



MASTER USE PERMIT | THE PRUNEYARD



Version Date: February 26, 2025

MASTER USE PERMIT | THE PRUNEYARD

Adopted on October 18, 2016
City Council Resolution No. 12068

Amended on May 4, 2021
City Council Resolution No. 12706

Winner, 2017 Economic Planning and Development Award of Merit
American Planning Association, California Chapter



TABLE OF CONTENTS

I. Introduction	1
A. History	1
B. current Conditions	1
C. Land Use Policy	3
D. Purpose	3
E. Vision and Goals	4
F. Master Use Permit Contents	4
II. Administration	5
A. Approval of Master Use Permit	5
B. Establishment of Master Use Permit	5
C. Acceptance of Master Use Permit	5
D. Approved Phasing	5
E. Property Subdivision	6
F. Previous Land Use Permits	7
G. Amendments	7
H. Administrative Authority	8
I. Zoning Clearances	8
J. Minor Changes	8
K. Appeals	8
L. Interpretations of Provisions	9
M. Relationship to the Zoning Code	9
N. Additional Permits	9
O. Owner's Responsibility	9
P. Enforcement	9
Q. Custodianship	10
R. Indemnity	10
S. Severability	11
III. Development Controls	12
A. Conformance to Development Plans	12
B. Approved Building Areas	12
C. Architectural Modifications	13
IV. Land Use Controls	14
A. Establishment of Land Use Program	14
B. Land Use Maximums	14
C. Alcohol License Maximums	15

D.	Land Uses Allowed	17
E.	Permitted Use Approval	19
F.	Conditional Use Authorization	19
G.	Authorized Conditional Uses	19
H.	Conditional Use Standards	22
I.	General Performance Standards	28
J.	Uses Not Specified.....	28
K.	Non-Conforming Land Uses.....	29
V.	Design Guidelines	30
A.	Architectural Character	30
B.	Outdoor Dining Guidelines	31
C.	Storefront Displays	33
D.	Outdoor Merchandise Display.....	33
E.	General Site Materials and Elements	34
F.	Utility Equipment	36
G.	Signage	36
H.	Approved Typical Storefronts.....	37
I.	Landscaping.....	39
VI.	Operational Standards.....	40
A.	Parking Management	40
B.	Transportation Demand Management (TDM) Plan.....	42
C.	Trip Monitoring	46
D.	Security.....	46
E.	Special Events.....	46
F.	Property Maintenance	48
G.	Refuse Enclosures.....	48
VII.	Definitions	49
A.	Purpose and Applicability.....	49
B.	Definitions of Terms	49
	Appendices	50
A.	Approved Development Plans.....	51
A-1.	Revised Development Plans	52
B.	Approved Master Sign Plan	53
C.	Center Declaration	54
D.	List of Previous Entitlements.....	55
E.	Tenant Map	57

ACKNOWLEDGMENTS

2016

CITY OF CAMPBELL

City Council

Jason Baker, Mayor
Elizabeth Gibbons, Vice Mayor
Michael Kotowski
Jeffrey Cristina
Paul Resnikoff

Planning Commission

Cynthia Dodd, Chair
Yvonne Kendall, Vice Chair
Donald Young
Phillip Reynolds
Ronald Bonhagen
Michael Rich
JoElle Hernandez

City Staff

Mark Linder, City Manager
Paul Kermoyan, Community Development Director
Todd Capurso, Public Works Director
Amy Olay, City Engineer
Matthew Jue, Traffic Engineer
Daniel Fama, Senior Planner
Roger Storz, Senior Civil Engineer
Doris Quai Hoi, Assistant Engineer

DEVELOPMENT TEAM

Jim Ellis, Ellis Partners
Dean Rubinson, Ellis Partners
Leigh Prince, Jorgenson, Siegel, McClure & Flegel
Sam Macgeehan, Lowney Architecture
Sarah Peters, Fehr & Peers
Zeferino Jimenez, HMM

CONSULTANTS

Dan Takacs, Hatch Mott MacDonald
Marvin Bamburg, MBA Architects
Susan O'Brien, O'Brien Code Consulting

2021

CITY OF CAMPBELL

City Council

Elizabeth Gibbons, Mayor
Paul Resnikoff, Vice Mayor
Anne Bybee
Susan M. Landry
Sergio Lopez

Planning Commission

Maggie Ostrowski, Chair
Stuart Ching, Vice Chair
Adam Buchbinder
Nick Colvill
Andrew Rivlin
Alan Zisser
Michael Krey

City Staff

Brian Loventhal, City Manager
Paul Kermoyan, Community Development Director
Todd Capurso, Public Works Director
Amy Olay, City Engineer
Matthew Jue, Traffic Engineer
Daniel Fama, Senior Planner
Roger Storz, Senior Civil Engineer

DEVELOPMENT TEAM

Jim Ellis, Ellis Partners
Dean Rubinson, Ellis Partners
Jordan Blum, KSH Architects
Jeff Williams, HMM
Sarah Peters and Anjum Bawa, Fehr & Peers

CONSULTANTS

Hexagon Transportation Consultants, Inc.



Source: *Images of America – Campbell*, Karen Brey

DOCUMENT HISTORY

As authorized by the City Council and pursuant to the procedures prescribed herein by the Master Use Permit, the Community Development Director has the administrative authority to approve new or expanded conditional uses ("Conditional Use Authorization") and limited exterior building alterations and additions ("Architectural Modifications"). The City Council has the authority to approve significant changes ("Amendments") to allow additional development and/or new land uses not otherwise allowed by the Master Use Permit and to extend the approved project duration and phasing. To maintain a true and correct record of the Master Use Permit, these actions shall be recorded in the 'Amendments and Administrative Authorizations' table, below. The Community Development Director shall also update the appropriate table(s) within Master Use Permit following a Conditional Use Authorization. These include Table IV-4 (Alcohol License Allotment) and Table IV-6 (Authorized Conditional Uses). Documents, plans, and other records that may be associated with a Conditional Use Authorization, Architectural Modification, or Amendment, shall be maintained as separate files associated with the file number recorded in the table.

Additionally, the Community Development Director, acting as custodian of the Master Use Permit pursuant to the authority granted herein, shall keep the Master Use Permit current by updating allotted restaurant square-footage and alcohol licenses, as well as referenced business names and suite numbers upon change of tenancy. These revisions shall be recorded in the 'Custodial Revisions' table, below. These changes are limited to Tables IV-2 (Restaurant Area Allotment), Table IV-4 (Alcohol License Allotment), and Table IV-6 (Authorized Conditional Uses). Typographical corrections, formatting changes (paragraph spacing, pagination, etc.), and code citation revisions, need not be recorded.

MASTER USE PERMIT VERSION HISTORY

VERSION	VERSION DATE	DOCUMENT LINK
1.	October 18, 2016 (Adoption)	https://www.campbellca.gov/Archive.aspx?ADID=787
2.	January 20, 2017	https://www.campbellca.gov/Archive.aspx?ADID=788
3.	April 14, 2017	https://www.campbellca.gov/Archive.aspx?ADID=837
4.	August 2, 2017	https://www.campbellca.gov/Archive.aspx?ADID=910
5.	August 23, 2017	https://www.campbellca.gov/Archive.aspx?ADID=923
6.	November 3, 2017	https://www.campbellca.gov/Archive.aspx?ADID=967
7.	February 2, 2018	https://www.campbellca.gov/Archive.aspx?ADID=1011
8.	June 1, 2018	https://www.campbellca.gov/Archive.aspx?ADID=1070
9.	August 7, 2018	https://www.campbellca.gov/Archive.aspx?ADID=1105
10.	September 24, 2018	https://www.campbellca.gov/Archive.aspx?ADID=1119
11.	February 4, 2019	https://www.campbellca.gov/Archive.aspx?ADID=1181
12.	June 4, 2019	https://www.campbellca.gov/Archive.aspx?ADID=1249
13.	July 17, 2020	https://www.campbellca.gov/Archive.aspx?ADID=1436
14.	September 17, 2020	https://www.campbellca.gov/Archive.aspx?ADID=1458
15.	March 1, 2021	https://www.campbellca.gov/Archive.aspx?ADID=1523
16.	May 4, 2021 (Amended)	https://www.campbellca.gov/Archive.aspx?ADID=1569
17.	September 27, 2022	https://www.campbellca.gov/Archive.aspx?ADID=1795
18.	July 25, 2023	https://www.campbellca.gov/Archive.aspx?ADID=2998
19.	February 26, 2025	https://www.campbellca.gov/Archive.aspx?ADID=3308

Note: This table was created on August 7, 2018 pursuant to the Community Development Director's custodial authority, as provided for by Part I, Section Q (Custodianship) of the Pruneyard Master Use Permit, in order to better track the versioning of this document. A version update may contain one or more changes as noted in the 'Amendments and Administrative Authorizations' and 'Custodial Revisions' tables on the following pages.

AMENDMENTS AND ADMINISTRATIVE AUTHORIZATIONS

VER.	VERSION DATE	DECISION DATE	ACTION TYPE	DESCRIPTION	ACTION BODY	FILE NUMBER	RESO NO.
1.	10/18/2016	10/18/2016	MUP Approval	Adoption	CC	PLN2015-358	12068
3.	4/14/2017	4/13/2017	Architectural Modification	494 sf addition	CDD	PLN2017-75	N/A
4.	8/2/2017	7/25/2017	Conditional Use Authorization	Beer and Wine for LuLu's (Ste. 165)	CDD	PLN2017-218	N/A
5.	8/23/2017	8/8/2017	Conditional Use Authorization	Beer and Wine for Mendocino Farms (Ste. 440/403)	CDD	PLN2017-242	N/A
6.	11/3/2017	10/23/2017	Conditional Use Authorization	Beer and Wine for Burger Lounge (Ste. 515)	CDD	PLN2017-289	N/A
7.	2/2/2018	2/2/2018	Zoning Clearance	Outdoor seating for Café Artemis (Ste. 300/350)	CDD	PLN2018-17	N/A
8.	6/1/2018	6/1/2018	Zoning Clearance	Outdoor seating for Out of the Barrel (Ste. 560)	CDD	PLN2018-171	N/A
9.	8/7/2018	5/23/2018	Conditional Use Authorization & Architectural Modification	Façade and patio improvements to Rock Bottom and use of "lounge-style" furniture (Ste. 700)	CDD	PLN2018-71	N/A
		5/29/2018	Conditional Use Authorization	Beer and Wine for Asian Box (Ste. 152)	CDD	PLN2018-142	N/A
		6/20/2018	Architectural Modification	Addition and remodel to Outback building (1887 S Bascom)	CDD	PLN2018-107	N/A
		7/10/2018	Architectural Modification	Redesign of approved office building (Bld. 'O1')	PC	PLN2017-276	4446
		7/25/2018	Zoning Clearance - Special Event Closure	Outdoor yoga event	CDD	PLN2018-243	N/A
10.	9/24/2018	9/11/2018	Adoption of Conditional Use Standards	New Conditional Use standards for studios	PC	PLN2018-270	4458
		9/11/2018	Conditional Use Authorization	Studio (Pilates) use (Ste. 2410)	PC	PLN2018-270	4459
		9/18/2018	Zoning Clearance - Special Event Closure	Trudy's Wedding Fair	CDD	PLN2018-277	N/A
		9/18/2018	Zoning Clearance - Special Event Closure	Pruneyard "Gorilla Birthday" Party	CDD	PLN2018-290	N/A
		9/18/2018	Zoning Clearance - Special Event	Rock Bottom re-opening party	CDD	PLN2018-292	N/A

VER.	VERSION DATE	DECISION DATE	ACTION TYPE	DESCRIPTION	ACTION BODY	FILE NUMBER	RESO NO.
			Closure				
11.	2/4/2019	9/25/2018	Modification of Previous Approval	Allowance of additional outdoor seating for Rock Bottom (Ste. 700)	CDD	PLN2018-307	N/A
		10/23/2018	Zoning Clearance - Special Event Closure	Thriller Group dance event	CDD	PLN2018-343	N/A
		10/29/2018	Conditional Use Authorization & Architectural Modification	Façade and patio improvements to the new Luna tenant space (Ste. 570)	CDD	PLN2018-288	N/A
		11/13/2018	Zoning Clearance - Special Event Closure	Multi-Chamber mixer	CDD	PLN2018-366	N/A
		11/19/2018	Zoning Clearance - Special Event Closure	Hanukkah celebration and menorah lighting event	CDD	PLN2018-371	N/A
		11/19/2018	Zoning Clearance - Special Event Closure	Peace on Earth community celebration	CDD	PLN2018-372	N/A
		12/18/2018	Conditional Use Authorization & Architectural Modification	Continued allowance of full alcohol service and additional patio changes for B.Steak.A (1887 S Bascom)	CDD	PLN2018-369	N/A
12.	6/4/2019	5/8/2019	Zoning Clearance	Outdoor seating for Patxi's (Ste. 405)	CDD	PLN2019-92	N/A
		5/10/2019	Conditional Use Authorization	Studio (rowing) use (Ste. 2560)	CDD	PLN2019-76	N/A
		5/29/2019	Conditional Use Authorization	Studio (rowing) use with late-night hours (Ste. 2580)	CDD	PLN2019-84	N/A
13.	7/17/2020	7/9/2020	Zoning Clearance	Outdoor seating for Pacific Catch (Ste. 550)	CDD	PLN2019-220	N/A
		7/17/2020	Zoning Clearance - Special Event Closure	Al Fresco Weekends at the Pruneyard	CDD	PLN-2020-84	N/A
14.	9/17/2020	12/10/2019	Conditional Use Authorization	Studio (arts/craft) use with beer/wine (Ste. 360)	CDD	PLN2019-228	N/A
		9/15/2020	Zoning Clearance - Special Event Closure	Al Fresco Weekends at the Pruneyard (2)	CDD	PLN-2020-120	N/A
15.	3/1/2021	1/29/2021	Zoning Clearance - Special Event	Al Fresco Weekends at the	CDD	PLN-2021-15	N/A

VER.	VERSION DATE	DECISION DATE	ACTION TYPE	DESCRIPTION	ACTION BODY	FILE NUMBER	RESO NO.
			Closure	Pruneyard – Winter/ Spring 2021			
16.	5/4/2021	5/4/2021	Amendment	Change of phasing plan and an additional parcel	CC	PLN-2020-54	12706 12707
17.	9/27/2022	7/9/2021	Zoning Clearance - Special Event Closure	Al Fresco Weekends at the Pruneyard – Summer/Fall 2021	CDD	PLN-2021-123	N/A
		9/27/2022	Architectural Modification	Allow alternative placement of a "specialty" sign for Sweetgreens (Ste. 450)	CDD	PLN-2022-99	N/A
18.	7/25/2023	4/14/2023	Architectural Modification	Façade changes for Shade Store (Ste. 210)	CDD	PLN-2022-155	N/A
		7/25/2025	Conditional Use Authorization Modification	Secondary support kitchen for Luna (Ste. 570 & 2570)	CDD	PLN-2023-101	N/A
19.	2/26/2025	8/10/2023	Zoning Clearance	Outdoor seating for Pacific Catch (Ste. 550)	CDD	PLN-2023-95	N/A
		8/24/2023	Zoning Clearance	Outdoor seating for OCK (Ste. 190)	CDD	PLN-2023-142	N/A
		11/18/2023	Conditional Use Authorization	Outdoor seating with use of "lounge" style furniture (1995 S Bascom Ave)	CDD	PLN-2023-151	N/A
		8/26/2024	Conditional Use Authorization	Studio (rowing) use with late-night hours (Ste. 2420)	CDD	PLN-2024-95	N/A
		12/23/2024	Architectural Modification	Pergola for hotel's outdoor banquet area	CDD	PLN-2024-94	N/A

CUSTODIAL REVISIONS

VERSION	VERSION DATE	REVISION TYPE	DESCRIPTION OF REVISION	TABLE REVISED
2.	1/20/2017	Table Change	Include Peet's Coffee and Tea	IV-2
4.	8/2/2017	Table Change	Update to add Mendocino Farms, Lulu's, Asian Box, and Burger Lounge, and Pruneyard Cinemas Restaurant. Also to remove Tandoori, Boswells, Lisa's Tea Treasures, and La Boulanger.	IV-2
		Table Change	Add LuLu's alcohol license and change to Pruneyard Cinema's license (41→47).	IV-4
		Table Change	Add LuLu's alcohol service as an authorized conditional use; remove Pizza My Heart (now a part of the theater). Also clarified that alcohol service for the theater is ancillary to both the theater and the associated restaurant/bar.	IV-6
5.	8/23/2017	Table Change	Add Mendocino Farms' alcohol service as an authorized conditional use and listed the new beer and wine license.	IV-4, IV-6
6.	11/3/2017	Table Change	Add Burger Lounge's alcohol service as an authorized conditional use and listed the new beer and wine license.	IV-4, IV-6
8.	6/1/2018	Table Change	Updated to reflect change Little Wine Counter (suite 560) to Out of the Barrel.	IV-2, IV-6, IV-4
9.	8/7/2018	Table Change	Updated to reflect that Rock Bottom has approval for limited outdoor "lounge-style" furniture.	IV-6
		Table Change	Add Asian Box alcohol service as an authorized conditional use and listed the new beer and wine license.	IV-4, IV-6
		Table Change	Increase occupied square-footage for Outback. Note: Per Architectural Modification (PLN2018-107), square-footage was double counted.	IV-2
		Appendix Change	Included approved Special Event Closure Plan for outdoor yoga event	Appendix F
10.	9/24/2018	Appendix Change	Included approved Special Event Closure plan for Trudy's wedding faire, Pruneyard "Gorilla Birthday" Party, and Rock Bottom re-opening party	Appendix F
		New Conditional Use Standards	Add new Conditional Use standards for studio uses	Part IV, Section H (Conditional Use Standards)
		Table Change	Add Core Sculpt (studio use) as an authorized conditional use	IV-6
11.	2/4/2019	Table Change	Update to change El Burro to Luna and Outback to B.Steak.A.	IV-2, IV-4, and IV-6
		Table Change	Updated to reflect that Luna has approval for limited outdoor "high-top" furniture.	IV-6
		Appendix Change	Included approved Special Event Closure plans for Thriller dance event, Multi-Chamber mixer, Hanukkah celebration and menorah lighting event, and Peace on Earth community celebration	Appendix F
		Appendix Change	Updated Master Sign Plan as a "Minor Change" to reflect existing hotel signage.	Appendix B
12.	6/4/2019	Appendix	Updated tenant map to reflect new demising.	Appendix E

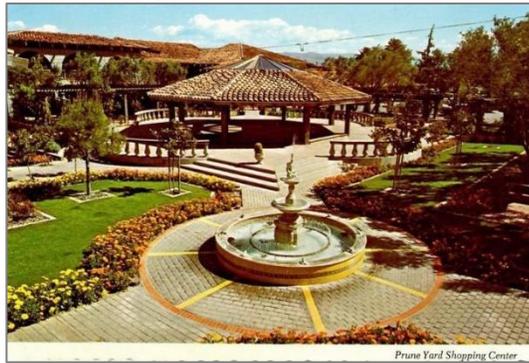
VERSION	VERSION DATE	REVISION TYPE	DESCRIPTION OF REVISION	TABLE REVISED
		Change		
		Table Change	Add Core Power Yoga (studio use) and Row House (studio use) as an authorized conditional uses.	IV-6
		Table Change	Formatting changes to provide additional space.	IV-4, IV-5, IV-6
13.	7/17/2020	Table Change	Updated to reflect Coffee Society (suite 112) to Starbird.	IV-2
		Appendix Change	Included approved Special Event Closure plan for Al Fresco Weekends at the Pruneyard.	Appendix F
		Misc. Changes	Miscellaneous typographical/formatting corrections .	N/A
14.	9/17/2020	Table Change	Add Board and Brush studio and alcohol service as an authorized conditional use and listed the new beer and wine license.	IV-4, IV-6
		Appendix Change	Included approved Special Event Closure plan for Al Fresco Weekends at the Pruneyard (Fall)	Appendix F
15.	3/1/2021	Appendix Change	Included approved Special Event Closure plan for Al Fresco Weekends at the Pruneyard (Winter/Spring 2021)	Appendix F
17.	9/27/2022	Table Change	Updated to reflect Al Fresco Zoning (Summer/Fall 2021) Clearance and Sweetgreens Architectural Modification	Amendments and Admin. Authorization Table
18.	7/25/2023	Appendix Change	Updated to include First Amendment to Center Declaration	Appendix D
		Appendix Change	Updated tenant map to reflect recent tenant demising.	Appendix E
		Table Change	Updated to reflect secondary Luna tenant space (suite 2570) and Sweetgreen (suites 450 & 470).	IV-2
		Table Change	Updated to reflect expanded Luna space.	IV-6
		Table Change	Updated to reflect 'Cedar Room' naming for the restaurant associated with the Pruneyard Cinemas	IV-2, IV-4
		Table Changes	Updated tables to also indicate version numbers to associate with version dates, consistent with Master Use Permit History table.	Custodial Revisions Table Amendments and Admin. Authorization Table
19.	2/26/2025	Table Change	Update to change LuLu's to World Wraps	IV-2, IV-4, and IV-6
		Table Change	Updated to reflect that PY Kitchen and Bar has approval for limited outdoor "lounge-style" furniture.	IV-6
		Table Change	Add Bodyrok as an authorized conditional use.	IV-6

I. INTRODUCTION

A. HISTORY

Originally an orchard of pears and prunes known as Brynteson Ranch, The Pruneyard Shopping Center and Offices (herein "The Pruneyard") was constructed in the late 1960's as an open-air shopping center in the Mission Revival style, characterized by arched openings, plaster wall construction, tile roofs and shade arcades. The Pruneyard was considered the first "up-scale" shopping center in the West Valley, and was viewed as a showplace with its unique blend of architecture, vibrant landscaping and quality stores that brought shoppers from around the region. It also had the distinction of having the tallest office building between San Francisco and Los Angeles for a time and was the setting for the landmark United States Supreme Court case *Pruneyard Shopping Center v. Robins* that extended the right to free speech to private shopping centers under the California Constitution.

A number of renovations have taken place since its inception almost 50 years ago. In the late 1990's, a major change involved the removal of the internal pagoda courtyard that was surrounded by shops and fronted Bascom Avenue. The landscape grounds of the pagoda courtyard were replaced with additional parking, shops that fronted pedestrian sidewalks next to vehicle parking, and the introduction of an east-west driveway through the shops to improve internal vehicle circulation.



Source: Smith Novelty Co., Sandor Balatoni

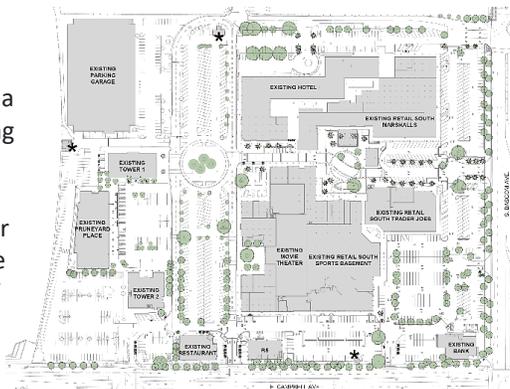
On October 18, 2016, the Campbell City Council approved the Pruneyard Master Use Permit (MUP), which authorized numerous improvements to The Pruneyard, including returning the courtyard to focus once again on the pedestrian experience, construction of new buildings that complement the existing built environment, creation of new pedestrian connections throughout the center to safely move people, and the placement of additional conveniently-placed parking. In this way, the Owner's proposed changes were intended to reestablish The Pruneyard's preeminence in the West Valley. The City Council also granted subdivision approval to allow The Pruneyard to be divided into three parcels (hotel, shopping center, and office).

Due to changing market conditions and the worldwide COVID-19 pandemic, The Pruneyard's Owner applied for an Amendment to the Master Use Permit in June of 2020. The application sought to revise the approved phasing plan, extend the permit deadlines, allow creation of a fourth parcel around the approved office building, eliminate the underground parking garage below the approved office building, modify the design of the expanded parking structure, enhance the pedestrian connectivity around the traffic circle, and make minor changes to the land use program of the Master Use Permit.

B. CURRENT CONDITIONS

The Pruneyard is developed with three office buildings, a hotel, a retail shopping center, as well as shared parking facilities including surface stalls and a multi-level parking structure.

Following the City Council's 2016 approval, The Pruneyard's Owner finalized the approved subdivision and began implementation of the first two phases of the project. This included an extensive remodel of the center, including painting of all existing shopping center buildings, replacement of arcade overhangs with trellises at key



corners, installation of new landscaping and stormwater treatment areas, construction of new accessible sidewalks and pathways, major renovation of the central plaza and existing elevator/stair towers, rehabilitation of the movie theater, installation of new signage throughout the center, and remodeling of the office building lobbies and conference rooms. Two new freestanding buildings were also constructed, accommodating a Bay Area-based coffee roastery and café, as well as a national retailer. Lastly, the former Outback Steakhouse building underwent a comprehensive remodel to accommodate a new locally owned and operated steakhouse restaurant.

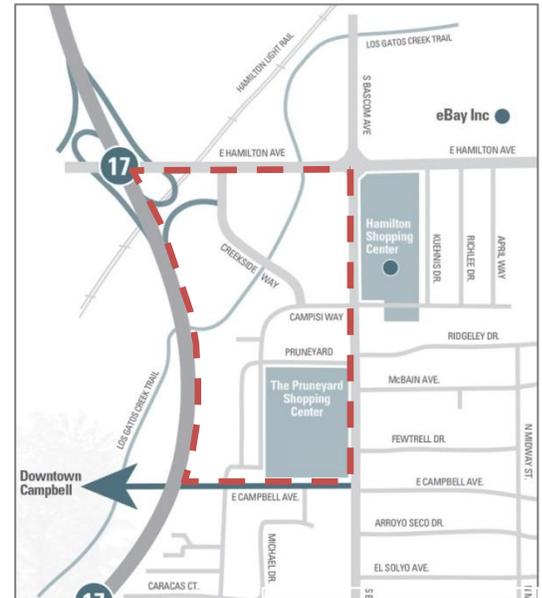
Through numerous events allowed by the Master Use Permit, including holiday celebrations, "pop-up" dance parties, artisan festivals, as well as expanded outdoor dining during the COVID-19 pandemic, the Pruneyard has also become a focus of community activity. With continued implementation of the Master Use Permit and its development plan, The Pruneyard will continue to serve this important role in the Campbell community.



C. LAND USE POLICY

The 2001 Campbell General Plan recognizes The Pruneyard as part of the broader "Pruneyard/Creekside Commercial District"—the area bound by Highway 17, Hamilton, Bascom, and Campbell Avenues (see map, right)—which is envisioned as an "active, connected 'urban village' with a mixture of commercial, office, residential, entertainment and recreational uses functioning as a community and regional focal point." The Pruneyard is the southern node of this area, providing shopping, dining, and entertainment opportunities, and a linkage to Downtown Campbell. The General Plan identifies the site as *General Commercial*, and provides applicable policies and strategies, below, which are intended to carry out the vision for this area over time.

- ❖ **Large Retailers.** Encourage large retailers to locate along Hamilton Avenue and Bascom Avenue by maintaining large parcels, encouraging lot consolidation, and discouraging parcel adjustments that reduce lot sizes. (LUT-13.2d)
- ❖ **Shopping Center Preservation.** Encourage the maintenance and revitalization of commercial shopping centers. (LUT-5.3c)
- ❖ **Variety of Commercial and Office Uses.** Maintain a variety of attractive and convenient commercial and office uses that provide needed goods, services and entertainment. (LUT-5.3)
- ❖ **Physically Connected Development.** Encourage new development in The Pruneyard/Creekside Area that is physically connected to existing development and oriented towards the creek trail with appropriate setbacks, and that provides logical connections and access to the creek trail. (LUT-14.3)
- ❖ **Development Intensities.** Allow higher development intensities within The Pruneyard/Creekside area. (LUT-14.2)
- ❖ **Parcel Consolidation.** Encourage the consolidation of properties to obtain more logical building sites and coordinated development opportunities in the Pruneyard/Creekside Area. (LUT-14.4)



Source: Berkshire Communities

D. PURPOSE

In 2015, the Owner submitted a comprehensive development application for The Pruneyard, including proposed construction of several new retail buildings, a five-story office building, expansion of the existing parking garage, and reconfiguration of the site layout. As part of the overall project, the City encouraged preparation of a Master Use Permit that would consolidate all existing approvals into a single document, and establish the parameters for allowable retail, restaurant, service, and entertainment uses moving forward.

As such, the purpose of the Master Use Permit is to serve as both the primary regulatory tool for The Pruneyard, and the "blueprint" for its anticipated build-out. Moreover, the Master Use Permit will be a "living document" in that the Community Development Director has the authority to issue administrative approvals that allow changes in conditional and permitted uses within the parameters identified herein, architectural refinements, and minor additions, all of which will be incorporated herein through the specific modifications as identified in the Document History (Pg. iv). This document represents a complete and comprehensive vision for The Pruneyard. Any significant changes, such as construction of new buildings not currently anticipated by the Master Use Permit, will therefore, require further consideration by the City Council.

E. VISION AND GOALS

The Pruneyard is an established presence in Campbell, second only to the Downtown in significance and history to the community. Along with the City's approval of The Pruneyard expansion and improvement plans, the Master Use Permit is intended to maintain and reinforce The Pruneyard's role as a premier retail and employment destination. By creating a tailored land use plan, the Master Use Permit will encourage new land uses that will contribute to the "sense of place" envisioned by the City and the Owner. As a walkable and enticing destination, The Pruneyard will complement Downtown Campbell and serve as a "bookend" to the East Campbell Avenue corridor. The following are the goals for the Master Use Permit:

- ❖ Retain a shopping center that maintains consistency with the goals and policies of the General Plan;
- ❖ Promote a cohesive use of The Pruneyard including the retail shops, the hotel, the offices and all of the common spaces;
- ❖ Provide clear land use allowances and development intensities that are in keeping with property limitations;
- ❖ Establish a sustainable and balanced mix of uses.
- ❖ Expedite land use entitlements through administrative decision-making processes for proposals that are consistent with the Master Use Permit;
- ❖ Establish expectations of how the various uses (i.e., retail, office, hotel) are to be maintained regardless of the property ownership;
- ❖ Consolidate and/or replace all former Conditional Use Permits into one Master Use Permit to govern how The Pruneyard will be maintained;
- ❖ Establish a mutual understanding that any violation(s) of the Master Use Permit may result in limitations of the Owner's use of The Pruneyard until such time that the violation(s) are resolved or in the initiation of modification/revocation proceedings.

F. MASTER USE PERMIT CONTENTS

The Master Use Permit is organized into the following Parts that follow this Introduction (**Part I**):

- ❖ **Part II: Administration** discusses the implementation framework for the Master Use Permit and the authority of the City.
- ❖ **Part III: Development Controls** provides the physical development standards for the approved expansion and improvement of The Pruneyard, and associated development maximums.
- ❖ **Part IV: Land Use Controls** includes the land use provisions for The Pruneyard which have been specifically tailored to further the Vision and Goals of the Master Use Permit.
- ❖ **Part V: Design Guidelines** contains the agreed upon design guidance that will embody the architectural character of The Pruneyard.
- ❖ **Part VI: Operational Standards** specifies the responsibilities of operating The Pruneyard in a manner consistent with the Master Use Permit
- ❖ **Part VII: Definitions** specifies the meaning of certain terms as used in the Master Use Permit.

II. ADMINISTRATION

A. APPROVAL OF MASTER USE PERMIT

This Master Use Permit was approved by City Council Resolution No. 12068 pursuant to the provisions of the *O (Overlay) Overlay Zoning District*, as amended by Ordinance No. 2213, and by Ordinance No. 2212, which extended the *O (Overlay) Overlay Zoning District* over the entirety of The Pruneyard. On May 4, 2021, the City Council adopted Resolution No. 12706, approving an Amendment to the Master Use Permit pursuant to Section G (Amendments). The Master Use Permit, as amended, shall continue to be the principal land use instrument which governs the use of all land within The Pruneyard and by which all approved structures shall be constructed, all existing structures shall be improved, and how the properties shall be maintained.

The Master Use Permit incorporates by reference, and inclusion as **APPENDIX A**, those original Development Plans dated as received by the City of Campbell Planning Division on April 29, 2016, consisting of architectural and landscape drawings prepared by Lowney Architecture and civil drawings prepared by HMM ("Approved Development Plans"), as revised by the Conditions of Approval. The Approved Development Plans are amended by the Revised Development Plans dated as received by the City of Campbell Planning Division on October 27, 2020, consisting of architectural and landscape drawings prepared by KSH Architects and civil drawings prepared by HMM, which are also incorporated by reference and inclusion as **APPENDIX A-1**.

The Approved Development Plans, as amended, allow for construction of new structures, architectural alterations to existing structures, reconfiguration of the site layout, and hardscape and landscaping improvements, subject to the applicable standards and provisions of the Master Use Permit.

The Master Use Permit also incorporates by reference, and inclusion as **APPENDIX B**, the "final" Master Sign Plan approved by City Council Resolution No. 12070, as revised by the Conditions of Approval, dated as received by the City of Campbell Planning Division on November 2, 2015, consisting of signage drawings and standards prepared by Lowney Architecture that allow for tenant, site, navigational, and freeway-oriented signage, subject to the applicable standards and provisions of the Master Use Permit.

B. ESTABLISHMENT OF MASTER USE PERMIT

The Master Use Permit was "established" upon issuance of a building permit for Phase 1 (A/B), as described in Section D (Approved Phasing), in compliance with Campbell Municipal Code Section 21.56.030.B.1 (Issuance of Building Permit), at which time the Master Use Permit became controlling on The Pruneyard.

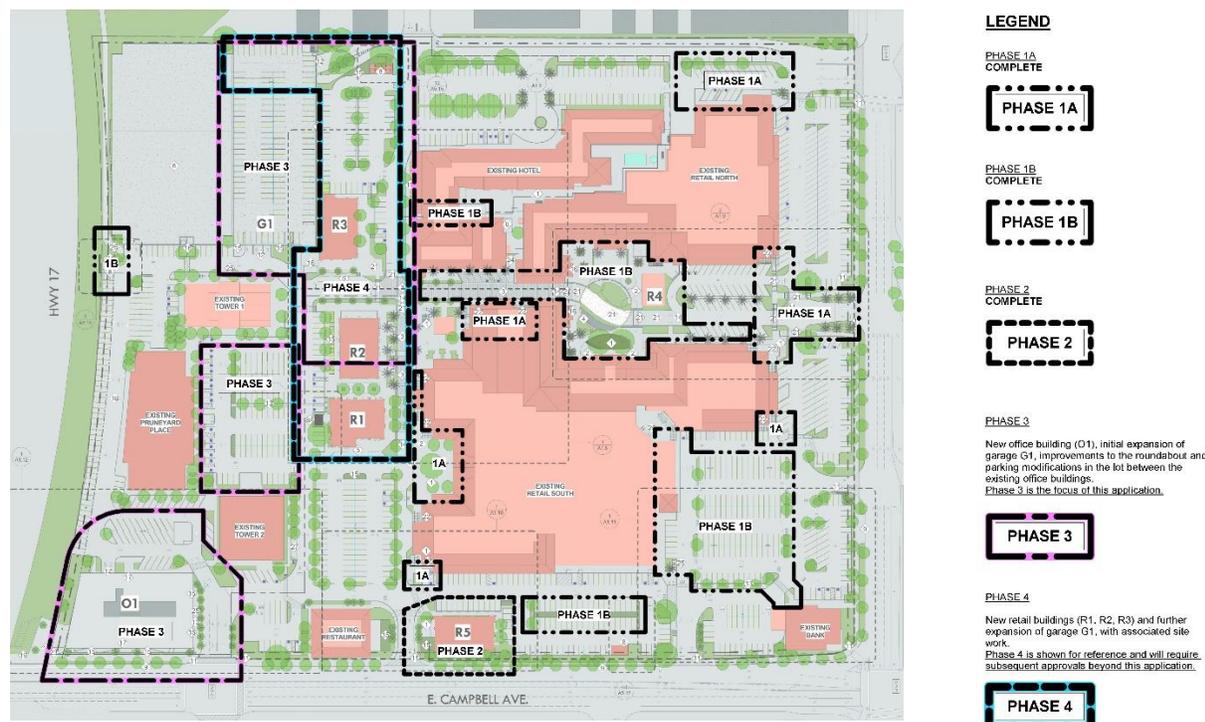
C. ACCEPTANCE OF MASTER USE PERMIT

Within seven (7) days of City Council adoption of Resolution No. 12706, the Owner shall provide written acceptance of the Amended Master Use Permit, on a form to be provided by the Community Development Director, agreeing to be bound by, to comply with, and to do all things required of Owner, pursuant to all of the terms, provisions, and requirements of the Amended Master Use Permit and the Campbell Municipal Code. The written acceptance of the Amended Master Use Permit shall be recorded against the property which comprises The Pruneyard, in the Official Records of the County of Santa Clara.

D. APPROVED PHASING

The Master Use Permit outlines the long-term physical development of The Pruneyard. The approved buildings and site improvements may be constructed in phases as

depicted on the Phasing Plan, below, and as allowed by Campbell Municipal Code Section 21.56.030.A.3.b (Pre-Approved Phases). Failure to construct all phases after the project has been established shall not void the Master Use Permit, which shall otherwise remain controlling on the property. However, if elements of the Master Use Permit are intended to apply only after completion of certain phases, and that phase is not constructed, then those elements shall no longer apply. A request for an extension to the approved phasing deadlines shall be considered an Amendment to the Master Use Permit in compliance with Section G (Amendments).



The phasing of the project shall adhere to the following deadlines. By each deadline, a building permit(s) for the construction within the particular phase shall be obtained.

- ❖ **Phase 1 (A/B):** December 1, 2017 (Completed)
- ❖ **Phase 2:** December 1, 2022 (Completed)
- ❖ **Phase 3:** December 31, 2026
- ❖ **Phase 4:** December 31, 2026*

*The final build-out of Phase 4, including the design and stall count of the second expansion of the parking structure ('G1') and related site work, is subject to additional City review and approval. Therefore, prior to issuance of building permits, the Owner shall submit architectural and site improvement drawings for all Phase 4 related work, including an associated shared parking analysis and proposed valet parking plan. These materials shall be reviewed as an Architectural Modification pursuant to Part III, Section C (Architectural Modification), which the Community Development Director shall forward to the Planning Commission for consideration and decision.

E. PROPERTY SUBDIVISION

Further subdivision of The Pruneyard into four parcels shall be completed pursuant to the approved Tentative Vesting Parcel Map (Sheet TM-1 of the Revised Development Plans) (**APPENDIX A-1**) approved by City Council Resolution No. 12707, consistent with all conditions of approval contained therein. In compliance with Campbell Municipal

Code Section 21.56.030.A.3.b(2) the Parcel Map shall not be recorded until a building permit for construction of Office Building 'O1' has been issued.

Further subdivision of The Pruneyard is also contingent upon recordation of an amendment to the Declaration of Restrictions and Common Easements ("Pruneyard Declaration") providing for an additional ownership interest in the Center Association (as defined in Part VII) which shall manage all property identified as 'Common Areas' on Sheet A1.16 (Common Area Diagram) of the Approved Development Plans (**APPENDIX A**) consisting of parking, landscaping, irrigation, lighting, pedestrian paths, etc., in a functional, clean, and well maintained manner. Prior to recordation of the Parcel Map, the amended Pruneyard Declaration shall be reviewed by the City Attorney and Community Development Director for consistency with the provisions and requirements of the Master Use Permit. The amended Pruneyard Declaration shall be considered a component of the Master Use Permit, herein included as **APPENDIX C**. All material revisions, amendments, or addendums to the Pruneyard Declaration shall require approval of the City Attorney and Community Development Director to verify consistency with the Master Use Permit.

F. PREVIOUS LAND USE PERMITS

To provide a clear regulatory framework for operation of The Pruneyard, upon permit establishment, pursuant to Section B (Establishment of Permit), the Master Use Permit shall supplant the previous land use approvals as described below:

- ❖ **Site and Architectural Approvals.** Entitlement approval for The Pruneyard's existing retail, hotel, and office structures is provided in various Site and Architectural Review Permit, "S" Site Permit, "M" Modification Permit, and "SDP" Special Development Permit approvals. These entitlements, as specifically listed in **APPENDIX D**, are herein incorporated by reference, and shall remain operative in their conveyance of a right to reconstruct buildings of a certain size, height, and placement, upon involuntary destruction by cause of natural calamity, or act of God or the public enemy. However, the use and operation, and the architectural appearance of the buildings—including, but not limited to color, surfacing, and material detailing—shall be governed by the Master Use Permit and the Approved Development Plans, as amended (**APPENDIX A** and **APPENDIX A-1**).
- ❖ **Conditional Use Permit Approvals.** The Pruneyard center-wide Conditional Use Permit ("UP" 94-19) approved by City Council Resolution No. 8776, as well as all other exercised and active Conditional Use Permits issued for individual tenants previously approved by the Planning Commission, as also specifically listed in **APPENDIX D**, are herein superseded by the Master Use Permit, with all vested rights therein transferred and assigned to the Master Use Permit. All land uses shall comply with the provisions, standards, and requirements of the Master Use Permit, notwithstanding allowance for continuation of non-conforming land uses provided in Part IV, Section K (Non-Conforming Land Uses).

G. AMENDMENTS

Any request to allow a new building not included within the Approved Development Plans, as amended (**APPENDIX A** and **APPENDIX A-1**), a building addition and/or alteration beyond the scope permitted by Part III, Section C (Architectural Modifications), a land use not specifically permitted by Part IV, Section D (Land Uses Allowed), or any other proposal that the Community Development Director determines to constitute a "major change" as defined by Campbell Municipal Code Section 21.56.060.D.1, shall require an Amendment to the Master Use Permit pursuant to this section.

- ❖ **Eligibility.** An Amendment may be initiated by written request of the Center Association, or by an Owner or business operator with the written consent of the Center Association.
- ❖ **Content of Request and Filing fees.** A written request for an Amendment shall state the specific change(s) requested and the purpose for the request. The filing fee for an Amendment shall be the same as that for a General Plan Amendment, as specified in the Schedule of Fees and Charges.
- ❖ **Consideration Procedure.** The City Council, upon recommendation of the Planning Commission, shall approve, conditionally approve, or deny a request for an Amendment, with respect to the considerations provided in Campbell Municipal Code Section 21.14.030.D (Consideration in Review of Applications) and the findings for a Conditional Use Permit provided in Campbell Municipal Code Section 21.46.040 (Findings and Decision) in compliance with the procedures prescribed by Campbell Municipal Code Chapter 21.64 (Public Hearings).

H. ADMINISTRATIVE AUTHORITY

To expedite consideration of routine requests to accommodate conditional land uses and minor building alterations and expansions, while still maintaining the City's ability to apply appropriate restrictions or requirements, the Community Development Director shall be the decision-making authority for Site and Architectural Review Permit approval (herein referred to as an "Architectural Modification") pursuant to Part III, Section C (Architectural Modification) and Conditional Use Permit approval (herein referred to as "Conditional Use Authorization") pursuant to Part IV, Section F (Conditional Use Authorization), in compliance with the provisions of the Overlay/Combining Zoning District (Campbell Municipal Code Section 21.14.030). Interrelated requests for an Architectural Modification and Conditional Use Authorization may be concurrently considered by the Community Development Director. Additionally, approved Architectural Modifications and Conditional Use Authorizations may also be modified through the administrative decision process in compliance with Campbell Municipal Code Section 21.56.060.

I. ZONING CLEARANCES

The Community Development Director shall retain decision-making authority on ministerial actions through issuance of a Zoning Clearance in compliance with Campbell Municipal Code Chapter 21.40 (Zoning Clearances).

J. MINOR CHANGES

The Community Development Director may ministerially approve a "minor change," as defined by Campbell Municipal Code Section 21.56.060.A, for any existing or approved building, land use, or site improvement as part of a Zoning Clearance review of construction drawing or tenant improvement drawings for a building permit. Minor changes are *de minimis* in nature, and include variations to paint colors, building materials, equipment and fixtures, and other similar architectural or design details that are not generally perceivable or noticeable. As such, minor changes need not be recorded in the Document History (Page iv).

K. APPEALS

Decisions made by the Community Development Director may be appealed to the Planning Commission pursuant to Campbell Municipal Code Chapter 21.62 (Appeals). The Planning Commission's decision to sustain or reject an appeal may be further appealed to the City Council, whose decision shall be final.

L. INTERPRETATIONS OF PROVISIONS

The Community Development Director shall have the authority to interpret the meaning and applicability of all provisions and requirements of the Master Use Permit. Where a disagreement with the Community Development Director's application or understanding of a provision or requirement of the Master Use Permit occurs, the procedures for an Interpretation provided in Campbell Municipal Code Section 21.020.030 (Procedures for Interpretations) shall be followed, including the provisions for an appeal.

M. RELATIONSHIP TO THE ZONING CODE

The Master Use Permit includes references to applicable sections of Title 21 (Zoning Code) of the Campbell Municipal Code for purposes of clarification and succinctness (e.g., as not to duplicate administrative procedures). However, the Master Use Permit provides greater specificity in terms of allowable land uses, development standards, and decision-making authority as permitted by the Zoning Code. However, where a conflict may exist between the Zoning Code and the Master Use Permit, the provisions of the Zoning Code shall prevail; provided, however, that any deviations from the requirements of the base zoning district that are enacted under the authority of Campbell Municipal Code Section 21.14.030.A shall prevail over any conflicting requirements of the base zoning district .

N. ADDITIONAL PERMITS

Land uses allowed by the Master Use Permit may still require the issuance of a building permit or other agency approval(s) before being established. Nothing in the Master Use Permit shall eliminate the need to obtain any permits or approvals required by the Campbell Municipal Code or any applicable County, State, or Federal agency regulations. All necessary permits and approvals shall be obtained before starting work or establishing new uses.

O. OWNER'S RESPONSIBILITY

This Master Use Permit is adopted as a mutually beneficial instrument between the City and Owner. The timely cooperation and assistance of the Owner, including the Center Association, property managers, and agents, is expected in its implementation. This includes the Center Association keeping the City apprised of changes in tenancy/business names in an annual update, revising referenced exhibits or producing new exhibits as requested by the City, and granting the City the ability to inspect the premises with reasonable notice as necessary to ensure compliance with the Master Use Permit.

P. ENFORCEMENT

One of the objectives of the Master Use Permit is to ensure that The Pruneyard and all of its constituent components (retail, office, and hotel operations) are conducted harmoniously and that all uses are operated as they were approved and intended. This includes both individual businesses and commonly managed areas of The Pruneyard. If either individual businesses or commonly managed areas are not operated or maintained as required by the Master Use Permit, the City has the authority to apply the Campbell Municipal Code and to enforce its provisions to remedy violations of the Master Use Permit and/or the Campbell Municipal Code as described by this section. The City Council shall be the decision-making body on any revocation/modification proceeding brought forward under this section, upon recommendation of the Planning Commission.

Notwithstanding the following, if any violation of the Master Use Permit and/or the Campbell Municipal Code creates a condition that is harmful and/or deleterious to the

public health, safety and welfare of the citizens of Campbell, the violation may be addressed as a public nuisance pursuant to the procedures identified in Campbell Municipal Code Chapter 6.10 (Nuisance Abatement and Administrative Remedies). Depending on the nature and origin of the violation, either the applicable business owner and/or the Center Association shall be responsible for resolving and correcting the violation(s) to the satisfaction of the City.

- ❖ **Private Business Operations.** Individual land uses at The Pruneyard shall be maintained and operated in accordance with the Zoning Clearance or Conditional Use Authorization issued for that particular use, and with all applicable standards specified in the Master Use Permit. Failure of any individual business operator to comply with the issued Zoning Clearance or Conditional Use Authorization, or other applicable standard, may result in the City initiating revocation/modification proceedings consistent with Chapter 21.68 (Revocation or Modification) of the Campbell Municipal Code to consider revocation or involuntary modification of the Zoning Clearance or Conditional Use Authorization. Such proceedings will be isolated to the land use approval for the individual business operation.
- ❖ **Commonly Managed Area Operations.** Violations within the commonly managed areas of The Pruneyard shall be the responsibility of the Center Association and each Owner, who shall be jointly responsible. The City may initiate revocation/modification proceedings consistent with Chapter 21.68 (Revocation or Modification) of the Campbell Municipal Code to address such violations. Once this process is initiated, all properties will be impacted as follows:
 - No Building Permits will be issued;
 - No Land Use Entitlements will be approved; and
 - No Business licenses/Zoning Clearances will be granted.

The City's action to modify the Master Use Permit shall be considered an Amendment that may include revision, deletion, and/or creation of provision(s) in the Master Use Permit as necessary to resolve identified violations. Should a modification not resolve identified violations the City may take further action to revoke the Master Use Permit, which shall maintain the stay on all City approvals, as noted above, until such time the Master Use Permit is reestablished by the City. In order to restore the Master Use Permit, the Center Association shall correct the violation(s) to the satisfaction of the City Council.

Q. CUSTODIANSHIP

The Community Development Director shall be the City's custodian of the Master Use Permit and all associated records and files. The Community Development Director may correct typographical errors, make formatting changes (paragraph spacing, pagination, etc.), update referenced business names and suite numbers upon change of tenancy, and revise citations to the Campbell Municipal Code as needed, as more specifically described in the Document History (Page iv). The most current version of the Master Use Permit shall be maintained electronically on the City's website, with each prior version archived to the City's electronic document repository.

R. INDEMNITY

The Owner shall indemnify and hold harmless to the fullest extent allowed by law (without limit as to amount) the City and its elected officials, officers, employees and agents in their official capacity, and any of them, from and against any claims, actions, causes of action, losses, damages, liabilities and costs of every nature (including reasonable attorney's fees and costs of suit) of any and every kind and by whomever and whenever made or obtained, caused by, arising out of, or resulting from, or alleged to have been caused by, arise out of, or result from, in whole or in part, the approval or

exercise of the Master Use Permit, except for any claims, actions, causes of action, losses, damages, costs or liabilities proximately caused by the sole negligence or willful misconduct of City.

S. SEVERABILITY

In the event that any limitation, condition, restriction, or provision contained in this Master Use Permit is to be held invalid, void or unenforceable by any court of competent jurisdiction, the remaining portions of the Master Use Permit shall nevertheless, be and remain in full force and effect.

III. DEVELOPMENT CONTROLS

A. CONFORMANCE TO DEVELOPMENT PLANS

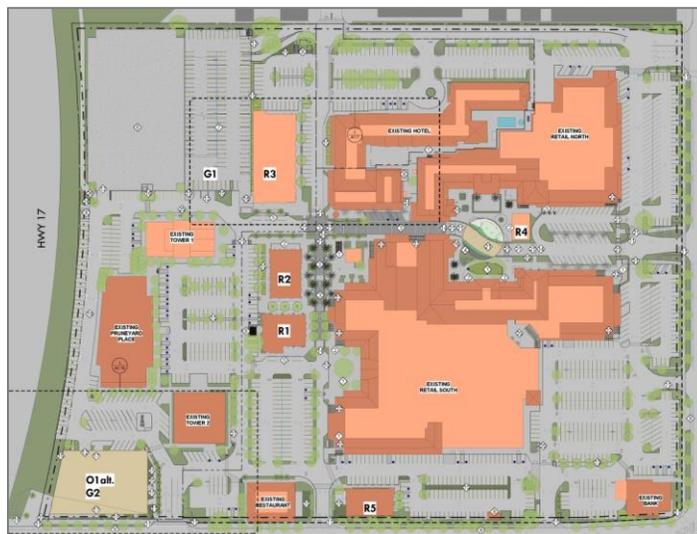
All development shall substantially conform to the Approved Development Plans, as amended (**APPENDIX A** and **APPENDIX A-1**), meaning that the construction drawings submitted for building permits shall indicate buildings of approximately the same size, height, placement, architectural design, and site improvements of approximately the same appearance and configuration, as approved by the Master Use Permit, except where an Architectural Modification has been authorized in compliance with Section C (Architectural Modifications).

B. APPROVED BUILDING AREAS

The following buildings listed in Table III-1 are approved for construction, as also indicated on the site plan, below. The developer may construct the 'R3' building as either 30,000 square-feet ("Option 1") or 12,000 square-feet ("Option 2") so long as the corresponding parking garage expansion option is also constructed. Additionally, the other 'R' buildings may be constructed smaller than the maximum allowed by authorization of an Architectural Modification as specified by Section C (Architectural Modifications).

TABLE III-1 – APPROVED BUILDING AREAS

APPROVED NEW BUILDING	SIZE	STORIES
'R1' (Commercial/Retail Building)	6,000	1
'R2' (Commercial/Retail Building)	5,800	1
'R4' (Commercial/Retail Building)	1,800	1
'R5' (Commercial/Retail Building)	5,000	1
'O1' (Office Building)	102,000	5
'G1' (Garage Expansion – Phase 3)	87,505	3
'G1' (Garage Expansion – Phase 4)* (Option 1 / Option 2)	190,000	5
	114,000	3
*The final size of the garage expansion is subject to additional City review pursuant to Part II, Section D (Approved Phasing).		
'R3' (Commercial/Retail Building) (Option 1 / Option 2)	30,000	2
	12,000	
Total Approved Building Area	150,600 (excluding garage)	



Existing buildings (in existence prior to the 2016 approval of the Master Use Permit), as listed in Table III-2, and as also indicated on the above site plan, include the three existing office buildings, a hotel, and a retail shopping center composed of several attached and detached buildings:

TABLE III-2 – EXISTING BUILDING AREAS

EXISTING BUILDINGS	TOTAL AREA (SF)
Hotel w/banquet and restaurant	94,477 (171 rooms)
Shopping Center (Main Buildings)	231,143
Pad Buildings (2)	12,342
Office Buildings (3)	360,115
Total Existing Building Area	698,076

The use of approved and existing buildings is limited by numeric (square-feet) limitations of certain land uses as specified by Part IV, Section B (Land Use Maximums), and by general land use allowability restrictions as specified by Part IV, Section D (Land Uses Allowed).

C. ARCHITECTURAL MODIFICATIONS

The Community Development Director may authorize an Architectural Modification, which for purposes of the Master Use Permit shall specifically include limited exterior alterations and additions to existing buildings of no greater than 500 (gross) square-feet, in compliance with this section. Any proposal determined not to fall within the scope of this section shall constitute a "major change" and require an Amendment to the Master Use Permit in compliance with Part II, Section G (Amendments).

1. Administrative Authorization

The Community Development Director may authorize a request for an Architectural Modification provided the Community Development Director makes the findings specified in subsection '2', below. The Community Development Director's decision shall be made in compliance with the procedures prescribed by Campbell Municipal Code Chapter 21.71 (Administrative Decision Process), subject to the same fee as for an Administrative Site and Architectural Review Permit, as specified in the Schedule of Fees and Charges. An Architectural Modification shall be authorized prior to issuance of a building permit for the work approved. Upon approval, the authorized Architectural Modification shall be recorded in the Document History (Page iv).

2. Findings to Authorize an Architectural Modification

The Community Development Director shall authorize an Architectural Modification only when the following findings are made:

1. The Architectural Modification is consistent with the architectural character of The Pruneyard in terms of color(s), material(s), form and mass;
2. The Architectural Modification is consistent with the Vision and Goals of the Master Use Permit;
3. Any new building area can be accommodated by the existing or proposed parking supply; and
4. The Architectural Modification is consistent with the applicable General Plan Land Use Policies.

IV. LAND USE CONTROLS

A. ESTABLISHMENT OF LAND USE PROGRAM

These Land Use Controls establish the tailored land use program for The Pruneyard, pursuant to Campbell Municipal Code Section 21.14.030 (O (Overlay) Overlay/Combining Zoning District), which specifies those permitted and conditional uses that apply to The Pruneyard. Those permitted uses identified in this Master Use Permit, which are a subset of the uses otherwise permitted in the Campbell Municipal Code, are approved ministerially by issuance of a Zoning Clearance, as specified by Section E (Permitted Use Approval). The conditional uses identified herein, which are also a subset of the conditional uses identified in the Campbell Municipal Code, are subject to a discretionary administrative review, as specified below in Section F (Conditional Use Authorization). Additionally, certain allowable land uses are also restricted as to aggregate square-footage and number as specified in Sections B (Land Use Maximums) and C (Alcohol License Maximums), respectively.

B. LAND USE MAXIMUMS

In order to maintain an appropriate balance of land uses within The Pruneyard, and as required by the project's environmental review, the following land use maximums (Table IV-1) are hereby established. Any change to these land use maximums shall require an Amendment to the Master Use Permit in compliance with Part II, Section G (Amendments). Land uses not listed below, but allowed pursuant to Section D (Land Uses Allowed), are permitted within the existing and proposed buildings without specific maximums.

TABLE IV-1 – LAND USE MAXIMUMS

LAND USE	MAXIMUM (SF)
Fitness Facility	30,000
Movie and/or Performing Arts Theater	20,400
Restaurants*	94,500

*Includes restaurants (as defined by Part VII), and stand-alone bars/taverns, and nightclubs.

By establishment of these maximums, the mix of land uses within The Pruneyard will be consistent with the proposed parking supply, as determined by the project's parking analysis, and subject to the parking management measures required by Part VI, Section A (Parking Management). The parking analysis for the project calculated the required parking based upon enclosed restaurant square footage. In this manner, parking for all land uses authorized by the Master Use Permit, including restaurants has been found to be sufficient. Therefore, changes to land use within The Pruneyard, consistent with Section D (Land Uses Allowed) are not subject to any additional parking review, except where a minor addition is proposed as allowed by Part III, Section C (Architectural Modifications).

Table IV-2 identifies the current allotment of restaurants—as defined by Part VII (Definitions)—by suite number (see **APPENDIX E**). This table shall be updated by the Community Development Department anytime a restaurant is established or expanded to ensure the Master Use Permit remains current.

TABLE IV-2 – RESTAURANT AREA ALLOTMENT

BUSINESS NAME	SUITE # /ADDRESS	SQUARE FEET
Buca Di Beppo	155	8,099
Café Artemis	300/350	3,599
Starbird	112	1,722
Luna	570	6,280
	2570	1,615
Kyoto Palace	2500	5,704
Mendocino Farms	440	2,893
World Wraps	165	1,300
Out of the Barrel	560	974
Orchard City Kitchen	190	5,781
B.Steak.A	1887 S. Bascom	7,457
Pacific Catch, Inc.	550	5,150*
*Inclusive of the existing covered patio area.		
Patxi's Pizza	405	3,175
Rock Bottom Brewery	700	9,769
Togo's	113	1,191
PY Kitchen and Bar	1995 S. Bascom	1,300
Peet's Coffee and Tea	Bld. 'R4'	1,750
Asian Box	152 (kiosk)	1,014
Burger Lounge	515	1,781
Cedar Room	100/105	2,069
SweetGreens	450	1,674
	470	848
Current Total		75,145
Remaining Available		19,355

C. ALCOHOL LICENSE MAXIMUMS

The Community Development Director may authorize additional alcohol service ("liquor establishment") and retail alcohol sales ("liquor store"), in compliance with Section F (Conditional Use Authorization). However, the maximum number of "off-sale" and "on-sale" licenses, as defined by the California Business and Professions Code, shall be restricted as specified by the Table IV-3, below, except that incidental license types such as instructional tasting or portable bar licenses granted in association with a primary license, as well as temporary licenses (e.g., special events), shall not count against the maximum.

TABLE IV-3 – ALCOHOL LICENSE MAXIMUMS

LICENSE TYPE	MAXIMUM
"On-Sale" (Consumption on-site)	25
"Off-Sale" (Consumption off-site)	5

By provision of these maximums, the City Council affirmatively finds that there is not an overconcentration of alcohol service establishments or an undue proximity of off-site alcoholic sales establishments within The Pruneyard. As such, an increase to the maximum number of allowable licenses shall require an Amendment to the Master Use Permit in compliance with Part II, Section G (Amendments). These maximums anticipate completion of the entire approved project.

Table IV-4, below, identifies the current alcohol license allotment. This table shall be updated by the Community Development Director when a Conditional Use Authorization is granted to allow additional alcohol service or sales.

TABLE IV-4 – ALCOHOL LICENSE ALLOTMENT

BUSINESS NAME	SUITE # /ADDRESS	LICENSE TYPE	
Buca Di Beppo	155	Type 47 (On-Sale General)	
Café Artemis	300/350	Type 47 (On-Sale General)	
Luna	570	Type 47 (On-Sale General)	
Kyoto Palace	2500	Type 47 (On-Sale General)	
Out of the Barrel	560	Type 42 (On-Sale Beer & Wine)	
Orchard City Kitchen	190	Type 47 (On-Sale General)	
B.Steak.A	1887 S. Bascom	Type 47 (On-Sale General)	
Pacific Catch, Inc.	550	Type 47 (On-Sale General)	
Patxi's Pizza	405	Type 47 (On-Sale General)	
Rock Bottom Brewery	700	Type 47 (On-Sale General)	
Pruneyard Cinemas / Cedar Room	100/105	Type 47 (On-Sale Beer & Wine)	
Double Tree by Hilton/ PY Kitchen and Bar	1995 S. Bascom	Type 47 (On-Sale General)	
Trader Joe's	420	Type 21 (Off-Sale General)	
World Wraps	165	Type 41 (On-Sale Beer & Wine)	
Mendocino Farms	440	Type 41 (On-Sale Beer & Wine)	
Burger Lounge	515	Type 41 (On-Sale Beer & Wine)	
Asian Box	152	Type 41 (On-Sale Beer & Wine)	
Board and Brush	360	Type 42 (On-Sale Beer & Wine)	
Current Total	Remaining ("On-Sale")	17	8
Current Total	Remaining ("Off-Sale")	1	4

D. LAND USES ALLOWED

Allowable permitted and conditional land uses within The Pruneyard are specified by this section, subject to the limitations specified above by Section B (Land Use Maximums) and Section C (Alcohol License Maximums). Table IV-5 specifies which land uses are allowable by parcel (as denoted by the map to the right), and whether on the ground floor, on an upper floor, or on all floors, as applicable. Land uses that are listed as "permitted" (P) are approved by issuance of a Zoning Clearance as noted in Section E (Permitted Use Approval). Land uses listed as "conditional" (C) may be administratively authorized in compliance Section F (Conditional Use Authorization). The meaning of land uses shall be in compliance with Part VII (Definitions).

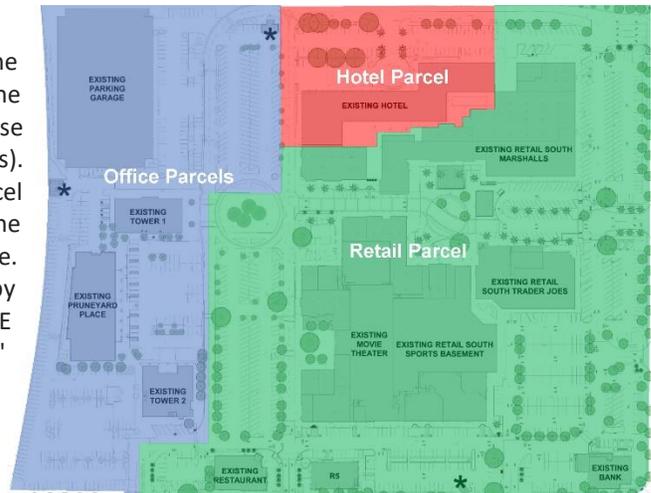


TABLE IV-5 – LAND USES ALLOWED

LAND USES	RETAIL PARCEL	OFFICE PARCELS	HOTEL PARCEL
General Retail Activities			
Bookstores			
Consignment Boutique			
Department Stores			
Food Retail			
Furniture Stores			
Grocery Stores			
Hardware Stores (under 5,000 sq. ft.)	P	P	
Medical Retail	(All Floors)	(Ground Floor)	
Music (recordings) Stores			
Outdoor Retail Sales and Activities			
Outdoor Retail Sales, ancillary			
Pharmacies/Drug Stores			
Photography Studio/Supply Shops			
Retail Stores			
Video Rental Stores			
Retail Alcohol Sales, Primary Use			
Liquor Store, beer and wine	C		
Liquor Store, distilled spirits	(Ground Floor)		
Retail Alcohol Sales, Ancillary Use			
Grocery Stores, beer and wine	C		
Grocery Stores, distilled spirits	(Ground Floor)		
General Services			
Banks and Financial Services			
Personal Services	P	P	
Photocopying Shop	(All Floors)	(Ground Floor)	
Travel Agency			
Dry Cleaning (Drop-off/Pick-up)			
Special Services			
Massage Establishments	C		
	(Ground Floor)		
Spa Services/Health Spas	C	C	C
Tanning Studios	(All Floors)	(All Floors)	(All Floors)

TABLE IV-5 – LAND USES ALLOWED

LAND USES	RETAIL PARCEL	OFFICE PARCELS	HOTEL PARCEL
Professional Office and Employment Government offices and facilities (local, state or federal) Professional Office	P (Upper Floors)	P (All Floors)	
Professional Office (less than 2,000 sq. ft.)	P (Ground Floor)		
Hospitality Hotel with Banquet Facilities			C (All Floors)
Restaurant and Food Service Catering businesses (ancillary to a restaurant) Outdoor seating (associated with a restaurant) Restaurants	P (All Floors)	P (Ground and Top Floor*)	P (Ground Floor)
Alcohol Service (Liquor Establishment), Primary Use Distilled spirits, within a stand-alone Bar/Tavern or Nightclub Beer and wine, within a stand-alone Bar/Tavern or Nightclub	C (Ground Floor)	C (Ground and Top Floor*)	C (Ground Floor)
Alcohol Service (Liquor Establishment), Ancillary Use Beer and wine, within a restaurant, hotel, theater, etc. Distilled spirits, within a restaurant, hotel, theater, etc.	C (All Floors)	C (Ground and Top Floor*)	C (Ground Floor)
Health and Fitness Center		P (Bld. R3 Only)	
Movie and/or Performing Arts Theater	P (All Floors)		
Instructional Services Commercial Schools (less than 10,000 sq. ft.) Studios (small and large) Tutoring Center (small and large)	C (All Floors)	C (All Floors)	
Medical Service, Clinics	P (Upper Floor)	P (All Floors)	
Entertainment Arcades Live Entertainment, ancillary (primary see Nightclub) Dancing, ancillary (primary see Nightclub) Nightclubs (live entertainment and dancing as primary use) Indoor Amusement/ Entertainment/Recreation Centers	C (Ground Floor)		
Equipment Uses Automated Teller Machines (ATM) Vending Machine Alternative Fuel /Recharging Stations Television/Communication Satellites (less than 3-ft diameter)	P (All Floors)	P (All Floors)	P (All Floors)
Pet Services Pet Stores Cat and Dog Grooming Pet Supply (including on-site preparation of food goods)	P (All Floors)		
Late Night Hours (Activities) , in association with any use	C (All Floors)	C (All Floors)	C (All Floors)
Wireless Communication Facilities	May be allowed in compliance with CMC Chapter 21.34 (Wireless Communications Facilities)		

*"Top Floor" includes the upper floor of each building, and the upper two (2) floors of Tower I.

E. PERMITTED USE APPROVAL

The Community Development Director shall approve permitted land uses specified above by Section D (Land Uses Allowed) and consistent with the land use maximums specified by Section B (Land Use Maximums), by issuance of a Zoning Clearance. Existing and new Permitted Uses are subject to the applicable standards in Section I (General Performance Standards).

F. CONDITIONAL USE AUTHORIZATION

The Community Development Director may authorize conditional land uses specified by Section D (Land Uses Allowed), in compliance with this section, and with the land use maximums specified by Section B (Land Use Maximums). Authorized Conditional Uses are subject to the applicable standards provided in Section H (Conditional Use Standards) and Section I (General Performance Standards).

1. Administrative Authorization

The Community Development Director may authorize a request for a new or expanded conditional use, except as specified by Section H (Conditional Use Standards), provided the Community Development Director can make the findings specified in subsection '2', below. The Community Development Director's decision shall be made in compliance with the procedures prescribed by Campbell Municipal Code Chapter 21.71 (Administrative Decision Process), subject to the same fee as for an Administrative Planned Development Permit (Change of Use), as specified in the Schedule of Fees and Charges. A conditional use shall be authorized prior to issuance of a building permit or a business license. The Community Development Director's authorization of a conditional use shall be termed a "Conditional Use Authorization."

All authorized conditional uses shall be listed below within Section G (Authorized Conditional Uses). Upon approval, the Conditional Use Authorization shall be recorded on the in the Document History (Page iv).

2. Findings to Authorize a Conditional Use

The Community Development Director shall issue a Conditional Use Authorization only when the following findings are satisfied:

1. The authorized conditional use will maintain an appropriate mix of uses within The Pruneyard;
2. The authorized conditional use is consistent with the Vision and Goals of the Master Use Permit;
3. The authorized conditional use will incorporate applicable use standards consistent with the standards in this Master Use Permit as necessary to not determinately impact other uses; and
4. The authorized conditional use is consistent with the applicable General Plan Land Use Policies.

G. AUTHORIZED CONDITIONAL USES

The following conditional uses are authorized by the Master Use Permit, for a specific tenant space as depicted in **APPENDIX E** (Tenant Map), and as subject to the specified standards provided in Section H (Conditional Use Standards). No conditional use shall expand beyond its existing tenant space or introduce additional conditional use activity without further authorization in compliance with Section F (Conditional Use Authorization). Table IV-6 shall be updated by the Community Development Director when a new conditional use is authorized to ensure the Master Use Permit remains current.

TABLE IV-6 – AUTHORIZED CONDITIONAL USES

BUSINESS / LAND USE	SUITE # / ADDRESS	AUTHORIZED CONDITIONAL USE(S)	CONDITIONAL USE STANDARDS	OPERATIONAL HOURS (LATE NIGHT OR STANDARD)
Restaurants				
Buca di Beppo	155	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits Late Night Hours 	1, 2	6:00 AM to 12:00 AM, daily
Café Artemis	300/350	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits 	2	Standard Hours Only
Luna	570/2570	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirit Outdoor "high-top" furniture 	2	Standard Hours Only
Kyoto Palace	2500	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits 	2	Standard Hours Only
Orchard City Kitchen	190	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits Late Night Hours 	1, 2	6:00 AM to 12:00 AM, daily
B.Steak.A	1887 S. Bascom	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits 	2	Standard Hours Only
Pacific Catch	550	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits Late Night Hours 	1, 2	6:00 AM to 2:00 AM, daily
Patxi's Pizza	405	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits Late Night Hours 	1, 2	6:00 AM to 12:00 AM, daily
Rock Bottom	700	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits Ancillary Live Entertainment Late Night Hours Outdoor "lounge-style" furniture 	1, 2, 6	6:00 AM to 2:00 AM, daily
PY Kitchen and Bar	1995 S. Bascom	<ul style="list-style-type: none"> Ancillary Alcohol Service, distilled spirits Ancillary Live Entertainment Late Night Hours Outdoor "lounge-style" furniture 	1, 2, 6	6:00 AM to 12:00 AM, daily
LuLu's	165	<ul style="list-style-type: none"> Ancillary Alcohol Service, beer and wine 	2	Standard Hours Only
Mendocino Farms	440	<ul style="list-style-type: none"> Ancillary Alcohol Service, beer and wine 	2	Standard Hours Only
Burger Lounge	515	<ul style="list-style-type: none"> Ancillary Alcohol Service, beer and wine 	2	Standard Hours Only
Asian Box	152	<ul style="list-style-type: none"> Ancillary Alcohol Service, beer and wine 	2	Standard Hours Only
Stand-alone Bar/Tavern				

TABLE IV-6 – AUTHORIZED CONDITIONAL USES

BUSINESS / LAND USE	SUITE # / ADDRESS	AUTHORIZED CONDITIONAL USE(S)	CONDITIONAL USE STANDARDS	OPERATIONAL HOURS (LATE NIGHT OR STANDARD)
Out of the Barrel*	560	<ul style="list-style-type: none"> Stand-alone Bar/Tavern, beer and wine Live Entertainment, ancillary Late Night Hours 	1, 3, 6	6:00 AM to 1:00 AM, daily
*The existing outdoor seating area associated with this stand-alone bar/tavern is a legal non-conforming land use, subject to Section K (Non-Conforming Land Uses).				
Massage Establishment				
Massage Envy	650	<ul style="list-style-type: none"> Massage Establishment 	7	7:00 AM to 10:00 PM, daily (Restricted Hours)
Hotel				
Double Tree Hotel	1995 S. Bascom	<ul style="list-style-type: none"> Hotel banquet facility Late Night Hours Live Entertainment and dancing, ancillary 	1, 5, 6	6:00 AM to 12:00 AM, daily
Movie and/or Performing Arts Theater				
Pruneyard Cinemas Restaurant and Bar	100/105	<ul style="list-style-type: none"> Live Entertainment, ancillary Ancillary Alcohol Service, distilled spirits* Late-night Activities <p>*Alcohol service is ancillary to both the theater and the associated restaurant/bar.</p>	1, 2, 6, 9	6:00 AM to 2:00 AM, daily
Grocery Store				
Trader Joe's	420	<ul style="list-style-type: none"> Ancillary retail alcohol sales, distilled spirits 	4	Standard Hours Only
Health and Fitness Center				
TBD	(Bld. R3)	<ul style="list-style-type: none"> Late Night Hours Spa Services 	1, 8	24 hours/daily
Studios				
Core Sculpt	2410	<ul style="list-style-type: none"> Studio 	10	Standard Hours Only
Bodyrok	2420	<ul style="list-style-type: none"> Studio Late Night Hours 	1, 10	5:00 AM to 11:00 PM, daily
Row House	2560	<ul style="list-style-type: none"> Studio 	10	Standard Hours Only
Core Power Yoga	2580	<ul style="list-style-type: none"> Studio Late Night Hours 	1, 10	5:00 AM to 11:00 PM, daily
Board and Brush	360	<ul style="list-style-type: none"> Studio Ancillary Alcohol Service, beer and wine 	3, 10	Standard Hours Only

H. CONDITIONAL USE STANDARDS

The following standards apply to each authorized conditional use, as applicable. When considering a request to authorize a new conditional use pursuant to Section F (Conditional Use Authorization) for which standards have yet to be established, the Community Development Director shall refer the authorization request to the Planning Commission as permitted by Campbell Municipal Code Section 21.38.020, for decision and creation of new Conditional Use Standards (to then be incorporated into this section) in compliance with the procedures prescribed by Campbell Municipal Code Chapter 21.64 (Public Hearings).

1. Late Night Hours

Land uses with Conditional Use Authorization for Late Night Hours shall comply with the following standard:

a) **Approved Late Night Hours**

The approved Late Night Hours as identified above by Section G (Authorized Conditional Uses) are inclusive of all activity associated with the use including, but not limited to, the provision of goods and services to the public and all ancillary activities such as property maintenance, janitorial services, street and parking lot sweeping, deliveries, and similar activities.

2. Alcohol Service Ancillary to a Restaurant

Restaurants with Conditional Use Approval for alcohol service shall comply with the following standards:

a) **Alcohol License Types**

The business owner shall at all times maintain in good standing an appropriate license from the State Department of Alcoholic Beverage Control for the sale of alcoholic beverages in association with the restaurant. Only a license for a bona fide public eating place, as defined by Section 23038 of the California Business and Professions Code, shall be permitted, as specified below:

- Type 41 (On-Sale Beer and Wine for Bona Fide Public Eating Place)
- Type 47 (On-Sale General for Bona Fide Public Eating Place) **OR**
- Type 75 (On-Sale General Brew-Pub)

b) **Patron Service**

Patrons shall only be served when seated, either at the bar, patio, or within the dining room.

c) **Food Service Required**

The kitchen shall not close during the restaurant's public operating hours and shall be able to provide normal meal service at all times, including at the bar.

d) **Floor Plan Configuration**

All tables and chairs shall be placed in such a manner to allow sufficient area for dining and shall not be stacked or removed from the restaurant during the operating hours. At no time shall the seating be reconfigured to create large open spaces for patrons to congregate, as to ensure that the use is operated as envisioned.

e) **Designated Driver / Taxicab Service Posting**

Contact information for local taxicab services and designated driver services shall be posted in a conspicuous place.

f) **City Meetings**

At the discretion of the Chief of Police, periodic meetings will be conducted with representatives from the Police Department/Alcohol Beverage Control for on-going employee training on alcoholic beverage service to the general public.

g) **Live Entertainment and Dancing**

Unless specifically allowed by Section H (Authorized Conditional Uses), live entertainment and dancing shall not be allowed.

3. Stand Alone Bar/Tavern, beer and wine

Stand-alone bars/taverns with Conditional Use Approval for the sale of beer and wine shall comply with the following standards:

a) **Alcohol License Types**

The business owner shall at all times maintain in good standing an appropriate license from the State Department of Alcoholic Beverage Control for the sale of alcoholic beverages (beer and wine) in association with the bar/tavern. A license for a bona fide public eating place or public premise, as defined by Sections 23038, and 23039 of the California Business and Professions Code, respectively, may be permitted, as specified below:

- Type 41 (On-Sale Beer and Wine for Bona Fide Public Eating Place)
- Type 42 (On-Sale Beer and Wine for Public Premise)
- Type 61 (On-Sale Beer for Public Premises)

b) **Age Restriction**

No person under the age of 21 years shall be allowed to enter the premise, unless allowed as part of the live entertainment (musician) exemption pursuant to California Business and Professions Code Section 25663.5. A sign indicating this age restriction shall be posted at the entry door.

c) **Designated Driver / Taxicab Service Posting**

Contact information for local taxicab services and designated driver services shall be posted in a conspicuous place.

d) **Live Entertainment**

Unless specifically allowed above by Section G (Authorized Conditional Uses), live entertainment and dancing shall not be allowed.

e) **City Meetings**

At the discretion of the Chief of Police, periodic meetings will be conducted with representatives from the Police Department/Alcohol Beverage Control for on-going employee training on alcoholic beverage service to the general public.

4. Retail Alcohol Sales (Distilled Spirits), Ancillary to a Grocery Store

Grocery stores with ancillary alcohol sales (distilled spirits), shall comply with the following standards:

a) **Ancillary Activity**

The retail sale of alcoholic products shall remain ancillary to the primary purpose of the grocery store which is the sale of food items and household supplies, as defined by the Campbell Municipal Code.

b) **Alcohol License Types**

The business owner shall at all times maintain in good standing an appropriate "off-sale" license from the State Department of Alcoholic Beverage Control for the sale of alcoholic beverages, as specified below:

- Type 20 (Off-Sale Beer and Wine)
 - Type 21 (Off-Sale General)
- c) **Incidental Tasting of Alcoholic Beverages**
On-site consumption of tasting (sample) servings of alcoholic beverages provided by outside vendors, at no cost to the consumer, shall be permitted subject to a Type 86 (Instructional Tasting) license from State Department of Alcoholic Beverage Control. Any other "on-sale" license shall not be permitted.
- d) **Securing of Alcoholic Products**
Upon recommendation of the Chief of the Police, the Community Development Director may require specific signage or locked cabinet shelving, or similar measures, to prevent the unauthorized sale or theft of alcoholic products.

5. Hotel with Banquet Facilities, including ancillary alcohol sales

The hotel with banquet facilities shall comply with the following standards:

- a) **Lodging Duration**
Hotel rooms shall not be rented for a continuous stay of more than thirty (30) days.
- b) **Banquet Hours**
Banquet facilities (indoor and outdoor) may be used/rented from 6:00 AM to 11:00 PM, daily.
- c) **Alcohol Service**
Alcohol service provided in hotel rooms (i.e., "mini-bars" and room service delivery) and banquet facilities (indoor and outdoor) when serving guests at hotel-related or organized functions, such as social hours, meetings, receptions and cocktail parties, shall require the business owner to at all times maintain in good standing an appropriate license from the State Department of Alcoholic Beverage Control for the sale of alcoholic beverages, as specified below:
- Type 47 (On-Sale General for Bona Fide Public Eating Place)
 - Type 70 (On-Sale General Restrictive Service)
 - Type 68 (Portable Bar)
- d) **Restaurant and Bar**
A restaurant and bar, with general alcohol service, late-night activity, and ancillary live entertainment, open to the general public, is permitted in association with the hotel use, as specified above in Section G (Authorized Conditional Uses).

6. Ancillary Live Entertainment

Any use with Conditional Use Approval for live entertainment shall comply with the following standards:

- a) **Live Entertainment Permit**
Each business owner shall secure approval of a Live Entertainment Permit in compliance with Campbell Municipal Code Chapter 5.24 (Live Entertainment). Existing Live Entertainment Permits in effect at time of adoption of the Master Use Permit shall remain valid; however, such permits are non-transferable, and any change in business ownership shall require an application for a new Live Entertainment Permit.

- b) **Live Entertainment Performances**
Live entertainment, whether conducted indoors and/or outdoors, is limited to live musicians complimentary to the primary purpose of the use, as specified by a Live Entertainment Permit.
- c) **Dancing Area Prohibited**
At no time shall the business owner reconfigure the seating area to create a dancing area, unless dancing is specifically allowed by Section G (Authorized Conditional Uses).
- d) **Cover Charge**
At no time shall a cover charge be required or a donation necessary in order to patronize the establishment.
- e) **Doors and Windows**
Doors and windows shall remain closed during live entertainment performances, unless otherwise approved by the Live Entertainment Permit.
- f) **Noise**
Regardless of decibel level, live entertainment performances shall not create unreasonable noise which obstructs the free use of neighboring businesses or residences.
- g) **Security**
At the sole discretion, and to the satisfaction of the Chief of Police, the business owner may be required to provide private security during live entertainment performance.

7. Massage Establishments

Massage establishments shall comply with the following standards, in compliance with Campbell Municipal Code Section 21.36.270 (Massage Establishments):

- a) **Proximity**
A massage establishment use shall not be located within three hundred feet of another existing massage establishment use, as measured from the edge of the property line of each property.
- b) **Establishment Permit**
It shall be unlawful for any operator to own, manage, or operate a massage establishment in or upon any premises within the city without having a current massage establishment permit issued by the Chief of Police pursuant to the provisions of Campbell Municipal Code Chapter 5.48 (Massage Establishments and Therapist).
- c) **Special Operating Hours**
No massage establishment shall be kept open for business and no massage therapist shall administer massages before the hour of 7:00 AM or after the hour of 10:00 PM.
- d) **Window Coverage**
No massage business located in a building or structure with exterior windows fronting a public street, highway, walkway, or parking area shall, during business hours, block visibility into the interior reception or waiting area through the use of curtains, closed blinds, tints, or any other material that obstructs, blurs, or unreasonably darkens the view into the premises. For the purpose of this standard, there is an irrebuttable presumption that the visibility is impermissibly blocked if more than 10 percent of the interior reception or waiting area is not visible from the exterior window.

8. Spa Services / Health Spa

Spa Services/ Day Spa uses shall comply with the following standards:

a) **Massage Therapist**

Massage services shall only be provided by a Certified Massage Therapist as certified by the California Massage Therapy Council.

b) **Other Personal Services**

In addition to massage services, at least two other personal services shall be provided, including but not limited to, hair, nail, and/or skin care, waxing, facials, sauna, whirlpools, and swimming pools.

9. Alcohol Service Ancillary to a Movie and/or Performing Arts Theater

Movie and/or Performing Arts Theater with Conditional Use Approval for alcohol service shall comply with the following standards:

a) **Alcohol License Types**

The business owner shall at all times maintain in good standing an appropriate license from the State Department of Alcoholic Beverage Control for the sale of alcoholic beverages in association with the related restaurant. Only a license for a bona fide public eating place, as defined by Section 23038 of the California Business and Professions Code, shall be permitted, as specified below:

- Type 41 (On-Sale Beer and Wine for Bona Fide Public Eating Place)
- Type 47 (On-Sale General for Bona Fide Public Eating Place)

b) **Food Service**

At all times when the premises is exercising the privileges of their license, the sale of food, in compliance with Section 23038 of the Business and Professions Code, shall be offered and available for purchase.

c) **Alcohol Service**

All sales and service of alcoholic beverages for consumption in the general spectator seating areas shall be made only from concession stands, portable stands or bars, or fixed bars, and shall not be sold, served, or delivered to customers by individual ambulatory vendors, commonly known as "hawkers".

d) **Alcohol Sales in Auditoriums**

Notwithstanding the above, point(s) of sale of alcoholic beverages shall not be maintained within the theater auditoriums, except that alcoholic beverages may be sold or served by waiters or waitresses in the general spectator seating areas under the following conditions:

- Only persons occupying seats in the designated theaters shall be permitted to order and be served alcoholic beverages.
- Orders from patrons seated in these theaters must be made to the waiter or waitress serving that area, and the alcoholic beverages must be personally delivered to the patron by the waiter or waitress who took the order.
- The waiter or waitress serving in the theaters shall not carry a supply of unordered alcoholic beverages.

e) **Limit on Alcohol Service**

No more than two (2) alcoholic beverages shall be sold or served to any one (1) person during any transaction.

- f) **Size and Appearance of Alcohol Containers**
Alcoholic beverages shall be served in containers which significantly differ in appearance from those containers utilized for non-alcoholic beverages. Containers for beer shall not exceed 16 ounces. This condition does not preclude the service of alcoholic beverages in their original containers.
- g) **Monitoring**
At all times when the premises is exercising the privileges of their license, an employee of the premises shall enter and monitor the activity within the theaters on a regular basis, but no less than once every 30 minutes.

10. Studios (small and large)

Studio (small and large) uses shall comply with the following standards:

- a) **Approved Instruction**
A studio may provide one-on-one and/or group instruction involving physical or artistic skills and techniques, including but not limited to dance, music, fitness, training, martial arts and fine arts.
- b) **Appointment-based Instruction**
Studio instruction shall be provided by appointment only. Appointments may be made in advance on-line, by telephone, or in person, on either a one-time or repeated basis. Occasional "walk-in" appointments may be allowed provided that the majority of participants reserve an appointment prior to a studio class.
- c) **Business Hours**
Unless a Conditional Use Authorization has been granted for 'Late Night Hours,' the business hours shall be limited to the 'Standard Operating Hours' of 6:00 AM to 11:00 PM, daily.
- d) **Instructional Area**
The number of instructional areas/rooms shall be limited to the number depicted on the floor plan approved by the Conditional Use Authorization.
- e) **Ancillary Retail**
Retail activities ancillary to a studio use may be permitted.
- f) **Number of Participants and Instructors**
The number of participants and instructors shall be limited to the maximum occupancy capacity of the studio as determined by the California Building Code (CBC), except that the Community Development Director may impose a more restrictive maximum if necessary to affirmatively establish the findings to authorize a conditional use.
- g) **Outdoor Activities**
All instructional activity shall occur within the interior of the tenant space. Outdoor activity is prohibited, unless approved as part of a 'Special Event' pursuant to Part VI, Section E (Special Events).
- h) **Noise**
Music, voices, and other sources of sound generated within the studio, regardless of decibel level, shall not create unreasonable noise which obstructs the free use of neighboring businesses or residences. Doors shall be kept closed at all times music is played.

I. GENERAL PERFORMANCE STANDARDS

The following performance standards apply to all new and existing land uses:

1. Standard Operating Hours

Notwithstanding any provision to the contrary, and except where Conditional Use Authorization has been granted for Late Night Hours, the Standard Operating Hours for all land uses is defined as 6:00 AM to 11:00 PM. No activity shall occur prior to or after this time period, inclusive of all activity associated with the use including, but not limited to, the provision of goods and services to the public and all ancillary activities such as property maintenance, janitorial services, street and parking lot sweeping, deliveries, and similar activities.

2. Smoking

"No Smoking" signs shall be posted outside of the entrance of each business where smoking is prohibited in compliance with Campbell Municipal Code Section 6.11.060 (Smoking Pollution Control). It shall be the responsibility of each business owner to monitor and enforce the no-smoking provisions.

3. Maximum Occupancy

The occupant load of all tenant spaces shall be in compliance with the California Building Code. Maximum occupancy signs shall be posted in a conspicuous place.

4. Noise

No land use, regardless of decibel level, shall create unreasonable noise which obstructs the free use of neighboring businesses or residences.

5. Trash and Cleanup

All trash removal, normal clean up, janitorial activity, etc. shall be done during Standard Operating Hours or approved Late Night Hours.

6. Seating Standards

Only approved restaurants and food retail uses shall be allowed to maintain dedicated patron seating areas (indoor or outdoor), subject to the following standards:

a) **Restaurants**

The maximum interior seating capacities of restaurants shall be as specified by the California Building Code. Outdoor seating areas shall constitute no more than 30% of the restaurant's total seating capacity (indoor and outdoor seating combined).

b) **Food Retail**

Food retail uses shall be permitted a maximum of twenty (20) seats (indoor and/or outdoor).

J. USES NOT SPECIFIED

If a land use is not specifically listed in Section D (Land Uses Allowed), it shall not be allowed, except by an Amendment to the Master Use Permit in compliance with Part II, Section G (Amendments). However, the Community Development Director may determine that a new land use, *which is not defined or otherwise specified by the Campbell Municipal Code*, is consistent with the Master Use Permit as either a

permitted or conditional land use, in compliance with the provisions provided in Campbell Municipal Code Section 21.02.020 (Allowable Uses of Land).

K. NON-CONFORMING LAND USES

Land uses in existence at the time of adoption of the Master Use Permit that are not listed as allowable by Section D (Land Uses Allowed) shall be considered legal non-conforming land uses subject to the limitations provided in Campbell Municipal Code Chapter 21.58 (Nonconforming Uses and Structures).

V. DESIGN GUIDELINES

A. ARCHITECTURAL CHARACTER

The design of the proposed retail buildings is a product of a careful study of the existing architecture overlaid with design principles consistent with contemporary retail. The result is a mix of buildings that are materially consistent with the original center, using a similar palette of plaster walls and tile roofs, while also offering tenants with large glass storefronts and modest roof overhangs in order to provide greater visibility and ultimately a stronger retail presence.

Buildings have been sited to frame and support the newly created Pruneyard and West Plazas; this positioning allows tenants with ample opportunities to “spill out” on to trellised dining patios. Future renovations to the retail center should respect the original vision to create an environment that entices people to want to spend their day strolling The Pruneyard, shopping and dining. Those renovations should use high quality materials, such as smooth cement plaster, board formed concrete, terra cotta tile and wood, steel and stone accents to promote the distinctive architectural style. Lush landscaping and amenity areas made of warm materials should be used to help frame and enhance the shopping and dining experience. Any future additions or alterations to existing buildings within The Pruneyard shall be consistent with the established architectural character.



C. PRUNEYARD PLAZA FROM DECK



D. R4 RETAIL BUILDING IN PRUNEYARD PLAZA



E. RETAIL BUILDING & WEST PLAZA



F. PROMENADE BETWEEN R1 & R2 RETAIL BUILDINGS

B. OUTDOOR DINING GUIDELINES

Restaurants with outdoor dining shall provide furniture, barriers, umbrellas, and heaters consistent with the following guidelines and illustrative depictions. Details for the outdoor dining elements shall be included with the "tenant improvement" construction drawings for each new restaurant or whenever an existing restaurant proprietor wishes to modify the outdoor dining materials. The Community Development Director shall determine conformance of the outdoor dining materials by approval of a Zoning Clearance.

1. Outdoor Dining Furniture

Outdoor dining furniture shall be of durable and weather-resistant material, specifically metal and/or wood. A composite material, such as polypropylene, may be used if the majority of the furniture piece consists of metal or wood. All furniture shall be standard height tables and chairs, not "high-top" bar or sectional "lounge" furniture, unless otherwise approved by a Conditional Use Authorization. Examples are shown below:



2. Outdoor Dining Umbrellas

Umbrellas may use a solid or striped design, and be of any color, but shall not incorporate graphics, text, or any sort of brand identification. All umbrellas for a restaurant shall be the same design and size. Examples are shown below:



3. Outdoor Dining Heaters

Outdoor heaters may be wall mounted, overhead, free-standing, or open pits. However, all heaters shall be either electrical or natural-gas with a fixed point of connection. Propane fueled models are prohibited due to the requirement for fuel tank storage. Examples are shown below:



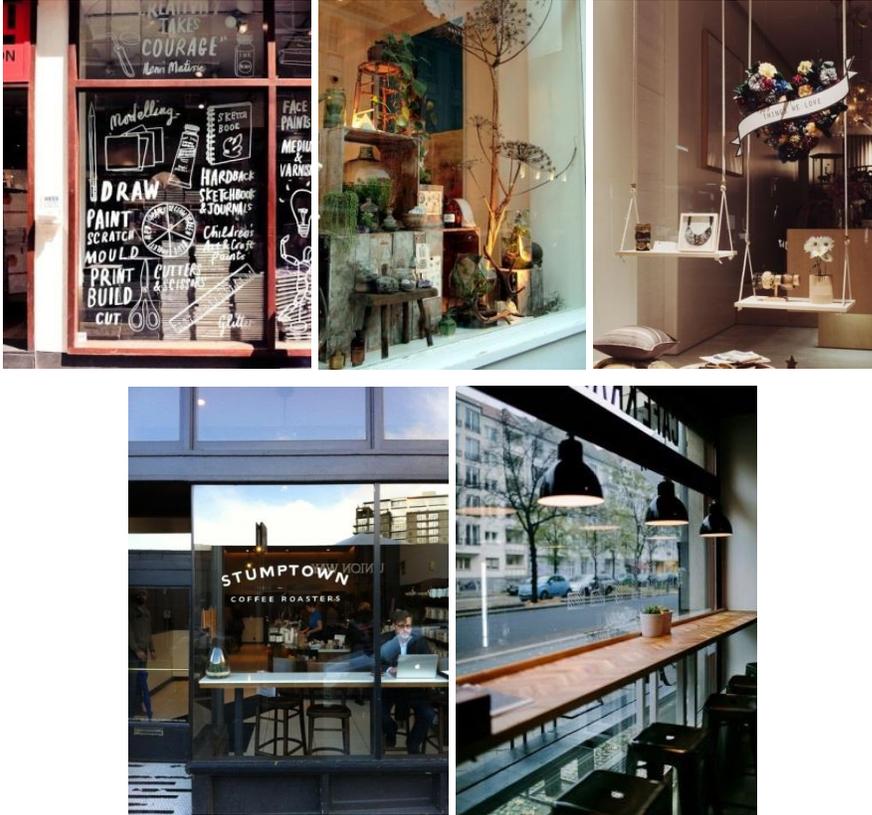
4. Outdoor Dining Barriers

Where required, barriers around outdoor dining areas shall be designed as to maintain as transparent a border as possible. This may include use of transparent material such as meshing, wood slats, open railing, or adequately spaced planters. Solid barriers of any kind, as well as stanchions, are prohibited. Examples are shown below:



C. STOREFRONT DISPLAYS

Display windows for all ground-level business shall be maintained in a transparent manner to the greatest extent possible. Obscure glazing, such as tinting and mirroring, are to be avoided whenever possible. However, decorative glass etching, merchandise display windows, and restaurant window seating are encouraged. Examples are shown below.



D. OUTDOOR MERCHANDISE DISPLAY

Outdoor merchandise displays shall be placed against the building face abutting the tenant space. Merchandise shall be attractively displayed on appropriate racks or other similar stands, or placed freestanding. Except for grocery stores, displays using card tables, cardboard cartons, plastic milk cases, or plywood boxes are not permitted. Merchandise shall be the same type of merchandise sold in the existing business at the site. Displays, including the merchandise placed on them, shall not obscure the storefront, or conflict with required paths-of-travel. Examples are shown below.



E. GENERAL SITE MATERIALS AND ELEMENTS

This section provides design guidance in terms of visual depictions of appropriate general site materials and elements. If there is a conflict between this section and the Approved Development Plans, this section supersedes any illustrations provided in the Approved Development Plans. Furnishings should be consistent with the overall quality and material palette of The Pruneyard. Given the proximity to the new retail buildings it is important that the furnishings do not detract from the overall look, feel and ambiance of The Pruneyard. Specifically, furnishings should be of a high quality construction and made of natural materials such as wood, metal and stone or concrete, and compliment the features they abut. Furnishings made of a high-quality recycled plastic are also acceptable given their durability and sustainable construction.

The consistency of any site material or element with these Guidelines shall be determined by the Community Development Director by approval of a Zoning Clearance.

1. General Site Furniture

General site furniture shall be of high quality construction and made of natural materials. Metal and wood benches, concrete planters, recycled plastic Adirondack chairs, and contemporary bicycle racks are examples of appropriate furniture. Examples are shown below:



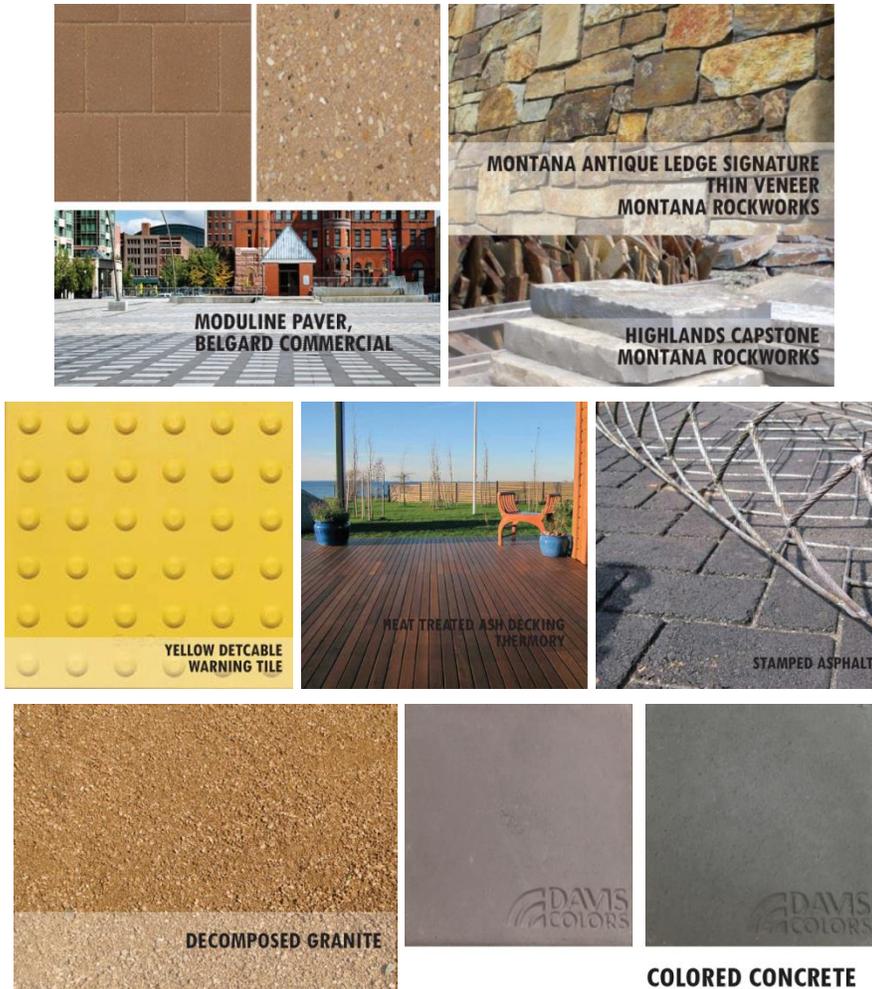
2. Barriers and Bollards

Barriers and bollards shall be of decorative design, of metal or wood, intended to minimize their visual presence. Use of utilitarian styles, particularly those in bright colors, are strongly discouraged. Examples are shown below:



3. Ground Treatment

All new ground treatment materials shall be an upgraded quality, including pavers, stamped concrete or asphalt, and wood decking. Where allowed by code, detectable tile shall be in natural color complementary to the surrounding pavement surface, and shall be integrally installed. Examples are shown below:



4. Play/Sculptural Elements

Artistic, decorative, sculptural and play elements should provide opportunities for aesthetic appreciation, fun, and add an element of whimsy. Examples are shown below:



5. Light Fixtures

New light fixtures shall be allowed as illustrated by the examples depicted below. Models selected shall be comparable in design, color, and installation.



Existing lighting fixtures, as depicted below, may be retained since the style reflects the desired Town and Country architecture. Replacement of these fixtures with fixtures comparable to the models identified above may be approved as a Minor Change.



F. UTILITY EQUIPMENT

Utility equipment, such as transformers, shall be installed underground to the extent practical. Where existing and/or new above-ground equipment is installed, it shall be adequately screened from public view by landscaping, fencing, or other method(s) approved by the Community Development Director.

G. SIGNAGE

All new signage within The Pruneyard shall comply with the "final" Master Sign Plan, (**APPENDIX B**), and any applicable limitation imposed by the Campbell Municipal Code. This Master Sign Plan is intended to create a system of cohesive signage throughout The Pruneyard while simplifying and streamlining the approval process as new and/or modified tenant signage is required. Compliance for retail signage standards shall be upon change of tenancy or voluntary "rebranding" necessitating installation of a new sign(s).

1. Sign Types

The Master Sign Plan includes the following sign types:

- ❖ Freeway Identification
- ❖ Site Branding and Major Tenant Identification
- ❖ Site Identification Markers and Entry Wall Signage
- ❖ Multi-Tenant Site Identification
- ❖ Vehicular Wayfinding and Directional Signage
- ❖ Pedestrian Wayfinding and Directory Signage
- ❖ Other Directional Signage and Markers
- ❖ Office Building Address and Tenant Identity Signage
- ❖ Parking Garage Signage
- ❖ Retail Building Tenant Identity Signage
- ❖ Regulatory and Traffic Control Signage

2. Review Process

The Center Association or individual tenants with approval of the Center Association shall submit signage design packages to the Campbell Building Division which will be routed to the Planning Division staff for determination of general conformance with the Master Sign Plan. As part of the review, the Community Development Director shall confer with the Traffic Engineer to confirm the appropriate placement of new monument signage. The Community Development Director may require changes to the placement as necessary to ensure sufficient visibility. Once general conformance is determined, the Community Development Director shall issue a Zoning Clearance.

As specified by the Master Sign Plan, the Community Development Director may allow alternative placement of "specialty signs" through consideration of an Architectural Modification. An increase in sign area may also be approved by the Planning Commission through consideration of a Sign Permit pursuant to Campbell Municipal Code Section 21.30.030.4.

3. Tenant Signage Design Guidelines

As a part of the Master Sign Plan, a set of guidelines has been created to allow tenant signage to be managed by the Center Association and the City of Campbell in a simplified and streamlined manner. These design guidelines provide information on approved locations, types, sizes and design criteria for tenant signage. As specified by the Tenant Design Guidelines, "specialty signs" must be "fascia-mounted" (i.e., not roof-mounted) and consist of individual channel letters (i.e., not cabinet boxes, except for logos).

H. APPROVED TYPICAL STOREFRONTS

Well-designed storefronts with attractive display windows and building entries at frequent intervals are inviting to shoppers. They help support retail vitality by encouraging people to stay in the area and move from store to store. These features are particularly important at corners because they draw shoppers across streets to continue shopping. They also provide opportunities to convey the image and character of the center to motorists. Future renovations to either the original construction or to the newly added retail will maintain storefronts with generous windows along streets and pedestrian paths. Multiple storefronts within the same building should be visually compatible in terms of scale, alignment, color, and materials. Except for recessed entries, a majority of the storefront should be at the building face to encourage continuity over the entire elevation.

1. Original Construction

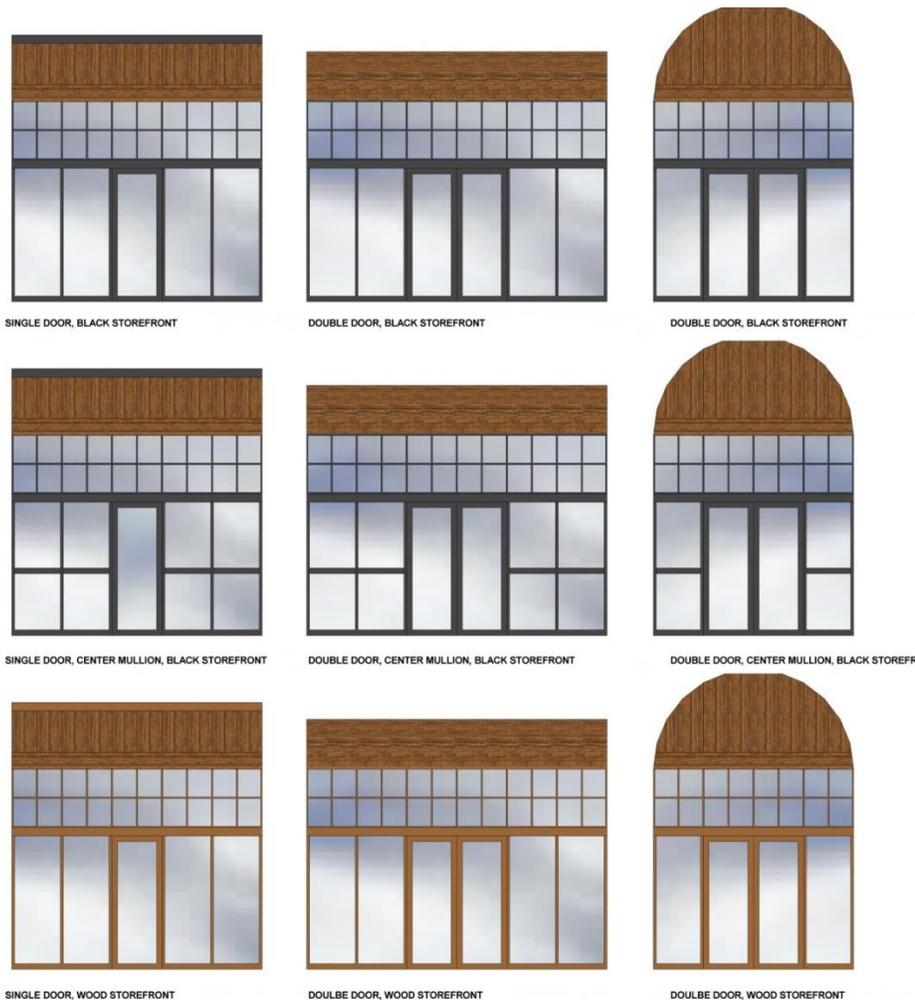
Renovations will maintain storefronts with generous windows. Multiple storefronts within the same building should be visually compatible in terms of scale, alignment, color, materials and architectural style. Three examples, below, are considered to be compatible with the existing buildings.





2. New Construction

New Storefronts should be made of high quality materials such as natural or painted wood, steel, and aluminum and can be conceived with a variety of door and window configurations. Storefronts in the newly added retail buildings should take advantage of the added height (as compared to the original construction) by utilizing clerestory windows above the storefronts.



I. LANDSCAPING

All landscaping shall be installed consistent with the Approved Development Plans, as amended (**APPENDIX A** and **APPENDIX A-1**), and maintained in compliance with Campbell Municipal Code Section 21.26.040 (Landscaping Maintenance Requirements), Section 21.16.110.C.2 (Landscape Maintenance), and the California Model Water Efficient Landscape Ordinance (Title 23 of the California Code of Regulations, Chapter 2.7, Division 2). Any significant change to landscape plantings shall be substantially similar to the approved selections as determined by the Community Development Director, except where an Architectural Modification is authorized in compliance with Part III, Section C (Architectural Modification).

VI. OPERATIONAL STANDARDS

A. PARKING MANAGEMENT

The Pruneyard operates under a shared parking concept, with parking stalls shared among the different uses of the center. Effective utilization of these stalls to provide employee parking and conveniently located customer parking is critical to its success. To limit parking and circulation issues associated with the proposed changes, the following parking management strategies shall be implemented by the Center Association.

1. Parking Management Report

The Center Association shall prepare an annual parking status report to the City of Campbell to describe how valet, short-term, and employee parking is being managed and monitored. This report shall be provided to the Community Development Director no later than January 31st of each year.

2. Wayfinding and Garage Spaces Available Signage

The Center Association shall install additional wayfinding signs throughout the site to encourage patrons to park in the garage. This shall include the installation of an active parking management system within the existing and expanded parking garage, including overhead stall occupancy lights and dynamic signs indicating parking stall availability per floor, upon completion of Phase 3. A proposed plan shall be provided to the Community Development Director for review and approval.

3. Time Limited Parking

The Center Association shall designate certain parking areas as "short-term" parking to optimize the use of parking spaces closest to heavily-visited tenants, such as Trader Joe's, whose customers typically park for short periods. The exact locations and time limits will be determined by agreements reached with specific tenants, and Center Association staff will refine the configuration of these spaces over time. The Center Association staff will also ensure that users of the time-limited parking spaces comply with posted time limits. An initial plan for designation of short-term parking areas shall be submitted to the Community Development Director for review and approval. If significant changes are proposed they will be reviewed with the Community Development Director prior to implementation.

4. Employee Parking

To maximize the amount of parking available for retail and restaurant customers, all employees will be required to park in areas with the lowest demand for customer parking, including the upper levels of the parking garage. Employees will be provided with these requirements and reminded by posted signs. The Center Association staff will enforce these requirements. The specific design and placement of signage, types of communication, and enforcement techniques shall be provided in a plan provided to the Community Development Director for review and approval. If significant changes are proposed they will be reviewed with the Community Development Director prior to implementation. The Center Association may revise the parking management plan to allow exclusive use of sixty (60) surface parking stalls by the tenant(s) in Office Building 'O1' during normal work hours.

5. Accessible Parking

Conveniently placed accessible parking stalls shall be provided over and above the minimum required by the California Building Code. Specifically, an additional two (2) stalls shall be provided at the end of Phase 1 A/B (in the parking areas adjacent to the main plaza) and an additional four (4) stalls at the end of Phase 4 (in the parking areas adjacent to the new retail pads).

6. Electric Vehicle Charging

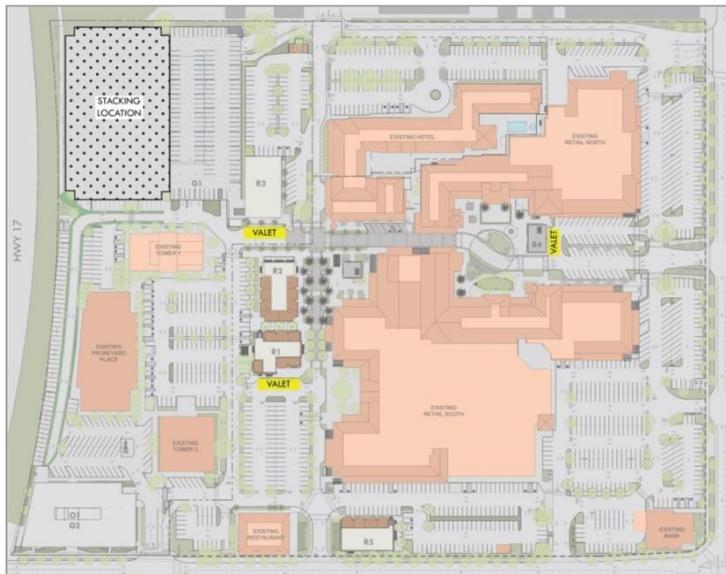
The Center Association shall install a minimum of twenty (20) electric vehicle charging stations throughout The Pruneyard, in location(s) proposed by the Center Association and approved by the Community Development Director. Five (5) of the stations shall be installed with the Phase 1 A/B. An additional ten (10) shall be installed with Phase 3 and the final five (5) with Phase 4.

7. Bicycle Sharing Program Participation

Should the City of Campbell establish a public bicycle sharing program, or participate in a regional public bicycle sharing program, the Center Association shall cooperate with the City to place a bicycle sharing station within The Pruneyard for use by the general public. The location(s) will be selected by the Center Association and approved by the Community Development Director.

8. Valet Parking Services

Following completion of Phase 3, the Center Association shall implement a valet parking program during the period between the day after Thanksgiving and December 26th, when office, retail, and, restaurant tenancy exceeds 95% as of November 1st. If this occupancy threshold is not reached, valet service shall not be required. The Center Association shall report occupancy levels to the Community Development Director on November 1st of each year and indicate whether it is necessary to operate valet parking service. Valet parking after completion of Phase 4 shall be provided consistent with the valet parking program approved as part of the Phase 4 Architectural Modification pursuant to Part II, Section D (Approved Phasing). Valet parking may also be voluntarily provided during other peak periods such as midday weekday and other similar peak parking periods. Parking attendants will shuttle vehicles to the anticipated "stacking location" area identified in the parking garage from specified valet locations, as identified below. If a voluntary valet parking program is instituted, the Center Association and Community Development Director shall meet six (6) months after the valet service begins, to refine the system operation, stacking location, and hours of operation.



B. TRANSPORTATION DEMAND MANAGEMENT (TDM) PLAN

The Center Association shall implement a Transit Demand Management (TDM) program upon issuance of building permits for 'Phase 1 A/B' of the project, except where noted. There are numerous strategies that can be used to encourage employees to use modes of transportation other than driving alone and thereby reduce the number of vehicle trips generated by an office development. Some strategies can be incorporated into a project’s design to support multiple modes of travel such as locating building entrances near transit stops, providing ample bicycle parking, and providing amenities on-site. Others are policies and programs that are provided by individual employers and building managers, such as subsidized transit passes to encourage transit use and carpool matching services to support carpools.

1. Summary of Measures

The TDM measures and strategies for existing (Tower 1, Tower 2, and Pruneyard Place) and approved (Building 'O1') office buildings are summarized in Table VI-1, below. The measures that are incorporated into the building and site design are presented first, followed by the measures that would be implemented by the Center Association. A third set of measures that would be implemented by future tenants and supported by the Center Association are added at the end. Many of these measures are described in more detail after the table.

TABLE VI-1 – TRANSIT DEMAND MANAGEMENT (TDM) MEASURES

TDM MEASURE	DESCRIPTION
Building and Site Design Measures	
Showers/clothes lockers*	Shower facilities and clothes lockers are provided for employees who walk and bike to work
Bicycle parking (short + long term) and bicycle repair station*	Bicycle parking facilities support bicycling as a mode choice. Secure parking for bicycles will be provided in the parking structure. The secure parking area will include a DIY bicycle repair station. Short-term bicycle parking racks are also provided.
Designated carpool/vanpool parking spaces	Carpool and vanpool spaces will be designated near building entrances in order to encourage ridesharing
Property Management Provided Measures	

TABLE VI-1 – TRANSIT DEMAND MANAGEMENT (TDM) MEASURES

TDM MEASURE	DESCRIPTION
Transportation Coordinator	A Transportation Coordinator will be identified by the Center Association among the Pruneyard property management team and is responsible for marketing, implementing, evaluating, and revising the TDM program. They oversee TDM promotional activities and provide support for employers at office space within The Pruneyard.
TDM Promotional Activities	<p>A variety of strategies, including:</p> <ul style="list-style-type: none"> • New Employee Information Packets: Introduces new employees to the TDM program. • Program to establish commute options early. • Flyers, Posters, Emails: Ways to keep the TDM message in front of employees on a regular basis. • Transportation Fairs: Transportation fairs provide alternative mode information in a fun event. • Bike-to-work Day: A regional event to encourage bicycle commuting. • Transit Riders Guide: A guide with transit routes and schedules to the site. • Bicycle programs: Encourage employees to bike to work and may include mapping routes, creating biking groups or buddies, and providing financial incentives.
Commuter Information Website and Information Board	A website and an on-site kiosk for transit and commute alternatives information.
Guaranteed ride home program*	Employees who use transit, carpools, or vanpools will be reimbursed for a taxi or carshare ride home in case of emergency or if they need to work late.
Ridesharing (Carpool/Vanpool) Programs	Rideshare matching programs help carpools and vanpools to form by matching drivers and passengers.
Car share spaces on site*	Employees who bike or walk or use transit, carpools, or vanpools can utilize a car share vehicle located on site for errands or meetings, such as ZipCar or similar provider, if providers are interested in placing vehicles in The Pruneyard.
Tenant Provided Measures	
Pre-tax Commuter Benefits	The IRS permits employees to withdraw up to \$255 per month in pre-tax wages to cover transit, vanpool, and train station parking costs. Lower amounts can be deducted for bicycle-related expenses. The Transportation Coordinator will provide advice and support for employers seeking to offer pre-tax commuter benefits.
Telecommuting/Flextime/Compressed work week	Flexibility in the hours and location of work is common among Silicon Valley employers. The Transportation Coordinator will provide advice and support for employers seeking to offer telecommuting, flextime and/or compressed work weeks to their employees.
*Measures to be implemented with Phase 3 completion.	

2. Description of Measures

In addition to the Building and Site Design attributes that contribute to and support walking, bicycling, ridesharing, and transit use and reduce traffic to the site, the Center Association will provide the measures that would be most effective in meeting the TDM goal. The TDM Plan would be overseen by a

Transportation Coordinator. The role and responsibility of the TDM Coordinator and other components of the plan are described below.

a) Transportation Coordinator

A Transportation Coordinator will be identified by the Center Association among the property management team to oversee and promote the TDM Plan. The Transportation Coordinator would develop an on-site transportation information center and website to provide information regarding commute alternatives. The Transportation Coordinator may provide information via new employee orientation packets, flyers, posters, email, and/or educational programs. The Transportation Coordinator's role also includes actively marketing alternative mode use, administering a carpool and vanpool matching program, developing pedestrian and bicycle programs, and promoting special programs such as Bike-to-Work Day or Carpool Week. The Transportation Coordinator can notify employees of Spare the Air days (as declared for the Bay Area region) and associated transit promotions. Prizes may be offered for non- single-occupant vehicle (SOV) travel on these days to encourage participation. The Transportation Coordinator may offer prizes as incentives for ridesharing, using transit, bicycling, and walking.

b) TDM Promotional Activities

There are many items that can be categorized as general promotional programs that are used to provide information regarding non-solo driving modes and to create excitement around using alternative modes. These programs would be administered by the Transportation Coordinator.

- *New Employee Information Packets* – Outline alternative transportation options and an orientation program, which explains the importance and benefits of using alternative transportation modes, and any incentives provided by employers, such as commuter checks, ECO Passes, etc.
- *Flyers, Posters, and Emails* – That advertise commute options and special activities such as Bike-to-Work Day and provide frequent information about the importance of TDM.
- *Transportation Fairs* – Usually includes booths/tables sponsored by transit agencies and bicycle advocacy groups with information on commute options, and can include demonstrations on bicycle riding tips and bicycle repairs, and raffles for bus tickets, transit passes, water bottles, bike helmets, etc.
- *Bike-to-Work Day* – A regional event to introduce bicycle commuting can get people to start bicycling more frequently.
- *Transit Riders Guide* – An informational guide on how transit pay systems operate, bus routes and stop locations, etc. to make riding transit more familiar.
- *Bicycle Programs* – A variety of measures to encourage employees to cycle to work. Bicycle programs include maps of bicycle facilities in the area, which can be annotated to describe the cycling conditions, bicycling buddies/groups (bike commuters with common bike routes), and promotional bicycle support items such as water bottles and tire patch kits.

c) Commuter Information Website and Information Board

Information on shuttles, Caltrain, ACE, VTA bus and LRT service, carpool and vanpool organizations, bicycle routes, and other transportation

options will be provided on The Pruneyard website. Information kiosks or boards will also be located in building lobbies. The Transportation Coordinator would be in charge of updating information. Individual tenants may also post commuter information in their employee break rooms or other common gathering areas.

d) Guaranteed Ride Home Program

A common reason that employees do not use alternative modes (i.e., carpool, vanpool, or transit) is the inability to leave work unexpectedly for a family emergency or the fear of being stranded if they need to work late. One TDM element that allays these fears is a Guaranteed Ride Home program. With this program, employees can use a taxi service, rental car, or other means to get home, and the employer pays for the service. Employees who wish to use the service would contact the Transportation Coordinator or other designated person to make the travel arrangements.

e) Ridesharing (Carpool/Vanpool) Programs

Carpools in the Bay Area consist of two or more people riding in one vehicle for commute purposes. Vanpools provide similar commuting benefits as carpools, though a vanpool consists of seven to 15 passengers, including the driver, and the vehicle is either owned by one of the vanpoolers or leased from a vanpool rental company. The Transportation Coordinator can provide an Internet link to the 511.org Rideshare website to access ride matching services. The Transportation Coordinator can also administer an on-site carpool and vanpool matching service for employees, either using a private database or via peer-to-peer matching programs such as Scoop, Carma, or TwoGo. A list of available vanpools that provide service between The Pruneyard and various points in the Bay Area can also be provided.

f) Car Share Spaces on Site

Car sharing provides an on-demand access to shared vehicles on-site on an as-needed basis, providing alternative mode commuters a means for day trips. The property manager will work with car sharing companies that have a South Bay presence, such as Zipcar, to locate vehicles on site and to dedicate parking spaces for car share vehicles.

g) Pre-tax Commuter Benefits

The IRS permits employees to withdraw up to \$255 per month in pre-tax wages to cover transit, vanpool, and train station parking costs (amount determined by the IRS (IRS Tax Code Section 132(f) - Qualified Transportation Fringe)). Lower amounts can be deducted for bicycle-related expenses. The Transportation Coordinator will provide advice and support for employers seeking to offer pre-tax commuter benefits. 511.org also has an outreach program to help employers get started.

h) Telecommuting and Alternative Work Schedules

Allowing employees to work off-site and providing them with the necessary infrastructure, i.e., internet access and internal data access, reduces the number of vehicle trips entering and exiting the site and on the roadway system. Flextime options such as compressed workweeks and alternative work hours can allow employees to make better use of transit and/or reduce the number of days they travel to the office and/or move vehicle travel outside of the peak periods. The Transportation Coordinator will provide advice and support for employers seeking to offer telecommuting, flextime and/or compressed work weeks to their employees.

C. TRIP MONITORING

A trip generation study that determines the volume of trips generated by the project shall be conducted on at least a biennial basis. The trip generation study will be conducted by a traffic engineering firm employed by the City and funded—contract cost and an administrative fee as determined by the Schedule of Fees and Charges—by the Center Association. The data collected from the study will be shared with VTA as part of the CMP Monitoring and Conformance Program.

The monitoring counts will consist of AM and PM peak period (i.e., 7:00 AM to 9:00 AM and 4:00 PM to 6:00 PM) turning movement counts at all of the driveway intersections serving The Pruneyard. The counts will include counts of all vehicles turning to and from The Pruneyard as well as through traffic traveling through the intersections. The counts will be conducted every two years beginning with the completion of Phase 1 A/B until five years after the issuance of certificate of occupancy for each project phase. The data will be tabulated to determine the peak one-hour of traffic volume and the volume of traffic entering and exiting the Pruneyard during this period will be tabulated. The monitoring report will include a comparison with traffic counts collected during previous monitoring periods.

The Center Association shall also be required to conduct employee surveys of workers in the office buildings to assess commute mode share, use of telecommuting/flextime, and other relevant measures. The survey will be conducted both before and after the TDM program is implemented to assess the program's effectiveness. The survey shall be conducted annually beginning with the completion of Phase 1 A/B until five years after the issuance of certificate of occupancy for each project phase.

Due to the sudden reduction in shopping and dining caused by the COVID-19 pandemic, the trip monitoring and employee surveys required by this section were suspended. However, as such time that the COVID-19 pandemic is declared over by Federal and State authorities, trip monitoring and employee surveys shall resume as directed by the Community Development Director.

D. SECURITY

The Center Association shall develop and implement a security plan for The Pruneyard, which may include security patrols, video surveillance, and emergency assistance stations, as necessary to protect customers and employees.

E. SPECIAL EVENTS

Special Events within the Main Plaza and other areas within The Pruneyard may be allowed by this section.

1. Main Plaza Closures

The Center Association may close off the Main Plaza to vehicular traffic to accommodate special events, including but not limited to farmer's markets, food/bridal/craft fairs, live music and dancing festivals, holiday activities, wine/beer walks, and outdoor sales.

a) Special Event Closures

At least four (4) weeks prior to a special event, the Center Association shall provide the Community Development Director with a detailed plan indicating the purpose, extent, duration, frequency, security measures, and anticipated occupancy of the proposed event. Within two (2) weeks of submittal, the Community Development Director, upon review by the Building Official, Fire District Chief, and Police Chief, shall approve the event by issuance of a Zoning Clearance subject to reasonable restrictions

to protect the public health and safety. The City approval for a specific special event closure (e.g., farmer's market) shall allow for the reoccurrence of the same event without additional approval unless changes to the event plan are proposed. A filing fee, as established by the Schedule of Fees and Charges, shall be due for all special event requests. Approved special event closure plans shall be recorded in the Document History (Page iv).

b) **Weekend Closures**

The Center Association may close off the Main Plaza to vehicular traffic for no more than twelve (12) weekends (Saturday and Sunday) per year, exclusive of closures related to an approved special event.

c) **Circulation**

Adequate circulation patterns for proper traffic flow and emergency vehicle access shall be provided at all times for main plaza closures, as depicted by the exhibit below. The Community Development Director may require changes to the circulation plan when necessary to protect the public health and safety.



2. Temporary Events and Activities

The Main Plaza is intended to accommodate the majority of special events within The Pruneyard. Other temporary events and activities not within the Main Plaza are intended to be minor and incidental, such as a "pop-up" tent restaurant, blood drive, and other similar activities for a period not to exceed one (1) week over a three (3) month "seasonal" period. The Community Development Director may approve a temporary event or activity by issuance of a Zoning Clearance if the event or activity is consistent with the allowable land uses as provided for in Part V (Land Use Controls) and does not occupy parking areas, unless otherwise approved by the Community Director (upon a finding that adequate alternative parking arrangements, such as valet, have been made). A filing fee, as established by the Schedule of Fees and Charges, shall be due for each temporary use request.

F. PROPERTY MAINTENANCE

In compliance with Campbell Municipal Code Section 21.16.110 (Site Maintenance), The Pruneyard shall be maintained in good order by the Owner and the Center Association. This shall include ensuring that the parking lot is kept in a neat and clean condition, free of trash, debris or rubbish, and free of potholes, sinkholes, deep puddles, cracks, and/or significant broken areas; that fences and walls are kept and maintained in good repair and free of graffiti; that landscaped areas are kept in a neat and clean condition, substantially free of debris and dead, diseased or dying vegetation; that buildings are routinely painted and repaired as necessary, and that furniture is maintained in good order.

G. REFUSE ENCLOSURES

There are four (4) locations of garbage enclosures which serve all uses within The Pruneyard. These facilities will be the responsibility of the Center Association and they will collectively be maintained in a sanitary and clean manner. All businesses will have equal use to them and they shall be emptied so as not to impede the use by all parties. If significant changes to the refuse collection approach are proposed, the changes shall be reviewed with the Community Development Director prior to implementation.

VII. DEFINITIONS

A. PURPOSE AND APPLICABILITY

The meaning of terms used in the Master Use Permit shall be as defined by Campbell Municipal Code (CMC) Section 21.72.020 (Definitions of specialized terms and phrases), except for those terms defined by Section B (Definitions of Terms), below. These definitions are intended facilitate the land use program established for The Pruneyard by the Master Use Permit.

B. DEFINITIONS OF TERMS

As used in the Master Use Permit, the following terms shall be defined as follows:

- ❖ **Consignment Boutique** means a retail store primarily engaged in selling used non-donated, second-hand merchandise, which is placed for sale within the establishment by the owner of the merchandise and upon sale of the merchandise the purchase price is divided between the establishment owner and the owner of the merchandise.
- ❖ **Center Association** means the non-profit mutual benefit corporation established by The Pruneyard's Declaration of Covenants and Common Easements ("Pruneyard Declaration") that collectively represents the Owner(s) of The Pruneyard; also known as an owner's association.
- ❖ **Dry Cleaning (Drop-off/Pick-up)** means a commercial establishment that accepts and returns personal clothing for cleaning/laundry service that is conducted off-site.
- ❖ **Late Night Hours** means the hours defined for "late night activities" as defined by CMC Sec. 21.72.020.
- ❖ **Owner(s)** means CFEP Pruneyard LLC and any successors and assigns to a fee title interest in one of the three (3) parcels (office, retail, and hotel) that constitute The Pruneyard.
- ❖ **Restaurant** means a commercial establishment whose primary business is the preparation and sale of food and beverages as meal service, for consumption by customers *on-site* within interior dining room(s) or associated patio area. Restaurants may provide varying degrees of service, including table-, counter-, or self-service; include disposable or reusable plates and cutlery; and have stationary or unfixed seating.
- ❖ **Retail Food** means a commercial establishment, whose primary business is the sale of food and beverages to customers as novelties or snacks, for consumption *off-site*, which may also include incidental on-site seating. Customarily, these businesses include ice cream shops, bakeries, and juice bars, which are distinguished by food and beverages served in disposable containers.
- ❖ **Retail Medical** means a retail store specializing in the sale of medical equipment and devices that also includes related medical services in an ancillary capacity, such as an eyewear store with an on-site optometrist.
- ❖ **Standard Operating Hours** means the operational hours other than the hours defined for "late night activities" as defined in CMC Sec. 21.72.020.
- ❖ **The Pruneyard** means the regional commercial center, consisting of retail, restaurant, service, hotel, and offices uses, generally bound by South Bascom Avenue to the east, East Campbell Avenue to the south, California State Highway 17 to the west, and the point of terminus of Campisi Way to the north. When used in the Master Use Permit, this term shall be inclusive of all parcels that constitute the commercial center.

APPENDICES

LIST OF APPENDICES

- A. Approved Development Plans
 - A-1. Revised Development Plans
- B. Approved Master Sign Plan
- C. Declaration of Covenants, Restrictions and Easements ("Center Declaration")
- D. List of Entitlements Previous Entitlements
- E. Tenant Map