

**RECOMMENDED  
CONDITIONS OF APPROVAL AND  
STANDARD DEVELOPMENT REQUIREMENTS  
MARCH 29, 2021**

Planning Application **2020-7110**  
200 W. Washington Avenue

Special Development Permit to allow the construction of two seven-story mixed-use buildings at a height of 111 feet (seven stories) with 499,775 square feet of office space, 22,105 square feet of flex space (commercial) and 50,900 square feet of ground floor commercial space, 37,415 square feet of shared services, extension of Frances Street, and associated site improvements and Vesting Tentative Map for condominium purposes and subject to the provisions outlined in the adopted Development Agreement (ORD No. 3164-20).

The following Conditions of Approval [COA] and Standard Development Requirements [SDR] apply to the project referenced above. The COAs are specific conditions applicable to the proposed project. The SDRs are items which are codified or adopted by resolution and have been included for ease of reference, they may not be appealed or changed. The COAs and SDRs are grouped under specific headings that relate to the timing of required compliance. Additional language within a condition may further define the timing of required compliance. Applicable mitigation measures are noted with "Mitigation Measure" and placed in the applicable phase of the project.

In addition to complying with all applicable City, County, State and Federal Statutes, Codes, Ordinances, Resolutions and Regulations, Permittee expressly accepts and agrees to comply with the following Conditions of Approval and Standard Development Requirements of this Permit:

**GC: THE FOLLOWING GENERAL CONDITIONS AND STANDARD DEVELOPMENT REQUIREMENTS SHALL APPLY TO THE APPROVED PROJECT.**

- GC-1. CONFORMANCE WITH APPROVED PLANNING APPLICATION:  
All building permit drawings and subsequent construction and operation shall substantially conform with the approved planning application, including: drawings/plans, materials samples, building colors, and other items submitted as part of the approved application. Any proposed amendments to the approved plans or Conditions of Approval are subject to review and approval by the City. The Director of Community Development shall determine whether revisions are considered major or minor. Minor changes are subject to review and approval by the Director of Community Development. Major changes are subject to review at a public hearing. [COA] [PLANNING]

- GC-2. **APPLICABILITY OF PREVIOUS PLANNING APPLICATIONS:**  
This Special Development Permit (SDP) supersedes SDP 2017-7529, as it relates to Subblock 3. Those conditions applying to the remaining areas of Block 18 remain in effect, unless modified by subsequent SDP applications. This SDP allows the following for Subblock 3 North, unless further defined in the adopted Development Agreement:
- a. A maximum of 499,775 square feet of office space.
  - b. A maximum of 110,408 square feet of commercial space (includes flex space and shared services).
  - c. Maximum height of 111 feet (seven stories) to top of parapet and additional height of 14 feet for mechanical penthouse and associated screening as shown on the approved plans.
  - d. Uses shall comply with the provisions allowed pursuant to Sunnyvale Municipal Code Section 19.28.
- GC-3. **PUBLICALLY ACCESSIBLE SPACE:**  
The sidewalk area located between the face of both office buildings on Frances Street shall be designed, constructed, and maintained by the developer and shall be open to the public and public access shall be provided for this area. No portion of this area shall be exclusively used or designated for the office tenants (consistent with terms of the Redwood Square Access Easement Area created by the Declaration of Public Access Easement, Covenants and Restrictions for Redwood Square" provided for by the Development Agreement). [COA/DA] [PLANNING]
- GC-4. **PUBLIC ACCESS AND INGRESS/EGRESS EASEMENT**  
The applicant shall provide a Public Access and Ingress/Egress easement for the benefit of Block 3 north over new private east-west street, recorded prior to the issuance of a building permit. [COA] [PLANNING]
- GC-5. **ENTITLEMENTS—EXERCISE AND EXPIRATION:**  
The approved entitlements shall comply with the provisions contained in the approved Development Agreement. [SDR] (PLANNING)
- GC-6. **INDEMNITY:**
- a. Landowner shall defend, indemnify, and hold harmless the Indemnified Party from any Third Party Challenge against the Indemnified Party (City and its elected and appointed representatives, officers, agents, and employees (the "Indemnified Party") to attack, set aside, void, or annul this Agreement or the Development Approvals and shall indemnify and hold harmless Indemnified Party against any and all third-party attorneys' fees, court costs and other liabilities determined by a court to be arising out of such Third Party Challenge.

- b. The City shall promptly notify Landowner of the Third Party Challenge and shall cooperate fully in the defense of the Third Party Challenge, including but not limited to decisions about selection of counsel, settlement, preparation of the administrative record (if any) and litigation strategies. The City shall be considered to have failed to give prompt written notification of a Third Party Challenge if the City, after being served with a lawsuit or other legal process unreasonably delays in providing written notice thereof to the Landowner. As used herein, “unreasonably delay” shall mean any delay that, in the reasonable opinion of Landowner, materially adversely impacts the Landowner’s ability to defend against the Third Party Challenge. If Landowner defends any Third Party Challenge, so long as Landowner is not in default hereunder, City shall not allow any default or judgment to be taken against it or compromise the defense of the action without Landowner’s prior written approval. The Parties shall act jointly in filing motions, briefs, trial statement, and other appropriate court documents and in approving settlement of such Third Party Challenge. Nothing herein shall obligate or allow a Party to settle such Third Party Challenge on terms that would constitute an amendment or modification to this Agreement, the Existing City Laws, the Specific Plan, or that would materially impact the beneficial uses of that Party’s property.
- C. Under no circumstances shall subsections (a) – (b) above require Landowner to pay or perform any settlement arising out of a Third Party Challenge unless the settlement is expressly approved by Landowner.  
[COA] [OFFICE OF THE CITY ATTORNEY]

GC-7. NOTICE OF FEES PROTEST:

As required by California Government Code Section 66020, the project applicant is hereby notified that the 90-day period has begun as of the date of the approval of this application, in which the applicant may protest any fees, dedications, reservations, or other exactions imposed by the city as part of the approval or as a condition of approval of this development. The fees, dedications, reservations, or other exactions are described in the approved plans, conditions of approval, and/or adopted city impact fee schedule.  
[SDR] [PLANNING / OCA]

GC-8. ENVIRONMENTAL MITIGATION MEASURES:

The project shall comply with all applicable mitigation measures required in the Downtown Specific Plan Amendments and Specific Development Project Mitigation Monitoring and Reporting Program (MMRP) which has been included and attached to the Conditions of Approval as Attachment 1. The applicant shall be responsible for addressing all applicable required mitigations for each phase of the project. [COA] [PUBLIC WORKS/PLANNING] **MITIGATION MEASURE**

GC-9. TRANSPORTATION MANAGEMENT ASSOCIATION:

The applicant shall comply with:

- (2) Mitigation Measure AQ-2.4; and
- (3) The requirement to implement a Dynamic Parking System set forth in Section 5.1.3 of the CityLine Development Agreement. In addition, if the City forms a Downtown Sunnyvale Transportation Management Association (TMA) as contemplated by the Downtown Specific Plan and the “City of Sunnyvale Parking Capacity and Management Study” dated June 2, 2020, the applicant shall share publicly available data with the future TMA, and provide mechanisms for coordinating each of the previously noted TDM and parking programs with the future TMA.  
[COA] [PUBLIC WORKS/PLANNING]

GC-10. DEVELOPMENT AGREEMENT-PUBLIC PARKING:

The parking garage for the proposed development (Block 3 North) shall be available to the public weekday evenings from 5:30 p.m. to 2:00 a.m. and on weekends from 7:30 a.m. to 2:00 a.m. Public parking hours shall be clearly posted at the garage entrance and integrated into the downtown parking management system for the 785 spaces proposed in the garage. [COA] [PLANNING]

GC-11. PARKING MANAGEMENT STUDY:

Project shall comply with the Parking Memo prepared by Walker and Associates, dated March 23, 2021. Modifications to these documents may need to be adjusted over time and may be evaluated through a Miscellaneous Plan Permit (MPP) or equivalent staff level review, subject to review and approval by the Director of Community Development in accordance with the CityLine Development Agreement. [COA] [PLANNING]

GC-12. EXHAUST AND OPENINGS FOR GROUND FLOOR USES:

All exhaust fans for the ground floor food service uses shall be vented vertically through the building to the roof at the applicable level. Exhaust fans from the ground floor uses shall minimize the exposure of dust or odors to adjacent residential units. [COA] [PLANNING]

GC-13. GROUND FLOOR USES-GLAZING AND VISIBILITY:

All glazing into the ground floor uses shall maintain clear visibility into the uses. Any dropped ceilings shall be recessed 3-4 feet from the front façade to maintain visibility into the use and to keep any transom windows open and clear. Changes from this requirement are subject to review and approval by the Director of Community Development. [COA] [PLANNING]

- GC-14. FLEX SPACE ON SECOND FLOOR – BUILDING B:  
The flex space located on the second floor of Building A comprised of 22,103 square feet shall be commercial space and shall not be used for office space unless additional office square footage is available and it does not exceed the allowances of the approved Development Agreement. Any future change from commercial space shall be subject to review by the Director of Community Development through a Miscellaneous Plan Permit. [COA] [PLANNING]
- GC-15. ALCOHOL BEVERAGE CONTROL (ABC):  
Tenants shall obtain all appropriate permits and/or licenses from the Department of Alcoholic Beverage Control prior to commencement of uses involving alcohol sales or service as allowed under this SDP. [COA] [PLANNING]
- GC-16. ALCOHOL BEVERAGE SALE AND SERVICE AND ABC COMPLIANCE:  
Non-compliance with a specific permit for alcohol beverage sales or service (Special Development Permit pursuant to SMC Section 19.28.070) or the requirements of the Department of Alcoholic Beverage Control at any time may trigger either: a) reconsideration (discretionary review of new application) of the specific permit and/or the imposition of additional conditions of approval, or b) the initiation of the revocation process for the specific permit by the Director of Community Development.   [COA] [PLANNING]
- GC-17. PILE DRIVING:  
Pile driving is generally prohibited due to proximity to residential uses. The applicant shall consider the use of other methods for foundation work. If other options are not feasible, then the applicant may submit the appropriate information for review by the Chief Building Official for review and consideration. If it is determined that pile driving is the only option, then the Community Development Director shall determine the appropriate review and notification process. [SDR] [PLANNING]
- GC-18. STORMWATER MANAGEMENT PLAN:  
Project is subject to Provision C3, of the Municipal Regional Stormwater Permit Order No. R2-2009-0074, as determined by a completed “Stormwater Management Plan Data Form”, and therefore must submit a Stormwater Management Plan as per SMC 12.60.140 prior to issuance of the building permit. [SDR] [PLANNING]

GC-19. PUBLIC IMPROVEMENTS:

The developer is required to install, per Sunnyvale Municipal Code Chapter 18.08, all public improvements, which may include but not be limited to, curb & gutter, sidewalks, driveway approaches, curb ramps, street pavements, utility extensions and connections, meters/vaults, trees and landscaping, traffic signal/signage, striping, street lights, etc. as show in the off-site improvement plans.

All public improvements shall be designed and constructed in accordance with current City design standards, standard details and specifications, Downtown Specific Plan and Americans with Disabilities Act (ADA) requirements where applicable, unless otherwise approved by the Department of Public Works.

The developer is required to complete the installation of all public improvements and other improvements deemed necessary by the Public Works Department (consistent with the requirements and limitations of the Development Agreement), prior to occupancy of the first building, or to the satisfaction of the Department of Public Works. [COA] [PUBLIC WORKS]

GC-20. OFF-SITE IMPROVEMENT PLANS:

Submit off-site improvement plans separate from the Building on-site improvement plans. The off-site improvement plans are approved through a Public Works Encroachment Permit process. Sheet TM-8 and TM-9 & TM-10, the Preliminary Grading and Utilities Plans in the Vesting Tentative Map dated 3/3/21 are subject to change during the plan check process.

See Improvement Plan Checklist and Improvement Plan Submittal Checklist at the following 2 links:

<https://sunnyvale.ca.gov/civicax/filebank/blobdload.aspx?BlobID=24002>

<https://sunnyvale.ca.gov/civicax/filebank/blobdload.aspx?BlobID=23625>

[SDR] [PUBLIC WORKS]

GC-21. ENCROACHMENT PERMIT:

Prior to any work in the public right-of-way, obtain an encroachment permit with insurance requirements for all public improvements including a traffic control plan per the latest California Manual on Uniform Traffic Control Devices (MUTCD) standards to be reviewed and approved by the Department of Public Works. [COA] [PUBLIC WORKS]

GC-22. FINAL MAP RECORDATION:

This project is subject to, and contingent upon recordation of a Final Map for condominium purposes. The submittal, approval, and recordation of the Final Map shall be in accordance with the provisions of the California Subdivision Map Act and Sunnyvale Municipal Code Title 18 Subdivision

requirements. All existing and proposed property lines, easements, dedications shown on the vesting tentative map are subject to City's technical review and approval during the Final map process prior to any building permit for foundation or vertical construction. Sheet TM-6 of Vesting Tentative Map submittal dated 3/4/21 is subject to change during plan check process. [COA] [PUBLIC WORKS]

GC-23. SOLID WASTE MANAGEMENT:

The subject site and ownership shall comply with the approved Solid Waste Management Plan and the Acknowledgement Letter, dated March 9, 2021, and accepts the responsibility to properly maintain and service its trash rooms at 200 W Washington Avenue, more commonly known as Cityline Block 3 North. [COA] [PLANNING/PUBLIC WORKS]

**PS: THE FOLLOWING CONDITIONS SHALL BE MET PRIOR TO SUBMITTAL OF BUILDING PERMIT, AND/OR GRADING PERMIT.**

PS-1. REQUIRED REVISIONS TO PROJECT PLANS:

Foundation and Vertical Building Permit Plans shall reflect the following changes:

- a. The gas meters located on the Murphy Avenue frontage at the intersection of the proposed new east-west private street shall be relocated to the new private east-west street frontage if 200 S. Taaffe Street is granted permission by PG&E to use an alcove and native soil to keep their gas meter area near Taaffe Street on the new street frontage. The applicant shall provide documentation if permission is not granted by PG&E, subject to review and approval by the Directors of Public Works and Community Development.
- b. The screening for the gas meters screens shall be refined to complement the architecture and shall be painted to match the building and treated with an anti-graffiti coating, consistent with the Department of Public Works requirements and design standards.
- c. The ground floor exterior materials shall be changed to warmer tones in the precast concrete to better compliment the color palate in the upper floors.
- d. Street trees along W. Washington frontage shall be placed at back of curb per City Downtown Standards. Street trees may be repositioned as approved by the Directors of Public Works and Community Development if existing underground utilities cannot be relocated. The applicant shall provide documentation if permission is not granted by PG&E, subject to review and approval by the Directors of Public Works and Community Development. [COA] [PLANNING]

- PS-2. TENANT DESIGN GUIDELINES:  
Applicant shall submit a Miscellaneous Plan Permit for Tenant Design Guidelines for retail and commercial tenant space to ensure final design includes uniqueness between tenants, addition of canopies and recessed entries, and different textures and opportunities for varied sign types, including projecting signs, subject to review and approval by the Director of Community Development. [COA] [PLANNING]
- PS-3. NEW EAST-WEST PRIVATE STREET DESIGN:  
Applicant shall coordinate with the 200 S Taaffe Street project (Planning Application 2020-7262) to submit a Miscellaneous Plan Permit for the final design of the new private street to the south of the project site to review street design, landscaping, street furniture and driveway design subject to review and approval by the Director of Community Development. [COA] [PLANNING]
- PS-4. EXTERIOR MATERIALS REVIEW:  
Final exterior building materials and color scheme are subject to review and approval by the Director of Community Development prior to submittal of a building permit. [COA] [PLANNING]

**BP: THE FOLLOWING CONDITIONS SHALL BE ADDRESSED ON THE CONSTRUCTION PLANS SUBMITTED FOR FOUNDATION BUILDING PERMIT, GRADING PERMIT, AND/OR ENCROACHMENT PERMIT AND SHALL BE MET PRIOR TO THE ISSUANCE OF SAID PERMIT(S). THESE CONDITIONS SHALL ALSO BE COMPLIED WITH DURING CONSTRUCTION APPROVED UNDER ANY SUBSEQUENT SUPERSTRUCTURE PERMITS, IF APPLICABLE.**

- BP-1. CONDITIONS OF APPROVAL:  
Final plans shall include all Conditions of Approval included as part of the approved application starting on sheet 2 of the plans. [COA] [PLANNING]
- BP-2. RESPONSE TO CONDITIONS OF APPROVAL:  
A written response indicating how each condition has or will be addressed shall accompany the building permit set of plans. [COA] [PLANNING]
- BP-3. NOTICE OF CONDITIONS OF APPROVAL:  
A Notice of Conditions of Approval shall be filed in the official records of the County of Santa Clara and provide proof of such recordation to the City prior



to issuance of any City permit, allowed use of the property, or Final Map, as applicable. The Notice of Conditions of Approval shall be prepared by the Planning Division and shall include a description of the subject property, the Planning Application number, attached conditions of approval and any accompanying subdivision or parcel map, including book and page and recorded document number, if any, and be signed and notarized by each property owner of record.

For purposes of determining the record owner of the property, the applicant shall provide the City with evidence in the form of a report from a title insurance company indicating that the record owner(s) are the person(s) who have signed the Notice of Conditions of Approval. [COA] [PLANNING]

BP-4. BLUEPRINT FOR A CLEAN BAY:

The building permit plans shall include a “Blueprint for a Clean Bay” on one full sized sheet of the plans. [SDR] [PLANNING]

BP-5. MITIGATION MONITORING AND REPORTING PROGRAM:

The following mitigation measures were adopted as part of the EIR for the Downtown Specific Plan (adopted August 11, 2020). Please refer to the adopted MMRP (Attachment 1) for further details on the requirements of the mitigation measures noted below.

- a. MM AQ-2.2 – The building permit plans shall include BAAQMD-recommended measures to control dust, particulate matter, and diesel exhaust emissions during construction.
- b. MM AQ-2.3 – The project applicant shall provide documentation from the contractor indicating the proposed construction equipment, make, model, year, horsepower and compliance with the EPA Tier 4 requirements.
- c. MM AQ-2.4: Approval of a TDM Plan to reduced operational NOx emissions consistent with City requirements. This Plan shall demonstrate a minimum six (6) percent overall reduction in vehicle trips and shall be approved by the Director of Public Works or designee.
- d. MM BIO-1.1 - When possible, construction shall be scheduled to avoid the nesting season to the extent feasible. The nesting season for most birds, including most raptors, in the San Francisco Bay area extends from February 1 through August 31.
- e. MM CR-2.1 - Prior to ground disturbance or in conjunction with any remediation efforts, applicant is responsible for having a qualified archeologist complete mechanical presence/absence exploration as described in mitigation measure MM CR-2.1.

- f. MM CR-2.2 - Prior to ground-disturbing activities, the project applicant shall have a qualified archaeologist or qualified Native American tribal representative provide appropriate cultural sensitivity training to all contractors and employees involved in the trenching and excavation.
- g. MM CR-2.3 - In the event that human remains are discovered during excavation and/or grading of the site, all activity within a 50-foot radius of the find shall be stopped. The Santa Clara County Coroner shall be notified.
- h. MM HAZ-1.1: All remaining hazardous materials at the Macy's building (e.g., emergency diesel generator with a 27-gallon AST, hydraulic fluids within the elevator equipment, cardboard bailer, trash compactor, shoe cleaning products, building maintenance products, and paint related products,) shall be removed and properly disposed of prior to demolition.
- i. MM HAZ-1.2 - A SMP and Health Safety Plan (HSP) shall be prepared and implemented for construction-related earthwork activities under the proposed project. The purpose of the SMP and HSP is to establish appropriate management practices for handling impacted soil, soil vapor, and groundwater or other materials that may potentially be encountered during construction activities.
- j. MM HAZ-1.4: A vapor mitigation system design shall be incorporated in proposed building(s), unless it can be demonstrated to the satisfaction of Regional Water Quality Control Board (RWQCB) (or similar oversight agency) that these measures are not required for the currently proposed development.
- k. MM HAZ-1.6: Prior to commencement of earthwork activities, geophysical surveys shall be completed of the former gasoline service station location to evaluate if USTs remain on the site.
- l. MM HAZ-1.7: All wells shall be protected during construction activities or properly destroyed prior to construction. This work shall be coordinated with RWQCB and Santa Clara Valley Water District (Valley Water). Wells to be destroyed shall be destroyed.
- m. MM HAZ-1.8: Prior to the issuance of a demolition permit, an asbestos survey shall be completed for existing buildings on the Macy's site prior to demolition in accordance with the National Emissions Standards for Hazardous Air Pollutants (NESHAP) guidelines.
- n. MM HAZ-1.9: Prior to the issuance of a demolition permit, a lead-based paint survey shall be completed for the existing building on the Macy's site in accordance with the Cal/OSHA guidelines.
- o. MM HAZ-4.1: Prior to the issuance of a building permit for above ground construction, if proposed structures exceed the FAA Part 77 Surface, the project applicant shall submit an FAA Form 7460-1 for the permanent structure prior to submittal for the temporary construction equipment

(outlined in mitigation measure MM HAZ-4.2 below). A “Determination of No Hazard” or “Determination of No Hazard with Conditions” shall be obtained prior to permit issuance for any above ground improvements.

- p. MM HAZ-4.2: Prior to the issuance of a building permit, if construction equipment has the potential to exceed the FAA Part 77 Surface, the project applicant shall submit an FAA Form 7460-1, “Notice of Proposed Construction or Alteration” to the FAA at least 45 days (60 to 90 days recommended) prior to construction of the project, which shall specify the equipment type (e.g., crane) and duration to be used.
- q. MM HYD-1.1: Prior to issuance of a demolition permit, sampling of priority building materials (i.e., calk, fiberglass insulation, thermal insulation, adhesive mastics, and rubber window gaskets) shall be collected to test for PCBs per Bay Area Stormwater Management Agencies Association’s (BASMAA) Protocol for Evaluating Priority PCBs-Containing Materials before Building Demolition.
- r. MM NOI-1.1: Prior to the issuance of building permits, a qualified acoustical consultant shall prepare a report documenting the projected mechanical and emergency generator noise and identify specific noise reduction measures necessary to reduce noise to comply with the City’s 50 dBA Leq nighttime residential noise limit at the shared property lines.
- s. MM NOI-4.1: Future development shall prepare a noise control plan to be submitted for review and approval by the City prior to construction.

The mitigation measures noted above shall be addressed prior to issuance of the building permit for the structure, unless an alternative timeframe is approved by the Director of Community Development. [MMRP] [PLANNING/PUBLIC WORKS] **MITIGATION MEASURE**

**BP-6. BIRD SAFE DESIGN:**

The building permit plans shall include the measures contained in study prepared by Live Oak Associates, dated March 4, 2021. Plans shall include the necessary information to illustrate that it meets the intent of the memo. The applicant shall work with the staff to address treatment options for the transparent corners and shall provide a letter from the consultant indicating that the vertical building permit plans are consistent with the March 4, 2021 recommendations. [COA] [PLANNING]

**BP-7. CONSTRUCTION FENCING:**

Construction fencing shall be installed around the perimeter of the site and shall be of a quality material and shall provide adequate screening of below and at grade construction work. Lifestyle graphics and renderings shall be printed in large format along the Washington Avenue frontage and wrap around the corners of Taaffe Street and Murphy Avenue. Directional signage to Historic Murphy and CalTrain shall also be incorporated into these

graphics. Information related to marketing and/or leasing of the project shall be allowed on the signage and fencing. The fencing shall be reviewed by staff through a Miscellaneous Plan Permit and prior to issuance of the grading permit for the garage. [COA] [PLANNING]

BP-8. RECYCLING AND SOLID WASTE CONTAINER:

All recycling and solid waste containers shall be metal or State Fire Marshall listed non-metallic. The building permit plans shall provide details illustrating compliance with this condition. [COA] [PLANNING]

BP-9. SOLID WASTE DISPOSAL PLAN:

A detailed recycling and solid waste disposal plan shall be submitted for review and approval by the Director of Community Development prior to issuance of building permit. [COA] [PLANNING]

BP-10. ROOF EQUIPMENT:

Roof vents, pipes and flues shall be combined and/or collected together on slopes of roof or behind parapets out of public view as per Title 19 of the Sunnyvale Municipal Code and shall be painted to match the roof. [COA] [PLANNING]

BP-11. FEES AND BONDS:

The following fees and bonds shall be paid in full prior to issuance of building permit.

- a. TRANSPORTATION IMPACT FEE - Pay Traffic Impact fee for the net new trips resulting from the proposed project, estimated at **\$1,254,782.04**, prior to issuance of a Building Permit. (SMC 3.50). The TIF is based on the adopted Development Agreement at \$4,826 per 1,000 square feet of office space and \$6,007 per 1,000 square feet of commercial space. Credit for the existing retail space (Macy's) at 177,800 square feet has been applied to the estimated fee. [SDR] [PLANNING/DA Exhibit E]
- b. FAIR SHARE CONTRIBUTIONS – The applicant shall pay the following Fair Share Contributions based on the adopted MMRP for Block 3:
  - i. MM TRN-1.1: VTA's VTP 2040 Improvement VTP ID H3: SR 237 Express Lanes (North First Street to Mathilda Avenue).
  - ii. MM TRN-1.2: Intersection 55: De Anza Boulevard/Homestead Road (Cupertino).
  - iii. MM TRN-1.3: Intersection 76: Lawrence Expressway/Homestead Road (VTA/Santa Clara County).
  - iv. MM TRN-C.1: Intersection 19: Hollenbeck Avenue/Remington Drive.

- v. MM TRN-C.2: Intersection 20: Hollenbeck Avenue/Fremont Avenue.
- vi. MM TRN-C.3: Intersections 29: Mathilda Avenue/Washington Avenue and Intersection 30: Mathilda Avenue/McKinley Avenue.
- vii. MM TRN-C.4: Intersection 33: Mathilda Avenue/El Camino Real.
- viii. MM TRN-C.5: Intersection 38: Washington Avenue/Frances Street.
- ix. MM TRN-C.6: Intersection 52: Sunnyvale-Saratoga Road/Remington Drive.
- x. MM TRN-C.7: Intersection 53: Sunnyvale-Saratoga Road/Fremont Avenue.
- xi. MM TRN-C.8: Intersection 60: Fair Oaks Avenue/Duane Avenue.

The total Fair Share contribution is estimated at **\$875,563.00** and shall be calculated based on the building permit plans and paid prior to building permit issuance. [COA] [PUBLIC WORKS]

- c. HOUSING MITIGATION FEE - Pay Housing Mitigation estimated at **\$5,882,658**, prior to issuance of a Building Permit (SMC Chapter 19.22). The Housing Mitigation fee is based the adopted Development Agreement on an estimated office square footage of 417,969 square feet at a fee of \$8.60 per square foot for up to 25,000 square feet and \$17.20 per square foot over 25,000 square feet and the estimated square footage for the proposed retail space of 50,892 square feet at \$8.60 per square foot. Credit for the existing retail space (Macy's) at 177,800 square feet at \$8.60 per square foot has been applied to the estimated fee. [SDR] [PLANNING/DA Exhibit E]
- d. ART IN PRIVATE DEVELOPMENT - Pay Art in Private Development bond estimated at **\$886,708.94 or 1.1% of construction valuation for nonresidential uses**, prior to issuance of a Building Permit. [SDR] [PLANNING/DA Exhibit E]
- e. ART IN PRIVATE DEVELOPMENT BOND – A bond, letter of credit, cash deposit or other similar security instrument for 1.1% of the construction valuation of the development project will be required prior to issuance of a building permit. The bond will not be released until completion and installation of the artwork requirement including related landscaping, lighting, base work and commemorative plaque. [SDR] [PLANNING/DA Exhibit E]

BP-12. DEVELOPMENT AGREEMENT: CONSTRUCTION SALES TAX  
REGISTRATION:

Provide documentation that the landowner has designated the City as the point of sale for California sales and use tax purposes during Project Construction. [SDR] [PLANNING/ECONOMIC DEVELOPMENT/DA Section 2.1.9]

BP-13. COMMUNITY BENEFIT FUND CONTRIBUTION:

The landowner shall contribute **\$7,442,428** towards the City's Community Benefit Fund prior to issuance of building permit. This is the proportional contribution of the \$10,632,040 required in the Development Agreement, based on the proposed square feet of Bonus Office Square Footage as defined in the Development Agreement. The remaining balance of \$3,189,612 shall be paid prior to issuance of building permit for Building B located on the corner of S. Mathilda Avenue and W. McKinley Avenue. [SDR] [PLANNING/ECONOMIC DEVELOPMENT/DA SECTION 2.1.1]

BP-14. ART IN PRIVATE DEVELOPMENT REVIEW:

An Art in Private Development application shall be submitted to the Director of Community Development subject to review and approval by the Arts Commission, prior to issuance of a foundation and vertical Building Permit. [COA] [PLANNING]

BP-15. DEPARTMENT OF PUBLIC SAFETY REVIEW:

Obtain approval from the Crime Prevention Division of Public Safety Department for crime prevention measures appropriate to the proposed development prior to issuance of a Building Permit. [COA] [PLANNING]

BP-16. LANDSCAPE PLAN:

Landscape and irrigation plans shall be prepared by a certified professional, and shall comply with Sunnyvale Municipal Code Chapter 19.37 requirements and Downtown Specific Plan. Landscape and irrigation plans are subject to review and approval by the Director of Community Development through the submittal of a Miscellaneous Plan Permit (MPP). The landscape plan shall include the following elements:

- a. The landscaping on the terraces shall include 24" box trees located in each corner of each level to soften the exterior of the building and to easily identify each terrace level.
- b. All areas not required for parking, driveways or structures shall be landscaped.
- c. If installed, news racks shall be of the same design as the 100 Block of South Murphy Avenue News Rack District.
- d. Landscape plan shall include recessed design elements located on the surface of concrete benches and planters to deter skateboarding. An

alternative method that is compatible with the overall design concept may be considered.

- e. The landscape plan shall include locations of all irrigation backflow preventers and shall be located in inconspicuous locations.
- f. The street trees on Taaffe should be changed to Sycamore or other large tree approved by the City Arborist.
- g. At least ten percent (10%) of trees shall be 24-inch box size or larger and no tree shall be less than 15-gallon size.
- h. Any “protected trees”, (as defined in SMC Chapter 19.94) approved for removal, shall be replaced with a specimen tree of at least 36-inch box size.
- i. Ground cover shall be planted so as to ensure full coverage eighteen months after installation. [COA] [PLANNING]

**BP-17. TERRACE LANDSCAPING:**

Planting on the terraces shall include a minimum of 6 large trees in key locations on Building A and 9 large trees in key locations on Building B as indicated on the landscape plans and shall be installed prior to occupancy. These plantings shall be included on the final landscape plans and are subject to review and approval by the Director of Community Development, through a Miscellaneous Plan Permit, prior to issuance of building permit. [COA] [PLANNING]

**BP-18. LANDSCAPE MAINTENANCE PLAN:**

Prepare a landscape maintenance plan subject to review and approval by the Director of Community Development prior to issuance of building permit. [COA] [PLANNING]

**BP-19. TREE PROTECTION PLAN:**

Prior to issuance of a Demolition Permit, a Grading Permit or a Building Permit, whichever occurs first, obtain approval of a tree protection plan from the Director of Community Development. Two copies are required to be submitted for review. The tree protection plan shall include measures noted in Title 19 of the Sunnyvale Municipal Code and at a minimum:

- a. An inventory shall be taken of all existing trees on the plan including the valuation of all ‘protected trees’ by a certified arborist, using the latest version of the “Guide for Plant Appraisal” published by the International Society of Arboriculture (ISA).
- b. All existing (non-orchard) trees on the plans, showing size and varieties, and clearly specify which are to be retained.

- c. Provide fencing around the drip line of the trees that are to be saved and ensure that no construction debris or equipment is stored within the fenced area during the course of demolition and construction.
- d. The tree protection plan shall be installed prior to issuance of any Building or Grading Permits, subject to the on-site inspection and approval by the City Arborist and shall be maintained in place during the duration of construction and shall be added to any subsequent building permit plans. [COA] [PLANNING/CITY ARBORIST]

BP-20. STORMWATER MANAGEMENT CALCULATIONS:

Submit two copies of the City of Sunnyvale Impervious Surface Calculation worksheet prior to issuance of a Building Permit. [COA] [PLANNING]

BP-21. BEST MANAGEMENT PRACTICES - STORMWATER:

The project shall comply with the following source control measures as outlined in the BMP Guidance Manual and SMC Section 12.60.220. Best management practices shall be identified on the building permit set of plans and shall be subject to review and approval by the Director of Public Works:

- a. Storm drain stenciling. The stencil is available from the City's Environmental Division Public Outreach Program, which may be reached by calling (408) 730-7738.
- b. Landscaping that minimizes irrigation and runoff, promotes surface infiltration where possible, minimizes the use of pesticides and fertilizers, and incorporates appropriate sustainable landscaping practices and programs such as Bay-Friendly Landscaping.
- c. Appropriate covers, drains, and storage precautions for outdoor material storage areas, loading docks, repair/maintenance bays, and fueling areas.
- d. Covered trash, food waste, and compactor enclosures.
- e. Plumbing of the following discharges to the sanitary sewer, subject to the local sanitary sewer agency's authority and standards:
  - i. Discharges from indoor floor mat/equipment/hood filter wash racks or covered outdoor wash racks for restaurants.
  - ii. Dumpster drips from covered trash and food compactor enclosures.
  - iii. Discharges from outdoor covered wash areas for vehicles, equipment, and accessories.
  - iv. Swimming pool water, spa/hot tub, water feature and fountain discharges if discharge to onsite vegetated areas is not a feasible option.
  - v. Fire sprinkler test water, if discharge to onsite vegetated areas is not a feasible option. [SDR] [PLANNING]



BP-22. STREET TREES:

The landscape plan shall include street trees and shall be submitted for review and approval by the City Arborist prior to issuance of building permit. [COA] [ENGINEERING/CITY ARBORIST/PLANNING]

BP-23. PHOTOMETRIC PLAN:

Prior to issuance of a Building Permit submit a contour photometric plan for approval by the Director of Community Development. The plan shall meet the specifications noted in the Standard Development Requirements. [COA] [PLANNING]

BP-24. PARKING MANAGEMENT PLAN:

A Parking Management Plan is subject to review and approval by the Director of Community Development prior to occupancy. The Parking Management Plan shall include the following:

- a. The parking garage shall include signage which identifies Public Parking days and hours.
- b. The additional Tenant parking locations located in adjacent garages (approximately 222 spaces) shall be identified through permitting and/or specific time limits within the existing and available structured parking. The goal would be to preserve the most convenient parking for patrons throughout the Downtown Parking district, with adequate long-term parking for employees and office tenants. Tentatively, employees and office tenants should be parking below the ground level or the top level of the parking structures. This effort shall be coordinated with Community Development and Public Works Departments.

The Parking Management Plan may require revisions or modifications in the future due to other transit options or trends. This plan shall be reviewed through a Miscellaneous Plan Permit, or staff level review equivalent, and shall be coordinated with Community Development, Public Works and the City Attorney. [PLANNING] [COA]

BP-25. COMPACT SPACES:

Specify compact parking spaces on the Building Permit plans; number of compact spaces shall not exceed the amount on the approved planning application. All such areas shall be clearly marked prior to occupancy, in accordance with Title 19 of the Sunnyvale Municipal Code. [SDR] [PLANNING]

BP-26. BICYCLE SPACES:

Provide bicycle parking spaces per VTA Guidelines and as approved by the Director of Community Development. Clearly indicate the location and the

number of bicycle parking spaces on the Building Permit plans. [COA]  
[PLANNING]

BP-27. NOISE REDUCTION:

Final construction drawings shall incorporate all noise mitigation measures as set forth under “Mitigation Measures” in the approved environmental document and all plans shall be wetstamped and signed by the consultant. [COA] [PLANNING] **Mitigation Measure**

BP-28. GREEN BUILDING:

The project shall meet the following green building requirements:

- a. Final plans shall incorporate a completed LEED green building checklist, demonstrating the new building achieves a minimum LEED Gold level for Core and Shell, with efforts to achieve Platinum level as verified by a qualified LEED consultant and shall be submitted to USGBC for formal certification.
- b. Subsequent building permit plans for interior tenant improvements for the ground floor uses shall incorporate a completed LEED green building checklist demonstrating the project design achieves a minimum LEED Gold level for Commercial Interiors, with efforts to achieve Platinum level, as verified by a qualified LEED consultant. [COA] [PLANNING]

BP-29. CONSTRUCTION MANAGEMENT PLAN:

The developer shall implement a Construction Management Plan (CMP) to minimize impacts of construction on surrounding residential uses to the extent possible. The CMP shall be subject to review and approval by the Director of Community Development prior to issuance of a demolition permit, grading permit, or building permit. The CMP shall identify measures to minimize the impacts of construction including the following:

- a. Measures to control noise by limiting construction hours to those allowed by the SMC, avoiding sensitive early morning and evening hours, notifying residents prior to major construction activities, and appropriately scheduling use of noise-generating equipment.
- b. Use ‘quiet’ models of air compressors and other stationary noise sources where such technology exists.
- c. Equip all internal combustion engine-driven equipment with mufflers, which are in good condition and appropriate for the equipment.
- d. Locate all stationary noise-generating equipment, such as air compressors and portable power generators, as far away as possible from residences or other noise-sensitive land uses.
- e. Locate staging areas and construction material areas as far away as possible from residences or noise-sensitive land uses.

- f. Route all construction traffic to and from the project site via designated truck routes where possible. Prohibit construction-related heavy truck traffic in residential areas where feasible. Obtain approval of proposed construction vehicle truck routes from the Department of Public Works.
- g. Manage construction parking so that neighbors are not impacted by construction vehicles. When the site permits, all construction parking shall be on-site and not on the public streets.
- h. Prohibit unnecessary idling of internal combustion engine-driven equipment and vehicles.
- i. Notify all adjacent business, residents, and noise-sensitive land uses of the construction schedule in writing. Notify nearby residences of significant upcoming construction activities at appropriate stages in the project using mailing or door hangers.
- j. Designate a “disturbance coordinator” who would be responsible for responding to any local complaints about construction noise. The disturbance coordinator will determine the cause of the noise complaint and will require that reasonable measures warranted to correct the problem be implemented. Conspicuously post a telephone number for the disturbance coordinator at the construction site and include it in the notice sent to neighbors regarding the construction schedule. [COA]  
[PLANNING]

BP-30. DEMOLITION/CONSTRUCTION/RECYCLING WASTE REPORT FORM:  
To mitigate the impacts of large projects on local waste disposal and recycling levels, demolition waste weights/volumes, construction weights/volumes, and recycling weights/volumes are to be reported to the City using [Sunnyvale.wastetracking.com](http://Sunnyvale.wastetracking.com) hosted by Green Halo. As part of the project’s construction specifications, the developer shall track the type, quantity, and disposition of materials generated, and submit these records through the website both periodically and at project completion [COA][ENVIRONMENTAL SERVICES]

BP-31. SOLID WASTE DISPOSAL AND RECYCLING DESIGN PLAN:  
A detailed solid waste disposal and recycling design plan shall be submitted for review and approval by the Director of Community Development prior to issuance of building permit. The solid waste disposal plan and building permit plans shall demonstrate compliance with current City requirements and guidelines for residential/multi-family projects. [COA]  
[PLANNING/ENVIRONMENTAL SERVICES]

BP-32. SOLID WASTE AND RECYCLING ENCLOSURE:  
The building permit plans shall include details for the solid waste areas within the building as shown in the approved planning application and

consistent with SMC Section 19.38.030. The solid waste disposal and recycling facilities within buildings shall be designed with adequate size, space and clearance based upon City's latest guidelines. The required rooms shall:

- a. Match the design, materials and color of the main building;
- b. Be enclosed in a separate room;
- c. Be screened from view;
- d. All gates, lids and doors shall be closed at all times;
- e. Shall not conflict with delivery/receiving areas;
- f. Shall be consistent with the approved Solid Waste and Recycling Management Plan;
- g. Solid waste and recycling diversion systems shall be incorporated into the facilities and tenant improvements. [COA]  
[PLANNING/ENVIRONMENTAL SERVICES]

BP-33. ON-SITE PRIVATE WATER METER(S)

The developer shall install individual private water meters or submeters for each tenant space, and for each ancillary building on-site. Alternatives may be proposed, subject to review and approval by the Building Official. [COA]  
[BUILDING]

BP-34. STORMWATER MANAGEMENT PLAN:

Submit two copies of a Stormwater Management Plan subject to review and approval by Director of Community Development, pursuant to SMC Chapter 12.60, prior to issuance of building permit. The Stormwater Management Plan shall include as updated Stormwater Management Data Form. [COA]  
[PLANNING/ENVIRONMENTAL SERVICES]

BP-35. STORMWATER MANAGEMENT PLAN THIRD-PARTY CERTIFICATION:

Third-party certification of the Stormwater Management Plan is required per the following guidance: City of Sunnyvale – Stormwater Quality BMP Applicant Guidance Manual for New and Redevelopment Projects – Addendum: Section 3.1.2 Certification of Design Criteria Third-Party Certification of Stormwater Management Plan Requirements. The third-party certification shall be provided prior to building permit issuance. [SDR]  
[PLANNING/ENVIRONMENTAL SERVICES]

BP-36. CONSTRUCTION MATERIAL AND STAGING:

All construction related materials, equipment, and construction workers parking need to be managed on-site and not located in the public right-of-way or public easements. [COA] [PUBLIC WORKS]

BP-37. UNDERGROUND UTILITIES:

All utilities shall be undergrounded per Sunnyvale Municipal Code Section 19.38.095. [COA] [PLANNING/PUBLIC WORKS]

BP-38. TIE-BACK /SHORING SYSTEM.

Use of shoring tie-backs extending into the public right-of-way during construction of the underground parking garage is subject to approval of an encroachment/public consent agreement, encroachment permit, fees and bonding. Developer shall submit an application for use of tie-backs in the public right of way as required by the City no later than the first submittal of building permit plans for the proposed project. [COA] [/PUBLIC WORKS]

BP-39. WARNING SYSTEM:

Developer shall install an audible warning system at the garage entrance/exit to alert pedestrians that vehicles are exiting from the garage. Developer shall coordinate with adjacent property owner on the volume of the warning system. [COA] [PUBLIC WORKS]

**EP: THE FOLLOWING CONDITIONS SHALL BE ADDRESSED AS PART OF AN ENCROACHMENT PERMIT APPLICATION.**

EP-1. DOWNTOWN SPECIFIC PLAN:

This project is in the Downtown Specific Plan (DSP) area, therefore, the developer shall comply with any applicable design required as identified in the DSP or as amended and approved by the City. [COA] [PUBLIC WORKS]

EP-2. COMPLETE OFF-SITE IMPROVEMENT PLAN SET:

A complete plan check set applicable to the project, which may include street improvement plans, streetscape plans, street light plans, signing/stripping plans, erosion control plans and traffic control plans shall be submitted as part of the first off-site improvement plans, including on-site and off-site engineering cost estimate and the initial Engineering and Inspection plan review fee. Joint trench plans may be submitted at a later date. No partial sets are allowed unless otherwise approved by the Department of Public Works. Sheet TM-8, TM-10, & TM-11 of vesting tentative map – Grading and Utility Plans dated 3/3/21 is subject to change during plan check process. See Improvement Plan Checklist and Improvement Plan Submittal Checklist at the following 2 links:

<https://sunnyvale.ca.gov/civicax/filebank/blobdload.aspx?BlobID=24002>

<https://sunnyvale.ca.gov/civicax/filebank/blobdload.aspx?BlobID=23625>

[COA] [PUBLIC WORKS]

EP-3. UPGRADE OF EXISTING PUBLIC IMPROVEMENTS:

As part of the off-site improvement plan review and approval, any existing public improvements to be re-used by the project on the plan check

set referenced in EP-2, which are not in accordance with current City standards and are not specifically identified in the herein project conditions (such as backflow preventers, sign posts, etc.), shall be upgraded to current City standards and as required by the Department of Public Works. [COA] [PUBLIC WORKS]

EP-4. BENCHMARKS:

The improvement plans shall be prepared by using City's latest benchmarks (NAVD88) available on City's website <https://sunnyvale.ca.gov/civicax/filebank/blobdload.aspx?BlobID=23803> Plans based on NGVD29 will not be accepted. [COA] [PUBLIC WORKS]

EP-5. UTILITY CONNECTION:

This project requires connection to all City utilities or private utilities operating under a City or State franchise which provide adequate levels of service. [COA] [PUBLIC WORKS]

EP-6. UTILITY CONNECTION TO THE MAIN:

All sanitary sewer laterals connecting to the existing main line shall be at a new sanitary sewer manhole. All storm drain laterals connecting to the main shall be at a new storm drain manhole, except where a pipe to pipe connection is permitted if the mainline is 36" or larger, or a junction structure is permitted where the point of connection is within close vicinity of an existing down-stream manhole. Pursuant to City design standards, any new and retrofitted manholes require Sewpercoat, Mainstay or Sancon calcium aluminate cementitious mortar coating of the interior. [SDR] [PUBLIC WORKS]

EP-7. POTHOLING OF EXISTING UTILITIES:

Concurrent with or prior to the initial submittal of off-site improvement plans, obtain an encroachment permit for potholing purposes to locate existing utilities. Use pothole information to identify possible conflict between the proposed location of City trees and existing utilities, proposed joint trench, and proposed connection of gravity utilities. Potholing is to take place in a timely manner so that this does not hold up the review of the improvement plans. [COA] [PUBLIC WORKS]

EP-8. EXISTING UTILITY ABANDONMENT/RELOCATION:

Developer is responsible for research on all existing utility lines to ensure that there are no conflicts with the project. All existing utility lines (public or private) and/or their appurtenances not serving the project and/or have conflicts with the project, shall be capped, abandoned, removed, relocated and/or disposed of to the satisfaction of the City. Existing public facilities within the street right-of-way shall be abandoned per City's Abandonment

Notes and procedures, including abandonment by other utility owners.  
[COA] [PUBLIC WORKS]

- EP-9. MODIFICATIONS TO EXISTING PUBLIC UTILITIES:  
Developer is required to pay for all changes or modifications to existing City utilities, streets and other public utilities within or adjacent to the project site, including but not limited to utility facilities/conduits/vaults relocation due to grade change in the sidewalk area, caused by the development. [COA] [PUBLIC WORKS]
- EP-10. DRY UTILITIES:  
Submit dry utility plans and/or joint trench plans (PG&E, telephone, cable TV, fiber optic, etc.) to the Public Works Department for review and approval prior to the issuance of any permits for utility work within any public right-of-way or public utility easements. Separate encroachment permits shall be required for various dry utility construction. [SDR] [PUBLIC WORKS]
- EP-11. WET UTILITIES:  
All wet utilities (water, sanitary sewer, storm drain) on private property shall be privately owned and maintained. The fire and domestic water systems shall be privately owned and maintained beyond the meter. [COA] [PUBLIC WORKS]
- EP-12. RE-USE OF EXISTING CITY UTILITY SERVICE LINES:  
The re-use of existing City water service lines is not allowed, unless approval is granted by the Environmental Services and Public Works Department. Reuse of existing City sanitary sewer and storm drain service lines and appurtenances is subject to City's review and approval. Developer's contractor shall expose the existing facilities during construction for City's evaluation or provide video footage of the existing pipe condition. Developer's contractor shall replace any deficient facilities that are directly impacted by the project as deemed necessary by the Department of Public Works. Any unused water service laterals shall be removed. Sheet TM-8, TM-10 & TM-11, Preliminary Grading and Utility Plans of vesting tentative map dated 3/3/21 is subject to change during plan check process. [COA] [PUBLIC WORKS]
- EP-13. PUBLIC FIRE HYDRANTS:  
New fire hydrant barrel(s) along the entire project frontage with current City standard Clow-Rich 865 as determined by Public Works Department. New fire hydrant locations shall be per current City standard detail 2B and 2B-2. Public fire hydrant shall be maintained free and clear of all trees, vines, shrubs, bushes, ivy, etc. for a minimum of three feet. [COA] [PUBLIC WORKS/PUBLIC SAFETY-FIRE PROTECTION]

EP-14. DUAL CONNECTION WATER SERVICE SYSTEM:

Provide two service points of connection for the domestic water for each office building, with two separate radio-read domestic master water meters and two separate reduced pressure backflow preventer (RPBP) in accordance with current City standards. Backflows must adhere to City's Cross-Connection Program. Backflow inspection permit and tags are required for all backflow devices. Install a new isolation gate valve between the two service points of connection. [COA] [PUBLIC WORKS/ENVIRONMENTAL SERVICES]

EP-15. WATER METER:

Install new master radio-read domestic water meter(s) and RPBFP(s) at each point of connection to the water main. For water meter size two (2) inch or larger, provide meter sizing calculations to the Department of Public Works for approve of meter size. A commercial restaurant with a 3" or larger meter shall be provided a with dual meters. Meters 3" or larger shall be dual meters. Sheet TM-8, TM-10 & TM-11 of Preliminary Grading and Utility Plans dated 3/3/21 is subject to change during plan check process. [COA] [PUBLIC WORKS]

EP-16. IRRIGATION SERVICE LINE AND BACKFLOW PREVENTORS:

Install a separate irrigation water service line (separate from the domestic/fire water service line) with a water meter and backflow prevention device.

All landscape and irrigation systems located in the public park strip areas shall be connected to the water system metered to the property owner. Install new reduced pressure backflow prevention devices on the discharge side of irrigation line on private property. Install backflow preventer enclosure where applicable. Backflows must adhere to City's Cross-Connection Program. Backflow inspection permit and tags are required for all backflow devices. [COA] [PUBLIC WORKS]

EP-17. SEWER MANHOLES & CLEANOUTS:

Install new sewer manhole at the street right-of-way lines for all existing and proposed sanitary sewer laterals to be used for the project. Given use and size of buildings, use a MH for 6" laterals. [SDR] [PUBLIC WORKS]

EP-18. SANITARY SEWER VIDEO:

The contractor shall make a video copy of the interior of the new sanitary sewer main prior to being put into service. [COA] [PUBLIC WORKS]

EP-19. SANITARY SEWER AND STORM DRAIN TRIBUTARY PATTERN:



This project is required to follow the existing sanitary sewer and storm drain tributary pattern. Any deviations would require additional analysis and subject to approval by the Public Works Department as part of the off-site improvement plan review process. This project shall not cause any negative impact on the drainage pattern for adjacent properties. [COA] [PUBLIC WORKS]

EP-20. CATCH BASIN TRASH CAPTURE DEVICES:

Pursuant to SMC Section 12.60.130, install full trash capture devices on the project site, prior to connecting to the City's storm drain collection system, the developer shall be responsible for perpetual maintenance of those trash capture devices. All storm drain inlet facilities located in the public right-of-way shall be stenciled that read "NO DUMPING". Stencils may be borrowed and returned by coordinating with the Environmental Services Department by calling 408-730-7738. [COA] [PLANNING/ENVIRONMENTAL SERVICES/PUBLIC WORKS]

EP-21. UTILITY METER/VAULT:

No existing or new utility meters or vaults shall be located within the new driveway approach. All existing or new utility vaults serving the project site shall be located on-site and not within the public utility easement, if any. [COA] [PUBLIC WORKS]

EP-22. STREET LIGHTS:

Submit separate street light plans concurrently with the off-site improvement plan review to include installation of new conduits, existing and/or new locations of power source connection and new service pedestal, conductors, pull boxes, voltage drop and load calculations, and any other street light equipment as required to be installed by the Developer per latest City standard details and specifications and National Electric Code.

Developer shall comply with City street light design guidelines using Downtown Standard fixtures and plan check submittal requirements as provided by the City upon request.

Obtain PG&E's approval for new service pedestal, if required, prior to Encroachment Permit issuance.

Upon Completion of the street light improvements, developer shall provide drawings to the City in AutoCAD format. [COA] [PUBLIC WORKS]

EP-23. DRIVEWAY APPROACHES:

Remove existing driveway approaches and install new driveway approaches along the project frontage that comply with Americans with Disabilities Act (ADA) requirements and City standard details and specifications. All unused

driveway approaches shall be replaced with new curbs, gutters, and sidewalks per current City standards. [SDR] [PUBLIC WORKS]

EP-24. NEW INTERSECTIONS:

The intersection of the new private east-west street with South Taaffe is to be a standard driveway approach. Intersection of Murphy Avenue with new east-west private street is to be tabled per FHWA and as approved by the City. The street design shall be in conformance with the approved Planning Application. Any changes are subject to review and approval by the Directors of Public Works and Community Development. [COA] [PUBLIC WORKS]

EP-25. RECTANGULAR RAPID FLASHING BEACON (RRFB):

Install Rectangular Rapid Flashing Beacon (RRFB) at mid-block pedestrian crossing on Taaffe Street between Washington Avenue and new east-west private street. [COA] [PUBLIC WORKS]

EP-26. STREETScape IMPROVEMENTS:

Along project frontage of Murphy Avenue, remove existing temporary AC curbs and pavement as necessary to install new concrete curb, one-foot wide gutter, pavement, and Downtown standard sidewalk, street trees and street furnishings. City shall review and approve required for design of east side of Murphy Avenue.

Along Washington Avenue, install new 1-foot wide gutter, 6" curb, and concrete sidewalks with street trees on the south side of existing roadway as approved by the City. Provide a bus stop and shelter in accordance VTA requirements and standards on the south side of Washington Avenue immediately east of Frances Street as shown on Sheet TM-8. Duck-outs on the south side of Washington for pedestrian drop-off are permitted as shown on Sheet TM-8. Street trees along Washington frontage shall be placed at back of curb per City Downtown Standards. Street trees may be repositioned as approved by the Public Works Director and Community Development Director if existing underground utilities in conflict with trees cannot be relocated.

Install Type III slurry seal on Washington Avenue from lip of gutter to lip of gutter from Taaffe Street to Murphy Street.

Along Taaffe Street frontage reconstruct curb, gutter, concrete sidewalks with streetscape improvements as shown on Sheet TM-8. Apply Type II slurry seal to Taaffe Street from lip of gutter to lip of gutter from Washington Avenue to southerly property line. [SDR] [PUBLIC WORKS]

EP-27. ROOT BARRIER:

Install a continuous root barrier along new sidewalk adjacent to City trees per City standard details and specifications. [SDR] [PUBLIC WORKS]

EP-28. SIGNING AND STRIPING PLANS:

Include signing and striping plans in accordance with the latest edition of the CA MUTCD as part of improvement plans. Submit to City for review and approval by the Public Works Department. [COA] [PUBLIC WORKS]

EP-29. TRAFFIC CONTROL PLAN:

The developer must submit a temporary traffic control plan with off-site improvement plans for review and approval. Per the City's Temporary Traffic Control (TTC) Checklist, the traffic control plan set shall include a summary of the traffic control types, dates, times, and blocks affected. All construction related materials, equipment and construction workers parking need to be stored on-site and the public streets need to be kept free and clear of construction debris. [COA] [PUBLIC WORKS]

EP-30. CITY STREET TREES:

The developer shall install required street trees in City Standard tree wells or approved planters within the public right-of-way and private property areas where public access easements are designated along the project frontage. Tree species shall be approved by the City Arborist. Street trees and frontage landscaping shall be included in the detailed landscape and irrigation plan subject to review and approval by the Department of Public Works prior to issuance of encroachment permit. New street trees shall be 24-inch box size or 15-gallon size spaced as determined by the City. No street trees are to be planted within 10' of a sanitary-sewer lateral and within any existing or proposed Public Utility Easement unless otherwise approved by the Director of Public Works. [SDR] [PUBLIC WORKS]

EP-31. DAMAGE TO EXISTING PUBLIC IMPROVEMENTS:

Developer shall be responsible to rectify any damage to the existing public improvements fronting and adjacent to the project site as a result of project construction, to City's satisfaction by the Public Works Department. All existing street light conduits, street light wires, street light pull boxes, traffic detector loops, and traffic signal conduits shall be protected in place during construction. Any damaged street light conduits, street light wires, street light pull boxes, traffic detector loops, and traffic signal conduits shall be replaced within 7 days at the expense of the developer. [COA] [PUBLIC WORKS]

EP-32. RECORD DRAWINGS:

Stamped and signed hard copy record drawings of the off-site improvements (including off-site street, sewer, water, storm drain and landscaping plans)

shall be submitted to the City prior to encroachment permit sign-off. In addition, street light record drawings shall be in AutoCAD format & GIS format. Developer shall pay the record drawing fee. [COA] [PUBLIC WORKS] (SMC Section 13.08.160(a))

**TM: THE FOLLOWING CONDITIONS SHALL BE MET PRIOR TO THE APPROVAL OF THE FINAL MAP OR PARCEL MAP, OR OTHER TIME SPECIFICALLY NOTED BELOW.**

TM-1. CONDITIONS, COVENANTS AND RESTRICTIONS (CC&RS) (DRAFT REVIEW-PRIOR TO RECORDATION OF CONDOMINIUM MAP OR ALTERNATIVE AS DEFINED IN THE APPROVED DA):

Any proposed deeds, covenants, restrictions and by-laws relating to the subdivision are subject to review and approval by the Director of Community Development and the City Attorney. Four (4) sets of the CC&Rs including all information required below shall be submitted to the Engineering Division of the Public Works Department for routing. In addition to requirements as may be specified elsewhere, the CC&R's shall include the following provisions:

- a. Membership in and support of an association controlling and maintaining all common facilities shall be mandatory for all property owners within the development.
- b. The owners association shall obtain approval from the Director of Community Development prior to any modification of the CC&R's pertaining to or specifying the City.
- c. The developer shall maintain all private utilities and landscaping for a period of three (3) years following installation of such improvements or until the improvements are transferred to a owners association, following sale of at least 75% of the condominium spaces, whichever comes first.
- d. The Standard Development Requirements and Conditions of Approval included as part of the approved Planning Application, Permit # **2020-7110**, and associated map shall be incorporated into the CC&Rs as an exhibit or attachment. The included map shall clearly indicate all public/private easements as disclosure for property owners. The CC&Rs shall include a list of all attachments and/or exhibits.
- e. The CC&Rs shall contain language for Stormwater Best Management Practices "Agreement to Maintain" pursuant to Sunnyvale Municipal Code 12.60.200.
- f. The CC&Rs shall contain the following provisions:
  - i. Property owners are prohibited from modifying drainage facilities and/or flow patterns unless reviewed and approval granted from the Public Works Department.

- g. The CC&Rs shall contain the following language:
- i. “Right to Remedy Failure to Maintain Common Area. In the event that there is a failure to maintain the Common Area so that owners, lessees, and their guests suffer, or will suffer, substantial diminution in the enjoyment, use, or property value of their Project, thereby impairing the health, safety and welfare of the residents in the Project, the City, by and through its duly authorized officers and employees, will have the right to enter upon the subject Property, and to commence and complete such work as is necessary to maintain said Common Area. The City will enter and repair only if, after giving the Association and Owners written notice of the failure to maintain the Common Area, they do not commence correction of such conditions in no more than thirty (30) days from the giving of the notice and proceed diligently to completion. All expenses incurred by the City shall be paid within thirty (30) days of written demand. Upon a failure to pay within said thirty (30) days, the City will have the right to impose a lien for the proportionate share of such costs against each lot in the Project.
  - ii. It is understood that by the provisions hereof, the City is not required to take any affirmative action, and any action undertaken by the City will be that which, in its sole discretion, it deems reasonable to protect the public health, safety and general welfare, and to enforce it and the regulations and ordinances and other laws.
  - iii. It is understood that action or inaction by the City, under the provisions hereof, will not constitute a waiver or relinquishment of any of its rights to seek redress for the violation of any of the provisions of these restrictions or any of the rules, regulations and ordinances of the City, or of other laws by way of a suit in law or equity in a court of competent jurisdiction or by other action.
  - iv. It is further understood that the remedies available to the City by the provision of this section or by reason of any other provisions of law will be cumulative and not exclusive of the maintenance of any other remedy. In this connection, it is understood and agreed that the failure to maintain the Common Area will be deemed to be a public nuisance and the City will have the right to abate said condition, assess the costs thereof, and cause the collection of said assessments to be made on the tax roll in the manner provided by appropriate provisions of the Sunnyvale Municipal Code or any other applicable law.
  - iv. No Waiver. No failure of the City of Sunnyvale to enforce any of the covenants or restrictions contained herein will in any event render them ineffective.

- v. Hold Harmless. Declarant, Owners, and each successor in interest of Declarant and said Owners, hereby agree to save, defend and hold the City of Sunnyvale harmless from any and all liability for inverse condemnation which may result from, or be based upon, City's approval of the Development of the subject Property." [COA] [PUBLIC WORKS/PLANNING/CITY ATTORNEY]

- TM-2. COVENANTS, CONDITIONS AND RESTRICTIONS (CC&RS):  
Any proposed deeds, covenants, conditions, restrictions and by-laws relating to the subdivision are subject to review and approval by the City. The CC&R's shall include the following provisions:
- a. All public/private easements pertaining to the project shall be identified and/or defined and made aware to the homeowners in the CC&R's.
  - b. The Owner shall maintain public improvements within the development in accordance with the Maintenance Agreement recorded 10/1/2007. (SMC Sections 13.08.370 and 13.08.380)  
[COA] [PUBLIC WORKS/PLANNING/CITY ATTORNEY]
- TM-3. OWNERS ASSOCIATION CREATION:  
Any Owner's Association formed by developer/owner shall comport with the state law requirements for Common Interest Developments. Covenants, conditions and restrictions (CC&Rs) relating to the development are subject to review for consistency with the Conditions of Approval by the City Attorney and Director of Community Development prior to recordation of Condominium Map or alternative as defined in the approved DA. The Conditions of Approval shall be attached as an exhibit to the CC&Rs created for this subdivision. [COA] [PLANNING]
- TM-4. OWNERS ASSOCIATION TRANSFER:  
At the time the owners association is transferred from the developer to the individual property owners (typically at election of board members or officers), the developer shall schedule a meeting between the board members or officers, the City of Sunnyvale and the developer to review the Conditions of Approval of the development and other applicable City requirements. [COA] [PLANNING]
- TM-5. FINAL MAP COMPLIANCE WITH VESTING TENTATIVE MAP:  
The final map shall be substantially the same as the vesting tentative map. Any alteration of the vesting tentative map after the vesting tentative map is approved is subject to additional approval by the City and may require a public hearing. Vesting Tentative Map submittal dated 2/3/21 is subject to change during plan check process. [COA] [PLANNING/PUBLIC WORKS]

- TM-6. TITLE 18 AND SUBDIVISION MAP ACT:  
The submittal, approval and recordation of the final map shall be in accordance with the provision of the California Subdivision Map Act and Sunnyvale Municipal Code Title 18 Subdivision requirements. [COA] [PUBLIC WORKS]
- TM-7. RESERVATION/ABANDONMENT OF EASEMENTS:  
Reservation or dedication of new and/or abandonment of existing public/private utility easement(s), ingress/egress easement(s) necessary for the project shall be delineated on the map or recorded concurrently with the map with a separate instrument. (SMC Section 18.16.010 (c), Subdivision Map Act Government Code Sections 66475 and 66499.20-1/2 for public easements). Quitclaim deed is required for abandonment of private easements prior to map recordation. Provide access easements from the project to and along new east-west private street as shown on vesting tentative map Sheet TM-6. All easements shall be kept open and free from buildings and structures of any kind except those appurtenances associated with the defined easements. [COA] [PUBLIC WORKS]
- TM-8. UTILITY COMPANY APPROVAL:  
Obtain map approval letters from the utility companies in regards to any existing or new easements associated with their facilities. [COA] [PUBLIC WORKS]
- TM-9. PUBLIC WORKS DEVELOPMENT FEES:  
The developer shall pay all applicable Public Works development fees associated with the project, including but not limited to, utility connection fees and off-site improvement plan check and inspection fees, prior to map recordation or any permit issuance, whichever occurs first. The exact fee amount shall be determined based upon the fee rate at the time of fee payment. [COA] [PUBLIC WORKS]
- TM-10. SUBDIVISION IMPROVEMENT AGREEMENT AND IMPROVEMENT SECURITIES:  
The developer shall execute a subdivision improvement agreement and provide improvement securities and/or cash deposit(s) for all proposed public improvements prior to map recordation or any permit issuance, whichever occurs first. Provide an itemized engineer's estimate for all off-site public improvements for the entire project for determination of security amount. [COA] [PUBLIC WORKS]
- TM-11. MAINTENANCE AGREEMENT FOR PUBLIC IMPROVEMENTS:  
All public improvements within the project shall be subject to the Maintenance Agreement recorded 10/1/2007 or as subsequently amended. [SDR] [PUBLIC WORKS]

TM-12. AGREEMENT FOR PRIVATE ENCROACHMENTS:

Grease Interceptors shall be permitted by inclusion in the 1/15/18 Master Encroachment Agreement for Installation, Operation and Maintenance of Grease Interceptors as amended. Garage vents may be allowed in sidewalks by an encroachment agreement. [SDR] [PUBLIC WORKS]

TM-13. PUBLIC/PRIVATE STREETS:

All streets, both public and private, shall be shown on the Final Map. Street names shall be approved by the Director of Community Development. [COA] [PUBLIC WORKS] (SMC Section 18.12.190)

**PF: THE FOLLOWING CONDITIONS SHALL BE ADDRESSED ON THE CONSTRUCTION PLANS AND/OR SHALL BE MET PRIOR TO RELEASE OF UTILITIES OR ISSUANCE OF A CERTIFICATE OF OCCUPANCY.**

PF-1. LANDSCAPING AND IRRIGATION:

All landscaping and irrigation as contained in the approved Miscellaneous Plan Permit and subsequent building permit plans shall be installed prior to occupancy, including designated terrace landscaping elements. Minor terrace landscaping may be specified to be planted with subsequent tenant improvements for the upper floors. [COA] [PLANNING]

PF-2. COMPACT SPACES:

All such areas shall be clearly marked prior to occupancy, as indicated on the approved building permit plans. [COA] [PLANNING]

PF-3. PARKING GARAGE STRIPING:

All parking garage striping, carpool and compact spaces shall be double striped as per the approved plans and Public Works standards. [COA] (PLANNING/ENGINEERING)

PF-4. CONDITIONS, COVENANTS AND RESTRICTIONS (CC&RS) (RECORDATION):

The Developer/Owner shall submit a copy of the recorded CC&Rs and a letter from the Developer/Owner either indicating that the recorded CC&Rs are in conformance with the approved draft CC&Rs or summary of changes shall be provided to the Director of Community Development prior to release of utilities or certificate of occupancy. [COA] [PUBLIC WORKS/PLANNING/CITY ATTORNEY]

PF-5. OWNER ASSOCIATION ESTABLISHMENT:



The developer shall submit to the Planning Division the names, addresses and telephone numbers of the officers of the owners association, architectural review committee or similar committee, at the time the organization is granted autonomy. Until such information is supplied, the developer shall remain a Responsible Person for purposes of maintaining all common property. The chairperson, secretary or principal officer of any committee or association shall notify the City of any change in officers and provide the names, addresses and telephone numbers of the new officers within thirty (30) days after the change becomes effective. [COA] [PLANNING]

PF-6. IRRIGATION METERS:

For commercial projects, to ensure appropriate sewer billing (water used for irrigation may not be billed for sewer), the developer may provide separate (irrigation and other) intake meters. Such meters could be installed prior to occupancy of the building. [COA] [PLANNING]

PF-7. COMPLETION OF PUBLIC IMPROVEMENTS:

Developer shall complete all required public improvements as required and in accordance with City approved plans, prior to any building occupancy. [COA] [PUBLIC WORKS]

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| <b>DC: THE FOLLOWING CONDITIONS SHALL BE COMPLIED WITH AT ALL TIMES DURING THE CONSTRUCTION PHASE OF THE PROJECT.</b> |
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DC-1. BLUEPRINT FOR A CLEAN BAY:

The project shall be in compliance with stormwater best management practices for general construction activity until the project is completed and either final occupancy has been granted. [SDR] [PLANNING]

DC-2. TREE PROTECTION:

All tree protection shall be maintained, as indicated in the tree protection plan, until construction has been completed and the installation of landscaping has begun. [COA] [PLANNING]

DC-3. CLIMATE ACTION PLAN – OFF ROAD EQUIPMENT REQUIREMENT:

OR 2.1: Idling times will be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]), or less. Clear signage will be provided at all access points to remind construction workers of idling restrictions.

OR 2.2: Construction equipment must be maintained per manufacturer's specifications.

OR 2.3: Planning and Building staff will work with project applicants to limit GHG emissions from construction equipment by selecting one of the following measures, at a minimum, as appropriate to the construction project:

- a. Substitute electrified or hybrid equipment for diesel- and gasoline-powered equipment where practical.
- b. Use alternatively fueled construction equipment on-site, where feasible, such as compressed natural gas (CNG), liquefied natural gas (LNG), propane, or biodiesel.
- c. Avoid the use of on-site generators by connecting to grid electricity or utilizing solar-powered equipment.
- d. Limit heavy-duty equipment idling time to a period of 3 minutes or less, exceeding CARB regulation minimum requirements of 5 minutes. [COA] [PLANNING]

DC-4. DUST CONTROL:

At all times, the Bay Area Air Quality Management District's CEQA Guidelines and "Basic Construction Mitigation Measures Recommended for All Proposed Projects", shall be implemented. [COA] [PLANNING]

**AT: THE FOLLOWING CONDITIONS SHALL BE COMPLIED WITH AT ALL TIMES THAT THE USE PERMITTED BY THIS PLANNING APPLICATION OCCUPIES THE PREMISES.**

AT-1. NONRESIDENTIAL USES HOURS OF OPERATION:

Nonresidential uses permitted as part of this application shall comply with the following hours of operation at all times:

- a. General business hours for non-residential uses shall be limited to 6:00 a.m. to 2:00 a.m.; additional hours of operation for expanded holiday seasonal hours or "special sale events" may be considered through an MPP. More restrictive hours of operation may be imposed on specific uses requiring a MPP or Special Development Permit. More expansive hours for any non-residential use shall require a MPP. [COA] [PLANNING]

AT-2. DELIVERY HOURS:

Delivery hours for the approved use shall comply with SMC Section 19.42.030:

- a. Delivery hours are limited to daytime (period from 7:00 a.m. to 10:00 p.m. daily) only.
- b. Nighttime delivery (period from 10 p.m. to 7:00 a.m. daily) is prohibited. [SDR] [PLANNING]

AT-3. LOUDSPEAKERS:

Out-of-door loudspeakers are generally prohibited but may be considered subject to requirements of Sunnyvale Municipal Code Chapter 9.48. [COA] [PLANNING]

AT-4. EXTERIOR EQUIPMENT:

All unenclosed materials, equipment and/or supplies of any kind shall be maintained within approved enclosure area. Any stacked or stored items shall not exceed the height of the enclosure. Individual air conditioning units shall be screened with architecture or landscaping features. [COA] [PLANNING]

AT-5. LANDSCAPE MAINTENANCE:

All landscaping shall be installed in accordance with the approved landscape plan and shall thereafter be maintained in a neat, clean, and healthful condition. Trees shall be allowed to grow to the full genetic height and habit (trees shall not be topped). Trees shall be maintained using standard arboriculture practices. [COA] [PLANNING]

AT-6. FRANCES AVENUE EXTENSION:

The areas on the east and west side of Frances Avenue, between W. Washington Avenue and the proposed new east-west private street, shall remain open to the public as an amenity and shall not be for exclusive use of building tenants (consistent with terms of the Redwood Square Access Easement Area created by the Declaration of Public Access Easement, Covenants and Restrictions for Redwood Square" provided for by the Development Agreement). [COA] [PLANNING]

AT-7. PLAZA ON S. MURPHY AVENUE AND W. WASHINGTON AVENUE:

The plaza shall remain open to the public as an amenity and shall not be for exclusive use of building tenants. [COA] [PLANNING]

AT-8. AWNINGS:

Fabric awnings shall be replaced at least every five (5) years. Any change of color, materials or design and are subject to review and approval by the Director of Community Development. [COA] [PLANNING]

AT-9. PARKING MANAGEMENT:

On-Site parking management shall conform with the approved parking management plan. [COA] [PLANNING]

AT-10. PARKING GARAGE MAINTENANCE:

The parking garage shall be maintained in accordance with the approved plans and as follows:

- a. Clearly mark all standard, compact, EV and ADA spaces. These markings shall be specified on the Building Permit plans and completed prior to occupancy.
- b. Maintain all parking striping and markings per City Standards.
- c. Assure that adequate lighting is available in parking garage to ensure safety and visibility.
- d. Require signs to direct vehicles to additional parking spaces on-site, as needed.
- e. Clearly mark all compact spaces as per approved plans. [COA] [PLANNING]

AT-11. OFF-STREET PARKING:

Off-street parking shall be maintained at all times in accordance with approved plans for Subblock 3 South and the approved Parking Management Plan. [COA] [PLANNING]

AT-12. OWNERS ASSOCIATION RESPONSIBILITIES:

The chairperson, secretary or principal officer of any committee or association shall notify the Planning Division of any change in officers and provide the names, addresses and telephone numbers of the new officers within thirty (30) days after the change becomes effective once the Owners Association is established or other management alternative consistent with the DA. [COA] [PLANNING DIVISION/NEIGHBORHOOD AND COMMUNITY RESOURCES DIVISION]

AT-13. BMP – STORMWATER MAINTENANCE:

The project applicant, owner, landlord, or OA, must properly maintain any structural or treatment control best management practices to be implemented in the project, as described in the approved Stormwater Management Plan and indicated on the approved building permit plans. [SDR] [PLANNING]

AT-14. BMP – STORMWATER RIGHT OF ENTRY:

The project applicant, owner, landlord, or OA, shall provide access to the extent allowable by law for representatives of city, the local vector control

district, and the Regional Water Quality Control Board, strictly for the purposes of verification of proper operation and maintenance for the stormwater treatment best management practices contained in the approved Stormwater Management Plan.[SDR] [PLANNING]

AT-15. TENANT LEASE AGREEMENTS (COMMERCIAL):

Any new lease agreements shall include the following provisions:

- a. Tenants shall be notified of their responsibility and shall agree to implement and manage the approved Transportation Demand Management Program.
- b. Tenants shall be notified of their responsibility and shall agree to construct all tenant improvements to meet a minimum of LEED Gold standard (with efforts to achieve LEED Platinum standards) and maintain facilities consistent with LEED Gold standards (or LEED Platinum if feasible) and USGBC certification. [COA] [PLANNING]

AT-16. SERVICE ENTRANCES:

All service entrances shall remain closed when not used for the purposes of loading and unloading of vehicles and deliveries. Uses which generate noise shall keep doors closed. [COA] [PLANNING]

AT-17. SOLID WASTE RECYCLING MANAGEMENT:

Waste and recycling services shall be maintained under a master account held by the applicant, owner or landlord. The account holder will be responsible for ensuring adequate services and that all locations, private sidewalks and streets are kept free of litter and stains. Requirements shall be specified in the approved documents and be submitted for approval by the City. [COA] [ENVIRONMENTAL SERVICES]

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                              |                                                                                                              |                                       |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                           | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>Timeframe and Responsibility for Implementation</b>                                                       | <b>Method of Compliance</b>                                                                                  | <b>Oversight of Implementation</b>    |
| <b>AIR QUALITY</b>                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                              |                                                                                                              |                                       |
| <p><b>Impact AQ-2:</b> The project would not violate any air quality standard or contribute substantially to an existing or projected air quality violation with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                   | <p><b>MM AQ-2.2:</b> The development project shall implement the below BAAQMD-recommended measures to control dust, particulate matter, and diesel exhaust emissions during construction. This list of BAAQMD measures shall be incorporated into the approved building plan set.</p> <ol style="list-style-type: none"> <li>1. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.</li> <li>2. All haul trucks transporting soil, sand, or other loose material off-site shall be covered.</li> <li>3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.</li> <li>4. All vehicle speeds on unpaved roads shall be limited to 15 miles per hour (mph).</li> <li>5. All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible</li> </ol> | <p>During construction, applicant and their contractors are responsible for implementing these measures.</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>after grading unless seeding or soil binders are used.</p> <p>6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations). Clear signage shall be provided for construction workers at all access points.</p> <p>7. All construction equipment shall be maintained and properly tuned in accordance with manufacturer’s specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.</p> <p>8. Post a publicly visible sign with the telephone number and person to contact at the City regarding dust complaints. This person shall respond and take corrective action within 48 hours. BAAQMD’s phone number shall also be visible to ensure compliance with applicable regulations.</p> |                                                        |                             |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <p>9. All exposed surfaces shall be watered at a frequency adequate to maintain minimum soil moisture of 12 percent. Moisture content can be verified by lab samples or moisture probe.</p> <p>10. All excavation, grading, and/or demolition activities shall be suspended when average wind speeds exceed 20 mph and visible dust extends beyond site boundaries.</p> <p>11. Wind breaks (e.g., trees, fences) shall be installed on the windward side(s) of actively disturbed areas of construction adjacent to sensitive receptors. Wind breaks should have at maximum 50 percent air porosity.</p> <p>12. Vegetative ground cover (e.g., fast-germinating native grass seed) shall be planted in disturbed areas as soon as possible and watered appropriately until vegetation is established.</p> <p>13. The simultaneous occurrence of excavation, grading, and ground-disturbing construction activities on the same area at any one time shall be limited. Activities shall be phased to</p> |                                                        |                             |                                    |



| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>reduce the amount of disturbed surfaces at any one time.</p> <p>14. Avoid tracking of visible soil material on to public roadways by employing the following measures if necessary: (1) treat site accesses to a distance of 100 feet from public paved roads with a six to 12-inch compacted layer of wood chips, mulch, or gravel; (2) wash truck tires and construction equipment of prior to leaving the site, or (3) other methods to reduce the deposition of soil material on public roadways.</p> <p>15. Sandbags or other erosion control measures shall be installed to prevent silt runoff to public roadways from sites with a slope greater than one percent.</p> <p>16. Minimizing the idling time of diesel-powered construction equipment to two minutes.</p> |                                                        |                             |                                    |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                         |                                       |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                                                                                                                                                                | <b>Method of Compliance</b>                                                                                                                             | <b>Oversight of Implementation</b>    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>MM AQ-2.3:</b> Prior to construction activities, the project applicant(s) shall develop a plan demonstrating that the off-road equipment (more than 25 horsepower) to be used in the construction project (i.e., owned, leased, and subcontractor vehicles) would achieve a project wide fleet-average 46 percent NO<sub>x</sub> reduction. The Macy’s and Redwood Square site shall demonstrate an overall 90 percent particulate matter exhaust reduction compared to modeling results in Appendix C of the EIR. Acceptable options for reducing emissions include the use of late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available. The following feasible methods shall be used unless an alternative plan that achieves this requirement is submitted and approved by the Community Development Department prior to the issuance of the building permit and shall be included in the approved plan set:</p> <ol style="list-style-type: none"> <li>1. All construction equipment larger than 25 horsepower used at the site for more than two</li> </ol> | <p>Prior to issuance of grading and demolition permits, applicant is responsible for developing a plan for off-road equipment as specified in mitigation measure MM AQ-2.3, and submitting the plan to the City. The City is responsible for reviewing the adequacy of the plans.</p> <p>During construction, applicant and their contractors are responsible for</p> | <p>All mitigation measures identified in the off-road equipment plans shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>continuous days or 20 hours total shall meet EPA Tier 4 emission standards for NO<sub>x</sub> and particulate matter, if feasible, otherwise,</p> <ol style="list-style-type: none"> <li>All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet EPA emission standards for Tier 3 engines and include particulate matter emissions control equivalent to CARB Level 3 verifiable diesel emission control devices that altogether achieve an 85 percent reduction in particulate matter exhaust; alternatively (or in combination); or</li> <li>Use of alternatively-fueled equipment with lower NO<sub>x</sub> emissions that meet the NO<sub>x</sub> and particulate matter reduction requirements above.</li> <li>For special exceptions, a waiver to use other equipment for specialized purposes would have to be obtained</li> </ol> | implementing the measures identified in the plans.     |                             |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <p>from the City after review of evidence that use of such equipment meeting the above mitigation requirements is not feasible.</p> <p>2. Diesel engines, whether for off-road equipment or on-road vehicles, shall not idle for more than two minutes, except as provided in exceptions to the applicable state regulations (e.g., traffic conditions, safe operating conditions). The construction sites shall have posted legible and visible signs in designated queuing areas and at the construction site to clearly notify operators of idling limit.</p> <p>3. All on-road heavy duty diesel trucks with a gross vehicle weight rating of 33,000 pounds or greater (EMission FACtors [EMFAC] Category heavy-duty diesel truck [HDDT]) used at the six project sites (such as haul trucks, water trucks, dump trucks, and concrete trucks) shall be model year 2010 or newer.</p> |                                                        |                             |                                    |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                   |                                                                    |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                                            | <b>Method of Compliance</b>                                        | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 4. Provide line power to the sites during the early phases of construction (demolition, site preparation, grading/excavation, and trenching) to minimize the use of diesel-powered stationary equipment, such as generators.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                   |                                                                    |                                    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>MM AQ-2.4:</b> Approval of a TDM Plan to reduced operational NO<sub>x</sub> emissions consistent with City requirements. This Plan shall demonstrate a minimum six percent overall reduction in vehicle trips and shall be approved by the Public Works Director or designee. For buildings with an identified tenant, the project applicant(s) shall submit to the City, and the City approve, a TDM plan prior to issuance of building permits. For buildings without an identified tenant, the project applicant shall submit, and the City approve, the TDM Plan prior to the building occupancy. Potential measures in the TDM plan can include, but are not limited to, the following:</p> <ol style="list-style-type: none"> <li>1. Unbundled parking</li> <li>2. VTA SmartPass (formerly Eco Pass) for residents</li> </ol> | <p>Prior to issuance of building permits, applicant is responsible for preparing and submitting a TDM plan to the City. The City is responsible for reviewing and approving the plan.</p> <p>After issuance of occupancy permit, applicant is</p> | <p>City approved TDM plan.</p> <p>The TDM Status Update Forms.</p> | Public Works Director              |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                 |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Timeframe and Responsibility for Implementation</b>                                                          | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <ul style="list-style-type: none"> <li>3. On-site bicycle repair station</li> <li>4. A bike share program</li> <li>5. An on-site TDM coordinator that would provide rideshare matching services and coordinate walking/biking groups for residents</li> <li>6. An on-site transportation kiosk that would provide information to residents and visitors about multi-model wayfinding and transit information</li> <li>7. Caltrain Go Pass</li> </ul> | responsible for ensuring the implementation of the TDM plan and submitting TDM Status Update Forms to the City. |                             |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p>              |                                                           |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Mitigation Measure(s)</b>                              | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <p><b>Impact AQ-3:</b> The project would not result in a cumulatively considerable net increase of criteria pollutants (ROG, NO<sub>x</sub>, PM<sub>10</sub>, and/or PM<sub>2.5</sub>) for which the project region is non-attainment under an applicable federal or state ambient air quality standard with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p> | See mitigation measures MM AQ-2.2 through MM AQ-2.4 above |                                                        |                             |                                    |

| MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT                                                                                                                                                                                           |                                                                                                                                                                                                                                                                  |                                                                                |                                                                                                              |                                       |
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| Mitigation Monitoring and Reporting Program                                                                                                                                                                                              |                                                                                                                                                                                                                                                                  |                                                                                |                                                                                                              |                                       |
| Downtown Specific Plan Amendments and Specific Development Project                                                                                                                                                                       |                                                                                                                                                                                                                                                                  |                                                                                |                                                                                                              |                                       |
| Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)                                                                                                        |                                                                                                                                                                                                                                                                  |                                                                                |                                                                                                              |                                       |
| State Clearinghouse #2018052020                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                  |                                                                                |                                                                                                              |                                       |
| Impact                                                                                                                                                                                                                                   | Mitigation Measure(s)                                                                                                                                                                                                                                            | Timeframe and Responsibility for Implementation                                | Method of Compliance                                                                                         | Oversight of Implementation           |
| <p><b>Impact AQ-C:</b> The project would not cumulatively contribute to a cumulative significant air quality impact with mitigation incorporated.</p> <p><b>Less than Significant Cumulative Impact with Mitigation Incorporated</b></p> | See mitigation measures MM AQ-2.2 through MM AQ-2.4 above                                                                                                                                                                                                        |                                                                                |                                                                                                              |                                       |
| BIOLOGICAL RESOURCES                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                  |                                                                                |                                                                                                              |                                       |
| <p><b>Impact BIO-1:</b> The project would not have a substantial adverse effect on species identified as a candidate, sensitive, or special status</p>                                                                                   | <p><b>MM BIO-1.1:</b> When possible, construction shall be scheduled to avoid the nesting season to the extent feasible. The nesting season for most birds, including most raptors, in the San Francisco Bay area extends from February 1 through August 31.</p> | <p>Applicant is responsible for ensuring construction activities avoid the</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> |



| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                         |                                                                            |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                                                                                                                                                  | <b>Method of Compliance</b>                                                | <b>Oversight of Implementation</b> |
| <p>species with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                                                                                                                                                                                                                                        | <p>If it is not possible to schedule construction and tree removal between September and January, then pre-construction surveys for nesting birds shall be completed by a qualified ornithologist to ensure that no nests shall be disturbed during project implementation. This survey shall be completed no more than 14 days prior to the initiation of grading, tree removal, or other demolition or construction activities during the early part of the breeding season (February through April) and no more than 30 days prior to the initiation of these activities during the late part of the breeding season (May through August).</p> <p>During this survey, the ornithologist shall inspect all trees and other possible nesting habitats within and immediately adjacent to the construction area for nests. If an active nest is found sufficiently close to work areas to be disturbed by construction, the ornithologist, in consultation with CDFW, shall determine the extent of a construction-free buffer zone to be established around the nest to ensure that nests of bird species protected by the MBTA or Fish and</p> | <p>nesting season to the extent feasible.</p> <p>Applicant is responsible for ensuring pre-construction surveys are completed (as described in mitigation measure MM BIO-1.1) if construction and tree removal occur between September and January. Any construction buffer zone must be implemented and maintained during construction activities.</p> | <p>A final report of nesting birds, including any protection measures.</p> |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                            |                                                                                                                                            |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                               | <b>Timeframe and Responsibility for Implementation</b>                                                                                     | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <p>Game code shall not be disturbed during project construction.</p> <p>A final report of nesting birds, including any protection measures, shall be submitted to the Director of Community Development prior to the start of grading or tree removal.</p> | <p>Prior to the start of grading or tree removal, applicant is responsible for submitting a final report of nesting birds to the City.</p> |                             |                                    |
| <p><b>Impact BIO-C:</b> The project would not have a cumulatively considerable contribution to a significant cumulative biological resources impact with mitigation incorporated.</p> <p><b>Less than Significant Cumulative Impact with Mitigation Incorporated</b></p>                                                                                                                             | See mitigation measure MM BIO-1.1 above                                                                                                                                                                                                                    |                                                                                                                                            |                             |                                    |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                              |                                       |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                                                                                                                                                                | <b>Method of Compliance</b>                                                                                  | <b>Oversight of Implementation</b>    |
| <b>CULTURAL RESOURCES</b>                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                              |                                       |
| <p><b>Impact CR-1:</b> The project would cause a substantial change in the significance of a historic resource with mitigation incorporated.</p> <p><b>Significant and Unavoidable Impact with Mitigation Incorporated</b></p>                                                                                                                                                                                                                              | <p><b>MM CR-1.1:</b> If a heritage tree is removed or relocated, the relocation of a heritage tree shall be done under the supervision of a certified arborist, in consultation with the City arborist. The new location for a relocated tree shall be approved by the City prior to the tree’s removal.</p> <p><b>MM CR-1.2:</b> If a heritage tree is removed or relocated, the project applicant shall install a replacement plaque for the heritage tree with the same inscription as on the original plaques, which are noted in the 2006 Department of Parks and Recreation form. The final design of the plaque shall be approved by the City prior to its installation.</p> | <p>Prior to removing or relocating a heritage tree, the applicant is responsible for obtaining a tree removal permit from the City and obtaining City approval for the location of the relocated heritage tree(s).</p> <p>The applicant is responsible for retaining a certified arborist to relocate any heritage trees.</p> <p>The applicant is responsible for</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                          |                                                                                                       |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                   | <b>Method of Compliance</b>                                                                           | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | designing and installing a replacement plaque consistent with mitigation measure CR-1.2 for the heritage tree(s) relocated or removed. The applicant shall obtain City approval for the plaque(s) prior to installation. |                                                                                                       |                                    |
| <b>Impact CR-2:</b> The project would not significantly impact archaeological resources, human remains, or tribal cultural resources with mitigation incorporated.                                                                                                                                                                                                                                   | <b>MM CR-2.1:</b> Mechanical presence/absence exploration for Native American resources shall be completed prior to development related ground-disturbance or in conjunction with any remediation efforts. This work shall be conducted by an archaeologist who is trained in both local prehistoric and historical archaeology. Exploring for specific historic-era features shall consist of creating shallow wide trenches down to the historic surface based on | Prior to ground-disturbance or in conjunction with any remediation efforts, applicant is responsible for having a qualified archeologist complete                                                                        | All mitigation measures shall be printed on all construction documents, contracts, and project plans. | Community Development Director     |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                              |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>Timeframe and Responsibility for Implementation</b>                                       | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                                                                                                                                                                                                                              | <p>areas identified from historic-era maps. If any archaeological resources or human remains are exposed, these shall be briefly documented, tarped for protection, and left in place. Deeper trenches should be placed beyond the areas considered sensitive for historical resources.</p> <p>If archaeological deposits or features that appear potentially eligible to the CRHR are identified during exploration, an archaeological research design and work plan shall be prepared. The plan shall be designed to facilitate archaeological excavation and evaluate any cultural resources discovered to the CRHR to assess if any are historic properties.</p> <p>The project applicant shall notify the City of Sunnyvale Community Development Director who shall notify the applicable Native American tribal representatives if any Native American resources are identified during presence/absence exploration.</p> | <p>mechanical presence/absence exploration as described in mitigation measure MM CR-2.1.</p> |                             |                                    |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                            |                                                                                                              |                                       |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                           | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                     | <b>Method of Compliance</b>                                                                                  | <b>Oversight of Implementation</b>    |
|                                                                                                                                                                                                                                                                                                                                                                                         | <p><b>MM CR-2.2:</b> Prior to ground-disturbing activities, the project applicant shall have a qualified archaeologist or qualified Native American tribal representative provide appropriate cultural sensitivity training to all contractors and employees involved in the trenching and excavation.</p>                                                                                                                                   | <p>Prior to ground-disturbing activities, applicant is responsible for having a qualified archaeologist or qualified Native American tribal representative and all contractors implement mitigation measure MM CR-2.2.</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> |
|                                                                                                                                                                                                                                                                                                                                                                                         | <p><b>MM CR-2.3:</b> In the event that human remains are discovered during excavation and/or grading of the site, all activity within a 50-foot radius of the find shall be stopped. The Santa Clara County Coroner shall be notified and shall make a determination as to whether the remains are of Native American origin or whether an investigation into the cause of death is required. If the remains are determined to be Native</p> | <p>If human remains are found, applicant and their contractor are responsible for implementing mitigation measure MM CR-2.3 at the</p>                                                                                     | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                       |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                          | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | American, the Coroner shall notify the NAHC immediately. Once NAHC identifies the most likely descendants, the descendants will make recommendations regarding proper burial, which will be implemented in accordance with Section 15064.5(e) of the CEQA Guidelines. | time of discovery.                                     |                             |                                    |
| <p><b>Impact CR-C:</b> The project would not result in a cumulatively considerable contribution to a significant cumulative cultural resources impact with mitigation incorporated.</p> <p><b>Less than Significant Cumulative Impact with Mitigation Incorporated</b></p>                                                                                                                           | See mitigation measures MM CR-2.1 through MM CR-2.3 above                                                                                                                                                                                                             |                                                        |                             |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                           |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                              | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <b>ENERGY</b>                                                                                                                                                                                                                                                                                                                                                                                        |                                                           |                                                        |                             |                                    |
| <p><b>Impact EN-1:</b> The project would not result in a potentially significant environmental impact due to wasteful, inefficient, or unnecessary consumption of energy, or wasteful use of energy resources, during project construction or operation with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                    | See mitigation measures MM AQ-2.2 through MM AQ-2.4 above |                                                        |                             |                                    |



| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                   |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                      | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <p><b>Impact EN-2:</b> The project would not conflict with or obstruct a state or local plan for renewable energy or energy efficiency with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                                                                                                            | See mitigation measure MM AQ-2.4 above                            |                                                        |                             |                                    |
| <p><b>Impact EN-C:</b> The project would not result in a cumulatively considerable contribution to a significant energy impact with</p>                                                                                                                                                                                                                                                                                                                     | See mitigation measures MM AQ-2.2, MM AQ-2.3, and MM AQ-2.4 above |                                                        |                             |                                    |

| MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT                                                                                                                                                                     |                                                       |                                                 |                      |                             |
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| Mitigation Monitoring and Reporting Program                                                                                                                                                                        |                                                       |                                                 |                      |                             |
| Downtown Specific Plan Amendments and Specific Development Project                                                                                                                                                 |                                                       |                                                 |                      |                             |
| Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)                                                                                  |                                                       |                                                 |                      |                             |
| State Clearinghouse #2018052020                                                                                                                                                                                    |                                                       |                                                 |                      |                             |
| Impact                                                                                                                                                                                                             | Mitigation Measure(s)                                 | Timeframe and Responsibility for Implementation | Method of Compliance | Oversight of Implementation |
| mitigation incorporated.<br><br>Less than Significant Cumulative Impact with Mitigation Incorporated                                                                                                               |                                                       |                                                 |                      |                             |
| GREENHOUSE GAS                                                                                                                                                                                                     |                                                       |                                                 |                      |                             |
| Impact GHG-1: The project would not generate GHG emissions, either directly or indirectly, that may have a significant impact on the environment with mitigation incorporated.<br><br>Less than Significant Impact | See mitigation measures MM AQ-2.2 and MM AQ-2.3 above |                                                 |                      |                             |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                           |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                              | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <b>with Mitigation Incorporated</b>                                                                                                                                                                                                                                                                                                                                                                  |                                                           |                                                        |                             |                                    |
| <p><b>Impact GHG-2:</b> The project would not conflict with an applicable plan, policy or regulation adopted for the purpose of reducing the emissions of GHGs with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                             | See mitigation measure MM AQ-2.4 above                    |                                                        |                             |                                    |
| <p><b>Impact GHG-C:</b> The project would not result in a cumulatively</p>                                                                                                                                                                                                                                                                                                                           | See mitigation measures MM AQ-2.2 through MM AQ-2.4 above |                                                        |                             |                                    |

| MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                               |                                                                                                                                                                      |                                                                     |
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| Mitigation Monitoring and Reporting Program                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                               |                                                                                                                                                                      |                                                                     |
| Downtown Specific Plan Amendments and Specific Development Project                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                               |                                                                                                                                                                      |                                                                     |
| Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                               |                                                                                                                                                                      |                                                                     |
| State Clearinghouse #2018052020                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                               |                                                                                                                                                                      |                                                                     |
| Impact                                                                                                                                                                                        | Mitigation Measure(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Timeframe and Responsibility for Implementation                                                                                               | Method of Compliance                                                                                                                                                 | Oversight of Implementation                                         |
| considerable contribution to a GHG emissions impact with mitigation incorporated.<br><br><b>Less than Significant Cumulative Impact with Mitigation Incorporated</b>                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                               |                                                                                                                                                                      |                                                                     |
| HAZARDS AND HAZARDOUS MATERIALS                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                               |                                                                                                                                                                      |                                                                     |
| <b>Impact HAZ-1:</b> The project would not create a significant hazard to the public or the environment through routine transport, use, disposal, or foreseeable upset of hazardous materials | <b>MM HAZ-1.1:</b> All remaining hazardous materials at the Macy’s building (e.g., emergency diesel generator with a 27-gallon AST, hydraulic fluids within the elevator equipment, cardboard bailer, trash compactor, shoe cleaning products, building maintenance products, and paint related products,) shall be removed and properly disposed of prior to demolition.<br><br>During removal of the equipment with hydraulic fluids, contractors shall observe for staining and | Prior to issuance of demolition permits, applicant and their contractors shall be responsible for implementing mitigation measure MM HAZ-1.1. | All mitigation measures shall be printed on all construction documents, contracts, and project plans.<br><br>Documentation of required remediation measures approved | Community Development Director; RWQCB (or similar oversight agency) |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                      |                                                                                                                                                                 |                                                                            |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Timeframe and Responsibility for Implementation</b>                                                               | <b>Method of Compliance</b>                                                                                                                                     | <b>Oversight of Implementation</b>                                         |
| <p>with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                                                                                                                                                                                                                                                | <p>spilled oil. If stains and/or spills are observed, an Environmental Professional shall be retained to collect soil samples for laboratory analysis in accordance with commonly accepted environmental protocols. If contaminants are identified at concentrations exceeding applicable screening levels published by the RWQCB, DTSC and/or EPA , appropriate mitigation measures shall be incorporated into the demolition permit. Approval by an appropriate regulatory agency (i.e., RWQCB, DTSC or DEH) shall be obtained prior to conducting earthwork activities in the vicinity of the impacted soil.</p> <p><b>MM HAZ-1.2:</b> A SMP and Health Safety Plan (HSP) shall be prepared and implemented for construction-related earthwork activities under the proposed project. The purpose of the SMP and HSP is to establish appropriate management practices for handling impacted soil, soil vapor, and groundwater or other materials that may potentially be encountered during construction activities. The SMPs shall provide the protocols for accepting imported fill materials and</p> | <p>Prior to construction activities, applicant is responsible for implementing mitigation measure MM HAZ-1.2 and</p> | <p>by the RWQCB (or similar oversight agency).</p> <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director; RWQCB (or similar oversight agency)</p> |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                      |                                                                                            |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Timeframe and Responsibility for Implementation</b>                                                                                               | <b>Method of Compliance</b>                                                                | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>protocols for sampling of in-place soil to facilitate profiling of the soil for appropriate off-site disposal or reuse.</p> <p>To evaluate potential impacts associated with prior on-site structures, the soil profiling shall include (but not be limited to) the collection of shallow soil samples (upper one-foot) and analyses for lead and organochlorine pesticides.</p> <p>Because contaminants are known to be present on the Macy’s and Redwood Square site, the SMPs for these sites shall address currently proposed uses and currently applicable screening levels (including current guidance on PCE), and shall be reviewed and approved by an appropriate regulatory agency (i.e., RWQCB, DTSC or DEH) and the HSPs and approved SMPs shall be submitted to the City prior to the issuance of a permit for grading and excavation.</p> | <p>prepare a SMP and HSP.</p> <p>During construction, applicant and their contractors are responsible for implementing the approved SMP and HSP.</p> | <p>Project-specific SMPs (approved by the RWQCB or similar oversight agency) and HSPs.</p> |                                    |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                  |                                                                      |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                                                                                             | <b>Method of Compliance</b>                                                                                                                                                                                                                                                                                                                                                      | <b>Oversight of Implementation</b>                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>MM HAZ-1.4:</b> A vapor mitigation system design shall be incorporated in proposed building(s), unless it can be demonstrated to the satisfaction of RWQCB (or similar oversight agency) that these measures are not required for the currently proposed development. The vapor mitigation systems shall consist of impermeable vapor barriers installed beneath building foundations, passive or active sub-foundation venting systems, or other equivalent measures, and regular monitoring programs, and be approved by the overseeing regulatory agency.</p> <p><b>MM HAZ-1.6:</b> Prior to commencement of earthwork activities, geophysical surveys shall be completed of the former gasoline service station location to evaluate if USTs remain on the site. If identified, the USTs shall be removed under permit from the Sunnyvale Bureau of Fire Services and underlying soil and groundwater shall be sampled and evaluated for potential contaminants of concern.</p> | <p>During construction, the applicant and its contractors are responsible for incorporating vapor mitigation systems in the proposed buildings (if determined necessary).</p> <p>Prior to issuance of grading permit, applicant is responsible for implementing mitigation measure MM HAZ-1.6.</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> <p>Documentation to the RWQCB (or similar oversight agency) if vapor mitigation is not required.</p> <p>All mitigation measures required shall be printed on all construction documents, contracts, and project plans.</p> <p>Permit for UST removal (if found)</p> | <p>Community Development Director</p> <p>Bureau of Fire Services</p> |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                             |                                                                                                                                                                                                       |                                                            |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>Timeframe and Responsibility for Implementation</b>                                                                      | <b>Method of Compliance</b>                                                                                                                                                                           | <b>Oversight of Implementation</b>                         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>MM HAZ-1.7:</b> All wells shall be protected during construction activities or properly destroyed prior to construction. This work shall be coordinated with RWQCB and Valley Water. Wells to be destroyed shall be destroyed in accordance with Valley Water requirements (Ordinance 90-1, as may be subsequently amended) prior to any work that could potentially damage or obscure the wells, such as demolition or earthwork activities. Destroyed wells may be required to be replaced by the oversight regulatory agency after project construction is completed.</p> | <p>During construction, applicant and their contractors are responsible for implementing mitigation measure MM HAZ-1.7.</p> | <p>from the Sunnyvale Department of Public Safety, Bureau of Fire Services.</p> <p>All mitigation measures required shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director; RWQCB; Valley Water</p> |



| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                             |                                                                             |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                                                                                                                     | <b>Method of Compliance</b>                                                                                                                                                                                                                 | <b>Oversight of Implementation</b>                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <p><b>MM HAZ-1.8:</b> Prior to the issuance of a demolition permit, an asbestos survey shall be completed for existing buildings on the Macy’s site prior to demolition in accordance with the National Emissions Standards for Hazardous Air Pollutants (NESHAP) guidelines. NESHAP guidelines require the removal of potentially friable ACMs prior to building demolition or renovation that may disturb the ACM</p> <p><b>MM HAZ-1.9:</b> Prior to the issuance of a demolition permit, a lead-based paint survey shall be completed for the existing building on the Macy’s site in accordance with the Cal/OSHA guidelines. If lead-based paint is bonded to the building materials, the removal of lead-based paint is not required. If the lead-based paint is flaking, peeling, or blistering, it shall be removed prior to demolition. In either case, applicable OSHA regulations shall be followed; these include requirements for worker training and air monitoring and dust control. Any debris containing lead shall be disposed appropriately.</p> | <p>Prior to issuance of demolition permits, applicant is responsible for having asbestos surveys completed pursuant to mitigation measure MM HAZ-1.8.</p> <p>Prior to issuance of demolition permit, applicant is responsible for having lead-based paint surveys completed pursuant to mitigation measure MM HAZ-1.9.</p> | <p>All mitigation measures required shall be printed on all construction documents, contracts, and project plans.</p> <p>All mitigation measures required shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> <p>Community Development Director</p> |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                  |                                                                                                              |                                                                        |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                           | <b>Method of Compliance</b>                                                                                  | <b>Oversight of Implementation</b>                                     |
| <p><b>Impact HAZ-4:</b> The project is not located within the vicinity of a private airstrip and is located within two miles of a public airport. The project would not result in a safety hazard for people residing or working in the project area with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                              | <p><b>MM HAZ-4.1:</b> Prior to the issuance of a building permit for above ground construction, if proposed structures exceed the FAA Part 77 Surface, the project applicant shall submit an FAA Form 7460-1 for the permanent structure prior to submittal for the temporary construction equipment (outlined in mitigation measure MM HAZ-4.2 below). A “Determination of No Hazard” or “Determination of No Hazard with Conditions” shall be obtained prior to permit issuance for any above ground improvements. If a “Determination of No Hazard with Conditions” is issued, the conditions shall be included on the approved plan set and implemented.</p> | <p>Prior to issuance of building permit, if structures exceed the FAA Part 77 Surface, applicant is responsible for submitting an FAA form 7460-1 for the permanent structure, as detailed in mitigation measure MM HAZ-4.1.</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Federal Aviation Administration, Community Development Director</p> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>MM HAZ-4.2:</b> Prior to the issuance of a building permit, if construction equipment has the potential to exceed the FAA Part 77 Surface, the project applicant</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p>Prior to issuance of grading, demolition, and,</p>                                                                                                                                                                            | <p>All mitigation measures shall be printed on all</p>                                                       | <p>Federal Aviation Administration, Community</p>                      |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                |                                                       |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                                                                                         | <b>Method of Compliance</b>                           | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | shall submit an FAA Form 7460-1, “Notice of Proposed Construction or Alteration” to the FAA at least 45 days (60 to 90 days recommended) prior to construction of the project, which shall specify the equipment type (e.g., crane) and duration to be used. An Aeronautical Study Number for the permanent structure shall be included in the submittal form. A “Determination of No Hazard” or “Determination of No Hazard with Conditions” shall be obtained prior to permit issuance for above ground activities. If a “Determination of No Hazard with Conditions” is issued, all conditions shall be included on the approved plan set and implemented. | building permits and at least 45 days prior to construction activities, if construction equipment has the potential to exceed the FAA Part 77 Surface, applicant is responsible for submitting an FAA form 7460-1 for the construction equipment as detailed in mitigation measure MM HAZ-4.2. | construction documents, contracts, and project plans. | Development Director.              |
| <b>Impact HAZ-C:</b> The project would not have a cumulatively considerable                                                                                                                                                                                                                                                                                                                          | See mitigation measures MM HAZ-1.1, MM HAZ-1.2, MM HAZ-1.4, MM HAZ-1.6 through MM HAZ-1.9, MM HAZ-4.1, and MM HAZ-4.2 above                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                |                                                       |                                    |

| MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                           |                                                                                                       |                                 |
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| Mitigation Monitoring and Reporting Program                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                           |                                                                                                       |                                 |
| Downtown Specific Plan Amendments and Specific Development Project                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                           |                                                                                                       |                                 |
| Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                           |                                                                                                       |                                 |
| State Clearinghouse #2018052020                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                           |                                                                                                       |                                 |
| Impact                                                                                                                                                                    | Mitigation Measure(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Timeframe and Responsibility for Implementation                                                                                                           | Method of Compliance                                                                                  | Oversight of Implementation     |
| contribution to a significant cumulative hazardous materials impact with mitigation incorporated.<br><br><b>Less than Significant Impact with Mitigation Incorporated</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                           |                                                                                                       |                                 |
| HYDROLOGY AND WATER QUALITY                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                           |                                                                                                       |                                 |
| <b>Impact HYD-1:</b> The project would not violate water quality standards or waste discharge requirements, or otherwise substantially degrade water quality with         | <b>MM HYD-1.1:</b> Prior to issuance of a demolition permit, sampling of priority building materials (i.e., calk, fiberglass insulation, thermal insulation, adhesive mastics, and rubber window gaskets) shall be collected to test for PCBs per BASMAA’s Protocol for Evaluating Priority PCBs-Containing Materials before Building Demolition. If collected samples contain PCBs concentrations are equal to or greater than 50 parts per million (ppm) in one or more priority | Prior to issuance of demolition permits, applicant is responsible for completing sampling of building materials and implementing abatement procedures (as | All mitigation measures shall be printed on all construction documents, contracts, and project plans. | Environmental Services Director |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                             |                                                                |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                | <b>Timeframe and Responsibility for Implementation</b>         | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <p>mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                                                                                                                                                                                                                                                     | <p>materials, abatement procedures shall be completed in accordance with federal and state regulations.</p> | <p>appropriate) pursuant to mitigation measure MM HYD-1.1.</p> |                             |                                    |
| <p><b>Impact HYD-C:</b> The project would not have a cumulatively considerable contribution to a significant cumulative hydrology and water quality impact with mitigation incorporated.</p> <p><b>Less than Significant Cumulative Impact</b></p>                                                                                                                                                                                                          | <p>See mitigation measures MM HYD-1.1 above</p>                                                             |                                                                |                             |                                    |

| MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                             |                                                                                                       |                                |
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| Mitigation Monitoring and Reporting Program                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                             |                                                                                                       |                                |
| Downtown Specific Plan Amendments and Specific Development Project                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                             |                                                                                                       |                                |
| Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                             |                                                                                                       |                                |
| State Clearinghouse #2018052020                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                             |                                                                                                       |                                |
| Impact                                                                                                                                                                                                                                                                      | Mitigation Measure(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Timeframe and Responsibility for Implementation                                                                                                             | Method of Compliance                                                                                  | Oversight of Implementation    |
| with Mitigation Incorporated                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                             |                                                                                                       |                                |
| NOISE AND VIBRATION                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                             |                                                                                                       |                                |
| Impact NOI-1: The project would not result in the exposure of persons to or generation of noise levels in excess of standards established in the local general plan or noise ordinance, or local general plan or noise ordinance, or applicable standards of other agencies | MM NOI-1.1: Prior to the issuance of building permits, a qualified acoustical consultant shall prepare a report documenting the projected mechanical and emergency generator noise and identify specific noise reduction measures necessary to reduce noise to comply with the City’s 50 dBA L <sub>eq</sub> nighttime residential noise limit at the shared property lines. Noise reduction measures could include, but are not limited to, selection of equipment that emits low noise levels and/or installation of noise barriers such as enclosures and parapet walls to block the line of sight between the noise source and the nearest receptors. The specific equipment shall be included on the approved building permit plan set. | Prior to issuance of building permits, applicant is responsible for retaining a qualified acoustical consultant to implement mitigation measure MM NOI-1.1. | All mitigation measures shall be printed on all construction documents, contracts, and project plans. | Community Development Director |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                              |                                       |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Timeframe and Responsibility for Implementation</b>                                                                                                                                                                            | <b>Method of Compliance</b>                                                                                  | <b>Oversight of Implementation</b>    |
| <p>with mitigation incorporated.</p> <p><b>Less than Significant Impact with Mitigation Incorporated</b></p>                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                              |                                       |
| <p><b>Impact NOI-4:</b> The project would result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project with mitigation incorporated.</p> <p><b>Significant and Unavoidable with</b></p>                                                                                                                                                                                 | <p><b>MM NOI-4.1:</b> Future development shall prepare a noise control plan to be submitted for review and approval by the City prior to construction. The noise control plan shall be included in the approved building permit plan sets and address, at a minimum, the following:</p> <ol style="list-style-type: none"> <li>1. Equipment and trucks used for construction shall use the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically attenuating shields or shrouds).</li> <li>2. Impact tools (e.g., jackhammers, pavement breakers, and rock drills) used for construction shall be hydraulically or electrically powered</li> </ol> | <p>Prior to the construction, applicant are responsible for preparing noise control plans pursuant to mitigation measure MM NOI-4.1 and submitting the plans to the City for review and approval.</p> <p>During construction,</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> | <p>Community Development Director</p> |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                         |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Timeframe and Responsibility for Implementation</b>                                                  | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <b>Mitigation Incorporated</b>                                                                                                                                                                                                                                                                                                                                                                       | <p>wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools.</p> <p>3. Construct temporary noise barriers, where feasible as determined by the City, to screen stationary noise-generating equipment. Temporary noise barrier fences would provide a five dBA noise reduction if the noise barrier interrupts the line-of-sight between the noise source and receptor and if the barrier is constructed in a manner that eliminates any cracks or gaps.</p> <p>4. Unnecessary idling of internal combustion engines shall be strictly prohibited.</p> <p>5. Construction staging areas shall be established at locations that would create the greatest distance between the construction-related noise sources and noise-sensitive receptors nearest the project site during all project construction. Locate material stockpiles, as well as maintenance/equipment staging and parking areas, as far as feasible as determined by the City, from residential receptors.</p> <p>6. Control noise from construction workers’ radios to a point where they are not audible at existing residences bordering the project site.</p> | <p>applicant and their contractors shall be responsible for the measures in the noise control plan.</p> |                             |                                    |



| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <ul style="list-style-type: none"> <li>7. Where feasible as determined by the City, temporary power service from local utility companies shall be used instead of portable generators.</li> <li>8. Locate cranes as far from adjoining noise-sensitive receptors as possible.</li> <li>9. During final grading, substitute graders for bulldozers where feasible as determined by the City. Wheeled heavy equipment are quieter than track equipment and should be used where feasible, as determined by the City.</li> <li>10. Substitute nail guns for manual hammering, where feasible as determined by the City.</li> <li>11. Avoid the use of circular saws, miter/chop saws, and radial arm saws near the adjoining noise-sensitive receptors. Where feasible as determined by the City, shield saws with a solid screen with material having a minimum surface density of two pounds per square feet (e.g., such as ¾-inch plywood).</li> <li>12. Maintain smooth vehicle pathways for trucks and equipment accessing the site, and avoid local residential neighborhoods as much as possible.</li> </ul> |                                                        |                             |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <p>13. During interior construction, the exterior windows facing noise-sensitive receptors shall be closed.</p> <p>14. During interior construction, locate noise-generating equipment within the building to break the line-of-sight to the adjoining receptors.</p> <p>15. The contractor shall prepare a detailed construction schedule for major noise-generating construction activities. The construction plan shall identify a procedure for coordination with adjacent residential land uses so that construction activities can be scheduled to minimize noise disturbance.</p> <p>16. Designate a "disturbance coordinator" who would be responsible for responding to any complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaint (e.g., bad muffler, etc.) and would require that reasonable measures be implemented to correct the problem. Conspicuously post a telephone number for the disturbance coordinator at the construction site and include in it the notice sent to neighbors regarding the construction schedule.</p> |                                                        |                             |                                    |

| MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                         |                                                                                                       |                             |
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| Mitigation Monitoring and Reporting Program                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                         |                                                                                                       |                             |
| Downtown Specific Plan Amendments and Specific Development Project                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                         |                                                                                                       |                             |
| Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                         |                                                                                                       |                             |
| State Clearinghouse #2018052020                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                         |                                                                                                       |                             |
| Impact                                                                                                                                                                                                                         | Mitigation Measure(s)                                                                                                                                                                                                                                                                                                                                                          | Timeframe and Responsibility for Implementation                                                         | Method of Compliance                                                                                  | Oversight of Implementation |
| <b>Impact NOI-C:</b> The project would result in a cumulatively considerable noise or vibration impacts with mitigation incorporated.<br><br><b>Significant and Unavoidable Cumulative Impact with Mitigation Incorporated</b> | See mitigation measure MM NOI-1.1 and MM NOI-4.1 above                                                                                                                                                                                                                                                                                                                         |                                                                                                         |                                                                                                       |                             |
| TRANSPORTATION/TRAFFIC                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                         |                                                                                                       |                             |
| <b>Impact TRN-1:</b> The project would conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of                                                                    | <b>MM TRN-1.1:</b> Prior to issuance of building permits, future development under the proposed project shall pay a fair-share payment contribution to VTA’s VTP 2040 Improvement VTP ID H3: SR 237 Express Lanes (North First Street to Mathilda Avenue). This improvement would convert HOV lanes to express lanes on SR 237 between North First Street and Mathilda Avenue. | Prior to issuance of building permits, applicant is responsible for implementing mitigation measures MM | All mitigation measures shall be printed on all construction documents, contracts, and project plans. | Public Works Director       |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                        |                                                   |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b>                       | <b>Oversight of Implementation</b> |
| <p>the circulation system, taking into account all modes of transportation including mass transit and non-motorized travel and relevant components of the circulation system, including but not limited to intersections, streets, highways and freeways, pedestrian and bicycle paths, and mass transit with mitigation incorporated.</p> <p><b>Significant and Unavoidable Impact with Mitigation Incorporated</b></p>                                    | <p><b>MM TRN-1.2:</b> Intersection 55: De Anza Boulevard/Homestead Road (Cupertino) – The project shall pay its fair-share payment contribution towards the addition of a third westbound left-turn lane. This improvement can be accommodated within the existing right-of-way with modifications to the median and lane widths.</p> <p><b>MM TRN-1.3:</b> Intersection 76: Lawrence Expressway/Homestead Road (VTA/Santa Clara County) – Santa Clara County’s Expressway Plan 2040 Study identifies an interim (near-term) improvement that includes the addition of an eastbound through lane on Homestead Road. With this improvement, intersection operations would improve, but the intersection would continue to operate at LOS F under both background and background plus project conditions. The ultimate improvement identified by the County’s Expressway Plan 2040 is to grade-separate the intersection. The County designates the grade separation as a Tier 1 improvement and the project shall pay a fair-share contribution to this improvement.</p> | <p>TRN-1.1 through MM TRN-1.3.</p>                     | <p>Documentation of fair share contributions.</p> |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p>                 |                                                             |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
| <p><b>Impact TRN-2:</b> The project would conflict with an applicable congestion management program, including, but not limited to level of service standards and travel demand measures, or other standards established by the county congestion management agency for designated roads or highways with mitigation incorporated.</p> <p><b>Significant and Unavoidable Impact with Mitigation Incorporated</b></p> | See mitigation measures MM TRN-1.1 through MM TRN-1.3 above |                                                        |                             |                                    |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                            |                                                                                                                                                                |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Timeframe and Responsibility for Implementation</b>                                                                                                     | <b>Method of Compliance</b>                                                                                                                                    | <b>Oversight of Implementation</b> |
| <p><b>Impact TRN-C:</b> The project would result in a cumulatively considerable contribution to a significant transportation impact with mitigation incorporated.</p> <p><b>Significant and Unavoidable Cumulative Impact with Mitigation Incorporated</b></p>                                                                                                                                       | <p>See mitigation measure MM TRN-1.2 above</p> <p><b>MM TRN-C.1:</b> Intersection 19: Hollenbeck Avenue/Remington Drive – The project shall pay its fair-share contribution towards restriping the northbound and southbound approaches on Hollenbeck Avenue to provide for a dedicated left-turn and a shared through/right-turn lane. This improvement would require parking restrictions on east side of the northbound approach and the west side of the southbound approach for between 75 and 125 feet to accommodate the striping of the dedicated left-turn lane. The signal phasing on the northbound and southbound approaches could remain “permitted.”</p> <p><b>MM TRN-C.2:</b> Intersection 20: Hollenbeck Avenue/Fremont Avenue – The project shall pay its fair-share payment contribution towards adding an eastbound right-turn lane from Fremont Avenue onto southbound Hollenbeck Avenue is required. A dedicated right-turn lane, through lane, and a bike lane would require a minimum width of 25 feet. The available width between the number two through lane</p> | <p>Prior to issuance of building permits, applicant is responsible for implementing mitigation measures MM TRN-1.1, and MM TRN-C.1 through MM TRN-C.7.</p> | <p>All mitigation measures shall be printed on all construction documents, contracts, and project plans.</p> <p>Documentation of fair share contributions.</p> | <p>Public Works Director</p>       |

| <p style="text-align: center;"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b><br/> <b>Mitigation Monitoring and Reporting Program</b><br/> Downtown Specific Plan Amendments and Specific Development Project<br/> Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)<br/> State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                      | <p>and the curb is about 19 feet. This mitigation measure would require removing the raised median on the eastbound approach to allow for adequate ROW.</p> <p><b>MM TRN-C.3:</b> Intersections 29: Mathilda Avenue/Washington Avenue and Intersection 30: Mathilda Avenue/McKinley Avenue – The project shall pay its fair-share payment contribution to the City’s planned improvements along Mathilda Avenue of providing bike lanes between El Camino Real and Washington Avenue, including ROW costs for both the northbound and southbound sections.</p> <p><b>MM TRN-C.4:</b> Intersection 33: Mathilda Avenue/El Camino Real – The project shall pay its fair-share payment contribution toward the installation of a third eastbound left-turn lane.</p> <p><b>MM TRN-C.5:</b> Intersection 38: Washington Avenue/Frances Street – The project shall pay its fair-share payment contribution towards converting the intersection to an all-way stop-controlled intersection.</p> |                                                        |                             |                                    |

| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>MM TRN-C.6:</b> Intersection 52: Sunnyvale-Saratoga Road/Remington Drive – The project shall pay its fair-share payment contribution towards the City’s TIF Program, specifically towards the identified improvement of adding a northbound right-turn lane from Sunnyvale-Saratoga Road onto eastbound Remington Drive. In addition, the project shall pay a fair-share contribution for the installation of the separated eastbound right-turn lane. <sup>1</sup></p> <p><b>MM TRN-C.7:</b> Intersection 53: Sunnyvale-Saratoga Road/Fremont Avenue – The project shall pay its fair-share payment contribution to the addition of a dedicated southbound right-turn lane from Sunnyvale-Saratoga Road onto westbound Fremont Avenue. The additional southbound right-turn lane would require</p> |                                                        |                             |                                    |

<sup>1</sup> With the additional northbound right-turn lane, the intersection would improve from unacceptable LOS F to acceptable LOS E during the AM peak hour but would remain an unacceptable LOS F during the PM peak hour. This is consistent with the results presented in the TIF Nexus Study. A dedicated southbound right-turn lane would be needed to fully mitigate the impact. However, there are right-of-way constraints that limit the physical feasibility of the dedicated southbound right-turn lane. An additional southbound right-turn lane would require an additional 11 feet of right-of-way from existing properties along the west side of Mathilda Avenue.



| <p align="center"><b>MACY’S AND REDWOOD SQUARE SPECIFIC DEVELOPMENT</b></p> <p align="center"><b>Mitigation Monitoring and Reporting Program</b></p> <p align="center">Downtown Specific Plan Amendments and Specific Development Project</p> <p align="center">Sunnyvale Planning Project #2017-8047 (Specific Plan Amendment) and #2016-7438, #2017-7848, #2017-7872 (Development Applications)</p> <p align="center">State Clearinghouse #2018052020</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                        |                             |                                    |
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| <b>Impact</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Mitigation Measure(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>Timeframe and Responsibility for Implementation</b> | <b>Method of Compliance</b> | <b>Oversight of Implementation</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>modifying the bus duckout and northwest corner at Sunnyvale-Saratoga Road and Fremont Avenue.</p> <p><b>MM TRN-C.8:</b> Intersection 60: Fair Oaks Avenue/Duane Avenue – The project shall pay its fair-share payment contribution towards providing a second westbound left-turn lane from Duane Avenue onto southbound Fair Oaks Avenue and restripe the intersection and remove the on-street parking on the south side of Duane Avenue for about 200 feet from the intersection. This improvement requires modification to the traffic signal and relocation of the bus stop on the south side of Duane Avenue. The City, when implementing this improvement, shall coordinate with VTA to relocate the existing bus stop.</p> |                                                        |                             |                                    |