

**AMENDMENT NO. 1
TO THE AGREEMENT FOR SERVICES
BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
MOORE IACOFANO GOLTSMAN, INC.**

PREAMBLE

This agreement ("Amendment No. 1") is entered into between the City of Santa Clara, California, a chartered California municipal corporation (City) and Moore Iacofano Goltsman, Inc. a California corporation, (Contractor). City and Contractor 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 Moore Iacofano Goltsman, Inc.," with an Effective Date of July 17, 2018 (Agreement); and
- B. The Parties entered into the Agreement for the purpose of having Contractor provide professional services to prepare a Specific Plan for the Freedom Circle plan area, and the Parties now wish to amend the Agreement to instead prepare a Focus Area Plan for the Freedom Circle plan area.

NOW, THEREFORE, the Parties agree as follows:

AMENDMENT TERMS AND CONDITIONS

- 1. Section 2 of the Agreement, entitled "Term of Agreement" is amended to reflect a termination date of December 31, 2021.
- 2. Section 6 of the Agreement, entitled "Compensation and Payment" is amended to reflect a maximum compensation of six hundred eighty-five thousand, six hundred thirty-five dollars (\$685,635), subject to budget appropriations.
- 3. Exhibit A of the Agreement, entitled "Scope of Services" is replaced in its entirety by the attached "Revised Scope of Services."
- 4. Exhibit B of the Agreement, entitled "Schedule of Fees" is replaced in its entirety by the attached "Revised Schedule of Fees."

5. 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

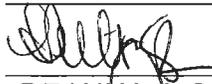
Approved as to Form:

Dated:

01/12/2020



BRIAN DOYLE
City Attorney



DEANNA J. SANTANA
City Manager
1500 Warburton Avenue
Santa Clara, CA 95050
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"CITY"

MOORE IACOFANO GOLTSMAN, INC.
a California corporation

Dated: 3.27.2020

By (Signature): Chris Beynon

Name: Chris Beynon

Title: Chief Development Officer

Principal Place of Business Address: 800 Hearst Avenue
Berkeley, CA 94710

Email Address: chrisb@migcom.com

Telephone: (510) 845-7549

Fax: (510) 845-8750

"CONTRACTOR"

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EXHIBIT A REVISED SCOPE OF SERVICES

INTRODUCTION

The Freedom Circle (FC) Focus Area Plan will establish a comprehensive planning framework to guide the development of a new mixed-use district in northern Santa Clara that includes high-density residential uses, commercial spaces, and an array of community amenities.

The development program will include two layers, based on the level of detail available from property owners and their projected development time frame:

- A reasonable estimate of the development umbrella for the entire Focus Area, including predominate land uses, a range of housing units and residential densities, open space and community amenities, and non-residential square feet (NRSF), and
- A complete land use program and site diagram for the Greystar property, consistent with their pending General Plan Amendment application.

This document establishes the scope of work to be completed by MIG, Inc. (MIG) and its subconsultant in conjunction with City staff and Greystar.

PHASE 1. PROJECT INITIATION

TASK 1.1: PROJECT TEAM MEETING #1: SCOPE AND WORK TO-DATE REVIEW

MIG will convene a meeting with City staff, Hexagon and Greystar to review key work conducted to date via the Freedom Circle Specific Plan process, including prerequisite studies, preliminary plan alternatives, planning principles, and stakeholder feedback. Following the meeting, MIG will produce a brief meeting summary.

TASK 1.1 DELIVERABLES

- Meeting materials: agenda, handouts, base maps, and PowerPoint presentation (Word/PDF/PPT/JPG)
- Meeting #1 Summary (Word/PDF)

PHASE 2. CONCEPTS AND STRATEGIES

TASK 2.1: PLANNING AND DESIGN FRAMEWORK

MIG will produce a concise document establishing the goals, policies, and design principles that will guide redevelopment in the Focus Area, leveraging past content from the Specific Plan process as well as new direction provided by the project team in Task 1.1. Based on the proposed land use framework, the document will also estimate an upper limit of residential units and non-residential square feet anticipated at full buildout. These projections will be used as inputs for the subsequent EIR process (Phase 3) to evaluate anticipated environmental impacts and any required mitigations.

Hexagon will provide recommendations to the project team regarding access and circulation for the Focus Area, including multi-modal connectivity to existing roadways, transit, bikeways, trails, and open spaces and areas to accommodate transportation network companies (e.g., Uber and Lyft) and private shuttles. Hexagon also will make recommendations on Transportation Demand

Management (TDM) strategies and a TDM monitoring program to reduce impacts of vehicular traffic on the project area. Hexagon will also advise the project team on parking strategies designed to reduce single-occupant vehicle trips, to ensure the efficient use of parking resources, and to discourage parking intrusion beyond the Focus area. City staff will be responsible for reviewing the document and will provide one round of consolidated comments on the Draft Planning and Design Framework.

TASK 2.1 DELIVERABLES

- Draft and Final Planning and Design Framework, approximately 2-3 pages (Word/PDF)

TASK 2.2: STRATEGY DIAGRAM

Based on the conceptual framework articulated in Task 2.1, MIG will develop a highly graphic Strategy Diagram illustrating the key physical improvements that will implement the goals of this Plan. The Strategy Diagram may build from the latest “Plan Alternative” scenario developed in May 2019 as part of the former Freedom Circle Specific Plan process. The Strategy Diagram will convey the Focus Area’s urban design, land use, open space, and connectivity frameworks and may be supplemented with additional information as needed. These supporting items may include a brief definition of each land use designation (including density ranges and building heights) and up to three street sections that illustrate key streetscape features envisioned in the Focus Area. The street cross-sections will be designed to accommodate the anticipated traffic volume, bicycle, and pedestrians, as necessary.

TASK 2.2 DELIVERABLES

- Draft and Final Strategy Diagram (Illustrator/PDF)
- Three Street Sections (Illustrator/PDF)

PHASE 3. PROGRAM-PROJECT ENVIRONMENTAL IMPACT REPORT (EIR)

The City of Santa Clara 2010-2035 General Plan did not designate Freedom Circle as a Focus Area and consequently did not anticipate in its EIR the potential land use changes described in this scope of services. To evaluate both the proposed Freedom Circle Focus Area Plan and the proposed Greystar land use program, MIG will prepare a two-layered Draft EIR that parallels the two layers of the Focus Area Plan development program: (1) a General Plan-level (program-level) EIR for the entire Future Focus Area, and (2) a project-level analysis for the Greystar project, which is expected to be entitled once the EIR is certified and the Focus Area Plan approved. This program-project EIR structure indicates that additional environmental review will be required for all future developments apart from the Greystar project, although the program-level analysis will be deliberately designed to facilitate CEQA streamlining for future site-specific development proposals.

TASK 3.1: INITIAL STUDY, NOTICE OF PREPARATION, AND SCOPING MEETING

MIG’s in-house environmental planning team will complete an Initial Study (IS) checklist and narrative (based on CEQA Guidelines Appendix G) to appropriately identify the environmental topics of the Focus Area Plan’s EIR. Those project conditions determined to have a “potentially significant impact” on the environment will then be further analyzed during development of the Draft EIR and refinement of the Focus Area Plan, with associated mitigation measures closely linked to Focus Area Plan policies. MIG will also prepare the EIR Notice of Preparation (NOP) to attach to the IS and will attend one CEQA-required EIR scoping session with responsible/interested agencies and members of the public. City staff will be responsible for reviewing and approving the NOP/IS, compiling the mailing list (with MIG assistance), and

distributing the NOP/IS to responsible and interested agencies. As a viable option under CEQA, the City does not need to prepare an entire Appendix G checklist once the City has decided that an EIR is the required CEQA document; under this option, the NOP will list and briefly describe each of the environmental topics that the EIR will evaluate.

TASK 3.1 DELIVERABLES

- Initial Study and NOP (Word/PDF)

Task 3.2: Transportation Impact Analysis (TIA)

*NOTE: To the extent practicable, the Transportation Impact Analysis (TIA) will be prepared in coordination with the Patrick Henry Drive Specific Plan. This coordination is expected to include one set of intersection counts and a single existing conditions traffic analysis, one set of forecasted volumes and intersection LOS calculations for cumulative no project and cumulative plus project conditions.

The purpose of the traffic impact analysis (TIA) is to satisfy the requirements of the City of Santa Clara, the Congestion Management Program (CMP) of the Santa Clara Valley Transportation Authority (VTA), and the California Environmental Quality Act (CEQA). As a result of Senate Bill 743, VMT will replace level of service (LOS) as a CEQA significance criterion by July 1, 2020. The City of Santa Clara is currently working on their SB 743 implementation process that would develop policies and guidelines for VMT impact evaluation. It is expected that the EIR for the Freedom Circle Focus Area Plan will be certified after July 1, 2020 and thus be based on VMT for CEQA impact assessment purposes. Nevertheless, this scope retains level of service analyses as this study is being conducted during the transition period. The level of service analysis will evaluate key intersections in the vicinity of the site during weekday AM and PM peak hours. The study area will be determined based on the City of Santa Clara's (CSC) travel demand forecast model. Preliminarily, we estimate that the TIA will include the analysis of up to 50 intersections, 40 freeway segments, and 25 freeway ramps. Additional study intersections, freeway segments or ramps will require authorization and additional budget.

The CSC travel demand model will be used to develop traffic forecasts for city streets and freeways, project trips, public transit ridership, and VMT.

The tasks to be included in the traffic analysis are:

Site Reconnaissance

The physical characteristics of the site and the surrounding roadway network will be reviewed to identify existing roadway cross-sections, intersection lane configurations, traffic control devices, and surrounding land uses.

Observation of Existing Traffic Conditions in the Study Area

Existing traffic conditions will be observed in the field in order to identify any operational deficiencies and to confirm the accuracy of calculated levels of service. Freeway ramps will be observed for queuing.

Data Collection

Existing weekday AM (7:00 – 9:00 AM) and PM (4:00 – 6:00 PM) peak-hour traffic volumes will be obtained from the City of Santa Clara, and traffic reports recently prepared for other nearby projects. PM peak-hour counts for CMP intersections will be obtained from the CMP database. New manual peak-hour turning movement counts were conducted at many intersections in May

2019 under the original scope of work developed for the Specific Plan process. Thus, it is assumed that current counts within the last two years are available at all study intersections and no new intersection counts will be needed. Freeway segment traffic counts will be obtained from the latest Congestion Management Program (CMP) monitoring report. Freeway ramp volumes will be obtained from Caltrans and supplemented with new manual peak-hour counts, if necessary. Freeway ramp queues and metering rates will be counted in the field.

Evaluation of Existing Conditions

Existing traffic conditions will be evaluated based on existing traffic volumes at the study intersections. The existing traffic conditions at the key study intersections will be evaluated using the TRAFFIX software, which employs the 2000 Highway Capacity Manual (HCM) methodology for intersection analyses and is the designated level of service methodology for the City of Santa Clara.

Travel Demand Model Validation

The VTA recently updated the 2015 land use data file based on ABAG Projections 2017. The 2015 land use file was developed with input from the County's local jurisdictions, including the City of Santa Clara. In addition, the United States Census Bureau recently released the 2011-2015 journey to work data from the American Community Survey and MTC compiled transit ridership data from household and on-board surveys and developed a database of regional transit trips by sub-mode and by mode of access for the Bay Area Region. These data sources will be used to recalibrate the City of Santa Clara's Travel Demand Model's home-based work trip distribution and mode choice models for year 2015. Subsequently, the Year 2019 land use data for the City of Santa Clara will be developed by adding to the Year 2015 land uses the sizes of new development projects constructed between 2015 and 2019 based on information provided by the City of Santa Clara's Planning Department. The Year 2019 land use data for areas outside the City of Santa Clara will be developed by interpolating the 2015 and 2040 data sets. The interpolated Year 2019 land use data will be adjusted as necessary based on information provided by the Cities of San Jose and Sunnyvale regarding recently completed projects in those jurisdictions. In addition, Year 2019 land use data will be adjusted to reflect the completion of the new Apple campus in Cupertino, which opened in 2017.

Hexagon will validate the model against existing traffic counts and most-recent publicly available observed transit ridership on VTA, Caltrain, ACE and Capitol Corridor. The model validation will be based on statistic validation criteria set forth in the 2017 California Regional Transportation Plan Guidelines, as well as validation by facility type following the criteria recommended in the FHWA's Travel Model Validation and Reasonableness Checking Manual, Second Edition. The model validation effort will bring the model base year to Year 2019, the same year as when most traffic counts for study intersections were conducted.

Evaluation of Existing Plus Project Conditions

The evaluation of existing plus project conditions will include two project scenarios: (1) the Greystar project by itself, and (2) buildout of the entire Freedom Circle Focus Area including the proposed Greystar project. Project trip generation for each scenario will be determined based on ITE trip rates. The CSC travel demand forecasting model will be used to estimate trip reductions for internalization and usage of alternative modes. Likewise, the trip distribution and assignment of project trips will be determined with the CSC travel demand forecasting model. Model forecasts under existing plus project conditions will also reflect any diversion of existing trips on study area roadways. Intersection level of service calculations will be conducted to estimate existing plus project traffic conditions during the AM and PM peak hours using the TRAFFIX software. Adverse effects on intersection levels of service associated with the

development of the proposed Greystar project and with buildout of the Focus Area Plan will be evaluated relative to existing conditions.

Evaluation of Background Conditions

Background traffic volumes will be developed using the CSC travel demand forecasting model and will reflect trips associated with approved projects in Santa Clara, San Jose, and Sunnyvale. Intersection levels of service under background conditions will be evaluated using the City methodology.

Evaluation of Background Plus Project Conditions

The CSC travel demand forecasting model will be used to develop traffic forecasts under the background plus Focus Area Plan and Background plus Greystar project scenarios. Intersection levels of service under background plus project conditions will be evaluated using the TRAFFIX software during the AM and PM peak hours. Adverse effects on intersection levels of service associated with the project will be evaluated relative to background conditions.

Evaluation of Cumulative No Project Conditions

Cumulative no-project traffic volumes will be developed using the CSC travel demand forecast model. Cumulative conditions will reflect future development outside of the Patrick Henry Drive Specific Plan Area or the Freedom Circle Focus Area (e.g. the approved City Place project, the pending Kylli project, and other pending developments in Santa Clara and surrounding jurisdictions) and planned transportation improvements. Intersection levels of service under cumulative no project conditions will be evaluated using the City methodology.

Evaluation of Cumulative Plus Project Conditions

Cumulative plus project traffic volumes will be developed using the CSC travel demand forecast model and will reflect trips generated by the buildout of the Patrick Henry Drive Specific Plan Area and the Freedom Circle Focus Area including the proposed Greystar project. Intersection levels of service under cumulative plus project conditions will be evaluated using the City methodology. The analysis will show changes in intersection levels of service associated with each project separately and together.

VMT Analysis

The VMT associated with the proposed Greystar project and with buildout of the Freedom Circle Focus Area will be estimated using the CSC travel forecast model. The model forecasts will reflect internalization of project trips, transit reductions, and proposed TDM measures. The VMT analysis will evaluate each land use component separately. The total residential VMT will be divided by the project's residents to calculate the project's residential VMT per capita. The total office VMT will be divided by the projected employment to calculate the project's office VMT per capita. The project's residential and office VMT per capita will be compared to citywide, countywide, and/or regional average VMT per capita also estimated using the CSC model. The analysis will include per capita calculations for the office and residential components combined. The VMT will be calculated without and with the project to determine the project's effects on the transportation network. This scope of work includes 12 hours of Hexagon staff time for coordination with the City regarding the VMT thresholds and calculation methods.

Hexagon's VMT estimates will be provided to MIG for their use in air quality modeling for greenhouse gas (GHG) emissions analysis for the environmental document.

Freeway Segment and Ramp Analysis

Project trips will be assigned to freeway segments and ramps in accordance with the trip distribution patterns determined from the model. The number of trips on nearby freeway segments will be compared to the CMP's threshold for determining the need for freeway level of service analysis. Freeway segments that require a level of service analysis will be analyzed for the AM and PM peak hours as required by the CMP guidelines. Freeway ramps will be evaluated based on volume-to-capacity ratios. The results of this task will be documented in the traffic study.

Site Access, On-Site Circulation and Parking

Internal roadways and site driveways depicted in the Greystar site plan will be reviewed to determine the overall adequacy of the site access and on-site circulation in accordance with generally accepted traffic engineering standards and to identify any access or circulation issues that should be improved. An analysis of vehicle operations and queuing and pedestrian safety on the Greystar site will be included in the traffic study. On-site circulation within the larger Focus Area will not be analyzed due to the lack of detail available in the program level document.

The parking demand ratios set forth in the Focus Area Plan and proposed on the Greystar site will be compared to ITE's published nationwide parking survey data, available local parking survey data, and existing zoning code requirements. The analysis will consider the reduction in parking demand associated with the selected TDM strategies as well as creative parking solutions, such as shared parking to confirm the proposed parking ratios will ensure sufficient parking to fulfill the anticipated demand.

Signal Warrant Analysis

The need for future signalization of unsignalized study intersections will be evaluated on the basis of the Peak Hour Warrant (Warrant 3 – Part B) in the California Manual on Uniform Traffic Control Devices. The warrant will be evaluated using peak-hour volumes for all study scenarios.

Evaluation of Vehicle Queuing

For selected locations where the Greystar project or buildout of the Focus Area Plan would add a significant number of left-turning vehicles, the adequacy of existing/planned storage at turn pockets will be assessed by means of comparison with expected maximum vehicle queues. Vehicle queues will be estimated using a Poisson probability distribution. It is anticipated that up to 30 intersections will be analyzed for queuing.

Bicycle, Pedestrian, and Transit Facilities

A qualitative analysis of the project's effect on bicycle and pedestrian circulation in the study area will be included in the traffic report. Any impacts of the project on the nearby facilities will be identified and improvements recommended to mitigate the impacts. The project's effects on transit facilities will include an analysis of transit route capacity, rail station platform passenger capacity, and transit vehicle travel times.

Description of Impacts and Mitigation Measures

Based on the results of the VMT analysis, impacts of the proposed Greystar project and the buildout of the Freedom Circle Focus Area Plan will be identified and described. The potential to partially or fully mitigate significant impacts through TDM measures will be discussed. Mitigation measures also may include improvements to pedestrian, bicycle, or transit facilities.

Recommendations

Furthermore, deficiencies in intersection levels of service caused or exacerbated by the project will be identified. Recommendations will be formulated that identify the locations and types of improvements or modifications necessary to address intersection level of service deficiencies or other operational issues. Improvements could include street widenings, lane additions, changes in lane usage, modifications to existing traffic signals, or installation of new traffic signals. The potential secondary effects of motor vehicle improvements on other modes will be discussed. Hexagon's scope of work includes the preparation of conceptual layouts of recommended transportation improvements (conceptual designs on aerial photos) and planning-level cost estimates pertinent to such improvements. The scope also includes a sensitivity analysis to determine the development level that would trigger each necessary improvement.

Fair-Share Calculations for Effected Intersections

Using up to two fair-share methods, Hexagon will prepare fair share calculations for the effected intersections under Existing Plus Project Conditions, Background Plus Project Conditions, and Cumulative Plus Project Conditions. These fair share calculations will be prepared for the Greystar project and the Freedom Circle Focus Area and documented in an excel spreadsheet for City staff use. In addition, the Cumulative Plus Project fair share calculations will be conducted for the Freedom Circle Focus Area by itself and in combination with the Patrick Henry Drive Specific Plan (eight total impact scenarios).

Transportation Impact Analysis (TIA) Report

Hexagon's findings and recommendations will be summarized in an Administrative Draft Transportation Impact Analysis (TIA) report. Following review and comment on the administrative draft by MIG and the City, a draft report will be submitted. Hexagon will prepare a final report that addresses all of the comments received from the environmental consultant and City of Santa Clara staff on the draft transportation report.

Evaluate Project Alternatives

Hexagon will estimate the project trip generation for up to three project alternatives to be evaluated in the Draft EIR. The VMT associated with each alternative will be estimated using the CSC travel forecast model. The residential and office VMT per capita and the combined VMT per capita for each alternative will be compared to citywide, countywide, and/or regional average VMT per capita to assess potential impacts associated with each alternative.

TASK 3.2 DELIVERABLES

- Administrative Draft, Draft and Final TIA Report

TASK 3.3: DRAFT ENVIRONMENTAL IMPACT REPORT (EIR)

*NOTE: To the extent practicable, the Draft EIR will be prepared in coordination with the Patrick Henry Drive Specific Plan Draft EIR. This coordination is expected to include one database search and existing conditions assessments for both projects; the inclusion of the Patrick Henry Drive development potential in the cumulative impact analysis; and the identification of feasible mitigation measures that apply to both projects. Because, as noted in this scope, a Focus Area Plan (Freedom Circle) is less detailed than a Specific Plan (Patrick Henry Drive), this situation must be considered when coordinating the EIR analyses.

The MIG Team will develop a Draft EIR that considers all aspects of Focus Area Plan implementation to streamline both future entitlements and CEQA work. Mitigations will be developed through close coordination with Focus Area Plan policies, Greystar project components, integration of uniformly applicable development standards (CEQA section 15183 -

Projects Consistent with a Community Plan or Zoning), and application of compatible and feasible mitigation measures from recent projects. In turn, the evaluation of environmental topics in the Draft EIR will not necessarily result in significant environmental impacts but instead will identify how these proactive measures will avoid or reduce potential impacts to less-than-significant levels, without the need for additional mitigation. Similarly, feasible mitigation measures will be written to be incorporated directly into site-specific development proposals, including the Greystar project. This integration of the Focus Area Plan and EIR will prepare the City for CEQA streamlining of more detailed, future development proposals in the Focus Area.

This task will be concurrent and collaborative with the Focus Area Plan preparation process. MIG will prepare an Administrative Draft EIR for City staff review, then a Screencheck Draft EIR will be prepared for final review by a limited number of City staff before a public release Draft EIR is completed.

EIR topic areas and potential CEQA-defined impacts will be evaluated against Focus Area Plan policies and Greystar project components intended to avoid or reduce potential environmental impacts.

CEQA encourages the efficient use of applicable, certified CEQA documents and discourages redundancy. The EIR will enable streamlined CEQA review for future individual development proposals, based on the following CEQA Guidelines sections:

- 15168 – Program EIR
- 15183 – Projects Consistent with a Community Plan or Zoning
- 15183.3 – Streamlining for Infill Projects
- 15063 – Initial Study
- 15152 – Tiering
- 15162 – Subsequent EIRs and Negative Declarations
- 15163 – Supplement to an EIR
- Current CEQA and land use case law

Each of the CEQA Guidelines sections listed above affords opportunities for significant streamlining. As one example, we prepared the program EIR for the Redwood City Downtown Precise Plan and are now the on-call CEQA consultant for preparing internal Initial Study checklists (as an attachment to the staff reports) for individual project proposals in the plan area. Since 2013, fifteen individual projects have been approved using this process, with no further CEQA review required.

MIG will prepare an EIR that addresses the following environmental topics and questions included in CEQA Guidelines Appendix G (Environmental Checklist Form), as listed below. Potential project and cumulative impacts under each of these required topics will be determined and evaluated with text, graphics, and tables. Based on existing environmental conditions and Focus Plan components, some topics will be evaluated in more detail than others. This task forms the basis of the Administrative Draft EIR, which will include a separate chapter on each of the following CEQA-defined environmental issues:

- Aesthetics
- Air Quality
- Biological Resources
- Cultural /Historic/Tribal Cultural Resources
- Geology and Soils
- Greenhouse Gas Emissions and Energy

- Hazards and Hazardous Materials
- Hydrology and Water Quality
- Land Use and Planning
- Noise
- Population and Housing
- Public Services
- Recreation
- Transportation/Traffic
- Utilities and Service Systems

Each environmental topic chapter will present a two-layered approach and analysis that parallels the two layers of the Focus Area Plan development program: (1) a General Plan-level (program-level) EIR for the entire Future Focus Area, and (2) a project-level analysis for the Greystar project. In each environmental topic chapter and consistent with CEQA, the Greystar project will be included as part of the overall Focus Area Plan impact evaluation, then the Greystar project will have its own, more detailed individual impact analysis under a separate heading in the chapter. In several instances, the Focus Area Plan and Greystar information may overlap (e.g., applicable environmental regulations), so that information will be referenced, but not be repeated, for the Greystar analysis.

MIG will draft the transportation chapter of the Draft EIR using the final TIA report (Task 3.2). MIG's in-house team will complete technical studies for air quality, greenhouse gas emissions, energy consumption, noise, and cultural/tribal resources. We will evaluate the level of Toxic Air Contaminants given the site's proximity to Highway 101. EPS will provide relevant support for the demographic, economic, and real estate trends to provide market-based parameters for the EIR. The analysis will consist of an assessment of Santa Clara's demographic trends and labor force characteristics over the last ten to fifteen years, to confirm the likely range of population and housing growth through buildout of the Focus Area Plan.

Before EIR mitigation measures are recommended within any environmental topic area, MIG will identify Focus Area Plan policies and Greystar project components that would avoid or reduce potentially significant impacts.

The MIG Team will prepare an Administrative Draft EIR in Word format, with graphics included. City staff will provide the MIG Team with one set of consolidated, internally consistent edits. The MIG Team will produce a Screencheck Draft EIR based on City staff comments. City staff will review the Screencheck Draft EIR and provide the MIG Team with one set of consolidated, internally consistent edits. MIG will then prepare a Public Draft EIR based on staff edits.

Task 3.3 Deliverables

- Administrative Draft EIR (Word/PDF)
- Screencheck Draft EIR (Word/PDF)
- Public Release Draft EIR (Word/PDF/15 hard copies/15 CDS)

PHASE 4. PLAN PRODUCTION

TASK 4.1: FOCUS AREA PLAN

MIG will develop a Focus Area Plan that details a compelling vision for the entire study area, including comprehensive narrative and supporting graphics that establish a coherent blueprint

for the future. City staff and Greystar will be responsible for reviewing the document and will provide one round of consolidated comments. The Draft Focus Area Plan will be submitted in Word format, including PDFs of all original MIG graphics. Once the document has been reviewed by Greystar and City staff and revised accordingly, MIG will produce and submit the Final Focus Area Plan in Adobe InDesign format.

TASK 4.1 DELIVERABLES

- Draft and Final Focus Area Plan, approximately 8-10 pages (Word/InDesign/PDF)

PHASE 5. EIR CERTIFICATION AND ADOPTION OF FREEDOM CIRCLE FOCUS AREA PLAN

TASK 5.1: RESPONSE TO PUBLIC COMMENTS

The MIG Team will respond to all public and agency comments received pertaining to the content or adequacy of the Draft EIR during the 45-day public review period. Hexagon will assist MIG in responding to transportation related comments received on the Draft EIR. Responding to comments that require any new analyses that is beyond the above-listed scope of services or revisions to the transportation impact analysis assumptions or methodology will be considered an additional service.

TASK 5.1 DELIVERABLES

- Responses to public and agency comments (Word/PDF)

TASK 5.2 FINAL EIR

MIG will prepare a Final EIR and a Mitigation Monitoring and Reporting Program for adoption with the Focus Area Plan. An Administrative Final EIR will be delivered for City staff review before a public release Final EIR is completed. City staff will be responsible for reviewing and providing one consolidated, internally consistent set of City comments to the MIG Team on the Administrative Final EIR, Final EIR, and the Mitigation Monitoring and Reporting Program.

TASK 5.2 DELIVERABLES

- Draft Final EIR with Mitigation Monitoring and Reporting Program (Word/PDF/10 hard copies)
- Final EIR (Word/PDF/26 hard copies)

TASK 5.3: PLANNING COMMISSION AND COUNCIL MEETINGS

*NOTE: Commission and Council Meetings will be held jointly with the Patrick Henry Drive Specific Plan project.

The MIG Team will meet with the Planning Commission and City Council during the Focus Area Plan adoption process to present, discuss, and receive input/direction on the Draft Focus Area Plan and EIR. This task includes participation by MIG and Hexagon at up to four public hearings and two study sessions.

TASK 5.3 DELIVERABLES

- Planning Commission City Council Work Session/Hearing materials for up to six meetings: staff report content and presentation (Word/PPT/PDF)

PHASE 6. PROJECT MANAGEMENT

TASK 6.1 PROJECT MANAGEMENT AND COORDINATION

MIG will prepare monthly invoices and progress reports. This task also accounts for the MIG Team's regular project management and coordination (emails, calls, data transfers, etc.) with both City staff and the subconsultant team as well as project setup and close-out. Team members will attend ad hoc conference calls with City staff to coordinate on the project, discuss strategies and work products, and schedule near term items and data needs.

TASK 6.1 DELIVERABLES

- Monthly invoices and progress reports (Word/ Excel/PDF)
- Ongoing coordination and management

**EXHIBIT B
REVISED SCHEDULE OF FEES**

Contractor will bill City on a monthly basis for Services provided by Contractor during the preceding month on an invoice and in a format approved by City and subject to verification and approval by City. City will pay Contractor within thirty (30) days of City's receipt of an approved invoice.

The Consultant has provided a schedule of rates and fees which includes all billing amounts and costs entitled, "Freedom Circle Focus Area Plan Budget" dated March 2020, which is attached to this Exhibit B. In no event shall the amount billed to City by Contractor for services under this Agreement exceed six hundred eighty-five thousand six hundred thirty-five dollars (\$685,635), subject to budget appropriations.



Agenda Report

20-102

Agenda Date: 5/26/2020

REPORT TO COUNCIL

SUBJECT

Action on a Contract Amendment and Direction to Proceed with Issuance of a Notice of Preparation for the Freedom Circle Focus Area [Council Pillar: Promote and Enhance Economic, Housing and Transportation Development]

BACKGROUND

On August 27, 2019, the City Council directed staff to proceed with the long-range planning process to designate the Freedom Circle area as a Future Focus Area within the General Plan instead of the preparation of a Specific Plan. This direction was given following the decision by two of the three Freedom Circle property owners funding the Specific Plan (The Sobrato Organization and Irvine Company) to withdraw from their funding of the Freedom Circle Specific Plan process, which had begun in August 2018. The remaining property owner (Greystar) is continuing to fund the Focus Area process while also moving forward with their General Plan Amendment (GPA) application.

DISCUSSION

The change from preparation of a Specific Plan to a Focus Area necessitates a change of scope of the City's contract with Moore Iacofano Goltsman, Inc (MIG) for preparation of the Focus Area. As a next step in the creation of the Freedom Circle Focus Area and processing of the Greystar GPA, the City will start the environmental review process for both by releasing a Notice of Preparation (NOP).

Based on prior City Council direction, staff is considering preparation of the Freedom Circle Focus Area to be a precondition of the City Council for completing the processing of the GPA for the Greystar parcel.

Contract Amendment with MIG, Inc.

In conjunction with the Greystar GPA, the City Council directed Planning staff to plan for a future transition to a mix of residential and office uses in Freedom Circle by creating a new General Plan Focus Area for the properties around Freedom Circle.

To reflect this change in circumstances and scope, the City is proposing to amend its current contract with MIG. The planning document to be prepared will be an illustrated description of the Freedom Circle Focus Area, which communicates the development potential of the Focus Area and which will be incorporated into the General Plan text. Like other focus areas, the Freedom Circle Focus Area will be subject to a future planning process prior to any change in land use designation.

The contract amendment also includes the preparation of a combined Environmental Impact Report (EIR) covering both the Greystar GPA and the Freedom Circle Focus Area. Environmental Impacts of the Greystar GPA will be analyzed at a project level, meaning that the specific impacts of the 1,100 residential unit Greystar development proposal will be analyzed, including traffic and noise. Impacts

of development under the proposed focus area will be described at a program level because the size and location of individual development proposals beyond the Greystar development is not known at this time.

The contract amendment reflects the change in project scope from preparation of a Specific Plan to a reduced work scope for designation of a Focus Area along with increased analysis specific to the Greystar project. The amendment also addresses the decoupling of the Freedom Circle and Patrick Henry Specific Plan processes to be independent projects. The contract amendment recognizes the \$172,962 already spent on the Freedom Circle project, and describes the tasks involved with the preparation of the focus area and the associated EIR. The total of new costs in the contract amendment is \$450,342. Including a 10% contingency, the total cost of the contract amendment is \$685,635. This is a reduction from the original contract for \$840,497 which included a 10% contingency.

Because Greystar is the sole remaining funder of the Freedom Circle Focus Area, the reimbursement agreement for the preparation of the Freedom Circle focus area and EIR by MIG, Inc. has been revised to be between Greystar and the City.

Notice of Preparation

The release of a Notice of Preparation (NOP) is the first public action in the EIR preparation process. The purpose of the NOP is to inform agencies and interested parties that an EIR will be prepared for a project, and allow an opportunity for comment on the scope and content of the environmental information to be included in the EIRAs noted above, the EIR and the NOP will address both the City's designation of the Focus Area and the Greystar project.

The vision for the Freedom Circle Focus Area is an urban environment, with Great America Parkway and Mission College Boulevard retaining their commercial character. For the NOP the Focus Area is proposed to allow 2,500 dwelling in addition to the 1,100 proposed through the Greystar GPA, for a total of 3,600 dwelling units. The NOP also address the potential development of 2 million square feet of office space in addition to the current General Plan capacity, allowing a total of 9.6 million square feet of potential office/industrial development. The parcels designated High Intensity Office are currently developed with approximately 2.35 million square feet of building space.

The Freedom Circle area (shown in Attachment 1) is not considered for conversion to residential uses under any phase of the 2010 - 2035 General Plan, but rather is currently planned over the long-term to be preserved for employment uses. The buildings in the Freedom Circle area are a mix of concrete tilt-ups, office towers, and single-use commercial buildings such as the Santa Clara Marriott Hotel and Pedro's Cantina. The Greystar site, which sits directly north of 101 and directly west of San Tomas Aquino Creek, is undeveloped.

Most of the proposed Specific Plan Area currently has a High Intensity Office General Plan designation, which supports high-rise and campus style office development with an allowed Floor Area Ratio (FAR) of up to 2.0. The Marriott Hotel site is the lone exception and is currently designated Regional Commercial. Unlike other focus areas where the City anticipates conversion of all or a large majority of lands to residential use, this area currently supports key commercial and office uses and a more even mix of employment and residential uses consistent with overall General Plan goals.

The Greystar General Plan Amendment proposes to change the General Plan land use designation for the 13.3 acre Greystar site, which is bounded by San Tomas Aquino Creek to the East, Freedom Circle to the West, and Highway 101 to the south from High Intensity Office (maximum Floor Area Ratio of 2.0) to Very High Density Residential (51-100 Dwelling Unit/Acre). Greystar is proposing a total of 1,100 dwelling units in three 7-story buildings, all of which are proposed to be a maximum of 100 feet in height. The proposal also includes a two-acre public park with a connection to the San Tomas Aquino Creek trail, and up to 2,000 square feet of neighborhood-serving retail. The proposal also includes removing existing view easements along the Bayshore Freeway (US 101) and relocating the City of Santa Clara/Great America sign from its current location to the southeastern corner of the property.

ENVIRONMENTAL REVIEW

The action being considered is simply to accept a report on the planning process for Greystar and the Freedom Circle focus area, and approval of the amendment to the consultant contract. These actions do not constitute a “project” within the meaning of the California Environmental Quality Act (“CEQA”) pursuant to CEQA Guidelines section 15378(b)(5), in that they are governmental organizational or administrative activities that will not result in direct or indirect changes in the environment.

FISCAL IMPACT

Amendment No. 1 with MIG decreases the not-to-exceed amount to \$685,635 and extends the term of the agreement to December 31, 2021. The City’s consultant costs for preparation of the Freedom Circle focus area and Greystar General Plan Amendment will be covered through a reimbursement agreement with Greystar. The applicant previously deposited \$300,000 under the original Greystar Reimbursement Agreement and will be expected to deposit an additional \$300,000 following execution of the amended Reimbursement Agreement in order to fully fund the land use and environmental planning services. The additional funds will be collected in the City’s Deposit Fund from which payments will also be made.

While the City has not conducted a fiscal analysis for the focus area and General Plan Amendment, it is understood that residential land uses generally have a net negative fiscal impact (as increased land value revenue does not completely offset increased costs for service), but infill and higher density mixed-use development, particularly utilizing Type I or Type III construction, can provide for more efficient delivery of services and support more tax revenue generating activity, potentially resulting in net neutral or positive fiscal implications. Consistent with the General Plan, the addition of new residentially designated land helps the City to achieve its Regional Housing Needs Assessment (RHNA) goals for housing production.

COORDINATION

This report has been coordinated with the City Attorney’s Office and the City Manager’s Office.

PUBLIC CONTACT

The City held a community meeting on the North Santa Clara area including the Freedom Circle area on February 25, 2019. Approximately 28 members of the public attended the meeting.

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>>.

ALTERNATIVES

1. Approve the contract amendment and reimbursement agreement for the revised scope of services with MIG, Inc. and accept the report on the Freedom Circle / Greystar General Plan Amendment Notice of Preparation as presented by staff.
2. Do not approve the contract amendment and reimbursement agreement for the revised scope of services with MIG, Inc. and do not accept the report on the Freedom Circle / Greystar General Plan Amendment Notice of Preparation as presented by staff.

RECOMMENDATION

Alternative 1:

Approve the contract amendment and reimbursement agreement for the revised scope of services with MIG, Inc. and accept the report on the Freedom Circle / Greystar General Plan Amendment Notice of Preparation as presented by staff.

Reviewed by: Andrew Crabtree, Director of Community Development

Approved by: Deanna J. Santana, City Manager

ATTACHMENTS

1. Proposed Freedom Circle Focus Area
2. Contract Amendment No. 1 with MIG Freedom Circle
3. Amendment to the Greystar Reimbursement Agreement, April 2020
4. Freedom Circle Draft Notice of Preparation May 2020
5. Focus Area and EIR Milestone Schedule