

**AMENDMENT NO. 1  
TO THE AGREEMENT FOR SERVICES  
BETWEEN THE  
CITY OF SANTA CLARA, CALIFORNIA,  
AND  
WALLACE ROBERTS & TODD, LLC**

**PREAMBLE**

This agreement ("Amendment No. 1") is entered into between the City of Santa Clara, California, a chartered California municipal corporation (City) and Wallace Roberts & Todd, LLC, a Delaware Corporation (Consultant). City and Consultant may be referred to individually as a "Party" or collectively as the "Parties" or the "Parties to this Agreement."

**RECITALS**

- A. The Parties previously entered into an agreement entitled "Agreement for Services Between the City of Santa Clara, California, and Wallace, Roberts & Todd, LLC," dated October 17, 2019 (Agreement); and
- B. The Parties entered into the Agreement for the purpose of having Consultant prepare a Downtown Precise Plan, and the Parties now wish to amend the Agreement to expand the scope of services and corresponding maximum compensation.

NOW, THEREFORE, the Parties agree as follows:

**AMENDMENT TERMS AND CONDITIONS**

- 1. Section 6 of the Agreement, entitled "Compensation and Payment," is amended to reflect a revised maximum compensation value of eight hundred seventy-eight thousand, three hundred forty-six dollars (\$878,346).
- 2. Exhibit A of the Agreement, entitled "Scope of Services," is updated by appending the attached "Addendum to Scope of Services" to add new tasks to the original scope.
- 3. Exhibit B of the Agreement, entitled "Schedule of Fees," is amended to reflect a revised maximum compensation value of eight hundred seventy-eight thousand, three hundred forty-six dollars (\$878,346).
- 4. Except as set forth herein, all other terms and conditions of the Agreement shall remain in full force and effect. In case of a conflict in the terms of the Agreement and this Amendment No. 1, the provisions of this Amendment No. 1 shall control.



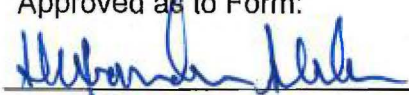
The Parties acknowledge and accept the terms and conditions of this Amendment No. 1 as evidenced by the following signatures of their duly authorized representatives.

**CITY OF SANTA CLARA, CALIFORNIA**  
a chartered California municipal corporation

Approved as to Form:

Dated:

10/21/21

  
OFFICE OF THE CITY ATTORNEY  
CITY OF SANTA CLARA

  
DEANNA J. SANTANA  
City Manager  
1500 Warburton Avenue  
Santa Clara, CA 95050  
Telephone: (408) 615-2210  
Fax: (408) 241-6771

"CITY"

**WALLACE ROBERTS & TODD, LLC**  
a Delaware Corporation

Dated:

09.02.21.

By (Signature):

Name: James Stickley

Title: Principal

Principal Place of Business Address: 478 Tehama Street, Suite 2B  
San Francisco, CA 94103

Email Address: [jstickley@wrtdesign.com](mailto:jstickley@wrtdesign.com)

Telephone: (415) 575-4722

Fax: (215) 732-2551

"CONSULTANT"

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### **Addendum to Scope of Services**

The following tasks are to be included as additional services. A detailed description of these tasks is included in the attached proposal, entitled "DCTF Requested Additional Services" dated May 10, 2021, as presented to the City Council in RTC 21-667 on May 25, 2021.

<b>Task</b>	<b>Fee</b>	<b>Timing</b>
1 Form-based Zoning Code	\$118,600	7 months
2 Precise Plan Financing Analysis	\$103,700	4 to 6 months
3 Downtown Management Entity	\$21,000	2 months
4 Project Design Review	\$3,900	Ongoing
5 Additional DCTF Meetings	\$4,400	Ongoing
<b>Total:</b>	<b>\$251,600</b>	<b>7 months</b>

An additional \$48,400 is being included in the contractual maximum compensation as a contingency to cover any unforeseen added Downtown community Task Force (DCTF) meetings, community outreach, or additional analysis. Use of this contingency shall be approved in writing by the City of Santa Clara's project manager prior to commencement of work.

In no event shall the maximum compensation under this contract for any and all services exceed eight hundred seventy-eight thousand, three hundred forty-six dollars (\$878,346), subject to annual budget appropriations.





## MEMORANDUM

To: Lesley Xavier  
Principal Planner, City of Santa  
Clara  
Via email

Date: May 10, 2021

From: Peter Winch  
Project Manager, WRT

Ref. No.: 08334.01

Project: Santa Clara Downtown Precise  
Plan

Re: DCTF-Requested Additional  
Services

CC: Jim Stickley  
Principal, WRT

Dear Lesley,

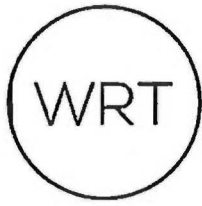
The Downtown planning process has reached an exciting stage where the shape of the future downtown is coming into focus and excitement is building to create something that is a true reflection of this unique community. The Task Force and City are showing leadership in starting to think pro-actively about the next steps towards implementation and making sure that those steps lead to the best possible outcomes for a successful downtown.

At DCTF direction, the Consultant team described ten potential tasks that could augment and strengthen the Precise Plan. The Task Force considered these options, and decided to recommend five of these for additional City funding. On April 6, City Council asked for the Task Force and Staff to return with more a more detailed proposal for these scope items:

- Form-based Code
- Sign Ordinance for Downtown
- Area Development Impact Fee Program
- Project Design Review (1-2)
- Additional DCTF Meeting (1-2)

Subsequently, DCTF also requested that an additional task, "Downtown Management Entity," be included.

These additional services are presented here; the form-based code and sign ordinance are presented as one combined effort. The total Consultant fee for these proposed tasks is \$251,600, including labor and reimbursable costs. The tasks are expected to be completed within a 7-month



## MEMORANDUM

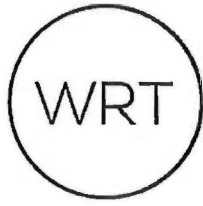
timeframe. We recommend these scope items can proceed as soon as funding is available, and all will benefit from occurring in tandem with the Precise Plan itself. It is not essential for outcomes of these tasks to be included in the Precise Plan. However, we do recommend that the Task Force make themselves comfortable with the level of oversight needed for tasks running concurrently, to allow the Task Force to be fully involved in each part of the process. A project schedule showing the potential alignment between existing and proposed scope items is included as an attachment.

### Summary of Proposed Additional Services

<i>Task</i>	<i>Fee</i>	<i>Timing</i>
1 Form-based Zoning Code	\$118,600	7 months
2 Precise Plan Financing Analysis	\$103,700	4 to 6 months
3 Downtown Management Entity	\$21,000	2 months
4 Project Design Review	\$3,900	Ongoing
5 Additional DCTF Meetings	\$4,400	Ongoing
Total	\$251,600	7 months

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## MEMORANDUM

### **Santa Clara Downtown Precise Plan Potential Additional Services, May 10, 2021**

#### **1. FORM-BASED ZONING CODE**

David Sargent Town Planning (DSTP) and WRT will collaborate with the Downtown Community Task Force (DCTF) and the City in preparing a form-based development code for the Plan area. Such a code could be adopted as part of the Precise Plan document, or could be adopted as new form-based zones that are integrated into the City's municipal code.

One advantage of adopting the standards as new form-based zones is that if one or more of the zones proved useful in other parts of town – for instance in some segments of El Camino Real – that zone could simply be applied to that area with a zoning map amendment.

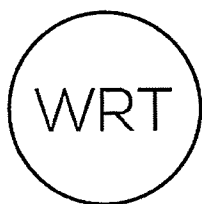
We attach for reference the most recent Code we have prepared, for a plan in Claremont that has many characteristics in common with the SCDPP area. The area is around 20 acres and the Plan seeks to make “more downtown” on a more or less vacant site that is adjacent to low-density residential neighborhoods. The Code we propose to make for Santa Clara would be similar to this code in many ways, but of course customized as necessary to implement the intentions of the SCDPP, and integrated with Santa Clara's policy and regulatory framework.

The document will be prepared using Adobe InDesign and delivered in PDF format. We strongly recommend that the Code be published online as a PDF and not disassembled to be hosted on an online publishing platform (like Municode or Code Publishing). We have a lot of experience with this, and unless these services have made significant advancements in their technology in the past year, the way they organize codes as running text and occasional pictures renders a form-based code nearly unusable. The state of the art is still simply having a link wherever the municipal code is hosted that connects to a web server (likely the City's website) where the PDF is viewable and downloadable as a competently formatted document.

The DSTP/WRT Team (“the Team”) proposes to organize this work into the following tasks:

**Task 1.1: Project Initiation and Scope Confirmation**

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## MEMORANDUM

1.1a - Kick-off Meeting: To initiate this phase of work, the Team will meet with City staff to confirm major tasks and deliverables, discuss overall schedule, establish communication protocols between DSTP, WRT, City Staff and the DCTF, and discuss/confirm any other relevant administrative protocols needed to progress this work efficiently.

1.1b - Vision Confirmation: The Team will work collaboratively with the DCTF and City staff to refine and confirm the vision for the SCDPP Area (Plan Area); as it relates to street types, public space types, building massing schemes, frontage types, and parking configurations. We are confident that this effort can be integrated seamlessly into the ongoing Precise Plan work. We believe that the rigor and organized decision making required to build the framework for such a Code will be very helpful clarifying the range of possibilities for each block, street, and open space in terms of the height, use, massing, and frontage character of new development.

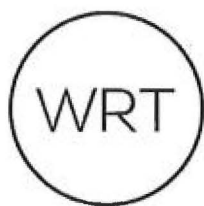
As shown in the proposed budget (attached), the Team anticipates that Task 1 would occur in three iterations, including calls with City staff and then meetings with the DCTF at the end of each iteration. It will be very important to reach consensus with the DCTF at this stage, confirming the vision and agreeing upon regulatory parameters and typologies. We also suggest that the Committee's role in subsequent tasks/stages of Code preparation be diminishing from task to task, as the work from here forward shifts from the general vision to the making of a rather technical document to communicate that vision and those intentions to design professionals and ensure its realization.

We strongly recommend that this task commence as soon as practical, and run concurrently with the confirmation of the Vision and Plan in the Precise Plan.

1.1c - Code Format/Technique Confirmation: Concurrently with Task 1.2, and based on our other recent code work, DSTP will prepare style sheets and a Code outline for review by WRT and City staff. DSTP will conduct meetings with WRT and City staff. Topics addressed will include the structure, content and format of the Code, the schedule for coordination with the Plan and EIR, and the method by which it would be adopted.

DSTP often also prepares Design Guidelines that are coordinated and integrated with but distinct from the Code, addressing topics that are better addressed with parameters and clear intentions rather than hard numerical standards. Decisions regarding which topics would be so addressed, and

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## MEMORANDUM

in what degree of detail will be important in this task. This should be presented to the DCTF only at a high level, not in detail for their input. Keeping the standard/guideline distinction clear is also helpful in meeting new State requirements for Objective Design Standards.

As the DCTF has shown interest in a Sign Ordinance for Downtown, we propose that such standards and guidelines be included in the Code, as is our standard practice (see the attached Claremont Code). Rather than incorporating sign standards and guidelines for Downtown into the City's existing sign ordinance, we recommend that succinct language be added to the existing ordinance which states that the Downtown Code supersedes any City-wide standards for properties within the Downtown Plan Area.

We strongly recommend that Task 1.1 – and also Task 1.2 if possible – be completed prior to, or concurrently with, the finalization of the Project Description for the EIR, for reasons described in the Rationale for Concurrent Plan and Code Preparation section below.

1.1d - Scope Confirmation / Adjustments: Based on direction confirmed in Tasks 1.1b and 1.1c, DSTP, WRT and City Staff would agree upon any necessary adjustments to the overall scope, schedule, and budget, which would be finalized (as/if needed) by an amendment to this proposed scope and fee.

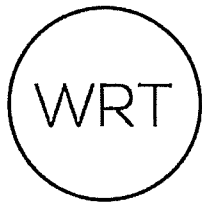
### Task 1.2: Code Preparation & Adoption

1.2a - Administrative Draft Code Preparation: Based on the confirmed vision and form parameters from Task 1, and decisions regarding code structure and format and method of adoption in Task 1.1, DSTP will prepare a first administrative Draft Code. DSTP will be in close touch with WRT and City staff as we prepare and calibrate the Draft Code, and will submit it to WRT and City staff concurrently. DSTP will make revisions as requested by WRT and the City based on their review. The Draft Code can also be presented to the DCTF, but we recommend they not be asked to provide detailed comments on the techniques of the Code.

After City staff have had the chance to review the Draft Code in detail, we recommend a working session of 2 or 3 hours in which we can engage a number of staff to review the process by which projects will be evaluated in relation to the Code.

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At a time agreed upon with City staff, WRT and the DCTF, STP will prepare for and help to lead a community workshop in which the intent, structure and standards of the Draft Code will be presented for questions and comments and community input. The PowerPoint presentation prepared for this workshop will weave together the community vision and preferred alternative as documented in the ongoing Precise Plan process, and focus on how the Code will help to ensure that new private development and public realm improvements are well-coordinated, designed and calibrated to deliver that vision, one project at a time.

We suggest that this Workshop might also be, perhaps, a Planning Commission Study Session, perhaps jointly with the DCTF and/or City Council rather than simply a community workshop. Such sessions can be more effective if chaired by the Mayor or Planning Commission Chair rather than led only by City staff and consultants. STP attendance at the workshop is expected to be virtual rather than in-person.

1.2b - Public Review Draft Code Preparation: Based on the comments received from WRT and City staff, DSTP will refine and complete the Draft Code, so that it may be available for public review concurrently with the Precise Plan and EIR. We will deliver a "Screencheck Draft" to WRT and City staff and make minor refinements or corrections prior to its release for public review.

If requested, the Team will participate in a Planning Commission workshop or joint Commission/Council study session to present the Code and answer questions. DSTP will then make a final round of refinements to the Code based on public and decision-maker input and City staff direction.

At a time agreed upon with City staff, WRT and the DCTF, STP will prepare for and help to lead a community workshop in which the Public Review Draft Code will be presented for questions and comments and community input. We suggest that a joint study session of the City Council and Planning Commission could be a good format for this Workshop. STP attendance at the workshop is expected to be virtual rather than in-person.

1.2c - Code Adoption: The Team will participate in one Planning Commission and one City Council hearing to assist City staff in presenting the Plan and Code. DSTP will make final minor revisions to the Code in response to comments and deliver the final document in PDF format – a high-resolution file for double-sided color printing and a hyperlinked web-ready file of the spreads.

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## MEMORANDUM

If the City determines to adopt the new zones (we anticipate one to three zones, depending on decisions reached in Task 2) within the Santa Clara Municipal Code (SCMC) it is likely that some City staff time will be required to complete the integration of procedures and general standards with other section of the SCMC.

### Potential Reimbursable Expenses

Due to the uncertainty of travel during this time, we assume that attendance at meetings and workshops will be virtual rather than in-person. As/if travel protocols change during the course of this work, and physical attendance is requested, we provide an estimated cost-per-trip (for travel and lodging) which are not included in the base budget.

### Proposed Professional Fees

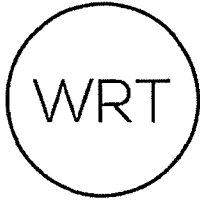
We propose to provide the services outlined above on a time and materials basis, per the estimates shown on the attached spreadsheet. We will not exceed those fees without providing the City with advance notice in writing of the potential for additional time and fees, and an explanation of the reasons such appear likely. The time required for preparation of the Code is quite predictable based on our extensive experience, but the time required for meetings with City staff, the DCTF and others is much less predictable. And it has been our observation to date that the ratio of meeting time to plan preparation in this situation is quite high. Our fee proposal is intended as a "realistic/efficient" process projection, not a "worst case" estimate.

More could be provided if necessary and public health conditions permitting, at an additional cost. We will bill such expenses at our actual cost with no administrative markup.

### Rationale for Concurrent Plan and Code Preparation

DSTP strongly recommends that the Code be prepared concurrently with the completion of the Plan. To do otherwise, based on many years of experience in this area, would be at the least to miss an opportunity, and could also add significantly to the time and cost while significantly reducing the quality of the documents and confusing City staff, DCTF, and the public.

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## MEMORANDUM

Listed below are the top few advantages of preparing the Plan and Code concurrently, iteratively, and collaboratively.

Support the Precise Plan Completion: The process of breaking down the "vision" that we have been sneaking up on for so long into a system (a.k.a., Plan and Code) could be greatly helped by helping the City and DCTF in thinking of the Plan as a "kit of parts" from which the once and future downtown should be made. And those "parts" are of course typological – building/massing types, street types, frontage types, use types, parking configurations, etc. – not "predesigned buildings." That is what making a code is all about. We always describe the process as "reverse engineering the vision into a kit of parts, and a process for assembling them into a place." That is what needs to be done, now, even just to finish clarifying the vision for the Plan, and might as well also be used to establish the Code also.

Support Predictability and Cohesion: The process of making a code compels all parties to consider the options, and to make choices that rule certain things in, rule certain things out, and clarify the range of potential outcomes within which they'd be happy, and outside of which they would not be. Most general and many specific plans in California have for far too long stopped at the fuzzy "vision" level, which then leaves it up to each person's own imagination what those nice words might mean – "neighborhood scale", "sustainable", "high quality design", etc. (Except for the things that can be easily quantified, like building height, setbacks, FAR, DUA, see below.) So then in some later discretionary review process, whoever happens to be the director or on the Planning Commission or City Council makes decisions based on what those words mean to them at that time in that context. The result is a very unpredictable process that discourages highly qualified developers, adds time and cost to the process, and yields inconsistent results, such that two buildings which were each deemed "ok, let's approve it" next door to one another just look odd next to one another.

Avoid "Planning Fatigue": The precise plan process has been underway for a long time already. If it were brought to a conclusion without the Code, the process of gaining consensus on the Code would seem to most like déjà vu all over again. All the same topics would be re-covered, bringing up all the same concerns, requiring all the same decisions to be made, and leading to a lot more DCTF meetings rehashing the same things and perhaps second-guessing some, leading to amendments to the new Plan.

JKS

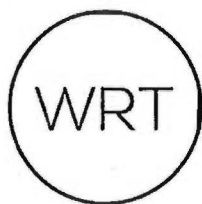


## MEMORANDUM

Avoid Conflicting Metrics/Environmental Analyses: As I mentioned to Jim – and to Manuel and Andrew as well when they wanted to speak with me – regulation by building form is not the same thing as regulating by FAR and DUA. And as is so clear from all the DCTF discussions to date, what the committee is most concerned about – and appropriately so – is the form and character of the blocks, buildings, and streets. The form-based code is a tool that operates directly on what they care about the most. FAR and DUA are very useful metrics at the general plan level, or even at a large specific plan level for CEQA analysis. But at the scale of the building and the block they are worse than useless. For instance:

- A 4 and 5-story mixed-use project on a 2-acre site (a 300 x 300 foot block) might yield 150,000 gross square feet of habitable building area. That would be an FAR of about 1.7.
- If the ground floor (which would be smaller in usable area than upper floors due to parking) were 15,000. S.f., the non-residential FAR would be 0.10. And if the remaining 135,000 s.f. were housing, and the average gross square feet per dwelling were 1,000 s.f. parked at 1.75 spaces per unit that would be 135 units with 236 parking spaces and 67.5 DUA.
- If the exact same building and parking were organized with smaller units at 700 g.s.f. per unit, that would be 193 units parked at a ratio of 1.22 spaces per unit, and 96.5 DUA.
- It would be reasonable to anticipate that the number of residents in the smaller unit scenario would be about the same in both cases, with the same number of cars. And very likely LESS traffic generated, as the smaller units with less parking per unit would tend to attract a demographic more interested in using transit and active transportation and enjoying a pedestrian-oriented urban lifestyle.
- In our plans and codes we do NOT regulate by DUA. The EIR project descriptions are based on well-reasoned assumptions regarding average DUA and numbers of units. The Plans sometimes stipulate a cap on total units in the district – which if exceeded at some point might require further CEQA review – but the standards do not regulate by DUA per building or per block. They regulate by building size, scale, massing, form, use, and frontage, which is what we've been discussing with the DCTF for so long.
- The specific intention of a Plan for a downtown is to "pack as much development as possible into a compact area without making a mess." Whereas all the plans they have made for decades intend to spread development out to avoid localized "congestion", under the suburban/CEQA assumption that "the solution to pollution is dilution".

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## MEMORANDUM

Regulation by DUA is very good at that, and that is what has sprawled cities out over the region and is killing the planet.

Of course, we know that you understand these metrics and principles as well as or better than we do, and we're focusing here on the linkage between these metrics as they may be present in the Plan and the EIR, and the development standards. Our concern is that if the Precise Plan and EIR were completed ahead of the Code work – regulating "density" by DUA as most suburban cities do – and then we came in suggesting that it be regulated by building mass and volume, it could cause great concern and consume large amounts of time and political capital. And might very well require amending the EIR or arbitrarily limiting DUA, as many people would assume such a change was to let developers "get away with something." If fact, if you limit DUA, what you get is large units, which may or may not foster the housing catering to urbanites who want to use transit and local businesses more and drive less.

### Meetings

- Kick-off meeting
- Meetings with DCTF (up to 3)
- Staff working session on Admin Draft Form-based Code
- Planning Commission workshop or joint Planning Commission/City Council study session
- Check-in calls with Staff as needed

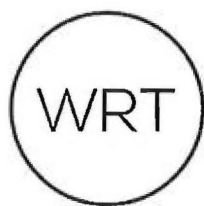
*All meetings are assumed to take place remotely.*

### Deliverables:

- Admin Draft Form-based Code
- Screencheck Draft
- Public Review Draft
- Final Form-based Code

Cost: \$118,600





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Timeframe: Approximately 7 months

### 2. PRECISE PLAN FINANCING ANALYSIS

This task will provide the analytic basis for identifying the appropriate financing strategy and implementation tools for the Precise Plan. The key subtasks are described below.

#### Task 2.1 Infrastructure Needs Analysis

The WRT team will identify the backbone utility and transportation infrastructure plan to accommodate buildout of the Plan Area and associated costs. The analysis will also determine the nexus between infrastructure improvements and planned development in the event that infrastructure improvements address an existing deficiency or new demand from growth outside the plan area. The work will build off the infrastructure program developed in the Precise Plan and will introduce new, more detailed infrastructure needs and cost analysis. The WRT team will interview Public Works and Utility Agency representatives as needed to verify planned capital improvement projects that will be necessary to support development in the plan area.<sup>1</sup>

The first step in this task, to be led by WRT, will be to refine the development plan to establish land use mix and density for each block in the Precise Plan area. This may require setting a low and high range by use type to account for land use flexibility. This will serve as the basis for establishing transportation and utility demands. WRT will also refine the conceptual design of planned streets to a level that will allow reasonable cost estimation.

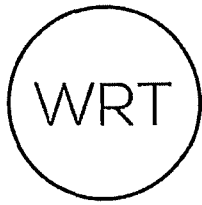
To establish transportation needs, Kimley-Horn will:

- (1) Identify roadway and traffic improvements necessary for the site based on the recommendations of the Precise Plan
- (2) Prepare a cost estimate for each roadway improvement. This will include:

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<sup>1</sup> The budget estimate assumes regional utility studies and modeling, utility design, surveying, and plan production are not included in this scope.

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- Estimating the number of AM peak hour, PM peak hour, and daily trips to be generated by the proposed project. A trip distribution and trip assignment for the use will be estimated based on information provided by the City, historical traffic counts in the area.
  - Determining the background volume at intersections and for roadway segments being improved.
- (3) Develop Fair Share calculations for each improvement project identified. This will include:
- Calculating the fair share proportion for the project based on the number of daily vehicle trips that utilize the future intersection. This will be calculated based on the approach specified by the City in their Impact Fee Nexus Study – Fair share % = project trips/(background + project trips).
  - Determining the fair share cost estimate using the fair share percentage by the total project cost.
- (4) Prepare a technical memorandum for preliminary review. The draft memorandum will include text, charts, and figures describing our process, assumptions, and results. The memorandum will specifically detail impacts directly connected with project traffic and recommended improvements, if needed. Based on comments received on the draft memorandum, the memorandum will be revised and a final traffic memorandum will be prepared and submitted.

To establish utility infrastructure needs, CSW/ST2 will:

- (1) Re-engage the City staff to confirm the infrastructure needs beyond the development area. This could require running of computer models related to water and sewer service, which are often managed by third parties.
- (2) Support WRT in developing 10% plans for the public streets which will reflect above and below-ground infrastructure necessary to support the development.
- (3) Based on the plans and improvements required outside the plan area, update the cost analysis.

The task will result in a memo defining projected development by land use type and by block and establishing transportation and infrastructure needs.

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### Task 2.2: Analysis of Financing Options and Strategy

EPS will identify and evaluate a variety of funding and financing mechanisms that would be appropriate to fund the required improvement costs and/or defray up-front or advance-funding costs associated with these facilities. EPS will consider currently available sources of funding for capital improvements, though these existing mechanisms are not expected to cover the unique costs of planned downtown improvements. Accordingly, EPS will consider a variety of other Project-specific financing mechanisms that may include the following options:

- Area-specific development impact fees (and related reimbursement agreements).
- Special assessments and taxes (e.g., Mello-Roos Community Facilities Districts).
- Private contributions and exactions.
- Tax increment financing mechanisms (e.g., Enhanced Infrastructure Finance District or Community Revitalization and Investment Authority).

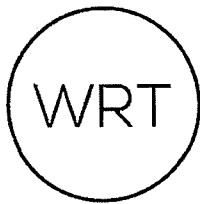
EPS, with the assistance of the WRT team and the City, will select financing mechanisms and strategies for the Precise Plan that are based on financing principles; statutory and legal considerations; and industry standards regarding who typically pays for what, the timing of public improvements relative to private development, commitments regarding the availability of public-sector funding, and other relevant factors.

EPS will prepare a financing strategy that describes the implementation steps required to use existing and to create new proposed financing mechanisms. The financing strategy will specify the financial responsibilities of the public and private participants in implementation of the Plan. The financing strategy will be circulated to City staff and Project participants to ensure their understanding and to obtain their comments and suggestions. EPS will also prepare a Financing Strategy memorandum incorporating one round of consolidated City comments.

This task will culminate in a financing plan that describes the various financial resources and tools needed to pay for infrastructure and amenities. Note that the specific elements of the Financing Plan cannot be known with certainty at this time, but this proposal anticipates that an Area Development Impact Fee is a likely outcome.

### Task 2.3: Area Impact Fee Program (Optional, included as Contingency)

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EPS will prepare the technical documentation necessary for approval of an area development impact fee to cover the "fair share" cost of new infrastructure and public improvements serving the Specific Plan. The "Nexus Report" will be prepared consistent with AB 1600 and related requirements.

EPS will develop a preliminary fee schedule based on the total costs attributable to the Downtown Precise Plan program, based on the cost estimates and cost allocations described above. EPS will net out other likely potential funding sources and include a fee program administrative charges, as appropriate. The fees will be derived by dividing the capital facility costs by the projected development in each land use category. EPS will summarize the fees by improvement type and land use for the City's review. Based on comments received and EPS will finalize the fee schedule for inclusion in the Nexus Report.

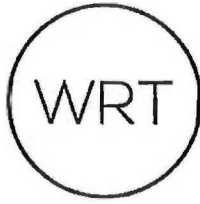
EPS will take primary responsibility for preparing the Development Impact Fee Nexus Report that will document the study assumptions and methodology and establish the required nexus findings consistent with AB 1600 and reporting requirements of Government Code 66000 et. seq. EPS will first provide an administrative draft for review by City staff. Based on one round of comments, EPS will then prepare a Public Review Draft for broader release. Again, based on one round of consolidated public comments and direction from City staff, EPS will prepare a Final Report for presentation to the City Council for approval.

The budget includes representation and participation, as needed, from appropriate EPS team members at two public meetings or presentations, including at City Council approval. Additional meetings and/or report iterations beyond those described herein may require a budget amendment. The proposed budget does not include multiple iterations of the fee analysis or EPS participation in any landowner meetings or negotiation sessions that may be required.

### Meetings:

- Up to two meetings with key project stakeholders, including property owners and/or City staff. The goal of these meetings will be to vet the financing strategy and assumptions.

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## MEMORANDUM

### Deliverables:

- Development Program and Infrastructure Needs Memorandum
- Financing Plan (Draft)
- Financing Plan (Final)

*The specific elements of the Financing Plan cannot be known with certainty at this time, but this proposal anticipates that an Area Development Impact Fee is a likely outcome.*

### Optional Deliverables:

- Development Impact Fee Nexus Report (Admin Draft, Public Review Draft, Final)

Cost: \$103,700, including \$33,600 contingency for Area Development Impact Fee Nexus Study

Timeframe: 4-6 months.

### 3. DOWNTOWN MANAGEMENT ENTITY

WRT, with support from MJB Consulting and Greensfelder Real Estate Consulting (GRES), will define the role of a management entity to help achieve success for Downtown. The entity's roles may include curating retail, programming public spaces, and marketing. Defining the right approach will include the following subtasks.

#### Task 3.1 Stakeholder Interviews and DCTF Meeting

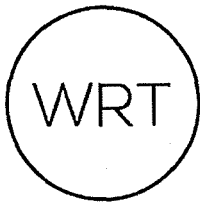
The Team will interview key stakeholders to better understand the capacities, resources, mandates and political dynamics of each, to determine how the new entity would best fit. We will draw on existing findings about market and real estate dynamics.

#### Task 3.2 Analysis and Recommendations

The Team will craft the foundation for a regulatory rubric with the goal of seeing a diverse array of desired uses (by NAICS code) and desired mix of independent, regional, and national occupiers. The

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## MEMORANDUM

foundation will outline plusses and minuses of suggested approaches, define the Downtown Management Entity and its roles, and discuss implementation process and procedures. Recommendations will also include identification of partners and best practices in event management and marketing.

### Task 3.3 Incorporation into Precise Plan

The analysis and recommendations will be incorporated into the Implementation chapter of the Santa Clara Downtown Precise Plan.

#### Meetings:

- The Team will present findings at one meeting of the DCTF.

#### Deliverables:

- Stakeholder interviews (remote)
- Presentation to DCTF (remote)
- Memo: Defining the role of a Downtown management entity

Cost: \$21,000

Timeframe: Approximately 2 months

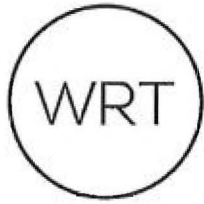
## 4. PROJECT DESIGN REVIEW

DSTP, supported by WRT, can review current development projects within the Plan Area to help Staff evaluate design consistency with the Plan vision and to make recommendations.

#### Meetings:

- One meeting with Staff

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## MEMORANDUM

### Deliverables:

- Design review memo

Cost: \$3,900 per project submittal

Timeframe: Ongoing

### 5. ADDITIONAL DCTF MEETINGS

The Santa Clara Downtown Precise Plan schedule currently has five remaining Task Force meetings, of which the WRT Team is scoped to attend and present at one. WRT and DSTP could be available to facilitate additional meetings of the Task Force, helping to retain a strong link between Task Force discussion and Plan outcomes.

*Note: where Task Force meetings are anticipated as part of additional scope items above, they are covered within that task.*

### Meetings:

- Meeting presentation and attendance (WRT, DSTP)

### Deliverables:

- Presentation materials

Cost: \$4,400 per meeting, assuming meeting is virtual and does not require travel or production.

Timeframe: Ongoing

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## MEMORANDUM

### ATTACHMENTS

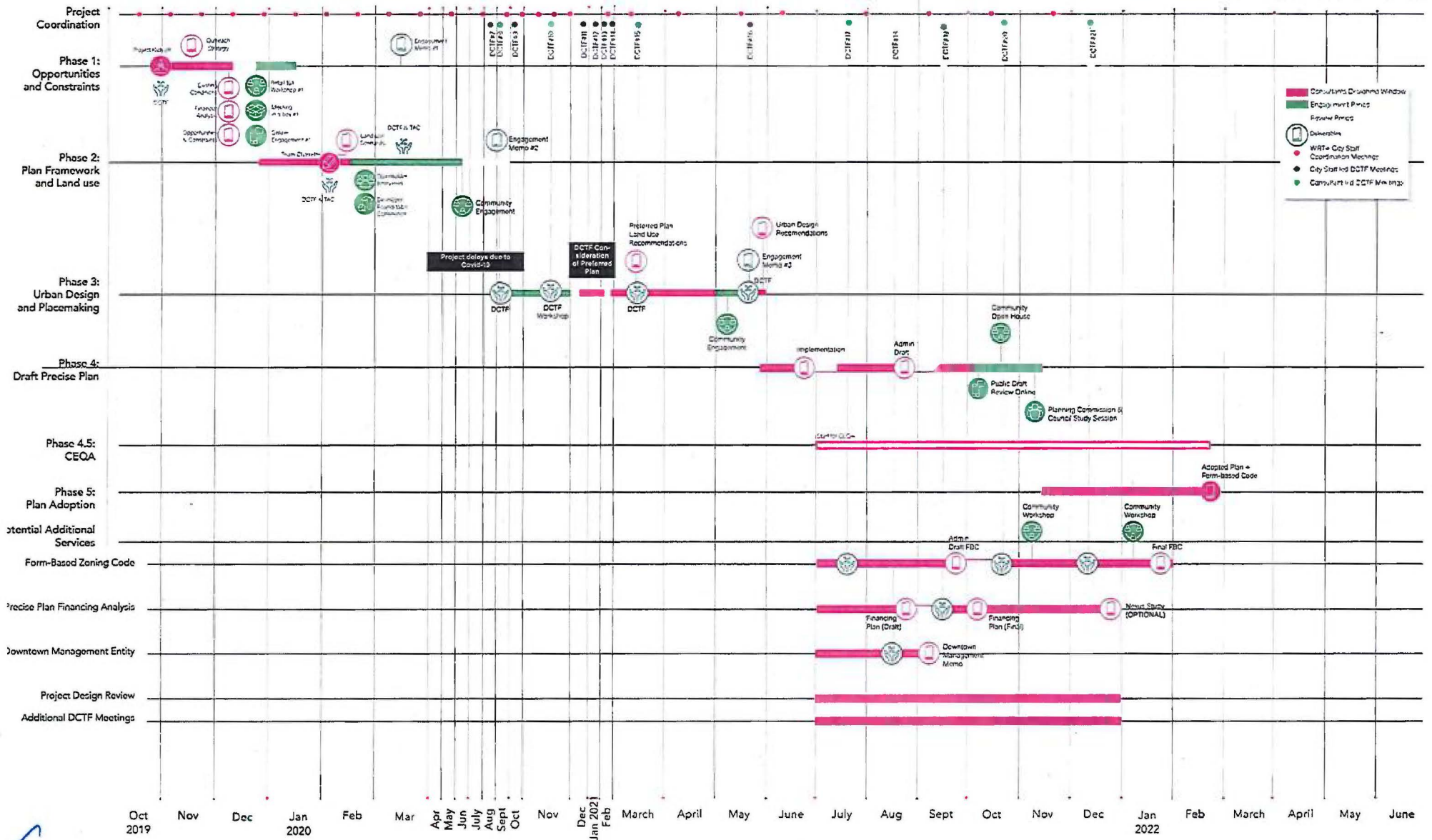
- Budget Spreadsheet
- Project Schedule (Conceptual)

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**Santa Clara Downtown Precinct Plan**  
**Adopted February 14, 2017**

Item	Description	2017										2018										2019										2020										2021										2022										2023										2024										2025										2026										2027										2028										2029										2030										2031										2032										2033										2034										2035										2036										2037										2038										2039										2040										2041										2042										2043										2044										2045										2046										2047										2048										2049										2050										2051										2052										2053										2054										2055										2056										2057										2058										2059										2060										2061										2062										2063										2064										2065										2066										2067										2068										2069										2070										2071										2072										2073										2074										2075										2076										2077										2078										2079										2080										2081										2082										2083										2084										2085										2086										2087										2088										2089										2090										2091										2092										2093										2094										2095										2096										2097										2098										2099										2100										2101										2102										2103										2104										2105										2106										2107										2108										2109										2110										2111										2112										2113										2114										2115										2116										2117										2118										2119										2120										2121										2122										2123										2124										2125										2126										2127										2128										2129										2130										2131										2132										2133										2134										2135										2136										2137										2138										2139										2140										2141										2142										2143										2144										2145										2146										2147										2148										2149										2150										2151										2152										2153										2154										2155										2156										2157										2158										2159										2160										2161										2162										2163										2164										2165										2166										2167										2168										2169										2170										2171										2172										2173										2174										2175										2176										2177										2178										2179										2180										2181										2182										2183										2184										2185										2186										2187										2188										2189										2190										2191										2192										2193										2194										2195										2196										2197										2198										2199										2200										2201										2202										2203										2204										2205										2206										2207										2208										2209										2210										2211										2212										2213										2214										2215										2216										2217										2218										2219										2220										2221										2222										2223										2224										2225										2226										2227										2228										2229										2230										2231										2232										2233										2234										2235										2236										2237										2238										2239										2240										2241										2242										2243										2244										2245										2246										2247										2248										2249										2250										2251										2252										2253										2254										2255										2256										2257										2258										2259										2260										2261										2262										2263										2264										2265										2266										2267										2268										2269										2270										2271										2272										2273										2274										2275										2276										2277										2278										2279										2280										2281										2282										2283										2284										2285										2286										2287										2288										2289										2290										2291										2292										2293										2294										2295										2296										2297										2298										2299										2300										2301										2302										2303										2304										2305										2306										2307										2308										2309										2310										2311										2312										2313										2314										2315										2316										2317										2318										2319										2320										2321										2322										2323										2324										2325										2326										2327										2328										2329										2330										2331										2332										2333										2334										2335										2336										2337										2338										2339										2340										2341										2342										2343										2344										2345										2346										2347										2348										2349										2350										2351										2352										2353										2354										2355										2356										2357										2358										2359										2360										2361										2362										2363										2364										2365										2366										2367										2368										2369										2370										2371										2372									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# WORK PLAN AND ENGAGEMENT STRATEGY (AMENDED MAY 2021 WITH ADDITIONAL SERVICES)



5/15





## Agenda Report

21-667

Agenda Date: 5/25/2021

### REPORT TO COUNCIL

#### SUBJECT

Authorize the City Manager to execute an Amendment to the Agreement with Wallace Roberts & Todd, LLC for Downtown Precise Plan Consultant Services pending funding proposed as part of the FY 2021/22 and FY 2022/23 Proposed Operating Budget

#### COUNCIL PILLAR

Promote and Enhance Economic, Housing and Transportation Development

#### BACKGROUND

The City of Santa Clara's 2010-2035 General Plan identifies focus areas throughout the City, including the Downtown area, to promote the City's diverse economic base and meet the demand for housing that addresses job growth in the City and region.

In response to the Community's goal of revitalizing the City's historic Downtown area, the City Council approved \$400,000 in the FY 2018/19 and FY 2019/20 Adopted Biennial Capital Improvement Program Budget to support the preparation of a Precise Plan. From this budget, \$90,000 was spent on a non-refundable deposit for an option on the acquisition of the Franklin Street Right-of-Way easement. Working closely with a community Task Force, including organizations such as Reclaiming Our Downtown and the Old Quad Resident's Association, the City commenced preparation of the Precise Plan that will provide guidance for new development within the Downtown area through policies, guidelines, and illustrations that implement the community vision and objectives for a vibrant, pedestrian-oriented destination. As part of this effort, the City engaged a consultant to assist in the preparation of the Precise Plan.

In February 2019, the City issued a Request for Qualifications (RFQ) for Downtown Precise Plan Consultant Services, using the City's e-procurement system. On October 8, 2019, the City Council authorized the City Manager to execute an agreement with Wallace Roberts & Todd, LLC (WRT) to provide Downtown Precise Plan Consultant Services for an initial three-year term ending September 30, 2022 (with an option to extend the Agreement for an additional three-year term through September 30, 2025), for a maximum compensation not to exceed \$578,346, subject to the annual appropriation of funds. As part of Council action, additional funding of \$268,346 was also approved to fully fund the agreement.

The agreement is fixed price with payments tied to the successful completion of the milestones listed in the table below. The cost elements include the tasks from the scope of work that were identified in the RFQ, as well as the optional tasks identified by the Consultant in their RFQ response.

<b>COST ELEMENTS:</b>	
Project Initiation	\$67,025
Issue Identification and Vision	\$58,270
Financial Analysis	\$31,260
Development Scenarios/Conceptual Plans	\$74,740
Workshops	\$22,121
Draft Precise Plan Chapter Development	\$68,380
Public Services and Implementation	\$10,520
Draft Precise Plan Refinement	\$12,880
CEQA Clearance	\$72,880
Planning Commission & City Council Public Hearings	\$20,000
Reimbursable Expenses	\$14,295
<b>Services Subtotal</b>	<b>\$452,371</b>
<b>Optional Services</b> ( <i>Consultant Team Charette; Phase 1 Environmental Assessment; Environmental Impact Report; Stakeholder, Developer, and DCTF Added Meetings; Financial Feasibility of Land Use Options; Context Study; Financial Memo Addendum to Existing Conditions Report</i> )	<b>\$125,975</b>
<b>GRAND TOTAL</b>	<b>\$578,346</b>

Work to date has focused on preparation of the Precise Plan's preferred land use plan placemaking and urban design. Upcoming key tasks in the Precise Plan process include developing the draft chapters of the Precise Plan and preparation of the environmental clearance for the Precise Plan.

## **DISCUSSION**

The Downtown Community Task Force (DCTF) was approved by the City Council, and is an advisory, non-voting body that meets over the course of the Downtown Precise Plan planning process to provide input on the vision, land use, circulation, and urban design aspects of the Plan, as well as key policy issues. The DCTF has met 17 times since the start of the planning process in December 2018.

At the April 6, 2021 City Council meeting, the Chair and Vice Chair of the DCTF provided an update on the progress of the Precise Plan Work to date and requested that Council seek an amendment to the Consultant scope of work for the Precise Plan to add services. The DCTF has been pro-actively contemplating the next steps towards implementation of the Precise Plan with the goal of making sure that those steps lead to the best possible outcomes for a successful downtown. As the DCTF looks towards implementation, they requested the following services be added to the scope of work for the Precise Plan. The Consultant has provided a description and scope for each of these tasks in the attached "DCTF-Requested Additional Services Memorandum".

- Form-Based Zoning Code - prepare a form-based zoning code for the Plan area to be adopted as a part of the City's Municipal Code.
- Downtown Sign Ordinance - prepare a sign ordinance to be adopted as a part of the City's Municipal Code to establish the criteria for future developers and tenants to develop and implement exterior building signage.
- Development Impact Fee - prepare the technical documentation necessary for approval of an area development impact fee to cover the "fair share" cost of new infrastructure and public improvements serving the Precise Plan area.
- Downtown Management Entity - Define the role of a Downtown management entity including its role, among other things, programming/curating uses.
- Additional Downtown Community Task Force (DCTF) meetings with the Consultant Team - Facilitate two additional meetings of the Task Force, helping to retain a strong link between Task Force discussion and Plan outcomes. The consultant would also support the review of any current development projects within the Plan Area to evaluate design consistency with the Plan vision and to make recommendations.

### **ENVIRONMENTAL REVIEW**

The action being considered does not constitute a "project" within the meaning of the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines section 15378(a) as it has no potential for resulting in either a direct physical change in the environment, or a reasonably foreseeable indirect physical change in the environment.

### **FISCAL IMPACT**

Funding for the existing agreement with Wallace Roberts & Todd, LLC for Downtown Precise Plan in the amount of \$578,346 was previously budgeted in the Downtown Master Plan project (#6559) in the General Government Capital Fund. These funds have been spent or encumbered for this project.

An amendment to the agreement is requested to provide additional services as discussed above. Funding of \$300,000 is requested to cover the additional services estimated at \$251,600 as well as contingency funds that would cover any unforeseen added DCTF meetings, community outreach, or additional analysis. The FY 2021/22 and FY 2022/23 Proposed Operating Budget includes a FY 2021/22 capital project amendment to add funding of \$300,000 for this additional work from the General Fund Capital Projects Reserve to cover the total cost of the amendment to the Agreement. The Proposed Budget scheduled for adoption on June 22, 2021.

### **COORDINATION**

This report has been coordinated with the Finance Department and the City Attorney's Office.

### **PUBLIC CONTACT**

Public contact was made by posting the Council agenda on the City's official-notice bulletin board outside City Hall Council Chambers. A complete agenda packet is available on the City's website and in the City Clerk's Office at least 72 hours prior to a Regular Meeting and 24 hours prior to a

Special Meeting. A hard copy of any agenda report may be requested by contacting the City Clerk's Office at (408) 615-2220, email [clerk@santaclaraca.gov](mailto:clerk@santaclaraca.gov) <<mailto:clerk@santaclaraca.gov>>

**RECOMMENDATION**

1. Authorize the City Manager to execute and amend the agreement with Wallace Roberts & Todd, LLC to provide added Downtown Precise Plan Consultant Services, subject to modifications as agreed to by the City Manager in coordination with the City Attorney; increase the maximum compensation not to exceed amount by \$300,000 (from \$578,346 to \$878,346), subject to the annual appropriation of funds; and
2. Authorize the City Manager to execute an amendment to increase maximum compensation in the event that additional services are required, subject to the annual appropriation of funds.

Reviewed by: Andrew Crabtree, Director of Community Development

Approved by: Deanna J. Santana, City Manager

**ATTACHMENTS**

1. DCTF-Requested Additional Services Memorandum