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September 27, 2007

Mr. Brian Pianca
Trammell Crow Residential
1810 Gateway Drive, Suite 240
San Mateo, CA 94404-4062

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RE: Noise Assessment and Design Recommendations,
South Main Street Apartments Project, Milpitas

**CITY OF MILPITAS
PLANNING DIVISION**

Dear Mr. Pianca,

I have reviewed the acoustical aspects of the drawings and design documents for the subject project relative to City of Milpitas and California multiple-family residential noise planning requirements. This report presents the results of the noise study, which includes on-site and area noise monitoring, projection of future DNL/Ldn noise levels, a description of architectural details relevant to noise protection performance, and general recommendations for compliance with City of Milpitas planning criteria [1] and California Noise Insulation Standards [2].

PROJECT DESCRIPTION [3]

The proposed South Main Apartments project includes 397 units in three multiple-story structures. Building 1 is a four-story 192-apartment building that includes a multiple-story parking garage accessible on the east side, while Building 2 is a five-story 117-apartment building, also with a multiple story parking garage accessible on the east side. Building 3 is a four-story 88-apartment building without parking in the building. There are three types of units in the three apartment buildings: 575-640 square foot studios, 660-810 square foot 1 bed and 1 bath apartments, and 980-1120 square foot 2 bed and 2 bath apartments. The project site is 6.4 acres, bounded on the north and south by commercial uses, on the east by the Southern Pacific railroad right-of-way, and on the west side by South Main Street, with an existing residential development across the street. This report evaluates the complete project build-out scenario.

SUMMARY OF FINDINGS

The primary source of noise at the project site is traffic on South Main Street adjacent to the site, a divided four-lane arterial, and sporadic railroad operations adjacent to the site on the east side. Typical vehicle passby noise levels are 60-70 dBA at 50 feet. Trucks, motorcycles, and poorly-muffled vehicles produce peak levels 5 to 15 dBA higher on passby. Background noise levels are established by several high volume roadways, primarily the I-880 freeway ½ mile west, and to a lesser extent Great Mall Parkway ¼ mile north and Montague Expressway ¼ mile south. Aircraft overflights create sporadic noise incidents of 60 to 70 dBA throughout the day. The Southern Pacific railroad right-of-way is adjacent to the site, with several operations each day with passby noise levels in the range of 80-90 dBA on the site. The tracks are 30 feet from the property line.

Based upon site noise measurements, anticipated future traffic volumes and site noise modeling, the worst-case DNL/Ldn Design Level for the units directly adjacent to South Main would be 68-72 dBA, and those adjacent to the railroad right of way would be 65-68 dBA. The Design Level is the outdoor noise level that the project structures with the highest exposures must mitigate to meet minimum standards for interior noise environment.

To meet City of Milpitas noise planning criteria and California Noise Insulation Standards for residential multi-family buildings, the following design measures must be met:

- A long-term interior noise level not exceeding 45 L_{dn} due to exterior sources must be provided. To provide the proper protection from both DNL and peak noise levels a minimum building shell noise transmission loss of 30 dB for the units both on the west side facing South Main and on the east side facing the railroad would be required.
- Party wall assemblies between residential units must have a minimum 50 STC (Sound Transmission Class) rating. Standard STC ratings for different types of party wall constructions are documented in References 6 and 7.
- Floor/ceiling assemblies between attached residential units should have a minimum 50 IIC (Impact Insulation Class) rating, as well as a 50 STC rating. The IIC and STC ratings for floor/ceiling constructions are documented in References 6 and 7.
- Milpitas General Plan recommendations for protection of outdoor activity areas, such as patios and balconies, require a noise level of 68 dBA DNL/Ldn. [1] [8]

City of Milpitas General Plan Noise Element Guidelines for multifamily residential land uses include a "Normally Acceptable" designation for projects with a DNL/Ldn of 65 dBA or less, and a "Conditionally Acceptable" designation for projects with a DNL/Ldn of 70 dBA or less, which requires a detailed noise study of mitigation measures needed [1].

NOISE MONITORING AND DESIGN NOISE LEVEL ANALYSIS

Field noise measurements for the project were made during the morning commute period of January 3, 2006, with a CEL-440 Precision Noise Meter and analyzer, calibrated with a B & K Model 4230 Sound Level Calibrator. The four measurement locations were chosen to represent the exposure of project residential units closest to South Main Street and the Southern Pacific railroad, as well as other key residential receptors that could be affected by traffic increases due to the project. Measurements were made at ground level at the following key receptor locations, as shown in the area map (Appendix B):

- Location 1 – near the existing two-story multi-family residences adjacent to Abel Street north of Great Mall Parkway; approximately 25 feet from the nearest lane of Abel Street
- Location 2 – near the existing single-family residences adjacent to Abel Street just north of the South Main Street intersection; in the small strip park behind a 5 foot noise wall, approximately 40 feet from the nearest lane of Abel Street
- Location 3 – near the proposed location of project units closest to South Main Street at the central project entrance; approximately 40 feet from the nearest lane of South Main Street (west boundary)
- Location 4 – in mobile home park near the proposed location of project units closest to the railroad right-of-way at the back of the site (east boundary).

Existing Noise Levels

Noise levels were measured and are reported using percentile noise descriptors as follows: L_{90} (the background noise level exceeded 90 % of the time), L_{50} (the median noise level exceeded 50% of the time), L_1 (the peak level exceeded 1% of the time), and L_{eq} (the average energy-equivalent noise level). Measured noise levels are presented in Exhibit 1. The L_{dn} noise levels were computed as the long-term average of L_{eq} using the typical hourly traffic distribution in the area, with standard weighted penalties for the nighttime hours.

Noise levels at location 1 are dominated by Abel Street traffic, with background levels set by traffic on I-880 and Great Mall Parkway, even though they are several hundred feet away. Noise levels at location 2

also are established by high traffic volumes on Abel Street, although they are lower because of the noise wall protection. Location 3 noise levels represent the noise exposures for the project units nearest South Main Street. Location 4 noise levels at the back of the site are very quiet most of the time, since they are not near any traffic sources, but they also have the closest proximity to the train operations. Train operations are infrequent, a few each day typically, and none occurred during the measurement periods. Aircraft overflights produce sporadic noise levels of 60 to 70 dBA, similar to the noise levels of passing vehicles.

**EXHIBIT 1
EXISTING NOISE LEVELS (dBA)
South Main Street Residential Project - Milpitas**

Measurement Location	L ₉₀	L ₅₀	L _{eq}	L ₁	DNL/ L _{dn}
1. Abel Street north of Great Mall Parkway	59	65	68	76	70
2. Abel Street at South Main Street intersection	47	54	58	68	61
3. Project – South Main Street near site entrance	55	63	67	77	68
4. Project – east side of site	45	47	54	66	56

To determine the performance required by the project buildings to provide the proper interior environment, the 'Design Level' must be evaluated. Milpitas requires the Design Level be computed as the outdoor noise level anticipated in the next twenty years for the residential units experiencing the highest noise exposure. In this case the Design Level is based on traffic study projections for year 2025.

Future Traffic Noise Levels

As described previously, the units closest to South Main Street would be exposed to the traffic-generated Design Level. The units near the railroad at the back of the site, represented by receptor 4, have a different noise environment, which is evaluated in the next section. The traffic-generated Design Level is computed based on measurements of present noise levels and projections of future traffic volumes from the Fehr and Peers project traffic study [4], as modeled with an enhanced version of the National Cooperative Highway Research Board traffic noise model [5]. Procedures used in field noise measurement and for traffic noise modeling are described in the Appendix, Page A-1.

Existing and anticipated future traffic volumes for South Main Street, Abel Street and other nearby roads are taken from the project traffic study [4]. Offsite receptor locations 1 and 2 have the highest percentage increases in project traffic among the many potential off-site receptor locations in the vicinity of the project, and hence they were the locations analyzed for potential noise impact. All other receptor locations would have less impact from project development. The project build-out condition, including background trips and project trips in 2025, was used for the noise analysis.

Existing afternoon peak hour traffic on Abel at receptor 1 is about 1500, increasing to about 1900 in 2025, including 125 project trips. The total traffic increase is about 30%, but only about one fifth of the increase is from project traffic. Existing afternoon peak hour traffic on Abel at receptor 2 is about 900, increasing to about 1100 in 2025, including 165 project trips. The total traffic increase is about 25%, and being closer to the project, about three quarters of the increase is from project traffic. Existing afternoon peak hour traffic on South Main at the project (receptor 3) is now approximately 1250 trips, increasing to about 1500 in 2025, including 200 project trips. At this location the project represents most of the 20% total traffic increase.

Noise modeling based on the increased traffic volumes described above provides the anticipated future project noise levels shown in Exhibit 2, which assumes that the physical characteristics of Abel and

South Main Street remain the same as at present. Basically, there is a maximum increase in noise levels of about 1-2 dB including background trips and the project, which is not a noticeable increase. Note also that noise levels for upper floors of the nearest project units facing the street would be 2-3 dB higher than those on the first floor because of increased reflections from the road surface. Therefore the estimated worst-case noise levels, the architectural Design Level, would be 72 dBA for upper floor units closest to South Main Street.

**EXHIBIT 2
FUTURE NOISE LEVELS – DNL/Ldn, dBA
South Main Residential Project Site - Milpitas**

Receptor Location	Ground Level	Upper Floors
1. Near Abel Street north of Great Mall Parkway	70-71	71-72
2. Near Abel Street at S. Main intersection (behind wall)	61-62	63-64
3. Project – adjacent to South Main Street	67-68	69-72
4. Project – east side of site near railroad, no wall	65-66	67-68
4a. Project – east side of site near RR, with 8' noise wall	60-61	66-67
5. Project – interior areas of site	55-62	55-60

Future Train Noise Levels

There is no change in train noise levels that would be produced by the project, such as there is in traffic noise. However, the train contributes to the project noise environment, and this contribution is analyzed in this section to determine its potential impact on the project. There are daily railroad operations on the adjacent Southern Pacific tracks. Southern Pacific has stated that details of its operations is company confidential information, so several of the mobile home park residents were asked about the train operations and their impact. This anecdotal information has been used to create an estimate of the average train activity and from it the associated DNL/Ldn noise levels were computed.

There are usually 1 to 2 freight trains during the day, and generally 1 before midnight. Speeds are slow (less than 25 mph), and the number of cars varies, so the duration of train noise can be from 2 to 10 minutes. The horn is sometime used, in short bursts. The distance from the track to the nearest residences as planned is about 90 feet, producing a passby noise levels of about 85-88 dBA. Assuming two 4-minute daytime trains per day (100 cars) and one nighttime 3-minute train (75 cars), a DNL of 66-68 dBA would be produced at the units closest to the tracks, without mitigation.

Note that although noise levels for the brief train operations are relatively high, because the total amount of train time is low on a 24-hour basis, 5 to 15 minutes a day, even at a relatively close distance the train operations raise the DNL at the back of the site to about the same average noise levels as that established by traffic for the residences next to South Main Street.

This project is adjacent to commercial properties on the north and south sides, with the associated types of commercial noise sources that could cause sporadic noise on the project, such as client traffic. However, the proximity to more continuous transportation background noise would cover most types of incidental commercial noise.

NOISE EXPOSURES AND COMPATIBILITY GUIDELINES

City of Milpitas General Plan Guidelines for multiple family residential land uses includes a Normally Acceptable DNL or Ldn of 65 dBA [1]. Noise levels above the 65 dBA criterion require architectural treatments to insure an interior Ldn of 45 dBA from exterior noise sources. California Noise Insulation

Standards [2] have the same requirement for new multi-family housing developments. In residential locations that have an exterior L_{dn} of 60 dBA or more, such as this site, a professional acoustical report must be submitted describing the required steps to meet the interior 45 dBA L_{dn} standard. This report responds to that requirement.

Outdoor Courtyard Noise Levels

The interior courtyard areas would be protected by the surrounding residential buildings and hence would have exterior DNL/Ldn noise levels between 55 – 62 dBA.

Balconies

All or most of the units have balconies, which the City of Milpitas requires to be protected as an outdoor activity area to a noise level of 68 dBA DNL/Ldn [8]. Since those balconies on upper floors facing South Main Street would have noise exposures of 69 to 72 dBA, this would require at least partial enclosures to protect those using the balconies.

Interior Residential Noise Levels

As described in the previous section, the worst-case project Design Level for architectural design purposes is 72 dBA Ldn for upper floor units adjacent to or near South Main Street. Although the units at the back near the railroad would have a somewhat lower DNL/Ldn of 66-67, they should also have a 72 dBA Design Level target to protect them from higher train passby noise levels. Therefore to achieve an interior noise level of 45 dBA L_{dn} , a minimum noise reduction of 30 dB should be provided by exterior elements of the building, particularly those elements facing and near South Main Street on the west side and the railroad on the east side.

The transmission loss of architectural building elements is designated by Sound Transmission Class (STC) ratings for wall elements and by Impact Insulation Class (IIC) ratings for floor/ceiling assemblies, both of which are methods of estimating the inherent ability to attenuate noise transmission. As shown in Exhibit 2, units at the north and south ends and the interior of the site would have somewhat lower noise levels, due to both distance and shielding effects. But these lower levels typically are still near 60 dBA Ldn nevertheless.

Standard wood and gypsum exterior wall constructions have STC ratings of approximately 40 dBA or more. Standard hollow-core doors and openable single pane windows are rated at 21-22 STC. Typical dual-layer thermal pane windows are rated at 26-30 dB STC. Except for actual cracks and openings in a structure, doors and windows are usually the weakest elements in the design and construction of a good sound-rated building, and usually reduce the overall protection provided by the more substantial wall structures.

A second aspect of noise performance covered by the State Noise Insulation standards is to minimize noise transmission of party walls between attached living units. The keys to reducing noise transmission between living units are to maximize the air space, provide noise-absorbing materials, provide substantial mass in the building elements separating adjoining units, and to decouple structural elements, i.e., minimize solid connections between units. Party wall assemblies between living units must have a minimum 50 STC (Sound Transmission Class) rating, while floor/ceiling assemblies between living units must have a minimum 50 STC, as well as a minimum 50 IIC (Impact Insulation Class). The primary reference for determining noise performance of building elements is the "Catalog of STC and IIC Ratings for Wall and Floor/Ceiling Assemblies" [6] and the "Fire Resistance and Sound Control Design Manual" [7].

RAILROAD VIBRATION IMPACT ASSESSMENT

To assess the potential for significant vibration impacts at the project site, the CALTRANS report on "Transportation Related Earthborne Vibrations" [9] and the "Anchorage Rail Capacity Improvements Noise and Vibration Study" [10] are used as guidelines. Both documents present data on maximum Vibration Levels (or Peak Vertical Particle Velocity) generated by nearby freight or passenger railroad operations, and assess potential resident annoyance, as well as potential architectural damage. Using data from the highest vibration conditions from both studies, this information provides a worst-case assessment of the potential vibration impacts for the South Main project.

The closest project residential units on the east side of the site would be located approximately 90 feet from the active Southern Pacific tracks. According to the train vibration studies, at this distance a worst-case vibration level of less than 2.0 mm per second could be expected, which is identified as "noticeable", but is less than half of the vibration level at which there is "clear annoyance" or where there is a risk of architectural damage. Since the trains adjacent to the project are going slow on a straight track, as opposed to the worst-case conditions on which the ratings were based, these assessments are considered very conservative, and vibration perceptions are not expected to be significant even for nearest residents.

ARCHITECTURAL DESIGN RECOMMENDATIONS

Following are assessments of the project design drawings [3], and recommendations for meeting the criteria for residential noise insulation design by the South Main Residential development:

- A. **WINDOWS.** Windows must have an STC rating of at least 30 for units that are within 100 feet of the nearest traffic on South Main Street and within 100 feet of the railroad tracks. Windows with at least an STC rating of 25 could be used for windows in other building locations if desired. Openable double-glazed thermal windows, with two 1/8" lights separated by a 5/8" to 3/4" air space and good weather seals, typically have noise ratings in the range of 27-31 STC.
- B. **EXTERIOR DOORS.** Residential doors leading directly to the outside on the South Main Street and railroad sides of the site, including doors on balconies, should meet an STC rating of 30 to match the overall mitigation criteria for those buildings with high noise exposures. Exterior doors in other locations with lower exposures could have doors with STC ratings of 24-26 dBA.
- C. **BALCONIES FACING SOUTH MAIN STREET AND RAILROAD.** Outdoor activity areas such as balconies must be protected to a level of 68 dBA Ldn [1] [8]. Balconies facing South Main Street should be protected to a 68 dBA level with glass partial enclosures to a height of 6 feet.
- D. **SOUND WALL – EAST SIDE.** Railroad noise levels at ground level can be reduced by 5 to 7 dB with a double wood or masonry wall on the property line eight feet high.
- E. **PARTY WALL ASSEMBLIES.** For minimizing noise transmitted between attached residential units, a party wall assembly should have several inches of air space, fiberglass insulation and minimal structural connections, and typically Resilient Channel on one side of the assembly, in order to meet the 50 dBA STC requirement. Acceptable types of party wall assemblies are described in References 6 and 7.
- F. **FLOOR-CEILING ASSEMBLIES.** To minimize noise transmitted through floor-ceiling assemblies separating residential units, an STC rating of 50, as well as an IIC rating of 50, must be met. Acceptable types of floor-ceiling assemblies are described in References 6 and 7.
- G. **VENTILATION.** Mitigation of outside noise is based upon windows that are closed in order to provide the required noise protection, so ventilation is required. Therefore, all units, particularly those units nearest the noise sources producing the primary noise, must have a ventilation system that provides a habitable interior environment with the windows closed, regardless of outside temperature.
In addition, if air conditioning units are installed, the noise levels produced by the AC units must not themselves cause a noise problem for any of the residential units associated with the project or adjacent residential properties. In this project, the AC systems are internal central systems that would create a problem for other residential units.

H. GENERAL DESIGN AND CONSTRUCTION PRACTICES. Good noise design must be implemented by good field construction practices or the design performance will not be achieved. This includes minimizing all penetrations of and connections between party wall and floor/ceiling assemblies, and non-hardening acoustical sealant around any necessary penetrations.

If I may be of further assistance on this project, please do not hesitate to contact me.

Respectfully submitted,

Stan Shelly

H. Stanton Shelly
Acoustical Consultant
Board Certified Member (1982),
Institute of Noise Control Engineering

REFERENCES

1. "Chapter 6 - Noise Element", General Plan, City of Milpitas Planning Division, March 19, 2003.
2. "Noise Insulation Standards," Section 3501, Title 24, Part 2, California Building Standards Code, revised September 1989.
3. Project design drawings: South Main Street Apartments, KTG Group Inc, Irvine, CA, Aug 2007; Project site plan: Nolte Civil Engineering, San Jose, CA, Aug 17, 2007.
4. Project Traffic Study, Fehr and Peers, San Jose, May 20, 2005.
5. *Highway Noise - A Design Guide for Highway Engineers*, National Cooperative Highway Research Program Report 117, Highway Research Board, National Academy of Sciences, Washington, D.C., 1971 (model enhanced and field validated by ECS).
6. DuPree, Russell B., *Catalog of STC and IIC Ratings for Wall and Floor/Ceiling Assemblies*, California Dept. of Health Services, Office of Noise Control, Berkeley, CA, Feb. 1980.
7. "Fire Resistance and Sound Control Design Manual", 17th Ed., Gypsum Association, Washington, DC, 2003.
8. Communication with Milpitas Planning Analyst on protection of outdoor activity areas ("Playgrounds and Parks") per the General Plan, July 2007.
9. Hendriks, Rudy, *Transportation-Related Earthborne Vibrations*, Tech Advisory Report TAV-02-01-R9601, California Dept. of Transportation, Sacramento, CA; Feb 20, 2002 (based on CALTRANS studies over the years 1958 to 1994).
10. Alaska Rail Capacity Improvements MP110-114 Noise and Vibration Study, Alaska Railroad Corporation, Anchorage, AK; January 2003.

Appendix A – Environmental Noise Measurement and Analysis Procedure

1. Select monitoring sites as representative of worst-case sensitive receptor areas, topography, noise sources, and noise transmission characteristics.
2. Make field noise measurements of individual sources and long-term statistical variation on the project site and, if appropriate, on access routes to the project, 20-30 minutes in each location.

Equipment:

Noise Distribution Analyzer, CEL Model 440

Precision Integrating Sound Level Meter, Rion Model NL-11

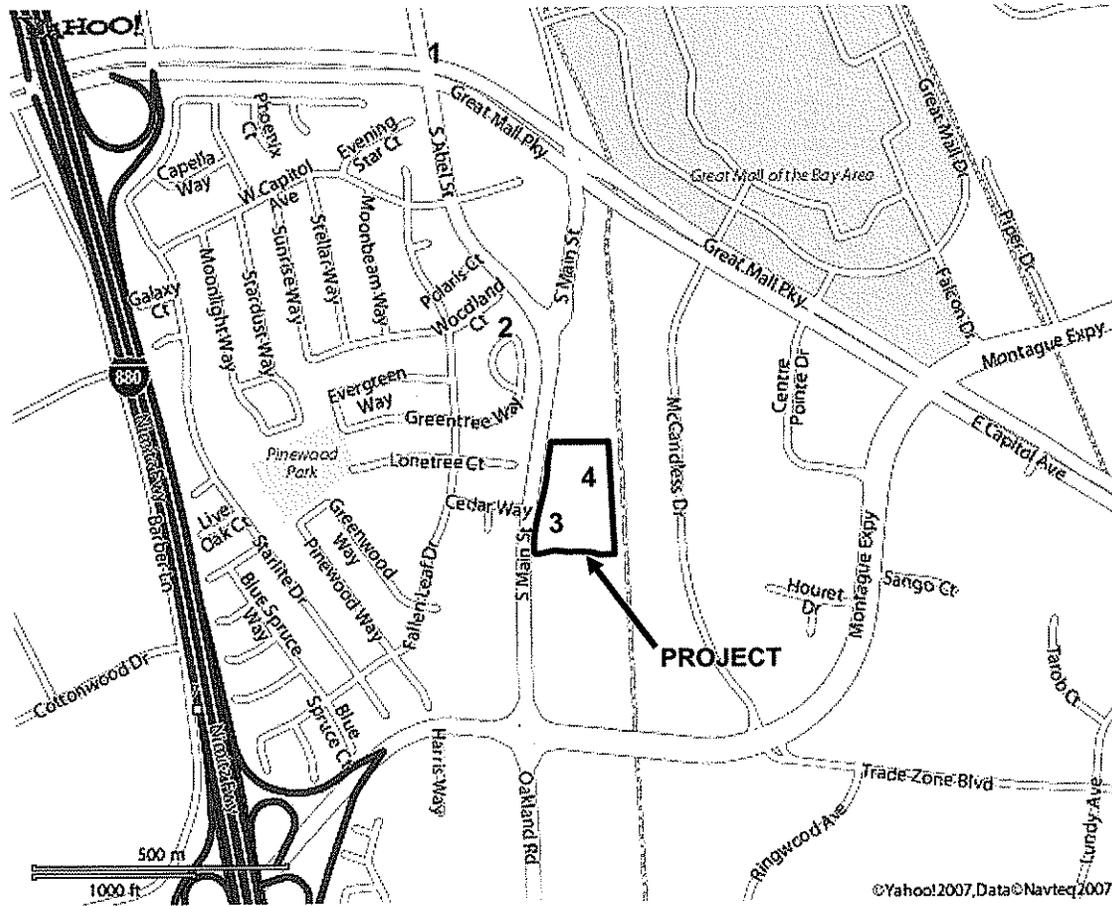
Sound Level Calibrator, Bruel and Kjaer Model 4230

3. Record peak noise levels for individual sources and incidents, and the statistical descriptors of interest, such as L₉₀, L₅₀, L₁₀, L₁, and L_{eq}.
4. Based upon field measurements and transportation noise modeling, determine source/distance relationships on the project site.
5. Compute L_{dn} values from field measurements and traffic noise model based on traffic volume variation throughout the day. Without specific hourly traffic count data, use standard average Northern California commute-based volumes as follows:

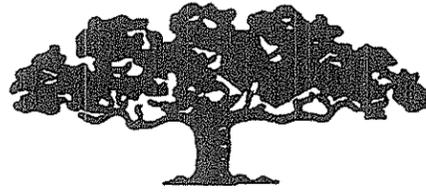
Typical Daily Traffic Volume Model

Period	Hours	Hourly Vol (% ADT)
A. 7 a.m. — 9 a.m.	2	7.5
B. 9 a.m. — 4 p.m.	7	5.6
C. 4 p.m. — 7 p.m. (no peak)	2	7.0
D. 7 p.m. — 10 p.m.	3	4.0
E. 10 p.m. — Midnight	2	2.5
F. Midnight — 7 a.m.	7	0.7
G. Peak Hour	1	10.0

Appendix B – South Main Street Apartments Project Area Map



Noise Measurement Locations: N



Mayne Tree Expert Company, Inc.

ESTABLISHED 1931
CERTIFIED FORESTER

CERTIFIED ARBORISTS • PEST CONTROL • ADVISORS AND OPERATORS

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RICHARD L. HUNTINGTON
PRESIDENT

JEROMEY INGALLS
CONSULTANT/ESTIMATOR

October 4, 2007

535 BRAGATO ROAD, STE. A
SAN CARLOS, CA 94070-6228

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Mr. Brian P. Pianca
Trammell Crow Residential
1810 Gateway Dr.
Suite 240
San Mateo, CA 94404-4062

Dear Mr. Pianca,

RE: 1504, 1556, 1602, 1618, AND 1620 S. MAIN ST., MILPITAS

On September 28, 2007, at your request, I visited the above site. I will also give my recommendation as to which trees would be more suited to preserve during construction.

Method

The circumference of each tree was measured at 4.5 feet above grade. The circumference of multi-stemmed trees was calculated by adding the circumference of the largest leader to one-half of each of the remaining leaders. Each tree was given an identification number that was scribed onto a metal foil tag and placed on the trunk at eye level. This number correlates to the same number on the site map, showing the approximate location of each tree.

A condition rating for form and vitality has been given to each tree using the following table:

0	-	29	Very Poor
30	-	49	Poor
50	-	69	Fair
70	-	89	Good
90	-	100	Excellent

Lastly, a comments section is included to give more individualized detail for each tree and the reason for preservation or removal.

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PLANNING DIVISION

Summary

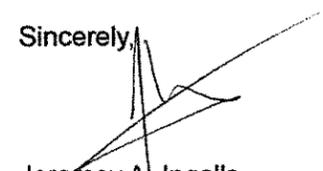
Most of the trees on this property are volunteers, have poor form and growth patterns, and have not been cared for properly. These conditions plus the footprint of the proposed construction plan have led me to recommend that all trees on the property be removed. No trees on the property are in good enough condition to warrant saving.

Any trees that will be planted would come from nursery stock and should have balanced canopies and good form at the initial planting, thus creating more aesthetically beautiful and less hazardous trees for the future.

Because no trees will remain on site during construction, a tree protection plan will not be needed.

I believe this report is accurate and is based on sound arboricultural principles and practices.

Sincerely,



Jeromey A. Ingalls
Certified Arborist WE #7076A

JAI:pmd



Tree Survey

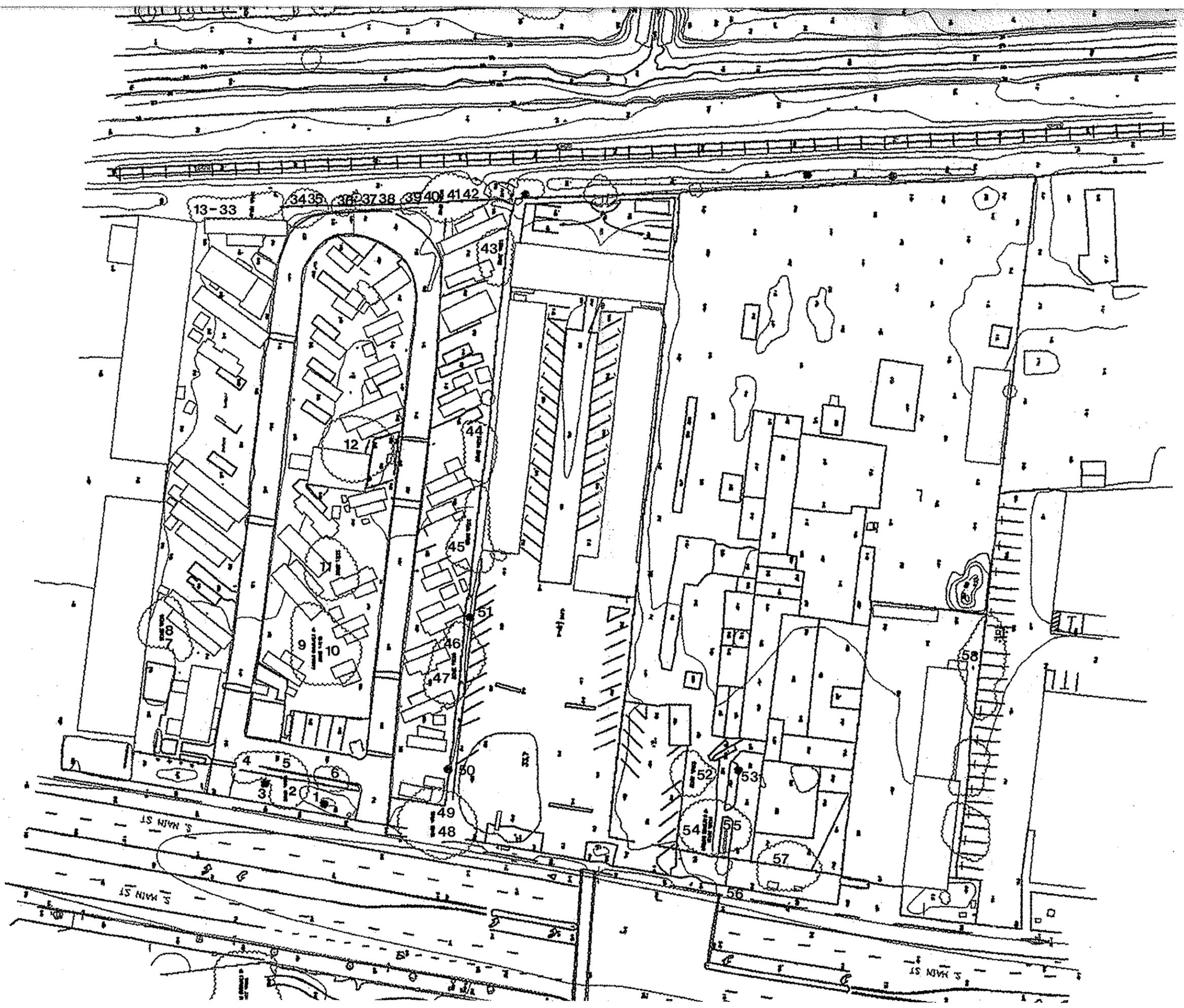
Tree #	Species	Circ. (inches)	Condition (percent)	Fate	Comments
1	Mexican Fan Palm	73.79	65	R	Outside trunk is burned from fire.
2	Pepper	49.93	60	R	Thinning canopy; next to utility grate.
3	Mexican Fan Palm	67.51	65	R	Excess amount of dead fronds.
4	Italian Cypress	63.11	65	R	Good form; location okay. Overgrown canopy; mature.
5	Silver Maple	34.23	45	R	Poor form & vitality
6	Silver Maple	19.15	0	R	Dead.
7	Avocado	41.13	50	R	2-stem; poor form.
8	Avocado	44.27	65	R	Good form; scale present on trunk. Outside edge of property.
9	Mulberry	59.97	50	R	Poor form; weak limb attachment.
10	Southern Magnolia	71.28	65	R	Some one-sided growth due to competition for light.
11	Mulberry	69.39	45	R	Fungus on trunk; old wound from fallen leader.
12	Silver Maple	90.43	45	R	3-stem; poor form. Several cavities throughout tree; limbs prone to failure.
13 – 33	Italian Cypress	18.84 – 21.98	50	R	Overgrown hedge.
34	Trident Maple	43.96	40	R	3-stem; poor form.
35	Trident Maple	44.59	40	R	2-stem; poor form.
36	Italian Cypress	36.11	45	R	Poor form.
37	Italian Cypress	37.37	45	R	Next to fence; poor form.
38	Italian Cypress	44.59	45	R	Overgrown; next to fence.
39	Italian Cypress	38.31	45	R	Poor form; multi-stem.

15 protected

Tree #	Species	Circ. (inches)	Condition (percent)	Fate	Comments
40	Italian Cypress	40.19	45	R	Overgrown; mature.
41	Stone Pine	66.88	50	R	One-sided growth; heavy canopy.
42	Avocado	47.73	35	R	Poor specimen; 5-stem.
43	Peach	56.52 (est.)	55	R	Cannot get to trunk. No tag on trunk; has reached its mature age.
44	Privet	48.04	40	R	Poor specimen; 4-stem.
45	Siberian Elm	57.15	50	R	Thick, heavy canopy; poor form.
46	Camphor	44.90	50	R	Poor form.
47	White Birch	38.62	40	R	Poor form; fungus present.
48	Pepper	108.02	60 <i>Fair</i>	R	Healthy canopy; good location.
49	Privet	36.11	45	R	Poor specimen.
50	Mexican Fan Palm	77.24	60	R	Poor location; excess dead fronds.
51	Date Palm	129.68	0	R	Dead.
52	Black Locust	49.30	45	R	2-stem; poor form.
53	Mexican Fan Palm	59.97	50	R	Poor location.
54	Black Locust	57.15	45	R	Poor specimen; 4-stem.
55	Black Locust	51.81	40	R	Poor form; poor specimen; 4-stem.
56	Yucca	63.74	40	R	Poor form; poor specimen; 4-stem.
57	Pepper	73.48	45	R	Poor form.
58	Pepper	75.99	40	R	Poor form.

18 protected (37 inch)
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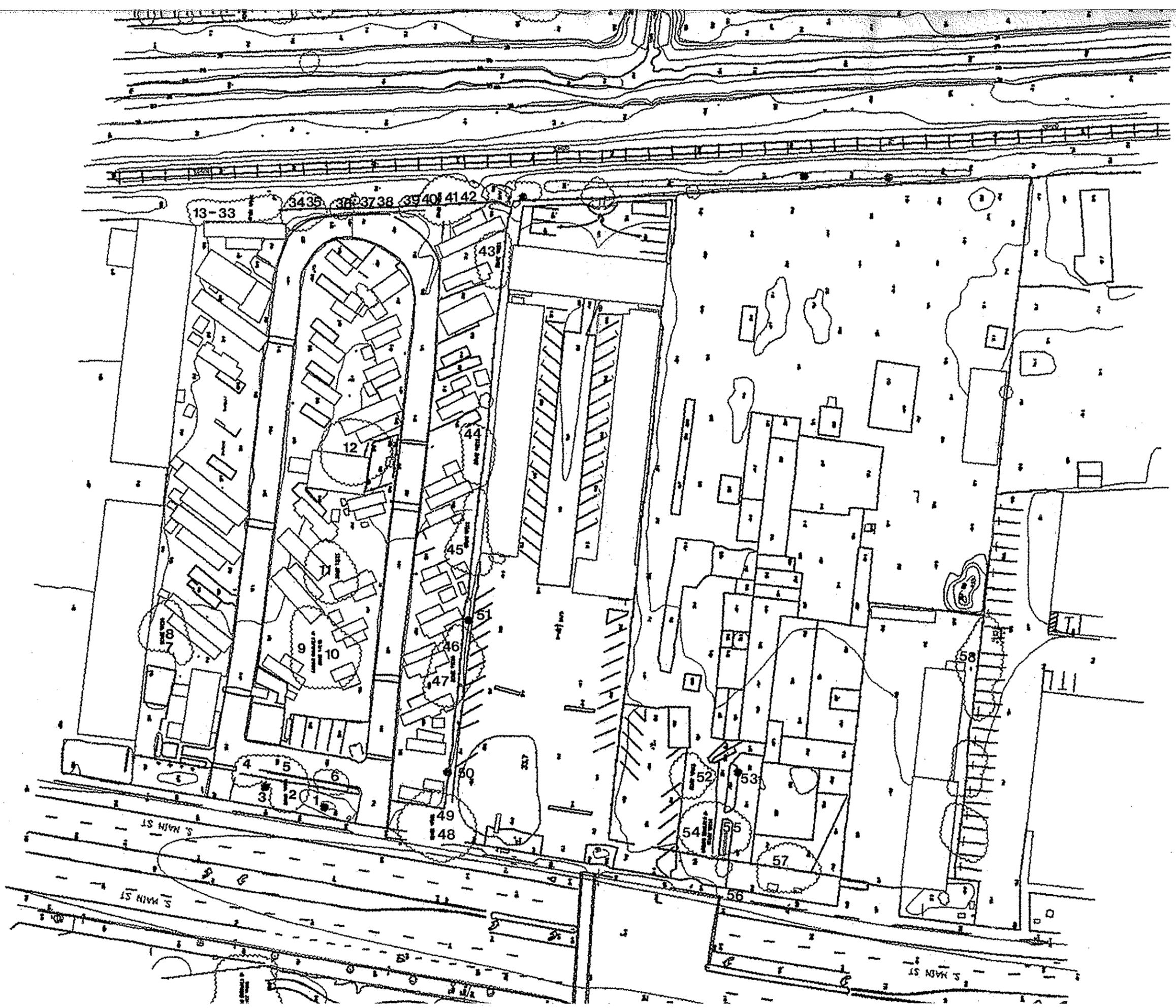
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S MAIN ST

S MAIN ST

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Cindy Maxwell

From: L L [len_labar@hotmail.com]
Sent: Wednesday, November 28, 2007 6:07 PM
To: Cindy Maxwell
Subject: RE 1504-1620 S. Main St. Development
Follow Up Flag: Follow up
Due By: Sunday, December 02, 2007 5:00 PM
Flag Status: Flagged

Trash this idea. We live in the Pines near Cedar Way and will fight and sue if it passes. You already have traffic, overcrowding at our schools, excessive overdevelopment, and a big rising problem with an economical adequate supply of city water and sewage dispersement. Given a down economy with declining home prices and foreclosures the developer must be crazy to think he can fill 387 units or anything close. We like convenient auto repair close by. The mobile home residents will not be able to afford to move elsewhere. This is the stupidist idea yet!! When will the city even listen and learn? Oh yeah, I forgot you didn't listen when we complained about the recent development mess you caused on Main St. already. We know where the money flows and I will do everything in my power to convince my friend to vote out the current incumbents in city hall.

Also, has anyone thought to factor into the city infrastructure the increased need for services, the increased traffic, crime, school overcrowding, and lack of schools and hospitals in the area? Not that this would stop you, but the fact you probably haven't means it will eventually cost you more than you'll intake in permits and tax revenue.

sincerely,

-Leonard LaBar (also speaking for Muntana LaBar, Jason LaBar, and Daniel LaBar at 43 Greentree Way, Milpitas)
http://www.geocities.com/len_labar/

"Nothing leads so straight to futility as literary ambitions without systematic knowledge."
H.G. Wells

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Cindy Maxwell

From: Len LaBar [len_labar@yahoo.com]
Sent: Saturday, December 29, 2007 6:11 PM
To: Cindy Maxwell
Cc: doublewhitelilly@hotmail.com; len_labar@hotmail.com
Subject: Re Trammell Crow development at 1504-1620 S. Main St. Milpitas

I am a long-time Milpitas resident of the Pines at 43 Greentree Way, Milpitas. This is in response to the Jan 15, 2009 public hearing notice Re Trammell Crow development at 1504-1620 S. Main St. Milpitas.

My objections are to:

1. The 397 units (the number of units) being built without regard to the city infrastructure (water, garbage, power, schools, police, firemen). We already faced a water price hike which residents rejected but which you'll override in a year. Zanker school is already overcrowded. This will overload the present infrastructure. Traffic problems will continue to increase.
2. You propose to waiver the height requirements. We are due for a 7+ richter scale quake. This will open the city to a lawsuit when the building comes down. We already can no longer see the hills with the mass developments you've approved.
3. Reducing the street building setbacks. We residents walk that way to the great mall. You will risk more pedestrian accidents, not to mention violating code.
4. Reducing parking requirements by 19 spaces. Are you insane? Residents will park on the streets and in the businesses across the street.
5. Vesting applicant to convert from apartments to condo's. This is just to exploit a loophole that prevents them from building condo's outright. Forget it!

In other words, I object to the entire letter/proposal.

Leonard F. LaBar
43 Greentree Way
Milpitas, CA 95035
(408) 946-4019

January 4, 2008

Cindy Maxwell
Project Planner
City of Milpitas
455 East Calaveras Blvd.
Milpitas, CA 95035

Dear Ms. Maxwell,

I recently received a letter regarding notice for deviations from the standards for a project applied for by Trammell Crow Residential. In the letter it stated that they are requesting to exceed standard height limits, reduce front and side street setbacks, and reduce required parking, as stated in the letter for "S" **Zone Application No. SZ2007-18, Use Permit No. UP2007-02 and Vesting Tentative Map No. MI2007-0001.**

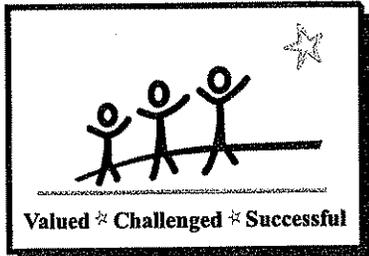
I went to the website listed by the city on the letter, and the plans for the project are not online as stated. The given website is

http://www.ci.milpitas.ca.gov/citygov/commissions/planning/planning_commission_agenda.htm
but that page is simply the list of Planning Commission Agendas for previous meetings; the January 9, 2008 agenda is not listed, and I could find no links for this proposed project. In looking through the city website I did find that there are two other proposed projects the same area, The Estrella Residential Project and the South Main Street Residential Project. Both of these projects look to be very nicely laid out, and do not appear to be exceeding any height limits. The addition of housing from these two projects, plus the fact that the land on the east side of South Main Street is designated for Multi-Family Very High Density already, means that there will be a tremendous increase in residences in the immediate area.

By reducing the setbacks, exceeding the height limitation, and decreasing the required parking, it would seem the developer is simply trying to pack as many units as possible into the space. The city has requirements for Very High Density developments that are based on standards researched and determined well before this project was ever considered. I am in favor of the concept of the development in this location, and would support the concept of the apartment project with studio, one and two bedroom apartments in four story buildings, however I must argue against the proposed deviations. It will lead to parking spilling out onto Main Street and into other developments, will create a development that is overcrowded, and will not maintain the look and feel the city planners envisioned when adopting the standards. The developer must redesign the area so the height, parking and setbacks follow the standards the city has set.

Sincerely,

T.K. Hayes
Property Owner
32 Lonetree Ct.
Milpitas, CA 95035



Milpitas Unified School District

1331 E. Calaveras Blvd., Milpitas, CA 95035

Web site: www.musd.org

Karl N. Black, Ed.D.

Superintendent

Tel: (408) 945-2310 Fax: (408) 945-2421

E-mail: kblack@musd.org

October 3, 2007

Ms. Cynthia Maxwell
City of Milpitas
455 E. Calaveras Blvd.
Milpitas, CA 95035

Re: Alexian South Main - Application for 397 apartment or condominium units located at 1556 S. Main Street.

Dear Ms. Maxwell:

We have received your notification of an application by Alexian South Main to construct 397 apartments or condominium units located at 1556 S. Main Street. This development project will generate students, increasing enrollment at Zanker Elementary School, Rancho Middle School and Milpitas High School.

The City of Milpitas has adopted the Midtown Specific Plan and plans to adopt the Transit Area Specific Plan to encourage the development of dense housing in the City's underdeveloped commercial/industrial areas (which includes this project). The mid range projection of new housing units that will be developed under these plans and other developments is approximately 10,000 units.

In order to mitigate the projected impact of this development, the District has assessed the projected enrollment and current facility capacity, identified alternate strategies for accommodating the enrollment growth of all city adopted projects and developed an implementation plan. The projected cost of these facility improvements is approximately \$147,000,000 excluding land and transportation cost, and is based on a preliminary schedule.

The plan to accommodate future enrollment growth requires several key changes:

- Develop a new elementary school in the Transit Plan area
- Conversion of an existing site into a middle school; joint use agreement for adjacent City park
- Conversion of an existing site into a high school
- Replace Spangler portables with a new 2-story 10 classroom building/ using the existing portables as interim housing while new school and new building are constructed.
- Build larger Multi-purpose building with 2 additional classrooms at Zanker
- Add four portable classrooms to Russell
- Increased need for student transportation

The construction projects and transportation needs will be phased. The actual timing of construction and the implementation of new transportation routes will need to be aligned with the rate of construction of new housing units and the resultant rate of student enrollment growth.

RECEIVED

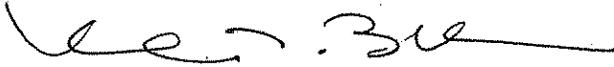
OCT 15 2007

**CITY OF MILPITAS
PLANNING DIVISION**

The District is currently reviewing a variety of potential funding sources for the capital improvement projects needed to accommodate the projected enrollment growth.

The developer fees currently collected for any new project go towards facility improvements to accommodate new students.

Sincerely,

A handwritten signature in black ink, appearing to read 'Karl N. Black', with a long horizontal flourish extending to the right.

Karl N. Black, Ed.D.
Superintendent

cc: Felix Reliford, City of Milpitas
Pam Kinzie, Kinzie & Associates



October 19, 2007

City of Milpitas
Planning Division
455 East Calaveras Boulevard
Milpitas, CA 95035-5479

Attention: Cynthia Maxwell

Subject: Alexan South Main Residential

Dear Ms. Maxwell:

Santa Clara Valley Transportation Authority (VTA) staff have reviewed the development plans for 397 condominiums or apartment units at 1556 Main Street. We have the following comments.

VTA provides bus service to the project site and maintains a bus stop on S. Main Street, opposite of Cedar Way. In order to provide convenient access to transit service, VTA staff recommends this stop be maintained and located just north of the intersection with Cedar Way and include the following improvements:

- A 22-foot curb lane or bus duckout consistent with VTA standards (attached).
- A 10' X 55' PCC bus stop pavement pad consistent with VTA standards (if a duckout is included, the entire duckout, including 50-foot approach and merging tapers, should be paved with PCC per VTA standards).
- An 8' X 40' passenger waiting pad.
- No trees or planter strips in the bus loading area

Thank you for the opportunity to review this project. If you have any questions, please call me at (408) 321-5784.

Sincerely,

A handwritten signature in black ink, appearing to read 'RM', is written over the word 'Sincerely,'.

Roy Molseed
Senior Environmental Planner

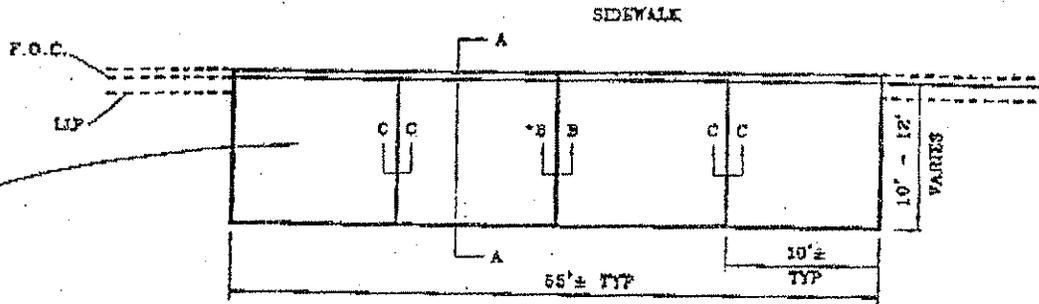
RM:kh

cc: Samantha Swan, VTA
ML0703

RECEIVED

OCT 23 2007

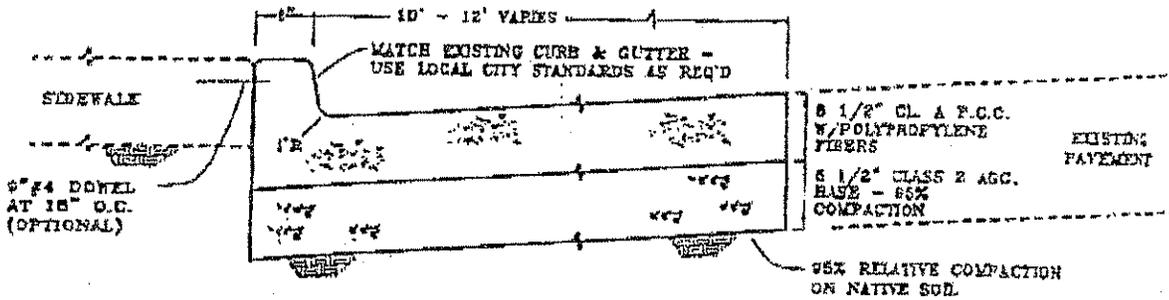
CITY OF MILPITAS
PLANNING DIVISION



SAWCUT AND EXCAVATE EXISTING PAVEMENT, INCLUDING CURB & GUTTER. REPLACE WITH P.C.C. PAVEMENT SECTION AND MONOLITHIC CURB.

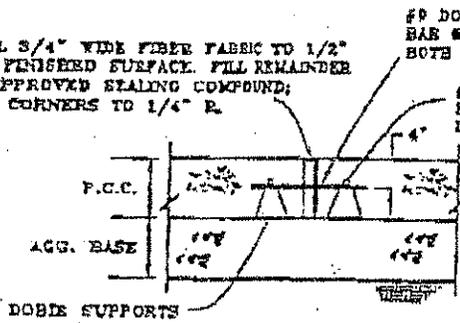
*EXPANSION JOINT SHALL BE PLACED AT 1/2 THE LENGTH OF THE P.C.C. PAD. IN LONG PADS, EXPANSION JOINTS SHALL BE PLACED AT APPROXIMATELY 50 FOOT INTERVALS OR AS SPECIFIED BY THE ENGINEER.

PLAN VIEW



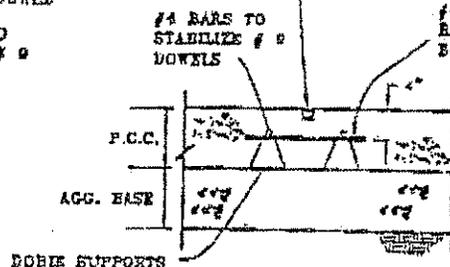
SECTION A-A
PCC PAVEMENT WITH
MONOLITHIC CURB

INSTALL 3/4\"



SECTION B-B
EXPANSION JOINT

2 3/4\"



SECTION C-C
CONTRACTION JOINT

NOTE: FOR TECHNICAL SPECIFICATIONS REFER TO ATTACHMENT 1.



SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

BUS STOP PAVEMENT DETAILS

FIGURE 26

TECHNICAL SPECIFICATIONS

1. P.C.C. pavement with monolithic curb and gutter shall conform to the provisions in Section 40, "PORTLAND CEMENT CONCRETE PAVEMENT," and Section 90, "PORTLAND CEMENT CONCRETE" of the State Standard Specifications and these special provisions.
2. P.C.C. pavement shall be class A with a flexural strength of 650 psi at the age of 28 days to be determined by Test Method ASTM C78. Polypropylene fibers (Fibermesh or approved equal), length 1/2", shall be added to the concrete at a rate of 1 1/2 lbs/cy.
3. After spreading and compacting, P.C.C. concrete shall be given a preliminary finish, which shall be smooth and true to grade. In advance of curing operations, the pavement shall be given a final rough broom finish with grooves having a depth of 1/8" perpendicular to the curb and gutter.
4. All newly - placed concrete shall be cured in accordance with the provisions in Section 90-7, "Curing Concrete," of the State Standard Specifications. Curing compound to be used shall be applied to the P.C.C. following the surface finishing operations immediately before the moisture sheen disappears from the surface and before any drying, shrinkage or craze cracks begin to appear. Curing compound shall be applied at a nominal rate of one gallon per 150 square feet. At any point, the application rate shall be within +/- 50 square feet per gallon of the nominal rate specified.
5. Sawcutting of the contraction joints must be performed within 24 hours after concrete has received final surface finish.
6. Contractor shall protect P.C.C. Pad as specified in Section 90-8.03, "Protecting Concrete Pavement" Where public traffic will be required to cross over new pavement, and if directed by the Engineer, Type III Portland Cement shall be used in concrete. When Type III Portland Cement is used in concrete, and if permitted in writing by the Engineer, the pavement may be opened to traffic as soon as the concrete has developed a modulus of rupture of 550 pounds per square inch. The modulus of rupture will be determined by Test Method ASTM C78.

No traffic or Contractor's equipment, except as hereinafter provided, will be permitted on the pavement before a period of ten (10) calendar days has elapsed after the concrete has been placed, nor before the concrete has developed a modulus of rupture of at least 550 pounds per square inch. Concrete that fails to attain a modulus of rupture of 550 pounds per square inch within 10 days shall not be opened to traffic until directed by the Engineer.

Equipment for sawing contraction joints (weakened plane joints) will be permitted on the pavement as specified in Section 40-1.08B, "Weakened Plane Joints," of the State Standard Specifications.

7. Contraction joints, expansion joints and gaps between the P.C.C. pad and the existing pavement section shall be cleaned and sealed prior to permitting traffic on the pad. Joint sealing compound shall be type "A" joint seal and shall conform to the provisions of Section 51-1.12F of the State Standard Specifications. The 2 component polyurethane sealant shall be State Specification 8030 - 61J - 01 or approved equal.

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

BUS STOP PAVEMENT DETAILS

ATTACHMENT 1 FOR FIGURE 26



1810 Gateway Drive
Suite 240
San Mateo, CA 94404-4062
(650) 349-1224
FAX (650) 227-1531

January 18, 2008

VIA E-MAIL

Mr. Cliff Williams, Chair
And Members of the Planning Commission
City of Milpitas
455 E. Calaveras Blvd.
Milpitas, CA 95035-5411

RE: Main Street Mobile Home and RV Park Update

Dear Chairman Williams and Members of the Planning Commission:

Trammell Crow Residential (TCR) is pleased to provide this monthly update on the status of the Main Street Mobile Home and RV Park in response to the Planning Commission's request at its October 24, 2007 hearing.

TCR submitted a Conversion Impact Report (CIR) in response to the Planning Commission's May 23, 2007 determination that the occupancy rate of the Park had fallen below 85% in accordance with the City's Conversion Ordinance (Title XI, Chapter 20 et seq.). On October 24, 2007, the Planning Commission unanimously voted 4-0 to recommend to the City Council that it make a finding that the CIR is in compliance with the requirements of Title XI Chapter 20 of the Milpitas Municipal Code. On November 27th, 2007 the City Council voted 4-1 that the CIR is in compliance with the requirements of the Milpitas Municipal Code.

Since our last update letter in December 2007, TCR has continued to oversee the maintenance of the Park and many issues that were raised by residents at the Planning Commission hearing have been addressed to ensure the safety and security of the residents. The recent maintenance efforts include:

- Replacing broken and burned out light fixtures.
- Removing debris and unoccupied mobile homes and recreational vehicles from recently vacated spaces.
- Placing additional fencing around vacant spaces to discourage illegal dumping.
- Disabling the electric meters of vacant spaces so they are not a hazard to the remaining residents.

Cliff Williams, Chair
January 18, 2008
Page 2

In addition to our efforts to clean up the park, our relocation assistance specialist firm, Overland, Pacific and Cutler (OPC), continues to provide hands on assistance and guidance during the Park closure in an effort to minimize any hardship associated with the relocation process. Many of the residents have chosen to take advantage of our tiered relocation package and have signed agreements to vacate the Park before January 31, 2008 in order to receive the maximum relocation benefit of \$9,500. As of today, a total of seventeen (17) tenants have signed exit agreements indicating they will vacate by the end of January and eleven (11) of these tenants have already relocated from the park. Currently, twelve (12) of the Park's forty-five (45) spaces are occupied and we expect to have no more than six (6) occupied spaces by the end of this month. TCR is pleased with the progress made at the Park, but also acknowledges that our oversight must continue until the Park is closed in Spring 2008.

Thank you for your consideration.

Very truly yours,



Peter Solar

cc: Michael J. Ogaz, Esq.
James Lindsay
Felix Reliford
Cindy Maxwell

TIMOTHY A. TOSTA, PARTNER
DIRECT DIAL NUMBER 415.356.4612
DIRECT FAX NUMBER 415.356.3864
EMAIL ADDRESS ttosta@luce.com

January 23, 2008

VIA ELECTRONIC MAIL

Mr. Cliff Williams, Chair
And Members of the Planning Commission
City of Milpitas
455 E. Calaveras Blvd.
Milpitas, CA 95035-5411

**Re: Trammell Crow Residential—Alexan South Main Project—"S" Zone
Application No. SZ2007-18, Density Bonus No. DB2008-0001, Use Permit No.
UP2007-0002 and Major Vesting Tentative Map**

Dear Chairman Williams and Members of the Planning Commission:

We represent Trammell Crow Residential ("TCR") in conjunction with its 387-unit condominium project ("Project") proposed for 1504-1620 South Main Street in Milpitas, CA, which the Planning Commission will consider at its meeting tonight. TCR seeks to provide high density, well-designed, transit-oriented housing at the southern gateway to the City of Milpitas, in keeping with the City's vision for the area as set forth in the Midtown Specific Plan. The Project achieves this result by:

- Conforming to the General Plan, Zoning, and Midtown Specific Plan designations for Multi-Family Very High Density with Transit Oriented Development.
- Reflecting high quality design with appropriate urban scale and balance consistent with the planning principles set forth in the Midtown Specific Plan.
- Creating an urban development with appropriate scale and massing to support the City's retail and transit services by way of a 9% density bonus.

Accordingly, we respectfully request that the Planning Commission support staff's recommendation and recommend approval of TCR's "S" Zone Application, Density Bonus, and Vesting Tentative Map.

Mr. Cliff Williams, Chair
January 23, 2008
Page 2

I. **Project Description**

As you know, the Project site is currently occupied by a mobile home and RV park, as well as a motel and auto repair shop. On October 26, 2007, this Planning Commission recommended approval of the Conversion Impact Report ("CIR") that sets forth TCR's relocation assistance program for residents of the park. The City Council approved this CIR on November 27, 2007, paving the way for the Project to move forward. TCR now welcomes this unique opportunity to reinvigorate this underutilized site through the construction of a high-quality, residential project that will build upon the progress already accomplished in the neighborhood, in keeping with the City's Midtown Area goals.

The Project will provide 387 residential units and will consist of three different building types. Building One will contain 192 units with two large courtyard areas that will provide both active and passive open space with high quality landscaped settings. Building Two will contain 107 units, as well as over 5,000 square feet of amenity services, including a fitness center, internet café, media room, demonstration kitchen, management, and leasing area. Building Three will contain 88 units and will have an open courtyard, which will provide usable open space for the Project residents.

Because the Project site is located within the Transit Oriented Development Overlay zone, TCR purposefully designed the Project to add vitality to the Midtown Area by creating a vibrant, urban environment that is pedestrian-oriented and that activates the street. To help achieve this strong relationship to the neighborhood and its streets, the ground floor units will have private open space or stoops with direct access to the street and paseo, achieving an "eyes on the street" effect that will enhance the residential experience. These open spaces are designed with an urban sensibility that reflects the Project's adherence to the transit-oriented and high density planning principles established for the neighborhood. Moreover, the Project was specifically designed with adjacencies in mind so that the Project's scale and feel relate to the other residential projects coming on-line in the Midtown Area, such as the neighboring Aspen Family Apartments. While other projects have preceded TCR's in the Midtown Area pipeline, we consider this Project to be setting the "tone" for the neighborhood because of its central location along the South Main Street corridor—this in turn will encourage further redevelopment and reinvestment in the area.

From a design perspective, the vertical building massing is broken into modules to minimize the bulk of the building and to create more interesting silhouettes. The horizontal massing is defined by a base of textured materials and a distinct and varied roof line that has vaulted accents at the South Main Street entry points. The roof line varies in height and flows with the massing to create depth along the building's façade. Building entries are emphasized

Mr. Cliff Williams, Chair
January 23, 2008
Page 3

with porches, stoops and other architectural treatments that define the buildings' access points and help to activate the streetscape. The buildings will be trimmed with quality, traditional building materials that will provide texture and relief to the façade and also which were chosen for long-term durability.

All of the Project's design considerations conform to the intent and the specific requirements of the Midtown Specific Plan, including the Development Standards and the Design Guidelines, because they promote development and streetscape improvements that enhance the pedestrian environment and connectivity throughout the Midtown Area. This pedestrian-friendly approach to urban development contributes to the creation of the critical mass in the area necessary to support nearby retail and transit services—a fundamental City goal set forth in the Midtown Specific Plan.

II. Midtown Specific Plan Vision

When the City embarked on its visioning process for the Midtown area, it established higher density housing as the principal land use for the South Main Street area because such housing would support retail uses, provide an "around the clock environment," and support the City's transit investments being made in the area. The TCR Project falls squarely within this visionary framework because it provides high density, infill development with an emphasis on providing a neighborhood "nucleus" that enhances pedestrian connectivity and open space, while its proximity to transit stations encourages increased ridership.

As noted in the Midtown Specific Plan, there is a tremendous housing shortage in Santa Clara County and this scarcity has serious consequences for the City of Milpitas, including increased congestion, decreased air quality, and loss of environmental resources. The City's decision-makers correctly recognized that the provision of new housing within the Midtown Area would address not only the City's tremendous housing demand, but could ameliorate transportation congestion as well. It is the kind of housing proposed by TCR that the City has acknowledged will "breathe new life" into and invigorate the Midtown Area by attracting residents who will support businesses, activate the neighborhood during both the daytime and nighttime hours, and rely on the nearby transit stations to get to and from work. We believe that the TCR Project will maintain the development momentum necessary to truly accomplish the City's vision for the Midtown Area in a timely and meaningful way.

Mr. Cliff Williams, Chair
January 23, 2008
Page 4

III. Density Bonus

TCR proposes 387 units for the Project, of which 356 units are allowed by right under the current zoning and 31 of which are allowed by way of a density bonus pursuant to California Government Code Section 65915(b)(1)(B) and Section XI-10-54.20 of the City's Zoning Ordinance. TCR seeks a mere 9% increase in the Project's density that will result in a better, more cohesively designed site. In exchange for the 9 % density bonus, TCR will transfer five (5) percent of the total units of the development for very low income households to the Aspen Family Apartments in conjunction with Section XI-10-54.20-3(B)(2) of the City's Zoning Ordinance.¹

In the unlikely event that the Aspen Family Apartments does not proceed to completion, TCR has established a contingency plan with Planning staff in order to ensure that the Project satisfies the City's affordable housing obligations. This contingency plan includes the following: In the event that the Aspen Family Apartments project fails to move forward, TCR shall provide fifteen percent (15%) of its total dwelling units for persons and families of moderate income in exchange for a 10% density bonus, as provided for in XI-10-54.20-3, Subsections (B)(4), (C), and (D)(3).

Together, Aspen and the Project will provide much-needed, multi-family housing for the residents of Milpitas, while also satisfying the City's 15% affordable obligation under California Redevelopment Law.

IV. Environmental Review

As noted in the Staff Report, the Project is consistent with the scope of the analysis conducted in the City's programmatic Environmental Impact Report for the Midtown Specific Plan ("EIR"). Consequently, the Project is exempt from further environmental review pursuant to Article 8, Section 65457 of the State Planning and Zoning Law and Article 11, Section 15168(c)(2) of the California Environmental Quality Act ("CEQA") Guidelines.

Furthermore, we emphasize that none of the conditions listed below exist here that would trigger the need for preparation of subsequent or supplemental environmental review pursuant to CEQA § 21166.

¹ Note that TCR has elected to receive only 9% of the 20% bonus provided for in the City's Zoning Ordinance.

Mr. Cliff Williams, Chair
January 23, 2008
Page 5

1. Substantial changes are proposed in the project that will require major revisions of the EIR;
2. Substantial changes occur with respect to the circumstances under which the project is being undertaken that will require major revisions in the EIR;
3. New information of substantial importance to the project, which was not know and could not have been known at the time the EIR was certified as complete, becomes available.

Indeed, the Project is fully consistent with the scope of the analysis in the EIR and its mitigation measures for hazardous materials, traffic, noise and trees are applied to the Project by way of certain conditions of approval. The Project's potential traffic impacts were appropriately analyzed in the EIR and the anticipated cumulative impacts of new development on future roadway operations resulted in the City's requirement that Midtown project applicants pay a "fair share" contribution of traffic improvement costs for the area. Because the Project has already been forecast to contribute traffic to already deficient intersections and TCR is required to pay its "fair share" contribution towards planned improvements along these corridors, no new or changed information of substantial importance gives rise to supplemental environmental review under CEQA.

V. Conclusion

TCR is pleased to present the Alexan South Main project to the Planning Commission as it represents the next exciting step in the City's furtherance of the Midtown Area's goals. The Project provides new, high quality housing that will:

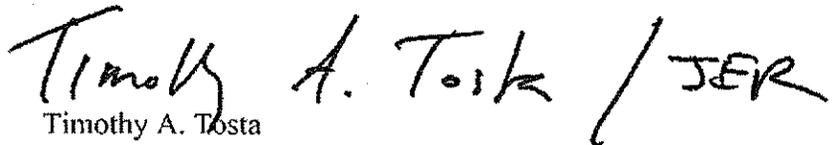
- Contribute to the vibrancy and invigoration of the Midtown Area;
- Address local and regional housing needs;
- Support retail services and promote transit-ridership.

We ask that the Planning Commission support staff's recommendation for the Project and adopt the Resolution recommending approval to the City Council.

Mr. Cliff Williams, Chair
January 23, 2008
Page 6

Thank you for your consideration.

Sincerely,

Handwritten signature of Timothy A. Tosta in black ink, followed by a forward slash and the initials JER.

Timothy A. Tosta
of

LUCE, FORWARD, HAMILTON & SCRIPPS LLP