

Appendix II – SB 35 Development Modification Request Project Description

1. Introduction & Executive Summary

Vallco Property Owner LLC (Applicant) submitted its initial application for the Vallco Town Center Project, which is now referred to as The Rise (“Project”), pursuant to Government Code section 65913.4 (“SB 35”) on March 27, 2018 (“SB 35 Application”), which was approved by the City of Cupertino (“City”) on September 21, 2018 (“SB 35 Approval”). In order to make necessary revisions based on design advancements typical of large-scale projects, Applicant submitted an SB 35 modification request application (“2022 Modification”) on March 24, 2022, which was approved by the City on June 3, 2022. This SB 35 modification request is now being submitted to incorporate proposed changes to the Project since the 2022 Modification (referred to throughout as the “modification request”).

Since the SB 35 Approval and 2022 Modification approval, Applicant has made further progress in readying the Project site and bringing forth the much-anticipated transformational change to the approximately 50.82-acre former Vallco Mall property. To date, demolition of above ground structures west of N. Wolfe Road has been completed, a series of construction permits have been issued, and since May 2023, construction activity has been ongoing within the Project site pursuant to issued City permits and County Department of Environmental Health (DEH) clearance; this construction work as included significant grading work, soil removal, mass excavation, and soil off-haul and make ready utility work. In connection with the Project site soil remediation efforts, Applicant entered into voluntary oversight with the DEH on June 23, 2021 and November 16, 2022, for the west and east sides, respectively. In December 2022, DEH approved a Soil Management Plan for the west side of the Project site; an updated SMP will be submitted to DEH shortly to reflect the updates set forth in this SB 35 modification request.

As a threshold issue, this modification request remains in compliance with SB 35 and the applicable objective standards applicable to the Project. The modification request remains consistent with the City’s applicable Community Vision 2040 General Plan (General Plan) goals for redeveloping the aging and outdated indoor mall into a vibrant, sustainable, walkable and safe neighborhood. Specifically, this modification request retains or enhances the key hallmark features of the approved Project:

- Thousands of critically needed housing units, hundreds of which would be affordable to low- and very-low income residents;
- Robust open space and bicycle and pedestrian connectivity;
- A vibrant mixed-use “town center” design with residential, retail, entertainment, and office uses in a pedestrian-friendly, grid street network with high-quality architecture that serves as a community gateway for the City; and
- Sustainable design that reduces heat-island effect; optimizes energy efficiency across program types; enhances the quality and wellness of indoor environments for all occupants; and replaces an obsolete indoor mall with acres of open space throughout the Project site, in addition to landscaping throughout the Project site.

Key Project updates and improvements to the Project that are included within this modification request include:

- Additional residential units to reflect allowed density under the State Density Bonus Law and to address the City's increased housing needs as set forth under the 6th Cycle Regional Housing Needs Assessment;
- Over 13 acres of well-distributed programmed open space areas, including private and publicly accessible at-grade and podium parkland areas through removal of the green roof feature;
- Updates to the site plan and circulation network to create shorter, more walkable blocks and street grid layout to improve multi-modal site circulation;
- Similar amount of retail frontage with a reduced overall footprint to prioritize a vibrant pedestrian retail environment and a more diverse and flexible retail tenant mix in response to changes in the post-COVID shopping environment;
- Reduced building heights and overall project square footage through a more efficient site design;
- Concentration of project heights and density along the major thoroughfares and the east side of the Project site that is proximate to I-280, allowing for increased setbacks from the adjacent Portal residential neighborhood and overall reduced heights along the western perimeter of the site; and
- Further subdivision of the entire site through a tentative map amendment to provide flexibility and certainty for future project delivery and financing.

2. SB 35 Framework Applicable to this Modification Request

Consistent with the 2022 Modification, SB 35 allows for applicants to request modifications to previously approved developments through the ministerial modification process set forth under Gov. Code § 65913.4(g). SB 35 establishes that the local government must approve such modification request if it does not affect the City's prior determinations regarding the Project's consistency with the objective planning standards in effect at the time of the original SB 35 application. As described by the statute, the City's role is "strictly limited" to determining consistency with objective planning standards, a determination it must make within 60 days after submission of the modification where design review does not apply, as is the case here¹. (§ 65913.4(g)(2)².)

When making its determination regarding consistency with objective planning standards, SB 35 is clear that the City shall find the modification request consistent if there is "substantial evidence that would allow a reasonable person to conclude that the development is consistent with the objective planning standards[,]" and that a lack of certain application materials in the modification request submittal shall not be a basis for determining that the Project is inconsistent with objective standards as long as the application otherwise allows a reasonable person to conclude that the Project is consistent with such objective standards. (See § 65913.4(c)(3).)

Applicant is committed to supporting the City with its review of this modification request and looks forward to a collaborative process over the next 60 days.

¹ The City's June 22, 2018 letter determining that the Project is eligible for streamlining under SB 35 confirmed that there are no applicable "objective design review standards."

² Unless otherwise stated, all references are to the California Government Code.

3. Summary of Modification Request

3.1 Key Project Elements and Land Use Program Remain Unchanged

The modification request retains the key Project features as approved under the 2018 SB 35 Approval but includes updates to the site plan and land use program as further detailed in this Project Description. Consistent with the General Plan vision in effect at the time of the SB 35 Application submittal, including the Vallco Shopping District Special Area, the Project will continue to implement strategies to revitalize the aging and outdated indoor mall into a vibrant, sustainable, walkable and safe “town center” neighborhood.

The Project includes the following key components and design approaches:

- **2,669 Residential Unit Count and High Affordability:** 2,669 units of high-quality housing, 890 of which at rents affordable to low- and very-low income households, and portions of which are designed to serve a wide range of households, including families and seniors, making a substantial impact in addressing the worsening housing and affordability crisis;
- **Mixed-Use Town Center Design:** Vibrant mixed-use “town center” design with residential, retail, entertainment, office, and open space uses in a pedestrian-friendly, grid street network that serves as a community gateway;
- **Traditional Neighborhood Layout:** Site plan that connects the community (internally and externally) via walkable, pedestrian- and bike-friendly streets, squares/plazas, trails, and pathways;
- **Open Space and Bicycle and Pedestrian Connectivity:** Robust open space program, including significant ground level open space that will provide convenient public and resident access, and feature a diverse set of programmatic uses, including event and community gathering spaces, recreational lawns, playgrounds, trails, and acres of natural landscape. Enhanced ground level open space amenities distributed throughout the Project site will be available for public and private tenant use, which have replaced the green roof feature that was previously included in the Project design.
- **Sustainable Design:** Over 13 acres of total programmed open space; 812 onsite trees at buildout; and an extensive natural, drought tolerant landscape will replace the 50-acre hardscape of Vallco Mall to create a sustainable, climate responsive development with an unprecedented connection to nature in the heart of Silicon Valley.

3.2 Modification Request Land Use Summary

The modification request includes updates to the Project site plan and land use program, while maintaining the general mixed-use design approach and compliance with the SB 35 two-thirds residential requirement. This Section 3.2 provides an overview of the land use program set forth under the modification request; Section 3.3 provides an overview of the modification request compliance with the SB 35 two-thirds requirement; Section 4 below provides additional details regarding notable design and program features to assist the City’s review of the modification request; and Section 5 provides an overview of the permit amendments anticipated to be required in connection with this modification request.

This discussion is not intended to be comprehensive; reference should be made to **Appendix IV, Modification Request Plan Sets** for detailed information regarding design updates and the modification request project data.

Table 1: Land Use Program Summary below provides a comparative summary of the Project land use program as approved under the 2018 SB 35 Approval and this modification request. As shown in Table 1, the modification request results in a Project-wide increase in total unit count of 11.12% and a decrease in total square footage of 11.66% as compared with the 2018 SB 35 Approval. The area decrease is a result of improving the efficiency of residential, office and retail back of house, parking, and reducing excess amenity areas, and changing unit sizes and retail areas to meet current market demand.

The residential area unit count increase reflects the allowable density based on amendments to the California Density Bonus Law (Gov. Code § 65915 et seq.) that now allow for a 50% density bonus increase for projects providing a qualifying number of income-restricted units. This increased unit count also responds to community requests for more housing opportunities across the income spectrum (including for senior and family households) and to the City's significantly increased Regional Housing Needs Assessment (RHNA) under the 6th Cycle Housing Element of 4,588 units (an increase from 1,064 units under the 5th Cycle RHNA). The incorporation of additional density bonus units also helps to ensure the financial feasibility of the affordable units.

The Project's residential units continue to allow for both rental and for-sale tenures and support a wide variety of household types. Of the Project's 2,669 residential units, 890 units are affordable to low-income households making less than 80% area median income (AMI) and 50% AMI in accordance with applicable SB 35, state Density Bonus Law, and local affordable housing requirements. The Project continues to include a range of unit types to accommodate a diverse demographic of future residents and families in both the market rate and affordable offerings, including studio to 4-bedroom units.

Table 1: Land Use Program Summary – Modification Requests & Comparison to SB 35 Approval¹

Land Use	2018 SB 35 Approval		Modification Request 2	
	Amount ¹	% Project	Amount	% Project
Residential Dwelling Units	2,402 units	N/A	2,669 units	N/A
Residential Uses	4,961,904 SF	66.8 %	4,382,226 SF	66.77%
Office	1,981,447 SF	26.7 %	1,954,613 SF	29.78%
Retail / Entertainment ²	485,912 SF	6.5 %	226,386 SF	3.45%
Total Square footage³	7,429,263 SF	100 %	6,563,225 SF	100%
Percent Change³	N/A		Unit Count: +11.12% Square Footage: -11.66%	

Table 1 Notes:

1. Calculations provided in this **Table 1** are based on the Cupertino Municipal Code 19.08.030 “floor area” methodology as utilized in the SB 35 Approval.
2. Any Entertainment component will be no more than 30% the total retail area in compliance with the City of Cupertino’s General Plan.
3. Pursuant to SB 35, underground space shall not be included for purposes of calculating either (i) the two-thirds residential requirement or (ii) the square footage of construction changes for modifications. (See § 65913.4(a)(2)(C); see also § 65913.4(g)(3)(A)-(B).) Therefore, consistent with statutory requirements, this **Table 1** summarizes only at- and above-grade floor area.

3.3 Two-Thirds Residential Compliance

As shown in Table 1, the modification request remains in compliance with the SB 35 requirement that “at least two-thirds of the square footage of the development is designated for residential use.” SB 35 establishes additional parameters for the calculation of the two-thirds requirement: (1) the square footage of the development shall not include underground space, such as basements or underground parking garages; and (2) any additional density, floor area, and units, and any other concession, incentive, or waiver of development standards granted pursuant to the Density Bonus Law shall be included in the square footage calculation. (§ 65913.4(a)(2)(C)(ii).)

As described in the City’s June 22, 2018, letter (“90-Day Letter”), in evaluating the original SB 35 Application, the City utilized the definition of “floor area” as defined in the Cupertino Municipal Code Section 19.08.030(F) to determine what percentage of the proposed development is designated for residential use. In its 90-Day Letter, the City confirmed that the original SB 35 Application materials appropriately designated the residential and non-residential floor areas for purposes of calculating the two-thirds requirement. This approach was also upheld as proper by the Santa Clara County Superior Court.

This modification request utilizes the same approach as in the original SB 35 Application and the 2022 Modification for calculating the two-thirds requirement, as shown in **Appendix IV, Modification Request Plan Sets, Sheets P-0101, P-0106.01–0106.08**. This approach is consistent with the SB 35 requirement that, when processing a modification application, the City must utilize the same “assumptions and analytical methodology” that it used when processing the original application to assess consistency with objective planning standards. (§ 65913.4(g)(1)(C).)

4 Modification Request Design Changes

4.1 Land Use Program

As described above, the overall Town Center-based land use program types remain the same; the site plan has been further delineated into a total of 15 smaller blocks (an increase from the previously approved 11 larger format blocks). This site plan delineation allows for improved multi-modal circulation, access to ground floor amenities (such as retail and open space), and an enhanced community feel by reducing the overall scale of individual blocks. **Figure 1: Project Site Diagram** provides a simplified overview of the Project site layout and block numbering.

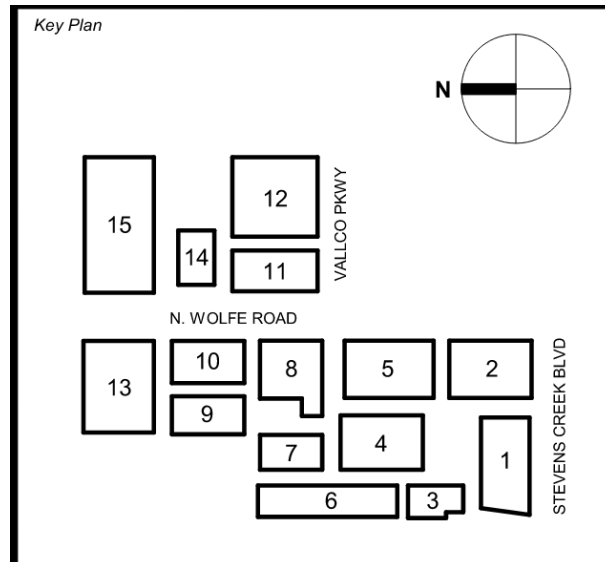


Figure 1: Project Site Diagram

Under the modification request, gross square footage allocations are as follows:

- **Residential:** 4,382,226 square feet of residential areas, including 2,669 residential units, 890 units of which will be income-restricted affordable units, which remains within with the General Plan maximum residential density for Vallco Shopping District Special Area of 35 units per acre, including the 50% density bonus;³
- **Office:** 1,954,613 square feet of office space, which remains within the General Plan maximum office allocation of 2,000,000 square feet; and
- **Retail:** 226,386 square feet of retail space, pursuant to a revised Density Bonus Law concession/incentive request for relief from the General Plan standard regarding 600,000 minimum square feet of retail, as further described in **Appendix III, Density Bonus Application Materials**.

Additional details regarding the land use program distribution is shown in **Appendix IV, Modification Request Plan Sets**.

4.1.1 Residential Unit Mix, Layouts and Distribution

As described above, the overall unit mix includes 2,669 total residential units with 1,779 units offered at market rate and 890 units at income-restricted affordable levels. The residential uses are located in Blocks 1 through 12. This modification request retains a range of unit types, including larger 2- and 3-bedroom affordable unit types, allowing for more low-income families to live and work in Cupertino, resulting in greater equity and benefiting the community in many ways.

The residential units are distributed across smaller block sizes to offer improved access to outdoor spaces and amenities, as well as to improve project constructability of residences in a market where construction costs and interest rates continue to escalate. The modification request includes 47 three-story

³ Due to amendments to the State Density Bonus Law, the Project qualifies for a 50% density bonus, which provides for the proposed 2,669 units.

townhomes along the western edge of the Project site, as a transitional buffer to the existing adjacent lower density residential neighborhood.

The 890 affordable units are designed to include 127 family units and 170 senior units, both of which would be developed as standalone buildings within Block 5, and 593 more traditional workforce affordable units, which will be located on both sides of Wolfe Road within Blocks 10 and 11. Incorporation of affordable units within standalone blocks serves a City policy objective to allow for targeted provision of tenant amenities and services, as well as financing feasibility by allowing those buildings to qualify for tax credit funding programs, which is critical in Cupertino where little to no local subsidy can be provided.

4.1.2 Office Use

The modification request involves a reduction in the office square footage to 1,954,613 square feet, which remains within the 2 million square foot cap established under the General Plan; the office uses are located in Blocks 13, 14, & 15. The floorplates of the office buildings remain designed to flexibly meet requirements of office, R&D, and life science users. The office buildings have been designed in proximity to each other towards the northern end of the site to flexibly facilitate single- or multi-tenant users. The office buildings are also located in the area within the Project site that is most proximate to I-280 and existing office uses at adjacent properties in order to facilitate efficient vehicle circulation for employees traveling to and from the site; in addition, the location contemplates that office buildings are likely to be the final buildings developed on each side of N. Wolfe Road dependent upon market demand.

4.1.3 Retail Use

The modification request includes a reduction in overall retail footprint to 226,386 square feet, pursuant to a revised Density Bonus Law concession/incentive request for relief from the General Plan standard regarding 600,000 minimum square feet of retail, as further described in **Appendix III, Density Bonus Application Materials**. Retail uses are distributed throughout the project site on the ground floors of Blocks 1, 2, 3, 4, 5, 7, 8, 11, and 12. In addition, Block 5 includes a small retail space located on the mezzanine level, adjacent to a community open space area and there is a retail kiosk in the Town Square West adjacent to Block 4.

While overall retail square footage has been reduced from the 2018 SB 35 Approval, the modification request maintains a similar vibrant pedestrian retail environment by retaining the approximate extent of the linear retail frontage and reducing the depth of the retail floorplates. This revised retail typology reflects a post-COVID retail environment that favors smaller retail experience in-lieu of big-box shopping and entertainment. The shallower retail floor plates will accommodate a diverse range of food and beverage tenants and customer-serving retail (boutiques, small-businesses, etc.), allowing for a diverse mix of retail opportunities for both tenants and the broader community. The mix of anticipated retail tenants will provide a place for the community to shop, dine and gather, creating a much needed “downtown” environment within Cupertino. At completion, the retail component will be one of the City’s largest densities of diverse retail, combined with a walkable street grid and public open spaces.

The retail areas remain predominantly located within the southern portion of the Project site with anchor locations on Stevens Creek Boulevard. A strong retail presence is also located adjacent to both plaza locations (Town Square West and Town Square East), as a strategy to create a vibrant Town Center environment within both the west and east side of the Project site. Street B, located between Blocks 2 and 5 within the west side, is the primary retail pedestrian street, a portion of which is closed to cars to

create a vibrant pedestrian experience. Overall, the retail environment is strategically located to be proximate to both residential and office tenants within the Project site, as well as proximate to the Project entrances along N. Wolfe Road, which is intended to draw vibrant foot traffic and to create a retail environment for the broader community.

Figure 2 below provides an overview of the retail walkability and intentional connectivity between the retail and proposed community open spaces distributed throughout the Project site.

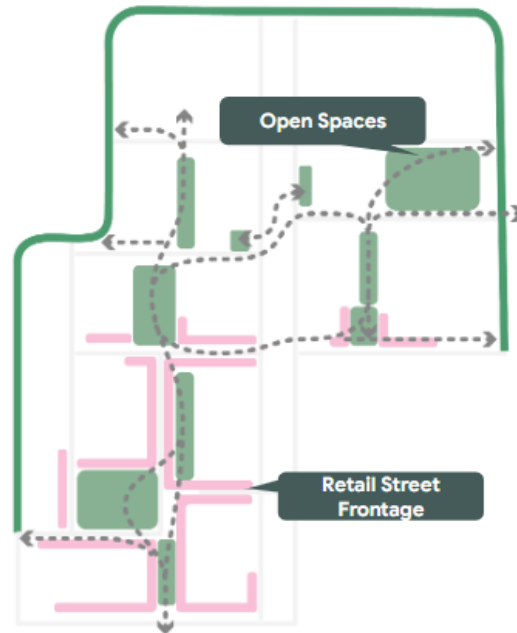


Figure 2: Retail Street Frontage Locations

4.1.4 Open Space

The modification request maintains the Project’s commitment to providing an inspired open space design that connects the community with miles of trails and acres of natural landscape, recreational lawns, play areas and community gathering spaces in a City that is built-out with few remaining opportunities for these important features. Built and natural environments complement one another to create thriving communities. The pandemic has demonstrated that open space and parks are not just an amenity but are instead a necessity for basic human health and wellness.

The City, through its General Plan and Parks & Recreation System Master Plan, has identified eastern Cupertino, i.e., where the Project site is located, as an area with limited existing parks and an area where the City should focus new parks. However, given the limited availability of land to be made into new open space and parks, the primary strategy for achieving this goal is through incorporation of onsite open space within private developments such as the Project. The Project provides an innovative solution to address the need for a natural environment in this region of the City with inadequate existing open space or parks by providing acres of open space intended for community gathering, play areas, and pedestrian/bicycle trails.

The modification request incorporates updates to the configurations and layouts of the open space program throughout the Project site while maintaining over 13 acres of programmed open space

throughout the site, including meeting the requirements for private parkland credit under the Cupertino Municipal Code. Details regarding the location and size of the various private and public open space areas are further described in **Appendix IV, Modification Request Plan Sets, Sheet P-0101**.

The modification request incorporates an open space strategy that enriches the public open space environment with a range of programs and scales that are linked together with pedestrian paths and the internal street network. Both the west and east sides of the Project site are anchored by dynamic public open spaces such as a turf playfield, town squares, and recreational parks. Intentionally sited paseos break down the overall blocks to create interconnected pedestrian-friendly corridors that allow for access to the network of Project site open spaces, as shown in **Figure 2** above and **Figure 3** below. All community open spaces are designed to be within a 5-to-10-minute walk of each other. The project site remains framed by the fully separated Class I bike/pedestrian path, which connects to the regional bike network. Key features of the Project’s open space program under this modification request include a multi-use turfed play field of approximately 0.54 acres on the west side and a large public recreational park of approximately 1.45 acres on the east side.



Figure 3: Key Open Space Locations and Site Connectivity

Town Square Plazas

The modification request retains the “town center” design centered around two outdoor plaza areas – the Town Square West and Town Square East plazas – which will provide placemaking for the Project site and surrounding area. The modification request includes changes to the design and configuration of the west and east plazas as further detailed below.

Town Square West plaza is designed as an approximately 1.0-acre area located within the retail heart of the west side of the Project site. Town Square West will remain a dynamic civic square destination for the community, designed to allow for a range of activated events and programming. Town Square West will provide a civic space that is missing in Cupertino and the greater Silicon Valley. The design program includes a lively and flexible plaza area, seating and picnic areas, and capacity to accommodate seasonal and special events. Town Square West is intentionally located adjacent to the key retail areas to inspire

retail-driven activation and pedestrian traffic. Town Square West includes one retail pavilion, which will create more intimate dining and retail opportunities while activating the plaza throughout the day. Town Square West is envisioned as both an urban amenity and natural retreat with thoughtful landscaping distributed throughout.

On the other side of N. Wolf Road, Town Square East plaza is an approximately 0.3 acre area located within the east side of the Project site, and immediately adjacent to an open community landscaped area of approximately 0.4 acres between Blocks 11 and 12. Driven by community feedback, the Town Square East has been relocated to front immediately onto Vallico Parkway in order to provide better community visibility and connection, and thereby encourage participation and visits from the public. As shown **Figure 2**, Town Square East is flanked by retail to further encourage an activated and placemaking environment and located adjacent to an extended landscaped corridor that will allow for passive recreation, as well as biofiltration and stormwater management for the Project's east side.

Pedestrian and Bicycle Trails

The Project continues to incorporate a vast network of trails, including a pedestrian and Class I bikeway along Perimeter Road with potential connections to future City trails, that provide residents, workers and commuters alternative options to single-occupancy vehicle commuting. The Class I bikeway follows the perimeter of the Project site and will significantly increase the City's existing Class I bikeway mileage. Under the modification request, the Class I trail along the Project site perimeter is now further buffered from adjacent roadways near the Block 6 townhomes. The modification request includes a small new park (potentially for use as a dog park) at the northwest corner of the Class I trail near where it connects to the City's existing bike paths. Protected Class IV bike lanes are incorporated in the design at N. Wolfe Road and Stevens Creek Boulevard. Class III paths connect the internal project street grid. The Project's bikeway network will provide much needed safe bike routes in what currently is one of the City's highest stress biking areas.

Pedestrian trails and sidewalks are provided throughout the project on both the ground level. Within the west side of the project site, a pedestrian corridor (with enhanced crosswalk facilities at internal street crossings) has been incorporated that extends from the southernmost to northernmost extents, allowing for safe and efficient pedestrian flows within the entirety of the west side.

4.2 Building Bulk, Setbacks, and Height

The building design has been re-envisioned to complement the surrounding land use context, while delivering upon the General Plan requirement that the Project provide a vibrant, mixed-use town center with a mix of residential, retail, office and open space uses. The building design reflects the natural topography of the surrounding mountains, creating a dynamic building massing of terraces and varied heights.

The modification request includes adjustments to building bulk and height throughout the Project site, including to reduce the overall height of the tallest components of the Project as compared to the designs previously approved under the SB 35 Approval and 2022 Modification. Taller buildings have been set back from the residential community to the extent possible. For example, the modification request has relocated townhomes along the westernmost area of the Project site adjacent to the Portal lower-density residential neighborhood. The majority of the Project buildings are 85 feet or lower, which are intended

to better harmonize with the existing neighborhood scale. The office buildings are located towards the north of the Project site, proximate to I-280 and commercial uses.

The office uses within Blocks 13, 14 and 15 and the residential/retail buildings within Blocks 1, 2, 5, 8, 10, & 11 located along N. Wolfe Road and Stevens Creek Boulevard pierce the General Plan 1:1 set-back plane as measured from the arterial/boulevard curb lines, in order to accommodate the Project land use program, while avoiding further increased heights particularly along neighboring properties that are developed with lower intensity land uses. See **Appendix III, *Density Bonus Application Materials*** for additional details regarding the request for relief from setback requirements.

4.3 Transit, Circulation & Parking

4.3.1 Vehicular Circulation

The Project's overall vehicular circulation plan maintains major egress and ingress along N. Wolfe Road, Stevens Creek Boulevard and Vallco Parkway and centering internal vehicular circulation within the Project site around an internal small block-street network, which has been designed consistent with the City's "complete streets" General Plan Policies M-2 and M-2.2.

Within the west side of the Project site, primary public ingress/egress is located at Vallco Parkway/N. Wolfe Road and Perimeter Road/Stevens Creek Boulevard, utilizing the existing intersections at those locations. From these entries, community traffic flows will be directed to street parking and underground parking garages for the retail uses. Residential and office tenants will enter the west side of the site from these same main ingress/egress locations, as well as smaller entrance points along Wolfe Road and Stevens Creek Boulevard. Within the east side of the Project site, primary ingress/egress will be at Wolfe Road and Vallco Parkway, as well as at N. Wolfe Road and Street 5 at a proposed new signal (allowing for left-turn motion only).

As under the 2022 Modification, street parking and private streets may be periodically closed for events, seasonally or temporarily for the privacy, safety and security of residents, office users and retail tenants and shoppers.

4.3.2 Transportation Demand Management

The Project will continue to incorporate and implement various Transportation Demand Management (TDM) measures that will result in reduced single occupancy vehicle trips, consistent with City policies favoring alternative mode use and alternate transit solutions. The following TDM infrastructure and operational measures remain incorporated in the modification request and will result in significant vehicle trip reductions:

- Parking supply limits below City Municipal Code requirements
- Unbundled residential parking
- High quality transit stop on Stevens Creek (which also will serve as a mobility hub, in that the facility will include bike storage and repair along with transit service)
- Transit stops on Wolfe Road (which will also serve as mobility hubs)
- Rideshare/Transportation Network Company locations provided throughout the site at building specific locations

- Capacity for carpool/vanpool and car share parking spaces
- EV parking spaces
- Infrastructure for priced retail and workplace parking
- Bike hubs (bicycle storage and repair facilities) distributed throughout the Project
- Class I bike trail around perimeter of the site consistent with the City's future bike plan with connectivity to City's planned Class I trails
- Class IV bike lanes on Wolfe Road and Stevens Creek Boulevard
- Bike and pedestrian access on all internal roadways
- Pedestrian corridor located throughout the west side of the site, running from north to south
- Pedestrian connectivity grid network throughout the Project optimized for shortest walking paths
- Showers and lockers for office users
- Potential space for a day care facility for children
- High ratio of BMR units (which have demonstrated reduced VMT)

Through marketing and tenant agreements, among other means, the Project will also promote various TDM measures to the extent possible, such as work-from-home, car-pooling, bicycling, walking between office spaces, residential units, and restaurants and shops, the use of VTA transit, and the use of private shuttles. Additional details regarding operational TDM components may change over time depending, in part, on new transit services and emerging technologies, as new commuter patterns and preferences arise, and based on tenant needs and market conditions at the time of implementation.

In addition to mitigating the potential traffic impacts of the Project and removing vehicle trips from the City's roadway network, these TDM measures include certain improvements identified on the City's Transportation Impact Fee (TIF) improvement plan in addition to improvements that are a similar type and provide the same benefits as those included in the TIF improvement plan. Furthermore, the modification request dedicates significant land to the City for implementation of traffic improvements, such as frontage roads, bikeways, sidewalks, and turn lanes.

4.3.3 Vehicle and Bicycle Parking

Because the Project site is located within one-half mile of public transit, parking standards are not applicable to the Project, including this modification request. (See §65913.4(e)(1).) Nonetheless, the Project continues to provide parking to adequately meet the demands of the various uses, as described below for informational purposes.

The modification request includes changes to vehicle parking counts and location, which are detailed in **Appendix IV, Modification Request Plan Sets, Sheets P-0101 and P-0900.0B1 through P-0900.06**. Overall, the modification request maintains vehicle parking counts that are below the City's Municipal Code requirements; reduction in parking supply remains one of the most effective TDM measures for reducing vehicular trip generation and encouraging the use of alternative modes of transportation. The Project's total parking count is 9,570 vehicle stalls, inclusive of dedicated residential, office and retail parking.

The parking count is inclusive only of striped stalls and does not include additional parking accommodation that may be provided through parking management strategies, including valet parking programs and mechanical stackers where feasible, which would be deployed based on future tenant requirements. It is estimated that implementing these parking demand strategies could increase the parking capacity, thereby yielding a similar effective parking supply while avoiding construction of surplus physical parking, consistent with best TDM practices to reduce physical parking supply.

Parking for the residential uses is provided per each residential building within at- and above-grade garages. The majority of podium parking garages are wrapped by units to screen the parking from public view and to create an attractive and active street front. All residential parking includes a secure access system and is reserved for the residents and guests use only. Parking for the retail uses within the west side of the Project site is provided in below-grade garages located at Blocks 1, 2 and 4, with some additional at-grade retail parking at Blocks 1 and 4. Parking for the retail uses within the east side of the Project site is provided in a podium garage located at Block 12. Retail parking includes separate access from the residential uses at Blocks 1, 2, 4 and 12, and is clearly signed and marked for the convenience of shoppers and visitors.

Parking for the office uses in Block 13 (west side) is provided in one level of below-grade parking and five levels of podium parking. Office uses in Blocks 14 and 15 (east side) are provided in three levels of below-grade parking; Building 15 includes six levels of podium parking. Office parking structures each have dedicated entrances and exits from the other uses.

The modification request incorporates 2,887 Class I bicycle parking spaces and 474 Class II bicycle parking spaces that are well distributed throughout the Project site and have been sited for convenient, user-friendly access, which meet or exceed Cupertino standards. Additionally, the modification includes several bike hubs throughout the project, at which cyclists can store and repair bikes, creating convenient and frequent facilities to encourage bicycle commuting to and from the Project.

4.4 Utility Connections and Stormwater Improvements

Mechanical, electrical and plumbing (MEP) equipment will be provided to all Project site uses on a building-by-building basis. Utility connection, sizes, and distribution will be designed and coordinated to meet respective City, County, and State agency requirements. Above-grade utility components that will be screened to meet Cupertino standards. Individual buildings will have their own water utility meters, backflow devices, and fire sprinkler laterals with all appropriate fire appurtenances, and will obtain service from existing public water mains through easements along the internal street network. A network of public fire hydrants will be located throughout the Project site as required by the California Fire Code. Private sanitary sewer mains will be located in the street network of the development, with as many laterals for each building as is necessary for the program of that building. Some laterals may directly connect to the mains in the public right of way on Stevens Creek Boulevard, N. Wolfe Road and Vallco Parkway. With respect to power and gas, each building will have its own electrical and gas connection, meters and transformers as required for the program and size of the building. New public gas and electric lines will be located in the street network of the Project and dedicated to PG&E through separate easements. Communication services will be provided to each building through fiber, coax, and copper facilities. The Project will install necessary conduit and service connection through the internal street network and will provide any necessary easements to communication providers.

The Project site will incorporate onsite stormwater treatment in compliance with applicable Low Impact Development (LID) measures. Specific treatment measures may vary across the site but may include bioretention/flow-through planters, silva cells, self-retaining areas, self-treating areas, and potentially small portions of green roofs. Finalized stormwater treatment methods will be determined and detailed during the building permit processes in the normal course and in compliance with applicable Conditions of Approval.

4.5 Project Phasing

Development of the Project is expected to occur in multiple phases over several years, depending on market conditions and absorption rates across various land uses, with both sequenced starts and concurrent openings. The construction phasing plan remains conceptual until such time as building permits are issued, and actual phases may vary as to scope or sequence at that time. In response to community feedback, Applicant has prioritized the delivery of the Project's much-needed housing, as well as west side retail and at-grade open space in the first phase of construction. Consistent with the previously issued Conditions of Approval, the Project will continue to deliver site improvements concurrent with required improvements for delivered buildings. Project phasing is subject to further refinement and the completion of any individual building will depend upon a number of factors, including construction logistics, relocation of any remaining existing tenants, availability of contractors, and other market conditions and will continue to be implemented with the Conditions of Approval, such that the last certificate of occupancy for non-residential construction shall not be issued until two-thirds residential square footage is constructed.

5. Summary of Modification Request Entitlement Amendments

In connection with the SB 35 Approval, the City issued the following specific entitlements: (1) Development Permit – Major; (2) Architectural and Site Approval – Major; (3) Tentative Subdivision Map for Condominium Purposes (Tentative Map); and (4) Tree Removal Permit. Applicant anticipates that this modification request will require amendments to each of these permits. This modification request also includes a request for a density bonus waiver and revised concession regarding retail reduction, as separately discussed in **Appendix III, *Density Bonus Application Materials***.

Because the modification request is being submitted pursuant to SB 35, the City's normal permitting process and any findings or other requirements are not applicable to the extent that such requirements go beyond confirming SB 35 compliance and whether the modification affects the City's prior determination of the Project's consistency with objective standards. SB 35 prohibits the City from requiring discretionary approvals for the modification request, consistent with the original SB 35 Approval process.

5.1 Planning Permit Amendments

Specifically, Applicant anticipates that both the Development Permit – Major and the Architectural and Site Approval – Major will be amended to reflect the design revisions described above and as reflected in the **Appendix IV, *Modification Request Plan Sets***.

5.2 Tree Removal Permit Amendments

The Tree Removal Permit amendment will be required to account for removal of additional on-site tree removals consistent with Condition 30, which states that a Tree Removal Permit is required for removal of additional on-site protected trees. These additional tree removals are required due to ongoing degrading tree condition, location of Project building footprints, driveways and loading areas along Wolfe Road, as well as Project grade requirements. The tree removals are shown in the tree disposition plan in **Appendix IV, *Modification Request Plan Sets, Sheets P-0101 and P-0602A-B*** and as further described in the **Appendix VIII, *Updated Arborist Report***. Considerable efforts have been made to preserve existing trees on site, unless impacted by existing tree conditions, the building footprint, service access, and

roadway configurations. Additionally, along Perimeter Road, a section of Coast Redwood trees are being preserved to the extent possible to provide a buffer screen for the adjacent neighborhood. In total, the Project will include 812 onsite trees (inclusive of new, relocated and retained trees), which exceed City tree replacement requirements.

In connection with Project implementation, it is anticipated that tree removal permits will be separately required for street tree removals (i.e., trees located within public rights of way). Appendix VIII, *Arborist Report*, includes an evaluation of these street trees and finds that the majority are in declining condition (characterized as “Very Poor” or “Poor” health). The street tree removals are needed to provide a better quality of streetscape and long-term viability of the tree canopy along N. Wolfe Road and Stevens Creek Boulevard, which will also provide improved stormwater management along those streets. The street tree removals would include the replanting of the streetscapes with suitable native trees within the recommended soil volumes. As further elaborated on in the *Arborist Report*, removal of these street trees will achieve many beneficial purposes, including reducing water usage by replanting with native drought-tolerant species, improving the streetscape aesthetic by replanting healthy trees, and installation of improved irrigation systems. See Appendix VIII for additional details.

5.3 Tentative Map Amendments

The approved Tentative Map currently includes two large parcels straddling Wolfe Road, Parcel A and Parcel B, as well as the ability to create up to 2,500 condominiums. This modification request includes Tentative Map amendments to increase the number of total parcels within the Project site to generally establish a parcel per building, as is typical for large multi-building developments, as well as the right to create up to 2,700 residential and commercial/retail condominiums. The Tentative Map amendment would retain the option to file multiple phased Final Maps as allowed under the California Subdivision Map Act (§ 66456.1). Such parcelization facilitates financing and more efficient operation of building services, amenities, and parking. Common parcels are included throughout the Project site that are anticipated to be owned and managed by a master developer entity. **Table 2** below describes the proposed Tentative Map amendments. None of the proposed changes to the Tentative Map relate to an objective standard applicable to the Property.

Table 2: Tentative Map Revisions per Modification Request

Map Component/Features	Additional Details
Parcel Number	Tentative Map revision to subdivide the site into 93 parcels.
Condominium Purpose	Tentative Map revision to allow for 2,700 residential and commercial/retail condominium units to reflect the increased residential unit count.
Easement Relocation	Tentative Map revision maintains all easements proposed for relocation by the approved Tentative Map pursuant to Section 66434(g) of the Government Code remain as previously shown. However, the specific location and geometry of the relocated easements have been revised due to site plan revisions and the increased number of blocks; all relocated easements provide substantially equivalent access and use as compared to existing conditions.

Map Component/Features	Additional Details
Dedications	<p>Tentative Map revision continues to provide dedications of the Project site to the City along the Project frontages, including to reflect the specific rights-of-way alignments requested by the City Engineer and the City’s surveyor in connection with the 2022 Modification.</p> <p>Easement rights have been reserved along certain dedicated areas on the west side along N. Wolfe Road adjacent to the pedestrian bridge to accommodate air rights, supports, footings and columns associated with the bridge.</p>
Emergency Vehicle Access Easements (EVAE)	<p>Tentative Map revision continues to provide EVAEs on all vehicular streets throughout the Project site, although the locations have been revised to account for the updated site plan.</p>
Public Utility Easements (PUE) and Public Service Easements (PSE)	<p>Tentative Map generally maintains all PUEs and PSEs for maintenance and operation of public utilities across the Project site, although the locations have been revised to account for the updated site plan, including to provide for new distribution lines that will be provided on a building-by-building basis.</p>
Public Access Easements (PAE)	<p>As with the 2022 Modification, the Tentative Map continues to not show any PAEs on the plazas, bike/ped facilities, or other public open space areas, as the intent of showing PAEs in those areas is to satisfy the Project’s parkland contribution requirements under the City’s Parkland Ordinance. At this time, the City has not confirmed that Parkland fee credit will be provided for these areas. If the City determines that credit should be given for those parkland areas, the Applicant would be willing to provide such PAEs where appropriate.</p> <p>PAEs are also shown to encompass the curb ramps along N. Wolfe Road frontage on the west side of the Project site, which ensures that the Property line remains parallel to the centerline of the right of way as previously requested by the City.</p>

5.4 Residential Affordability and Density Bonus Approval Amendments

Under the applicable General Plan Land Use Element policies, the “base density” for the Project site remains 1,779 units. As described in the SB 35 Approval and 2022 Modification, the Project qualified for and was granted a density bonus under the State Density Bonus Law (as implemented by the Cupertino Municipal Code). Under the SB 35 Approval, the City granted a density bonus of 35 percent, yielding 623 additional market rate density bonus units in addition to the base density of 1,779 units (totaling 2,402 units), and granted three concessions. Under the 2022 Modification, due to amendments to the State Density Bonus Law, the Project qualified at that time for a 50% density bonus; despite that change in law, the 2022 Modification elected to maintain the 35% bonus as previously approved, and therefore did not include a change in unit count.

This modification request now incorporates the 50% density bonus, yielding 890 additional market rate density bonus units in addition to the base density of 1,779 units, thereby totaling 2,669 units. To achieve

a 50% density bonus, the modification request includes 15% of the units as affordable to very low-income households. The State Density Bonus Law allows three concessions for projects with 15% of the “total units,” where that term is defined to exclude units added by the density bonus, available for very low-income households. As a result, the Project continues to qualify for three concessions. The modification request retains each of the three previously granted concessions, although includes both (1) minor revisions to two of the granted concessions and (2) a waiver request for relief from setback requirements along arterial boulevards. Additional details are provided in **Appendix III, Density Bonus Application Materials**.

Under the modification request, the Project will make 890 units affordable to at least 80% AMI households; these 890 affordable units satisfy the requirements of SB 35 that the Project provide 50% affordable units as calculated excluding any market rate density bonus units. (See § 65913.4(k)(2)(B); see also HCD Guidelines § 402(b)(3).) See **Table 3** below for a summary of the density bonus and affordable units under the SB 35 Application compared to this modification request.

Table 3: Density Bonus and Affordable Unit Summary Table

	Max Units Permitted Excluding Bonus	Max Units Permitted with Bonus	Total Units Proposed	Affordable Units by Income Level	Bonus Percentage	Incentives/Concessions	Waivers	Bonus Units
Original SB 35 Approval	1,779	2,402	2,402	Very Low: 361 Low: 840	35%	3	0	623
Modification Request 2	1,779	2,669	2,669	Very Low: 267 Low: 623	50%	3	1	890