

RESOLUTION NO. 16-

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CUPERTINO (A) ORDERING THE SUBMITTAL TO THE VOTERS OF A BALLOT MEASURE ENTITLED "INITIATIVE ADOPTING THE VALLCO TOWN CENTER SPECIFIC PLAN TO (1) PROVIDE THAT THE VALLCO SHOPPING DISTRICT SPECIAL AREA ("AREA") CONTAINS A MIXTURE OF RESIDENTIAL, OFFICE, RETAIL, CIVIC AND EDUCATION USES; (2) REQUIRE ANY DEVELOPMENT TO FUND OR PROVIDE COMMUNITY BENEFITS SUCH AS TRANSIT, SCHOOLS, A GREEN ROOF AND RECYCLED WATER; AND (3) GRANT THE PROPERTY OWNER INITIAL ENTITLEMENTS TO DEVELOP IN ACCORDANCE WITH THE INITIATIVE AND ESTABLISH A PROCESS FOR FUTURE APPROVALS; AND MAKING RELATED AMENDMENTS TO CUPERTINO'S GENERAL PLAN AND MUNICIPAL CODE" AT THE GENERAL ELECTION TO BE HELD ON TUESDAY, NOVEMBER 8, 2016, AS CALLED BY RESOLUTION NO. 16-028 (AMENDED BY RESOLUTION NO. 16-032); (B) PROVIDING FOR WRITTEN ARGUMENTS REGARDING A CITY MEASURE; (C) DIRECTING THE CITY ATTORNEY TO PREPARE AN IMPARTIAL ANALYSIS; (D) AND PROVIDING FOR THE FILING OF REBUTTAL ARGUMENTS

WHEREAS, by Resolution No. 16-028, adopted on March 31, 2016 (amended as to the ballot question by Resolution No. 16-032), the City Council called a General Election, to be held on Tuesday, November 8, 2016, and requested that the Board of Supervisors of the County of Santa Clara agree to the consolidation of the General Municipal Election with Statewide General election, and set forth the instructions for the election; and

WHEREAS, the City Council also desires to submit to the voters at the General election an initiative entitled "Initiative adopting the Vallco Town Center Specific Plan to (1) provide that the Vallco Shopping District Special Area ("Area") contains a mixture of residential, office, retail, civic and education uses; (2) require any development to fund or provide community benefits such as transit, schools, a green roof and recycled water; and (3) grant the property owner initial entitlements to develop in accordance with the Initiative and establish a process for future approvals; and making related amendments to Cupertino's General Plan and Municipal Code" ("Vallco Initiative"); and

WHEREAS, on May 4, 2016, an initiative petition for the Vallco Initiative was filed in the Office of the City Clerk; the total number of signatures submitted was 3,679; the total number of signatures reviewed for verification by the Santa Clara County Registrar of Voters was 3,679 and the total number of signatures found sufficient was 2,912; and

WHEREAS, the minimum number of 3,712 valid signatures required to call a special election was not met; and

WHEREAS, the minimum number of 2,475 valid signatures required to call a regular election was met; and

WHEREAS, on June 6, 2016, the City Council accepted the report of the City Clerk declaring sufficiency of the Vallco Initiative petition and ordered a special meeting to be held by July 6, 2016 to receive the report on the effect of the proposed initiative pursuant to Election Code § 9212 ("9212 Report"); and

WHEREAS, on June 21, 2016, the City Council ordered that 9212 Report be received at the July 5, 2016 regular City Council meeting; and

WHEREAS, on July 5, 2016, the City Council received the 9212 Report;

WHEREAS, the City Council has not voted to adopt the initiative;

WHEREAS, the City Council is authorized and directed by statute to submit the proposed initiative to the voters; and

WHEREAS, on May 3, 2016, the City Council adopted Resolution No. 16-045, which established deadlines for primary and rebuttal ballot arguments, and for the City Attorney's impartial analysis, for any City of Cupertino measure placed on the November 8, 2016 ballot, unless the City Council provides otherwise; and

WHEREAS, these deadlines are as follows:

- Primary arguments for and against the ballot measure shall be submitted to the City Clerk by 5:00 p.m. on August 15, 2016;
- Rebuttal arguments shall be submitted to the City Clerk by 5:00 p.m. on August 22, 2016; and
- The impartial analysis shall be filed by 5:00 p.m. on August 22, 2016;

WHEREAS, on March 31, the City Council adopted Resolution No. 16-030, which authorized rebuttal arguments for and against city measures in municipal elections as follows:

“[P]ursuant to Section 9285 of the Elections Code of the State of California, when the elections official has selected the arguments for and against the measure (not exceeding 300 words each) which will be printed and distributed to the voters, the elections official shall send a copy of an argument in favor of the proposition to the authors of any argument against the measure and a copy of an argument against the measure to the authors of any argument in favor of the measure immediately upon receiving the arguments.

The author or a majority of the authors of an argument relating to a city measure may prepare and submit a rebuttal argument not exceeding 250 words or may authorize in writing any other person or persons to prepare, submit, or sign the rebuttal argument.

A rebuttal argument may not be signed by more than five authors.

The rebuttal arguments shall be filed with the City Clerk, signed, with the printed name(s) and signature(s) of the author(s) submitting it, or if submitted on behalf of an organization, the name of the organization, and the printed name and signature of at least one of its principal officers who is the author of the argument, by the deadline established by the City Council. The rebuttal arguments shall be accompanied by the Form of Statement To Be Filed By Author(s) of Argument to be provided by the City Clerk.

Rebuttal arguments shall be printed in the same manner as the direct arguments. Each rebuttal argument shall immediately follow the direct argument which it seeks to rebut”; and

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF CUPERTINO DOES RESOLVE, DECLARE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. That the City Council, pursuant to its right and authority, in addition to the previously authorized actions, does order submitted to the voters at the General Municipal Election to be held in the City of Cupertino on Tuesday, November 8, 2016, the following question:

<p>Shall an initiative be adopted enacting the Vallco Town Center Specific Plan for the 58-acre Vallco Shopping District Special Area requiring residential (approximately 389 - 800 units, including approximately 20% senior housing), office (2,000,000 sf), commercial (640,000 sf), hotel, park, civic/educational uses; requiring funding/community benefits for transportation (approximately \$30,000,000), schools (approximately \$40,000,000), green roof (approximately 30 acres), recycled water; granting initial entitlements; establishing development standards and limited future approval process; and making related Cupertino General Plan and Municipal Code amendments?</p>	YES
	NO

SECTION 2. That the text of the ballot measure, without attachments, is attached to this resolution as Exhibit "A." The text of the measure shall not be printed in the ballot materials, but copies of the measure, with attachments, shall be available from the City Clerk.

SECTION 3. That the vote requirement for the measure to pass is a majority (50% +1) of the votes cast.

SECTION 4. That the City Clerk is directed to forward without delay to the Board of Supervisors and to the County Election Department of the County of Santa Clara, each a certified copy of this resolution.

SECTION 5. That in all particulars not recited in this resolution, the election shall be held and conducted as provided by law for holding municipal elections.

SECTION 6. That notice of the time and place of holding the election is given and the City Clerk is authorized, instructed and directed to give further or additional notice of the election, in time, form and manner as required by law.

SECTION 7. That, pursuant to Resolution Nos. 16-029 and 16-045, the primary arguments for and against this ballot measure shall be submitted to the City Clerk by 5:00 p.m. on August 15, 2016, and shall not exceed 300 words.

SECTION 8. That, pursuant to Resolution Nos. 16-029, 16-030, and 16-045, the City Council has provided for the filing of rebuttal arguments concerning this measure. Rebuttal arguments shall be submitted to the City Clerk by 5:00 p.m. on August 22, 2016, and shall not exceed 250 words.

SECTION 9. That all arguments shall be filed with the City Clerk, signed, with the printed name(s) and signature(s) of the author(s) submitting it, or if submitted on behalf of an organization, the name of the organization, and the printed name and signature of at least one of its principal officers who is the author of the argument. The arguments shall be accompanied by the Form of Statement To Be Filed By Author(s) of Argument to be provided by the City Clerk.

SECTION 10. That the City Council directs the City Clerk to transmit a copy of the measure to the city attorney to prepare an impartial analysis of the measure, not exceeding 500 words, showing the effect of the measure on the existing law and the operation of the measure. The impartial analysis shall be filed by 5:00 p.m. on August 22, 2016.

NOTE: This following section is optional. Pursuant to Elections Code section 9282(a) and 9287(b), the City Council has the option to authorize some or all of its members to submit an argument against the measure. The City Council can authorize some, all, or none of its members to submit an argument against the measure:

Options:

(1) omit this section;

OR (2)

SECTION 11. That the City Council authorizes:

Name, Title

Name, Title

Name, Title

Name, Title

Name, Title

members of this body to file a written argument not exceeding 300 words against the measure as specified above, accompanied by the printed name(s) and signature(s) of the

author(s) submitting it, in accordance with Article 4, Chapter 3, Division 9 of the Elections Code of the State of California and to change the argument until and including the date fixed by this Resolution after which no arguments for or against the City measure may be submitted to the City Clerk.

OR (3)

SECTION 11. That the City Council authorizes ALL members of the City Council to file a written argument against the measure not exceeding 300 words, accompanied by the printed name(s) and signature(s) of the author(s) submitting it, in accordance with Article 4, Chapter 3, Division 9 of the Elections Code of the State of California and to change the argument until and including the date fixed by this Resolution after which no arguments for or against the City measure may be submitted to the City Clerk.

PASSED AND ADOPTED at a regular meeting of the City Council of the City of Cupertino this 5th day of July, 2016, by the following vote:

<u>Vote</u>	<u>Members of the City Council</u>
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AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

APPROVED:

Grace Schmidt, City Clerk

Barry Chang, Mayor, City of Cupertino

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The people of the City of Cupertino ordain as follows:

Section 1. Title.

This initiative measure shall be known and may be cited as “The Vallco Town Center Specific Plan Initiative” (the “Initiative”).

Section 2. Findings and Purpose.

A. Findings. The people of the City of Cupertino (“City”) find and declare the following:

1. The Vallco Shopping District Special Area is an approximately 58-acre planning area located in the City between Interstate 280 and Stevens Creek Boulevard and intersected by North Wolfe Road, as shown on pages A-1 and A-2 of Exhibit A hereto (“Vallco Shopping District” or “Property”). Approximately 51 acres of the Vallco Shopping District is the site of a failing enclosed regional mall (and associated parking) that is suffering from significant vacancies (the “Mall”). Due to a variety of challenges, including but not limited to, outdated infrastructure, a confusing and inefficient parking layout, weak anchor stores and shifts in consumer preferences, the Mall began to deteriorate in the 1990s, setting off a string of mortgage defaults and bankruptcy filings. Multiple ownership changes and redevelopment efforts ensued, yet all failed and occupancy continued its decline into the 2000s. Due to extraordinarily strong regional retail competition and the few tenants that remain today, the Mall cannot support the ongoing operation of the existing 1.2 million square feet of retail-only space.
2. Cupertino residents have long recognized the failures and inherent obsolescence of the Mall. The City Council and the community have spent years working to establish a new vision for revitalizing the Mall.
3. In December 2014, the City Council adopted an updated General Plan, *Community Vision 2040* (“General Plan”), which includes goals, policies and strategies specifically relating to the Vallco Shopping District. The General Plan provides the framework for a complete redevelopment and repositioning of the site into a new, mixed-use “town center,” with a vibrant mixture of retail, office, and residential uses that will become a destination for shopping, dining, entertainment, and commerce for Cupertino residents.
4. Based on this vision, the General Plan requires a specific plan to be adopted for the Vallco Shopping District prior to any redevelopment to specify the land uses, design standards and guidelines, and infrastructure improvements required to serve the Vallco Shopping District.
5. This Initiative implements and fulfills the requirements of the General Plan and the vision of the community by approving the Vallco Town Center Specific Plan (“Specific Plan”), attached hereto and incorporated herein as Exhibit C, allowing the complete redevelopment of the plan area into a vibrant, sustainable, walkable, and safe “town center” neighborhood with a mix of retail, dining, entertainment, recreation, offices, housing, hotel, education, civic, open space, and public amenities for Cupertino residents.
6. Implementation of the Specific Plan will elevate the quality of community life of Cupertino residents by creating a mix of thoughtfully designed public places of various scales, including amenities such as a market hall, a new, state-of-the-art movie theater and ice rink, civic, educational and wellness venues, as well as walkable streets, bicycle lanes, and transit facilities fitting for a true town center.
7. To ensure the type of extraordinary community benefits that Cupertino residents deserve, the Specific Plan requires a 30-acre greenway on the integrated roofs of the various town center buildings. This privately funded and maintained rooftop Community Park and Nature Area will include 3.8 miles of walking and jogging trails, meadows, vineyards, orchards and organic gardens and will be planted with native, drought-tolerant landscaping that thrives on little to no water that will be watered as necessary with recycled water delivered through a new recycled water line extended to the area. This one-of-a kind green amenity for Cupertino residents will provide a visual connection to the surrounding mountain ranges of San Francisco Bay, host a diverse set of active and

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passive community-oriented uses, help to visually integrate the plan area with the surrounding public streets, buffer the plan area, reduce the area's urban heat island effect, minimize water run-off and water and air quality impacts, and improve the energy efficiency of the buildings.

8. The Specific Plan area presents a unique opportunity to solve the City's sustainability challenges – economic, social, and environmental – through smart technologies and data. The Specific Plan shall seek to integrate physical, digital and human systems in the built environment to deliver a sustainable, prosperous and inclusive future for Cupertino residents. The goal for the Specific Plan area is to positively benefit the community through smart city development strategies, and its program, design, and operations will be the basis for this benefit.
 9. The Specific Plan will also provide additional, substantial public benefits and improvements. This includes new development under the Specific Plan to provide—in addition to the maximum state-mandated school fees—additional benefits to schools of approximately \$40 million to enhance Cupertino's excellent schools, such as a new High School Science and Engineering Innovation Center, solutions to create net additional enrollment capacity to enhance the quality of instruction and student learning, and space dedicated to local adult education programs. The Specific Plan also provides for charitable/civic space, including for local non-profits and civic organizations; dedicated senior housing units; an amphitheater to host outdoor concerts and movie nights; a destination play space for children; banquet and event space for large and small events; effective traffic solutions for pre-existing and future conditions (including spearheading and providing substantial funding for a free community shuttle in partnership with local employers and transit agencies, a new transit center, and a stringent vehicle trip reduction program through a comprehensive Transportation Demand Management plan); as well as very substantial economic and fiscal benefits in the form of one-time construction-related tax revenues to the City and new recurring property taxes, transient occupancy taxes, and retail sales taxes annually to the City.
 10. The goals, policies, and mandatory design features in the Specific Plan adopted by this Initiative, which includes required environmental design features, will ensure that the actions approved by this Initiative will be environmentally sound and in compliance with the City's policies, guidelines, and standards.
 11. The provisions of this Initiative, including the adoption of the Specific Plan, are in the public interest and are consistent with the General Plan as amended by this Initiative. Specific Plan consistency with the amended General Plan is shown in Exhibit D hereto.
 12. This Initiative serves the public health, safety, and welfare of Cupertino residents, as well as people in the surrounding region.
- B. **Purpose.** The purpose of this Initiative is ensure that, consistent with the City's General Plan, the failed Vallco Shopping District Special Area can be redeveloped into a vibrant, sustainable, walkable and safe new neighborhood with a mix of retail, dining, entertainment, recreation, offices, housing, open space, educational, civic, and public amenities, with exceptional community benefits and high-quality design, that will improve the quality of life of Cupertino residents.

Section 3. City of Cupertino General Plan Amendments.

The voters hereby amend the City of Cupertino General Plan as follows (new language to be inserted into the General Plan is shown as underlined text and language to be deleted is shown in ~~striketrough text~~; language shown in regular or bold type reflects the existing General Plan text and is provided for informational/reference purposes):

- A. Amendments to the Land Use and Community Design Element.

The Land Use and Community Design Element of the Cupertino General Plan is amended as follows:

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The section titled “Vallco Shopping District Special Area,” which is within the “Special Areas” subsection of the “Planning Areas Goals and Policies” section of the Land Use and Community Design Element, is amended as follows:

Vallco Shopping District Special Area

The City envisions a complete redevelopment of the existing Vallco Fashion Mall into a vibrant mixed-use “town center” that is a focal point for regional visitors and the community. This new Vallco Shopping District will become a destination for shopping, dining and entertainment in the Santa Clara Valley.

GOAL LU-19

CREATE A DISTINCT AND MEMORABLE MIXED-USE “TOWN CENTER” THAT IS A REGIONAL DESTINATION AND A FOCAL POINT FOR THE COMMUNITY

Policy LU-19.1: Specific Plan

Create a Vallco Shopping District Town Center Specific Plan prior to any development on the site that lays out the land uses, design standards and guidelines, and infrastructure improvements required. The Specific Plan will be based on the following strategies:

Strategy LU-19.1.1: Master Developer. Redevelopment will require a master developer in order remove the obstacles to the development of a cohesive district with the highest levels of urban design.

Strategy LU-19.1.2: Parcel assembly. Parcel assembly and a plan for complete redevelopment of the site are required prior to adding residential and office uses. Parcelization is highly discouraged in order to preserve the site for redevelopment in the future, unless parcelization includes adequate protective measures to provide incentives and guidelines for cooperation among owners.

Strategy LU-19.1.3: Complete Redevelopment. The “town center” plan should be based on complete redevelopment of the site in order to ensure that the site can be planned to carry out the community vision.

Strategy LU-19.1.4: Land use. To carry out the City’s vision for a vibrant mixed-use “town center,” the Vallco Town Center Specific Plan shall require a mix of the following uses on the site. The following uses are allowed on the site (see **Figure LU-1** for residential densities and criteria):

1. Retail: High-performing retail, restaurant and entertainment uses. Maintain a minimum of 600,000 square feet of retail that provide a good source of sales tax for the City. Entertainment uses may be included but shall consist of no more than 30 percent of retail uses.
2. Hotel: ~~Encourage~~ Provide a business class hotel with conference center and active uses including main entrances, lobbies, retail and restaurants on the ground floor.
3. Residential: ~~Allow~~ Maintain residential on upper floors with retail and active uses on the ground floor. Encourage a mix of units for young professionals, couples and active seniors who like to live in an active “town center” environment. The residential component of the project shall dedicate the greater of 80 units, or 20% of the total units, as senior housing (in compliance with state and federal law).
4. Office: ~~Encourage~~ Maintain high-quality office space arranged in a pedestrian-oriented street grid with active uses on the ground floor, publicly-accessible streets and plazas/ green space. A minimum of 100,000 square feet shall be set aside for incubator, co- work space and/or multi-tenant spaces for start-ups, mid-sized companies and/or new and emerging technologies, with preference for local companies.

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5. Public, Quasi-Public, Open Space and Parks: Require property owner(s) to provide generous amounts of parks and open space, educational facilities, community gathering spaces, civic uses, public art, and community event spaces.

In addition, the following uses are allowed on the site, although not required:

Amenities: Amenities that are complementary or ancillary to any of the permitted uses, such as, but not limited to, cafeterias, lobbies, community halls, or meeting spaces are also permitted.

Strategy LU-19.1.5: “Town Center” layout. Create streets and blocks laid out using “transect planning” (appropriate street and building types for each area), which includes a discernible center and edges, public space at center, high quality public realm, and land uses appropriate to the street and building typology.

Strategy LU-19.1.6: Connectivity. Provide a newly configured complete street grid hierarchy of streets, boulevards and alleys that is pedestrian-oriented, connects to existing streets, and creates walkable urban blocks for buildings and open space. It should also incorporate transit facilities, provide connections to other transit nodes and coordinate with the potential expansion of Wolfe Road bridge over Interstate 280 to continue the walkable, bikeable boulevard concept along Wolfe Road. The project ~~should~~ shall also contribute towards a study and improvements to a potential Interstate 280 trail along the drainage channel south of the freeway and provide pedestrian and bicycle connections from the project sites to the trail. Any project that fully redevelops the existing mall in the Vallico Shopping District shall also fund transportation and transit infrastructure that provides effective traffic solutions, including providing approximately \$30 million toward planned transportation improvements at the I-280 and Wolfe Road interchange and other I-280 segments, partnering with local employers and transit agencies to provide a free community shuttle, providing an on-site transit center and/or mobility hub, and implementing a transportation demand management plan with an overall target of reducing office-generated weekday peak hour trips by 30 percent below applicable Institute of Transportation Engineers Office Use trip generation rates. This transportation and transit funding obligation shall not apply to any hotel project.

Strategy LU-19.1.7: Existing streets. Improve Stevens Creek Boulevard and Wolfe Road to become more bike and pedestrian-friendly with bike lanes, wide sidewalks, street trees, improved pedestrian intersections to accommodate the connections to Rosebowl and Main Street.

Strategy LU-19.1.8: Open space. Open space in the form of a central town square on the west and east sides of the district interspersed with plazas and “greens” that create community gathering spaces, locations for public art, and event space for community events.

Strategy LU-19.1.9: Building form. Buildings should have high-quality architecture, and an emphasis on aesthetics, human scale, and create a sense of place. Taller buildings should provide appropriate transitions to fit into the surrounding area.

Strategy LU-19.1.10: Gateway character. High-quality buildings with architecture and materials befitting the gateway character of the site. The project should provide gateway signage and treatment.

Strategy LU-19.1.11: Phasing plan. A phasing plan that lays out the timing of infrastructure, open space and land use improvements that ensures that elements desired by the community are included in early phases.

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Strategy LU-19.1.12: Parking. Parking in surface lots shall be located to the side or rear of buildings. Underground parking beneath buildings is preferred. Above grade structures shall not be located along major street frontages. In cases, where above-grade structures are allowed along internal street frontages, they shall be lined with retail, entries and active uses on the ground floor. All parking structures should be designed to be architecturally compatible with a high-quality “town center” environment.

Strategy LU-19.1.13: Trees. Retain trees along the Interstate 280, Wolfe Road and Stevens Creek Boulevard to the extent feasible, when new development are proposed.

Strategy LU-19.1.14: Neighborhood buffers. Consider buffers such as setbacks, landscaping and/or building transitions to buffer abutting single-family residential areas from visual and noise impacts.

Strategy LU-19.1.15: Green Roof and Recycled Water. To further enhance and complement the open space requirements set forth in Strategy LU-19.1.8 and to provide an exceptional community benefit, a publicly accessible green roof is required for the portion of a project that fully redevelops the existing mall within the Vallco Shopping District. The green roof shall be at least 30 acres in size with a minimum of 3.8 miles of publicly accessible trails. To minimize the water demand associated with a green roof, the use of recycled water and drought tolerant and native landscaping that thrives on little to no irrigated water will be utilized. To meet this obligation, future recycled water service shall be extended to the Vallco Shopping District by the developer. These requirements shall not apply to any hotel project.

B. Amendments to the Infrastructure Element.

Policy INF-2.5 (“Recycled Water Infrastructure”) of the Infrastructure Element is amended as follows:

Policy INF-2.5: Recycled Water Infrastructure

Plan for citywide access to recycled water and encourage its use.

Strategy INF-2.5.1: Availability. Expand the availability of a recycled water system through public infrastructure projects and development review.

Strategy INF-2.5.2: Use. Encourage private and public projects to incorporate the use of recycled water for landscaping and other uses.

Strategy INF-2.5.3: City Facilities. Design and retrofit City buildings, facilities and landscaping to use recycled water, to the extent feasible.

Strategy INF-2.5.4: Vallco Town Center Specific Plan. Require that any project that fully redevelops the existing mall within the Vallco Shopping District extend the recycled water line to the area covered by the Vallco Town Center Specific Plan and maximize use of recycled water. This requirement shall not apply to any hotel project within the Vallco Town Center Specific Plan area.

C. Amendments to Appendix A.

Appendix A (“Land Use Definitions”) to the General Plan is amended to include the following new land use category:

Vallco Town Center Specific Plan

The Vallco Town Center Specific Plan designation applies to the Vallco Shopping District Special Area, and allows a mix of uses, including retail, restaurant, entertainment, residential, office, hotel, public (including civic), quasi-public,

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educational, parks, open space, and amenities. Projects developed under this designation must be consistent with the Vallco Town Center Specific Plan.

D. Amendments to the Land Use Map.

The existing “City of Cupertino Land Use Map,” a copy of which is attached hereto for informational purposes only at page A-1 of Exhibit A hereto, is amended to redesignate the approximately 58 acre Property from Commercial/Office/Residential to Vallco Town Center Specific Plan, as set forth on page A-3 of Exhibit A .

Section 4. City of Cupertino Municipal Code Amendments.

The voters hereby amend the City of Cupertino Municipal Code as follows (new language to be inserted into the Municipal Code is shown as underlined text and language to be deleted is shown in ~~striketrough text~~; language shown in regular type reflects the existing Municipal Code text and is provided for informational/reference purposes):

A new chapter titled “Vallco Town Center Specific Plan (VTCSP) Zone,” is added to Title 19 (“Zoning”) of the Municipal Code, as follows:

As envisioned by the General Plan, a zoning district entitled the “Vallco Town Center Specific Plan” district (VTCSP) is established as shown on the official zoning district map of City of Cupertino. The VTCSP zoning district implements the Vallco Town Center Specific Plan, incorporated by reference, a copy of which shall be on file in the office of the city clerk. The Vallco Town Center Specific Plan includes architectural and design guidelines, site development standards, public facility improvement plans, environmental design features and other development standards that satisfy zoning code requirements. The standards, guidelines and improvement plans contained in the Vallco Town Center Specific Plan shall govern the VTCSP zoning district. When the Vallco Town Center Specific Plan does not provide specific standards and/or procedures for review, approval and/or administration of development projects, the standards and procedures in this code shall apply, provided, however, that in no event shall application of the standards or procedures in this code frustrate or inhibit development of the Vallco Town Center Specific Plan.

Section 19.16.110 (“Zoning Districts Designated”) of Chapter 19.16 (“Designation and Establishment of Districts”) of Title 19 (“Zoning”) the Municipal Code, is amended to add the following Zoning Map Designation and District Name: VTCSP Vallco Town Center Specific Plan.

Section 19.156.040 (“Planned Development Permit and Conditional Use Permit–Findings and Conditions”) of Chapter 19.156 (“Development Permits, Conditional Use Permits and Variances”) of Title 19 (“Zoning”) of the Municipal Code, is amended as follows:

- A. The decision maker may grant a planned development permit or a conditional use permit only if all of the following findings are made:
 1. The proposed development and/or use, at the proposed location, will not be detrimental or injurious to property or improvements in the vicinity, and will not be detrimental to the public health, safety, general welfare, or convenience;
 2. The proposed development and/or use will be located and conducted in a manner in accord with the Cupertino Comprehensive General Plan, underlying zoning regulations, and the purpose of this title and complies with the California Environmental Quality Act (CEQA).
- B. For purposes of granting a conditional use permit to increase residential units within the Vallco Town Center Specific Plan district above the number of units specified in the Housing Element for the Vallco Shopping District Special Area, the conditional use permit shall be granted if the above findings are made. For

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purposes of finding (A)(1), the increase in residential units within the Vallco Town Center Specific Plan district shall be deemed not to be detrimental to the public health, safety, general welfare, or convenience if there are no new significant and unavoidable impacts beyond those identified in the Environmental Impact Report prepared for the *General Plan: Community Vision 2015 – 2040*, as to the residential units.

Section 20.04.040 (“Zoning District Applicable to a Specific Plan”) of Chapter 20.04 (“Specific Plans”) of Title 20 (“General and Specific Plans”) of the Municipal Code, is amended as follows:

All areas governed by a specific plan, with the exception of the Vallco Town Center Specific Plan area, shall be zoned as a planned development (P) zoning district under Chapter 19.48 of the City's Ordinance Code and all regulations governing land use approvals in a planned development zone shall be applicable to specific plans. A proposal for specific plan may be combined with any application for land use entitlements in the City's planned development zoning districts.

The existing “City of Cupertino Zoning Map,” a copy of which is attached for informational purposes only at page B-1 of Exhibit B hereto, is amended to change the Property’s zoning from P(Regional Shopping) and P(CG) to VTCSP(Vallco Town Center Specific Plan), as set forth on page B-3 of Exhibit B.

Section 5. Adoption of the Vallco Town Center Specific Plan.

The Vallco Town Center Specific Plan, attached hereto as Exhibit C, is hereby adopted. The full text of Exhibit C commences on page C-1 of this Initiative.

Section 6. Implementation of the Initiative.

- A. Upon the effective date of this Initiative, the City is directed to promptly take all appropriate actions needed to implement this Initiative. This Initiative is considered adopted and effective upon the earliest date legally possible after the Elections Official certifies the vote on the Initiative by the voters of the City of Cupertino.
- B. Upon the effective date of this Initiative, the provisions of Section 3 are hereby inserted into the General Plan; except that if the four amendments of the General Plan permitted by state law for any calendar year have already been utilized in the year in which this Initiative becomes effective, the General Plan amendments set forth in this Initiative shall be the first amendments inserted into the General Plan on January 1 of the next year.
- C. The General Plan in effect on the date of filing of the Notice of Intent to Circulate this Initiative (“Filing Date”), and the General Plan as amended by this Initiative, comprise an integrated, internally consistent and compatible statement of policies for the City. To ensure that the City’s General Plan remains an integrated, internally consistent and compatible statement of policies for the City, any provision of the General Plan that is adopted between the Filing Date and the effective date of the General Plan amendments adopted by this Initiative shall, to the extent that such interim-enacted provision is inconsistent with the General Plan amendments adopted by this Initiative, be amended as soon as possible and in the manner and time required by state law to ensure consistency between the provisions adopted by the Initiative and other elements of the General Plan.

Section 7. Effect of Other Measures on the Same Ballot.

In approving this Initiative, it is the voters’ intent to create a comprehensive regulatory plan to govern the future use and development of the Vallco Town Center Specific Plan area. To ensure that this intent is not frustrated, this Initiative is presented to the voters as an alternative to, and with the express intent that it will compete with, any and all voter initiatives placed on the same ballot as this Initiative and which, if approved, would regulate the use or development of property within the Vallco Town Center Specific Plan area in any manner whatsoever (each, a “Conflicting Initiative”). In the event that this Initiative and one or more Conflicting Initiatives are adopted by the voters at the same election, then only that measure which receives the greatest number of affirmative votes shall control in its entirety and said other measure or measures shall

INITIATIVE MEASURE TO BE SUBMITTED DIRECTLY TO THE VOTERS

be rendered void and without any legal effect. In no event shall this Initiative be interpreted in a manner that would permit its operation in conjunction with any, including the non-conflicting, provisions of any Conflicting Initiative. If this Initiative is approved by the voters but superseded by law in whole or in part by any other Conflicting Initiative approved by the voters at the same election, and such Conflicting Initiative is later held invalid, this Initiative shall be self-executing and given full force of law.

Section 8. Interpretation and Severability.

- A. This Initiative must be interpreted so as to be consistent with all federal and state laws, rules, and regulations. If any section, sub-section, sentence, clause, phrase, part, or portion of this Initiative is held to be invalid or unconstitutional by a final judgment of a court of competent jurisdiction, such decision does not affect the validity of the remaining portions of this Initiative. The voters declare that this Initiative, and each section, sub-section, sentence, clause, phrase, part, or portion thereof, would have been adopted or passed irrespective of the fact that any one or more sections, sub-sections, sentences, clauses, phrases, part, or portion is found to be invalid. If any provision of this Initiative is held invalid as applied to any person or circumstance, such invalidity does not affect any application of this Initiative that can be given effect without the invalid application.
- B. If any portion of this Initiative is held by a court of competent jurisdiction to be invalid, we the People of the City of Cupertino indicate our strong desire that: (i) the City Council use its best efforts to sustain and re-enact that portion, and (ii) the City Council implement this Initiative by taking all steps possible to cure any inadequacies or deficiencies identified by the court in a manner consistent with the express and implied intent of this Initiative, including adopting or reenacting any such portion in a manner consistent with the intent of this Initiative.
- C. This Initiative must be broadly construed in order to achieve the purposes stated above. It is the intent of the voters that the provisions of this Initiative be interpreted and implemented by the City and others in a manner that facilitates the purpose set forth in this Initiative.

Section 9. Amendment.

Prior to January 1, 2027, the provisions of this Initiative, including but not limited to the Vallco Town Center Specific Plan that it adopts, can be amended or repealed only by a majority of the voters of the City voting in an election held in accordance with state law. On or after January 1, 2027, a vote of the people shall not be required to amend or repeal any portion of this Initiative, and this Initiative may be amended or repealed by any procedure otherwise authorized by law.

Section 10. List of Initiative Exhibits.

The following exhibits to this Initiative are incorporated herein by reference:

Exhibit A – Amendment to General Plan Land Use Map

Exhibit B – Amendment to Zoning Map

Exhibit C – Vallco Town Center Specific Plan

Exhibit D – General Plan Consistency Chart