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**Date:** July 8, 2025

**To:** Honorable Mayor and Members of the City Council

**From:** Afshan Hamid, Director of Community Development

**Subject: July 8, 2025 Council Meeting, Item 7 (RTC 25-457)  
Modification to Condition of Approval E2**

After the posting of the agenda, staff discovered a minor change was necessary to one of the proposed conditions of approval for the Related City Place Project.

If the Council moves to approve the proposed rezoning to amend the approved Master Community Plan (MCP), then to ensure consistency between the DDA terms and the MCP Conditions of Approval, staff recommends that the motion include the following modification to Condition of Approval E2:

E2. Following approval of Tentative Maps and/or Vesting Tentative Maps by Council, the Developer shall file Final Maps for approval and recordation to the satisfaction of the Director of Public Works prior to the issuance of **any certificate of occupancy for any building within the DAP.** ~~building permits for the DAP, except as follows:~~

~~a. For DAP 1, a Tentative Map or Vesting Tentative Map shall be approved by Council prior to the issuance of building permits for buildings located on property covered by DAP 1 and a Final Map approved to the satisfaction of the Director of Public Works shall have been filed for recordation covering property on which the building is located prior to the issuance of any certificate of occupancy for any building within DAP 1.~~

~~b. For DAP 2, a Tentative Map or Vesting Tentative Map shall be approved by Council prior to the issuance of building permits for buildings located on property covered by DAP 2 and a Final Map approved to the satisfaction of the Director of Public Works shall have been filed for recordation covering property on which the building is located prior to the issuance of any certificate of occupancy for any building within DAP 2.~~



**City of Santa Clara**  
**City Council**

**Item # 7 RTC 25-457**  
**Related Santa Clara**  
**5155 Stars and Stripes Drive**

July 8, 2025

1

Related Santa Clara



**Agenda**

- Staff Presentation
  - Introduction to the Team
  - Project Site
  - Master Community Plan (2016)/Existing Entitlements
  - Proposed Entitlements- Scheme C
  - Land Use Development Comparison
- Related Santa Clara Presentation
- Staff Presentation Continued
  - Development Agreement
  - Disposition and Development Agreement
  - Market and Fiscal Analysis
- Council Questions
- Public Comment
- Council Deliberation
- Council Action

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## Staff Introductions

- **City Manager's Office:** Jovan Grogan, Elizabeth Klotz, Elycia Knight
  - Economic and Fiscal Consultant: David Doezema, KMA
- **City Attorney's Office:** Glen Googins, Alexander Abbe
  - Outside Counsel: Anna Shimko and Eric Phillips, Burke, Williams and Sorensen
- **Community Development:** Afshan Hamid, Lesley Xavier, Sheldon Ah Sing, Nimisha Agrawal
  - Environmental Consultant: Elizabeth Kanner and Jill Feyk-Mindy, ESA
- **Department of Public Works:** Craig Mobeck, Michael Liw, Dave Staub, Steve Chan, Brian Lee
- **Additional Departments:** Fire Department, Parks and Recreation, Silicon Valley Power, Water and Sewer

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## Recommended Actions

1. Approve an **Addendum** to the City Place Santa Clara **Environmental Impact Report** and Mitigation Monitoring and Reporting Program.
2. Approve a **General Plan Amendment** to revise the permitted uses under the Urban Center/Entertainment District land use classification to include the proposed light industrial uses on Parcels 1 and 2.
3. Approve **Zoning Code Amendments** to revise the permitted uses within the Planned Development Master Community land use designation and to amend the Master Community Plan (MCP) to introduce a new Scheme C land use scenario for the Related Santa Clara Project located at 5155 Stars and Stripes Drive.
4. Introduce an ordinance to **amend the Development Agreement** that governs the property relationship between the City and the applicant concerning the project site.
5. Approve an **amendment to Disposition and Development Agreement** that governs the land transaction between the City and the developer.

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## Project Site

- **Site:** 240 acres
- **General Plan:** Urban Center/Entertainment District
- **Zoning:** Planned Development – Master Community (PD-MC)
- **Existing Use:** Mostly Vacant City Owned Parcels
- **Adjacent Uses:**
  - North: SR 237 and City of San Jose
  - South: Tasman Drive, Levi's Stadium and Tasman East residential development
  - East: Guadalupe River, City of San Jose
  - West: Great America Parkway, Office and Commercial uses



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## Existing Parcels

(Master Community Plan 2016)

- On June 28, 2016, the City Council:
  - Certified the EIR
  - Approved General Plan Amendments,
  - Approved PD-MC Zoning and accompanying MCP
- Five development parcels
- Seven development phases
- Former Landfill Site / Golf Course (except Parcel 5)
- 9.16 Million gross square feet of development
  - vibrant urban district; mixed use development
  - up to 1,680 residential units



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## Existing Planning Entitlements

Entitlement	Approval Date
EIR Certified and General Plan Amendment, Rezoning and accompanying MCP	June 28, 2016
First EIR Addendum and DAP 1	March 24, 2020
Second EIR Addendum and DAP 2	July 13, 2020
Third EIR Addenda for Soil and Earthwork	July 2021
Comprehensive Sign Program for Parcels 4 and 5	February 9, 2021
Architectural Materials Review for DAP 1 (administrative)	February 26, 2022
Architectural Materials Review for DAP 2 (administrative)	May 25, 2022
Vesting Tentative Subdivision Map for DAP 1	November 15, 2022



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## Existing Parcels vs. Phases




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## Proposed Entitlements – New Scheme C

- January 2024: Application to amend the MCP submitted- to introduce a Scheme C: new industrial land use on the Parcels 1 and 2
- Similarities from 2016 approved MCP
  - Five development parcels
  - Implemented in 7 phases
  - 9.16 Million gross square feet of development for all the parcels
  - 1,680 residential units (same as Scheme A)



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## Proposed Entitlements – New Scheme C

Key Differences from approved MCP

- New Land Use:**  
Light industrial uses on Parcels 1 and 2
- Change in Intensity:**  
Increase in the intensity of approved office uses allowed within the City Center- Parcel 4
- Modified site circulation,** Lick Mill Boulevard Extension and Second Street Bridge
- Added **design guidelines for Light Industrial** uses, good neighbor gesture.



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## Proposed Entitlements – New Scheme C

### Permitted Light Industrial Uses

- Manufacturing and Processing plants and facilities
- Research Laboratories
- Commercial Storage and Wholesale Distribution Warehouse
- Small Power Plant Exemption (SPPE) Data Centers
- Incidental Uses:
  - Retail, Restaurant, Personal Services, Offices
  - Accessory buildings supporting any permitted use
- Public and/or parks and open space

### Minor Use Permit (Staff level approval)

- Non-SPPE Data Centers
- Ancillary Data Centers



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## Site Plan Comparison: Original to Scheme C



Lick Mill Blvd

Lick Mill Blvd

12 **Approved Site Plan**

**Proposed Site Plan**

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## Land Use Development Comparison

	Scheme A	Scheme B	Scheme C	Difference Scheme A to Scheme C	Difference Scheme B to Scheme C
<b>City Center Mixed Use (Parcels 4 and 5)</b>					
Office	1,372,400	2,852,400	<b>4,517,400</b>	+3,145,000	+1,665,000
Retail/Food and Beverage/Entertainment	800,000 -1,502,000	800,000 -1,502,000	800,000	-702,000	-702,000
Residential	1,680,000 (1,680 units)	200,000 (200 units)	1,680,000 (1,680 units)	0 (same number of units)	+1,480,000 (+1,480 units)
Hotel	578,000 (700 rooms)	578,000 (700 rooms)	567,000 (700 rooms)	-11,000 (same number of rooms)	-11,000 (same number of rooms)
<b>Subtotal</b>	<b>5,132,400</b>	<b>5,132,400</b>	<b>7,564,400</b>	<b>+2,432,000</b>	<b>+2,432,000</b>
<b>Northeast Parcels (Parcels 1 and 2)</b>					
Office	4,032,000	3,832,000	0	-4,032,000	-3,832,000
Retail	-	200,000	0	0	-200,000
Industrial/Warehouse	-	-	1,600,000	+1,600,000	+1,600,000
<b>Subtotal</b>	<b>4,032,000</b>	<b>4,032,000</b>	<b>1,600,000</b>	<b>-2,432,000</b>	<b>-2,432,000</b>
<b>Total Project</b>	<b>9,164,400</b>	<b>9,164,400</b>	<b>9,164,400</b>	<b>0</b>	<b>0</b>

SOURCE: ICF International, 2015 City Place Santa Clara Project Draft Environmental Impact Report, October 2015. Prepared for the City of Santa Clara. Available at: <http://www.santacleara.gov/development/land-use/development-comparison>

Related Santa Clara 2025 Related Santa Clara Master Community Plan Scheme C Supplement Chapter 8 Infrastructure Overview - Scheme C Version January 2025

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## Comparison to Other Shopping Centers

Shopping Center	Retail Square Feet
<b>Broadway Plaza</b> Downtown Walnut Creek	<b>990,000 sf of retail</b> within mixed-use downtown
<b>Stanford Shopping Center</b> Palo Alto	<b>1.3 million sf of retail</b>
<b>Santana Row</b> San Jose	<b>540,000 sf of retail</b> within mixed-use development that includes 1.1 million sf office, 800+ units residential, 215 hotel rooms.




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## Light Industrial Design Guidelines

**Comprehensive list of guidelines for Scheme C:**

- Introduce pedestrian and bicycle linkages between the light industrial campus, City Center and Tasman East.
- Provide significant vertical and horizontal offsets to reduce visual bulk.
- New loading docks and power substations will be located at least 500 feet away from residential uses.
- Landscape buffer between Industrial and Residential.
- Truck routes will be approved at Development Area Plan (DAP).

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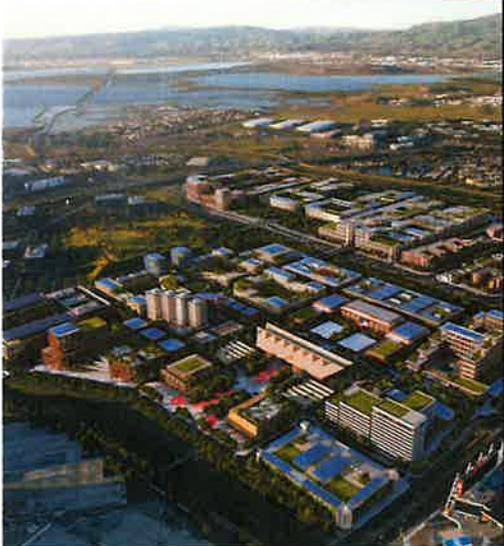
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## Related Presentation



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## **Development Agreement and Disposition & Development Agreement**

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## **Document Definitions and Purpose**

**Development Agreement:**

- A voluntary, negotiated contract between the City and a developer
- Provides the developer with vested rights to proceed under existing rules for a set period
- In return, the City may secure community benefits, infrastructure improvements, or other commitments
- Must be consistent with the General Plan and adopted by ordinance after a public hearing
- Offers certainty to both parties—the developer gets stability in regulations, and the City gains enforceable terms
- Helps manage long-term, phased projects by locking in terms and expectations over time

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## Document Definitions and Purpose Cont.

### Disposition and Development Agreement

- A contract between the City and a developer for the sale or lease of public land for private development
- Outlines the terms of property transfer, including price, timing, and conditions
- Specifies the developer's obligations—such as construction milestones, public improvements, or community benefits
- Allows the City to ensure public goals are met (e.g., affordable housing, economic development, infrastructure)
- Often used for complex or phased developments on publicly owned land
- Provides enforcement tools for the City, including default remedies if the developer fails to perform

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## Document Definitions and Purpose Cont.

Force Majeure refers to events beyond the reasonable control of a party that prevent or delay performance under the agreement. Examples may include:

- Natural disasters (earthquakes, floods)
- War, terrorism, or civil unrest
- Governmental delays (e.g., permit processing not caused by the developer)
- Pandemics or health emergencies
- Labor strikes or material shortages not caused by the developer

- Certain performance milestones (e.g., construction start or completion) may be extended during the Force Majeure period
- Certain delays as a result of Material Adverse Economic Conditions are not a FM event but create an Excusable Delay

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## Related Santa Clara Development Agreement

Approved 2016 Development Agreement (DA):

- 30-year term for phased development
- Vests the maximum density and intensity of uses; the maximum building heights and gross floor area of land uses; the permitted uses and administrative/Development Fees
- Development of a minimum of 200 housing units (10% affordable at 120% Area Median Income (AMI))

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## Development Agreement Amendment

Proposed benefits of amendments to the DA require:

- 15% of the units must be affordable at 100% Area Median Income (AMI) (up to 222 AH units)
- Industrial uses to pay development impact fees and administrative fees at the levels as and when otherwise due, with no caps
- A regional traffic fee for industrial uses (similar to office uses) at \$1 per square foot

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## Disposition and Development Agreement

- A Disposition and Development Agreement (DDA) approved in 2016:
  - 7 phases of development over ~30 years
  - Minimum development program to foster City Center
  - Annual rent obligations beginning at take down, increasing at opening of Phase 1 and increasing over time
  - Developer assumed costs for City services, such as park maintenance, street repair due to construction over landfill, and Fire Station construction
  - Contribution of funds for City park on Parcel 3
- Overall result: ~9M-\$14M annual rent (in 2016 dollars) and annual tax benefits to General Fund exceeding \$16M/year at buildout

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## DDA Amendments – Overview of Scheme C Implementation

- Amendments support flexibility for early activation of Parcels 1 and 2 under Scheme C
- Reflects current market conditions, including office sector slowdown
- Introduces new phasing requirements, rent provisions, and a bike and pedestrian infrastructure study
- Clarifies financial responsibilities related to landfill and subdivision requirements

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## New Scheme C – Schedule of Performance

- Developer must obtain City Council approval of a Development Area Plan (DAP) and ground lease for the first industrial phase within 3 years
  - Construction must commence within 1 year thereafter
- Remaining Scheme C phases must be ground leased in 3-year intervals
  - Unless Phase 2 is taken down, in which case the original Schedule of Performance resumes
- Developer may ground lease any of the three Scheme C phases (Parcels 1 and 2) before Phase 2 (Parcel 4)

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## Reversion Rights

If Developer fails to meet new deadlines:

- Scheme C phase may be **removed from the DDA**
- City may offer that parcel to another developer or pursue an alternative use

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## Data Center Use – Rent Adjustment

- Any land within Parcels 1 and 2 developed as a data center will be subject to 2x base ground rent
- Reflects high-value land use and ensures fiscal return for the City

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## Data Center Use – Rent Adjustment

Sample Ground Rent Calculation:

Assumes Base Year Unadjusted Rent for Parcel 2, with 10% of Parcel 2 Area Used for Data Centers

Parcel 2 Base Year Rent	Parcel 2 Area	90% of Base Year Rent for Light Industrial Uses	10% of Base Year Rent x2 for Data Center Use	Total Base Year Rent Assuming 10% for Data Center Use	Annual Increase in Base Year Rent
\$1.75M	60.9 acres	\$1.575M	\$350,000	\$1.92M	<b>\$175,000</b>

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## Lafayette Blvd. Pedestrian/Bicycle Bridge Feasibility

- Developer must prepare a feasibility study and schematic designs for two ped/bicycle bridge options
  - Spanning Lafayette Blvd., connecting Parcel 2 (industrial) to Parcel 4 (City Center)
  - Create link between Tasman East and City Center
- Developer to reserve land for bridge landings and path
  - City responsible for approvals, funding, and construction of the bridge



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## Clarified Landfill Cost Sharing Formula

- Revised formula for reimbursing City's landfill-related costs:
  - Pre-takedown Landfill Costs: 50/50 split of eligible costs if on unused land (Parcels 1 & 2)
  - Developer to pay 75% of eligible past costs (pre-FY 2024-25) due to previous billing ambiguities



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## Ground Lease Flexibility and Subdivision Practices

- Developer may divide phases into multiple ground leases (for financing or phased development)
  - Subject to City approval and clear criteria
- Formalizes existing practices:
  - Tentative subdivision map before ground lease take-down
  - Final map before first certificate of occupancy in each phase
  - CC&Rs recorded before first certificate of occupancy in each phase

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## Market Conditions, Ground Rent, Fiscal Impacts

  
**KEYSER MARSTON**  
ASSOCIATES

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### Feasibility Challenging for Office, Retail, Multifamily, Hotel; Demand Stronger for Industrial and Data Center Uses

Office	Retail	Multifamily	Hotel	Industrial and Data Center
<ul style="list-style-type: none"> <li>Minimal new office development occurring</li> <li>24.7% Class A office vacancy rate in silicon valley</li> <li>Tech users reduced office footprints</li> <li>Market value of office space has declined</li> </ul>	<ul style="list-style-type: none"> <li>Minimal retail development since pandemic</li> <li>Online shopping, inflation, tech layoffs have dampened retail demand, department stores contracting</li> </ul>	<ul style="list-style-type: none"> <li>Few market rate apartment projects are breaking ground</li> <li>High interest rates, moderating rents, higher costs, reduced market values contributing to slowdown</li> </ul>	<ul style="list-style-type: none"> <li>Hotel development has largely halted</li> <li>Room rates, occupancy levels well below pre-pandemic</li> <li>Business travel is a key demand driver and has not fully returned</li> </ul>	<ul style="list-style-type: none"> <li>4 Million+ sf completed in 2024 and 2025YTD in Silicon Valley</li> <li>Rapid growth in AI driving data center demand</li> <li>Demand for manufacturing, warehouse also strong but some recent pullback</li> </ul>

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### Ground Rent

Parcel	Initial Ground Rent
Parcel 1 and 2 (proposed industrial)	\$2.5 Million per year
Parcel 5 (Tasman, mixed use)	\$1.5 Million per year in 4 <sup>th</sup> year (\$750k currently; \$1M at opening)
Parcel 4 (City Center, mixed use)	\$3.5 Million per year
<b>Total Project</b>	<b>\$7.5 Million per year</b>

Note: Parcels 2 and 4 include multiple phases.

- Increases over 99-year Term**
  - 3% annual increases for initial 45 years; then CPI up to 3% for Year 46 on
  - 10% increases: Years 25, 35, 53, 61, 80, 90 (+year 15 for parcels 1, 2, 4)
  - Fair market adjustments in Year 45 and 70 (+year 20 for Parcel 5), subject to cap and floor

**Proposal: No reduction in ground rent; rent doubles for land used for data center**

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## Key Considerations for Ground Rent

- Ground Rent Reflects Land Value in “As Is” Condition, Affected by Status as Former Landfill
- Development Over Former Landfill Entails Extraordinary Costs (\$900 M @ DDA; \$1.3+ Billion today)
  - Special building foundation systems including deep piles driven below landfill waste
  - Structural slab on which all improvements are constructed; even streets and utilities to be constructed over pile-supported structural slab
  - Existing ground water monitoring, leachate collection and removal system, and landfill gas collection and removal systems must be replaced and integrated into buildings in some cases.
- “As is” Land Value reflected in Ground Rent is \$115 Million (= \$7.5 M ground rent / 6.5% lease rate)
- “Effective Land Cost” far higher due to extraordinary landfill costs

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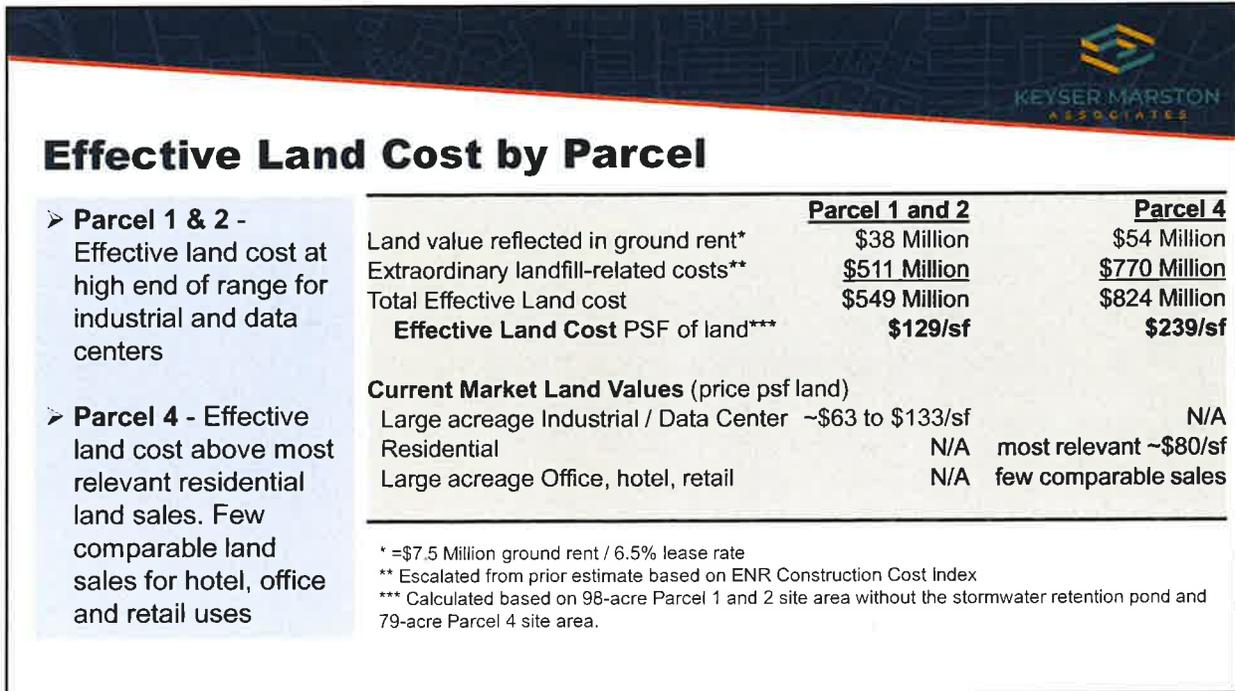


## Ground Rent Equals or Exceeds Fair Market Value Both in 2016 and Today

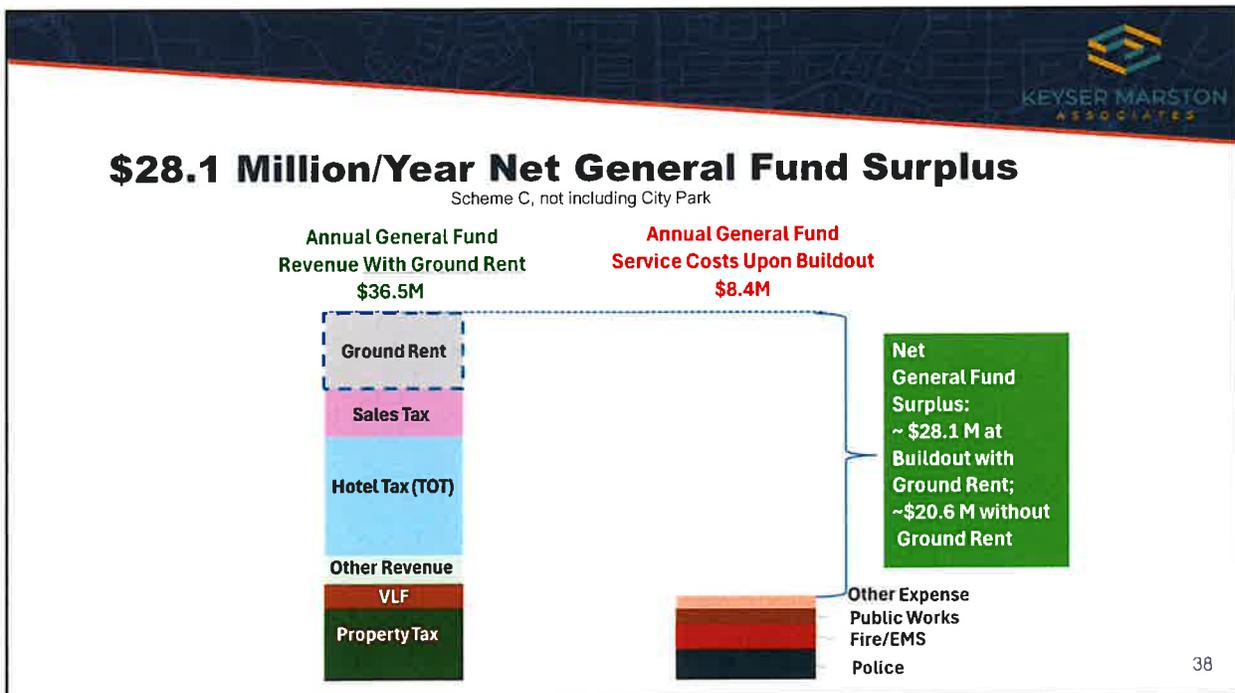
	<u>as of 2016 DDA</u>	<u>2025</u>
➤ Effective land cost for project exceeds market value	Land value reflected in ground rent*	\$115 Million
	Extraordinary landfill-related costs	\$906 Million
	Total Effective Land cost	\$1.02 Billion
➤ Ground rent equals or exceeds fair market	<b>Effective Land Cost PSF of land***</b>	<b>\$122/sf</b>
	<b>Current Market Land Values (price psf land)</b>	
	Large acreage Office	\$46 - \$77/sf few comparable sales
Hotel	\$83 - \$157/sf few comparable sales	
Residential	\$48 - \$104/sf Most relevant ~\$80/sf	
Large acreage Industrial / Data Center	not applicable ~\$63 to \$133/sf	

\* = \$7.5 Million ground rent / 6.5% lease rate  
 \*\* Escalated from prior estimate based on ENR Construction Cost Index  
 \*\*\* Calculated based on 192-acre site area without City park and stormwater retention pond.

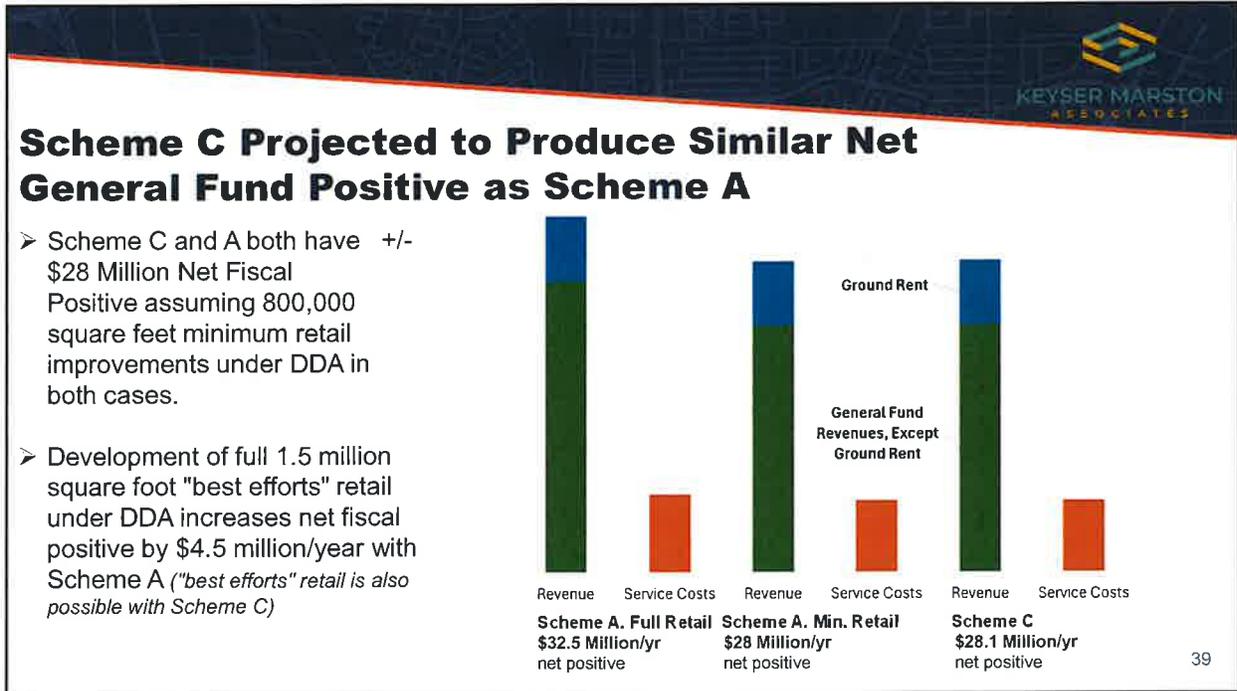
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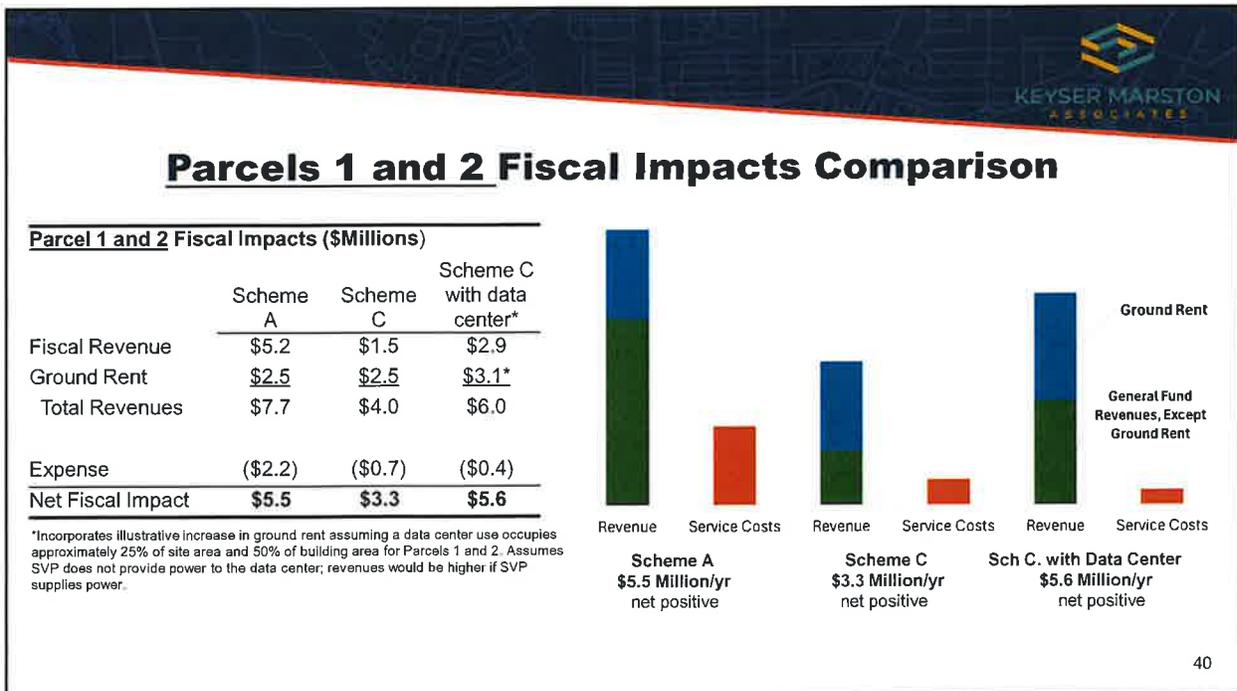
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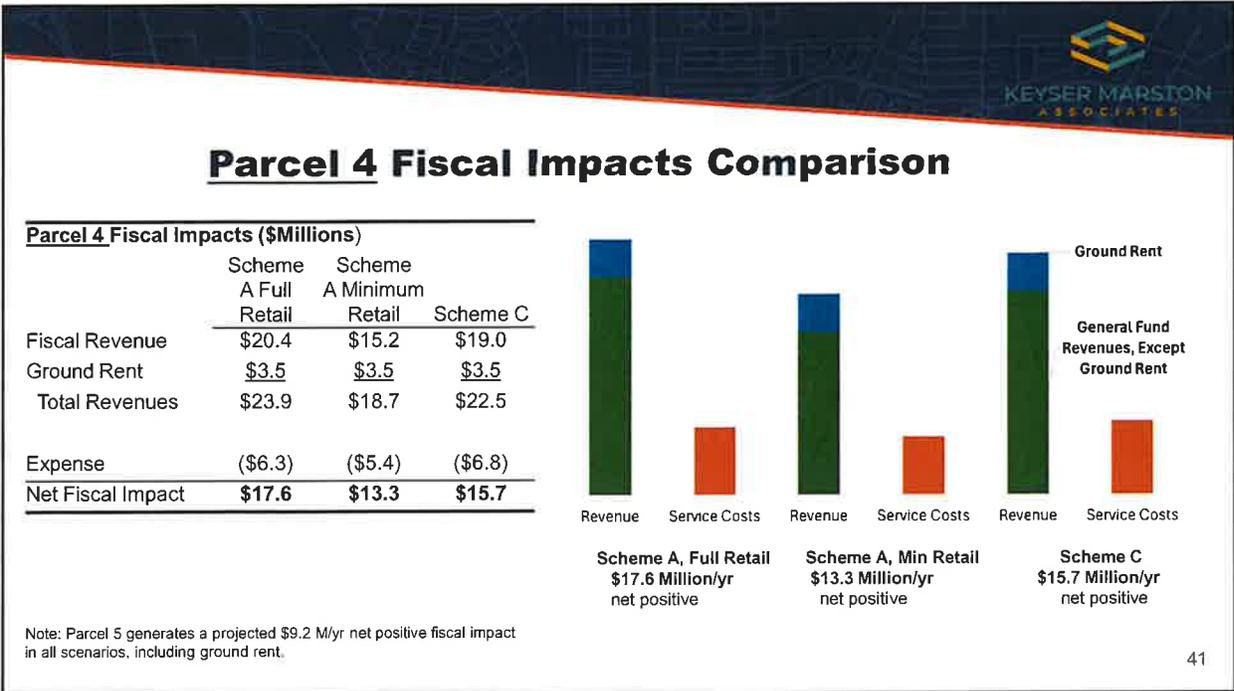
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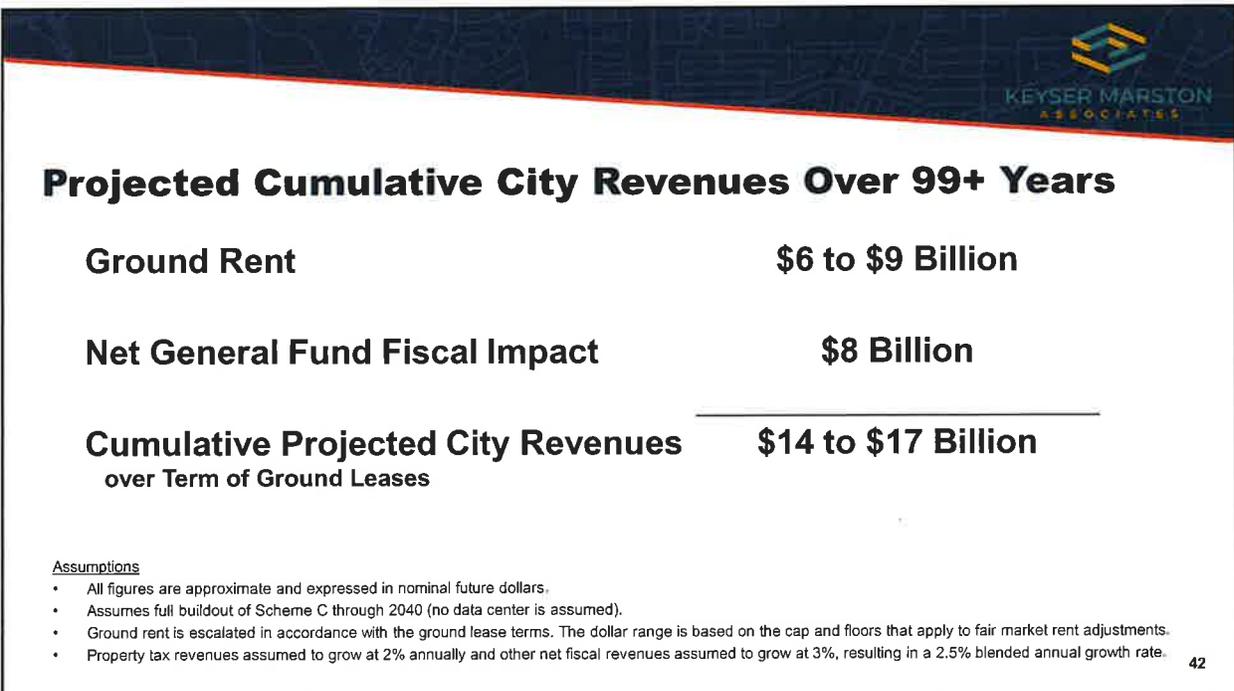
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## Council Action

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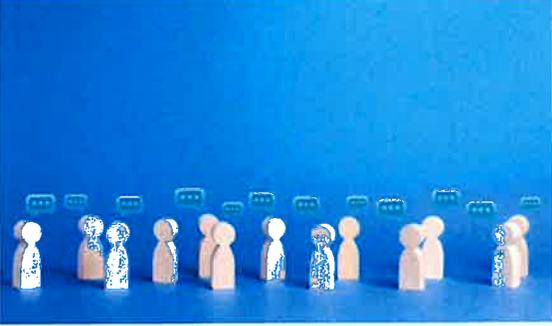
Related Santa Clara



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## Public Outreach

- Community Meeting:
  - Thursday, September 12, 2024, at Northside Library
  - Attended by 40 Community members
- Received five public comment letters



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## Planning Commission Recommendation

Planning Commission Hearing: June 11, 2025

- 7-0 to recommend adoption of the Addendum
- 5-2 to recommend adoption of the General Plan Amendment
- 7-0 to recommend adoption of the Zoning text amendment and MCP Scheme C supplement, with changes so that all data center uses are conditionally permitted subject to a conditional use permit approved by the Planning Commission
- 7-0 to recommend introduction and adoption of the ordinance amending the DA

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## CEQA

- An Addendum to the City Place Santa Clara Environmental Impact Report (EIR) (2016) was prepared for the project by the environmental consultant firm ESA, in accordance with the California Environmental Quality Act (CEQA), and was posted on the City's website.
- The Addendum concluded that any potential environmental impacts associated with development of the project site under the proposed Scheme C were adequately analyzed and covered by the analysis in the 2016 EIR.
- The Scheme C total Project trips are reduced by 20% for the AM Peak hour, 24% for the PM Peak hour and 30% for daily trips compared to the number of trips generated by Scheme B evaluated in the 2016 EIR.
- Mitigation measures under the MMRP will continue to apply.
- No further review or analysis under CEQA is required.

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## Staff Recommendation

1. Adopt a resolution for an Addendum to the City Place Santa Clara Environmental Impact Report (2016 EIR).
2. Adopt a resolution approving the General Plan Amendment to revise the permitted uses under the Urban Center/Entertainment District land use classification to include the proposed light industrial uses on Parcels 1 and 2 for the Related Santa Clara project at 5155 Stars and Stripes Drive ("Project").
3. Adopt a resolution approving a Rezone to Amend the approved Planned Development Master Community (PD-MC) to add a new Scheme C for the Project, with modified condition E2.
4. Waive first reading and introduce an ordinance to approve amending the Development Agreement to implement aspects of Scheme C for Project.
5. Adopt a resolution amending the Disposition and Development Agreement for Project.

Note: All resolutions, ordinances and agreements are attached for approval in substantial form, subject to such minor corrections or non-substantive modifications as may be required or approved by the City Attorney.

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## Council Questions

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The seal of the City of Santa Clara, California, is circular. It features a central illustration of a mission-style building with a red roof and a bell tower, set against a blue sky with clouds and a green field. The year "1852" is printed in white at the bottom of the central illustration. The outer ring of the seal contains the text "CITY OF SANTA CLARA CALIFORNIA" at the top and "THE MISSION CITY" at the bottom, separated by a dotted line.

**City of Santa Clara**  
**City Council**

**Item # 7 RTC 25-457**  
**Related Santa Clara**  
**5155 Stars and Stripes Drive**

July 8, 2025



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## The Grand

LOS ANGELES, CA

**PROPERTY TYPE**  
Mixed-Use

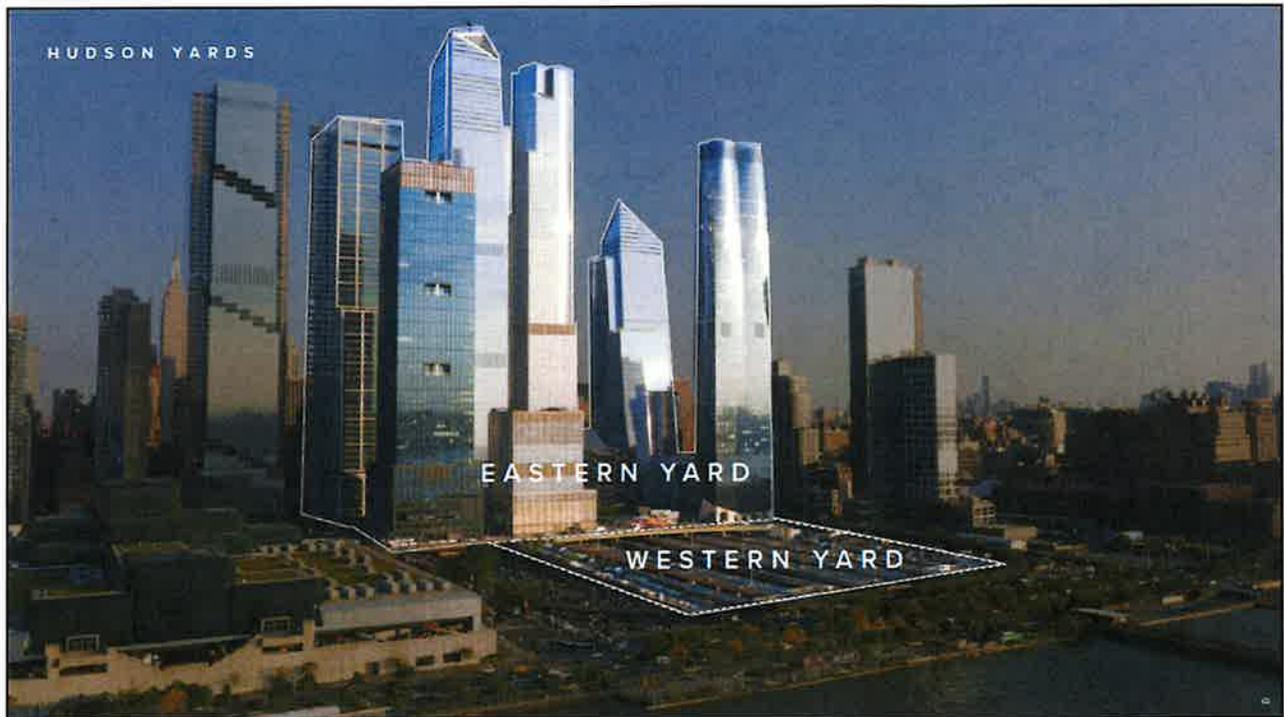
**COMPLETION DATE**  
2022

**PROPERTY SIZE**  
12 million SF

**USES**  
Residential - 436 Units  
Hotel - 309 Keys  
Retail - 176,000 SF  
Parking - 1,063 Spaces including Valet

**ARCHITECT**  
Gehry Partners

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## Project Overview As Approved

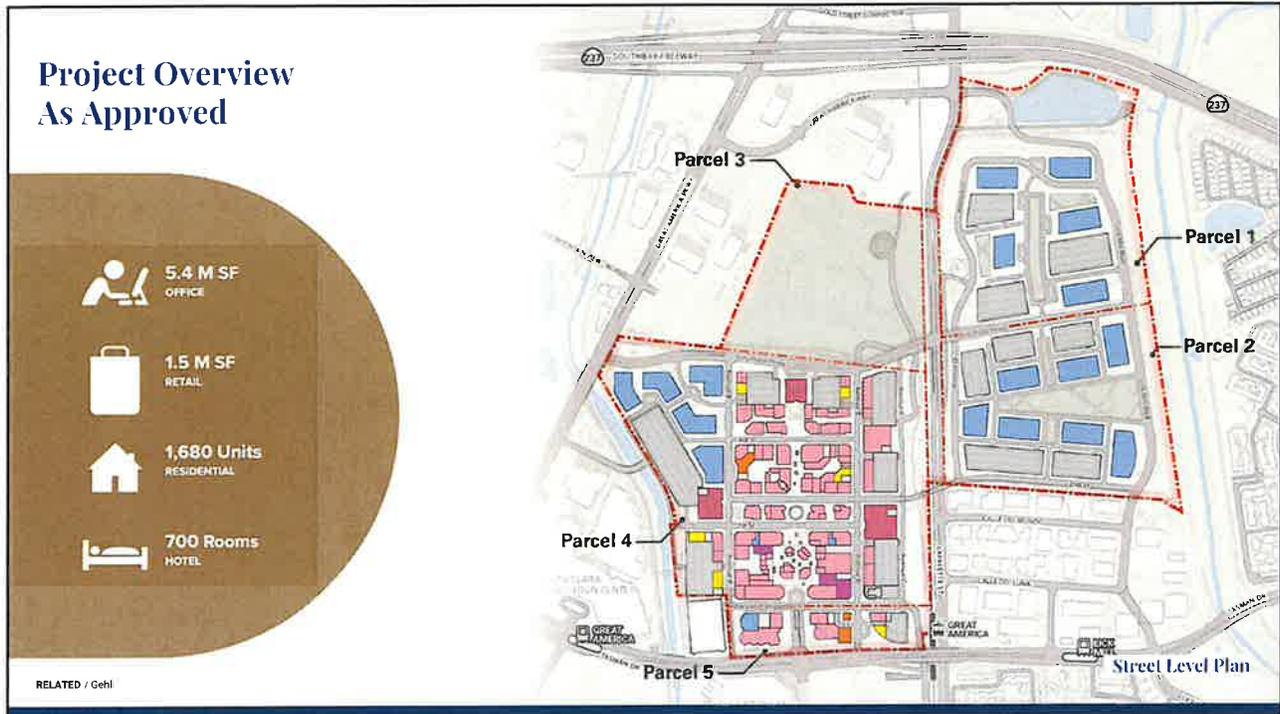
As envisioned in the approved land use concept, Related Santa Clara envisions a mixed-use, transit-oriented development.

Lively public open spaces to eat, drink, gather, and stroll with friends and family are the backbone of the Related Santa Clara development.

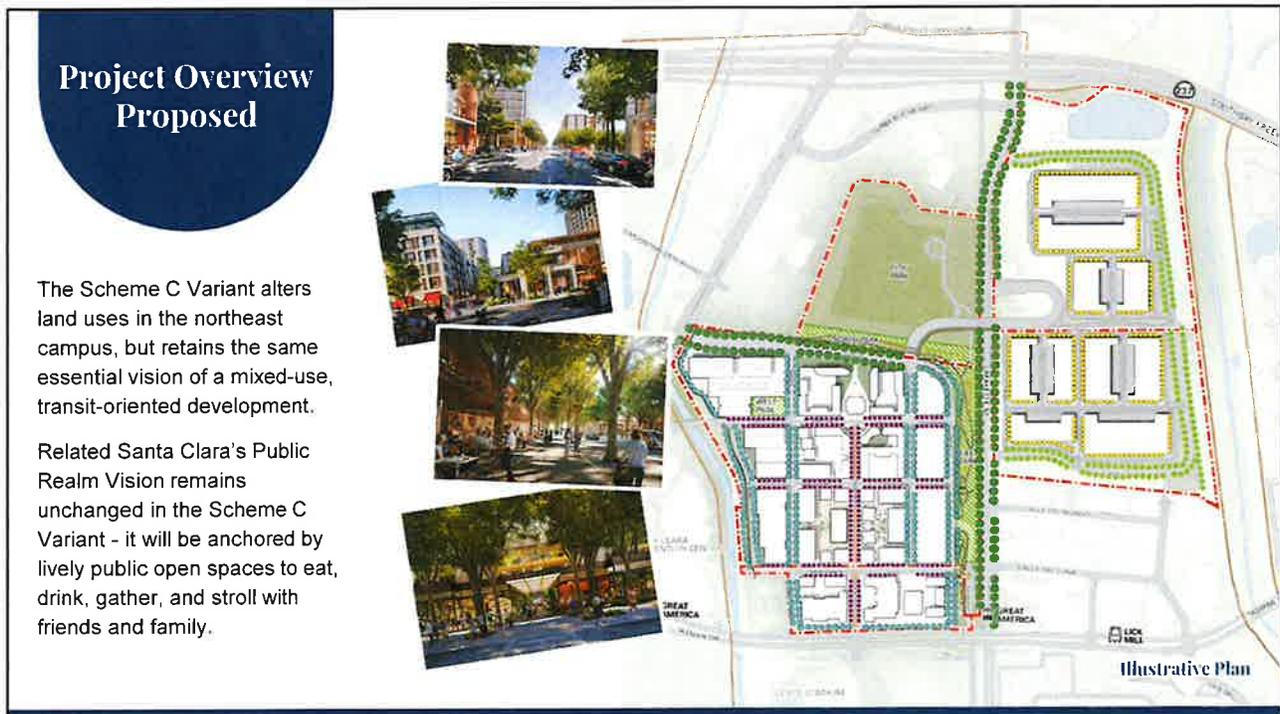


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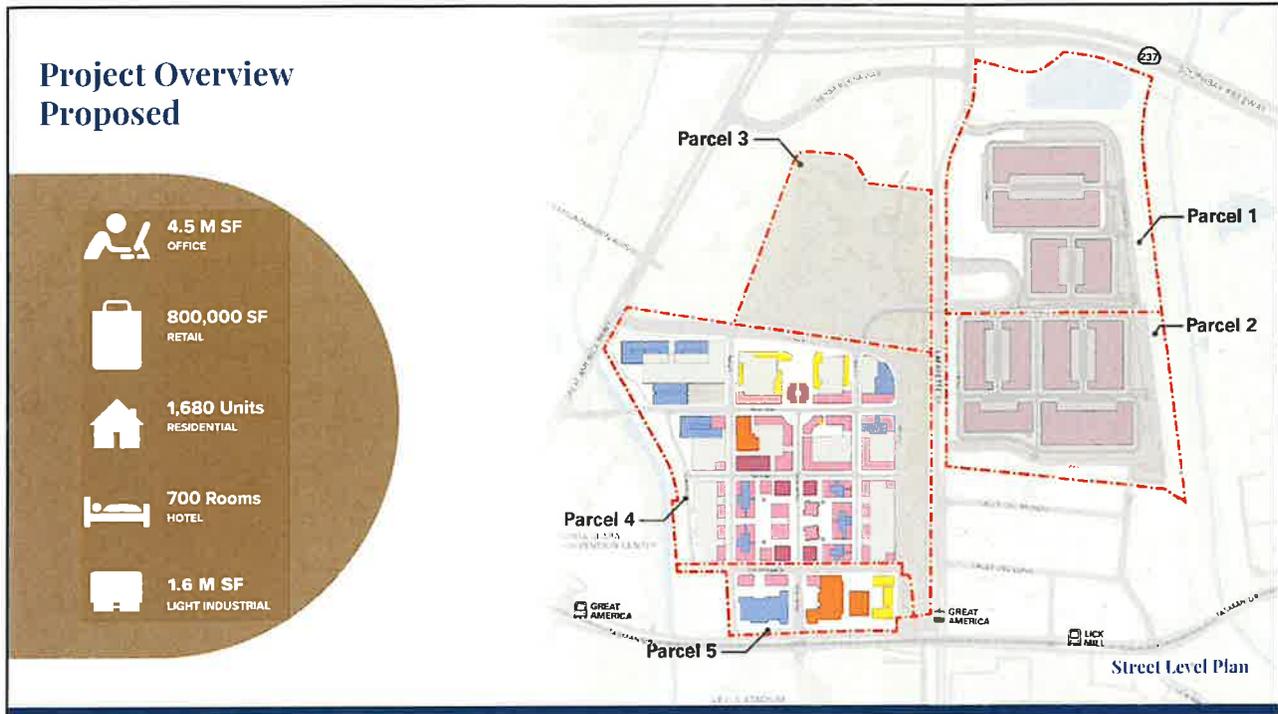
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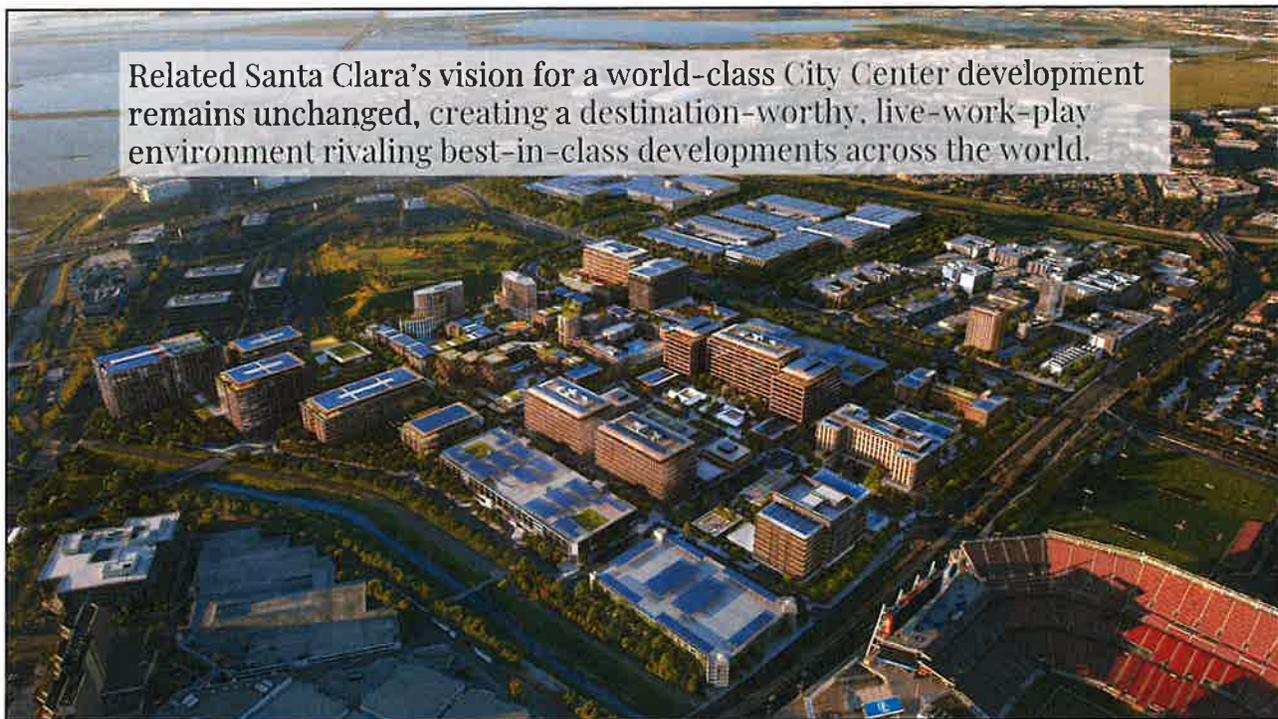
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