

Cityline Sunnyvale
Construction Mitigation Plan
Approved by the City of Sunnyvale
June 29, 2017

The Project Developer will construct the Cityline Sunnyvale project, Block 1, Block 2, Block 3 (temporary), Block 4, Block 6 (temporary) and the Onsite/Offsite improvements (the “Project”). The Project will be constructed in a single phase as depicted on the attached diagram. Work will consist of:

- Completion of residential units in Buildings D, E, and F
- Façade improvements of Buildings D, E, F and N
- Completion of retail core and shell in Buildings D, E, and F
- Completion of the Leasing office in Building D
- Completion of Parking Garages PD-1 and PD-2 (Pear and Orange)
- Interim Site improvements on Blocks 3 and 6
- Completion of intersections and street improvements on Mathilda, Iowa, Sunnyvale, Washington and Murphy as shown on Addendum A, B and C improvement plans.

A separate Construction Mitigation Plan will be prepared for future work not covered by this Plan, subject to review and approval by the City of Sunnyvale.

Each encroachment permit and traffic control plan (TCP) will be accompanied by a Fencing and Pedestrian Walkway Plan for work areas to be protected by fencing, and pedestrian walkways to be protected and defined by barricades. These will be phased throughout the entirety of this project to ensure that the traffic control plans are up to date and capture the current conditions onsite. Additionally, to facilitate the completion of the fascia improvements, scaffolding will be installed on Buildings D, E, F and N. All sidewalks will be opened to pedestrian traffic once the scaffolding has been installed, and will remain open until the scaffolding is removed.

CONSTRUCTION

- A project schedule for anticipated work will be provided to the City per the Special Development Permit 2016-7290 and updated as required to reflect changes.
- Construction truck access to the project will be to and from Mathilda Avenue on to McKinley Avenue. Trucks will be permitted to exit the Project on Iowa Avenue near Mathilda Avenue (right turn only) to allow trucks to exit the Project without circling within the construction zone. If during construction of the Project, access to the Project needs to be modified, the Project Developer will notify the City of Sunnyvale’s Director of Public Works, and will submit information for review and approval. The Project Developer will provide seven (7) days advance notice for any changes to the access to the Project site. If businesses or residents are impacted by the change in access to the Project, the Project Developer will provide a seven (7) days advance notice to residents and businesses impacted by the change in access to the Project and will post the information on the webpage (discussed below).
- Trucks will be directed to use Mathilda Avenue as the path of travel from the freeways to the Project. The general contractor will include instructions in all subcontractor contracts and require

that the subcontractors mandate this requirement to all vendors that the subcontractors contract with. All trucks arriving before construction hours will be accommodated by the general contractor within the Project Site, not within the public right of way.

- Climate Action Plan Compliance and Air Quality Conditions:
 - Idling times will be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of the California Code of Regulations [CCR]), or less. Clear signage will be provided at all access points to remind construction workers of idling restrictions.
 - Construction equipment must be maintained per manufacturer's specifications.
 - Planning and Building staff will work with project applicants to limit GHG emissions from construction equipment by selecting one of the following measures, at a minimum, as appropriate to the construction project:
 - Substitute electrified or hybrid equipment for diesel- and gasoline-powered equipment where practical.
 - Use alternatively fueled construction equipment on-site, where feasible, such as compressed natural gas (CNG), liquefied natural gas (LNG), propane, or biodiesel.
 - Avoid the use of on-site generators by connecting to grid electricity or utilizing solar-powered equipment.
 - Limit heavy-duty equipment idling time to a period of 3 minutes or less, exceeding CARB regulation minimum requirements of 5 minutes.
- Trucks may not arrive to the site before 7:00 AM. During peak truck arrival and departure times during construction (7:00 AM – 10:00 AM and 2:00 PM – 4:00 PM), the general contractor will provide traffic control to direct traffic in and out of the Project Site, to ensure that the appropriate truck path of travel is maintained during construction. The general contractor will take disciplinary action, including firing, against any subcontractor that violates the mandatory truck routes contained in this Construction Mitigation Plan. The truck arrival and departure times will be subject to a periodic review, as required, throughout the project to ensure that the general contractor is fulfilling this obligation.
- All equipment and materials will be stored within the Project Site.
- Throughout the completion of the residential Buildings D & E (approximately 12 months) either end of Taaffe Street between Washington and McKinley will be temporarily closed from 7:00 AM – 9:30 AM daily for the loading of materials and to remove debris. Traffic control measures will be provided during the duration of these activities and access to the garage will be uninterrupted at all times. Additionally, all crosswalks will remain open and the easternmost sidewalk, that borders Block 3, will remain open.
- Construction worker parking will be located on the top two levels of PD-1 per the City's and Project Developer's Letter of Determination. Reference the attached Parking Plan. If additional parking is required, the Project Developer will identify the appropriate location and notify the City.

- The general contractor, and all subcontractors and vendors will be subject to all of the provisions listed in this Construction Mitigation Plan. The general contractor will attach the provisions to all subcontractor contracts and require that the subcontractors attach the relevant provisions to all vendors that the subcontractors contract with. All Contracts will include language to deal with non-compliance. The general contractor will take disciplinary action, including firing, against any subcontractor that violates the provisions of this Construction Mitigation Plan.
- The Project Developer anticipates that one (1) traffic lane on Mathilda Avenue, Washington Avenue, Sunnyvale Avenue and Iowa Avenue will be closed periodically throughout the construction of the Project. The project developer shall submit temporary traffic control plans with pedestrian detour, to the City of Sunnyvale's Director of Public Works or his designee for review and approval. There are no lane closures permitted along Mathilda Avenue between 6:00 am – 10:00 am northbound and between 3:30 pm – 7:30 pm southbound. If the traffic lane closures restrict traffic flow during peak hours or during events, the Developer must submit a traffic control plan to the Director of Public Works for approval. The Project Developer will provide fourteen (14) days advanced notice for any proposed traffic lane closures. The Project Developer will post signs in advance at the street entrance. The Project Developer shall post the signs at least one (1) day (24 hours) in advance of the closure and post the information on the webpage. At no time during the construction of the Project will Mathilda Avenue, Washington Avenue, Sunnyvale Avenue or Iowa Avenue be completely closed and access to all businesses and residences will be maintained at all times.
- The Project Developer will provide improvement plans, identified as Addendum A, B, and C, detailing the work to be completed within the public right-of-way along Mathilda Avenue, Washington Avenue, Sunnyvale Avenue, Murphy Avenue and Iowa Avenue, including proposed traffic control measures, proposed lane closures, proposed construction schedules, and proposed hours for construction work to the City of Sunnyvale's Director of Public Works, as such plans are prepared, for review and approval.
- No utility shut downs are anticipated during the construction of the Project. If utility shut downs are required, the Project Developer will notify the City of Sunnyvale's Director of Public Works. The amount of advance notice is dependent upon the amount of advance notice provided by the utility company (i.e., PG&E) to the Project Developer. All utility shut downs, if any, will be scheduled at a time to minimize impact to neighboring businesses and residences. The Project Developer shall hand-deliver notices to neighboring businesses and residents impacted by the utility shut downs as far in advance as possible, at least three (3) days prior to the utility shut down and post the information on the webpage. Although not anticipated, if electrical service is discontinued for such period of time that will require businesses to close, the Project Developer will reimburse the impacted businesses for the cost of renting a temporary generator to restore electrical service to the impacted businesses during such period, and will attempt to source these generators on behalf of the businesses if necessary. This reimbursement is only required if the specific cause of the disconnection was due to the negligence or direct actions of the Project Developer. If the source was PGE, or others, then that responsibility would not fall on the Project Developer.
- The general contractor will control dust from the construction of the Project. To the extent possible, the Project Developer will reuse materials for construction of the Project. To that end, crushing of concrete on site will be permitted only during Regular Hours (as defined below) and

only to the extent that the material is to be reused on site. No extension of the Regular Hours will be granted for this purpose. The limitation on construction access to the Project to the McKinley Avenue/Mathilda Avenue entrance will limit the dust and dirt tracked onto public streets. All trucks carrying construction debris will be covered. The general contractor will maintain a truck cleaning area within the Project Site adjacent to the McKinley Avenue/Mathilda Avenue access which will be used for all trucks leaving the Project Site. The general contractor will monitor Mathilda Avenue, Washington Avenue, Sunnyvale Avenue and Iowa Avenue for dust, dirt and construction debris and clean as necessary. The general contractor shall assume full responsibility and liability for all dust damage and nuisance to persons or property, and shall take all necessary corrective actions, including cleaning construction dust from storefronts and windows of neighboring businesses and residences. The project developer will comply with all requirements of the Bay Area Air Quality Management District to monitor and mitigate impacts on air quality in the immediate vicinity of the Project, including compliance with the “Basic Construction Mitigation Measures Recommended for All Proposed Projects”. If dust can’t be controlled by the aforementioned measures to the reasonable satisfaction of the Director of Public Works, the operation will be removed off-site.

- Construction work hours are 7:00AM to 6:00PM Monday through Friday. Work is not allowed on Saturdays, except when the developer has received prior written approval from the City’s Director of Public Works and Director of Community Development. This approval will only allow work to occur during the hours of 8:00AM – 5:00PM on Saturdays. All work scheduled during other hours will not be disruptive to neighboring businesses or residents. The Project Developer will provide seven (7) days advance notice to residents, commercial establishments, and property owners for any proposed construction work to be performed outside of the Regular Hours. No construction work shall be performed on Sundays or on national holidays observed by the City of Sunnyvale.
- The Project Developer will utilize the existing tree protection plan (the “Tree Protection Plan”) prepared for review and approval by the City of Sunnyvale’s Arborist. The general contractor will implement the Tree Protection Plan for all trees to be saved on the site, including the six (6) heritage redwood trees. The Tree Protection Plan will provide physical barriers to construction equipment, irrigation, and root protection. The final location of the tree protective fencing is subject to final review and approval by the City Arborist, currently Mr. Leonard Dunn. Mr. Dunn can be reached at (408) 730-7598. The Project Developer will provide access to the Project Site to the City Arborist on a regular basis. The General Contractor has obtained the services of the former and current Certified Arborist to retain absolute continuity to the Tree Protection Plan.
- Although there is no evidence of archaeological resources being located on-site within the proposed area of demolition, if evidence of prehistoric, historic artifacts or remains are uncovered during the course of operations all activities shall cease and qualified archaeologist shall be contacted so that appropriate mitigation programs can be developed.
- Temporary Construction Noise

Project related construction activities including, demolition, grading, and building may expose adjacent sensitive uses to noise level that may interfere with normal activities.

To address project related temporary noise the following performance conditions shall be adhered to per Mitigation 9-2 of the EIR as required per the final approved construction mitigation plan.

1. Erect standard plywood construction barriers (minimum height eight feet) around the construction sites to shield adjacent commercial and distant residential receptors. Barriers shall be painted and kept in good repair and free of graffiti.
2. Equip all internal combustion engine driven equipment with mufflers which are in good condition and appropriate for the equipment; utilize "quiet" air compressors and other stationery noise sources where technology exists.
3. Locate stationary noise-generating equipment as far as possible from sensitive receptors when sensitive receptors adjoin or are near a construction project area.
4. Route all construction traffic to and from the project site via Mathilda Avenue and McKinley Avenue entrance, with Washington Avenue as secondary access. Prohibit heavy construction related truck traffic on residential streets.
5. Schedule construction activities to have the least impact on nearby receptors. Noise inducing activities are restricted to 7:00AM to 8:00 PM Monday – Friday, 8:00AM to 5:00PM Saturday, and no activity on Sunday. The construction lunch break should coincide with the prime lunch hours of the restaurants and other adjacent commercial land uses to enable peaceful use of outdoor dining facilities or services by patrons of local commercial businesses.
6. If pile driving occurs, expedite the pile driving schedule through the use of two or three pile drivers at once to reduce the amount of time taken to drive piles for a foundation. Reducing the duration of this construction activity can significantly minimize the impact to adjacent land uses.
7. Evaluate noise control treatment for pile drivers. It is possible to shroud pile drivers and reduce the amount of noise emitted by 10 dBA or more.
8. Pre-drill holes for piles. It is possible to shroud pile drivers and reduce the amount of noise emitted by 10 dBA or more.
9. (intentionally left blank)
10. The Project Developer has designated Ron Schneider, at 408-590-8762 & rsnieder@devcon-const.com, as the "noise disturbance coordinator" who will be responsible for responding to any local complaints about construction noise. The disturbance coordinator will determine the cause of the noise complaint (e.g. starting too early, bad muffler) and will require that reasonable measures warranted to correct the problem be implemented.

Conspicuously post a telephone number for the disturbance coordinator at the construction site, post on the Project website, and include it in the notice sent to neighbors regarding the construction schedule.

Dust from associated construction activities may affect air quality.

Contractor shall adhere to the following operational conditions for Mitigation:

1. Water all active construction areas at least twice daily. If complaints are raised through the City, or the project hotline, regarding dust on resident and/or business windows the Contractor will respond immediately to those concerns, and assess if additional mitigation measures will need to be taken. This could include adding another watering activity to the construction schedule daily if required.
2. Water or cover stockpiles of debris, soil, sand or other materials that can be blown by the wind.
3. Cover all trucks hauling soil, sand, and other loose materials or require all trucks to maintain at least two feet of freeboard.
4. Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas and staging areas at construction sites.
5. Sweep daily (preferably with water sweepers) all paved access road, parking areas and staging areas at construction sites.
6. Sweep streets daily (preferably with water sweepers) if visible soil material is carried onto adjacent public streets.
7. Limit traffic speeds on unpaved roads to 15 miles per hour.

In addition, require the following practices during demolition:

1. Use dust-proof chutes whenever possible for loading construction debris onto trucks.
2. Use continuous watering to control dust penetration during demolition of the structure and break-up of pavement.
3. Cover all trucks hauling debris from the site.

PARKING & PEDESTRIAN PAVING

- During the construction all of the existing and current Cityline Sunnyvale will remain open including the Macy's east parking lot on Block 6. The Project Developer will provide the maximum number of parking spaces feasible and will endeavor to include a minimum of 325 spaces between the Macy's east parking lot, the temporary parking in Block 3 and along each side of the Sunnyvale Avenue entrance to the Macy's east parking

lot. The entrance to the Macy's east parking lot will be maintained throughout the construction of the minimum project. If Macy's closes then this clause will be reevaluated.

- Macy's west parking structure in Block 2 will be open and accessible from Washington Avenue. If Macy's closes, the west parking structure in Block 2 will still be accessible to the public.
- All public parking will be available in the Macy's west parking structure in Block 2, as well as the Target west parking structure in Block 1 excluding currently unfinished levels (3) and (4) which may be utilized for construction worker parking.
- If experience indicates a need for additional patron parking during the construction and at peak holiday time periods, the Project Developer will provide offsite parking with shuttle services for Macy's and Target's employees, subject to review approval by the City of Sunnyvale
- The Project Developer will cause a pedestrian circulation plan (the "Pedestrian Circulation Plan") to be prepared and submitted to the City of Sunnyvale's Director of Public Works for review and approval. The Pedestrian Circulation Plan will show the locations of all proposed signs, barricades, and protective fences and will ensure adequate signage and that all signs, barricades and protective fences will be maintained and replaced as needed.
- At all times during construction, the Project Developer will maintain five (5) feet minimum pedestrian access width in accordance with the Pedestrian Circulation Plan, with adequate signage, from the open parking lot or parking structure to Washington Street and to Macy's, and from Iowa Avenue, Sunnyvale Avenue and to Target. For safety reasons, at no time during construction of the project scope, will there be pedestrian access through any portion of the Project Site, or other construction area.
- The Block 1 and 3 undeveloped staging areas will be surrounded by 8' tall plywood fencing. The fencing will be relocated or removed upon the completion of construction in those areas. The general contractor may adjust the fencing to accommodate construction activities.
- The Project Developer shall not hamper security for Macy's and Target to continue throughout the construction work. The general contractor may provide additional security to deter theft of construction materials.

COMMUNICATION

- The existing construction signage will be updated and refreshed, as necessary, subject to review and approval by the Director of Community Development.

The Project Developer shall cause signage and/or banners to be displayed on the fencing for the Project Site to communicate the following:

1. Macy's and Target "Open for Business."
 2. Downtown Businesses "Open for Business."
 3. Directional signage to parking within the Project for Macy's and Target and to other downtown public parking facilities for downtown businesses.
 4. Directional signage for construction workers and construction delivery trucks to direct them to their parking and designated routes of travel.
 5. Detour signs as needed.
- Prior to the commencement of the construction of the Minimum Project, the Project Developer will cause to be set up a webpage for the Project. The Project Developer shall cause the webpage to be regularly maintained and updated monthly (at a minimum) for the duration of the construction of the Project. The webpage will provide images of the proposed development, photos of the site as work progresses, contact information, including emergency contact information, and construction updates. The webpage may be used by the Project Developer to promote public interest in the project, including announcement of groundbreaking, signing of major tenants, special events during construction, and grand opening.
 - The Project Developer, in cooperation with the Sunnyvale Downtown Association and the City, will place ads in the Sunnyvale Sun and/or Mercury News. The ads will be used to (i) inform the public of the timing of demolition and construction, (ii) publicize that downtown businesses, Macy's and Target are open for business during the construction of the Project, (iii) provide information on parking locations, and (iv) provide the address for the Project webpage for more information.
 - The Project Developer will maintain email address and mailing address lists during the duration of the construction of the Project of anyone interested in information on the construction progress of the Project. The Project Developer will email or mail information concerning the webpage and important updates to those on the list.
 - During the duration of the construction of the Project, the Project Developer will maintain a Project office either onsite or in a neighboring location (the "Project Office"), and shall make available a project representative in the Project Office during the Regular Hours. The project representative shall be available to communicate with neighboring businesses and residents about any information that they need or concerns that they have.
 - During the duration of the construction of the Project, the Project Developer has made available a project representative by a 24-hour a day "Project Hotline," to address concerns of neighboring businesses and residents. The number of this service is 1-800-337-9344.

- The Project Developer will host and attend regular meetings with neighboring businesses and residents, to be held at least monthly for the duration of the construction of the Project at the Project Office and during normal office hours (8:00 AM – 5:00 PM) Monday through Friday. Evening meetings will be held as necessary to address those residents that can't make the meetings held during office hours.
- The Project Developer will attend regular meetings with City staff, to be held as frequently as necessary to resolve construction related issues between the City and the Project Developer.
- Amendments to the Plan may be required to address unforeseen situations related to the development of the Project. Minor amendments to the Plan must be submitted to the City in writing and approved by the City Manager. The City will receive updates of any minor revisions to the Plan. The Project Developer will be receptive to proposed amendments to the Plan to correct unanticipated problems. Amendments deemed major by the City Manager shall be submitted to the City for amendment to the Plan following a public hearing.

Exhibit A

The items outlined in this exhibit are planned downtown events during the 2017 calendar year that need to be coordinated with the City and the Downtown Association to ensure that potential conflicts are handled well in advance. Other events may be scheduled throughout the year that will need to be considered when planning construction activities.

These events often close off Washington Avenue between the Block 6 parking lot driveway to Sunnyvale Avenue and Historic Murphy from Evelyn to Washington. Any work done on Saturday on the Murphy extension during this timeframe could cause disruption to these events. Therefore, additional coordination will be required before any work will be allowed on Washington Avenue during these special events, and will only be allowed under special circumstances.

1. Music & Market: June 27 – August 30 (streets closed from 2 – 10 p.m.)
2. Jazz & Beyond: July 8 – August 26 (streets closed for Farmers' Market starting at 5:30 a.m. and remain closed until 10 p.m.)
3. Farmer's Market – Saturdays, Year-round (streets closed from 5:30 a.m. – 2 p.m.)
4. Holiday Tree Lighting: December 2 (streets closed from 1 – 10 p.m.)

Exhibit B



Exhibit C

