



COUNCIL AGENDA: 10/16/18
FILE: 18-1368
ITEM: 2.9

Memorandum

TO: HONORABLE MAYOR
AND CITY COUNCIL

FROM: Jon Cicirelli

**SUBJECT: JAPANTOWN CORPORATION
YARD DEVELOPMENT
TURNKEY PARKLAND
AGREEMENT**

DATE: October 2, 2018

Approved

Date

10-2-18

COUNCIL DISTRICT: 3

RECOMMENDATION

- (a) Approve a Turnkey Parkland Agreement between the City of San José and ICS Corporate Yard Multifamily, LLC, a Delaware limited liability company ("Developer") for the dedication and development of a 0.75 gross acre public park (plaza) and payment of park impact in-lieu fees (as necessary) to satisfy the requirements of the City's Park Impact Ordinance (San José Municipal Code Section 14.25) related to Planned Development Permit File No. PD15-055 (as amended) and Planned Tentative Map File No. PT15-022 (as amended).
- (b) Adopt a resolution authorizing the City Manager or designee to negotiate and execute a right-of-entry and maintenance agreement between the City of San José ("City") and Developer for the maintenance of this public park by the Developer for one calendar year after the park opening date.

OUTCOME

Approval of the Turnkey Parkland Agreement will allow the developer to obtain building permits for the mixed-use project and construct a 0.75-acre public park (plaza).

Authorization for the City Manager or designee to negotiate and execute a maintenance agreement with the Developer for maintenance of the park for one calendar after the City accepts the park dedication.

BACKGROUND

The development and park site are within the Japantown Neighborhood Business District, which is guided by the Jackson-Taylor Residential Strategy. The development site is currently a vacant lot bounded by East Taylor, East Jackson, North Sixth, and North Seventh streets. The site is commonly referred to as the Japantown Corporation Yard site and operates as a public parking facility and as a venue for Japantown Farmers Market.

The site is within a half mile of several park and community facilities, including:

- Raymond Bernal Jr. Memorial Park, located at North 7th Street / E. Mission Street;
- Backesto Park, located at North 13th Street / Jackson Street;
- Cannery Park, located at North Tenth Street / East Mission Street opening in 2019; and
- Northside Community Center located at North Sixth Street and East Empire Street.

Additionally, the Guadalupe River Park and Trail is approximately $\frac{3}{4}$ of a mile to the west.

Development of the site, including a public park, was documented with adoption of the Jackson-Taylor Residential Strategy Specific Plan (1992-2015) and has included considerable community outreach. The City, the developer, and the community have collaborated closely on designing a project with public benefits such as a creative office center (includes rehearsal and collaborative artist space) and an urban plaza.

Jackson Taylor Partners, LLC (Williams/Dame & Associates, Inc. and Related California Urban Residential, LLC) purchased the site from the City (Successor Agency to the Redevelopment Agency) in 2014 through a Development Agreement (File No. DA14-003). The Development Agreement was amended in 2017 (File No. DA16-003) to extend the terms of the agreement. The Development Agreement outlines a plan to develop the 5.25 gross acre site with:

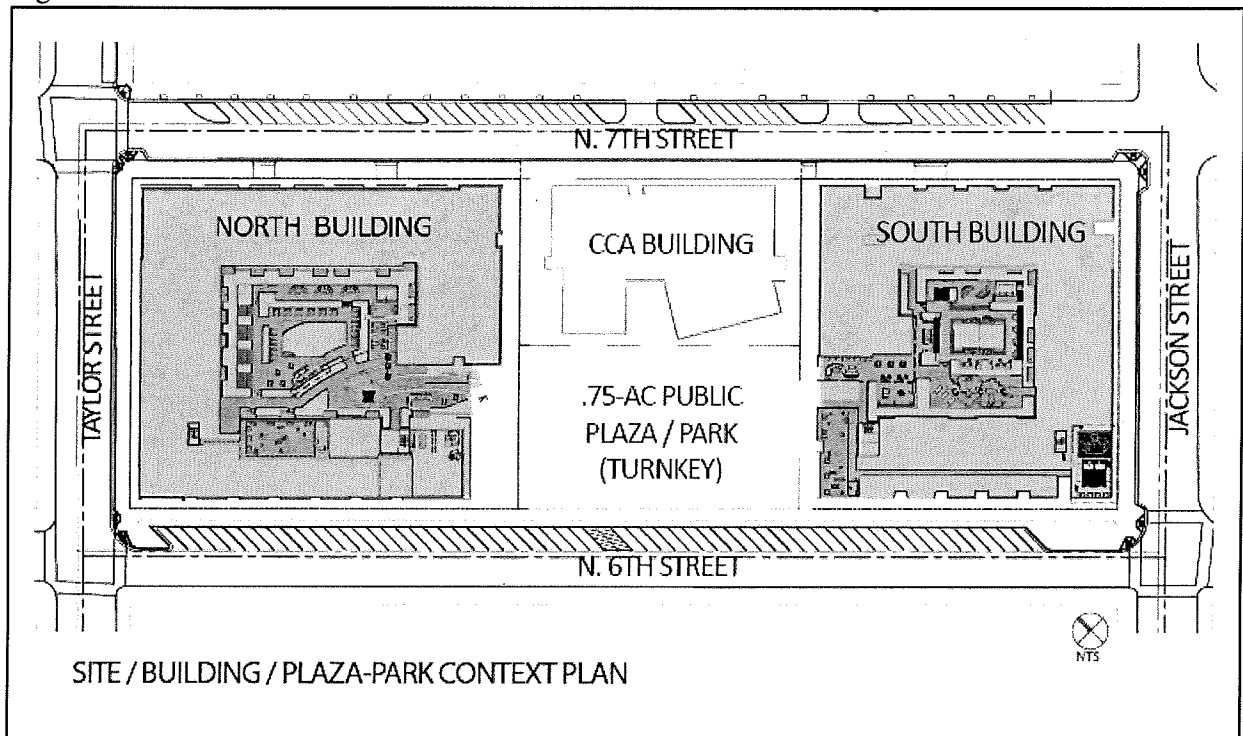
1. 425 – 600 multi-family attached residential units;
2. 16,000 – 25,000 square feet of commercial space;
3. An underground parking structure;
4. A 0.75 gross acre site for a creative office center (Creative Center for the Arts/CCA); and,
5. A 0.75 gross acre site for public park (plaza)

Jackson Taylor Partners, LLC received City Council approval in May, 2015 for the rezoning of the property (File No. PDC15-018) and subsequently received approval from the Director of Planning, Building and Code Enforcement to allow the development and subdivision of the property (File Nos. PD15-055 and PT15-022). The zoning and development permits allow a mixed-use project that is consistent with the Development Agreement (as amended) and up to 520 residential rental units.

In 2017, Jackson Taylor Partners sold the project to ICS Corp Yard Multi-Family, LLC (Shea Properties and Ivanhoe Cambridge). The assignment and assumption of the Development Agreement occurred at the same time as the sale of the land.

The City currently owns the land for the creative office center and has a ground lease with SVCcreates and CCA. Design, construction, and operation of the CCA building is being processed by the Office of Economic Development separately from this parkland agreement. Figure 1 depicts a schematic of the site layout.

Figure 1. SITE/BUILDING/PLAZA- PARK CONTEXT PLAN



ANALYSIS

The residential portion of the project is subject to the Park Impact Ordinance (SJMC 14.25) for the development of the residential multi-family rental units and has an obligation to dedicate 3.64 acres of parkland to the City, which equals \$11,706,800 in park impact in-lieu fees. The project will meet its parkland obligation under a Turnkey Parkland Agreement as follows:

1. Conveyance of a 0.75-acre site to the City (equivalent to \$ 2,414,529 in park impact in-lieu fees) ;
2. \$6,089,740 of turnkey recreational improvements for a new park, including:
 - a. \$4,637,628 in site work (includes construction, building materials, and mobilization)

- i. \$275,500 for a public art project (25% of this budget will pay for the OCA/Public Art administrative costs and approximately \$40,000 - \$50,000 will be appropriated for public art design and development)
 - b. \$751,468 in City review and inspection fees (17.5% of preliminary site work)
 - c. \$695,644 in design fees (15% of total site work);
 - d. \$5,000 in land transfer fees;
3. Provision of onsite Private Recreation Credit amenities (\$2,352,301 in credits); and
4. Payment of remainder park impact in-lieu fees in the amount of \$850,230.

The Turnkey Parkland Agreement will lead to the development, construction, and operation of a new, distinct, high-quality public plaza in the heart of the Japantown neighborhood. The plaza site is located at a midblock location, facing North Sixth Street and is framed by a multi-family building to the north, mixed use building to the south, and the CCA building to the east.

Including extensive community engagement by the Office of Economic Development in collaboration with CCA, the design intent is to provide a special and unique destination that reflects the many cultures of the Japantown neighborhood, including its history and function as a community gathering space. The plaza is designed to flexibly support a range of events, programs, and experiences such as the Farmer's Market, San José Obon Festival, and Parks, Recreation and Neighborhood Services (PRNS) Placemaking events.

The plaza will include unique amenities that all age groups can enjoy, including:

- A maze and gaming tables near the children's play area;
- A picnic area underneath a trellis;
- Shaded seat walls;
- Contemplative garden space;
- Character features to pay homage to Japantown's history;
- An interpretative 'memory walk' that could include highlights from the Nihonmachi¹ and Heinlenville² eras with special acknowledgement of important historic people such as John Heinlen and Dave Tatsuno³; and
- A public art piece to represent the Japantown neighborhood

Staff worked closely with the developer in an iterative manner to maintain the project's design integrity and mission, while aligning to the City's resources for long-term maintenance. Design refinement occurred through strategic material selection and the honing of design themes that delivers a unique plaza aligned with PRNS long-term maintenance abilities and community expectations.

¹ History of Japantown San Jose: <http://www.jtown.org/history>

² Heinlenville Chinatown: <http://chcp.org/heinlenville-chinatown/>

³ Dave Tatsuno: https://en.wikipedia.org/wiki/Dave_Tatsuno

The community has been an active and engaged partner throughout the process. Community members participating in the process generally support the design. Concerns were expressed over noise, proposed ping pong tables, and decomposed granite pathways. Thus, the plans were revised to remove the ping pong tables and replace a portion of the decomposed granite with another suitable paving material.

The community requested a freestanding restroom building, fountain, and security fencing. The Developer is voluntarily offering to allow public access to a one-bathroom, unisex stall in the south mixed-use building during public events. The developer will not receive any credits towards the parkland obligation for the provision of this bathroom. PRNS deemed that freestanding bathrooms and an onsite fountain are not feasible features in the plaza due to site constraints and substantial on-going operation and maintenance costs. Security fencing will not be considered per the Parks and Recreation Commission's recommendation (see page 7).

A budget action will be brought forward later in the fiscal year to allocate the funding for the following City services needed to support project construction: design review & inspection costs; and, public art features within the park.

Maintenance of the Park Plaza

The Developer has agreed to maintain the park for one calendar year after completion of construction and acceptance by the City. Staff will negotiate the terms of a maintenance agreement upon authorization by the City Council of this Parkland Agreement. The maintenance agreement will be fully executed prior to commencement of construction drawings and be recorded in a deed restriction over the park site. At a minimum, the agreement will require routine litter removal, graffiti abatement, and maintenance and repair of landscape amenities, vegetation, trees, irrigation, and lighting. The maintenance agreement will outline all Worker's Compensation and General Liability insurance requirements to the satisfaction of the City.

In the event that residential portions of the project are sold to different owners, the future owners will be jointly responsible to fully comply with the executed maintenance agreement. The agreement will also outline a procedure to transfer maintenance of the site back to the City after one calendar year.

Following the Developers required maintenance of the park, the City will assume the ongoing maintenance. This cost was included in the 2019-2023 Five Year General Fund Forecast, which was released in February 2018. This funding was allocated to the Parks, Recreation and Neighborhood Services Department as part of the 2018-2019 Adopted Budget.

EVALUATION AND FOLLOW-UP

On approval of these recommendations, staff oversee design, development, and construction of the turnkey recreational project and public art features, develop a one-year private maintenance

agreement, and accept the public recreational improvements after final inspections have been completed. The Department of Public Works staff will review and approve the project construction documents and will work with PRNS and the Developer to refine the design as necessary to complete the project in accordance with City construction standards.

Staff will return to the City Council with a proposal for the naming of the park plaza. "Japantown Square" is the working title. The final name for the park plaza must be approved by the City Council per the Council Policy 7-5, "Naming of City Owned Land and Facilities." The community will be encouraged to submit park name nominations to PRNS.

POLICY ALTERNATIVES

Alternative #1: The City Council could reject the Parkland Agreement and/or any of its current terms.

Pros: Redrafting the Agreement and Master Plans could result in an alternative design or other method to comply with the Park Impact Ordinance.

Cons: The planned park improvements reflect significant input from the community and a collaborative design process pursued by the Developer and City staff. The dedication of land and the construction of a new park plaza and the entire development project would be delayed or jeopardized.

Reason for not recommending: The proposed turnkey improvements are consistent with the plans the Parks and Recreation Commission and the community reviewed, and the approved Planned Development permit. The improvements create a quality urban area with public amenities designed to support higher density mixed-use development and the greater community. In addition, the park plaza aligns with the General Plan goals, the Jackson Taylor Residential Strategy Plan, and with prior Council direction to incorporate public improvements as part of this re-development project.

Alternative #2: The City Council could require parkland in-lieu of fees for the Project.

Pros: Park impact in-lieu fees could be spent within the project's nexus to fund improvements at other park sites, such as Raymond Bernal or Backesto park, the Northside Community Center, or other PRNS facilities within a $\frac{3}{4}$ of a mile of a neighborhood-serving or three-mile community-serving nexus.

Cons: Failure to accept the land dedication and constructed recreational improvements would not support the City's 15-year pursuit of a high quality park plaza on the site, would not meet current community expectations and would not be consistent with approved entitlements.

Reason for not recommending: The immediate area is undergoing residential redevelopment with upwards of 800 new units in close proximity to the proposed turnkey plaza park. This level of residential development suggests an overall parkland need of approximately of 5.66 acres to meet General Plan goals. Together with existing parks and the new Cannery Park, this project helps to address the strong demand for public recreation areas serving the community.

PUBLIC OUTREACH

The redevelopment of the Japantown Corporation Yard, including a park plaza, has been contemplated since 1992. Over 100 community meetings have been held for this project over 15 years. The project was approved by the City Council in November 2015 and subsequently by the Director of Planning, Building and Code Enforcement in May 2016. A noticed public meeting for the park plaza was held on March 30, 2016. The Parks and Recreation Commission considered the conceptual design for the park plaza on May 4, 2016.

This memorandum will be posted on the City's website for the October 16, 2018, City Council agenda.

COORDINATION

This item has been coordinated with the Office of Economic Development/OCA-Public Art; the City Manager's Budget Office; the Department of Public Works; Planning, Building and Code Enforcement Planning Division; and the City Attorney's Office. Design of park plaza improvements was coordinated with PRNS Capital Improvement Projects staff and the Department of Public Works City Facilities and Architectural Services Division.

COMMISSION RECOMMENDATION/INPUT

The Parks and Recreation Commission considered the conceptual design for the park plaza on May 4, 2016. Commissioner Quint moved to accept the master plan with the addition of limited access to a restroom, and the removal of the fencing element, and advised City Council approval with the Commission's recommendations. The motion was seconded by Commissioner Woolfe. The motion carried unanimously (seven commissioners present) to accept the master plan with Commissioner comments.

FISCAL/POLICY ALIGNMENT

The proposed action aligns with the City's Park Impact and Parkland Dedication Ordinances (SJMC 14.25 and 19.38) as well as the Jackson-Taylor Residential Strategy Specific Plan, the Greenprint, and the Envision San José 2040 General Plan.

COST SUMMARY/IMPLICATIONS

Given the Developer's current project schedule, the public park will likely be conveyed to the City and open to the public within five years. Once completed, the park will be privately maintained for one calendar year by the developer per a required maintenance agreement, as referenced in the Parkland Agreement, with no anticipated impact to the City's general fund maintenance and operations for this duration.

Funding of \$36,000 was allocated to the Parks, Recreation and Neighborhood Services department as part of the 2018-2019 Adopted Budget for the ongoing maintenance of this turnkey park. The park is anticipated to open to the public in 2022 and will be privately maintained by the developer for one year. It's estimated the City will assume ongoing maintenance costs in 2023.

CEQA

Environmental Impact Report for the Japantown Corporation Yard Redevelopment (Resolution No. 74384) and Addenda thereto, File No. GP07-03-04

/s/

JON CICIRELLI

Acting Director

Parks, Recreation and Neighborhood Services

For questions, please contact Nicolle Burnham, Deputy Director, at (408) 793-5514.

Attachments:

1. Japantown Park Master Plan
2. Private Recreation Credit Exhibits
3. Exhibit B – Fees and Credits

ATTACHMENT 1 - JAPANTOWN PARK MASTER PLAN



OVERVIEW / DESCRIPTION:

This exhibit set is for inclusion in the Turnkey Park Agreement for the Residential/Mixed Use Development within the block defined by Taylor, Jackson, 6th and 7th Streets in the Japantown District of San Jose.

Applicant/Owner: Shea Properties
130 Vantis, Suite 200
Aliso Viejo, CA 92656
(949) 389-7000
Rep: Sean McEachern

Project Name: Japantown
Assessor's Parcel No: 249-39-039
Zoning: CP(PD); PDC15-018
PD Permit: PD15-055 and subsequent amendments/adjustment(s)

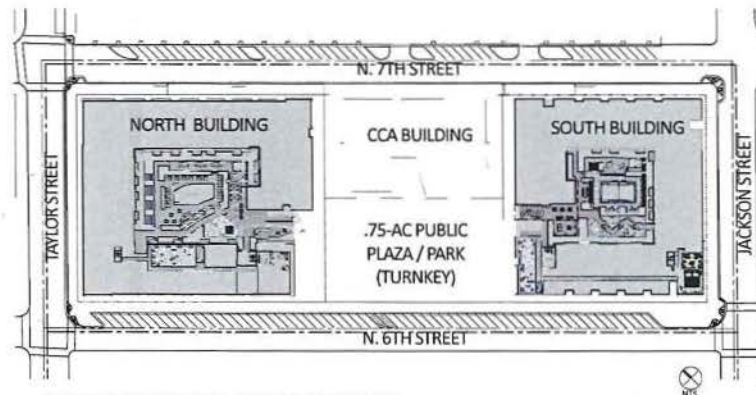
RESIDENTIAL INFORMATION:

Number of Buildings: 2 Total - North Residential and South Residential with Grd Flr Retail
Residential Units: 518 Total (100% Market Rate)
Unit Classification: Multi-Family 5+ (100%)

LAND TO BE DEDICATED FOR PUBLIC PARK:

Plaza/Park Site: .75-AC, bound by North Res, South Res and CCA Building Sites

VICINITY MAP



SITE / BUILDING / PLAZA-PARK CONTEXT PLAN

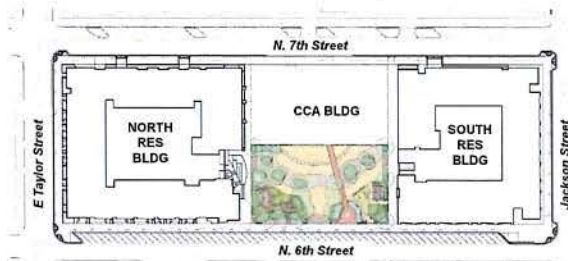
Applicant:

Shea Properties

SUBMITTAL DATE:
AUGUST 27, 2018

prepared by:





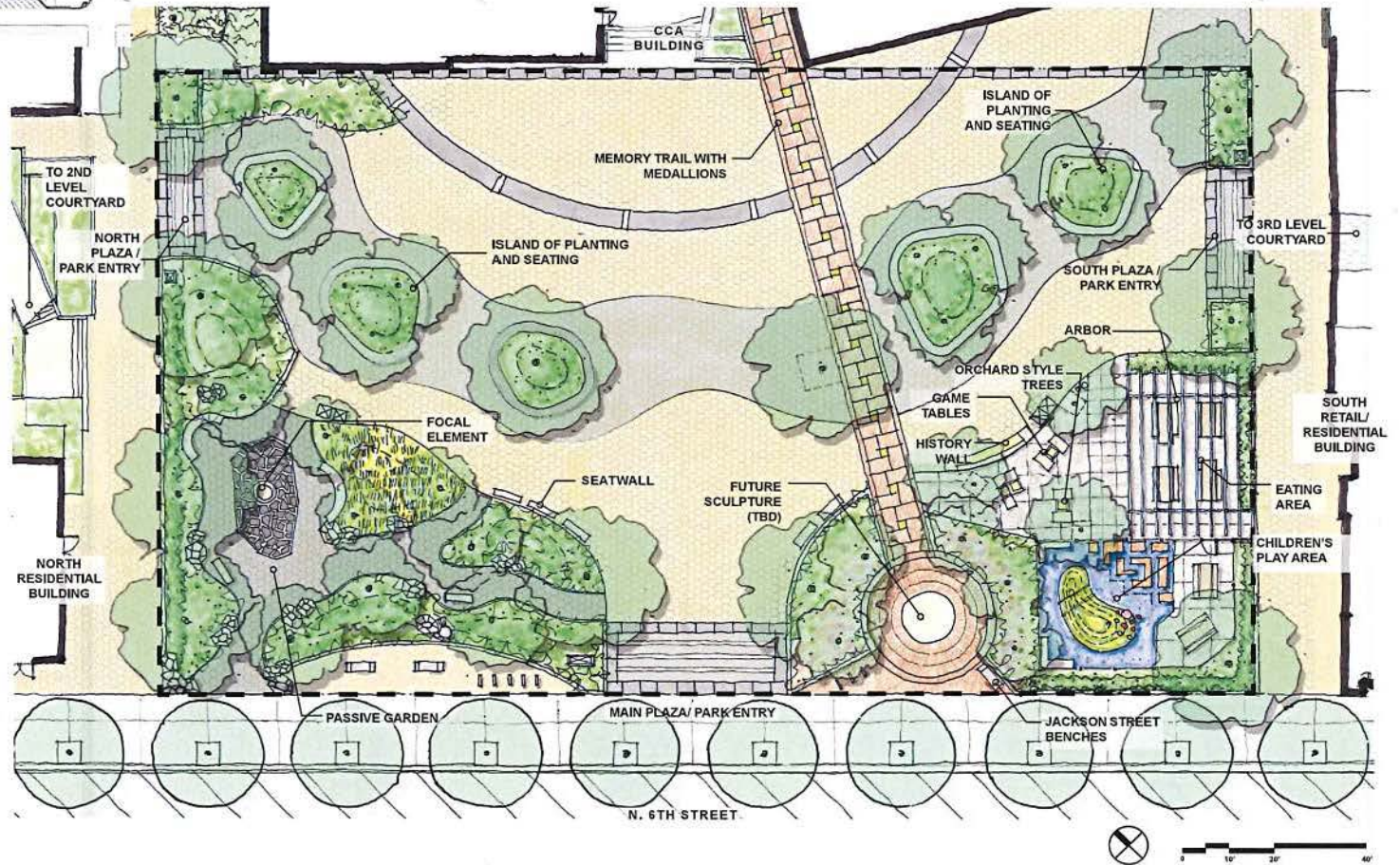
KEY MAP



REGIONAL MAP

NOTE:

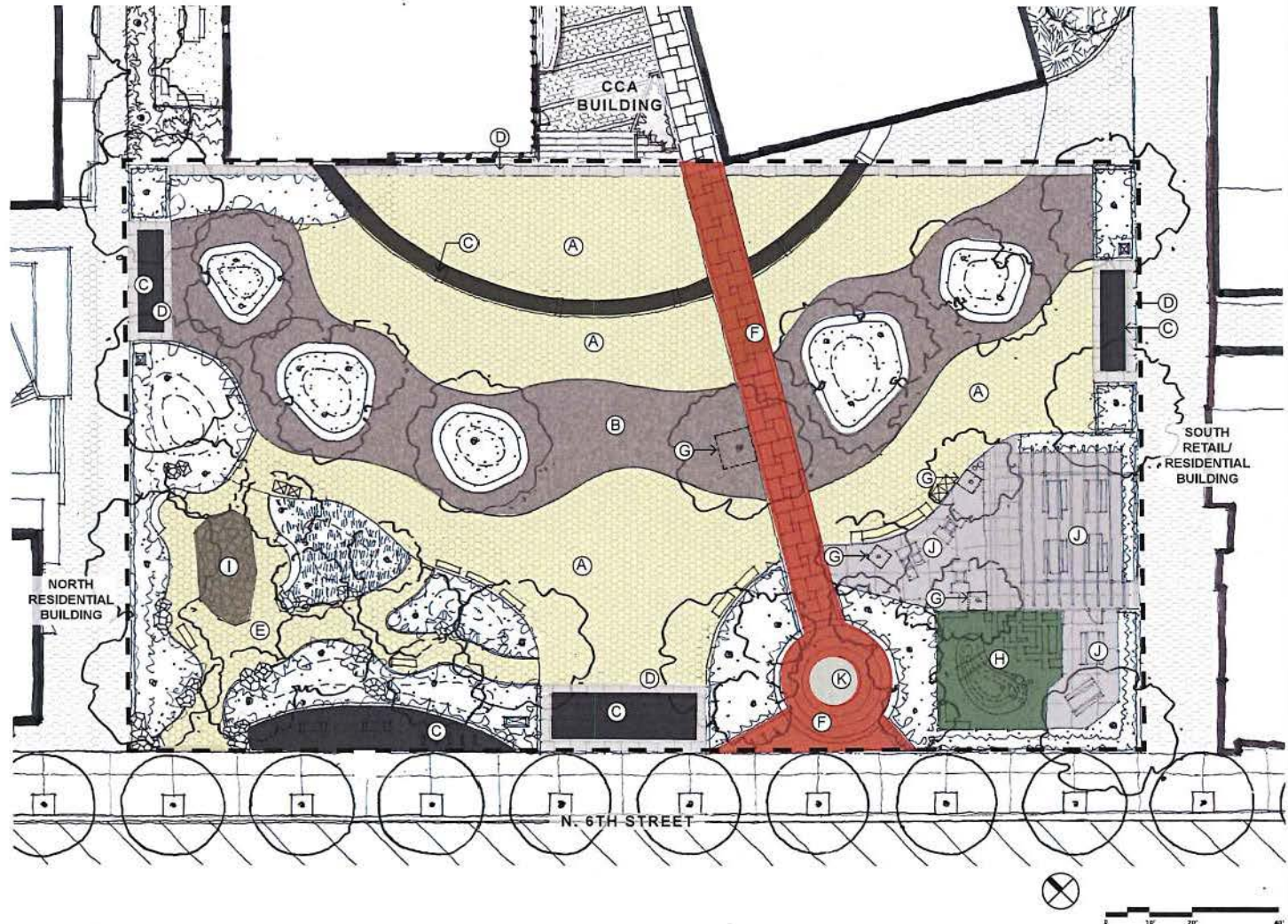
Design and elements definition of the plaza/park identified in this exhibit set are conceptual and subject to refinement during the improvement drawing stage to the mutual satisfaction of the developer and City of San Jose Parks Recreation and Neighborhood Services.



PAVING AREAS LOCATION & QUANTITY

LEGEND

(A)	HEX CONC PAVERS - HANOVER - COLOR 1	10,000 SF
(B)	HEX CONC PAVERS - HANOVER - COLOR 2	4,700 SF
(C)	ARCHITECTURAL CONCRETE PAVERS	1,700 SF
(D)	ARCHITECTURAL CONCRETE PAVERS- EDGE BAND	1,000 LF
(E)	HEX CONC PAVERS- HANOVER COLOR 3	1,600 SF
(F)	BRICK PAVERS	1,800 SF
(G)	PAVERS IN TREE PAVER GRATE FRAME	4 EA.
(H)	POUR-IN-PLACE RUBBER AT PLAY AREA	770 SF
(I)	MORTARED FLAGSTONE PAVING @ FOCAL PT.	310 SF
(J)	COLORLED CONCRETE	2,400 SF

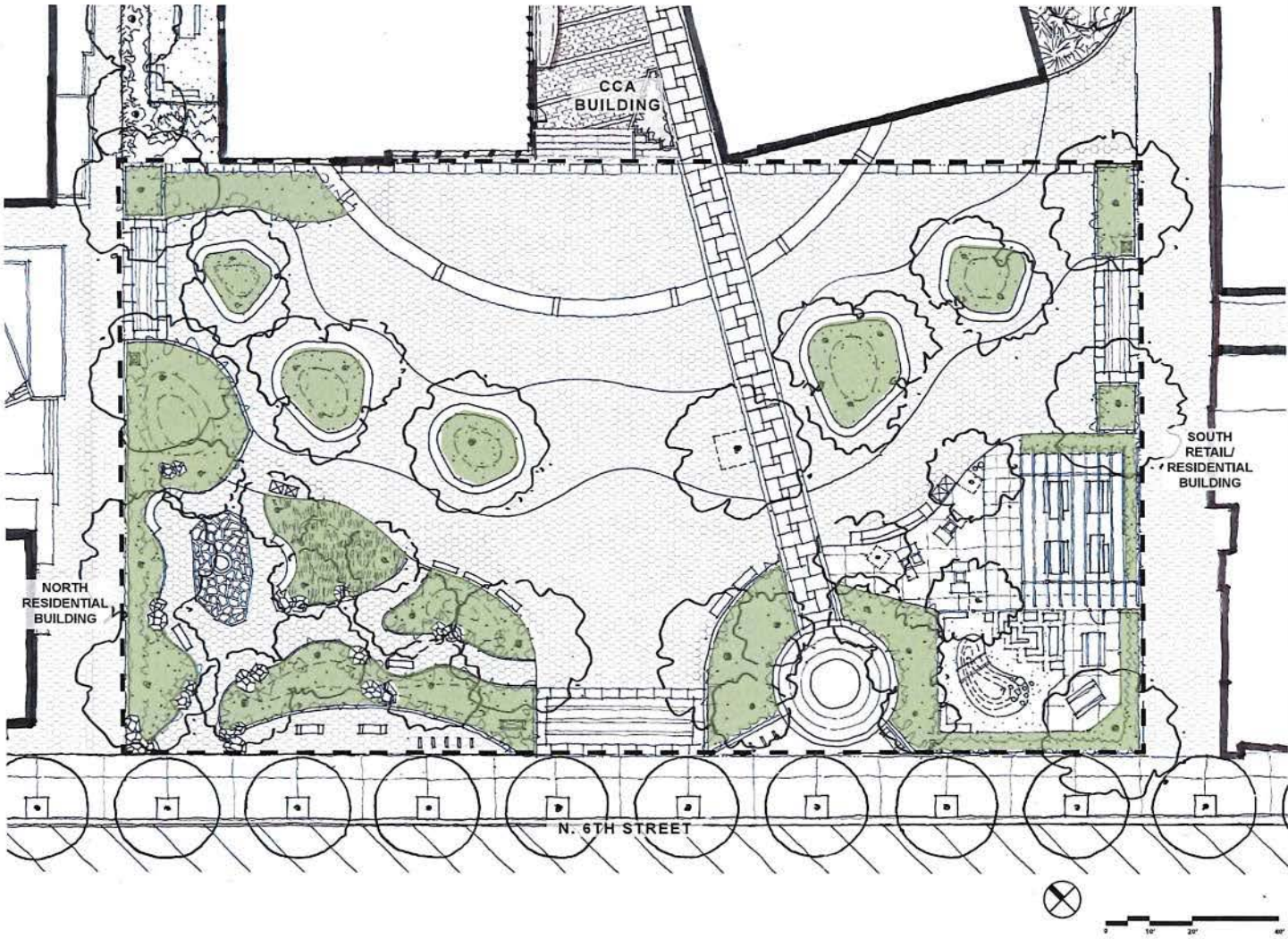


PLANTING AREAS
LOCATION & QUANTITY

LEGEND

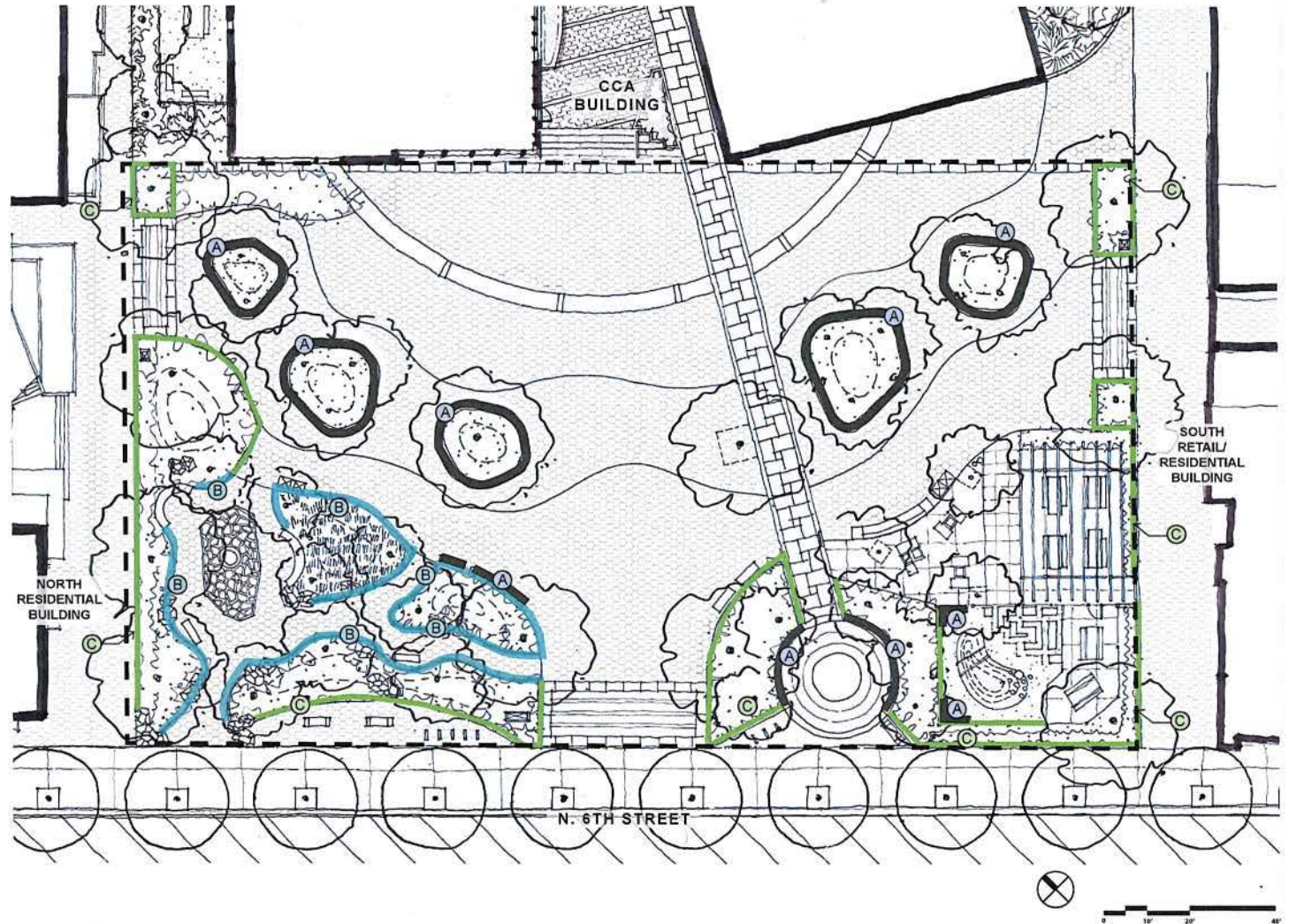
PLANTING AREAS

7,000 SF



WALL ELEMENTS LOCATION & QUANTITY

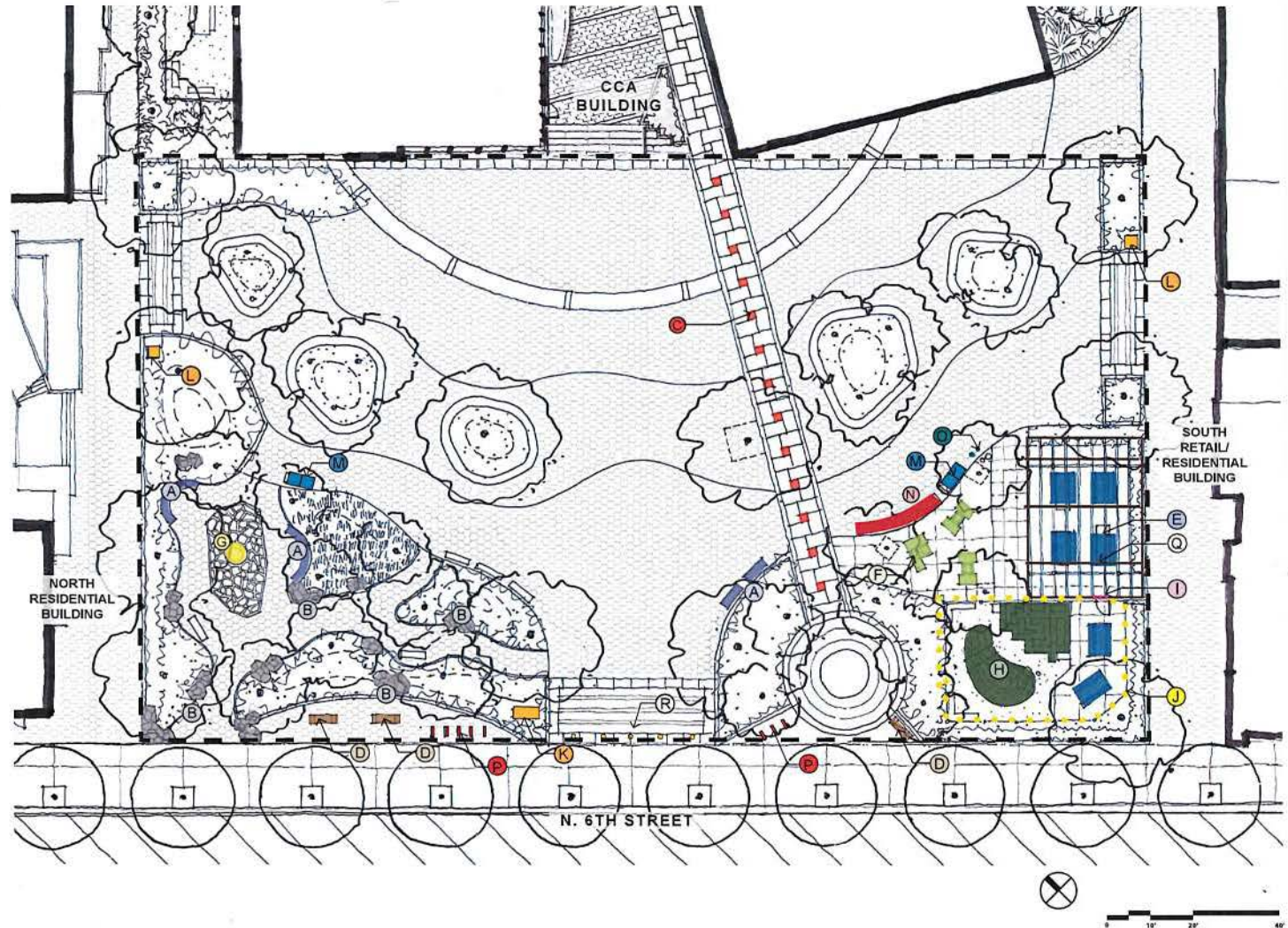
LEGEND		
	CONCRETE SEATWALL/PLANTER WALL	480 LF
	METAL EDGE	350 LF
	CONCRETE CURB	660 LF



ELEMENTS & FOCAL FEATURES LOCATION & QUANTITY

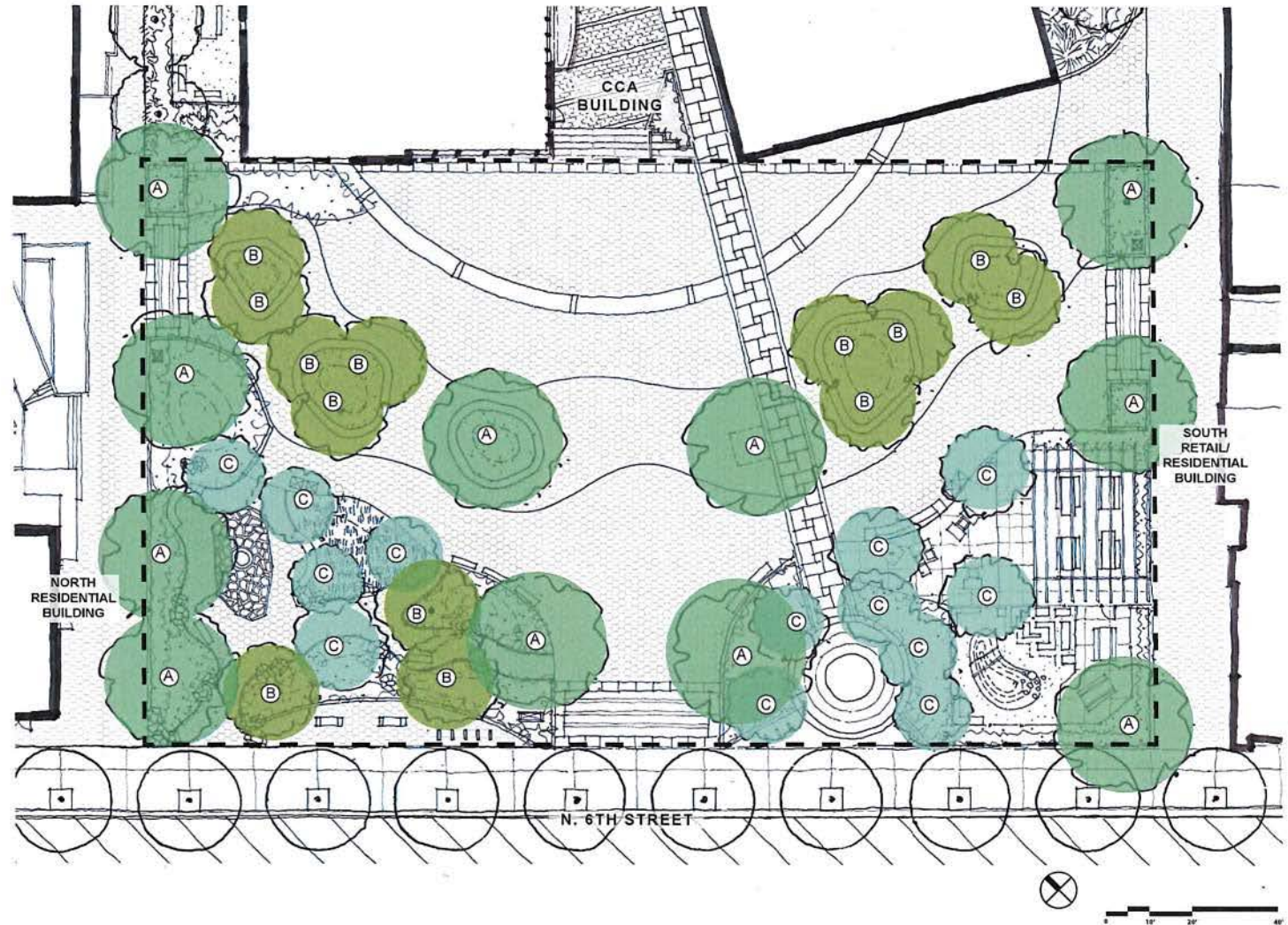
LEGEND		
	GRANITE SEATWALL	55 LF
	LANDSCAPE BOULDERS	22 EA.
	BRONZE MEDALLION	13 EA.
	JAPANTOWN DISTRICT BENCHES	3 EA.
	PICNIC TABLES	4 EA.
	GAME TABLES	3 EA.
	FOCAL ELEMENT	1 EA.
	PLAY MOUND W/CLIMBING BALLS AND MAZE	3 EA.
	MAGNETIC LOCK METAL GATE 4'W x 4'W	1 EA.
	4' H METAL FENCING	140 LF
	ENTRY SIGNAGE	1 EA.
	ENTRY PILLAR	2 EA.
	TRASH RECEPTACLES	4 EA.
	INTERPRETATIVE HISTORY PANEL	20 LF
	DRINKING FOUNTAIN	1 EA.
	BIKE RACKS	6 EA.
	METAL (PAINTED) ARBOR/TRELLIS	1,000 SF
	REMOVABLE BOLLARDS	5 EA.

Note: Additional regulatory / informational signage assumed, but not indicated









TREES LOCATION & QUANTITY

LEGEND		
(A)	LARGE TREES 72" BOX	11 EA.
(B)	MEDIUM TREES 60" BOX	13 EA.
(C)	SMALL TREES 48" BOX	13 EA.



LIGHTING LOCATION & QUANTITY

LEGEND		
	TRELLIS DOWNLIGHTS	9 EA.
	DIRECTIONAL LIGHTING (FOR ELEMENT LIGHTING)	9 EA.
	PATH LIGHTING	10 EA.
	REVEAL LIGHTING	360 LF
	POLE LIGHTING	4 EA.
	SIGNAGE LIGHTING	1 EA.



ATTACHMENT 2 - PRIVATE RECREATION CREDIT EXHIBITS

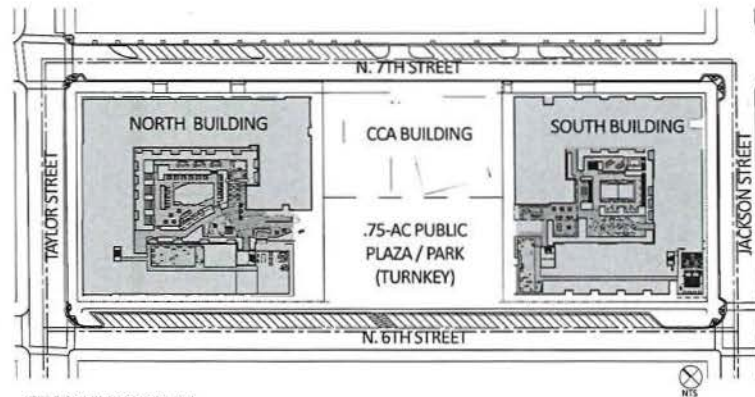


SOUTH BUILDING AT JACKSON/6th STREET

VICINITY MAP



SITE



SITE / BUILDING PLAN

OVER VIEW / DESCRIPTION:

This exhibit set is for inclusion in the Turnkey Park Agreement for the Residential/Mixed Use Development within the block defined by Taylor, Jackson, 6th and 7th Streets in the Japantown District of San Jose.

Applicant/Owner: Shea Properties
 130 Vantis, Suite 200
 Aliso Viejo, CA 92656
 (949) 389-7000
 Rep: Sean McEachern
 Project Name: Japantown
 Assessor's Parcel No: 249-39-039
 Zoning: CP(PD): PDC15-018
 PD Permit: PD15-055 and subsequent amendments/adjustment(s)

RESIDENTIAL INFORMATION:

Number of Buildings: 2 Total - North Residential and South Residential with Grd Flr Retail
 Residential Units: 518 Total (100% Market Rate)
 Unit Classification: Multi-Family 5+ (100%)

PRIVATE RECREATION INFORMATION:

Maximum Allowable Credit: 50% of 3.64-AC 79,279 sf

Credit Summary per Table 1: Active Elements: 8,416 sf
 Non-Active Elements: 20,895 sf
 Total Private Rec: 29,311 sf

SUBMITTAL NO. 3
 AUGUST 10, 2018

Applicant:

Shea Properties

in collaboration with:



prepared by:
KAYVICTOR
 Master Planning, Urban Design
 Landscape Architecture
 kayvictor.com

PRIVATE RECREATION CREDIT SUMMARY

The Japantown Development proposes twenty one private recreation credits through a mixture of Active and Non-Active Elements (see notes below for definition) to be applied to the project's obligation under the Park Impact (PIO) and Parkland Dedication Ordinances (PDO) (Municipal Code Sections 14.25 and 19.38).

Table 1 - Private Recreation Credit Summary

Active Elements

Designation	Name	Location	Credit Class	Sq. Feet	Sheet
AE-1	Outdoor Kitchen 1	North Res Courtyard	Picnic Area	675	3
AE-2	Rec Area 1	North Res Courtyard	Game/Courts	1,076	3
AE-3	Outdoor Kitchen 2	North Res Courtyard	Picnic Area	634	3
AE-4	Dog Run 1	North Res Roof Deck	Private Pet Amenity	1,840	4
AE-5	Outdoor Kitchen 3	North Res Roof Deck	Picnic Area	408	4
AE-6	Outdoor Kitchen 4	South Res Courtyard	Picnic Area	473	5
AE-7	Outdoor Kitchen 5	South Res Courtyard	Picnic Area	280	5
AE-8	Rec Area 1	South Res Courtyard	Game/Courts	706	5
AE-9	Dog Run 2	South Res Roof Deck	Private Pet Amenity	1,581	6
AE-10	Outdoor Kitchen 6	South Res Roof Deck	Picnic Area	743	6

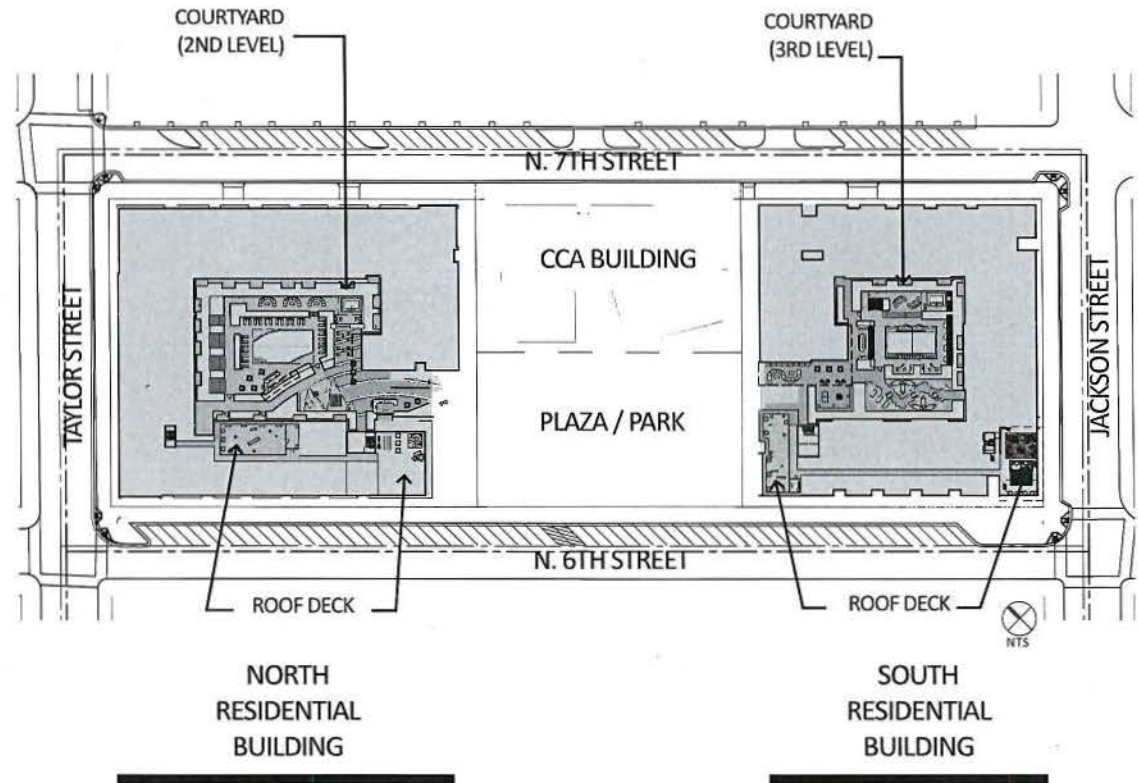
Active Elements Subtotal: 8,416

Non-Active Elements

Designation	Name	Location	Credit Class	Sq. Feet	Sheet
NAE-1	Pool - North	North Res Courtyard	Pool/Deck	4,554	7
NAE-2	Spa - North	North Res Courtyard	Spa	250	7
NAE-3	Pool - South	South Res Courtyard	Pool/Deck	2,687	8
NAE-4	Spa - South	South Res Courtyard	Spa	250	8
NAE-5	Comm. Room 1	North Res Interior 1st Floor	Community Room	3,100	11
NAE-6	Comm. Room 2	North Res Interior 2nd Floor	Community Room	2,094	12
NAE-7	Gym - North	North Res Interior 2nd/3rd Floor	Community Rec	1,850	13
NAE-8	Gym - South	South Res Interior 1st Floor	Community Rec	3,231	14
NAE-9	Comm. Room 3	South Res Interior 1st Floor	Community Room	842	15
NAE-10	Comm. Room 4	South Res Interior 1st Floor	Community Room	267	15
NAE-11	Comm. Room 5	South Res Interior 3rd Floor	Community Room	1,770	16

Non-Active Elements Subtotal: 20,895

Private Recreation Credit Total: 29,311



Classification Categories based on City Council Resolution No. 73587

Active Elements Classification: tot lot, picnic area, hard game court, soft game court, turf playing field, private plaza, private garden area, private pet amenities, private garden plot

Non-Active Elements: Swimming pool, spa, community room, recreational rooms (i.e. movie rooms, community kitchens, game rooms, etc.)

NORTH RESIDENTIAL COURTYARD ACTIVE ELEMENTS

Designation: AE-1 - Outdoor Kitchen 1
Classification: Active Element, Picnic Area
Area: 675 sf

Credit Requirement:
BBQ (2), Tables (3), Trash Receptacle (1)

Included Program/Description:
Counter Height Dining Table (1)
Additional Dining Tables (4)
Counter Cooktop/BBQ (2)
Under-Counter Trash Receptacle (1)

Designation: AE-2 - Rec Area 1
Classification: Active Element, Game Courts
Area: 1,076 sf

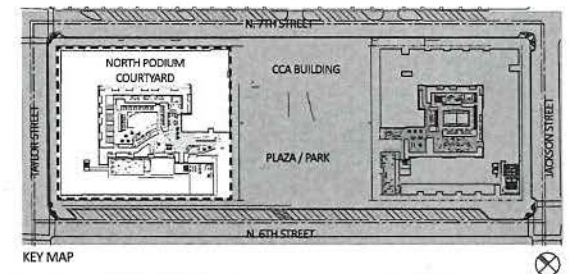
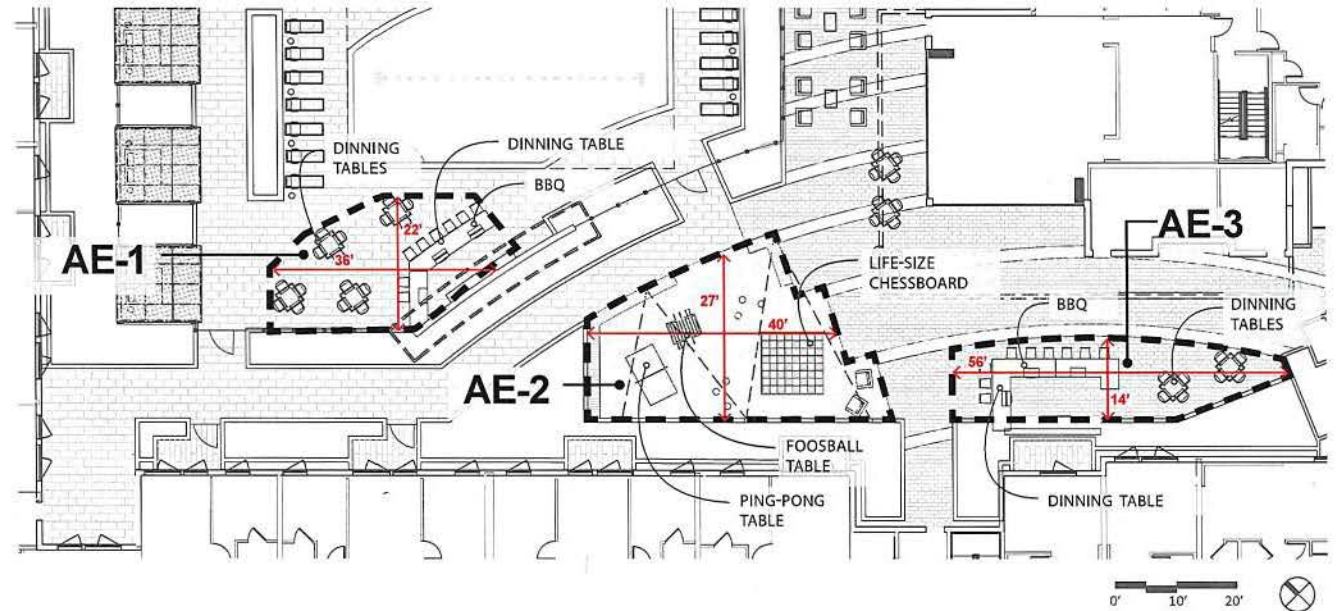
Credit Requirement:
Hardscape Area with Games

Program/Description:
Ping Pong Table
Foosball Table
Life-Size Chessboard

Designation: AE-3 - Outdoor Kitchen 2
Classification: Active Element, Picnic Area
Area: 675 sf

Credit Requirement:
BBQ (2), Tables (3), Trash Receptacle (1)

Program/Description:
Counter Height Dining Table (1)
Additional Dining Tables (2)
Counter Cooktop/BBQ (2)
Under-Counter Trash Receptacles (1)



NORTH RESIDENTIAL ROOF DECK ACTIVE ELEMENTS

Designation: AE-4 - Dog Run 1
Classification: Active Element, Private Pet Amenity
Area: 1,840 sf

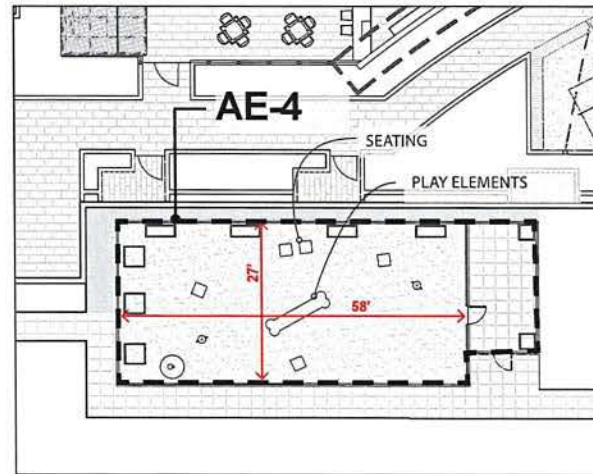
Credit Requirement:
 Private Pet Area Greater than 300 sf

Program/Description:
 27'x58' Fenced Dog Run with Seating and Play Elements
 Forecourt Entry

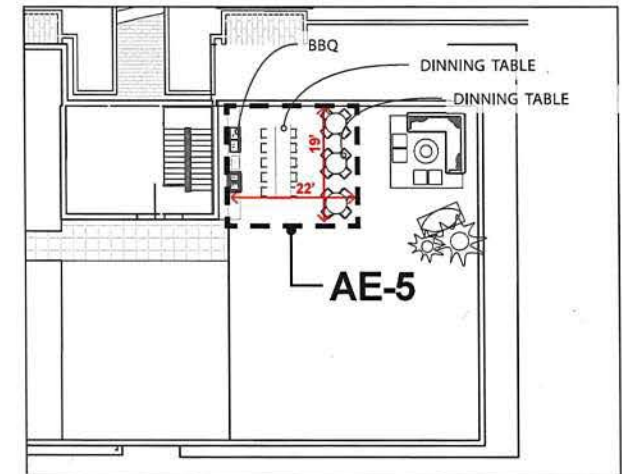
Designation: AE-5 - Outdoor Kitchen 3
Classification: Active Element, Picnic Area
Area: 408 sf

Credit Requirement:
 BBQ (2), Tables (3), Trash Receptacle (1)

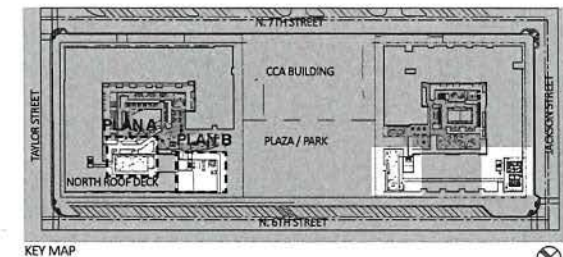
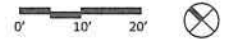
Program/Description:
 Counter Height Dining Table (1)
 Additional Dining Tables (2)
 Counter Cooktop/BBQ (2)
 Under-Counter Trash Receptacle (1)



PLAN A - NORTH ROOF DECK



PLAN B - NORTH ROOF DECK



SOUTH RESIDENTIAL COURTYARD ACTIVE ELEMENTS

Designation: AE-6 - Outdoor Kitchen 4
Classification: Active Element, Picnic Area
Area: 473 sf

Credit Requirement:
BBQ (2), Tables (3), Trash Receptacle (1)

Program/Description:
Counter Height Dining Table (1)
Additional Counter Height Dining Tables (2)
Counter Cooktop/BBQ (2)
Pizza Oven (1)
Under-Counter Trash Receptacle (2)

Designation: AE-7 - Outdoor Kitchen 5
Classification: Active Element, Picnic Area
Area: 280 sf

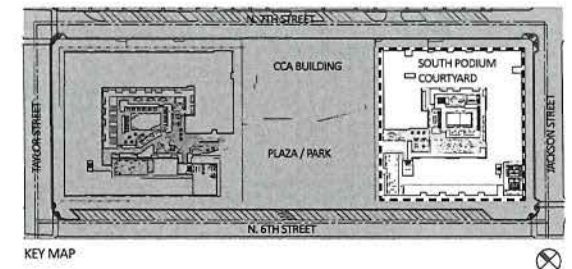
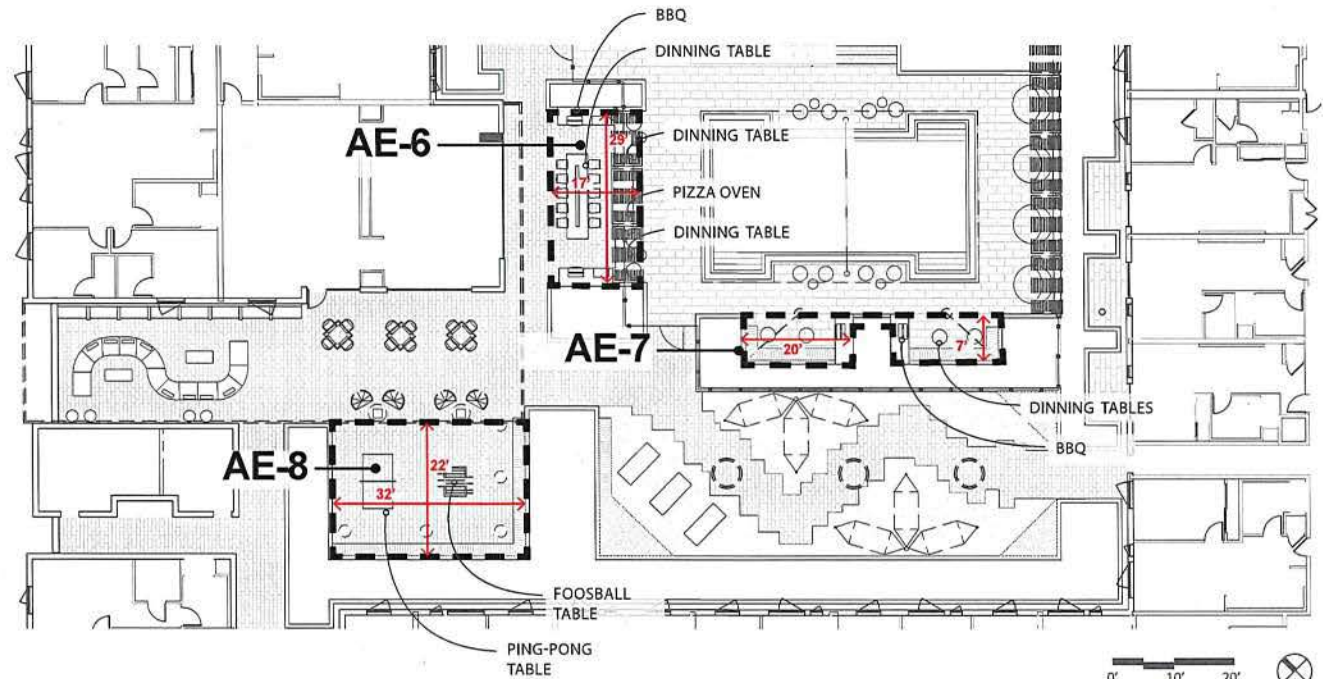
Credit Requirement:
BBQ (2), Tables (3), Trash Receptacle (1)

Program/Description:
Bar-Top Dining Table (4)
Counter Cooktop/BBQ (2)
Under-Counter Trash Receptacle (2)

Designation: AE-8 - Rec Area 2
Classification: Active Element, Game Courts
Area: 706 sf

Credit Requirement:
Hardscape Area with Games

Program/Description:
Ping Pong Table
Foosball Table
Gametable Seating



SOUTH RESIDENTIAL ROOF DECK ACTIVE ELEMENTS

Designation: AE-9 - Dog Run 2
Classification: Active Element, Private Pet Amenity
Area: 1,581 sf

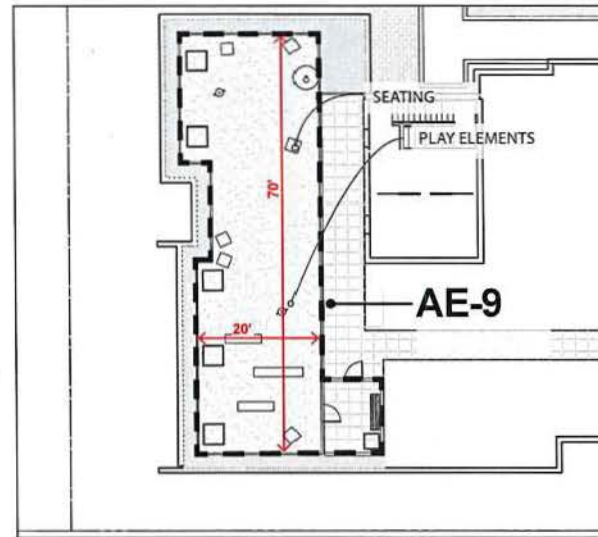
Credit Requirement:
 Private Pet Area Greater than 300 sf

Program/Description:
 20'x70' Fenced Dog Run with Seating and Play Elements
 Forecourt Entry

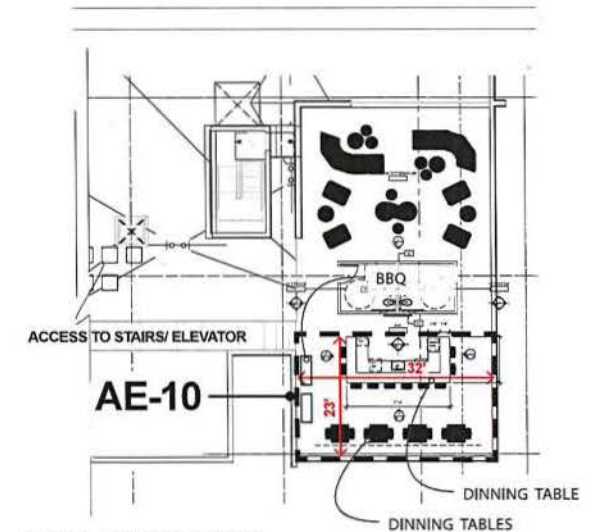
Designation: AE-10 - Outdoor Kitchen 6
Classification: Active Element, Picnic Area
Area: 743 sf

Credit Requirement:
 BBQ (2), Tables (3), Trash Receptacle (1)

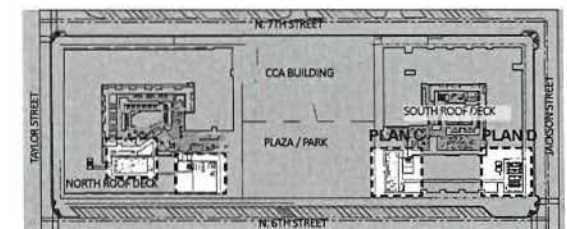
Program/Description:
 Counter Height Dining Table (1)
 Additional Dining Tables (4)
 Counter Cooktop/BBQ (2)
 Under-Counter Trash Receptacles (1)



PLAN C - SOUTH ROOF DECK



PLAN D - SOUTH ROOF DECK



KEY MAP

NORTH RESIDENTIAL COURTYARD NON ACTIVE ELEMENTS

Designation: NAE-1 - Pool-North
Classification: Non Active Element, Pool/Deck
Area: 4554 sf

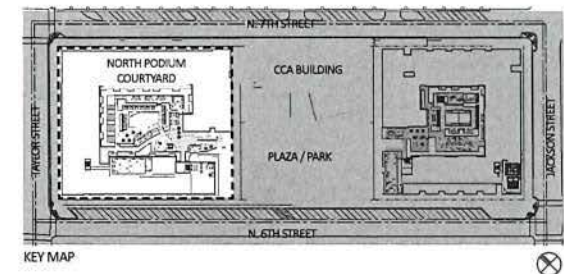
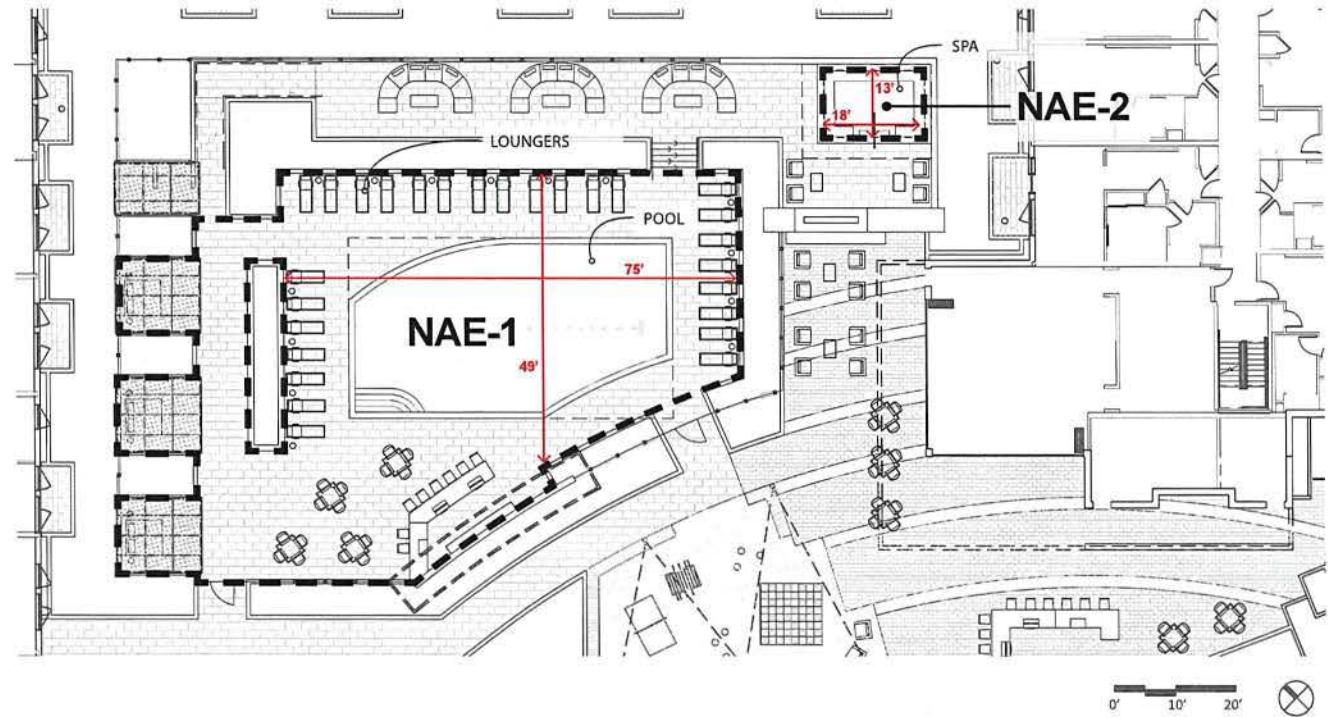
Credit Requirement:
 Pool and Deck Area

Included Program/Description:
 50'x29' Pool
 Chaise Loungers on Deck
 Cabana Loungers On Deck

Designation: NAE-2 - Spa-North
Classification: Non Active Element, Spa
Area: 250 sf

Credit Requirement:
 Spa

Program/Description:
 13'x18' Spa



SOUTH RESIDENTIAL COURTYARD NON ACTIVE ELEMENTS

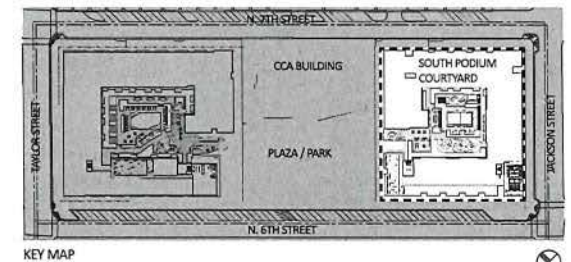
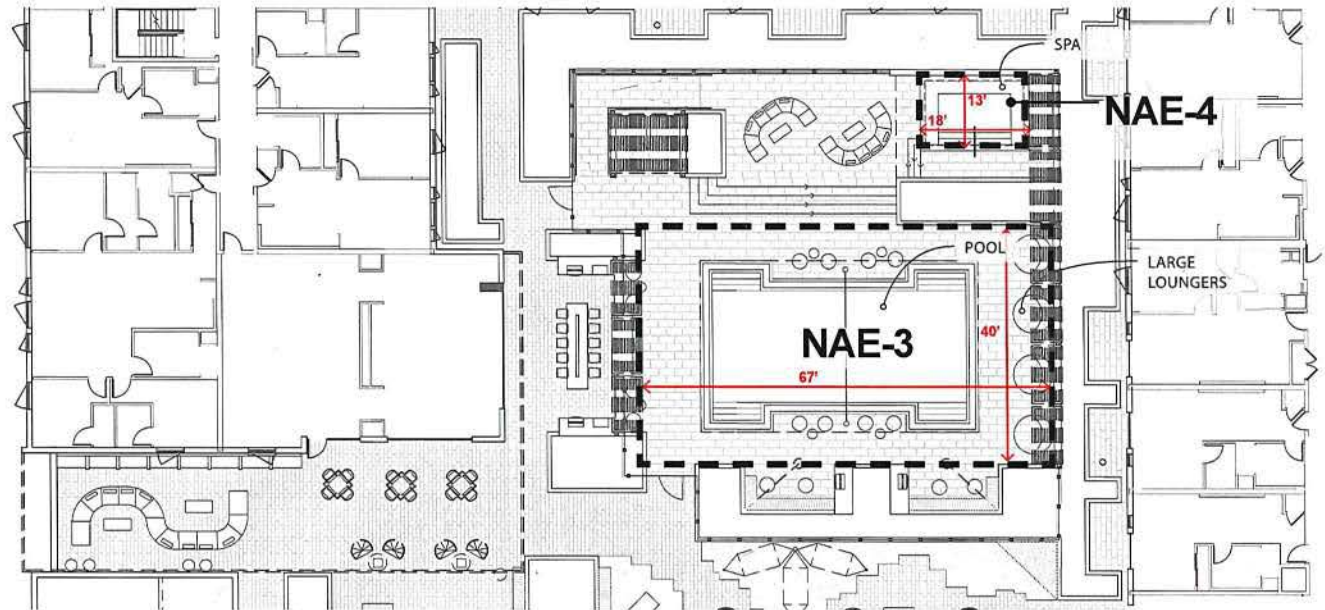
Designation: NAE-3 - Pool-South
Classification: Non Active Element, Pool & Deck
Area: 2,687 sf

Credit Requirement:
 Pool and Deck Area

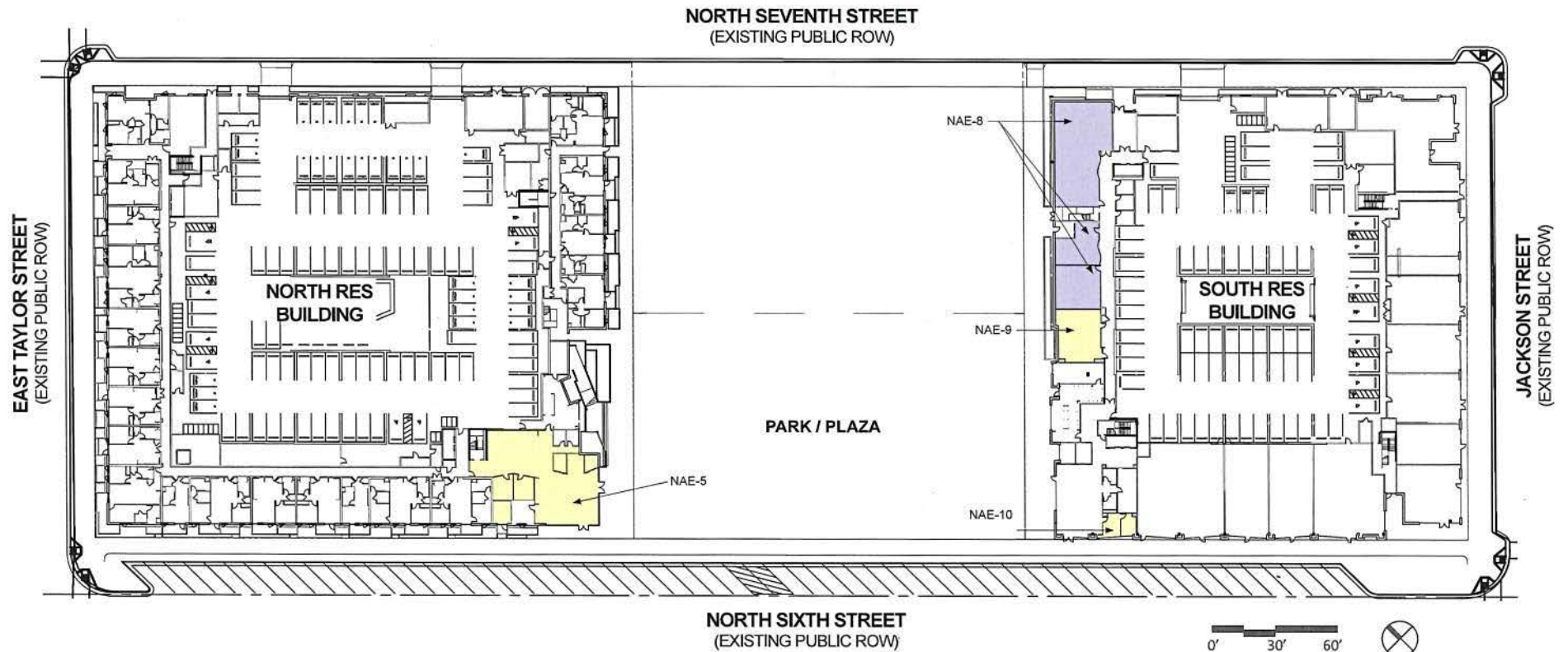
Program/Description:
 43'x20' pool with large round loungers

Designation: NAE-4 - Spa-South
Classification: Non Active Element, Spa
Area: 250 sf

Program/Description:
 13'x18 Spa

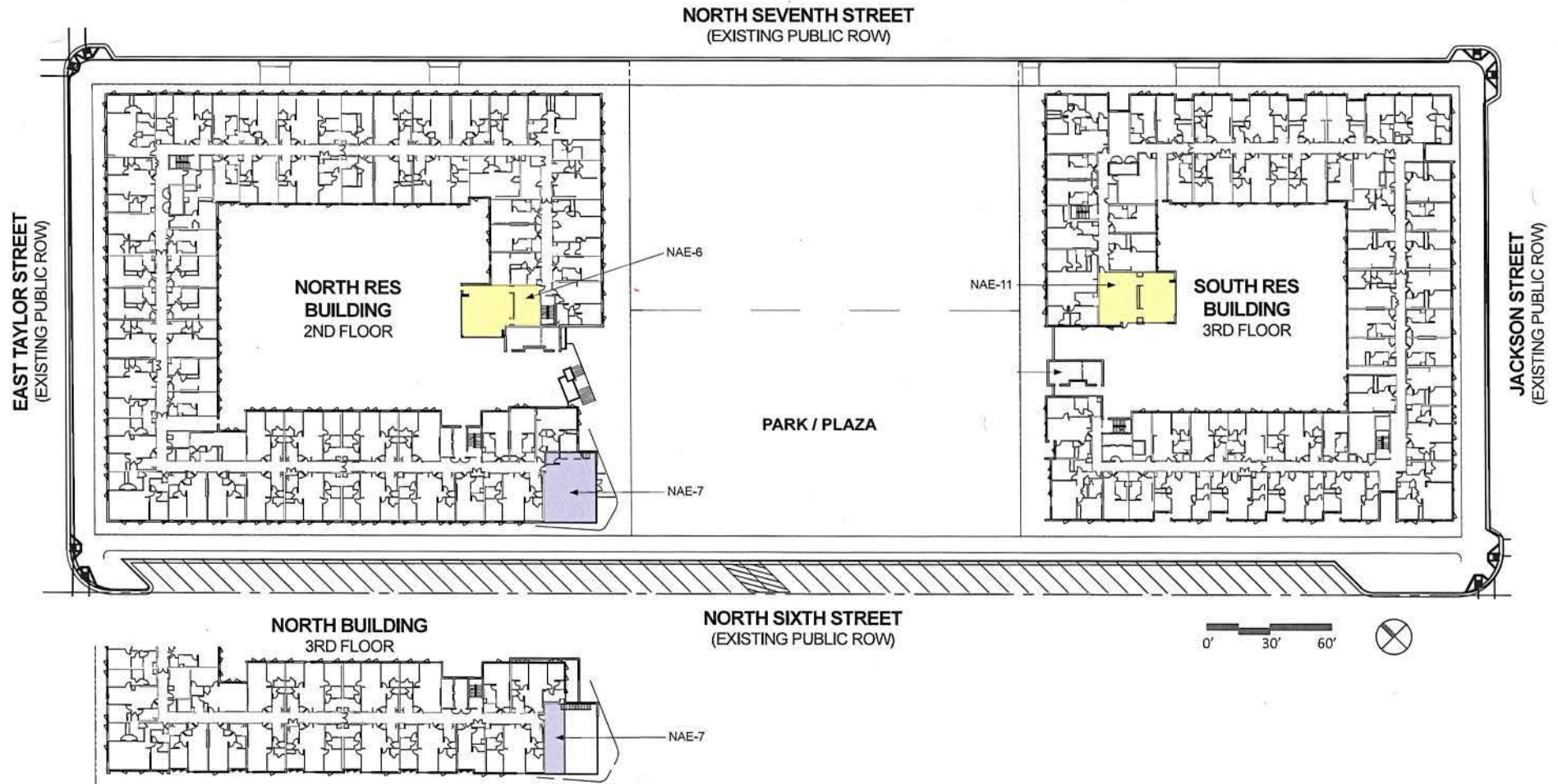


INTERIOR NON ACTIVE ELEMENTS LOCATION DIAGRAM (1st Floor)



INTERIOR NON ACTIVE ELEMENTS

LOCATION DIAGRAM (2nd & 3rd Floor North / 3rd Floor South)

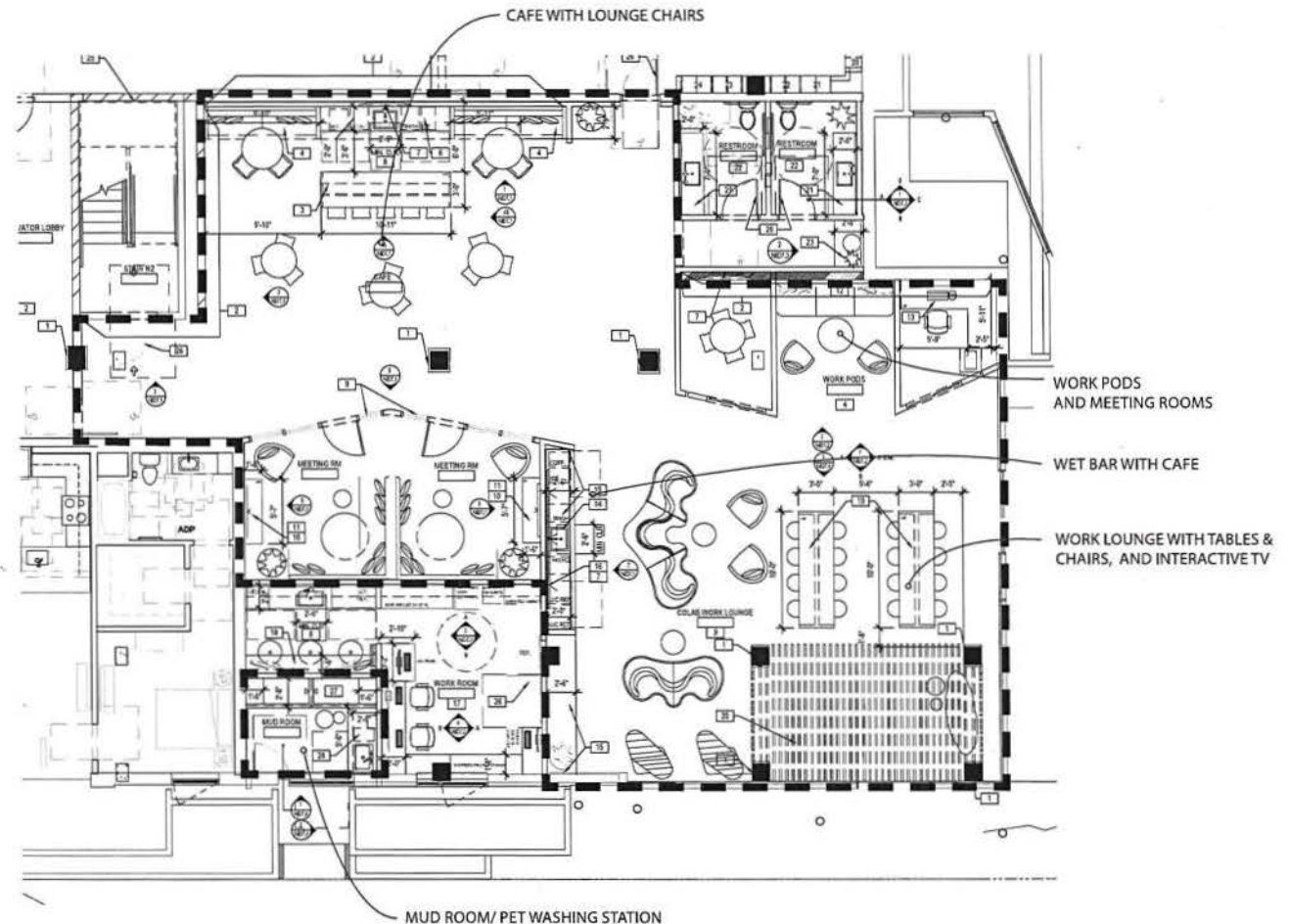


NORTH BUILDING INTERIOR 1st FLOOR NON ACTIVE ELEMENTS

Designation: NAE-5- Community Room 1
Classification: Non Active Element, Community Room
Area: 3,100 sf

Credit Requirement:
 Common Community Room Accessible to All Residents

Program/Description:
 Indoor recreational social space allowing residents to sit, relax, socialize, and work in an informal setting. The entire area is furnished with varying styles of tables and chairs, power outlets, and WiFi capability to allow for both individual and collaborative workspaces. Additionally, enclosed works pods and meeting rooms (each equipped with its own flatscreen TV), allow residents and guests to enjoy a more secluded setting. A six-screen interactive TV display is featured right when you enter, on which residents and guests can enjoy their favorite TV show or sports game. Residents can also consume food and drinks by utilizing the wet bar or the commercial coffee machine. The Mud Room, provides the residents with a wet space to wash and dry their outdoor gear and pets.



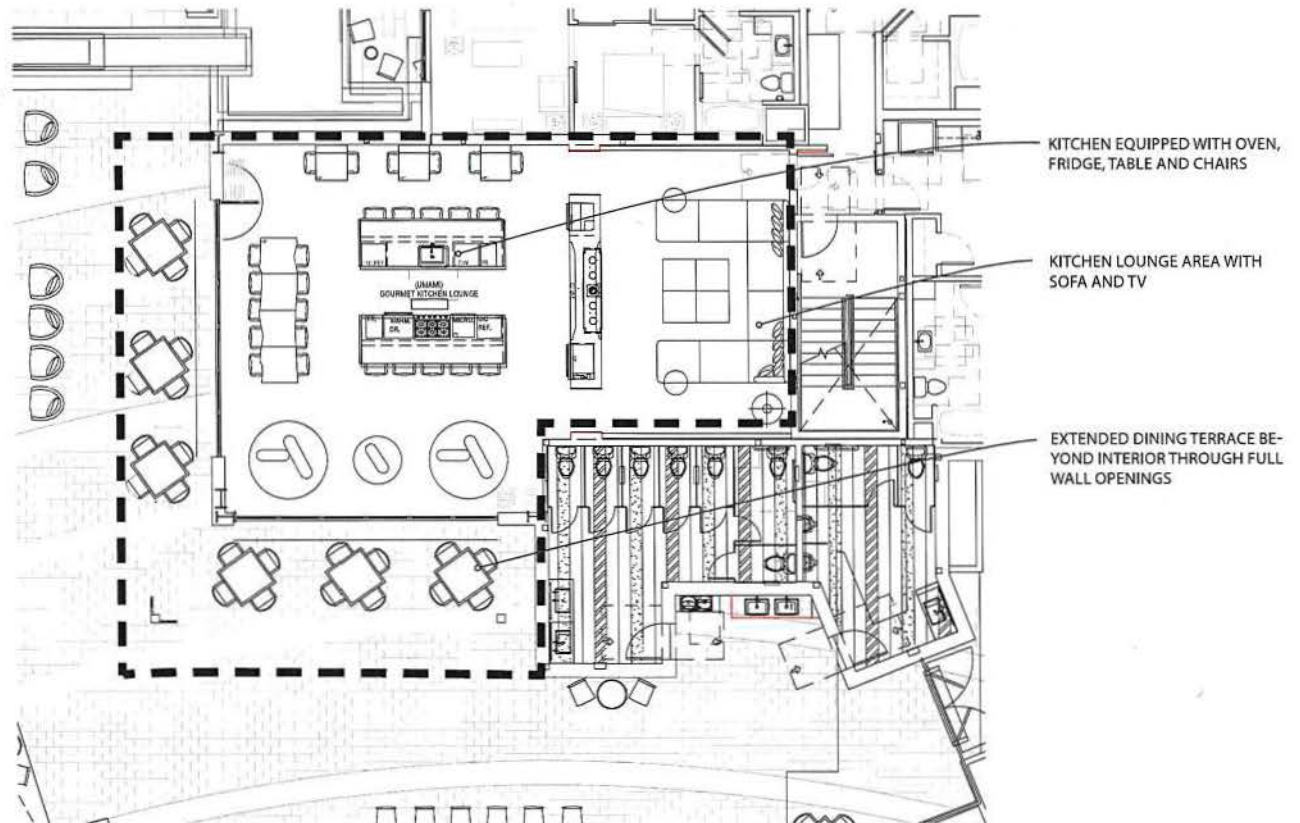
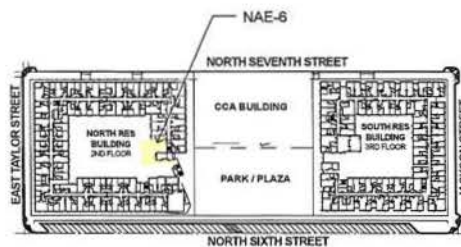
NORTH BUILDING INTERIOR 2ND FLOOR NON ACTIVE ELEMENTS

Designation: NAE-6- Community Room 2
Classification: Non Active Element, Community Room
Area: 2,094 sf

Credit Requirement:
 Common Community Room Accessible to All Residents

Program/Description:

Community Room 2 is one of two large double height indoor-outdoor spaces located on the podium level of the property that allows for resident gatherings and a variety of uses. One half of the space includes a full-size demonstration kitchen equipped with a double oven, full size fridge, warming drawer, and other kitchen features that provides residents the tools to host parties or have an informal gathering. This space also opens up, with a sliding window wall, to the extended dining terrace and the pool deck / outdoor gaming area which allows this indoor recreational space to be interactive with the outdoor space / uses. The other half of the space includes a large sofa and flat screen TV to allow residents to relax in a quieter setting.

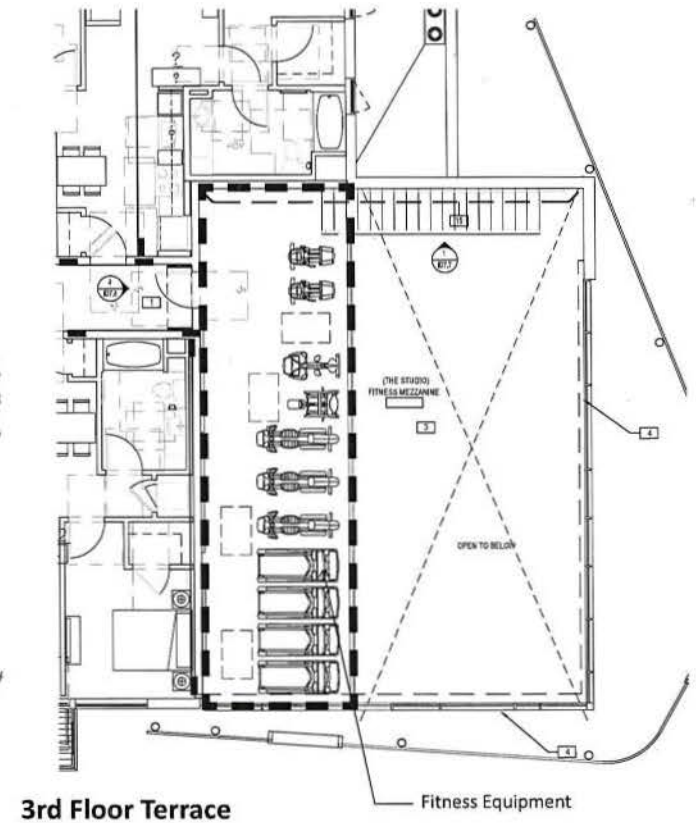
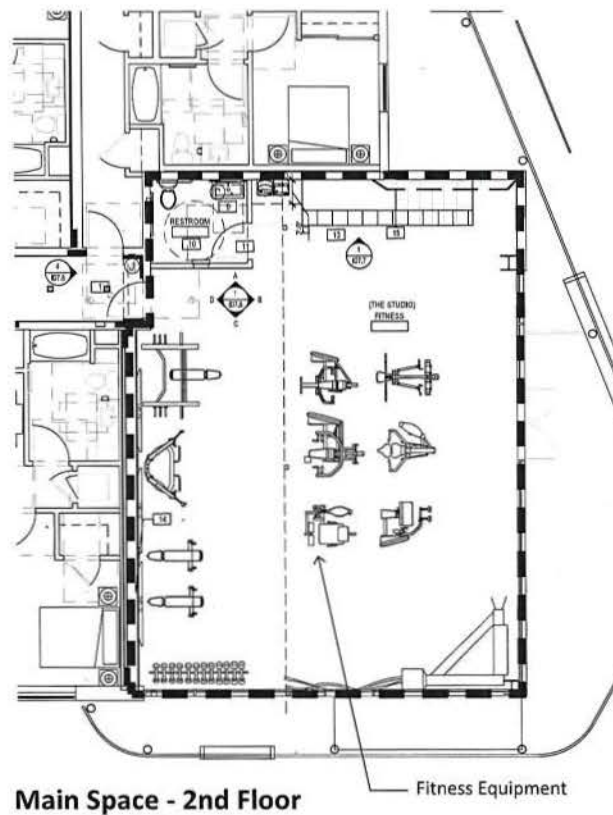


NORTH BUILDING INTERIOR 2ND/3RD FLOOR NON ACTIVE ELEMENTS

Designation: NAE-7- Gym-North
Classification: Non Active Element, Community Rec
Area: 1,850 sf

Credit Requirement:
 Common Community Recreation Accessible to All Residents

Program/Description:
 The North Gym is an indoor recreational space allowing residents to exercise and enjoy fitness activities across a wide range of stationary and movable equipment. The space is comprised of a 2-story volume with an upper equipment terrace overlooking the main space.

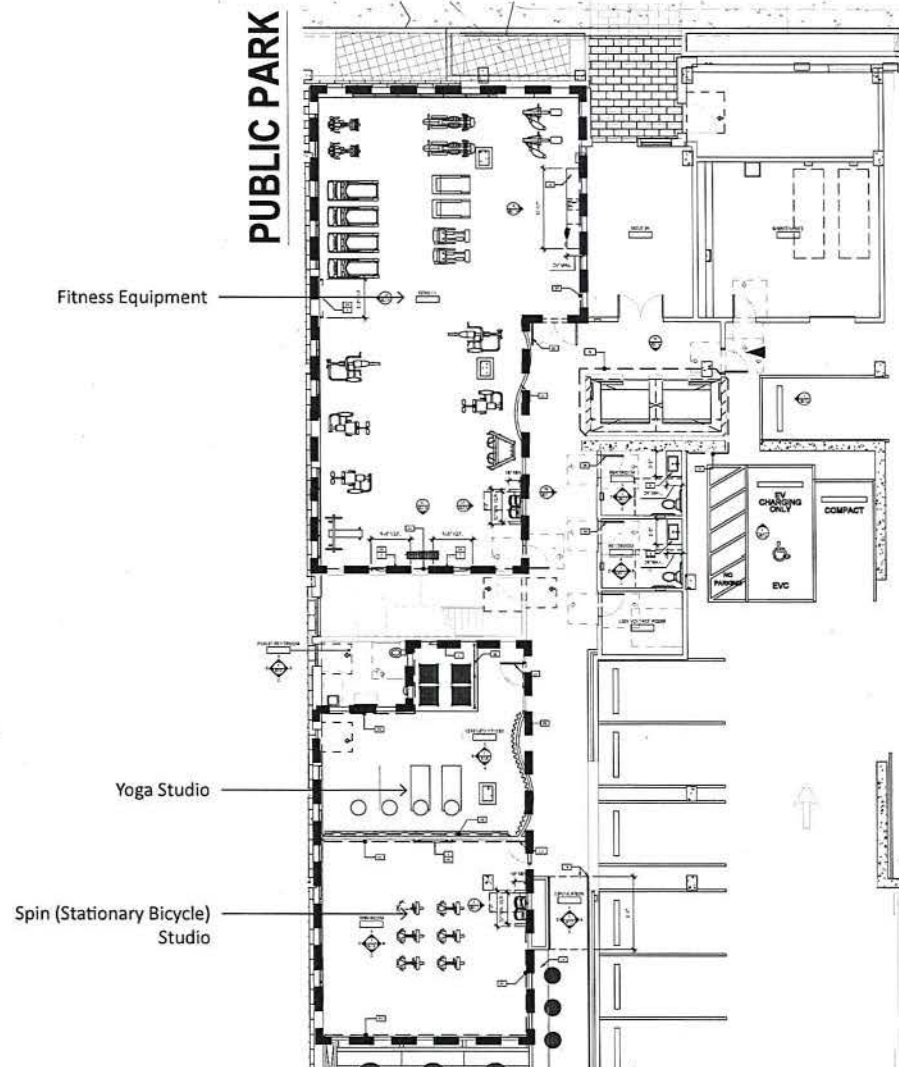
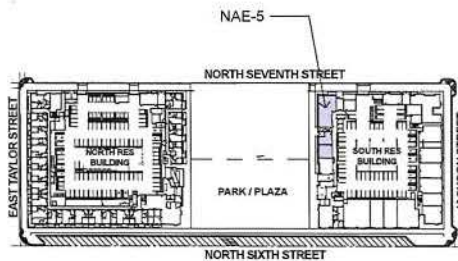


SOUTH BUILDING INTERIOR 1st FLOOR NON ACTIVE ELEMENTS

Designation: NAE-8- Gym-South
Classification: Non Active Element, Community Rec
Area: 3,231 sf

Credit Requirement:
 Common Community Recreation Accessible to All Residents

Program/Description:
 The South Gym is an indoor recreational and wellness space allowing residents to exercise across a wide range of stationary and movable equipment and enjoy fitness, yoga, spinning and other class based activities. The space is comprised of a 3 rooms with main common fitness/exercise and 2 class based spaces.



SOUTH BUILDING INTERIOR 1st FLOOR NON ACTIVE ELEMENTS

Designation: NAE-9- Community Room 3
Classification: Non Active Element, Community Room
Area: 842 sf

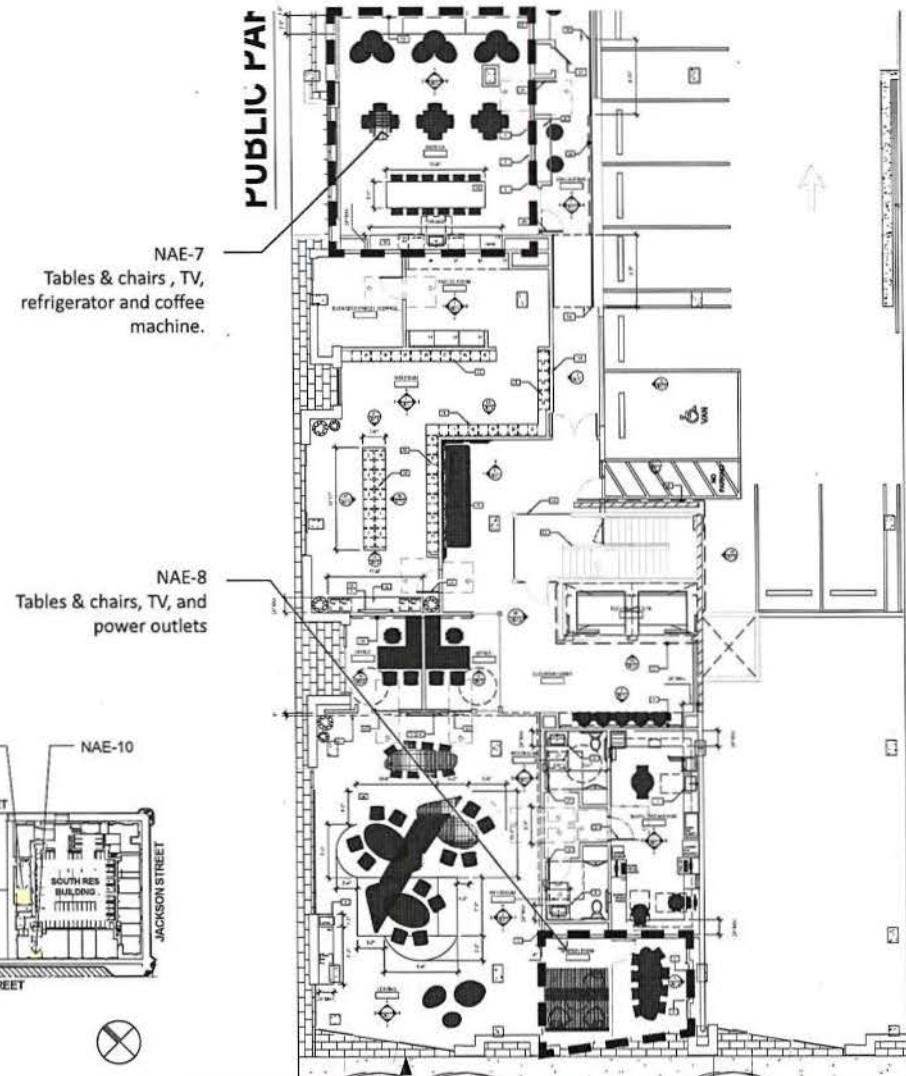
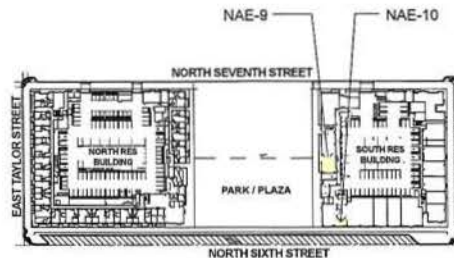
Credit Requirement:
 Common Community Room Accessible to All Residents

Program/Description:
 Community Room 3 is an indoor social space where residents and guests can unwind by themselves or with others. It comes equipped with chairs and tables of varying sizes (to accommodate different group sizes), several large flatscreen TV's, refrigerator, and a coffee machine for residents to enjoy. Additionally, a view of the adjacent park can be enjoyed through the glass walls. This amenity space is used as a getaway from the active spaces as it is located close to the spin room and fitness center.

Designation: NAE-10- Community Room 4
Classification: Non Active Element, Community Room
Area: 267 sf

Credit Requirement:
 Common Community Room Accessible to All Residents

Program/Description:
 Community Room 4 is an indoor space consisting of a waiting room and a conference meeting room. The waiting room can be used for residents that are waiting to be picked up by friends, family, or a rideshare driver. Additionally, it can also be used for people waiting for a package to be delivered. The conference meeting room is a space for residents and guests to use as a private meeting area for work or pleasure. The meeting room comes equipped with a flat screen TV and power outlets for residents to hook up their laptops.



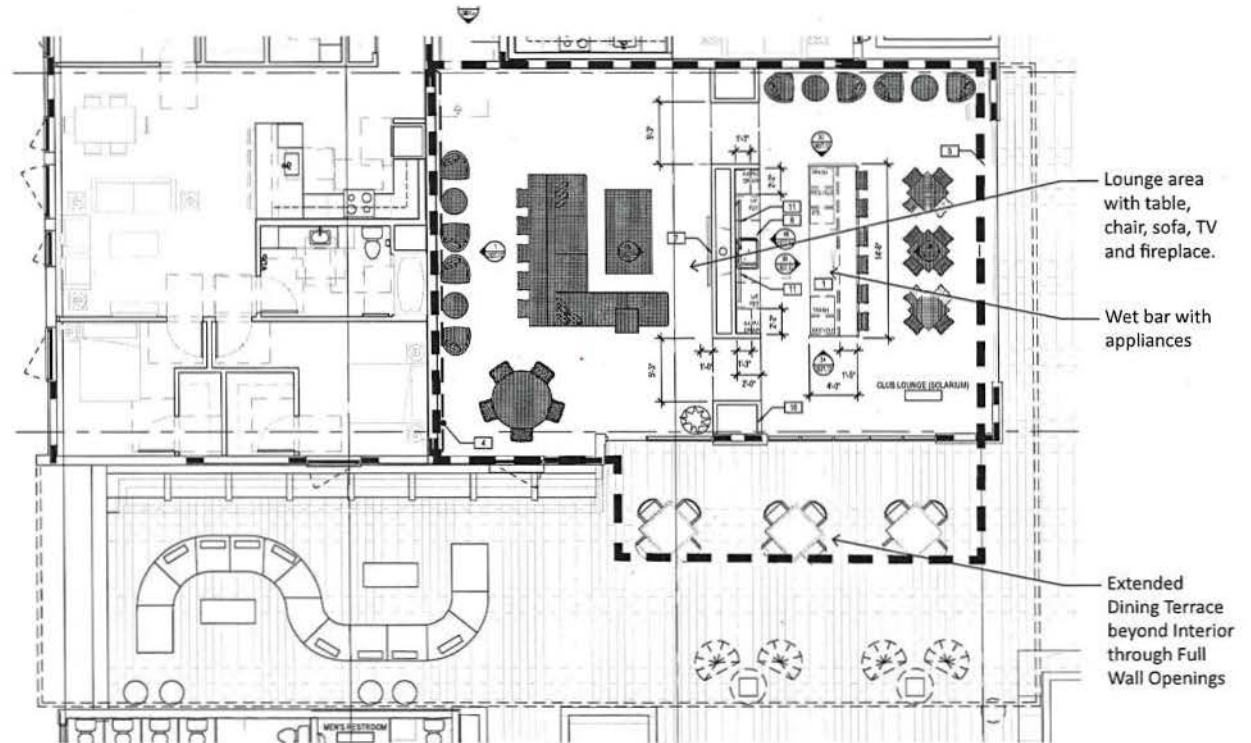
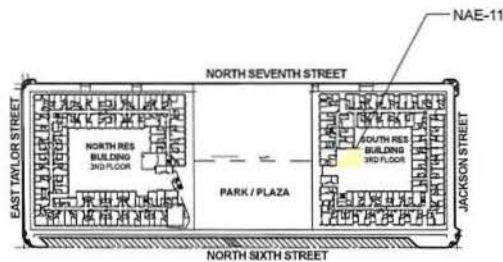
SOUTH BUILDING INTERIOR 2ND FLOOR NON ACTIVE ELEMENTS

Designation: NAE-11- Community Room 5
Classification: Non Active Element, Community Room
Area: 2,094 sf

Credit Requirement:
 Common Community Room Accessible to All Residents

Program/Description:

Community Room 5 is one of two large double height indoor-outdoor spaces located on the podium level of the property that allows for resident gatherings and a variety of uses. The space is split into two uses: passive and active. The passive half is furnished with chairs, tables, flatscreen TV, and an indoor fireplace for residents to enjoy a quiet setting. The active half features a wet bar and the appliances needed for residents to host a part or to just hang out and watch a sports game. With a sliding window wall, this space also opens up to the dining terrace, pool deck, outdoor gaming area, and the hammock lounge allowing multiples uses to be enjoyed by this amenity space.



Attachment 3

EXHIBIT B - FEES AND CREDITS

PARKLAND OBLIGATION

Type of Dwelling Unit (per U.S. Census)	Number of Units	Estimated Persons Per Household	Total Population Generated by the Project	Land Dedication Requirement Per Person (acres)	Total Parkland Dedication Required (gross acres)
Multi-Family 5 or more units	518	2.34	1212.12	0.003	3.636
Land dedication requirement converted to park impact fees					\$11,706,800.00

Amount of Land Dedication (acres)	0.75	Remaining Land Obligation	2.886
Equivalent Park Impact Fees	\$2,414,529.10	Equivalent to Park Impact Fees	\$9,292,270.90

Private Recreation Credits (cannot exceed 50% of total parkland obligation)

Eligible Active Elements	Acreage/Square Feet	Eligible In-Active Elements	Square Feet
Picnic Areas	1,309	Interior Community Rooms	17,575
Hard Game Courts	1,782	Swimming Pools and Spas	7,741
Private Pet Amenities	3,421		
Total	0.149/6,512	Total	0.581/7,741
Equivalent Park Impact Fees	\$481,280	Equivalent Park Impact Fees	\$1,871,020

	Acres/Square Feet	Dollar Amount
Maximum Amount of Allowed Private Recreation Credit	1.818 (79,192.08 square feet)	\$5,853,400.00
Total Amount of Private Recreation Credits Applied	0.731 (31,798.80 square feet)	\$2,352,301

Turnkey Park Design, Review and Construction Costs

Site Work Total*	\$4,637,628	*Site Work Total Includes: \$275,500 Public Art Project Total Budget (\$50,000) Design & Development (\$56,375) Administrative Fees Budget for Art Work = \$169,125 Paid to City Prior to 1st Building Permit
City Review and Inspection Fees (17.5% of Site Work Total)	\$751,468	
Design Fees (15% of Site Work Total)	\$695,644	
Land Transfer Fee	\$5,000	
Total Development Costs	\$6,089,740	

Park Impact Fees to Be Paid to the City of San Jose Prior to Issuance of First Building Permit

Gross Fees	\$11,706,800	**Remaining Park Impact In-Lieu Fees must be paid to the City prior to the issuance of a first Building Permit
(Land Dedication)	(\$2,414,529.10)	
(Private Recreation Credits)	(\$2,352,300.52)	
(Turnkey Park Design, Review and Construction Costs)	(\$6,089,740.00)	
Remaining Park Impact Fees to be Paid to the City Prior to Issuance of 1st Building Permit**	\$850,230.50	