



Memorandum

TO: HONORABLE MAYOR
AND CITY COUNCIL

FROM: Jacky Morales-Ferrand
Jim Ortbal
Angel Rios
Kim Walesh

SUBJECT: SEE BELOW

DATE: June 2, 2016

Approved

Date

6/2/16

COUNCIL DISTRICT: 3

**SUBJECT: AFFORDABLE HOUSING AND SUSTAINABLE COMMUNITIES (AHSC)
GRANT FOR THE ST. JAMES STATION PROJECT (AFFORDABLE
HOUSING DEVELOPMENT AT 201 BASSETT STREET AND RELATED
CAPITAL IMPROVEMENTS)**

RECOMMENDATION

Adopt a resolution:

- a) Authorizing the City Manager or his designee to submit a joint application, with First Community Housing ("FCH" or "Developer"), to the California Strategic Growth Council (SGC) and/or California Department of Housing and Community Development (HCD) in an amount not to exceed \$18,651,319 under the 2015-16 Affordable Housing and Sustainable Communities (AHSC) program to fund new affordable housing, infrastructure and programs that help reduce greenhouse gas emissions in San José.
- b) Authorizing the City Manager or his designee to enter into, execute, and deliver a State of California Standard Agreement (Standard Agreement) in a total amount not to exceed \$18,651,319 (\$14,404,113 for the AHSC Loan and \$4,247,206 for the AHSC Grant), and any and all other documents required or deemed necessary or appropriate to secure the AHSC Program funds.
- c) Identifying the City Manager or his designee is authorized to execute in the name of Applicant the AHSC Program Application Package and the AHSC Program Documents as required by the Department for participation in the AHSC Program.
- d) Authorizing the City Manager or his designee to negotiate and execute an agreement with FCH to allocate responsibilities and liabilities between the City and the Developer in the event the grant and loan are awarded to the City and FCH as co-applicants.

OUTCOME

City Council adoption of the resolution will authorize staff to work with FCH to apply for and submit a full AHSC grant application, as joint applicants, on or before June 20, 2016. In the event that SGC awards AHSC grant funds requested through this joint application, the Developer and the City will together receive as much as \$18,651,319 (\$14,404,113 for the AHSC Loan and \$4,247,206 for the grant) to help fund the design and construction of affordable housing and sustainable transportation infrastructure. Together, these projects are referred to as “St. James Station” and will be completed independently by each party of this joint application over the course of five years.

BACKGROUND

The AHSC or “Cap and Trade” Program was established with the passage of AB 32, the California Global Warming Solutions Act of 2006. The purpose of the AHSC Program is to reduce Greenhouse Gas (GHG) emissions through projects that implement land-use, housing, transportation, and agricultural land preservation practices to support infill and compact development, and that support related and coordinated public policy objectives, including the following:

- (1) Reducing air pollution
- (2) Improving conditions in disadvantaged communities
- (3) Supporting or improving public health and other co-benefits
- (4) Improving connectivity and accessibility to jobs, housing, and services
- (5) Increasing options for mobility
- (6) Increasing transit ridership
- (7) Preserving and developing affordable housing for lower income households
- (8) Protecting agricultural lands to support infill development

The AHSC Program is designed to reduce GHG emissions through fewer or shorter vehicle trips. The AHSC Program will fund integrated land use and transportation projects supporting low-carbon transportation options. Promoting mode shift to low-carbon transportation will require strategies that link residential areas, major employment centers and other key destinations to transit and active transportation options such as walking and cycling.

The demand for all types of affordable housing in San José creates an extremely challenging situation for the most vulnerable, unhoused members of the community. More than 4,000 people in San José are homeless, with over two-thirds of that population living on the streets or in encampments. While some of these residents can resolve their own homelessness through limited or one-time assistance, over 1,400 people are chronically homeless and require permanent housing with supportive services to fully stabilize. As stated in the *FY 2015-2016 Housing Investment Plan*, funding for affordable housing is limited due to the elimination of

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redevelopment agency funds, the depletion of State funds such as Proposition 1C, and the reduction of Federal entitlement programs such as HOME.

In addition to providing more affordable housing, policymakers in California and around the Bay Area continue to seek new ways to pay for “green” infrastructure to reduce greenhouse gas emissions, conserve natural resources, reduce air and water pollution, and to create enhancements that support denser development and encourage the use of alternative modes of transportation.

Over the past few months, an interdepartmental team of City staff from the Departments of Housing, Transportation (DOT), Parks Recreation and Neighborhood Services (PRNS), Cultural Affairs, Public Works and the City Attorney’s Office have been working closely with affordable housing developers and technical assistance provider Enterprise Community Partners, to evaluate AHSC grant concepts, identify leveraging funds, and to craft innovative, collaborative, and compelling concept applications.

On April 28, 2016, the teams that submitted Concept Applications for Renascent Place (centered around 2500 Senter Road) and St. James Station (centered around 201 Bassett Street) were both invited to submit full applications by June 20, 2016. A separate memorandum has been submitted for Renascent Place. This memorandum applies only to the St. James Station application.

Grant Requirements

The State requires AHSC applicants to submit a City Council resolution for each final grant application. The resolution must authorize City staff to apply for and accept the AHSC funds. The State also requires that joint applicants be held ‘joint and severally’ bound to the completion of all elements that are proposed in the concept application to provide accountability and ensure that the full scope of the project is realized on time and on budget. This is explained in more detail later in this memorandum.

ANALYSIS

A description of the St. James Station AHSC application project is provided below.

Project Area

Per AHSC requirements, affordable housing, transportation and urban greening projects must take place within one mile of a qualifying transit station. For the purposes of this AHSC application, the project area is defined around the St. James Park Light Rail Station. The project area is bordered by Highway 87, Bassett Street, North 2nd Street, and St. John Street and includes residential and commercial development, St. James and Ryland Parks, and two light rail stations. See Attachment A for a map of the St. James Station project area.

The North San Pedro area is currently undergoing an infill revitalization. Following the publication of the San José Downtown Strategy (2005), the Downtown Streetscapes Master Plan (2003), and the North San Pedro Housing Sites EIR¹, the former San José Redevelopment Agency (RDA) was awarded a \$24,160,000 grant from the State Infill Infrastructure Grant (IIG) Program. Together as part of a multiparty agreement between the State, RDA, and private developers, the IIG funds were dedicated for a series of capital improvements within a formerly industrial area adjacent to Downtown. These improvements include the undergrounding of utilities, new sidewalks, reconstructed streets, the removal of the Julian “S” curve creating a new street grid, new streetlights and traffic signals, and new pocket parks. The completed infrastructure will support over 1,150 new housing units of which at least 134 must be affordable as per the conditions of the IIG grant.

North San Pedro Apartments

FCH is planning to construct the North San Pedro Apartments, a development that will include 135 affordable apartments to support chronically homeless Veterans, special needs individuals, and individuals earning between 30-50% of Area Median Income (\$22,350 to \$37,250 in annual income). FCH was recently awarded \$8.5 million through the Veteran’s Housing and Homelessness Prevention Program and is now seeking AHSC funds to fill the remaining permanent financing gap. Completion of the North San Pedro Apartments (201 Bassett Street) will fulfill the affordable housing requirement under the IIG grant.

Project Components

If awarded, this grant would provide loans and grants to design and construct the following projects and services:

- **North San Pedro Apartments:** FCH will build 134 affordable studios and one-bedroom apartments located at 201 Bassett Street (49 apartments for chronically homeless Veterans, 60 for special needs individuals, and 25 for individuals earning between 30-50% of Area Median Income).
- **Transit “Eco” Pass Program:** FCH will provide all residents of the North San Pedro Apartments with free access to all VTA bus, rapid bus and light rail routes within Santa Clara County. The Eco Pass program significantly reduces automobile dependence and provides critical access to transit mobility.

¹ State Clearinghouse #2003012046

- **Viva Calle (Open Streets Program):** PRNS will scale and expand San José's Viva Calle Program. Viva Calle, is an 'open streets' event encouraging active transportation, recreation, and community building by temporarily converting public streets into active open space while closing them to vehicular traffic. Ultimately Viva Calle, together with the City's infrastructure investments in active transportation, will help residents embrace new transportation habits as San José becomes one of the Nation's leaders in safe active transportation.
- **Green Pedestrian Recreation Corridor:** PRNS will complete a series of small urban parks and paseos along vacated public streets, beneath an overpass, and through mid-block easements. These pedestrian spaces will provide both safe and functional car-free connectivity encouraging active transportation to nearby amenities and employment as well as provide active gathering spaces to encourage social connectivity, recreation, and community.
- **Curb and Sidewalk Improvements:** The intersection at North 1st Street at Bassett Street is narrow and provides a key linkage from a large cluster of dense residential developments south to Saint James Park, light rail and bus stops, the Santa Clara County Courthouse, the U.S. Post Office, San Pedro Square Market, and more generally into Downtown. This intersection sits atop a light rail tunnel and contains very narrow sidewalks with sidewalk ramps that are not ADA compliant. It is anticipated that foot traffic along Bassett Street will increase as several new housing developments are constructed. DOT will upgrade the sidewalks and crossings at this key intersection.
- **ADA Sidewalk Ramps:** DOT will make ADA upgrades and retrofits to existing sidewalks and ramps joining the North San Pedro (NSP) area to the rest of Downtown San José to the east and south. Improvements would be implemented as necessary along several intermittent blocks of the six main streets connecting the areas.
- **Bicycle "Sharrows":** DOT will add class three bicycle lanes to Bassett Street using painted "sharrows" and new signage. The new bike lanes would extend from North San Pedro Apartments East on Bassett Street to North First Street. In addition, new class three bike lanes and signage would be added on North First Street running north to Empire Street (Japan Town/Ayer Light Rail Station) and running south to Saint James Street (Saint James Park Light Rail Station). Sharrows and signs make it safer for cyclists to "take the lane" on these narrow streets and would encourage active transportation from home to two light rail stations, Ryland Park, Saint James Park, and to wider streets with class two bike lanes. Bassett and North First Streets are very narrow and thus would not be suitable for class two bicycle lanes.
- **Pedestrian Wayfinding:** In April 2015, the City of San José began the pilot installation of 47 pedestrian-focused signs in and around downtown the city to encourage travel by foot. Called Walk [San José], a collaboration with Walk [Your City], a civic startup focused on making cities more livable, the signs direct pedestrians to parks, venues,

services and nightlife that might be closer than they realized. Supported with funding from the John S. and James L. Knight Foundation, the effort aligns with the City of San José's goals to increase pedestrian accessibility and navigability by showing how easy it is to walk downtown. DOT will expand the Walk [San José] Wayfinding program into the North San Pedro District. The signs would lead from housing to key destinations such as light rail stations, the Guadalupe River Trail, San Pedro Market, Saint James Park, Downtown, the Little Italy District, and more. The signs would provide walk times in minutes to encourage active transportation to and from the North San Pedro district.

- **LED Street Lights:** As part of a citywide program, DOT will convert existing street lights in the area adjacent to the North San Pedro infill area to more energy efficient LED ballasts. These new ballasts will be cheaper to operate and will provide enhanced illumination for pedestrians and cyclists.
- **Artist Enhanced LED Lighting under Coleman Avenue:** Bassett Street is a portal to and from the planned North San Pedro district where nearly 1,000 new units of housing will soon be built. It is anticipated that some of these new residents will use Bassett Street to access destinations at Ryland Park, Saint James Park, Light Rail, buses, the U.S. Post Office, and downtown businesses and services. Coleman Street passes over Bassett Street creating a dark tunnel that is unsafe for pedestrians and cyclists at night and that encourages undesirable activity. The City's Office of Cultural Affairs (OCA) will conduct a participatory design process to create an energy efficient LED lighting and public art installation under the Coleman overpass. The installation will increase safety, visibility and encourage active transportation to and from this new district at all hours. The City has completed two art lighting installations under Highway 87 through the Illuminating Downtown Program which combines art and high-tech strategies to physically manifest San José's goals for creating a more engaging Downtown that looks, feels and acts like the Capital of Silicon Valley.
- **Street Trees:** DOT would install 50 street trees along blocks joining the North San Pedro (NSP) area to the rest of Downtown San José to the east and south. Currently undergoing massive redevelopment, the approximately 13.49 acre NSP Project Area has been partially funded for major public and private investment through a state redevelopment Infill Infrastructure Grant (IIG). As part of this development, most of the streets and sidewalks in the North San Pedro area, will be newly refreshed with fully ADA compliant improvements, street trees, and inviting proportions. Beyond the NSP area however, there is an abundance of holes in the pedestrian streetscape.

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Project Funding:

A summary of the components that comprise the St. James Station project is provided in the following table:

		A	B	C	D
Responsible Entity	Capital Project	AHSC Funds	New Matching Funds	Leverage	Total Cost
Developer	North San Pedro Apartments	\$14,404,113	N/A	\$35,625,668	\$50,029,781
Developer	VTA Transit Eco Passes	\$43,740	N/A	\$660,337	\$704,077
PRNS	Viva Calle (Open Streets)	\$443,000	\$-	\$819,828	\$1,262,828
PRNS	Green pedestrian recreation corridor and park improvements on North San Pedro, at Pellier Park, and under Coleman Avenue Undercrossing.	\$1,345,046	\$6,278,450	\$5,833,754	\$13,457,250
DOT	Curb and Sidewalk improvements at 1st and Bassett over light rail tunnel.	\$665,740	\$-		\$665,740
DOT	ADA sidewalk improvements	\$541,555	\$-	\$1,000,000	\$1,541,555
DOT	Bicycle "Sharrows" and street signs on Bassett Street and 1st Street	\$10,259	\$-	\$180,000	\$190,259
DOT	Pedestrian way-finding system to Light Rail, San Pedro Market, and more	\$179,978	\$-	\$473,442	\$653,420
DOT	LED Street Light Conversions	\$397,752	\$-	\$18,040,000	\$18,437,752
DOT	Street Trees	\$154,984	\$-	\$150,000	\$304,984
OCA	Artist enhanced LED Lighting under Coleman Avenue Overpass	\$465,152	\$ 175,000	\$747,000	\$1,387,152
	Totals	\$18,651,319	\$6,453,450	\$63,530,029	\$88,634,798

- A. AHSC Funds: If awarded, the City and its partners included in the St. James Station Project application would receive up to \$18,651,319 in grant funds. Distribution of those funds is provided in column A of Table 1. The AHSC grant funds are provided on a reimbursement basis. The funds provided to FCH will be fronted by the developer from other financing sources for the affordable housing development. The City will need to 'front' or advance the remaining \$4.2 million in project costs.

A total of \$443,000 is necessary to front the Viva Calle (Open Streets Project) and would likely come from the General Fund or possibly leveraging other grants and partnerships. The green pedestrian recreation corridor and park improvements on North San Pedro, at Pellier Park, and under the Coleman undercrossing would require a front of \$1,345,046. The project may be phased in the workplan to maximize the City funds available. Remaining revenue from the IIG Agreement and/or a combination of developer in-lieu fees deposited in the Subdivision Park Trust Fund or taxes collected in the Construction Tax and Property Conveyance Tax Fund may be used to support the projects until reimbursement is received. Other options that may also be explored include using a portion of the City's existing commercial paper program or an interfund loan among capital funds. For smaller projects, the amount of funding that will not be reimbursed within the same fiscal year is expected to be fairly small and would generally not require this type of funding mechanism.

- B. New Matching Funds: The State awards extra points to AHSC applicants who leverage additional funding sources. For construction of the green pedestrian recreation corridor, staff will return with a budget request to allocate an estimated \$6,278,450 expected to be provided from remaining revenue from the IIG Agreement and from developer in-lieu fees expected to be collected from executed Parkland Agreements (Barry Swenson, San Pedro Life, and/or Lake Street Ventures) or future turnkey amendments on these executed Parkland Agreements that would provide for an equivalent match in completed infrastructure.

Finally, the Office of Cultural Affairs has pledged \$175,000 in new matching funds from the Transient Occupancy Tax Fund for the completion of artist-enhanced pedestrian and cyclist lighting under the Coleman Avenue overcrossing.

- C. Leverage: The grant application also identifies leverage financing that has already been committed or expended on associated projects and programs. These existing commitments, summarized in column C of the Table, total \$63,530,029. Adding all of the columns brings the total project amount per the City's AHSC application at \$88,634,798.

The Viva Calle project has leveraged a total of \$819,828; from past expenditures on the inaugural event in 2015 (\$479,260), private sponsorships and in kind donations (\$222,568), as well as current funding for staffing (\$118,000) working on the next event to be held on September 18th, 2016. The green pedestrian recreation corridor and park

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improvements project has leveraged \$5,833,754 from the City Heights at Pellier Parkland Agreement for reconstruction of Pellier Park and Paseo (\$1,811,837), as well as the estimated value of pending land dedications from SARA and the IIG Grant (\$4,021,097).

Finally, the Office of Cultural Affairs has pledged \$175,000 in new matching funds from the Transient Occupancy Tax Fund for the completion of artist enhanced pedestrian and cyclist lighting under the Coleman Avenue overcrossing.

Joint and Several Liability:

For the 2015-2016 round of AHSC funding, the State has revised the scoring methodology to place a greater emphasis on joint applications that included substantial investments in transportation infrastructure together with affordable housing.

The State requires that joint applicants be held 'joint and severally' bound to the completion of all elements that are proposed in the concept application to provide accountability and ensure that the full scope of the project is realized on time and on budget. This contract condition is common with other grants and it holds all parties involved responsible for the total fulfillment of grant obligations under a collective agreement. In the event that one partner defaults on their responsibilities, the other partner would be required to fulfill the obligation. For example, the City would be liable for the loan for the affordable housing project at 201 Bassett Street in the event that the developer did not meet the obligations of the loan. Similarly the developer would be responsible for completing the City's transportation related capital improvements if the City failed to complete them.

After comparison research with other cities and further analysis, staff has determined that much of the risk can be mitigated if the grant is phased so that the City begins its capital projects after the housing developer's construction loan has closed.² In affordable housing development, much of the risk dissipates after the construction loan closes, as almost all affordable housing developments in California are completed once construction commences. In addition to project phasing, it is anticipated that the City and the Developer would enter into an indemnification agreement to further specify the deliverables and responsibilities of each party under the grant and loan documents. Under the indemnification agreement, the City would be responsible for completing the capital projects and programs assigned to it in Table 1 and the Developer would be responsible for completing the affordable housing development and supporting the VTA Eco Pass program for residents of the North San Pedro Apartments.

For this second round of the AHSC Program, approximately \$320 million is available statewide. The AHSC program is highly competitive. Approximately 130 applicant teams statewide have requested more than 3.5 times the available funds. While joint and several liability does present some risks, many agencies across the state have found ways to mitigate this risk and are moving ahead with competitive joint applications.

² FCH anticipates closing the construction loan for North San Pedro Apartments in April 2017.

Performance Requirements:

The AHSC funding application requires applicants to include project milestones and deliverables. If the City submits a full application and AHSC funds are awarded, the team would be required to meet the following performance requirements:

Milestone	Date Due
Funding Awards	September 2016
Standard Agreement Executed	September 2018 or sooner
Disbursement Agreement Executed	September 2018 or sooner
Begin Construction (Housing)	September 2018 or sooner
Begin Construction (Transportation)	Early 2019
Disbursement Deadline	June 30, 2021

EVALUATION AND FOLLOW-UP

If the City Council accepts the staff recommendation and the City is awarded AHSC funding, staff from the effected departments (Housing, OCA, PRNS, and Transportation) will work with the housing Developer, the City Manager’s Office, and the City Attorney’s Office to prepare and execute all required documents and agreements necessary for the grant. The City Attorney’s Office would prepare a joint indemnification agreement and a schedule of deliverables with assigned responsibilities and milestones.

If the project application is approved, staff will bring forth a memorandum to City Council requesting appropriation of the AHSC funds. The request will include additional detail regarding the project scope and schedule.

POLICY ALTERNATIVES

Alternative: Do not approve the staff recommendation to submit the application and accept AHSC funds.

Pros: Avoids exposure from the AHSC joint and several liability requirement.

Cons: The City would lose the opportunity to obtain approximately \$18.7 million in State funds for new affordable housing, transportation infrastructure, services, and other amenities.

Reason for not recommending: Staff expects to limit the risk derived from the joint and several liability requirement through project phasing, indemnification agreements, a workplan and on-going coordination. Furthermore, the risks associated with construction of the affordable housing developments are minimal and can be mitigated through a variety of measures.

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PUBLIC OUTREACH

Community meetings were held several years ago as part of the approval process for the Brandenburg Mixed-Use Project area and related General Plan Amendments in 2004. More recently, a community meeting was held on December 5, 2010 at City Hall.

The property owners and occupants within a 1,000-foot radius of the North San Pedro Apartments development site were sent public hearing notices for the Planning Commission and City Council hearings. A staff report has been posted on the City's website. Signage has been posted at the site to inform the public about the proposed development. Staff has been available to discuss the proposal with interested members of the public. City staff plan to post this memorandum on the City's website for the City Council meeting of June 7, 2016.

If the AHSC funds are awarded, staff will develop additional outreach strategies to notify the community of the project scope and construction schedule. In addition, the Office of Cultural Affairs in partnership with the Department of Parks, Recreation and Neighborhood Services will conduct public outreach to design the artist enhanced LED lighting under the Coleman Avenue overpass.

COORDINATION

This memorandum has been coordinated with the City Attorney's Office and the Budget Office.

FISCAL/POLICY ALIGNMENT

This Project is consistent with: the City's *Envision 2040 General Plan*, *The 2014-23 Adopted Housing Element* by helping the City meet its Regional Housing Needs Allocation; the City's current *Housing Investment Plan* by increasing the supply of affordable housing; the City's *2015-20 HUD Consolidated Plan* by providing apartments that will be affordable for very low- and extremely low-income households; and, the *Community Plan to End Homelessness* approved by the City Council in February 2015 by providing supportive housing for homeless residents.

COST SUMMARY/IMPLICATIONS

This memorandum does not include budget actions. As proposed developments become ready for funding commitments from the City, they will be brought forward to the City Council for approval and appropriation action on an individual basis.

As with many grant programs, the AHSC program provides funds via a reimbursement basis after project expenses are incurred. If awarded AHSC funds, the City would need to provide

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advance funding for City projects and programs prior to receiving any AHSC revenues as reimbursements. Although terms have not yet been set through an Award Agreement, if grant funds are awarded and if sufficient funding, staffing, or resources cannot be identified to complete all proposed projects by the June 30, 2021 deadline, staff anticipates that the City and Developer may be required by the State to repay the amount of the funds previously reimbursed by the grant or otherwise work with the State to achieve acceptable terms for an extension.

CEQA

Addendum to the Brandenburg Mixed Use Project/North San Pedro Housing Sites Final Program Environmental Impact Report (PEIR) and Addenda thereto, File No. PP16-056.

/s/

JACKY MORALES-FERRAND
DIRECTOR, HOUSING

/s/

JIM ORTBAL
DIRECTOR, TRANSPORTATION

/s/

ANGEL RIOS, JR.
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/s/

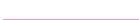
KIM WALESH
DIRECTOR, ECONOMIC DEVELOPMENT
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For questions, please contact Adam Marcus, Acting Housing Policy Manager at (408) 975-4451.

Attachment A: Project Area Map

AHSC 2016

St. James Station TOD: San Jose

-  Project Area Boundary
1 mile radius from light rail station
 -  St. James Light Rail Station
'Qualifying Transit Station'
 -  STI Projects
Sidewalks, ADA, 'Sharrows', and Ped.-Rec. Connector
 -  TRA Projects
Wayfinding and Coleman Bassett LED lighting
 -  Disadvantaged Community Boundary
 -  A - Grocery Store
(Safeway Market)
 -  B - Health Clinic
(St. James Health Center, Gardner Health Services)
 -  C - Elementary School
(Horace Mann - SJPS)
 -  Other Light Rail and Train
- 



Inset Map: North San Pedro Area Downtown San Jose, CA



St. James Station TOD Project Context Map

Downtown San Jose, CA

Japantown / Ayer
VTA Light Rail Station

NSP Apartments
AHD Site

201 Bassett St, San Jose, CA 95110

0.34 mile

Diridon Transit Station
CalTrain, Amtrak, & VTA
(future BART and High-Speed Rail)

St. James Park
VTA Light Rail Station

DAC Tract 6085501000

See Inset Map

Image Landsat

