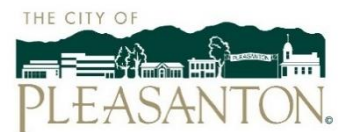


Stoneridge Shopping Center Framework Components



City of Pleasanton

Adopted by City Council: January 26, 2023



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Introduction

This document outlines initial components and concepts that provide guidance for development of the Stoneridge Mall Framework and any subsequent efforts related to the comprehensive, long-range planning of the Stoneridge Regional Shopping Center, also known as Stoneridge Mall.

The planning area addressed by this document comprises the approximately 75 acres bounded by Stoneridge Mall Road, as shown in Figure 1.

Framework components in this document include:

- A Vision Statement, setting forth the long-range vision for the future of Stoneridge
- Guiding Principles which establish broad guidance for future planning related to land use, multi-modal circulation, financial and fiscal considerations, public open space, urban design, and architectural and site planning concepts
- Allocation of housing units in accordance with the 2023-2031 (6th Cycle) Housing Element
- Design and placemaking elements to be reflected in a future Framework Plan or other comprehensive master plan, including required and recommended elements, and illustrative diagrams and images that illustrate possible configurations of the future circulation, distribution of open space areas, and relationships between existing and future buildings.

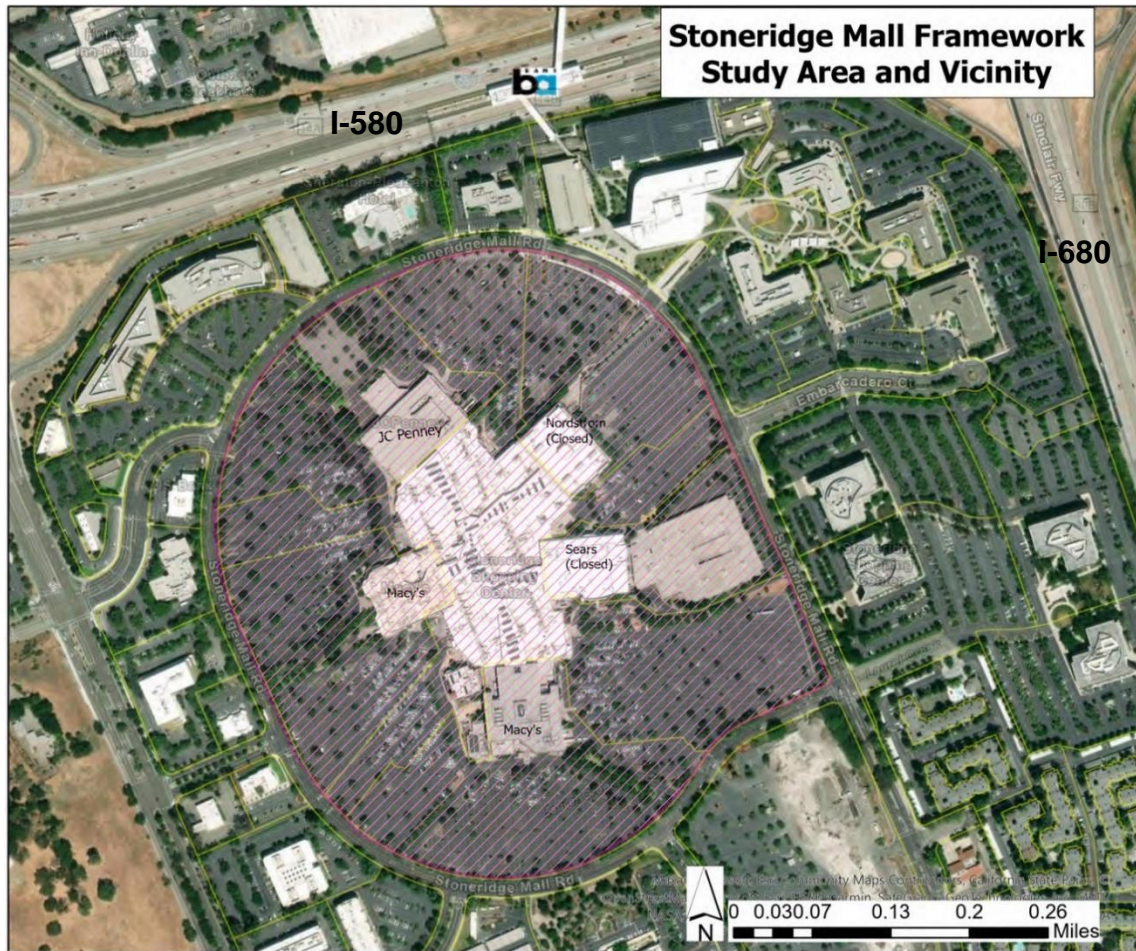


Figure 1: Stoneridge Mall Framework Study Area

Background

Stoneridge Mall (“Mall”) is part of the overall mixed-use retail/office/hotel development located within the northwest area of Pleasanton generally defined by I-580, I-680, Stoneridge Drive, and Foothill Road. Stoneridge Mall itself lies completely within Stoneridge Mall Road, a looped two- to four-lane collector street that connects to Stoneridge Drive and Foothill Road.

The central mall building currently has a variety of smaller retail shops, restaurants, and service businesses; it is owned by Simon Property Group (“SPG,” or “Simon”) and is located on its own property that includes peripheral parking areas adjacent to the mall. Attached to and interconnected with the central mall building are several department stores, each located on its own property, including Macy’s Men’s Store, Macy’s Women’s Store, J.C. Penney, Nordstrom, and Sears. The Sears store closed in 2018, and the property was subsequently purchased by SPG. The Nordstrom store closed in 2021 and as of December 2022 the property was in the process of being acquired by a new owner.

The entirety of the mall property within the inner loop is comprised of 6 parcels totaling approximately 75 acres. Four separate owners control the properties at the Mall, with Simon Property Group being the largest single owner. There are two parcels totaling 10 acres within the study area that were rezoned to Mixed-Use as part of the 4th Cycle Housing Element process in 2012. Peripheral properties located between Stoneridge Mall Road and I-580, I-680, Stoneridge Drive, and Foothill Road are developed with a variety of office, hotel, medical, restaurant, and retail uses.

The address, assessor parcel number (APN), property owner, size, zoning, General Plan Designation, as well as existing uses located on properties within the inner loop are outlined in Table 1.

Table 1: Summary of Existing Parcels and Ownership

Address	APN	Property Owner ¹	Size	Zoning	General Plan Designation	Existing Use
1008 Stoneridge Mall Road	941 12019403	Stoneridge Properties ²	28.75 acres	CR(m) and PUD-MU	Commercial and Mixed Use (split, see Figure 2)	Mall “core” retail shops and parking
1300 Stoneridge Mall Road	941 120103006	Pleasanton Properties	11.87 acres	CR(m)	Commercial	Macy’s Women’s Store, parking
1400 Stoneridge Mall Road	941 120102800	Stoneridge Parcel LLC ²	9.76 acres	CR(m)	Commercial	Macy’s Men’s Store
1500 Stoneridge Mall Road	941 120102900	CTL Propco I LLC	9.76 acres	CR(m)	Commercial	JC Penney Store, Parking
1600 Stoneridge Mall Road	941 120109200	Nordstrom Inc.	8.37 acres	CR(m)	Commercial	Nordstrom store (closed/vacant)
1700 Stoneridge Mall Road	941 120109500	Stoneridge S & S LLC ²	6.23 acres	CR(m)	Commercial	Sears Store and parking structure (closed/vacant)
1. Per December 2022 Alameda County Assessors Record						
2. An affiliated company/business entity of Simon Property Group						

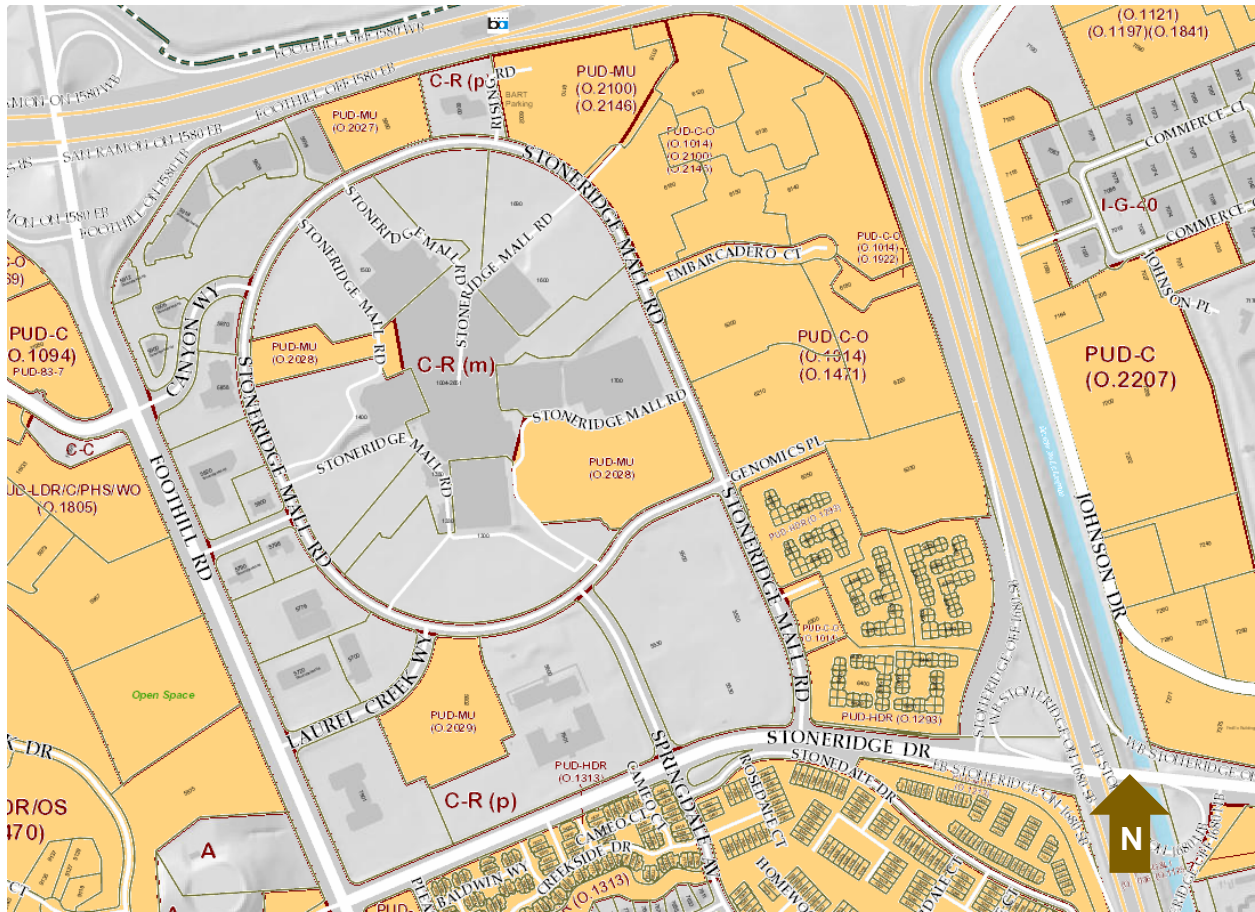


Figure 2: Existing Zoning

Background: Development of the Stoneridge Regional Shopping Center

The Taubman Company was the original developer of the mall, which was planned on lands annexed into Pleasanton and subdivided in the 1960's. Construction of Stoneridge Mall began in 1979 with the central mall building and the J.C. Penney, Emporium Capwell, and Macy's department stores. The Nordstrom store was added in 1989, Sears store and its parking structure were added in 1995. Two restaurants, a Cheesecake Factory and P. F. Chang's China Bistro were added in 2005. No new development has occurred at the mall since 2005.

Development Agreements

Following the initial land use approvals that facilitated the development of the various properties, the City entered into a Development Agreement (DA) in 1981 with Wells Fargo Bank (the then-named property owner), addressing allowable development for properties in the broader area, including both the central mall parcels and peripheral properties. That DA expired in June 1991.

A new Development Agreement between the City and Taubman Company was approved in September 1992 (Ordinance 1578), governing the more limited inner loop properties containing the mall. With its acquisition of various properties at the mall,

Simon Property Group has since succeeded Taubman as the property owner that is sole party to the DA with the City of Pleasanton. The agreement originally allowed for construction of an additional 178,000 sf of retail above what was existing at the time and had been contemplated in prior planning approvals. In January, 1998, the City Council adopted Ordinance 1732 approving the first amendment to the DA, to allow an additional 202,000 square feet, for a total of up to 380,000 square feet of expansion area. An amendment to the Sewer Agreement was also approved at that time which reserved 10,000 gallons of sewer capacity for the shopping center. Since then, in 2005, the City approved construction of the P.F. Chang's and Cheesecake Factory restaurants; this drew the remaining development capacity down to 362,790 square feet of floor area.

Three subsequent amendments to the DA left the basic terms of the agreement unchanged but extended the DA term through the current expiration date of December 2023.

Reciprocal Easement Agreement

A Reciprocal Easement Agreement (REA) is in place among all of the property owners at the Mall. The REA is a private agreement (the City is not a party to the REA), that broadly establishes all of the owners' rights, obligations, and requirements, including required permissions and approvals that must be provided by each owner when modifications to individual properties are made. Written largely to encompass the operation of a regional shopping center, the Framework's contemplated land uses, site and building reconfigurations and other changes to the Mall properties will require amendment of the REA. Accordingly, agreement among owners as to the nature of the changes contemplated as part of the Framework will be important.

Land Use Changes since development of the Stoneridge Shopping Center

Since the original development of the mall, the most significant change in planned land use with the area came with adoption of the 4th Cycle Housing Element in 2012, which designated sites at the mall to allow high-density residential development. Two areas of the Mall totaling 10 acres were zoned, Planned Unit Development – Mixed Use District, allowing housing at a density of up to 40 units to the acre, for a maximum of 400 housing units.

The two areas include an approximately eight-acre portion of the Simon-owned property in the southeast quadrant of the mall, south of the Sears building; and an approximately two-acre portion in the west area of the study area, also owned by Simon. (See Figure 2). Related to these sites and other re-zoned for high density housing in the 4th Cycle Housing Element, the City adopted the *Housing Design Standards and Guidelines* in 2012, which provide more detailed guidance and standards with respect to both site and architectural design. These Housing Design Standards and Guidelines will be modified (and retitled as the "*Objective Design Standards for Housing Sites*") concurrently with the 6th Cycle Housing Element update such that they reflect objective standards for residential development on each of the Housing Sites previously zoned and in the 6th Cycle Housing Element. These Objective Design Standards may be further revised

and/or separate standards adopted as part of the future comprehensive Framework plan or other master development plan for Stoneridge.

An application by Simon Property Group for a 360-unit high density residential project¹, on approximately six acres of the larger eight-acre site designated for housing, is in process with the City as of December 2022 and is expected to come before the Planning Commission and City Council at public hearings in early 2023. If approved and constructed, four acres of the original ten acres zoned will remain available for development, at a density of up to 40 dwelling units per acre, with a capacity of 160 units. This future development is in addition to any housing units allowed in the 6th Cycle Housing Element.

Framework Process to Date

The City Council authorized work to develop the Stoneridge Mall Framework in August 2022, with the goal of establishing planning guidance for the mall properties in light of the site's inclusion in the 6th Cycle Housing Element.

A professional services team including Van Meter Williams Pollack (VMWP), Economic and Planning Systems (EPS) and Fehr & Peers was engaged to assist with development of the Framework, and ensure planning concepts were developed based on appropriate urban design principles, consideration of financial and fiscal feasibility, and an understanding of potential traffic impacts and constraints.

The process included a number of touchpoints with the City Council and Planning Commission, as well as community workshops to receive input on the framework as it was developed. Key meetings held include:

- August 16, 2022 City Council Meeting – Scoping and Key Planning Considerations
- September 26, 2022 – Joint Community and Planning Commission Meeting: Issues, Opportunities and Constraints
- December 8, 2022 – Community Meeting: Framework Options
- December 15, 2022 – Joint Planning Commission and City Council Meeting: Framework Options
- January 11, 2023 – Planning Commission: Framework Components – Recommendation for Adoption
- January 26, 2023 – City Council Framework Components Adoption

Additional information and summaries or minutes from each of these meetings can be found on the project website: [Stoneridgemallframework.com](https://stoneridgemallframework.com).

¹ The project is proposed at a density of 60 du/acre, which includes a base density of 40 du/acre plus a 50 percent density bonus as allowed under state law.

Framework Components

A. Vision Statement

The following vision statement provides a statement of the overall long-range vision for the future development/redevelopment of the Stoneridge Mall properties:

Stoneridge² shall continue to be a community destination that will evolve into a more vibrant mixed-use community with retail, housing, commercial, dining and entertainment activities that are strong economic contributors to the City of Pleasanton. The City, in collaboration with the Stoneridge landowners, will establish a new district that facilitates development of an integrated, sustainable, mixed-use neighborhood, with well-connected walking, biking, vehicular and transit corridors throughout the property, and a range of high-quality public and private gathering spaces and placemaking amenities.

B. Guiding Principles

The following principles shall guide future planning at Stoneridge:

1. Assure the long-term economic viability of Stoneridge as a regional and community destination supporting the core mall shops and stores, with the addition of future housing, retail, commercial, and park and open space uses on the site.
2. Retain and/or expand job opportunities, property taxes, sales taxes and other amenities and benefits Stoneridge offers the City and its residents.
3. Integrate housing, retail, parking, and other commercial uses in a cohesive manner, that respects and supports adjacent land uses, while providing pedestrian mall entrances that are highly visible, attractive and inviting.
4. Design cohesive and well-planned pedestrian, bike, and vehicular circulation, with connections to the surrounding neighborhoods and transit (including BART).
5. Create thoughtful and integrated outdoor gathering and active and passive open spaces for recreation, entertainment, gathering, reflection, placemaking and civic opportunities.
6. Develop integrated parking solutions that are dispersed throughout the site and are convenient for a variety of uses. Provide parking in both parking garages and surface parking within Stoneridge. Shared parking will be explored and integrated as appropriate to support mixed uses, reduce traffic and manage parking demand.

² As the properties evolve from their current, retail focused land use, the term “Stoneridge” rather than “Stoneridge Mall” is used here to as the name for the new mixed-use neighborhood that will encompass the regional mall and a range of other uses.

7. Fairly distribute affordable housing amongst the landowners, with assurance that all affordable housing requirements will be satisfied in accordance with the City's Inclusionary Zoning Ordinance.
8. The Framework Plan and subsequent zoning will contemplate a variety of uses (including office and hospitality) and densities, depending upon market demands and project economics, and in recognition of the terms, conditions and restrictions set forth in the REA and other agreements, easements and licenses between the landowners that govern development of Stoneridge.
9. Landowners will work with each other, the City and the community to establish a more specific framework and subsequent zoning district, which will identify locations and details for these land uses.
10. Landowners may propose property line adjustments, transfer of housing units and shared uses (e.g., parks and open spaces, parking and affordable housing solutions, roadways, and other project features and amenities) to facilitate equitable, rational, feasible development patterns and phasing that maximize opportunities for Stoneridge to be a regional destination for housing, shopping, dining, work, and play.
11. The Framework shall include preparation of a fiscal and market study in accordance with General Plan Land Use Element Program 14.2, which states: "For large-scale commercial projects, require the preparation of a fiscal impact and market study that is peer-reviewed or vetted by City staff to determine the costs and benefits of the project for the City and the economic viability of the project."
12. The Framework Plan's aggregate quantities of land uses of all types, including any housing beyond that already zoned, contemplated in the 6th Cycle Housing Element or otherwise allowable through State housing density bonuses, shall be established in consideration of traffic and other environmental impacts, and shall be set at levels that would not create unacceptable impacts as determined through CEQA review and other studies.
13. Until more detailed or tailored development standards are created and adopted by the City as part of the Framework or other master planning document, development at Stoneridge shall be governed by the regulations specified in the Objective Design Standards for Housing Sites, as applicable, this Framework Components document, and the Pleasanton Municipal Code.

C. 6th Cycle Housing Element – Residential Development Allocations and Housing Quantities

The 2023-2031 6th Cycle Housing Element anticipates up to 18 acres of the Stoneridge properties to be redeveloped with housing, at a density of between 50 and 65 dwelling units to the acre, for a maximum of 1,170 housing units. This total is exclusive of any additional dwelling units for which an individual project may qualify under State Housing Density Bonus law.

To ensure equity among the current ownership, each of the six legal parcels at the Mall shall be initially allocated between 150 and 195 units (exclusive of any housing density bonuses), based on 3 acres of redevelopment at between 50 and 65 dwelling units/acre. This concept is illustrated in Figure 3 in Appendix 1, and summarized as follows by APN.

Table 3: 6th Cycle Housing Element Allocations by Parcel

Address	APN	Property Owner ¹	Area Designated for Housing	Allowable Density (Min-Max)	Unit Range (Min-Max)
1008 Stoneridge Mall Road	941 12019403	Stoneridge Properties ²	3 acres	50-65 du/ac	150-195 units
1300 Stoneridge Mall Road	941 120103006	Pleasanton Properties	3 acres	50-65 du/ac	150-195 units
1400 Stoneridge Mall Road	941 120102800	Stoneridge Parcel LLC ²	3 acres	50-65 du/ac	150-195 units
1500 Stoneridge Mall Road	941 120102900	CTL Propco I LLC	3 acres	50-65 du/ac	150-195 units
1600 Stoneridge Mall Road	941 120109200	Nordstrom Inc.	3 acres	50-65 du/ac	150-195 units
1700 Stoneridge Mall Road	941 120109500	Stoneridge S & S LLC ²	3 acres	50-65 du/ac	150-195 units
1. Per December 2022 Alameda County Assessors Record					
2. An affiliated company/business entity of Simon Property Group					

The foregoing is considered an initial distribution only, and through the subsequent planning process, property owners may agree to and propose alternative distribution of

units for consideration by the City as part of its approval a future Framework plan or other master planning document. It is further noted that, in addition to units allocated to properties owned by Simon Property Group (and affiliated entities), units permitted by existing zoning as of December 2022 that are not yet constructed may be allocated to any of SPG's other properties, including being combined with one or more of the allocations made as part of the 6th Cycle Housing Element.

Recognizing the complexity of the Stoneridge site, and the numerous constraints and other factors that will need to be considered in the overall Framework, as well as in individual site plans, the City will allow flexibility in the location of housing projects within specific parcels, or for an allocation to be placed on a larger or smaller area than 3 acres, provided that the minimum and maximum densities specified in the Housing Element are met.

Finally, the maximum densities have been established based on known and expected conditions and constraints as the time of adoption of the 6th Cycle Housing Element. The City may, with sufficient supporting information and analysis, elect in the future to grant an increase the total housing allocation for Stoneridge, if such an increase would not, in the determination of the City Council, cause unacceptable traffic, environmental or public services impacts, and that doing so would be in the best interest of the redevelopment of the mall and the interests of the Pleasanton community.

D. Design and Placemaking Elements to be Reflected in a Future Framework Plan

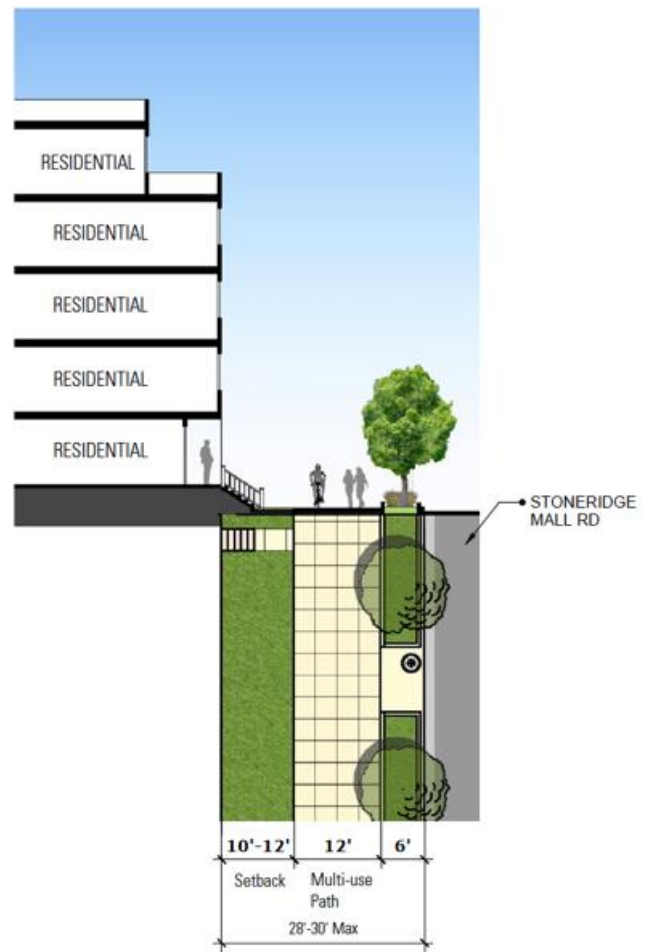
The following Elements should be reflected in any future Framework plan or other master plan for Stoneridge Mall. It is acknowledged that final standards will be established based on more detailed planning and site-specific studies for Stoneridge, and may be modified from those shown, provided that the overall design and placemaking intent expressed in this document is determined to have been met:

1. The Framework Circulation Plan shall provide for an interconnected network of pedestrian, bike and vehicle circulation including the following features. A conceptual circulation plan is shown in Appendix A, Figure 2 :

- An Internal Street/Drive which provides slow-moving vehicle and safe pedestrian circulation around the perimeter of the Mall building(s). Some segments may be pedestrian only due to grades.
- A multi-use path (minimum 12 feet wide) around the entire perimeter of the Mall along Stoneridge Mall Road, which shall accommodate pedestrians and cyclists on a facility separated from vehicle travel lanes. (See diagrams below)
- The street network currently connecting to the Mall should be extended to provide an organized series of intersections and streets or drives into the interior of the site(s), generally at locations shown on the conceptual Circulation Plan.

New streets or drives should be aligned with existing roads and intersections whenever possible, and pedestrian crossings provided at all intersections.

- As properties redevelop, the current pattern of numerous parking lot drive aisles that connect directly to Stoneridge Mall road should be eliminated or significantly reduced, so that vehicles connect from parking lots to Stoneridge Mall Road, via a smaller number of formalized roads/drives and intersections. This change will allow for continuous curb, gutter and sidewalk/multi-use path around the perimeter of the mall, with a reduction in vehicle access points and a reduced potential for vehicle conflicts.



Stoneridge Mall Road: Conceptual Street Section and Rendering

2. Each future development should have a mix of housing and commercial/retail development and publicly-accessible open spaces to provide an active interface between the new development and the Mall, and ensure that active spaces are integrated into the various new development projects in a manner that connects new and existing development. Conceptual locations and configurations for common open space areas are illustrated in Appendix A, Figure 2 and below, but may be configured differently provided that the following principles are met:

- Each development should include at least one active, publicly-accessible, Common Open Space, generally located between the residential development and the Mall's entries to provide a strong connection between the developments and the existing mall.
- The total of all publicly-accessible open space area(s) shall be equivalent to at least 120 square feet per unit (e.g., a 300-unit project would provide a minimum of 0.82 acres of open space), with a minimum dimension of 60 feet including any surrounding sidewalks. This Common Open Space shall be in addition to the residential private open space or group open space provided within each project as an amenity for residents.
- If the property owner has multiple projects and sufficient housing units, open spaces may be combined into a single larger open space, provided that it meets the same ratio of open space per unit.
- Common open space areas may be located on the Mall side of the internal road circulation, with adjacent new active spaces (e.g. retail and restaurant uses), or may be across a road or a drive from the Mall.
- A variety of types and sizes of publicly-accessible open spaces shall be provided, including hardscaped plazas and landscaped areas, open spaces that can accommodate active and passive recreation including some open spaces with play equipment or activity areas for children and families, locations for outdoor entertainment and dining, and shaded and unshaded spaces to account for weather at different times of the year. The publicly accessible open spaces are to be gathering spaces for the community as well as an exterior extension of the mall and connection to the mixed use housing developments.

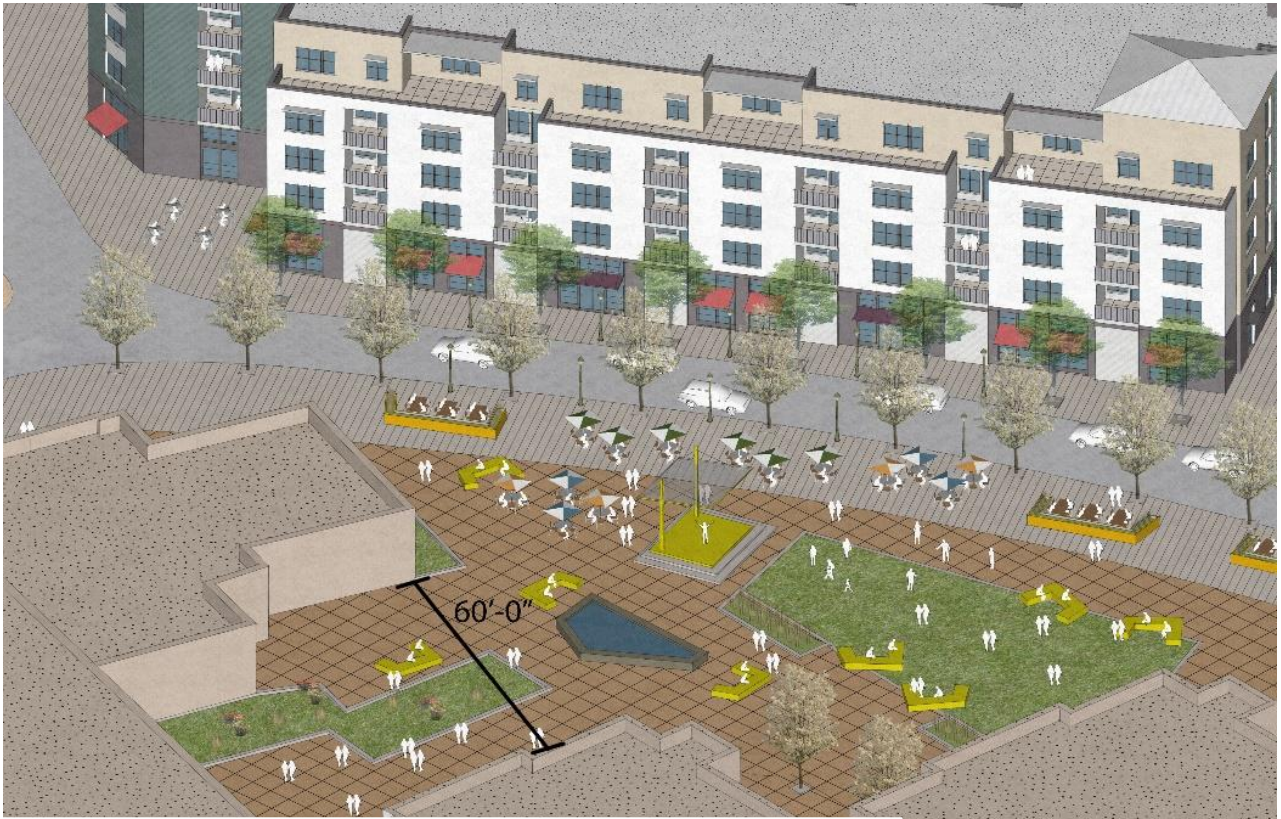


Illustration: Open Space Adjacent to Mall Buildings



Illustration: Open Space Adjacent to New Mixed-Use and Residential Development

3. Buildings should provide active frontages that connect each of the developments together and connect to the existing mall and surrounding developments.

- New mixed-use residential development shall have ground floor active uses within any frontage(s) along common open space areas. Active commercial uses, such retail and restaurant space, should constitute a minimum of half of such frontages, and shall be configured to be of sufficient depth (minimum of 30 feet recommended). The remaining frontage may be active spaces dedicated to the residential development such as community rooms, exercise rooms, bike lounges with maintenance facilities or lobby space. Outdoor dining and other similar activity, as well as creation of smaller gathering spaces with benches or seating is strongly encouraged along these active frontages.³
- Residential developments should be designed to address the street, with design standards reflecting elements such as:
 - Individual entries facing the street with a porch, stoop or patio connected to the sidewalk by steps and/or a walk (such features as well as elements like bays should be allowed to extend into front setbacks.
 - Limiting the elevation of the first floor (ground floor) to be no more than 5 feet above the adjacent sidewalk frontage.
 - Pedestrian-scaled features and amenities along residential frontages including minimum 6 foot sidewalks, landscape strip (minimum 4 feet to accommodate tree planting), street trees, and pedestrian scaled street lighting.
 - While exceptions or adjustments to the above parameters may be allowed to accommodate site-specific conditions, the above features should be reflected in the majority of residential-facing street frontages.

³ Active frontages are defined in the Housing Sites Objective Design Standards:

4. Building massing and articulation should break down the scale of the buildings, provide a rhythm, and ensure that buildings have a human scale

- Long building facades (over 400 feet) should include a massing break or major recess at each 300 feet. (See Objective Design Standards for Housing Sites, Standard B.1.2 for reference)
- Buildings shall have an articulated rhythm that generally reflects the pattern of the residential units within. (See illustration, below)
- While initial dimensional standards to meet the above standards are illustrated below, a façade may incorporate breaks or change in pattern through alternative means, such as using an element of different material, color and architectural treatment, in lieu of providing a physical massing break. However, this approach should be used sparingly, for example when a portion of the facade is used to highlight the entry or another important feature. In such instances, higher quality materials or special design treatments should be used.

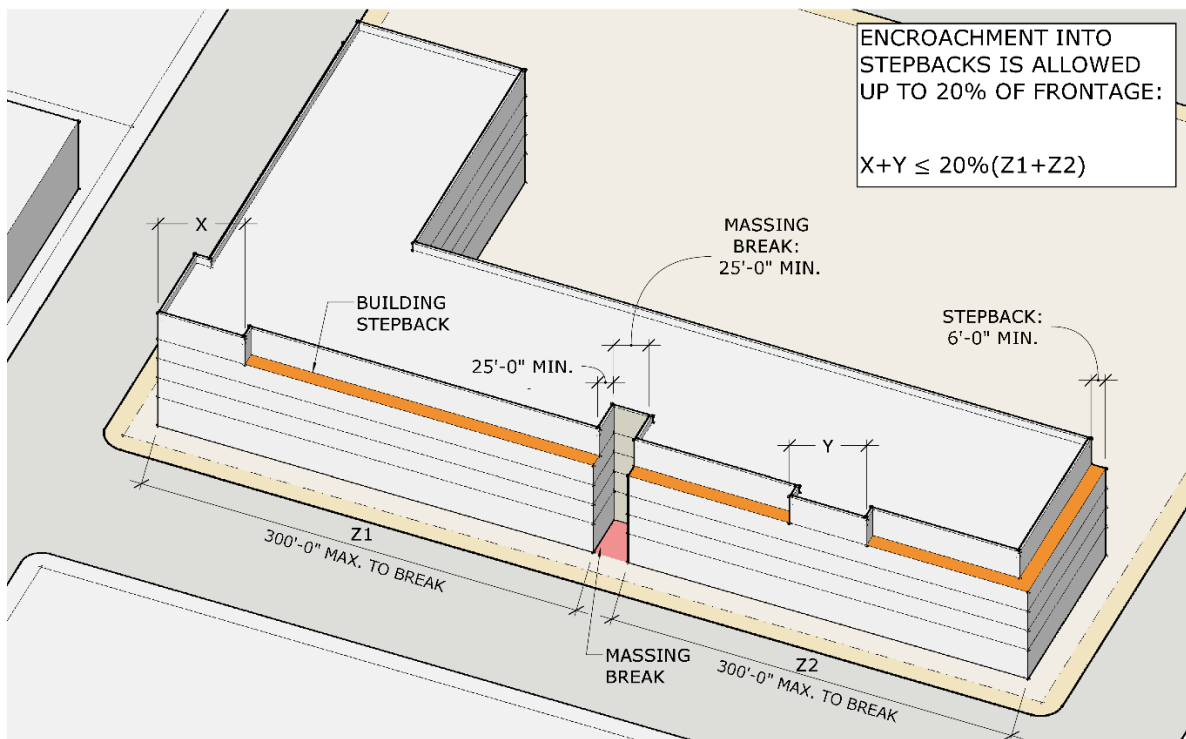


Illustration: Massing Break

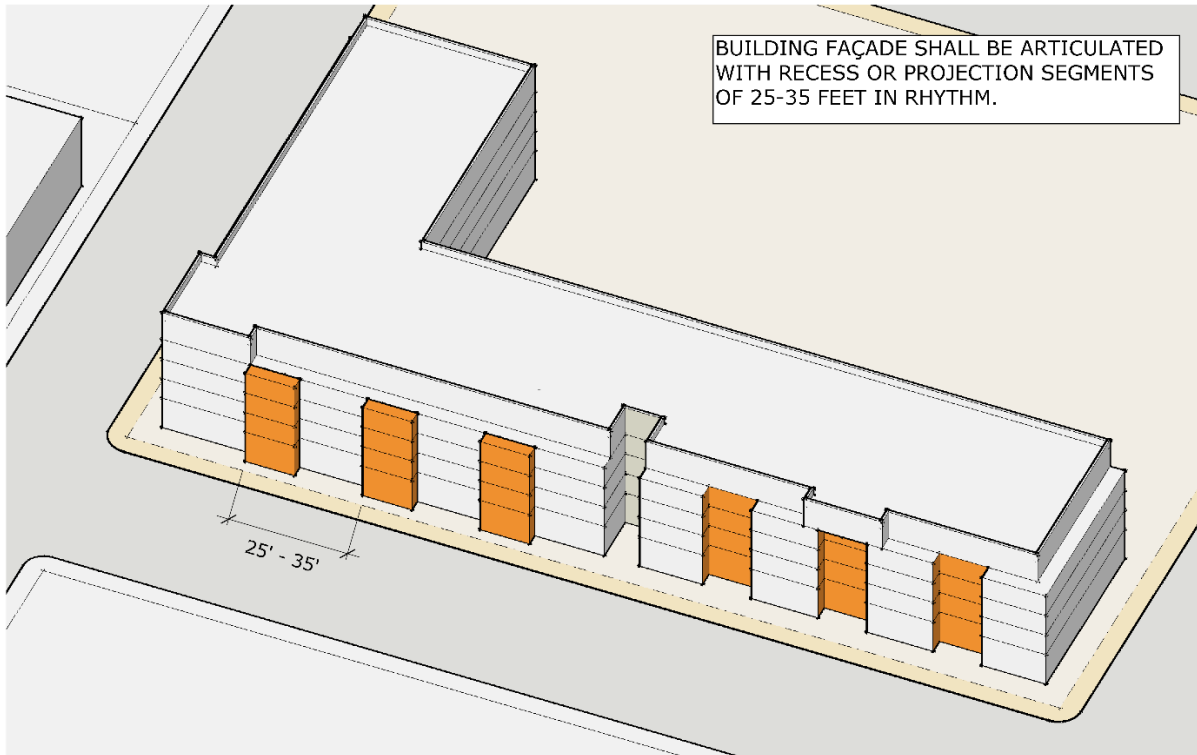
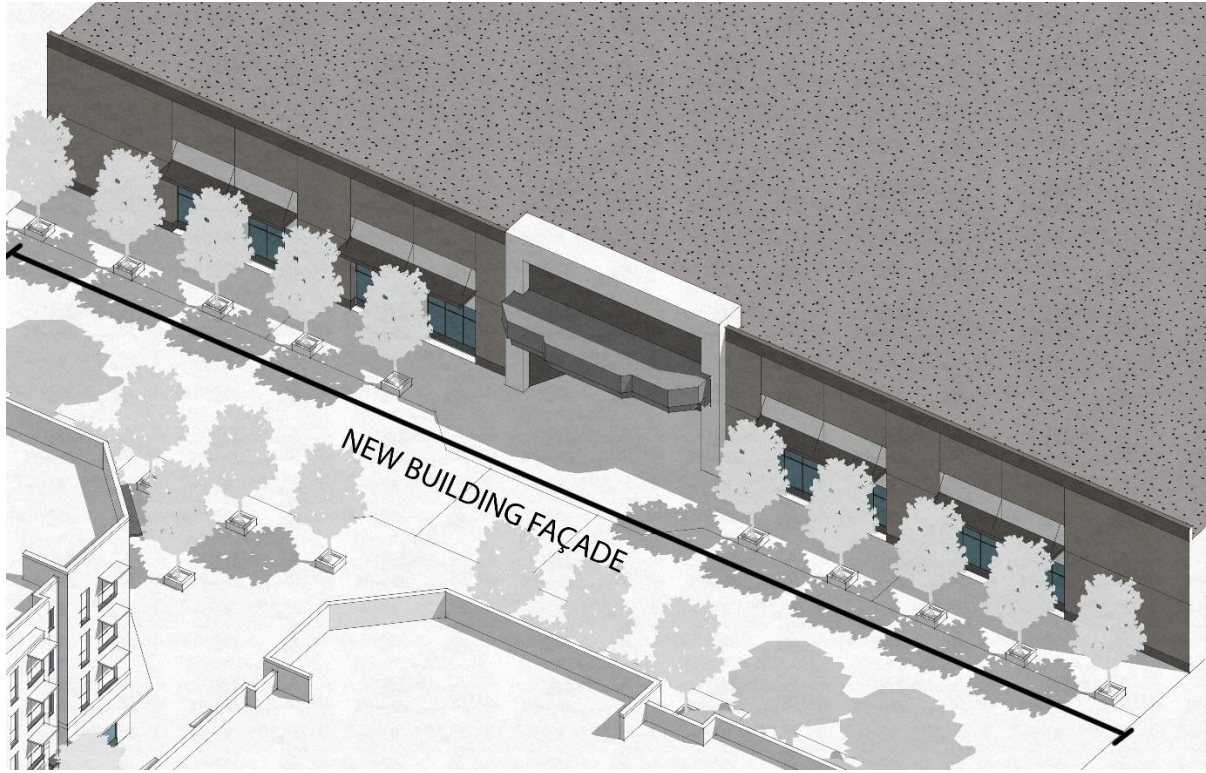


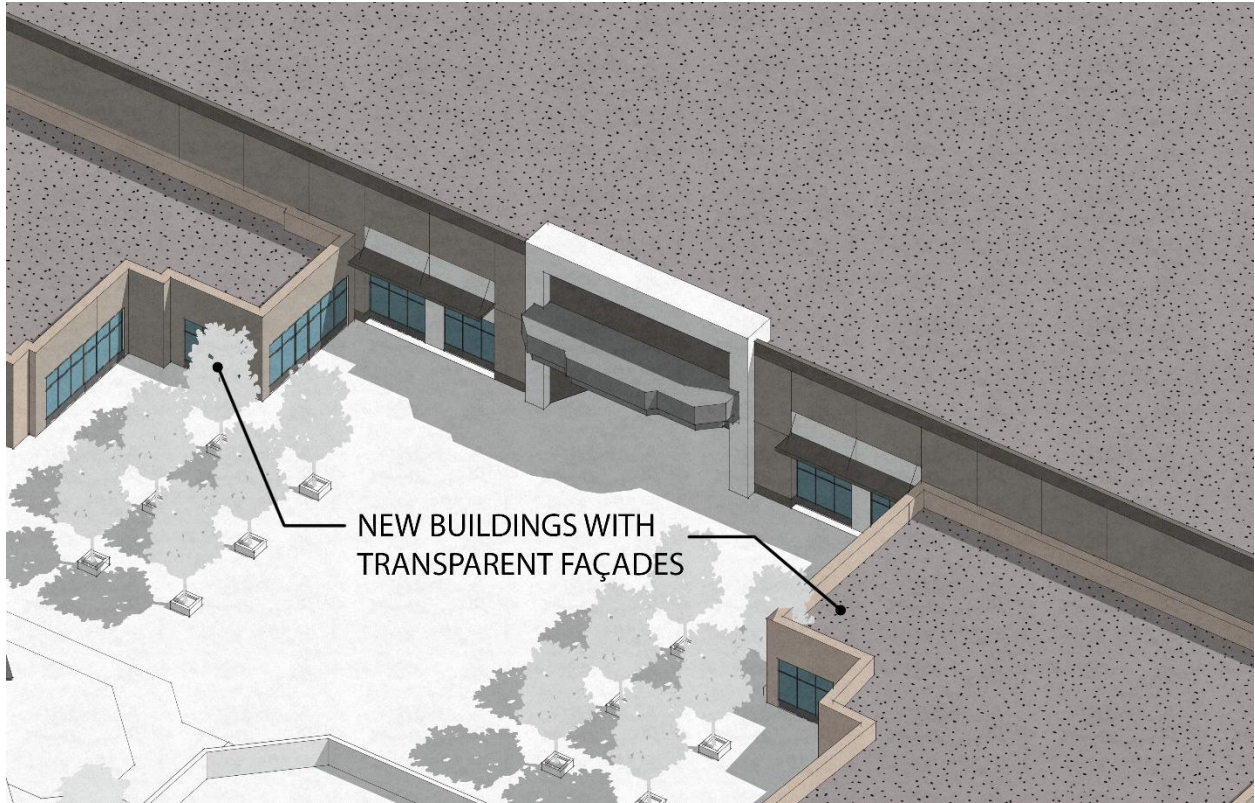
Illustration: Building Articulation

5. Mall Building Renovations: When a major existing mall building (e.g. existing major tenant space) is removed, the exposed façade shall be upgraded or renovated to improve the connectivity and transparency of the mall to adjacent development.

- Upgraded facades should include new windows into the interior shops, or creation of a new pedestrian entry.
- Additional buildings or space may be added to the existing mall building that provides active uses such as retail or restaurant uses that face out into a plaza or other active open space.



Mall Building Renovation - Illustration of New Building Façade Concept



Mall Building Renovation – Illustration of Additional Building Concept

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APPENDIX A: FRAMEWORK CONCEPT DIAGRAMS

Figure 1: Parcelization and Ownership

Figure 2: Circulation and Open Space Concepts

Figure 3: 6th Cycle Housing Element Allocations

FIGURE 1

