

Final Environmental Impact Report  
for the

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# Main Street Cupertino Project

SCH# 2008082058

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Prepared by the  
City of Cupertino



CUPERTINO

December 2008

## **PREFACE**

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This document, together with the Draft Environmental Impact Report (Draft EIR) constitutes the Final Environmental Impact Report (Final EIR) for the proposed Main Street Cupertino project in Cupertino, California.

Under the California Environmental Quality Act (CEQA), the Lead Agency is required, after completion of a Draft EIR, to consult with and obtain comments from public agencies having jurisdiction by law with respect to the proposed project, and to provide the general public with an opportunity to comment on the Draft EIR. The City of Cupertino, as the Lead Agency, is then required to respond to significant environmental issues raised in the review and consultation process, as described in CEQA Section 15132.

Comments on the Draft EIR were to be received in writing by no later than November 24, 2008.

### **Format of the Final EIR**

This document, which includes responses to comments and text revisions, has been prepared in accordance with Section 15088 of the CEQA Guidelines. In addition to **Section 1.0** describing the Draft EIR public review process, the Final EIR includes the following sections:

***Section 2.0 List of Agencies, Organizations, Businesses, and Individuals who Received the Draft EIR***

The agencies, organizations, businesses, and individuals who received copies of the Draft EIR or a notice of availability, are listed in this section.

***Section 3.0 List of Comments Received on the Draft EIR***

This section contains a list of all parties who submitted written comments on the Draft EIR.

***Section 4.0 Responses to Comments on the Draft EIR***

This section contains the written comments received on the Draft EIR and responses to those comments.

***Section 5.0 Revisions to the Text of the Draft EIR***

Section 5.0 contains text revisions to the Draft EIR. Text revisions can be made as a result of comments received during the Draft EIR public review process, corrections or clarifications to the text, or to reflect modifications that have been made to the project to reduce impacts.

### **Purpose of the Final EIR**

In conformance with the CEQA Guidelines (Section 15151), EIRs should be prepared with a sufficient degree of analysis to provide decision-makers with information which enables them to make a decision on a project that takes into account environmental consequences. The Final EIR also is required to examine mitigation measures and alternatives to the project intended to reduce or eliminate significant environmental impacts.

Prior to approving the proposed project, the Lead Agency is required to certify that the Final EIR has been completed in compliance with the CEQA Guidelines, the decision-making body (in this case the Cupertino City Council) has reviewed and considered the information contained in the Final EIR prior to project approval, and the Final EIR reflects the Lead Agency's independent judgment and analysis.

The CEQA Guidelines (Section 15091) and the State Public Resources Code (Section 21081) also require that, while the information in the Final EIR does not control the agency's ultimate discretion on the approval of a project, the agency must respond to each significant effect identified in the Final EIR by making written findings for each of those significant effects. Possible findings are:

- (1) Changes or alterations have been required in, or incorporated into, the project which will mitigate or avoid the significant effects on the environment.
- (2) Those changes or alterations are within the responsibility and jurisdiction of another public agency and have been, or can and should be, adopted by that other agency.
- (3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities of highly trained workers, make infeasible the mitigation measures or alternatives identified in the environmental impact report.

Findings made by the Lead Agency must be supported by substantial evidence in the environmental or administrative record for a proposed project.

## **TABLE OF CONTENTS**

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		<u>Page</u>
	<b>Text</b>	
SECTION 1.0	SUMMARY OF DRAFT EIR PUBLIC REVIEW PROCESS .....	1
SECTION 2.0	LIST OF AGENCIES, ORGANIZATIONS, BUSINESSES AND INDIVIDUALS WHO RECEIVED THE DRAFT EIR .....	2
SECTION 3.0	LIST OF COMMENTS RECEIVED ON THE DRAFT EIR.....	3
SECTION 4.0	RESPONSES TO COMMENTS RECEIVED ON THE DRAFT EIR.....	4
SECTION 5.0	REVISIONS TO THE TEXT OF THE DRAFT EIR .....	29
	<b>Appendices</b>	
APPENDIX A	COMMENT LETTERS	

## **SECTION 1.0      SUMMARY OF DRAFT EIR PUBLIC REVIEW PROCESS**

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The public review period for the Draft EIR commenced on October 10, 2008 and concluded on November 24, 2008, which constitutes a 46-day review period. A 45-day Draft EIR review period is required under CEQA.

The City undertook the following actions to inform the public of the availability of the Draft EIR:

- A "Notice of Availability of Draft EIR" was posted on and off site in the project site area;
- The Draft EIR was delivered to the State Clearinghouse on October 10, 2008, as well as sent to various governmental agencies (see **Section 2.0** for a list of agencies that received the Draft EIR);
- Copies of the Draft EIR were made available at the Cupertino City Hall and Cupertino Public Library; and
- A copy of the Draft EIR was available on the City's website (<http://www.cupertino.org/mainstreet>).

## **SECTION 2.0 LIST OF AGENCIES, ORGANIZATIONS, BUSINESSES AND INDIVIDUALS WHO RECEIVED THE DRAFT EIR**

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Copies of the Draft EIR were sent to the following agencies, organizations, businesses, and individuals:

### **Agencies**

- Bay Area Air Quality Management District
- California Department of Fish and Game, Region 3
- California Department of Housing and Community Development
- California Department of Parks and Recreation
- California Department of Toxic Substances Control
- California Department of Transportation, District 4
- California Department of Transportation, Division of Aeronautics
- California Department of Water Resources
- California Highway Patrol
- California Resources Agency
- City of San José, Planning Department
- City of San José, Public Works Department
- City of Santa Clara, Engineering Department
- City of Sunnyvale, Planning Department
- City of Sunnyvale, Public Works Department
- County of Santa Clara, Planning Department
- County of Santa Clara, Roads and Airport Department
- Native American Heritage Commission
- Office of Historic Preservation
- Regional Water Quality Control Board, Region 2
- Santa Clara County Fire
- Santa Clara County Water District
- Santa Clara Valley Transportation Authority

### **Organizations, Businesses, and Individuals**

- California Water Service Company
- Cupertino Sanitary District
- Cupertino Union School District
- Fremont Union High School District
- Los Alto Garbage Company
- Morrison | Forester, LLP
- Pacific Gas & Electric

**SECTION 3.0 LIST OF COMMENTS RECEIVED ON THE DRAFT EIR**

Seven written comments on the Draft EIR were received during the public review period. A copy of each comment letter/email is contained in Appendix A. The list of comments received, including the page on which the response(s) to the comment begins, is shown below.

	Comment and Response <u>Begin on Page</u>
4.1	FEDERAL AND STATE AGENCIES .....5
	STATE CLEARINGHOUSE AND PLANNING UNIT .....5
	CALIFORNIA DEPARTMENT OF TRANSPORTATION .....6
4.2	COUNTY AND REGIONAL AGENCIES .....9
	BAY AREA AIR QUALITY MANAGEMENT DISTRICT .....9
	SANTA CLARA VALLEY WATER DISTRICT .....11
	SANTA CLARA VALLEY TRANSPORTATION AUTHORITY .....12
4.3	LOCAL GOVERNMENTS .....16
	CITY OF SANTA CLARA .....16
4.4	ORGANIZATIONS, BUSINESSES, AND INDIVIDUALS .....19
	MORRISON   FOERSTER on behalf of Apple Inc .....19

## **SECTION 4.0      RESPONSES TO COMMENTS RECEIVED ON THE DRAFT EIR**

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In accordance with CEQA Guidelines Section 15088, this document includes written responses to comments received from persons who reviewed the Draft EIR. This section includes all of the comments contained in the letters/emails received to date on the Draft EIR, and responses to those comments. The comments are organized under headings containing the source of the letter and its date. The letters have been grouped into the following categories.

- Federal and State Agencies
- Regional and Local Agencies
- Organizations, Businesses, and Individuals

The specific comments have been copied from the letters and presented as “Comment” with its response directly following. Copies of the actual letters and emails received, and any attachments to those letters or emails, are found in their entirety in Appendix A of this Final EIR.

## 4.1 FEDERAL AND STATE AGENCIES

### RESPONSES TO COMMENT LETTER #1: STATE CLEARINGHOUSE AND PLANNING UNIT

(letter dated 11/25/08)

**Comment 1.1:** The State Clearinghouse submitted the above named Draft EIR to selected state agencies for review. On the enclosed Document Details Report please note that the Clearinghouse has listed the state agencies that reviewed your document. The review period closed on November 24, 2008, and the comments from the responding agency(ies) is (are) enclosed. If this comment package is not in order, please notify the State Clearinghouse immediately. Please refer to the project's ten-digit State Clearinghouse number in future correspondence so that we may respond promptly.

Please note that Section 211 04(c) of the California Public Resources Code states that:

“A responsible or other public agency shall only make substantive comments regarding those activities involved in a project which are within an area of expertise of the agency or which are required to be carried out or approved by the agency. Those comments shall be supported by specific documentation.”

These comments are forwarded for use in preparing your final environmental document. Should you need more information or clarification of the enclosed comments, we recommend that you contact the commenting agency directly.

**Response 1.1:** The above comment was accompanied by a comment from the California Department of Transportation. The comment letter and responses are provided below (see Response to Comment #2).

**Comment 1.2:** This letter acknowledges that you have complied with the State Clearinghouse review requirements for draft environmental documents, pursuant to the California Environmental Quality Act. Please contact the State Clearinghouse at (916) 445-0613 if you have any questions regarding the environmental review process.

**Response 1.2:** This comment acknowledges that the City has complied with the State Clearinghouse review requirements for draft environmental documents. The comment is noted and no response is required.

**RESPONSES TO COMMENT LETTER #2:  
CALIFORNIA DEPARTMENT OF TRANSPORTATION**

(letter dated 10/06/08)

**Comment 2.1:** Traffic Forecasting. Table 8, page 31. What is the basis for all of the Pass-by Reduction Rates?

**Response 2.1:** The retail portions of the proposed project will likely attract trips that are already on the roadway system. Pass-by trip reductions were based on the relative volumes on the roadways surrounding the project site and applied using information regarding pass-by trips contained within the Institute of Transportation Engineers (ITE) *Trip Generation*. A pass-by reduction was also applied to the proposed athletic club in *Scheme 1*. This percentage was determined using information provided in the trip generation report prepared for Lifetime Fitness Centers by TRC Engineers. This report is contained in the appendix of the TIA, which is on file with the City of Cupertino, Community Development Department and can be reviewed during normal business hours. A copy of this appendix was sent to the commenter.

**Comment 2.2:** Table 8, page 31. Why do the different schemes have different trip generation rates if they are for the same location and land uses? The rate applied should be the same.

**Response 2.2:** The trip generation rates for the retail/shopping center, office, and hotel uses between project Schemes 1 and 2 differ because they are based on fitted curve trip generation equations. The fitted curve trip generation equations determine the appropriate trip generation rate based on the total square footage of these uses.

(letter dated 10/21/08)

**Comment 2.3:** Highway Operations. Refer to the ‘Final Report’, “Transportation Impact Analysis (TIA)”, dated September 5, 2008. Figures 7 to Figure 17, Study Intersection #20: Stevens Creek Boulevard / Lawrence Expressway. Please include the “Interstate (I)-280 Northbound (NB) off-ramp” in the Traffic Volume Data, all scenarios of the TIA and related Level of Service Tables. Please incorporate this information into the analysis and submit for our review and comment.

**Response 2.3:** The data and analysis included in the Draft EIR and transportation impact analysis (TIA) prepared for the project includes all information related to I-280 northbound off-ramp approach. A copy of the TIA is included in Appendix C of the Draft EIR.

**Comment 2.4:** The off-ramp approaches to intersections #6, #7, #18, #20, and #21 queue back onto the freeway mainline and impact NB and Southbound I-280. These impacts need to be mitigated.

**Response 2.4:** The EIR and TIA include analysis of the freeway ramp intersections and freeway mainline facilities, as required by the VTA TIA guidelines (refer to **Section 2.1** and Appendix C of the Draft EIR). As discussed in **Section 2.1** of the Draft EIR, the project would not significantly affect intersection operations at the five ramp intersections referenced in the above comment. From a CEQA standpoint, there are no thresholds specific to queuing. However, there is a threshold which states that the project would have a significant impact if the project would substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment).

In this case, the project does not include a design feature that would cause a hazard and would not create a new hazard. Field observations show that traffic on I-280 northbound off-ramp at Lawrence Expressway queues to the mainline intermittently during the PM peak hour under existing conditions. This queue extends periodically into the auxiliary travel lane that extends between Lawrence Expressway and Saratoga Avenue. The additional traffic from the proposed project will likely increase queues on this ramp, but would not likely result in a new hazard. For this reason, the additional queuing caused by the proposed project is considered an operational issue rather than an environmental issue.

The City of Cupertino will work with Caltrans to improve traffic operations near the ramps under its jurisdiction. Improvements may include items from the immediate action list, such as signal timing and synchronization to improve traffic flow at ramp intersections.

(letter dated 11/24/08)

**Comment 2.5:** Traffic Forecasting. Transportation Impact Analysis, page 31, Table 8, Trip Generation Estimates: For the same location and the same kind of land use, the same trip generation should be applied.

**Response 2.5:** Refer to **Response 2.2** above.

**Comment 2.2:** Community Planning. Significant impacts should be reduced even if they can not be fully mitigated. Given the fact that the proposed project will generate over 100 trips during AM and PM peak hours (622 inbound and outbound in the AM peak hour and 1,264 inbound and outbound during PM peak hours for Scheme 1 and 583 inbound and outbound in the AM peak hour and 1,036 inbound and outbound during PM peak hours for Scheme 2) (p. 53-54), and segments of I-280 in the project area are already operating at an unacceptable level of service (p. 60-61), the Department recommends instituting a Transportation Demand Management (TDM) Program in which future employees at the project site can receive transit passes at a reduced rate in lieu of free parking to encourage alternate forms of transportation, providing bike lockers and showers for future employees that choose to bike to work, and reducing the parking requirements. Also, according to Impact TRAN-5 (p. 3). "Implementation of Scheme 1 would significantly impact seven segments on Interstate (I)-280 and implementation of Scheme 2 would significantly impact six segments on I-2,80 during one of the peak hours." This is considered a Significant and Unavoidable Impact.

**Response 2.2:** The above comment suggests that significant traffic impacts, including those identified in the Draft EIR on I-280 freeway segments, should be mitigated via implementation of TDM program that promotes automobile-alternative modes of transportation such as transit and bicycle use, even if those mitigation measures would not reduce the impact to a less than significant impact.

As stated in **Section 2.1 Transportation** in the Draft EIR (page 67), the project would be conditioned to implement mitigation measure **MM TRAN – 5.1** which requires the project to include programs or facilities delineated in the "Immediate Implementation Action List" of the Draft Countywide Deficiency Plan (CDP) to the satisfaction of the Director of Community Development. Measures from the list that are appropriate for this project may include providing pedestrian facility improvements, bus stop improvements, HOV parking preference program, bike facilities, and a pedestrian circulation system. These measures aim to reduce vehicle trips and promote automobile-alternative modes of transportation. As noted in the Draft EIR, implementation of these measures would reduce impacts on freeway segments but not to a less than significant level.

Mitigation measure **MM TRAN – 5.1** has been revised to include implementation of TDM measures. However, given the multiple land uses and tenants that would occupy the site, the City does not believe the implementation and tracking of a TDM program as suggested by the above comment would be feasible for this project.

**Comment 2.3:** The City of Cupertino should consider various measures for reducing the motorized vehicle trip generation from the project. Reducing the parking requirements should be feasible, given that there will be sufficient transportation and land uses, such as the existing bicycle and transit facilities, and office, commercial, and residential development that will serve the project site (See Figure 2.0-3 (p. 40) and 2.04 (p.42)). The project proposes 1,658 parking spaces for Scheme 1 and 1,963 parking spaces for Scheme 2. In order to reduce impacts on the state highway and to promote carpooling, bicycling and public transit use, please reduce parking for retail to 1.50-2.50 parking spaces per 1000 square feet (sf) and for office to 2.00-3.00 parking spaces per 1000 sf, which is the recommended amount per “Reforming Parking Policies to Support Smart Growth,” a Metropolitan Transportation Commission study funded by the Department.

**Response 2.3:** The above comment suggests reducing parking space requirements to those outlined in the Metropolitan Transportation Commission *Reforming Parking Policies to Support Smart Growth* study to reduce impacts on the state highway (i.e., I-280). The above comment suggests that reducing the amount of available parking will promote carpooling, and bicycle and public transit use.

As discussed in **Section 2.1** of the Draft EIR, the project exceeds the minimum parking requirements outlined in the City’s Municipal Code (Chapter 19.100). If the amount of parking provide for the project were reduced, but still meet the City’s parking requirements and adhere to **MM TRAN – 8.1** identified in the Draft EIR, environmental impacts from parking overflow would not be anticipated. The City Council will consider the above comment to reduce the proposed amount of parking when making a decision regarding the proposed project.

The Draft EIR identifies mitigation measures to be implemented by the project that would promote carpooling, walking, bicycling, and taking transit (see **MM TRAN – 5.1, AM TRAN – 6.1, MM TRAN – 6.1, MM TRAN – 7.1, MM TRAN – 9.1, MM AIR – 2.2** through **– 2.7**).

**Comment 2.4:** In addition, mitigation measures-7.1 and 7.2 (p. 3) state that the City of Cupertino shall work with the Department for Impact TRAN-7: “The proposed narrowing of Vallco Parkway and the addition of the on-street parking would impact the existing bus stop at Vallco Parkway and Perimeter Road.” Although we encourage the City to work with the Department, the commuter shuttles are funded by the Bay Area Air Quality Management District, Caltrain and private employers, and are operated by Caltrain. Please make that correction.

**Response 2.4:** The above suggested revision has been made. Please refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

## 4.2 COUNTY AND REGIONAL AGENCIES

### RESPONSES TO COMMENT LETTER #3: BAY AREA AIR QUALITY MANAGEMENT DISTRICT

(letter dated 11/24/08)

**Comment 3.1:** The DEIR does not evaluate potential impacts from fireplaces at the residential and hotel portions of the Project. The final EIR should provide this analysis unless the Project specifically prohibits the installation of solid fuel burning devices and fireplaces. In the winter months, residential wood burning and wood smoke are major sources of particulate matter (PM) in the Bay Area. Reducing emissions of wood smoke is a key priority for the District to help protect public health and attain state and federal air quality standards. The Bay Area is in non-attainment for the State's PM standards; and we anticipate that the region will be designated nonattainment for the new federal PM standards as well. The District is concerned about the amount of particulate matter that could be produced from wood-burning in future residential uses. This past July, the District adopted a wood burning regulation (Regulation 6, Rule 3) making it illegal to burn wood or firelogs in household fireplaces and woodstoves during a wintertime Spare the Air health advisory. This rule also bans the sale and installation of non-EPA-certified woodburning devices in new construction or re-models. We recommend that the final EIR quantify potential wood burning impacts. The final EIR should also contain measures to minimize wood smoke emissions such as, at a minimum, supporting compliance with the District's wood burning regulation, or possibly prohibiting the installation of any wood-burning device in new buildings or outdoor areas.

**Response 3.1:** The project does not propose wood burning fireplaces or woodstoves in senior residences or the hotel. This has been clarified in the EIR, refer to the text revisions to the Draft EIR in **Section 5.0** of this Final EIR. For this reason, emissions from wood burning fireplaces and/or woodstoves are not analyzed in the EIR.

**Comment 3.2:** MM AIR 5.2 in the DEIR states that the City of Cupertino shall implement a number of mitigation measures to reduce diesel exhaust emissions. Due to the magnitude of the Project, we recommend that the final EIR include all feasible mitigation measures that minimize construction equipment exhaust emissions, specifically diesel particulate matter, a known carcinogen. Such measures could include, but are not limited to: maintaining properly tuned engines; minimizing the idling time of diesel powered construction equipment to two minutes; using alternative powered construction equipment (i.e., hybrid, compressed natural gas, biodiesel, electric); using add-on control devices such as diesel oxidation catalysts or particulate filters; and requiring all contractors to use equipment that meets California Air Resources Board's (ARB) most recent certification standard for off-road heavy duty diesel engines.

**Response 3.2:** Mitigation measure **MM AIR – 5.2** on page 86 of the Draft EIR states that the project shall implement measures to control diesel exhaust from construction equipment. Those measures include turning off diesel equipment that is standing idle for more than five minutes, properly tuning and maintaining equipment for low emissions, and prohibiting the staging of construction equipment within 200 feet of existing residences.

The above comment suggest restricting idling to no more than two minutes and adding additional measures to those identified in the Draft EIR to control diesel exhaust from construction equipment.

These mitigation and avoidance measures have been incorporated into project (refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR).

**Comment 3.3:** The Project's Initial Study quantifies the Project's potential impact on global climate change, however, greenhouse gas (GHG) emissions are not addressed in the DEIR. We recommend that the EIR analyze greenhouse gas (GHG) emissions in accordance with the technical advisory issued by the Governor's Office of Planning and Research, *CEQA and Climate Change: Addressing Climate Change Through California Environmental Quality (CEQA) Act Review*. In addition, the California Air Pollution Control Officers Association (CAPCOA) recently released a resource document addressing GHG emissions from projects subject to CEQA. The resource document, *CEQA and Climate Change*, contains an overview of available tools and models for evaluating GHG emissions and strategies for mitigating potentially significant GHG emissions from projects. The report may be downloaded at <http://www.capcoa.org>. The Project should seek to minimize its contribution to climate change by implementing all feasible mitigation measures to reduce GHG emissions, especially those measures targeting the Project's vehicle miles traveled, as transportation represents approximately 50 percent of the Bay Area's GHG emissions.

**Response 3.3:** The above comment suggests that the global climate change analysis for the project be analyzed consistent with the Governor's Office of Planning and Research *CEQA and Climate Change: Addressing Climate Change Through California Environmental Quality Act (CEQA) Review* and the California Air Pollution Control Officers Association (CAPCOA) *CEQA & Climate Change: Evaluating and Addressing Greenhouse Gas Emissions from Project Subject to the California Environmental Quality Act*. These two documents recommend that lead agencies make a good-faith effort to quantify the amount of greenhouse gases generated by the project using available modeling tools such as URBEMIS; determine the significance of the project-generated greenhouse gases based on recommended approaches outlined by the CAPCOA; and mitigate global climate change impacts to a less than significant level. The above comment suggests mitigation measures aimed to reduce vehicle miles traveled should be implemented.

As stated on page 82 of the Draft EIR, the project's contributions to global climate change are discussed in the Initial Study (see Appendix A of the Draft EIR) prepared to focus the EIR. As discussed in Section 4.17.2.2 of the Initial Study (see Appendix A of the Draft EIR), *Scheme 1* is estimated to generate 20,000 tons of greenhouse gases a year and *Scheme 2* would generate approximately 17,000 tons of greenhouse gases a year. Project greenhouse gas emissions were estimated using the URBEMIS model (refer to the air quality report in Appendix D of the Draft EIR). As discussed in Section 4.17.2.2 of the Initial Study (see Appendix A of the Draft EIR), the project proposes to implement measures to reduce the project's electricity demand and vehicle trips and miles. The measures include designing the project to be LEED certified (which involves features that promote water and energy efficiency, reducing waste, improving indoor environmental quality, and being innovative in design), implementing a landscape sustainable design program, and implementing green building principles. As discussed in the Initial Study (page 107), the nature of the project (infill site, proximate transit and bicycle lanes, mixed use) provides opportunity for reduced vehicle trips. In addition, the project would provide pedestrian pathways and connections throughout the site. As stated in the Initial Study (page 107-108), it is the City's position that, based on the nature and size of the proposed redevelopment project, its location within an established urban area serviced by existing infrastructure (rather than a greenfield site), and the measures included in the project to reduce energy use, the proposed project would not impede the state's ability to reach emission reduction limits/standards set forth by the State of California by Executive Order S-3-05 and AB 32.

**RESPONSES TO COMMENT LETTER #4:  
SANTA CLARA VALLEY WATER DISTRICT**

(letter dated 11/24/08)

**Comment 4.1:** The proposed development would increase the impervious surfaces on the site from 2.4 acres to 11.9 acres (Scheme 1) and 12.3 acres (Scheme 2), approximately 10 acres. The Initial Study states that the peak runoff from development during a 10-year storm event would increase from approximately 13.2 cfs under existing conditions to approximately 23.6 cfs under project conditions. The environmental documents should include hydrologic analysis to determine the impacts due to peak flows and volumes for not only 10-year but also for a 100-year flood event.

**Response 4.1:** Under existing conditions, the peak runoff from a 100-year storm event would be about 18 cubic feet per second (cfs). Under *Scheme 1*, the peak runoff from a 100-year storm event would be about 31.6 cfs. Under *Scheme 2*, the peak runoff from a 100-year storm event would be about 32.2 cfs. (Source: BKF Engineers, personal communications, December 2008). The text of the Draft EIR has been revised to include information of 100-year storm flows.

**Comment 4.2:** Any increase in runoff due to the proposed development must be mitigated such that there is no increase in the 1-percent flood water surface elevation.

**Response 4.2:** The FEMA analyses completed for the existing culvert at Tantau Avenue show that the flows to the creek from this location are restricted. During a 10-year storm event, about 250 cfs flows to the creek at this location. During a 100-year event, 750 cfs flows to the creek at this location. The increase in impervious surfaces on the project site would result in an increase flow of about five cfs. (Source: BKF Engineers, personal communications, December 3, 2008).

The above comment requests that the project would not increase the 1-percent (100-year storm event) flood water surface elevation. With no on-site detention, the project would result in an increase of less than 0.05 feet to the one-percent flood water surface elevation. To avoid an increase in the one percent flood water surface elevation of the culvert, the project proponent proposes to include on-site subsurface storage of peak stormwater flows (as needed). This measure has been added to the project and will be included as a condition of approval. Refer to the text revisions in Appendix A in **Section 5.0** of this Final EIR.

**Comment 4.3:** Storm drainage from the site is proposed to be directed through new 24-inch and 18-inch storm drain lines, into Calabazas Creek. The document does not address the impacts to the receiving Calabazas Creek culvert as a result of the increased runoff due to the development.

**Response 4.3:** Refer to **Response 4.2** above and text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

**Comment 4.4:** Conceptual Site Plans for both the schemes show that the retail shops located at the southern end and the northern end are located fairly close to the existing culvert. More specific detailed plans are needed to determine the distance to the culvert itself. However, the District recommends that the retail building structure be setback further to the east to avoid any encroachment of foundation within the easement or on to the box culvert. A minimum distance of approximately 20 feet from the culvert edge to the building is requested to allow for reconstruction of the culvert should it be necessary in the future.

**Response 4.4:** The above comment requests that the proposed retail building be setback to avoid encroachment of foundation within the easement for the box culvert and on to the box culvert. All proposed buildings and related building footings shall be setback as to not encroach into the Santa Clara Valley Water District easement for the culvert or the culvert itself. The structural design of the building footings shall be designed to accommodate future removal and replacement of the concrete box culvert (refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR).

**Comment 4.5:** Conceptual Site Plans for both the schemes show a town square, fountain and the parking for the site are proposed within the District's 32 feet wide easement right of way for Calabazas Creek. In accordance with the District's Water Resources Protection Ordinance, activities or modifications within the District easement or fee right of way or affecting District facilities require a permit.

**Response 4.5:** The text of the EIR has been revised to incorporate the above statement that activities or modifications within the District easement or fee right of way or affecting District facilities require a permit. Refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

**RESPONSES TO COMMENT LETTER #5:  
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY**

(letter dated 11/24/08)

**Comment 5.1:** Land Use and Site Design. VTA supports the proposed land use mix and site design within walking distance of Stevens Creek Boulevard, a significant transit corridor. The proposed mix of land uses, the inclusion of a significant residential component, the pedestrian orientation of the development, and the inclusion of ground-floor retail along many of the building frontages are consistent with the principles in VTA's Community Design & Transportation (CDT) Manual of Best Practices for Integrating Transportation and Land Use.

**Response 5.1:** This comment states an opinion regarding the mixed use proposed by the project and is acknowledged. The comment does not raise environmental questions and therefore, no response is necessary.

**Comment 5.2:** Intersection Level of Service Impacts and Mitigation Measures – Impact on Bicycle Safety. The Draft EIR text states that one of three measures could be used to mitigate the level of service impact of the project at the Wolfe Road/Vallco Parkway intersection (MM TRAN – 7.1). VTA recommends against implementing option 2 (adding a second, westbound right-turn lane) because it would adversely impact bicycle access and safety. Instead, we suggest that the City require the adoption of option 1 or 3 as a mitigation measure. For more information on best design practices to avoid conflicts between bicycles and vehicles at intersections, please refer Section 5.1.4 of VTA's *Bicycle Technical Guidelines* (BTG). This document may be downloaded from [www.vta.org/news/vtacmp/Bikes](http://www.vta.org/news/vtacmp/Bikes). For more information on bicycle systems and parking, please contact Michelle DeRobertis, Development and Congestion Management Division, at (408) 321-5716.

**Response 5.2:** This comment states an opinion regarding mitigation measure MM TRAN – 1 option 2 and suggests that the VTA's *Bicycle Technical Guidelines* be consulted. This comment is acknowledged and will be considered by the Director of Public Works at the final design phase.

**Comment 5.3:** Pedestrian and Bicycle Facility Impacts and Mitigation Measures. VTA supports requiring the project applicant to provide pedestrian crosswalk improvements at Finch Avenue & Vallco Parkway and at the project's eastern driveway & Vallco Parkway, as discussed on page 61 of the DEIR. VTA also supports requiring the project applicant to provide Class I and Class II bicycle parking spaces per the City's Municipal Code. VTA supports bicycling as an important transportation mode and thus recommends inclusion of conveniently located bicycle parking for the project. VTA's *Bicycle Technical Guidelines* provide guidance for estimating supply, siting and design for bicycle parking facilities.

**Response 5.3:** The above comment states an opinion in support of providing bicycling parking per the City's Municipal Code (see mitigation measures MM TRAN – 9.1 on page 69 of the Draft EIR). The above comment also suggests conveniently locating bicycle parking on the site per the VTA's *Bicycle Technical Guidelines*. Mitigation measure **MM TRAN – 9.1** has been revised to incorporate this measure. Refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

**Comment 5.4:** Transit Facilities Impacts and Mitigation Measures. The Traffic Impact Analysis in Appendix C notes that the proposed project may impact plans for a future transit corridor being planned for Stevens Creek Boulevard; however, this language is not included in the body of the DEIR. VTA requests that the DEIR discussion on Transit Facilities Impacts (MM TRAN – 7.1) be modified to include language about plans for enhanced transit services along Stevens Creek Boulevard. The DEIR should note that VTA is currently developing a strategic plan for Bus Rapid Transit (BRT) service which could include service along Stevens Creek Boulevard, and it should note that the City of Cupertino's General Plan and VTA have also identified a potential transit station in the Vallco area. We request that the City coordinate with VTA to ensure that any changes proposed for the project's frontage on Stevens Creek Boulevard do not conflict with future VTA plans along this corridor.

**Response 5.4:** The text of the EIR has been revised to incorporate a discussion about plans for a future transit corridor being planned for Stevens Creek Boulevard. The City will continue to coordinate with the VTA on VTA's plans along the Stevens Creek Boulevard corridor. Refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

**Comment 5.5:** Current Bus Service. There are two existing bus stops on Stevens Creek Boulevard located adjacent to this development. In order to provide convenient access to transit service, VTA staff recommends that the project include the following improvements:

*Bus Stop on Stevens Creek Boulevard, west of Tantau Avenue*

- A 22-foot curb lane or bus duckout (see attached VTA standards for articulated buses)
- A large 10' X 75' PCC bus stop pavement pad for future articulated buses or BRT
- No trees or planter strips in the bus loading area

*Stevens Creek Boulevard, west of Finch Avenue*

- A 22-foot curb lane or bus duckout (see attached VTA standards for articulated buses)
- A large 10' X 75' PCC bus stop pavement pad for future articulated buses or BRT
- No trees or planter strips in the bus loading area

**Response 5.5:** Mitigation measure **MM TRAN – 7.1** in the Draft EIR has been revised to state that the project shall include a 22-foot curb lane for the bus stops located on Stevens Creek Boulevard west of Tantau Avenue and west of Finch Avenue; the project proponent shall coordinate with the

City and VTA on the final landscape plans on Stevens Creek Boulevard along the project site frontage; and the project proponent shall work with VTA to provide bus shelters per VTA's requirements. Refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

The City will not condition the project to provide bus duckouts, as suggested by the above comment, because it is the City's opinion that bus duckouts on Stevens Creek Boulevard will not be compatible with encouraging store frontage access. The City believes that bus duckouts would reduce the amount of frontage (sidewalk/street parking) that customers can use. In addition, the City will not condition the project to provide Portland Cement Concrete (PCC) bus pads, as suggested by the above comment, because failure may occur at the junction of the PCC bus pad and asphalt concrete roadway. Instead, the City will a thicker section of asphalt concrete be placed for the bus pad.

**Comment 5.6:** CMP Intersections. Upon selection of a preferred alternative (scheme), VTA recommends early consultation with the County of Santa Clara and VTA staff on the final selection and design of the proposed mitigation measures, including identification of fair-share contribution opportunities, for the impacted CMP intersections as identified in the DEIR:

- CMP ID 5625 Lawrence Exp / Homestead Rd.
- CMP ID 5633 Lawrence Exp / Bollinger Rd / Moorepark Ave
- CMP ID 5636 Lawrence Exp / Calvert Drive (I-280 on-ramp)

**Response 5.6:** The above identified impacted intersections are within the jurisdiction of the County of Santa Clara. As stated in **Section 2.1** of the Draft EIR, the City has contacted the County of Santa Clara regarding the above impacts and improvements that would mitigate the project's impact at the intersections to a less than significant level. The City and County are continuing to work together to identify a possible mechanism for the project to pay a fair-share contribution towards the identified improvements.

**Comment 5.7:** Parking. The parking study indicates that 1,658 parking spaces would be needed for Scheme 1 and 1,963 parking spaces for Scheme 2. VTA supports the proposed reduced parking supply (based on City of Cupertino's parking supply rates) of 1,790 parking spaces for Scheme 2. VTA strongly encourages shared parking and implementation of transportation demand management programs that encourage use of alternate modes of transportation.

**Response 5.7:** The above comment suggests that *Scheme 2* of the project reduce the amount of parking proposed from 1,963 to 1,790 spaces. This suggested reduction in parking for *Scheme 2* to 1,790 parking spaces would meet the City's minimum parking requirements (as outlined in Table 2.0-9 of the Draft EIR and Table 15 of the TIA in Appendix C of the Draft EIR) and therefore, it is not anticipated that this reduction in parking would result in a significant environmental impact. The City Council will consider the above comment to reduce the proposed amount of parking when making a decision regarding the proposed project.

The above comment recommends shared parking. As discussed on page 66 of the TIA, the minimum parking requirements outlined in the TIA and in the Draft EIR (Table 2.0-9) were determined through a parking analysis that considers shared parking using parking rates from the City's Municipal Code, Institute of Transportation Engineers (ITE), and Urban Land Institute (ULI).

The above comment also recommends implementation of a Transportation Demand Management (TDM) program that encourages alternate modes of transportation. Mitigation measure **MM TRAN – 5.1** has been revised to include implementation of TDM measures. However, given the multiple

land uses and tenants that would occupy the site, the City does not believe the implementation and tracking of a TDM program as suggested by the above comment would be feasible for this project.

**Comment 5.8:** Freeway LOS. The freeway analysis indicates impacts of additional trips exceeding 1% of capacity along segments of I-280 between Lawrence Expressway and I-880. VTA suggests early coordination with the appropriate agencies in identifying potential mitigation measures and fair-share contribution opportunities based on VTP 2030 projects in the project area.

**Response 5.8:** As discussed on page 67 of the Draft EIR, according to VTA policy direction, the mitigation measure for regional freeway impacts is participation in the Countywide Deficiency Plan (CDP) prepared by the VTA. The CDP has not received final approval; therefore, the mitigation of freeway impacts cannot be guaranteed since the City of Cupertino does not have legal authority to mitigate freeway impacts. Pending adoption of the CDP, the Lead Agency for a development project must include programs or facilities delineated in the “Immediate Implementation Action List” of the Draft CDP as part of the project’s approval if the freeway impact cannot be reduced to a less than significant level. As a condition of approval, the project proponent shall be responsible for including programs or facilities delineated in the “Immediate Implementation Action List” (see **MM TRAN – 5.1** on page 67 of the Draft EIR). The project would not result in significant traffic impacts to roadways that improvements are identified for in the VTP 2030 (e.g., along the segments of I-280 between Lawrence Expressway and I-880). For this reason, a fair-share contribution from this project to improvements identified in the VTP 230 is not appropriate.

**Comment 5.9:** Transportation Demand Management (TDM). In order to reduce the number of single occupant vehicle trips generated by the project, VTA requests the city to require implementation of a comprehensive TDM program as a condition of approval or mitigation measure.

Effective TDM programs include:

- City-Carshare
- Parking Cash-Out
- Direct or Indirect Payments for Taking Alternate Modes
- Transit Fare Incentives such as Eco Pass and Commuter Checks
- Employee Carpool Matching
- Preferentially Located Carpool Parking
- Bicycle Lockers and Bicycle Racks
- On-site or Walk-Accessible Employee Services (day-care, dry-cleaning, fitness, banking, convenience store)
- On-site or Walk-Accessible Restaurants
- Guaranteed Ride Home Program

We request that the City coordinate with VTA in the identification of appropriate measures to be included in the comprehensive TDM program.

**Response 5.9:** The above comment suggests that the City require the project to implement a comprehensive TDM program that could include the measures listed above. Mitigation measure **MM TRAN – 5.1** has been revised to include implementation of TDM measures. However, given the multiple land uses and tenants that would occupy the site, the City does not believe the implementation and tracking of a TDM program as suggested by the above comment would be feasible for this project.

### 4.3 LOCAL GOVERNMENTS

#### RESPONSES TO COMMENT LETTER #6: CITY OF SANTA CLARA

(letter dated 11/24/08)

*Please refer to a reproduction of Comment Letter 5 in Appendix A of this Final EIR for the tables, that accompany this comment letter.*

**Comment 6.1:** Figure 1.0-3: Please identify the City of Cupertino/City of Santa Clara border on the aerial photograph.

**Response 6.1:** Figure 1.0-3 has been revised to show the City of Cupertino/City of Santa Clara border, refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

**Comment 6.2:** Page 59: Intersections 3, 21, and 26 have been identified to have significant level of service impacts. The LOS for these intersections should be mitigated to background conditions. Also, County expressway plans and the east bound through lane Tier 1C projects should contribute their fair share to regional facilities. The City of Santa Clara has been working with other jurisdictions and the County to determine project's "fair share" contribution to regional facilities. We would be happy to share our methodology if that would be helpful. The City of Cupertino should institute a fair share agreement to address impacts to regional facilities inside and outside of its jurisdictional boundaries.

**Response 6.2:** The above comment suggest that the project make a "fair-share" contribution to improvements to intersections 3 (Homestead Road and Lawrence Expressway), 21 (Lawrence Expressway and I-280 southbound ramps-Calvert Drive), and 26 (Bollinger Road-Moorpark Avenue and Lawrence Expressway). As discussed in **Section 2.1** of the Draft EIR, the project would result in significant level of service impacts at these intersections. These intersections are located outside the jurisdiction of the City of Cupertino and are controlled and maintained by the County of Santa Clara. The County, in its Comprehensive County Expressway Planning Study for Lawrence Expressway, has identified improvements that would mitigate the project's impact at intersections 3 and 26 (see pages 65-66 of this Draft EIR). As stated in the Draft EIR, the City of Cupertino has contacted the County of Santa Clara regarding improvements for these impacts. The City is currently working to establish a mechanism for projects to pay a contribution towards improvements to County facilities in the future. Since these intersections are outside of the jurisdiction of the City of Cupertino and a fair-share mechanism is not currently in place, the implementation of these improvements is not assured. Therefore, the impacts to these intersections are considered significant and unavoidable.

To mitigate the project's impact at intersection 3, a third westbound through lane would need to be added. This improvement is not currently identified in the County's Comprehensive County Planning Study for Lawrence Expressway and this improvement is not likely to be designed or implemented in the near-term. Therefore, there is no mechanism for implementing this mitigation measure and this impact is considered significant and unavoidable.

**Comment 6.3:** Page 65: The discussion under the Lawrence Expressway/I-280 southbound ramps-Calvert Drive Intersection Impact states that the City of Cupertino and the County of Santa Clara had not coordinated on an appropriate mechanism for mitigating impacts to this intersection, and therefore the impact is significant and unavoidable. A lack of coordination between jurisdictions is not an acceptable reason to determine a significant and unavoidable impact. The analysis should either identify potential mitigation or a “fair share” contribution toward known regional improvements that would serve as project mitigation. The City of Santa Clara has been working with other jurisdictions to determine project’s “fair share” contribution to regional facilities. The City of Cupertino should institute a fair share agreement to address impacts to regional facilities inside and outside of its jurisdictional boundaries.

**Response 6.3:** Refer to **Response 6.2** above.

**Comment 6.4:** Page 70: Impact TRAN-5 indicates that the implementation of transportation demand measures would reduce impacts. Please indicate what these transportation demand measures are, or where they can be found.

**Response 6.4:** The mitigation measure for **Impact TRAN – 5** is discussed in more detail on page 67 of the Draft EIR (also refer to **Section 5.0** of this Final EIR for text revisions to this mitigation measure). The implementation of TDM measures shall be completed to the satisfaction of the Director of Community Development.

**Comment 6.5:** Page 91: Please note that Pending Developments 28 and 29 have been approved by the City of Santa Clara. Please refer to the following table for the City of Santa Clara’s latest Pending and Approved project list.

**Response 6.5:** There are some projects referenced in the table accompanying this comment letter in the City of Santa Clara that were not included in the cumulative analysis for this project. These projects, including the office development at 4301-4401 Great America Parkway at Mission College Boulevard and the football stadium at 4900 Centennial Boulevard, are mostly located in the northern portion of the City of Santa Clara, surrounding US 101. The City’s traffic consultant believes that these projects would not send a substantial number of new trips towards the project study area and therefore, were not included in the cumulative analysis. (Please note that the Fairfield Development was included in the cumulative analysis for the Draft EIR, refer to the text revisions to the Draft EIR in **Section 5.0** of this Final EIR.)

Cumulative traffic impacts are discussed in Section 4.0 of the Draft EIR. As summarized on page 98, the cumulative projects would result in cumulative impacts at the intersections of Homestead Road and Lawrence Expressway, Wolfe Road and Valco Parkway, Stevens Creek Boulevard and I-280 ramps-Calvert Drive, Lawrence Expressway and I-280 southbound ramps-Calvert Drive, and Bollinger Road-Moorpark Avenue and Lawrence Expressway.

The City’s traffic consultant does not believe that the additional trips from the pending projects in the City of Santa Clara that were not included in the cumulative analysis would change the significant findings or mitigation identified in the Draft EIR.

**Comment 6.6:** Please identify how this project complies with AB 32 relating to climate change.

**Response 6.6:** As stated on page 82 of the Draft EIR, the project’s contributions to global climate change are discussed in the Initial Study (see Appendix A of the Draft EIR) prepared to focus the

EIR. As discussed in Section 4.17.2.2 of the Initial Study (see Appendix A of the Draft EIR), *Scheme 1* is estimated to generate 20,000 tons of greenhouse gases a year and *Scheme 2* would generate approximately 17,000 tons of greenhouse gases a year. Project greenhouse gas emissions were estimated using the URBEMIS model (refer to the air quality report in Appendix D of the Draft EIR).

As discussed in Section 4.17.2.2 of the Initial Study (see Appendix A of the Draft EIR), the project proposes to implement measures to reduce the project's electricity demand and vehicle trips and miles. The measures include designing the project to be LEED certified (which involves features that promote water and energy efficiency, reducing waste, improving indoor environmental quality, and being innovative in design), implementing a landscape sustainable design program, and implementing green building principles. As discussed in the Initial Study (page 107), the nature of the project (infill site, proximate transit and bicycle lanes, mixed use) provides opportunity for reduced vehicle trips. In addition, the project would provide pedestrian pathways and connections throughout the site. As stated in the Initial Study (page 107-108), it is the City's position that, based on the nature and size of the proposed redevelopment project, its location within an established urban area serviced by existing infrastructure (rather than a greenfield site), and the measures included in the project to reduce energy use, the proposed project would not impede the state's ability to reach emission reduction limits/standards set forth by AB 32, the Global Warming Solutions Act.

**Comment 6.7:** At the intersection of Homestead Road and Lawrence Expressway, the County has identified in their Countywide Expressway Plan a Tier 1C improvement to add an eastbound through lane. The Project should contribute a fair share to this improvement.

**Response 6.7:** As discussed in Section 2.1 of the Draft EIR, the project would result in a significant impact at the intersection of Homestead Road and Lawrence Expressway. The addition of a third westbound through lane would mitigate the project's impact at this intersection to a less than significant level.

The addition of a third eastbound through lane, as suggested by the comment, would not mitigate the project's impact. For this reason, the project will not be contributing a fair share to the third eastbound through lane improvement identified in the County's Comprehensive County Planning Study for Lawrence Expressway. Also refer to **Response 6.2** above.

**Comment 6.8:** The Project should provide Class I and II bicycle parking as stated in MM Tran 9.1 on Page 69.

**Response 6.8:** As stated on page 69 of the Draft EIR, the project shall be conditioned to provide bicycle parking per the requirements in the City's Municipal Code.

**Comment 6.9:** The Project should implement TDM measures to reduce vehicle trips.

**Response 6.9:** As stated on page 67 of the Draft EIR (MM TRAN – 5.1), the project shall be conditioned to include programs or facilities outlined in the Draft Countywide Deficiency Plan (CDP) "Immediate Implementation List" to reduce project vehicle trips. Measures from the list that the project could implement include providing pedestrian facility improvements, bus stop improvements, HOV parking preference program, bike facilities, and a pedestrian circulation system. The implementation of the TDM measures shall be completed to the satisfaction of the Director of Community Development. Also refer to **Response 6.4** above.

**4.4 ORGANIZATIONS, BUSINESSES, AND INDIVIDUALS**

**RESPONSES TO COMMENT LETTER #7:  
MORRISON | FOERSTER on behalf of Apple Inc.**

(letter dated 11/24/08)

**Comment 7.1:** The Main Street DFEIR Should Properly Identify and Assume Apple’s Proposal for the New Campus Site, as Part of its Cumulative Impacts Analysis.

As you know, a DEIR’s discussion of cumulative impacts should include “past, present, and reasonably anticipated future projects.” (Laurel Heights Improvement Assn. v. Regents of Univ. of Cal., 47 Cal. 3d 376,394 (Cal. 1988).) Similarly, the CEQA Guidelines provide that an adequate discussion of significant cumulative impacts should include a “list of past, present, and probable future projects producing related or cumulative impacts ....” (CEQA Guidelines §15130, subd. (b)(1)(A).) Apple’s proposal to develop its future corporate headquarters on the New Campus Site meets the CEQA requirements for a cumulative project. On April 16, 2006, Apple announced to the Cupertino City Council that it had purchased the New Campus Site and intended to build a new corporate headquarters on it. Apple currently is in the early planning stages for this project. Apple also currently occupies 10300 and 10400 N. Tantau and 19191 Vallco Parkway, and it intends to renovate and occupy 19333 Vallco Parkway, within the next year or so.

In view of the above, Apple expected that the DFEIR, at the least, would list Apple's sizeable new campus as a “reasonably anticipated future cumulative project” on its list of 34 cumulative projects. It didn’t.

We request that the FEIR expressly list the new campus on the cumulative list.

**Response 7.1:** The above comment suggests that the cumulative analysis in the Draft EIR include impacts from Apple’s proposal for a new campus site. As the above comment has stated, CEQA requires cumulative impacts from past, present, and probable future projects be analyzed. The City is aware that Apple is planning a new campus, however, no application has been submitted to the City and no project information (such as the amount of development proposed) is known. For these reasons, there is not enough detail regarding the new campus to analyze its impacts.

The text of the EIR has been revised to acknowledge that Apple is currently planning a new campus, but details such as the location and intensity of development is unknown and therefore, there is not enough information to analyze the impacts of this proposed campus in the cumulative analysis. Refer to the text revisions of the Draft EIR in **Section 5.0** of this Final EIR.

**Comment 7.2:** Please also confirm that the City’s General Plan already assumes that the New Campus Site will be rebuilt to at least replace the approximately 1 million sq. ft. of existing office space.

**Response 7.2:** The City General Plan does specifically address the above referenced new campus for Apple Inc. The General Plan does not preclude redevelopment of existing office space.

**Comment 7.3:** Also, Apple is uniquely positioned to qualify for a substantial portion of the City's retained pool of 150,000 sq. ft. of Existing Major Company Expansion allocations. As a result, it makes sense to assume the New Campus will be built out at a reasonable amount in excess of the existing development on the New Campus Site. It well may be the case that these assumptions were already factored into the DFEIR analysis, and this request to list Apple's future campus as a cumulative project will not change the DFEIR's cumulative analysis.

**Response 7.3:** Refer to **Response 7.1** above.

**Comment 7.4:** The Main Street DFEIR Does Not Adequately Address the Adverse Consequences Related to Transferring Office Development Allocations From the City's Employment Centers.

As background, the Cupertino General Plan (2000-2020) established a Community Development framework directing various uses to particular Special Centers, such as Commercial Centers or Employment Centers. The General Plan further identifies "Development Allocations" for the City's commercial, office, hotel and residential build out. Apple's IL Campus is within the N. De Anza Boulevard Employment Center and the New Campus Site is within the Vallco Park North employment Center. The Main Street Project site is located within the Vallco Park South area, which is a designated "Commercial Center."

The following are our primary concerns with the manner in which the DFEIR addresses this Office Development Allocation and redistribution issue:

- First, the DFEIR correctly acknowledges that Cupertino's General Plan allocates no new office space for the Vallco Park South Commercial Center. (DFEIR at p. 113-114.) Nevertheless, the Main Street project Scheme 1 proposes 100,000 sq. ft. of gross Office Development Allocations, and Scheme 2 proposes to absorb 205,000 sq. ft. of gross Office Development Allocations. At the same time, the DFEIR affirms that the project proponent did not apply for a General Plan Amendment or any other legislative act to add office space allocations to the Vallco Park South Commercial Center. Instead, in order to satisfy CEQA consistency requirements, the DFEIR attempts to reconcile this apparent general plan inconsistency by concluding that transferring an Office Development Allocation of 100,000-205,000 sq. ft. from an Employment Center to a Commercial Center is "insignificant". (DFEIR at p. 114.) To support this conclusion, the DFEIR cites Cupertino General Plan Policy 2-20, which allows some flexibility for assigning allocations to geographic areas "if necessary and if no significant environmental impacts, particularly traffic, are identified." The DFEIR then acknowledges that there are significant traffic impacts resulting from the project, but states that "These transportation impacts would not be unique to this location". DFEIR at page 114.

We respect that cities have latitude to construe their general plans. However, this particular explanation and approach cannot withstand minimal scrutiny, since numerous significant traffic and other project impacts are identified. In fact, the DFEIR Table 6.0-1 checklist undercuts this consistency conclusion by acknowledging that the project is only "somewhat" consistent with the City's General Plan Allocation policies. We believe that a transfer of Office Allocation in the size proposed is inconsistent with the General Plan.

**Response 7.4:** In general, the above comment suggests that the project is inconsistent with the City's General Plan and would require an amendment to the City's General Plan to transfer office space allocations in the Vallco Park South Commercial Center. The commenter contends that the transfer of office allocations between the City's special centers is inconsistent with the General Plan.

As stated in the Draft EIR, and as referenced in the above comment, the General Plan's *Allocating Development Potential Strategy: Flexible Allocations* allows flexibility among the allocations assigned to each geographic area (i.e., special center). Allocations may be redistributed from one geographic area to another if necessary and if no significant environmental impacts, particularly traffic, are identified. The City's General Plan allows for the reallocation of development allocations. For this reason, no General Plan amendment is required to redistribute development allocations.

As discussed on page 114 of the Draft EIR, as well as in Section 4.9 of the Initial Study in Appendix A of the Draft EIR, the project is generally consistent with the City's General Plan allocation policy and strategies. The proposed office development (under either scheme) would require office allocation from other special centers in the City and the project (under either scheme) would result in significant transportation and air quality impacts. However, these impacts are not unique to the project site location. The traffic and air quality impacts from the project occur due to existing and background conditions. Development in a relatively wide area of Cupertino could result in traffic and air quality impacts at the same location. In other words, if the proposed project were located in a special center that had sufficient land use allocations, the same traffic and air quality impacts could occur. For this reason, it was concluded in the Draft EIR (as well as the Initial Study in Appendix A of the Draft EIR), that the project is generally consistent with the City's Allocation policy and strategies.

**Comment 7.5:** Further, the DFEIR does not identify from which Special Center the Office Development Allocations will be transferred.

**Response 7.5:** If the proposed project is approved, it is anticipated that the office development allocations required for the project will be drawn from each special center (Monta Vista, North De Anza Boulevard, Vallco Park North, Heart of the City) proportionate to the amount available in each center. However, the City Council will make the decision as to how the allocations are distributed. No office allocations would be taken from the Major Employers.

**Comment 7.6:** From a CEQA standpoint, without this basic information, Apple and the City's decision makers will not be able to ascertain the extent to which the proposed transfer will trigger environmental impacts.

**Response 7.6:** The Draft EIR analyzes the environmental impacts of the project, which include the development of office uses on-site and require the transfer of office allocations from other special centers in the City. The City does not anticipate additional environmental impacts to those disclosed in the Draft EIR from the transfer of office allocations for this project. Transferring allocations from other areas of the City would reduce the amount of development that could occur in these areas. This reduction of development potential could have economic effects for landowners in other areas, however, this would not be an environmental impact. The City Council has the ability to increase allocations. Increasing allocations in the City would be independent of the proposed project.

**Comment 7.7:** The clear intent of the General Plan was to support the growth of the Employment Centers by assigning the majority of the new Office Development Allocations to these centers. When Cupertino's General Plan update was adopted in 2005, 94% of the newly created Office Allocations were specifically assigned to the Employment Centers. In fact, the Commercial Centers, including Vallco Park South, actually had Office allocations decreased by 6,675 sq. ft. in the current General Plan. The DFEIR should highlight that, if Scheme 2 is adopted, only 53% of the Office Development Allocations designated in the General Plan would remain for the Employment Centers.

Apple is concerned that the proposed allocation transfer approach would be a fundamental shift away from the City's apparent intent to discourage office development within Vallco Park South.

Again, Apple generally is supportive of the Main Street Project, and it strongly encourages the City to find a solution to the Office Allocation issue that does not require significant transfers of Office Development Allocations from Employment Centers. The City might consider the following approaches:

1) Apple would support a General Plan Amendment increasing the Office Development Allocations within the South Vallco Center, as well as in the designated Employment Centers.

2) In view of the Mixed Use characteristics of this proposal within South Vallco, perhaps the City could find that (a) South Vallco's "commercial" allocations can be utilized for the proposed office uses, without needing to obtain transfers of Office Allocations from Employment Centers, and/or (b) fractional Office Allocations, rather than full Office Allocations, would be appropriate by applying a different traffic equivalency factor to this area.

Irrespective of which approach the City ultimately considers, Apple is more supportive of Scheme 1 (and its health club use) rather than Scheme 2. Also, Apple wants to ensure that the City fairly applies comparable exaction and mitigation requirements to the use of Office Allocations, whether existing or new, and whether utilized within a designated Employment Center, or within South Vallco.

**Response 7.7:** The commenter's opinion regarding office development allocation is acknowledged. The comment does not raise new environmental issues in the EIR and therefore, no response is necessary. The City Council will consider the above comment when making a decision regarding office allocations for the proposed project.

**Comment 7.8:** Apple is Concerned With the Proposed Reductions to Traffic Lanes on Vallco Parkway and Requests That the EIR Clarify its Analysis of This Proposal.

The Main Street Project proposes to reduce the existing width of Vallco Parkway from 6 traffic lanes down to 2 traffic lanes, and add angled parking on both sides of the street. (See DFEIR § 2.0, p. 55.) Apple requests that the City reconsider this proposed circulation modification for the following reasons:

- It is unclear whether the assumptions used by the DFEIR traffic analysis accurately reflect the capacity or user profile of the Apple staff working at 19191 Vallco Parkway, or assume full occupancy of 19333 Vallco Parkway. Please confirm.

**Response 7.8:** The existing traffic volumes used in the transportation impact analysis completed for the project (Appendix C of the Draft EIR) included volumes consistent with the occupancy of the above mentioned buildings. (Source: Fehr & Peers, personal communication, December 2008).

**Comment 7.9:** We request that the long-term suitability of the proposed Vallco Parkway reductions more fully consider the cumulative impacts and anticipated future growth within the properties abutting Vallco Parkway. Apple is concerned that a short-term decision to narrow lanes within Vallco Parkway by 66% will have to be reversed a few years later. The Apple properties on Vallco Parkway have FARs of .39-.40, and similar properties in the region are being redeveloped with FARs of .80. We request that the FEIR consider the extent to which the proposed modifications to Vallco

Parkway could compromise the reasonable future expansion of the Apple properties and threaten future infill developments in the area.

**Response 7.9:** The level of service along Vallco Parkway was analyzed in **Section 2.1** of the Draft EIR. No significant and unavoidable impacts were identified on Vallco Parkway under project or cumulative conditions.

In the event a project is proposed along Vallco Parkway in the future, it would require its own environmental review and traffic analysis. The City is not aware of any future project that propose to intensify development along Vallco Parkway. It is too speculative for the City to analyze possible future impacts given that specific information about future development (location, intensity) is not available.

**Comment 7.10:** The Main Street Project is an 18.7-acre site with approximately 4,800 lineal feet of public street frontage. Due to Highway 280 and other fixed site constraints, the combined Apple properties (25.5 acres) on the north side of Vallco Parkway share only approximately 1,450 lineal feet of public street frontage, which translates to only 22% of the Main Street Project street frontage, based on site area. Apple is concerned that this roadway reduction will exacerbate the existing site access constraints of Apple's sites. We request that the FEIR provide more comprehensive analysis as to the long-term site access impacts to these properties.

**Response 7.10:** The project does not propose to modify existing off-site access points on Vallco Parkway. In addition, the site plan has been revised to clarify that no diagonal parking is proposed on the north side of Vallco Parkway (refer to revised Figures 1.0-4 and 1.0-8 in **Section 5.0** of this Final EIR). For these reasons, access to off-site properties along Vallco Parkway would not be adversely affected by the project.

**Comment 7.11:** Apple is concerned that the proposed single lane traffic and diagonal parking along Vallco Parkway likely will cause a significant level of service degradation and delays, particularly where there is only a single lane of traffic. Apple requests that the FEIR include additional analysis concerning delays within affected intersections and the viability of accessing adjoining parking lots.

**Response 7.11:** Refer to **Response 7.10** above.

**Comment 7.12:** These concerns should be fully addressed in the DFEIR's traffic analysis. Based on this expanded analysis, we request that the City establish a decision making process involving the multiple property owners potentially affected by this major proposal to reduce the width of a public street.

**Response 7.12:** The concept of narrowing Vallco Parkway is identified in the South Vallco Master Plan (adopted September 2008). The preparation of the South Vallco Master Plan involved a number of outreach efforts to the property owners within South Vallco, including Apple Inc. The South Vallco Master Plan identifies the narrowing of Vallco Parkway, where safe and appropriate, to facilitate a pedestrian-friendly environment by slowing down traffic on the street. The Draft EIR analyzes the level of service impacts of the proposed narrowing of Vallco Parkway at nearby intersections. No significant and unavoidable transportation impacts (including safety impacts) were identified.

**Comment 7.13:** Apple Requests That the FEIR Provide Additional Aesthetic Analysis Concerning the Proposed 5-Story Parking Garage Facade Fronting on Vallco Parkway.

The northeast facade of the Main Street Project's 5-story parking garage appears to be the dominant visual feature on Vallco Parkway between North Tantau Avenue and Finch Avenue. Moreover, directly in front of the proposed parking garage, Vallco Parkway angles northward, thereby presenting the full length of the parking garage facade into the field of vision for drivers and pedestrians approaching from the east. This visual dominance is further emphasized by the proposed 5-story garage height and by the minimal 25' setback of the garage facade from the street edge. We note that the other Main Street Project street setbacks are typically 35'.

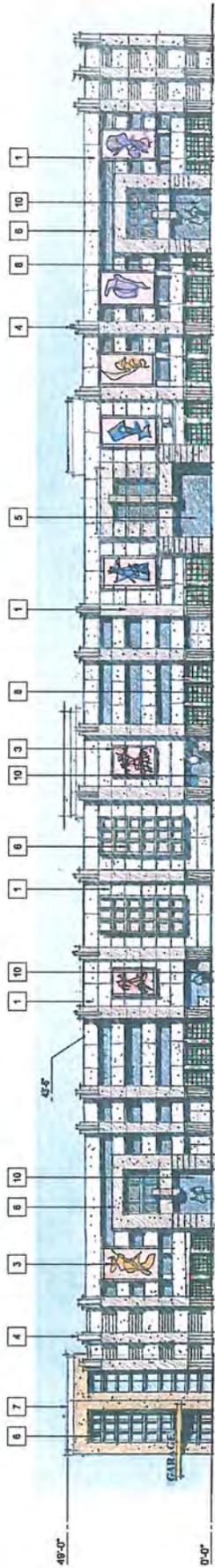
Apple is concerned that the DFEIR does not adequately address the far-reaching visual and aesthetic impacts on the Vallco Parkway streetscape. We request that the FEIR include elevations, renderings or massing studies enabling Apple to assess whether or not the garage's massing or facade treatments are appropriate and will improve the visual environment, or detract from it.

**Response 7.13:** The visual impacts of the proposed project are discussed in Section 4.1 of the Initial Study prepared to focus the EIR (see Appendix A of the Draft EIR). As stated on page 28 of the Initial Study, new landscaping, including trees, would be planted along Vallco Parkway for screening and to soften views of the development (including the proposed parking garage) from public streets. As stated on page 29 of the Initial Study, the final design of the project would be evaluated for consistency with the City's standards as part of Design Review (Architectural and Site Approval) process required for approval of the specific project design, if the project is approved. This review considers the relationship of the proposed buildings with the surrounding land uses and streets, compliance with adopted height limits, setbacks, architecture, and landscaping design guidelines, and the overall quality and compatibility of the building materials and architecture with the surrounding area.

A conceptual elevation of the proposed parking garage on Vallco Parkway, showing its design, is providing on the following page (see Conceptual Garage Elevation). Another figure is provided (see Conceptual Garage Elevation with Landscaping) showing how the garage would look with the proposed landscaping. As shown on the conceptual landscaping plan (Figure 1.0-12 of the Draft EIR), a double row of trees are proposed along the project site frontage on Vallco Parkway.

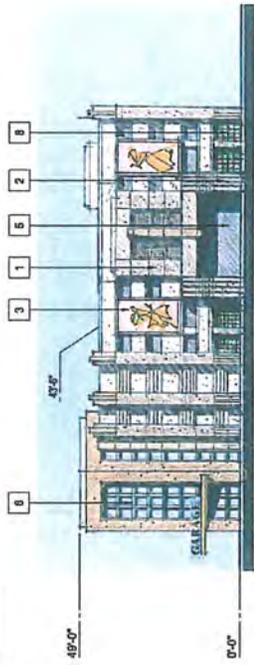
**Comment 7.14:** Apple is concerned that the garage design not contribute to Vallco Parkway feeling like a lifeless "back alley," conflicting with the City's streetscape goals and policies. By way of example, the proposed parking garage appears inconsistent with Policy 2-14, Strategy 3 of the General Plan, as indicated on page 112 of the DFEIR: "Building and Site Design Strategy 3: Parking Placement in New Development. Place parking out of sight, behind or underneath buildings." The two development schemes propose a total of either 1,520 or 1,830 parking spaces, with the vast majority, or 1,100 of those spaces, in the 5-story parking garage fully visible above grade.

**Response 7.14:** As discussed in on page 112 of the Draft EIR, the parking for the project (under either scheme) would be providing in surface parking lots, above and below ground parking garages, and on-street. In both schemes, the proposed surface parking lots are located in the interior of the site, shielded from view from Stevens Creek Boulevard and Vallco Parkway by proposed buildings. Both project schemes include a multi-story parking garage above ground along Vallco Parkway. The proposed above parking garages in either scheme would have existing and proposed landscaping and architectural details that would soften the views of the parking garage. For these reasons, the project is considered consistent with this strategy. See also **Response 7.13** above.



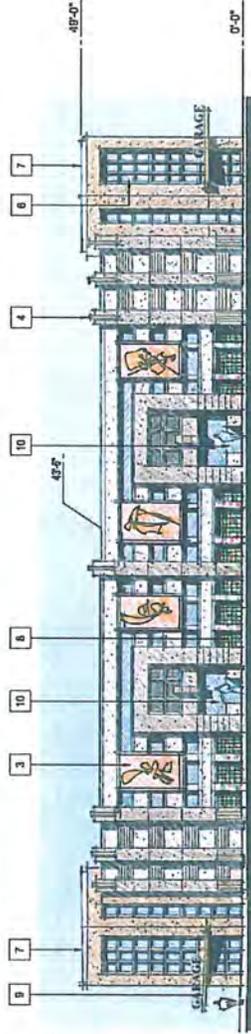
PARKING GARAGE ELEVATION - LOOKING SOUTH

0' 10' 20' 40'



PARKING GARAGE ELEVATION - LOOKING WEST

0' 10' 20' 40'



PARKING GARAGE ELEVATION - LOOKING NORTH

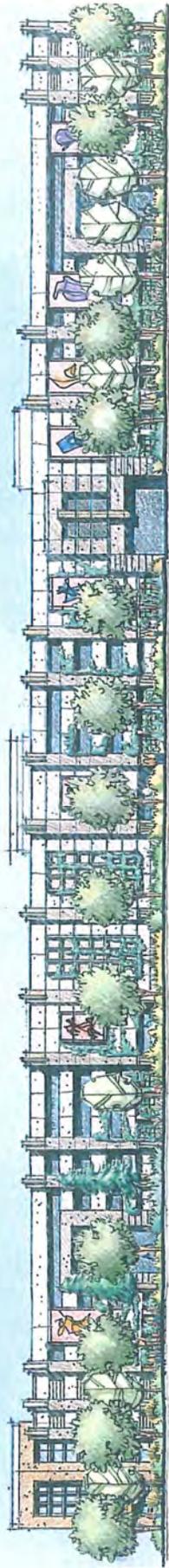
0' 10' 20' 40'

**KEYNOTES**

- 1 PRECAST CONCRETE PANELS
- 2 TEXTURED CONCRETE OR PRECAST PANELS
- 3 ARTWORK
- 4 ARCHITECTURAL METAL FINIS
- 5 AUTO ENTRANCE / EXIT ARCHITECTURAL METAL FRAMES OR GLASS WINDOW WALL
- 6
- 7 PEDESTRIAN CIRCULATION TOWER
- 8 METAL LATTICE / SCREEN WITH VINES
- 9 METAL CANOPY
- 10 PEDESTRIAN ENTRANCE

Source: Kenneth Rodrigues & Partners, Inc., 9/5/08.

**CONCEPTUAL GARAGE ELEVATION**



Source: Kenneth Rodrigues & Partners, Inc., 12/5/08.

**CONCEPTUAL GARAGE ELEVATION WITH LANDSCAPING**

**Comment 7.15:** Apple requests that the FEIR analyze whether a greater portion of the parking can be sited below grade to make the project consistent with the City's General Plan Design Strategy 3. At a minimum, please consider whether two of the five stories of the parking garage could be located below grade. Below grade parking could extend beneath the retail component adjoining the garage, and parking could also be located beneath the health club, similar to the office parking in Scheme 2. It also may be possible to develop the northeast garage facade with a visually more attractive use to avoid a "blank garage facade syndrome."

**Response 7.15:** This comment is acknowledged and will be considered by the City Council when making a decision regarding the proposed project.

**Comment 7.16:** We request that the FEIR consider the Main Street Project parking garage facade in relation to the design treatment that was applied to the Stevens Creek Boulevard and Town Square facades. At a minimum, we request the FEIR provide the following additional information regarding the proposed 5 story garage (and an alternate garage that locates two of the garage's 5 levels below grade):

- Massing Studies (as viewed from the street level);
- Rendered Elevations (similar to the other elevations submitted);
- Facade Concept Drawing (similar to the other facade concept drawings submitted);
- Rendered perspective looking at the northeast garage facade, viewed as one approaches from the Vallco Parkway/Tantau intersection;
- Cross-section through the proposed garage, perpendicular to its northeast facade, through Vallco Parkway to the face of the Apple office building on the north side of Vallco Parkway, showing the proposed street edge and streetscape design.

**Response 7.16:** The above comment requests additional visual renderings of the proposed parking garage on Vallco Parkway in order to better assess the design of parking garage. Conceptual elevations of the proposed parking garage on Vallco Parkway, showing its design and landscaping are provided on pages 25 and 26 of this Final EIR. Also, refer to **Response 7.14** above.

**Comment 7.17:** Apple Proposes That Areawide Landowners Join in a Vallco Parkway Streetscape Design Process, if a Single Streetscape Design is Intended for all of Vallco Parkway

The DFEIR indicates that the Main Street Project is consistent with the Design Guidelines proposed by the South Vallco Master Plan for the Vallco Parkway streetscape. (DFEIR, p. 113.) Apple notes that these Design Guidelines are very conceptual in nature and do not identify specific plantings, signage, materials, street furniture or lighting. If the City intends for there to be a single streetscape design for all of Vallco Parkway established by the Main Street Project, then Apple requests that the City provide other Vallco Parkway landowners with the opportunity to provide input regarding streetscape design, including the landscaping, signage, street furniture or lighting elements.

**Response 7.17:** The above comment suggests that the streetscape design for Vallco Parkway be decided upon with the input from Vallco Parkway landowners. In September 2008, the City adopted the South Vallco Master Plan, which outlines policies for landscaping, design, pedestrian circulation, vehicular circulation, land uses and services, and sustainability and energy efficiency. The planning of the South Vallco Master Plan involved a number of outreach efforts to the property owners within South Vallco, including Apple Inc.

As stated on page 29 of the Initial Study, the final design of the project would be evaluated for consistency with the City's standards (including those outlined in the South Vallco Master Plan) as

part of Design Review (Architectural and Site Approval) process required for approval of the specific project design, if the project is approved. This review considers the relationship of the proposed buildings with the surrounding streets and land uses, compliance with adopted height limits, setbacks, architecture, and landscaping design guidelines, and the overall quality and compatibility of the building materials and architecture with the surrounding area. Through this Design Review process, the City will work with the project applicant and stakeholders/adjacent property owners to develop a detailed streetscape design prior to issuance of building permits for this project, if approved (refer to the text revisions to the Draft EIR in **Section 5.0** of this Final EIR).

**Comment 7.18:** Sewer Capacity. For both development schemes, the Main Street Project proposes to connect to existing utility (water, storm drain, and sewer) lines and install two new 24-inch storm drain lines to the existing Calabazas Creek culvert. Additionally, if a sanitary sewer flow test determines that the Main Street Project would exceed the capacity of the existing sewer lines at or downstream of the site, the Main Street Project would require larger sewer lines and connections downstream in Tantau Avenue from I-280 to Pruneridge Avenue. The New Campus Site is within the area between I-280 and Pruneridge Avenue and likely would also be served by this sewer line. Apple requests that the sanitary sewer flow test account for flow from the proposed Apple Campus, or at least treat the site as fully occupied rather than reflect existing vacant space.

**Response 7.18:** The above comment suggests that the future sanitary sewer flow test and associated improvements for the project (if necessary) take into account for Apple's new campus, or treat Apple's existing vacant office space as occupied. The City and the Cupertino Sanitary District does not have information regarding Apple's new campus (i.e., intensity of development proposed) therefore, the projected sewer flows from it can not be evaluated. According to the Cupertino Sanitary District, the determination of pipe upsizing required is based on existing flow in the pipe and the increase in flow caused by the project's contribution. If Apple were to submit project plans to the City and Cupertino Sanitary District prior to the Main Street Project completing its sewer flow test and coordination with the Cupertino Sanitary District regarding required upsizing, it is possible Apple and the project proponent can work together to fund and complete the required testing and improvements.

## **SECTION 5.0 REVISIONS TO THE TEXT OF THE DRAFT EIR**

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This section contains revisions to the text of the Draft EIR. Text additions are underlined. Text deletions show the original text with a ~~strikeout~~ running through the part of the text to be deleted.

Page 4 and 65 Revised the following text for mitigation measure **MM TRAN – 1.1** as follows:

- MM TRAN – 1.1:** The proposed project (under either scheme) shall implement one of the ~~two~~three measures below to reduce impacts at Vallco Parkway and Wolfe Road to a less than significant level:
1. Maintain the existing intersection configuration, but install a westbound right-turn overlap phase. With this improvement, the intersection would operate at LOS D with no more than 44.2 seconds of average delay under either project scheme; OR
  2. Add a second, westbound right-turn lane. The additional turn lane could be accommodated by re-striping the existing westbound through lane as a shared-through-right turn lane. With this improvement, the intersection would operate at LOS D with no more than 50.8 seconds of average delay under either Scheme; ~~OR~~
  3. ~~Implement permissive phasing on the eastbound and westbound approaches to reduce average vehicle delay and improve the operations to LOS D+ during the PM peak hour under both schemes (no greater than 38.1 seconds of average delay). Operations would improve slightly in the AM peak hour.~~

Page 6 and 67 Revise the text in mitigation measure **MM TRAN 5-5** as follows:

- MM TRAN – 5.1:** At the final design stage, the project shall include programs or facilities delineated in the “Immediate Implementation Action List” of the Draft Countywide Deficiency Plan (CDP) to the satisfaction of the Director of Community Development.<sup>1</sup> Measures from the list that are appropriate for this project may include providing pedestrian facility improvements, bus stop improvements, HOV parking preference program, bike facilities, ~~and a pedestrian circulation system, and other Transportation Demand Management (TDM) measures such as providing future employees with transit passes at a reduced rate and providing bicycle lockers and showers for future employees.~~ Implementation of these measures would reduce impacts on freeway segments but not to a less than significant level.

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<sup>1</sup> According to VTA policy direction, the mitigation measure for regional freeway impacts is participation in the Countywide Deficiency Plan (CDP) prepared by the VTA. The CDP has not received final approval; therefore, the mitigation of freeway impacts cannot be guaranteed since Cupertino does not have legal authority to mitigate freeway impacts. Pending adoption of the CDP, the Lead Agency for a development project must include programs or facilities delineated in the “Immediate Implementation Action List” of the Draft CDP as part of the project’s approval if the freeway impact cannot be reduced to a less than significant level.

Page 6 and 67-68      Revise the text in mitigation measure **MM TRAN – 7.1** as follows:

**MM TRAN – 7.1:**      The applicant shall work with VTA, and the City, and Caltrans to determine the appropriate location of the existing bus stops at Stevens Creek Boulevard/Finch Avenue and Stevens Creek Boulevard/Tantau Avenue to ensure that existing bus service is not disrupted by the project (e.g., addition of on-street parking) along those areas. The project shall include a 22-foot curb lane for the existing bus stops at Stevens Creek Boulevard/Finch Avenue and Stevens Creek Boulevard/Tantau Avenue.

The project proponent shall coordinate with the City and VTA on the final landscape plans on Stevens Creek Boulevard along the project site frontage; and coordinate with VTA to provide bus shelters per VTA's requirements. The bus stop at Vallco Parkway/Perimeter Road shall be incorporated into any designs for the roadway.

Page 6 and 68      Revise the text in avoidance measure **AM TRAN – 7.2** as follows:

**AM TRAN – 7.2:**      The City and applicant shall coordinate with ~~Caltrans~~ Bay Area Air Quality Management District, Caltrain, and private employers to determine the appropriate change in route for the Caltrain commuter shuttle that currently uses Finch Avenue as a turn-back along its route. It should be noted that the route could easily be re-routed to Wolfe Road.

Page 7 and 69      Add the following text after the last sentence in mitigation measure **MM TRAN – 9.1:**

The project proponent shall consult the VTA's *Bicycle Technical Guidelines* when determining appropriate bicycle parking siting and design.

Page 8 and 84      Delete the following mitigation measure:

~~**MM AIR – 2.1:**      Improve existing or construct new bus pullouts and transit stops at convenient locations with pedestrian access to the project site. Pullouts should be designed so that normal traffic flow on arterial roadways would not be impeded when buses are pulled over to serve riders. Bus stops should include shelters, benches, and postings of transit information.~~

Page 10 and 86      Revise the text in mitigation measure **MM AIR – 5.2** as follows:

**MM AIR – 5.2:**      The proposed project shall implement the following diesel exhaust control measures during construction:

- ~~Consistent with state law, d~~ Diesel equipment standing idle for more than ~~five~~ two minutes shall be turned off. This would include trucks waiting to deliver or receive soil, aggregate, or other bulk materials. Rotating drum concrete trucks could keep their engines running

continuously as long as they were onsite and located more than 200 feet from residences.

- Properly tune and maintain equipment for low emissions.
- Construction equipment shall not be staged within 200 feet of existing residences.
- Use alternative powered construction equipment (i.e., hybrid, compressed natural gas, biodiesel, electric) as feasible.
- Use add-on control devices such as diesel oxidation catalysts or particulate filters as feasible.
- Require all contractors to use equipment that meets California Air Resources Board's (ARB) most recent certification standard for off-road heavy duty diesel engines.

Page 12

Revise the text in the table at the top of the page as follows:

<p><b>Impact C-AIR – 1:</b> The project (under either scheme) would result in a cumulative impact on regional air quality. Implementation of mitigation measures in <b>Section 2.2 Air Quality</b> (MM AIR – 2.1 through 2.4011) would reduce the project’s emissions but not to a less than significant level.</p> <p><b>Significant and Unavoidable Cumulative Impact</b></p>	<p>See MM AIR – 2.1 through 2.4011 above.</p>
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Page 15

Revise Table 1.0-1 as follows:

<b>Table 1.0-1 Summary of Development Schemes</b>							
	<b>Proposed Uses</b>						
	<b>Retail (sf)</b>	<b>Athletic Club (sf)</b>	<b>Office (sf)</b>	<b>Senior Housing (units)</b>	<b>Hotel (rooms)</b>	<b>Open Space with a Public Easement (ac)</b>	<b>On-Site Parking (stalls)</b>
<i>Scheme 1</i>	150,000	145,000	100,000	160	150	1.63	<del>1,520</del> 1,523
<i>Scheme 2</i>	146,500	---	205,000	160	250	1.63	<del>1,830</del> 1,833

Note: sf = square footage, ac = acres

Page 18

Replace Figure 1.0-3 with Revised Figure 1.0-3 on the following page.

Page 19

Replace Figure 1.0-4 with Revised Figure 1.0-4 on the following page.

Page 23

Replace Figure 1.0-8 with Revised Figure 1.0-8 on the following page.

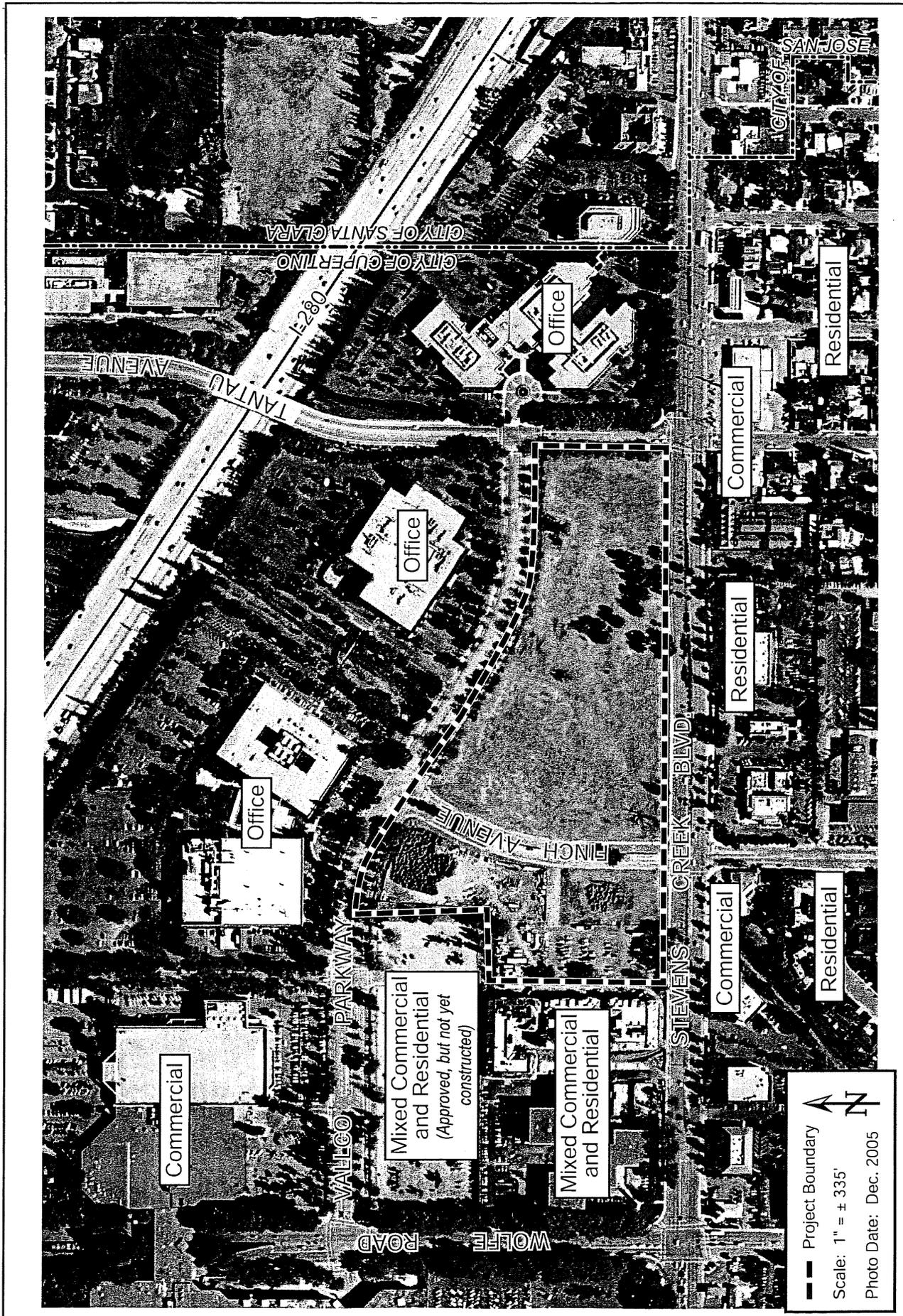


FIGURE 1.0-3 (REVISED)

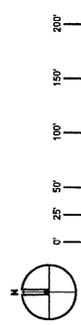
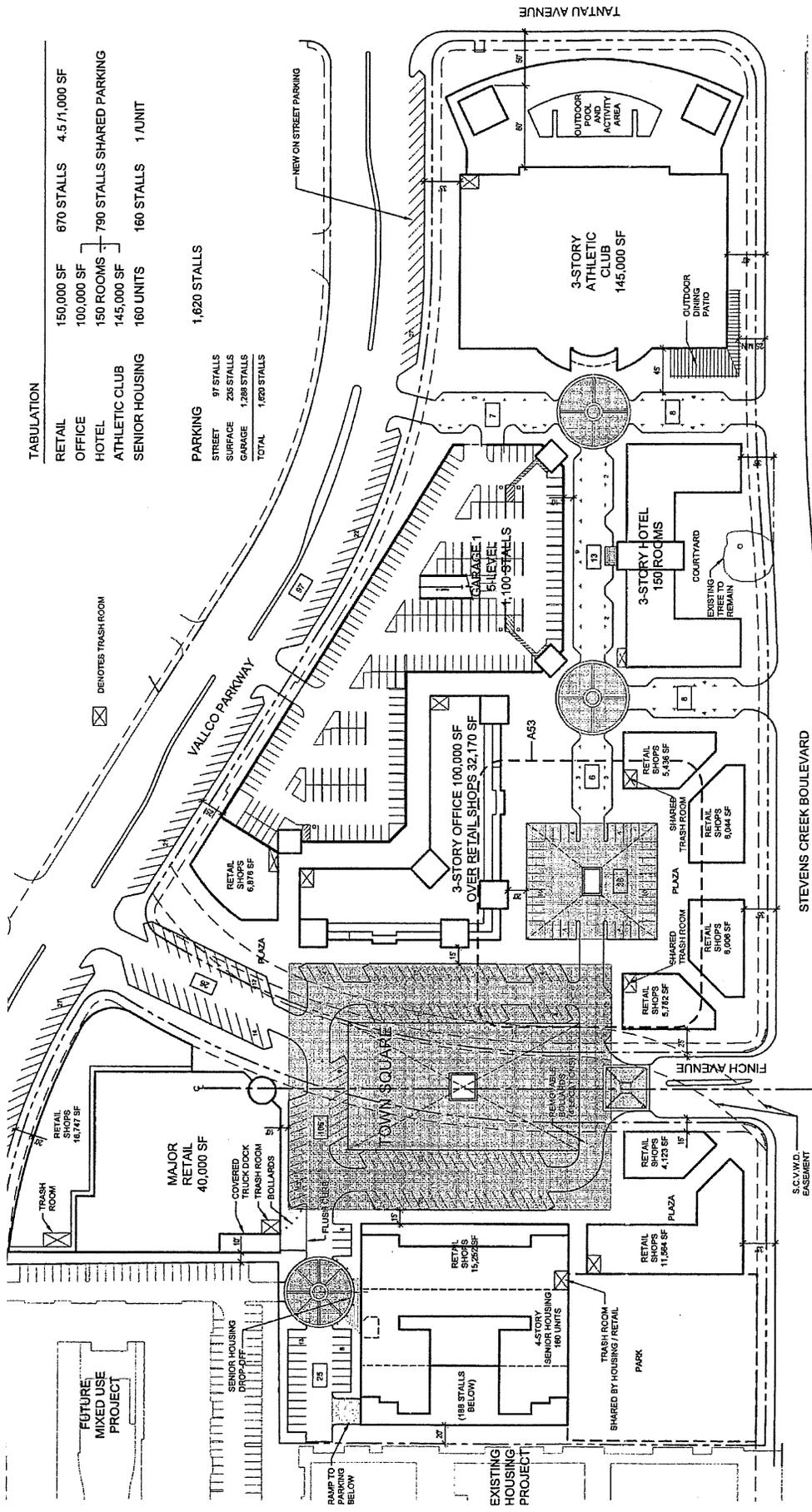
AERIAL PHOTOGRAPH

**TABULATION**

RETAIL	150,000 SF	870 STALLS	4.5 / 1,000 SF
OFFICE	100,000 SF		
HOTEL	150 ROOMS		790 STALLS SHARED PARKING
ATHLETIC CLUB	145,000 SF		
SENIOR HOUSING	160 UNITS	160 STALLS	1 / UNIT

**PARKING**

STREET	97 STALLS
SURFACE	226 STALLS
GARAGE	1,288 STALLS
<b>TOTAL</b>	<b>1,620 STALLS</b>

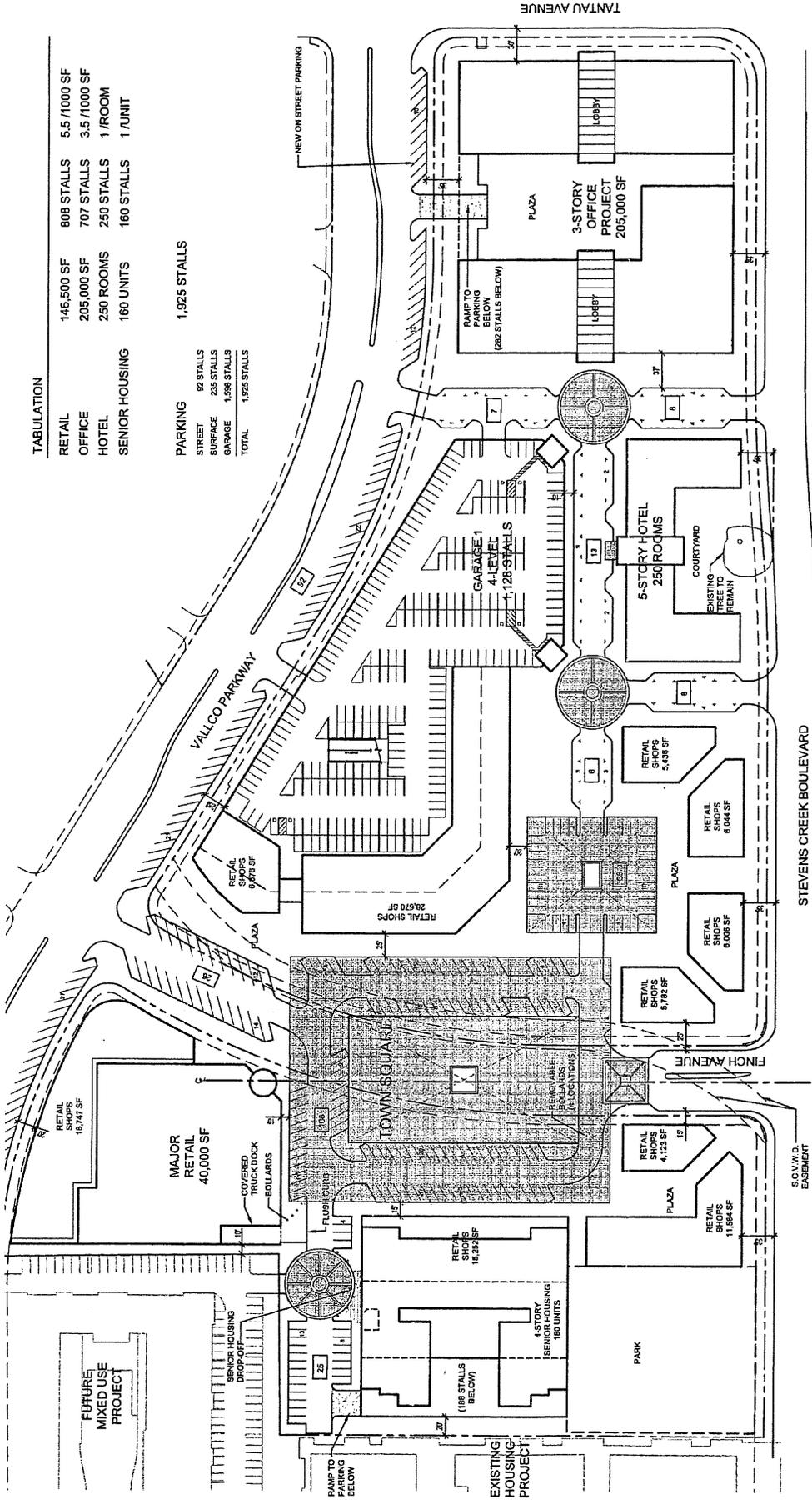


Source: KENNETH RODRIGUES & PARTNERS, INC., 12/5/08.

**FIGURE 1.0-4 (REVISED)**

**SCHEME 1 - CONCEPTUAL SITE PLAN**

TABULATION			
RETAIL	146,500 SF	808 STALLS	5.5 /1000 SF
OFFICE	205,000 SF	707 STALLS	3.5 /1000 SF
HOTEL	250 ROOMS	250 STALLS	1 /ROOM
SENIOR HOUSING	160 UNITS	160 STALLS	1 /UNIT
PARKING			
STREET	82 STALLS		
SURFACE	235 STALLS		
GARAGE	1,508 STALLS		
TOTAL	1,925 STALLS		



SCHEME 2 - CONCEPTUAL SITE PLAN

Source: KENNETH RODRIGUES & PARTNERS, INC., 12/5/08.

Page 29                      Insert the following text at the end of the paragraph under **1.3.7 Plazas and Landscaping** in the Draft EIR:

In addition, the project proposes to preserve the existing Aleppo pine (tree #113) on the project site on Stevens Creek Boulevard.

Page 29                      Revise the text in **1.3.8.1 Public Street Improvements** as follows:

**1.3.8.1                      *Public Street Improvements***

The project (under both schemes) proposes to narrow Vallco Parkway along the project site frontage from six lanes (three lanes in each direction) to two lanes (one lane in each direction) and add angled parking on the south side of Vallco Parkway along the project site frontage. ~~In addition, the project (under both schemes) proposes to add parallel parking spaces on the north side of Stevens Creek Boulevard along the project site frontage (see Figures 1.0 4 and 1.0 8).~~

Page 32                      Revised the text under **1.3.10 Parking** as follows:

**1.3.10                      Parking**

For *Scheme 1*, parking for the proposed uses (including the retail, office, hotel, athletic club, and senior housing) would be provided in surface parking lots, in a five-level parking garage, and in one two-level below ground parking garage. Under *Scheme 1*, a total of ~~1,520~~1,523 on-site parking spaces are proposed (~~260~~235 spaces in surface parking lots and ~~1,260~~1,288 spaces in parking garages). Of the ~~1,520~~1,523 parking spaces, ~~853~~790 would be shared between the office, hotel, and athletic club uses. A total of ~~138~~97 on-street parking spaces are also proposed on ~~Stevens Creek Boulevard~~, Finch Avenue, and Vallco Parkway. Overall, *Scheme 1* includes ~~1,658~~1,620 on-site and on-street parking spaces.

For *Scheme 2*, parking for the proposed uses would be provided in surface parking lots, in a four-level parking garage located at grade, in one two-level below ground parking garage, in one one-level below ground parking garage, and on ~~Stevens Creek Boulevard~~, Finch Avenue, and Vallco Parkway. Under *Scheme 2*, a total of ~~1,830~~1,833 on-site parking spaces are proposed (~~260~~235 spaces in surface parking lots and ~~1,570~~1,598 spaces in parking garages). A total of ~~133~~92 on-street parking spaces are proposed on ~~Stevens Creek Boulevard~~, Finch Avenue, and Vallco Parkway. Overall, *Scheme 2* includes ~~1,963~~1,925 on-site and on-street parking spaces.

Page 32                      Insert the following text before **1.3.13 Cut and Fill**:

As part of the project, the structural design of the building footings shall be designed to accommodate future removal and/or replacement of the concrete box culvert.

Page 34                      Insert the following text in **Section 1.5 Uses of the EIR** after the last bullet point:

Santa Clara Water District

- Permit for activities or modifications within the District easement or fee right of way or affecting the District facilities

Page 62                      Insert the following text before the impact statement for **Impact TRAN -7**:

VTA is currently developing a strategic plan for a bus rapid transit (BRT) that would run along Stevens Creek Boulevard, i.e., the existing bus route 23/future route 523 line. The City of Cupertino's General Plan and VTA have also identified a potential transit station in the Vallco Area. This BRT project is currently being analyzed and no plans have been approved.

Page 62                      Revise the text under **Parking Supply** as follows:

**Parking Supply**

*Vehicular Parking*

In *Scheme 1*, the project proposes ~~4,520~~1,523 on-site parking spaces, including ~~260~~235 surface lot spaces and ~~4,260~~1,288 garage parking spaces. Most of the on-site parking spaces (1,100) would be located within a five-story parking structure in the north-central area of the site. The senior housing building would include a below-grade garage with ~~460~~188 spaces. The remaining spaces would be surface parking within the site. In addition, the project proposes angled parking on the south side of Vallco Parkway along the project site frontage (949 spaces) ~~and parallel parking spaces on the north side of Stevens Creek Boulevard along the site frontage (44 spaces)~~. The total parking supply for *Scheme 1* would be ~~4,658~~1,620 parking spaces (on-site and on-street) for *Scheme 1*.

In *Scheme 2*, the project proposes ~~4,830~~1,833 on-site parking spaces. Most of the on-site parking spaces (~~4,120~~1,128) would be located within a five-story parking structure situated in the north-central area of the site, similar to *Scheme 1*. A below-grade garage under the office complex on the easterly portion of the site would include ~~290~~282 spaces; a third structure under the senior housing building would have ~~460~~188 spaces. The remaining on-site parking spaces (~~260~~235 spaces) would be surface parking within the site, including the area surrounding the town square. In addition, the project proposes angled parking on the south side of Vallco Parkway along the project site frontage (899 spaces) ~~and parallel parking spaces on the north side of Stevens Creek Boulevard along the site frontage (44 spaces)~~. The total parking supply for *Scheme 2* would be ~~4,963~~1,925 parking spaces (on-site and on-street) for *Scheme 2*.

Page 63

Revise Table 2.0-9 and the paragraph below as follows:

Table 2.0-9 Summary of Parking Supply Estimates							
Project Scheme	City Municipal Code		ITE		ULI		Proposed On-Site Parking
	Weekday	Weekend	Weekday	Weekend	Weekday	Weekend	
1	1,457	1,435	1,326	1,266	1,450	1,312	<del>1,520</del> 1,523
2	1,434	1,084	1,521	938	1,541	960	<del>1,830</del> 1,833

Sources: City of Cupertino. City of Cupertino Municipal Code: Chapter 19.100 Parking Regulations, 2005. Parking Generation (Institute of Transportation Engineers (ITE), 3rd Edition); Trip Generation and Parking Design Guidelines (TRC Engineers, 2007); Shared Parking (2nd Edition), Urban Land Institute (ULI), 2005.

As discussed previously, *Scheme 1* proposes ~~1,520~~1,523 off-street parking spaces plus ~~1389~~7 on-street parking spaces (along Vallco Parkway and Stevens Creek Boulevard) and *Scheme 2* proposes ~~1,830~~1,833 parking spaces plus ~~1339~~2 on-street spaces. Based on the methodologies presented in Table 2.0-9 above, both schemes provide sufficient parking when shared parking is considered.

Page 85

Insert the following text before the last paragraph:

MM AIR – 2.11

The project shall not include wood burning fireplaces or woodstoves in the proposed senior residences or the hotel.

Page 88

Insert the following footnote after the third sentence in the second paragraph:

Currently, 78 hotel room allocations are immediately available in the South Vallco Park area. The remaining 686 hotel room allocations in the South Vallco Park area are earmarked for Cupertino Square through a development agreement that is to expire in August 2009. These allocations may become available for the proposed Main Street Cupertino project after August 2009. To comply with the existing General Plan, the number of proposed hotel rooms could be reduced to 78, the project applicant can negotiate with Cupertino Square to release some of their earmarked hotel room allocations, or the City could convert commercial/retail square foot allocations to hotel room allocations (this was recently done with the approval of a hotel at the Oaks Shopping center).

Page 89

Include the following text at the end of the last paragraph, before Table 4.0-1:

Apple Inc. has informed the City that it plans to have a new campus north of the project site at the southwest quadrant of Pruneridge Avenue and North Tantau Avenue. Apple Inc. is in the preliminary stages of planning this new campus and no specific information has been provided to the City (i.e., land uses proposed, square footage/intensity of development). For this reason, there is not enough information about this new campus to include in the cumulative analysis.

Page 91

Insert the following text at the end of **Table 4.0-1** as follows:

35. <u>Fairfield Development</u>	<u>900 Kiely Boulevard</u>	<u>806 residential units</u>
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Page 98

Revise the text in the table as follows:

<b>Intersections</b>	<b>Peak Hour</b>	<b>Cumulative w/Scheme 1</b>	<b>Cumulative w/Scheme 2</b>
3. Homestead Road and Lawrence Expressway – City of Santa Clara/CMP intersection	PM	X	X
8. Wolfe Road and Vallco Parkway – City of Cupertino intersection	PM	X	X
18. Stevens Creek Boulevard and I-280 ramps-Calvert Drive – City of Santa Clara <u>intersection/CMP intersection</u>	PM	X	X
21. Lawrence Expressway and I-280 southbound ramps-Calvert Drive – City of San José/CMP intersection	AM PM	X	X
26. Bollinger Road-Moorpark Avenue and Lawrence Expressway – City of San José/CMP intersection	PM	X	

Page 99

Revise the second paragraph as follows:

The cumulative impact at the intersection of Stevens Creek Boulevard/I-280 southbound ramps-Calvert Drive could be mitigated to a less than significant level with the addition of an eastbound right-turn overlap phase. This would consist of signal modifications, possibly including replacement of the existing traffic signal, pole, and arm mast. This intersection is located within the City of Santa Clara and ~~is a CMP intersection controlled and maintained by the City of Santa Clara County of Santa Clara.~~ The City has contacted the ~~City of Santa Clara County~~ about this impact and mitigation. The City of Santa Clara does not require mitigation for cumulative impacts. For this reason, the project's contribution to the cumulative impact at Stevens Creek Boulevard/I-280 southbound ramps-Calvert Drive is significant and unavoidable.

Page 102

Revise the text of **Impact C-AIR** as follows:

**Impact C-AIR – 1:** The project (under either scheme) would result in a cumulative impact on regional air quality. Implementation of mitigation measures in **Section 2.2 Air Quality** (MM AIR – 2.1 through 2.4011) would reduce the project's emissions but not to a less than significant level. **(Significant and Unavoidable Cumulative Impact)**

Appendix A, page 8 Revise Table 3.0-1 as follows:

Table 3.0-1 Summary of Development Schemes							
	Proposed Uses						
	Retail (sf)	Athletic Club (sf)	Office (sf)	Senior Housing (units)	Hotel (rooms)	Open Space with a Public Easement (ac)	On-Site Parking (stalls)
<i>Scheme 1</i>	150,000	145,000	100,000	160	150	1.63	<del>1,520</del> <u>1,523</u>
<i>Scheme 2</i>	146,500	---	205,000	160	250	1.63	<del>1,830</del> <u>1,833</u>

Note: sf = square footage, ac = acres

Appendix A, page 9 Replace Figure 3.0-1 with Revised Figure 3.0-1 on the following page.

Appendix A, page 13 Replace Figure 3.0-5 with Revised Figure 3.0-5 on the following page.

Appendix A, page 19 Insert the following text at the end of the paragraph under **3.2.7 Plazas and Landscaping** in the Initial Study (Appendix A of the Draft EIR):

In addition, the project proposes to preserve the existing Aleppo pine (tree #113) on the project site on Stevens Creek Boulevard.

Appendix A, page 22 Revise the text under **3.2.10 Parking** as follows:

### **3.2.10 Parking**

For *Scheme 1*, parking for the proposed uses (including the retail, office, hotel, athletic club, and senior housing) would be provided in surface parking lots, in a five-level parking garage, and in one two-level below ground parking garage. Under *Scheme 1*, a total of ~~1,520~~1,523 on-site parking spaces are proposed (~~260~~235 spaces in surface parking lots and ~~1,260~~1,288 spaces in parking garages). Of the ~~1,520~~1,523 parking spaces, ~~853~~790 would be shared between the office, hotel, and athletic club uses. A total of ~~138~~97 on-street parking spaces are also proposed on Stevens Creek Boulevard, Finch Avenue, and Vallco Parkway. Overall, *Scheme 1* includes ~~1,658~~1,620 on-site and on-street parking spaces.

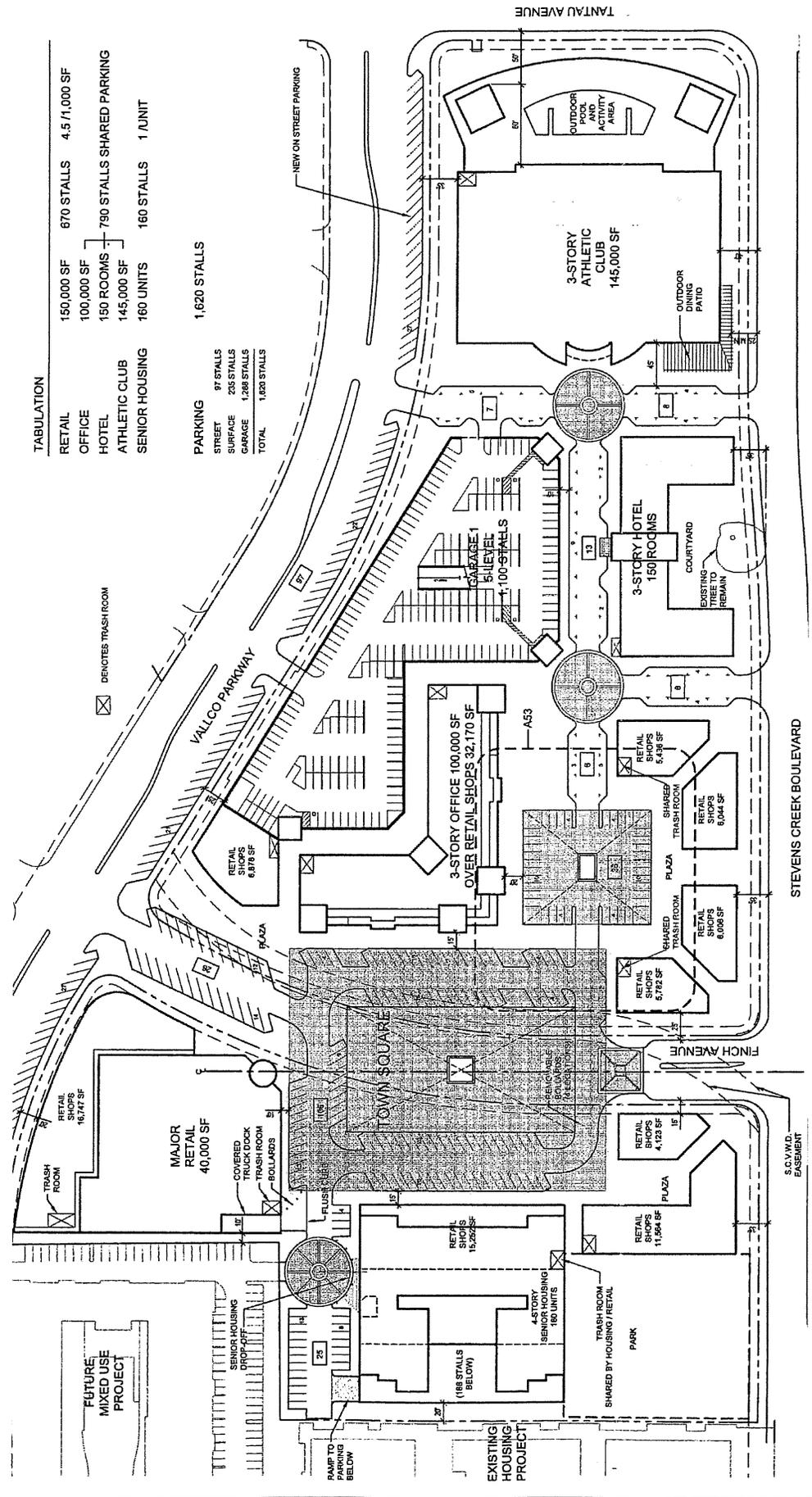
For *Scheme 2*, parking for the proposed uses would be provided in surface parking lots, in a four-level parking garage located at grade, in one two-level below ground parking garage, in one one-level below ground parking garage, and on Stevens Creek Boulevard, Finch Avenue, and Vallco Parkway. Under *Scheme 2*, a total of ~~1,830~~1,833 on-site parking spaces are proposed (~~260~~235 spaces in surface parking lots and ~~1,570~~1,598 spaces in parking garages). A total of ~~133~~92 on-street parking spaces are proposed on Stevens Creek Boulevard, Finch Avenue, and Vallco Parkway. Overall, *Scheme 2* includes ~~1,963~~1,833 on-site and on-street parking spaces.

**TABULATION**

RETAIL	150,000 SF	670 STALLS	4.5/1,000 SF
OFFICE	100,000 SF		
HOTEL	150 ROOMS		790 STALLS SHARED PARKING
ATHLETIC CLUB	145,000 SF		
SENIOR HOUSING	160 UNITS	160 STALLS	1 /UNIT

<b>PARKING</b>	1,620 STALLS
STREET	97 STALLS
SURFACE	235 STALLS
GARAGE	1,288 STALLS
TOTAL	1,620 STALLS



Source: KENNETH RODRIGUES & PARTNERS, INC., 12/5/08.

FIGURE 3.0-1 (REVISED)

SCHEME 1 - CONCEPTUAL SITE PLAN

13.2 cfs under existing conditions to 23.1 cfs under *Scheme 1*.<sup>8</sup> Under *Scheme 1*, the peak runoff from a 100-year storm event would be about 31.6 cfs.

### Scheme 2

The development of *Scheme 2* would result in an increase of impervious surfaces from 2.4 acres to 12.3 acres, and a decrease of pervious surfaces from 16.3 acres to 6.4 acres. The increase in impervious surfaces would result in a corresponding increase in stormwater runoff from the project site. During a 10-year storm event, peak runoff from the site would increase from approximately 13.2 cfs under existing conditions to 23.6 cfs under *Scheme 2*.<sup>9</sup> Under *Scheme 2*, the peak runoff from a 100-year storm event would be about 32.2 cfs.

### Storm Drain Capacity Impacts

Under existing conditions, a 30-inch storm drain line in Vallco Parkway which connects to the existing culvert is over capacity. Under project conditions (either scheme), an 18-inch storm drain line in Vallco Parkway which also connects to the existing culvert would be over capacity. The project proposes to construct 24-inch storm drain lines parallel to the above mentioned 30-inch and 18-inch storm drain lines to divert site runoff from those lines. The proposed 24-inch storm drain lines would connect to the northern portion of existing box culvert in Finch Avenue. In addition, both schemes propose to incorporate bioretention basins, vegetated swales, and hydrodynamic separators to reduce the amount of runoff from the site and improve water quality. With the incorporation of the two proposed 24-inch storm drain lines and best management practices, there would be sufficient storm drain system capacity to accommodate the proposed project.<sup>10</sup> The increase in impervious surfaces on the project site could result in the increase in the one percent flood water surface elevation of the culvert by about 0.05 feet (or 0.6 inches). To avoid an increase in the one percent flood water surface elevation of the culvert, the project proponent proposes to include on-site subsurface storage of peak stormwater flows (as needed).

Appendix A, page 60 Insert the following text before **4.8.2.3 Water Quality**:

**AM HYD – 1.4:** The project shall be designed to detain water on-site (e.g., via buried pipes) as necessary to avoid an increase in the one percent flood water surface elevation of the culvert to the satisfaction of the Director of Public Works.

Appendix A, page 63 Insert the following footnote after the first sentence in the third paragraph:

Currently, 78 hotel room allocations are immediately available in the South Vallco Park area. The remaining 686 hotel room allocations in the South Vallco Park area are earmarked for Cupertino Square through a development agreement that is to expire in August 2009. These allocations may become available for the proposed Main Street Cupertino project after August 2009. To comply with the existing General Plan, the number of proposed hotel rooms could be reduced to 78, the project applicant can negotiate with Cupertino Square to release some of their earmarked hotel room allocations, or the City could convert commercial/retail square foot allocations to hotel room allocations (this was recently done with the approval of a hotel at the Oaks Shopping center).

Appendix, page 86     Insert the following footnote after the second sentence of the last paragraph:

Currently, 78 hotel room allocations are immediately available in the South Vallco Park area. The remaining 686 hotel room allocations in the South Vallco Park area are earmarked for Cupertino Square through a development agreement that is to expire in August 2009. These allocations may become available for the proposed Main Street Cupertino project after August 2009. To comply with the existing General Plan, the number of proposed hotel rooms could be reduced to 78, the project applicant can negotiate with Cupertino Square to release some of their earmarked hotel room allocations, or the City could convert commercial/retail square foot allocations to hotel room allocations (this was recently done with the approval of a hotel at the Oaks Shopping center).

Appendix A

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Comment Letters



STATE OF CALIFORNIA  
GOVERNOR'S OFFICE *of* PLANNING AND RESEARCH  
STATE CLEARINGHOUSE AND PLANNING UNIT



ARNOLD SCHWARZENEGGER  
GOVERNOR

CYNTHIA BRYANT  
DIRECTOR

November 25, 2008

Gary Chao  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014-3255

Subject: Main Street Cupertino  
SCH#: 2008082058

Dear Gary Chao:

The State Clearinghouse submitted the above named Draft EIR to selected state agencies for review. On the enclosed Document Details Report please note that the Clearinghouse has listed the state agencies that reviewed your document. The review period closed on November 24, 2008, and the comments from the responding agency (ies) is (are) enclosed. If this comment package is not in order, please notify the State Clearinghouse immediately. Please refer to the project's ten-digit State Clearinghouse number in future correspondence so that we may respond promptly.

Please note that Section 21104(c) of the California Public Resources Code states that:

"A responsible or other public agency shall only make substantive comments regarding those activities involved in a project which are within an area of expertise of the agency or which are required to be carried out or approved by the agency. Those comments shall be supported by specific documentation."

These comments are forwarded for use in preparing your final environmental document. Should you need more information or clarification of the enclosed comments, we recommend that you contact the commenting agency directly.

This letter acknowledges that you have complied with the State Clearinghouse review requirements for draft environmental documents, pursuant to the California Environmental Quality Act. Please contact the State Clearinghouse at (916) 445-0613 if you have any questions regarding the environmental review process.

Sincerely,

A handwritten signature in black ink that reads "Terry Roberts".

Terry Roberts  
Director, State Clearinghouse

Enclosures

cc: Resources Agency

**Document Details Report  
State Clearinghouse Data Base**

**SCH#** 2008082058  
**Project Title** Main Street Cupertino  
**Lead Agency** Cupertino, City of

---

**Type** EIR Draft EIR  
**Description** The Main Street Cupertino project proposes two development schemes for the 18.7 acre project site. The approval of the project would allow for development under one of these schemes. Scheme 1 proposes up to 295,000sf. of retail uses (including 150,000 sf. of general commercial uses and a 145,000 sf. athletic club). 100,000 sf. of office uses, a hotel with 150 rooms, and 160 senior housing units. Scheme 2 proposes up to 146,500 sf. of retail uses, 205,000 sf. of office uses, a hotel with 250 rooms, and 160 senior housing units.

---

**Lead Agency Contact**

**Name** Gary Chao  
**Agency** City of Cupertino  
**Phone** 407-777-3247  
**email**  
**Address** 10300 Torre Avenue  
**City** Cupertino  
**Fax**  
**State** CA **Zip** 95014-3255

---

**Project Location**

**County** Santa Clara  
**City** Cupertino  
**Region**  
**Lat / Long**  
**Cross Streets** Stevens Creek Boulevard and Tantau Avenue  
**Parcel No.** 316-20-078, 316-20-079  
**Township** **Range** **Section** **Base**

---

**Proximity to:**

**Highways** I-280  
**Airports** San Jose International  
**Railways** UPPR  
**Waterways** Calabazas Creek  
**Schools**  
**Land Use** Land Use: Undeveloped, GP: Commercial/Office/Residential, Zoning: I-Z-83; Mixed Planned Development (General Commercial, Office, Light Industrial, Hotel and Residential)

---

**Project Issues** Agricultural Land; Air Quality; Archaeologic-Historic; Flood Plain/Flooding; Geologic/Seismic; Minerals; Noise; Public Services; Schools/Universities; Sewer Capacity; Soil Erosion/Compaction/Grading; Solid Waste; Toxic/Hazardous; Traffic/Circulation; Vegetation; Water Quality; Water Supply; Wildlife; Growth Inducing; Landuse; Cumulative Effects; Aesthetic/Visual; Forest Land/Fire Hazard; Job Generation

---

**Reviewing Agencies** Resources Agency; Department of Fish and Game, Region 3; Office of Historic Preservation; Department of Parks and Recreation; Department of Water Resources; Caltrans, Division of Aeronautics; California Highway Patrol; Caltrans, District 4; Regional Water Quality Control Board, Region 2; Department of Toxic Substances Control; Native American Heritage Commission

---

**Date Received** 10/10/2008 **Start of Review** 10/10/2008 **End of Review** 11/24/2008

STATE OF CALIFORNIA — BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, GOVERNOR

**DEPARTMENT OF TRANSPORTATION**

P. O. BOX 238660  
OAKLAND, CA 94623-0660  
PHONE (510) 622-5491  
FAX (510) 286-5559  
TTY 711



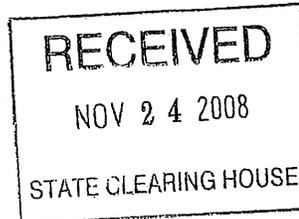
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November 24, 2008

SCL-280-8.37  
SCL280348  
SCH2008082058

Mr. Gary Chao  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014

*Clear  
11-24-08  
e*



Dear Mr. Chao:

**Main Street Cupertino; Draft Environmental Impact Report (DEIR)**

Thank you for continuing to include the California Department of Transportation (Department) in the environmental review process for the proposed project. We have reviewed the DEIR and have the following comments to offer.

**Traffic Forecasting**

Transportation Impact Analysis, page 31, Table 8, Trip Generation Estimates: For the same location and the same kind of land use, the same trip generation rate should be applied.

**Community Planning**

Significant impacts should be reduced even if they can not be fully mitigated. Given the fact that the proposed project will generate over 100 trips during AM and PM peak hours (622 inbound and outbound in the AM peak hour and 1,264 inbound and outbound during PM peak hours for Scheme 1 and 583 inbound and outbound in the AM peak hour and 1,036 inbound and outbound during PM peak hours for Scheme 2) (p. 53-54), and segments of I-280 in the project area are already operating at an unacceptable level of service (p. 60-61), the Department recommends instituting a Transportation Demand Management (TDM) Program in which future employees at the project site can receive transit passes at a reduced rate in lieu of free parking to encourage alternate forms of transportation, providing bike lockers and showers for future employees that choose to bike to work, and reducing the parking requirements. Also, according to Impact TRAN-5 (p. 3), "Implementation of Scheme 1 would significantly impact seven segments on Interstate (I)-280 and implementation of Scheme 2 would significantly impact six segments on I-280 during one of the peak hours." This is considered a Significant and Unavoidable Impact.

The City of Cupertino should consider various measures for reducing the motorized vehicle trip generation from the project. Reducing the parking requirements should be feasible, given that there will be sufficient transportation and land uses, such as the existing bicycle and transit facilities, and office, commercial, and residential development that will serve the project site (See Figure 2.0-3 (p. 40) and 2.0-4 (p. 42)). The project proposes 1,658 parking spaces for Scheme 1 and 1,963 parking spaces for Scheme 2. In order to reduce impacts on the state highway and to promote carpooling, bicycling and public transit use, please reduce parking for retail to 1.50-2.50.

Mr. Gary Chao  
November 24, 2008  
Page 2

promote carpooling, bicycling and public transit use, please reduce parking for retail to 1.50-2.50 parking spaces per 1000 square feet (sf) and for office to 2.00-3.00 parking spaces per 1000 sf, which is the recommended amount per "Reforming Parking Policies to Support Smart Growth," a Metropolitan Transportation Commission study funded by the Department.

In addition, mitigation measures-7.1 and 7.2 (p. 3) state that the City of Cupertino shall work with the Department for Impact TRAN-7: "The proposed narrowing of Vallico Parkway and the addition of the on-street parking would impact the existing bus stop at Vallico Parkway and Perimeter Road." Although we encourage The City to work with the Department, the commuter shuttles are funded by the Bay Area Air Quality Management District, Caltrain and private employers, and are operated by Caltrain. Please make that correction.

Also, attached for your reference are copies of comments provided as part of the early consultation collaborative on the Draft Traffic Impact Report.

Should you have any questions regarding this letter, please call José L. Olveda of my staff at (510) 286-5535.

Sincerely,



LISA CARBONI  
District Branch Chief  
Local Development - Intergovernmental Review

Attachments:

c: State Clearinghouse

STATE OF CALIFORNIA -- BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, GOVERNOR

**DEPARTMENT OF TRANSPORTATION**

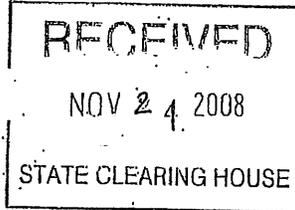
P. O. BOX 23660  
OAKLAND, CA 94623-0660  
PHONE (510) 622-5491  
FAX (510) 286-5559  
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October 21, 2008

SCL-280-8.37  
SCL280348  
SCH2008082058



Mr. Gary Chao  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014

Dear Mr. Chao:

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**Highway Operations**

1. Refer to the 'Final Report', "Transportation Impact Analysis (TIA)", dated September 5, 2008. Figures 7 to Figure 17, Study Intersection #20: Stevens Creek Boulevard / Lawrence Expressway. Please include the "Interstate (I)-280 Northbound (NB) off-ramp" in the Traffic Volume Data, all scenarios of the TIA and related Level of Service Tables. Please incorporate this information into the analysis and submit for our review and comment.
2. The off-ramp approaches to intersections #6, #7, #18, #20, and #21 queue back onto the freeway mainline and impact NB and Southbound I-280. These impacts need to be mitigated.

Should you have any questions regarding this letter, please call José L. Olveda of my staff at (510) 286-5535.

Sincerely,

LISA CARBONI  
District Branch Chief  
Local Development - Intergovernmental Review

bc: LCarboni/ JOlvedas/ LHall, Hwy Ops/ File Chron-File

JLO/jlo

STATE OF CALIFORNIA - BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, GOVERNOR

DEPARTMENT OF TRANSPORTATION

P. O. BOX 23660  
OAKLAND, CA 94623-0660  
PHONE (510) 822-5491  
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October 6, 2008

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SCL280348  
SCH2008082058

Mr. Gary Chao  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014

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Sincerely,

LISA CARBONI  
District Branch Chief  
Local Development - Intergovernmental Review

cc: LCarboni/ JOlveda/ File/ PCox

JLO/jlo

**DEPARTMENT OF TRANSPORTATION**

P. O. BOX 23660  
 OAKLAND, CA 94623-0660  
 PHONE (510) 622-5491  
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November 24, 2008

SCL-280-8.37  
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 SCH2008082058

Mr. Gary Chao  
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 10300 Torre Avenue  
 Cupertino, CA 95014

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Mr. Gary Chao  
November 24, 2008  
Page 2

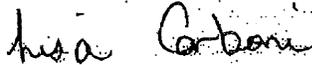
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LISA CARBONI  
District Branch Chief  
Local Development - Intergovernmental Review

Attachments:

c: State Clearinghouse

**DEPARTMENT OF TRANSPORTATION**

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October 21, 2008

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Mr. Gary Chao  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014

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Sincerely,

Handwritten signature of Lisa Carboni in black ink.

LISA CARBONI  
District Branch Chief  
Local Development - Intergovernmental Review

bc: LCarboni/ JOlveda/ LHall, Hwy Ops/ **File** Chron File

JLO/jlo

**DEPARTMENT OF TRANSPORTATION**

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OAKLAND, CA 94623-0660  
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October 6, 2008

SCL-280-8.37  
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Mr. Gary Chao  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA. 95014

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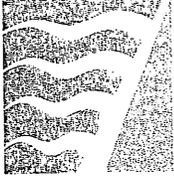
Sincerely,

A handwritten signature in cursive script that reads "Lisa Carboni".

LISA CARBONI  
District Branch Chief  
Local Development - Intergovernmental Review

bc: LCarboni/ JOlveda/ File/ PCox

JLO/jlo



BAY AREA  
AIR QUALITY  
MANAGEMENT  
DISTRICT  
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Tom Bates  
(Secretary)  
Scott Haggerty  
Janet Lockhart  
Nate Miley

CONTRA COSTA COUNTY  
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Mark Ross  
Michael Shimansky  
Gayle B. Uilkema

MARIN COUNTY  
Harold C. Brown, Jr.

NAPA COUNTY  
Brad Wagenknecht  
(Vice-Chair)

SAN FRANCISCO COUNTY  
Chris Daly  
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Liz Kniss  
Ken Yeager

SOLANO COUNTY  
John F. Silva

SONOMA COUNTY  
Tim Smith  
Pamela Torliatt  
(Chair)

Jack P. Broadbent  
EXECUTIVE OFFICER/APCO

November 24, 2008

Gary Chao  
Department of Community Development  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014-3255

Subject: Main Street Cupertino Project Draft Environmental Impact Report

Dear Mr. Chao:

Bay Area Air Quality Management District (District) staff reviewed your agency's Draft Environmental Impact Report (DEIR) for the Main Street Cupertino Project (Project). We understand that the DEIR addresses the potential environmental impacts of two development schemes proposed for the site. Approval of the Project would allow the development of a mixed use center including up to 205,000 square feet of office space, 295,000 square feet of retail, a 250 room hotel, and 160 senior housing units on the approximately 18 acre site.

The DEIR does not evaluate potential impacts from fireplaces at the residential and hotel portions of the Project. The final EIR should provide this analysis unless the Project specifically prohibits the installation of solid fuel burning devices and fireplaces. In the winter months, residential wood burning and wood smoke are major sources of particulate matter (PM) in the Bay Area. Reducing emissions of wood smoke is a key priority for the District to help protect public health and attain state and federal air quality standards. The Bay Area is in non-attainment for the State's PM standards; and we anticipate that the region will be designated non-attainment for the new federal PM standards as well. The District is concerned about the amount of particulate matter that could be produced from wood-burning in future residential uses. This past July, the District adopted a wood burning regulation (Regulation 6, Rule 3) making it illegal to burn wood or firelogs in household fireplaces and woodstoves during a wintertime Spare the Air health advisory. This rule also bans the sale and installation of non-EPA-certified wood-burning devices in new construction or re-models. We recommend that the final EIR quantify potential wood burning impacts. The final EIR should also contain measures to minimize wood smoke emissions such as, at a minimum, supporting compliance with the District's wood burning regulation, or possibly prohibiting the installation of any wood-burning device in new buildings or outdoor areas.

MM AIR 5.2 in the DEIR states that the City of Cupertino shall implement a number of mitigation measures to reduce diesel exhaust emissions. Due to the magnitude of the Project, we recommend that the final EIR include all feasible mitigation measures that minimize construction equipment exhaust emissions, specifically diesel particulate matter, a known carcinogen. Such measures could include, but are not limited to: maintaining properly tuned engines; minimizing the



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idling time of diesel powered construction equipment to two minutes; using alternative powered construction equipment (i.e., hybrid, compressed natural gas, biodiesel, electric); using add-on control devices such as diesel oxidation catalysts or particulate filters; and requiring all contractors to use equipment that meets California Air Resources Board's (ARB) most recent certification standard for off-road heavy duty diesel engines.

The Project's Initial Study quantifies the Project's potential impact on global climate change, however, greenhouse gas (GHG) emissions are not addressed in the DEIR. We recommend that the EIR analyze greenhouse gas (GHG) emissions in accordance with the technical advisory issued by the Governor's Office of Planning and Research, *CEQA and Climate Change: Addressing Climate Change Through California Environmental Quality (CEQA) Act Review*. In addition, the California Air Pollution Control Officers Association (CAPCOA) recently released a resource document addressing GHG emissions from projects subject to CEQA. The resource document, *CEQA and Climate Change*, contains an overview of available tools and models for evaluating GHG emissions and strategies for mitigating potentially significant GHG emissions from projects. The report may be downloaded at <http://www.capcoa.org>. The Project should seek to minimize its contribution to climate change by implementing all feasible mitigation measures to reduce GHG emissions, especially those measures targeting the Project's vehicle miles traveled, as transportation represents approximately 50 percent of the Bay Area's GHG emissions.

If you have any questions regarding these comments, please contact Sigalle Michael, Environmental Planner, at (415) 749-4683.

Sincerely,

  
Jean Roggenkamp  
Deputy Air Pollution Control Officer

JR:SM

cc: BAAQMD Director Erin Garner  
BAAQMD Director Yoriko Kishimoto  
BAAQMD Director Lis Kniss  
BAAQMD Director Ken Ycager

File: 30774  
Calabazas Creek

Re: DEIR for the Main Street Cupertino  
Project

November 24, 2008

Mr. Gary Chao  
Senior Planner  
Community Development Department  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014

Dear Mr. Chao:

Subject: Draft Environmental Impact Report (DEIR) for the Main Street Cupertino Project

Santa Clara Valley Water District (District) staff reviewed the subject document for the proposed development on an 18.7-acre site north of Stevens Creek Boulevard and west of Tantau Avenue, received on October 14, 2008.

The DEIR describes the impacts resulting from the two development schemes for the proposed Main Street Cupertino Project, the difference being the area of retail and office uses between the two schemes. The project will ultimately result in the implementation of one of the two schemes considered in the document.

The proposed development would increase the impervious surfaces on the site from 2.4 acres to 11.9 acres (Scheme 1) and 12.3 acres (Scheme 2), approximately 10 acres. The Initial Study states that the peak runoff from development during a 10-year storm event would increase from approximately 13.2cfs under existing conditions to approximately 23.6cfs under project conditions. The environmental documents should include hydrologic analysis to determine the impacts due to peak flows and volumes for not only 10-year but also for a 100-year flood event. Any increase in runoff due to the proposed development must be mitigated such that there is no increase in the 1-percent flood water surface elevation.

Storm drainage from the site is proposed to be directed through new 24-inch and 18-inch storm drain lines, into Calabazas Creek. The document does not address the impacts to the receiving Calabazas Creek culvert as a result of the increased runoff due to the development.

Conceptual Site Plans for both the schemes show that the retail shops located at the southern end and the northern end are located fairly close to the existing culvert. More specific detailed plans are needed to determine the distance to the culvert itself. However, the District recommends that the retail building structure be setback further to the east to avoid any

Mr. Gary Chao  
Page 2  
November 24, 2008

encroachment of foundation within the easement or on to the box culvert. A minimum distance of approximately 20 feet from the culvert edge to the building is requested to allow for reconstruction of the culvert should it be necessary in the future.

Conceptual Site Plans for both the schemes show a town square, fountain and the parking for the site are proposed within the District's 32 feet wide easement right of way for Calabazas Creek. In accordance with the District's Water Resources Protection Ordinance, activities or modifications within the District easement or fee right of way or affecting District facilities require a permit.

We look forward to the incorporation of these comments in the final EIR and the project plans. I can be reached at (408) 265-2607, extension 2731 or by e-mail at [uchatwani@valleywater.org](mailto:uchatwani@valleywater.org).

Sincerely,



Usha Chatwani, P.E.  
Associate Civil Engineer  
Community Projects Review Unit

cc: B. Goldie, S. Tippets, J. Christie, U. Chatwani, File

30774\_51300us11-24

November 24, 2008

City of Cupertino  
Planning Department  
10300 Torre Avenue  
Cupertino, CA 95014

Attention: Gary Chao

Subject: City File No.: U-2008-1 / Main Street Cupertino

Dear Mr. Chao:

Santa Clara Valley Transportation Authority (VTA) staff have reviewed the Draft EIR for two development scenarios for an 18.7-acre site at the northwest corner of Stevens Creek Boulevard and Tantau Avenue involving a mix of retail, hotel, and housing uses. We have the following comments.

### **Transit Planning and Site Design**

#### Land Use and Site Design

VTA supports the proposed land use mix and site design within walking distance of Stevens Creek Boulevard, a significant transit corridor. The proposed mix of land uses, the inclusion of a significant residential component, the pedestrian orientation of the development, and the inclusion of ground-floor retail along many of the building frontages are consistent with the principles in VTA's Community Design & Transportation (CDT) Manual of Best Practices for Integrating Transportation and Land Use.

#### Intersection Level of Service Impacts and Mitigation Measures – Impact on Bicycle Safety

The Draft EIR text states that one of three measures could be used to mitigate the level of service impact of the project at the Wolfe Road/Vallco Parkway intersection (MM TRAN – 7.1). VTA recommends against implementing option 2 (adding a second, westbound right-turn lane) because it would adversely impact bicycle access and safety. Instead, we suggest that the City require the adoption of option 1 or 3 as a mitigation measure. For more information on best design practices to avoid conflicts between bicycles and vehicles at intersections, please refer Section 5.1.4 of VTA's *Bicycle Technical Guidelines* (BTG). This document may be downloaded from [www.vta.org/news/vtacmp/Bikes](http://www.vta.org/news/vtacmp/Bikes). For more information on bicycle systems and parking, please contact Michelle DeRobertis, Development and Congestion Management Division, at (408) 321-5716.

City of Cupertino

November 24, 2008

Page 2

#### Pedestrian and Bicycle Facility Impacts and Mitigation Measures

VTA supports requiring the project applicant to provide pedestrian crosswalk improvements at Finch Avenue & Vallco Parkway and at the project's eastern driveway & Vallco Parkway, as discussed on page 61 of the DEIR. VTA also supports requiring the project applicant to provide Class I and Class II bicycle parking spaces per the City's Municipal Code. VTA supports bicycling as an important transportation mode and thus recommends inclusion of conveniently located bicycle parking for the project. VTA's *Bicycle Technical Guidelines* provide guidance for estimating supply, siting and design for bicycle parking facilities.

#### Transit Facilities Impacts and Mitigation Measures

The Traffic Impact Analysis in Appendix C notes that the proposed project may impact plans for a future transit corridor being planned for Stevens Creek Boulevard; however, this language is not included in the body of the DEIR. VTA requests that the DEIR discussion on Transit Facilities Impacts (MM TRAN – 7.1) be modified to include language about plans for enhanced transit services along Stevens Creek Boulevard. The DEIR should note that VTA is currently developing a strategic plan for Bus Rapid Transit (BRT) service which could include service along Stevens Creek Boulevard, and it should note that the City of Cupertino's General Plan and VTA have also identified a potential transit station in the Vallco area. We request that the City coordinate with VTA to ensure that any changes proposed for the project's frontage on Stevens Creek Boulevard do not conflict with future VTA plans along this corridor.

#### Current Bus Service

There are two existing bus stops on Stevens Creek Boulevard located adjacent to this development. In order to provide convenient access to transit service, VTA staff recommends that the project include the following improvements:

##### Bus Stop on Stevens Creek Boulevard, west of Tantau Avenue

- A 22-foot curb lane or bus duckout (see attached VTA standards for articulated buses)
- A large 10' X 75' PCC bus stop pavement pad for future articulated buses or BRT
- No trees or planter strips in the bus loading area

##### Stevens Creek Boulevard, west of Finch Avenue

- A 22-foot curb lane or bus duckout (see attached VTA standards for articulated buses)
- A large 10' X 75' PCC bus stop pavement pad for future articulated buses or BRT
- No trees or planter strips in the bus loading area

### **Transportation Impact Analysis**

City of Cupertino

November 24, 2008

Page 3

#### CMP Intersections

Upon selection of a preferred alternative (scheme), VTA recommends early consultation with the County of Santa Clara and VTA staff on the final selection and design of the proposed mitigation measures, including identification of fair-share contribution opportunities, for the impacted CMP intersections as identified in the DEIR:

- CMP ID 5625 Lawrence Exp / Homestead Rd.
- CMP ID 5633 Lawrence Exp / Bollinger Rd / Moorepark Ave
- CMP ID 5636 Lawrence Exp / Calvert Drive (I-280 on-ramp)

#### Parking

The parking study indicates that 1,658 parking spaces would be needed for Scheme 1 and 1,963 parking spaces for Scheme 2. VTA supports the proposed reduced parking supply (based on City of Cupertino's parking supply rates) of 1,790 parking spaces for Scheme 2. VTA strongly encourages shared parking and implementation of transportation demand management programs that encourage use of alternate modes of transportation.

#### Freeway LOS

The freeway analysis indicates impacts of additional trips exceeding 1% of capacity along segments of I-280 between Lawrence Expressway and I-880. VTA suggests early coordination with the appropriate agencies in identifying potential mitigation measures and fair-share contribution opportunities based on VTP 2030 projects in the project area.

#### Transportation Demand Management (TDM)

In order to reduce the number of single occupant vehicle trips generated by the project, VTA requests the city to require implementation of a comprehensive TDM program as a condition of approval or mitigation measure. Effective TDM programs include:

- City-Carshare
- Parking Cash-Out
- Direct or Indirect Payments for Taking Alternate Modes
- Transit Fare Incentives such as Eco Pass and Commuter Checks
- Employee Carpool Matching
- Preferentially Located Carpool Parking
- Bicycle Lockers and Bicycle Racks
- On-site or Walk-Accessible Employee Services (day-care, dry-cleaning, fitness, banking, convenience store)
- On-site or Walk-Accessible Restaurants
- Guaranteed Ride Home Program

City of Cupertino

November 24, 2008

Page 4

We request that the City coordinate with VTA in the identification of appropriate measures to be included in the comprehensive TDM program.

Thank you for the opportunity to review this project. If you have any questions, please call me at (408) 321-5784.

Sincerely,

Roy Molseed  
Senior Environmental Planner

RM:kh

cc: Samantha Swan, VTA  
CU0502



Planning Division

November 24, 2008

Mr. Gary Chao  
 City Planner  
 City of Cupertino  
 10300 Torre Avenue  
 Cupertino, CA 95014

Re: Draft Focused Environmental Impact Report – Main Street Cupertino Project

Dear Mr. Chao,

Thank your for including the City of Santa Clara in the public review process of the Draft Focused Environmental Impact Report (DEIR) for the Main Street Cupertino Project. The Planning Division and Traffic Engineering Division reviewed the document and have the following comments:

**Planning Division**

- **Figure 1.0-3:** Please identify the City of Cupertino/City of Santa Clara border on the Aerial Photograph.
- **Page 59:** Intersections 3, 21, and 26 have been identified to have significant level of service impacts. The LOS for these intersections should be mitigated to background conditions. Also, County expressway plans and the east bound through lane Tier 1C projects should contribute their fair share to regional facilities. The City of Santa Clara has been working with other jurisdictions and the County to determine project's "fair share" contribution to regional facilities. We would be happy to share our methodology if that would be helpful. The City of Cupertino should institute a fair share agreement to address impacts to regional facilities inside and outside of its jurisdictional boundaries.
- **Page 65:** The discussion under the Lawrence Expressway/I-280 southbound ramps-Calvert Drive Intersection Impact states that the City of Cupertino and the County of Santa Clara had not coordinated on an appropriate mechanism for mitigating impacts to this intersection, and therefore the impact is significant and unavoidable. A lack of coordination between jurisdictions is not an acceptable reason to determine a significant and unavoidable impact. The analysis should either identify potential mitigation or a "fair share" contribution toward known regional improvements that would serve as project mitigation. The City of Santa Clara has been working with other jurisdictions to determine project's "fair share" contribution to regional facilities. The City of Cupertino should institute a fair share agreement to address impacts to regional facilities inside and outside of its jurisdictional boundaries.
- **Page 70:** Impact TRAN-5 indicates that the implementation of transportation demand measures would reduce impacts. Please indicate what these transportation demand measures are, or where they can be found.

1500 Warburton Avenue  
 Santa Clara, CA 95050  
 (408) 615-2450  
 FAX (408) 247-9857  
 www.ci.santa-clara.ca.us

- **Page 91:** Please note that Pending Developments 28 and 29 have been approved by the City of Santa Clara. Please refer to the following table for the City of Santa Clara's latest Pending and Approved project list.

**Approved Projects as of July 21, 2008**

<b>Project</b>	<b>Location and APN</b>	<b>Description</b>
Intel SC-13	2250 Mission College Blvd 104-39-021	100,000 sf of office land use
Informix	3925, 3935 & 3965 Freedom Circle 104-40-034, 035	400,000 sf of office land use
Applied Materials	3333 Scott Boulevard, Santa Clara 216-31-080	Existing industrial use redeveloped to 840,000 sf of research & development
3-Com/Cognac Great America	5402 Great American Parkway @ Yerba Buena, Santa Clara 216-31-075	Existing office use redeveloped to 278,000 sf of office/research & development
Yerba Buena/Irvine	5351 Great American Parkway @Yerba Buena, Santa Clara 104-01-057	Vacant/undeveloped site developed to 911,000 sf of office use
Sobrato	2200 Lawson Lane, Santa Clara 224-44-015	516,000 sf of office use
Santa Clara SC- IV Data Center	535-555 Reed Street, Santa Clara 230-03-080	312,000 sf data center
Intel SC-12b Regency	2350 Mission College Boulevard, Santa Clara 104-13-097	100,000 sf of office land use
Intel SC- 14/South Bay Dev	2200 Mission College Boulevard @ Freedom Circle, Santa Clara 104-40-036	400,000 sf of office land use
Hewlett- Packard/Agilent Technologies	5301 Stevens Creek at Lawrence 316-17-018	Existing industrial use redeveloped to 727,500 sf of office and research & development
Shea/UL site	1655 Scott Boulevard at El Camino Real, Santa Clara	Existing industrial use redeveloped to 132 housing units
North San Jose Phase I	North San Jose, CA	Ten rezoning areas to high-density residential development totaling 8,841 residential units, 147,000 sf of commercial use, and 1,488,609 sf of industrial park/office development
Kaiser Hospital	3800 Homestead Road (Westside of Calabazas Creek), Santa Clara	130,000 sf of medical offices
BAREC	90 Winchester Boulevard @ Forest Avenue, Santa Clara 303-17-047	165 apartment units and 110 sf
Valley Fair	2855 Steven Creek Boulevard 274-43-043,071, ETC	678,000 sf expansion of existing shopping center
Prometheus Development	502 Mansion Park Drive, Santa Clara 097-08-024	124 apartment units
Marina Playa	1331-1333 Lawrence Expressway, Santa Clara	Existing office use redeveloped to 277 multi- family units and 63 single family units

Pelio Investments	1525 Comstock Street & 1500 Space Park, Santa Clara 224-08-049, 121	One story data center and enclosed equipment yard. Demo existing building
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**Pending Projects as of July 21, 2008**

Project	Location and APN	Description
Regency Plaza	2350 Mission College Boulevard, Santa Clara 104-13-097	300,000 sf of office use and 6,000 sf of retail use
Augustine Bowers Industrial Campus / Equity Office	2620-2727 Augustine Drive (includes properties on Bowers Avenue and Scott Blvd), Santa Clara	1,969,600 sf of office and 35,000 sf of retail
Low Enterprises	3250 Scott Boulevard 216-29-117	Existing light industrial redeveloped to 215,000 sf of office use
San Tomas Business Park Campus / Harvest Properties	2600, 2800 San Tomas Expressway & 2400 Condensa Street, Santa Clara	1,950,000 sf of office and high-tech lab buildings replacing approx. 690,000 sf of office space.
Sobrato	4301-4401 Great America @ Mission College Blvd, Santa Clara	600,000 sf of office use
Space Park Partners LLC	1525 Comstock Street & 1500 Space Park, Santa Clara 224-08-049, 121	350,000 sf data center
San Francisco 49er Stadium	4900 Centennial Blvd, Santa Clara	Proposed 68,500 seats, expandable up to 75,000 seats
Tasman/Patrick Henry and Old Ironsides	Nine parcels bounded by Tas, PH, Democracy Way, OI	3,000,000 sq. ft of office/R & D
3300 Olcott 224-47-017	Menlo Equities	Construction of new 5-story building with associated site improvement in conjunction with demo existing 2-story building 200,000 SQ.FT.
Kohl/Santa Clara Square	3610-3700 El Camino Real, Santa Clara	Existing shopping center redeveloped to 490 housing units and 171,000 sf of retail use
Fairfield Development	900 Kiely Blvd Kiely and Homestead 290-26-022	806 housing units, 45 SFD, 225 townhouses/ rowhouses and 536 apartments
2585 ECR	2585 El Camino Real, Santa Clara	Mixed-use- 60 dwelling units, 3,300 sq. ft. retail
Hotel Le Grande	2875 Lakeside Drive, Santa Clara	Existing hotel expanding to 170-room hotel/condominium
North San Jose Phase II	City of San Jose	1,500,000 sf of research & development/office space and 5,353 residential units
Swim Center at Central Park	909 Kiely Boulevard, Santa Clara	2 Olympic-sized pools, special event venue
Mission College Master Plan	MC Blvd and Great America Parkway	427,000 sq. ft.

Milpitas Square	190 Barber Lane, Milpitas	900 multi family units and 12,800 sq. ft of retail
Yahoo!	5010 Old Ironsides Drive	3,000,000 sq ft office campus development 13 6-story buildings and 3 2-story common buildings

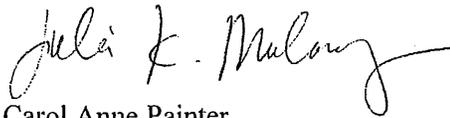
- Please identify how this project complies with AB 32 relating to climate change.

**Traffic Engineering Division**

- At the intersection of Homestead Road and Lawrence Expressway, the County has identified in their Countywide Expressway Plan a Tier 1C improvement to add an eastbound through lane. The Project should contribute a fair share to this improvement
- The Project should provide Class I and II bicycle parking as stated in MM Tran – 9.1 on Page 69.
- The Project should implement TDM measures to reduce vehicle trips.

Please consider our comments when preparing the Final Focused EIR. Again, thank you for including the City of Santa Clara in the review process for the Draft Focused EIR for the Cupertino Main Street Project. Please provide the City of Santa Clara with a copy of the Final Focused EIR for review. We look forward to working with you in the future.

Sincerely,



FOR: Carol Anne Painter  
City Planner

CC: Kevin Riley, Director of Planning  
Rajeev Batra, Director of Public Works/City Engineer

PLEASE RESPOND TO:  
P.O. BOX 8130  
WALNUT CREEK  
CALIFORNIA 94596-8130

101 YGNACIO VALLEY ROAD  
SUITE 450  
WALNUT CREEK  
CALIFORNIA 94596-4094

TELEPHONE: 925.295.3300  
FACSIMILE: 925.946.9912

WWW.MOFO.COM

MORRISON & FOERSTER LLP  
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SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

November 24, 2008

Writer's Direct Contact  
925.295.3310  
DGold@mofocom

Gary Chao  
Department of Community Development  
City of Cupertino  
10300 Torre Avenue  
Cupertino, CA 95014-3255

Re: Apple Inc. Comments to Main Street Cupertino Project DFEIR (City File Nos. U-2008-01, TM-2008-01, ASA-2008-06, TR-2008-08, SCH#2008082058)

Dear Mr. Chao:

This letter is submitted on behalf of our client, Apple Inc. ("Apple") to provide input regarding the *Draft Focused Environmental Impact Report for the Main Street Cupertino Project* dated October 2008 and prepared by the City of Cupertino (the "DFEIR"). Apple owns significant properties in Cupertino, including approximately 56 acres intended for its new corporate headquarters (the "New Campus Site") and its existing corporate headquarters at 1 Infinite Loop (the "IL Campus"). The New Campus Site is bordered by Pruneridge Avenue on the north, N. Tantau Avenue on the east, Highway 280 on the south and the Hampton Apartments on the west. Both the New Campus Site and the Main Street Project site share eastern borders contiguous to N. Tantau Avenue. Apple also owns properties at 10300 and 10400 N. Tantau Avenue, and at 19191 Vallco Parkway. Apple recently acquired 19333 Vallco Parkway. The N. Tantau properties are located near Highway 280, and the Vallco Parkway properties are directly across the street from the Main Street project.

Apple recognizes the substantial positive aspects of the Main Street Project proposal, and Apple supports the general direction of the various Main Street development scenarios. Apple would welcome the opportunity to work with the City and the project's developer, Sandhill Properties, to resolve its concerns in a timely manner.

Apple's primary concerns with the DFEIR are as follows:

***1. The Main Street DFEIR Should Properly Identify and Assume Apple's Proposal for the New Campus Site, as Part of its Cumulative Impacts Analysis.***

As you know, a DEIR's discussion of cumulative impacts should include "past, present, and *reasonably anticipated future projects.*" (*Laurel Heights Improvement Assn. v. Regents of Univ. of Cal.*, 47 Cal. 3d 376, 394 (Cal. 1988).) Similarly, the CEQA Guidelines provide that an adequate discussion of significant cumulative impacts should include a "list of past, present, and probable future projects producing related or cumulative impacts . . ." (CEQA Guidelines §15130, subd. (b)(1)(A).) Apple's proposal to develop its future corporate headquarters on the New Campus Site meets the CEQA requirements for a cumulative project. On April 16, 2006, Apple announced to the Cupertino City Council that it had purchased the New Campus Site and intended to build a new corporate headquarters on it. Apple currently is in the early planning stages for this project. Apple also currently occupies 10300 and 10400 N. Tantau and 19191 Vallco Parkway, and it intends to renovate and occupy 19333 Vallco Parkway, within the next year or so.

Gary Chao  
November 24, 2008  
Page Two

In view of the above, Apple expected that the DFEIR, at the least, would list Apple's sizeable new campus as a "reasonably anticipated future cumulative project" on its list of 34 cumulative projects. It didn't.

We request that the FEIR expressly list the new campus on the cumulative list. Please also confirm that the City's General Plan already assumes that the New Campus Site will be rebuilt to at least replace the approximately 1 million sq. ft. of existing office space. Also, Apple is uniquely positioned to qualify for a substantial portion of the City's retained pool of 150,000 sq. ft. of Existing Major Company Expansion allocations. As a result, it makes sense to assume the New Campus will be built out at a reasonable amount in excess of the existing development on the New Campus Site. It well may be the case that these assumptions were already factored into the DFEIR analysis, and this request to list Apple's future campus as a cumulative project will not change the DFEIR's cumulative analysis.

**2. *The Main Street DFEIR Does Not Adequately Address the Adverse Consequences Related to Transferring Office Development Allocations From the City's Employment Centers.***

As background, the Cupertino General Plan (2000-2020) established a Community Development framework directing various uses to particular Special Centers, such as Commercial Centers or Employment Centers. The General Plan further identifies "Development Allocations" for the City's commercial, office, hotel and residential build out. Apple's IL Campus is within the N. DeAnza Boulevard Employment Center and the New Campus Site is within the Vallco Park North Employment Center. The Main Street Project site is located within the Vallco Park South area, which is a designated "Commercial Center."

The following are our primary concerns with the manner in which the DFEIR addresses this Office Development Allocation and redistribution issue:

- First, the DFEIR correctly acknowledges that Cupertino's General Plan allocates no new office space for the Vallco Park South Commercial Center. (DFEIR at p. 113-114.) Nevertheless, the Main Street project Scheme 1 proposes 100,000 sq. ft. of gross Office Development Allocations, and Scheme 2 proposes to absorb 205,000 sq. ft. of gross Office Development Allocations. At the same time, the DFEIR affirms that the project proponent did not apply for a General Plan Amendment or any other legislative act to add office space allocations to the Vallco Park South Commercial Center. Instead, in order to satisfy CEQA consistency requirements, the DFEIR attempts to reconcile this apparent general plan inconsistency by concluding that transferring an Office Development Allocation of 100,000-205,000 sq. ft. from an Employment Center to a Commercial Center is "insignificant". (DFEIR at p. 114.) To support this conclusion, the DFEIR cites Cupertino General Plan Policy 2-20, which allows some flexibility for assigning allocations to geographic areas "if necessary and if no significant environmental impacts, particularly traffic, are identified." The DFEIR then acknowledges that there are significant traffic impacts resulting from the project, but states that "These transportation impacts would not be unique to this location". DFEIR at page 114.

We respect that cities have latitude to construe their general plans. However, this particular explanation and approach cannot withstand minimal scrutiny, since numerous significant traffic and other project impacts are identified. In fact, the DFEIR Table 6.0-1 checklist undercuts this consistency conclusion by acknowledging that the project is only "somewhat" consistent with the City's General Plan Allocation policies. We believe that a transfer of Office Allocation in the size proposed is inconsistent with the General Plan.

- Further, the DFEIR does not identify from which Special Center the Office Development Allocations will be transferred. From a CEQA standpoint, without this basic information, Apple and the City's

Gary Chao  
 November 24, 2008  
 Page Three

decision makers will not be able to ascertain the extent to which the proposed transfer will trigger environmental impacts.

The clear intent of the General Plan was to support the growth of the Employment Centers by assigning the majority of the new Office Development Allocations to these centers. When Cupertino's General Plan update was adopted in 2005, 94% of the newly created Office Allocations were specifically assigned to the Employment Centers. In fact, the Commercial Centers, including Vallco Park South, actually had Office allocations decreased by 6,675 sq. ft. in the current General Plan. The DFEIR should highlight that, if Scheme 2 is adopted, only 53% of the Office Development Allocations designated in the General Plan would remain for the Employment Centers. Apple is concerned that the proposed allocation transfer approach would be a fundamental shift away from the City's apparent intent to discourage office development within Vallco Park South.

Again, Apple generally is supportive of the Main Street Project, and it strongly encourages the City to find a solution to the Office Allocation issue that does not require significant transfers of Office Development Allocations from Employment Centers. The City might consider the following approaches:

- 1) Apple would support a General Plan Amendment increasing the Office Development Allocations within the South Vallco Center, as well as in the designated Employment Centers.
- 2) In view of the Mixed Use characteristics of this proposal within South Vallco, perhaps the City could find that (a) South Vallco's "commercial" allocations can be utilized for the proposed office uses, without needing to obtain transfers of Office Allocations from Employment Centers, and/or (b) fractional Office Allocations, rather than full Office Allocations, would be appropriate by applying a different traffic equivalency factor to this area.

Irrespective of which approach the City ultimately considers, Apple is more supportive of Scheme 1 (and its health club use) rather than Scheme 2. Also, Apple wants to ensure that the City fairly applies comparable exaction and mitigation requirements to the use of Office Allocations, whether existing or new, and whether utilized within a designated Employment Center, or within South Vallco.

**3. *Apple is Concerned With the Proposed Reductions to Traffic Lanes on Vallco Parkway and Requests That the EIR Clarify its Analysis of This Proposal.***

The Main Street Project proposes to reduce the existing width of Vallco Parkway from 6 traffic lanes down to 2 traffic lanes, and add angled parking on both sides of the street. (See DFEIR § 2.0, p. 55.) Apple requests that the City reconsider this proposed circulation modification for the following reasons:

- It is unclear whether the assumptions used by the DFEIR traffic analysis accurately reflect the capacity or user profile of the Apple staff working at 19191 Vallco Parkway, or assume full occupancy of 19333 Vallco Parkway. Please confirm.
- We request that the long-term suitability of the proposed Vallco Parkway reductions more fully consider the cumulative impacts and anticipated future growth within the properties abutting Vallco Parkway. Apple is concerned that a short-term decision to narrow lanes within Vallco Parkway by 66% will have to be reversed a few years later. The Apple properties on Vallco Parkway have FARs of .39-.40, and similar properties in the region are being redeveloped with FARs of .80. We request that the FEIR consider the extent to which the proposed modifications to Vallco Parkway could compromise the reasonable future expansion of the Apple properties and threaten future infill developments in the area.

Gary Chao  
 November 24, 2008  
 Page Four

- The Main Street Project is an 18.7-acre site with approximately 4,800 lineal feet of public street frontage. Due to Highway 280 and other fixed site constraints, the combined Apple properties (25.5 acres) on the north side of Vallco Parkway share only approximately 1,450 lineal feet of public street frontage, which translates to only 22% of the Main Street Project street frontage, based on site area. Apple is concerned that this roadway reduction will exacerbate the existing site access constraints of Apple's sites. We request that the FEIR provide more comprehensive analysis as to the long-term site access impacts to these properties.
- Apple is concerned that the proposed single lane traffic and diagonal parking along Vallco Parkway likely will cause a significant level of service degradation and delays, particularly where there is only a single lane of traffic. Apple requests that the FEIR include additional analysis concerning delays within affected intersections and the viability of accessing adjoining parking lots.

These concerns should be fully addressed in the DFEIR's traffic analysis. Based on this expanded analysis, we request that the City establish a decision making process involving the multiple property owners potentially affected by this major proposal to reduce the width of a public street.

**4. *Apple Requests That the FEIR Provide Additional Aesthetic Analysis Concerning the Proposed 5-Story Parking Garage Façade Fronting on Vallco Parkway***

The northeast façade of the Main Street Project's 5-story parking garage appears to be the dominant visual feature on Vallco Parkway between North Tantau Avenue and Finch Avenue. Moreover, directly in front of the proposed parking garage, Vallco Parkway angles northward, thereby presenting the full length of the parking garage façade into the field of vision for drivers and pedestrians approaching from the east. This visual dominance is further emphasized by the proposed 5-story garage height and by the minimal 25' setback of the garage façade from the street edge. We note that the other Main Street Project street setbacks are typically 35'.

Apple is concerned that the DFEIR does not adequately address the far-reaching visual and aesthetic impacts on the Vallco Parkway streetscape. We request that the FEIR include elevations, renderings or massing studies enabling Apple to assess whether or not the garage's massing or façade treatments are appropriate and will improve the visual environment, or detract from it.

Apple is concerned that the garage design not contribute to Vallco Parkway feeling like a lifeless "back alley," conflicting with the City's streetscape goals and policies. By way of example, the proposed parking garage appears inconsistent with Policy 2-14, Strategy 3 of the General Plan, as indicated on page 112 of the DFEIR: "Building and Site Design Strategy 3: Parking Placement in New Development. Place parking out of sight, behind or underneath buildings." The two development schemes propose a total of either 1,520 or 1,830 parking spaces, with the vast majority, or 1,100 of those spaces, in the 5-story parking garage fully visible above grade.

Apple requests that the FEIR analyze whether a greater portion of the parking can be sited below grade to make the project consistent with the City's General Plan Design Strategy 3. At a minimum, please consider whether two of the five stories of the parking garage could be located below grade. Below grade parking could extend beneath the retail component adjoining the garage, and parking could also be located beneath the health club, similar to the office parking in Scheme 2. It also may be possible to develop the northeast garage façade with a visually more attractive use to avoid a "blank garage façade syndrome."

We request that the FEIR consider the Main Street Project parking garage façade in relation to the design treatment that was applied to the Stevens Creek Boulevard and Town Square façades. At a

Gary Chao  
November 24, 2008  
Page Five

minimum, we request the FEIR provide the following additional information regarding the proposed 5-story garage (and an alternate garage that locates two of the garage's 5 levels below grade):

- Massing Studies (as viewed from the street level);
- Rendered Elevations (similar to the other elevations submitted);
- Façade Concept Drawing (similar to the other façade concept drawings submitted);
- Rendered perspective looking at the northeast garage façade, viewed as one approaches from the Vallco Parkway/Tantau intersection;
- Cross-section through the proposed garage, perpendicular to its northeast façade, through Vallco Parkway to the face of the Apple office building on the north side of Vallco Parkway, showing the proposed street edge and streetscape design.

**5. *Apple Proposes That Areawide Landowners Join in a Vallco Parkway Streetscape Design Process, if a Single Streetscape Design is Intended for all of Vallco Parkway***

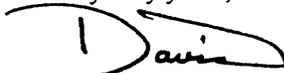
The DFEIR indicates that the Main Street Project is consistent with the Design Guidelines proposed by the South Vallco Master Plan for the Vallco Parkway streetscape. (DFEIR, p. 113.) Apple notes that these Design Guidelines are very conceptual in nature and do not identify specific plantings, signage, materials, street furniture or lighting. If the City intends for there to be a single streetscape design for all of Vallco Parkway established by the Main Street Project, then Apple requests that the City provide other Vallco Parkway landowners with the opportunity to provide input regarding streetscape design, including the landscaping, signage, street furniture or lighting elements.

**6. *Sewer Capacity.***

For both development schemes, the Main Street Project proposes to connect to existing utility (water, storm drain, and sewer) lines and install two new 24-inch storm drain lines to the existing Calabazas Creek culvert. Additionally, if a sanitary sewer flow test determines that the Main Street Project would exceed the capacity of the existing sewer lines at or downstream of the site, the Main Street Project would require larger sewer lines and connections downstream in Tantau Avenue from I-280 to Pruneridge Avenue. The New Campus Site is within the area between I-280 and Pruneridge Avenue and likely would also be served by this sewer line. Apple requests that the sanitary sewer flow test account for flow from the proposed Apple Campus, or at least treat the site as fully occupied rather than reflect existing vacant space.

On behalf of Apple, we appreciate the opportunity to provide these comments on the Main Street Project DFEIR.

Very truly yours,



David A. Gold

cc: Steve Piasecki  
Kelly Kline  
Steve Cook  
Jim Fowler  
Mike Foulkes