

City Council Chamber
200 Old Bernal Avenue, Pleasanton, CA 94566

DRAFT

Wednesday, February 12, 2014

CALL TO ORDER

The Planning Commission Meeting of February 12, 2014, was called to order at 7:00 p.m. by Chair Olson.

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Chair Olson.

1. ROLL CALL

Staff Members Present: Brian Dolan, Director of Community Development; Janice Stern, Planning Manager; Julie Harryman, Assistant City Attorney; Steve Otto, Senior Planner; Steve Kirkpatrick, City Engineer; Kaushik Bhatt, Associate Engineer; Natalie Amos, Associate Planner; Jenny Soo, Associate Planner; Shweta Bonn, Associate Planner; and Maria L. Hoey, Recording Secretary

Commissioners Present: Commissioners Nancy Allen, Greg O'Connor Arne Olson, Jennifer Pearce, and Mark Posson. Commissioner Herb Ritter (arrived at 8:40 p.m.)

Commissioners Absent: None

2. APPROVAL OF MINUTES

a. January 8, 2014

Commissioner Pearce moved to approve the Minutes of the January 8, 2014 Meeting as submitted.

Commissioner Allen seconded the motion.

ROLL CALL VOTE:

AYES: Commissioners Allen, Olson, Pearce, and Posson
NOES: None
ABSTAIN: Commissioner O'Connor
RECUSED: None
ABSENT: Commissioner Ritter

The Minutes of the January 8, 2014 Meeting were approved as submitted.

b. January 22, 2014

**Commissioner O'Connor moved to approve the Minutes of the January 22, 2014 Meeting as submitted.
Commissioner Posson seconded the motion.**

ROLL CALL VOTE:

AYES: Commissioners, O'Connor, Olson, and Posson
NOES: None
ABSTAIN: Commissioners Allen and Pearce
RECUSED: None
ABSENT: Commissioner Ritter

The Minutes of the January 22, 2014 Meeting were approved as submitted.

3. MEETING OPEN FOR ANY MEMBER OF THE AUDIENCE TO ADDRESS THE PLANNING COMMISSION ON ANY ITEM WHICH IS NOT ALREADY ON THE AGENDA

There were no members of the audience wishing to address the Commission.

4. REVISIONS AND OMISSIONS TO THE AGENDA

Janice Stern advised that the application for Item 6.a., PUD-98-16-12M and P13-2092, Manmohan and Gurpreet Bal, has been withdrawn by the applicant.

5. CONSENT CALENDAR

a. P13-2498, Kiddieo Mall Consignment Boutique

Application for a Conditional Use Permit to establish a children's consignment boutique at 3037 Hopyard Road, Suite E, within the Hopyard Village Shopping Center. Zoning for the property is PUD-C-C (Planned Unit Development – Central Commercial) District.

Commissioner Allen moved to make the required Conditional Use Permit findings as listed in the staff report and to approve Case P13-2498, subject to the Conditions of Approval as listed in Exhibit A of the staff report. Commissioner Pearce seconded the motion.

ROLL CALL VOTE:

**AYES: Commissioners Allen, O'Connor, Olson, Pearce, and Posson
NOES: None
ABSTAIN: None
RECUSED: None
ABSENT: Commissioner Ritter**

Resolution No. PC-2014-05 approving Case P13-2498 was entered and adopted as motioned.

6. PUBLIC HEARINGS AND OTHER MATTERS

a. PUD-98-16-12M and P13-2092, Manmohan and Gurpreet Bal

Applications for: (1) a Major Modification to the approved Development Plan for Mariposa Ranch to reduce the minimum side yard setbacks for the custom home proposed on Lot 14 from the required 10 feet minimum and 25 feet combined total to 5 feet minimum and 12 feet 2 inches combined total and to reduce the building-to-building separation between Lot 14 and Lot 13 (5250 Clubhouse Drive) from 25 feet to 17 feet 11 inches; and (2) Design Review approval for the construction of an approximately 5,860-square-foot two-story single-family custom home on Lot 14 (5270 Clubhouse Drive.) Zoning for the property is PUD-LDR (Planned Unit Development – Low Density Residential) District.

This application has been withdrawn by the applicant.

b. PUD-84, Frank Berlogar

Application for Planned Unit Development (PUD) Development Plan approval to subdivide an approximately 37.4-acre site located at 88 Silver Oaks Court into three single-family residential lots: two lots measuring approximately 1.2 acres and 1.9 acres for custom homes; and one lot measuring approximately 34.3 acres for the existing dwelling and accessory structures. Zoning for the property is PUD-HR/OS (Planned Unit Development – Hillside Residential/Open Space) District.

Jenny Soo presented the staff report and described the scope, layout, and key elements of the application.

Ms. Soo then stated that staff received a letter from Attorney Stuart Flashman, written on behalf of the Silver Oaks Estates Homeowners Association (HOA) and would like to review some of the comments in his letter:

1. With regard to the assertion that this project may violate Measure PP, staff and the City Attorney's Office have looked at this issue and have determined that the Berlogar's project is exempt from Measure PP. Measure PP states that housing developments of ten or fewer housing units on a single property are exempt from Measure PP if the parcel was in existence as of January 1, 2007. Here, Berlogar's property was a legal parcel prior to January 1, 2007. Specifically, Berlogar's current lot was created on September 8, 2006, when the Silver Oak Estates Tract Map was recorded with the County. Because he seeks to develop two housing units (which is less than ten), this project is exempt from Measure PP.
2. In the letter, Mr. Flashman asserts that the project should only be approved if it is "clear that a house in the location can be effectively visually screened so as to be, in essence, invisible from the areas below, including Vineyard Avenue...."

Staff disagrees. The homes that the applicant proposes are in the "Hillside Residential District." In other words, the Plan specifically contemplates housing on hillsides. And there are numerous references in the Vineyard Avenue Corridor Specific Plan (VACSP) which articulate how homes on the hillsides are to be developed.

Pages 34-35 of the Specific Plan provides for "Specific Hillside Residential District Design Guidelines" which includes the following language:

- "The visual prominence of development should be minimized by utilizing existing site features for screening such as tree clusters, depressions in topography, setback plateau areas, and other natural features.
- "Architectural design should emphasize the blending of buildings into the natural surroundings and minimizing building visibility from off-site areas.

- “Views of hillside homes from off-site areas which cannot be screened by way of location and architectural design should be substantially screened by use of evergreen tree planting.”

As further articulated in the staff report, staff believes that the proposed project provides for two homes that have been designed in a manner to minimize visibility from off-site. This is done by preserving all of the heritage oak trees, dropping the elevation of the higher lot, and by planting evergreen trees.

3. With regard to the argument that the proposed project is not consistent with the intent of the Plan and specifically that the homes cannot be placed outside the blob or in the area designated as Open Space, staff also disagrees.

As explained in the staff report, the blobs are not precise and are meant to be conceptual and flexible. If staff overlays a GIS map to the Specific Plan map which shows blobs or existing houses, it is clear that the map in the Specific Plan is not precise. With regard to the specific three-lot blob on the Berlogar parcel, that blob was not even large enough to contain three homes and was also on top of several heritage oak trees (which the Specific Plan seeks to preserve). In other words, the blob was not precisely drawn on the Plan, and flexibility is required. To that point, page 24 of the Specific Plan states, under Residential Development Standards” “Minor variations may be permitted subject to the PUD development plan approval process where necessary due to physical site conditions.” Here, staff believes that the proposed two housing units (where three are allowed) are designed in a manner that is consistent with the intent of the Specific Plan.

Ms. Soo stated that staff also received emails from residents in the surrounding area, including Mr. Alex Win, Mr. Terry Kingsfather, and Mr. Gevan Reeves, which were forwarded to the Planning Commission.

Chair Olson indicated that the letter from Stuart Flashman, the attorney for the Silver Oaks Estates Homeowners Association, referenced by Ms. Soo in here presentation, was not included in the Commissioners’ packet that was delivered on Friday. He stated that the Commissioners just received the letter at the start of this meeting. He advised that he would give the Commissioners five to eight minutes to read and review the letter.

Commissioner Allen referred to the email from Mr. Win regarding the roadway and inquired if staff has considered accessing the two sites using the Berlogar private roadway as opposed to the current road design. She noted that Mr. Win’s assumption is that this would possibly reduce the visual impact and create more of a “C” design as opposed to an “S” design on the hill.

Ms. Stern stated that Steve Kirkpatrick, City Engineer, is present and can address that question. She pointed out that she believes Mr. Win is suggesting using the private driveway which goes to the Berlogar parcel, then come down and cross the ephemeral

creek, which would require a fire truck-rated bridge, then come up a very significant slope which would also require a lot of grading and the removal of a lot of trees. She added that she is not certain if this is actually physically possible at any of those points.

Steve Kirkpatrick, City Engineer, stated that, in addition to what Ms. Stern has mentioned, the roadway Mr. Win is referring to will require going about 1,000 feet up that driveway, then across that seasonal creek with a bridge that is rated for a fire truck, then construct a meandering road similar to the road proposed by staff. He added that in addition to this physical access, there would be the utilities, such as water and sewer, which will need to be brought all the way up in the same direction. He indicated that this could be done, but there are challenges to be met, both environmental and costs.

Commissioner Pearce inquired if Ms. Harryman wanted to address other matters that had not been already addressed with regard to the letter from the Mr. Flashman.

Ms. Harryman replied that she did not have anything specific to add, noting that Ms. Soo did cover the main points about Measure PP and about the blobs. She added that if the Commission had any specific questions or if any of the Commissioners needed clarification, she would like to talk about it.

Mr. Dolan stated that the letter that says a lot of words, but it really has those two points: the proposal does not comply with Measure PP, and the houses are not exactly in the blobs. He explained that the Measure PP issue is pretty simple and is a little surprising because it is not a complex concept: if a project does not have ten or more lots, it is exempt; hence, Mr. Flashman's point is inaccurate. With respect to whether or not the homes are precisely within the blob in the Specific Plan, Mr. Dolan agreed that they are not. He indicated that staff believes there is some leeway and the blobs are conceptual. He noted that this issue has been addressed before and has gone all the way up to the City Council for its interpretation: the Council agreed with the interpretation that the blobs are not precise locations and can be adjusted to address certain situations.

Commissioner O'Connor referred to the slide showing where a house was actually built as compared with the blob. He inquired if there are other homes that have already been built in that area.

Ms. Stern replied that all the yellow dots on the map represent the actual position of the existing homes at that time, as opposed to the asterisks which represent the blobs. She noted that this is simply an illustration of the fact that there are limitations to the accuracies of the blobs.

Commissioner O'Connor noted that he is trying to find how close the blobs are to the other homes.

Ms. Harryman stated that the yellow dots represent actual existing houses, and the asterisks show where an existing home would be according to the Specific Plan. She explained that the GIS map was overlaid with the Specific Plan map, and the yellow dots show the exact location of the houses. She pointed out that the blobs or the asterisks on the Specific Plan are pretty close to the existing homes, but they are not precise.

Ms. Harryman stated that another example which speaks directly to the Berlogar property and the issue being discussed is that the Berlogars were approved for three homes in the Hillside Residential District, shown in the Specific Plan as the orange semi-circle blob. She noted that although three homes are allotted in that blob, three homes cannot actually fit there. She further noted that if the homes were placed precisely where that blob is, and the GIS map is overlaid, a lot of trees will have to be taken out, which is not what staff wants to do. She added that the blob is where generally those who approved the Specific Plan thought those three homes should go, and here, Mr. Berlogar is proposing only two homes.

Commissioner O'Connor noted that Mr. Berlogar is proposing two homes today and inquired if he could add a third home later.

Ms. Harryman said yes. She added that Mr. Berlogar would have to come back to get another lot split and go through all of this process again.

Commissioner Posson asked Ms. Harryman if what she is talking about is the same as what Mr. Flashman is referring to on page 2 of his letter where he is pulling up an excerpt from what looks like the Specific Plan about development areas as generally depicted in the land use plan.

Ms. Harryman said yes. She stated that what staff is saying is that "generally depicted" is illustrative and conceptual, more-or-less and not precise. She explained that staff has presented the yellow dot which shows actually where the existing home was that the Specific Plan was attempting to represent and was off by 100 or 200 feet. She continued that in the proposed Berlogar plan, there is one parcel that fits within that GIS overlaid blob with three homes allotted, with one that is a bit outside of that blob. She noted that when the Specific Plan was approved, it did not have a topographic map or that that level of detail. She recalled that one example is the Sarich home where the blob issue was discussed, and it was determined that the blob was conceptual, based on the desire to protect trees and other things. She noted that it is the same rationale that is being considered with the Berlogar proposal now.

Commissioner Allen noted that Mr. Flashman's letter presented a third point that the Vineyard Avenue Corridor Specific Plan and the Hillside Residential District criteria are pretty clear about protecting ridgelines and specifically hilltops. She noted that she was struck that when the Hillside Residential District was written, it only addressed 19 homes that it designated Hillside Residential. She added that it indicated that the purpose of this designation is "to allow for a clustering of homes in well-defined areas of

the hills in order to preserve significant natural features such as ridgelines, hilltops, oak woodland, creeks, and steep slopes.” She inquired how “hilltops” can be reconciled with building a home whose roofline is above the top of the only hill that can be seen from the houses of a lot of people on Vineyard Avenue.

Ms. Stern replied that the highest point is about 536 feet; the original proposal was 515 feet, which is approximately 21 feet below the highest point; and what is now being proposed is another five feet farther down, which puts the building pad for Lot 2 over almost 30 feet below that highest point. She indicated that there would be potentially some angles where the house could cut into the sky above the hilltop, but it will be just a small part of that home as opposed to a large visual prominence on the hilltop.

Commissioner Allen requested verification of her understanding that staff’s recommendation, Alternative No. 1, is that a 30-foot high home is actually five feet above the ridge top; and Alternative No. 2, which staff is not recommending at this stage, would be right at the hilltop.

Ms. Stern replied that was correct.

Commissioner O’Connor added that this is if there is a limit to a 35- or 36-foot tall structure.

Commissioner Allen noted that this is for Lot 2.

Ms. Stern replied that it is a 30-foot height limit for Lot 2; and the other house is the split lot.

Commissioner O’Connor noted that Alternative No. 2 would actually be below it; but again, it is the visual from below looking up, as opposed to looking directly on. He added that if it matches the hilltop or stays five feet below, and the view from down below will skirt past that and into the blue sky.

Commissioner Allen agreed.

Commissioner O’Connor stated that the Specific Plan also stated and was quoted by Mr. Flashman that “Residential development in Subarea 3 is to be sited to preserve significant natural features such as major ridgelines and hilltop areas.” He noted that both of those plans really hit on that.

Ms. Harryman said yes; but that quote is only part of a sentence; there is more to that sentence.

Chair Olson asked staff if its recommendation leaves the Environmental Impact Report (EIR) for the Vineyard Avenue Corridor Specific Plan intact and that there is no CEQA violation here.

Ms. Stern replied that staff believes the proposal is consistent with the EIR as it was written and certified.

Commissioner O'Connor inquired further that staff is also taking the position that the proposal is in compliance with the Specific Plan and the Hillside Residential District Area plan

Ms. Stern replied that was correct.

Commissioner Posson inquired if the slide showing the proposed homes is Alternative No. 1 or Alternative No. 2.

Ms. Soo replied that the slide shows what was originally proposed by the applicant, which is neither of the two alternatives. She noted that the building for Lot 2 is at 515 feet, which is five feet higher than Alternative No. 1. She added that less of the building envelope will be visible.

Commissioner Posson requested clarification that Lot 2 would either be five feet, or ten feet with Alternative No. 2.

Ms. Soo replied that it would be five feet with Alternative No. 1, and 15 feet with Alternative No. 2.

Commissioner Posson inquired if the house would probably not be visible at 15 feet.

Ms. Stern replied that was correct.

Mr. Dolan stated that he would like to address the line of questioning that Commissioner O'Connor was pursuing and noted that Commissioner O'Connor is thinking about whether he can make the consistency conclusion. He indicated that staff's thought process is that there is some tension in the Plan: it talks about protecting the hilltop and ridgelines, but it also talks about not to grade the slope excessively and to save the trees; and then it gives a general location of where the homes can go. He added that it does not all work out perfectly.

Commissioner O'Connor stated he had some follow-on questions: If the house is dropped down 15 feet, what does the home have to look like now that it is in the hillside? Does the house need to be stepped? And if so, how tall would that home be?

Ms. Stern replied that the Mr. Kirkpatrick would address that question. She stated that the Alternative No. 2 staff looked at did have a flat pad and did retain the trees as proposed. She added that it was flat enough to do that and get a sufficient building pad, but it would require more grading and more off-haul.

Commissioner Allen stated that she appreciated Mr. Dolan's comments that there are trade-offs here. She indicated that she is just trying to understand all the variances

here. She noted that it appeared one other benefit with Alternative No. 2 was that it reduced the retaining wall because the hammerhead turn is at the same level as the home, which is an improvement to the visual impact.

Mr. Kirkpatrick replied that the access road for the 500-foot elevation is identical, and the 510-foot elevation is actually a slope up from where the hammerhead is. He explained that for every foot that is dropped, the building envelope is pushed out about three to three-and-a-half feet towards the Silver Oaks homes; therefore, the building envelope will need to be pushed towards the home going down because the grading will be in the back then; the slope will be graded in the back and the flat pad will be pushed out. He stated that the downside of this is that about 12,000 cubic yards of dirt is taken out versus the 6,000 cubic yards at the other elevation where the house is farther back.

Commissioner O'Connor inquired what the actual heights of all the retaining walls are.

Ms. Soo replied that as proposed, the height of retaining wall on the east side or the one closest to Silver Oaks varies from four feet to nine feet because of the slope, and the wall of the opposite side which is up against the hills is about three feet to four feet high.

Commissioner O'Connor inquired if this is only along the roadway.

Ms. Soo replied that it is along the roadway up because the retaining wall holds the road.

Ms. Stern added that the roadway stays in the same place for all the Alternatives.

Commissioner O'Connor inquired if there would be a retaining wall around the back of the building pad.

Ms. Stern replied that she was not certain if there would be a retaining wall at the back of the pad for Alternative No. 2. She referred the question to Mr. Kirkpatrick.

Mr. Kirkpatrick replied that there is no retaining wall; the house just moves farther into the slope and extends out farther.

Commissioner O'Connor inquired how many feet long of the retaining wall would be nine feet tall. He further inquired if the style of the material for that wall is just split concrete.

Chair Olson stated that the applicant can address that when he comes forward to talk.

Ms. Stern stated that staff will be looking at the design of that wall, and it will be approved by the Director of Community Development. She added that staff can include any direction on the design that the Commission may have.

Commissioner Posson noted that the third item under “Staff Recommendation” asks the Commission to make “a finding that the location of the proposed home sites results in an environmentally superior plan.” He inquired compared to what it would be an “environmentally superior plan.”

Ms. Soo replied that it would be compared to locating the homes into the blob which would result in more grading and removing more trees.

Commissioner Posson verified that it is not related to the Alternatives but only to whether or not the homes would be located specifically within that little asterisk.

Ms. Soo said yes.

Commissioner O’Connor inquired if this is being compared to the original blob.

Ms. Soo said yes.

THE PUBLIC HEARING WAS OPENED.

Frank Berlogar, applicant, stated that the focus of the design is to be truly sensitive to the environmental setting. He indicated that he lives out there and he will be looking at the homes for a long time so he wants them to look as good as possible. He noted that they are preserving all the trees, none of which are being impacted, and they are minimizing the grading as well.

Mr. Berlogar stated that they worked hard to be sensitive to the neighbors. He noted that the plan calls for three lots, but he could not figure out how to put three lots on the site without making a mess out of it, so he is asking for two homes in perpetuity as there is no way to get another lot in that area off that private drive. He stated that the road is to the east and the homes are pushed to the west so they are as far away from his neighbors as he can get them on the property, thereby maximizing the separation between the homes. He added that the other advantage is that the neighbors will see the front of the houses and the front landscaping. He noted that this would avoid having residents stand in their rear yard and look into another’s rear yard, which he finds to be much more intrusive than looking at the front of somebody’s house.

Mr. Berlogar stated that at the start of this process, he offered the neighbors to pretty much decide on the landscaping along the retaining wall as they will have to look at it more than he does, and they have not responded to that. He added that the offer is still on the table and he would still like to do that. He indicated that he is a good neighbor, and he will continue to be a good neighbor and do the best he can.

Mr. Berlogar stated that he brought along a couple of exhibits; the first shows the variances between the plotted locations of the 16 or 17 existing homes at the time the Specific Plan was prepared and their actual locations. He indicated that ten of them are significantly mis-plotted, with six of them by more than 100 feet and one, the Win home,

by as much as 265 feet. He stated that he does not know how they could plot a perception of what might happen any more accurately than that.

Mr. Berlogar stated that the second exhibit, copies of which he distributed to the Commission and staff, shows variations from this Specific Plan blobs. He indicated that half of the Toll Brothers development are outside of the Specific Plan blobs; ten of the Greenbriar Homes development on the Heinz property are in the vineyard property, with 30 homes just outside of the blob; the Sarich property has a bonus lot, one more than in the Specific Plan, with two lots completely outside the blob and the third closely outside the blob; and half of the ten homes in the other Greenbriar development on the Hahner property are in the vineyard, with a home on the open space on the property for which nothing was designated in the Specific Plan.

Mr. Berlogar stated that he also prepared a rough drawing on Mr. Win's proposal regarding the roadway. He indicated that engineering is not always easy in the hills; it gets a lot tougher. He stated that Alternative No. 1 and Alternative No. 2 have 580 feet of road that would change the grade, and going higher up the canyon would produce 450 feet of road, but all the existing utilities cannot get to that elevation. He then pointed to the locations where the road proposed by Mr. Win would go, adding 850 feet of roadway, new utilities for sanitary sewer and water, and a joint trench that would require a 20-foot deep excavation in Silver Oaks Court where his driveway intersects to catch the manhole in front of Lot 2. He indicated that it would probably cost \$1 million to do all that grading, get all the permits, build a bridge, and build the retaining walls.

Peter MacDonald, representing the applicant, stated that they support the staff recommendations, specifically the Alternative No. 1 design selected by the staff. He indicated that this is the most environmentally sensitive and neighbor-sensitive two-lot plan that they could come up with, working closely with City staff. He stated that he believes the neighbors realize that the two-lot site plan has far less impacts than the three-lot site plan. He added that what impresses him is that this planning process has worked through a succession of iterations just the way it was supposed to, according to his urban planning professors

Mr. MacDonald stated that the Vineyard Avenue Corridor Specific Plan filled in a 500-acre map area with designated development bubbles surrounded by open spaces. He indicated that the Specific Plan specified 189 new units and numerous policies relating to tree preservation, open space preservation, visual preservation, and so on. He added that now, the application is undergoing a PUD process to determine if that Plan can be effectively implemented.

Mr. MacDonald stated that in the first iteration there was a Planning Commission Work Session, and in that phase, the Berlogars, working with City staff, developed several alternatives for consideration by the Planning Commission. He noted that the Planning Commission was generally in favor of the conceptual alternative but gave guidance for further refining that alternative to address specific concerns. He stated that that led to the three variations before the Commission tonight. He indicated that staff has

recommended Alternative No. 1 with a home site at the 510-foot elevation, basing its recommendation on the criteria in the Specific Plan with an emphasis on limiting the amount of grading, reduced off-site visibility, and the 375-foot distance of the Alternative No. 1 home site from nearby homes. He indicated that the last iteration of the planning process is that home proposals on each lot will go through a Design Review process with public notice and public hearings, and each home proposal will be checked against the 103 Conditions of Approval of this PUD, equivalent to 51½ conditions per lot.

Mr. MacDonald stated that in his letter, Mr. Flashman complained that one of the lots is not within the development blob shown on the Specific Plan. Mr. MacDonald explained that refinements and application of this Specific Plan are intended and expected to occur when one goes from 500 acres down to a five-acre scale, at which point one knows the exact topography, exactly where the heritage trees are, and where the existing houses actually are; calculations can be made and trade-offs seen between retaining walls, open space disturbance, and tree preservation. He added that the road is narrowed to minimize the visual impact, preserve trees, and minimize grading; the density is lower from three units to two units to maintain an aesthetic setting for the remaining units and neighbors; the second lot is farther from the neighbors than if located in this Specific Plan blob and allows the retention of the heritage trees within the Specific Plan blob. He noted that all of the refinements from the Specific Plan's conformance relate to the planning policies set forth in the Specific Plan, and those are the kinds of refinements that have occurred throughout the Vineyard Corridor as development occurred.

Mr. MacDonald stated that the graphic presented by Mr. Berlogar indicates 11 instances where homes are located outside of the blob areas, involving a total of 41 homes, virtually every property that is developed in the Vineyard Corridor. He noted, however, that the overall density and vision of the Specific Plan has been successfully implemented. He pointed out that those are the kinds of on-site refinements that the Specific Plan authorizes on page 118 of the Specific Plan where it calls for development to be in substantial conformance with the Specific Plan. He indicated that it is a question of trade-offs. He further indicated that the courts have repeatedly upheld Specific Plan adjustments against environmental challenges when the refinements maintain the same overall density and character that is contemplated in the original Specific Plan. He concluded by saying that the Alternative No.1 site plan is true to the policies and vision of the Vineyard Avenue Corridor Specific Plan and that saving heritage trees is more important than saving blobs on a map. He reiterated that they support staff's recommendation.

Eric Carlock stated that he is the newest member of the Silver Oaks Estates, moving into the area about June or July of the past year. He indicated that he did not come up here to rehash all of the concerns that his neighbors have raised but to go on record that this is not just one neighbor but the whole Silver Oaks community that has concerns. He stated that he is one of two HOA Board members present tonight. He noted that Mr. Berlogar said he is being a good neighbor and offered the community to design the landscaping, which is great. He indicated that he has not heard of that

before, that that has perhaps been communicated to someone else on the Board and they have not had an opportunity to talk about it.

Mr. Carlock stated that they have on record what their concerns are, as stated in the letter from the Silver Oaks HOA attorney representing the community. He added that they still have these concerns and feel like the alternatives presented do not go far enough to really address the visual impact. He asked that an environmental survey be done because there are a lot of opinions on what the visual impact will be. He stated that he has heard a lot of different opinions but does not have facts on what it is going to be, and an environmental report would give them the actual facts on which a decision could be based.

Robin Reeves stated that she was going to read something that her husband wrote. She indicated that her husband is the President of their Homeowners Association, and he is very much involved in this matter. She added that she does not know what the Commissioners are receiving, noting that she does not understand why the Commission is getting the attorney's letter only now what it was dated February 6th. She reiterated what Mr. Carlock mentioned that they are Silver Oaks and there is a community that does oppose this proposal. She noted that Mr. Berlogar has not been very neighborly to the neighbors in presenting all this. She added that they are good neighbors, and Mr. Berlogar can just come talk to them but does not. She then read the following into the record:

“Unfortunately, I will not be able to attend the Planning Commission meeting on February 12 as I have prior travel obligations. However, in reviewing the Draft Staff Report for PUD-84, the recommended development fails to adequately address the concerns and issues raised by (i) the letter from the Silver Oaks Homeowners Association (HOA) attorney dated February 6, 2014, (ii) the letter (and related correspondence) from the HOA dated March 5, 2013, and (iii) the HOA comments raised at the Planning Commission workshop for PUD-84.

“Among other concerns, the project violates the Specific Plan and related EIR by locating a project outside of the designated development area and into designated open space. Additional issues include the location of the access road on the front side of the hill instead of (i) using the existing private access road, or (ii) using a less obtrusive route on the west side of the property.

“Furthermore, I note two additional items in the staff report:

1. Staff is recommending approval for a 40-foot building while the Specific Plan only allows for 30 feet. I do not agree with 40-foot approval when visual impact is of major concern.
2. To demonstrate flexibility in site location, staff refers to page 23 of the VACSP which says that ‘The site development standards shall be applied through the City's PUD development plan approval process and may vary for unusual site conditions as long as any new standards are consistent with the intent of the Specific Plan.’ What staff fails to mention is that the same paragraph of the

VACSP also states that 'The land use standards are to be applied without variance.' Putting a home on top of a hill in an area designated as Open Space hardly passes the red-face test for appropriate land use." Thank you.

Alex Win stated that he moved to Silver Oaks Lane back in 2009 and has the distinct honor of being the first resident on that road. He indicated that one of the main reasons they bought the home was because of the backyard: its natural feel, horses roaming around, the birds, and everything else about the backyard. He stated that they did not like the front yard facing the quarry, and so they did not buy that house. He indicated that he will be concerned, therefore, about anything that visually impacts his backyard, and particularly in this case, the retaining walls of nine feet and four feet tall for a combined total of up to 13 feet meandering through the backyard on the hillside, and how 13 feet of wall can be covered and camouflaged.

THE PUBLIC HEARING WAS CLOSED.

Commissioner O'Connor stated that there are a lot of conditions in the Conditions of Approval and that he was trying to find one that talked about somehow camouflaging these retaining walls.

Ms. Stern replied that there are conditions related to the landscaping on pages 7 and 8 of the Conditions of Approval, and Condition No. 32 specifically states: "The applicant's landscape plan shall help screen the retaining walls from off-site views." She indicated that the complete landscape plan is going to be required with the improvement plan and subject to the approval of the Director of Community Development.

Commissioner O'Connor stated that there also was another quote from the VACSP that talked about homes near the top of a hillside having to be visually screened to be effectively invisible. He noted that that is another landscaping issue.

Ms. Stern explained that the Specific Plan really talks about minimizing the visual prominence of homes rather than making them invisible. She noted that staff has illustrated this from the actual EIR, showing a home on a slope that is not a prominent visual feature. She added that the design guidelines do require landscaping.

Commissioner O'Connor stated that he does not have that part of the VACSP here but that it was quoted by the Mr. Flashman in his letter.

Ms. Stern stated that Condition No. 37 also addresses the front yard landscaping for both of the homes. She noted that since the front yards are going to be facing the neighboring homes, those would be the areas that would be addressed for screening.

Commissioner O'Connor stated that the condition just talks about the front yard landscaping having to be installed but does not really talk about visually screening the home or making it invisible.

Ms. Stern replied that staff can certainly add some language to that to minimize the visual impact to the neighbors.

Commissioner O'Connor quoted from pages 3 and 4 of Mr. Flashman's letter: "...the VACSP specifically called out potentially significant visual impacts from houses placed in visually prominent areas such as hilltops and ridgelines Only if it is clear that a house in the location can be effectively visually screened so as to be, in essence, invisible from the areas below, including Vineyard Avenue, should the project be approved...." He stated that if Mr. Flashman is quoting from the Specific Plan and if he is correct here, then it is fairly clear that the screening of the homes needs to be enhanced.

Ms. Harryman stated that Mr. Flashman was not quoting the Specific Plan but summarizing his interpretation of it. She noted that pages 34-35 of the Specific Plan provides for Specific Hillside Residential District Design Guidelines, and three of those sections talk about visual impacts: one says that "The visual prominence of development should be minimized by utilizing existing site features for screening such as tree clusters, depressions in topography, setback plateau areas, and other natural features." And another section says "Architectural design should emphasize the blending of buildings into the natural surroundings and minimizing building visibility from off-site areas." She pointed out that the Specific Plan does not say the homes have to be invisible, but it is definitely saying it should be minimized and that features should be utilized. She noted that the language Mr. Flashman probably has taken part of is "View of hillside homes from off-site areas which cannot be screened by way of location and architectural design should be substantially screened by use of evergreen tree planting." which talks about screens and uses a little bit of a stronger word than just minimizing it.

Ms. Harryman stated that she feels the views of these homes from off-site areas are screened a bit by way of location by some heritage oak trees. She further stated that because that is what the Specific Plan calls for, additional screening in the form of some evergreen tree planting can be required in Condition No. 37. She added that these homes will need to be reviewed when they come in.

Ms. Stern stated that staff can certainly beef up Condition No. 37 to include some of the wording specifically in the Specific Plan.

Commissioner O'Connor inquired if the homes will be reviewed by the Planning Commission when they come in.

Ms. Stern replied that as it is written now, the homes would be reviewed by the Zoning Administrator. She added that if the Commission would feel more comfortable with have them coming before the Commission, that could be done as well.

Commissioner O'Connor stated that he was not going with that, that if some verbiage is added to screening and landscaping as indicated by Ms. Harryman, then they would not need to have that type of review.

Ms. Harryman indicated that her suggestion would be to have staff use the language taken straight out of this Specific Plan.

Commissioner O'Connor agreed.

Commissioner Posson requested staff to display photos taken from the backyards of the Silver Oak residences.

Ms. Soo displayed two of the photos.

Commissioner Posson inquired if those are the only two that would have visual impacts from the development.

Ms. Stern replied that all the homes along the back of the Silver Oaks Estates would have some visual impacts, but these two show the typical visual impacts from one side to the other.

Commissioner Posson stated that there have been some comments about the retaining wall and inquired if the slide depicts the alignment of the retaining wall.

Ms. Stern replied that the slide shows the higher portion of the retaining wall there. She noted that the City Engineer has additional information here.

Commissioner Posson inquired if that is on the downslope or the upslope of the road.

Mr. Kirkpatrick replied that it is on the downslope of the road. With reference to an earlier question regarding the length and height of the retaining wall, he stated that the retaining wall is approximately 130 feet long, and coming off of Silver Oaks Court, the wall is immediately at four feet high where the head wall is for the storm drain system. He continued that going up the road, the wall transitions to nine feet for about an 80-foot section and then transitions back down. He pointed out that what is shown on the screen is the top edge of the wall where it transitions back down. He added that there is no retaining wall the rest of the way up the hill.

Commissioner Posson inquired if, from an engineering standpoint, they will be doing some cut for that lot too and if that fill will be used to taper that slope and eliminate the need for the retaining wall.

Mr. Kirkpatrick replied that the goal here was to minimize grading. He indicated that there is the ravine and the seasonal creek referred to earlier. He stated that the retaining wall is really along the section where the seasonal creek is, where not much can be done to flatten that slope without getting down into the creek.

Commissioner Posson inquired if the answer to his question is "no."

Mr. Kirkpatrick stated that the answer is some of the soil can be used, but generally not for that purpose in that area.

Commissioner Posson stated that his question is for the applicant that if they are looking at removing, what 6,000 or 12,000 cubic yards, if would there any use of that soil within the applicant's property so it does not have to be hauled off-site.

Chair Olson noted that he is getting a sign from the applicant that there is not.

Commissioner Allen inquired if there are examples of other developments that have a retaining wall that might be somewhat similar to this in terms of height, and how it has been screened. She stated that she just wants to see what success stories there are to hopefully help people see that there is a good solution there.

Kaushik Bhatt, Associate Engineer, stated that a good example in the area is the Resnick property, which has been developed and has a retaining wall fronting the Old Vineyard Avenue area where the trellis is going to go. He noted that the retaining wall is in layers with a small wall, then a distance, and then another little wall.

Commissioner Allen inquired how successfully have they screened that wall.

Ms. Stern replied that it is not screened because of its location basically on the street and kind of blends in.

Mr. Bhatt stated that it is a dark brown color and matches the fill and the environment.

Commissioner O'Connor stated that he thinks the wall is visible in one of the slides and asked Ms. Soo to display it.

Ms. Stern replied that it is a different wall but the wall on the Reznick development is also visible.

Ms. Soo pointed to the location of the wall, in the section going from Vineyard Avenue toward Silver Oaks.

Chair Olson stated that staff has answered his questions about the EIR and CEQA. He noted that there is a recommendation in the Geotechnical Investigation that was included in the packet that supplemental investigations be performed for each proposed residence when specific house plans become available. He inquired if that has been included in the Conditions of Approval.

Ms. Stern replied that that is a standard condition and is Condition No. 19 of the Conditions of Approval.

Commissioner Posson noted that Mr. Flashman's letter has an attachment of the Draft EIR where he talks about visual changes in Subarea 3. He stated that he assumes this

development is in Subarea 3 and inquired what the Specific Plan says about visual impact and mitigation of visual impact in that Subarea 3.

Ms. Harryman replied that Subarea 3 is the Hillside Residential District. She noted that the three quotes she read earlier from page 34 of the Specific Plan, the specific Hillside Residential District design guidelines, refer to minimizing visible prominence in this area.

Commissioner Pearce stated that she has lived with the blob wars for a long time and feels like she has internalized this and is very familiar with this concept. She indicated how her thinking goes as follows: Mr. Berlogar is entitled to three homes within the development area. He has chosen to do two homes because three homes appear to be impossible. When the City Council considered this matter in connection with the Sarich property, it indicated that it was comfortable and its direction was that the Specific Plan allowed development outside the specifically designated blob area.

Commissioner Pearce stated that she remembers this conversation very well, and given that direction, she liked the original proposal. She noted, however, that hearing the neighbors' concerns with regard to visibility, she appreciated the work done for Alternatives 1 and 2. She added that while she recognized that Alternative 2 has the least amount of visibility, the Commission needs to balance the grading and all the disturbances with the visibility because it is obviously concerned about the actual hill as well as the visibility of the homes. She indicated that she is not willing to take out 12,000 cubic yards of dirt and is barely willing to take out 6,000 cubic yards of dirt. She further indicated that given the concerns about the visibility, she would support Alternative 1. She added that she appreciated what everybody has said about mitigating the visibility of the retaining wall because she has seen successful mitigation of retaining walls as well as less successful ones, in the same manner that she has seen successful mitigation of homes. She stated that this was never a property that was not going to be developed, and she thinks a decent compromise has been reached. She noted that the Specific Plan has been around a long time and she thinks everyone has done the best they can, given the circumstances.

Commissioner Allen echoed Commissioner Pearce's statement that Mr. Berlogar absolutely has the right to build on this property and has brought it down to two homes. She stated that as she trades-off how much dirt is moved versus views, views trumps moving dirt. She indicated that in reading the Specific Plan carefully, she believes its intent in every section has to do with protecting ridges and protecting hills, and that trumps everything for her. She added that all of the options presented are equal on protecting trees; the issue, however, is one protects the view of the hill more, and that option is Alternative 2, which builds at 500 feet.

Commissioner Allen stated that when Commissioner O'Connor and she visited the property, she was really hoping, as she believes Commissioner O'Connor also was, that Alternative 2 could have been even lower, but she knew engineering staff looked at that and it appeared that what is shown in Alternative 2 is the best and the lowest that can

be done. She indicated that she believes Alternative 2 does the best job of balancing the environmental aspects and protecting the view, which is what she thinks is the highest priority and intent for the 19 homes that were put into this Hillside Residential area, and that is the Alternative that she could support.

Chair Olson asked Commissioner Allen if she would not support Alternative 1.

Commissioner Allen confirmed that she would not support Alternative 1.

Commissioner O'Connor stated that he also would not support Alternative 1. He indicated that he would be willing to support Alternative 2 for all the same reasons that Commissioner Allen just mentioned. He added that they were hoping that it could come lower and closer to the trees without impacting the trees, but that has already been reviewed and this is about the best it could be. He indicated that he would support Alternative 2.

Commissioner Posson stated that he is where Commissioner Pearce is. He indicated that he looks at it from the standpoint of recognizing the concern of the neighbors in terms of visual impact, but to move that much dirt and trying to visualize what the photographs show, dropping that ten feet seems to mitigate it and meet the spirit of the Specific Plan. He indicated that he is leaning towards Alternative 1.

Chair Olson stated that he truly believes that Mr. Berlogar wants to protect the trees, and he think that is admirable. He indicated that he would weigh in in favor of Alternative 1.

Commissioner Pearce moved to find that there are no new or changed circumstances or information which require additional California Environmental Quality Act (CEQA) review of the project, that the proposed PUD Development Plan is consistent with the General Plan and the Vineyard Corridor Specific Plan, and that the location of the proposed home sites as shown in Alternative 1 results in an environmentally superior plan; make the PUD findings as listed in the staff report; and recommend approval to the City Council of Alternative 1 of Case PUD-84, subject to the Conditions of Approval as listed in Exhibit A of the staff report, with modifications to Condition No. 37 to add language from the "Specific Hillside Residential District Design Guidelines," pages 34-35 of the Vineyard Avenue Corridor Specific Plan to install additional landscaping to screen the new homes. Commissioner Posson seconded the motion.

Commissioner O'Connor stated that the Commission also included Condition No. 32 which addressed the landscaping of the retaining wall.

Chair Olson agreed.

Commissioner Pearce indicated that is correct.

Commissioners Pearce and Posson accepted the modification to the motion to include Condition No. 32 regarding landscaping of the retaining wall.

Commissioner Posson asked that the Commission talk about the specific language it wants to see in Conditions 32 and 37.

Commissioner O'Connor stated that he thinks Ms. Harryman was going to get the language specifically from the Specific Plan.

Commissioner Pearce agreed that that is what she understood and asked the Commissioners if they are comfortable with that.

Ms. Harryman stated that her suggestion was to take the exact language from page 35, Subsection c) (1) of the Specific Plan, under Landscaping: "Views of hillside homes from off-site areas which cannot be screen by way of location and architectural design shall be substantially screened by use of evergreen tree planting" to augment Condition No. 37 to say "...and this project shall be substantially screened by use of evergreen tree planting."

Commissioner O'Connor inquired if that language can be used for Condition No. 32 as well and say "wall" instead of "homes."

Ms. Stern said yes.

ROLL CALL VOTE:

AYES: Commissioners Olson, Pearce, and Posson
NOES: Commissioners Allen and O'Connor
ABSTAIN: None
RECUSED: None
ABSENT: Commissioner Ritter

Resolution No. PC-2014-06 recommending approval to the City Council of Case PUD-84, subject to the Conditions of Approval as listed in Exhibit A of the staff report, was entered and adopted as motioned.

Commissioner Ritter joined the Commission at the dais at 8:40 p.m.

Chair Olson called for a break at 8:40 p.m. and thereafter reconvened the meeting at 8:55 p.m.

Chair Olson recused himself from participating in the Work Day item, stating that he has been advised that, as a shareholder in Workday, he needs to recuse himself. He then left the dais and Commissioner O'Connor took over as Chair.

c. P14-0009, Workday, Inc.

Work Session to review and receive comments on a preliminary application to construct a six-story, approximately 430,000 square foot office building, two parking garages, and related site improvements at 6110 and 6120-6160 Stoneridge Mall Road. Zoning for the properties is PUD-C-O (Planned Unit Development – Commercial - Office) and PUD-HDR/C (Planned Unit Development-High Density Residential/Commercial) Districts.

Steve Otto presented the staff report and described the scope, layout, and key elements of the application.

Commissioner Pearce asked Mr. Otto to talk about the height of the building and if there are other buildings in the City that are this tall.

Mr. Otto replied that: this would be the tallest building in the City and that there are no other buildings in the City that are this tall. He stated that the staff report provides some heights of some other taller buildings in this area, and other taller buildings away from this area would be in Hacienda Business Park where the tallest building, formerly known as the Associate Center, is 85½ feet tall at its equipment screen. He added that the AT&T or California Center Building is 84½ feet in height at its tallest point and is a six-story building.

Commissioner Ritter apologized for being late; he was at his son's wrestling tournament, at which Foothill dominated Amador, and his son won. He asked a quick question about the change of zoning, indicating that he knows the Regional Housing Needs Allocation (RHNA) numbers were originally discussed with the BART project and the importance of having enough high-density housing. He noted that this is going to change that area and inquired if the City would still be fine with meeting those RHNA requirements.

Mr. Otto said yes. He stated that the City does have adequate housing units to meet the RHNA numbers. He explained that 20 percent of the original Windstar project at this site was counted towards the RHNA numbers because there was a housing agreement for it; but the City has more than adequate housing stock with the rezoning of the other nine sites in the City, even if that 20 percent of the original project were removed, which represents about 70 units.

Acting Chair O'Connor inquired what the parking ratio of the two parking garages, as proposed is in terms of square footage.

Mr. Otto replied that the proposed parking ratio is one parking space per 305 gross square feet. He indicated that the normal code for a non-PUD project is one space per 300 square feet, and with a PUD, parking is reviewed on a case-by-case basis, and the Commission and Council can reduce that parking standard if warranted and deemed appropriate. He added that, in this case, being right next to a BART station, it can be

assumed that not as many people are going to park or drive their cars and need to park here.

Mr. Dolan added that if there had been a request for a substantial reduction in parking, staff would have given that very serious consideration just because of the proximity to the BART station. But that is not being requested, and the applicant is providing quite a bit of parking.

Acting Chair O'Connor stated that he does not know what one space per 305 gross square foot works out to for square footage but that it is not much of a reduction.

Mr. Otto replied that it is 55 spaces out of 3,270 that are proposed.

Acting Chair O'Connor verified that the City has a couple of other buildings that are at 85 and 84 feet in height and this one is only about 87feet.

Mr. Otto replied that it is 87½ feet tall; but it is 105 feet at its tallest point, which is what is included in the measurement of the heights of the two buildings he mentioned earlier. He added that the tallest building the City has right now is the Safeway building, which is just down the street and is 85 feet 10 inches at its roof equipment screen.

Acting Chair O'Connor noted that there is a difference of about 20 feet.

THE PUBLIC HEARING WAS OPENED.

Brian Griggs stated that he has a real estate consulting advisory firm and has been working with Workday for the past six years. He indicated that when Workday moved to Pleasanton from Walnut Creek about five years ago, it had approximately 150 people; it currently has approximately 1,500 people who work in the beautiful City of Pleasanton and is hoping that this project will be approved and so it can continue its expansion. He presented the Workday project team present tonight: Paul Ferrell with Form 4, the architect for the building; Rich Sharp with Studio 5 Architects; senior people from Workday, Jim Shaughnessy, who is part of the leadership and management team; and Michelle Hodge who is a Senior Director of Real Estate and Work Places; Steve Hill, representing the Stoneridge Corporate Plaza complex, which will be incorporated as a unified campus. He noted that Workday already occupies some space in Stoneridge Corporate Plaza already. He then acknowledged City staff with whom they have worked collaboratively for the better part of six months to reach this point.

Mr. Griggs stated that Workday has no definitive plans about the timing of the project or any preconceived ideas about potential consolidation of the project or whether they will be able to lease space in other buildings. He indicated that that really is pretty contingent upon the continued growth or flat growth of the company. He added that they are also very pleased that, as mentioned in the staff report, they are going to be providing a joint police facility for the City of Pleasanton. He stated that they have had the opportunity to meet a half a dozen times with Pleasanton's Police Chief and several

members of the Police Department, as well as with the BART Police Department. He noted that John Reynolds, a partner with BART, is also present tonight. He thanked BART and Mr. Reynolds for their trust that Workday will produce a product that everyone will be happy with.

Mr. Griggs stated that there are a couple of minor improvements: increasing the size of and relocating the transit hub where the bus drop is, hopefully to facilitate more use of the BART system ; and embellishing the pedestrian promenade that links BART where the walkway drops off at the station all the way out to Stoneridge Mall Road, again to try and entice people to use that as a means of travel over time. He indicated that they look forward to the Commission's feedback and hope to formally submit a project within the next few weeks for review later in March.

Commissioner Posson asked the applicant to talk about some of the energy efficient elements that they are building into their design.

Paul Ferrell, Form 4 Architects, stated that first of all, they are going to be going for LEED Gold, so there will be quite a few measures. He indicated that they have not decided on everything yet as they are just at the early stages of development. He noted, however, that, one thing they are considering are PV panels on a portion of the roof. He added that there will be quite a bit of light in this building so they are going to meet those kinds of requirements. He indicated that Workday definitely has done LEED in all of its projects as well as in all its tenant improvements at existing facilities, so there definitely is a commitment there, even if they have not yet gone through the checklist and pointed to every single item.

The Commission then discussed the Work Session Topics.

A. Is the proposed land use/zoning change from mixed-use high-density residential/commercial to office acceptable on the BART property?

Commissioners Ritter, Posson, Allen, and Pearce said yes.

Acting Chair O'Connor also said yes and indicated that it is unanimous.

B. Are the positioning of the office building and parking garages, the on-site circulation, and the number of parking spaces acceptable?

Commissioner Posson stated that he is fine with those elements, but he had a question regarding on-site circulation: How are the traffic implications on Stoneridge Mall Drive going to be reviewed as part of this application?

Mr. Otto replied that there is a traffic study that is actually underway, which will be available for the Commission's review and consideration.

Commissioner Posson indicated that he is then good with all of the numbers.

Commissioner Allen stated that she is also good.

Commissioner Pearce inquired if the traffic study is coming with the application.

Mr. Otto said yes.

Commissioner Pearce stated that it looks great. She indicated that she had some concerns about the amount of parking, but those concerns are satisfied.

Acting Chair O'Connor asked Mr. Otto what the comparable impact is as far as traffic is concerned: based on the number of parking spaces, if that were to be utilized, how that compares to what was already approved for the site.

Mr. Otto replied that he does not have the numbers yet, so he is not able to give a definitive answer as to what the comparison might be. He indicated that the apartment project had different numbers based on the number of units; additionally, the trip pattern is different on residential versus office. He indicated that it is basically reversed, although there was a retail component that had a little bit of standard traffic like an office building.

Commissioner Ritter stated that he had his office at that location for 15 years, and they moved out recently. He indicated that in Christmas time, the traffic is horrible without any new developments. He noted that they will add 3,200 parking spaces and added a stop light near where the new level garage will be located, but he is concerned with the traffic flow during the peak seasons as the place gets really packed then. He noted that the big time is between 7:00 a.m. and 9:00 a.m. when everyone shows up, and then at 4:00 p.m. and 5:00 p.m. when everyone leaves.

Commissioner Ritter stated that the other concern he has is that there is really no crosswalks to get over to the mall, and people just basically walked across the street to go to the mall to eat lunch and hoped nobody hit them. He asked staff to make sure that as they redesign all this, there is an easy way to push the pedestrians to cross there somehow. He indicated that he is sure they could probably get past those once the traffic study is done.

Acting Chair O'Connor stated that he does not have anything to add but that he is surprised that there are no crosswalks like where the BART area is and the BART garage.

Mr. Otto stated that there was a crosswalk recently installed from the BART parking garage next to the driveway there across to the mall. He noted that the problem with the mall is that there are no sidewalks from the mall buildings to the parking lots, so the crosswalk basically goes into the mall parking lot with no sidewalk to walk on.

Commissioner Ritter noted that what will happen is that people will be parking in the new level garage and walk across to the mall; it would be a concern if there are no sidewalks there.

Mr. Otto replied that it is on the mall property, and there is only so much that can be done as regards this project.

3. Are the designs and heights of the office building and parking garages acceptable?

Commissioner Allen said yes. She noted that it is higher than other areas, but it is also near BART and the freeway. He added that it is a good project.

Commissioners Pearce, Ritter, and Posson agreed.

Acting Chair O'Connor also agreed. He stated that it is going to be the City's tallest building, but it looks stunning, at least what they have so far, and there is a predominance of taller buildings in that area, even if they are not quite as tall. He indicated that he thinks it will blend in pretty well.

4. Are the photo simulations adequate?

Commissioner Pearce stated that she likes the photo-simulations. She indicated that she does not think the Commission needs anything other than those and the freeway, and she is comfortable with that.

Commissioner Ritter agreed.

Commissioner Posson noted that the photo-simulations are only from the freeway and stated that he would like to see something from the mall side. He indicated that, frankly, those driving down the freeway will not be paying too much attention, but there would be more of a visual impact from the mall area.

Acting Chair O'Connor stated that he is fine with what they have.

Commissioner Allen stated that she is fine. She agreed with Commissioner Posson about having visuals from the mall, especially around the landscaping perspective and trees, because it would be nice to get more coverage there and she would like to see what that would look like.

5. Does the Planning Commission support the elimination of the public's use of the private landscaped area?

Commissioners Pearce and Allen said yes.

Commissioner Posson asked Mr. Otto to display the visual on the area and asked which area is currently public.

Mr. Otto replied that the area between the five office buildings is private property but is open to the public.

Mr. Dolan stated that it just has no easement on it that provides access; it is a condition of approval.

Commissioner Posson inquired if Workday owns the other buildings or if Workday is currently leasing those.

Mr. Otto replied that they are the business of Workday's Co-Founder, Dave Duffield.

Mr. Dolan stated that a Workday entity owns it.

Commissioner Posson inquired if they are all occupied by Workday.

Mr. Dolan said no; Workday does not occupy all of them. He explained that there were still existing leases when Workday acquired them.

Mr. Otto replied that Workday is only in one building and occupies about 85,000 square feet of that building.

Acting Chair O'Connor inquired if it is Workday's intent to occupy all five buildings.

Mr. Dolan said yes, if it ever gets that big.

Commissioner Posson inquired if Workday wanted to close that area so it has a closed campus.

Mr. Dolan replied that was correct.

Commissioner Posson stated he has okay with it.

Acting Chair O'Connor stated that he is okay with that as well.

Acting Chair O'Connor stated that it does not look like the Commission has given the applicants and staff a whole lot of information tonight, and that it sounds like the Commissioners have thumbs up that they really like the plan as much as they have seen so far. He asked Mr. Griggs if he wanted to come back and say something else.

Mr. Griggs stated that he has just a couple of points of clarification: He indicated that the net add is only about 1,300 parking stalls, for a total of 3,200 for the project. With respect to people parking in the garage and walking across the street, he stated that

they certainly hope that does not happen. He indicated that the garages will probably have some sort of gate access on them and they can hopefully monitor that.

Commissioner Ritter inquired if the parking is for employee-only

Mr. Griggs said yes, presumably. He added that as regards the discussion about Workday occupying all five of the buildings, he stated that there are 50 tenants in the building, all of whom have leases which the ownership will certainly acknowledge. He added that he does not think there is a pre-determined plan whatsoever that Workday will continue to occupy all the buildings; it is really contingent upon growth. He stated that they hope this new project will provide a relief valve for a lot of that.

Acting Chair O'Connor asked staff if they got what they needed.

Mr. Dolan said yes.

No action was taken.

Chair Olson joined the Commissioners back at the dais.

d. PUD-98 & P13-2518, CarMax

Work Session to review and receive comments on applications for PUD Development Plan and Sign Design Review to construct an automobile dealership consisting of an approximately 13,064-square-foot sales and presentation building, approximately 45,000-square-foot service building, vehicle sales display area, non-public car wash, project signage, and related site improvements on approximately 19.66 acres of the Auto Mall site at Staples Ranch. Zoning for the property is PUD-C (Planned Unit Development – Commercial) District.

Shweta Bonn presented the staff report and described the scope, layout, and key elements of the proposal.

THE PUBLIC HEARING WAS OPENED.

Keith Henderson, CarMax, thanked Ms. Bonn for a great job of summarizing their project and stated that they are excited to be here and get your feedback on their project. He then made a quick presentation on CarMax because this would be one of their first stores in the Bay Area, and there is not as much an awareness of who they are, and a lot of times when people hear about a car dealer, it brings up images that are not exactly favorable.

Mr. Henderson stated that they are a used car retailer that started in Richmond, Virginia back in 1993 and has grown to become a Fortune 500 company. He indicated that they have about 150 stores in 55 different markets, and they are growing at the rate of about 10-15 stores a year. He noted that for ten years in a row, they have been named as one of Fortune magazine's best 100 companies to work for, which is something we are very proud

of. He stated that they work very hard to do good things for their associates and to be a great place in which to work. He indicated that last year, they sold close to 450,000 vehicles across the country and that the key to their success has been their low pressure and their very upfront and transparent sales technique in their process. He stated that they want their customers to feel like they have gotten a good deal, and everything has been very transparent and out on the table so that they do not walk away feeling like this was not a great experience, that they did not really enjoy it, and that the car dealer worked one over on them. He indicated that the biggest piece of that is the no-haggle pricing which is something they have pioneered and have been very successful with, where they have one price for the vehicle, no matter who comes in. He added that they stand behind their vehicles with a 30-day warranty and have a five-day return policy that if the car does not fit into their garage or the coffee cup does not fit into the cup holder, they can bring the car back and they will unwind the transaction and make that right.

Mr. Henderson stated that they focus quite a bit on training and having a culture of diversity; they focus very intently on rewarding and recognizing associates, both from the individual standpoint and then also as a store. He added that they have a lot of competitions within the store that give the associates the chance to excel. He noted that they have competitive compensations and benefit plans and really do a lot to foster a good work/life balance for their associates.

Mr. Henderson stated that another thing CarMax is bringing to the area is the CarMax Foundation, which was established in 2003 and is basically a way that associates can help give back to the communities that they work in. He indicated that, for example, for every hour an associate volunteers with a qualified charity, CarMax will donate \$10 to that charity, and CarMax will match every dollar that they donate to that charity. He noted that this helps encourage their associates to get out into the community where they live and work in and be a part of the community. He indicated that they have given away about \$20 million since that was brought into fruition about ten years ago, and last year, they awarded about \$4.5 million in grants and other payments.

Mr. Henderson then introduced Amanda Steinle, who works for CenterPoint Integrated Solutions, the development company that CarMax uses to help develop sites and do feasibility and entitlements work.

Amanda Steinle stated that she would not reiterate a lot of what Ms. Bonn had presented but would just highlight a couple of things about the site plan and about how CarMax operates. She then presented some slides showing the site plan in the western half of the 37-acre auto mall site within Staples Ranch, the 13,00-square-foot sales building with two entrance vestibules from the customer and employee parking lots, the sales and inventory area, the adjacent building where service exchanges happen, the 45,000-square-foot service building, Final Quality Control (FQC) and carwash area, and offices. She indicated that since receiving comments on their first CarMax application, they have made some modifications such as the increased number and size of trees to screen the service building, and the addition of some windows in the east-facing FQC building.

In summary, Ms. Steinle stated that CarMax is a Fortune 500 company; they are very financially stable and never closed a store. She noted that the project investment is \$42 million, and they can react to market demand based on what kind of inventory the area purchases the most. She added that there is the potential to bring up to 200 jobs in Pleasanton, and they have an active involvement in the community with their corporate foundation.

Andrew Bell and Brian Maslyk signed speaker cards but did not speak. They indicated that they were present to answer questions.

Troy Bourne, Manager Partner of Stoneridge Creek, the Continuing Life Retirement Community adjacent to the proposed project, acknowledged that, while they wanted to have something like a Whole Foods store with 10 to 20 acres of open space around it, an auto usage adjacent to their property was also approved when their project was approved, and what CarMax is proposing is consistent with their expectations for what was supposed to be there. He stated that Mr. Henderson, CarMax, and the landowner have been very flexible and reasonable with CLC as they tried to approach how best they can get these uses to work well together, which may appear to some to not seem particularly compatible on either side of that boundary. He indicated that in an effort to make this work a little bit better between the two property uses, the property owners agreed to sell a portion of the property right next to CLC for some resident storage and other uses, and CarMax proposed some one- and two-story buildings there to help block the views from their use. He stated that their priority has been to block the views between their use and CarMax. He reiterated that they have been very helpful in terms of working together, and where they cannot make the views invisible, they are relying that they will make it attractive.

Chair Olson asked Mr. Henderson how they source automobiles.

Mr. Henderson replied that they make an offer on any vehicle that somebody brings to them; or and they make a written offer that is good for five days, which the seller can take to the Honda dealership and tell them what CarMax is giving them.

Chair Olson stated that he ran some quick numbers, and 450,000 cars a year by the number of sites comes up with 3,000 to 4,000 cars sold per year per site.

Mr. Henderson stated that they also source cars from local auctions. He noted that their annual report shows that they sell an average of about 300 to 400 cars a month across each one of their stores.

THE PUBLIC HEARING WAS CLOSED.

Commissioner Pearce referenced the landscaping around the service building and stated that she does not understand what the staff report states that "Landscaping in the vehicle staging area is not possible due to operational constraints."

Mr. Henderson replied that what is called the whip area is an area that needs to be very flexible. He noted that they organize cars in different manners, and it is optimized for their operations, so that in all of their stores, that is basically an open area as they move cars around that they line them up based on what service work needs to be performed or what is going to happen with those cars. He indicated that the landscaping is then very difficult because there are leaves that get all over cars and that sort of thing, and it is just something that they do not do in that area.

Commissioner O'Connor commented that birds also land in trees.

Commissioner Pearce stated that she does not know what the Planning Commission is going to do, but asked Mr. Henderson, should the Commission want CarMax to add more landscaping, if there would be a way to do that without impacting their operations.

Mr. Henderson stated that they talked extensively with staff about that, and they understand their goal to present a project where there is a large area that is not landscaped is pretty difficult. He indicated that what they have tried to do is beef up the landscaping around the exterior of the site so when a customer is coming into the customer and employee lot, or from I-580 or standing in the neighborhood park, that area that is not landscaped is not visible. He added that that area is just for associates and does not face the customer; it is screened with a wall and landscaping, and there is no reason for customers or the public to be back in that area.

Commissioner O'Connor asked what CarMax site today is closest to Pleasanton.

Mr. Henderson replied that it would be the Fairfield store that they just opened. He stated that prior to that, they got a store in Modesto and in the Los Angeles area, although they have been around for a while. He added that they have one in Roseville and are looking at a site in Elk Grove as well.

The Commission then discussed the Work Session Topics.

A. Are the on-site circulation, parking layout, and positioning of the buildings acceptable?

Commissioners Pearce and Allen said yes.

Chair Olson also said yes.

Commissioner O'Connor stated that the Commission talked about another car dealership with a carwash that was approved earlier, and there was a lot of concern about the noise from the carwash. He noted that now here is a service building instead of just a carwash that is getting close to the residential side, and he wanted to know if staff has looked at that in any way to make it more soundproof if it is a noise-generating building. He noted, however, that if there is going to be a buffer between the two properties, it may have less of an impact at that point.

Mr. Dolan noted that that is a good point and it was a big issue on the previous application. He noted that this location is a little farther away, and the service activities primarily happen indoors. He stated that it is not set up with a row of bays like what would normally be thought of for auto service, but staff will pay special attention to that as the application moves forward.

Commissioner O'Connor added that he does not know what kind of windows the building might have, but they do not open on that one side.

Mr. Dolan noted that much to staff's disappointment, there are none or very few in the service building, but what was brought up was that the storage facility that will be attached to the adjoining project, which really does separate the two properties and help with the noise as well.

Commissioner Ritter stated that he was also wondering about the noise in the carwash, but it sounds like it will be far away enough. He noted that another concern he has was the lighting next to the freeway. He indicated that he knows when they built the Bay Bridge, they designed those special lights that did not glare outward but behind the vehicles as they drove by. He requested that staff make sure lighting is considered so they do not get into the residents' neighborhoods or carry over onto the freeway to cause unnecessary lighting.

Commissioner O'Connor stated that the standard condition for lighting for most approvals is that they be down-focused lighting so the glare does not go to adjacent properties.

Ms. Bonn confirmed that was correct.

Commissioner Posson stated that he was fine.

B. Are the building designs, colors and materials, and heights for the sales building acceptable?

Commissioner Posson said yes.

Commissioner O'Connor stated that some of them looked a little plain, but he thinks that, like the service building windows, that is part of the business. He noted that there may be other consideration like lack of noise that are probably more important to that building than what it looks like. He further noted that there is a lot of open space out there where cars will be parked and not a lot of building to look at. He indicated that it is not a concern to him and he is okay with what he has seen.

Commissioner Olson stated that he is not going to mess with the colors because it is about the corporate logo, and he thinks the heights are fine.

Commissioner Allen also said yes.

Commissioner Pearce stated that she is fine too and will not mess with the corporate logo or the branding. She indicated that the heights are great, super, considering what the Commission just saw.

C. Are the proposed architecture, architectural detail, and landscaping screening for the service building acceptable?

Chair Olson stated that he is fine.

Commissioner Allen emphasized the point in the staff report about the landscaping and trees and finding ways to soften the appearance of the service building. She indicated that it is pretty stark.

Commissioner Pearce stated that she is happy with the architecture. She indicated that she understands the operational concerns but would like to soften it with landscaping. She added that she appreciates the visuals but would like to understand what the building is going to look like with additional landscaping.

Commissioner O'Connor stated that he would also like to see additional landscaping wherever possible. He noted that it is such an expansive open area.

Commissioner Ritter agrees. He stated that he thinks there is some wind that blows through there, so it might be a comfort to the customers to have some landscaping to block that.

Commissioner Posson stated that there are some visual renderings looking from the freeway and looking from Stoneridge Drive, but none from the west and from the current residential areas looking east. He indicated that he would like to see some renderings of those.

Commissioner Pearce agreed.

Commissioner O'Connor added that it would be important to make sure the visuals take into account any walls that are going to be in place, just like the parking lots and the light standards.

Mr. Dolan stated that what the Commission is mostly going to see is the proposed storage building, which may have some light standards above it, because that will pretty much be right along the property line and on the CLC property. He noted that there will not be too many; if it is taken from the ground, the top of the service building may be visible, but knowing how much of it is visible might be useful to the Commission. He added that if the Commissioners really wants to see what the whole site looks like looking down, they could go to the top of the apartment buildings and look down.

Commissioner O'Connor stated that he thinks the only concern there is going to be the light emitted from the site, and if it is all contained within the site, then it should not be an issue.

Mr. Dolan requested clarification that he understands that the Commission would like to see a visual from ground looking east from the residential area to the proposed project.

Commissioner Posson replied that is correct.

D. Are the proposed signs acceptable?

Commissioner Pearce stated that they are within the 48-foot height limit so they are fine, except that she would like the consistent illumination style that staff has recommended, if at all possible.

Commissioner Allen agreed completely with Commissioner Pearce.

Chair Olson stated that he agrees with the illumination point. He indicated that he is actually wondering whether the monument sign is high enough.

Mr. Dolan said yes, it is plenty high.

Chair Olson stated that it shows a woman standing next to it.

Mr. Dolan replied that she is a very tall woman.

Chair Olson stated that he is fine with that.

Commissioner O'Connor stated that he is fine with the sign but that he would like to see consistency if it is illuminated.

Commissioner Ritter stated that the sign looks good to him and he is fine with it. He indicated that his only concern is its placement and wants to make sure that it does not obstruct traffic coming in and out of the property.

Commissioner Posson stated that he supports staff's recommendations.

Chair Olson asked staff if they need any other input.

Mr. Dolan said no.

No action was taken.

7. MATTERS INITIATED BY COMMISSION MEMBERS

League of California Cities 2014 Planning Commissioners Academy

Commissioner Ritter stated that the Commissioners Academy sounds like a neat thing. He indicated that he cannot go this year but would like to go next year and would like to know the dates earlier.

Commissioner O'Connor stated that they have been through a couple when they were in their first years.

Commissioner Pearce stated that she might go to this one as there are a couple of interesting things on it.

Redcoats British Pub and Restaurant

Commissioner Pearce inquired if there has been some discussion on whether Redcoats is coming back to the Commission to reconsider its Conditions of Approval.

Ms. Harryman stated that Mr. Dolan had sent a memo to the Planning Commission and City Council about that.

Commissioner Pearce inquired when it was sent.

Mr. Dolan replied that it was sent shortly after the incident that caused her concern.

Commissioner Pearce thanked Mr. Dolan and said that he answered her question.

Mr. Dolan stated that staff can discuss it if the Commission desired.

Commissioner O'Connor asked Mr. Dolan if he could give a summary.

Mr. Dolan stated that the memo described the internal discussions between the Community Development Department and the Police Department and what, if anything, could have been done about that particular incident with the re-examination of the conditions. He indicated that the conclusion was that it was just a random act that what the conditions were would not have mattered because it still could have occurred and that it was not anything about the operation of the facility that led to that event.

Commissioner Pearce thanked Mr. Dolan.

8. MATTERS FOR COMMISSION'S REVIEW/ACTION/INFORMATION

a. Future Planning Calendar

Commissioner Allen inquired what would be on the next meeting's Agenda.

Ms. Stern replied that Summerhill Homes is coming back for formal action, and a couple of Municipal Code text amendments related to the Climate Action Plan will also be coming forward.

b. Actions of the City Council

No discussion was held or action taken.

c. Actions of the Zoning Administrator

No discussion was held or action taken.

d. Matters for Commission's Information

Commissioner Pearce inquired what the status of the East Pleasanton Specific Plan Task Force is.

Mr. Dolan replied that the status is that there is no change in the status.

Commissioner Pearce inquired if there will be a meeting next month.

Mr. Dolan replied that there might be a change in that. He stated that there was no meeting in February, and the March meeting is scheduled right now. He noted that there may be some discussion that would lead to postponing that meeting yet another month just to make sure that staff has all the materials necessary. He add that staff is also going to be bringing forward some Housing Element information to the City Council in March relative to the RHNA allocation, and it is possible that that could affect the Task Force schedule as well.

Commissioner O'Connor stated that he has been hearing now that there is some report out by some senior person that is involved with ABAG allocations, saying that the City does not need to provide any more housing for the next eight years.

Mr. Dolan replied that there is no report out from any person from ABAG, but the City is gearing up to produce its next Housing Element; staff is having a dialogue with the State, and because the RHNA number went down after the region adopted the Sustainable Communities Strategies and the economy went in the tank, the City's number was substantially lower, plus the City gets to count as inventory several of the sites that were rezoned last time that are either undeveloped or not built just because of

the way the timing with the deadlines worked out. He noted that the City will get to recount even the ones that were approved a year ago.

Commissioner O'Connor inquired, if the inventory is high enough and the City does not need to supply any new housing up until 2022, if the City would still move forward with the East Pleasanton Plan at this time.

Mr. Dolan replied that ultimately, the City Council has not yet told staff not to proceed with the Plan. He noted that the other night, the Council considered a contract to do some additional work that the Task Force has asked the consultant to do and that same issue came up. He indicated that the Council went ahead and approved the contract for the additional work, so there is no sign that as of yet that the Task Force is not proceeding.

Commissioner O'Connor stated that it seemed like the City jumped into East Pleasanton pretty quickly when the City thought the numbers were such that it was going to need anywhere between 1,000 and 2,000 additional units somewhere. He indicated that if the City now knows that it does not need to supply anything like that number of homes, he does not know if the City would not back off from that. He added that he does not know if the City is really ready for East Pleasanton as the operations are still going on, and, in fact, one or two of them extended and indicated they were going to be longer out there than originally thought.

Ms. Stern replied that those operations that are extending for several years are outside of the East Pleasanton planning area.

Mr. Dolan replied that they are nearby but not in the planning area.

Commissioner O'Connor stated that he did not know if the City is ready to bring in all the traffic into Stanley Boulevard and First Street at this point if it did not have to.

Mr. Dolan replied that it probably is a dialogue that the Council will have. He indicated that he thinks it is important to remember that the completion of the East Side Specific Plan was included in the General Plan as a program to do, long before the City lost the lawsuit and the housing cap. He added that, independent of the RHNA numbers, it was determined to be something we were going to do, and when the City got into that situation, there was even more incentive to move ahead.

Commissioner O'Connor inquired if they would then only finish the Specific Plan and leave it there without actually doing all the rezoning and all the planning.

Mr. Dolan replied that it is hard to say. He stated that there is zoning out there on quite a bit of it now, although it would not be residential. He indicated that ultimately, the Council will determine whether to proceed as the City started or dial back in some regard. He added that there is even a possibility that the Council could say to hold off until such time as the City needs more inventory.

Commissioner O'Connor added that it could also happen when the City knows when the real inventory need would be.

Commissioner Allen inquired, if the RHNA requirements are as high as originally thought, if it definitely will have an implication on the Growth Management Plan.

Mr. Dolan said no. He stated that the RHNA is set, and the Growth Management Ordinance says that the annual allocation is the RHNA number divided by the years, so growth in the City will be whatever that mathematical number is, regardless of how many sites the City has to choose from. He continued that it would just mean if the City proceeded and ended up rezoning a bunch in East Pleasanton, that would be another area that the 230 units could come from, but it would always be 230 units, which is an approximate number and based on the math on the current RHNA.

Commissioner Ritter suggested that before the Task Force gets together again, as it sounds like he might have to chair it since Commissioner Pearce is moving on, the City Council gives some direction about the plan for East Pleasanton. He indicated that he watch the past Council meeting, and it sounded like it is still moving, but the Task Force is not sure what it is doing.

Mr. Dolan noted that Ms. Harryman is suggesting that the Commission is probably taking its brief discussion without an agendized topic a little too far. He indicated that right now, there has been no direction to change course. He added that as soon as there is direction, he will definitely let everyone know.

9. ADJOURNMENT

Chair Olson adjourned the Planning Commission 10:15 p.m.

Respectfully,

JANICE STERN
Secretary