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Kitty Moore, Ignatius Ding and Peggy Griffin  
5

6 **IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
7 **IN AND FOR THE COUNTY OF SANTA CLARA**  
8

9  
10 FRIENDS OF BETTER CUPERTINO, KITTY  
11 MOORE, IGNATIUS DING and PEGGY  
12 GRIFFIN

13 Petitioners,

14 vs.

15 CITY OF CUPERTINO, a General Law City;  
16 GRACE SCHMIDT, in her official capacity as  
17 Cupertino City Clerk, and DOES 1-20 inclusive,

18 Respondents

19 VALLCO PROPERTY OWNER LLC

20 Real Party in Interest

No. 18CV330190

FIRST AMENDED VERIFIED PETITION  
FOR PEREMPTORY WRIT OF  
MANDATE  
(CCP §§ 1085, 1089)

21  
22 Petitioners Friends of Better Cupertino, Kitty Moore, Ignatius Ding and Peggy Griffin  
23 (collectively, “Petitioners”) hereby state and aver as follows:

24 **INTRODUCTION**

25 1. This petition is brought in the public interest to require the City of Cupertino  
26 (“City”) to exercise its ministerial duty to reject a major development proposal (“Project”) due to  
27 non-compliance with multiple statutory eligibility criteria (“objective planning standards”) as a  
28

1 precondition to benefiting from the “streamlined, ministerial approval process” available to  
2 eligible projects under the new Gov. Code § 65913.4,<sup>1</sup> commonly known as “SB35.” The City  
3 administration, acting without City Council approval, purported to find the development project  
4 eligible with respect to each criterion to proceed under SB35.

5 2. SB35 provides that where a development project is in conflict with any “objective  
6 planning standards,” the city must provide the development proponent with reasoned objections  
7 in writing within 90 days of submission of the project application, failing which eligibility  
8 objections are deemed waived. §§ 65913.4(b)(1)(B), 65913.4(b)(2).

9 3. The very structure of SB35 with its listing of numerous “objective planning  
10 standards” requires the administering city to determine whether each of the standards is satisfied  
11 by an application. SB35 does NOT purport to confer any *discretionary* authority on a city’s  
12 *administration* with respect to the making of these determinations.

13 4. Instead of raising and documenting pertinent objections to the Project based on  
14 these eligibility criteria, the City administration acting through the then City Manager issued a  
15 letter dated June 22, 2018 (“Eligibility Letter”) which improperly and unlawfully purported to  
16 find the Project eligible with respect to each eligibility criterion. A true and correct copy of the  
17 Eligibility Letter is attached hereto as **Exhibit 1** and incorporated herein by this reference.

18 5. The City administration acting through its acting City Manager issued a further  
19 determination dated September 21, 2018 (i.e. just before the end of the 180-day review period  
20 from the purported submission date), again improperly purporting to find the Project eligible  
21 notwithstanding clear inconsistency with numerous objective standards of general application.  
22 A true and correct copy of the September 21, 2018 letter (“Approval Letter”) is attached hereto  
23 as **Exhibit 2** and incorporated herein by this reference.

## 24 **PARTIES**

25 6. Friends of Better Cupertino (FBC) is a 501(c)(3) non-profit organization made up  
26 of residents, citizens and qualified electors of the City of Cupertino. FBC works to further the  
27

28 <sup>1</sup> Unmarked statutory references are to the Government Code.

1 interest of all Cupertino residents in maintaining a healthy, humane environment throughout  
2 Cupertino with thought-out, lawful development policies carried out and enforced by a fair,  
3 neutral administration serving the interests of Cupertino voters and residents.

4 7. Petitioner Kitty Moore is a resident, citizen, taxpayer, and duly registered voter  
5 residing in Cupertino. Moore is a civil engineer and artist, has two children who attended  
6 Cupertino public schools from K-12, and cares about the environment and community.

7 8. Petitioner Ignatius Y. Ding is a 41-year Cupertino resident and registered voter.  
8 He is a retired high technology industry (computer and clean energy) professional and 41-year  
9 Cupertino resident living in the Inspiration Hills neighborhood.

10 9. Petitioner Margaret “Peggy” Griffin is a resident, citizen, taxpayer and duly  
11 registered voter residing within the City of Cupertino. Petitioner Griffin is a retired software  
12 engineer who has resided with her family in Cupertino for 33 years.

13 10. The City of Cupertino (“City”) is a general law city officially represented by the  
14 City Clerk.

15 11. Vallco Property Owner LLC (VPO or “Applicant”) is a special-purpose corporate  
16 vehicle and is an affiliate of Sand Hill Property Company (SHPC). SHPC has for a number of  
17 years been active in attempts to develop the Vallco area in Cupertino - currently a commercial  
18 area - into a high-density, mixed-use project with residential and office space. SHPC was the  
19 sponsor of an initiative measure, “Measure D” that was intended to facilitate the development.  
20 Measure D failed in the 2016 general election. Petitioners do not concede that VPO is a proper  
21 party to this action, but have informed VPO of the previous verified petition and propose to  
22 serve VPO herewith as a precaution.

23 12. The true names of DOES 1-20 are unknown at this time to Petitioners; however,  
24 they allege on information and belief that each of Respondents named as Does 1-20 is  
25 responsible for the acts or omissions of each of the other Respondents. Therefore Petitioners  
26 sue such Respondents by such fictitious names, and will ask leave of the Court to amend this  
27 petition by inserting the true names and capacities of said Does when ascertained.  
28

1 **SB35 STATUTORY SCHEME**

2 13. SB35 - now codified in part as Gov. Code § 65913.4 - was approved by the  
3 Governor on September 29, 2017 and filed with the Secretary of State the same day. The  
4 general aim of SB35 is to simplify the processing of certain eligible residential and mixed-use  
5 development projects, subject to the condition that a proportion of units must be classifiable as  
6 affordable housing under statutory criteria.

7 14. SB35 provides substantial procedural advantages to eligible developments that  
8 include at least two-thirds residential floor space. Specifically, § 65913.4(b) provides for a  
9 “streamlined, ministerial approval process” with strict review deadlines 90 days and 180 days  
10 from submission of an application. Consistently with this “streamlined, ministerial approval  
11 process,” SB35 does not permit or authorize discretionary decision-making by a city  
12 administration reviewing a project application.

13 15. Importantly for present purposes, SB35 effectively supersedes local zoning  
14 authority by permitting eligible projects to be built on land that “has a *general plan designation*  
15 that allows residential use or a mix of residential and nonresidential uses”<sup>2</sup> even if the land has  
16 not been *zoned* for residential or mixed use. 65913.4(a)(2)(C).

17 16. Save for the preemption of *zoning* restrictions in areas already *designated* for  
18 residential or mixed residential and nonresidential uses under an existing General Plan, SB35  
19 does *not* purport to preempt, and in fact requires compliance with, statewide law, General Plan  
20 provisions, local zoning regulations and other provisions of the municipal code as further  
21 detailed below.

22 17. Specifically, § 65913.4(b) - (d) mandates “streamlined” review of an eligible  
23 application. The review is subject to strict turnaround times, and strictly limited in scope.  
24 § 65913.4(c). Streamlining can greatly facilitate the progress of a project compared to the  
25 regular local review regime applicable to projects not eligible under SB35. Without  
26  
27

28 <sup>2</sup> Emphasis added.



1 streamlining, such projects would generally require the adoption of a “specific plan” by the city  
2 council which in turn would be preceded by an extensive environmental impact review process.

3 18. To be eligible for “streamlining” under SB35, a proposed project must meet a  
4 long list of qualifying criteria known as “objective planning standards” (i.e. eligibility criteria)  
5 set out in § 65913.4(a)(1)-(10).

6 19. In particular, SB35 requires that “at least two-thirds of the square footage of the  
7 development [must be] designated for residential use.” § 65913.4(a)(2)(C).

8 20. Further, a development must *not* be “located on a site that is ... (E) A hazardous  
9 waste site that is listed pursuant to Section 65962.5 or a hazardous waste site designated by the  
10 Department of Toxic Substances Control pursuant to Section 25356 of the Health and Safety  
11 Code, unless the Department of Toxic Substances Control has cleared the site for residential use  
12 or residential mixed uses.” § 65913.4(a)(6).

13 21. In addition to setting specific eligibility criteria, SB35 *expressly requires* that a  
14 development project must comply with, and be reviewed for compliance with, generally  
15 applicable statewide and local law, including in particular statutes and regulations pertaining to  
16 environmental hazards, existing General Plan and zoning restrictions and conditions, etc.  
17 Specifically, a project must be “consistent with objective zoning standards and objective design  
18 review standards in effect at the time that the development is submitted to the local government  
19 pursuant to [section 65913.4]” save for specific “concessions, incentives or waivers granted  
20 pursuant to the Density Bonus Law in Section 65915.” For these purposes, “ ‘objective zoning  
21 standards’ and ‘objective design review standards’ mean standards that involve no personal or  
22 subjective judgment by a public official and are uniformly verifiable by reference to an external  
23 and uniform benchmark or criterion available and knowable by both the development applicant  
24 or proponent and the public official prior to submittal.” § 65913.4(a)(5).

### 25 **PROCEDURAL HISTORY**

26 22. Following the City’s receipt, ostensibly on March 27, 2018, of an application for  
27 a major development project requesting “streamlined, ministerial approval” under SB35 as  
28

1 detailed below, the last day of the 90-day period for the City to issue a notice of ineligibility  
2 under the SB35 eligibility criteria was Monday, June 25, 2018.

3 Despite repeated written reminders by Petitioners, the City administration had not  
4 communicated any eligibility objections to the proponent by the end of June 21, 2018, thus  
5 prompting Petitioners to notify the City and Real Parties on Friday, June 22, 2018 of Petitioners'  
6 intention to apply to the Court for issuance of alternative writ of mandate *ex parte* on  
7 Monday, June 25, 2018, the last day of the 90-day statutory period for eligibility review.

8 23. In response to Petitioners' notice, counsel for the City emailed Petitioners counsel  
9 at 4:46 pm the same day (Friday, June 22, 2018) advising that the City intended to oppose  
10 Petitioners' Application without providing further details. A true and correct copy of that email  
11 was attached to as Exhibit 3 to the Declaration of Counsel in Support of Ex Parte Application for  
12 Writ of Mandate filed with this court on June 25, 2018 and is incorporated herein by reference.

13 24. Thereafter, the City administration issued an extensive document ("Eligibility  
14 Letter") *after hours* on Friday, June 22, 2018 purporting to find the project eligible with respect  
15 to each statutory "objective planning standard." This fact was not communicated to Petitioners'  
16 counsel that day nor in response to Petitioners' transmission to the City's counsel and Real  
17 Parties' counsel of electronic copies of Petitioners' filings throughout the intervening weekend.

18 25. Counsel for the City and counsel for Real Parties handed opposition papers to  
19 Petitioners' Counsel in Court on Monday, June 25, 2018. These papers were later filed. Both  
20 sets of opposition papers included copies of the Eligibility Letter. This is the first time that  
21 Petitioners learned of the Eligibility Letter. In response, Petitioners agreed with opposing  
22 counsel to withdraw the *ex parte* application (which was premised on the City's default in failing  
23 to make a determination) while reserving the right to file an amended petition challenging the  
24 City's purported eligibility determinations.

25 **CUPERTINO GENERAL PLAN**

26 26. A revised General Plan (the "2014 General Plan") was adopted by resolution of  
27 the City Council on December 4, 2014.  
28

1           27.     On October 20, 2015, the City Council by resolution adopted a package of  
2 amendments to the 2014 General Plan (“2015 General Plan Amendments”).

3           28.     Following the adoption of the 2015 General Plan Amendments, the City Council  
4 had not adopted a unified General Plan document or any other General Plan amendment at the  
5 time of the filing of the SB35 Application on or about March 27, 2018. Thus, no consolidated  
6 General Plan adopted by the City Council of the City of Cupertino was in existence at that time.

7           29.     Notwithstanding the fact that no consolidated General Plan document had been  
8 adopted by the City Council following its adoption of the (disparate) 2015 General Plan  
9 Amendments, the City administration posted and maintained on its principal website (rather than  
10 the document archive function managed by an external vendor) a purported “GENERAL PLAN -  
11 COMMUNITY VISION 2015 - 2040” at [https://www.cupertino.org/our-](https://www.cupertino.org/our-city/departments/community-development/planning/general-plan/general-plan)  
12 [city/departments/community-development/planning/general-plan/general-plan](https://www.cupertino.org/our-city/departments/community-development/planning/general-plan/general-plan) (accessed on  
13 July 26, 2018).

14           30.     The purported “GENERAL PLAN - COMMUNITY VISION 2015 - 2040”  
15 (“Internal Draft Plan”) was never adopted by the City Council. Upon information and belief,  
16 the Internal Draft Plan was created by the Planning Department for its own convenience.

17           31.     The single-file PDF version of the Internal Draft Plan downloaded from the  
18 aforesaid URL on July 26, 2018 is 104,849 KB in size and comprises a total of 531 pages. The  
19 checksums for this PDF file are 8ac1c116bed21f2ce33ccfc34978a11d (MD5) and  
20 ee1c9e402ea342495311294641d5ef96822862c4 (SHA-1).<sup>3</sup>

21           32.     Not having been adopted by the City Council, the Internal Draft Plan does not  
22 reflect any official policy decision by the City Council.

23           33.     The Internal Draft Plan has no standing as a General Plan or other enactment or  
24 regulation of the City of Cupertino.

25  
26  
27 <sup>3</sup> With capitalized letters, the checksums appear as  
28 8AC1C116BED21F2CE33CCFC34978A11D (MD5) and  
EE1C9E402EA342495311294641D5EF96822862C4 (SHA-1)

1 **STATEMENT OF FACTS**

2 **PROJECT APPLICATION**

3 34. On or after March 27, 2018, VPO submitted to the City a purported “Vallco Town  
4 Center Project Application pursuant to SB35” (“Application”). The Application is for a large  
5 development project (“Project”) including high-density housing and office space and some retail.  
6 The total square footage claimed by the Applicant is about 6,910,000 square foot (SF).

7 35. Application documents for the Project were placed on the City’s website. A true  
8 and correct copy of the City’s web page listing the application documents and related documents  
9 as of October 10, 2018 is attached hereto as **Exhibit 3** and incorporated by this reference.

10 36. The aforesaid web page states that “Sand Hill Property Company [*sic*] filed an  
11 application with the City of Cupertino on March 27, 2018 entitled ‘Vallco Town Center Project  
12 Application pursuant to SB 35.’ ” Sand Hill Property Company is the parent entity of VPO.

13 37. The exact date on which the Application was submitted to the City is unclear. A  
14 true and correct copy of the cover letter submitted with the Application is attached hereto as  
15 **Exhibit 4** and incorporated herein by this reference. Surprisingly, the cover letter is undated  
16 and is printed without any corporate letter head and without page numbering.

17 38. Several digital files submitted to the City in .pdf format as part of the Application  
18 include metadata indicating that those documents were *created* after 5 pm on March 27, 2018,  
19 thus indicating that those files could not have been accepted by the City for filing until  
20 March 28, 2018. In fact, some files were created after close of business on March **28**, 2018 and  
21 thus could not have been accepted for filing until March **29**, 2018.

22 39. Specifically, the following files submitted as part of the Application feature  
23 metadata inconsistent with the City’s claim that the application was submitted on  
24 March 27, 2018.





49. The table submitted with the Applicant's June 19, 2019 letter to the City (eighth page<sup>4</sup> of Exhibit 7 hereto) gives the following figures for residential floor space (not including parking areas):

Description	Area (in SF)	Remarks
Residential Units	2,714,340 SF	Actual net floor area is substantially less, cf. ¶ 52
Residential Amenities	550,055 SF	
<b>TOTAL RESIDENTIAL AREA (without parking)</b>	<b>3,264,395 SF</b>	(Calculated from above values)

50. The same table gives the total floor area for offices and retail space as follows:

Description	Area (in SF)	Remarks
Office	1,810,000 SF	
Retail	400,000	
<b>TOTAL NON-RESIDENTIAL AREA (without parking)</b>	<b>2,210,000 SF</b>	(Calculated from above values)

51. Based on the Applicant's own figures, the total ratio of residential floor space to total floor space comes to 59.63%, far short of the two-thirds (66.7%) required under SB35. § 65913.4(a)(2)(C):

Description	Area (in SF)	Remarks
Residential Total (including amenities, without parking)	3,264,395 SF	Cf. ¶ 49
Non-Residential Total (without parking)	2,210,000 SF	Cf. previous table
Total Use Area (residential and non-residential)	5,474,395 SF	(Calculated from above values)
<b>RATIO OF RESIDENTIAL TO TOTAL</b>	<b>59.63%</b>	3,264,395 SF/5,474,395 SF = 59.63%

<sup>4</sup> Neither the June 19, 2018 letter nor the internal Exhibit A attached to that letter include page numbering.

52. In fact, the true amount of floor space attributable to actual residential units is substantially less than the figure of 2,714,340 SF asserted in the Application. As the Applicant notes in a footnote to the tables for floor space by block (on the tenth through twenty-first page of **Exhibit 7** hereto), “UNIT AREA INCLUDES UNITS, CORES, CORRIDORS AND LOBBIES.” “Corridors” are expressly excluded from the definition of “Floor area, net” in the CBC. “Cores” and “lobbies” must equally be treated as being excluded from the CBC definition of net floor area.

53. The number of average sizes of each type of residential unit are set out in a table on the second page of the Site Plan, as follows:

### RESIDENTIAL PROGRAM TYPES

TRADITIONAL (TRD)				LOFTS (LT1 & LT2)			
	UNITS / SF				UNITS / SF		
	UNIT %	UNIT #	AVE. SIZE (SF)		UNIT %	UNIT #	AVE. SIZE (SF)
STUDIO	63.0%	1,067	423	1 BED	23.7%	67	1,085
1 BED	29.0%	488	654	2 BED	20.5%	58	1,395
2 BED	4.0%	71	1,117	3 BED	37.1%	105	1,705
3 BED	4.0%	71	1,450	4 BED	18.7%	53	2,170
TOTAL	100 %	1,687		TOTAL	100 %	283	

CO-HOUSING (COH)				TERRACES (TRC)			
	UNITS / SF				UNITS / SF		
	UNIT %	UNIT #	AVE. SIZE (SF)		UNIT %	UNIT #	AVE. SIZE (SF)
CO-HOUSING (5 BED)	100 %	50	2,015	2 BED	34.7%	59	1,508
				3 BED	25.9%	44	1,842
				4 BED	39.4%	67	2,177
TOTAL	100 %	50		TOTAL	100 %	170	

TOWNHOUSE (TH1 & TH2)				TOWERS (TWR)			
	UNITS / SF				UNITS / SF		
	UNIT %	UNIT #	AVE. SIZE (SF)		UNIT %	UNIT #	AVE. SIZE (SF)
2 BED TOWNHOUSE	56.3%	45	1,539	2 BED	24.2%	32	1,412
3 BED TOWNHOUSE	32.5%	26	1,923	3 BED	12.1%	16	1,712
4 BED TOWNHOUSE	11.2%	9	2,310	4 BED	56.1%	74	2,255
				FULL FLOOR	7.6%	10	4,646
TOTAL	100 %	80		TOTAL	100 %	132	

\*NOTE:  
(1) SEE PROJECT DESCRIPTION FOR INFORMATION RELATED TO AFFORDABLE HOUSING.  
(2) THE RESIDENTIAL TYPES INDICATED IN THESE TABLES ARE DISTRIBUTED AMONGST THE DIFFERENT BUILDING BLOCKS AS NOTED IN THE TABLES BELOW.  
(3) THE DISTRIBUTION OF RESIDENTIAL UNITS IS SHOWN FOR REFERENCE AND SUBJECT TO CHANGE IN SUBSEQUENT BUILDING PERMIT APPLICATIONS.

54. Multiplying the average size by the number of units for each unit category yields a net floor area total of 2,238,738 SF for residential units based on the Applicant’s own average figures. This net figure is 17.52% less than the figure of 2,714,340 SF asserted by the Applicant for purposes of the calculation as noted above. The calculation is shown in the following table.



Residential Square Footage Totals		
Unit #	Avg Size SF	Total SF
1,057	423	447,111
488	654	319,152
71	1,117	79,307
71	1,450	102,950
50	2,015	100,750
45	1,539	69,255
26	1,923	49,998
9	2,310	20,790
67	1,085	72,695
58	1,395	80,910
105	1,705	179,025
53	2,170	115,010
59	1,508	88,972
44	1,842	81,048
67	2,177	145,859
32	1,412	45,184
16	1,712	27,392
74	2,255	166,870
10	4,646	46,460
<b>TOTAL</b>	<b>2,402</b>	<b>2,238,738</b>

55. Even if - contrary to Petitioners' view - SB35 were to be interpreted as allowing *parking space* to be included in the calculation of residential and non-residential totals for purposes of ascertaining compliance with the two-thirds residential floor ratio requirement, the Project fails to meet this standard.

56. The table submitted with the Applicant's June 19, 2019 letter to the City (eighth page<sup>5</sup> of **Exhibit 7** hereto) gives the total floor space of the residential units *including amenity and parking space* as 4,700,000 SF.

<sup>5</sup> Neither the June 19, 2018 letter nor the internal Exhibit A attached to that letter include page numbering.

1           57.     The Site Plan includes a table of “Areas Excluded from Floor Area Calculation”  
 2 on the first page<sup>6</sup> of **Exhibit 6**.   According to that table the following areas were excluded from  
 3 the floor area calculation:  
 4

<b>Description</b>	<b>Area (in SF)</b>	<b>Remarks</b>
Parking, Utilities, Infrastructure	1,478,000 SF	West Side (per Exhibit 6)
Parking, Utilities, Infrastructure	1,906,000 SF	East Side (per Exhibit 6)
<b>TOTAL NON-RESIDENTIAL PARKING</b>	<b>3,384,000 SF</b>	(Calculated from above values)

10           58.     The total Project area dedicated to non-residential uses, including parking, is  
 11 calculated as follows:  
 12

<b>Description</b>	<b>Area (in SF)</b>	<b>Remarks</b>
Non-Residential Total (without parking)	2,210,000 SF	Cf. ¶ 50
Parking, Utilities, Infrastructure (West and East)	3,384,000 SF	Cf. previous table
<b>TOTAL NON-RESIDENTIAL AREA INCLUDING PARKING</b>	<b>5,594,000 SF</b>	(Calculated from above values)

19           59.     The ratio of residential-use area to the total usable area amounts to **45.66%** if  
 20 parking is consistently included when computing the totals of residential and non-residential  
 21 areas, as shown in the following table.  
 22  
 23  
 24  
 25

26 \_\_\_\_\_  
 27 <sup>6</sup> The first page appears in low-resolution rasterized form in the original PDF file submitted by  
 28 the Applicant to the City and for this reason appears blurry.   Petitioners have taken care to reproduce in the exhibit the original PDF file as submitted by the Applicant without intervening re-scanning or other processing that would have further reduced the image quality.

Description	Area (in SF)	Remarks
Residential Total (including amenities and parking)	4,700,000 SF	Cf. ¶ 56
Non-Residential Total (including parking)	5,594,000 SF	Cf. previous table
Total Use Area (residential and non-residential)	10,294,000 SF	(Calculated from above values)
<b>RATIO OF RESIDENTIAL TO TOTAL</b>	<b>45.66%</b>	4,700,000 SF/10,294,000 SF = 45.66%

Again, the residential ratio falls far short of the SB35 requirement that “two-thirds of the square footage of the development [must be] designated for residential use.”

§ 65913.4(a)(2)(C).

60. On March 28, 2018, a land use consultant retained by the City sent an email to the City’s Assistant City Manager, Aarti Shrivastava, with copy to Piu Ghosh, Principal Planner.

61. The email advised in relevant part:

“... my read of SB35 is that mixed-use projects have to be at least two-thirds residential as measured by total square footage in order to qualify for the streamlined review. Vallco would seem to be well below that based on normal unit sizes ...” (Ellipsis in original.)

62. The Applicant attempts to create an appearance of compliance with SB35 by *including* parking areas when calculating residential totals, but *excluding* parking areas when calculating corresponding non-residential floor areas. This is fundamentally inconsistent with the policy of SB35 which aims to encourage the creation of quality living space, rather than parking lots and non-residential space. Further, allowing developers to count parking space towards totals would perversely encourage the creation of non-living space and thus exacerbate the shortage of quality housing.

**PROJECT SITE IS LISTED HAZARDOUS WASTE SITE NOT CLEARED BY DEPARTMENT OF TOXIC SUBSTANCES CONTROL.**

63. To be eligible to benefit from the “streamlined, ministerial approval process” under SB35, a development must not be “located on a site that is ... (E) A hazardous waste site that is listed pursuant to Section 65962.5 or a hazardous waste site designated by the Department

1 of Toxic Substances Control pursuant to Section 25356 of the Health and Safety Code, unless the  
2 Department of Toxic Substances Control has cleared the site for residential use or residential  
3 mixed uses.” § 65913.4(a)(6).

4 64. In fact, the Project is located on a site which is included on a list of hazardous  
5 materials sites compiled pursuant to Government Code 65962.5.

6 65. As of March 27, 2018, the Project site remained subject to at least one § 65962.5  
7 listing that had not been cleared by the Department of Toxic Substances Control.

8 66. A Final Environmental Impact Report (FEIR) pertaining to the Project site was  
9 certified by the City Council of the City of Cupertino by Resolution 18-084 on  
10 September 19, 2018 in connection with the adoption of the “Vallco Area Specific Plan.” A true  
11 and correct copy of excerpted pages of the FEIR is attached hereto as **Exhibit 8** and incorporated  
12 herein by this reference.

13 67. Page 25 of the FEIR includes the statement: “The revised project is located on a  
14 site which is **included on a list of hazardous materials sites compiled pursuant to**  
15 **Government Code Section 65962.5; ...**” (Emphasis added.)

16 68. As of March 27, 2018, the Department of Toxic Substances Control had not  
17 cleared the Project site for residential use or residential mixed uses. § 65913.4(a)(6).

18 69. A Draft Environmental Impact Report (DEIR) was presented to the City Council  
19 as part of the agenda packet for the “Vallco Area Specific Plan.” The DEIR was incorporated  
20 by reference in the FEIR which was certified by the City Council. True and correct copies of  
21 the cover page and of excerpted pages of the DEIR are attached hereto as **Exhibit 9** and  
22 incorporated herein by this reference.

23 70. The DEIR includes the following statements (on page 138, highlighted in  
24 exhibit):

25 Several past tenants were listed on various regulatory agency databases,  
26 including the California Hazardous Material Incident Report System  
27 (CHMIRS) database, Emergency Response Notification System (ERNS)  
28 database, Emissions Inventory (EMI) database, HAZNET database, and  
Resource Conservation and Recovery Act (RCRA) database.

1           71.     The aforesaid DEIR includes as Appendix E a “Phase I Environmental Site  
2 Assessment” prepared by “Cornerstone Earth Group” and dated February 26, 2018 (ESA). The  
3 ESA in turn includes as internal Appendix E a report of searches of environmental databases  
4 conducted by Environmental Data Resources, Inc. (EDR). True and correct copies of the cover  
5 page and table of contents of the ESA, and of excerpted pages of the EDR report are attached  
6 hereto as **Exhibit 10** and incorporated herein by this reference.

7           72.     The excerpted EDR report identifies no fewer than sixty-four environmental  
8 database entries pertaining to the Project site (denoted as TP for “target property” in the report.)

9           73.     By providing that sites listed pursuant to Section 65962.5 or designated pursuant  
10 to Section 25356 must have been cleared *by the Department of Toxic Substances Control*, SB35  
11 by its own terms excludes all sites that have not been expressly cleared by the Department of  
12 Toxic Substances Control. Neither a city nor other local or state agencies have authority to  
13 “clear” a listed or designated site for purposes of SB35 eligibility.

14                           **FBC DOCUMENTED NUMEROUS ITEMS OF NON-COMPLIANCE**  
15                           **WITH SB35 REQUIREMENTS**

16           74.     On June 14, 2018, FBC wrote to the City and City Council reminding the City of  
17 the impending deadline for denying the Application due to the Project’s failure to comply with  
18 SB35 eligibility criteria. The last day of the 90-day review period was **Monday, June 25, 2018**  
19 based on the March 27, 2018 filing date claimed by the City. FBC’s letter also drew attention  
20 to the need for the City to make organizational arrangements to ensure that a timely notice of  
21 denial with appropriate documentation could be issued as required under the SB35 statute.  
22 FBC’s letter announced that FBC would provide written materials supporting a denial of the  
23 Application on June 18, 2018. A true and correct copy of FBC’s June 14, 2018 letter was  
24 attached as **Exhibit 2** to the original verified petition herein (filed June 25, 2018) and is  
25 incorporated herein by this reference.

26           75.     On June 18, 2018, FBC emailed a further letter to the City and City Council as  
27 previously announced, again reminding the City of the need for urgent action, and giving five  
28 illustrative examples of non-compliance of the Project with statutory requirements under SB35.

1 The letter was accompanied by three documents (subsequently updated, see *infra*) amounting to  
2 some 200 pages including outlines and detailed presentations demonstrating multiple instances  
3 of non-compliance of the Project with “objective planning standards” under SB35. A true and  
4 correct copy of the letter (without attachments) was attached as **Exhibit 3** to the original verified  
5 petition herein (filed June 25, 2018) and is incorporated herein by this reference.

6 76. On June 19, 2018, FBC again wrote to the City, enclosing updated versions of the  
7 three attachments sent the previous day. This letter was formally filed with the City in paper  
8 form. A true and correct copy of the aforesaid letter was attached as **Exhibit 4** to the original  
9 verified petition herein (filed June 25, 2018) and is incorporated herein by this reference.

10 77. Under cover of the June 19, 2018 letter, FBC filed with the City an updated  
11 version of the “Application Compliance Topic Chart” sent the previous day. A true and correct  
12 copy of the updated chart was attached as **Exhibit 5** to the original verified petition herein (filed  
13 June 25, 2018) and is incorporated herein by this reference.

14 78. On June 19, 2018, FBC also submitted an updated version of the “Statute  
15 Compliance Chart” sent the previous day. A true and correct copy of the updated “Statute  
16 Compliance Chart” was attached as **Exhibit 6** to the original verified petition herein (filed  
17 June 25, 2018) and is incorporated herein by this reference.

18 79. Lastly, on June 19, 2018, FBC also submitted an updated version of a detailed,  
19 132 page presentation entitled “VALLCO TOWN CENTER SB 35 NONCOMPLIANCE  
20 ISSUES.” A true and correct copy of the updated presentation was attached as **Exhibit 7** to the  
21 original verified petition herein (filed June 25, 2018) and is incorporated herein by this  
22 reference.

23 **PROJECT APPLICATION FAILS TO COMPLY WITH GENERAL**  
24 **OBJECTIVE CRITERIA AS REQUIRED BY SB35**

25 80. As noted, in addition to setting specific eligibility criteria, SB35 *expressly*  
26 *requires* that a development project must comply with, and be reviewed for compliance with,  
27 generally applicable statewide and local law, including in particular statutes and regulations  
28

1 pertaining to environmental hazards, existing General Plan and zoning restrictions and  
2 conditions, etc.

3 81. Specifically, a project must be “consistent with objective zoning standards and  
4 objective design review standards in effect at the time that the development is submitted to the  
5 local government pursuant to [section 65913.4]” save for specific “concessions, incentives or  
6 waivers granted pursuant to the Density Bonus Law in Section 65915.” For these purposes, “  
7 ‘objective zoning standards’ and ‘objective design review standards’ mean standards that involve  
8 no personal or subjective judgment by a public official and are uniformly verifiable by reference  
9 to an external and uniform benchmark or criterion available and knowable by both the  
10 development applicant or proponent and the public official prior to submittal.” § 65913.4(a)(5).

11 82. The Project fails to comply with “objective” standards in multiple respects. The  
12 City was under a ministerial duty but failed to ascertain compliance with each of those objective  
13 standards.

14 **PROJECT EXCEEDS HEIGHT LIMITS PERMITTED BY ZONING**

15 83. The Project site consists of portions respectively zoned P(Regional Shopping) -  
16 Planned Development Regional Shopping, and P(CG) - Planned Development General  
17 Commercial.

18 84. The P(Regional Shopping) - Planned Development Regional Shopping zoning  
19 designation permits buildings up to three stories and 85 feet tall, as confirmed by Council  
20 Actions 31-U-86 and 9-U-90. The maximum building height identified was in conformance  
21 with the 1993 General Plan and were identified in the Development Agreement (Ordinance 1540  
22 File no. 1-DA-90) at that time as recited in the aforesaid Vallco DEIR, p. 162.

23 85. The P(CG) - Planned Development General Commercial zoning designation  
24 permits building heights of up to 30 feet under CMC § 19.60.060.

25 86. Several proposed buildings that are part of the Project exceed the permitted  
26 maximum building height of 85 feet, as indicated in the Architectural Plans Part 3, P-0831 and  
27 P-0832 submitted by the Applicant.  
28

1 87. The Project thus fails to comport with “objective zoning standards” and for this  
2 reason cannot be approved under SB35. § 65913.4(a)(5).

3 **PROJECT FAILS TO DEDICATE PARKLAND**

4 88. The Applicant admits in its Project Description that the Project would “generate  
5 the need for 12.96 acres of *park space*.” (Emphasis added.) The Applicant references General  
6 Plan Policy RPC-1.2 and claims that the requirements under that policy would be met by “2  
7 acres of at-grade park space and children’s play area” and “2 acres in two Town Center plazas,”  
8 “**and 14 to 22 acres of publicly accessible green roofs on all blocks connected by bridges.**”  
9 **Exhibit 5**, page 8.

10 89. In fact, Policy RPC-1.2 of the General Plan adopted on December 4, 2014 is  
11 entitled “**Parkland Standards**” (emphasis added). In relevant part, the policy provides the  
12 following:

13 Continue to implement a parkland acquisition and  
14 implementation program that provides a minimum of three  
15 acres per 1,000 residents.

16 90. Further, Policy RPC-2.1, “**Parkland Acquisition**” (emphasis added), provides in  
17 part as follows:

18 The City’s parkland acquisition strategy should be based  
19 upon three broad objectives:

- 20 • Distributing parks equitably throughout the City;
- 21 • Connecting and providing access by providing paths,  
22 improved pedestrian and bike connectivity and signage;  
23 and
- 24 • Retaining and restoring creeks and other natural open  
25 space areas.

26 **Strategy RPC-2.1.1: Dedication of Parkland.** New  
27 developments, in areas where parkland deficiencies have  
28 been identified, should be required to dedicate parkland  
rather than paying in-lieu fees.



1           91. Taken by themselves and together, the RPC policies simply do not allow roof  
2 space - even a so-called “green roof” - to be treated as “parkland.”

3           92. Further, the Application includes a Tentative Map for subdivision purposes.  
4 CMC §§ 18.24.030 requires the dedication of land as a condition of approval of a final  
5 subdivision.

6           93. By purporting to treat roof “areas” as “parkland” as that term is used in the  
7 General Plan, the City administration purported to engage in improper *discretionary* decision-  
8 making which is not permitted within the “streamlined, ministerial approval process” mandated  
9 by SB35, and in particular violates § 65913.4(a)(5).

10                           **PROJECT FAILS TO COMPLY WITH SET-BACK REQUIREMENTS**

11           94. The Project description acknowledges (p. 7) that the Project is subject to a 1:1 set-  
12 back requirement under the General Plan.

13                           4.1.2 Building Set Backs

14                           Stevens Creek Boulevard and North Wolfe Road are considered “Boulevard (Arterial)” per the  
15 General Plan Mobility Element Chapter 5, Figure M-2 Circulation Network. The building blocks  
16 that front these streets are designed to meet the *General Plan’s required 1:1 set-back plane from*  
17 *the existing curb.*  
(Emphasis added)

18           95. The Project is non-compliant in that as a matter of interpretation of the General  
19 Plan’s intent, the set-back requirements must be calculated by reference to the *final* curb after  
20 widening of the adjacent roads required as part of the Project.

21           96. Further, the Applicant has failed to submit, and the City has failed to require the  
22 submission of, dimensioned drawings indicating precise and verifiable distances between the  
23 existing curb line and the final curb line on the one hand, and the road center line, the property  
24 line, and the building line on the other hand.

25           97. Upon information and belief, Block 5 and Block 6 of the Project rise above the  
26 1:1 set-back requirement even when ascertained by reference to the existing curb line.

1 **DENSITY BONUS UNITS ARE SEGREGATED**

2 98. The Application relies extensively on the mechanism of the Density Bonus Law  
3 (§ 65915) and the City’s Density Bonus Ordinance. Cupertino Municipal Code (CMC),  
4 Chapter 19.56.

5 99. CMC § 19.56.050.G.1 requires “affordable units” to be “dispersed throughout the  
6 project.”

7 100. The Applicant admits that the total of 623 density bonus units claimed by the  
8 Project are “geographically separate.”

9 101. The Applicant’s contention is that Cupertino Municipal Code section  
10 19.56.030.F.7 permits bonus units to be geographically separate from the affordable units.  
11 However, that section does not purport to supersede the aforesaid dispersal requirement.

12 102. Further, none of the “below market rate” (BMR) units are found in the upscale  
13 residential tower portions of Blocks 2, 3, 9 and 10. BMR units are largely relegated to the  
14 middle portions of floors 3 - 9 of those blocks which have less desirable views.

15 103. The affordable units are thus *not* “dispersed” under any reasonable understanding  
16 of the term as required by CMC § 19.56.050.G.1.

17 **AFFORDABLE UNITS ARE FAR SMALLER IN SIZE THAN COMPARABLE**  
18 **MARKET RATE UNITS**

19 104. CMC § 19.56.050.G.2 requires affordable units to be “identical with the design of  
20 any market rate rental units in the project with the exception that a *reduction of interior*  
21 *amenities* for affordable units will be permitted upon prior approval ...” The City’s *Below*  
22 *Market Rate (BMR) Housing Mitigation Program Procedural Manual*, 2015 adopted by City  
23 Council Resolution 15-037 on May 5, 2015 of the City Council (“BMR Manual”), p. 5, specifies  
24 further that “BMR units shall be comparable to market rate units in terms of unit type, *number of*  
25 *bedrooms per unit*, quality of exterior appearance and overall quality of construction” 2.3.4(A)  
26 (emphasis added). Further, “BMR unit size should be generally representative of the unit sizes  
27 within the market-rate portion of residential project.” 2.3.4(B).  
28

1           105. In fact, the average area in square foot (SF) for market-rate “Traditional Studio”  
2 (TRD) units is 620 SF. The corresponding figure for BMR studio affordable unit is a mere 388  
3 SF.

4           106. Similarly, the average area of one bedroom TRD units is 863 SF, and 1085 SF for  
5 one bedroom lofts. The area for corresponding one bedroom BMR (below market rate)  
6 affordable units is 528 SF.

7           107. Further, the Project features a broad assortment of two bedroom, three bedroom,  
8 four bedroom and even five bedroom market rate units, but no corresponding affordable units at  
9 all.

10           108. The Applicant purports to have claimed an exemption from the requirement of  
11 CMC § 19.56.050.G.2 that affordable units “shall be identical with the design of any market rate  
12 units in the project.” However, that subsection only allows an exception to be made permitting  
13 “a *reduction of interior amenities* for affordable units” if required to retain project affordability.  
14 The subsection does *not* permit affordable units to be restricted to the two smallest categories  
15 (studio and one bedroom).

16           109. Similarly, the Applicant purported to have reserved an open-ended concession  
17 under the Density Bonus Law to be relieved from any inconsistency with the statute, and the  
18 City’s Approval Letter purports to have granted such a concession in respect of the size of  
19 affordable units.

20           110. The City’s purported *allocation* of a concession to address an inconsistency of the  
21 Project with CMC § 19.56.050.G.2 - a generally applicable standard - is improper under SB35’s  
22 “streamlined, ministerial approval process” because it requires the exercise of discretion by the  
23 City.

24                           **PROJECT FAILS TO PROVIDE MINIMUM RATIO OF SIXTY PERCENT**  
25                           **VERY-LOW INCOME UNITS WITHIN AFFORDABLE UNITS**

26           111. The BMR Manual further requires (2.3.B.1) that

27                           B. When a development proposes to provide on-site Rental BMR units,  
28                           the affordability requirements for units shall be as follows:

1  
2 1. Sixty percent (60%) of BMR units as very low-income and forty  
percent (40%) as low-income.

3 112. The “Vallco Town Center SB 35 Application Project Description,” Part 1, p.15  
4 submitted by the Applicant discloses that “the Project will include 1201 affordable units, 360 at  
5 the very low income level and 841 at the low income level.” Thus, very-low income units  
6 account for only  $360/1201 = 29.98\%$ , far short of the ratio of 60% required under the City’s  
7 mandatory regulations.

8 **GENERAL PLAN ALLOCATION POOL HAD INSUFFICIENT UNITS FOR**  
9 **PROJECT TO REACH 2,402 RESIDENTIAL UNITS**

10 113. The City’s General Plan “controls residential development through an allocation  
11 system,” as noted in the Vallco Specific Plan EIR (p. 15). However, only about 400 residential  
12 units were available in the allocation pool as of June, 2018. Upon information and belief, the  
13 number available was similar on or about March 27, 2018 when the Application was filed. As a  
14 result, there were insufficient units for the Applicant to reach the density of 2,402 residential  
15 units for the total Project, and the number of 2,402 residential units could not properly be  
16 approved.

17 **CHARGING ALLEGATIONS**

18 **FIRST CAUSE OF ACTION**

19 **FAILURE TO PERFORM DUTY - ELIGIBILITY DETERMINATION**  
20 **(CODE OF CIVIL PROCEDURE § 1085)**

21 114. Petitioners restate the averments of all preceding paragraphs as if set out in full  
herein.

22 115. The City was and is under a ministerial duty to examine the Application to  
23 determine whether or not it complies with each of the “objective planning standards” set forth in  
24 SB35. Gov. Code § 65913.4(a)(1)-(10).

25 116. The City administration is capable of ascertaining compliance of the Project with  
26 individual SB35 “objective planning standards” by reference to statewide laws and regulations,  
27  
28

1 and other external and uniform benchmarks and criteria available and knowable by the City and  
2 the public, and without resort to subjective discretionary judgments.

3 117. Review of the Project for eligibility under the “objective planning standards”  
4 (eligibility criteria, § 65913.4(a)(1)-(10)) set forth in SB35 is an action which the City was and is  
5 under a legal duty to perform. Being objective and ministerial in nature, the City’s eligibility  
6 determination falls within the scope of traditional mandamus supervision by this Court under  
7 Code of Civil Procedure § 1085.

8 118. The City was under a duty to determine the Project’s eligibility under SB35  
9 “objective planning standards” (eligibility criteria). § 65913.4(a)(1)-(10).

10 119. The City’s Eligibility Letter improperly and unlawfully failed to find the Project  
11 ineligible under multiple SB35 “objective planning standards.”

12 120. The City’s Eligibility Letter improperly and unlawfully failed to find the Project  
13 ineligible for failing to allocate two-thirds (2/3) of square footage to residential use.

14 121. The City’s Eligibility Letter improperly and unlawfully failed to find the Project  
15 ineligible for including hazardous waste sites that listed pursuant to § 65962.5 and/or a  
16 hazardous waste sites designated by the Department of Toxic Substances Control pursuant to  
17 § 25356 of the Health and Safety Code and not cleared for residential use or residential mixed  
18 uses by Department of Toxic Substances Control. § 65913.4(a)(6)(E).

19 122. Petitioners notified and advised the City of the Project’s non-compliance under  
20 SB35’s two-thirds requirement, the fact that the project site includes hazardous waste locations,  
21 and numerous other items of non-compliance in extensive and detailed written communications.  
22 These communications attached as **Exhibit 2** through **Exhibit 7**, inclusive to the original  
23 Verified Petition for Alternative Writ of Mandate (filed with this Court on June 25, 2018) which  
24 are incorporated herein by this reference.

25 123. Upon determining that the Project is “in conflict with any of the objective  
26 development standards” (eligibility criteria) the City was under a duty to provide the Applicant  
27 with written documentation of which standards the Project conflicts with, and an explanation of  
28

1 the reasons. Gov. Code § 65913.4(b)(1). These items had to be provided to the Applicant  
2 within 90 days for a development of more than 150 housing units.

3 Gov. Code § 65913.4(b)(1)(B).

4 124. Under a duty to notify the Applicant of multiple items of non-compliance with  
5 SB35 eligibility criteria, the City purported to find the project eligible in each respect as detailed  
6 in the Eligibility Letter attached hereto as **Exhibit 1**.

7 125. Allowing a severely non-compliant project to proceed by intentionally failing to  
8 object to and document multiple aspects of non-compliance with eligibility criteria set out with  
9 particularity in SB35, as well as failing to conform to general requirements under the existing  
10 General Plan and Cupertino Municipal Code imposes on the citizens of Cupertino a massive  
11 project that is *outside* the carefully delineated parameters of SB35 while at the same time  
12 evading conventional discretionary review under the control of the City Council. This outcome  
13 results in unreviewed, hasty commitment to a massive building project without thorough review  
14 of its wider impact, and makes a mockery of both SB35 and traditional review procedures.

15 **SECOND CAUSE OF ACTION**  
16 **FAILURE TO PERFORM DUTY - PROJECT APPROVAL**  
17 **(CODE OF CIVIL PROCEDURE § 1085)**

18 126. Petitioners restate the averments of all preceding paragraphs as if set out in full  
19 herein.

20 127. The City was under a duty to determine the Project's compliance with general  
21 provisions of state and local law.

22 128. Specifically, the City was and is under a duty to ascertain that the Project is  
23 "consistent with objective zoning standards and objective design review standards in effect at the  
24 time that the development is submitted to the local government pursuant to [section 65913.4]"  
25 save for specific "concessions, incentives or waivers granted pursuant to the Density Bonus Law  
26 in Section 65915." § 65913.4(a)(5).



1 5. For such other relief as the Court may deem just and proper.

2 Dated: October 16, 2018

3  
4  
5  A handwritten signature in blue ink, appearing to read 'Bern Steves', followed by a flourish.

6  
7  
8 Bern Steves  
9 Attorney for Petitioners  
10 Friends of Better Cupertino  
11 Kitty Moore, Ignatius Ding and  
12 Peggy Griffin  
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**VERIFICATION**

I, Caryl Gorska, am a resident and registered voter in Cupertino. I am a member of Friends of Better Cupertino, and am authorized to make this verification on their behalf as well. I have read the foregoing First Amended Verified Petition for Peremptory Writ of Mandate and am familiar with the matters stated therein. All facts stated in the Amended Petition are true of my own personal knowledge, save as otherwise indicated. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this Verification was executed on October 16, 2018 at Cupertino, California.



\_\_\_\_\_  
Caryl Gorska

# EXHIBIT 1



**COMMUNITY DEVELOPMENT DEPARTMENT  
PLANNING DIVISION**

CITY HALL  
10300 TORRE AVENUE • CUPERTINO, CA 95014-3255  
TELEPHONE: (408) 777-3308 • FAX: (408) 777-3333  
CUPERTINO.ORG

June 22, 2018

Via Electronic and Regular Mail

Reed Moulds, Managing Director  
Sand Hill Property Company  
965 Page Mill Road  
Palo Alto, CA 94304

**Re: Vallco Town Center SB 35 Application**

Dear Mr. Moulds,

Thank you for your submittal of the "Vallco Town Center Project Application Pursuant to SB 35" on March 27, 2018, and updated supplemental documentation submitted on June 1 and June 19, 2018 ("Project Application"). This letter serves as a determination of whether the Project Application is eligible for streamlined, ministerial review process pursuant to SB 35 (Government Code Section 65913.4(b)(1)(B)) within 90 days from the date the Project Application was submitted. This determination is based on the materials in the Project Application and information in the public domain available to the City as of the date of this letter.

**I. ELIGIBILITY FOR STREAMLINED, MINISTERIAL REVIEW**

SB 35 creates a streamlined, ministerial approval process for certain multifamily housing developments, if they meet the requirements of Government Code Section 65913.4. Once eligibility within the 90-day period is determined, the eligible project will still be required to undergo development approval processes under SB 35 and applicable City requirements.

The requirements of SB 35 are listed in the following table with a determination of whether the Project Application meets those requirements.

Eligibility Requirements	Yes	No
<p>1. Has HCD determined that the local agency is subject to SB 35?</p> <p>Yes, HCD's determination regarding SB 35 eligibility for all jurisdictions in California is available online at: <a href="http://www.hcd.ca.gov/policy-research/lhp.shtml">http://www.hcd.ca.gov/policy-research/lhp.shtml</a>)</p>	☒	☐
<p>2. Is the project a multifamily housing development (2 or more residential units)?</p> <p>Yes, the proposed project is a mixed use development with 2,402 residential units and therefore, qualifies as a multi-family housing development.</p>	☒	☐
<p>3. Has the applicant dedicated the applicable minimum percentage of units in the project to households making below 80% of the area median income?</p> <p>Yes, HCD has identified the City of Cupertino as a "50% Affordable Housing jurisdiction" for purposes of SB 35 streamlining and ministerial review. Additional information is available online at: <a href="http://www.hcd.ca.gov/policy-research/lhp.shtml">http://www.hcd.ca.gov/policy-research/lhp.shtml</a>.</p> <p>The Project Application includes 2,402 dwelling units, of which 50% (1,201 units) are affordable to very-low income and low income households earning annual incomes less than 80% of the Area Median Income.</p>	☒	☐
<p>4. If the site is in a city, is a portion of the city designated by the United States Census Bureau as either an "urbanized area" or "urban cluster," or, if the is in an unincorporated area, is the parcel entirely within the boundaries of "urbanized area" or "urban cluster"?</p> <p>Yes, the U.S. Census data identifies the City of Cupertino as being a part of the San Jose urbanized area.</p> <p>Additional information is available online at: <a href="https://www.census.gov/geo/maps-data/maps/2010ua.html">https://www.census.gov/geo/maps-data/maps/2010ua.html</a>.</p>	☒	☐

Eligibility Requirements	Yes	No
<p>5. Does at least 75% of the perimeter of the site adjoin parcels currently or formerly developed with "urban uses"?</p> <p>California Government Code Section 65913.4(h)(8) defines "urban uses" to mean any current or former residential, commercial, public institutional, transit or transportation passenger facility, or retail use, or any combination of those uses.</p> <p>The site at which the development is proposed is adjacent to residential uses to the west, commercial uses across Stevens Creek Boulevard to the south, residential mixed-use and office uses across N. Wolfe Road to the east, a hotel (under construction) to the northeast and a parking lot to the northwest. Therefore, more than 75% of the perimeter of the site adjoin parcels currently developed with "urban uses" as defined in Government Code Section 65913.4(h)(8).</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<p>6. Does the site have either zoning or a general plan designation that allows for residential use or residential mixed-use development and does the development designate at least two-thirds of the square footage for residential use?</p> <p><i>Residential or Mixed Use Designation:</i></p> <p>The Cupertino General Plan: Community Vision 2015 – 2040 identifies the parcels at the project site as the Vallco Shopping District Special Area which has the following General Plan land use designation: Commercial/Office/Residential. This land use designation allows mixed-use developments with commercial, (including retail and hotel uses), office and residential uses.</p> <p>The current zoning of the property is Planned Development with General Commercial uses (P(CG)) south of Vallco Parkway and Planned Development with Regional Shopping uses (P(Regional Shopping)) north of Vallco Parkway. While the zoning does not allow residential uses, the General Plan designation allows for a mix of uses including residential.</p> <p>Government Codes section 65913.4(a)(5)(B) provides that in the event an objective zoning standard (here, the zoning designation)</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Eligibility Requirements	Yes	No
<p>is mutually inconsistent with an objective general plan standard (here the General Plan land use designation), the general plan designation prevails. The project proposes a mixed use development with residential, commercial and office uses. Therefore, the proposed project is consistent with the General Plan land use designation allowing a mix of uses, including residential.</p> <p><i>Two-thirds Requirement:</i></p> <p>SB 35 requires that two-thirds of the square footage of a proposed development be designated for residential use. The definition of "floor area" in the Cupertino Municipal Code Section 19.08.030(F) is being used to determine what percentage of the proposed development is designated for residential use. The Municipal Code defines "floor area" to mean "the total area of all floors of a building measured to the outside surfaces of exterior walls, and including the following:</p> <ol style="list-style-type: none"> <li>1. Halls;</li> <li>2. Base of stairwells;</li> <li>3. Base of elevator shafts;</li> <li>4. Services and mechanical equipment rooms;</li> <li>5. Interior building area above fifteen feet in height between any floor level and the ceiling above;</li> <li>6. Basements with lightwells that do not conform to Section 19.28.070(I);</li> <li>7. Residential garages;</li> <li>8. Roofed arcades, plazas, walkways, porches, breezeways, porticos, courts, and similar features substantially enclosed by exterior walls;</li> <li>9. Sheds and accessory structures.</li> </ol> <p>"Floor area" shall not include the following:</p> <ol style="list-style-type: none"> <li>1. Basements with lightwells that conform to Section 19.28.070(I);</li> <li>2. Lightwells;</li> <li>3. Attic areas;</li> </ol>		

Eligibility Requirements	Yes	No															
<p>4. Parking facilities, other than residential garages, accessory to a permitted conditional use and located on the same site;</p> <p>5. Roofed arcades, plazas, walkways, porches, breezeways, porticos, courts and similar features not substantially enclosed by exterior walls."</p> <p>Cupertino Municipal Code Section 19.08.030(A) defines an "attic" to mean "an area between the ceiling and roof of a structure, which is unconditioned (not heated or cooled) and uninhabitable." Therefore, mechanical electrical and other areas between the ceiling and roof are not included in the calculation of floor area.</p> <p>Cupertino Municipal Code Section 19.08.030(F) defines "first floor" to mean "that portion of a structure less than or equal to twenty feet in height, through which a vertical line extending from the highest point of exterior construction to the appropriate adjoining grade, passes through one story."</p> <p>Based on a review of the March 27 plans and supplemental information, the residential and non-residential floor areas have been appropriately designated.</p> <p>The Project Application complies with this requirement of SB 35 by proposing a mixed-used residential development consistent with General Plan land use designation and Municipal Code definitions with at least 2/3rds of the area designated for residential use as follows:</p> <table border="1" data-bbox="276 1333 1128 1543"> <thead> <tr> <th>Land Use</th> <th>Square Footage</th> <th>% of Total</th> </tr> </thead> <tbody> <tr> <td>Residential</td> <td>4,961,904</td> <td>66.8</td> </tr> <tr> <td>Office</td> <td>1,981,447</td> <td>26.7</td> </tr> <tr> <td>Retail</td> <td>485,912</td> <td>6.5</td> </tr> <tr> <td><b>TOTALS</b></td> <td><b>7,429,263</b></td> <td><b>100</b></td> </tr> </tbody> </table>	Land Use	Square Footage	% of Total	Residential	4,961,904	66.8	Office	1,981,447	26.7	Retail	485,912	6.5	<b>TOTALS</b>	<b>7,429,263</b>	<b>100</b>		
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<p>7. Does the project involve a subdivision of land and the development is subject to a requirement that prevailing wages will be paid and a skilled and trained workforce will be used?</p> <p>The Project Application includes a tentative map to allow the subdivision of the parcels on the site into up to 2,500 condominiums (air parcels). In addition, the applicant, has certified</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/>															

Eligibility Requirements	Yes	No
<p>that the project will be subject to the applicable requirements of California Government Code Section 65914.3(a)(8) related to the payment of the general prevailing rate of per diem wages for all construction workers and that a skilled and trained workforce will be used.</p>		
<p>8. Does the project meet density requirements, "objective zoning standards," and "objective design review standards"?</p> <p><i>Density:</i></p> <p>The project meets the maximum allowable General Plan density for the site. The project is located on 50.822 acres, prior to dedication of required right-of-way to accommodate frontage improvements. Based on the City's General Plan, the maximum allowed density is 35 dwelling units per acre for a maximum residential yield of 1,778.77 units. While ordinarily the City rounds down the unit count to disallow fractional units, since the applicant is applying for a density bonus (discussed further below), all components of the density calculations must be rounded up pursuant to the requirements of state Density Bonus Law. In this case, the base maximum residential yield would be 1779 units.</p> <p><i>Objective Zoning Standards:</i></p> <p>The General Plan contemplates the preparation of a specific plan for the project site. The specific plan is expected to include zoning standards. The draft specific plan is being prepared and was not adopted as of the date the Project Application was submitted to the City. Only those objective planning standards in effect at the time the Project Application was submitted to the City can be applied to the project (Government Code Section 65913.4(a)(5)). As a result, there is no specific plan applicable to the Project Application.</p> <p>There is a zoning designation for the project site which is inconsistent with the General Plan land use designation. Therefore, under Government Code Section 65914.3(a)(5)(B), where there is a conflict between the General Plan and zoning, the standards in the General Plan prevail. As stated above, the Project Application is consistent with the land use designation in the General Plan. In addition, the Project Application provides adequate information at</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/>



Eligibility Requirements	Yes	No
<p>this stage of the review to determine if it is consistent with the objective zoning standards in the Landscape Ordinance and Green Building Ordinance. During the next 90 days allowed under SB 35, the applicant shall provide additional information to assure compliance with these applicable objective development standards and their implementation.</p> <p>The Community Form Diagram (Figure LU-2) in the Land Use Element of the General Plan identifies the heights within each of the Special Areas and Neighborhoods within the City. For the Vallco Shopping District Special Area, the Community Form Diagram identifies the Maximum Height to be "Per Specific Plan." However, since a specific plan has not been adopted for this Special Area, there are no applicable height limits. Therefore, the Project Application, at a maximum height of up to 249'7" (including the elevator overrun,) conforms to the General Plan.</p> <p>In addition to maximum heights, the Community Form Diagram also identifies Building Planes a project must meet. Figure LU-2 states as a foot note: "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" and "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." The proposed project meets this standard by maintaining the 1:1 slope line for all proposed buildings from the arterial/boulevard curb line.</p> <p><i>Objective Design Review Standards</i></p> <p>There are no specific "objective design review standards" for this site (e.g., architectural design standards). However, there are standard project requirements that are broadly applicable to development within the City (for example, standards that relate to streets). As allowed by SB 35, these standards will be applied to the project Application and are contained in Attachment B.</p>		

Eligibility Requirements	Yes	No
<p>9. Is the project outside of each of the following areas (the full text of the criterion listed below can be found in Section 65913.4(a)(6)?</p> <ul style="list-style-type: none"> <li>• Coastal zone – <i>Yes, the project site is outside a coastal zone. The City of Cupertino’s General Plan does not identify any portions of the City within a Coastal Zone.</i></li> <li>• Prime farmland or farmland of statewide importance – <i>Yes, the project site is outside a prime farmland or farmland of statewide importance. The City of Cupertino’s General Plan does not identify any portions within the City to be prime farmland or farmland of statewide importance.</i></li> <li>• Wetlands as defined under federal law – <i>Yes, the project is outside any wetlands as defined under federal law. There are no wetlands as defined under federal law identified on the project site.</i></li> <li>• High or very high fire hazard severity zones – <i>Yes, the project site is outside the high or very high fire hazard severity zones. The high or very high fire hazard severity zones are identified in Chapter 16.74 of the Municipal Code.</i></li> <li>• Hazardous waste site – <i>Yes, the site is outside a hazardous waste site. SB 35 references CA Health and Safety Code Section 65962.5 and 25356. The sites listed pursuant to CA HSC Section 25356 are a subset of the sites listed pursuant to CA HSC 65962.5. Background, history and detailed explanation of Government Code Section 65962.5 is provided by the California Environmental Protection Agency (CalEPA) online at: <a href="https://calepa.ca.gov/sitecleanup/corteselist/Background/">https://calepa.ca.gov/sitecleanup/corteselist/Background/</a> The Cortese list databases list cleanup sites from multiple sources including the Department of Toxic Substance Control (DTSC) and the State Water Resources Control Board (SWRCB). The DTSC Envirostor database is available online at: <a href="https://www.envirostor.dtsc.ca.gov/public/map/?myaddress=cuperti">https://www.envirostor.dtsc.ca.gov/public/map/?myaddress=cuperti</a> no This database does not indicate any cases on the project site. Therefore, no clearance is required from DTSC for the project site. The SWRCB Geotracker database is available online at: <a href="http://geotracker.waterboards.ca.gov/map/?CMD=runreport&amp;myaddress=cupertino">http://geotracker.waterboards.ca.gov/map/?CMD=runreport&amp;myaddress=cupertino</a>. CalEPA’s website states that “sites that are no longer considered “active” because the Water Board, a regional board,</i></li> </ul>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Eligibility Requirements	Yes	No
<p><i>or the County has determined that no further action is required because actions were taken to adequately remediate the release, or because the release was minor, presents no environmental risk, and no remedial action is necessary, are listed as "closed" or deleted from the list." (Online at: <a href="https://calepa.ca.gov/sitecleanup/corteselist/section-65962-5c/">https://calepa.ca.gov/sitecleanup/corteselist/section-65962-5c/</a>)</i></p> <p><i>The Geotracker database does not indicate any active Leaking Underground Storage Tanks (LUSTs) cases at the project site. It indicates two "closed" Leaking Underground Storage Tanks (LUSTs) cases at the former Sears and JC Penney Automotive centers for which closure letters were issued by the Santa Clara Valley Water District (SCVWD). The letters, issued in 1994 and 1999 respectively, indicate that there are no restrictions on changes to the land use at these sites. The closure letters are available online at (Click on Tab for "Site Maps/Documents"):</i></p> <p><i><a href="https://geotracker.waterboards.ca.gov/profile_report.asp?global_id=T0608552828">https://geotracker.waterboards.ca.gov/profile_report.asp?global_id=T0608552828</a>.</i></p> <p><i><a href="https://geotracker.waterboards.ca.gov/profile_report.asp?global_id=T0608500770">https://geotracker.waterboards.ca.gov/profile_report.asp?global_id=T0608500770</a>.</i></p> <p><i>Note: DTSC is not responsible for monitoring or inspecting LUSTs and therefore, no clearance from DTSC is necessary.</i></p> <ul style="list-style-type: none"> <li><i>• Earthquake fault zones in an official map published by the State Geologist, unless the development complies with state seismic protection building code standards and by local building standards. – Yes, the project site is outside earthquake fault zones and will comply with applicable state seismic protection building code standards and local building standards.</i></li> <li><i>• FEMA designated flood plain or floodway – Yes, the project site is outside a FEMA designated flood plain or floodway.</i></li> <li><i>• Lands designated for conservation in a habitat conservation plan – Yes, the project site is outside lands designated for conservation in a habitat conservation plan.</i></li> <li><i>• Protected species habitat – Yes, the project site is outside any protected species habitat.</i></li> <li><i>• Lands under a conservation easement – Yes, the project site is outside lands under a conservation easement.</i></li> </ul>		

Eligibility Requirements	Yes	No
<ul style="list-style-type: none"> <li>• Require demolition of (a) housing subject to recorded rent restrictions, (b) housing subject to rent control, (c) housing occupied by tenants within past 10 years, or (d) an historic structure placed on a local, state, or federal register –<i>Yes, the project site is outside an area that would involve the demolition of any housing subject to rent restriction, rent control or occupied by tenants in the past 10 years or an historic structure placed on a local, state or federal register. The site has historically been used and operated as a regional mall. There has never been any housing located on the project site. While the site is identified as a “Community Landmark” in the City’s General Plan, the site does not contain an “historic structure that was placed on a national, state or local historic register” as referenced in SB 35.</i></li> <li>• Previously contained housing occupied by tenants that was demolished within past 10 years – <i>Yes, the project site is outside an area that previously contained housing occupied by tenants that was demolished within the past 10 years. The site has historically been used and operated as a regional mall.</i></li> <li>• Land governed by the Mobilehome Residency law, the Recreational Vehicle Park Occupancy Law, the Mobilehome Parks Act, or the Special Occupancy Parks Act. – <i>Yes, the project site is outside land governed by the Mobilehome Residency law, the Recreational Vehicle Park Occupancy Law, the Mobilehome Parks Act, or the Special Occupancy Parks Act The project site has historically been used and operated as a regional mall. There has never been any housing, mobile or otherwise, located on the project site. Therefore, the site is not governed by any of the laws and Acts identified.</i></li> </ul>		
<p>10. Has the project proponent certified that either that the entire development is a “public work” for purposes of the prevailing wage law or that the construction workers will be paid at least the prevailing wage?</p> <p>The applicant has committed in its Project Application that all construction workers will be paid at least the prevailing wage. The City shall obtain this written certification prior to approving the project in accordance with SB 35 and City permitting procedures.</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Eligibility Requirements	Yes	No
<p>11. Has the project proponent certified that “a skilled and trained workforce” will be used to complete the development, if the requirement is applicable?</p> <p>California Government Code 65914.3(a)(8)(B)(ii) defines a skilled and trained workforce for purposes of this section to have “the same meaning as provided in Chapter 2.9 (commencing with Section 2600) of Part 1 of Division 2 of the Public Contract Code.” The applicant has affirmed in the Project Application that it will use skilled and trained workforce to complete the development. The City shall obtain this written certification prior to approving the project in accordance with SB 35 and City permitting procedures.</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Based on review of the Project Application and available information to the City and as demonstrated in the “Eligibility Requirements” table above, the Project Application is eligible for streamlined, ministerial review under SB 35.

**II. STATE DENSITY BONUS LAW**

The Project Application is seeking an increase in residential density under the Density Bonus Law.

The residential “base” density under the General Plan allows 1,779 units. The project is proposing a total of 2,402 units. Because the project proposes 50% of the total units as affordable, the project qualifies for a 35% density bonus under the Density Bonus Law. The project proposes 1,210 units as affordable (360 very low income and 841 low income units). This 35% density bonus results in 623 additional units for a total of 2,402 units. The application of the Density Bonus Law is further explained below.

*a. Density Bonus:*

The project is located on 50.822 acres prior to dedication of required right-of-way to accommodate frontage improvements. Based on the City’s General Plan, the maximum allowed density is 35 dwelling units per acre for a maximum residential yield of 1,778.77 units. While ordinarily the City rounds down the unit count to disallow fractional units, since the applicant is applying for a density bonus, all components of the density calculations must be rounded up pursuant to the

requirements of state density bonus law. In this case, the base maximum residential yield would be 1,779 units.

The proposed project includes 360 units (20% of the units) affordable to households making 50 percent of the area median income (very-low income households) and 841 units (47% of the units) affordable to households making 80 percent of the area median income, making the project eligible for the maximum density bonus of 35%, which allows an additional 622.65 market-rate units (rounded up to 623 units for purposes of density bonus) within the project. Therefore, the project is allowed a total of 2,402 units in accordance with state density bonus law.

*b. Incentives/Concessions:*

In accordance with the state Density Bonus Law, when a project provides a certain percentage of affordable housing, the city must grant incentives or concessions requested by the developer. The concession categories that relate to the project site include 1) a reduction in site development standards or a modification of zoning code requirements or architectural design requirements, which result in identifiable and actual cost reductions to provide for affordable housing costs or affordable rents as determined by state law, or 2) other regulatory incentives or concessions proposed by the developer or city that result in identifiable and actual cost reductions to provide for affordable housing costs, or for rents for the specified targeted units. Since the proposed project proposes 15% of the total units allowed in the project (360 units) affordable to households making 50 percent of the area median income, it is eligible for three incentives or concessions pursuant to the Density Bonus Law.

The SB 35 application requests two concessions as follows:

1. Relief from the requirement in Cupertino Municipal Code section 19.56.050.G for affordable units to be of an identical design as the market rate units; and
2. Relief from the minimum amount of retail square footage required in the General Plan of 600,000 square feet (the project proposes 400,000 sq. ft.).

In addition, the project description in the March 27 submittal states for the third concession that, "If the City properly identifies an inconsistency with an objective zoning standard and waiving that standard would achieve cost reductions, this final concession is reserved for such purposes."

Based on the supplemental information submitted on June 1 and 19, 2018 wherein a more detailed explanation was provided regarding the concession relating to the

BMR units, the City has determined that two separate concessions are required. Thus, a total of three concessions are required for the project as proposed:

1. A concession to allow the affordable units to be studios and one bedroom units instead of a mix of units comparable to the units within the development pursuant to BMR Housing Mitigation Procedure Manual Section 2.3.4 (A);
2. A concession to allow the studio and one bedroom affordable units to be smaller in size than the studio and one bedroom market rate units pursuant to BMR Housing Mitigation Procedure Manual Section 2.3.4 (B); and
3. A concession to allow 400,000 square feet of retail, a reduction of 200,000 square feet, where 600,000 square feet is required in the General Plan pursuant to Strategy LU-19.1.4.

### **III. ADDITIONAL ITEMS REQUIRED**

While the City has determined within the prescribed 90-day period under SB 35 that the Project Application is eligible for streamlined, ministerial review, the applicant shall be required to submit additional information as identified in Attachment A in order for the City to confirm the proposed project as it relates to the applicable objective planning standards will be properly implemented. The items identified in Attachment A and any additional items shall be submitted in a timely manner to ensure that the City can adequately conduct this review within the 91 – 180 day review period.

In addition, please find attached Attachment B which contains the standard project requirements that are broadly applicable to development within the City and thus, will be applied to the proposed project.

The City will make a final determination on the project within the 180-day timeframe dictated by SB 35 (Monday, September 24, 2018).

Sincerely,



David Brandt  
City Manager

Enclosures:

- Attachment A – Implementation Items
- Attachment B – Standard Project Requirements

# EXHIBIT 2





**CITY MANAGER'S OFFICE**

CITY HALL  
10300 TORRE AVENUE • CUPERTINO, CA 95014-3255  
TELEPHONE: (408) 777-3223 • FAX: (408) 777-3366  
CUPERTINO.ORG

September 21, 2018

Via Electronic and Regular Mail

Reed Moulds, Managing Director  
Vallco Property Owner LLC  
965 Page Mill Road  
Palo Alto, CA 94304

**SUBJECT: APPROVAL LETTER – VALLCO TOWN CENTER SB 35 PROJECT APPLICATION**

This letter serves as ministerial approval (“Approval”) of the “Vallco Town Center SB 35 Application” (“Application”) pursuant to Government Code Section 65913.4, one of the new statutes enacted under SB 35. The Application, which included four requested project entitlements, was submitted to the City by Vallco Property Owner, LLC (“Applicant”) on March 27, 2018 for the 50.82-acre Vallco Mall property located between Interstate 280 and Steven’s Creek Boulevard and on both sides of North Wolfe Road.

This Approval is based on the Application and the additional clarifying information requested by the City submitted by the Applicant on June 1 and 19, July 31, August 17 and 24, and September 7. Consistent with the processing of all development applications, the Applicant provided a cumulative (“clean”) package including a plan set dated September 15, 2018 and the additional information provided as noted above and which is referred to as the “Project Application.”

**I. Project Approval**

The following entitlements are approved:

- a. Development Permit - Major
- b. Architectural and Site Approval - Major
- c. Tentative Subdivision Map for Condominium Purposes
- d. Tree Removal Permit

Under the State's and City's Density Bonus Laws, the Applicant has requested a 35% density bonus in its Application. The Applicant is allowed up to a maximum of three concessions under the Density Bonus Laws, due to the amount of affordable housing proposed in the Project Application.

The Applicant requested the following two concessions:

1. Relief from the requirement in Cupertino Municipal Code section 19.56.050.G for affordable units to be of an identical design as the market rate units; and
2. Relief from the minimum amount of retail square footage required in the General Plan of 600,000 square feet (the project proposes 400,000 sq. ft.).

In addition, the project description in the Application states for the third concession that, "If the City properly identifies an inconsistency with an objective zoning standard and waiving that standard would achieve cost reductions, this final concession is reserved for such purposes."

Based on the supplemental information submitted on June 1 and 19, 2018 wherein a more detailed explanation was provided regarding the concession relating to the affordable units, the City determined that two separate concessions are required for the affordable units. Thus, the City has determined a total of three concessions are required for the Project. These concessions are as follows:

1. A concession to allow the affordable units to be studios and one bedroom units instead of a mix of units comparable to the units within the development pursuant to BMR Housing Mitigation Procedure Manual Section 2.3.4 (A);
2. A concession to allow the studio and one bedroom affordable units to be smaller in size than the studio and one bedroom market rate units pursuant to BMR Housing Mitigation Procedure Manual Section 2.3.4 (B); and
3. A concession to allow 400,000 square feet of retail, a reduction of 200,000 square feet, where 600,000 square feet is required in the General Plan pursuant to Strategy LU-19.1.4.

The City has determined that these three concessions: a) will result in identifiable and actual costs to provide for affordable housing costs; b) will not result in specific, adverse impacts upon public health or safety or the physical environment or any property that is listed in the California Register of Historical Resources; and c) will not be contrary to state or federal law. Government Code Section 65915(d)(1) (A) – (C).

These Approvals, including the density bonus and the three concessions identified above, are collectively referred to as the "Project," and are reflected in the plan set included in Attachment "A."

Specifically, this Approval does not cover encroachments or other improvements within the public right-of-way, such as the proposed intersection located between Vallico Parkway and Highway 280 (right of way encroachments are subject to the City's permitting review process) or proposed tree removals within the public right of way. In addition, this Approval does not cover signage, sign programs, construction permits, or final map(s). Subsequent applications for these permits will be reviewed prior to approval, consistent with the City's permit approval processes.

## II. Basis for Approval

Government Code Section 65913.4 sets forth a streamlined, ministerial approval process for certain housing developments in jurisdictions that have not made sufficient progress toward meeting their affordable housing goals for above-moderate and lower income levels as mandated by the State. The California Department of Housing and Community Development ("HCD") determined that the City made sufficient progress toward its above moderate income housing goals but made insufficient progress toward its lower (very low and low) income housing goals. Therefore, HCD determined that the City is subject to the streamlined, ministerial review and approval provisions in Government Code Section 65913.4 for very low and low income housing projects.

The Applicant submitted the Application to the City on March 27 pursuant to Government Code Section 65913.4. Since the Application included more than 150 units, the City had 90 days from the date of Application to determine whether the Application met the eligibility criteria in Government Code Section 65913.4. Upon preliminary review of the Application, the City requested clarifying information which was submitted by the Applicant on June 1 and 19. Within the prescribed 90-day time frame, the City determined that the Application met the eligibly criteria set forth in Government Code Section 65913.4 and on June 22, 2018 issued a letter informing the Applicant that the Application was subject to the streamlined, ministerial process ("June 22 letter"). The June 22 letter also requested clarifying information to enable the City to determine if the Application, as it relates to the

applicable objective planning standards, could be properly implemented. This letter is included as Attachment B.<sup>1</sup>

In response to the June 22 letter's request, the Applicant provided clarifying information that enabled the City to determine that the proposed project, as it relates to the applicable objective planning standards, could be properly implemented. The City determined that the information adequately addressed and clarified the items raised in the June 22 letter and did not change or modify the Application in such a way that would cause the City to find that the clarifying information resulted in a new application.

In addition to the Project Plans, below is a list of the Project Application supporting information the City reviewed in making this determination. All this information is located on the City's website.

1. Project Description and Appendices
2. Fiscal Impact Analyses
3. Geotechnical Investigation
4. Preliminary Affordable Housing Plan
5. Preliminary LEED checklists
6. Preliminary Waste Management Plan
7. Third Party Conditional Approval of Preliminary Stormwater Management Plan
8. Stormwater C.3 Data Form
9. Title Reports and Supporting Documentation
10. Water Efficiency Landscape Checklist

As mandated by Government Code Section 65913.4, the City has 180-days from the date the Application was filed to make a decision on the Project. In issuing this Approval, Government Code Section 65913.4 prohibits the City from conducting public hearings or, discretionary architectural or site plan design review.

This letter, which serves as notice of the Approval of the Project, is being issued within that 180-day time period. By law, failure to issue this letter within the 180-day time frame would result in the Project being automatically approved.

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<sup>1</sup> In the June 22 letter at page 8 in Section I(9) entitled "Hazardous Waste Site" the citations to the various code sections should read as follows: "Yes, the site is outside a hazardous waste site. SB 35 references CA Government Code Section 65962.5 and Health and Safety Code Section 25356. The sites listed pursuant to CA HSC Section 25356 are a subset of the sites listed pursuant to CA Government Code Section 65962.5." The remainder of the section remains unaltered.

### III. Standard Project Requirements and Project Implementation Requirements

The Project Application is approved subject to the Standard Project Requirements and Project Implementation Requirements (collectively "Requirements") set forth in Attachment C. These Requirements identify objective General Plan, zoning and/or objective design review standards that were in effect at the time the Application was submitted to the City on March 27, 2018. These Requirements are uniformly applied to similar entitlement applications and are within the City's rules and regulations, including its General Plan, General Plan Environmental Impact Report, Municipal Code (including the zoning, subdivision and density bonus provisions), BMR Housing Mitigation Procedural Manual, and other applicable permit application forms and approvals.

Further, Government Code Section 65913.4 contains specific requirements and criteria for a project to be subject to the streamlined, ministerial review and approval process. In order to assure the Approval is implemented as required by Government Code Section 65913.4, the City has included those in the Requirements in Attachment C.

### IV. California Environmental Quality Act

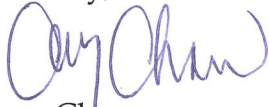
This Approval is exempt from the California Environmental Quality Act ("CEQA") due to its ministerial nature. Government Code Section 65913.4 (a); Public Resources Code §21080(b)(1).

### V. Term of Approval.

As mandated by Government Code Section 65913.4(e)(3), this Approval shall remain valid for three years from the date of this letter (September 21, 2021) and shall remain valid so long as vertical construction of the Project has begun and is in progress as determined in Municipal Code Sections 19.12.180, 15.02.150 and the California Building Code Section 105.

The Project proponent may request, and the City has discretion to grant, an additional one-year extension to the original three-year period. The City's action and discretion in determining whether to grant the extension shall be limited to considerations and process set forth in Government Code Section 65913.4.

Sincerely,



Amy Chan  
Interim City Manager

cc: Aarti Shrivastava, Assistant City Manager  
Rocio Fierro, Acting City Attorney  
Timm Borden, Director of Public Works  
Chad Mosley, City Engineer  
Piu Ghosh, Principal Planner

Enclosures:

Attachment A – Approved Plans dated September 15, 2018 (due to size, copies are available at the Community Development Department Planning Division)

Attachment B – 90-day Determination Letter dated June 22, 2018

Attachment C – Standard Project Requirements and Project Implementation Requirements

# EXHIBIT 3



## VALLCO TOWN CENTER SB 35 APPLICATION



Sand Hill Property Company filed an application with the City of Cupertino on March 27, 2018 entitled "Vallco Town Center Project Application pursuant to SB 35." The proposal is a mixed use development with 2,402 units of housing. Fifty percent of the housing units are proposed to be affordable in compliance with SB 35. The City of Cupertino is committed to a review that is compliant with state housing law.

### **NEW!**

The 180-day deadline to provide a determination on the Vallco SB 35 project is Sunday, September 23, 2018. The City has sent the following letter to the applicant on September 21, 2018.

[Letter \(http://64.165.34.13/WebLink/DocView.aspx?id=701340&dbid=0&repo=CityofCupertino\)](http://64.165.34.13/WebLink/DocView.aspx?id=701340&dbid=0&repo=CityofCupertino)

[Attachment A - Approved Plans \(http://64.165.34.13/WebLink/DocView.aspx?id=701350&dbid=0&repo=CityofCupertino\)](http://64.165.34.13/WebLink/DocView.aspx?id=701350&dbid=0&repo=CityofCupertino)

[Attachment B - 90-day Determination Letter dated June 22, 2018 \(http://64.165.34.13/WebLink/DocView.aspx?id=701351&dbid=0&repo=CityofCupertino\)](http://64.165.34.13/WebLink/DocView.aspx?id=701351&dbid=0&repo=CityofCupertino)

[Attachment C - Standard Project Requirements and Project Implementation Requirements \(http://64.165.34.13/WebLink/DocView.aspx?id=701352&dbid=0&repo=CityofCupertino\)](http://64.165.34.13/WebLink/DocView.aspx?id=701352&dbid=0&repo=CityofCupertino)

### **Archived Information**

#### **Information Submitted on September 7, 2018:**



The following information was received by the City on September 7, 2018 from the applicant, as the fourth submittal, in response to the City's 90-day letter requesting further clarification/supplemental material in support of their SB 35 application.

[Response Letter dated September 7, 2018 \(/home/showdocument?id=22552\)](/home/showdocument?id=22552)

[Preliminary Affordable Housing Plan \(/home/showdocument?id=22556\)](/home/showdocument?id=22556)

[Fiscal Impact Analysis \(/home/showdocument?id=22554\)](/home/showdocument?id=22554)

### **Plans Submitted on August 24, 2018:**

The following information was received by the City on August 24, 2018 from the applicant, as a third partial submittal, in response to the City's 90-day letter requesting further clarification/ supplemental material in support of their SB 35 application.

[Response Letter dated August 24, 2018 \(/home/showdocument?id=22480\)](/home/showdocument?id=22480)

#### Plans:

- Updated Site Plans:
  - [Updated Site Plans Part 1 - 8-24 \(/home/showdocument?id=22458\)](/home/showdocument?id=22458)
  - [\(/home/showdocument?id=22458\)](/home/showdocument?id=22458)Updated Site Plans Part 2 - 8-24 (/home/showdocument?id=22460)
- [Updated Site Diagrams - 8-24 \(/home/showdocument?id=22456\)](/home/showdocument?id=22456)
- Updated Architectural Plans:
  - [Updated Architectural Plans Part 1 - 8-24 \(/home/showdocument?id=22470\)](/home/showdocument?id=22470)
  - [Updated Architectural Plans Part 2 - 8-24 \(/home/showdocument?id=22472\)](/home/showdocument?id=22472)
  - [Updated Architectural Plans Part 3 - 8-24 \(/home/showdocument?id=22474\)](/home/showdocument?id=22474)
  - [Updated Architectural Plans Part 4 - 8-24 \(/home/showdocument?id=22476\)](/home/showdocument?id=22476)
- Updated Landscape, Lighting and Signage Plans:
  - [Updated Landscape, Lighting and Signage Plans Part 1 - 8-24 \(/home/showdocument?id=22452\)](/home/showdocument?id=22452)
  - [Updated Landscape, Lighting and Signage Plans Part 2 - 8-24 \(/home/showdocument?id=22454\)](/home/showdocument?id=22454)

#### Tentative Map:

- [Updated Demolition and Tree Removal Plans - 8-24 \(/home/showdocument?id=22446\)](/home/showdocument?id=22446)
- [Updated Grading and Drainage Plans - 8-24 \(/home/showdocument?id=22450\)](/home/showdocument?id=22450)

#### Reports:

- [Preliminary Waste Management Plan \(https://www.cupertino.org/home/showdocument?id=22462\)](https://www.cupertino.org/home/showdocument?id=22462)
- [Stormwater Report \(https://www.cupertino.org/home/showdocument?id=22468\)](https://www.cupertino.org/home/showdocument?id=22468)
- [Permit Provision C.3. Impervious Surface Data Form \(https://www.cupertino.org/home/showdocument?id=22466\)](https://www.cupertino.org/home/showdocument?id=22466)
- [Updated Vallco Arborist Report \(https://www.cupertino.org/home/showdocument?id=22464\)](https://www.cupertino.org/home/showdocument?id=22464)

### **Plans Submitted on August 17, 2018:**

The following information was received by the City on August 17, 2018 from the applicant, as a second partial submittal, in response to the City's 90-day letter requesting further clarification/ supplemental material in support of their SB 35 application.

[Response Letter dated August 17, 2018 \(/home/showdocument?id=22187\)](/home/showdocument?id=22187)

#### Plans:

- [Updated Site Plan - 8-17 \(/home/showdocument?id=22179\)](/home/showdocument?id=22179)

- Updated Architectural Plans:
  - [Updated Architectural Plans Part 1 - 8-17 \(/home/showdocument?id=22165\)](/home/showdocument?id=22165)
  - [Updated Architectural Plans Part 2 - 8-17 \(/home/showdocument?id=22167\)](/home/showdocument?id=22167)
  - [Updated Architectural Plans Part 3 - 8-17 \(/home/showdocument?id=22169\)](/home/showdocument?id=22169)
  - [Updated Architectural Plans Part 4 - 8-17 \(/home/showdocument?id=22171\)](/home/showdocument?id=22171)
- [Updated Civil Plan - 8-17 \(/home/showdocument?id=22173\)](/home/showdocument?id=22173)
- [Updated Landscape Lighting and Signage Plan - 8-17 \(/home/showdocument?id=22177\)](/home/showdocument?id=22177)

#### Tentative Map:

- Updated Demolition and Tree Removal
  - [Updated Demolition and Tree Removal Part 1 - 8-17 \(/home/showdocument?id=22181\)](/home/showdocument?id=22181)
  - [Updated Demolition and Tree Removal Part 2 - 8-17 \(/home/showdocument?id=22183\)](/home/showdocument?id=22183)
- [Updated Grading and Drainage - 8-17 \(/home/showdocument?id=22175\)](/home/showdocument?id=22175)

#### Plans Submitted on July 31, 2018:

The following information was received by the City on July 31, 2018 from the applicant, as a first partial submittal, in response to the City's 90-day letter requesting further clarification/ supplemental material in support of their SB 35 application.

[Response Letter dated July 31, 2018 \(https://www.cupertino.org/home/showdocument?id=21818\)](https://www.cupertino.org/home/showdocument?id=21818)

[Updated Renderings - 7-31 \(/home/showdocument?id=21826\)](/home/showdocument?id=21826)

#### Plans:

- Updated Site Plans:
  - [Updated Site Plans Part 1 - 7-31 \(/home/showdocument?id=21836\)](/home/showdocument?id=21836)
  - [Updated Site Plans Part 2 - 7-31 \(/home/showdocument?id=21838\)](/home/showdocument?id=21838)
  - [Updated Site Plans Part 3 - 7-31 \(/home/showdocument?id=21840\)](/home/showdocument?id=21840)
- [Updated Site Diagrams - 7-31 \(https://www.cupertino.org/home/showdocument?id=21798\)](https://www.cupertino.org/home/showdocument?id=21798)
- Updated Architectural Plans:
  - [Updated Architectural Part 1 - 7-31 \(/home/showdocument?id=21828\)](/home/showdocument?id=21828)
  - [Updated Architectural Part 2 - 7-31 \(/home/showdocument?id=21830\)](/home/showdocument?id=21830)
  - [Updated Architectural Part 3 - 7-31 \(/home/showdocument?id=21832\)](/home/showdocument?id=21832)
  - [Updated Architectural Part 4 - 7-31 \(/home/showdocument?id=21834\)](/home/showdocument?id=21834)
- Updated Civil Plans:
  - [Updated Civil Plans Part 1 - 7-31 \(https://www.cupertino.org/home/showdocument?id=21784\)](https://www.cupertino.org/home/showdocument?id=21784)
  - [Updated Civil Plans Part 2 - 7-31 \(https://www.cupertino.org/home/showdocument?id=21786\)](https://www.cupertino.org/home/showdocument?id=21786)
- Updated Landscape Lighting and Signage Plans:
  - [Updated Landscape Lighting and Signage Part 1 - 7-31 \(https://www.cupertino.org/home/showdocument?id=21802\)](https://www.cupertino.org/home/showdocument?id=21802)
  - [Updated Landscape Lighting and Signage Part 2 - 7-31 \(https://www.cupertino.org/home/showdocument?id=21804\)](https://www.cupertino.org/home/showdocument?id=21804)

#### Tentative Map:

- [Updated Overall Topographic Survey - 7-31 \(https://www.cupertino.org/home/showdocument?id=21824\)](https://www.cupertino.org/home/showdocument?id=21824)
- [Updated Topographic Survey - 7-31 \(https://www.cupertino.org/home/showdocument?id=21822\)](https://www.cupertino.org/home/showdocument?id=21822)
- [Updated Existing Public and Private Easements and Boundaries - 7-31 \(https://www.cupertino.org/home/showdocument?id=21820\)](https://www.cupertino.org/home/showdocument?id=21820)

## Frequently Asked Questions

The Frequently Asked Questions (“FAQs”) below are to inform the community about SB 35 and explain how it relates to the Vallco Town Center SB 35 Application.

- [Vallco SB 35 Frequently Asked Questions \(FAQs\) \(/home/showdocument?id=21654\)](/home/showdocument?id=21654)

## Streamlining Letter

The 90-day deadline to provide written documentation on which objective planning standards, if any, the proposed project conflicts with, is Monday, June 25, 2018. The City has sent the following letter to the applicant.

- [Vallco SB 35 Streamlining Letter \(/home/showdocument?id=21199\)](/home/showdocument?id=21199)

*Please note that while the SB35 application is under review, a concurrent specific plan process is underway with the property owner's support which provides a path for community members to refine project options and identify preferences. It also presents an opportunity to negotiate a development agreement with desired community benefits. The community is encouraged to stay engaged in the design and planning process of the Vallco Special Area Specific Plan as well.*

For more information on the process, visit [www.cupertino.org/vallco](http://www.cupertino.org/vallco)

(<https://www.cupertino.org/Admin/Components/News/News/Edit/www.cupertino.org/vallco>) and/or [www.envisionvallco.org](http://www.envisionvallco.org) (<http://www.envisionvallco.org/>).

## Plans:

### Submitted on March 27, 2018:

[Cover Letter \(/home/showdocument?id=19608\)](/home/showdocument?id=19608)

[Project Overview and Reference Images \(/home/showdocument?id=19609\)](/home/showdocument?id=19609)

[Renderings \(/home/showdocument?id=19616\)](/home/showdocument?id=19616)

Project Description:

- [Project Description Part 1 \(/home/showdocument?id=19613\)](/home/showdocument?id=19613)
- [Project Description Part 2 \(/home/showdocument?id=19612\)](/home/showdocument?id=19612)
- [Project Description Part 3 \(/home/showdocument?id=19611\)](/home/showdocument?id=19611)
- [Project Description Part 4 \(/home/showdocument?id=19610\)](/home/showdocument?id=19610)

Plans:

- [Site Plans \(/home/showdocument?id=19614\)](/home/showdocument?id=19614)
- [Site Diagrams \(/home/showdocument?id=19615\)](/home/showdocument?id=19615)
- Architectural Plans:
  - [Architectural Plans \(/home/showdocument?id=19623\)Part 1 \(/home/showdocument?id=19623\)](/home/showdocument?id=19623)
  - [Architectural Plans \(/home/showdocument?id=19622\)Part 2 \(/home/showdocument?id=19622\)](/home/showdocument?id=19622)
  - [Architectural Plans \(/home/showdocument?id=19621\)Part 3 \(/home/showdocument?id=19621\)](/home/showdocument?id=19621)
  - [Architectural Plans \(/home/showdocument?id=19620\)Part 4 \(/home/showdocument?id=19620\)](/home/showdocument?id=19620)
- Civil Plans:
  - [Civil Plans \(/home/showdocument?id=19619\)Part 1 \(/home/showdocument?id=19619\)](/home/showdocument?id=19619)
  - [Civil Plans \(/home/showdocument?id=19618\)Part 2 \(/home/showdocument?id=19618\)](/home/showdocument?id=19618)
- [Landscape Lighting and Signage Plan \(/home/showdocument?id=19617\)](/home/showdocument?id=19617)

Tentative Map (subdivision) materials are available [here](https://www.dropbox.com/sh/7638pe9idslj51p/AADs4FxzZm6gOnfVlcvbldl=0) (<https://www.dropbox.com/sh/7638pe9idslj51p/AADs4FxzZm6gOnfVlcvbldl=0>).

Paper plans are available at City Hall for review during business hours.

**Clarifying Information:**

[June 1, 2018 Supplement \(/home/showdocument?id=21185\)](/home/showdocument?id=21185)

[June 19, 2018 Supplement \(/home/showdocument?id=21184\)](/home/showdocument?id=21184)

**What is SB 35?**

Governor Brown signed new housing legislation, including Senate Bill 35 (SB 35), on September 29, 2017. SB 35 changed the local review process for certain development projects by establishing a streamlined, ministerial review and approval process if they meet objective planning standards.


More information on SB 35 may be found by clicking [here](https://leginfo.legislature.ca.gov/faces/billNavClient.xhtml?bill_id=201720180SB35) ([https://leginfo.legislature.ca.gov/faces/billNavClient.xhtml?bill\\_id=201720180SB35](https://leginfo.legislature.ca.gov/faces/billNavClient.xhtml?bill_id=201720180SB35)).

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Vallco Planning Area

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# EXHIBIT 4

Mr. David Brandt  
City Manager  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014

**RE: Vallco Town Center Project Application pursuant to SB 35**

Dear Mr. Brandt:

On behalf of Vallco Property Owner, LLC (the “Applicant”), please find attached our development application for the Vallco Town Center project (also, the “Application” or the “Project”) that we submit pursuant to California Senate Bill 35 (“SB 35”). This submittal is in direct response to California’s acute housing shortage and the State Legislature’s recent declaration that access to housing, and in particular affordable housing, is a matter of statewide concern. To facilitate and expedite the approval and construction of housing it has provided a variety of reforms and incentives. SB 35 is one such reform. It provides that, in jurisdictions failing to meet their state housing obligations like Cupertino, the construction of qualifying mixed-use residential projects, such as this one, shall be expedited by a streamlined, ministerial, and objective approval process.

The Vallco Town Center advances SB 35’s goal of delivering affordable housing while retaining the major design aspects, innovative features, and community benefits of the previous “Hills at Vallco” application. This includes a 30-acre rooftop park, two town center plazas, and an exciting retail and entertainment district to be anchored by a new, state-of-the-art AMC Theatres, bowling alley and ice facility. In terms of quality, this will be a world-class development.

The Application also makes significant changes to the original Hills plan to assure compliance with the specific requirements of SB 35 and to address past critiques. Specifically, the Vallco Town Center project has reduced total office area (including unoccupied or ancillary spaces) from approximately 2.4 million to 1.8 million square feet, while allowing more diversified uses such as research and development, medical office and allied labs. The retail area has been right-sized, adjusting from 640,000 square feet to 400,000 square feet to better reflect market conditions. At the same time, we have increased housing from 800 units to 2,402, of which an unprecedented 50%, or 1,201 units, will be affordable to low and very low-income households at rents expected to be a fraction of market rates. We anticipate this new land use plan will have other benefits as well, including:

- a 25% reduction in traffic impacts compared to the former Hills plan, in addition to the greenhouse gas (GHG) benefits resulting from reducing now long commute distances for area workers who will be residents
- a healthy fiscal impact and necessary infrastructure for the City’s sustainable economic growth, not to mention thousands of construction jobs over a period of 5-8 years filled by skilled craftspeople and at the prevailing wage

- millions of dollars in one-time and new annual recurring revenue to Cupertino's excellent but severely under-resourced schools

The Project Description sets forth the visionary plan in great detail and includes comprehensive checklists demonstrating compliance with SB 35. As required by SB 35, the application is in full consistency with all applicable objective planning standards currently imposed by the City, including Vallco's decade-old designation for residential use. We make sure that the Application not only meets the mixed-use residential and affordability criteria mandated by this recent legislation, but that we exceed them.

There is a City-administered Specific Plan process in progress, and, though we do not have an active role in it, we fully support its continuation notwithstanding this Application. While SB 35 stipulates the Application is to be processed and approved pursuant to statutory timelines, the City's timely completion of the Specific Plan would still allow Cupertino to fulfill its legal obligations to the State as well as preserve the possibility of an alternative program.

It is our sincere hope that this City process is successful in yielding a project that is derived from the community while also being viable. However, absent such an alternative, our Application offers a viable, housing-focused plan for the dead mall and will allow us to get started on a feasible project with a reasonable schedule of completion.

This is the essence of why today's Application is necessary. When the City's "Specific Plan" process was authorized in October 2017, our intent was to engage with a City-designed process to finally revitalize the mall. We offered a range of options that we considered economically viable and asked that the City focus on increased residential use to help address the Region's and Cupertino's housing shortage and severe and worsening affordability crisis.

However, at this time we are unable to see a successful path to a community-supported, market-feasible project that would not result in another ballot challenge. While we appreciate the hard work of City staff and earnest people to engage in the ongoing community process, the simple fact is that this process is under the relentless attack of the same Political Action Committee (PAC) that has derailed past planning processes with ballot box planning and is presently litigating against the City of Cupertino over it.

This PAC has already made it clear they will not accept any viable outcome of the City's planning process, but all the while failing to articulate a vision of its own, besides the fallacy of bringing a dead mall back to life. Instead of allowing the planning process to take place. There have been significant and ongoing efforts since 2012 to stop revitalization of Vallco and undermine community planning processes including:

- Past and ongoing litigation against the City of Cupertino over Vallco (2016-Present)
- Ballot initiative (Measure C) against Vallco (2016)
- Threats of ballot box challenges against Vallco (2015-Present)
- Attempts to rewrite the General Plan, downzoning Vallco to retail only (2017)
- Actions to strip Vallco's Housing Element designation (2017)

- Fundraising for litigation and ballot box challenges to prevent the revitalization of Vallco (2015-Present)
- Attempts to unduly influence the City-sponsored community Specific Plan process (2017-Present)
- Public request to the City to abandon the City-sponsored community Specific Plan Process (2018)

Given the continued uncertainty and instability in Cupertino and the repeated efforts by a group of Cupertino residents to stop revitalization of Vallco and worsen the housing crisis in Cupertino, we submitted the SB 35 Application.

After 4 years of hard work, we find ourselves in a time loop. Relying solely on this process under these circumstances is untenable. The risks associated with waiting longer to advance the project cannot be justified. The markets won't wait for Cupertino; key tenants have left Vallco and the few that remain are left hanging. Investment capital has become increasingly skeptical of the City's ability to pull off a revitalization of the mall. It is time to advance this project or it may not happen at all.

What is more, this housing and affordability crisis is real and getting worse. It is affecting us on both business and personal levels and requires action now. Businesses at our neighboring Main Street Cupertino project are severely short-handed due to the lack of housing available for their workers.

This is driven by a lack of housing, specifically affordable workforce housing. Cupertino currently provides only one affordable housing unit for every 14 of its low-income jobs — one of the most egregious ratios in the Bay Area — and it's only getting worse: two thirds of Cupertino's own "below market rate" rental housing stock, totaling 142 units, will convert to market rates within the next decade, and the City has yet to permit a single low or very low income unit from its now 3-year old Regional Housing Needs Allocation.

The intent of SB 35 is to alleviate these housing and affordability problems so the well-being of the State and its regions can be safeguarded. Vallco can and must be a substantial part of that solution. It is important to note this Application is informed by years of community engagement on the future of Vallco. We are confident it will be successful and are proud to bring it forward for our community.

While we are ready, willing and able to construct the project defined in this Application, we wish to reiterate that, as the City continues its Specific Plan process, we intend to remain open-minded in the event that the City advances and environmentally clears an alternative project on a reasonable timeline. Such a project would need to be economically viable but could seek to include a different mix of office, retail, and housing types, among other things.

Our doors remain open to you, but in the meantime, it is imperative to secure approval on the Application submitted, a viable project that both revitalizes Vallco and provides solutions to the



housing and affordability crisis we as a community all face. We look forward to your review and timely approval of our Vallco Town Center SB 35-compliant project application.

Sincerely,

A handwritten signature in black ink, appearing to read 'Reed Moulds', with a stylized, cursive script.

Reed Moulds  
Managing Director  
Sand Hill Property Company

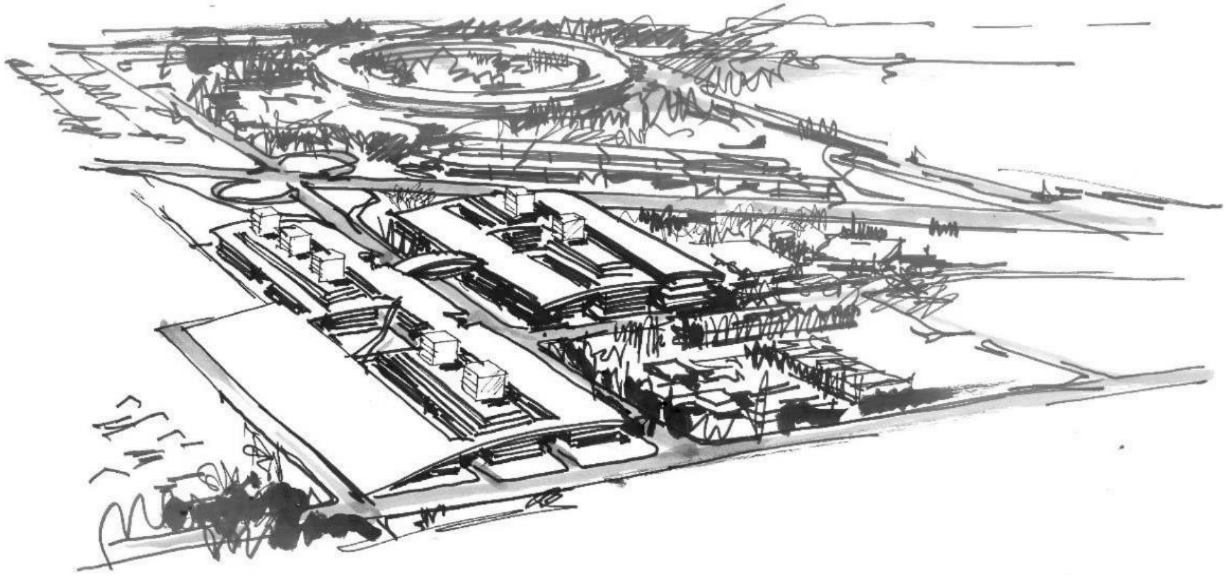
Cc: Mayor and City Council Members  
Ms. Aarti Shrivastava, Assistant City Manager

# EXHIBIT 5

# Vallco Town Center

## SB 35 Development Application Project Description

March 27, 2018



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## Appendices

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C	Vallco Town Center Project Commitments
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H	Recycled Water Pipeline Extension Report
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## 1 Executive Summary

This project description is for the Vallco Town Center Application (the Project), which is being submitted pursuant to Government Code section 65913.4 (“SB 35”). SB 35 authorizes qualifying multifamily housing development applications, including mixed-use projects with at least two thirds of the square footage dedicated to residential uses, to be processed pursuant to a streamlined, ministerial approval process.

The Project site is located on the 50.82-acre Vallco Mall property in the City of Cupertino, between Interstate 280 and Steven’s Creek Boulevard and on both sides of North Wolfe Road. The property has been in continuous decline for more than 30 years and is currently largely vacant, except for a few restaurants and entertainment venues.

Consistent with Cupertino’s General Plan, the vision for the Vallco Town Center is to revitalize the aging and outdated indoor mall into a vibrant, sustainable, walkable and safe Town Center neighborhood with a mix of retail, dining, entertainment, recreation, employment, housing, and open space, all integrated with an innovative and publicly accessible green roof.

The Project proposes 2,402 residential units (both for sale and for rent) in 4,700,000 square feet (68.0%), 50% of which will be affordable to low- and very-low income households in accordance with SB 35 and density bonus requirements; 400,000 square feet of retail/entertainment uses (5.8%); and 1,810,000 square feet of office uses (26.2%). Approximately 10,500 parking spaces will be provided in both above- and below-ground structures with surface street parking along internal roadways to maximized pedestrian orientation of the Project. The Project includes 4 acres of open space at grade, including two plazas, and a 30-acre rooftop park, significant portions of which will be publicly accessible (14 acres on the west side and up to 8 acres on the east side, depending on office tenant demands). 24 acres of which will be publicly accessible on both sides of North Wolfe Road.

The Project is consistent with the City of Cupertino Community Vision 2040 General Plan (General Plan), including the Vallco Shopping District Special Area strategies to construct a mixed-use “town center” project with residential, retail, entertainment, and office uses in a pedestrian-friendly, grid street network with high-quality architecture that serves as a community gateway for the City of Cupertino.

The Vallco Town Center is being submitted after recent efforts to obtain entitlements for the site. A complete history of the Vallco Mall and background on recent community engagement and entitlement procedures can be found at [Appendix J – Project Background](#).

## 2 SB 35 Compliance

Pursuant to SB 35, cities that are not on track to meet their share of the regional housing needs (“RHNA”) obligation must follow a streamlined, ministerial review process for housing development projects, including mixed-use projects that include at least two-thirds of the square footage dedicated to residential uses, that satisfy specified objective planning standards. Specifically, SB 35 requires cities to approve projects within 180 days of application

submittal, based solely on whether the project complies with “objective zoning standards” and “objective design review standards,” which are defined as “standards that involve no personal or subjective judgment by a public official and are uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal.” The California Environmental Quality Act (“CEQA”) does not apply to the SB 35 approval process because the approval is ministerial and projects are judged based on compliance with objective planning standards that do not entail the exercise of discretion. See Cal. Pub. Res. Code § 21080(b)(1)(CEQA does not apply to ministerial projects); see also 14 Cal. Code. Regs § 15268(a) (“Ministerial projects are exempt from the requirements of CEQA”).

As summarized below and described in detail in [Appendix A - SB 35 Eligibility Checklist](#), the Project is fully compliant and conforms with all the requirements of SB 35, including:

- The City of Cupertino is subject to SB 35 because it did not issue sufficient building permits to meet its share of its RHNA obligation for the most recent reporting period, per California Department of Housing & Community Development’s (“HCD”) Statewide Determination Summary, dated January 31, 2018.
- Because the City of Cupertino has issued “fewer units of housing affordable to any income level described in clause Government Code section 65913.4(a)(4)(B))(i) or (ii) ... than were required for the regional housing needs assessment cycle for that reporting period,” SB 35 allows the Project applicant to elect between dedicating 10% or 50% of the Project’s housing units to households making below 80% of the area median income. Vallco Property Owner, LLC (VPO) has elected to provide 50% of the units to households making below 80% of the area median income. VPO proposes 50% affordable housing units as outlined below in conformance with local affordable housing and density bonus requirements.
- The perimeter of the Project site is developed with “urban uses,” as defined by SB 35.
- Pursuant to SB 35, the Project is comprised of more than two-thirds residential use, as shown in [Table 4-1: Land Use Summary](#), below, as such areas are defined in the Cupertino Municipal Code.
- Under SB 35, only “objective” standards apply, meaning “standards that involve no personal or subjective judgment by a public official and are uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal.” The Project complies with all objective planning, zoning, and design standards as defined in SB 35 and outlined in [Appendix A: SB 35 Eligibility Checklist](#) and in [Appendix B: Objective Standards Consistency Analysis](#).
- The Project site is currently Zoned P(Regional Shopping) and P(CG). Planned Development zoning districts are tailored to a specific program or project, which in this case is the existing mall. Because the zoning contemplates the existing mall, and the General Plan calls for a complete redevelopment of the larger site with a mix of uses, the zoning is inconsistent with the General Plan. In accordance with SB 35, because the General Plan and zoning standards are inconsistent, only the General Plan standards

apply. See [Section 3: Consistency with Objective City Standards](#) and [Appendix B: Objective Standards Consistency Analysis](#).

- SB 35 cannot require the adoption of a Specific Plan. A Specific Plan is unquestionably a subjective discretionary legislative action under California law,<sup>1</sup> and thus adoption of a future undefined Specific Plan cannot meet the definition of an “objective planning standard” under SB 35.
- The 389 residential unit allocations set forth in General Plan Table LU-1 are inapplicable to the Project because SB 35 states that density is determined by the “maximum density allowed within that General Plan land use designation, notwithstanding any specified maximum unit allocation that may result in fewer units of housing being permitted.”
- All construction workers employed in the execution of the development will be paid at least the general prevailing rate of per diem wages and a skilled and trained workforce will be used. (See [Appendix D: Prevailing Wage/Skilled Labor Certification](#)).

### 3 Consistency with Objective City Standards

As noted in Section 2, in accordance with SB 35, because the General Plan and zoning standards are inconsistent, the only land use standards that apply to the Project site are those found in the General Plan. In 2015, the City of Cupertino adopted new General Plan goals, policies and strategies for the Vallco Shopping District Special Area, which includes the Project site. The City General Plan envisions a complete redevelopment of the existing Vallco site into a vibrant mixed-use “town center” that is a focal point for regional visitors and the community. The General Plan calls for this area to become a destination for shopping, dining and entertainment in Santa Clara Valley.

The Project includes a mix of retail, residential, and office uses, which are allowed uses under the General Plan, and the intensity/density of use, including the 2,402 residential units, is consistent with the General Plan. The Project’s office uses may include all office uses permitted under the General Plan. A comprehensive analysis of the Project’s consistency with applicable objective City standards, including those in the General Plan, is provided in [Appendix B: Objective Standards Consistency Analysis](#).

It should be noted that many General Plan standards are aspirational or visionary, meaning that they involve personal or subjective judgment or are not uniformly verifiable, and thus are not “objective zoning standards” or “objective design review standards” as defined by SB 35. However, in addition to meeting all the objective General Plan standards as defined by SB 35, the Project has nonetheless been designed to comply with and be consistent with the General Plan, including all Vallco Shopping District Special Area goals and strategies.

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<sup>1</sup> See *Yost v. Thomas*, 36 Cal. 3d 561, 570 (1984) (the adoption of a Specific Plan, like a general plan, is a legislative action); see also California Government Code Section 65453.

## 4 Land Use Summary

This section describes the land uses that will be constructed as part of the Vallco Town Center Project. All plans, as submitted as part of this SB 35-compliant submittal package are incorporated by reference.

The Project’s land uses are shown in **Table 4-1: Land Use Summary** and described in greater detail in the “Project Design” section.

**Table 4-1: Land Use Summary**

Land Use	Amount <sup>1</sup>	% Project
Residential Dwelling Units	2,402 units	
Residential Uses (sf.)	4,700,000 sq. ft.	68.0%
Office (sf.)	1,810,000 sq. ft.	26.2%
Retail / Entertainment (sf.) <sup>2</sup>	400,000 sq. ft.	5.8%
Parking (spaces)	10,500 spaces	

Note:

1. Values are approximate and subject to further refinement.

2. The Entertainment component will be no more than 30% the total retail area in compliance with the City of Cupertino’s General Plan.

The residential units will be both rental and for sale and support a variety of household types. Of the Project’s 2,402 residential units, 50% of will be affordable to low income households making less than 80% area median income (AMI) and 50% AMI in accordance with SB 35, density bonus, and local affordable housing requirements.

In support of a mixed-use and traditional town center form, the Project will help create a high-quality development through careful design of the public squares and programming for community venues. Envisioned uses include a mix of retail, commercial, dining, entertainment, and a mix of residential product types, and open space uses. Details regarding each use are provided in the attached plan set.

### 4.1 Project Design

#### 4.1.1 Town Center

The Vallco Town Center will be a pedestrian-focused area that provides regionally-serving retail/entertainment uses largely at the ground-level, with residential units and commercial office spaces both at-grade and above the retail. The retail/entertainment uses will provide a vibrant and comfortable space for walking, sitting, eating, and socializing throughout the day and evening.

The core public focus of the Vallco Town Center will be the two plazas, one located on each side of North Wolfe Road. Each plaza will be a focal point for community events and serve as



gathering spaces in support of the surrounding retail, entertainment, office, and residential uses.

The majority of the 2,402 residential units will be located at-grade and above ground-floor retail and other active uses, while a portion will be located in buildings above the green roof. Private and public open space for the residential units will be provided at both the ground level and via building green roofs.

Class-A office space will provide state of the art, efficient, sustainable, and flexible space for a range of users. Office entrances and lobbies will be located at ground level facing the eastern plaza and adjacent streets. Ground floor uses may also include a variety of office amenities, residential townhomes, retail, or commercial supporting services.

The Project includes a traditional neighborhood layout that connects the community (internally and externally) via walkable, pedestrian- and bike-friendly streets, squares/plazas, trails, and pathways. The circulation space will have a rich texture of paving patterns, lighting, public art, street furniture, and outdoor gathering spaces. The streetscape will incorporate clear wayfinding and access to/from the surrounding streets, plazas, parks and trails, building green roofs and parking garages.

#### **4.1.2 Building Set Backs**

Stevens Creek Boulevard and North Wolfe Road are considered “Boulevard (Arterial)” per the General Plan Mobility Element Chapter 5, Figure M-2 Circulation Network. The building blocks that front these streets are designed to meet the General Plan’s required 1:1 set-back plane from the existing curb.

Furthermore, as part of the Project, Wolfe Road is provided with a newly proposed frontage road, half on City property and half on private property, to create a true boulevard-style roadway that serves to slow down the vehicular circulation adjacent to the retail, residential, and office spaces; minimize automobile/pedestrian conflict; provide public drop-off areas; and create an additional planted buffer between Wolfe Road and the frontage retail spaces.

#### **4.1.3 Building Green Roofs and Bridges**

Each of the Town Center buildings will have a green roof with discrete bridges across street roads at convenient locations to provide a continuously accessible pathway that provides a publicly-accessible venue for active and passive recreation and publicly-accessible space. Each building’s green roof will be privately constructed and maintained and accessible to the public via walking and jogging pathways during typical daylight hours. Portions of each building’s roof will be reserved for the exclusive use of on-site residents, office tenants, and retail/entertainment tenants.

The rooftop environment will host a diverse set of programmatic uses, including active public spaces for community gathering such as a turfed play space, a children’s playground, family picnic areas, and other intimate spaces for thought and relaxation, using native planting areas that provide habitat for local flora and fauna that will be drought tolerant and climate responsive.

The rolling hills silhouette created by the Project's aggregate landscaped roofs helps minimize the scale of the Project area, weaving its form into its surrounding setting. The variety of plantings, proposed setbacks, and varying building heights will create an interesting landscape and visually integrate the Project site with the adjacent neighborhoods and public streets.

The green roof along a portion of the southwestern edge of the Project site along Street A (Perimeter Road) will meet the existing grade, providing for the residential scale and privacy of the adjacent Portal neighborhood.

#### **4.1.4 Streetscape and Landscaping**

The landscape design for the Town Center is based on the historical natural and cultural landscape of the Santa Clara Valley, and provides a range of natural ecosystems in a built environment and is resilient to challenging and changing climate conditions.

The City's General Plan park standard is three acres of park per 1,000 residents (RPC-1.2). Pursuant to Cupertino Municipal Code requirements for household size, the Town Center would generate the need for 12.96 acres of park space. The Town Center Project will provide a 30-acre rooftop park and up to 26 acres of publicly-accessible open space, including 2 acres of at-grade park space and children's play area adjacent to Perimeter Road, 2 acres in two Town Center plazas, and 14 to 22 acres of publicly accessible green roofs on all blocks connected by bridges (the final amount of public green roof space depends on office tenant needs). The Project will also include almost 14 acres of private open space for residents of the Town Center. As such, the Project complies with (and exceeds) the General Plan park standard.

The Project site includes 895 existing trees, located primarily along North Wolfe Road, Stevens Creek Boulevard and the existing alignment of Perimeter Road. Predominant species include Shamel Ash (399 | 45%), Coastal Redwood (319 | 36%), and various types of pine (65 | 7%).

The existing monoculture of plant species was from an earlier era when the original Mall was constructed. These tree species are very heavy water users and have been suffering for years during the continuing California drought conditions. The Shamel ash and coastal redwood specimens are rapidly declining with many trees are in poor to very poor health and several that have died in recent years.

As described in [Appendix E: Arborist Report](#), the tree population percentages of coast redwood and Shamel ash are far too high for a stable urban forest situation, which would typically include a larger number of tree genera and species to guard against pest and disease outbreaks (and abiotic issues such as drought conditions) that could potentially wipe out a large percentage of the tree population.

This notwithstanding, the Project will retain most of the existing trees located on North Wolfe Road, Stevens Creek Boulevard, and the landscaped buffer along the western perimeter of the Project site. As part of this SP 35 application, a tree removal permit is included to authorize the removal of trees as further described in the plans and arborist report attached as Appendix E. The Project will also incorporate more than 1,000 new trees (more than 2 for every 1 removed), all of which will be native or drought tolerant species.

#### 4.1.5 Sustainability

The Project will seek a sustainability certification of LEED Gold or higher. Each building's landscaped green roof will reduce urban heat island effect, minimize water run-off, maximize rainwater capture and reclamation, minimize water and air quality impacts, improve energy efficiency of the buildings, and promote biodiversity.

To meet the water demand associated with a large-scale residential project and significant plantings both at- and above-grade, the Project will use captured rainwater, reused on-site grey water, and/or district-provided recycled water. The Project will also use drought tolerant and native landscaping that thrives on little to no water.

### 4.2 Site Access and Circulation

#### 4.2.1 Vehicular Circulation

The Project has been designed consistent with the General Plan Circulation Element. Access to the Project site has been carefully designed to help minimize conflicts and allow for easy on-site wayfinding depending on the type of users (e.g., vehicle, transit, pedestrian, bicyclist) coming to or going from the Project site.

Primary access to the Project site surface streets will be from North Wolfe Road and Stevens Creek Boulevard. Above-and below-grade parking will be provided via ramps from Vallco Parkway, Perimeter Road, N. Wolfe Road Frontage Road, and Stevens Creek Boulevard. The existing wall on Perimeter Road between the Project site and the adjacent Portal Neighborhood will remain closed with no access.

As previously noted, to slow down vehicle speeds immediately adjacent to the retail, pedestrian sidewalks, bike lanes, and provide space for transit and temporary parking (e.g., drop-off/pick-up) along North Wolfe Road, a median-separated Wolfe Frontage Road will be constructed, creating a pleasant Boulevard streetscape, consistent with the City's "complete streets" General Plan Policies M-2 and M-2.2.

The internal small block street network has been designed in a "transect planning" format that will encourage the objective of efficient and safe multimodal circulation. This is consistent with General Plan Strategies LU-19.1.4 and 19.1.6, and as envisioned in the South Vallco Connectivity Plan. Street parking and private streets may be used temporarily for special events (public or private) such as farmer's markets, corporate events, and arts and craft festivals. Street parking and private streets may also be closed for the privacy, safety and security of residents, office users and retail tenants and shoppers.

#### 4.2.2 Parking

Under SB 35, the City may "not impose parking standards" if "[t]he development is located within one-half mile of public transit." Gov. Code § 65913.4(d). Because several bus routes either go through the Project site on Wolfe Road or are adjacent to it on Stevens Creek Boulevard, the development is located within one-half mile of public transit and the City may

not impose any parking requirement under SB 35. Nonetheless, as described below for informational purposes, the Project includes sufficient parking to adequately meet the demands of the various uses.

On-site non-residential parking will primarily be in underground garages on both sides of North Wolfe Road with limited surface level parking to promote bike and pedestrian circulation within the Project. Signage will direct vehicles to the parking garages, reducing conflicts with pedestrians and bicyclists on the at-grade street network. This includes accommodating circulation from I-280 with direct access to parking garages from North Wolfe Road. This will be complemented by VTA plans to rebuild and widen the North Wolfe Road/I-280 interchange that will include vehicular, bike and pedestrian improvements.

Above-ground structured parking will be provided for the residential component, constructed internal to the blocks and “wrapped” by occupied spaces so they will not be visible. These parking spaces will be dedicated to residential use only, separating the residents from office users and the general public visiting the retail and entertainment components. This design is consistent with General Plan Policy LU-3.4 and Strategy LU-19.1.12, even though both are subjective General Plan standards and not applicable to the Project under SB 35.

Parking is currently designed to include approximately 10,500 spaces. Traditional parking spaces may be substituted for an equivalent or greater number of spaces through automated or mechanical parking system(s).

The amount of parking proposed is based on a shared parking analysis completed by the applicant and information thereon is available upon request. This is consistent with General Plan Strategy LU-8.3.2.

#### **4.2.3 Pedestrians and Bicycle Circulation**

The Project is designed to provide safe connections for pedestrians and bicyclists. Sidewalks will be continuous, accessible, and tree-lined with signalized crosswalks connecting the street grid. The at-grade pedestrian-oriented streets will support universal access with gentle slopes. Bulb-outs or other similar design features will help protect pedestrians and provide a safe walking environment.

The existing bicycle network on North Wolfe Road, Vallco Parkway, and Stevens Creek Boulevard will connect to the Project. Within the Project site, all roadways are designed to incorporate either Class II bike lanes or Class III shared bike/vehicle lanes. Bicycle striping, green bike lanes, and bike boxes are used to reinforce and accommodate a multi-modal street network. The Project includes other bicyclist amenities, such as a bike café, bike repair shop, and shower facilities, which are envisioned as part of the mobility hub (described below). For safety and security reasons, bicycles will not be allowed onto the green roof. Public and private bike parking areas are provided throughout the Project site as well as within buildings.

### **4.3 Infrastructure Improvements**

This section address infrastructure necessary to support the Project, including water, wastewater, stormwater management, and dry utilities.

Separately, a discussion regarding potential operational air quality impacts on sensitive receptors can be found in [Appendix F: Operational Health Risk Assessment](#), which has been prepared as an informational document. Although CEQA does not apply to this SB 35 application, this Health Risk Assessment also complies with General Plan EIR Mitigation Measure AQ-4a and 4b.

#### **4.3.1 Water**

Public water lines are owned and operated by the California Water Service Company. There are currently public water mains within public right-of-way under Stevens Creek Boulevard, Vallco Parkway and within an easement within Perimeter Road.

Water service for fire, domestic and irrigation will be provided at two locations on each side of Wolfe Road. The west side of Wolfe Road will have meters and backflows from Perimeter Road in the northwest corner of the Project site being fed from the public mains in Wolfe Road, and meters from Perimeter road in the south west of the site being fed from the public main in Stevens Creek boulevard. The east side of Wolfe Road will have meters and backflows from Perimeter Road in the northeast corner of the site being fed off the public main located in Wolfe Road, and reconnecting the water service to the Hyatt property, and meters and backflows from Perimeter Road in the southeast corner of the site, in an existing easement being fed from the public main located in Vallco Parkway.

All new public mains up to the meters on private property will have an easement dedicated to the California Water Service Company.

A discussion regarding water demand is provided in [Appendix G: Water Demand Assessment](#). A discussion regarding access to recycled water is found in [Appendix H: Recycled Water Pipeline Extension Report](#). Both documents are provided for informational purposes.

#### **4.3.2 Wastewater**

The Project wastewater plan will reroute the sewer main that flows through the northern portion of the west side of the Project site, and extend it north under North Wolfe Road, just south of the existing tunnel. The route will then turn west between the tunnel and the underground garage. This main will be in a new public utility easement and will connect to the existing sanitary sewer located in an easement in the northern portion of the Project site in the adjacent property. This main then discharges to the sewer main that crosses the I-280.

Based on the projected sewer flows, upgrades to the existing lines in North Wolfe Road will be required to accommodate the projected flows. The anticipated upgrades consist of either an upgrade of the existing sewer main from a 15-inch to a 21-inch pipe, or an additional 18-inch parallel sewer pipe.

Discharge from the site will be distributed around the Project, collected in private sewer mains and connected to the public sewer system in Vallco Parkway, Wolfe Road and Stevens Creek Boulevard.

A further discussion regarding sanitary sewer service can be found in [Appendix I: Sanitary Sewer Capacity Study](#), which is provided for informational purposes.

#### **4.3.3 Stormwater Management**

Stormwater requirements mandate treating 100% of storm water runoff with Low Impact Development (LID) measures. These measures include rainwater harvesting, re-use, infiltration, biotreatment, for green roofs and collection of ground-level run-off. The Project site is not subject to hydromodification requirements.

The green roof will contain absorbent landscape surfaces where rain water will be cleaned, and to the extent possible, collected and reused within the Project site for irrigation.

Rain that falls on the podium area and private roads will be diverted to one of the regional retention vaults, treated and reused to offset the potable irrigation water demand, and to meet storm water quality requirements. Treatment will consist of media filtration to remove oils, sediments and other pollutants to make the rainwater suitable for use as irrigation. Areas that prove infeasible to be diverted for on-site uses will be treated prior to off-site discharge, consistent with State and local regulations.

All overflow from the Project site for storms larger than the required treatment storm will discharge from the vaults directly to the public storm drain located in the adjacent property to the north west, in public utility easements, and directly into the Junipero Serra Channel through an existing output to the north east.

#### **4.3.4 Dry Utilities**

Existing gas and high voltage electric lines are in North Wolfe Road, running from north to south. These joint trench lines will remain in place. There is also a public joint trench along the southwest section of Perimeter Road that will be relocated.

The Project will extend public gas and electric support lines from North Wolfe Road in a joint trench within a realigned easement. Service lines for the buildings will be extended from these realigned public lines.

A utilities capacity analysis has been prepared for the Project and is available upon request.

#### **4.3.5 Construction Sequencing**

Demolition and subsequent redevelopment of the Project site is expected to occur in a single construction phase over several years, with both sequenced and concurrent starts and openings by building and/or block. It is currently anticipated that retail, residential, and office use construction would commence concurrently, although market conditions or construction requirements may require modifications to the sequencing.

Staging of construction equipment and vehicles will be primarily on-site with some staging within the public right-of-way for the improvement / construction of the bridge over North Wolfe Road. Code required fire and emergency access to the adjacent properties will be maintained throughout construction.

Construction may need to work around existing tenants until long-term integration into other parts of the development are completed.

#### 4.4 Applicant Proposed Measures (APMs)

To minimize impacts associated with construction and operation, the Project will comply with the measures as described in [Appendix C: Vallco Town Center Project Commitments](#).

### 5 Project Entitlements

This application package is submitted pursuant to SB 35, which supersedes the City’s conventional discretionary entitlements process. The City’s normal permitting process and any findings or other requirements that go beyond confirming SB 35 compliance and consistency with objective standards are not applicable. As stated above, SB 35 defines objective standards to mean “standards that involve no personal or subjective judgment by a public official and are uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal.” SB 35 also prohibits the City from requiring discretionary approvals, citing a conditional use permit as an example.

[Table 5-1: Required Project Entitlements](#) identifies the plans, entitlements and permits (or equivalent entitlements) covered by this SB 35 submittal package.

**Table 5-1: Required Project Entitlements**

Approvals	Comments
<b>Entitlement</b>	
Development Permit Major	To the extent issuance of this permit requires the exercise of discretion, similar to a Conditional Use Permit, it may not be required under SB 35.
Tentative Subdivision Map for Condominium Purposes (including new and modified easements)	SB 35 applies to projects that include a subdivision, if the project will pay prevailing wages and use a skilled and trained workforce. The Project includes a Tentative Subdivision Map that will consolidate existing parcels so there will be two parcels on either side of Wolfe Road, with up to 2,500 condo units for the various buildings and residential condominium. This Tentative Subdivision Map for Condominium Purposes covering Parcels A and B is submitted in accordance with SB 35 and pursuant to Government Code § 66426 and Government Code § 66427(a) for development, financing, construction, leasing and sales purposes, to permit condominium units within the Vallco SB 35 Project comprising up to 2,500 condominium units, including not to exceed 2,402 residential condominium units, together with retail/commercial units, but in no event shall the number or scope of such condominium units in the aggregate exceed the number of such units approved for each of the uses, as identified in the concurrently filed Vallco Project SB 35 submittal.  To the extent issuance of this approval requires the exercise of



	discretion, similar to a Conditional Use Permit, it may not be required under SB 35.
Architecture and Site Approval Major	Limited to objective design review standards per Government Code section 65913.4(a) (5). To the extent issuance of this permit requires the exercise of discretion, similar to a Conditional Use Permit, it may not be required under SB 35.
Tree Removal Permit	
<b>Subsequent Approvals<sup>2</sup></b>	
Master Signage Program	
Demolition Permits	
Construction Permits (including, but not limited to, utility (including off-site), shoring, grading, and excavation permits)	
Encroachment Permits	
Final Map	

**Table 5-2: Entitlements Not Required Per SB 35** identifies entitlements that are not required per SB 35.

**Table 5-2: Entitlements Not Required Per SB 35**

Entitlement	Rationale for Why Not Required
Specific Plan	No Specific Plan is required because by definition, Specific Plans are subjective discretionary legislative actions, and thus not an “objective” standard under SB 35.
Zoning	Under Government Code section 65913.4(a)((5)(B), a General Plans governs over inconsistent zoning and no discretionary approvals are required. See <a href="#">Appendix A: SB 35 Eligibility Checklist</a> .
Conditional Use Permit	Per Government Code section 65913.4(a), no CUP is required for the Project approval.

## 6 Density Bonus

In order to achieve its desired density, the Project qualifies for a density bonus under the State Density Bonus Law (as implemented by the Cupertino Municipal Code) by providing affordable units on site. Under SB 35, additional density or other concessions, incentives, or waivers of development standards granted pursuant to the Density Bonus Law are not taken into account

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<sup>2</sup> These permits are all ministerial.



when evaluating compliance with the City’s “objective zoning standards” and “objective design review standards.” In particular, the Project will include 1201 affordable units, 360 at the very low income level and 841 at the low income level, qualifying it for a 35% bonus. The bonus is calculated as follows. Under the General Plan Land Use Element, the “base density” for the 50.82-acre site is 1,779 units. The 360 very low income units represent 20% of the base density and the 841 low income units represent 47% of the base density, easily qualifying the Project for a 35% density bonus. Increasing the base density of 1,779 by 35% results in a total permitted density of 2,402 units. As required by the City’s Density Bonus Ordinance, the obligation to maintain these units as affordable units will be recorded in an agreement between VPO and the City.

**Table 6-1: Density Bonus Summary Table**

Maximum units permitted (excluding bonus)	Affordable units by income level	Bonus percentage	Bonus units	Total units proposed on site
1,779	Very Low: 360 Low: 841	35%	623	2,402

In addition to increasing the Project’s density, the City must grant incentives or concessions under the State Density Bonus Law. The Vallco Town Center Project qualifies for 3 incentives or concessions based on the inclusion of 15% of the total units for very low income households. Although not additional, the Vallco Town Center Project also qualifies for 3 incentives or concessions based on the inclusion of 35% of the total units for low income households. We request the following as the concessions:

1. Waive the requirement in Cupertino Municipal Code section 19.56.050.G to have the identical design as market rate units.<sup>3</sup> This reduces the costs of constructing the affordable units to design them to a specification consistent with other affordable housing projects, including different materials and finish quality. Purpose-built affordable housing projects typically include more cost-effective finishes including appliances, cabinetry, lighting, counter tops, fixtures, windows and other items. To the

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<sup>3</sup> The Project has been designed to comply with the “dispersal” requirement, as affordable units are located throughout the Project. (The one area that is an exception is that the 623 density bonus units are geographically separate, as permitted by state law and Cupertino Municipal Code section 19.56.030.F.7.) While the Project complies with this code provision, it is not obligated to under SB 35 because the requirement to be “dispersed throughout the project” is not objective because it involves personal judgment and there are no “uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal.” For these reasons, a concession is not needed for this requirement. Nonetheless, the following provides a brief explanation for why relief from a requirement to uniformly disperse would achieve cost reductions. Separating the affordable units into distinct areas that can be included as separate condominiums allows them to be financed separately and with lower cost financing. Because the cost of capital is a significant component of the overall project cost, obtaining more favorable financing represents a clear and identifiable cost savings to the Project.

extent such finishes are different from those used in market rate units, the cost will be reduced for the affordable units.

2. The Project proposes 400,000 square feet of retail, a reduction from the minimum amount of retail specified in the General Plan of 600,000 square feet. According to a recent Retail Opportunity Analysis of the trade area in which the Project is located summarized in [Appendix K – Retail Reduction Justification Letter](#), in order to achieve stabilization of 600,000 square feet of retail, the Project would have to capture 100% of the existing retail demand in the trade area, an unrealistic scenario given the tenant types and pricing realities of the high quality retail product to be delivered at the Project. As such, the analysis recommended a maximum of 400,000 square feet of retail at the Project. Building in excess of 400,000 square feet would result in additional and unrecoverable costs to VPO in the form of extraordinary transaction costs (i.e. excessive monetary contributions for tenant improvements and/or lease procurement brokerage fees), extraordinary construction costs (i.e. turn-key buildouts or other non-standard improvements for tenants, or construction of un-leasable space), and/or extraordinary operating losses (i.e. operating costs in excess of rental income as a result of heavy discounts or vacant space) and cannot be offset by other Project revenues given the composition of its uses, including but not limited to the Project’s affordable housing component. Limiting the retail component of the Project to 400,000 square feet would facilitate cost reductions and, in concert with other strategies, should allow VPO to offer the affordable rents contemplated by the Project’s housing component.
3. If the City properly identifies an inconsistency with an objective zoning standard and waiving that standard would achieve cost reductions, this final concession is reserved for such purposes.

Under the State Density Bonus law, the City can only deny an incentive or concession if it finds that an incentive or concession does not result in identifiable and actual cost reductions; would have a specific, adverse impact on public health and safety or the physical environment; or would violate state or federal law. It is the City’s burden to provide the evidence supporting such findings.

## **7 Housing Accountability Act**

As set forth in this submittal, the Project is entitled to a streamlined ministerial approval under SB 35. In addition, the Housing Accountability Act (Gov. Code § 65589.5) requires the City to approve the Project. The Project is protected under the Housing Accountability Act for two independent reasons:

1. The Project complies with the City’s objective standards and criteria, as described in this Project Description and the attached Appendix A; and,
2. As described above, the Project is providing 50% of its units affordable to families earning less than 80% AMI, which is more than the minimum 10% of units for lower-

income households than is required by the State Density Bonus Law. Gov. Code § 65589.5(d), (h)(3), (j).

The City is only permitted to reject a project under these circumstances if there is a preponderance of evidence that the project would have a significant, unavoidable, and quantifiable impact on “objective, identified written public health or safety standards, policies, or conditions.” Gov. Code §65589.5(j). There is no evidence, let alone a preponderance of evidence, that the Project would have any impact on public health and safety that cannot be feasibly mitigated. A broad range of plaintiffs can sue to enforce the Housing Accountability Act, and the City would bear the burden of proof in any challenge. Gov. Code § 65589.5(k). As recently reformed in the 2017 legislative session, the Housing Accountability Act makes attorney’s fees and costs of suit presumptively available to prevailing plaintiffs, requires a minimum fine of \$10,000 per housing unit for jurisdictions that fail to comply with the act within 60 days, and authorizes fines to be multiplied by five times if a court concludes that a local jurisdiction acted in bad faith when rejecting a housing development.



**Appendix A**

**SB 35 Eligibility Checklist**

## APPENDIX A: SB 35 ELIGIBILITY CHECKLIST

This table lists the Project’s compliance with SB 35’s eligibility requirements for the streamlined ministerial approval of compliant housing developments. All citations are to California Government Code Section 65913.4 (SB 35).

Eligibility Requirement	Requirement Satisfied?
<p>1. <b>Is the project a multifamily housing development with 2 or more units? Subd. (a)(1).</b></p> <p>The Project is a multifamily housing development that will provide 2,402 housing units.</p>	Yes
<p>2. <b>Is the project located in an area designated by the U.S. Census Bureau as an urbanized area? Subd. (a)(2)(A).</b></p> <p>The Project is located in the City of Cupertino, which is within the U.S. Census urbanized area boundary for San Jose. See <a href="https://www2.census.gov/geo/maps/dc10map/UAUC_RefMap/ua/ua79039_san_jose_ca/DC10UA79039.pdf">https://www2.census.gov/geo/maps/dc10map/UAUC_RefMap/ua/ua79039_san_jose_ca/DC10UA79039.pdf</a></p>	Yes
<p>3. <b>Is more than 75% of the Project site’s perimeter developed with urban uses? Subds. (a)(2)(B), (h)(8).</b></p> <p>SB 35 defines “urban uses” as “any current or former residential, commercial, public institutional, transit or transportation passenger facility, or retail use, or any combination of those uses.” SB 35 also clarifies that parcels that are only separated by a street or highway are considered to be adjoined. Based on these standards, the entirety of Project site’s perimeter is developed with urban uses.</p>	Yes
<p>4. <b>Does the site have either zoning or a general plan designation that allows for residential use or residential mixed-use development, with at least two-thirds of the square footage designated for residential use? Subd. (a)(2)(C).</b></p> <p>The General Plan allows a mix of uses for the Project site, including residential. See Cupertino General Plan, LU-19.1.4. In addition to residential uses, the Project will include a vibrant “town center” as a</p>	Yes

Eligibility Requirement	Requirement Satisfied?
<p>community focal point, as called for in the General Plan.</p> <p>The total square footage of the Project is 6,910,000 square feet. Of that amount, 4,700,000 square feet are dedicated to residential uses, comprising 68.0% of the total, in excess of the two-thirds requirement.</p>	
<p><b>5. Will the applicant record a land use restriction for the Project’s affordable housing units? Subd. (a)(3).</b></p> <p>The Cupertino Municipal Code requires that projects applying for a density bonus enter an affordable housing agreement with the City that includes “the household type, number, location, size, affordability, and construction scheduling of all affordable units.” Vallco Property Owner, LLC will enter and record such an agreement for the applicable minimum term prior to final or parcel map approval or prior to issuance of any building permits, whichever occurs first, as required by the Cupertino Municipal Code.</p>	<p><b>Yes</b></p>
<p><b>6. Has HCD determined that the local jurisdiction is subject to SB 35? Gov’t Code Sec. 65913.4(a)(4)(A).</b></p> <p>HCD has determined that the City of Cupertino is subject to SB 35.</p> <p>Cupertino is subject to SB 35 because it did not issue sufficient building permits to meet its share of the regional housing needs (“RHNA”) for the most recent reporting period. During the 2015 to 2016 period HCD used to determine whether a jurisdiction is subject to SB 35, Cupertino met its above-moderate housing requirements but issued zero building permits for very low and low income housing, and less than half of the required permits for moderate income housing.</p>	<p><b>Yes</b></p>
<p><b>7. Will the Project include the required percentage of below market rate housing units? Subd. (a)(4)(B).</b></p> <p>When a jurisdiction approved fewer building permits than were required by the regional housing needs assessment cycle for that reporting category in either the above-moderate or below-moderate income categories, the project applicant may choose between dedicating 10% or 50% of the project’s housing units to households making below 80% of the area median income. Subd. (a)(4)(B)(iii).</p>	<p><b>Yes</b></p>

Eligibility Requirement	Requirement Satisfied?
<p>Because the City of Cupertino has issued fewer building permits than required for the below-moderate income categories, SB 35 allows the project applicant to choose between dedicating 10% or 50% the project’s housing units to households making below 80% of the area median income.</p> <p>The Project will include at least 50% of housing units dedicated to households with incomes below 80% of the area median income.</p>	
<p><b>8. Is the Project consistent with “objective zoning standards” and “objective design review standards?” Subd. (a)(5).</b></p> <p>The Project will comply with all applicable objective standards, as detailed in <a href="#">Appendix B: Objective Standards Consistency Analysis</a>. SB 35 defines “objective zoning standards” and “objective design review standards” narrowly: “standards that involve no personal or subjective judgment by a public official and are uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal.” SB 35 provides that the adoption of a Specific Plan cannot be required because a Specific Plan is a subjective discretionary action, and thus does not meet the definition of an “objective zoning standard.”</p> <p>Relevant here, SB 35 also clarifies that if objective zoning and design review standards are inconsistent with standards found in the General Plan, then “a development shall be deemed consistent with the objective zoning standards pursuant to this subdivision if the development is consistent with the standards set forth in the general plan.” Here, the zoning for the site is P(Regional Shopping) and P(CG). That is, as a PD district, the current zoning contemplates the existing mall. This is in contrast to the General Plan, which calls for a “complete redevelopment” and a new mixed-use “town center.” The zoning that contemplates the existing structures and uses is inherently and completely inconsistent with the General Plan’s vision for a revitalized Vallco with a mix of uses, new street grid, town plazas, and other such amenities that are part of this “complete redevelopment.” Due to these inconsistencies, for SB 35 purposes, none of the development standards in the existing zoning designation are applicable and the City may only look to the General Plan and generally-applicable standards in the Cupertino Municipal Code to</p>	<p><b>Yes</b></p>



Eligibility Requirement	Requirement Satisfied?
<p>identify the “objective zoning standards.”</p> <p>The Project as proposed is consistent with all applicable objective standards, excluding the two concessions allowed under the State Density Bonus Law, Gov. Code § 65915(d)(1) and CMC § 19.56. The Project qualifies for 3 concessions based on the inclusion of 15% of the total units for very income households. As described in the Project Description, one concession will be used to allow 400,000 square feet of retail in the Project, as opposed to the 600,000 square feet of retail stated in the General Plan and a second concession will be used to waive the requirements of CMC § 19.56.050(G).</p> <p>Many General Plan standards are aspirational or visionary, meaning that they involve personal or subjective judgment or are not uniformly verifiable, and thus are not “objective zoning standards” or “objective design review standards” as defined under SB 35. However, in addition to meeting all the objective General Plan standards as defined by SB 35, the project has nonetheless been designed to comply with and be consistent with the General Plan aspirations, including the Vallco Shopping District Special Area goals and strategies. Project consistency is described in <a href="#">Appendix B: Objective Standards Consistency Analysis</a>.</p>	
<p>9. <b>Is the Project located outside of all types of areas exempted from SB 35? Subd. (a)(6-7).</b></p> <p>The Project site is not located within any of the below exempt areas.</p> <p>Subd.(a)(6) exempt areas:</p> <ul style="list-style-type: none"> <li>- Coastal zone</li> <li>- Prime farmland or farmland of statewide importance</li> <li>- Wetlands</li> <li>- High or very high fire hazard severity zones</li> <li>- Hazardous waste sites</li> <li>- Earthquake fault zone (unless the development complies with applicable seismic protection building code</li> </ul> <p>Subd. (a)(7) exempt areas:</p> <ul style="list-style-type: none"> <li>- A development that would require the demolition of housing that: <ul style="list-style-type: none"> <li>- Is subject to recorded rent restrictions</li> <li>- Is subject to rent or price control</li> <li>- Was occupied by tenants within the last 10 years</li> </ul> </li> <li>- A site that previously</li> </ul>	<p><b>Yes</b></p>

Eligibility Requirement	Requirement Satisfied?
<p>standards)</p> <ul style="list-style-type: none"> <li>- Floodplain or floodway designated by FEMA</li> <li>- Lands identified for conservation in an adopted natural community conservation plan or habitat conservation plan</li> <li>- Habitat for a state or federally protected species</li> <li>- Land under a conservation easement</li> </ul>	<ul style="list-style-type: none"> <li>- contained housing occupied by tenants within past 10 years</li> <li>- A development that would require the demolition of a historic structure on a national, state, or local register</li> <li>- The property contains housing units that are occupied by tenants, and units at the property are/were offered for sale to the general public by the subdivider or subsequent owner of the property</li> </ul>
<p><b>10. Will all construction workers employed in the Project be paid at least the general prevailing wage? Subd. (a)(8)(A).</b></p> <p>As detailed in the attached letter (see <a href="#">Appendix D</a>), Vallco Property Owner, LLC certifies that all construction workers employed in the execution of the development will be paid at least the general prevailing rate of per diem wages.</p>	<p><b>Yes</b></p>
<p><b>11. Will all construction workers employed in the Project be certified as a “skilled and trained workforce?” Subd. (a)(8)(B).</b></p> <p>As detailed in the attached letter (see <a href="#">Appendix D</a>), Vallco Property Owner, LLC certifies that a skilled and trained workforce shall be used to complete the Project.</p>	<p><b>Yes</b></p>
<p><b>12. May the Project include a subdivision of a parcel because the project developer will pay prevailing wages and use a “skilled and trained” workforce? Subd. (a)(9)(B).</b></p> <p>The Project may include a subdivision because Vallco Property Owner, LLC will pay prevailing wages and use a “skilled and trained” workforce, as described in items 10 and 11 above.</p>	<p><b>Yes</b></p>

**Appendix B**

**Objective Standards Consistency Analysis**

## APPENDIX B: OBJECTIVE STANDARDS CONSISTENCY ANALYSIS

In accordance with SB 35, if objective zoning and design review standards are inconsistent with standards found in the General Plan, then “a development shall be deemed consistent with the objective zoning standards pursuant to this subdivision if the development is consistent with the standards set forth in the general plan.” Because Cupertino’s General Plan calls for a complete redevelopment of the site and the adoption of a specific plan that will set forth relevant development regulations, and the zoning for the site is Planned Development that is tailored to the existing mall, the General Plan is completely and irreconcilably inconsistent with the zoning. As such, under SB 35, only the General Plan standards apply and no zoning consistency analysis is required.

As for the General Plan standards, many are aspirational or visionary, meaning that they involve personal or subjective judgment or are not uniformly verifiable, and thus are not “objective zoning standards” or “objective design review standards” as defined under SB 35 and, therefore, do not apply to the Project. Nonetheless, the following consistency analysis demonstrates that in addition to meeting all the *objective* General Plan and Cupertino Municipal Code (CMC) standards as defined by SB 35, the Project also complies and is consistent with the *subjective* provisions of the General Plan, including the Vallco Shopping District Special Area goals and strategies.

Below, Table B-1 summarizes the Project’s consistency with General Plan standards, and Table B-2 summarizes consistency with CMC standards. Neither table is exhaustive, and both are provided for informational purposes only.

**Table B-1: Consistency with General Plan Standards**

Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
<b>Land Use Element – Vallco Shopping District Special Area</b>		
<p><b>Goal LU-1:</b> Create a balanced community with a mix of land uses that supports thriving businesses, all modes of transportation, complete neighborhoods and a healthy community</p>	<p><b>Not required</b>, because the standard is not objective.</p> <p>Under SB 35, the only applicable standards are those “that involve no personal or subjective judgment by a public official and are uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal.” Gov. Code § 65913.4 (a)(5). This policy involves personal or subjective judgment and is not uniformly verifiable to any uniform benchmark or criterion.</p>	<p><b>Consistent.</b> The Project fully implements the mixed-use town center vision described in the City of Cupertino General Plan by providing a mix of uses that are both horizontally and vertically integrated. The focus of the Project is planning for the redevelopment of the Vallco Mall property. Land uses will include commercial (retail, dining, and entertainment), residential, office around town plazas; concentrating uses in this way encourages pedestrian activity. Each building block will be provided with a green roof, some of which are publicly accessible, some are private to tenants, and will host a variety of diverse programs to enhance the town center character and give a unique Cupertino identity to the Project site.</p>
<p><b>Table LU-1: Citywide Development Allocation Between 2014-2020:</b> Vallco Shopping District allocated a maximum 2,000,000 square feet of office space.</p>	<p><b>Applicable.</b> The maximum square footage allocation for office space does not require subjective judgment and is based on uniformly verifiable criteria and thus is objective and applicable.</p>	<p><b>Consistent.</b> The Project includes a maximum of 1,810,000 square feet of office space, less than the General Plan’s maximum allocation of 2,000,000 square feet.</p>
<p><b>Table LU-1: Citywide Development Allocation Between 2014-2020:</b> 389 residential units will be allocated to Vallco as a Priority Housing Element Site (see also HE-1.3.1 and Table HE-5).</p>	<p><b>Residential allocation not required.</b> The 389 unit allocation is inapplicable because SB 35 deems a project “consistent with the objective zoning standards related to housing density, as applicable, if the density</p>	<p><b>Consistent.</b> The Project will include 2,402 units, which is allowed based on the standard of 35 units per acre plus the density bonus.</p>

Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
	<p>proposed is compliant with the maximum density allowed within that land use designation, notwithstanding any specified maximum unit allocation that may result in fewer units of housing being permitted.” Subd. (a)(5)(A). Figure LU-2 provides the governing General Plan’s maximum residential density of 35 units per acre, resulting in a greater density of units than would result under the unit allocation. As such, the unit allocation is inapplicable.</p>	
<p><b>Policy LU-1.4:</b> Land Use in all Citywide Mixed- Use Districts. Encourage land uses that support the activity and character of mixed-use districts and economic goals.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project site is identified by the General Plan as a mixed-use district. The General Plan states that <i>“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.”</i> Further, Goal LU-19 provides: <i>“Create a distinct and memorable mixed-use ‘town center’ that is a regional destination and focal point for the community.”</i> In addition to shopping, dining, hotel and entertainment uses, the Project includes residential, office, and recreational uses.</p>
<p><b>Policy LU-1.X:</b> Jobs/Housing Balance. Strive for a more balanced ratio of jobs and housing units.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will provide both employment opportunities and residential development within the boundaries of the Project site. The Town Center will provide opportunities for residents and people in neighboring areas to meet their daily needs proximate to where they live and work.</p>

Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
<p><b>Figure LU-2: Community Form Diagram:</b> Maximum residential density for Vallco Shopping District Special Area is 35 units per acre.</p>	<p><b>Applicable.</b> The maximum residential density does not require subjective judgment and is based on uniformly verifiable criteria and thus is objective and applicable.</p>	<p><b>Consistent.</b> The Project includes a residential “base” density of no more than 35 units per acre, with additional density allowed as a density bonus.</p>
<p><b>Figure LU-2: Community Form Diagram:</b> Building Planes. Maintain the primary building bulk below a 1:1 slope line drawn from the arterial/boulevard curb line or lines.</p>	<p><b>Applicable.</b> The requirement to maintain primary building bulk below a 1:1 slope line does not require subjective judgment and is based on uniformly verifiable criteria and thus is objective and applicable.</p>	<p><b>Consistent.</b> The Project design conforms to the General Plan’s required 1:1 set-back plane from the existing curb</p>
<p><b>Policy LU-2.2:</b> Pedestrian-Oriented Public Spaces. Require developments to incorporate pedestrian-scaled elements along the street and within the development such as parks, plazas, active uses along the street, active uses, entries, outdoor dining and public art.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project is consistent with this policy because the Project site will be an active space, broken into retail, entertainment, office, and residential districts in a mixed-use setting. Elements of an active setting strongly focus on the ground floor to provide pedestrian interaction. Office entrances and lobbies will be located at ground level to enhance the active use of the adjacent streets and town plazas.</p> <p>The Project includes all of the suggested elements noted in the policy, including the plazas, parks, outdoor dining, and public art.</p>
<p><b>Policy LU-3.3:</b> Building Design. Ensure that building layouts and design are compatible with the surrounding environment and enhance the streetscape and pedestrian activity.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project is consistent with this policy because, as previously noted, the Town Center will have a traditional neighborhood layout that physically connects the community (internally and externally) to walkable, pedestrian and bike-friendly streets through a variety of paths, plazas, and other public spaces.</p> <p>The Project also identifies that architecture within the Project site should be consistent and compatible with the context of the existing community and surrounding neighborhood. The silhouette of the buildings massing with their landscaped roofs, connected by narrow bridges, will help minimize the bulk of the Project site, weaving its form into its surrounding setting. Proposed setbacks and varying building heights will</p>

Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
		also help to create an interesting landscape and reduce the visual impact on the adjacent neighborhoods and public streets.
<p><b>Policy LU-3.4:</b> Parking. In surface lots, parking arrangements should be based on the successful operation of buildings; however, parking to the side or rear of buildings is desirable. No visible garages shall be permitted along the street frontage. Above grade structures shall not be located along street frontages and shall be lined with active uses on the ground floor on internal street frontages. Subsurface/deck parking is allowed provided it is adequately screened from the street and/or adjacent residential development.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project minimizes surface parking by using subsurface parking structures throughout. On-site parking will be located in underground garages on both sides of North Wolfe Road. Above-grade structured residential use parking will not be visible as they will be constructed internal to the blocks and covered by occupied spaces. Above-grade structures parking will not be located along major street frontages and, where they are located along internal street frontages, they will feature retail, entries, and other active uses on the ground floor. To the extent feasible, parking structures will be located away from prominent pedestrian areas with entries and stairwells located adjacent to streets or plaza access points. Structures will be designed to be compatible with the architectural character of adjacent buildings, including considerations of style and color, and will support the development of the Project site into a high-quality mixed-use town center.</p>
<p><b>Goal LU-4:</b> Promote the unique character of Planning Areas and the goals for community character, connectivity and complete streets in streetscape design.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project prioritizes streetscape design to increase walkability and biking, which creates connectivity throughout the Project site and supports the creation of community character. Sidewalks will be continuous, accessible, and tree-lined with signalized crosswalks connecting the street grid, which will support an aesthetically pleasing streetscape area, as well as be safe and comfortable for users.</p>
<p><b>Policy LU-4.1:</b> Street and Sidewalks. Ensure that the design of streets, sidewalks and pedestrian and bicycle amenities are consistent with the vision for each Planning Area.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project is consistent with this policy and the City's Complete Streets policies identified in the General Plan because the Project site will have a street network hierarchy for public and private streets: Retail and Entertainment Streets; Office Streets; Capillary Streets; Perimeter Streets; and Municipal Streets. The classification relates to the location and to the function of the street system and all accommodate vehicular traffic, pedestrian sidewalks, and bike routes. This will provide a newly configured complete street</p>



Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
		grid hierarchy of streets, boulevards and alleys that is pedestrian-oriented, connects to existing streets, and creates walkable blocks for buildings and open space.
<p><b>Policy LU-4.2:</b> Street Trees and Landscaping. Ensure that tree planting and landscaping along streets visually enhances the streetscape and is consistent for the vision for each Planning Area (Special Areas and Neighborhoods):</p> <ol style="list-style-type: none"> <li>1. Maximize street tree planting along arterial street frontages between buildings and/or parking lots.</li> <li>2. Provide enhanced landscaping at the corners of all arterial intersections.</li> <li>3. Enhance major arterials and connectors with landscaped medians to enhance their visual character and serve as traffic calming devices.</li> <li>4. Develop uniform tree planting plans for arterials, connectors and neighborhood streets consistent with the vision for the Planning Area.</li> <li>5. Landscape urban areas with formal planting arrangements.</li> </ol>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will retain the majority of the existing healthy trees located along I-280, N. Wolfe Road, Stevens Creek Boulevard, and the Perimeter Road neighborhood landscaped buffer. The Project will incorporate more than 1,000 new trees, which is more than 2 for every 1 removed.</p>
<p><b>Policy LU-5.1:</b> Neighborhood Centers. Retain and enhance local neighborhood shopping centers and improve pedestrian and bicycle access to neighborhoods to improve access to goods and services.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will allow for Community Retail uses targeted to local residents and employees. Uses could include specialty food stores, neighborhood retail, personal and professional services, retail stores, and restaurants. These uses will be within walking and/or biking distance of patrons.</p>
<p><b>Policy LU-5.2:</b> Mixed-Use Villages. Where housing is allowed along major corridors</p>	<p><b>Not required.</b> The standard is not objective because it involves</p>	<p><b>Consistent.</b> The Project will include a mix of uses that are both horizontally and vertically integrated. The Project will allow for approximately 400,000</p>

Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
<p>or neighborhood commercial areas, development should promote mixed-use villages with active ground-floor uses and public space. The development should help create an inviting pedestrian environment and activity center that can serve adjoining neighborhoods and businesses.</p>	<p>personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p>square feet of commercial uses; 2,402 residential units; 1,810,00 square feet of office space. The mixed-use building types with residential and/or office uses will generally include ground floor retail.</p>
<p><b>Policy LU-8.2:</b> Land Use. Encourage land uses that generate City revenue.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project includes a mix of land uses that will provide the City with development fees, property taxes and retail sales taxes.</p>
<p><b>Strategy LU-8.2.1:</b> Fiscal Impacts. Evaluate fiscal impacts of converting office/commercial uses to residential use, while ensuring that the city meets regional housing requirements.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project is a mixed-use development, office, commercial, and residential uses are permitted. While residential uses will be added to the site, it also includes significant office and retail components that will generate significant revenue to the City. The Project site is identified as a Priority Housing Element Site (Site A2) in the City's General Plan Housing Element.</p>
<p><b>Strategy LU-8.3.1:</b> Mixed-use. Consider mixed-use (office, commercial, residential) in certain commercial areas to encourage reinvestment and revitalization of sales-tax producing uses, when reviewing sites for regional housing requirements.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will implement the City's vision for the Vallco Shopping District Special Area. Chapter 2, Planning Areas, of the General Plan states "The City envisions this area as a new mixed-use 'town center' and gateway for Cupertino." The mix of retail, dining, entertainment, recreation, offices, housing, open space, and public amenities will represent a major investment in the area and will yield tax revenues for the City.</p>
<p><b>Strategy LU-8.3.2:</b> Shared or Reduced Parking. Consider shared or reduced parking,</p>	<p><b>Not required.</b> The standard is not objective because it involves</p>	<p><b>Consistent.</b> The Project includes approximately 10,500 parking spaces, including shared parking as appropriate.</p>

Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
<p>where appropriate as incentives to construct new commercial and mixed-use development, while increasing opportunities for other modes of transportation.</p>	<p>personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable. In addition, the Project is within 1/2 mile of public transit so the City may not impose any minimum parking standards under SB 35.</p>	
<p><b>Policy LU-9.1:</b> Collaboration with Business Community. Collaborate with the business community to facilitate growth, development and infrastructure improvements that benefit residents and businesses.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project implements the City’s General Plan vision for complete revitalization of the Project site into a “vibrant mixed-use town center” that will be a focal point for regional visitors and the community.</p>
<p><b>Vallco Shopping District Special Area</b> <b>Goal LU-19:</b> Create a distinct and memorable mixed-use “town center” that is a regional destination and focal point for the community.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project fully implements the mixed-use town center vision identified in this goal by providing a mix of uses that are both horizontally and vertically integrated, creating a focal point for the community. Land uses will include commercial/retail, residential, office, entertainment, and parks and open space arranged around town plazas; concentrating uses in this way encourages pedestrian activity. Community facility uses are a part of the Project to enhance the Town Center character of and give a unique Cupertino identity to the Project site.</p> <p>The Project envisions a traditional neighborhood layout connecting the community (internally and externally) to walkable, pedestrian and bike-friendly streets through a variety of paths, plazas, and other public spaces.</p>
<p><b>Strategy LU-19.1.1:</b> Master Developer. Redevelopment will require a master developer in order to remove obstacles to</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective</p>	<p><b>Consistent.</b> The Project will be completed by the applicant, acting as the master developer.</p>

Community Vision 2040 General Plan	Applicability	Vallco Town Center Project Consistency
<p>the development of a cohesive district with the highest levels of urban design.</p>	<p>judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	
<p><b>Strategy LU-19.1.2:</b> 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.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> All parcels associated with the Project have been assembled by the applicant and the Project proposes a complete redevelopment of the site. The Project includes a Tentative Subdivision Map that will consolidate existing parcels so there will be two parcels on either side of Wolfe Road, with up to 2,500 condo units for the various buildings and residential condominium. This Tentative Subdivision Map for Condominium Purposes covering Parcels A and B is submitted in accordance with SB 35 and pursuant to Government Code § 66426 and Government Code § 66427(a) for development, financing, construction, leasing and sales purposes, to permit condominium units within the Vallco SB 35 Project comprising up to 2,500 condominium units, including not to exceed 2,402 residential condominium units, together with retail/commercial units, but in no event shall the number or scope of such condominium units in the aggregate exceed the number of such units approved for each of the uses, as identified in the concurrently filed Vallco Project SB 35 submittal.</p>
<p><b>Strategy LU-19.1.3:</b> 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.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project constitutes a comprehensive redevelopment of the entire Project site, consistent with the community vision as described in the Community Vision 2040 General Plan, which includes the development of a “town center,” mixed-uses, entertainment, grid street network, etc.</p>

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<p><b>Strategy LU-19.1.4:</b> Land Use. The following uses are allowed on the site:</p> <ul style="list-style-type: none"> <li>▪ 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.</li> <li>▪ Hotel: Encourage a business class hotel with conference center and active uses including main entrances, lobbies, retail and restaurants on the ground floor.</li> <li>▪ 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.</li> <li>▪ 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.</li> </ul>	<p>Applicable objective standards included in this provision apply to the Project, such as the inclusion of retail, hotel, residential, and office uses; minimum square footage requirements; and the allowance of certain uses on upper or ground floors.</p> <p>Any standards that are not objective are not required. Such standards involve personal or subjective judgment by a public official and are not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> As shown in the plan sets submitted as part of the application, the Project complies with the land uses and the desired design.</p> <p>Although the Project provides 400,000 square feet of retail, rather than 600,000 square feet, as described in the Project Description, one of the allowed concessions is used for relief from this standard pursuant to the State Density Bonus Law, Gov. Code § 65915(d)(1) and CMC § 19.56. Under SB 35, consistency is determined “excluding any additional density or any other concessions, incentives, or waivers of development standards granted pursuant to the Density Bonus Law in [Gov. Code] Section 65915.”</p>

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<p><b>Strategy LU-19.1.5:</b> “Town Center” Layout. 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.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project consists of a series of pedestrian-scale blocks designed in a grid-format around two plazas to create a mixed-use town center. The urban form and architectural features have been designed to create high-quality, amenity-rich urban spaces for a multitude of users.</p>
<p><b>Strategy LU-19.1.6:</b> 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, bike-friendly 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.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> As shown in the plans submitted as part of this application, the Project fully complies with the prescribed design parameters of this strategy.</p> <p>The Project will have a street network hierarchy for public and private streets that will accommodate vehicular traffic, pedestrian sidewalks, and bike routes. This will provide a newly configured “complete streets” grid hierarchy of streets, boulevards and alleys that are pedestrian- and bicycle-oriented, connect to existing streets, and create walkable blocks for buildings and open space.</p>
<p><b>Strategy LU-19.1.7:</b> Existing Streets. 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</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark</p>	<p><b>Consistent.</b> The streetscape of both north side of Stevens Creek Boulevard and both sides of N. Wolfe Road will be substantially upgraded and include bike and pedestrian-friendly with bike lanes, wide sidewalks, street trees, improved pedestrian intersections to accommodate better connections to adjacent land uses. Wolfe Road will include a new frontage road to facilitate a slower travel lane adjacent to the active retail uses,</p>

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Nineteen800 and Main Street.	or criterion that is currently knowable.	creating a boulevard effect.
<p><b>Strategy LU-19.1.8:</b> Open Space. Open space in the form of a central town square on the west and east sides of the district interspersed with plazas and “greens” that create community gathering spaces, locations for public art, and event space for community events.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will include two publicly accessible town plazas, located on each side of N. Wolfe Road.</p>
<p><b>Strategy LU-19.1.9:</b> Building Form. Buildings should have high-quality architecture, and an emphasis on aesthetics, human scale, and create a sense of place. Additional heights may be approved in specific areas by the City Council as part of the Community Benefits Program. Taller buildings should provide appropriate transitions to fit into the surrounding area.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> Project plans identify maximum roof heights and maximum building heights by zone, and building heights will generally be higher on the east side of N. Wolfe Road and lower on the west side of N. Wolfe Road. The Project buildings have high-quality architectural design that will help to unify the green roof and ensure a human-scaled neighborhood without abrupt transitions into the surrounding areas.</p> <p>Proposed setbacks, street level landscape, and varying building heights will also help to create an interesting landscape and reduce the visual impact on the adjacent neighborhoods and public streets.</p> <p>For SB 35 “objective standard” purposes, it should be noted that the General Plan does not impose any maximum height limits.</p>
<p><b>Strategy LU-19.1.10:</b> Gateway Character. High-quality buildings with architecture and materials befitting the gateway character of the site. The project should provide gateway signage and treatment.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will provide high-quality architecture and building materials including the extensive use of glass, steel, stone, and wood. The streetscape will include special treatments (e.g. pavers, colored concrete, etc.) to create a pedestrian friendly atmosphere. Gateway signage and special treatments will be constructed throughout the Project site.</p>
<p><b>Strategy LU-19.1.11:</b> Phasing Plan. A phasing plan that lays out the timing of infrastructure, open space and land use improvements that ensures that elements desired</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not</p>	<p><b>Consistent.</b> Demolition and subsequent redevelopment of the Project site is expected to occur in a single construction phase over several years, with both sequenced and concurrent starts and openings by building and/or block. It is currently anticipated that retail, residential, and</p>

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by the community are included in early phases.	uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable. In particular, the term “elements desired by the community” is subjective.	office use construction would commence concurrently, although market conditions or construction requirements may require modifications to the sequencing.
<p><b>Strategy LU-19.1.12:</b> Parking. Parking in surface lots shall be located to the side or rear of buildings. Underground parking beneath buildings is preferred. Above grade structures shall not be located along major street frontages. In cases, where above-grade structures are allowed along internal street frontages, they shall be lined with retail, entries and active uses on the ground floor. All parking structures should be designed to be architecturally compatible with a high-quality “town center” environment.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project minimizes surface parking with extensive use of subsurface parking. Above-grade parking structures are “Residential Wrap Buildings” and the parking structure will not be visible from the streets.</p>
<p><b>Strategy LU-19.1.13:</b> Trees. Retain trees along the Interstate 280, Wolfe Road and Stevens Creek Boulevard to the extent feasible, when new development are proposed.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> A significant majority of the healthy trees along Interstate 280, Wolfe Road and Stevens Creek Boulevard will be retained.</p>
<p><b>Strategy LU-19.1.14:</b> Neighborhood Buffers. Consider buffers such as setbacks, landscaping and/or building transitions to buffer abutting single-family residential areas from visual and noise impacts.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark</p>	<p><b>Consistent.</b> As shown in the Project plans, existing healthy trees along Perimeter Road, that serve as a neighborhood landscaped buffer, will be retained and additional trees planted. Building setbacks, street level landscaping, and varying building heights will also help to create an interesting urban form and minimize visual impacts on the adjacent neighborhoods and public streets.</p>



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	or criterion that is currently knowable.	
<b>Environmental Resources and Sustainability Element</b>		
<p><b>Policy ES-1.1:</b> Principles of Sustainability. Incorporate the principles of sustainability into Cupertino’s planning, infrastructure and development process in order to improve the environment, reduce greenhouse gas emissions and meet the needs of the community without compromising the needs of future generations.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project incorporates sustainable design and technologies. As noted in the analysis of Policy HE-10, the Project will incorporate energy efficiency elements including but not limited to the use of alternative energy; thermal heating and cooling and building design. Project features to meet the water demand by including use of captured rain water, on-site grey water, and/or district-provided recycled water; and use of drought-tolerant and native landscape materials.</p>
<p><b>ES-2.1.5: Urban Forest.</b> Encourage the inclusion of additional shade trees, vegetated stormwater treatment and landscaping to reduce the “heat island effect” in development projects.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project includes green roofs on all buildings as well as landscaped and tree-lined ground level town plazas and streetscapes.</p>
<p><b>ES-2.1.9: Energy Efficient Transportation Modes.</b> Continue to encourage fuel-efficient transportation modes such as alternative fuel vehicles, driverless vehicles, public transit, car and van-pooling, community and regional shuttle systems, car and bike sharing programs, safe routes to schools, commuter benefits, and pedestrian and bicycle paths through infrastructure investment, development incentives, and community education.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will support energy efficient transportation, such as non-vehicular and fuel-efficient mobility options.</p>
<p><b>ES-3.1.1: Green Building Program.</b> Periodically review and revise the City’s Green</p>	<p><b>Not required.</b> The standard is not objective because it involves</p>	<p><b>Consistent.</b> The Project will meet or exceed the City’s requirements for LEED certification.</p>

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Building ordinance to ensure alignment with CALGreen requirements for all major private and public projects that ensure reduction in energy and water use for new development through site selection and building design.	personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.	
<b>Policy ES-4.1:</b> New Development. Minimize the air quality impacts of new development projects and air quality impacts that affect new development.	<b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.	<b>Consistent.</b> The Project includes measures to reduce construction-related and operational air quality impacts associated with the Town Center that will also be applicable to future development within the Project site.
<b>ES-5.1.2: Built Environment.</b> Ensure that sustainable landscaping design is incorporated in the development of City facilities, parks and private projects with the inclusion of measures such as tree protection, stormwater treatment and planting of native, drought tolerant landscaping that is beneficial to the environment	<b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.	<b>Consistent.</b> The Project will include extensive landscaping using native and regionally-appropriate landscaping. All surfaces at grade and on roof-tops will contain absorbent surfaces where rain water will be collected, cleaned, and to the fullest extent possible while meeting minimum C.3 requirements, reused within the Project site for irrigation

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<p><b>Policy ES-7.1:</b> Natural Water Bodies and Drainage Systems. In public and private development, use Low Impact Development (LID) principles to manage stormwater by mimicking natural hydrology, minimizing grading and protecting or restoring natural drainage systems.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The San Francisco Bay Municipal Regional Stormwater NPDES permit mandates treating 100% of the storm water runoff with LID measures (e.g., rainwater harvesting, reuse, infiltration, and biotreatment). Implementation of the Project will result in the replacement of primarily impervious surface with landscape over podium and building green roofs. All rain water will be collected, cleaned, and to the fullest extent possible, reused within the Project site for irrigation. Rainfall on the podium area and private roads will be diverted to one of the regional retention vaults, and will be treated and reused through media filtration. Areas that prove infeasible to be diverted for on-site uses will be treated prior to off-site discharge consistent with State and local regulations.</p>
<p><b>Policy ES-7.2:</b> Reduction of Impervious Surfaces. Minimize storm water runoff and erosion impacts resulting from development and use low impact development (LID) designs to treat stormwater or recharge groundwater</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will increase pervious surfaces associated with the at grade landscaped plazas, parks, paths, and streetscapes, as well as each buildings green roof. Implementation of the Project will result in the replacement of primarily impervious surface with the green roof and other landscaped areas.</p>
<p><b>Policy ES-7.3:</b> Pollution and Flow Impacts. Ensure that surface and groundwater quality impacts are reduced through development review and voluntary efforts.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project includes features to reduce surface flows and water quality impacts.</p>
<p><b>Policy ES-7.6:</b> Other Water Sources. Encourage the research of other water sources, including water reclamation.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by</p>	<p><b>Consistent.</b> The Project will incorporate the use of district-provided recycled water, on-site treated grey water, storm water and rainfall collection and reuse; and use of drought-tolerant and native landscape materials.</p>

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	reference to an external and uniform benchmark or criterion that is currently knowable.	
<p><b>ES-7.9.1: Water Conservation Measures.</b> Implement water conservation measures and encourage the implementation of voluntary water conservation measures from the City’s water retailers and SCVWD.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> Storm water requirements mandate treating 100% of the storm water runoff with Low Impact Development (LID) measures. These measures will include rainwater harvesting, re-use, infiltration, biotreatment, and green roofs. The Project will be plumbed to accept recycled water and accommodate the planned public recycled water system.</p>

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<b>Health and Safety Element</b>		
<p><b>Goal HS-8:</b> Minimize noise impacts on the community and maintain a compatible noise environment for existing and future land uses.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> As part of the implementation of Goal HS-8 and of the above policies, in particular Policy HS-8.1, Land Use Decision Evaluation, the City of Cupertino has identified compatible noise levels for various types of land uses. Properties adjacent to N. Wolfe Road and Stevens Creek Boulevard fall within the 70 dBA CNEL contour, identified in the General Plan, as do properties proximate to I-280. Approximately half of the Project site is within a 70 dBA or 65 dBA CNEL contour. The southwestern portion of the Project site is within a 60 dBA CNEL contour. Cupertino has adopted the State of California Guidelines for Land Use Compatibility for Community Noise Environments. With the implementation of Applicant Proposed Measures, impacts will be less than significant. The Project provides for development that will be compatible with these standards.</p>
<b>Infrastructure Element</b>		
<p><b>Goal INF-4:</b> Implement best practices in stormwater management to reduce demand on the stormwater network, reduce soil erosion, and reduce pollution into reservoirs and the Bay.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will result in the replacement of primarily impervious surface with the green roof and other landscape areas. Rain water will be cleaned, and to the fullest extent possible, collected and reused within the Project site for irrigation. Rainfall on the podium area and private roads will be diverted to one of the regional retention vaults, and will be treated and reused through media filtration. This will result in a decrease of flow, volume and duration of peak flow to the public storm drain system.</p>
<b>Housing Element</b>		
<p><b>Goal HE-1:</b> An adequate supply of residential units for all economic segments</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p>The Project will ensure that the City is providing an adequate supply of residential units for all economic segments. By providing approximately 1200 affordable units, the Project will vastly exceed the City's below moderate RHNA targets. The 360 very low income units will fulfill 101% of the City's remaining Regional Housing Needs Allocation (RHNA) for the current cycle, which ends in 2022. The 840 low income units will fulfill 406% of the City's remaining RHNA for the current cycle and likely for future cycles as well.</p>
<p><b>Policy HE-1.1:</b> Provision of</p>	<p><b>Not required.</b> The</p>	<p><b>Consistent.</b> The Project site is identified as a</p>

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<p>Adequate Capacity for New Construction Need. Designate sufficient land at appropriate densities to accommodate Cupertino’s Regional Housing Needs Allocation of 1,064 units for the 2014-2022 projection period.</p>	<p>standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p>Priority Housing Element Site (Site A2) in the City’s General Plan Housing Element which allocates 389 units to the Project site “by right”.</p>
<p><b>Policy HE-1.2:</b> Housing Densities. Provide a full range of densities for ownership and rental housing.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project allows for a range of densities up to 35 dwelling units per acre.</p>
<p><b>Policy HE-1.3:</b> Mixed Use Development. Encourage mixed-use development near transportation facilities and employment centers.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> Residential, employment, retail/commercial, recreational, and entertainment uses are provided within the Project site. The Project site is located within a Transit Priority Area and facilitates access to existing transportation facilities like bus stop and access to the future BRT.</p>
<p><b>Policy HE-2.1</b> Housing Mitigation. Ensure that all new developments—including market-rate residential developments—help mitigate project-related impact on affordable housing needs.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> As noted for Goal HE-2, the Project is consistent with this policy because future projects must comply with the City’s BMR Housing Program. The Town Center will comply with the City’s Housing Mitigation Program by providing affordable housing on site.</p>
<p><b>Policy HE-2.2</b> Range of Housing Types. Encourage the development of diverse housing stock that provides a</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective</p>	<p><b>Consistent.</b> The Project will ensure that the City is providing an adequate supply of residential units for all economic segments. By providing approximately 1200 affordable units, the Project</p>

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<p>range of housing types (including smaller, moderate cost housing) and affordability levels. Emphasize the provision of housing for lower- and moderate-income households including wage earners who provide essential public services (e.g., school district employees, municipal and public safety employees, etc.)</p>	<p>judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p>will vastly exceed the City’s below moderate RHNA targets. The 360 very low income units will fulfill 101% of the City’s remaining Regional Housing Needs Allocation (RHNA) for the current cycle, which ends in 2022. The 840 low income units will fulfill 406% of the City’s remaining RHNA for the current cycle and likely for future cycles as well.</p>

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<p><b>HE-2.3.6:</b> Incentives for Affordable Housing Development. The City will continue to offer a range of incentives to facilitate the development of affordable housing. These include:</p> <ul style="list-style-type: none"> <li>▪ Financial assistance through the City’s Below Market-Rate Affordable Housing Fund (BMR AHF) and Community Development Block Grant (CDBG) funds</li> <li>▪ Partner with CDBG and/or support the funding application of qualified affordable housing developers for regional, state, and federal affordable housing funds, including HOME funds, Low Income Housing Tax Credits (LIHTC), and mortgage revenue bonds</li> <li>▪ Density bonus incentives (see Strategy 12)</li> <li>▪ Flexible development standards</li> <li>▪ Technical assistance</li> <li>▪ Waiver of park dedication fees and construction tax</li> <li>▪ Parking ordinance waivers</li> <li>▪ Expedited permit processing</li> </ul> <p>The City joined the Santa Clara County HOME Consortium so</p>	<p>Does not impose requirements on the Project.</p>	<p><b>Consistent.</b> Fifty percent, or approximately 1,200, of the units will be affordable, with approximately 360 units affordable to household earning 60% of the area median income (AMI) and 840 units affordable to households earning 80% AMI. This is an unprecedented percentage and total number of affordable units, vastly exceeding the 96 affordable units issued building permits in Cupertino since 2007.</p> <p>The Project implements this Housing Element strategy by providing affordable units at two income levels. The project utilizes certain City incentives for affordable housing creation, such as the density bonus, while not requiring financial assistance through the BMR AHF or CDBG funds.</p>



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<p>that HOME funds for eligible affordable housing projects within the City of Cupertino are available beginning federal fiscal year 2015.</p>		
<p><b>HE-2.3.7:</b> Density Bonus Ordinance. The City will encourage use of density bonuses and incentives, as applicable, for housing developments which include one of the following:</p> <ul style="list-style-type: none"> <li>▪ At least 5 percent of the housing units are restricted to very low income residents.</li> <li>▪ At least 10 percent of the housing units are restricted to lower income residents</li> <li>▪ At least 10 percent of the housing units in a for-sale common interest development are restricted to moderate income residents.</li> <li>▪ The project donates at least one acre of land to the city or county large enough for 40 very low income units; the land has the appropriate general plan designation, zoning, permits, approvals, and access to public facilities needed for such housing; funding has been identified; and other requirements are met.</li> </ul>	<p><b>Applicable.</b> Standards to qualify for a density bonus and incentives do not require subjective judgment and are based on uniformly verifiable criteria and thus are objective and applicable.</p>	<p><b>Consistent.</b> The Project will use the City’s density bonus ordinance to provide additional housing on the site, which will help address the City’s housing shortage. By providing 50% of the units affordable to at least 80% AMI households, the Project qualifies for a 35% density bonus and 3 concessions.</p>
<p><b>HE-4.1.2:</b> Sustainable Practices. The City will continue to</p>	<p>Any objective standards contained in the</p>	<p><b>Consistent.</b> The Project includes sustainability strategies and infrastructure design guidelines with</p>

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<p>implement the Landscape Ordinance for water conservation and the Green Building Ordinance (adopted in 2013) that applies primarily to new residential and nonresidential development, additions, renovations, and tenant improvements of ten or more units.</p> <p>To further the objectives of the Green Building Ordinance, the City will evaluate the potential to provide incentives, such as waiving or reducing fees, for energy conservation improvements at affordable housing projects (existing or new) with fewer than ten units to exceed the minimum requirements of the California Green Building Code. This City will also implement the policies in its climate action plan to achieve residential-focused greenhouse gas emission reductions and further these community energy and water conservation goals</p>	<p>Landscape Ordinance or Green Building Ordinance may apply to the Project.</p>	<p>the intent of maximizing energy and water conservation. The sustainability design goal is to achieve the highest level of certification from a globally recognized environmental sustainability certification program, such as LEED Platinum certification or its equivalency, which will include a requirement for recycled water for such purposes as irrigation, toilet flushing, and heating and cooling systems, among others. Examples of some of the conservation measures included in the Project include but are not limited to use of captured rain water, on-site grey water, and/or district-provided recycled water; and use of drought-tolerant and native landscape materials.</p>
<p><b>Policy HE-10:</b> Energy and Water Conservation. Encourage energy and water conservation in all existing and new residential development.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> Energy efficiency and water conservation will be achieved through factors including each building's green roof which will reduce urban heat island effect, minimize water run-off, minimize water and air quality impacts, improve energy efficiency of the buildings, and promote bio-diversity. Project features to meet the water demand by including the use of captured rain water, on-site grey water, and/or district-provided recycled water; and use of drought-tolerant and native landscape materials.</p>
<p><b>Mobility Element</b></p>		
<p><b>Policy M-2:</b> Street Design. Adopt and maintain street design standards to optimize mobility for all transportation modes including automobiles,</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public</p>	<p><b>Consistent.</b> The Project includes a street network hierarchy, including: Retail and Entertainment Streets; Office Streets; Capillary Streets; Perimeter Streets; and Municipal Streets. The classification relates to the location and to the function of the</p>

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walking, bicycling and transit.	official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.	street system and all accommodate vehicles and transit traffic, pedestrian sidewalks, and bike routes.
<p><b>Policy M-2.2:</b> Adjacent Land Use. Design roadway alignments, lane widths, medians, parking and bicycle lanes, crosswalks and sidewalks to complement adjacent land uses in keeping with the vision of the Planning Area. Strive to minimize the adverse impacts and expand alternative transportation options for all Planning Areas (Special Areas and Neighborhoods). Improvement standards shall also consider the urban, suburban and rural environments found within the city.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project establishes a street hierarchy and provides cross sections that identify the characteristics for type of street that is appropriate for the adjacent land uses. The Project envisions a traditional neighborhood layout connecting the community (internally and externally) to walkable, pedestrian and bike-friendly streets through a variety of paths, plazas and other public spaces, arranged in accordance with the principles of transect planning. The two plazas will be centers of activity in the Project site.</p>
<p><b>Policy M-3.2:</b> Development. Require new development and redevelopment to increase connectivity through direct and safe pedestrian connections to public amenities, neighborhoods, shopping and employment destinations throughout the city.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will provide pedestrian pathways throughout the Project site and provide existing and planned connections external to the Project site.</p>
<p><b>Policy M-3.3:</b> Pedestrian and Bicycle Crossings. Enhance pedestrian and bicycle crossings and pathways at key locations across physical barriers such as creeks, highways and road barriers.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project will be designed to accommodate vehicle, pedestrian, and bike traffic at key locations.</p>

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<p><b>Policy M-3.4:</b> Street Widths. Preserve and enhance citywide pedestrian and bike connectivity by limiting street widening purely for automobiles as a means of improving traffic flow.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project is consistent with this policy because the Project site’s internal street network is designed to accommodate vehicular, transit, pedestrian, and bicycle movement. Implementation of the Project will not involve any street widening purely for automobiles.</p>
<p><b>Policy M-3.6:</b> Safe Spaces for Pedestrians. Require parking lots to include clearly defined paths for pedestrians to provide a safe path to building entrances.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> Entries and stairwells for parking structures will be located adjacent to streets or plaza access points. Parking structure entries will be designed to be visually open, and promote a sense of security. All garages will have clearly identified entry points with wayfinding signage as a part of the Master Sign Program. The Project also identifies that lighting in the Project site is intended to help to create a safe environment for pedestrians and cars (e.g., street lighting, surface and garage parking lighting).</p>
<p><b>Policy M-3.8:</b> Bicycle Parking. Require new development and redevelopment to provide public and private bicycle parking.</p>	<p><b>Applicable.</b> The requirement to include bicycle parking does not require subjective judgment and is based on uniformly verifiable criteria and thus is objective and applicable.</p>	<p><b>Consistent.</b> The Project will provide publicly accessible and private bicycle parking.</p>
<p><b>Goal M-6:</b> Promote innovative strategies to provide efficient and adequate vehicle parking.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> One of the objectives of the Project is to provide adequate parking and vehicular access, compatible with a high-quality “town center” environment, that meet the needs of future visitors, employees, and residents, while encouraging the use of transit, bicycle, and other alternative modes of transportation.</p>
<p><b>Policy M-6.2:</b> Off-Street Parking. Ensure new off-street parking is properly designed and efficiently used.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public</p>	<p><b>Consistent.</b> The Project site will include below grade, above grade, and street level parking. The majority of the parking spaces in the Project site will be located in underground parking structures. The Town Center establishes a street hierarchy that</p>

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	official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.	directs vehicles to the parking garages efficiently, reducing conflicts with pedestrians and bicyclists on the at-grade street network.
<p><b>Policy M-8.5:</b> Design of New Developments. Encourage new commercial developments to provide shared office facilities, cafeterias, daycare facilities, lunchrooms, showers, bicycle parking, home offices, shuttle buses to transit facilities and other amenities that encourage the use of transit, bicycling or walking as commute modes to work. Provide pedestrian pathways and orient buildings to the street to encourage pedestrian activity.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project is consistent with this policy because of all the noted items in this policy are either a part of the Project or are permitted by the Project. For example, the horizontally- and vertically-integrated Town Center includes a mix of uses including retail, dining, entertainment, recreation, offices, housing, open space, and public amenities located with a community setting with pedestrian and bicycle pathways.</p>
<p><b>Policy M-9.3:</b> Street Width. Except as required by environmental review for new developments, limit widening of streets as a means of improving traffic efficiency and focus instead on operational improvements to preserve community character.</p>	<p><b>Not required.</b> The standard is not objective because it involves personal or subjective judgment by a public official and is not uniformly verifiable by reference to an external and uniform benchmark or criterion that is currently knowable.</p>	<p><b>Consistent.</b> The Project identifies that streets will vary in width and configuration based on localized circulation requirements.</p>
<b>Recreation, Parks, and Community Services Element</b>		
<p><b>Policy RPC-1.2:</b> Parkland Standards. Continue to implement a parkland acquisition and implementation program that provides a minimum of three acres per 1,000 residents.</p>	<p><b>Applicable.</b> The parkland acquisition requirements do not require subjective judgment and are based on uniformly verifiable criteria and thus are objective and applicable.</p>	<p><b>Consistent.</b> The Project exceeds the City’s park standards. Based on the City’s average household size of 2.83 in the proposed 2400 units, the Project will generate the need for 12.96 acres of parkland. The Project includes up to 26 acres of publicly-accessible open space, including 4 acres of at-grade park space and two plazas, and 14 to 22 acres of publicly accessible green roofs on all blocks connected by bridges (final amount depends on tenant needs). As such, the Project complies with (and exceeds) the General Plan park standard.</p>

**Table B-2: Consistency with Objective Standards in Cupertino Municipal Code**

Cupertino Municipal Code Provision	Applicability	Vallco Town Center Project Consistency
<b>Health and Sanitation, Title 9</b>		
<b>Chapter 9.18: Stormwater Pollution Prevention and Watershed Protection</b>		
<p><b>9.18.090 Stormwater Pollution Prevention Plan (SWPPP).</b></p> <p>A stormwater pollution prevention plan (SWPPP) shall be prepared and made available at any construction project that is subject to the State Construction Stormwater NPDES General permit. The SWPPP shall be written by a Qualified SWPPP Developer, as defined in the current State NPDES Stormwater Construction General permit. At minimum, the SWPPP shall address the following six BMP categories to implement year-round, seasonally appropriate control measures: (1) erosion control, (2) run-on and runoff control, (3) sediment control, (4) active treatment systems, (5) good site management, and (6) non-stormwater management.</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project will have a “Qualified SWPPP Developer” prepare and make available a Stormwater Pollution Prevention Plan prior to construction activities. The SWPPP will be filed with the State Water Resources Control Board and remain active through the entire duration of construction. Appendix C provides further information regarding water quality measures.</p>
<p><b>9.18.100 Permanent Stormwater Measures Required for Development and Redevelopment Projects.</b></p> <p>A. All applicants for permits pertaining to the planning, design, and construction of new development and redevelopment projects shall design and incorporate treatment measures to minimize both soluble and insoluble stormwater runoff pollution and to prevent increases in runoff flows for the life of the project. Projects incorporating these permanent stormwater treatment measures (BMPs) shall utilize guidance and standards from the current SCVURPPP C.3. Stormwater</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,”</p>	<p><b>Consistent.</b> The Project will comply with all applicable objective standards. Permanent stormwater BMP measures will be sized and installed to meet C.3 requirements to ensure all of the stormwater runoff landing within the project boundary is treated prior to discharging to the City system. The stormwater BMP measures will include, but not limited to, rainwater harvesting, green roofs, and maximizing landscaped areas.</p>

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<p>Handbook. Permanent treatment measures (BMPs) shall be designed according to the numeric sizing criteria in Provision C.3.d of the Permit. Any new and redevelopment projects that are subject to the City's review and approval shall meet all requirements in Provision C.3. of the City's Municipal Regional Stormwater NPDES Permit.</p> <p>B. Site Design and Source Control BMP Requirements. All development and redevelopment projects shall include permanent site design and source control BMPs in order to reduce the water quality impacts of stormwater runoff from the site for the life of the project.</p> <p>C. Stormwater Treatment Requirements for Regulated Development and Redevelopment Projects. [detailed subdivisions omitted]</p>	<p>those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	
<p><b>9.18.160 Agreement to Maintain Stormwater Treatment Systems and Best Management Practices.</b></p> <p>A. Prior to the issuance of any building permit for a Regulated Project, the owner(s) of the site shall enter into a formal written Stormwater Treatment Systems Operation and Maintenance Agreement with the City. The City shall record this agreement, against the property or properties involved, with the County of Santa Clara and it shall be binding on all subsequent owners of land served by the stormwater treatment systems and best management practices.</p> <p>B. The Stormwater Treatment Systems Operation and Maintenance Agreement shall require that the stormwater treatment system(s) or HM Control (if any) BMPs not be modified and that maintenance activities not alter the designed function of the facility treatment</p>	<p><b>Not required</b> to the extent an agreement is negotiated and thus not verifiable against knowable and objective criteria.</p>	<p><b>Consistent.</b> The project applicant will enter into a written Stormwater Treatment Systems Operation and Maintenance Agreement with the City. This agreement will be filed with the City of Cupertino and will ensure the regular maintenance and the effectiveness of the permanent stormwater treatment measures associated with the development.</p>

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<p>system or HM Control (if any) from its original design unless the Public Works Director has provided written certification that the requirements of this chapter have been satisfied prior to the commencement of the proposed modification or maintenance activity.</p> <p>C. The Stormwater Treatment Systems Operation and Maintenance Agreement shall provide that in the event that maintenance or repair is neglected, or the stormwater treatment facility becomes a danger to public health or safety, the City shall have the authority to perform maintenance and/or repair work and to recover the costs from the owner.</p> <p>D. The owner shall provide the City with three signed copies of the recorded Stormwater Treatment System Operation and Maintenance Agreement.</p> <p>E. The agreement shall provide access to the extent allowable by law for representatives of City, the local vector control district, and the Regional Water Quality Control Board, strictly for the purposes of performing operation and maintenance inspections of the installed stormwater treatment systems and/or HM controls (if any).</p> <p>F. Any property owner party to a Stormwater Treatment Systems Operation and Maintenance Agreement shall, upon transferring ownership of such property, provide the new owner(s) with a current copy of this chapter, and shall inform the new owners in writing of their obligation to properly operate and maintain such facilities.</p>		
<b>Title 10: Public Peace, Safety, and Morals</b>		
<b>Chapter 10.48: Community Noise Control</b>		
<b>10.48.053 Grading, Construction</b>	Generally applicable objective	<b>Consistent.</b> The Project will adhere to



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<p><b>and Demolition.</b></p> <p>A. Grading, construction and demolition activities shall be allowed to exceed the noise limits of Section 10.48.040 during daytime hours; provided, that the equipment utilized has high-quality noise muffler and abatement devices installed and in good condition, and the activity meets one of the following two criteria:</p> <ol style="list-style-type: none"> <li>1. No individual device produces a noise level more than eighty-seven dBA at a distance of twenty-five feet (7.5 meters); or</li> <li>2. The noise level on any nearby property does not exceed eighty dBA.</li> </ol> <p>B. Notwithstanding Section 10.48.053A, it is a violation of this chapter to engage in any grading, street construction, demolition or underground utility work within seven hundred fifty feet of a residential area on Saturdays, Sundays and holidays, and during the nighttime period, except as provided in Section 10.48.030.</p> <p>C. Construction, other than street construction, is prohibited on holidays, except as provided in Sections 10.48.029 and 10.48.030.</p> <p>D. Construction, other than street construction, is prohibited during nighttime periods unless it meets the nighttime standards of Section 10.48.040.</p> <p>E. The use of helicopters as a part of a construction and/or demolition activity shall be restricted to between the hours of nine a.m. and six thirty p.m. Monday through Friday only, and prohibited on the weekends and holidays. The notice shall be given at least twenty-four hours in advance of said usage. In cases of emergency, the twenty-four</p>	<p>standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p>construction noise limits. <b>Appendix C</b> provides further information regarding noise reduction measures.</p>

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hour period may be waived.		
<p><b>10.48.055 Motor Vehicle Idling.</b></p> <p>Motor vehicles, including automobiles, trucks, motorcycles, motor scooters and trailers or other equipment towed by a motor vehicle, shall not be allowed to remain in one location with the engine or auxiliary motors running for more than three minutes in any hour, in an area other than on a public right-of-way, unless:</p> <p>A. The regular noise limits of Section 10.48.040 are met while the engine and/or auxiliary motors are running; or</p> <p>B. The vehicle is in use for provision of police, fire, medical, or other emergency services.</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project will comply with motor vehicle idling limitations during all construction activities.</p>
<b>Title 13: Parks</b>		
<b>Chapter 13.08 Park Land Dedication Fee</b>		
<p><b>13.08.050 Park Land Dedication.</b></p> <p>A. Where the City determines that a park or recreational facility is to be located in whole or in part within the proposed development, land sufficient in topography and size shall be dedicated per the formula below.</p> <p>Park land dedication/DU = (Average number of persons/DU) x (Park Acreage Standard)/1000 persons</p> <p>B. The Park Acreage Standard is three acres of property for each one thousand persons.</p> <p>C. Park land dedication based on development density: Table 13.08.050 indicates the average park land dedication required per</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,”</p>	<p><b>Consistent.</b> The Project exceeds the City’s park land dedication standards. Based on the City’s average household size of 2.83 in the proposed 2400 units, the Project will generate the need for 12.96 acres of parkland. The Project includes up to 26 acres of publicly-accessible open space, including 4 acres of at-grade park space and two plazas, and 14 to 22 acres of publicly accessible green roofs on all blocks connected by bridges (final amount depends on tenant needs). As such, the Project complies with (and exceeds) the General Plan park standard.</p>

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dwelling unit based on development density per the formula above (Section 13.08.050.A).	those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).	
<p><b>13.08.100 General Procedures.</b></p> <p>A. At the time of approval of the dwelling units, the approval authority shall determine whether a park land dedication or a fee in lieu thereof is required unless a park land dedication or fee has already been provided.</p> <p>B. At the time of building permit application, land shall be dedicated to the City or the fee in lieu thereof shall be paid.</p> <p>C. Open space covenants for private park or recreational facilities shall be submitted to the City prior to approval of the building permits and shall be recorded simultaneously with the issuance of final occupancy.</p> <p>D. If park land dedication is required, the design of the park shall be reviewed and approved and construction shall be completed prior to occupancy of the development.</p>	Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).	<b>Consistent.</b> The Project will satisfy procedural requirements, although any design review of the two plazas is inapplicable because such review is not based on objective standards.
<b>Title 14: Streets, Sidewalks and Landscaping</b>		
<b>Chapter 14.02: Transportation Impact Fee (TIF) Program</b>		
<p><b>14.02.040 Applicability.</b></p> <p>Except as otherwise expressly provided by this chapter, the TIF required hereunder shall be payable prior to building permit issuance, for all new development, additions to existing structures, changes in land use within the city for which building permits or other entitlements are required, consistent with the authority provided under this chapter.</p> <p>Any increase in square footage and/or change in land use or development type shall pay the</p>	Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria	<b>Consistent.</b> The Project applicant will pay any required fee pursuant to Chapter 14.02.

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<p>established applicable fee rate on the new use based on the net increase.</p>	<p>other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	
<b>Chapter 14.04: Street Improvements</b>		
<p><b>14.04.020 Application.</b>  <b>14.04.030 General purpose and intent.</b>  <b>14.04.040 Requirements–General.</b>  <b>14.04.050 Dedication–Time–Purpose.</b>  <b>14.04.060 In-lieu payments and deferred agreements.</b>  <b>14.04.070 In-lieu payments–Purpose Deferral of payments by the City.</b>  <b>14.04.080 Deferred agreements–Purpose–Deferral of improvements by the City.</b>  <b>14.04.090 Interim street improvement–Certain areas–Purpose.</b>  <b>14.04.100 Credit–Purpose.</b>  <b>14.04.110 Improvements installed prior to permit–Imposition of street improvement reimbursement charges, cost of land and interest.</b>  <b>14.04.120 Rules and regulations.</b>  <b>14.04.125 Rules and regulations for installation, modification or removal of traffic diverters.</b>  <b>14.04.130 Dedication–Requirements.</b>  <b>14.04.140 Required improvement and dedication as determined by class of street.</b>  <b>14.04.150 Credits–Prior improvements.</b></p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project will comply with all applicable street improvement requirements in Chapter 14.04.</p>

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<p><b>14.04.160</b> Preceding permit–Conditions.</p> <p><b>14.04.170</b> Installation agreement–Bond–Other security</p> <p><b>14.04.175</b> Reimbursement agreement.</p> <p><b>14.04.176</b> Disposition of street improvement reimbursement charge revenues.</p> <p><b>14.04.180</b> Payment in lieu of improvement–Schedule.</p> <p><b>14.04.190</b> Checking, inspection and other fees.</p> <p><b>14.04.200</b> Standard specifications.</p> <p><b>14.04.210</b> Street and highway widths.</p> <p><b>14.04.220</b> Legal description required.</p> <p><b>14.04.230</b> Exceptions.</p>		
<b>Chapter 14.05: Park Maintenance Fee</b>		
<p><b>14.05.040 Requirements–General.</b></p> <p>Any person who proposes to erect or construct any building or structure for which a building permit is required by the City, or who seeks a use permit or architectural and site approval from the City, must pay a fee, as determined under the provisions of this chapter, for the establishment, maintenance and rehabilitation of parks and recreation facilities within the City. Said fee shall be a condition precedent to the issuance of any required building permit, planned development permit, use permit, or architectural approval.</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project applicant will pay any required fee pursuant to Chapter 14.05.</p>

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<b>Chapter 14.12: Trees</b>		
<p>14.12.030 Responsibility.</p> <p>14.12.040 Enforcement.</p> <p>14.12.050 Master street tree list.</p> <p>14.12.060 Planting specifications.</p> <p>14.12.070 Public tree management.</p> <p>14.12.080 Prohibited acts.</p> <p>14.12.090 Public utilities–Tree trimming permit.</p> <p>14.12.100 Replacement tree–Deposit.</p> <p>14.12.110 Nuisance–Liability.</p> <p>14.12.120 Condition for development or building permit.</p> <p>14.12.130 New street tree costs and public tree damage or removal fee schedules.</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project will comply with all applicable requirements regarding trees in Chapter 14.12.</p>
<b>Chapter 14.15: Landscape Ordinance</b>		
<p>14.15.010. Intent.</p> <p>14.15.020. Applicability.</p> <p>14.15.030. Definitions.</p> <p>14.15.040. Prescriptive Compliance Option.</p> <p>14.15.050. Landscape Documentation Package.</p> <p>14.15.060. Water-Efficient Design Elements.</p> <p>14.15.070. Water Budget Calculation.</p> <p>14.15.080. Soil Analysis.</p> <p>14.15.090. Recycled Water.</p> <p>14.15.100. Graywater Systems.</p> <p>14.15.110. Irrigation Schedule.</p> <p>14.15.120. Landscape and Irrigation Maintenance Schedule.</p> <p>14.15.130. Landscape and</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are</p>	<p><b>Consistent.</b> The Project will comply with all applicable Landscape Ordinance requirements in Chapter 14.15.</p>

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<p><b>Irrigation Installation Report.</b></p> <p><b>14.15.140. Landscape Maintenance Agreement.</b></p> <p><b>14.15.150. Audit of Existing Landscapes Larger Than One Acre.</b></p>	<p>inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	
<b>Chapter 14.18: Protected Trees</b>		
<p><b>14.18.030 Actions Prohibited</b></p> <p><b>14.18.050 Protected Trees</b></p> <p><b>14.18.060 Plan of Protection</b></p> <p><b>14.18.100 Recordation</b></p> <p><b>14.18.110 Application and Approval Authority for Tree Removal Permit</b></p> <p><b>14.18.120 Action by Director</b></p> <p><b>14.18.130 Notice and Posting</b></p> <p><b>14.18.140 Tree Management Plan</b></p> <p><b>14.18.150 Exemptions</b></p> <p><b>14.18.160 Tree Replacement</b></p> <p><b>Table 14.18.160A - Replacement Tree Guidelines</b></p> <p><b>14.18.180 Review, Determination and Findings</b></p> <p><b>14.18.200 Protection During Construction</b></p> <p><b>14.18.210 Protection Plan Before Demolition, Grading or Building Permit Granted</b></p> <p><b>Appendix A - Standards for the Protection of Trees During Grading and Construction Operations</b></p>	<p>Mix of objective and subjective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project will comply with protected tree requirements.</p> <p>As described in <b>Appendix E – Arborist Report</b>, the tree population percentages of coast redwood and Shamel ash are far too high for a stable urban forest situation, which would typically include using a larger number of tree genera and species to guard against pest and disease outbreaks (and abiotic issues such as drought conditions) that could potentially wipe out a large percentage of the tree population.</p> <p>Notwithstanding, the Project will retain most of the existing trees located on North Wolfe Road, Stevens Creek Boulevard, and the landscaped buffer along the western perimeter of the project site. The Project will also incorporate more than 1,000 new trees (more than 2 for every 1 removed), all of which will be native or drought tolerant species. For trees that will be retained, the standards for protection of trees during grading and construction operations will be followed.</p>
<b>Chapter 14.24: Underground Utilities – New Developments</b>		
<p><b>14.24.030 Required.</b></p> <p>A. All utility distribution facilities, including but not limited to electric communication and cable television lines, installed in and for the purpose of supplying service to any new development area within the City, shall be placed underground from the date the ordinance codified herein takes effect; except in cases specified in Sections 14.24.040</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or</p>	<p><b>Consistent.</b> All utility distribution facilities for the Project will be installed underground.</p>



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<p>through 14.24.080.</p> <p>B. The developer shall be responsible for complying with the requirements of this chapter and other related ordinances and regulations of the City, and shall make the necessary arrangements with the utility companies involved for the installation of said facilities.</p>	<p>proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	
<p><b>Title 16: Buildings and Construction</b></p>		
<p><b>Chapter 16.72: Recycling and Diversion of Construction and Demolition Waste</b></p>		
<p><b>16.72.040 Diversion Requirement.</b></p> <p>A. Applicants for any covered project are required to recycle or divert at least sixty-five percent (65%), or meet the amounts, criteria and requirements specified in the applicable California Green Building Standards Code, whichever is more restrictive, of all materials generated for discard by the project.</p> <p>B. If an Applicant for a Covered Project experiences circumstances that the Applicant believes make it impossible to comply with the Diversion Requirement, the Applicant shall submit written justification with the Waste Management Plan. The Director of Public Works will determine, in writing, whether any diversion requirements shall be waived in whole or in part on grounds of impracticability or impossibility.</p>	<p>Applicable objective standard.</p>	<p><b>Consistent.</b> The Project will divert at least 65% of all materials generated for discard during demolition and construction activities.</p>
<p><b>16.72.050 Information Required Before Issuance of Permit.</b></p> <p>Every applicant shall submit a properly completed “Waste Management Plan” on a form approved by the Public Works Director, as a portion of the building or demolition permit application process for a covered project.</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and</p>	<p><b>Consistent.</b> The Project applicant will submit a Waste Management Plan pursuant to the applicable requirements.</p>



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<p>A. The vendor that the applicant proposes to use to haul the materials must be consistent with the franchise currently in effect pursuant to the provisions of Chapter 6.24;</p> <p>B. Approval by the Director of Public Works, or designee, of the Waste Management Plan as complying with the applicable California Green Building Standards Code shall be a condition precedent to the issuance of any building or demolition permit for a covered project.</p>	<p>knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	
<p><b>16.72.060 Administrative Fee.</b></p> <p>As a condition precedent to the issuance of any building or demolition permit for a covered project, the applicant shall pay to the City any required deposit and any required application fee as set forth in the municipal fee schedule.</p>	<p>Applicable objective standard.</p>	<p><b>Consistent.</b> The Project applicant will pay any required deposit and application fee.</p>
<p><b>16.72.070 Reporting.</b></p> <p>Within 60 days after the completion of any covered project, the applicant shall submit to the Public Works Director or designee a construction and demolition debris recycling report, demonstrating that the applicant has met the diversion requirement for the project. Failure to comply with the reporting requirement may delay approval of the final inspection or the recovery of any bond or deposit held by the city.</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project applicant will submit a demolition debris recycling report within 60 days of the completion of any covered project.</p>
<p><b>Title 18: Subdivisions</b></p>		

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<b>Chapter 18.16: Subdivision Maps, Article I: Tentative Subdivision Maps</b>		
<p><b>18.16.010 Form and Contents.</b></p> <p>The tentative map shall be prepared in a manner acceptable to the Department of Community Development, shall be prepared by a registered civil engineer or licensed surveyor, and shall be accompanied by those data and reports required by the Department of Community Development.</p>	<p>Generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The tentative map for the Project has been prepared by a registered civil engineer and contains the data and reports normally required by the Department of Community Development. To the extent the form or data requested by the City are not published and adopted by ordinance or resolution, such requirements are not objective standards.</p>
<p><b>18.16.040 Action of Community Development Director–Notice of Public Hearings.</b></p> <p>A. Upon receipt of a valid application, the Director of Community Development shall set the matter for public meeting. At least ten calendar days before the public meeting, he or she shall cause notice to be given of the time, date and place of the meeting including a general explanation of the matter to be considered and a general description of the area affected, and the street address, if any, of the property involved.</p> <p>B. The notice shall be published at least once in a newspaper of general circulation, published and circulated in the City.</p> <p>C. In addition to notice by publication, the City shall give notice</p>	<p>Combination of subjective standards and generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are</p>	<p><b>Consistent.</b> SB 35 mandates a ministerial and streamlined process based on objective standards. Typically ministerial actions are not subject to a public hearing. If a public hearing is held, any action may be based only on objective standards.</p>

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<p>of the meeting by mail or delivery to all persons, including businesses, corporations or other public or private entities, shown on the last equalized assessment roll as owning real property within three hundred feet of the property which is the subject of the proposed changes.</p> <p>D. In addition, in the case of a proposed conversion of residential real property to a condominium project, community apartment project or stock cooperative project, notice shall be given as required by Government Code Section 66451.3(d).</p> <p>E. In addition, notice shall be given by first class mail to any person who has filed a written request with the Department of Community Development. The City may impose a reasonable fee on persons requesting such notice for the purpose of recovering the cost of such mailing.</p> <p>F. Substantial compliance with these noticing provisions shall be sufficient and a technical failure to comply shall not affect the validity of any action taken pursuant to the procedures set forth in this chapter.</p> <p>G. The Planning Commission shall recommend approval, conditional approval or denial of the tentative map and shall report its decisions to the City Council and the subdivider within fifty days after the tentative map has been filed, unless the project requires an Environmental Impact Report or Negative Declaration.</p>	<p>inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	

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<p><b>18.16.050 Action of Planning Commission—Recommending Approval—Required Findings.</b></p> <p>A. In approving or conditionally approving the tentative subdivision map, the Planning Commission shall find that the proposed subdivision, together with its provisions for its design and improvements, is consistent with applicable general or specific plans adopted by the City.</p> <p>B. The Planning Commission may modify or delete any of the conditions of approval recommended in the Department of Community Development's report, except conditions required by City ordinance, related to public health and safety or standards required by the City Engineer, or add additional requirements as a condition of its approval.</p> <p>C. If no action is taken by the Planning Commission within the time limit as specified, the tentative map as filed shall be deemed to be approved, insofar as it complies with other applicable provisions of the Map Act and other applicable case law, this title or other City ordinances, and it shall be the duty of the City Clerk to certify the approval.</p> <p>D. This provision does not apply to condominium projects or stock cooperatives which consist of the subdivision of air space in an existing structure unless new units are to be constructed or added.</p> <p>(Ord. 2085, § 2 (part), 2011; Ord. 1384, Exhibit A (part), 1986)</p> <p><b>18.16.060 Action of Planning Commission—Recommending Denial upon Certain Findings.</b></p> <p>A. The tentative subdivision map may be recommended for denial by the Planning Commission on any of</p>	<p>The requirement to seek discretionary approval does not apply pursuant to SB 35, which mandates a “ministerial” approval. Discretionary approval involves personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> If approval of the Planning Commission is required, it “shall not in any way inhibit, chill, or preclude the ministerial approval provided by” SB 35 and must be based on objective standards that are uniformly verifiable by reference to an external and uniform benchmark pursuant to Gov. Code § 65913.4(a)(5), (c). Although the denial findings in 18.16.060 are subjective because they require judgment by decision-makers and thus are not applicable, none of those findings can be made: the map and the Project are consistent with the general plan; the site is physically suitable for the Project; the site is physically suitable for the Project’s density (as confirmed by the General Plan); the Proposed project is not likely to cause substantial environmental damage; the Project will not cause serious public health problems; and the Project will not conflict with public easements, or if there is conflict, alternative easements will be provided that are substantially equivalent to existing easements.</p>

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<p>the grounds provided by City ordinances or the State Subdivision Map Act.</p> <p>B. The Planning Commission shall deny approval of the tentative map if it makes any of the following findings:</p> <ol style="list-style-type: none"> <li>1. That the proposed map is not consistent with applicable general and specific plans;</li> <li>2. That the design or improvement of the proposed subdivision is not consistent with applicable general and specific plans;</li> <li>3. That the site is not physically suitable for the type of development;</li> <li>4. That the site is not physically suitable for the proposed density of development;</li> <li>5. That the design of the subdivision or the proposed improvements are likely to cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat; provided, however, the City may approve a tentative subdivision map if an environmental impact report was prepared with respect to the proposed subdivision and detailed findings were made pursuant to Public Resources Code Section 21081(a)(3) that specific economic, social, or other considerations make infeasible the mitigation measure or project alternatives identified in the environmental impact report;</li> <li>6. That the design of the subdivision or the type of improvements is likely to cause serious public health problems;</li> <li>7. That the design of the subdivision or the type of improvements will conflict with easements acquired by the public at large for access through or use of property within the proposed</li> </ol>		

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<p>subdivision. In this connection, the governing body may approve a map if it finds that alternate easements for access or for use will be provided, and that these will be substantially equivalent to ones previously acquired by the public. This subsection shall apply only to easements of record or to easements established by judgment of a court of competent jurisdiction and no authority is hereby granted to a legislative body to determine that the public at large has acquired easements for access through or use of property within the proposed subdivision. This provision does not apply to condominium projects or stock cooperatives which consist of the subdivision of air space in an existing structure unless new units are to be constructed or added.</p>		
<p><b>18.16.070 Action of City Council.</b></p> <p>If a tentative map is recommended for approval or denial by the Planning Commission, the Department of Community Development shall make a written report to the City Council. This report shall be placed on the City Council agenda at the next regular meeting following receipt of the report, unless the subdivider consents to a continuance. The Council may review the map and the conditions imposed by the Planning Commission. The City Council may deny the tentative map on any of the grounds contained in Section 18.16.060.</p>	<p>The requirement to seek discretionary approval does not apply pursuant to SB 35, which mandates a “ministerial” approval. Discretionary approval involves personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are</p>	<p><b>Consistent.</b> If approval of the tentative map by the Planning Commission and City Council is required, it “shall not in any way inhibit, chill, or preclude the ministerial approval provided by” SB 35 and must be based on objective standards that are uniformly verifiable by reference to an external and uniform benchmark pursuant to Gov. Code § 65913.4(a)(5), (c).</p>

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	inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).	
<b>Zoning, Title 19</b>		
Chapter 19.48: Fences		
<p><b>19.48.020 Fence Location and Height for Zones Requiring Design Review.</b></p> <p><b>19.48.030 Fence Location and Height for Zones Not Requiring Design Review.</b></p> <p><b>Table 19.48.030 sets forth the rules and regulations pertaining to fences in zones where design review is not required.</b></p> <p>[specific height, location, and other regulations omitted]</p>	<p>Most of the standards relating to fences are subjective because they require the exercise of subjective judgment. For example, Table 19.48.030 requires heightened requirements “if the Director of Community Development determines that a proposed fence for is widely visible to public view and has the potential to create impacts on the visual character of an area.” Other examples include requirements in Section 19.48.020 to “acoustically isolate” noise and “ensure privacy,” without providing any objective criteria. To the extent Table 19.48.030 applies and includes some objective standards, those standards apply to the project. However, any standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,”</p>	<p><b>Consistent.</b> The green roof will include fences to ensure the safety of the public and residents accessing the roof. All fences will be designed to satisfy all applicable objective standards relating to fences.</p>

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	those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).	
<b>Chapter 19.56: Density Bonus</b>		
<p><b>19.56.010 Purpose.</b></p> <p><b>19.56.020 Eligibility for density bonus.</b></p> <p><b>19.56.030 Density bonus.</b></p> <p><b>19.56.040 Incentives or concessions, waivers and reduction of parking standards.</b></p> <p><b>19.56.050 General requirements.</b></p> <p>A. Affordable rental low and very low income units must remain affordable to low or very low income households, as applicable, for fifty-five (55) years or for a longer period of time if required by a construction or mortgage financing assistance program, mortgage insurance program, or rental subsidy program. Affordable for-sale moderate income units must remain affordable to moderate-income households for the duration required by Chapter 19.172, Below Market Rate Housing Program and implementing procedures and policies adopted by the City Council, or for a longer period of time if required by a construction or mortgage financing assistance program, mortgage insurance program, or subsidy program. Sales price for for-sale affordable very low, low, and moderate income units shall be set at affordable housing cost. Rents for affordable low and very low income rental units shall be set at an affordable level.</p> <p>B. The affordable dwelling units and land dedication that qualify a housing development for a density bonus may also be used to meet the below-market-rate housing provisions of the City's Residential</p>	<p>Applicable objective standards, to the extent that the CMC density bonus requirements are based on objective standards pursuant to Gov. Code § 65913.4(a)(5), (c) and do not exceed the State Density Bonus Law requirements described in Gov. Code § 65915 et seq., including Gov. Code § 65919(a)(2) (“A local government shall not condition the submission, review, or approval of an application pursuant to this chapter on the preparation of an additional report or study that is not otherwise required by state law”).</p>	<p><b>Consistent.</b> The Project will satisfy all applicable objective standards relating to qualification for a density bonus and concessions, as described in Section 7 of the Project Description.</p> <p>By providing 15% of the base density units to very low income households, the Project qualifies for a 35% density bonus and three concessions. Affordable units will be restricted via a recorded agreement with a term of at least 55 years. As described in Section 6 of the Project Description, the requested concessions will result in identifiable cost reductions, do not create any health or safety impacts, and are not contrary to state or federal law. No waivers of development standards are requested and, under SB 35, there are no minimum parking requirements.</p> <p>The Project has been designed to comply with the dispersal requirement, as affordable units are located throughout the Project. (The one area that is an exception is that the 623 density bonus units are geographically separate, as permitted by state law and CMC 19.56.030.F.7.) While the Project complies with this code provision, it is not obligated to under SB 35 because the requirement to be “dispersed throughout the project” is not objective because it involves personal judgment and there are no “uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal.” While no concession is needed, the Project Description nonetheless provides an explanation for why relief from a requirement to uniformly disperse would achieve cost reductions and thus would qualify for a</p>



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<p>Housing Mitigation Program, provided that the affordable units and land dedication comply with the requirements of both Chapter 19.56, Density Bonus, Chapter 19.172, Below Market Rate Housing Program; and implementing procedures and policies adopted by the City Council regarding the required number of affordable units, required level of affordability, and term of affordability so as to provide the greatest affordability to the most households for the longest term.</p> <p>C. Unless otherwise governed by other funding sources, to the extent consistent with fair housing laws, preferences for the affordable units will be given as specified in Chapter 19.172, Below Market Rate Housing Program, and implementing procedures and policies adopted by the City Council.</p> <p>D. An agreement shall be entered into between the developer and the City to ensure compliance with the provisions of this chapter and state law and shall include, without limitation the household type, number, location, size, affordability, and construction scheduling of all affordable units, and such information as shall be required by the City for the purpose of determining the developer's compliance with this chapter. For rental affordable very low and low income units, the agreement shall additionally contain, without limitation, provisions for certification of tenant incomes, reporting and monitoring of affordable units, and management and maintenance of affordable units.</p> <p>E. The agreement shall be recorded against the housing development prior to final or parcel map approval, or, prior to issuance of any building permits, whichever</p>		<p>concession.</p> <p>The site plan package contains all the information required by CMC § 19.56.060.</p>

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<p>occurs first, and shall be binding on all future owners and successors in interest.</p> <p>F. Affordable units in a project and phases of a project shall be constructed concurrently with or prior to the construction of market-rate units.</p> <p>G. Affordable units shall be provided as follows:</p> <ol style="list-style-type: none"> <li>1. Affordable units shall be dispersed throughout the project;</li> <li>2. Affordable units shall be identical with the design of any market rate rental units in the project with the exception that a reduction of interior amenities for affordable units will be permitted upon prior approval by the City Council as necessary to retain project affordability.</li> </ol> <p>H. Prior to the rental or sale of any affordable unit, the City or its designee, shall verify the eligibility of the prospective tenant or buyer. All affordable units shall be occupied by the household type that qualified the housing development for the density bonus and incentives or concessions.</p> <p>I. The City may establish fees for processing applications under this chapter and recovery of costs associated with the establishment and monitoring of affordable units.</p> <p><b>19.56.060 Application requirements.</b></p> <p><b>19.56.070 Findings.</b></p> <p>A. Before approving an application that includes a request for a density bonus, incentive or concession, waiver or reduction in parking standards, pursuant to this chapter, the decision-making body shall determine that the proposal is consistent with State Law by making the following findings, as applicable:</p>		

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<p>1. That the housing development is eligible for the density bonus requested and any incentives or concessions, waivers or reductions in parking standards requested.</p> <p>2. That all the requirements included in Section 19.56.030C have been met, if the density bonus is based all or in part on donation of land.</p> <p>3. [omitted]</p> <p>4. [omitted]</p> <p>5. That the requested incentive(s) or concession(s) will result in identifiable, financially sufficient, and actual cost reductions based upon the financial analysis and documentation provided by the applicant and the findings of the peer-reviewer, if incentive(s) or concession(s) are requested (other than mixed use development).</p> <p>6. That the proposed non-residential land uses within the proposed development will reduce the cost of the housing development and are compatible with the housing development and the existing or planned development in the area where the proposed development will be located, if an incentive or concession is requested for mixed use development.</p> <p>7. That the development standard(s) for which the waiver(s) are requested would have the effect of physically precluding the construction of the housing development with the density bonus and incentives or concessions permitted, if a waiver is requested.</p> <p>8. That all the applicable requirements in Section 19.56.040C have been met, if a reduction in off-street parking standards for an eligible housing development is</p>		

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<p>requested.</p> <p>B. If the findings required by subsection (A) of this section, as applicable, can be made, the decision-making body may deny an application for an incentive or concession or waiver requested pursuant to Section 19.56.040 only if one of the following written findings as applicable to each type of application, supported by substantial evidence:</p> <ol style="list-style-type: none"> <li>1. That the incentive or concession, or waiver would have an adverse impact on real property listed in the California Register of Historic Resources; or</li> <li>2. That the incentive or concession, or waiver would have a specific, adverse impact upon public health or safety or the physical environment, and there is no feasible method to satisfactorily mitigate or avoid the specific, adverse impact without rendering the residential project unaffordable to low and moderate income households. For the purpose of this subsection, "specific, adverse impact" means a significant, quantifiable, direct, and unavoidable impact, based on objective, identified, written public health or safety standards, policies, or conditions as they existed on the date that the application for the residential project was deemed complete; or</li> <li>3. That the incentive or concession, or waiver is contrary to state or federal law.</li> </ol> <p>C. An application for an incentive or concession may also be denied if the decision-making body makes the written finding, supported by substantial evidence, that the requested incentive or concession is not required to provide for affordable housing costs or</p>		

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affordable rents. D. [omitted]		
<b>Chapter 19.104: Signs</b>		
<p><b>19.104.130 Sign Program— Applicability, Requirements and Findings.</b></p> <p>A. Applicability.</p> <p>1. All developments in a commercial, office, industrial, institutional, or residential district, with four or more tenant spaces on the same parcel, shall adopt a comprehensive sign program to encourage creativity and ensure high quality in the design and display of multiple permanent signs.</p> <p>2. The adoption of a sign program shall be required at the time of the initial construction of a new project. Existing developments in the City which do not have a comprehensive sign program shall be required to adopt one when the first tenant in the project requests a change of face as defined in this title. Thereafter, all subsequent changes of face in the project shall be required to conform to the adopted program.</p> <p>B. Application requirements. On any commercial, office or industrial site, or building requiring a sign program, the owner shall submit to the Director a sign program application containing the following:</p> <p>1. An accurate site plan of the site showing the location of buildings, parking lots, driveways, and landscaped areas on the lot, at such scale as the Director may reasonably require;</p> <p>2. Computation of the proposed maximum total sign area, the proposed maximum area of individual signs, allowed maximum total sign area, allowed maximum</p>	<p>Combination of subjective standards and generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> All Project signs are designed in compliance with all applicable standards. A comprehensive sign program will be developed at the time of initial construction. Any signage approvals by the Director of Community Development must be based solely on objective standards pursuant to Gov. Code § 65913.4(a)(5), (c).</p>

Cupertino Municipal Code Provision	Applicability	Vallco Town Center Project Consistency
<p>area of individual signs, the height of signs and the number of freestanding signs; and</p> <ol style="list-style-type: none"> <li>3. Specifications with regard to:               <ol style="list-style-type: none"> <li>a. Sign type (individual channel letters, wood signs, etc.);</li> <li>b. Lighting;</li> <li>c. Location of each sign on the buildings;</li> <li>d. Materials;</li> <li>e. Sign proportions;</li> <li>f. Any other pertinent information as required by the Director.</li> </ol> </li> <li>C. Findings. The Director of Community Development may approve a Sign Program if the following findings are made:               <ol style="list-style-type: none"> <li>1. The Sign Program complies with the purpose of this chapter.</li> <li>2. Proposed signs are creative, and are in harmony with the structures they identify, other signage on the site, and the surrounding development.</li> <li>3. The Sign Program contains provisions to accommodate future revisions that may be required because of changes in use or tenants.</li> </ol> </li> <li>D. Minor modifications to the requirements of this chapter may be permitted, provided that the proposed Sign Program meets the following criteria in addition to Section 19.104.130C:               <ol style="list-style-type: none"> <li>1. Special circumstances, unique to the site and building locations, exist that require a modification from the standards in this chapter.</li> <li>2. Demonstrates unique design and exhibits a high degree of imagination, inventiveness, spirit, and thoughtfulness.</li> <li>3. Provides high quality graphic</li> </ol> </li> </ol>		

Cupertino Municipal Code Provision	Applicability	Vallco Town Center Project Consistency
character through the imaginative use of color, graphics, proportion, quality materials, scale, and texture.		
<b>Chapter 19.124: Parking Regulations</b>		
<p><b>19.124.010 Purpose.</b></p> <p><b>19.124.020 Applicability of regulations.</b></p> <p><b>19.124.030 Regulations for parking and keeping vehicles in various zones.</b></p> <p><b>19.124.040 Regulations for off-street parking.</b></p> <p><b>19.124.050 Exceptions–Approval authority.</b></p> <p><b>19.124.060 Exceptions–Findings.</b></p>	<p>The Project is within 1/2 mile of public transit so the City may not impose any minimum parking requirements under SB 35. Gov. Code § 65913.4(d)(1) (“Notwithstanding any other law, a local government, whether or not it has adopted an ordinance governing parking requirements in multifamily developments, shall not impose parking standards for a streamlined development . . .”)</p> <p>Any generally applicable objective standards may apply to the Project, such as parking stall dimension requirements. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> Although not required under SB 35, the Project includes approximately 10,500 automobile parking spaces, including shared parking as appropriate. The Project will comply with any applicable objective standards. All parking spaces are designed to conform to City standards.</p> <p>Although bicycle parking requirements are similarly inapplicable under SB 35, the Project includes approximately 3,000 Class I and II bicycle parking spaces.</p>
<b>Chapter 19.148: Required Artwork in Public and Private Developments</b>		

Cupertino Municipal Code Provision	Applicability	Vallco Town Center Project Consistency
<p><b>19.148.020 Applicability of Regulations.</b></p> <p>A. Any development of fifty thousand sq. ft. or larger involving construction of new buildings and/or the expansion of existing buildings shall be subject to the requirements of this chapter.</p> <p>B. Additional artwork not mentioned in this chapter by means of specific plan, permits or other discretionary review may be required when deemed appropriate by the City Council.</p> <p><b>19.148.050 Application Procedures for Public Artwork.</b></p> <p>A. An application for public artwork shall include all requirements of Chapter 19.12.</p> <p>B. Application for public art for a new development shall be made in conjunction with the review of the permits for the entire project, in order that the design and location be taken into consideration at the time of architectural and site planning, as outlined in Chapter 19.168.</p> <p>C. The Fine Arts Commission shall review for approval the public art application and artwork. The decision of the Fine Arts Commission may be appealed in accordance with Section 1.16.020 of the Cupertino Municipal code, or as amended.</p> <p><b>19.148.070 Minimum Artwork Value.</b></p> <p>The minimum expenditure for the artwork, including but not limited to design, fabrication, and installation, is one-quarter of one percent, with an expenditure cap of one hundred thousand dollars, or such minimum expenditure and/or expenditure cap that is set forth in the Cupertino General Plan.</p> <p><b>19.148.060 Design Criteria and</b></p>	<p>Combination of subjective standards and generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p><b>Consistent.</b> The Project will satisfy all applicable objective standards requiring the provision of artwork in a private development. Artworks will be located throughout the project and will be valued well in excess of the one hundred thousand dollar expenditure cap.</p> <p>Any City approval of artworks must be based solely on objective standards pursuant to Gov. Code § 65913.4(a)(5), (c).</p>



Cupertino Municipal Code Provision	Applicability	Vallco Town Center Project Consistency
<p><b>Artist Qualifications.</b> [subdivisions omitted]</p>		
<b>Chapter 19.168: Architectural and Site Review</b>		
<p><b>19.168.030 Findings.</b></p> <p>A. The Approval Body may approve an application only if all of the following findings are made:</p> <p>1. The proposal, at the proposed location, will not be detrimental or injurious to property or improvements in the vicinity, and will not be detrimental to the public health, safety, general welfare, or convenience;</p> <p>2. The proposal is consistent with the purposes of this chapter, the General Plan, any specific plan, zoning ordinances, applicable planned development permit, conditional use permits, variances, subdivision maps or other entitlements to use which regulate the subject property including, but not limited to, adherence to the following specific criteria:</p> <p>a. Abrupt changes in building scale should be avoided. A gradual transition related to height and bulk should be achieved between new and existing buildings.</p> <p>b. In order to preserve design harmony between new and existing buildings and in order to preserve and enhance property values, the materials, textures and colors of new buildings should harmonize with adjacent development by being consistent or compatible with design and color schemes, and with the future character of the neighborhood and purposes of the zone in which they are situated. The location, height and materials of walls, fencing, hedges and screen planting should harmonize with adjacent development. Unsightly</p>	<p>Combination of subjective standards and generally applicable objective standards. Such standards are not applicable to the extent that they involve personal or subjective judgment by a public official, or are not uniformly verifiable by reference to an external and uniform benchmark or criterion available and knowable by both the development applicant or proponent and the public official prior to submittal. City compliance determinations may not be based on criteria other than compliance with objective standards that have been “published and adopted by ordinance or resolution,” those determinations are inapplicable pursuant to SB 35. Gov. Code § 65913.4(a)(5), (c).</p>	<p>As detailed in this appendix, the Project will implement the City’s vision for the Vallco Shopping District Special Area. However, any architectural and site review or approval of the Project is limited to compliance determinations based on objective criteria, pursuant to SB 35.</p>

Cupertino Municipal Code Provision	Applicability	Vallco Town Center Project Consistency
<p>storage areas, utility installations and unsightly elements of parking lots should be concealed. The planting of ground cover or various types of pavements should be used to prevent dust and erosion, and the unnecessary destruction of existing healthy trees should be avoided. Lighting for development should be adequate to meet safety requirements as specified by the engineering and building departments, and provide shielding to prevent spill-over light to adjoining property owners.</p> <p>c. The number, location, color, size, height, lighting and landscaping of outdoor advertising signs and structures shall minimize traffic hazards and shall positively affect the general appearance of the neighborhood and harmonize with adjacent development.</p> <p>d. With respect to new projects within existing residential neighborhoods, new development should be designed to protect residents from noise, traffic, light and visually intrusive effects by use of buffering, setbacks, landscaping, walls and other appropriate design measures.</p>		
<b>Chapter 19.172: Below Market Rate Housing Program</b>		
<p><b>19.172.020 Below Market Rate (BMR) Housing Program Requirements.</b></p> <p>A. Developers of housing development projects must comply with the requirements set forth in Residential Housing Mitigation Program of the City of Cupertino's Housing Element of the General Plan.</p> <p>B. To the extent permitted by law, the City's objective is to obtain actual affordable housing units within each development rather than off-site units or mitigation fee payments.</p>	<p><b>Not required.</b> SB 35 preempts a local government's affordable housing ordinance with limited exceptions. SB 35 provides that a local affordable housing ordinance will apply only if the ordinance "requires that greater than 50 percent of the units be dedicated to housing affordable to households making below 80 percent of the area median income." Because the City's affordable housing ordinance requires</p>	<p><b>Not applicable,</b> but consistent within minimum affordability requirements. Fifty percent of the Project's residential units will be affordable, including 15 percent very low income units and 35 percent low income units, greatly exceeding the 9 percent very low income and 6 percent low income units required by the BMR Manual.</p>

Cupertino Municipal Code Provision	Applicability	Vallco Town Center Project Consistency
<p>Provision of off-site units, land donation, or payment of Housing Mitigation Fees may only be permitted as specified in the Residential Housing Mitigation Program rules and regulations.</p> <p>[additional provisions included in the BMR Housing Mitigation Program Procedural Manual (“BMR Mitigation Manual”) are not reproduced here]</p>	<p>only 15 percent of new residential units to be dedicated as affordable, it does not apply.</p>	
<p><b>19.172.030 BMR Program Administration.</b></p> <p>A. The City Council shall adopt rules and regulations consistent with the provisions of this chapter and the Housing Element for the purpose of carrying out the administration of the Residential Housing Mitigation Program. Such rules and regulations shall address, but are not limited to, program eligibility requirements, affordable housing cost, income limits, preferences for housing applicants, minimum occupancy limits, waiting list procedures, buyer selection procedures, methodology for the calculation of affordable housing cost and affordable rent, resale restrictions and reasonable accommodations for disable applicants. The rules and regulations shall also address Residential Housing Mitigation Program components such as the provision of rental BMR units in for-sale housing developments or off-site BMR units. A copy of such policies, rules and regulations shall be on file and available for public examination in the office of the city clerk.</p> <p>B. Failure or refusal to comply with any such rules, regulations or agreements promulgated under this section shall be deemed a violation of this chapter.</p>	<p><b>Not required.</b> SB 35 preempts a local government’s affordable housing ordinance with limited exceptions. SB 35 provides that a local affordable housing ordinance will apply only if the ordinance “requires that greater than 50 percent of the units be dedicated to housing affordable to households making below 80 percent of the area median income.” Because the City’s affordable housing ordinance requires only 15 percent of new residential units to be dedicated as affordable, it does not apply.</p>	<p><b>Not applicable.</b></p>

# EXHIBIT 6



# VALLCO TOWN CENTER

**PROJECT ADDRESS:**  
1023 NORTH WOLFE ROAD  
CUPERTINO, CA 95014

**PROJECT DESCRIPTION:**

THIS PROJECT DESCRIPTION IS FOR THE SB 35 / COMPLIANT VALLCO TOWN CENTER PROJECT APPLICATION (THE PROJECT). SB 35 AUTHORIZES A DEVELOPMENT PROPOSAL TO APPLY FOR A MIXED-USE HOUSING DEVELOPMENT, INCLUDING MIXED USE PROJECTS WITH AT LEAST TWO THIRDS OF THE SQUARE FOOTAGE DEDICATED TO RESIDENTIAL USES, WHICH SATISFIES SPECIFIED OBJECTIVE PLANNING STANDARDS, THAT IS SUBJECT TO A STREAMLINED, MINISTERIAL APPROVAL PROCESS. AS SUMMARIZED BELOW AND DESCRIBED IN DETAIL IN THE PROJECT DESCRIPTION, APPENDIX A - SB 35 ELIGIBILITY CHECKLIST, THE PROJECT IS FULLY COMPLIANT AND CONFORMS WITH ALL THE REQUIREMENTS OF SB 35.

THE PROJECT SITE IS LOCATED ON THE 50.82 ACRE VALLCO MALL PROPERTY IN THE CITY OF CUPERTINO, BETWEEN INTERSTATE 280 AND STEVENS CREEK BOULEVARD AND ON BOTH SIDES OF NORTH WOLFE ROAD. THE PROPERTY HAS BEEN IN CONTINUOUS DECLINE FOR MORE THAN 30 YEARS AND IS LARGELY VACANT, EXCEPT FOR A FEW RESTAURANTS AND ENTERTAINMENT VENUES PERIOD.

THE DEVELOPMENT PLAN WILL INCLUDE 2,402 RESIDENTIAL UNITS (BOTH FOR SALE AND FOR RENT), 400,000 SQUARE FEET (SF) OF RETAIL/ENTERTAINMENT USES, AND 1,810,000 SF OF OFFICE AND APPROXIMATELY 10,500 PARKING SPACES WILL BE PROVIDED IN BOTH ABOVE- AND BELOW-GROUND STRUCTURES WITH SURFACE PARKING ALONG INTERNAL ROADWAYS. THE PROJECT INCLUDES TWO PUBLICLY ACCESSIBLE TOWN SQUARES AND GREEN ROOFS ON BOTH SIDES OF NORTH WOLFE ROAD.

THE PROJECT IS FULLY COMPLIANT WITH THE CITY OF CUPERTINO COMMUNITY VISION 2040 GENERAL PLAN (GENERAL PLAN), INCLUDING THE VALLCO SHOPPING DISTRICT SPECIAL AREA STRATEGIES TO CONSTRUCT A MIXED-USE TOWN CENTER PROJECT WITH RESIDENTIAL, RETAIL, AND ENTERTAINMENT, AND OFFICE USES IN A PEDESTRIAN-FRIENDLY DESIGNED GRID STREET NETWORK WITH HIGH-QUALITY ARCHITECTURE THAT SERVES AS A COMMUNITY GATEWAY FOR THE CITY OF CUPERTINO.

**PROJECT SCOPE OF WORK:**

1. DEMOLITION OF EXISTING MALL STRUCTURES, PARKING STRUCTURES, PAVED AND SURFACE PARKING AREAS.
2. RETAIN, PRESERVE, AND IN SOME CASES RELOCATE EXISTING SPECIMEN TREES INTO A LANDSCAPE DESIGN THAT FEATURES SUSTAINABLE AND ENVIRONMENTALLY FRIENDLY AT GRADE PLANTINGS AND ON THE GREEN ROOF STRUCTURES.
3. CONSTRUCT NEW MIXED-USE TOWN CENTER COMPRISED OF 11 BLOCKS COMPOSED OF RETAIL, RESIDENTIAL, OFFICE, AND AMENITY BUILDINGS.
4. CONSTRUCT TRANSECT STREET CONFIGURATION ENCOURAGING A PEDESTRIAN AND BICYCLE FRIENDLY NEIGHBORHOOD WITH GROUND FLOOR RETAIL AND ACTIVE STREETS, AND TWO PUBLIC TOWN SQUARE PLAZAS.
5. CONSTRUCT A GREEN ROOF, WHICH SERVES AS A PUBLICLY ACCESSIBLE PARK, THAT MEETS GRADE AT THE WESTERN MOST EDGE AND PROVIDES PEDESTRIAN TRAILS FOR PUBLIC AND PRIVATE USE.
6. CONSTRUCT HOUSING IN COMPLIANCE WITH SB 35 WITH A MAXIMUM DENSITY OF 2,402 UNITS COMPLIANT WITH THE CUPERTINO GENERAL PLAN WITH DENSITY BONUS, FOR SALE AND FOR RENT UNITS.
7. CONSTRUCT AFFORDABLE HOUSING IN COMPLIANCE WITH SB 35 WITH A MINIMUM OF 50% AFFORDABLE HOUSING UNITS AS DESIGNATED BY THE DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT'S "STATEWIDE SB 35 DETERMINATION SUMMARY" ISSUED ON JANUARY 31, 2016 AND EXCEEDING CITY OF CUPERTINO REQUIREMENT OF 15% AFFORDABLE.
8. CONSTRUCT UNDERGROUND PARKING STRUCTURES AND ABOVE GROUND STRUCTURES TO SERVICE THE EXTENT OF THE PROJECT.
9. INTEGRATE SAFE PEDESTRIAN, PROTECTED BICYCLE, AND MASS TRANSIT BUS ROUTES INTO A COMPLETE REDEVELOPMENT OF THE VALLCO PLANNING AREA.

**PROJECT CODES:**

THE VALLCO TOWN CENTER PROJECT SHALL COMPLY WITH THE CALIFORNIA CODE OF REGULATIONS (CCR), TITLE 24 (CALIFORNIA BUILDING STANDARDS CODE), THE AMERICAN WITH DISABILITIES ACT (ADA), AND THE CUPERTINO MUNICIPAL CODE TO THE EXTENT EACH CONTAIN OBJECTIVE ZONING STANDARDS AND OBJECTIVE DESIGN REVIEW STANDARDS AS DEFINED BY SB-35:

- 2013 CALIFORNIA ADMINISTRATIVE CODE
- 2015 CALIFORNIA BUILDING CODE, VOL. JIMES 1 & 2
- 2015 CALIFORNIA RESIDENTIAL CODE
- 2013 CALIFORNIA ELECTRICAL CODE
- 2013 CALIFORNIA MECHANICAL CODE
- 2013 CALIFORNIA PLUMBING CODE
- 2013 CALIFORNIA ENERGY CODE
- 2013 CALIFORNIA FIRE CODE
- 2015 CALIFORNIA GREEN BUILDING STANDARDS CODE
- 2013 CALIFORNIA REFERENCED STANDARDS CODE

**PROJECT DIRECTORY**

**OWNER**  
VALLCO PROPERTY OWNER LLC.  
965 PAGE MILL ROAD  
PALO ALTO, CA 94303  
PHONE: 650-344-1500  
CONTACT: Reed Moulis  
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**ARCHITECT**  
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**ARCHITECT**  
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**LANDSCAPE ARCHITECT**  
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150 S. INDEPENDENCE MALL W. SUITE 1123  
PHILADELPHIA, PA 19106  
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CONTACT: Skip Grafam  
EMAIL: sgrafam@theolinstudio.com

**CIVIL ENGINEER**  
SANDIS CIVIL ENGINEERS SURVEYS PLANNERS, INC.  
1700 S. WINCHESTER BLVD., SUITE 200  
CAMPBELL, CA 95008  
PHONE: 408-636-0900  
CONTACT: Ken Clcott  
EMAIL: kccott@sandis.net

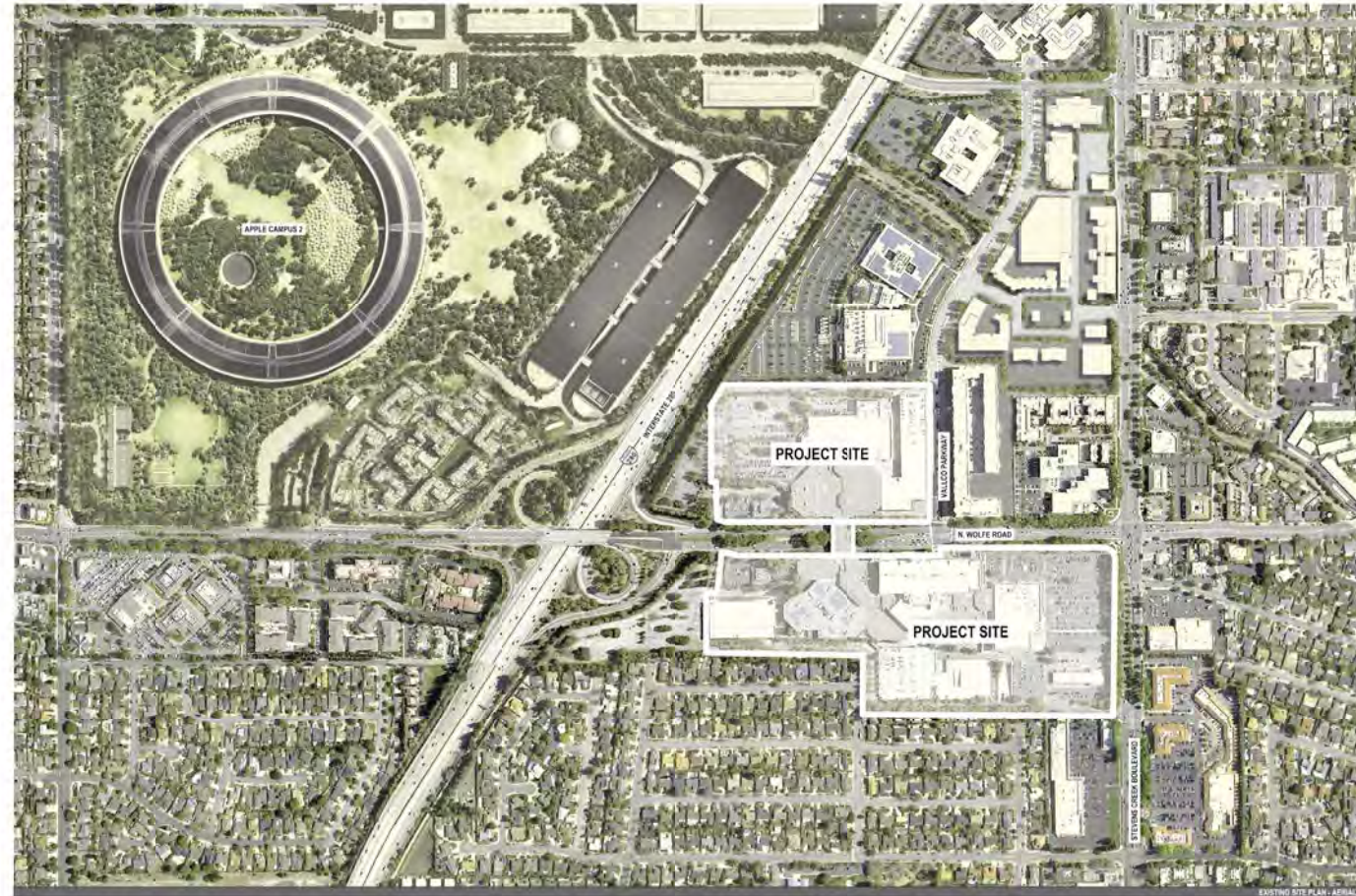
**TRANSPORTATION ENGINEER**  
ARUP NORTH AMERICA, LTD.  
560 MISSION STREET SUITE 700  
SAN FRANCISCO, CA 94105  
PHONE: 415-957-9445  
CONTACT: William Baumgardner  
EMAIL: william.baumgardner@arup.com

**LIGHTING DESIGN ENGINEER**  
ONE LUX STUDIO  
158 WEST 29TH STREET, 10TH FLOOR  
NEW YORK, NY 10001  
PHONE: 212-201-5790  
CONTACT: Jack Bailey  
EMAIL: jbailey@oneluxstudio.com

**SIGNAGE DESIGN**  
EXIT  
1617 JFK BLVD. SUITE 1665  
PHILADELPHIA, PA 19103  
PHONE: 267-479-2236  
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EMAIL: ajacobson@exploexit.com

**PARKING ENGINEER**  
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2099 GATEWAY PLACE, SUITE 550  
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CONTACT: Michelle Wendler  
EMAIL: mwendler@watrydesign.com

**SITE INFORMATION**



# VALLCO TOWN CENTER

**OWNER - VALLCO PROPERTY OWNER LLC.**  
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T. 267.479.2236

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2099 GATEWAY PLACE, SUITE 550, SAN JOSE, CA 95131  
T. 408.392.7900

**NOT FOR CONSTRUCTION**

DISCLAIMER  
THE ARCHITECT / ENGINEER SHALL HAVE NO RESPONSIBILITY FOR ANY LIABILITY, LOSS, COST, DAMAGE OR EXPENSE ARISING FROM OR RELATING TO ANY USE OF THIS DOCUMENT FOR ANY PURPOSE OTHER THAN ITS INTENDED PURPOSE ON THIS PROJECT. THIS DOCUMENT IS TO BE CONSIDERED IN CONJUNCTION WITH ALL RELATED DOCUMENTATION. ANY DISCREPANCIES IDENTIFIED IN THIS DOCUMENT MUST BE REPORTED IMMEDIATELY TO THE ARCHITECT BEFORE PROCEEDING. CONTRACTORS MUST VERIFY ALL DIMENSIONS PRIOR TO PROCEEDING WITH ANY WORK. ONLY FIGURED DIMENSIONS ARE TO BE USED FOR VERIFICATION.

**SB-35 DEVELOPMENT APPLICATION**

REV	DESCRIPTION	DATE
REV#1	SB-35 DEVELOPMENT APPLICATION	03/27/2018



ARCHITECTS PROJECT NUMBER: 20816  
PROJECT PHASE: SB-35 DEVELOPMENT APPLICATION  
IF THIS DRAWING IS NOT SEVEN (7) IN A REDUCED PRINT, REFER TO GRAPHIC SCALE.

**SCALE**  
PROJECT INFORMATION & DATA TABLE

SHEET TITLE:  
**P-0101**  
SHEET NUMBER: 0 OF 018 RAFAEL VINOLY ARCHITECTS P.C.

**DATA TABLE**

REQUIREMENT APPROVALS	PROPOSED
DEVELOPMENT PERMIT MAJOR	50.82
TENTATIVE SUBDIVISION MAP FOR CONDO PURPOSES (INCLUDING NEW AND MODIFIED EASEMENTS)	33.39
ARCHITECTURE AND SITE PERMIT MAJOR	17.62
TREE REMOVAL	2,372,848 SF
INTERIM SIGN PROGRAM	1,256,865 SF
DEMOLITION PERMITS	623,725 SF
CONSTRUCTION PERMITS	158.0' - 197.0'
ENCROACHMENT PERMITS	1,800,000 CY
FINAL MAP	60,000 CY

COMPLIANCE WITH OBJECTIVE PLANNING STANDARDS	APPLICABLE STANDARD	PROPOSED
BUILDING PLANE	1:1 VIEW ANGLE FROM EDGE OF CURB ALONG WOLFE ROAD AND STEVENS CREEK BOULEVARD	1:1 VIEW ANGLE FROM EDGE OF CURB ALONG WOLFE ROAD AND STEVENS CREEK BOULEVARD
HEIGHT LIMIT	NOT APPLICABLE	VARIABLES - SEE PLANS
FRONT SETBACK LIMIT	1:1 VIEW ANGLE FROM EDGE OF CURB ALONG WOLFE ROAD AND STEVENS CREEK BOULEVARD	1:1 VIEW ANGLE FROM EDGE OF CURB ALONG WOLFE ROAD AND STEVENS CREEK BOULEVARD
REAR YARD SETBACK LIMIT	NOT APPLICABLE	VARIABLES - SEE PLANS
LOT COVERAGE	NOT APPLICABLE	50%
FAR	NOT APPLICABLE	3:1
RESIDENTIAL DENSITY	1,779 UNITS	1,779 UNITS
RESIDENTIAL UNIT COUNT W/ DENSITY BONUS	2,402 DU	2,402 DU
USERS	RETAIL, RESIDENTIAL, OFFICE, HOTEL	RETAIL, RESIDENTIAL, OFFICE
RESIDENTIAL SF OF FLOOR AREA	25 SF FOR RESIDENTIAL USES	4,700,000 SF FLOOR AREA
OFFICE SF OF FLOOR AREA	10 OTHER USES	1,903,000 SF
RETAIL SF OF FLOOR AREA	UP TO 10% TOTAL RETAIL AREA	1,800,000 SF
ENTERTAINMENT SF OF FLOOR AREA	UP TO 30% OF TOTAL RETAIL AREA	500,000 SF (INCLUDED IN RETAIL AREA)
PARKING STALLS (TOTAL, IN COMMUNITY LANDMARK (VALLCO SHOPPING DISTRICT))	NOT APPLICABLE	APPROXIMATELY 10,500
LANDMARK SIGNAGE (VALLCO SIGN AT 1-280)	REBUILD, RESTORE, REPLACE WITH NEW	NEW SIGNAGE ON FACE OF COMPLEXT
PUBLIC ART PROGRAM	PUBLIC ART WITH A VALUE OF AT LEAST \$100,000	PUBLIC ART WILL BE PROVIDED IN THE TWO TOWN SQUARES EXCEEDING THE MINIMUM FINANCIAL OBLIGATION OF \$100,000

DEVELOPMENT SUMMARY (50% AFFORDABLE HOUSING)	RESIDENTIAL (GROSS SF)	RETAIL (GROSS SF)	OFFICE (GROSS SF)
TOTAL FLOOR AREA*	4,700,000	400,000	1,810,000
%	48.0%	5.9%	26.2%

\*NOTE: PURSUANT TO CUPERTINO MUNICIPAL CODE SECTION 19.08.030 "FLOOR AREA"

AREAS EXCLUDED FROM FLOOR AREA CALCULATION	14.8 ACRES / 632,000 SF
PRIVATE RESIDENTIAL OPEN SPACE (INCLUDES TERRACES, BALCONIES, AND OPEN SPACE AMENITIES)	
PUBLIC GREEN ROOF PARK SPACE	22 ACRES / 950,000 SF
UNDERGROUND STRUCTURE - WEST (PARKING, UTILITIES, INFRASTRUCTURE)	1,470,000 SF
UNDERGROUND STRUCTURE - EAST (PARKING, UTILITIES, INFRASTRUCTURE)	1,800,000 SF

\*NOTE: 14 ACRES ON THE WEST SIDE AND UP TO 8 ACRES ON THE EAST SIDE, DEPENDING ON OFFICE TENANT DEMANDS.

BUILDING BLOCK ALLOCATION	GROSS SF	LAND USES
BLOCK 1	342,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 2	750,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 3	1,380,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 3A	16,000	CENTRAL PLANT / CENTRAL WASTE
BLOCK 4	700,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 5	528,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 6	308,000	OFFICE, PARKING
BLOCK 7	282,000	OFFICE, PARKING
BLOCK 8	242,000	OFFICE, PARKING
BLOCK 9	710,000	RESIDENTIAL, PARKING
BLOCK 10	654,000	RESIDENTIAL, PARKING
BLOCK 11	376,000	OFFICE, PARKING

PARKING SUMMARY	REQUIRED (STALLS)	PROVIDED (STALLS)	TOTAL PARKING STALLS PROVIDED
PARKING STALL DIMENSIONS	SEE SHEET P-0102	SEE SHEET P-0102	
RESIDENTIAL PARKING (STALLS)	NOT APPLICABLE PER SB-35	3,000	1,800 STALLS
OFFICE PARKING (STALLS)	NOT APPLICABLE PER SB-35	4,270	
RETAIL PARKING (STALLS)	NOT APPLICABLE PER SB-35	1,800	
OFFICE PARKING (WEST STALLS)	NOT APPLICABLE PER SB-35	1,415	
STREET PARKING (STALLS)	NOT APPLICABLE PER SB-35	80	
ACCESSIBLE PARKING REQUIREMENTS*			
RESIDENTIAL ACCESSIBLE STALLS	2% (CBC 1105A.4)	60	
FUTURE EV (ELECTRIC VEHICLE STALLS)	5% (CBC A 106.2)	100	
NON-RESIDENTIAL ACCESSIBLE STALLS	TABLE (CBC 110.208.2)	100	
ACCESSIBLE STALLS	TABLE (CBC A 5.106.5.3)	750	
FUTURE EV (ELECTRIC VEHICLE STALLS)	10% (CBC A 5.106.5.3)	1,000	
DISCOURAGED PARKING	5% (CBC A 106.2)	INCLUDED ABOVE 10%	
BIKE SHARING PROGRAM (STALLS)	10	10	
BIKE PARKING	TABLE (CBC 19.104.9d)	3,000	
BICYCLE PARKING CLASS	CLASS I AND II	CLASS I AND II	

\*NOTE: CUPERTINO CODE RATIOS DO NOT APPLY ON SB-35 PROJECTS THAT ARE WITHIN 10 MILE OF PUBLIC TRANSIT. A SHARED PARKING ANALYSIS WAS PERFORMED TO DETERMINE THE APPROPRIATE NUMBER OF PARKING STALLS FOR THIS DEVELOPMENT. ALL TOTALS ARE APPROXIMATE.

\*ADA PARKING PER CBC 1105A.4 ASSIGNED PARKING (2%)  
FUTURE EV CHARGING PER CBC A 106.2 FOR NEW MULTIFAMILY DWELLINGS (5%)  
\*\*ADA PARKING PER CBC 1105A.2 PER TABLE  
FUTURE EV CHARGING PER CBC A 106.3 FOR NEW NON-RESIDENTIAL BUILDINGS (10%)  
DISCOURAGED PARKING PER CBC A 106.5.2 FOR ANY COMBINATION OF CLEAR AV, CARPOOL, VANPOOL AND EV (8) (INCLUDED ABOVE 10%)

OPEN SPACE SUMMARY	PROVIDED
PUBLIC PLAZAS (EAST)	0.74 ACRES / 32,334 SF
PUBLIC PLAZAS (WEST)	1.26 ACRES / 54,964 SF
PUBLIC AT-GRADE OPEN SPACE (WEST PLAY SPACE)	2 ACRES / 87,120 SF
TOTAL PUBLIC OPEN SPACE (AT-GRADE)	4 ACRES / 174,418 SF
TOTAL PUBLIC OPEN SPACE (AT-GRADE + PUBLIC GREEN ROOF)	28 ACRES / 1,133,448 SF
PUBLIC LANDSCAPE AREA (STREETS AT-GRADE)	3.68 ACRES / 159,200 SF
PUBLIC HARDSCAPE AREA (ROADS / SIDEWALKS AT-GRADE)	18.1 ACRES / 790,800 SF

TREE REMOVAL / REPLACEMENT	QUANTITY
EXISTING TREES	895
TREES TO BE REMOVED	476
REPLANTED TREES	419
SPECIMEN TREES TO BE RELOCATED ON SITE	6
SPECIMEN TREES TO BE RELOVED	0
NUMBER OF PROPOSED NEW TREES	1,136
TOTAL NUMBER OF TREES (NEW AND EXISTING)	1,586

**CONSTRUCTION SUMMARY**  
DEMOLITION AND SUBSEQUENT DEVELOPMENT OF THE PROJECT SITE IS EXPECTED TO OCCUR IN A SINGLE CONSTRUCTION PHASE OVER SEVERAL YEARS, DEPENDING ON MARKET ABSORPTION RATES, WITH BOTH SEQUENCED STARTS AND CONCURRENT OPENINGS. REFER TO 0101 CONSTRUCTION SEQUENCING FOR A GENERAL SEQUENCE OF CONSTRUCTION.

STAGING OF CONSTRUCTION EQUIPMENT AND VEHICLES WILL BE PRIMARILY ON-SITE WITH SOME STAGING WITHIN THE PUBLIC RIGHT-OF-WAY FOR THE IMPROVEMENT OF UTILITIES IN THE TUNNEL UNDER NORTH WOLFE ROAD AND THE BRIDGE OVER NORTH WOLFE ROAD. CODE REQUIRED FIRE AND EMERGENCY ACCESS TO THE ADJACENT PROPERTIES / PARCELS SHALL BE MAINTAINED THROUGHOUT CONSTRUCTION.

CONSTRUCTION MAY NEED TO WORK AROUND EXISTING TENANTS UNTIL LONG TERM INTEGRATION INTO OTHER PARTS OF THE DEVELOPMENT ARE COMPLETED.



DEVELOPMENT APPLICATION DRAWING INDEX

DOCUMENT AND DRAWING LIST	SCALE	REV	APP	DATE
P-0001 COVER SHEET	N.T.S.	REV 0		
P-0002 VISUALIZATIONS - STEVEN CREEK BLVD AND STREET A ENTRANCE VIEW	N.T.S.	REV 0		
P-0003 VISUALIZATIONS - STEVEN CREEK BLVD STREET VIEW	N.T.S.	REV 0		
P-0004 VISUALIZATIONS - VALCO BIKE HUB VIEW	N.T.S.	REV 0		
P-0004 VISUALIZATIONS - STEVEN CREEK BLVD AND STREET B VIEW	N.T.S.	REV 0		
P-0005 VISUALIZATIONS - STREET B VIEW LOOKING NORTH	N.T.S.	REV 0		
P-0006 VISUALIZATIONS - WOLFE RD. LOOKING SOUTH	N.T.S.	REV 0		
P-0007 VISUALIZATIONS - GREEN ROOF VIEW	N.T.S.	REV 0		
P-0008 VISUALIZATIONS - GREEN ROOF BRIDGE VIEW	N.T.S.	REV 0		
P-0009 VISUALIZATIONS - WOLFE RD. SECTION A LOOKING NORTH	N.T.S.	REV 0		
P-0010 VISUALIZATIONS - VALCO PARKWAY ENTRANCE TO PLAZA WEST	N.T.S.	REV 0		
P-0011 VISUALIZATIONS - STREET B VIEW LOOKING SOUTH	N.T.S.	REV 0		
P-0012 VISUALIZATIONS - STREET B AND PLAZA WEST VIEW LOOKING WEST	N.T.S.	REV 0		
P-0013 VISUALIZATIONS - STREET 2 AND PLAZA WEST VIEW LOOKING NORTH	N.T.S.	REV 0		
P-0014 VISUALIZATIONS - STREET E VIEW LOOKING NORTH	N.T.S.	REV 0		
P-0015 VISUALIZATIONS - AERIAL VIEW	N.T.S.	REV 0		
P-0101 PROJECT INFORMATION AND DATA TABLES	N.T.S.	REV 0		
P-0102 DRAWING LIST, RESIDENTIAL PROGRAM TABLES, GENERAL NOTES	N.T.S.	REV 0		
P-0103 ABBREVIATIONS AND LEGENDS	N.T.S.	REV 0		
P-0104 ACCESSIBILITY DIAGRAMS 1	N.T.S.	REV 0		
P-0105 ACCESSIBILITY DIAGRAMS 2	N.T.S.	REV 0		
P-0201 EXISTING SITE PLAN	1"=100'-0"	REV 0		
P-0202 MASTER SITE PLAN - STREET LEVEL	1"=100'-0"	REV 0		
P-0203 MASTER SITE PLAN - STREET LEVEL - ALTERNATE	1"=100'-0"	REV 0		
P-0204 MASTER SITE PLAN - GREEN ROOF LEVEL	1"=100'-0"	REV 0		
P-0301 EXISTING SURFACE PLAN	1/8" = 1'-0"	REV 0		
P-0302 EXISTING SURFACE CONTOURS	1/8" = 1'-0"	REV 0		
P-0303 EXISTING PARCELS	1/8" = 1'-0"	REV 0		
P-0304 FINAL PARCELS	1/8" = 1'-0"	REV 0		
P-0305 EXISTING OFFSITE RIGHTS	1/8" = 1'-0"	REV 0		
P-0306 EXISTING EASEMENTS PLAN	1/8" = 1'-0"	REV 0		
P-0307 PROPOSED PUBLIC UTILITY AND ACCESS EASEMENTS	1/8" = 1'-0"	REV 0		
P-0307.A ALTERNATE - PROPOSED PUBLIC UTILITY AND ACCESS EASEMENTS	1/8" = 1'-0"	REV 0		
P-0401 GRADING PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0402 GRADING PLAN - GREEN ROOF LEVEL	1/8" = 1'-0"	REV 0		
P-0403 STORM WATER MANAGEMENT PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0404 STORM WATER MANAGEMENT PLAN - DETAILS	N.T.S.	REV 0		
P-0405 EXISTING UTILITIES	1/8" = 1'-0"	REV 0		
P-0406 SITE UTILITY PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0407 TYPICAL SITE DETAILS	N.T.S.	REV 0		
P-0408 FIRE ACCESS PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0409 FIRE STAGING PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0410 FIRE HYDRANT LAYOUT PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0411 WATER POLLUTION CONSTRUCTION DRAWING	1/8" = 1'-0"	REV 0		
P-0412 WATER POLLUTION CONTROL DETAIL	N.T.S.	REV 0		
P-0413 BEST MANAGEMENT PRACTICES DETAIL	N.T.S.	REV 0		
P-0501 SITE DIAGRAMS - LAND USE & ACTIVE USE	N.T.S.	REV 0		
P-0502 SITE DIAGRAMS - PEDESTRIAN CIRCULATION - STREET LEVEL	N.T.S.	REV 0		
P-0503 SITE DIAGRAMS - PEDESTRIAN CIRCULATION - GREEN ROOF LEVEL	N.T.S.	REV 0		
P-0504 SITE DIAGRAMS - BICYCLE CIRCULATION	N.T.S.	REV 0		
P-0505 SITE DIAGRAMS - VEHICULAR CIRCULATION	N.T.S.	REV 0		
P-0506 SITE DIAGRAMS - TRANSIT CIRCULATION	N.T.S.	REV 0		
P-0507 SITE DIAGRAMS - OPEN SPACE	N.T.S.	REV 0		
P-0508 SITE DIAGRAMS - SETBACK COMPLIANCE	AS NOTED	REV 0		
P-0509 SITE DIAGRAMS - LOADING & TRASH AREA	N.T.S.	REV 0		
P-0510 SITE DIAGRAMS - CONSTRUCTION SEQUENCES	N.T.S.	REV 0		
P-0601 EXISTING TREE CONDITIONS	1/8" = 1'-0"	REV 0		
P-0602 TREE DISPOSITION PLAN - EXISTING PLANTING - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0603 LANDSCAPE PLAN - NEW PLANTING - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0604 LANDSCAPE PLAN - NEW PLANTING - GREEN ROOF LEVEL	1/8" = 1'-0"	REV 0		
P-0605 PLANTING PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0606 PLANTING PLAN - GREEN ROOF LEVEL	1/8" = 1'-0"	REV 0		
P-0607 PLANTING PALETTE - STREET LEVEL & GREEN ROOF LEVEL	N.T.S.	REV 0		
P-0608 LANDSCAPE MATERIALS PLAN - STREET LEVEL, HARDSCAPE GROUND PLAN	1/8" = 1'-0"	REV 0		
P-0609 LANDSCAPE MATERIALS PLAN - GREEN ROOF LEVEL, HARDSCAPE ROOF PLAN	1/8" = 1'-0"	REV 0		
P-0610 ILLUSTRATIVE LANDSCAPE PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0611 ILLUSTRATIVE LANDSCAPE PLAN - ROOF LEVEL	1/8" = 1'-0"	REV 0		
P-0701 EXTERIOR LIGHTING PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0702 EXTERIOR LIGHTING PLAN - GREEN ROOF LEVEL	1/8" = 1'-0"	REV 0		
P-0703 LIGHTING FEATURE SCHEDULE	N.T.S.	REV 0		
P-0704 LIGHTING DIAGRAM	1/8" = 1'-0"	REV 0		
P-0751 SIGN DRAWINGS	AS NOTED	REV 0		
P-0752 SIGN PROGRAMMING (OFFICE, RETAIL, RESIDENTIAL ENTRIES)	1/8" = 1'-0"	REV 0		
P-0753 SIGN PROGRAMMING (PARKING, ENTRY, HIGHWAY, VEHICULAR)	1/8" = 1'-0"	REV 0		
P-0754 SIGN PROGRAMMING (PEDESTRIAN, COMMERCIAL, TRAILHEAD, PUBLIC ART)	1/8" = 1'-0"	REV 0		
P-0755 SIGN PROGRAMMING (ROOF LEVEL, RESIDENTIAL, PEDESTRIAN, TRAILHEAD)	1/8" = 1'-0"	REV 0		
P-0800.B03 BUILDING PLAN - B2 & B3 PARKING LEVELS	1/8" = 1'-0"	REV 0		
P-0800.B1 BUILDING PLAN - B1 MEZZANINE PARKING LEVELS	1/8" = 1'-0"	REV 0		
P-0800.B1 BUILDING PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0800.B2 BUILDING PLAN - FF ELEVATION @ 190'-6"	1/8" = 1'-0"	REV 0		
P-0800.B3 BUILDING PLAN - FF ELEVATION @ 200'-4"	1/8" = 1'-0"	REV 0		
P-0800.B4 BUILDING PLAN - FF ELEVATION @ 210'-2"	1/8" = 1'-0"	REV 0		
P-0800.B5 BUILDING PLAN - FF ELEVATION @ 220'-0"	1/8" = 1'-0"	REV 0		
P-0800.B6 BUILDING PLAN - FF ELEVATION @ 229'-10"	1/8" = 1'-0"	REV 0		
P-0800.B7 BUILDING PLAN - FF ELEVATION @ 239'-8"	1/8" = 1'-0"	REV 0		
P-0800.B8 BUILDING PLAN - FF ELEVATION @ 249'-6"	1/8" = 1'-0"	REV 0		
P-0800.B9 BUILDING PLAN - FF ELEVATION @ 259'-4"	1/8" = 1'-0"	REV 0		
P-0800.B10 BUILDING PLAN - FF ELEVATION @ 269'-2"	1/8" = 1'-0"	REV 0		
P-0800.B11 BUILDING PLAN - FF ELEVATION @ 279'-0"	1/8" = 1'-0"	REV 0		
P-0800.B12 BUILDING PLAN - GREEN ROOF PLAN - TERRACE LEVEL 01	1/8" = 1'-0"	REV 0		
P-0800.B13 BUILDING PLAN - GREEN ROOF PLAN - TERRACE LEVEL 02	1/8" = 1'-0"	REV 0		
P-0800.B14 BUILDING PLAN - GREEN ROOF PLAN - TERRACE LEVEL 03	1/8" = 1'-0"	REV 0		
P-0800.B15 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 01	1/8" = 1'-0"	REV 0		
P-0800.B16 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 02	1/8" = 1'-0"	REV 0		
P-0800.B17 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 03	1/8" = 1'-0"	REV 0		
P-0800.B18 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 04	1/8" = 1'-0"	REV 0		
P-0800.B19 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 05	1/8" = 1'-0"	REV 0		
P-0800.B20 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 06	1/8" = 1'-0"	REV 0		
P-0800.B21 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 07	1/8" = 1'-0"	REV 0		
P-0800.B22 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 08	1/8" = 1'-0"	REV 0		
P-0800.B23 BUILDING PLAN - GREEN ROOF PLAN - TOWER LEVEL 09	1/8" = 1'-0"	REV 0		
P-0800.B24 BUILDING PLAN - GREEN ROOF PLAN	1/8" = 1'-0"	REV 0		
P-0801 BUILDING ELEVATIONS	1/8" = 1'-0"	REV 0		
P-0802 BUILDING ELEVATIONS	1/8" = 1'-0"	REV 0		
P-0803 BUILDING SECTIONS	1/8" = 1'-0"	REV 0		
P-0804 BUILDING SECTIONS	1/8" = 1'-0"	REV 0		
P-0805 ENLARGED BUILDING - STREET SECTIONS @ BOUNDARY CONDITIONS 1	1/10" = 1'-0"	REV 0		

DOCUMENT AND DRAWING LIST	SCALE	REV	APP	DATE
P-0806 ENLARGED BUILDING - STREET SECTIONS @ BOUNDARY CONDITIONS 2	1/10" = 1'-0"	REV 0		
P-0807 ENLARGED BUILDING - STREET SECTIONS @ BOUNDARY CONDITIONS 3	1/10" = 1'-0"	REV 0		
P-0808 STREET SECTIONS	AS NOTED	REV 0		
P-0809 PLAZA WEST SECTIONS	AS NOTED	REV 0		
P-0810 PLAZA EAST SECTIONS	AS NOTED	REV 0		
P-0811 FACADE MATERIAL BOARDS	AS NOTED	REV 0		
P-0812 FACADE MATERIAL BOARDS	AS NOTED	REV 0		
P-0813 TYPICAL UNIT PLANS - AFFORDABLE HOUSING (BMR)	AS NOTED	REV 0		
P-0814 TYPICAL UNIT PLANS - TRADITIONAL (TR)	AS NOTED	REV 0		
P-0815 TYPICAL UNIT PLANS - CO-HOUSING (COH)	AS NOTED	REV 0		
P-0816 TYPICAL UNIT PLANS - TOWNHOUSE (TH/TH)	AS NOTED	REV 0		
P-0817 TYPICAL UNIT PLANS - LOFTS (LTLT/LT)	AS NOTED	REV 0		
P-0818 TYPICAL UNIT PLANS - LOFTS 2 (LTLT2)	AS NOTED	REV 0		
P-0819 TYPICAL UNIT PLANS - TERRACES (TRC)	AS NOTED	REV 0		
P-0820 TYPICAL UNIT PLANS - TOWER 1 (TWR)	AS NOTED	REV 0		
P-0821 TYPICAL UNIT PLANS - TOWER 2 (TWR)	AS NOTED	REV 0		
P-0900.B03 BUILDING PLAN - B2 & B3 PARKING LEVELS	1/8" = 1'-0"	REV 0		
P-0900.B1 BUILDING PLAN - B1 PARKING LEVEL	1/8" = 1'-0"	REV 0		
P-0900.BM BUILDING PLAN - B1 MEZZANINE PARKING LEVEL	1/8" = 1'-0"	REV 0		
P-0900.B1 BUILDING PLAN - STREET LEVEL	1/8" = 1'-0"	REV 0		
P-0900.B2 BUILDING PLAN - FF ELEVATION @ 190'-6"	1/8" = 1'-0"	REV 0		
P-0900.B3 BUILDING PLAN - FF ELEVATION @ 200'-4"	1/8" = 1'-0"	REV 0		
P-0900.B4 BUILDING PLAN - FF ELEVATION @ 210'-2"	1/8" = 1'-0"	REV 0		
P-0900.B5 BUILDING PLAN - FF ELEVATION @ 220'-0"	1/8" = 1'-0"	REV 0		
P-0900.B6 BUILDING PLAN - FF ELEVATION @ 229'-10"	1/8" = 1'-0"	REV 0		
P-0900.B7 BUILDING PLAN - FF ELEVATION @ 239'-8"	1/8" = 1'-0"	REV 0		
P-0900.B8 BUILDING PLAN - FF ELEVATION @ 249'-6"	1/8" = 1'-0"	REV 0		
P-0900.B9 BUILDING PLAN - FF ELEVATION @ 259'-4"	1/8" = 1'-0"	REV 0		
P-0910 BUILDING DETAILS	AS NOTED	REV 0		

RESIDENTIAL PROGRAM TYPES

TRADITIONAL (TR)	LOFTS (LTLT & LTLT2)																						
<table border="1"> <thead> <tr> <th>UNITS / SF</th> <th>UNITS / SF</th> </tr> </thead> <tbody> <tr> <td>STUDIO</td> <td>1 BED</td> </tr> <tr> <td>1 BED</td> <td>2 BED</td> </tr> <tr> <td>2 BED</td> <td>3 BED</td> </tr> <tr> <td>3 BED</td> <td>4 BED</td> </tr> <tr> <td>TOTAL</td> <td>TOTAL</td> </tr> </tbody> </table>	UNITS / SF	UNITS / SF	STUDIO	1 BED	1 BED	2 BED	2 BED	3 BED	3 BED	4 BED	TOTAL	TOTAL	<table border="1"> <thead> <tr> <th>UNITS / SF</th> <th>UNITS / SF</th> </tr> </thead> <tbody> <tr> <td>1 BED</td> <td>2 BED</td> </tr> <tr> <td>2 BED</td> <td>3 BED</td> </tr> <tr> <td>3 BED</td> <td>4 BED</td> </tr> <tr> <td>TOTAL</td> <td>TOTAL</td> </tr> </tbody> </table>	UNITS / SF	UNITS / SF	1 BED	2 BED	2 BED	3 BED	3 BED	4 BED	TOTAL	TOTAL
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TOTAL	TOTAL																						
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TOTAL	TOTAL																						
TOWNHOUSE (TH & TH2)	TOWERS (TWR)																						
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2 BED TOWNHOUSE	2 BED																						
3 BED TOWNHOUSE	3 BED																						
4 BED TOWNHOUSE	4 BED																						
TOTAL	TOTAL																						
UNITS / SF	UNITS / SF																						
2 BED	3 BED																						
3 BED	4 BED																						
FULL FLOOR																							
TOTAL	TOTAL																						

NOTE: (1) SEE PROJECT DESCRIPTION FOR INFORMATION RELATED TO AFFORDABLE HOUSING. (2) THE RESIDENTIAL TYPES INDICATED IN THESE TABLES ARE DISTRIBUTED AMONG THE DIFFERENT BUILDING BLOCKS AS NOTED IN THE TABLES BELOW. (3) THE DISTRIBUTION OF RESIDENTIAL TYPES IS SHOWN FOR REFERENCE AND SUBJECT TO CHANGE IN SUBSEQUENT BUILDING PERMIT APPLICATIONS.

DENSITY BONUS SUMMARY

DENSITY BONUS SUMMARY	AFFORDABILITY SUMMARY
MAX UNITS PERMITTED PER GP	MARKET RATE
AFFORDABLE UNITS	AFFORDABLE TO 80% AMI
50% AMI	STUDIO
DENSITY BONUS %	1 BEDROOM
DENSITY BONUS UNITS	AFFORDABLE TO 50% AMI
ALLOWED NUMBER OF CONCESSIONS	STUDIO
	1 BEDROOM
	TOTAL UNITS

RESIDENTIAL PROGRAM DISTRIBUTION

BLOCK 1	AFFORDABLE UNITS	MARKET RATE UNITS	BLOCK 3	AFFORDABLE UNITS	MARKET RATE UNITS
TOWNHOUSE (TW)	-	-	TOWNHOUSE (TW)	-	11
TRADITIONAL (TR)	-	5	TRADITIONAL (TR)	8	45
CO-HOUSING (COH)	-	36	CO-HOUSING (COH)	-	11
LOFTS (LT)	-	-	LOFTS (LT)	-	33
TERRACES (TRC)	-	-	TERRACES (TRC)	-	59
TOWERS (TWR)	-	-	TOWERS (TWR)	-	-
TOTAL	41	41	TOTAL	41	186
BLOCK 2	AFFORDABLE UNITS	MARKET RATE UNITS	BLOCK 9	AFFORDABLE UNITS	MARKET RATE UNITS
TOWNHOUSE (TW)	-	-	TOWNHOUSE (TW)	-	17
TRADITIONAL (TR)	196	51	TRADITIONAL (TR)	193	100
CO-HOUSING (COH)	-	-	CO-HOUSING (COH)	-	-
LOFTS (LT)	-	42	LOFTS (LT)	-	39
TERRACES (TRC)	-	34	TERRACES (TRC)	-	46
TOWERS (TWR)	-	32	TOWERS (TWR)	-	26
TOTAL	395	140	TOTAL	393	417
BLOCK 3	AFFORDABLE UNITS	MARKET RATE UNITS	BLOCK 10	AFFORDABLE UNITS	MARKET RATE UNITS
TOWNHOUSE (TW)	-	36	TOWNHOUSE (TW)	-	17
TRADITIONAL (TR)	360	93	TRADITIONAL (TR)	173	120
CO-HOUSING (COH)	-	-	CO-HOUSING (COH)	-	-
LOFTS (LT)	-	65	LOFTS (LT)	-	46
TERRACES (TRC)	-	64	TERRACES (TRC)	-	34
TOWERS (TWR)	-	48	TOWERS (TWR)	-	26
TOTAL	690	246	TOTAL	419	418
BLOCK 4	AFFORDABLE UNITS	MARKET RATE UNITS			
TOWNHOUSE (TW)	-	3			
TRADITIONAL (TR)	-	193			
CO-HOUSING (COH)	-	72			
LOFTS (LT)	-	50			
TERRACES (TRC)	-	-			
TOWERS (TWR)	-	-			
TOTAL	321	321			

NOTE: THE DISTRIBUTION OF RESIDENTIAL TYPES IN EACH BLOCK, TERRACE LEVEL, AND TOWER LEVEL USES THE PERCENTAGES OF UNIT SIZES PER THE TABLES ABOVE.

GENERAL NOTES

- THE VALCO TOWN CENTER PROJECT SHALL COMPLY WITH CALIFORNIA CODE OF REGULATIONS (CCR), TITLE 24 (CALIFORNIA BUILDING STANDARDS CODE) 2016, THE AMERICAS WITH DISABILITIES ACT (ADA) 2010 AND THE CURBERTON MUNICIPAL CODE, ORDINANCES AND REGULATIONS, TO THE EXTENT EACH CONTAIN OBJECTIVE ZONING STANDARDS AND SUBJECTIVE DESIGN REVIEW STANDARDS AS DEFINED BY SBIS.
- THE VALCO TOWN CENTER PROJECT SHALL BE COORDINATED WITH THE CITY OF CUPERTINO PUBLIC WORKS AND BUILDINGS AGENCIES, THE SANTA CLARA COUNTY FIRE DEPARTMENT, AND LOCAL, REGIONAL / STATE PUBLIC AND PRIVATE UTILITIES.
- THE VALCO T







# VALLCO TOWN CENTER

OWNER - VALLCO PROPERTY OWNER LLC  
865 PASEO HILL ROAD, PALO ALTO, CA 94304  
T. 650-344-1500

ARCHITECTURE - RAFAEL VINOLY ARCHITECTS  
80 VANDERBILT STREET, NEW YORK, NY 10013  
T. 212-924-5500

ARCHITECTURE - RAFAEL VINOLY ARCHITECTS  
1033 N. WOLFE ROAD, CUPERTINO, CA 95014  
T. 408-627-7000

LANDSCAPE ARCHITECTURE - OLIN PARTNERSHIP LTD.  
190 S. INDEPENDENCE HALL, SUITE 1123, PHILADELPHIA, PA 19106  
T. 215-440-0030

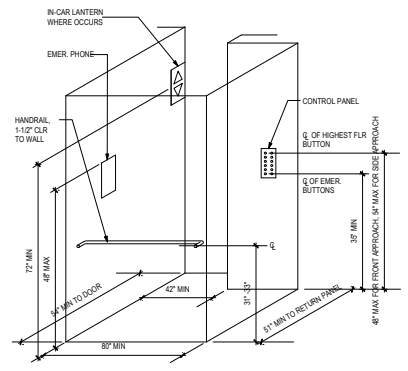
CIVIL - SANDS CIVIL ENGINEERS SURVIVORS PLANNERS, INC.  
1700 S. WINCHESTER BLVD, SUITE 200, CAMPBELL, CA 95008  
T. 408-636-0000

TRANSPORTATION ENGINEERING - AUSTIN NORTH AMERICA, LTD.  
960 MISSION STREET, SUITE 700, SAN FRANCISCO, CA 94105  
T. 415-957-8445

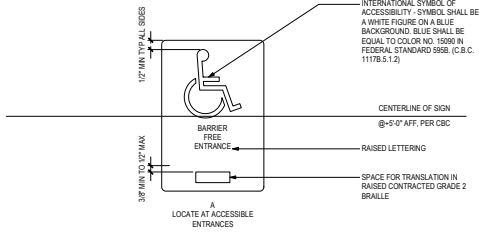
LIGHTING - ONE LUX STUDIO  
158 WEST 29TH STREET, 10TH FLOOR, NEW YORK, NY 10001  
T. 212-201-6790

SIGNAGE - EXIT  
1617 .JK BLVD, SUITE 1065, PHILADELPHIA, PA 19103  
T. 215-981-1990

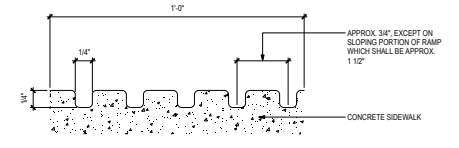
PAVING ENGINEERING - WATRY DESIGN, INC.  
2099 GATEWAY PLACE, SUITE 550, SAN JOSE, CA 95110  
T. 408-362-7900



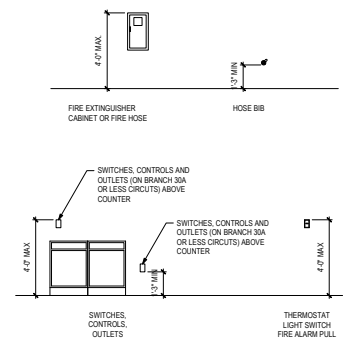
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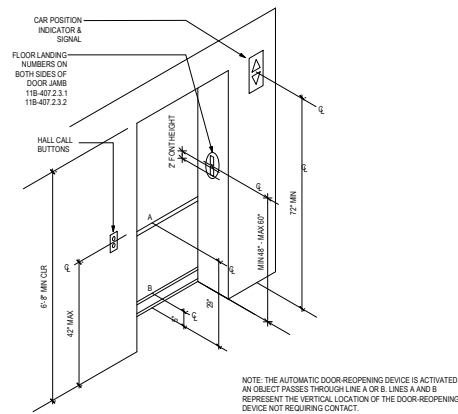
ACCESSIBLE BARRIER FREE SIGN  
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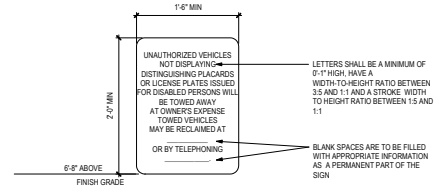
GROOVED BORDER  
N.T.S. 4



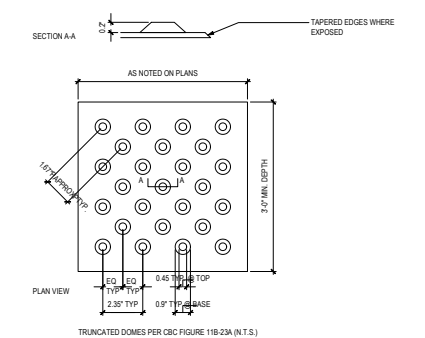
SWITCHES, OUTLET AND CONTROLS  
N.T.S. 12



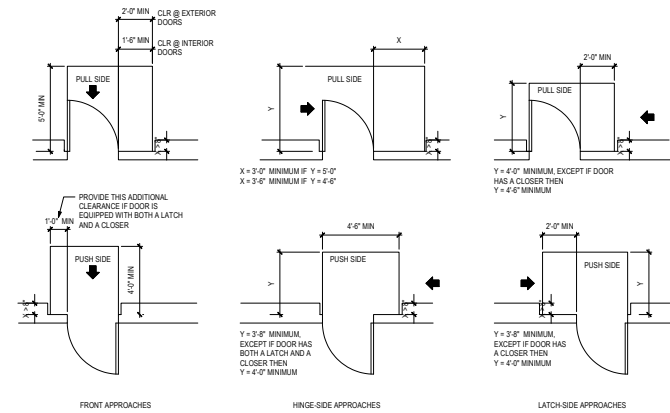
PARKING ENTRANCE SIGN  
N.T.S. 10



PARKING ENTRANCE SIGN  
N.T.S. 6

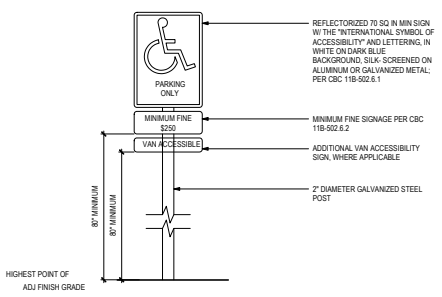


TRUNCATED DOMES  
N.T.S. 3



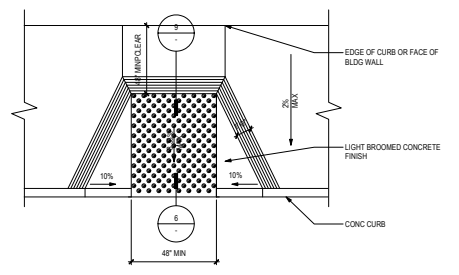
NOTE: ALL DOORS IN ALCOVES SHALL COMPLY WITH THE CLEARANCES FOR FRONT APPROACHES

ACCESSIBLE CLEAR SPACE AT DOORS - CBC 2013 11B-404.2.1  
N.T.S. 9

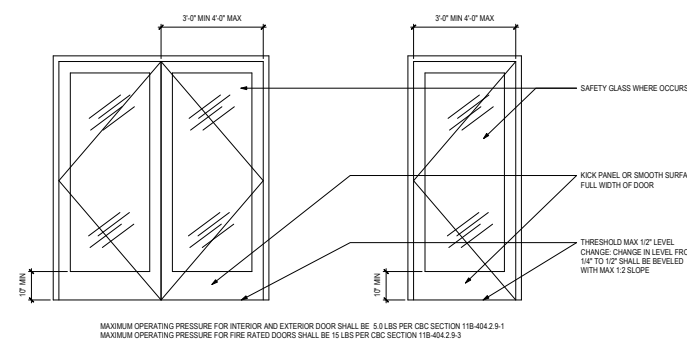


NOTE: WHERE A WALL OCCURS AT THE WALKWAY END OF THE PARKING SPACE, SIGN MAY BE CENTERED ON THE WALL AT A MINIMUM HEIGHT OF 2'0\"/>

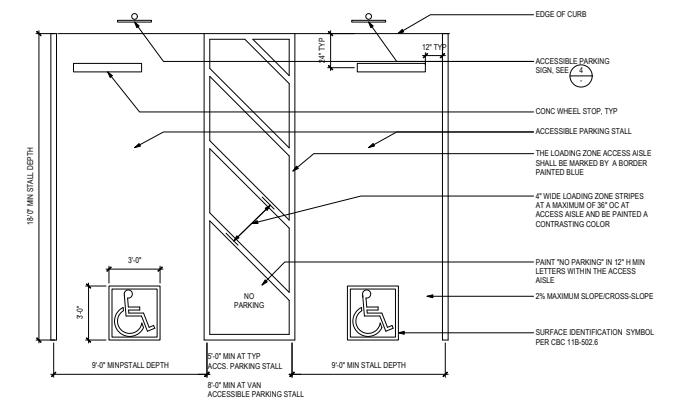
ACCESSIBLE PARKING SIGN  
N.T.S. 5



ACCESSIBLE CURB RAMP - CBC 11B-406  
N.T.S. 2



ACCESSIBLE EXIT DOOR  
N.T.S. 8



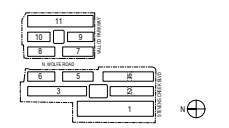
ACCESSIBLE PARKING STALL  
N.T.S. 1

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SB-35 DEVELOPMENT APPLICATION

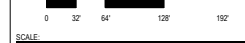
REV	DESCRIPTION	DATE
REV 2	SB-35 DEVELOPMENT APPLICATION	03/27/2018



KEY PLAN AND NORTH ARROW  
ARCHITECTS PROJECT NUMBER: 336011

PROJECT PHASE: SB-35 DEVELOPMENT APPLICATION

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SCALE: ACCESSIBILITY DIAGRAMS 2

SHEET TITLE: P-0105

SHEET NUMBER: P-0105  
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# VALLCO TOWN CENTER

OWNER - VALLCO PROPERTY OWNER LLC  
 965 PAGE MILL ROAD, PALO ALTO, CA 94304  
 T. 650-344-1500

ARCHITECTURE - RAFAEL VINOLY ARCHITECTS  
 50 VANDAM STREET, NEW YORK, NY 10013  
 T. 212-924-0500

ARCHITECTURE - RAFAEL VINOLY ARCHITECTS  
 1033 N. WOLFE ROAD, CUPERTINO, CA 95014  
 T. 408-627-7000

LANDSCAPE ARCHITECTURE - OLIN PARTNERSHIP LTD.  
 150 S. INDEPENDENCE MALL, W. SUITE 1103, PHILADELPHIA, PA 19106  
 T. 215-440-0030

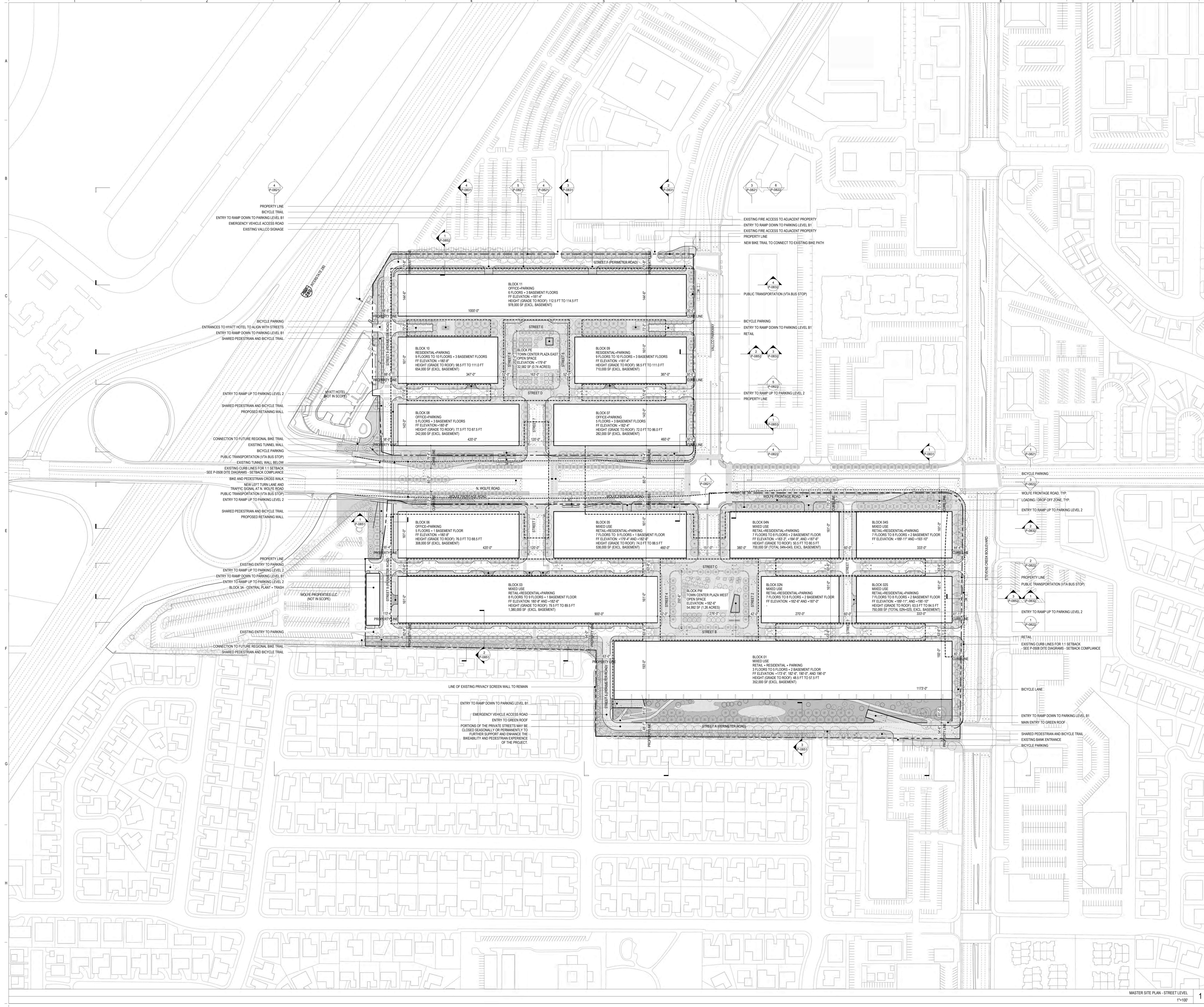
CIVIL - SANDIS CIVIL ENGINEERS SURVEYORS PLANNERS, INC.  
 1705 S. WINCHESTER BLVD., SUITE 200, CAMPBELL, CA 95008  
 T. 408-636-0500

TRANSPORTATION ENGINEERING - ARUP NORTH AMERICA, LTD.  
 880 MISSION STREET, SUITE 700, SAN FRANCISCO, CA 94105  
 T. 415-567-9445

LIGHTING - ONE LUX STUDIO  
 158 HESS 29TH STREET, 10TH FLOOR, NEW YORK, NY 10011  
 T. 212-201-6750

SIGNAGE - EXIT  
 1617 JPK BLVD, SUITE 1665, PHILADELPHIA, PA 19103  
 T. 215-641-1150

PARKING ENGINEERING - WATRY DESIGN, INC.  
 2099 GATEWAY PLACE, SUITE 550, SAN JOSE, CA 95110  
 T. 408-350-7900

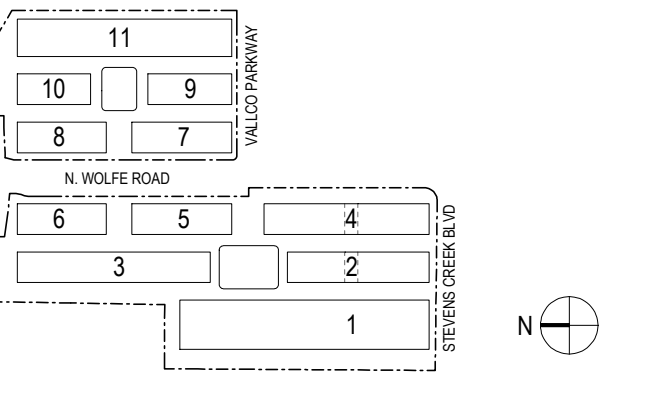


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## SB-35 DEVELOPMENT APPLICATION

REV	DESCRIPTION	DATE
REV-0	SB-35 DEVELOPMENT APPLICATION	03/27/2018



ARCHITECTS PROJECT NUMBER: 708011

PROJECT PHASE: SB-35 DEVELOPMENT APPLICATION

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SCALE: 1/1000"=1'-0"

MASTER SITE PLAN - STREET LEVEL

SHEET TITLE:

P-0202

SHEET NUMBER: 1



# VALLCO TOWN CENTER

OWNER - VALLCO PROPERTY OWNER LLC  
 965 PAGE MILL ROAD, PALO ALTO, CA 94304  
 T. 650-344-1500

ARCHITECTURE - RAFAEL VINOLY ARCHITECTS  
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 T. 212-924-0500

ARCHITECTURE - RAFAEL VINOLY ARCHITECTS  
 1033 N. WOLFE ROAD, CUPERTINO, CA 95014  
 T. 408-627-7000

LANDSCAPE ARCHITECTURE - OLIN PARTNERSHIP LTD.  
 150 S. INDEPENDENCE MALL, W. SUITE 1103, PHILADELPHIA, PA 19106  
 T. 215-440-0030

CIVIL - SANDIS CIVIL ENGINEERS SURVEYORS PLANNERS, INC.  
 1705 S. WINCHESTER BLVD., SUITE 200, CAMBRIDGE, CA 95008  
 T. 408-636-0500

TRANSPORTATION ENGINEERING - ARUP NORTH AMERICA, LTD.  
 880 MISSION STREET, SUITE 700, SAN FRANCISCO, CA 94105  
 T. 415-557-9445

LIGHTING - ONE LUX STUDIO  
 158 HESS 29TH STREET, 10TH FLOOR, NEW YORK, NY 10011  
 T. 212-201-6750

SIGNAGE - EXIT  
 1617 JPK BLVD, SUITE 1665, PHILADELPHIA, PA 19103  
 T. 215-681-1150

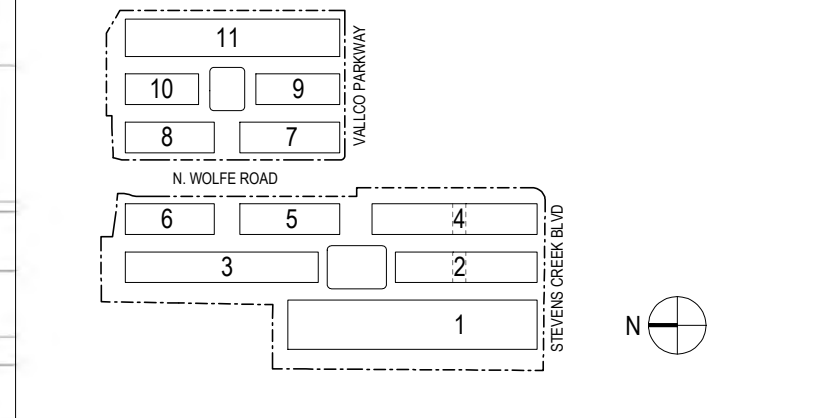
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## SB-35 DEVELOPMENT APPLICATION

REV	DESCRIPTION	DATE
REV-0	SB-35 DEVELOPMENT APPLICATION	03/27/2018



KEY PLAN AND NORTH ARROW

ARCHITECTS PROJECT NUMBER 708011

PROJECT PHASE SB-35 DEVELOPMENT APPLICATION

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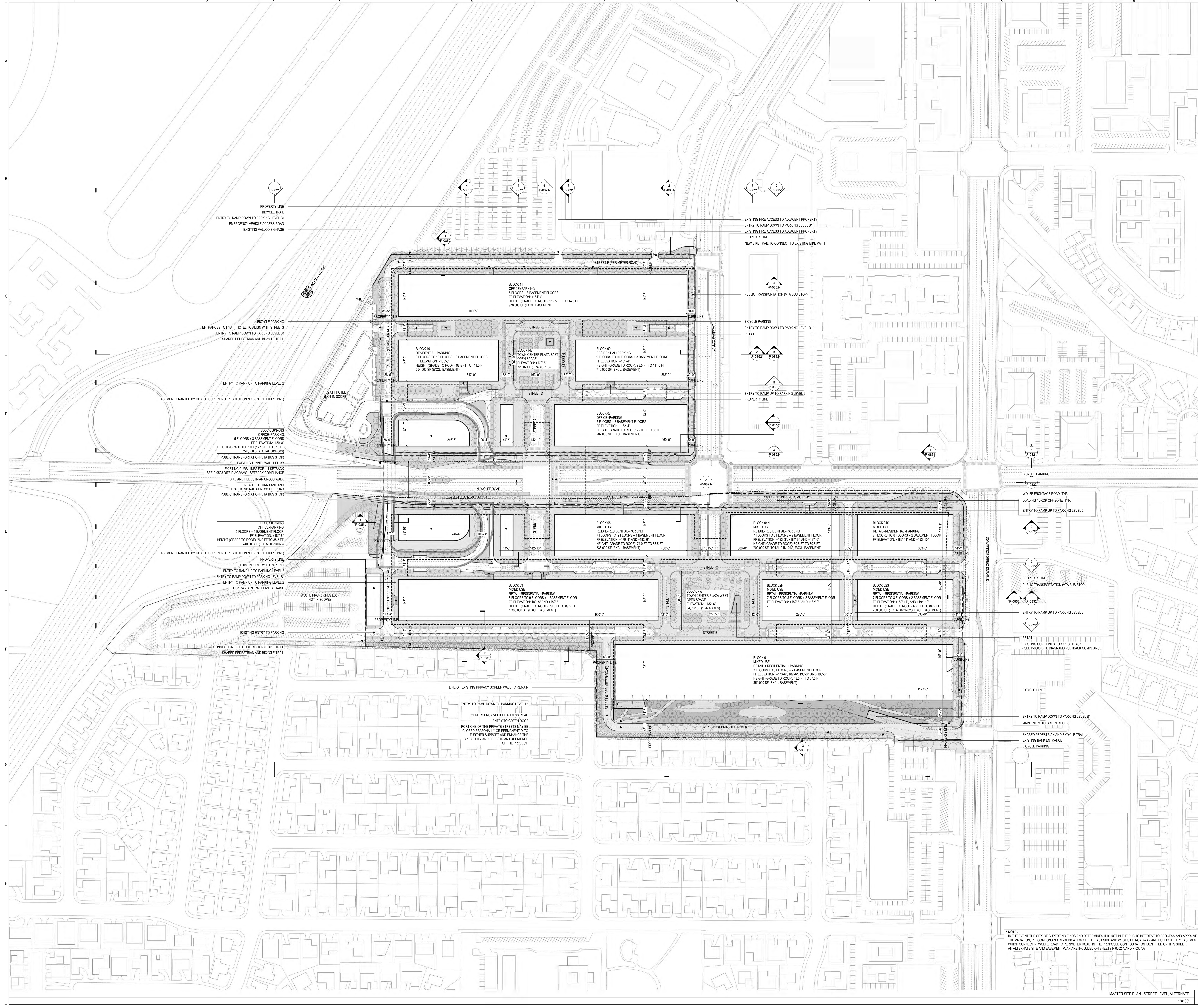
MASTER SITE PLAN - STREET LEVEL - ALTERNATE

SHEET TITLE

# P-0202.A

SHEET NUMBER

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 965 PAGE MILL ROAD, PALO ALTO, CA 94304  
 T. 650-344-1500

ARCHITECTURE - RAFAEL VINOY ARCHITECTS  
 50 VANDAM STREET, NEW YORK, NY 10013  
 T. 212-924-0500

ARCHITECTURE - RAFAEL VINOY ARCHITECTS  
 1033 N. WOLFE ROAD, CUPERTINO, CA 95014  
 T. 408-627-7000

LANDSCAPE ARCHITECTURE - OLIN PARTNERSHIP LTD.  
 150 S. INDEPENDENCE MALL, V. SUITE 1123, PHILADELPHIA, PA 19106  
 T. 215-440-0030

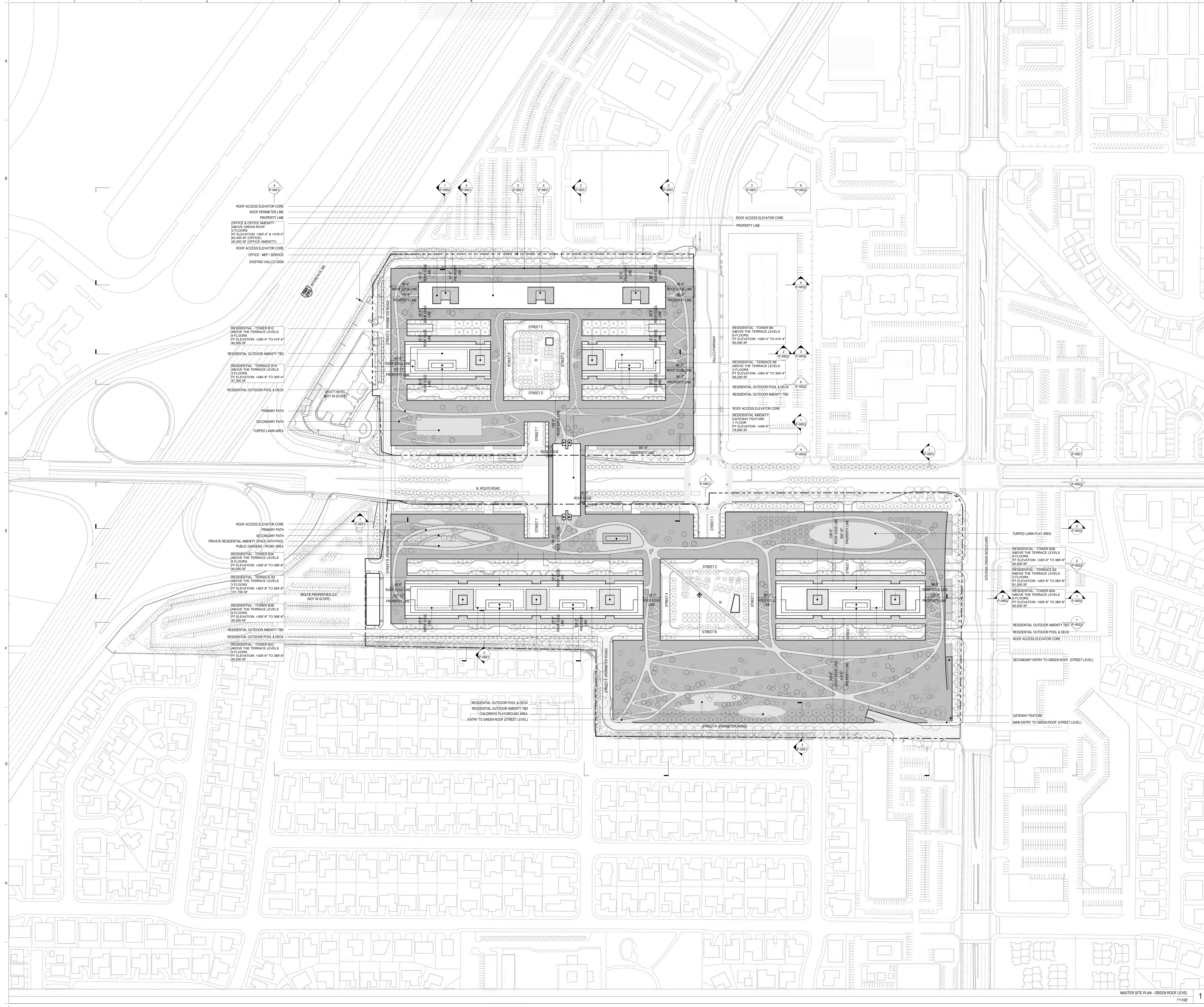
CIVIL - SANDIS CIVIL ENGINEERS SURVEYORS PLANNERS, INC.  
 1705 S. WINCHESTER BLVD., SUITE 200, CAMPBELL, CA 95008  
 T. 408-636-8900

TRANSPORTATION ENGINEERING - ARUP NORTH AMERICA, LTD.  
 880 MISSION STREET, SUITE 700, SAN FRANCISCO, CA 94105  
 T. 415-567-9445

LIGHTING - ONE LUX STUDIO  
 158 WESS 29TH STREET, 10TH FLOOR, NEW YORK, NY 10001  
 T. 212-201-6750

SIGNAGE - EXIT  
 1617 JFK BLVD, SUITE 1665, PHILADELPHIA, PA 19103  
 T. 215-641-1150

PARKING ENGINEERING - WATRY DESIGN, INC.  
 2099 GATEWAY PLACE, SUITE 550, SAN JOSE, CA 95110  
 T. 408-350-7900



ROOF ACCESS ELEVATOR CORE  
 ROOF PERIMETER LINE  
 PROPERTY LINE  
 OFFICE & OFFICE AMENITY TID  
 ABOVE GREEN ROOF  
 2 FLOORS  
 FF ELEVATION: +300'-2" TO +318'-2"  
 (61,400 SF OFFICE)  
 45,000 SF (OFFICE AMENITY)  
 ROOF ACCESS ELEVATOR CORE  
 OFFICE, MEP / SERVICE  
 EXISTING VALLCO SIGN

RESIDENTIAL TOWER B7C  
 ABOVE THE TERRACE LEVELS  
 9 FLOORS  
 FF ELEVATION: +326'-4" TO 410'-4"  
 40,500 SF  
 RESIDENTIAL OUTDOOR AMENITY TID  
 RESIDENTIAL TERRACE B10  
 ABOVE THE TERRACE LEVELS  
 3 FLOORS  
 FF ELEVATION: +284'-4" TO 305'-4"  
 47,300 SF  
 RESIDENTIAL OUTDOOR POOL & DECK  
 PRIMARY PATH  
 SECONDARY PATH  
 TURFED LAWN AREA

ROOF ACCESS ELEVATOR CORE  
 PRIMARY PATH  
 SECONDARY PATH  
 PRIVATE RESIDENTIAL AMENITY SPACE WITH POOL  
 PUBLIC GARDENS / PICNIC AREA  
 RESIDENTIAL TOWER B5A  
 ABOVE THE TERRACE LEVELS  
 9 FLOORS  
 FF ELEVATION: +305'-8" TO 389'-8"  
 40,500 SF  
 RESIDENTIAL TERRACE B3  
 ABOVE THE TERRACE LEVELS  
 3 FLOORS  
 FF ELEVATION: +283'-8" TO 284'-8"  
 131,700 SF  
 RESIDENTIAL TOWER B5B  
 ABOVE THE TERRACE LEVELS  
 9 FLOORS  
 FF ELEVATION: +305'-8" TO 389'-8"  
 40,500 SF  
 RESIDENTIAL OUTDOOR AMENITY TID  
 RESIDENTIAL OUTDOOR POOL & DECK  
 RESIDENTIAL TOWER B5C  
 ABOVE THE TERRACE LEVELS  
 9 FLOORS  
 FF ELEVATION: +305'-8" TO 389'-8"  
 40,500 SF

RESIDENTIAL OUTDOOR POOL & DECK  
 RESIDENTIAL OUTDOOR AMENITY TID  
 CHILDREN'S PLAYGROUND AREA  
 ENTRY TO GREEN ROOF (STREET LEVEL)

RESIDENTIAL TOWER B8  
 ABOVE THE TERRACE LEVELS  
 9 FLOORS  
 FF ELEVATION: +326'-4" TO 410'-4"  
 40,500 SF  
 RESIDENTIAL TERRACE B9  
 ABOVE THE TERRACE LEVELS  
 3 FLOORS  
 FF ELEVATION: +284'-4" TO 305'-4"  
 46,200 SF  
 RESIDENTIAL OUTDOOR POOL & DECK  
 RESIDENTIAL OUTDOOR AMENITY TID  
 ROOF ACCESS ELEVATOR CORE  
 RESIDENTIAL AMENITY  
 GATEWAY FEATURE  
 1 FLOOR  
 FF ELEVATION: +249'-6"  
 16,000 SF

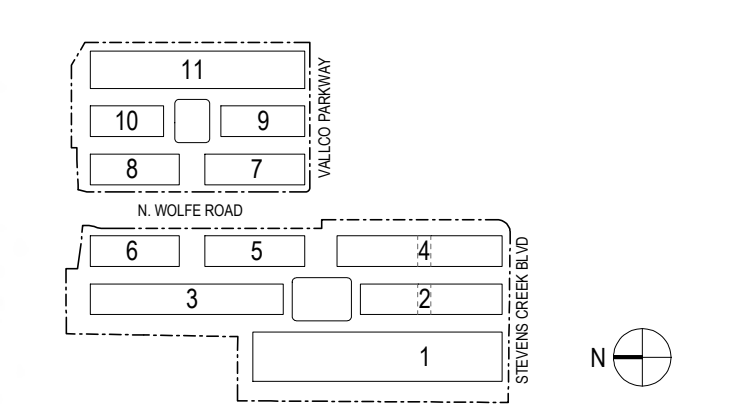
RESIDENTIAL TOWER B16B  
 ABOVE THE TERRACE LEVELS  
 9 FLOORS  
 FF ELEVATION: +305'-8" TO 389'-8"  
 40,500 SF  
 RESIDENTIAL TERRACE B2  
 ABOVE THE TERRACE LEVELS  
 3 FLOORS  
 FF ELEVATION: +283'-8" TO 284'-8"  
 81,500 SF  
 RESIDENTIAL TOWER B16A  
 ABOVE THE TERRACE LEVELS  
 9 FLOORS  
 FF ELEVATION: +305'-8" TO 389'-8"  
 40,500 SF  
 RESIDENTIAL OUTDOOR AMENITY TID  
 RESIDENTIAL OUTDOOR POOL & DECK  
 ROOF ACCESS ELEVATOR CORE  
 SECONDARY ENTRY TO GREEN ROOF (STREET LEVEL)  
 GATEWAY FEATURE  
 MAIN ENTRY TO GREEN ROOF (STREET LEVEL)

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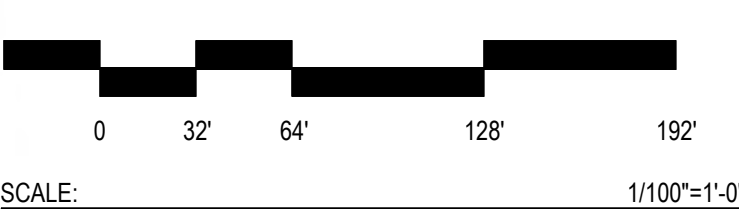
## SB-35 DEVELOPMENT APPLICATION

REV	DESCRIPTION	DATE
REV-0	SB-35 DEVELOPMENT APPLICATION	03/27/2018



KEY PLAN AND NORTH ARROW  
 ARCHITECTS PROJECT NUMBER: 708011

PROJECT PHASE: SB-35 DEVELOPMENT APPLICATION  
 IF THIS DRAWING IS NOT 36"x48" IT IS A REDUCED PRINT. REFER TO GRAPHIC SCALE.



SCALE: 1/1000"=1'-0"  
**MASTER SITE PLAN - GREEN ROOF LEVEL**

SHEET TITLE:  
**P-0203**



# EXHIBIT 7



SAND HILL PROPERTY COMPANY

June 19, 2018

David Brandt  
City Manager  
City of Cupertino  
10300 Torre Ave  
Cupertino, CA 95014

Re: Vallco Town Center SB 35 Application – Updated Supplemental Information

Dear David:

In advance of the City's 90-day compliance determination of our Vallco Town Center SB 35 application, we wanted to restate and update our June 1, 2018 letter which provided the City with further explanatory and supplemental information. This letter does not change the March 27, 2018 development submittal, but rather is submitted to provide greater clarifications, explanations, and supplemental application materials. This updated letter supersedes our June 1, 2018 letter. We hope you find it helpful.

First, attached as Exhibit A are figures and tables depicting the detailed uses and square footages for each floor of every block in the Project. While perhaps unnecessary to your determination, we thought this additional level of granularity on the uses and square footage calculations for all areas of the project may avoid any misunderstanding.<sup>1</sup>

The Project complies with SB 35's two-thirds residential requirement and the requirements of Cupertino Municipal Code ("CMC") Section 19.08.030 regarding floor area calculations. All rooftop spaces indicated as MEP are "exterior" roof spaces and are not counted in the area calculations. All non-residential basements and parking facilities, as defined in CMC Section 19.08.030, conform to CMC Section 19.28.070(I) and are not included in the area calculations. Interior building areas are calculated pursuant to CMC requirements and anticipate future tenant improvements, which will introduce compliant

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<sup>1</sup> While preparing these documents, we identified a discrepancy in the "Building Block Allocation" table found on page P-0101 of the plan set. This was simply the result of an Excel formula error and does not affect any of the design or the Development Summary. A brief explanation and updated table is attached as Exhibit C. As the City completes the design review and public oversight portion of the SB 35 process, the plan set will be updated with this table, as well as any other minor revisions that result from the SB 35 process.

finished floor-to-ceiling heights at the time of tenant improvement building permit applications. Exhibit A provides illustrative finished ceiling locations for each floor.

In addition to the above floor area compliance explanation, as a conservative exercise to clearly demonstrate compliance, we have also provided floor area calculations with certain areas double-counted in a separate table pursuant to CMC Section 19.08.030. In this calculation, ground floor heights higher than 20 feet are assumed not to have compliant finished floor-to-ceiling heights and thus are double-counted, and all floors above the ground floor with ceiling heights taller than 15 feet assumed not to have compliant finished floor-to-ceiling heights (i.e. floors 6 through 8 in the Block 11 office building) are double counted. Even with this conservative calculation, the Project complies with SB 35's two-thirds residential requirement.

We also wanted to provide some additional detail regarding the “amenity” component of the residential use. Based on project characteristics and the spectrum of expected resident profiles, and after a review of select analogous projects (existing and planned) throughout the Silicon Valley, San Francisco, and Los Angeles markets, we determined that in order for the Project to be considered first-class and competitive it will be important that we provide a robust residential amenity program for the future residents. At roughly 550,000 square feet in area (just over 10% of the total residential area of the project), the residential amenity facilities are anticipated to include (but not be limited to) fitness and wellness facilities (traditional fitness centers with strength & cardio; sauna/steam/jacuzzi; yoga/pilates/spin training areas; indoor basketball courts; indoor squash; indoor climbing; and indoor golf training), resident lounge and function facilities (libraries; grand ball rooms and various lounge areas geared toward entertainment/gaming, coffee, gourmet kitchen, event screening and wet bar), and resident services facilities (storage; bike storage; bike repair stations; pet care/wash; child care; cafes; massage and spa space; dry cleaning and concierge). These residential amenities will only be open to the residents and their guests. This information on the residential amenity program is not meant to be exhaustive but rather illustrative and subject to change.<sup>2</sup>

Second, we are providing additional documentation demonstrating that the two density bonus concessions will result in identifiable and actual cost reductions. These cost reductions in turn will assist in providing the below market rate (“BMR”) units. In particular, The Concord Group's analysis, dated June 1, 2018 and attached as Exhibit B, demonstrates that current and forecasted retail market conditions only justify 400,000 square feet of retail at the project and that reducing the minimum retail area requirement from 600,000 to 400,000 square feet would result in project cost reductions. Based on

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<sup>2</sup> We understand that some in the community have asked about the uses proposed for the “bridge” area above Wolfe Road, and if that should count towards the residential areas. Although the details of the program have not been finalized, this area is planned to house various types of residential amenity uses, including primarily some combination of the fitness and wellness facilities described above. We also note that this area is not necessary in order to meet the two-thirds residential requirement. Even if the 41,000 square feet were counted as non-residential, 67.4% of the development would still be dedicated toward residential uses.



this analysis, building 200,000 fewer square feet of retail would avoid \$160,000,000 in cost using a mid-range cost of \$800 per square foot provided by Economic & Planning Systems, Inc. (“EPS”), the City’s economic consultant, during the opening of the Vallco Specific Plan’s Charrette #2. The requirement to develop 600,000 square feet of retail, which is 200,000 square feet more than the market would demand, would result in at least \$60,000,000 in additional, *wholly unrecoverable* costs. In addition to demonstrating that this concession directly results in the avoidance of an approximate \$60,000,000 loss, there are less tangible considerations, like the chilling effect vacant retail storefronts visible to the public have on street level vitality, lease-up and/or the performance of the balance of retail in the project, or of the residential and office components.

As for the concession eliminating certain design requirements for below market rate units, cost reductions will be achieved as follows:

- First, the BMR units are smaller than the comparable studio and 1-bedroom market rate units because building units of a smaller area reduces costs. EPS also reported last week that for every square foot of BMR unit developed, the developer realizes a straight loss of \$250 to \$300 (which we believe to be much too low). Using the mid-range loss of \$275 per square foot, a 527-square foot 1-bedroom BMR unit would result in \$92,400 less loss than an 863-square foot 1-bedroom. Further, the rent for BMR units is set by unit type, not sizes, so if larger area BMRs of a certain unit type were built, the additional loss would not be offset by any increased rental income.
- Second, BMR units are limited to studios and 1-bedrooms and do not include units with two or more bedrooms, which also achieves cost reductions. Of course, units with more bedrooms are by necessity larger, which increases cost and loss. In addition, while BMR units with a greater number of bedrooms allow for nominal rent limit increases, such increases are not commensurate with the incremental project costs resulting from the additional areas built. For example, according to the most recent rent limits published by the City, a 1-bedroom BMR unit affordable to the very low-income level can be rented for \$1,195 per month, and a 2-bedroom BMR unit affordable to the very low income level can be rented for \$1,344 per month. Based on the \$275 loss per square foot and an estimated 250 square foot difference between a 1-bedroom and a 2-bedroom, loss resulting from providing the 1-bedroom would be less by approximately \$68,750, while rent would only be \$149 per month less than the 2-bedroom (which avoids an abnormally low 2.6% return-on-cost).

For these reasons, eliminating certain below market rate design requirements will result in cost reductions for the project that will allow for the construction of the project’s affordable housing.

In sum, the concessions we are requesting will result in material reductions in project cost and the avoidance of tens of millions of dollars in loss. These savings will assist in the successful development of the project’s 1,201 BMR units. To illustrate this, let’s again look to EPS’s loss projection of \$250 to \$300 per square foot of BMR. While we believe

these values significantly *understate* the actual loss associated with the 1,201 BMR units proposed in our project, if we apply EPS's mid-range figure of \$275 of loss per square foot of BMR to the 617,000 square feet of the project's BMR "unit" area (which does not take into consideration any allocation of the garage or amenity areas and their associated costs), we would see a very conservative projection of the loss associated with our proposed BMR units – in this case, no less than -\$170,000,000. The cost reductions and savings due to the requested concessions will serve to offset a portion, at least \$60,000,000, of that loss.

Finally, we wanted to provide additional background on the density bonus aspect of the project. We first assumed and started with a "pre-bonus" or General Plan consistent project, and then added the 35% increase in density and made other modifications allowed by the concessions. This "pre-bonus" project included the following program: 1,810,000 square feet of office, 600,000 square feet of retail, and 1,778 residential units within 4,820,000 residential square feet (including amenity and garage space). This program is consistent with the General Plan and still designates at least two-thirds of the square footage for residential uses.

Under the Density Bonus Law, the Project qualifies for a 35% density bonus. When making that calculation, "each component of any density calculation, including base density and bonus density, resulting in fractional units shall be separately rounded up to the next whole number." Government Code § 65915(q). The property is 50.82 acres, meaning that under the 35 du/acre General Plan density standard, the "base density" is 1,778.7 units, which is rounded up to 1,779 units. When this base density is increased by 35%, the total is 2,401.65, which is also rounded up to the next whole number for a total of 2,402 units in this application.

In addition to additional density, density bonus projects qualify for concessions, which frequently provide relief from development standards contained in a General Plan or zoning. Here, we made modifications to the "pre-bonus" project to account for the two concessions identified above: i) reducing the retail from the 600,000 square feet minimum in the General Plan down to 400,000 square feet and ii) increasing the number of residential units without meeting the identical design requirement in Cupertino's density bonus code. With these two modifications allowed by the concessions, we arrived at the final design that was included in the SB 35 application: 1,810,000 million square feet of office, 400,000 square feet of retail, and 4,700,000 square feet of residential uses (including 2,402 units).

Further, under the CMC, while the below market rate units must generally be dispersed throughout a project, any bonus units are "permitted in geographic areas of the housing development other than the areas where the affordable units are located." The Project meets this requirement by dispersing the below market rate units generally throughout the Project, except for a few areas primarily where the "bonus" units are located.

The LEED CS v3 Scorecard for Office Core and Shell is attached as Exhibit D, and the LEED NC v3 Scorecard for Retail / Residential New Construction is attached as Exhibit E. The Project will meet or exceed the CMC's LEED Silver requirement. We are

committed to working with staff over the course of design review to achieve the highest LEED certifications possible.

Additionally, the Water Efficient Landscape Checklist is attached as Exhibit F. The Project will comply with the provisions of the CMC's Landscape Ordinance (Chapter 14.15). We will provide a compliant Appendix B and Landscape Documentation Package prior to final permit issuance (See CMC § 14.15.050).

As stated in Appendix B of the application's Project Description, we will comply with CMC Section 14.18.160 requirements for tree replacements for all trees proposed for removal. Project plans call for more than 1,000 new replacement trees (which is greater than two for every one removed), all of which will be native or drought tolerant species. In addition, Project plans show that replacement trees will range in size from 15 gallons to 36 inches and up to 48-inch box sizes, which is in compliance with CMC Section 14.18.160A as shown below:

*Table 14.18.160A - Replacement Tree Guidelines*

<b>Diameter of Trunk Size of Removed Tree (Measured 4½ feet above grade)</b>	<b>Replacement Trees</b>
Up to 12 inches*	One 24" box tree
Over 12 inches and up to 18 inches	Two 24" box trees or One 36" box tree
Over 18 inches and up to 36 inches	
Over 36 inches	One 36" box tree
Heritage tree	One 48" box tree
* Does not apply to R1, A1, A, RHS, and R2 zones except required privacy plantings trees in R1 zones	

Per CMC Section 14.18.160A(2) and B, we will continue to work with the City's arborists to determine the appropriate location, size, and quantity of all replacement trees prior to tree removal permit issuance. If tree replacement is not possible as determined by the Director Community Development, we agree to pay in lieu fees pursuant to CMC Section 14.18.160B.

To assist the City with compliance with General Plan Strategy LU-8.2.1, we will prepare a study that evaluates the fiscal impacts of converting the existing Vallco Mall into the mixed-use development proposed by this SB 35 Application.

Our experienced team worked for months to ensure that all technical, planning and legal aspects of our submittal would comply with all requirements of the State's important new housing related legislation. We remain available to respond to any questions and look forward to your determination.

Sincerely,

A handwritten signature in blue ink, appearing to be 'Aarti Shrivastava', written in a cursive style.

Reed Moulds

CC: Aarti Shrivastava

Attachments:

Exhibit A: Supplemental Area Calculations

Exhibit B: Analysis of Cost Reductions Associated with Reduced Retail

Exhibit C: Building Block Allocation – Updated Table

Exhibit D: LEED CS v3 Scorecard for Office Core and Shell

Exhibit E: LEED NC v3 Scorecard for Retail / Residential New Construction

Exhibit F: Water Efficient Landscape Checklist

## **Exhibit A: Supplemental Area Calculations**



**Vallco Town Center – Supplemental Area Calculations**

June 15, 2018

**I. Floor Area Calculations**

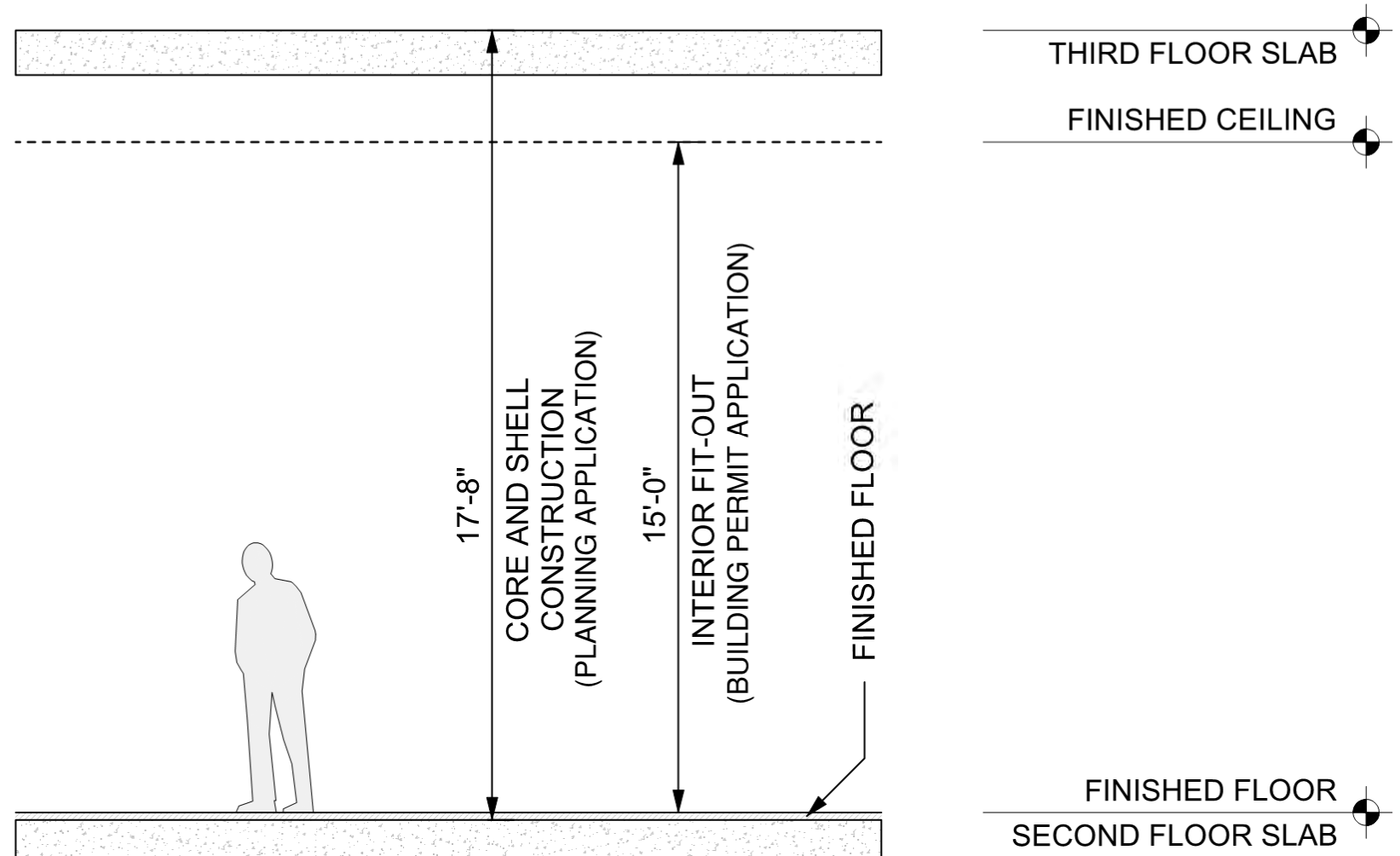
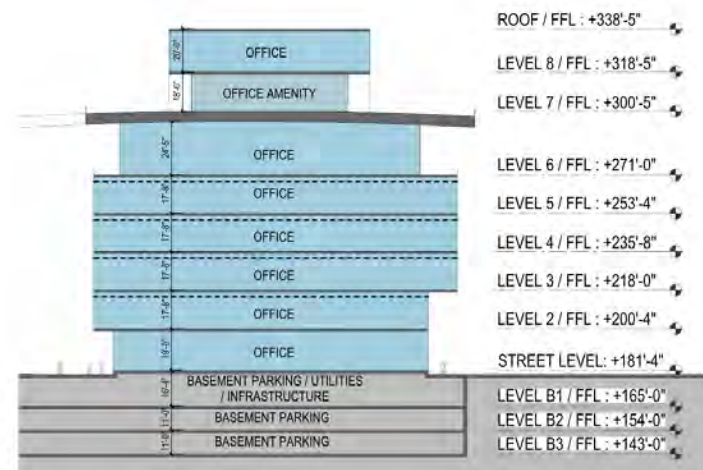
Project Total																
	Block 1	Block 2	Block 3	Block 3A	Block 4	Block 5	Bridge	Block 6	Block 7	Block 8	Block 9	Block 10	Block 11		TOTAL	(%)
Unit	104,893	449,991	802,863	-	304,932	248,229	-	-	-	-	409,524	393,908	-		2,714,340	-
Amenity	1,918	58,400	144,543	-	74,508	58,872	41,000	-	-	-	90,623	80,191	-		550,055	-
Parking	-	158,370	418,156	-	254,413	214,912	-	-	-	-	209,853	179,901	-		1,435,605	-
<b>Residential</b>	106,811	666,761	1,365,562		633,853	522,013	41,000	-			710,000	654,000	-		<b>4,700,000</b>	<b>68.0%</b>
<b>Office</b>	-	-	-		-	-		247,000	282,000	242,000	-	-	1,039,000		<b>1,810,000</b>	<b>26.2%</b>
<b>Retail</b>	220,189	83,239	14,438		66,147	15,987		-	-	-	-	-	-		<b>400,000</b>	<b>5.8%</b>
<b>Total</b>	<b>327,000</b>	<b>750,000</b>	<b>1,380,000</b>		<b>700,000</b>	<b>538,000</b>	<b>41,000</b>	<b>247,000</b>	<b>282,000</b>	<b>242,000</b>	<b>710,000</b>	<b>654,000</b>	<b>1,039,000</b>		<b>6,910,000</b>	<b>100.0%</b>

**II. Floor Area Calculations *Alternate Calculation with Double-Counted Area for Extra-Tall Ceilings***

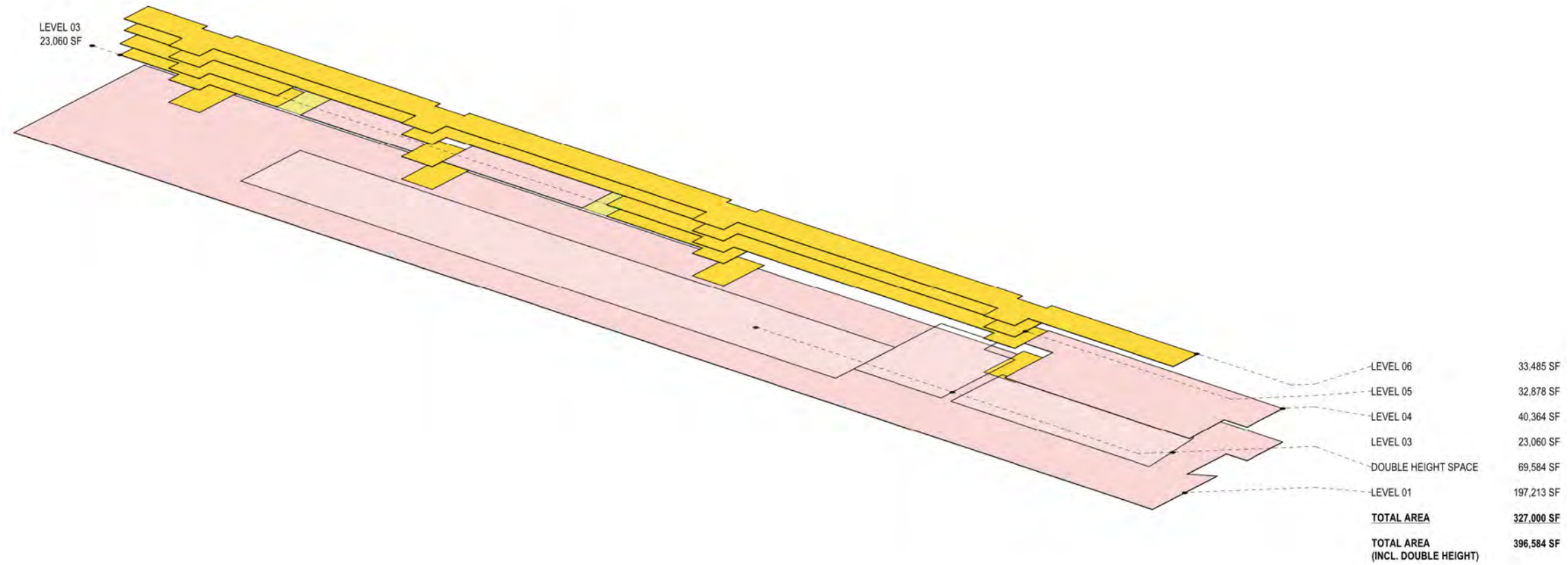
Project Total																
	Block 1	Block 2	Block 3	Block 3A	Block 4	Block 5	Bridge	Block 6	Block 7	Block 8	Block 9	Block 10	Block 11		TOTAL	(%)
Unit	104,893	449,991	802,863	-	304,932	248,229	-	-	-	-	409,524	393,908	-		2,714,340	-
Amenity	1,918	82,989	188,871	-	96,430	76,763	78,326	-	-	-	108,356	95,850	-		729,503	-
Parking	-	177,425	438,632	-	287,055	225,195	-	-	-	-	209,853	179,901	-		1,518,061	-
<b>Residential</b>	106,811	710,405	1,430,366		688,417	550,187	78,326	-	-	-	727,733	669,659	-		<b>4,961,904</b>	<b>66.8%</b>
<b>Office</b>	-	-	-		-	-		247,000	282,000	242,000	-	-	1,210,447		<b>1,981,447</b>	<b>26.7%</b>
<b>Retail</b>	289,773	91,403	14,438		74,311	15,987		-	-	-	-	-	-		<b>485,912</b>	<b>6.5%</b>
<b>Total</b>	<b>396,584</b>	<b>801,808</b>	<b>1,444,804</b>		<b>762,728</b>	<b>566,174</b>	<b>78,326</b>	<b>247,000</b>	<b>282,000</b>	<b>242,000</b>	<b>727,733</b>	<b>669,659</b>	<b>1,210,447</b>		<b>7,429,263</b>	<b>100.0%</b>

# OFFICE TENANT FIT-OUT METHODOLOGY

Typical Floor



**BLOCK 1**

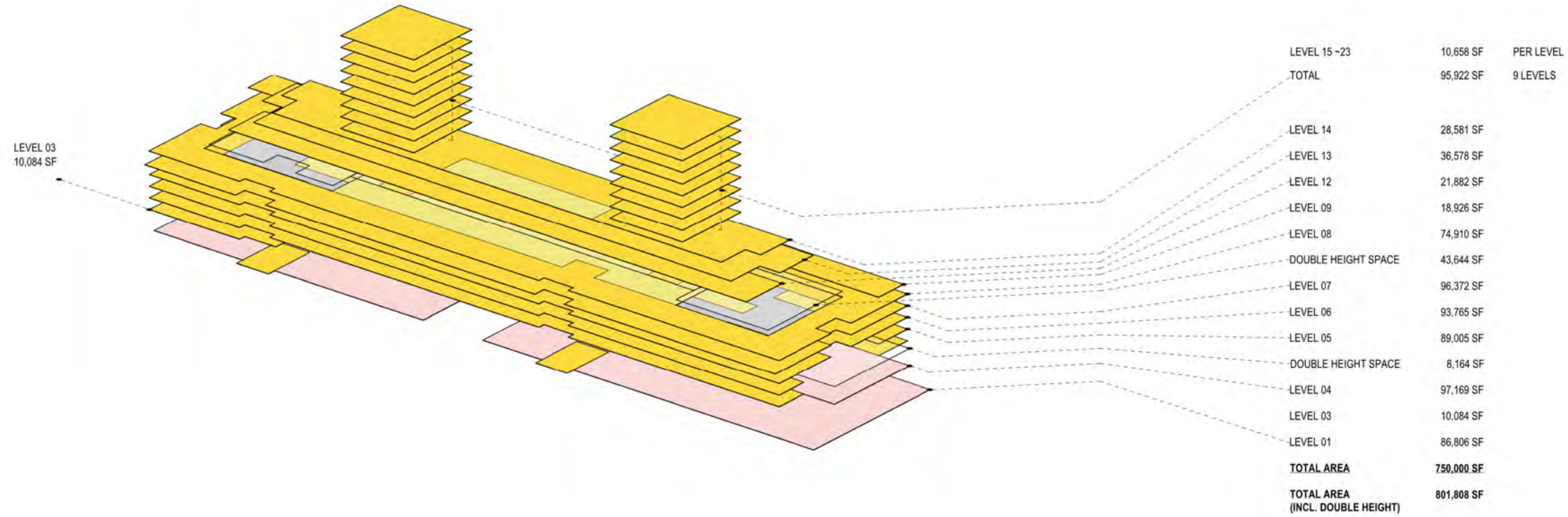


AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 1	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07									
LEVEL 06	33,485 SF			33,485 SF			33,485 SF		33,485 SF
LEVEL 05	32,878 SF			32,878 SF			32,878 SF		32,878 SF
LEVEL 04	21,506 SF	1,918 SF		23,424 SF		16,940 SF	40,364 SF		40,364 SF
LEVEL 03	11,019 SF			11,019 SF		12,041 SF	23,060 SF		23,060 SF
LEVEL 02									
LEVEL 01	6,005 SF			6,005 SF		191,208 SF	197,213 SF	69,584 SF	266,797 SF
<b>TOTAL BLOCK AREA</b>	<b>104,893 SF</b>	<b>1,918 SF</b>		<b>106,811 SF</b>		<b>220,189 SF</b>	<b>327,000 SF</b>	<b>69,584 SF</b>	<b>396,584 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 2**



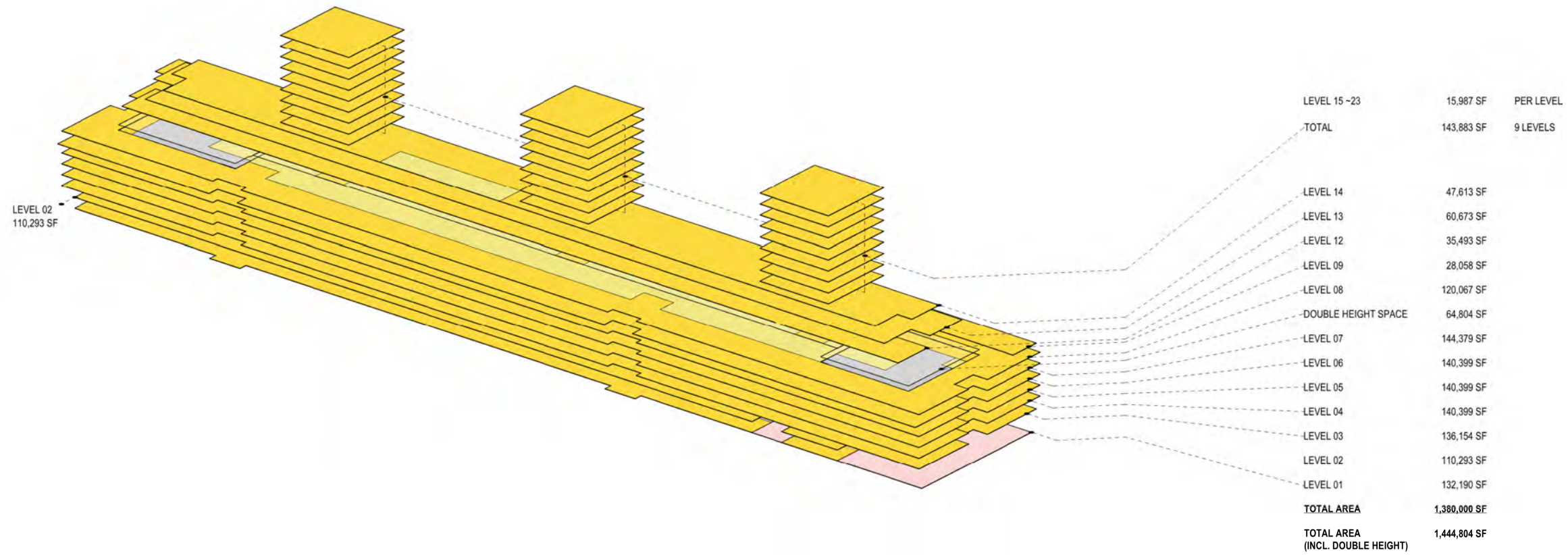
AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 2	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	95,922 SF			95,922 SF			95,922 SF		95,922 SF
LEVEL 14	24,579 SF	4,002 SF		28,581 SF			28,581 SF		28,581 SF
LEVEL 13	36,578 SF			36,578 SF			36,578 SF		36,578 SF
LEVEL 12	21,882 SF			21,882 SF			21,882 SF		21,882 SF
LEVEL 11									
LEVEL 10									
LEVEL 09	18,926 SF			18,926 SF			18,926 SF		18,926 SF
LEVEL 08	46,788 SF	28,122 SF		74,910 SF			74,910 SF		74,910 SF
LEVEL 07	49,749 SF	11,394 SF	35,229 SF	96,372 SF			96,372 SF	43,644 SF	140,016 SF
LEVEL 06	46,912 SF	6,934 SF	39,919 SF	93,765 SF			93,765 SF		93,765 SF
LEVEL 05	44,500 SF	3,974 SF	40,531 SF	89,005 SF			89,005 SF		89,005 SF
LEVEL 04	44,500 SF	3,974 SF	40,531 SF	89,005 SF		8,164 SF	97,169 SF	8,164 SF	105,333 SF
LEVEL 03	10,084 SF			10,084 SF			10,084 SF		10,084 SF
LEVEL 02									
LEVEL 01	9,571 SF		2,160 SF	11,731 SF		75,075 SF	86,806 SF		86,806 SF
<b>TOTAL BLOCK AREA</b>	<b>449,991 SF</b>	<b>58,400 SF</b>	<b>158,370 SF</b>	<b>666,761 SF</b>		<b>83,239 SF</b>	<b>750,000 SF</b>	<b>51,808 SF</b>	<b>801,808 SF</b>

NOTE : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 3**



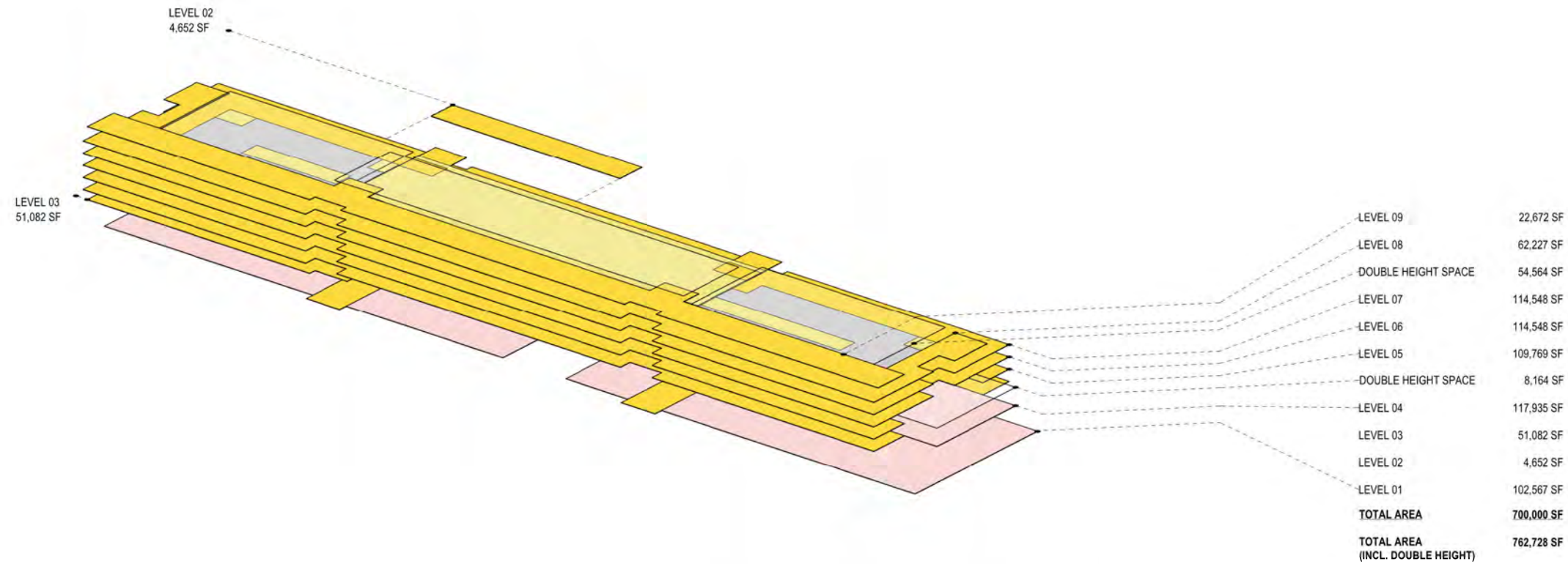
AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 3	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	143,883 SF			143,883 SF			143,883 SF		143,883 SF
LEVEL 14	40,630 SF	6,983 SF		47,613 SF			47,613 SF		47,613 SF
LEVEL 13	60,673 SF			60,673 SF			60,673 SF		60,673 SF
LEVEL 12	35,493 SF			35,493 SF			35,493 SF		35,493 SF
LEVEL 11									
LEVEL 10									
LEVEL 09	28,058 SF			28,058 SF			28,058 SF		28,058 SF
LEVEL 08	67,171 SF	52,896 SF		120,067 SF			120,067 SF		120,067 SF
LEVEL 07	71,415 SF	19,684 SF	53,280 SF	144,379 SF			144,379 SF	64,804 SF	209,183 SF
LEVEL 06	67,171 SF	11,210 SF	62,018 SF	140,399 SF			140,399 SF		140,399 SF
LEVEL 05	67,171 SF	10,691 SF	62,537 SF	140,399 SF			140,399 SF		140,399 SF
LEVEL 04	67,171 SF	10,691 SF	62,537 SF	140,399 SF			140,399 SF		140,399 SF
LEVEL 03	62,926 SF	10,691 SF	62,537 SF	136,154 SF			136,154 SF		136,154 SF
LEVEL 02	41,673 SF	8,908 SF	59,712 SF	110,293 SF			110,293 SF		110,293 SF
LEVEL 01	49,428 SF	12,789 SF	55,535 SF	117,752 SF		14,438 SF	132,190 SF		132,190 SF
<b>TOTAL BLOCK AREA</b>	<b>802,863 SF</b>	<b>144,543 SF</b>	<b>418,156 SF</b>	<b>1,365,562 SF</b>		<b>14,438 SF</b>	<b>1,380,000 SF</b>	<b>64,804 SF</b>	<b>1,444,804 SF</b>

NOTE: \* UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 4**

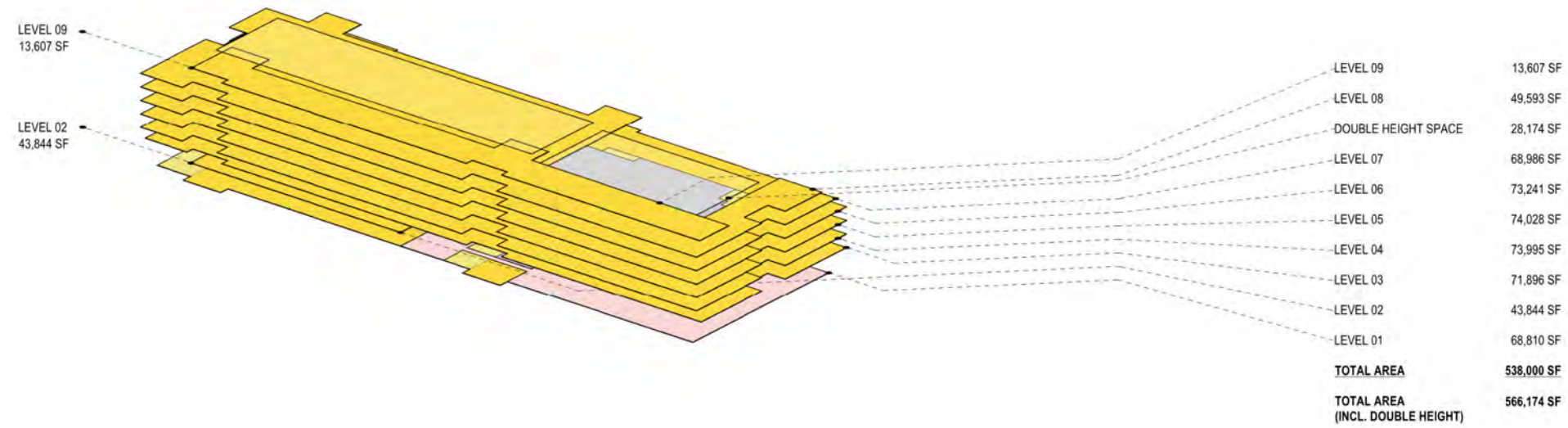


AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES

BLOCK 4	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09	22,672 SF			22,672 SF			22,672 SF		22,672 SF
LEVEL 08	32,696 SF	29,531 SF		62,227 SF			62,227 SF		62,227 SF
LEVEL 07	54,575 SF	12,721 SF	47,252 SF	114,548 SF			114,548 SF	54,564 SF	169,112 SF
LEVEL 06	54,575 SF	4,322 SF	55,651 SF	114,548 SF			114,548 SF		114,548 SF
LEVEL 05	52,106 SF	3,435 SF	54,228 SF	109,769 SF			109,769 SF		109,769 SF
LEVEL 04	52,106 SF	2,926 SF	54,739 SF	109,771 SF		8,164 SF	117,935 SF	8,164 SF	126,099 SF
LEVEL 03	21,971 SF	1,766 SF	27,345 SF	51,082 SF			51,082 SF		51,082 SF
LEVEL 02	4,652 SF			4,652 SF			4,652 SF		4,652 SF
LEVEL 01	9,579 SF	19,807 SF	15,198 SF	44,584 SF		57,983 SF	102,567 SF		102,567 SF
<b>TOTAL BLOCK AREA</b>	<b>304,932 SF</b>	<b>74,508 SF</b>	<b>254,413 SF</b>	<b>633,853 SF</b>		<b>66,147 SF</b>	<b>700,000 SF</b>	<b>62,728 SF</b>	<b>762,728 SF</b>

NOTE\*: UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

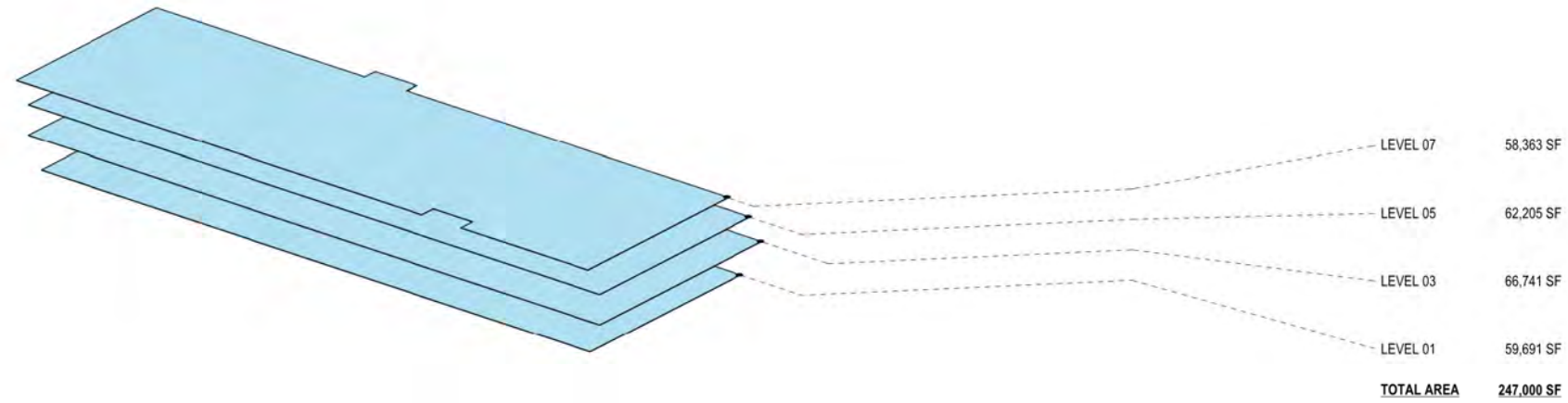
**BLOCK 5**



BLOCK 5	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES	
	UNIT AREA*	AMENITY AREA	PARKING AREA					DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09	13,607 SF			13,607 SF			13,607 SF		13,607 SF
LEVEL 08	24,979 SF	24,614 SF		49,593 SF			49,593 SF		49,593 SF
LEVEL 07	36,747 SF	3,776 SF	28,463 SF	68,986 SF			68,986 SF	28,174 SF	97,160 SF
LEVEL 06	37,259 SF	3,076 SF	32,906 SF	73,241 SF			73,241 SF		73,241 SF
LEVEL 05	36,792 SF	4,377 SF	32,859 SF	74,028 SF			74,028 SF		74,028 SF
LEVEL 04	35,483 SF	5,662 SF	32,850 SF	73,995 SF			73,995 SF		73,995 SF
LEVEL 03	33,384 SF	5,662 SF	32,850 SF	71,896 SF			71,896 SF		71,896 SF
LEVEL 02	13,745 SF	3,257 SF	26,842 SF	43,844 SF			43,844 SF		43,844 SF
LEVEL 01	16,233 SF	8,448 SF	28,142 SF	52,823 SF		15,987 SF	68,810 SF		68,810 SF
<b>TOTAL BLOCK AREA</b>	<b>248,229 SF</b>	<b>58,872 SF</b>	<b>214,912 SF</b>	<b>522,013 SF</b>		<b>15,987 SF</b>	<b>538,000 SF</b>	<b>28,174 SF</b>	<b>566,174 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 6**



**AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES**

BLOCK 6	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					58,363 SF		58,363 SF		
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					62,205 SF		62,205 SF		
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					66,741 SF		66,741 SF		
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					59,691 SF		59,691 SF		
<b>TOTAL BLOCK AREA</b>					247,000 SF		247,000 SF		

NOTE\*: UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



# BRIDGE OVER WOLFE

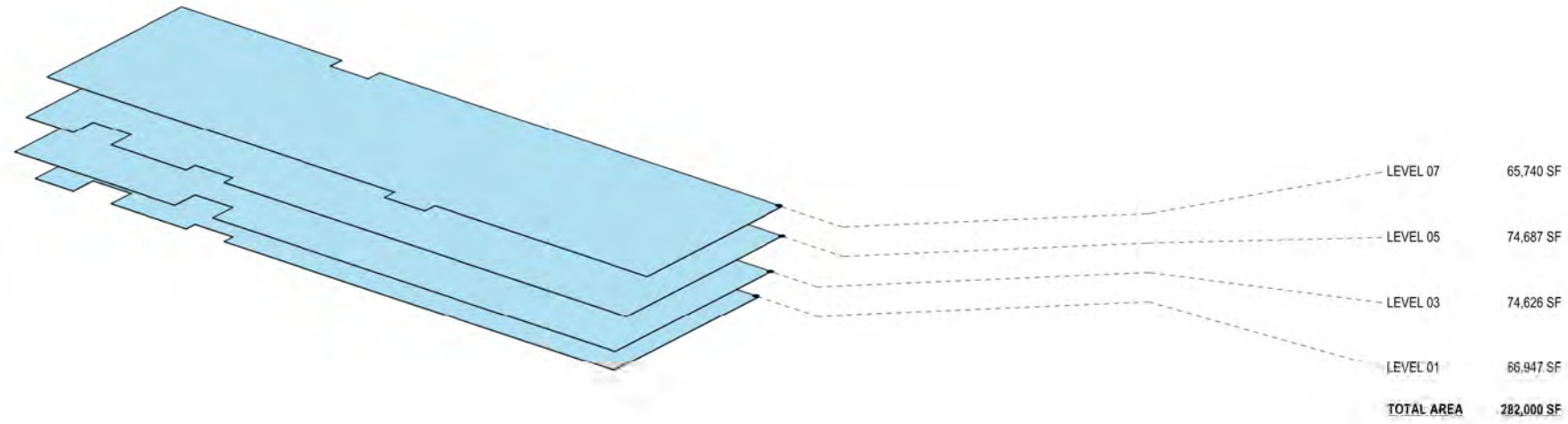


AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BRIDGE	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08		16,776 SF		16,776 SF			16,776 SF	13,145 SF	29,921 SF
LEVEL 07									
LEVEL 06		23,654 SF		23,654 SF			23,654 SF	24,181 SF	47,835 SF
LEVEL 05									
LEVEL 04									
LEVEL 03									
LEVEL 02									
LEVEL 01		570 SF		570 SF			570 SF		570 SF
<b>TOTAL BLOCK AREA</b>		41,000 SF		41,000 SF			41,000 SF	37,326 SF	78,326 SF

NOTE\*: UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 7**



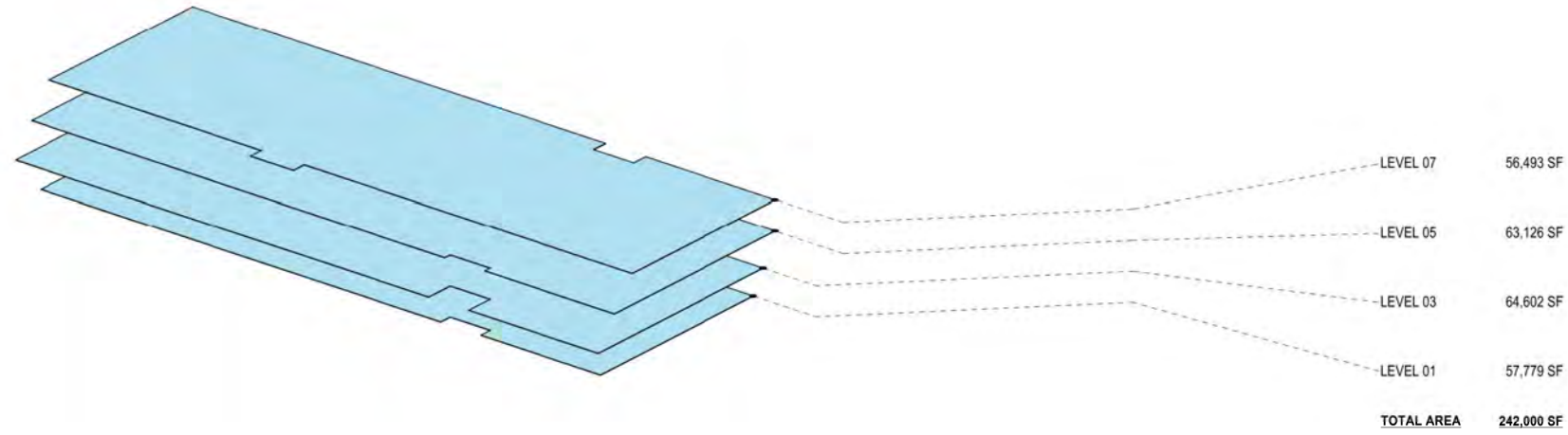
AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES

BLOCK 7	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					65,740 SF		65,740 SF		
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					74,687 SF		74,687 SF		
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					74,626 SF		74,626 SF		
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					66,947 SF		66,947 SF		
<b>TOTAL BLOCK AREA</b>					<b>282,000 SF</b>		<b>282,000 SF</b>		

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 8**

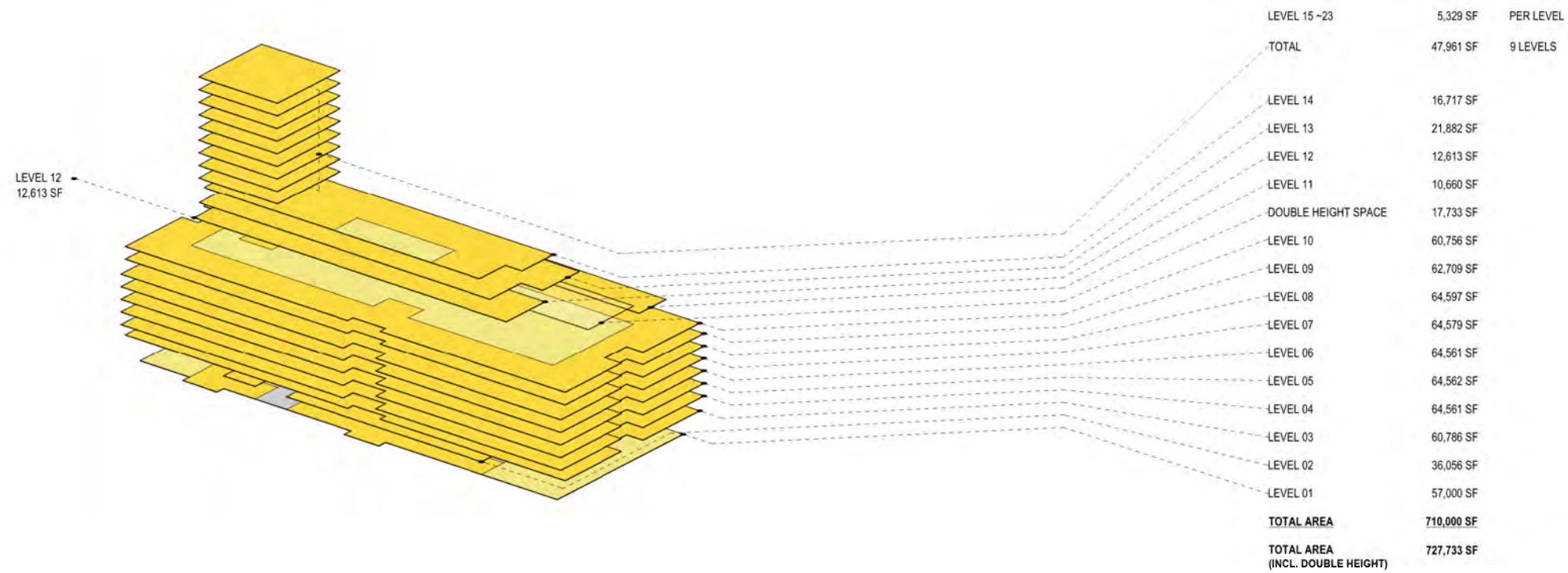


**AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES**

BLOCK 8	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					56,493 SF		56,493 SF		
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					63,126 SF		63,126 SF		
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					64,602 SF		64,602 SF		
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					57,779 SF		57,779 SF		
<b>TOTAL BLOCK AREA</b>					<b>242,000 SF</b>		<b>242,000 SF</b>		

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 9**

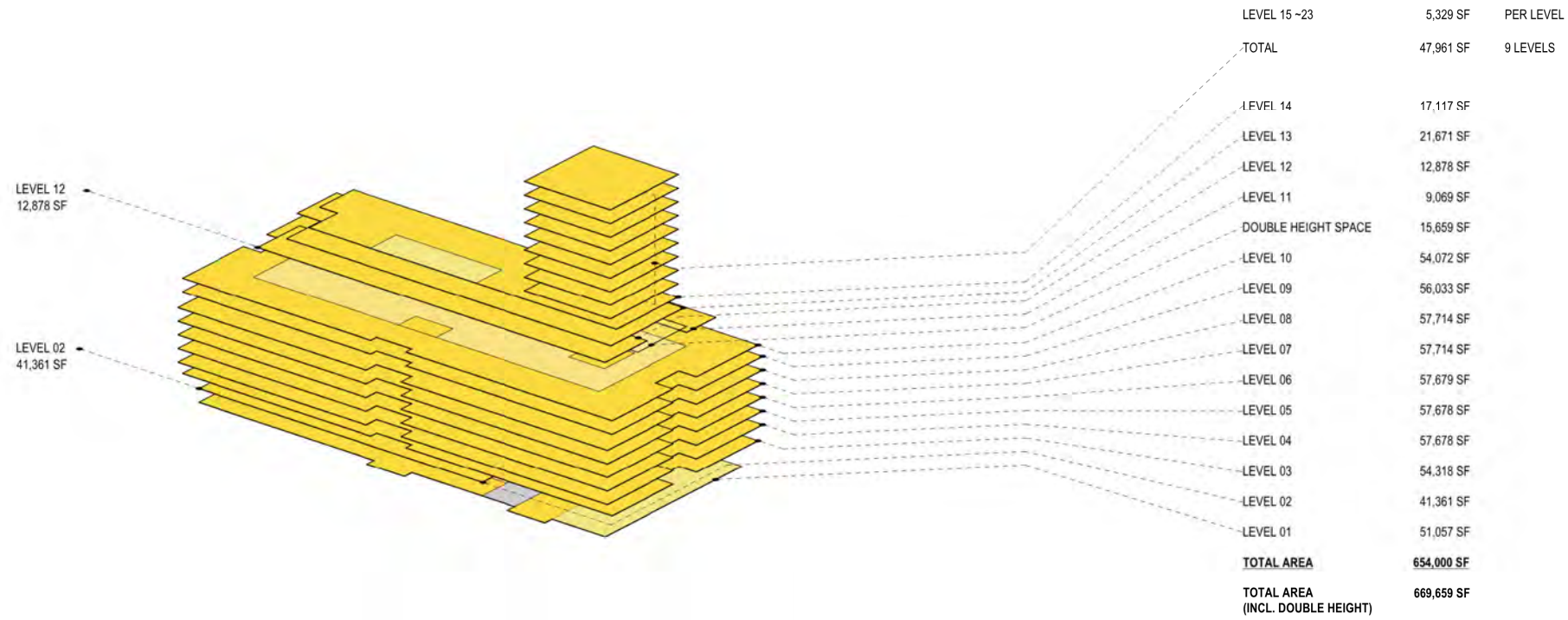


BLOCK 9	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	47,961 SF			47,961 SF			47,961 SF		47,961 SF
LEVEL 14	14,242 SF	2,475 SF		16,717 SF			16,717 SF		16,717 SF
LEVEL 13	21,882 SF			21,882 SF			21,882 SF		21,882 SF
LEVEL 12	12,613 SF			12,613 SF			12,613 SF		12,613 SF
LEVEL 11	10,660 SF			10,660 SF			10,660 SF		10,660 SF
LEVEL 10	31,436 SF	29,320 SF		60,756 SF			60,756 SF	17,733 SF	78,489 SF
LEVEL 09	33,323 SF	7,047 SF	22,339 SF	62,709 SF			62,709 SF		62,709 SF
LEVEL 08	35,211 SF	7,047 SF	22,339 SF	64,597 SF			64,597 SF		64,597 SF
LEVEL 07	35,211 SF	6,507 SF	22,861 SF	64,579 SF			64,579 SF		64,579 SF
LEVEL 06	35,211 SF	3,825 SF	25,525 SF	64,561 SF			64,561 SF		64,561 SF
LEVEL 05	35,211 SF	3,825 SF	25,526 SF	64,562 SF			64,562 SF		64,562 SF
LEVEL 04	35,211 SF	3,825 SF	25,525 SF	64,561 SF			64,561 SF		64,561 SF
LEVEL 03	31,436 SF	2,889 SF	26,461 SF	60,786 SF			60,786 SF		60,786 SF
LEVEL 02	12,842 SF	1,602 SF	21,612 SF	36,056 SF			36,056 SF		36,056 SF
LEVEL 01	17,074 SF	22,261 SF	17,665 SF	57,000 SF			57,000 SF		57,000 SF
<b>TOTAL BLOCK AREA</b>	<b>409,524 SF</b>	<b>90,623 SF</b>	<b>209,853 SF</b>	<b>710,000 SF</b>			<b>710,000 SF</b>	<b>17,733 SF</b>	<b>727,733 SF</b>

AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 10**



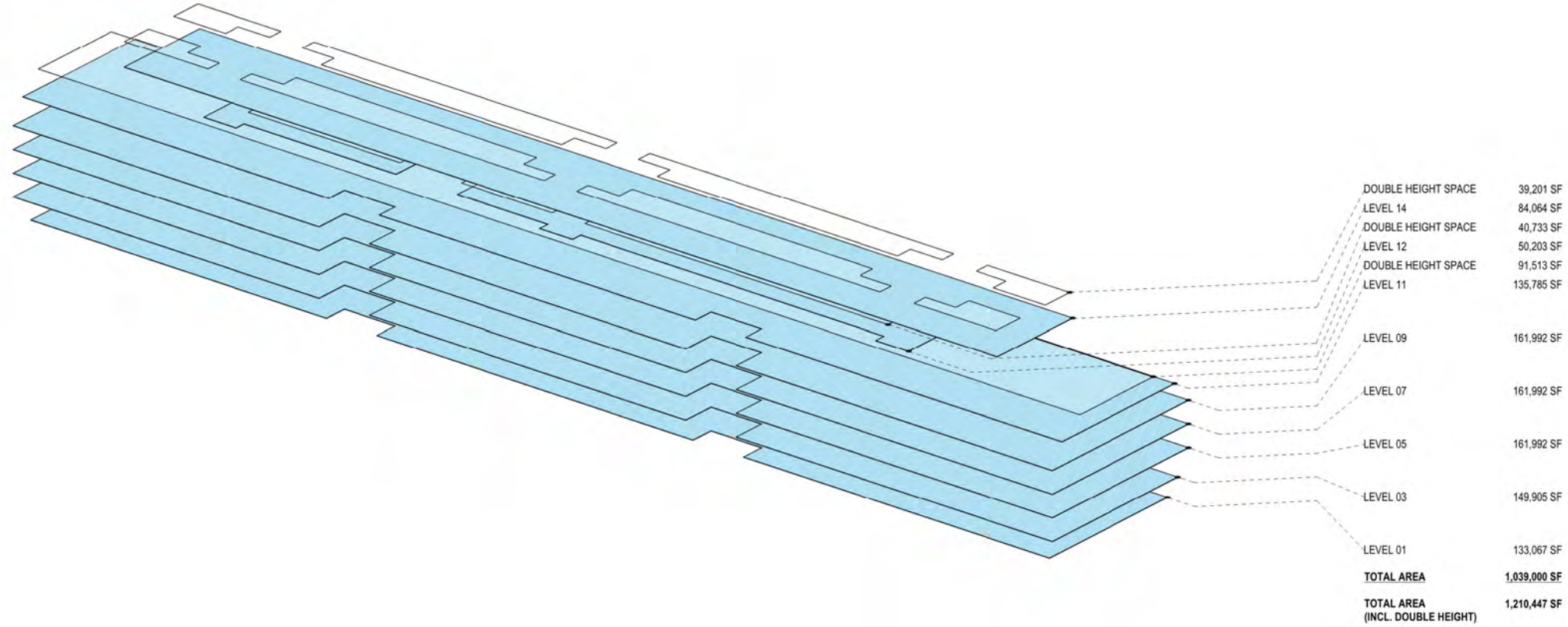
AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 10	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	47,961 SF			47,961 SF			47,961 SF		47,961 SF
LEVEL 14	14,653 SF	2,464 SF		17,117 SF			17,117 SF		17,117 SF
LEVEL 13	21,671 SF			21,671 SF			21,671 SF		21,671 SF
LEVEL 12	12,878 SF			12,878 SF			12,878 SF		12,878 SF
LEVEL 11	9,069 SF			9,069 SF			9,069 SF		9,069 SF
LEVEL 10	28,828 SF	25,244 SF		54,072 SF			54,072 SF	15,659 SF	69,731 SF
LEVEL 09	30,507 SF	6,819 SF	18,707 SF	56,033 SF			56,033 SF		56,033 SF
LEVEL 08	32,188 SF	6,819 SF	18,707 SF	57,714 SF			57,714 SF		57,714 SF
LEVEL 07	32,188 SF	6,819 SF	18,707 SF	57,714 SF			57,714 SF		57,714 SF
LEVEL 06	32,188 SF	5,179 SF	20,312 SF	57,679 SF			57,679 SF		57,679 SF
LEVEL 05	32,188 SF	4,140 SF	21,350 SF	57,678 SF			57,678 SF		57,678 SF
LEVEL 04	32,188 SF	4,140 SF	21,350 SF	57,678 SF			57,678 SF		57,678 SF
LEVEL 03	28,828 SF	4,140 SF	21,350 SF	54,318 SF			54,318 SF		54,318 SF
LEVEL 02	18,039 SF	3,289 SF	20,033 SF	41,361 SF			41,361 SF		41,361 SF
LEVEL 01	20,534 SF	11,138 SF	19,385 SF	51,057 SF			51,057 SF		51,057 SF
<b>TOTAL BLOCK AREA</b>	<b>393,908 SF</b>	<b>80,191 SF</b>	<b>179,901 SF</b>	<b>654,000 SF</b>			<b>654,000 SF</b>	<b>15,659 SF</b>	<b>669,659 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 11**



AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 11	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14 (EIGHTH FLOOR)					84,064 SF		84,064 SF	39,201 SF	123,265 SF
LEVEL 13									
LEVEL 12 (SEVENTH FLOOR)					50,203 SF		50,203 SF	40,733 SF	90,936 SF
LEVEL 11 (SIXTH FLOOR)					135,785 SF		135,785 SF	91,513 SF	227,298 SF
LEVEL 10									
LEVEL 09 (FIFTH FLOOR)					161,992 SF		161,992 SF		161,992 SF
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					161,992 SF		161,992 SF		161,992 SF
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					161,992 SF		161,992 SF		161,992 SF
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					149,905 SF		149,905 SF		149,905 SF
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					133,067 SF		133,067 SF		133,067 SF
<b>TOTAL BLOCK AREA</b>					<b>1,039,000 SF</b>		<b>1,039,000 SF</b>	<b>171,447 SF</b>	<b>1,210,447 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**Exhibit B: Analysis of Cost Reductions  
Associated with Reduced Retail**



**Exhibit B: Analysis of Cost Reductions  
Associated with Reduced Retail**



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**To:** Valco Property Owner, LLC  
**Attn:** Reed Moulds, Managing Director  
**From:** The Concord Group  
**Date:** June 1<sup>st</sup>, 2018  
**Re:** Analysis of Cost Reductions Associated with Reduced Retail in Valco Town Center Project

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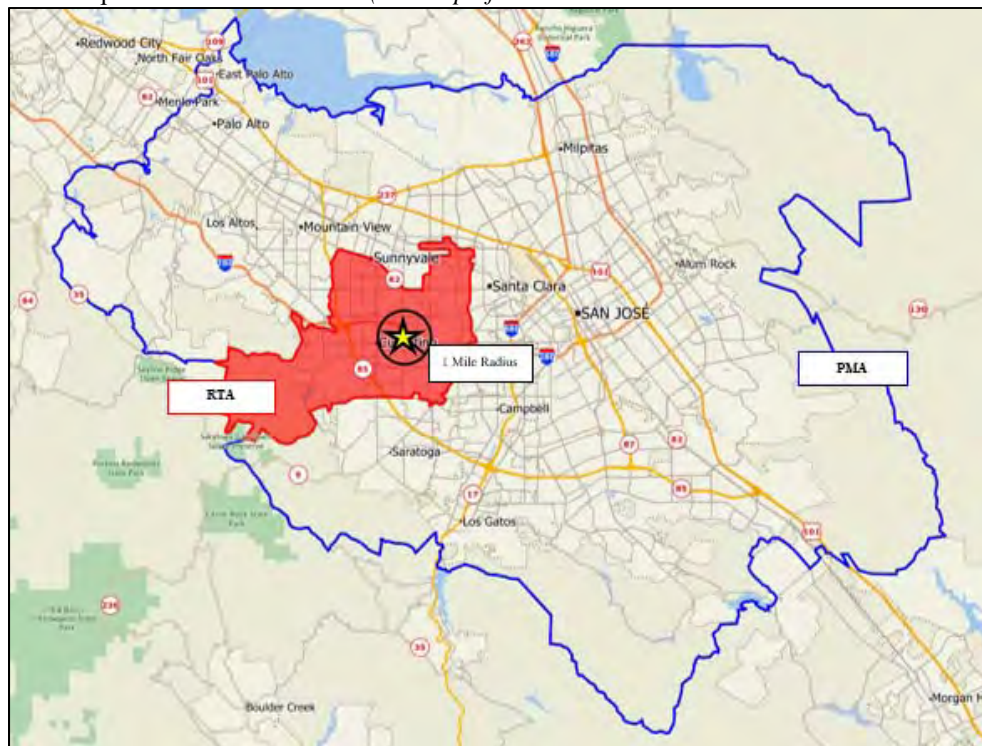
Valco Property Owner, LLC (“VPO”) is pursuing the redevelopment of the Valco Shopping Center in Cupertino, California (the “Site”) and on March 27<sup>th</sup> of this year submitted a mixed-use project known as “Valco Town Center”. As part of that application, VPO has requested a “concession” under the State Density Bonus Law to allow the project to include 400,000 square feet of retail, rather than the normally required amount of 600,000 square feet. In order to qualify under the law, a concession must result in identifiable and actual cost reductions. The purposes of this report is to document the cost reductions that will be achieved by building 400,000 square feet of retail instead of 600,000 square feet. Our analysis was focused on:

1. Identifying the ideal, market-driven scale of retail development on the site, and;
2. Comparing key metrics regarding costs, feasibility and market risks/opportunities of the 400,000 square feet of retail included in the Valco Town Center plan versus the 600,000 square feet of retail specified in the General Plan for the Site.

The following memorandum and technical appendix exhibits attached outline The Concord Group’s (“TCG”) findings and conclusions:

**Market Feasibility Analysis, Depth of Demand and the Changing Nature of Retail**

- *Market Areas:* For all retail product, the Retail Trade Area (“RTA”), represents the geographic source of competitive supply. For the subject property, the RTA is defined as zip codes effectively covering the City of Cupertino, parts of Sunnyvale and parts of Santa Clara. While market activity in the Primary Market Area (“PMA”), especially at key retail centers such as Westfield’s Valley Fair and Stanford Shopping Center, will influence retail demand at the Site, future potential retail tenants at the Site can expect to compete directly with other retail product within the RTA. (See map of the RTA and PMA below and in Exhibits 1 and 2)



- **Retail Market Performance:** The RTA is currently home to 223,280 people, 12MM square feet of retail space, and more than \$4 Billion of annual retail sales.
  - With ongoing strong job growth in the region, the RTA is expected to add more than 2,000 people each year through 2023
  - As a high-affluence area proximate to the cities of San Francisco and San Jose and their dynamic retail offerings, the RTA currently sees leakage of retail expenditures. Although \$6B of retail spending is done by households within the RTA, only \$4B is spent in the area. The largest leakage comes from large-format big-box or ecommerce sales categories that have been concentrated and pushed out of the RTA given the reorganization of consumer behaviors and preferences over the past several decades.
  - The RTA has seen *net* absorption of only 76,000 square feet over the past year and *negative net* absorption for seven out of the past ten years, again a symptom of retail reorganization, consolidation and ecommerce impacting the landscape.
  - At current, vacancies in the RTA sit at 12.5%, significantly higher than the 4.3% across the PMA as a whole.
  - Retail rents have grown slowly over the past decade, hitting increases of 2.1% per year.
  - See Exhibits 2 & 3 for more detail.
- **Changing Nature of Retail:** Ecommerce has created seismic shift in the retail industry. According to the Census Bureau and the US Department of Commerce, the share of all retail spending conducted online has grown from 4.1% in 2010 to 10.0% this year with further growth to 17.1% projected through 2023. In real terms, this represents a cumulative *drop* of retail space demanded by the marketplace as sales (and resulting inventories, fulfillment, etc.) move increasingly online.
  - ***Despite a growing population, the impact of this further ecommerce growth will mean a negative demand of 390,000 square feet of retail through 2023. See Exhibit 4 for more detail.***
  - Ecommerce, consolidation and eroding demand for traditional malls, shopping centers and key tenants have impacted a wide variety of retail spending categories. The result is a small list of *protected* retail spending classes/categories that offer experiential, immediate or entertainment opportunities suitable for inclusion in a 21<sup>st</sup> century retail project, most notably Food and Beverage, Health/Personal Care/Wellness/Fitness. Interestingly, these – and related – categories make up 72% of all retail spending in the region. ***These categories constitute the Site’s true target retail tenant types and shall be referred to in this report as “Key Categories”; project sizing decisions should ultimately be made based on the extent of demand from the Key Categories.***
- **Developer Reactions, Mixed Use Communities and Real World Examples:** As the built environment adjusts to the new retail reality, developers are reacting to stay ahead of the trends and build for the new world. There are clear examples in the SF Bay Area alone.
  - Not far from the Site, a large developer is pursuing the development of a large mixed use master planned community. Originally contemplating 1.1MM square feet of retail anchored by high-end department stores amongst significant office, hotel and residential space, the developer is currently reworking the retail plan to focus on Food and Beverage/Entertainment Uses and reducing the overall retail footprint by as much as 20%.
  - Macerich has recently exited the JV Agreement on Candlestick Point redevelopment. Originally planned for 635,000 square feet of large format retail, in a JV between Fivepoint and Macerich, the mall development will no longer move forward due to concerns about the macro-economic retail environment.
  - See Exhibit 5 for more detail.
- **Retail Demand Forecast:** TCG has conducted a demand/opportunity analysis for new retail in the RTA over the next 5 years, a reasonable time frame for the buildout of 100% of the retail component of the Vallco Town Center project. Demand is made up of two component parts:
  - “Clawback” of retail spending categories currently leaking to other jurisdictions given lack of contemporary product, key tenants, or 24-hour environments.
    - This analysis yields a cumulative demand for 309,000 square feet over the next five years, of which 203,000 square feet is in the Key Categories.
    - See Exhibit 8, Page 1
  - Demand resulting from new household and population growth. New people bring new spending and demand for new retail space.

- This analysis yields a cumulative demand for 320,000 square feet of retail through 2022 and 208,000 square feet in the Key Categories.
  - See Exhibit 8, Page 2
- *All told, TCG forecasts the total demand throughout the entire RTA for the next 5 years to be 629,000 square feet of all retail types and 411,000 square feet in Key Categories.*
- *Retail Demand Capture:* Given the narrowing of likely tenant types and the surge in online spending, on the tenant side competition is and will continue to be fierce for sales in the Key Categories. Furthermore, on the landlord side, the Site will be competing with other retail developments in the RTA for this total retail and Key Category forecasted demand. Given all of this – and the real pipeline that will compete for customers across the region using similar concepts and anchors – *it is unreasonable to assume the subject property could capture 95-100% of the 629,000 square feet net new demand in the RTA for each of the next 5 years.*
- *Recommended Retail Footprint: TCG believes it is appropriate to assume the Site will capture between 60% and 65% of the total retail demand in the RTA over the next 5 years. Given the above factors, TCG believes the Site can absorb ±400,000 square feet of retail (approximately 63% total forecasted retail demand) during its development period and recommends no more than 400,000 square feet as the project’s retail footprint.*

**Cost Reduction, 400,000 sq. ft. vs. 600,000 sq. ft.**

- In simple terms, building less retail space in the project would significantly reduce the project’s overall costs. Construction costs for retail components within dense mixed-use residential/office over retail projects with parking currently reach upwards of \$800 per square foot *excluding land* (as recently attested to by the City of Cupertino’s economic consultant, Economic & Planning Systems, Inc.).
  - *Using a conservative \$770 per gross square foot cost, a reduction of 200,000 square feet of retail would generate a primary cost reduction of \$154,000,000.*
- However, because a 600,000 square foot retail project would exceed the projected retail demand for the Site, adjustments must be made to economic assumptions for the difficult-to-lease 200,000 retail square feet surplus. VPO would in this case have two options:
  - (1) Allow the surplus 200,000 square feet of retail to remain vacant beyond the initial 5-year development period, either until a tenant is procured or, potentially, permanently. Both scenarios would result in extraordinarily high carry costs and/or operating losses for the Project;
  - (2) Incentivize lease-up of the surplus 200,000 retail square feet (in order to avoid the significant down-time described above) by agreeing to:
    - Fund above-market cash contributions toward a tenant’s improvement of the space
    - Deliver retail spaces in “turn-key” condition, relieving the tenant from having to pay for such improvements, which are typically tenant costs
    - Pay extraordinarily large leasing commissions to brokers who procure retail tenants
    - Discount the project’s rental rates beneath typical market rates in order to attract tenants

*Both options (1) and (2) to contend with the surplus 200,000 square feet of retail would result in (i) extraordinarily high “carry” costs and operating losses and (ii) extraordinarily high lease transaction and construction costs.*

*Assuming the typical soft cost per square foot of the retail component in a typical mixed-use project is approximately \$150, TCG estimates the soft costs for the incremental 200,000 square feet of surplus retail would be at least double the typical cost, or \$300 per square foot, and that such incremental costs would be 100% unrecoverable, which is to say they will not be recovered nor will they generate any return on investment, a pure loss. As such, the 400,000 square feet retail project will result in an incremental cost reduction of approximately \$60,000,000 in soft costs.*

**Without the incremental \$60,000,000 reduction in soft costs directly resulting from the reduction in retail area from 600,000 to 400,000 square feet, the Vallico Town Center project would be infeasible.**

\* \* \* \*

This assignment was completed by Chase Eskel and Taylor Henry under the direction of Tim Cornwell. We have enjoyed working with you on this assignment and look forward to our continued involvement with your team. If you have any questions, please do not hesitate to call.





## LIST OF EXHIBITS

### RETAIL OPPORTUNITY ANALYSIS

1. Retail Regional Location
2. Retail Submarket Performance
3. Retail Macroeconomic Trends
4. Changing Nature of Retail Space
5. Changing and Retooling of Space
6. Consumer Spending Capacity
7. Retail Opportunity Gaps
8. Retail Demand
9. Selected Competitive Retail Inventory Space

EXHIBIT I-1

REGIONAL LOCATION AND SUBMARKET DELINEATION  
RETAIL TRADE AREA  
JUNE 2018

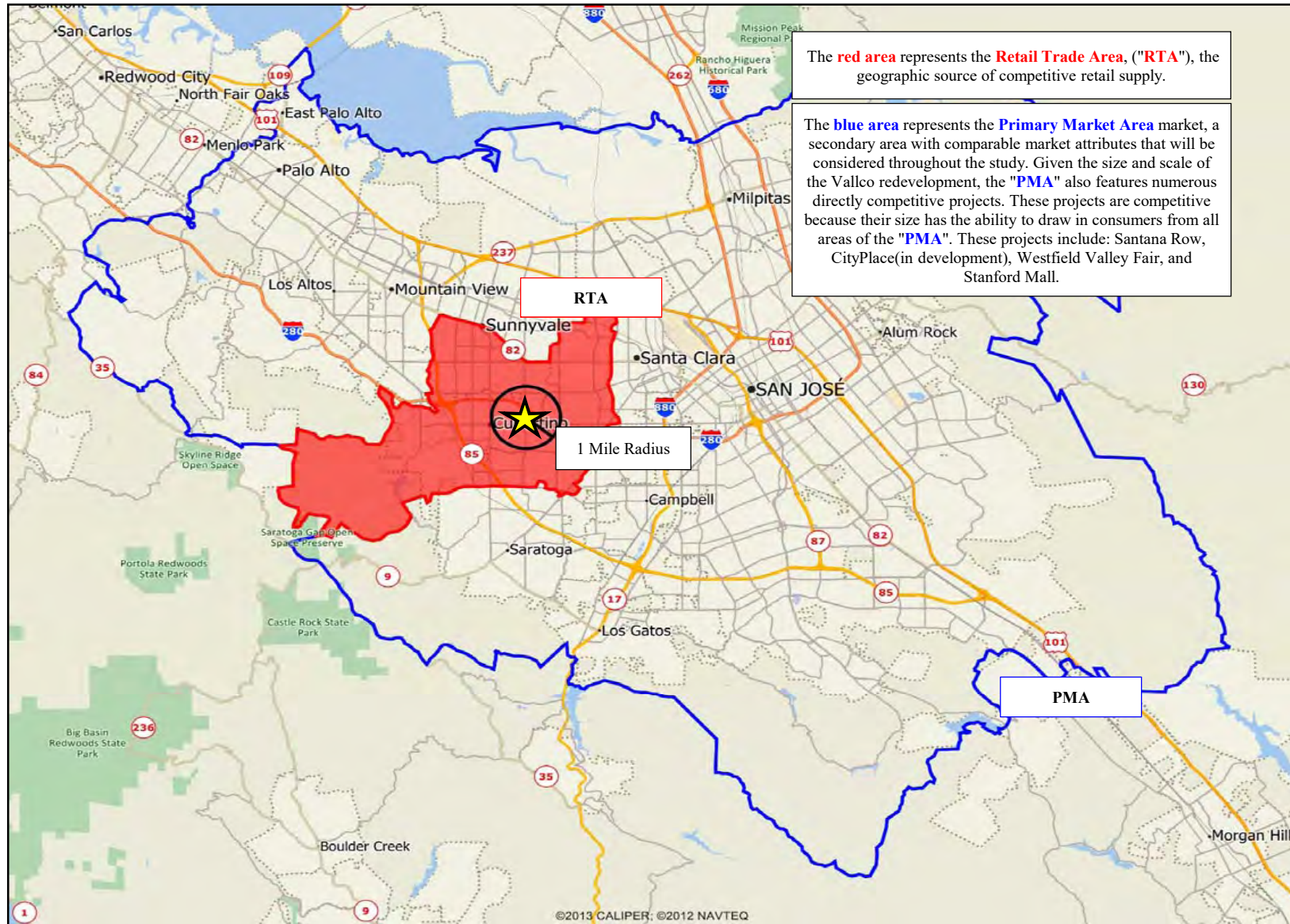




EXHIBIT I-1

REGIONAL LOCATION AND SUBMARKET DELINEATION  
RETAIL TRADE AREA  
JUNE 2018

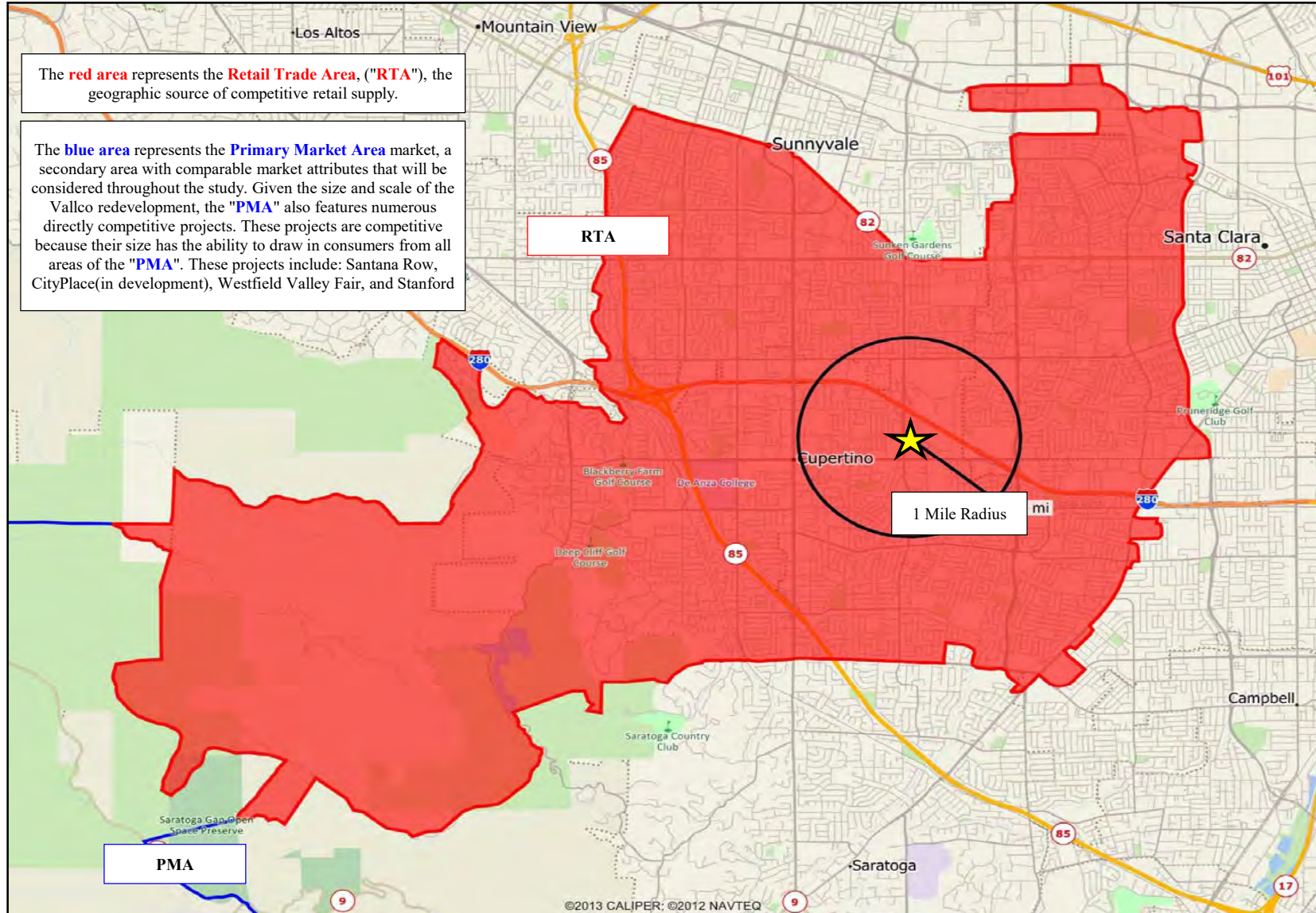


EXHIBIT I-2

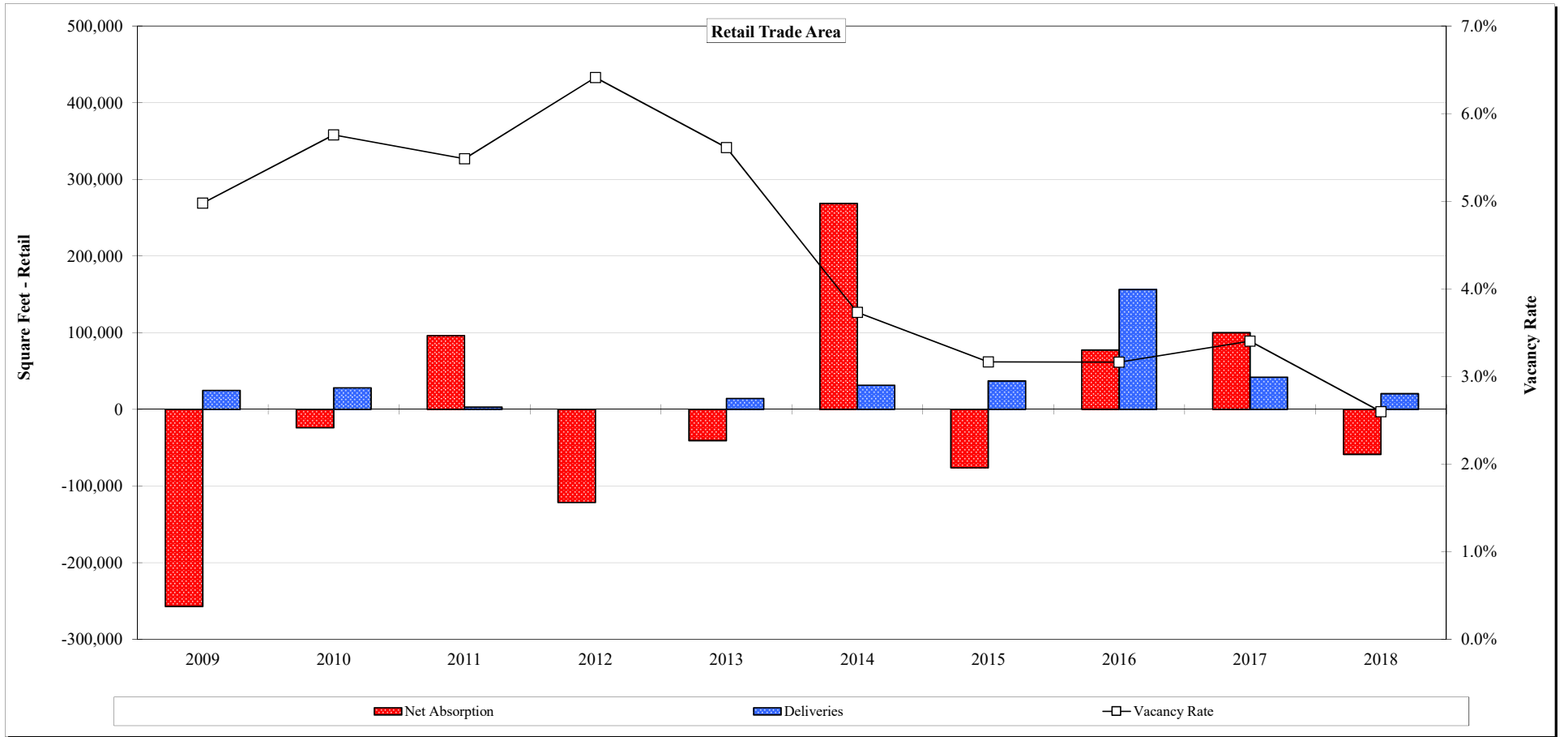
RETAIL SUBMARKET PERFORMANCE  
PRIMARY MARKET AREA  
JUNE 2018

Geography	1-Mile	Retail Trade Area	PMA
<b>General Information</b>			
Population ('18)	24,058	223,280	1,855,647
Households ('18)	8,468	80,765	634,221
% PMA	1.3%	12.7%	100.0%
Ann. Growth (#, '18-'23)	99	745	6,556
% PMA	1.5%	11.4%	100.0%
Over \$100K HH Growth	150	1,264	10,189
Under \$100K HH Growth	(51)	(518)	(3,633)
Ann. Growth (% , '18-'23)	1.1%	0.9%	1.0%
Household Size ('18)	2.84	2.76	2.93
<b>Consumer Spending Patterns ('18)</b>			
Consumer Expenditures (\$000)	\$662,491	\$6,025,190	\$42,440,532
Per Capita	\$27,537	\$26,985	\$22,871
Retail Sales (\$000)	\$494,451	\$4,019,980	\$54,221,288
Per Occupied Square Foot	\$508	\$379	\$783
Spending Inflow/ (Leakage)	(\$168,041)	(\$2,005,210)	\$11,780,756
<b>Retail Market Performance (1Q18)</b>			
Rentable Building Area (SF)	999,716	10,893,935	72,082,254
Annual Deliveries (SF)			
Last Four Quarters	0	38,500	752,461
Five-Year Average	32,689	60,344	587,743
Ten-Year Average	19,300	39,001	496,645
Annual Net Absorption (SF)			
Last Four Quarters	29,573	71,123	924,290
Five-Year Average	32,558	55,876	398,829
Ten-Year Average	15,430	(10,954)	81,054
Vacancy Rate (Available Vacant SF)	2.59%	2.60%	3.88%
Vacant Stock (SF)	25,881	283,154	2,798,262
Asking Rent (NNN)	\$49.10	\$36.18	\$35.28
Rent Growth			
Last Four Quarters	(25.5%)	2.0%	7.2%
Five-Year Average	6.2%	2.8%	4.3%
Ten-Year Average	1.9%	2.1%	1.2%

Source: Claritas; US Census; CoStar

**EXHIBIT 3**  
**RETAIL INVENTORY PERFORMANCE**  
**RETAIL TRADE AREA**  
**2009 THROUGH Q8 2018**

<b>Market Factor</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>
<i>Retail Trade Area</i>										
Rental Building Area	10,723,524	10,738,209	10,753,115	10,750,817	10,746,647	10,767,143	10,794,613	10,839,771	10,865,685	10,893,935
Net Absorption	(257,050)	(24,076)	96,161	(121,549)	(40,808)	268,632	(76,150)	77,427	100,092	(58,662)
Deliveries	24,693	28,203	2,855	0	14,200	31,532	37,090	156,398	42,000	20,500
Total Vacancy Rate	5.0%	5.8%	5.5%	6.4%	5.6%	3.7%	3.2%	3.2%	3.4%	2.60%
Vacant SF	534,131	618,431	589,963	689,545	603,137	401,821	342,023	343,045	369,901	283,154



Source: CoStar

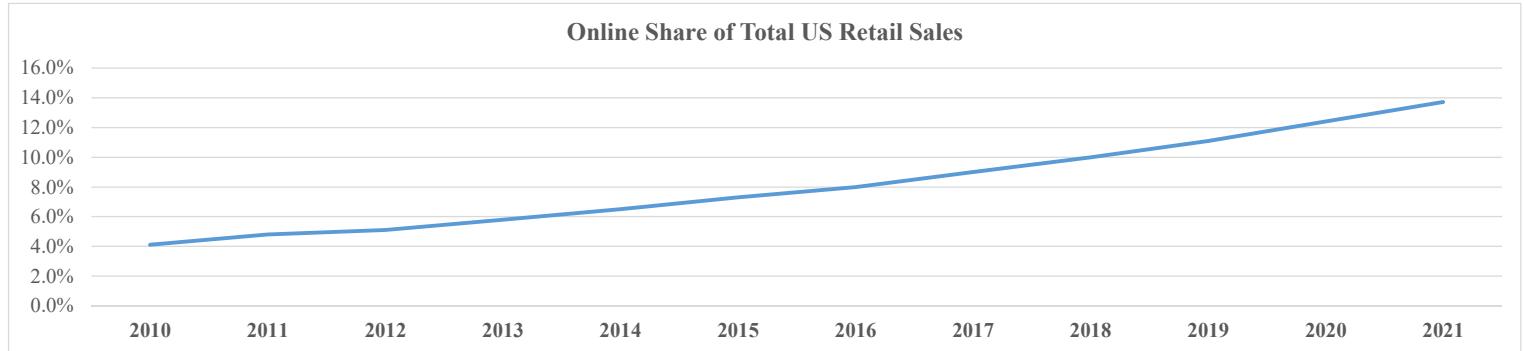


EXHIBIT 4

CHANGING NATURE OF RETAIL AND IMPACT ON LOCAL RETAIL NEED  
 RETAIL TRADE AREA  
 2010 THROUGH 2021

I. Online Share of Total Retail Spending

Year	Share	Growth
2010	4.1%	
2011	4.8%	17.1%
2012	5.1%	6.2%
2013	5.8%	13.7%
2014	6.5%	12.1%
2015	7.3%	12.3%
2016	8.0%	9.6%
2017	9.0%	12.5%
2018	10.0%	11.1%
2019	11.1%	11.0%
2020	12.4%	11.7%
2021	13.7%	10.5%
<b>Average YoY Growth</b>		<b>11.6%</b>



Source: US Census & US Dept of Commerce

II. Square Footage Impact of Annual Change

Assumptions and Inputs

New Population per Year	2,066
Trade Area Retail Spending per Person per Year	\$17,056
Total Retail Spending by Trade Area Consumers	\$3,808,209,492
Total Retail Space in Trade Area	12,172,957
Retail Spending per Square Foot	\$312.84

Sources

Nielsen/Claritas/US Census
Nielsen/Claritas/US Census
Nielsen/Claritas/US Census
Costar
Calculated

	2019	2020	2021	2022	2023	5 Yr
Population Added	2,066	2,066	2,066	2,066	2,066	10,330
x Retail Spending per Capita	\$17,056	\$17,056	\$17,056	\$17,056	\$17,056	\$17,056
= Total Retail Spending Added	\$35,237,696	\$35,237,696	\$35,237,696	\$35,237,696	\$35,237,696	\$176,188,480
Total Retail Spending (\$MM)	\$3,843	\$3,879	\$3,914	\$3,949	\$3,984	\$19,570
Online Share of Retail Spending	11.1%	12.4%	13.7%	15.3%	17.1%	13.9%
Online Spending (\$MM)	\$427	\$481	\$536	\$604	\$680	\$2,728
Incremental Online Spending	\$45,801,689	\$54,334,288	\$55,250,468	\$67,696,345	\$76,188,877	\$299,271,666
<b>Resulting Brick &amp; Mortar Spending</b>	<b>(\$10,563,993)</b>	<b>(\$19,096,592)</b>	<b>(\$20,012,772)</b>	<b>(\$32,458,649)</b>	<b>(\$40,951,181)</b>	<b>(\$123,083,186)</b>
<b>Resulting SqFt Impact</b>	<b>(33,768)</b>	<b>(61,042)</b>	<b>(63,971)</b>	<b>(103,754)</b>	<b>(130,901)</b>	<b>(393,436)</b>

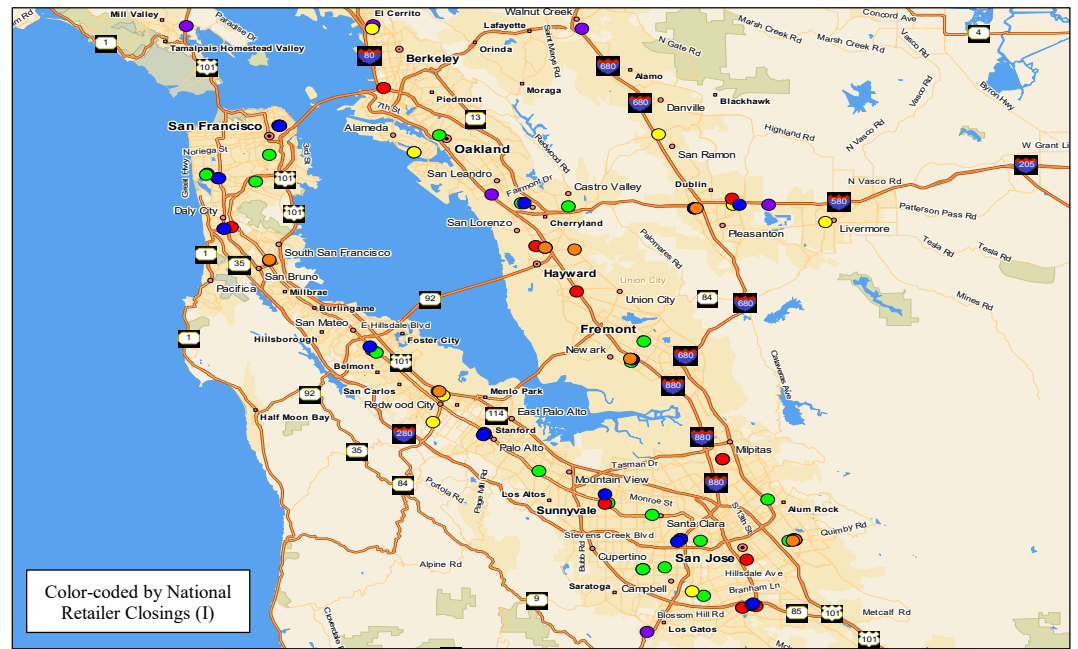
EXHIBIT 5

CLOSINGS AND RETOOLING OF RETAIL PLANS  
SAN FRANCISCO BAY AREA, CALIFORNIA  
JUNE 2018

I. Major Retail Anchor Closings

Retailers	National Closings		Total
	2017	2018	
▪ Radioshack	1470	--	1,470
▪ Toys'R'Us	--	735	735
▪ Payless	700	--	700
▪ Sears/Kmart	358	166	524
▪ Gymboree	330	102	432
▪ Macy's	100	11	111
▪ Walgreen's Rite Aid	--	600	600
▪ Ann Taylor/Dress Barn	70	500	570
▪ Rue21	400	--	400
▪ Gap Inc.	70	200	270
▪ The Limited	250	--	250
▪ Best Buy	250	--	250
▪ Mattress Firm	--	200	200
▪ J.C. Penney	138	--	138
	<b>4,136</b>	<b>2,514</b>	<b>6,650</b>

II. Map of Retailers at Risk



III. Changing Large Scale Development Plans

- Westfield Valley Fair Mall is currently undergoing a \$1.1 billion expansion project adding 685k sf to the existing 1.5M sf. The expansion is said to focus specifically on adding more F&B and on upscale distinct retailers that pull customers from a wider radius. Already underway, this project will draw in customers who otherwise wouldn't have traveled to the mall. This strategy targets consumers in our "Key Categories" which will compete directly with the Vallco redevelopment.
- Lennar's Candlestick Point development has suspended development amid rising concerns in the retail market. Macerich and Lennar partnered on the development of a 635k sf mall in the master-planned community in San Francisco. Macerich is now leaving the mall joint venture over concerns of the retail market. Macerich has also been selling off some of their retail assets as the market has struggled, indicating macroeconomic weakness on large-scale retail formats.



**EXHIBIT 6**

**CONSUMER SPENDING CAPACITY  
RETAIL TRADE AREA  
JUNE 2018**

		<u>2018 Population</u>				
		PMA	1,855,647			
		Retail Trade Area	223,280			
		1-Mile Radius	24,058			
<u>Spending Category</u>	<u>Target Market</u>		<u>Consumer Spending Capacity</u>			
	<u>Radius</u>	<u>Pop.</u>	<u>Total</u>	<u>Per Cap.</u>	<u>Share</u>	
<b>GAFO (1)</b>						
Department Stores	Retail Trade Area	223,280	\$188,426,415	\$844	4.9%	
Furniture	Retail Trade Area	223,280	\$134,636,183	\$603	3.5%	
Sporting Goods/Hobby	Retail Trade Area	223,280	\$91,035,366	\$408	2.4%	
Books & Music	Retail Trade Area	223,280	\$21,204,309	\$95	0.6%	
Office Supplies, Gift Stores	Retail Trade Area	223,280	\$35,560,260	\$159	0.9%	
Electronics/Appliances	Retail Trade Area	223,280	\$120,290,505	\$539	3.2%	
Clothing & Accessories	Retail Trade Area	223,280	\$358,688,040	\$1,606	9.4%	
Other General Merchandise	Retail Trade Area	223,280	\$527,471,281	\$2,362	13.9%	
<b>GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$1,477,312,359</b>	<b>\$6,616</b>	<b>38.8%</b>	
<b>Non-GAFO</b>						
Eating & Drinking Places	Retail Trade Area	223,280	\$833,202,953	\$3,732	21.9%	
Misc. Stores	Retail Trade Area	223,280	\$92,887,134	\$416	2.4%	
Health & Personal Care	Retail Trade Area	223,280	\$302,092,003	\$1,353	7.9%	
Building/Garden Materials	Retail Trade Area	223,280	\$385,030,957	\$1,724	10.1%	
Food & Beverage	Retail Trade Area	223,280	\$717,684,086	\$3,214	18.8%	
<b>Non-GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,330,897,133</b>	<b>\$10,439</b>	<b>61.2%</b>	
<b>Total Excluding Vehicle/Gas/Non-Store Key Categories (New Format Retail)</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$3,808,209,492</b>	<b>\$17,056</b>	<b>100.0%</b>	
					<b>71.9%</b>	
<b>Motor Vehicle/Gas/Non-Store</b>						
Motor Vehicle	Retail Trade Area	223,280	\$1,117,864,280	\$5,007		
Gas Stations	Retail Trade Area	223,280	\$387,891,494	\$1,737		
Other Non-Store Retailers	Retail Trade Area	223,280	\$711,224,924	\$3,185		
<b>Motor Vehicle/Gas/Non-Store Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,216,980,698</b>	<b>\$9,929</b>		
<b>Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$6,025,190,190</b>	<b>\$26,985</b>		

Source: Claritas; TCG

(1) GAFO = General Merchandise, Apparel, Furniture, and Other

EXHIBIT 7

RETAIL OPPORTUNITY GAPS  
RETAIL TRADE AREA  
JUNE 2018

Spending Category	2018 Population		Consumer Spending			
	Target Market Radius	Pop.	Consumer Demand	Actual Sales	Retail Opportunity Gap	
					\$	%
PMA		1,855,647				
Retail Trade Area		223,280				
1-Mile Radius		24,058				
<b>GAFO (1)</b>						
Department Stores	Retail Trade Area	223,280	\$188,426,415	\$83,539,406	\$104,887,009	55.7%
Furniture	Retail Trade Area	223,280	\$134,636,183	\$30,807,637	\$103,828,546	77.1%
Sporting Goods/Hobby	Retail Trade Area	223,280	\$91,035,366	\$31,565,669	\$59,469,697	65.3%
Books & Music	Retail Trade Area	223,280	\$21,204,309	\$12,603,262	\$8,601,047	40.6%
Office Supplies, Gift Stores	Retail Trade Area	223,280	\$35,560,260	\$7,093,763	\$28,466,497	80.1%
Electronics/Appliances	Retail Trade Area	223,280	\$120,290,505	\$228,267,785	(\$107,977,280)	(89.8%)
Clothing & Accessories	Retail Trade Area	223,280	\$358,688,040	\$81,567,142	\$277,120,898	77.3%
Other General Merchandise	Retail Trade Area	223,280	\$527,471,281	\$67,063,241	\$460,408,040	87.3%
<b>GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$1,477,312,359</b>	<b>\$542,507,905</b>	<b>\$934,804,454</b>	<b>63.3%</b>
<b>Non-GAFO</b>						
Eating & Drinking Places	Retail Trade Area	223,280	\$833,202,953	\$602,732,216	\$230,470,737	27.7%
Misc. Stores	Retail Trade Area	223,280	\$92,887,134	\$19,559,348	\$73,327,786	78.9%
Health & Personal Care	Retail Trade Area	223,280	\$302,092,003	\$152,229,820	\$149,862,183	49.6%
Building/Garden Materials	Retail Trade Area	223,280	\$385,030,957	\$135,582,463	\$249,448,494	64.8%
Food & Beverage	Retail Trade Area	223,280	\$717,684,086	\$488,153,882	\$229,530,204	32.0%
<b>Non-GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,330,897,133</b>	<b>\$1,398,257,729</b>	<b>\$932,639,404</b>	<b>40.0%</b>
<b>Total Excluding Vehicle/Gas/Non-Store Outflow Categories</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$3,808,209,492</b>	<b>\$1,940,765,634</b>	<b>\$1,867,443,858</b>	<b>49.0%</b>
			<b>\$3,687,918,987</b>	<b>\$1,712,497,849</b>	<b>\$1,975,421,138</b>	<b>53.6%</b>
<b>Motor Vehicle/Gas/Non-Store</b>						
Motor Vehicle	Retail Trade Area	223,280	\$1,117,864,280	\$1,574,453,637	(\$456,589,357)	(40.8%)
Gas Stations	Retail Trade Area	223,280	\$387,891,494	\$173,202,195	\$214,689,299	55.3%
Other Non-Store Retailers	Retail Trade Area	223,280	\$711,224,924	\$331,558,607	\$379,666,317	53.4%
<b>Motor Vehicle/Gas/Non-Store Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,216,980,698</b>	<b>\$2,079,214,439</b>	<b>\$137,766,259</b>	<b>6.2%</b>
<b>Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$6,025,190,190</b>	<b>\$4,019,980,073</b>	<b>\$2,005,210,117</b>	<b>33.3%</b>

Source: Claritas; TCG

(1) GAFO = General Merchandise, Apparel, Furniture, and Other

EXHIBIT 8

ESTIMATED RETAIL DEMAND  
RETAIL TRADE AREA  
2018 THROUGH 2023

I. Consumer Spending Opportunity Gap Demand Potential

Spending Category	Consumer Spending			Expected Sales Per SF (2)	Current Retail Gap	Unfulfilled Retail Space @ \$550/SF	Future Potential		
	Consumer Demand	Actual Sales	Sales/ Demand				Capture	New SF	
<b>GAFO (1)</b>									
Department Stores	\$188,426,415	\$83,539,406	44.3%		\$104,887,009	190,704	10.0%	19,070	
Furniture	\$134,636,183	\$30,807,637	22.9%		\$103,828,546	188,779	10.0%	18,878	
Sporting Goods/Hobby	\$91,035,366	\$31,565,669	34.7%		\$59,469,697	108,127	10.0%	10,813	
Books & Music	\$21,204,309	\$12,603,262	59.4%		\$8,601,047	15,638	10.0%	1,564	
Office Supplies, Gift Stores	\$35,560,260	\$7,093,763	19.9%		\$28,466,497	51,757	---Not Compatible---		
Electronics/Appliances	\$120,290,505	\$228,267,785	189.8%		(\$107,977,280)	0	---Not Compatible---		
Clothing & Accessories	\$358,688,040	\$81,567,142	22.7%		\$277,120,898	503,856	10.0%	50,386	50,386
Other General Merchandise	\$527,471,281	\$67,063,241	12.7%		\$460,408,040	837,106	10.0%	83,711	41,855
<b>GAFO Total</b>	<b>\$1,477,312,359</b>	<b>\$542,507,905</b>	<b>36.7%</b>		<b>\$934,804,454</b>	<b>1,895,967</b>	<b>9.7%</b>	<b>184,421</b>	
<b>Non-GAFO</b>									
Eating & Drinking Places	\$833,202,953	\$602,732,216	72.3%		\$230,470,737	419,038	10.0%	41,904	41,904
Misc. Stores	\$92,887,134	\$19,559,348	21.1%		\$73,327,786	133,323	10.0%	13,332	
Health & Personal Care	\$302,092,003	\$152,229,820	50.4%		\$149,862,183	272,477	10.0%	27,248	27,248
Building/Garden Materials	\$385,030,957	\$135,582,463	35.2%		\$249,448,494	453,543	---Not Compatible---		
Food & Beverage	\$717,684,086	\$488,153,882	68.0%		\$229,530,204	417,328	10.0%	41,733	41,733
<b>Non-GAFO Total</b>	<b>\$2,330,897,133</b>	<b>\$1,398,257,729</b>	<b>60.0%</b>		<b>\$932,639,404</b>	<b>1,695,708</b>	<b>7.3%</b>	<b>124,217</b>	
<b>Motor Vehicle/Gas/Non-Store</b>									
Motor Vehicle	\$1,117,864,280	\$1,574,453,637	140.8%		(\$456,589,357)	0	---Not Compatible---		
Gas Stations	\$387,891,494	\$173,202,195	44.7%		\$214,689,299	390,344	---Not Compatible---		
Other Non-Store Retailers	\$711,224,924	\$331,558,607	46.6%		\$379,666,317	690,302	---Not Compatible---		
<b>Motor Vehicle/Gas/Non-Store Total</b>	<b>\$2,216,980,698</b>	<b>\$2,079,214,439</b>	<b>93.8%</b>		<b>\$137,766,259</b>	<b>1,080,647</b>	<b>0.0%</b>	<b>0</b>	
<b>Total (All Spending Categories)</b>	<b>\$6,025,190,190</b>	<b>\$4,019,980,073</b>	<b>66.7%</b>	<b>\$550</b>	<b>\$2,005,210,117</b>	<b>4,672,321</b>	<b>6.6%</b>	<b>308,637</b>	
<b>Excluding Vehicle/Gas/Non-Store</b>	<b>\$3,808,209,492</b>	<b>\$1,940,765,634</b>	<b>51.0%</b>		<b>\$1,867,443,858</b>	<b>3,591,675</b>	<b>8.6%</b>	<b>308,637</b>	
<b>Key Categories (New Format Retail)</b>									<b>203,125</b>

66%

Note: In addition to the demand derived from spending gaps within the Retail Trade Area, an additional portion of demand will come from new population growth, as shown on the next page.

**New Format Retail**

As traditional retail faces accelerating headwinds and the rise of online shopping continues, brick and mortar retail spaces increasingly turns towards experiential excursions focused on food and entertainment. These spending categories represent approximately 2/3 of the potential spending clawback in the Trade Area.

Source: Claritas; TCG

(1) GAFO = General Merchandise, Apparel, Furniture, and Other

(2) High-end retail realizes a higher Sales per Foot. Thus \$550 being a more appropriate figure than the traditional \$300-\$350 per foot.



EXHIBIT 8

ESTIMATED RETAIL DEMAND  
RETAIL TRADE AREA  
2018 THROUGH 2023

II. Consumer Spending Opportunity Gap Demand Potential

Market Factor	Per Capita Spending		New Resident Generated Spending					5-Yr Total
	\$	%	2018/2019	2019/2020	2020/2021	2021/2022	2022/2023	
<b>New Population Growth</b>			2,066	2,066	2,066	2,066	2,066	10,329
<b>Spending Categories</b>								
Department Stores	\$844	3.1%	\$1,743,333	\$1,743,333	\$1,743,333	\$1,743,333	\$1,743,333	\$8,716,663
Furniture	\$603	2.2%	\$1,245,662	\$1,245,662	\$1,245,662	\$1,245,662	\$1,245,662	\$6,228,310
Sporting Goods/Hobby	\$408	1.5%	\$842,265	\$842,265	\$842,265	\$842,265	\$842,265	\$4,211,323
Books & Music	\$95	0.4%	\$196,184	\$196,184	\$196,184	\$196,184	\$196,184	\$980,918
Office Supplies, Gift Stores	\$159	0.6%	\$329,006	\$329,006	\$329,006	\$329,006	\$329,006	\$1,645,028
Electronics/Appliances	\$539	2.0%	\$1,112,935	\$1,112,935	\$1,112,935	\$1,112,935	\$1,112,935	\$5,564,675
Clothing & Accessories	\$1,606	6.0%	\$3,318,603	\$3,318,603	\$3,318,603	\$3,318,603	\$3,318,603	\$16,593,017
Other General Merchandise	\$2,362	8.8%	\$4,880,196	\$4,880,196	\$4,880,196	\$4,880,196	\$4,880,196	\$24,400,980
Eating & Drinking Places	\$3,732	13.8%	\$7,708,844	\$7,708,844	\$7,708,844	\$7,708,844	\$7,708,844	\$38,544,219
Misc. Stores	\$416	1.5%	\$859,397	\$859,397	\$859,397	\$859,397	\$859,397	\$4,296,987
Health & Personal Care	\$1,353	5.0%	\$2,794,973	\$2,794,973	\$2,794,973	\$2,794,973	\$2,794,973	\$13,974,867
Building/Garden Materials	\$1,724	6.4%	\$3,562,330	\$3,562,330	\$3,562,330	\$3,562,330	\$3,562,330	\$17,811,648
Food & Beverage	\$3,214	11.9%	\$6,640,056	\$6,640,056	\$6,640,056	\$6,640,056	\$6,640,056	\$33,200,282
Motor Vehicle	\$5,007	18.6%	\$10,342,548	\$10,342,548	\$10,342,548	\$10,342,548	\$10,342,548	\$51,712,738
Gas Stations	\$1,737	6.4%	\$3,588,795	\$3,588,795	\$3,588,795	\$3,588,795	\$3,588,795	\$17,943,977
Other Non-Store Retailers	\$3,185	11.8%	\$6,580,296	\$6,580,296	\$6,580,296	\$6,580,296	\$6,580,296	\$32,901,479
Total (All Spending Categories)	\$26,985	100.0%	\$55,745,422	\$55,745,422	\$55,745,422	\$55,745,422	\$55,745,422	\$278,727,112
<b>Excluding Vehicle/Gas/Non-Store</b>	<b>\$17,056</b>	<b>63.2%</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$176,168,917</b>
<b>Key Categories (New Format Retail)</b>			<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$114,512,875</b>

<i>Retail Sales per Square Foot</i>	\$550	\$550	\$550	\$550	\$550	\$550	\$550
<b>Total Demand for Retail Space (SF)</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>320,307</b>
<b>Key Categories (New Format Retail)</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>208,205</b>

III. Total Demand

Total 5-Year Demand from Opportunity Gaps:	308,637	Annualized assuming 5-year absorption flow of current leakage
Total 5-Year Demand from New Population Growth:	320,307	
<b>Total 5-Year Demand:</b>	<b>628,945</b>	<b>125,789</b>

IV. Total Demand (Key Categories)

Total 5-Year Demand from Opportunity Gaps:	203,125	Annualized assuming 5-year absorption flow of current leakage
Total 5-Year Demand from New Population Growth:	208,205	
<b>Total 5-Year Demand:</b>	<b>411,330</b>	<b>82,266</b>

**EXHIBIT 9**  
**SELECTED COMPETITIVE RETAIL INVENTORY SPACE**  
**RETAIL TRADE AREA**  
**JUNE 2018**

Available													
Building Name	Address	City	Year			Type	Subtype	Typical Floor	RBA			Ann. Lease Rate	
			Built	Reno.	Elev.				Total	Avail.	Occ.	Avg.	Type
<b>Retail Trade Area</b>													
696 W El Camino Real	696 W El Camino Real	Sunnyvale	2018	--	1s	General Retail	Freestanding	9,836	9,836	9,836	0.0%	\$72.00	NNN
Bldg B (108-116 E El Camino Real)	108-116 E El Camino Real	Sunnyvale	2010	--	1s	General Retail (Community Center)	Freestanding	8,339	8,339	1,000	88.0%	69.00	NNN
Homestead Center (20916 Homestead Rd)	20916 Homestead Rd	Cupertino	1984	--	1s	General Retail (Neighborhood Center)	Freestanding	7,200	7,200	1,200	83.3%	66.00	NNN
10129-10191 S De Anza Blvd	10129-10191 S De Anza Blvd	Cupertino	1952	--	1s	General Retail	Freestanding	20,527	20,527	975	95.3%	54.00	NNN
Saratoga Plaza (375 Saratoga Ave)	375 Saratoga Ave	San Jose	1970	--	1s	General Retail (Neighborhood Center)	Restaurant	38,000	38,000	1,080	97.2%	54.00	NNN
Loree Center (19050-19088 Stevens Creek Blvd)	19050-19088 Stevens Creek Blvd	Cupertino	1951	--	1s	General Retail (Strip Center)		20,000	20,000	6,400	68.0%	54.00	NNN
Biltmore (20030-20080 Stevens Creek Blvd)	20030-20080 Stevens Creek Blvd	Cupertino	2015	--	1s	General Retail		7,045	7,045	1,271	82.0%	54.00	NNN
751-799 E El Camino Real	751-799 E El Camino Real	Sunnyvale	1993	--	2s	General Retail (Community Center)	Freestanding	172,613	172,613	7,066	95.9%	51.00	NNN
798-820 E El Camino Real	798-820 E El Camino Real	Sunnyvale	2008	--	1s	General Retail (Strip Center)		5,720	5,720	1,800	68.5%	51.00	NNN
V Center (1191-1195 S De Anza Blvd)	1191-1195 S De Anza Blvd	San Jose	2017	--	2s	General Retail	Freestanding	13,000	13,000	3,824	70.6%	48.00	NNN
1375 S De Anza Blvd	1375 S De Anza Blvd	Cupertino	1985	2006	1s	General Retail	Freestanding	6,222	6,222	6,222	0.0%	48.00	NNN
1253 W El Camino Real	1253 W El Camino Real	Sunnyvale	1980	--	1s	General Retail (Strip Center)	Restaurant	8,979	8,979	2,262	74.8%	48.00	NNN
717 E El Camino Real	717 E El Camino Real	Sunnyvale	1985	--	1s	General Retail (Strip Center)		20,000	20,000	1,910	90.5%	46.20	NNN
510 E El Camino Real	510 E El Camino Real	Sunnyvale	1979	--	1s	General Retail (Strip Center)		12,606	12,606	2,591	79.4%	45.00	NNN
1018 W El Camino Real	1018 W El Camino Real	Sunnyvale	1958	1995	1s	General Retail	Freestanding	7,250	7,250	7,250	0.0%	45.00	NNN
Westmoor Village (1211-1291 S Mary Ave)	1211-1291 S Mary Ave	Sunnyvale	1961	--	1s	General Retail (Neighborhood Center)	Storefront	60,909	60,909	2,520	95.9%	42.00	NNN
455-489 Saratoga Ave	455-489 Saratoga Ave	San Jose	1973	--	1s	General Retail (Neighborhood Center)	Storefront	42,677	42,677	1,500	96.5%	42.00	NNN
580 South Murphy (101-103 E El Camino Real)	101-103 E El Camino Real	Sunnyvale	1965	--	1s	General Retail (Neighborhood Center)	Freestanding	24,032	24,032	1,500	93.8%	39.00	NNN
Henderson Center (1053 E El Camino Real)	1053 E El Camino Real	Sunnyvale	1968	--	1s	General Retail (Strip Center)		11,249	11,249	1,350	88.0%	37.20	NNN
740 E El Camino Real	740 E El Camino Real	Sunnyvale	1975	--	1s	General Retail	Restaurant	10,947	10,947	10,947	0.0%	36.00	NNN
Pepper Tree Plaza (1084 S De Anza Blvd)	1084 S De Anza Blvd	San Jose	1900	--	1s	General Retail (Strip Center)		11,500	11,500	3,698	67.8%	35.60	NNN
Park Lane Plaza (5152-5278 Moorpark Ave)	5152-5278 Moorpark Ave	San Jose	1968	--	1s	General Retail (Neighborhood Center)	Freestanding	70,000	70,000	4,022	94.3%	34.56	NNN
Bldg 4 & 5 (4360 Stevens Creek Blvd)	4360 Stevens Creek Blvd	San Jose	1972	--	1s	General Retail (Neighborhood Center)	Freestanding	31,981	31,981	1,360	95.7%	31.30	NNN*
130 E El Camino Real	130 E El Camino Real	Sunnyvale	1964	--	1s	General Retail (Community Center)	Freestanding	39,500	39,500	39,500	0.0%	30.00	NNN
Civic Square (802-844 W El Camino Real)	802-844 W El Camino Real	Sunnyvale	1964	2009	1s	General Retail (Neighborhood Center)	Freestanding	42,178	42,178	23,900	43.3%	30.00	NNN
Kiely Plaza (1052-1092 Kiely Blvd)	1052-1092 Kiely Blvd	Santa Clara	1974	1999	1s	General Retail (Strip Center)	Freestanding	23,766	23,766	1,655	93.0%	29.40	NNN
Moonlite Shopping Center (2610-2790 El Camino Real)	2610-2790 El Camino Real	Santa Clara	1960	1994	1s	General Retail (Community Center)	Freestanding	169,375	169,375	15,780	90.7%	28.77	NNN
1587-1595 Pomeroy Ave	1587-1595 Pomeroy Ave	Santa Clara	1964	--	1s	General Retail (Strip Center)	Freestanding	6,000	6,000	2,416	59.7%	27.00	NNN
942-948 W El Camino Real	942-948 W El Camino Real	Sunnyvale	1960	2016	1s	General Retail (Strip Center)	Freestanding	7,200	7,200	7,200	0.0%	24.92	NNN*
1080 Saratoga Ave	1080 Saratoga Ave	San Jose	1966	--	1s	General Retail (Strip Center)	Freestanding	17,380	17,380	1,178	93.2%	24.48	NNN
<b>Totals:</b>								<b>30,868</b>	<b>926,031</b>	<b>173,213</b>	<b>82.2%</b>	<b>\$38.21</b>	<b>NNN</b>

Source: CoStar

**Exhibit C: Building Block Allocation –  
Updated Table**

## Exhibit C

In creating the “Building Block Allocation” table found on page P-0101 of the plan set, some of the areas in Block 1, 6, and 11 were incorrectly attributed to the wrong block due to an excel formula error. This was simply a tabulation discrepancy and does not affect any of the design, nor does it impact the Development Summary. The total square footage for the project remains 4,700,000 square feet of residential uses, 400,000 square feet of retail, and 1,810,000 square feet of office. This updated table also clarifies the square footage and uses that will occur in the bridge area. The following is a corrected version of the Building Block Allocation table.

DEVELOPMENT SUMMARY (50% AFFORDABLE HOUSING)			
	RESIDENTIAL (GROSS SF)	RETAIL (GROSS SF)	OFFICE (GROSS SF)
TOTAL FLOOR AREA*	4,700,000	400,000	1,810,000
%	68.0%	5.8%	26.2%
* NOTE: PURSUANT TO CUPERTINO MUNICIPAL CODE SECTION 19.08.030 "FLOOR AREA"			
	RESIDENTIAL (GROSS SF)	RETAIL (GROSS SF)	OFFICE (GROSS SF)
PROJECT AREA + DOUBLE HEIGHT FLOOR AREA CALCULATION	4,961,904	485,912	1,981,447
%	66.8%	6.5%	26.7%

AREAS EXCLUDED FROM FLOOR AREA CALCULATION	
PRIVATE RESIDENTIAL OPEN SPACE (INCLUDES TERRACES, BALCONIES, AND OPEN SPACE AMENITIES)	14.9 ACRES / 652,000 SF
PUBLIC GREEN ROOF PARK SPACE	22 ACRES / 959,000 SF
UNDERGROUND STRUCTURE - WEST (PARKING, UTILITIES, INFRASTRUCTURE)	1,478,000 SF
UNDERGROUND STRUCTURE - EAST (PARKING, UTILITIES, INFRASTRUCTURE)	1,906,000 SF
* NOTE: 14 ACRES ON THE WEST SIDE AND UP TO 8 ACRES ON THE EAST SIDE, DEPENDING ON OFFICE TENANT DEMANDS.	

BUILDING BLOCK ALLOCATION		
	GROSS SF	LAND USES
BLOCK 1	327,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 2	750,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 3	1,380,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 3A	16,000	CENTRAL PLANT + CENTRAL WASTE
BLOCK 4	700,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 5	538,000	RESIDENTIAL, RETAIL, PARKING
BRIDGE*	41,000	RESIDENTIAL AMENITY
BLOCK 6	247,000	OFFICE, PARKING
BLOCK 7	282,000	OFFICE, PARKING
BLOCK 8	242,000	OFFICE, PARKING
BLOCK 9	710,000	RESIDENTIAL, PARKING
BLOCK 10	654,000	RESIDENTIAL, PARKING
BLOCK 11	1,039,000	OFFICE, PARKING

**Exhibit D: LEED CS v3 Scorecard for  
Office Core and Shell**



# LEED CS v3 Scorecard - Office Core and Shell

Vallco Town Center

3/27/2018



Yes ?Y ?N No Certified 40-49 Silver 50-59 Gold 60-79 Platinum 80+

**65 11 15 19 Total Project Score**

Y	?Y	?N	N			Y	?Y	?N	N		
27	0	1	0	<b>Sustainable Sites</b>		28	Points Possible				
Y				m	Prereq 1	Construction Activity Pollution Prevention	n/a				
1				m	Credit 1	Site Selection	1				
5				m	Credit 2	Development Density & Community Connectivity	5				
		1		m	Credit 3	Brownfield Redevelopment	1				
6				m	Credit 4.1	Alternative Transportation, Public Transportation Access	6				
2				m	Credit 4.2	Alternative Transportation, Bicycle Storage & Changing Rooms	2				
3				m	Credit 4.3	Alternative Transportation, Low Emitting & Fuel Efficient Vehicles	3				
2				m	Credit 4.4	Alternative Transportation, Parking Capacity	2				
1				m	Credit 5.1	Site Development, Protect or Restore Habitat (50% - fp or 20% of site area)	1				
1				m	Credit 5.2	Site Development, Maximize Open Space	1				
1				m	Credit 6.1	Stormwater Design, Quantity Control	1				
1				m	Credit 6.2	Stormwater Design, Quality Control	1				
1				m	Credit 7.1	Heat Island Effect, Non-Roof	1				
1				d	Credit 7.2	Heat Island Effect, Roof	1				
1				m	Credit 8	Light Pollution Reduction	1				
1				d	Credit 9	Tenant Design and Construction Guidelines	1				

Y	?Y	?N	N			Y	?Y	?N	N		
4	2	4	0	<b>Water Efficiency</b>		10	Points Possible				
Y				d	Prereq 1	Water Use Reduction, 20% Reduction	n/a				
2				m	Credit 1.1	Water Efficient Landscaping, Reduce by 50%	2				
		2		m	Credit 1.2	Water Efficient Landscaping, No Potable Use or No Irrigation	2				
		2		d	Credit 2	Innovative Wastewater Technologies	2				
2	2			d	Credit 3	Water Use Reduction, 30%, 35%, 40% reduction	2-4				

Y	?Y	?N	N			Y	?Y	?N	N		
13	4	8	12	<b>Energy &amp; Atmosphere</b>		37	Points Possible				
Y				c	Prereq 1	Fundamental Commissioning of the Building Energy Systems	n/a				
Y				d	Prereq 2	Minimum Energy Performance, 10% Requirement	n/a				
Y				m	Prereq 3	Fundamental Refrigerant Management	n/a				
3	4	2	12	d	Credit 1	Optimize Energy Performance, 14 - 20%	3-21				
		4		m	Credit 2	On-Site Renewable Energy, 1%	4				
2				c	Credit 3	Enhanced Commissioning	2				
		2		d	Credit 4	Enhanced Refrigerant Management	2				
3				c	Credit 5.1	Measurement & Verification, Base Building	3				
3				c	Credit 5.2	Measurement & Verification, Tenant Submetering	3				
2				m	Credit 6	Green Power	2				

Y	?Y	?N	N			Y	?Y	?N	N		
5	2	0	6	<b>Materials &amp; Resources</b>		13	Points Possible				
Y				m	Prereq 1	Storage & Collection of Recyclables	n/a				
			5	d	Credit 1	Building Reuse, Maintain Existing Walls, Floors & Roof	1-5				
1				m	Credit 2.1	Construction Waste Management, Divert 50%	1				
1				m	Credit 2.2	Construction Waste Management, Divert 75%	1				
			1	d	Credit 3	Materials Reuse, Specify 5%	1				
1				c	Credit 4.1	Recycled Content, 10%	1				
1				c	Credit 4.2	Recycled Content, 20%	1				
1				c	Credit 5.1	Regional Materials, 10%	1				
	1			c	Credit 5.2	Regional Materials, 20%	1				
	1			c	Credit 6	Certified Wood	1				

Y	?Y	?N	N			Y	?Y	?N	N		
8	1	2	1	<b>Indoor Environmental Quality</b>		12	Points Possible				
Y				d	Prereq 1	Minimum IAQ Performance	1				
Y				d	Prereq 2	Environmental Tobacco Smoke (ETS) Control	1				
1				d	Credit 1	Outdoor Air Delivery Monitoring	1				
1				d	Credit 2	Increased Ventilation	1				
1				c	Credit 3	Construction IAQ Management Plan, During Construction	1				
1				m	Credit 4.1	Low-Emitting Materials, Adhesives & Sealants	1				
1				m	Credit 4.2	Low-Emitting Materials, Paints & Coatings	1				
1				m	Credit 4.3	Low-Emitting Materials, Carpet Systems	1				
1				m	Credit 4.4	Low-Emitting Materials, Composite Wood & Agrifiber Products	1				
		1		d	Credit 5	Indoor Chemical & Pollutant Source Control	1				
			1	d	Credit 6	Controllability of Systems, Thermal Comfort	1				
1				d	Credit 7	Thermal Comfort, Design	1				
		1		d	Credit 8.1	Daylight & Views, Daylight 75% of Spaces	1				
			1	d	Credit 8.2	Daylight & Views, Views for 90% of Spaces	1				

Y	?Y	?N	N			Y	?Y	?N	N		
5	1	0	0	<b>Innovation &amp; Design Process</b>		6	Points Possible				
1				m	Credit 1.1	Exemplary Performance: SSc5.1	1				
1				m	Credit 1.2	Exemplary Performance: SSc5.2	1				
		1		d	Credit 1.3	Exemplary Performance: Wec3 / MRc4 / /MRc5 / MRc6	1				
1				m	Credit 1.4	Innovation in Design: Sustainable Solid Waste Management	1				
1				m	Credit 1.5	Innovation in Design: Sustainable Landscape Management	1				
1				c	Credit 2	LEED™ Accredited Professional	1				

Y	?Y	?N	N			Y	?Y	?N	N		
3	1	0	0	<b>Regional Credits</b>		4	Points Possible				
	95014			← Project Zip Code							
1				m	Credit 1.1	Regional Credit: SSc4.1	1				
1				m	Credit 1.2	Regional Credit: SSc7.1	1				
1				m	Credit 1.3	Regional Credit: Wec1, Opt. 1	1				
	1			d	Credit 1.4	Regional Credit: Wec3 (40%)	1				
		1		m	Credit 1.5	Regional Credit: EAc2 (1%)	1				
			1	d	Credit 1.6	Regional Credit: IEQc8.1	1				

**Exhibit E: LEED NC v3 Scorecard  
for Retail / Residential  
New Construction**

# LEED NC v3 Scorecard - Residential/Retail

Vallco Town Center

3/27/2018



Yes ?Y ?N No Certified 40-49 Silver 50-59 Gold 60-79 Platinum 80+

## 59 19 8 24 Total Project Score

Y	?Y	?N	N			
25	1	0	0	<b>Sustainable Sites</b>	<b>26 Points Possible</b>	
Y				m Prereq 1	<b>Construction Activity Pollution Prevention</b>	n/a
1				m Credit 1	<b>Site Selection</b>	1
5				m Credit 2	<b>Development Density &amp; Community Connectivity</b>	5
	1			m Credit 3	<b>Brownfield Redevelopment</b>	1
6				m Credit 4.1	<b>Alternative Transportation, Public Transportation Access</b>	6
1				m Credit 4.2	<b>Alternative Transportation, Bicycle Storage &amp; Changing Rooms</b>	1
3				m Credit 4.3	<b>Alternative Transportation, Low Emitting &amp; Fuel Efficient Vehicles</b>	3
2				m Credit 4.4	<b>Alternative Transportation, Parking Capacity</b>	2
1				m Credit 5.1	<b>Site Development, Protect or Restore Habitat (or 20% of site area)</b>	1
1				m Credit 5.2	<b>Site Development, Maximize Open Space</b>	1
1				m Credit 6.1	<b>Stormwater Design, Quantity Control</b>	1
1				m Credit 6.2	<b>Stormwater Design, Quality Control</b>	1
1				m Credit 7.1	<b>Heat Island Effect, Non-Roof</b>	1
1				d Credit 7.2	<b>Heat Island Effect, Roof</b>	1
1				m Credit 8	<b>Light Pollution Reduction</b>	1

Y	?Y	?N	N			
4	1	3	2	<b>Water Efficiency</b>	<b>10 Points Possible</b>	
Y				d Prereq 1	<b>Water Use Reduction, 20% Reduction</b>	n/a
2		2		m Credit 1	<b>Water Efficient Landscaping, Reduce by 50% , No Potable Use</b>	2-4
			2	d Credit 2	<b>Innovative Wastewater Technologies</b>	2
2	1	1		d Credit 3	<b>Water Use Reduction, 30%, 35%, 40% reduction</b>	2-4

Y	?Y	?N	N			
8	10	4	13	<b>Energy &amp; Atmosphere</b>	<b>35 Points Possible</b>	
Y				C Prereq 1	<b>Fundamental Commissioning of the Building Energy Systems</b>	n/a
Y				d Prereq 2	<b>Minimum Energy Performance - (10% Requirement)</b>	n/a
Y				m Prereq 3	<b>Fundamental Refrigerant Management</b>	n/a
1	8	2	8	d Credit 1	<b>Optimize Energy Performance, 26%, 36%, 44%</b>	1-19
		2	5	m Credit 2	<b>On-Site Renewable Energy, 3%</b>	1-7
2				C Credit 3	<b>Enhanced Commissioning</b>	2
	2			d Credit 4	<b>Enhanced Refrigerant Management</b>	2
3				C Credit 5	<b>Measurement &amp; Verification</b>	3
2				m Credit 6	<b>Green Power 35%</b>	2

Y	?Y	?N	N			
5	1	0	0	<b>Innovation &amp; Design Process</b>	<b>6 Points Possible</b>	
1				m Credit 1.1	<b>Exemplary Performance: SSC5.1</b>	1
1				m Credit 1.2	<b>Exemplary Performance: SSC5.2</b>	1
	1			d Credit 1.3	<b>Exemplary Performance: MRC4 / MRC5</b>	1
1				m Credit 1.4	<b>Innovation in Design: Sustainable Solid Waste Management</b>	1
1				m Credit 1.5	<b>Innovation in Design: Sustainable Landscape Practices</b>	1
1				C Credit 2	<b>LEED™ Accredited Professional</b>	1

Y	?Y	?N	N			
5	2	0	7	<b>Materials &amp; Resources</b>	<b>14 Points Possible</b>	
Y				m Prereq 1	<b>Storage &amp; Collection of Recyclables</b>	n/a
			3	d Credit 1.1	<b>Building Reuse, Maintain Existing Walls, Floors &amp; Roof</b>	1-3
			1	d Credit 1.2	<b>Building Reuse, Maintain 50% of Interior Non-Structural Elements</b>	1
1				m Credit 2.1	<b>Construction Waste Management, Divert 50%</b>	1
1				m Credit 2.2	<b>Construction Waste Management, Divert 75%</b>	1
			1	d Credit 3.1	<b>Materials Reuse, Specify 5%</b>	1
			1	d Credit 3.2	<b>Materials Reuse, Specify 10%</b>	1
1				C Credit 4.1	<b>Recycled Content, 10%</b>	1
1				C Credit 4.2	<b>Recycled Content, 20%</b>	1
1				C Credit 5.1	<b>Regional Materials, 10%</b>	1
1				C Credit 5.2	<b>Regional Materials, 20%</b>	1
			1	C Credit 6	<b>Rapidly Renewable Materials 2.5%</b>	1
			1	C Credit 7	<b>Certified Wood</b>	1

Y	?Y	?N	N			
10	2	1	2	<b>Indoor Environmental Quality</b>	<b>15 Points Possible</b>	
Y				d Prereq 1	<b>Minimum IAQ Performance</b>	n/a
Y				m Prereq 2	<b>Environmental Tobacco Smoke (ETS) Control</b>	n/a
Y				C Prereq 3	<b>Multifamily Compartmentalization</b>	n/a
1				d Credit 1	<b>Outdoor Air Delivery Monitoring</b>	1
			1	d Credit 2	<b>Increased Ventilation</b>	1
1				C Credit 3.1	<b>Construction IAQ Management Plan, During Construction</b>	1
1				C Credit 3.2	<b>Construction IAQ Management Plan, Before Occupancy</b>	1
1				m Credit 4.1	<b>Low-Emitting Materials, Adhesives &amp; Sealants</b>	1
1				m Credit 4.2	<b>Low-Emitting Materials, Paints &amp; Coatings</b>	1
1				m Credit 4.3	<b>Low-Emitting Materials, Flooring Systems</b>	1
1				m Credit 4.4	<b>Low-Emitting Materials, Composite Wood &amp; Agrifiber Products</b>	1
			1	d Credit 5	<b>Indoor Chemical &amp; Pollutant Source Control</b>	1
1				d Credit 6.1	<b>Controllability of Systems, Lighting</b>	1
1				d Credit 6.2	<b>Controllability of Systems, Thermal Comfort</b>	1
1				d Credit 7.1	<b>Thermal Comfort, Design</b>	1
			1	d Credit 7.2	<b>Thermal Comfort, Verification</b>	1
			1	d Credit 8.1	<b>Daylight &amp; Views, Daylight 75% of Spaces</b>	1
			1	d Credit 8.2	<b>Daylight &amp; Views, Views for 90% of Spaces</b>	1

Y	?Y	?N	N			
2	2	0	0	<b>Regional Credits</b>	<b>4 Points Possible</b>	
				95014	<b>Project Zip Code</b>	
1				m Credit 1.1	<b>Regional Credit: SSC4.1</b>	1
1				m Credit 1.2	<b>Regional Credit: SSC7.1</b>	1
			1	d Credit 1.3	<b>Regional Credit: WEC2</b>	1
			1	d Credit 1.4	<b>Regional Credit: WEC3 (40%)</b>	1
			1	m Credit 1.5	<b>Regional Credit: EAc2 (1%)</b>	1
			1	d Credit 1.6	<b>Regional Credit: IEQc8.1</b>	1

**Exhibit F:**  
**Water Efficient Landscape Checklist**



# WATER-EFFICIENT LANDSCAPE CHECKLIST

Community Development Department  
10300 Torre Avenue  
Cupertino, CA 95014

408.777.3308 / Fax 408.777.3333  
planning@cupertino.org  
http://cupertino.org/planning

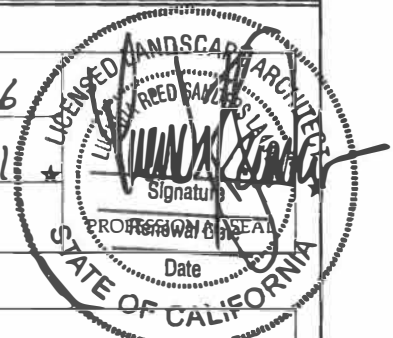
**CUPERTINO**

## PART 1: CERTIFIED/LICENSED PROFESSIONAL INFORMATION

COMPANY & COMPANY ADDRESS: **OLIN PARTNERSHIP, LTD. 150 S. INDEPENDENCE MALL WEST SUITE 1123, PHILADELPHIA, PA 19106**

NAME: **LUCINDA R. SANDERS** LIC./CERT.#: **CALIFORNIA / LA-4341**

E-MAIL: **lsanders@theolinstudio.com** PHONE: **215-440-0030**



## PART 2: PROPERTY & PROPERTY OWNER INFORMATION

PROPERTY OWNER NAME: **Vallco Property Owner LLC** E-MAIL: **info@shpco.com**

PROPERTY OWNER ADDRESS: **965 Page Mill Road, Palo Alto, CA 94304** PHONE: **650-344-1500**

PROJECT ADDRESS: **10123 N. Wolfe Road, Cupertino, CA 95014** A.P.N.: **see attached Applicant Comments**

PROJECT TYPE (CHECK APPLICABLE):  
 New  
 Rehabilitated  
 Non-Residential

WATER SOURCE:  
 Potable  
 Recycled  
 On-site captured rainwater  
 Graywater

WATER PURVEYOR: \_\_\_\_\_

TOTAL LANDSCAPE AREA: **1,426,718** SQ. FT.  
 TURF PLANT AREA: **251,893** SQ. FT.

NON-TURF PLANT AREA: **1,100,272** SQ. FT.  
 SPECIAL LANDSCAPE AREA: **65,852** SQ. FT.

## PART 3: COMPLIANCE CHECKLIST

Landscape Parameter	Requirements	Compliance
TURF AREA <input type="checkbox"/> no turf	Turf shall not exceed 25% of the landscape area or 1,250 sq. ft., whichever is lesser in area. (No turf in non-residential area)	<input checked="" type="checkbox"/> YES See Applicant Comments
	Turf shall not be planted on slopes more than 25%.	<input checked="" type="checkbox"/> YES
	All portions of turf areas shall be wider than ten (10) feet (unless irrigated with subsurface irrigation or low volume irrigation system).	<input checked="" type="checkbox"/> YES
PLANTING AREA	At least 80% (100% for non-residential area) of non-turf area shall consist of native or low water use plants.	<input checked="" type="checkbox"/> YES
	No invasive and/or noxious plant species shall be planted.	<input checked="" type="checkbox"/> YES
	Plants with similar water needs shall be grouped within hydrozones. Each hydrozone shall be controlled by a separate valve.	<input checked="" type="checkbox"/> YES
SOIL MANAGEMENT	At least 4 cu. yds. of compost, six (6) inches deep, shall be applied per 1,000 sq. ft. of landscape area.	<input checked="" type="checkbox"/> YES
	A minimum three (3) inch layer of mulch shall be applied on all exposed soil surfaces of planting areas, except in areas of direct seeding application (e.g. hydro-seeding).	<input checked="" type="checkbox"/> YES
	Grading shall be designed to minimize soil erosion, run-off, and water waste.	<input checked="" type="checkbox"/> YES
IRRIGATION SYSTEM <input type="checkbox"/> no irrigation system	Automatic irrigation controllers are required and must use evapotranspiration or soil moisture sensor data and utilize a rain sensor.	<input checked="" type="checkbox"/> YES
	Irrigation controllers shall be a type which does not lose programming data in the event the primary power source is interrupted.	<input checked="" type="checkbox"/> YES





# WATER-EFFICIENT LANDSCAPE CHECKLIST

Community Development Department  
10300 Torre Avenue  
Cupertino, CA 95014

408.777.3308 / Fax 408.777.3333  
planning@cupertino.org  
http://cupertino.org/planning

CUPERTINO

Landscape Parameter	Requirements	Compliance
IRRIGATION SYSTEM	Pressure regulators shall be installed on the irrigation system to ensure the dynamic pressure of the system is within the manufacturer's recommended pressure range.	<input checked="" type="checkbox"/> YES
	Manual shut-off valves (such as a gate valve, ball valve, or butterfly valve) shall be installed as close to possible to the point of connection of the water supply.	<input checked="" type="checkbox"/> YES
	All irrigation emission devices must meet the requirements set in the ANSI standard, ASABE/ICC 802-2014 "Landscape Irrigation Sprinkler and Emitter Standard." All sprinkler heads installed in the landscape must document a distribution uniformity low quarter of 0.65 or higher using the protocol defined in ASABE/ICC 802-2014.	<input checked="" type="checkbox"/> YES
	Dedicated irrigation meters are required for non-residential projects with more than 1,000 sq. ft. of landscape area.	<input checked="" type="checkbox"/> YES
WATER FEATURES <input checked="" type="checkbox"/> pool <input checked="" type="checkbox"/> other: <u>FOUNTAIN</u> <input type="checkbox"/> no water features	Pool and spa covers shall be installed.	<input checked="" type="checkbox"/> YES
	Recirculating water systems shall be used for all water features.	<input checked="" type="checkbox"/> YES
	Water features are limited to 10% of the landscaped area.	<input checked="" type="checkbox"/> YES

I am aware of available informational resources regarding native and low water use plants, irrigation efficiency, and other aspects of water-efficient landscaping. I certify that the information provided on this checklist is correct, and the installed landscape complies with the requirements of Chapter 14.15 and /or the requirements of the Prescriptive Compliance Option. I also understand that any changes to the project will necessitate a new checklist.

\_\_\_\_\_  
SIGNATURE OF PROPERTY OWNER OR AUTHORIZED REPRESENTATIVE

X Wanda R. Sanders  
\_\_\_\_\_  
SIGNATURE OF LICENSED/CERTIFIED LANDSCAPE PROFESSIONAL

\_\_\_\_\_  
DATE

06/10/2018

\_\_\_\_\_  
DATE

06/08/2018

### Applicant Comments

Use additional paper if necessary

See attached Applicant Comments.

### Staff Evaluation

- Approved
- Not Approved

Permit # \_\_\_\_\_

### Staff Comments

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

**WATER EFFICIENT LANDSCAPE CHECKLIST**

Vallco Town Center  
Applicant Comments  
June 15, 2018

**1. PART 2: TOTAL LANDSCAPE AREA**

Please note that the “Total Landscape Area” includes the area for water features and fountains.

**2. PART 2: APNs**

The APNs for the Property are:

- APN 316-20-080      APN 316-20-100
- APN 316-20-081      APN 316-20-101
- APN 316-20-082      APN 316-20-103
- APN 316-20-088      APN 316-20-104
- APN 316-20-094      APN 316-20-105
- APN 316-20-095      APN 316-20-106
- APN 316-20-099      APN 316-20-107

**3. PART 3: CHECKLIST COMPLIANCE**

The Application checklist does not include the option (b) as per the Ordinance that allows the applicant to, “Prepare of a water budget calculation, per the provisions of Section 14.15.070”:

Table 14.15.060(A)		
1. Options to demonstrate water efficiency		
a. i. Total turf area shall not exceed 25% of the landscape area, or 1,250 square feet, whichever is lesser in area and ii. At least 80% of the plants within non-turf areas shall be native or low water-use	OR	b. Prepare a water budget calculation, per the provisions of Section 14.15.070.
AND		
2. Turf Restrictions		
a. Turf shall not be planted on slopes greater than 25%.		
b. Turf areas shall not be less than ten feet wide.		

The total turf areas for the Project are less than 25% the landscape area and at least 80% of the plants within non-turf areas shall be native or low water-use. The Application, however, proposes more than 1,250 square feet of turf. Accordingly, the Applicant will provide “Appendix B Water Budget Worksheet” to be reviewed and approved prior to final permit issuance per CMC 14.15.050.

## **Exhibit A: Supplemental Area Calculations**

**Vallco Town Center – Supplemental Area Calculations**

June 15, 2018

**I. Floor Area Calculations**

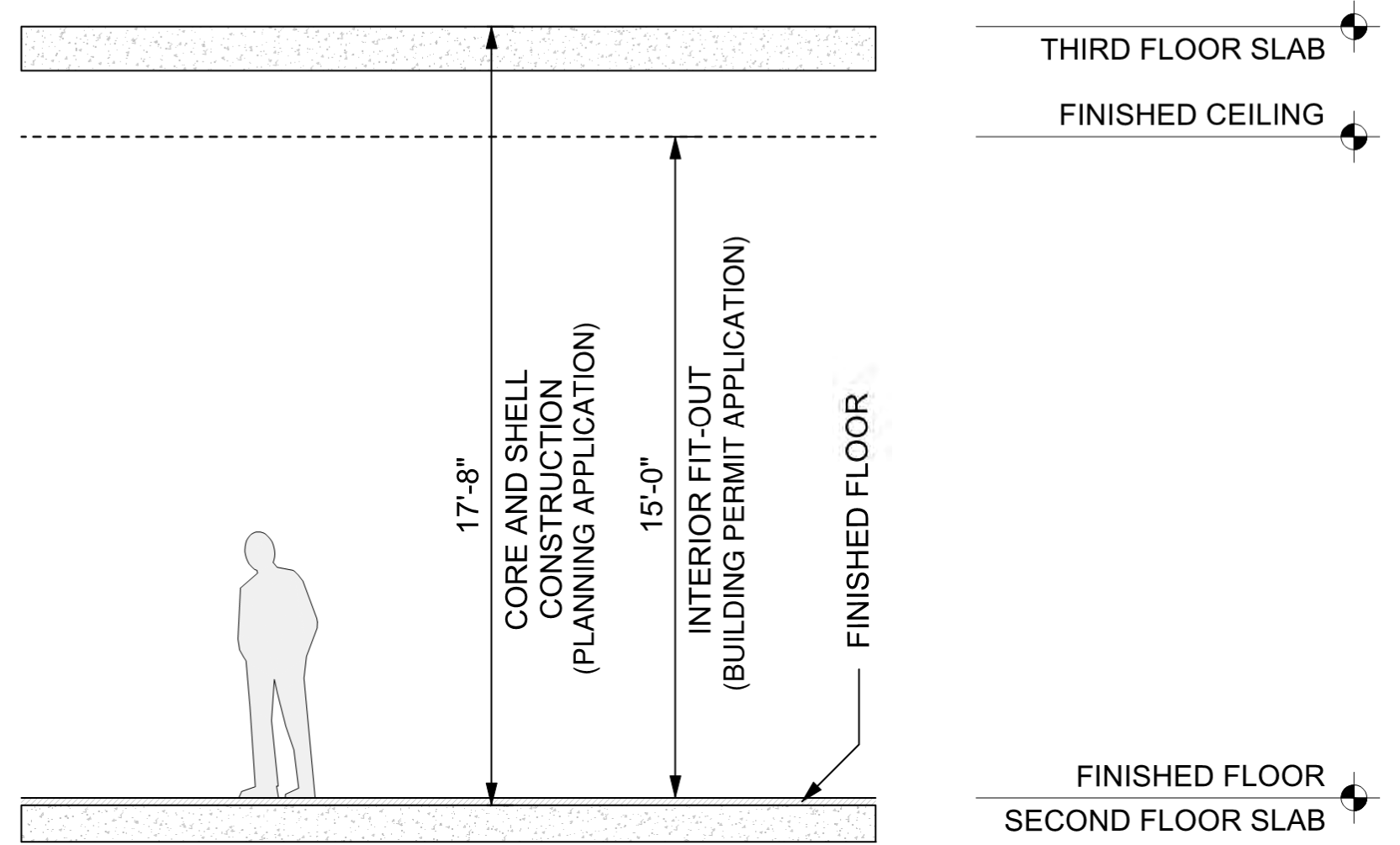
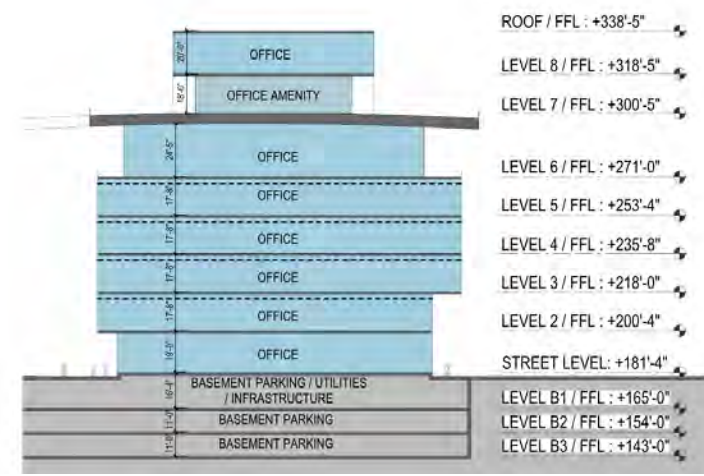
Project Total																
	Block 1	Block 2	Block 3	Block 3A	Block 4	Block 5	Bridge	Block 6	Block 7	Block 8	Block 9	Block 10	Block 11		TOTAL	(%)
Unit	104,893	449,991	802,863	-	304,932	248,229	-	-	-	-	409,524	393,908	-		2,714,340	-
Amenity	1,918	58,400	144,543	-	74,508	58,872	41,000	-	-	-	90,623	80,191	-		550,055	-
Parking	-	158,370	418,156	-	254,413	214,912	-	-	-	-	209,853	179,901	-		1,435,605	-
<b>Residential</b>	106,811	666,761	1,365,562		633,853	522,013	41,000	-			710,000	654,000	-		<b>4,700,000</b>	<b>68.0%</b>
<b>Office</b>	-	-	-		-	-		247,000	282,000	242,000	-	-	1,039,000		<b>1,810,000</b>	<b>26.2%</b>
<b>Retail</b>	220,189	83,239	14,438		66,147	15,987		-	-	-	-	-	-		<b>400,000</b>	<b>5.8%</b>
<b>Total</b>	<b>327,000</b>	<b>750,000</b>	<b>1,380,000</b>		<b>700,000</b>	<b>538,000</b>	<b>41,000</b>	<b>247,000</b>	<b>282,000</b>	<b>242,000</b>	<b>710,000</b>	<b>654,000</b>	<b>1,039,000</b>		<b>6,910,000</b>	<b>100.0%</b>

**II. Floor Area Calculations *Alternate Calculation with Double-Counted Area for Extra-Tall Ceilings***

Project Total																
	Block 1	Block 2	Block 3	Block 3A	Block 4	Block 5	Bridge	Block 6	Block 7	Block 8	Block 9	Block 10	Block 11		TOTAL	(%)
Unit	104,893	449,991	802,863	-	304,932	248,229	-	-	-	-	409,524	393,908	-		2,714,340	-
Amenity	1,918	82,989	188,871	-	96,430	76,763	78,326	-	-	-	108,356	95,850	-		729,503	-
Parking	-	177,425	438,632	-	287,055	225,195	-	-	-	-	209,853	179,901	-		1,518,061	-
<b>Residential</b>	106,811	710,405	1,430,366		688,417	550,187	78,326	-	-	-	727,733	669,659	-		<b>4,961,904</b>	<b>66.8%</b>
<b>Office</b>	-	-	-		-	-		247,000	282,000	242,000	-	-	1,210,447		<b>1,981,447</b>	<b>26.7%</b>
<b>Retail</b>	289,773	91,403	14,438		74,311	15,987		-	-	-	-	-	-		<b>485,912</b>	<b>6.5%</b>
<b>Total</b>	<b>396,584</b>	<b>801,808</b>	<b>1,444,804</b>		<b>762,728</b>	<b>566,174</b>	<b>78,326</b>	<b>247,000</b>	<b>282,000</b>	<b>242,000</b>	<b>727,733</b>	<b>669,659</b>	<b>1,210,447</b>		<b>7,429,263</b>	<b>100.0%</b>

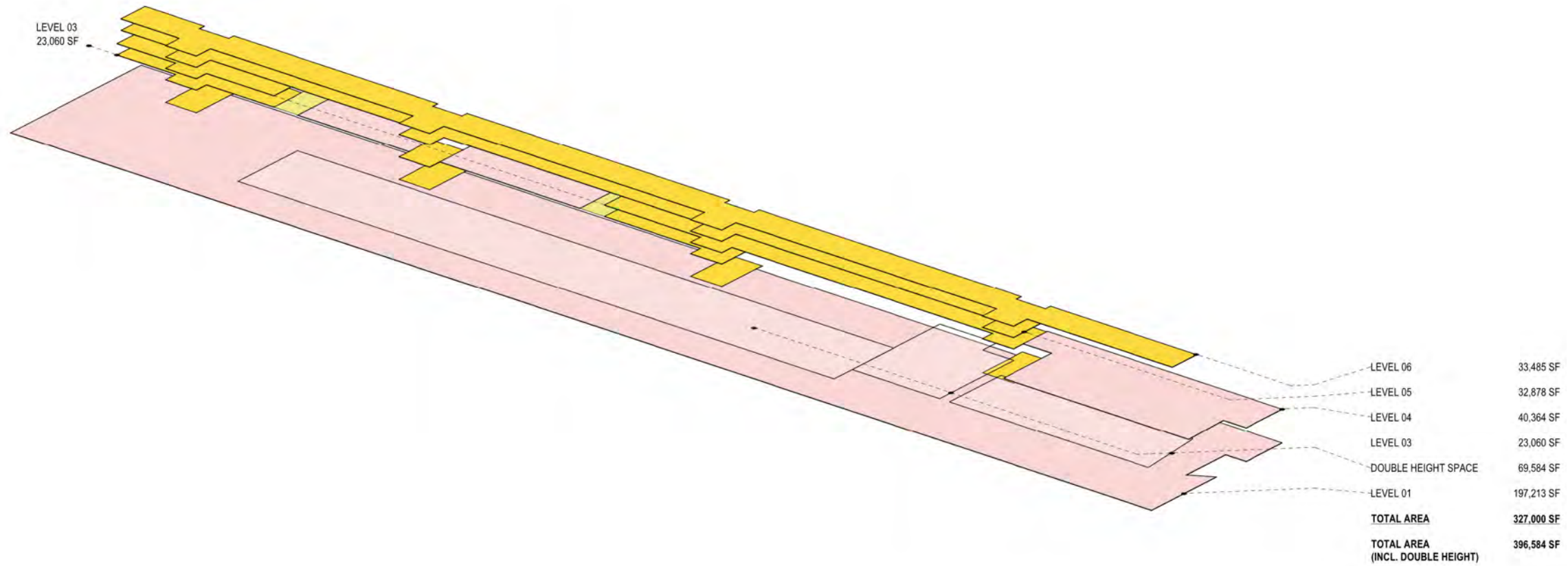
# OFFICE TENANT FIT-OUT METHODOLOGY

Typical Floor





**BLOCK 1**

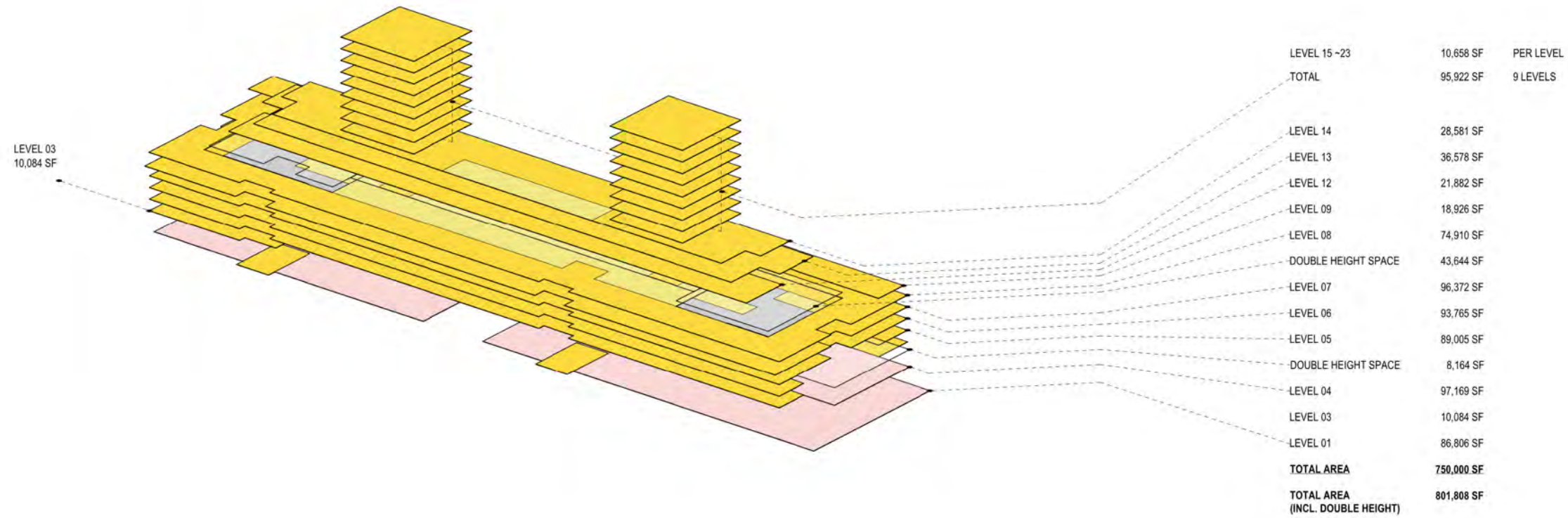


AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES

BLOCK 1	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07									
LEVEL 06	33,485 SF			33,485 SF			33,485 SF		33,485 SF
LEVEL 05	32,878 SF			32,878 SF			32,878 SF		32,878 SF
LEVEL 04	21,506 SF	1,918 SF		23,424 SF		16,940 SF	40,364 SF		40,364 SF
LEVEL 03	11,019 SF			11,019 SF		12,041 SF	23,060 SF		23,060 SF
LEVEL 02									
LEVEL 01	6,005 SF			6,005 SF		191,208 SF	197,213 SF	69,584 SF	266,797 SF
<b>TOTAL BLOCK AREA</b>	<b>104,893 SF</b>	<b>1,918 SF</b>		<b>106,811 SF</b>		<b>220,189 SF</b>	<b>327,000 SF</b>	<b>69,584 SF</b>	<b>396,584 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 2**



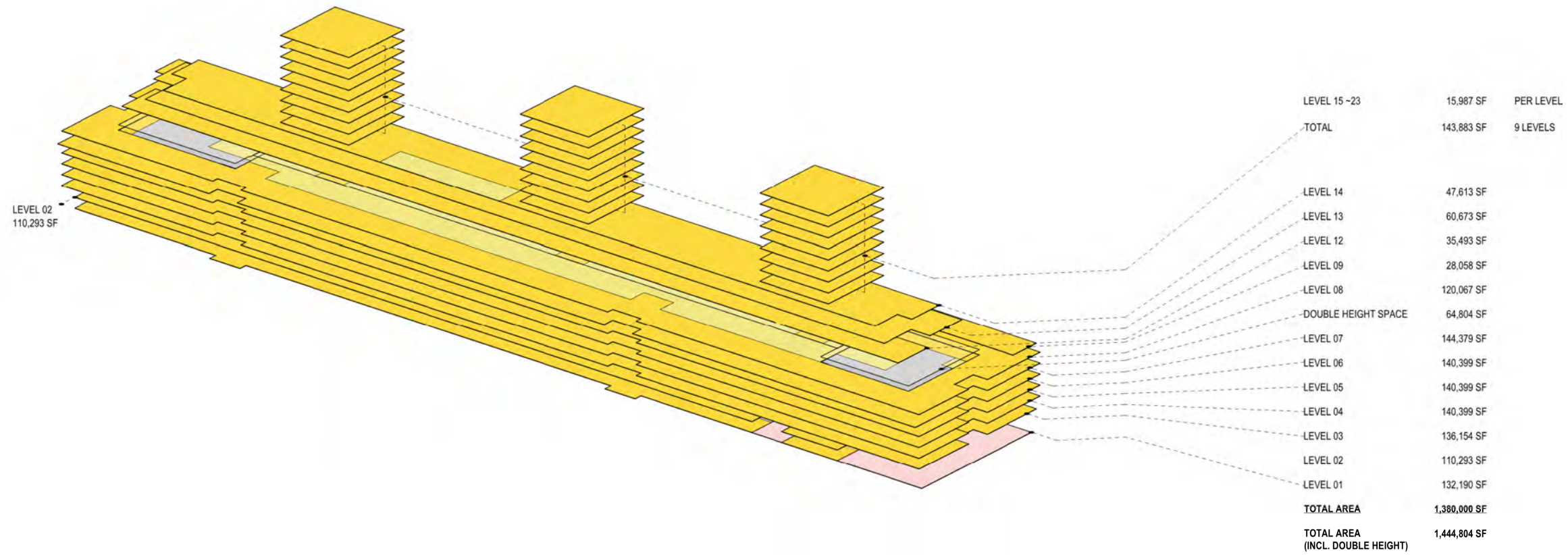
AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 2	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	95,922 SF			95,922 SF			95,922 SF		95,922 SF
LEVEL 14	24,579 SF	4,002 SF		28,581 SF			28,581 SF		28,581 SF
LEVEL 13	36,578 SF			36,578 SF			36,578 SF		36,578 SF
LEVEL 12	21,882 SF			21,882 SF			21,882 SF		21,882 SF
LEVEL 11									
LEVEL 10									
LEVEL 09	18,926 SF			18,926 SF			18,926 SF		18,926 SF
LEVEL 08	46,788 SF	28,122 SF		74,910 SF			74,910 SF		74,910 SF
LEVEL 07	49,749 SF	11,394 SF	35,229 SF	96,372 SF			96,372 SF	43,644 SF	140,016 SF
LEVEL 06	46,912 SF	6,934 SF	39,919 SF	93,765 SF			93,765 SF		93,765 SF
LEVEL 05	44,500 SF	3,974 SF	40,531 SF	89,005 SF			89,005 SF		89,005 SF
LEVEL 04	44,500 SF	3,974 SF	40,531 SF	89,005 SF		8,164 SF	97,169 SF	8,164 SF	105,333 SF
LEVEL 03	10,084 SF			10,084 SF			10,084 SF		10,084 SF
LEVEL 02									
LEVEL 01	9,571 SF		2,160 SF	11,731 SF		75,075 SF	86,806 SF		86,806 SF
<b>TOTAL BLOCK AREA</b>	<b>449,991 SF</b>	<b>58,400 SF</b>	<b>158,370 SF</b>	<b>666,761 SF</b>		<b>83,239 SF</b>	<b>750,000 SF</b>	<b>51,808 SF</b>	<b>801,808 SF</b>

NOTE : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 3**

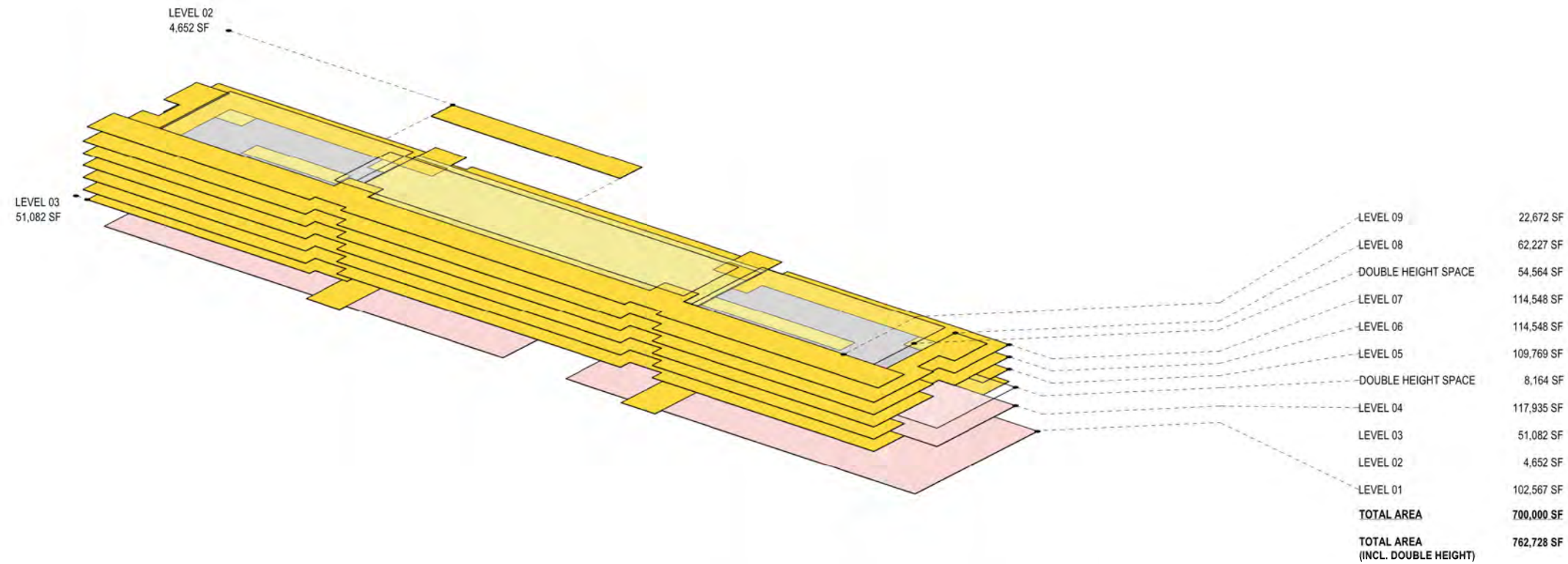


AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES

BLOCK 3	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	143,883 SF			143,883 SF			143,883 SF		143,883 SF
LEVEL 14	40,630 SF	6,983 SF		47,613 SF			47,613 SF		47,613 SF
LEVEL 13	60,673 SF			60,673 SF			60,673 SF		60,673 SF
LEVEL 12	35,493 SF			35,493 SF			35,493 SF		35,493 SF
LEVEL 11									
LEVEL 10									
LEVEL 09	28,058 SF			28,058 SF			28,058 SF		28,058 SF
LEVEL 08	67,171 SF	52,896 SF		120,067 SF			120,067 SF		120,067 SF
LEVEL 07	71,415 SF	19,684 SF	53,280 SF	144,379 SF			144,379 SF	64,804 SF	209,183 SF
LEVEL 06	67,171 SF	11,210 SF	62,018 SF	140,399 SF			140,399 SF		140,399 SF
LEVEL 05	67,171 SF	10,691 SF	62,537 SF	140,399 SF			140,399 SF		140,399 SF
LEVEL 04	67,171 SF	10,691 SF	62,537 SF	140,399 SF			140,399 SF		140,399 SF
LEVEL 03	62,926 SF	10,691 SF	62,537 SF	136,154 SF			136,154 SF		136,154 SF
LEVEL 02	41,673 SF	8,908 SF	59,712 SF	110,293 SF			110,293 SF		110,293 SF
LEVEL 01	49,428 SF	12,789 SF	55,535 SF	117,752 SF		14,438 SF	132,190 SF		132,190 SF
<b>TOTAL BLOCK AREA</b>	<b>802,863 SF</b>	<b>144,543 SF</b>	<b>418,156 SF</b>	<b>1,365,562 SF</b>		<b>14,438 SF</b>	<b>1,380,000 SF</b>	<b>64,804 SF</b>	<b>1,444,804 SF</b>

NOTE: \* UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 4**



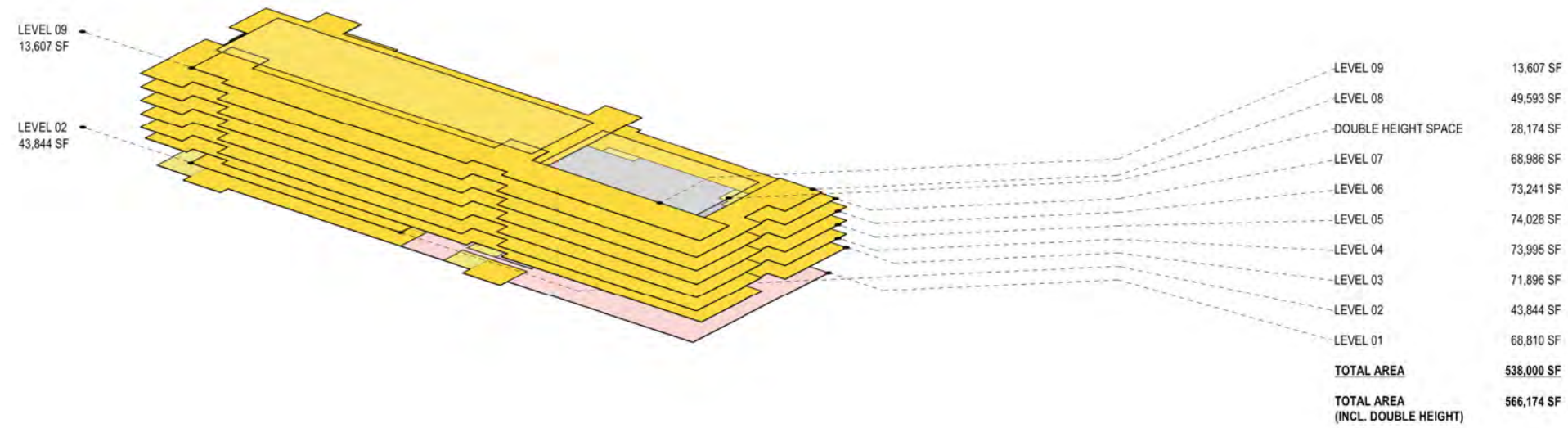
AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES

BLOCK 4	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09	22,672 SF			22,672 SF					22,672 SF
LEVEL 08	32,696 SF	29,531 SF		62,227 SF					62,227 SF
LEVEL 07	54,575 SF	12,721 SF	47,252 SF	114,548 SF			54,564 SF	169,112 SF	
LEVEL 06	54,575 SF	4,322 SF	55,651 SF	114,548 SF				114,548 SF	
LEVEL 05	52,106 SF	3,435 SF	54,228 SF	109,769 SF				109,769 SF	
LEVEL 04	52,106 SF	2,926 SF	54,739 SF	109,771 SF		8,164 SF	8,164 SF	126,099 SF	
LEVEL 03	21,971 SF	1,766 SF	27,345 SF	51,082 SF				51,082 SF	
LEVEL 02	4,652 SF			4,652 SF				4,652 SF	
LEVEL 01	9,579 SF	19,807 SF	15,198 SF	44,584 SF		57,983 SF		102,567 SF	
<b>TOTAL BLOCK AREA</b>	<b>304,932 SF</b>	<b>74,508 SF</b>	<b>254,413 SF</b>	<b>633,853 SF</b>		<b>66,147 SF</b>	<b>62,728 SF</b>	<b>762,728 SF</b>	

NOTE\*: UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 5**

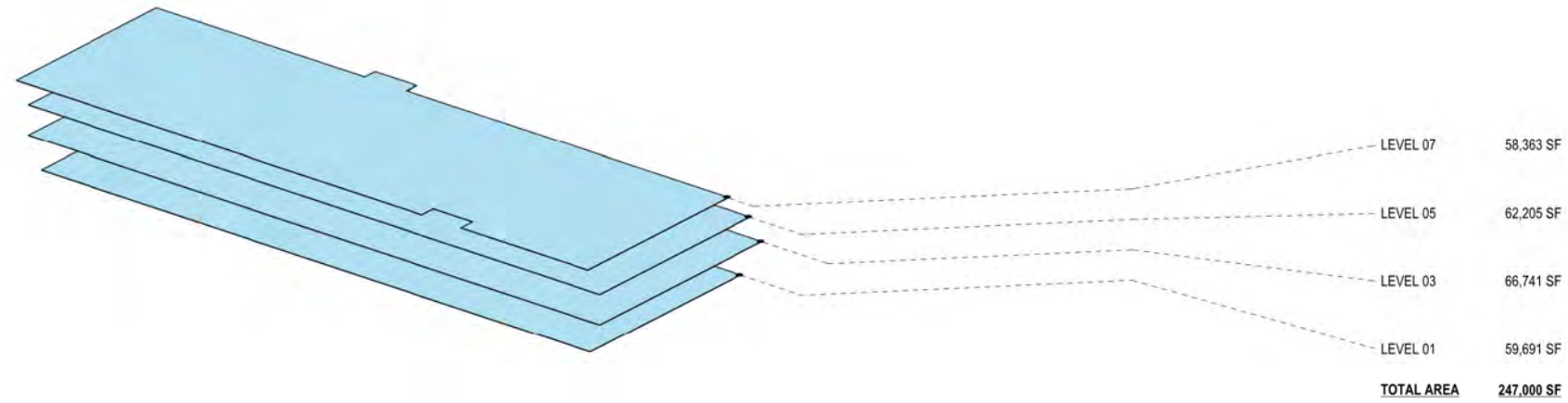


BLOCK 5	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES	
	UNIT AREA*	AMENITY AREA	PARKING AREA					DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09	13,607 SF			13,607 SF			13,607 SF		13,607 SF
LEVEL 08	24,979 SF	24,614 SF		49,593 SF			49,593 SF		49,593 SF
LEVEL 07	36,747 SF	3,776 SF	28,463 SF	68,986 SF			68,986 SF	28,174 SF	97,160 SF
LEVEL 06	37,259 SF	3,076 SF	32,906 SF	73,241 SF			73,241 SF		73,241 SF
LEVEL 05	36,792 SF	4,377 SF	32,859 SF	74,028 SF			74,028 SF		74,028 SF
LEVEL 04	35,483 SF	5,662 SF	32,850 SF	73,995 SF			73,995 SF		73,995 SF
LEVEL 03	33,384 SF	5,662 SF	32,850 SF	71,896 SF			71,896 SF		71,896 SF
LEVEL 02	13,745 SF	3,257 SF	26,842 SF	43,844 SF			43,844 SF		43,844 SF
LEVEL 01	16,233 SF	8,448 SF	28,142 SF	52,823 SF		15,987 SF	68,810 SF		68,810 SF
<b>TOTAL BLOCK AREA</b>	<b>248,229 SF</b>	<b>58,872 SF</b>	<b>214,912 SF</b>	<b>522,013 SF</b>		<b>15,987 SF</b>	<b>538,000 SF</b>	<b>28,174 SF</b>	<b>566,174 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 6**

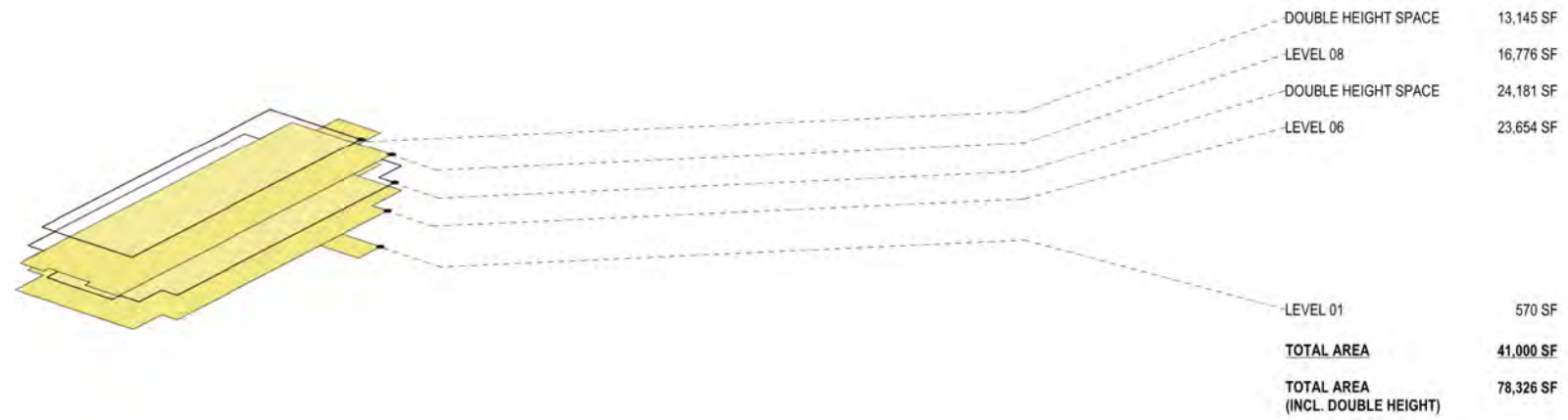


AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES

BLOCK 6	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					58,363 SF		58,363 SF		
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					62,205 SF		62,205 SF		
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					66,741 SF		66,741 SF		
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					59,691 SF		59,691 SF		
<b>TOTAL BLOCK AREA</b>					<b>247,000 SF</b>		<b>247,000 SF</b>		

NOTE\*: UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

# BRIDGE OVER WOLFE

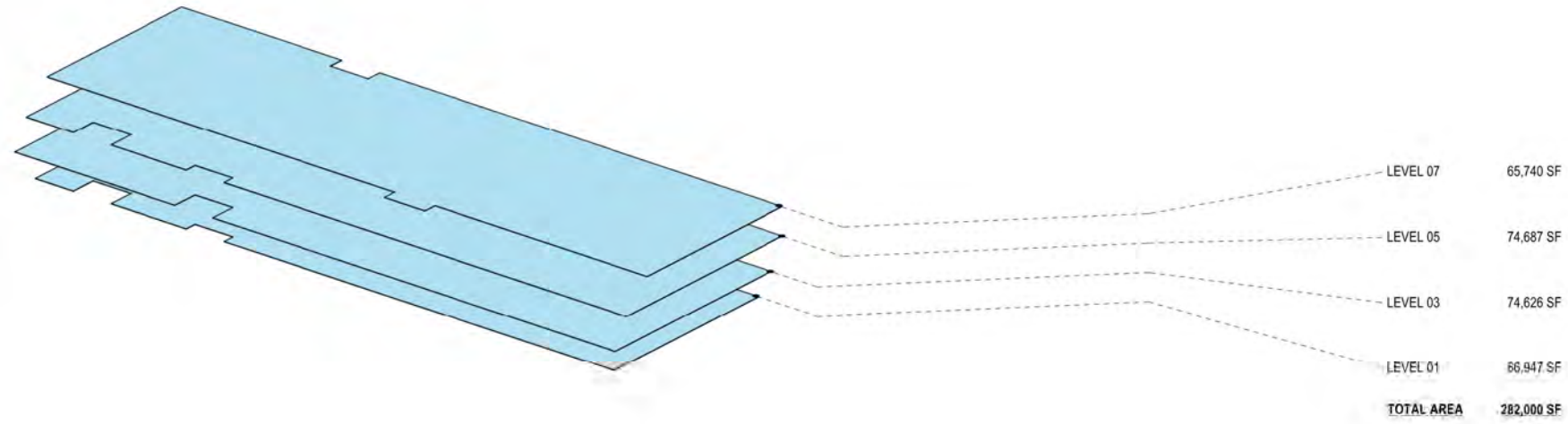


AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BRIDGE	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08		16,776 SF		16,776 SF			16,776 SF	13,145 SF	29,921 SF
LEVEL 07									
LEVEL 06		23,654 SF		23,654 SF			23,654 SF	24,181 SF	47,835 SF
LEVEL 05									
LEVEL 04									
LEVEL 03									
LEVEL 02									
LEVEL 01		570 SF		570 SF			570 SF		570 SF
<b>TOTAL BLOCK AREA</b>		41,000 SF		41,000 SF			41,000 SF	37,326 SF	78,326 SF

NOTE\*: UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 7**



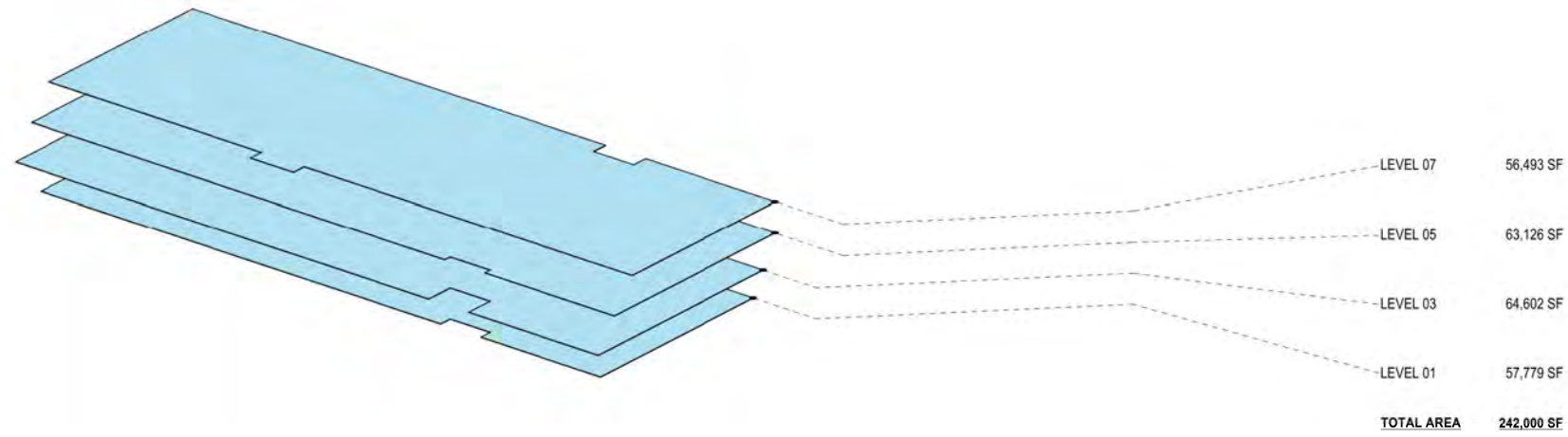
AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES

BLOCK 7	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					65,740 SF		65,740 SF		
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					74,687 SF		74,687 SF		
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					74,626 SF		74,626 SF		
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					66,947 SF		66,947 SF		
<b>TOTAL BLOCK AREA</b>					<b>282,000 SF</b>		<b>282,000 SF</b>		

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 8**

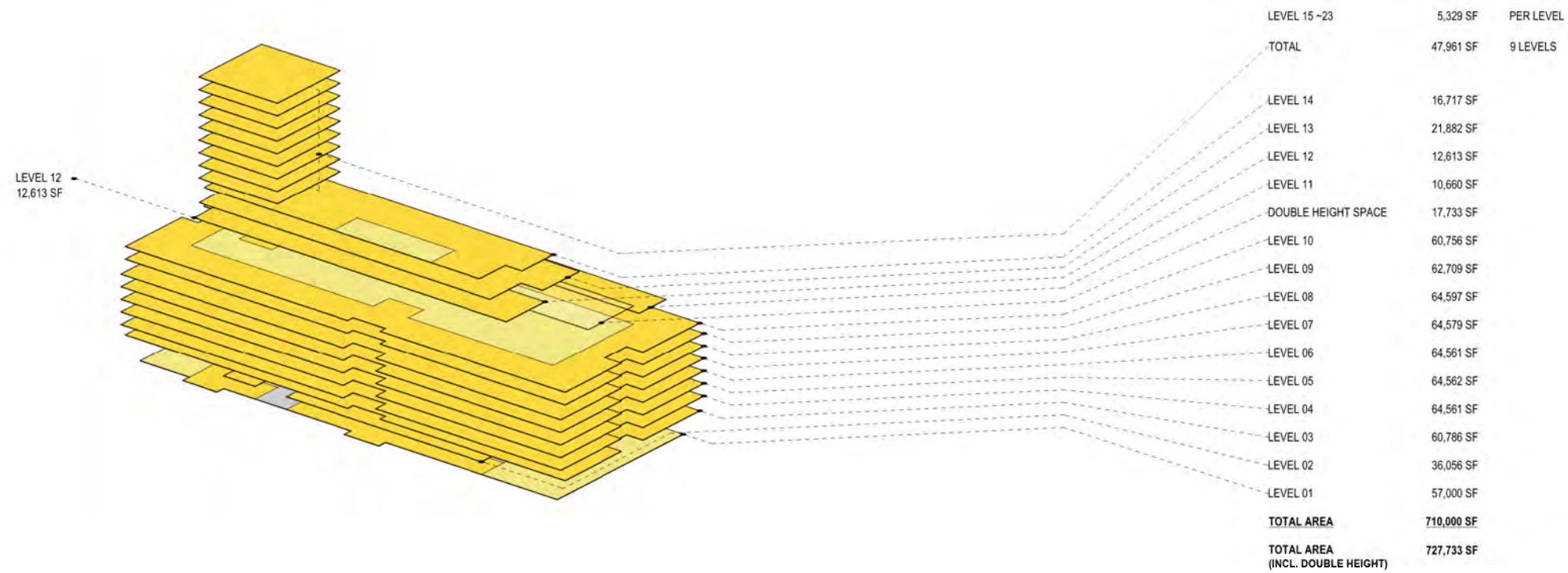


**AREA CALCULATION WITH  
DOUBLE COUNTING EXTRA SPACES**

BLOCK 8	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14									
LEVEL 13									
LEVEL 12									
LEVEL 11									
LEVEL 10									
LEVEL 09									
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					56,493 SF		56,493 SF		
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					63,126 SF		63,126 SF		
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					64,602 SF		64,602 SF		
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					57,779 SF		57,779 SF		
<b>TOTAL BLOCK AREA</b>					<b>242,000 SF</b>		<b>242,000 SF</b>		

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 9**

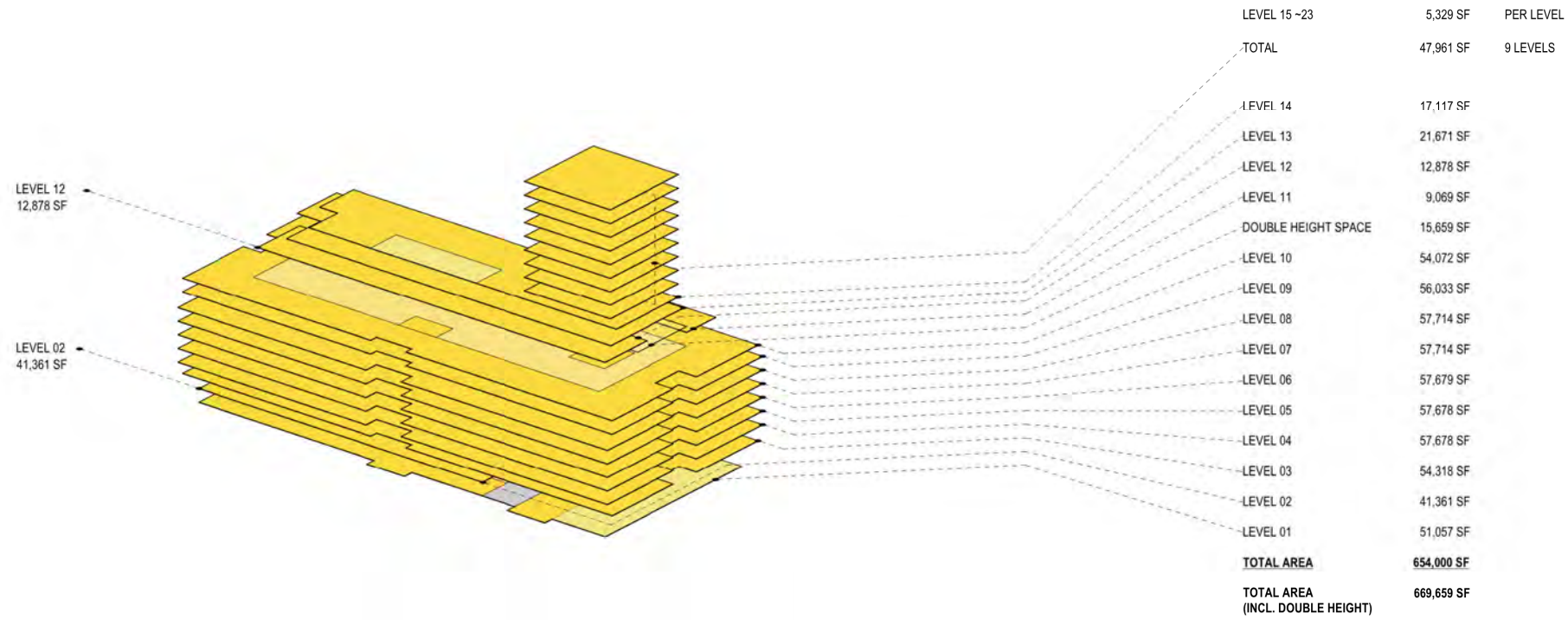


BLOCK 9	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES	
	UNIT AREA*	AMENITY AREA	PARKING AREA					DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	47,961 SF			47,961 SF			47,961 SF		47,961 SF
LEVEL 14	14,242 SF	2,475 SF		16,717 SF			16,717 SF		16,717 SF
LEVEL 13	21,882 SF			21,882 SF			21,882 SF		21,882 SF
LEVEL 12	12,613 SF			12,613 SF			12,613 SF		12,613 SF
LEVEL 11	10,660 SF			10,660 SF			10,660 SF		10,660 SF
LEVEL 10	31,436 SF	29,320 SF		60,756 SF			60,756 SF	17,733 SF	78,489 SF
LEVEL 09	33,323 SF	7,047 SF	22,339 SF	62,709 SF			62,709 SF		62,709 SF
LEVEL 08	35,211 SF	7,047 SF	22,339 SF	64,597 SF			64,597 SF		64,597 SF
LEVEL 07	35,211 SF	6,507 SF	22,861 SF	64,579 SF			64,579 SF		64,579 SF
LEVEL 06	35,211 SF	3,825 SF	25,525 SF	64,561 SF			64,561 SF		64,561 SF
LEVEL 05	35,211 SF	3,825 SF	25,526 SF	64,562 SF			64,562 SF		64,562 SF
LEVEL 04	35,211 SF	3,825 SF	25,525 SF	64,561 SF			64,561 SF		64,561 SF
LEVEL 03	31,436 SF	2,889 SF	26,461 SF	60,786 SF			60,786 SF		60,786 SF
LEVEL 02	12,842 SF	1,602 SF	21,612 SF	36,056 SF			36,056 SF		36,056 SF
LEVEL 01	17,074 SF	22,261 SF	17,665 SF	57,000 SF			57,000 SF		57,000 SF
<b>TOTAL BLOCK AREA</b>	<b>409,524 SF</b>	<b>90,623 SF</b>	<b>209,853 SF</b>	<b>710,000 SF</b>			<b>710,000 SF</b>	<b>17,733 SF</b>	<b>727,733 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.



**BLOCK 10**

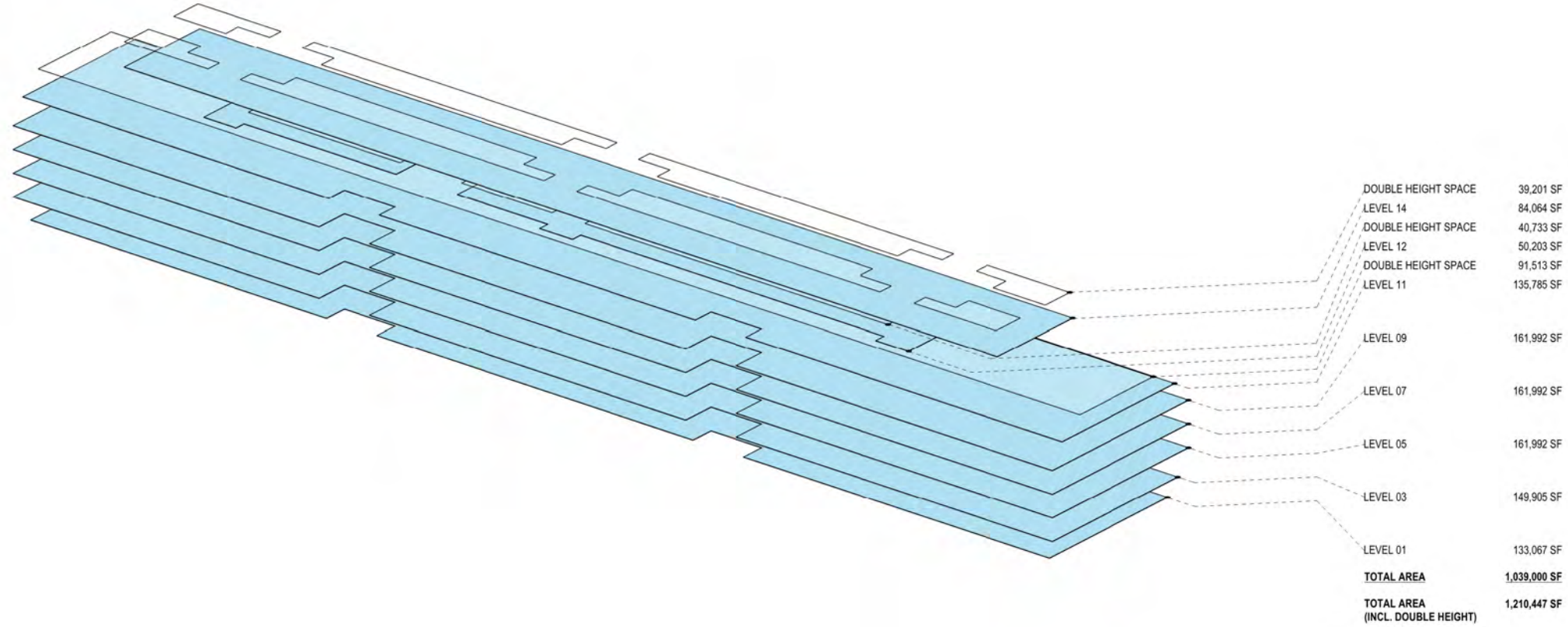


AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 10	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)	47,961 SF			47,961 SF			47,961 SF		47,961 SF
LEVEL 14	14,653 SF	2,464 SF		17,117 SF			17,117 SF		17,117 SF
LEVEL 13	21,671 SF			21,671 SF			21,671 SF		21,671 SF
LEVEL 12	12,878 SF			12,878 SF			12,878 SF		12,878 SF
LEVEL 11	9,069 SF			9,069 SF			9,069 SF		9,069 SF
LEVEL 10	28,828 SF	25,244 SF		54,072 SF			54,072 SF	15,659 SF	69,731 SF
LEVEL 09	30,507 SF	6,819 SF	18,707 SF	56,033 SF			56,033 SF		56,033 SF
LEVEL 08	32,188 SF	6,819 SF	18,707 SF	57,714 SF			57,714 SF		57,714 SF
LEVEL 07	32,188 SF	6,819 SF	18,707 SF	57,714 SF			57,714 SF		57,714 SF
LEVEL 06	32,188 SF	5,179 SF	20,312 SF	57,679 SF			57,679 SF		57,679 SF
LEVEL 05	32,188 SF	4,140 SF	21,350 SF	57,678 SF			57,678 SF		57,678 SF
LEVEL 04	32,188 SF	4,140 SF	21,350 SF	57,678 SF			57,678 SF		57,678 SF
LEVEL 03	28,828 SF	4,140 SF	21,350 SF	54,318 SF			54,318 SF		54,318 SF
LEVEL 02	18,039 SF	3,289 SF	20,033 SF	41,361 SF			41,361 SF		41,361 SF
LEVEL 01	20,534 SF	11,138 SF	19,385 SF	51,057 SF			51,057 SF		51,057 SF
<b>TOTAL BLOCK AREA</b>	<b>393,908 SF</b>	<b>80,191 SF</b>	<b>179,901 SF</b>	<b>654,000 SF</b>			<b>654,000 SF</b>	<b>15,659 SF</b>	<b>669,659 SF</b>

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**BLOCK 11**



DOUBLE HEIGHT SPACE	39,201 SF
LEVEL 14	84,064 SF
DOUBLE HEIGHT SPACE	40,733 SF
LEVEL 12	50,203 SF
DOUBLE HEIGHT SPACE	91,513 SF
LEVEL 11	135,785 SF
LEVEL 09	161,992 SF
LEVEL 07	161,992 SF
LEVEL 05	161,992 SF
LEVEL 03	149,905 SF
LEVEL 01	133,067 SF
<b>TOTAL AREA</b>	<b>1,039,000 SF</b>
<b>TOTAL AREA (INCL. DOUBLE HEIGHT)</b>	<b>1,210,447 SF</b>

AREA CALCULATION WITH DOUBLE COUNTING EXTRA SPACES

BLOCK 11	RESIDENTIAL			TOTAL RESIDENTIAL AREA	TOTAL OFFICE AREA	TOTAL RETAIL AREA	TOTAL FLOOR AREA	DOUBLE HEIGHT SPACES AREA CALCULATION	TOTAL FLOOR AREA (INCL. DOUBLE HEIGHT SPACES AREA)
	UNIT AREA*	AMENITY AREA	PARKING AREA						
LEVEL 15 TO 23 (TOTAL 9 FLOORS)									
LEVEL 14 (EIGHTH FLOOR)					84,064 SF		84,064 SF	39,201 SF	123,265 SF
LEVEL 13									
LEVEL 12 (SEVENTH FLOOR)					50,203 SF		50,203 SF	40,733 SF	90,936 SF
LEVEL 11 (SIXTH FLOOR)					135,785 SF		135,785 SF	91,513 SF	227,298 SF
LEVEL 10									
LEVEL 09 (FIFTH FLOOR)					161,992 SF		161,992 SF		161,992 SF
LEVEL 08									
LEVEL 07 (FOURTH FLOOR)					161,992 SF		161,992 SF		161,992 SF
LEVEL 06									
LEVEL 05 (THIRD FLOOR)					161,992 SF		161,992 SF		161,992 SF
LEVEL 04									
LEVEL 03 (SECOND FLOOR)					149,905 SF		149,905 SF		149,905 SF
LEVEL 02									
LEVEL 01 (FIRST FLOOR)					133,067 SF		133,067 SF		133,067 SF
<b>TOTAL BLOCK AREA</b>					1,039,000 SF		1,039,000 SF	171,447 SF	1,210,447 SF

NOTE\* : UNIT AREA INCLUDES UNITS, CORES, CORRIDORS & LOBBIES.

**Exhibit B: Analysis of Cost Reductions  
Associated with Reduced Retail**

**Exhibit B: Analysis of Cost Reductions  
Associated with Reduced Retail**





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**To:** Valco Property Owner, LLC  
**Attn:** Reed Moulds, Managing Director  
**From:** The Concord Group  
**Date:** June 1<sup>st</sup>, 2018  
**Re:** Analysis of Cost Reductions Associated with Reduced Retail in Valco Town Center Project

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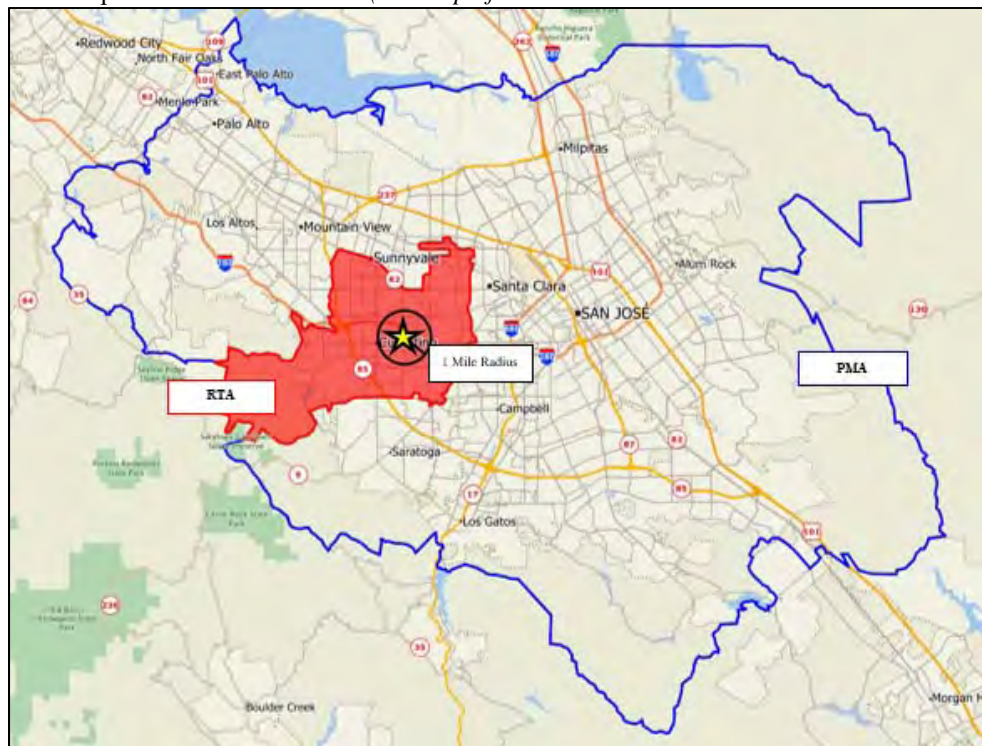
Valco Property Owner, LLC (“VPO”) is pursuing the redevelopment of the Valco Shopping Center in Cupertino, California (the “Site”) and on March 27<sup>th</sup> of this year submitted a mixed-use project known as “Valco Town Center”. As part of that application, VPO has requested a “concession” under the State Density Bonus Law to allow the project to include 400,000 square feet of retail, rather than the normally required amount of 600,000 square feet. In order to qualify under the law, a concession must result in identifiable and actual cost reductions. The purposes of this report is to document the cost reductions that will be achieved by building 400,000 square feet of retail instead of 600,000 square feet. Our analysis was focused on:

1. Identifying the ideal, market-driven scale of retail development on the site, and;
2. Comparing key metrics regarding costs, feasibility and market risks/opportunities of the 400,000 square feet of retail included in the Valco Town Center plan versus the 600,000 square feet of retail specified in the General Plan for the Site.

The following memorandum and technical appendix exhibits attached outline The Concord Group’s (“TCG”) findings and conclusions:

**Market Feasibility Analysis, Depth of Demand and the Changing Nature of Retail**

- *Market Areas:* For all retail product, the Retail Trade Area (“RTA”), represents the geographic source of competitive supply. For the subject property, the RTA is defined as zip codes effectively covering the City of Cupertino, parts of Sunnyvale and parts of Santa Clara. While market activity in the Primary Market Area (“PMA”), especially at key retail centers such as Westfield’s Valley Fair and Stanford Shopping Center, will influence retail demand at the Site, future potential retail tenants at the Site can expect to compete directly with other retail product within the RTA. (See map of the RTA and PMA below and in Exhibits 1 and 2)





- **Retail Market Performance:** The RTA is currently home to 223,280 people, 12MM square feet of retail space, and more than \$4 Billion of annual retail sales.
  - With ongoing strong job growth in the region, the RTA is expected to add more than 2,000 people each year through 2023
  - As a high-affluence area proximate to the cities of San Francisco and San Jose and their dynamic retail offerings, the RTA currently sees leakage of retail expenditures. Although \$6B of retail spending is done by households within the RTA, only \$4B is spent in the area. The largest leakage comes from large-format big-box or ecommerce sales categories that have been concentrated and pushed out of the RTA given the reorganization of consumer behaviors and preferences over the past several decades.
  - The RTA has seen *net* absorption of only 76,000 square feet over the past year and *negative net* absorption for seven out of the past ten years, again a symptom of retail reorganization, consolidation and ecommerce impacting the landscape.
  - At current, vacancies in the RTA sit at 12.5%, significantly higher than the 4.3% across the PMA as a whole.
  - Retail rents have grown slowly over the past decade, hitting increases of 2.1% per year.
  - See Exhibits 2 & 3 for more detail.
- **Changing Nature of Retail:** Ecommerce has created seismic shift in the retail industry. According to the Census Bureau and the US Department of Commerce, the share of all retail spending conducted online has grown from 4.1% in 2010 to 10.0% this year with further growth to 17.1% projected through 2023. In real terms, this represents a cumulative *drop* of retail space demanded by the marketplace as sales (and resulting inventories, fulfillment, etc.) move increasingly online.
  - ***Despite a growing population, the impact of this further ecommerce growth will mean a negative demand of 390,000 square feet of retail through 2023. See Exhibit 4 for more detail.***
  - Ecommerce, consolidation and eroding demand for traditional malls, shopping centers and key tenants have impacted a wide variety of retail spending categories. The result is a small list of *protected* retail spending classes/categories that offer experiential, immediate or entertainment opportunities suitable for inclusion in a 21<sup>st</sup> century retail project, most notably Food and Beverage, Health/Personal Care/Wellness/Fitness. Interestingly, these – and related – categories make up 72% of all retail spending in the region. ***These categories constitute the Site’s true target retail tenant types and shall be referred to in this report as “Key Categories”; project sizing decisions should ultimately be made based on the extent of demand from the Key Categories.***
- **Developer Reactions, Mixed Use Communities and Real World Examples:** As the built environment adjusts to the new retail reality, developers are reacting to stay ahead of the trends and build for the new world. There are clear examples in the SF Bay Area alone.
  - Not far from the Site, a large developer is pursuing the development of a large mixed use master planned community. Originally contemplating 1.1MM square feet of retail anchored by high-end department stores amongst significant office, hotel and residential space, the developer is currently reworking the retail plan to focus on Food and Beverage/Entertainment Uses and reducing the overall retail footprint by as much as 20%.
  - Macerich has recently exited the JV Agreement on Candlestick Point redevelopment. Originally planned for 635,000 square feet of large format retail, in a JV between Fivepoint and Macerich, the mall development will no longer move forward due to concerns about the macro-economic retail environment.
  - See Exhibit 5 for more detail.
- **Retail Demand Forecast:** TCG has conducted a demand/opportunity analysis for new retail in the RTA over the next 5 years, a reasonable time frame for the buildout of 100% of the retail component of the Vallco Town Center project. Demand is made up of two component parts:
  - “Clawback” of retail spending categories currently leaking to other jurisdictions given lack of contemporary product, key tenants, or 24-hour environments.
    - This analysis yields a cumulative demand for 309,000 square feet over the next five years, of which 203,000 square feet is in the Key Categories.
    - See Exhibit 8, Page 1
  - Demand resulting from new household and population growth. New people bring new spending and demand for new retail space.

- This analysis yields a cumulative demand for 320,000 square feet of retail through 2022 and 208,000 square feet in the Key Categories.
  - See Exhibit 8, Page 2
- *All told, TCG forecasts the total demand throughout the entire RTA for the next 5 years to be 629,000 square feet of all retail types and 411,000 square feet in Key Categories.*
- *Retail Demand Capture:* Given the narrowing of likely tenant types and the surge in online spending, on the tenant side competition is and will continue to be fierce for sales in the Key Categories. Furthermore, on the landlord side, the Site will be competing with other retail developments in the RTA for this total retail and Key Category forecasted demand. Given all of this – and the real pipeline that will compete for customers across the region using similar concepts and anchors – *it is unreasonable to assume the subject property could capture 95-100% of the 629,000 square feet net new demand in the RTA for each of the next 5 years.*
- *Recommended Retail Footprint: TCG believes it is appropriate to assume the Site will capture between 60% and 65% of the total retail demand in the RTA over the next 5 years. Given the above factors, TCG believes the Site can absorb ±400,000 square feet of retail (approximately 63% total forecasted retail demand) during its development period and recommends no more than 400,000 square feet as the project’s retail footprint.*

**Cost Reduction, 400,000 sq. ft. vs. 600,000 sq. ft.**

- In simple terms, building less retail space in the project would significantly reduce the project’s overall costs. Construction costs for retail components within dense mixed-use residential/office over retail projects with parking currently reach upwards of \$800 per square foot *excluding land* (as recently attested to by the City of Cupertino’s economic consultant, Economic & Planning Systems, Inc.).
  - *Using a conservative \$770 per gross square foot cost, a reduction of 200,000 square feet of retail would generate a primary cost reduction of \$154,000,000.*
- However, because a 600,000 square foot retail project would exceed the projected retail demand for the Site, adjustments must be made to economic assumptions for the difficult-to-lease 200,000 retail square feet surplus. VPO would in this case have two options:
  - (1) Allow the surplus 200,000 square feet of retail to remain vacant beyond the initial 5-year development period, either until a tenant is procured or, potentially, permanently. Both scenarios would result in extraordinarily high carry costs and/or operating losses for the Project;
  - (2) Incentivize lease-up of the surplus 200,000 retail square feet (in order to avoid the significant down-time described above) by agreeing to:
    - Fund above-market cash contributions toward a tenant’s improvement of the space
    - Deliver retail spaces in “turn-key” condition, relieving the tenant from having to pay for such improvements, which are typically tenant costs
    - Pay extraordinarily large leasing commissions to brokers who procure retail tenants
    - Discount the project’s rental rates beneath typical market rates in order to attract tenants

*Both options (1) and (2) to contend with the surplus 200,000 square feet of retail would result in (i) extraordinarily high “carry” costs and operating losses and (ii) extraordinarily high lease transaction and construction costs.*

*Assuming the typical soft cost per square foot of the retail component in a typical mixed-use project is approximately \$150, TCG estimates the soft costs for the incremental 200,000 square feet of surplus retail would be at least double the typical cost, or \$300 per square foot, and that such incremental costs would be 100% unrecoverable, which is to say they will not be recovered nor will they generate any return on investment, a pure loss. As such, the 400,000 square feet retail project will result in an incremental cost reduction of approximately \$60,000,000 in soft costs.*

**Without the incremental \$60,000,000 reduction in soft costs directly resulting from the reduction in retail area from 600,000 to 400,000 square feet, the Vallico Town Center project would be infeasible.**

\* \* \* \*

This assignment was completed by Chase Eskel and Taylor Henry under the direction of Tim Cornwell. We have enjoyed working with you on this assignment and look forward to our continued involvement with your team. If you have any questions, please do not hesitate to call.



## LIST OF EXHIBITS

### RETAIL OPPORTUNITY ANALYSIS

1. Retail Regional Location
2. Retail Submarket Performance
3. Retail Macroeconomic Trends
4. Changing Nature of Retail Space
5. Changing and Retooling of Space
6. Consumer Spending Capacity
7. Retail Opportunity Gaps
8. Retail Demand
9. Selected Competitive Retail Inventory Space

EXHIBIT I-1

REGIONAL LOCATION AND SUBMARKET DELINEATION  
RETAIL TRADE AREA  
JUNE 2018

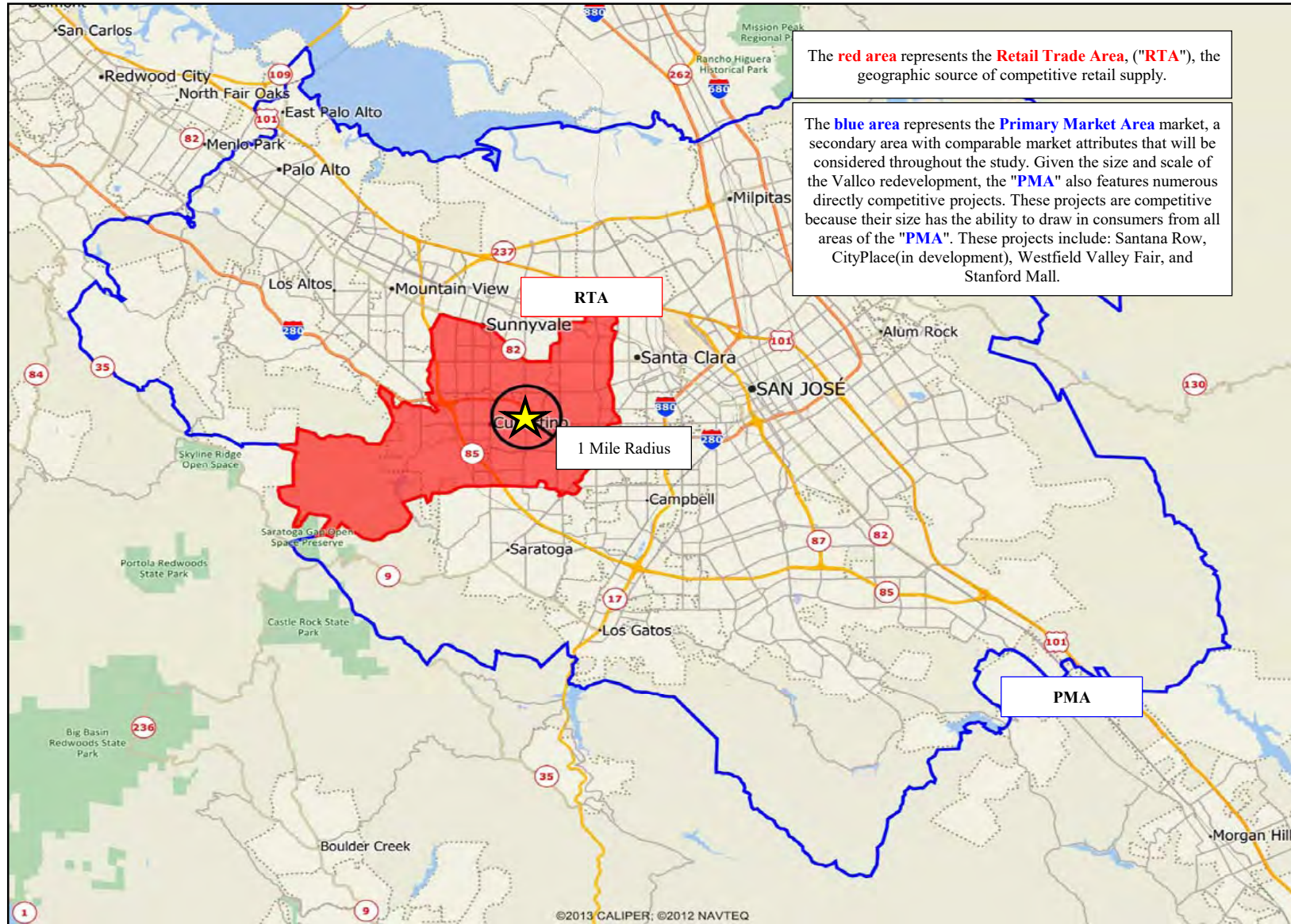




EXHIBIT I-1

REGIONAL LOCATION AND SUBMARKET DELINEATION  
RETAIL TRADE AREA  
JUNE 2018

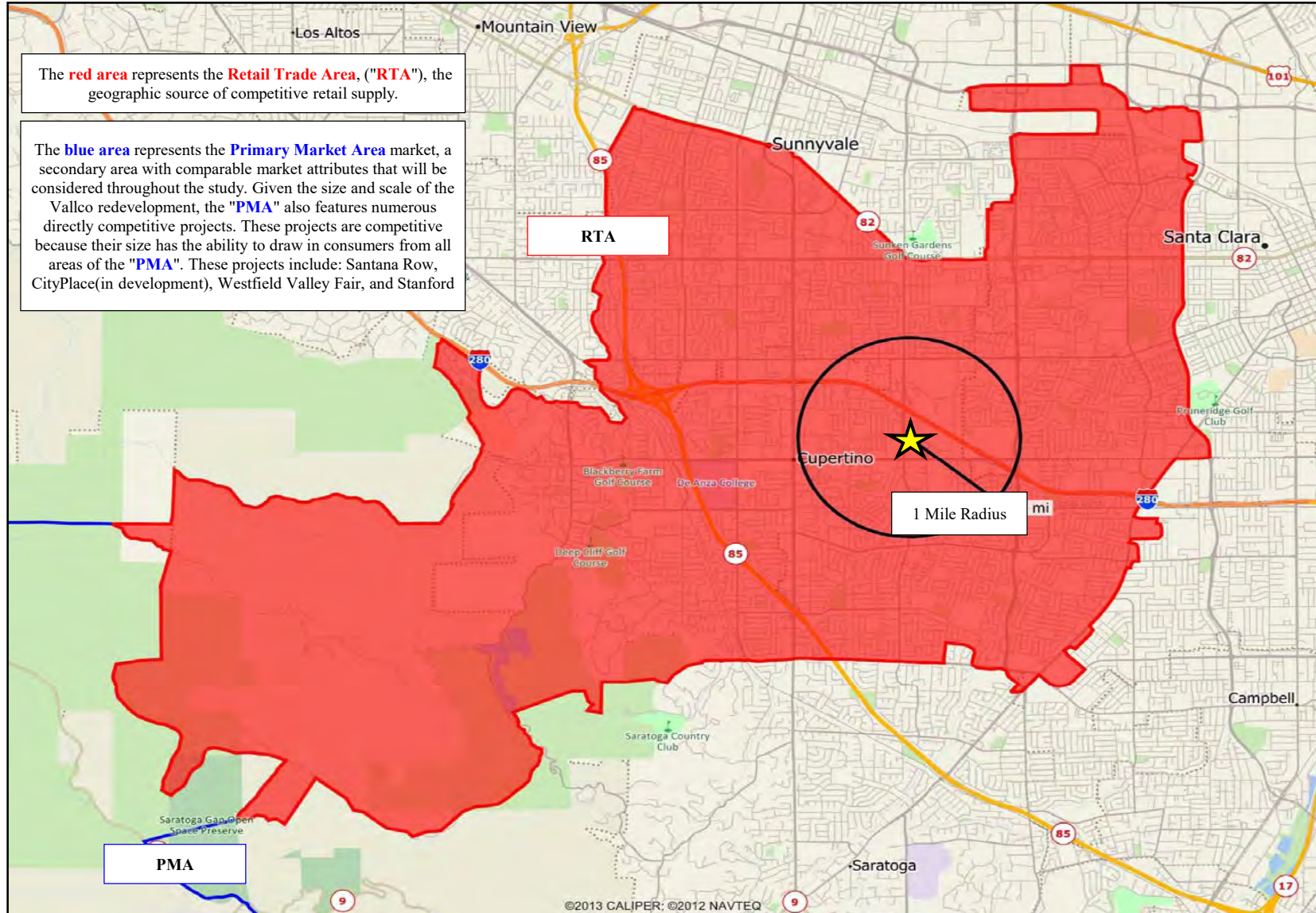


EXHIBIT I-2

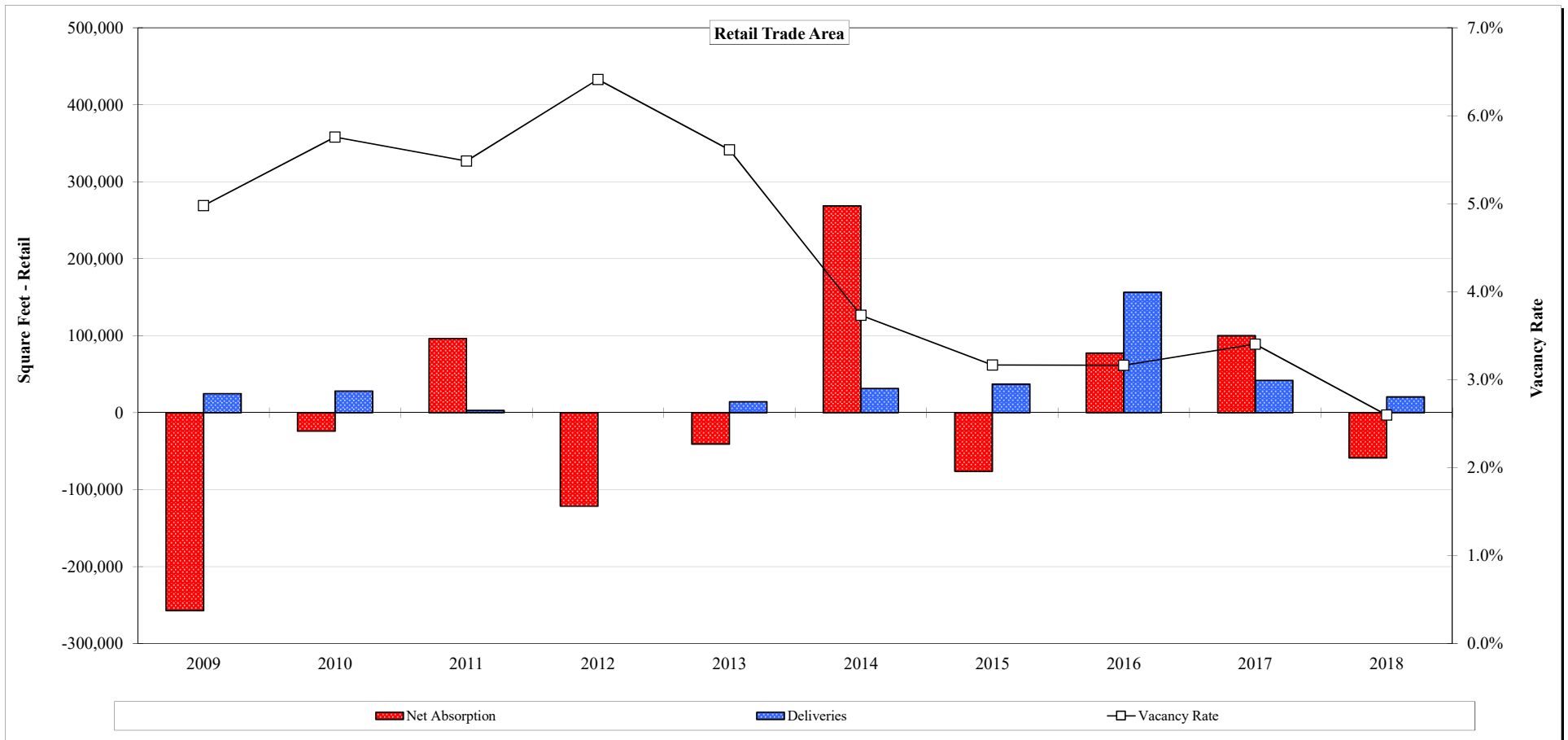
RETAIL SUBMARKET PERFORMANCE  
PRIMARY MARKET AREA  
JUNE 2018

Geography	1-Mile	Retail Trade Area	PMA
<b>General Information</b>			
Population ('18)	24,058	223,280	1,855,647
Households ('18)	8,468	80,765	634,221
% PMA	1.3%	12.7%	100.0%
Ann. Growth (#, '18-'23)	99	745	6,556
% PMA	1.5%	11.4%	100.0%
Over \$100K HH Growth	150	1,264	10,189
Under \$100K HH Growth	(51)	(518)	(3,633)
Ann. Growth (% , '18-'23)	1.1%	0.9%	1.0%
Household Size ('18)	2.84	2.76	2.93
<b>Consumer Spending Patterns ('18)</b>			
Consumer Expenditures (\$000)	\$662,491	\$6,025,190	\$42,440,532
Per Capita	\$27,537	\$26,985	\$22,871
Retail Sales (\$000)	\$494,451	\$4,019,980	\$54,221,288
Per Occupied Square Foot	\$508	\$379	\$783
Spending Inflow/ (Leakage)	(\$168,041)	(\$2,005,210)	\$11,780,756
<b>Retail Market Performance (1Q18)</b>			
Rentable Building Area (SF)	999,716	10,893,935	72,082,254
Annual Deliveries (SF)			
Last Four Quarters	0	38,500	752,461
Five-Year Average	32,689	60,344	587,743
Ten-Year Average	19,300	39,001	496,645
Annual Net Absorption (SF)			
Last Four Quarters	29,573	71,123	924,290
Five-Year Average	32,558	55,876	398,829
Ten-Year Average	15,430	(10,954)	81,054
Vacancy Rate (Available Vacant SF)	2.59%	2.60%	3.88%
Vacant Stock (SF)	25,881	283,154	2,798,262
Asking Rent (NNN)	\$49.10	\$36.18	\$35.28
Rent Growth			
Last Four Quarters	(25.5%)	2.0%	7.2%
Five-Year Average	6.2%	2.8%	4.3%
Ten-Year Average	1.9%	2.1%	1.2%

Source: Claritas; US Census; CoStar

**EXHIBIT 3**  
**RETAIL INVENTORY PERFORMANCE**  
**RETAIL TRADE AREA**  
**2009 THROUGH Q8 2018**

<b>Market Factor</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>
<i>Retail Trade Area</i>										
Rental Building Area	10,723,524	10,738,209	10,753,115	10,750,817	10,746,647	10,767,143	10,794,613	10,839,771	10,865,685	10,893,935
Net Absorption	(257,050)	(24,076)	96,161	(121,549)	(40,808)	268,632	(76,150)	77,427	100,092	(58,662)
Deliveries	24,693	28,203	2,855	0	14,200	31,532	37,090	156,398	42,000	20,500
Total Vacancy Rate	5.0%	5.8%	5.5%	6.4%	5.6%	3.7%	3.2%	3.2%	3.4%	2.60%
Vacant SF	534,131	618,431	589,963	689,545	603,137	401,821	342,023	343,045	369,901	283,154



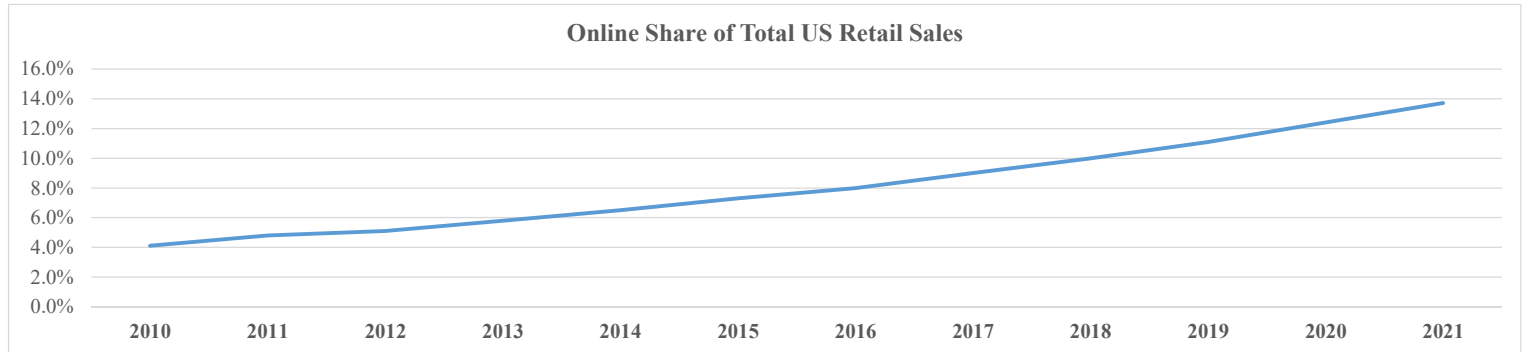
Source: CoStar

EXHIBIT 4

CHANGING NATURE OF RETAIL AND IMPACT ON LOCAL RETAIL NEED  
 RETAIL TRADE AREA  
 2010 THROUGH 2021

I. Online Share of Total Retail Spending

Year	Share	Growth
2010	4.1%	
2011	4.8%	17.1%
2012	5.1%	6.2%
2013	5.8%	13.7%
2014	6.5%	12.1%
2015	7.3%	12.3%
2016	8.0%	9.6%
2017	9.0%	12.5%
2018	10.0%	11.1%
2019	11.1%	11.0%
2020	12.4%	11.7%
2021	13.7%	10.5%
<b>Average YoY Growth</b>		<b>11.6%</b>



Source: US Census & US Dept of Commerce

II. Square Footage Impact of Annual Change

Assumptions and Inputs

New Population per Year	2,066
Trade Area Retail Spending per Person per Year	\$17,056
Total Retail Spending by Trade Area Consumers	\$3,808,209,492
Total Retail Space in Trade Area	12,172,957
Retail Spending per Square Foot	\$312.84

Sources

Nielsen/Claritas/US Census
Nielsen/Claritas/US Census
Nielsen/Claritas/US Census
Costar
Calculated

	2019	2020	2021	2022	2023	5 Yr
Population Added	2,066	2,066	2,066	2,066	2,066	10,330
x Retail Spending per Capita	\$17,056	\$17,056	\$17,056	\$17,056	\$17,056	\$17,056
= Total Retail Spending Added	\$35,237,696	\$35,237,696	\$35,237,696	\$35,237,696	\$35,237,696	\$176,188,480
Total Retail Spending (\$MM)	\$3,843	\$3,879	\$3,914	\$3,949	\$3,984	\$19,570
Online Share of Retail Spending	11.1%	12.4%	13.7%	15.3%	17.1%	13.9%
Online Spending (\$MM)	\$427	\$481	\$536	\$604	\$680	\$2,728
Incremental Online Spending	\$45,801,689	\$54,334,288	\$55,250,468	\$67,696,345	\$76,188,877	\$299,271,666
<b>Resulting Brick &amp; Mortar Spending</b>	<b>(\$10,563,993)</b>	<b>(\$19,096,592)</b>	<b>(\$20,012,772)</b>	<b>(\$32,458,649)</b>	<b>(\$40,951,181)</b>	<b>(\$123,083,186)</b>
<b>Resulting SqFt Impact</b>	<b>(33,768)</b>	<b>(61,042)</b>	<b>(63,971)</b>	<b>(103,754)</b>	<b>(130,901)</b>	<b>(393,436)</b>



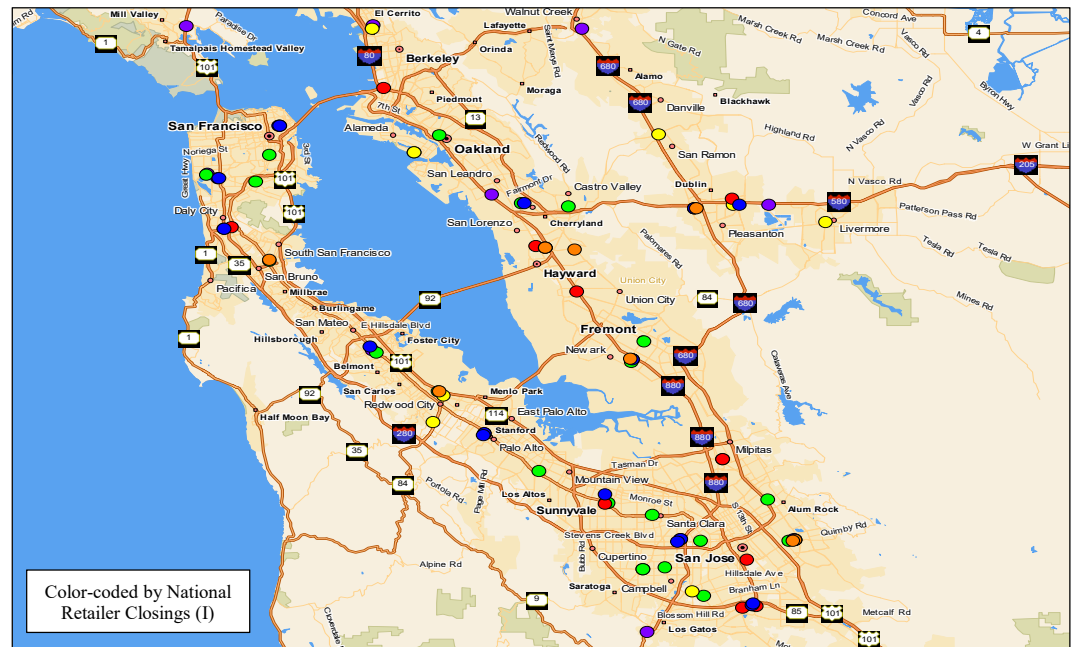
EXHIBIT 5

CLOSINGS AND RETOOLING OF RETAIL PLANS  
SAN FRANCISCO BAY AREA, CALIFORNIA  
JUNE 2018

I. Major Retail Anchor Closings

Retailers	National Closings		Total
	2017	2018	
▪ Radioshack	1470	--	1,470
▪ Toys'R'Us	--	735	735
▪ Payless	700	--	700
▪ Sears/Kmart	358	166	524
▪ Gymboree	330	102	432
▪ Macy's	100	11	111
▪ Walgreen's Rite Aid	--	600	600
▪ Ann Taylor/Dress Barn	70	500	570
▪ Rue21	400	--	400
▪ Gap Inc.	70	200	270
▪ The Limited	250	--	250
▪ Best Buy	250	--	250
▪ Mattress Firm	--	200	200
▪ J.C. Penney	138	--	138
	<b>4,136</b>	<b>2,514</b>	<b>6,650</b>

II. Map of Retailers at Risk



III. Changing Large Scale Development Plans

- Westfield Valley Fair Mall is currently undergoing a \$1.1 billion expansion project adding 685k sf to the existing 1.5M sf. The expansion is said to focus specifically on adding more F&B and on upscale distinct retailers that pull customers from a wider radius. Already underway, this project will draw in customers who otherwise wouldn't have traveled to the mall. This strategy targets consumers in our "Key Categories" which will compete directly with the Vallecito redevelopment.
- Lennar's Candlestick Point development has suspended development amid rising concerns in the retail market. Macerich and Lennar partnered on the development of a 635k sf mall in the master-planned community in San Francisco. Macerich is now leaving the mall joint venture over concerns of the retail market. Macerich has also been selling off some of their retail assets as the market has struggled, indicating macroeconomic weakness on large-scale retail formats.





**EXHIBIT 6**

**CONSUMER SPENDING CAPACITY  
RETAIL TRADE AREA  
JUNE 2018**

		<u>2018 Population</u>				
		PMA	1,855,647			
		Retail Trade Area	223,280			
		1-Mile Radius	24,058			
<u>Spending Category</u>	<u>Target Market</u>		<u>Consumer Spending Capacity</u>			
	<u>Radius</u>	<u>Pop.</u>	<u>Total</u>	<u>Per Cap.</u>	<u>Share</u>	
<b>GAFO (1)</b>						
Department Stores	Retail Trade Area	223,280	\$188,426,415	\$844	4.9%	
Furniture	Retail Trade Area	223,280	\$134,636,183	\$603	3.5%	
Sporting Goods/Hobby	Retail Trade Area	223,280	\$91,035,366	\$408	2.4%	
Books & Music	Retail Trade Area	223,280	\$21,204,309	\$95	0.6%	
Office Supplies, Gift Stores	Retail Trade Area	223,280	\$35,560,260	\$159	0.9%	
Electronics/Appliances	Retail Trade Area	223,280	\$120,290,505	\$539	3.2%	
Clothing & Accessories	Retail Trade Area	223,280	\$358,688,040	\$1,606	9.4%	
Other General Merchandise	Retail Trade Area	223,280	\$527,471,281	\$2,362	13.9%	
<b>GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$1,477,312,359</b>	<b>\$6,616</b>	<b>38.8%</b>	
<b>Non-GAFO</b>						
Eating & Drinking Places	Retail Trade Area	223,280	\$833,202,953	\$3,732	21.9%	
Misc. Stores	Retail Trade Area	223,280	\$92,887,134	\$416	2.4%	
Health & Personal Care	Retail Trade Area	223,280	\$302,092,003	\$1,353	7.9%	
Building/Garden Materials	Retail Trade Area	223,280	\$385,030,957	\$1,724	10.1%	
Food & Beverage	Retail Trade Area	223,280	\$717,684,086	\$3,214	18.8%	
<b>Non-GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,330,897,133</b>	<b>\$10,439</b>	<b>61.2%</b>	
<b>Total Excluding Vehicle/Gas/Non-Store Key Categories (New Format Retail)</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$3,808,209,492</b>	<b>\$17,056</b>	<b>100.0%</b>	
					<b>71.9%</b>	
<b>Motor Vehicle/Gas/Non-Store</b>						
Motor Vehicle	Retail Trade Area	223,280	\$1,117,864,280	\$5,007		
Gas Stations	Retail Trade Area	223,280	\$387,891,494	\$1,737		
Other Non-Store Retailers	Retail Trade Area	223,280	\$711,224,924	\$3,185		
<b>Motor Vehicle/Gas/Non-Store Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,216,980,698</b>	<b>\$9,929</b>		
<b>Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$6,025,190,190</b>	<b>\$26,985</b>		

Source: Claritas; TCG

(1) GAFO = General Merchandise, Apparel, Furniture, and Other

EXHIBIT 7

RETAIL OPPORTUNITY GAPS  
RETAIL TRADE AREA  
JUNE 2018

Spending Category	2018 Population		Consumer Spending			
	Target Market Radius	Pop.	Consumer Demand	Actual Sales	Retail Opportunity Gap	
					\$	%
PMA		1,855,647				
Retail Trade Area		223,280				
1-Mile Radius		24,058				
<b>GAFO (1)</b>						
Department Stores	Retail Trade Area	223,280	\$188,426,415	\$83,539,406	\$104,887,009	55.7%
Furniture	Retail Trade Area	223,280	\$134,636,183	\$30,807,637	\$103,828,546	77.1%
Sporting Goods/Hobby	Retail Trade Area	223,280	\$91,035,366	\$31,565,669	\$59,469,697	65.3%
Books & Music	Retail Trade Area	223,280	\$21,204,309	\$12,603,262	\$8,601,047	40.6%
Office Supplies, Gift Stores	Retail Trade Area	223,280	\$35,560,260	\$7,093,763	\$28,466,497	80.1%
Electronics/Appliances	Retail Trade Area	223,280	\$120,290,505	\$228,267,785	(\$107,977,280)	(89.8%)
Clothing & Accessories	Retail Trade Area	223,280	\$358,688,040	\$81,567,142	\$277,120,898	77.3%
Other General Merchandise	Retail Trade Area	223,280	\$527,471,281	\$67,063,241	\$460,408,040	87.3%
<b>GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$1,477,312,359</b>	<b>\$542,507,905</b>	<b>\$934,804,454</b>	<b>63.3%</b>
<b>Non-GAFO</b>						
Eating & Drinking Places	Retail Trade Area	223,280	\$833,202,953	\$602,732,216	\$230,470,737	27.7%
Misc. Stores	Retail Trade Area	223,280	\$92,887,134	\$19,559,348	\$73,327,786	78.9%
Health & Personal Care	Retail Trade Area	223,280	\$302,092,003	\$152,229,820	\$149,862,183	49.6%
Building/Garden Materials	Retail Trade Area	223,280	\$385,030,957	\$135,582,463	\$249,448,494	64.8%
Food & Beverage	Retail Trade Area	223,280	\$717,684,086	\$488,153,882	\$229,530,204	32.0%
<b>Non-GAFO Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,330,897,133</b>	<b>\$1,398,257,729</b>	<b>\$932,639,404</b>	<b>40.0%</b>
<b>Total Excluding Vehicle/Gas/Non-Store Outflow Categories</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$3,808,209,492</b>	<b>\$1,940,765,634</b>	<b>\$1,867,443,858</b>	<b>49.0%</b>
			<b>\$3,687,918,987</b>	<b>\$1,712,497,849</b>	<b>\$1,975,421,138</b>	<b>53.6%</b>
<b>Motor Vehicle/Gas/Non-Store</b>						
Motor Vehicle	Retail Trade Area	223,280	\$1,117,864,280	\$1,574,453,637	(\$456,589,357)	(40.8%)
Gas Stations	Retail Trade Area	223,280	\$387,891,494	\$173,202,195	\$214,689,299	55.3%
Other Non-Store Retailers	Retail Trade Area	223,280	\$711,224,924	\$331,558,607	\$379,666,317	53.4%
<b>Motor Vehicle/Gas/Non-Store Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$2,216,980,698</b>	<b>\$2,079,214,439</b>	<b>\$137,766,259</b>	<b>6.2%</b>
<b>Total</b>	<b>Retail Trade Area</b>	<b>223,280</b>	<b>\$6,025,190,190</b>	<b>\$4,019,980,073</b>	<b>\$2,005,210,117</b>	<b>33.3%</b>

Source: Claritas; TCG

(1) GAFO = General Merchandise, Apparel, Furniture, and Other

EXHIBIT 8

ESTIMATED RETAIL DEMAND  
RETAIL TRADE AREA  
2018 THROUGH 2023

I. Consumer Spending Opportunity Gap Demand Potential

Spending Category	Consumer Spending			Expected Sales Per SF (2)	Current Retail Gap	Unfulfilled Retail Space @ \$550/SF	Future Potential		
	Consumer Demand	Actual Sales	Sales/Demand				Capture	New SF	
<b>GAFO (1)</b>									
Department Stores	\$188,426,415	\$83,539,406	44.3%		\$104,887,009	190,704	10.0%	19,070	
Furniture	\$134,636,183	\$30,807,637	22.9%		\$103,828,546	188,779	10.0%	18,878	
Sporting Goods/Hobby	\$91,035,366	\$31,565,669	34.7%		\$59,469,697	108,127	10.0%	10,813	
Books & Music	\$21,204,309	\$12,603,262	59.4%		\$8,601,047	15,638	10.0%	1,564	
Office Supplies, Gift Stores	\$35,560,260	\$7,093,763	19.9%		\$28,466,497	51,757	---Not Compatible---		
Electronics/Appliances	\$120,290,505	\$228,267,785	189.8%		(\$107,977,280)	0	---Not Compatible---		
Clothing & Accessories	\$358,688,040	\$81,567,142	22.7%		\$277,120,898	503,856	10.0%	50,386	50,386
Other General Merchandise	\$527,471,281	\$67,063,241	12.7%		\$460,408,040	837,106	10.0%	83,711	41,855
<b>GAFO Total</b>	<b>\$1,477,312,359</b>	<b>\$542,507,905</b>	<b>36.7%</b>		<b>\$934,804,454</b>	<b>1,895,967</b>	<b>9.7%</b>	<b>184,421</b>	
<b>Non-GAFO</b>									
Eating & Drinking Places	\$833,202,953	\$602,732,216	72.3%		\$230,470,737	419,038	10.0%	41,904	41,904
Misc. Stores	\$92,887,134	\$19,559,348	21.1%		\$73,327,786	133,323	10.0%	13,332	
Health & Personal Care	\$302,092,003	\$152,229,820	50.4%		\$149,862,183	272,477	10.0%	27,248	27,248
Building/Garden Materials	\$385,030,957	\$135,582,463	35.2%		\$249,448,494	453,543	---Not Compatible---		
Food & Beverage	\$717,684,086	\$488,153,882	68.0%		\$229,530,204	417,328	10.0%	41,733	41,733
<b>Non-GAFO Total</b>	<b>\$2,330,897,133</b>	<b>\$1,398,257,729</b>	<b>60.0%</b>		<b>\$932,639,404</b>	<b>1,695,708</b>	<b>7.3%</b>	<b>124,217</b>	
<b>Motor Vehicle/Gas/Non-Store</b>									
Motor Vehicle	\$1,117,864,280	\$1,574,453,637	140.8%		(\$456,589,357)	0	---Not Compatible---		
Gas Stations	\$387,891,494	\$173,202,195	44.7%		\$214,689,299	390,344	---Not Compatible---		
Other Non-Store Retailers	\$711,224,924	\$331,558,607	46.6%		\$379,666,317	690,302	---Not Compatible---		
<b>Motor Vehicle/Gas/Non-Store Total</b>	<b>\$2,216,980,698</b>	<b>\$2,079,214,439</b>	<b>93.8%</b>		<b>\$137,766,259</b>	<b>1,080,647</b>	<b>0.0%</b>	<b>0</b>	
<b>Total (All Spending Categories)</b>									
	\$6,025,190,190	\$4,019,980,073	66.7%	\$550	\$2,005,210,117	4,672,321	6.6%	308,637	
<b>Excluding Vehicle/Gas/Non-Store</b>	<b>\$3,808,209,492</b>	<b>\$1,940,765,634</b>	<b>51.0%</b>		<b>\$1,867,443,858</b>	<b>3,591,675</b>	<b>8.6%</b>	<b>308,637</b>	
<b>Key Categories (New Format Retail)</b>									<b>203,125</b>

66%

Note: In addition to the demand derived from spending gaps within the Retail Trade Area, an additional portion of demand will come from new population growth, as shown on the next page.

**New Format Retail**

As traditional retail faces accelerating headwinds and the rise of online shopping continues, brick and mortar retail spaces increasingly turns towards experiential excursions focused on food and entertainment. These spending categories represent approximately 2/3 of the potential spending clawback in the Trade Area.

Source: Claritas; TCG

(1) GAFO = General Merchandise, Apparel, Furniture, and Other

(2) High-end retail realizes a higher Sales per Foot. Thus \$550 being a more appropriate figure than the traditional \$300-\$350 per foot.

EXHIBIT 8

ESTIMATED RETAIL DEMAND  
RETAIL TRADE AREA  
2018 THROUGH 2023

II. Consumer Spending Opportunity Gap Demand Potential

Market Factor	Per Capita Spending		New Resident Generated Spending					5-Yr Total
	\$	%	2018/2019	2019/2020	2020/2021	2021/2022	2022/2023	
<b>New Population Growth</b>			2,066	2,066	2,066	2,066	2,066	10,329
<b>Spending Categories</b>								
Department Stores	\$844	3.1%	\$1,743,333	\$1,743,333	\$1,743,333	\$1,743,333	\$1,743,333	\$8,716,663
Furniture	\$603	2.2%	\$1,245,662	\$1,245,662	\$1,245,662	\$1,245,662	\$1,245,662	\$6,228,310
Sporting Goods/Hobby	\$408	1.5%	\$842,265	\$842,265	\$842,265	\$842,265	\$842,265	\$4,211,323
Books & Music	\$95	0.4%	\$196,184	\$196,184	\$196,184	\$196,184	\$196,184	\$980,918
Office Supplies, Gift Stores	\$159	0.6%	\$329,006	\$329,006	\$329,006	\$329,006	\$329,006	\$1,645,028
Electronics/Appliances	\$539	2.0%	\$1,112,935	\$1,112,935	\$1,112,935	\$1,112,935	\$1,112,935	\$5,564,675
Clothing & Accessories	\$1,606	6.0%	\$3,318,603	\$3,318,603	\$3,318,603	\$3,318,603	\$3,318,603	\$16,593,017
Other General Merchandise	\$2,362	8.8%	\$4,880,196	\$4,880,196	\$4,880,196	\$4,880,196	\$4,880,196	\$24,400,980
Eating & Drinking Places	\$3,732	13.8%	\$7,708,844	\$7,708,844	\$7,708,844	\$7,708,844	\$7,708,844	\$38,544,219
Misc. Stores	\$416	1.5%	\$859,397	\$859,397	\$859,397	\$859,397	\$859,397	\$4,296,987
Health & Personal Care	\$1,353	5.0%	\$2,794,973	\$2,794,973	\$2,794,973	\$2,794,973	\$2,794,973	\$13,974,867
Building/Garden Materials	\$1,724	6.4%	\$3,562,330	\$3,562,330	\$3,562,330	\$3,562,330	\$3,562,330	\$17,811,648
Food & Beverage	\$3,214	11.9%	\$6,640,056	\$6,640,056	\$6,640,056	\$6,640,056	\$6,640,056	\$33,200,282
Motor Vehicle	\$5,007	18.6%	\$10,342,548	\$10,342,548	\$10,342,548	\$10,342,548	\$10,342,548	\$51,712,738
Gas Stations	\$1,737	6.4%	\$3,588,795	\$3,588,795	\$3,588,795	\$3,588,795	\$3,588,795	\$17,943,977
Other Non-Store Retailers	\$3,185	11.8%	\$6,580,296	\$6,580,296	\$6,580,296	\$6,580,296	\$6,580,296	\$32,901,479
<b>Total (All Spending Categories)</b>	<b>\$26,985</b>	<b>100.0%</b>	<b>\$55,745,422</b>	<b>\$55,745,422</b>	<b>\$55,745,422</b>	<b>\$55,745,422</b>	<b>\$55,745,422</b>	<b>\$278,727,112</b>
<b>Excluding Vehicle/Gas/Non-Store</b>	<b>\$17,056</b>	<b>63.2%</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$35,233,783</b>	<b>\$176,168,917</b>
<b>Key Categories (New Format Retail)</b>			<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$22,902,575</b>	<b>\$114,512,875</b>

Retail Sales per Square Foot \$550 \$550 \$550 \$550 \$550 \$550

<b>Total Demand for Retail Space (SF)</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>64,061</b>	<b>320,307</b>
<b>Key Categories (New Format Retail)</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>41,641</b>	<b>208,205</b>

III. Total Demand

Total 5-Year Demand from Opportunity Gaps:	308,637	Annualized assuming 5-year absorption flow of current leakage
Total 5-Year Demand from New Population Growth:	320,307	
<b>Total 5-Year Demand:</b>	<b>628,945</b>	<b>125,789</b>

IV. Total Demand (Key Categories)

Total 5-Year Demand from Opportunity Gaps:	203,125	Annualized assuming 5-year absorption flow of current leakage
Total 5-Year Demand from New Population Growth:	208,205	
<b>Total 5-Year Demand:</b>	<b>411,330</b>	<b>82,266</b>

**EXHIBIT 9**  
**SELECTED COMPETITIVE RETAIL INVENTORY SPACE**  
**RETAIL TRADE AREA**  
**JUNE 2018**

Available													
Building Name	Address	City	Year			Type	Subtype	Typical Floor	RBA			Ann. Lease Rate	
			Built	Reno.	Elev.				Total	Avail.	Occ.	Avg.	Type
<b>Retail Trade Area</b>													
696 W El Camino Real	696 W El Camino Real	Sunnyvale	2018	--	1s	General Retail	Freestanding	9,836	9,836	9,836	0.0%	\$72.00	NNN
Bldg B (108-116 E El Camino Real)	108-116 E El Camino Real	Sunnyvale	2010	--	1s	General Retail (Community Center)	Freestanding	8,339	8,339	1,000	88.0%	69.00	NNN
Homestead Center (20916 Homestead Rd)	20916 Homestead Rd	Cupertino	1984	--	1s	General Retail (Neighborhood Center)	Freestanding	7,200	7,200	1,200	83.3%	66.00	NNN
10129-10191 S De Anza Blvd	10129-10191 S De Anza Blvd	Cupertino	1952	--	1s	General Retail	Freestanding	20,527	20,527	975	95.3%	54.00	NNN
Saratoga Plaza (375 Saratoga Ave)	375 Saratoga Ave	San Jose	1970	--	1s	General Retail (Neighborhood Center)	Restaurant	38,000	38,000	1,080	97.2%	54.00	NNN
Loree Center (19050-19088 Stevens Creek Blvd)	19050-19088 Stevens Creek Blvd	Cupertino	1951	--	1s	General Retail (Strip Center)		20,000	20,000	6,400	68.0%	54.00	NNN
Biltmore (20030-20080 Stevens Creek Blvd)	20030-20080 Stevens Creek Blvd	Cupertino	2015	--	1s	General Retail		7,045	7,045	1,271	82.0%	54.00	NNN
751-799 E El Camino Real	751-799 E El Camino Real	Sunnyvale	1993	--	2s	General Retail (Community Center)	Freestanding	172,613	172,613	7,066	95.9%	51.00	NNN
798-820 E El Camino Real	798-820 E El Camino Real	Sunnyvale	2008	--	1s	General Retail (Strip Center)		5,720	5,720	1,800	68.5%	51.00	NNN
V Center (1191-1195 S De Anza Blvd)	1191-1195 S De Anza Blvd	San Jose	2017	--	2s	General Retail	Freestanding	13,000	13,000	3,824	70.6%	48.00	NNN
1375 S De Anza Blvd	1375 S De Anza Blvd	Cupertino	1985	2006	1s	General Retail	Freestanding	6,222	6,222	6,222	0.0%	48.00	NNN
1253 W El Camino Real	1253 W El Camino Real	Sunnyvale	1980	--	1s	General Retail (Strip Center)	Restaurant	8,979	8,979	2,262	74.8%	48.00	NNN
717 E El Camino Real	717 E El Camino Real	Sunnyvale	1985	--	1s	General Retail (Strip Center)		20,000	20,000	1,910	90.5%	46.20	NNN
510 E El Camino Real	510 E El Camino Real	Sunnyvale	1979	--	1s	General Retail (Strip Center)		12,606	12,606	2,591	79.4%	45.00	NNN
1018 W El Camino Real	1018 W El Camino Real	Sunnyvale	1958	1995	1s	General Retail	Freestanding	7,250	7,250	7,250	0.0%	45.00	NNN
Westmoor Village (1211-1291 S Mary Ave)	1211-1291 S Mary Ave	Sunnyvale	1961	--	1s	General Retail (Neighborhood Center)	Storefront	60,909	60,909	2,520	95.9%	42.00	NNN
455-489 Saratoga Ave	455-489 Saratoga Ave	San Jose	1973	--	1s	General Retail (Neighborhood Center)	Storefront	42,677	42,677	1,500	96.5%	42.00	NNN
580 South Murphy (101-103 E El Camino Real)	101-103 E El Camino Real	Sunnyvale	1965	--	1s	General Retail (Neighborhood Center)	Freestanding	24,032	24,032	1,500	93.8%	39.00	NNN
Henderson Center (1053 E El Camino Real)	1053 E El Camino Real	Sunnyvale	1968	--	1s	General Retail (Strip Center)		11,249	11,249	1,350	88.0%	37.20	NNN
740 E El Camino Real	740 E El Camino Real	Sunnyvale	1975	--	1s	General Retail	Restaurant	10,947	10,947	10,947	0.0%	36.00	NNN
Pepper Tree Plaza (1084 S De Anza Blvd)	1084 S De Anza Blvd	San Jose	1900	--	1s	General Retail (Strip Center)		11,500	11,500	3,698	67.8%	35.60	NNN
Park Lane Plaza (5152-5278 Moorpark Ave)	5152-5278 Moorpark Ave	San Jose	1968	--	1s	General Retail (Neighborhood Center)	Freestanding	70,000	70,000	4,022	94.3%	34.56	NNN
Bldg 4 & 5 (4360 Stevens Creek Blvd)	4360 Stevens Creek Blvd	San Jose	1972	--	1s	General Retail (Neighborhood Center)	Freestanding	31,981	31,981	1,360	95.7%	31.30	NNN*
130 E El Camino Real	130 E El Camino Real	Sunnyvale	1964	--	1s	General Retail (Community Center)	Freestanding	39,500	39,500	39,500	0.0%	30.00	NNN
Civic Square (802-844 W El Camino Real)	802-844 W El Camino Real	Sunnyvale	1964	2009	1s	General Retail (Neighborhood Center)	Freestanding	42,178	42,178	23,900	43.3%	30.00	NNN
Kiely Plaza (1052-1092 Kiely Blvd)	1052-1092 Kiely Blvd	Santa Clara	1974	1999	1s	General Retail (Strip Center)	Freestanding	23,766	23,766	1,655	93.0%	29.40	NNN
Moonlite Shopping Center (2610-2790 El Camino Real)	2610-2790 El Camino Real	Santa Clara	1960	1994	1s	General Retail (Community Center)	Freestanding	169,375	169,375	15,780	90.7%	28.77	NNN
1587-1595 Pomeroy Ave	1587-1595 Pomeroy Ave	Santa Clara	1964	--	1s	General Retail (Strip Center)	Freestanding	6,000	6,000	2,416	59.7%	27.00	NNN
942-948 W El Camino Real	942-948 W El Camino Real	Sunnyvale	1960	2016	1s	General Retail (Strip Center)	Freestanding	7,200	7,200	7,200	0.0%	24.92	NNN*
1080 Saratoga Ave	1080 Saratoga Ave	San Jose	1966	--	1s	General Retail (Strip Center)	Freestanding	17,380	17,380	1,178	93.2%	24.48	NNN
<b>Totals:</b>								<b>30,868</b>	<b>926,031</b>	<b>173,213</b>	<b>82.2%</b>	<b>\$38.21</b>	<b>NNN</b>

Source: CoStar



**Exhibit C: Building Block Allocation –  
Updated Table**

### Exhibit C

In creating the “Building Block Allocation” table found on page P-0101 of the plan set, some of the areas in Block 1, 6, and 11 were incorrectly attributed to the wrong block due to an excel formula error. This was simply a tabulation discrepancy and does not affect any of the design, nor does it impact the Development Summary. The total square footage for the project remains 4,700,000 square feet of residential uses, 400,000 square feet of retail, and 1,810,000 square feet of office. This updated table also clarifies the square footage and uses that will occur in the bridge area. The following is a corrected version of the Building Block Allocation table.

DEVELOPMENT SUMMARY (50% AFFORDABLE HOUSING)			
	RESIDENTIAL (GROSS SF)	RETAIL (GROSS SF)	OFFICE (GROSS SF)
TOTAL FLOOR AREA*	4,700,000	400,000	1,810,000
%	68.0%	5.8%	26.2%
* NOTE: PURSUANT TO CUPERTINO MUNICIPAL CODE SECTION 19.08.030 "FLOOR AREA"			
	RESIDENTIAL (GROSS SF)	RETAIL (GROSS SF)	OFFICE (GROSS SF)
PROJECT AREA + DOUBLE HEIGHT FLOOR AREA CALCULATION	4,961,904	485,912	1,981,447
%	66.8%	6.5%	26.7%

AREAS EXCLUDED FROM FLOOR AREA CALCULATION	
PRIVATE RESIDENTIAL OPEN SPACE (INCLUDES TERRACES, BALCONIES, AND OPEN SPACE AMENITIES)	14.9 ACRES / 652,000 SF
PUBLIC GREEN ROOF PARK SPACE	22 ACRES / 959,000 SF
UNDERGROUND STRUCTURE - WEST (PARKING, UTILITIES, INFRASTRUCTURE)	1,478,000 SF
UNDERGROUND STRUCTURE - EAST (PARKING, UTILITIES, INFRASTRUCTURE)	1,906,000 SF
* NOTE: 14 ACRES ON THE WEST SIDE AND UP TO 8 ACRES ON THE EAST SIDE, DEPENDING ON OFFICE TENANT DEMANDS.	

BUILDING BLOCK ALLOCATION		
	GROSS SF	LAND USES
BLOCK 1	327,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 2	750,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 3	1,380,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 3A	16,000	CENTRAL PLANT + CENTRAL WASTE
BLOCK 4	700,000	RESIDENTIAL, RETAIL, PARKING
BLOCK 5	538,000	RESIDENTIAL, RETAIL, PARKING
BRIDGE*	41,000	RESIDENTIAL AMENITY
BLOCK 6	247,000	OFFICE, PARKING
BLOCK 7	282,000	OFFICE, PARKING
BLOCK 8	242,000	OFFICE, PARKING
BLOCK 9	710,000	RESIDENTIAL, PARKING
BLOCK 10	654,000	RESIDENTIAL, PARKING
BLOCK 11	1,039,000	OFFICE, PARKING

**Exhibit D: LEED CS v3 Scorecard for  
Office Core and Shell**

# LEED CS v3 Scorecard - Office Core and Shell

Vallco Town Center

3/27/2018



Yes ?Y ?N No Certified 40-49 Silver 50-59 Gold 60-79 Platinum 80+

**65 11 15 19 Total Project Score**

Y	?Y	?N	N				
27	0	1	0	<b>Sustainable Sites</b>		28 Points Possible	
Y				m	Prereq 1	Construction Activity Pollution Prevention	n/a
1				m	Credit 1	Site Selection	1
5				m	Credit 2	Development Density & Community Connectivity	5
		1		m	Credit 3	Brownfield Redevelopment	1
6				m	Credit 4.1	Alternative Transportation, Public Transportation Access	6
2				m	Credit 4.2	Alternative Transportation, Bicycle Storage & Changing Rooms	2
3				m	Credit 4.3	Alternative Transportation, Low Emitting & Fuel Efficient Vehicles	3
2				m	Credit 4.4	Alternative Transportation, Parking Capacity	2
1				m	Credit 5.1	Site Development, Protect or Restore Habitat (50% - fp or 20% of site area)	1
1				m	Credit 5.2	Site Development, Maximize Open Space	1
1				m	Credit 6.1	Stormwater Design, Quantity Control	1
1				m	Credit 6.2	Stormwater Design, Quality Control	1
1				m	Credit 7.1	Heat Island Effect, Non-Roof	1
1				d	Credit 7.2	Heat Island Effect, Roof	1
1				m	Credit 8	Light Pollution Reduction	1
1				d	Credit 9	Tenant Design and Construction Guidelines	1

Y	?Y	?N	N				
4	2	4	0	<b>Water Efficiency</b>		10 Points Possible	
Y				d	Prereq 1	Water Use Reduction, 20% Reduction	n/a
2				m	Credit 1.1	Water Efficient Landscaping, Reduce by 50%	2
		2		m	Credit 1.2	Water Efficient Landscaping, No Potable Use or No Irrigation	2
		2		d	Credit 2	Innovative Wastewater Technologies	2
2	2			d	Credit 3	Water Use Reduction, 30%, 35%, 40% reduction	2-4

Y	?Y	?N	N				
13	4	8	12	<b>Energy &amp; Atmosphere</b>		37 Points Possible	
Y				c	Prereq 1	Fundamental Commissioning of the Building Energy Systems	n/a
Y				d	Prereq 2	Minimum Energy Performance, 10% Requirement	n/a
Y				m	Prereq 3	Fundamental Refrigerant Management	n/a
3	4	2	12	d	Credit 1	Optimize Energy Performance, 14 - 20%	3-21
		4		m	Credit 2	On-Site Renewable Energy, 1%	4
2				c	Credit 3	Enhanced Commissioning	2
		2		d	Credit 4	Enhanced Refrigerant Management	2
3				c	Credit 5.1	Measurement & Verification, Base Building	3
3				c	Credit 5.2	Measurement & Verification, Tenant Submetering	3
2				m	Credit 6	Green Power	2

Y	?Y	?N	N				
5	2	0	6	<b>Materials &amp; Resources</b>		13 Points Possible	
Y				m	Prereq 1	Storage & Collection of Recyclables	n/a
			5	d	Credit 1	Building Reuse, Maintain Existing Walls, Floors & Roof	1-5
1				m	Credit 2.1	Construction Waste Management, Divert 50%	1
1				m	Credit 2.2	Construction Waste Management, Divert 75%	1
			1	d	Credit 3	Materials Reuse, Specify 5%	1
1				c	Credit 4.1	Recycled Content, 10%	1
1				c	Credit 4.2	Recycled Content, 20%	1
1				c	Credit 5.1	Regional Materials, 10%	1
	1			c	Credit 5.2	Regional Materials, 20%	1
	1			c	Credit 6	Certified Wood	1

Y	?Y	?N	N				
8	1	2	1	<b>Indoor Environmental Quality</b>		12 Points Possible	
Y				d	Prereq 1	Minimum IAQ Performance	1
Y				d	Prereq 2	Environmental Tobacco Smoke (ETS) Control	1
1				d	Credit 1	Outdoor Air Delivery Monitoring	1
1				d	Credit 2	Increased Ventilation	1
1				c	Credit 3	Construction IAQ Management Plan, During Construction	1
1				m	Credit 4.1	Low-Emitting Materials, Adhesives & Sealants	1
1				m	Credit 4.2	Low-Emitting Materials, Paints & Coatings	1
1				m	Credit 4.3	Low-Emitting Materials, Carpet Systems	1
1				m	Credit 4.4	Low-Emitting Materials, Composite Wood & Agrifiber Products	1
		1		d	Credit 5	Indoor Chemical & Pollutant Source Control	1
			1	d	Credit 6	Controllability of Systems, Thermal Comfort	1
1				d	Credit 7	Thermal Comfort, Design	1
		1		d	Credit 8.1	Daylight & Views, Daylight 75% of Spaces	1
			1	d	Credit 8.2	Daylight & Views, Views for 90% of Spaces	1

Y	?Y	?N	N				
5	1	0	0	<b>Innovation &amp; Design Process</b>		6 Points Possible	
1				m	Credit 1.1	Exemplary Performance: SSc5.1	1
1				m	Credit 1.2	Exemplary Performance: SSc5.2	1
		1		d	Credit 1.3	Exemplary Performance: WEC3 / MRC4 / MRC5 / MRC6	1
1				m	Credit 1.4	Innovation in Design: Sustainable Solid Waste Management	1
1				m	Credit 1.5	Innovation in Design: Sustainable Landscape Management	1
1				c	Credit 2	LEED™ Accredited Professional	1

Y	?Y	?N	N				
3	1	0	0	<b>Regional Credits</b>		4 Points Possible	
95014				← Project Zip Code			
1				m	Credit 1.1	Regional Credit: SSc4.1	1
1				m	Credit 1.2	Regional Credit: SSc7.1	1
1				m	Credit 1.3	Regional Credit: WEC1, Opt. 1	1
		1		d	Credit 1.4	Regional Credit: WEC3 (40%)	1
			1	m	Credit 1.5	Regional Credit: EAc2 (1%)	1
			1	d	Credit 1.6	Regional Credit: IEQc8.1	1

**Exhibit E: LEED NC v3 Scorecard  
for Retail / Residential  
New Construction**



# LEED NC v3 Scorecard - Residential/Retail

Vallco Town Center

3/27/2018



Yes ?Y ?N No Certified 40-49 Silver 50-59 Gold 60-79 Platinum 80+

## 59 19 8 24 Total Project Score

Y	?Y	?N	N				
25	1	0	0	<b>Sustainable Sites</b>		26 Points Possible	
Y				m Prereq 1	Construction Activity Pollution Prevention	n/a	
1				m Credit 1	Site Selection	1	
5				m Credit 2	Development Density & Community Connectivity	5	
	1			m Credit 3	Brownfield Redevelopment	1	
6				m Credit 4.1	Alternative Transportation, Public Transportation Access	6	
1				m Credit 4.2	Alternative Transportation, Bicycle Storage & Changing Rooms	1	
3				m Credit 4.3	Alternative Transportation, Low Emitting & Fuel Efficient Vehicles	3	
2				m Credit 4.4	Alternative Transportation, Parking Capacity	2	
1				m Credit 5.1	Site Development, Protect or Restore Habitat (or 20% of site area)	1	
1				m Credit 5.2	Site Development, Maximize Open Space	1	
1				m Credit 6.1	Stormwater Design, Quantity Control	1	
1				m Credit 6.2	Stormwater Design, Quality Control	1	
1				m Credit 7.1	Heat Island Effect, Non-Roof	1	
1				d Credit 7.2	Heat Island Effect, Roof	1	
1				m Credit 8	Light Pollution Reduction	1	

Y	?Y	?N	N				
4	1	3	2	<b>Water Efficiency</b>		10 Points Possible	
Y				d Prereq 1	Water Use Reduction, 20% Reduction	n/a	
2		2		m Credit 1	Water Efficient Landscaping, Reduce by 50% , No Potable Use	2-4	
			2	d Credit 2	Innovative Wastewater Technologies	2	
2	1	1		d Credit 3	Water Use Reduction, 30%, 35%, 40% reduction	2-4	

Y	?Y	?N	N				
8	10	4	13	<b>Energy &amp; Atmosphere</b>		35 Points Possible	
Y				c Prereq 1	Fundamental Commissioning of the Building Energy Systems	n/a	
Y				d Prereq 2	Minimum Energy Performance - (10% Requirement)	n/a	
Y				m Prereq 3	Fundamental Refrigerant Management	n/a	
1	8	2	8	d Credit 1	Optimize Energy Performance, 26%, 36%, 44%	1-19	
		2	5	m Credit 2	On-Site Renewable Energy, 3%	1-7	
2				c Credit 3	Enhanced Commissioning	2	
	2			d Credit 4	Enhanced Refrigerant Management	2	
3				c Credit 5	Measurement & Verification	3	
2				m Credit 6	Green Power 35%	2	

Y	?Y	?N	N				
5	1	0	0	<b>Innovation &amp; Design Process</b>		6 Points Possible	
1				m Credit 1.1	Exemplary Performance: SSC5.1	1	
1				m Credit 1.2	Exemplary Performance: SSC5.2	1	
	1			d Credit 1.3	Exemplary Performance: MRC4 / MRC5	1	
1				m Credit 1.4	Innovation in Design: Sustainable Solid Waste Management	1	
1				m Credit 1.5	Innovation in Design: Sustainable Landscape Practices	1	
1				c Credit 2	LEED™ Accredited Professional	1	

Y	?Y	?N	N				
5	2	0	7	<b>Materials &amp; Resources</b>		14 Points Possible	
Y				m Prereq 1	Storage & Collection of Recyclables	n/a	
			3	d Credit 1.1	Building Reuse, Maintain Existing Walls, Floors & Roof	1-3	
			1	d Credit 1.2	Building Reuse, Maintain 50% of Interior Non-Structural Elements	1	
1				m Credit 2.1	Construction Waste Management, Divert 50%	1	
1				m Credit 2.2	Construction Waste Management, Divert 75%	1	
			1	d Credit 3.1	Materials Reuse, Specify 5%	1	
			1	d Credit 3.2	Materials Reuse, Specify 10%	1	
1				c Credit 4.1	Recycled Content, 10%	1	
1				c Credit 4.2	Recycled Content, 20%	1	
1				c Credit 5.1	Regional Materials, 10%	1	
	1			c Credit 5.2	Regional Materials, 20%	1	
			1	c Credit 6	Rapidly Renewable Materials 2.5%	1	
	1			c Credit 7	Certified Wood	1	

Y	?Y	?N	N				
10	2	1	2	<b>Indoor Environmental Quality</b>		15 Points Possible	
Y				d Prereq 1	Minimum IAQ Performance	n/a	
Y				m Prereq 2	Environmental Tobacco Smoke (ETS) Control	n/a	
Y				c Prereq 3	Multifamily Compartmentalization	n/a	
1				d Credit 1	Outdoor Air Delivery Monitoring	1	
			1	d Credit 2	Increased Ventilation	1	
1				c Credit 3.1	Construction IAQ Management Plan, During Construction	1	
1				c Credit 3.2	Construction IAQ Management Plan, Before Occupancy	1	
1				m Credit 4.1	Low-Emitting Materials, Adhesives & Sealants	1	
1				m Credit 4.2	Low-Emitting Materials, Paints & Coatings	1	
1				m Credit 4.3	Low-Emitting Materials, Flooring Systems	1	
1				m Credit 4.4	Low-Emitting Materials, Composite Wood & Agrifiber Products	1	
	1			d Credit 5	Indoor Chemical & Pollutant Source Control	1	
1				d Credit 6.1	Controllability of Systems, Lighting	1	
1				d Credit 6.2	Controllability of Systems, Thermal Comfort	1	
1				d Credit 7.1	Thermal Comfort, Design	1	
			1	d Credit 7.2	Thermal Comfort, Verification	1	
		1		d Credit 8.1	Daylight & Views, Daylight 75% of Spaces	1	
	1			d Credit 8.2	Daylight & Views, Views for 90% of Spaces	1	

Y	?Y	?N	N				
2	2	0	0	<b>Regional Credits</b>		4 Points Possible	
				95014	← Project Zip Code		
1				m Credit 1.1	Regional Credit: SSC4.1	1	
1				m Credit 1.2	Regional Credit: SSC7.1	1	
			1	d Credit 1.3	Regional Credit: WEC2	1	
	1			d Credit 1.4	Regional Credit: WEC3 (40%)	1	
	1			m Credit 1.5	Regional Credit: EAc2 (1%)	1	
		1		d Credit 1.6	Regional Credit: IEQc8.1	1	

**Exhibit F:**  
**Water Efficient Landscape Checklist**



# WATER-EFFICIENT LANDSCAPE CHECKLIST

Community Development Department  
10300 Torre Avenue  
Cupertino, CA 95014

408.777.3308 / Fax 408.777.3333  
planning@cupertino.org  
http://cupertino.org/planning

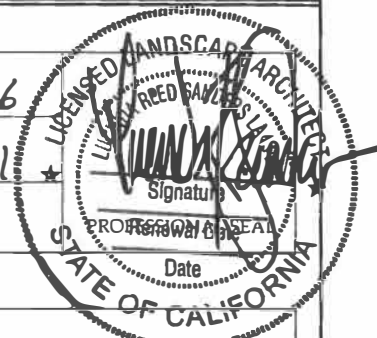
**CUPERTINO**

## PART 1: CERTIFIED/LICENSED PROFESSIONAL INFORMATION

COMPANY & COMPANY ADDRESS: **OLIN PARTNERSHIP, LTD. 150 S. INDEPENDENCE MALL WEST SUITE 1123, PHILADELPHIA, PA 19106**

NAME: **LUCINDA R. SANDERS** LIC./CERT.#: **CALIFORNIA / LA-4341**

E-MAIL: **lsanders@theolinstudio.com** PHONE: **215-440-0030**



## PART 2: PROPERTY & PROPERTY OWNER INFORMATION

PROPERTY OWNER NAME: **Vallco Property Owner LLC** E-MAIL: **info@shpco.com**

PROPERTY OWNER ADDRESS: **965 Page Mill Road, Palo Alto, CA 94304** PHONE: **650-344-1500**

PROJECT ADDRESS: **10123 N. Wolfe Road, Cupertino, CA 95014** A.P.N.: **see attached Applicant Comments**

PROJECT TYPE (CHECK APPLICABLE)	WATER SOURCE	TOTAL LANDSCAPE AREA	TURF PLANT AREA
<input checked="" type="checkbox"/> New	<input checked="" type="checkbox"/> Potable	<b>1,426,718</b> SQ. FT.	<b>251,893</b> SQ. FT.
<input type="checkbox"/> Rehabilitated	<input type="checkbox"/> Recycled		
<input type="checkbox"/> Non-Residential	<input checked="" type="checkbox"/> On-site captured rainwater		
	<input checked="" type="checkbox"/> Graywater		
	WATER PURVEYOR	NON-TURF PLANT AREA	SPECIAL LANDSCAPE AREA
		<b>1,100,272</b> SQ. FT.	<b>65,852</b> SQ. FT.

## PART 3: COMPLIANCE CHECKLIST

Landscape Parameter	Requirements	Compliance
<b>TURF AREA</b> <input type="checkbox"/> no turf	Turf shall not exceed 25% of the landscape area or 1,250 sq. ft., whichever is lesser in area. (No turf in non-residential area)	<input checked="" type="checkbox"/> YES See Applicant Comments
	Turf shall not be planted on slopes more than 25%.	<input checked="" type="checkbox"/> YES
	All portions of turf areas shall be wider than ten (10) feet (unless irrigated with subsurface irrigation or low volume irrigation system).	<input checked="" type="checkbox"/> YES
<b>PLANTING AREA</b>	At least 80% (100% for non-residential area) of non-turf area shall consist of native or low water use plants.	<input checked="" type="checkbox"/> YES
	No invasive and/or noxious plant species shall be planted.	<input checked="" type="checkbox"/> YES
	Plants with similar water needs shall be grouped within hydrozones. Each hydrozone shall be controlled by a separate valve.	<input checked="" type="checkbox"/> YES
<b>SOIL MANAGEMENT</b>	At least 4 cu. yds. of compost, six (6) inches deep, shall be applied per 1,000 sq. ft. of landscape area.	<input checked="" type="checkbox"/> YES
	A minimum three (3) inch layer of mulch shall be applied on all exposed soil surfaces of planting areas, except in areas of direct seeding application (e.g. hydro-seeding).	<input checked="" type="checkbox"/> YES
	Grading shall be designed to minimize soil erosion, run-off, and water waste.	<input checked="" type="checkbox"/> YES
<b>IRRIGATION SYSTEM</b> <input type="checkbox"/> no irrigation system	Automatic irrigation controllers are required and must use evapotranspiration or soil moisture sensor data and utilize a rain sensor.	<input checked="" type="checkbox"/> YES
	Irrigation controllers shall be a type which does not lose programming data in the event the primary power source is interrupted.	<input checked="" type="checkbox"/> YES



# WATER-EFFICIENT LANDSCAPE CHECKLIST

Community Development Department  
10300 Torre Avenue  
Cupertino, CA 95014

408.777.3308 / Fax 408.777.3333  
planning@cupertino.org  
http://cupertino.org/planning

CUPERTINO

Landscape Parameter	Requirements	Compliance
IRRIGATION SYSTEM	Pressure regulators shall be installed on the irrigation system to ensure the dynamic pressure of the system is within the manufacturer's recommended pressure range.	<input checked="" type="checkbox"/> YES
	Manual shut-off valves (such as a gate valve, ball valve, or butterfly valve) shall be installed as close to possible to the point of connection of the water supply.	<input checked="" type="checkbox"/> YES
	All irrigation emission devices must meet the requirements set in the ANSI standard, ASABE/ICC 802-2014 "Landscape Irrigation Sprinkler and Emitter Standard." All sprinkler heads installed in the landscape must document a distribution uniformity low quarter of 0.65 or higher using the protocol defined in ASABE/ICC 802-2014.	<input checked="" type="checkbox"/> YES
	Dedicated irrigation meters are required for non-residential projects with more than 1,000 sq. ft. of landscape area.	<input checked="" type="checkbox"/> YES
WATER FEATURES <input checked="" type="checkbox"/> pool <input checked="" type="checkbox"/> other: <u>FOUNTAIN</u> <input type="checkbox"/> no water features	Pool and spa covers shall be installed.	<input checked="" type="checkbox"/> YES
	Recirculating water systems shall be used for all water features.	<input checked="" type="checkbox"/> YES
	Water features are limited to 10% of the landscaped area.	<input checked="" type="checkbox"/> YES

I am aware of available informational resources regarding native and low water use plants, irrigation efficiency, and other aspects of water-efficient landscaping. I certify that the information provided on this checklist is correct, and the installed landscape complies with the requirements of Chapter 14.15 and /or the requirements of the Prescriptive Compliance Option. I also understand that any changes to the project will necessitate a new checklist.

\_\_\_\_\_  
SIGNATURE OF PROPERTY OWNER OR AUTHORIZED REPRESENTATIVE

X Michael R. Sanders  
\_\_\_\_\_  
SIGNATURE OF LICENSED/CERTIFIED LANDSCAPE PROFESSIONAL

\_\_\_\_\_  
DATE

06/10/2018

\_\_\_\_\_  
DATE

06/08/2018

### Applicant Comments

Use additional paper if necessary

See attached Applicant Comments.

### Staff Evaluation

- Approved
- Not Approved

Permit # \_\_\_\_\_

### Staff Comments

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

**WATER EFFICIENT LANDSCAPE CHECKLIST**

Vallco Town Center  
Applicant Comments  
June 15, 2018

**1. PART 2: TOTAL LANDSCAPE AREA**

Please note that the “Total Landscape Area” includes the area for water features and fountains.

**2. PART 2: APNs**

The APNs for the Property are:

- APN 316-20-080      APN 316-20-100
- APN 316-20-081      APN 316-20-101
- APN 316-20-082      APN 316-20-103
- APN 316-20-088      APN 316-20-104
- APN 316-20-094      APN 316-20-105
- APN 316-20-095      APN 316-20-106
- APN 316-20-099      APN 316-20-107

**3. PART 3: CHECKLIST COMPLIANCE**

The Application checklist does not include the option (b) as per the Ordinance that allows the applicant to, “Prepare of a water budget calculation, per the provisions of Section 14.15.070”:

Table 14.15.060(A)		
1. Options to demonstrate water efficiency		
a. i. Total turf area shall not exceed 25% of the landscape area, or 1,250 square feet, whichever is lesser in area and ii. At least 80% of the plants within non-turf areas shall be native or low water-use	OR	b. Prepare a water budget calculation, per the provisions of Section 14.15.070.
AND		
2. Turf Restrictions		
a. Turf shall not be planted on slopes greater than 25%.		
b. Turf areas shall not be less than ten feet wide.		

The total turf areas for the Project are less than 25% the landscape area and at least 80% of the plants within non-turf areas shall be native or low water-use. The Application, however, proposes more than 1,250 square feet of turf. Accordingly, the Applicant will provide “Appendix B Water Budget Worksheet” to be reviewed and approved prior to final permit issuance per CMC 14.15.050.



# EXHIBIT 8

Final Environmental Impact Report

# Vallco Special Area Specific Plan

SCH# 2018022021

Prepared by



**CUPERTINO**

In Consultation with



August 2018

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Appendix A - Air Quality Modeling Memo  
Appendix B - Revised Project Traffic Memo  
Appendix C - Public Comments

## **SECTION 1.0 INTRODUCTION**

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This document, together with the Draft Environmental Impact Report (EIR) and EIR Amendment (EIR Amendment), constitutes the Final EIR for the Vallco Special Area Specific Plan.

### **1.1 PURPOSE OF THE FINAL EIR**

In conformance with the California Environmental Quality Act (CEQA) and CEQA Guidelines, this Final EIR provides objective information regarding the environmental consequences of the proposed project. The Final EIR also examines mitigation measures and alternatives to the proposed project intended to reduce or eliminate significant environmental impacts. The Final EIR is intended to be used by the City and responsible agencies in making decisions regarding the project.

Pursuant to CEQA Guidelines Section 15090(a), prior to approving a project, the lead agency shall certify that:

- (1) The final EIR has been completed in compliance with CEQA;
- (2) The final EIR was presented to the decision-making body of the lead agency, and that the decision-making body reviewed and considered the information contained in the final EIR prior to approving the project; and
- (3) The final EIR reflects the lead agency's independent judgment and analysis.

### **1.2 CONTENTS OF THE FINAL EIR**

CEQA Guidelines Section 15132 specify that the Final EIR shall consist of:

- a) The Draft EIR or a revision of the Draft;
- b) Comments and recommendations received on the Draft EIR either verbatim or in summary;
- c) A list of persons, organizations, and public agencies commenting on the Draft EIR;
- d) The Lead Agency's responses to significant environmental points raised in the review and consultation process; and
- e) Any other information added by the Lead Agency.

### **1.3 PUBLIC REVIEW**

In accordance with CEQA and the CEQA Guidelines [PRC §21092.5(a) and Guidelines §15088(b)] the City shall provide a written response to a public agency on comments made by that public agency at least 10 days prior to certifying the EIR. The Final EIR and all documents referenced in the Final EIR are available for public review at Cupertino Community Hall located at 10350 Torre Avenue on weekdays during normal business hours. The Final EIR is also available for review on the City's website: [www.cupertino.org/vallco](http://www.cupertino.org/vallco).

- 
- Impact HAZ-1:** The revised project would not create a significant hazard to the public or the environment through routine transport, use, disposal, or foreseeable upset of hazardous materials; or emit hazardous emissions or hazardous materials within one-quarter mile of an existing or proposed school. (Less than Significant Impact with Mitigation Incorporated)
- Impact HAZ-2:** The revised project is located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5; however, the revised project would not create a significant hazard to the public or the environment as a result. (Less than Significant Impact)
- Impact HAZ-3:** The revised project is not located within an airport land use plan or within two miles of a public airport or public use airport. (No Impact)
- Impact HAZ-4:** The revised project would not impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan. (Less than Significant Impact)
- Impact HAZ-5:** The revised project would not expose people or structures to a significant risk of loss, injury, or death involving wildland fires. (No Impact)
- Impact HAZ-6:** The revised project would not have a cumulatively considerable contribution to a significant cumulative hazardous materials impact. (Less than Significant Impact with Mitigation Incorporated)
- 

The revised project is subject to the same existing hazardous and hazardous materials conditions as described in the Draft EIR and proposes the same land uses and ground disturbance activities (i.e., excavation across most of the site at a maximum depth of 20 to 30 feet below ground) as described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. Like the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative), the revised project would implement mitigation measures MM HAZ-1.1 through HAZ-1.4 to reduce the impact to a less than significant level. (Less than Significant Impact with Mitigation Incorporated)

#### Mitigation Measures for Impact HAZ-1:

- MM HAZ-1.1:** A Site Management Plan (SMP) and Health and Safety Plan (HSP) shall be prepared and implemented for demolition and redevelopment activities under the revised project. The purpose of the SMP and HSP is to establish appropriate management practices for handling impacted soil, soil vapor, and groundwater or other materials that may potentially be encountered during construction activities, especially in areas of former hazardous materials storage and use, and the profiling of soil planned for off-site disposal and/or reuse on-site. The SMP shall document former and suspect UST locations, hazardous materials transfer lines, oil-water separators, neutralization chambers, and hydraulic lifts, etc. The SMP shall also identify the protocols for accepting imported fill materials, if needed. The SMP and HSP shall be submitted to SCCDEH for approval and the approved SMP and HSP shall be submitted to the City Building Division prior to commencement of construction (including demolition) activities.



**MM HAZ-1.2:** The site contains equipment and facilities associated with past activities that are known to or may contain residual hazardous materials. The following measures shall be implemented under the revised project during building demolition and shall be indicated on demolition plans:

- Sears and JC Penney Automotive Centers:
  - Sears: Remnant piping that appears to have formerly distributed grease, oil and transmission fluid from storage locations to the service bays located along interior building walls, ceilings and within the basement shall be properly removed and disposed, and stains and residual oil shall be cleaned from the interior building surfaces. This work shall be coordinated with the SCCFD.
  - Sears: The below ground oil-water separator (connected to floor drains within the building) and an acid neutralization chamber (connected to drains within a former battery storage room) shall be cleaned and removed. This work shall be coordinated with the SCCFD and SCCDEH. Soil quality below each of the structures shall be evaluated via sampling and laboratory analyses.
  - Sears: The potential presence of a waste oil UST shall be further investigation by removing the access cover and, if uncertainty remains, the subsequent performance of a geophysical survey. If a UST is identified, it shall be removed in coordination with the SCCFD and SCCDEH, and underlying soil quality shall be evaluated. If no UST is identified, soil quality at the location of the waste oil UST, as depicted on the 1969 building plan, shall be evaluated via the collection of soil samples from borings for laboratory analyses.
  - Sears and JC Penney: Each of the below-ground lift casings and any associated hydraulic fluid piping and reservoirs from hydraulic lifts shall be removed and properly disposed. An Environmental Professional shall be retained to observe the removal activities and, if evidence of leakage is identified, soil sampling and laboratory analyses shall be conducted.
  - JC Penney: The project proponent shall obtain a permit from SCCDEH to properly remove and dispose of the 750 gallon oil-water separator during redevelopment activities. Collection and analysis of confirmation soil samples would be required under oversight of SCCDEH.
- Existing staining and spilled oil on-site, including at the Sears Automotive Center and Cupertino Ice Center, shall be properly cleaned. When these facilities are demolished, an Environmental Professional shall be present to observe underlying soil for evidence of potential impacts and, if observed, collect soil samples for laboratory analyses.
- If the lead-based paint on-site is flaking, peeling, or blistering, it shall be removed prior to demolition. Applicable OSHA regulations shall be followed; these include requirements for worker training and air

monitoring and dust control. Any debris containing lead shall be disposed appropriately.

- An asbestos survey shall be completed of the buildings prior to their demolition in accordance with the National Emissions Standards for Hazardous Air Pollutants (NESHAP) guidelines. NESHAP guidelines require the removal of potentially friable ACMs prior to building demolition or renovation that may disturb the ACM.
- Once existing buildings and improvements are removed, soil sampling shall be completed to evaluate if agricultural chemicals and lead are present. The agricultural pesticide sampling shall focus on former orchard and row crop areas, as well as in the vicinity of outbuilding (barns and sheds) that were formerly located on the southeast portion of the site. Testing for lead contamination shall be completed at the former structure locations. The sampling, which shall follow commonly accepted environmental protocols, shall be performed prior to soil excavation activities in order to appropriately profile the soil for off-haul to a disposal facility. The analytical data shall be compared to either residential screening levels and/or the specific acceptance criteria of the accepting facility. If this soil is planned to be reused on-site, it shall be compared to residential screening levels and/or natural background levels of metals.

**MM HAZ-1.3:** Prior to issuance of demolition and/or grading permits, groundwater monitoring wells shall be properly destroyed in accordance with the SCVWD Ordinance 90-1.

**MM HAZ-1.4:** As part of the facility closure process for occupants that use and/or store hazardous materials, the SCCFD and SCCDEH typically require that a closure plan be submitted by the occupant that describes required closure activities, such as removal of remaining hazardous materials, cleaning of hazardous material handling equipment, decontamination of building surfaces, and waste disposal practices, among others. Facility closures shall be coordinated with the Fire Department and SCCDEH to ensure that required closure activities are completed prior to issuance of demolition and/or grading permits.

#### **Mitigation Measures for Impact HAZ-6:**

**MM HAZ-6.1:** Implement MM HAZ-1.1 through -1.4.

### 2.3.10 Hydrology and Water Quality

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- Impact HYD-1:** The revised project would not violate water quality standards or waste discharge requirements, or otherwise substantially degrade water quality. (Less than Significant Impact)
- Impact HYD-2:** The revised project would not substantially deplete groundwater supplies or interfere substantially with groundwater recharge. (Less than Significant Impact)
- Impact HYD-3:** The revised project would not substantially alter the existing drainage pattern of the site or area which would result in substantial erosion, siltation, or flooding; violate water quality standards or waste discharge requirements; or degrade water quality. (Less than Significant Impact)
- Impact HYD-4:** The revised project would not place housing within a 100-year flood hazard area; impede or redirect flood flows; expose people or structures to significant risk involving flooding; or be inundated by seiche, tsunami, or mudflow. (Less than Significant Impact)
- Impact HYD-5:** The revised project would not have a cumulatively considerable contribution to a significant cumulative hydrology and water quality impact. (Less than Significant Cumulative Impact)
- 

The revised project is subject to the same existing hydrology and water quality site conditions (e.g., groundwater depth, flooding, and inundation) described in the Draft EIR and EIR Amendment. In addition, the revised project proposes the same below ground excavation and same amount of new open space and landscaped areas as described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. The revised project would comply with the same regulations and implement the same standard permit conditions as described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) and, therefore, result in the same less than significant impact as described for the previous project and project alternatives in the Draft EIR and EIR Amendment.

#### **Standard Permit Conditions:**<sup>5</sup>

##### *During Construction*

- The revised project shall comply with the NPDES General Construction Activity Storm Water Permit administered by the Regional Water Quality Control Board. Prior to construction grading the applicant shall file a Notice of Intent (NOI) and receive a Waste Discharger Identification (WDID) number to comply with the General Permit and prepare a Storm Water Pollution Prevention Plan that includes storm water quality best management practices (BMPs). The Storm Water Management Plan shall detail how runoff and associated water quality impacts resulting from the revised project will be controlled and/or managed.

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<sup>5</sup> Standard permit conditions are measures required by laws and regulations or required to comply with laws and regulations. Standard permit conditions are not mitigation measures. Mitigation measures are measures that will minimize, avoid, or eliminate a significant environmental impact.

# EXHIBIT 9

Draft Environmental Impact Report

# Vallco Special Area Specific Plan

SCH# 2018022021

Prepared by



**CUPERTINO**

In Consultation with



May 2018



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Appendix E: Phase I Environmental Site Assessment

Appendix F: Noise and Vibration Assessment

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Appendix H: Transportation Impact Analysis

Appendix I: Utility Studies

toxic and flammable substances (hazardous materials) that can have off-site consequences if accidentally released. The SCCDEH reviews CalARP risk management plans as the CUPA.

### Local

#### Cupertino General Plan: Community Vision 2015-2040

The proposed project, General Plan Buildout with Maximum Residential Alternative, and Retail and Residential Alternative are subject to General Plan policies including, but not limited to, the policies listed below pertaining to hazards and hazardous materials.

<b>Policy/Strategy</b>	<b>Description</b>
Policy HS-3.2	Involve the Fire Department in the early design stage of all projects requiring public review to assure Fire Department input and modifications as needed.
Policy HS-6.1	Require the proper storage and disposal of hazardous materials to prevent leakage, potential explosions, fire or the release of harmful fumes. Maintain information channels to the residential and business communities about the illegality and danger of dumping hazardous material and waste in the storm drain system or in creeks.
Policy HS-6.2	Assess future residents' exposure to hazardous materials when new residential development or sensitive populations are proposed in existing industrial and manufacturing areas. Do not allow residential development or sensitive populations if such hazardous conditions cannot be mitigated to an acceptable level of risk.

#### Cupertino Emergency Operations Plan

The Cupertino Emergency Operations Plan (EOP) establishes policy direction for emergency planning, mitigation, response, and recovery activities within the City. The Cupertino EOP uses the Standardized Emergency Management System as required by California Government Code Section 8607(a) for managing responses to multi-agency and multi-jurisdiction emergencies in California, including those related to hazardous materials.

#### **3.9.1.2 Existing Conditions**

##### **On-site**

Below is a brief summary of the historic site usage and potential sources of on-site contamination. Refer to Appendix E for additional details and descriptions, including on-site observations.

##### Historic Site Usage

The project site was historically used for agricultural purposes (orchards and row crops), and what appears to have been a residence with several associated outbuildings were present on the southeast portion of the site. Pesticides may have been applied to crops in the normal course of farming operations. Residual pesticide concentrations may be present in on-site soil.

A Sears department store and an associated automotive center building (with an associated gasoline station) were constructed on-site in approximately 1970. The other existing Vallco mall structures

were constructed between approximately 1974 and 1979, which included structures formerly occupied by anchor tenants (Macys and JC Penney) and two detached buildings located north of the shopping mall that were occupied by restaurants (TGI Fridays and Alexander's Steakhouse). JC Penney operated an automotive repair facility on the eastern side of their building until approximately 1985.

### Chemical Storage and Use

Prior hazardous materials use and storage at the site was predominantly associated with the Sears Automotive Center and the JC Penney Automotive Center. These facilities stored a variety of automotive related hazardous materials in underground storage tanks (USTs), above ground storage tanks (ASTs), drums, and smaller containers. Both facilities currently are unoccupied. Past photo-related mall tenants (e.g., Expressly Portraits, Fox Photo, Inc., Kits Camera, and The Picture People, Inc.) were engaged in photo developing activities that utilized photo-processing chemicals and generated associated hazardous waste.

Hydraulic fluid is currently used on-site within elevator equipment and trash compactors. Diesel fuel is stored in ASTs associated with three on-site emergency generators. Pool water treatment chemical are used at the Bay Club fitness center. Other water treatment chemicals, such as corrosion and scale inhibitors and biocides, are used in the operation of HVAC equipment. Various facility maintenance products, consisting mainly of paint related products and janitorial supplies, also are used and stored on-site.

At the Sears Automotive Center, remnant piping that appears to have formerly distributed grease, oil, and transmission fluid from storage locations to the service bays remains along interior building walls, ceilings, and within the basement. Residual lubricants within the piping were observed to be dripping onto the concrete floor slab and walls at several locations, mainly within the basement. Also, at the former location of two air compressors within the basement, the floor slab surrounding a floor drain was heavily stained with oil. Staining was also observed on the floor of a former battery storage room. Near the refrigeration equipment at the Cupertino Ice Center, oil staining and a spill (approximately one to two gallons) of what appeared to be oily water on the concrete floor slab was observed. The staining and spilled oil on concrete flooring at the Sears Automotive Center and the Cupertino Ice Center appeared unlikely to have significantly impacted underlying soil quality.

### Underground Storage Tanks

Two 350 gallon diesel USTs and one 500 gallon waste oil UST were previously located near the JC Penney Automotive Center and were removed in 1989. Two 12,000 gallon gasoline USTs, two 5,000 gallon gasoline USTs, and two 550 gallon oil USTs were removed from the Sears Automotive Center in 1985. As discussed in more detail in Appendix E, soil and groundwater quality studies and soil removal activities subsequently were conducted at these facilities. Residual petroleum hydrocarbons remain in place near the former USTs; however, the reported residual contaminant concentrations generally do not exceed the Water Board's current Tier 1 Environmental Screening Levels (ESLs) or residential screening levels established by the DTSC and EPA. Thus, the residual contaminants do not appear to pose a significant risk. The SCVWD issued case closure letters to JC Penney and Sears in 1994 and 1999, respectively.

A building plan from 1969 for the Sears Automotive Center depicts a 1,000 gallon waste oil UST on the west side of the building. Similarly, the Statewide Environmental Evaluation and Planning System (SWEEPS) UST database lists seven USTs at Sears (the six USTs that were removed in 1985, and the 1,000 gallon waste oil UST). No records pertaining to the removal of a 1,000 gallon waste oil UST were identified. During site reconnaissance, an access cover was observed in the pavement in the vicinity of the waste oil UST depicted on the 1969 building plan. It is possible that the waste oil UST remains on-site.

#### Oil-Water Separators and Acid Neutralization Chamber

At the Sears Automotive Center, an oil-water separator (connected to floor drains within the building) and an acid neutralization chamber (connected to drains within a former battery storage room) were identified. In 1994, the 750 gallon oil-water separator at the JC Penny Automotive Center was steam cleaned and closed in place by filling it with cement grout under Santa Clara County Fire Department (SCCFD) oversight. Based on reported soil sampling data, this separator does not appear to have significantly impacted underlying soil quality.

#### Hydraulic Lifts

Multiple former hydraulic lifts were observed with the service bays at the Sears and JC Penny Automotive Centers. The inner lift cylinders appeared to have been removed and the outer steel casings were filled with concrete (at Sears) and pea gravel (at JC Penney). Some of the associated hydraulic fluid piping appeared to have been removed, while other portions of the piping remains.

#### Lead-Based Paint and Termite Control Pesticides

The Consumer Product Safety Commission banned the use of lead as an additive in paint in 1978. Based on the age of the building(s), lead-based paint may be present. The removal of lead-based paint is not required prior to building demolition if the paint is bonded to the building materials. If the lead-based paint is flaking, peeling, or blistering, however, it should be removed prior to demolition. In either case, applicable OSHA regulations must be followed; these include requirements for worker training, air monitoring and dust control, among others. Any debris containing lead must be disposed appropriately.

Additionally, soil adjacent to structures that are painted with lead-containing paint can become impacted with lead as a result of the weathering and/or peeling of painted surfaces. Soil near wood framed structures also can be impacted by pesticides historically used to control termites. Lead and/or pesticides often are identified in soil near old residences and associated outbuildings, such as those historically located on the southeast portion of the site.

Lead may be present in building materials and in soils where former agricultural buildings were located on-site.

#### Asbestos Containing Building Materials

Due to the age of the on-site structures, building materials may contain asbestos. Friable asbestos is any asbestos containing material (ACM) that, when dry, can be crumbled or pulverized to a powder by hand, allowing asbestos particles to become airborne. Both friable asbestos products and

paint/surface coating materials containing lead were banned in 1978. ACMs are of concern because exposure to ACMs have been linked to cancer.

### Groundwater Monitoring Wells

In 1990, four ground water monitoring wells were installed on-site to evaluate the potential for impacted groundwater from the former USTs at JC Penney. Due to stored construction materials, the reported well locations were not accessible at the time of site reconnaissance; one location appears to be below the parking garage constructed to the south of the JC Penney building.

### Database Search

A review of federal, state, and local regulatory agency databases was completed to evaluate the likelihood of contamination incidents at and near the project site. A list of the database sources reviewed, a description of the sources, and a radius map showing the location of reported facilities relative to the project site are included in Appendix E.

Several past tenants were listed on various regulatory agency databases, including the California Hazardous Material Incident Report System (CHMIRS) database, Emergency Response Notification System (ERNS) database, Emissions Inventory (EMI) database, HAZNET database, and Resource Conservation and Recovery Act (RCRA) database. The listings appear generally consistent with the reported history and past occupancy of the site as summarized above. Sears Automotive Center and JC Penney were listed as closed LUST cases, and on other databases related to the use and storage of hazardous materials.

## **Off-Site**

### Database Search

Based on the information from the database search, no nearby off-site spill incidents were reported that appear likely to significantly impact soil, soil vapor, or groundwater beneath the site. The potential for impact was based on interpretation of the types of incidents, the locations of the reported incidents in relation to the site, and the assumed groundwater flow direction. Refer to Appendix E for more details.

### **3.9.1.3 Other Hazards**

#### **Airports**

The project site is not located within an airport land use plan, within two miles of a public airport or public use airport, or within the vicinity of a private airstrip.

#### **Wildfire Hazard**

The project site is located in an infill, urbanized location and, therefore, is not subject to wildland fires. The project site is not located within a California Department of Forestry and Fire Protection



very high fire hazard severity zone, nor is the project site identified in a wildland urban interface fire area.<sup>65,66</sup>

### **3.9.2 Hazards and Hazardous Materials Impacts**

#### **3.9.2.1 Thresholds of Significance**

For the purposes of this EIR, a hazards and hazardous materials impact is considered significant if the project would:

- Create a significant hazard to the public or the environment through routine transport, use, or disposal of hazardous materials;
- Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment;
- Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school;
- Be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment;
- For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area;
- For a project within the vicinity of a private airstrip, would the project result in a safety hazard for people residing or working in the project area;
- Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan; or
- Expose people or structures to a significant risk of loss, injury or death involving wildland fires, including where wildlands are adjacent to urbanized areas or where residences are intermixed with wildlands.

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<sup>65</sup> City of Cupertino. *General Plan Amendment, Housing Element Update, and Associated Rezoning EIR Volume 1*. June 18, 2014. Page 4.7-15 and Figures 4.7-2 through 4.7-4.

<sup>66</sup> California Department of Forestry and Fire Protection. *Santa Clara County Fire Hazard Severity Zones*. Map. Adopted November 7, 2007. Available at: [http://www.fire.ca.gov/fire\\_prevention/fhsz\\_maps\\_santaclara](http://www.fire.ca.gov/fire_prevention/fhsz_maps_santaclara).

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**Impact HAZ-1: The project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would not create a significant hazard to the public or the environment through routine transport, use, disposal, or foreseeable upset of hazardous materials; or emit hazardous emissions or hazardous materials within one-quarter mile of an existing or proposed school. (Less than Significant Impact with Mitigation Incorporated)**

---

### **Project**

As described in Section 3.9.1.2 (and discussed in more detail in Appendix E: Phase I Environmental Site Assessment), potential on-site sources of contamination relate to historic and/or existing agricultural use, chemical storage and use, underground storage tanks, oil-water separators and acid neutralization chambers, hydraulic lifts, lead-based paint, and ACMs. There is a potential for on-site soil, soil vapor, and groundwater contamination above regulatory screening levels for residential and commercial uses due to historic and existing hazardous materials use, generation, and storage.

Construction of the project (and the General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would result in the demolition of existing structures and excavation up to a maximum depth of 20 to 30 feet for below ground parking. Unless properly handled and disposed of, the removal and transport of on-site hazardous materials could present a risk to the environment (including LP Collins Elementary School/Bright Horizons at Cupertino Pre-School, which are within 0.25 miles of the project site to the west), construction workers, and future occupants.

The proposed project (and project alternatives) do not propose any on-site use of hazardous materials other than small quantities of herbicides and pesticides for landscaping maintenance and cleaning and pool chemicals. The use, storage, and transportation and disposal of pool cleaning and maintenance chemicals would be managed in accordance with federal, state, and local laws and regulations that ensure on-site use, storage, transportation and disposal of chemicals will result in a less than significant impact. These laws and regulation include the Hazardous Materials Transportation Act which protects the public and environment from the risks associated with the transportation of hazardous materials, Department of Transportation 49 Code of Federal Regulations [CFR] 173.3 which specify how hazardous materials are to be contained, EPA 40 CFR 264.175 which specifies how hazardous materials are to be contained, and OSHA 29 CFR 1910.106 (e)(2)(iii) which specifies how hazardous materials are to be transferred safely. No other routine use, storage, transportation, or disposal of hazardous materials is anticipated as part of the project (and project alternatives).

### **Mitigation Measures:**

**MM HAZ-1.1:** A Site Management Plan (SMP) and Health and Safety Plan (HSP) shall be prepared and implemented for demolition and redevelopment activities under the proposed project (and the General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative). The purpose of the SMP and HSP is to establish appropriate management practices for handling impacted soil, soil vapor, and groundwater or other materials that may potentially be encountered during construction activities, especially in areas of former

hazardous materials storage and use, and the profiling of soil planned for off-site disposal and/or reuse on-site. The SMP shall document former and suspect UST locations, hazardous materials transfer lines, oil-water separators, neutralization chambers, and hydraulic lifts, etc. The SMP shall also identify the protocols for accepting imported fill materials, if needed. The SMP shall be submitted to the City and CCDEH for approval prior to commencement of construction (including demolition) activities.

**MM HAZ-1.2:** The site contains equipment and facilities associated with past activities that are known to or may contain residual hazardous materials. The following measures shall be implemented under the proposed project (and the General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) during building demolition and shall be indicated on demolition plans:

- Sears and JC Penney Automotive Centers:
  - Sears: Remnant piping that appears to have formerly distributed grease, oil and transmission fluid from storage locations to the service bays located along interior building walls, ceilings and within the basement shall be properly removed and disposed, and stains and residual oil shall be cleaned from the interior building surfaces. This work shall be coordinated with the SCCFD.
  - Sears: The below ground oil-water separator (connected to floor drains within the building) and an acid neutralization chamber (connected to drains within a former battery storage room) shall be cleaned and removed. This work shall be coordinated with the SCCFD and SCCDEH. Soil quality below each of the structures shall be evaluated via sampling and laboratory analyses.
  - Sears: The potential presence of a waste oil UST shall be further investigation by removing the access cover and, if uncertainty remains, the subsequent performance of a geophysical survey. If a UST is identified, it shall be removed in coordination with the SCCFD and SCCDEH, and underlying soil quality shall be evaluated. If no UST is identified, soil quality at the location of the waste oil UST, as depicted on the 1969 building plan, shall be evaluated via the collection of soil samples from borings for laboratory analyses.
  - Sears and JC Penney: Each of the below-ground lift casings and any associated hydraulic fluid piping and reservoirs from hydraulic lifts shall be removed and properly disposed. An Environmental Professional shall be retained to observe the removal activities and, if evidence of leakage is identified, soil sampling and laboratory analyses shall be conducted.
  - JC Penney: The 750 gallon oil-water separator shall be properly removed and appropriately disposed during redevelopment activities.

- Existing staining and spilled oil on-site, including at the Sears Automotive Center and Cupertino Ice Center, shall be properly cleaned. When these facilities are demolished, an Environmental Professional shall be present to observe underlying soil for evidence of potential impacts and, if observed, collect soil samples for laboratory analyses.
- If the lead-based paint on-site is flaking, peeling, or blistering, it shall be removed prior to demolition. Applicable OSHA regulations shall be followed; these include requirements for worker training and air monitoring and dust control. Any debris containing lead shall be disposed appropriately.
- An asbestos survey shall be completed of the buildings prior to their demolition in accordance with the National Emissions Standards for Hazardous Air Pollutants (NESHAP) guidelines. NESHAP guidelines require the removal of potentially friable ACMs prior to building demolition or renovation that may disturb the ACM.
- Once existing buildings and improvements are removed, soil sampling shall be completed to evaluate if agricultural chemicals and lead are present. The agricultural pesticide sampling shall focus on former orchard and row crop areas, as well as in the vicinity of outbuilding (barns and sheds) that were formerly located of the southeast portion of the site. Testing for lead contamination shall be completed at the former structure locations. The sampling, which shall follow commonly accepted environmental protocols, shall be performed prior to soil excavation activities in order to appropriately profile the soil for off-haul to a disposal facility. The analytical data shall be compared to either residential screening levels and/or the specific acceptance criteria of the accepting facility. If this soil is planned to be reused on-site, it shall be compared to residential screening levels and/or natural background levels of metals.

**MM HAZ-1.3:** Prior to issuance of demolition and/or grading permits, groundwater monitoring wells shall be properly destroyed in accordance with the SCVWD Ordinance 90-1.

**MM HAZ-1.4:** As part of the facility closure process for occupants that use and/or store hazardous materials, the SCCFD and SCCDEH typically require that a closure plan be submitted by the occupant that describes required closure activities, such as removal of remaining hazardous materials, cleaning of hazardous material handling equipment, decontamination of building surfaces, and waste disposal practices, among others. Facility closures shall be coordinated with the Fire Department and SCCDEH to ensure that required closure activities are completed prior to issuance of demolition and/or grading permits.

Implementation of the proposed project (and General Plan Buildout with Maximum Residential Alternative, and Retail and Residential Alternative), with the implementation of mitigation measures MM HAZ-1.1 through -1.4, would reduce on-site hazardous materials impacts from demolition,

excavation, and construction to a less than significant level by creating and implementing an SMP and HSP to establish practices for properly handling contaminated materials, implementing measures during demolition activities to identify, remove, and clean up hazardous materials on-site, properly closing groundwater monitoring wells, and obtaining site closure from regulatory agencies. **(Less Than Significant Impact with Mitigation Measures Incorporated)**

#### **General Plan Buildout with Maximum Residential Alternative**

The General Plan Buildout with Maximum Residential Alternative would result in the same hazardous materials impacts as described above for the proposed project. See Impact HAZ-1 and mitigation measures MM HAZ-1.1 through -1.4. **(Less than Significant Impact with Mitigation Incorporated)**

#### **Retail and Residential Alternative**

The Retail and Residential Alternative would result in the same hazardous materials impacts as described above for the proposed project. See Impact HAZ-1 and mitigation measures MM HAZ-1.1 through -1.4. **(Less than Significant Impact with Mitigation Incorporated)**

#### **Occupied/Re-Tenanted Mall Alternative**

The Occupied/Re-Tenanted Mall Alternative assumes no buildings would be demolished. This alternative would include exterior and interior tenant improvements, however. The exterior and interior building improvements would be subject to the existing regulations of the SCCFD, SCCDEH, OSHA, NESHAP, and SCVWD, as described above for the proposed project.

A discussion of this alternative is provided in the EIR for informational purposes only. This alternative is a permitted land use, and can be implemented without further discretionary approvals from the City or environmental review under CEQA. **(Less than Significant Impact: Not a CEQA Impact)**

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**Impact HAZ-2: The project (and project alternatives) is located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5; however, the project (and project alternatives) would not create a significant hazard to the public or the environment as a result. (Less than Significant Impact)**

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#### **Project and All Project Alternatives**

The project site does not contain any open hazardous materials cases listed on the Cortese list databases, although the closed UST cases at the Sears Automotive Center and JC Penney are identified. Therefore, the existence of a Cortese list site in the Specific Plan area would not result in any hazardous material impacts different from the impacts discussed in Impact HAZ-1. **(Less than Significant Impact)**



# EXHIBIT 10

<b>TYPE OF SERVICES</b>	Phase I Environmental Site Assessment
<b>LOCATION</b>	Vallco Special Area Specific Plan Parcels Cupertino, California
<b>CLIENT</b>	David J. Powers & Associates
<b>PROJECT NUMBER</b>	118-71-2
<b>DATE</b>	February 26, 2018



ENVIRONMENTAL

<b>Type of Services</b>	<b>Phase I Environmental Site Assessment</b>
<b>Location</b>	<b>Vallco Special Area Specific Plan Parcels Cupertino, California</b>
<b>Client</b>	<b>David J. Powers &amp; Associates</b>
<b>Client Address</b>	<b>1871 The Alameda, Suite 200 San Jose, California 95126</b>
<b>Project Number</b>	<b>118-71-2</b>
<b>Date</b>	<b>February 26, 2018</b>

**Prepared by** 

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**Stason I. Foster, P.E.**  
Senior Project Engineer

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**Ron L. Helm, C.E.G.**  
Senior Principal Geologist



## EXECUTIVE SUMMARY

A search of available environmental records was conducted by Environmental Data Resources, Inc (EDR). The report was designed to assist parties seeking to meet the search requirements of EPA's Standards and Practices for All Appropriate Inquiries (40 CFR Part 312), the ASTM Standard Practice for Environmental Site Assessments (E 1527-13), the ASTM Standard Practice for Environmental Site Assessments for Forestland or Rural Property (E 2247-16), the ASTM Standard Practice for Limited Environmental Due Diligence: Transaction Screen Process (E 1528-14) or custom requirements developed for the evaluation of environmental risk associated with a parcel of real estate.

### TARGET PROPERTY INFORMATION

#### ADDRESS

10123 NORTH WOLFE ROAD  
CUPERTINO, CA 95014

#### COORDINATES

Latitude (North): 37.3281520 - 37° 19' 41.34"  
Longitude (West): 122.0149170 - 122° 0' 53.70"  
Universal Transverse Mercator: Zone 10  
UTM X (Meters): 587274.0  
UTM Y (Meters): 4131527.2  
Elevation: 182 ft. above sea level

### USGS TOPOGRAPHIC MAP ASSOCIATED WITH TARGET PROPERTY

Target Property Map: 5640178 CUPERTINO, CA  
Version Date: 2012  
  
East Map: 5640416 SAN JOSE WEST, CA  
Version Date: 2012

### AERIAL PHOTOGRAPHY IN THIS REPORT

Portions of Photo from: 20140606  
Source: USDA

MAPPED SITES SUMMARY

Target Property Address:  
10123 NORTH WOLFE ROAD  
CUPERTINO, CA 95014

Click on Map ID to see full detail.

MAP ID	SITE NAME	ADDRESS	DATABASE ACRONYMS	RELATIVE ELEVATION	DIST (ft. & mi.) DIRECTION
A1	J.C. PENNEY	10150 N WOLFE RD	FINDS		TP
A2		VALCO FASHION PARK,	CHMIRS		TP
A3	SEARS AUTOMOTIVE CEN	10123 WOLFE RD N	RGA LUST		TP
A4	SEARS AUTOMOTIVE CEN	10101 N WOLFE RD	RGA LUST		TP
A5	SEARS AUTOMOTIVE CEN	10123 N WOLFE RD	RGA LUST		TP
A6	JC PENNEY	10150 WOLFE	HIST CORTESE		TP
A7	MACY'S VALCO	10333 N WOLFE ROAD	FINDS		TP
A8	JC PENNEYS	10150 N WOLFE RD	HAZNET		TP
A9	MACY'S (VALCO #341)	10333 N WOLFE ROAD	CHMIRS, EMI		TP
A10		10123 NORTH WOLFE RD	CHMIRS, HIST CORTESE		TP
A11	JC PENNY COMPANY, ST	10150 N WOLFE ROAD	FINDS		TP
A12	VALLCO SHOPPING MALL	10123 N WOLFE RD.	HAZNET		TP
A13	MACY'S WEST 124A	10333 WOLFE RD	HAZNET		TP
A14	BATH & BODY WORKS	10123 WOLFE RD STE 2	HAZNET		TP
A15	VALLCO FASHION PARK	10123 N WOLFE RD	CUPA Listings, HAZNET		TP
A16	R JACOBS GROUP	10123 NO WOLFE RD #2	HAZNET		TP
A17	KITS CAMERAS ONE HR	10123 N WOLFE RD STE	RCRA-SQG, FINDS, ECHO		TP
A18	J. C. PENNEY CO., IN	10150 N WOLFE RD	LUST, HIST LUST, SWEEPS UST, CA FID UST		TP
A19	JC PENNEY #427	10150 N WOLFE RD	FINDS		TP
A20	SEARS ROEBUCK & CO	10101 WOLFE RD	RCRA-SQG, LUST, HIST LUST, SWEEPS UST, HIST UST,...		TP
A21	JC PENNEY	10150 N WOLFE RD	RGA LUST		TP
A22	JC PENNEY	10150 WOLFE RD N	RGA LUST		TP
A23	J.C. PENNEY	10150 N WOLFE RD	RGA LUST		TP
A24	VALLCO DENTAL CARE	10101 WOLFE RD	FINDS		TP
A25	ALEXANDER'S STEAKHOU	10330 N WOLFE RD	FINDS		TP
A26	J.C. PENNEY	10150 N WOLFE RD	RGA LUST		TP
A27	VALLCO GENERATOR ROO	10123 N WOLFE RD	FINDS		TP
A28	SEARS AUTO CENTER	10101 WOLFE RD	AST		TP
A29		10333 NORTH WOLFE RD	ERNS		TP
A30		10123 WOLF RD	ERNS		TP
A31	VALLCO FASHION PARK	10123 N WOLFE RD STE	RCRA-SQG, FINDS, ECHO, HAZNET		TP
A32	SEARS AUTOMOTIVE CEN	10101 N WOLFE RD	FINDS		TP
A33	ICE CENTER ENTERPRIS	10123 N WOLFE RD	HAZNET		TP
A34	SEARS #1468/6939	10101 N WOLFE RD	LUST, HIST UST, FINDS, ECHO		TP
A35	ICE CHALET VALLCO	10123 N WOLFE RD	FINDS		TP
A36	THE PICTURE PEOPLE I	10123 N WOLFE RD UNI	FINDS		TP
A37	JC PENNY COMPANY, ST	10150 N WOLFE ROAD	EMI		TP
A38	MACY'S VALCO	10333 N WOLFE ROAD	EMI		TP
A39	FOX PHOTO INC	10123 N WOLFE RD	HAZNET		TP

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MAP ID	SITE NAME	ADDRESS	DATABASE ACRONYMS	RELATIVE ELEVATION	DIST (ft. & mi.) DIRECTION
A40	KITS CAMERA #51	10123 N WOLFE RD	HAZNET		TP
A41	EXPRESSLY PORTRAITS	10123 NO WOLFE RD #2	HAZNET		TP
A42	THE PICTURE PEOPLE I	10123 N WOLFE RD UNI	HAZNET		TP
A43	MACY'S DEPARTMENT ST	10333 N WOLFE RD	FINDS		TP
A44	J.C. PENNEY	10150 N WOLFE RD	LUST, HIST UST		TP
Reg	INTERSIL INC	10900 N TANTAU AVENU	NPL, SEMS, RCRA-SQG, US ENG CONTROLS, ENVIROSTOR	Same	2372, 0.449, NE
45	THE PICTURE PEOPLE	19123 N WOLFE RD MS	RCRA-SQG, FINDS, ECHO	Higher	1 ft.
B46	ENTERPRISE CONTROLS	10045 ESTATES DR	EDR Hist Cleaner	Higher	165, 0.031, South
B47	ONE HOUR CLEANERS BY	10045 E ESTATES DR	RCRA-SQG, FINDS, ECHO, DRYCLEANERS, HAZNET	Higher	165, 0.031, South
B48	ONE HOUR CLEANERS BY	10045 ESTATES DR	CUPA Listings	Higher	165, 0.031, South
B49	ESTATES MOBILE SERVI	19550 STEVENS CREEK	EDR Hist Auto	Higher	196, 0.037, South
B50	TOSCO #11220	19550 STEVENS CREEK	LUST, HIST LUST	Higher	196, 0.037, South
B51	VALLCO 76 #112220-30	19550 STEVENS CREEK	UST	Higher	196, 0.037, South
B52	MOBIL	19550 STEVENS CREEK	LUST, HIST LUST, SWEEPS UST, EMI, HIST CORTESE	Higher	196, 0.037, South
B53	MOBIL SERVICE STATIO	19550 STEVENS CREEK	HIST UST	Higher	196, 0.037, South
B54	PLATINUM ENERGY #261	19550 STEVENS CREEK	LUST, SWEEPS UST, CA FID UST, CUPA Listings	Higher	196, 0.037, South
B55	TOSCO NORTHWEST CO N	19550 STEVENS CREEK	RCRA-SQG, FINDS, ECHO	Higher	196, 0.037, South
C56	TANDEM COMPUTERS LOC	19333 VALLCO PARKWAY	SEMS-ARCHIVE, RCRA-LQG, SWEEPS UST, HIST UST, CA...	Higher	211, 0.040, SE
C57	APPLE INC	19333 VALLCO PY	AST	Higher	211, 0.040, SE
C58	APPLE, INC.	19333 VALLCO PARKWAY	RCRA-LQG	Higher	211, 0.040, SE
C59	APPLE INC	19333 VALLCO PARKWAY	SLIC, BROWNFIELDS, HIST UST, EMI	Higher	211, 0.040, SE
D60	HOLIDAY CLEANERS	19720 STEVENS CREEK	EDR Hist Cleaner	Higher	230, 0.044, SSW
D61	HOLIDAY CLEANERS OF	19720 STEVENS CREEK	FINDS, DRYCLEANERS, EMI	Higher	235, 0.045, SSW
D62	WARDROB CUSTOM CLEAN	19705 STEVENS CRK BL	RCRA-SQG, FINDS, ECHO	Higher	260, 0.049, SSW
D63	MELS CLEANERS	19705 STEVNS CRK BD	EDR Hist Cleaner	Higher	260, 0.049, SSW
E64	BUSHMAN GERALD R	19480 STEVENS CREEK	EDR Hist Auto	Higher	292, 0.055, South
E65	ALLAN DOMASH	19480 STEVENS CREEK	LUST, AST, CA FID UST, CUPA Listings	Higher	292, 0.055, South
E66	JIFFY-LUBE	19480 STEVENS CREEK	AST	Higher	292, 0.055, South
E67	SHELL	19480 STEVENS CREEK	LUST, HIST LUST, HIST CORTESE	Higher	292, 0.055, South
E68	ALLAN DOMASH	19480 STEVENS CREEK	SWEEPS UST, HIST UST	Higher	292, 0.055, South
B69	ANNE E MURRAY DDS	10055 MILLER AV 104	CUPA Listings	Higher	355, 0.067, South
B70	DRS LIN & LO DMD INC	10055 MILLER AV 101	CUPA Listings, HAZNET	Higher	355, 0.067, South
71	HEWLETT-PACKARD COMP	190447 PRUNERIDGE AV	CA FID UST	Lower	620, 0.117, NNW
72	STEFFEN WILLIAM CHEV	19795 STEVENS CREEK	EDR Hist Auto	Higher	625, 0.118, SW
F73	ROBERT F HARLEY DDS	10055 N PORTAL AV 13	CUPA Listings	Higher	725, 0.137, SW
F74	THEODORE A FLOOR DDS	10055 N PORTAL AV 10	CUPA Listings	Higher	725, 0.137, SW
G75	CVS PHARMACY #17687	19499 STEVENS CREEK	RCRA-CESQG	Higher	869, 0.165, SSE
G76	CVS PHARMACY #17687	19499 STEVENS CREEK	CUPA Listings, HAZNET	Higher	869, 0.165, SSE
G77	TARGET STORE T3224	19499 STEVENS CREEK	RCRA-SQG, FINDS, ECHO	Higher	869, 0.165, SSE



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MAP ID	SITE NAME	ADDRESS	DATABASE ACRONYMS	RELATIVE ELEVATION	DIST (ft. & mi.) DIRECTION
H78	DIGITAL EQUIPMENT CO	10500 RIDGEVIEW CT.	RCRA-SQG, FINDS, ECHO, EMI, HAZNET	Lower	892, 0.169, East
H79	GEBEX CORPORATION	10500 RIDGEVIEW COUR	RCRA NonGen / NLR	Lower	892, 0.169, East
H80	MICROMODULE SYSTEMS	10500 RIDGEVIEW CT S	RCRA-SQG	Lower	892, 0.169, East
G81	APPLE - VALLCO PARKW	19319 STEVENS CREEK	AST	Lower	996, 0.189, SE
G82	APPLE - VALLCO PARKW	19319 STEVENS CREEK	CUPA Listings	Lower	996, 0.189, SE
83	APPLE INC	19191 VALLCO PKWY	RCRA-SQG, HAZNET	Higher	1122, 0.213, ESE
I84	MIRIAM R ACOSTA DDS	19286 STEVENS CREEK	CUPA Listings	Higher	1196, 0.227, SE
I85	MICHAEL SCHUCK DDS	19260 STEVENS CREEK	CUPA Listings	Higher	1225, 0.232, SE
J86	HEWLETT PACKARD CICO	10900 N WOLFE RD	SEMS-ARCHIVE, RCRA-SQG	Lower	1551, 0.294, North
87	AMPEX CUPERTINO FACI	10435 N TANTAU AVE	SEMS-ARCHIVE, ENVIROSTOR	Lower	1611, 0.305, East
K88	SHELL SERVICE STATIO	19990 STEVENS CREEK	RCRA-SQG, LUST, FINDS, ECHO, HAZNET	Higher	1622, 0.307, SW
K89	SHELL	19990 STEVENS CREEK	LUST, HIST LUST, HIST CORTESE	Higher	1622, 0.307, SW
K90	SHELL	19990 STEVENS CREEK	LUST, HIST UST, Notify 65	Higher	1622, 0.307, SW
J91	SCR-HEWLETT PKRD-WOL	10900 WOLFE	HIST CORTESE	Lower	1630, 0.309, North
J92	HEWLETT PKRD-WOLFE R	10900 WOLFE ROAD, BL	Cortese, ENF	Lower	1630, 0.309, North
J93	HEWLETT-PACKARD COMP	10900 WOLFE RD	SLIC, SWEEPS UST	Lower	1630, 0.309, North
J94	APPLE COMPUTER CORP	10900 WOLFE ROAD	SLIC, EMI, ENF, NPDES	Lower	1630, 0.309, North
L95	FIRST DEVELOPMENT CO	19140 STEVENS CREEK	LUST, HIST LUST, HIST CORTESE	Higher	1732, 0.328, SE
L96	FIRST DEVELOPMENT CO	19110 STEVENS CREEK	LUST, HIST LUST, HIST CORTESE	Higher	1770, 0.335, SE
97	VALLCO BUILDING 80	10432 N. TANTAU AVEN	ENVIROSTOR	Lower	1786, 0.338, ENE
98	HEWLETT PACKARD MANZ	19111 PRUNERIDGE	LUST, HIST CORTESE	Lower	1901, 0.360, ENE
99	CUPERTINO VILLAGE CL	10989 NORTH WOLFE RO	ENVIROSTOR, VCP	Lower	1997, 0.378, North
M100	ROTTEN ROBBIE NO. 25	19030 STEVENS CREEK	LUST, HIST LUST	Higher	2189, 0.415, SE
M101	ROTTEN ROBBIE #25	19030 STEVENS CREEK	LUST, HIST UST, CUPA Listings	Higher	2189, 0.415, SE
N102	SHELL	11111 WOLFE RD	LUST, HIST LUST, HIST CORTESE	Lower	2300, 0.436, North
103	CHEVRON #9-4703	19998 HOMESTEAD RD	LUST, HIST LUST, HIST CORTESE	Lower	2340, 0.443, North
N104	ARCO #6091	1697 WOLFE RD	LUST, HIST CORTESE	Lower	2561, 0.485, North
N105	ARCO #6091	1697 WOLFE RD	LUST, HIST LUST	Lower	2561, 0.485, North
106	PG&E	10900 NORTH BLANEY A	LUST	Higher	2576, 0.488, NW
O107	BP/TOSCO STATION #11	1698 S WOLFE RD	LUST, HIST LUST	Lower	2616, 0.495, North
O108	MOBIL	1698 WOLFE RD	LUST, HIST LUST, HIST CORTESE	Lower	2616, 0.495, North
O109	MOBIL SERVICE STATIO	1698 S WOLFE RD	LUST, HIST UST	Lower	2616, 0.495, North
O110	BP OIL #11230	1698 S WOLFE RD	LUST, SWEEPS UST, HIST UST, CA FID UST	Lower	2616, 0.495, North
111	SEDGWICK ELEMENTARY	10480 FINCH AVENUE	ENVIROSTOR, LUST, HIST LUST, SCH, HIST CORTESE	Higher	3006, 0.569, SSE
112	INTERSIL/SIEMENS	(INTERSIL) 10900 TAN	CA BOND EXP. PLAN	Lower	3148, 0.596, NE
113	SIEMENS COMPONENTS,	19000 HOMESTEAD ROAD	ENVIROSTOR, SLIC, DEED, Cortese, ENF, HIST CORTESE	Lower	3621, 0.686, NE
P114	AMI	3800 HOMESTEAD RD	RESPONSE, ENVIROSTOR, LUST, SLIC, DEED, Cortese,...	Lower	4025, 0.762, NE
P115	AMERICAN MICRO SYSTE	3800 HOMESTEAD ROAD	EMI, HWP	Lower	4025, 0.762, NE
116	HEWLETT PACKARD CO	5301 STEVENS CREEK B	SEMS-ARCHIVE, RCRA-TSDF, RCRA-SQG, ENVIROSTOR,...	Lower	4026, 0.762, ESE

MAPPED SITES SUMMARY

Target Property Address:  
10123 NORTH WOLFE ROAD  
CUPERTINO, CA 95014

Click on Map ID to see full detail.

MAP ID	SITE NAME	ADDRESS	DATABASE ACRONYMS	RELATIVE ELEVATION	DIST (ft. & mi.) DIRECTION
<a href="#">Q117</a>	FOUR-PHASE SYSTEMS I	10700 N DE ANZA BLVD	ENVIROSTOR	Higher	4546, 0.861, WNW
<a href="#">Q118</a>	MOTOROLA FOUR PHASE	10700 N DE ANZA BLVD	CORRACTS, RCRA-TSDF, RCRA-SQG, FINDS, ECHO	Higher	4546, 0.861, WNW
<a href="#">Q119</a>	SAME AS ABOVE	10700 N DE ANZA BLVD	HIST UST, HWP	Higher	4546, 0.861, WNW

## EXECUTIVE SUMMARY

### TARGET PROPERTY SEARCH RESULTS

The target property was identified in the following records. For more information on this property see page 8 of the attached EDR Radius Map report:

Site	Database(s)	EPA ID
J.C. PENNEY 10150 N WOLFE RD CUPERTINO, CA 95014	FINDS Registry ID:: 110065601575	N/A
VALCO FASHION PARK, VALCO FASHION PARK, CUPERTINO, CA 95126	CHMIRS OES Incident Number: 9-3604	N/A
SEARS AUTOMOTIVE CEN 10123 WOLFE RD N CUPERTINO, CA	RGA LUST	N/A
SEARS AUTOMOTIVE CEN 10101 N WOLFE RD SANTA CLARA, CA	RGA LUST	N/A
SEARS AUTOMOTIVE CEN 10123 N WOLFE RD CUPERTINO, CA	RGA LUST	N/A
JC PENNEY 10150 WOLFE CUPERTINO, CA 95014	HIST CORTESE Reg Id: 43-0743	N/A
MACY'S VALCO 10333 N WOLFE ROAD CUPERTINO, CA 95014	FINDS Registry ID:: 110058301733	N/A
JC PENNEYS 10150 N WOLFE RD CUPERTINO, CA 95014	HAZNET GEPaid: CAC002594415	N/A
MACY'S (VALCO #341) 10333 N WOLFE ROAD CUPERTINO, CA 95014	CHMIRS OES Incident Number: 9-4927  EMI Facility Id: 16354	N/A
10123 NORTH WOLFE RD 10123 NORTH WOLFE RD CUPERTINO, CA 95014	CHMIRS	N/A

## EXECUTIVE SUMMARY

	OES Incident Number: 4-4549 HIST CORTESE Reg Id: 43-1252	
JC PENNY COMPANY, ST 10150 N WOLFE ROAD CUPERTINO, CA 95014	FINDS Registry ID:: 110058362828	N/A
VALLCO SHOPPING MALL 10123 N WOLFE RD. CUPERTINO, CA 95014	HAZNET GEPaid: CAC002789767	N/A
MACY'S WEST 124A 10333 WOLFE RD CUPERTINO, CA 95014	HAZNET GEPaid: CAL000195656 GEPaid: CAC002136641	N/A
BATH & BODY WORKS 10123 WOLFE RD STE 2 CUPERTINO, CA 95014	HAZNET GEPaid: CAC002252209	N/A
VALLCO FASHION PARK 10123 N WOLFE RD CUPERTINO, CA 95014	CUPA Listings Database: CUPA SANTA CLARA, Date of Government Version: 11/14/2017 HAZNET GEPaid: CAC002312793 GEPaid: CAC002720369	N/A
R JACOBS GROUP 10123 NO WOLFE RD #2 CUPERTINO, CA 95014	HAZNET GEPaid: CAC002344807	N/A
KITS CAMERAS ONE HR 10123 N WOLFE RD STE CUPERTINO, CA 95014	RCRA-SQG EPA ID:: CAD983646282 FINDS Registry ID:: 110009550164 ECHO Registry ID: 110009550164	CAD983646282
J. C. PENNEY CO., IN 10150 N WOLFE RD CUPERTINO, CA 95014	LUST Database: LUST SANTA CLARA, Date of Government Version: 03/03/2014 Database: LUST REG 2, Date of Government Version: 09/30/2004 Facility Status: Case Closed Date Closed: 09/01/1994	N/A

## EXECUTIVE SUMMARY

	<p>SCVWD ID: 07S1W18B01F  date9: 9/1/1994</p> <p>HIST LUST  SCVWD ID: 07S1W18B01</p> <p>SWEEPS UST  Comp Number: 37048</p> <p>CA FID UST  Facility Id: 43000857  Status: I</p>	
JC PENNEY #427 10150 N WOLFE RD CUPERTINO, CA 95014	<p>FINDS  Registry ID:: 110065022237</p>	N/A
SEARS ROEBUCK & CO 10101 WOLFE RD CUPERTINO, CA 95014	<p>RCRA-SQG  EPA ID:: CAD983590241</p> <p>LUST  Database: LUST REG 2, Date of Government Version: 09/30/2004  Database: LUST, Date of Government Version: 12/11/2017  Status: Completed - Case Closed  Facility Status: Case Closed  Global Id: T0608552828  date9: 12/6/1999</p> <p>HIST LUST  SCVWD ID: 07S1W18G01</p> <p>SWEEPS UST  Comp Number: 7020</p> <p>HIST UST  Facility Id: 00000007020</p> <p>CA FID UST  Facility Id: 43007398  Status: I</p>	CAD983590241
JC PENNEY 10150 N WOLFE RD CUPERTINO, CA	<p>RGA LUST</p>	N/A
JC PENNEY 10150 WOLFE RD N CUPERTINO, CA	<p>RGA LUST</p>	N/A
J.C. PENNEY 10150 N WOLFE RD SANTA CLARA, CA	<p>RGA LUST</p>	N/A
VALLCO DENTAL CARE 10101 WOLFE RD CUPERTINO, CA 95014	<p>FINDS</p>	N/A

## EXECUTIVE SUMMARY

Registry ID:: 110065865969

<p>ALEXANDER'S STEAKHOU 10330 N WOLFE RD CUPERTINO, CA 95014</p>	<p>FINDS Registry ID:: 110065261399</p>	<p>N/A</p>
<p>J.C. PENNEY 10150 N WOLFE RD CUPERTINO, CA</p>	<p>RGA LUST</p>	<p>N/A</p>
<p>VALLCO GENERATOR ROO 10123 N WOLFE RD CUPERTINO, CA 95014</p>	<p>FINDS Registry ID:: 110065272225</p>	<p>N/A</p>
<p>SEARS AUTO CENTER 10101 WOLFE RD CUPERTINO, CA</p>	<p>AST</p>	<p>N/A</p>
<p>10333 NORTH WOLFE RD 10333 NORTH WOLFE RD CUPERTINO, CA</p>	<p>ERNS NRC Report #: 506252</p>	<p>N/A</p>
<p>10123 WOLF RD 10123 WOLF RD COOPERTINO, CA 95014</p>	<p>ERNS NRC Report #: 347247</p>	<p>N/A</p>
<p>VALLCO FASHION PARK 10123 N WOLFE RD STE CUPERTINO, CA 95014</p>	<p>RCRA-SQG EPA ID:: CAR000038307  FINDS Registry ID:: 110009553296  ECHO Registry ID: 110009553296  HAZNET GEPaid: CAR000038307</p>	<p>CAR000038307</p>
<p>SEARS AUTOMOTIVE CEN 10101 N WOLFE RD CUPERTINO, CA 95014</p>	<p>FINDS Registry ID:: 110065321440</p>	<p>N/A</p>
<p>ICE CENTER ENTERPRIS 10123 N WOLFE RD CUPERTINO, CA 95014</p>	<p>HAZNET</p>	<p>N/A</p>



## EXECUTIVE SUMMARY

GEPaid: CAC002663441

SEARS #1468/6939  
10101 N WOLFE RD  
CUPERTINO, CA 95014

LUST N/A  
Database: LUST SANTA CLARA, Date of Government Version: 03/03/2014  
Date Closed: 12/06/1999  
SCVWD ID: 07S1W18G01F

HIST UST  
FINDS  
Registry ID:: 110055823541  
Registry ID:: 110019006332

ECHO  
Registry ID: 110019006332

ICE CHALET VALLCO  
10123 N WOLFE RD  
CUPERTINO, CA 95014

FINDS N/A  
Registry ID:: 110066589515

THE PICTURE PEOPLE I  
10123 N WOLFE RD UNI  
CUPERTINO, CA 95014

FINDS N/A  
Registry ID:: 110018963754

JC PENNY COMPANY, ST  
10150 N WOLFE ROAD  
CUPERTINO, CA 95014

EMI N/A  
Facility Id: 16390

MACY'S VALCO  
10333 N WOLFE ROAD  
CUPERTINO, CA 95014

EMI N/A  
Facility Id: 16354

FOX PHOTO INC  
10123 N WOLFE RD  
CUPERTINO, CA 95014

HAZNET N/A  
GEPaid: CAL000076804

KITS CAMERA #51  
10123 N WOLFE RD  
CUPERTINO, CA 95014

HAZNET N/A  
GEPaid: CAD983646282

EXPRESSLY PORTRAITS  
10123 NO WOLFE RD #2  
CUPERTINO, CA 95014

HAZNET N/A  
GEPaid: CAL000063431

THE PICTURE PEOPLE I  
10123 N WOLFE RD UNI  
CUPERTINO, CA 95014

HAZNET N/A

## EXECUTIVE SUMMARY

GEPAID: CAD983667304

MACY'S DEPARTMENT ST  
10333 N WOLFE RD  
CUPERTINO, CA 95014

FINDS  
Registry ID:: 110066098822

N/A

J.C. PENNEY  
10150 N WOLFE RD  
CUPERTINO, CA 95014

LUST  
Database: LUST, Date of Government Version: 12/11/2017  
Status: Completed - Case Closed  
Global Id: T0608500770  
  
HIST UST  
Facility Id: 00000037048

N/A

### DATABASES WITH NO MAPPED SITES

No mapped sites were found in EDR's search of available ("reasonably ascertainable ") government records either on the target property or within the search radius around the target property for the following databases:

### STANDARD ENVIRONMENTAL RECORDS

#### ***Federal NPL site list***

Proposed NPL..... Proposed National Priority List Sites  
NPL LIENS..... Federal Superfund Liens

#### ***Federal Delisted NPL site list***

Delisted NPL..... National Priority List Deletions

#### ***Federal CERCLIS list***

FEDERAL FACILITY..... Federal Facility Site Information listing

#### ***Federal RCRA non-CORRACTS TSD facilities list***

RCRA-TSDF..... RCRA - Treatment, Storage and Disposal

#### ***Federal institutional controls / engineering controls registries***

LUCIS..... Land Use Control Information System  
US INST CONTROL..... Sites with Institutional Controls

#### ***State and tribal landfill and/or solid waste disposal site lists***

SWF/LF..... Solid Waste Information System

# EXECUTIVE SUMMARY

## **State and tribal leaking storage tank lists**

INDIAN LUST..... Leaking Underground Storage Tanks on Indian Land

## **State and tribal registered storage tank lists**

FEMA UST..... Underground Storage Tank Listing  
INDIAN UST..... Underground Storage Tanks on Indian Land

## **State and tribal voluntary cleanup sites**

INDIAN VCP..... Voluntary Cleanup Priority Listing

## **ADDITIONAL ENVIRONMENTAL RECORDS**

### **Local Brownfield lists**

US BROWNFIELDS..... A Listing of Brownfields Sites

### **Local Lists of Landfill / Solid Waste Disposal Sites**

WMUDS/SWAT..... Waste Management Unit Database  
SWRCY..... Recycler Database  
HAULERS..... Registered Waste Tire Haulers Listing  
INDIAN ODI..... Report on the Status of Open Dumps on Indian Lands  
DEBRIS REGION 9..... Torres Martinez Reservation Illegal Dump Site Locations  
ODI..... Open Dump Inventory  
IHS OPEN DUMPS..... Open Dumps on Indian Land

### **Local Lists of Hazardous waste / Contaminated Sites**

US HIST CDL..... Delisted National Clandestine Laboratory Register  
SCH..... School Property Evaluation Program  
CDL..... Clandestine Drug Labs  
Toxic Pits..... Toxic Pits Cleanup Act Sites  
US CDL..... National Clandestine Laboratory Register

### **Local Land Records**

LIENS..... Environmental Liens Listing  
LIENS 2..... CERCLA Lien Information  
DEED..... Deed Restriction Listing

### **Records of Emergency Release Reports**

HMIRS..... Hazardous Materials Information Reporting System  
LDS..... Land Disposal Sites Listing  
MCS..... Military Cleanup Sites Listing  
SPILLS 90..... SPILLS 90 data from FirstSearch

### **Other Ascertainable Records**

FUDS..... Formerly Used Defense Sites

## EXECUTIVE SUMMARY

DOD	Department of Defense Sites
SCRD DRYCLEANERS	State Coalition for Remediation of Drycleaners Listing
US FIN ASSUR	Financial Assurance Information
EPA WATCH LIST	EPA WATCH LIST
2020 COR ACTION	2020 Corrective Action Program List
TSCA	Toxic Substances Control Act
TRIS	Toxic Chemical Release Inventory System
SSTS	Section 7 Tracking Systems
RMP	Risk Management Plans
RAATS	RCRA Administrative Action Tracking System
PRP	Potentially Responsible Parties
PADS	PCB Activity Database System
ICIS	Integrated Compliance Information System
FTTS	FIFRA/ TSCA Tracking System - FIFRA (Federal Insecticide, Fungicide, & Rodenticide Act)/TSCA (Toxic Substances Control Act)
MLTS	Material Licensing Tracking System
COAL ASH DOE	Steam-Electric Plant Operation Data
COAL ASH EPA	Coal Combustion Residues Surface Impoundments List
PCB TRANSFORMER	PCB Transformer Registration Database
RADINFO	Radiation Information Database
HIST FTTS	FIFRA/TSCA Tracking System Administrative Case Listing
DOT OPS	Incident and Accident Data
CONSENT	Superfund (CERCLA) Consent Decrees
INDIAN RESERV	Indian Reservations
FUSRAP	Formerly Utilized Sites Remedial Action Program
UMTRA	Uranium Mill Tailings Sites
LEAD SMELTERS	Lead Smelter Sites
US AIRS	Aerometric Information Retrieval System Facility Subsystem
US MINES	Mines Master Index File
ABANDONED MINES	Abandoned Mines
UXO	Unexploded Ordnance Sites
DOCKET HWC	Hazardous Waste Compliance Docket Listing
FUELS PROGRAM	EPA Fuels Program Registered Listing
ENF	Enforcement Action Listing
Financial Assurance	Financial Assurance Information Listing
ICE	ICE
HWT	Registered Hazardous Waste Transporter Database
MINES	Mines Site Location Listing
MWMP	Medical Waste Management Program Listing
NPDES	NPDES Permits Listing
PEST LIC	Pesticide Regulation Licenses Listing
PROC	Certified Processors Database
SAN JOSE HAZMAT	Hazardous Material Facilities
UIC	UIC Listing
WASTEWATER PITS	Oil Wastewater Pits Listing
WDS	Waste Discharge System
WIP	Well Investigation Program Case List

### EDR HIGH RISK HISTORICAL RECORDS

#### ***EDR Exclusive Records***

EDR MGP..... EDR Proprietary Manufactured Gas Plants

### EDR RECOVERED GOVERNMENT ARCHIVES

#### ***Exclusive Recovered Govt. Archives***

RGA LF..... Recovered Government Archive Solid Waste Facilities List