



Memorandum

TO: HONORABLE MAYOR
AND CITY COUNCIL

FROM: Albert Balagso
Jennifer A. Maguire

SUBJECT: SEE BELOW

DATE: 05-12-08

Approved

Date

5/16/08

COUNCIL DISTRICT: 2
SNI AREA: N/A

SUBJECT: APPROVAL OF A TURNKEY AGREEMENT, ENVIRONMENTAL AGREEMENT, AND MAINTENANCE AGREEMENT WITH HITACHI GLOBAL STORAGE TECHNOLOGIES, INC. AND ADOPTION OF APPROPRIATION ORDINANCE AND FUNDING SOURCES RESOLUTION AMENDMENTS IN THE SUBDIVISION PARK TRUST FUND FOR HITACHI TURNKEY PROJECT DESIGN REVIEW AND INSPECTION

RECOMMENDATION

- 1) Approval of a Turnkey Park Agreement, Environmental Agreement, and Maintenance Agreement with Hitachi Global Storage Technologies, Inc. ("Hitachi") to:
 - A. Dedicate parkland and construct park improvements;
 - B. Set forth terms and conditions regarding environmental matters involving the parklands; and
 - C. Outline Hitachi's temporary obligations on the three (3) sites to be designated future public parks associated with Planned Development Zoning No. PDC04-031, Master Planned Development Permit PD05-087 and Tentative Map No. PT05-108.

- 2) Adoption of the following Appropriation Ordinance and Funding Sources Resolution Amendments in the Subdivision Park Trust Fund (Fund 375):
 - A. Establish an appropriation to the Parks, Recreation and Neighborhood Services Department in the amount of \$400,000 for Hitachi Turnkey Project Design Review and Inspection;

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- B. Establish an appropriation to the Parks, Recreation and Neighborhood Services Department in the amount of \$714,000 for Reserve: Hitachi Turnkey Park; and
- C. Increase the Earned Revenue estimate by \$1,114,000.

OUTCOME

Approval of recommendations in this memorandum would allow completion of three (3) park sites on the proposed Hitachi Campus/Cottle Transit Village in South San José.

EXECUTIVE SUMMARY

The purpose of this memorandum is to (1) approve a turnkey parkland agreement with Hitachi for the development of approximately 17 acres of new parkland on the Hitachi Transit Village development site and to approve the associated environmental and maintenance agreements for the park projects, and (2) recognize the receipt of \$1,114,000 from Hitachi, appropriate \$400,000 for City design review and inspection costs related to Hitachi park projects in 2007-2008, and appropriate the remaining \$714,000 in the Reserve: Future PDO/PIO Projects for design review and inspection costs anticipated to occur in 2008-2009. A separate appropriation action will be recommended next fiscal year (when the funds are needed) to shift these funds from the Reserve: Future PDO/PIO Projects into an active appropriation.

BACKGROUND

Hitachi was formed in January 2003 when Hitachi Ltd. combined its hard drive disk operation with the newly acquired IBM hard-disk drive business. Hitachi plans to continue all current local operations in San José, including its corporate headquarters, research, development, and manufacturing functions. A workplace strategy was developed shortly thereafter to more effectively support these operations in the most economically feasible manner. This strategy included two major elements: 1) a relocation of the Hitachi research and development, and corporate headquarters to a new location in east Evergreen as a leased facility with an option to purchase, and 2) a major repositioning of facilities at the Cottle Road site in South San José (also known as the old IBM Campus on Cottle Road).

In February 2004, Hitachi submitted an application to the City for an amendment to the General Plan (GPA), specific to the Cottle Road property located at 5600 Cottle Road ("Hitachi Property"). This application was the beginning of the master planning process for the Hitachi Property which consists of approximately 332 acres and proposed changes in the zoning of the property from strictly industrial uses to a mix of industrial, residential, and commercial uses.

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In April 2004, Hitachi submitted an application for a planned development zoning (PDC04-031). The zoning application proposed that the Hitachi Property be rezoned from 332 acres of industrial property (including internal street system and a PG&E substation) to approximately 149 acres of industrial (retaining current uses), 145 acres of new residential and commercial uses ("Development Property"), and 38 acres of streets and PG&E substation.

The City Council unanimously approved both the GPA and rezoning on June 21, 2005, allowing the redevelopment of the Hitachi Property and development of a new mixed-use "transit village." Under the current zoning approved for the development (PDC04-031), the property is zoned for up to 2,930 multi-family, single family attached and single family detached residential units, including an estimated 168 low- and very low-income residential units.

Hitachi has been working with the City's Planning Department to develop a master plan for the transit village, including development of new residential areas and commercial uses, and three (3) neighborhood/community park sites on the Development Property.

ANALYSIS

Parkland Dedication Requirements

Under the provisions of Chapter 19.38 of the San José Municipal Code ("Parkland Dedication Ordinance"), developers of residential subdivisions are required to dedicate property for neighborhood and community parks, construct park improvements, and/or pay in-lieu fees. As the developer, Hitachi desires to develop residential subdivisions as part of a new transit village master development located on the southeasterly corner of Poughkeepsie Avenue and Cottle Road. The City has approved Planned Development Zoning PDC04-031, Tentative Map No. PT05-108, and Master Planned Development Permit (PD05-087) for the proposed project.

In order for Hitachi to satisfy its parkland dedication obligation for the residential units permitted under PDC04-031, Hitachi and the City desire to enter into a Turnkey Parkland Agreement pursuant to which Hitachi shall dedicate a total of approximately 16.97 acres of parkland consisting of three separate parks: (1) a 5.37-acre neighborhood park, (2) a 10.6-acre community park, and (3) a 1.0-acre neighborhood park (collective "Park Properties") associated with future residential development phases for the transit village project. In addition to the parkland dedication, Hitachi has also agreed to construct parkland improvements on each of these park parcels to fully satisfy its parkland obligations for all future residential development proposals associated with PDC04-031.

The 10.6-acre community park, located towards the northwesterly portion of the transit village, will include a lighted ballfield, lighted soccer field, children's play lots, tennis court, half-basketball court, parking lot, picnic area, water detention basin within the ballfield, and other landscape amenities. The 5.37-acre neighborhood park (also known as "Linear Green") is a linear park. It will include sports courts (volleyball, tennis and two basketball courts), a dog park,

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fitness path and exercise stations, and water detention basins. The 1-acre neighborhood park facility (also known as "Charlotte Commons") will provide two bocce ball courts, seating areas, and open turf areas. Specific amenities to be developed in each of the park sites described above are shown in graphic format on the attached concept plans (Exhibits A, B and C). The overall site map is included as Exhibit D.

Each of the park sites will be dedicated to the City as public parks including those portions of the active community park (10.6-acre park) and the linear green (5.37-acre park) sites that are designated as detention basin areas on the attached Exhibits A and B. All of the park improvements will be designed and constructed in accordance with standard City specifications and ADA requirements, and will conform to the City's Turnkey Park Guidelines. The design and construction of the detention areas will be coordinated with the City's Public Works and Transportation Departments.

Environmental Condition of the Park Sites and Environmental Agreement

Beginning in 1956, International Business Machines Corporation ("IBM") manufactured magnetic disks and heads for computer hardware at the Hitachi Property, using various materials and process chemicals. These parts were assembled into final, computer related products. As part of IBM's manufacturing business, organic chemicals have been used at the facilities on the Hitachi Property. These chemicals are and have been handled and stored in bottles, drums, and tanks. Historically, both above ground and underground tanks were used for chemical storage, however, underground tanks are no longer in use at the Hitachi Property. Organic chemicals which have been used at the Hitachi Property include, but are not limited to, various industrial solvents such as 1, 1, 1-trichloroethane (TCA), trichloroethene (TCE), Freon 113, 1, 1-dichloroethane.

In the early 1980s, chlorinated hydrocarbons were detected in soil beneath an underground tank farm on the Hitachi Property. Subsequent investigations showed that organic compounds, such as those listed above, were also present in groundwater beneath and down gradient from the underground tank farm. Organic chemicals were also detected in soil beneath and adjacent to the areas where these chemicals were stored. The discovery was followed by extensive groundwater and soil investigations, which included over 1,000 soil borings and over 350 groundwater monitoring wells installed. In addition, 30 extraction wells were installed to remove chemicals in the groundwater and control groundwater movement.

The California Regional Water Quality Control Board, San Francisco Bay Region ("RWQCB") and California Department of Toxic Substances Control ("DTSC") have had direct authority and supervision over the investigation and cleanup efforts at the Hitachi Property. DTSC issued a Notice of Decision on November 26, 2007 determining that (1) the Park Properties were removed from its Hazardous Waste Facility Permit; and (2) corrective actions for the Park Properties were complete. Based on measured concentrations of chemicals in the samples collected and analyzed, DTSC agreed that the chemical concentrations in the soil on the Park

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Properties either were below, or have been remediated to levels at or below the DTSC-approved levels and that the Park Properties were not subject to any land use restrictions other than those imposed by RWQCB.

The Hitachi Property, including the Park Properties, will remain subject to the RWQCB Order No. R2-2002-0082 issued on September 3, 2002, and subsequently amended in 2007 ("RWQCB Order"). The RWQCB Order named IBM as the sole responsible party for the cleanup required on the Hitachi Property and requires IBM to continue remediation and monitoring on the Hitachi Property, including the Park Properties, to meet the RWQCB cleanup standards. Hitachi, which purchased the Hitachi Property from IBM in 2003, entered into a confidential Environmental Agreement with IBM requiring IBM to continue to perform and retain liability for the cleanup required by the RWQCB. Additionally, Hitachi and IBM have agreed on an Access Easement Agreement that will be recorded against the Hitachi Property, including the Park Properties, prior to the City accepting the Park Properties. The Access Easement Agreement will give IBM a non-exclusive easement on the Park Properties to complete any remediation required and test and monitor any groundwater monitoring system on the Hitachi Property.

The entire Hitachi Property, including the Development Property and Park Properties, is subject to a "Covenant and Environmental Restriction on Property" ("Covenant") recorded on September 15, 2004, as required by RWQCB. The deed restriction was imposed to notify future owners of sub-surface contamination, preserve the integrity of any remedial measures taken or remedial equipment installed, and prohibits the use of shallow groundwater beneath the Hitachi Property as a source of drinking water until cleanup standards are met. There is only one groundwater monitoring well on the 10.6-acre park parcel, Well A-209 (replacing former Well A-30), located near the corner of Great Oaks Boulevard and Lexington. The one monitoring well (A-209), located on the northwest corner of the 10.6-acre park parcel, is sampled by IBM quarterly. This sampling frequency should be reduced to semiannual in early 2009. Routine sampling of this well should take less than one day, or, typically, no more than four hours. There are no groundwater monitoring wells, remedial system facilities or remedial equipments located on the 5.37-acre park or the 1.0-acre park parcels.

The Covenant allows for any property owner to apply to the RWQCB for termination of the deed restrictions, on the basis of the property owner demonstrating to the satisfaction of the RWQCB that additional characterization or remediation of the contamination has reduced the residual contamination to a point that meet the RWQCB cleanup standards. At present, concentrations of several industrial solvents detected in groundwater beneath the 10.6-acre community park exceed the groundwater cleanup levels established by the RWQCB for the Hitachi Property, which are based on drinking water standards. However, these detected concentrations in the subsurface groundwater are not expected to pose a threat to future park users. The RWQCB may consider termination of the Covenant should additional future remediation and characterization be completed such that the concentrations of the industrial solvent contaminants are reduced below cleanup levels and sufficient monitoring is completed to demonstrate that no increase in

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concentration will occur. It is unclear when the Covenant will be terminated, but the City has been informally informed that it could take up to ten (10) years or more.

Simultaneously with the execution of the Turnkey Parkland Agreement, the City and Hitachi will enter into an Environmental Agreement to set forth the terms, conditions, and obligations of the respective parties relating to any required remediation involving the Park Properties. The Environmental Agreement contains a broad release of liability clause under which the City waives any claims against Hitachi related to contamination on the Park Properties, except as expressly set forth in the Agreement. Hitachi will agree only to provide limited protection to the City since the contamination of the Hitachi Properties, including the Park Properties, pre-exist its ownership in 2003. Hitachi's obligations to the City are limited to the following in the Environmental Agreement:

- Hitachi represents that IBM, as former owner of the Park Properties, has agreed to continue to perform and retain certain liability for the continued remediation required by the RWQCB. In the event that IBM fails to fully or in a timely manner perform any remedial actions required by RWQCB relating to the pre-existing contaminant conditions, and the contamination affects the City's ability to use the property for park purposes or cause the City to incur more than de minimis costs for operation of the parks, Hitachi's obligation to the City under the Environmental Agreement is to pursue certain remedies that it has against IBM under a separate environmental agreement between Hitachi and IBM. Although the Environmental Agreement limits Hitachi's obligation to the City for the groundwater contamination, the City has not waived any rights it may have to look to IBM to complete those obligations.
- Additionally, in the event that any pre-existing contaminants in soil are later discovered in the Park Properties, which, prior to execution of the Environmental Agreement, were present at concentrations exceeding levels determined by DTSC to be suitable for park purposes, but were not disclosed or known to the City, Hitachi has agreed to complete additional remedial action to obtain clearance from DTSC that the remediated property is suitable for park purposes.
- Finally, the City has reserved any rights that it may have against Hitachi, if after the Agreement is executed, Hazardous Materials are discovered on the Park Properties which were present prior to the Effective Date, and which City, prior to the Agreement date, had no reasonable cause to know were located on or beneath the Park Properties, to the extent that such materials are determined by a regulatory agency to need further remediation in order to continue park use of the properties.

PG&E Easements on 5.37-Acre Park Site

The 5.37-acre park site currently has two (2) PG&E easements that may impact future operations of the park. The City will accept the 5.37 acre park site subject to these easements. There is a

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120' wide easement for the use, maintenance, repair and replacement of, and access to, electrical transmission and distribution equipment, facilities and improvement recorded on June 21, 1985 ("Transmission Easement"). Additionally, there is a 10' wide easement for the use, maintenance, repair and replacement of, and access to, an underground gas line recorded on January 27, 1998 (the "Gas Line Easement"). The Transmission Easement and Gas Line Easement will remain in their current locations. Other existing underground utilities have been or will be located to the northwestern and northeastern part of the park site, which will require a 20' wide easement and a 35' wide easement.

Hitachi has also obtained a letter from PG&E dated March 5, 2008 approving the attached Exhibit B for the 5.37 acre park. PG&E will require Hitachi to install anti-climb devices adjacent to the PG&E towers, three (3) high voltage signs in certain designated areas, and provide tower access with some type of driveway. Landscaping and irrigation will be minimized in the access path to the towers to prevent damage that could be caused by PG&E during its maintenance, repair or replacement of the transmission or gas lines and facilities.

The Transmission Easement runs north and south along the hard court and detention areas in the southern portion of the 5.37-acre site. Two (2) basketball hard courts, a detention basin, dog park, and associated landscape areas will be located under this easement area. PG&E has provided to the City its maintenance schedule for the transmission line. PG&E anticipates conducting yearly aerial inspection of the transmission lines and comprehensive inspections every five (5) years. Staff anticipates there will be minimal disruption involved with the routine maintenance of the Transmission Easement.

The existing Gas Line Easement runs along a proposed private utility easement toward the northwestern portion of the site. Minor improvements including a picnic table and concrete walkway will be located over the top of the Gas Line Easement. Staff anticipates there will also be minimal disruption involved with the routine maintenance of the Gas Line Easement as well.

PG&E is required under the Transmission Easement to take all reasonable safeguards to ensure against injury to persons or property while working on the park site. Additionally, PG&E will indemnify the City against any loss or damage which is caused by PG&E's access to the Park Properties under the Transmission Easement. However, there is no such protection for the City under the Gas Line Easement.

Special District Formation for Maintenance of Public Improvements

It is anticipated that a Community Facilities District (CFD) will be formed to maintain certain public improvements adjacent and in the development, including the storm water detention areas located in the 5.37-acre neighborhood park and the 10.6-acre community park. These areas are identified as "detention basins" in the conceptual plans attached to this Memorandum as Exhibits A and B. Hitachi will work with the City's Public Works Department separately on the formation of the CFD. In addition, at the request of the developer, staff is examining the

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potential inclusion of complete maintenance for these three parks in the proposed CFD, potentially minimizing their impact on the general fund. On May 6, 2008, council approved a feasibility study to begin the process of the CFD analysis.

Maintenance Agreement

Hitachi has indicated that it anticipates completing the construction of the park improvements in the next six (6) months and would like to dedicate the Park Properties to the City by the end of this year. As the Park Properties will likely be improved, dedicated, and opened to the public earlier than anticipated and prior to the establishment of the CFD or completion of the residential housing units for the development, PRNS and Hitachi have developed a maintenance agreement for the temporary maintenance of the Park Properties by Hitachi. Under the maintenance agreement, if the Park Properties are improved, dedicated and opened to the public at any time prior to May 31, 2010, Hitachi will provide temporary maintenance of the Park Properties.

The maintenance agreement will be effective from the date the agreement is executed by the City until May 31, 2010. However, the maintenance agreement could terminate earlier if the CFD is formed to finance certain public improvements located within or adjacent to the development which include the Park Properties and the CFD has sufficient funding to take responsibility for maintenance of the Park Properties.

As part of this memorandum, staff recommends approval of this maintenance agreement.

EVALUATION AND FOLLOW-UP

Action taken by City Council on this item will allow staff to continue to work with Hitachi to finalize plans for the three park parcels, authorize staff to oversee construction of the turkey park projects, and accept the parks after final inspections have been completed. Public Work's staff will continue to review construction documents and will refine designs as necessary to complete the projects in accordance with City construction standards.

POLICY ALTERNATIVES

Not applicable.

PUBLIC OUTREACH/INTEREST



Criterion 1: Requires Council action on the use of public funds equal to \$1 million or greater. **(Required: Website Posting)**

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- Criterion 2:** Adoption of a new or revised policy that may have implications for public health, safety, quality of life, or financial/economic vitality of the City. **(Required: E-mail and Website Posting)**
- Criterion 3:** Consideration of proposed changes to service delivery, programs, staffing that may have impacts to community services and have been identified by staff, Council or a Community group that requires special outreach. **(Required: E-mail, Website Posting, Community Meetings, Notice in appropriate newspapers)**

This memorandum will be posted on the City's website for the June 3, 2008 City Council agenda.

A number of community meetings have been held with local residents and other interested parties to discuss the design/development of the Hitachi Transit Village concept. On April 15, 2006, a community meeting introducing the project zoning and planned development proposals was held at City Hall. A follow-up meeting in May 2006 further discussed the project proposal and solicited additional comment from the community.

On August 15, 2006, Hitachi in conjunction with City staff, conducted a community meeting to specifically discuss proposed public recreation facilities associated with the Hitachi Transit Village proposal. This meeting was noticed to the community within 1,000 feet of the proposed development and noticed as a display ad in the San Jose Mercury News. Additionally, the Parks and Recreation Commission held two study sessions on February 21 and March 7, 2007, to discuss the proposed parks and recreation proposals for the Hitachi property. A mailer was sent to approximately 7,000 residents near the project site to advertise these meetings. The Commission conducted a final public hearing on the proposed Hitachi park sites on March 7, 2007, at which time the Commission recommended approval of three conceptual parks sites as presented at the meeting.

COORDINATION

This item has been coordinated with the Public Works, General Services, Planning, Building, and Code Enforcement Departments, the City Attorney's Office, and the City Council District 2 Office.

COST SUMMARY/IMPLICATIONS

The cost of design review and inspection for the park improvements is estimated to be \$1,114,000, (15% of the construction estimate of \$7,427,000) and will be paid by Hitachi. This memorandum includes appropriation action and funding sources resolution amendments to 1) recognize the receipt of earned revenue totaling \$1,114,000, 2) establish an appropriation

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totaling \$400,000 for design review and inspection (for 2007-2008), and 3) increase the Reserve: Future PDO/PIO Projects by \$714,000. The funds being appropriated in the Reserve: Future PDO/PIO Projects will be utilized on remaining design review and inspection costs in 2008-2009, and will be shifted to an active appropriation when the additional funds are needed.

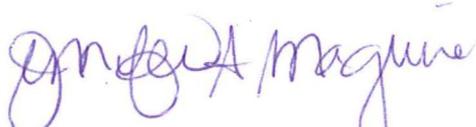
Annual maintenance costs for this project are in the process of being developed through the CFD process and are not available at this time. It is anticipated that these costs would be covered by the creation of a CFD so there would be no net impact to the General Fund. However, if the CFD is not formed the City will have to include maintenance costs associated with the three built parks. These costs would begin in April 2010, at the expiration of Hitachi's maintenance commitment under the maintenance agreement.

CEQA

CEQA: Resolution No. 72772 adopted.

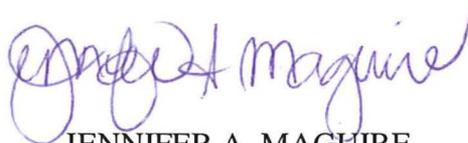


ALBERT BALAGSO
Director of Parks, Recreation
and Neighborhood Services



JENNIFER A. MAGUIRE
Acting Budget Director

I hereby certify that there will be available for appropriation in the Park Trust Fund in the Fiscal Year 2007-2008 moneys in excess of those heretofore appropriated therefrom, said excess being at least \$1,114,000.



JENNIFER A. MAGUIRE
Acting Budget Director

Attachments: Map Exhibits A, B C and D

For questions please contact Matt Cano, PRNS Division Manager, at (408) 535-3580.

ATTACHMENT A

PARK SITE PLAN



10.6 Acre Park Conceptual Diagram

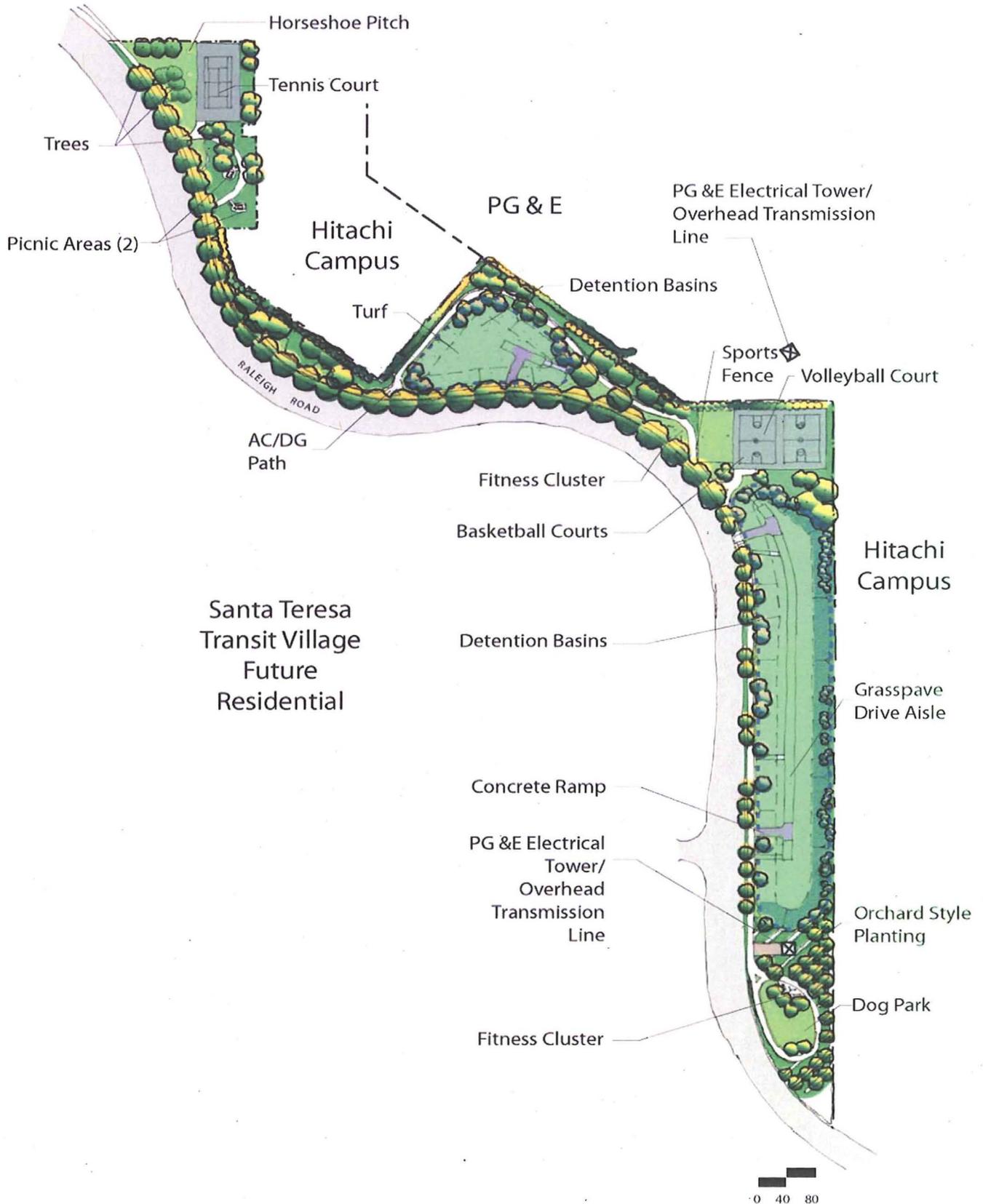
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 HITACHI GLOBAL STORAGE TECHNOLOGIES, INC.

April 14, 2008

URS ASSOCIATES
 10000 NE 4th Street, Suite 1000, Portland, OR 97232
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ATTACHMENT B

PARK SITE PLAN



5.37 Acre Linear Green Conceptual Diagram

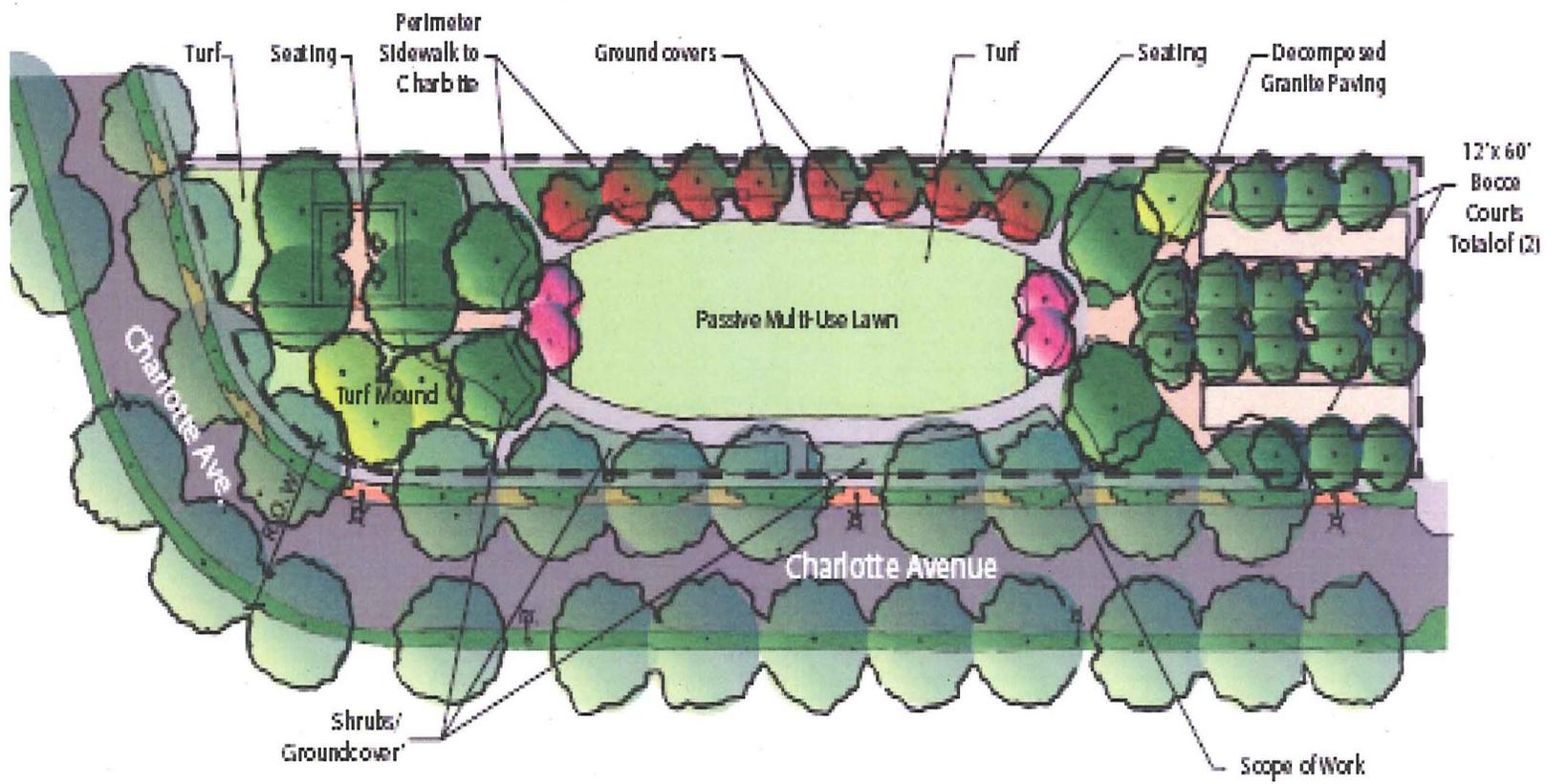
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January 25, 2008

KENKAY ASSOCIATES
Master Planner & Landscape Architects



SOUTH VILLAGE RESIDENTIAL



SOUTH VILLAGE RESIDENTIAL

ATTACHMENT C
PARK SITE PLAN

1 Acre Park Conceptual Diagram

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April 14, 2008



KIMMAY & ASSOCIATES
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