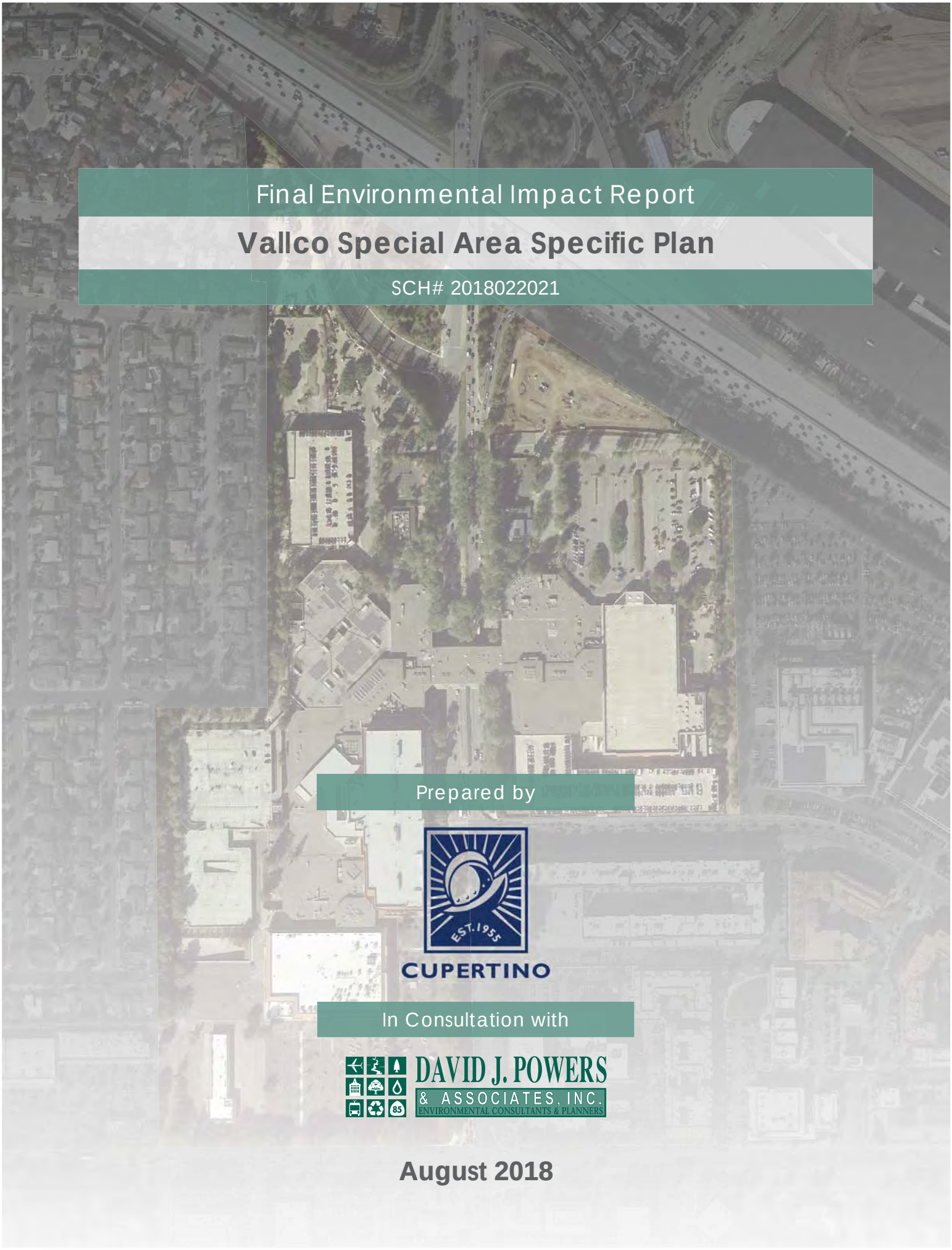

Final Environmental Impact Report

Vallco Special Area Specific Plan

SCH# 2018022021

Prepared by

CUPERTINO

In Consultation with

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SECTION 1.0 INTRODUCTION

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.

SECTION 2.0 REVISED PROJECT

2.1 REVISED PROJECT DESCRIPTION

As discussed in the Draft EIR, the City is undertaking a community-based planning process to develop a Specific Plan for the project site, the Vallco Special Area. Based on input from City Council at its June 4, 2018 Study Session on the Vallco Specific Plan, the City has identified another alternative to the proposed project that would achieve all the goals expressed by the different councilmembers at that meeting, including the desire to have a more balanced jobs and housing community. This alternative is the "revised project," which consists of revisions to the project analyzed in the Draft EIR (referred to, below, as the "previous project").

The revised project includes 460,000 square feet of commercial uses (including a 60,000 square foot performing arts theater), 1,750,000 square feet of office uses, 339 hotel rooms, 2,923 residential units, 35,000 square feet of civic uses (including 10,000 square foot of governmental use and 35,000 square feet of education space), and a 30-acre green roof. A comparison of the revised project to the previous project and project alternatives is provided in Table 2.1-1.

Table 2.1-1: Revised Project, Previous Project, and Project Alternatives Development Summary

	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Revised Project	**460,000**	**1,750,000**	**339**	**2,923**	**35,000**	**30**
Previous Project*	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative*	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative*	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative*	1,207,774	0	148	0	0	0
Housing Rich Alternative†	600,000	1,500,000	339	3,250	65,000	30

Notes:

* Project and project alternatives analyzed in the Draft EIR.

† Project alternative analyzed in the EIR Amendment.

Compared to the previous project, the revised project proposes the same land uses and revises the amounts of commercial, office, residential, and civic space development proposed, as shown in Table 2.1-1. All other aspects of the revised project (including on-site amenities, maximum building height, setbacks, General Plan and zoning amendments, and other programming elements) are the same as the previous project described in the Draft EIR (and as amended in the EIR Amendment and Sections 5.0 and 6.0 of this Final EIR).

In addition, the revised project includes construction or funding for the construction of a new City Hall at the Cupertino Civic Center as described in the City's Civic Center Master Plan. The environmental impacts of replacing the existing City Hall building with a new 40,000 square foot City Hall building (as well as expanding the existing library to include a new Program Room) were evaluated in the May 2015 *Cupertino Civic Center Master Plan Initial Study*, incorporated herein by reference. The City adopted a Mitigated Negative Declaration for the Cupertino Civic Center Master Plan project and approved the project in July 2015.[1]

2.2 PROJECT OBJECTIVES

As identified in the Draft EIR and EIR Amendment, the City's objectives for the project are as follows:

- Create a distinct and memorable mixed use Town Center that is a regional destination and is a focal point for the community involving substantial redevelopment of the Vallco Special Area;
- Provide adequate development capacity on the project site to help achieve the City's Regional Housing Needs Allocation consistent with the Housing Element;
- Provide adequate development capacity for a mix of uses that will allow for the development of an economically feasible project;
- Provide the City with an avenue for generating additional sales tax revenue;
- Create a pedestrian, bike and transit-friendly environment that enhances mobility and connectivity; and
- Create a high-quality sustainable development with respect to energy, resources and ecosystems that meets the City's environmental goals and the City's Climate Action Plan.

The revised project meets all of the project objectives listed above because it includes a mix of uses (including housing) and sales tax revenue generating commercial uses, and would create a multi-modal, sustainable development.

[1] Mitigated Negative Declaration (July 7, 2015) and City Council Resolution No. 15-060 (July 7, 2015).

2.3 ENVIRONMENTAL IMPACTS

An analysis of the environmental impacts of the revised project, by environmental resource and for each EIR impact, is provided below. Because the revised project is very similar in nature to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment, readers are referred to the analysis and details in the Draft EIR and EIR Amendment. Also refer to the Draft EIR and EIR Amendment (including revisions included in Sections 5.0 and 6.0 of this Final EIR) for detailed descriptions of the existing environmental setting, thresholds of significance, and mitigation measures. As discussed below, the revised project would not result in new or substantially more severe significant impacts than disclosed previously in the Draft EIR and EIR Amendment.

2.3.1 Aesthetics Impacts

Impact AES-1:	**The revised project would not result in significant aesthetic impacts. (Less than Significant Impact)**
Impact AES-2:	**The revised project would not have a cumulatively considerable contribution to a significant cumulative aesthetic impact. (Less than Significant Cumulative Impact)**

Because the revised project has the same programming elements (e.g., maximum building height, setbacks, and open space) as the previous project and project alternatives (except the Retail and Residential Alternative and the Occupied/Re-Tenanted Mall Alternative) evaluated in the Draft EIR and EIR Amendment, and pursuant to SB 743 which states that "aesthetic and parking impacts of a residential, mixed-use residential, or employment center on an infill site within a transit priority area shall not be considered significant impacts on the environment,"[2] the revised project would result in the same less than significant aesthetics impacts as discussed for the previous project and project alternatives in the Draft EIR and EIR Amendment. **(Less than Significant Impact, Less than Significant Cumulative Impact)**

2.3.2 Agricultural and Forestry Resources

Impact AG-1:	**The revised project would not convert farmland, conflict with zoning for agricultural use, or conflict with a Williamson Act contract. (No Impact)**
Impact AG-2:	**The revised project would not conflict with existing zoning of forest land or timberland, or result in the loss or conversion of forest land. (No Impact)**
Impact AG-3:	**The revised project would not contribute to a significant cumulative impact on agricultural and forestry resources. (No Cumulative Impact)**

As discussed in the Draft EIR, the project site is not used, zoned, or designated for agricultural, forestry, or timberland purposes. There are no lands in the vicinity of the site that are used for agricultural, forestry, or timberland purposes. In addition, the project site is not subject of a

[2] Public Resources Code section 21099(d)(1).

Williamson Act contract. For these reasons, the revised project would not result in impacts to agricultural and forestry resources. **(No Impact, No Cumulative Impact)**

2.3.3 Air Quality

The following discussion is based in part on an air quality modeling memo prepared by Illingworth & Rodkin, Inc. in August 2018 for the revised project. A copy of this memo is included in Appendix A of this Final EIR.

Impact AQ-1:	**The revised project would not conflict with or obstruct implementation of the applicable air quality plan. (Less than Significant Impact)**

The revised project proposes the same land uses and programming elements as the previous project. For this reason, the revised project would have the same consistency with applicable Clean Air Plan (CAP) control measures as stated in Table 3.3-3 of the Draft EIR for the previous project and would not conflict or obstruct the implementation of the CAP. **(Less than Significant Impact)**

Impact AQ-2:	**The construction of the revised project would violate an air quality standard or contribute substantially to an existing or projected air quality violation. (Significant and Unavoidable Impact with Mitigation Incorporated)**
Impact AQ-6:	**The revised project would expose sensitive receptors to substantial construction dust and diesel exhaust emissions concentrations. (Significant and Unavoidable Impact with Mitigation Incorporated)**

The revised project would have the same construction timeframe (10 years) and develop a similar amount of development as the previous project and project alternatives (except the Occupied/Re-Tenanted Mall Alternative) analyzed in the Draft EIR and EIR Amendment. As shown in Table 2.1-2, estimated construction emissions for the revised project are similar to (though less than) the emissions of the Housing Rich Alternative analyzed in the EIR Amendment. The revised project would not result in new or substantially more severe significant impacts than disclosed previously in the Draft EIR and EIR Amendment.

The revised project would implement mitigation measure MM AQ-2.1 and AQ-6.1, identified in the Draft EIR and EIR Amendment (and as revised in Sections 5.0 and 6.0 of this Final EIR), to reduce the impact. As discussed in the Draft EIR and EIR Amendment, the implementation of the mitigation measures would reduce the impact but not to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Table 2.1-1: Revised Project, Previous Project, and Project Alternative Construction Period Emissions				
	ROG	**NO_x**	**PM_{10} Exhaust**	**$PM_{2.5}$ Exhaust**
	(pounds per day)			
BAAQMD Thresholds	54	54	82	54
Revised Project				
Average daily emissions	44.9	**165.8**	1.4	1.3
Previous Project				
Average daily emissions	31.6	**149.2**	1.3	1.2
General Plan Buildout with Maximum Residential Alternative				
Average daily emissions	39.7	**153.2**	1.3	1.2
Retail and Residential Alternative				
Average daily emissions	42.1	**135.0**	1.3	1.2
Housing Rich Alternative				
Average daily emissions	46.9	**167.5**	1.4	1.3
Note: Bold and highlighted emissions indicate emissions exceeding the threshold of significance.				

Mitigation Measure for Impact AQ-2:

MM AQ-2.1: Future development under the revised project shall implement the following BAAQMD-recommended measures to control dust, particulate matter, and diesel exhaust emissions during construction:

Basic Measures

1. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.
2. All haul trucks transporting soil, sand, or other loose material off-site shall be covered.
3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
4. All vehicle speeds on unpaved roads shall be limited to 15 miles per hour (mph).
5. All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.
6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to two minutes unless

subject to state law exemptions (e.g., safety issues). Clear signage shall be provided for construction workers at all access points.

7. All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.
8. Post a publicly visible sign with the telephone number and person to contact at the Lead Agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. The Air District's phone number shall also be visible to ensure compliance with applicable regulations.

Applicable Enhanced Control Measures

9. All exposed surfaces shall be watered at a frequency adequate to maintain minimum soil moisture of 12 percent. Moisture content can be verified by lab samples or moisture probe.
10. All excavation, grading, and/or demolition activities shall be suspended when average wind speeds exceed 20 mph and visible dust extends beyond site boundaries.
11. Wind breaks (e.g., trees, fences) shall be installed on the windward side(s) of actively disturbed areas of construction adjacent to sensitive receptors. Wind breaks should have at maximum 50 percent air porosity.
12. Vegetative ground cover (e.g., fast-germinating native grass seed) shall be planted in disturbed areas as soon as possible and watered appropriately until vegetation is established.
13. The simultaneous occurrence of excavation, grading, and ground-disturbing construction activities on the same area at any one time shall be limited. Activities shall be phased to reduce the amount of disturbed surfaces at any one time.
14. Avoid tracking of visible soil material on to public roadways by employing the following measures if necessary: (1) Site accesses to a distance of 100 feet from public paved roads shall be treated with a 6 to 12 inch compacted layer of wood chips, mulch, or gravel and (2) washing truck tires and construction equipment of prior to leaving the site.
15. Sandbags or other erosion control measures shall be installed to prevent silt runoff to public roadways from sites with a slope greater than one percent.
16. Minimizing the idling time of diesel powered construction equipment to two minutes unless subject to state law exemptions (e.g., safety issues).

Exhaust Control Measures

17. The project shall develop a plan demonstrating that the off-road equipment (more than 25 horsepower) to be used in the construction project (i.e., owned, leased, and subcontractor vehicles) would achieve a minimum project wide fleet-average 25 percent NO_x reduction and 65 percent PM (particulate matter) exhaust reduction compared to the CalEEMod modeled average used in this report. Acceptable options for reducing emissions include the use of late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available. The following are feasible methods:
    - All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA Tier 4 emission standards for NO_x and PM, where feasible.
    - If Tier 4 equipment is not feasible, all construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA emission standards for Tier 3 engines and include particulate matter emissions control equivalent to CARB Level 3 verifiable diesel emission control devices that altogether achieve an 85 percent reduction in particulate matter exhaust.
    - Use of alternatively-fueled equipment with lower NO_x emissions that meet the NO_x and PM reduction requirements above.
    - Diesel engines, whether for off-road equipment or on-road vehicles, shall not be left idling for more than two minutes, except as provided in exceptions to the applicable state regulations (e.g., traffic conditions, safe operating conditions). The construction sites shall have posted legible and visible signs in designated queuing areas and at the construction site to clearly notify operators of idling limit.
    - All on-road heavy-duty diesel trucks with a gross vehicle weight rating of 33,000 pounds or greater (EMFAC Category HDDT) used at the project site (such as haul trucks, water trucks, dump trucks, and concrete trucks) shall be model year 2010 or newer.
    - Develop a Transportation Demand Management program for construction worker travel that includes transit and carpool subsides in order to reduce worker trips.
    - Provide line power to the site during the early phases of construction to minimize the use of diesel powered stationary equipment, such as generators.
18. A project-specific construction management plan describing the measures to minimize construction emissions shall be required of future development. As part of the construction management plan, the on-site Construction Manager shall ensure and regularly document that

equipment, trucks, and architectural coatings meet the above mitigation requirements. The documentation shall be submitted regularly to the City for review and compliance.

Mitigation Measure for Impact AQ-6:

MM AQ-6.1: Implement MM AQ-2.1.

Impact AQ-3:	**The operation of the revised project would violate an air quality standard or contribute substantially to an existing or projected air quality violation. (Significant and Unavoidable Impact with Mitigation Incorporated)**
Impact AQ-4:	**The revised project would result in a cumulatively considerable net increase of criteria pollutants (ROG, NO_x, PM_{10}, and/or $PM_{2.5}$) for which the project region is non-attainment under an applicable federal or state ambient air quality standard. (Significant and Unavoidable Impact with Mitigation Incorporated)**

The revised project proposes a similar amount of development and would generate similar average daily trips as the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. As shown in Table 2.1-3, the revised project would result in similar significant criteria air pollutant emissions as the Housing Rich Alternative analyzed in the EIR Amendment. The revised project would result in slightly fewer ROG emissions and a 1.6 to 2.8 percent increase in NOx, PM_{10}, and $PM_{2.5}$ emissions. The significant operational criteria air pollutant emissions impact of the revised project is not a new or substantially more severe impact than disclosed previously in the EIR Amendment.

The revised project would implement mitigation measures MM AQ-3.1 and AQ-4.1 identified in the Draft EIR and EIR Amendment to reduce the impact. As discussed in the Draft EIR and EIR Amendment, the implementation of the mitigation measures would reduce the impact but not to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Table 2.1-2: Annual Revised Project, Previous Project, and Project Alternative Operational Air Pollutant Emissions				
	ROG	**NO_x**	**PM_{10}**	**$PM_{2.5}$**
	(tons per year)			
Existing Conditions	2.65	5.29	5.82	1.58
BAAQMD Thresholds	10	10	15	10
Project and Project Alternatives				
Net Revised Project Emissions*	**34.43**	**40.77**	**47.06**	**13.09**
Net Previous Project Emissions*	**23.58**	**29.91**	**33.68**	9.35
Net General Plan Buildout with Maximum Residential Alternative Emissions*	**27.64**	**28.32**	**31.47**	8.81
Net Retail and Residential Alternative Emissions*	**26.27**	**14.89**	**15.13**	4.40
Net Occupied/Re-tenanted Mall Alternative Emissions*	7.18	**8.97**	**9.37**	2.58
Net Housing Rich Alternative Emissions*	**35.50**	**40.13**	**45.75**	**12.75**
Note: * Minus Existing Operations; Bolded and highlighted emissions indicate emissions above the threshold of significance.				

Mitigation Measures for Impact AQ-3:

MM AQ-3.1: Future development under the revised project shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

Mitigation Measures for Impact AQ-4:

MM AQ-4.1: Implement MM AQ-3.1.

Impact AQ-5: The revised project would not expose sensitive receptors to substantial CO concentrations. (Less than Significant Impact)

The revised project would generate a similar number of average daily trips as the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment and, therefore, would not increase traffic volumes at affected intersections to more than 44,000 vehicles per hour. The revised project, therefore, would result in a similar less than significant exposure of sensitive receptors to substantial CO concentrations as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. **(Less than Significant Impact)**

Impact AQ-7:	**The revised project would expose sensitive receptors to substantial TAC pollutant concentrations. (Less than Significant Impact with Mitigation Incorporated)**

As described above, the revised project would have the same construction timeframe and a similar amount of development as the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative). For this reason, it is anticipated that construction of the revised project would result in similar health risk exposure to sensitive receptors 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 implement the same mitigation measure MM AQ-7.1 identified in the Draft EIR and EIR Amendment to reduce this impact to a less than significant level. Since the revised project would result in similar construction-related health risk exposure as the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative), it is anticipated it would result in a similar less than significant cumulative health risk impact as described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. **(Less than Significant Impact with Mitigation Incorporated, Less than Significant Cumulative Impact)**

Mitigation Measure for Impact AQ-7:

MM AQ-7.1: Future development under the revised project shall implement mitigation measure MM AQ-2.1 to reduce on-site diesel exhaust emissions, which would thereby reduce the maximum cancer risk due to construction of the project.

Impact AQ-8:	**The revised project would not create objectionable odors affecting a substantial number of people. (Less than Significant Impact)**

The revised project would allow the same land uses as the previous project and project alternatives. The revised project, therefore, would result in the same less than significant odor impact for the same reasons as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. **(Less than Significant Impact, Less than Significant Cumulative Impact)**

Impact AQ-9:	**Implementation of the revised project would cumulatively contribute to cumulatively significant air quality impacts in the San Francisco Bay Area Air Basin. (Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

Cumulative Air Pollutant Emissions

As discussed in the Draft EIR and EIR Amendment, if a project exceeds the identified significance thresholds, its emissions would be cumulatively considerable, resulting in significant adverse air quality impacts to the region's existing air quality conditions.

Given the revised project would result in significant and unavoidable operational emissions (see Impact AQ-3), it would also result in significant and unavoidable cumulative operational air quality

impacts. The revised project would implement mitigation measure MM AQ-9.1 in the Draft EIR and EIR Amendment to reduce this impact. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

Mitigation Measure for Impact AQ-9:

MM AQ-9.1: Implement MM AQ-3.1.

Cumulative Exposure of Sensitive Receptors from Project Construction Activity

Given the revised project would result in similar construction-related emissions as the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative), it is anticipated that it would also result in similar less than significant cumulative construction-related air quality impacts as described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. (**Less than Significant Cumulative Impact)**

Cumulative Odor Impacts

As discussed in the Draft EIR and EIR Amendment, there are no significant sources of odors (e.g., wastewater treatment, food processing facilities, and chemical plants) in the project vicinity; therefore, there would be no significant cumulative odor impact. **(Less than Significant Cumulative Impact)**

2.3.4 Biological Resources

Impact BIO-1:	**The revised project would not have a substantial adverse effect on species identified as a candidate, sensitive, or special status species. (Less than Significant Impact)**

The revised project is proposed on the same site and subject to the same existing biological resources conditions as described in Draft EIR. The revised project would disturb the same area/site as the previous project and project alternatives. The revised project would implement the same standard permit conditions identified in the Draft EIR and EIR Amendment for the previous project and project alternatives to reduce impacts to nesting birds to a less than significant level. The revised project, therefore, would result in the same impact to nesting birds as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. **(Less than Significant Impact)**

Standard Permit Conditions:[3]

- Construction and tree removal/pruning activities shall be scheduled to avoid the nesting season to the extent feasible. If feasible, tree removal and/or pruning shall be completed before the start of the nesting season to help preclude nesting. The nesting season for most birds and raptors in the San Francisco Bay area extends from February 1 through August 31.
- If it is not possible to schedule construction activities between September 1 and January 31 then a qualified ornithologist shall conduct a preconstruction survey to identify active bird nests that may be disturbed during project construction. This survey shall be completed no more than seven days prior to the initiation of demolition/construction activities (including tree removal and pruning). During this survey, the ornithologist shall inspect all trees and other possible nesting habitats in and immediately adjacent to the construction areas for nests.
- If the survey does not identify any nesting birds that would be affected by construction activities, no further mitigation is required. If an active nest is found sufficiently close to work areas to be disturbed by these activities, the ornithologist (in consultation with the CDFW) shall designate a construction-free buffer zone (typically 300 feet for raptors and 100 feet for non-raptors) to be established around the nest to ensure that no nests of species protected by the MBTA and California Fish and Game Code will be disturbed during construction activities. The buffer shall remain in place until a qualified ornithologist has determined that the nest is no longer active.
- A final report on nesting birds and raptors, including survey methodology, survey date(s), map of identified active nests (if any), and protection measures (if required), shall be submitted to the Planning Manager and be completed to the satisfaction of the Community Development Director prior to the start of grading.

Impact BIO-2:	**The revised project would not have a substantial adverse effect on riparian habitat, wetland, or other sensitive natural community. (No Impact)**

As described in the Draft EIR and EIR Amendment, the entire project site is developed, disturbed by human use, and located in an urban area. The project site does not contain sensitive habitats, such as riparian habitat and wetlands. **(No Impact)**

[3] 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.

Impact BIO-3:	**The revised project would not interfere substantially with the movement of fish or wildlife species or with established wildlife corridors, or impede the use of native wildlife nursery sites. (Less than Significant Impact)**

As described in the Draft EIR and EIR Amendment, the project site is developed and surrounded by urban development. There are no sensitive habitats on-site or on surrounding properties. Future development under the revised project would include the same bird safe design measures identified for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment and, therefore, would result in the same less than significant impact as described for the previous project. **(Less than Significant Impact)**

The revised project would include bird-safe building design policies such as the following:

- Avoiding large, uninterrupted expanses of glass near open areas,
- Prohibiting glass skyways and freestanding glass walls,
- Avoiding transparent glass walls coming together at building corners,
- Prohibiting up-lighting or spotlights,
- Shielding outdoor lights,
- Utilizing fritted, glazed, and/or low reflective glass.

Impact BIO-4:	**The revised project would not conflict with local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance. (Less than Significant Impact)**

Like the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment, the revised project could result in the removal of trees on-site and could result in the removal of trees in the existing right-of-way of roadways for utility improvements. The revised project would implement the same standard permit conditions as the previous project and project alternatives described in the Draft EIR and EIR Amendment and therefore, would result in the same less than significant impact as described for the previous project.

Standard Permit Conditions:[4]

- An updated arborist report shall be prepared by a certified arborist and submitted to the City. The updated arborist report shall include updated tree assessments and tree maintenance and protection measures for trees to be preserved. The development project shall be required to implement the recommendations in the arborist report to protect trees identified to be preserved.
- Per Municipal Code Chapter 14.18.190, trees removed shall be replaced as follows:

Trunk Size of Removed Tree	Corresponding Replacement Tree
Up to 12 inches	One 24-inch box tree
Over 12 inches and up to 18 inches	Two 24-inch box trees
Over 18 inches and up to 36 inches	Two 24-inch box trees or one 36-inch box tree
Over 36 inches	One 36-inch box tree
Heritage Tree of any size	One 48-inch box tree

The species and location of the replacement trees and monitoring of replanting success shall be approved by the City of Cupertino Arborist and Community Development Director, in conformance with the City's Protected Tree Ordinance requirements.

If a replacement tree for the removal of a non-heritage tree or tree with trunk size equal to or less than 36-inches cannot be reasonably planted on the project site, an in-lieu tree replacement fee shall be paid to the City's tree fund to add or replace trees on public property in the vicinity of the Specific Plan area or add trees or landscaping on City property.

[4] 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.

2.3.5 Cultural Resources

Impact CR-1:	The revised project would not cause a substantial change in the significance of a historic resource. (Less than Significant Impact)

The revised project is proposed on the same site as evaluated in the Draft EIR and would result in the same impact to historic resources 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 comply with General Plan Policy LU-6.3 and include a policy that requires the following:

- Future development shall provide a plaque, reader board and/or other educational tools on the site to explain the historic significance of the mall. The plaque shall include the city seal, name of resource (i.e., Vallco Shopping District), date it was built, a written description, and photograph. The plaque shall be placed in a location where the public can view the information.

The revised project, therefore, would result in the same less than significant impact to historic resources as described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. **(Less than Significant Impact)**

Impact CR-2:	The revised project would not significantly impact archaeological resources, human remains, or tribal cultural resources. (Less than Significant Impact with Mitigation Incorporated)

The revised project is proposed on the same site as the previous project and project alternatives and proposes the same level of ground disturbance as the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative). The revised project would implement the same mitigation measure MM CR-2.1 as identified for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) and, therefore, result in the same impact described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. **(Less than Significant Impact with Mitigation Incorporated)**

Mitigation Measures for Impact CR-2:

MM CR-2.1: A qualified archaeological monitor shall be retained by the project proponent for future development under the revised project to inspect the ground surface at the completion of demolition activities as they occur to search for archaeological site indicators. Site indicators include, but are not limited to: darker than surrounding soils of a friable nature; evidence of fires (ash, charcoal, fire affected rock or earth); concentrations of stone, bone, or shellfish; artifacts of stone, bone, or shellfish; and burials, either human or animal.

In the event that any indicators are discovered, work shall be halted within a sensitivity zone to be determined by the archaeologist. The archaeologist shall prepare a plan for the evaluation of the resource to the CRHP and submit the plan to the Cupertino Planning Department for review and approval prior to any construction related earthmoving within the identified zone of archaeological sensitivity. The plan shall also include appropriate recommendations regarding the significance of the find and the appropriate mitigation. The identified mitigation shall be implemented and can take the form of limited data retrieval through hand excavation coupled with continued archaeological monitoring inside of the archaeologically sensitive zone to ensure that significant data and materials are recorded and/or removed for analysis. Monitoring also serves to identify and thus limit damage to human remains and associated grave goods.

MM CR-2.2: Pursuant to Section 7050.5 of the Health and Safety Code and Section 5097.94 of the Public Resources Code of the State of California, in the event of the discovery of human remains during construction of the revised project, there shall be no further excavation or disturbance of the site within a 100-foot radius of the remains or any nearby area reasonably suspected to overlie adjacent remains. The Santa Clara County Coroner shall be notified and shall make a determination as to whether the remains are Native American. If the Coroner determines that the remains are not subject to his authority, he shall notify the NAHC within 24 hours. The NAHC shall attempt to identify descendants of the deceased Native American. If no satisfactory agreement can be reached as to the disposition of the remains pursuant to this State law, then the land owner shall re-inter the human remains and items associated with Native American burials on the property in a location not subject to further subsurface disturbance.

MM CR-2.3: If archaeological resources are identified during construction of the revised project, a final report summarizing the discovery of cultural materials shall be submitted to the City's Project Planner prior to issuance of building permits. This report shall contain a description of the mitigation program that was implemented and its results, including a description of the monitoring and testing program, a list of the resources found and conclusion, and a description of the disposition/curation of the resources.

MM CR-2.4: The City of Cupertino shall coordinate with the applicable Native American tribal representatives following approval of a development on-site under the revised project to ensure appropriate cultural sensitivity training is provided to all contractors prior to the start of ground-disturbing activities.

Impact CR-3:	The revised project would not destroy a unique paleontological resource or site or unique geological feature. (No Impact)

The revised project is proposed on the same site as the previous project and project alternatives, which is a site located on deposits too recent to contain paleontological resources and does not contain unique geologic features. The revised project, therefore, would result in the same impact to paleontological resources and unique geological features as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. **(No Impact)**

Impact CR-4:	The revised project would not result in a cumulatively considerable contribution to a significant cumulative cultural resources impact. (Less than Significant Cumulative Impact with Mitigation Incorporated)

Impacts to Historic and Paleontological Resources

As discussed above, the revised project would not impact historic or paleontological resources. For this reason, the revised project would not have a cumulatively considerable contribution to a significant impact to historic or paleontological resources. **(No Cumulative Impact)**

Impacts to Archaeological Resources, Human Remains, and Tribal Cultural Resources

The development of cumulative projects in proximity to the project site, in conjunction with the development of the revised project, could significantly impact unknown buried archaeological resources. The cumulative projects are required to comply with the federal, state, and local regulations put in place to protect cultural resources.
The revised project would comply with the same regulations and implement the same mitigation measure MM CR-4.1 identified for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) to reduce the impact to a less than significant level described in the Draft EIR and EIR Amendment. **(Less than Significant Cumulative Impact with Mitigation Incorporated)**

Mitigation Measure for Impact CR-4:

MM CR-4.1: Implement MM CR-2.1 through MM CR-2.4.

2.3.6 Energy

Impact EN-1:	The revised project would not result in a significant environmental impact due to the wasteful, inefficient or unnecessary consumption of energy during construction or operation. (Less than Significant Impact)

Construction

The revised project proposes a similar amount of development as evaluated for previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. For this reason, it is anticipated that the revised project would have a similar energy demand during construction activities 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 implement the same measures to minimize idling times of construction equipment, require properly maintained construction equipment, and require the use of alternative fueled construction equipment as described for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. In addition, like the previous project and project alternatives, the revised project would comply with the City's Construction and Demolition Debris Recycling Program. For these reasons, like the previous project and project alternatives, the construction of the revised project would not use fuel or energy in a wasteful manner. **(Less than Significant Impact)**

Operation

A summary of the energy demand of the revised project, previous project, and project alternatives is provided in Table 2.1-4. As shown in Table 2.1-4, the revised project would result in similar energy demands during operation as the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. The revised project would result in a 1.4 percent increase in electricity use compared to the Housing Rich Alternative analyzed in the EIR Amendment. The estimated energy demand of the revised project is not a new or substantially more severe impact than disclosed previously in the EIR Amendment. Like the previous project and project alternatives, the revised project would not use energy or fuel in a wasteful manner, given the project features that reduce energy use, including the following:

- Developing an infill site;
- Proposing a mix of uses;
- Proposing high-density residential uses near existing bus transit;
- Implementing a TDM program to promote automobile-alternative modes of transportation (see Section 2.4.4); and
- Constructing in conformance with the Title 24 and CALGreen to promote energy and water efficiency.

(Less than Significant Impact)

Table 2.1-3: Summary of Project and Project Alternative Energy Demand			
	Estimated Electricity Demand* (GWh per year)	**Estimated Natural Gas Demand*** (Btu per year)	**Estimated Gasoline Demand†** (gallons per year)
Existing	7	703 million	1,260
Revised Project	72	75 billion	11,900
Previous Project	70	64 billion	9,435
General Plan Buildout with Maximum Residential Alternative	60	63 billion	8,411
Retail and Residential Alternative	45	57 billion	4,460
Occupied/Re-Tenanted Mall Alternative	19	12 billion	3,270
Housing Rich Alternative	71	76 billion	11,466

Notes: * The net energy demand is identified for the revised project, previous project, and project alternatives.
† The estimated gasoline demand was based on the estimated vehicle miles traveled and the average fuel economy of 35 mpg.
Sources: 1) Illingworth & Rodkin, Inc. *Vallco Special Area Specific Plan Air Quality and Greenhouse Gas Emissions Assessment.* May 2018. Attachment 2. 2) Illingworth & Rodkin, Inc. *Housing Rich Alternative Air Quality Modeling.* June 2018. Attachment 1. 3) Illingworth & Rodkin, Inc. *Program Operational Alternative Air Quality Modeling.* August 2018.

Impact EN-2: The revised project would not conflict with or obstruct a state or local plans for renewable energy or energy efficiency. (Less than Significant Impact)

As described above for the previous project and project alternatives in the Draft EIR and EIR Amendment, electricity would continue to be provided by SVCE under the revised project. In addition, future development under the revised project would be completed in compliance with the same energy efficiency standards described for the previous project and project alternatives in the Draft EIR and EIR Amendment. For these reasons, like the previous project and project alternatives, the revised project would not conflict with or obstruct state or local plans for renewable energy or energy efficiency. **(Less than Significant Impact)**

Impact EN-3: The revised project would not have a cumulatively considerable contribution to a significant cumulative energy impact. (Less than Significant Cumulative Impact)

As discussed in the Draft EIR and EIR Amendment, if a project is determined to have a significant energy impact, it is concluded that the impact is a cumulative impact. As discussed above, the revised project would not result in a significant energy impact. Therefore, the revised project would not have a cumulatively considerable contribution to a significant cumulative energy impact. **(Less than Significant Cumulative Impact)**

2.3.7 Geology and Soils

Impact GEO-1:	**The revised project would not expose people or structures to substantial adverse effects from rupture of a known fault, strong seismic ground shaking, seismic-related ground failure (including liquefaction), and/or landslides. (Less than Significant Impact)**
Impact GEO-2:	**The revised project would not result in substantial soil erosion or loss of topsoil or create substantial risks to life or property due to expansive soil. (Less than Significant Impact)**
Impact GEO-3:	**The revised project would not be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or off-site landslide, lateral spreading or subsidence. (Less than Significant Impact)**
Impact GEO-4:	**The revised project would not be located on soils incapable of adequately supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water. (No Impact)**
Impact GEO-5:	**The revised project would not have a cumulatively considerable contribution to a significant cumulative geology and soil impact. (Less than Significant Impact)**

The revised project is subject to the same geology and soil conditions as described for the previous project and project alternatives and proposes a similar amount of development as the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. The revised project includes the same programming elements (e.g., maximum building height, below ground parking, 30-acre green roof) as analyzed for the previous project and project alternatives (except for the Retail and Residential Alternative and Occupied/Re-Tenanted Mall Alternative). Like the previous project and project alternatives, the revised project would comply with California Building Code (CBC) Section 1803 and complete a site-specific geotechnical investigation and implement the identified recommendations; implement a Stormwater Pollution Prevention Plan (SWPPP); and conform with City grading and excavation requirements. For these reasons, the revised project would result in the same less than significant geology and soil impacts as identified for the previous project and project alternatives in the Draft EIR and EIR Amendment. **(Less than Significant Impact)**

2.3.8 Greenhouse Gas Emissions

Impact GHG-1:	**The revised project would not generate cumulatively considerable GHG emissions that would result in a significant cumulative impact to the environment. (Less than Significant Cumulative Impact with Mitigation Incorporated)**

The revised project generates similar average daily vehicle trips and proposes a similar amount of development as the previous project and project alternatives (except the Occupied/Re-Tenanted Mall Alternative) analyzed in the Draft EIR and EIR Amendment. As shown in Table 2.1-5, the revised project would result in similar (though fewer) construction-related GHG emissions than the Housing Rich Alternative analyzed in the EIR Amendment. As shown in Table 2.1-6, buildout operation of

the revised project would have similar significant annual GHG emissions as the previous project analyzed in the Draft EIR and the Housing Rich Alternative analyzed in the EIR Amendment. The revised project would have 2.8 percent more annual GHG emissions per service population than the previous project and Housing Rich Alternative. The significant GHG emissions per service population impact from the revised project is not a new or substantially more severe impact than disclosed previously in the Draft EIR and EIR Amendment.

Like the previous project and project alternatives (except the Retail and Residential Alternative and the Occupied/Re-Tenanted Mall Alternative), the revised project would implement the same mitigation measure MM GHG-1.1 identified in the Draft EIR and EIR Amendment to reduce the impact to a less than significant level.

Table 2.1-4: Revised Project, Previous Project, and Project Alternative Construction-Related GHG Emissions

	Estimated GHG Emissions (metric tons)
Revised Project	90,215
Previous Project	77,467
General Plan Buildout with Maximum Residential Alternative	82,593
Retail and Residential Alternative	75,124
Housing Rich Alternative	91,976

Table 2.1-5: Summary of Estimated Annual GHG Emissions ($MTCO_2e$)							
Source Category	**Existing**	**Revised Project**	**Previous Project**	**Project Alternatives**			
				General Plan Buildout w/Maximum Residential	**Retail and Residential**	**Occupied/ Re-Tenanted Mall**	**Housing Rich**
	(MTCO2e)						
Area (appliances, fireplaces, etc.)	<1	37	10	33	50	<1	41
Energy Consumption	38	4,164	3,442	3,417	3,102	665	4,136
Mobile	4,803	42,556	31,901	30,059	16,752	12,496	41,577
Solid Waste Generation	157	1,878	1,696	1,654	1,336	679	2,018
Water Usage	30	596	641	562	427	127	590
Total	5,028	49,231	37,690	35,725	21,667	13,967	48,362
Estimated $MTCO_2e$/year/service population*		**3.5**	**3.4**	**3.3**	2.3	**5.5**	**3.4**
Significance Threshold ($MTCO_2e$/year/service population)		2.6					

Notes: Bolded and highlighted emissions are above the threshold.

- * The service population for the previous project is assumed to be 11,194, 10,874 for the General Plan Buildout with Maximum Residential Alternative, 9,400 for the Retail and Residential Alternative, 2,550 for the Occupied/Re-Tenanted Mall Alternative, 14,085 for the Housing Rich Alternative, and 14,024 for the revised project. (Sources: 1. Economic & Planning Systems, Inc. Population and Employment Projections. April 26, 2018. 2. Economic & Planning Systems, Inc. Housing Rich Alternative Project Buildout Population Projections. June 20, 2018. 3. 3. Economic & Planning Systems, Inc. *Revised Project, Project Buildout Population Projections.* August 13, 2018.)

Mitigation Measure for Impact GHG-1:

MM GHG-1.1: Under the revised project, the project proponent shall prepare and implement a GHG Reduction Plan to offset the revised project-related incremental increase of greenhouse gas emissions resulting in the exceedance of the significance threshold of 2.6 $MTCO_2e$/year/service population. Refinement of the estimated GHG emissions from the revised project shall be completed as part of the GHG Reduction Plan in order to reflect the most current and accurate data available regarding the project's estimated emissions (including emission rates). The GHG Reduction Plan shall include the implementation of a qualifying TDM program to reduce mobile GHG emissions. Additional offsets and reductions may include, but are not limited to, the following:

- Construct on-site or fund off-site carbon sequestration projects (such as a forestry or wetlands projects for which inventory and reporting protocols have been adopted). If the revised project develops an off-site project, it must be registered with the Climate Action Reserve or otherwise approved by BAAQMD in order to be used to offset project (or project alternative) emissions; and/or
- Purchase of carbon credits to offset revised project annual emissions. Carbon offset credits shall be verified and registered with The Climate Registry, the Climate Action Reserve, or another source approved by CARB or BAAQMD. The preference for offset carbon credit purchases include those that can be achieved as follows: 1) within the City; 2) within the San Francisco Bay Area Air Basin; 3) within the State of California; then 4) elsewhere in the United States. Provisions of evidence of payments, and funding of an escrow-type account or endowment fund would be overseen by the City.

Impact GHG-2: The revised project would not conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing GHG emissions. (Less than Significant Cumulative Impact)

Like the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative), the revised project would be consistent with *Plan Bay Area 2040* because it includes development of housing and reduces GHG emissions by developing a compact, mixed use development near transit, promoting automobile-alternative modes of transportation, implementing a TDM program, and implementing a GHG Reduction Plan (refer to MM GHG-1.1).

In addition, because the revised project proposes the same land uses, a similar amount of development, and the same programming elements as the previous project, it would have the same consistency with applicable CAP control measures and the City's Climate Action Plan as described for the previous project in the Draft EIR.

For the same reasons discussed in the Draft EIR for the previous project, the revised project would not conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing GHG emissions. **(Less than Significant Cumulative Impact)**

2.3.9 Hazards and Hazardous Materials

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

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:[5]

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.

[5] 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.

The Plan shall be submitted to the Director of Public Works for review and approval. The specific BMPs to be used in each phase of development shall be determined based on design and site-specific considerations and shall be determined prior to issuance of building and grading permits.

Post-Construction

- The revised project shall comply with Provision C.3 of the MRP NPDES permit, which provides enhanced performance standards for the management of storm water for new development. Prior to issuance of building and grading permits, each phase of development shall include provisions for post-construction storm water controls in the project design in compliance with the MRP Provision C.3 requirements, and shall include source control and on-site treatment control BMPs for reducing contamination in stormwater runoff as permanent features of the project. The revised project shall include a stormwater management plan that incorporates Low Impact Development (LID) measures such as bioretention areas, porous concrete, infiltration facilities, and water harvesting devices to reduce the pollutant loads and volumes of stormwater runoff from the site. The stormwater management plan shall be consistent with the landscaping plan and trees to be preserved.

- To protect groundwater from pollutant loading of urban runoff, BMPs that are primarily infiltration devices (such as infiltration trenches and infiltration basins) must meet, at a minimum, the following conditions:
  - Pollution prevention and source control BMPs shall be implemented to protect groundwater;
  - Use of infiltration BMPs cannot cause or contribute to degradation of groundwater;
  - Infiltration BMPs must be adequately maintained;
  - Vertical distance from the base of any infiltration device to the seasonal high groundwater mark must be at least 10 feet. In areas of highly porous soils and/or high groundwater table, BMPs shall be subject to a higher level of analysis (considering potential for pollutants such as on-site chemical use, level of pretreatment, similar factors); and
  - Infiltration devices shall be located a minimum of 100 feet horizontally from any water supply wells.
  - Class V injection wells are not permitted.

- BMPs shall be selected and designed to the satisfaction of the Director of Public Works in accordance with the requirements contained in the most recent versions of the following documents:
  - City of Cupertino Post-Construction BMP Section Matrix;
  - SCVURPPP "Guidance for Implementing Storm water Regulations for New and Redevelopment Projects;"
  - NPDES Municipal Storm water Discharge Permit issued to the City of Cupertino by the California Regional Water Quality Control Board, San Francisco Bay Region;
  - California BMP Handbooks;
  - Bay Area Stormwater Management Agencies Association (BASMAA) "Start at the Source" Design Guidance Manual;

- BASMAA "Using Site Design Standards to Meet Development Standards for Storm water Quality – A Companion Document to Start at the Source;" and
- City of Cupertino Planning Procedures Performance Standard.

- To maintain effectiveness, all storm water treatment facilities shall include long-term maintenance programs.

- The applicant, project arborist, and landscape architect, shall work with the City and the SCVURPPP to select pest resistant plants to minimize pesticide use, as appropriate, and the plant selection will be reflected in the landscape plans.

2.3.11 Land Use

Impact LU-1:	**The revised project would not physically divide an established community. (Less than Significant Impact)**
Impact LU-2:	**The revised project would not conflict with applicable land use plan, policy, or regulation of an agency with jurisdiction over the project adopted for the purpose of avoiding or mitigating an environmental effect. (Less than Significant Impact)**
Impact LU-3:	**The revised project would not conflict with applicable habitat conservation plan or natural community conservation plan. (No Impact)**
Impact LU-4:	**The revised project would not have a cumulatively considerable contribution to a significant cumulative land use impact. (Less than Significant Cumulative Impact)**

The revised project is subject to the same existing land use conditions as described in the Draft EIR. The revised project would redevelop the site in a similar manner as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. Because the revised project proposes the same land uses and includes the same programming elements as the previous project, the revised project result in the same consistency with General Plan policies and strategies as discussed for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in Draft EIR and EIR Amendment. For these reasons, the revised project would result in the same land use impacts as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. **(Less than Significant Impact)**

2.3.12 Mineral Resources

Impact MIN-1:	**The revised project would not result in the loss of availability of a known mineral resource or locally-important mineral resource recovery site. (No Impact)**
Impact MIN-2:	**The revised project would not contribute to a significant cumulative mineral resources impact. (No Cumulative Impact)**

The revised project is subject to the same existing mineral resources conditions as described in the Draft EIR. Because the project site is not identified as a natural resource area containing mineral resources in the City's General Plan, nor are there any known mineral resources on-site, the revised project would not result in impacts to mineral resources. **(No Impact)**

2.3.13 Noise and Vibration

Impact NOI-1:	**The revised project would expose persons to or generation of noise levels in excess of standards established in the General Plan Municipal Code, or applicable standard of other agencies. (Significant and Unavoidable Impact with Mitigation Incorporated)**

The revised project is subject to the same existing noise and vibration conditions as described in the Draft EIR. The revised project proposes the same land uses and programming elements and would result in a similar amount of average daily vehicle trips as the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) analyzed in the Draft EIR and EIR Amendment. The revised project would implement the same standard permit conditions and mitigation measures identified for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment to reduce land use and noise compatibility impacts. As discussed in the Draft EIR and EIR Amendment for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative), the implementation of the standard permit conditions and mitigation measures would reduce the impact but not to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Standard Permit Conditions:[6]

- An acoustical study shall be completed during the application process when project-specific information, such as building elevations, layouts, floor plans, and position of buildings on the site, is known. The study shall determine compliance with the noise and land use compatibility standards, identify potential noise impacts, and propose site-specific measures to reduce exposure to exterior and interior noise levels that exceed maximum permissible levels.

[6] 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.

- To reduce exterior noise levels to meet the normally acceptable thresholds of 65 dBA CNEL at multi-family residences or 70 dBA CNEL at commercial uses, locate noise-sensitive outdoor use areas away from major roadways or other significant sources of noise when developing site plans. Shield noise-sensitive spaces with buildings or noise barriers to reduce exterior noise levels. The final detailed design of the heights and limits of proposed noise barriers shall be completed at the time that the final site and grading plans are submitted.
- The following shall be implemented to reduce interior noise levels to meet the normally acceptable thresholds of 45 dBA CNEL at multi-family residences or 50 dBA $L_{eq(1\text{-}hr)}$ at commercial uses during hours of operations:
  - If future exterior noise levels at residential building facades are between 60 and 65 dBA CNEL, incorporate adequate forced-air mechanical ventilation to reduce interior noise levels to acceptable levels by closing the windows to control noise.
  - If future exterior noise levels at residential building facades exceed 65 dBA CNEL, forced-air mechanical ventilation systems and sound-rated construction methods are normally required. Such methods or materials may include a combination of smaller window and door sizes as a percentage of the total building façade facing the noise source, sound-rated windows and doors, sound-rated exterior wall assemblies, and mechanical ventilation so windows may be kept closed at the occupant's discretion.
  - If the 50 dBA $L_{eq(1\text{-}hr)}$ threshold would not be met, other site-specific measures, such as increasing setbacks of the buildings from the adjacent roadways, using shielding by other buildings or noise barriers to reduce noise levels, implementing additional sound treatments to the building design, etc. shall be considered to reduce interior noise levels to meet the Cal Green Code threshold.

Mitigation Measures for Impact NOI-1:

MM NOI-1.1: Construction activities under the revised project shall be conducted in accordance with provisions of the City's Municipal Code which limit temporary construction work to daytime hours,[7] Monday through Friday. Construction is prohibited on weekends and all holidays pursuant to Municipal Code Section 10.48.053(B)(C)(D).[8] Further, the City requires that all equipment have high-quality noise mufflers and abatement devices installed and are in good condition. Additionally, the construction crew shall adhere to the following construction best management practices listed in MM NOI-1.2 below to reduce construction noise levels emanating from the site and minimize disruption and annoyance at existing noise-sensitive receptors in the project vicinity.

[7] Per Municipal Code Section 10.48.010, daytime is defined as the period from 7:00 AM to 8:00 PM weekdays.
[8] Municipal Code Section 10.48.053(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. Municipal Code Section 10.48.053(C): Construction, other than street construction, is prohibited on holidays, except as provided in Sections 10.48.029 and 10.48.030. Municipal Code Section 10.48.053(D): Construction, other than street construction, is prohibited during nighttime periods unless it meets the nighttime standards of Section 10.48.040.

MM NOI-1.2: Future development shall prepare and submit a construction noise control plan to the City's Building Department and Code Enforcement for review and approval. The on-site Construction Manager shall implement the construction noise control plan, which would include, but not be limited to, the following available controls:

- Construct temporary noise barriers, where feasible, to screen stationary noise-generating equipment. Temporary noise barrier fences would provide a five dBA noise reduction if the noise barrier interrupts the line-of-sight between the noise source and receptor and if the barrier is constructed in a manner that eliminates any cracks or gaps.
- Equip all internal combustion engine-driven equipment with intake and exhaust mufflers that are in good condition and appropriate for the equipment.
- Enforce idling limit of two minutes for internal combustion engines unless subject to state law exemptions (e.g., safety issues).
- Locate stationary noise-generating equipment, such as air compressors or portable power generators, as far as possible from sensitive receptors as feasible. If they must be located near receptors, adequate muffling (with enclosures where feasible and appropriate) shall be used to reduce noise levels at the adjacent sensitive receptors. Any enclosure openings or venting shall face away from sensitive receptors.
- Utilize "quiet" air compressors and other stationary noise sources where technology exists.
- Construction staging areas shall be established at locations that would create the greatest distance between the construction-related noise sources and noise-sensitive receptors nearest the project site during all project construction.
- Locate material stockpiles, as well as maintenance/equipment staging and parking areas, as far as feasible from residential receptors.
- Control noise from construction workers' radios to a point where they are not audible at existing residences bordering the project site.
- If impact pile driving is proposed, temporary noise control blanket barriers shall shroud pile drivers or be erected in a manner to shield the adjacent land uses.
- If impact pile driving is proposed, foundation pile holes shall be pre-drilled to minimize the number of impacts required to seat the pile. Pre-drilling foundation pile holes is a standard construction noise control technique. Pre-drilling reduces the number of blows required to seat the pile. Notify all adjacent land uses of the construction schedule in writing.
- The contractor shall prepare a detailed construction schedule for major noise-generating construction activities and provide it to adjacent land uses. The construction plan shall identify a procedure for coordination with adjacent residential land uses so that construction activities can be scheduled to minimize noise disturbance.
- Designate a "disturbance coordinator" who would be responsible for responding to any complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaint (e.g., bad

muffler, etc.) and would require that reasonable measures be implemented to correct the problem. The telephone number for the disturbance coordinator shall be conspicuously posted at the construction site and included in the notice sent to neighbors regarding the construction schedule.

MM NOI-1.3: A qualified acoustical consultant shall be retained for development under the revised project to review mechanical noise, as these systems are selected, to determine specific noise reduction measures necessary to ensure noise complies with the City's noise level requirements. Mechanical equipment shall be selected and designed to reduce impacts on surrounding uses to meet the City's noise level requirements. Noise reduction measures could include, but are not limited to:

- Selection of equipment that emits low noise levels;
- Installation of noise barriers, such as enclosures and parapet walls, to block the line-of-sight between the noise source and the nearest receptors;
- Locating equipment in less noise-sensitive areas, where feasible.

MM NOI-1.4: Section 10.48.062 prohibits deliveries between 8:00 PM and 8:00 AM on weekdays and between 6:00 PM and 9:00 AM on weekends and holidays, which shall be enforced as part of the revised project. Additionally, the effect of loading zone activities would be evaluated for noise impacts and help determine design decisions once project-specific information for the revised project, such as type and size of the commercial uses, hours of operation, frequency of deliveries, and location of loading zones, is available. Noise reduction measures could include, but are not limited to, the following:

- Move loading zones inside (e.g., within parking structures), where possible, and as far from adjacent residential uses as possible.
- Implement a no idling policy at all locations that requires engines to be turned off after two minutes.
- Recess truck docks into the ground or locate them within parking structures.
- Equip loading bay doors with rubberized gasket type seals to allow little loading noise to escape.

MM NOI-1.5: Prior to issuance of building permits, a noise study shall be completed to determine noise levels due to truck deliveries at the proposed buildings, and the specific noise control that shall be implemented to reduce noise levels below the City's thresholds at adjacent residential property lines shall be identified.

Impact NOI-2:	The revised project would not expose persons to or generation of excessive groundborne vibration. (Less than Significant Impact with Mitigation Incorporated)

Given that the revised project would result in similar amount of development over the same construction timeframe as the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) and is subject to the same existing conditions as described in the Draft EIR and EIR Amendment, it is anticipated that the revised project would result in the same vibration impact as identified 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 implement the same mitigation measure MM NOI-2.1 identified in the Draft EIR and EIR Amendment for the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) to reduce the impact to a less than significant level. **(Less than Significant Impact with Mitigation Incorporated)**

Mitigation Measure for Impact NOI-2:

MM NOI-2.1: Where vibration levels due to construction activities under the revised project would exceed 0.3 in/sec PPV at nearby sensitive uses, development shall:

- Comply with the construction noise ordinance to limit hours of exposure. The City's Municipal Code allows construction noise to exceed limits discussed in Section 10.48.040 during daytime hours. No construction is permitted on Sundays or holidays.
- In the event pile driving would be required, all receptors within 300 feet of the project site shall be notified of the schedule a minimum of one week prior to its commencement. The contractor shall implement "quiet" pile driving technology (such as pre-drilling of piles, the use of more than one pile driver to shorten the total pile driving duration, or the use of portable acoustical barriers), in consideration of geotechnical and structural requirements and conditions.
- To the extent feasible, the project contractor shall phase high-vibration generating construction activities, such as pile driving/ground-impacting operations, so they do not occur at the same time with demolition and excavation activities in locations where the combined vibrations would potentially impact sensitive areas.
- The project contractor shall select demolition methods not involving impact tools, where possible (for example, milling generates lower vibration levels than excavation using clam shell or chisel drops).
- The project contractor shall avoid using vibratory rollers and packers near sensitive areas.
- Impact pile driving shall be prohibited within 90 feet of an existing structure surrounding the project site. Vibratory pile driving shall be prohibited within 60 feet of an existing structure surrounding the project site.

- Prohibit the use of heavy vibration-generating construction equipment, such as vibratory rollers or clam shovel, within 20 feet of any adjacent sensitive land use.
- If pile driving is required in the vicinity of vibration-sensitive structures adjacent to the project site, survey conditions of existing structures and, when necessary, perform site-specific vibration studies to direct construction activities. Contractors shall continue to monitor effects of construction activities on surveyed sensitive structures and offer repair or compensation for damage.
- Construction management plans for substantial construction projects, particularly those involving pile driving, shall include predefined vibration reduction measures, notification requirements for properties within 200 feet of scheduled construction activities, and contact information for on-site coordination and complaints.

Impact NOI-3:	**The revised project would result in a substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project. (Significant and Unavoidable Impact with Mitigation Incorporated)**

The revised project would generate approximately 39,063 average daily trips, which is similar to the 23,417 to 41,314 average daily trips generated by the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. For this reason, it is anticipated that the revised project would result in a similar, permanent ambient noise increase due to project-generated traffic as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. The revised project would implement the same mitigation measure MM NOI-3.1 to reduce the impact. As discussed in the Draft EIR and EIR Amendment, the implementation of the mitigation measure would reduce the impact but not to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Mitigation Measure for Impact NOI-3:

MM NOI-3.1: Future development under the revised project shall implement available measures to reduce project-generated noise level increases from project traffic on Perimeter Road. The noise attenuation measures shall be studied on a case-by-case basis at receptors that would be significantly impacted. Noise reduction methods could include the following:

- New or larger noise barriers or other noise reduction techniques constructed to protect existing residential land uses. Final design of such barriers shall be completed during project level review.
- Alternative noise reduction techniques, such as re-paving Perimeter Road with "quieter" pavement types including Open-Grade Rubberized Asphaltic Concrete. The use of "quiet" pavement can reduce noise levels by two to five dBA, depending on the existing pavement type, traffic speed, traffic volumes, and other factors.
- Traffic calming measures to slow traffic, such as speed bumps.

- Building sound insulation for affected residences, such as sound-rated windows and doors, on a case-by-case basis as a method of reducing noise levels in interior spaces.

Impact NOI-4:	**The revised project would result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project. (Significant and Unavoidable Impact with Mitigation Incorporated)**

The revised project is subject to the same existing ambient noise conditions as described in the Draft EIR and would construct a similar amount of development within the same timeframe as the previous project and project alternatives (except for the Occupied/Re-Tenanted Mall Alternative) analyzed in the Draft EIR and EIR Amendment. For these reasons, it is anticipated that the revised project would result in the same significant temporary increase in ambient noise levels due to construction activities as discussed 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 implement the same mitigation measure MM NOI-4.1 identified in the Draft EIR and EIR Amendment to reduce the impact. As discussed in the Draft EIR and EIR Amendment, the implementation of the mitigation measure would reduce the impact but not to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Mitigation Measure for Impact NOI-4:

MM NOI-4.1: Implement MM NOI-1.1 and -1.2.

Impact NOI-5:	**The project site is not located within an airport land use plan, within two miles of a public airport or public use airport, or in the vicinity of a private airstrip. (No Impact)**

As discussed in the Draft EIR and EIR Amendment, the project site is not located within an airport land use plan, within two miles of a public or public use airport, or in the vicinity of a private airstrip. Therefore, the revised project would not expose people residing or working in the project area to excessive airport-related noise levels. **(No Impact)**

Impact NOI-6:	**The revised project would result in a cumulatively considerable permanent noise level increase at existing residential land uses. (Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

The revised project would result in a similar amount of vehicle trips as analyzed for the previous project and project alternatives (except the Occupied/Re-Tenanted Mall Alternative) analyzed in the Draft EIR and EIR Amendment. For this reason, it is anticipated that the revised project would result in the same significant cumulatively considerable permanent noise level increase at existing residential land uses as described for the previous project and project alternatives in the Draft EIR and EIR Amendment. The revised project would implement the same mitigation measure MM NOI-6.1 identified in the Draft EIR and EIR Amendment to reduce the impact. As discussed in the Draft

EIR and EIR Amendment, the implementation of the mitigation measure would reduce the impact but not to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Mitigation Measure for Impact NOI-6:

MM NOI-6.1: Implement MM NOI-3.1 to reduce project-generated noise level increases on Perimeter Road north of Stevens Creek Boulevard and Vallco Parkway east of North Wolfe Road.

2.3.14 Population and Housing

Impact POP-1:	**The revised project would not induce substantial population growth in the area. (Less than Significant Impact)**
Impact POP-3:	**The revised project would not have a cumulatively considerable contribution to a significant cumulative population and housing impact. (Less than Significant Cumulative Impact)**

The Draft EIR and EIR Amendment concluded that the previous project and project alternatives would not induce substantial population growth in the area. Because the revised project proposes a similar amount of development as the previous project and project alternatives (except the Occupied/Re-Tenanted Mall Alternative) analyzed in the Draft EIR and EIR Amendment, it is anticipated that the revised project would result in the same less than significant impact.

The amount of commercial, office, and hotel uses proposed by the revised project are already planned for the site in the City's General Plan. The revised project, therefore, would not result in substantial population growth beyond what is planned for in the City's General Plan in regards to those uses. The revised project (like the General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative), however, proposes more residential units than currently allocated to the project site in the City's General Plan.

The project site is allocated 389 residential units in the City's General Plan. The City would allow for the transfer of up to 377 residential units of the available 724 citywide residential unit allocations to the project site. The project site, therefore, would have allocations for 766 residential units. Assuming the revised project meets the state Density Bonus Law criteria and is granted a 35 percent density bonus above the base residential yield of 2,165 units to achieve the proposed 2,923 residential units and an additional 377 citywide residential units (in addition to the 389 residential units already allocated to the project site) are allocated to the project site, the revised project would result in 1,399 residential units above the number of available residential units citywide. Added to the projected citywide buildout of 23,294 units, the revised project (not including the 35 percent density bonus) would represent a 6.0 percent increase in the total number of residential units planned for in the City's General Plan.

The Draft EIR and EIR Amendment evaluated project alternatives resulting up to a 7.0 percent increase in the total number of residential units planned for in the City's General Plan. The revised project, like the project alternatives discussed in the Draft EIR and EIR Amendment, would not

induce substantial population growth in the area, either directly or indirectly, because it would occur on an infill site, would be consistent with the General Plan goals for focused and sustainable growth, and would support the intensification of development in an urbanized area currently served by existing roads, transit, utilities, and public services. In addition, the proposed number of residential units are within the *Plan Bay Area* projections for the City and County.

Like the previous project and project alternatives discussed in the Draft EIR and EIR Amendment, infrastructure improvements, including sewer system improvements, the recycled water extension, and roadway improvements, for the revised project would be sized to accommodate existing and planned development and development from the revised project only. For this reason, the infrastructure improvements would not be growth inducing. No new off-site roads would be constructed to serve the revised project.

In addition, as discussed previously, the revised is consistent with *Plan Bay Area 2040* because it includes development of housing and reduces GHG emissions by developing a compact, mixed use development near transit (bus lines on Stevens Creek Boulevard and Wolfe Road), promoting automobile-alternative modes of transportation, implementing a TDM program, and implementing a GHG Reduction Plan. **(Less than Significant Impact)**

Impact POP-2:	**The revised project would not displace substantial numbers of existing housing or residents, necessitating the construction of replacement housing elsewhere. (No Impact)**

The project site is currently developed with commercial uses and does not contain dwelling units or residents. For this reason, the revised project would not displace existing housing or people. **(No Impact)**

2.3.15 Public Services

Impact PS-1:	**The revised project would not require new or physically altered fire protection facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives. (Less than Significant Impact)**
Impact PS-2:	**The revised project would not require new or physically altered police protection facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives. (Less than Significant Impact)**
Impact PS-3:	**The revised project would not require new or physically altered school facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives. (Less than Significant Impact)**
Impact PS-4:	**The revised project would not require new or physically altered library facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives. (Less than Significant Impact)**
Impact PS-5:	**The revised project would not require new or physically altered park facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives. (Less than Significant Impact)**
Impact PS-6:	**The revised project would not result in significant cumulative impacts to public services. (Less than Significant Cumulative Impact)**

The revised project is subject to the same existing public services conditions as described in the Draft EIR and EIR Amendment. The revised project proposes the same land uses, same programming elements, and a similar amount of development as the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. As shown in Table 2.1-12 of this document, the revised project would result in a similar number of employees and residents on-site. For these reasons, it is anticipated that the revised project would result in similar impacts to public services as described for the previous project and project alternatives (except the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment. The revised project would comply with the same regulations (including Government Code Section 65996 requiring the payment of school impact fees) and implement the same standard permit condition identified for the previous project and project alternatives (except the Occupied/Re-Tenanted Mall Alternative) in the Draft EIR and EIR Amendment to reduce impacts to public services to a less than significant level. **(Less than Significant Impact)**

Standard Permit Condition:[9] Future development under the revised project shall dedicate land through compliance with Municipal Code Chapter 13.08 and Title 18, which help ensure the provision of parklands in compliance with the City standard of a minimum of three acres per 1,000 residents.

2.3.16 Recreation

Impact REC-1:	**The revised project would not result in substantial physical deterioration of recreational facilities. (Less than Significant Impact)**
Impact REC-2:	**The proposed open space under the revised project would not result in an adverse physical effect on the environment. (Less than Significant Impact)**
Impact REC-3:	**The revised project would not result in significant cumulative recreation impacts. (Less than Significant Cumulative Impact)**

Given that the revised project proposes a similar amount of development and the same amount of open space (including a 30-acre green roof), and would result in a similar amount of growth (see Table 2.1-12) as the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment, it is anticipated that the revised project would result in a similar less than significant impact to recreational facilities.

The revised project would result in 5,846 new residents on-site.[10] According to General Plan Policy RPC-1.2, the revised project residents would require approximately 15.8 acres of parkland. The revised project includes 10.5 to 14 acres of common open space, landscaping, and town squares, as well as a 30-acre green roof that would include outdoor use areas such as outdoor dining, playgrounds, walking paths, and picnic areas. The proposed open space on-site, therefore, would offset the revised project's demand on recreational facilities. In addition, impacts to County and Midpeninsula Regional Open Space District facilities would be mitigated through the property taxes levied on the property and the revised project would implement the same standard permit condition as the previous project and project alternatives to reduce impacts to recreational facilities. **(Less than Significant Impact)**

Standard Permit Condition:[11] Future development under the revised project shall dedicate land through compliance with Municipal Code Chapter 13.08 and Title 18, which help ensure the provision of parklands in compliance with the City standard of a minimum of three acres per 1,000 residents.

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[9] 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.

[10] The estimated number of residents was based on the same 2.0 residents per unit assumption used for the previous project and project alternatives. (Sources: 1. Economic & Planning Systems, Inc. Population and Employment Projections. April 26, 2018. 2. Economic & Planning Systems, Inc. Housing Rich Alternative Project Buildout Population Projections. June 20, 2018.).

[11] 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.

2.3.17 Transportation/Traffic

The following discussion is based in part on a traffic memo prepared by Fehr & Peers in August 2018 for the revised project. A copy of this memo is included in Appendix B of this Final EIR.

Impact TRN-1:	**Under existing with project conditions, the revised project would conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system; and conflict with an applicable congestion management program, including standards established for designated roads or highways. (Significant and Unavoidable Impact with Mitigation Incorporated)**
Impact TRN-2:	**Under background with project conditions, the revised project would conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system; and conflict with an applicable congestion management program, including standards established for designated roads or highways. (Significant and Unavoidable Impact with Mitigation Incorporated)**
Impact TRN-3:	**Revised project construction-related traffic would not conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system. (Less than Significant Impact)**
Impact TRN-4:	**The revised project would not result in a change in air traffic patterns that results in substantial safety risks. (No Impact)**
Impact TRN-5:	**The revised project would not substantially increase hazards due to a design features (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment); and would not result in inadequate emergency access. (Less than Significant Impact)**
Impact TRN-6:	**The revised project would conflict with adopted policies, plans, or programs regarding public transit, bicycle, or pedestrian facilities or otherwise decrease the performance of safety of such facilities. (Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**
Impact TRN-7:	**The revised project would result in a cumulatively considerable contribution to a significant cumulative transportation impact. (Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

The revised project is subject to the same existing transportation conditions as described for the previous project and project alternatives described in the Draft EIR and EIR Amendment. The revised project proposes a similar amount of development as the previous project and project alternatives. As shown in Table 2.1-7, below, the revised project generates similar (though fewer) average daily trips and peak hour trips than the Housing Rich Alternative evaluated in the EIR Amendment. Because the revised project proposes the same land uses and a similar amount of land uses as the Housing Rich Alternative, the vehicle distribution and assignment for the revised project is similar to those of the Housing Rich Alternative. In addition, as shown in Table 2.1-8, below, the revised project is estimated to result in lower vehicle miles traveled per service population compared to the previous project.

For the above reasons, it is anticipated that the revised project would result in similar transportation impacts as described for the Housing Rich Alternative and previous project in the EIR Amendment and Draft EIR. The revised project would not result in a new or substantially more severe transportation impacts than disclosed previously in the Draft EIR and EIR Amendment.[12] The revised project would implement the same mitigation measures and conditions of approval identified for the Housing Rich Alternative in the EIR Amendment to reduce impacts. As discussed in the EIR Amendment, the implementation of the mitigation measures would reduce the impacts but not to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Table 2.1-6: Revised Project, Previous Project, and Project Alternative Trip Generation Estimates Summary

	Average Daily Trips	**AM Peak Hour**	**PM Peak Hour**
Revised Project	39,063	2,570	3,243
Previous Project	37,006	2,628	3,218
Alternatives			
General Plan Buildout with Maximum Residential	33,507	2,082	2,632
Retail and Residential	27,935	1,330	2,251
Occupied/Re-Tenanted Mall	23,417	307	2,398
Housing Rich	41,314	2,558	3,430

[12] Fehr & Peers. *Trip Generation Estimates and Impact Discussion for the Revised Project Description for the Vallco Special Area Specific Plan, Cupertino, CA.* August 20, 2018.

Table 2.1-7: Revised Project, Previous Project, and Project Alternative Vehicle Miles Traveled Estimates			
	Total VMT	**Average Trip Length**	**VMT Per Service Population**
Revised Project	416,531	10.66	29.7
Previous Project	330,220	8.98	30.0
General Plan Buildout with Maximum Residential Alternative	294,407	8.79	27.6
Retail and Residential Alternative	156,110	5.59	16.6
Occupied/Re-Tenanted Mall Alternative	114,447	4.89	44.9
Housing Rich Alternative	401,316	9.71	28.5
Note: A discussion of the Occupied/Re-Tenanted Mall 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. No mitigation measures or additional conditions of approval can be required.			

Mitigation Measures for Impact TRN-1:

MM TRN-1.1: Develop and implement a TDM Program which includes a trip cap that is based on a 34 percent non-SOV rate for the office uses. The TDM Program includes the creation of a Transportation Management Association that would:

- Provide concierge services to residents and retail owners (for their employees);
- Coordinate with the office component; and
- Oversee the overall TDM program among property owners and tenants to achieve the office trip caps

As part of the TDM Program, the City shall require future development to implement the Specific Plan's TDM Monitoring Program to ensure that the TDM reduction goals are achieved. The TDM Monitoring Program shall require a robust Monitoring Program to ensure that this TDM program mitigation measure is implemented and that the required trip caps are achieved. The Monitoring Program shall be subject to review and approval by the City of Cupertino and would include driveway monitoring for all office uses during the AM and PM peak hours. The TDM Monitoring Program would occur in the fall (mid-September through mid-November) after six months occupancy of 50 percent of the total approved buildout. The TDM Monitoring Program shall be conducted annually for the first 10 years. If the monitoring reveals that the peak trip counts

have not been exceeded in the last three years of the first 10 years of annual monitoring, the TDM monitoring shall be reduced to once every two years (i.e.. year 10, 12, 14, etc.). However, if any biennial report reveals that the peak trip counts have been exceeded, the monitoring shall revert to annual monitoring until such time that the peak trip counts have not been exceeded for three consecutive annual reports. If future development is not able to meet the identified TDM goal, then the City would collect penalties (assigned proportionately between the uses that do not meet the trip cap), as specified in the Specific Plan's TDM Monitoring Program. Penalties collected from the TDM Monitoring Program will be used to improve multimodal access around the site and throughout the City of Cupertino.

The TDM program is expected to reduce the severity of intersection and freeway impacts, although not necessarily to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-1.2: Intersection 12, De Anza Boulevard/McClellan Road: convert the shared left-turn/through lane on the eastbound approach of McClellan Road to a dedicated through lane (for a total of one left-turn lane, one through lane, and one right-turn lane). This would allow converting the phasing on the east-west approaches from split phasing to protected left-turn phasing. This improvement is included in the City's TIF Program and would improve intersection operations to an acceptable LOS D. Future development under the revised project shall pay transportation mitigation fees as calculated pursuant to the TIF program to mitigate this impact. However, because the TIF improvements are not fully funding and the timing of implementation is not known at this time, the impact to Intersection 12 is considered significant and unavoidable. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-1.3: A fair-share payment contribution to improvements identified in VTA's VTP 2040 for freeway segments on SR 85, I-280, and I-880 that the project (or project alternative) significantly impacts shall be paid by future development associated with the revised project.

The VTA's VTP 2040 identifies several freeway projects that are relevant to the identified freeway segment impacts, including:

- VTP ID H1: SR 85 Express Lanes: US 101 (South San José to Mountain View). This project would convert 24 miles of existing HOV lanes to express lanes, and allow single-occupancy vehicles access to the express lanes by paying a toll. An additional express lane will be added to create a two-lane express lane along a portion of the corridor. On November 13, 2017, the cities of Cupertino and Saratoga and the Town of Los Gatos

entered into a settlement agreement[13] with VTA and Caltrans that requires VTA to implement the 2016 Measure B State Route 85 Corridor Program Guidelines which include preparing a Transit Guideway Study for this corridor to identify the most effective transit and congestion relief projects on SR 85 that will be candidates for funding. Upon completion of the study, and implementation plan for these projects will be developed.

- VTP ID H11: I-280 Express Lanes: Leland Avenue to Magdalena Avenue. This project converts existing HOV lanes to express lanes.
- VTP ID H13: I-280 Express Lanes: Southbound El Monte Avenue to Magdalena Avenue. This project builds new express lanes.
- VTP ID H15: I-880 Express Lanes: US 101 to I-280. This project would build new express lanes on I-880.
- VTP ID H35: I-280 Northbound: Second Exit Lane to Foothill Expressway. This project constructs a second exit lane from northbound I-280 to Foothill Expressway.
- VTP ID H45: I-280 Northbound Braided Ramps between Foothill Expressway and SR 85: This project would conduct preliminary engineering, environmental studies, and design to widen the existing off-ramp to Foothill Expressway from Northbound I-280 from a single-lane exit to a two-lane exit opening at I-280.

Mitigation Measures for Impact TRN-2:

MM TRN-2.1: Implement MM TRN-1.1. The TDM program is expected to reduce the severity of intersection and freeway impacts, although not necessarily to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-2.2: Intersection 12, De Anza Boulevard/McClellan Road: Implement MM TRN-1.2. Implementation of MM TRN-1.2 would improve intersection the average intersection delay to better than background (without project or project alternative) conditions. However, because the TIF improvements are not fully funded and the timing of implementation is not known at this time, the impact is considered significant and unavoidable. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-2.3: Intersection 31, Wolfe Road/Vallco Parkway: Provide an overlap phase for the westbound right-turn movement, which would provide for a green right-turn arrow while the southbound left-turn movement has its green phase. Southbound U-turns shall also be prohibited. Implementation of this mitigation measure

[13] As part of the Settlement Agreement, *City of Saratoga, et al. v. California Department of Transportation, et al.* (Santa Clara County Superior Court Case No. 115CV281214), which was a suit by the three cities challenging Caltrans's approval of the State Route 85 Express Lanes Project, was dismissed on November 17, 2017.

would improve intersection level of service to an acceptable LOS D. **(Less than Significant Impact with Mitigation Incorporated)**

MM TRN-2.4: Intersection 42, Stevens Creek Boulevard/Tantau Avenue: Provide a northbound left-turn lane (for a total of one left-turn lane and one shared through/right-turn lane). This would allow converting the phasing on the east-west approaches from split phasing to protected left-turn phasing. This improvement is included in the City's TIF Program and would improve intersection operations to an acceptable LOS D. Future development under the revised project shall pay transportation mitigation fees as calculated pursuant to the TIF program to mitigate this impact. However, because the TIF improvements are not fully funding and the timing of implementation is not known at this time, the impact is considered significant and unavoidable. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-2.5: Intersections 43-45, Contribute a fair-share to a traffic signal timing study and implementation of the revised timings on Stevens Creek Boulevard at Stern Avenue, Calvert Drive, and Agilent Driveway. The revised project impacts would likely improve with modifications to the signal timings as traffic volumes change, but the impact is concluded to be significant and unavoidable because the effectiveness of the improvement would be determined through the signal timing study and because the intersection is under the jurisdiction of another agency and the City cannot guarantee the implementation of the signal timing study. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-2.6: Intersection 48, Lawrence Expressway/Homestead Road: Pay a fair-share contribution to the near-term improvement identified in the Santa Clara County's Expressway Plan 2040 Study for this intersection. The Expressway Plan 2040 Study identifies a near-term improvement of an additional eastbound through lane on Homestead Road. With this improvement, intersection operations would improve, but the intersection would continue to operate at LOS F with delays greater than under background conditions.

The ultimate improvement identified by the County's Expressway Plan 2040 is to grade-separate the intersection. That is a long-term improvement, however, which would not be implemented within the next 10 years. Therefore, the impact is considered significant and unavoidable. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-2.7: Intersection 51, Lawrence Expressway/Calvert Drive-I-280 Southbound Ramp: Improvements to mitigate the impact would include providing a fourth northbound through lane (for a total of four through lanes and one right-turn lane). This would require four receiving lanes north of Calvert Drive-I-280 Southbound Ramps. With this improvement, the intersection would operate at acceptable LOS E or better. The widening of Lawrence Expressway from three to four lanes in each direction between Moorpark Avenue to south of Calvert Drive is included in the VTP 2040 as a constrained project (VTP 2040 Project#

X10). The VTP 2040 does not include widening of Lawrence Expressway at or north of Calvert Drive, however. The fourth northbound through lane on Lawrence Expressway could potentially be provided with an added receiving lane that would connect directly to the off-ramp to Lawrence Expressway (also known as "trap" lane) just north of the I-280 overcrossing. The City shall coordinate with the County of Santa Clara to and Caltrans to determine if a fourth through lane could be provided. Future development under the revised project shall be required to pay a fair-share contribution if the improvement is feasible. The impact would remain significant and unavoidable because the feasibility of the improvement is yet to be determined, and because the intersection is within the responsibility and jurisdiction of another agency and the City cannot guarantee the improvement would be constructed concurrent with the revised project. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-2.8: Intersection 53, Lawrence Expressway/Bollinger Road: Improvements to mitigate the revised project's impact would include providing a fourth northbound through lane (for the PM peak hour impact) and fourth southbound through lane (for the AM peak hour impact). The widening of Lawrence Expressway from three to four lanes in each direction between Moorpark Avenue to south of Calvert Drive is included in the VTP 2040 as a constrained project (VTP 2040 Project# X10). This VTA project also includes the provision of an additional westbound through lane on Moorpark Avenue.

Assuming that both the northbound and southbound approaches would be modified to accommodate four through lanes, the intersection would operate at or better than acceptable LOS E under the revised project during the AM and PM peak hours. Future development under the revised project shall be required to pay a fair-share to VTP Project# X10. The impact would remain significant and unavoidable, however, because the intersection is within the responsibility and jurisdiction of another agency and the City cannot guarantee the improvement would be constructed concurrent with the revised project. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-2.9: Implement MM TRN-1.3. The VTP 2040 projects will enhance vehicular travel choices for the project (and project alternatives), and make more efficient use of the transportation roadway network, and the SR 85 Transit Guideway Study will help improve transit options in the SR 85 corridor. These freeway operations enhancements would not improve all impacted freeway segments to less than significant levels, however. The TDM Program proposed under the revised project and mitigation measure MM TRN-2.1 would reduce project-generated vehicle trips, thereby reducing the revised project impact on freeway segments, but it is not anticipated that the freeway impacts would be reduced to a less than significant level. For the above reasons, the revised project would remain significant and unavoidable with the implementation of MM TRN-2.1 and -2.9. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Mitigation Measures for Impact TRN-6:

MM TRN-6.1: The VTA's VTP 2040 identifies the Stevens Creek Bus Rapid Transit project (VTP ID T4) as an improvement near the project site. Ultimately, the VTP ID T4 would enhance travel choice for the revised project and make more efficient use of the transportation network. Thus, future development under the revised project would be required to contribute its fair-share to VTP ID T4. However, the impact would remain significant and unavoidable because the implementation of the VTP projects are within the responsibility and jurisdiction of another agency and the City cannot guarantee the improvement would be implemented concurrent with the revised project. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

Mitigation Measures for Impact TRN-7:

MM TRN-7.1: Implement MM TRN-1.1. The TDM program is expected to reduce the severity of intersection and freeway impacts, although not necessarily to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-7.2: Intersection 2, Stevens Creek Boulevard/SR 85 northbound ramps: The City's TIF Program identifies the addition of an exclusive northbound left-turn lane from the SR 85 off-ramp onto westbound Stevens Creek Boulevard. This improvement would mitigate the revised project's to a less than significant level. Future development under the revised project shall pay transportation mitigation fees as calculated pursuant to the TIF program to mitigate this impact. However, because the TIF improvements are not fully funding and the timing of implementation is not known at this time, the impact to Intersection 2 is considered significant and unavoidable. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.3: Intersection 8, De Anza Boulevard/Homestead Road: The City's TIF Program identifies the widening of De Anza Boulevard to four through lanes between the I-280 interchange and Homestead Road. This improvement would mitigate the revised project's to a less than significant level. Future development under the revised project shall pay transportation mitigation fees as calculated pursuant to the TIF program to mitigate this impact. However, because the TIF improvements are not fully funding and the timing of implementation is not known at this time, the impact to Intersection 8 is considered significant and unavoidable. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.4: Intersection 12, De Anza Boulevard/McClellan Road: Implement MM TRN-1.2. Implementation of MM TRN-1.2 would improve intersection operations to better than cumulative (without) revised project conditions. However, because the TIF improvements are not fully funded and the timing of implementation is not known at this time, the impact is considered significant and unavoidable. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-7.5: Intersection 23, Wolfe Road/Fremont Avenue: Provide a dedicated southbound right-turn lane from Wolfe Road onto westbound Fremont Avenue. This would improve intersection delay to lower than cumulative conditions under the revised project. Thus, the impact would be mitigated to a less than significant level.

The City of Sunnyvale recently approved improvements to the "Triangle" area of Wolfe Road/El Camino Real, Wolfe Road/Fremont Avenue, and El Camino Real/Fremont Avenue. The "Triangle" improvements include the provision of a southbound right-turn lane from Wolfe Road to Fremont Avenue. Thus, future development under the revised project would be required to contribute their fair-share to the "Triangle" improvement project. However, the impact would remain significant and unavoidable because the intersection is within the responsibility and jurisdiction of another agency and the City cannot guarantee the improvement would be constructed concurrent with the revised project. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.6: Intersection 26, Wolfe Road/Homestead Road: Provide a dedicated southbound right-turn lane from Wolfe Road onto westbound Homestead Road. To minimize secondary impacts to pedestrian travel, the right-turn lanes would need to be signal controlled, right-turns on red would be prohibited, and pedestrians should have a leading pedestrian phase (i.e., a pedestrian walk indication is provided several seconds before the right-turning vehicle traffic). This mitigation measures would improve intersection operations but not to a less than significant level.

The City's TIF Program includes the provision of the dedicated southbound right-turn lane. Future development under the revised project shall pay transportation mitigation fees as calculated pursuant to the TIF program to mitigate this impact. However, because the TIF improvements are not fully funding and the timing of implementation is not known at this time, the impact to Intersection 26 is considered significant and unavoidable. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.7: Intersection 31, Wolfe Road/Vallco Parkway: Implement MM TRN-2.3. Implementation of this measure would mitigate the revised project's cumulative impact to a less than significant level. **(Less than Significant Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.8: Intersection 42, Stevens Creek Boulevard/Tantau Avenue: Implement MM TRN-2.4. However, because the TIF improvements are not fully funding and the timing of implementation is not known at this time, the impact is considered significant and unavoidable. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.9: Intersections 43-45: Implement MM TRN-2.5. As discussed under Impact TRN-2, implementation of this measure would reduce the revised project's impact but not to a less than significant level. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.10: Intersection 48, Lawrence Expressway/Homestead Road: Implement MM TRN-2.6. As discussed under MM TRN-2.6, the revised project shall pay a fair-share contribution to the long-term improvement identified in the Santa Clara County's Expressway Plan 2040 Study for this intersection. The impact would remain significant and unavoidable, however, because the intersection is within the responsibility and jurisdiction of another agency and the City cannot guarantee the improvement would be constructed concurrent with the revised project. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.11: Intersection 51, Lawrence Expressway/Calvert Drive-I-280 Southbound Ramp: Implement MM TRN-2.7. The impact is significant and unavoidable because the feasibility of the improvement is yet to be determined, the impact would remain significant and unavoidable, and because the intersection is within the responsibility and jurisdiction of another agency and the City cannot guarantee the improvement would be constructed concurrent with the revised project. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.12: Intersection 53, Lawrence Expressway/Bollinger Road: Implement MM TRN-2.8. Implementation of this measure would improve intersection operations to an acceptable LOS E or better. The impact would remain significant and unavoidable, however, because the intersection is within the responsibility and jurisdiction of another agency and the City cannot guarantee the improvement would be constructed concurrent with the revised project. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.13: Intersection 60, Stevens Creek Boulevard/Cabot Avenue: Contribute a fair-share to a traffic signal timing study and implementation of the revised timings on Stevens Creek Boulevard at Cabot Avenue. The revised project impact would likely improve with modifications to the signal timings as traffic volumes change. The impact would be significant and unavoidable, however, because the effectiveness of the improvement would be determined through the signal timing study and because the intersection is within the responsibility and jurisdiction of another agency and the City cannot guarantee the implementation of the signal

timing study. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.14: Intersection 38, Tantau Avenue/Homestead Road: Restripe the southbound approach (Quail Avenue) to provide a separate left-turn lane and shared through/right-turn lane (including removal of on-street parking). This improvement is included in the City's TIF Program and would improve intersection operations to an acceptable LOS D. Future development under the revised project shall pay transportation mitigation fees as calculated pursuant to the TIF program to mitigate this impact. However, because the TIF improvements are not fully funded and the timing of implementation is not known at this time, the impact is considered significant and unavoidable. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

MM TRN-7.15: Implement MM TRN-1.3. The VTP 2040 projects will enhance vehicular travel choices for the project (and project alternatives), and make more efficient use of the transportation roadway network, and the SR 85 Transit Guideway Study will help improve transit options in the SR 85 corridor. These freeway operations enhancements would not improve all impacted freeway segments to less than significant levels, however. The TDM Program proposed under the revised project and mitigation measure MM TRN-7.1 would reduce project-generated vehicle trips, thereby reducing the revised project impact on freeway segments, but it is not anticipated that the freeway impacts would be reduced to a less than significant level. For the above reasons, the revised project would remain significant and unavoidable with the implementation of MM TRN-7.1 and -7.15. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

MM TRN-7.16: Intersection 3, Stevens Creek Boulevard/Stelling Road: Provide an additional second eastbound left-turn lane from Stevens Creek Boulevard onto northbound Stelling Road. This mitigation measure would improve intersection operations to an acceptable LOS D-.

The City's TIF Program identifies the addition of a second eastbound left-turn lane from Stevens Creek Boulevard onto northbound Stelling Road as a General Plan Mitigation Measure. Future development under the revised project shall pay transportation mitigation fees as calculated pursuant to the TIF program to mitigate this impact. However, because the TIF improvements are not fully funded and the timing of implementation is not known at this time, the impact is considered significant and unavoidable. **(Significant and Unavoidable Cumulative Impact with Mitigation Incorporated)**

Conditions of Approval:[14]

- To ensure neighborhood cut-through traffic and parking intrusion are minimized, future development under the revised project shall fund neighborhood cut-through traffic monitoring studies and provide fees in the amount of $500,000 to the City of Cupertino, $150,000 to the City of Santa Clara, and $250,000 to the City of Sunnyvale to monitor and implement traffic calming improvements and a residential parking permit program to minimize neighborhood cut-through traffic and parking intrusion, if determined to be needed by the respective City's Public Works Department. The details of the neighborhood parking and traffic intrusion monitoring program shall be determined when the conditions of approval for project development are established. The monitoring program shall include the following components: (1) identifying the monitoring areas (roadways where the monitoring would occur), (2) setting baseline conditions (number of parked vehicles and traffic volumes on the roadways), (3) determining thresholds for parking and traffic volume increases requiring action, (4) establishing the monitoring schedule, and (5) creating reporting protocols. The baseline conditions shall be established prior to but within one year of initial occupancy. Monitoring shall then occur annually for five years.
- Consistent with VTA Guidelines, the project proponent shall coordinate with the City and VTA to identify feasible transit priority measures near the affected facility and include contributions to any applicable projects that improve transit speed and reliability.
- For left-turn storage deficiencies at Intersections #11 (De Anza Boulevard/Stevens Creek Boulevard), #31 (Wolfe Road/Vallco Parkway), #41 (Tantau Avenue/Vallco Parkway), #42 (Stevens Creek Boulevard/Tantau Avenue), contribute one payment of $100,000 to citywide ITS improvements (such as adoptive signal control, advanced signal loop detectors or video image detectors) to improve signal operations and queuing.
- Intersection #21 – Stevens Creek Boulevard / Perimeter Road: Reconfigure the median on Stevens Creek Boulevard to reduce the westbound left-turn lane to Portal Avenue to accommodate an additional 80 feet of capacity for the eastbound left turn from Stevens Creek Boulevard to Perimeter Road.
- Intersection #31 – Wolfe Road / Vallco Parkway: Reconfigure the median on Vallco Parkway between Wolfe Road and Perimeter Road to provide a continuous median with a 325-foot westbound left-turn lane at Wolfe Road and a 220-foot eastbound left-turn lane at Perimeter Road.
- Intersection #32 – Wolfe Road-Miller Avenue / Stevens Creek Boulevard: Extend the inner eastbound left-turn lane from Stevens Creek Boulevard to Wolfe Road to the same length as the outer left-turn lane to provide approximately 260 feet of additional capacity.
- Intersection #53 – Lawrence Expressway / Bollinger Road: Coordinate with the County of Santa Clara and pay fair share to reduce the median width on the northbound approach of Lawrence Expressway to provide for approximately 325 feet of additional capacity.
- Intersection #56 – Lawrence Expressway / Saratoga Avenue: Coordinate with the County of Santa Clara and pay fair share of additional funding needed to reduce the median width on the eastbound approach of Saratoga Avenue to maximize the left-turn queuing capacity.

[14] Conditions of approval are required of the project by the City. The conditions of approval are not mitigation measures because they do not reduce an environmental impact.

Standard Permit Conditions:[15]

- Construction truck access to the site shall be prohibited during peak commute times (7:00 AM to 9:00 AM and 4:00 PM to 7:00 PM) and conform the City's Municipal Code requirements.
- Future development under the revised project shall be subject to City development review to ensure that minimum design standards are met, including adequate sight distance and configurations (including adequate width and turn radii for continuous unimpeded circulation through the site for passenger vehicles, emergency vehicles, and large trucks). The final design of roadways, driveways, and access points shall be approved by the City.

2.3.18 Utilities and Service Systems

Impact UTL-1:	**The revised project would not exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board. (Less than Significant Impact)**
Impact UTL-2:	**The revised project would require improvements to the existing sewer system, however, the construction of the improvements would not cause significant environmental effects. (Less than Significant Impact with Mitigation Incorporated)**
Impact UTL-3:	**The wastewater treatment provider (RWF) would have adequate capacity to serve the revised project in addition to the provider's existing commitments. (Less than Significant Impact)**

The revised project proposes the same land uses as the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. As discussed in the Draft EIR and EIR Amendment, it is not anticipated that the sewage generated from the proposed uses would exceed the wastewater treatment requirements of the Regional Water Quality Control Board (RWQCB).

The estimated net sewage generation from the revised project, previous project, and project alternatives is summarized in Table 2.1-9, below. As shown in Table 2.1-9, the revised project would generate a similar (though less) amount of sewage than the Housing Rich Alternative analyzed in the EIR Amendment. For this reason, it is anticipated that the revised project would have similar impacts to sewage treatment and conveyance facilities as described for the Housing Rich Alternative in the EIR Amendment. The revised project would implement the same mitigation measures MM UTIL-2.1 through -2.3 (as revised in Section 6.0 of this Final EIR) as identified for the Housing Rich Alternative to reduce the impact to a less than significant level. **(Less than Significant Impact with Mitigation Incorporated)**

[15] 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.

Table 2.1-8: Estimated Net Sewage Generation	
	Estimated Net Average Sewage Generation (mgd)
Revised Project	0.59
Previous Project	0.40
General Plan Buildout with Maximum Residential Alternative	0.53
Retail and Residential Alternative	0.58
Occupied/Re-Tenanted Alternative	0.26
Housing Rich Alternative	0.65
Note: The sewage generation identified is the net increase in sewage generation anticipated under the revised project, previous project, and project alternatives compared to existing conditions. Source: City of Cupertino. *Sewer Capacity Calculation*. August 13, 2018.	

Mitigation Measures for Impact UTIL-2:

MM UTIL-2.1: Future development under the revised project shall replace the existing 12- and 15-inch sewer mains in Wolfe Road with new mains of an adequate size as determined by CuSD, or shall install an 18- to 21-inch parallel pipe to the existing 12- and 15-inch mains to accommodate existing and project flows.

MM UTIL-2.2: Future development under the revised project shall replace the existing 27-inch sewer main in Wolfe Road and Homestead Road with new mains of an adequate size determined by the CuSD, or install a parallel pipe of an adequate size to the existing 27-inch sewer main as determined by CuSD.

MM UTIL-2.3: No certificates of occupancy shall be issued by the City for structures or units that would result in the permitted peak wet weather flow capacity of 13.8 mgd through the Santa Clara sanitary sewer system being exceeded. The estimated sewage generation by the revised project shall be calculated using the sewer generation rates used by the San Jose - Santa Clara Water Pollution Control Plant Specific Use Code & Sewer Coefficient table, and from the City of Santa Clara Sanitary Sewer Capacity Assessment, May 2007,[16] unless alternative (i.e., lower) sewer generation rates achieved by future development are substantiated by the developer based on evidence to the satisfaction of the CuSD.

[16] The average dry weather sewerage generation rates used by the San Jose - Santa Clara Water Pollution Control Plant Specific Use Code & Sewer Coefficient table, and the City of Santa Clara Sanitary Sewer Capacity Assessment, May 2007, for the different uses within the project are as follows: High Density Residential = 121 gpd/unit; Commercial/Retail = 0.076 gpd/SF; Commercial/Restaurant = 1.04 gpd/SF; Office = 0.1 gpd/SF; Hotel = 100 gpd/Room; Civic Space (office) = 0.21 gpd/SF; Adult Education = 15 gpd/Person; and Civic Space (Auditorium) = 0.11 gpd/SF.

Impact UTL-4: The revised project would not require the construction of new storm water drainage facilities or expansion of existing facilities. (Less than Significant Impact)

The revised project, like the previous project, General Plan Buildout with Maximum Residential Alternative, and Housing Rich Alternative, would result in a decrease in impervious surfaces on-site. The decrease in impervious surfaces on-site would result in a corresponding decrease in surface runoff from the site. For this reason, it is concluded the existing storm drain system would continue to have capacity to serve runoff from the site under the revised project. **(Less than Significant Impact)**

Impact UTL-5: The revised project would have sufficient water supply available to serve the project from existing entitlements and resources. (Less than Significant Impact)

Using the same water generation rates used in the water supply assessments completed for the previous project and project alternatives in the Draft EIR and EIR Amendment, it is estimated that the revised project would have a net water demand of 317 acre feet per year. A summary of the revised project, previous project, and project alternative net water demand is provided in Table 2.1-10, below. As shown in Table 2.1-10, the revised project would have a similar (thought lower) water demand than the Housing Rich Alternative. It is anticipated, therefore, that the revised project would result in a similar less than significant impact on water supply as described for the Housing Rich Alternative in the EIR Amendment. **(Less than Significant Impact)**

Table 2.1-9: Project and Project Alternative Net Water Demand Compared to Existing Conditions

	Net Water Demand (AFY)
Revised Project	317
Previous Project	249
General Plan Build-out with Maximum Residential Alternative	297
Retail and Residential Alternative	266
Occupied/Re-Tenanted Mall Alternative	167
Housing Rich Alternative	354

Impact UTL-6: The revised project would be served by a landfill with sufficient permitted capacity to accommodate the project's solid waste disposal and would comply with applicable statutes and regulations related to solid waste. (Less than Significant Impact)

Using the same solid waste generation rates used for the previous project and project alternatives in the Draft EIR and EIR Amendment, it is estimated that the revised project would have a net solid waste generation of 33,370 cubic yards per year. A summary of the revised project, previous project, and project alternative net solid waste generation is provided in Table 2.1-11. As shown in Table 2.1-11, the revised project would generate a similar (though lower) amount of solid waste than the Housing Rich Alternative. It is anticipated, therefore, that the revised project would result in a similar less than significant impact on solid waste disposal as described for the Housing Rich Alternative in the EIR Amendment. **(Less than Significant Impact)**

Table 2.1-10: Project and Project Alternative Estimated Net Solid Waste Generation

	Estimated Net Solid Waste Generation (cubic yards per year)
Revised Project	13,686
Previous Project	9,443
General Plan Build-out with Maximum Residential Alternative	11,908
Retail and Residential Alternative	9,374
Occupied/Re-Tenanted Mall Alternative	4,150
Housing Rich Alternative	14,805

Sources: 1) Illingworth & Rodkin, Inc. *Vallco Special Area Specific Plan Air Quality and Greenhouse Gas Emissions Assessment.* May 2018. Attachment 2. 2) Illingworth & Rodkin, Inc. *Housing Rich Alternative Air Quality Modeling.* June 2018. Attachment 1. 3)Illingworth & Rodkin, Inc. *Program Operational Alternative Air Quality Modeling.* August 2018.

Impact UTL-7: The revised project would not result in significant cumulative impacts to utilities and service systems. (Less than Significant Cumulative Impact)

As discussed above, the revised project would have similar (and sometimes lesser) impacts to utilities than the Housing Rich Alternative analyzed in the EIR Amendment. For this reason, the revised project's contribution to cumulative utility impacts would be similar to that of the Housing Rich Alternative described in the EIR Amendment. The revised project, therefore, would have a similar less than significant cumulative impact as the Housing Rich Alternative described in the EIR Amendment. **(Less than Significant Cumulative Impact)**

2.3.19 Growth-Inducing Impacts

Impact GRO-1: The revised project would not foster or stimulate significant economic or population growth in the surrounding environment. (Less than Significant Impact)

Table 2.1-12, below, summarizes the revised project, previous project, and project alternatives estimated residential population and employee projections. The revised project would result in similar less than significant growth-inducing impacts as described for the previous project and project alternatives in the Draft EIR and EIR Amendment because it includes jobs and housing within the projections of the City's General Plan or *Plan Bay Area*. The projected number of employees from the revised project are anticipated in the citywide buildout of the General Plan. The revised project (not including the 35 percent density bonus) would allow for 1,399 more residential units than anticipated with the buildout of the City's General Plan (see discussion in Section 2.3.14). These additional units, however, are within the *Plan Bay Area Projections* for the City and County.

In addition, the impacts of the revised project on community facilities is discussed in Sections 2.3.15 and 2.3.16 and the revised project would construct infrastructure improvements (i.e., roadway mitigation, recycled water extension, and/or sewer system upgrades) to mitigate its impacts. Utility improvements would be sized to serve the development of the revised project and would not have excess capacity. For this reason, the utility improvements would not remove obstacles to population growth. In addition, like the previous project, the revised project would pay all applicable impact fees and taxes, which would offset impacts to public facilities and services, including police and fire, schools, and parks. As a result, growth associated with implementation of the revised project would not have a significant impact on community service facilities, nor would it make a cumulatively considerable contribution to such impacts, requiring construction of new facilities that could cause significant environmental effects.

For the reasons stated above, the revised project would not result in significant indirect growth-including impacts. **(Less than Significant Impact)**

Table 2.1-11: Estimated Revised Project, Previous Project, and Project Alternative, Citywide, and Countywide Residential Population and Employee Projections			
	Estimated Dwelling Units	**Estimated Residential Population**	**Estimated Jobs/Employees**
Plan Bay Area Projections Year 2040			
Santa Clara County	818,400	2,423,500	1,229,520
Cupertino	24,040	71,200	33,110
General Plan 2040 Buildout			
Cupertino General Plan Buildout 2040	23,294	69,183	48,509
Project and Project Alternatives Buildout			
Revised Project	2,923	5,846	8,178
Previous Project	800	1,600	9,594
General Plan Buildout with Maximum Residential Alternative	2,640	5,280	5,594
Retail and Residential Alternative	4,000	8,000	1,400
Occupied/Re-Tenanted Mall Alternative	0	0	2,550
Housing Rich Alternative	3,250	6,500	7,585

Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. *Cupertino General Plan Community Vision 2015-2040*. October 15, 2015. Page 3-12.). The estimated population and jobs/employees for the project and project alternatives are based on a project-specific study of the specific uses proposed by the project completed by Economic & Planning Systems, Inc. The estimated residential and jobs/employees for the project and project alternatives are based on the following project-specific rates: 2.0 residents per unit, 1 employee/250 square feet of office, 1 employee/400 square feet of retail/restaurant, 1 employee/1,000 square of entertainment retail, and 1 employee/2 hotel rooms (Sources: 1. Economic & Planning Systems, Inc. *Population and Employment Projections.* April 26, 2018. 2. Economic & Planning Systems, Inc. *Housing Rich Alternative Project Buildout Population Projections.* June 20, 2018. 3. Economic & Planning Systems, Inc. *Revised Project, Project Buildout Population Projections.* August 13, 2018.).

Table 2.1-12: Summary of Project and Project Alternative Impacts							
Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
Notes: SU= significant and unavoidable impact; SU/M = significant and unavoidable impact with mitigation incorporated; LTS/M = less than significant impact with mitigation incorporated; LTS = less than significant impact; NI = no impact **Bold** impact text indicates that the impact is reduced for the alternative compared to the revised project.							
Aesthetics							
Impact AES-1: The revised project would not result in significant aesthetic impacts.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact AES-2: The revised project would not have a cumulatively considerable contribution to a significant cumulative aesthetic impacts.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Agricultural Resources							
Impact AG-1: The revised project would not convert farmland, conflict with zoning for agricultural use, or conflict with a Williamson Act contract.	NI	NI	NI	NI	NI	NI	NI
Impact AG-2: The revised project would not conflict with existing zoning of forest land or timberland, or result in the loss or conversion of forest land.	NI	NI	NI	NI	NI	NI	NI
Air Quality							
Impact AQ-1: The revised project would not conflict with or obstruct implementation of the applicable air quality plan.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

Table 2.1-12: Summary of Project and Project Alternative Impacts							
Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
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Impact AQ-2: The construction of the revised project would violate an air quality standard or contribute substantially to an existing or projected air quality violation.	SU/M	**SU/M**	**SU/M**	**SU/M**	**LTS**	**NI**	SU/M
Impact AQ-3: The operation of the revised project would violate an air quality standard or contribute substantially to an existing or projected air quality violation.	SU/M	**SU/M**	**SU/M**	**SU/M**	**LTS**	**NI**	**SU/M**
Impact AQ-4: The revised project would result in a cumulatively considerable net increase of criteria pollutants (ROG, NOx, PM_{10}, and/or $PM_{2.5}$) for which the project region is non-attainment under an applicable federal or state ambient air quality standard.	SU/M	**SU/M**	**SU/M**	**SU/M**	**LTS**	**NI**	**SU/M**
Impact AQ-5: The revised project would not result in a cumulatively considerable net increase of criteria pollutants (CO) for which the project region is non-attainment under an applicable federal or state ambient air quality standard.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

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Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
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Impact AQ-6: The revised project would expose sensitive receptors to substantial construction dust and diesel exhaust emissions concentrations.	SU/M	**SU/M**	**SU/M**	**SU/M**	**LTS**	**NI**	SU/M
Impact AQ-7: The revised project would expose sensitive receptors to substantial TAC pollutant concentrations.	LTS/M	LTS/M	LTS/M	LTS/M	**LTS**	**NI**	LTS/M
Impact AQ-8: The revised project would not create objectionable odors affecting a substantial number of people.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact AQ-9: Implementation of the revised project would cumulatively contribute to significant air quality impacts in the San Francisco Bay Area Air Basin.	SU/M	**SU/M**	**SU/M**	**SU/M**	**LTS**	**NI**	SU/M
Biological Resources							
Impact BIO-1: The revised project would not have a substantial adverse effect on species identified as a candidate, sensitive, or special status species.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

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Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
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Impact BIO-2: The revised project would not have a substantial adverse effect on riparian habitat, wetland, or other sensitive natural community.	NI	NI	NI	NI	NI	NI	NI
Impact BIO-3: The revised project would not interfere substantially with the movement of fish or wildlife species or with established wildlife corridors, or impede the use of native wildlife nursery sites.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact BIO-4: The revised project would not conflict with local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact BIO-5: The revised project would not conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved habitat conservation plan.	NI	NI	NI	NI	NI	NI	LTS

Table 2.1-12: Summary of Project and Project Alternative Impacts							
Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
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Impact BIO-6: The revised project would not have a cumulatively considerable contribution to a significant cumulative biological resources impact.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Cultural Resources							
Impact CR-1: The revised project would not cause a substantial change in the significance of a historic resource.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact CR-2: The revised project would not significantly impact archaeological resources, human remains, or tribal cultural resources.	LTS	LTS/M	LTS/M	LTS/M	**LTS**	**NI**	LTS
Impact CR-3: The revised project would not destroy a unique paleontological resource or site or unique geological feature.	NI	NI	NI	NI	NI	NI	NI
Impact CR-4: The revised project would not result in a cumulatively considerable contribution to a significant cumulative cultural resources impact.	LTS/M	LTS/M	LTS/M	LTS/M	**LTS**	**NI**	LTS/M

Table 2.1-12: Summary of Project and Project Alternative Impacts							
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Energy							
Impact EN-1: The revised project would not result in a significant environmental impact due to the wasteful, inefficient or unnecessary consumption of energy during construction or operation.	LTS	**LTS**	**LTS**	**LTS**	**LTS**	**NI**	**LTS**
Impact EN-2: The revised project would not conflict with or obstruct a state or local plans for renewable energy or energy efficiency.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact EN-3: The revised project would not have a considerable contribution to a significant cumulative energy impact.	LTS	**LTS**	**LTS**	**LTS**	**LTS**	**NI**	**LTS**
Geology and Soils							
Impact GEO-1: The revised project would not expose people or structures to substantial adverse effects from rupture of a known fault, strong seismic ground shaking, seismic-related ground failure (including liquefaction), and/or landslides.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

Table 2.1-12: Summary of Project and Project Alternative Impacts							
Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
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Impact GEO-2: The revised project would not result in substantial soil erosion or loss of topsoil or create substantial risks to life or property due to expansive soil.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact GEO-3: The revised project would not be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or off-site landslide, lateral spreading or subsidence.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact GEO-4: The revised project would not be located on soils incapable of adequately supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water.	NI	NI	NI	NI	NI	NI	NI
Impact GEO-5: The revised project would not have a cumulatively considerable contribution to a significant cumulative geology and soil impact.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

Table 2.1-12: Summary of Project and Project Alternative Impacts							
Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
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Greenhouse Gas							
Impact GHG-1: The revised project would not generate cumulatively considerable GHG emissions that would result in a significant cumulative impact to the environment.	LTS/M	**LTS/M**	**LTS/M**	**LTS**	SU	**NI**	**LTS/M**
Impact GHG-2: The revised project would not conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing GHG emissions.	LTS	LTS	LTS	LTS	**NI**	**NI**	LTS
Hazards and Hazardous Materials							
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.	LTS/M	LTS/M	LTS/M	LTS/M	**LTS**	**NI**	LTS/M

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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 project (and project alternatives) would not create a significant hazard to the public or the environment as a result.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
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.	NI	NI	NI	NI	NI	NI	NI
Impact HAZ-4: The revised project would not impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact HAZ-5: The revised project would not expose people or structures to a significant risk of loss, injury, or death involving wildland fires.	NI	NI	NI	NI	NI	NI	NI

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Impact HAZ-6: The revised project would not have a cumulatively considerable contribution to a significant cumulative hazardous materials impact.	LTS	LTS	LTS	LTS	LTS	NI	LTS
Hydrology and Water Quality							
Impact HYD-1: The revised project would not violate water quality standards or waste discharge requirements, or otherwise substantially degrade water quality.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact HYD-2: The revised project would not substantially deplete groundwater supplies or interfere substantially with groundwater recharge.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
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.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

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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.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact HYD-5: The revised project would not have a cumulatively considerable contribution to a significant cumulative hydrology and water quality impact.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Land Use							
Impact LU-1: The revised project would not physically divide an established community.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact LU-2: The revised project would not conflict with applicable land use plan, policy, or regulation of an agency with jurisdiction over the project adopted for the purpose of avoiding or mitigating an environmental effect.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

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Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
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Impact LU-3: The revised project would not conflict with applicable habitat conservation plan or natural community conservation plan.	NI	NI	NI	NI	NI	NI	NI
Impact LU-4: The revised project would not have a cumulatively considerable contribution to a significant cumulative land use impact.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Mineral Resources							
Impact MIN-1: The revised project would not result in the loss of availability of a known mineral resource or locally-important mineral resource recovery site.	NI	NI	NI	NI	NI	NI	NI
Impact MIN-2: The revised project would not contribute to a significant cumulative mineral resources impact.	NI	NI	NI	NI	NI	NI	NI

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Noise and Vibration							
Impact NOI-1: The revised project would not expose persons to or generation of noise levels in excess of standards established in the General Plan Municipal Code, or applicable standard of other agencies.	SU/M	SU/M	SU/M	SU/M	**LTS**	**NI**	SU/M
Impact NOI-2: The revised project would not expose persons to or generation of excessive groundborne vibration.	LTS/M	LTS/M	LTS/M	LTS/M	**LTS**	**NI**	LTS/M
Impact NOI-3: The revised project would result in a substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project.	SU/M	**SU/M**	**SU/M**	**SU/M**	SU	**NI**	**SU/M**
Impact NOI-4: The revised project would result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.	SU/M	SU/M	SU/M	SU/M	**LTS**	**NI**	SU/M

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Impact NOI-5: The project site is not located within an airport land use plan, within two miles of a public airport or public use airport, or in the vicinity of a private airstrip.	NI	NI	NI	NI	NI	NI	NI
Impact NOI-6: The revised project would result in a cumulatively considerable permanent noise level increase at existing residential land uses.	SU/M	**SU/M**	**SU/M**	**SU/M**	**SU**	**NI**	**SU/M**
Population and Housing							
Impact POP-1: The revised project would not induce substantial population growth in the area.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS
Impact POP-2: The revised project would not displace substantial numbers of existing housing or residents, necessitating the construction of replacement housing elsewhere.	NI	NI	NI	NI	NI	NI	NI
Impact POP-3: The revised project would not have a cumulatively considerable contribution to a significant cumulative population and housing impact.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS

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Public Services							
Impact PS-1: The revised project would not require new or physically altered fire protection facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS
Impact PS-2: The revised project would not require new or physically altered police protection facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS
Impact PS-3: The revised project would not require new or physically altered school facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives.	LTS	LTS	LTS	LTS	**NI**	**NI**	LTS

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Impact PS-4: The revised project would not require new or physically altered library facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS
Impact PS-5: The revised project would not require new or physically altered park facilities (the construction of which could cause significant environmental impacts) in order to maintain acceptable service ratios, response times, or other performance objectives.	LTS	LTS	LTS	LTS	**NI**	**NI**	LTS
Impact PS-6: The revised project would not result in significant cumulative impacts to public services.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS

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Recreation							
Impact REC-1: The revised project would not result in substantial physical deterioration of recreational facilities.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS
Impact REC-2: The proposed open space under the revised project would not result in an adverse physical effect on the environment.	LTS	LTS	LTS	LTS	**NI**	**NI**	LTS
Impact REC-3: The revised project would not result in significant cumulative recreation impacts.	LTS	LTS	LTS	LTS	**NI**	**NI**	LTS
Transportation							
Impact TRN-1: Under existing with project conditions, the revised project would conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system; and conflict with an applicable congestion management program, including standards established for designated roads or highways.	SU/M	SU/M	**SU/M**	**SU/M**	SU	**NI**	SU/M

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Impact TRN-2: Under background with project conditions, the revised project would conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system; and conflict with an applicable congestion management program, including standards established for designated roads or highways.	SU/M	**SU/M**	**SU/M**	**SU/M**	SU	**NI**	SU/M
Impact TRN-3: Revised project construction-related traffic would not conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS
Impact TRN-4: The revised project would not result in a change in air traffic patterns that results in substantial safety risks.	NI	NI	NI	NI	NI	NI	NI

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Impact TRN-5: The revised project would not substantially increase hazards due to a design features (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment); and would not result in inadequate emergency access.	LTS	LTS	LTS	LTS	**NI**	**NI**	LTS
Impact TRN-6: The revised project would conflict with adopted policies, plans, or programs regarding public transit, bicycle, or pedestrian facilities or otherwise decrease the performance of safety of such facilities.	SU/M	**LTS**	**LTS**	**LTS**	**LTS**	**NI**	SU/M
Impact TRN-7: The revised project would result in a cumulatively considerable contribution to a significant cumulative transportation impact.	SU/M	**SU/M**	**SU/M**	**SU/M**	SU	**NI**	SU/M
Utilities and Service System							
Impact UTL-1: The revised project would not exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS

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Impact UTL-2: The revised project would require improvements to the existing sewer system, however, the construction of the improvements would not cause significant environmental effects.	LTS/M	LTS/M	LTS/M	LTS/M	**LTS**	**NI**	LTS/M
Impact UTL-3: The wastewater treatment provider (RWF) would have adequate capacity to serve the revised project demand in addition to the provider's existing commitments.	LTS	**LTS**	**LTS**	**LTS**	**LTS**	**NI**	LTS
Impact UTL-4: The revised project would not require the construction of new storm water drainage facilities or expansion of existing facilities.	LTS	LTS	LTS	LTS	LTS	**NI**	LTS
Impact UTL-5: The revised project would have sufficient water supply available to serve the project from existing entitlements and resources.	LTS	**LTS**	**LTS**	**LTS**	**LTS**	**NI**	LTS

Table 2.1-12: Summary of Project and Project Alternative Impacts							
Impacts	**Revised Project**	**Previous Project**	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**	**Occupied/ Re-Tenanted Mall Alternative**	**No Project Alternative**	**Housing Rich Alternative**
Notes: SU= significant and unavoidable impact; SU/M = significant and unavoidable impact with mitigation incorporated; LTS/M = less than significant impact with mitigation incorporated; LTS = less than significant impact; NI = no impact **Bold** impact text indicates that the impact is reduced for the alternative compared to the revised project.							
Impact UTL-6: The revised project would be served by a landfill with sufficient permitted capacity to accommodate the project's solid waste disposal and would comply with applicable statutes and regulations related to solid waste.	LTS	**LTS**	**LTS**	**LTS**	**LTS**	**NI**	LTS
Impact UTL-7: The revised project would not result in significant cumulative impacts to utilities and service systems.	LTS	**LTS**	**LTS**	**LTS**	**LTS**	**NI**	LTS
Growth Inducing Impacts							
Impact GRO-1: The revised project would not foster or stimulate significant economic or population growth in the surrounding environment.	LTS	LTS	LTS	LTS	**LTS**	**NI**	LTS
Meets Project Objectives?	Yes	Yes	Yes	Yes	Partially	No	Yes

SECTION 3.0 SUMMARY OF DRAFT EIR AND EIR AMENDMENT PUBLIC REVIEW PROCESS

The Draft EIR for the Vallco Special Area Specific Plan project, dated May 2018, was circulated to affected public agencies and interested parties for a 45-day review period from May 24, 2018 through July 9, 2018. The City undertook the following actions to inform the public of the availability of the Draft EIR:

- A Notice of Availability (NOA) for the Draft EIR was published on the City's website (www.cupertino.org/vallco), Santa Clara County, and in the Cupertino Courier;
- The Draft EIR was delivered to the State Clearinghouse on May 24, 2018, as well as sent to various governmental agencies, organizations, businesses, and individuals (see Section 3.0 for a list of agencies, organizations, businesses, and individuals that received the Draft EIR);
- Copies of the Draft EIR were made available on the City's website (www.cupertino.org/vallco), and several libraries including: Cupertino Library, Los Altos Library, Saratoga Library, San Jose Public Library – Calabazas and King Branches, Sunnyvale Library.
- The EIR Amendment for the project, dated July 2018, was circulated to affected public agencies and interested parties for a 45-day review period from July 6, 2018 through August 20, 2018. The City undertook the following actions to inform the public of the availability of the EIR Amendment:
- An NOA for the EIR Amendment was published on the City's website (www.cupertino.org/vallco), Santa Clara County, and in the Cupertino Courier;
- Notification of the availability of the EIR Amendment was mailed to project-area residents and other members of the public who had indicated interest in the project;
- The EIR Amendment was delivered to the State Clearinghouse on July 6, 2018, as well as sent to various governmental agencies, organizations, businesses, and individuals (see Section 3.0 for a list of agencies, organizations, businesses, and individuals that received the Draft EIR);
- Copies of the EIR Amendment were made available on the City's website (www.cupertino.org/vallco), and several libraries including: Cupertino Library, Los Altos Library, Saratoga Library, San Jose Public Library – Calabazas and King branches, Sunnyvale Library.

SECTION 4.0 DRAFT EIR AND EIR AMENDMENT RECIPIENTS

CEQA Guidelines Section 15086 requires that a local lead agency consult with and request comments on the Draft EIR and EIR Amendment prepared for a project of this type from responsible agencies (government agencies that must approve or permit some aspect of the project), trustee agencies for resources affected by the project, adjacent cities and counties, and transportation planning agencies.

The NOA for the Draft EIR and EIR Amendment was sent to owners and occupants adjacent to the project site and to adjacent jurisdictions. The following agencies received a copy of the Draft EIR from the City or via the State Clearinghouse:

- California Air Resources Board, Transportation Projects
- California Department of Fish and Wildlife, Region 3
- California Department of Housing and Community Development
- California Department of Parks and Recreation
- California Department of Resources, Recycling and Recovery
- California Department of Transportation, District 4
- California Department of Water Resources
- California Highway Patrol
- California Native American Heritage Commission
- California Office of Emergency Services
- California Office of Historic Preservation
- California Public Utilities Commission
- California Regional Water Quality Control Board, Region 2
- California Resources Agency
- Valley Transportation Authority
- ABAG CEQA Clearinghouse
- City of San Jose
- City of Sunnyvale
- City of Santa Clara
- City of Saratoga
- City of Los Altos
- County of Santa Clara

SECTION 5.0 RESPONSES TO COMMENTS ON DRAFT EIR AND EIR AMENDMENT

In accordance with CEQA Guidelines Section 15088, this document includes written responses to comments received by the City of Cupertino on the Draft EIR and EIR Amendment. This section also summarizes and addresses verbal comments related to the Draft EIR and EIR Amendment received at the public meetings held on July 18, 2018 and August 7, 2018, as well as other verbal comments provided during City Council and Planning Commission meetings pertaining to the Draft EIR, EIR Amendment, and/or proposed Specific Plan.

Comments are organized under headings that refer to the source of the letter and its date. The comments from each of the letters and/or emails that raise environmental issues are presented followed by a response to that comment. Copies of the letters and emails received by the City of Cupertino are included in their entirety in Appendix C of this document. Comments received are listed below.

The comments and responses included in this section of the Final EIR pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment.

Comment Letter and Commenter **Page of Response**

5.1 MASTER RESPONSES

Many of the comments received raised similar concerns and questions regarding the following topics:

- Relationship between the proposed Specific Plan, a future development project implementing the Specific Plan, and the Vallco Town Center Project Application Pursuant to Senate Bill 35,
- Relationship between the EIR and Specific Plan processes,
- Adequacy of the Notice of Preparation,
- Evaluation of Alternatives, and
- Scope of the Draft EIR.

Since many of the comments raised the same concerns and questions, a number of master responses have been prepared. The purpose of the master responses is to provide comprehensive answers in one location and to avoid redundancy throughout the individual responses. Cross references to master responses are made, when appropriate, in individual responses.

Master Response 1: The relationship between the proposed Specific Plan, a future development project implementing the Specific Plan, and the Vallco Town Center Project Application Pursuant to Senate Bill 35

Comments were received pertaining to the relationship between the proposed Specific Plan, a future development project implementing the Specific Plan, and the Vallco Town Center Project application pursuant to Senate Bill (SB) 35 ("SB 35 project"). The Specific Plan, future development projects implementing the Specific Plan, and the SB 35 project are not one in the same.

The Vallco Special Area Specific Plan

The Draft EIR evaluates the environmental impacts of the previously proposed Vallco Special Area Specific Plan. As stated on page 10 of the Draft EIR: "The City is currently undertaking a community-based planning process to develop a Specific Plan for the Vallco Special Area. The previous project, as well as the revised project, is the adoption of the community-developed Vallco Special Area Specific Plan and associated General Plan and Zoning Code amendments. The EIR evaluates the development parameters of the previously proposed Specific Plan to disclose the significant environmental effects of its implementation." Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment.

The Specific Plan is a City-initiated project that is identified in the General Plan. The Specific Plan contains the development standards (or parameters) that will apply to future development on the project site. The maximum development parameters evaluated in the previous Specific Plan are described in Section 2.0 of the Draft EIR. Please refer to Section 2.0 of this Final EIR for a description of the revised project.

Development Projects Implementing the Specific Plan

Comments were received regarding specific information regarding the details of building design, location of specific uses that would be permitted on the site, and heights of individual buildings within the allowable height limits, and other development details, which are unknown at this time. If

the Specific Plan is approved, future development would be proposed within the maximum development parameters that were studied in the Draft EIR and adopted as part of the Specific Plan. A development project complying with these parameters is proposed by the City. For this reason, details about future development, beyond the development standards and parameters studied in the EIR for the Specific Plan, are unknown.

When a future development application is submitted subsequent to the approval of the Specific Plan, details regarding the applicant's proposed building architecture, location of uses, building heights, and other aspects of the project design would be provided by the applicant and the City would assess compliance with the standards adopted in the Specific Plan through its development review process.

Vallco Town Center SB 35 Project

The Vallco Town Center SB 35 project was initiated by Sand Hill Property Company (Sand Hill) on March 27, 2018, Sand Hill). On that date, Sand Hill submitted an application to the City titled "Vallco Town Center Project Pursuant to Senate Bill 35 (SB 35)." That application is separate from the Vallco Special Area Specific Plan, which is analyzed in the EIR. SB 35 applications are considered ministerial projects and therefore, exempt from review under CEQA. On June 22, 2018, the City sent a letter informing Sand Hill that the application met the qualifying requirements under SB 35, and requested additional information to assist the City in its continued review of the application. For more information, see the project page on the City's website at www.cupertino.org/vallcosb35.

Master Response 2: Relationship between the EIR and Specific Plan processes

Comments were received regarding the relationship between the EIR and the Specific Plan processes, including comments on the difference between the development analyzed in the Draft EIR and the development discussed in the Specific Plan charrettes.

As discussed on page 10 of the Draft EIR, concurrent with the environmental review process the City undertook a community-based planning process to develop the Vallco Specific Plan. Although the EIR and specific plan processes were occurring in parallel, and the detailed aspects of the Specific Plan (including design guidelines) were still being planned when the Draft EIR was being prepared, consistent with CEQA, the Draft EIR evaluated only the aspects of the previous Specific Plan that could result in significant adverse effects on the physical environment (environmental impacts). Accordingly, the EIR analyzed the proposed development parameters (e.g., square footages of land uses, maximum amounts of development, maximum building heights, conceptual street layouts, amounts of common open space and landscaping, etc.) discussed in Section 2.0 of the Draft EIR. Please refer to Section 2.0 of this Final EIR for a description of the revised project.

The EIR provides environmental review for a previous Specific Plan that is consistent with the development assumptions listed in Section 2.0 of the Draft EIR. The development of the revised Specific Plan since the Draft EIR and EIR Amendment were issued for public review and comment has not identified Specific Plan elements that would result in a new or substantially more severe significant environmental impact than disclosed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment.

Master Response 3: Adequacy of the Notice of Preparation

Comments were received requesting that the Notice of Preparation (NOP) for the project be revised and recirculated to identify the proposed 30-acre green roof, civic spaces, and project alternatives.

To begin the environmental review process, the City issued a Notice of Preparation of an EIR, which started the 30-day "scoping" comment period during which the City solicited guidance from the public and other public agencies on the scope and content of the EIR (CEQA Guidelines Sections 15082 and 15375). The purpose of the NOP is to commence the EIR scoping process, and is intended to elicit comments about the scope of the EIR (CEQA Guidelines Section 15375). Therefore, it is appropriate to adjust the project description in the Draft EIR, as needed, based on the scoping comments received in response to the NOP and during public outreach. These comments were used by the City to help determine the range of proposed actions and significant effects that will be studied in the EIR.

During the public outreach and planning process for the Specific Plan (which occurred concurrent with the preparation of the Draft EIR), as explained in Master Response 2, and subsequent to the publication of the NOP, interest in including a green roof and civic space as part of the project was expressed by community members, local schools, Santa Clara County Sheriff's Office, and Santa Clara County Fire Department. For this reason, a 30-acre green roof and 65,000 square feet of civic space were included as part of the previous project and analyzed in the Draft EIR.

The purpose of the NOP and early public consultation (i.e., scoping), prior to completion of the Draft EIR, is to give the City of Cupertino early notice of the issues and concerns other agencies and public might have so that they are addressed in the EIR. Pursuant to CEQA Guidelines Section 15082(a)(1), at a minimum, the information in the NOP shall include:

- Description of the project,
- Location of the project, and
- Probable environmental effects of the project.

CEQA does not require that the project alternatives be identified in the NOP (CEQA Guidelines Section 15082(a)(1)(A)-(C)).

Pursuant to CEQA Guidelines Section 15083, "scoping has been helpful to agencies in identifying the range of actions, alternatives, mitigation measures, and significant effects to be analyzed in depth in an EIR…."

The NOP for the Vallco Special Area Specific Plan was completed in accordance with CEQA and the CEQA Guidelines. The addition of the 30-acre green roof and 65,000 square feet of civic space to the project description, following completion of the scoping process, did not deprive public agencies and the public from commenting on the scope and content of the project description. These previous project elements have been adequately described and evaluated in the Draft EIR. The revised project is described and evaluated in Section 2.0 of this Final EIR.

The 30-day NOP public comment period was not the only opportunity for agencies or the public to provide input on the EIR. In addition to the NOP 30-day public comment period, agencies and the public have had, and will have, the following opportunities to submit comments:

- The 45-day comment period on Draft EIR (May 24, 2018 through July 9, 2018),
- Public Meeting to take comments on the Draft EIR (June 19, 2018),
- The 45-day comment period on Recirculated Amendment to the EIR (July 6, 2018 through August 20, 2018),
- Public Meeting to take comments on the EIR Amendment (August 7, 2018),
- Environmental Review Committee meeting (anticipated in late August/early September),
- Planning Commission Hearings (anticipated in September), and
- City Council Hearings (anticipated in mid-September/early October).

Master Response 4: Evaluation of Alternatives

Comments were received stating that alternatives, which require amendments to the City's General Plan, should not be analyzed and do not lessen the impacts of the project. CEQA does not require that alternatives to the project evaluated in an EIR must be consistent with the general plan. While the CEQA Guidelines Section 15126.6(f)(1) states that general plan consistency "may be taken into account when addressing the feasibility of alternatives," an alternative's inconsistency does not make it automatically infeasible. On the contrary, the fact that an alternative to the proposed project requires a general plan amendment does not necessarily mean that the alternative must be disregarded. See *Citizens of Goleta Valley v. Board of Supervisors* (1990) 52 Cal.3d 553, 573 ("the mere fact that an alternative may require a legislative enactment does not necessarily justify its exclusion from the EIR").

Table 7.2-1 starting on page 414 of the Draft EIR and Table 8.1-1 starting on page 274 of the EIR Amendment provides a summary of the environmental impacts of the previous project and project alternatives. As shown in the tables, some project impacts are lessened under a project alternative. The revised project is described and analyzed in Section 2.0 of this Final EIR.

Master Response 5: Scope of the Draft EIR

Comments were received comparing the analysis in the Draft EIR to previous analyses completed for the project site including the General Plan Amendment, Housing Element Update, and Associated Rezoning Draft EIR (2014) (General Plan EIR), a Phase I Environmental Site Assessment (2006), an Election Code 9212 Report completed for Measure D on the project site (2016), and an Environmental Site Assessment completed for Measure D (2016). The purpose and scope of the Draft EIR was to evaluate the environmental impacts of the previous Specific Plan and project alternatives. The revised project is described and evaluated in Section 2.0 of this Final EIR. The purpose of the EIR is not to verify, validate, or compare previous analyses completed for the project site. In addition, the 2016 Election Code 9212 Report and Environmental Site Assessment completed for Measure D evaluated a similar, but different project than what is currently proposed. For these reasons, detailed responses to comments requesting verification or validation of previous analyses of the project site and/or for any project other than the previous and revised Vallco Special Area Specific Plan are not provided in this EIR.

5.2 WRITTEN RESPONSES

I. PUBLIC AGENCIES

A. California Department of Transportation (dated July 9, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment A.1: Thank you for including the California Department of Transportation (Caltrans) in the environmental review process for the above referenced project. Our comments are based on the Draft Environmental Impact Report (DEIR).

Project Understanding

The proposed project is the adoption of the community-developed Vallco Special Area Specific Plan and associated General Plan and Zoning Code amendments (referred to as "the project" or "Specific Plan"). The proposed project is located immediately south of Interstate (I-) 280 in the southwest and southeast quadrants of the I-280/S. Wolfe Road interchange. The project is partly located in the Santa Cara Valley Transportation Authority City Cores, Corridors & Station Areas Priority Development Area (PDA).

Consistent with the build-out envisioned in the adopted General Plan, the proposed Specific Plan would facilitate development of a minimum of 600,000 square feet (sq. ft.) of commercial uses, up to 2.0 million sq. ft. of office uses, up to 339 hotel rooms, and up to 800 residential dwelling units on-site. In addition, the project includes up to 65,000 sq. ft. of civic spaces in the form of governmental office space, meeting and community rooms, and a Science Technology Engineering and Mathematics (STEM) lab, as well as a 30-acre green roof.

As a result of the planning process and scoping for environmental review, the City identified the following three project alternatives to the proposed project for review in the EIR, in addition to the No Project alternative required by CEQA:

Summary of Project and Project Alternative Development

	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

The Specific Plan site is served by Santa Clara Valley Transportation Authority (VTA) bus routes and indirectly by Caltrain commuter rail service. The site acts as a transfer center for VTA bus routes and as a transit hub for private shuttles run by large employers (such as Google, Genentech, and Facebook). As part of the Specific Plan, the existing transit hub would be upgraded, and would include additional features such as an information center, drop-off point, and a bike sharing distribution point.

The Specific Plan would also include a Transportation Demand Management (TDM) program to reduce vehicle trips and vehicle miles traveled (VMT). The TDM program could include an on-site transportation coordinator, ride-share marketing and promotion, unbundled parking, a transit incentive program, safe routes to school support programs, transit and/or vanpool subsidy for employees, workplace parking pricing, employee parking cash-out, alternative work schedules and telecommute programs, and guaranteed ride home programs. Additional details about possible TDM measures are included in Table 28 in Appendix H of the DEIR. The TDM program for future development would be completed to the satisfaction of the City of Cupertino City's Project Planner prior to approval of a development permit. Future Specific Plan development would submit an annual monitoring report to the Project Planner to measure the effectiveness of the TDM plan. Additional TDM measures may be required by the City if the TDM measures are not effective.

Response A.1: The above comment describes the project, as described in Section 2.4 of the Draft EIR. Refer to the text revision on page 33 of the Draft EIR in Section 6.0 of this Final EIR for clarification on the description of the proposed Transportation Demand Management (TDM) program.

Comment A.2: ***Transportation Impact Analysis***

Caltrans requests the Lead Agency submit a Mitigation Monitoring and Reporting Plan, Conditions of Approval and Staff Report to Caltrans, and list the transit and active transportation improvements associated with this project under the "Summary of Impacts and Mitigation Measures" section of the DEIR. Please specify which multimodal projects will be funded by the project's contribution to the City's transportation impact fees (TIF) program. The transit and active transportation improvements as well as the project's contribution to the City's TIF program should be incorporated into the Mitigation Monitoring and Reporting Plan. These improvements encourage a shift from single-occupancy vehicles to alternate modes of transportation. Examples of multimodal projects that could be used for mitigating the project's transportation impacts are the I-280 Channel Trail (Junipero Serra Trail) between Mary Avenue and Vallco Parkway found in the City of Cupertino's 2016 Bicycle Transportation Plan, and I-280/Wolfe Road interchange improvements to provide low-stress access for bicyclists.

Response A.2: The City of Cupertino will prepare and submit a Mitigation Monitoring and Reporting Plan (MMRP), Conditions of Approval (COA), and associated staff reports to Caltrans as requested. The MMRP and COA will list the transit and active transportation improvements associated with this project including those included as part of the project description and those to be constructed as mitigation measures. Following approval of the Specific Plan, applicants for development implementing the Specific Plan will be required to pay the City's Traffic Impact Fee (TIF). The City's TIF Program includes bicycle improvements throughout the City totaling about $87.2 million, including the I-280 Channel Trail

(Junipero Serra Trail). The City has the discretion to prioritize implementation of TIF projects as funding become available, therefore, it cannot be determined at this time whether they would include the I-280 Channel Trail (Junipero Serra Trail) or other low stress bicycle facilities along Wolfe Road near the I-280/Wolfe Road interchange.

Comment A.3: The State Route (SR) 85 Express Lanes Improvement should be removed as mitigation for the Specific Plan as this improvement is currently under review and its implementation date is uncertain.

Response A.3: The City agrees that, although this project is currently included in VTA's Valley Transportation Plan (VTP) 2040 plan as a financially constrained project, for the reasons stated in the discussion of Mitigation Measure TRN-1.3 on pages 313-314 of the Draft EIR, the project and project alternatives' impact on freeway segments would remain significant and unavoidable.

Comment A.4: Caltrans recommends The Vallco Special Area Specific Plan include more vehicle trip reduction mitigation measures and aggressive TDM in the DEIR to reduce its impact on SR 85, SR 82 and I-280 freeway segments as discussed in the Transportation Impact Analysis (TIA). Examples of measures that can be implemented to reduce vehicle trips include: reducing vehicle parking and project phasing that allows for fully mitigated transportation impacts at each phase. Caltrans welcomes the opportunity to work with the Lead Agency and local partners to secure the funding for needed mitigation. Traffic mitigation- or cooperative agreements are examples of such measures.

Response A.4: The Vallco Special Area Specific Plan includes TDM requirements. As clarified in the text revision to page 310 of the Draft EIR in Section 6.0 of this Final EIR, office uses must achieve a 34 percent non-single-occupant vehicle (non-SOV) mode share, which would be enforced by trip cap monitoring and penalties for non-compliance. Parking maximums (reduced vehicle parking) is one of the suggested TDM measures identified in the Specific Plan. The City is happy to meet with Caltrans to discuss mitigation funding at the time future development implementing the Specific Plan is proposed.

Comment A.5: The project should remove the Intersection #2: Stevens Creek Boulevard/SR-85 Ramps (East) improvement as part of its mitigation measures. The improvement is programed and under construction as mitigation for a significant impact caused by another development. Rather, the TIA should evaluate the Specific Plan's impact on the intersection post completion of this programmed improvement and provide additional mitigation measures if needed.

Response A.5: The City of Cupertino was not aware of any pending improvement to Intersection #2 as of the time approved and funded roadway improvements to be included as part of the background (no project) scenario were confirmed by the City of Cupertino (at the onset of the project Notice of Preparation (NOP) process in February 2018). For this reason, the Stevens Creek Boulevard/SR-85 Ramp (east) intersection was evaluated with the current intersection configuration in all analysis scenarios. The intersection is estimated to operate at acceptable service levels under existing and background conditions. Under cumulative conditions, the intersection is

projected to have an impact for all project alternatives. As discussed on page 362 of the Draft EIR and detailed in Appendix H of the Draft EIR, the intersection is projected to operate at acceptable service levels under cumulative conditions with the proposed mitigation measure MM TRN-7.2 (adding an exclusive northbound left-turn lane from SR 85 off-ramp onto westbound Stevens Creek Boulevard) identified in the City Transportation Impact Fee (TIF). Thus, if the TIF mitigation measure is constructed as mitigation for another project and was included in the background and cumulative without project scenarios, the intersection would likely operate at acceptable levels, no impacts would be identified, and no additional mitigation measures would be required.

Comment A.6: Please provide operational analysis that demonstrates the proposed mitigation at Intersection #51: I-280/Lawrence Expressway/Calvert Drive south-bound ramps is feasible and will improve operations.

Response A.6: As discussed on page 334 of the Draft EIR, the feasibility of mitigation measure MM TRN-2.7 (adding a fourth northbound through lane on Lawrence Expressway) is uncertain; therefore, the impact would be significant and unavoidable. Lawrence Expressway is a County facility and improvements to this intersection would be under the jurisdiction of Santa Clara County in coordination with Caltrans. Future studies, including preparing design documents and conducting traffic operational analysis, would be required prior to moving forward with the improvement. Future development will be required to pay a fair-share contribution to the improvement, if it is identified to be feasible. As discussed on page 334 of the Draft EIR and in Appendix H of the Draft EIR, the initial assessment shows that that the mitigation measure would improve intersections operations, especially in the morning peak hour, during the peak direction of traffic on northbound Lawrence Expressway.

Comment A.7: Per Appendix H in the TIA, the project will generate a significant increase in VMT as well as pedestrian, bicycle and transit use. The proposed development could change traffic patterns and trigger a need for traffic signal adjustments at Intersections #9, #22, #44, and #47. Signal-related work will have to be coordinated, reviewed, and approved by the Caltrans Office of Signal Operations.

Response A.7: The project could change traffic patterns in the area necessitating traffic signal re-timing. Any traffic signal modifications to Caltrans-operated signals will be coordinated with Caltrans.

Comment A.8: The Traffix computational worksheets, provided in the TIA's Appendices I through K, show that there may be insufficient storage capacity for the intersections and ramp turning movements listed below.

a. De Anza Boulevard/I-280 Ramps (North) - Intersection #9,
b. Wolfe Road/El Camino Real (SR 82) - Intersection #22,
c. I-280 Ramps (West)/Calvert Drive/Stevens Creek Boulevard - Intersection #44,
d. Lawrence Expressway/El Camino Real (SR 82) - Intersection #47.

The queues formed at the intersections and ramps may cause spill-back onto the freeway and conventional highway mainlines. The project should provide intersection and ramp evaluations and provide mitigation if negatively impacted.

Response A.8: The table below shows the intersection storage capacity and vehicle trips at the off-ramps for the four intersections listed in the comment. Overall, trips for the previous project and project alternatives would be minimal at the De Anza Boulevard/Northbound I-280 Ramps (#9) and I-280 Ramps (West)/Calvert Drive-Stevens Creek Boulevard (#44) intersections.

Available Storage Length and Project Alternatives Project Trips

Intersection		Movement	Available Storage Length[1] (feet)	Peak Hour	Project Trips[2]
9	De Anza Boulevard /Northbound I-280 Ramps (North)	WBR	945	AM	1 - 3
				PM	4 - 6
22	Wolfe Road/El Camino Real (SR 82)	WBL	300	AM	4 - 34
				PM	18 - 28
44	I-280 Ramps (West /Calvert Drive- Stevens Creek Boulevard	SBL	1,000	AM	0
				PM	0
47	Lawrence Expressway/El Camino Real (SR 82)	WBL	235	AM	3 - 31
				PM	14 - 26
		EBL	505	AM	2 - 21
				PM	13 - 29

Notes:
[1] For ramps, the storage length is measured from the limit line to the gore. For intersections, storage length is the length of the longest turn lane.
[2] Project trips are a range of the lowest to highest, with lowest trips coming from the Occupied/ Re-tenanted Mall and highest trips from the Housing Rich Alternative or Proposed Project.

The previous project and/or project alternatives add more than 15 trips to the westbound left at Wolfe Road/El Camino Real (SR 82), and westbound and eastbound left at Lawrence Expressway / El Camino Real (SR 82). The lengths of the queues for these movements are shown in the two tables below from the Draft EIR for the existing and background scenarios, respectively.

Existing Plus Project Alternatives Left-turn Pocket Queuing Analysis											
Intersection		**Movement**	**Available Storage Length[1] (feet)**	**Peak Hour**	**Projected Queue Length (feet)[2]**					
					Existing	**Proposed Project**	**General Plan Buildout with Maximum Residential**	**Retail and Residential**	**Occupied / Re-tenanted Mall[3]**	**Housing Rich**
22	Wolfe Road / El Camino Real (SR 82)	WBL	300	AM	**525**	**525**	**500**	**500**	**500**	**525**
				PM	**500**	**500**	**500**	**500**	**500**	**500**
47	Lawrence Expressway / El Camino Real (SR 82)	WBL	235	AM	**275**	**300**	**275**	**250**	**250**	**275**
				PM	**250**	**250**	**250**	**250**	**250**	**250**
		EBL	505	AM	200	200	200	200	175	200
				PM	200	200	200	200	175	200

Notes:
[1] For ramps, the storage length is measured from the limit line to the gore. For intersections, storage length is the length of the longest turn lane.
[2] Queue length is measured in feet for one lane.
[3] Impact results for the Occupied/Re-tenanted Mall alternative is presented for informational purposes only. The mall is an entitled land use and would not require any impact assessment or CEQA clearance to re-occupy.
Bold text indicates projected queue length exceeds available storage length.

Background Plus Project Alternatives Left-turn Pocket Queuing Analysis										
Intersection		**Movement**	**Available Storage Length[1] (feet)**	**Peak Hour**	**Projected Queue Length (feet)[2]**					
					Background	**Proposed Project**	**General Plan Buildout with Maximum Residential**	**Retail and Residential**	**Occupied / Re-tenanted Mall[3]**	**Housing Rich**
22	Wolfe Road / El Camino Real (SR 82)	WBL	300	AM	**600**	**625**	**625**	**625**	**600**	**600**
				PM	**650**	**700**	**675**	**675**	**700**	**675**
47	Lawrence Expressway / El Camino Real (SR 82)	WBL	235	AM	**275**	**300**	**300**	**300**	**275**	**275**
				PM	**250**	**275**	**275**	**275**	**275**	**300**
		EBL	505	AM	325	350	350	350	350	325
				PM	225	250	250	250	250	250

Notes:
[1] For ramps, the storage length is measured from the limit line to the gore. For intersections, storage length is the length of the longest turn lane.
[2] Queue length is measured in feet for one lane.
[3] Impact results for the Occupied/Re-tenanted Mall alternative is presented for informational purposes only. The mall is an entitled land use and would not require any impact assessment or CEQA clearance to re-occupy.
Bold text indicates projected queue length exceeds available storage length.
Source: Fehr & Peers, July 2018.

As shown in the tables above, the Lawrence Expressway/El Camino Real (#47) intersection has adequate storage capacity on the eastbound left-turn to accommodate the existing and anticipated queues with the project and project alternatives. The westbound left-turn movement at Lawrence Expressway/El Camino Real (#47) intersection exceeds available storage capacity without the project or project alternatives. Thus, the queueing at this location is an existing operational issue and not the result of the project or project alternatives. The westbound left-turn movement at the Wolfe Road/El Camino Real (SR 82) (#22) intersection exceeds available storage capacity without the project or project alternatives. Thus, the queueing at this location is also an existing operational issue and not the result of the project or project alternatives.

Comment A.9: At signalized intersections with turning movements exceeding demands of 300 vph, "dual turn" lanes will need to be provided where applicable, see latest Highway Design Manual sections 405.2 and 405.3. If the existing number of through lanes in each direction cannot accommodate anticipated forecasted traffic as shown on the submittal, additional through lanes may be required.

Response A.9: The number of left-turn lanes is dependent on the volume of left-turning vehicles, in addition to the traffic volumes and number of lanes for the conflicting movements, and overall intersection operations. The California Highway Design Manual states that at "… double left-turn lanes should be considered if the left-turn demand is 300 vehicles per hour or more." This is provided as guidance and, pursuant to the language in the California Highway Design Manual, does not require the provision of dual left-turn lanes. In other words, while 300 vehicles per hour is used to consider whether a second lane is needed, it is not a requirement that a second lane be provided if this volume is exceeded.

Comment A.10: ***Hydraulics***
Please submit a drainage plan for Caltrans's review. The Junipero Serra Channel and major state drainage facilities are located on the I-280/North Wolfe Road interchange area and the project's impacts to the state drainage facilities will need to be evaluated and mitigated where needed.

Response A.10: The project is a Specific Plan for the Vallco Special Area, which is a planning area identified in the General Plan. Following approval of the Specific Plan, when a future development application for a project implementing the Specific Plan is submitted, details regarding drainage would be provided by the applicant and the application would be subject to the City's development review process. The City will coordinate with Caltrans, as appropriate, regarding drainage of future development on the project site.

Comment A.11: ***Landscape Architecture***
The Lead Agency is directed to reference Caltrans' Highway Design Manual, link provided below, for any landscape work on the state right-of-way. Caltrans welcomes the opportunity to continue collaboration on the project during design review and plan development. Caltrans requests the comments listed below be addressed before the submission of an Encroachment Permit application.

- Trees and shrubs should be added where appropriate to maintain or improve a visual screen or buffer between I-280 and the project. Maintain any site clearance setback requirements per the City and Caltrans design guidelines. (DEIR's Appendix C: Arborist Report).
- Remove any dead trees to avoid fall hazards onto I-280, or ramps adjacent to the I-280 right-of-way. (DEIR's Appendix C: Arborist Report).
- Any existing water meters and backflow preventers that may exist just outside of state right-of-way should be identified and protected in place; they are often located just outside of state right-of-way. (DEIR's Appendix I: Utility Studies).

http://www.dot.ca.gov/design/manuals/hdm.html

Response A.11: If future development implementing the Specific Plan requires an encroachment permit from Caltrans or landscape work in the state right-of-way, the applicants for such future development will address the comments above as part of applying for an encroachment permit from Caltrans.

Comment A.12: Encroachment Permit
Please be advised that any work or traffic control that encroaches onto the State right-of-way requires an Encroachment Permit that is issued by Caltrans. Traffic-related mitigation measures should be incorporated into the construction plans prior to the encroachment permit process. To apply, a completed Encroachment Permit application, the adopted environmental document, and five (5) sets of plans clearly indicating State right-of-way must be submitted to the address below. Traffic-related mitigation measures should be incorporated into the construction plans prior to the encroachment permit process.

David Salladay, District Office Chief
Office of Permits, MS 5E
California Department of Transportation, District 4
P.O. Box 23660
Oakland, CA 94623-0660

See the following website for more information:

http://www.dot.ca.gov/trafficops/ep/index.html

Response A.12: If future development project implementing the Specific Plan is proposed and includes work within state right-of-way, applicants for such future development will coordinate with Caltrans to obtain an encroachment permit. Refer to Section 5.2 Response I.A.11.

Comment A.13: Lead Agency
As the Lead Agency, the City of Cupertino is responsible for all project mitigation, including any needed improvements to the STN. The project's fair share contribution, financing, scheduling, implementation responsibilities and Lead Agency monitoring should be fully discussed for all proposed mitigation measures. Furthermore, this project meets the criteria to be deemed of statewide, regional, or areawide significance per CEQA Guidelines §15206. The DEIR should be

submitted to MTC, ABAG and the Santa Clara Valley Transportation Authority for review and comment.

Thank you again for including Caltrans in the environmental review process. Should you have any questions regarding this letter, please contact Jannette Ramirez at (510) 286-5535 or jannette.ramirez@dot.ca.gov.

Response A.13: A Notice of Availability of the Draft EIR was sent to ABAG's Regional Clearinghouse and was also sent to the VTA.

B. Santa Clara Valley Transportation Agency (dated July 9, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment B.1: Santa Clara Valley Transportation Authority (VTA) staff have reviewed the NOP for 6000,000 square feet of commercial uses, 2 million square feet of office uses, 339 hotel rooms, and 800 dwelling units to replace an existing shopping center on a 70-acre site on both sides of Wolfe Road. We have the following comments.

VTA Key Topics

VTA supports the City's efforts to develop a specific plan for the Vallco Special Area which will intensify land uses along the Steven Creek Boulevard transit corridor. VTA's key topics on the proposed project are below, followed by our detailed comments.

1. Supports the project's Wolfe Road bike lane improvements.
2. Requests a meeting to discuss further details regarding the Transit Hub, Congestion, Management Program (CMP) Impact and Mitigation Measures and Transit Vehicle Delay.
3. Commends the City for performing a VMT analysis and offers some revised details and guidance.

Response B.1: Responses to individual comments are provided below.

Comment B.2: Bicycle Accommodations

In VTA's 3/12/2018 comments on the Notice of Preparation, VTA recommended analyzing opportunities to improve bicycle lanes along Wolfe Road. VTA is pleased to that the proposed project will provide buffered bicycle lanes on Wolfe Road in the immediate project vicinity, and install on-site bicycle lanes. Wolfe Road is designated as a "Cross-County Bikeway Corridor" (CCBC) per the VTA Santa Clara County Bicycle Plan. VIA recommends that CCBCs are designed to be high-quality, low stress and context-sensitive. The VTA Santa Clara County Bicycle Plan can downloaded here: http://www.vta.org/pro jects-and-programs/planning/bike-plan.

Response B.2: At the time future development projects implementing the Specific Plan are proposed, the City will coordinate with VTA in the design of the bicycle lanes.

Comment B.3: VTA recommends requirements for high-capacity bicycle parking for all new development within the Specific Plan. Bicycle parking facilities can include bicycle lockers or secure indoor parking for all-day storage and bicycle racks for short-term parking. VTA's Bicycle Technical Guidelines provide parking guidance (Chapter 10), it can be downloaded from http://www.vta.org/bikeprogram.

Response B.3: At the time specific development projects implementing the Specific Plan are proposed, the City will require short and long-term bicycle parking in compliance with its bicycle parking requirements in the Municipal Code and will consider VTA's Bicycle Technical Guidelines as part of the planning process.

Comment B.4: Transit Hub

VTA request further details as to the location and operations of the proposed Transit Hub. As with previous proposals at this location, VTA requests that a new Transit Hub complement and improve operations for VTA's Stevens Creek Boulevard Corridor routes, Route 23 (currently operating) and the Rapid 523 (near-term implementation per the 2018-2019 Transit Operation Plan, Next Network). Therefore, an optimal location for the Transit Hub would be on Stevens Creek Boulevard. VTA recommends "bulb-out" or "floating-island" stops to maintain transit travel speeds and provide safe passenger boarding. We recommends that space be provided to accommodate one 40-foot bus and one 60-foot articulated bus. VTA requests a meeting with the City to discuss how VTA transit will be accommodated at the new Transit Hub. We would also like to discuss improvements to the existing Vallco bus stop on Stevens Creek Boulevard.

Response B.4: The Draft EIR evaluates the development parameters of the previous Specific Plan. The proposed Specific Plan includes an upgraded transit hub that would have an information center, drop-off point, and bike sharing distribution point. At the time specific development projects implementing the Specific Plan are proposed, the City will consider the existing VTA infrastructure when determining the final location of the transit hub. While the optimal location for the transit hub from VTA's perspective might be on Steven Creek Boulevard; there are other factors, such as ease of shuttle access and location of office land uses, that would be considered to determine the final transit hub location. As with all development projects, the City will coordinate with the VTA regarding the improvements at the existing Vallco bus stops.

Comment B.5: Transit Vehicle Delay

VTA notes that Table 3.17-19 reflects a one minute and 39 seconds delay to the future Rapid 523, and one minute and 36 second delay to Route 23, which the DEIR regards as a "Less than Significant" impact to transit. Both of these routes carry large passenger loads and will be part of VTA's new 'Frequent' network. Degrading the speed and quality of this network will result is reduced performance and increased transit travel times making transit a less attractive option for travelers. These impacts could negate the proposed TDM measures designed to support transit and shift solo vehicles trips for the project. While VTA is generally supportive of increased land use intensification along transit corridors we believe that the effect of increased roadway traffic congestion on existing and planned transit operations should be adequately addressed. VTA requests more detail and coordination with the City regarding the proposed Condition of Approval that "the project proponent shall coordinate with the City and VTA to identify feasible transit priority measures near the affect facility and include contribution to applicant project that improve transit speed a reliability." (DEIR pg. 353).

Response B.5: The Draft EIR evaluates the development parameters of the previous Specific Plan. At the time future development projects implementing the Specific Plan are proposed, the City will coordinate with VTA to identify transit priority measures.

Draft EIR mitigation measures TRN-2.5 and TRN-7.13, requiring signal timing adjustments along Stevens Creek Boulevard between Cabot Avenue and Stern Avenue, are proposed to help address significant intersection impacts identified along the corridor. These signal timing adjustments would improve progression along the Steven Creek Boulevard corridor where VTA operates Routes 23 and 323/523. Thus, these mitigation measures would help to reduce the added travel time delay in the corridor.

In addition, pursuant to Draft EIR mitigation measure TRN-7.1 (and as revised in Section 5.0), the Specific Plan will require a TDM Program with monitoring and a penalty system. Vehicle reductions associated with the required TDM Program were not considered in the transportation analysis in the EIR; therefore, the associated transit delays calculated for the Stevens Creek Boulevard corridor would be lower than those presented in the analysis.

Comment B.6: Transportation Demand Management/Trip Reduction
VTA commends the City for including a commitment to a Transportation Demand Management (TDM) Program with vehicle trips reduction targets of 25-35% in office vehicle trips based on ITE Land Use 710, and a penalty structure if the TDM goals are not met. VTA supports the additional TDM tools discussed in the TIA, including a parking management program (cash- out/unbundled parking) and VTA SmartPass transit subsidies for residents and employees.

Response B.6: Refinements to the proposed TDM program have been made and are shown as text revisions to pages 33 and 310 of the Draft EIR in Section 5.0 of this Final EIR. As updated, the TDM program would require proposed office uses to achieve a a minimum of 34 percent non-single-occupant vehicle (non-SOV) mode share, which would be enforced via trip cap monitoring and penalties for non-compliance.

Comment B.7: CMP Impacts and Mitigation Measures
The DEIR/TIA identifies significant impacts to 14 mixed-flow segments in the AM peak hour, 18 mixed-flow segments in the PM peak hour, five HOV segments in the AM peak hour, and five HOV segments in the PM peak hour. VTA supports the City for including a mitigation measure stating that future development pay "a fair-share payment contribution to improvements identified in VTA's VTP 2040 for freeway segments on SR 85, I-280, and I-880 that the project," including Express Lanes on SR 85, US 101 and I-280, and ramp improvements on I-280 and I- 880 (DEIR pg. 313). Express Lanes in operation have been shown to provide improved travel speeds, lower levels of congestion, higher traffic throughput carrying capacity and overall improved traffic operations. VTA recommends adding the I-280 Wolfe Interchange Project to the recommended project list.

Response B.7: With the City's fair share contribution and Measure B funds earmarked for the project, when they become available, the I-280 Wolfe Road Interchange Project is already fully funded and development of the Vallco Special Area Specific Plan would not be required to contribute to the interchange project.

Comment B.8: VTA looks forward to working with the City to identify contribution opportunities as projects come forward in the Vallco Specific Plan area. VTA requests a meeting with City staff to discuss these future improvements.

Response B.8: Cupertino staff will attend a meeting with VTA to discuss future improvements in the Vallco area.

Comment B.9: VTA also notes the DEIR's Mitigation Measures TRN 2.5 and 7.13, which include signal timing adjustments along different intersections on Steven Creek Boulevard. VTA requests coordinating these improvements with the City to review traffic operational changes, in order to improve, and at least do no harm to transit speed and reliability, specifically for Route 23 and Rapid 523.

Response B.9: When future development projects implementing the Specific Plan are proposed, the City will coordinate traffic signal timing changes for intersections along Stevens Creek Boulevard with VTA to ensure that they maintain or improve bus operations.

Comment B.10: Vehicle Miles Traveled (VMT) Analysis
VTA commends the City for performing an analysis of Vehicle Miles Traveled (VMT) effects of the proposed project, in light of Senate Bill 743 and the upcoming transition from congestion- based measures to VMT-based analysis in CEQA. VTA recognizes that this analysis was performed for informational purposes only because the City has not yet adopted VMT thresholds for Transportation analysis in CEQA. VTA also commends the City for including a discussion of how the results of the VMT analysis of the proposed project compare to the results in the City's *General Plan Amendment, Housing Element Update, and Associated Rezoning Draft EIR* several years ago.

Response B.10: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment B.11: VTA offers the following specific comments on the VMT Analysis and discussion of SB 743:

- The Year 2020 and Year 2040 regional average VMT per service population (referenced on DEIR p. 324 and TIA p. 234) are based on the MTC I ABAG regional model, which is an activity-based/tour-based model rather than a trip-based model as utilized by some other jurisdictions.

Response B.11: Text has been added to the Draft EIR and TIA to clarify that the MTC/ABAG regional model is an activity-based/tour-based model rather than a trip- based model as used by other jurisdictions, including VTA. Refer to Section 5.0.

Comment B.12:

- There is an error in the statements in the DEIR and TIA about what VMT thresholds the current draft guidance for SB 743 would translate to in the Bay Area. The DEIR/TIA states that "This translates to thresholds of 15.5 (21.8 x 85%) and 17.3 (20.3 x 85%) for the years 2020 and 2040, respectively" while the first figure should actually be 18.5 (21.8 x 85%).

Response B.12: The text of the Draft EIR and TIA have been revised in response to the above comment. Refer to Section 5.0

Comment B.13:

- The section on of the TIA report on "Level of Service and Senate Bill (SB) 743" states that "Pending expected adoption in mid-2018, the proposed new CEQA Guidelines are currently scheduled to apply statewide on July 1, 2019" (TIA p. 19). Please note that in the California Natural Resource Agency's latest rule-making document, the 15-Day Revisions (available at http://resources.ca.gov/ceqa/), the state has clarified that the expected date of statewide application of VMT is **July 1, 2020**.

Response B.13: The text of the TIA has been revised in response to the above comment. Refer to Section 5.0.

Comment B.14: VTA notes that Proposed New Section 15064.3 of the CEQA Guidelines (from the California Natural Resources Agency's latest rule-making documents) states that "A lead agency has discretion to choose the most appropriate methodology to evaluate a project's vehicle miles traveled ... A lead agency may use models to estimate a project's vehicle miles traveled, and may revise those estimates to reflect professional judgment based on substantial evidence. Any assumptions used to estimate vehicle miles traveled and any revisions to model outputs should be documented and explained in the environmental document prepared for the project." For specific questions about emerging VMT analysis practices in Santa Clara County, please contact Robert Swierk at Robert.Swierk@vta.org

Response B.14: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

C. City of Santa Clara (dated July 16, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment C.1: Thank you for including the City of Santa Clara in the environmental review process for the Vallco Special Area Specific Plan Project ("Project"). City staff has reviewed the Environmental Impact Report (EIR) prepared for the development of a Specific Plan for the Vallco Special Area that would facilitate development of a minimum of 600,000 square feet of commercial uses, up to 2.0 million square feet of office uses, up to 339 hotel rooms, and up to 800 residential dwelling units within the Plan area. The following comments are provided following our review of the EIR.

Background Information

In section 2.3 Background Information, page 10, it states that the Sand Hill Property Company filed an application pursuant to SB 35 (Government Code section 65913-4) at the Project's subject location. Please clarify whether or not the Sand Hill Property Company application will be covered under the Vallco Special Area Specific Plan Project EIR, or if there will be separate environmental clearance (CEQA).

> **Response C.1:** Refer to Master Response 1 regarding the relationship between the Specific Plan (subject of the Draft EIR) and the Sand Hill Property SB 35 application.

Comment C.2: Sewer Wastewater Treatment/Sanitary Sewer System

The City of Cupertino's waste water service provider, Cupertino Sanitary District (CuSD) provides services to the City of Cupertino, portions of City of Saratoga, Sunnyvale, Los Altos, and surrounding unincorporated areas. Most of the Cupertino Sanitary District's waste water flows through the City of Santa Clara's sanitary sewer system. The EIR recognizes that the City of Santa Clara has an agreement with the CuSD, and per said agreement, the peak flow from CuSD is capped at 13.8 MGD, and the projected flow with the proposed Vallco Special Area Specific Plan (Project) would exceed the peak flow of 13.8 MGD. However; the EIR does not evaluate the sanitary sewer conveyance capacity impacts of the buildout of the Project to the City of Santa Clara's sanitary sewer system.

The EIR provides three mitigation measures (page 390, MM UTIL-2. 1, MM UTIL-2.2, and MM UTIL-2.3), however; the impacts and mitigation measures are only for the CuSD's infrastructure. The evaluation needs to continue through the City of Santa Clara sanitary sewer system which takes the flow all the way to the treatment plant. Mitigation measure MM UTIL-2.3 does not address the impacts to the City of Santa Clara sanitary sewer system. The attached exhibit entitled, "Cupertino Sanitary District Interceptor Sewer Exhibit", shows the City of Santa Clara's major trunks that carry CuSD waste water.

An evaluation of the sanitary sewer conveyance capacity impacts of this Project to the City of Santa Clara's sanitary sewer system is required and the results of the evaluation along with the mitigation measures need to be included in the EIR. To evaluate impacts, a Sanitary Sewer Hydraulic Model

run analyzing the impacts of the buildout of the Project is needed. The modeling and analysis must be done by the City of Santa Clara. The CuSD staff must schedule a meeting with the City of Santa Clara Water and Sewer Utilities and Public Works staff to discuss the Project details, including the proposed flow data and diurnal curve from the CuSD and current sewage discharge capacity agreement between the City of Santa Clara and Cupertino Sanitation District. The sewer model run review process may take up to 4-6 weeks to complete the model run, evaluate impacts, and prepare an evaluation report after the $8,844 fee is paid and the City of Santa Clara has been provided with all the required information (see the attached exhibit entitled, "Sewer Model Run Request Form") to perform the sanitary sewer model run.

Response C.2: The text of mitigation measure UTIL-2.3 has been revised to clarify the mitigation measures for sanitary sewer impacts downstream of the project, within the City of Santa Clara. Refer to Section 5.0 (revisions to pages 389-390 of the Draft EIR) and Section 6.0 (revisions to pages 255-256 of the Draft EIR Amendment) for the text revisions.

Comment C.3: Transportation/Traffic

Please see the attachment entitled, "Transportation/Traffic Comments" for comments on section 3.17 Transportation/Traffic pages 273, 288, 289, 311, 326, and 330. In addition, please verify if the latest CMP counts were used for the CMP intersections per the date of the NOP.

Response C.3: Responses to the individual comments in the attachment are provided below, within the attachment. The City conducted new traffic counts in 2018 to have consistent counts along the corridor and did not use the 2016 CMP counts that were published in 2017 by VTA.

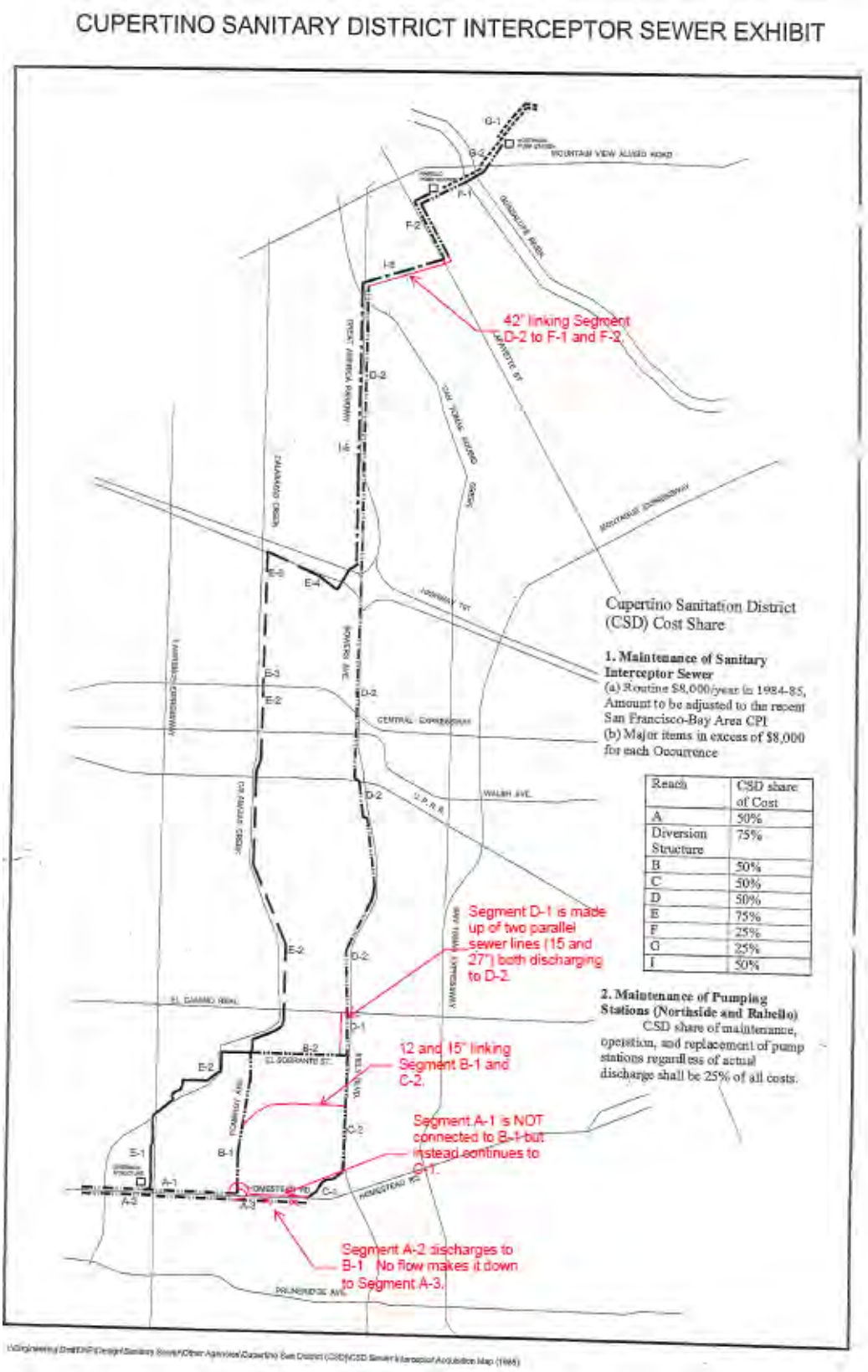
Comment C.4: Conclusion

Please revise the EIR and technical reports per the comments above. Should you have any questions regarding this letter, please contact Reena Brilliot, Planning Manager, via email at rbrilliot@SantaClaraCA.gov or phone at 408-615-2452.

Response C.4: The text of the Draft EIR and technical reports have been revised, as necessary, in response to the City of Santa Clara's comments.

ATTACHMENT 1 TO COMMENT LETTER

Comment C.5:



ATTACHMENT 2 TO COMMENT LETTER

Sewer Model Run Request: XXX Project
Submittal Date: month/date/year

Site Address	Street #
APN	XXX-XX-XXX (attach an APN map)
Sewer Block Book Page	SXX
Discharge manhole	Existing SXX-XX Proposed SXX-XX
Current Land Use	
Proposed Land Use	
Existing Building Area	XX,XXX SF Indicate if this existing building is to remain, be demolished, or else.
Proposed Building Area	XX,XXX SF Indicate proposed number of units, etc.
Average daily discharge	X.XX mgd (this flow is provided for special use only, ie. data center, stadium, etc.)
Peak Discharge	X.XX mgd (this flow is provided for special use only, ie. data center, stadium, etc.)
Additional Info	1) Proposed site map (if available). 2) 24-hour average and peak flow graphs of the peak day (this information is needed for special use only, data center, stadium, etc.)

Response C.5: Refer to Section 5.2 Response I.C.2.

ATTACHMENT 3 TO COMMENT LETTER

Comment C.6:

3.17 TRANSPORTATION/TRAFFIC

The following discussion is based on a Transportation Impact Analysis (TIA) prepared for the project and project alternatives by Fehr & Peers in May 2018. The project site is located in the City of Cupertino, however, transportation facilities outside the City would be affected by the project (and project alternatives). Thus, the transportation impacts of the project (and project alternatives) were evaluated following the standards and methodologies used by the cities of Cupertino, Santa Clara, Sunnyvale, Saratoga, San José, Caltrans, and VTA for facilities within their respective jurisdictions. Because the project (and project alternatives) would generate more than 100 peak hour vehicle trips, an analysis was prepared in accordance with the VTA's TIA Guidelines, which were adopted by all cities and the County, to provide local jurisdictions with a uniform program for evaluating the transportation impacts of land use decisions. A copy of the TIA is included in Appendix H of this EIR.

3.17.1 Environmental Setting

3.17.1.1 *Regulatory Framework*

Below is a summary of the regulatory framework. Refer to Appendix H of this EIR for additional details regarding the transportation regulatory framework.

State and Regional

Senate Bill 743

SB 743 was adopted in 2013 and requires lead agencies to use alternatives to LOS for evaluating transportation impacts, specifically, VMT. Since the adoption of SB 743, OPR has been working on guidelines and regulations to implement SB 743 and the required shift to VMT as the criterion for transportation impacts under CEQA. SB 743 also includes several important changes to CEQA that apply to transit oriented developments, including aesthetics and parking. Specifically with regard to parking, SB 743 requires that the parking impacts of a residential, mixed-use residential, or employment center project, as defined, on an infill site, as defined, within a transit priority area, as defined, shall not be considered significant impacts on the environment. Amendments to the CEQA Guidelines to address SB 743 are expected to be adopted in mid-2018 and are scheduled to apply statewide on January 1, 2020.

Regional Transportation Planning

MTC is the transportation planning, coordinating, and financing agency for the nine-county San Francisco Bay Area, including Santa Clara County. MTC is charged with regularly updating the Regional Transportation Plan, a comprehensive blueprint for the development of mass transit, highway, airport, seaport, railroad, bicycle, and pedestrian facilities in the region. MTC and ABAG adopted *Plan Bay Area 2040* in July 2017, which includes the region's Sustainable Communities Strategy (integrating transportation, land use, and housing to meet GHG reduction targets set by CARB) and Regional Transportation Plan (including a regional transportation investment strategy for revenues from federal, state, regional and local sources over the next 24 years).

20. Stevens Creek Boulevard/Portal Avenue – City of Cupertino
21. Stevens Creek Boulevard/Perimeter Road – City of Cupertino
22. Wolfe Road/El Camino Real* – City of Sunnyvale
23. Wolfe Road/Fremont Avenue – City of Sunnyvale
24. Wolfe Road/Marion Way – City of Sunnyvale
25. Wolfe Road/Inverness Way – City of Sunnyvale
26. Wolfe Road/Homestead Road – City of Cupertino
27. Wolfe Road/Apple Park – City of Cupertino
28. Wolfe Road/Pruneridge Avenue – City of Cupertino
29. Wolfe Road/I-280 Ramps (north) * – City of Cupertino
30. Wolfe Road/I-280 Ramps (south) * – City of Cupertino
31. Wolfe Road/Vallco Parkway – City of Cupertino
32. Wolfe Road-Miller Avenue/Stevens Creek Boulevard* – City of Cupertino
33. Miller Avenue/Calle de Barcelona – City of Cupertino
34. Miller Avenue/Phil Lane – City of Cupertino
35. Miller Avenue/Bollinger Road – City of San José
36. Miller Avenue/Rainbow Drive – City of San José
37. Stevens Creek Boulevard/ Finch Avenue – City of Cupertino
38. Tantau Avenue/Homestead Road – City of Cupertino
39. Tantau Avenue/Pruneridge Avenue – City of Cupertino
40. N Tantau Ave/Apple Parkway – City of Cupertino
41. Tantau Avenue/Vallco Parkway – City of Cupertino
42. Stevens Creek Boulevard/Tantau Avenue – City of Cupertino
43. Stevens Creek Boulevard/Stern Avenue – City of Santa Clara
44. Stevens Creek Boulevard/Calvert Drive/I-280 Ramps (west)* – City of Santa Clara
45. Stevens Creek Boulevard/Agilent Driveway – City of Santa Clara
46. Stevens Creek Boulevard/Lawrence Expressway Ramps (west)* – Santa Clara County
47. Lawrence Expressway/El Camino Real* – Santa Clara County
48. Lawrence Expressway/Homestead Road* – Santa Clara County
49. Lawrence Expressway/Pruneridge Avenue* – Santa Clara County
50. Stevens Creek Boulevard/ Lawrence Expressway Ramps (east)* – Santa Clara County
51. Lawrence Expressway/Calvert Drive-I-280 Southbound Ramp* – City of San José
52. Lawrence Expressway/Mitty Way* – Santa Clara County
53. Lawrence Expressway/Bollinger Road* – Santa Clara County
54. Lawrence Expressway/Doyle Road* – Santa Clara County
55. Lawrence Expressway/Prospect Road* – Santa Clara County
56. Lawrence Expressway/Saratoga Avenue* – Santa Clara County
57. Saratoga Avenue/Cox Avenue – City of Saratoga
58. Saratoga Avenue/SR 85 Ramps (north) – Caltrans
59. Saratoga Avenue/SR 85 Ramps (south) – Caltrans
60. Stevens Creek Boulevard/Cabot Avenue – City of Santa Clara
61. Stevens Creek Boulevard/Cronin Drive-Albany Drive – City of Santa Clara
62. Stevens Creek Boulevard/Woodhams Road – City of Santa Clara

46. City of Santa Clara
50. City of Santa Clara

Table 3.17-5: Existing Intersection Levels of Service					
	Study Intersection – Jurisdiction	LOS Threshold	Peak Hour	Delay	LOS
19.	Stevens Creek Boulevard/Blaney Avenue – City of Cupertino	D	AM PM	34.9 33.5	C- C-
20.	Stevens Creek Boulevard/Portal Avenue – City of Cupertino	D	AM PM	21.8 13.0	C+ B
21.	Stevens Creek Boulevard/Perimeter Road – City of Cupertino	D	AM PM	9.5 15.2	A B
22.	Wolfe Road/El Camino Real* – City of Sunnyvale	E	AM PM	51.0 48.1	D- D
23.	Wolfe Road/Fremont Avenue – City of Sunnyvale	D	AM PM	49.7 47.9	D D
24.	Wolfe Road/Marion Way – City of Sunnyvale	D	AM PM	15.9 18.8	B B-
25.	Wolfe Road/Inverness Way – City of Sunnyvale	D	AM PM	18.3 22.8	B- C+
26.	Wolfe Road/Homestead Road – City of Cupertino	D	AM PM	32.9 43.0	C- D
27.	Wolfe Road/Apple Park – City of Cupertino	D	AM PM	9.8 15.4	A B
28.	Wolfe Road/Pruneridge Avenue – City of Cupertino	D	AM PM	23.5 16.5	C B
29.	Wolfe Road/I-280 Ramps (north) * – City of Cupertino	D	AM PM	13.2 12.0	B B
30.	Wolfe Road/I-280 Ramps (south) * – City of Cupertino	D	AM PM	12.1 8.4	B A
31.	Wolfe Road/Vallco Parkway – City of Cupertino	D	AM PM	19.6 31.2	B- C
32.	Wolfe Road-Miller Avenue/Stevens Creek Boulevard* – City of Cupertino	D	AM PM	41.7 41.4	D D
33.	Miller Avenue/Calle de Barcelona – City of Cupertino	D	AM PM	7.5 3.0	A A
34.	Miller Avenue/Phil Lane – City of Cupertino	D	AM PM	5.3 4.1	A A
35.	Miller Avenue/Bollinger Road – City of San José	D	AM PM	37.1 41.5	D+ D
36.	Miller Avenue/Rainbow Drive – City of San José	D	AM PM	23.1 22.8	C C+
37.	Stevens Creek Boulevard/ Finch Avenue – City of Cupertino	D	AM PM	28.8 21.6	C C+
38.	Tantau Avenue/Homestead Road – City of Cupertino	D	AM PM	34.4 43.2	C- D
39.	Tantau Avenue/Pruneridge Avenue – City of Cupertino	D	AM PM	20.8 24.5	C+ C
40.	N Tantau Ave/Apple Parkway – City of Cupertino	D	AM PM	17.6 18.3	B B-
41.	Tantau Avenue/Vallco Parkway – City of Cupertino	D	AM PM	25.1 31.3	C C
42.	Stevens Creek Boulevard/Tantau Avenue – City of Cupertino	D	AM PM	44.7 42.8	D D
43.	Stevens Creek Boulevard/Stern Avenue – City of Santa Clara	D	AM PM	37.6 40.5	D+ D

Table 3.17-5: Existing Intersection Levels of Service

Study Intersection – Jurisdiction	LOS Threshold	Peak Hour	Delay	LOS
44. Stevens Creek Boulevard/Calvert Drive/I-280 Ramps (west)* – City of Santa Clara	E	AM PM	57.4 52.7	E+ D-
45. Stevens Creek Boulevard/Agilent Driveway – City of Santa Clara	D	AM PM	36.7 24.0	D+ C
46. Stevens Creek Boulevard/Lawrence Expressway Ramps (west)* – Santa Clara County	E	AM PM	28.9 25.4	C C
47. Lawrence Expressway/El Camino Real* – Santa Clara County	E	AM PM	34.6 27.1	C- C
48. Lawrence Expressway/Homestead Road* – Santa Clara County	E	AM PM	71.5 66.3	E E
49. Lawrence Expressway/Pruneridge Avenue* – Santa Clara County	E	AM PM	44.0 44.5	D D
50. Stevens Creek Boulevard/ Lawrence Expressway Ramps (east)* – Santa Clara County	E	AM PM	31.6 28.0	C C
51. Lawrence Expressway/Calvert Drive-I-280 Southbound Ramp* – City of San José	E	AM PM	32.8 30.2	C -C
52. Law... Clara Cou...	E	AM PM	23.1 16.6	C B
53. Law... nta Clara Cou...	E	AM PM	60.3 54.2	E D-
54. Law... Clara Cou...	E	AM PM	43.2 14.7	D B
55. Lawrence Expressway/Prospect Road* – Santa Clara County	E	AM PM	58.3 46.7	E+ D
56. Lawrence Expressway/Saratoga Avenue* – Santa Clara County	E	AM PM	44 45.7	D D
57. Saratoga Avenue/Cox Avenue – City of Saratoga	D	AM PM	45.1 37.8	D D+
58. Saratoga Avenue/SR 85 Ramps (north) – Caltrans	C	AM PM	19.1 26.7	B- C
59. Saratoga Avenue/SR 85 Ramps (south) – Caltrans	C	AM PM	16.8 18.5	B B-
60. Stevens Creek Boulevard/Cabot Avenue – City of Santa Clara	D	AM PM	47.0 46.3	D D
61. Stevens Creek Boulevard/Cronin Drive-Albany Drive – City of Santa Clara	D	AM PM	27.4 22.7	C C+
62. Stevens Creek Boulevard/Woodhams Road – City of Santa Clara	D	AM PM	18.8 21.1	B- C+
63. Stevens Creek Boulevard/Kiely Boulevard* – City of San José	D	AM PM	41.6 37.1	D D+
64. Vallco Parkway/Perimeter Road – City of Cupertino	D	AM PM	11.6 17.1	B+ B
65. Lawrence Expressway/Kifer Road Avenue* – Santa Clara County	E	AM PM	36.2 71.5	D+ E
66. Lawrence Expressway/Reed Avenue-Monroe Street* – Santa Clara County	E	AM PM	56.1 55.1	E+ E+
67. Lawrence Expressway/Cabrillo Avenue* – Santa Clara County	E	AM PM	32.7 29.2	C- C

Notes: * denotes CMP intersection; **bold text** indicates intersection operates at an unacceptable level of service; AM = morning peak hour; PM = evening peak hour; LOS = level of service.

46. City of Santa Clara
50. City of Santa Clara

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City of Cupertino May 2018

Response C.6: The above comment interposed on Draft EIR page 273 indicates Intersections 46, Stevens Creek Boulevard/Lawrence Expressway ramps (west) and Intersection 50, Stevens Creek Boulevard/Lawrence Expressway ramps (east) are under the jurisdiction of the City of Santa Clara. The tables and text in the Draft EIR and EIR Amendment have been revised accordingly. Refer to Section 5.0 and 6.0.

Comment C.7:

Mitigation measures that would change the roadway geometry or signal operations have potential secondary effects on pedestrian and bicycle travel. Pursuant to the VTA TIA Guidelines, since mitigation measure MM TRN-1.2 would change the signal operations, a pedestrian and bicycle QOS analysis was completed. The pedestrian QOS score is 3, both without and with mitigation measure MM TRN-1.2. As explained in Section 3.17.2.1, a score of 3 denotes that walking is uninviting but possible at intersections. The bicycle QOS score is 4, both without and with the mitigation measure, denoting that most cyclists might find it uncomfortable crossing the intersection. There are no right-turn lanes on De Anza Boulevard so bicycles that continue straight could conflict with the right-turning vehicles. The mitigation measure would not change roadway geometry, pedestrian facility, or bicycle facility; thus, the pedestrian and bicycle QOS score remain the same without and with mitigation measure MM TRN-1.2.

Intersection 43, Stevens Creek Boulevard/Stern Avenue: In order to mitigate the impact identified at Intersection 43, Stevens Creek Boulevard/Stern Avenue, three through lanes and a dedicated right-turn in both the eastbound and westbound directions on Stevens Creek Boulevard would be required. This improvement would reduce the impact from the project (and General Plan Buildout with Maximum Residential Alternative and Occupied/Re-Tenanted Mall Alternative) to a less than significant level. While intersection delay would improve under the proposed project with this improvement, the intersection would continue to operate unacceptably at LOS E+ and the impact would remain significant and unavoidable. Right-of-way constraints would limit the feasibility of this potential mitigation measure, however. A dedicated right-turn lane, through lane, and a bike lane would require a minimum width of 25 feet. The available widths between the number two through lane and the curb are about 18 feet in the eastbound direction and 20 feet in the westbound direction. Therefore, mitigation would not be feasible and the impact to Intersection 43 is considered significant and unavoidable. **(Significant and Unavoidable Impact)**

can restriping the lanes to get 20' curb lane? Right turn can sneak through when there's no bike

General Plan Buildout with Maximum Residential Alternative

As summarized in Table 3.17-8, the implementation of the General Plan Buildout with Maximum Residential Alternative would result in a significant level of service impact under existing with project conditions at Intersection 43, Stevens Creek Boulevard/Stern Avenue, in the PM peak hour, as does the proposed project. See Impact TRN-1. As discussed above, there is no feasible mitigation measure to reduce this impact to a less than significant level. **(Significant and Unavoidable Impact)**

Retail and Residential Alternative

As summarized in Table 3.17-8, the implementation of the Retail and Residential Alternative would not result in significant intersection level of service impacts under existing with project conditions. **(Less than Significant Impact)**

Occupied/Re-Tenanted Mall Alternative

While implementation of the Occupied/Re-Tenanted Mall Alternative would result in significant level of service impacts under existing with project conditions at Intersection 43, Stevens Creek Boulevard/Stern Avenue during the PM peak hour, 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

Vallco Special Area Specific Plan 311 Draft Environmental Impact Report
City of Cupertino May 2018

Response C.7: As discussed on page 311 of the Draft EIR (and shown in the above comment), a dedicated right-turn lane, bike lane, and through lane on Stevens Creek Boulevard would require a minimum width of 25 feet. The existing right-of-way is 18 feet in the eastbound direction. It could be feasible to adjust the striping to increase the available right-of-way to 20 feet. While this would allow for a separate

right-turn lane; this improvement would preclude the addition of a bike lane and is not recommended for this location.

Comment C.8:

cut-through in that neighborhood is the direct result of the project (or project alternatives). Nonetheless, the Specific Plan would be required as a Condition of Approval to include a traffic calming monitoring program to help assess any cut-through traffic in Sunnyvale as a result of the Proposed Project.

2. Parking Intrusion – Depending on the amount of parking provided on-site under the proposed project or project alternatives, the parking supply could be lower than the parking demand, which could result in overflow parking. The two potential locations for overflow parking are the neighborhood to the west of the Specific Plan area and the neighborhoods off Miller Avenue south of Stevens Creek Boulevard.

   Parking demand is anticipated to be lower with increased use of Transportation Network Companies (TNC) such as Uber and Lyft. TNCs reduce parking demand because one can easily travel to/from a destination without a car that needs to be parked. Further, one of the expected effects of autonomous (or driverless) vehicles being introduced into the vehicle fleet in the near future is a greater reduction in parking demand. These vehicles will likely increase passenger pick-up/drop-off activities and would not be parked during peak times.

   Given the uncertainty related to the parking supply for the project (and project alternative) and the anticipated changes in parking demand; there is potential for neighborhood parking intrusion. The project and project alternatives would be required as a Condition of Approval to include provisions for a residential permit parking program to manage neighborhood parking intrusion should it become an issue.

Condition of Approval: To ensure neighborhood cut-through traffic and parking intrusion are minimized, future development under the proposed project (or General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) shall fund neighborhood cut-through traffic monitoring studies and provide fees in the amount of $350,000 to the City of Cupertino and $150,000 to the City of Sunnyvale to monitor and implement traffic calming improvements and a residential parking permit program to minimize neighborhood cut-through traffic and parking intrusion, if determined to be needed by the City's Public Works Department. The details of the neighborhood parking and traffic intrusion monitoring program shall be determined when the conditions of approval for project development are established. The monitoring program shall include the following components: (1) identifying the monitoring areas (roadways where the monitoring would occur), (2) setting baseline conditions (number of parked vehicles and traffic volumes on the roadways), (3) determining thresholds for parking and traffic volume increases requiring action, (4) establishing the monitoring schedule, and (5) creating reporting protocols. The baseline conditions shall be established prior to but within one year of initial occupancy. Monitoring shall then occur annually for five years.

Implementation of the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative), with the above condition of approval, would not result in significant traffic or parking intrusion in the adjacent residential neighborhood. **(Less than Significant Impact)**

For City of Santa Clara also?

Vallco Special Area Specific Plan 326 2ND Administrative Draft EIR
City of Cupertino May 14, 2018

Response C.8: The comment appears to request future development to fund neighborhood cut-through traffic monitoring studies and provide fees to the City of Santa Clara. Text has been added to the Draft EIR and EIR Amendment to provide funds and fees in the amount of $150,000 to the City of Santa Clara to monitor and

implement traffic calming improvements. Refer to Section 5.0 (text revisions to page 326) and Section 6.0 (text revision to page 196).

Comment C.9:

Project

As summarized in Table 3.17-14, implementation of the proposed project would result in a significant intersection level of service impacts under background with project conditions at the following 11 intersections:

11. De Anza Boulevard/Stevens Creek Boulevard (City of Cupertino) – PM peak hour;
12. De Anza Boulevard/McClellan Road (City of Cupertino) – PM peak hour;
31. Wolfe Road and Vallco Parkway (City of Cupertino) – PM peak hour;
32. Wolfe Road-Miller Avenue/Stevens Creek Boulevard (City of Cupertino)* – AM and PM peak hours;
42. Stevens Creek Boulevard/Tantau Avenue (City of Cupertino) – AM peak hour;
43. Stevens Creek Boulevard/Stern Avenue (City of Santa Clara) – AM and PM peak hours;
44. Stevens Creek Boulevard/Calvert Drive/I-280 Ramps (west) (City of Santa Clara)* – AM and PM peak hours;
45. Stevens Creek Boulevard/Agilent Driveway (City of Santa Clara) – AM peak hour;
48. Lawrence Expressway/Homestead Road (Santa Clara County)* – PM peak hour;
51. Lawrence Expressway/Calvert Drive-I-280 Southbound Ramps (City of San José)* – AM peak hour; and
53. Lawrence Expressway/Bollinger Road (Santa Clara County)* – AM and PM peak hours.

City of Santa Clara

Mitigation Measures:

MM TRN-2.1: Implement MM TRN-1.1. The TDM program is expected to reduce the severity of intersection and freeway impacts, although not necessarily to a less than significant level. **(Significant and Unavoidable Impact with Mitigation Incorporated)**

Intersection 11, De Anza Boulevard/Stevens Creek Boulevard: In order to mitigate the impact identified at Intersection 11, De Anza Boulevard/Stevens Creek Boulevard, the eastbound and westbound approaches on Stevens Creek Boulevard would need to be widened to provide for three through lanes (for a total of two left-turn lanes, three through lanes, a right-turn lane, and a bike lane). This would be accomplished by widening Stevens Creek Boulevard for about 150 feet from the intersection to provide for the right-turn pocket in each direction. However, there are right-of-way constraints that limit the feasibility of the mitigation measure. The added right-turn lane would require an additional 10 to 11 feet of right-of-way in each direction. Further, this mitigation measure would increase the pedestrian crossing distance on an already very wide intersection and would likely have secondary effects on pedestrian travel at the De Anza Boulevard/Stevens Creek Boulevard intersection. Thus according to General Plan Policy M-3.4, which strives to preserve and enhance citywide pedestrian and bicycle connectivity by limiting street widening purely for automobiles to improve traffic flow, the this improvement is not feasible, and the impact is considered significant and unavoidable. **(Significant and Unavoidable Impact)**

Vallco Special Area Specific Plan 330 2ND Administrative Draft EIR
City of Cupertino May 14, 2018

Response C.9: The comment interposed on Draft EIR page 330 indicates Intersections 48, Lawrence Expressway/Homestead Road is under the jurisdiction of the City of Santa Clara. Intersection #48 is under the jurisdiction of Santa Clara County, as indicated in the Draft EIR and the above excerpt.

D. Santa Clara County (dated July 16, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment D.1: In March we sent comments regarding the NOP-DEIR for the Vallco Specific Area Plan. After reviewing the draft EIR we have the following comments regarding the traffic analysis. If you have questions or would like to further discuss, please don't hesitate to contact myself or Ananth Prasad, County Traffic Engineer, who is also cc'd on this email. Thank you for considering our comments at this time.

1. In addition to County maintained intersections already included in the DEIR, the study should also include intersections on San Tomas at El Camino Real, Homestead, and Stevens Creek. As trip distribution (Figure 8) indicated, there are project trips to warrant their inclusion.

> **Response D.1:** The trip distribution and assignments were reviewed and the San Tomas intersections at El Camino Real, Homestead Road, and Stevens Creek Boulevard do not meet the 10 trip per lane threshold. The City estimates that there would be about 30 to 45 trips that depart or approach the Lawrence Expressway intersections at El Camino Real and Homestead Road (the study intersections closest to the San Tomas Expressway intersections). These intersections on Lawrence Expressway are about 1.5 miles from San Tomas Expressway and have numerous access roads along the corridor. Thus, the number of trips that would reach San Tomas Expressway would be less than 10 trips per lane (i.e., trips would divert to parallel facilities, such as Pomeroy Road and Kiley Boulevard).

Comment D.2:

2. The HOV reduction factors used for AM LOS calculations at Lawrence Expressway intersections are not correct, NB and SB User Adjusted HOV reductions should be 13%, or 0.87.

> **Response D.2:** The Transportation Impact Analysis included in Appendix H of the Draft EIR was completed following VTA's TIA Guidelines (October 2014) and VTA's Traffic Level of Service (LOS) Analysis Guidelines (June 2003). The TIA Guidelines, which were developed to analyze the regional CMP transportation system, have been adopted by local agencies within Santa Clara County for evaluation of the local transportation system.
>
> Based on the LOS Guidelines, county expressway intersections with HOV lanes are evaluated with a volume adjustment to account for HOV traffic. The adjustment factors are obtained from the VTA's CMP network TRAFFIX file that is published every other year as part of the CMP monitoring process. The most recent TRAFFIX file available includes data from 2016, which was used in the TIA. The TRAFFIX file contains data for the PM peak hour (and not the AM peak hour), since traffic is generally more congested during the PM. Because AM peak hour data, including the HOV lane volume adjustment factors, is not published, it is standard practice to apply

the PM peak volume adjustment factors. This approach was used in the Vallco Specific Plan TIA and has been used in many other prior TIAs. In the City's experience, the County has not previously requested separate AM peak hour HOV volume adjustment factors. Based on standard practice, and because the TIA uses the best information available, the Vallco Specific Plan TIA adequately addresses potential impacts on the Lawrence Expressway intersections during the AM peak hour.

Comment D.3:

3. As indicated in the Queuing Analysis results per Tables 53 & 54, additional left turn capacities should be provided due to project trips, and the proposed project should be responsible for the mitigations at Lawrence/Bollinger and Lawrence/Saratoga.

Response D.3: As shown in Tables 53 and 54 of the TIA, the median width at Lawrence Expressway/Bollinger Road can be reduced to provide an additional 325 feet of storage capacity. Future development implementing the adopted Specific Plan will be required to pay a fair-share contribution to the circulation improvements (including reducing the median width to provide an additional left-turn lane and maximum queue storage at Lawrence Expressway/Bollinger Road) identified in Tables 53 and 54 of the TIA. It is the City's understanding that the cost for reducing the median width to provide an additional left-turn lane at Lawrence Expressway/Bollinger Road (which is already partially funded by previous development) has increased and that the County is seeking additional funding to construct the improvement. Future development implementing the Specific Plan will be required to pay its fair-share contribution towards the remaining improvement cost.

Comment D.4:

4. Signal timing should not be a mitigation measure for project impacts as indicated in Table ES-3 on County facilities.

Response D.4: County intersections were evaluated to determine if feasible physical mitigation measures could be implemented to address identified mitigation measures. For intersections where no feasible physical mitigation measures could be identified, the impacts were identified as significant and unavoidable. Signal timing adjustments are not identified for the County intersections. Table ES-3 has been updated for the Lawrence Expressway/Calvert-I-280 Southbound Ramp to reflect the proposed improvements described in the TIA mitigation discussion.

Comment D.5:

5. As stated in the County Expressway Plan, future improvements including expressway widenings and grade separations are not funded and construction time frames have not been identified. If the proposed project has impacts to County intersections, the project should identify local mitigation measures to address those impacts.

Response D.5: As discussed in the Draft EIR and TIA mitigation sections, feasible mitigation measures were evaluated to determine if they would mitigate the identified impacts. In most cases, additional through capacity is needed on Lawrence Expressway. The County Expressway Plan includes the widening of Lawrence Expressway, for this reason, the County Expressway Plan is referenced as mitigation for impacts requiring the widening of Lawrence Expressway.

E. City of Sunnyvale (dated July 17, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment E.1: Thank you for the opportunity to comment on the Draft Environmental Impact Report (DEIR) for the proposed Vallco Special Area Specific Plan (Plan) Project. This letter includes comments from multiple City of Sunnyvale Departments.

General Comments

1. The Plan proposes a development capacity of 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential dwelling units for the Vallco Special Area.

   The City of Sunnyvale is concerned with the Plan's imbalance in non-residential uses (office, commercial, and hotel) vs. proposed residential units, especially in regards to recent substantial office development in the immediate area. The housing demand with the proposed non-residential development and recent office development is significant in size and warrants consideration of additional housing units to be on site. The City of Sunnyvale sees the Maximum Residential alternative as a better project in the DEIR because it includes additional residential units which may mitigate some burden on the housing market, and other environmental impacts, such as traffic and transportation and greenhouse gas emissions.

   Response E.1: The above comment expresses the opinion of the commenter. No specific questions were raised in the above comment on the environmental review for the project.

   Following circulation of the Draft EIR, a fifth alternative to the previous project, the Housing Rich Alternative, was identified in response to community and City interest in having a greater number of housing units. The Housing Rich Alternative includes 3,250 dwelling units, 1.5 million square feet of office, 600,000 square feet of commercial use, 339 hotel rooms, 65,000 square feet of civic space, and 30 acres of green roof. An EIR Amendment to the Draft EIR that analyzes the Housing Rich Alternative was issued for a 45-day public review and comment period from July 6, 2018 through August 20, 2018.

Comment E.2:

2. The City may want to consider the requirement of a Transportation Management Association (TMA) for the new development as Transportation Demand Management (TDM) requirements in this area may not be enough to make a difference in reducing single-occupancy vehicles. An association would create cohesiveness among property owners and tenants on TDM strategies.

Response E.2: The proposed Specific Plan includes a TDM program, which as been refined. The refinements are shown as text revisions to pages 33 and 310 of the Draft EIR in Section 5.0 of this Final EIR. As updated, the TDM program would require proposed office uses to achieve a a minimum of 34 percent non-single-occupant vehicle (non-SOV) mode share, which would be enforced via trip cap monitoring and penalties for non-compliance. The TDM program requires the City to establish a Transportation Management Association (TMA).

Comment E.3: Traffic and Transportation Comments

If you have questions on the following traffic related items, please contact Lillian Tsang, Principal Transportation Engineer, Department of Public Works at ltsang@sunnyvale.ca.gov or (408) 730-7556.

Comments concerning the Transportation related analysis of the project are as follows:

1. When referring to Interstate 280, please change the direction from Eastbound to Southbound (global change).
2. When referring to Interstate 280, please change the direction from Westbound to Northbound (global change).

Response E.3: VTA references I-280 in its Congestion Management Program as an east-west facility; even though I-280 is generally considered a north-south facility. To be consistent with VTA, which oversees freeway operations in Santa Clara County, no changes have been made to the EIR and TIA.

Comment E.4:

3. On page 25, last paragraph, please change "City of Santa Clara" to "City of Sunnyvale" in the following sentence: "Significant impacts at signalized City of Santa Clara intersections would occur when the addition of project traffic causes one of the following:"
4. On page 52, under VTA Next Network, please change "in mid- to late-2018" to "2019".
5. On page 53, Table 9. This table is a summary of the "Next Network Transit Service Summary" instead of "Existing". Under the Existing Network, Route 81 and Route 323 are still in operations. Route 523 is a future bus route.
6. Bus Route 323 and Bus Route 523 are used in different parts of the report. Please make certain the bus route number is consistently used (global change).
7. On page 67, under Trip Generation Rates, please include the edition of ITE Trip Generation Manual that was used.
8. Table 11, Vehicle Trip Generation Estimates, the references to the table notes in the table and the notes at the end do not match.

Response E.4: The TIA in Appendix H of the Draft EIR has been revised in response to the above comment.

Comment E.5:

9. On page 106, Table 16, the capacity for all segments on SR 85 (both northbound and southbound directions) should be 4,400 instead of 4,600. The freeway mixed-flow segment levels of service shall be recalculated accordingly for all scenarios.

Response E.5: According to VTA guidelines, three lane freeway segments have a lane capacity of 2,300 for freeways that have three or more lanes. Highway 85 has three lanes, two mixed-flow lanes and one HOV-lane. Thus, consistent with VTA's guidelines and CMP monitoring report, a capacity of 4,600 was applied to the analysis of Highway 85.

Comment E.6:

10. In the DEIR, on Page 34, Section 3.0, under Environmental Setting, it was mentioned that "year 2028 is used to evaluate background traffic impacts and year 2040 is used to evaluate cumulative traffic impacts." In the Traffic Impact Analysis Final Draft report, Chapter 8 presented a discussion on how cumulative traffic was derived. For City of Sunnyvale, why was a growth rate only applied up to 2028 but not to year 2040 for the cumulative conditions? As indicated in the DEIR, year 2028 is used to evaluate background traffic, and year 2040 is used to evaluate cumulative traffic conditions.

Response E.6: The analysis reflects General Plan buildout (year 2040) conditions for the City of Cupertino. For the City of Cupertino, this includes approved and pending developments within and around the City. A growth factor was applied to the volumes within the City of Sunnyvale to develop cumulative forecasts, in accordance with the City of Sunnyvale's practices. The City of Sunnyvale typically applies the growth factor to the buildout year of projects and not the full General Plan buildout year. Thus, in concurrence with City of Sunnyvale practices, a 10-year growth factor was applied, in addition to adding in traffic volumes from approved and pending developments in the area.

Comment E.7:

11. On page 218, Table 49, the transit route descriptions are incorrect for Bus Route 53, Express Routes 101 and 182, and Rapid Bus Route 323/523.
12. On pages 219-220, Tables 50 and 51, the destination for Rapid Bus Route 323/523 is incorrect.
13. On page 221, last paragraph, change "exiting peak hour" to "existing peak hour".

Response E.7: The TIA in Appendix H of the Draft EIR has been revised in response to the above comment.

Comment E.8:

14. Page 237, under the Conclusion section, the City of Sunnyvale would like to request to increase the fees to monitor and implement traffic calming improvements and a residential parking permit program (if needed) from $150,000 to $250,000. Also, the City of Sunnyvale would like to clarify that the cost of data collection/data analysis/preparation of report would be on top of the fee.

Response E.8: The City of Cupertino agrees to increasing the fee to monitor and implement traffic calming improvements and a residential parking permit program to $250,000. The text of the condition of approval has been revised to reflect the increased amount (refer to Sections 5.0 and 6.0). The cost of the data collection/data analysis/report preparation are included in the fee.

Comment E.9:

15. Page 237, under the Conclusion section, the City of Sunnyvale would like to request that neighborhood traffic and parking monitoring studies were to be administrated by the City of Cupertino, and that the City of Sunnyvale would have a chance to review and comment on the baseline conditions report.

The City of Sunnyvale appreciates your consideration of the requested study scope elements described above. Please contact Amber Blizinski, Principal Planner, at (408) 730-2723 or ablizinski@sunnyvale.ca.gov if you have any questions or concerns about items discussed in this letter.

Response E.9: The City of Cupertino will administer the neighborhood and parking intrusion monitoring and provide the City of Sunnyvale with the opportunity to review and comment on the baseline conditions report.

F. California Department of Transportation (dated August 20, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment F.1: Thank you for including the California Department of Transportation (Caltrans) in the environmental review process for the above referenced project. Our comments are based on the Environmental Impact Report (EIR) Amendment.

Project Understanding

The proposed project is the adoption of the community-developed Vallco Special Area Specific Plan and associated General Plan and Zoning Code amendments (referred to as "the project" or "Specific Plan"). The proposed project is located immediately south of Interstate (I-) 280 in the southwest and southeast quadrants of the I-280/S. Wolfe Road interchange. The project is partly located in the Santa Cara Valley Transportation Authority City Cores, Corridors & Station Areas Priority Development Area (PDA).

The purpose of this recirculated amendment to the draft EIR is to evaluate and disclose the environmental impacts of an additional project alternative, the housing rich alternative. The housing rich alternative consists of 3,250 residential units, 1.5 million square feet (sf) of office uses, 600,000 sf of commercial uses, 65,000 sf of civic uses (consisting of a 50,000-sf city hall and 15,000 sf of adult education space), and a 30-acre green roof. It is estimated that the Housing Rich Alternative would require approximately 13,880 parking spaces, most of which would be located below ground.

Response F.1: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment F.2: ***Transportation Impact Analysis***

Caltrans requests the Lead Agency submit a Mitigation Monitoring and Reporting Plan, Conditions of Approval and Staff Report to Caltrans, and list the transit and active transportation improvements associated with this project under the "Summary of Impacts and Mitigation Measures" section of the EIR Amendment. Please specify which multimodal projects will be funded by the project's contribution to the City's transportation impact fees (TIF) program. The transit and active transportation improvements as well as the project's contribution to the City's TIF program should be incorporated into the Mitigation Monitoring and Reporting Plan. These improvements encourage a shift from single-occupancy vehicles to alternate modes of transportation. Examples of multimodal projects that could be used for mitigating the project's transportation impacts are the I-280 Channel Trail (Junipero Serra Trail) between Mary Avenue and Vallco Parkway found in the City of Cupertino's 2016 Bicycle Transportation Plan, and I280/Wolfe Road interchange improvements to provide low-stress access for bicyclists.

Response F.2: Refer to Section 5.2 Response I.A.2.

Comment F.3: The State Route (SR) 85 Express Lanes Improvement should be removed as mitigation for the Specific Plan as this improvement is currently under review and its implementation date is uncertain.

Response F.3: Refer to Section 5.2 Response I.A.3.

Comment F.4: Caltrans recommends The Vallco Special Area Specific Plan include more vehicle trip reduction mitigation measures and aggressive Transportation Demand Management in the EIR Amendment to reduce its impact on SR 85, SR 82 and I-280 freeway segments as discussed in the Transportation Impact Analysis (TIA). Examples of measures that can be implemented to reduce vehicle trips include: reducing vehicle parking and project phasing that allows for fully mitigated transportation impacts at each phase. Caltrans welcomes the opportunity to work with the Lead Agency and local partners to secure the funding for needed mitigation. Traffic mitigation- or cooperative agreements are examples of such measures.

Response F.4: Refer to Section 5.2 Response I.A.4.

Comment F.5: The project should remove the Intersection #2: Stevens Creek Boulevard/SR-85 Ramps (East) improvement as part of its mitigation measures. The improvement is programed and under construction as mitigation to a significant impact caused by another development. Rather, the TIA should evaluate the Specific Plan's impact on the intersection post completion of this programmed improvement and provide additional mitigation measures, if needed.

Response F.5: Refer to Section 5.2 Response I.A.5

Comment F.6: Please provide operational analysis that demonstrates the proposed mitigation at Intersection #51: I-280/Lawrence Expressway/Calvert Drive south-bound ramps is feasible and will improve operations.

Response F.6: Refer to Section 5.2 Response I.A.6.

Comment F.7: Per the TIA, the project will generate a significant increase in vehicle miles travelled as well as pedestrian, bicycle and transit use. The proposed development could change traffic patterns and trigger a need for traffic signal adjustments at Intersections #9, #22, #44, and #47. Signal-related work will have to be coordinated, reviewed, and approved by the Caltrans Office of Signal Operations.

Response F.7: Refer to Section 5.2 Response I.A.7.

Comment F.8: The Traffix computational worksheets, provided in the TIA show that there may be insufficient storage capacity for the intersections and ramp turning movements listed below.

a. De Anza Boulevard/I-280 Ramps (North) - Intersection #9,
b. Wolfe Road/SR 82 (El Camino Real) - Intersection #22,
c. I-280 Ramps (West)/Calvert Drive/Stevens Creek Boulevard - Intersection #44,
d. Lawrence Expressway/ SR 82 (El Camino Real) - Intersection #47.

The queues formed at the intersections and ramps may cause spill-back onto the freeway and conventional highway mainlines. The project should provide intersection and ramp evaluations and provide mitigation if negatively impacted.

Response F.8: Refer to Section 5.2 Response I.A.8.

Comment F.9: At signalized intersections with turning movements exceeding demands of 300 vehicles per hour (vph), "dual turn" lanes will need to be provided where applicable, see the latest Highway Design Manual sections 405.2 and 405.3. If the existing number of through lanes in each direction cannot accommodate anticipated forecasted traffic as shown on the submittal, additional through lanes may be required.

Response F.9: Refer to Section 5.2 Response I.A.9.

Comment F.10: ***Hydraulics***
Please submit a drainage plan for Caltrans' review. The Junipero Serra Channel and major state drainage facilities are located on the I-280/North Wolfe Road interchange area and the project's impacts to the state drainage facilities will need to be evaluated and mitigated where needed.

Response F.10: Refer to Section 5.2 Response I.A.10.

Comment F.11: ***Landscape Architecture***
The Lead Agency is directed to reference Caltrans' Highway Design Manual, link listed at the end of this section, for any landscape work on the state right-of-way. Caltrans welcomes the opportunity to continue collaboration on the project during design review and plan development. Caltrans requests the comments listed below be addressed before the submission of an Encroachment Permit application.

- Trees and shrubs should be added where appropriate to maintain or improve a visual screen or buffer between I-280 and the project. Maintain any site clearance setback requirements per the City and Caltrans design guidelines.

- Remove any dead trees to avoid fall hazards onto I-280, or ramps adjacent to the I-280 right-of-way.

- Any existing water meters and backflow preventers that may exist just outside of state right-of-way should be identified and protected in place; they are often located just outside of state right-of-way. http://www.dot.ca.gov/design/manuals/hdm.html

Response F.11: Refer to Section 5.2 Response I.A.11.

Comment F.12:
Encroachment Permit
Please be advised that any work or traffic control that encroaches onto the state right-of-way requires an encroachment permit that is issued by Caltrans. To apply, a completed encroachment permit application, environmental documentation, and six (6) sets of plans clearly indicating state right-of-way must be submitted to: Office of Permits, California DOT, District 4, P.O. Box 23660, Oakland, CA 94623-0660. Traffic-related mitigation measures should be incorporated into the construction

plans during the encroachment permit process. See the website link below for more information: http://www.dot.ca.gov/hq/traffops/developserv/permits/.

Response F.12: Refer to Section 5.2 Response I.A.12.

Comment F.13: ***Lead Agency***

As the Lead Agency, the City of Cupertino is responsible for all project mitigation, including any needed improvements to the State transportation network. The project's fair share contribution, financing, scheduling, implementation responsibilities and Lead Agency monitoring should be fully discussed for all proposed mitigation measures. Furthermore, this project meets the criteria to be deemed of statewide, regional, or areawide significance per California Environmental Quality Act Guidelines §15206. The EIR Amendment should be submitted to MTC, ABAG and the Santa Clara Valley Transportation Authority for review and comment.

Thank you again for including Caltrans in the environmental review process. Should you have any questions regarding this letter, please contact Jannette Ramirez at (510) 286-5535 or jannette.ramirez@dot.ca.gov.

Response F.13: A Notice of Availability of the EIR Amendment was sent to ABAG's Regional Clearinghouse and was also sent to the VTA.

G. City of San José-Department of Planning, Building, and Code Enforcement (dated August 20, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment G.1: Thank you for the opportunity to review and comment on the Vallco Special Area Specific Plan Amendment EIR. The City's comments are outlined below.

PROJECT UNDERSTANDING

The City understands that the Vallco Specific Plan Draft Environmental Impact Report was circulated earlier from May 24, 2018 to July 9, 2018. The Draft EIR evaluated the proposed Vallco Special Area Specific Plan for future redevelopment of the Vallco site, which would facilitate the development of up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential units, all consistent with the City of Cupertino's adopted General Plan.

However, the Draft EIR was amended to evaluate the Housing-Rich Altemative under the California Environmental Quality Act (CEQA). The Housing-Rich Alternative proposes up to 3,250 residential units, 1.5 million square feet of office uses, and 600,000 square feet of commercial uses, 65,000 square feet of civic uses with a 50,000 square-foot City Hall and 15,000 square feet of adult education space and a 30-acre green roof, supported by 13,880 parking spaces.

CITY'S COMMENTS

As stated in the City's letter dated March 12, 2018, at the NOP stage, we support infill development on an underutilized site in proximity to major employment centers, residential neighborhoods, retail and transit. This land use planning approach is similar to the Envision San José 2040 General Plan strategy for Urban Villages to accommodate future growth while preserving existing single-family neighborhoods and minimizing greenfield development.

The City is encouraged that the Housing Rich Alternative increases the number of dwelling units at the Vallco site. In addition to providing much needed housing options, balanced and diverse land uses are highly correlated with reductions in regional vehicle-miles traveled (VMT). This is due to an increase in opportunities for employees to live in Cupertino and walk or bike to their jobs, schools, and entertainment.

Housing-Rich Alternative

As explained in the City's letter to the NOP, we are encouraging the City of Cupertino to adopt the Housing-Rich Alternative, contributing to the much needed housing supply while redeveloping a site with civic, office and commercial uses. This is an opportunity to develop an important site in Cupertino with contemporary mixed uses supported with the proposed transit transfer center. Overall,

this Alternative provides more balance between land uses and could improve regional vehicle-miles traveled and traffic congestion on 1-280 and SR-85 as compared to the proposed project.

Traffic and Circulation

The City of San José Departments of Public Works and of Transportation will send comments on Traffic and Circulation in a separate letter. Please contact the City of San José's Traffic Manager, Karen Mack for project information. Ms. Mack can be reached at karen.mack@sanjoseca.gov.

CONCLUSION

Thank you for the opportunity to comment on the Vallco Special Area Specific Plan Amendment to the Draft EIR. The City of San José looks forward to continued collaboration, communication, and implementation of the project. If you have questions, please contact Meenaxi R. Panakkal, Supervising Environmental Planner at meenaxi.panakkal@sanjoséca.gov or (408) 535-7895.

Response G.1: The above comment expresses the opinion of the commenter. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

H. City of San José-Department of Transportation (dated August 20, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment H.1: Thank you for the opportunity to review and comment on the Amendment to the Vallco Special Area Specific Plan Draft Environmental Impact Report (DEIR). The Departments of Public Works and Transportation hereby submit the following comments.

PROJECT UNDERSTANDING

The City understands that the Vallco Specific Plan DEIR was circulated earlier from May 24, 2018 to July 9, 2018. The DEIR evaluated the proposed Vallco Special Area Specific Plan for future redevelopment of the Vallco site, which would facilitate the development of up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential units, all consistent with the City of Cupertino's adopted General Plan.
However, the Draft EIR was amended to evaluate the Housing-Rich Alternative under the California Environmental Quality Act (CEQA). The Housing-Rich Alternative proposes up to 3,250 residential units, 1.5 million square feet of office uses, and 600,000 square feet of commercial uses, 65,000 square feet of civic uses with a 50,000 square-foot City Hall and 15,000 square feet of adult education space and a 30-acre green roof, supported by 13,880 parking spaces.

CITY'S COMMENTS

In February 2013, Governor Brown signed Senate Bill (SB) 743 (Steinberg, 2013), which creates a process to change the way that transportation impacts are analyzed under CEQA. Specifically, SB 743 requires OPR to amend the CEQA Guidelines to provide an alternative to LOS for evaluating transportation impacts. Particularly within areas served by transit, those alternative criteria must "promote the reduction of greenhouse gas emissions, the development of multimodal transportation networks, and a diversity of land uses." (Public Resources Code Section 21099(b)(1).)
SB 743 requires the CEQA Guidelines to develop a metric that promotes the reduction of greenhouse gas emissions, the development of multimodal transportation networks, and a diversity of land uses. OPR selected vehicle miles traveled as a replacement measure not only because it satisfies the explicit goals of SB 743, but also because agencies are already familiar with this metric. Vehicle miles traveled is already used in CEQA to study other potential impacts such as greenhouse gas, air quality, and energy impacts and is used in planning for regional sustainable communities' strategies. Replacing LOS with VMT will streamline development of vibrant, walkable communities. Removing barriers to housing production in areas that have access to services and increasing transportation options will help to reduce both housing and transportation costs—the largest two components of Californians' cost of living. With VMT mitigation, new development will add less vehicle travel onto highways, leading to better outcomes for regional congestion.

Response H.1: As discussed on page 266 of the Draft EIR: in response to SB 743, the General Plan includes guidance to balance the needs of all transportation modes and allows the use of measures such as VMT and multi-modal analysis methods when

thresholds are adopted by the state or at a local level. VMT for the Housing Rich Alternative, therefore, is discussed for informational purposes only in the EIR Amendment (pages 192-194). The General Plan also states that until such impact thresholds are developed, the City will continue to optimize mobility for all modes of transportation while striving to meet the LOS standards applicable to transportation roadway operations at major intersections, as specified in General Plan Policy M-1.2. While the General Plan strives to maintain these LOS standards, it also includes several policies that support alternative modes of transportation, including policies that limit street widening, limit the number and width of driveway openings, and promote local/regional transit coordination.

Comment H.2: TRAFFIC AND CIRCULATION

As explained in the City's letter to the NOP, we are encouraging the City of Cupertino to adopt the Housing-Rich Alternative. Although the project did not explicitly measure VMT for CEQA purposes, many of the project and cumulative intersection LOS impacts would not be considered CEQA impacts requiring mitigations and considerations of override upon completion of the Natural Resources Agency's rulemaking process. Alternatively, the project, particularly the Housing-Rich Alternative, could invest in new transit opportunities, multimodal connections to transit, walking and biking, creating far more travel capacity than the focused LOS improvements. In addition, the Housing Rich Alternative proposes a balanced land use that encourages walking, biking and transit and would, in fact, reduce VMT.

Response H.2: Future development under the Specific Plan will be required to implement Mitigation Measure MM TRN-1.1 (EIR Amendment, page 178, as revised in Section 6.0 of the Final EIR), which requires implementation of a Transportation Demand Management (TDM) Program to promote alternatives to single-occupancy vehicle trips and reduce VMT. Also, as discussed in Section 5.2 Response I.A.2, applicants for development implementing the Specific Plan will be required to pay the City's Traffic Impact Fee (TIF). The City's TIF Program includes bicycle improvements throughout the City totaling about $87.2 million, including the I-280 Channel Trail (Junipero Serra Trail). The City has the discretion to prioritize implementation of TIF projects, including bicycle improvement projects, as funding become available.

Several measures including:

- Adding a second southbound left-turn lane on Wolfe Road and a third through lane on both the eastbound and westbound approaches on Stevens Creek Boulevard at Intersection 32, Wolfe Road-Miller Avenue/Stevens Creek Boulevard – Draft EIR page 331; and
- Widening the eastbound and westbound approaches on Stevens Creek Boulevard to provide for three through lanes at Intersection 11, De Anza Boulevard/Stevens Creek Boulevard – Draft EIR page 362

were identified to improve the project's level of service impacts at intersections but were determined to be infeasible by the City because the measures would conflict

with General Plan Policy M-3.4 (which strives to preserve and enhance citywide pedestrian and bicycle connectivity by limiting street widening purely for automobiles to improve traffic flow) and negatively affect bike lanes and/or pedestrian travel.

Comment H.3: The Transportation Analysis identified multiple LOS impacts at 18 intersections in Cupertino, Santa Clara, Sunnyvale, San Jose, and County Expressways and Caltrans's facilities. Various mitigation measures were identified including Signal Coordination and ITS upgrades, intersection improvements such as addition of left-turn pockets and roadway widenings. VMT impacts, conversely, would require the project to reduce Vehicle Miles Traveled through better land uses, complete communities, along transit corridors, with good multimodal facilities. The proposed Housing-Rich Alternative has the potential to meet all those objectives.

With a strong commitment to both Transportation Demand Management (TDM) and careful parking policy, the Housing Rich Alternative has the potential to be an exemplary model for future smart development and Transit Oriented Development (TOD). We recommend that the Housing Rich Alternative shifts the focus of mitigation measures from roadway capacity increasing improvements to its strong TDM program as well as transit, bicycle, and pedestrian improvements that further reduce automobile trip generation beyond the levels projected in the transportation study. Potential avenues of investment would be the outcome of the on-going VTA's High-Capacity Transit Study and the Stevens Creek High Capacity Transit Line that is cunently in discussions.

In addition, 38 regional freeway segments were impacts by various project scenarios. As with most freeway impacts, mitigation for the freeway impacts is payment towards VTA's Voluntary Contributions Program. The improvements in the VTP 2040 include installation of express lanes and existing freeway ramps improvements designed to improve traffic operations of the impacted freeway segments. Alternatively, reducing freeway traffic and greenhouse gases through VMT reductions would be environmentally superior to the proposed roadway expansions.

The VMT analysis included in the report does indicate the VMT per service population to be below the General Plan Buildout with Residential Allocation. If the project analysis was focused on VMT as the CEQA metric, the transportation improvements would be integrated into the land use plan rather than along affected roadway corridors and freeway segments and would result in a more complete, environmentally forward project.

Response H.3: Refer to Section 5.2 Responses I.H.1 and I.H.2 above.

Comment H.4: As the City of Cupertino implements this plan, reducing VMT is still possible. As the plan is implemented over the next 10 years, it is important that development projects in our region take every opportunity to reduce VMT.

CONCLUSION

Thank you for the opportunity to comment on the Vallco Special Area Specific Plan Amendment to the Draft EIR. We are anxious to see the outcome of this exciting land use plan. The City of San Jose looks forward to continued collaboration, communication, and implementation of the project. If you have questions, please contact Karen Mack at karen.mack@sanioseca.gov or (408) 535-6816, or Ramses Madou at ramses.madou@san joseca.gov or (408) 975-3283.

Response H.4: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

II. ORGANIZATIONS, BUSINESSES, AND INDIVIDUALS

A. Randy Shingai (dated June 5, 2018, 12:03PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment A.1: The adequacy of the noticing for the Vallco Specific Plan EIR was brought up multiple times during last night's meeting. Since a majority of Council Members expressed concern about this issue, I thought I would address that concern.

Here's a link to the Vallco Specific Plan NOP.

http://www.cupertino.org/home/showdocument?id=20866

I went through the responses and picked out the first pages of several comments. These were mostly responses from governmental agencies. All these letters reiterate their understanding of the project. You will see that all these agencies had the same understanding of the project too. It must be standard practice to include a project understanding in responses so that it's clear and provable what the responding agency's understanding of the project was.

Now, here is a link to the Draft EIR prepared for that NOP.

http://www.cupertino.org/home/showdocument?id=20887

If you go to page xiii of the document you will see a table. The first row has a project description that is mostly the same as the description in the NOP, except that "Civic Spaces" or "Green Roof" were never mentioned in the NOP. The really troubling thing is that there were also 3 "Project Alternatives" in the Draft EIR that have dwelling unit counts that are not described in the NOP.

When the City puts out a NOP that says 800 dwelling units and the draft EIR covers 2,640 and 4,000 dwelling units, I think it's fair to say that the Vallco Notice of Preparation is for all intents and purposes what computer programmers refer to as a "nop" (https://en.wikipedia.org/wiki/NOP). A "nop" is a null operation. Agencies and individuals responding to the NOP were not allowed an opportunity to respond to the real project covered by the draft EIR.

Response A.1: Refer to Master Response 3.

Comment A.2: The City has not followed the law. Here is that law.

Government Code 15082. Notice of Preparation and Determination of Scope of EIR

(a) Notice of Preparation. Immediately after deciding that an environmental impact report is required for a project, the lead agency shall send to the Office of Planning and Research and each responsible and trustee agency a notice of preparation stating that an environmental impact report

will be prepared. This notice shall also be sent to every federal agency involved in approving or funding the project.

(1) The notice of preparation shall provide the responsible and trustee agencies and the Office of Planning and Research with sufficient information describing the project and the potential environmental effects to enable the responsible agencies to make a meaningful response. At a minimum, the information shall include:

(A) Description of the project,

(B) Location of the project (either by street address and cross street, for a project in an urbanized area, or by attaching a specific map, preferably a copy of a U.S.G.S. 15' or 7-1/2' topographical map identified by quadrangle name), and

(C) Probable environmental effects of the project.

Just for reference the City of San Jose felt it necessary to issue a revised NOP for its "Fortbay Project" at 3400 Stevens Creek Blvd. The differences were relatively modest. Do they know something that Cupertino doesn't?

San Jose Fortbay	**original**	**revised NOP**
residential units	500	582
retail sq. ft.	11,500	22,000
office sq. ft.	233,000	300,000

Fortbay Feb. 16, 2017 NOP http://www.sanjoseca.gov/DocumentCenter/View/66230
Fortbay January 11, 2017 revised NOP. http://www.sanjoseca.gov/DocumentCenter/View/74426

Response A.2: Refer to Master Response 3.

ATTACHMENTS TO COMMENT LETTER

Comment A.3:

DEPARTMENT OF TRANSPORTATION
DISTRICT 4
OFFICE OF TRANSIT AND COMMUNITY PLANNING
P.O. BOX 23660, MS-10D
OAKLAND, CA 94623-0660
PHONE (510) 286-5528
FAX (510) 286-5559
TTY 711
www.dot.ca.gov

Making Conservation a California Way of Life

February 28, 2018

SCH # 2018022021
GTS # 04-SCL-2016-00350
GTS I.D. 1174
SCL-280- 8.35

Piu Ghosh
Community Development Department
City of Cupertino
10300 Torre Avenue
Cupertino, CA 95014

Vallco Special Area Specific Plan – Notice of Preparation

Dear Piu Ghosh:

Thank you for including the California Department of Transportation (Caltrans) in the environmental review process for the above referenced project. In tandem with the Metropolitan Transportation Commission's (MTC) Sustainable Communities Strategy (SCS), the Caltrans *Strategic Management Plan 2015-2020* includes targets to reduce Vehicle Miles Travelled (VMT), in part, by tripling bicycle and doubling both pedestrian and transit travel by 2020. Our comments are based on the Notice of Preparation (NOP). Additional comments may be forthcoming pending final review.

Project Understanding

The proposed project is located immediately south of Interstate (I-) 280 in the southwest and southeast quadrants of the I-280/S. Wolfe Road interchange. It would demolish an approximately 1.2 million square feet (sq. ft.) regional shopping mall and associated parking and construct a mixed-use commercial, residential, and office development with the following uses:

- 625,000 sq. ft. of commercial and civic areas, including retail and entertainment uses, such as restaurants, a movie theater, an ice skating rink, bowling alley, health club and civic uses including a 10,000-sq. ft. High School Innovation Center and a 5,000-sq. ft. community center;
- 800 residential units, including 680 market rate units, 80 below market rate units and 40 senior age-restricted units;
- 2,000,000 sq. ft. of office uses;
- A 30-acre integrated green roof with public and private open space and recreational uses;
- Two town squares, approximately 2.98 acres total;
- Amenity space for residential and office uses;
- Loading, facility and security management areas;

CITY OF SAN JOSE
CAPITAL OF SILICON VALLEY

Planning, Building and Code Enforcement
ROSALYNN HUGHEY, ACTING DIRECTOR

March 12, 2018

VIA MAIL AND E-MAIL

City of Cupertino, Community Development Department
Attention: Piu Ghosh, Principal Planner
10300 Torre Avenue
Cupertino, CA 95014
piug@cupertino.org

RE: City of San José's Comment Letter relating to the Notice of Preparation for the Vallco Special Area Specific Plan (File EA-2017-05).

Dear Piu Ghosh,

On behalf of the City of San José (City), we would like to express our appreciation for the opportunity to review and comment on the Notice of Preparation (NOP) for the Vallco Special Area Specific Plan. The City's comments are outlined below.

PROJECT UNDERSTANDING

The City understands the project to be a Specific Plan for future redevelopment of the Vallco site, which would facilitate the development of up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential units, all consistent with the City of Cupertino's adopted General Plan. The proposed project includes the transfer of residential allocation from other Planning Areas in Cupertino to accommodate the increase in residential allocation for the Vallco Shopping District from 389 to 800 residential units.

CITY NOTICE OF PREPARATION COMMENTS

The City supports infill development on an underused site in close proximity to major employment centers, residential neighborhoods, and retail. The concept is similar to the Envision San José 2040 General Plan strategy for Urban Villages to accommodate future growth while preserving existing single-family neighborhoods and minimizing greenfield development. The City is encouraged that the proposal could add housing at the Vallco site, which will help reduce regional vehicle-miles traveled (VMT) by increasing opportunities for area employees to live in Cupertino and walk or bike to their jobs, schools, and entertainment.

However, the City of San José is concerned that the proposed increase in residential dwelling units is not sufficient to offset the environmental effects of 2.0 million square feet of office uses. If completed, this amount of office space will amplify market pressure for more housing in the

200 E. Santa Clara Street, San José, CA 95113 *tel* (408) 535-3500 www.sanjoseca.gov

Holder Law Group

holderecolaw.com

339 15th Street, Suite 202
Oakland, CA 94612

(510) 338-3759
jason@holderecolaw.com

November 12, 2015

Via U.S. Mail and Email

City of Cupertino, Community Development Department
Attention: Piu Ghosh, Senior Planner
10300 Torre Avenue
Cupertino, CA 95014
Email: planning@cupertino.org

Subject: Notice of Preparation – DEIR for Vallco Shopping District Specific Plan and The Hills at Vallco Project

Dear Ms. Ghosh:

On behalf of Better Cupertino, an unincorporated association of concerned residents of the City of Cupertino ("City"), this letter provides preliminary comments on the City's Notice of Preparation ("NOP") of a draft program environmental impact report ("DEIR") for the Vallco Shopping District Specific Plan and The Hills at Vallco (collectively, the "Project").[1]

The proposed Project is located the intersections of N. Wolfe Road and Stevens Creek Boulevard and North Wolfe Road and Vallco Parkway. The Project would encompass approximately 58-acres. The Vallco Shopping Mall currently occupies the Project site.

The Project includes two components: the proposed Vallco Shopping District Specific Plan and The Hills at Vallco project. The NOP indicates that the Specific Plan may include the maximum amount of development authorized in the current General Plan. This level of development includes "a maximum of 1.2 million square feet of commercial uses (minimum 600,000 square feet of retail uses with a maximum of 30% of entertainment uses), 2.0 million square feet of office uses, 339 hotel rooms, and 389 residential dwelling units." While the NOP states that The Hills at Vallco project would implement the Specific Plan, it proposes 800 residential units (i.e., 411 more units than currently allowed under the General Plan). The Hills at Vallco project, as proposed, also includes "a 30-acre green roof with public and private open space and recreational areas, two town squares, ancillary uses/amenities for the proposed residential and office uses, a transit center, a central plant, and parking facilities (including underground,

[1] These comments are based upon the limited information concerning the proposed Project provided in the NOP. Better Cupertino representatives may supplement these comments orally at scoping meetings and in follow-up written comments when additional information concerning the proposed Project becomes available.

County of Santa Clara
Parks and Recreation Department

298 Garden Hill Drive
Los Gatos, California 95032-7669
(408) 355-2200 FAX 355-2290
Reservations (408) 355-2201
www.parkhere.org

March 12, 2018

Piu Ghosh
Principal Planner
City of Cupertino, Community Development Department
10300 Torre Avenue
Cupertino, CA 95014

SUBJECT: City of Cupertino Notice of Preparation (NOP) of a Draft Environmental Impact Report (DEIR) of the Vallco Special Area Specific Plan (EA-2017-05)

The County of Santa Clara Parks and Recreation Department (County Parks Department) submits the following comments in response to the NOP of a DEIR for the Vallco Special Area Specific Plan to redevelop 58 acres out of the 70 total acres into approximately 1.2 million square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 389 residential dwelling units as designated in the City of Cupertino General Plan 2040. The Vallco Special Area is zoned commercial, office, and residential and spans multiple Assessor Parcel Numbers (APNs) 316-20-080, -081, -082, -088, -092, -094, -095, -099, -100, -101, and 103-107.

The County Parks Department is charged with providing, protecting, and preserving regional parklands for the enjoyment, education and inspiration of this and future generations. Our vision is to provide a sustainable system of diverse regional parks, trails, and natural areas. The Department is also charged with the planning and implementation of *The Santa Clara County Countywide Trails Master Plan Update (Countywide Trails Plan/CWTMP)*, an element of the Parks and Recreation Section of the County General Plan adopted by the County of Santa Clara Board of Supervisors on November 14, 1995.

While no *CWTMP* Trails are located within the Vallco Special Area, City planned Interstate (I) 280 Canal Trail (Junipero Serra Trail) runs through the project site, connecting to Calabazas Creek Trail in Cupertino and ultimately connecting to the San Tomas Aquino/ Saratoga Creek Trail, a *CWTMP* trail. The San Tomas Aquino/ Saratoga Creek Trail encompasses off-street trails that provide a combination of hiking, equestrian, or bicycle use depending on the segment. The trail traverses North from its connection in Cupertino through the Cities of Santa Clara and San Jose, connecting to the San Francisco Bay Trail.

I-280 Canal Trail (Junipero Serra Trail)
As a planned Class I trail, the construction and opening of the Junipero Serra Trail provides more than just a "loop" connection for the City of Cupertino. Once complete along with planned segments of the Calabazas Creek Trail in Cupertino and the San Tomas Aquino/ Saratoga Creek Trail, this trail will

Sunnyvale

456 West Olive Avenue
Sunnyvale, CA 94088-3707
TDD/TYY 408-730-7501
sunnyvale.ca.gov

March 12, 2018

Piu Ghosh, Principal Planner
City of Cupertino
10300 Torre Avenue
Cupertino, CA 95014
piug@cupertino.org

Re: Comments on the Notice of Preparation for the Vallco Area Specific Plan

Dear Ms. Ghosh,

Thank you for the opportunity to comment on the Notice of Preparation (NOP) for the proposed Vallco Area Specific Plan (Plan) in Cupertino. This letter includes all City of Sunnyvale comments.

General Comments

1. The Plan proposes a development capacity of 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential dwelling units for the Vallco Special Area.

   The City of Sunnyvale is concerned with the Plan's imbalance in non-residential uses (commercial, office, and hotel) vs. proposed residential units, especially in regards to recent substantial office development in the immediate area. Although density may be regulated by the existing General Plan, the housing demand with the proposed non-residential development and recent office development is significant in size and may warrant additional housing units to be considered on the site. Please consider an alternative in the Plan's Environmental Impact Report (EIR) that includes additional residential units in an attempt to mitigate burden on the housing market, and other environmental impacts, such as traffic and transportation and greenhouse gas emissions.

Traffic and Transportation Comments

If you have questions on the following traffic related items, please contact Lillian Tsang, Principal Transportation Engineer, Department of Public Works at ltsang@sunnyvale.ca.gov or (408) 730-7556.

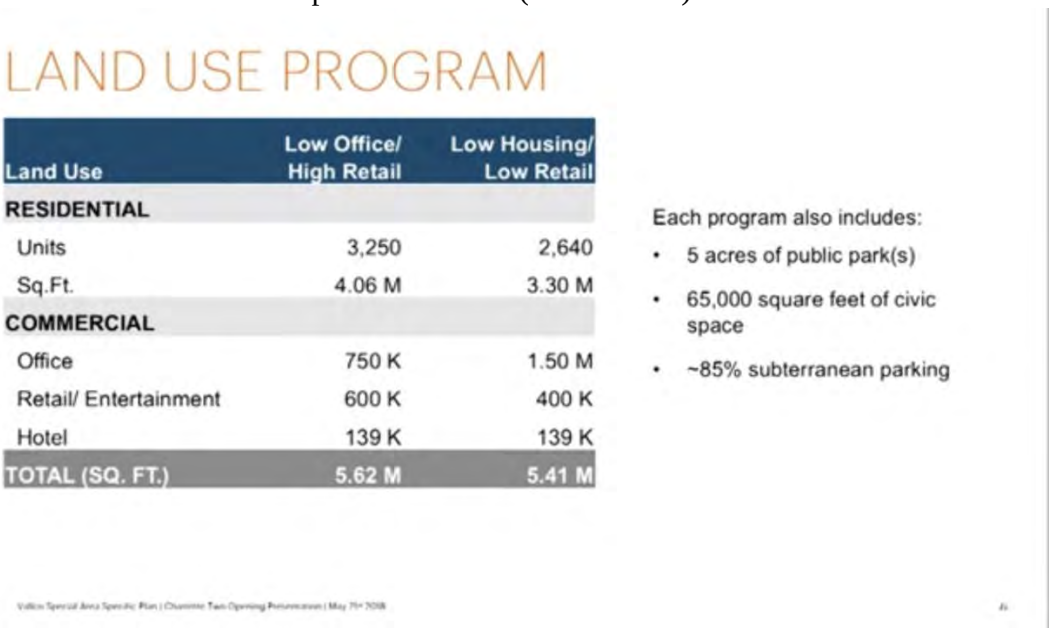
1. The City of Sunnyvale uses criteria of the Valley Transportation Authority (VTA) Transportation Impact Analysis (TIA) Guidelines as a basis for determining study

Response A.3: The above excerpts from other comment letters were attached to this comment as reference to Comment II.A.1 above. Refer to Section 5.2 Response II.A.1.

B. Kitty Moore (dated May 25, 2018, 2:50PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment B.1: The Vallco DEIR came out today.
The economist shared these options this week (Charrette #2)



LAND USE PROGRAM

Land Use	Low Office/ High Retail	Low Housing/ Low Retail
RESIDENTIAL		
Units	3,250	2,640
Sq.Ft.	4.06 M	3.30 M
COMMERCIAL		
Office	750 K	1.50 M
Retail/ Entertainment	600 K	400 K
Hotel	139 K	139 K
TOTAL (SQ. FT.)	**5.62 M**	**5.41 M**

Each program also includes:

- 5 acres of public park(s)
- 65,000 square feet of civic space
- ~85% subterranean parking

However, the DEIR studied:

Project Description

The Specific Plan would redevelop the existing shopping mall with a mix of uses including commercial office, hotel, residential, open space, a transit hub, rooftop garden, civic uses, a Science, Technolog Engineering, and Math (STEM) lab, and associated parking. **Table ES-1** summarizes the land us components for the Proposed Project, Project alternative, and existing uses analyzed in the TIA.

Table ES-1: Project Description, Project Alternatives, and Existing Uses

Project Alternative	Land Uses							
	Commercial (sf)	Office (sf)	Hotel (rooms)	Residential (units)	Transit Hub	Rooftop Garden (acres)	Civic Uses (sf)	STEM La (sf)
General Plan Buildout with Residential Allocation (Proposed Project)	600,000	2,000,000	339	800	Yes	30	55,000	10,000
General Plan Buildout with Maximum Residential	600,000	1,000,000	339	2,640	Yes	30	55,000	10,000
Retail and Residential	600,000	--	339	4,000	Yes	--	--	--
Occupied/Re-tenanted Mall	1,207,774	--	148	--	No	--	--	--
No Project	1,207,774[1] (partially occupied)	--	148	--	No	--	--	--

Notes:
1. The current mall is only partially occupied and this analysis accounts for the amount of traffic generated by the current occupancy level, which is based on driveway counts taken the week of January 15, 2018.

Why are alternatives not studied being tossed around? When the residential units went over 2,640 they studied no office.

Please have the DEIR amended? I don't know how this gets resolved. How can we look at the DEIR and still be fiddling around with the project parameters still, outside of what has been studied?

Response B.1: The Draft EIR provides environmental review for a previous Specific Plan that is consistent with the development assumptions listed in Section 2.0 of the Draft EIR. Refer to Master Response 2. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment.

C. Kitty Moore (dated May 25, 2018, 5:32PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment C.1: I do not believe we have a stable Vallco plan to comment on and possibly alternatives to project are infeasible.

> **Response C.1:** Section 2.4 of the Draft EIR provides an accurate, stable, and finite description of the project analyzed in the Draft EIR. Also refer to Section 5.2 Response II.E.11.
>
> The feasibility of alternatives, including alternatives considered but rejected for further analysis, is discussed on pages 409-411 in Sections 7.1.3 and 7.2.1 of the Draft EIR. The EIR Amendment evaluates another project alternative, the Housing Rich Alternative. The City Council will ultimately decide the feasibility of project alternatives based on substantial evidence in the record including the analysis in the EIR and economic studies.

Comment C.2: There are some inconsistencies showing up in the water study DEIR regarding what the amount of park land is, which effects irrigation needed.

> **Response C.2:** The project is described in Section 2.4 of the Draft EIR and includes the development of 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, 800 residential units, 65,000 square feet of civic uses, and a 30-acre green roof. As stated on page 29 of the Draft EIR, "the 30-acre green roof…and between 2.8 acres and 5.6 acres of the open space and landscaped areas would be irrigated." A total of 32.8-35.6 acres of the project site, therefore, are anticipated to be irrigated.
>
> The Water Supply Assessment (WSA) for the project included in Appendix I of the Draft EIR assumed the same land uses and amount of development as the project and 36.06 acres of irrigated landscaping (0.46 acres more than the previous project's 35.6 acres). The amount of irrigated landscaping assumed in the WSA is, therefore, conservative. The results of the WSA show that there would be sufficient water supply to serve the project and an additional 0.46 acres of landscaping.

Comment C.3: https://www.thomaslaw.com/blog/category/alternatives/

/ Excepts:

"Washoe Meadows Community v. Department of Parks and Recreation (2017) 17 Cal.App.5th 277

The First District Court of Appeal reversed the California Department of Parks and Recreation's ("Department") approval of the Upper Trnckee River Restoration and Golf Comse Reconfiguration Project ("Project"), finding that the failure to identify a prefell'ed alternative in the Draft EIR compromised the integrity of the EIR process.

In 1984, the State of California acquired a 777-acre parcel encompassing a 2.2-mile stretch of the Upper Truckee River. The parcel was later divided into two units: the Washoe Meadows State Park ("State Park") created to protect a wetland meadow and the Lake Valley State Recreation Area ("Recreation Area") created to allow the continuing operation of an existing golf course.

Since the 1990s, erosion of the river bed of the Upper Truckee River has raised environmental concerns. The layout of the golf course, which altered the course of the river, apparently contributed to a deterioration of the habitat and water quality. The Project was proposed to reduce the discharge of sediment that diminishes Lake Tahoe's clarity and at the same time to provide public recreation opportunities in the State Park and Recreation Area.

The Department issued a scoping notice including four alternative projects and identified one of the alternatives – river restoration with reconfiguration of the golf course – as the preferred alternative.

In August 2010, the Department circulated a draft EIR ("DEIR") for the project.
Although the DEIR analyzed five very different alternative projects, including the four alternative projects identified in the scoping notice, it did not identify a preferred alternative. The DEIR stated that the lead agency would determine which alternative or combinations of features from multiple alternatives was the preferred alternative in the final EIR ("FEIR").

In September 2011, the Department issued the FEIR, identifying a version of the project as the preferred alternative. After the Department approved the preferred alternative project in January 2012, the plaintiff sued. The trial court held in favor of the plaintiff.

On appeal, the court held that the DETR's failure to provide the public with an "accurate, stable and finite" project description prejudicially impaired the public's right to participate in the CEQA process, citing County of Inyo v. City of Los Angeles (1977) 71 Cal.App.3d 185. Noting that a broad range of possible projects presents the public with a moving target and requires a commenter to offer input on a wide range of alternatives, the court found that the presentation of five very different alternative projects in the DEIR without a stable project was an obstacle to informed public participation.

L.A. Conservancy v. City of W. Hollywood, 2017 Cal.App.LEXIS
1151

The Second District Court of Appeal affirmed the trail court's decision upholding the adequacy of the environmental impact repo1t (EIR) and suppo1ting CEQA findings made by the City of West Hollywood (City) concerning approval of a mixed-use project on a three-acre "gateway" site in the City.

The Project, as proposed, required demolition of a building built in 1928 and remodeled in 1938, which was considered eligible for listing on the California Register of Historical Resources. The EIR acknowledged that demolition of the building constituted a significant and unavoidable impact. As a

result, the EIR included a project alternative that proposed redesigning the Project in order to preserve the historic building. In approving the Project, the City rejected the preservation alternative, but required that portions of the historic building facade be incorporated into the Project design.

Plaintiff Los Angeles Conservancy (plaintiff) alleged that the City violated CEQA because the analysis of the preservation alternative was inadequate, the Final EIR failed to sufficiently respond to comments concerning preservation of the historic building, and evidence did not suppo1t the City's findings that the prese1vation alternative was infeasible. The trial court denied the plaintiff s petition. On appeal, the court affirmed.

First, the court held that the EIR's analysis of the conse1vation alternative was detailed enough to permit informed decision making and public participation. The court rejected plaintiff's argument that the City was required to prepare a "conceptual design for the alternative. The court noted that no legal authority required a conceptual design to be prepared for an alternative included in an EIR.

Second, the court found that comments on the draft EIR cited by the plaintiff did not raise new issues or disclose any analytical gap in the EIR's analysis. The court noted that to respond to comments that merely expressed general Project objections and support for the preservation alternative, the City could properly refer the commenters back to discussion included in the draft EIR concerning the historic building on the project site.

Finally, the court stated that a court must uphold the lead agency's findings concluding an alternative is infeasible if supported by substantial evidence. In undertaking this inquiry, "[a]n agency's finding of infeasibility . .. is 'entitled to great deference' and 'presumed correct."' While the court noted that the plaintiff may have demonstrated that the City could have concluded the preservation alternative was not infeasible, other evidence in the record supported the City's determination that the alternative was impractical or undesirable from a policy standpoint. Thus, substantial evidence supported the City's infeasibility findings."

Response C.3: Refer to Section 5.2 Response II.C.1.

D. Audubon Society (dated June 1, 2018)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment D.1: Please find the attached letter from the Santa Clara Valley Audubon Society regarding the Vallco Specific Plan. We hope you will include bird-safe design in the discussion during Monday's City Council study session for the plan.

> **Response D.1:** Responses to the specific comments in the letter attachment are provided below.

ATTACHMENT TO COMMENT LETTER

Comment D.2: The Santa Clara Valley Audubon Society engaged in the Vallco Specific Plan charettes in April and May of this year, where we provided City staff and the design team with example policies and guidelines for bird-safe design that have been implemented successfully in nearby cities. We appreciate that the Vallco team has expressed that bird-safe design will be included in the plan, and we hope you will support this decision.

Birds collide with glass buildings and structures during the day as they attempt to access resources reflected by or seen through the glass. At night, brightly lit glass buildings lure migrating birds to their death.

Many neighboring cities recognize bird-collision with glass as an important issue and make an effort to minimize hazardous construction. The issue is addressed in General and Specific Plans (San Jose, Palo Alto, Mountain View), in Ordinances and mandatory Guidelines (San Francisco, Oakland, San Jose, Sunnyvale, Richmond) and in Mitigation Measures for areas near the Bay (Menlo Park). In our experience, when bird-safe design is adopted as a guiding principal, bird collision hazards can be greatly reduced.

Please support the integration of bird-safe design policies and guidelines for the Vallco Specific Plan. We represent many members in Cupertino who care to see that the Vallco Project is sensitive to nature and wildlife and does not pose as a hazard for migrating birds.

> **Response D.2:** As described in the Draft EIR (pages 32 and 90) the Specific Plan includes design policies that require incorporation of bird safe building design measures such as the following:
> - Avoiding large, uninterrupted expanses of glass near open areas,
> - Prohibiting glass skyways and freestanding glass walls,
> - Avoiding transparent glass walls coming together at building corners,
> - Prohibiting up-lighting or spotlights,
> - Shielding outdoor lights,
> - Utilizing fritted, glazed, and/or low reflective glass.

Through incorporation of these measures, development under the Specific Plan would not pose a hazard for migrating birds.

E. Kitty Moore (dated June 6, 2018, 9:35AM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment E.1: The link provided here contains my comments to the DEIR for the Vallco Specific Plan: https://files.acrobat.com/a/preview/d284ea28-1dee-451b-bd04-8ccf813a75e9
Please provide written receipt of the document and that it has been downloaded and submitted for the record. Thanks!

I am including the cover page here:

COMMENTS FOR VALLCO SHOPPING DISTRICT SPECIFIC PLAN DEIR
Draft Environmental Impact Report
SCH# 2018022021

Complaints against the City of Cupertino planning process and Draft Environmental Impact Reports for Vallco Special Area Specific Plan:

1. Studying EIR Alternatives which are Inconsistent with the General Plan and do not lessen the impacts of Proposed Project

Response E.1: Refer to Master Response 4.

Comment E.2: 2. Moving Target Project: Project Not adequately described in NOP period

3. **Insufficient and Conflicting Information presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results.**

4. Announcing in a Study Session 6/4/2018 for the Vallco Specific Plan that the project alternatives would require a General Plan Amendment, months after the EIR NOP.

Response E.2: Refer to Master Response 3.

Comment E.3: 5. Studying further inconsistent alternatives in the ongoing Specific Plan Process which are not in the DEIR requires the recirculation of the DEIR.

6. Ignoring the Consistency Requirement with the General Plan:

The Specific Plan must be consistent with the General Plan by law.

Response E.3: Refer to Master Response 2. The Draft EIR and EIR Amendment describe the need for General Plan amendments for the previous project and project alternatives (i.e., the General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative) (Draft EIR page 16 and EIR Amendment page 14) at the time of adoption of the Specific Plan so that both documents are consistent as of the date of adoption. A discussion of the project's consistency with applicable General Plan policies is provided in Table 3.11-1 in the Draft EIR. As shown in Table 3.11-1, the project is consistent with General Plan policies.

ATTACHMENT TO COMMENT LETTER

Comment E.4: Complaints against the City of Cupertino planning process and Draft Environmental Impact Reports for Vallco Special Area Specific Plan:

1. Studying EIR Alternatives which are Inconsistent with the General Plan and do not lessen the impacts of Proposed Project

Response E.4: Refer to Master Response 4.

Comment E.5:

2. Moving Target Project: Project Not adequately described in NOP period.
3. Insufficient and Conflicting Information presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results.
4. **Announcing in a Study Session 6/4/2018 for the Vallco Specific Plan that the project alternatives would require a General Plan Amendment, months after the EIR NOP.**

Response E.5: Refer to Master Responses 2 and 3.

Comment E.6:

5. Studying further inconsistent alternatives in the ongoing Specific Plan Process which are not in the DEIR requires the recirculation of the DEIR.
6. Ignoring the Consistency Requirement with the General Plan:

The Specific Plan must be consistent with the General Plan by law.

Ca GC 65450-64557:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf
https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County

(1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatib]e with and will not frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects."" Id.

Response E.6: Refer to Master Response 2 and Section 5.2 Response II.E.3.

Comment E.7: Potential to Cease EIR Mid-Stream:
The EIR scoping meeting provided inadequate and conflicting information with an infeasible "Proposed Project" and infeasible alternatives.

According to "CEQA Does Not Apply to Project Disapproval, Even if the EIR is Underway," by Abbott & Kindermann Leslie Z. Walker, on September 22, 2009, the EIR process may be stopped mid-stream:

> *According to Las Lomas Land Co., LLC v. City of Los Angeles (Sept. 17, 2009, B213637) Cal.App.4th_____, the long standing rule that CEQA does not apply to projects rejected or disapproved by a public agency, allows a public agency to reject a project before completing or considering the EIR. In Las Lomas, the Court of Appeals for the Second Appellate District made clear that a city may stop environmental review mid-stream and reject a project without awaiting the completion of a final EIR. While this holding may avoid wasting time and money on an EIR for a dead-on-arrival project, it will also make it harder for projects to stay in play until the entire environmental document is complete.*

The article continues:

> *One of the City's council members opposed the project and asked the City to cease its work on it. The City attorney advised the council members that the City was required to continue processing and completing the EIR. Nonetheless, the objecting council member introduced a motion to suspend the environmental review process until the city council made "a policy decision" to resume the process. The city council ultimately approved a modified motion which also called for the City to cease work on the proposed project.*

Should the City Council find reason to cease the EIR, such as the "Proposed Project" being inconsistent with the General Plan (explained on the following pages), or that in light of its' similarity to failed Cupertino ballot Measure D: The Vallco Initiative November 8, 2016, there is precedent as demonstrated above, to do so.

Response E.7: Refer to Master Responses 2, 3, and 4. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.8: Similarity of "Proposed Project" to Failed Ballot Initiative Measure D, Nov. 8, 2016 Should Disqualify It:

The Vallco Measure D Initiative is described in the following: CITY ATTORNEY'S BALLOT TITLE AND SUMMARY FOR PROPOSED INITIATIVE SUBMITTED ON MARCH 3, 2016 and would consist of:

- 2,000,000 SF office
- 640,000 SF retail
- 191 additional hotel rooms, bringing the site total to 339 hotel rooms
- 389 residential units with a Conditional Use Permit bringing the total to 800 residential units

The November 8, 2016 Election results for Measure D were 55% No. Advertising for the initiative obscured the office and focused on the retail portions. The actual square footage percentages for the Measure D Initiative were:

- 56% office
- 22% residential
- 16% retail
- 6% hotel

Notice these above percentages result in 84% non-retail uses and would be a majority office park. The "Proposed Project" for the EIR has less retail (600,000 SF) and other uses the same as Measure D.

The EIR process is not intended to be a disregard of the city's General Plan to "try out" alternative concepts which have no consistency with the General Plan. This creates a great deal of confusion and distrust.

Response E.8: Refer to Master Responses 4 and 5.

Comment E.9: General Plan Directive to Create a Vallco Shopping District Specific Plan:

This section amasses the multiple sections of the General Plan which reference the Vallco Shopping District and describe what it is planned to become.

Refer to: Cupertino General Plan Vision 2040:

In Chapter 2 of the Cupertino General Plan Vision 2040: Planning Areas: Vallco Shopping District is described as: "…Cupertino's most significant commercial center…" and that "…Reinvestment is needed…so that this **commercial center** is more competitive and better serves the community." It is referred to as a "shopping district", not an office park, or a residential community. Following is the actual page from the General Plan describing Vallco Shopping District:

"This new Vallco Shopping District will become a destination for shopping, dining and entertainment in the Santa Clara Valley."

- Cupertino General Plan Community Vision 2015-2040

Response E.9: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.10: COMMENTS ON DEIR SUMMARY P XII: PROPOSED PROJECT IS A MOVING TARGET

The DEIR Summary, p xii, states: *"The proposed project is the adoption of the community-developed Vallco Special Area Specific Plan and associated General Plan and Zoning Code amendments."* and continues:

> *"Consistent with the adopted General Plan, the proposed Specific Plan would facilitate development of a minimum of 600,000 square feet of commercial uses, up to 2.0 million square feet of office uses, up to 339 hotel rooms, and up to 800 residential dwelling units on-site. The proposed Specific Plan development reflects the buildout assumptions (including the adopted residential allocation available) for the site in the City's adopted General Plan. In addition, the project includes up to 65,000 square feet of civic spaces in the form of governmental office space, meeting rooms and community rooms and a Science Technology Engineering and Mathematics (STEM) lab, as well as a 30-acre green roof."*

Source: Vallco Specific Plan DEIR, p. xii, http://www.cupertino.org/home/showdocument?id=20887

The DEIR studied the following projects and alternatives:

Figure 1: DEIR Proposed Project and Alternatives Summary

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

1. Proposed Project has incorrect number of residential units. Residential units would be 389. Referring to the General Plan, Vallco "…specific plan would permit 389 units…" not 800 residential units. The Specific Plan process to date shows a 3,200, 2,640 and 3,250 residential unit options. While the housing units may be moved between housing element sites, the General Plan Technical Report for Scenarios A and B do not come close to having this many housing units. None of the options are consistent with the General Plan. When the number of units is

over 2,640 in the DEIR, there is no office shown. The Charrette 2 housing units are shown to be 3,200 at the Charrette #2 closing presentation for any options. This was not studied in the DEIR. Low Housing/Low Retail option shared is inconsistent with the General Plan minimum retail of 600,000 SF.

DEIR, p. 15 PDF p 51, states in 2.4.2:

"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".

Source: Vallco Specific Plan DEIR, p 51, http://www.cupertino.org/home/showdocument?id=20887

General Plan Housing Element p H-21:

"Priority Housing Sites: As part of the Housing Element update, the City has identified five priority sites under Scenario A (see Table HE-5) for residential development over the next eight years. The General Plan and zoning designations allow the densities shown in Table HE-5 for all sites except the Vallco Shopping District site (Site A2). The redevelopment of Vallco Shopping District will involve significant planning and community input. A specific plan will be required to implement a comprehensive strategy for a retail/office/residential mixed use development. The project applicant would be required to work closely with the community and the City to bring forth a specific plan that meets the community's needs, with the anticipated adoption and rezoning to occur within three years of the adoption of the 2014-2022 Housing Element (by May 31, 2018). The specific plan would permit 389 units by right at a minimum density of 20 units per acre. If the specific plan and rezoning are not adopted within three years of Housing Element adoption (by May 31, 2018), the City will schedule hearings consistent with Government Code Section 65863 to consider removing Vallco as a priority housing site under Scenario A, to be replaced by sites identified in Scenario B (see detailed discussion and sites listing of "Scenario B" in Appendix B - Housing Element Technical Appendix). As part of the adoption of Scenario B, the City intends to add two additional sites to the inventory: Glenbrook Apartments and Homestead Lanes, along with increased number of permitted units on The Hamptons and The Oaks sites. Applicable zoning is in place for Glenbrook Apartments; however the Homestead Lanes site would need to be rezoned at that time to permit residential uses. Any rezoning required will allow residential uses by right at a minimum density of 20 units per acre."

Response E.10: As described on page 10 and throughout the Draft EIR, the previous project includes up to 800 residential units. As discussed in Section 4.0 of the Draft EIR (and as revised by the text amendments in Section 2.0 of the EIR Amendment), there are sufficient residential units from the citywide allocation available for the development of the previous project. The General Plan Buildout with Maximum Residential Development, Retail and Residential Alternative, and Housing Rich Alternative propose more residential units than the amount of residential allocations currently available citywide.

Both the Draft EIR and the EIR Amendment discuss the need for General Plan amendments in the project description for the previous project and project alternatives (i.e., the General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative) (Draft EIR page 16

and EIR Amendment page 14) and describe the General Plan amendments that will be needed so that the Specific Plan will be consistent with the General Plan when the Specific Plan is adopted. If the General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, or Housing Rich Alternative is adopted by the City, an amendment to the General Plan would be made to increase the amount of residential allocation available citywide. See Master Response 4.

Comment E.11: 2. **Clarifications needed for p xii Summary, what is the proposed project?** As of the release date of the DEIR, May 24, 2018, there is no approved Specific Plan for Vallco. Two options shared the week of Charrette #2 included:

Low Office/High Retail
Residential: 3,250 units
Office: 750,000 SF
Retail/Entertainment: 600,000 SF
Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

Low Housing/Low Retail
Residential: 2,640 units
Office: 1,500,000 SF
Retail/Entertainment: 400,000 SF
Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

Here is the Opticos slide presented the week of Charrette #2, May 23, 2018, informing us of what the project could be:

Figure 2: Opticos Specific Plan Process Options

LAND USE PROGRAM

Land Use	Low Office/ High Retail	Low Housing/ Low Retail
RESIDENTIAL		
Units	3,250	2,640
Sq.Ft.	4.06 M	3.30 M
COMMERCIAL		
Office	750 K	1.50 M
Retail/ Entertainment	600 K	400 K
Hotel	139 K	139 K
TOTAL (SQ. FT.)	5.62 M	5.41 M

Each program also includes:

- 5 acres of public park(s)
- 65,000 square feet of civic space
- ~85% subterranean parking

Notice the number of residential units are not consistent with the General Plan in any way. And supporting slide from Opticos Charrette #2 closing presentation has further alterations to proposed project:

Figure 3: Opticos Specific Plan Options

Generally program ranges studied AFTER charrette 1

Use	Program Range Studies
Retail/Ent.	400-600,000 sf
Office	750,000-1.5 million sf
Housing Units	3,200
Civic	45-65,000 sf

These have not changed since the beginning of charrette 2

Response E.11: The Draft EIR provides environmental review for a previous Specific Plan that is described in Section 2.0 of the Draft EIR. Refer to Master Response 2.

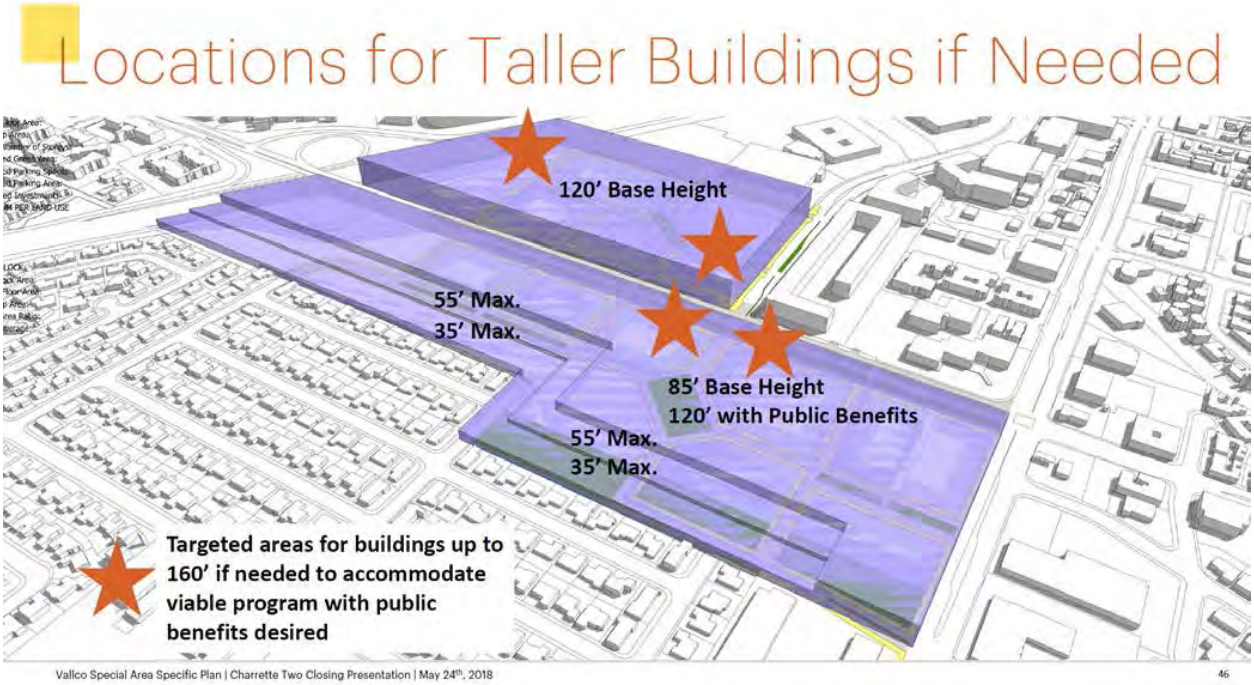
Based on input from City Council at its June 4, 2018 Study Session on the Vallco Specific Plan, the City has identified another alternative to the project that would achieve all the goals expressed by the different councilmembers at that meeting. This alternative is the "revised project," which consists of revisions to the project analyzed in the Draft EIR. The revised project includes 460,000 square feet of commercial uses (including a 60,000 square foot performing arts theater), 1,750,000 square feet of office uses, 339 hotel rooms, 2,923 residential units, 35,000 square feet of civic uses (including 10,000 square foot of governmental use and 35,000 square feet of education space), and a 30-acre green roof.

Compared to the previous project, the revised project proposes the same land uses and revises the amounts of commercial, office, residential, and civic space development proposed. All other aspects of the revised project (including on-site amenities, maximum building height, setbacks, General Plan and zoning amendments, and other programming elements) are the same as the previous project described in the Draft EIR (and as amended in the EIR Amendment and Sections 5.0 and 6.0 of this Final EIR).

The environmental impacts of the revised project are discussed in Section 2.0 of this Final EIR. The analysis shows that the revised project would result in the same or similar impacts as the previous project and project alternatives studied in the Draft EIR and EIR Amendment, and the revised project not result in new or more severe environmental impacts than identified in the Draft EIR and EIR Amendment.

Comment E.12: 3. 65,000 SF of civic space, STEM lab, and 30 acre green roof were not discussed in the NOP period for Vallco. In the DEIR civic space and STEM lab are combined into the 65,000 SF. Additionally, the civic/STEM spaces are considered public benefits which would result in higher building heights if the developer includes them. This was mentioned at the Opticos Charrette #2 closing presentation, May 24, 2018:

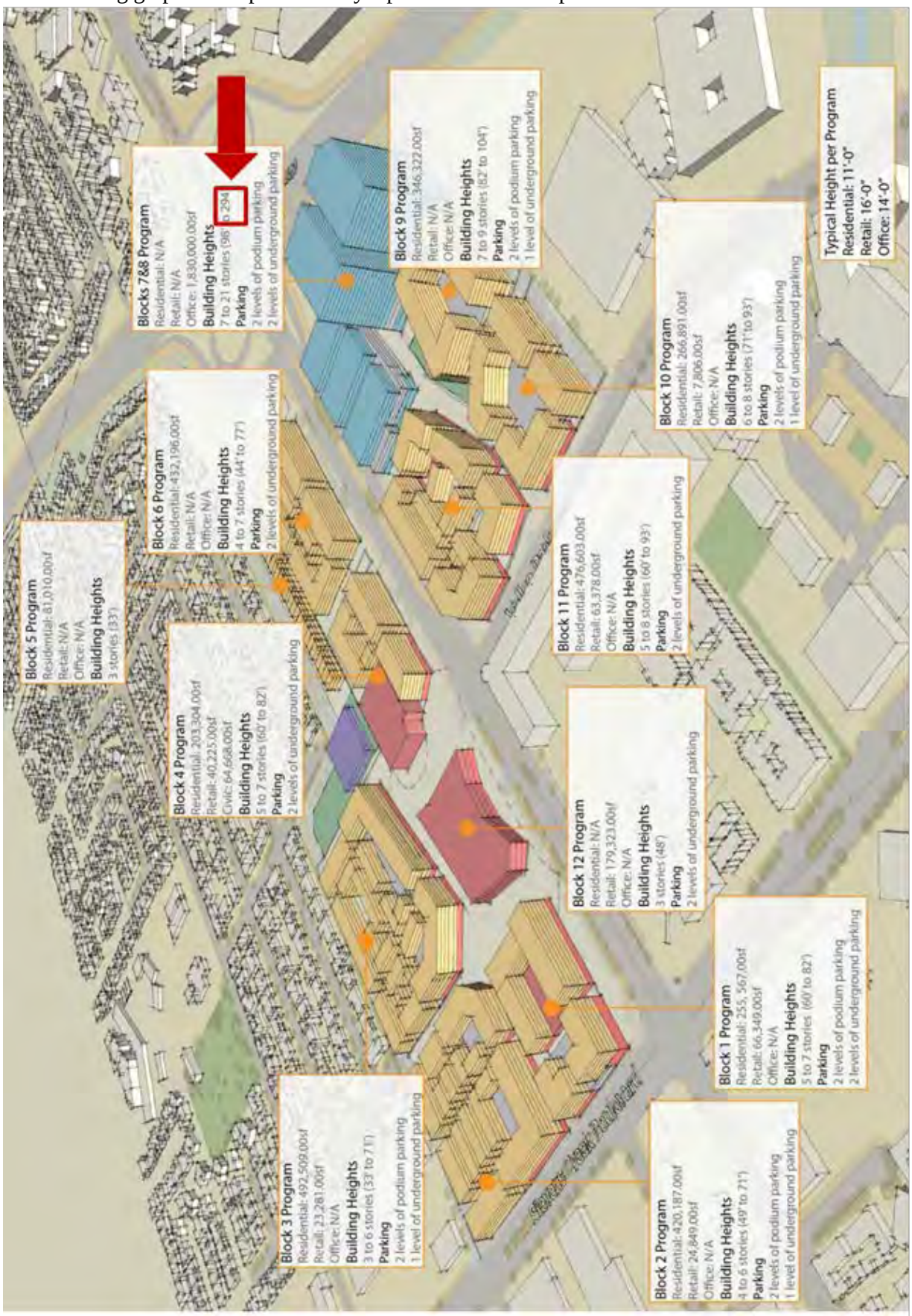
Figure 4: DEIR Heights



Response E.12: Refer to Master Responses 2 and 3. The above figure submitted by the commenter is not the height diagram included in the Draft EIR. The maximum building heights for the previous project are described on page 11 in Section 2.4.1 of the Draft EIR and shown on Figure 2.4-3 of the Draft EIR. Under the previous project, and as discussed in the Draft EIR, the maximum height of structures on the west side of North Wolfe Road would range between 45 and 120 feet, and the maximum height of structures on the east side of North Wolfe Road would range between 90 and 145 feet.

Comment E.13: 4. To add to the confusion as to what the project may end up being, the maximum height was also shown to be 294'. These height differences will cause different shadow and intrusion issues, such as privacy intrusion into Apple Campus HQ which may be a security risk at the corporate headquarters, guest discomfort at the outdoor swimming pool at Hyatt House, and the lack of privacy for the area homes and back yards. In Section 4.2.1 of the DEIR, heights are shown up to 165'.

The following graphic was presented by Opticos for Vallco Specific Plan:



Response E.13: The Draft EIR does not evaluate maximum building height of 294 feet. The maximum building heights for the previous project are described on page 11 in Section 2.4.1 of the Draft EIR and shown on Figure 2.4-3 of the Draft EIR. Under the previous project, and as discussed in the Draft EIR, the maximum height of structures on the west side of North Wolfe Road would range between 45 and 120 feet, and the maximum height of structures on the east side of North Wolfe Road would range between 90 and 145 feet. Refer to Section 5.2 Responses II.E.12 and II.E.13 above and Master Response 2.

Comment E.14: 5. Has the height at Vallco reverted to 85' and 3 stories due to the passing of May 31, 2018 with no Specific Plan adopted for Vallco? P. 162 of DEIR:

Cupertino Municipal Code

The Vallco Special Area is zoned P(Regional Shopping) – Planned Development Regional Shopping north of Vallco Parkway, and P(CG) – Planned Development General Commercial south of Vallco Parkway (west of North Wolfe Road). The Planned Development Zoning District is specifically intended to encourage variety in the development pattern of the community. The Planned Development Regional Shopping zoning designation allows all permitted uses in the Regional Shopping District, which include up to 1,645,700 square feet of commercial uses, a 2,500 seat theater complex, and buildings of up to three stories and 85 feet tall.81

The Planned Development General Commercial designation allows retail businesses, full service restaurants (without separate bar facilities), specialty food stores, eating establishments, offices, laundry facilities, private clubs, lodges, personal service establishments.

81 Council Actions 31-U-86 and 9-U-90. The maximum building height identified was in conformance with the 1993 General Plan and were identified in the Development Agreement (Ordinance 1540 File no. 1-DA-90) at that time

Response E.14: There is no height limitation in the General Plan for the Vallco Shopping District, as it defers to an applicable Specific Plan. The Specific Plan does include height limits, described in Section 5.2 Responses II.E.12 and II.E.13. The Draft EIR also identifies height limits for each of the project alternatives. The maximum building heights for the previous project are described on page 11 in Section 2.4.1 of the Draft EIR and shown on Figure 2.4-3 of the Draft EIR.

Comment E.15: 6. The performing arts theater public benefit was mentioned in the Opticos Charrette #2 closing presentation May 24, 2018, but not included in the DEIR calculations:

Figure 5: Opticos Specific Plan Process: Performing Arts Theater

Response E.15: As discussed on page 10 of the Draft EIR, up to 30 percent of the commercial space could be occupied by entertainment uses such as an ice skating rink, indoor sports facility, movie theater, performing arts center, and bowling alley. A performing arts center is one of the commercial entertainment uses considered in the Draft EIR for the previous project.

Comment E.16: 7.
8. The lack of a stable project makes writing comments nearly impossible. In *Washoe Meadows Community v. Department of Parks and Recreation (2017) 17 Cal.App.5th 277*

https://www.thomaslaw.com/blog/washoe-meadows-community-v-department-parks-recreation-2017-17-cal-app-5th-277/

"…the court held that the DEIR's failure to provide the public with an "accurate, stable and finite" project description prejudicially impaired the public's right to participate in the CEQA process, citing COUNTY OF INYO V. CITY OF LOS ANGELES (1977) 71 Cal.App.3d 185. Noting that a broad range of possible projects presents the public with a moving target and requires a commenter to offer input on a wide range of alternatives, the court found that the presentation of five very different alternative projects in the DEIR without a stable project was an obstacle to informed public participation"

Response E.16: Refer to Section 5.2 Response II.E.11. The previous project is described in Section 2.4.1 of the Draft EIR which contains an accurate, stable, and finite description of the previous project that is analyzed in the Draft EIR.

The alternatives to the project are described in Section 2.4.2 of the Draft EIR and in the EIR Amendment. The project alternatives consist of the same types of land uses as the previous project, but in different amounts.

Comment E.17: 9. Proposed project is inconsistent with the General Plan: housing is exceeded, park land fails to meet requirements for the park starved east side of Cupertino (Municipal Code requires park land acreage rather than a substitute roof park at a rate of 3 acres per 1,000 residents), height bonus tied to community benefits is not in the General Plan, the housing allocation assumes the General Plan allocation system has been removed, and community benefits in the General Plan for Vallco came at no 'cost' to the project such as increased heights.

Response E.17: As discussed in Section 5.2 Response II.E.3, both the Draft EIR and the EIR Amendment discuss the need for General Plan amendments in the project description for the previous project and project alternatives (i.e., the General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative) (Draft EIR page 16 and EIR Amendment page 14) and describe the General Plan amendments that will be needed so that the Specific Plan will be consistent with the General Plan when the Specific Plan is adopted.

As discussed in Section 4.0 of the Draft EIR, sufficient residential units in the citywide allocation available for the development of 800 residential units on the project site. A discussion of the project's impact to park facilities is discussed in Section 3.15 of the Draft EIR. As stated on page 251 of the Draft EIR (and as revised in Section 5.0), as a standard permit condition the project shall dedicate land through compliance with Municipal Code Chapter 13.08 and Title 18, which help ensure the provision of parklands in compliance with the City standard of a minimum of three acres per 1,000 residents. Therefore, if the project does not provide sufficient parkland on-site, pursuant to the Municipal Code, the project is required to dedicate land elsewhere in the City.

As shown in General Plan Figure LU-2 Community Form Diagram, the maximum building height for the Vallco Shopping District Special Area (the project site) is "Per Specific Plan." A Specific Plan is the project analyzed in this EIR. There are no policies that allow a height bonus as a result of providing community benefits in the current General Plan. However, should the Specific Plan include a height bonus, the bonus would be limited to be under the maximum height studied in the EIR. The conceptual maximum building heights for the previous project are described on page 11 in Section 2.4.1 of the Draft EIR and shown on Figure 2.4-3 of the Draft EIR. Refer to Section 5.2 Response II.E.13.

Comment E.18: Project alternatives are too varied from the Proposed Specific Plan project, and there is no "Proposed Specific Plan" as of May 24, 2018.

Figure 6: From DEIR
Figure 7: DEIR Summary of Project and Alternatives

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

Response E.18: The Specific Plan shown in the comment above is the previous project evaluated in the Draft EIR. Refer to Master Response 2 and Section 5.2 Response II.E.11.

Comment E.19: 10. The Specific Plan must be consistent with the General Plan by law. We have no identified Specific Plan and the last alternatives presented at the final Charrette #2 do not match any alternatives studied in the DEIR (3,200 residential units along with 750,000-1,000,000 SF office space plus 65,000 SF civic space) and are not consistent with the General Plan.

Ca GC 65450-65457:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf

https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a

project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatible with and will not frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects." Id.

Figure 7: Vallco Project Alternatives after Charrette #1 (self)

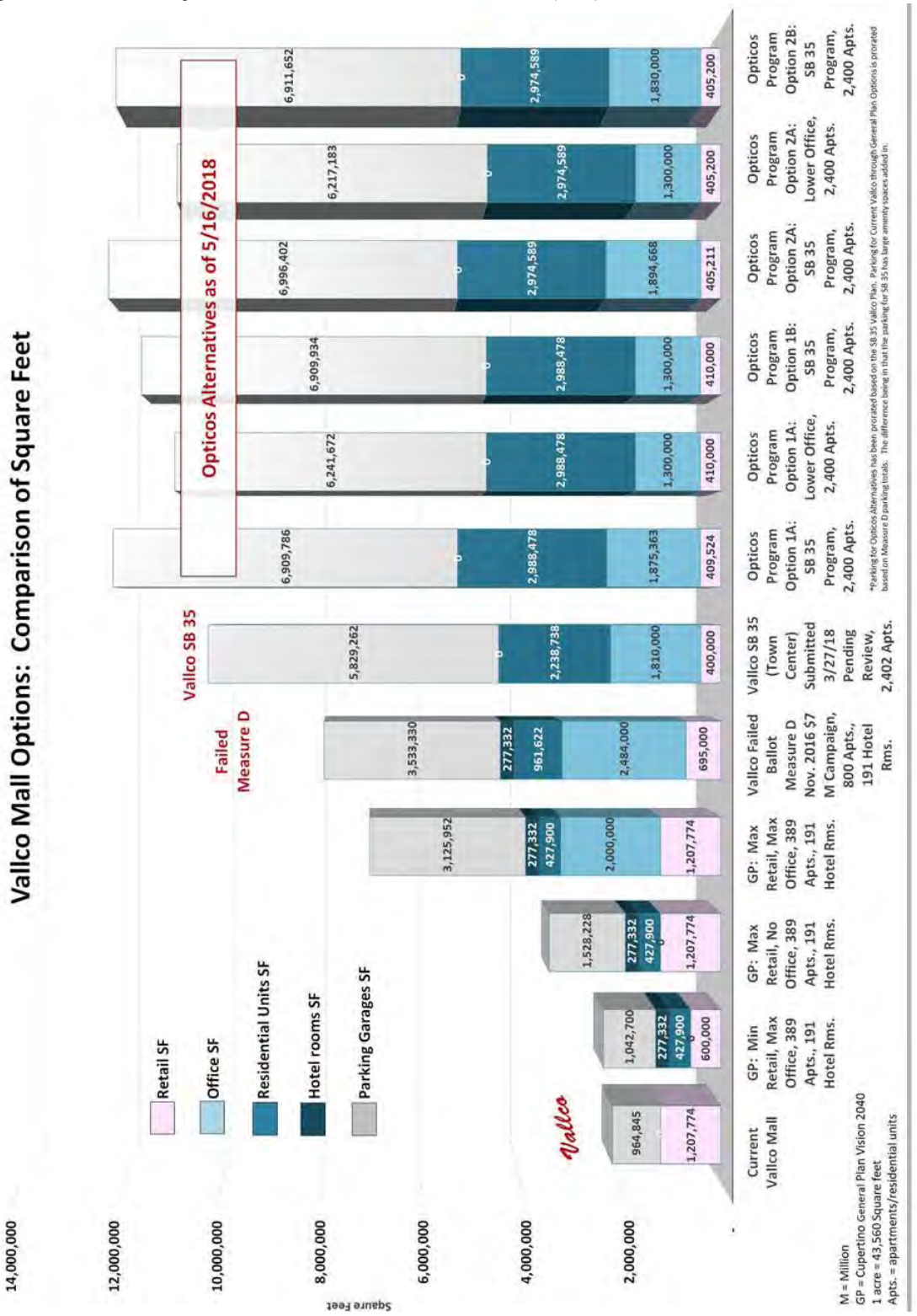
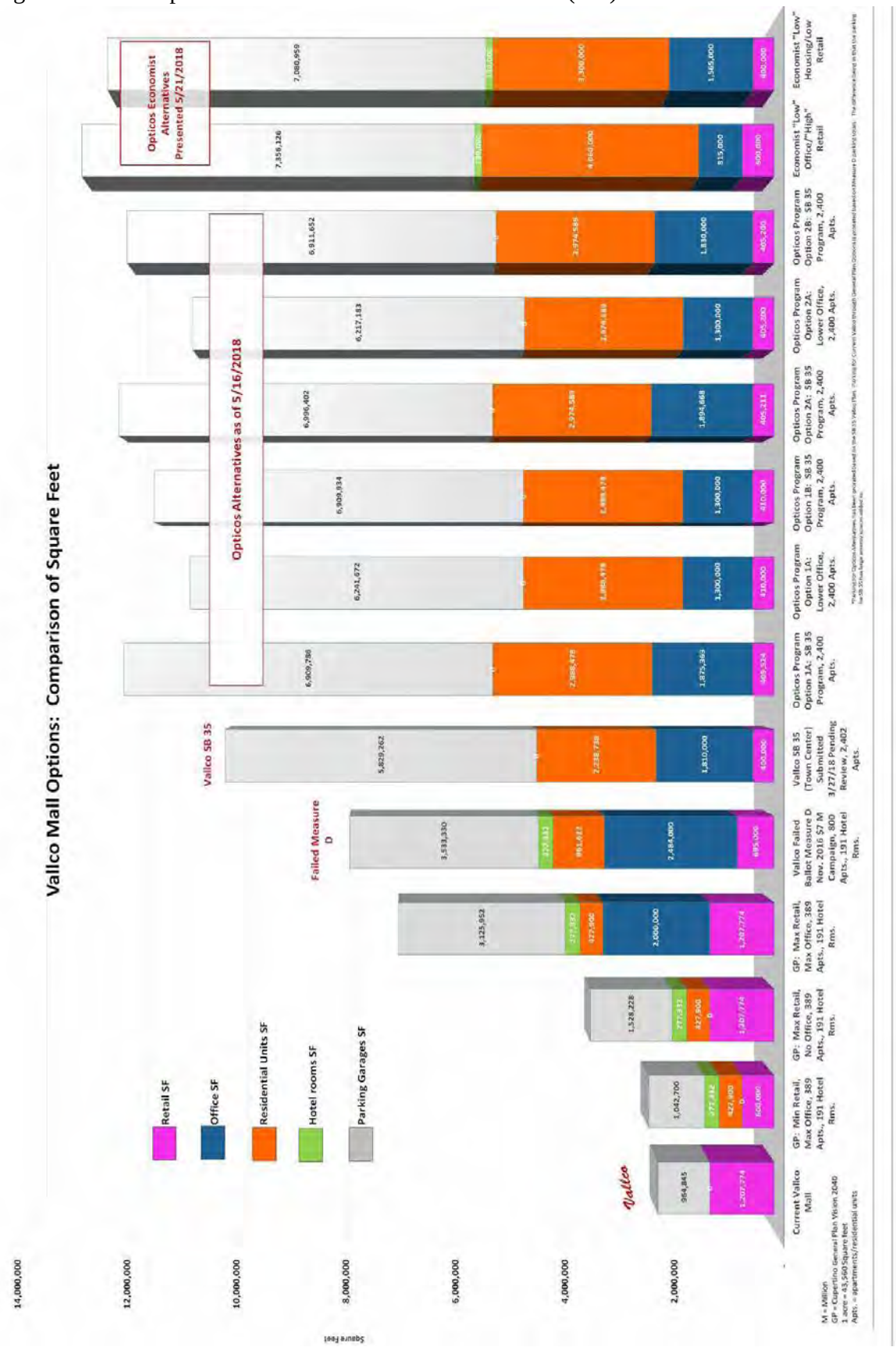


Figure 8: Vallco Specific Plan Process Alternatives to Date (self)



Response E.19: Refer to Master Response 2 and Section 5.2 Response II.E.3. The project and project alternatives analyzed in the Draft EIR are not represented in Figures 7 and 8 submitted by the commenter. For this reason, no response regarding the accuracy of the figures is provided.

Comment E.20: CULTURAL RESOURCES
The findings and mitigations are adequate.

Response E.20: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.21: 2.2 EXISTING GENERAL PLAN AND ZONING DESIGNATIONS
This section fails to state the current zoning designations per the General Plan, no Specific Plan has been adopted:

Figure 9: Cupertino General Plan

Response E.21: Draft EIR Section 2.2 identifies the current General Plan land use designation and zoning designations on the project site. Specifically, Section 2.2 on page 7 of the Draft EIR states: "The Vallco Special Area is designated Commercial/Office Residential, with a maximum residential density of 35 dwelling units per acre (du/ac) in the City's General Plan Land Use Map." Section 2.2 on page 8 of the Draft EIR states: "The Specific Plan area is zoned P(Regional Shopping) – Planned Development Regional Shopping north of Vallco Parkway, and P(CG) – Planned Development General Commercial south of Vallco Parkway (west of North Wolfe Road)."

Comment E.22: NO EXPLANATION FROM WHERE IN THE GENERAL PLAN THE EXCESS RESIDENTIAL UNITS CAME FROM

"As shown in General Plan Table LU-1, the General Plan development allocation for the Vallco Special Area is as follows: up to a maximum of 1,207,774 square feet of commercial uses (i.e., retention of the existing mall) or redevelopment of the site with a minimum of 600,000 square feet of retail uses of which a maximum of 30 percent may be entertainment uses (pursuant to General Plan Strategy LU-19.1.4); up to 2.0 million square feet of office uses; up to 339 hotel rooms; and up to 389 residential dwelling units.5 Pursuant to General Plan Strategy LU-1.2.1,

development allocations may be transferred among Planning Areas, provided no significant environmental impacts are identified beyond those already studied in the Cupertino General Plan Community Vision 2015-2040 Final EIR (SCH#2014032007) (General Plan EIR).6 Therefore, additional available, residential or other, development allocations may be transferred to the project site."

CUPERTINO GENERAL PLAN 2040 STUDIED A PIECEMEAL PLAN OF VALLCO?

"6 The General Plan EIR analyzed the demolition of the existing 1,207,774 square foot mall and redevelopment of the site with up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential dwelling units within the Vallco Special Area. Because the Vallco Shopping Mall existed on the site when Community Vision 2015-2040 was adopted, and it was unclear when a project would be developed on the site, General Plan Table LU-2 indicates the square footage of the existing mall in the commercial development allocation to ensure that the mall did not become a non-conforming use at the site. Residential allocations that are available in other Planning Areas may be transferred to the Vallco Shopping District without the need to amend the General Plan."

Page 223 of this DEIR conflicts with the above assertion:

"However, the General Plan update process in 2014 ***analyzed*** *and allocated 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 389 residential units for a redeveloped project on the site."*

What was studied in the General Plan EIR for Vallco?

Response E.22: The excerpts from the Draft EIR about the development allocation for the project site in the above comment are correct, and do not conflict.

The 2014 General Plan Amendment, Housing Element Update, and Associated Rezoning Final EIR (General Plan EIR) evaluated the development of up to 800 residential dwelling units on the project site. This is stated on page 3-69 in Table 3-21 Housing Element Sites Existing and Proposed Development Standards, and on page 3-92 in Section 3.7.4.11 under Project, and other pages in the General Plan EIR. Although the General Plan EIR evaluated up to 800 residential units on the project site, the City Council adopted a General Plan that allocates 389 residential units to the project site.

Comment E.23: 2.3 BACKGROUND INFORMATION
This section attempts to obscure Vallco Shopping District's "shopping, dining, and entertainment" objectives stated in the General Plan.

The General Plan refers to Vallco Shopping District as: "... 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."

Response E.23: Text was added to Section 2.3 of the Draft EIR to clarify that the project site is envisioned in the General Plan to become a destination for shopping, dining, and entertainment in the Santa Clara Valley. Refer to Section 5.0 of this Final EIR.

Comment E.24: 2.4.1 PROPOSED PROJECT
See Comments on DEIR Summary p 3 of this document.

Response E.24: Refer to Section 5.2 Responses II.E.11 through II.E.19.

Comment E.25: Park land acreage per Cupertino Municipal Code 13.08.050 states the park land acreage requirement to be 3 acres per 1,000 residents. In areas which are park deficient, such as the east side of Cupertino, the city average residents per dwelling units is 2.83. For Proposed Project, 800 residential units, 2,264 residents: 6.8 acres of park land acreage would be required. For 2,640 residential units, 7,471 residents: 22.4 acres of park land would be required. For 4,000 residential units, 11,320 residents: 34.0 acres of park land would be required.

Response E.25: Pursuant to Section 13.08.050.A of the City's Municipal Code, park land dedication is calculated using the following formula:

Park land dedication/DU = (Average number of persons/DU) x (Park Acreage Standard)/1000 persons.

As stated in Section 13.08.050.B, the park acreage standard is three acres of property for each one thousand persons.

Section 13.08.050.C states that park land dedication is based on development density. Table 13.08.050, shown below, lists the average park land dedication required per dwelling unit based on development density based on the formula above.

Density (DU/acre)	Average number of persons/DU	Average Park Land Dedication/ DU (in acres)
0 - 5	3.5	.0105
5 - 10	2.0	.0060
10 - 20	2.0	.0060
20+	1.8	.0054
10+	1.8	.0054
Senior Citizen Housing Development	1.0	.0030

Based on the Municipal Code sections and Table 13.08.050, above, and the project and project alternative residential density of 35 dwelling units per acre, the estimated required parkland was calculated and shown in Table 3.15-4 of the Draft EIR and Table 4.15-3 of the EIR Amendment. As stated in the Draft EIR and EIR Amendment, the project would be required to provide 4.3 acres of parkland, the General Plan Buildout with Maximum Residential Development Alternative would be required to provide 14.3 acres, the Retail and Residential Alternative would be

required to provide 21.6 acres of parkland, and the Housing Rich Alternative is estimated to be required to provide 17.6 acres of parkland.

Comment E.26: The 30 acre green roof is not park land acreage per the Municipal Code. While it may be considered a recreational area, the uses of such space are limited. Here is a cross section of the SB 35 plan roof:

Figure 10: Section from SB 35 Vallco Application

Response E.26: No specific programing or plan of the green roof is proposed at this time. Refer to Master Response 1. As a standard permit condition, the project shall dedicate land through compliance with Municipal Code Chapter 13.08 and Title 18, which help ensure the provision of parklands in compliance with the City standard of a minimum of three acres per 1,000 residents (see Draft EIR page 251 as revised in Section 5.0). Therefore, if the project does not provide sufficient parkland on-site, pursuant to the Municipal Code, the project is required to dedicate land, pay the fee in-lieu thereof, or both.

Comment E.27: Cupertino adopted the Community Vision 2040, Ch. 9 outlines the "Recreation, Parks, and Services Element." Their Policy RPC-7.1 Sustainable design, is to minimize impacts, RPC-7.2 Flexibility Design, is to design for changing community needs, and RPC-7.3 Maintenance design, is to reduce maintenance.

The Vallco green roof violates the three City of Cupertino Parks policies listed: it is not sustainable, it is not flexible (a baseball field cannot be created), and it is extremely high maintenance. Parkland acquisition is supposed to be based on "Retaining and restoring creeks and other natural open space areas" and to "design parks to utilize natural features and the topography of the site in order to…keep maintenance costs low." And unfortunately for us, the city states: "If public parkland is not dedicated, require park fees based on a formula that considers the extent to which the publicly-accessible facilities meet community need."

Response E.27: The comment reflects the opinion of the commenter. The General Plan Recreation, Parks and Community Services Element includes several goals met by the proposed open space and green roof, including Goal RPC-1, "Create a full range of park and recreational resources and preserve natural resources,", Goal RPC-2, "Distribute parks and open space throughout the community and provide services, and safe and easy access, to all residents and workers," and Goal RPC-4,

"Integrate parks and neighborhood facilities within neighborhoods and areas." Refer also to Section 5.2 Response II.E.26 above.

Comment E.28: 2.4.4.2 SITE ACCESS, CIRCULATION, AND PARKING

"Based on a conservative estimate of parking demand, it is estimated that two to three levels of below- ground parking across most of the site (51 acres) would be required."

Should a third level of subterranean parking be required, that will increase excavation haul, and GHG calculations. This would result in about 500,000 CY of additional soil removal and should be calculated.

Response E.28: As stated on page 30 of the Draft EIR under Section 2.4.4.5: "Two to three levels of below-ground parking over 51 acres would require a maximum excavation depth of 20 to 30 feet and result in approximately two million cubic yards of soil being excavated and hauled off-site." Based on other projects with below ground parking, it is estimated that one below ground parking space requires approximately 165 cubic yards of excavation. The total amount of excavation required to place approximately 11,562 vehicle parking spaces (which is the greatest amount of parking estimated for the project and project alternatives in the Draft EIR) below ground (regardless of whether it would be two or three stories below ground), therefore, totals approximately two million cubic yards. For this reason, the Draft EIR evaluated a conservative amount of soil to be excavated and hauled off-site for an up to three level below-grade parking structure.

Comment E.29: Parking will be inadequate due to park and ride demand from the Transit Center and TDM.

2.4.4.3 TRANSIT CENTER AND TRANSPORTATION DEMAND MANAGEMENT PROGRAM

The extent of the transit system with Google, Genentech, and Facebook continuing to use the site along with what will likely be Apple, and VTA will result in much higher bus trips than expected. Even at the 808 average daily trips in the GHG and Fehr + Peers studies, that is 404 vehicles in and out of the site daily. This sounds much larger than Apple Park's transit system. There would need to be a tremendous amount of park and ride spaces available for the tech company buses which is not in the project.

Response E.29: Pursuant to Senate Bill 743, effects on parking for the project is not a CEQA impact (see pages 39, 265, and 325 of the Draft EIR); therefore, analysis of parking supply and demand is not included in the EIR.

The parking requirements and standards for the proposed land uses would be determined during the Specific Plan process. See also Master Response 2.

Comment E.30: 2.4.4.4 UTILITY CONNECTIONS AND RECYCLED WATER INFRASTRUCTURE EXTENSION

The SB 35 application discussed the $9.1 million cost to extend the recycled water line across I-280. There is an insufficient amount of recycled water produced at the Donald M. Somers plant and there is anticipated upstream demand. When there is not enough recycled water, potable water is added to the recycled water to make up the difference. It may be decades before there is adequate output of recycled water for the green roof.

Apple Park pays the potable water cost. The previous water study for Measure D showed the following water use:
Figure 11: WSA from Hills at Vallco Measure D

Table 3: LAS District Plus Four Development Projects Actual and Projected Water Demand (AF)								
	2005	2010	2015	2020	2025	2030	2035	2040
Cal Water Projection	14,758	11,648	14,440	14,706	14,983	15,273	15,577	15,894
Hamptons Project	0	0	0	28.1	28.1	28.1	28.1	28.1
Vallco SP&P	0	0	0	370.9	370.9	370.9	370.9	370.9
Apple Campus 2	0	0	0	121.6	121.6	121.6	121.6	121.6
Main Street Project	0	0	0	30.1	30.1	30.1	30.1	30.1
Total	14,758	11,648	14,440	15,257	15,534	15,824	16,128	16,445

Tertiary treated water from the Donald Somers plant is currently insufficient. Impacts related to the need to expand the plant will include air quality impacts as well. There is not enough capacity at the Donald Somers plant to supply the Vallco "Hills" project. Should the same green roof be added to the project, there would need to be a dual water system on the roof. This is due to the need to flush the recycled water out to keep certain plants healthy. The water use from the dual roof system needs to be addressed in coordination with the arborist report for the green roof irrigation system. The roof irrigation system may need an auxiliary pump system to irrigate gardens 95'+ in the air.

Response E.30: The project, which is the subject of this EIR, is not the same as the SB 35 application or Measure D. Refer to Master Responses 1 and 5.

Section 3.18 Public Services in the Draft EIR and Section 4.18 Public Services in the EIR Amendment discuss the impacts of the project (and project alternatives) related to recycled water infrastructure and supply. As discussed in the Draft EIR and EIR Amendment, when improvements to the City of Sunnyvale's Water Pollution Control Plan (WPCP) are completed in 2019, there would be sufficient supply to meet the project's total recycled water demand.

The environmental impacts associated with expanding and improving the WPCP were evaluated in the 2016 Final Program Environmental Impact Report for the Sunnyvale Water Pollution Control Plant Master Plan (SCH# 2015062037).

Comment E.31: 2.4.4.5 CONSTRUCTION
Vallco spokesperson Reed Moulds stated construction would take 6-8 years. Depending on the order of construction, for instance if office is built first, the project will worsen the deficit in housing. The

length of time of construction is important because it is used in calculating the lbs/day of GHG produced. If one side is to be torn down and rebuilt (eg. the east property) first, then the GHG calculations may significantly alter to really be two separate job sites on separate schedules.

Response E.31: The Specific Plan is a City-initiated project. The Draft EIR does not evaluate a specific development proposal by a developer. Refer to Master Response 1.

Based on buildout of projects of similar scale in the region, it is anticipated the buildout of the Specific Plan will take 10 years to complete. For this reason, a 10 year timeframe was assumed for buildout of the project. The Draft EIR analysis is based upon an overall 10 year construction schedule. The construction GHG analysis would not change depending upon whether the east side or west side of the project site is developed first.

Comment E.32: 2.4.4.6 SPECIFIC PLAN ASSUMPTIONS

Items listed as "shall" do not state that all would be according to the requirements stated. For instance: "*Future buildings shall install solar photovoltaic power, where feasible*." Requires none actually be installed. For the requirements to have any definite effect, they need to be rewritten for that outcome.

Response E.32: While no specific development is proposed at this time (see Master Response 1) when a development application is submitted, the City shall evaluate the proposal's consistency with the Specific Plan.

Until a specific development is proposed, it cannot be determined which locations within the proposed development would be feasible for solar photovoltaic power. For example, if a building is proposed with rooftop amenities such as a swimming pool etc., it would likely be infeasible to install solar photovoltaic power on that building.

At the time a specific development is proposed, the City will determine if there are feasible locations for solar photovoltaic power. The inclusion (or exclusion) of solar photovoltaic power on-site would not change the impact conclusions in the EIR.

Comment E.33: Residences and sensitive receptors need to be 200' from truck loading areas.

Response E.33: As discussed in the Draft EIR (pages 219 and 220), loading zones within 50 feet of a shared property line with a residential use could result in noise levels exceeding the City's noise thresholds. Implementation of mitigation measures MM NOI-1.4 and -1.5 in the Draft EIR would reduce the project noise impacts from truck loading and unloading to a less than significant level by restricting delivery times, conducting noise studies when use locations are known, and implementing noise reduction measures (such as enclosing loading zones, prohibiting idling, or locating truck docks underground or within parking structures) to meet the City's noise limits. Therefore, the suggested setback of 200 feet for residences and sensitive receptors from truck loading areas in the above comment

may not be required in order to reduce truck loading and unloading noise impacts to meet the City's noise standards.

Comment E.34: 3.1.1.2 SCENIC VIEWS AND VISTAS

DEIR ignores many pleasant views in the Wolfe Road corridor and took photos in harsh lighting when many of the residents enjoy the space on commutes and going to the gym onsite:

Southbound on Wolfe Road with the many mature ash trees:

Figure 12: SB Wolfe Rd.

Southbound on Wolfe Rd. looking west, notice the wide expanse and no buildings:
Figure 13: SB Wolfe Rd. Looking West at Vallco Open Space

Southbound on Wolfe Road, views of Santa Cruz Mountains. There are few areas in the east part of Cupertino where the Santa Cruz mountains are visible due to structures.
Figure 14: SB Wolfe Rd. Santa Cruz Mountains, Vallco Open Space, Trees

East bound on Stevens Creek Blvd. Views of east hills and multiple Apple transit buses.
Figure 15: EB Stevens Creek Blvd. Apple Shuttles

View of Bay Club (large seating area and tv room next to Starbucks) at Vallco.
Figure 16: The Bay Club and Starbucks at Vallco

3.1.2 AESTHETIC IMPACTS

> *"Aesthetic components of a scenic vista include scenic quality, sensitivity level, and view access. Scenic vistas are generally interpreted as long-range views of a specific scenic features (e.g., open space lands, mountain ridges, bay, or ocean views)."*

Findings of AES-1 and AES-2 are incorrect.

The length of a scenic vista is relative to the location. In the east part of Cupertino, there are few long (10 mile) vistas, such that 400’ is a relatively long vista. Glimpses of the Santa Cruz mountains and east bay hills are few and thus more precious. Homes are clustered with 5’ side yards and 25’ setbacks such that neighborhoods have little in the way of long vistas. Creekside Park, Cupertino High School, and Vallco Mall have the largest locally long vistas.

Proposed project will have a huge negative aesthetic impact, it will block all views of the Santa Cruz mountains and eliminate the wide vista across the Bay Club parking lot. Most of the homes in the east part of Cupertino have no long site view and no view of the Santa Cruz mountains. The Bay Club and Starbucks (in the Sears Building) has a huge setback and the parking lot has many fairly young trees. This open vista has been there historically. Visitors to the rebuilt site will be relegated to underground parking caves in a crowded environment with thousands of employees and residents. While Apple Park architects did their best to berm and plant a massive 176 acre area, while keeping the maximum elevation to 75’, the Vallco project is the aesthetic antithesis.

Ideally, Main Street would have been purchased for park land but that did not happen. While the proposed project suggests to hide park land within the project, there should be a large corner park to maintain the historic open corner space at the northeast corner of Wolfe Rd. and Stevens Creek Blvd. The following historical photographs indicate how the corner has never had the view blocked by any solid structure:

Figure 17: Vallco 1939

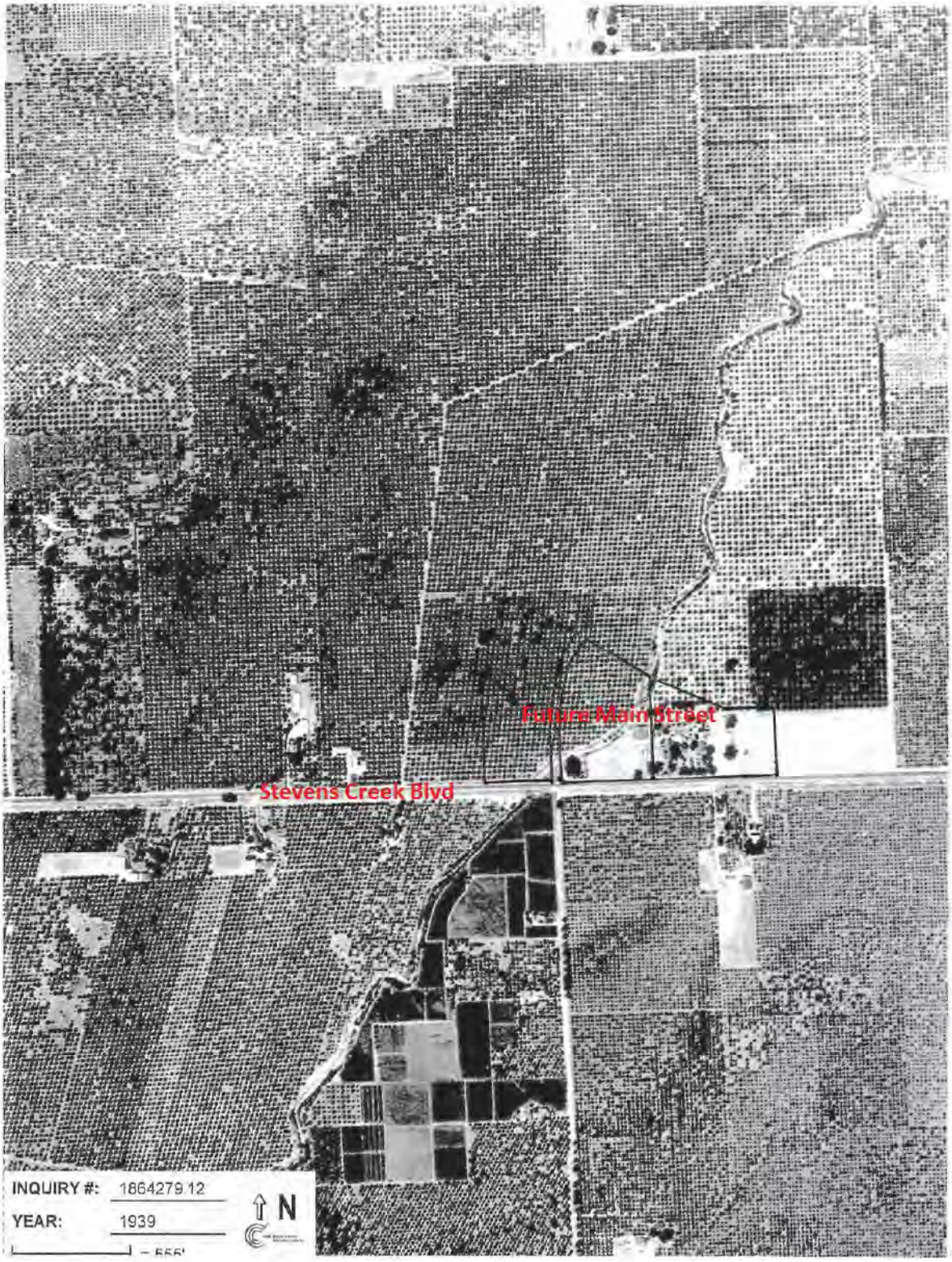


Figure 18: Vallco 1965

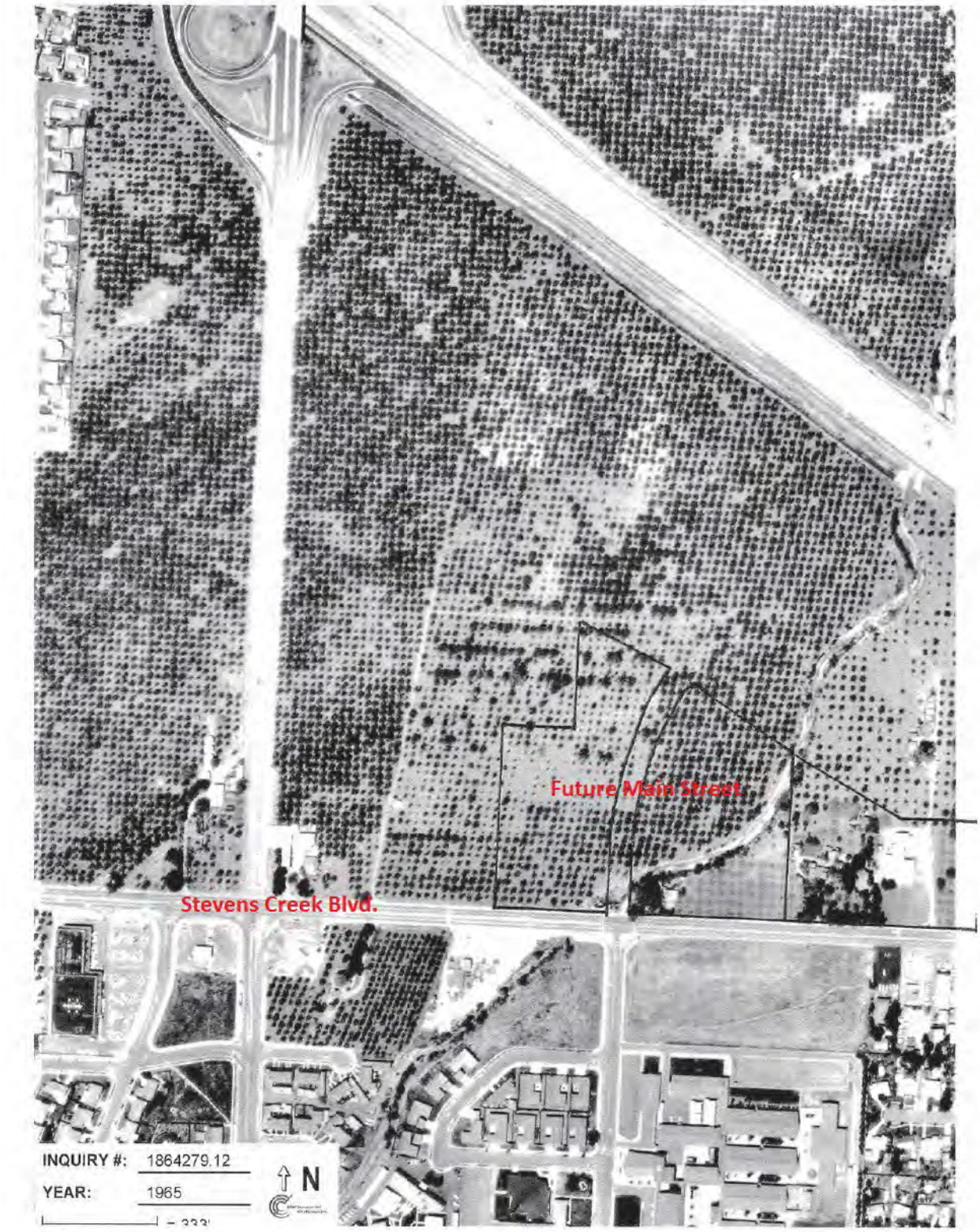


Figure 19: Vallco 1974

Response E.34: The above comment expresses the opinion of the commenter about scenic vistas and aesthetic impacts of the project. As discussed in Section 3.1 Aesthetics of the Draft EIR (pages 39 and 47), pursuant to SB 743, aesthetic impacts of the project are not considered significant impacts on the environment.

Comment E.35: LIGHT AND GLARE

The development of the proposed project and alternatives (other than retenanted mall) would include nighttime and security lighting, and may include building material that is reflective. The project and alternatives (other than re-tenanted mall) could result in light and glare impacts.

Structures facing the residential areas could have the windows and heights limited with green walls installed to mitigate light and glare effects.

Response E.35: Refer to Section 5.2 Response II.E.34. Pursuant to SB 743, the project's aesthetic effects, including light and glare, are not considered significant impacts.

On page 31 of the Draft EIR under Section 2.4.4.6 Specific Plan Assumptions, the Specific Plan would include design policies that require the following to reduce light and visual intrusion:

- Future development shall be visually compatible (including minimizing noise, traffic, light, and visual intrusive effects) with adjacent residences by including appropriate buffers such as landscaping, screening, building transitions, and other privacy measures between the project site and adjacent residential land uses.

Future development under the Specific Plan (if adopted), therefore, could have landscaping buffers and screens, as suggested in the above comment.

Comment E.36: 3.2 AGRICULTURAL AND FORESTRY RESOURCES
The site historically was an orchard until the late 1970s. With proper planning, a limited portion of the site could be returned to orchard space, on the ground, and possibly on the Stevens Creek Blvd. and Wolfe Rd. corner.

Response E.36: The above comment expresses the opinion of the commenter that part of the project site should be used for orchard space. The project, as currently proposed, does not include an orchard or other agricultural uses. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.37: 3.3 AIR QUALITY
Data input has some errors to traffic volumes, wind direction (selected "variable" when it is N, NE), project traffic volumes, and input to the program used to model GHG such as: acreage of the lot, apartment total SF, city park acreage is on the roof and will have recycled water which results in an additional GHG, the addition of a 10,000 SF racquet club is inconsistent with the proposed project studied by others, the Government Civic Center is shown smaller than Proposed Project:

Figure 20: From DEIR: GHG Land Usage

1.1 Land Usage

Land Uses	Size	Metric	Lot Acreage	Floor Surface Area	Population
General Office Building	2,000.00	1000sqft	58.00	2,000,000.00	0
Enclosed Parking with Elevator	11,391.00	Space	0.00	4,556,400.00	0
User Defined Parking	1.00	User Defined Unit	0.00	0.00	0
Hotel	339.00	Room	0.00	492,228.00	0
Apartments Mid Rise	800.00	Dwelling Unit	0.00	800,000.00	2288
Regional Shopping Center	600.00	1000sqft	0.00	600,000.00	0
City Park	30.00	Acre	0.00	1,306,800.00	0
Government (Civic Center)	45.00	1000sqft	0.00	45,000.00	0
Racquet Club	10.00	1000sqft	0.00	10,000.00	0
Junior College (2Yr)	10.00	1000sqft	0.00	10,000.00	0

GHG Trips generated do not match the Fehr + Peers Traffic Study for the DEIR and have nearly 10,000 less ADT.

Response E.37: The Fehr & Peers trip generation included in Appendix H of the Draft EIR and the air quality land usage in Appendix B of the Draft EIR are based on the same Specific Plan land uses, with slight variations in the nomenclature of the land use used in the respective models.

The traffic report in Appendix H of the Draft EIR evaluates, in addition to the residential, office and commercial (including a performing arts theater) uses, 65,000 square feet of civic center use, consisting of 45,000 square feet of government office, a 10,000 square foot STEM lab, and a 10,000 square feet of recreation/community center. The total gross project trips would be 45,819 daily trips.

The air quality and greenhouse gas (GHG) modeling completed for the Draft EIR and included in Appendix B of the Draft EIR was based on the trip rates and vehicle miles travelled provided by Fehr & Peers. The air quality and GHG analysis defined the civic center use as 45,000 square feet of government use (civic center), 10,000 square feet of Junior College (representing the STEM lab) use, and 10,000 square feet of racquet club use (which would be the recreation/ community center). The Air Quality/GHG analysis was based upon an average total daily trips of approximately 45,825 trips. The difference between the Air Quality/GHG model (45,825 trips) compared to Fehr & Peers (45,819) is negligible or 0.01 percent.

The primary difference between the air quality and GHG trip summary table excerpted from Appendix B of the Draft EIR and labeled as Figure 21 in this comment letter and the traffic trip generation table from the Draft EIR excerpted and labeled as Figure 22 in this comment letter is that the trips generated by the existing uses on-site were subtracted from the project's gross trip estimate to show a net trip generation of 37,006 in Figure 22. While the net trip generation is not shown in Figure 21 in this comment letter, the existing operational air pollutant emissions from the project site were subtracted from the project gross operational air pollutant emissions, as shown in Table 3.3-5 and Table 3.3-6 of the Draft EIR.

Comment E.38: Additionally, the Fehr + Peers average daily trip rate was erroneously low. The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the "Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

Figure 21: From DEIR: GHG Trip Generation

4.2 Trip Summary Information

	Average Daily Trip Rate			Unmitigated	Mitigated
Land Use	Weekday	Saturday	Sunday	Annual VMT	Annual VMT
Apartments Mid Rise	3,616.00	3,480.00	3184.00	8,164,132	8,164,132
Enclosed Parking with Elevator	0.00	0.00	0.00		
General Office Building	20,500.00	4,580.00	1960.00	37,225,521	37,225,521
Hotel	2,352.66	2,359.44	1715.34	4,298,751	4,298,751
Regional Shopping Center	16,878.00	19,788.00	9996.00	28,597,404	28,597,404
User Defined Parking	808.00	808.00	808.00	1,470,560	1,470,560
City Park	471.00	471.00	471.00	1,005,516	1,005,516
Government (Civic Center)	844.20	0.00	0.00	1,152,717	1,152,717
Junior College (2Yr)	116.00	47.20	5.10	229,393	229,393
Racquet Club	239.00	239.00	239.00	406,530	406,530
Total	45,824.86	31,772.64	18,378.44	82,550,523	82,550,523

Fehr + Peers ADT chart:
Figure 22: From DEIR: Fehr + Peers Trip Generation does not match

Table 3.17-7: Project and Project Alternative Trip Generation E

Land Use	Project				General Plan Buildout with Maximum Residential Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162
Green Roof	30 acres	567	135	105	30 acres	567	135	105
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452
Transit Hub (C)		808	175	193		808	175	193
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response E.38: The traffic analysis in the EIR applied the Institute of Transportation Engineers (ITE) Shopping Center rate (ITE 820) to estimate the vehicle trips from the Specific Plan commercial uses. As described on page 67 of the Transportation Impact Report (TIA) for the project in Appendix H of the Draft EIR: "In ITE's Trip Generation Manual, Shopping Center (ITE 820) is described as an integrated group of commercial units in one building, such as a mall, and shops in peripheral buildings on the site. Surveyed sites ranged from neighborhood centers to regional shopping malls and included uses such as movie theaters, restaurants, banks, health clubs, and recreational facilities. This description fits the Specific Plan commercial uses." For this reason, the estimated commercial trip generation for the project accounts for uses such as a movie theater and restaurants.

In addition, performing arts centers typically do not have programming on a daily basis and thus do not add a substantial amount of traffic to the "typical" weekday. Any incidental activities would be captured in the Shopping Center trip generation rate. Also, performing art centers tend to have programming and generate more traffic on Fridays and weekends when the trip generation from the office and residential uses are lower.

The ITE rate for Hotel (310) applied to the Specific Plan hotel rooms accounts for supporting hotel facilities such as restaurants, cocktail lounges, meeting and banquet

rooms or convention facilities, limited recreational facilities (pool, fitness room), and/or other retail and service shops.[17]

As described on page 10 of the Draft EIR under Section 2.4.1, the project proposes up to 65,000 square feet of civic uses in the form of governmental office space, meeting rooms and community rooms, and a Science Technology Engineering and Mathematics (STEM) lab. In order to provide for flexibility in the implementation of the civic uses, ITE's rates for Government Office Building (ITE 730) was applied to 45,000 of the 65,000 square feet of civic uses, High School (ITE 540) was applied to the 10,000 square feet STEM lab, and Recreational Community Center (ITE 495) was applied to the remaining 10,000 square feet of civic uses.

The above comment suggests applying the "ITE Government Building 710" trip generation rate to estimate trips from the Specific Plan civic uses. In the ITE Trip Generation Manual (10th Edition), ITE trip generation rate 710 is for General Office Building. As discussed above, the EIR applied ITE's rate for Government Office Building (ITE 730).

No specific commercial trip generation rates for particular uses were applied because no specific development project is proposed at this time; therefore, the square footage and specific type of commercial uses are unknown at this time. Refer to Master Response 1 regarding future development projects implementing the Specific Plan. As excerpted from the air quality and greenhouse gas analysis for the Draft EIR in the commenter's Figure 21, the air quality and greenhouse gas analysis for the project assumed 45,824.86 average daily trips (refer to Appendix B of the Draft EIR). The traffic analysis for the project estimated 45,819 average daily trips (see Table 3.17-7 on page 303 of the Draft EIR). The difference (5.86 daily trips) between the two is negligible and would not change the impact conclusion for the air quality, greenhouse gas, or traffic analyses. Also refer to Section 5.2 Response II.E.37.

Comment E.39: IMPACT AQ-1
Impact AQ-1 PM 10, is missing from the DEIR but mitigations to AQ-1 are included in the GHG appendix and are repeated for Impact AQ-2.

Response E.39: Impact AQ-1 on page 57 of the Draft EIR (as well as the first impact discussed in the technical air quality and greenhouse gas assessment included in Appendix B of the Draft EIR) is regarding the project's consistency with the applicable air quality plan. As discussed in the Draft EIR and Appendix B of the Draft EIR, the project would not conflict with or obstruct implementation of the applicable air quality plan. No mitigation is required. The analysis of a project's consistency with the applicable air quality plan is not a pollutant-specific analysis. Impact AQ-2 and Impact AQ-3 in the Draft EIR address PM_{10} impacts from construction and operation of the project.

[17] Institute of Transportation Engineers. *Trip Generation Manual.* 10th Edition, Volume 2: Data, Part 1. September 2017. Lodging, Hotel (310), page 1.

Comment E.40: IMPACT AQ-2
The following is quoted from DEIR AQ-2:

"Impact AQ-2: The construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-2.1: 3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited."

14. Avoid tracking of visible soil material on to public roadways by employing the following measures if necessary: (1) Site accesses to a distance of 100 feet from public paved roads shall be treated with a 6 to 12 inch compacted layer of wood chips, mulch, or gravel and (2) washing truck tires and construction equipment of prior to leaving the site."

These impacts may be better mitigated following Apple Park's method of power washing on each exit from the site and installing steel grates the trucks drive over.

Response E.40: The Draft EIR relies upon guidance from the Bay Area Air Quality Management District (BAAQMD) with respect to recommended measures for mitigating significant construction period emissions. A project-specific construction management plan to minimize construction emissions will be required of future development as a standard condition of approval. The text of the EIR has been revised to include this measure; refer to Section 5.0. For these reasons, the suggested mitigation measures above are not proposed.

Comment E.41: The soil haul on I-280, if this occurs, will need coordination with CalTrans for street sweeping on the freeway. This may take months and severely block traffic due to closing a lane for sweepers. The route for soil haul needs to be made public. Apple Park balanced cut and fill onsite, thus eliminating months of truck haul a considerable distance. The Environmental Assessment for Vallco Town Center Initiative, "Measure D" indicated many months of hauling required, trips from 7-12 miles, and that project is approximately 2 Million SF smaller than Proposed Project and alternatives. Additionally, the inclusion of having 85% of parking be subterranean in the Charrette alternatives could result in an extra level of subterranean parking needed. This will mean another 500,000 cubic yards of soil haul off. This was not anticipated in the DEIR and will impact air quality.

Response E.41: Mitigation measure MM AQ-2.1 on page 62 of the Draft EIR includes the following: "All haul trucks transporting soil, sand, or other loose material off-site shall be covered." For this reason, street sweeping of I-280 or the other streets used by haul trucks will not be necessary. In certain instances where large volumes of dirt are being hauled from/to a site, the City will require that the haul route be indicated on the construction management plan for review and approval. It is typically the shortest route from the site to a major collector/arterial, then to an approved highway entrance. Haul routes are generally not published, but

may be made available upon request. Also refer to Section 5.2 Response II.E.28 regarding the estimated amount of soil excavation for the project.

Comment E.42: It is expected that there will be hazardous materials needing special accepting landfills which are not near the site.

Response E.42: The air quality modeling for pollutant emissions assumes that the soil that is excavated on-site would be hauled 20 miles from the site. Based upon the history of the site, it is unlikely highly hazardous waste would need to be removed and local landfills in Santa Clara County are available to accept soil, demolition and construction debris. Nearby landfills include Newby Island Sanitary Landfill located at 1601 Dixon Landing Road in San José (16 miles from the site) and Guadalupe Landfill located at 15999 Guadalupe Mines Road (14 miles from the site).

Comment E.43: The following is quoted from DEIR AQ-2:

"Impact AQ-2:
MM AQ-2.1:
6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.
16. Minimizing the idling time of diesel powered construction equipment to two minutes."

#6 and #16 impact mitigations are conflicting, is it two minutes or five minutes allowable idling time? How will this be enforced?

Response E.43: The text of the EIR has been revised to identify a maximum of two minutes for idling. Refer to Section 5.0. A disturbance coordinator for future development shall be responsible for enforcing these measures.

Comment E.44: The highest engine tier available is Tier 4b, the mitigations suggested include Tier 3, which should be deleted and require ALL construction equipment meet Tier 4b emissions standards because the site is adjacent to residences and within a quarter of a mile to a high school and day care. Additionally, the year of construction actually beginning is unknown.

Response E.44: The newest diesel engines available meet U.S. EPA Tier 4 engine standards that were fully implemented in 2015 and applied to equipment manufactured but not necessarily sold. These engines will not be fully available until they have had several years to be widely available and enter the construction equipment market. Therefore, the mitigation measure takes into consideration the feasibility of obtaining this newest type of equipment for all aspects of the project. Mitigation Measure MM AQ-2.1 is based on the recommended measures in the BAAQMD CEQA Guidelines. The text of mitigation measure MM AQ-2.1, #17 has been revised to recognize that some specialized diesel-powered equipment may not meet the Tier 4 equipment requirements. Refer to Section 5.0.

Comment E.45: How will the City enforce that mitigations such as alternative fuel options (e.g., CNG, bio-diesel) are provided for each construction equipment type? It is the responsibility of the lead agency to ensure the equipment operated by the project actually uses alternative fuel. City must present their enforcement process.

Response E.45: Future development, as part of a construction management plan, will indicate the type and number of construction equipment using alternative fuel. The on-site construction manager will be responsible for ensuring and documenting compliance. The documentation shall be submitted regularly to the City for review and compliance. Text has been added to clarify this in the Draft EIR (see Section 5.0).

Comment E.46: Because we have seen developers not pull permits until many years after approval, requiring that equipment be no older than eight years is better than the DEIR requirement of model year 2010 or newer.

Response E.46: A model year of later than 2010 was chosen because this truck model year meets the latest emission standards for heavy-duty diesel trucks. This is a feasible measure. The feasibility of requiring new models is unknown at this time.

Comment E.47:

- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA Tier 4 emission standards for NOx and PM, where feasible.*
- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA emission standards for Tier 3 engines*

Response E.47: The above text is excerpted from mitigation measure MM AQ-2.1 on page 63 of the Draft EIR. Refer to Section 5.2 Response II.E.44.

Comment E.48: Consider adding the following mitigations text and explain how it will be enforced:

Figure 23: Mitigations for trucks

- new clean diesel trucks,
- lower-tier diesel engine trucks with added PM filters,
- hybrid trucks, alternative energy trucks, or
- another method that achieves the same emission standards as the highest engine tier available.

Figure 24: Mitigations for Construction Vehicles

- All off-road equipment and on-road equipment used for construction projects within the Plan area shall be no older than eight years at the time the building permit is issued. This requirement will ensure that these projects use the newest and cleanest equipment available.
- Portable diesel engines shall be prohibited at construction sites within the Plan area. Where access to grid power is available, grid power electricity should be used. If grid power is not available, propane and natural gas generators may be used.

Source, BAAQMD:
http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf

Response E.48: Mitigation measure MM AQ-2.1 in the Draft EIR (and as revised in Section 5.0) addresses requirements for off-road equipment to reduce air pollutant emissions and are similar to the above suggested measures. Also refer to Section 5.2 Response II.E.43.

Comment E.49: IMPACT AQ-3:
The operation of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

Incomplete analysis and only one mitigation was suggested for operation of the project which is for architectural coatings specifically paint when ROGs are widely used throughout construction, however the proposed project will likely have multiple sources of ROG air pollution such as air pollution caused by:

1. additional recycled water production: likely unavoidable
2. any electrostatic ozone producing equipment: consider limiting ozone producing equipment or seek alternatives
3. cooling towers: require high efficiency cooling towers
4. operation of the transit hub: require zero emission transit vehicles, especially since there will likely be sensitive receptors living on site.
5. additional electricity generation to operate the project: require solar onsite to provide a minimum 50% of required electricity, including the electricity needed to treat the water and recycled water. Any exposed roofing to be white roof.
6. day to day additional vehicular traffic: require a high percent of EV charging stations, zero emission vehicles, and site loading areas 200' from residents, medical offices, daycares, parks, and playgrounds. Refer to Comment 2C in the following: http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf
7. VOC emission from outgassing of carpets, plastics, roofing materials, curing of concrete, treatment of pool and cooling tower water, materials in the artificial roof infrastructure: require low VOC materials throughout the project to reduce
8. restaurants which may be vented to the roof exposing people to cooking fume exhaust. Main Street Cupertino gases from restaurants are visible and detectable across the street on Stevens Creek Boulevard. The standards for roof venting for a green roof must be higher than typical because people may end up near the vents.
9. Additional traffic backing up on I-280, site is downwind of the freeway: place residential areas, medical facility offices, daycares, school uses, playgrounds, and parks a minimum of

1000' from the I-280 right of way including the off ramps and particularly the on ramp due to vehicular acceleration resulting in increased air pollution emissions.

10. VOCs are not mitigated with HEPA filtration. This makes siting residences, medical facilities, school facilities, and daycares more than 1000' from the freeway imperative. Require a Merv 13 filter or better in the 1000' area and require the replacement of the filters with some city determined verification that the filters are changed. http://www.latimes.com/local/lanow/la-me-ln-freeway-pollution-filters- 20170709-story.html
11. Employees working in the parking garages in the TDM program (valets underground) will need to have air quality monitored for safety. Usually they would have a separate room which is well ventilated and preferably an automated payment system for metered parking. However, if workers are needed to pack cars tightly, then the whole underground parking area would have to be rendered safe for workers exposed to the air pollution found in parking garages for a full work day.

Response E.49: Mitigation measure MM AQ-3.1 on page 67 of the Draft EIR is based on the general design of the buildings and the potential to reduce on-site ROG emissions. The project would include many other features to reduce emissions that would be built into the design of future development projects (e.g., adherence to new building code standards that increase energy efficiency and reduce VOC emissions). For example, new building code requirements likely to be adopted and in 2019 and go into effect January 1, 2020 will require substantial energy efficiency, according to the California Energy Commission Draft Compliance Manual for Residential and Non-Residential use.[18] These standards are updated on an approximate three-year cycle. The comments above regarding ROG emissions from the project are addressed below. *Italicized text* indicates text taken directly from the above comment.

1. *additional recycled water production: likely unavoidable* – The use of recycled water would have very little ROG emissions.
2. *any electrostatic ozone producing equipment: consider limiting ozone producing equipment or seek alternatives* – Ozone producing equipment is not proposed.
3. *cooling towers: require high efficiency cooling towers* – Cooling towers are not currently proposed; however, high-efficiency cooling towers are typically the feasible choice for development projects.
4. *operation of the transit hub: require zero emission transit vehicles, especially since there will likely be sensitive receptors living on site* – Programing of the transit hub, including the types of transit vehicles using the hub, would be subject to review and approval by the City.
5. *additional electricity generation to operate the project: require solar onsite to provide a minimum 50% of required electricity, including the electricity needed*

[18] http://www.energy.ca.gov/title24/2019standards/post_adoption/2019_Draft_Compliance_Manuals/Residential_Manual_PDF/ and http://www.energy.ca.gov/title24/2019standards/post_adoption/2019_Draft_Compliance_Manuals/Nonresidential_Manual_PDF/

to treat the water and recycled water. Any exposed roofing to be white roof – Solar power generation would be included in the project where feasible (see Section 2.4.4.6 of the Draft EIR) and required by as part of building code requirements.

6. *day to day additional vehicular traffic: require a high percent of EV charging stations, zero emission vehicles, and site loading areas 200' from residents, medical offices, daycares, parks, and playgrounds. Refer to Comment 2C in the following: http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf* – Electric charging stations would be required of future development (see Section 2.4.4.6 of the Draft EIR) and in conformance with City requirements.
7. *VOC emission from outgassing of carpets, plastics, roofing materials, curing of concrete, treatment of pool and cooling tower water, materials in the artificial roof infrastructure: require low VOC materials throughout the project to reduce* – Development projects under the Specific Plan must meet the City's Green Building ordinance, so to the extent these items are covered by the ordinance, they would be required.
8. *restaurants which may be vented to the roof exposing people to cooking fume exhaust. Main Street Cupertino gases from restaurants are visible and detectable across the street on Stevens Creek Boulevard. The standards for roof venting for a green roof must be higher than typical because people may end up near the vents* – Cooking exhausts ventilations systems are determined during final design of a specific development project, and would be addressed by building code requirements and BAAQMD permit and regulatory requirements regarding odors and nuisances.
9. *Additional traffic backing up on I-280, site is downwind of the freeway: place residential areas, medical facility offices, daycares, school uses, playgrounds, and parks a minimum of 1000' from the I-280 right of way including the off ramps and particularly the on ramp due to vehicular acceleration resulting in increased air pollution emissions* – The exposure of future residences to traffic emission of TACs and $PM_{2.5}$ is discussed on pages 72-80 of the Draft EIR. As identified on pages 31-32 under Section 2.4.4.6 of the Draft EIR and on pages 74-75 of the Draft EIR, future development under the Specific Plan would include design policies to reduce TAC and $PM_{2.5}$ exposure to future sensitive receptors on-site.
10. *VOCs are not mitigated with HEPA filtration. This makes siting residences, medical facilities, school facilities, and daycares more than 1000' from the freeway imperative. Require a Merv 13 filter or better in the 1000' area and require the replacement of the filters with some city determined verification that the filters are changed. http://www.latimes.com/local/lanow/la-me-ln-freeway-pollution-filters- 20170709-story.html* – The primary source of TAC emissions from traffic affecting the project site are the diesel particulate matter emissions that would be effectively minimized using the measures identified on page 74 and 75 of the DEIR.
11. *Employees working in the parking garages in the TDM program (valets underground) will need to have air quality monitored for safety. Usually they would have a separate room which is well ventilated and preferably an automated payment system for metered parking. However, if workers are needed*

to pack cars tightly, then the whole underground parking area would have to be rendered safe for workers exposed to the air pollution found in parking garages for a full work day. – When a specific development is proposed, the air quality within proposed parking garages would be controlled through proper design that includes ventilation systems and sensors, in compliance with the State Building Code.

Comment E.50: IMPACT AQ-4

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would result in a cumulatively considerable net increase of criteria pollutants (ROG, NOx, PM10, and/or PM2.5) for which the project region is non-attainment under an applicable federal or state ambient air quality standard.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measure: MM AQ-4.1: Implement MM AQ-3.1.

This is an incomplete analysis with incomplete mitigation measures. Refer to additional air pollution sources and mitigations listed in Impact AQ-3 above. No study of TDM workers in the underground garages has been done.

Response E.50: The above excerpt from the Draft EIR, which is the impact statement for Impact AQ-3, omits the explanatory text between the impact statement and the mitigation measure. As stated on page 68 of the Draft EIR after Impact AQ-4: "The discussion under Impact AQ-3 addresses cumulatively considerable net increases of criteria pollutants or precursors. The project (and General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative) would have a cumulatively considerable net increase in criteria air pollutants (ROG, NOx, and PM10) and those emissions are considered significant and unavoidable (refer to Impact AQ-3 and mitigation measure AQ-3.1)."

In other words, the analysis and discussion under Impact AQ-3 (which addresses the second threshold of significance of whether the project would violate any air quality standard or contribute substantially to an existing or projected air quality violation) also addresses Impact AQ-4 (which addressees the third threshold of significance of whether the project would result in a cumulatively considerable net increase of any criteria pollutant for which the project region is non-attainment under an applicable federal or state ambient air quality standard). For this reason, the discussion is brief under Impact AQ-4 and the reader is referred to the discussion for Impact AQ-3.

Refer to Section 5.2 Response II.E.49 regarding the analysis of impacts to persons working in parking structures as part of the proposed TDM program.

Comment E.51: IMPACT AQ-6:

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial construction dust and diesel exhaust emissions concentrations.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measures: MM AQ-6.1: Implement MM AQ-2.1 and -2.2.

1. *All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.*
2. *All haul trucks transporting soil, sand, or other loose material off-site shall be covered.*

This impact is not specific enough. Because there is an error in the calculations, explained in the Air Quality and Greenhouse Gas Emissions Assessment section fully, the mitigations must be made more strict. It should be mentioned, that the exposure has critical peaks of hazardous levels of GHGs.

Response E.51: The comment does not identify any errors in the calculations associated with analyzing Impact AQ-6. The project's greenhouse gas emissions are analyzed in Section 3.8 of the Draft EIR.

Comment E.52: HAZARDOUS MATERIALS

Some of the site interiors appear to have had demolition occur already. Was this done to code? How is that known?

"Potential sources of on-site contamination – The Vallco site was historically used for agricultural purposes, and has been developed and operating as a shopping mall since at least 1979. The site is listed on regulatory agency databases as having leaking underground storage tanks (LUSTs), removing and disposing of asbestos containing materials (ACMs), and a small quantity generator of hazardous materials waste. Surface soils may contain elevated levels of residual pesticides and other chemicals of concern related to past and present use and operations at the site."- JD Powers VTCSP 9212 report

Include the following, modified from VTCSP 9212 report, JD Powers:

Soil Management Plan: *A Soil Management Plan for all redevelopment activities shall be prepared by applicant(s) for future development to ensure that excavated soils are sampled and properly handled/disposed, and that imported fill materials are screened/analyzed before their use on the property.*

Renovation or Demolition of Existing Structures: *Before conducting renovation or demolition activities that might disturb potential asbestos, light fixtures, or painted surfaces, the Town Center/Community Park applicant shall ensure that it complies with the Operations and Maintenance Plan for management and abatement of asbestos-containing materials, proper handling and disposal of fluorescent and mercury vapor light fixtures, and with all applicable requirements regarding lead-based paint.*

Proposed use of hazardous materials *– Development of the VTC and alternatives could include uses that generate, store, use, distribute, or dispose of hazardous materials such petroleum products, oils, solvents, paint, household chemicals, and pesticides. The VTC shall include the following EDF to reduce adverse effects from on-site use of hazardous materials:*

Hazardous Materials Business Plan: *In accordance with State Code, facilities that store, handle or use regulated substances as defined in the California Health and Safety Code Section 25534(b) in excess of threshold quantities shall prepare and implement, as necessary, Hazardous*

Materials Business Plans (HMBP) for determination of risks to the community. The HMBP will be reviewed and approved by the Santa Clara County Department of Environmental Health Hazardous Materials Compliance Division through the Certified Unified Program Agencies (CUPA) process

Refer to Subchapter 4. Construction Safety Orders, Article 4. Dusts, Fumes, Mists, Vapors, and Gases: https://www.dir.ca.gov/title8/1529.html

Response E.52: It is not clear from the comment what demolition is being referred to and it is not relevant to the analysis in the EIR. Mitigation measures MM HAZ-1.1, -1.2, -1.3, and -1.4 (Draft EIR pages 140-142) contain sufficient and comparable management practices for demolition and redevelopment of the Vallco Mall property to protect construction workers, neighboring properties, and the environment. It is unlikely that any future development under the previous project or project alternatives would store, handle, or use regulated substances at quantities requiring a Hazardous Materials Business Plan. Nevertheless, one would be required by the state Health and Safety Code and applicable regulations, if necessary.

Comment E.53: IMPACT AQ-7

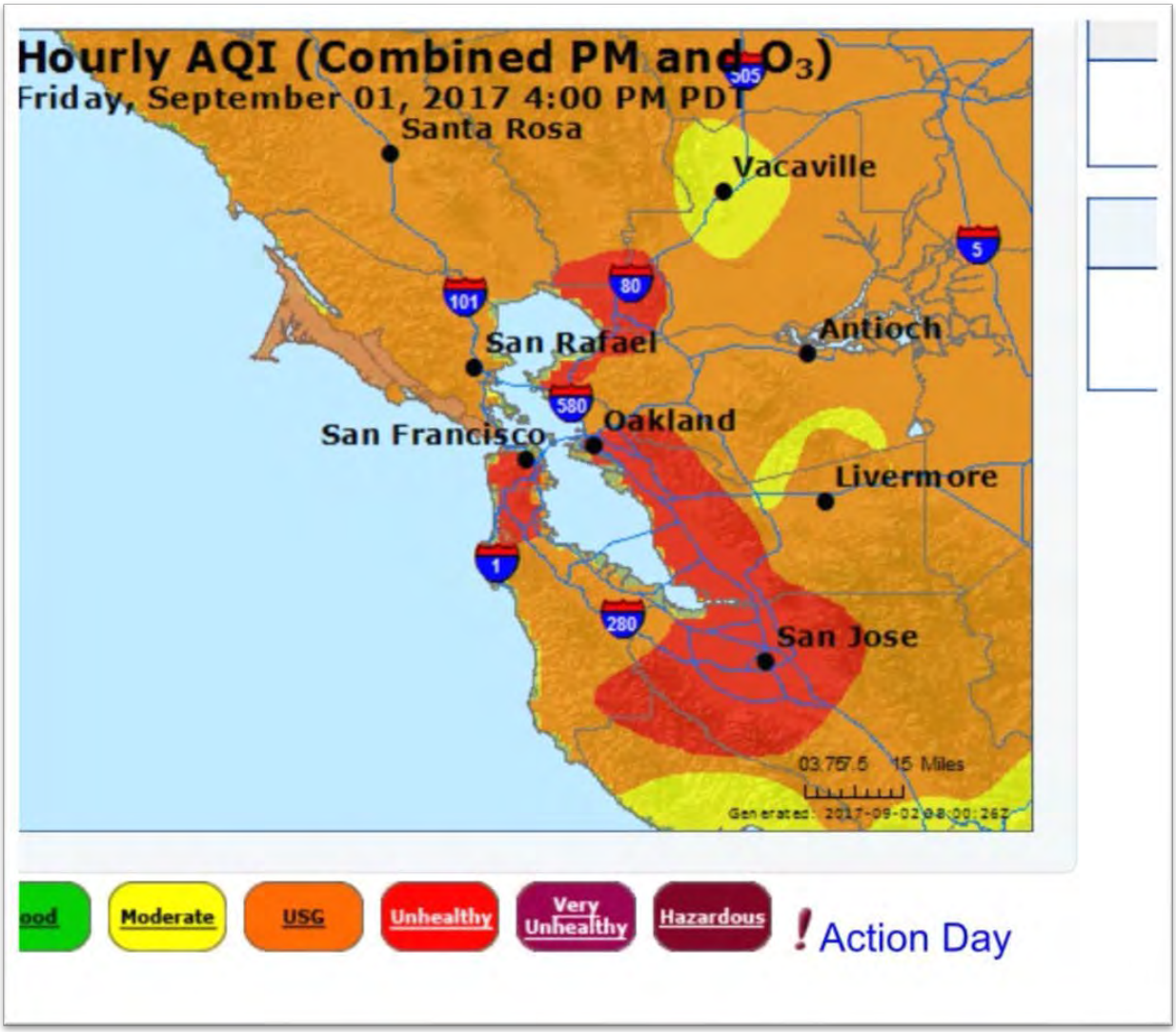
The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial TAC pollutant concentrations.

Less than Significant Impact with Mitigation Incorporated

MM AQ-7.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) shall implement mitigation measure MM AQ-2.1 to reduce on-site diesel exhaust emissions, which would thereby reduce the maximum cancer risk due to construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative).

The cancer risk assessment is based on erroneous traffic studies and the air quality monitoring stations had old data from 2013 and/or were too far away to use data. The cancer risk needs to be recalculated. The amount of exposure time should reflect seniors not leaving the project area. The baseline air quality monitoring must be taken over an extended period with particular attention paid to the summer months when Ozone levels increase. Here is an example day when children would be playing outdoors, Ozone was the primary pollutant. Note these are regional amounts, and the increases along the freeways are not shown:

Figure 25: AQI from BAAQMD



Response E.53: The impact assessment addressed under Impact AQ-7 on pages 70-80 (see also Table 3.3-7) of the Draft EIR pertains to localized emissions of toxic air contaminants (TACs) and fugitive dust that would lead to increased lifetime cancer risk and annual $PM_{2.5}$ concentrations. The sources of these TACS due to the Specific Plan project are construction equipment and heavy duty truck traffic that generates diesel exhaust. Construction activity affects air quality in two primary ways:

1. Construction activity emits air pollutants and/or their precursors that leads to regional air quality impacts. These emissions are evaluated by comparing average daily emissions to emission-based thresholds recommended in the BAAQMD CEQA Air Quality Guidelines. Those thresholds recognize that there is poor air quality in parts of the Bay Area and that emissions from anywhere in the air basin can cumulatively affect regional ozone and particulate matter ambient air quality. This impact is also addressed under Impact AQ-2 on pages 60-65 of the Draft EIR, which includes an analysis of ozone, ozone precursors, PM2.5 and PM10. The construction emissions are

analyzed and mitigation measure MM AQ-2.1 was identified to reduce this impact.

2. Localized emissions of TACs and particulate matter adversely affect nearby sensitive receptors that include infants, children and seniors. This impact was addressed under Impact AQ-7 on pages 70-80 of the Draft EIR based on emissions and dispersion modeling to predict the incremental impacts of the project using methods recommended by BAAQMD and the community risk thresholds identified for sensitive receptors that are included in the BAAQMD CEQA Air Quality Guidelines, which are identified in Table 3.3-2 on page 56 of the Draft EIR. A community risk assessment was completed. The analysis predicted almost continuous exposure of sensitive receptors to cancer causing TACs. The analysis of $PM_{2.5}$ annual concentrations was based on dispersion modeling of all hours and days (i.e., total exposure).

The modeling of TAC and $PM_{2.5}$ sources affecting the project used the same exposure assumptions as the construction health risk assessment.

It should also be noted that the threshold for $PM_{2.5}$ is an incremental amount of 0.3 micrograms per cubic meter based on an annual average. The thresholds used in the analysis of construction impacts address both effects from the project and sources near the project. The thresholds used in the Draft EIR that are recommended in the BAAQMD CEQA Air Quality Guidelines are based on the assumption that the area has $PM_{2.5}$ concentrations that exceed ambient air quality standards.

Comment E.54: The I-280 freeway produces substantial TAC pollutant concentrations and the south bay is subjected to the entire bay area's pollutants which are converted to Ozone in the warm summer months. The DEIR failed to monitor air pollution for the site for any time period, and only modeled pollutants onsite. Fires are expected to be the new normal, bringing potential further impacts to the region's air quality.

The heights of the structures planned, and layout, and planned green roof, will likely concentrate freeway pollutants into the project area and combine and intensify them with onsite traffic. Having 85% of the parking garages underground and with fresh air intake being difficult to locate may result in significantly unhealthy air quality and the need for expensive mechanical filtration which does not filter VOCs. Adding what may be approximately 147,000 SF of restaurant and up to 4,000 residential units producing cooking and restroom exhaust with a challenging ventilation system may further degrade the air quality on site. The roof park may enclose the site to the point of having hazardous air quality. The roof park covering was not studied in the cancer risk assessment model. Reducing the amount of underground parking and having above grade parking with open walls in above ground structures is a mitigation. Alternatively, Merv 13 or better filtration and air quality monitors in the subterranean garages may improve the air quality, but it is not clear which would be better. The project alternative with 4,000 residential units will most likely result in residents within 1,000' of the freeway, re-tenanted mall results in the least construction and operational pollution, least cancer risk, and least long term GHG exposure since no residential units would be onsite.

Response E.54: The Draft EIR uses the latest ambient air quality data reported by BAAQMD for the project area. These data are considered appropriate to describe ambient air quality in the area. The analysis for the Draft EIR modeled the effects of

TACs and $PM_{2.5}$ from nearby sources, including Interstate 280 (I-280), upon the project, see the discussion on pages 70-80 of the Draft EIR.

Ventilation systems would be designed at the time that future buildings are designed. Future project design and layout in terms of localized air quality and required ventilation systems are not unique to urban environments. Most roadway (i.e., mobile source) TACs are associated with diesel trucks and buses. The project and EIR analysis does not assume future parking garages would accommodate these types of vehicles; therefore, parking garages were not identified as a source of TAC emissions. Future structures on-site would have appropriate ventilation, both mechanical and natural, in accordance with current building codes, to ensure acceptable air quality.

The Specific Plan requirements for setbacks for sensitive uses, and indoor air filtration are described on pages 31-32 of the Draft EIR under Section 2.4.4.6 Specific Plan Assumptions and on pages 74 and 75 of the Draft EIR. The identified measures are consistent with BAAQMD's Planning Healthy Places guidance.[19]

No information was provided to support the comment that the roof park would cause hazardous air quality.

Comment E.55: Project is "down wind" of the freeway. The freeway has over 160,000 vehicles per day and is increasing in congestion. Planned projects in San Jose will likely balance the directional flow of the I-280 and worsen traffic. Freeway pollution has been found to travel up to 1.5 miles resulting in readings above baseline.

The project will significantly slow traffic, and therefore it will increase air pollution levels. Pollutants increase dramatically when going 13 mph vs 45 mph for example, see Zhang, Kai, and Stuart Batterman. "Air Pollution and Health Risks due to Vehicle Traffic." The Science of the total environment 0 (2013): 307–316. PMC. Web. 30 May 2018.

Response E.55: The Draft EIR (pages 72-80) included a risk assessment, consistent with the requirements of the Office of Health Hazard Assessment (OEHHA), BAAQMD and CARB to identify potential cancer risk to future on-site receptors from I-280, Stevens Creek Boulevard, North Wolfe Road, Vallco Parkway, and the combined effects of I-280, Stevens Creek Boulevard, and North Wolfe Road. The modeling included reduced (25 and 30 mph) I-280 vehicle speeds for a two-hour peak hour period in the AM and PM to account for slower traffic during these time periods. The Specific Plan includes additional site-specific analysis and mitigation measures for any sensitive uses proposed in areas exposed to significant health risk (see pages 31-32 under Section 2.4.4.6 in the Draft EIR). Also refer to Section 5.2 Response II.E.56.

[19] Bay Area Air Quality Management District. *Planning Healthy Places - A Guidebook for Addressing Local Sources of Air Pollutants in Community Planning.* May 2016.

Comment E.56: The cumulative effects of the existing air quality next to the freeway, trapping air pollution from the geometry of the buildings proposed and potential roof, must be studied. Project may result in a tunnel effect. see Zhou R, Wang S, Shi C, Wang W, Zhao H, Liu R, et al. (2014) Study on the Traffic Air Pollution inside and outside a Road Tunnel in Shanghai, China. PLoS ONE 9(11): e112195. https://doi.org/10.1371/journal.pone.0112195

Response E.56: The EIR evaluates the impacts of the development parameters for the Specific Plan and project alternatives. Specific locations of buildings and building designs are not proposed or known at this time. For this reason, it is speculative to assume the proposed buildings' geometry would trap air pollution. The cumulative effects of the project and other nearby projects on operational criteria air pollutants (significant and unavoidable cumulative impact with mitigation incorporated), construction emissions (less than significant cumulative impact), and odors (less than significant cumulative impact) are evaluated and discussed in the Draft EIR (pages 81-83, Impact AQ-9).

Comment E.57: CANCER RISK ASSESSMENT, CONSTRUCTION PHASE, CONTRADICTS PREVIOUS STUDY

The construction phase cancer risk assessment is lower than that prepared for the Measure D Vallco Town Center Environmental assessment, which, without EDFs is copied here, this disparity does not make sense:

Figure 26: VTC Hills at Vallco Cancer Risk Assessment - High

Table AQ-13
Project-Related Construction Health Risk Impacts at Sensitive Receptors, Without EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, Without EDFs	83	0.065	0.21	0.296
BAAQMD Significance Threshold	10	1	1	0.3

Notes:
1. The existing residential locations experiencing maximum project impacts with no EDFs are:

	UTMx	UTMy
Cancer	587135.52	4131721.81
Chronic HI, $PM_{2.5}$	587134.89	4131761.81
Acute HI	587057.1	4131620.57

Abbreviations:
BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

And with EDF's here:
Figure 27: VTS Hills at Vallco Cancer Risk Assessment with EDFs

Table AQ-14
Project-Related Construction Health Risk Impacts at Sensitive Receptors, With EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, With EDFs	7.5	0.0063	0.089	0.024
BAAQMD Significance Threshold	**10**	1	1	0.3

Notes:
1. The existing residential locations experiencing maximum project impacts with EDFs are:

	UTMx	UTMy
Cancer	587360.2	4131425.31
Chronic HI, $PM_{2.5}$	587361.46	4131345.32
Acute HI	587330.47	4132044.92

Abbreviations:
BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

P. 55 of GHG Assessment cancer risk assessment shows much lower risk:

> *"Results of this assessment indicate that the maximum excess residential cancer risks would be 26.7 in one million for an infant/child exposure and 0.9 in one million for an adult exposure. The maximally exposed individual (MEI) would be located at a second floor residence at the location shown in Figure 5. The maximum residential excess cancer risk at the MEI would be greater than the BAAQMD significance threshold of 10 in one million. Implementation of Mitigation Measures AQ-1 and AQ-2 would reduce this risk to below the BAAQMD threshold of significance."*

This lower result for a larger project does not make sense given both the proximity to the I-280, down wind location, and the questionable ability of the city to enforce what types of construction vehicles are used, what types of architectural coatings are used, what company electricity is purchased from, and maintain freeway volumes from increasing and slowing traffic further.

Response E.57: The above comment compares the results of construction health risk assessments for two different projects. There are considerable differences expected given the complexities of such an analysis. Key factors are the magnitude and type of emissions, location of the emissions, proximity of sensitive receptors with respect to prevailing wind flow, and type of exposure (i.e., infant, child or adult). Construction risk assessments assume that infants are present nearly continuously at all residential receptors.

As described in Master Response 5, this EIR evaluates the environmental impacts of the previous project. The purpose of the EIR is not to verify, validate, or compare

previous analyses completed for the project site. In addition, the project analyzed in the Measure D Environmental Site Assessment is similar to but different from the Specific Plan project.

The development assumptions regarding build-out duration, excavation required for the below-grade parking, and construction vehicle trips that were the basis of the Draft EIR analysis are described in Appendix B of the Draft EIR. MM AQ-2.1 describes numerous measures and requirements for project construction and operation, including requirements for construction equipment selection and use, and use of low-VOC architectural coatings. All mitigation measures adopted by the City would be subject to monitoring and enforcement by the City. The Specific Plan includes a requirement for project site electricity to be provided by Silicon Valley Clean Energy (SVCE) or another provider that sources electricity from 100 percent carbon free sources (Draft EIR page 33). The site's proximity to I-280 and freeway speeds does not affect the construction emission analysis for the project.

Comment E.58: IMPACT AQ-9

Implementation of the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would cumulatively contribute to cumulatively significant air quality impacts in the San Francisco Bay Area Air Basin.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-9.1: Implement MM AQ-3.1

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

This is very incomplete, this suggests the re-tenanted mall is the best alternative.

Response E.58: As described in the Draft EIR (page 81), in developing thresholds of significance for air pollutants, BAAQMD considers the emissions levels at which a project's individual emissions would be considered cumulatively considerable. Therefore, a project that has a project-level significant impact would also contribute considerably to a cumulative air pollutant impact. Details about the project and project alternative's impact are described in Impact AQ-3. The mitigation discussion for Impact AQ-3.1 also includes the proposed TDM program. Implementation of the proposed TDM program and MM AQ-3.1 would reduce the project and cumulative operational criteria air pollutant impact, but not to a less than significant level. The Occupied/Re-Tenanted Mall Alternative would not result in a significant operational criteria pollutant emissions impact. As described in the Draft EIR, the discussion of the re-tenanted mall alternative is for information purposes only; it is a permitted land use and can be implemented without further discretionary approvals from the City or environmental review under CEQA.

Comment E.59: 3.4 BIOLOGICAL RESOURCES
The conclusions that there are no significant impacts on biological resources are incorrect and mitigations are not achievable.

General Plan Strategy LU-19.1.13 "Retain trees along the Interstate 280, Wolfe Road and Stevens Creek Boulevard to the extent feasible, when new development are proposed."

The DEIR states: "The existing 1,125 trees on the project site were planted as part of the development of Vallco Shopping Mall and, therefore, are all protected trees."

Because of the closing of mall activities, there has very likely been an increase in wildlife on the site with less human presence.

Response E.59: Thresholds of significance for impacts to biological resources are defined in the Draft EIR (page 87-88) and are related to impacts on special status species, sensitive habitats, native wildlife corridors and nursery sites, conflicts with local policies or ordinances such as tree preservation policy, and conflicts with adopted Habitat Plans. While the closure of most mall activities may have resulted in an increase in urban wildlife on the site, the project site is still a fully developed site with no sensitive habitats present. The project and project alternatives include standard permit conditions (Draft EIR pages 88-89) to comply with the Migratory Bird Treaty Act and California Fish and Game Code related to impacts to nesting birds and raptors in the trees on-site. The Cupertino Municipal Code defines "protected tree," encourages their protection, and requires a permit prior to their removal. As described in the Draft EIR (pages 91-92), consistent with General Plan Strategy LU-19.1.13, future development under the proposed Specific Plan would retain all of the trees along I-280, Wolfe Road, and Stevens Creek Boulevard to the extent feasible. Those trees that are required to be removed would be replaced in accordance with the tree replacement ratios of the City Municipal Code Chapter 14.18.190. The comment does not provide information regarding what impact to biological resources would be significant and not mitigated.

Comment E.60: The city has demonstrated that they will approve construction of an excessively glazed structure, Apple Park, where both birds and humans will run into the glass and be harmed. There is no assurance that there will be care taken for the existing wildlife on site during construction, and no assurance there will be care in maintaining the habitat in the future. Referring to the Vallco SB 35 application excuse that there are essentially, too many ash trees on the property provides only an expectation that the developer intends to cut them all down.

A mitigation suggested includes: "*Prohibiting glass skyways and freestanding glass walls*" While renderings of the two story walkway over Wolfe Rd. show an all glass walled structure. Roof top amenities shown with tall glass walls. There does not appear to be any intention to enforce this mitigation.

Response E.60: The Specific Plan includes bird safe building design features, described in the Draft EIR (pages 32 and 90) to reduce potential for harm to birds. Refer to Master Response 1 regarding the relationship between the Specific Plan development parameters evaluated in the Draft EIR and the SB 35 project. The Draft

EIR does not include renderings; therefore, the remainder of the comment does not relate to the analysis in the Draft EIR.

Comment E.61: The following mitigation should be added, from Measure D VTCSP:

*"30. **Nitrogen Deposition Fee**: The Town Center/Community Park applicant and other project applicants for future development shall pay a Santa Clara Valley Habitat Conservation Plan/Natural Community Conservation Plan Nitrogen Deposition Fee to the Implementing Entity of the Habitat Conservation Plan, the Santa Clara Valley Habitat Agency, even though the fee would not otherwise be legally applicable to the future development. The Town Center/Community Park applicant shall pay the Nitrogen Deposition Fee commensurate with the issuance of building permits within the Town Center/Community Park.- source VTCSP 9212 report, JD Powers"*

Response E.61: As described in the Draft EIR (page 93), the project site is not located within an adopted Habitat Conservation Plan. Therefore, the project would not conflict with any such plan and no mitigation is required or proposed.

Comment E.62: Apply the following from VTCSP with multiple historical photographs and educational information boards.

"The Vallco Shopping District is designated as a City Community Landmark in the City's General Plan. The General Plan EIR concluded that the redevelopment of the Vallco site would not result in significant impacts to historic resources, if redevelopment is consistent with General Plan Policy LU-6.3.60 The VTCSP would be consistent with General Plan Policy LU-6.3 by providing a plaque, reader board and/or other educational tools on the site to explain the historic significance of the resource. The plaque shall include the city seal, name of resource, date it was built, a written description, and photograph. The plaque shall be placed in a location where the public can view the information.- source 9212 report JD Powers"

Include the history of environmental pollution of the orchard industry from the use of lead arsenate and DDT in the 'Valley of Heart's Delight", photos of child employment "cutting 'cots'", to environmental pollution from the computer industry including the Apple Park superfund site and pollutants at 19,333 Vallco Parkway (where pollutants like Freon and TCE were allegedly just dumped out the back door), and the onsite pollution already noted in this DEIR to the history of the site, to proposed project and alternatives.

Response E.62: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.63:

Figure 28: DEIR: Energy Demand

Table 3.6-1: Summary of Project and Project Alternative Energy Demand			
	Estimated Electricity Demand* (GWh per year)	**Estimated Natural Gas Demand*** (Btu per year)	**Estimated Gasoline Demand†** (million gallons per year)
Existing	7	703 million	2
Proposed Project	70	64 billion	12
General Plan Buildout with Maximum Residential Alternative	60	63 billion	10
Retail and Residential Alternative	45	57 billion	6
Occupied/Re-Tenanted Mall Alternative	19	12 billion	4

Notes: * The net energy demand is identified for the proposed project and project alternatives.
† The estimated gasoline demand was based on the estimated vehicle miles traveled discussed in Section 3.17 Transportation/Traffic and the average fuel economy of 35 mpg.
Source: Illingworth & Rodkin, Inc. *Vallco Special Area Specific Plan Air Quality and Greenhouse Gas Emissions Assessment.* May 2018. Attachment 2.

Because the city has no regulatory framework with which to ensure poorly operating equipment is used for the construction of the project, or for operation, or that energy would be purchased from one supplier over another, or that recycled water would come from one source over another, assumptions that the project will have less than significant impact are not verifiable. Additionally, proposed project requires 3 times the electricity, 5 times the natural gas, and 3 times the gasoline demand of the occupied/re-tenanted mall alternative.

Response E.63: The CEQA thresholds of significance for energy impacts are described in the Draft EIR (page 110) and are related to whether the project would consume energy in a wasteful manner during construction or operation, or if the project would conflict with a state of local plan for energy efficiency. The Draft EIR describes how the Specific Plan project would not use energy in a wasteful manner through proposing a high-density mix of uses at an infill site, as well as implementing a TDM program and constructing buildings in conformance with Title 24 and CALGreen building code. The City, through its Building Permit process, will ensure compliance with the building code and will also monitor implementation of the Draft EIR mitigation measures throughout project construction and operation. While the project would consume more energy than the Occupied/Re-Tenanted Mall Alternative, it would use the energy more efficiently on a per capita (resident and employee) basis.

Comment E.64: 3.7 GEOLOGY AND SOILS

There is very likely a huge amount of topsoil which was encased in the mounded soil to the north of the JC Penney building. Excavation of the site will remove any and all of what was once topsoil on the site and excavate up to 45’ below the top of curb on Wolfe Road for the subterranean parking structures.

Response E.64: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.65: 3.8 GREENHOUSE GASES AND AIR QUALITY AND GREENHOUSE GAS EMISSIONS ASSESSMENT

Baseline values are unacceptable due to their being a combination of an air quality monitoring station from the west side of Cupertino, in a neighborhood (Voss Avenue site which closed in 2013) and data from San Jose monitoring stations which are approximately 10 miles away. Meteorological data was used from 2006-2010 at the San Jose Mineta airport, which is both too old, too far from the site, and irrelevant due to the recent drought conditions. Project site, adjacent to the I-280, has had no relevant air quality monitoring, ever. Guidelines §15064.4 in conjunction with Guidelines § 15125 concerning project baselines ("An EIR must include a description of the physical environmental conditions in the vicinity of the project, as they exist at the time the notice of preparation is published, which was February 8, 2018. The most recent data used as a baseline was from 2016. There is no excuse for not actually monitoring the air quality at the site given the relatively low cost to rent the instruments and the immense size of this project. Additionally, the air quality expectations for the existing sensitive receptors throughout the construction process will impose an increased cancer risk, in particular during the 130 day architectural coating period, demolition phase, and excavation.

Figure 29: DEIR Air Quality Monitors

BAAQMD monitors air pollution at various sites within the Bay Area. The closest official monitoring station is located in Cupertino at 22601 Voss Avenue. However, that station closed in 2013, so data from San Jose are presented for years 2014 through 2016. Pollutant monitoring results for the years 2012 and 2013 at the Cupertino ambient air quality monitoring station are shown in Table 3.

TABLE 3 Ambient Air Quality at the Cupertino and San Jose Monitoring Stations

Pollutant	Average Time	Measured Air Pollutant Levels				
		Cupertino		San Jose		
		2012	2013	2014	2015	2016
Ozone (O_3)	1-Hour	0.083 ppm	0.091 ppm	0.089ppm	0.094 ppm	0.087 ppm
	8-Hour	0.067 ppm	**0.077 ppm (1 day)**	0.066 ppm	**0.081 ppm (2 days)**	0.066 ppm
Carbon Monoxide (CO)	8-Hour	0.73 ppm	ND	ND	ND	ND
Nitrogen Dioxide (NO_2)	1-Hour	0.045 ppm	0.042 ppm	0.058 ppm	0.049 ppm	0.051 ppm
	Annual	0.008 ppm	0.009 ppm	0.013 ppm	0.012 ppm	0.011 ppm
Respirable Particulate Matter (PM_{10})	24-Hour	41.5 µg/m³	33.5 µg/m³	**56.4 µg/m³ (1 day)**	**58.8 µg/m³ (1 day)**	41.0 µg/m³
	Annual	13.5 µg/m³	14.5 µg/m³	20.0 µg/m³	**21.9 µg/m³**	18.3 µg/m³
Fine Particulate Matter ($PM_{2.5}$)	24-Hour	27.5 µg/m³	**38.9 µg/m³**	**60.4 µg/m³ (2 days)**	**49.4 µg/m³ (2 days)**	22.7 µg/m³
	Annual	ND	8.5 µg/m³	8.4 µg/m³	9.9 µg/m³	8.4 µg/m³

Source: CARB, 2018. https://www.arb.ca.gov/adam/

Note: ppm = parts per million and µg/m³ = micrograms per cubic meter
Values reported in **bold** exceed ambient air quality standard
ND = No Data available.

Response E.65: CEQA Guidelines Section 15064.4 does not concern the project baseline. Rather, it is related to determining the significance of impacts of greenhouse gas emissions. CEQA Guidelines Section 15125 describes the need for an EIR to include a description of the environmental setting. The Draft EIR describes the ambient air quality in the project area over a several year period with the best available information. This environmental setting "will normally constitute the baseline physical conditions by which a lead agency determines whether an impact is significant."

In the case of air quality significance thresholds, BAAQMD does not add a project's emissions to the immediate area's environmental baseline. Instead, the thresholds represent the levels at which a project's individual emissions of criteria air pollutants or precursors would result in a cumulatively considerable contribution to the San Francisco Bay Area Air Basin's (SFBAAB's) existing air quality conditions.

Refer to Section 5.2 Response II.E.54. The Draft EIR used the most current and representative data available for the description of the baseline conditions, and this is the same data BAAQMD uses to describe existing conditions. BAAQMD has 30 monitoring stations throughout the Bay Area. The San José station is most representative of air quality at the project site. Air quality monitoring data collected by BAAQMD is carefully reviewed prior to publication. The ambient air quality data, which is excerpted and shown in Figure 29 in the above comment, was the most current data available at the time the Notice of Preparation was published for the project and the air quality analysis for the project was completed. The commenter is referred to BAAQMD's website for more information regarding the methods used to monitor ambient air quality conditions in sufficient detail for the Bay Area (see http://www.baaqmd.gov/research-and-data/air-quality-measurement). Monitoring ambient air quality at the site would not provide additional information that would be useful in analyzing air quality impacts.

Existing concentrations of ozone precursors and particulate matter in the background are considered to be unhealthy in the Bay Area. The thresholds used in the Draft EIR, which were recommended by BAAQMD, recognize these conditions. Areas of the state and country where ambient air quality conditions are considered healthy have much higher thresholds of significance. Modeling is used to predict the incremental effects and to evaluate whether or not they are significant impacts, assuming that background conditions are unhealthy.

The meteorological data used in the modeling is the latest available data that were obtained from BAAQMD. A five-year data set was used to consider annual fluctuations in meteorological conditions. The use of these data are appropriate for dispersion modeling of air pollutants and contaminants, as described by BAAQMD in its modeling guidance (see Air Quality Analysis, page 54 - [Bay Area Air Quality Management District (BAAQMD), 2012, Recommended Methods for Screening and Modeling Local Risks and Hazards, Version 3.0. May]). The modeling guidance is available on BAAQMD's website (http://www.baaqmd.gov/plans-and-climate/california-environmental-quality-act-ceqa/ceqa-tools).

Comment E.66: GHG assessment must require an analysis of how existing environmental conditions will impact future residents or users of the proposed project because "… the proposed project risks exacerbating environmental hazards or conditions that already exist (California Supreme Court Case No. S213478)." Proposed project will have operational GHG emissions in excess of BAAQMD thresholds. No accurate existing environmental conditions have yet been recorded.

Response E.66: It is unclear whether the commenter is referring to effect of GHG emissions or air pollutant or TAC emissions. There are no project-caused hazards created by the project's GHG emissions. Further, GHG emissions in the background are assumed to affect populations globally.

The BAAQMD CEQA Air Quality Guidelines (page 2-1) considers whether a project's individual emissions to contribute to existing cumulatively significant adverse air quality impacts that result in health effects described in the Draft EIR. Similar to criteria air pollutants, GHG emissions and global climate change also

contribute to cumulative impacts. GHG emissions contribute, on a cumulative basis, to the significant adverse environmental impacts of global climate change. Climate change impacts may include an increase in extreme heat days, higher concentrations of air pollutants, sea level rise, impacts to water supply and water quality, public health impacts, impacts to ecosystems, impacts to agriculture, and other environmental impacts. No single project could generate enough GHG emissions to noticeably change the global average temperature. The combination of GHG emissions from past, present, and future projects contribute substantially to the phenomenon of global climate change and its associated environmental impacts.

Comment E.67: Proposed project will exacerbate traffic in the area and especially on I-280, backing up and slowing down traffic. Free flowing traffic produces much less air pollution than stop and go traffic. Proposed project will exacerbate existing environmental hazards to the detriment of future residents and users. Proposed project will reduce and potentially trap airflow due to tall buildings planned and proposed 30 acre green roof which may further impede airflow and trap exhaust from traffic in the interior street grid. The green roof plans so far presented in Measure D and the Vallco SB 35 application thus far do not have living spaces directly under them to have the cooling benefit from the insulation and the roof is planned too high to mitigate air pollution for residents living below it where freeway air pollutants settle.

Response E.67: Criteria air pollutant emissions associated with operation of the previous project, specifically ROG, NO_X, and PM_{10}, were calculated and found to be significant (see discussion under Impact AQ-3 on pages 65-67 of the Draft EIR). The effect of traffic speed on vehicle emissions is complex, depending on the vehicle type and range of speeds. Freeway travel at higher speeds can have higher emissions rates just as lower speeds can also increase emission rates. The health risk for on-site receptors from I-280 vehicle traffic and other TAC sources is evaluated in the Draft EIR (pages 72-80). Proposed Specific Plan design guidelines (Draft EIR pages 31-32) would require future development to complete site-specific analysis to analyze health risk if sensitive receptors are located within the setbacks identified in Draft EIR Figures 3.3-1, 3.3-2, and 3.3-3.

The Draft EIR evaluates the impacts of the previous project, not the Measure D or Vallco SB 35 projects (refer to Master Responses 1 and 5). Refer to Section 5.2 Response II.E.54, which explains that no information is provided to support the above comment that the proposed green roof would create hazardous air quality.

Comment E.68: Plans from the Specific Plan process are not finalized but have all shown 2 levels of underground parking. The site location across the freeway and massive Apple Park parking garages make it even more impacted by the freeway because 14,200 Apple employees will work at that site (according to Cupertino Mayor Paul, 6,000 employees had occupied the site as of March, 2018 up from a few hundred in December, 2017) and have acceleration and deceleration off the freeway at the Wolfe Rd. exit.

Unfortunately, Vallco site is downwind of the I-280, yet the GHG modeling selected “variable” wind rather than the N NE calm conditions typical, in doing so the pollutants would dissipate differently than actual conditions. CO modeling within the site needs to be performed along with studying the other GHG emissions. This is imperative because (as the traffic study reflects, by showing high trip

reduction rates) people are expected to live and work on site and have retail needs met as well, potentially not leaving the area.

Response E.68: The dispersion modeling completed in the air quality analysis for the Draft EIR and included in Appendix B of the Draft EIR used a five-year meteorological data set that includes hourly wind conditions. These are the most representative modeling conditions for the site. The term "variable" meant that the wind speeds vary depending on the hour. Screening assessments used fixed wind conditions; however, this was a refined dispersion modeling assessment.

Carbon monoxide (CO) conditions do not require project-specific modeling because the traffic conditions are well below the screening level of 44,000 vehicles per hour. Note that CO levels have been declining for years due to reduced emission rates produced by newer model year vehicle. CO standards have been attained throughout the Bay Area for over 25 years. The project would not cause or contribute to a CO ambient air quality violation, as described under Impact AQ-5 on page 69 of the Draft EIR.

Comment E.69: GHG calculations assume an exhaust pipe height for all construction equipment of 16.9' which is innacurate.

Response E.69: The above comment mistakenly assumes the construction exhaust stacks are 16.9 feet tall. As stated on page 54 of the air quality analysis in Appendix B of the Draft EIR: "To represent the construction equipment exhaust emissions, an emission release height of 6 meters (19.7 feet) was used for the area source. The elevated source height reflects the height of the equipment exhaust pipes plus an additional distance for the height of the exhaust plume above the exhaust pipes to account for plume rise of the exhaust gases."

Comment E.70: 2 Million CY of soil export assumption may be increased due to the Specific Plan process currently stating 85% of parking will be subterranean.

Response E.70: The proposed Specific Plan includes below grade parking across the entire 51-acre site with 20-30 feet of excavation for two levels, totaling approximately two million cubic yards of excavated soil (Draft EIR page 30).

Comment E.71: Mitigation of Operational project that electricity would be purchased from a new company, Silicon Valley Clean Energy is not enforceable, and the assumption in GHG calculations that the site currently uses PG&E is not consistent with the Land Use chapter stating the site currently uses SVCE and will continue to do so.

Response E.71: The Specific Plan includes a requirement to use electricity from Silicon Valley Clean Energy (SVCE) or other provider that sources 100 percent carbon free electricity sources (Draft EIR page 33). As stated on page 108 of the Draft EIR, SVCE is the electricity provider for the City of Cupertino (including the project site). SVCE is a community-owned electricity provider for the majority of Silicon Valley communities, including Campbell, Cupertino, Gilroy, Los Altos, Los Altos Hills, Los Gatos, Milpitas, Monte Sereno, Morgan Hill, Mountain View,

Saratoga, Sunnyvale and unincorporated Santa Clara County. SCVE provides residential and commercial electricity customers with clean, carbon free electricity options at competitive prices, from sources like solar, wind and hydropower. They source the electricity, and PG&E delivers it over existing utility lines, and continues to do maintenance, billing and customer service. California's CCA law (AB 117, 2002) requires SVCE to become the default provider of electric generation for customers within SVCE's service area (such as the project site), and operate an opt out program for customers that do not want to use it.

The GHG analysis completed for the project and included in Appendix B of the Draft EIR assumes Silicon Valley Clean Energy, which is 100 percent carbon-free electricity, provides electricity to the site under existing, project, and project alternative conditions. SVCE is not a Utility Company selection available in CalEEMod model uses to estimate air quality and GHG emissions, so PG&E was selected and the emission rate within the model was modified to represent SVCE service to the site.

Comment E.72: Construction period PM 2.5 Exhaust and PM 10 Exhaust do not have PM 2.5 and PM 10 values resulting from demolition and excavation? They appear to just show exhaust.

Response E.72: As described in the Draft EIR (page 60) fugitive dust from demolition, grading, and construction is the dominant source of PM_{10} and $PM_{2.5}$ emissions and was included in the modeling. The term "exhaust" is used to cover all emissions of these particulates.

Construction emissions were computed based on use of the CalEEMod model using default conditions for the project. The BAAQMD CEQA Air Quality Guidelines recommend use of CalEEMod to quantify construction exhaust emissions only. The guidelines do not recommend quantification of construction particulate emissions; the application of construction mitigation measures is considered sufficient to control dust on all projects. The construction health risk assessment predicted fugitive $PM_{2.5}$ dust and included that in the risk assessment (see discussion under Impact AQ-7 on pages 70-80 in the Draft EIR and on pages 53-57 of the air quality and GHG assessment in Appendix B of the Draft EIR).

Comment E.73: DEIR GHG and Air Quality reports do not appear to have studied the cooling tower/central plant. The following has been modified from the JD Powers VTCSP 9212 report for the proposed project:

"The proposed project and alternatives will likely include a central plant (a stationary source), which would provide heating, ventilation, and air conditioning for most buildings. The central plant would consist of a condenser water system, cooling towers, and boilers. It is possible that operation of the central plant produce greenhouse gas emissions that would exceed the BAAQMD greenhouse gas threshold of significance for stationary sources. The proposed project should include the following EDF to reduce greenhouse gas emission impacts from the central plant:

"36. **Central Plant Boilers Carbon Offsets:** Prior to completion and operation of any Central Plant Boilers with emissions above 10,000 MT C02e/yr., the Town Center/Community Park

applicant and other project applicants for future development shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the operational emissions above 10,000 MT C02e/yr., on a net present value basis in light of the fact that the applicant shall acquire such credits in advance of any creation of the emissions subject to the offset.

Pursuant to CARB's Mandatory Reporting Requirements, applicant(s) shall register the Central Plant Boilers in the Mandatory Greenhouse Gas Emissions Reporting Program. The applicant(s) shall provide copies of carbon purchase contracts to CARB during registration.

The City would likely first require any feasible on-site modifications to the stationary source to reduce greenhouse gas emissions. If the greenhouse gas emissions from the stationary source could not be reduced below the BAAQMD threshold of significance, the City would likely require carbon credits (such as those identified in EDF 36) be purchased and that the credits be locally sourced (i.e., within the City of Cupertino, County of Santa Clara, or same air basin)."

Response E.73: Refer to Master Response 1. The Draft EIR evaluates the development parameters of the previous Specific Plan. The Specific Plan does not include a central plant.

Comment E.74: Here is the subterranean parking plan from the SB 35 application:

Figure 30: SB 35 Vallco Subterranean Parking Plan

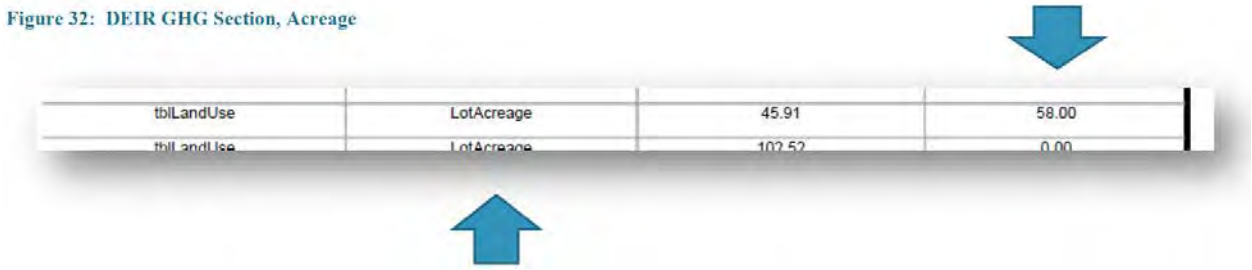
Here is the subterranean parking plan from Vallco Measure D, nearly identical:
Figure 31: VTC Hills at Vallco Subterranean parking Plan

General Comments: GHG emissions should be calculated for the actual construction period which is 6-8 years according to Vallco Property owner representative, Reed Moulds. By dividing tons of GHG by 10 year construction artificially lower results end up being compared to BAAQMD thresholds.

Response E.74: Refer to Master Responses 1 and 5, and Section 5.2 Response II.E.31.

Comment E.75: The Hyatt House construction will be complete before Proposed Project construction begins and should not be included in the study for construction emissions. The lot acreage input perhaps should read 50.82 acres, instead of 58.00 per the data entry because construction on other parcels is not part of this study, and would be completed, however the operational emissions would include buildout of the entire Vallco Shopping District Specific Plan Area:

Figure 32: DEIR GHG Section, Acreage



tblLandUse	LotAcreage	45.91	58.00
tblLandUse	LotAcreage	102.52	0.00

Response E.75: The air quality and GHG emissions modeling included construction and operation of 348 new hotel rooms, which slightly overpredicts the impacts given that 148 of the 348 hotel rooms are currently under construction. This approach to the analysis, while conservative, has a small effect on the overall emissions and does not change the conclusions with respect to impact findings and mitigation measures.

Comment E.76: The traffic volume at I-280 was incorrectly pulled from the referenced Caltrans traffic count. I-280, between Wolfe Rd. and Stevens Creek Blvd. has an AADT of 176,000 and between Wolfe Rd. and De Anza/Saratoga Sunnyvale Blvd. of 168,000:

Figure 33: Caltrans Traffic

2016 Traffic Volumes on California State Highways

Dist	Route	County	Postmile	Description	Back Peak Hour	Back Peak Month	Back AADT	Ahead Peak Hour	Ahead Peak Month	Ahead AADT
02	273	SHA	16.833	JCT. RTE. 299 W AND JCT. RTE. 44 E				1750	17400	15800
02	273	SHA	17.39	QUARTZ HILL/RIO	1700	17400	16200	1800	19300	19000
02	273	SHA	17.81	REDDING, BENTON DRIVE	1800	19300	19000	1950	21700	20800
02	273	SHA	18.622	LAKE BOULEVARD	1950	21700	20800	1250	12800	12700
02	273	SHA	18.92	TWINVIEW BOULEVARD	1250	12800	12700	860	14200	9000
02	273	SHA	19.77	CATERPILLAR ROAD	860	14200	9000	710	7300	7100
02	273	SHA	20.033	JCT. RTE. 5	710	7300	7100			
03	275	YOL	12.009	JCT. RTE. 50				1350	11300	9300
03	275	YOL	12.039	WEST SACRAMENTO, JCT. RTE. 84	1350	11300	9300	1850	18000	16500
03	275	YOL	13.077	SAC/YOL COUNTY LINE, END OF ROUTE	1850	18000	16500			
03	275	SAC	0	SAC/YOL COUNTY LINE, END OF ROUTE				1850	18000	16500
04	280	SCL R	0	SAN JOSE, JCT. RTES. 101/680				12600	169000	164000
04	280	SCL R	.366	MCLAUGHLIN AVENUE	13400	179000	174000	19800	264000	256000
04	280	SCL R	1.294	SAN JOSE, 10TH STREET	19800	264000	256000	17900	238000	231000
04	280	SCL R	1.992	SAN JOSE, JCT. RTE. 82	17900	238000	231000	18600	247000	240000
04	280	SCL R	2.522	SAN JOSE, JCT. RTE. 87	18600	247000	240000	15100	201000	195000
04	280	SCL R	2.875	SAN JOSE, BIRD AVENUE	15100	201000	195000	18600	248000	241000
04	280	SCL R	3.764	RACE STREET/SOUTHWEST EXPRESSWAY	18600	248000	241000	12900	172000	167000
04	280	SCL L	4.663	SAN JOSE, LELAND AVENUE	14400	193000	187000	15800	211000	205000
04	280	SCL L	5.408	SAN JOSE, JCT. RTES. 17/880	15800	211000	205000	15100	202000	195000
04	280	SCL L	5.954	SAN JOSE, WINCHESTER BOULEVARD	15100	202000	195000	17000	228000	220000
04	280	SCL	5.949	SAN JOSE, SARATOGA AVENUE	17000	228000	220000	14900	199000	192000
04	280	SCL	7.123	SAN JOSE, LAWRENCE EXPRESSWAY	14900	199000	192000	11600	155000	150000
04	280	SCL	7.388	STEVENS CREEK BOULEVARD	11600	155000	150000	13200	176000	170000
04	280	SCL	8.375	CUPERTINO, WOLFE ROAD	13200	176000	170000	12500	168000	162000
04	280	SCL	9.433	SARATOGA, SUNNYVALE/DE ANZA BOULEVARD	12500	168000	162000	11300	151000	146000

Caltrans, 2017. 2016 Annual Average Daily Truck Traffic on the California State Highway System. Available: http://www.dot.ca.gov/trafficops/census/

The GHG Assessment chose the lowest value from the Caltrans data to use (162,000 AADT), rather than the highest peak month value which would be a base rate of 176,000 AADT:

Figure 34: DEIR, GHG, Traffic

Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total Truck	Truck by Axle			
			2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The following data appears to have no source dividing up vehicular type, speed, and what type of emission each would have, and the 2029 predicted number of vehicles is too low, showing only 183,061 AADT:

Figure 35: DEIR, GHG, Traffic

Vallco Specific Plan, Cupertino, CA
I-280 Traffic Data and PM2.5 & TOG Emission Factors - 60 mph

Analysis Year = 2029

Vehicle Type	2016 Caltrans Number Vehicles (veh/day)	2029 Number Vehicles (veh/day)	2029 Percent Diesel	Number Diesel Vehicles (veh/day)	Vehicle Speed (mph)	Emission Factors: Diesel Vehicles DPM (g/VMT)	All Vehicles: Total PM2.5 (g/VMT)	All Vehicles: Exhaust PM2.5 (g/VMT)	Gas Vehicles: Exhaust TOG (g/VMT)	Gas Vehicles: Running TOG (g/VMT)
LDA	112,843	127,512	1.30%	1,658	60	0.0017	0.0188	0.0011	0.0069	0.037
LDT	44,038	49,763	0.19%	96	60	0.0036	0.0188	0.0011	0.0098	0.066
MDT	2,466	2,786	11.24%	313	60	0.0064	0.0220	0.0015	0.0165	0.156
HDT	2,654	2,999	90.45%	2,713	60	0.0037	0.0527	0.0033	0.0264	0.070
Total	162,001	183,061	-	4,780	60	-	-		-	-
Mix Avg Emission Factor						0.00315	0.01941	0.00110	0.00785	0.04671
Increase From 2016		1.13								
Vehicles/Direction		91,530		2,390						
Avg Vehicles/Hour/Direction		3,814		100						

Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total* Truck	Truck by Axle			
			2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The predicted ADT for I-280 was not included in the GHG calculation which has a 2029 starting date. The following VTA study shows the 2035 ADT predictions for segment A (Vallco site is within segment A). There should be a 2040 AADT prediction available as well. The 2035 forecast was for a total of 284,492 ADT for 2035.

Figure 36: VTA 2035 Forecast

Table 11: I-280 Future Traffic Projections

Forecast Future Conditions – 2035											
Segment	Directional										Truck %
	NB AM peak hr	SB AM peak hr	NB PM peak hr	SB PM peak hr	NB AM peak hr V/C	SB AM peak hr V/C	NB PM peak hr V/C	SB PM peak hr V/C	NB AADT	SB AADT	
A	10,435	9,029	11,052	10,333	**1.24**	**1.07**	**1.32**	**1.23**	150,496	133,996	3.1%
B	7,875	7,875	7,088	7,875	0.83	0.83	0.75	0.83	90,625	84,306	3.3%
C	6,235	8,400	8,400	5,979	0.74	**1.00**	**1.00**	0.71	74,674	71,604	2.3%
D	6,991	8,400	8,400	5,851	0.83	**1.00**	**1.00**	0.70	76,490	72,706	1.7%
E	7,834	8,400	8,400	8,400	0.93	**1.00**	**1.00**	**1.00**	119,725	125,179	0.9%
F	8,400	5,480	6,016	8,400	**1.00**	0.65	0.72	**1.00**	102,705	106,516	1.7%
G	7,350	3,595	5,106	6,043	**1.17**	0.57	0.81	0.96	71,565	60,838	2.5%
H	3,915	1,921	2,421	3,174	0.93	0.46	0.58	0.76	36,098	33,503	2.1%

Source: Caltrans, District 4

Source: http://www.dot.ca.gov/dist4/systemplanning/docs/tcr/I280draft_final_tcr_signed_07162013_nr_ig.pdf

Response E.76: The correct Caltrans data were used and the different trucks by axle that are anticipated to be used on the site were used to develop the vehicle fleet mix per the EMFAC2017 model. The model predicts annual conditions. For this reason, average annual traffic conditions are used, not peak month traffic as suggested in the above comment.

Comment E.77: GHG assessment has errors in selecting the AM and PM speeds of traffic, in particular the PM peak period average travel speed of 60 MPH is incorrect, not consistent with the CMP data they used (or our own observations) which is on the following page:

Table 4.7 2016 Freeway LOS – AM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	07:40 - 08:00	22	22	C	C	66	66	4360	1460
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	08:00 - 08:20	21	12	C	B	66	67	4160	810
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	08:00 - 08:20	75	48	F	E	24	45	5400	2160
119	I-280	WB	De Anza Blvd.	SR 85	1.31	4	3	1	08:00 - 08:20	76	46	F	D	23	47	5250	2170

Table 4.8 2014 Freeway LOS – PM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	18:00 - 18:20	74	63	F	F	24	40	5330	2520
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	18:20 - 18:40	61	42	F	D	32	60	5860	2520
121	I-280	WB	Lawrence Expwy.	Wolfe Rd.	1.24	4	3	1	16:00 - 16:20	25	12	C	B	66	70	4950	840
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	16:40 - 17:00	27	14	D	B	66	70	5310	980

http://vtaorgcontent.s3-us-west-amazonaws.com/Site_Content/Final%20MC%20Report%202016.pdf

"For all hours of the day, other than during peak a.m. and p.m. periods, an average free-flow travel speed of 65 mph was assumed for all vehicles other than heavy duty trucks which were assumed to travel at a speed of 60 mph. Based on traffic data from the Santa Clara Valley Transportation Authority's 2016 Congestion Management Program Monitoring and

Conformance Report, traffic speeds during the peak a.m. and p.m. periods were identified.15 For two hours during the peak a.m. period an average travel speed of 25 mph was used for west-bound traffic. For the p.m. peak period an average travel speed of 60 mph was used for east-bound traffic. The free-flow travel speed was used for the other directions during the peak periods." -GHG Assessment p. 39-40

Response E.77: The above italicized text is excerpted from the air quality and greenhouse gas assessment completed for the project and included in Appendix B of the Draft EIR. The text describes the traffic speeds and assumptions for I-280 in context of the analysis of health risk to sensitive receptors at the project site from sources of toxic air contaminants (TACs) including diesel particulate matter (DPM) and $PM_{2.5}$. The health risk assessment is not sensitive to changes in speed during the peak hour and this is a period when dispersion conditions are favorable, i.e., higher wind speeds (greater horizontal dispersion) and neutral to unstable conditions contribute to more vertical dispersion. Tire, brake and re-entrained roadway dust are not speed dependent emissions, and they are the primary factors in determining $PM_{2.5}$ impacts.

A supplemental air quality memo was completed and added to Appendix B of the Draft EIR (refer to Section 5.0). This supplemental memo includes a revised health risk assessment that assumes an average travel speed of 30 mph for two hours during the PM peak period for eastbound traffic on I-280. The revised analysis and results show there is no change to the severity of impacts or the impact conclusions in the Draft EIR.

Comment E.78: IMPACT GHG-1

Impact GHG-1: The project (and General Plan Buildout with Maximum Residential Alternative) would not generate cumulatively considerable GHG emissions that would result in a significant cumulative impact to the environment.

Less than Significant Cumulative Impact with Mitigation Incorporated

An additional mitigation should include those offered for Measure D, VTCSP:

*"EDF 18. **Transportation Demand Management Plan:** Consistent with the Plan Area's environmental design features, require the preparation and implementation of a Transportation Demand Management ("TDM") Plan with an overall target of reducing Specific Plan office generated weekday peak hour trips by 30 percent below applicable Institute of Transportation Engineers trip generation rates…" – source VTCSP 9212 report, JD Powers."*

Response E.78: As described in the Draft EIR (page 30), the proposed Specific Plan includes a TDM program. A TDM program is also identified as mitigation (see MM TRN-1.1 on page 310 of the Draft EIR). Refinements to the proposed TDM program and mitigation measure have been made and are shown as text revisions to pages 33 and 310 of the Draft EIR in Section 5.0 of this Final EIR. As updated, the TDM program would require proposed office uses to achieve a a minimum of 34 percent non-single-occupant vehicle (non-SOV) mode share, which would be enforced via trip cap monitoring and penalties for non-compliance.

Appendix H of the Draft EIR, as well as the text revisions to page 33 of the Draft EIR, describe the potential TDM measures to be included in the program.

Comment E.79: GHG-1 conclusion that mitigations result in less than significant cumulative impacts is inconsistent with the data from the GHG report which clearly states that the project during construction and at build out would exceed the GHG thresholds of BAAQMD, and that was determined spreading out all emissions over a period of 10 years for the construction phase which is not the actual timeline presented by the developer of 6-8 years:

Response E.79: Refer to Master Response 2 and Section 5.2 Response II.E.74.

Comment E.80: Figure 37: DEIR, GHG, Construction Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

ROG is likely due primarily from architectural coatings, as the previous Vallco Town Center Measure D Environmental Assessment showed in the Vallco Town Center Environmental Assessment PDF p 652/2023 included in the NOP EIR comments and submitted to the city:

Figure 38: DEIR, GHG, Notice Days of Construction

Table AQ-3
Daily Construction Mass Emissions, With EDFs
Town Center/Community Park
Cupertino, California

Project Construction	CAP Emissions (lb)			
	ROG	NOx	Exhaust PM_{10}	Exhaust $PM_{2.5}$
Off-Road Emissions	1,225	6,890	136	125
On-Road Emissions	5,282	90,773	4,188	1,956
Paving Off-Gas Emissions	60	-	-	-
Architectural Coating	43,726	-	-	-
Total	**50,293**	**97,663**	**4,324**	**2,081**
Length of Construction (calendar days)	1,825			
Average Daily Emissions (lb/day)	**28**	**53.5**	**2.4**	**1.1**
BAAQMD Significance Threshold (lb/day)	54	54	82	54

Abbreviations:
CAP: Criteria Air Pollutant
EDF: Environmental Design Feature
lb: pounds
NOx: nitrogen oxides
PM: particulate matter
ROG: reactive organic gases

The Environmental Assessment for Vallco Town Center Measure D was included in the EIR NOP comments, the following table shows errors in calculating the criteria pollutants, by dividing the entire construction period into the various pollutants, a much lower daily value is attained, this would not be the case since, architectural coatings will not be applied for the entire multi-year construction time frame, however, the GHG technical report shows 130 days or about 4 months which would likely result in extremely hazardous levels of ROGs.

Figure 39: DEIR, GHG, 130 Days for Architectural Coating

Construction Phase

Phase Number	Phase Name	Phase Type	Start Date	End Date	Num Days Week	Num Days	Phase Description
1	Demolition	Demolition	1/1/2019	7/1/2019	5	130	
2	Site Preparation	Site Preparation	7/2/2019	10/17/2019	5	78	
3	Grading	Grading	10/18/2019	6/29/2020	5	182	
4	Building Construction	Building Construction	6/30/2020	12/20/2027	5	1950	
5	Paving	Paving	12/21/2027	6/19/2028	5	130	
6	Architectural Coating	Architectural Coating	6/20/2028	12/18/2028	5	130	

Referring back to Table 6, the tonnage of ROGs expected is 41.1, and about 80% of that is from Architectural Coatings. 130 days for architectural coatings that would be approximately 632 lbs/day which is more than ten times the BAAQMD threshold. 41.1 tons of ROG emissions x 2000 lbs/ton/130 days = 632 lbs/dayx80%= 505.6 lbs of ROGs per day over a roughly four month period!

On-road emissions would be concentrated into a couple of years. Since the Proposed Project and alternatives are larger than Measure D, we can expect even larger exceeding of the BAAQMD thresholds.

Response E.80: The Draft EIR does not verify, validate, or compare previous analyses completed for the project site or for any project other than the previous project. Refer to Master Response 5. CalEEMod predicts that if the project were built in one phase, there would be 130 days of architectural coatings. The BAAQMD CEQA Air Quality Guidelines, however, identify an average daily threshold of significance. Therefore, construction emissions were averaged over the duration of project construction and compared to the average daily threshold.

Comment E.81: Operational air pollution thresholds per BAAQMD are lower than the construction thresholds and only PM 2.5 is not exceeded by the project but very likely exceeded by the freeway contribution. Operational Air Pollutant emissions, subtracts the existing emissions, however, that does not make sense. The threshold is in tons per year produced of GHG, not whether the project will increase the emissions by more than the threshold.

TABLE 7 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Existing Operational Emissions (tons)	2.65 tons	5.29 tons	5.82 tons	1.58 tons
Occupied/Re-Tenanted Mall Alternative Emissions (tons)	9.83 tons	14.26 tons	15.19 tons	4.16 tons
Net Emissions (minus Existing)	7.18 tons	8.97 tons	9.37 tons	2.58 tons
Proposed Project (tons)	26.23 tons	35.20 tons	39.50 tons	10.93 tons
Net Proposed Project (minus Existing)	23.58 tons	29.91 tons	33.68 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	30.29 tons	33.61 tons	37.29 tons	10.39 tons
Net Emissions (minus Existing)	27.64 tons	28.32 tons	31.47 tons	8.81 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	28.92 tons	20.18 tons	20.95 tons	5.98 tons
Net Emissions (minus Existing)	26.27 tons	14.89 tons	15.13 tons	4.40 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Average Daily Existing Emissions (pounds)[1]	14.5 lbs.	29.0 lbs.	31.9 lbs.	8.7 lbs.
Net Average Daily Occupied/Re-Tenanted Mall Alternative Emissions (pounds)[1]	39.3 lbs.	49.2 lbs.	51.3 lbs.	14.1 lbs.
Net Average Daily Proposed Project Emissions (pounds)[1]	129.2 lbs.	163.9 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	151.5 lbs.	155.2 lbs.	172.4 lbs.	48.3 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	144.0 lbs.	81.6 lbs.	82.9 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation.				

Figure 40: DEIR, GHG, Mitigated Emissions

TABLE 8 Mitigated 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Proposed Project (tons)	24.94 tons	35.18 tons	39.49 tons	10.93 tons
Net Proposed Project (minus Existing)	22.29 tons	29.89 tons	33.67 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	28.56 tons	33.52 tons	37.28 tons	10.38 tons
Net Emissions (minus Existing)	25.91 tons	28.23 tons	31.46 tons	8.80 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	26.96 tons	20.04 tons	20.94 tons	5.97 tons
Net Emissions (minus Existing)	24.31 tons	14.75 tons	15.12 tons	4.39 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Proposed Project Emissions (pounds)[1]	122.1 lbs.	163.8 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	142.0 lbs.	154.7 lbs.	172.4 lbs.	48.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	133.2 lbs.	80.8 lbs.	82.8 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation.				

Mitigation Measure AQ-3: Require the use of Low VOC paint for ongoing architectural coating and no hearths. The project applicant shall require the use of Low VOC paint (i.e., 50 g/L or less) on all operational architectural coatings and that no hearths or fireplaces by installed in the residential uses (including natural gas-powered).

http://www.cupertino.org/home/showdocument?id=20886

Response E.81: The BAAQMD thresholds for operational emissions and construction emissions are similar. Operational emission thresholds are described as maximum annual emissions (tons) and also as average daily emissions (pounds) over the same maximum year. The operational thresholds of significance are for the emissions generated by the project, including emissions from project vehicle trips and all emissions components of PM_{10} and $PM_{2.5}$. Construction emissions, by contrast, only include the exhaust components.

When the project is operational, the existing uses generating emissions will no longer be present on the site; therefore, the existing emissions are subtracted to calculate the net project emissions. As stated on page 4-2 of the BAAQMD CEQA Guidelines: "If a proposed project involves the removal of existing emission sources, BAAQMD recommends subtracting the existing emissions levels from the emissions levels estimated for the new proposed land use." As shown on page 66 of the Draft EIR in Tables 3.3-5 and 3.3-6, the net operational emissions from the project would exceed the BAAQMD thresholds for ROG, NO_x, and PM_{10}.

Comment E.82: BL2: DECARBONIZED BUILDINGS

Air quality modeling used the old data from an air quality monitoring station set up to study Lehigh Cement and situated on Voss Road which is not adjacent to the I-280 and closed in 2013 making the data irrelevant. Additionally, that data was during a period of lesser traffic regionally.

Providing clean energy to the site through an alternative fuel provider is not a mandate. This is potential mitigation. Proposed Project may need to purchase less expensive energy. The assumption that Silicon Valley Clean Energy is the energy provider for the site ignores future condominium, retail, and office space lessors and owners from choosing which energy company serves them. This assumption is unacceptable, any GHG reductions based on this assumption need to be removed.

"Electricity is provided to the site by Silicon Valley Clean Energy (SVCE). SVCE customers are automatically enrolled in the GreenStart plan, which generates its electricity from 100 percent carbon free sources; with 50 percent from solar and wind sources, and 50 percent from hydroelectric. Customers have the option to enroll in the GreenPrime plan, which generates its electricity from 100 percent renewable sources such as wind and solar"

Response E.82: The air quality modeling did not use data from the air quality monitoring station set up to study Lehigh Cement. Refer to Section 5.2 Response II.E.54 regarding the characterization of ambient air quality and Response II.E.71 regarding the project's use of SVCE electricity. The Specific Plan requires the project to utilize SVCE or an alternative 100 percent carbon-free power source (Draft EIR page 33). SVCE is the default energy provider in the City of Cupertino, so users would have to "opt out" to avoid using it, and SVCE does not cost more than alternative providers. Methods to ensure tenant and owner use of SVCE power could include noting it in the CC&Rs and/or disclosure papers tenants and owners must sign in leases and sales agreements. Given the ease and affordability of SVCE use, it is speculative to assume residential, office, and commercial tenants and owners would choose not to use SVCE. For these reasons, no further analysis is required or provided.

Comment E.83: BL4: URBAN HEAT ISLAND MITIGATION

"Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would reduce the urban heat island effect by incorporating measures such as cool surface treatments for parking facilities, cool roofs, cool paving, and landscaping to provide well shaded areas."

There is no approved Specific Plan to make this determination. Any GHG reductions based on this assumption, must be removed.

Response E.83: The comment cites design policies proposed by the Specific Plan (Draft EIR page 31), which would be applied to future development under the Specific Plan.

Comment E.84: NW2: URBAN TREE PLANTING

Consistent: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would provide a comfortable, well- shaded environment.

This statement does not mandate tree planting. The cause of shade is not described, it could be a building blocking direct light. With a 30 acre green roof, what trees would be at street level?

Response E.84: As described in the Draft EIR (page 92), tree preservation where feasible, and planting of replacement trees where trees are removed is a standard permit condition for future development under the proposed Specific Plan.

Comment E.85: There is an error in calculating Construction Period emissions because they use the entire 10 year construction period to get a better outcome of the pounds per day of emissions. Additionally, Sand Hill Property Company representative Reed Moulds stated in the Vallco presentation meeting presented by the League of Women Voters and the Chamber of Commerce, linked here: https://youtu.be/hiDvHM027R4 that construction would be 6-8 years, not 10. The bulk of the construction exhaust would occur in demolition and haul off which would be a matter of months and not years. There would be peaks in the construction emissions and they will likely exceed BAAQMD thresholds. This chart needs to be recalculated taking into consideration the reality of the construction timeline:

Figure 41: DEIR, GHG, Construction Period Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

"…estimated 2,600 construction workdays (based on an average of 260 workdays per year). Average daily emissions were computed by dividing the total construction emissions by the number of construction days"

Even with mitigation methods and spreading out the NOx generated from construction over 10 years, only a 25% reduction in NOx was achieved, and it did not meet the BAAQMD threshold. Are there more mitigations available?

Response E.85: Refer to Section 5.2 Response II.E.31. Duration periods were calculated for the various construction elements, as shown in Draft EIR Appendix B, Air Quality and GHG Assessment, Attachment 2, CalEEMod Input and Output Worksheets, Table 3 Construction Phase, Construction Detail (page 262); all construction elements were not distributed over a 10 year period. Compared to a

shorter construction schedule, a 10-year construction schedule results in greater total construction emissions. Mitigation measure MM AQ-2.1 on pages 62-64 of the Draft EIR contains feasible measures to reduce construction period emissions.

Comment E.86: Construction haul is shown to be 20 miles for demolition, has this been verified? No actual location has been stated to accept materials. Is the 20 miles round trip? What accepting locations are within 10 miles? Within 20 miles for hazardous material drop off (asbestos)?

Response E.86: The 20-mile (one-way) haul trip length is the default CalEEMod haul trip length. Newby Island Sanitary Landfill, located at 1601 Dixon Landing Road in San José, (approximately 16 miles from the project site) and Guadalupe Landfill, located at 15999 Guadalupe Mines Road (approximately 15 miles from the project site,) both accept contaminated soils and hazardous materials including asbestos. Refer to Section 5.2 Response II.E.42.

Comment E.87: Existing mall does not have enclosed parking garages with elevator which the GHG states. If this means that the parking garages have walls and requisite blowers to bring in fresh air, then this assumption would have an associated energy consumption inconsistent with the current mall parking. Much of the parking is at grade with no garage structure. Where there are parking garages, they are open.

Plan provides incomplete data on fuel usage.

Response E.87: Refer to Section 5.2 Response II.E.71. Since the energy provider is SVCE, which is 100 percent carbon-free electricity, the selection of an enclosed or an unenclosed parking structure would not affect the GHG emissions computed by CalEEMod. The difference between the two uses is the slight increase in electricity consumption that would result in a proportionate increase in GHG emissions. Because SVCE would deliver carbon-free electricity, that difference would not equate to a difference in GHG emissions.

The energy use (including gasoline demand) for the project is discussed in Section 3.6 Energy of the Draft EIR (and as revised in Section 5.0 of this Final EIR).

Comment E.88: 3.9 HAZARDS AND HAZARDOUS MATERIALS
Because hazardous materials have already been noted onsite, the distance required to find an accepting landfill must be added into the GHG travel distance for hauling.

Response E.88: Refer to Section 5.2 Response A.86.

Comment E.89: 3.9.1.3 OTHER HAZARDS
The 30 acre green roof may pose a fire hazard. The SB 35 application suggested equipping golf carts on the roof with fire fighting equipment. What mitigations are going to be implemented for Proposed Project and alternatives? To what standard?

3.9.2.1 HAZARDS AND HAZARDOUS MATERIALS IMPACTS
Wildfire hazard from the green roof may be excessive without a mitigation plan. Emergency response may be too slow given the complex structures.

Response E.89: The Santa Clara County Fire Department (SCCFD) was consulted during the preparation of the Draft EIR regarding the previous project and project alternatives. The previous project, General Plan Buildout with Maximum Residential Alternative, and Housing Rich Alternative would include a 30-acre green roof. As stated on page 245 of the Draft EIR under Impact PS-1, "the SCCFD confirmed that the project (and project alternatives) would be adequately served by existing fire protection facilities and response time goals would be met." The SCCFD did not identify any additional fire protection facilities or equipment required to provide service for the project and project alternatives. As described in the Draft EIR (page 245), future development under the previous Specific Plan and project alternatives would be subject to current Building and Fire Code standards, would undergo plan review by the Santa Clara County Fire Department, and would comply with General Plan policies HS-3.2 and HS-3.7 that call for involving the Fire Department in the early design stage to assure Fire Department input, that adequate fire protection is built into the design of multi-story buildings, and on-site fire suppression material equipment.

Comment E.90: 3.10 HYDROLOGY AND WATER QUALITY

Proposed project and all alternatives (other than re-tenanted mall) drastically alter the existing terrain. Over 2 Million Cubic Yards of soil cut is expected in all plans and an untested green roof over 30 acres is proposed for two of the options. The entire site will be encased in concrete or other non-permeable surface. Attempting to have rainfall percolate into the soil would be extremely difficult given the site plan. The amount of storage area for rainfall to reuse for 50.82 acres would be a prohibitive expense.

The city cannot conclude that the roof park, which is sloped and of unknown depth, can or would absorb the same amount of rainfall that a flat grass park would. If the space is landscaped to be drought tolerant, there may be many open spaces and exposed gravel, concrete, and other impermeable areas. There is proposed public entertainment space planned on the roof which would not be permeable.

Response E.90: As described in the Draft EIR (pages 153-155) the previous project (and General Plan Building with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative) would result in a decrease in the total amount of impervious surfaces on-site, resulting in a corresponding decrease in surface runoff. The Draft EIR does not compare the absorption ability of the proposed green roof with a flat grass park; it is compared to the existing condition. Future development under the proposed Specific Plan and project alternatives would be subject to Standard Permit Conditions requiring compliance with the NPDES General Construction Activity Storm Water Permit and Provision C.3 of the NPDES permit for post-construction management of storm water quantity and quality.

Comment E.91: If recycled water is used, and any chemical fertilizers, on the green roof, these will concentrate and enter the water supply. If this runoff is collected and reused on the roof, it will further concentrate. Should gray water also be collected and used for irrigation, this may further degrade the chemical build up on the roof. These issues need to be very carefully thought out. The green roof is an experiment and further analysis into what the runoff coefficient would be is required.

The depth of groundwater may be of concern should an additional level of subterranean parking be required, given the shallow depth of the drainage trench along the north end of the property.

The project will interfere with groundwater recharge because the consumption of recycled water for the green roof, when it becomes available will redirect that water from being used for groundwater recharge.

Response E.91: Refer to Section 5.2 Response II.E.90. Future development under the proposed Specific Plan and project alternatives would be subject to Standard Permit Conditions requiring Best Management Practices (BMPs) to protect groundwater from pollutant loading. The depth to groundwater is 68 feet or greater, so it is not anticipated that groundwater would be encountered during project construction. The project site is already fully developed and not conducive to groundwater recharge; therefore, redevelopment of the site through implementation of the Specific Plan would not substantially interfere with groundwater recharge (Draft EIR page 156). Green roofs are no longer considered an experiment; there are currently several green roofs on buildings in San Francisco.

Comment E.92: 3.11 LAND USE AND PLANNING
Impact LU-2 assumes the General Plan has no residential allocation controls in place, therefore residential alternatives above proposed project are not consistent with the General Plan.
DEIR, states in 2.4.2:

"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".

Response E.92: As described in the Draft EIR (page 16), the previous project, General Plan Buildout with Maximum Residential, Retail and Residential Alternative, and Housing Rich Alternative would require General Plan amendments at the time of adoption of the Specific Plan, including amending Table LU-1.

Comment E.93: Table 3.11.11 has errors due to assuming some type of construction would result in disturbing the exterior environment of the existing mall in the re-tenanted mall option. The assumptions regarding the other alternatives would need to be verified after any corrections are made based on comments to DEIR.

Response E.93: For the purposes of the Draft EIR analysis, it is assumed that minor modifications to the interior and/or exterior of the existing buildings would occur under the Occupied/Re-Tenanted Mall Alternative. It is unlikely the Mall would be re-occupied in exactly its current state without any upgrades.

Comment E.94: The minimization of impermeable surfaces strategy is dependent on whether there is a ground level park. If the re-tenanted mall has areas converted to above grade parking structures, then that option would increase permeable surface area.

Response E.94: The statement in the Draft EIR that the project and project development alternatives would result in a reduction of on-site impervious surfaces is not dependent upon whether there is a ground level park. The Draft EIR does not assume construction of above grade parking structures for the Occupied/Re-tenanted Mall Alternative.

Comment E.95: Policy ES-7.1: This policy is violated by proposed project and alternatives. Strategy ES-7.1.1: The concentration of dissolved solids in the recycled water, along with 30 acres of space requiring fertilizer, may result in unacceptable storm water runoff. Policy ES-7.2: the green roof may increase runoff amounts, it is not the same as park on grade from a hydrologic standpoint. Strategy ES-7.2.3: onsite filtration is beyond the scope of capabilities of a typical development. Policy ES-7.3: this is an unacceptable mitigation because of the scientific background required to monitor the runoff. This should be the responsibility solely of the owner and not suggest volunteers perform this duty.

Response E.95: Refer to Section 5.2 Responses II.E.90 and II.E.91. Policy ES-7.3 states: "Ensure that surface and groundwater quality impacts are reduced through development review and volunteer efforts." The reference to volunteer efforts in this policy relates to voluntary versus required measures to reduce water quality impacts, not the classification of a person monitoring water quality.

Comment E.96: Policy HE-4.1: This policy is violated because there is an excessive amount of green roof space proposed for the 800 residential units in Proposed Project.

Response E.96: The Draft EIR (pages 31, and 110-114) describes how the project and development alternatives will encourage energy and water conservation.

Comment E.97: Policy HS-3.2: Fire Department must study the green roof for emergency access and fire prevention.

Response E.97: Refer to Section 5.2 Response II.E.89.

Comment E.98: Policy HS-8.1: This policy is violated due to excessive construction and operational noise.
Policy HS-8.3: Likely violated because construction vibrations may not be mitigated.

Response E.98: The Draft EIR (Section 3.13) includes standard permit conditions and mitigation measures that future Specific Plan development would implement to reduce construction and operational noise and vibration, in accordance with Policy HS-8.3.

Comment E.99: Strategy LU-3.3.1, LU- 3.3.2, LU-3.3.3: These strategies are not followed. The existing AMC is 83' in height. The adjacent 19,800 Wolfe Rd. apartment building is 61' to tallest parapet. Apple Park maximum height is 75'. The Apple Park parking garages across the I-280 are 48'. The scale of proposed project and alternatives is more than double the height of any building in the area and it is much denser.

Response E.99: As described in the Draft EIR (page 31), the previous Specific Plan includes design policies to require future development to be visually compatible with adjacent residences through the use of buffers, landscaping, screening, building transitions, and other privacy measures. Future Specific Plan development would be subject to City Architectural and Design Review to maximum compatibility of the project and surrounding development.

Comment E.100: Strategy LU-19.1.4: The proposed projects shown at the Opticos Charrettes have insufficient retail. The residential amounts over 800 are inconsistent with the General Plan.

Response E.100: The Draft EIR evaluates the development parameters of the previous Specific Plan and project alternatives. Refer to Master Response 2. Also, refer to Section 5.2 Response II.E.3 regarding the need for amendments to the General Plan for the project and project alternatives.

Comment E.101: Policy M-1.2: Proposed project degrades traffic LOS excessively.

Response E.101: The Draft EIR (Section 3.17) evaluates the traffic impacts of the previous project and project alternatives and identifies mitigation measures, where feasible.

Comment E.102: Impact LU-4: Due to the Combination of Apple Park, Hamptons, Main Street Cupertino, and Proposed Project and alternatives, the project will have a cumulatively considerable contribution to a significant cumulative land use impact.

Response E.102: As stated in the Draft EIR (page 195), the project and project alternatives would not divide an established community and are consistent with applicable General Plan policies for the purpose of avoiding or mitigating environmental effects. For this reason, the Draft EIR concludes the project (and project alternatives) would not have a cumulatively considerable contribution to a significant cumulative land use impact.

Comment E.103: 3.12 MINERAL RESOURCES
Agree with DEIR.

Response E.103: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.104: 3.13 NOISE AND VIBRATION
Loud noise can cause hearing loss. The construction noise over the 10 year period may cause hearing loss for sensitive receptors and patrons of the surrounding retail areas. An outdoor concert venue in the proposed project or alternatives, will very likely result in hearing loss.

Response E.104: Long or repeated exposure to sounds above 85 dBA can cause hearing loss. The Draft EIR (page 215) conservatively assumed that construction activities on the site would exceed 80 dBA at the property lines of nearby existing residences. Typical hourly average construction-generated noise levels typically range from 78 to 89 dBA Leq at a distance of 50 feet from the center of the site, and noise levels drop off at a rate of about six dBA per doubling of distance between the source and the receiver. Implementation of the mitigation measures and conditions of approval described in the Draft EIR (page 215-217) would reduce construction noise to the extent feasible. Even with the measures, construction noise of individual projects may not be feasibly mitigated; therefore, impacts from construction noise were found to be significant and unavoidable with mitigation incorporated. No outdoor concert venue is proposed as part of the project or alternatives studied in the Draft EIR or EIR Amendment.

Comment E.105: The future noise contours from the DEIR indicate that walking along Wolfe Rd., Stevens Creek Blvd. and the proposed bike path along the I-280 will have areas above 80 dB.

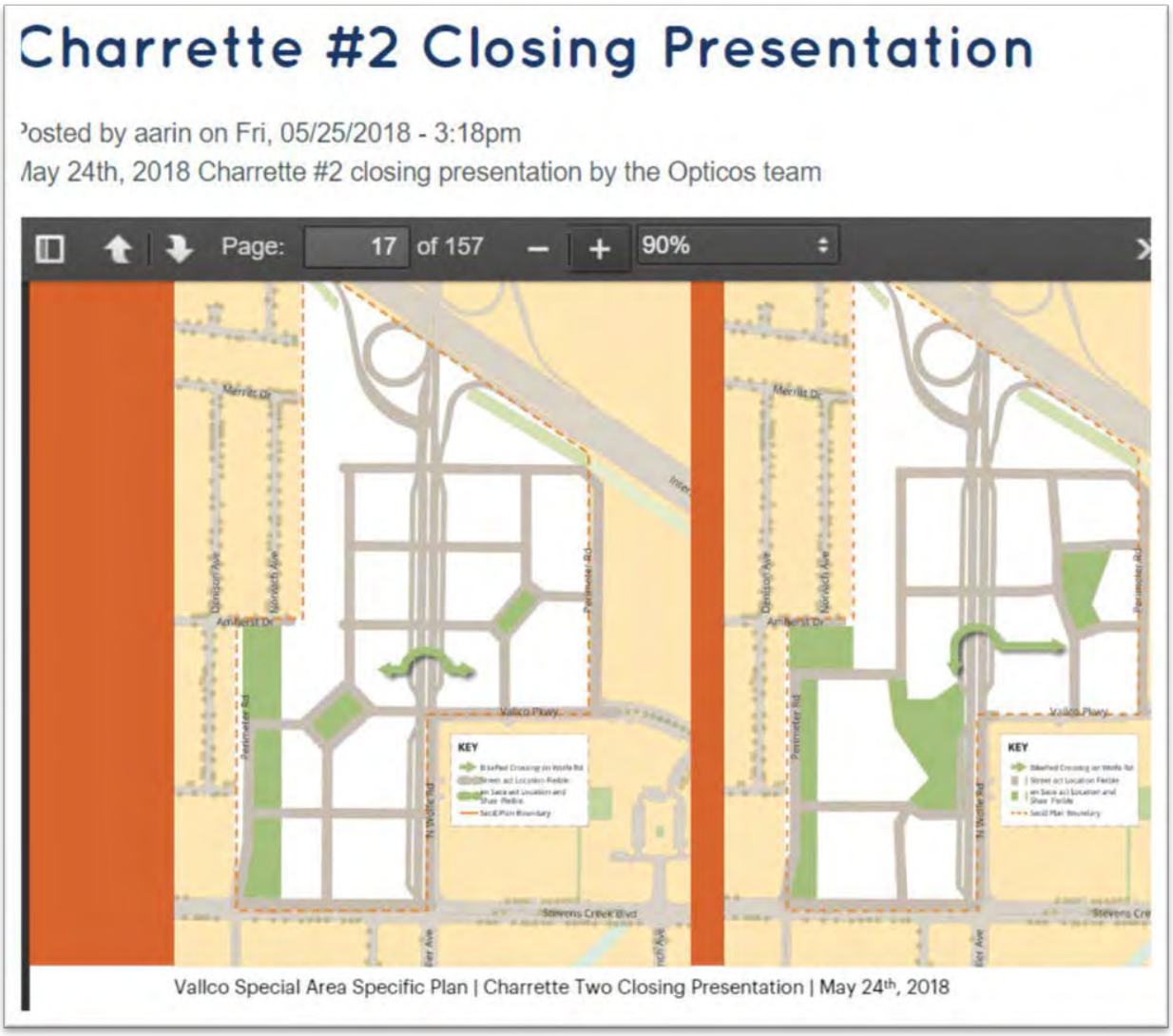
The I-280 has directional traffic flow, slowed traffic, and associated decreased noise, during peak hour traffic would only be for 4 of the 8 lanes. There would always be traffic at free flow, generating that noise level. As the freeway continues to decline in service, and development in San Jose increases, the traffic should slow at peak hour in both directions.

From DEIR:
PLAYGROUNDS

"Playground noise would primarily result from activities such as raised voices and the use of playground equipment. Typical noise levels resulting from various playground activities range from 59 to 67 dBA Leq at a distance of 50 feet. Maximum instantaneous noise levels typically result from children shouting and can reach levels of 75 dBA Lmax at a distance of 50 feet. Assuming playground activities would be restricted to daytime hours only, the minimum setback of the center of the playground areas to the nearest residential property lines would need to be 60 feet for the typical noise levels to meet the daytime threshold of 65 dBA."

Charrette #2 Closing Presentation shows parks adjacent to back yards of single family residences. This may, combined with Perimeter Rd. noise exceed Municipal Code permissible sound levels. The DEIR does not adequately address this.

Figure 42: Opticos Charrette #2



Response E.105: Future development is required to meet City Municipal Code noise standards. As stated on page 32 of the Draft EIR under Section 2.4.4.6 Specific Plan Assumptions (as revised in Section 5.0) and on page 222 of the Draft EIR in Section 3.13 Noise and Vibration (as revised in Section 5.0:

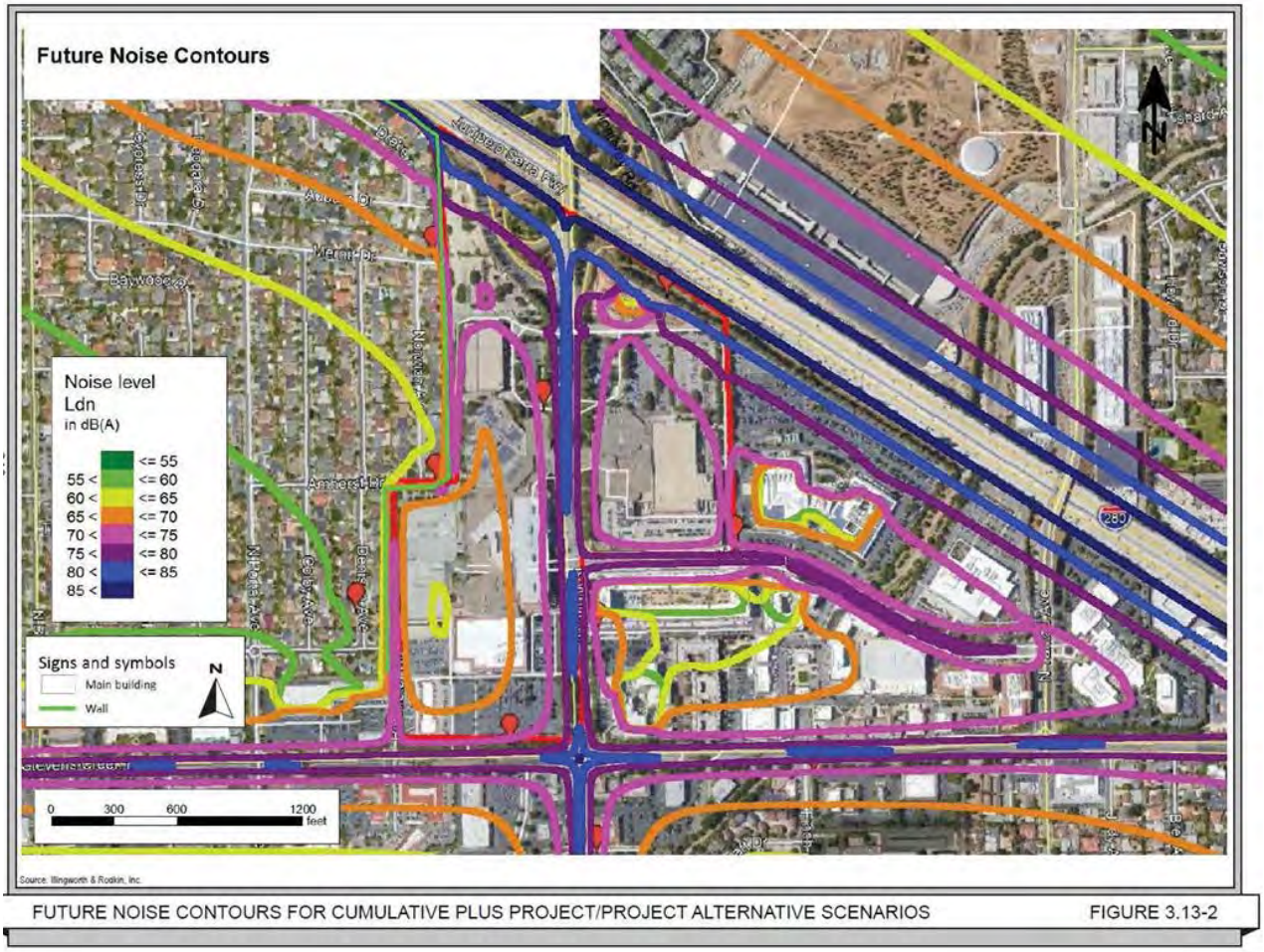
- Outdoor dining areas and playground shall demonstrate that appropriate design and noise attenuation measures including, but not limited to, setbacks and/or noise barriers have been incorporated to meet the daytime threshold of 65 dBA and the nighttime threshold of 55 dBA in the City's Municipal Code at the existing, adjacent residences.

Refer to Master Response 2. The Draft EIR provides environmental review for a previous Specific Plan that is described in Section 2.4 of the Draft EIR.

Comment E.106: FUTURE NOISE CONTOURS

The Future Noise Contours map has some omissions regarding noise from the Perimeter Road, western edge park, and proposed amphitheater. The map has gross assumptions regarding what the plan would look like and ignores conditions on the roof which would result in a separate layer of mapping: One layer for ground level (ear level) and one level for the roof park to see if it meets park noise requirements.

The future noise contours for the project site exceed residential maximum levels according to the Cupertino Municipal Code 10.48.040.



FUTURE NOISE CONTOURS FOR CUMULATIVE PLUS PROJECT/PROJECT ALTERNATIVE SCENARIOS FIGURE 3.13-2

CUPERTINO MUNICIPAL CODE MAXIMUM PERMISSIBLE SOUND LEVELS
Figure 43: from VTC Hills at Vallco EA, CMC 10.48.040

Table 5: Cupertino Maximum Permissible Sound Levels

Land Use at Point of Origin	Maximum Noise Level at Complaint Site of Receiving Property	
	Nighttime [a]	Daytime [b]
Residential	50 dBA	60 dBA
Non-Residential	55 dBA	65 dBA

[a] Nighttime hours are defined in CMC 10.48.010 as the "... periods of weekdays from eight p.m. [8 p.m.] to twelve midnight [12 a.m.] , and from midnight [12 a.m.] to seven a.m. [7 a.m.], and periods on weekends from six p.m. [6 p.m.] to midnight [12 a.m.] and from midnight [12 a.m.] to nine a.m. [9 a.m.]."

[b] Daytime hours are defined in CMC 10.48.010 as "... the period from seven a.m. [7 a.m.] to eight p.m. [8 p.m.] on weekdays, and the period from nine a.m. [9 a.m.] to six p.m. [6 p.m.] on weekends."

Source: CMC 10.48.040

Response E.106: The excerpted Figure 3.13-2 from the Draft EIR shows noise level contours at the height of five feet above the ground only. This figure was provided to illustrate the noise from roadways and provide a guideline for future development under the Specific Plan. The level of detail and information provided in Figure 3.13-2 is appropriate for a specific plan-level analysis.

As explained above, the noise contours in Figure 3.13-2 of the Draft EIR reflect only traffic noise, and are to be used to guide future development with regards to noise and land use compatibility. The maximum permissible sound levels in the City's Municipal Code (and shown in Figure 43 in the above comment) have a different use, which is to control noise sources on one property that affect another property (not traffic noise levels). For this reason, the City's maximum permissible sound levels referenced in the above comment do not apply to the noise contours shown in Figure 3.13-2 in the Draft EIR.

Comment E.107: CONSTRUCTION NOISE
The DEIR did not show Construction Noise Emissions, this needs to be included.

Response E.107: Construction-related noise impacts are discussed on pages 214-217 of the Draft EIR in Section 3.13 Noise and Vibration. The analysis in the Draft EIR concludes that the project's construction-related noise would result in a significant and unavoidable impact with mitigation incorporated.

Comment E.108: During Construction, which is 6-10 years, according to the Ramboll Environ Noise Assessment for Vallco Town Center Specific Plan, noise levels exceed noise limits, and it does not make sense that demolition of the parking garage near R4 would not exceed noise limits:

Figure 44: VTC Hills at Vallco EA, Construction Noise

Table 17: Construction Noise Emissions at Property Line

Rec	Distance to Receptor (ft)	Sound Level from Construction at 25 feet from Property Line (dBA)						CMC Construction Noise Limit
		Demolition	Site Preparation	Grading	Building Construction	Paving	Architectural Coating	
R1-R5 [a]	35	79	80	82	81	74	66	80 dBA
R6-R8	25	93	94	95	94	87	80	

Source: Calculations by Ramboll Environ

Note: Shading denotes sound levels that exceed CMC construction noise limit

[a] Noise levels for R1-R5 assume the receptor is located 10 feet from an 8-foot wall for a total distance of 35 feet from source; walls provides an approximate reduction of 11 dBA.

Figure 45: VTC Hills at Vallco EA, Noise Receptors

Figure 4. Construction Noise Receptor Locations

Response E.108: The scope of this EIR is not to verify or validate previous analyses completed for the project site. Refer to Master Response 5. The noise assessment by Ramboll Environ referenced in the above comment is for a specific development project, which is different than the project analyzed in the Draft EIR. For example, the above comment states that the Ramboll Environ analysis assumes a 6-8 year construction timeframe. For the Specific Plan, a 10-year timeframe was used.

Comment E.109: Suggest requiring the following from the VTCSP 9212 report:

"The development of the VTCSP would be subject to applicable noise policies and regulations including those in the General Plan (including Policies HS-8.1, HS-8.2, HS-8.3, and HS-8.4), Municipal Code, and Zoning Ordinance. The development of the VTCSP could result in the noise and vibration impacts discussed below.

- **Construction-related noise** – Noise generated from construction activities associated with the development of the VTCSP would likely result in significant, temporary noise impacts at adjacent residences. The VTCSP includes the following EDFs that would reduce construction-related noise impacts:

On-Site Construction Noise: The Town Center/Community Park applicant and other project applicants for future development shall be required to adhere to the construction noise limits of the Cupertino Municipal Code. The following items would further reduce the potential for high levels of noise from construction equipment or activities, and ensure that noise complaints are address promptly and if necessary, corrective action is taken:

- Along the western boundary of the Town Center/Community Park and near the existing residential district, prepare and implement a 24-hour construction noise monitoring program to be installed and operated remotely. The noise monitoring program would continuously monitor construction noise levels at select perimeter locations and alert a designated person(s) when noise levels exceed allowable limits. If noise levels are found to exceed allowable limits, additional noise attenuation measures (i.e., sound walls) will be undertaken.

Response E.109: As discussed on pages 214-217 of the Draft EIR in Section 3.13 Noise and Vibration, it is expected that construction-related noise, with the implementation of the identified mitigation measures, would reduce construction noise levels and reduce disruption and annoyance. Even with these measures, however, it may not be feasible in all cases to mitigate construction noise from future individual development projects to a less than significant level. For this reason, it was concluded that the implementation of the previous project would result in a significant and unavoidable construction noise impact with mitigation incorporated.

As described in the Draft EIR (page 214), the previous project and project alternatives would limit construction activity to daytime hours, Monday through Friday, consistent with Section 10.48.053 of the Municipal Code.

Mitigation measures MM NOI-1.1 (Draft EIR page 217) includes designating a "disturbance coordinator" who would be responsible for responding to any complaints about construction noise, determine the cause of the noise complaint, and require that reasonable measures be implemented to correct the problem. With the

proposed measures and provision of the disturbance coordinator, 24-hour noise monitoring is not considered necessary.

Comment E.110:

- Require that all equipment be fitted with properly sized mufflers, and if necessary, engine intake silencers.
- Require that all equipment be in good working order.
- Use quieter construction equipment models if available, and whenever possible, use pneumatic tools rather than using diesel or gas-powered tools.
- Place portable stationary equipment as far as possible from existing residential areas, and if necessary, place temporary barriers around stationary equipment.
- Whenever possible, require that construction contractors lift heavy equipment rather than drag.
- For mobile equipment that routine operates near residential area (i.e., within approximately 200 feet), consider placement of typical fixed pure-tone backup alarms with ambient-sensing and/or broadband backup alarms.
- Assign a noise control officer to ensure that the above requirements are being implemented.
- Implement a noise complaint hotline and post the hotline phone number on nearby visible signs and online. Require that either the noise control officer or a designated person be available at all times to answer hotline calls and ensure that follow-up and/or corrective action is taken, if necessary.

Response E.110: The suggested measures above are similar to the control measures already identified in mitigation measure MM NOI-1.2 on page 216 of the Draft EIR, which include the following:

- Construct temporary noise barriers, where feasible, to screen stationary noise-generating equipment. Temporary noise barrier fences would provide a five dBA noise reduction if the noise barrier interrupts the line-of-sight between the noise source and receptor and if the barrier is constructed in a manner that eliminates any cracks or gaps.
- Equip all internal combustion engine-driven equipment with intake and exhaust mufflers that are in good condition and appropriate for the equipment.
- Unnecessary idling of internal combustion engines shall be strictly prohibited.
- Locate stationary noise-generating equipment, such as air compressors or portable power generators, as far as possible from sensitive receptors as feasible. If they must be located near receptors, adequate muffling (with enclosures where feasible and appropriate) shall be used to reduce noise levels at the adjacent sensitive receptors. Any enclosure openings or venting shall face away from sensitive receptors.
- Utilize “quiet” air compressors and other stationary noise sources where technology exists.
- Construction staging areas shall be established at locations that would create the greatest distance between the construction-related noise sources and noise-sensitive receptors nearest the project site during all project construction.

- Locate material stockpiles, as well as maintenance/equipment staging and parking areas, as far as feasible from residential receptors.
- Control noise from construction workers' radios to a point where they are not audible at existing residences bordering the project site.
- If impact pile driving is proposed, temporary noise control blanket barriers shall shroud pile drivers or be erected in a manner to shield the adjacent land uses.
- If impact pile driving is proposed, foundation pile holes shall be pre-drilled to minimize the number of impacts required to seat the pile. Pre-drilling foundation pile holes is a standard construction noise control technique. Pre-drilling reduces the number of blows required to seat the pile. Notify all adjacent land uses of the construction schedule in writing.
- The contractor shall prepare a detailed construction schedule for major noise-generating construction activities and provide it to adjacent land uses. The construction plan shall identify a procedure for coordination with adjacent residential land uses so that construction activities can be scheduled to minimize noise disturbance.
- Designate a "disturbance coordinator" who would be responsible for responding to any complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaint (e.g., bad muffler, etc.) and would require that reasonable measures be implemented to correct the problem. The telephone number for the disturbance coordinator shall be conspicuously posted at the construction site and included in the notice sent to neighbors regarding the construction schedule.

The difference between the suggested measures and the current control measures identified MM NOI-1.2 in the Draft EIR are minor and would not substantially change the EIR analysis or conclusion.

Comment E.111: **Prompt Demolition:** To ensure swift completion of the remainder of the Plan Area, a commitment to demolish 100% of the remaining existing Mall improvements within 6 months of receiving a certificate of occupancy for the afore-described initial retail component, subject to existing leases and an appropriate temporary improvement plan for demolished areas.

Response E.111: No specific development is proposed at this time; therefore, it is unclear if requiring a specific timeframe for demolition activities is feasible or enforceable by the City. For this reason, a mitigation measure with the intent of the above suggested measure is not identified in the EIR.

Comment E.112: **Haul Traffic Noise:** To reduce haul traffic noise, contractors for developments pursuant to the Specific Plan shall require that haul trucks travel at low speeds (e.g., l 0 mph) when operating on or adjacent to the Plan Area. The Town Center/Community Park applicant and other project applicants for future development shall ensure that this requirement is included in the construction specifications. In addition, the construction contractor shall ensure that haul trucks be fitted with properly sized and functioning exhaust mufflers."

Response E.112: The above suggested measure would not reduce noise associated with haul trucks. When trucks are traveling at low speeds, the noise from the trucks is dominated by engine noise and correlates to engine revolutions per minute (rpm), not speed. For this reason, trucks traveling at lower speeds would result in exposure of receptors to truck noise for a greater period of time and result in greater haul truck noise impacts.

Comment E.113: **Operation-related noise** – Operation of the uses at Vallco under the VTCSP could result in significant noise increases at adjacent sensitive receptors. To mitigate operation-related noise impacts at adjacent sensitive receptors, the City requires compliance with the noise standards in the Municipal Code, and could require measures that limit or attenuate noise such as sound barriers, limitations on hours of operations, and orientation of stages and speakers away from sensitive receptors

Operation of the VTCSP would result in an increase in traffic to and from the site, which could increase noise levels at adjacent sensitive receptors. On Stevens Creek Boulevard and North Wolfe Road in the Vallco vicinity, the existing daily trips are 30,000 and 34,000 respectively. **In general, for traffic noise to increase noticeably (i.e., by a minimum of three dBA), existing traffic volumes must double."**

Traffic volumes on Perimeter Rd. may at a minimum, double. The DEIR did not address this fully.

Response E.113: The permanent increase in ambient noise levels from project-generated traffic is discussed on pages 226-227 under Impact NOI-3 in the Draft EIR in Section 3.13 Noise and Vibration. As stated on page 226 of the Draft EIR: "Based upon the data from the traffic analysis (see Appendix H), receptors along Vallco Parkway and all other roadway segments in the project vicinity would experience noise level increases of two dBA CNEL or less with traffic from the project (or project alternatives), with the exception of Perimeter Road. Perimeter Road receptors would experience a seven to eight dBA increase in noise levels above existing conditions with the addition of traffic from the project (or project alternatives)."

Implementation of mitigation measure MM NOI-3.1 on page 227 of the Draft EIR would reduce project-generated traffic noise on Perimeter Road, but not to a less than significant level. Refer to pages 226 and 227 of the Draft EIR for a full discussion.

In addition, cumulative permanent noise level impacts are discussed under Impact NOI-6 on pages 230-232 of the Draft EIR.

Comment E.114: Additional noise requirements from the VTCSP 9212 report:

"The noise and land use compatibility of the proposed uses in the VTC with the existing ambient noise environment could also be an issue. Exterior and interior noise levels at future uses at Vallco under the VTC would exceed the City's noise standards in the General Plan and Municipal Code. The VTC shall include the following EDF to meet the State and City interior noise standard at future residences on-site:
Acoustical Assessment: Prior to completion of detailed design for dwelling units, the Town Center/Community Park applicant and other project applicants for future development shall

prepare an acoustical assessment to demonstrate how interior sound levels would achieve interior sound levels at or below 45 dBA CNEL. The following development standards shall be included in the acoustical assessments:

- Install HVAC systems for all residential units to ensure that windows and doors can remain closed during warm weather;
- Install double-glazed windows, especially on sides of buildings that are adjacent to busy roadways;
- Ensure that all windows and doors are properly sealed; and
- Ensure that exterior wall building materials are of an adequately rated Sound Transmission Class."

Response E.114: The above measures are similar to the following standard permit conditions identified for the project on pages 213 and 214 of the Draft EIR:

- An acoustical study shall be completed during the application process when project-specific information, such as building elevations, layouts, floor plans, and position of buildings on the site, is known. The study shall determine compliance with the noise and land use compatibility standards, identify potential noise impacts, and propose site-specific measures to reduce exposure to exterior and interior noise levels that exceed maximum permissible levels.
- To reduce exterior noise levels to meet the normally acceptable thresholds of 65 dBA CNEL at multi-family residences or 70 dBA CNEL at commercial uses, locate noise-sensitive outdoor use areas away from major roadways or other significant sources of noise when developing site plans. Shield noise-sensitive spaces with buildings or noise barriers to reduce exterior noise levels. The final detailed design of the heights and limits of proposed noise barriers shall be completed at the time that the final site and grading plans are submitted.
- The following shall be implemented to reduce interior noise levels to meet the normally acceptable thresholds of 45 dBA CNEL at multi-family residences or 50 dBA $L_{eq(1\text{-}hr)}$ at commercial uses during hours of operations:
  - If future exterior noise levels at residential building facades are between 60 and 65 dBA CNEL, incorporate adequate forced-air mechanical ventilation to reduce interior noise levels to acceptable levels by closing the windows to control noise.
  - If future exterior noise levels at residential building facades exceed 65 dBA CNEL, forced-air mechanical ventilation systems and sound-rated construction methods are normally required. Such methods or materials may include a combination of smaller window and door sizes as a percentage of the total building façade facing the noise source, sound-rated windows and doors, sound-rated exterior wall assemblies, and mechanical ventilation so windows may be kept closed at the occupant's discretion.
  - If the 50 dBA $L_{eq(1\text{-}hr)}$ threshold would not be met, other site-specific measures, such as increasing setbacks of the buildings from the adjacent roadways, using shielding by other buildings or noise

barriers to reduce noise levels, implementing additional sound treatments to the building design, etc. shall be considered to reduce interior noise levels to meet the Cal Green Code threshold.

The difference between the suggested measures and the current control measures identified as Standard Permit Conditions in the Draft EIR are minor and would not substantially change the EIR analysis or conclusion.

Comment E.115: If there is an outdoor performance venue, it must not be located where adjacent homes will be impacted, how will the plan address this? The following table is from VTCSP EA:

Figure 46: VTC Hills at Vallco EA, Noise for Outdoor Performance Venue

Table 12: Outdoor Performance Venue

Existing Avg. Evening Sound Level at LT-3 [a]	Estimated Future Evening Sound Level at LT-3 [a]	Estimated Non-Rock Concert Sound Level at 100 feet [c]	Concert at 450 feet (LT-3), With Topo [d]	Limits [e]	Within Limits?
56	53	90	63	70 dBA (daytime, can be exceeded for up to 3 hours)	Yes
				65 dBA (8pm – 11pm)	Yes

[a] From Illingworth & Rodkin, Inc. Sound Level Measurement summary data at LT-3, average of hourly evening sound levels between 6 p.m. and 9 p.m., Nov 19, 20, 21, and 22, 2015.

[b] Assumed reduction of 3-dBA in ambient levels based on I&R observations that I-280 is major noise source. Future configuration of buildings would provide intervening topography between LT-3 and I-280 and reduce noise from I-280.

[c] Anticipated concert sound level for outdoor venue in busy urban area by a non-rock type performance (rock music or similar typically 10 to 20 dBA higher). Actual sound levels at 100 feet may be higher or lower depending performance and unlikely to be a continuous noise source.

[d] Based on standard attenuation rate of 6-dBA per doubling of distance for a point source (i.e., concert stage). Assumed reduction provided by Project green roof is 15 dBA.

[e] From CMC 10.48.051

Source: Sound level measurement data by Illingworth & Rodkin, Inc.; calculations and assessment by Ramboll Environ

Response E.115: No outdoor performance venue is proposed as part of the project (or project alternatives) analyzed in the Draft EIR.

Comment E.116: VIBRATION

It is unlikely vibration could be mitigated particularly for the residences on the west property.

Response E.116: Vibration impacts from project construction are discussed on pages 223-225 of the Draft EIR. As discussed on page 225 of the Draft EIR, "Critical factors affecting the impact of construction vibration on sensitive receptors include the proximity of the existing structures to the project site, the soundness of the structures, and the methods of construction used." The implementation of mitigation measure MM NOI-2.1 in the Draft EIR would reduce the impact to a less than significant level by restricting construction noise/vibration exposure, implementing measure to minimize vibration, monitoring effects (if necessary), and notifying receptors.

Comment E.117: 3.14 POPULATION AND HOUSING
3.14.12 EXISTING CONDITIONS
The existing population per the footnote provided shows Cupertino's 2018 population at 60,091 not the 58,915 population estimate they show which is from 2016. The existing condition should be the most current.

Response E.117: The California Department of Finance released updated January 2017 and 2018 population estimates in May 2018. It is acknowledged that the updated, recently released population estimate for the City of Cupertino is 60,091 in January 2018 as stated in the above comment. However, this data was released subsequent to the preparation of the Draft EIR and, therefore, was not reflected in the Draft EIR.

Comment E.118: The city states the population of residents per residential unit is 2.94, per the DEIR:

> *Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).*

IMPACT POP-1
Increases in population for Proposed Project would be 800 residential units resulting in 2,264 residents which would be a 4% increase in city population. This excludes the Hamptons approved 600 residential unit increase to 942 residential units which are adjacent to the project.
Alternative with 2,640 residential units would result in 7,471 residents and a 12% population increase to the city. The 4,000 residential unit alternative would result in 11,320 residents and a 19% population increase.

Response E.118: The estimated number of residents from the project and project alternatives in the above comment are incorrect.

The entirety of the note excerpted above from Table 4.0-1 on page 402 of the Draft EIR was not included in the above comment. The entire note from Table 4.0-1 is as follows:

"Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. *Cupertino General Plan Community Vision 2015-2040*. October 15, 2015. Page 3-12.). The estimated population and jobs/employees for the project and project alternatives are based on a project-specific study of the specific uses proposed by the project completed by Economic & Planning Systems, Inc. The estimated residential and jobs/employees for the project and project alternatives are based on the following project-specific rates: 2.0 residents per unit, 1 employee/250 square feet of office, 1 employee/400 square feet of retail/restaurant, 1 employee/1,000 square of entertainment retail, and 1 employee/2 hotel rooms (Source: Economic & Planning Systems, Inc. "Population and Employment Projections." April 26, 2018.)."

As stated in the note for Draft EIR Table 4.0-1, the estimated population for the buildout of the General Plan is based on a general, programmatic rate of 2.94 residents per unit. The estimated population for the project is based on a project-specific study which identified a rate of 2.0 residents per unit. The difference between the two rates is due to the fact that the project consists solely of multi-family housing (therefore, the rate of 2.0 residents per unit reflects multi-family housing only) while the City has a range of housing types and includes over 75 percent single-family housing (therefore, the citywide rate of 2.94 residents per unit reflects a range of housing that is weighted more towards the rate for single-family housing). A smaller, average household size is expected with multi-family housing than with single-family housing. The estimated number of residents for the project and project alternatives are shown in Table 4.0-1 of the Draft EIR.

Comment E.119: **The Proposed Project and re-tenanted mall do not induce significant population growth to the city. Project Alternatives with 2,640 and 4,000 residential units induce significant population growth to the city.**

Response E.119: As discussed under Impact POP-1 in Section 3.14.2 Population and Housing Impacts, the General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative propose more residential units than the number of citywide available residential unit allocations. The increase in residential units from these alternatives is a less-than-10 percent increase over what is assumed from the buildout of the existing General Plan. As explained in the Draft EIR, "this increase would not induce substantial population growth in the area, either directly or indirectly, because it would occur on an infill site, would be consistent with the General Plan goals for focused and sustainable growth, and would support the intensification of development in an urbanized area currently served by existing roads, transit, utilities, and public services." For these reasons, the General Plan with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative would not contribute to substantial growth inducement in Cupertino or in the region.

Comment E.120: IMPACT POP-3
The proposed project, with 2 Million SF of office space will result in a housing deficit across the region. Project alternatives will induce significant population growth in an area of the city already impacted with Apple Park and other developments.

The Charrette alternatives also induce significant population growth to the city (3,200 residential units) and further exacerbate the excess jobs in the city.

The project (and project alternatives) will have a cumulatively considerable contribution to a significant cumulative population and housing impact.

Response E.120: The potential for the project and project alternatives to contribute to cumulative impacts on population and housing is discussed on page 238 of the Draft EIR under Impact POP-3 in Section 3.14.2. As discussed in the Draft EIR, the previous project and project alternatives would not have a cumulatively considerable contribution to a significant cumulative population and housing impact because the amount of housing proposed by the previous project is accounted for in the City's General Plan and the additional units proposed by the General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative that are above the available citywide residential allocation are within the *Plan Bay Area* projection for the City and/or County. See also the discussion of Impact POP-3 on page 155 of the Draft EIR Amendment.

Comment E.121: Emotional effects of cramped housing on children:
http://citeseerx.ist.psu.edu/viewdoc/download?doi=10.1.1.734.6008&rep=rep1&type=pdf

Response E.121: CEQA requires the analysis of the environmental impacts of a project. CEQA does not require the analysis of other effects, such social, psychological, or economic effects of a project. For this reason, no further response is required.

Comment E.122: 3.15 PUBLIC SERVICES
Impact PS-1: It is unclear what special Fire Department services are required for the green roof.

Response E.122: Refer to Section 5.2 Response II.E.89.

Comment E.123: **Impact PS-2:** It is unclear, if a major tech employer were to occupy the 2 Million SF of office space, what additional police support would be necessary. What additional support would a potential 11,320 residents require?

Response E.123: The estimated number of residents from the previous project and project alternatives is shown in Table 4.0-1 on page 402 of the Draft EIR. As shown in Table 4.0-1, the previous project and project alternatives are estimated to generate up to 8,000 new residents (not 11,320 residents as stated in the above comment).

The Santa Clara County Sheriff's Office was consulted during the preparation of the Draft EIR regarding the previous project (which includes 2.0 million square feet of

office space) and project alternatives. As stated on page 246 under Impact PS-2, "The Sheriff's Office does not anticipate the need for new or expanded police facilities in order to serve the project or project alternatives, however."

Comment E.124: SANITARY SEWER

"Sanitary Sewer System Capacity – The existing sewer lines in the vicinity of Vallco are in North Wolfe Road, Vallco Parkway, and Stevens Creek Boulevard. Most sewage generated at Vallco discharges to the 15-inch sewer main in North Wolfe Road. Under existing peak wet weather flow conditions, flows to this 15-inch sewer main in North Wolfe Road exceed its capacity.37

Development of the VTCSP would intensify the use of the site, which would result in an increase in sewage generated from the site compared to existing conditions. For this reason, the development of the VTCSP would require sewer system improvements to ensure sufficient conveyance capacity. Based on preliminary analysis, redevelopment of Vallco under the General Plan would require the construction of a parallel pipe to the existing 15- inch sewer main in North Wolfe Road.

Sanitary Sewer Conveyance Facilities: Prior to the issuance of occupancy permit(s) for the final construction sequence, the Town Center/Community Park applicant and other project applicants for future development shall demonstrate to the reasonable satisfaction of the Public Works Director that adequate sanitary sewer services are available." – 9212 VTCSP

Response E.124: The purpose and scope of the EIR is to evaluate the environmental impacts of the previous project and project alternatives. The purposes of the EIR is not to evaluate the sewer impacts of the above referenced VTCSP project. Refer to Master Response 5. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment E.125: SCHOOL IMPACTS

Figure 47: DEIR SGR and Students Generated. DEIR p. 247

Table 3.15-2: Projected Student Generation Rates			
	Proposed Project	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**
Elementary (Grades K-5)	0.13	0.20	0.13
Middle (Grades 6-8)	0.04	0.06	0.04
High School (Grades 9-12)	0.04	0.06	0.04

The estimated numbers of students that would be generated by the proposed project, General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative are listed in Table 3.15-3.

Table 3.15-3: Estimated Students Generated			
	Proposed Project	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**
Elementary (Grades K-5)	104	528	520
Middle (Grades 6-8)	32	158	160
High School (Grades 9-12)	32	158	160

The student generation rates are based off of too small of a sample size and the data appears to have been from Fall of 2015, since the same results for 19,800 Wolfe Rd. and Biltmore have repeated after 2 ½ years.

Response E.125: The school impact discussion in the Draft EIR is based on a school impact analysis by Schoolhouse Services included in Appendix G of the Draft EIR. A full discussion regarding the determination of the student generation rates (SGRs) for the project and project alternatives is included in Appendix G of the Draft EIR. The SGRs for the project and project alternatives were determined based on a number of factors including the SGRs for recent residential development in the City. The only multi-family residential developments completed in the recent years in Cupertino are Nineteen800/Rose Bowl and Biltmore Addition.

A primary consideration for determining SGRs is the market for apartments. As discussed in Appendix G, rents have escalated tremendously and it has become very difficult for young families to compete for units (page 7 of Appendix G). Other factors used to determine the appropriate SGRs for the project and project alternatives include the size of units, provided parking, access to yards, lifestyle marketing, and on-site amenities. The SGRs for the project and project alternatives are not identical to the SGRs for the Nineteen800/Rose Bowl or Biltmore Addition. The project and project alternative SGRs were calculated for the project and project alternatives based

on the factors summarized above and discussed in detail in Appendix G of the Draft EIR.

Comment E.126: Additionally, from that same initial result, the current SGRs they calculated for the Proposed Project, which is nearly identical to The Hills at Vallco now have inexplicably dropped the SGR's for the same project.

Response E.126: The project analyzed in this EIR is not The Hills at Vallco; Refer to Master Response 5. The scope of this EIR is not to verify, validate, or compare previous analyses completed for the project site. For this reason, no further response is required.

Comment E.127: Since the proposed project will likely have the possibility of selling the residential units at some time, and the lack of information regarding the sizes of the units, and the continued growth and interest in the Cupertino High School boundary area, these SGRs are likely too low. A larger sampling size is needed for these figures to be believable.

The BMR units proposed will have a higher student generation rate according to Polly Bove of FUHSD (Vallco meeting recorded by League of Women Voters, May, 2018). These higher rates are not reflected. The project alternatives are untested as to number of students generated.

Response E.127: Because no specific development project is proposed at this time, assumptions were made about unit size and affordability based on the City's affordable housing requirement and the overall amount and density of development proposed under the project and project alternatives. Refer to Appendix G for a detailed discussion of how the SGRs were developed and Section 5.2 Response II.E.125.

Comment E.128: DEIR STUDENT GENERATION RATES

Figure 48: DEIR SGR

Unfortunately, these averages are for only two buildings, the only multiple-unit buildings that have been completed in the last few years. The individual SGRs of these buildings are also relevant. Table I-1 shows the SGRs of the two developments and their combined SGR (weighted by their number of units).

Table I-1
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
Nineteen800/Rose Bowl	large apartments	204	0.33	0.10
Biltmore Addition	average size apartments	80	0.28	0.04
Both Projects		284	0.32	0.08

Sources: Enrollment Projection Consultants.

The "Nineteen800 apartment complex, also known as the "Rose Bowl", is adjacent to the Vallco Special Area. Its 204 units have 68 CUSD students, an SGR of 0.33 and 21 FUHSD students, an SGR of 0.10. It should be noted that these units are on average significantly larger than the average size of units built in the decade before them, indicating that the Nineteen800 development SGRs are higher than new units of more average size are likely to be. The 80 new units in the Biltmore apartment development at the intersection of Blaney Avenue and Stevens Creek Blvd. have significantly lower SGRs, 22 CUSD students, an SGR of 0.28, and three FUHSD students, an SGR of 0.04. These SGRs are lower, especially for the middle school and

Figure 49: DEIR: SGRs of Alternatives

Table I-2
Vallco Specific Plan and Alternatives
Projected SGRs

	Proposed Project	*General Plan Buildout*	*Retail and Residential*
Elementary (K-5) SGR	0.13	0.20	0.13
Middle (6-8) SGR	0.04	0.06	0.04
Total CUSD SGR	**0.17**	**0.26**	**0.17**
High School FUHSD SGR	**0.04**	**0.06**	**0.04**

Source: Schoolhouse Services.

FAILED MEASURE D HILLS AT VALLCO STUDENT GENERATION RATES TO COMPARE

Figure 50: VTC Hills at Vallco EA, SGRs Comparables

to the proposed project site. As of Fall 2015, 184 units (out of 204) had been rented. These units have 60 CUSD students, an SGR of 0.33, and 13 FUHSD students, an SGR of 0.07. It should be noted that these units are on average significantly larger than the proposed units in The Hills at Vallco project, indicating that the Rosebowl SGRs are likely to be higher than those of the units in the Vallco project.

The 80 new units in the Biltmore apartments, nearby along Stevens Creek Blvd., have significantly lower SGRs - 12 CUSD students, an SGR of 0.15, and three FUHSD students, an SGR of 0.04. These SGRs are surprisingly low, especially given that the units are modestly larger than the proposed units in the Vallco project. These two are the only large projects that have been renting in the last 18 months. Table I-4 shows other developments and their SGRs.

Table I-4
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
19800/Rosebowl	much larger apartments[1]	184[1]	0.33	0.07
Biltmore Addition	larger apartments[2]	80	0.15	0.04
Earlier Apartments[3]	high density	828	0.32	0.07

[1] Number and average size of units: 165 2-bedroom, 1,310 sq. ft.; and 39 3-bedroom, 1,573 sq.ft. Only 184 units occupied at the time of the Fall 2015 student counts.
[2] Number and average size of units: 34 1-bed-room, 813 sq. ft., 46 2-bedroom, 1,212,sq. ft.
[3] SGRs in 2013, when the units were significantly more affordable.
Sources: Enrollment Projection Consultants, City of Cupertino, and Schoolhouse Services.

Figure 51: VTC Hills at Vallco SGRs

Table I-5
Vallco Development
Projected SGRs

	Vallco Project
Elementary (K-5) SGR	0.19
Middle (6-8) SGR	0.09
Total CUSD SGR	**0.28**
High School (FUHSD) SGR	**0.06**

Source: Schoolhouse Services.

Response E.128: Refer to Section 5.2 Responses II.E.125 through II.E.127.

Comment E.129: The DEIR may study the impacts of traffic rerouting of students. According to the Shute, Mihaly, and Weinberger Memo to the City of Cupertino Attorney, February 25, 2014:

"Therefore, a lead agency may consider, in an EIR, among other factors the following impacts potentially caused by school expansion or construction:

- *traffic impacts associated with more students traveling to school;*
- *dust and noise from construction of new or expanded school facilities;*
- *effects of construction of additional school facilities (temporary or permanent) on wildlife at the construction site;*
- *effects of construction of additional school facilities on air quality;*
- *other "indirect effects" as defined by CEQA Guidelines § 15258 (a)(2)*

(growth-inducing effects, changes in pattern of land use and population density, related effects on air and water and other natural systems). See Chawanakee Unified School District, 196 Cal. App. 4th at 1029.
CONCLUSION

When it comes to arguments about the impact of a proposed development on existing school facilities and their ability to accommodate more students, the CEQA process is essentially ministerial. Agencies must accept the fees mandated by SB 50 as the exclusive means of considering and mitigating the impacts of the proposed development on school facilities. However, nothing in SB 50 or in CEQA or current case law prohibits an agency from conducting environmental review of an application that creates significant environmental impacts on non-school-facility settings or sites, regardless of whether the applicant has agreed to pay mitigation fees under SB 50."

Response E.129: As discussed on page 300 under Section 3.17.2.2 Traffic Estimates in the Draft EIR, project vehicle trips are estimated based on trip generation, trip distribution, and trip assignment. As stated on page 304 of the Draft EIR, the vehicle trip distribution for the project "is based on general paths of trip origin to destinations (e.g., from home to work in the morning and return in the evening), which include school drop offs and pick-ups but do not include distinct trips attributed as home to (a specific) school."

The project does not include the expansion or construction of off-site school facilities. For this reason, the above comments about impacts from an off-site school expansion or construction are not applicable to the project. No further response is required.

Comment E.130: PARK LAND REQUIREMENTS
The city residents per unit is 2.83. The park land calculations are both low and assuming a City Council action to accept park land acreage on a roof in lieu of park land. This has been discussed in earlier sections.

Response E.130: Refer to Section 5.2 Responses II.E.25 and II.E.26.

Comment E.131: RECREATION

The 70,000 SF Bay Club gym on site is the only gym in the east side of Cupertino and it will be closed for multiple years during construction and likely will not return.

Creekside park is permitted year around to the De Anza Youth Soccer League and has additional camps in the summer using the space.

Ranch San Antonio is so over utilized by the region that the neighboring residents had to have permitted parking and parking has been limited to preserve the area because it is a natural area. During the weekdays a return trip across town after 2:30pm results in a 30 minute drive. Due to excess demand on Rancho San Antonio, there is a limited window mid day and mid week where a parking spot may be found.

Proposed project and alternatives will have significant negative impacts to the area and further increase demand for the parks existing. Even the low SGR for the school is enough students to start an entire new soccer league.

Response E.131: As discussed on pages 261-263 under Impact REC-1 in Section 3.16 Recreation of the Draft EIR, the implementation of the project and project alternatives would result in an incremental increase in demand on recreational facilities, including parks.

The open space included on-site in the previous project (and General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative) would help offset some of the project's recreational demand. The previous project (and General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative) is also required to dedicate land through compliance with Municipal Code Chapter 13.08 and Title 18 to reduce impacts to recreational facilities to a less than significant level. In addition, as stated on page 261 of the Draft EIR, impacts to County and Midpeninsula Regional Open Space District facilities (such as Rancho San Antonio) would be mitigated through the property taxes levied on the property.

Comment E.132: 3.17 TRANSPORTATION/TRAFFIC

EXISTING CONDITIONS

Counts on January 15, 2018 included the AMC movie theater which is closed, and a transit hub which includes Genentech, Google, and Facebook with no individual counts to separate out these uses. The mall had a 24% occupancy at the time.

Response E.132: The traffic counts taken did include traffic from the AMC Theaters. As discussed on page 9 of the Draft EIR under Section 2.3 Background Information, AMC Theaters closed its location on-site in March 2018, subsequent to the publication of the Notice of Preparation. As explained on page 34 of the Draft EIR under environmental setting, the environmental baseline for the EIR analysis consists of the physical environmental conditions in the vicinity of the project as they existed at the time the Notice of Preparation was published (which was February 9, 2018). In addition, a future environmental baseline based on approximately year 2028 was used to evaluate background traffic impacts, and the year 2040 was used to

evaluate cumulative traffic impacts. Background conditions are considered conditions present prior to project completion and occupancy. Given the estimated 10 year project construction period, approximately year 2028 was selected as the year representing background conditions.

The purpose of the traffic counts taken at the project site was to determine the total existing trips from the project site. For this reason, trips by generated by separate on-site uses were not differentiated.

Comment E.133: LEVELS OF SERVICE

Please note that LOS is an average and there is some directional flow within the city intersections such that the LOS may not reflect what drivers are experiencing because of the averaging of each lane approach. Of particular concern is how slow the movement of traffic out of the city and returning would be for the 80%+ of Cupertino worker commuters out of the city daily.

The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the "Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

Response E.133: Refer to Section 5.2 Response II.E.38.

Comment E.134: APPROVED AND PENDING PROJECTS TRIP GENERATION, DISTRIBUTION, AND ASSIGNMENT

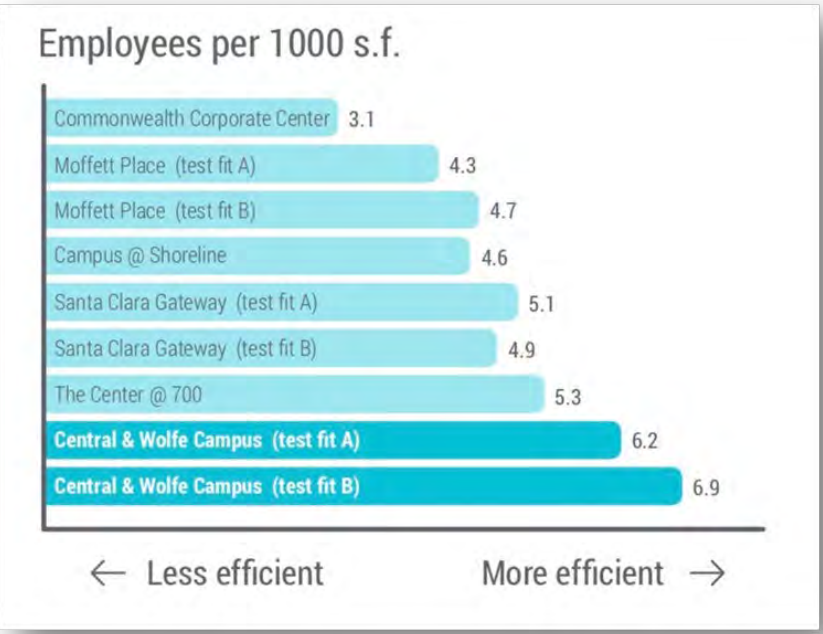
It is unclear, given that Apple Park has been occupying, how their (Apple Park) traffic has been assigned. For instance, there were traffic counts in May, 2017 which would reflect thousands of trips by construction workers to the site which would likely have been coming from the I-280 and east bound AM and westbound PM. There were also traffic counts in January, 2018, which would perhaps now show a few hundred Apple tech workers who would presumably be coming from other areas along with continued construction workers. As of March, 2018 approximately 6,000 employees were at Apple Park out of the expected 14,200. There have been many requests of the city to wait until Apple Park fully occupies to perform traffic counts. Main Street Cupertino was also under construction during May, 2017 and those construction workers would also be impacting the counts. There have been several intersections under construction, including the Calvert/I-280 project and Lawrence Expressway/I-280 exit project. These multiple projects have rerouted traffic and altered the makeup of drivers into artificial patterns not reflected in the study. What the traffic counts show, is what the area traffic is like with major construction underway.

Response E.134: As discussed in Section 5.2 Response II.E.132, the environmental baseline for the traffic analysis in the EIR consists of the existing conditions at the time the NOP was published, and future baseline conditions based on approximately year 2028 (referred to as "background conditions" in the EIR) and year 2040 (referred to as "cumulative conditions" in the EIR).

As discussed on page 327 under Impact TRN-2, the traffic volumes for background conditions are based on existing volumes plus traffic generated by approved but not yet constructed and/or occupied developments in the area, including Apple Park and Main Street Cupertino. Driveway counts were collected at Apple Park driveways the same day as the intersection counts were collected. The peak hour driveway trips were subtracted from the total trip estimates from the Apple Park traffic study. The net difference between the driveway counts and total Apple Park trip estimates were added to the Background volumes to account for the full-buildout of Apple Park. While the driveway counts represent trips from both employees and construction workers at the time of the counts, the existing uses at the site accounted for only 20 percent of the trips and the remaining 80 percent was added to the Background volumes to reflect future employee trips, based on the assumptions from the Apple Park traffic study.

The Calvert/I-280 improvement project was largely completed when the counts were taken. During construction activities at the Lawrence Expressway/Stevens Creek Boulevard intersection to add the third northbound left-turn lane onto westbound Stevens Creek Boulevard, the existing travel lanes were fully functional and available for use while the intersections counts were conducted. Therefore the construction activities would not substantially affect travel patterns in the area. In general, unless there are lane closures on major roadways for long periods of time, roadway construction projects only have short-term localized effects on travel patterns.

Comment E.135: Figure 52: Sample of local advertising showing higher employees per 1000 SF than studied



Traffic impacts, while significant and unavoidable with mitigation is underestimated.

Figure 53: DEIR Trip Generation Estimates

Table 3.17-7: Project and Project Alternative Trip Generation Estimates

Land Use	Project				General Plan Buildout with Maximum Residential Alternative				Retail and Residential Alternative				Occupied/Re-Tenanted Mall Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200								
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	1,208 ksf	32,717	756	3,434
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204	339 rooms	2,834	159	204	148 rooms	1,209	78	89
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162	4,000 units	21,760	1,440	1,760				
Green Roof	30 acres	567	135	105	30 acres	567	135	105								
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100								
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22								
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840		44,925	2,051	4,010		33,926	834	3,523
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%		-20%	-20%	-25%		-5%	-5%	-5%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452		-8,985	-411	-1,003		-1,696	-42	-176
Transit Hub (C)		808	175	193		808	175	193		808	175	193				
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581		36,748	1,815	3,200		32,230	792	3,347
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**		**27,935**	**1,330**	**2,251**		**23,417**	**307**	**2,398**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response E.135: Without additional context, it is unclear of the data sources, purpose, and meaning of the numbers in the excerpted advertisement labeled Figure 52 in the above comment. The trip generation for the office use in the Draft EIR assumes approximately 3.7 employees per 1,000 square feet. In addition, the project will be subject to a TDM Program and associated trip cap to ensure that the project does not generate more trips that evaluated as part of the EIR. Thus, regardless of what the ultimate employee density would be, the transportation impact analysis in EIR has fully captured the project's projected trip generation.

Comment E.136: Trips generated are lower than the Hills at Vallco? That seems incorrect. Neither break out actual uses (restaurants, theater, City Halls which all generate much heavier traffic than is shown).

Figure 54: VTC Hills at Vallco Trip Generation Planner

Trip Generation Planner (ITE 9th Edition) - Summary Report

Weekday Trip Generation
Trips Based on Average Rates/Equations

Project Name Vallco Town Center Specific Plan
Project Number 097283001.1.340

ITE Code	Notes	Land Use Description	Independent Variable	No. of Units	Avg Rate or Eq	Rates: Daily Rate	AM Rate	PM Rate	Total Trips: Daily Trips	AM Trips	PM Trips	AM Trips In	AM Trips Out	PM Trips In	PM Trips Out
SV-A	1	The Town Center/Community Park - Office	1,000 Sq Ft	2000	Avg	12.35	1.29	1.20	24,700	2,580	2,400	2,270	310	408	1,992
820-A	2	The Town Center/Community Park - Retail	1,000 Sq Ft GLA	640	Eq	N/A	N/A	N/A	22,698	484	2,078	300	184	997	1,081
220	3	The Town Center/Community Park - Apartment	Dwelling Unit(s)	760	Eq	N/A	N/A	N/A	4,730	376	436	75	301	283	153
252		The Town Center/Community Park - Senior Adult Housing (Attached)	Occ. Dwelling Unit(s)	40	Avg	3.44	0.19	0.23	138	8	9	3	5	5	4
SV-B	4	The Town Center/Community Park - Pavilion 4 - Banquet Hall	1,000 Sq Ft	15	Avg										
530	5	The Town Center/Community Park - High School Innovation Center (1)	Student(s)	100	Avg	1.71	0.43	0.13	171	31	29	29	2	10	19
SV-C	1	The Town Center/Community Park - Pavilion 6 - Civic Meeting Space	1,000 Sq Ft	4	Avg	12.35	1.29	1.20	50	5	5	4	1	1	4
SV-D	6	The Town Center/Community Park - Transit Center	1,000 Sq Ft		Avg										
SV-E	1	The Town Center/Community Park - Pavillion 5 - Office Eve nt Center	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-F	1	The Town Center/Community Park - Pavillion 7 - Office Caf / Fitness	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-G	1	The Town Center/Community Park - Additional Office Amen ities	1,000 Sq Ft	135	Avg	12.35	1.29	1.20	1,668	174	162	153	21	28	134
SV-H	1	The Town Center/Community Park - Loading Facilities & Se curity Areas	1,000 Sq Ft	75	Avg	12.35	1.29	1.20	928	97	90	85	12	15	75
110		The Town Center/Community Park - Industrial Testing & Workshop	1,000 Sq Ft	175	Eq	N/A	N/A	N/A	1,206	117	93	103	14	11	82
SV-I	7	The Town Center/Community Park - Central Plant	1,000 Sq Ft	45	Avg										
411-A	8	The Town Center/Community Park - Rooftop Garden Park	Acre(s)	10	Avg	20.00	4.50	3.50	200	45	35	25	20	20	15
		The Town Center/Community Park Total Project Trips							56,985	3,969	5,385	3,093	876	1,786	3,599
310		Vallco Town Center Specific Plan – Block 14	Room(s)	191	Avg	8.17	0.53	0.60	1,562	101	115	60	41	59	56
		Total Gross Vallco Town Center Specific Plan Project Trips							58,547	4,070	5,500	3,153	917	1,845	3,655
	9	MXD Trip Reduction - Internal and Non-Motorized Trips				-21%	-16%	-21%	-12,169	-632	-1,125	-492	-139	-373	-752
		Net External Project Trips							46,378	3,438	4,374	2,661	778	1,472	2,903
820-C	10	Existing Mall - 82.83% Occupancy	1,000 Sq Ft GLA	994	Eq	N/A	N/A	N/A	-30,216	-633	-2,791	-392	-241	-1,340	-1,451
								Totals	16,162	2,805	1,583	2,269	537	132	1,452

Notes:
(1) AM and/or PM rates correspond to peak hour of generator.

1 Silicon Valley (SV) Trip Rates applied to office land uses based on local surveys and empirical data from Fehr & Peers Study.
2 Includes entertainment uses, health club uses, and roof pavilions.
3 Includes clubhouse and fitness pool.
4 Land Use only expected to generate trips on special events and excluded from weekday Trip Generation.
5 High School trips based on Fehr & Peers Study and agreed with the City of Cupertino.
6 Facility on Stevens Creek Blvd. Trip Generation accounted in Office Land Use from SV Trip Rates.
7 Not a typical ITE Land Use. Facility does not generate additional trips.
8 Trip Generation conservatively estimated by assuming City Park (ITE Land Use 411) rates to 1/3 of 30 total acres. AM and PM rates from ITE weekday peak hour generator studies.
9 MXD reductions account for internalization, transit, and bike/ped access. Rates determined from EPA MXD model for the Proposed The Town Center/Community Park Project.
10 Daily, AM, and PM Trips for existing land use at the Existing Mall are conservatively based on 1.2 million Sq Ft Shopping Center (ITE Land Use 820) reduced to reflect 82.83% mall occupancy.

Response E.136: There are differences between the trip generation for the previous project evaluated in the Draft EIR and the trip generation shown in the above Figure 54 from the comment, including the land uses proposed, ITE Trip Generation Manual edition referenced, and existing mall occupancy assumed. The EIR does not evaluate the environmental impacts of The Hills at Vallco. Refer to Master Response 5.

Comment E.137: 3.18 UTILITIES AND SERVICE SYSTEMS
Projects with recycled water (30 acre green roof) will result in an expansion of recycled water production which is a significant negative impact. Redirecting water which could be used for groundwater recharge and then used for drinking water is wasteful.

City must have a regulatory framework to manage conservation claims.

Response E.137: The source of the recycled water is wastewater; therefore, the project use of recycled water would not adversely affect groundwater recharge or potable water. As discussed on page 387 in Section 3.18.1.2 of the Draft EIR, Sunnyvale's Water Pollution Control Plant (WPCP) currently treats wastewater to recycled water standards in batches, rather than continuously, due to plant configuration limitations. As a result, potable water has historically been blended with recycled water to meet peak demands in the recycled water system. In 2014, the City of Sunnyvale received grant funding to make improvements to the WPCP to provide recycled water continuously and so that potable water would not need to be

blended with recycled water to meet demand. These improvements are expected to be complete in Summer of 2019.

As discussed on pages 395-396 under Impact UTL-5 of Section 3.18 of the Draft EIR, with the completion of the improvements to the WPCP in 2019, there would be sufficient recycled water supply to serve the project. It is possible that there may not be sufficient supply from the WPCP to serve future recycled water demand from the project and other potential recycled water customer, however. As stated on page 396 of the Draft EIR, any potential service constraints would be discussed with the City of Sunnyvale as the recycled water supplier and Santa Clara Valley Water District as the wholesaler.

The environmental impacts associated with expanding and improving the WPCP were evaluated in the 2016 Final Program Environmental Impact Report for the Sunnyvale Water Pollution Control Plant Master Plan (SCH# 2015062037). If any future expansion or improvements are proposed to the WPCP, they would require subsequent environmental review.

In addition, as discussed in the Draft EIR, insufficient recycled water supply would not result in a significant water supply impact because there is sufficient potable water supply to meet the project's water demand (pages 393-396).

Comment E.138: SECTION 4.0 GROWTH-INDUCING IMPACTS

The claim that project and alternatives would have no significant impact is subjective. Residents per unit are inconsistently applied in the DEIR when the population increase from Vallco project and alternatives would largely be accounting for the city-wide population increase, therefore the assumption to population must logically use 2.94 residents per unit:

> *Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).*

Figure 55: DEIR Population and Employees

Table 4.0-1: Estimated Project and Project Alternative, Citywide, and Countywide Residential Population and Employee Projections

	Estimated Dwelling Units	Estimated Residential Population	Estimated Jobs/Employees
Plan Bay Area Projections Year 2040			
Santa Clara County	818,400	2,423,500	1,229,520
Cupertino	24,040	71,200	33,110
General Plan 2040 Buildout			
Cupertino General Plan Buildout 2040	23,294	69,183	48,509
Project and Project Alternatives Buildout			
Project	800	1,600	9,594
General Plan Buildout with Maximum Residential Alternative	2,640	5,280	5,594
Retail and Residential Alternative	4,000	8,000	1,400
Occupied/Re-Tenanted Mall Alternative	0	0	2,550

Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. *Cupertino General Plan Community Vision 2015-2040*. October 15, 2015. Page 3-12.). The estimated population and jobs/employees for the project and project alternatives are based on a project-specific study of the specific uses proposed by the project completed by Economic & Planning Systems, Inc. The estimated residential and jobs/employees for the project and project alternatives are based on the following project-specific rates: 2.0 residents per unit, 1 employee/250 square feet of office, 1 employee/400 square feet of retail/restaurant, 1 employee/1,000 square of entertainment retail, and 1 employee/2 hotel rooms (Source: Economic & Planning Systems, Inc. "Population and Employment Projections." April 26, 2018.).

Response E.138: It is acknowledged in the EIR that the project and project alternatives would result in direct economic growth and population growth (page 401). As discussed on page 401-403 in Section 4.0 Growth-Inducing Impacts of the Draft EIR (as well as pages 266-268 of the EIR Amendment), the project and project alternatives would not result in a significant growth-inducing impact because:

- It would occur on an infill site,
- Is consistent with General Plan goals for focused and sustainable growth,
- Supports the intensification of development in an urbanized area currently serviced by existing roads, transit, utilities, and public services,
- The growth is included in the City's General Plan and/or *Plan Bay Area* projections
- Includes mitigation to reduce the project's impacts on community facilities,
- Proposed utility improvements would be sized to serve the proposed development and not include excess capacity; and

- The project would pay all applicable fees and taxes to offset impacts to public facilities and services (including police and fire, schools, and parks).

Refer to Section 5.2 Responses II.E.118 and II.E.120.

F. Kitty Moore (dated June 6, 2018, 12:19PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment F.1: The link provided here contains my comments to the DEIR for the Vallco Specific Plan, the alterations are minor, adding a cover page and the CA Government Code for the Notice of Preparation:

https://files.acrobat.com/a/preview/b09fcb04-956c-4525-b1c2-41a437e32ef4

Please provide written receipt of the document and that it has been downloaded and submitted for the record. Thanks!

Response F.1: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment F.2: Here is the opening page for your convenience:

COMMENTS FOR VALLCO SHOPPING DISTRICT SPECIFIC PLAN DEIR
Draft Environmental Impact Report
SCH# 2018022021

Complaints against the City of Cupertino planning process and Draft Environmental Impact Reports for Vallco Special Area Specific Plan:

1. Studying EIR Alternatives which are Inconsistent with the General Plan and do not lessen the impacts of Proposed Project.

Response F.2: Refer to Master Response 4.

Comment F.3:

2. Moving Target Project: Project Not adequately described in NOP period.
3. **Insufficient and Conflicting Information presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results.**
4. **Announcing in a Study Session 6/4/2018 for the Vallco Specific Plan that the project alternatives would require a General Plan Amendment, months after the EIR NOP.**

Response F.3: Refer to Master Response 3.

Comment F.4:

5. **Studying further inconsistent alternatives in the ongoing Specific Plan Process which are not in the DEIR requires the recirculation of the DEIR. The Specific Plan Process is considering only plans which were not studied in the DEIR. No DEIR alternatives**

showed 3,200 residential units and 750,000-1,500,000 Square Feet of office space. The General Plan does not allow retail to be reduced below 600,000 SF which the Specific Plan process is considering.

6. Alternatives to Project (General Plan with Maximum Residential Buildout Alternative and Retail and Residential Alternative) ignore the Consistency Requirement with the General Plan and The California Environmental Quality Act (CEQA), Section 15126.6, feasible alternatives:

The Specific Plan must be consistent with the General Plan by law.
Ca GC 65450-65457:

Response F.4: Refer to Master Response 2 and Section 5.2 Response II.E.3.

ATTACHMENT TO COMMENT LETTER

Comment F.5: Complaints against the City of Cupertino planning process and Draft Environmental Impact Reports for Vallco Special Area Specific Plan:

1. Studying EIR Alternatives which are Inconsistent with the General Plan and do not lessen the impacts of Proposed Project.

Response F.5: Refer to Master Response 4.

Comment F.6:

2. Moving Target Project: Project Not adequately described in NOP period.
3. Insufficient and Conflicting Information presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results.
4. Announcing in a Study Session 6/4/2018 for the Vallco Specific Plan that the project alternatives would require a General Plan Amendment, months after the EIR NOP.

Response F.6: Refer to Master Response 3.

Comment F.7:

5. Studying further inconsistent alternatives in the ongoing Specific Plan Process which are not in the DEIR requires the recirculation of the DEIR. The Specific Plan Process is considering **only** plans which were not studied in the DEIR. No DEIR alternatives showed 3,200 residential units and 750,000-1,500,000 Square Feet of office space. The General Plan does not allow retail to be reduced below 600,000 SF which the Specific Plan process is considering.
6. Alternatives to Project (General Plan with Maximum Residential Buildout Alternative and Retail and Residential Alternative) ignore the Consistency Requirement with the General Plan and The California Environmental Quality Act (CEQA), Section 15126.6, feasible alternatives:

The Specific Plan must be consistent with the General Plan by law.

Ca GC 65450-64557:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf

https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatib]e with and will not frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects."" Id.

Response F.7: Refer to Master Response 2 and Section 5.2 Response II.E.3.

Comment F.8: Government Code 15082. Notice of Preparation and Determination of Scope of EIR

(a) Notice of Preparation. Immediately after deciding that an environmental impact report is required for a project, the lead agency shall send to the Office of Planning and Research and each responsible and trustee agency a notice of preparation stating that an environmental impact report will be prepared. This notice shall also be sent to every federal agency involved in approving or funding the project.

(1) The notice of preparation shall provide the responsible and trustee agencies and the Office of Planning and Research with sufficient information describing the project and the potential environmental effects to enable the responsible agencies to make a meaningful response. At a minimum, the information shall include:

(A) Description of the project,

(B) Location of the project (either by street address and cross street, for a project in an urbanized area, or by attaching a specific map, preferably a copy of a U.S.G.S. 15' or 7- 1/2' topographical map identified by quadrangle name), and

(C) Probable environmental effects of the project.

Response F.8: No specific questions are raised in the above comment regarding the NOP. The comment cites the CEQA Guidelines section regarding an EIR Notice of Preparation. A NOP was prepared and circulated for the project, consistent with CEQA Section 15082.

Comment F.9: Potential to Cease EIR Mid-Stream:
The EIR scoping meeting provided inadequate and conflicting information with an infeasible "Proposed Project" and infeasible alternatives.
According to "CEQA Does Not Apply to Project Disapproval, Even if the EIR is Underway," by Abbott & Kindermann Leslie Z. Walker, on September 22, 2009, the EIR process may be stopped mid-stream:

> *According to Las Lomas Land Co., LLC v. City of Los Angeles (Sept. 17, 2009, B213637) Cal.App.4th_____, the long standing rule that CEQA does not apply to projects rejected or disapproved by a public agency, allows a public agency to reject a project before completing or considering the EIR. In Las Lomas, the Court of Appeals for the Second Appellate District made clear that a city may stop environmental review mid-stream and reject a project without awaiting the completion of a final EIR. While this holding may avoid wasting time and money on an EIR for a dead-on-arrival project, it will also make it harder for projects to stay in play until the entire environmental document is complete.*

The article continues:

> *One of the City's council members opposed the project and asked the City to cease its work on it. The City attorney advised the council members that the City was required to continue processing and completing the EIR. Nonetheless, the objecting council member introduced a motion to suspend the environmental review process until the city council made "a policy decision" to resume the process. The city council ultimately approved a modified motion which also called for the City to cease work on the proposed project.*

Should the City Council find reason to cease the EIR, such as project alternatives being inconsistent with the General Plan, plan NOP period did not show legal project alternatives, and the Specific Plan process failed to inform the public of the process failings immediately when known and is studying projects which were not studied in the DEIR (explained on the following pages), or that in light of its' similarity to failed Cupertino ballot Measure D: The Vallco Initiative November 8, 2016, there is precedent as demonstrated above, to do so.

Response F.9: Refer to Section 5.2 Response II.E.7.

Comment F.10: Alternatives to Project:

> *"The California Environmental Quality Act (CEQA), Section 15126.6, requires an Environmental Impact Report (EIR) to describe a reasonable range of alternatives to a Project or to the location of a Project which could feasibly attain its basic objectives but would avoid or substantially lessen any of the significant effects of the project, and evaluate the comparative merits of the alternatives."*

Response F.10: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment F.11: Similarity of "Proposed Project" to Failed Ballot Initiative Measure D, Nov. 8, 2016 Should Disqualify It:
The Vallco Measure D Initiative is described in the following: CITY ATTORNEY'S BALLOT TITLE AND SUMMARY FOR PROPOSED INITIATIVE SUBMITTED ON MARCH 3, 2016 and would consist of:

- 2,000,000 SF office
- 640,000 SF retail
- 191 additional hotel rooms, bringing the site total to 339 hotel rooms
- 389 residential units with a Conditional Use Permit bringing the total to 800 residential units

The November 8, 2016 Election results for Measure D were 55% No. Advertising for the initiative obscured the office and focused on the retail portions. The actual square footage percentages for the Measure D Initiative were:

- 56% office
- 22% residential
- 16% retail
- 6% hotel

Notice these above percentages result in 84% non-retail uses and would be a majority office park. The "Proposed Project" for the EIR has less retail (600,000 SF) and other uses the same as Measure D.

The EIR process is not intended to be a disregard of the city's General Plan to "try out" alternative concepts which have no consistency with the General Plan. This creates a great deal of confusion and distrust.

Response F.11: Refer to Master Responses 5 and 4.

Comment F.12: General Plan Directive to Create a Vallco Shopping District Specific Plan:

This section amasses the multiple sections of the General Plan which reference the Vallco Shopping District and describe what it is planned to become.

Refer to: Cupertino General Plan Vision 2040:

In Chapter 2 of the Cupertino General Plan Vision 2040: Planning Areas: Vallco Shopping District is described as: "…*Cupertino's most significant commercial center*…" and that "…*Reinvestment is needed…so that this* ***commercial center*** *is more competitive and better serves the community*." It is referred to as a "shopping district", not an office park, or a residential community.

"This new Vallco Shopping District will become a destination for shopping, dining and entertainment in the Santa Clara Valley."

- Cupertino General Plan Community Vision 2015-2040

Response F.12: Refer to Section 5.2 Response II.E.9.

Comment F.13: COMMENTS ON DEIR SUMMARY P XII: PROPOSED PROJECT IS A MOVING TARGET

The DEIR Summary, p xii, states: *"The proposed project is the adoption of the community-developed Vallco Special Area Specific Plan and associated General Plan and Zoning Code amendments."* and continues:

> *"Consistent with the adopted General Plan, the proposed Specific Plan would facilitate development of a minimum of 600,000 square feet of commercial uses, up to 2.0 million square feet of office uses, up to 339 hotel rooms, and up to 800 residential dwelling units on-site. The proposed Specific Plan development reflects the buildout assumptions (including the adopted residential allocation available) for the site in the City's adopted General Plan. In addition, the project includes up to 65,000 square feet of civic spaces in the form of governmental office space, meeting rooms and community rooms and a Science Technology Engineering and Mathematics (STEM) lab, as well as a 30-acre green roof."*

Source: Vallco Specific Plan DEIR, p. xii, http://www.cupertino.org/home/showdocument?id=20887

The DEIR studied the following projects and alternatives:

Figure 1: DEIR Proposed Project and Alternatives Summary

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

1. Proposed Project has incorrect number of residential units. Residential units would be 389. Referring to the General Plan, Vallco "…specific plan would permit 389 units…" not 800 residential units. The Specific Plan process to date shows a 3,200, 2,640 and 3,250 residential unit options. While the housing units may be moved between housing element sites, the General Plan Technical Report for Scenarios A and B do not come close to having this many housing units. None of the options are consistent with the General Plan. When the number of units is over 2,640 in the DEIR, there is no office shown. The Charrette 2 housing units are shown to be 3,200 at the Charrette #2 closing presentation for any options. This was not studied in the DEIR.

Low Housing/Low Retail option shared is inconsistent with the General Plan minimum retail of 600,000 SF.

DEIR, p. 15 PDF p 51, states in 2.4.2:

"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".

Source: Vallco Specific Plan DEIR, p 51, http://www.cupertino.org/home/showdocument?id=20887

General Plan Housing Element p H-21:

"Priority Housing Sites: As part of the Housing Element update, the City has identified five priority sites under Scenario A (see Table HE-5) for residential development over the next eight years. The General Plan and zoning designations allow the densities shown in Table HE-5 for all sites except the Vallco Shopping District site (Site A2). The redevelopment of Vallco Shopping District will involve significant planning and community input. A specific plan will be required to implement a comprehensive strategy for a retail/office/residential mixed use development. The project applicant would be required to work closely with the community and the City to bring forth a specific plan that meets the community's needs, with the anticipated adoption and rezoning to occur within three years of the adoption of the 2014-2022 Housing Element (by May 31, 2018). The specific plan would permit 389 units by right at a minimum density of 20 units per acre. If the specific plan and rezoning are not adopted within three years of Housing Element adoption (by May 31, 2018), the City will schedule hearings consistent with Government Code Section 65863 to consider removing Vallco as a priority housing site under Scenario A, to be replaced by sites identified in Scenario B (see detailed discussion and sites listing of "Scenario B" in Appendix B - Housing Element Technical Appendix). As part of the adoption of Scenario B, the City intends to add two additional sites to the inventory: Glenbrook Apartments and Homestead Lanes, along with increased number of permitted units on The Hamptons and The Oaks sites. Applicable zoning is in place for Glenbrook Apartments; however the Homestead Lanes site would need to be rezoned at that time to permit residential uses. Any rezoning required will allow residential uses by right at a minimum density of 20 units per acre."

Response F.13: Refer to Section 5.2 Response II.E.10.

Comment F.14: 2. **Clarifications needed for p xii Summary, what is the proposed project?** As of the release date of the DEIR, May 24, 2018, there is no approved Specific Plan for Vallco. Two options shared the week of Charrette #2 have no relationship to the General Plan, or the DEIR, and included:

Low Office/High Retail
Residential: 3,250 units
Office: 750,000 SF
Retail/Entertainment: 600,000 SF
Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

Low Housing/Low Retail
Residential: 2,640 units
Office: 1,500,000 SF
Retail/Entertainment: 400,000 SF
Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

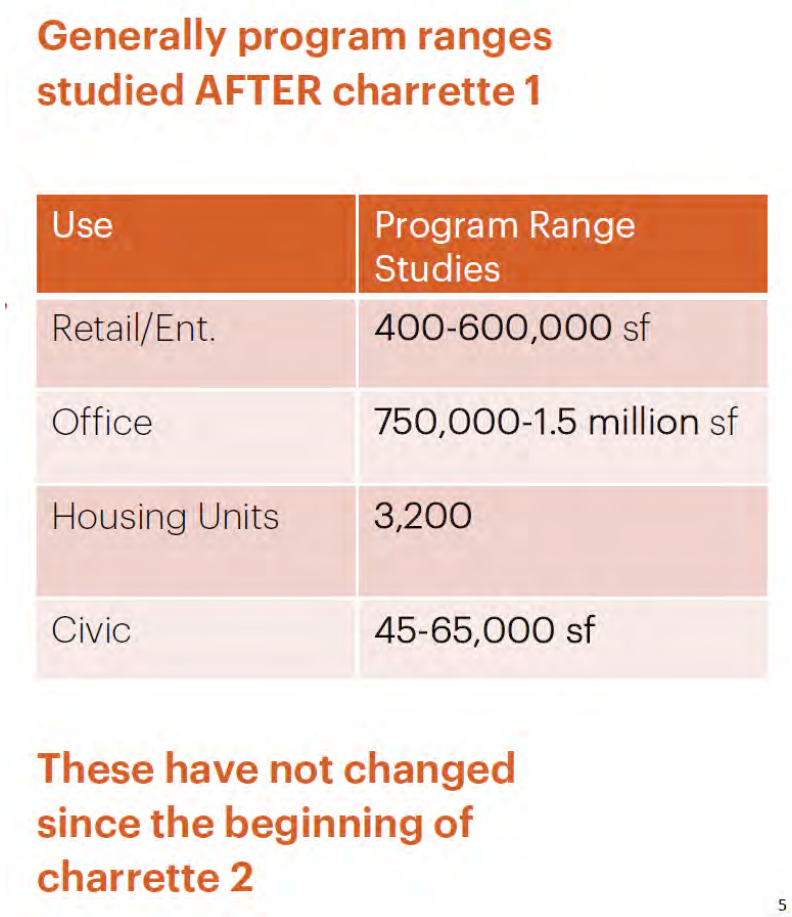
Here is the Opticos slide presented the week of Charrette #2, May 23, 2018, informing us of what the project could be:

Figure 2: Opticos Specific Plan Process Options

Notice the number of residential units are not consistent with the General Plan or DEIR in any way. The park space is inconsistent with the DEIR.

And supporting slide from Opticos Charrette #2 closing presentation has further alterations to proposed project:

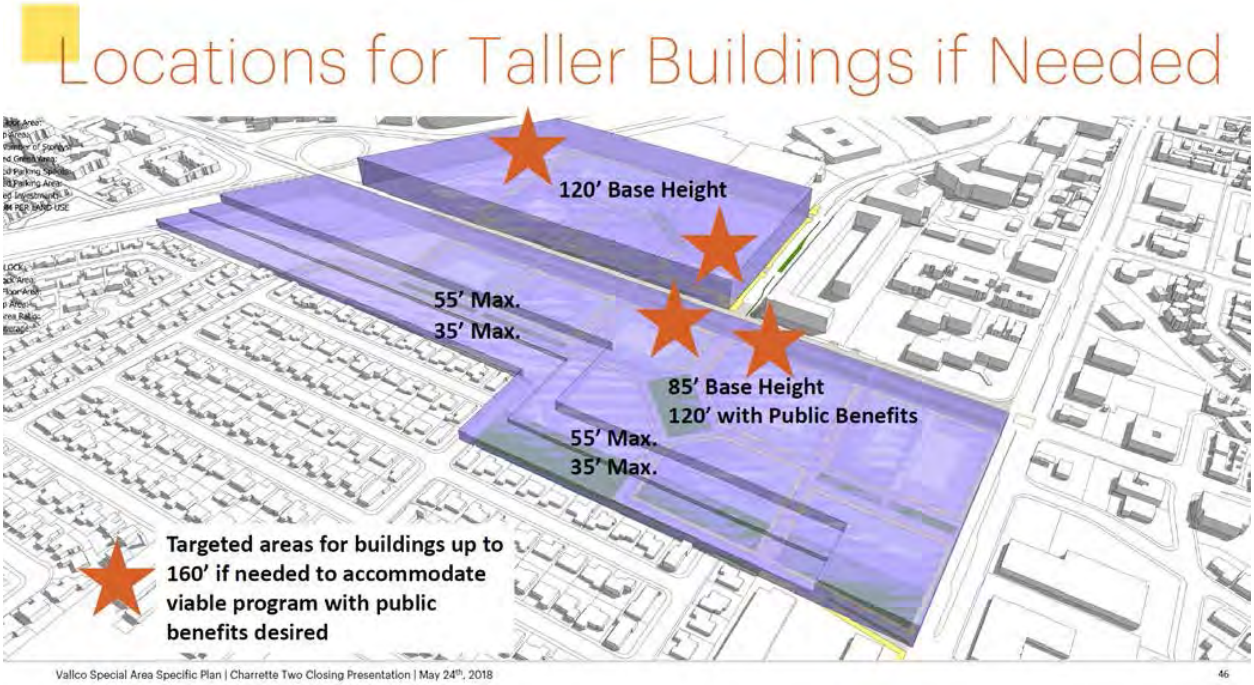
Figure 3: Opticos Specific Plan Options



Response F.14: Refer to Section 5.2 Response II.E.11.

Comment F.15: 3. 65,000 SF of civic space, STEM lab, and 30 acre green roof were not discussed in the NOP period for Vallco. In the DEIR civic space and STEM lab are combined into the 65,000 SF. Additionally, the civic/STEM spaces are considered public benefits which would result in higher building heights if the developer includes them. This was mentioned at the Opticos Charrette #2 closing presentation, May 24, 2018:

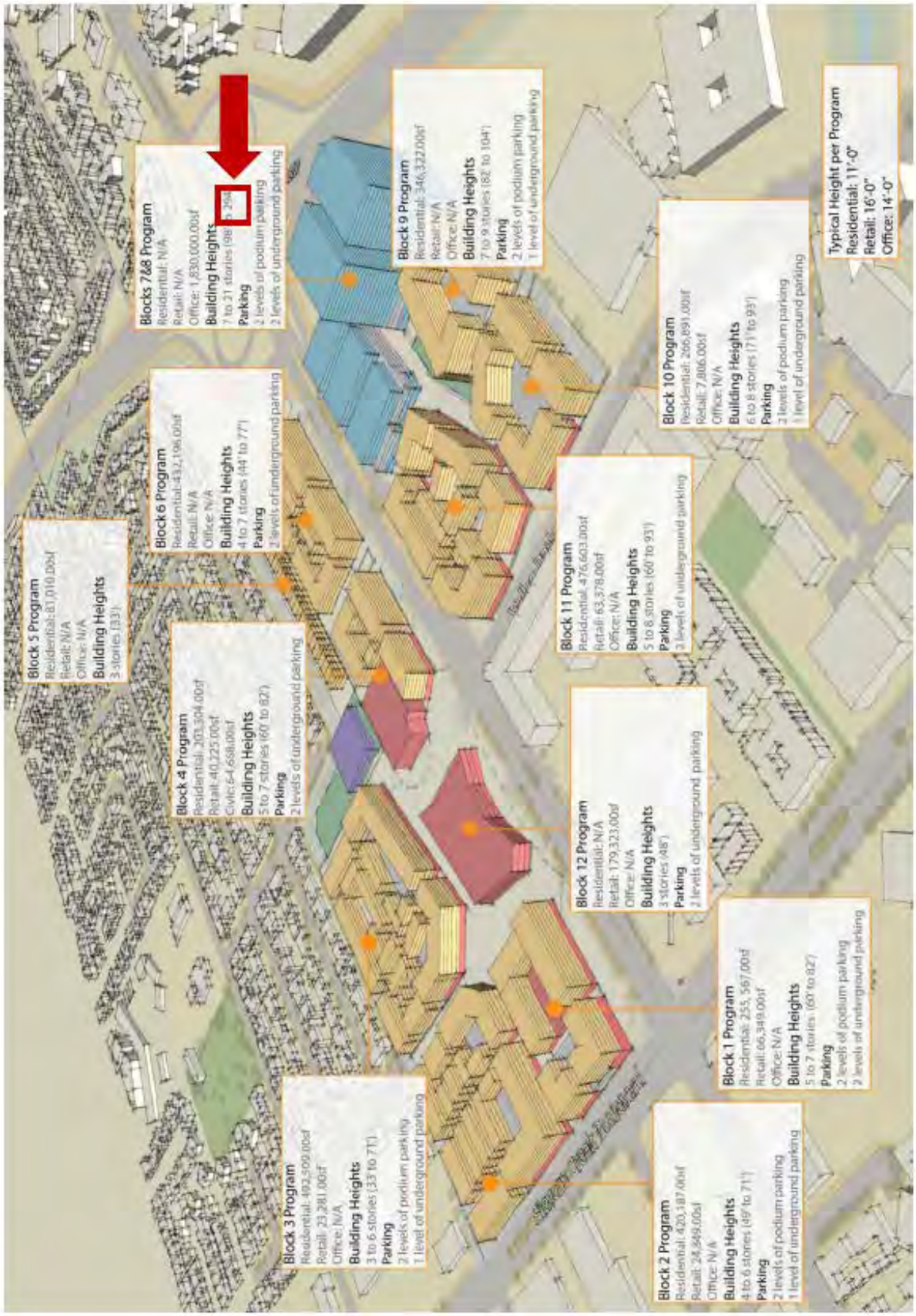
Figure 4: DEIR Heights



Response F.15: Refer to Section 5.2 Response II.E.12.

Comment F.16: 4. To add to the confusion as to what the project may end up being, the maximum height was also shown to be 294'. These height differences will cause different shadow and intrusion issues, such as privacy intrusion into Apple Campus HQ which may be a security risk at the corporate headquarters, guest discomfort at the outdoor swimming pool at Hyatt House, and the lack of privacy for the area homes and back yards. In Section 4.2.1 of the DEIR, heights are shown up to 165'.

The following graphic was presented by Opticos for Vallco Specific Plan:



Response F.16: Refer to Section 5.2 Response II.E.13.

Comment F.17: 5. Has the height at Vallco reverted to 85' and 3 stories due to the passing of May 31, 2018 with no Specific Plan adopted for Vallco? P. 162 of DEIR:

Cupertino Municipal Code

The Vallco Special Area is zoned P(Regional Shopping) – Planned Development Regional Shopping north of Vallco Parkway, and P(CG) – Planned Development General Commercial south of Vallco Parkway (west of North Wolfe Road). The Planned Development Zoning District is specifically intended to encourage variety in the development pattern of the community. The Planned Development Regional Shopping zoning designation allows all permitted uses in the Regional Shopping District, which include up to 1,645,700 square feet of commercial uses, a 2,500 seat theater complex, and buildings of up to three stories and 85 feet tall.81

The Planned Development General Commercial designation allows retail businesses, full service restaurants (without separate bar facilities), specialty food stores, eating establishments, offices, laundry facilities, private clubs, lodges, personal service establishments.

81 Council Actions 31-U-86 and 9-U-90. The maximum building height identified was in conformance with the 1993 General Plan and were identified in the Development Agreement (Ordinance 1540 File no. 1-DA-90) at that time

Response F.17: Refer to Section 5.2 Response II.E.14.

Comment F.18: 6. The performing arts theater public benefit was mentioned in the Opticos Charrette #2 closing presentation May 24, 2018, but not included in the DEIR calculations:

Figure 5: Opticos Specific Plan Process: Performing Arts Theater

Response F.18: Refer to Section 5.2 Response II.E.15.

Comment F.19: 7.
8. The lack of a stable project makes writing comments nearly impossible. In Washoe Meadows Community v. Department of Parks and Recreation (2017) 17 Cal.App.5th 277
https://www.thomaslaw.com/blog/washoe-meadows-community-v-department-parks-recreation-2017-17-cal-app-5th-277/

"…the court held that the DEIR's failure to provide the public with an "accurate, stable and finite" project description prejudicially impaired the public's right to participate in the CEQA process, citing COUNTY OF INYO V. CITY OF LOS ANGELES (1977) 71 Cal.App.3d 185. Noting that a broad range of possible projects presents the public with a moving target and requires a commenter to offer input on a wide range of alternatives, the court found that the presentation of five very different alternative projects in the DEIR without a stable project was an obstacle to informed public participation"

Response F.19: Refer to Section 5.2 Response II.E.16.

Comment F.20: 9. Proposed project is inconsistent with the General Plan: housing is exceeded, park land fails to meet requirements for the park starved east side of Cupertino (Municipal Code requires park land acreage rather than a substitute roof park at a rate of 3 acres per 1,000 residents), height bonus tied to community benefits is not in the General Plan, the housing allocation assumes the General Plan allocation system has been removed, and community benefits in the General Plan for Vallco came at no 'cost' to the project such as increased heights.

Response F.20: Refer to Section 5.2 Response II.E.17.

Comment F.21: Project alternatives are too varied from the Proposed Specific Plan project, and there is no "Proposed Specific Plan" as of May 24, 2018.

Figure 6: DEIR Summary of Project and Alternatives

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

Response F.21: Refer to Section 5.2 Response II.E.18.

Comment F.22: 10. The Specific Plan must be consistent with the General Plan by law. We have no identified Specific Plan and the last alternatives presented at the final Charrette #2 do not match any alternatives studied in the DEIR (3,200 residential units along with 750,000-1,000,000 SF office space plus 65,000 SF civic space) and are not consistent with the General Plan.

Ca GC 65450-65457:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf

https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatible with and will not

frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects." Id.

Figure 7: Vallco Project Alternatives after Charrette #1 (self)

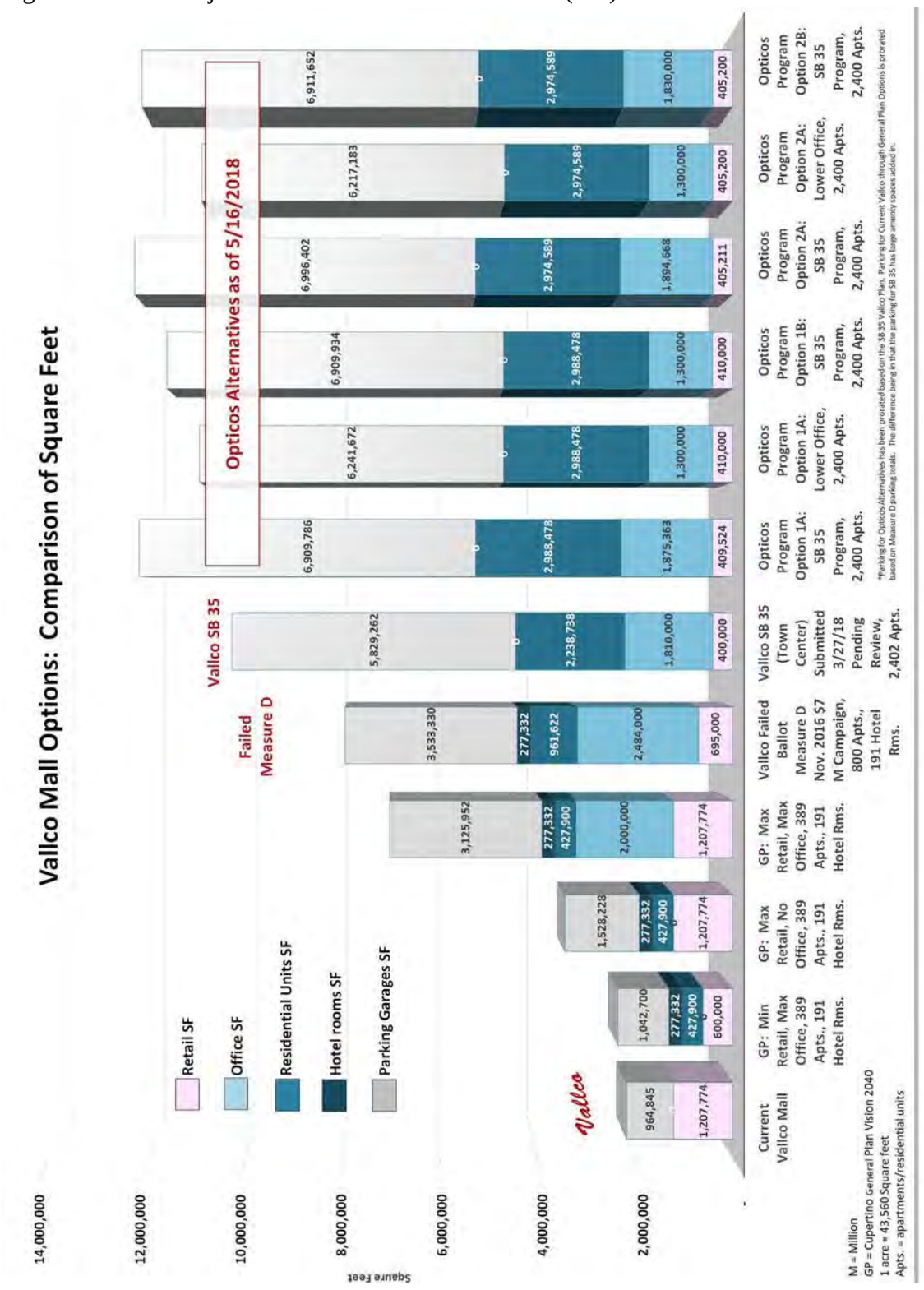
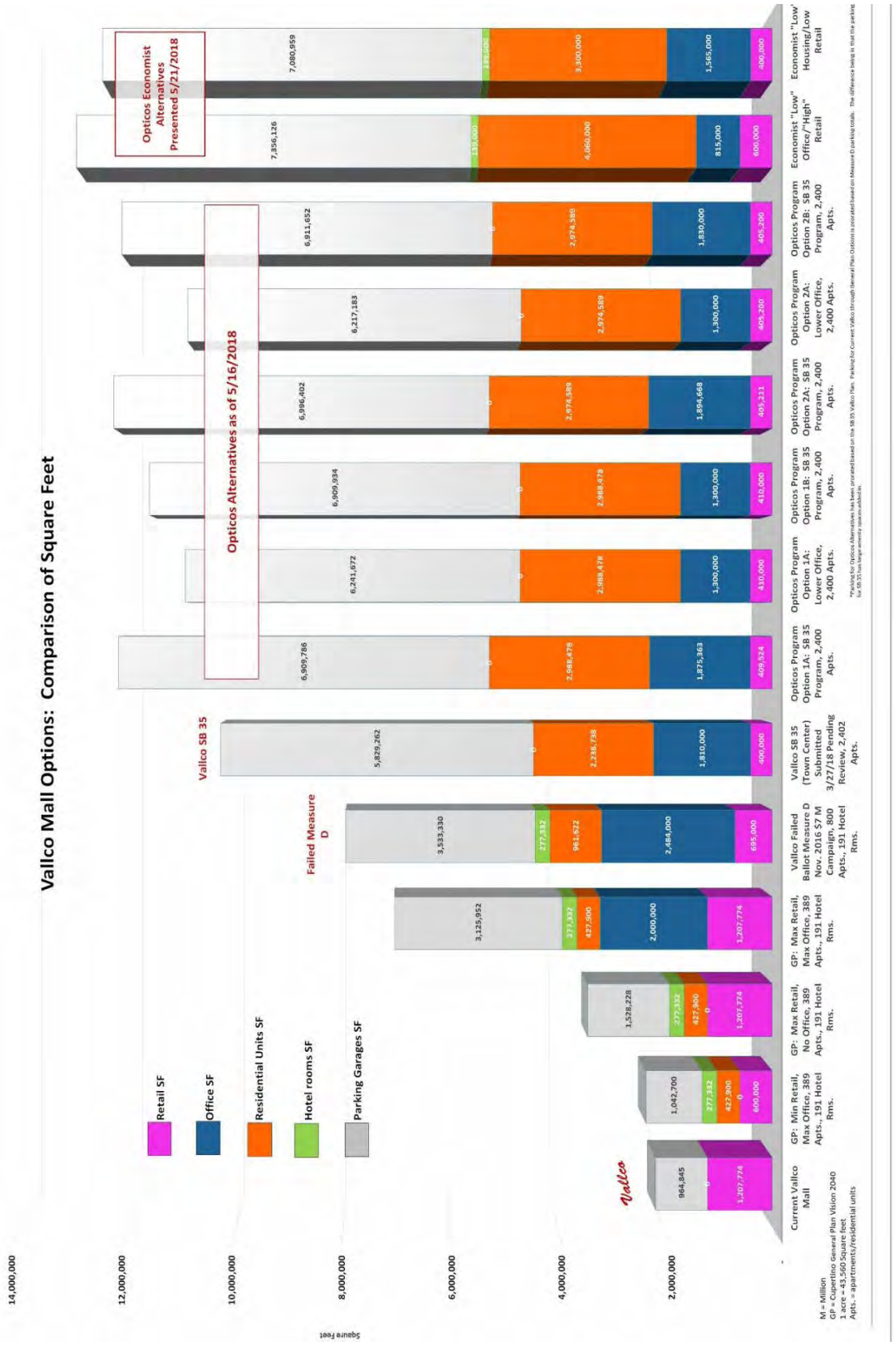


Figure 8: Vallco Project Changes (self)



Response F.22: Refer to Section 5.2 Response II.E.19.

Comment F.23: CULTURAL RESOURCES
The findings and mitigations are adequate.

Response F.23: Refer to Section 5.2 Response II.E.20.

Comment F.24: 2.2 EXISTING GENERAL PLAN AND ZONING DESIGNATIONS
This section fails to state the current zoning designations per the General Plan, no Specific Plan has been adopted:

Figure 9: Cupertino General Plan

Response F.24: Refer to Section 5.2 Response II.E.21.

Comment F.25: NO EXPLANATION FROM WHERE IN THE GENERAL PLAN THE EXCESS RESIDENTIAL UNITS CAME FROM

"As shown in General Plan Table LU-1, the General Plan development allocation for the Vallco Special Area is as follows: up to a maximum of 1,207,774 square feet of commercial uses (i.e., retention of the existing mall) or redevelopment of the site with a minimum of 600,000 square feet of retail uses of which a maximum of 30 percent may be entertainment uses (pursuant to General Plan Strategy LU-19.1.4); up to 2.0 million square feet of office uses; up to 339 hotel rooms; and up to 389 residential dwelling units.5 Pursuant to General Plan Strategy LU-1.2.1, development allocations may be transferred among Planning Areas, provided no significant environmental impacts are identified beyond those already studied in the Cupertino General Plan Community Vision 2015-2040 Final EIR (SCH#2014032007) (General Plan EIR).6 Therefore, additional available, residential or other, development allocations may be transferred to the project site."

CUPERTINO GENERAL PLAN 2040 STUDIED A PIECEMEAL PLAN OF VALLCO?

"6 The General Plan EIR analyzed the demolition of the existing 1,207,774 square foot mall and redevelopment of the site with up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential dwelling units within the Vallco Special Area. Because the Vallco Shopping Mall existed on the site when Community Vision 2015-2040 was adopted, and it was unclear when a project would be developed on the site, General Plan Table LU-2 indicates the square footage of the existing mall in the commercial development

allocation to ensure that the mall did not become a non-conforming use at the site. Residential allocations that are available in other Planning Areas may be transferred to the Vallco Shopping District without the need to amend the General Plan."

Page 223 of this DEIR conflicts with the above assertion:

"However, the General Plan update process in 2014 ***analyzed*** *and allocated 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 389 residential units for a redeveloped project on the site."*

What was studied in the General Plan EIR for Vallco?

Response F.25: Refer to Section 5.2 Response II.E.22.

Comment F.26: 2.3 BACKGROUND INFORMATION
This section attempts to obscure Vallco Shopping District's "shopping, dining, and entertainment" objectives stated in the General Plan.

The General Plan refers to Vallco Shopping District as: "... 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."

Response F.26: Refer to Section 5.2 Response II.E.23.

Comment F.27: 2.4.1 PROPOSED PROJECT
See Comments on DEIR Summary p 3 of this document.

Response F.27: Refer to Section 5.2 Responses II.E.11 through II.E.19.

Comment F.28: Park land acreage per Cupertino Municipal Code 13.08.050 states the park land acreage requirement to be 3 acres per 1,000 residents. In areas which are park deficient, such as the east side of Cupertino, the city average residents per dwelling units is 2.83. For Proposed Project, 800 residential units, 2,264 residents: 6.8 acres of park land acreage would be required. For 2,640 residential units, 7,471 residents: 22.4 acres of park land would be required. For 4,000 residential units, 11,320 residents: 34.0 acres of park land would be required.

Response F.28: Refer to Section 5.2 Response II.E.23.

Comment F.29: The 30 acre green roof is not park land acreage per the Municipal Code. While it may be considered a recreational area, the uses of such space are limited. Here is a cross section of the SB 35 plan roof:

Figure 10: Section from SB 35 Vallco Application

Response F.29: Refer to Section 5.2 Response II.E.26.

Comment F.30: Cupertino adopted the Community Vision 2040, Ch. 9 outlines the "Recreation, Parks, and Services Element." Their Policy RPC-7.1 Sustainable design, is to minimize impacts, RPC-7.2 Flexibility Design, is to design for changing community needs, and RPC-7.3 Maintenance design, is to reduce maintenance.

The Vallco green roof violates the three City of Cupertino Parks policies listed: it is not sustainable, it is not flexible (a baseball field cannot be created), and it is extremely high maintenance. Parkland acquisition is supposed to be based on "Retaining and restoring creeks and other natural open space areas" and to "design parks to utilize natural features and the topography of the site in order to…keep maintenance costs low." And unfortunately for us, the city states: "If public parkland is not dedicated, require park fees based on a formula that considers the extent to which the publicly-accessible facilities meet community need."

Response F.30: Refer to Section 5.2 Response II.E.27.

Comment F.31: 2.4.4.2 SITE ACCESS, CIRCULATION, AND PARKING

> *"Based on a conservative estimate of parking demand, it is estimated that two to three levels of below- ground parking across most of the site (51 acres) would be required."*

Should a third level of subterranean parking be required, that will increase excavation haul, and GHG calculations. This would result in about 500,000 CY of additional soil removal and should be calculated.

Response F.31: Refer to Section 5.2 Response II.E.28.

Comment F.32: Parking will be inadequate due to park and ride demand from the Transit Center and TDM.

2.4.4.3 TRANSIT CENTER AND TRANSPORTATION DEMAND MANAGEMENT PROGRAM

The extent of the transit system with Google, Genentech, and Facebook continuing to use the site along with what will likely be Apple, and VTA will result in much higher bus trips than expected. Even at the 808 average daily trips in the GHG and Fehr + Peers studies, that is 404 vehicles in and out of the site daily. This sounds much larger than Apple Park's transit system. There would need to

be a tremendous amount of park and ride spaces available for the tech company buses which is not in the project.

Response F.32: Refer to Section 5.2 Response II.E.29.

Comment F.33: 2.4.4.4 UTILITY CONNECTIONS AND RECYCLED WATER INFRASTRUCTURE EXTENSION

The SB 35 application discussed the $9.1 million cost to extend the recycled water line across I-280. There is an insufficient amount of recycled water produced at the Donald M. Somers plant and there is anticipated upstream demand. When there is not enough recycled water, potable water is added to the recycled water to make up the difference. It may be decades before there is adequate output of recycled water for the green roof.

Apple Park pays the potable water cost. The previous water study for Measure D showed the following water use:

Figure 11: WSA from Hills at Vallco Measure D

Table 3: LAS District Plus Four Development Projects

Actual and Projected Water Demand (AF)

	2005	2010	2015	2020	2025	2030	2035	2040
Cal Water Projection	14,758	11,648	14,440	14,706	14,983	15,273	15,577	15,894
Hamptons Project	0	0	0	28.1	28.1	28.1	28.1	28.1
Vallco SP&P	0	0	0	370.9	370.9	370.9	370.9	370.9
Apple Campus 2	0	0	0	121.6	121.6	121.6	121.6	121.6
Main Street Project	0	0	0	30.1	30.1	30.1	30.1	30.1
Total	14,758	11,648	14,440	15,257	15,534	15,824	16,128	16,445

Tertiary treated water from the Donald Somers plant is currently insufficient. Impacts related to the need to expand the plant will include air quality impacts as well. There is not enough capacity at the Donald Somers plant to supply the Vallco "Hills" project. Should the same green roof be added to the project, there would need to be a dual water system on the roof. This is due to the need to flush the recycled water out to keep certain plants healthy. The water use from the dual roof system needs to be addressed in coordination with the arborist report for the green roof irrigation system. The roof irrigation system may need an auxiliary pump system to irrigate gardens 95'+ in the air.

Response F.33: Refer to Section 5.2 Response II.E.30.

Comment F.34: 2.4.4.5 CONSTRUCTION

Vallco spokesperson Reed Moulds stated construction would take 6-8 years. Depending on the order of construction, for instance if office is built first, the project will worsen the deficit in housing. The length of time of construction is important because it is used in calculating the lbs/day of GHG produced. If one side is to be torn down and rebuilt (eg. the east property) first, then the GHG calculations may significantly alter to really be two separate job sites on separate schedules.

Response F.34: Refer to Section 5.2 Response II.E.31.

Comment F.35: 2.4.4.6 SPECIFIC PLAN ASSUMPTIONS

Items listed as "shall" do not state that all would be according to the requirements stated. For instance: "*Future buildings shall install solar photovoltaic power, where feasible*." Requires none actually be installed. For the requirements to have any definite effect, they need to be rewritten for that outcome.

Response F.35: Refer to Section 5.2 Response II.E.32.

Comment F.36: Residences and sensitive receptors need to be 200' from truck loading areas.

Response F.36: Refer to Section 5.2 Response II.E.33.

Comment F.37: 3.1.1.2 SCENIC VIEWS AND VISTAS

DEIR ignores many pleasant views in the Wolfe Road corridor and took photos in harsh lighting when many of the residents enjoy the space on commutes and going to the gym onsite:

Southbound on Wolfe Road with the many mature ash trees:

Figure 12: SB Wolfe Rd.

Southbound on Wolfe Rd. looking west, notice the wide expanse and no buildings:
Figure 13: SB Wolfe Rd. Looking West at Vallco Open Space

Southbound on Wolfe Road, views of Santa Cruz Mountains. There are few areas in the east part of Cupertino where the Santa Cruz mountains are visible due to structures.
Figure 14: SB Wolfe Rd. Santa Cruz Mountains, Vallco Open Space, Trees

East bound on Stevens Creek Blvd. Views of east hills and multiple Apple transit buses.
Figure 15: EB Stevens Creek Blvd. Apple Shuttles

View of Bay Club (large seating area and tv room next to Starbucks) at Vallco.
Figure 16: The Bay Club and Starbucks at Vallco

3.1.2 AESTHETIC IMPACTS

> *"Aesthetic components of a scenic vista include scenic quality, sensitivity level, and view access. Scenic vistas are generally interpreted as long-range views of a specific scenic features (e.g., open space lands, mountain ridges, bay, or ocean views)."*

Findings of AES-1 and AES-2 are incorrect.

The length of a scenic vista is relative to the location. In the east part of Cupertino, there are few long (10 mile) vistas, such that 400’ is a relatively long vista. Glimpses of the Santa Cruz mountains and east bay hills are few and thus more precious. Homes are clustered with 5’ side yards and 25’ setbacks such that neighborhoods have little in the way of long vistas. Creekside Park, Cupertino High School, and Vallco Mall have the largest locally long vistas.

Proposed project will have a huge negative aesthetic impact, it will block all views of the Santa Cruz mountains and eliminate the wide vista across the Bay Club parking lot. Most of the homes in the east part of Cupertino have no long site view and no view of the Santa Cruz mountains. The Bay Club and Starbucks (in the Sears Building) has a huge setback and the parking lot has many fairly young trees. This open vista has been there historically. Visitors to the rebuilt site will be relegated to underground parking caves in a crowded environment with thousands of employees and residents. While Apple Park architects did their best to berm and plant a massive 176 acre area, while keeping the maximum elevation to 75’, the Vallco project is the aesthetic antithesis.

Ideally, Main Street would have been purchased for park land but that did not happen. While the proposed project suggests to hide park land within the project, there should be a large corner park to maintain the historic open corner space at the northeast corner of Wolfe Rd. and Stevens Creek Blvd. The following historical photographs indicate how the corner has never had the view blocked by any solid structure:

Figure 17: Vallco 1939

Figure 18: Vallco 1965

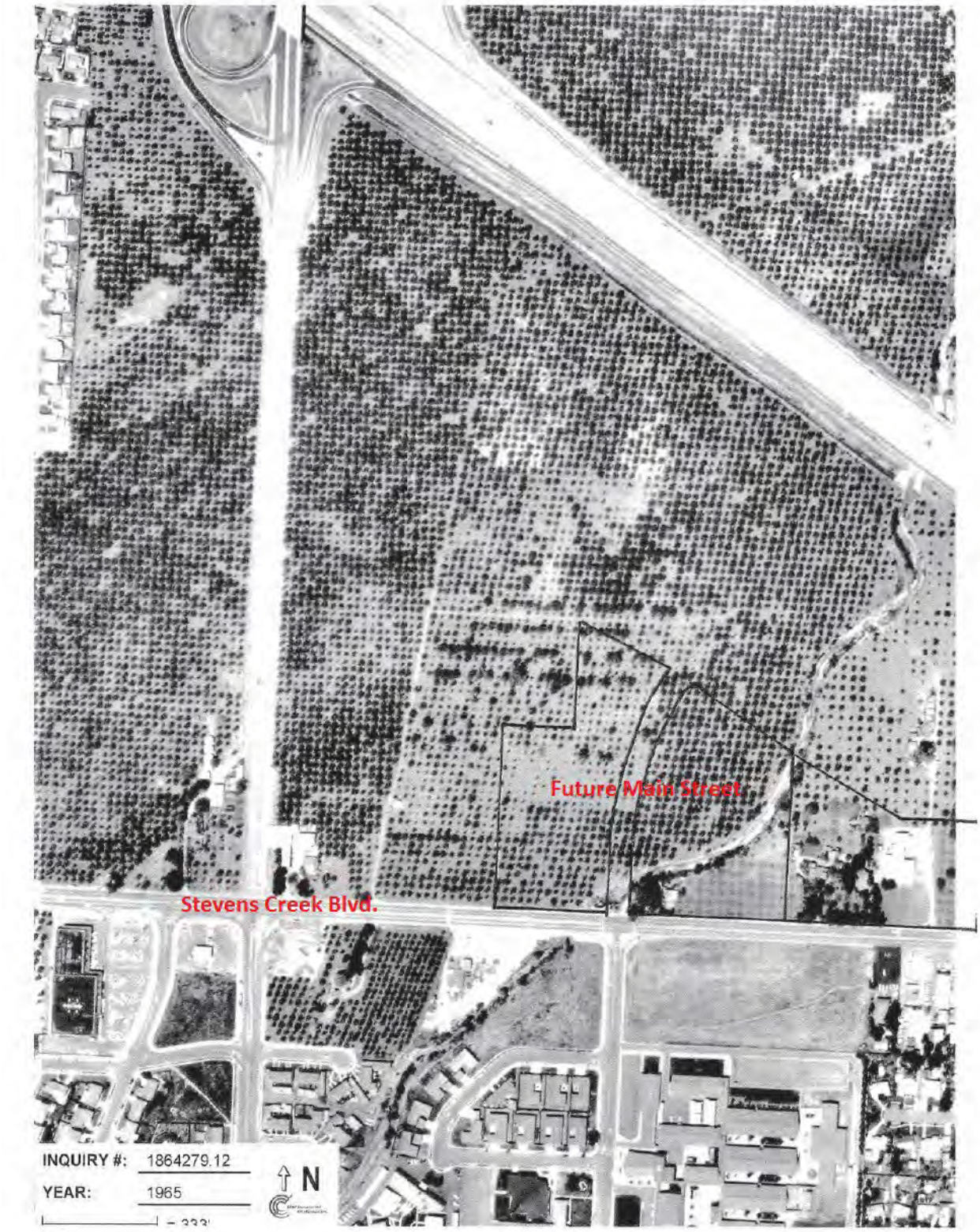


Figure 19: Vallco 1974

Response F.37: Refer to Section 5.2 Response II.E.34.

Comment F.38: LIGHT AND GLARE

The development of the proposed project and alternatives (other than retenanted mall) would include nighttime and security lighting, and may include building material that is reflective. The project and alternatives (other than re-tenanted mall) could result in light and glare impacts.

Structures facing the residential areas could have the windows and heights limited with green walls installed to mitigate light and glare effects.

Response F.38: Refer to Section 5.2 Response II.E.35.

Comment F.39: 3.2 AGRICULTURAL AND FORESTRY RESOURCES
The site historically was an orchard until the late 1970s. With proper planning, a limited portion of the site could be returned to orchard space, on the ground, and possibly on the Stevens Creek Blvd. and Wolfe Rd. corner.

Response F.39: Refer to Section 5.2 Response II.E.36.

Comment F.40: 3.3 AIR QUALITY
Data input has some errors to traffic volumes, wind direction (selected "variable" when it is N, NE), project traffic volumes, and input to the program used to model GHG such as: acreage of the lot, apartment total SF, city park acreage is on the roof and will have recycled water which results in an additional GHG, the addition of a 10,000 SF racquet club is inconsistent with the proposed project studied by others, the Government Civic Center is shown smaller than Proposed Project:
Figure 20: From DEIR: GHG Land Usage

1.1 Land Usage

Land Uses	Size	Metric	Lot Acreage	Floor Surface Area	Population
General Office Building	2,000.00	1000sqft	58.00	2,000,000.00	0
Enclosed Parking with Elevator	11,391.00	Space	0.00	4,556,400.00	0
User Defined Parking	1.00	User Defined Unit	0.00	0.00	0
Hotel	339.00	Room	0.00	492,228.00	0
Apartments Mid Rise	800.00	Dwelling Unit	0.00	800,000.00	2288
Regional Shopping Center	600.00	1000sqft	0.00	600,000.00	0
City Park	30.00	Acre	0.00	1,306,800.00	0
Government (Civic Center)	45.00	1000sqft	0.00	45,000.00	0
Racquet Club	10.00	1000sqft	0.00	10,000.00	0
Junior College (2Yr)	10.00	1000sqft	0.00	10,000.00	0

GHG Trips generated do not match the Fehr + Peers Traffic Study for the DEIR and have nearly 10,000 less ADT.

Response F.40: Refer to Section 5.2 Response II.E.37.

Comment F.41: Additionally, the Fehr + Peers average daily trip rate was erroneously low. The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is

undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the "Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

Figure 21: From DEIR: GHG Trip Generation

4.2 Trip Summary Information

Land Use	Average Daily Trip Rate			Unmitigated	Mitigated
	Weekday	Saturday	Sunday	Annual VMT	Annual VMT
Apartments Mid Rise	3,616.00	3,480.00	3184.00	8,164,132	8,164,132
Enclosed Parking with Elevator	0.00	0.00	0.00		
General Office Building	20,500.00	4,580.00	1960.00	37,225,521	37,225,521
Hotel	2,352.66	2,359.44	1715.34	4,298,751	4,298,751
Regional Shopping Center	16,878.00	19,788.00	9996.00	28,597,404	28,597,404
User Defined Parking	808.00	808.00	808.00	1,470,560	1,470,560
City Park	471.00	471.00	471.00	1,005,516	1,005,516
Government (Civic Center)	844.20	0.00	0.00	1,152,717	1,152,717
Junior College (2Yr)	116.00	47.20	5.10	229,393	229,393
Racquet Club	239.00	239.00	239.00	406,530	406,530
Total	45,824.86	31,772.64	18,378.44	82,550,523	82,550,523

Fehr + Peers ADT chart:

Figure 22: From DEIR: Fehr + Peers Trip Generation does not match

Table 3.17-7: Project and Project Alternative Trip Generation E

Land Use	Project				General Plan Buildout with Maximum Residential Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162
Green Roof	30 acres	567	135	105	30 acres	567	135	105
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452
Transit Hub (C)		808	175	193		808	175	193
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response F.41: Refer to Section 5.2 Response II.E.38.

Comment F.42: IMPACT AQ-1

Impact AQ-1 PM 10, is missing from the DEIR but mitigations to AQ-1 are included in the GHG appendix and are repeated for Impact AQ-2.

Response F.42: Refer to Section 5.2 Response II.E.39.

Comment F.43: IMPACT AQ-2
The following is quoted from DEIR AQ-2:

"Impact AQ-2: The construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-2.1: 3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited."

14. Avoid tracking of visible soil material on to public roadways by employing the following measures if necessary: (1) Site accesses to a distance of 100 feet from public paved roads shall be treated with a 6 to 12 inch compacted layer of wood chips, mulch, or gravel and (2) washing truck tires and construction equipment of prior to leaving the site."

These impacts may be better mitigated following Apple Park's method of power washing on each exit from the site and installing steel grates the trucks drive over.

Response F.43: Refer to Section 5.2 Response II.E.40.

Comment F.44: The soil haul on I-280, if this occurs, will need coordination with CalTrans for street sweeping on the freeway. This may take months and severely block traffic due to closing a lane for sweepers. The route for soil haul needs to be made public. Apple Park balanced cut and fill onsite, thus eliminating months of truck haul a considerable distance. The Environmental Assessment for Vallco Town Center Initiative, "Measure D" indicated many months of hauling required, trips from 7-12 miles, and that project is approximately 2 Million SF smaller than Proposed Project and alternatives. Additionally, the inclusion of having 85% of parking be subterranean in the Charrette alternatives could result in an extra level of subterranean parking needed. This will mean another 500,000 cubic yards of soil haul off. This was not anticipated in the DEIR and will impact air quality.

Response F.44: Refer to Section 5.2 Response II.E.41.

Comment F.45: It is expected that there will be hazardous materials needing special accepting landfills which are not near the site.

Response F.45: Refer to Section 5.2 Response II.E.42.

Comment F.46: The following is quoted from DEIR AQ-2:

"Impact AQ-2:
MM AQ-2.1:
6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California airborne toxics control

measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.
16. Minimizing the idling time of diesel powered construction equipment to two minutes."

#6 and #16 impact mitigations are conflicting, is it two minutes or five minutes allowable idling time? How will this be enforced?

Response F.46: Refer to Section 5.2 Response II.E.43.

Comment F.47: The highest engine tier available is Tier 4b, the mitigations suggested include Tier 3, which should be deleted and require ALL construction equipment meet Tier 4b emissions standards because the site is adjacent to residences and within a quarter of a mile to a high school and day care. Additionally, the year of construction actually beginning is unknown.

Response F.47: Refer to Section 5.2 Response II.E.44.

Comment F.48: How will the City enforce that mitigations such as alternative fuel options (e.g., CNG, bio-diesel) are provided for each construction equipment type? It is the responsibility of the lead agency to ensure the equipment operated by the project actually uses alternative fuel. City must present their enforcement process.

Response F.48: Refer to Section 5.2 Response II.E.45.

Comment F.49: Because we have seen developers not pull permits until many years after approval, requiring that equipment be no older than eight years is better than the DEIR requirement of model year 2010 or newer.

Response F.49: Refer to Section 5.2 Response II.E.46.

Comment F.50:

- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA Tier 4 emission standards for NOx and PM, where feasible.*
- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA emission standards for Tier 3 engines*

Response F.50: Refer to Section 5.2 Response II.E.47.

Comment F.51: Consider adding the following mitigations text and explain how it will be enforced:

Figure 23: Mitigations for trucks

- new clean diesel trucks,
- lower-tier diesel engine trucks with added PM filters,
- hybrid trucks, alternative energy trucks, or
- another method that achieves the same emission standards as the highest engine tier available.

Figure 24: Mitigations for Construction Vehicles

- All off-road equipment and on-road equipment used for construction projects within the Plan area shall be no older than eight years at the time the building permit is issued. This requirement will ensure that these projects use the newest and cleanest equipment available.
- Portable diesel engines shall be prohibited at construction sites within the Plan area. Where access to grid power is available, grid power electricity should be used. If grid power is not available, propane and natural gas generators may be used.

Source, BAAQMD:
http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf

Response F.51: Refer to Section 5.2 Response II.E.48.

Comment F.52: IMPACT AQ-3:
The operation of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

Incomplete analysis and only one mitigation was suggested for operation of the project which is for architectural coatings specifically paint when ROGs are widely used throughout construction, however the proposed project will likely have multiple sources of ROG air pollution such as air pollution caused by:

1. additional recycled water production: likely unavoidable
2. any electrostatic ozone producing equipment: consider limiting ozone producing equipment or seek alternatives
3. cooling towers: require high efficiency cooling towers
4. operation of the transit hub: require zero emission transit vehicles, especially since there will likely be sensitive receptors living on site.
5. additional electricity generation to operate the project: require solar onsite to provide a minimum 50% of required electricity, including the electricity needed to treat the water and recycled water. Any exposed roofing to be white roof.
6. day to day additional vehicular traffic: require a high percent of EV charging stations, zero emission vehicles, and site loading areas 200' from residents, medical offices, daycares, parks, and playgrounds. Refer to Comment 2C in the following: http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf
7. VOC emission from outgassing of carpets, plastics, roofing materials, curing of concrete, treatment of pool and cooling tower water, materials in the artificial roof infrastructure: require low VOC materials throughout the project to reduce

8. restaurants which may be vented to the roof exposing people to cooking fume exhaust. Main Street Cupertino gases from restaurants are visible and detectable across the street on Stevens Creek Boulevard. The standards for roof venting for a green roof must be higher than typical because people may end up near the vents.
9. Additional traffic backing up on I-280, site is downwind of the freeway: place residential areas, medical facility offices, daycares, school uses, playgrounds, and parks a minimum of 1000' from the I-280 right of way including the off ramps and particularly the on ramp due to vehicular acceleration resulting in increased air pollution emissions.
10. VOCs are not mitigated with HEPA filtration. This makes siting residences, medical facilities, school facilities, and daycares more than 1000' from the freeway imperative. Require a Merv 13 filter or better in the 1000' area and require the replacement of the filters with some city determined verification that the filters are changed. http://www.latimes.com/local/lanow/la-me-ln-freeway-pollution-filters- 20170709-story.html
11. Employees working in the parking garages in the TDM program (valets underground) will need to have air quality monitored for safety. Usually they would have a separate room which is well ventilated and preferably an automated payment system for metered parking. However, if workers are needed to pack cars tightly, then the whole underground parking area would have to be rendered safe for workers exposed to the air pollution found in parking garages for a full work day.

Response F.52: Refer to Section 5.2 Response II.E.49.

Comment F.53: IMPACT AQ-4

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would result in a cumulatively considerable net increase of criteria pollutants (ROG, NOx, PM10, and/or PM2.5) for which the project region is non-attainment under an applicable federal or state ambient air quality standard.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measure: MM AQ-4.1: Implement MM AQ-3.1.

This is an incomplete analysis with incomplete mitigation measures. Refer to additional air pollution sources and mitigations listed in Impact AQ-3 above. No study of TDM workers in the underground garages has been done.

Response F.53: Refer to Section 5.2 Response II.E.50.

Comment F.54: IMPACT AQ-6:

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial construction dust and diesel exhaust emissions concentrations.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measures: MM AQ-6.1: Implement MM AQ-2.1 and -2.2.

1. *All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.*
2. *All haul trucks transporting soil, sand, or other loose material off-site shall be covered.*

This impact is not specific enough. Because there is an error in the calculations, explained in the Air Quality and Greenhouse Gas Emissions Assessment section fully, the mitigations must be made more strict. It should be mentioned, that the exposure has critical peaks of hazardous levels of GHGs.

Response F.54: Refer to Section 5.2 Response II.E.51.

Comment F.55: HAZARDOUS MATERIALS

Some of the site interiors appear to have had demolition occur already. Was this done to code? How is that known?

"Potential sources of on-site contamination – The Vallco site was historically used for agricultural purposes, and has been developed and operating as a shopping mall since at least 1979. The site is listed on regulatory agency databases as having leaking underground storage tanks (LUSTs), removing and disposing of asbestos containing materials (ACMs), and a small quantity generator of hazardous materials waste. Surface soils may contain elevated levels of residual pesticides and other chemicals of concern related to past and present use and operations at the site."- JD Powers VTCSP 9212 report

Include the following, modified from VTCSP 9212 report, JD Powers:

Soil Management Plan: *A Soil Management Plan for all redevelopment activities shall be prepared by applicant(s) for future development to ensure that excavated soils are sampled and properly handled/disposed, and that imported fill materials are screened/analyzed before their use on the property.*

Renovation or Demolition of Existing Structures: *Before conducting renovation or demolition activities that might disturb potential asbestos, light fixtures, or painted surfaces, the Town Center/Community Park applicant shall ensure that it complies with the Operations and Maintenance Plan for management and abatement of asbestos-containing materials, proper handling and disposal of fluorescent and mercury vapor light fixtures, and with all applicable requirements regarding lead-based paint.*

Proposed use of hazardous materials *– Development of the VTC and alternatives could include uses that generate, store, use, distribute, or dispose of hazardous materials such petroleum products, oils, solvents, paint, household chemicals, and pesticides. The VTC shall include the following EDF to reduce adverse effects from on-site use of hazardous materials:*

Hazardous Materials Business Plan: *In accordance with State Code, facilities that store, handle or use regulated substances as defined in the California Health and Safety Code Section 25534(b) in excess of threshold quantities shall prepare and implement, as necessary, Hazardous Materials Business Plans (HMBP) for determination of risks to the community. The HMBP will be reviewed and approved by the Santa Clara County Department of Environmental Health Hazardous Materials Compliance Division through the Certified Unified Program Agencies (CUPA) process*

Refer to Subchapter 4. Construction Safety Orders, Article 4. Dusts, Fumes, Mists, Vapors, and Gases: https://www.dir.ca.gov/title8/1529.html

Response F.55: Refer to Section 5.2 Response II.E.52.

Comment F.56: IMPACT AQ-7

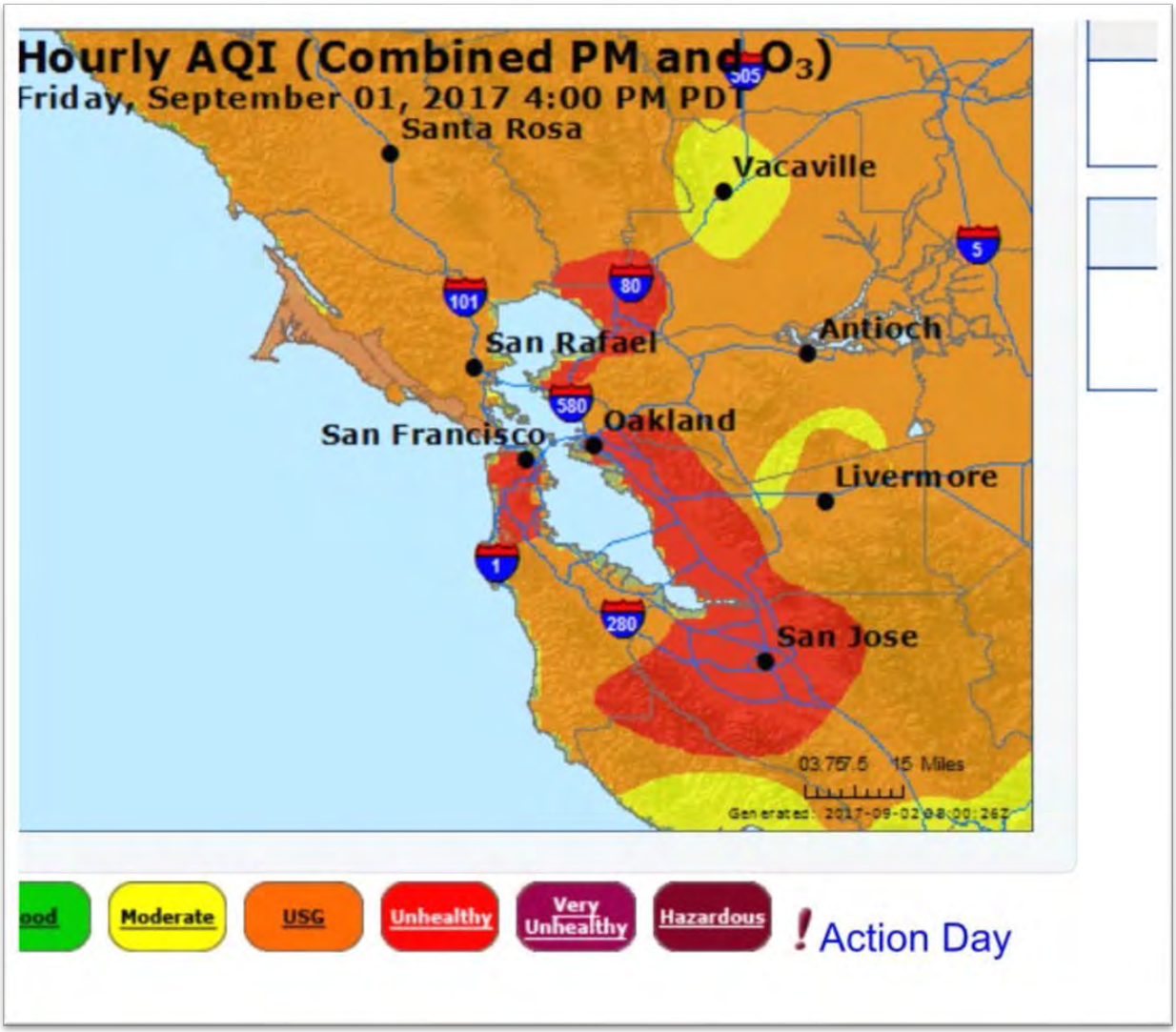
The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial TAC pollutant concentrations.

Less than Significant Impact with Mitigation Incorporated

MM AQ-7.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) shall implement mitigation measure MM AQ-2.1 to reduce on-site diesel exhaust emissions, which would thereby reduce the maximum cancer risk due to construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative).

The cancer risk assessment is based on erroneous traffic studies and the air quality monitoring stations had old data from 2013 and/or were too far away to use data. The cancer risk needs to be recalculated. The amount of exposure time should reflect seniors not leaving the project area. The baseline air quality monitoring must be taken over an extended period with particular attention paid to the summer months when Ozone levels increase. Here is an example day when children would be playing outdoors, Ozone was the primary pollutant. Note these are regional amounts, and the increases along the freeways are not shown:

Figure 25: AQI from BAAQMD



Response F.56: Refer to Section 5.2 Response II.E.53.

Comment F.57: The I-280 freeway produces substantial TAC pollutant concentrations and the south bay is subjected to the entire bay area's pollutants which are converted to Ozone in the warm summer months. The DEIR failed to monitor air pollution for the site for any time period, and only modeled pollutants onsite. Fires are expected to be the new normal, bringing potential further impacts to the region's air quality.

The heights of the structures planned, and layout, and planned green roof, will likely concentrate freeway pollutants into the project area and combine and intensify them with onsite traffic. Having 85% of the parking garages underground and with fresh air intake being difficult to locate may result in significantly unhealthy air quality and the need for expensive mechanical filtration which does not filter VOCs. Adding what may be approximately 147,000 SF of restaurant and up to 4,000 residential units producing cooking and restroom exhaust with a challenging ventilation system may further degrade the air quality on site. The roof park may enclose the site to the point of having hazardous air quality. The roof park covering was not studied in the cancer risk assessment model.

Reducing the amount of underground parking and having above grade parking with open walls in above ground structures is a mitigation. Alternatively, Merv 13 or better filtration and air quality monitors in the subterranean garages may improve the air quality, but it is not clear which would be better. The project alternative with 4,000 residential units will most likely result in residents within 1,000' of the freeway, re-tenanted mall results in the least construction and operational pollution, least cancer risk, and least long term GHG exposure since no residential units would be onsite.

Response F.57: Refer to Section 5.2 Response II.E.54.

Comment F.58: Project is "down wind" of the freeway. The freeway has over 160,000 vehicles per day and is increasing in congestion. Planned projects in San Jose will likely balance the directional flow of the I-280 and worsen traffic. Freeway pollution has been found to travel up to 1.5 miles resulting in readings above baseline.

The project will significantly slow traffic, and therefore it will increase air pollution levels. Pollutants increase dramatically when going 13 mph vs 45 mph for example, see Zhang, Kai, and Stuart Batterman. "Air Pollution and Health Risks due to Vehicle Traffic." The Science of the total environment 0 (2013): 307–316. PMC. Web. 30 May 2018.

Response F.58: Refer to Section 5.2 Response II.E.55.

Comment F.59: The cumulative effects of the existing air quality next to the freeway, trapping air pollution from the geometry of the buildings proposed and potential roof, must be studied. Project may result in a tunnel effect. see Zhou R, Wang S, Shi C, Wang W, Zhao H, Liu R, et al. (2014) Study on the Traffic Air Pollution inside and outside a Road Tunnel in Shanghai, China. PLoS ONE 9(11): e112195. https://doi.org/10.1371/journal.pone.0112195

Response F.59: Refer to Section 5.2 Response II.E.56.

Comment F.60: CANCER RISK ASSESSMENT, CONSTRUCTION PHASE, CONTRADICTS PREVIOUS STUDY
The construction phase cancer risk assessment is lower than that prepared for the Measure D Vallco Town Center Environmental assessment, which, without EDFs is copied here, this disparity does not make sense:

Figure 26: VTC Hills at Vallco Cancer Risk Assessment - High

Table AQ-13
Project-Related Construction Health Risk Impacts at Sensitive Receptors, Without EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, Without EDFs	83	0.065	0.21	0.296
BAAQMD Significance Threshold	**10**	1	1	0.3

Notes:
1. The existing residential locations experiencing maximum project impacts with no EDFs are:

	UTMx	UTMy
Cancer	587135.52	4131721.81
Chronic HI, $PM_{2.5}$	587134.89	4131761.81
Acute HI	587057.1	4131620.57

Abbreviations:
BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

And with EDF's here:
Figure 27: VTS Hills at Vallco Cancer Risk Assessment with EDFs

Table AQ-14
Project-Related Construction Health Risk Impacts at Sensitive Receptors, With EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, With EDFs	7.5	0.0063	0.089	0.024
BAAQMD Significance Threshold	**10**	1	1	0.3

Notes:
1. The existing residential locations experiencing maximum project impacts with EDFs are:

	UTMx	UTMy
Cancer	587360.2	4131425.31
Chronic HI, $PM_{2.5}$	587361.46	4131345.32
Acute HI	587330.47	4132044.92

Abbreviations:
BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

P. 55 of GHG Assessment cancer risk assessment shows much lower risk:

"Results of this assessment indicate that the maximum excess residential cancer risks would be 26.7 in one million for an infant/child exposure and 0.9 in one million for an adult exposure. The maximally exposed individual (MEI) would be located at a second floor residence at the location shown in Figure 5. The maximum residential excess cancer risk at the MEI would be greater than the BAAQMD significance threshold of 10 in one million. Implementation of Mitigation Measures AQ-1 and AQ-2 would reduce this risk to below the BAAQMD threshold of significance."

This lower result for a larger project does not make sense given both the proximity to the I-280, down wind location, and the questionable ability of the city to enforce what types of construction vehicles are used, what types of architectural coatings are used, what company electricity is purchased from, and maintain freeway volumes from increasing and slowing traffic further.

Response F.60: Refer to Section 5.2 Response II.E.57.

Comment F.61: Impact AQ-9

Implementation of the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would cumulatively contribute to cumulatively significant air quality impacts in the San Francisco Bay Area Air Basin. Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-9.1: Implement MM AQ-3.1

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

This is very incomplete, this suggests the re-tenanted mall is the best alternative.

Response F.61: Refer to Section 5.2 Response II.E.58.

Comment F.62: 3.4 BIOLOGICAL RESOURCES

The conclusions that there are no significant impacts on biological resources are incorrect and mitigations are not achievable.

General Plan Strategy LU-19.1.13 "Retain trees along the Interstate 280, Wolfe Road and Stevens Creek Boulevard to the extent feasible, when new development are proposed."

The DEIR states: "The existing 1,125 trees on the project site were planted as part of the development of Vallco Shopping Mall and, therefore, are all protected trees."

Because of the closing of mall activities, there has very likely been an increase in wildlife on the site with less human presence.

Response F.62: Refer to Section 5.2 Response II.E.59.

Comment F.63: The city has demonstrated that they will approve construction of an excessively glazed structure, Apple Park, where both birds and humans will run into the glass and be harmed. There is no assurance that there will be care taken for the existing wildlife on site during construction, and no assurance there will be care in maintaining the habitat in the future. Referring to the Vallco SB 35 application excuse that there are essentially, too many ash trees on the property provides only an expectation that the developer intends to cut them all down.

A mitigation suggested includes: "*Prohibiting glass skyways and freestanding glass walls*" While renderings of the two story walkway over Wolfe Rd. show an all glass walled structure. Roof top amenities shown with tall glass walls. There does not appear to be any intention to enforce this mitigation.

Response F.63: Refer to Section 5.2 Response II.E.60.

Comment F.64:
The following mitigation should be added, from Measure D VTCSP:

*"30. **Nitrogen Deposition Fee:** The Town Center/Community Park applicant and other project applicants for future development shall pay a Santa Clara Valley Habitat Conservation Plan/Natural Community Conservation Plan Nitrogen Deposition Fee to the Implementing Entity of the Habitat Conservation Plan, the Santa Clara Valley Habitat Agency, even though the fee would not otherwise be legally applicable to the future development. The Town Center/Community Park applicant shall pay the Nitrogen Deposition Fee commensurate with the issuance of building permits within the Town Center/Community Park.- source VTCSP 9212 report, JD Powers"*

Response F.64: Refer to Section 5.2 Response II.E.61.

Comment F.65: Apply the following from VTCSP with multiple historical photographs and educational information boards.

"The Vallco Shopping District is designated as a City Community Landmark in the City's General Plan. The General Plan EIR concluded that the redevelopment of the Vallco site would not result in significant impacts to historic resources, if redevelopment is consistent with General Plan Policy LU-6.3.60 The VTCSP would be consistent with General Plan Policy LU-6.3 by providing a plaque, reader board and/or other educational tools on the site to explain the historic significance of the resource. The plaque shall include the city seal, name of resource, date it was built, a written description, and photograph. The plaque shall be placed in a location where the public can view the information.- source 9212 report JD Powers"

Include the history of environmental pollution of the orchard industry from the use of lead arsenate and DDT in the 'Valley of Heart's Delight", photos of child employment "cutting 'cots'", to environmental pollution from the computer industry including the Apple Park superfund site and pollutants at 19,333 Vallco Parkway (where pollutants like Freon and TCE were allegedly just dumped out the back door), and the onsite pollution already noted in this DEIR to the history of the site, to proposed project and alternatives.

Response F.65: Refer to Section 5.2 Response II.E.62.

Comment F.66:
Figure 28: DEIR: Energy Demand

Table 3.6-1: Summary of Project and Project Alternative Energy Demand			
	Estimated Electricity Demand* (GWh per year)	**Estimated Natural Gas Demand*** (Btu per year)	**Estimated Gasoline Demand†** (million gallons per year)
Existing	7	703 million	2
Proposed Project	70	64 billion	12
General Plan Buildout with Maximum Residential Alternative	60	63 billion	10
Retail and Residential Alternative	45	57 billion	6
Occupied/Re-Tenanted Mall Alternative	19	12 billion	4

Notes: * The net energy demand is identified for the proposed project and project alternatives.
† The estimated gasoline demand was based on the estimated vehicle miles traveled discussed in Section 3.17 Transportation/Traffic and the average fuel economy of 35 mpg.
Source: Illingworth & Rodkin, Inc. *Vallco Special Area Specific Plan Air Quality and Greenhouse Gas Emissions Assessment.* May 2018. Attachment 2.

Because the city has no regulatory framework with which to ensure poorly operating equipment is used for the construction of the project, or for operation, or that energy would be purchased from one supplier over another, or that recycled water would come from one source over another, assumptions that the project will have less than significant impact are not verifiable. Additionally, proposed project requires 3 times the electricity, 5 times the natural gas, and 3 times the gasoline demand of the occupied/re-tenanted mall alternative.

Response F.66: Refer to Section 5.2 Response II.E.63.

Comment F.67: 3.7 GEOLOGY AND SOILS
There is very likely a huge amount of topsoil which was encased in the mounded soil to the north of the JC Penney building. Excavation of the site will remove any and all of what was once topsoil on the site and excavate up to 45' below the top of curb on Wolfe Road for the subterranean parking structures.

Response F.67: Refer to Section 5.2 Response II.E.64.

Comment F.68: 3.8 GREENHOUSE GASES AND AIR QUALITY AND GREENHOUSE GAS EMISSIONS ASSESSMENT
Baseline values are unacceptable due to their being a combination of an air quality monitoring station from the west side of Cupertino, in a neighborhood (Voss Avenue site which closed in 2013) and data from San Jose monitoring stations which are approximately 10 miles away. Meteorological data was used from 2006-2010 at the San Jose Mineta airport, which is both too old, too far from the site, and irrelevant due to the recent drought conditions. Project site, adjacent to the I-280, has had no relevant air quality monitoring, ever. Guidelines §15064.4 in conjunction with Guidelines § 15125 concerning project baselines ("An EIR must include a description of the physical environmental conditions in the vicinity of the project, as they exist at the time the notice of preparation is published, which was February 8, 2018. The most recent data used as a baseline was from 2016. There is no excuse for not actually monitoring the air quality at the site given the relatively low cost to rent the instruments and the immense size of this project. Additionally, the air quality expectations for the existing sensitive receptors throughout the construction process will impose an

increased cancer risk, in particular during the 130 day architectural coating period, demolition phase, and excavation.

Figure 29: DEIR Air Quality Monitors

BAAQMD monitors air pollution at various sites within the Bay Area. The closest official monitoring station is located in Cupertino at 22601 Voss Avenue. However, that station closed in 2013, so data from San Jose are presented for years 2014 through 2016. Pollutant monitoring results for the years 2012 and 2013 at the Cupertino ambient air quality monitoring station are shown in Table 3.

TABLE 3 Ambient Air Quality at the Cupertino and San Jose Monitoring Stations

Pollutant	Average Time	Measured Air Pollutant Levels				
		Cupertino		San Jose		
		2012	2013	2014	2015	2016
Ozone (O_3)	1-Hour	0.083 ppm	0.091 ppm	0.089ppm	0.094 ppm	0.087 ppm
	8-Hour	0.067 ppm	**0.077 ppm (1 day)**	0.066 ppm	**0.081 ppm (2 days)**	0.066 ppm
Carbon Monoxide (CO)	8-Hour	0.73 ppm	ND	ND	ND	ND
Nitrogen Dioxide (NO_2)	1-Hour	0.045 ppm	0.042 ppm	0.058 ppm	0.049 ppm	0.051 ppm
	Annual	0.008 ppm	0.009 ppm	0.013 ppm	0.012 ppm	0.011 ppm
Respirable Particulate Matter (PM_{10})	24-Hour	41.5 µg/m³	33.5 µg/m³	**56.4 µg/m³ (1 day)**	**58.8 µg/m³ (1 day)**	41.0 µg/m³
	Annual	13.5 µg/m³	14.5 µg/m³	20.0 µg/m³	**21.9 µg/m³**	18.3 µg/m³
Fine Particulate Matter ($PM_{2.5}$)	24-Hour	27.5 µg/m³	**38.9 µg/m³**	**60.4 µg/m³ (2 days)**	**49.4 µg/m³ (2 days)**	22.7 µg/m³
	Annual	ND	8.5 µg/m³	8.4 µg/m³	9.9 µg/m³	8.4 µg/m³

Source: CARB, 2018. https://www.arb.ca.gov/adam/

Note: ppm = parts per million and µg/m³ = micrograms per cubic meter
Values reported in **bold** exceed ambient air quality standard
ND = No Data available.

Response F.68: Refer to Section 5.2 Response II.E.65.

Comment F.69: GHG assessment must require an analysis of how existing environmental conditions will impact future residents or users of the proposed project because "… the proposed project risks exacerbating environmental hazards or conditions that already exist (California Supreme Court Case No. S213478)." Proposed project will have operational GHG emissions in excess of BAAQMD thresholds. No accurate existing environmental conditions have yet been recorded.

Response F.69: Refer to Section 5.2 Response II.E.66.

Comment F.70: Proposed project will exacerbate traffic in the area and especially on I-280, backing up and slowing down traffic. Free flowing traffic produces much less air pollution than stop and go traffic. Proposed project will exacerbate existing environmental hazards to the detriment of future residents and users. Proposed project will reduce and potentially trap airflow due to tall buildings planned and proposed 30 acre green roof which may further impede airflow and trap exhaust from traffic in the interior street grid. The green roof plans so far presented in Measure D and the Vallco SB 35 application thus far do not have living spaces directly under them to have the cooling benefit from the insulation and the roof is planned too high to mitigate air pollution for residents living below it where freeway air pollutants settle.

Response F.70: Refer to Section 5.2 Response II.E.67.

Comment F.71: Plans from the Specific Plan process are not finalized but have all shown 2 levels of underground parking. The site location across the freeway and massive Apple Park parking garages make it even more impacted by the freeway because 14,200 Apple employees will work at that site (according to Cupertino Mayor Paul, 6,000 employees had occupied the site as of March, 2018 up from a few hundred in December, 2017) and have acceleration and deceleration off the freeway at the Wolfe Rd. exit.

Unfortunately, Vallco site is downwind of the I-280, yet the GHG modeling selected "variable" wind rather than the N NE calm conditions typical, in doing so the pollutants would dissipate differently than actual conditions. CO modeling within the site needs to be performed along with studying the other GHG emissions. This is imperative because (as the traffic study reflects, by showing high trip reduction rates) people are expected to live and work on site and have retail needs met as well, potentially not leaving the area.

Response F.71: Refer to Section 5.2 Response II.E.68.

Comment F.72: GHG calculations assume an exhaust pipe height for all construction equipment of 16.9' which is innacurate.

Response F.72: Refer to Section 5.2 Response II.E.69.

Comment F.73: 2 Million CY of soil export assumption may be increased due to the Specific Plan process currently stating 85% of parking will be subterranean.

Response F.73: Refer to Section 5.2 Response II.E.70.

Comment F.74: Mitigation of Operational project that electricity would be purchased from a new company, Silicon Valley Clean Energy is not enforceable, and the assumption in GHG calculations that the site currently uses PG&E is not consistent with the Land Use chapter stating the site currently uses SVCE and will continue to do so.

Response F.74: Refer to Section 5.2 Response II.E.71.

Comment F.75: Construction period PM 2.5 Exhaust and PM 10 Exhaust do not have PM 2.5 and PM 10 values resulting from demolition and excavation? They appear to just show exhaust.

Response F.75: Refer to Section 5.2 Response II.E.72.

Comment F.76: DEIR GHG and Air Quality reports do not appear to have studied the cooling tower/central plant. The following has been modified from the JD Powers VTCSP 9212 report for the proposed project:

> "The proposed project and alternatives will likely include a central plant (a stationary source), which would provide heating, ventilation, and air conditioning for most buildings. The central plant would consist of a condenser water system, cooling towers, and boilers. It is possible that operation of the central plant produce greenhouse gas emissions that would exceed the BAAQMD greenhouse gas threshold of significance for stationary sources. The proposed project should include the following EDF to reduce greenhouse gas emission impacts from the central plant:
> "36. **Central Plant Boilers Carbon Offsets:** Prior to completion and operation of any Central Plant Boilers with emissions above 10,000 MT C02e/yr., the Town Center/Community Park applicant and other project applicants for future development shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the operational emissions above 10,000 MT C02e/yr., on a net present value basis in light of the fact that the applicant shall acquire such credits in advance of any creation of the emissions subject to the offset.
>
> Pursuant to CARB's Mandatory Reporting Requirements, applicant(s) shall register the Central Plant Boilers in the Mandatory Greenhouse Gas Emissions Reporting Program. The applicant(s) shall provide copies of carbon purchase contracts to CARB during registration.
>
> The City would likely first require any feasible on-site modifications to the stationary source to reduce greenhouse gas emissions. If the greenhouse gas emissions from the stationary source could not be reduced below the BAAQMD threshold of significance, the City would likely require carbon credits (such as those identified in EDF 36) be purchased and that the credits be locally sourced (i.e., within the City of Cupertino, County of Santa Clara, or same air basin)."

Response F.76: Refer to Section 5.2 Response II.E.73.

Comment F.77: Here is the subterranean parking plan from the SB 35 application:

Figure 30: SB 35 Vallco Subterranean Parking Plan

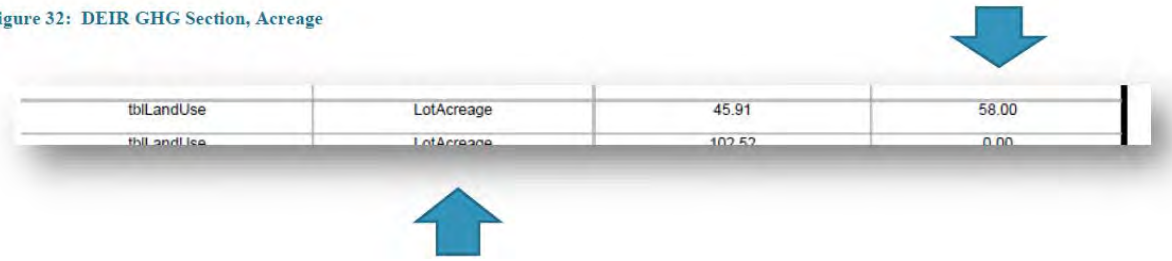
Here is the subterranean parking plan from Vallco Measure D, nearly identical:
Figure 31: VTC Hills at Vallco Subterranean parking Plan

General Comments: GHG emissions should be calculated for the actual construction period which is 6-8 years according to Vallco Property owner representative, Reed Moulds. By dividing tons of GHG by 10 year construction artificially lower results end up being compared to BAAQMD thresholds.

Response F.77: Refer to Section 5.2 Response II.E.74.

Comment F.78: The Hyatt House construction will be complete before Proposed Project construction begins and should not be included in the study for construction emissions. The lot acreage input perhaps should read 50.82 acres, instead of 58.00 per the data entry because construction on other parcels is not part of this study, and would be completed, however the operational emissions would include buildout of the entire Vallco Shopping District Specific Plan Area:

Figure 32: DEIR GHG Section, Acreage



tblLandUse	LotAcreage	45.91	58.00
tblLandUse	LotAcreage	102.52	0.00

Response F.78: Refer to Section 5.2 Response II.E.75.

Comment F.79: The traffic volume at I-280 was incorrectly pulled from the referenced Caltrans traffic count. I-280, between Wolfe Rd. and Stevens Creek Blvd. has an AADT of 176,000 and between Wolfe Rd. and De Anza/Saratoga Sunnyvale Blvd. of 168,000:

Figure 33: Caltrans Traffic

2016 Traffic Volumes on California State Highways

Dist	Route	County	Postmile	Description	Back Peak Hour	Back Peak Month	Back AADT	Ahead Peak Hour	Ahead Peak Month	Ahead AADT
02	273	SHA	16.833	JCT. RTE. 299 W AND JCT. RTE. 44 E				1750	17400	15800
02	273	SHA	17.39	QUARTZ HILL/RIO	1700	17400	16200	1800	19300	19000
02	273	SHA	17.81	REDDING, BENTON DRIVE	1800	19300	19000	1950	21700	20800
02	273	SHA	18.622	LAKE BOULEVARD	1950	21700	20800	1250	12800	12700
02	273	SHA	18.92	TWINVIEW BOULEVARD	1250	12800	12700	860	14200	9000
02	273	SHA	19.77	CATERPILLAR ROAD	860	14200	9000	710	7300	7100
02	273	SHA	20.033	JCT. RTE. 5	710	7300	7100			
03	275	YOL	12.009	JCT. RTE. 50				1350	11300	9300
03	275	YOL	12.039	WEST SACRAMENTO, JCT. RTE. 84	1350	11300	9300	1850	18000	16500
03	275	YOL	13.077	SAC/YOL COUNTY LINE, END OF ROUTE	1850	18000	16500			
03	275	SAC	0	SAC/YOL COUNTY LINE, END OF ROUTE				1850	18000	16500
04	280	SCL R	0	SAN JOSE, JCT. RTES. 101/680				12600	169000	164000
04	280	SCL R	.366	MCLAUGHLIN AVENUE	13400	179000	174000	19800	264000	256000
04	280	SCL R	1.294	SAN JOSE, 10TH STREET	19800	264000	256000	17900	238000	231000
04	280	SCL R	1.992	SAN JOSE, JCT. RTE. 82	17900	238000	231000	18600	247000	240000
04	280	SCL R	2.522	SAN JOSE, JCT. RTE. 87	18600	247000	240000	15100	201000	195000
04	280	SCL R	2.875	SAN JOSE, BIRD AVENUE	15100	201000	195000	18600	248000	241000
04	280	SCL R	3.764	RACE STREET/SOUTHWEST EXPRESSWAY	18600	248000	241000	12900	172000	167000
04	280	SCL L	4.663	SAN JOSE, LELAND AVENUE	14400	193000	187000	15800	211000	205000
04	280	SCL L	5.408	SAN JOSE, JCT. RTES. 17/880	15800	211000	205000	15100	202000	195000
04	280	SCL L	5.954	SAN JOSE, WINCHESTER BOULEVARD	15100	202000	195000	17000	228000	220000
04	280	SCL	5.949	SAN JOSE, SARATOGA AVENUE	17000	228000	220000	14900	199000	192000
04	280	SCL	7.123	SAN JOSE, LAWRENCE EXPRESSWAY	14900	199000	192000	11600	155000	150000
04	280	SCL	7.388	STEVENS CREEK BOULEVARD	11600	155000	150000	13200	176000	170000
04	280	SCL	8.375	CUPERTINO, WOLFE ROAD	13200	176000	170000	12500	168000	162000
04	280	SCL	9.433	SARATOGA, SUNNYVALE/DE ANZA BOULEVARD	12500	168000	162000	11300	151000	146000

Caltrans, 2017. 2016 Annual Average Daily Truck Traffic on the California State Highway System. Available: http://www.dot.ca.gov/trafficops/census/

The GHG Assessment chose the lowest value from the Caltrans data to use (162,000 AADT), rather than the highest peak month value which would be a base rate of 176,000 AADT:

Figure 34: DEIR, GHG, Traffic

Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total Truck	Truck by Axle			
			2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The following data appears to have no source dividing up vehicular type, speed, and what type of emission each would have, and the 2029 predicted number of vehicles is too low, showing only 183,061 AADT:

Figure 35: DEIR, GHG, Traffic

Vallco Specific Plan, Cupertino, CA
I-280 Traffic Data and PM2.5 & TOG Emission Factors - 60 mph

Analysis Year = 2029

Vehicle Type	2016 Caltrans Number Vehicles (veh/day)	2029 Number Vehicles (veh/day)	2029 Percent Diesel	Number Diesel Vehicles (veh/day)	Vehicle Speed (mph)	Emission Factors: Diesel Vehicles DPM (g/VMT)	All Vehicles: Total PM2.5 (g/VMT)	All Vehicles: Exhaust PM2.5 (g/VMT)	Gas Vehicles: Exhaust TOG (g/VMT)	Gas Vehicles: Running TOG (g/VMT)
LDA	112,843	127,512	1.30%	1,658	60	0.0017	0.0188	0.0011	0.0069	0.037
LDT	44,038	49,763	0.19%	96	60	0.0036	0.0188	0.0011	0.0098	0.066
MDT	2,466	2,786	11.24%	313	60	0.0064	0.0220	0.0015	0.0165	0.156
HDT	2,654	2,999	90.45%	2,713	60	0.0037	0.0527	0.0033	0.0264	0.070
Total	162,001	183,061	-	4,780	60	-	-		-	-
Mix Avg Emission Factor						0.00315	0.01941	0.00110	0.00785	0.04671
Increase From 2016		1.13								
Vehicles/Direction		91,530		2,390						
Avg Vehicles/Hour/Direction		3,814		100						

Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total* Truck	Truck by Axle			
			2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The predicted ADT for I-280 was not included in the GHG calculation which has a 2029 starting date. The following VTA study shows the 2035 ADT predictions for segment A (Vallco site is within segment A). There should be a 2040 AADT prediction available as well. The 2035 forecast was for a total of 284,492 ADT for 2035.

Figure 36: VTA 2035 Forecast

Table 11: I-280 Future Traffic Projections

Forecast Future Conditions – 2035											
Segment	Directional										Truck %
	NB AM peak hr	SB AM peak hr	NB PM peak hr	SB PM peak hr	NB AM peak hr V/C	SB AM peak hr V/C	NB PM peak hr V/C	SB PM peak hr V/C	NB AADT	SB AADT	
A	10,435	9,029	11,052	10,333	1.24	1.07	1.32	1.23	150,496	133,996	3.1%
B	7,875	7,875	7,088	7,875	0.83	0.83	0.75	0.83	90,625	84,306	3.3%
C	6,235	8,400	8,400	5,979	0.74	1.00	1.00	0.71	74,674	71,604	2.3%
D	6,991	8,400	8,400	5,851	0.83	1.00	1.00	0.70	76,490	72,706	1.7%
E	7,834	8,400	8,400	8,400	0.93	1.00	1.00	1.00	119,725	125,179	0.9%
F	8,400	5,480	6,016	8,400	1.00	0.65	0.72	1.00	102,705	106,516	1.7%
G	7,350	3,595	5,106	6,043	1.17	0.57	0.81	0.96	71,565	60,838	2.5%
H	3,915	1,921	2,421	3,174	0.93	0.46	0.58	0.76	36,098	33,503	2.1%

Source: Caltrans, District 4

Source: http://www.dot.ca.gov/dist4/systemplanning/docs/tcr/I280draft_final_tcr_signed_07162013_nr_ig.pdf

Response F.79: Refer to Section 5.2 Response II.E.76.

Comment F.80: GHG assessment has errors in selecting the AM and PM speeds of traffic, in particular the PM peak period average travel speed of 60 MPH is incorrect, not consistent with the CMP data they used (or our own observations) which is on the following page:

Table 4.7 2016 Freeway LOS – AM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	07:40 - 08:00	22	22	C	C	66	66	4360	1460
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	08:00 - 08:20	21	12	C	B	66	67	4160	810
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	08:00 - 08:20	75	48	F	E	24	45	5400	2160
119	I-280	WB	De Anza Blvd.	SR 85	1.31	4	3	1	08:00 - 08:20	76	46	F	D	23	47	5250	2170

Table 4.8 2014 Freeway LOS – PM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	18:00 - 18:20	74	63	F	F	24	40	5330	2520
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	18:20 - 18:40	61	42	F	D	32	60	5860	2520
121	I-280	WB	Lawrence Expwy.	Wolfe Rd.	1.24	4	3	1	16:00 - 16:20	25	12	C	B	66	70	4950	840
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	16:40 - 17:00	27	14	D	B	66	70	5310	980

http://vtaorgcontent.s3-us-west-amazonaws.com/Site_Content/Final%20MC%20Report%202016.pdf

"For all hours of the day, other than during peak a.m. and p.m. periods, an average free-flow travel speed of 65 mph was assumed for all vehicles other than heavy duty trucks which were assumed to travel at a speed of 60 mph. Based on traffic data from the Santa Clara Valley Transportation Authority's 2016 Congestion Management Program Monitoring and Conformance Report, traffic speeds during the peak a.m. and p.m. periods were identified.15 For two hours during the peak a.m. period an average travel speed of 25 mph was used for west-bound traffic. For the p.m. peak period an average travel speed of 60 mph was used for east-

bound traffic. The free-flow travel speed was used for the other directions during the peak periods." -GHG Assessment p. 39-40

Response F.80: Refer to Section 5.2 Response II.E.77.

Comment F.81: IMPACT GHG-1

Impact GHG-1: The project (and General Plan Buildout with Maximum Residential Alternative) would not generate cumulatively considerable GHG emissions that would result in a significant cumulative impact to the environment.

Less than Significant Cumulative Impact with Mitigation Incorporated

An additional mitigation should include those offered for Measure D, VTCSP:

*"EDF 18. **Transportation Demand Management Plan:** Consistent with the Plan Area's environmental design features, require the preparation and implementation of a Transportation Demand Management ("TDM") Plan with an overall target of reducing Specific Plan office generated weekday peak hour trips by 30 percent below applicable Institute of Transportation Engineers trip generation rates…" – source VTCSP 9212 report, JD Powers."*

Response F.81: Refer to Section 5.2 Response II.E.78.

Comment F.82: GHG-1 conclusion that mitigations result in less than significant cumulative impacts is inconsistent with the data from the GHG report which clearly states that the project during construction and at build out would exceed the GHG thresholds of BAAQMD, and that was determined spreading out all emissions over a period of 10 years for the construction phase which is not the actual timeline presented by the developer of 6-8 years:

Response F.82: Refer to Section 5.2 Response II.E.79.

Comment F.83: Figure 37: DEIR, GHG, Construction Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

ROG is likely due primarily from architectural coatings, as the previous Vallco Town Center Measure D Environmental Assessment showed in the Vallco Town Center Environmental Assessment PDF p 652/2023 included in the NOP EIR comments and submitted to the city:

Figure 38: DEIR, GHG, Notice Days of Construction

Table AQ-3
Daily Construction Mass Emissions, With EDFs
Town Center/Community Park
Cupertino, California

Project Construction	CAP Emissions (lb)			
	ROG	NOx	Exhaust PM_{10}	Exhaust $PM_{2.5}$
Off-Road Emissions	1,225	6,890	136	125
On-Road Emissions	5,282	90,773	4,188	1,956
Paving Off-Gas Emissions	60	-	-	-
Architectural Coating	43,726	-	-	-
Total	**50,293**	**97,663**	**4,324**	**2,081**
Length of Construction (calendar days)	1,825			
Average Daily Emissions (lb/day)	**28**	**53.5**	**2.4**	**1.1**
BAAQMD Significance Threshold (lb/day)	54	54	82	54

Abbreviations:
CAP: Criteria Air Pollutant
EDF: Environmental Design Feature
lb: pounds
NOx: nitrogen oxides
PM: particulate matter
ROG: reactive organic gases

The Environmental Assessment for Vallco Town Center Measure D was included in the EIR NOP comments, the following table shows errors in calculating the criteria pollutants, by dividing the entire construction period into the various pollutants, a much lower daily value is attained, this would not be the case since, architectural coatings will not be applied for the entire multi-year construction time frame, however, the GHG technical report shows 130 days or about 4 months which would likely result in extremely hazardous levels of ROGs.

Figure 39: DEIR, GHG, 130 Days for Architectural Coating

Construction Phase

Phase Number	Phase Name	Phase Type	Start Date	End Date	Num Days Week	Num Days
1	Demolition	Demolition	1/1/2019	7/1/2019	5	130
2	Site Preparation	Site Preparation	7/2/2019	10/17/2019	5	78
3	Grading	Grading	10/18/2019	6/29/2020	5	182
4	Building Construction	Building Construction	6/30/2020	12/20/2027	5	1950
5	Paving	Paving	12/21/2027	6/19/2028	5	130
6	Architectural Coating	Architectural Coating	6/20/2028	12/18/2028	5	130

Referring back to Table 6, the tonnage of ROGs expected is 41.1, and about 80% of that is from Architectural Coatings. 130 days for architectural coatings that would be approximately 632 lbs/day which is more than ten times the BAAQMD threshold. 41.1 tons of ROG emissions x 2000 lbs/ton/130 days = 632 lbs/dayx80%= 505.6 lbs of ROGs per day over a roughly four month period!

On-road emissions would be concentrated into a couple of years. Since the Proposed Project and alternatives are larger than Measure D, we can expect even larger exceeding of the BAAQMD thresholds.

Response F.83: Refer to Section Response II.E.80.

Comment F.84: Operational air pollution thresholds per BAAQMD are lower than the construction thresholds and only PM 2.5 is not exceeded by the project but very likely exceeded by the freeway contribution. Operational Air Pollutant emissions, subtracts the existing emissions, however, that does not make sense. The threshold is in tons per year produced of GHG, not whether the project will increase the emissions by more than the threshold.

TABLE 7 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Existing Operational Emissions (tons)	2.65 tons	5.29 tons	5.82 tons	1.58 tons
Occupied/Re-Tenanted Mall Alternative Emissions (tons)	9.83 tons	14.26 tons	15.19 tons	4.16 tons
Net Emissions (minus Existing)	7.18 tons	8.97 tons	9.37 tons	2.58 tons
Proposed Project (tons)	26.23 tons	35.20 tons	39.50 tons	10.93 tons
Net Proposed Project (minus Existing)	23.58 tons	29.91 tons	33.68 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	30.29 tons	33.61 tons	37.29 tons	10.39 tons
Net Emissions (minus Existing)	27.64 tons	28.32 tons	31.47 tons	8.81 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	28.92 tons	20.18 tons	20.95 tons	5.98 tons
Net Emissions (minus Existing)	26.27 tons	14.89 tons	15.13 tons	4.40 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Average Daily Existing Emissions (pounds)[1]	14.5 lbs.	29.0 lbs.	31.9 lbs.	8.7 lbs.
Net Average Daily Occupied/Re-Tenanted Mall Alternative Emissions (pounds)[1]	39.3 lbs.	49.2 lbs.	51.3 lbs.	14.1 lbs.
Net Average Daily Proposed Project Emissions (pounds)[1]	129.2 lbs.	163.9 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	151.5 lbs.	155.2 lbs.	172.4 lbs.	48.3 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	144.0 lbs.	81.6 lbs.	82.9 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation				

Figure 40: DEIR, GHG, Mitigated Emissions

TABLE 8 Mitigated 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Proposed Project (tons)	24.94 tons	35.18 tons	39.49 tons	10.93 tons
Net Proposed Project (minus Existing)	22.29 tons	29.89 tons	33.67 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	28.56 tons	33.52 tons	37.28 tons	10.38 tons
Net Emissions (minus Existing)	25.91 tons	28.23 tons	31.46 tons	8.80 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	26.96 tons	20.04 tons	20.94 tons	5.97 tons
Net Emissions (minus Existing)	24.31 tons	14.75 tons	15.12 tons	4.39 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Proposed Project Emissions (pounds)[1]	122.1 lbs.	163.8 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	142.0 lbs.	154.7 lbs.	172.4 lbs.	48.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	133.2 lbs.	80.8 lbs.	82.8 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation.				

Mitigation Measure AQ-3: Require the use of Low VOC paint for ongoing architectural coating and no hearths. The project applicant shall require the use of Low VOC paint (i.e., 50 g/L or less) on all operational architectural coatings and that no hearths or fireplaces by installed in the residential uses (including natural gas-powered).

http://www.cupertino.org/home/showdocument?id=20886

Response F.84: Refer to Section 5.2 Response II.E.81.

Comment F.85: BL2: DECARBONIZED BUILDINGS

Air quality modeling used the old data from an air quality monitoring station set up to study Lehigh Cement and situated on Voss Road which is not adjacent to the I-280 and closed in 2013 making the data irrelevant. Additionally, that data was during a period of lesser traffic regionally.

Providing clean energy to the site through an alternative fuel provider is not a mandate. This is potential mitigation. Proposed Project may need to purchase less expensive energy. The assumption that Silicon Valley Clean Energy is the energy provider for the site ignores future condominium,

retail, and office space lessors and owners from choosing which energy company serves them. This assumption is unacceptable, any GHG reductions based on this assumption need to be removed.

"Electricity is provided to the site by Silicon Valley Clean Energy (SVCE). SVCE customers are automatically enrolled in the GreenStart plan, which generates its electricity from 100 percent carbon free sources; with 50 percent from solar and wind sources, and 50 percent from hydroelectric. Customers have the option to enroll in the GreenPrime plan, which generates its electricity from 100 percent renewable sources such as wind and solar"

Response F.85: Refer to Section 5.2 Response II.E.82.

Comment F.86: BL4: URBAN HEAT ISLAND MITIGATION

"Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would reduce the urban heat island effect by incorporating measures such as cool surface treatments for parking facilities, cool roofs, cool paving, and landscaping to provide well shaded areas."

There is no approved Specific Plan to make this determination. Any GHG reductions based on this assumption, must be removed.

Response F.86: Refer to Section 5.2 Response II.E.83.

Comment F.87: NW2: URBAN TREE PLANTING

Consistent: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would provide a comfortable, well- shaded environment.

This statement does not mandate tree planting. The cause of shade is not described, it could be a building blocking direct light. With a 30 acre green roof, what trees would be at street level?

Response F.87: Refer to Section 5.2 Response II.E.84.

Comment F.88: There is an error in calculating Construction Period emissions because they use the entire 10 year construction period to get a better outcome of the pounds per day of emissions. Additionally, Sand Hill Property Company representative Reed Moulds stated in the Vallco presentation meeting presented by the League of Women Voters and the Chamber of Commerce, linked here: https://youtu.be/hiDvHM027R4 that construction would be 6-8 years, not 10. The bulk of the construction exhaust would occur in demolition and haul off which would be a matter of months and not years. There would be peaks in the construction emissions and they will likely exceed BAAQMD thresholds. This chart needs to be recalculated taking into consideration the reality of the construction timeline:

Figure 41: DEIR, GHG, Construction Period Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

"…estimated 2,600 construction workdays (based on an average of 260 workdays per year). Average daily emissions were computed by dividing the total construction emissions by the number of construction days"

Even with mitigation methods and spreading out the NOx generated from construction over 10 years, only a 25% reduction in NOx was achieved, and it did not meet the BAAQMD threshold. Are there more mitigations available?

Response F.88: Refer to Section 5.2 Response II.E.85.

Comment F.89: Construction haul is shown to be 20 miles for demolition, has this been verified? No actual location has been stated to accept materials. Is the 20 miles round trip? What accepting locations are within 10 miles? Within 20 miles for hazardous material drop off (asbestos)?

Response F.89: Refer to Section 5.2 Response II.E.86.

Comment F.90: Existing mall does not have enclosed parking garages with elevator which the GHG states. If this means that the parking garages have walls and requisite blowers to bring in fresh air, then this assumption would have an associated energy consumption inconsistent with the current mall parking. Much of the parking is at grade with no garage structure. Where there are parking garages, they are open.

Plan provides incomplete data on fuel usage.

Response F.90: Refer to Section 5.2 Response II.E.87.

Comment F.91: 3.9 HAZARDS AND HAZARDOUS MATERIALS
Because hazardous materials have already been noted onsite, the distance required to find an accepting landfill must be added into the GHG travel distance for hauling.

Response F.91: Refer to Section 5.2 Response II.E.88.

Comment F.92: 3.9.1.3 OTHER HAZARDS
The 30 acre green roof may pose a fire hazard. The SB 35 application suggested equipping golf carts on the roof with fire fighting equipment. What mitigations are going to be implemented for Proposed Project and alternatives? To what standard?

3.9.2.1 HAZARDS AND HAZARDOUS MATERIALS IMPACTS
Wildfire hazard from the green roof may be excessive without a mitigation plan. Emergency response may be too slow given the complex structures.

Response F.92: Refer to Section 5.2 Response II.E.89.

Comment F.93: 3.10 HYDROLOGY AND WATER QUALITY
Proposed project and all alternatives (other than re-tenanted mall) drastically alter the existing terrain. Over 2 Million Cubic Yards of soil cut is expected in all plans and an untested green roof over 30 acres is proposed for two of the options. The entire site will be encased in concrete or other non-permeable surface. Attempting to have rainfall percolate into the soil would be extremely difficult given the site plan. The amount of storage area for rainfall to reuse for 50.82 acres would be a prohibitive expense.

The city cannot conclude that the roof park, which is sloped and of unknown depth, can or would absorb the same amount of rainfall that a flat grass park would. If the space is landscaped to be drought tolerant, there may be many open spaces and exposed gravel, concrete, and other impermeable areas. There is proposed public entertainment space planned on the roof which would not be permeable.

Response F.93: Refer to Section 5.2 Response II.E.90.

Comment F.94: If recycled water is used, and any chemical fertilizers, on the green roof, these will concentrate and enter the water supply. If this runoff is collected and reused on the roof, it will further concentrate. Should gray water also be collected and used for irrigation, this may further degrade the chemical build up on the roof. These issues need to be very carefully thought out. The green roof is an experiment and further analysis into what the runoff coefficient would be is required.

The depth of groundwater may be of concern should an additional level of subterranean parking be required, given the shallow depth of the drainage trench along the north end of the property.

The project will interfere with groundwater recharge because the consumption of recycled water for the green roof, when it becomes available will redirect that water from being used for groundwater recharge.

Response F.94: Refer to Section 5.2 Response II.E.91.

Comment F.95: 3.11 LAND USE AND PLANNING
Impact LU-2 assumes the General Plan has no residential allocation controls in place, therefore residential alternatives above proposed project are not consistent with the General Plan.
DEIR, states in 2.4.2:

> *"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".*

Response F.95: Refer to Section 5.2 Response II.E.92.

Comment F.96: Table 3.11.11 has errors due to assuming some type of construction would result in disturbing the exterior environment of the existing mall in the re-tenanted mall option. The assumptions regarding the other alternatives would need to be verified after any corrections are made based on comments to DEIR.

Response F.96: Refer to Section 5.2 Response II.E.93.

Comment F.97: The minimization of impermeable surfaces strategy is dependent on whether there is a ground level park. If the re-tenanted mall has areas converted to above grade parking structures, then that option would increase permeable surface area.

Response F.97: Refer to Section 5.2 Response II.E.94.

Comment F.98: Policy ES-7.1: This policy is violated by proposed project and alternatives. Strategy ES-7.1.1: The concentration of dissolved solids in the recycled water, along with 30 acres of space requiring fertilizer, may result in unacceptable storm water runoff. Policy ES-7.2: the green roof may increase runoff amounts, it is not the same as park on grade from a hydrologic standpoint. Strategy ES-7.2.3: onsite filtration is beyond the scope of capabilities of a typical development. Policy ES-7.3: this is an unacceptable mitigation because of the scientific background required to monitor the runoff. This should be the responsibility solely of the owner and not suggest volunteers perform this duty.

Response F.98: Refer to Section 5.2 Response II.E.95.

Comment F.99: Policy HE-4.1: This policy is violated because there is an excessive amount of green roof space proposed for the 800 residential units in Proposed Project.

Response F.99: Refer to Section 5.2 Response II.E.96.

Comment F.100: Policy HS-3.2: Fire Department must study the green roof for emergency access and fire prevention.

Response F.100: Refer to Section 5.2 Response II.E.97.

Comment F.101: Policy HS-8.1: This policy is violated due to excessive construction and operational noise.
Policy HS-8.3: Likely violated because construction vibrations may not be mitigated.

Response F.101: Refer to Section 5.2 Response II.E.98.

Comment F.102: Strategy LU-3.3.1, LU- 3.3.2, LU-3.3.3: These strategies are not followed. The existing AMC is 83' in height. The adjacent 19,800 Wolfe Rd. apartment building is 61' to tallest parapet. Apple Park maximum height is 75'. The Apple Park parking garages across the I-280 are 48'. The scale of proposed project and alternatives is more than double the height of any building in the area and it is much denser.

Response F.102: Refer to Section 5.2 Response II.E.99.

Comment F.103: Strategy LU-19.1.4: The proposed projects shown at the Opticos Charrettes have insufficient retail. The residential amounts over 800 are inconsistent with the General Plan.

Response F.103: Refer to Section 5.2 Response II.E.100.

Comment F.104: Policy M-1.2: Proposed project degrades traffic LOS excessively.

Response F.104: Refer to Section 5.2 Response II.E.101.

Comment F.105: Impact LU-4: Due to the Combination of Apple Park, Hamptons, Main Street Cupertino, and Proposed Project and alternatives, the project will have a cumulatively considerable contribution to a significant cumulative land use impact.

Response F.105: Refer to Section 5.2 Response II.E.102.

Comment F.106: 3.12 MINERAL RESOURCES
Agree with DEIR.

Response F.106: Refer to Section 5.2 Response II.E.103.

Comment F.107: 3.13 NOISE AND VIBRATION
Loud noise can cause hearing loss. The construction noise over the 10 year period may cause hearing loss for sensitive receptors and patrons of the surrounding retail areas. An outdoor concert venue in the proposed project or alternatives, will very likely result in hearing loss.

Response F.107: Refer to Section 5.2 Response II.E.104.

Comment F.108: The future noise contours from the DEIR indicate that walking along Wolfe Rd., Stevens Creek Blvd. and the proposed bike path along the I-280 will have areas above 80 dB.

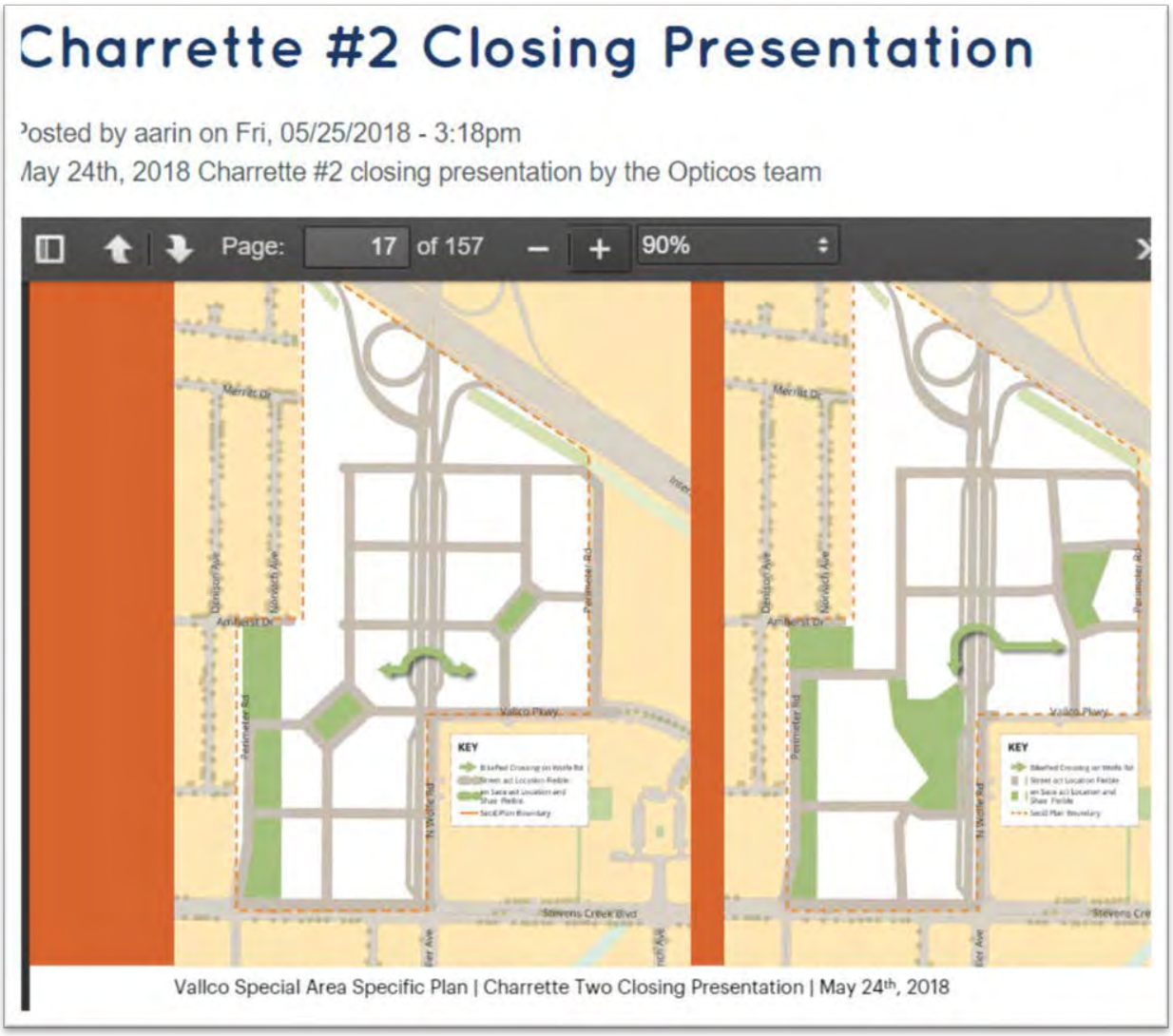
The I-280 has directional traffic flow, slowed traffic, and associated decreased noise, during peak hour traffic would only be for 4 of the 8 lanes. There would always be traffic at free flow, generating that noise level. As the freeway continues to decline in service, and development in San Jose increases, the traffic should slow at peak hour in both directions.

From DEIR:
PLAYGROUNDS

"Playground noise would primarily result from activities such as raised voices and the use of playground equipment. Typical noise levels resulting from various playground activities range from 59 to 67 dBA Leq at a distance of 50 feet. Maximum instantaneous noise levels typically result from children shouting and can reach levels of 75 dBA Lmax at a distance of 50 feet. Assuming playground activities would be restricted to daytime hours only, the minimum setback of the center of the playground areas to the nearest residential property lines would need to be 60 feet for the typical noise levels to meet the daytime threshold of 65 dBA."

Charrette #2 Closing Presentation shows parks adjacent to back yards of single family residences. This may, combined with Perimeter Rd. noise exceed Municipal Code permissible sound levels. The DEIR does not adequately address this.

Figure 42: Opticos Charrette #2

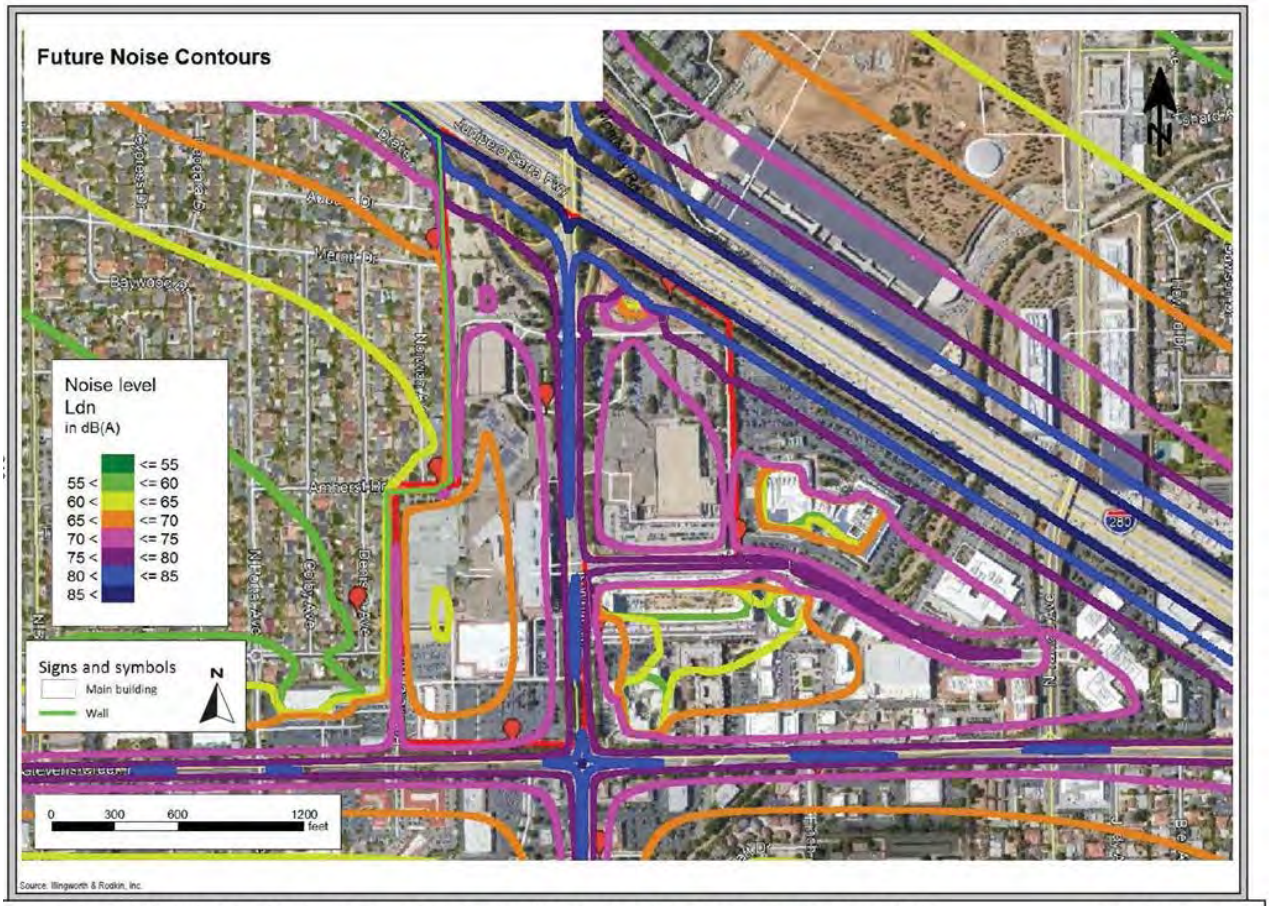


Response F.108: Refer to Section 5.2 Response II.E.105.

Comment F.109: FUTURE NOISE CONTOURS

The Future Noise Contours map has some omissions regarding noise from the Perimeter Road, western edge park, and proposed amphitheater. The map has gross assumptions regarding what the plan would look like and ignores conditions on the roof which would result in a separate layer of mapping: One layer for ground level (ear level) and one level for the roof park to see if it meets park noise requirements.

The future noise contours for the project site exceed residential maximum levels according to the Cupertino Municipal Code 10.48.040.



FUTURE NOISE CONTOURS FOR CUMULATIVE PLUS PROJECT/PROJECT ALTERNATIVE SCENARIOS FIGURE 3.13-2

CUPERTINO MUNICIPAL CODE MAXIMUM PERMISSIBLE SOUND LEVELS
Figure 43: from VTC Hills at Vallco EA, CMC 10.48.040

Table 5: Cupertino Maximum Permissible Sound Levels

Land Use at Point of Origin	Maximum Noise Level at Complaint Site of Receiving Property	
	Nighttime [a]	Daytime [b]
Residential	50 dBA	60 dBA
Non-Residential	55 dBA	65 dBA

[a] Nighttime hours are defined in CMC 10.48.010 as the "... periods of weekdays from eight p.m. [8 p.m.] to twelve midnight [12 a.m.] , and from midnight [12 a.m.] to seven a.m. [7 a.m.], and periods on weekends from six p.m. [6 p.m.] to midnight [12 a.m.] and from midnight [12 a.m.] to nine a.m. [9 a.m.]."

[b] Daytime hours are defined in CMC 10.48.010 as "... the period from seven a.m. [7 a.m.] to eight p.m. [8 p.m.] on weekdays, and the period from nine a.m. [9 a.m.] to six p.m. [6 p.m.] on weekends."

Source: CMC 10.48.040

Response F.109: Refer to Section 5.2 Response II.E.106.

Comment F.110: CONSTRUCTION NOISE

The DEIR did not show Construction Noise Emissions, this needs to be included.

Response F.110: Refer to Section 5.2 Response II.E.107.

Comment F.111: During Construction, which is 6-10 years, according to the Ramboll Environ Noise Assessment for Vallco Town Center Specific Plan, noise levels exceed noise limits, and it does not make sense that demolition of the parking garage near R4 would not exceed noise limits:

Figure 44: VTC Hills at Vallco EA, Construction Noise

Table 17: Construction Noise Emissions at Property Line

Rec	Distance to Receptor (ft)	Sound Level from Construction at 25 feet from Property Line (dBA)						CMC Construction Noise Limit
		Demolition	Site Preparation	Grading	Building Construction	Paving	Architectural Coating	
R1-R5 [a]	35	79	80	82	81	74	66	80 dBA
R6-R8	25	93	94	95	94	87	80	

Source: Calculations by Ramboll Environ

Note: Shading denotes sound levels that exceed CMC construction noise limit

[a] Noise levels for R1-R5 assume the receptor is located 10 feet from an 8-foot wall for a total distance of 35 feet from source; walls provides an approximate reduction of 11 dBA.

Figure 45: VTC Hills at Vallco EA, Noise Receptors

Figure 4. Construction Noise Receptor Locations

Response F.111: Refer to Section 5.2 Response II.E.108.

Comment F.112: Suggest requiring the following from the VTCSP 9212 report:

"The development of the VTCSP would be subject to applicable noise policies and regulations including those in the General Plan (including Policies HS-8.1, HS-8.2, HS-8.3, and HS-8.4), Municipal Code, and Zoning Ordinance. The development of the VTCSP could result in the noise and vibration impacts discussed below.

- **Construction-related noise** – Noise generated from construction activities associated with the development of the VTCSP would likely result in significant, temporary noise impacts at adjacent residences. The VTCSP includes the following EDFs that would reduce construction-related noise impacts:

On-Site Construction Noise: The Town Center/Community Park applicant and other project applicants for future development shall be required to adhere to the construction noise limits of the Cupertino Municipal Code. The following items would further reduce the potential for high levels of noise from construction equipment or activities, and ensure that noise complaints are address promptly and if necessary, corrective action is taken:

- Along the western boundary of the Town Center/Community Park and near the existing residential district, prepare and implement a 24-hour construction noise monitoring program to be installed and operated remotely. The noise monitoring program would continuously monitor construction noise levels at select perimeter locations and alert a designated person(s) when noise levels exceed allowable limits. If noise levels are found to exceed allowable limits, additional noise attenuation measures (i.e., sound walls) will be undertaken.

Response F.112: Refer to Section 5.2 Response II.E.109.

Comment F.113:

- Require that all equipment be fitted with properly sized mufflers, and if necessary, engine intake silencers.
- Require that all equipment be in good working order.
- Use quieter construction equipment models if available, and whenever possible, use pneumatic tools rather than using diesel or gas-powered tools.
- Place portable stationary equipment as far as possible from existing residential areas, and if necessary, place temporary barriers around stationary equipment.
- Whenever possible, require that construction contractors lift heavy equipment rather than drag.
- For mobile equipment that routine operates near residential area (i.e., within approximately 200 feet), consider placement of typical fixed pure-tone backup alarms with ambient-sensing and/or broadband backup alarms.
- Assign a noise control officer to ensure that the above requirements are being implemented.
- Implement a noise complaint hotline and post the hotline phone number on nearby visible signs and online. Require that either the noise control officer or a designated person be available at all times to answer hotline calls and ensure that follow-up and/or corrective action is taken, if necessary.

Response F.113: Refer to Section 5.2 Response II.E.110.

Comment F.114: **Prompt Demolition:** To ensure swift completion of the remainder of the Plan Area, a commitment to demolish 100% of the remaining existing Mall improvements within 6 months of receiving a certificate of occupancy for the afore-described initial retail component, subject to existing leases and an appropriate temporary improvement plan for demolished areas.

Response F.114: Refer to Section 5.2 Response II.E.111.

Comment F.115: **Haul Traffic Noise:** To reduce haul traffic noise, contractors for developments pursuant to the Specific Plan shall require that haul trucks travel at low speeds (e.g., l 0 mph) when operating on or adjacent to the Plan Area. The Town Center/Community Park applicant and other project applicants for future development shall ensure that this requirement is included in the construction specifications. In addition, the construction contractor shall ensure that haul trucks be fitted with properly sized and functioning exhaust mufflers."

Response F.115: Refer to Section 5.2 Response II.E.112.

Comment F.116: **Operation-related noise** – Operation of the uses at Vallco under the VTCSP could result in significant noise increases at adjacent sensitive receptors. To mitigate operation-related noise impacts at adjacent sensitive receptors, the City requires compliance with the noise standards in the Municipal Code, and could require measures that limit or attenuate noise such as sound barriers, limitations on hours of operations, and orientation of stages and speakers away from sensitive receptors

Operation of the VTCSP would result in an increase in traffic to and from the site, which could increase noise levels at adjacent sensitive receptors. On Stevens Creek Boulevard and North Wolfe Road in the Vallco vicinity, the existing daily trips are 30,000 and 34,000 respectively. **In general, for traffic noise to increase noticeably (i.e., by a minimum of three dBA), existing traffic volumes must double."**

Traffic volumes on Perimeter Rd. may at a minimum, double. The DEIR did not address this fully.

Response F.116: Refer to Section 5.2 Response II.E.113.

Comment F.117: Additional noise requirements from the VTCSP 9212 report:

> "The noise and land use compatibility of the proposed uses in the VTC with the existing ambient noise environment could also be an issue. Exterior and interior noise levels at future uses at Vallco under the VTC would exceed the City's noise standards in the General Plan and Municipal Code. The VTC shall include the following EDF to meet the State and City interior noise standard at future residences on-site:
> **Acoustical Assessment:** Prior to completion of detailed design for dwelling units, the Town Center/Community Park applicant and other project applicants for future development shall prepare an acoustical assessment to demonstrate how interior sound levels would achieve interior sound levels at or below 45 dBA CNEL. The following development standards shall be included in the acoustical assessments:
> • Install HVAC systems for all residential units to ensure that windows and doors can remain closed during warm weather;
> • Install double-glazed windows, especially on sides of buildings that are adjacent to busy roadways;
> • Ensure that all windows and doors are properly sealed; and
> • Ensure that exterior wall building materials are of an adequately rated Sound Transmission Class."

Response F.117: Refer to Section 5.2 Response II.E.114.

Comment F.118: If there is an outdoor performance venue, it must not be located where adjacent homes will be impacted, how will the plan address this? The following table is from VTCSP EA:

Figure 46: VTC Hills at Vallco EA, Noise for Outdoor Performance Venue

Table 12: Outdoor Performance Venue

Existing Avg. Evening Sound Level at LT-3 [a]	Estimated Future Evening Sound Level at LT-3 [a]	Estimated Non-Rock Concert Sound Level at 100 feet [c]	Concert at 450 feet (LT-3), With Topo [d]	Limits [e]	Within Limits?
56	53	90	63	70 dBA (daytime, can be exceeded for up to 3 hours)	Yes
				65 dBA (8pm – 11pm)	Yes

[a] From Illingworth & Rodkin, Inc. Sound Level Measurement summary data at LT-3, average of hourly evening sound levels between 6 p.m. and 9 p.m., Nov 19, 20, 21, and 22, 2015.

[b] Assumed reduction of 3-dBA in ambient levels based on I&R observations that I-280 is major noise source. Future configuration of buildings would provide intervening topography between LT-3 and I-280 and reduce noise from I-280.

[c] Anticipated concert sound level for outdoor venue in busy urban area by a non-rock type performance (rock music or similar typically 10 to 20 dBA higher). Actual sound levels at 100 feet may be higher or lower depending performance and unlikely to be a continuous noise source.

[d] Based on standard attenuation rate of 6-dBA per doubling of distance for a point source (i.e., concert stage). Assumed reduction provided by Project green roof is 15 dBA.

[e] From CMC 10.48.051

Source: Sound level measurement data by Illingworth & Rodkin, Inc.; calculations and assessment by Ramboll Environ

Response F.118: Refer to Section 5.2 Response II.E.115.

Comment F.119: VIBRATION
It is unlikely vibration could be mitigated particularly for the residences on the west property.

Response F.119: Refer to Section 5.2 Response II.E.116.

Comment F.120: 3.14 POPULATION AND HOUSING
3.14.12 EXISTING CONDITIONS
The existing population per the footnote provided shows Cupertino's 2018 population at 60,091 not the 58,915 population estimate they show which is from 2016. The existing condition should be the most current.

Response F.120: Refer to Section 5.2 Response II.E.117.

Comment F.121: The city states the population of residents per residential unit is 2.94, per the DEIR:

> *Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).*

IMPACT POP-1
Increases in population for Proposed Project would be 800 residential units resulting in 2,264 residents which would be a 4% increase in city population. This excludes the Hamptons approved 600 residential unit increase to 942 residential units which are adjacent to the project. Alternative with 2,640 residential units would result in 7,471 residents and a 12% population increase to the city. The 4,000 residential unit alternative would result in 11,320 residents and a 19% population increase.

Response F.121: Refer to Section 5.2 Response II.E.118.

Comment F.122: The Proposed Project and re-tenanted mall do not induce significant population growth to the city. Project Alternatives with 2,640 and 4,000 residential units induce significant population growth to the city.

Response F.122: Refer to Section 5.2 Response II.E.119.

Comment F.123: IMPACT POP-3
The proposed project, with 2 Million SF of office space will result in a housing deficit across the region. Project alternatives will induce significant population growth in an area of the city already impacted with Apple Park and other developments.

The Charrette alternatives also induce significant population growth to the city (3,200 residential units) and further exacerbate the excess jobs in the city.

The project (and project alternatives) will have a cumulatively considerable contribution to a significant cumulative population and housing impact.

Response F.123: Refer to Section 5.2 Response II.E.120.

Comment F.124: Emotional effects of cramped housing on children:
http://citeseerx.ist.psu.edu/viewdoc/download?doi=10.1.1.734.6008&rep=rep1&type=pdf

Response F.124: Refer to Section 5.2 Response II.E.121.

Comment F.125: 3.15 PUBLIC SERVICES
Impact PS-1: It is unclear what special Fire Department services are required for the green roof.

Response F.125: Refer to Section 5.2 Response II.E.122.

Comment F.126: **Impact PS-2:** It is unclear, if a major tech employer were to occupy the 2 Million SF of office space, what additional police support would be necessary. What additional support would a potential 11,320 residents require?

Response F.126: Refer to Section 5.2 Response II.E.123.

Comment F.127: SANITARY SEWER

"Sanitary Sewer System Capacity – The existing sewer lines in the vicinity of Vallco are in North Wolfe Road, Vallco Parkway, and Stevens Creek Boulevard. Most sewage generated at Vallco discharges to the 15-inch sewer main in North Wolfe Road. Under existing peak wet weather flow conditions, flows to this 15-inch sewer main in North Wolfe Road exceed its capacity.37

Development of the VTCSP would intensify the use of the site, which would result in an increase in sewage generated from the site compared to existing conditions. For this reason, the development of the VTCSP would require sewer system improvements to ensure sufficient conveyance capacity. Based on preliminary analysis, redevelopment of Vallco under the General Plan would require the construction of a parallel pipe to the existing 15- inch sewer main in North Wolfe Road.

Sanitary Sewer Conveyance Facilities: Prior to the issuance of occupancy permit(s) for the final construction sequence, the Town Center/Community Park applicant and other project applicants for future development shall demonstrate to the reasonable satisfaction of the Public Works Director that adequate sanitary sewer services are available." – 9212 VTCSP

Response F.127: Refer to Section 5.2 Response II.E.124.

Comment F.128: SCHOOL IMPACTS

Figure 47: DEIR SGR and Students Generated. DEIR p. 247

Table 3.15-2: Projected Student Generation Rates			
	Proposed Project	General Plan Buildout with Maximum Residential Alternative	Retail and Residential Alternative
Elementary (Grades K-5)	0.13	0.20	0.13
Middle (Grades 6-8)	0.04	0.06	0.04
High School (Grades 9-12)	0.04	0.06	0.04

The estimated numbers of students that would be generated by the proposed project, General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative are listed in Table 3.15-3.

Table 3.15-3: Estimated Students Generated			
	Proposed Project	General Plan Buildout with Maximum Residential Alternative	Retail and Residential Alternative
Elementary (Grades K-5)	104	528	520
Middle (Grades 6-8)	32	158	160
High School (Grades 9-12)	32	158	160

The student generation rates are based off of too small of a sample size and the data appears to have been from Fall of 2015, since the same results for 19,800 Wolfe Rd. and Biltmore have repeated after 2 ½ years.

Response F.128: Refer to Section 5.2 Response II.E.125.

Comment F.129: Additionally, from that same initial result, the current SGRs they calculated for the Proposed Project, which is nearly identical to The Hills at Vallco now have inexplicably dropped the SGR's for the same project.

Response F.129: Refer to Section 5.2 Response II.E.126.

Comment F.130: Since the proposed project will likely have the possibility of selling the residential units at some time, and the lack of information regarding the sizes of the units, and the continued growth and interest in the Cupertino High School boundary area, these SGRs are likely too low. A larger sampling size is needed for these figures to be believable.

The BMR units proposed will have a higher student generation rate according to Polly Bove of FUHSD (Vallco meeting recorded by League of Women Voters, May, 2018). These higher rates are not reflected. The project alternatives are untested as to number of students generated.

Response F.130: Refer to Section 5.2 Response II.E.127.

Comment F.131: DEIR STUDENT GENERATION RATES

Figure 48: DEIR SGR

Unfortunately, these averages are for only two buildings, the only multiple-unit buildings that have been completed in the last few years. The individual SGRs of these buildings are also relevant. Table I-1 shows the SGRs of the two developments and their combined SGR (weighted by their number of units).

Table I-1
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
Nineteen800/Rose Bowl	large apartments	204	0.33	0.10
Biltmore Addition	average size apartments	80	0.28	0.04
Both Projects		284	0.32	0.08

Sources: Enrollment Projection Consultants.

The "Nineteen800 apartment complex, also known as the "Rose Bowl", is adjacent to the Vallco Special Area. Its 204 units have 68 CUSD students, an SGR of 0.33 and 21 FUHSD students, an SGR of 0.10. It should be noted that these units are on average significantly larger than the average size of units built in the decade before them, indicating that the Nineteen800 development SGRs are higher than new units of more average size are likely to be. The 80 new units in the Biltmore apartment development at the intersection of Blaney Avenue and Stevens Creek Blvd. have significantly lower SGRs, 22 CUSD students, an SGR of 0.28, and three FUHSD students, an SGR of 0.04. These SGRs are lower, especially for the middle school and

Figure 49: DEIR: SGRs of Alternatives

Table I-2
Vallco Specific Plan and Alternatives
Projected SGRs

	Proposed Project	*General Plan Buildout*	*Retail and Residential*
Elementary (K-5) SGR	0.13	0.20	0.13
Middle (6-8) SGR	0.04	0.06	0.04
Total CUSD SGR	**0.17**	**0.26**	**0.17**
High School FUHSD SGR	**0.04**	**0.06**	**0.04**

Source: Schoolhouse Services.

FAILED MEASURE D HILLS AT VALLCO STUDENT GENERATION RATES TO COMPARE

Figure 50: VTC Hills at Vallco EA, SGRs Comparables

to the proposed project site. As of Fall 2015, 184 units (out of 204) had been rented. These units have 60 CUSD students, an SGR of 0.33, and 13 FUHSD students, an SGR of 0.07. It should be noted that these units are on average significantly larger than the proposed units in The Hills at Vallco project, indicating that the Rosebowl SGRs are likely to be higher than those of the units in the Vallco project.

The 80 new units in the Biltmore apartments, nearby along Stevens Creek Blvd., have significantly lower SGRs - 12 CUSD students, an SGR of 0.15, and three FUHSD students, an SGR of 0.04. These SGRs are surprisingly low, especially given that the units are modestly larger than the proposed units in the Vallco project. These two are the only large projects that have been renting in the last 18 months. Table I-4 shows other developments and their SGRs.

Table I-4
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
19800/Rosebowl	much larger apartments[1]	184[1]	0.33	0.07
Biltmore Addition	larger apartments[2]	80	0.15	0.04
Earlier Apartments[3]	high density	828	0.32	0.07

[1] Number and average size of units: 165 2-bedroom, 1,310 sq. ft.; and 39 3-bedroom, 1,573 sq.ft. Only 184 units occupied at the time of the Fall 2015 student counts.
[2] Number and average size of units: 34 1-bed-room, 813 sq. ft., 46 2-bedroom, 1,212,sq. ft.
[3] SGRs in 2013, when the units were significantly more affordable.
Sources: Enrollment Projection Consultants, City of Cupertino, and Schoolhouse Services.

Figure 51: VTC Hills at Vallco SGRs

Table I-5
Vallco Development
Projected SGRs

	Vallco Project
Elementary (K-5) SGR	0.19
Middle (6-8) SGR	0.09
Total CUSD SGR	**0.28**
High School (FUHSD) SGR	**0.06**

Source: Schoolhouse Services.

Response F.131: Refer to Section 5.2 Response II.E.128.

Comment F.132: The DEIR may study the impacts of traffic rerouting of students. According to the Shute, Mihaly, and Weinberger Memo to the City of Cupertino Attorney, February 25, 2014:

"Therefore, a lead agency may consider, in an EIR, among other factors the following impacts potentially caused by school expansion or construction:

- *traffic impacts associated with more students traveling to school;*
- *dust and noise from construction of new or expanded school facilities;*
- *effects of construction of additional school facilities (temporary or permanent) on wildlife at the construction site;*
- *effects of construction of additional school facilities on air quality;*
- *other "indirect effects" as defined by CEQA Guidelines § 15258 (a)(2)*

(growth-inducing effects, changes in pattern of land use and population density, related effects on air and water and other natural systems). See Chawanakee Unified School District, 196 Cal. App. 4th at 1029.
CONCLUSION

When it comes to arguments about the impact of a proposed development on existing school facilities and their ability to accommodate more students, the CEQA process is essentially ministerial. Agencies must accept the fees mandated by SB 50 as the exclusive means of considering and mitigating the impacts of the proposed development on school facilities. However, nothing in SB 50 or in CEQA or current case law prohibits an agency from conducting environmental review of an application that creates significant environmental impacts on non-school-facility settings or sites, regardless of whether the applicant has agreed to pay mitigation fees under SB 50."

Response F.132: Refer to Section 5.2 Response II.E.129.

Comment F.133: PARK LAND REQUIREMENTS
The city residents per unit is 2.83. The park land calculations are both low and assuming a City Council action to accept park land acreage on a roof in lieu of park land. This has been discussed in earlier sections.

Response F.133: Refer to Section 5.2 Response II.E.130.

Comment F.134: RECREATION
The 70,000 SF Bay Club gym on site is the only gym in the east side of Cupertino and it will be closed for multiple years during construction and likely will not return.

Creekside park is permitted year around to the De Anza Youth Soccer League and has additional camps in the summer using the space.

Ranch San Antonio is so over utilized by the region that the neighboring residents had to have permitted parking and parking has been limited to preserve the area because it is a natural area. During the weekdays a return trip across town after 2:30pm results in a 30 minute drive. Due to

excess demand on Rancho San Antonio, there is a limited window mid day and mid week where a parking spot may be found.

Proposed project and alternatives will have significant negative impacts to the area and further increase demand for the parks existing. Even the low SGR for the school is enough students to start an entire new soccer league.

Response F.134: Refer to Section 5.2 Response II.E.131.

Comment F.135: 3.17 TRANSPORTATION/TRAFFIC
EXISTING CONDITIONS
Counts on January 15, 2018 included the AMC movie theater which is closed, and a transit hub which includes Genentech, Google, and Facebook with no individual counts to separate out these uses. The mall had a 24% occupancy at the time.

Response F.135: Refer to Section 5.2 Response II.E.132.

Comment F.136: LEVELS OF SERVICE
Please note that LOS is an average and there is some directional flow within the city intersections such that the LOS may not reflect what drivers are experiencing because of the averaging of each lane approach. Of particular concern is how slow the movement of traffic out of the city and returning would be for the 80%+ of Cupertino worker commuters out of the city daily.

The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the "Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

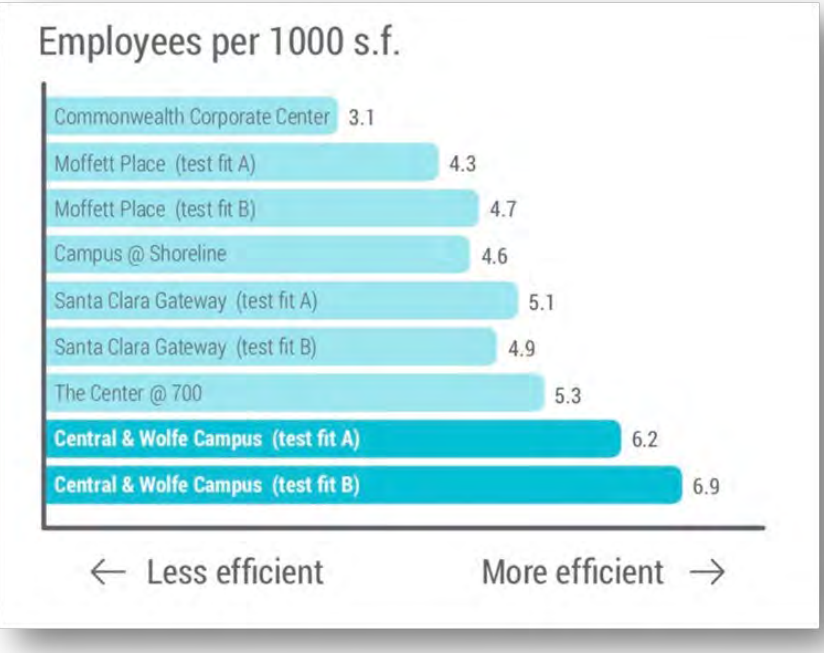
Response F.136: Refer to Section 5.2 Response II.E.133.

Comment F.137: APPROVED AND PENDING PROJECTS TRIP GENERATION, DISTRIBUTION, AND ASSIGNMENT
It is unclear, given that Apple Park has been occupying, how their (Apple Park) traffic has been assigned. For instance, there were traffic counts in May, 2017 which would reflect thousands of trips by construction workers to the site which would likely have been coming from the I-280 and east bound AM and westbound PM. There were also traffic counts in January, 2018, which would perhaps now show a few hundred Apple tech workers who would presumably be coming from other areas along with continued construction workers. As of March, 2018 approximately 6,000 employees were at Apple Park out of the expected 14,200. There have been many requests of the city to wait until Apple Park fully occupies to perform traffic counts. Main Street Cupertino was also

under construction during May, 2017 and those construction workers would also be impacting the counts. There have been several intersections under construction, including the Calvert/I-280 project and Lawrence Expressway/I-280 exit project. These multiple projects have rerouted traffic and altered the makeup of drivers into artificial patterns not reflected in the study. What the traffic counts show, is what the area traffic is like with major construction underway.

Response F.137: Refer to Section 5.2 Response II.E.134.

Comment F.138: Figure 52: Sample of local advertising showing higher employees per 1000 SF than studied



Traffic impacts, while significant and unavoidable with mitigation is underestimated.

Figure 53: DEIR Trip Generation Estimates

Table 3.17-7: Project and Project Alternative Trip Generation Estimates

Land Use	Project				General Plan Buildout with Maximum Residential Alternative				Retail and Residential Alternative				Occupied/Re-Tenanted Mall Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200								
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	1,208 ksf	32,717	756	3,434
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204	339 rooms	2,834	159	204	148 rooms	1,209	78	89
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162	4,000 units	21,760	1,440	1,760				
Green Roof	30 acres	567	135	105	30 acres	567	135	105								
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100								
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22								
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840		44,925	2,051	4,010		33,926	834	3,523
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%		-20%	-20%	-25%		-5%	-5%	-5%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452		-8,985	-411	-1,003		-1,696	-42	-176
Transit Hub (C)		808	175	193		808	175	193		808	175	193				
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581		36,748	1,815	3,200		32,230	792	3,347
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**		**27,935**	**1,330**	**2,251**		**23,417**	**307**	**2,398**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response F.138: Refer to Section 5.2 Response II.E.135.

Comment F.139: Trips generated are lower than the Hills at Vallco? That seems incorrect. Neither break out actual uses (restaurants, theater, City Halls which all generate much heavier traffic than is shown).

Figure 54: VTC Hills at Vallco Trip Generation Planner

Trip Generation Planner (ITE 9th Edition) - Summary Report

Weekday Trip Generation
Trips Based on Average Rates/Equations

Project Name Vallco Town Center Specific Plan
Project Number 097283001.1.340

ITE Code	Notes	Land Use Description	Independent Variable	No. of Units	Avg Rate or Eq	Rates: Daily Rate	Rates: AM Rate	Rates: PM Rate	Total Trips: Daily Trips	AM Trips	PM Trips	AM Trips In	AM Trips Out	PM Trips In	PM Trips Out
SV-A	1	The Town Center/Community Park - Office	1,000 Sq Ft	2000	Avg	12.35	1.29	1.20	24,700	2,580	2,400	2,270	310	408	1,992
820-A	2	The Town Center/Community Park - Retail	1,000 Sq Ft GLA	640	Eq	N/A	N/A	N/A	22,698	484	2,078	300	184	997	1,081
220	3	The Town Center/Community Park - Apartment	Dwelling Unit(s)	760	Eq	N/A	N/A	N/A	4,730	376	436	75	301	283	153
252		The Town Center/Community Park - Senior Adult Housing (Attached)	Occ. Dwelling Unit(s)	40	Avg	3.44	0.19	0.23	138	8	9	3	5	5	4
SV-B	4	The Town Center/Community Park - Pavilion 4 - Banquet Hall	1,000 Sq Ft	15	Avg										
530	5	The Town Center/Community Park - High School Innovation Center (1)	Student(s)	100	Avg	1.71	0.43	0.13	171	31	29	29	2	10	19
SV-C	1	The Town Center/Community Park - Pavilion 6 - Civic Meeting Space	1,000 Sq Ft	4	Avg	12.35	1.29	1.20	50	5	5	4	1	1	4
SV-D	6	The Town Center/Community Park - Transit Center	1,000 Sq Ft		Avg										
SV-E	1	The Town Center/Community Park - Pavilion 5 - Office Eve nt Center	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-F	1	The Town Center/Community Park - Pavilion 7 - Office Caf / Fitness	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-G	1	The Town Center/Community Park - Additional Office Amen ities	1,000 Sq Ft	135	Avg	12.35	1.29	1.20	1,668	174	162	153	21	28	134
SV-H	1	The Town Center/Community Park - Loading Facilities & Se curity Areas	1,000 Sq Ft	75	Avg	12.35	1.29	1.20	928	97	90	85	12	15	75
110		The Town Center/Community Park - Industrial Testing & Workshop	1,000 Sq Ft	175	Eq	N/A	N/A	N/A	1,206	117	93	103	14	11	82
SV-I	7	The Town Center/Community Park - Central Plant	1,000 Sq Ft	45	Avg										
411-A	8	The Town Center/Community Park - Rooftop Garden Park	Acre(s)	10	Avg	20.00	4.50	3.50	200	45	35	25	20	20	15
		The Town Center/Community Park Total Project Trips							56,985	3,969	5,385	3,093	876	1,786	3,599
310		Vallco Town Center Specific Plan – Block 14	Room(s)	191	Avg	8.17	0.53	0.60	1,562	101	115	60	41	59	56
		Total Gross Vallco Town Center Specific Plan Project Trips							58,547	4,070	5,500	3,153	917	1,845	3,655
	9	MXD Trip Reduction - Internal and Non-Motorized Trips				-21%	-16%	-21%	-12,169	-632	-1,125	-492	-139	-373	-752
		Net External Project Trips							46,378	3,438	4,374	2,661	778	1,472	2,903
820-C	10	Existing Mall - 82.83% Occupancy	1,000 Sq Ft GLA	994	Eq	N/A	N/A	N/A	-30,216	-633	-2,791	-392	-241	-1,340	-1,451
								Totals	16,162	2,805	1,583	2,269	537	132	1,452

Notes:
(1) AM and/or PM rates correspond to peak hour of generator.

1 Silicon Valley (SV) Trip Rates applied to office land uses based on local surveys and empirical data from Fehr & Peers Study
2 Includes entertainment uses, health club uses, and roof pavilions.
3 Includes clubhouse and fitness pool.
4 Land Use only expected to generate trips on special events and excluded from weekday Trip Generation.
5 High School trips based on Fehr & Peers Study and agreed with the City of Cupertino.
6 Facility on Stevens Creek Blvd. Trip Generation accounted in Office Land Use from SV Trip Rates.
7 Not a typical ITE Land Use. Facility does not generate additional trips.
8 Trip Generation conservatively estimated by assuming City Park (ITE Land Use 411) rates to 1/3 of 30 total acres. AM and PM rates from ITE weekday peak hour generator studies.
9 MXD reductions account for internalization, transit, and bike/ped access. Rates determined from EPA MXD model for the Proposed The Town Center/Community Park Project.
10 Daily, AM, and PM Trips for existing land use at the Existing Mall are conservatively based on 1.2 million Sq Ft Shopping Center (ITE Land Use 820) reduced to reflect 82.83% mall occupancy.

Response F.139: Refer to Section 5.2 Response II.E.136.

Comment F.140: 3.18 UTILITIES AND SERVICE SYSTEMS
Projects with recycled water (30 acre green roof) will result in an expansion of recycled water production which is a significant negative impact. Redirecting water which could be used for groundwater recharge and then used for drinking water is wasteful.

City must have a regulatory framework to manage conservation claims.

Response F.140: Refer to Section 5.2 Response II.E.137.

Comment F.141: SECTION 4.0 GROWTH-INDUCING IMPACTS
The claim that project and alternatives would have no significant impact is subjective. Residents per unit are inconsistently applied in the DEIR when the population increase from Vallco project and alternatives would largely be accounting for the city-wide population increase, therefore the assumption to population must logically use 2.94 residents per unit:

> *Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1*

employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).

Figure 55: DEIR Population and Employees

Table 4.0-1: Estimated Project and Project Alternative, Citywide, and Countywide Residential Population and Employee Projections

	Estimated Dwelling Units	Estimated Residential Population	Estimated Jobs/Employees
Plan Bay Area Projections Year 2040			
Santa Clara County	818,400	2,423,500	1,229,520
Cupertino	24,040	71,200	33,110
General Plan 2040 Buildout			
Cupertino General Plan Buildout 2040	23,294	69,183	48,509
Project and Project Alternatives Buildout			
Project	800	1,600	9,594
General Plan Buildout with Maximum Residential Alternative	2,640	5,280	5,594
Retail and Residential Alternative	4,000	8,000	1,400
Occupied/Re-Tenanted Mall Alternative	0	0	2,550

Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. *Cupertino General Plan Community Vision 2015-2040*. October 15, 2015. Page 3-12.). The estimated population and jobs/employees for the project and project alternatives are based on a project-specific study of the specific uses proposed by the project completed by Economic & Planning Systems, Inc. The estimated residential and jobs/employees for the project and project alternatives are based on the following project-specific rates: 2.0 residents per unit, 1 employee/250 square feet of office, 1 employee/400 square feet of retail/restaurant, 1 employee/1,000 square of entertainment retail, and 1 employee/2 hotel rooms (Source: Economic & Planning Systems, Inc. "Population and Employment Projections." April 26, 2018.).

Response F.141: Refer to Section 5.2 Response II.E.138.

G. Kitty Moore (dated June 6, 2018, 5:02PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment G.1: Attached please find the PDF file with my comments for the Vallco Shopping District Specific Plan Draft Environmental Impact Report 45 day circulation period which began May 24, 2018. I have included an excerpt from the opening pages:

Comments for Vallco Shopping District Specific Plan DEIR Draft Environmental Impact Report SCH# 2018022021

Complaints against the City of Cupertino planning process and Draft Environmental Impact Report for Vallco Special Area Specific Plan:

1. Studying EIR Alternatives which are Inconsistent with the General Plan and do not lessen the impacts of Proposed Project.

Response G.1: Refer to Master Response 4.

Comment G.2:

2. Moving Target Project: Project Not adequately described in NOP period.
3. Insufficient and Conflicting Information presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results.
4. Announcing in a Study Session 6/4/2018 for the Vallco Specific Plan that the project alternatives would require a General Plan Amendment, months after the EIR NOP.

Response G.2: Refer to Master Response 3.

Comment G.3:

5. Studying further inconsistent alternatives in the ongoing Specific Plan Process which are not in the DEIR requires the recirculation of the DEIR. The Specific Plan Process is considering only plans which were not studied in the DEIR. No DEIR alternatives showed 3,200 residential units and 750,000-1,500,000 Square Feet of office space. The General Plan does not allow retail to be reduced below 600,000 SF which the Specific Plan process is considering.
6. Alternatives to Project (General Plan with Maximum Residential Buildout Alternative and Retail and Residential Alternative) ignore the Consistency Requirement with the General Plan and The California Environmental Quality Act (CEQA), Section 15126.6, feasible alternatives:

The Specific Plan must be consistent with the General Plan by law.

Response G.3: Refer to Master Response 2 and Section 5.2 Response II.E.3

ATTACHMENT TO COMMENT LETTER

Comment G.4: Complaints against the City of Cupertino planning process and Draft Environmental Impact Report for Vallco Special Area Specific Plan:

1. Studying EIR Alternatives which are Inconsistent with the General Plan and do not lessen the impacts of Proposed Project.

Response G.4: Refer to Master Response 4.

Comment G.5:

2. Moving Target Project: Project Not adequately described in NOP period.
3. Insufficient and Conflicting Information presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results.
4. Announcing in a Study Session 6/4/2018 for the Vallco Specific Plan that the project alternatives would require a General Plan Amendment, months after the EIR NOP.

Response G.5: Refer to Master Responses 2 and 3.

Comment G.6:

5. Studying further inconsistent alternatives in the ongoing Specific Plan Process which are not in the DEIR requires the recirculation of the DEIR. The Specific Plan Process is considering **only** plans which were not studied in the DEIR. No DEIR alternatives showed 3,200 residential units and 750,000-1,500,000 Square Feet of office space. The General Plan does not allow retail to be reduced below 600,000 SF which the Specific Plan process is considering.
6. Alternatives to Project (General Plan with Maximum Residential Buildout Alternative and Retail and Residential Alternative) ignore the Consistency Requirement with the General Plan and The California Environmental Quality Act (CEQA), Section 15126.6, feasible alternatives:

The Specific Plan must be consistent with the General Plan by law.

Ca GC 65450-64557:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf
https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at

379. "The proper question is whether development of the [project] is compatib]e with and will not frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects."" Id.

Response G.6: Refer to Master Response 2 and Section 5.2 Response II.E.3.

Comment G.7: Government Code 15082. Notice of Preparation and Determination of Scope of EIR

(a) Notice of Preparation. Immediately after deciding that an environmental impact report is required for a project, the lead agency shall send to the Office of Planning and Research and each responsible and trustee agency a notice of preparation stating that an environmental impact report will be prepared. This notice shall also be sent to every federal agency involved in approving or funding the project.

(1) The notice of preparation shall provide the responsible and trustee agencies and the Office of Planning and Research with sufficient information describing the project and the potential environmental effects to enable the responsible agencies to make a meaningful response. At a minimum, the information shall include:

(A) Description of the project,

(B) Location of the project (either by street address and cross street, for a project in an urbanized area, or by attaching a specific map, preferably a copy of a U.S.G.S. 15' or 7- 1/2' topographical map identified by quadrangle name), and

(C) Probable environmental effects of the project.

Response G.7: No specific questions are raised in the above comment regarding the adequacy of the Notice of Preparation (NOP). The comment cites the CEQA Guidelines section regarding an EIR NOP. A NOP was prepared and circulated for the project, consistent with CEQA Section 15082.

Comment G.8: Potential to Cease EIR Mid-Stream:
The EIR scoping meeting provided inadequate and conflicting information with an infeasible "Proposed Project" and infeasible alternatives.
According to "CEQA Does Not Apply to Project Disapproval, Even if the EIR is Underway," by Abbott & Kindermann Leslie Z. Walker, on September 22, 2009, the EIR process may be stopped mid-stream:

According to Las Lomas Land Co., LLC v. City of Los Angeles (Sept. 17, 2009, B213637) Cal.App.4th_____, the long standing rule that CEQA does not apply to projects rejected or disapproved by a public agency, allows a public agency to reject a project before completing or considering the EIR. In Las Lomas, the Court of Appeals for the Second Appellate District made clear that a city may stop environmental review mid-stream and reject a project without awaiting the completion of a final EIR. While this holding may avoid wasting time and money on an EIR for a dead-on-arrival project, it will also make it harder for projects to stay in play until the entire environmental document is complete.

The article continues:

> *One of the City's council members opposed the project and asked the City to cease its work on it. The City attorney advised the council members that the City was required to continue processing and completing the EIR. Nonetheless, the objecting council member introduced a motion to suspend the environmental review process until the city council made "a policy decision" to resume the process. The city council ultimately approved a modified motion which also called for the City to cease work on the proposed project.*

Should the City Council find reason to cease the EIR, such as project alternatives being inconsistent with the General Plan, plan NOP period did not show legal project alternatives, and the Specific Plan process failed to inform the public of the process failings immediately when known and is studying projects which were not studied in the DEIR (explained on the following pages), or that in light of its' similarity to failed Cupertino ballot Measure D: The Vallco Initiative November 8, 2016, there is precedent as demonstrated above, to do so.

Response G.8: Refer to Section 5.2 Response II.E.7.

Comment G.9: Alternatives to Project:

"The California Environmental Quality Act (CEQA), Section 15126.6, requires an Environmental Impact Report (EIR) to describe a reasonable range of alternatives to a Project or to the location of a Project which could feasibly attain its basic objectives but would avoid or substantially lessen any of the significant effects of the project, and evaluate the comparative merits of the alternatives."

Response G.9: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment G.10: Similarity of "Proposed Project" to Failed Ballot Initiative Measure D, Nov. 8, 2016 Should Disqualify It:

The Vallco Measure D Initiative is described in the following: CITY ATTORNEY'S BALLOT TITLE AND SUMMARY FOR PROPOSED INITIATIVE SUBMITTED ON MARCH 3, 2016 and would consist of:

- 2,000,000 SF office
- 640,000 SF retail
- 191 additional hotel rooms, bringing the site total to 339 hotel rooms
- 389 residential units with a Conditional Use Permit bringing the total to 800 residential units

The November 8, 2016 Election results for Measure D were 55% No. Advertising for the initiative obscured the office and focused on the retail portions. The actual square footage percentages for the Measure D Initiative were:

- 56% office
- 22% residential
- 16% retail
- 6% hotel

Notice these above percentages result in 84% non-retail uses and would be a majority office park. The "Proposed Project" for the EIR has less retail (600,000 SF) and other uses the same as Measure D.

The EIR process is not intended to be a disregard of the city's General Plan to "try out" alternative concepts which have no consistency with the General Plan. This creates a great deal of confusion and distrust.

Response G.10: Refer to Master Responses 4 and 5.

Comment G.11: General Plan Directive to Create a Vallco Shopping District Specific Plan:

This section amasses the multiple sections of the General Plan which reference the Vallco Shopping District and describe what it is planned to become.

Refer to: Cupertino General Plan Vision 2040:

In Chapter 2 of the Cupertino General Plan Vision 2040: Planning Areas: Vallco Shopping District is described as: "…*Cupertino's most significant commercial center*…" and that "…*Reinvestment is needed…so that this* ***commercial center*** *is more competitive and better serves the community.*" It is referred to as a "shopping district", not an office park, or a residential community.

"This new Vallco Shopping District will become a destination for shopping, dining and entertainment in the Santa Clara Valley."

- Cupertino General Plan Community Vision 2015-2040

Response G.11: Refer to Section 5.2 Response II.E.9.

Comment G.12: COMMENTS ON DEIR SUMMARY P XII: PROPOSED PROJECT IS A MOVING TARGET

The DEIR Summary, p xii, states: *"The proposed project is the adoption of the community-developed Vallco Special Area Specific Plan and associated General Plan and Zoning Code amendments."* and continues:

> *"Consistent with the adopted General Plan, the proposed Specific Plan would facilitate development of a minimum of 600,000 square feet of commercial uses, up to 2.0 million square feet of office uses, up to 339 hotel rooms, and up to 800 residential dwelling units on-site. The proposed Specific Plan development reflects the buildout assumptions (including the adopted residential allocation available) for the site in the City's adopted General Plan. In addition, the project includes up to 65,000 square feet of civic spaces in the form of governmental office space, meeting rooms and community rooms and a Science Technology Engineering and Mathematics (STEM) lab, as well as a 30-acre green roof."*

Source: Vallco Specific Plan DEIR, p. xii, http://www.cupertino.org/home/showdocument?id=20887

The DEIR studied the following projects and alternatives:

Figure 1: DEIR Proposed Project and Alternatives Summary

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

1. Proposed Project has incorrect number of residential units. Residential units would be 389. Referring to the General Plan, Vallco "…specific plan would permit 389 units…" not 800 residential units. The Specific Plan process to date shows a 3,200, 2,640 and 3,250 residential unit options. While the housing units may be moved between housing element sites, the General Plan Technical Report for Scenarios A and B do not come close to having this many housing units. None of the options are consistent with the General Plan. When the number of units is over 2,640 in the DEIR, there is no office shown. The Charrette 2 housing units are shown to be 3,200 at the Charrette #2 closing presentation for any options. This was not studied in the DEIR. Low Housing/Low Retail option shared is inconsistent with the General Plan minimum retail of 600,000 SF.

DEIR, p. 15 PDF p 51, states in 2.4.2:

"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".

Source: Vallco Specific Plan DEIR, p 51, http://www.cupertino.org/home/showdocument?id=20887

General Plan Housing Element p H-21:

"Priority Housing Sites: As part of the Housing Element update, the City has identified five priority sites under Scenario A (see Table HE-5) for residential development over the next eight years. The General Plan and zoning designations allow the densities shown in Table HE-5 for all sites except the Vallco Shopping District site (Site A2). The redevelopment of Vallco Shopping District will involve significant planning and community input. A specific plan will be required to implement a comprehensive strategy for a retail/office/residential mixed use development. The project applicant would be required to work closely with the community and

the City to bring forth a specific plan that meets the community's needs, with the anticipated adoption and rezoning to occur within three years of the adoption of the 2014-2022 Housing Element (by May 31, 2018). The specific plan would permit 389 units by right at a minimum density of 20 units per acre. If the specific plan and rezoning are not adopted within three years of Housing Element adoption (by May 31, 2018), the City will schedule hearings consistent with Government Code Section 65863 to consider removing Vallco as a priority housing site under Scenario A, to be replaced by sites identified in Scenario B (see detailed discussion and sites listing of "Scenario B" in Appendix B - Housing Element Technical Appendix). As part of the adoption of Scenario B, the City intends to add two additional sites to the inventory: Glenbrook Apartments and Homestead Lanes, along with increased number of permitted units on The Hamptons and The Oaks sites. Applicable zoning is in place for Glenbrook Apartments; however the Homestead Lanes site would need to be rezoned at that time to permit residential uses. Any rezoning required will allow residential uses by right at a minimum density of 20 units per acre."

Response G.12: Refer to Section 5.2 Response II.E.10.

Comment G.13: 2. **Clarifications needed for p xii Summary, what is the proposed project?** As of the release date of the DEIR, May 24, 2018, there is no approved Specific Plan for Vallco. Two options shared the week of Charrette #2 have no relationship to the General Plan, or the DEIR, and included:

Low Office/High Retail
Residential: 3,250 units
Office: 750,000 SF
Retail/Entertainment: 600,000 SF
Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

Low Housing/Low Retail
Residential: 2,640 units
Office: 1,500,000 SF
Retail/Entertainment: 400,000 SF
Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

Here is the Opticos slide presented the week of Charrette #2, May 23, 2018, informing us of what the project could be:

Figure 2: Opticos Specific Plan Process Options

LAND USE PROGRAM

Land Use	Low Office/ High Retail	Low Housing/ Low Retail
RESIDENTIAL		
Units	3,250	2,640
Sq.Ft.	4.06 M	3.30 M
COMMERCIAL		
Office	750 K	1.50 M
Retail/ Entertainment	600 K	400 K
Hotel	139 K	139 K
TOTAL (SQ. FT.)	5.62 M	5.41 M

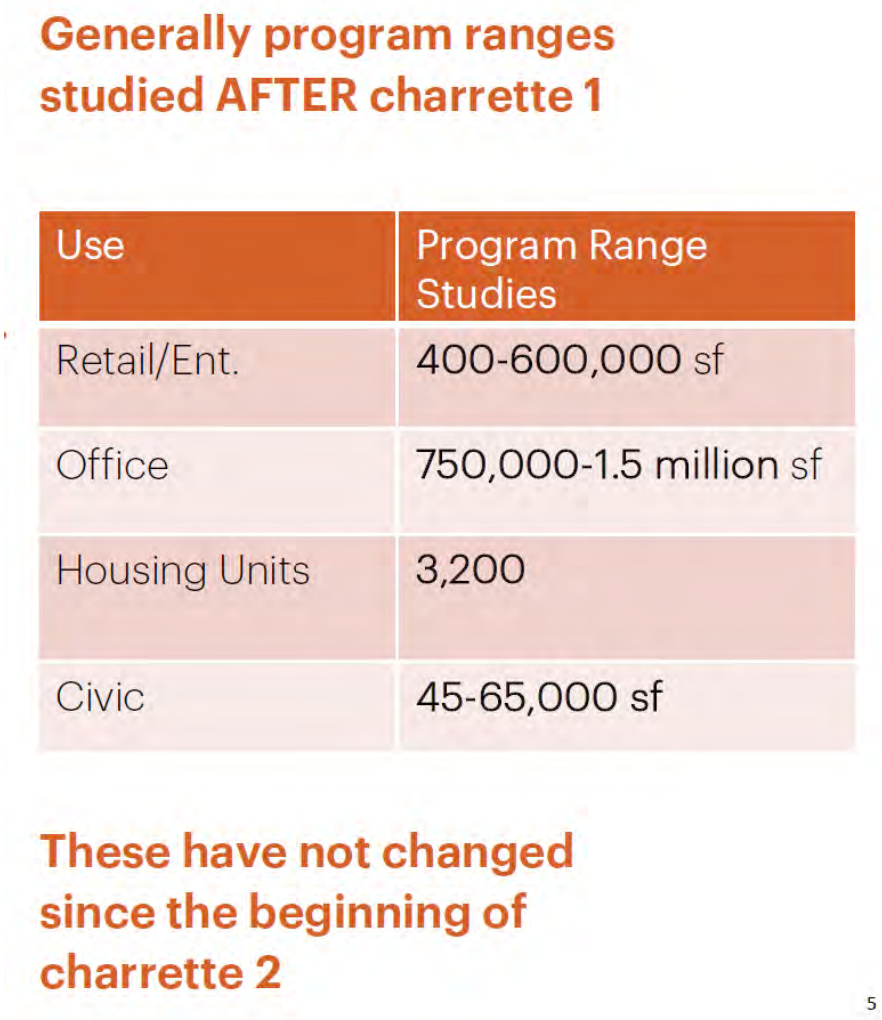
Each program also includes:

- 5 acres of public park(s)
- 65,000 square feet of civic space
- ~85% subterranean parking

Notice the number of residential units are not consistent with the General Plan or DEIR in any way. The park space is inconsistent with the DEIR.

And supporting slide from Opticos Charrette #2 closing presentation has further alterations to proposed project:

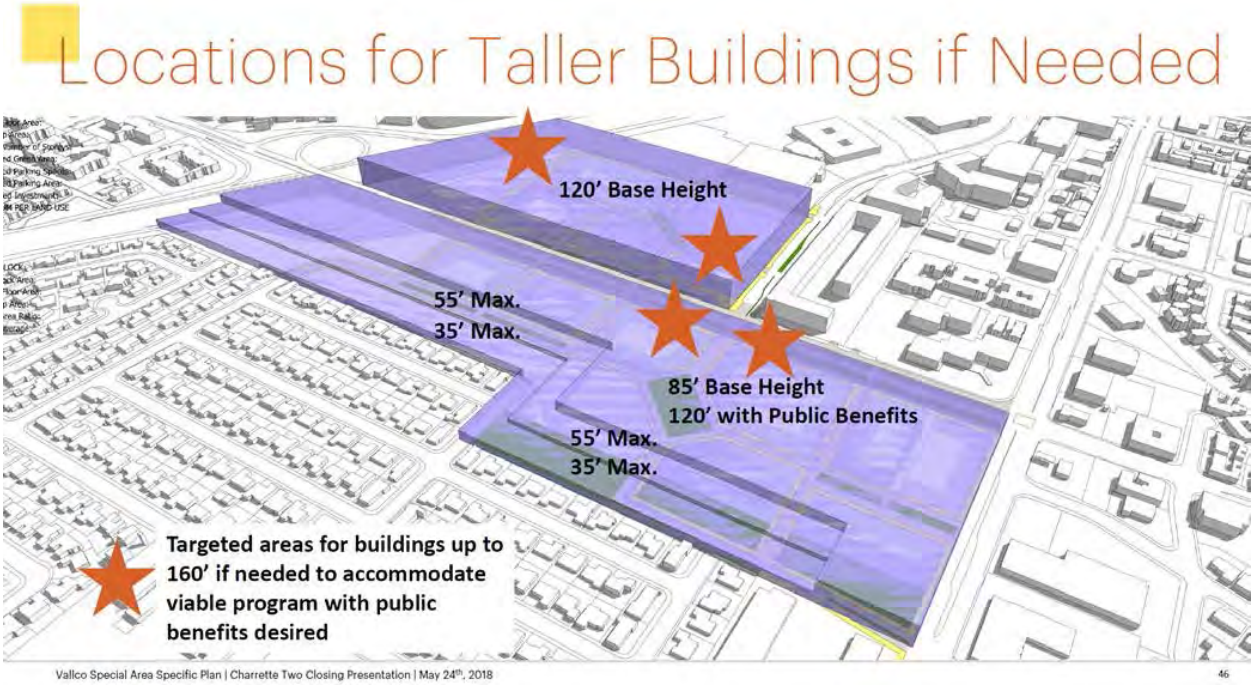
Figure 3: Opticos Specific Plan Options



Response G.13: Refer to Section 5.2 Response II.E.11.

Comment G.14: 3. 65,000 SF of civic space, STEM lab, and 30 acre green roof were not discussed in the NOP period for Vallco. In the DEIR civic space and STEM lab are combined into the 65,000 SF. Additionally, the civic/STEM spaces are considered public benefits which would result in higher building heights if the developer includes them. This was mentioned at the Opticos Charrette #2 closing presentation, May 24, 2018:

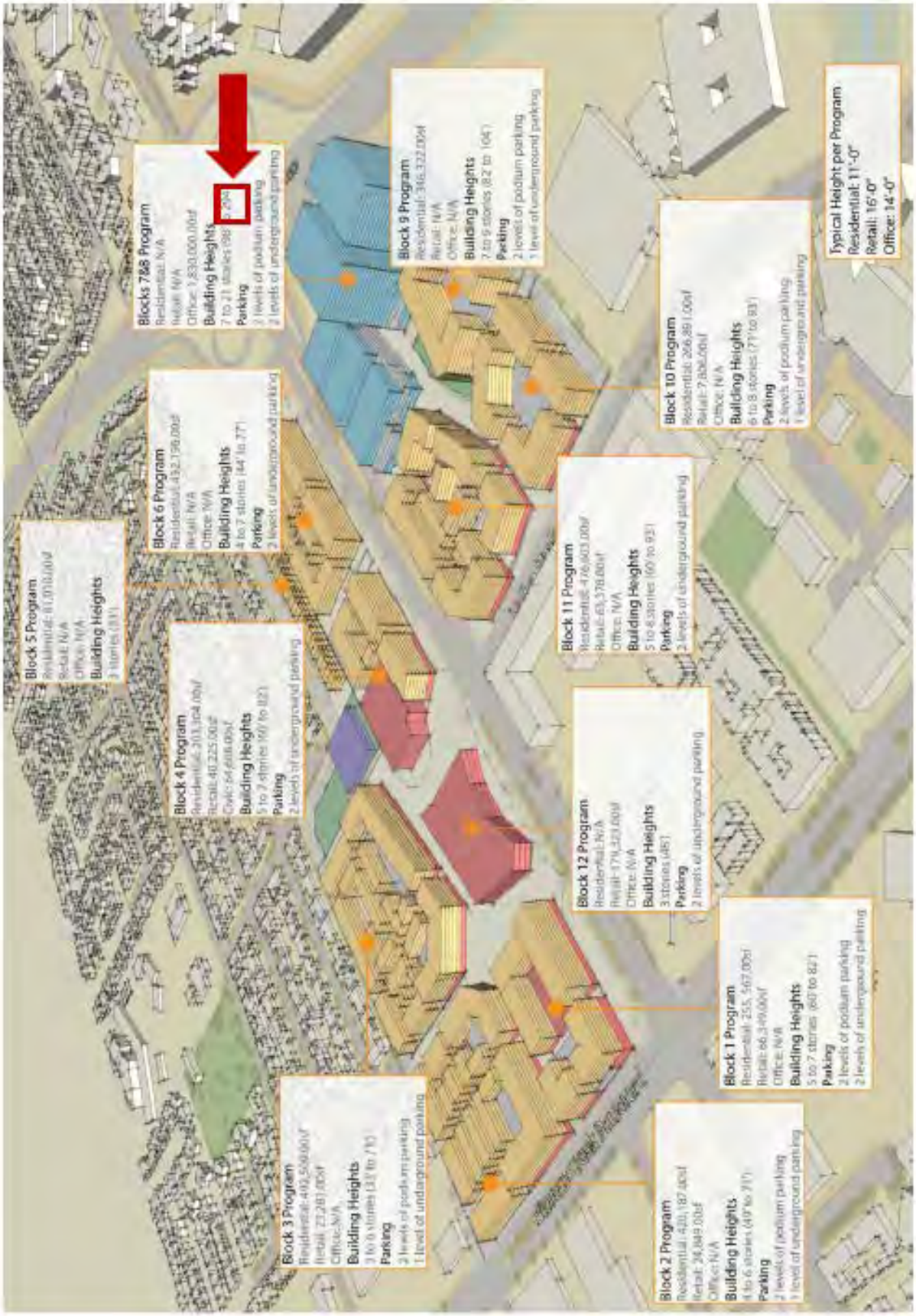
Figure 4: DEIR Heights



Response G.14: Refer to Section 5.2 Response II.E.12.

Comment G.15: 4. To add to the confusion as to what the project may end up being, the maximum height was also shown to be 294'. These height differences will cause different shadow and intrusion issues, such as privacy intrusion into Apple Campus HQ which may be a security risk at the corporate headquarters, guest discomfort at the outdoor swimming pool at Hyatt House, and the lack of privacy for the area homes and back yards. In Section 4.2.1 of the DEIR, heights are shown up to 165'.

The following graphic was presented by Opticos for Vallco Specific Plan:



Response G.15: Refer to Section 5.2 Response II.E.13.

Comment G.16: 5. Has the height at Vallco reverted to 85' and 3 stories due to the passing of May 31, 2018 with no Specific Plan adopted for Vallco? P. 162 of DEIR:

Cupertino Municipal Code

The Vallco Special Area is zoned P(Regional Shopping) – Planned Development Regional Shopping north of Vallco Parkway, and P(CG) – Planned Development General Commercial south of Vallco Parkway (west of North Wolfe Road). The Planned Development Zoning District is specifically intended to encourage variety in the development pattern of the community. The Planned Development Regional Shopping zoning designation allows all permitted uses in the Regional Shopping District, which include up to 1,645,700 square feet of commercial uses, a 2,500 seat theater complex, and buildings of up to three stories and 85 feet tall.81

The Planned Development General Commercial designation allows retail businesses, full service restaurants (without separate bar facilities), specialty food stores, eating establishments, offices, laundry facilities, private clubs, lodges, personal service establishments.

81 Council Actions 31-U-86 and 9-U-90. The maximum building height identified was in conformance with the 1993 General Plan and were identified in the Development Agreement (Ordinance 1540 File no. 1-DA-90) at that time

Response G.16: Refer to Section 5.2 Response II.E.14.

Comment G.17: 6. The performing arts theater public benefit was mentioned in the Opticos Charrette #2 closing presentation May 24, 2018, but not included in the DEIR calculations:

Figure 5: Opticos Specific Plan Process: Performing Arts Theater

Response G.17: Refer to Section 5.2 Response II.E.15.

Comment G.18: 7. The lack of a stable project makes writing comments nearly impossible. In Washoe Meadows Community v. Department of Parks and Recreation (2017) 17 Cal.App.5th 277 https://www.thomaslaw.com/blog/washoe-meadows-community-v-department-parks-recreation-2017-17-cal-app-5th-277/

"…the court held that the DEIR's failure to provide the public with an "accurate, stable and finite" project description prejudicially impaired the public's right to participate in the CEQA process, citing COUNTY OF INYO V. CITY OF LOS ANGELES (1977) 71 Cal.App.3d 185. Noting that a broad range of possible projects presents the public with a moving target and requires a commenter to offer input on a wide range of alternatives, the court found that the presentation of five very different alternative projects in the DEIR without a stable project was an obstacle to informed public participation"

Response G.18: Refer to Section 5.2 Response II.E.16.

Comment G.19: 8. Proposed project is inconsistent with the General Plan: housing is exceeded, park land fails to meet requirements for the park starved east side of Cupertino (Municipal Code requires park land acreage rather than a substitute roof park at a rate of 3 acres per 1,000 residents), height bonus tied to community benefits is not in the General Plan, the housing allocation assumes the General Plan allocation system has been removed, and community benefits in the General Plan for Vallco came at no 'cost' to the project such as increased heights.

Response G.19: Refer to Section 5.2 Response II.E.17.

Comment G.20: Project alternatives are too varied from the Proposed Specific Plan project, and there is no "Proposed Specific Plan" as of May 24, 2018.

Figure 6: DEIR Summary of Project and Alternatives

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
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Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

Response G.20: Refer to Section 5.2 Response II.E.18.

Comment G.21: 9. The Specific Plan must be consistent with the General Plan by law. We have no identified Specific Plan and the last alternatives presented at the final Charrette #2 do not match any alternatives studied in the DEIR (3,200 residential units along with 750,000-1,000,000 SF office space plus 65,000 SF civic space) and are not consistent with the General Plan.

Ca GC 65450-65457:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf

https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatible with and will not

frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects." Id.

Figure 7: Vallco Project Alternatives after Charrette #1 (self)

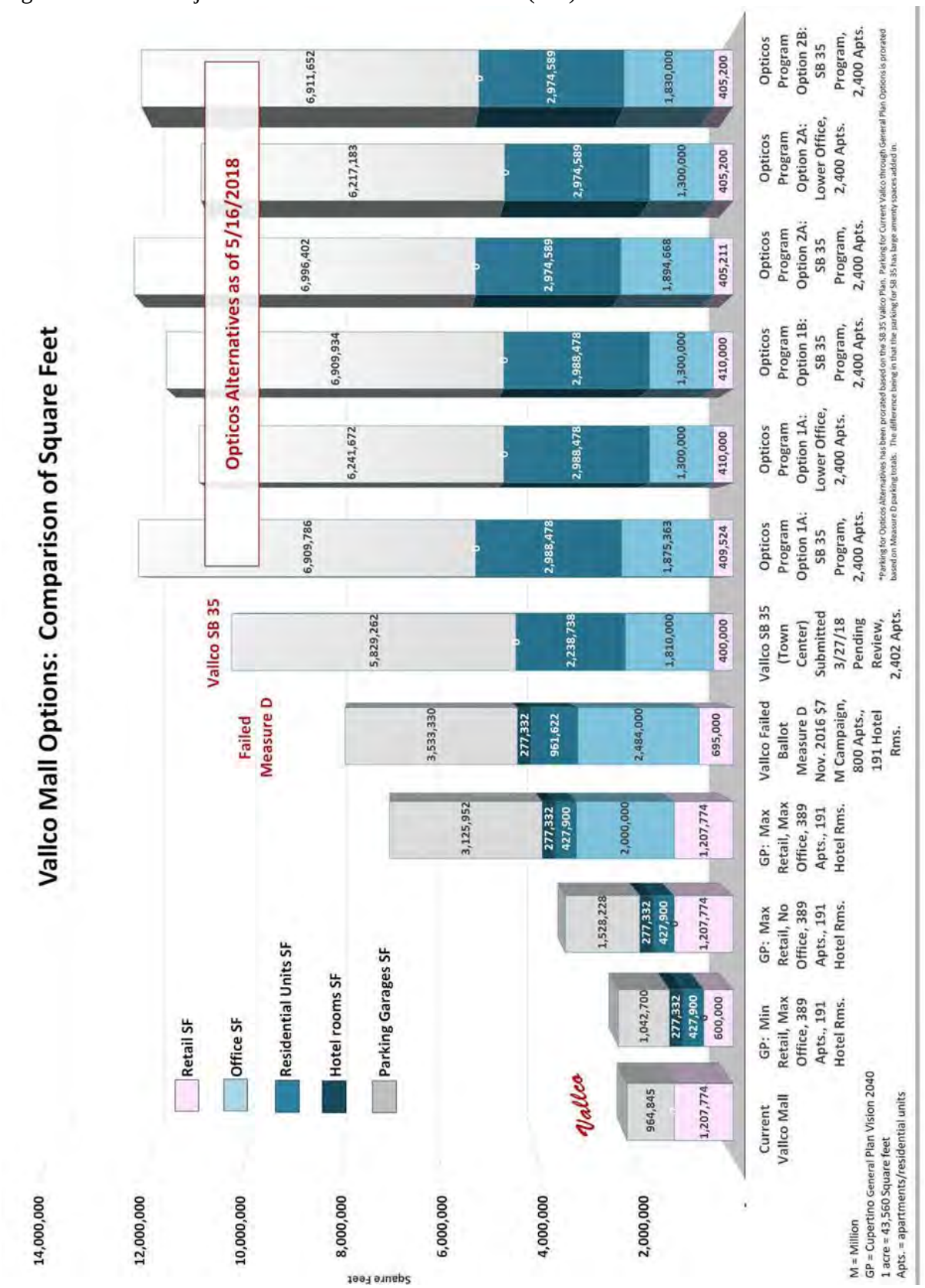
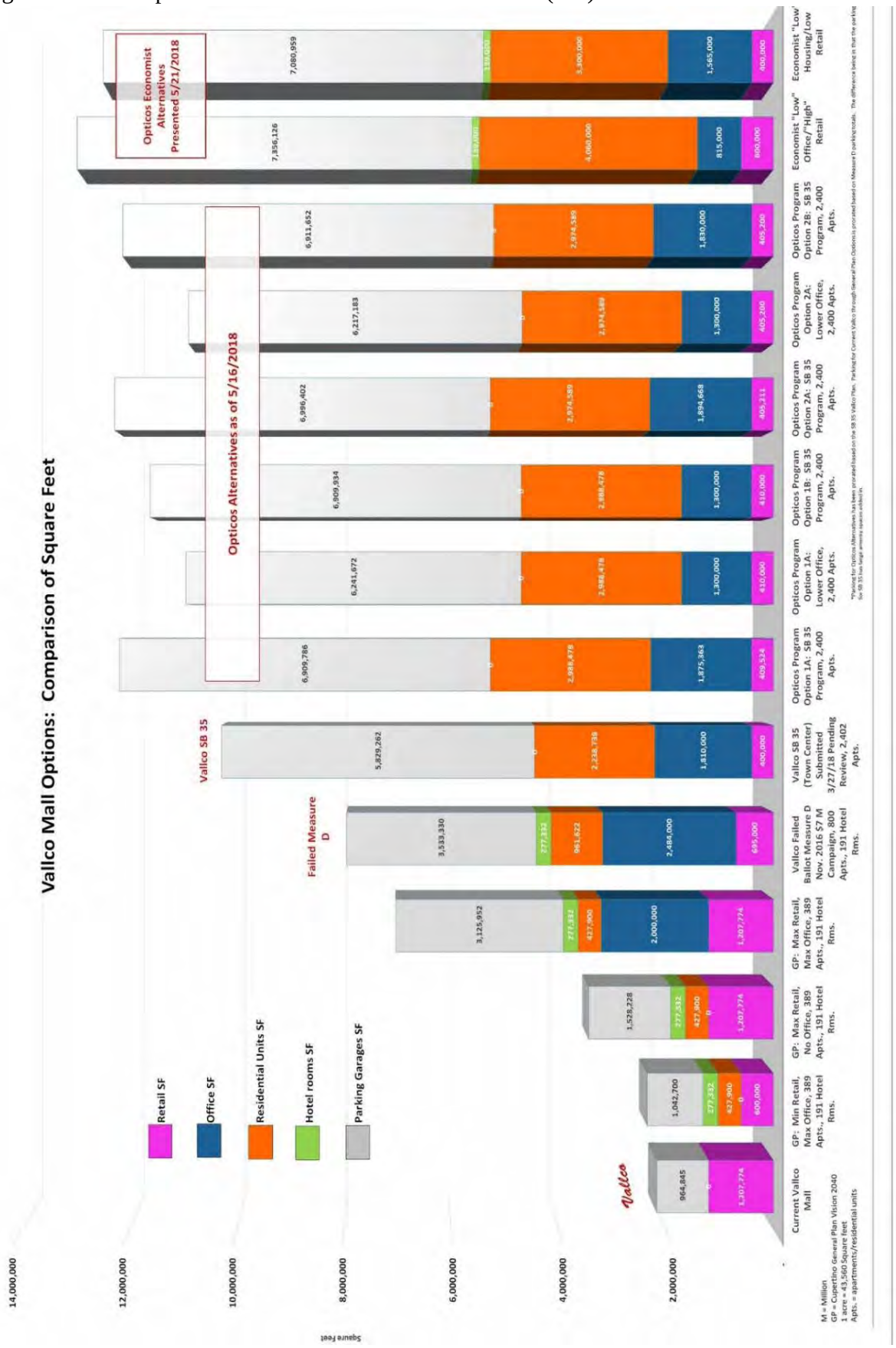


Figure 8: Vallco Specific Plan Process Alternatives to Date (self)



Response G.21: Refer to Section 5.2 Response II.E.19.

Comment G.22: CULTURAL RESOURCES
The findings and mitigations are adequate.

Response G.22: Refer to Section 5.2 Response II.E.20.

Comment G.23: 2.2 EXISTING GENERAL PLAN AND ZONING DESIGNATIONS
This section fails to state the current zoning designations per the General Plan, no Specific Plan has been adopted:

Figure 9: Cupertino General Plan

Response G.23: Refer to Section 5.2 Response II.E.21.

Comment G.24: NO EXPLANATION FROM WHERE IN THE GENERAL PLAN THE EXCESS RESIDENTIAL UNITS CAME FROM

> *"As shown in General Plan Table LU-1, the General Plan development allocation for the Vallco Special Area is as follows: up to a maximum of 1,207,774 square feet of commercial uses (i.e., retention of the existing mall) or redevelopment of the site with a minimum of 600,000 square feet of retail uses of which a maximum of 30 percent may be entertainment uses (pursuant to General Plan Strategy LU-19.1.4); up to 2.0 million square feet of office uses; up to 339 hotel rooms; and up to 389 residential dwelling units.5 Pursuant to General Plan Strategy LU-1.2.1, development allocations may be transferred among Planning Areas, provided no significant environmental impacts are identified beyond those already studied in the Cupertino General Plan Community Vision 2015-2040 Final EIR (SCH#2014032007) (General Plan EIR).6 Therefore, additional available, residential or other, development allocations may be transferred to the project site."*

CUPERTINO GENERAL PLAN 2040 STUDIED A PIECEMEAL PLAN OF VALLCO?

> *"6 The General Plan EIR analyzed the demolition of the existing 1,207,774 square foot mall and redevelopment of the site with up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential dwelling units within the Vallco Special*

Area. Because the Vallco Shopping Mall existed on the site when Community Vision 2015-2040 was adopted, and it was unclear when a project would be developed on the site, General Plan Table LU-2 indicates the square footage of the existing mall in the commercial development allocation to ensure that the mall did not become a non-conforming use at the site. Residential allocations that are available in other Planning Areas may be transferred to the Vallco Shopping District without the need to amend the General Plan."

Page 223 of this DEIR conflicts with the above assertion:

"However, the General Plan update process in 2014 ***analyzed*** *and allocated 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 389 residential units for a redeveloped project on the site."*

What was studied in the General Plan EIR for Vallco?

Response G.24: Refer to Section 5.2 Response II.E.22.

Comment G.25: 2.3 BACKGROUND INFORMATION
This section attempts to obscure Vallco Shopping District's "shopping, dining, and entertainment" objectives stated in the General Plan.

The General Plan refers to Vallco Shopping District as: "... 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."

Response G.25: Refer to Section 5.2 Response II.E.23.

Comment G.26: 2.4.1 PROPOSED PROJECT
See Comments on DEIR Summary p 3 of this document.

Response G.26: Refer to Section 5.2 Responses II.E.24.

Comment G.27: Park land acreage per Cupertino Municipal Code 13.08.050 states the park land acreage requirement to be 3 acres per 1,000 residents. In areas which are park deficient, such as the east side of Cupertino, the city average residents per dwelling units is 2.83. For Proposed Project, 800 residential units, 2,264 residents: 6.8 acres of park land acreage would be required. For 2,640 residential units, 7,471 residents: 22.4 acres of park land would be required. For 4,000 residential units, 11,320 residents: 34.0 acres of park land would be required.

Response G.27: Refer to Section 5.2 Response II.E.25.

Comment G.28: The 30 acre green roof is not park land acreage per the Municipal Code. While it may be considered a recreational area, the uses of such space are limited. Here is a cross section of the SB 35 plan roof:

Figure 10: Section from SB 35 Vallco Application

Response G.28: Refer to Section 5.2 Response II.E.26.

Comment G.29: Cupertino adopted the Community Vision 2040, Ch. 9 outlines the "Recreation, Parks, and Services Element." Their Policy RPC-7.1 Sustainable design, is to minimize impacts, RPC-7.2 Flexibility Design, is to design for changing community needs, and RPC-7.3 Maintenance design, is to reduce maintenance.

The Vallco green roof violates the three City of Cupertino Parks policies listed: it is not sustainable, it is not flexible (a baseball field cannot be created), and it is extremely high maintenance. Parkland acquisition is supposed to be based on "Retaining and restoring creeks and other natural open space areas" and to "design parks to utilize natural features and the topography of the site in order to…keep maintenance costs low." And unfortunately for us, the city states: "If public parkland is not dedicated, require park fees based on a formula that considers the extent to which the publicly-accessible facilities meet community need."

Response G.29: Refer to Section 5.2 Response II.E.27.

Comment G.30: 2.4.4.2 SITE ACCESS, CIRCULATION, AND PARKING

> *"Based on a conservative estimate of parking demand, it is estimated that two to three levels of below- ground parking across most of the site (51 acres) would be required."*

Should a third level of subterranean parking be required, that will increase excavation haul, and GHG calculations. This would result in about 500,000 CY of additional soil removal and should be calculated.

Response G.30: Refer to Section 5.2 Response II.E.28.

Comment G.31: Parking will be inadequate due to park and ride demand from the Transit Center and TDM.

2.4.4.3 TRANSIT CENTER AND TRANSPORTATION DEMAND MANAGEMENT PROGRAM

The extent of the transit system with Google, Genentech, and Facebook continuing to use the site along with what will likely be Apple, and VTA will result in much higher bus trips than expected. Even at the 808 average daily trips in the GHG and Fehr + Peers studies, that is 404 vehicles in and out of the site daily. This sounds much larger than Apple Park's transit system. There would need to

be a tremendous amount of park and ride spaces available for the tech company buses which is not in the project.

Response G.31: Refer to Section 5.2 Response II.E.29.

Comment G.32: 2.4.4.4 UTILITY CONNECTIONS AND RECYCLED WATER INFRASTRUCTURE EXTENSION

The SB 35 application discussed the $9.1 million cost to extend the recycled water line across I-280. There is an insufficient amount of recycled water produced at the Donald M. Somers plant and there is anticipated upstream demand. When there is not enough recycled water, potable water is added to the recycled water to make up the difference. It may be decades before there is adequate output of recycled water for the green roof.

Apple Park pays the potable water cost. The previous water study for Measure D showed the following water use:

Figure 11: WSA from Hills at Vallco Measure D

Table 3: LAS District Plus Four Development Projects

Actual and Projected Water Demand (AF)

	2005	2010	2015	2020	2025	2030	2035	2040
Cal Water Projection	14,758	11,648	14,440	14,706	14,983	15,273	15,577	15,894
Hamptons Project	0	0	0	28.1	28.1	28.1	28.1	28.1
Vallco SP&P	0	0	0	370.9	370.9	370.9	370.9	370.9
Apple Campus 2	0	0	0	121.6	121.6	121.6	121.6	121.6
Main Street Project	0	0	0	30.1	30.1	30.1	30.1	30.1
Total	14,758	11,648	14,440	15,257	15,534	15,824	16,128	16,445

Tertiary treated water from the Donald Somers plant is currently insufficient. Impacts related to the need to expand the plant will include air quality impacts as well. There is not enough capacity at the Donald Somers plant to supply the Vallco "Hills" project. Should the same green roof be added to the project, there would need to be a dual water system on the roof. This is due to the need to flush the recycled water out to keep certain plants healthy. The water use from the dual roof system needs to be addressed in coordination with the arborist report for the green roof irrigation system. The roof irrigation system may need an auxiliary pump system to irrigate gardens 95'+ in the air.

Response G.32: Refer to Section 5.2 Response II.E.30.

Comment G.33: 2.4.4.5 CONSTRUCTION

Vallco spokesperson Reed Moulds stated construction would take 6-8 years. Depending on the order of construction, for instance if office is built first, the project will worsen the deficit in housing. The length of time of construction is important because it is used in calculating the lbs/day of GHG

produced. If one side is to be torn down and rebuilt (eg. the east property) first, then the GHG calculations may significantly alter to really be two separate job sites on separate schedules.

Response G.33: Refer to Section 5.2 Response II.E.31.

Comment G.34: 2.4.4.6 SPECIFIC PLAN ASSUMPTIONS

Items listed as "shall" do not state that all would be according to the requirements stated. For instance: "*Future buildings shall install solar photovoltaic power, where feasible*." Requires none actually be installed. For the requirements to have any definite effect, they need to be rewritten for that outcome.

Response G.34: Refer to Section 5.2 Response II.E.32.

Comment G.35: Residences and sensitive receptors need to be 200' from truck loading areas.

Response G.35: Refer to Section 5.2 Response II.E.33.

Comment G.36: 3.1.1.2 SCENIC VIEWS AND VISTAS

DEIR ignores many pleasant views in the Wolfe Road corridor and took photos in harsh lighting when many of the residents enjoy the space on commutes and going to the gym onsite:

Southbound on Wolfe Road with the many mature ash trees:

Figure 12: SB Wolfe Rd.

Southbound on Wolfe Rd. looking west, notice the wide expanse and no buildings:
Figure 13: SB Wolfe Rd. Looking West at Vallco Open Space

Southbound on Wolfe Road, views of Santa Cruz Mountains. There are few areas in the east part of Cupertino where the Santa Cruz mountains are visible due to structures.
Figure 14: SB Wolfe Rd. Santa Cruz Mountains, Vallco Open Space, Trees

East bound on Stevens Creek Blvd. Views of east hills and multiple Apple transit buses.
Figure 15: EB Stevens Creek Blvd. Apple Shuttles

View of Bay Club (large seating area and tv room next to Starbucks) at Vallco.
Figure 16: The Bay Club and Starbucks at Vallco

3.1.2 AESTHETIC IMPACTS

> *"Aesthetic components of a scenic vista include scenic quality, sensitivity level, and view access. Scenic vistas are generally interpreted as long-range views of a specific scenic features (e.g., open space lands, mountain ridges, bay, or ocean views)."*

Findings of AES-1 and AES-2 are incorrect.

The length of a scenic vista is relative to the location. In the east part of Cupertino, there are few long (10 mile) vistas, such that 400’ is a relatively long vista. Glimpses of the Santa Cruz mountains and east bay hills are few and thus more precious. Homes are clustered with 5’ side yards and 25’ setbacks such that neighborhoods have little in the way of long vistas. Creekside Park, Cupertino High School, and Vallco Mall have the largest locally long vistas.

Proposed project will have a huge negative aesthetic impact, it will block all views of the Santa Cruz mountains and eliminate the wide vista across the Bay Club parking lot. Most of the homes in the east part of Cupertino have no long site view and no view of the Santa Cruz mountains. The Bay Club and Starbucks (in the Sears Building) has a huge setback and the parking lot has many fairly young trees. This open vista has been there historically. Visitors to the rebuilt site will be relegated to underground parking caves in a crowded environment with thousands of employees and residents. While Apple Park architects did their best to berm and plant a massive 176 acre area, while keeping the maximum elevation to 75’, the Vallco project is the aesthetic antithesis.

Ideally, Main Street would have been purchased for park land but that did not happen. While the proposed project suggests to hide park land within the project, there should be a large corner park to maintain the historic open corner space at the northeast corner of Wolfe Rd. and Stevens Creek Blvd. The following historical photographs indicate how the corner has never had the view blocked by any solid structure:

Figure 17: Vallco 1939

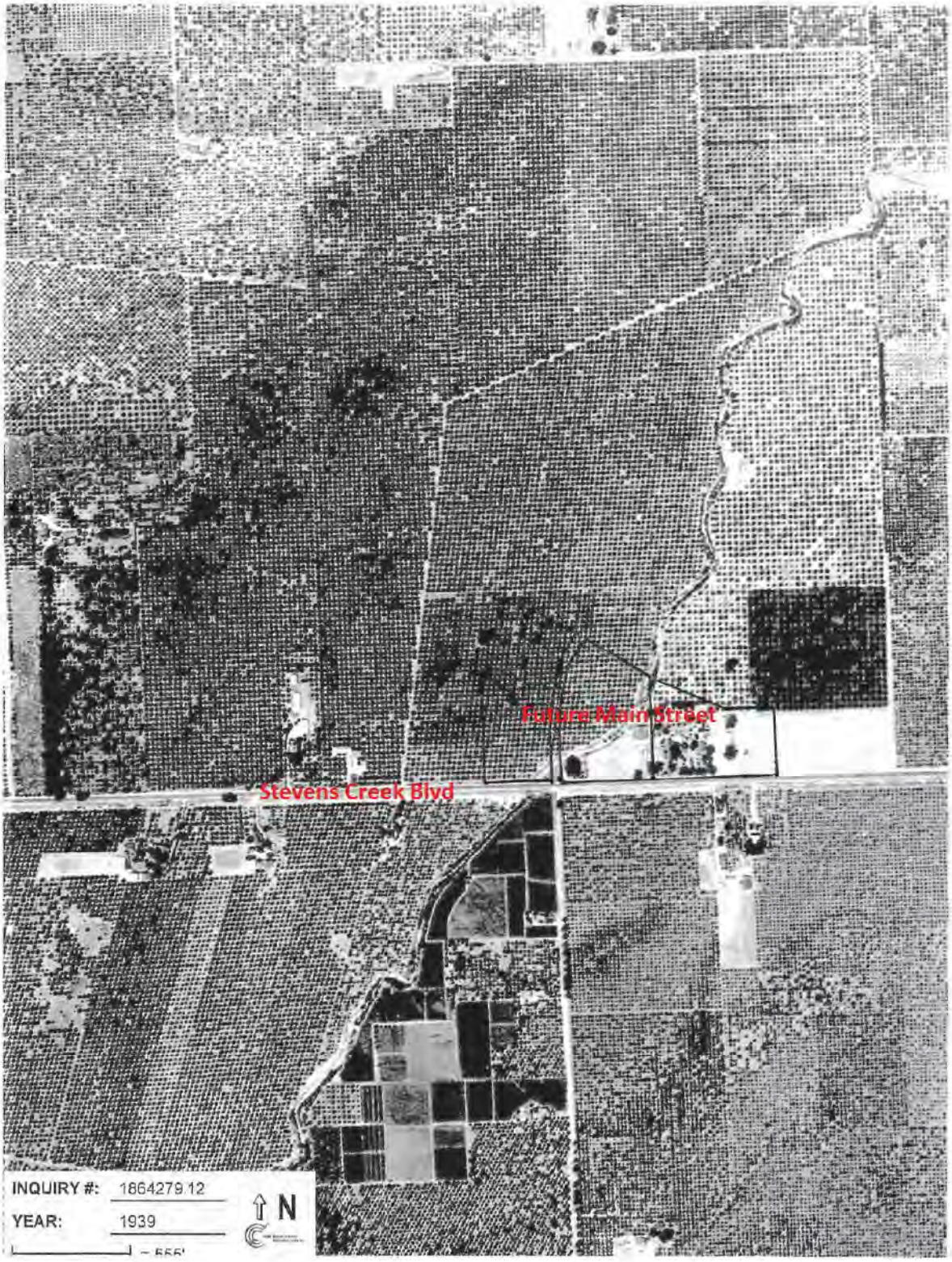


Figure 18: Vallco 1965

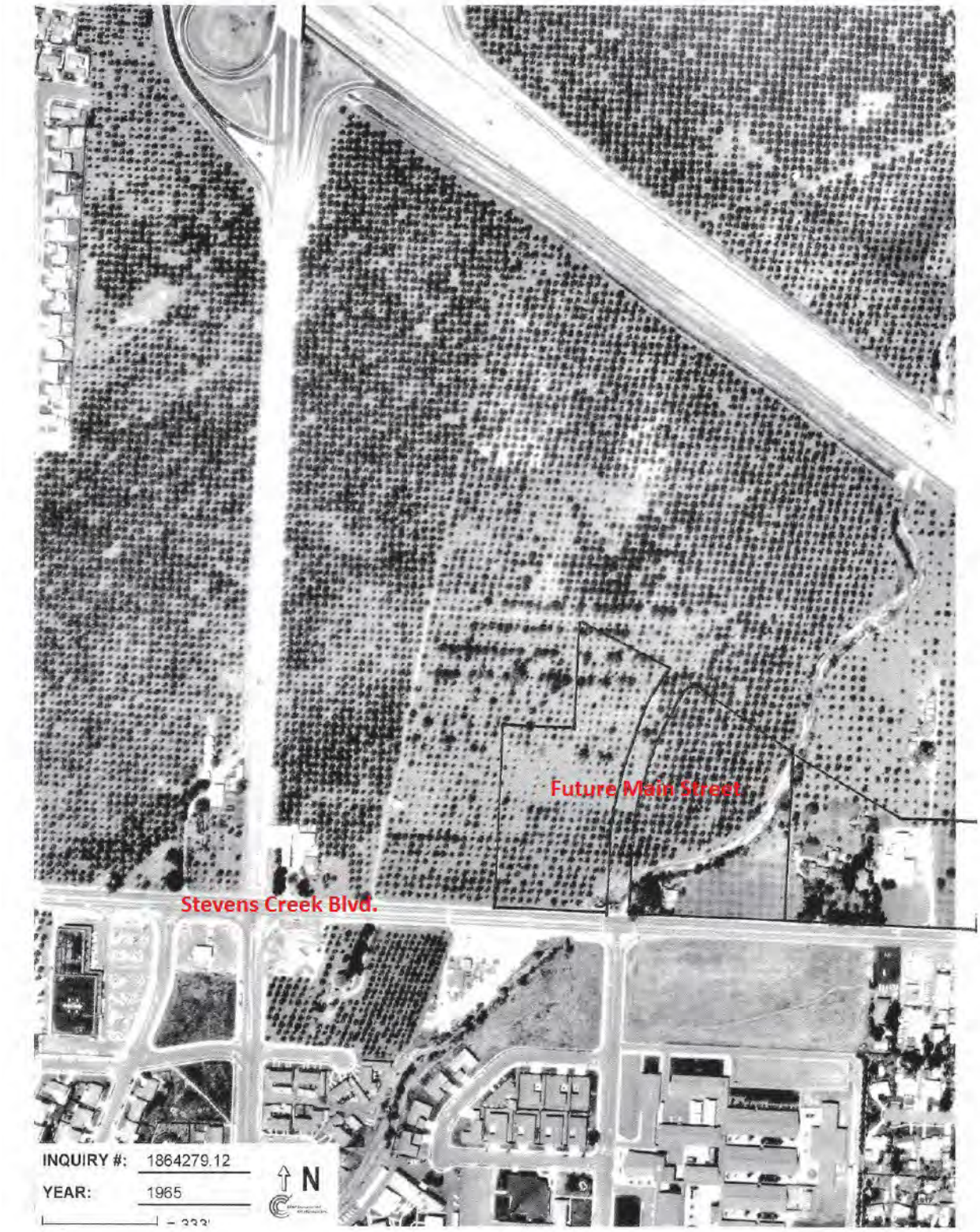


Figure 19: Vallco 1974

Response G.36: Refer to Section 5.2 Response II.E.34.

Comment G.37: LIGHT AND GLARE

The development of the proposed project and alternatives (other than retenanted mall) would include nighttime and security lighting, and may include building material that is reflective. The project and alternatives (other than re-tenanted mall) could result in light and glare impacts.

Structures facing the residential areas could have the windows and heights limited with green walls installed to mitigate light and glare effects.

Response G.37: Refer to Section 5.2 Response II.E.35.

Comment G.38: 3.2 AGRICULTURAL AND FORESTRY RESOURCES
The site historically was an orchard until the late 1970s. With proper planning, a limited portion of the site could be returned to orchard space, on the ground, and possibly on the Stevens Creek Blvd. and Wolfe Rd. corner.

Response G.38: Refer to Section 5.2 Response II.E.36.

Comment G.39: 3.3 AIR QUALITY
Data input has some errors to traffic volumes, wind direction (selected "variable" when it is N, NE), project traffic volumes, and input to the program used to model GHG such as: acreage of the lot, apartment total SF, city park acreage is on the roof and will have recycled water which results in an additional GHG, the addition of a 10,000 SF racquet club is inconsistent with the proposed project studied by others, the Government Civic Center is shown smaller than Proposed Project:
Figure 20: From DEIR: GHG Land Usage

1.1 Land Usage

Land Uses	Size	Metric	Lot Acreage	Floor Surface Area	Population
General Office Building	2,000.00	1000sqft	58.00	2,000,000.00	0
Enclosed Parking with Elevator	11,391.00	Space	0.00	4,556,400.00	0
User Defined Parking	1.00	User Defined Unit	0.00	0.00	0
Hotel	339.00	Room	0.00	492,228.00	0
Apartments Mid Rise	800.00	Dwelling Unit	0.00	800,000.00	2288
Regional Shopping Center	600.00	1000sqft	0.00	600,000.00	0
City Park	30.00	Acre	0.00	1,306,800.00	0
Government (Civic Center)	45.00	1000sqft	0.00	45,000.00	0
Racquet Club	10.00	1000sqft	0.00	10,000.00	0
Junior College (2Yr)	10.00	1000sqft	0.00	10,000.00	0

GHG Trips generated do not match the Fehr + Peers Traffic Study for the DEIR and have nearly 10,000 less ADT.

Response G.39: Refer to Section 5.2 Response II.E.37.

Comment G.40: Additionally, the Fehr + Peers average daily trip rate was erroneously low. The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is

undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the "Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

Figure 21: From DEIR: GHG Trip Generation

4.2 Trip Summary Information

	Average Daily Trip Rate			Unmitigated	Mitigated
Land Use	Weekday	Saturday	Sunday	Annual VMT	Annual VMT
Apartments Mid Rise	3,616.00	3,480.00	3184.00	8,164,132	8,164,132
Enclosed Parking with Elevator	0.00	0.00	0.00		
General Office Building	20,500.00	4,580.00	1960.00	37,225,521	37,225,521
Hotel	2,352.66	2,359.44	1715.34	4,298,751	4,298,751
Regional Shopping Center	16,878.00	19,788.00	9996.00	28,597,404	28,597,404
User Defined Parking	808.00	808.00	808.00	1,470,560	1,470,560
City Park	471.00	471.00	471.00	1,005,516	1,005,516
Government (Civic Center)	844.20	0.00	0.00	1,152,717	1,152,717
Junior College (2Yr)	116.00	47.20	5.10	229,393	229,393
Racquet Club	239.00	239.00	239.00	406,530	406,530
Total	45,824.86	31,772.64	18,378.44	82,550,523	82,550,523

Figure 22: From DEIR: Fehr + Peers Trip Generation does not match

Table 3.17-7: Project and Project Alternative Trip Generation E

Land Use	Project				General Plan Buildout with Maximum Residential Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162
Green Roof	30 acres	567	135	105	30 acres	567	135	105
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452
Transit Hub (C)		808	175	193		808	175	193
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response G.40: Refer to Section 5.2 Response II.E.38.

Comment G.41: IMPACT AQ-1

Impact AQ-1 PM 10, is missing from the DEIR but mitigations to AQ-1 are included in the GHG appendix and are repeated for Impact AQ-2.

Response G.41: Refer to Section 5.2 Response II.E.39.

Comment G.42: IMPACT AQ-2
The following is quoted from DEIR AQ-2:

"Impact AQ-2: The construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-2.1: 3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited."

14. Avoid tracking of visible soil material on to public roadways by employing the following measures if necessary: (1) Site accesses to a distance of 100 feet from public paved roads shall be treated with a 6 to 12 inch compacted layer of wood chips, mulch, or gravel and (2) washing truck tires and construction equipment of prior to leaving the site."

These impacts may be better mitigated following Apple Park's method of power washing on each exit from the site and installing steel grates the trucks drive over.

Response G.42: Refer to Section 5.2 Response II.E.40.

Comment G.43: The soil haul on I-280, if this occurs, will need coordination with CalTrans for street sweeping on the freeway. This may take months and severely block traffic due to closing a lane for sweepers. The route for soil haul needs to be made public. Apple Park balanced cut and fill onsite, thus eliminating months of truck haul a considerable distance. The Environmental Assessment for Vallco Town Center Initiative, "Measure D" indicated many months of hauling required, trips from 7-12 miles, and that project is approximately 2 Million SF smaller than Proposed Project and alternatives. Additionally, the inclusion of having 85% of parking be subterranean in the Charrette alternatives could result in an extra level of subterranean parking needed. This will mean another 500,000 cubic yards of soil haul off. This was not anticipated in the DEIR and will impact air quality.

Response G.43: Refer to Section 5.2 Response II.E.41.

Comment G.44: It is expected that there will be hazardous materials needing special accepting landfills which are not near the site.

Response G.44: Refer to Section 5.2 Response II.E.42.

Comment G.45: The following is quoted from DEIR AQ-2:

"Impact AQ-2:
MM AQ-2.1:

6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.
16. Minimizing the idling time of diesel powered construction equipment to two minutes."

#6 and #16 impact mitigations are conflicting, is it two minutes or five minutes allowable idling time? How will this be enforced?

Response G.45: Refer to Section 5.2 Response II.E.43.

Comment G.46: The highest engine tier available is Tier 4b, the mitigations suggested include Tier 3, which should be deleted and require ALL construction equipment meet Tier 4b emissions standards because the site is adjacent to residences and within a quarter of a mile to a high school and day care. Additionally, the year of construction actually beginning is unknown.

Response G.46: Refer to Section 5.2 Response II.E.44.

Comment G.47: How will the City enforce that mitigations such as alternative fuel options (e.g., CNG, bio-diesel) are provided for each construction equipment type? It is the responsibility of the lead agency to ensure the equipment operated by the project actually uses alternative fuel. City must present their enforcement process.

Response G.47: Refer to Section 5.2 Response II.E.45.

Comment G.48: Because we have seen developers not pull permits until many years after approval, requiring that equipment be no older than eight years is better than the DEIR requirement of model year 2010 or newer.

Response G.48: Refer to Section 5.2 Response II.E.46.

Comment G.49:

- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA Tier 4 emission standards for NOx and PM, where feasible.*
- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA emission standards for Tier 3 engines*

Response G.49: Refer to Section 5.2 Response II.E.47.

Comment G.50: Consider adding the following mitigations text and explain how it will be enforced:

Figure 23: Mitigations for trucks

- new clean diesel trucks,
- lower-tier diesel engine trucks with added PM filters,
- hybrid trucks, alternative energy trucks, or
- another method that achieves the same emission standards as the highest engine tier available.

Figure 24: Mitigations for Construction Vehicles

- All off-road equipment and on-road equipment used for construction projects within the Plan area shall be no older than eight years at the time the building permit is issued. This requirement will ensure that these projects use the newest and cleanest equipment available.
- Portable diesel engines shall be prohibited at construction sites within the Plan area. Where access to grid power is available, grid power electricity should be used. If grid power is not available, propane and natural gas generators may be used.

Source, BAAQMD:
http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf

Response G.50: Refer to Section 5.2 Response II.E.48.

Comment G.51: IMPACT AQ-3:
The operation of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

Incomplete analysis and only one mitigation was suggested for operation of the project which is for architectural coatings specifically paint when ROGs are widely used throughout construction, however the proposed project will likely have multiple sources of ROG air pollution such as air pollution caused by:

1. additional recycled water production: likely unavoidable
2. any electrostatic ozone producing equipment: consider limiting ozone producing equipment or seek alternatives
3. cooling towers: require high efficiency cooling towers
4. operation of the transit hub: require zero emission transit vehicles, especially since there will likely be sensitive receptors living on site.
5. additional electricity generation to operate the project: require solar onsite to provide a minimum 50% of required electricity, including the electricity needed to treat the water and recycled water. Any exposed roofing to be white roof.
6. day to day additional vehicular traffic: require a high percent of EV charging stations, zero emission vehicles, and site loading areas 200' from residents, medical offices, daycares,

parks, and playgrounds. Refer to Comment 2C in the following: http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf

7. VOC emission from outgassing of carpets, plastics, roofing materials, curing of concrete, treatment of pool and cooling tower water, materials in the artificial roof infrastructure: require low VOC materials throughout the project to reduce
8. restaurants which may be vented to the roof exposing people to cooking fume exhaust. Main Street Cupertino gases from restaurants are visible and detectable across the street on Stevens Creek Boulevard. The standards for roof venting for a green roof must be higher than typical because people may end up near the vents.
9. Additional traffic backing up on I-280, site is downwind of the freeway: place residential areas, medical facility offices, daycares, school uses, playgrounds, and parks a minimum of 1000' from the I-280 right of way including the off ramps and particularly the on ramp due to vehicular acceleration resulting in increased air pollution emissions.
10. VOCs are not mitigated with HEPA filtration. This makes siting residences, medical facilities, school facilities, and daycares more than 1000' from the freeway imperative. Require a Merv 13 filter or better in the 1000' area and require the replacement of the filters with some city determined verification that the filters are changed. http://www.latimes.com/local/lanow/la-me-ln-freeway-pollution-filters- 20170709-story.html
11. Employees working in the parking garages in the TDM program (valets underground) will need to have air quality monitored for safety. Usually they would have a separate room which is well ventilated and preferably an automated payment system for metered parking. However, if workers are needed to pack cars tightly, then the whole underground parking area would have to be rendered safe for workers exposed to the air pollution found in parking garages for a full work day.

Response G.51: Refer to Section 5.2 Response II.E.49.

Comment G.52: IMPACT AQ-4

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would result in a cumulatively considerable net increase of criteria pollutants (ROG, NOx, PM10, and/or PM2.5) for which the project region is non-attainment under an applicable federal or state ambient air quality standard.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measure: MM AQ-4.1: Implement MM AQ-3.1.

This is an incomplete analysis with incomplete mitigation measures. Refer to additional air pollution sources and mitigations listed in Impact AQ-3 above. No study of TDM workers in the underground garages has been done.

Response G.52: Refer to Section 5.2 Response II.E.50.

Comment G.53: IMPACT AQ-6:

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial construction dust and diesel exhaust emissions concentrations.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measures: MM AQ-6.1: Implement MM AQ-2.1 and -2.2.

1. *All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.*
2. *All haul trucks transporting soil, sand, or other loose material off-site shall be covered.*

This impact is not specific enough. Because there is an error in the calculations, explained in the Air Quality and Greenhouse Gas Emissions Assessment section fully, the mitigations must be made more strict. It should be mentioned, that the exposure has critical peaks of hazardous levels of GHGs.

Response G.53: Refer to Section 5.2 Response II.E.51.

Comment G.54: HAZARDOUS MATERIALS

Some of the site interiors appear to have had demolition occur already. Was this done to code? How is that known?

"Potential sources of on-site contamination – The Vallco site was historically used for agricultural purposes, and has been developed and operating as a shopping mall since at least 1979. The site is listed on regulatory agency databases as having leaking underground storage tanks (LUSTs), removing and disposing of asbestos containing materials (ACMs), and a small quantity generator of hazardous materials waste. Surface soils may contain elevated levels of residual pesticides and other chemicals of concern related to past and present use and operations at the site."- JD Powers VTCSP 9212 report

Include the following, modified from VTCSP 9212 report, JD Powers:

Soil Management Plan: *A Soil Management Plan for all redevelopment activities shall be prepared by applicant(s) for future development to ensure that excavated soils are sampled and properly handled/disposed, and that imported fill materials are screened/analyzed before their use on the property.*

Renovation or Demolition of Existing Structures: *Before conducting renovation or demolition activities that might disturb potential asbestos, light fixtures, or painted surfaces, the Town Center/Community Park applicant shall ensure that it complies with the Operations and Maintenance Plan for management and abatement of asbestos-containing materials, proper handling and disposal of fluorescent and mercury vapor light fixtures, and with all applicable requirements regarding lead-based paint.*

Proposed use of hazardous materials *– Development of the VTC and alternatives could include uses that generate, store, use, distribute, or dispose of hazardous materials such petroleum products, oils, solvents, paint, household chemicals, and pesticides. The VTC shall include the following EDF to reduce adverse effects from on-site use of hazardous materials:*

Hazardous Materials Business Plan: *In accordance with State Code, facilities that store, handle or use regulated substances as defined in the California Health and Safety Code Section 25534(b) in excess of threshold quantities shall prepare and implement, as necessary, Hazardous Materials Business Plans (HMBP) for determination of risks to the community. The HMBP will be reviewed and approved by the Santa Clara County Department of Environmental Health*

Hazardous Materials Compliance Division through the Certified Unified Program Agencies (CUPA) process

Refer to Subchapter 4. Construction Safety Orders, Article 4. Dusts, Fumes, Mists, Vapors, and Gases: https://www.dir.ca.gov/title8/1529.html

Response G.54: Refer to Section 5.2 Response II.E.52.

Comment G.55: IMPACT AQ-7

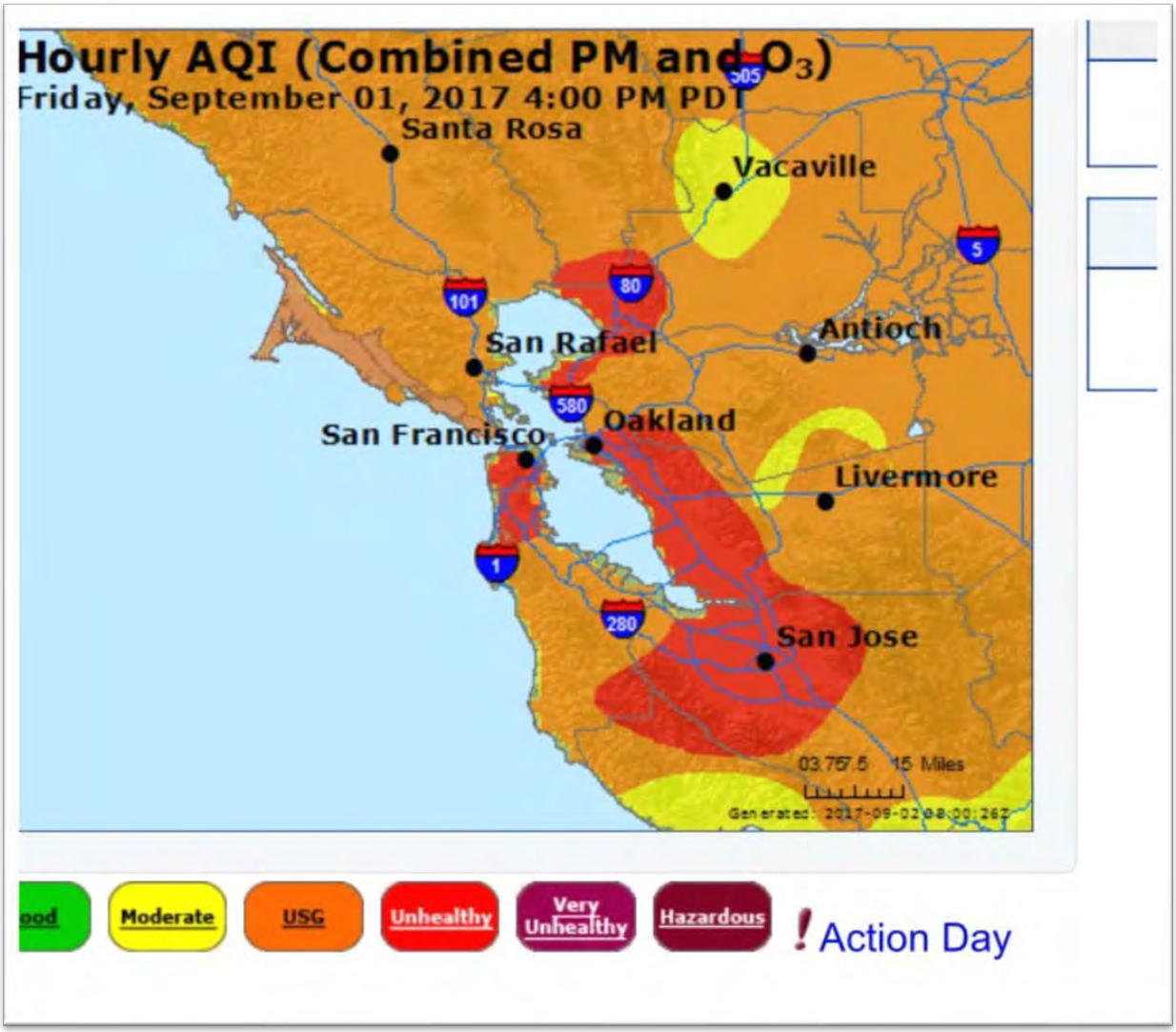
The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial TAC pollutant concentrations.

Less than Significant Impact with Mitigation Incorporated

MM AQ-7.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) shall implement mitigation measure MM AQ-2.1 to reduce on-site diesel exhaust emissions, which would thereby reduce the maximum cancer risk due to construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative).

The cancer risk assessment is based on erroneous traffic studies and the air quality monitoring stations had old data from 2013 and/or were too far away to use data. The cancer risk needs to be recalculated. The amount of exposure time should reflect seniors not leaving the project area. The baseline air quality monitoring must be taken over an extended period with particular attention paid to the summer months when Ozone levels increase. Here is an example day when children would be playing outdoors, Ozone was the primary pollutant. Note these are regional amounts, and the increases along the freeways are not shown:

Figure 25: AQI from BAAQMD



Response G.55: Refer to Section 5.2 Response II.E.53.

Comment G.56: The I-280 freeway produces substantial TAC pollutant concentrations and the south bay is subjected to the entire bay area's pollutants which are converted to Ozone in the warm summer months. The DEIR failed to monitor air pollution for the site for any time period, and only modeled pollutants onsite. Fires are expected to be the new normal, bringing potential further impacts to the region's air quality.

The heights of the structures planned, and layout, and planned green roof, will likely concentrate freeway pollutants into the project area and combine and intensify them with onsite traffic. Having 85% of the parking garages underground and with fresh air intake being difficult to locate may result in significantly unhealthy air quality and the need for expensive mechanical filtration which does not filter VOCs. Adding what may be approximately 147,000 SF of restaurant and up to 4,000 residential units producing cooking and restroom exhaust with a challenging ventilation system may further degrade the air quality on site. The roof park may enclose the site to the point of having hazardous air quality. The roof park covering was not studied in the cancer risk assessment model.

Reducing the amount of underground parking and having above grade parking with open walls in above ground structures is a mitigation. Alternatively, Merv 13 or better filtration and air quality monitors in the subterranean garages may improve the air quality, but it is not clear which would be better. The project alternative with 4,000 residential units will most likely result in residents within 1,000' of the freeway, re-tenanted mall results in the least construction and operational pollution, least cancer risk, and least long term GHG exposure since no residential units would be onsite.

Response G.56: Refer to Section 5.2 Response II.E.54.

Comment G.57: Project is "down wind" of the freeway. The freeway has over 160,000 vehicles per day and is increasing in congestion. Planned projects in San Jose will likely balance the directional flow of the I-280 and worsen traffic. Freeway pollution has been found to travel up to 1.5 miles resulting in readings above baseline.

The project will significantly slow traffic, and therefore it will increase air pollution levels. Pollutants increase dramatically when going 13 mph vs 45 mph for example, see Zhang, Kai, and Stuart Batterman. "Air Pollution and Health Risks due to Vehicle Traffic." The Science of the total environment 0 (2013): 307–316. PMC. Web. 30 May 2018.

Response G.57: Refer to Section 5.2 Response II.E.55.

Comment G.58: The cumulative effects of the existing air quality next to the freeway, trapping air pollution from the geometry of the buildings proposed and potential roof, must be studied. Project may result in a tunnel effect. see Zhou R, Wang S, Shi C, Wang W, Zhao H, Liu R, et al. (2014) Study on the Traffic Air Pollution inside and outside a Road Tunnel in Shanghai, China. PLoS ONE 9(11): e112195. https://doi.org/10.1371/journal.pone.0112195

Response G.58: Refer to Section 5.2 Response II.E.56.

Comment G.59: CANCER RISK ASSESSMENT, CONSTRUCTION PHASE, CONTRADICTS PREVIOUS STUDY
The construction phase cancer risk assessment is lower than that prepared for the Measure D Vallco Town Center Environmental assessment, which, without EDFs is copied here, this disparity does not make sense:

Figure 26: VTC Hills at Vallco Cancer Risk Assessment - High

Table AQ-13
Project-Related Construction Health Risk Impacts at Sensitive Receptors, Without EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, Without EDFs	83	0.065	0.21	0.296
BAAQMD Significance Threshold	**10**	1	1	0.3

Notes:

1. The existing residential locations experiencing maximum project impacts with no EDFs are:

	UTMx	UTMy
Cancer	587135.52	4131721.81
Chronic HI, $PM_{2.5}$	587134.89	4131761.81
Acute HI	587057.1	4131620.57

Abbreviations:

BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

And with EDF's here:

Figure 27: VTS Hills at Vallco Cancer Risk Assessment with EDFs

Table AQ-14
Project-Related Construction Health Risk Impacts at Sensitive Receptors, With EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, With EDFs	7.5	0.0063	0.089	0.024
BAAQMD Significance Threshold	**10**	1	1	0.3

Notes:

1. The existing residential locations experiencing maximum project impacts with EDFs are:

	UTMx	UTMy
Cancer	587360.2	4131425.31
Chronic HI, $PM_{2.5}$	587361.46	4131345.32
Acute HI	587330.47	4132044.92

Abbreviations:

BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

P. 55 of GHG Assessment cancer risk assessment shows much lower risk:

"Results of this assessment indicate that the maximum excess residential cancer risks would be 26.7 in one million for an infant/child exposure and 0.9 in one million for an adult exposure. The maximally exposed individual (MEI) would be located at a second floor residence at the location shown in Figure 5. The maximum residential excess cancer risk at the MEI would be greater than the BAAQMD significance threshold of 10 in one million. Implementation of Mitigation Measures AQ-1 and AQ-2 would reduce this risk to below the BAAQMD threshold of significance."

This lower result for a larger project does not make sense given both the proximity to the I-280, down wind location, and the questionable ability of the city to enforce what types of construction vehicles are used, what types of architectural coatings are used, what company electricity is purchased from, and maintain freeway volumes from increasing and slowing traffic further.

Response G.59: Refer to Section 5.2 Response II.E.57.

Comment G.60: Impact AQ-9

Implementation of the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would cumulatively contribute to cumulatively significant air quality impacts in the San Francisco Bay Area Air Basin. Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-9.1: Implement MM AQ-3.1

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

This is very incomplete, this suggests the re-tenanted mall is the best alternative.

Response G.60: Refer to Section 5.2 Response II.E.58.

Comment G.61: 3.4 BIOLOGICAL RESOURCES

The conclusions that there are no significant impacts on biological resources are incorrect and mitigations are not achievable.

General Plan Strategy LU-19.1.13 "Retain trees along the Interstate 280, Wolfe Road and Stevens Creek Boulevard to the extent feasible, when new development are proposed."

The DEIR states: "The existing 1,125 trees on the project site were planted as part of the development of Vallco Shopping Mall and, therefore, are all protected trees."

Because of the closing of mall activities, there has very likely been an increase in wildlife on the site with less human presence.

Response G.61: Refer to Section 5.2 Response II.E.59.

Comment G.62: The city has demonstrated that they will approve construction of an excessively glazed structure, Apple Park, where both birds and humans will run into the glass and be harmed. There is no assurance that there will be care taken for the existing wildlife on site during construction, and no assurance there will be care in maintaining the habitat in the future. Referring to the Vallco SB 35 application excuse that there are essentially, too many ash trees on the property provides only an expectation that the developer intends to cut them all down.

A mitigation suggested includes: "*Prohibiting glass skyways and freestanding glass walls*" While renderings of the two story walkway over Wolfe Rd. show an all glass walled structure. Roof top amenities shown with tall glass walls. There does not appear to be any intention to enforce this mitigation.

Response G.62: Refer to Section 5.2 Response II.E.60.

Comment G.63:
The following mitigation should be added, from Measure D VTCSP:

> *"30. **Nitrogen Deposition Fee:** The Town Center/Community Park applicant and other project applicants for future development shall pay a Santa Clara Valley Habitat Conservation Plan/Natural Community Conservation Plan Nitrogen Deposition Fee to the Implementing Entity of the Habitat Conservation Plan, the Santa Clara Valley Habitat Agency, even though the fee would not otherwise be legally applicable to the future development. The Town Center/Community Park applicant shall pay the Nitrogen Deposition Fee commensurate with the issuance of building permits within the Town Center/Community Park.- source VTCSP 9212 report, JD Powers"*

Response G.63: Refer to Section 5.2 Response II.E.61.

Comment G.64: Apply the following from VTCSP with multiple historical photographs and educational information boards.

> *"The Vallco Shopping District is designated as a City Community Landmark in the City's General Plan. The General Plan EIR concluded that the redevelopment of the Vallco site would not result in significant impacts to historic resources, if redevelopment is consistent with General Plan Policy LU-6.3.60 The VTCSP would be consistent with General Plan Policy LU-6.3 by providing a plaque, reader board and/or other educational tools on the site to explain the historic significance of the resource. The plaque shall include the city seal, name of resource, date it was built, a written description, and photograph. The plaque shall be placed in a location where the public can view the information.- source 9212 report JD Powers"*

Include the history of environmental pollution of the orchard industry from the use of lead arsenate and DDT in the 'Valley of Heart's Delight", photos of child employment "cutting 'cots'", to environmental pollution from the computer industry including the Apple Park superfund site and pollutants at 19,333 Vallco Parkway (where pollutants like Freon and TCE were allegedly just dumped out the back door), and the onsite pollution already noted in this DEIR to the history of the site, to proposed project and alternatives.

Response G.64: Refer to Section 5.2 Response II.E.62.

Comment G.65:
Figure 28: DEIR: Energy Demand

Table 3.6-1: Summary of Project and Project Alternative Energy Demand			
	Estimated Electricity Demand* (GWh per year)	**Estimated Natural Gas Demand*** (Btu per year)	**Estimated Gasoline Demand†** (million gallons per year)
Existing	7	703 million	2
Proposed Project	70	64 billion	12
General Plan Buildout with Maximum Residential Alternative	60	63 billion	10
Retail and Residential Alternative	45	57 billion	6
Occupied/Re-Tenanted Mall Alternative	19	12 billion	4

Notes: * The net energy demand is identified for the proposed project and project alternatives.
† The estimated gasoline demand was based on the estimated vehicle miles traveled discussed in Section 3.17 Transportation/Traffic and the average fuel economy of 35 mpg.
Source: Illingworth & Rodkin, Inc. *Vallco Special Area Specific Plan Air Quality and Greenhouse Gas Emissions Assessment.* May 2018. Attachment 2.

Because the city has no regulatory framework with which to ensure poorly operating equipment is used for the construction of the project, or for operation, or that energy would be purchased from one supplier over another, or that recycled water would come from one source over another, assumptions that the project will have less than significant impact are not verifiable. Additionally, proposed project requires 3 times the electricity, 5 times the natural gas, and 3 times the gasoline demand of the occupied/re-tenanted mall alternative.

Response G.65: Refer to Section 5.2 Response II.E.63.

Comment G.66: 3.7 GEOLOGY AND SOILS
There is very likely a huge amount of topsoil which was encased in the mounded soil to the north of the JC Penney building. Excavation of the site will remove any and all of what was once topsoil on the site and excavate up to 45' below the top of curb on Wolfe Road for the subterranean parking structures.

Response G.66: Refer to Section 5.2 Response II.E.64.

Comment G.67: 3.8 GREENHOUSE GASES AND AIR QUALITY AND GREENHOUSE GAS EMISSIONS ASSESSMENT
Baseline values are unacceptable due to their being a combination of an air quality monitoring station from the west side of Cupertino, in a neighborhood (Voss Avenue site which closed in 2013) and data from San Jose monitoring stations which are approximately 10 miles away. Meteorological data was used from 2006-2010 at the San Jose Mineta airport, which is both too old, too far from the site, and irrelevant due to the recent drought conditions. Project site, adjacent to the I-280, has had no relevant air quality monitoring, ever. Guidelines §15064.4 in conjunction with Guidelines § 15125 concerning project baselines ("An EIR must include a description of the physical environmental conditions in the vicinity of the project, as they exist at the time the notice of preparation is published, which was February 8, 2018. The most recent data used as a baseline was from 2016. There is no excuse for not actually monitoring the air quality at the site given the relatively low cost to rent the instruments and the immense size of this project. Additionally, the air quality expectations for the existing sensitive receptors throughout the construction process will impose an

increased cancer risk, in particular during the 130 day architectural coating period, demolition phase, and excavation.

Figure 29: DEIR Air Quality Monitors

BAAQMD monitors air pollution at various sites within the Bay Area. The closest official monitoring station is located in Cupertino at 22601 Voss Avenue. However, that station closed in 2013, so data from San Jose are presented for years 2014 through 2016. Pollutant monitoring results for the years 2012 and 2013 at the Cupertino ambient air quality monitoring station are shown in Table 3.

TABLE 3 Ambient Air Quality at the Cupertino and San Jose Monitoring Stations

Pollutant	Average Time	Measured Air Pollutant Levels				
		Cupertino		San Jose		
		2012	2013	2014	2015	2016
Ozone (O_3)	1-Hour	0.083 ppm	0.091 ppm	0.089ppm	0.094 ppm	0.087 ppm
	8-Hour	0.067 ppm	**0.077 ppm (1 day)**	0.066 ppm	**0.081 ppm (2 days)**	0.066 ppm
Carbon Monoxide (CO)	8-Hour	0.73 ppm	ND	ND	ND	ND
Nitrogen Dioxide (NO_2)	1-Hour	0.045 ppm	0.042 ppm	0.058 ppm	0.049 ppm	0.051 ppm
	Annual	0.008 ppm	0.009 ppm	0.013 ppm	0.012 ppm	0.011 ppm
Respirable Particulate Matter (PM_{10})	24-Hour	41.5 µg/m³	33.5 µg/m³	**56.4 µg/m³ (1 day)**	**58.8 µg/m³ (1 day)**	41.0 µg/m³
	Annual	13.5 µg/m³	14.5 µg/m³	20.0 µg/m³	**21.9 µg/m³**	18.3 µg/m³
Fine Particulate Matter ($PM_{2.5}$)	24-Hour	27.5 µg/m³	**38.9 µg/m³**	**60.4 µg/m³ (2 days)**	**49.4 µg/m³ (2 days)**	22.7 µg/m³
	Annual	ND	8.5 µg/m³	8.4 µg/m³	9.9 µg/m³	8.4 µg/m³

Source: CARB, 2018. https://www.arb.ca.gov/adam/

Note: ppm = parts per million and µg/m³ = micrograms per cubic meter
Values reported in **bold** exceed ambient air quality standard
ND = No Data available.

Response G.67: Refer to Section 5.2 Response II.E.65.

Comment G.68: GHG assessment must require an analysis of how existing environmental conditions will impact future residents or users of the proposed project because "… the proposed project risks exacerbating environmental hazards or conditions that already exist (California Supreme Court Case No. S213478)." Proposed project will have operational GHG emissions in excess of BAAQMD thresholds. No accurate existing environmental conditions have yet been recorded.

Response G.68: Refer to Section 5.2 Response II.E.66.

Comment G.69: Proposed project will exacerbate traffic in the area and especially on I-280, backing up and slowing down traffic. Free flowing traffic produces much less air pollution than stop and go traffic. Proposed project will exacerbate existing environmental hazards to the detriment of future residents and users. Proposed project will reduce and potentially trap airflow due to tall buildings planned and proposed 30 acre green roof which may further impede airflow and trap exhaust from traffic in the interior street grid. The green roof plans so far presented in Measure D and the Vallco SB 35 application thus far do not have living spaces directly under them to have the cooling benefit from the insulation and the roof is planned too high to mitigate air pollution for residents living below it where freeway air pollutants settle.

Response G.69: Refer to Section 5.2 Response II.E.67.

Comment G.70: Plans from the Specific Plan process are not finalized but have all shown 2 levels of underground parking. The site location across the freeway and massive Apple Park parking garages make it even more impacted by the freeway because 14,200 Apple employees will work at that site (according to Cupertino Mayor Paul, 6,000 employees had occupied the site as of March, 2018 up from a few hundred in December, 2017) and have acceleration and deceleration off the freeway at the Wolfe Rd. exit.

Unfortunately, Vallco site is downwind of the I-280, yet the GHG modeling selected "variable" wind rather than the N NE calm conditions typical, in doing so the pollutants would dissipate differently than actual conditions. CO modeling within the site needs to be performed along with studying the other GHG emissions. This is imperative because (as the traffic study reflects, by showing high trip reduction rates) people are expected to live and work on site and have retail needs met as well, potentially not leaving the area.

Response G.70: Refer to Section 5.2 Response II.E.68.

Comment G.71: GHG calculations assume an exhaust pipe height for all construction equipment of 16.9' which is innacurate.

Response G.71: Refer to Section 5.2 Response II.E.69.

Comment G.72: 2 Million CY of soil export assumption may be increased due to the Specific Plan process currently stating 85% of parking will be subterranean.

Response G.72: Refer to Section 5.2 Response II.E.70.

Comment G.73: Mitigation of Operational project that electricity would be purchased from a new company, Silicon Valley Clean Energy is not enforceable, and the assumption in GHG calculations that the site currently uses PG&E is not consistent with the Land Use chapter stating the site currently uses SVCE and will continue to do so.

Response G.73: Refer to Section 5.2 Response II.E.71.

Comment G.74: Construction period PM 2.5 Exhaust and PM 10 Exhaust do not have PM 2.5 and PM 10 values resulting from demolition and excavation? They appear to just show exhaust.

Response G.74: Refer to Section 5.2 Response II.E.72.

Comment G.75: DEIR GHG and Air Quality reports do not appear to have studied the cooling tower/central plant. The following has been modified from the JD Powers VTCSP 9212 report for the proposed project:

> "The proposed project and alternatives will likely include a central plant (a stationary source), which would provide heating, ventilation, and air conditioning for most buildings. The central plant would consist of a condenser water system, cooling towers, and boilers. It is possible that operation of the central plant produce greenhouse gas emissions that would exceed the BAAQMD greenhouse gas threshold of significance for stationary sources. The proposed project should include the following EDF to reduce greenhouse gas emission impacts from the central plant:
> "36. **Central Plant Boilers Carbon Offsets:** Prior to completion and operation of any Central Plant Boilers with emissions above 10,000 MT C02e/yr., the Town Center/Community Park applicant and other project applicants for future development shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the operational emissions above 10,000 MT C02e/yr., on a net present value basis in light of the fact that the applicant shall acquire such credits in advance of any creation of the emissions subject to the offset.
>
> Pursuant to CARB's Mandatory Reporting Requirements, applicant(s) shall register the Central Plant Boilers in the Mandatory Greenhouse Gas Emissions Reporting Program. The applicant(s) shall provide copies of carbon purchase contracts to CARB during registration.
>
> The City would likely first require any feasible on-site modifications to the stationary source to reduce greenhouse gas emissions. If the greenhouse gas emissions from the stationary source could not be reduced below the BAAQMD threshold of significance, the City would likely require carbon credits (such as those identified in EDF 36) be purchased and that the credits be locally sourced (i.e., within the City of Cupertino, County of Santa Clara, or same air basin)."

Response G.75: Refer to Section 5.2 Response II.E.73.

Comment G.76: Here is the subterranean parking plan from the SB 35 application:

Figure 30: SB 35 Vallco Subterranean Parking Plan

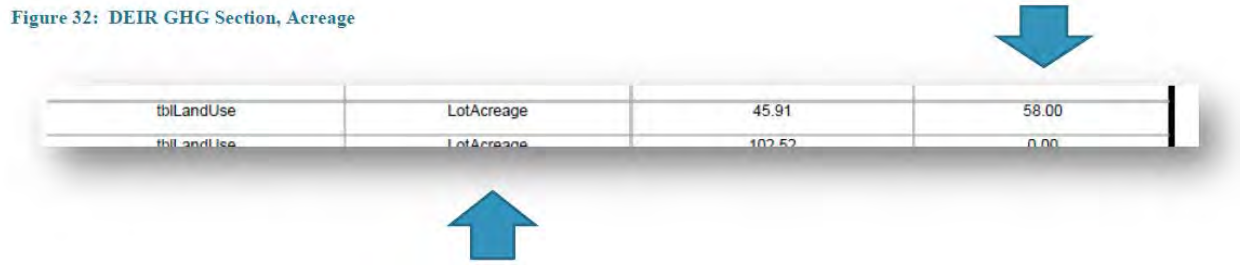
Here is the subterranean parking plan from Vallco Measure D, nearly identical:
Figure 31: VTC Hills at Vallco Subterranean parking Plan

General Comments: GHG emissions should be calculated for the actual construction period which is 6-8 years according to Vallco Property owner representative, Reed Moulds. By dividing tons of GHG by 10 year construction artificially lower results end up being compared to BAAQMD thresholds.

Response G.76: Refer to Section 5.2 Response II.E.74.

Comment G.77: The Hyatt House construction will be complete before Proposed Project construction begins and should not be included in the study for construction emissions. The lot acreage input perhaps should read 50.82 acres, instead of 58.00 per the data entry because construction on other parcels is not part of this study, and would be completed, however the operational emissions would include buildout of the entire Vallco Shopping District Specific Plan Area:

Figure 32: DEIR GHG Section, Acreage



tblLandUse	LotAcreage	45.91	58.00
tblLandUse	LotAcreage	102.52	0.00

Response G.77: Refer to Section 5.2 Response II.E.75.

Comment G.78: The traffic volume at I-280 was incorrectly pulled from the referenced Caltrans traffic count. I-280, between Wolfe Rd. and Stevens Creek Blvd. has an AADT of 176,000 and between Wolfe Rd. and De Anza/Saratoga Sunnyvale Blvd. of 168,000:

Figure 33: Caltrans Traffic

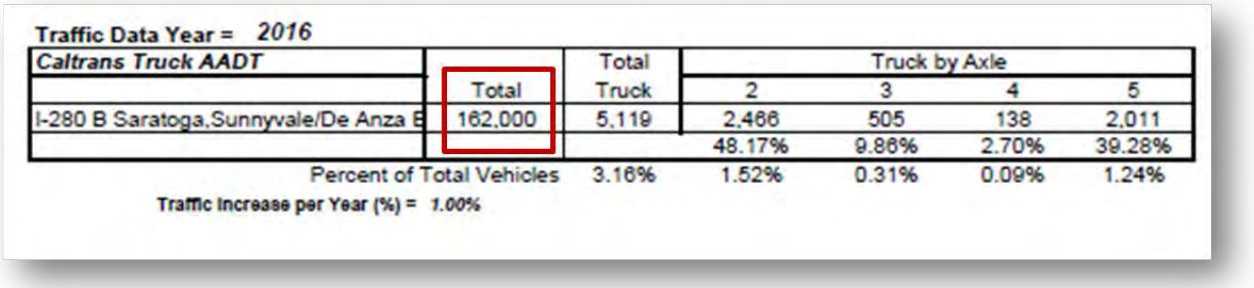
2016 Traffic Volumes on California State Highways

Dist	Route	County		Postmile	Description	Back Peak Hour	Back Peak Month	Back AADT	Ahead Peak Hour	Ahead Peak Month	Ahead AADT
02	273	SHA		16.833	JCT. RTE. 299 W AND JCT. RTE. 44 E				1750	17400	15800
02	273	SHA		17.39	QUARTZ HILL/RIO	1700	17400	16200	1800	19300	19000
02	273	SHA		17.81	REDDING, BENTON DRIVE	1800	19300	19000	1950	21700	20800
02	273	SHA		18.622	LAKE BOULEVARD	1950	21700	20800	1250	12800	12700
02	273	SHA		18.92	TWINVIEW BOULEVARD	1250	12800	12700	860	14200	9000
02	273	SHA		19.77	CATERPILLAR ROAD	860	14200	9000	710	7300	7100
02	273	SHA		20.033	JCT. RTE. 5	710	7300	7100			
03	275	YOL		12.009	JCT. RTE. 50				1350	11300	9300
03	275	YOL		12.039	WEST SACRAMENTO, JCT. RTE. 84	1350	11300	9300	1850	18000	16500
03	275	YOL		13.077	SAC/YOL COUNTY LINE, END OF ROUTE	1850	18000	16500			
03	275	SAC		0	SAC/YOL COUNTY LINE, END OF ROUTE				1850	18000	16500
04	280	SCL	R	0	SAN JOSE, JCT. RTES. 101/680				12600	169000	164000
04	280	SCL	R	.366	MCLAUGHLIN AVENUE	13400	179000	174000	19800	264000	256000
04	280	SCL	R	1.294	SAN JOSE, 10TH STREET	19800	264000	256000	17900	238000	231000
04	280	SCL	R	1.992	SAN JOSE, JCT. RTE. 82	17900	238000	231000	18600	247000	240000
04	280	SCL	R	2.522	SAN JOSE, JCT. RTE. 87	18600	247000	240000	15100	201000	195000
04	280	SCL	R	2.875	SAN JOSE, BIRD AVENUE	15100	201000	195000	18600	248000	241000
04	280	SCL	R	3.764	RACE STREET/SOUTHWEST EXPRESSWAY	18600	248000	241000	12900	172000	167000
04	280	SCL	L	4.663	SAN JOSE, LELAND AVENUE	14400	193000	187000	15800	211000	205000
04	280	SCL	L	5.408	SAN JOSE, JCT. RTES. 17/880	15800	211000	205000	15100	202000	195000
04	280	SCL	L	5.954	SAN JOSE, WINCHESTER BOULEVARD	15100	202000	195000	17000	228000	220000
04	280	SCL		5.949	SAN JOSE, SARATOGA AVENUE	17000	228000	220000	14900	199000	192000
04	280	SCL		7.123	SAN JOSE, LAWRENCE EXPRESSWAY	14900	199000	192000	11600	155000	150000
04	280	SCL		7.388	STEVENS CREEK BOULEVARD	11600	155000	150000	13200	176000	170000
04	280	SCL		8.375	CUPERTINO, WOLFE ROAD	13200	176000	170000	12500	168000	162000
04	280	SCL		9.433	SARATOGA, SUNNYVALE/DE ANZA BOULEVARD	12500	168000	162000	11300	151000	146000

Caltrans, 2017. 2016 Annual Average Daily Truck Traffic on the California State Highway System. Available: http://www.dot.ca.gov/trafficops/census/

The GHG Assessment chose the lowest value from the Caltrans data to use (162,000 AADT), rather than the highest peak month value which would be a base rate of 176,000 AADT:

Figure 34: DEIR, GHG, Traffic



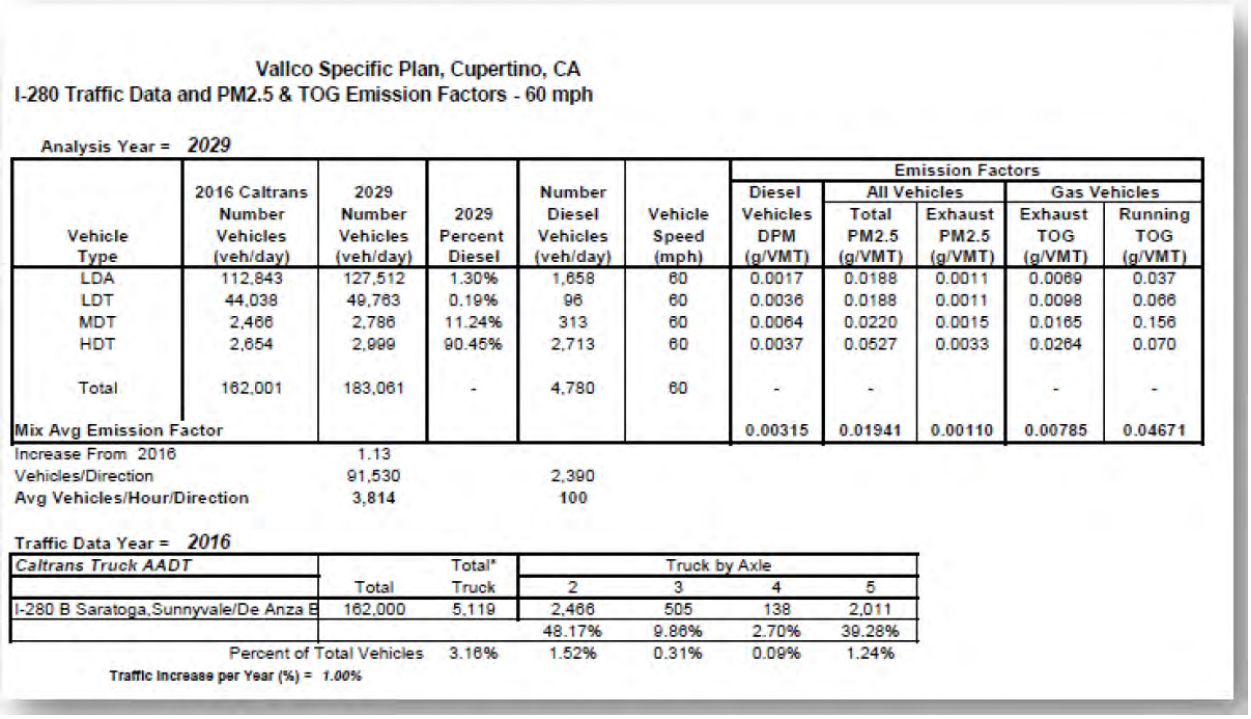
Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total Truck	Truck by Axle 2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The following data appears to have no source dividing up vehicular type, speed, and what type of emission each would have, and the 2029 predicted number of vehicles is too low, showing only 183,061 AADT:

Figure 35: DEIR, GHG, Traffic



Vallco Specific Plan, Cupertino, CA

I-280 Traffic Data and PM2.5 & TOG Emission Factors - 60 mph

Analysis Year = 2029

Vehicle Type	2016 Caltrans Number Vehicles (veh/day)	2029 Number Vehicles (veh/day)	2029 Percent Diesel	Number Diesel Vehicles (veh/day)	Vehicle Speed (mph)	Emission Factors: Diesel Vehicles DPM (g/VMT)	All Vehicles: Total PM2.5 (g/VMT)	All Vehicles: Exhaust PM2.5 (g/VMT)	Gas Vehicles: Exhaust TOG (g/VMT)	Gas Vehicles: Running TOG (g/VMT)
LDA	112,843	127,512	1.30%	1,658	60	0.0017	0.0188	0.0011	0.0069	0.037
LDT	44,038	49,763	0.19%	96	60	0.0036	0.0188	0.0011	0.0098	0.066
MDT	2,466	2,786	11.24%	313	60	0.0064	0.0220	0.0015	0.0165	0.156
HDT	2,654	2,999	90.45%	2,713	60	0.0037	0.0527	0.0033	0.0264	0.070
Total	162,001	183,061	-	4,780	60	-	-		-	-
Mix Avg Emission Factor						0.00315	0.01941	0.00110	0.00785	0.04671
Increase From 2016		1.13								
Vehicles/Direction		91,530		2,390						
Avg Vehicles/Hour/Direction		3,814		100						

Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total* Truck	Truck by Axle 2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The predicted ADT for I-280 was not included in the GHG calculation which has a 2029 starting date. The following VTA study shows the 2035 ADT predictions for segment A (Vallco site is within segment A). There should be a 2040 AADT prediction available as well. The 2035 forecast was for a total of 284,492 ADT for 2035.

Figure 36: VTA 2035 Forecast

Table 11: I-280 Future Traffic Projections

Forecast Future Conditions – 2035											
Segment	Directional										Truck %
	NB AM peak hr	SB AM peak hr	NB PM peak hr	SB PM peak hr	NB AM peak hr V/C	SB AM peak hr V/C	NB PM peak hr V/C	SB PM peak hr V/C	NB AADT	SB AADT	
A	10,435	9,029	11,052	10,333	1.24	1.07	1.32	1.23	150,496	133,996	3.1%
B	7,875	7,875	7,088	7,875	0.83	0.83	0.75	0.83	90,625	84,306	3.3%
C	6,235	8,400	8,400	5,979	0.74	1.00	1.00	0.71	74,674	71,604	2.3%
D	6,991	8,400	8,400	5,851	0.83	1.00	1.00	0.70	76,490	72,706	1.7%
E	7,834	8,400	8,400	8,400	0.93	1.00	1.00	1.00	119,725	125,179	0.9%
F	8,400	5,480	6,016	8,400	1.00	0.65	0.72	1.00	102,705	106,516	1.7%
G	7,350	3,595	5,106	6,043	1.17	0.57	0.81	0.96	71,565	60,838	2.5%
H	3,915	1,921	2,421	3,174	0.93	0.46	0.58	0.76	36,098	33,503	2.1%

Source: Caltrans, District 4

Source: http://www.dot.ca.gov/dist4/systemplanning/docs/tcr/I280draft_final_tcr_signed_07162013_nr_ig.pdf

Response G.78: Refer to Section 5.2 Response II.E.76.

Comment G.79: GHG assessment has errors in selecting the AM and PM speeds of traffic, in particular the PM peak period average travel speed of 60 MPH is incorrect, not consistent with the CMP data they used (or our own observations) which is on the following page:

Table 4.7 2016 Freeway LOS – AM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	07:40 - 08:00	22	22	C	C	66	66	4360	1460
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	08:00 - 08:20	21	12	C	B	66	67	4160	810
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	08:00 - 08:20	75	48	F	E	24	45	5400	2160
119	I-280	WB	De Anza Blvd.	SR 85	1.31	4	3	1	08:00 - 08:20	76	46	F	D	23	47	5250	2170

Table 4.8 2014 Freeway LOS – PM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	18:00 - 18:20	74	63	F	F	24	40	5330	2520
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	18:20 - 18:40	61	42	F	D	32	60	5860	2520
121	I-280	WB	Lawrence Expwy.	Wolfe Rd.	1.24	4	3	1	16:00 - 16:20	25	12	C	B	66	70	4950	840
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	16:40 - 17:00	27	14	D	B	66	70	5310	980

http://vtaorgcontent.s3-us-west-amazonaws.com/Site_Content/Final%20MC%20Report%202016.pdf

"For all hours of the day, other than during peak a.m. and p.m. periods, an average free-flow travel speed of 65 mph was assumed for all vehicles other than heavy duty trucks which were assumed to travel at a speed of 60 mph. Based on traffic data from the Santa Clara Valley Transportation Authority's 2016 Congestion Management Program Monitoring and Conformance Report, traffic speeds during the peak a.m. and p.m. periods were identified.15 For two hours during the peak a.m. period an average travel speed of 25 mph was used for west-bound traffic. For the p.m. peak period an average travel speed of 60 mph was used for east-

bound traffic. The free-flow travel speed was used for the other directions during the peak periods." -GHG Assessment p. 39-40

Response G.79: Refer to Section 5.2 Response II.E.77.

Comment G.80: IMPACT GHG-1

Impact GHG-1: The project (and General Plan Buildout with Maximum Residential Alternative) would not generate cumulatively considerable GHG emissions that would result in a significant cumulative impact to the environment.

Less than Significant Cumulative Impact with Mitigation Incorporated

An additional mitigation should include those offered for Measure D, VTCSP:

*"EDF 18. **Transportation Demand Management Plan:** Consistent with the Plan Area's environmental design features, require the preparation and implementation of a Transportation Demand Management ("TDM") Plan with an overall target of reducing Specific Plan office generated weekday peak hour trips by 30 percent below applicable Institute of Transportation Engineers trip generation rates…" – source VTCSP 9212 report, JD Powers."*

Response G.80: Refer to Section 5.2 Response II.E.78.

Comment G.81: GHG-1 conclusion that mitigations result in less than significant cumulative impacts is inconsistent with the data from the GHG report which clearly states that the project during construction and at build out would exceed the GHG thresholds of BAAQMD, and that was determined spreading out all emissions over a period of 10 years for the construction phase which is not the actual timeline presented by the developer of 6-8 years:

Response G.81: Refer to Section 5.2 Response II.E.79.

Comment G.82: Figure 37: DEIR, GHG, Construction Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

ROG is likely due primarily from architectural coatings, as the previous Vallco Town Center Measure D Environmental Assessment showed in the Vallco Town Center Environmental Assessment PDF p 652/2023 included in the NOP EIR comments and submitted to the city:

Figure 38: DEIR, GHG, Notice Days of Construction

Table AQ-3
Daily Construction Mass Emissions, With EDFs
Town Center/Community Park
Cupertino, California

Project Construction	CAP Emissions (lb)			
	ROG	NOx	Exhaust PM_{10}	Exhaust $PM_{2.5}$
Off-Road Emissions	1,225	6,890	136	125
On-Road Emissions	5,282	90,773	4,188	1,956
Paving Off-Gas Emissions	60	-	-	-
Architectural Coating	43,726	-	-	-
Total	**50,293**	**97,663**	**4,324**	**2,081**
Length of Construction (calendar days)	1,825			
Average Daily Emissions (lb/day)	**28**	**53.5**	**2.4**	**1.1**
BAAQMD Significance Threshold (lb/day)	54	54	82	54

Abbreviations:
CAP: Criteria Air Pollutant
EDF: Environmental Design Feature
lb: pounds
NOx: nitrogen oxides
PM: particulate matter
ROG: reactive organic gases

The Environmental Assessment for Vallco Town Center Measure D was included in the EIR NOP comments, the following table shows errors in calculating the criteria pollutants, by dividing the entire construction period into the various pollutants, a much lower daily value is attained, this would not be the case since, architectural coatings will not be applied for the entire multi-year construction time frame, however, the GHG technical report shows 130 days or about 4 months which would likely result in extremely hazardous levels of ROGs.

Figure 39: DEIR, GHG, 130 Days for Architectural Coating

Construction Phase

Phase Number	Phase Name	Phase Type	Start Date	End Date	Num Days Week	Num Days
1	Demolition	Demolition	1/1/2019	7/1/2019	5	130
2	Site Preparation	Site Preparation	7/2/2019	10/17/2019	5	78
3	Grading	Grading	10/18/2019	6/29/2020	5	182
4	Building Construction	Building Construction	6/30/2020	12/20/2027	5	1950
5	Paving	Paving	12/21/2027	6/19/2028	5	130
6	Architectural Coating	Architectural Coating	6/20/2028	12/18/2028	5	130

Referring back to Table 6, the tonnage of ROGs expected is 41.1, and about 80% of that is from Architectural Coatings. 130 days for architectural coatings that would be approximately 632 lbs/day which is more than ten times the BAAQMD threshold. 41.1 tons of ROG emissions x 2000 lbs/ton/130 days = 632 lbs/dayx80%= 505.6 lbs of ROGs per day over a roughly four month period!

On-road emissions would be concentrated into a couple of years. Since the Proposed Project and alternatives are larger than Measure D, we can expect even larger exceeding of the BAAQMD thresholds.

Response G.82: Refer to Section 5.2 Response II.E.80.

Comment G.83: Operational air pollution thresholds per BAAQMD are lower than the construction thresholds and only PM 2.5 is not exceeded by the project but very likely exceeded by the freeway contribution. Operational Air Pollutant emissions, subtracts the existing emissions, however, that does not make sense. The threshold is in tons per year produced of GHG, not whether the project will increase the emissions by more than the threshold.

TABLE 7 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Existing Operational Emissions (tons)	2.65 tons	5.29 tons	5.82 tons	1.58 tons
Occupied/Re-Tenanted Mall Alternative Emissions (tons)	9.83 tons	14.26 tons	15.19 tons	4.16 tons
Net Emissions (minus Existing)	7.18 tons	8.97 tons	9.37 tons	2.58 tons
Proposed Project (tons)	26.23 tons	35.20 tons	39.50 tons	10.93 tons
Net Proposed Project (minus Existing)	23.58 tons	29.91 tons	33.68 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	30.29 tons	33.61 tons	37.29 tons	10.39 tons
Net Emissions (minus Existing)	27.64 tons	28.32 tons	31.47 tons	8.81 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	28.92 tons	20.18 tons	20.95 tons	5.98 tons
Net Emissions (minus Existing)	26.27 tons	14.89 tons	15.13 tons	4.40 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Average Daily Existing Emissions (pounds)[1]	14.5 lbs.	29.0 lbs.	31.9 lbs.	8.7 lbs.
Net Average Daily Occupied/Re-Tenanted Mall Alternative Emissions (pounds)[1]	39.3 lbs.	49.2 lbs.	51.3 lbs.	14.1 lbs.
Net Average Daily Proposed Project Emissions (pounds)[1]	129.2 lbs.	163.9 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	151.5 lbs.	155.2 lbs.	172.4 lbs.	48.3 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	144.0 lbs.	81.6 lbs.	82.9 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation.				

Figure 40: DEIR, GHG, Mitigated Emissions

TABLE 8 Mitigated 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Proposed Project (tons)	24.94 tons	35.18 tons	39.49 tons	10.93 tons
Net Proposed Project (minus Existing)	22.29 tons	29.89 tons	33.67 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	28.56 tons	33.52 tons	37.28 tons	10.38 tons
Net Emissions (minus Existing)	25.91 tons	28.23 tons	31.46 tons	8.80 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	26.96 tons	20.04 tons	20.94 tons	5.97 tons
Net Emissions (minus Existing)	24.31 tons	14.75 tons	15.12 tons	4.39 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Proposed Project Emissions (pounds)[1]	122.1 lbs.	163.8 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	142.0 lbs.	154.7 lbs.	172.4 lbs.	48.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	133.2 lbs.	80.8 lbs.	82.8 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation.				

Mitigation Measure AQ-3: Require the use of Low VOC paint for ongoing architectural coating and no hearths. The project applicant shall require the use of Low VOC paint (i.e., 50 g/L or less) on all operational architectural coatings and that no hearths or fireplaces by installed in the residential uses (including natural gas-powered).

http://www.cupertino.org/home/showdocument?id=20886

Response G.83: Refer to Section 5.2 Response II.E.81.

Comment G.84: BL2: DECARBONIZED BUILDINGS

Air quality modeling used the old data from an air quality monitoring station set up to study Lehigh Cement and situated on Voss Road which is not adjacent to the I-280 and closed in 2013 making the data irrelevant. Additionally, that data was during a period of lesser traffic regionally.

Providing clean energy to the site through an alternative fuel provider is not a mandate. This is potential mitigation. Proposed Project may need to purchase less expensive energy. The assumption that Silicon Valley Clean Energy is the energy provider for the site ignores future condominium,

retail, and office space lessors and owners from choosing which energy company serves them. This assumption is unacceptable, any GHG reductions based on this assumption need to be removed.

"Electricity is provided to the site by Silicon Valley Clean Energy (SVCE). SVCE customers are automatically enrolled in the GreenStart plan, which generates its electricity from 100 percent carbon free sources; with 50 percent from solar and wind sources, and 50 percent from hydroelectric. Customers have the option to enroll in the GreenPrime plan, which generates its electricity from 100 percent renewable sources such as wind and solar"

Response G.84: Refer to Section 5.2 Response II.E.82.

Comment G.85: BL4: URBAN HEAT ISLAND MITIGATION

"Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would reduce the urban heat island effect by incorporating measures such as cool surface treatments for parking facilities, cool roofs, cool paving, and landscaping to provide well shaded areas."

There is no approved Specific Plan to make this determination. Any GHG reductions based on this assumption, must be removed.

Response G.85: Refer to Section 5.2 Response II.E.83.

Comment G.86: NW2: URBAN TREE PLANTING

Consistent: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would provide a comfortable, well- shaded environment.

This statement does not mandate tree planting. The cause of shade is not described, it could be a building blocking direct light. With a 30 acre green roof, what trees would be at street level?

Response G.86: Refer to Section 5.2 Response II.E.84.

Comment G.87: There is an error in calculating Construction Period emissions because they use the entire 10 year construction period to get a better outcome of the pounds per day of emissions. Additionally, Sand Hill Property Company representative Reed Moulds stated in the Vallco presentation meeting presented by the League of Women Voters and the Chamber of Commerce, linked here: https://youtu.be/hiDvHM027R4 that construction would be 6-8 years, not 10. The bulk of the construction exhaust would occur in demolition and haul off which would be a matter of months and not years. There would be peaks in the construction emissions and they will likely exceed BAAQMD thresholds. This chart needs to be recalculated taking into consideration the reality of the construction timeline:

Figure 41: DEIR, GHG, Construction Period Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

"…estimated 2,600 construction workdays (based on an average of 260 workdays per year). Average daily emissions were computed by dividing the total construction emissions by the number of construction days"

Even with mitigation methods and spreading out the NOx generated from construction over 10 years, only a 25% reduction in NOx was achieved, and it did not meet the BAAQMD threshold. Are there more mitigations available?

Response G.87: Refer to Section 5.2 Response II.E.85.

Comment G.88: Construction haul is shown to be 20 miles for demolition, has this been verified? No actual location has been stated to accept materials. Is the 20 miles round trip? What accepting locations are within 10 miles? Within 20 miles for hazardous material drop off (asbestos)?

Response G.88: Refer to Section 5.2 Response II.E.86.

Comment G.89: Existing mall does not have enclosed parking garages with elevator which the GHG states. If this means that the parking garages have walls and requisite blowers to bring in fresh air, then this assumption would have an associated energy consumption inconsistent with the current mall parking. Much of the parking is at grade with no garage structure. Where there are parking garages, they are open.

Plan provides incomplete data on fuel usage.

Response G.89: Refer to Section 5.2 Response II.E.87.

Comment G.90: 3.9 HAZARDS AND HAZARDOUS MATERIALS
Because hazardous materials have already been noted onsite, the distance required to find an accepting landfill must be added into the GHG travel distance for hauling.

Response G.90: Refer to Section 5.2 Response II.E.88.

Comment G.91: 3.9.1.3 OTHER HAZARDS
The 30 acre green roof may pose a fire hazard. The SB 35 application suggested equipping golf carts on the roof with fire fighting equipment. What mitigations are going to be implemented for Proposed Project and alternatives? To what standard?

3.9.2.1 HAZARDS AND HAZARDOUS MATERIALS IMPACTS
Wildfire hazard from the green roof may be excessive without a mitigation plan. Emergency response may be too slow given the complex structures.

Response G.91: Refer to Section 5.2 Response II.E.89.

Comment G.92: 3.10 HYDROLOGY AND WATER QUALITY
Proposed project and all alternatives (other than re-tenanted mall) drastically alter the existing terrain. Over 2 Million Cubic Yards of soil cut is expected in all plans and an untested green roof over 30 acres is proposed for two of the options. The entire site will be encased in concrete or other non-permeable surface. Attempting to have rainfall percolate into the soil would be extremely difficult given the site plan. The amount of storage area for rainfall to reuse for 50.82 acres would be a prohibitive expense.

The city cannot conclude that the roof park, which is sloped and of unknown depth, can or would absorb the same amount of rainfall that a flat grass park would. If the space is landscaped to be drought tolerant, there may be many open spaces and exposed gravel, concrete, and other impermeable areas. There is proposed public entertainment space planned on the roof which would not be permeable.

Response G.92: Refer to Section 5.2 Response II.E.90.

Comment G.93: If recycled water is used, and any chemical fertilizers, on the green roof, these will concentrate and enter the water supply. If this runoff is collected and reused on the roof, it will further concentrate. Should gray water also be collected and used for irrigation, this may further degrade the chemical build up on the roof. These issues need to be very carefully thought out. The green roof is an experiment and further analysis into what the runoff coefficient would be is required.

The depth of groundwater may be of concern should an additional level of subterranean parking be required, given the shallow depth of the drainage trench along the north end of the property.

The project will interfere with groundwater recharge because the consumption of recycled water for the green roof, when it becomes available will redirect that water from being used for groundwater recharge.

Response G.93: Refer to Section 5.2 Response II.E.91.

Comment G.94: 3.11 LAND USE AND PLANNING
Impact LU-2 assumes the General Plan has no residential allocation controls in place, therefore residential alternatives above proposed project are not consistent with the General Plan.
DEIR, states in 2.4.2:

> *"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".*

Response G.94: Refer to Section 5.2 Response II.E.92.

Comment G.95: Table 3.11.11 has errors due to assuming some type of construction would result in disturbing the exterior environment of the existing mall in the re-tenanted mall option. The assumptions regarding the other alternatives would need to be verified after any corrections are made based on comments to DEIR.

Response G.95: Refer to Section 5.2 Response II.E.93.

Comment G.96: The minimization of impermeable surfaces strategy is dependent on whether there is a ground level park. If the re-tenanted mall has areas converted to above grade parking structures, then that option would increase permeable surface area.

Response G.96: Refer to Section 5.2 Response II.E.94.

Comment G.97: Policy ES-7.1: This policy is violated by proposed project and alternatives. Strategy ES-7.1.1: The concentration of dissolved solids in the recycled water, along with 30 acres of space requiring fertilizer, may result in unacceptable storm water runoff. Policy ES-7.2: the green roof may increase runoff amounts, it is not the same as park on grade from a hydrologic standpoint. Strategy ES-7.2.3: onsite filtration is beyond the scope of capabilities of a typical development. Policy ES-7.3: this is an unacceptable mitigation because of the scientific background required to monitor the runoff. This should be the responsibility solely of the owner and not suggest volunteers perform this duty.

Response G.97: Refer to Section 5.2 Response II.E.95.

Comment G.98: Policy HE-4.1: This policy is violated because there is an excessive amount of green roof space proposed for the 800 residential units in Proposed Project.

Response G.98: Refer to Section 5.2 Response II.E.96.

Comment G.99: Policy HS-3.2: Fire Department must study the green roof for emergency access and fire prevention.

Response G.99: Refer to Section 5.2 Response II.E.97.

Comment G.100: Policy HS-8.1: This policy is violated due to excessive construction and operational noise.
Policy HS-8.3: Likely violated because construction vibrations may not be mitigated.

Response G.100: Refer to Section 5.2 Response II.E.98.

Comment G.101: Strategy LU-3.3.1, LU- 3.3.2, LU-3.3.3: These strategies are not followed. The existing AMC is 83' in height. The adjacent 19,800 Wolfe Rd. apartment building is 61' to tallest parapet. Apple Park maximum height is 75'. The Apple Park parking garages across the I-280 are 48'. The scale of proposed project and alternatives is more than double the height of any building in the area and it is much denser.

Response G.101: Refer to Section 5.2 Response II.E.99.

Comment G.102: Strategy LU-19.1.4: The proposed projects shown at the Opticos Charrettes have insufficient retail. The residential amounts over 800 are inconsistent with the General Plan.

Response G.102: Refer to Section 5.2 Response II.E.100.

Comment G.103: Policy M-1.2: Proposed project degrades traffic LOS excessively.

Response G.103: Refer to Section 5.2 Response II.E.101.

Comment G.104: Impact LU-4: Due to the Combination of Apple Park, Hamptons, Main Street Cupertino, and Proposed Project and alternatives, the project will have a cumulatively considerable contribution to a significant cumulative land use impact.

Response G.104: Refer to Section 5.2 Response II.E.102.

Comment G.105: 3.12 MINERAL RESOURCES
Agree with DEIR.

Response G.105: Refer to Section 5.2 Response II.E.103.

Comment G.106: 3.13 NOISE AND VIBRATION
Loud noise can cause hearing loss. The construction noise over the 10 year period may cause hearing loss for sensitive receptors and patrons of the surrounding retail areas. An outdoor concert venue in the proposed project or alternatives, will very likely result in hearing loss.

Response G.106: Refer to Section 5.2 Response II.E.104.

Comment G.107: The future noise contours from the DEIR indicate that walking along Wolfe Rd., Stevens Creek Blvd. and the proposed bike path along the I-280 will have areas above 80 dB.

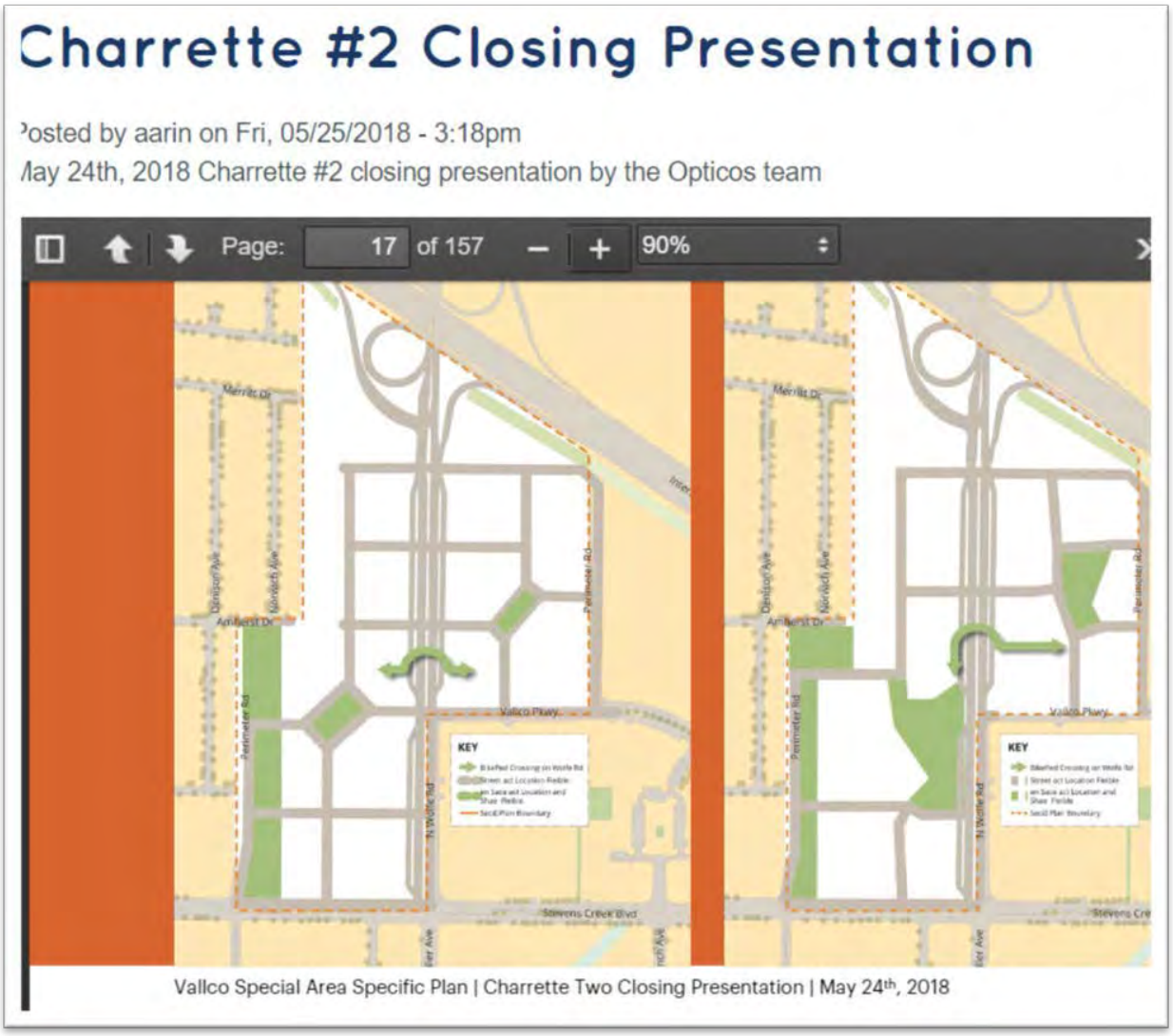
The I-280 has directional traffic flow, slowed traffic, and associated decreased noise, during peak hour traffic would only be for 4 of the 8 lanes. There would always be traffic at free flow, generating that noise level. As the freeway continues to decline in service, and development in San Jose increases, the traffic should slow at peak hour in both directions.

From DEIR:
PLAYGROUNDS

> *"Playground noise would primarily result from activities such as raised voices and the use of playground equipment. Typical noise levels resulting from various playground activities range from 59 to 67 dBA Leq at a distance of 50 feet. Maximum instantaneous noise levels typically result from children shouting and can reach levels of 75 dBA Lmax at a distance of 50 feet. Assuming playground activities would be restricted to daytime hours only, the minimum setback of the center of the playground areas to the nearest residential property lines would need to be 60 feet for the typical noise levels to meet the daytime threshold of 65 dBA."*

Charrette #2 Closing Presentation shows parks adjacent to back yards of single family residences. This may, combined with Perimeter Rd. noise exceed Municipal Code permissible sound levels. The DEIR does not adequately address this.

Figure 42: Opticos Charrette #2

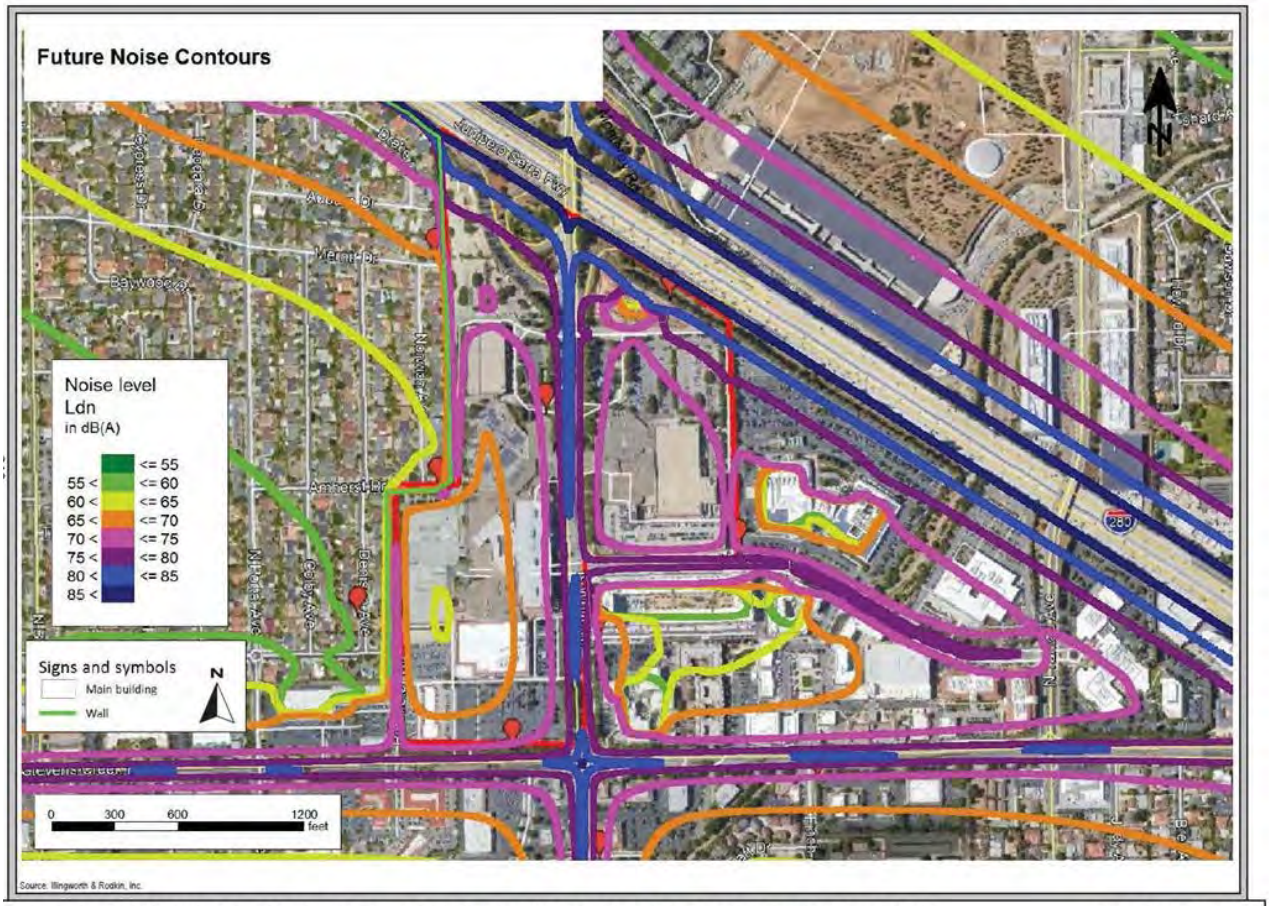


Response G.107: Refer to Section 5.2 Response II.E.105.

Comment G.108: FUTURE NOISE CONTOURS

The Future Noise Contours map has some omissions regarding noise from the Perimeter Road, western edge park, and proposed amphitheater. The map has gross assumptions regarding what the plan would look like and ignores conditions on the roof which would result in a separate layer of mapping: One layer for ground level (ear level) and one level for the roof park to see if it meets park noise requirements.

The future noise contours for the project site exceed residential maximum levels according to the Cupertino Municipal Code 10.48.040.



FUTURE NOISE CONTOURS FOR CUMULATIVE PLUS PROJECT/PROJECT ALTERNATIVE SCENARIOS FIGURE 3.13-2

CUPERTINO MUNICIPAL CODE MAXIMUM PERMISSIBLE SOUND LEVELS
Figure 43: from VTC Hills at Vallco EA, CMC 10.48.040

Table 5: Cupertino Maximum Permissible Sound Levels

Land Use at Point of Origin	Maximum Noise Level at Complaint Site of Receiving Property	
	Nighttime [a]	Daytime [b]
Residential	50 dBA	60 dBA
Non-Residential	55 dBA	65 dBA

[a] Nighttime hours are defined in CMC 10.48.010 as the "... periods of weekdays from eight p.m. [8 p.m.] to twelve midnight [12 a.m.] , and from midnight [12 a.m.] to seven a.m. [7 a.m.], and periods on weekends from six p.m. [6 p.m.] to midnight [12 a.m.] and from midnight [12 a.m.] to nine a.m. [9 a.m.]."

[b] Daytime hours are defined in CMC 10.48.010 as "... the period from seven a.m. [7 a.m.] to eight p.m. [8 p.m.] on weekdays, and the period from nine a.m. [9 a.m.] to six p.m. [6 p.m.] on weekends."

Source: CMC 10.48.040

Response G.108: Refer to Section 5.2 Response II.E.106.

Comment G.109: CONSTRUCTION NOISE

The DEIR did not show Construction Noise Emissions, this needs to be included.

Response G.109: Refer to Section 5.2 Response II.E.107.

Comment G.110: During Construction, which is 6-10 years, according to the Ramboll Environ Noise Assessment for Vallco Town Center Specific Plan, noise levels exceed noise limits, and it does not make sense that demolition of the parking garage near R4 would not exceed noise limits:

Figure 44: VTC Hills at Vallco EA, Construction Noise

Table 17: Construction Noise Emissions at Property Line

Rec	Distance to Receptor (ft)	Sound Level from Construction at 25 feet from Property Line (dBA)						CMC Construction Noise Limit
		Demolition	Site Preparation	Grading	Building Construction	Paving	Architectural Coating	
R1-R5 [a]	35	79	80	82	81	74	66	80 dBA
R6-R8	25	93	94	95	94	87	80	

Source: Calculations by Ramboll Environ

Note: Shading denotes sound levels that exceed CMC construction noise limit

[a] Noise levels for R1-R5 assume the receptor is located 10 feet from an 8-foot wall for a total distance of 35 feet from source; walls provides an approximate reduction of 11 dBA.

Figure 45: VTC Hills at Vallco EA, Noise Receptors

Figure 4. Construction Noise Receptor Locations

Response G.110: Refer to Section 5.2 Response II.E.108.

Comment G.111: Suggest requiring the following from the VTCSP 9212 report:

"The development of the VTCSP would be subject to applicable noise policies and regulations including those in the General Plan (including Policies HS-8.1, HS-8.2, HS-8.3, and HS-8.4), Municipal Code, and Zoning Ordinance. The development of the VTCSP could result in the noise and vibration impacts discussed below.

- **Construction-related noise** – Noise generated from construction activities associated with the development of the VTCSP would likely result in significant, temporary noise impacts at adjacent residences. The VTCSP includes the following EDFs that would reduce construction-related noise impacts:

On-Site Construction Noise: The Town Center/Community Park applicant and other project applicants for future development shall be required to adhere to the construction noise limits of the Cupertino Municipal Code. The following items would further reduce the potential for high levels of noise from construction equipment or activities, and ensure that noise complaints are address promptly and if necessary, corrective action is taken:

- Along the western boundary of the Town Center/Community Park and near the existing residential district, prepare and implement a 24-hour construction noise monitoring program to be installed and operated remotely. The noise monitoring program would continuously monitor construction noise levels at select perimeter locations and alert a designated person(s) when noise levels exceed allowable limits. If noise levels are found to exceed allowable limits, additional noise attenuation measures (i.e., sound walls) will be undertaken.

Response G.111: Refer to Section 5.2 Response II.E.109.

Comment G.112:

- Require that all equipment be fitted with properly sized mufflers, and if necessary, engine intake silencers.
- Require that all equipment be in good working order.
- Use quieter construction equipment models if available, and whenever possible, use pneumatic tools rather than using diesel or gas-powered tools.
- Place portable stationary equipment as far as possible from existing residential areas, and if necessary, place temporary barriers around stationary equipment.
- Whenever possible, require that construction contractors lift heavy equipment rather than drag.
- For mobile equipment that routine operates near residential area (i.e., within approximately 200 feet), consider placement of typical fixed pure-tone backup alarms with ambient-sensing and/or broadband backup alarms.
- Assign a noise control officer to ensure that the above requirements are being implemented.
- Implement a noise complaint hotline and post the hotline phone number on nearby visible signs and online. Require that either the noise control officer or a designated person be available at all times to answer hotline calls and ensure that follow-up and/or corrective action is taken, if necessary.

Response G.112: Refer to Section 5.2 Response II.E.110.

Comment G.113: **Prompt Demolition:** To ensure swift completion of the remainder of the Plan Area, a commitment to demolish 100% of the remaining existing Mall improvements within 6 months of receiving a certificate of occupancy for the afore-described initial retail component, subject to existing leases and an appropriate temporary improvement plan for demolished areas.

Response G.113: Refer to Section 5.2 Response II.E.111.

Comment G.114: **Haul Traffic Noise:** To reduce haul traffic noise, contractors for developments pursuant to the Specific Plan shall require that haul trucks travel at low speeds (e.g., l 0 mph) when operating on or adjacent to the Plan Area. The Town Center/Community Park applicant and other project applicants for future development shall ensure that this requirement is included in the construction specifications. In addition, the construction contractor shall ensure that haul trucks be fitted with properly sized and functioning exhaust mufflers."

Response G.114: Refer to Section 5.2 Response II.E.112.

Comment G.115: **Operation-related noise** – Operation of the uses at Vallco under the VTCSP could result in significant noise increases at adjacent sensitive receptors. To mitigate operation-related noise impacts at adjacent sensitive receptors, the City requires compliance with the noise standards in the Municipal Code, and could require measures that limit or attenuate noise such as sound barriers, limitations on hours of operations, and orientation of stages and speakers away from sensitive receptors

Operation of the VTCSP would result in an increase in traffic to and from the site, which could increase noise levels at adjacent sensitive receptors. On Stevens Creek Boulevard and North Wolfe Road in the Vallco vicinity, the existing daily trips are 30,000 and 34,000 respectively. **In general, for traffic noise to increase noticeably (i.e., by a minimum of three dBA), existing traffic volumes must double."**

Traffic volumes on Perimeter Rd. may at a minimum, double. The DEIR did not address this fully.

Response G.115: Refer to Section 5.2 Response II.E.113.

Comment G.116: Additional noise requirements from the VTCSP 9212 report:

> "The noise and land use compatibility of the proposed uses in the VTC with the existing ambient noise environment could also be an issue. Exterior and interior noise levels at future uses at Vallco under the VTC would exceed the City's noise standards in the General Plan and Municipal Code. The VTC shall include the following EDF to meet the State and City interior noise standard at future residences on-site:
> **Acoustical Assessment:** Prior to completion of detailed design for dwelling units, the Town Center/Community Park applicant and other project applicants for future development shall prepare an acoustical assessment to demonstrate how interior sound levels would achieve interior sound levels at or below 45 dBA CNEL. The following development standards shall be included in the acoustical assessments:
> • Install HVAC systems for all residential units to ensure that windows and doors can remain closed during warm weather;
> • Install double-glazed windows, especially on sides of buildings that are adjacent to busy roadways;
> • Ensure that all windows and doors are properly sealed; and
> • Ensure that exterior wall building materials are of an adequately rated Sound Transmission Class."

Response G.116: Refer to Section 5.2 Response II.E.114.

Comment G.117: If there is an outdoor performance venue, it must not be located where adjacent homes will be impacted, how will the plan address this? The following table is from VTCSP EA:

Figure 46: VTC Hills at Vallco EA, Noise for Outdoor Performance Venue

Table 12: Outdoor Performance Venue

Existing Avg. Evening Sound Level at LT-3 [a]	Estimated Future Evening Sound Level at LT-3 [a]	Estimated Non-Rock Concert Sound Level at 100 feet [c]	Concert at 450 feet (LT-3), With Topo [d]	Limits [e]	Within Limits?
56	53	90	63	70 dBA (daytime, can be exceeded for up to 3 hours)	Yes
				65 dBA (8pm – 11pm)	Yes

[a] From Illingworth & Rodkin, Inc. Sound Level Measurement summary data at LT-3, average of hourly evening sound levels between 6 p.m. and 9 p.m., Nov 19, 20, 21, and 22, 2015.

[b] Assumed reduction of 3-dBA in ambient levels based on I&R observations that I-280 is major noise source. Future configuration of buildings would provide intervening topography between LT-3 and I-280 and reduce noise from I-280.

[c] Anticipated concert sound level for outdoor venue in busy urban area by a non-rock type performance (rock music or similar typically 10 to 20 dBA higher). Actual sound levels at 100 feet may be higher or lower depending performance and unlikely to be a continuous noise source.

[d] Based on standard attenuation rate of 6-dBA per doubling of distance for a point source (i.e., concert stage). Assumed reduction provided by Project green roof is 15 dBA.

[e] From CMC 10.48.051

Source: Sound level measurement data by Illingworth & Rodkin, Inc.; calculations and assessment by Ramboll Environ

Response G.117: Refer to Section 5.2 Response II.E.115.

Comment G.118: VIBRATION
It is unlikely vibration could be mitigated particularly for the residences on the west property.

Response G.118: Refer to Section 5.2 Response II.E.116.

Comment G.119: 3.14 POPULATION AND HOUSING
3.14.12 EXISTING CONDITIONS
The existing population per the footnote provided shows Cupertino's 2018 population at 60,091 not the 58,915 population estimate they show which is from 2016. The existing condition should be the most current.

Response G.119: Refer to Section 5.2 Response II.E.117.

Comment G.120: The city states the population of residents per residential unit is 2.94, per the DEIR:

> *Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).*

IMPACT POP-1
Increases in population for Proposed Project would be 800 residential units resulting in 2,264 residents which would be a 4% increase in city population. This excludes the Hamptons approved 600 residential unit increase to 942 residential units which are adjacent to the project. Alternative with 2,640 residential units would result in 7,471 residents and a 12% population increase to the city. The 4,000 residential unit alternative would result in 11,320 residents and a 19% population increase.

Response G.120: Refer to Section 5.2 Response II.E.118.

Comment G.121: The Proposed Project and re-tenanted mall do not induce significant population growth to the city. Project Alternatives with 2,640 and 4,000 residential units induce significant population growth to the city.

Response G.121: Refer to Section 5.2 Response II.E.119.

Comment G.122: IMPACT POP-3
The proposed project, with 2 Million SF of office space will result in a housing deficit across the region. Project alternatives will induce significant population growth in an area of the city already impacted with Apple Park and other developments.

The Charrette alternatives also induce significant population growth to the city (3,200 residential units) and further exacerbate the excess jobs in the city.

The project (and project alternatives) will have a cumulatively considerable contribution to a significant cumulative population and housing impact.

Response G.122: Refer to Section 5.2 Response II.E.120.

Comment G.123: Emotional effects of cramped housing on children:
http://citeseerx.ist.psu.edu/viewdoc/download?doi=10.1.1.734.6008&rep=rep1&type=pdf

Response G.123: Refer to Section 5.2 Response II.E.121.

Comment G.124: 3.15 PUBLIC SERVICES
Impact PS-1: It is unclear what special Fire Department services are required for the green roof.

Response G.124: Refer to Section 5.2 Response II.E.122.

Comment G.125: **Impact PS-2:** It is unclear, if a major tech employer were to occupy the 2 Million SF of office space, what additional police support would be necessary. What additional support would a potential 11,320 residents require?

Response G.125: Refer to Section 5.2 Response II.E.123.

Comment G.126: SANITARY SEWER

"Sanitary Sewer System Capacity – The existing sewer lines in the vicinity of Vallco are in North Wolfe Road, Vallco Parkway, and Stevens Creek Boulevard. Most sewage generated at Vallco discharges to the 15-inch sewer main in North Wolfe Road. Under existing peak wet weather flow conditions, flows to this 15-inch sewer main in North Wolfe Road exceed its capacity.37

Development of the VTCSP would intensify the use of the site, which would result in an increase in sewage generated from the site compared to existing conditions. For this reason, the development of the VTCSP would require sewer system improvements to ensure sufficient conveyance capacity. Based on preliminary analysis, redevelopment of Vallco under the General Plan would require the construction of a parallel pipe to the existing 15- inch sewer main in North Wolfe Road.

Sanitary Sewer Conveyance Facilities: Prior to the issuance of occupancy permit(s) for the final construction sequence, the Town Center/Community Park applicant and other project applicants for future development shall demonstrate to the reasonable satisfaction of the Public Works Director that adequate sanitary sewer services are available." – 9212 VTCSP

Response G.126: Refer to Section 5.2 Response II.E.124.

Comment G.127: SCHOOL IMPACTS

Figure 47: DEIR SGR and Students Generated. DEIR p. 247

Table 3.15-2: Projected Student Generation Rates			
	Proposed Project	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**
Elementary (Grades K-5)	0.13	0.20	0.13
Middle (Grades 6-8)	0.04	0.06	0.04
High School (Grades 9-12)	0.04	0.06	0.04

The estimated numbers of students that would be generated by the proposed project, General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative are listed in Table 3.15-3.

Table 3.15-3: Estimated Students Generated			
	Proposed Project	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**
Elementary (Grades K-5)	104	528	520
Middle (Grades 6-8)	32	158	160
High School (Grades 9-12)	32	158	160

The student generation rates are based off of too small of a sample size and the data appears to have been from Fall of 2015, since the same results for 19,800 Wolfe Rd. and Biltmore have repeated after 2 ½ years.

Response G.127: Refer to Section 5.2 Response II.E.125.

Comment G.128: Additionally, from that same initial result, the current SGRs they calculated for the Proposed Project, which is nearly identical to The Hills at Vallco now have inexplicably dropped the SGR's for the same project.

Response G.128: Refer to Section 5.2 Response II.E.126.

Comment G.129: Since the proposed project will likely have the possibility of selling the residential units at some time, and the lack of information regarding the sizes of the units, and the continued growth and interest in the Cupertino High School boundary area, these SGRs are likely too low. A larger sampling size is needed for these figures to be believable.

The BMR units proposed will have a higher student generation rate according to Polly Bove of FUHSD (Vallco meeting recorded by League of Women Voters, May, 2018). These higher rates are not reflected. The project alternatives are untested as to number of students generated.

Response G.129: Refer to Section 5.2 Response II.E.127.

Comment G.130: DEIR STUDENT GENERATION RATES

Figure 48: DEIR SGR

Unfortunately, these averages are for only two buildings, the only multiple-unit buildings that have been completed in the last few years. The individual SGRs of these buildings are also relevant. Table I-1 shows the SGRs of the two developments and their combined SGR (weighted by their number of units).

Table I-1
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
Nineteen800/Rose Bowl	large apartments	204	0.33	0.10
Biltmore Addition	average size apartments	80	0.28	0.04
Both Projects		284	0.32	0.08

Sources: Enrollment Projection Consultants.

The "Nineteen800 apartment complex, also known as the "Rose Bowl", is adjacent to the Vallco Special Area. Its 204 units have 68 CUSD students, an SGR of 0.33 and 21 FUHSD students, an SGR of 0.10. It should be noted that these units are on average significantly larger than the average size of units built in the decade before them, indicating that the Nineteen800 development SGRs are higher than new units of more average size are likely to be. The 80 new units in the Biltmore apartment development at the intersection of Blaney Avenue and Stevens Creek Blvd. have significantly lower SGRs, 22 CUSD students, an SGR of 0.28, and three FUHSD students, an SGR of 0.04. These SGRs are lower, especially for the middle school and

Figure 49: DEIR: SGRs of Alternatives

Table I-2
Vallco Specific Plan and Alternatives
Projected SGRs

	Proposed Project	*General Plan Buildout*	*Retail and Residential*
Elementary (K-5) SGR	0.13	0.20	0.13
Middle (6-8) SGR	0.04	0.06	0.04
Total CUSD SGR	**0.17**	**0.26**	**0.17**
High School FUHSD SGR	**0.04**	**0.06**	**0.04**

Source: Schoolhouse Services.

FAILED MEASURE D HILLS AT VALLCO STUDENT GENERATION RATES TO COMPARE

Figure 50: VTC Hills at Vallco EA, SGRs Comparables

to the proposed project site. As of Fall 2015, 184 units (out of 204) had been rented. These units have 60 CUSD students, an SGR of 0.33, and 13 FUHSD students, an SGR of 0.07. It should be noted that these units are on average significantly larger than the proposed units in The Hills at Vallco project, indicating that the Rosebowl SGRs are likely to be higher than those of the units in the Vallco project.

The 80 new units in the Biltmore apartments, nearby along Stevens Creek Blvd., have significantly lower SGRs - 12 CUSD students, an SGR of 0.15, and three FUHSD students, an SGR of 0.04. These SGRs are surprisingly low, especially given that the units are modestly larger than the proposed units in the Vallco project. These two are the only large projects that have been renting in the last 18 months. Table I-4 shows other developments and their SGRs.

Table I-4
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
19800/Rosebowl	much larger apartments[1]	184[1]	0.33	0.07
Biltmore Addition	larger apartments[2]	80	0.15	0.04
Earlier Apartments[3]	high density	828	0.32	0.07

[1] Number and average size of units: 165 2-bedroom, 1,310 sq. ft.; and 39 3-bedroom, 1,573 sq.ft. Only 184 units occupied at the time of the Fall 2015 student counts.
[2] Number and average size of units: 34 1-bed-room, 813 sq. ft., 46 2-bedroom, 1,212,sq. ft.
[3] SGRs in 2013, when the units were significantly more affordable.
Sources: Enrollment Projection Consultants, City of Cupertino, and Schoolhouse Services.

Figure 51: VTC Hills at Vallco SGRs

Table I-5
Vallco Development
Projected SGRs

	Vallco Project
Elementary (K-5) SGR	0.19
Middle (6-8) SGR	0.09
Total CUSD SGR	**0.28**
High School (FUHSD) SGR	**0.06**

Source: Schoolhouse Services.

Response G.130: Refer to Section 5.2 Response II.E.128.

Comment G.131: The DEIR may study the impacts of traffic rerouting of students. According to the Shute, Mihaly, and Weinberger Memo to the City of Cupertino Attorney, February 25, 2014:

"Therefore, a lead agency may consider, in an EIR, among other factors the following impacts potentially caused by school expansion or construction:

- *traffic impacts associated with more students traveling to school;*
- *dust and noise from construction of new or expanded school facilities;*
- *effects of construction of additional school facilities (temporary or permanent) on wildlife at the construction site;*
- *effects of construction of additional school facilities on air quality;*
- *other "indirect effects" as defined by CEQA Guidelines § 15258 (a)(2)*

(growth-inducing effects, changes in pattern of land use and population density, related effects on air and water and other natural systems). See Chawanakee Unified School District, 196 Cal. App. 4th at 1029.
CONCLUSION

When it comes to arguments about the impact of a proposed development on existing school facilities and their ability to accommodate more students, the CEQA process is essentially ministerial. Agencies must accept the fees mandated by SB 50 as the exclusive means of considering and mitigating the impacts of the proposed development on school facilities. However, nothing in SB 50 or in CEQA or current case law prohibits an agency from conducting environmental review of an application that creates significant environmental impacts on non-school-facility settings or sites, regardless of whether the applicant has agreed to pay mitigation fees under SB 50."

Response G.131: Refer to Section 5.2 Response II.E.129.

Comment G.132: PARK LAND REQUIREMENTS
The city residents per unit is 2.83. The park land calculations are both low and assuming a City Council action to accept park land acreage on a roof in lieu of park land. This has been discussed in earlier sections.

Response G.132: Refer to Section 5.2 Responses II.E.130.

Comment G.133: RECREATION
The 70,000 SF Bay Club gym on site is the only gym in the east side of Cupertino and it will be closed for multiple years during construction and likely will not return.

Creekside park is permitted year around to the De Anza Youth Soccer League and has additional camps in the summer using the space.

Ranch San Antonio is so over utilized by the region that the neighboring residents had to have permitted parking and parking has been limited to preserve the area because it is a natural area. During the weekdays a return trip across town after 2:30pm results in a 30 minute drive. Due to

excess demand on Rancho San Antonio, there is a limited window mid day and mid week where a parking spot may be found.

Proposed project and alternatives will have significant negative impacts to the area and further increase demand for the parks existing. Even the low SGR for the school is enough students to start an entire new soccer league.

Response G.133: Refer to Section 5.2 Response II.E.131.

Comment G.134: 3.17 TRANSPORTATION/TRAFFIC
EXISTING CONDITIONS
Counts on January 15, 2018 included the AMC movie theater which is closed, and a transit hub which includes Genentech, Google, and Facebook with no individual counts to separate out these uses. The mall had a 24% occupancy at the time.

Response G.134: Refer to Section 5.2 Response II.E.132.

Comment G.135: LEVELS OF SERVICE
Please note that LOS is an average and there is some directional flow within the city intersections such that the LOS may not reflect what drivers are experiencing because of the averaging of each lane approach. Of particular concern is how slow the movement of traffic out of the city and returning would be for the 80%+ of Cupertino worker commuters out of the city daily.

The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the "Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

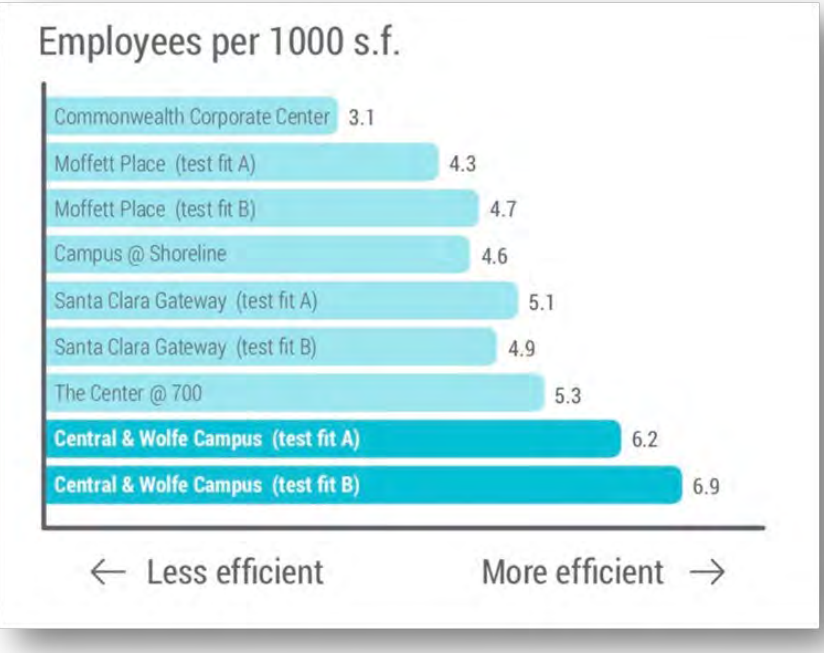
Response G.135: Refer to Section 5.2 Response II.E.133.

Comment G.136: APPROVED AND PENDING PROJECTS TRIP GENERATION, DISTRIBUTION, AND ASSIGNMENT
It is unclear, given that Apple Park has been occupying, how their (Apple Park) traffic has been assigned. For instance, there were traffic counts in May, 2017 which would reflect thousands of trips by construction workers to the site which would likely have been coming from the I-280 and east bound AM and westbound PM. There were also traffic counts in January, 2018, which would perhaps now show a few hundred Apple tech workers who would presumably be coming from other areas along with continued construction workers. As of March, 2018 approximately 6,000 employees were at Apple Park out of the expected 14,200. There have been many requests of the city to wait until Apple Park fully occupies to perform traffic counts. Main Street Cupertino was also

under construction during May, 2017 and those construction workers would also be impacting the counts. There have been several intersections under construction, including the Calvert/I-280 project and Lawrence Expressway/I-280 exit project. These multiple projects have rerouted traffic and altered the makeup of drivers into artificial patterns not reflected in the study. What the traffic counts show, is what the area traffic is like with major construction underway.

Response G.136: Refer to Section 5.2 Response II.E.134.

Comment G.137: Figure 52: Sample of local advertising showing higher employees per 1000 SF than studied



Traffic impacts, while significant and unavoidable with mitigation is underestimated.

Figure 53: DEIR Trip Generation Estimates

Table 3.17-7: Project and Project Alternative Trip Generation Estimates

Land Use	Project				General Plan Buildout with Maximum Residential Alternative				Retail and Residential Alternative				Occupied/Re-Tenanted Mall Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200								
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	1,208 ksf	32,717	756	3,434
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204	339 rooms	2,834	159	204	148 rooms	1,209	78	89
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162	4,000 units	21,760	1,440	1,760				
Green Roof	30 acres	567	135	105	30 acres	567	135	105								
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100								
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22								
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840		44,925	2,051	4,010		33,926	834	3,523
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%		-20%	-20%	-25%		-5%	-5%	-5%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452		-8,985	-411	-1,003		-1,696	-42	-176
Transit Hub (C)		808	175	193		808	175	193		808	175	193				
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581		36,748	1,815	3,200		32,230	792	3,347
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**		**27,935**	**1,330**	**2,251**		**23,417**	**307**	**2,398**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response G.137: Refer to Section 5.2 Response II.E.135.

Comment G.138: Trips generated are lower than the Hills at Vallco? That seems incorrect. Neither break out actual uses (restaurants, theater, City Halls which all generate much heavier traffic than is shown).

Figure 54: VTC Hills at Vallco Trip Generation Planner

Trip Generation Planner (ITE 9th Edition) - Summary Report

Weekday Trip Generation
Trips Based on Average Rates/Equations

Project Name Vallco Town Center Specific Plan
Project Number 097283001.1.340

ITE Code	Notes	Land Use Description	Independent Variable	No. of Units	Avg Rate or Eq	Rates: Daily Rate	Rates: AM Rate	Rates: PM Rate	Total Trips: Daily Trips	AM Trips	PM Trips	AM Trips In	AM Trips Out	PM Trips In	PM Trips Out
SV-A	1	The Town Center/Community Park - Office	1,000 Sq Ft	2000	Avg	12.35	1.29	1.20	24,700	2,580	2,400	2,270	310	408	1,992
820-A	2	The Town Center/Community Park - Retail	1,000 Sq Ft GLA	640	Eq	N/A	N/A	N/A	22,698	484	2,078	300	184	997	1,081
220	3	The Town Center/Community Park - Apartment	Dwelling Unit(s)	760	Eq	N/A	N/A	N/A	4,730	376	436	75	301	283	153
252		The Town Center/Community Park - Senior Adult Housing (Attached)	Occ. Dwelling Unit(s)	40	Avg	3.44	0.19	0.23	138	8	9	3	5	5	4
SV-B	4	The Town Center/Community Park - Pavilion 4 - Banquet Hall	1,000 Sq Ft	15	Avg										
530	5	The Town Center/Community Park - High School Innovation Center (1)	Student(s)	100	Avg	1.71	0.43	0.13	171	31	29	29	2	10	19
SV-C	1	The Town Center/Community Park - Pavilion 6 - Civic Meeting Space	1,000 Sq Ft	4	Avg	12.35	1.29	1.20	50	5	5	4	1	1	4
SV-D	6	The Town Center/Community Park - Transit Center	1,000 Sq Ft		Avg										
SV-E	1	The Town Center/Community Park - Pavillion 5 - Office Eve nt Center	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-F	1	The Town Center/Community Park - Pavillion 7 - Office Caf. / Fitness	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-G	1	The Town Center/Community Park - Additional Office Amen ities	1,000 Sq Ft	135	Avg	12.35	1.29	1.20	1,668	174	162	153	21	28	134
SV-H	1	The Town Center/Community Park - Loading Facilities & Se curity Areas	1,000 Sq Ft	75	Avg	12.35	1.29	1.20	928	97	90	85	12	15	75
110		The Town Center/Community Park - Industrial Testing & Workshop	1,000 Sq Ft	175	Eq	N/A	N/A	N/A	1,206	117	93	103	14	11	82
SV-I	7	The Town Center/Community Park - Central Plant	1,000 Sq Ft	45	Avg										
411-A	8	The Town Center/Community Park - Rooftop Garden Park	Acre(s)	10	Avg	20.00	4.50	3.50	200	45	35	25	20	20	15
		The Town Center/Community Park Total Project Trips							56,985	3,969	5,385	3,093	876	1,786	3,599
310		Vallco Town Center Specific Plan – Block 14	Room(s)	191	Avg	8.17	0.53	0.60	1,562	101	115	60	41	59	56
		Total Gross Vallco Town Center Specific Plan Project Trips							58,547	4,070	5,500	3,153	917	1,845	3,655
	9	MXD Trip Reduction - Internal and Non-Motorized Trips				-21%	-16%	-21%	-12,169	-632	-1,125	-492	-139	-373	-752
		Net External Project Trips							46,378	3,438	4,374	2,661	778	1,472	2,903
820-C	10	Existing Mall - 82.83% Occupancy	1,000 Sq Ft GLA	994	Eq	N/A	N/A	N/A	-30,216	-633	-2,791	-392	-241	-1,340	-1,451
								Totals	16,162	2,805	1,583	2,269	537	132	1,452

Notes:
(1) AM and/or PM rates correspond to peak hour of generator.

1 Silicon Valley (SV) Trip Rates applied to office land uses based on local surveys and empirical data from Fehr & Peers Study
2 Includes entertainment uses, health club uses, and roof pavilions.
3 Includes clubhouse and fitness pool.
4 Land Use only expected to generate trips on special events and excluded from weekday Trip Generation.
5 High School trips based on Fehr & Peers Study and agreed with the City of Cupertino.
6 Facility on Stevens Creek Blvd. Trip Generation accounted in Office Land Use from SV Trip Rates.
7 Not a typical ITE Land Use. Facility does not generate additional trips.
8 Trip Generation conservatively estimated by assuming City Park (ITE Land Use 411) rates to 1/3 of 30 total acres. AM and PM rates from ITE weekday peak hour generator studies.
9 MXD reductions account for internalization, transit, and bike/ped access. Rates determined from EPA MXD model for the Proposed The Town Center/Community Park Project.
10 Daily, AM, and PM Trips for existing land use at the Existing Mall are conservatively based on 1.2 million Sq Ft Shopping Center (ITE Land Use 820) reduced to reflect 82.83% mall occupancy.

Response G.138: Refer to Section 5.2 Response II.E.136.

Comment G.139: 3.18 UTILITIES AND SERVICE SYSTEMS
Projects with recycled water (30 acre green roof) will result in an expansion of recycled water production which is a significant negative impact. Redirecting water which could be used for groundwater recharge and then used for drinking water is wasteful.

City must have a regulatory framework to manage conservation claims.

Response G.139: Refer to Section 5.2 Response II.E.137.

Comment G.140: SECTION 4.0 GROWTH-INDUCING IMPACTS
The claim that project and alternatives would have no significant impact is subjective. Residents per unit are inconsistently applied in the DEIR when the population increase from Vallco project and alternatives would largely be accounting for the city-wide population increase, therefore the assumption to population must logically use 2.94 residents per unit:

> *Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).*

Figure 55: DEIR Population and Employees

Table 4.0-1: Estimated Project and Project Alternative, Citywide, and Countywide Residential Population and Employee Projections			
	Estimated Dwelling Units	**Estimated Residential Population**	**Estimated Jobs/Employees**
Plan Bay Area Projections Year 2040			
Santa Clara County	818,400	2,423,500	1,229,520
Cupertino	24,040	71,200	33,110
General Plan 2040 Buildout			
Cupertino General Plan Buildout 2040	23,294	69,183	48,509
Project and Project Alternatives Buildout			
Project	800	1,600	9,594
General Plan Buildout with Maximum Residential Alternative	2,640	5,280	5,594
Retail and Residential Alternative	4,000	8,000	1,400
Occupied/Re-Tenanted Mall Alternative	0	0	2,550

Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. *Cupertino General Plan Community Vision 2015-2040*. October 15, 2015. Page 3-12.). The estimated population and jobs/employees for the project and project alternatives are based on a project-specific study of the specific uses proposed by the project completed by Economic & Planning Systems, Inc. The estimated residential and jobs/employees for the project and project alternatives are based on the following project-specific rates: 2.0 residents per unit, 1 employee/250 square feet of office, 1 employee/400 square feet of retail/restaurant, 1 employee/1,000 square of entertainment retail, and 1 employee/2 hotel rooms (Source: Economic & Planning Systems, Inc. "Population and Employment Projections." April 26, 2018.).

Response G.140: Refer to Section 5.2 Response II.E.138.

H. Kitty Moore (dated June 6, 2018, 5:33PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment H.1: The following forwarded message from March 9, indicates my EIR comments for the Vallco Shopping District and concern about the EIR process and inconsistent alternatives.

ATTACHMENT 1 TO COMMENT LETTER

Attached please find my preliminary Comments for the EIR for the Vallco Shopping District. Please take the steps necessary to find a viable "Proposed Project" under CEQA which would have a potential of being passed by City Council. The CEQA EIR process for this project currently, is irregular.

Here is a brief summary:
Conclusions:

1. The "Proposed Project" does not appear to be consistent with the General Plan because it is an office park with over 84% non-retail use when the project is detailed as the "Vallco Shopping District."

Response H.1: Refer to Section 5.2 Response II.E.3.

Comment H.2:

2. The "Proposed Project" frustrates the General Plan goal to balance employment with housing by providing a gross excess of jobs to housing.

Response H.2: As discussed on page 10 of the Draft EIR, the amount of development proposed by the project is consistent with the development assumptions for the buildout of the City's adopted General Plan. The project's impact on population and housing is discussed in Section 3.14 of the Draft EIR and the project's growth-inducing impacts are discussed in Section 4.0 of the Draft EIR.

Comment H.3:

3. Cupertino Ballot Measure D, a similar proposal to "Proposed Project", was placed before voters and was rejected 55%. This project, with the high office square footage has scant support and would likely be rejected by City Council.

Response H.3: The above comment expresses the opinion of the commenter. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required. Refer also to Master Response 5.

Comment H.4:

4. "No Project" would be a fourth alternative, Occupied/Re-tenanted mall is not the same as "No Project"

Response H.4: The above comment is correct. As discussed on page xiii of the Draft EIR, the City identified three project alternatives: (1) General Plan Buildout with Maximum Residential, (2) Retail and Residential, and (3) Occupied/Re-Tenanted Mall) for review in the EIR in addition to the No Project alternative required by CEQA. The No Project alternative is analyzed in Section 7.2.3.2 in the Draft EIR.

Comment H.5:

5. Alternative B, with conflicting 2,600-4,000 residential units, is inconstant with the General Plan.
6. Alternative C is too insufficiently described to determine if is consistent with the General Plan. Portions of the mixed uses were eliminated, which seems inconsistent.

Response H.5: A summary of the project and project alternatives studied in the Draft EIR is provided in Table 2.4-1 on page 15 of the Draft EIR. The project and project alternatives would require amendments to the General Plan, as described in Draft EIR Section 2.4.3 (page 16)and Draft EIR Amendment Section 3.1.1 (page 14). Refer also to Response II.E.3.

Comment H.6:

7. For the above reasons, the EIR process must be halted for a replacement "Proposed Project" which is consistent with the General Plan.

Response H.6: Refer to Section 5.2 Response II.E.3.

ATTACHMENT 2 TO COMMENT LETTER

Comment H.7: Comments for Vallco Shopping District Specific Plan Environmental Impact Report NOP File Number EA- 2017-05

Potential to Cease EIR Mid-Stream:

The EIR scoping meeting provided inadequate and conflicting information with an infeasible "Proposed Project" and infeasible alternatives.

According to "CEQA Does Not Apply to Project Disapproval, Even if the EIR is Underway," by Abbott & Kindermann Leslie Z. Walker, on September 22, 2009, the EIR process may be stopped mid-stream:

> According to Las Lomas Land Co., LLC v. City of Los Angeles (Sept. 17, 2009, B213637)Cal.App.4th_, the long standing rule that CEQA does not apply to projects rejected or disapproved by a public agency, allows a public agency to reject a project before completing or considering the EIR. In Las Lomas, the Court of Appeals for the Second Appellate District made clear that a city may stop environmental review mid-stream and reject a project without awaiting the completion of a final EIR. While this holding may avoid

wasting time and money on an EIR for a dead-on-arrival project, it will also make it harder for projects to stay in play until the entire environmental document is complete.

The article continues:

> One of the City's council members opposed the project and asked the City to cease its work on it. The City attorney advised the council members that the City was required to continue processing and completing the EIR. Nonetheless, the objecting council member introduced a motion to suspend the environmental review process until the city council made "a policy decision" to resume the process. The city council ultimately approved a modified motion which also called for the City to cease work on the proposed project.

Should the City Council find reason to cease the EIR, such as the "Proposed Project" being inconsistent with the General Plan (explained on the following pages), or that in light of its' similarity to failed Cupertino ballot Measure D: The Vallco Initiative November 8, 2016, there is precedent as demonstrated above, to do so.

> **Response H.7:** Refer to Section 5.2 Response II.E.3 and Master Response 5. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment H.8: Similarity of "Proposed Project" to Failed Ballot Initiative Measure D, Nov. 8, 2016 Should Disqualify It

The Vallco Measure D Initiative is described in the following: CITY ATTORNEY'S BALLOT TITLE AND SUMMARY FOR PROPOSED INITIATIVE SUBMITTED ON MARCH 3, 2016 and would consist of:

- 2,000,000 SF office
- 640,000 SF retail
- 191 additional hotel rooms, bringing the site total to 339 hotel rooms
- 389 residential units with a Conditional Use Permit bringing the total to 800 residential units

The November 8, 2016 Election results for Measure D were 55% No. Advertising for the initiative obscured the office and focused on the retail portions. The actual square footage percentages for the Measure D Initiative were:

- 56% office
- 22% residential
- 16% retail
- 6% hotel

Notice these above percentages result in 84% non-retail uses and would be a majority office park. The "Proposed Project" for the EIR has less retail (600,000 SF) and other uses the same as Measure D.

The EIR process is not intended to be a disregard of the city's General Plan to "try out" alternative concepts which have no consistency with the General Plan. This creates a great deal of confusion and distrust.

Response H.8: Refer to Master Responses 4 and 5.

Comment H.9: General Plan Directive to Create a Vallco Shopping District Specific Plan: This section amasses the multiple sections of the General Plan which reference the Vallco Shopping District and describe what it is planned to become.

Refer to: Cupertino General Plan Vision 2040:

In Chapter 2 of the Cupertino General Plan Vision 2040: Planning Areas: Vallco Shopping District is described as: "…Cupertino's most significant commercial center…" and that "…Reinvestment is needed…so that this **commercial center** is more competitive and better serves the community." It is referred to as a "shopping district", not an office park, or a residential community. Following is the actual page from the General Plan describing Vallco Shopping District:

VALLCO SHOPPING DISTRICT

CONTEXT

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

VISION

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

VALLCO SHOPPING DISTRICT SPECIAL AREA DIAGRAM

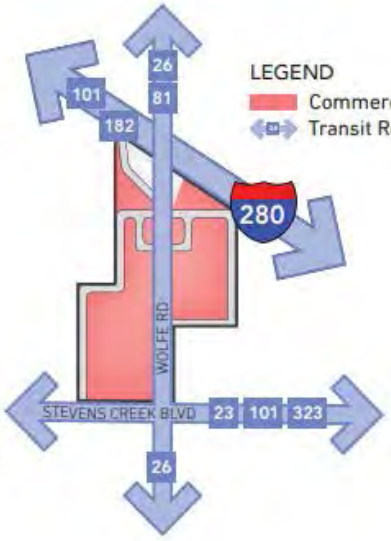


Figure 1

Vallco Shopping District is further described in the General Plan Vision 2040 Land Use Element through goals, policies, and strategies:

GOAL LU-19 Create a distinct and memorable mixed-use "town center" that is a regional destination and a focal point for the community

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

POLICY LU-19.1: SPECIFIC PLAN Create a **Vallco Shopping District Specific Plan** prior to any development on the site that lays out the land uses, design standards and guidelines, and infrastructure improvements required. The Specific Plan will be based on the following strategies:

STRATEGIES: LU-19.1.1: Master Developer. Redevelopment will require a

master developer in order remove the obstacles to the development of a cohesive district with the highest levels of urban design.

LU-19.1.2: Parcel Assembly. Parcel assembly and a plan for complete redevelopment of the site is required prior to adding residential and office uses. Parcelization is highly discouraged in order to preserve the site for redevelopment in the future.

LU-19.1.3: Complete Redevelopment. The "town center" plan should be based on complete redevelopment of the site in order to ensure that the site can be planned to carry out the community vision.

LU-19.1.4: Land Use. The following uses are allowed on the site (see Figure LU-2 for residential densities and criteria):

1. Retail: High-performing retail, restaurant and entertainment uses. **Maintain a minimum** of 600,000 square feet of retail that provide a good source of sales tax for the City. Entertainment uses may be included but shall consist of no more than 30 percent of retail uses.

2. Hotel: **Encourage** a business class hotel with conference center and active uses including main entrances, lobbies, retail and restaurants on the ground floor.

3. Residential: **Allow** residential on upper floors with retail and active uses on the ground floor. Encourage a mix of units for young professionals, couples and/or active seniors who like to live in an active "town center" environment.

4. Office: **Encourage** high-quality office space arranged in a pedestrian-oriented street grid with active uses on the ground floor, publicly-accessible streets and plazas/green space.

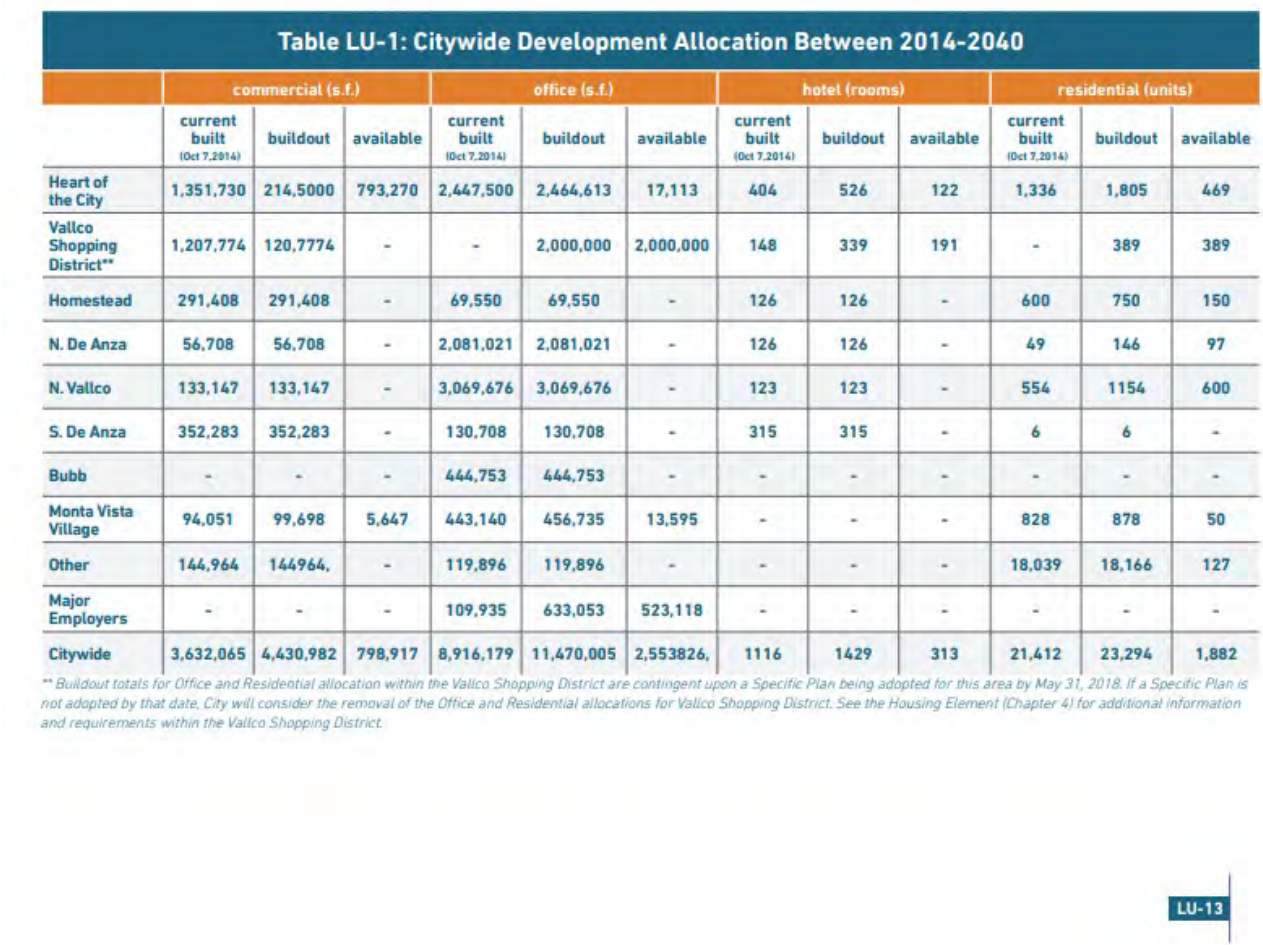


Table LU-1: Citywide Development Allocation Between 2014-2040

	commercial (s.f.)			office (s.f.)			hotel (rooms)			residential (units)		
	current built (Oct 7,2014)	buildout	available	current built (Oct 7,2014)	buildout	available	current built (Oct 7,2014)	buildout	available	current built (Oct 7,2014)	buildout	available
Heart of the City	1,351,730	214,5000	793,270	2,447,500	2,464,613	17,113	404	526	122	1,336	1,805	469
Vallco Shopping District**	1,207,774	120,7774	-	-	2,000,000	2,000,000	148	339	191	-	389	389
Homestead	291,408	291,408	-	69,550	69,550	-	126	126	-	600	750	150
N. De Anza	56,708	56,708	-	2,081,021	2,081,021	-	126	126	-	49	146	97
N. Vallco	133,147	133,147	-	3,069,676	3,069,676	-	123	123	-	554	1154	600
S. De Anza	352,283	352,283	-	130,708	130,708	-	315	315	-	6	6	-
Bubb	-	-	-	444,753	444,753	-	-	-	-	-	-	-
Monta Vista Village	94,051	99,698	5,647	443,140	456,735	13,595	-	-	-	828	878	50
Other	144,964	144964,	-	119,896	119,896	-	-	-	-	18,039	18,166	127
Major Employers	-	-	-	109,935	633,053	523,118	-	-	-	-	-	-
Citywide	3,632,065	4,430,982	798,917	8,916,179	11,470,005	2,553826,	1116	1429	313	21,412	23,294	1,882

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

LU-13

Figure 2 - "General Plan Table LU-1"

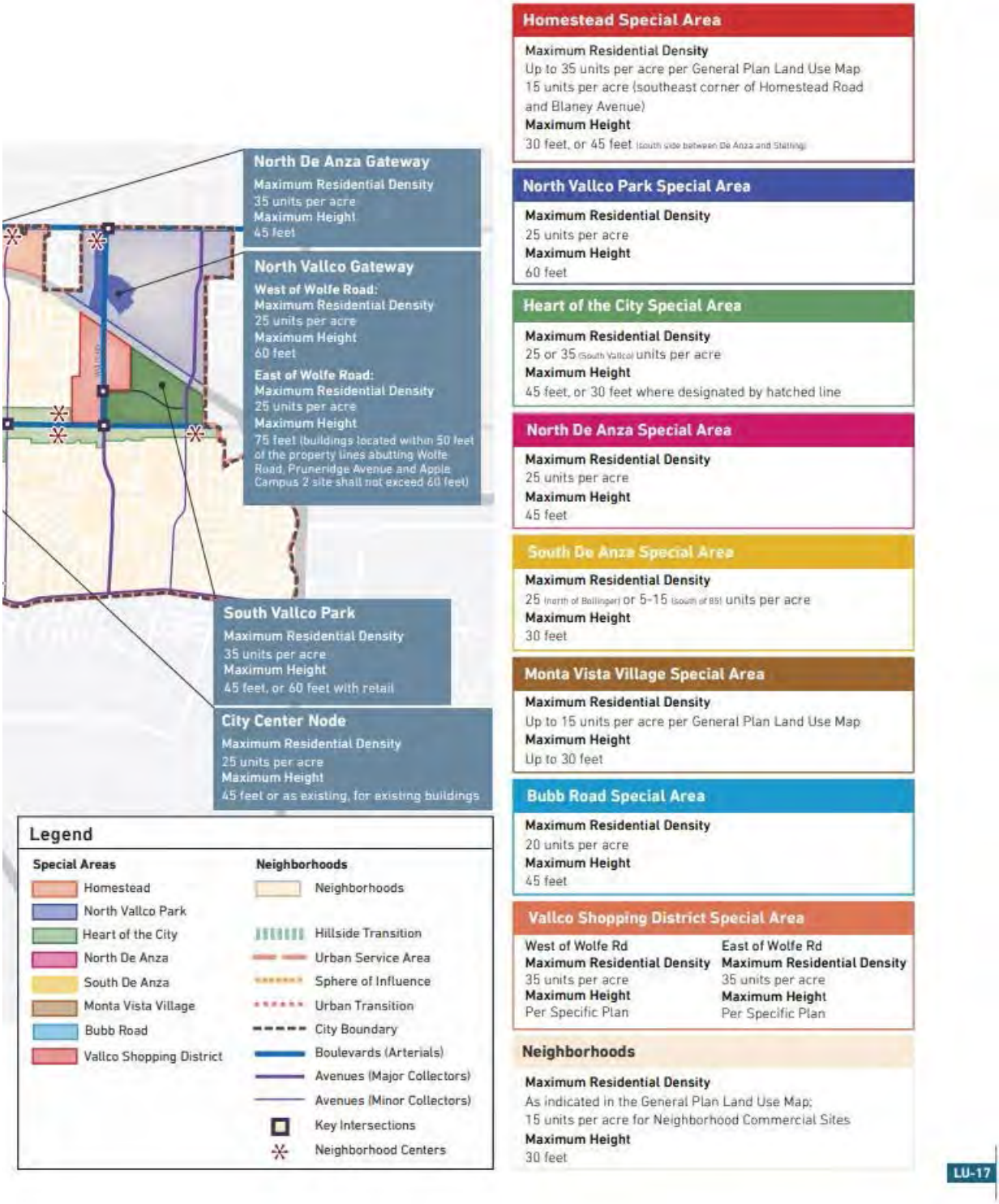


Figure 3 – "General Plan Figure LU-2"

General Plan Housing Element p H-21

"Priority Housing Sites: As part of the Housing Element update, the City has identified five priority sites under Scenario A (see Table HE-5) for residential development over the next eight years. The General Plan and zoning designations allow the densities shown in Table HE-5 for all sites except the Vallco Shopping District site (Site A2). The redevelopment of Vallco Shopping District will involve significant planning and community input. A specific plan will be required to implement a comprehensive strategy for a retail/office/residential mixed use development. The project applicant would be required to work closely with the community and the City to bring forth a specific plan that meets the community's needs, with the anticipated adoption and rezoning to occur within three years of the adoption of the 2014-2022 Housing Element (by May 31, 2018). The specific plan would permit 389 units by right at a minimum density of 20 units per acre. If the specific plan and rezoning are not adopted within three years of Housing Element adoption (by May 31, 2018), the City will schedule hearings consistent with Government Code Section 65863 to consider removing Vallco as a priority housing site under Scenario A, to be replaced by sites identified in Scenario B (see detailed discussion and sites listing of "Scenario B" in Appendix B - Housing Element Technical Appendix). As part of the adoption of Scenario B, the City intends to add two additional sites to the inventory: Glenbrook Apartments and Homestead Lanes, along with increased number of permitted units on The Hamptons and The Oaks sites. Applicable zoning is in place for Glenbrook Apartments; however the Homestead Lanes site would need to be rezoned at that time to permit residential uses. Any rezoning required will allow residential uses by right at a minimum density of 20 units per acre."

Page B-116 of General Plan Appendix B Housing Element Technical Report:

SITE A2 (VALLCO SHOPPING DISTRICT):

"The site is designated Regional Shopping/Office/Residential in the General Plan and zoned Planned Development with Regional Shopping and Commercial (P[Regional Shopping and P[CG]). Strategy HE-1.3.1 provides that the City will **adopt a Specific Plan for the Vallco site by May 31, 2018 that would permit 389 units by right at a minimum density of 20 units per acre. The zoning for the site would be modified as part of the Specific Plan process to allow residential uses as part of a mixed-use development at a maximum density of 35 units per acre.** If the Specific Plan is not adopted, the City will schedule hearings consistent with Government Code Section 65863 to consider removing Vallco Shopping District as a Priority Housing Site and replacing it with the sites shown in Scenario B."

5.5. RESIDENTIAL SITES INVENTORY - SCENARIO B As noted above, one particular site identified in Scenario A will involve substantial coordination for redevelopment (Vallco Shopping District, Site A2). Due to the magnitude of the project, the City has established a contingency plan to meet the RHNA if a Specific Plan is not adopted by May 31, 2018. This contingency plan (referred to here as Scenario B and shown on Figure B-8), involves the City removing Vallco Shopping District, adding more priority sites to the inventory, and also increasing the density/allowable units on other priority sites. Four of the sites discussed in Scenario A above are also included in Scenario B, with some modifications to density and realistic capacity on two of these sites. Two additional sites are added to the inventory, one of which was included in the 2007-2014 Housing Element sites inventory.

FIGURE HE-1
HOUSING ELEMENT: SITES TO MEET THE RHNA

Priority Housing Element Sites: Scenario A

Applicable if Vallco Specific Plan is adopted by May 31, 2018
If Vallco Specific Plan is not adopted by May 31, 2018, the designated Priority Housing Element Sites will be as shown in General Plan Appendix B, Section 5.5: Residential Sites Inventory - Scenario B.

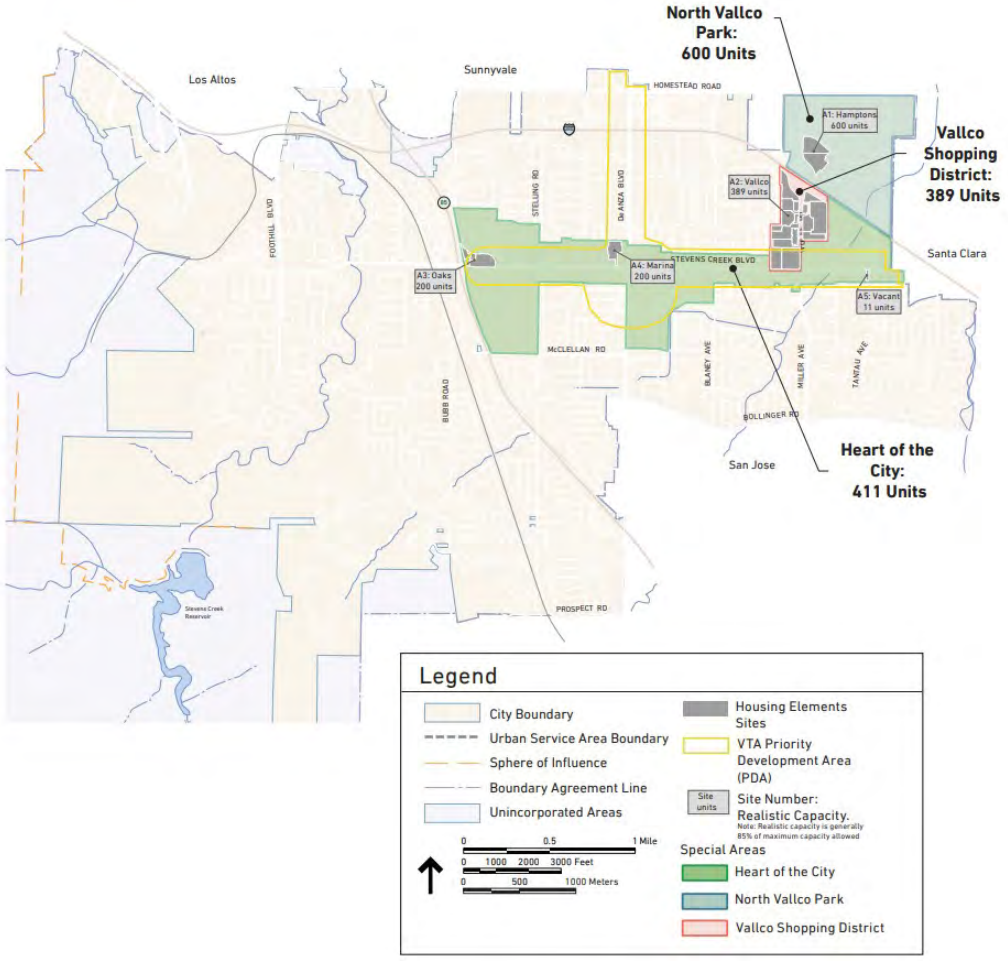


Figure 4 – "General Plan Figure HE-1"

"Figure HE-1 indicates the available residential development opportunity sites to meet and exceed the identified regional housing need pursuant to the RHNA. The opportunity sites can accommodate infill development of up to 1,400 residential units on properties zoned for densities of 20 dwelling units to the acre or more. The potential sites inventory is organized by geographic area and in particular, by mixed use corridors. As shown in Table HE-5, sites identified to meet the near-term development potential lie within the North Vallco Park Special Area, the Heart of the City Special Area, and the Vallco Shopping District Special Area. One particular site will involve substantial coordination for redevelopment (Vallco Shopping District, Site A2). Due to the magnitude of the project, the City has established a contingency plan to meet the RHNA if a Specific Plan is not approved within three years of Housing Element adoption. This contingency plan (called Scenario B and discussed further in General Plan Appendix B), would involve the City removing Vallco Shopping District, adding more priority sites to the inventory, and also increasing the density/allowable units on other priority sites."

"DETERMINATION OF REALISTIC CAPACITY Sites inventory capacity must account for development standards such as building height restrictions, minimum setbacks, and maximum lot coverage, as well as the potential for non-residential uses in mixed-use areas. A survey of recent developments (Table 5.2) indicates that recent multi-family residential projects have built to between 82 percent and 99.5 percent of the maximum allowable density. To ensure that the sites inventory provides a "realistic capacity" for each site, estimates for maximum developable units on each site are conservatively reduced by 15 percent."

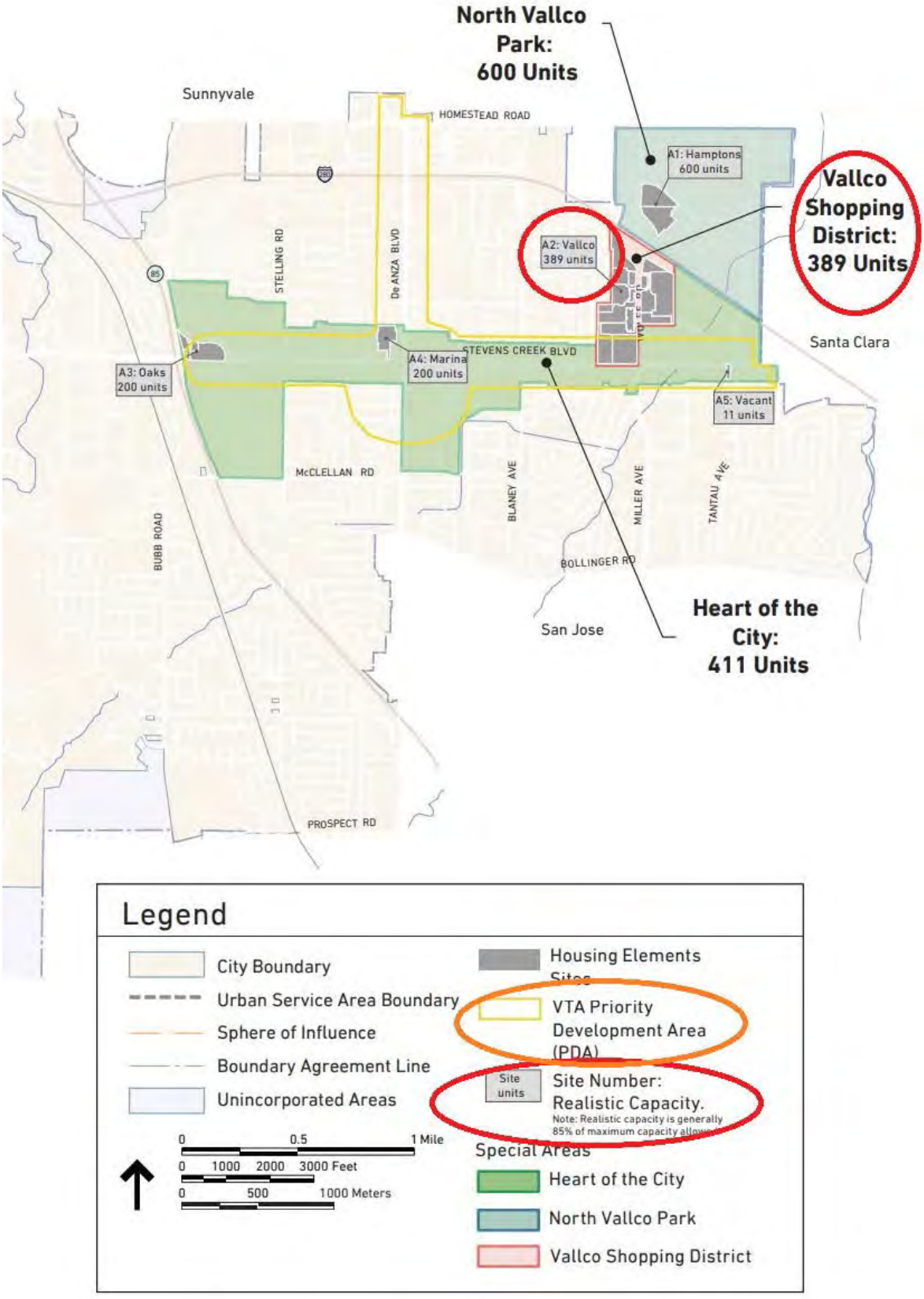
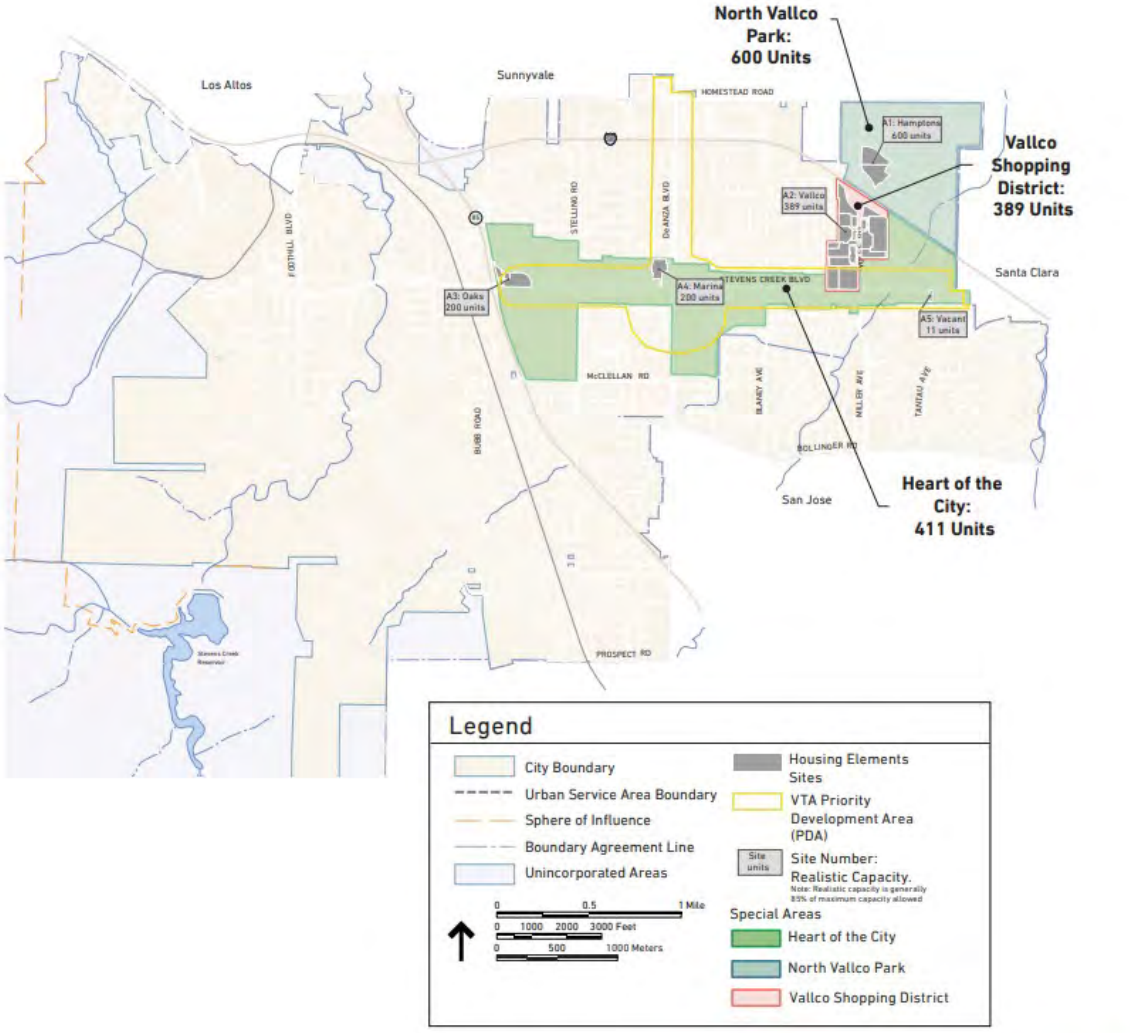


Figure 5 – "General Plan Figure HE-1 Zoomed in"

FIGURE B-7
PRIORITY HOUSING ELEMENT SITES SCENARIO A

Applicable if Vallco Specific Plan is adopted by May 31, 2018
If Vallco Specific Plan is not adopted by May 31, 2018, the designated Priority Housing Element Sites will be as shown in General Plan Appendix B, Section 5.5: Residential Sites Inventory - Scenario B.

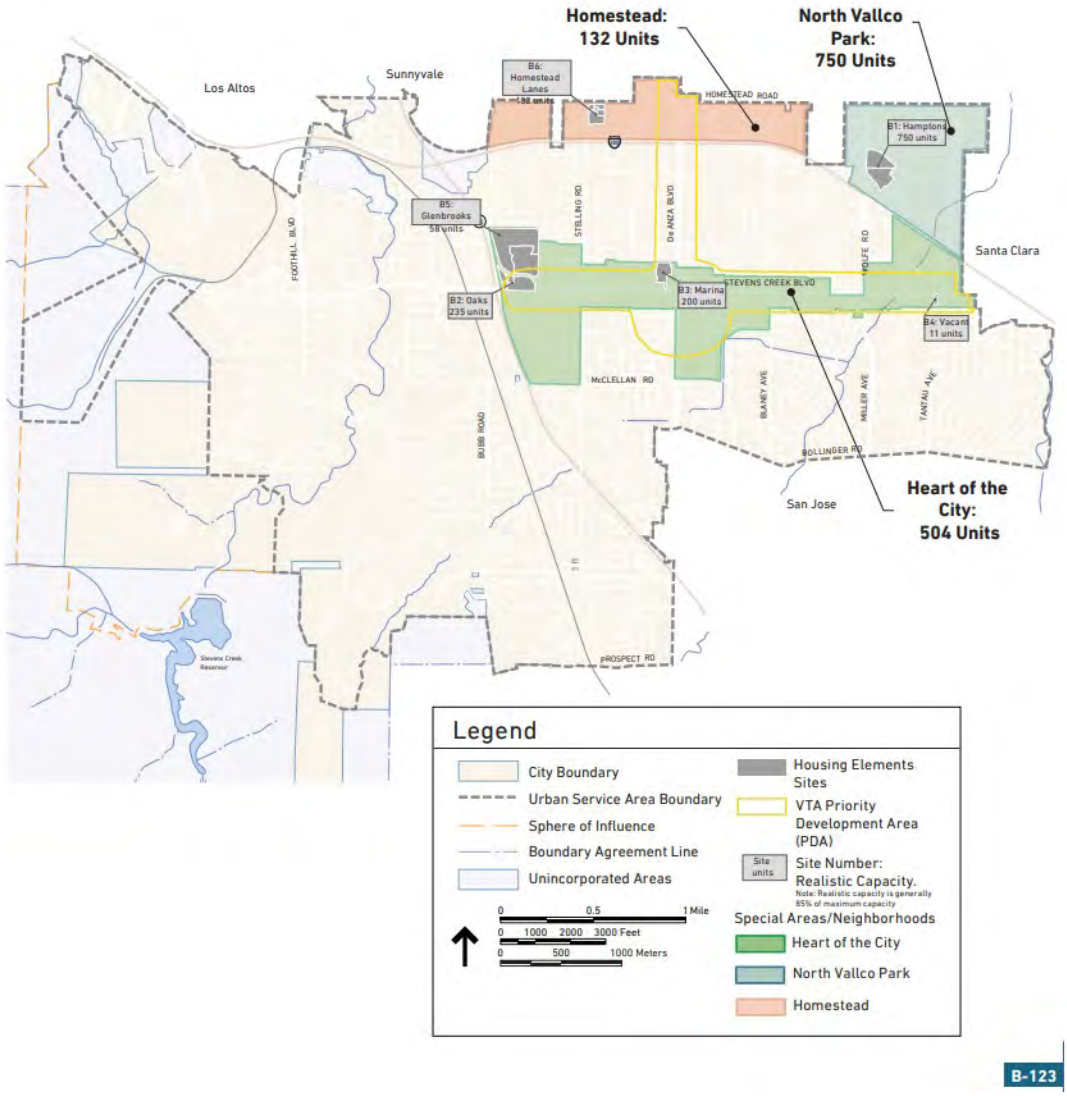


B-113

Figure 6 – "General Plan Figure B-7: Priority Housing Element Sites Scenario A"

FIGURE B-8
PRIORITY HOUSING ELEMENT SITES SCENARIO B

Applicable if Vallco Specific Plan is not adopted by May 31, 2018.



B-123

Figure 7 – "General Plan Figure B-8 Priority Housing Element Sites Scenario B"

Table 5.3: Summary of Priority Housing Sites - Scenario A

Site	Adopted General Plan/Zoning	Max Density (DUA)	Acres	Realistic Capacity (units)	Affordability Level
Site A1 (The Hamptons)	High Density P(Res)	85	12.44	600	Very Low/Low
Site A2 (Vallco Shopping District)	RS/O/R P(Regional Shopping) & P(CG) (a)	35	58.7	389	Very Low/Low
Site A3 (The Oaks Shopping Center)	C/R P(CG, Res)	30	7.9	200	Very Low/Low
Site A4 (Marina Plaza)	C/O/R P(CG, Res)	35	6.86	200	Very Low/Low
Site A5 (Barry Swenson)	C/O/R P(CG, Res)	25	0.55	11	Very Low/Low
Total			86.51	1,400	

Notes:
(a) Zoning to be determined by Specific Plan to allow residential uses.
(b) Realistic capacity for Sites A1, A3, A4 and A5 reduces the maximum developable units by 15 percent. Realistic capacity for Site A2 is the amount allocated to the site in the Housing Element; a specific plan will be required for Site A2 prior to any new development.
(c) Identified capacity of sites that allow development densities of at least 20 units per acre are credited toward the lower-income RHNA based on State law. Pursuant to Government Code Section 65583.2(c)(3)(B), local governments may utilize "default" density standards to provide evidence that "appropriate zoning" is in place to support the development of housing for very-low and low-income households . The default density standard for Cupertino and other suburban jurisdictions in Santa Clara County is 20 dwelling units per acre (DUA) or more.
(d) Residential capacity for Site A1 reflects the net increase in units.
Source: City of Cupertino, 2014

Figure 8 – "General Plan Table 5.3: Summary of Priority Housing Sites – Scenario A"

Notice that Figures B-7 and HE-1, Table LU-1, Table HE-5 show Vallco Shopping District with 389 units and the Legend of both clearly state that the Site Number is Realistic Capacity with the note: "Realistic capacity is generally 85% of maximum capacity". That would mean that 389 units is 85% of Vallco Shopping District's maximum, which would be 457.6 units.

Current zoning does not allow residential uses at Vallco, and as shown above, and would need to be modified: **"The zoning for the site would be modified as part of the Specific Plan process to allow residential uses as part of a mixed-use development**…" p 116 General Plan Appendix B Housing Element Technic Technical Report:
http://www.cupertino.org/home/showdocument?id=12717

Table HE-5: Summary of PRIORITY HOUSING ELEMENT SITES To Meet the RHNA - Scenario A

Site	Adopted General Plan/ Adopted Zoning	Special Area	Max Density (DUA)	Max Height	Realistic Capacity (units)
Site A1 (The Hamptons)	High Density P(Res)	North Vallco Park	85	75 ft; or 60 ft in certain locations*;	600 net
Site A2 (Vallco Shopping District)	RS/O/R P(Regional Shopping) & P(CG)	Vallco Shopping District	35	height to be determined in Vallco Shopping District Specific Plan	389
Site A3 (The Oaks Shopping Center)	C/R P(CG, Res)	Heart of the City	30	45 ft	200
Site A4 (Marina Plaza)	C/O/R P(CG, Res)	Heart of the City	35	45 ft	200
Site A5 (Barry Swenson)	C/O/R P(CG, Res)	Heart of the City	25	45 ft	11
				Total	1,400

Notes: Zoning for Site A2 (Vallco) will be determined by Specific Plan to allow residential uses. Site A1 (Hamptons) height limit of 60 feet is applicable for buildings located within 50 feet of property lines abutting Wolfe Rd, Pruneridge Ave. & Apple Campus 2 site. Site A2 (Vallco) height will be determined by Specific Plan. For more detail on height limits, see Land Use and Community Design Element, Figure LU-2.

Figure 9 – "General Plan Table HE-%: Summary of Priority Housing Element Sites to Meet the RHNA – Scenartio A"

Table 5.5: Summary of Priority Housing Sites - SCENARIO B

Site	Special Area/ Neighborhood	General Plan/Zoning	Max Density (DUA)	Acres	Realistic Capacity (units)	Affordability Level
Site B1 (Hamptons)	North Vallco Park	High Density P(Res)	99(a)	12.44	750	Very Low/Low
Site B2 (The Oaks Shopping Center)	Heart of the City	C/R P(CG, Res)	35 (b)	7.9	235	Very Low/Low
Site B3 (Marina Plaza)	Heart of the City	C/O/R P(CG, Res)	35	6.86	200	Very Low/Low
Site B4 (Barry Swenson)	Heart of the City	C/O/R P(CG, Res)	25	0.55	11	Very Low/Low
Site B5 (Glenbrook Apartments)	Heart of the City	Medium Density R3(10-20)	20	31.3	58	Very Low/Low
Site B6 (Homestead Lanes and Adjacency)	Homestead	C/R (c) P(CG, Res) (c)	35 (c)	5.1	132	Very Low/Low
Total				64.24	1,386	
Site B6 (Carl Berg property)	North De Anza	O/I/C/R P(CG, ML, Res)	25	7.98	169	Very Low/Low
Total				87.31	1318	

Notes:
(a) A General Plan Amendement and zoning change will be ncessary to allow the increase in density from 85 to 99 units per acre on Site B1.
(b) A General Plan Amendment and zoning change will be necessary to allow the increase in density from 30 to 35 units per acre on Site B2.
(c) A General Plan Amendment and zoning change will be necessary to allow residential uses at 35 units per acre on Site B6. Existing zoning for Site B6 is P(Rec, Enter).
(d) Realistic capacity reduces the maximum developable units by 15 percent on Sites B1, B2, B3, B4, and B6. Realistic capacity of Site B5 is (d)reduced by 46 percent due to existing site constraints.
(e) Identified capacity of sites that allow development densities of at least 20 units per acre are credited toward the lower-income RHNA based on State law. Pursuant to Government Code Section 65583.2(c)(3)(B), local governments may utilize "default" density standards to provide evidence that "appropriate zoning" is in place to support the development of housing for very-low and low-income households. The default density standard for Cupertino and other suburban jurisdictions in Santa Clara County is 20 dwelling units per acre (DUA) or more.
(f) Realistic capacity for sites B1 and B5 represent net new units.

Source: City of Cupertino, 2014

Figure 10– "Table 5.5: Summary of Priority Housing Sites – Scenario B"

Scenario B more equitably spreads housing across the city and results in some positive consequences and emergency shelter potentials. There also appears to be a RHNA surplus of +384 generated by this Scenario alternative.

Table 5.6: Comparison of Sites and RHNA - Scenario B

Income Category	Sites	Remaining RHNA	Surplus/ Shortfall(+/-)
Extremely Low and Very Low	1,386	356	
Low	--	207	
Moderate	--	196	
Above Moderate	--	243	
Total	1,386	1,002	+384

Source: City of Cupertino, 2014

As discussed in the Needs Assessment, the 2013 Santa Clara County Homeless Survey identified 112 homeless individuals on the streets and in emergency shelters, transitional housing, and domestic violence shelters in the city of Cupertino. The homeless facilities in Cupertino have a capacity to house 20 individuals. As a result, there is a need to accommodate at least 92 more homeless individuals in the City.

There are several underutilized parcels within the BQ zone that could accommodate a permanent emergency shelter that serves 92 or more individuals. In particular, a number of churches in BQ zones own more land than they currently use. Surplus lands owned by churches include large parking lots and recreational spaces like fields and tennis courts. There are at least five parcels with approximately 154,000 square feet of vacant land in the BQ zone that could accommodate a permanent emergency shelter. These sites range from 19,000 square feet to 50,000 square feet, with an average lot size of 31,000 square feet. Parcels of this size would be able to accommodate a permanent emergency shelter that meets the needs of Cupertino.

Those parcels with surplus land area in the BQ zone are primarily located on or near Cupertino's main arterial corridors, providing for easy access to public transportation and essential services. In total, 12 bus lines and 131

Figure 11 – Scenario B, the Alternative

Response H.9: Refer to Section 5.2 Response II.E.3. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment H.10: Insufficient and Conflicting Information Presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results

> Consistency Requirement with the General Plan
>
> The Specific Plan must be consistent with the General Plan by law.
> Ca GC 65450-65457:
>
> **(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.**

The specific plan shall include a statement of the relationship of the specific plan to the general plan.
http://www.opr.ca.gov/docs/specific_plans.pdf
https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatib]e with and will not frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects." Id.

Response H.10: Refer to Section 5.2 Response II.E.3.

Comment H.11: Proposed Project and Project Alternatives:

A resident of Cupertino spoke to the Fehr + Peers representative during the EIR Scoping Meeting February 22, 2018 regarding the 'housing heavy' option and was told that option would have "*around 4,000 units."* During the slide show presentation the following slides were shown for the project and the alternatives:

Proposed Project:

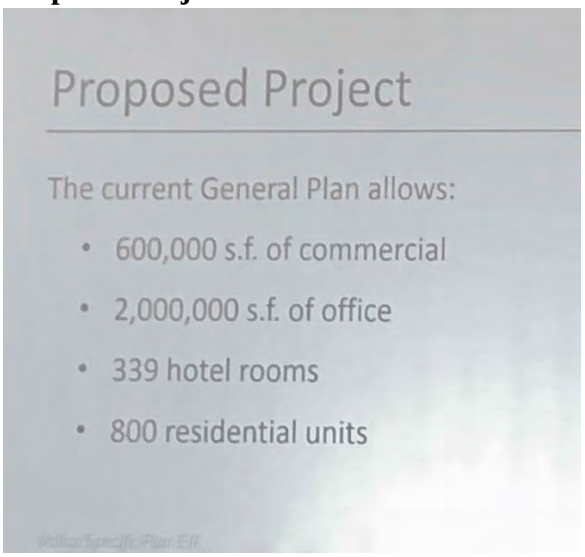


Figure 12

Figure 2
During the presentation, recorded here: https://youtu.be/kb89Oh1WU_0 The "Proposed Project", Figure 12, was listed as:

Proposed Project:

- 600,000 S.F. of commercial
- 2,000,000 SF office
- 339 hotel rooms
- 800 residential units

Response H.11: Refer to Section 5.2 Response II.H.5. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment H.12: The General Plan refers to Vallco Shopping District as: "... 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."

The Square footage amounts would result in primarily office, then residential, then commercial, then hotel: 2,000,000 SF, approximately 961,622 SF (using the Measure D Initiative Square Footage for then proposed 800 units as listed in the "Vallco Specific Plan Initiative Environmental Assessment," 600,000 SF retail, and approximately 500,000 SF hotel. The hotel total is approximate due to part of the hotel allotment being currently under construction at Hyatt House and 277,332 SF of hotel was mentioned in the Vallco Specific Plan Initiative Environmental Assessment for the remaining 191 hotel rooms available in the allotments.

The "Proposed Project" would result in an even smaller percentage of retail than the failed Measure D percentage: 16%.

Response H.12: The scope of the Draft EIR is not to verify, validate, or compare previous analyses completed for the project site (such as the above referenced Vallco Specific Plan Initiative Environmental Assessment). The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment H.13: There appears to be no City Council support for 2 million SF of office at Vallco. As stated earlier, the EIR may be stopped, and the reason to stop it would be that it is both inconsistent with the General Plan, and has insufficient support from the city leaders or the community.

Response H.13: The above comment expresses the opinion of the commenter. Refer to Section 5.2 Response II.E.3. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment H.14: Retail has definite requiring language regarding Vallco. None of the other parts have more than "encourage". Residential says "allow". The Land use portion language is not solidly stating anything is required except for retail. Following this logic, having the 2 Million SF office allotment is inconsistent with the GP language because building that would cause the site to be an office destination with some retail.

Response H.14: The project's consistency with applicable General Plan policies is discussed in Table 3.11-1 starting on page 165 of the Draft EIR. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required. Refer to Section 5.2 Response II.E.3.

Comment H.15: The GP EIR studied 600,000 SF retail, 2 Million SF office, 800 residential units, and 339 hotel rooms. The adopted Scenario A in the GP has 389 units. 35 DU/Ac was not an allotment but a density maximum for the 389 units on the site in those parts of the mixed use area which would allow housing. Alternative Scenario B has no housing at Vallco. The Housing Element supports that Vallco could have 389 units, and refers to those unit quantities as "realistic capacity" in Table HE-5 (above).

Response H.15: The comment refers to the General Plan EIR, which was certified in 2014, and does not raise any issues about the adequacy of this EIR. For this reason, no further response is required.

Comment H.16: The General Plan adopted "Scenario A" allotments for Vallco and stated that it would fall to Scenario B should a Specific Plan not be adopted by May 31, 2018.

Response H.16: The footnote in Table LU-1 of the adopted General Plan, which is excerpted in Comment II.G.9, states: "Buildout totals for Office and Residential allocation within the Vallco Shopping District are contingent upon a Specific Plan being adopted for this area by May 31, 2018. If a Specific Plan is not adopted by that date, City will consider the removal of the Office and Residential allocations for Vallco Shopping District. See the Housing Element (Chapter 4) for additional information and requirements within the Vallco Shopping District."

It is correct that a Specific Plan was not adopted for the Vallco Shopping District by May 31, 2018; however, the City is currently considering the development allocations for the Vallco Shopping District Special Area in the context of a Specific Plan, which is the subject of this EIR.

Comment H.17: As shown in the above section "General Plan Directive to Create a Vallco Shopping District Specific Plan", Vallco was never shown in any portion of the General Plan having more than 339 residential units.

Response H.17: As shown in General Plan Table LU-1 and discussed in Section 3.14 of the Draft EIR, the project site is allocated 389 residential units. Pursuant to General Plan Strategy LU-1.2.1, development allocations are assigned for various Planning Areas. As stated in Strategy LU-1.2.6, "[s]ome flexibility may be allowed for transferring allocations among Planning Areas provided no significant environmental impacts are identified beyond those already studied in the [General Plan EIR]."

The purpose of this EIR is to evaluate the impacts of the previous project and project alternatives. The previous project was a Specific Plan that includes development of 800 residential units on the project site and the Draft EIR Amendment evaluated a Housing Rich Alternative that includes 3,250 residential units on the site. The revised project is a Specific Plan that includes development of 2,923 residential units on the project site. Also refer to Section 5.2 Response II.E.3.

Comment H.18: A reasonable person ("reasonable person" from: http://www.opr.ca.gov/docs/specific_plans.pdf) would conclude that Vallco was never intended to be a heavy housing site and the General Plan provided Scenario B with other sites available for housing with **zero housing at Vallco**. The Vallco site was described in the General Plan as: "... 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." While the Vallco owner may wish for something else, that would have to follow a different process such as a General Plan Amendment.

Response H.18: Refer to Section 5.2 Response II.H.17 above. The comment is incorrect in stating that Housing Element Scenario B does not allow housing at the Vallco site. Rather, it simply removes Vallco as a Housing Element Priority Housing Site. The land uses for the project site would continue to be governed by the General Plan designation which would allow Commercial, Office and Residential uses at a density of 35 du/acre.

Comment H.19: The goals, policies, and strategies to achieve this vision in the General Plan Land Use section support residential as subordinate to other uses.

Response H.19: The above comment expresses the opinion of the commenter. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment H.20: Additionally, the 2 million SF of office completely ***frustrates*** the General Plan Housing Element Goal of providing adequate housing by generating an excess of employment.

Response H.20: Refer to Section 5.2 Response II.H.2.

Comment H.21: 2 million SF of office space would result in 1 employee per 300 SF or 6,667 new employees which far exceeds the number of residential units being studied. This is a project adjacent to 14,200 employees expected at Apple Park which has no onsite housing and 942 residential units planned in an expanded Hamptons complex, increased that complex by 600 residential units. This explains why there is scant support for 2 million SF of office at Vallco.

Response H.21: The population and employment for the previous project was projected by Economic & Planning Systems, Inc., the City's economic consultant. Economic & Planning Systems, Inc. estimates that the proposed office uses at the project site would generate approximately one employee per 250 square feet of office space (see footnote in Table 4.0-1 on page 402 of the Draft EIR). As a result, 2.0 million square feet of office development evaluated in the Draft EIR would generate approximately 8,000 employees. The number of employees generated by past projects do not have a bearing on this EIR. The comment also includes the commenter's personal opinions. Refer to Section 5.2 Response II.H.2.

Comment H.22: While Sand Hill requested that a much denser housing option be studied at Vallco, and that a mix between Measure D and a housing heavy option also be studied, neither of these options are consistent with the General Plan nor do they lessen the impacts of the "Proposed Project" which is a CEQA requirement.

Response H.22: The Draft EIR and EIR Amendment evaluate the environmental impacts of the previous project and project alternatives. The General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative, and Housing Rich Alternative include more residential units and a different intensity of land uses than included in the previous project. Table 7.2-1, starting on page 414 of the Draft EIR and Draft EIR Amendment Table 8.1-1, starting on page 274, summarize the environmental impacts of the project and project alternatives. As shown in Table 7.2-1, the Retail and Residential Alternative results in lesser air quality (Impacts AQ-2 and AQ-6), energy (Impacts EN-1 and EN-3), greenhouse gas (Impact GHG-1), transportation (Impacts TRN-1, TRN-2, TRN-6, and TRN-7), and utilities and service systems (Impact UTL-6) impacts than the previous project. As shown in Table 7.2-1 and Table 8.1-1, all of the project alternatives would reduce an impact of the previous project. Refer also to Master Response 4.

Comment H.23: Attempting to include a reallocation of allotments in and among other sites is beyond the scope of a Vallco Specific Plan and the General Plan. When office or any other allotment is pulled from the General Plan and placed in the city "pool" it results in an alteration of the General Plan. These options were not studied in the General Plan EIR.

Response H.23: Refer to Section 5.2 Response II.H.17. The environmental impacts of the previous project and project alternatives are studied in the Draft EIR and EIR Amendment.

Comment H.24: Alternatives to Project:
"The California Environmental Quality Act (CEQA), Section 15126.6, requires an Environmental Impact Report (EIR) to describe a reasonable range of alternatives to a Project or to the location of a Project which could feasibly attain its basic objectives but would avoid or substantially lessen any of the significant effects of the project, and evaluate the comparative merits of the alternatives."

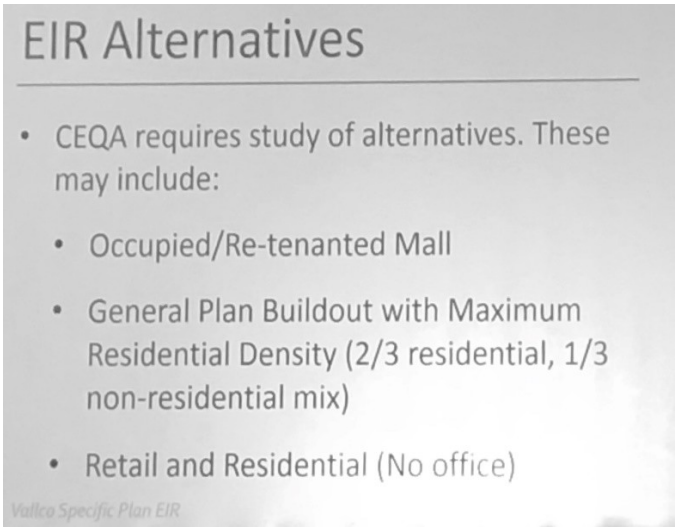


Figure 13
The EIR Alternatives were listed as:
Occupied Re-Tenanted Mall
General Plan Buildout with Maximum Residential Density (2/3 residential, 1/3 non-residential mix)
Retail and Residential (No office)

Response H.24: The excerpted slide (Figure 13 in the above comment) states: "CEQA requires study of alternatives. These *may* [emphasis added] include…." In addition, the EIR studies the no project alternative and the EIR Amendment studies the Housing Rich Alternative. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment H.25: Occupied/Re-tenanted Mall is Not "No Project"

CEQA alternatives require the "no project" alternative:

"NO PROJECT ALTERNATIVE CEQA Guidelines section 15126.6(e) requires that an EIR evaluate a "No Project" alternative. The purpose of this alternative is to "allow decision-makers to compare the impacts of approving the proposed project with the impacts of not approving the proposed project." This alternative analysis compares the environmental effects of the project site remaining in its existing condition against environmental effects that would occur if the proposed project were approved."

The mall has been gradually closed by the owners over the past few years, most recently announcing the departure of AMC theaters. The occupancy rate of the mall in 2014 was 66% according to Appendix 7 Table 2 City of Cupertino 9212 Report for Vallco Specific Plan 'Measure D' and had taxable sales of $99,060,000 based on actual performance. AMC will close in March, 2018. (Traffic analysis must occur after their departure.)

A "re-tenanted mall" would be an alternative apart from and substantially different to "no project" since the mall has been largely shuttered and the owner has allowed other uses: automobile dealership car storage, Genentech and other shuttle bus commuter parking and transit pickup on the site, with Bay Club gym, Bowlmor lanes, the ice rink, Dynasty restaurant, and new remodeling of the Food Court for Fremont Union High School District classroom use either remaining or upcoming. These conditions are "no project", not a re-tenanted mall. A re- tenanted mall would be a fourth alternative to project.

Response H.25: The above comment is correct; the Occupied/Re-Tenanted Mall is not the No Project alternative. Refer to Section 5.2 Response II.H.4.

Comment H.26: Alternative B is Not Consistent with the General Plan
The second alternative on the EIR Alternatives Slide, Figure 2, "Alternative B" was described as "General Plan Buildout with Maximum Residential density (2/3 residential, 1/3 non-residential mix)" At 8:48 in the recording, linked above, it was stated that the residential *'may have approximately 2,600 to 2,640 residential units in addition to office and retail and hotel space*'. This alternative is inconsistent with the General Plan.

Response H.26: Refer to Section 5.2 Response II.H.5.

Comment H.27: Vallco Shopping District in no part of the General Plan was ever described as a housing complex nor were housing totals ever in any vicinity of these amounts. The General Plan consistently shows 389 residential units as the realistic capacity any only by inference could a higher capacity of 457.6 residential units be determined. When I attended the meeting, I did not hear the residential densities spoken and only learned of them through a news blog. In no mailings were these quantities given, and they are not listed on the city website. This is insufficient information describing the project since the slide shows no proposed sizes or any information as to what the non-residential mix could possibly have in it. Given the abundance of office at Apple Park (3.7 million SF with expected 14,200 employees), the variations in "the mix" can cause huge environmental impacts.

Response H.27: The previous project, which includes 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential units, was clearly stated in the Notice of Preparation for the project and in the presentation at the EIR scoping meeting held on February 22, 2018. CEQA does not require that the project alternatives be identified in the NOP or EIR Scoping Meeting.

The project alternatives and their impacts are identified and disclosed in the Draft EIR and EIR Amendment. Refer to Section 5.2 Response II.H.22.

Comment H.28: A reasonable person would find this proposed alternative 'housing heavy' option not consistent with the general plan.

Response H.28: Refer to Section 5.2 Response II.E.3.

Comment H.29: **Alternative C is Insufficiently Described – May be inconsistent**

Lastly, the third alternative was listed as "Retail and Residential (No office)." This alternative, "Alternative C," had no quantity either on the slide or spoken about for either retail or residential and omits the hotel room and office allotments from the General Plan.

This proposed alternative 'retail and residential' is described too insufficiently to determine if it could potentially avoid or substantially lessen any of the significant negative effects of the "Proposed Project", or not.

Response H.29: Refer to Section 5.2 Response II.H.22.

Comment H.30: **Conclusions:**

1. The "Proposed Project" does not appear to be consistent with the General Plan because it is an office park with over 84% non-retail use when the project is detailed as the "Vallco Shopping District."
2. The "Proposed Project" frustrates the General Plan goal to balance employment with housing by providing a gross excess of jobs to housing.
3. Cupertino Ballot Measure D, a similar proposal to "Proposed Project", was placed before voters and was rejected 55%. This project, with the high office square footage has scant support and would likely be rejected by City Council.
4. "No Project" would be a fourth alternative, Occupied/Re-tenanted mall is not the same as "No Project"
5. Alternative B, with conflicting 2,600-4,000 residential units, is inconstant with the General Plan.
6. Alternative C is too insufficiently described to determine if is consistent with the General Plan. Portions of the mixed uses were eliminated, which seems inconsistent.
7. For the above reasons, the EIR process must be halted for a replacement "Proposed Project" which is consistent with the General Plan

Response H.30: Refer to Section 5.2 Responses II.H.1 through II.H.29.

Comment H.31: Appendix

CITY ATTORNEY'S BALLOT TITLE AND SUMMARY FOR PROPOSED INITIATIVE SUBMITTED ON MARCH 3, 2016

TITLE: Initiative adopting the Vallco Town Center Specific Plan to (1) provide that the Vallco Shopping District Special Area ("Area") contains a mixture of residential, office, retail, civic and education uses; (2) require any development to fund or provide community benefits such as transit, schools, a green roof, and recycled water; and (3) grant the property owner initial entitlements to develop in accordance with the Initiative and establish a process for future approvals; and making related amendments to Cupertino's General Plan and Municipal Code.

SUMMARY: The Initiative involves the property designated in Cupertino's General Plan (Community Vision 2015 – 2040) as the Vallco Shopping District Special Area. Fifty-one acres of the 58-acre property are currently occupied by the Vallco Shopping Mall. The General Plan envisions redevelopment of the Area as a mixed-use project, sets forth development allocations, goals, policies and strategies, and requires adoption of a specific plan prior to any development.

The Initiative states that it implements and fulfills the requirements of the General Plan and the vision of the community by approving the Vallco Town Center Specific Plan ("Specific Plan") establishing a mix of retail, dining, entertainment, recreation, offices, housing, hotel, education, civic, public open space, and amenities. The Initiative includes associated amendments to the General Plan and City of Cupertino Municipal Code.

The Initiative:

(1) States that it would entitle the property owners to develop the Area in accordance with the Specific Plan, exempt the Area from provisions of the Municipal Code not provided in the Specific Plan, and establish process for future approvals;

(2) Adopts a Specific Plan establishing development features for the Area including:

(a) 389 residential units (minimum 20% senior apartments), which may be increased through a Conditional Use Permit process up to the General Plan allocations if there are no significant and unavoidable impacts beyond those identified in the General Plan Environmental Impact Report;

(b) 2,000,000 square feet ("sf") of office space (minimum of 100,000 sf of incubator space for businesses);

(c) 640,000 sf of commercial space (regional retail, entertainment, and personal service);

(d) 100,000 (minimum 50,000) sf of public/civic space;

(e) Two Town Centers (3-acre minimum);

(f) 30 acres minimum of Community Park and Nature Area or "green roof" (3.8 miles minimum to be publicly accessible trails), with drought tolerant landscaping and recycled water infrastructure;

(g) 9,060 parking spaces below, above, and at grade level;

(h) 80 feet (maximum) building height west of Wolfe Road and 95 feet (maximum) building height east of Wolfe Road, scaled to minimize impacts on residential; and

(i) 191 hotel rooms (in addition to a previously approved hotel).

(3) Requires any development, other than on two sites proposed for hotels, to fund community benefits which may be incorporated into a development agreement, including transportation improvements ($30 million for I-280, a free shuttle, transit center, and bike/pedestrian trails), 5,000 square feet of charitable civic space, and no less than 10 times what is legally required for schools (approximately $40 million);

(4) Changes standards for "parcelization" (division of the property into smaller parcels); and

(5) States that, until January 1, 2027, its provisions may only be amended or repealed by the voters.

2

Response H.31: No comment was provided with the above excerpt and the text in the excerpt does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

I. Kitty Moore (dated June 6, 2018, 5:43PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment I.1: The following forwarded message is a request to halt the EIR process due to the invocation of SB 35, dated March 27, 2018.

Please halt the EIR due to the invocation of SB 35.

Please inform neighbors surrounding Vallco that there is no need for an EIR. Note how the structure now towers over neighbors.

If you cannot open the article let me know.

https://www.bizjournals.com/sanjose/news/2018/03/27/vallco-cupertino-redevelopment-sb-35-housing.html

Response I.1: Refer to Master Response 1. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

J. Kitty Moore (dated June 7, 2018, 2:33PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment J.1: I would still like to have the ITE trip generation tables, traffic counts and dates from the GPA 2040 DEIR certified 12/4/2014. I requested them over a year ago.

> **Response J.1:** If requested as a Public Records Act Request, please contact the City Clerk's office for a status update on this request. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

Comment J.2: In addition, no one has yet clarified what the city had studied at Vallco. The DEIR for Vallco Specific Plan circulated March 24, 2018 states, on page 7, PDF 43, footnote 6:

6 The General Plan EIR analyzed the demolition of the existing 1,207,774 square foot mall and redevelopment of the site with up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential dwelling units within the Vallco Special Area.

Source:
Vallco DEIR. "Draft Environmental Impact Report, Vallco Special Area Specific Plan, SCH# 2018022021." Cupertino, 24 May 2018. <http://www.cupertino.org/our-city/departments/community-development/planning/major-projects/vallco>.
I have made several requests about what was actually studied in the DEIR for the General Plan Amendment process because it appears now to be very clear that the city engaged in piecemeal planning and delivered benefits to developer in the GPA process. Is that a correct assessment?

> **Response J.2:** Footnote 6 on page 7 of the Draft EIR, which is partially excerpted above, is correct. Also refer to Section 5.2 Response II.E.22. The General Plan was adopted based on the analysis completed in the 2014 General Plan EIR and the 2015 EIR Addendum. This is a comment on the General Plan EIR, and not a comment on this EIR, which analyzes a Specific Plan for the Vallco site, and states the commenter's opinion.

Comment J.3: Attached is an analysis of what has been communicated regarding what was studied in the DEIR for the General Plan Amendment in 2014 vs. what was apparently quite privately studied, this has been sent to the city last month.

Here is the conclusion:

Conclusion:

There appears to be either a non-disclosure of the contents of the General Plan EIR, which would be highly inappropriate, or a serious misunderstanding in the developer and consultants' belief that 2 Million SF of office and 800 residential units were studied at Vallco in the General Plan Amendment EIR. Neither of these options are good. Please conduct a thorough review which shall include requesting exactly what Hexagon was told to study for the Vallco site specifically. Other consultants for the EIR would also have needed to know where the office and housing allocations were to be spread around the city and would be able to confirm what they were told to analyze. Additionally, the city staff should be asked what they told the developer as to what had been analyzed in the EIR to determine why the developer believes/believed they had studied the 2 Million SF of office and 800 residential units. Lastly, it is very disconcerting that the consultant for the current Vallco EIR believe the 2 Million SF and 800 residential units had already been studied at the Vallco site, was the 9212 report inaccurate in many places? Will the current Vallco EIR be full of inaccuracies?

Please make findings public.

Response J.3: Refer to Section 5.2 Response II.J.2.

ATTACHMENT TO COMMENT LETTER

Comment J.4: Vallco – General Plan EIR Inconsistencies

Summary:
The Environmental Impact Report completed in 2014 for the city-wide General Plan Amendment for Cupertino's General Plan Vision 2040 does not indicate specific allocations for Vallco Shopping District were studied. At issue is whether the city performed a site specific EIR with certain allocations at Vallco, or not. The current property owner (who did not own the entire site at the time of the EIR) and the consultant for the developer's failed Measure D ballot initiative, the Vallco Town Center Specific Plan Initiative, seem to agree that 2 Million SF of office and 800 residential units were indeed studied in the city-wide program level General Plan EIR.

Who is correct?

Why does the same company conducting the EIR for Vallco's current Proposed Project believe that the EIR studied 2 Million SF office and 800 residential units in the General Plan EIR back in 2014? How could this have occurred?

Response J.4: Refer to Section 5.2 Response II.J.2. The Vallco Special Area Specific Plan Draft EIR is a site-specific analysis for the development of the previous project. Also refer to Section 5.2 Response II.E.11.

Comment J.5: What are the penalties for studying a project level proposal in a General Plan program level EIR? Why are cities NOT supposed to do this?

Response J.5: CEQA Guidelines Section 15146 states: "The degree of specificity required in an EIR will correspond to the degree of specificity involved in the underlying activity which is described in the EIR." CEQA does not prohibit project-level analysis in a program-level document.

Comment J.6: The following is SOME of the information to support my statements:

General Plan DEIR – June 18, 2014 – No Office Quantity for Vallco, no residential quantity for Vallco

The June 18, 2014 DEIR has no indication that 2,000,000 SF of office space would be allocated to Vallco Shopping District. There is no indication that 2,000,000 SF of office and other allocations were studied at that location for the DEIR.

The following pages from the June 18, 2014 DEIR show that office was mentioned in the text to be in the Proposed Project for the EIR study, but no amount of allocation was mentioned. Proposed Project is also referred to as Alternative C.

TABLE 3-6 EXISTING AND PROPOSED HEART OF THE CITY SPECIAL AREA DEVELOPMENT STANDARDS

	Development Allocation			Maximum Density		Maximum Height	
	Remaining	Proposed	Difference	Existing	Proposed	Existing	Proposed
Office	17,113 sf	2,700,000 sf	+ 2,682,887 sf				
Commercial	695,629 sf	750,000 sf	+ 54,371 sf			45 feet 60 feet[c]	45 feet
Hotel	339 rooms	639 rooms	+ 300 rooms				
Residential	608 units	2,100 units	+ 1,492 units	25 du/ac[a]	25 du/ac	45 feet 60 feet[c]	45 feet
Stevens Creek and 85 Gateway				25 du/ac	35 du/ac	45 feet	60 feet 75 feet[d]
North Crossroads Node				25 du/ac	40 du/ac	45 feet	60 feet 75 feet[d]
City Center Node				25 du/ac	25 du/ac	45 feet	75 feet 90 feet[d] 110 feet[e]
South Vallco Park Gateway West				35 du/ac[b]	35 du/ac	45 feet 60 feet[c]	60 feet 75 feet[d] 85 feet[f]
South Vallco Park Gateway East				35 du/ac[b]	35 du/ac	45 feet 60 feet[c]	75 feet 90 feet[e] 160 feet[g]
De Anza College Node							
Community Recreation Node							
Civic Center Node						45 feet	45 feet

Note: sf = square feet, du/ac = dwelling units per acre
a. except where otherwise indicated in the current General Plan
b. South Vallco area
c. South Vallco area with retail
d. with retail
e. with retail and community benefits in the surface parking lot along Stevens Creek Boulevard and existing parking garage to the rear
f. along Stevens Creek Boulevard and Wolfe Road with retail and community benefits
g. with retail and community benefits on the east side of Wolfe Road bounded by I-280 to the north, Vallco Parkway to the south, and Perimeter Road to the east
Source: City of Cupertino, 2014.

3.7.2.6 STUDY AREA 6 (VALLCO SHOPPING DISTRICT)

Existing Conditions

Study Area 6 (Vallco Shopping District) is would be located within the South Vallco Park Gateway East and West within the Heart of the City Special Area and is part of the Heart of the City Specific Plan area. As shown in Figure 3-17, the Study Area is bounded by the I-280 to the north, portions of North Wolfe Road and Perimeter Road to the east, Stevens Creek Boulevard to the south, and another portion of Perimeter Road to the west. Currently, this Study Area is physically separated by North Wolfe Road, but connected via an elevated bridge. This Study Area is considered the city's regional shopping district and consists of many retail stores, including major national retailers, such as Macy's, Sears, and JC Penney. The Vallco Shopping District also houses one of two movie theatres in the city, AMC Cupertino. Along with major retailers, there are numerous restaurants, including national chain restaurants and high-end restaurants and a newly constructed mixed use development with 204 multi-family units and 45,000 square feet of commercial development. The Vallco Shopping District is surrounded with commercial uses to the south-east and south-west of the site and office/industrial uses to the east. Single family residential development is located to the west of the Study Area while there is a mixed-use multi-family development with 107 residential units (Metropolitan) and a mixed-use office, commercial and residential (120 units) development (Main Street) planned to the south-east of the Study Area. This Study Area includes nine bus stops providing public transportation to and from the Study Area, as shown on Figure 3-17, and lies east of L. P. Collins Elementary School and Portal Park, and to the northwest of Cupertino High School.

This Study Area is within the Commercial/Residential (C/R) General Plan land use designation and zoned as Planned Development Regional Shopping (P(Regional Shopping)).

Proposed Project

Under the proposed Project, Study Area 6 (Vallco Shopping District) would include a major redesign of the Vallco Shopping Mall area to create a "downtown" for Cupertino. Proposed uses would include commercial, office, residential, public/quasi-public, and hotel. A majority of this Study Area is also a potential Housing Element Site 11 (Vallco Shopping District except Rosebowl). In South Vallco Park Gateway West, maximum heights would be 60 feet or up to 85 feet, if a project features a retail component and provides community benefits. See Table 3-15 for a description of height allowanced by parcel.

In South Vallco Park Gateway East, maximum height would be 75 feet or up to 160 feet if a project includes a retail component and provides community benefits. See Table 3-15 for a description of height allowanced by parcel. As shown below in Table 3-15, zoning would be amended to Planned Development, Regional Shopping, Professional Office, and Residential (P(Regional Shopping, OP, Res)) to allow for research and development offices and residential uses. Further, the General Plan designations would be changed to Commercial/Office/Residential (C/O/R) to allow for office uses in addition to commercial and residential uses, which are the existing designations.

Source: City of Cupertino, 2013; MIG, Inc, 2014; PlaceWorks, 2014; ESRI, 2010.

Figure 3-17
Study Area 6 (Vallco Shopping District)

PROJECT DESCRIPTION

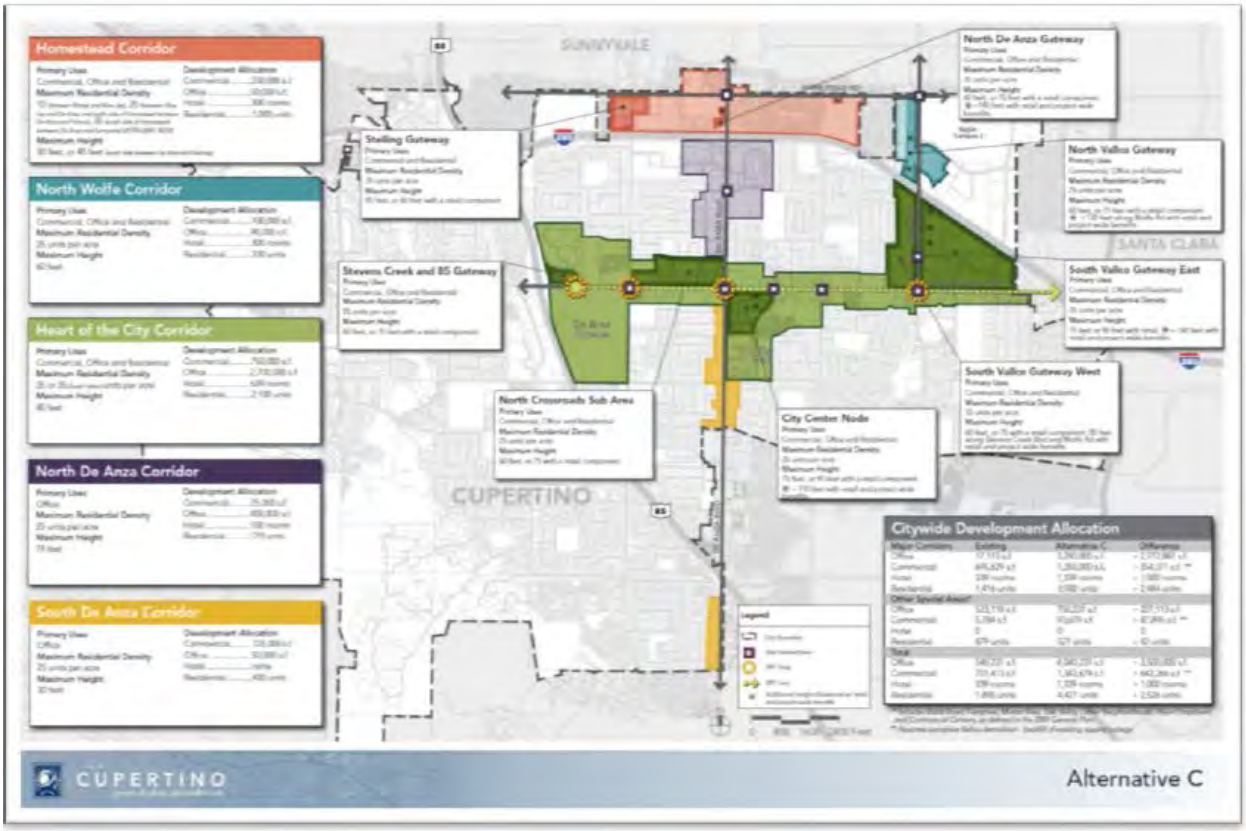
TABLE 3-15 STUDY AREA 6 (VALLCO SHOPPING DISTRICT) EXISTING AND PROPOSED DEVELOPMENT STANDARDS

Map #	Tenant / Use	Address	APN	Parcel Size	Building Size	General Plan		Zoning		Maximum Density		Maximum Height	
						Existing	Proposed	Existing	Proposed	Existing	Proposed	Existing	Proposed
1	AMC Theater	10123 North Wolfe Road	316-20-103	1.85 ac	93,332 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a] 85 feet[b]
2	Benihana's / Bowlmor	2074 Vallco Fashion Park	316-20-100			C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	75 feet 90 feet[a] 160 feet[c]
3	Dynasty Restaurant	10123 North Wolfe Road	316-20-105	3.98 ac	442,819 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a] 85 feet[b]
4	General Mall	10123 North Wolfe Road	316-20-107 316-20-081			C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a] 85 feet[b]
5	Parking Garage	N/A	316-20-107	5.44 ac	659 spaces	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a]
6	Parking Garage	N/A	316-20-106	3.25 ac	709 spaces	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a]
7	TGI Friday's	10343 North Wolfe Road	316-20-104	1.00 ac	8,960 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a] 85 feet[b]
8	Alexander's Steakhouse	10330 North Wolfe Road	316-20-099	0.86 ac	10,243 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	75 feet 90 feet[a] 160 feet[c]
9	Macy's	10333 Wolfe Road	316-20-101	4.57 ac	176,962 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a]
10	Sears Store / Bay Club	10101 North Wolfe Road	316-20-080	7.64 ac	257,548 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a] 85 feet[b]
11	Auto Center	10101 North Wolfe Road	316-20-082	4.78 ac	15,556 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a] 85 feet[b]

TABLE 3-15 STUDY AREA 6 (VALLCO SHOPPING DISTRICT) EXISTING AND PROPOSED DEVELOPMENT STANDARDS

Map #	Tenant / Use	Address	APN	Parcel Size	Building Size	General Plan		Zoning		Maximum Density		Maximum Height	
						Existing	Proposed	Existing	Proposed	Existing	Proposed	Existing	Proposed
12	Parking Garage	N/A	316-20-081	3.68 ac	418 spaces	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	60 feet 75 feet[a]
13	JC Penney	10150 North Wolfe Road	316-20-094	10.08 ac	202,360 sf	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	75 feet 90 feet[a] 160 feet[c]
14	Parking Garage	N/A	316-20-095	2.73 ac	725 spaces	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	60 feet	75 feet 90 feet[a] 160 feet[c]
15	Rose Bowl Mixed-Use	10088 N. Wolfe Road	316-20-108	5.85 ac	59,827 sf[d] 204 units	C/R	C/R	P(CG, OP, ML, Res)	P(CG, OP, ML, Res)	35 du/ac	35 du/ac	60 feet	75 feet 90 feet[a]
16	KCR Development	N/A	316-20-092	2.12 ac	vacant	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	N/A	75 feet 90 feet[a] 160 feet[c]
17	Simeon	N/A	316-20-088	5.18 ac	vacant	C/R	C/O/R	P(Regional Shopping)	P(Regional Shopping, OP, Res)	35 du/ac	35 du/ac	N/A	60 feet 75 feet[a]
Total				63.01 ac	1,267,601 sf 2,550 parking garage spaces (does not include surface spaces) 204 units								

Note: sf = square feet, ac = acres, du/ac = dwelling units per acre, N/A = not applicable
General Plan Designations: C/O/R = Commercial/Office/Residential, C/R = Commercial/Residential
Zoning designations: P(Regional Shopping) = Planned Development, P(Regional Shopping, OP, Res) = Planned Development Regional Shopping, Planned Office, Residential
a. with retail
b. along Wolfe Road with retail and community benefits
c. with retail and community benefits
d. along Stevens Creek Boulevard and Wolfe Road with retail and community benefits
e. along Stevens Creek Boulevard with retail and community benefits
Source: City of Cupertino, 2014



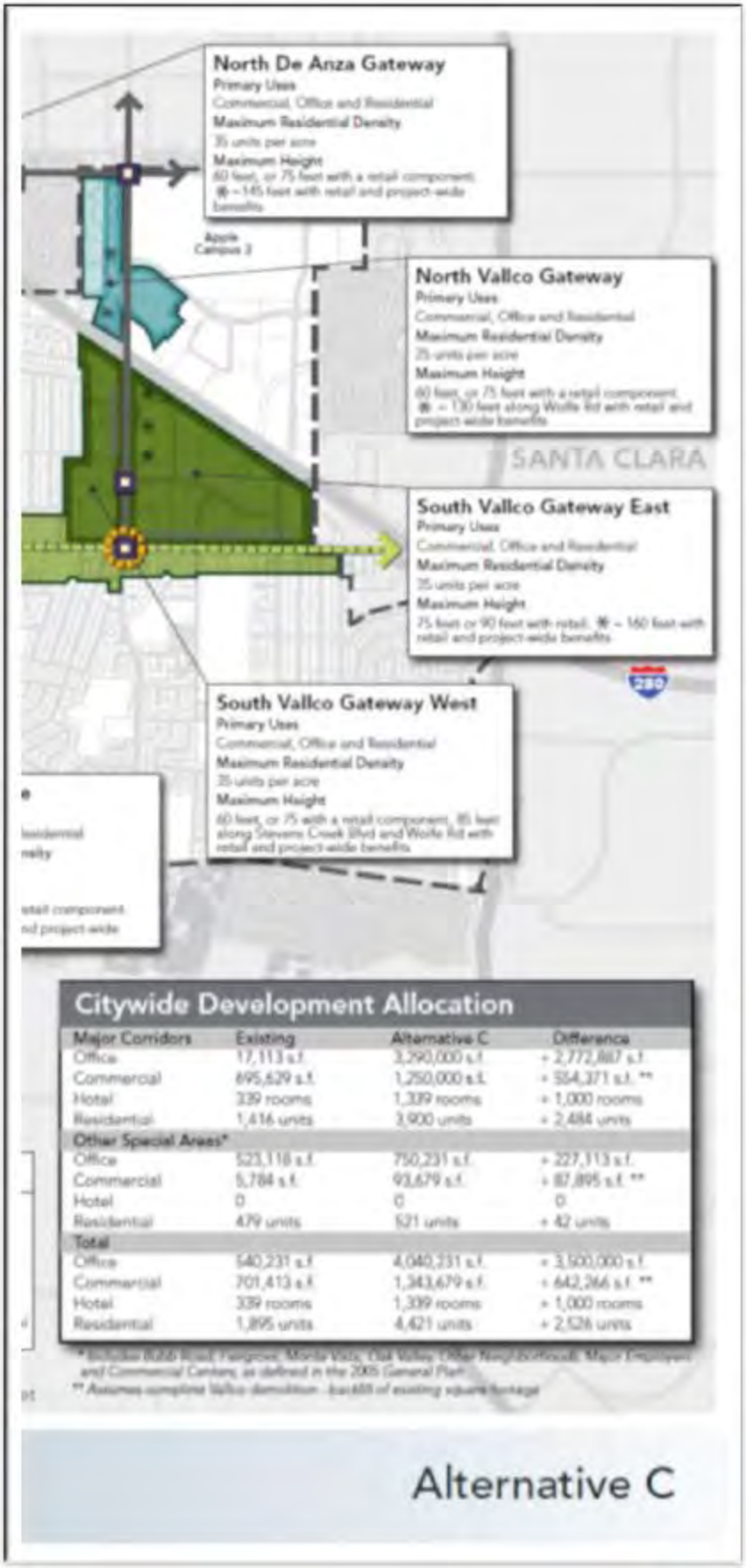
Citywide Development Allocation

Major Corridors	Existing	Alternative C	Difference
Office	17,113 s.f.	3,290,000 s.f.	+ 2,772,887 s.f.
Commercial	695,629 s.f.	1,250,000 s.f.	+ 554,371 s.f. **
Hotel	339 rooms	1,339 rooms	+ 1,000 rooms
Residential	1,416 units	3,900 units	+ 2,484 units
Other Special Areas*			
Office	523,118 s.f.	750,231 s.f.	+ 227,113 s.f.
Commercial	5,784 s.f.	93,679 s.f.	+ 87,895 s.f. **
Hotel	0	0	0
Residential	479 units	521 units	+ 42 units
Total			
Office	540,231 s.f.	4,040,231 s.f.	+ 3,500,000 s.f.
Commercial	701,413 s.f.	1,343,679 s.f.	+ 642,266 s.f. **
Hotel	339 rooms	1,339 rooms	+ 1,000 rooms
Residential	1,895 units	4,421 units	+ 2,526 units

** Includes Bubb Road, Fairgrove, Monta Vista, Oak Valley, Other Neighborhoods, Major Employers and Commercial Centers, as defined in the 2005 General Plan*

*** Assumes complete Vallco demolition - backfill of existing square footage*

Alternative C


North De Anza Gateway
Primary Uses
Commercial, Office and Residential
Maximum Residential Density
35 units per acre
Maximum Height
60 feet, or 75 feet with a retail component.
✻ = 145 feet with retail and project-wide benefits
Apple Campus 2
North Vallco Gateway
Primary Uses
Commercial, Office and Residential
Maximum Residential Density
35 units per acre
Maximum Height
60 feet, or 75 feet with a retail component.
✻ = 130 feet along Wolfe Rd with retail and project-wide benefits
SANTA CLARA
South Vallco Gateway East
Primary Uses
Commercial, Office and Residential
Maximum Residential Density
35 units per acre
Maximum Height
75 feet or 90 feet with retail. ✻ = 160 feet with retail and project-wide benefits
280
South Vallco Gateway West
Primary Uses
Commercial, Office and Residential
Maximum Residential Density
35 units per acre
Maximum Height
60 feet, or 75 with a retail component, 85 feet along Stevens Creek Blvd and Wolfe Rd with retail and project-wide benefits
Citywide Development Allocation
Major Corridors | Existing | Alternative C | Difference
Office | 17,113 s.f. | 3,290,000 s.f. | + 2,772,887 s.f.
Commercial | 695,629 s.f. | 1,250,000 s.f. | + 554,371 s.f. **
Hotel | 339 rooms | 1,339 rooms | + 1,000 rooms
Residential | 1,416 units | 3,900 units | + 2,484 units
Other Special Areas*
Office | 523,118 s.f. | 750,231 s.f. | + 227,113 s.f.
Commercial | 5,784 s.f. | 93,679 s.f. | + 87,895 s.f. **
Hotel | 0 | 0 | 0
Residential | 479 units | 521 units | + 42 units
Total
Office | 540,231 s.f. | 4,040,231 s.f. | + 3,500,000 s.f.
Commercial | 701,413 s.f. | 1,343,679 s.f. | + 642,266 s.f. **
Hotel | 339 rooms | 1,339 rooms | + 1,000 rooms
Residential | 1,895 units | 4,421 units | + 2,526 units
* Includes Bubb Road Triangle, Monta Vista, Oak Valley, Other Neighborhood, Major Employment and Commercial Centers, as defined in the 2005 General Plan
** Assumes complete Vallco demolition - but still of existing square footage
Alternative C

Public Request Emails Request RE: Allocations to Vallco:

From: Aarti Shrivastava
To: Grace Schmidt
Cc: Aarti Shrivastava
Subject: FW: Cupertino Height Limits
Date: Monday, January 05, 2015 9:53:50 AM
Attachments: Moffet Place Typical Elevations 11.10.13.pdf
Moffet Place Project Data 11.10.13.pdf

Aarti

-----Original Message-----
From: Reed Moulds [mailto:rmoulds@shpco.com]
Sent: Saturday, December 21, 2013 11:44 PM
To: Aarti Shrivastava
Cc: Gary Chao; George Schroeder
Subject: RE: Cupertino Height Limits

We have been assuming a similar design to Jay Paul's Moffett Towers and Moffett Place projects in Sunnyvale (similar height, larger floor plates, steel structure, etc). Attached are project data and elevation sheets from the Moffett Place project, which was approved earlier this month. This is showing an 8 story building topping out at 129', with 14' for floors 2-8 (and 15' for the rooftop equipment screen). Adding a 9th and 10th 14' floor would put the building at 157' tall, all in.

If I don't have to include the rooftop equipment/screen in the height calc, we can shave some feet...

-----Original Message-----
From: Aarti Shrivastava [mailto:AartiS@cupertino.org]
Sent: Friday, December 20, 2013 7:32 AM
To: Reed Moulds
Cc: Gary Chao; George Schroeder
Subject: Re: Cupertino Height Limits

Reed,
The height is measured from the grade it's built. How much height do you need for 10 stories? We calculated 16 ft first floor plate, 13 ft. Upper floor plates and a 3 ft. Parapet should fit in 140 ft.

Aarti

> On Dec 19, 2013, at 6:06 PM, "Reed Moulds" <rmoulds@shpco.com> wrote:
>
> Won't get 10 with 140'. If that's the case there definitely will need
> to be extra height for those buildings along the edges of Stevens
> Creek and also along Wolfe (at least 80') in order to make any use of
> the office that might get swapped in for resi.
>
> If it's 140' hopefully for the aesthetic impact you can measure it
> from the JCP entrance (198') to accommodate a contemporary 10-story
> building. If not, even from the 186' Perimeter elevation would be
> better than from the 175' at Alexander's, the latter of which would
> still probably only yield 8 great stories (which would get built
> before 9 short floors). Tenants demand quality -- have to deliver that.
>
>

From: George Schroeder
To: Piu Ghosh; Aarti Shrivastava; Gary Chao; Diana Pancholi
Subject: FW: Cupertino Housing Element participation - Sand Hill Property Company
Date: Tuesday, February 04, 2014 6:05:55 PM

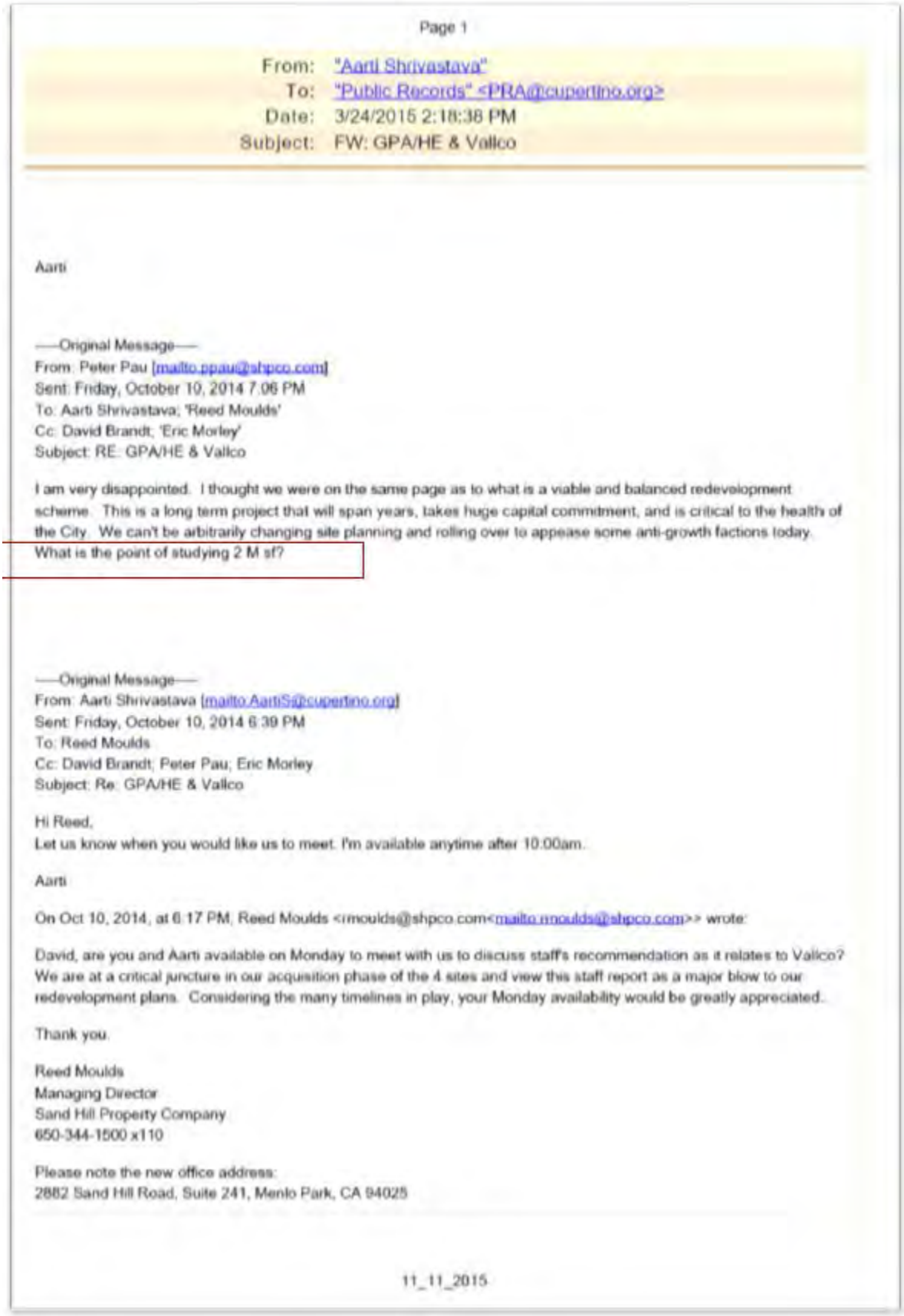
FYI

From: Reed Moulds [mailto:rmoulds@shpco.com]
Sent: Tuesday, February 04, 2014 6:05 PM
To: George Schroeder
Subject: Cupertino Housing Element participation - Sand Hill Property Company

George, this email serves to indicate Sand Hill Property Company's interest in participating in the City's Housing Element process. As you know we are in contract to acquire one or more of the Vallco Shopping Mall parcels and would like the ability to develop at least 800 market-rate residential units, without age restriction, at the property.

Reed Moulds
Managing Director
Sand Hill Property Company
203 Redwood Shores Parkway, Suite 200
Redwood City, CA 94065
650-344-1500 x110

In the following exchange it appears that Peter Pau of SHPCO believes that 2 Million SF of office is being studied at Vallco:



Page 1

From: "Aarti Shrivastava"
To: "Public Records" <PRA@cupertino.org>
Date: 3/24/2015 2:18:38 PM
Subject: FW: GPA/HE & Vallco

Aarti

—Original Message—
From: Peter Pau [mailto:ppau@shpco.com]
Sent: Friday, October 10, 2014 7:06 PM
To: Aarti Shrivastava; 'Reed Moulds'
Cc: David Brandt; 'Eric Morley'
Subject: RE: GPA/HE & Vallco

I am very disappointed. I thought we were on the same page as to what is a viable and balanced redevelopment scheme. This is a long term project that will span years, takes huge capital commitment, and is critical to the health of the City. We can't be arbitrarily changing site planning and rolling over to appease some anti-growth factions today. What is the point of studying 2 M sf?

—Original Message—
From: Aarti Shrivastava [mailto:AartiS@cupertino.org]
Sent: Friday, October 10, 2014 6:39 PM
To: Reed Moulds
Cc: David Brandt; Peter Pau; Eric Morley
Subject: Re: GPA/HE & Vallco

Hi Reed,
Let us know when you would like us to meet. I'm available anytime after 10:00am.

Aarti

On Oct 10, 2014, at 6:17 PM, Reed Moulds <rmoulds@shpco.com<mailto:rmoulds@shpco.com>> wrote:

David, are you and Aarti available on Monday to meet with us to discuss staff's recommendation as it relates to Vallco? We are at a critical juncture in our acquisition phase of the 4 sites and view this staff report as a major blow to our redevelopment plans. Considering the many timelines in play, your Monday availability would be greatly appreciated.

Thank you.

Reed Moulds
Managing Director
Sand Hill Property Company
650-344-1500 x110

Please note the new office address:
2882 Sand Hill Road, Suite 241, Menlo Park, CA 94025

11_11_2015

Here the developer is requesting a specific allocation to Vallco which, they believe was studied in the EIR for that site:

SAND HILL PROPERTY COMPANY

October 13, 2014

Via Overnight Delivery and E-Mail

Chair Brophy and Members of the Planning Commission
Cupertino City Hall
10300 Torre Avenue
Cupertino, CA 95014-3202

Re: General Plan Amendment: Office Allocation for Vallco Shopping District

Dear Chair Brophy and Members of the Planning Commission:

I am writing on behalf of Sand Hill Property Company ("Sand Hill") regarding the treatment of the Vallco Shopping District ("Vallco") in the General Plan Amendment. Sand Hill is in the midst of acquiring the Vallco parcels for potential redevelopment, so we are keenly interested in working with the City of Cupertino ("City") to develop a feasible plan that can benefit all stakeholders. I am writing to request that the Planning Commission recommends to the City Council that the General Plan include an office allocation for Vallco of 2,000,000 square feet and the height limits set out in "Alternative C," as analyzed in the draft General Plan's environmental review. Without this specific office allocation, as well as the necessary retail and housing components, there will not be adequate critical mass to make it possible for Sand Hill, or any other prospective developer, to successfully redevelop Vallco.

Vallco presents a unique opportunity for redevelopment and revitalization that is unmatched in the City of Cupertino. The site sits at a prime location in the City, yet for many reasons, it has long been neglected and numerous redevelopment efforts were either abandoned or have failed. Sand Hill has the financial capacity and proven track record with such projects and is poised to bring to the City what its citizens have long yearned for: a dynamic downtown where the community can live, work and play. Sand Hill plans to completely transform the current derelict site by redeveloping it with a vibrant, sustainable mixed-use neighborhood. Our plan envisions a balanced mix of 600–700 residential units, approximately 600,000 square feet of retail, a full service hotel, and 2,000,000 square feet of office space. The overarching vision is to create a pedestrian oriented "town center" consistent with the General Plan vision that will have synergies between the uses and nearby projects, such as Main Street.

sf-3467260
382 SAND HILL ROAD, SUITE 241• MENLO PARK, CA 94025 • (650) 344-1500 • FAX (650) 344-0652

Here the Developer reiterates their belief that 2 M SF office and 800 residential units were already studied in the EIR for Vallco in the General Plan EIR:

From: "Orrin Mahoney" <orrinmahoney@comcast.net>
To: "Public Records" <PRA@cupertino.org>
Date: 4/2/2015 12:37:11 PM
Subject: FW: Vallco -Email to Council

From: Orrin Mahoney [mailto:orrinmahoney@comcast.net]
Sent: Monday, November 10, 2014 3:47 PM
To: 'Peter Pau'
Subject: RE: Vallco -Email to Council

Peter,

No questions. No new news from me.

Orrin

From: Peter Pau [mailto:ppau@shpco.com]
Sent: Monday, November 10, 2014 11:50 AM
To: Orrin Mahoney
Subject: FW: Vallco -Email to Council
Importance: High

Orrin:

Thanks again for getting together on Friday. We appreciate your support and recognition of this once in a generation opportunity to finally redevelop Vallco. Below is the specific request for tonight's hearing specific to Vallco. We request you adopt these items tonight to provide the certainty for us to proceed:

600,000 sf of retail (already studied in the EIR)

2,000,000 sf of Office for Vallco (already studied in the EIR)

Vallco designated as Housing Element Site

- 35 DUA, averaged across the Vallco site
- 600 Unit allocation for Vallco (down from 800 studied in the EIR)

Heights for Vallco in Alternative C in EIR/staff report

Vallco redevelopment to be subject to future community based Specific Plan Process

Please let me know if you have any questions. Thanks.

Response J.6: Refer to Section 5.2 Response II.J.2 and II.J.4. The Vallco Special Area Specific Plan Draft EIR is a site-specific analysis for the development of the previous project. Also refer to Section 5.2 II.E.11.

Comment J.7: Measure D 9212 Report claims General Plan EIR studied Vallco 2 Million SF and 800 residential units:

Cover page:

REPORT

Elections Code 9212 Report on Proposed Initiative

Initiative adopting the Vallco Town Center Specific Plan to (1) provide that the Vallco Shopping District Special Area ("Area") contains a mixture of residential, office, retail, civic and education uses; (2) require any development to fund or provide community benefits such as transit, schools, a green roof, and recycled water; and (3) grant the property owner initial entitlements to develop in accordance with the Initiative and establish a process for future approvals; and making related amendments to Cupertino's General Plan and Municipal Code.

Prepared for:

City of Cupertino

June 29, 2016

Prepared by:

Seifel Consulting, Inc.
David J. Powers & Associates, Inc.
Fehr & Peers Transportation Consultants

9212 Report Vallco Measure D Initiative P. 36:

By the time a developer of the Vallco area could apply for a CUP for additional residential units, the City assumes that sufficient unallocated units (approximately 410) would be available to develop a maximum of 800 units in the Vallco area. Moreover, the General Plan Strategy LU-1.2.1 provides that allocations may only be transferred among planning areas provided "no significant environmental impacts are identified beyond those already studied in the Environmental Impact Report (EIR)" for the General Plan. The General Plan EIR studied a maximum 800 units for the Vallco area. As a result, 800 is considered the likely maximum number of residential units that could be developed within the Vallco area, consistent with the General Plan and with a CUP.[52] While the Initiative does not change

For edification, as applicable to SB 35 and Opticos Alternatives stating 2,400+ residential units:

[51] Under the Cupertino Municipal Code, for housing element sites, residential units that exceed the number shown in the Housing Element are conditional uses. Municipal Code §19.08.030(F)(3).

Here the 9212 may be contradicting itself, because it states that the General Plan EIR "…did not analyze the impacts of redeveloping the Vallco Area at the same level of detail as would typically be prepared for a proposed specific plan, and instead specifically anticipated that further environmental review would be required.":

[84] The City prepared an EIR for the updated General Plan it adopted in 2014, and as part of that review it analyzed at a "programmatic level" the impacts of redeveloping the Vallco Area as envisioned under the General Plan. However, the 2014 General Plan EIR did not analyze the impacts of redeveloping the Vallco Area at the same level of detail as would typically be prepared for a proposed specific plan, and instead specifically anticipated that further environmental review would be required. The City did begin to prepare an EIR for the development application that Sand Hill Property Company and Vallco Property Owner, LLC submitted for the bulk of the Vallco Area in 2015 (The Hills at Vallco project). The City stopped work on the EIR at the request of the applicant in a letter dated December 21, 2015. The Initiative proponents have prepared a document titled *Vallco Town Center Specific Plan Environmental Assessment* (Kimley-Horn, April 2016), which analyzes the environmental impacts of the Specific Plan. This document is not part of the Initiative. The City has not conducted a detailed review of this analysis and thus takes no position on its accuracy. Rather, as discussed above, this report compares the EFDs with what the City would otherwise have required as a mitigation measure or condition of approval under its typical land use approval process, based upon the analysis to date.

Here the 9212 states specifically: "The General Plan EIR assumed Vallco would be redeveloperd with 800 residential units, 2.0 Million square feet of office uses, 625,335 square feet of commercial uses and 339 hotel rooms.":

[100] The impacts of the adopted General Plan were evaluated in the certified General Plan EIR (City of Cupertino. *General Plan Amendment, Housing Element Update and Associated Rezoning Environmental Impact Report.* State Clearinghouse No. 2014032007. Certified December 2014.) and General Plan Addendum (City of Cupertino. *General Plan Amendment, Housing Element Update and Associated Rezoning EIR Final Addendum.* Adopted October 2015.). The General Plan EIR and Addendum are the best resources available that evaluate the impacts of the adopted General Plan. The General Plan EIR, as amended by the Addendum, analyzed more intense development and greater citywide buildout than ultimately was approved by the City Council. As the General Plan EIR and Addendum analyzed more development than was approved, the General Plan EIR and Addendum provide a conservative analysis of the environmental impacts from the buildout of the adopted General Plan. The General Plan EIR assumed Vallco would be redeveloped with 800 residential units, 2.0 million square feet of office uses, 625,335 square feet of commercial uses, and 339 hotel rooms.

Response J.7: Refer to Section 5.2 Responses II.J.2 and II.J.4, and Master Response 5.

Comment J.8: Conclusion:

There appears to be either a non-disclosure of the contents of the General Plan EIR, which would be highly inappropriate, or a serious misunderstanding in the developer and consultants' belief that 2 Million SF of office and 800 residential units were studied at Vallco in the General Plan Amendment EIR. Neither of these options are good. Please conduct a thorough review which shall include requesting exactly what Hexagon was told to study for the Vallco site specifically. Other consultants for the EIR would also have needed to know where the office and housing allocations were to be spread around the city and would be able to confirm what they were told to analyze. Additionally, the city staff should be asked what they told the developer as to what had been analyzed in the EIR to determine why the developer believes/believed they had studied the 2 Million SF of office and 800 residential units. Lastly, it is very disconcerting that the consultant for the current Vallco EIR believe the 2 Million SF and 800 residential units had already been studied at the Vallco site, was the 9212 report inaccurate in many places? Will the current Vallco EIR be full of inaccuracies?

Please make findings public.

Response J.8: Refer to Section 5.2 Responses II.J.2 through II.J.7.

K. Urs Mader (dated June 7, 2018, 7:12PM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment K.1: I live on Tantau in the Loree Estates near Steven's Creek. I'm hoping that the City is able to stay away from any "E" or "F" Traffic Ratings for whatever becomes approved for the Vallco Site. One thing that is clear from the DEIR on traffic is that roadways in Cupertino are already past their limits without any further development with a long list of intersections that just can't be improved because of property boundaries. I am not against development, and can see the allure of the green roof and architecture, but certainly question the wisdom of planning decisions that would head significant parts of Cupertino into traffic situations common in cities with poor planning departments.

Response K.1: As discussed in Sections 3.17 and 6.0 of the Draft EIR, the previous project would result in significant and unavoidable transportation impacts

Comment K.2: The top contributors of added traffic at Vallco are pretty much proportional to how densely developed that site becomes. It does not seem to matter very much if it is Housing, Office or Retail. It seems like the sensible thing to do would be to significantly shrink the size of the Vallco redevelopment project as currently being proposed. Nowhere in the DEIR is this really analyzed or discussed directly.

Response K.2: The City considered a Substantially Reduced Development Alternative that would avoid the project's significant and unavoidable level of service impacts, but this alternative was rejected for further analysis, given the lack of development density, because it did not meet the project's basic objectives of creating a regional mixed-use Town Center, providing adequate housing capacity, and creating sustainable development. This alternative is discussed on pages 410-411 under Section 7.2.1.2 of the Draft EIR.

Comment K.3: Only the Housing elements are subject to the limits of new state law if I understand the intent of that legislation. If something needs to be fast tracked for state laws, perhaps guiding re-development only to housing might be the right compromise to get the project quicker through the planning approval process. The current projects proposed are so heavy with office, that the housing being generated really does nothing positive for the regional housing imbalance problem.

Response K.3: The project and project alternative impacts on population and housing are discussed in Section 3.14 of the Draft EIR and the project and project alternative growth-inducing impacts are discussed in Section 4.0 of the Draft EIR. The office, commercial, and residential uses in the previous project are included in the buildout of the City's adopted General Plan. The proposed office and commercial uses in the project alternatives are also included in the City's adopted General Plan. The number of residences proposed in the General Plan Buildout with Maximum Residential Alternative, the Retail and Residential Alternative, and the Housing Rich Alternative

evaluated in the EIR Amendment would exceed what is planned in the City's General Plan, as discussed in Sections 3.14 and 4.0 of the Draft EIR (and as amended in the EIR Amendment) and Sections 4.14 and 5.0 of the EIR Amendment.

Comment K.4: Very dense cities eventually add subways to increase mobility once street level becomes unusable. Subways give an additional travel layer that isn't constrained by existing property boundaries. In the digital chip business, it is what is done when you can't connect all the logic gates: add more metal layers to the chip to handle the increased traffic. Its called "Rent's Rule". Until there are more ways to get around, the responsible thing to do would be to cut the project back until traffic fits, or delay the project until subways, or flying cars, are built.

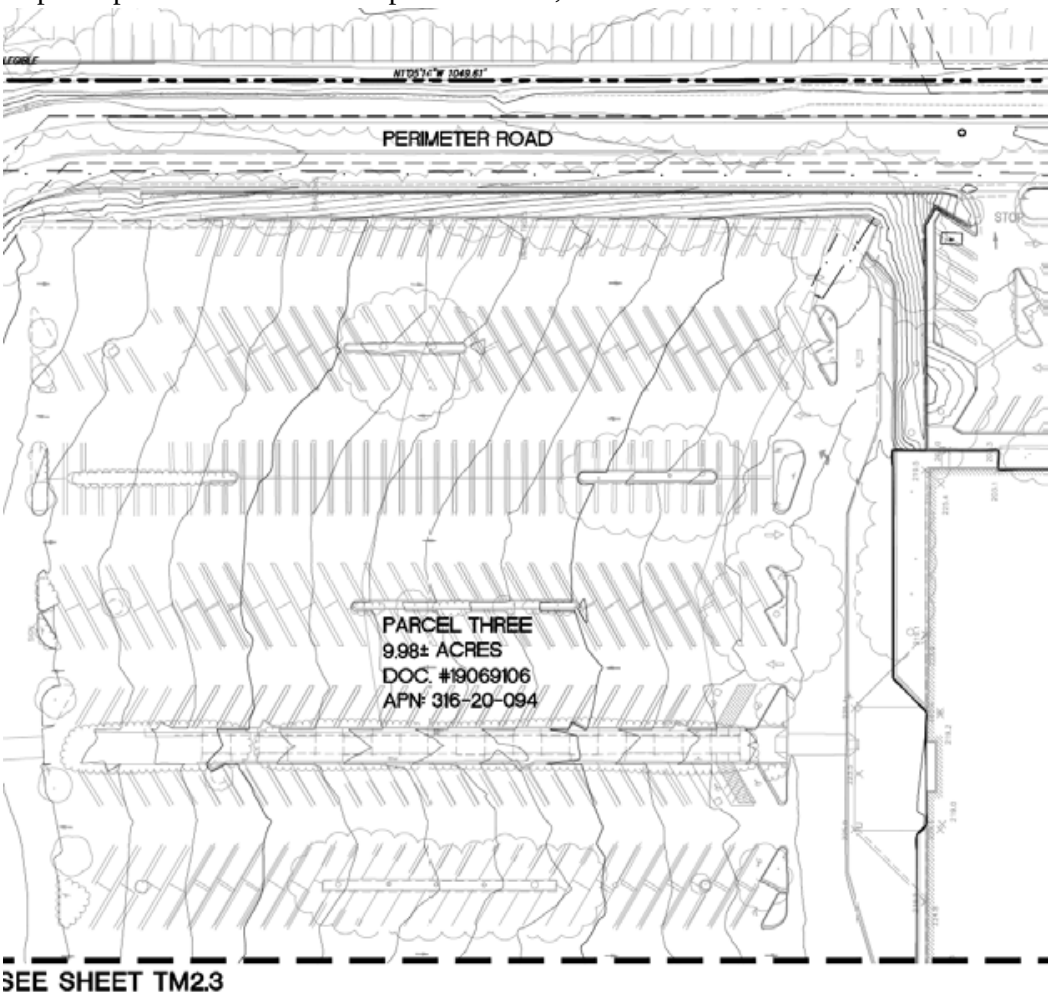
Response K.4: The above comment expresses the opinion of the commenter. The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

L. Kitty Moore (dated June 14, 2018, 10:57AM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment L.1: Please correct the depth of cut as 38'-58'. It is still about double what has been previously communicated. The topo map spot elevations are not the FF of the JCP building, the elevations of the topo lines on the Tentative Map which show those spot elevations were all removed so it was not apparent as you can see.

Topo map for the Tentative Map Submission, TM.2.1:



Response L.1: The graphic included in the above comment showing the finished floor elevation is not for the previous project or project alternatives. As stated on page 30 under Section 2.4.4.5 of the Draft EIR, it is anticipated that future development under the Specific Plan would require a maximum excavation depth of 20 to 30 feet. Refer also to Section 5.2 Response II.E.28.

Comment L.2: Please add this to the Public Record for both Vallco DEIR comments and the Vallco SB 35 application:

The Vallco SB 35 Project is on a site which is listed for hazardous materials pursuant to Gov. Code Section 65962.5. This makes the site non-compliant with SB 35, Ca. Gov. Code 65913.4(a)(6)(E). Until which time the site is not on this list, the site does not qualify for SB 35 ministerial streamlining. Additionally, the DEIR and SB 35 applications need to reflect the east side property depths of excavation at 38.0'-78.0' and NOT the "20 to 30 feet" currently being incorrectly communicated.

Response L.2: Refer to Master Response 1 and Section 5.2 Response II.L.1.

CA. GOV. CODE § 69513.4(A)(6)(E)

(a) A development proponent may submit an application for a development that is subject to the streamlined ministerial approval process provided by subdivision (b) and not subject to a conditional use permit if the development satisfies all of the following objective planning standards

(6) The development is not located on a site that is any of the following

(E) A hazardous waste site that is listed pursuant to Section 65962.5 or a hazardous waste site designated by the Department of Toxic Substances Control pursuant to Section 25356 of the Health and Safety Code unless the Department of Toxic Substances Control has cleared the site for residential use or residential mixed uses.

This statute is applicable and the project is not compliant and disqualified from SB 35. VTC SB 35 Applicant claims they are exempt from SB 35 Subd. (a)(6-7) in VTC SB 35 Development Application, Project Description SB 35 Eligibility Checklist p. 4, PDF 23. http//www.cupertino.org/home/showdocument?id 19613

However the DEIR for Vallco shows the site is on the hazardous materials list: Draft Environmental Impact Report for Vallco Specific Plan Special Area SCH# 2018022021, p. 143, PDF 179. http://www.cupertino.org/home/showdocument? id 20887

"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;"

In the DEIR, they go on to say how it can be mitigated to less than significant but that is indeterminate.

Response L.2: Refer to Master Response 1. As explained on page 143 of the Draft EIR under Impact HAZ-2, there are two closed underground storage tank (UST) cases on the project site listed on the Cortese list. As further explained on page 143 of the Draft EIR, "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." Impact HAZ-1 and the associated mitigation measures are identified in the Summary of Impacts and Mitigation Measures table. That is because, as clarified on page 80 of the EIR Amendment in the discussion of Impact HAZ-2, the site does not contain any open cases listed on the Cortese list databases. As stated on page 143 of the Draft EIR and on page 80 of the EIR Amendment under Impact HAZ-2: "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." As discussed on page 142-143 under Impact HAZ-1 of the Draft EIR, the project, 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 handing 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."

Comment L.3: More importantly, the SB 35 law asks a yes or no question is it on the hazardous materials list or not. It is. Ministerial approval of a site on the Cortese list is beyond the scope of SB 35 and would be a subjective decision on an environmental matter regarding hazardous materials. The pertinent pages from the Vallco DEIR are included to illustrate how these are not simple matters to ignore.

What is of note, is that the Vallco SB 35 application does not show this hazardous materials listing, and the Measure D, Hills at Vallco Environmental Assessment, also does not share the listing.

Response L.3: Refer to Master Responses 1 and 5, and Section 5.2 Response II.L.2.

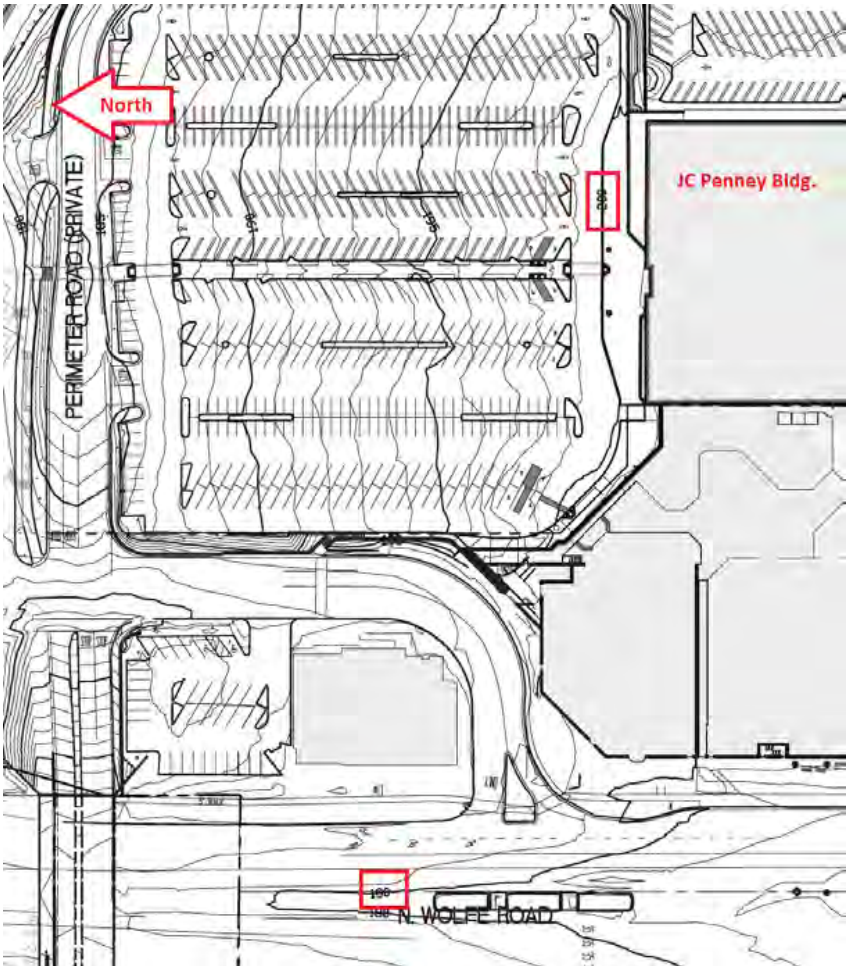
Comment L.4: AND, the DEIR shows no HAZ impacts. It is only by careful reading that the item is found. I want the Impact HAZ-2 to be changed to SIGNIFICANT and listed in the Impact Summary. It was not included in the Impact Summary and so its significance is not easily noticed.

Response L.4: Refer to Section 5.2 Response II.L.2.

Comment L.5: Additionally, site at 19333 Vallco Parkway is prohibited from housing, there has been no testing of the Vallco site to determine if there was any spread of material on the site or previous dumping.

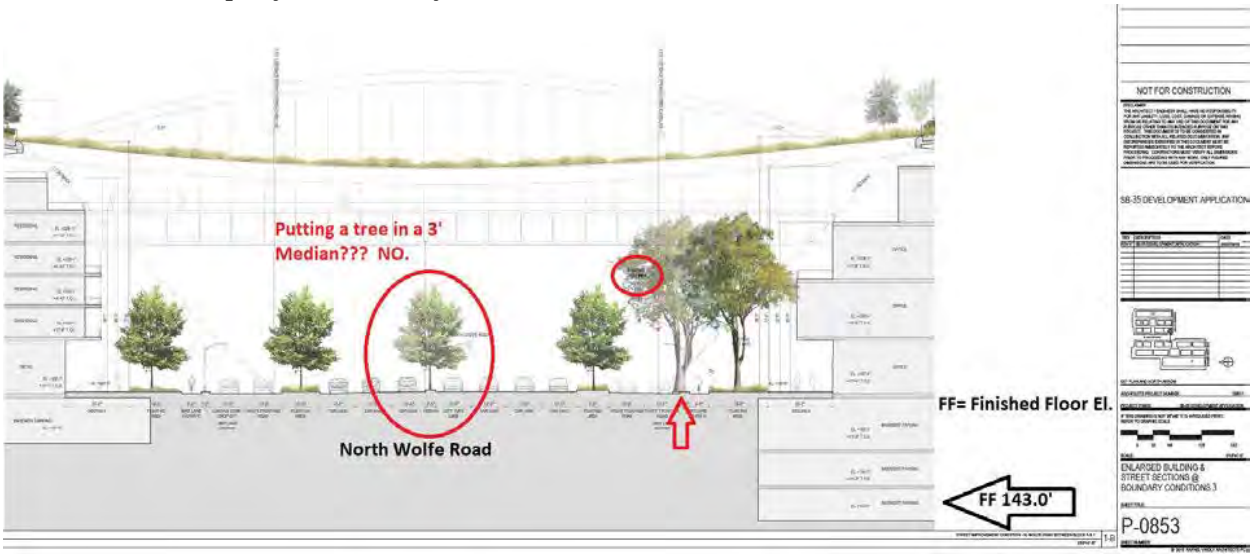
Response L.5: The site referred to in the comment, 19333 Vallco Parkway is located off-site and to the northeast of the project site. As described in the Draft EIR, the groundwater flow is to the northeast; therefore, it is unlikely that any contamination at that site would have spread to the project site. The hazards and hazardous materials impacts discussed in the Draft EIR are based on a Phase I Environmental Site Assessment ("Phase 1 ESA") completed for the project site and included in Appendix E of the Draft EIR. As discussed on page 138 of the Draft EIR, federal, state, and local regulatory agency databases were reviewed to evaluate the likelihood of contaminated incidents at and near the project site. The property at 19333 Vallco Parkway was identified in the database search (see Appendix A of the Phase I ESA), however, as stated on page 138 of the Draft EIR, no off-site spill incidents were reported that appear likely to significantly impact soil, soil vapor, or groundwater beneath the site based on the types of incidents, the locations of the reported incidents in relation to the site, and the assumed groundwater flow direction.

Comment L.6: Please notice the grave error in excavation depth, Vallco SB 35 plan shows three levels below existing sidewalk grade on the east side of Wolfe Rd. This is at elevation 180' approximately. The parking lot on the north side of JC Penney is at elevation 200'.

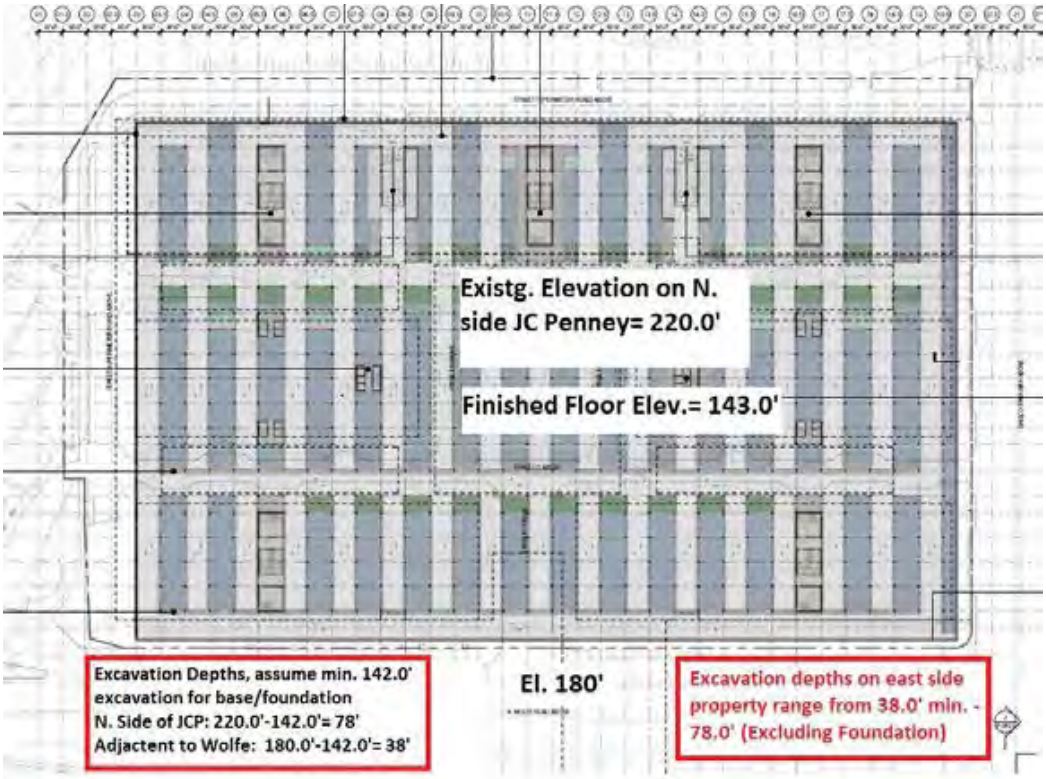


Architectural Plans Part 3, P-0853 show the finished floor elevation at 143.0, and there would be excavation a few feet below that level for the foundation. Let's be generous and say they only need to excavate 1' below the basement level of the garage, so the depth of excavation on the east side will be to 142.0'.

Where are the Property Lines? They do not show them.



Now, recall that the ENTIRE property will sit at one level of underground parking, they are claiming incorrectly that there will be only 20 to 30 feet of excavation for underground parking when it will be a **MINIMUM 38' to a MAXIMUM 78'.**
This has to be communicated and fixed in the DEIR.



Are you aware of these excavation depths? I am wondering if the soil excavation calculations are correct, I have seen no actual cross sections of cut and do not want to run them myself...

Response L.6: The above conceptual figures of development do not represent the previous project or project alternatives. Refer to Master Response 1, and Section 5.2 Responses II.L.1 and II.E.28.

Comment L.7: As stated above the site is not eligible for SB 35 Ca. Gov. Code Section 65913.4(a)(6)(E) due to being on the hazardous materials list pursuant to Ca. Gov. Code Section 65962.5. Please, due to its significance, the listing must moved into the Significant Impacts section of the DEIR and they can demonstrate how this would be remedied.

Response L.7: Refer to Master Response 1 and Section 5.2 Response II.L.2.

Comment L.8: Please read pages 140-143 of the Vallco DEIR:

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 regulations 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 Emission 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)**

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)**

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)**

Response L.8: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.

M. Liang Chao (dated June 19, 2018, 8:12AM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment M.1: The city council agenda for tonight does not list Public Hearing for Vallco DEIR at 5pm at all.

I just checked the cupertino.org/vallco page and it does list June 19, 5pm as the time for public hearing.

Has that been changed? Thanks.

Response M.1: While not required by CEQA, a public meeting was held on June 19, 2018 at Community Hall from 5:00pm to 6:15pm to receive comments from the public on the content of the Draft EIR. This meeting was separate from the City Council meeting, which began at 6:45 pm, and was separately noticed by email notification to interested persons and on the project website.

N. Randy Shingai (dated June 19, 2018, 9:49AM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment N.1: Since a Draft EIR Meeting will be held this afternoon, can I have access to the public comments received thus far?

> **Response N.1:** Public EIR Meeting comments were not separately published. Written and oral comments received on the Draft EIR and responses to the comments are provided in this Final EIR. Public comments were not made available prior to circulation of the Final EIR.

O. Kitty Moore (dated June 19, 2018, 11:12AM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment O.1: There was a study session for the Vallco Specific Plan DEIR scheduled for today at 5 pm is this now a private meeting or is it still open to the public?

> **Response O.1:** While not required by CEQA, a public meeting was held on June 19, 2018 at Community Hall from 5:00pm to 6:15pm to receive comments from the public on the content of the Draft EIR. This meeting was separate from the City Council meeting, which began at 6:45 p.m., and was separately noticed by email notification to interested persons and on the project website.

Comment O.2: I had sent the attached document regarding the DEIR, it seems that certain important individuals in the city do not understand the DEIR process and requirements the way they are written.

It also seems quite odd that the Envision Vallco site removed the DEIR study session.

If the DEIR is now a relic of a failed effort to bamboozle the public, should we still be reviewing it for comments? Because we have until the start of July to have our comments completed.

Is the study session a legal requirement?

I guess when the City Attorney is sidelined, laws fly out the window.

> **Response O.2:** Responses to the commenter's attachment are provided below. The 45-day circulation period for the Draft EIR was from May 24, 2018 through July 9, 2018. Refer to Section 5.2 Response II.M.1 regarding the EIR comment meeting.

Comment O.3: Are you seriously going to let the 90 SB 35 non-compliance report date by the city pass without lifting a finger and paying M Group in a contract worth $102K of our dollars to sit on their hands?

I want to see the findings on Vallco SB 35 from the city's contracted work.

It is odd that the City all signed on to oppose SB 35 last year, and now that the largest SB 35 project in the state, which will allegedly ministerially alter Wolfe Rd. to have 11 lanes of traffic in areas plus bike lanes and medians, by right, with no supporting EIR, in a configuration which does not look safe, has fallen in the City's lap and yet no one at the City has the intellectual curiosity to determine if the plan is SB 35 compliant.

> **Response O.3:** Refer to Master Response 1.

Comment O.4:

- Please inform the public regarding the status of the 5 pm Vallco DEIR Study Session Today.

Response O.4: Refer to Section 5.2 Response II.M.1.

Comment O.5:

- Please inform the public whether the Vallco SB 35 project is not compliant with supporting documents just like the City of Berkeley did.

Response O.5: Refer to Master Response 1.

ATTACHMENT TO COMMENT LETTER

Comment O.6: Complaints against the City of Cupertino planning process and Draft Environmental Impact Report for Vallco Special Area Specific Plan:

1. Studying EIR Alternatives which are Inconsistent with the General Plan and do not lessen the impacts of Proposed Project.

Response O.6: Refer to Master Response 4.

Comment O.7:

2. Moving Target Project: Project Not adequately described in NOP period.
3. Insufficient and Conflicting Information presented in NOP EIR Scoping Meeting, with Infeasible "Proposed Project" due to Inconsistency with General Plan & Initiative Vote Results.
4. Announcing in a Study Session 6/4/2018 for the Vallco Specific Plan that the project alternatives would require a General Plan Amendment, months after the EIR NOP.

Response O.7: Refer to Master Response 3.

Comment O.8:

5. Studying further inconsistent alternatives in the ongoing Specific Plan Process which are not in the DEIR requires the recirculation of the DEIR. The Specific Plan Process is considering **only** plans which were not studied in the DEIR. No DEIR alternatives showed 3,200 residential units and 750,000-1,500,000 Square Feet of office space. The General Plan does not allow retail to be reduced below 600,000 SF which the Specific Plan process is considering.
6. Alternatives to Project (General Plan with Maximum Residential Buildout Alternative and Retail and Residential Alternative) ignore the Consistency Requirement with the General Plan and The California Environmental Quality Act (CEQA), Section 15126.6, feasible alternatives:

The Specific Plan must be consistent with the General Plan by law.

Ca GC 65450-64557:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf

https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatib]e with and will not frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects."" Id.

Response O.8: Refer to Master Response 2 and Section 5.2 Response II.E.3.

Comment O.9: Government Code 15082. Notice of Preparation and Determination of Scope of EIR

(a) Notice of Preparation. Immediately after deciding that an environmental impact report is required for a project, the lead agency shall send to the Office of Planning and Research and each responsible and trustee agency a notice of preparation stating that an environmental impact report will be prepared. This notice shall also be sent to every federal agency involved in approving or funding the project.

(1) The notice of preparation shall provide the responsible and trustee agencies and the Office of Planning and Research with sufficient information describing the project and the potential environmental effects to enable the responsible agencies to make a meaningful response. At a minimum, the information shall include:

(A) Description of the project,

(B) Location of the project (either by street address and cross street, for a project in an urbanized area, or by attaching a specific map, preferably a copy of a U.S.G.S. 15' or 7- 1/2' topographical map identified by quadrangle name), and

(C) Probable environmental effects of the project.

Response O.9: The comment cites the CEQA Guidelines section regarding an EIR Notice of Preparation. A NOP was prepared and circulated for the project, consistent with CEQA Section 15082. No specific questions are raised in the above comment regarding the NOP.

Comment O.10: Potential to Cease EIR Mid-Stream:

The EIR scoping meeting provided inadequate and conflicting information with an infeasible "Proposed Project" and infeasible alternatives.
According to "CEQA Does Not Apply to Project Disapproval, Even if the EIR is Underway," by Abbott & Kindermann Leslie Z. Walker, on September 22, 2009, the EIR process may be stopped mid-stream:

> *According to Las Lomas Land Co., LLC v. City of Los Angeles (Sept. 17, 2009, B213637) Cal.App.4th_____, the long standing rule that CEQA does not apply to projects rejected or disapproved by a public agency, allows a public agency to reject a project before completing or considering the EIR. In Las Lomas, the Court of Appeals for the Second Appellate District made clear that a city may stop environmental review mid-stream and reject a project without awaiting the completion of a final EIR. While this holding may avoid wasting time and money on an EIR for a dead-on-arrival project, it will also make it harder for projects to stay in play until the entire environmental document is complete.*

The article continues:

> *One of the City's council members opposed the project and asked the City to cease its work on it. The City attorney advised the council members that the City was required to continue processing and completing the EIR. Nonetheless, the objecting council member introduced a motion to suspend the environmental review process until the city council made "a policy decision" to resume the process. The city council ultimately approved a modified motion which also called for the City to cease work on the proposed project.*

Should the City Council find reason to cease the EIR, such as project alternatives being inconsistent with the General Plan, plan NOP period did not show legal project alternatives, and the Specific Plan process failed to inform the public of the process failings immediately when known and is studying projects which were not studied in the DEIR (explained on the following pages), or that in light of its' similarity to failed Cupertino ballot Measure D: The Vallco Initiative November 8, 2016, there is precedent as demonstrated above, to do so.

Response O.10: Refer to Section 5.2 Response II.H.7.

Comment O.11: Alternatives to Project:

> *"The California Environmental Quality Act (CEQA), Section 15126.6, requires an Environmental Impact Report (EIR) to describe a reasonable range of alternatives to a Project or to the location of a Project which could feasibly attain its basic objectives but would avoid or substantially lessen any of the significant effects of the project, and evaluate the comparative merits of the alternatives."*

Response O.11: No specific questions were raised in the above comment on the environmental review for the project. For this reason, no further response is required.

Comment O.12: Similarity of "Proposed Project" to Failed Ballot Initiative Measure D, Nov. 8, 2016 Should Disqualify It:
The Vallco Measure D Initiative is described in the following: CITY ATTORNEY'S BALLOT TITLE AND SUMMARY FOR PROPOSED INITIATIVE SUBMITTED ON MARCH 3, 2016 and would consist of:

- 2,000,000 SF office
- 640,000 SF retail
- 191 additional hotel rooms, bringing the site total to 339 hotel rooms
- 389 residential units with a Conditional Use Permit bringing the total to 800 residential units

The November 8, 2016 Election results for Measure D were 55% No. Advertising for the initiative obscured the office and focused on the retail portions. The actual square footage percentages for the Measure D Initiative were:

- 56% office
- 22% residential
- 16% retail
- 6% hotel

Notice these above percentages result in 84% non-retail uses and would be a majority office park. The "Proposed Project" for the EIR has less retail (600,000 SF) and other uses the same as Measure D.

The EIR process is not intended to be a disregard of the city's General Plan to "try out" alternative concepts which have no consistency with the General Plan. This creates a great deal of confusion and distrust.

Response O.12: Refer to Master Responses 4 and 5.

Comment O.13: General Plan Directive to Create a Vallco Shopping District Specific Plan:

This section amasses the multiple sections of the General Plan which reference the Vallco Shopping District and describe what it is planned to become.

Refer to: Cupertino General Plan Vision 2040:

In Chapter 2 of the Cupertino General Plan Vision 2040: Planning Areas: Vallco Shopping District is described as: "…*Cupertino's most significant commercial center*…" and that "…*Reinvestment is needed…so that this* ***commercial center*** *is more competitive and better serves the community*." It is referred to as a "shopping district", not an office park, or a residential community.

"This new Vallco Shopping District will become a destination for shopping, dining and entertainment in the Santa Clara Valley."

- Cupertino General Plan Community Vision 2015-2040

Response O.13: This comment cites different sections from the General Plan. No comments have been made regarding the adequacy of the EIR, therefore no further response is necessary.

Comment O.14: COMMENTS ON DEIR SUMMARY P XII: PROPOSED PROJECT IS A MOVING TARGET

The DEIR Summary, p xii, states: *"The proposed project is the adoption of the community-developed Vallco Special Area Specific Plan and associated General Plan and Zoning Code amendments."* and continues:

> *"Consistent with the adopted General Plan, the proposed Specific Plan would facilitate development of a minimum of 600,000 square feet of commercial uses, up to 2.0 million square feet of office uses, up to 339 hotel rooms, and up to 800 residential dwelling units on-site. The proposed Specific Plan development reflects the buildout assumptions (including the adopted residential allocation available) for the site in the City's adopted General Plan. In addition, the project includes up to 65,000 square feet of civic spaces in the form of governmental office space, meeting rooms and community rooms and a Science Technology Engineering and Mathematics (STEM) lab, as well as a 30-acre green roof."*

Source: Vallco Specific Plan DEIR, p. xii, http://www.cupertino.org/home/showdocument?id=20887

The DEIR studied the following projects and alternatives:

Figure 1: DEIR Proposed Project and Alternatives Summary

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
Proposed Specific Plan	600,000	2,000,000	339	800	65,000	30
Project Alternatives						
General Plan Buildout with Maximum Residential Alternative	600,000	1,000,000	339	2,640	65,000	30
Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

1. Proposed Project has incorrect number of residential units. Residential units would be 389. Referring to the General Plan, Vallco "…specific plan would permit 389 units…" not 800 residential units. The Specific Plan process to date shows a 3,200, 2,640 and 3,250 residential unit options. While the housing units may be moved between housing element sites, the General

Plan Technical Report for Scenarios A and B do not come close to having this many housing units. None of the options are consistent with the General Plan. When the number of units is over 2,640 in the DEIR, there is no office shown. The Charrette 2 housing units are shown to be 3,200 at the Charrette #2 closing presentation for any options. This was not studied in the DEIR. Low Housing/Low Retail option shared is inconsistent with the General Plan minimum retail of 600,000 SF.

DEIR, p. 15 PDF p 51, states in 2.4.2:

"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".

Source: Vallco Specific Plan DEIR, p 51, http://www.cupertino.org/home/showdocument?id=20887

General Plan Housing Element p H-21:

"Priority Housing Sites: As part of the Housing Element update, the City has identified five priority sites under Scenario A (see Table HE-5) for residential development over the next eight years. The General Plan and zoning designations allow the densities shown in Table HE-5 for all sites except the Vallco Shopping District site (Site A2). The redevelopment of Vallco Shopping District will involve significant planning and community input. A specific plan will be required to implement a comprehensive strategy for a retail/office/residential mixed use development. The project applicant would be required to work closely with the community and the City to bring forth a specific plan that meets the community's needs, with the anticipated adoption and rezoning to occur within three years of the adoption of the 2014-2022 Housing Element (by May 31, 2018). The specific plan would permit 389 units by right at a minimum density of 20 units per acre. If the specific plan and rezoning are not adopted within three years of Housing Element adoption (by May 31, 2018), the City will schedule hearings consistent with Government Code Section 65863 to consider removing Vallco as a priority housing site under Scenario A, to be replaced by sites identified in Scenario B (see detailed discussion and sites listing of "Scenario B" in Appendix B - Housing Element Technical Appendix). As part of the adoption of Scenario B, the City intends to add two additional sites to the inventory: Glenbrook Apartments and Homestead Lanes, along with increased number of permitted units on The Hamptons and The Oaks sites. Applicable zoning is in place for Glenbrook Apartments; however the Homestead Lanes site would need to be rezoned at that time to permit residential uses. Any rezoning required will allow residential uses by right at a minimum density of 20 units per acre."

Response O.14: Refer to Section 5.2 Response II.E.10.

Comment O.15: 2. **Clarifications needed for p xii Summary, what is the proposed project?** As of the release date of the DEIR, May 24, 2018, there is no approved Specific Plan for Vallco. Two options shared the week of Charrette #2 have no relationship to the General Plan, or the DEIR, and included:

Low Office/High Retail
Residential: 3,250 units
Office: 750,000 SF
Retail/Entertainment: 600,000 SF

Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

<u>Low Housing/Low Retail</u>
Residential: 2,640 units
Office: 1,500,000 SF
Retail/Entertainment: 400,000 SF
Hotel: 139,000 SF
Civic Space: 65,000 SF
***5** acres public park(s)*

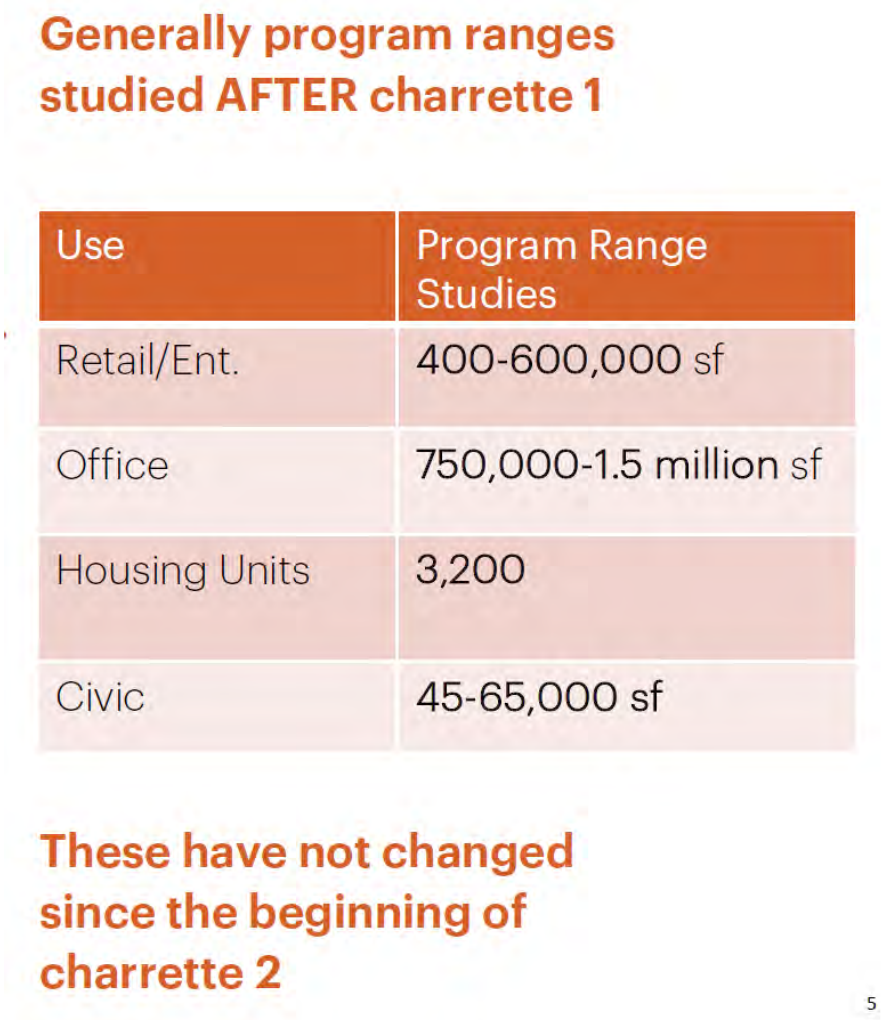
Here is the Opticos slide presented the week of Charrette #2, May 23, 2018, informing us of what the project could be:

Figure 2: Opticos Specific Plan Process Options

Notice the number of residential units are not consistent with the General Plan or DEIR in any way. The park space is inconsistent with the DEIR.

And supporting slide from Opticos Charrette #2 closing presentation has further alterations to proposed project:

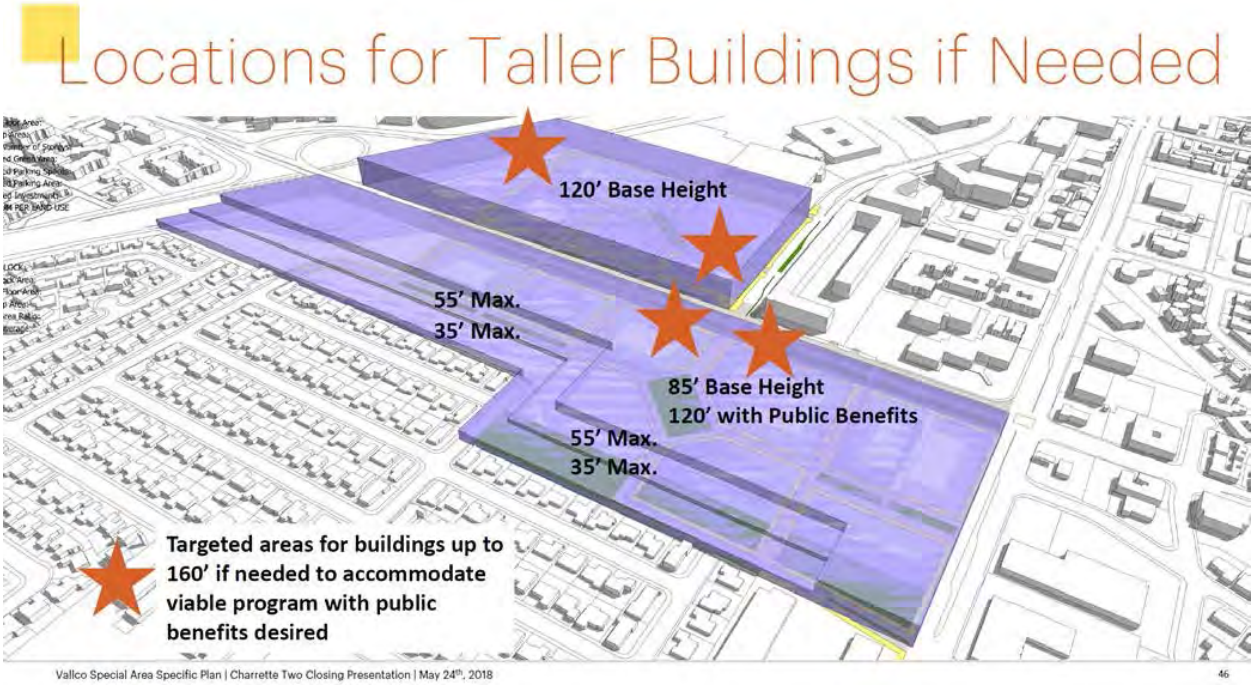
Figure 3: Opticos Specific Plan Options



Response O.15: Refer to Section 5.2 Response II.E.11.

Comment O.16: 3. 65,000 SF of civic space, STEM lab, and 30 acre green roof were not discussed in the NOP period for Vallco. In the DEIR civic space and STEM lab are combined into the 65,000 SF. Additionally, the civic/STEM spaces are considered public benefits which would result in higher building heights if the developer includes them. This was mentioned at the Opticos Charrette #2 closing presentation, May 24, 2018:

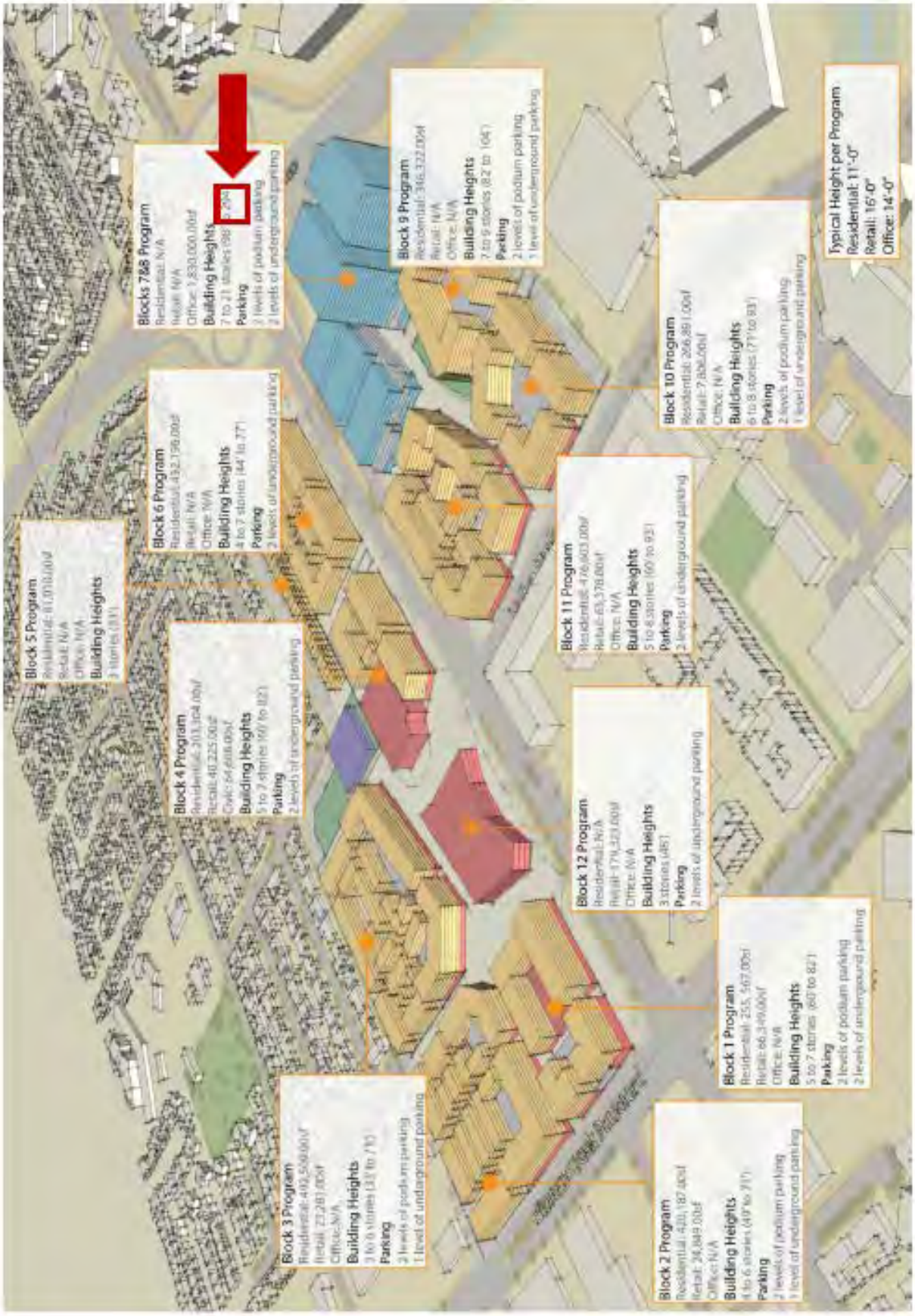
Figure 4: DEIR Heights



Response O.16: Refer to Section 5.2 Responses II.E.12 and II.E.13.

Comment O.17: 4. To add to the confusion as to what the project may end up being, the maximum height was also shown to be 294'. These height differences will cause different shadow and intrusion issues, such as privacy intrusion into Apple Campus HQ which may be a security risk at the corporate headquarters, guest discomfort at the outdoor swimming pool at Hyatt House, and the lack of privacy for the area homes and back yards. In Section 4.2.1 of the DEIR, heights are shown up to 165'.

The following graphic was presented by Opticos for Vallco Specific Plan:



Response O.17: Refer to Section 5.2 Response II.E.13.

Comment O.18: 5. Has the height at Vallco reverted to 85' and 3 stories due to the passing of May 31, 2018 with no Specific Plan adopted for Vallco? P. 162 of DEIR:

Cupertino Municipal Code

The Vallco Special Area is zoned P(Regional Shopping) – Planned Development Regional Shopping north of Vallco Parkway, and P(CG) – Planned Development General Commercial south of Vallco Parkway (west of North Wolfe Road). The Planned Development Zoning District is specifically intended to encourage variety in the development pattern of the community. The Planned Development Regional Shopping zoning designation allows all permitted uses in the Regional Shopping District, which include up to 1,645,700 square feet of commercial uses, a 2,500 seat theater complex, and buildings of up to three stories and 85 feet tall.81

The Planned Development General Commercial designation allows retail businesses, full service restaurants (without separate bar facilities), specialty food stores, eating establishments, offices, laundry facilities, private clubs, lodges, personal service establishments.

81 Council Actions 31-U-86 and 9-U-90. The maximum building height identified was in conformance with the 1993 General Plan and were identified in the Development Agreement (Ordinance 1540 File no. 1-DA-90) at that time

Response O.18: Refer to Section 5.2 Responses II.E.12 and II.E.13.

Comment O.19: 6. The performing arts theater public benefit was mentioned in the Opticos Charrette #2 closing presentation May 24, 2018, but not included in the DEIR calculations:

Figure 5: Opticos Specific Plan Process: Performing Arts Theater

Response O.19: Refer to Section 5.2 Response II.E.15.

Comment O.20: 7. The lack of a stable project makes writing comments nearly impossible. In Washoe Meadows Community v. Department of Parks and Recreation (2017) 17 Cal.App.5th 277 https://www.thomaslaw.com/blog/washoe-meadows-community-v-department-parks-recreation-2017-17-cal-app-5th-277/

"…the court held that the DEIR's failure to provide the public with an "accurate, stable and finite" project description prejudicially impaired the public's right to participate in the CEQA process, citing COUNTY OF INYO V. CITY OF LOS ANGELES (1977) 71 Cal.App.3d 185. Noting that a broad range of possible projects presents the public with a moving target and requires a commenter to offer input on a wide range of alternatives, the court found that the presentation of five very different alternative projects in the DEIR without a stable project was an obstacle to informed public participation"

Response O.20: Refer to Section 5.2 Response II.E.16.

Comment O.21: 8. Proposed project is inconsistent with the General Plan: housing is exceeded, park land fails to meet requirements for the park starved east side of Cupertino (Municipal Code requires park land acreage rather than a substitute roof park at a rate of 3 acres per 1,000 residents), height bonus tied to community benefits is not in the General Plan, the housing allocation assumes the General Plan allocation system has been removed, and community benefits in the General Plan for Vallco came at no 'cost' to the project such as increased heights.

Response O.21: Refer to Section 5.2 Response II.E.17.

Comment O.22: Project alternatives are too varied from the Proposed Specific Plan project, and there is no "Proposed Specific Plan" as of May 24, 2018.

Figure 6: DEIR Summary of Project and Alternatives

Summary of Project and Project Alternative Development						
	Land Uses					
	Commercial (square footage)	**Office** (square footage)	**Hotel** (rooms)	**Residential** (dwelling units)	**Civic Space** (square feet)	**Green Roof** (acres)
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Retail and Residential Alternative	600,000	0	339	4,000	0	0
Occupied/Re-Tenanted Mall Alternative	1,207,774	0	148	0	0	0

Response O.22: Refer to Section 5.2 Response II.E.18.

Comment O.23: 9. The Specific Plan must be consistent with the General Plan by law. We have no identified Specific Plan and the last alternatives presented at the final Charrette #2 do not match any alternatives studied in the DEIR (3,200 residential units along with 750,000-1,000,000 SF office space plus 65,000 SF civic space) and are not consistent with the General Plan.

Ca GC 65450-65457:

(b) The specific plan shall include a statement of the relationship of the specific plan to the general plan.

http://www.opr.ca.gov/docs/specific_plans.pdf

https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?sectionNum=65451.&lawCode=GOV

A project that is inconsistent with an applicable General Plan or subsidiary land use plan may not be approved without an amendment to the Plan or a variance. See Gov't Code§ 65860. Where a project conflicts with even a single general plan policy, its approval may be reversed. San Bernardino County Audubon Society, Inc. v. County of San Bernardino (1984) 155 Cal.App.3d 738, 753; Families Unafraid to Uphold Rural El Dorado County v. Board of Supervisors of El Dorado County (1998) 62 Cal.App.4th 1334, 1341. Consistency demands that a project both "further the objectives and policies of the general plan and not obstruct their attainment." Families, 62 Cal.App.4th at 1336; see Napa Citizens for Honest Government v. Napa County Board of Supervisors (2001) 91 Cal.App.4th 342, 378. Accordingly, where a project opponent alleges that a project conflicts with plan policies, a court need not find an "outright conflict." Napa Citizens at 379. "The proper question is whether development of the [project] is compatible with and will not

frustrate the General Plan's goals and policies ... without definite affirmative commitments to mitigate the adverse effect or effects." Id.

Figure 7: Vallco Project Alternatives after Charrette #1 (self)

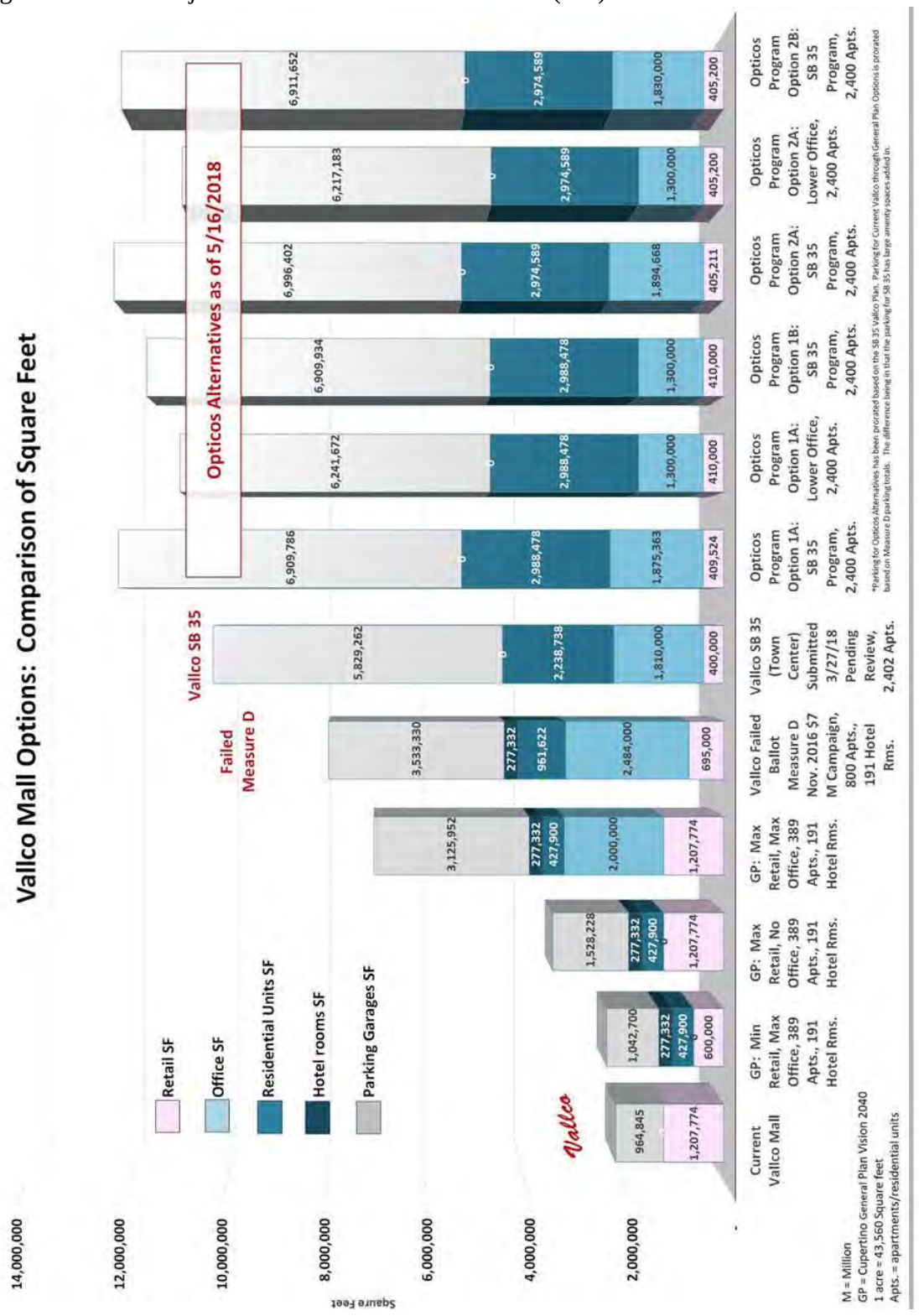
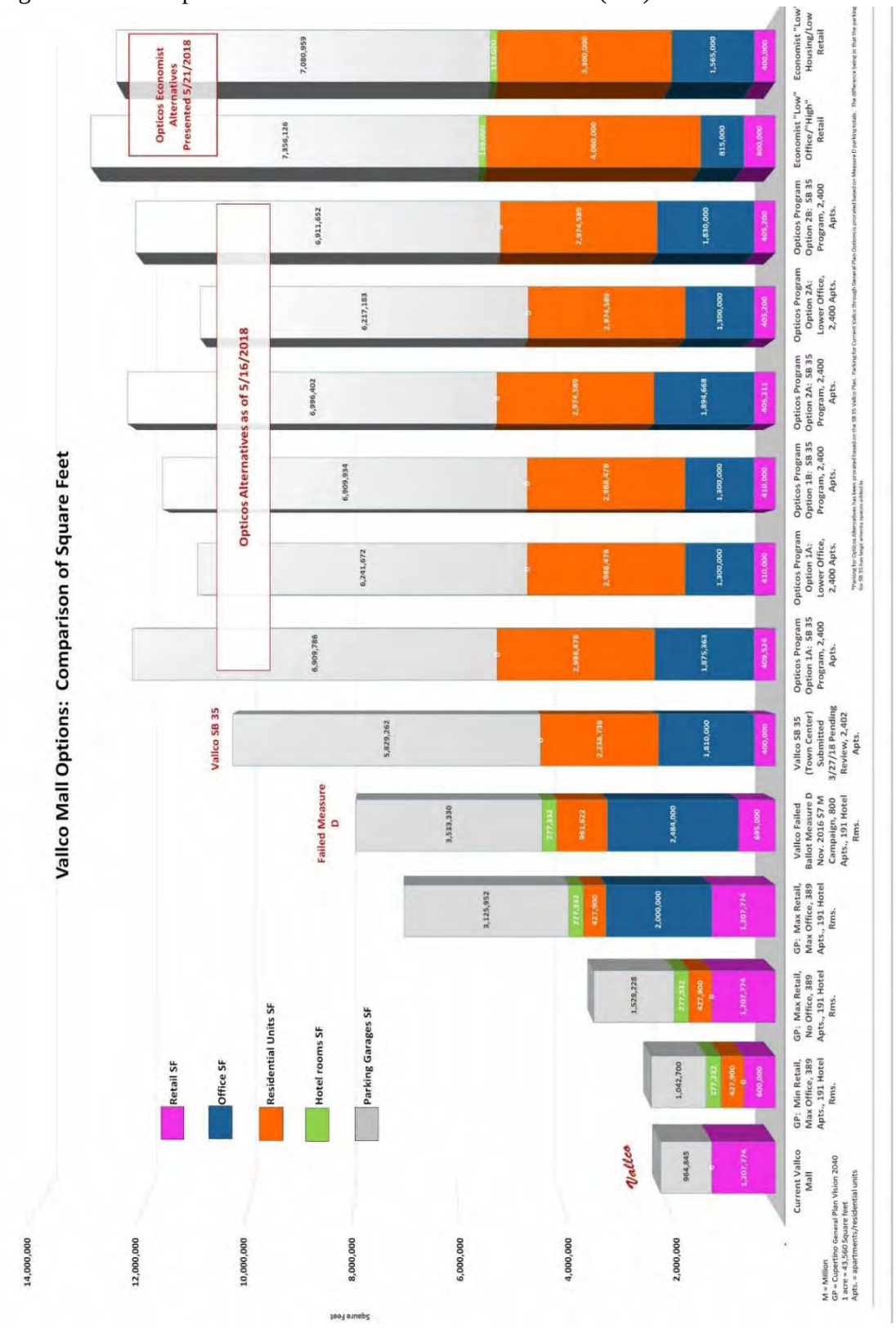


Figure 8: Vallco Specific Plan Process Alternatives to Date (self)



Response O.23: Refer to Section 5.2 Response II.E.19.

Comment O.24: CULTURAL RESOURCES
The findings and mitigations are adequate.

Response O.24: Refer to Section 5.2 Response II.E.20.

Comment O.25: 2.2 EXISTING GENERAL PLAN AND ZONING DESIGNATIONS
This section fails to state the current zoning designations per the General Plan, no Specific Plan has been adopted:

Figure 9: Cupertino General Plan

Response O.25: Refer to Section 5.2 Response II.E.21.

Comment O.26: NO EXPLANATION FROM WHERE IN THE GENERAL PLAN THE EXCESS RESIDENTIAL UNITS CAME FROM

"As shown in General Plan Table LU-1, the General Plan development allocation for the Vallco Special Area is as follows: up to a maximum of 1,207,774 square feet of commercial uses (i.e., retention of the existing mall) or redevelopment of the site with a minimum of 600,000 square feet of retail uses of which a maximum of 30 percent may be entertainment uses (pursuant to General Plan Strategy LU-19.1.4); up to 2.0 million square feet of office uses; up to 339 hotel rooms; and up to 389 residential dwelling units.5 Pursuant to General Plan Strategy LU-1.2.1, development allocations may be transferred among Planning Areas, provided no significant environmental impacts are identified beyond those already studied in the Cupertino General Plan Community Vision 2015-2040 Final EIR (SCH#2014032007) (General Plan EIR).6 Therefore, additional available, residential or other, development allocations may be transferred to the project site."

CUPERTINO GENERAL PLAN 2040 STUDIED A PIECEMEAL PLAN OF VALLCO?

"6 The General Plan EIR analyzed the demolition of the existing 1,207,774 square foot mall and redevelopment of the site with up to 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 800 residential dwelling units within the Vallco Special Area. Because the Vallco Shopping Mall existed on the site when Community Vision 2015-2040

was adopted, and it was unclear when a project would be developed on the site, General Plan Table LU-2 indicates the square footage of the existing mall in the commercial development allocation to ensure that the mall did not become a non-conforming use at the site. Residential allocations that are available in other Planning Areas may be transferred to the Vallco Shopping District without the need to amend the General Plan."

Page 223 of this DEIR conflicts with the above assertion:

"However, the General Plan update process in 2014 ***analyzed*** *and allocated 600,000 square feet of commercial uses, 2.0 million square feet of office uses, 339 hotel rooms, and 389 residential units for a redeveloped project on the site."*

What was studied in the General Plan EIR for Vallco?

Response O.26: Refer to Section 5.2 Response II.E.22.

Comment O.27: 2.3 BACKGROUND INFORMATION
This section attempts to obscure Vallco Shopping District's "shopping, dining, and entertainment" objectives stated in the General Plan.

The General Plan refers to Vallco Shopping District as: "... 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."

Response O.27: Refer to Section 5.2 Response II.E.23.

Comment O.28: 2.4.1 PROPOSED PROJECT
See Comments on DEIR Summary p 3 of this document.

Response O.28: Refer to Section 5.2 Responses II.E.24.

Comment O.29: Park land acreage per Cupertino Municipal Code 13.08.050 states the park land acreage requirement to be 3 acres per 1,000 residents. In areas which are park deficient, such as the east side of Cupertino, the city average residents per dwelling units is 2.83. For Proposed Project, 800 residential units, 2,264 residents: 6.8 acres of park land acreage would be required. For 2,640 residential units, 7,471 residents: 22.4 acres of park land would be required. For 4,000 residential units, 11,320 residents: 34.0 acres of park land would be required.

Response O.29: Refer to Section 5.2 Response II.E.25.

Comment O.30: The 30 acre green roof is not park land acreage per the Municipal Code. While it may be considered a recreational area, the uses of such space are limited. Here is a cross section of the SB 35 plan roof:

Figure 10: Section from SB 35 Vallco Application

Response O.30: Refer to Section 5.2 Response II.E.26.

Comment O.31: Cupertino adopted the Community Vision 2040, Ch. 9 outlines the "Recreation, Parks, and Services Element." Their Policy RPC-7.1 Sustainable design, is to minimize impacts, RPC-7.2 Flexibility Design, is to design for changing community needs, and RPC-7.3 Maintenance design, is to reduce maintenance.

The Vallco green roof violates the three City of Cupertino Parks policies listed: it is not sustainable, it is not flexible (a baseball field cannot be created), and it is extremely high maintenance. Parkland acquisition is supposed to be based on "Retaining and restoring creeks and other natural open space areas" and to "design parks to utilize natural features and the topography of the site in order to…keep maintenance costs low." And unfortunately for us, the city states: "If public parkland is not dedicated, require park fees based on a formula that considers the extent to which the publicly-accessible facilities meet community need."

Response O.31: Refer to Section 5.2 Response II.E.27.

Comment O.32: 2.4.4.2 SITE ACCESS, CIRCULATION, AND PARKING

> *"Based on a conservative estimate of parking demand, it is estimated that two to three levels of below- ground parking across most of the site (51 acres) would be required."*

Should a third level of subterranean parking be required, that will increase excavation haul, and GHG calculations. This would result in about 500,000 CY of additional soil removal and should be calculated.

Response O.32: Refer to Section 5.2 Response II.E.28.

Comment O.33: Parking will be inadequate due to park and ride demand from the Transit Center and TDM.

2.4.4.3 TRANSIT CENTER AND TRANSPORTATION DEMAND MANAGEMENT PROGRAM

The extent of the transit system with Google, Genentech, and Facebook continuing to use the site along with what will likely be Apple, and VTA will result in much higher bus trips than expected. Even at the 808 average daily trips in the GHG and Fehr + Peers studies, that is 404 vehicles in and out of the site daily. This sounds much larger than Apple Park's transit system. There would need to

be a tremendous amount of park and ride spaces available for the tech company buses which is not in the project.

Response O.33: Refer to Section 5.2 Response II.E.29.

Comment O.34: 2.4.4.4 UTILITY CONNECTIONS AND RECYCLED WATER INFRASTRUCTURE EXTENSION

The SB 35 application discussed the $9.1 million cost to extend the recycled water line across I-280. There is an insufficient amount of recycled water produced at the Donald M. Somers plant and there is anticipated upstream demand. When there is not enough recycled water, potable water is added to the recycled water to make up the difference. It may be decades before there is adequate output of recycled water for the green roof.

Apple Park pays the potable water cost. The previous water study for Measure D showed the following water use:

Figure 11: WSA from Hills at Vallco Measure D

Table 3: LAS District Plus Four Development Projects

Actual and Projected Water Demand (AF)

	2005	2010	2015	2020	2025	2030	2035	2040
Cal Water Projection	14,758	11,648	14,440	14,706	14,983	15,273	15,577	15,894
Hamptons Project	0	0	0	28.1	28.1	28.1	28.1	28.1
Vallco SP&P	0	0	0	370.9	370.9	370.9	370.9	370.9
Apple Campus 2	0	0	0	121.6	121.6	121.6	121.6	121.6
Main Street Project	0	0	0	30.1	30.1	30.1	30.1	30.1
Total	14,758	11,648	14,440	15,257	15,534	15,824	16,128	16,445

Tertiary treated water from the Donald Somers plant is currently insufficient. Impacts related to the need to expand the plant will include air quality impacts as well. There is not enough capacity at the Donald Somers plant to supply the Vallco "Hills" project. Should the same green roof be added to the project, there would need to be a dual water system on the roof. This is due to the need to flush the recycled water out to keep certain plants healthy. The water use from the dual roof system needs to be addressed in coordination with the arborist report for the green roof irrigation system. The roof irrigation system may need an auxiliary pump system to irrigate gardens 95'+ in the air.

Response O.34: Refer to Section 5.2 Response II.E.30.

Comment O.35: 2.4.4.5 CONSTRUCTION

Vallco spokesperson Reed Moulds stated construction would take 6-8 years. Depending on the order of construction, for instance if office is built first, the project will worsen the deficit in housing. The length of time of construction is important because it is used in calculating the lbs/day of GHG

produced. If one side is to be torn down and rebuilt (eg. the east property) first, then the GHG calculations may significantly alter to really be two separate job sites on separate schedules.

Response O.35: Refer to Section 5.2 Response II.E.31.

Comment O.36: 2.4.4.6 SPECIFIC PLAN ASSUMPTIONS

Items listed as "shall" do not state that all would be according to the requirements stated. For instance: "*Future buildings shall install solar photovoltaic power, where feasible*." Requires none actually be installed. For the requirements to have any definite effect, they need to be rewritten for that outcome.

Response O.36: Refer to Section 5.2 Response II.E.32.

Comment O.37: Residences and sensitive receptors need to be 200' from truck loading areas.

Response O.37: Refer to Section 5.2 Response II.E.33.

Comment O.38: 3.1.1.2 SCENIC VIEWS AND VISTAS

DEIR ignores many pleasant views in the Wolfe Road corridor and took photos in harsh lighting when many of the residents enjoy the space on commutes and going to the gym onsite:

Southbound on Wolfe Road with the many mature ash trees:

Figure 12: SB Wolfe Rd.

Southbound on Wolfe Rd. looking west, notice the wide expanse and no buildings:
Figure 13: SB Wolfe Rd. Looking West at Vallco Open Space

Southbound on Wolfe Road, views of Santa Cruz Mountains. There are few areas in the east part of Cupertino where the Santa Cruz mountains are visible due to structures.
Figure 14: SB Wolfe Rd. Santa Cruz Mountains, Vallco Open Space, Trees

East bound on Stevens Creek Blvd. Views of east hills and multiple Apple transit buses.
Figure 15: EB Stevens Creek Blvd. Apple Shuttles

View of Bay Club (large seating area and tv room next to Starbucks) at Vallco.
Figure 16: The Bay Club and Starbucks at Vallco

3.1.2 AESTHETIC IMPACTS

> *"Aesthetic components of a scenic vista include scenic quality, sensitivity level, and view access. Scenic vistas are generally interpreted as long-range views of a specific scenic features (e.g., open space lands, mountain ridges, bay, or ocean views)."*

Findings of AES-1 and AES-2 are incorrect.

The length of a scenic vista is relative to the location. In the east part of Cupertino, there are few long (10 mile) vistas, such that 400’ is a relatively long vista. Glimpses of the Santa Cruz mountains and east bay hills are few and thus more precious. Homes are clustered with 5’ side yards and 25’ setbacks such that neighborhoods have little in the way of long vistas. Creekside Park, Cupertino High School, and Vallco Mall have the largest locally long vistas.

Proposed project will have a huge negative aesthetic impact, it will block all views of the Santa Cruz mountains and eliminate the wide vista across the Bay Club parking lot. Most of the homes in the east part of Cupertino have no long site view and no view of the Santa Cruz mountains. The Bay Club and Starbucks (in the Sears Building) has a huge setback and the parking lot has many fairly young trees. This open vista has been there historically. Visitors to the rebuilt site will be relegated to underground parking caves in a crowded environment with thousands of employees and residents. While Apple Park architects did their best to berm and plant a massive 176 acre area, while keeping the maximum elevation to 75’, the Vallco project is the aesthetic antithesis.

Ideally, Main Street would have been purchased for park land but that did not happen. While the proposed project suggests to hide park land within the project, there should be a large corner park to maintain the historic open corner space at the northeast corner of Wolfe Rd. and Stevens Creek Blvd. The following historical photographs indicate how the corner has never had the view blocked by any solid structure:

Figure 17: Vallco 1939

Figure 18: Vallco 1965

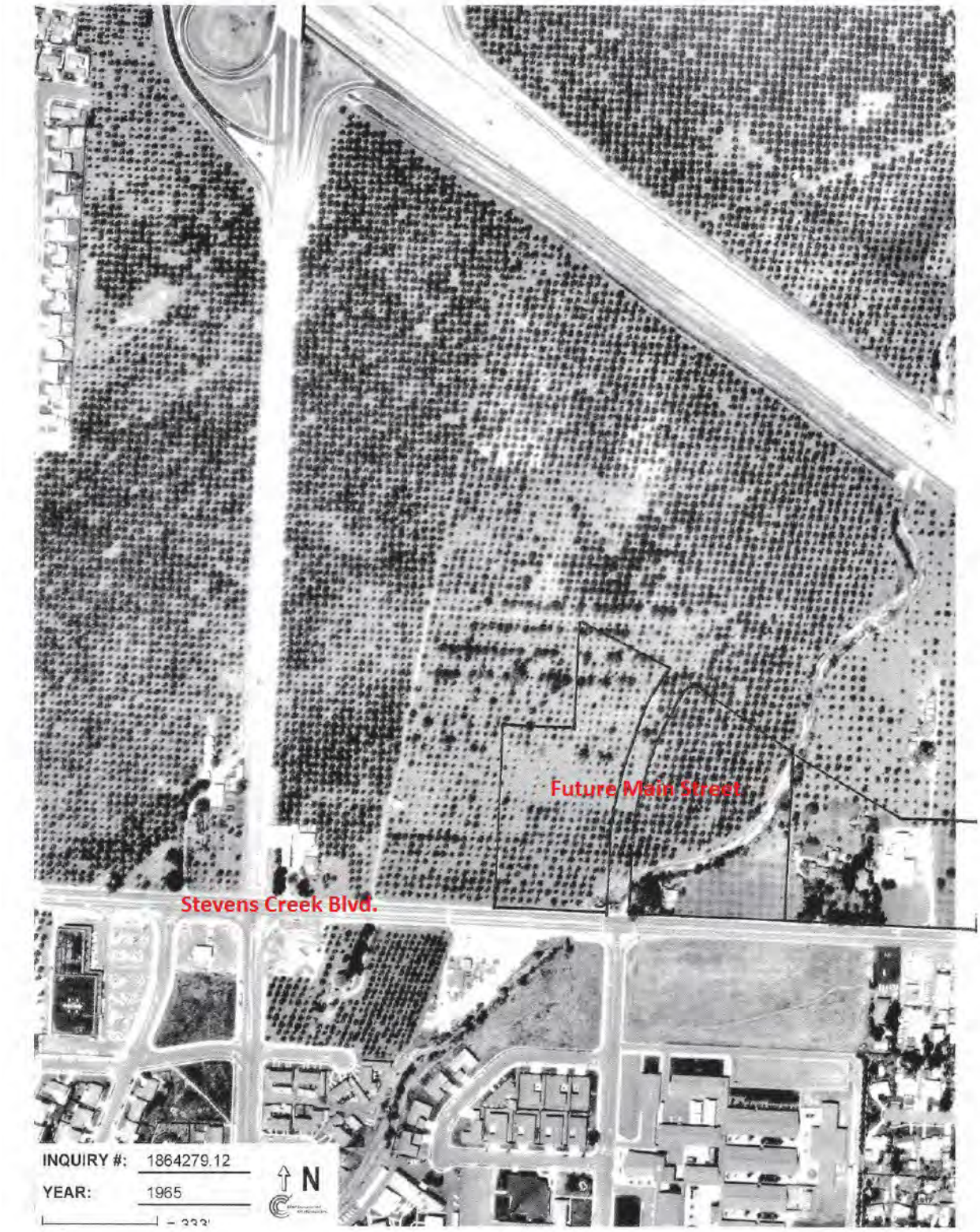


Figure 19: Vallco 1974

Response O.38: Refer to Section 5.2 Response II.E.34.

Comment O.39: LIGHT AND GLARE

The development of the proposed project and alternatives (other than retenanted mall) would include nighttime and security lighting, and may include building material that is reflective. The project and alternatives (other than re-tenanted mall) could result in light and glare impacts.

Structures facing the residential areas could have the windows and heights limited with green walls installed to mitigate light and glare effects.

Response O.39: Refer to Section 5.2 Response II.E.35.

Comment O.40: 3.2 AGRICULTURAL AND FORESTRY RESOURCES
The site historically was an orchard until the late 1970s. With proper planning, a limited portion of the site could be returned to orchard space, on the ground, and possibly on the Stevens Creek Blvd. and Wolfe Rd. corner.

Response O.40: Refer to Section 5.2 Response II.E.36.

Comment O.41: 3.3 AIR QUALITY
Data input has some errors to traffic volumes, wind direction (selected "variable" when it is N, NE), project traffic volumes, and input to the program used to model GHG such as: acreage of the lot, apartment total SF, city park acreage is on the roof and will have recycled water which results in an additional GHG, the addition of a 10,000 SF racquet club is inconsistent with the proposed project studied by others, the Government Civic Center is shown smaller than Proposed Project:
Figure 20: From DEIR: GHG Land Usage

1.1 Land Usage

Land Uses	Size	Metric	Lot Acreage	Floor Surface Area	Population
General Office Building	2,000.00	1000sqft	58.00	2,000,000.00	0
Enclosed Parking with Elevator	11,391.00	Space	0.00	4,556,400.00	0
User Defined Parking	1.00	User Defined Unit	0.00	0.00	0
Hotel	339.00	Room	0.00	492,228.00	0
Apartments Mid Rise	800.00	Dwelling Unit	0.00	800,000.00	2288
Regional Shopping Center	600.00	1000sqft	0.00	600,000.00	0
City Park	30.00	Acre	0.00	1,306,800.00	0
Government (Civic Center)	45.00	1000sqft	0.00	45,000.00	0
Racquet Club	10.00	1000sqft	0.00	10,000.00	0
Junior College (2Yr)	10.00	1000sqft	0.00	10,000.00	0

GHG Trips generated do not match the Fehr + Peers Traffic Study for the DEIR and have nearly 10,000 less ADT.

Response O.41: Refer to Section 5.2 Response II.E.37.

Comment O.42: Additionally, the Fehr + Peers average daily trip rate was erroneously low. The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the

"Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

Figure 21: From DEIR: GHG Trip Generation

4.2 Trip Summary Information

	Average Daily Trip Rate			Unmitigated	Mitigated
Land Use	Weekday	Saturday	Sunday	Annual VMT	Annual VMT
Apartments Mid Rise	3,616.00	3,480.00	3184.00	8,164,132	8,164,132
Enclosed Parking with Elevator	0.00	0.00	0.00		
General Office Building	20,500.00	4,580.00	1960.00	37,225,521	37,225,521
Hotel	2,352.66	2,359.44	1715.34	4,298,751	4,298,751
Regional Shopping Center	16,878.00	19,788.00	9996.00	28,597,404	28,597,404
User Defined Parking	808.00	808.00	808.00	1,470,560	1,470,560
City Park	471.00	471.00	471.00	1,005,516	1,005,516
Government (Civic Center)	844.20	0.00	0.00	1,152,717	1,152,717
Junior College (2Yr)	116.00	47.20	5.10	229,393	229,393
Racquet Club	239.00	239.00	239.00	406,530	406,530
Total	45,824.86	31,772.64	18,378.44	82,550,523	82,550,523

Fehr + Peers ADT chart:
Figure 22: From DEIR: Fehr + Peers Trip Generation does not match

Table 3.17-7: Project and Project Alternative Trip Generation E

Land Use	Project				General Plan Buildout with Maximum Residential Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162
Green Roof	30 acres	567	135	105	30 acres	567	135	105
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452
Transit Hub (C)		808	175	193		808	175	193
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response O.42: Refer to Section 5.2 Response II.E.38.

Comment O.43: IMPACT AQ-1
Impact AQ-1 PM 10, is missing from the DEIR but mitigations to AQ-1 are included in the GHG appendix and are repeated for Impact AQ-2.

Response O.43: Refer to Section 5.2 Response II.E.39.

Comment O.44: IMPACT AQ-2
The following is quoted from DEIR AQ-2:

"Impact AQ-2: The construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-2.1: 3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited."

14. Avoid tracking of visible soil material on to public roadways by employing the following measures if necessary: (1) Site accesses to a distance of 100 feet from public paved roads shall be treated with a 6 to 12 inch compacted layer of wood chips, mulch, or gravel and (2) washing truck tires and construction equipment of prior to leaving the site."

These impacts may be better mitigated following Apple Park's method of power washing on each exit from the site and installing steel grates the trucks drive over.

Response O.44: Refer to Section 5.2 Response II.E.40.

Comment O.45: The soil haul on I-280, if this occurs, will need coordination with CalTrans for street sweeping on the freeway. This may take months and severely block traffic due to closing a lane for sweepers. The route for soil haul needs to be made public. Apple Park balanced cut and fill onsite, thus eliminating months of truck haul a considerable distance. The Environmental Assessment for Vallco Town Center Initiative, "Measure D" indicated many months of hauling required, trips from 7-12 miles, and that project is approximately 2 Million SF smaller than Proposed Project and alternatives. Additionally, the inclusion of having 85% of parking be subterranean in the Charrette alternatives could result in an extra level of subterranean parking needed. This will mean another 500,000 cubic yards of soil haul off. This was not anticipated in the DEIR and will impact air quality.

Response O.45: Refer to Section 5.2 Response II.E.41.

Comment O.46: It is expected that there will be hazardous materials needing special accepting landfills which are not near the site.

Response O.46: Refer to Section 5.2 Response II.E.42.

Comment O.47: The following is quoted from DEIR AQ-2:

> *"Impact AQ-2:*
> *MM AQ-2.1:*
> *6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.*
> *16. Minimizing the idling time of diesel powered construction equipment to two minutes."*

#6 and #16 impact mitigations are conflicting, is it two minutes or five minutes allowable idling time? How will this be enforced?

Response O.47: Refer to Section 5.2 Response II.E.43.

Comment O.48: The highest engine tier available is Tier 4b, the mitigations suggested include Tier 3, which should be deleted and require ALL construction equipment meet Tier 4b emissions standards because the site is adjacent to residences and within a quarter of a mile to a high school and day care. Additionally, the year of construction actually beginning is unknown.

Response O.48: Refer to Section 5.2 Response II.E.44.

Comment O.49: How will the City enforce that mitigations such as alternative fuel options (e.g., CNG, bio-diesel) are provided for each construction equipment type? It is the responsibility of the

lead agency to ensure the equipment operated by the project actually uses alternative fuel. City must present their enforcement process.

Response O.49: Refer to Section 5.2 Response II.E.45.

Comment O.50: Because we have seen developers not pull permits until many years after approval, requiring that equipment be no older than eight years is better than the DEIR requirement of model year 2010 or newer.

Response O.50: Refer to Section 5.2 Response II.E.46.

Comment O.51:

- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA Tier 4 emission standards for NOx and PM, where feasible.*
- *All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA emission standards for Tier 3 engines*

Response O.51: Refer to Section 5.2 Response II.E.47.

Comment O.52: Consider adding the following mitigations text and explain how it will be enforced:
Figure 23: Mitigations for trucks

- new clean diesel trucks,
- lower-tier diesel engine trucks with added PM filters,
- hybrid trucks, alternative energy trucks, or
- another method that achieves the same emission standards as the highest engine tier available.

Figure 24: Mitigations for Construction Vehicles

- All off-road equipment and on-road equipment used for construction projects within the Plan area shall be no older than eight years at the time the building permit is issued. This requirement will ensure that these projects use the newest and cleanest equipment available.
- Portable diesel engines shall be prohibited at construction sites within the Plan area. Where access to grid power is available, grid power electricity should be used. If grid power is not available, propane and natural gas generators may be used.

Source, BAAQMD:
http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf

Response O.52: Refer to Section 5.2 Response II.E.48.

Comment O.53: IMPACT AQ-3:
The operation of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would violate air quality standard or contribute substantially to an existing or projected air quality violation.

Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

Incomplete analysis and only one mitigation was suggested for operation of the project which is for architectural coatings specifically paint when ROGs are widely used throughout construction, however the proposed project will likely have multiple sources of ROG air pollution such as air pollution caused by:

1. additional recycled water production: likely unavoidable
2. any electrostatic ozone producing equipment: consider limiting ozone producing equipment or seek alternatives
3. cooling towers: require high efficiency cooling towers
4. operation of the transit hub: require zero emission transit vehicles, especially since there will likely be sensitive receptors living on site.
5. additional electricity generation to operate the project: require solar onsite to provide a minimum 50% of required electricity, including the electricity needed to treat the water and recycled water. Any exposed roofing to be white roof.
6. day to day additional vehicular traffic: require a high percent of EV charging stations, zero emission vehicles, and site loading areas 200' from residents, medical offices, daycares, parks, and playgrounds. Refer to Comment 2C in the following: http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak049141.pdf
7. VOC emission from outgassing of carpets, plastics, roofing materials, curing of concrete, treatment of pool and cooling tower water, materials in the artificial roof infrastructure: require low VOC materials throughout the project to reduce
8. restaurants which may be vented to the roof exposing people to cooking fume exhaust. Main Street Cupertino gases from restaurants are visible and detectable across the street on Stevens Creek Boulevard. The standards for roof venting for a green roof must be higher than typical because people may end up near the vents.
9. Additional traffic backing up on I-280, site is downwind of the freeway: place residential areas, medical facility offices, daycares, school uses, playgrounds, and parks a minimum of 1000' from the I-280 right of way including the off ramps and particularly the on ramp due to vehicular acceleration resulting in increased air pollution emissions.
10. VOCs are not mitigated with HEPA filtration. This makes siting residences, medical facilities, school facilities, and daycares more than 1000' from the freeway imperative. Require a Merv 13 filter or better in the 1000' area and require the replacement of the filters with some city determined verification that the filters are changed. http://www.latimes.com/local/lanow/la-me-ln-freeway-pollution-filters- 20170709-story.html
11. Employees working in the parking garages in the TDM program (valets underground) will need to have air quality monitored for safety. Usually they would have a separate room which is well ventilated and preferably an automated payment system for metered parking. However, if workers are needed to pack cars tightly, then the whole underground parking area would have to be rendered safe for workers exposed to the air pollution found in parking garages for a full work day.

Response O.53: Refer to Section 5.2 Response II.E.49

Comment O.54: IMPACT AQ-4

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would result in a cumulatively considerable net increase of criteria pollutants (ROG, NOx, PM10, and/or PM2.5) for which the project region is non-attainment under an applicable federal or state ambient air quality standard.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measure: MM AQ-4.1: Implement MM AQ-3.1.

This is an incomplete analysis with incomplete mitigation measures. Refer to additional air pollution sources and mitigations listed in Impact AQ-3 above. No study of TDM workers in the underground garages has been done.

Response O.54: Refer to Section 5.2 Response II.E.50.

Comment O.55: IMPACT AQ-6:

The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial construction dust and diesel exhaust emissions concentrations.

Significant and Unavoidable Impact with Mitigation Incorporated

Mitigation Measures: MM AQ-6.1: Implement MM AQ-2.1 and -2.2.

1. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.
2. All haul trucks transporting soil, sand, or other loose material off-site shall be covered.

This impact is not specific enough. Because there is an error in the calculations, explained in the Air Quality and Greenhouse Gas Emissions Assessment section fully, the mitigations must be made more strict. It should be mentioned, that the exposure has critical peaks of hazardous levels of GHGs.

Response O.55: Refer to Section 5.2 Response II.E.51.

Comment O.56: HAZARDOUS MATERIALS

Some of the site interiors appear to have had demolition occur already. Was this done to code? How is that known?

"Potential sources of on-site contamination – The Vallco site was historically used for agricultural purposes, and has been developed and operating as a shopping mall since at least 1979. The site is listed on regulatory agency databases as having leaking underground storage tanks (LUSTs), removing and disposing of asbestos containing materials (ACMs), and a small quantity generator of hazardous materials waste. Surface soils may contain elevated levels of residual pesticides and other chemicals of concern related to past and present use and operations at the site."- JD Powers VTCSP 9212 report

Include the following, modified from VTCSP 9212 report, JD Powers:

> ***Soil Management Plan:*** *A Soil Management Plan for all redevelopment activities shall be prepared by applicant(s) for future development to ensure that excavated soils are sampled and properly handled/disposed, and that imported fill materials are screened/analyzed before their use on the property.*
> ***Renovation or Demolition of Existing Structures:*** *Before conducting renovation or demolition activities that might disturb potential asbestos, light fixtures, or painted surfaces, the Town Center/Community Park applicant shall ensure that it complies with the Operations and Maintenance Plan for management and abatement of asbestos-containing materials, proper handling and disposal of fluorescent and mercury vapor light fixtures, and with all applicable requirements regarding lead-based paint.*
>
> ***Proposed use of hazardous materials*** *– Development of the VTC and alternatives could include uses that generate, store, use, distribute, or dispose of hazardous materials such petroleum products, oils, solvents, paint, household chemicals, and pesticides. The VTC shall include the following EDF to reduce adverse effects from on-site use of hazardous materials:*
>
> ***Hazardous Materials Business Plan:*** *In accordance with State Code, facilities that store, handle or use regulated substances as defined in the California Health and Safety Code Section 25534(b) in excess of threshold quantities shall prepare and implement, as necessary, Hazardous Materials Business Plans (HMBP) for determination of risks to the community. The HMBP will be reviewed and approved by the Santa Clara County Department of Environmental Health Hazardous Materials Compliance Division through the Certified Unified Program Agencies (CUPA) process*

Refer to Subchapter 4. Construction Safety Orders, Article 4. Dusts, Fumes, Mists, Vapors, and Gases: https://www.dir.ca.gov/title8/1529.html

Response O.56: Refer to Section 5.2 Response II.E.52.

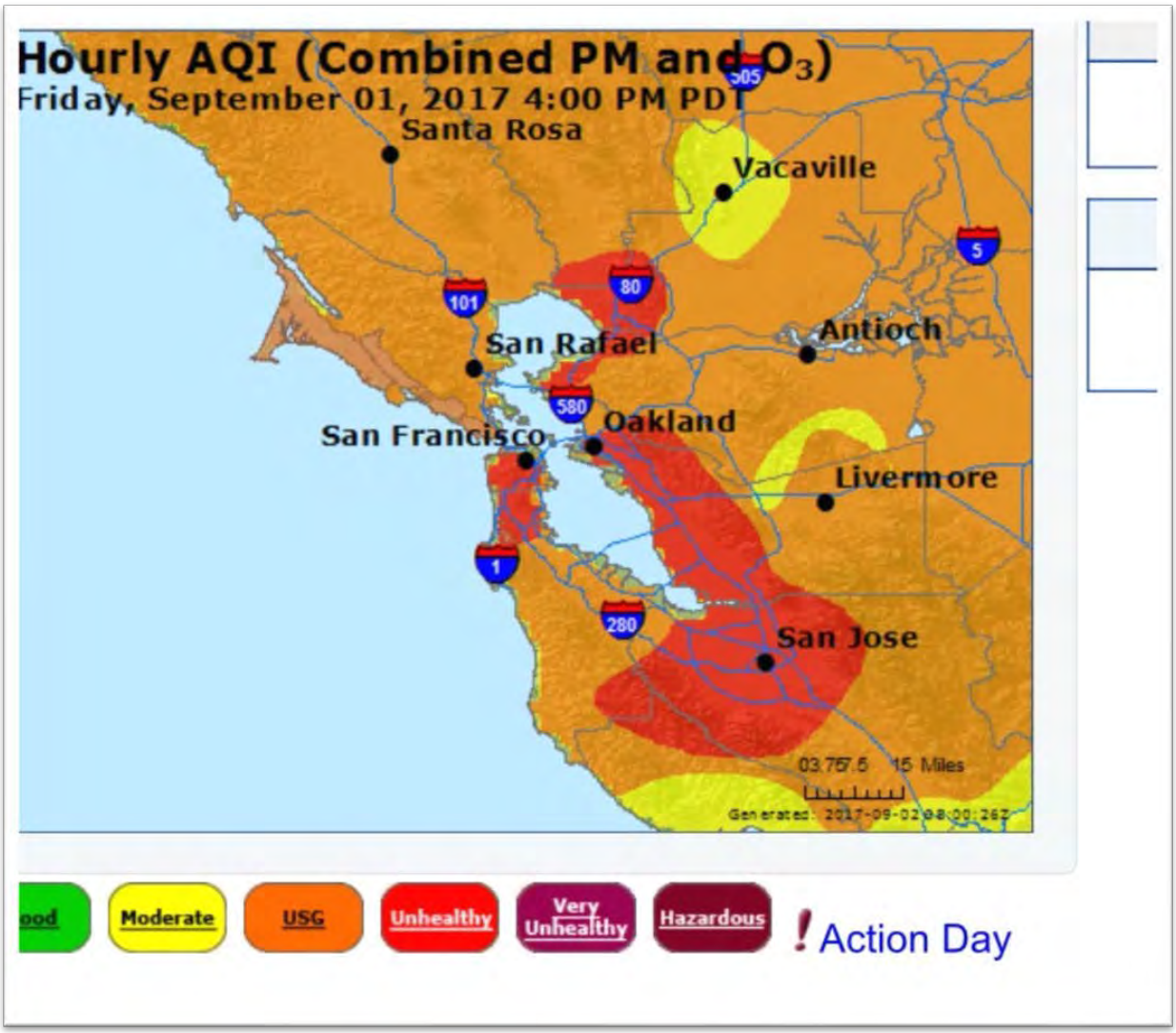
Comment O.57: IMPACT AQ-7

> *The proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would expose sensitive receptors to substantial TAC pollutant concentrations.*
>
> ***Less than Significant Impact with Mitigation Incorporated***
>
> *MM AQ-7.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) shall implement mitigation measure MM AQ-2.1 to reduce on-site diesel exhaust emissions, which would thereby reduce the maximum cancer risk due to construction of the project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative).*

The cancer risk assessment is based on erroneous traffic studies and the air quality monitoring stations had old data from 2013 and/or were too far away to use data. The cancer risk needs to be recalculated. The amount of exposure time should reflect seniors not leaving the project area. The

baseline air quality monitoring must be taken over an extended period with particular attention paid to the summer months when Ozone levels increase. Here is an example day when children would be playing outdoors, Ozone was the primary pollutant. Note these are regional amounts, and the increases along the freeways are not shown:

Figure 25: AQI from BAAQMD



Response O.57: Refer to Section 5.2 Response II.E.53.

Comment O.58: The I-280 freeway produces substantial TAC pollutant concentrations and the south bay is subjected to the entire bay area's pollutants which are converted to Ozone in the warm summer months. The DEIR failed to monitor air pollution for the site for any time period, and only modeled pollutants onsite. Fires are expected to be the new normal, bringing potential further impacts to the region's air quality.

The heights of the structures planned, and layout, and planned green roof, will likely concentrate freeway pollutants into the project area and combine and intensify them with onsite traffic. Having 85% of the parking garages underground and with fresh air intake being difficult to locate may result

in significantly unhealthy air quality and the need for expensive mechanical filtration which does not filter VOCs. Adding what may be approximately 147,000 SF of restaurant and up to 4,000 residential units producing cooking and restroom exhaust with a challenging ventilation system may further degrade the air quality on site. The roof park may enclose the site to the point of having hazardous air quality. The roof park covering was not studied in the cancer risk assessment model. Reducing the amount of underground parking and having above grade parking with open walls in above ground structures is a mitigation. Alternatively, Merv 13 or better filtration and air quality monitors in the subterranean garages may improve the air quality, but it is not clear which would be better. The project alternative with 4,000 residential units will most likely result in residents within 1,000' of the freeway, re-tenanted mall results in the least construction and operational pollution, least cancer risk, and least long term GHG exposure since no residential units would be onsite.

Response O.58: Refer to Section 5.2 Response II.E.54.

Comment O.59: Project is "down wind" of the freeway. The freeway has over 160,000 vehicles per day and is increasing in congestion. Planned projects in San Jose will likely balance the directional flow of the I-280 and worsen traffic. Freeway pollution has been found to travel up to 1.5 miles resulting in readings above baseline.

The project will significantly slow traffic, and therefore it will increase air pollution levels. Pollutants increase dramatically when going 13 mph vs 45 mph for example, see Zhang, Kai, and Stuart Batterman. "Air Pollution and Health Risks due to Vehicle Traffic." The Science of the total environment 0 (2013): 307–316. PMC. Web. 30 May 2018.

Response O.59: Refer to Section 5.2 Response II.E.55.

Comment O.60: The cumulative effects of the existing air quality next to the freeway, trapping air pollution from the geometry of the buildings proposed and potential roof, must be studied. Project may result in a tunnel effect. see Zhou R, Wang S, Shi C, Wang W, Zhao H, Liu R, et al. (2014) Study on the Traffic Air Pollution inside and outside a Road Tunnel in Shanghai, China. PLoS ONE 9(11): e112195. https://doi.org/10.1371/journal.pone.0112195

Response O.60: Refer to Section 5.2 Response II.E.56.

Comment O.61: CANCER RISK ASSESSMENT, CONSTRUCTION PHASE, CONTRADICTS PREVIOUS STUDY
The construction phase cancer risk assessment is lower than that prepared for the Measure D Vallco Town Center Environmental assessment, which, without EDFs is copied here, this disparity does not make sense:

Figure 26: VTC Hills at Vallco Cancer Risk Assessment - High

Table AQ-13
Project-Related Construction Health Risk Impacts at Sensitive Receptors, Without EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, Without EDFs	83	0.065	0.21	0.296
BAAQMD Significance Threshold	**10**	1	1	0.3

Notes:
1. The existing residential locations experiencing maximum project impacts with no EDFs are:

	UTMx	UTMy
Cancer	587135.52	4131721.81
Chronic HI, $PM_{2.5}$	587134.89	4131761.81
Acute HI	587057.1	4131620.57

Abbreviations:
BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

And with EDF's here:
Figure 27: VTS Hills at Vallco Cancer Risk Assessment with EDFs

Table AQ-14
Project-Related Construction Health Risk Impacts at Sensitive Receptors, With EDFs
Town Center/Community Park
Cupertino, California

Emission Source	Cancer Risk Impact[1] (in one million)	Chronic Non-Cancer Hazard Index[1]	Acute Non-Cancer Hazard Index[1]	Annual $PM_{2.5}$ Concentration[1] (ug/m^3)
Project Construction, With EDFs	7.5	0.0063	0.089	0.024
BAAQMD Significance Threshold	**10**	1	1	0.3

Notes:
1. The existing residential locations experiencing maximum project impacts with EDFs are:

	UTMx	UTMy
Cancer	587360.2	4131425.31
Chronic HI, $PM_{2.5}$	587361.46	4131345.32
Acute HI	587330.47	4132044.92

Abbreviations:
BAAQMD: Bay Area Air Quality Management District
EDF: Environmental Design Feature
HI: health index
ug/m^3: micrograms per cubic meter
UTM: Universal Transverse Mercator coordinate system

P. 55 of GHG Assessment cancer risk assessment shows much lower risk:

"Results of this assessment indicate that the maximum excess residential cancer risks would be 26.7 in one million for an infant/child exposure and 0.9 in one million for an adult exposure. The maximally exposed individual (MEI) would be located at a second floor residence at the location shown in Figure 5. The maximum residential excess cancer risk at the MEI would be greater than the BAAQMD significance threshold of 10 in one million. Implementation of Mitigation Measures AQ-1 and AQ-2 would reduce this risk to below the BAAQMD threshold of significance."

This lower result for a larger project does not make sense given both the proximity to the I-280, down wind location, and the questionable ability of the city to enforce what types of construction vehicles are used, what types of architectural coatings are used, what company electricity is purchased from, and maintain freeway volumes from increasing and slowing traffic further.

Response O.61: Refer to Section 5.2 Response II.E.57.

Comment O.62: Impact AQ-9

Implementation of the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would cumulatively contribute to cumulatively significant air quality impacts in the San Francisco Bay Area Air Basin. Significant and Unavoidable Impact with Mitigation Incorporated

MM AQ-9.1: Implement MM AQ-3.1

MM AQ-3.1: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative or Retail and Residential Alternative) shall use low-VOC paint (i.e., 50 g/L or less) on operational architectural coatings and no hearths or fireplaces (including natural gas-powered) shall be installed in the residential units.

This is very incomplete, this suggests the re-tenanted mall is the best alternative.

Response O.62: Refer to Section 5.2 Response II.E.58.

Comment O.63: 3.4 BIOLOGICAL RESOURCES

The conclusions that there are no significant impacts on biological resources are incorrect and mitigations are not achievable.

General Plan Strategy LU-19.1.13 "Retain trees along the Interstate 280, Wolfe Road and Stevens Creek Boulevard to the extent feasible, when new development are proposed."

The DEIR states: "The existing 1,125 trees on the project site were planted as part of the development of Vallco Shopping Mall and, therefore, are all protected trees."

Because of the closing of mall activities, there has very likely been an increase in wildlife on the site with less human presence.

Response O.63: Refer to Section 5.2 Response II.E.59.

Comment O.64: The city has demonstrated that they will approve construction of an excessively glazed structure, Apple Park, where both birds and humans will run into the glass and be harmed. There is no assurance that there will be care taken for the existing wildlife on site during construction, and no assurance there will be care in maintaining the habitat in the future. Referring to the Vallco SB 35 application excuse that there are essentially, too many ash trees on the property provides only an expectation that the developer intends to cut them all down.

A mitigation suggested includes: "*Prohibiting glass skyways and freestanding glass walls*" While renderings of the two story walkway over Wolfe Rd. show an all glass walled structure. Roof top amenities shown with tall glass walls. There does not appear to be any intention to enforce this mitigation.

Response O.64: Refer to Section 5.2 Response II.E.60.

Comment O.65:
The following mitigation should be added, from Measure D VTCSP:

> *"30. **Nitrogen Deposition Fee:** The Town Center/Community Park applicant and other project applicants for future development shall pay a Santa Clara Valley Habitat Conservation Plan/Natural Community Conservation Plan Nitrogen Deposition Fee to the Implementing Entity of the Habitat Conservation Plan, the Santa Clara Valley Habitat Agency, even though the fee would not otherwise be legally applicable to the future development. The Town Center/Community Park applicant shall pay the Nitrogen Deposition Fee commensurate with the issuance of building permits within the Town Center/Community Park.- source VTCSP 9212 report, JD Powers"*

Response O.65: Refer to Section 5.2 Response II.E.61.

Comment O.66: Apply the following from VTCSP with multiple historical photographs and educational information boards.

> *"The Vallco Shopping District is designated as a City Community Landmark in the City's General Plan. The General Plan EIR concluded that the redevelopment of the Vallco site would not result in significant impacts to historic resources, if redevelopment is consistent with General Plan Policy LU-6.3.60 The VTCSP would be consistent with General Plan Policy LU-6.3 by providing a plaque, reader board and/or other educational tools on the site to explain the historic significance of the resource. The plaque shall include the city seal, name of resource, date it was built, a written description, and photograph. The plaque shall be placed in a location where the public can view the information.- source 9212 report JD Powers"*

Include the history of environmental pollution of the orchard industry from the use of lead arsenate and DDT in the 'Valley of Heart's Delight", photos of child employment "cutting 'cots'", to environmental pollution from the computer industry including the Apple Park superfund site and pollutants at 19,333 Vallco Parkway (where pollutants like Freon and TCE were allegedly just dumped out the back door), and the onsite pollution already noted in this DEIR to the history of the site, to proposed project and alternatives.

Response O.66: Refer to Section 5.2 Response II.E.62.

Comment O.67:
Figure 28: DEIR: Energy Demand

Table 3.6-1: Summary of Project and Project Alternative Energy Demand			
	Estimated Electricity Demand* (GWh per year)	**Estimated Natural Gas Demand*** (Btu per year)	**Estimated Gasoline Demand†** (million gallons per year)
Existing	7	703 million	2
Proposed Project	70	64 billion	12
General Plan Buildout with Maximum Residential Alternative	60	63 billion	10
Retail and Residential Alternative	45	57 billion	6
Occupied/Re-Tenanted Mall Alternative	19	12 billion	4

Notes: * The net energy demand is identified for the proposed project and project alternatives.
† The estimated gasoline demand was based on the estimated vehicle miles traveled discussed in Section 3.17 Transportation/Traffic and the average fuel economy of 35 mpg.
Source: Illingworth & Rodkin, Inc. *Vallco Special Area Specific Plan Air Quality and Greenhouse Gas Emissions Assessment.* May 2018. Attachment 2.

Because the city has no regulatory framework with which to ensure poorly operating equipment is used for the construction of the project, or for operation, or that energy would be purchased from one supplier over another, or that recycled water would come from one source over another, assumptions that the project will have less than significant impact are not verifiable. Additionally, proposed project requires 3 times the electricity, 5 times the natural gas, and 3 times the gasoline demand of the occupied/re-tenanted mall alternative.

Response O.67: Refer to Section 5.2 Response II.E.63.

Comment O.68: 3.7 GEOLOGY AND SOILS
There is very likely a huge amount of topsoil which was encased in the mounded soil to the north of the JC Penney building. Excavation of the site will remove any and all of what was once topsoil on the site and excavate up to 45' below the top of curb on Wolfe Road for the subterranean parking structures.

Response O.68: Refer to Section 5.2 Response II.E.64.

Comment O.69: 3.8 GREENHOUSE GASES AND AIR QUALITY AND GREENHOUSE GAS EMISSIONS ASSESSMENT
Baseline values are unacceptable due to their being a combination of an air quality monitoring station from the west side of Cupertino, in a neighborhood (Voss Avenue site which closed in 2013) and data from San Jose monitoring stations which are approximately 10 miles away. Meteorological data was used from 2006-2010 at the San Jose Mineta airport, which is both too old, too far from the site, and irrelevant due to the recent drought conditions. Project site, adjacent to the I-280, has had no relevant air quality monitoring, ever. Guidelines §15064.4 in conjunction with Guidelines § 15125 concerning project baselines ("An EIR must include a description of the physical environmental conditions in the vicinity of the project, as they exist at the time the notice of preparation is published, which was February 8, 2018. The most recent data used as a baseline was from 2016. There is no excuse for not actually monitoring the air quality at the site given the relatively low cost to rent the instruments and the immense size of this project. Additionally, the air quality expectations for the existing sensitive receptors throughout the construction process will impose an

increased cancer risk, in particular during the 130 day architectural coating period, demolition phase, and excavation.

Figure 29: DEIR Air Quality Monitors

BAAQMD monitors air pollution at various sites within the Bay Area. The closest official monitoring station is located in Cupertino at 22601 Voss Avenue. However, that station closed in 2013, so data from San Jose are presented for years 2014 through 2016. Pollutant monitoring results for the years 2012 and 2013 at the Cupertino ambient air quality monitoring station are shown in Table 3.

TABLE 3 Ambient Air Quality at the Cupertino and San Jose Monitoring Stations

Pollutant	Average Time	Measured Air Pollutant Levels				
		Cupertino		San Jose		
		2012	2013	2014	2015	2016
Ozone (O_3)	1-Hour	0.083 ppm	0.091 ppm	0.089ppm	0.094 ppm	0.087 ppm
	8-Hour	0.067 ppm	**0.077 ppm (1 day)**	0.066 ppm	**0.081 ppm (2 days)**	0.066 ppm
Carbon Monoxide (CO)	8-Hour	0.73 ppm	ND	ND	ND	ND
Nitrogen Dioxide (NO_2)	1-Hour	0.045 ppm	0.042 ppm	0.058 ppm	0.049 ppm	0.051 ppm
	Annual	0.008 ppm	0.009 ppm	0.013 ppm	0.012 ppm	0.011 ppm
Respirable Particulate Matter (PM_{10})	24-Hour	41.5 µg/m³	33.5 µg/m³	**56.4 µg/m³ (1 day)**	**58.8 µg/m³ (1 day)**	41.0 µg/m³
	Annual	13.5 µg/m³	14.5 µg/m³	20.0 µg/m³	**21.9 µg/m³**	18.3 µg/m³
Fine Particulate Matter ($PM_{2.5}$)	24-Hour	27.5 µg/m³	**38.9 µg/m³**	**60.4 µg/m³ (2 days)**	**49.4 µg/m³ (2 days)**	22.7 µg/m³
	Annual	ND	8.5 µg/m³	8.4 µg/m³	9.9 µg/m³	8.4 µg/m³

Source: CARB, 2018. https://www.arb.ca.gov/adam/

Note: ppm = parts per million and µg/m³ = micrograms per cubic meter
Values reported in **bold** exceed ambient air quality standard
ND = No Data available.

Response O.69: Refer to Section 5.2 Response II.E.65.

Comment O.70: GHG assessment must require an analysis of how existing environmental conditions will impact future residents or users of the proposed project because "… the proposed project risks exacerbating environmental hazards or conditions that already exist (California Supreme Court Case No. S213478)." Proposed project will have operational GHG emissions in excess of BAAQMD thresholds. No accurate existing environmental conditions have yet been recorded.

Response O.70: Refer to Section 5.2 Response II.E.66.

Comment O.71: Proposed project will exacerbate traffic in the area and especially on I-280, backing up and slowing down traffic. Free flowing traffic produces much less air pollution than stop and go traffic. Proposed project will exacerbate existing environmental hazards to the detriment of future residents and users. Proposed project will reduce and potentially trap airflow due to tall buildings planned and proposed 30 acre green roof which may further impede airflow and trap exhaust from traffic in the interior street grid. The green roof plans so far presented in Measure D and the Vallco SB 35 application thus far do not have living spaces directly under them to have the cooling benefit from the insulation and the roof is planned too high to mitigate air pollution for residents living below it where freeway air pollutants settle.

Response O.71: Refer to Section 5.2 Response II.E.67.

Comment O.72: Plans from the Specific Plan process are not finalized but have all shown 2 levels of underground parking. The site location across the freeway and massive Apple Park parking garages make it even more impacted by the freeway because 14,200 Apple employees will work at that site (according to Cupertino Mayor Paul, 6,000 employees had occupied the site as of March, 2018 up from a few hundred in December, 2017) and have acceleration and deceleration off the freeway at the Wolfe Rd. exit.

Unfortunately, Vallco site is downwind of the I-280, yet the GHG modeling selected "variable" wind rather than the N NE calm conditions typical, in doing so the pollutants would dissipate differently than actual conditions. CO modeling within the site needs to be performed along with studying the other GHG emissions. This is imperative because (as the traffic study reflects, by showing high trip reduction rates) people are expected to live and work on site and have retail needs met as well, potentially not leaving the area.

Response O.72: Refer to Section 5.2 Response II.E.68.

Comment O.73: GHG calculations assume an exhaust pipe height for all construction equipment of 16.9' which is innacurate.

Response O.73: Refer to Section 5.2 Response II.E.69.

Comment O.74: 2 Million CY of soil export assumption may be increased due to the Specific Plan process currently stating 85% of parking will be subterranean.

Response O.74: Refer to Section 5.2 Response II.E.70.

Comment O.75: Mitigation of Operational project that electricity would be purchased from a new company, Silicon Valley Clean Energy is not enforceable, and the assumption in GHG calculations that the site currently uses PG&E is not consistent with the Land Use chapter stating the site currently uses SVCE and will continue to do so.

Response O.75: Refer to Section 5.2 Response II.E.71.

Comment O.76: Construction period PM 2.5 Exhaust and PM 10 Exhaust do not have PM 2.5 and PM 10 values resulting from demolition and excavation? They appear to just show exhaust.

Response O.76: Refer to Section 5.2 Response II.E.72.

Comment O.77: DEIR GHG and Air Quality reports do not appear to have studied the cooling tower/central plant. The following has been modified from the JD Powers VTCSP 9212 report for the proposed project:

> "The proposed project and alternatives will likely include a central plant (a stationary source), which would provide heating, ventilation, and air conditioning for most buildings. The central plant would consist of a condenser water system, cooling towers, and boilers. It is possible that operation of the central plant produce greenhouse gas emissions that would exceed the BAAQMD greenhouse gas threshold of significance for stationary sources. The proposed project should include the following EDF to reduce greenhouse gas emission impacts from the central plant:
> "36. **Central Plant Boilers Carbon Offsets:** Prior to completion and operation of any Central Plant Boilers with emissions above 10,000 MT C02e/yr., the Town Center/Community Park applicant and other project applicants for future development shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the operational emissions above 10,000 MT C02e/yr., on a net present value basis in light of the fact that the applicant shall acquire such credits in advance of any creation of the emissions subject to the offset.
>
> Pursuant to CARB's Mandatory Reporting Requirements, applicant(s) shall register the Central Plant Boilers in the Mandatory Greenhouse Gas Emissions Reporting Program. The applicant(s) shall provide copies of carbon purchase contracts to CARB during registration.
>
> The City would likely first require any feasible on-site modifications to the stationary source to reduce greenhouse gas emissions. If the greenhouse gas emissions from the stationary source could not be reduced below the BAAQMD threshold of significance, the City would likely require carbon credits (such as those identified in EDF 36) be purchased and that the credits be locally sourced (i.e., within the City of Cupertino, County of Santa Clara, or same air basin)."

Response O.77: Refer to Section 5.2 Response II.E.73.

Comment O.78: Here is the subterranean parking plan from the SB 35 application:

Figure 30: SB 35 Vallco Subterranean Parking Plan

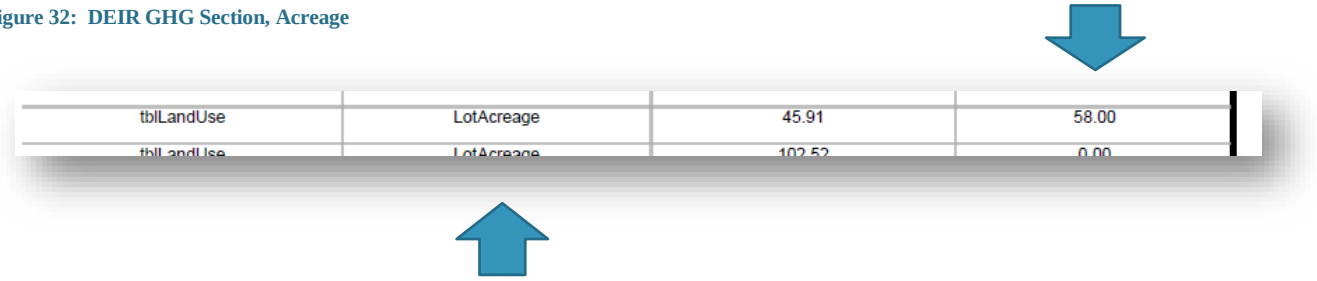
Here is the subterranean parking plan from Vallco Measure D, nearly identical:
Figure 31: VTC Hills at Vallco Subterranean parking Plan

General Comments: GHG emissions should be calculated for the actual construction period which is 6-8 years according to Vallco Property owner representative, Reed Moulds. By dividing tons of GHG by 10 year construction artificially lower results end up being compared to BAAQMD thresholds.

Response O.78: Refer to Section 5.2 Response II.E.74.

Comment O.79: The Hyatt House construction will be complete before Proposed Project construction begins and should not be included in the study for construction emissions. The lot acreage input perhaps should read 50.82 acres, instead of 58.00 per the data entry because construction on other parcels is not part of this study, and would be completed, however the operational emissions would include buildout of the entire Vallco Shopping District Specific Plan Area:

Figure 32: DEIR GHG Section, Acreage



tblLandUse	LotAcreage	45.91	58.00
tblLandUse	LotAcreage	102.52	0.00

Response O.79: Refer to Section 5.2 Response II.E.75.

Comment O.80: The traffic volume at I-280 was incorrectly pulled from the referenced Caltrans traffic count. I-280, between Wolfe Rd. and Stevens Creek Blvd. has an AADT of 176,000 and between Wolfe Rd. and De Anza/Saratoga Sunnyvale Blvd. of 168,000:

Figure 33: Caltrans Traffic

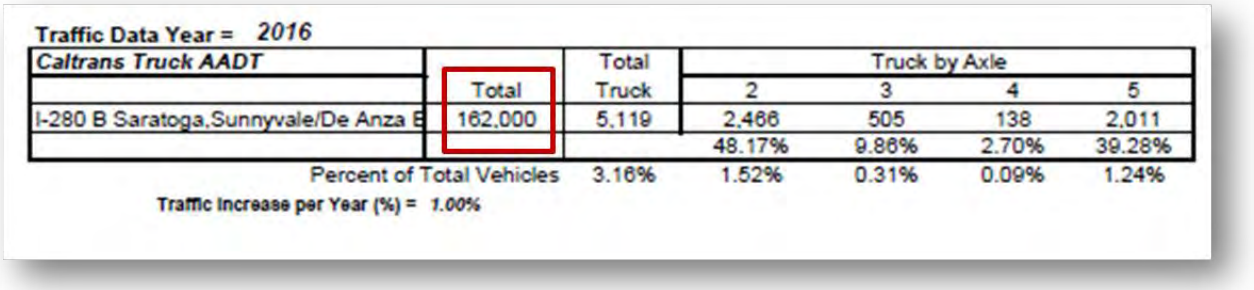
2016 Traffic Volumes on California State Highways

Dist	Route	County	Postmile	Description	Back Peak Hour	Back Peak Month	Back AADT	Ahead Peak Hour	Ahead Peak Month	Ahead AADT
02	273	SHA	16.833	JCT. RTE. 299 W AND JCT. RTE. 44 E				1750	17400	15800
02	273	SHA	17.39	QUARTZ HILL/RIO	1700	17400	16200	1800	19300	19000
02	273	SHA	17.81	REDDING, BENTON DRIVE	1800	19300	19000	1950	21700	20800
02	273	SHA	18.622	LAKE BOULEVARD	1950	21700	20800	1250	12800	12700
02	273	SHA	18.92	TWINVIEW BOULEVARD	1250	12800	12700	860	14200	9000
02	273	SHA	19.77	CATERPILLAR ROAD	860	14200	9000	710	7300	7100
02	273	SHA	20.033	JCT. RTE. 5	710	7300	7100			
03	275	YOL	12.009	JCT. RTE. 50				1350	11300	9300
03	275	YOL	12.039	WEST SACRAMENTO, JCT. RTE. 84	1350	11300	9300	1850	18000	16500
03	275	YOL	13.077	SAC/YOL COUNTY LINE, END OF ROUTE	1850	18000	16500			
03	275	SAC	0	SAC/YOL COUNTY LINE, END OF ROUTE				1850	18000	16500
04	280	SCL R	0	SAN JOSE, JCT. RTES. 101/680				12600	169000	164000
04	280	SCL R	.366	MCLAUGHLIN AVENUE	13400	179000	174000	19800	264000	256000
04	280	SCL R	1.294	SAN JOSE, 10TH STREET	19800	264000	256000	17900	238000	231000
04	280	SCL R	1.992	SAN JOSE, JCT. RTE. 82	17900	238000	231000	18600	247000	240000
04	280	SCL R	2.522	SAN JOSE, JCT. RTE. 87	18600	247000	240000	15100	201000	195000
04	280	SCL R	2.875	SAN JOSE, BIRD AVENUE	15100	201000	195000	18600	248000	241000
04	280	SCL R	3.764	RACE STREET/SOUTHWEST EXPRESSWAY	18600	248000	241000	12900	172000	167000
04	280	SCL L	4.663	SAN JOSE, LELAND AVENUE	14400	193000	187000	15800	211000	205000
04	280	SCL L	5.408	SAN JOSE, JCT. RTES. 17/880	15800	211000	205000	15100	202000	195000
04	280	SCL L	5.954	SAN JOSE, WINCHESTER BOULEVARD	15100	202000	195000	17000	228000	220000
04	280	SCL	5.949	SAN JOSE, SARATOGA AVENUE	17000	228000	220000	14900	199000	192000
04	280	SCL	7.123	SAN JOSE, LAWRENCE EXPRESSWAY	14900	199000	192000	11600	155000	150000
04	280	SCL	7.388	STEVENS CREEK BOULEVARD	11600	155000	150000	13200	176000	170000
04	280	SCL	8.375	CUPERTINO, WOLFE ROAD	13200	176000	170000	12500	168000	162000
04	280	SCL	9.433	SARATOGA, SUNNYVALE/DE ANZA BOULEVARD	12500	168000	162000	11300	151000	146000

Caltrans, 2017. 2016 Annual Average Daily Truck Traffic on the California State Highway System. Available: http://www.dot.ca.gov/trafficops/census/

The GHG Assessment chose the lowest value from the Caltrans data to use (162,000 AADT), rather than the highest peak month value which would be a base rate of 176,000 AADT:

Figure 34: DEIR, GHG, Traffic



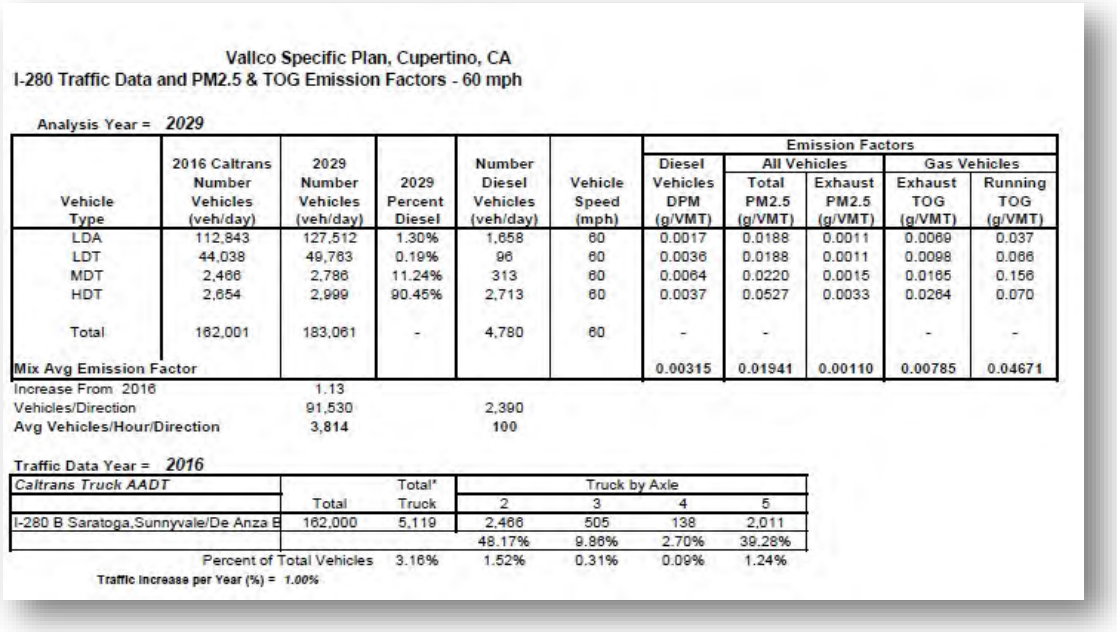
Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total Truck	Truck by Axle 2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The following data appears to have no source dividing up vehicular type, speed, and what type of emission each would have, and the 2029 predicted number of vehicles is too low, showing only 183,061 AADT:

Figure 35: DEIR, GHG, Traffic



Vallco Specific Plan, Cupertino, CA
I-280 Traffic Data and PM2.5 & TOG Emission Factors - 60 mph

Analysis Year = 2029

Vehicle Type	2016 Caltrans Number Vehicles (veh/day)	2029 Number Vehicles (veh/day)	2029 Percent Diesel	Number Diesel Vehicles (veh/day)	Vehicle Speed (mph)	Emission Factors: Diesel Vehicles DPM (g/VMT)	All Vehicles: Total PM2.5 (g/VMT)	All Vehicles: Exhaust PM2.5 (g/VMT)	Gas Vehicles: Exhaust TOG (g/VMT)	Gas Vehicles: Running TOG (g/VMT)
LDA	112,843	127,512	1.30%	1,658	60	0.0017	0.0188	0.0011	0.0069	0.037
LDT	44,038	49,763	0.19%	96	60	0.0036	0.0188	0.0011	0.0098	0.066
MDT	2,466	2,786	11.24%	313	60	0.0064	0.0220	0.0015	0.0165	0.156
HDT	2,654	2,999	90.45%	2,713	60	0.0037	0.0527	0.0033	0.0264	0.070
Total	162,001	183,061	-	4,780	60	-	-		-	-
Mix Avg Emission Factor						0.00315	0.01941	0.00110	0.00785	0.04671
Increase From 2016		1.13								
Vehicles/Direction		91,530		2,390						
Avg Vehicles/Hour/Direction		3,814		100						

Traffic Data Year = 2016

Caltrans Truck AADT	Total	Total* Truck	Truck by Axle 2	3	4	5
I-280 B Saratoga,Sunnyvale/De Anza B	162,000	5,119	2,466	505	138	2,011
			48.17%	9.86%	2.70%	39.28%
Percent of Total Vehicles		3.16%	1.52%	0.31%	0.09%	1.24%

Traffic Increase per Year (%) = 1.00%

The predicted ADT for I-280 was not included in the GHG calculation which has a 2029 starting date. The following VTA study shows the 2035 ADT predictions for segment A (Vallco site is within segment A). There should be a 2040 AADT prediction available as well. The 2035 forecast was for a total of 284,492 ADT for 2035.

Figure 36: VTA 2035 Forecast

Table 11: I-280 Future Traffic Projections

Forecast Future Conditions – 2035											
Segment	Directional										Truck %
	NB AM peak hr	SB AM peak hr	NB PM peak hr	SB PM peak hr	NB AM peak hr V/C	SB AM peak hr V/C	NB PM peak hr V/C	SB PM peak hr V/C	NB AADT	SB AADT	
A	10,435	9,029	11,052	10,333	1.24	1.07	1.32	1.23	150,496	133,996	3.1%
B	7,875	7,875	7,088	7,875	0.83	0.83	0.75	0.83	90,625	84,306	3.3%
C	6,235	8,400	8,400	5,979	0.74	1.00	1.00	0.71	74,674	71,604	2.3%
D	6,991	8,400	8,400	5,851	0.83	1.00	1.00	0.70	76,490	72,706	1.7%
E	7,834	8,400	8,400	8,400	0.93	1.00	1.00	1.00	119,725	125,179	0.9%
F	8,400	5,480	6,016	8,400	1.00	0.65	0.72	1.00	102,705	106,516	1.7%
G	7,350	3,595	5,106	6,043	1.17	0.57	0.81	0.96	71,565	60,838	2.5%
H	3,915	1,921	2,421	3,174	0.93	0.46	0.58	0.76	36,098	33,503	2.1%

Source: Caltrans, District 4

Source: http://www.dot.ca.gov/dist4/systemplanning/docs/tcr/I280draft_final_tcr_signed_07162013_nr_ig.pdf

Response O.80: Refer to Section 5.2 Response II.E.76.

Comment O.81: GHG assessment has errors in selecting the AM and PM speeds of traffic, in particular the PM peak period average travel speed of 60 MPH is incorrect, not consistent with the CMP data they used (or our own observations) which is on the following page:

Table 4.7 2016 Freeway LOS – AM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	07:40 - 08:00	22	22	C	C	66	66	4360	1460
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	08:00 - 08:20	21	12	C	B	66	67	4160	810
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	08:00 - 08:20	75	48	F	E	24	45	5400	2160
119	I-280	WB	De Anza Blvd.	SR 85	1.31	4	3	1	08:00 - 08:20	76	46	F	D	23	47	5250	2170

Table 4.8 2014 Freeway LOS – PM Peak Period

ID	Facility	Dir	From/To	From/To	Miles	Number of Lanes			Peak Photo Time	Max Density		LOS (Density)		Speed		Flow	
						Total	Mixed	HOV		Mixed	HOV	Mixed	HOV	Mixed	HOV	Mixed	HOV
137	I-280	EB	De Anza Blvd.	Wolfe Rd.	1.06	4	3	1	18:00 - 18:20	74	63	F	F	24	40	5330	2520
138	I-280	EB	Wolfe Rd.	Lawrence Expwy.	1.24	4	3	1	18:20 - 18:40	61	42	F	D	32	60	5860	2520
121	I-280	WB	Lawrence Expwy.	Wolfe Rd.	1.24	4	3	1	16:00 - 16:20	25	12	C	B	66	70	4950	840
120	I-280	WB	Wolfe Rd.	De Anza Blvd.	1.06	4	3	1	16:40 - 17:00	27	14	D	B	66	70	5310	980

http://vtaorgcontent.s3-us-west-amazonaws.com/Site_Content/Final%20MC%20Report%202016.pdf

"For all hours of the day, other than during peak a.m. and p.m. periods, an average free-flow travel speed of 65 mph was assumed for all vehicles other than heavy duty trucks which were assumed to travel at a speed of 60 mph. Based on traffic data from the Santa Clara Valley

Transportation Authority's 2016 Congestion Management Program Monitoring and Conformance Report, traffic speeds during the peak a.m. and p.m. periods were identified.15 For two hours during the peak a.m. period an average travel speed of 25 mph was used for west-bound traffic. For the p.m. peak period an average travel speed of 60 mph was used for east-bound traffic. The free-flow travel speed was used for the other directions during the peak periods." -GHG Assessment p. 39-40

Response O.81: Refer to Section 5.2 Response II.E.77.

Comment O.82: IMPACT GHG-1

Impact GHG-1: The project (and General Plan Buildout with Maximum Residential Alternative) would not generate cumulatively considerable GHG emissions that would result in a significant cumulative impact to the environment.

Less than Significant Cumulative Impact with Mitigation Incorporated

An additional mitigation should include those offered for Measure D, VTCSP:

*"EDF 18. **Transportation Demand Management Plan:** Consistent with the Plan Area's environmental design features, require the preparation and implementation of a Transportation Demand Management ("TDM") Plan with an overall target of reducing Specific Plan office generated weekday peak hour trips by 30 percent below applicable Institute of Transportation Engineers trip generation rates…" – source VTCSP 9212 report, JD Powers."*

Response O.82: Refer to Section 5.2 Response II.E.78.

Comment O.83: GHG-1 conclusion that mitigations result in less than significant cumulative impacts is inconsistent with the data from the GHG report which clearly states that the project during construction and at build out would exceed the GHG thresholds of BAAQMD, and that was determined spreading out all emissions over a period of 10 years for the construction phase which is not the actual timeline presented by the developer of 6-8 years:

Response O.83: Refer to Master Response 1 and Section 5.2 Response II.E.79.

Comment O.84: Figure 37: DEIR, GHG, Construction Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

ROG is likely due primarily from architectural coatings, as the previous Vallco Town Center Measure D Environmental Assessment showed in the Vallco Town Center Environmental Assessment PDF p 652/2023 included in the NOP EIR comments and submitted to the city:

Figure 38: DEIR, GHG, Notice Days of Construction

Table AQ-3
Daily Construction Mass Emissions, With EDFs
Town Center/Community Park
Cupertino, California

Project Construction	CAP Emissions (lb)			
	ROG	NOx	Exhaust PM_{10}	Exhaust $PM_{2.5}$
Off-Road Emissions	1,225	6,890	136	125
On-Road Emissions	5,282	90,773	4,188	1,956
Paving Off-Gas Emissions	60	-	-	-
Architectural Coating	43,726	-	-	-
Total	**50,293**	**97,663**	**4,324**	**2,081**
Length of Construction (calendar days)	1,825			
Average Daily Emissions (lb/day)	**28**	**53.5**	**2.4**	**1.1**
BAAQMD Significance Threshold (lb/day)	54	54	82	54

Abbreviations:
CAP: Criteria Air Pollutant
EDF: Environmental Design Feature
lb: pounds
NOx: nitrogen oxides
PM: particulate matter
ROG: reactive organic gases

The Environmental Assessment for Vallco Town Center Measure D was included in the EIR NOP comments, the following table shows errors in calculating the criteria pollutants, by dividing the entire construction period into the various pollutants, a much lower daily value is attained, this would not be the case since, architectural coatings will not be applied for the entire multi-year construction time frame, however, the GHG technical report shows 130 days or about 4 months which would likely result in extremely hazardous levels of ROGs.

Figure 39: DEIR, GHG, 130 Days for Architectural Coating

Construction Phase

Phase Number	Phase Name	Phase Type	Start Date	End Date	Num Days Week	Num Days
1	Demolition	Demolition	1/1/2019	7/1/2019	5	130
2	Site Preparation	Site Preparation	7/2/2019	10/17/2019	5	78
3	Grading	Grading	10/18/2019	6/29/2020	5	182
4	Building Construction	Building Construction	6/30/2020	12/20/2027	5	1950
5	Paving	Paving	12/21/2027	6/19/2028	5	130
6	Architectural Coating	Architectural Coating	6/20/2028	12/18/2028	5	130

Referring back to Table 6, the tonnage of ROGs expected is 41.1, and about 80% of that is from Architectural Coatings. 130 days for architectural coatings that would be approximately 632 lbs/day

which is more than ten times the BAAQMD threshold. 41.1 tons of ROG emissions x 2000 lbs/ton/130 days = 632 lbs/dayx80%= 505.6 lbs of ROGs per day over a roughly four month period!

On-road emissions would be concentrated into a couple of years. Since the Proposed Project and alternatives are larger than Measure D, we can expect even larger exceeding of the BAAQMD thresholds.

Response O.84: Refer to Section 5.2 Response II.E.80.

Comment O.85: Operational air pollution thresholds per BAAQMD are lower than the construction thresholds and only PM 2.5 is not exceeded by the project but very likely exceeded by the freeway contribution. Operational Air Pollutant emissions, subtracts the existing emissions, however, that does not make sense. The threshold is in tons per year produced of GHG, not whether the project will increase the emissions by more than the threshold.

TABLE 7 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Existing Operational Emissions (tons)	2.65 tons	5.29 tons	5.82 tons	1.58 tons
Occupied/Re-Tenanted Mall Alternative Emissions (tons)	9.83 tons	14.26 tons	15.19 tons	4.16 tons
Net Emissions (minus Existing)	7.18 tons	8.97 tons	9.37 tons	2.58 tons
Proposed Project (tons)	26.23 tons	35.20 tons	39.50 tons	10.93 tons
Net Proposed Project (minus Existing)	23.58 tons	29.91 tons	33.68 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	30.29 tons	33.61 tons	37.29 tons	10.39 tons
Net Emissions (minus Existing)	27.64 tons	28.32 tons	31.47 tons	8.81 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	28.92 tons	20.18 tons	20.95 tons	5.98 tons
Net Emissions (minus Existing)	26.27 tons	14.89 tons	15.13 tons	4.40 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Average Daily Existing Emissions (pounds)[1]	14.5 lbs.	29.0 lbs.	31.9 lbs.	8.7 lbs.
Net Average Daily Occupied/Re-Tenanted Mall Alternative Emissions (pounds)[1]	39.3 lbs.	49.2 lbs.	51.3 lbs.	14.1 lbs.
Net Average Daily Proposed Project Emissions (pounds)[1]	129.2 lbs.	163.9 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	151.5 lbs.	155.2 lbs.	172.4 lbs.	48.3 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	144.0 lbs.	81.6 lbs.	82.9 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation.				

Figure 40: DEIR, GHG, Mitigated Emissions

TABLE 8 Mitigated 2029 Operational Air Pollutant Emissions

Scenario	ROG	NOx	PM_{10}	$PM_{2.5}$
Proposed Project (tons)	24.94 tons	35.18 tons	39.49 tons	10.93 tons
Net Proposed Project (minus Existing)	22.29 tons	29.89 tons	33.67 tons	9.35 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Maximum Residential Alternative (tons)	28.56 tons	33.52 tons	37.28 tons	10.38 tons
Net Emissions (minus Existing)	25.91 tons	28.23 tons	31.46 tons	8.80 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Retail and Residential Alternative (tons)	26.96 tons	20.04 tons	20.94 tons	5.97 tons
Net Emissions (minus Existing)	24.31 tons	14.75 tons	15.12 tons	4.39 tons
BAAQMD Thresholds (tons per year)	*10 tons*	*10 tons*	*15 tons*	*10 tons*
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Proposed Project Emissions (pounds)[1]	122.1 lbs.	163.8 lbs.	184.5 lbs.	51.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Maximum Residential Alternative Emissions (pounds)[1]	142.0 lbs.	154.7 lbs.	172.4 lbs.	48.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Net Average Daily Retail and Residential Alternative Emissions (pounds)[1]	133.2 lbs.	80.8 lbs.	82.8 lbs.	24.1 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**Yes**	**Yes**	**Yes**	**No**
Notes: [1] Assumes 365-day operation.				

Mitigation Measure AQ-3: Require the use of Low VOC paint for ongoing architectural coating and no hearths. The project applicant shall require the use of Low VOC paint (i.e., 50 g/L or less) on all operational architectural coatings and that no hearths or fireplaces by installed in the residential uses (including natural gas-powered).

http://www.cupertino.org/home/showdocument?id=20886

Response O.85: Refer to Section 5.2 Response II.E.81.

Comment O.86: BL2: DECARBONIZED BUILDINGS
Air quality modeling used the old data from an air quality monitoring station set up to study Lehigh Cement and situated on Voss Road which is not adjacent to the I-280 and closed in 2013 making the data irrelevant. Additionally, that data was during a period of lesser traffic regionally.

Providing clean energy to the site through an alternative fuel provider is not a mandate. This is potential mitigation. Proposed Project may need to purchase less expensive energy. The assumption that Silicon Valley Clean Energy is the energy provider for the site ignores future condominium, retail, and office space lessors and owners from choosing which energy company serves them. This assumption is unacceptable, any GHG reductions based on this assumption need to be removed.

> *"Electricity is provided to the site by Silicon Valley Clean Energy (SVCE). SVCE customers are automatically enrolled in the GreenStart plan, which generates its electricity from 100 percent carbon free sources; with 50 percent from solar and wind sources, and 50 percent from hydroelectric. Customers have the option to enroll in the GreenPrime plan, which generates its electricity from 100 percent renewable sources such as wind and solar"*

Response O.86: Refer to Section 5.2 Response II.E.82.

Comment O.87: BL4: URBAN HEAT ISLAND MITIGATION

> *"Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would reduce the urban heat island effect by incorporating measures such as cool surface treatments for parking facilities, cool roofs, cool paving, and landscaping to provide well shaded areas."*

There is no approved Specific Plan to make this determination. Any GHG reductions based on this assumption, must be removed.

Response O.87: Refer to Section 5.2 Response II.E.83.

Comment O.88: NW2: URBAN TREE PLANTING

> *Consistent: Future development under the proposed project (and General Plan Buildout with Maximum Residential Alternative and Retail and Residential Alternative) would provide a comfortable, well- shaded environment.*

This statement does not mandate tree planting. The cause of shade is not described, it could be a building blocking direct light. With a 30 acre green roof, what trees would be at street level?

Response O.88: Refer to Section 5.2 Response II.E.84.

Comment O.89: There is an error in calculating Construction Period emissions because they use the entire 10 year construction period to get a better outcome of the pounds per day of emissions. Additionally, Sand Hill Property Company representative Reed Moulds stated in the Vallco presentation meeting presented by the League of Women Voters and the Chamber of Commerce, linked here: https://youtu.be/hiDvHM027R4 that construction would be 6-8 years, not 10. The bulk of the construction exhaust would occur in demolition and haul off which would be a matter of months and not years. There would be peaks in the construction emissions and they will likely exceed BAAQMD thresholds. This chart needs to be recalculated taking into consideration the reality of the construction timeline:

Figure 41: DEIR, GHG, Construction Period Emissions

TABLE 6 Construction Period Emissions

Scenario	ROG	NO_x	PM_{10} Exhaust	$PM_{2.5}$ Exhaust
Proposed Project Construction Emissions (tons)	41.10 tons	194.00 tons	1.68 tons	1.57 tons
Average daily emissions (pounds)[1]	31.6 lbs.	149.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Proposed Project Construction Emissions (tons)		145.50 tons		
Mitigated average daily emissions (pounds)[1]		111.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Maximum Residential Alternative Construction Emissions (tons)	51.64 tons	199.21 tons	1.73 tons	1.62 tons
Average daily emissions (pounds)[1]	39.7 lbs.	153.2 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Maximum Residential Alternative Construction Emissions (tons)		149.41 tons		
Mitigated average daily emissions (pounds)[1]		114.9 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Retail and Residential Alternative Construction Emissions (tons)	54.74 tons	175.51 tons	1.69 tons	1.58 tons
Average daily emissions (pounds)[1]	42.1 lbs.	135.0 lbs.	1.3 lbs.	1.2 lbs.
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Mitigated Retail and Residential Alternative Construction Emissions (tons)		131.63 tons		
Mitigated average daily emissions (pounds)[1]		101.26 lbs.		
BAAQMD Thresholds (pounds per day)	*54* lbs.	*54* lbs.	*82* lbs.	*54* lbs.
Exceed Threshold?	**No**	**Yes**	**No**	**No**
Notes: [1] Assumes 2,600 workdays				

"…estimated 2,600 construction workdays (based on an average of 260 workdays per year). Average daily emissions were computed by dividing the total construction emissions by the number of construction days"

Even with mitigation methods and spreading out the NOx generated from construction over 10 years, only a 25% reduction in NOx was achieved, and it did not meet the BAAQMD threshold. Are there more mitigations available?

Response O.89: Refer to Section 5.2 Response II.E.85.

Comment O.90: Construction haul is shown to be 20 miles for demolition, has this been verified? No actual location has been stated to accept materials. Is the 20 miles round trip? What accepting locations are within 10 miles? Within 20 miles for hazardous material drop off (asbestos)?

Response O.90: Refer to Section 5.2 Response II.E.86.

Comment O.91: Existing mall does not have enclosed parking garages with elevator which the GHG states. If this means that the parking garages have walls and requisite blowers to bring in fresh air, then this assumption would have an associated energy consumption inconsistent with the current mall parking. Much of the parking is at grade with no garage structure. Where there are parking garages, they are open.

Plan provides incomplete data on fuel usage.

Response O.91: Refer to Section 5.2 Response II.E.87.

Comment O.92: 3.9 HAZARDS AND HAZARDOUS MATERIALS
Because hazardous materials have already been noted onsite, the distance required to find an accepting landfill must be added into the GHG travel distance for hauling.

Response O.92: Refer to Section 5.2 Response II.E.88.

Comment O.93: 3.9.1.3 OTHER HAZARDS
The 30 acre green roof may pose a fire hazard. The SB 35 application suggested equipping golf carts on the roof with fire fighting equipment. What mitigations are going to be implemented for Proposed Project and alternatives? To what standard?

3.9.2.1 HAZARDS AND HAZARDOUS MATERIALS IMPACTS
Wildfire hazard from the green roof may be excessive without a mitigation plan. Emergency response may be too slow given the complex structures.

Response O.93: Refer to Section 5.2 Response II.E.89.

Comment O.94: 3.10 HYDROLOGY AND WATER QUALITY
Proposed project and all alternatives (other than re-tenanted mall) drastically alter the existing terrain. Over 2 Million Cubic Yards of soil cut is expected in all plans and an untested green roof over 30 acres is proposed for two of the options. The entire site will be encased in concrete or other non-permeable surface. Attempting to have rainfall percolate into the soil would be extremely difficult given the site plan. The amount of storage area for rainfall to reuse for 50.82 acres would be a prohibitive expense.

The city cannot conclude that the roof park, which is sloped and of unknown depth, can or would absorb the same amount of rainfall that a flat grass park would. If the space is landscaped to be drought tolerant, there may be many open spaces and exposed gravel, concrete, and other impermeable areas. There is proposed public entertainment space planned on the roof which would not be permeable.

Response O.94: Refer to Section 5.2 Response II.E.90.

Comment O.95: If recycled water is used, and any chemical fertilizers, on the green roof, these will concentrate and enter the water supply. If this runoff is collected and reused on the roof, it will further concentrate. Should gray water also be collected and used for irrigation, this may further

degrade the chemical build up on the roof. These issues need to be very carefully thought out. The green roof is an experiment and further analysis into what the runoff coefficient would be is required.

The depth of groundwater may be of concern should an additional level of subterranean parking be required, given the shallow depth of the drainage trench along the north end of the property.

The project will interfere with groundwater recharge because the consumption of recycled water for the green roof, when it becomes available will redirect that water from being used for groundwater recharge.

Response O.95: Refer to Section 5.2 Response II.E.91.

Comment O.96: 3.11 LAND USE AND PLANNING
Impact LU-2 assumes the General Plan has no residential allocation controls in place, therefore residential alternatives above proposed project are not consistent with the General Plan.
DEIR, states in 2.4.2:

> *"The General Plan, however, controls residential development through an allocation system. This alternative [General Plan Buildout with Maximum Residential Alternative] assumes that there are no residential allocation controls in place and development can occur at the maximum density allowed by the General Plan".*

Response O.96: Refer to Section 5.2 Response II.E.92.

Comment O.97: Table 3.11.11 has errors due to assuming some type of construction would result in disturbing the exterior environment of the existing mall in the re-tenanted mall option. The assumptions regarding the other alternatives would need to be verified after any corrections are made based on comments to DEIR.

Response O.97: Refer to Section 5.2 Response II.E.93.

Comment O.98: The minimization of impermeable surfaces strategy is dependent on whether there is a ground level park. If the re-tenanted mall has areas converted to above grade parking structures, then that option would increase permeable surface area.

Response O.98: Refer to Section 5.2 Response II.E.94.

Comment O.99: Policy ES-7.1: This policy is violated by proposed project and alternatives. Strategy ES-7.1.1: The concentration of dissolved solids in the recycled water, along with 30 acres of space requiring fertilizer, may result in unacceptable storm water runoff. Policy ES-7.2: the green roof may increase runoff amounts, it is not the same as park on grade from a hydrologic standpoint. Strategy ES-7.2.3: onsite filtration is beyond the scope of capabilities of a typical development. Policy ES-7.3: this is an unacceptable mitigation because of the scientific background required to monitor the runoff. This should be the responsibility solely of the owner and not suggest volunteers perform this duty.

Response O.99: Refer to Section 5.2 Response II.E.95.

Comment O.100: Policy HE-4.1: This policy is violated because there is an excessive amount of green roof space proposed for the 800 residential units in Proposed Project.

Response O.100: Refer to Section 5.2 Response II.E.96.

Comment O.101: Policy HS-3.2: Fire Department must study the green roof for emergency access and fire prevention.

Response O.101: Refer to Section 5.2 Response II.E.97.

Comment O.102: Policy HS-8.1: This policy is violated due to excessive construction and operational noise.
Policy HS-8.3: Likely violated because construction vibrations may not be mitigated.

Response O.102: Refer to Section 5.2 Response II.E.98.

Comment O.103: Strategy LU-3.3.1, LU- 3.3.2, LU-3.3.3: These strategies are not followed. The existing AMC is 83' in height. The adjacent 19,800 Wolfe Rd. apartment building is 61' to tallest parapet. Apple Park maximum height is 75'. The Apple Park parking garages across the I-280 are 48'. The scale of proposed project and alternatives is more than double the height of any building in the area and it is much denser.

Response O.103: Refer to Section 5.2 Response II.E.99.

Comment O.104: Strategy LU-19.1.4: The proposed projects shown at the Opticos Charrettes have insufficient retail. The residential amounts over 800 are inconsistent with the General Plan.

Response O.104: Refer to Section 5.2 Response II.E.100.

Comment O.105: Policy M-1.2: Proposed project degrades traffic LOS excessively.

Response O.105: Refer to Section 5.2 Response II.E.101.

Comment O.106: Impact LU-4: Due to the Combination of Apple Park, Hamptons, Main Street Cupertino, and Proposed Project and alternatives, the project will have a cumulatively considerable contribution to a significant cumulative land use impact.

Response O.106: Refer to Section 5.2 Response II.E.102.

Comment O.107: 3.12 MINERAL RESOURCES
Agree with DEIR.

Response O.107: Refer to Section 5.2 Response II.E.103.

Comment O.108: 3.13 NOISE AND VIBRATION
Loud noise can cause hearing loss. The construction noise over the 10 year period may cause hearing loss for sensitive receptors and patrons of the surrounding retail areas. An outdoor concert venue in the proposed project or alternatives, will very likely result in hearing loss.

Response O.108: Refer to Section 5.2 Response II.E.104.

Comment O.109: The future noise contours from the DEIR indicate that walking along Wolfe Rd., Stevens Creek Blvd. and the proposed bike path along the I-280 will have areas above 80 dB.

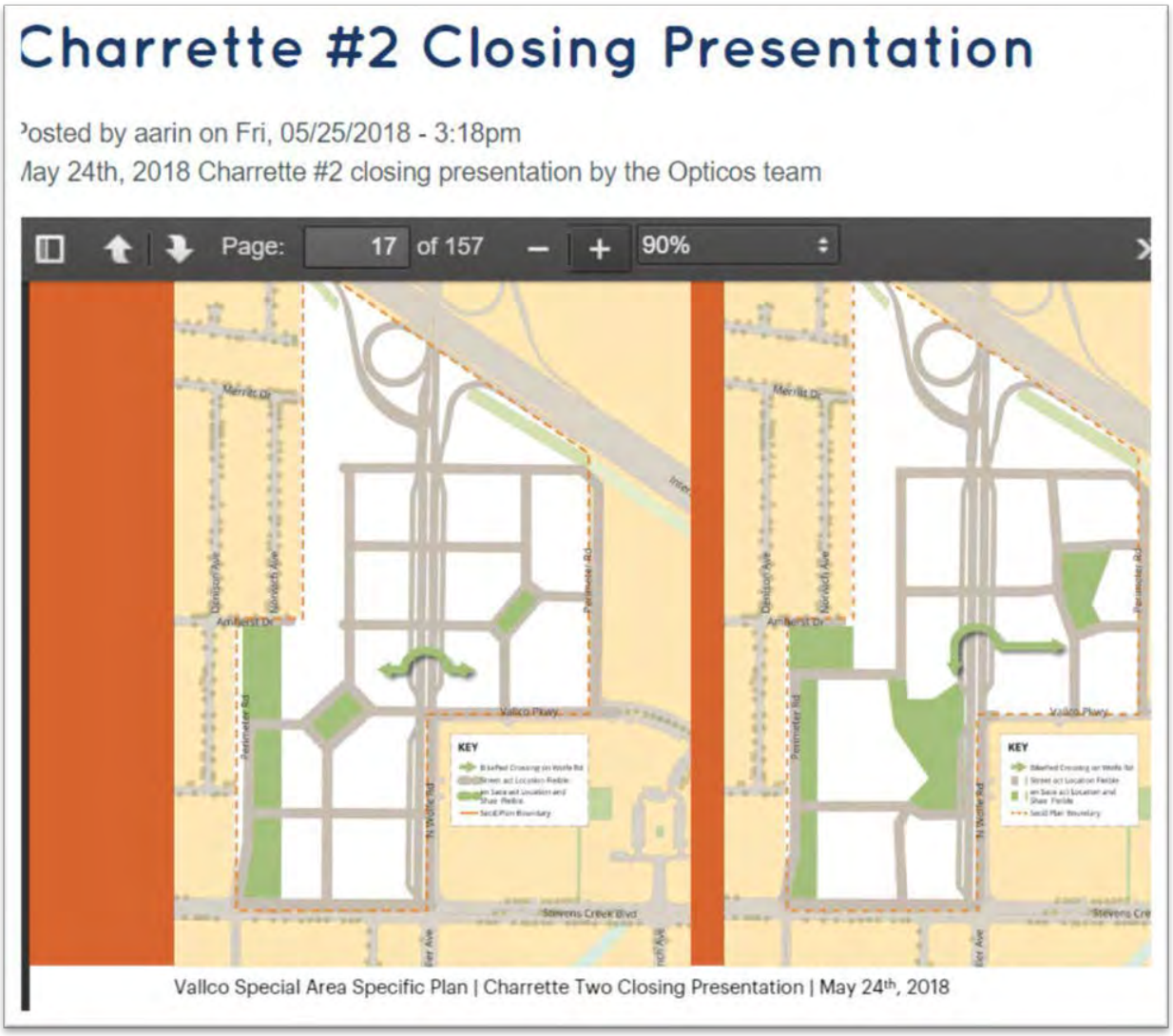
The I-280 has directional traffic flow, slowed traffic, and associated decreased noise, during peak hour traffic would only be for 4 of the 8 lanes. There would always be traffic at free flow, generating that noise level. As the freeway continues to decline in service, and development in San Jose increases, the traffic should slow at peak hour in both directions.

From DEIR:
PLAYGROUNDS

> *"Playground noise would primarily result from activities such as raised voices and the use of playground equipment. Typical noise levels resulting from various playground activities range from 59 to 67 dBA Leq at a distance of 50 feet. Maximum instantaneous noise levels typically result from children shouting and can reach levels of 75 dBA Lmax at a distance of 50 feet. Assuming playground activities would be restricted to daytime hours only, the minimum setback of the center of the playground areas to the nearest residential property lines would need to be 60 feet for the typical noise levels to meet the daytime threshold of 65 dBA."*

Charrette #2 Closing Presentation shows parks adjacent to back yards of single family residences. This may, combined with Perimeter Rd. noise exceed Municipal Code permissible sound levels. The DEIR does not adequately address this.

Figure 42: Opticos Charrette #2

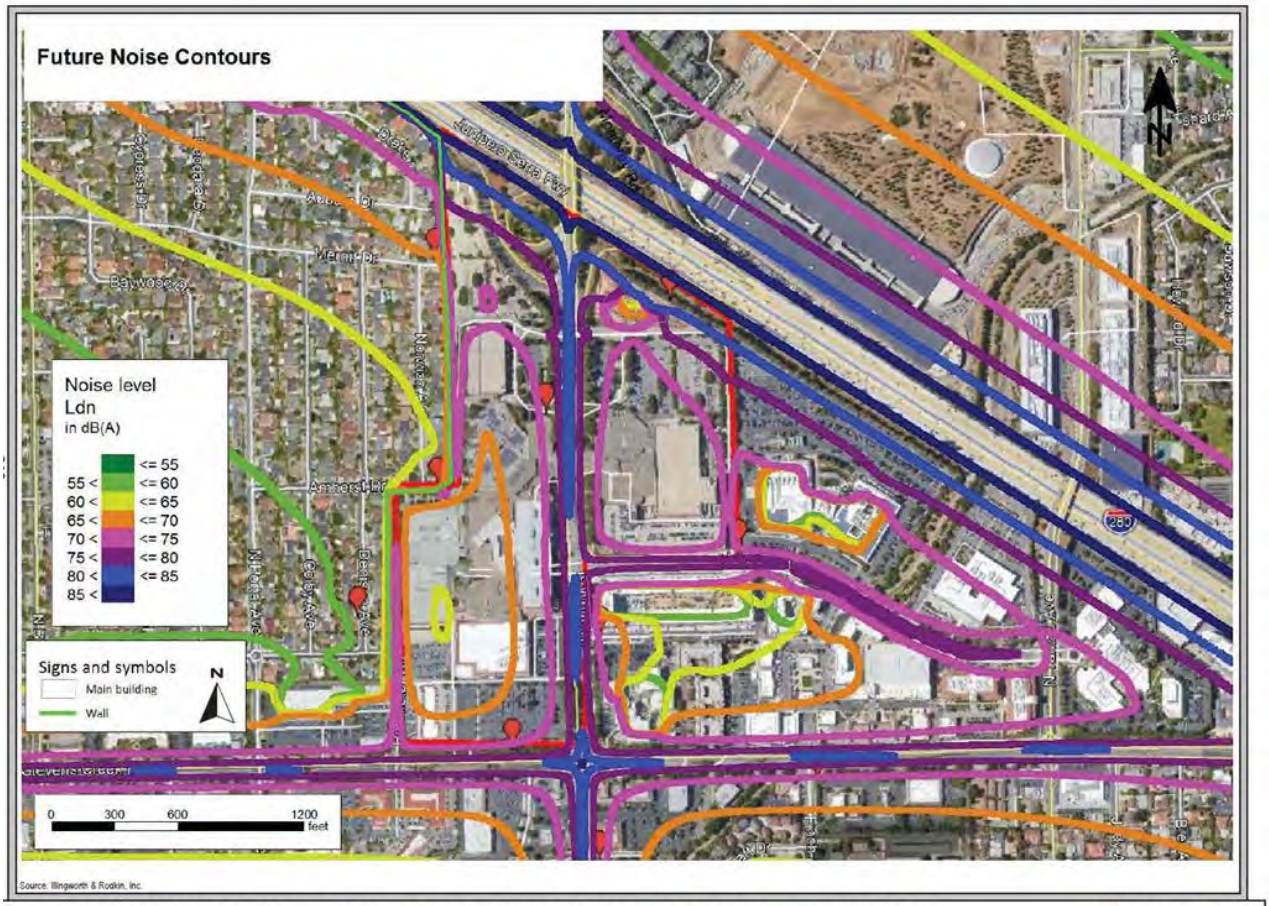


Response O.109: Refer to Section 5.2 Response II.E.105.

Comment O.110: FUTURE NOISE CONTOURS

The Future Noise Contours map has some omissions regarding noise from the Perimeter Road, western edge park, and proposed amphitheater. The map has gross assumptions regarding what the plan would look like and ignores conditions on the roof which would result in a separate layer of mapping: One layer for ground level (ear level) and one level for the roof park to see if it meets park noise requirements.

The future noise contours for the project site exceed residential maximum levels according to the Cupertino Municipal Code 10.48.040.



FUTURE NOISE CONTOURS FOR CUMULATIVE PLUS PROJECT/PROJECT ALTERNATIVE SCENARIOS FIGURE 3.13-2

CUPERTINO MUNICIPAL CODE MAXIMUM PERMISSIBLE SOUND LEVELS
Figure 43: from VTC Hills at Vallco EA, CMC 10.48.040

Table 5: Cupertino Maximum Permissible Sound Levels

Land Use at Point of Origin	Maximum Noise Level at Complaint Site of Receiving Property	
	Nighttime [a]	Daytime [b]
Residential	50 dBA	60 dBA
Non-Residential	55 dBA	65 dBA

[a] Nighttime hours are defined in CMC 10.48.010 as the "... periods of weekdays from eight p.m. [8 p.m.] to twelve midnight [12 a.m.] , and from midnight [12 a.m.] to seven a.m. [7 a.m.], and periods on weekends from six p.m. [6 p.m.] to midnight [12 a.m.] and from midnight [12 a.m.] to nine a.m. [9 a.m.]."

[b] Daytime hours are defined in CMC 10.48.010 as "... the period from seven a.m. [7 a.m.] to eight p.m. [8 p.m.] on weekdays, and the period from nine a.m. [9 a.m.] to six p.m. [6 p.m.] on weekends."

Source: CMC 10.48.040

Response O.110: Refer to Section 5.2 Response II.E.106.

Comment O.111: CONSTRUCTION NOISE

The DEIR did not show Construction Noise Emissions, this needs to be included.

Response O.111: Refer to Section 5.2 Response II.E.107.

Comment O.112: During Construction, which is 6-10 years, according to the Ramboll Environ Noise Assessment for Vallco Town Center Specific Plan, noise levels exceed noise limits, and it does not make sense that demolition of the parking garage near R4 would not exceed noise limits:

Figure 44: VTC Hills at Vallco EA, Construction Noise

Table 17: Construction Noise Emissions at Property Line

Rec	Distance to Receptor (ft)	Sound Level from Construction at 25 feet from Property Line (dBA)						CMC Construction Noise Limit
		Demolition	Site Preparation	Grading	Building Construction	Paving	Architectural Coating	
R1-R5 [a]	35	79	80	82	81	74	66	80 dBA
R6-R8	25	93	94	95	94	87	80	

Source: Calculations by Ramboll Environ

Note: Shading denotes sound levels that exceed CMC construction noise limit

[a] Noise levels for R1-R5 assume the receptor is located 10 feet from an 8-foot wall for a total distance of 35 feet from source; walls provides an approximate reduction of 11 dBA.

Figure 45: VTC Hills at Vallco EA, Noise Receptors

Figure 4. Construction Noise Receptor Locations

Response O.112: Refer to Section 5.2 Response II.E.108.

Comment O.113: Suggest requiring the following from the VTCSP 9212 report:

"The development of the VTCSP would be subject to applicable noise policies and regulations including those in the General Plan (including Policies HS-8.1, HS-8.2, HS-8.3, and HS-8.4), Municipal Code, and Zoning Ordinance. The development of the VTCSP could result in the noise and vibration impacts discussed below.

- **Construction-related noise** – Noise generated from construction activities associated with the development of the VTCSP would likely result in significant, temporary noise impacts at adjacent residences. The VTCSP includes the following EDFs that would reduce construction-related noise impacts:

On-Site Construction Noise: The Town Center/Community Park applicant and other project applicants for future development shall be required to adhere to the construction noise limits of the Cupertino Municipal Code. The following items would further reduce the potential for high levels of noise from construction equipment or activities, and ensure that noise complaints are address promptly and if necessary, corrective action is taken:

- Along the western boundary of the Town Center/Community Park and near the existing residential district, prepare and implement a 24-hour construction noise monitoring program to be installed and operated remotely. The noise monitoring program would continuously monitor construction noise levels at select perimeter locations and alert a designated person(s) when noise levels exceed allowable limits. If noise levels are found to exceed allowable limits, additional noise attenuation measures (i.e., sound walls) will be undertaken.

Response O.113: Refer to Section 5.2 Response II.E.109.

Comment O.114:

- Require that all equipment be fitted with properly sized mufflers, and if necessary, engine intake silencers.
- Require that all equipment be in good working order.
- Use quieter construction equipment models if available, and whenever possible, use pneumatic tools rather than using diesel or gas-powered tools.
- Place portable stationary equipment as far as possible from existing residential areas, and if necessary, place temporary barriers around stationary equipment.
- Whenever possible, require that construction contractors lift heavy equipment rather than drag.
- For mobile equipment that routine operates near residential area (i.e., within approximately 200 feet), consider placement of typical fixed pure-tone backup alarms with ambient-sensing and/or broadband backup alarms.
- Assign a noise control officer to ensure that the above requirements are being implemented.
- Implement a noise complaint hotline and post the hotline phone number on nearby visible signs and online. Require that either the noise control officer or a designated person be available at all times to answer hotline calls and ensure that follow-up and/or corrective action is taken, if necessary.

Response O.114: Refer to Section 5.2 Response II.E.110.

Comment O.115: **Prompt Demolition:** To ensure swift completion of the remainder of the Plan Area, a commitment to demolish 100% of the remaining existing Mall improvements within 6 months of receiving a certificate of occupancy for the afore-described initial retail component, subject to existing leases and an appropriate temporary improvement plan for demolished areas.

Response O.115: Refer to Section 5.2 Response II.E.111.

Comment O.116: **Haul Traffic Noise:** To reduce haul traffic noise, contractors for developments pursuant to the Specific Plan shall require that haul trucks travel at low speeds (e.g., l 0 mph) when operating on or adjacent to the Plan Area. The Town Center/Community Park applicant and other project applicants for future development shall ensure that this requirement is included in the construction specifications. In addition, the construction contractor shall ensure that haul trucks be fitted with properly sized and functioning exhaust mufflers."

Response O.116: Refer to Section 5.2 Response II.E.112.

Comment O.117: **Operation-related noise** – Operation of the uses at Vallco under the VTCSP could result in significant noise increases at adjacent sensitive receptors. To mitigate operation-related noise impacts at adjacent sensitive receptors, the City requires compliance with the noise standards in the Municipal Code, and could require measures that limit or attenuate noise such as sound barriers, limitations on hours of operations, and orientation of stages and speakers away from sensitive receptors

Operation of the VTCSP would result in an increase in traffic to and from the site, which could increase noise levels at adjacent sensitive receptors. On Stevens Creek Boulevard and North Wolfe Road in the Vallco vicinity, the existing daily trips are 30,000 and 34,000 respectively. **In general, for traffic noise to increase noticeably (i.e., by a minimum of three dBA), existing traffic volumes must double."**

Traffic volumes on Perimeter Rd. may at a minimum, double. The DEIR did not address this fully.

Response O.117: Refer to Section 5.2 Response II.E.113.

Comment O.118: Additional noise requirements from the VTCSP 9212 report:

> "The noise and land use compatibility of the proposed uses in the VTC with the existing ambient noise environment could also be an issue. Exterior and interior noise levels at future uses at Vallco under the VTC would exceed the City's noise standards in the General Plan and Municipal Code. The VTC shall include the following EDF to meet the State and City interior noise standard at future residences on-site:
> **Acoustical Assessment:** Prior to completion of detailed design for dwelling units, the Town Center/Community Park applicant and other project applicants for future development shall prepare an acoustical assessment to demonstrate how interior sound levels would achieve interior sound levels at or below 45 dBA CNEL. The following development standards shall be included in the acoustical assessments:
> • Install HVAC systems for all residential units to ensure that windows and doors can remain closed during warm weather;
> • Install double-glazed windows, especially on sides of buildings that are adjacent to busy roadways;
> • Ensure that all windows and doors are properly sealed; and
> • Ensure that exterior wall building materials are of an adequately rated Sound Transmission Class."

Response O.118: Refer to Section 5.2 Response II.E.114.

Comment O.119: If there is an outdoor performance venue, it must not be located where adjacent homes will be impacted, how will the plan address this? The following table is from VTCSP EA:

Figure 46: VTC Hills at Vallco EA, Noise for Outdoor Performance Venue

Table 12: Outdoor Performance Venue

Existing Avg. Evening Sound Level at LT-3 [a]	Estimated Future Evening Sound Level at LT-3 [a]	Estimated Non-Rock Concert Sound Level at 100 feet [c]	Concert at 450 feet (LT-3), With Topo [d]	Limits [e]	Within Limits?
56	53	90	63	70 dBA (daytime, can be exceeded for up to 3 hours)	Yes
				65 dBA (8pm – 11pm)	Yes

[a] From Illingworth & Rodkin, Inc. Sound Level Measurement summary data at LT-3, average of hourly evening sound levels between 6 p.m. and 9 p.m., Nov 19, 20, 21, and 22, 2015.

[b] Assumed reduction of 3-dBA in ambient levels based on I&R observations that I-280 is major noise source. Future configuration of buildings would provide intervening topography between LT-3 and I-280 and reduce noise from I-280.

[c] Anticipated concert sound level for outdoor venue in busy urban area by a non-rock type performance (rock music or similar typically 10 to 20 dBA higher). Actual sound levels at 100 feet may be higher or lower depending performance and unlikely to be a continuous noise source.

[d] Based on standard attenuation rate of 6-dBA per doubling of distance for a point source (i.e., concert stage). Assumed reduction provided by Project green roof is 15 dBA.

[e] From CMC 10.48.051

Source: Sound level measurement data by Illingworth & Rodkin, Inc.; calculations and assessment by Ramboll Environ

Response O.119: Refer to Section 5.2 Response II.E.115.

Comment O.120: VIBRATION
It is unlikely vibration could be mitigated particularly for the residences on the west property.

Response O.120: Refer to Section 5.2 Response II.E.116.

Comment O.121: 3.14 POPULATION AND HOUSING
3.14.12 EXISTING CONDITIONS
The existing population per the footnote provided shows Cupertino's 2018 population at 60,091 not the 58,915 population estimate they show which is from 2016. The existing condition should be the most current.

Response O.121: Refer to Section 5.2 Response II.E.117.

Comment O.122: The city states the population of residents per residential unit is 2.94, per the DEIR:

Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).

IMPACT POP-1
Increases in population for Proposed Project would be 800 residential units resulting in 2,264 residents which would be a 4% increase in city population. This excludes the Hamptons approved 600 residential unit increase to 942 residential units which are adjacent to the project. Alternative with 2,640 residential units would result in 7,471 residents and a 12% population increase to the city. The 4,000 residential unit alternative would result in 11,320 residents and a 19% population increase.

Response O.122: Refer to Section 5.2 Response II.E.118.

Comment O.123: The Proposed Project and re-tenanted mall do not induce significant population growth to the city. Project Alternatives with 2,640 and 4,000 residential units induce significant population growth to the city.

Response O.123: Refer to Section 5.2 Response II.E.119.

Comment O.124: IMPACT POP-3
The proposed project, with 2 Million SF of office space will result in a housing deficit across the region. Project alternatives will induce significant population growth in an area of the city already impacted with Apple Park and other developments.

The Charrette alternatives also induce significant population growth to the city (3,200 residential units) and further exacerbate the excess jobs in the city.

The project (and project alternatives) will have a cumulatively considerable contribution to a significant cumulative population and housing impact.

Response O.124: Refer to Section 5.2 Response II.E.120.

Comment O.125: Emotional effects of cramped housing on children:
http://citeseerx.ist.psu.edu/viewdoc/download?doi=10.1.1.734.6008&rep=rep1&type=pdf

Response O.125: Refer to Section 5.2 Response II.E.121.

Comment O.126: 3.15 PUBLIC SERVICES
Impact PS-1: It is unclear what special Fire Department services are required for the green roof.

Response O.126: Refer to Section 5.2 Response II.E.122.

Comment O.127: **Impact PS-2:** It is unclear, if a major tech employer were to occupy the 2 Million SF of office space, what additional police support would be necessary. What additional support would a potential 11,320 residents require?

Response O.127: Refer to Section 5.2 Response II.E.123.

Comment O.128: SANITARY SEWER

"Sanitary Sewer System Capacity – The existing sewer lines in the vicinity of Vallco are in North Wolfe Road, Vallco Parkway, and Stevens Creek Boulevard. Most sewage generated at Vallco discharges to the 15-inch sewer main in North Wolfe Road. Under existing peak wet weather flow conditions, flows to this 15-inch sewer main in North Wolfe Road exceed its capacity.37

Development of the VTCSP would intensify the use of the site, which would result in an increase in sewage generated from the site compared to existing conditions. For this reason, the development of the VTCSP would require sewer system improvements to ensure sufficient conveyance capacity. Based on preliminary analysis, redevelopment of Vallco under the General Plan would require the construction of a parallel pipe to the existing 15- inch sewer main in North Wolfe Road.

Sanitary Sewer Conveyance Facilities: Prior to the issuance of occupancy permit(s) for the final construction sequence, the Town Center/Community Park applicant and other project applicants for future development shall demonstrate to the reasonable satisfaction of the Public Works Director that adequate sanitary sewer services are available." – 9212 VTCSP

Response O.128: Refer to Section 5.2 Response II.E.124.

Comment O.129: SCHOOL IMPACTS

Figure 47: DEIR SGR and Students Generated. DEIR p. 247

Table 3.15-2: Projected Student Generation Rates			
	Proposed Project	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**
Elementary (Grades K-5)	0.13	0.20	0.13
Middle (Grades 6-8)	0.04	0.06	0.04
High School (Grades 9-12)	0.04	0.06	0.04

The estimated numbers of students that would be generated by the proposed project, General Plan Buildout with Maximum Residential Alternative, Retail and Residential Alternative are listed in Table 3.15-3.

Table 3.15-3: Estimated Students Generated			
	Proposed Project	**General Plan Buildout with Maximum Residential Alternative**	**Retail and Residential Alternative**
Elementary (Grades K-5)	104	528	520
Middle (Grades 6-8)	32	158	160
High School (Grades 9-12)	32	158	160

The student generation rates are based off of too small of a sample size and the data appears to have been from Fall of 2015, since the same results for 19,800 Wolfe Rd. and Biltmore have repeated after 2 ½ years.

Response O.129: Refer to Section 5.2 Response II.E.125.

Comment O.130: Additionally, from that same initial result, the current SGRs they calculated for the Proposed Project, which is nearly identical to The Hills at Vallco now have inexplicably dropped the SGR's for the same project.

Response O.130: Refer to Section 5.2 Response II.E.126.

Comment O.131: Since the proposed project will likely have the possibility of selling the residential units at some time, and the lack of information regarding the sizes of the units, and the continued growth and interest in the Cupertino High School boundary area, these SGRs are likely too low. A larger sampling size is needed for these figures to be believable.

The BMR units proposed will have a higher student generation rate according to Polly Bove of FUHSD (Vallco meeting recorded by League of Women Voters, May, 2018). These higher rates are not reflected. The project alternatives are untested as to number of students generated.

Response O.131: Refer to Section 5.2 Response II.E.127.

Comment O.132: DEIR STUDENT GENERATION RATES

Figure 48: DEIR SGR

Unfortunately, these averages are for only two buildings, the only multiple-unit buildings that have been completed in the last few years. The individual SGRs of these buildings are also relevant. Table I-1 shows the SGRs of the two developments and their combined SGR (weighted by their number of units).

Table I-1
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
Nineteen800/Rose Bowl	large apartments	204	0.33	0.10
Biltmore Addition	average size apartments	80	0.28	0.04
Both Projects		284	0.32	0.08

Sources: Enrollment Projection Consultants.

The "Nineteen800 apartment complex, also known as the "Rose Bowl", is adjacent to the Vallco Special Area. Its 204 units have 68 CUSD students, an SGR of 0.33 and 21 FUHSD students, an SGR of 0.10. It should be noted that these units are on average significantly larger than the average size of units built in the decade before them, indicating that the Nineteen800 development SGRs are higher than new units of more average size are likely to be. The 80 new units in the Biltmore apartment development at the intersection of Blaney Avenue and Stevens Creek Blvd. have significantly lower SGRs, 22 CUSD students, an SGR of 0.28, and three FUHSD students, an SGR of 0.04. These SGRs are lower, especially for the middle school and

Figure 49: DEIR: SGRs of Alternatives

Table I-2
Vallco Specific Plan and Alternatives
Projected SGRs

	Proposed Project	*General Plan Buildout*	*Retail and Residential*
Elementary (K-5) SGR	0.13	0.20	0.13
Middle (6-8) SGR	0.04	0.06	0.04
Total CUSD SGR	**0.17**	**0.26**	**0.17**
High School FUHSD SGR	**0.04**	**0.06**	**0.04**

Source: Schoolhouse Services.

FAILED MEASURE D HILLS AT VALLCO STUDENT GENERATION RATES TO COMPARE

Figure 50: VTC Hills at Vallco EA, SGRs Comparables

to the proposed project site. As of Fall 2015, 184 units (out of 204) had been rented. These units have 60 CUSD students, an SGR of 0.33, and 13 FUHSD students, an SGR of 0.07. It should be noted that these units are on average significantly larger than the proposed units in The Hills at Vallco project, indicating that the Rosebowl SGRs are likely to be higher than those of the units in the Vallco project.

The 80 new units in the Biltmore apartments, nearby along Stevens Creek Blvd., have significantly lower SGRs - 12 CUSD students, an SGR of 0.15, and three FUHSD students, an SGR of 0.04. These SGRs are surprisingly low, especially given that the units are modestly larger than the proposed units in the Vallco project. These two are the only large projects that have been renting in the last 18 months. Table I-4 shows other developments and their SGRs.

Table I-4
SGRs in Comparable Developments

Development	*Unit Characteristics*	*Number of Units*	*CUSD SGR*	*FUHSD SGR*
19800/Rosebowl	much larger apartments[1]	184[1]	0.33	0.07
Biltmore Addition	larger apartments[2]	80	0.15	0.04
Earlier Apartments[3]	high density	828	0.32	0.07

[1] Number and average size of units: 165 2-bedroom, 1,310 sq. ft.; and 39 3-bedroom, 1,573 sq.ft. Only 184 units occupied at the time of the Fall 2015 student counts.
[2] Number and average size of units: 34 1-bed-room, 813 sq. ft., 46 2-bedroom, 1,212,sq. ft.
[3] SGRs in 2013, when the units were significantly more affordable.
Sources: Enrollment Projection Consultants, City of Cupertino, and Schoolhouse Services.

Figure 51: VTC Hills at Vallco SGRs

Table I-5
Vallco Development
Projected SGRs

	Vallco Project
Elementary (K-5) SGR	0.19
Middle (6-8) SGR	0.09
Total CUSD SGR	**0.28**
High School (FUHSD) SGR	**0.06**

Source: Schoolhouse Services.

Response O.132: Refer to Section 5.2 Responses II.E.128.

Comment O.133: The DEIR may study the impacts of traffic rerouting of students. According to the Shute, Mihaly, and Weinberger Memo to the City of Cupertino Attorney, February 25, 2014:

"Therefore, a lead agency may consider, in an EIR, among other factors the following impacts potentially caused by school expansion or construction:

- *traffic impacts associated with more students traveling to school;*
- *dust and noise from construction of new or expanded school facilities;*
- *effects of construction of additional school facilities (temporary or permanent) on wildlife at the construction site;*
- *effects of construction of additional school facilities on air quality;*
- *other "indirect effects" as defined by CEQA Guidelines § 15258 (a)(2)*

(growth-inducing effects, changes in pattern of land use and population density, related effects on air and water and other natural systems). See Chawanakee Unified School District, 196 Cal. App. 4th at 1029.
CONCLUSION

When it comes to arguments about the impact of a proposed development on existing school facilities and their ability to accommodate more students, the CEQA process is essentially ministerial. Agencies must accept the fees mandated by SB 50 as the exclusive means of considering and mitigating the impacts of the proposed development on school facilities. However, nothing in SB 50 or in CEQA or current case law prohibits an agency from conducting environmental review of an application that creates significant environmental impacts on non-school-facility settings or sites, regardless of whether the applicant has agreed to pay mitigation fees under SB 50."

Response O.133: Refer to Section 5.2 Response II.E.129.

Comment O.134: PARK LAND REQUIREMENTS
The city residents per unit is 2.83. The park land calculations are both low and assuming a City Council action to accept park land acreage on a roof in lieu of park land. This has been discussed in earlier sections.

Response O.134: Refer to Section 5.2 Responses II.E.130.

Comment O.135: RECREATION
The 70,000 SF Bay Club gym on site is the only gym in the east side of Cupertino and it will be closed for multiple years during construction and likely will not return.

Creekside park is permitted year around to the De Anza Youth Soccer League and has additional camps in the summer using the space.

Ranch San Antonio is so over utilized by the region that the neighboring residents had to have permitted parking and parking has been limited to preserve the area because it is a natural area. During the weekdays a return trip across town after 2:30pm results in a 30 minute drive. Due to excess demand on Rancho San Antonio, there is a limited window mid day and mid week where a parking spot may be found.

Proposed project and alternatives will have significant negative impacts to the area and further increase demand for the parks existing. Even the low SGR for the school is enough students to start an entire new soccer league.

Response O.135: Refer to Section 5.2 Response II.E.131.

Comment O.136: 3.17 TRANSPORTATION/TRAFFIC
EXISTING CONDITIONS
Counts on January 15, 2018 included the AMC movie theater which is closed, and a transit hub which includes Genentech, Google, and Facebook with no individual counts to separate out these uses. The mall had a 24% occupancy at the time.

Response O.136: Refer to Section 5.2 Response II.E.132.

Comment O.137: LEVELS OF SERVICE
Please note that LOS is an average and there is some directional flow within the city intersections such that the LOS may not reflect what drivers are experiencing because of the averaging of each lane approach. Of particular concern is how slow the movement of traffic out of the city and returning would be for the 80%+ of Cupertino worker commuters out of the city daily.

The trips generated by the Proposed Project calculated by Fehr + Peers are incorrect and artificially low due to selecting lower trip generation rates. For instance, no break out of retail trips was made to account for a movie theater, restaurants which generate 4-10 times as much traffic as retail, ice rink, bowling alley, hotel conference room, or the performing arts center. The Civic rate is undercalculated, the SF should be 65,000 to match the charrette discussions and the ITE Government Building 710 trip generation rate should be used. A high turnover restaurant which we would see in a business area would result in a trip generation rate of nearly 90. By using generalities for the "Shopping Center" when the Vallco Shopping District is supposed to be a regional destination with shopping, dining, and entertainment uses, the Daily trips generated are undercalculated by about 50%. The SB 35 Vallco application has 120,000 SF entertainment, 133,000 SF retail stores, and 147,000 SF restaurants. The restaurants would likely be high turnover due the high number of office employees in the area.

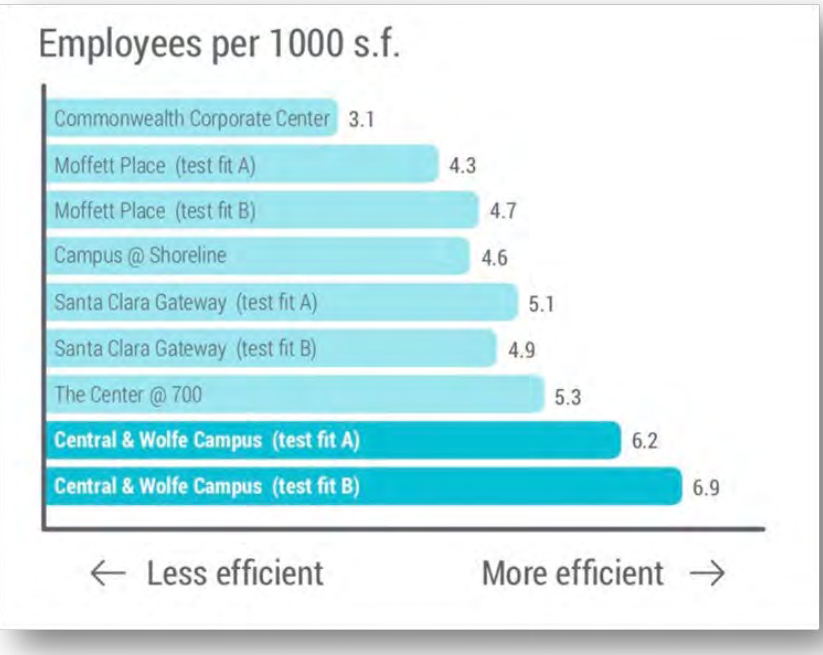
Response O.137: Refer to Section 5.2 Response II.E.133.

Comment O.138: APPROVED AND PENDING PROJECTS TRIP GENERATION, DISTRIBUTION, AND ASSIGNMENT
It is unclear, given that Apple Park has been occupying, how their (Apple Park) traffic has been assigned. For instance, there were traffic counts in May, 2017 which would reflect thousands of trips by construction workers to the site which would likely have been coming from the I-280 and east bound AM and westbound PM. There were also traffic counts in January, 2018, which would perhaps now show a few hundred Apple tech workers who would presumably be coming from other areas along with continued construction workers. As of March, 2018 approximately 6,000 employees were at Apple Park out of the expected 14,200. There have been many requests of the city to wait until Apple Park fully occupies to perform traffic counts. Main Street Cupertino was also under construction during May, 2017 and those construction workers would also be impacting the counts. There have been several intersections under construction, including the Calvert/I-280 project and Lawrence Expressway/I-280 exit project. These multiple projects have rerouted traffic and

altered the makeup of drivers into artificial patterns not reflected in the study. What the traffic counts show, is what the area traffic is like with major construction underway.

Response O.138: Refer to Section 5.2 Response II.E.134.

Comment O.139: Figure 52: Sample of local advertising showing higher employees per 1000 SF than studied



Traffic impacts, while significant and unavoidable with mitigation is underestimated.

Figure 53: DEIR Trip Generation Estimates

Table 3.17-7: Project and Project Alternative Trip Generation Estimates

Land Use	Project				General Plan Buildout with Maximum Residential Alternative				Retail and Residential Alternative				Occupied/Re-Tenanted Mall Alternative			
	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour	Quantity	Daily Trips	AM Peak Hour	PM Peak hour
Office	2,000 ksf	24,700	2,580	2,400	1,000 ksf	12,350	1,290	1,200								
Shopping Center	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	600 ksf	20,331	452	2,046	1,208 ksf	32,717	756	3,434
Hotel	339 rooms	2,834	159	204	339 rooms	2,834	159	204	339 rooms	2,834	159	204	148 rooms	1,209	78	89
Multifamily Housing	800 units	4,352	288	352	2,640 units	14,362	950	1,162	4,000 units	21,760	1,440	1,760				
Green Roof	30 acres	567	135	105	30 acres	567	135	105								
Civic Uses	55 ksf	1,305	168	100	55 ksf	1,305	168	100								
STEM Lab	10 ksf	140	34	22	10 ksf	140	34	22								
Subtotal (A)		54,229	3,816	5,229		51,889	3,188	4,840		44,925	2,051	4,010		33,926	834	3,523
Transit and/or Mixed Use Reduction %		-17%	-23%	-24%		-20%	-25%	-30%		-20%	-20%	-25%		-5%	-5%	-5%
Mixed Use Reduction (B)		-9,218	-876	-1,255		-10,377	-797	-1,452		-8,985	-411	-1,003		-1,696	-42	-176
Transit Hub (C)		808	175	193		808	175	193		808	175	193				
Total Project or Project Alternative Trips (D = A-B+C)		45,819	3,113	4,167		42,320	2,566	3,581		36,748	1,815	3,200		32,230	792	3,347
Existing Trips (E)		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949		-8,813	-485	-949
Net Project or Project Alternative Trips (F = D-E)		**37,006**	**2,628**	**3,218**		**33,507**	**2,082**	**2,632**		**27,935**	**1,330**	**2,251**		**23,417**	**307**	**2,398**

Notes: ksf = 1,000 square feet. Refer to Appendix H for detailed breakdown of the trip generation estimates.

Response O.139: Refer to Section 5.2 Response II.E.135.

Comment O.140: Trips generated are lower than the Hills at Vallco? That seems incorrect. Neither break out actual uses (restaurants, theater, City Halls which all generate much heavier traffic than is shown).

Figure 54: VTC Hills at Vallco Trip Generation Planner

Trip Generation Planner (ITE 9th Edition) - Summary Report

Weekday Trip Generation
Trips Based on Average Rates/Equations

Project Name Vallco Town Center Specific Plan
Project Number 097283001.1.340

ITE Code	Notes	Land Use Description	Independent Variable	No. of Units	Avg Rate or Eq	Rates: Daily Rate	Rates: AM Rate	Rates: PM Rate	Total Trips: Daily Trips	AM Trips	PM Trips	AM Trips In	AM Trips Out	PM Trips In	PM Trips Out
SV-A	1	The Town Center/Community Park - Office	1,000 Sq Ft	2000	Avg	12.35	1.29	1.20	24,700	2,580	2,400	2,270	310	408	1,992
820-A	2	The Town Center/Community Park - Retail	1,000 Sq Ft GLA	640	Eq	N/A	N/A	N/A	22,698	484	2,078	300	184	997	1,081
220	3	The Town Center/Community Park - Apartment	Dwelling Unit(s)	760	Eq	N/A	N/A	N/A	4,730	376	436	75	301	283	153
252		The Town Center/Community Park - Senior Adult Housing (Attached)	Occ. Dwelling Unit(s)	40	Avg	3.44	0.19	0.23	138	8	9	3	5	5	4
SV-B	4	The Town Center/Community Park - Pavilion 4 - Banquet Hall	1,000 Sq Ft	15	Avg										
530	5	The Town Center/Community Park - High School Innovation Center (1)	Student(s)	100	Avg	1.71	0.43	0.13	171	31	29	29	2	10	19
SV-C	1	The Town Center/Community Park - Pavilion 6 - Civic Meeting Space	1,000 Sq Ft	4	Avg	12.35	1.29	1.20	50	5	5	4	1	1	4
SV-D	6	The Town Center/Community Park - Transit Center	1,000 Sq Ft		Avg										
SV-E	1	The Town Center/Community Park - Pavillion 5 - Office Eve nt Center	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-F	1	The Town Center/Community Park - Pavillion 7 - Office Caf / Fitness	1,000 Sq Ft	20	Avg	12.35	1.29	1.20	248	26	24	23	3	4	20
SV-G	1	The Town Center/Community Park - Additional Office Amen ities	1,000 Sq Ft	135	Avg	12.35	1.29	1.20	1,668	174	162	153	21	28	134
SV-H	1	The Town Center/Community Park - Loading Facilities & Se curity Areas	1,000 Sq Ft	75	Avg	12.35	1.29	1.20	928	97	90	85	12	15	75
110		The Town Center/Community Park - Industrial Testing & Workshop	1,000 Sq Ft	175	Eq	N/A	N/A	N/A	1,206	117	93	103	14	11	82
SV-I	7	The Town Center/Community Park - Central Plant	1,000 Sq Ft	45	Avg										
411-A	8	The Town Center/Community Park - Rooftop Garden Park	Acre(s)	10	Avg	20.00	4.50	3.50	200	45	35	25	20	20	15
		The Town Center/Community Park Total Project Trips							56,985	3,969	5,385	3,093	876	1,786	3,599
310		Vallco Town Center Specific Plan – Block 14	Room(s)	191	Avg	8.17	0.53	0.60	1,562	101	115	60	41	59	56
		Total Gross Vallco Town Center Specific Plan Project Trips							58,547	4,070	5,500	3,153	917	1,845	3,655
	9	MXD Trip Reduction - Internal and Non-Motorized Trips				-21%	-16%	-21%	-12,169	-632	-1,125	-492	-139	-373	-752
		Net External Project Trips							46,378	3,438	4,374	2,661	778	1,472	2,903
820-C	10	Existing Mall - 82.83% Occupancy	1,000 Sq Ft GLA	994	Eq	N/A	N/A	N/A	-30,216	-633	-2,791	-392	-241	-1,340	-1,451
								Totals	16,162	2,805	1,583	2,269	537	132	1,452

Notes:
(1) AM and/or PM rates correspond to peak hour of generator.

1 Silicon Valley (SV) Trip Rates applied to office land uses based on local surveys and empirical data from Fehr & Peers Study
2 Includes entertainment uses, health club uses, and roof pavilions.
3 Includes clubhouse and fitness pool.
4 Land Use only expected to generate trips on special events and excluded from weekday Trip Generation.
5 High School trips based on Fehr & Peers Study and agreed with the City of Cupertino.
6 Facility on Stevens Creek Blvd. Trip Generation accounted in Office Land Use from SV Trip Rates.
7 Not a typical ITE Land Use. Facility does not generate additional trips.
8 Trip Generation conservatively estimated by assuming City Park (ITE Land Use 411) rates to 1/3 of 30 total acres. AM and PM rates from ITE weekday peak hour generator studies.
9 MXD reductions account for internalization, transit, and bike/ped access. Rates determined from EPA MXD model for the Proposed The Town Center/Community Park Project.
10 Daily, AM, and PM Trips for existing land use at the Existing Mall are conservatively based on 1.2 million Sq Ft Shopping Center (ITE Land Use 820) reduced to reflect 82.83% mall occupancy.

Response O.140: Refer to Section 5.2 Response II.E.136.

Comment O.141: 3.18 UTILITIES AND SERVICE SYSTEMS

Projects with recycled water (30 acre green roof) will result in an expansion of recycled water production which is a significant negative impact. Redirecting water which could be used for groundwater recharge and then used for drinking water is wasteful.

City must have a regulatory framework to manage conservation claims.

Response O.141: Refer to Section 5.2 Response II.E.137.

Comment O.142: SECTION 4.0 GROWTH-INDUCING IMPACTS

The claim that project and alternatives would have no significant impact is subjective. Residents per unit are inconsistently applied in the DEIR when the population increase from Vallco project and alternatives would largely be accounting for the city-wide population increase, therefore the assumption to population must logically use 2.94 residents per unit:

> *Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. Cupertino General Plan Community Vision 2015-2040. October 15, 2015. Page 3-12.).*

Figure 55: DEIR Population and Employees

Table 4.0-1: Estimated Project and Project Alternative, Citywide, and Countywide Residential Population and Employee Projections			
	Estimated Dwelling Units	**Estimated Residential Population**	**Estimated Jobs/Employees**
Plan Bay Area Projections Year 2040			
Santa Clara County	818,400	2,423,500	1,229,520
Cupertino	24,040	71,200	33,110
General Plan 2040 Buildout			
Cupertino General Plan Buildout 2040	23,294	69,183	48,509
Project and Project Alternatives Buildout			
Project	800	1,600	9,594
General Plan Buildout with Maximum Residential Alternative	2,640	5,280	5,594
Retail and Residential Alternative	4,000	8,000	1,400
Occupied/Re-Tenanted Mall Alternative	0	0	2,550

Note: The estimated residential population and jobs/employees for buildout of the General Plan are based on the following general, programmatic rates: 2.94 residents per unit, 1 employee/450 square feet of commercial uses, 1 employee/300 square feet of office uses, and 0.3 employees/hotel room (City of Cupertino. *Cupertino General Plan Community Vision 2015-2040*. October 15, 2015. Page 3-12.). The estimated population and jobs/employees for the project and project alternatives are based on a project-specific study of the specific uses proposed by the project completed by Economic & Planning Systems, Inc. The estimated residential and jobs/employees for the project and project alternatives are based on the following project-specific rates: 2.0 residents per unit, 1 employee/250 square feet of office, 1 employee/400 square feet of retail/restaurant, 1 employee/1,000 square of entertainment retail, and 1 employee/2 hotel rooms (Source: Economic & Planning Systems, Inc. "Population and Employment Projections." April 26, 2018.).

Response O.142: Refer to Section 5.2 Response II.E.138.

P. Kitty Moore (dated June 19, 2018, 11:18AM)

The following responses pertain to the previous project and project alternatives analyzed in the Draft EIR and EIR Amendment. Please refer to Section 2.0 of this Final EIR for a description of the revised project and a discussion of its impacts on the environment. As discussed in Section 2.0, the revised project would not result in new or substantially more severe significant impact than disclosed previously in the Draft EIR and EIR Amendment.

Comment P.1: Please update your form letter to have the date the DEIR circulated. Thanks.

Thank you for your interest and comments regarding the Vallco project.

Your comments will be included in the public record for the project for the decision-makers to consider. If your comments are related to potential environmental effects that the Vallco Specific Plan Environmental Impact Report (EIR) should analyze, they will be addressed in the Draft EIR which is expected to be available in late Spring/early Summer 2018.

We hope that you continue to stay connected and provide your input in this journey of envisioning a vibrant community. Your choices for timely updates include:

✓ Signing up for e-notification regarding Vallco here:
http://www.cupertino.org/visitors/enotification-signup

✓ Follow City of Cupertino on our social media channels
Facebook | Twitter | Nextdoor

✓ View project updates on http://envisionvallco.org.

Response P.1: The comment does not raise any issues about the adequacy of the EIR. For this reason, no further response is required.