

RESOLUTION NO. 16-8338

A RESOLUTION OF THE CITY OF SANTA CLARA, CALIFORNIA, APPROVING THE GENERAL PLAN AMENDMENT #83 TO (1) CHANGE THE LAND USE DESIGNATION FROM PARKS/OPEN SPACE AND REGIONAL COMMERCIAL TO URBAN CENTER/ENTERTAINMENT DISTRICT ON AN APPROXIMATELY 240-ACRE SITE LOCATED AT 5155 STARS AND STRIPES DRIVE, ET AL, SANTA CLARA; (2) MODIFY FIGURE 2.3-1, "AREAS OF POTENTIAL DEVELOPMENT," AND TABLE 8.6-2, "PROPOSED DEVELOPMENT (APPROVED, NOT CONSTRUCTED AND PENDING PROJECTS)," AND MAKE RELATED MINOR TEXT AMENDMENTS; AND (3) UPDATE APPENDIX 8.13 (CLIMATE ACTION PLAN) WITH TRIP REDUCTION TARGETS FOR THE URBAN CENTER/ENTERTAINMENT DISTRICT

SCH#2014072078

CEQ2014-01180 (EIR)

PLN2014-10554 (General Plan Amendment, Rezoning and Development Agreement)

BE IT RESOLVED BY THE CITY OF SANTA CLARA AS FOLLOWS:

WHEREAS, on May 23, 2014, Santa Clara Centennial Gateway, LLC (predecessor in interest to Montana Property Group), filed a preliminary application for the development of a mixed-use project on approximately 9.48 acres of real property (together, the "Tasman Parcels") located at 5120 Stars and Stripes Drive (APNs 104-03-038 and -039);

WHEREAS, on June 9, 2014, Related Santa Clara LLC (the "Applicant") filed a preliminary application for the development of a mixed-use project on approximately 230 acres of real property (together, the "City Landfill Parcels") located at 5155 Stars and Stripes Drive (APNs 104-03-036, 104-03-037, 104-01-102, 097-01-039, 097-01-073), generally located to the north and northeast of the Tasman Parcels;

WHEREAS, the Tasman Parcels and the City Landfill Parcels (together, the "Project Site") encompass approximately two hundred forty (240) acres of land generally located north of

Tasman Drive, east of Great America Parkway and San Tomas Aquino Creek, west of the Guadalupe River, and south of Great America Way and State Route (SR) 237, most of which was formerly occupied by a landfill and is now occupied by currently occupied by the Santa Clara Golf & Tennis Club, a restaurant and banquet facility, a maintenance building, Fire Station 10, a Bicycle-Motocross (BMX) track, the Ameresco Methane Plant, the Eastside Retention Basin, a City vehicle washing station, and vacant lots used for parking;

WHEREAS, on August 5, 2014, an application was filed by Related Santa Clara, LLC (the “Applicant”), to combine the two development proposals into a single project (the “Original Project”) that would encompass up to 9.16 million gross square feet (gsf) of office buildings, retail and entertainment facilities, residential units, and hotel rooms, consistent with the elements of the “CityPlace Project” discussed in the Master Community Plan;

WHEREAS, on February 5, 2015, Montana Property Group and the Applicant formed a joint venture to develop the “City Center” portion of the Project Site (as described in the Master Community Plan), with the remainder of the Project Site to be developed by the Applicant;

WHEREAS, the Applicant later proposed a modification to the Original Project, referred to as the “Enhanced Open Space Variant” (the “EOS Variant”) to reserve a portion of one of the parcels (APN 104-01-102) (designated as “Parcel 3” in the Master Community Plan) for parks and open space uses, with the office uses and associated parking that would otherwise have been developable on Parcel 3 being reallocated to other parts of the Project Site, all as consistent with the elements of the Supplement to the Master Community Plan attached hereto and incorporated herein by this reference;

WHEREAS, the General Plan Amendment (“GPA”) proposes to change the existing land use designations of the Project Site from Parks/Open Space (APNs 104-03-036, 104-03-037, 104-01-

102, 097-01-039, and 097-01-073) and Regional Commercial (104-03-038 and 104-03-039) to Urban Center/Entertainment District to allow for the combination of office, retail, commercial, hotel, and residential uses at high intensities of development in conjunction with the provision of park and open space to serve the local community and surrounding region;

WHEREAS, the GPA includes a revision to Figure 2.3-1, Areas of Potential Development, and to Table 8.6-2, Proposed Development (Approved, Not Constructed and Pending Projects), and minor modifications to the General Plan text to revise Citywide limitations on office development to recognize the Project;

WHEREAS, the GPA includes an amendment to Appendix 8.13 (the Climate Action Plan) setting forth vehicle trip reduction targets for the new Land Use designation of Urban Center/Entertainment District;

WHEREAS, the Applicant has simultaneously applied to rezone the Project Site from Public, Quasi-Public, Park or Recreation (APNs 104-03-036, 104-03-037, 104-01-102, 097-01-039, and 097-01-073) and Commercial Park (APNs 104-03-038 and 104-03-039) to a Planned Development-Master Community (PD-MC) Zoning District for the construction of a multi-phased mixed-use development consisting of up to 9.16 million gross square feet of commercial and residential uses, public facilities, and park and open space ("Project");

WHEREAS, the Applicant has also requested to enter into a Development Agreement ("DA") and a Disposition and Development Agreement ("DDA") with the City, and City staff have negotiated and recommended a draft DA and a draft DDA for approval;

WHEREAS, Santa Clara City Charter Section 1007 requires that the Planning Commission provide input to the City Council on any proposed General Plan Amendment;

WHEREAS, on June 8, 2016 the Planning Commission conducted a duly noticed public hearing and recommended that the Council approve the proposed General Plan Amendment;

WHEREAS, Government Code Section 65355 requires the City Council to hold a public hearing prior to adopting an amendment of the General Plan;

WHEREAS, notice of the public hearing on the proposed General Plan Amendment was published in the *Santa Clara Weekly*, a newspaper of general circulation for the City, on June 15, 2016;

WHEREAS, notices of the public hearing on the General Plan Amendment were mailed to all property owners within 1,000 feet of the Project Site, according to the most recent assessor's roll, on June 16, 2016;

WHEREAS, before considering the General Plan Amendment for the Project Site, the City Council reviewed and considered the potential environmental impacts of the Project, identified mitigation measures, and adopted and certified the Environmental Impact Report ("EIR") for the Project (SCH #2014072078), as well as a set of CEQA Findings and a Statement of Overriding Considerations, in accordance with the requirements of CEQA;

WHEREAS, in taking the action to adopt and certify the FEIR, the City Council selected the "Increased Housing Alternative" identified in the EIR, combined with the EOS Variant, as the Project (the "Project"); and

WHEREAS, on June 28, 2016, the City Council reviewed the General Plan Amendment and conducted a public hearing, at which time all interested persons were given an opportunity to give testimony and provide evidence in support of and in opposition to the proposed General Plan Amendment.

NOW THEREFORE, BE IT FURTHER RESOLVED BY THE CITY OF SANTA CLARA AS FOLLOWS:

1. That the City Council hereby finds that the above Recitals are true and correct and by this reference makes them a part hereof.

2. General Plan Amendment Findings. That the City Council finds and determines that the General Plan Amendment is in the interest of the public good for the following reasons:

A. The proposed amendment is deemed to be in the public interest, in that:

The Project is located in an urbanized area served by existing municipal services and implements smart growth principles by redeveloping underutilized properties with high intensity mixed-use, pedestrian- and transit-oriented development that will contribute to the City both socially and economically. This adaptive reuse of a closed landfill facility within an urbanized area provides desirable jobs, housing and services where infrastructure improvements can be efficient and cost effective for the City compared to development of greenfields elsewhere that might further extend and disperse utility and roadway infrastructure and limit opportunities to take advantage of and support transit use and other alternative modes of travel and access.

B. The proposed General Plan Amendment is consistent and compatible with the rest of the General Plan and any implementation programs that may be affected, in that:

The Project furthers and is consistent with the goals, policies and major strategies of the General Plan that enhance the City's quality of life, preserve and cultivate neighborhoods, promote sustainability, enhance City identity, support Focus Areas and community vitality, maintain the City's fiscal health and quality of services, and maximize health and safety benefits with the creation of a new land use designation that allows for the development of a mixed-use transit-oriented environment that places employees, residents and visitors in proximity to restaurants, retail, hotel, entertainment and office uses connected and served by existing City facilities and services, public transit, and Applicant-paid improvements for upgraded and

expanded utilities in the creation of a local and regional destination and that will contribute to the City's economy.

C. The proposed amendment has been processed in accordance with the applicable provisions of the California Government Code and the California Environmental Quality Act (CEQA), in that:

A Draft Environmental Impact Report ("DEIR") was prepared in accordance with CEQA and the City circulated copies of the DEIR and Notice of Availability to the public agencies which have jurisdiction by law with respect to the Project, as well as to other interested persons, organizations and agencies, and the City sought the comments of such persons, organizations and agencies. The City prepared and circulated written responses to the comments received during the Comment Period and included those responses in a Final Environmental Impact Report ("FEIR"), in accordance with CEQA. Additional comments were received from agencies, organizations and individuals following the distribution of the FEIR and the City prepared responses to the comments received for incorporation into an Appendix to the FEIR and made available for review.

D. The potential impacts of the proposed amendment have been assessed and have been determined not to be detrimental to the public health, safety, or welfare, in that:

A Mitigation Monitoring and Reporting Program (MMRP) has been prepared for implementation with Project development to reduce potentially significant impacts identified in the DEIR, FEIR and Appendix to the FEIR, that combined constitute the EIR for the Project, to less than significant and a set of CEQA Findings and a Statement of Overriding Considerations for the significant unavoidable impacts that cannot be mitigated to less than significant has been prepared in accordance with CEQA; the Planning Commission recommended that the City

Council adopt all of these documents; and the City Council adopted and certified the FEIR and adopted the CEQA Findings, Statement of Overriding Considerations, and MMRP.

3. That the City Council, pursuant to Government Code § 65358, hereby amends the General Plan by changing the General Plan Land Use Designation for the Project Site to Urban Center/Entertainment District, and to make corresponding modifications to Figures 5.2-1, 5.2-2 and 5.2-3 (Land Use Diagrams), to allow development of the Project.

4. That the City Council hereby amends the General Plan by adding the following text to Subsection 5.2.2 (“Land Use Classifications and Diagram”) of Section 5.2 (“Land Use Diagram”) of Chapter 5 (“Goals and Policies”), to be inserted after the existing definition of “Regional Mixed Use” and before the existing definition of “Downtown Core”:

“Urban Center/Entertainment District

This classification is intended for local and regional scale destinations that feature a mixture of some or all of the following pedestrian-oriented commercial retail and services, urban residential, hotel and employment generating uses within a defined planning area. It accommodates an intensity of development intended to create a lively place of focus for community and commerce. Master planned projects are encouraged, which may proceed through multiple phases and may entail several individual parcels or development areas. The intensity of development within individual parcels or sub-areas may vary, thereby allowing a more dense urban form in key locations (for example, concentrated employment, retail services and/or housing served by nearby transit facilities). The planning area may be designated as one of the following:

- Low Intensity Urban Center that allows an overall project that shall not

exceed a gross FAR of 1.0 for all combined office, commercial, retail and hotel uses;

- High Intensity Urban Center that allows an overall project that shall not exceed a gross FAR of 2.0 for all combined office, commercial, retail and hotel uses.

Accordingly, this classification accommodates a wide variety and mix of commercial activities serving residents, businesses and visitors from the local community and surrounding region. Some combination of the following uses are allowed in vertical or horizontal mixed-use arrangements: 1) retail sales and services; 2) restaurants and other food and beverage uses; 3) entertainment venues such as cinemas, performance venues, other interactive experiences, and active open space and plaza amenities; 4) hotels; 5) corporate and general office; 6) commercial services; 7) and compatible uses of a similar commercial character. Auto-oriented uses such as drive-through restaurants and auto service facilities are not appropriate uses.

Medium to very high density residential use (ranging from 37 to 90 du/ac) is also suitable to this classification, while not subject to FAR limitations, the buildings could be restricted by FAA or other applicable height restrictions/regulations. The integration of urban scale housing is intended to contribute to a balanced community, reduce reliance on the automobile, and promote the desired pedestrian-oriented character. Horizontal and vertical mixing of compatible uses is permissible, bringing residents and workers in close proximity to basic services and desirable conveniences. Mixed use developments that afford active lower

floor(s) retail or commercial space along street frontages with residential units arranged on upper floors are especially fitting as part of an urban core.

Development should support alternative modes of travel, incorporating accommodations for transit users, bicyclists, and pedestrians, as well as utilizing and incentivizing transportation demand management. Parking should be provided in a manner that does not disrupt the desired pedestrian-orientation, and instead is arranged and scaled to help activate street spaces. Shared parking among compatible uses is encouraged. Both structured and surface parking are permissible, as appropriate to location and uses.

Open spaces and landscape features that enhance the public realm and meet the active and passive recreational needs of multiple users shall be incorporated throughout a project. In particular, open spaces should encompass some or all of the following: at-grade plazas, greens and similar shared outdoor spaces suitable for formal and informal gatherings, as well as pedestrian-friendly streetscapes that feature wide sidewalks, canopy trees, street furniture, and other amenities. Upper/podium level courtyards and terraces, as well as public and private rooftop gardens are also encouraged.”

5. That the City Council hereby amends the General Plan by revising Policy 5.3.1-P18 of Subsection 5.3.1 (“General Plan Land Use Goals and Policies”) of Section 5.3 (“Land Use”) of Chapter 5 (“Goals and Policies”) to read as follows:

“5.3.1-P18 Meter net new industrial and commercial development excluding ‘Approved/Not Constructed and Pending Projects’ identified on Figure 2.3-1 so as not to exceed 2.75 million square feet in Phase I, 5.5 million square feet in Phase II and 5.5

million square feet in Phase III in order to maintain the City's jobs/housing balance and ensure adequate infrastructure and public services."

6. That the City Council hereby amends the General Plan by revising Policy 5.3.5-P9 of Subsection 5.3.5 ("Office and Industrial Land Use Goals and Policies") of Section 5.3 ("Land Use") of Chapter 5 ("Goals and Policies") to read as follows:

"5.3.5-P9 Allow additional square footage of up to ten percent, but not less than 2,500 square feet, of a proposed Office/R&D Development for commercial uses provided that such commercial uses have the potential to reduce daytime vehicle trips. This policy shall not apply to any property with a land use designation of Urban Center/Entertainment District."

7. That the City Council amends the General Plan by revising the first paragraph of Subsection 5.5.1 ("Discretionary Use Goals and Policies") of Section 5.5 ("Neighborhood Compatibility") of Chapter 5 ("Goals and Policies") to read as follows:

"Discretionary Use Policies are applicable under specific conditions for which an alternate use and/or density to the classification on the Land Use Diagram can conform to the General Plan. These policies are intended to promote compatibility with surrounding uses and support the General Plan Major Strategies. Discretionary Use Policies may only be applied singularly, and may not be combined for new development projects. Discretionary Use Policies shall not apply to any property with a land use designation of Urban Center/Entertainment District."

8. That the City Council amends the General Plan by modifying Figure 2.3-1 (“Areas of Potential Development”) in the General Plan to identify the Project Site as one of the “Approved/Not Constructed and Pending Projects”.

9. That the City Council amends the General Plan by modifying Table 8.6-2 (“Proposed Development (Approved, Not Constructed and Pending Projects)”) in the General Plan to include the Project, by adding a new line under “the “Mixed Use” heading, immediately after the line for 3600 El Camino Real, to read as follows:

“Urban Center/Entertainment District 2034 5155 Stars & Stripes Drive (CityPlace)
9,164,400 1,680”

10. That the City Council hereby amends Appendix 8.13 of the General Plan by modifying the Climate Action Plan to include new trip reduction standards for the Urban Center/Entertainment District General Plan Designation, by replacing Table 9 with the attached revised Table 9, attached hereto and incorporated herein by this reference.

11. That based on the findings set forth in this Resolution, the EIR Resolution and the evidence in the City Staff Report and such other evidence as received at the public hearing on this matter, the City Council approves the General Plan Amendment.

12. Constitutionality, severability. If any section, subsection, sentence, clause, phrase, or word of this resolution is for any reason held by a court of competent jurisdiction to be unconstitutional or invalid for any reason, such decision shall not affect the validity of the remaining portions of the resolution. The City of Santa Clara, California, hereby declares that it would have passed this resolution and each section, subsection, sentence, clause, phrase, and word thereof, irrespective of the fact that any one or more section(s), subsection(s), sentence(s), clause(s), phrase(s), or word(s) be declared invalid.

13. Effective date. This resolution shall become effective at such time as Ordinance No. 1956 approving the Development Agreement becomes effective, and if such Ordinance has not become effective by December 31, 2018, this resolution shall be deemed to be void and of no further force or effect.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE COPY OF A RESOLUTION PASSED AND ADOPTED BY THE CITY OF SANTA CLARA, CALIFORNIA, AT A REGULAR MEETING THEREOF HELD ON THE 28th DAY OF JUNE, 2016, BY THE FOLLOWING VOTE:

AYES:	COUNCILORS:	Caserta, Davis, Kolstad, O'Neill and Watanabe and Mayor Gillmor
NOES:	COUNCILORS:	None
ABSENT:	COUNCILORS:	Marsalli
ABSTAINED:	COUNCILORS:	None

ATTEST: _____



ROD DIRIDON, JR.
CITY CLERK
CITY OF SANTA CLARA

Attachments Incorporated by Reference:

1. Revised General Plan Figure 2.3-1
2. Revised General Plan Figure 8.6-2
3. Revised Climate Action Plan Table 9

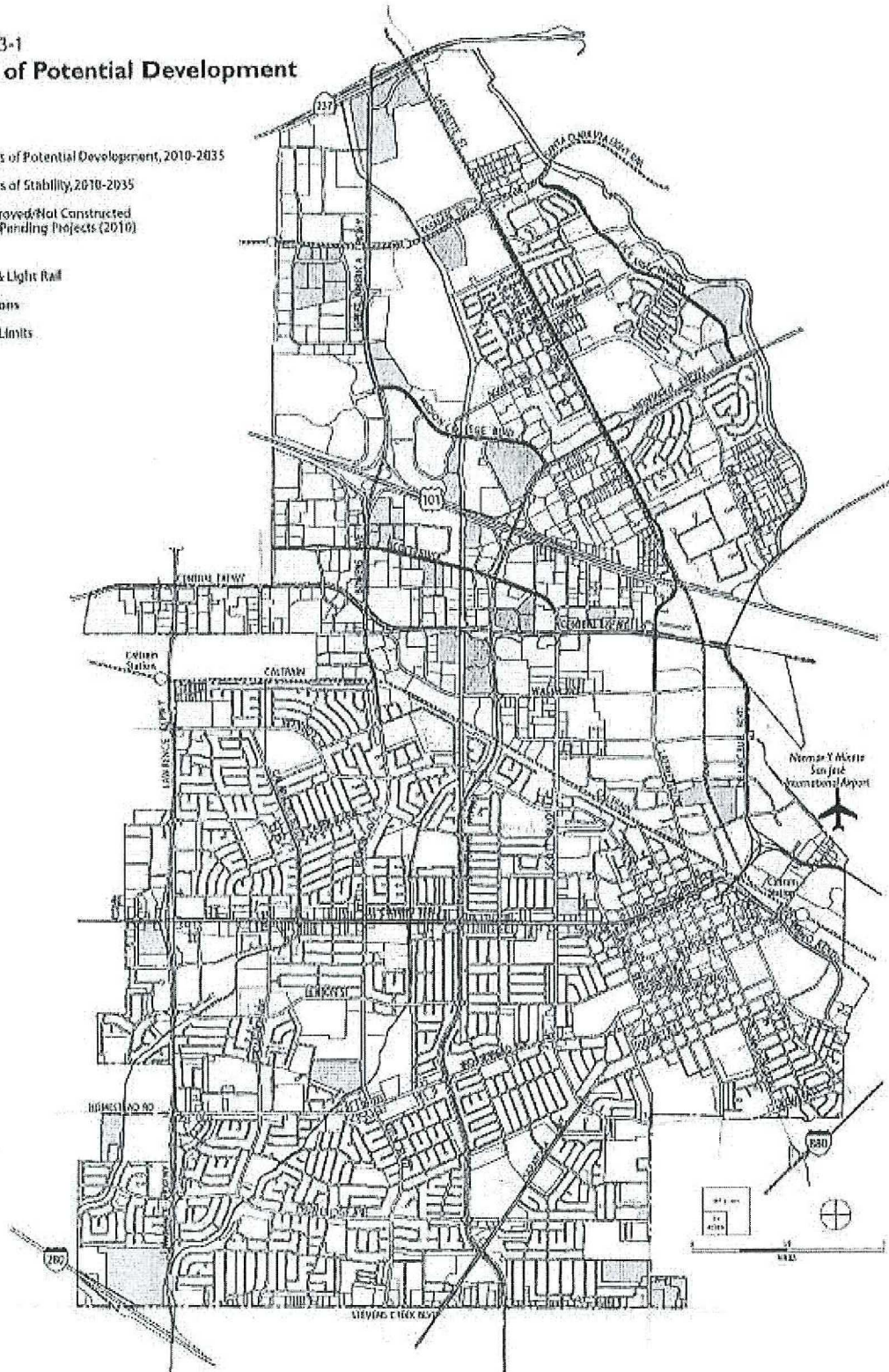
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**Revised Table 9: Minimum Vehicle Miles Traveled Reduction Requirements by
Transportation District and Land Use Designation**

	General Plan Land Use Designation								
	Medium-Density Residential	High-Density Residential	Regional Commercial	Neighborhood Mixed Use	Community Mixed Use	Regional Mixed Use	Low Intensity Office/ R&D	High Intensity Office/ R&D	Urban Center/ Entertainment ⁸
Average trip generation rate ^{1, 2}	6	7	8	8	8	8	11	7	Office: 11 Residential: 7
Transportation Districts	Minimum % VMT reduction per project ^{3, 4, 5} (Minimum % VMT reduction per project from TDM) ^{6, 7}								
1 – North of Caltrain	15% (5%)	20% (10%)					25% (10%)	20% (10%)	Office: 10% (4%) Residential: 20% (2%)
2- Downtown					20% (10%)				
3 – El Camino Real Corridor		15% (5%)			20% (10%)	20% (10%)			
4 – Stevens Creek Boulevard			5% (n/a)		15% (5%)				
Notes:									
1. Average trip generation rates represent the number of daily trips per housing unit (for residential projects) or per 1,000 square feet (for nonresidential projects).									
2. For commercial and mixed-use designations, average trip generation rates describe employee and resident trips rather than retail visitor trips.									
3. Highlighted cells indicate that the General Plan land use designation is present in the transportation district.									
4. The VMT reductions for each land use in each district exceed the total cumulative VMT reductions anticipated for each district in Appendix B, as projects consisting of less than or equal to 25 dwelling units or 10,000 nonresidential square feet would typically be considered exempt.									
5. All projects subject to minimum vehicle miles traveled reduction requirements are subject to annual reporting requirements.									
6. Staff retains discretion to require a TDM program as a condition of approval for discretionary projects not located in one of the four identified districts.									
7. TDM reductions are expressed as minimum requirements. However, staff retains discretion to require greater levels of TDM as a condition of approval for discretionary projects.									
8. For the Urban Center/Entertainment District, the VMT reduction requirements apply to the office and residential uses within that district, and the reduction requirements are specific to those two categories of uses.									

Figure 2.3-1
Areas of Potential Development

-  Areas of Potential Development, 2010-2035
-  Areas of Stability, 2010-2035
-  Approved/Not Constructed and Pending Projects (2010)
-  Rail & Light Rail
-  Stations
-  City Limits



8.6-2 [REVISED]: PROPOSED DEVELOPMENT (APPROVED, NOT CONSTRUCTED & PENDING PROJECTS)

<i>Land Use Designation</i>	<i>Anticipated Completion</i>	<i>Project Location</i>	<i>Proposed New Square Feet</i>	<i>Proposed Housing Units</i>
Residential				
Medium Density Residential	2010	1468 Lafayette St		3
Medium Density Residential	2010	1655 Scott Blvd (Shea/UL Site)		130
Medium Density Residential	2010	1701 Lawrence Rd		9
Medium Density Residential	2010	2255 Glanera St		6
Medium Density Residential	2010	2447 Homestead Rd		8
Medium Density Residential	2010	3421 Homestead Rd		14
Medium Density Residential	2010	3459 Lochinvar		30
Medium Density Residential	2010	3625 Pruneridge Ave (Pruneridge Villas)		8
Medium Density Residential	2010	4092 Davis St		4
Medium Density Residential	2010	502 Mansion Park Drive (Mansion Grove Apartments)		124
Medium Density Residential	2010	90 N Winchester Blvd (BAREC)		275
Medium Density Residential	2010	900 Pomeroy Ave		3
Medium Density Residential	2010	900 Kiely Blvd. (former Kaiser Hospital)		766
Medium Density Residential	2010	Various Locations		40
High Density Residential	2010	1331 Lawrence Expy (Marina Playa/BRE)		340
High Density Residential	2010	1828-1870 Main St		28
High Density Residential	2010	2250 El Camino Real		45
High Density Residential	2010	550 Moreland (M2 at Rivermark)		430
High Density Residential	2010	Agnew Road & Lafayette Rd (Mission Terraces)		202
Commercial				
Regional Commercial	2010	24 Hour Car Wash	1,400	
Regional Commercial	2010	2875 Lakeside Dr	419,000	
Regional Commercial	2010	70 Saratoga Ave	8,300	
Regional Commercial	2010	Valley Fair Shopping Center Addition	118,300	
Mixed Use				
Regional Mixed Use	2010	4272 Davis St	2,100	2
Regional Mixed Use	2010	3600 El Camino Real	141,600	490
Urban Center/ Entertainment	2034	5155 Stars & Stripes Drive (CityPlace)	9,164,400	1,680

8.6-2 [REVISED]: PROPOSED DEVELOPMENT (APPROVED, NOT CONSTRUCTED & PENDING PROJECTS)

<i>Land Use Designation</i>	<i>Anticipated Completion</i>	<i>Project Location</i>	<i>Proposed New Square Feet</i>	<i>Proposed Housing Units</i>
Industrial/Office/R&D				
Low Intensity Office/R&D	2010	2045 Lafayette Street	330,400	
Low Intensity Office/R&D	2010	3205 Bassett Street (Data Center)	33,300	
Low Intensity Office/R&D	2015	3250 Scott Blvd	215,000	
Low Intensity Office/R&D	2015	3300 Olcott	200,000	
Low Intensity Office/R&D	2015	5301 Stevens Creek Blvd (Hewlett Packard)	727,500	
High Intensity Office/R&D	2010	1500 Space Park (Data Center)	350,000	
High Intensity Office/R&D	2015	2200 Lawson Ld (Sobrato)	516,000	
High Intensity Office/R&D	2015	2250 Mission College Blvd (Intel)		
High Intensity Office/R&D	2015	2350 Mission College (Maskatiya/Suri)	306,000	
High Intensity Office/R&D	2015	2727 Augustine Dr (EOP)	1,900,000	
High Intensity Office/R&D	2015	2800 San Tomas Expy (Harvest Properties)	1,950,000	
High Intensity Office/R&D	2015	4301 Great America Parkway	743,000	
High Intensity Office/R&D	2015	5355 Great America Parkway (Irvine)	911,000	
High Intensity Office/R&D	2015	5450 Great America Parkway	218,200	
High Intensity Office/R&D	2015	Freedom Circle (Intel)	400,000	
High Intensity Office/R&D	2015	4401 Great America Parkway (Yahoo)	3,000,000	
Light Industrial	2015	1920 Lafayette St (Industrial condos)	65,400	
Heavy Industrial	2015	555 Reed Street (Data Center)	312,000	
Public/Quasi Public	2010	700 Lawrence Expressway (Kaiser Addition Medical Offices)	130,000	
Total Proposed Development			22,262,900	4,637
<i>Existing Square Footage Demolished for Proposed Development</i>			<i>-3,145,500</i>	
Net New Proposed Development			19,117,400	4,637