

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

FMC Corporation
1735 Market Street
Philadelphia, PA 19103
Attn: Mr. Richard Papsin

Doc#: 17989437
9/03/2004 3:47 PM

SPACE ABOVE THIS LINE FOR RECORDER'S USE

MEMORANDUM OF ALLOCATION OF TRAFFIC CAPACITY

This MEMORANDUM OF ALLOCATION OF TRAFFIC CAPACITY ("Memorandum") is entered into as of this 29th day of July, 2004 ("Effective Date") between FMC CORPORATION, a Delaware corporation ("FMC") and ARCADIA DEVELOPMENT CO., a California corporation, ELI REINHARD, an individual and AAI-COLEMAN, LLC, a California limited liability company (collectively, "Arcadia").

RECITALS

A. Arcadia is the owner of that certain real property located in San Jose, California, more particularly described on Exhibit A attached hereto ("Parcel 1"). FMC is the owner of certain real property located in San Jose, California more particularly described in Exhibit B-1 attached hereto ("Parcel 2"), and that certain real property located in both San Jose and Santa Clara, California, more particularly described on Exhibit B-2 as Parcel 3. The parties acknowledge that Parcel 3 consists of two separate legal parcels. Parcel 1, Parcel 2 and Parcel 3 are hereafter referred to individually as a "Parcel" and collectively as the "Coleman Avenue Property".

B. The City of San Jose approved Planned Development Zoning Ordinance No. 26958 on August 19, 2003 for the Coleman Avenue Property ("PD Zoning Ordinance"). The PD Zoning Ordinance states that the mix of uses and maximum intensity of development for the Coleman Avenue Property will be limited to three million square feet of building area for office/research and development uses. An undetermined amount of hotel, commercial and retail uses is also allowed on the Coleman Avenue Property. As specific development is considered for approval for the Coleman Avenue Property, a traffic analysis will be required with the issuance of each planned development permit, confirming that the traffic volume and distribution are within the parameters of the following traffic performance criteria: (a) the intensity of development on the site shall not exceed the maximum project trip generation of 3,534 AM Peak Hour trips (2,957 inbound and 578 outbound) and the maximum of 3,441 PM Peak Hours trips (467 inbound and 2,973 outbound); and (b) the development of the Coleman Avenue Property shall not exceed the traffic volumes and distribution through each of the twenty-four specific intersections studied in the traffic analysis and listed on the planned development zoning application ("City Assigned Traffic Capacity").

C. Pursuant to Section 1.6 of that certain Amended and Restated Development Agreement dated as of October 1, 2001 ("Development Agreement"), which Development Agreement is referenced in that certain Amended Memorandum of Amended and Restated Development Agreement recorded on April 10, 2003 as Document No. 6955733 in the Official Records of Santa Clara County, California, Arcadia and FMC agreed that for purposes of allocating density between the Parcels, no Parcel shall use more than its proportionate share of the traffic capacity granted to the Coleman Avenue Property by the PD Zoning Ordinance. The parties also agreed that, unless the City adopted another method of determining traffic capacity, the traffic capacity for the Coleman Avenue Property would be based on the maximum number of AM and PM period trips generated to and from the Coleman Avenue Property as if the entire Coleman Avenue Property was improved with research and development buildings. The parties further agreed that if the City chose another method of determining traffic capacity other than trip generation, then the traffic capacity determined by the City's methodology would be allocated between the Parcels on a proportionate basis based on the gross acreage that Parcel 1, Parcel 2 and Parcel 3, as applicable, bears to the gross acreage of the entire Coleman Avenue Property.

D. Pursuant to the Development Agreement, each Parcel's respective proportionate share of the traffic capacity is based on the percentage that the gross square footage of that Parcel bears to the entire gross square footage of the Coleman Avenue Property. The respective gross square footage of each Parcel and the entire Coleman Avenue Property was established in the attachments to the letter from Kier & Wright dated April 13, 1999 attached hereto as Exhibit C ("Square Footage Certification").

E. Section 1.6 of the Development Agreement states that once the traffic capacity for the Coleman Avenue Property has been established, Arcadia and FMC shall execute a memorandum setting forth the Parcel 1 Traffic Capacity Share, the Parcel 2 Traffic Capacity Share and the Parcel 3 Traffic Capacity Share. The parties desire to execute this Memorandum to fulfill this obligation under the Development Agreement.

F. All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Development Agreement.

NOW, THEREFORE, FMC and Arcadia hereby agree as follows:

1. Proportionate Share of Traffic Capacity. Based on the Square Footage Certification, FMC and Arcadia hereby reaffirm the gross square footage of the Parcels and each Parcel's proportionate share of traffic capacity as follows:

<u>Parcel</u>	<u>Gross Square Footage</u>	<u>Percentage Share of Traffic Capacity</u>
1	1,119,838	25.559%
2	1,011,904	23.095%
3	2,249,725	51.346%

The parties acknowledge that for purposes of the Square Footage Certification, Parcel 3 was comprised of two parcels described in the Square Footage Certification as follows: Parcel A, consisting of 1,898,660 square feet or 43.334% of the Coleman Avenue Property, and Parcel D, consisting of 351,065 square feet or 8.012% of the Coleman Avenue Property.

2. Allocation of Traffic Capacity. Attached hereto as Exhibit D-1 is an analysis prepared by Parsons Engineering (formerly Barton-Aschman Associates) of the maximum trip generation and distribution for affected adjacent intersections permitted for the entire Coleman Avenue Property under the PD Zoning Ordinance. The parties agree that such analysis establishes the City Assigned Traffic Capacity granted to the Coleman Avenue Property by the PD Zoning Ordinance. Consistent with Section 1.6 of the Development Agreement, FMC and Arcadia acknowledge that all projects for which planned development permits are sought from the City with respect to the Coleman Avenue Property shall not exceed the City Assigned Traffic Capacity set forth in Exhibit D-1. FMC and Arcadia further agree that any development or improvements on their respective Parcels shall not exceed the proportionate share of City Assigned Traffic Capacity allocable to such Parcel as set forth below in this Section 2. FMC and Arcadia agree that the Parcel 1 Traffic Share of the City Assigned Traffic Capacity is set forth on Exhibit D-2, the Parcel 2 Traffic Share of the City Assigned Traffic Capacity is set forth on Exhibit D-3, and the Parcel 3 Traffic Share of the City Assigned Traffic Capacity is set forth on Exhibit D-4.

3. Parcel 3 Allocation. Since the date of the Square Footage Certification, Parcel 3 has been divided into two parcels pursuant to a Lot Line Adjustment Permit approved by the City of San Jose on December 7, 2001, and more particularly described as Parcel 3A and Parcel 3B on Exhibit B-2 attached hereto. For purposes of this Memorandum, FMC and Arcadia agree that Parcel 3A's proportionate share of City Assigned Traffic Capacity for the Coleman Avenue Property shall be 24.788% and Parcel 3B's proportionate share of City Assigned Traffic Capacity for the Coleman Avenue Property shall be 26.558%.

4. Further Subdivision of Parcels. If any owner of a Parcel further subdivides such Parcel, such owner shall allocate the City Assigned Traffic Capacity for such Parcel to the subdivided parcels. Concurrently with such subdivision, the Owner shall give written notice to each other Parcel Owner in accordance with Section 6 hereof of the proportionate share of City Assigned Traffic Capacity allocated to each subdivided parcel. The parties agree that the allocation of City Assigned Traffic Capacity between the subdivided portions of a Parcel need not be based on gross square footage of such subdivided parcel, but can be allocated in any reasonable manner in the subdividing owner's reasonable discretion.

5. Notice of PD Permit. Each party agrees that it will provide the owner of each other Parcel with a copy of any application for a planned development permit for its Parcel or portion thereof at the same time such party submits the planned development application to the City. Such notice shall be sent in accordance with Section 6 below.

6. Notices. Any notice, request, demand, consent, approval or other communication required or permitted hereunder or by law shall be in writing and shall be deemed duly given (i) when personally delivered, (ii) sent by overnight courier providing evidence of receipt of delivery, or (iii) by United States mail, registered or certified mail, postage prepaid, return

receipt requested, to the addresses set forth below or to such other address of which the parties are subsequently notified in writing:

FMC: FMC Corporation
1735 Market Street
Philadelphia, PA 19103
Attn: Real Estate Manager

Arcadia: Mr. Eli Reinhard
Arcadia Development Co.
P.O. Box 5368
San Jose, CA 95150

Courier Address: Mr. Eli Reinhard
Arcadia Development Co.
1115 Coleman Avenue
San Jose, CA 95110

Notices shall be deemed delivered upon receipt. Any party may change its address for notice by giving written notice of such change to the other party.

7. Successors and Assigns. This Memorandum and each and all of the covenants and obligations herein shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors, assigns, heirs, administrators and executors. FMC and Arcadia (and their respective successors and assigns) acknowledge and agree that the terms of this Memorandum are intended to bind FMC and Arcadia and their respective successors, assigns and successors in interest in the Coleman Avenue Property. The Coleman Avenue Property shall be held, developed, conveyed, hypothecated, encumbered, leased, used and occupied subject to the terms of this Memorandum. This Memorandum is imposed as an equitable servitude upon the Coleman Avenue Property and every part thereof and shall run with the land. Each and all of the terms of this Memorandum shall be binding upon and burden, and shall inure to the benefit of, all persons having or acquiring any right, title or interest in the Coleman Avenue Property, or any part thereof, and their successors and assigns.

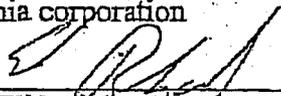
8. Counterparts. This Memorandum may be executed in counterparts, each of which shall be deemed an original and all which together shall constitute one and the same instrument.

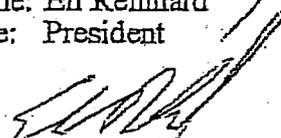
9. No Conflict. Except as modified by this Memorandum, the Development Agreement shall remain in full force and effect. In the event of any conflict between this Memorandum and the Development Agreement, this Memorandum shall govern and control the intent and agreement of the parties.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the date first set forth above.

ARCADIA:

ARCADIA DEVELOPMENT CO., a
California corporation

By:  7/29/04
Name: Eli Reinhard
Title: President


ELI REINHARD, an individual

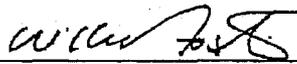
AAI-COLEMAN, LLC, a California limited
liability company

By: Arcadia Associates I, a California
general partnership

By:  7/29/04
Eli Reinhard,
General Partner

FMC:

FMC CORPORATION, a Delaware
corporation

By: 
Name: W Kim Foster
Title: CFO

By: _____
Name: _____
Title: _____

EXHIBIT "A"

LEGAL DESCRIPTION

REAL PROPERTY within the City of San Jose, County of Santa Clara, State of California, described as follows:

Beginning at a point on the Northwestern line of Newhall Street at the Easternmost corner of that certain 7.528 acre tract of land described in the Deed from Food Machinery Corporation, a corporation, to Southern Pacific Railroad Company, a corporation, dated January 23, 1947, recorded February 25, 1947 in Book 1433 Official Records, page 231, Santa Clara County Records;

Thence from said point of beginning North 57° 34' 50" West along the Northeasterly line of said 7.528 acre tract 841.00 feet;

Thence North 32°25'10" East 35.14 feet;

Thence North 57°34'50" West 39.00 feet;

Thence North 32°25'10" East 1047.94 feet to the Southwesterly line of Coleman Avenue (100.00 feet in width);

Thence Southeasterly along said Southwesterly line of Coleman Avenue South 57° 34' 50" East 978.87 feet to the most Northwestern corner of that certain parcel conveyed to City of San Jose, a municipal corporation by Deed recorded October 27, 1967 in Book 7908, Page 55 of Official Records and the beginning of a non-tangent curve to the right, to which point a radial line bears North 41°17'31" East;

Thence along the Southwesterly line of said parcel, Southeasterly along said non-tangent curve with a radius of 994.00 feet, through a central angle of 11°04'26" for an arc length of 192.12 feet;

Thence continuing along the Southwesterly line of said parcel, Southerly along a tangent curve to the right with a radius of 22.00 feet, through a central angle of 86°31'47" for an arc length of 33.22 feet to said northwesterly line of Newhall Street;

Thence South 48°53'43" West 1051.61 feet along said northwesterly line to the Point of Beginning.

Said Parcel C contains 25.708 acres, more or less.

EXHIBIT "B-1"

LEGAL DESCRIPTION

REAL PROPERTY within the City of San Jose, County of Santa Clara, State of California, described as follows:

Commencing at a point on the Northwestern line of Newhall Street at the Easternmost corner of that certain 7.528 acre tract of land described in the Deed from Food Machinery Corporation, a corporation, to Southern Pacific Railroad Company, a corporation, dated January 23, 1947, recorded February 25, 1947 in Book 1433 Official Records, page 231, Santa Clara County Records; Thence North 57° 34' 50" West along the Northeasterly line of said 7.528 acre tract 841.00 feet to the True Point of Beginning;

Thence North 32°25'10" East 35.14 feet;

Thence North 57°34'50" West 39.00 feet;

Thence North 32°25'10" East 1047.94 feet to the Southwesterly line of Coleman Avenue (100.00 feet in width);

Thence North 57°34'50" West 933.02 feet along said Southwesterly line;

Thence South 32°25'10" West 1083.08 feet to said Northeasterly line of said 7.528 acre tract;

Thence South 57°34'50" East along said Northeasterly line 972.02 feet to the True Point of Beginning.

Said Parcel B contains 23.230 acres, more or less.

EXHIBIT "B-2"

Parcel A

All that certain real property situate in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of "Adjusted Parcel A" described in the Lot Line Adjustment Permit filed for record in the Office of the Recorder of the County of Santa Clara on June 22, 1999 under Recorder's Series No. 14867793, Official Records and being more particularly described as follows:

Beginning at the intersection of the southwesterly line of Coleman Avenue with the northwesterly line of "Parcel B" described in the Notice of Lot Line Adjustment filed for record in the office of the Recorder of the County of Santa Clara on July 30, 1999 under Recorder's Series No. 14920701, Official Records, thence along the northeasterly line of said "Parcel B" and "Adjusted Parcel A" also being the southwesterly line of Coleman Avenue South $57^{\circ}34'50''$ East, 996.50 feet to the True Point of Beginning.

Thence South $32^{\circ}25'10''$ West, 1083.08 feet to the southwesterly line of said "Adjusted Parcel A";

Thence along the southwesterly line of "Adjusted Parcel A" South $57^{\circ}34'50''$ East, 1002.79 feet to the southerly corner of "Adjusted Parcel A";

Thence along the southeasterly line of "Adjusted Parcel A", North $32^{\circ}25'10''$ East, 1083.08 feet to the easterly corner of "Adjusted Parcel A" and the southwesterly line of Coleman Avenue;

Thence along said southwesterly line of Coleman Avenue North $57^{\circ}34'50''$ West, 1002.79 feet to the True Point of Beginning.

Parcel B

All that certain real property situate partially in the City of San Jose and partially in the City of Santa Clara, County of Santa Clara, State of California, described as follows:

All that land designated and delineated as "Parcel B" in the Notice of Lot Line Adjustment filed for record in the office of the Recorder of the County of Santa Clara on July 30, 1999 under Recorder's Series No. 14920701, Official Records and a Portion of "Adjusted Parcel A" described in the Lot Line Adjustment Permit filed for record in the Office of

EXHIBIT "B-2"

the Recorder of the County of Santa Clara on June 22, 1999 under Recorder's Series No. 14867793, Official Records being more particularly described as follows.

Beginning at the intersection of the southwesterly line of Coleman Avenue with the northwesterly line of said "Parcel B", thence along the northeasterly line of said "Parcel B" and "Adjusted Parcel A" also being the southwesterly line of Coleman Avenue South $57^{\circ}34'50''$ East, 996.50 feet;

Thence South $32^{\circ}25'10''$ West, 1083.08 feet to the southwesterly line of said "Adjusted Parcel A";

Thence along the southwesterly line of "Adjusted Parcel A" and "Parcel B" North $57^{\circ}34'50''$ West, 1038.06 feet to the most westerly corner of said "Parcel B"

Thence along the northwesterly line of "Parcel B" the following six (6) courses and distances.

1. North $32^{\circ}25'09''$ East, 250.12 feet;
2. North $57^{\circ}34'51''$ West, 105.40 feet;
3. North $08^{\circ}45'53''$ East, 270.00 feet;
4. North $82^{\circ}20'17''$ East, 219.28 feet;
5. South $57^{\circ}34'51''$ East, 87.51 feet;
6. North $32^{\circ}25'09''$ East, 444.46 feet to the Point of Beginning.

Description prepared by Kier & Wright Civil Engineers and Surveyors, Inc.

NW 13, 2001
Date

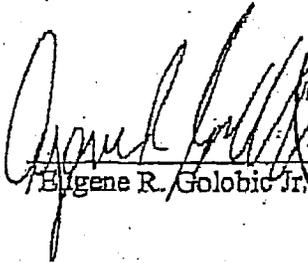

Eugene R. Golobic Jr.



EXHIBIT "C"
Square Footage Certification

April 13, 1999

Project No. 97242

Michael Wilson
Mozart Development
1068 East Meadow Circle
Palo Alto, CA 94303-4230

Re: FMC

Dear Michael,

Attached please find an exhibit of the parcels created after the lot line adjustments have been completed.

The gross area of Parcel C is 1,119,838 square feet.

The gross area of Parcels A, B, C & D is 4,381,467 square feet.

The frontage of Coleman Avenue on Parcel C is 1170.99 feet. The entire length of Coleman Avenue frontage for Parcels A, B, C and D is 4,112.3 feet.

Please call if you have any questions.

Sincerely,

KIER & WRIGHT

M. Barry Schmitt,
Principal

Attachment:

cc: Steve Casad - Berliner Cohen

Eugene R. Golobic
Principal
Kier & Wright Civil Engineers & Surveyors, Inc.
3350 Scott Blvd. Building 22
Santa Clara, CA 95054
Phone 408-727-6665
Fax 408-727-5641
e-mail: ggolobic@kierwright.com

EXHIBIT "D-1"

City Assigned Traffic Capacity for Coleman Avenue Property

Project Location: North of 880/Coleman Int		Total Area 4,381,467 sq.ft. 100%											
INTERSECTION	AM/PM	SBR M1	SET M2	SBL M3	WBR M4	WST M5	WBL M6	NSR M7	NSY M8	NBL M9	ESR M10	EST M11	EEL M12
67/COLEMAN	AM	-	-	-	-	207	-	-	-	-	-	40	-
67/COLEMAN	PM	-	-	-	-	33	-	-	-	-	-	208	-
880/COLEMAN (N)	AM	-	225	-	473	-	-	-	1360	-	-	-	-
880/COLEMAN (N)	PM	-	1160	-	75	-	-	-	215	-	-	-	-
880/COLEMAN (S)	AM	-	133	92	680	-	-	-	680	-	-	-	-
880/COLEMAN (S)	PM	-	684	476	107	-	-	-	107	-	-	-	-
COLEMAN/AVIATION	AM	443	532	-	-	-	-	-	104	581	116	-	57
COLEMAN/AVIATION	PM	70	84	-	-	-	-	-	535	93	595	-	446
AIRPORT/COLEMAN	AM	-	225	29	29	-	-	-	1633	-	-	-	-
AIRPORT/COLEMAN	PM	-	1150	149	149	-	-	-	290	-	-	-	-
ALAMEDA/HEDDING	AM	-	-	-	-	12	-	-	-	-	-	58	-
ALAMEDA/HEDDING	PM	-	-	-	-	59	-	-	-	-	-	9	-
ALAMEDA/NEGLEE	AM	-	-	-	-	12	-	-	-	-	-	59	-
ALAMEDA/NEGLEE	PM	-	-	-	-	59	-	-	-	-	-	9	-
COLEMAN/FMC DAVY	AM	148	214	-	-	-	-	-	1094	887	173	-	29
COLEMAN/FMC DAVY	PM	23	1100	-	-	-	-	-	173	140	892	-	149
COLEMAN/FMC DAVY (MIDDLE)	AM	384	263	-	-	-	-	-	620	503	98	-	75
COLEMAN/FMC DAVY (MIDDLE)	PM	61	618	-	-	-	-	-	242	79	505	-	367
COLEMAN/HEDDING	AM	12	104	17	89	-	-	-	532	-	-	-	59
COLEMAN/HEDDING	PM	59	535	89	14	-	-	-	84	-	-	-	9
COLEMAN/TAYLOR	AM	12	40	52	266	-	-	-	207	-	-	-	59
COLEMAN/TAYLOR	PM	59	208	268	42	-	-	-	33	-	-	-	9
GUADALUPE/HEDDING	AM	-	-	-	-	89	-	-	-	-	-	17	-
GUADALUPE/HEDDING	PM	-	-	-	-	14	-	-	-	-	-	89	-
GUADALUPE/TAYLOR	AM	-	-	-	-	89	-	-	-	177	35	17	-
GUADALUPE/TAYLOR	PM	-	-	-	-	14	-	-	-	28	178	89	-
STOCKTON/TAYLOR	AM	-	-	-	-	12	-	-	-	-	-	59	-
STOCKTON/TAYLOR	PM	-	-	-	-	59	-	-	-	-	-	9	-
CITY OF SANTA CLARA													
COLEMAN/BROKAW	AM	-	978	-	-	-	-	-	191	-	-	-	-
COLEMAN/BROKAW	PM	-	154	-	-	-	-	-	981	-	-	-	-
BENTON/LAFAYETTE	AM	-	6	-	-	-	-	30	-	-	-	-	-
BENTON/LAFAYETTE	PM	-	30	-	-	-	-	5	-	-	-	-	-
LEWIS/LAFAYETTE	AM	-	-	-	-	-	6	-	-	-	-	-	-
LEWIS/LAFAYETTE	PM	-	-	-	-	-	30	-	-	-	-	-	-
DE LA CRUZ/REED	AM	-	710	-	-	-	-	-	139	-	-	-	-
DE LA CRUZ/REED	PM	-	112	-	-	-	-	-	714	-	-	-	-
DE LA CRUZ/MARTIN	AM	-	710	-	-	-	-	-	139	-	-	-	-
DE LA CRUZ/MARTIN	PM	-	112	-	-	-	-	-	714	-	-	-	-
EL CAMINO/SCOTT	AM	-	-	44	9	12	12	59	-	-	-	59	-
EL CAMINO/SCOTT	PM	-	-	7	45	59	59	9	-	-	-	9	-
EL CAMINO/LINCOLN	AM	-	-	-	-	32	6	30	-	-	-	163	-
EL CAMINO/LINCOLN	PM	-	-	-	-	164	30	5	-	-	-	26	-
EL CAMINO/MONROE	AM	-	-	15	3	38	3	15	-	-	-	192	-
EL CAMINO/MONROE	PM	-	-	2	15	193	15	2	-	-	-	30	-
EL CAMINO/LAFAYETTE	AM	-	-	15	3	43	-	-	-	-	-	222	-
EL CAMINO/LAFAYETTE	PM	-	-	2	15	223	-	-	-	-	-	35	-
CENTRAL/SCOTT	AM	-	-	15	3	12	3	15	-	-	-	59	-
CENTRAL/SCOTT	PM	-	-	2	15	59	15	2	-	-	-	9	-
CENTRAL/LAFAYETTE	AM	-	-	15	3	17	3	15	-	-	-	89	-
CENTRAL/LAFAYETTE	PM	-	-	2	15	89	15	2	-	-	-	14	-
CENTRAL/DE LA CRUZ	AM	-	591	-	-	-	-	-	116	23	118	-	-
CENTRAL/DE LA CRUZ	PM	-	93	-	-	-	-	-	595	119	19	-	-

EXHIBIT "D-2"
City Assigned Traffic
Capacity for Parcel 1

25.559%

Project Location: North of 880/Coleman Int

Parcel C: 1,119,838 sq.ft (25.559%)

INTERSECTION	AM/PM	SBR	SBT	SBL	WBR	WBT	WBL	NBR	NBT	NBL	EBR	EBT	EBL
		M1	M2	M3	M4	M5	M6	M7	M8	M9	M10	M11	M12
67/COLEMAN	AM	-	-	-	-	53	-	-	-	-	-	10	-
	PM	-	-	-	-	8	-	-	-	-	-	53	-
880/COLEMAN (N)	AM	-	58	-	121	-	-	-	348	-	-	-	-
	PM	-	296	-	19	-	-	-	55	-	-	-	-
880/COLEMAN (S)	AM	-	34	24	174	-	-	-	174	-	-	-	-
	PM	-	175	122	27	-	-	-	27	-	-	-	-
COLEMAN/AVIATION	AM	113	136	-	-	-	-	-	27	151	30	-	22
	PM	18	21	-	-	-	-	-	137	24	152	-	114
AIRPORT/COLEMAN	AM	-	58	7	7	-	-	-	468	-	-	-	-
	PM	-	296	38	38	-	-	-	74	-	-	-	-
ALAMEDA/REDDING	AM	-	-	-	-	3	-	-	-	-	-	15	-
	PM	-	-	-	-	15	-	-	-	-	-	2	-
ALAMEDA/NEGLEE	AM	-	-	-	-	3	-	-	-	-	-	15	-
	PM	-	-	-	-	15	-	-	-	-	-	2	-
COLEMAN/FMC DWY.	AM	38	55	-	-	-	-	-	280	227	44	-	7
	PM	6	281	-	-	-	-	-	44	36	228	-	38
COLEMAN/FMC DWY. (MIDDLE)	AM	88	67	-	-	-	-	-	158	129	25	-	19
	PM	16	158	-	-	-	-	-	62	20	129	-	89
COLEMAN/HEDDING	AM	3	27	4	23	-	-	-	136	-	-	-	15
	PM	15	137	23	4	-	-	-	21	-	-	-	2
COLEMAN/TAYLOR	AM	3	10	13	68	-	-	-	53	-	-	-	15
	PM	15	53	68	11	-	-	-	8	-	-	-	2
GUADALUPE/HEDDING	AM	-	-	-	-	23	-	-	-	-	-	-	4
	PM	-	-	-	-	4	-	-	-	-	-	-	23
GUADALUPE/TAYLOR	AM	-	-	-	-	23	-	-	-	45	9	4	-
	PM	-	-	-	-	4	-	-	-	7	45	23	-
STOCKTON/TAYLOR	AM	-	-	-	-	3	-	-	-	-	-	-	15
	PM	-	-	-	-	15	-	-	-	-	-	-	2
CITY OF SANTA CLARA													
COLEMAN/BROOKAW	AM	-	249	-	-	-	-	-	49	-	-	-	-
	PM	-	39	-	-	-	-	-	251	-	-	-	-
BENTON/LAFAYETTE	AM	-	2	-	-	-	-	8	-	-	-	-	-
	PM	-	6	-	-	-	-	1	-	-	-	-	-
LEWIS/LAFAYETTE	AM	-	-	-	-	2	-	-	-	-	-	-	-
	PM	-	-	-	-	8	-	-	-	-	-	-	-
DE LA CRUZ/REED	AM	-	181	-	-	-	-	-	36	-	-	-	-
	PM	-	29	-	-	-	-	-	182	-	-	-	-
DE LA CRUZ/MARTIN	AM	-	181	-	-	-	-	-	36	-	-	-	-
	PM	-	29	-	-	-	-	-	182	-	-	-	-
EL CAMINO/SCOTT	AM	-	-	11	2	3	3	15	-	-	-	-	15
	PM	-	-	2	12	15	15	2	-	-	-	-	2
EL CAMINO/LINCOLN	AM	-	-	-	-	8	2	6	-	-	-	-	42
	PM	-	-	-	-	42	8	1	-	-	-	-	7
EL CAMINO/MONROE	AM	-	-	4	1	10	1	4	-	-	-	-	49
	PM	-	-	1	4	49	4	1	-	-	-	-	8
EL CAMINO/LAFAYETTE	AM	-	-	4	1	11	-	-	-	-	-	-	57
	PM	-	-	1	4	57	-	-	-	-	-	-	9
CENTRAL/SCOTT	AM	-	-	4	1	3	1	4	-	-	-	-	15
	PM	-	-	1	4	15	4	1	-	-	-	-	2
CENTRAL/LAFAYETTE	AM	-	-	4	1	4	1	4	-	-	-	-	23
	PM	-	-	1	4	23	4	1	-	-	-	-	4
CENTRAL/DE LA CRUZ	AM	-	151	-	-	-	-	-	30	6	30	-	-
	PM	-	24	-	-	-	-	-	152	30	5	-	-

EXHIBIT "D-3"
City Assigned Traffic Capacity
for Parcel 2

23.095%

Project Location: North of 880 Coleman Int

Parcel B: 1,011,804 sq.ft (23.095%)

INTERSECTION	AM/PM	SR	ST	SL	WR	WT	WL	NR	NT	NL	SR	ST	SL
		M1	M2	M3	M4	M5	M6	M7	M8	M9	M10	M11	M12
87/COLEMAN	AM	-	-	-	-	48	-	-	-	-	-	9	-
	PM	-	-	-	-	8	-	-	-	-	-	48	-
880/COLEMAN (N)	AM	-	52	-	109	-	-	-	314	-	-	-	-
	PM	-	268	-	17	-	-	-	50	-	-	-	-
880/COLEMAN (S)	AM	-	31	21	157	-	-	-	157	-	-	-	-
	PM	-	158	110	25	-	-	-	25	-	-	-	-
COLEMAN/AVIATION	AM	102	123	-	-	-	-	-	24	136	27	-	20
	PM	16	19	-	-	-	-	-	124	21	137	-	103
AIRPORT/COLEMAN	AM	-	52	7	7	-	-	-	423	-	-	-	-
	PM	-	268	34	34	-	-	-	67	-	-	-	-
ALAMEDA/HEDDING	AM	-	-	-	-	3	-	-	-	-	-	14	-
	PM	-	-	-	-	14	-	-	-	-	-	2	-
ALAMEDA/NEGLIE	AM	-	-	-	-	3	-	-	-	-	-	14	-
	PM	-	-	-	-	14	-	-	-	-	-	2	-
COLEMAN/FMC DWY.	AM	34	49	-	-	-	-	-	253	205	40	-	7
	PM	6	254	-	-	-	-	-	40	32	205	-	34
COLEMAN/FMC DWY. (MIDDLE)	AM	89	61	-	-	-	-	-	143	116	23	-	17
	PM	14	143	-	-	-	-	-	56	18	117	-	89
COLEMAN/HEDDING	AM	3	24	4	21	-	-	-	123	-	-	-	14
	PM	14	124	21	3	-	-	-	19	-	-	-	2
COLEMAN/TAYLOR	AM	3	9	12	61	-	-	-	48	-	-	-	14
	PM	14	48	62	10	-	-	-	6	-	-	-	2
GUADALUPE/HEDDING	AM	-	-	-	-	21	-	-	-	-	-	4	-
	PM	-	-	-	-	3	-	-	-	-	-	21	-
GUADALUPE/TAYLOR	AM	-	-	-	-	21	-	-	41	8	4	-	-
	PM	-	-	-	-	3	-	-	6	41	21	-	-
STOCKTON/TAYLOR	AM	-	-	-	-	3	-	-	-	-	-	14	-
	PM	-	-	-	-	14	-	-	-	-	-	2	-
CITY OF SANTA CLARA													
COLEMAN/BROKAW	AM	-	225	-	-	-	-	-	44	-	-	-	-
	PM	-	36	-	-	-	-	-	227	-	-	-	-
BENTON/LAFAYETTE	AM	-	1	-	-	-	-	7	-	-	-	-	-
	PM	-	7	-	-	-	-	1	-	-	-	-	-
LEWIS/LAFAYETTE	AM	-	-	-	-	1	-	-	-	-	-	-	-
	PM	-	-	-	-	7	-	-	-	-	-	-	-
DE LA CRUZ/REED	AM	-	164	-	-	-	-	-	32	-	-	-	-
	PM	-	26	-	-	-	-	-	165	-	-	-	-
DE LA CRUZ/MARTIN	AM	-	164	-	-	-	-	-	32	-	-	-	-
	PM	-	26	-	-	-	-	-	165	-	-	-	-
EL CAMINO/SCOTT	AM	-	-	10	2	3	3	14	-	-	-	14	-
	PM	-	-	2	10	14	14	2	-	-	-	2	-
EL CAMINO/LINCOLN	AM	-	-	-	-	7	1	7	-	-	-	38	-
	PM	-	-	-	-	38	7	1	-	-	-	6	-
EL CAMINO/MONROE	AM	-	-	3	1	9	1	3	-	-	-	44	-
	PM	-	-	0	3	45	3	0	-	-	-	7	-
EL CAMINO/LAFAYETTE	AM	-	-	3	1	10	-	-	-	-	-	51	-
	PM	-	-	0	3	52	-	-	-	-	-	8	-
CENTRAL/SCOTT	AM	-	-	3	1	3	1	3	-	-	-	14	-
	PM	-	-	0	3	14	3	0	-	-	-	2	-
CENTRAL/LAFAYETTE	AM	-	-	3	1	4	1	3	-	-	-	21	-
	PM	-	-	0	3	21	3	0	-	-	-	3	-
CENTRAL/DE LA CRUZ	AM	-	136	-	-	-	-	-	27	5	27	-	-
	PM	-	21	-	-	-	-	-	137	27	4	-	-

EXHIBIT "D-4" City Assigned Traffic Capacity for Parcel 3

43.34%

Project Location: North of 880/Coleman Interchange

Parcel A: 1,891,660 sq.ft (43.34%)

INTERSECTION	AM/PM	SBR	SSY	SBL	WBR	WBT	WBL	NBR	NBT	NBL	EBR	EBT	EBL
		M1	M2	M3	M4	M5	M6	M7	M8	M9	M10	M11	M12
87/COLEMAN	AM	-	-	-	-	90	-	-	-	-	-	17	-
	PM	-	-	-	-	14	-	-	-	-	-	90	-
880/COLEMAN (N)	AM	-	98	-	205	-	-	-	589	-	-	-	-
	PM	-	503	-	53	-	-	-	93	-	-	-	-
880/COLEMAN (S)	AM	-	58	40	295	-	-	-	295	-	-	-	-
	PM	-	295	205	46	-	-	-	46	-	-	-	-
COLEMAN/AVIATION	AM	192	231	-	-	-	-	-	45	256	50	-	38
	PM	30	36	-	-	-	-	-	232	40	258	-	193
AIRPORT/COLEMAN	AM	-	98	13	13	-	-	-	794	-	-	-	-
	PM	-	503	65	65	-	-	-	126	-	-	-	-
ALAMEDA/HEDDING	AM	-	-	-	-	5	-	-	-	-	-	26	-
	PM	-	-	-	-	26	-	-	-	-	-	4	-
ALAMEDA/NEGLEE	AM	-	-	-	-	5	-	-	-	-	-	26	-
	PM	-	-	-	-	26	-	-	-	-	-	4	-
COLEMAN/FMC DWY.	AM	64	83	-	-	-	-	-	474	384	75	-	13
	PM	10	477	-	-	-	-	-	75	61	387	-	65
COLEMAN/FMC DWY. (MIDDLE)	AM	166	114	-	-	-	-	-	269	218	42	-	33
	PM	26	258	-	-	-	-	-	105	34	219	-	168
COLEMAN/HEDDING	AM	5	45	7	39	-	-	-	231	-	-	-	26
	PM	26	232	39	6	-	-	-	36	-	-	-	4
COLEMAN/TAYLOR	AM	5	17	23	115	-	-	-	90	-	-	-	26
	PM	26	90	116	18	-	-	-	14	-	-	-	4
GUADALUPE/HEDDING	AM	-	-	-	-	39	-	-	-	-	-	-	7
	PM	-	-	-	-	6	-	-	-	-	-	-	39
GUADALUPE/TAYLOR	AM	-	-	-	-	39	-	-	77	15	7	-	-
	PM	-	-	-	-	6	-	-	12	77	39	-	-
STOCKTON/TAYLOR	AM	-	-	-	-	5	-	-	-	-	-	-	26
	PM	-	-	-	-	26	-	-	-	-	-	-	4
CITY OF SANTA CLARA													
COLEMAN/BROOKAV	AM	-	423	-	-	-	-	-	83	-	-	-	-
	PM	-	67	-	-	-	-	-	425	-	-	-	-
BENTON/LAFAYETTE	AM	-	3	-	-	-	-	13	-	-	-	-	-
	PM	-	13	-	-	-	-	2	-	-	-	-	-
LEWIS/LAFAYETTE	AM	-	-	-	-	3	-	-	-	-	-	-	-
	PM	-	-	-	-	13	-	-	-	-	-	-	-
DE LA CRUZ/REED	AM	-	308	-	-	-	-	-	60	-	-	-	-
	PM	-	49	-	-	-	-	-	309	-	-	-	-
DE LA CRUZ/MARTIN	AM	-	308	-	-	-	-	-	60	-	-	-	-
	PM	-	49	-	-	-	-	-	309	-	-	-	-
EL CAMINO/SCOTT	AM	-	-	19	4	5	5	26	-	-	-	26	-
	PM	-	-	3	20	26	26	4	-	-	-	4	-
EL CAMINO/LINCOLN	AM	-	-	-	-	14	3	13	-	-	-	71	-
	PM	-	-	-	-	71	13	2	-	-	-	11	-
EL CAMINO/MORRIS	AM	-	-	7	1	16	1	7	-	-	-	83	-
	PM	-	-	1	7	84	7	1	-	-	-	13	-
EL CAMINO/LAFAYETTE	AM	-	-	7	1	19	-	-	-	-	-	96	-
	PM	-	-	1	7	97	-	-	-	-	-	15	-
CENTRAL/SCOTT	AM	-	-	7	1	5	1	7	-	-	-	26	-
	PM	-	-	1	7	26	7	1	-	-	-	4	-
CENTRAL/LAFAYETTE	AM	-	-	7	1	7	1	7	-	-	-	39	-
	PM	-	-	1	7	39	7	1	-	-	-	6	-
CENTRAL/DE LA CRUZ	AM	-	256	-	-	-	-	-	50	10	51	-	-
	PM	-	40	-	-	-	-	-	258	52	8	-	-