

## **RESOLUTION NO. 6540**

### **RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK APPROVING THE THIRD AMENDED AND RESTATED CONDITIONAL DEVELOPMENT PERMIT FOR THE PROPERTIES LOCATED AT 300-309 CONSTITUTION DRIVE AND 1 FACEBOOK WAY, FOR THE HOTEL PROJECT**

WHEREAS, on November 1, 2016 the City Council of the City of Menlo Park adopted a resolution certifying the Environmental Impact Report ("EIR") for the Facebook Campus Expansion Project and approved an Amended and Restated Conditional Development Permit for the property located at 300-309 Constitution Drive and 1 Facebook Way ("Approved Project"); and

WHEREAS, the Approved Project allowed the redevelopment of the property located at 301-309 Constitution Drive ("Property") through demolition of the on-site buildings, with the exception of Building 23 (300 Constitution Drive), and the subsequent development of the Property with two office buildings (Buildings 21 and 22) totaling no more than 962,400 square feet of office uses and an up to 200 room hotel of approximately 174,800 square feet. The Approved Project included 3,533 new parking spaces. Building 20 (1 Facebook Way), with its minimum 1,466 approved parking spaces, was also included in the Amended and Restated Conditional Development Permit. In addition, Building 23 was incorporated into the Amended and Restated Conditional Development Permit; and

WHEREAS, in February 2017 Facebook submitted an application for an amendment to the Amended and Restated Conditional Development Permit to modify the design of Building 22, the site layout and timing for demolition of Building 305 and construction of the publicly accessible open space, and the construction of the hotel. On November 7, 2017 the City Council, after reviewing the first addendum to the certified EIR for the Facebook Campus Expansion Project, approved the Second Amended and Restated Conditional Development Permit to allow the requested modifications; and

WHEREAS, on February 25, 2020 CitizenM Hotels (MPK Menlo Park Properties, LLC), submitted an application for an amendment to the Second Amended and Restated Conditional Development Permit ("Third Amended and Restated Conditional Development Permit") to modify the hotel component of the Approved Project to allow an additional 40 rooms for a total of 240 hotel rooms where 200 hotel rooms were approved and a reduction in the number of parking spaces to 118 parking spaces where 245 spaces were approved ("Proposed Project"); and

WHEREAS, the Proposed Project would continue to result in a highly interconnected campus, inclusive of Buildings 20 and 23, including a site-wide trip cap; and

WHEREAS, the second addendum to the certified Environmental Impact Report for the Facebook Campus Expansion, prepared in compliance with CEQA Guidelines Section 15164, found that there would be no new significant environmental impacts or any substantial increase in the severity of any previously identified significant impact as a result of the Proposed Project; and

WHEREAS, the Third Amended and Restated Conditional Development Permit would run with the land and the Property would continue to be subject to its limitations; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the Planning Commission of the City of Menlo Park on January 13, 2020 whereat all persons interested therein might appear and be heard; and

WHEREAS, the Planning Commission of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter, including the second amendment to the certified EIR, voted affirmatively to recommend to the City Council of the City of Menlo Park to approve the Third Amended and Restated Conditional Development Permit; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the City Council of the City of Menlo Park on February 11, 2020 whereat all persons interested therein might appear and be heard; and

WHEREAS, on February 11, 2020 the City Council of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted found that the Proposed Project would serve the health, safety, and general welfare of the city and voted affirmatively to approve the Third Amended and Restated Conditional Development Permit for the Facebook Campus Expansion Project.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Menlo Park hereby approves the Third Amended and Restated Conditional Development Permit for the Property attached hereto as Exhibit A and incorporated herein by this reference.

I, Judi A. Herren, City Clerk of Menlo Park, do hereby certify that the above and foregoing City Council Resolution was duly and regularly passed and adopted at a meeting by said City Council on the eleventh day of February, 2020, by the following votes:

AYES: Carlton, Mueller, Nash, Taylor

NOES: None

ABSENT: None

ABSTAIN: None

RECUSED: Combs

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this eleventh day of February, 2020.

  
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Judi A. Herren, City Clerk



**~~SECOND-THIRD~~ AMENDED AND RESTATED  
CONDITIONAL DEVELOPMENT PERMIT**

Facebook Campus Expansion Project  
(Buildings 20-23 and Hotel)

1. GENERAL INFORMATION:

1.1 Applicant: Hibiscus Properties, LLC (and its successors and assigns)

a. Hotel Operator: CitizenM Hotels (MPK Menlo Park Properties, LLC) is the Hotel Operator pursuant to a ground lease with the Applicant. Hotel Operator's rights and obligations under this Third Amended and Restated Conditional Development Permit shall terminate on the earlier of Hotel Operator vacating the Hotel or the expiration or earlier termination of the ground lease, in which case the rights and obligations of Hotel Operator under this Third Amended and Restated Conditional Development Permit shall belong to Applicant.

1.2 Nature of Project: For purposes of this ~~Second-Third~~ Amended and Restated Conditional Development Permit, the Facebook Campus Expansion Project (Project) includes Buildings 20-23, Building 305 (interim phase only), a Parking Garage, an Electrical Vehicle Charging Facility, and the Hotel as follows:

- a. Buildings 21-22 and Hotel. Zoning Ordinance Text Amendment, Rezoning, ~~Second-Third~~ Amended and Restated Conditional Development Permit, Development Agreement for 301-309 Constitution Drive as amended by the Amendment to the Development Agreement (collectively, the "Amended Development Agreement"), Below Market Rate (BMR) Housing Agreement, Lot Line Adjustment, Heritage Tree Removal Permits, and Environmental Impact Report (EIR), including the Addendum and the Second Addendum prepared to analyze certain project modifications, for the demolition of the on-site buildings, with the exception of Building 23 and Building 305 (interim phase only), and the subsequent redevelopment of the site with two office buildings totaling no more than 962,400 square feet of office uses and an up-to ~~200-240~~ 240 room hotel of approximately ~~174,800~~ 90,918 square feet, ~~3,533~~ 3,406 new parking spaces located at grade and within a multi-story parking garage, an electrical vehicle charging facility, publicly accessible open space, and a pedestrian and bicycle bridge.
- b. Building 305. The existing building addressed as 305 Constitution Drive would remain in the interim phase only until the earlier of (i) the expiration of the current lease between the property owner (Hibiscus Properties, LLC) and TE Connectivity (TE) (September 4, 2022) and vacation of Building 305 by TE, or (ii) the termination of

the current lease at an earlier date and vacation of Building 305 by TE. If the lease has expired and/or been terminated and TE refuses to vacate, the Applicant agrees to use commercially reasonable efforts to cause TE to vacate. Continued industrial operations, such as manufacturing and distribution activities associated with TE, are permitted in the interim phase only and upon termination of the current lease and vacation of Building 305 by TE no further industrial operations are permitted on site. Building 305 shall be demolished within one year of the termination of the existing lease and vacation of Building 305 by TE, but in no event later than September 4, 2023. If Applicant diligently pursues demolition of Building 305 but is delayed for reasons beyond its control (e.g., force majeure), Applicant's deadline for demolishing Building 305 shall be equitably extended, subject to the approval of the City Manager which shall not be unreasonably withheld.

- c. Building 20. Building 20 was approved pursuant to a Conditional Development Permit and Development Agreement for 312-313 Constitution Drive in 2013, and includes one building totaling no more than 433,656 square feet over approximately 1,499 parking spaces. This ~~Second~~ Third Amended and Restated Conditional Development Permit incorporates and carries forward, as applicable, conditions that were included in the original Conditional Development Permit for Building 20 and replaces that Conditional Development Permit in its entirety.
- d. Building 23. Building 23 was approved pursuant to a Use Permit in 2014, and comprises a single-story office building totaling approximately 180,108 square feet of gross floor area. The 518 parking spaces for Building 23 are included in the proposed 3,533 new parking spaces associated with Buildings 21-22 and the Hotel. This ~~Second~~ Third Amended and Restated Conditional Development Permit incorporates and carries forward, as applicable, conditions that were included in the Use Permit for Building 23 and replaces that Use Permit in its entirety.

For purposes of determining the Floor Area Ratio (FAR), building coverage and building setbacks for the Project, the two existing parcels (APNs 055-260-250 and 055-260-290) comprising the Project Site shall be considered to be one parcel, bounded by Bayfront Expressway to the north, Willow Road to the east, the Dumbarton Rail Corridor to the south, and Chilco Street to the south and west. The Access Parcel (Facebook Way) shall continue to be an unbuildable parcel and therefore, not included in the lot area for purposes of determining the development regulations.

### 1.3 Project Location (Project Site):

- a. Building 21, Building 22, Parking Garage, Electric Vehicle Charging Facility, and Hotel: 301-309 Constitution Drive



- b. Building 305: 305 Constitution Drive (interim phase only)
- c. Building 20: 1 Facebook Way, Building 20 (formerly 312 and 313 Constitution Drive)
- d. Building 23: 1 Facebook Way, Building 23 (formerly 300 Constitution Drive)

The address for Buildings 21-22 shall be determined by the Applicant, subject to the reasonable approval of the Building Official, who shall have final authority to determine the addressing at Buildings 21-22. The address for the Hotel will be determined by the Applicant and the City's Building Official prior to issuance of the Core and Shell phase of the building permit for the Hotel.

1.4 Project Phasing: Buildings 21, 22, and the Hotel shall be constructed in the following phases:

- a. Phase 1: Building 21, and the initiation of permitting process for the Bicycle and Pedestrian Bridge.
- b. Phase 2: The "Interim Phase" which includes the demolition of Buildings 301, 302, 303, 304, 306, and the chemical transfer facility (CTF), construction of Building 22 and the associated Parking Garage Structure, construction of the Bicycle and Pedestrian Bridge, and the partial construction of the Publicly Accessible Open Space.
- c. Phase 3: The "Final Phase" which includes the demolition of Building 305, construction of the Hotel, completion of the full extent of the Publicly Accessible Open Space, and the construction of the Electrical Vehicle Charging Facility and associated landscape improvements. The construction of the Hotel may begin after completion of the demolition of Building 305.

If desired, the Hotel may be constructed prior to Building 22, provided that the buildings proposed to be demolished in Phase 2 are removed. In addition, at no time may the buildings constructed on-site exceed the allowable Floor Area Ratio identified herein.

1.5 Assessor's Parcel Numbers (Post Lot Line Adjustment): 055-260-250 (Hotel); 055-260-290 (Buildings 20, 21, 22, 23, and in the interim phase Building 305), and 055-260-997 (Access Parcel, Facebook Way)

1.6 Property Owner(s): Hibiscus Properties, LLC; CMTGIF Properties, LLC (APN 055-260-250 only)

1.7 Area of Project Site: Two parcels, excluding the Access Parcel that is unbuildable, totaling approximately 80.44 acres (approximately 3,504,041 square feet). This includes Parcel 055-260-250 (Hotel) with approximately 2.6 acres and Parcel 055-260-290 (Building 20, 21, 22, 23, Parking Garage, Electric Vehicle Charging Facility, Building 305 (interim phase only) with approximately 77.71 acres. The Project Site parcels, post lot line adjustment, are as shown on Exhibit A attached hereto and being more particularly described in Exhibit B attached hereto.

- 1.8 Zoning: O (Office); previously M-2(X) (General Industrial, Conditional Development), subject to the Amended Development Agreement.
- 1.9 Conditions Precedent: Applicant's and Hotel Operator's obligations as set forth herein are expressly conditioned on the resolution of all legal challenges, if any, to the Second EIR Addendum and/or the modifications to the Hotel component of the Project as requested by the Hotel Operator and approved by the City Council on February 11, 2020 (Hotel Modifications). If no litigation or referendum is commenced challenging the Second EIR Addendum and/or the Hotel Modifications Project, Applicant's and Hotel Operator's rights and obligations will vest on the passing of all applicable statutes of limitation, consistent with the Amended Development Agreement. If litigation or a referendum is commenced and Applicant determines to terminate the Amendment to the Development Agreement regarding the Second EIR Addendum and/or the Hotel Modifications and the Applicant or Hotel Operator determines to terminate this Third Amended and Restated Conditional Development Permit during the pendency of any such proceeding, the Second Amended and Restated Conditional Development Permit for 301-309 Constitution Drive shall survive and control the permitted uses on those sites.

## 2. DEVELOPMENT STANDARDS:

- 2.1 Floor Area Ratio (FAR) shall not exceed 55 percent of the Project Site.
- 2.1.1 The maximum FAR for office uses at the site shall not exceed 45 percent.
- 2.1.2 The maximum FAR including the Hotel shall not exceed 55 percent.
- 2.2 Building coverage shall not exceed 55 percent of the Project Site.
- 2.3 Building setbacks shall be substantially in accordance with the approved plans, and in no case shall the minimum setback be less than 40 feet for Building 20 from each property line and not less than 100 feet for Building 21 from Bayfront Expressway and 60 feet from the south property line. Building 22, the Parking Garage, and Electrical Vehicle Charging Facility, and the Hotel shall be a minimum of 20 feet from each external property line and outside the PG&E easement along Bayfront Expressway. The actual setbacks shall be determined through the individual architectural review by the Planning Commission for each building or phase (Identified in Section 6.1.4). The internal property line between the two parcels (055-260-250 and 055-260-290) is not considered a property line for setback purposes or any other Zoning Ordinance standard.
- 2.4 The minimum setback for ancillary structures, such as bus canopies and shelters, security stations, and other structures, accessory in nature, shall be 20 feet from each exterior property line, with the exception of emergency generators which may be constructed at the southern edge of the Property as shown on the Project Plans. The locations of the structures shall be substantially in compliance with the locations identified in the approved Project Plans (defined below).



- 2.5 Building height, inclusive of temporary structures, shall not exceed 75 feet for Buildings 21, the Parking Garage (as measured to the top of the safety railing), and the Hotel. The roof deck of Building 22 shall not exceed 75 feet in height. However, the skylight element of Building 22 may be higher, but shall not exceed 87 feet in height. Skylight maintenance platforms may be located on top of the skylight and extend up to ten feet in height above the skylight level, for a total potential height of 97 feet. The number of skylight maintenance platforms shall be limited to two platforms. Building 20 shall not exceed 73 feet in height. All heights shall be measured from the average level of the highest and lowest point of the finished grade of that portion of the lot covered by the structure. Height excludes elevator equipment rooms, elevator hoistways, electrical equipment, solar panels, ventilating and air conditioning equipment, and associated screening.
- 2.6 The on-site circulation and parking spaces shall be maintained in a manner that is substantially consistent with the Project Plans, with a minimum of ~~3,533~~3,406 parking spaces for Buildings 21 (1,476 spaces), 22 (1,294 spaces), 23 (518 spaces), and the Hotel (~~245~~118 spaces). The Hotel Operator and the Applicant shall enter a shared parking agreement that allows the Hotel to use the Building 22 parking garage per the requirements in Section 15.3 to the satisfaction of the City's Public Works Director and Community Development Director. Parking shall be installed in a manner that is substantially in compliance with the project phasing plans and approved Project Plans. A minimum of 1,446 parking spaces are required for Building 20, with a maximum of 1,499 parking spaces, for a total minimum aggregate parking count at the Project Site of ~~4,979~~4,852 spaces at full build out of the Project. Parking for Building 22 and a portion of parking for Building 23 would be provided in a multi-story parking garage.
- 2.7 All roof-top equipment shall comply with the noise requirements in Chapter 16.08 (Roof Mounted Equipment) of the Zoning Ordinance, with the exception of smoke exhaust fans for the fire and smoke suppression system as outlined in Section 2.7.1.
- 2.7.1 Smoke exhaust fans for Building 22's smoke ventilation system may exceed the noise limitations outlined in Chapter 16.08 (Roof Mounted Equipment) during routine testing provided that routine testing is conducted between 8:00 a.m. and 6:00 p.m. Monday through Friday and complies with the noise requirements of Chapter 8.06 of the municipal code. All other roof mounted equipment shall comply with the Zoning Ordinance requirements (Chapter 16.08) for noise. In the event of an emergency, noise generated by the smoke ventilation system would be exempt from the Zoning Ordinance and municipal code requirements.
- 2.8 Roof-mounted equipment is required to be screened to the tallest horizontal member of the equipment. However, the screening for Building 22 is not required to be completely opaque. The perforations in the screen shall be no more than a-half inch. Roof screening may be composed of chain link or

similar material, provided it is painted in a color consistent with the design of the building. The proposed roof mounted equipment screening shall be comprised of two panels installed in an off-set configuration to provide a more opaque mechanical screen (effectively a quarter-of-an-inch gap) between perforations in the material. The design of the roof mounted equipment screening shall be subject to review and approval of the Planning Division.

- 2.9 All ground mounted equipment shall be fully screened and integrated into the site design. The ground mounted equipment shall comply with the noise requirements in Chapter 8.06 (Noise) of the Municipal Code.

3. USES:

- 3.1 The development is comprised of up to four office buildings (referred to as Buildings 20, 21, 22, and 23) totaling no more than 1,576,164 square feet of gross floor area (GFA), with potential usable roof gardens and amenities that are accessible to the occupants of the buildings, as well as a public open space that would be used for passive recreational uses and community events. Building 20, 21, and the Hotel would be generally constructed on top of surface parking lots and Building 22 would have an at grade first level. The development includes a multi-story parking garage to accommodate the required parking for Building 22 and a portion of the required parking for Building 23. Buildings 20 and 21 would be connected with usable floor area. Buildings 21 and 22 would be connected through an open bridge. Enclosed bridges would be included in the calculations of GFA and FAR for the Project. In addition to the office buildings, a Hotel of up to ~~200~~240 rooms with a restaurant and bar that is open to the public is also permitted. In the interim phase only, Building 305 would remain on-site, concurrent with Building 22, but would be demolished prior to construction of the Hotel. The Hotel may be constructed prior to Building 22 or any time after demolition of Building 305. Permitted uses on the Project Site shall include the following:

- 3.1.1 Administrative and professional offices, excluding medical/dental offices serving the general population;
- 3.1.2 Medical and dental uses to serve on-site employees and contractors are permissible;
- 3.1.3 General industrial uses including but not limited to warehousing, manufacturing, printing and assembling;
- 3.1.4 Amenities and related uses intended to serve employees, contractors, and visitors, such as neighborhood-serving convenience retail, banks, community facility space, fitness facilities and restaurants, including those that serve alcoholic beverages;
- 3.1.5 Outdoor seating and tables (including those intended to be used for the consumption of food and beverages), temporary structures, and events associated with those uses listed above on the Project Site including on



the roof, subject to approved building permits and Fire District permits, as applicable;

- 3.1.6 Activities involving the use of hazardous materials, such as emergency power generators, incidental to those uses listed above and subject to an approved Hazardous Materials Business Plan, Building Permit, San Mateo County Health Permit, and Menlo Park Fire Protection District permit;
  - 3.1.7 Cellular telecommunications facilities if fully screened or integrated into the design of the building;
  - 3.1.8 Hotels that do not include conference or banquet facilities, but include a restaurant and hotel bar that are open to the public;
  - 3.1.9 Recreational uses consistent with a public park;
  - 3.1.10 Community events, including but not limited to farmers markets, movie nights, concerts, community block parties, and food trucks, provided the activities comply with Chapter 8.06 (Noise) of the municipal code, unless a special events permit is approved by the City, as outlined in Chapter 8.06.060 (Temporary permits, special event permits and use permits) of the municipal code; and
  - 3.1.11 Electrical Vehicle Charging Facility for electric buses, trams, and shuttles, including the outside and overnight storage of electric vehicles.
- 3.2 Administratively permitted uses listed in the O (Office) zoning district may be permitted through an administrative permit, unless otherwise allowed in Section 3.1.
  - 3.3 Conditionally permitted uses listed in the O (Office) zoning district may be permitted through a use permit, unless otherwise allowed in Section 3.1.

#### 4. SIGNS:

- 4.1 The maximum permissible sign area for the Project Site is 600 square feet, which may be distributed throughout the Project Site. Each building may utilize a different percentage of the maximum allowed square footages. Vehicular directional signage and signage not visible from the public right-of-way or adjacent properties shall not count against the maximum sign area and is only subject to building permit review, as applicable. The square footage, location and materials for all signage that counts towards the maximum permissible sign area shall be subject to review and approval by the Planning Division through the Sign Permit process, with an application and applicable filing fees. The proposed signs shall be reviewed by the Planning Division for conformance with the City's Sign Design Guidelines and Chapter 16.92 (Signs- Outdoor Advertising) of the Zoning Ordinance.
- 4.2 The maximum allowed sign area identified in Section 4.1 may be exceeded through a use permit.

- 4.3 The façade mounted exterior artwork for the Hotel is not considered signage and does not count toward the maximum sign area permitted on the Project Site, provided the artwork shall not contain any Hotel branding.

5. RECORDATION:

- 5.1 The Facebook Campus Expansion Project ~~Second~~ Third Amended and Restated Conditional Development Permit ~~and the Amendment to the Development Agreement~~ shall be ~~concurrently~~ recorded in the Official Records of the County of San Mateo, State of California.
- 5.2 ~~The Second Amended and Restated Conditional Development Permit shall be in full force and effect on the Effective Date of the Amended Development Agreement, subject to the provisions of Section 1.9. The Second~~ Third Amended and Restated Conditional Development Permit supersedes the ~~Second~~ Amended and Restated Conditional Development Permit.

6. MODIFICATIONS:

- 6.1 Modifications to the approved Project may be considered according to the following five tier review process. The five tiers are in order of progressively more substantial review for changes to the Project as opposed to initial project approval:
- 6.1.1 Substantially Consistent Modifications are made at the staff level. Substantially Consistent Modifications are changes to or modifications of the Project that are in substantial compliance with and/or substantially consistent with the Project Plans and the Project Approvals (as defined in the Facebook Campus Expansion Development Agreement and the West Campus Development Agreement). Substantially Consistent Modifications are generally not visible to the public and do not affect permitted uses, density or intensity of use, restrictions and requirements relating to subsequent discretionary actions, monetary obligations, material modifications to the conditions of approval identified in Sections 7, 9, 10, 11, 12, 13, 14, and 15, conditions or covenants limiting or restricting the use of the Property or similar material elements based on the determination that the proposed modification(s) is consistent with other building and design elements of the ~~Second~~ Third Amended and Restated Conditional Development Permit, and will not have an adverse impact on the character and aesthetics of the Property. The determination as to whether a requested change is a Substantially Consistent modification will be made by the Community Development Director (in his/her reasonable discretion).
- 6.1.2 Minor Modifications are made at the staff level, but the Planning Commission is provided information regarding these modifications. The determination as to whether a requested change is a Minor Modification is determined by the Community Development Director (in his/her reasonable discretion). A Minor Modification is similar in nature to a Substantially Consistent Modification, except that Minor Modifications



generally are visible to the public and result in minor exterior changes to the Project aesthetics. Any member of the Planning Commission may request within seven days of receipt of the informational notice that the item(s) be reviewed by the Planning Commission.

- 6.1.3 Major Modifications are reviewed by the Planning Commission as a Regular Business item, and publicly noticed. Major Modifications are changes or modifications to the Project that are not in substantial compliance with and/or substantially consistent with the Project Plans and Project Approvals. Major modifications include, but are not limited to, significant changes to the exterior appearance of the buildings or appearance of the Property, and changes to the Project Plans, which are determined by the Community Development Director (in his/her reasonable discretion) to not be in substantial compliance with and/or substantially consistent with the Project Plans and Project Approvals. The Planning Commission's decision shall be based on the determination that the proposed modification is compatible with other building and design elements or onsite/offsite improvements of the ~~Second~~Third Amended and Restated Conditional Development Permit and would not have an adverse impact on safety and/or the character and aesthetics of the site. Planning Commission decisions on Major Modifications may be appealed to the City Council. City Council shall have final authority to approve Major Modifications. Major Modifications that also require Conditional Development Permit Amendments (see Section 6.1.5 below) shall be considered in accordance with Section 6.1.5.
- 6.1.4 Design Review of Project Plans for the Hotel, and the Electric Vehicle Charging Station is required for the hotel building and the charging facility. The Planning Commission shall review the design plans through a formal architectural control application. The Applicant is required to submit an architectural control application and pay all applicable fees for the Planning Division's review of the proposed project plans, subject to review and approval by the Planning Commission. The Planning Commission's action will be based on conformance with this ~~CDP~~Third Amended and Restated Conditional Development Permit and the required findings for architectural control, as enumerated in Chapter 16.68.020 (Architectural Control) of the Zoning Ordinance.
- 6.1.5 Conditional Development Permit Amendments are reviewed by the Planning Commission and the City Council. Conditional Development Permit Amendments are required where the Applicant seeks revisions to the Project which involve (a) the relaxation of the development standards identified in Section 2, (b) material changes to the uses identified in Section 3, or (c) material modifications to the conditions of approval identified in Sections 7, 9, 10, 11, 12, 13, 14, and 15. Such revisions may also require modifications to the Amended Development Agreement or the Development Agreement for 312-313 Constitution Drive in the case of changes affecting Building 20. If the Applicant wishes to make a change

that requires an amendment to this ~~Second~~Third Amended and Restated Conditional Development Permit, it shall apply, in writing with all applicable plans and fees, to the Planning Division for review and recommendation to the Planning Commission. The Planning Commission shall then forward its recommendation to the City Council for amendment(s) to this ~~Second~~Third Amended and Restated Conditional Development Permit.

For purposes of clarification, Substantially Consistent Modifications, Minor Modifications, Design Review for the Hotel, and Major Modifications will not constitute Conditional Development Permit Amendments or require modifications to the Amended Development Agreement or the Development Agreement for 312-313 Constitution Drive.

7. TRIP CAP:

- 7.1 Consistent with the Project proposal and to minimize environmental and community impacts resulting from utilization of the Project Site, Applicant shall enforce a trip cap.

7.1.1 Trip Cap: The trip cap sets the maximum number of morning and evening peak period vehicle trips and daily vehicle trips (Trip Cap). The parameters and requirements of the Trip Cap are specified in the Facebook Campus Expansion Project Trip Cap Monitoring and Enforcement Policy, which is included as Exhibit C and incorporated herein. The Trip Cap applies to Buildings 20, 21, 22, 23, existing buildings prior to demolition, and the Hotel. A separate Trip Cap is enforced on the East Campus through the site specific Amended and Restated Conditional Development Permit for 1601 Willow Road.

7.1.2 Implementation: The Trip Cap counting equipment shall be installed and in good working order prior to occupancy of Building 21, unless otherwise approved, to the satisfaction of the Public Works Director.

8. CONSTRUCTION PERMITS SEQUENCING:

- 8.1 The Community Development Director or his/her designee shall have authority to determine the sequencing of building permits and sub-phases for each building/phase of construction. In general, the construction for each building will consist of the following phases: Demolition, Grading and Utilities, Foundation Only, Core and Shell, Tenant Improvements, and Landscaping. Certain conditions contained within this ~~Second~~Third Amended and Restated Conditional Development Permit may be triggered by a specific phase of construction for each individual building, which will be noted using the terminology above.

- 8.2 Access Improvements (Public Right-of-Way Encroachment Permit): The new site access from Bayfront Expressway shall be constructed prior to temporary occupancy for Building 21. The Applicant shall follow the procedures below for submittal, review, and construction of the site access



- 8.2.1 Submit improvement plans to the City for approval for those portions of the Project that require offsite improvements in the Caltrans right-of-way (Public ROW Improvements and Site Access). This includes all work in the Caltrans right-of-way, including, but not limited to, utility improvements, curb cuts, driveway, traffic signal, and other frontage improvements, as applicable;
- 8.2.2 Receive City approvals for such improvement plans;
- 8.2.3 Submit the improvement plans to Caltrans and request encroachment permit approvals;
- 8.2.4 Submit documentation of approval from Caltrans to the City prior to issuance of Core and Shell phase building permit for Building 21;
- 8.2.5 Complete the Public ROW Improvements, inclusive of installation of new traffic signal on Bayfront Expressway prior to temporary occupancy of Building 21; and
- 8.2.6 If Applicant diligently pursues approval from Caltrans but is delayed in obtaining approval due to no fault or lack of diligence on the part of the Applicant, Applicant's obligation to submit documentation of approval prior to issuance of Core and Shell phase building permit for Building 21 shall be extended automatically, subject to the approval of the City Manager which shall not be unreasonably withheld. No such extension shall relieve the Applicant's obligation to complete the Public ROW Improvements prior to temporary occupancy of Building 21.

9. PROJECT SPECIFIC CONDITIONS - GENERAL:

- 9.1 Project Plans: Development of the Project shall be substantially in conformance with the plans submitted by Gehry Partners, LLC dated received October 10, 2017, recommended for approval to the City Council by the Planning Commission on October 16, 2017 (Project Plans), and approved by the City Council on November 7, 2017, except as modified by the conditions contained herein and in accordance with Section 6 (Modifications) of this document. The Hotel and Electric Vehicle Charging Station shall be substantially in conformance with the Planning Commission's design review of the detailed plans for each building as set forth in Section 6. Buildings 20, 21, and 23 shall be in substantial conformance with the plans approved for those buildings in prior approvals.
- 9.2 Below Market Rate Housing Agreement: The Applicant has recorded a Below Market Rate (BMR) Housing Agreement relative to Buildings 21, 22, and the Hotel in the Official Records of the County of San Mateo, State of California. Previous BMR Housing Agreements related to Buildings 20 and 23 remain unchanged. The BMR Housing Agreement requires that the Applicant satisfy its obligations under the BMR Ordinance and Guidelines by one of the following methods:
  - a. Paying the in lieu fee;
  - b. Delivering off-site residential units; or

c. Paying a portion of the in lieu fee and delivering off-site residential units.

Based upon the current fee (FY 2016-217) per square foot, the estimated BMR fee for the project would be \$6,534,438.95. The required number of residential units for the project would be 20 units. If the Applicant proceeds with a combined in lieu fee payment and provision of off-site units, each unit shall equate to a credit of \$326,721.95 toward the in-lieu fee. The timing of the provision of units or payment of the fee is based on the construction phase for each building and is further documented in the BMR Agreement for the Project.

9.2.1 Bonding for Building 305 Demolition: To ensure that Building 305 will be demolished and therefore, continue to allow the Applicant to receive credit for the existing square footage of Building 305 in the calculation for the BMR fees and equivalent number of units in the Building 22 construction phase, the Applicant shall post a bond for the completion of the demolition of Building 305.

1. A cost estimate for the demolition of Building 305 shall be provided to the City on the Effective Date of the Second Amended and Restated Development Permit as defined in section 5.2 for review and approval of the Assistant Community Development Director.
2. A bond for 200% of the approved cost estimate shall be posted prior to issuance of the foundation only permit phase for Building 22.

9.3 Construction Fencing: The Applicant shall submit a plan for construction safety fences around the periphery of the construction area concurrent with the building permit for each phase of construction. The fences shall be installed according to the plan prior to commencing construction for each individual phase of each building. The plan shall be reviewed and approved by the Building and Planning Divisions prior to issuance of a demolition permit for each building.

9.4 Truck Route Plan: The Applicant shall submit a truck route plan concurrent with the building permit application for each stage of construction based on the City's municipal code requirements, for review and approval by the Transportation Division. The Applicant shall also submit a permit application and pay applicable fees relating to the truck route plan, to the satisfaction of the Public Works Director.

9.5 Salvaging and Recycling of Construction and Demolition Debris: For each building, the Applicant shall comply with the requirements of Chapter 12.48 (Salvaging and Recycling of Construction and Demolition Debris) of the City of Menlo Park Municipal Code, which compliance shall be subject to review and approval by the Public Works Department.

9.6 Utility Improvements: Concurrent with submittal of the application for the Grading and Utilities phase for each building phase, the Applicant shall submit a plan for any new utility installations or upgrades for review and approval of the Planning, Engineering, and Building Divisions prior to building permit issuance. Landscaping shall properly screen all utility equipment that is installed outside of a building and cannot be placed underground; subject, however, to the



requirements of the City, the Menlo Park Fire Protection District, the West Bay Sanitary District, PG&E, and any other applicable agencies regarding utility clearances and screening. The plan for new utility installations/upgrades shall show exact locations of all meters, back flow prevention devices, transformers, junction boxes, relay boxes and other equipment boxes. The screening shall be compatible and unobtrusive and subject to the review and approval of the Planning Division which approval will be required prior to the City's approval of the final building permit inspection for the Core and Shell phase for each building (or equivalent permit inspection for the electric vehicle charging facility).

- 9.7 Grading and Drainage Plan, Inclusive of Erosion and Sedimentation Control Plan: Concurrent with submittal of the Grading and Utility plans for each phase, the Applicant shall submit a Grading and Drainage Plan, including an Erosion and Sedimentation Control Plan, for review and approval by the Engineering Division prior to building permit issuance. The Grading and Drainage Plan shall be prepared based on the City's Grading and Drainage Plan Guidelines and Checklist, the City approved Hydrology Report and Stormwater Management Plan for the Project, and the Project Applicant Checklist for the National Pollution Discharge Elimination System (NPDES) Permit Requirements.
- 9.8 Landscape Plan: The Applicant shall submit a detailed on-site landscape plan for each building phase and for the Bicycle and Pedestrian bridge, including the size, species, and location, and an irrigation plan for review and approval by the Planning, Engineering, and Transportation Divisions, prior to building permit issuance for the Tenant Improvement phase for each building and for the building permit for the Bicycle and Pedestrian bridge. The landscape plans shall illustrate the retention of the maximum number of trees feasible, to the satisfaction of the Planning Division and City Arborist. The landscape plans shall include all onsite landscaping (including heritage tree replacements), adequate sight distance visibility, screening for outside utilities with labels for the utility boxes sizes and heights, and documentation confirming compliance with the Water Efficient Landscaping Ordinance (Municipal Code Chapter 12.44). The landscape plans shall include an appropriate mix of native and adapted species to complement the nearby Don Edwards San Francisco Bay National Wildlife Refuge and shall be reviewed and approved by the Community Development Director and Public Works Director prior to building permit issuance for the Tenant Improvement phase for each building and for the building permit for the Bicycle and Pedestrian bridge. The landscape plan for Building 22 shall include the design and planting for the both the interim and the final designs of the Publicly Accessible Open Space, which is subject to review and approval of the Community Development Director. Heritage tree replacements (outlined in 9.10) shall be identified on the landscape plan for each individual building phase.
- 9.9 Heritage Tree Protection and Removal: The Applicant shall submit a heritage tree preservation suitability analysis and, if applicable, preservation guidelines concurrent with, or prior to, the submittal of the Grading and Utility phase for each building phase. This plan should assess the possibility of retaining heritage trees in good health within each phase of the Project based on the review of the Project Arborist. If any heritage trees are preserved during construction, the Project Arborist shall submit a letter confirming adequate installation of tree protection measures, per the recommendations in the suitability analysis and preservation guidelines. The Applicant shall retain an arborist throughout the term of the Project, and the project arborist shall submit



periodic inspection reports to the Building Division documenting compliance with the preservation guidelines, as applicable. The heritage tree suitability and preservation plan shall be subject to review and approval by the Planning Division and City Arborist prior to Grading and Utilities permit issuance for each building phase. The Applicant shall, in good faith, attempt to design the project to retain heritage trees in good condition. The heritage trees approved for removal shall be removed as necessary during each building phase, subject to review and approval of the Planning Division and City Arborist.

- 9.10 Heritage Tree Replacements: The applicant is permitted to remove up to 274 heritage trees on-site, 149 of which are in good condition, as determined by the Project Arborist in the *Tree Survey Report* prepared by SBCA Tree Consulting dated March 28, 2016 and shown on Sheet L0.100 in the project plans. Heritage trees in good condition are required to be replaced at a 2:1 ratio and heritage trees in fair-to-poor condition or dead are permitted to be replaced at a 1:1 ratio. A minimum of 423 heritage tree replacements are required for the project. Heritage tree replacements shall be a minimum of 24-inch box size and are required to be planted at grade. The number of heritage tree replacements proposed for each building or phase shall correspond to the number of heritage trees removed in each phase. The number of heritage tree replacements and the species and size shall be identified in the landscape plans for each building, subject to review and approval of the Planning Division and City Arborist.
- 9.11 Landscape Maintenance: Site landscaping, inclusive of landscaping on the living roofs, shall be maintained to the satisfaction of the Community Development Director so long as the building constructed as part of the Project is located on the Project Site. Significant revisions to site landscaping (inclusive of roof landscaping) shall require review by the Building Official, Public Works Director, City Arborist, and Community Development Director to confirm the proposed changes comply with accessibility and exiting requirements, stormwater requirements and are substantially consistent with the Conditional Development Permit approval consistent with the procedure outline in Section 6, Modifications.
- 9.12 Water Supply Assessment (WSA) Compliance: After one year from occupancy of Building 21 and annually thereafter, the Applicant shall submit documentation to the City to confirm that water usage does not exceed the estimated water consumption for the Project documented in the WSA dated February 3, 2016. The estimated total water consumption is 88 million gallons per year, a net increase of 30 million gallons. The Public Works Director shall review the documentation along with City records for water usage at the site to confirm that water usage does not exceed the estimated water usage in the WSA. Compliance with the maximum limits shall be phased on a per building basis to account for the phasing of the development of the Project. If compliance is not achieved, the Applicant shall submit a plan outlining corrective measures to the City, subject to review and satisfaction of the Public Works Director. If the corrective measures fail to bring the Project into compliance within 90 days, the Applicant shall pay a fine in accordance with law as determined by the Public Works Director on a daily basis until the water usage is brought into compliance, or City's Public Works Director may prohibit the use of water for irrigation or enforce compliance as an infraction pursuant to Chapter 1.12 of the City's Municipal Code until compliance with the water budget is achieved. Building 20 and Building 23 shall have separate water meters (or sub-meters) and plumbing



systems and are not subject to the WSA water usage limits for Buildings 21-22 and the Hotel. Building 305 is part of the Project (interim phase only) and is subject to the water usage limits set forth by the WSA. Actual water usage associated with Building 22 shall include Building 305 toward the phased in water usage limits set forth in the WSA.

- 9.13 Stationary Noise Source Compliance Data: Concurrent with the Core and Shell building permit phase submittal for each individual building (or the equivalent permit submittal for the electric vehicle charging facility), the applicant shall provide a plan that details that all on-site stationary noise sources comply with the standards listed in Section 8.06.030 of the City's Noise Ordinance. This plan shall be subject to review and approval by the Planning and Building Divisions prior to each building permit issuance.
- 9.14 Compliance with City Requirements: The Applicant shall comply with all requirements of the Building Division, Engineering Division, and Transportation Division that are directly applicable to the Project to the satisfaction of the Community Development Director.
- 9.15 Building Construction Street Impact Fee: Prior to issuance of each building permit, the Applicant shall pay the applicable Building Construction Street Impact Fee in effect at the time of payment, to the satisfaction of the Public Works Director. The amount of such fees may be reduced in the reasonable discretion of the Public Works Director depending on the extent to which construction vehicle traffic is occurring on City streets, and shall be subject to a credit for work performed in connection with Phases 5 and 6 of the Chilco Streetscape Improvements pursuant to the Amended Development Agreement.
- 9.16 School Impact Fee: Prior to issuance of each building permit, the Applicant shall pay the applicable School Impact Fee for the Project in effect at the time of payment, to the satisfaction of the Building Official.
- 9.17 West Bay Sanitary District Requirements: The Applicant shall comply with all regulations of the West Bay Sanitary District that are directly applicable to the Project to the satisfaction of the Building Official.
- 9.18 Menlo Park Fire Protection District Requirements: The Applicant shall comply with all Menlo Park Fire Protection District regulations governing site improvements, Fire Code compliance, and access verification that are directly applicable to the Project to the satisfaction of the Building Official.
- 9.19 Power and Communications Requirements: The Applicant shall comply with all regulations of PG&E and other applicable communication providers (i.e., AT&T and Comcast) that are directly applicable to the Project to the satisfaction of the Building Official.
- 9.20 Stormwater Operations and Maintenance Agreement: Prior to tentative occupancy for each building, the Applicant shall enter into, or amend the existing Operations and Maintenance Agreement with the City, as applicable. The Operations and Maintenance Agreement shall establish a self-perpetuating drainage system maintenance program (to be managed by the Applicant) that includes annual inspections of any infiltration features and stormwater detention devices (if any), and drainage inlets, flow through planters, and other Best

Management Practices (BMP). Any accumulation of sediment or other debris shall be promptly removed. Funding for long-term maintenance of all BMPs must be specified in the Operations and Maintenance Agreement. There may be separate Operations and Maintenance Agreements for each individual parcel within the Campus Expansion Project site, or one combined agreement as may be determined by the City and Applicant. The Operation and Maintenance Agreements shall be subject to review and approval of the City Attorney and the Public Works Director and shall be recorded prior to final inspection of the Tenant Improvement phase. An annual report documenting the inspection and any remedial action conducted shall be submitted to the Public Works Department for review. This condition shall be in effect for the life of the Project.

- 9.21 [Intentionally Deleted.]
- 9.22 Caltrans Approval: Prior to issuance of the building permit for the Building 21 Core and Shell phase the Applicant shall provide verification of Caltrans approval of the signalized intersection location as set forth in Section 8.2.
- 9.23 Improvements in the Caltrans Right-of-Way: Prior to temporary occupancy of Building 21, the Applicant shall complete all Public ROW intersection improvements (inclusive of installation of the new traffic signal on Bayfront Expressway) and provide verification that Caltrans and the City has accepted the improvements, to the satisfaction of the Public Works Director.
- 9.24 Access and Improvements: Access points and all improvements on Bayfront Expressway are subject to the review and approval of Caltrans. Prior to submitting improvement plans to Caltrans, the Applicant shall submit plans to the Public Works Director for his/her review and approval prior to submittal to Caltrans.
- 9.25 Accessibility: All pedestrian pathways shall comply with applicable Federal and State accessibility requirements, to the satisfaction of the Public Works Director and Building Official.
- 9.26 On-site Pedestrian Deterrents: The on-site pedestrian deterrent materials and color shall be consistent with the materials and colors used for Building 20. If the pedestrian deterrent materials and color deviate from the approved materials and colors for Building 20, the revised proposal shall meet the satisfaction of the Public Works Director, Building Official and Menlo Park Fire Protection District.
- 9.27 Generator Screening: Consistent with Project Plans, the Applicant shall screen all generators prior to building permit final inspection for Tenant Improvements for each building, to the satisfaction of the Community Development Director.
- 9.28 Refuse and Recyclables: All garbage bins and carts shall be located within a trash enclosure that meets the requirements of the solid waste disposal provider (Recology), and the City Public Works Department and Planning Division for the lifetime of the Project. If additional trash enclosures are required to address the on-site trash bin and cart storage requirements of the Applicant, a complete building permit submittal shall be submitted inclusive of detailed plans, already



approved by Recology, for review and approval of the Planning Division and the Public Works Department prior to each building permit issuance.

- 9.29 Special Event Tents: The Applicant shall obtain required building and Fire District permits for erection of special event tents requiring such permits, to the satisfaction of the Building Official.
- 9.30 Special Events Tents, Roof: Use of a special event tent on the roof level is limited to single day events a maximum of eight times per calendar year for the Project Site, with the events occurring between the hours of 9 a.m. and 11 p.m. This condition applies only to Buildings 20-22. The set-up and break down of the tent shall not occur more than three days in advance of an event and shall be completed within three days of completion of said event. The tent shall be a maximum size of approximately 80 feet by 180 feet with a maximum vertical peak of 28 feet above the main roof level, for a maximum height of 73 feet above average natural grade for Building 20 and a maximum of 28 feet above the roof level for Buildings 21 and 22, to the satisfaction of the Building Official. Menlo Park Fire Protection District approval shall be required each time the tent is erected.
- 9.31 Alcoholic and Beverage Control: The Applicant shall ensure that all on-site suppliers of alcoholic beverages for the cafes/restaurants and special events contractors apply for and receive approval of the appropriate Alcoholic and Beverage Control (ABC) license prior to any on-site alcohol sales and/or service, to the satisfaction of the Community Development Director.
- 9.32 Leadership in Energy and Environmental Design (LEED): The Applicant will design the office buildings and hotel to perform to LEED 2009 Building Design and Construction (BD+C) Gold equivalency. The Applicant may satisfy this obligation by delivering a report from its LEED consultant. That report shall be submitted prior to or concurrent with issuance of TCO's for each respective building and is subject to approval by the Community Development Director (not to be unreasonably withheld or conditioned).
- 9.33 Lighting: Concurrent with building permit submittal for each individual building as appropriate, the Applicant shall submit a lighting plan, including photometric contours, manufacturer's specifications on the fixtures, and mounting heights to ensure safe access and to illustrate the light and glare do not spillover to neighboring properties, to the satisfaction of the Community Development Director and Public Works Director.
- 9.34 Transportation Demand Management Program: The Applicant shall implement a commercially reasonable Transportation Demand Management (TDM) Program to the satisfaction of the Public Works Director and Transportation Manager in order to satisfy the Trip Cap as outlined in Section 7.
- 9.35 Parking Intrusion: The Applicant shall actively work to prevent the parking of employee and visitor vehicles (whose occupant(s)' final destination is the Project Site) or private shuttles in adjacent neighborhoods, including, but not limited to, the Belle Haven neighborhood, on other public streets in the City, and on public streets in the City of East Palo Alto to the satisfaction of the Public Works Director. The City reserves the right to require monitoring of neighborhood

parking intrusions consistent with the specifications of the West Campus Trip Cap Monitoring and Enforcement Policy, attached hereto as Exhibit C and incorporated herein.

- 9.36 Primary Entrance Designation: The Applicant shall designate the two stoplight controlled entrances on Bayfront Expressway, the right-in only entrance on Bayfront Expressway, and the entry at the intersection of Constitution Drive and Chilco Street as the primary entrance points to the Project Site. Trucks serving Buildings 21 and 22 shall access the site via Constitution Drive, except for trucks serving multiple buildings within the Property which access the site via Willow Road. The use of the Willow Road entrance shall continue to be primarily used by Facebook shuttles, delivery and service vehicles, and emergency responders, with minimal access for single occupancy vehicles, to the satisfaction of the Public Works Director and Transportation Manager.
- 9.37 Transportation Impact Fee: Prior to building permit issuance for the Foundation Only Permit (Section 8.1), the applicant shall pay the Transportation Impact Fee per the direction of the Transportation Division in compliance with Chapter 13.26 of the Municipal Code. The current estimated total transportation impact fee is \$1,628,094.91, although the final fee shall be the fee in effect at the time of payment and shall be prorated per building. The Transportation Impact Fee escalates annually on July 1.
- 9.38 Relocation of the existing 30 inch on-site storm drain (Building 23): The Applicant shall relocate the existing on-site 30-inch storm drain line to Chilco Street, subject to the review and approval of the Building, Planning, and Engineering Divisions and prior to issuance of the Foundation Only Building Permit for Building 22 and the associated Parking Garage. Upon completion of the relocation, the Applicant may request abandonment of the City's easement recorded as part of the conditions of approval for Building 23 (300 Constitution Drive and identified in the recorded "Agreement Regarding Storm Drain Line.") If the applicant elects to utilize the remaining existing on-site storm drain line as a private storm drain line, then concurrent with the building permit submittal for Building 22, the applicant shall submit a plan for the relocation of the on-site storm drain line outside of the footprint of the deck structure associated with Building 23 as described above. The storm drain line shall be relocated, and the portion of the line to be abandoned shall be capped and filled, prior to temporary occupancy of Building 22.
- 9.39 Construction Equipment Emissions: Concurrent with the submittal of each individual building permit and/or sub-phase, the Applicant shall submit documentation of compliance with Tier 4 emissions standards for all off-road diesel engines used during construction, subject to review and approval of the Building and Planning Divisions. If Tier 4 emissions compliant pile rigs are not available, the Applicant may utilize modified Tier 2 and Tier 3 pile rigs, provided that documentation of consistency with Tier 4 emissions standards for the modified Tier 2 and Tier 3 pile rigs is submitted to the City. The Community Development Director shall review and determine that the modified pile rigs are consistent with Tier 4 emissions standards. City may periodically monitor compliance with this condition.
- 9.40 Construction Parking: Construction parking shall be accommodated per the Construction and Parking Phasing plans in the approved Project Plans.



- 9.41 Construction Hours: Typical construction hours shall be 7:00 a.m. to 10:00 p.m. Monday through Friday and from 8:00 a.m. to 5:00 p.m. on Saturdays. Construction activities taking place outside of the noise ordinance exemption work hours of 8:00 a.m. to 6:00 p.m. Monday through Friday are required to comply with the noise limitations set forth in Chapter 8.06 (Noise) of the municipal code. The Applicant shall not conduct any noise generating exterior building work or site work on Sundays or national holidays. Prior to the issuance of a building permit for each individual phase, the Applicant shall submit a construction work plan and acoustical analysis to the City documenting the expected work hours and compliance with the Noise Ordinance (Chapter 8.06) subject to review and approval of the Building and Planning Divisions.
- 9.42 Lot Line Adjustment: The Applicant has recorded the lot line adjustment with the County of San Mateo to relocate the property line along the eastern boundary of the TE Campus Parcel to the northwestern corner of the Project Site, creating a specific parcel for the Hotel.
- 9.43 Hazardous Materials: Hazardous materials, incidental to office and hotel uses, are permitted to be stored and used at the site. The applicant is required to submit all required documents for typical use permit applications involving hazardous materials (other than those that are incidental to office and hotel uses), including but not limited to the hazardous materials information form, generator supplemental information form, and chemical inventories to the Planning Division for review and routing to the outside reviewing agencies. The use and storage of hazardous materials (other than those that are incidental to office and hotel uses) shall not be permitted until the Planning Division receives approval from the Menlo Park Building Division, Menlo Park Fire Protection District, West Bay Sanitary District, and the San Mateo County Environmental Health Division. If approved by all outside agencies, the Community Development Director or his/her designee shall issue a letter authorizing the use and storage of hazardous materials. Hazardous materials associated with the current operations of TE within Building 305 are permitted as an existing use on-site. If operations substantially change prior to TE vacating the site, Applicant shall request that TE notify the Menlo Park Planning Division and provide documentation of approval of the modified hazardous materials inventory statement (HMIS) and hazardous materials business plan (HMBP) from the Menlo Park Fire Protection District and San Mateo County Environmental Health Division.
- 9.44 Caltrans Maintenance Agreements: If Caltrans requires any of the improvements to be constructed within the Caltrans right-of-way associated with the Project, including but not limited to the Bicycle and Pedestrian Bridge Improvements, to be maintained by the City, the Applicant shall enter into a maintenance agreement with the City to maintain those improvements, at the sole cost and responsibility of the Applicant. Such maintenance agreement shall be recorded and shall be binding on property owners and run with the land.
- 9.45 Lease Agreement with TE Connectivity (Building 305): Applicant has a lease agreement with TE Connectivity (TE) for Building 305. The expiration date for this lease agreement is September 4, 2022, although it may be earlier terminated by TE. Applicant shall not for any reason extend the lease with TE for Building 305 beyond September 4, 2022.



- 9.46 Occupancy of Building 305: Upon expiration or earlier termination of the current lease agreement with TE, Applicant shall not enter into a new agreement with TE or any other entity to occupy Building 305, including any temporary uses of Building 305 between the date TE vacates Building 305 and the demolition of the building as required in Section 9.47. The intent of this Section is to prevent delays in the demolition of Building 305. This Section only applies to Building 305 (and not other portions of the property including other buildings located on the property) and will automatically terminate once Building 305 has been demolished.
- 9.47 Demolition of Building 305: Within one year from the date that the current lease with TE terminates or expires and TE vacates Building 305, but no later than September 4, 2023, Applicant shall demolish Building 305 in its entirety. Applicant shall obtain all necessary permits for the demolition. If Applicant diligently pursues demolition of Building 305 but is delayed for reasons beyond its control (e.g., force majeure), Applicant's deadline for demolishing Building 305 shall be equitably extended, subject to the approval of the City Manager which shall not be unreasonably withheld. Applicant agrees to use commercially reasonable efforts to cause TE to timely secure any environmental close-outs that TE must perform in order for Applicant to pursue demolition of Building 305.
- 9.48 The Applicant shall comply with Mitigation Measure BIO-1 of the ConnectMenlo General Plan Update Mitigation Monitoring and Reporting Program to ensure that any potential impacts of the Project on the Refuge (north of the site) are mitigated. BIO-1 shall apply to all phases of the Project as applicable and compliance shall be documented by the Applicant concurrent with building permit submittal for each phase and reviewed and accepted by the Planning Division.
- 9.49 Based on soils samples at the site, it is not expected that the California Department of Toxic Substance Control (DTSC) would require a vapor barrier for Building 22. However, the Applicant has voluntarily agreed to install a vapor barrier under Building 22. This barrier shall be installed to the satisfaction of the Building and Planning Divisions.
- 9.50 Prior to issuance of building permits for the parking garage and Building 22, the Applicant shall provide documentation of abandonment or relocation of all easements within the footprints of each structure, subject to review and approval of the Planning and Engineering Divisions.
- 9.51 Concurrent with the submittal of a complete building permit application for the parking garage, the applicant shall incorporate the proposed modifications to the parking garage structure contained in Attachment L of the November 7, 2017 City Council staff report. The proposed revisions to the parking garage structure would be subject to review and approval of the Community Development Director or designee.
- 9.52 Should the refinements to the parking garage, required in Item 9.51, result in modifications to the garage that reduce the number of parking spaces provided in the Interim Phase, the Community Development Director, after consultation with the Public Works Director, may approve the temporary reduction in on-site parking provided that the number of spaces proposed to be deferred to the Final Phase is appropriate. Applicant shall submit documentation showing a conceptual parking plan for the Final Phase that would comply with the minimum



parking requirements identified in this CDP. Should parking issues arise during the Interim Phase, the Public Works Director may request that the Applicant provide the required parking, or a portion thereof, on site. The location of the parking shall be submitted by the Applicant and approved by the Public Works Director.

#### 10. PROJECT SPECIFIC CONDITIONS - UNDERCROSSING IMPROVEMENTS

- 10.1 Public Access Easements: The Applicant shall continue to maintain the public access easement(s) under Bayfront Expressway near Willow Road for utilization of the undercrossing by members of the public.
- 10.2 Stormwater Operations and Maintenance Agreement: The Applicant shall continue to comply with the West Campus Undercrossing Improvements Operations and Maintenance Agreement. The Operations and Maintenance Agreement establishes a self-perpetuating drainage system maintenance program (to be managed by the property owner or property manager) that includes annual inspections of any infiltration features and stormwater detention devices (if any), and drainage inlets, flow through planters, and other BMPs. Any accumulation of sediment or other debris shall be promptly removed. Funding for long-term maintenance of all BMPs is specified in the Operations and Maintenance Agreement. An annual report documenting the inspection and any remedial action conducted shall continue to be submitted to the Public Works Director for review.

#### 11. PROJECT SPECIFIC CONDITIONS - BICYCLE AND PEDESTRIAN BRIDGE

- 11.1 Sequencing Bicycle and Pedestrian Bridge over Bayfront Expressway: The following outlines the basic sequencing of required permits and construction related to the Bicycle and Pedestrian Bridge over Bayfront Expressway and the design and construction of the publicly accessible open space, as identified in the Project Plans.
- i. Bonding: The Applicant shall post a bond to complete the Conceptual Bicycle and Pedestrian Bridge Improvements depicted in the plan set associated with Caltrans Encroachment permit number EA 2K590 to be drawn on if the Project is not developed as anticipated.
1. A cost estimate for the construction of the Bicycle and Pedestrian Bridge Improvements shall be provided to the City on the Effective Date of the Second Amended and Restated Development Permit as defined in section 5.2 for review and approval of the Public Works Director.
  2. A bond for 200% of the approved cost estimate shall be posted within 30 days of the Effective Date of the Second Amended and Restated Conditional Use Permit as defined in section 5.2, unless Applicant has already posted a bond pursuant to the original Amended and Restated Conditional Development Permit.
- 11.2 City Approval: The Applicant shall apply for City approval of the Bicycle and Pedestrian Bridge and Public Open Space as follows:

- 11.2.1 Submit a substantially complete set of Bicycle and Pedestrian Bridge Improvement plans to the City concurrent with the building permit submittal for the Core and Shell phase for Building 21. For purposes of this Section 11.2.1, "substantially complete" shall mean 65% structural plans and details.
- 11.2.2 Outside Agency Approval: Submit applications to applicable outside agencies within 30 days of City approval of the Bicycle and Pedestrian Bridge Improvement plans, and diligently pursue approvals from those outside agencies. Applicable agencies with permitting authority for the Bicycle and Pedestrian Bridge Improvements include:
- Caltrans;
  - Pacific Gas and Electric (PG&E);
  - U.S. Fish and Wildlife Service; and
  - Other Agencies with Jurisdiction.
- 11.2.3 Submit documentation of approval from the agencies with permitting authority for the Bicycle and Pedestrian Bridge to the City for review and confirmation by the City Building Official and Public Works Director prior to issuance of a building permit for the Bicycle and Pedestrian Bridge.
- 11.3 Caltrans Approval: Prior to building permit issuance for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall submit all necessary improvement plans and documents required by Caltrans for work associated with the Project and under their jurisdiction. The design plans shall be subject to review and approval of the Public Works Director prior to submittal to Caltrans. The Applicant shall diligently pursue permitting approval to the satisfaction of the Public Works Director. Upon Caltrans approval and the approval of any other agencies, including the USFWS and/or the Refuge, with jurisdiction over the Bicycle and Pedestrian Bridge Improvements, the Applicant shall exercise good faith efforts to diligently construct the bridge and associated improvements prior to granting occupancy for Building 22. Construction of the bridge and associated improvements shall be subject to all avoidance and minimization measures imposed by USFWS and/or the Refuge during the permitting process to ensure that any impacts on the Refuge or wildlife are minimized.
- 11.4 Pacific Gas and Electric (PG&E): Prior to building permit issuance for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall submit all necessary improvement plans and documents required by Pacific Gas and Electric (PG&E) for work associated with the Project and under PG&E's jurisdiction, including, but not limited to bridge location and separation between the high voltage power lines. The plans shall be submitted to the Public Works Director for review and approval prior to submittal to PG&E. The Applicant shall diligently pursue permitting approval to the satisfaction of the Public Works Director.



- 11.5 U.S. Fish and Wildlife Service (USFWS): Prior to building permit issuance for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall submit all necessary improvement plans and documents required by U.S. Fish and Wildlife Service (USFWS) for work associated with the Project and under the USFWS jurisdiction, including, but not limited to touchdown of the bridge adjacent to the Don Edward's Wildlife Refuge (Refuge) and the overlook on the northern side of the Bay Trail, encroachment permits for construction staging, realignment of the Bay Trail to the north into the Refuge's right of way to provide east-west connectivity around the bridge's northern ramp, and potentially a low Bay Trail fence. The plans shall be submitted to the Public Works Director for review and approval prior to submittal to USFWS. The Applicant shall diligently pursue permitting approval to the satisfaction of the Public Works Director.
- 11.6 Bay Trail Project Coordination: Prior to building permit issuance for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall work cooperatively with the Bay Trail Project on the design of the Bicycle and Pedestrian Bridge Improvements to ensure that the bridge touchdown is compliant with the Bay Trail requirements to the maximum extent practicable, all to the satisfaction of the Public Works Director.
- 11.7 Public Access: Concurrent with complete plan set submittal for construction of the Bicycle and Pedestrian Bridge Improvements, the Applicant shall submit a plat and legal description for a public access easement(s) for utilization of the Bicycle and Pedestrian Bridge to the satisfaction of the Public Works Director. The form of public access easement shall permit Applicant to establish reasonable rules and regulations governing its use and to temporarily suspend access to the Bicycle and Pedestrian Bridge in case of emergencies. The acceptance of the deed or dedication requires Menlo Park City Council approval prior to occupancy of Building 22.
- 11.8 Utility Improvements: Concurrent with building permit submittal for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall submit a plan for any new utility installations or upgrades for review and approval of the Community Development Director and Public Works Director prior to building permit issuance. Landscaping shall properly screen all utility equipment that is installed outside of a structure or building and cannot be placed underground; subject, however, to the requirements of the Menlo Park Fire Protection District, the West Bay Sanitary District, PG&E and any other applicable agencies regarding utility clearances and screening. The plan for new utility installations/upgrades shall show exact locations of all meters. The screening shall be compatible and unobtrusive and subject to the review and approval of the Community Development Director prior to building permit issuance.
- 11.9 Grading and Drainage: Concurrent with building permit submittal for the Bicycle and Pedestrian Bridge Improvements, the applicant shall submit a Grading and Drainage Plan, including an Erosion and Sedimentation Control Plan, for review and approval by the Engineering Division prior to building permit issuance. The Grading and Drainage Plan shall be prepared based on the City's Grading and

Drainage Plan Guidelines and Checklist, the City approved Hydrology Report for the Project, and the Project Applicant Checklist for the National Pollution Discharge Elimination System (NPDES) Permit Requirements to the satisfaction of the Public Works Director.

- 11.10 Lighting: Concurrent with building permit submittal for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall submit a lighting plan, including photometric contours, manufacturer's specifications on the fixtures, and mounting heights to ensure safe access and to illustrate the light and glare do not spillover beyond the extent of the pathway on the Bicycle and Pedestrian Bridge and the access to the bridge, subject to the satisfaction of the Community Development Director and Public Works Director.
- 11.11 Comply with Applicable Requirements: The Applicant shall comply with all requirements of the Building Division, Engineering Division, and Transportation Division that are directly applicable to the Project, to the satisfaction of the Community Development Director.
- 11.12 Building Construction Street Impact Fee: Prior to issuance of the building permit for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall pay the applicable building construction street impact fee in effect at the time of payment to the satisfaction of the Public Works Director. The amount of such fees may be reduced in the reasonable discretion of the Public Works Director depending on the extent to which construction vehicle traffic is occurring on City streets, and shall be subject to a credit for work performed in connection with Phases 5 and 6 of the Chilco Streetscape Improvements pursuant to the Amended Development Agreement for 301-309 Constitution Drive.
- 11.13 Utility and Communication Provider Requirements: As applicable, the Applicant must comply with all regulations of Pacific Gas and Electric, West Bay Sanitary District and other applicable communication providers (i.e., AT&T and Comcast) that are directly applicable to the Project, to the satisfaction of the Community Development Director.
- 11.14 Operations and Maintenance Agreement: Prior to approval of building permit final for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall enter into an Operations and Maintenance Agreement with the City. Alternatively, an existing Operation and Maintenance Agreement may be amended to include the Bicycle and Pedestrian Bridge. The Operations and Maintenance Agreement shall establish a self-perpetuating drainage system maintenance program (to be managed by the Property Owner or property manager) that includes annual inspections of any infiltration features and stormwater detention devices (if any), and drainage inlets, flow through planters, and other BMPs. Any accumulation of sediment or other debris shall be promptly removed. Funding for longterm maintenance of all BMPs must be specified in the Operations and Maintenance Agreement. The Operation and Maintenance Agreement shall be subject to review and approval of the City Attorney and the Public Works Director and shall be recorded prior to building permit final inspection. An annual report



documenting the inspection and any remedial action conducted shall be submitted to the Public Works Director for review.

- 11.15 Maintenance Agreement: Prior to approval of building permit final inspection for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall enter into a Maintenance Agreement with the City to maintain the Bicycle and Pedestrian Bridge, including but not limited to typical cleaning and repairs, at the Applicant's sole cost. This long-term Maintenance Agreement shall provide that at the end of the useful life of the improvements, Applicant shall have the right to demolish the improvements and shall have no obligation to replace or reconstruct the improvements.
- 11.16 Construction and Demolition Debris: As applicable, the Applicant shall comply with the requirements of Chapter 12.48 (Salvaging and Recycling of Construction and Demolition Debris) of the City of Menlo Park Municipal Code, subject to review and approval by the Community Development Director or his/her designee.
- 11.17 Erosion and Sedimentation Control: Concurrent with building permit submittal for the Bicycle and Pedestrian Bridge Improvements, the Applicant shall submit a plan for construction of safety fences around the periphery of the construction area and a demolition Erosion and Sedimentation Control Plan. The fences and erosion and sedimentation control measures shall be installed according to the plan prior to commencing construction. The plans shall be reviewed and approved by the Community Development Director or his/her designee prior to issuance of a demolition permit.
- 11.18 Construction: Construct the Bicycle and Pedestrian Bridge prior to the occupancy of Building 22.
- 11.19 Building Permit Final: All building permits associated with the Bicycle and Pedestrian Bridge Improvements shall receive final inspection approval from the City prior to granting occupancy for Building 22 to the satisfaction of the Public Works Director and Community Development Director or his/her designee.
- 11.20 Extensions: If Applicant diligently pursues approval from the outside agencies but is delayed in obtaining approval and subsequently construction is delayed due to no fault or lack of diligence on the part of the Applicant, Applicant's obligations to construct the Pedestrian and Bicycle Bridge Improvements shall be extended automatically, subject to the approval of the City Manager which shall not be unreasonably withheld. In addition, the City Manager may extend the timeline for delivery of the Bicycle and Pedestrian Bridge due to construction delays due to circumstances outside the Applicant's reasonable control. In reviewing the request to extend the timeline for delivery, the City Manager shall consider evidence from the Applicant of a good faith effort to complete construction of the bridge prior to occupancy of Building 22.

## 12. PROJECT SPECIFIC CONDITIONS - PUBLIC OPEN SPACE

- 12.1 Sequencing Public Open Space: The following outlines the basic sequencing of required permits and review for the Publicly Accessible Open Space as identified in the Project Plans.
- 12.1.1 The Publicly Accessible Open Space shall be constructed in two phases. The first phase (interim) shall be constructed prior to occupancy of Building 22 and the second phase (final) shall be constructed within 18 months of the date the current lease with TE for Building 305 terminates or expires and TE vacates Building 305, but in no event later than March 4, 2024.
- 12.2 City Approval: The Applicant shall submit the landscape and site improvement plans for the interim phase of the proposed Publicly Accessible Open Space concurrent with the submittal of the building permit for the Grading and Drainage phase for Building 22. The landscape and site improvements plans for the final phase shall be submitted concurrent with the demolition permit for Building 305. The applicant shall submit the plans as follows:
- 12.2.1 Submit complete set of interim phase of the Public Open Space Improvement plans to the City concurrent with the Grading and Drainage building permit phase for Building 22, and submit a complete plan set for the final phase concurrent with the submittal of a demolition permit for Building 305.
- 12.2.2 The project plans for each phase shall identify the location of all structures, hardscaping, and landscaping, and shall be accompanied by a project description letter documenting conformance with the approved site plan and this Amended and Restated Conditional Development Permit.
- 12.2.3 The design of the Publicly Accessible Open Space shall be reviewed and approved by the Community Development Director and Public Works Director.
- 12.2.4 The City shall expeditiously process and review the permit plans for the Publicly Accessible Open Space.
- 12.2.5 The Applicant shall construct and complete the interim Publicly Accessible Open Space concurrent with Building 22, specifically with the Landscaping building permit phase associated with Building 22. However, the permit for the Publicly Accessible Open Space can be issued separately from the building permits for Building 22.
- 12.2.6 Final Inspection and/or temporary occupancy for Building 22 shall not be granted by the City until the interim Publicly Accessible Open Space is completed to the satisfaction of the Public Works Director and Community Development Director.



- 12.2.7 The final phase of the Publicly Accessible Open Space shall be completed within 18 months of the date the current lease with TE for Building 305 terminates or expires and TE vacates Building 305, but in no event later than March 4, 2024. If Applicant diligently pursues completion of Phase 2 but is delayed due to no fault or lack of diligence on the part of the Applicant, Applicant's obligation shall be extended automatically, subject to the approval of the City Manager which shall not be unreasonably withheld.
- 12.3 Public Access Irrevocable License: Concurrent with complete plan set submittal for the interim and final phase permits for the Publicly Accessible Open Space, respectively, the Applicant shall submit a plat and legal description and proposed form of irrevocable license for public utilization of the Publicly Accessible Open Space to the satisfaction of the Public Works Director and City Attorney. The form of irrevocable license shall ensure that Applicant has reasonable control over the public open space.
- 12.3.1 Interim Phase: The irrevocable license agreement requires City Manager approval and shall be recorded with the County of San Mateo prior to final inspection for the Tenant Improvements building permit phase for Building 22.
- 12.3.2 Final Phase: Upon demolition of Building 305 and submittal of the plans for the full extent of the Publicly Accessible Open Space, the Applicant shall submit an amended and restated irrevocable license for the public utilization of the full extent of the Publicly Accessible Open Space in substantially the same form as the irrevocable license recorded for the interim phase and to the satisfaction of the City Attorney. The amended and restated irrevocable license agreement requires City Manager approval and shall be recorded with the County of San Mateo. The irrevocable license shall be approved and recorded prior to completion of the final phase of the Publicly Accessible Open Space.
- 12.4 Utility Improvements: Concurrent with the permit submittal for the improvement plans for each phase of the Publicly Accessible Open Space, the Applicant shall submit a plan for any new utility installations or upgrades within the public open space for review and approval of the Community Development Director and Public Works Director prior to permit issuance. Landscaping shall properly screen any utility equipment that is installed outside of a structure/building and cannot be placed underground; subject, however, to the requirements of the Menlo Park Fire Protection District, the West Bay Sanitary District, PG&E and any other applicable agencies regarding utility clearances and screening. The plan for new utility installations/upgrades shall show exact locations of all meters, back flow prevention devices, transformers, junction boxes, relay boxes and other equipment boxes. The screening shall be compatible and unobtrusive and subject to the review and approval of the Community Development Director prior to landscaping and site improvement permit issuance.

- 12.5 Grading and Drainage: Concurrent with permit submittal for each phase of the Publicly Accessible Open Space, the applicant shall submit a Grading and Drainage Plan, including an Erosion and Sedimentation Control Plan, for review and approval by the Engineering Division prior to building permit issuance. The Grading and Drainage Plan shall be prepared based on the City's Grading and Drainage Plan Guidelines and Checklist, the City approved Hydrology Report for the Project, and the Project Applicant Checklist for the National Pollution Discharge Elimination System (NPDES) Permit Requirements to the satisfaction of the Public Works Director.
- 12.6 Landscape Plan: Concurrent with permit submittal for each phase of the Publicly Accessible Open Space, the Applicant shall submit a detailed on-site landscape plan, including the size, species, and location, and an irrigation plan for review and approval by the Community Development Director and Public Works Director. The landscape plan shall include all onsite landscaping, adequate sight distance visibility, screening for outside utilities with labels for the utility boxes sizes and heights, fencing inclusive of fence height and materials, and documentation confirming compliance with the Water Efficient Landscaping Ordinance (Municipal Code Chapter 12.44), if applicable. If heritage tree replacements are proposed, the plans shall document the species, size, and number for compliance with the Amended and Restated Conditional Development Permit, subject to review and approval of the City Arborist and Planning Division. The landscape plan shall include an appropriate mix of native and adapted species to complement the nearby Don Edwards San Francisco Bay National Wildlife Refuge and shall be reviewed and approved by the Community Development Director and Public Works Director prior to building permit issuance.
- 12.7 Lighting: Concurrent with the permit submittal for each phase of the Publicly Accessible Open Space, the Applicant shall submit a lighting plan, including photometric contours, manufacturer's specifications on the fixtures, and mounting heights to ensure safe access and to illustrate the light and glare do not spillover to neighboring properties, to the satisfaction of the Community Development Director and Public Works Director.
- 12.8 Comply with Applicable Requirements: The Applicant shall comply with all requirements of the Building Division, Engineering Division, and Transportation Division that are directly applicable to the project, to the satisfaction of the Community Development Director.
- 12.9 Building Construction Street Impact Fee: Prior to issuance of the building permit for each phase of the Publicly Accessible Open Space, the Applicant shall pay the applicable building construction street impact fee in effect at the time of payment to the satisfaction of the Public Works Director. The amount of such fees may be reduced in the reasonable discretion of the Public Works Director depending on the extent to which construction vehicle traffic is occurring on City streets, and shall be subject to a credit for work performed in connection with Phases 5 and 6 of the Chilco Streetscape Improvements pursuant to the Amended Development Agreement.



- 12.10 Utility and Communication Provider Requirements: The Applicant must comply with all regulations of Pacific Gas and Electric, West Bay Sanitary District and other applicable communication providers (i.e., AT&T and Comcast) that are directly applicable to the Project, to the satisfaction of the Community Development Director.
- 12.11 Stormwater Operations and Maintenance Agreement: Prior to permit final for each phase of the Publicly Accessible Open Space, the Applicant shall enter into an Operations and Maintenance Agreement with the City or amend the previous agreement for the Bicycle and Pedestrian Bridge. The Operations and Maintenance Agreement shall establish a self-perpetuating drainage system maintenance program (to be managed by the property owner or property manager) that includes annual inspections of any infiltration features and stormwater detention devices (if any), and drainage inlets, flow through planters, and other BMPs. Any accumulation of sediment or other debris shall be promptly removed. Funding for long-term maintenance of all BMPs must be specified in the Operations and Maintenance Agreement. The Operation and Maintenance Agreement or amended agreement, shall be subject to review and approval of the City Attorney and the Public Works Director and shall be recorded prior to building permit final inspection. An annual report documenting the inspection and any remedial action conducted shall be submitted to the Public Works Director for review.
- 12.12 Construction and Demolition Debris: If applicable, the Applicant shall comply with the requirements of Chapter 12.48 (Salvaging and Recycling of Construction and Demolition Debris) of the City of Menlo Park Municipal Code, subject to review and approval by the Building Official.
- 12.13 Erosion and Sedimentation Control: Concurrent with building permit submittal for each phase of the Publicly Accessible Open Space, the Applicant shall submit a plan for construction of safety fences around the periphery of the construction area and a Demolition Erosion and Sedimentation Control Plan. The fences and erosion and sedimentation control measures shall be installed according to the plan prior to commencing construction. The plans shall be reviewed and approved by the Building Official prior to issuance of a demolition permit.
- 12.14 Building Permit Final: All building or landscaping permits associated with the interim phase of the Publicly Accessible Open Space PAOS shall receive final inspection approval prior to issuance of temporary occupancy or building permit final for the Tenant Improvements building permit phase for Building 22. All building or landscaping permits associated with the final phase of the Publicly Accessible Open Space shall receive final inspection approval no later than 18 months after the date the current lease with TE terminates or expires and TE vacates Building 305, but in no event later than March 4, 2024.
- 12.15 Extensions and Sequencing Modifications: If Applicant diligently pursues approval of the Publicly Accessible Open Space but is delayed in obtaining

approval due to no fault or lack of diligence on the part of the Applicant, the City Manager has the authority to extend the timeline for completion of each phase of the Publicly Accessible Open Space for a reasonable period of time. In addition, the City Manager may extend the timeline for delivery of the Publicly Accessible Open Space due to construction delays due to circumstances outside the Applicant's reasonable control. In reviewing the request to extend the timeline for delivery, the City Manager shall consider evidence from the Applicant of a good faith effort to construct the interim Publicly Accessible Open Space prior to issuance of the Foundation Only building permit phase for Building 22, and to construct the final phase before 18 months from the date the current lease with TE terminates or expires and vacates Building 305.

### 13. PROJECT SPECIFIC CONDITIONS - ON-SITE RECYCLED WATER

- 13.1 Timing: Prior to issuance of the Foundation Only building permit for Building 21, the Applicant shall submit documentation to the City's Building Official of compliance with State and Local requirements for the on-site water recycling facility. State and local approvals shall be submitted prior to issuance of the Tenant Improvement building permit.
- 13.2 City Submittal Requirements: Concurrent with the submittal of the Foundation Only building permit phase for Building 21, the following items shall be submitted to the Community Development Director or his/her designee for review and determination of the use of alternate means and methods:
- 13.2.1 Description of On-site System: The submittal package for the on-site water recycling system shall include a description of the proposed system, including but not limited to the following documentation: Treatment technology and level of treatment, compliance with State regulations (not approvals), system capacity, maintenance and operational plans, flood protection measures, and recycled water uses.
- 13.2.2 Project Plan Set: Concurrent with the submittal of the Building 21 Foundation Only building permit phase, the Applicant shall submit the schematic design plan set for the proposed on-site wastewater treatment system to the City. The plan set should document the location of the membrane bio-reactor (MBR) or the constructed drain and fill wetlands, and document how the proposed on-site wastewater system would be designed and operated. The plans shall show the locations for recycled water usage, including irrigation emitter types, and hours of operation for the irrigation system.
- 13.2.3 California State Water Board Permit: Concurrent with the submittal of the building permit application, the Applicant shall submit a copy of the Water Reuse Permit application to the California Regional Water Quality Control Board, San Francisco Bay Region (Water Board) - Division of Drinking Water and Watershed Management Division.



- 13.3 Building Permit Review and Determination: The Community Development Director or his/her designee will be responsible for evaluating the permit plans and documents submitted by the Applicant. The Community Development Director has authority to grant the use of alternate means and methods for the on-site recycled wastewater system. Prior to issuing a building permit for the on-site recycled water system, a copy of the approved Water Reuse Permit for the Project must be submitted to the City for the Community Development Director's review.
- 13.4 Construction: The Applicant shall construct the onsite water treatment system and obtain all required approvals and inspections from the City and other agencies of jurisdiction prior to building permit final for the Tenant Improvements phase of Building 21. The on-site treatment system shall be constructed in accordance with the approved building permit plans, subject to review and approval of the Community Development Director or his/her designee.
- 13.5 Maintenance And Operations Agreement: Prior to final inspection of the Tenant Improvements phase of the building permit for Building 21, the Applicant shall enter into an agreement for the operation and maintenance of the system or similar instrument to require the Applicant to consistently maintain and operate the system in compliance with the building permit from the City and the permits from the Department of Water Resources and/or County of San Mateo Environmental Health. The form of agreement shall be subject to review and approval of the City Attorney, Community Development Director, and the Public Works Director and shall be recorded prior to final inspection of the Tenant Improvements phase or temporary occupancy for Building 21. An annual report documenting the inspection record and compliance with City, County, and State requirements shall be submitted to the City for the Community Development Director's and Public Works Director's review for compliance. Applicant shall have the right to decommission the recycled water system in the future provided that the Applicant demonstrates that recycled water will be used for landscaping and other non-potable uses via an alternative means (e.g., connecting the office buildings to a recycled water system operated by the City and/or West Bay Sanitary District).
- 13.6 Extensions and Sequencing Modifications: If Applicant diligently pursues approval of the on-site recycled water system but is delayed in obtaining approval due to no fault or lack of diligence on the part of the Applicant, the City Manager has the authority to extend the timeline for submitting documentation of State and local approvals until after issuance of the Tenant Improvement building permit and to extend the timeline for completion of the on-site recycled water system for a reasonable period of time. In addition, the City Manager may extend the timeline for installation of the on-site recycled water system due to construction delays due to circumstances outside the Applicant's reasonable control. In reviewing the request to extend the timeline for delivery, the City Manager shall consider evidence from the Applicant of a good faith effort to obtain approvals to construct the on-site recycled water system and shall ensure that if temporary occupancy is granted to Building 21, adequate safeguards shall be in place to ensure that only potable water is used in the building's plumbing

fixtures. If Applicant is unable to obtain all permits necessary to construct and operate an on-site recycled water system, Applicant shall comply with requirements set forth in Section 12 of the Amended Development Agreement.

14. PROJECT SPECIFIC CONDITIONS - ACCESS PARCEL (FACEBOOK WAY)

- 14.1 Recordation: The Lot Line Adjustment that established an Access Parcel (055-260-997) and a Main Parcel (055-260-290) for Building 20, including the private road name for the Project Site, shall be maintained as part of the Lot Line Adjustment between Parcel Numbers 055-260-250 and 055260-290.
- 14.2 Common Ownership: The Access Parcel (055-260-997) and a Main Parcel (055-260-290) shall remain in common ownership in perpetuity, to the satisfaction of the Public Works Director.
- 14.3 Road Naming: The name of the private road (Facebook Way) shall be maintained per the previously recorded lot line adjustment. Future changes to the road name shall require the applicant to submit a plat map and legal description specifying the new road name for the review of the Public Works Director, and said document shall be recorded, or the applicant shall comply with such other procedures as the Public Works Director determines in his/her reasonable discretion. The provided documentation shall be subject to review and approval of the Building Official, Public Works Director, and Menlo Park Fire Protection District.
- 14.4 Access Parcel Use: The Access Parcel shall be solely for road purposes and provision of vehicular, bicycle and pedestrian access, and shall be an unbuildable parcel. No permanent or temporary structures are permitted to encroach into the access parcel, in perpetuity, to the satisfaction of the Public Works Director and Building Official.

15. PROJECT SPECIFIC CONDITIONS – HOTEL

- 15.1 Hotel Project Plans: The hotel building shall be substantially in conformance with the plans submitted with the formal architectural control application by Gensler dated January 20, 2020, recommended for approval to the City Council by the Planning Commission on January 13, 2020, and approved by the City Council on February 11, 2020, except as may be modified by in accordance with Section 6 (Modifications) of this Third Amended and Restated Conditional Development Permit.
- 15.2 Exterior Hotel Artwork: Design review for the façade mounted hotel artwork is required for the hotel building as follows:
- 15.2.1 The design application for the exterior hotel artwork shall identify the location, size, and specific design of the proposed exterior façade mounted artwork. The design application shall further identify any exterior lighting sources and document compliance with the adopted Mitigation Monitoring and Reporting Program from the certified EIR for the Facebook Campus Expansion



Project. The Planning Commission shall review the size, location, lighting and other design specifications and take action at a public meeting based on conformance with this Third Amended and Restated Conditional Development Permit.

- 15.2.2 The Hotel Operator shall conduct community outreach to the satisfaction of the Community Development Director for the exterior façade mounted artwork with the goal of ensuring that the selected artwork reflects the values and input of the community. The artwork selected as a result of the community outreach process shall not be subject to Planning Commission review, unless otherwise requested by the Community Development Director. Installation of the community selected artwork shall conform to the size, location, lighting and other design specifications approved by the Planning Commission.
- 15.2.3 The Hotel Operator shall obtain all necessary building permits for the installation of the façade mounted artwork and the artwork shall be installed prior to occupancy of the Hotel.
- 15.2.4 Future material modifications to the façade mounted artwork, size, lighting, location or other design specification shall be subject to the design review process identified in this Third Amended and Restated Conditional Development Permit.
- 15.3 Shared Parking Agreement: Prior to occupancy of the Hotel, the Hotel Operator and the Applicant shall enter into a shared parking agreement that runs with the land that allows the Hotel to use a minimum of 127 parking spaces within the parking structure for Building 22. The shared parking agreement shall be reviewed and approved by the City's Community Development Director and Public Works Director and shall be recorded with the San Mateo County Recorder's Office. The parking agreement shall be binding on current and future occupants of the Project Site.
- 15.4 Transportation Impact Fee: The original Project approval included a 200-room hotel. The Hotel Modifications include an additional 40 rooms beyond the original Project approval for 200 rooms. The Hotel Operator shall pay the new Transportation Impact Fee in place at the time of building permit issuance for the Hotel for the 200 rooms that were part of the original Project approval and the 40 additional rooms.
- 15.5 Delivery schedules for truck deliveries serving the hotel building shall be developed to minimize conflicts with hotel guest traffic and wayfinding signage for hotel guests to and from the parking garage shall be provided, subject to review and approval of the Transportation Division.
- 15.6 If the City develops a Transportation Management Association (TMA) that includes the Project Site, the Hotel Operator shall make a good faith effort to participate in the TMA.
- 15.7 All public right-of-way improvements, if any, including frontage improvements and the dedication of easements and public right-of-way associated with the Hotel,

shall be completed to the satisfaction of the Engineering Division prior to hotel building permit final inspection.

- 15.8 Prior to commencing any work within the right-of-way or public easements, the Hotel Operator shall obtain an encroachment permit from the appropriate reviewing jurisdiction.
- 15.10 During the design phase of the construction drawings for the Hotel, all potential utility conflicts shall be potholed with actual depths and recorded on the improvement plans, submitted for City review and approval.
- 15.12 Simultaneous with the submittal of a complete building permit application, the Hotel Operator shall submit a Hydrology Report substantiating that on-site flows will not exceed existing conditions as a result of the proposed improvements on the Hotel parcel. The Hydrology report will be subject to review and approval by the Engineering Division.
- 15.13 Prior to building permit issuance for the Hotel, the Hotel Operator shall submit a finalized version of the Stormwater Control Plan, which shall provide stormwater treatment for the Hotel parcel pursuant to the latest regulations specified in the San Mateo County C.3 Technical Guidance Manual. The Stormwater Control Plan shall include a written report identify existing and proposed project conditions, and all applicable source controls, and mitigation measures (i.e. bioretention areas, flow through planters, etc.) implemented to meet NPDES compliance. The Stormwater Control Plan is subject to review and approval by the Engineering Division.
- 15.14 Simultaneous with the submittal of a complete building permit application, the Hotel Operator shall provide documentation indicating the amount of irrigated landscaping. If the Hotel proposes more than 500 square feet of irrigated landscaping, it is subject to the City's Water Efficient Landscaping Ordinance (Municipal Code Chapter 12.44). Submittal of a detailed landscape plan would be required concurrently with the submittal of a complete building permit application and would be subject to review and approval by the Engineering Division.
- 15.15 If construction is not complete by the start of the wet season (October 1 through April 30), the Hotel Operator shall implement a winterization program to minimize the potential for erosion and sedimentation. As appropriate to the site and status of construction, winterization requirements shall include inspecting/maintaining/cleaning all soil erosion and sedimentation controls prior to, during, and immediately after each storm event; stabilizing disturbed soils through temporary or permanent seeding, mulching, matting, tarping or other physical means; rocking unpaved vehicle access to limit dispersion of much onto public right-of-way; and covering/tarping stored construction materials, fuels, and other chemicals. Plans to include proposed measures to prevent erosion and polluted runoff from all site conditions shall be submitted for review and approval of the Engineering Division prior to beginning construction.
- 15.16 The Hotel Operator shall retain a civil engineer to prepare "as-built" or "record" drawings of public improvements associated with the Hotel, and the drawings shall be submitted in AutoCAD and Adobe PDF formats to the Engineering Division.



- 15.17 All Public Works fees are due prior to issuance of building permit. Refer to City of Menlo Park Master Fee Schedule.
- 15.18 Post-construction runoff into the storm drain shall not exceed pre- construction runoff levels. The Hotel Operator's design professional shall evaluate the Hotel's impact to the City's storm drainage system and shall substantiate their conclusions with drainage calculations to the satisfaction of the City Engineer prior to building permit issuance.
- 15.19 For construction activity resulting in a land disturbance of one acre or more, the Hotel Operator shall file a Notice of Intent (NOI) with the State Water Resources Control Board under the Construction Activities Storm Water General Permit (General Permit). The NOI indicates the Applicant's intent to comply with the San Mateo Countywide Stormwater Pollution Prevention Program, including a Stormwater Pollution Prevention Plan (SWPPP).
- 15.20 The Hotel Operator shall submit a landscape audit report to the engineering division prior to final inspection.
- 15.21 Concurrent with the building permit submittal for the Hotel, the Hotel Operator shall submit a FEMA Conditional Letter of Map Revision based on Fill (CLOMR-F) application to the Public Works Department for review and approval. In accordance with the National Flood Insurance Program (NFIP), Section 65.5, the Hotel Operator shall prepare supporting data, including relevant hydraulic and hydrologic analyses, delineation of floodplain boundaries and all other information required by FEMA to review and evaluate the request for a CLOMR-F. Upon receiving City approval, the Hotel Operator shall submit the CLOMR-F application to FEMA. Prior to issuance of the building permit the applicant shall obtain a CLOMR-F from FEMA. The Hotel Operator shall submit an elevation certificate prior to final signoff of the foundation inspection.
- 15.22 The Hotel Operator shall obtain a Letter of Map Amendment based on fill (LOMA-F) from FEMA after the Hotel is completed.
- 15.23 Covenants, Conditions & Restrictions (CC&Rs) shall be required for the Hotel parcel and the adjacent property, addressing overlapping topics such as shared access, stormwater treatment areas, and storm drains. CC&R's shall be submitted, reviewed, and approved by the Community Development Director, Public Works Director, and the City Attorney prior to building permit issuance. Easements, deed restrictions, or other alternate mechanisms may be used for these requirements, as specified by the City Attorney. The CC&Rs may be removed if the Hotel parcel ceases to be leased to a third party.
- 15.24 The Hotel Operator shall meet and discuss potential transportation improvements in the Bayfront Area near the proposed Hotel with the Councilmembers representing District 1 and District 3, the Hotel Operator's transportation consultant, and the City's Transportation Division prior to building permit issuance.

15.25 The Hotel Operator shall meet and discuss the JobTrain Memorandum of Understanding (MOU) and the possibility of 25% first source hiring with the Councilmembers representing District 1 and District 3 prior to building permit issuance.

16. PROJECT SPECIFIC CONDITIONS - MITIGATION MEASURES CARRIED FORWARD FROM BUILDING 20 APPROVAL

Mitigation measures that are associated with both the Project, the East Campus and the West Campus only need to be satisfied once.

4516.1 Implement Bird-Safe Design Standards into West Campus Building and Lighting Design: All new buildings and lighting features constructed or installed at the West Campus shall be implemented to at least a level of "Select Bird-Safe Building" standards as defined in the City of San Francisco Planning Department's "Standards for Bird-Safe Buildings," adopted July 14, 2011. These design features shall include minimization of bird hazards as defined in the standards. With respect to lighting, the West Campus shall:

- Be designed to minimize light pollution including light trespass, over-illumination, glare, light clutter, and skyglow while using bird-friendly lighting colors when possible.
- Avoid uplighting, light spillage, event search lights, and use green and blue lights when possible.
- Turn off unneeded interior and exterior lighting from dusk to dawn during migrations: February 15 through May 31 and August 15 through November 30.
- Include window coverings on rooms where interior lighting is used at night that adequately block light transmission and motion sensors or controls to extinguish lights in unoccupied spaces (West Campus MM-BR-4.2).

4516.2 Record Additional Restrictions: The Applicant shall ensure that the updated OMMP (West Campus Mitigation Measure HM-2.1) includes provisions for disclosing information in DTSC-approved remediation reports along with any other requirements pertaining to post-construction, long-term operation and maintenance of subsurface utilities or maintenance or repair of foundations. Any such documentation shall be recorded in the Office of the County Recorder and a copy shall be provided to the City (West Campus MM-HM-5.1).

4516.3 Limit Generator Testing to Daytime Hours on the West Campus: The Applicant shall limit generator testing to between the hours of 8:00 a.m. and 6:00 p.m (West Campus MM-NO-1.2).

4617. PROJECT SPECIFIC MITIGATION MEASURES - BUILDINGS 21, 22, AND HOTEL



~~46~~17.1 The Applicant shall comply with all mitigation measures identified in the EIR and the associated Mitigation Monitoring and Reporting Program for the Project attached hereto as Exhibit D and any modifications thereto as identified in the Addendum attached hereto as Exhibit E.

18. GENERAL CONDITIONS:

~~47~~18.1 Indemnity By Applicant: Applicant shall indemnify, defend and hold harmless the City, and its elective and appointive boards, commissions, officers, agents, contractors, and employees (collectively, City Indemnified Parties) from any and all claims, causes of action, damages, costs or expenses (including reasonable attorneys' fees) arising out of or in connection with, or caused on account of, the development and occupancy of the Project, any Approval with respect thereto, or claims for injury or death to persons, or damage to property, as a result of the operations of Applicant or its employees, agents, contractors, representatives or tenants with respect to the Project (collectively, Applicant Claims); provided, however, that the Applicant shall have no liability under this Section for Applicant Claims that (a) arise from the gross negligence or willful misconduct of any City Indemnified Party, or (b) arise from, or are alleged to arise from, the repair or maintenance by the City of any improvements that have been offered for dedication by the Applicant and accepted by the City.

~~47~~18.2 Covenants Run with the Land: All of the conditions contained in this Second Amended and Restated Conditional Development Permit shall run with the land comprising the Property and shall be binding upon, and shall inure to the benefit of the Applicant and its heirs, successors, assigns, devisees, administrators, representatives and lessees, except as otherwise expressly provided in this Second Amended Conditional Development Permit.

~~47~~18.3 Consistency: In the event of a conflict between the Amended Development Agreement, the Development Agreement for the West Campus, and this Second Amended and Restated Conditional Development Permit, the more restrictive provision in any of such documents shall control.

~~47~~18.4 Severability: If any condition of this Second Amended Conditional Development Permit, or any part hereof, is held by a court of competent jurisdiction in a final judicial action to be void, voidable or enforceable, such condition, or part hereof, shall be deemed severable from the remaining conditions of this Second Amended Conditional Development Permit and shall in no way affect the validity of the remaining conditions hereof.

~~47~~18.5 Exhibits: The exhibits referred to herein are deemed incorporated into this Second Amended Conditional Development Permit in their entirety.

Exhibit A: Plat to Accompany Legal Description

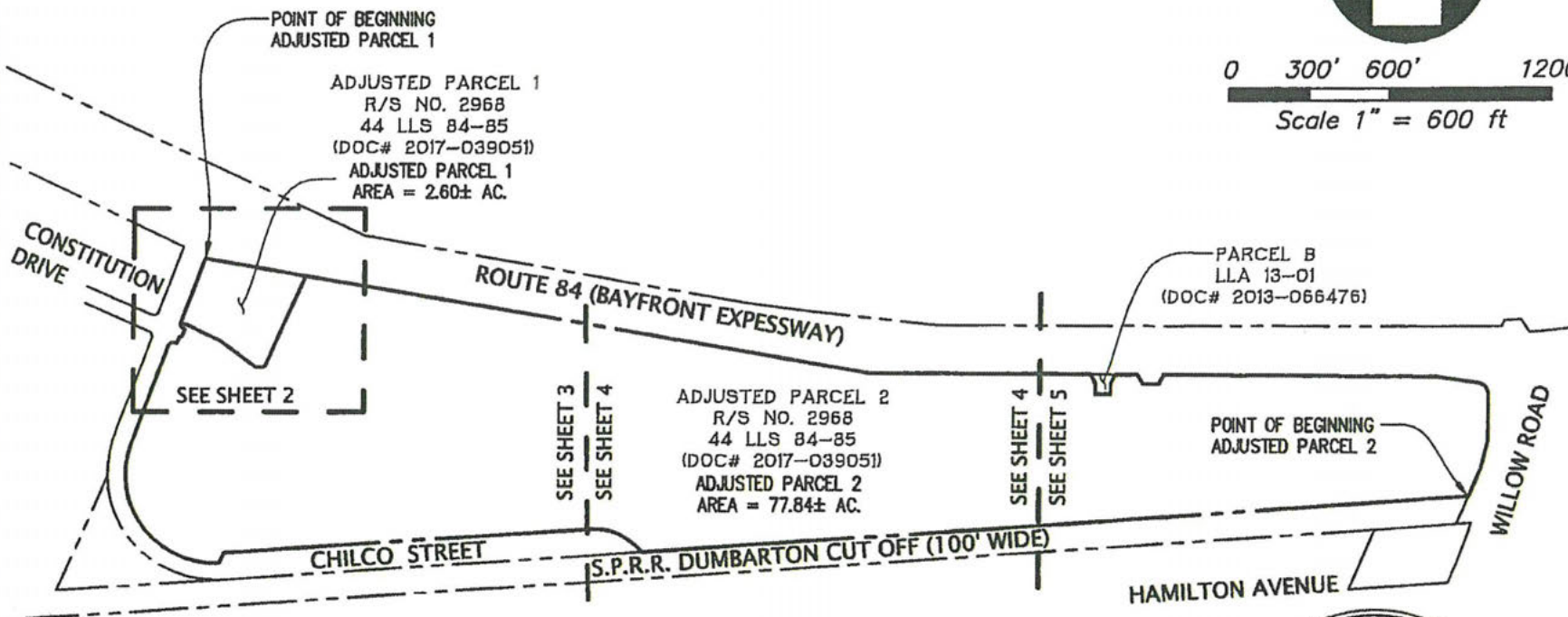
Exhibit B: Legal Description

- Exhibit C: West Campus Trip Cap Monitoring and Enforcement Policy
- Exhibit D: MMRP for Buildings 21-22 and Hotel
- Exhibit E: Updated Mitigation Measures from EIR Addendum





0 300' 600' 1200'  
Scale 1" = 600 ft



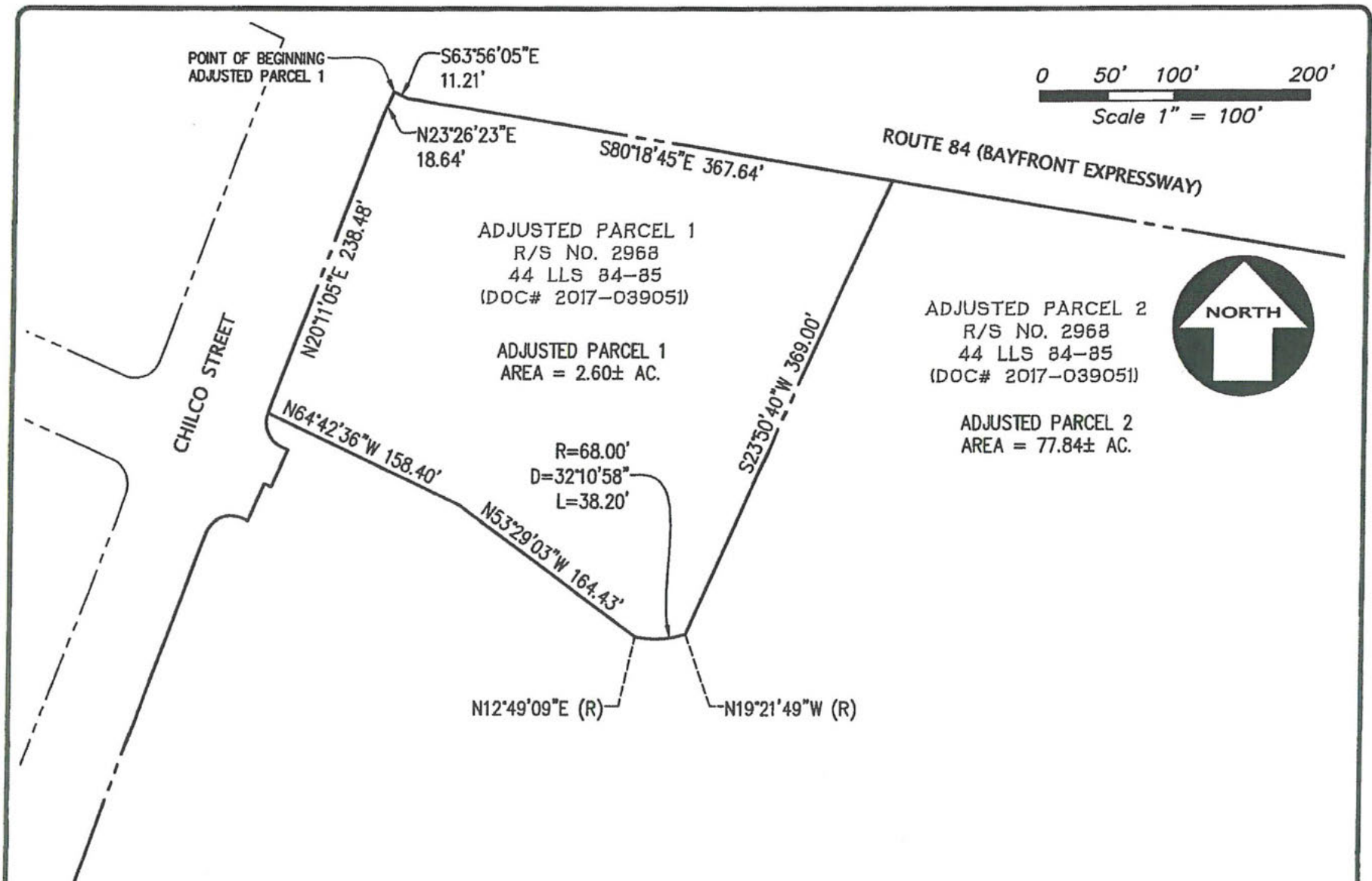
**KIER & WRIGHT**  
CIVIL ENGINEERS & SURVEYORS, INC.  
2850 Collier Canyon Road Phone (925) 245-8788  
Livermore, California 94551 Fax (925) 245-8796

**EXHIBIT "B"**  
**PLAT TO ACCOMPANY LEGAL DESCRIPTION**

MENLO PARK,

CALIFORNIA

DATE	DECEMBER, 2017
SCALE	1" = 600'
BY	DAJ
JOB NO.	A15571-37
SHEET	1 OF 5



**KIER & WRIGHT**  
CIVIL ENGINEERS & SURVEYORS, INC.  
2850 Collier Canyon Road Phone (925) 245-8788  
Livermore, California 94551 Fax (925) 245-8796

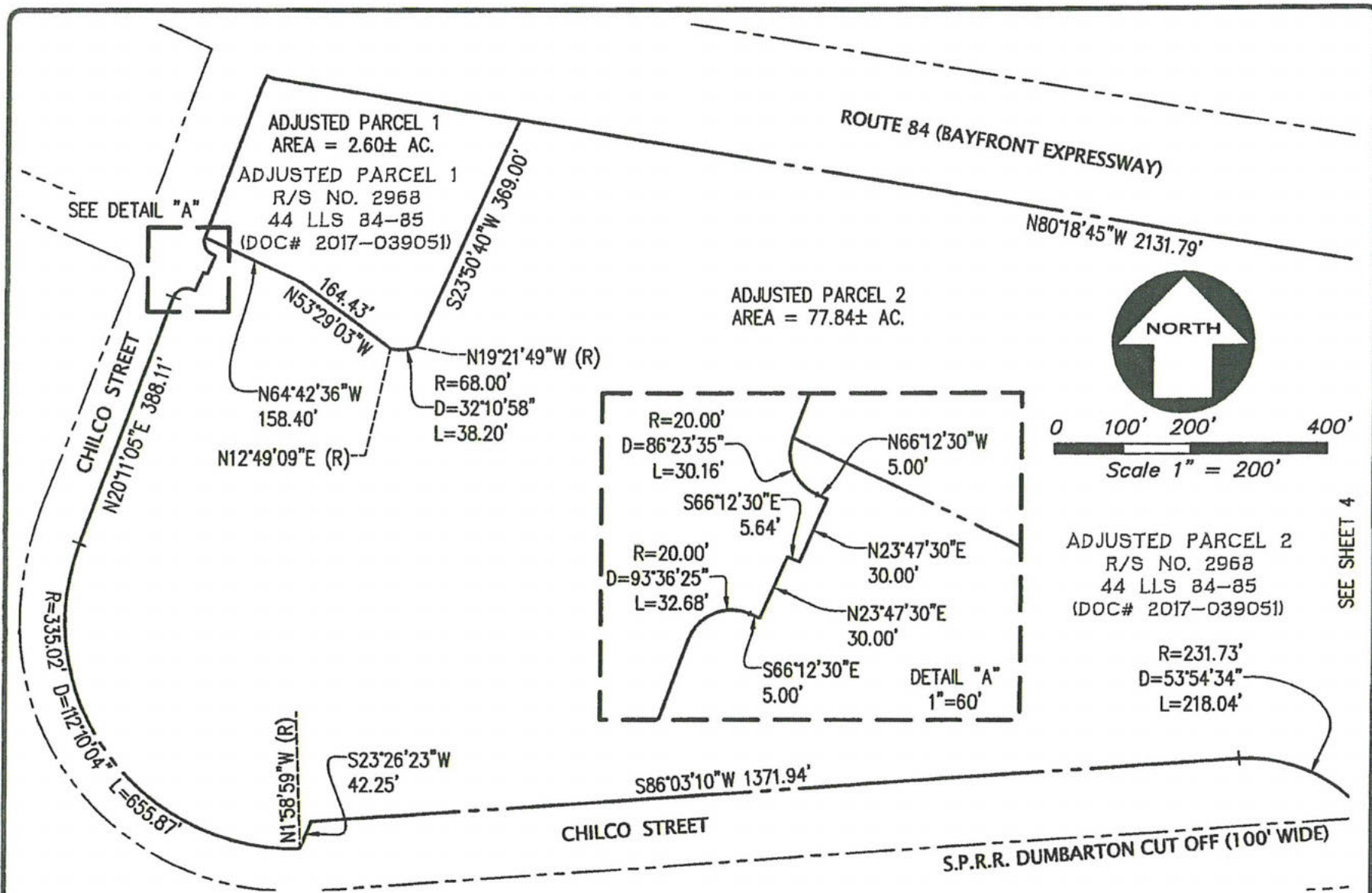
**EXHIBIT "B"**  
**PLAT TO ACCOMPANY LEGAL DESCRIPTION**  
**ADJUSTED PARCEL 1**

MENLO PARK,

CALIFORNIA

DATE	DECEMBER, 2017
SCALE	1" = 100'
BY	DAJ
JOB NO.	A15571-37
SHEET	2 OF 5





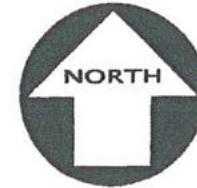
**KIER & WRIGHT**  
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2850 Collier Canyon Road Phone (925) 245-8788  
Livermore, California 94551 Fax (925) 245-8796

**EXHIBIT "B"**  
**PLAT TO ACCOMPANY LEGAL DESCRIPTION**  
**ADJUSTED PARCEL 2**

MENLO PARK,

CALIFORNIA

DATE	DECEMBER, 2017
SCALE	1" = 200'
BY	DAJ
JOB NO.	A15571-37
SHEET	3 OF 5



0 100' 200' 400'  
Scale 1" = 200'

ROUTE 84 (BAYFRONT EXPRESSWAY)

S80°18'45"E 2131.79'

S89°38'32"E 823.77'

SEE SHEET 3

ADJUSTED PARCEL 2  
R/S NO. 2968  
44 LLS 84-85  
(DOC# 2017-039051)

ADJUSTED PARCEL 2  
AREA = 77.84± AC.

SEE SHEET 5

S86°03'10"W 1371.94'

CHILCO STREET

R=231.73' D=53°54'34" L=218.04'

S51°25'59"W (R)

S.P.R.R. DUMBARTON CUT OFF (100' WIDE)

S86°03'10"W 3091.29'



**KIER & WRIGHT**  
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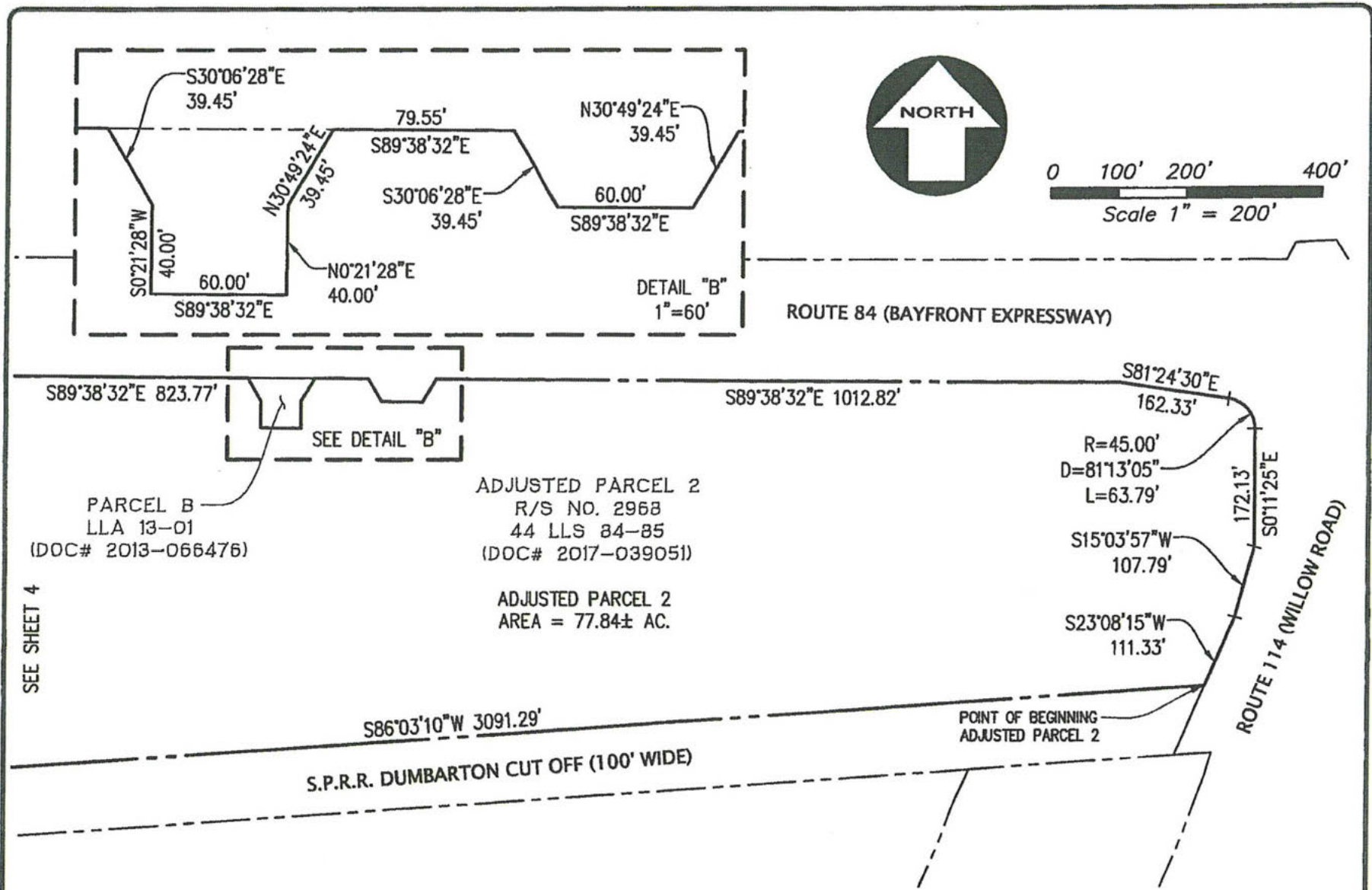
**EXHIBIT "B"**  
**PLAT TO ACCOMPANY LEGAL DESCRIPTION**  
**ADJUSTED PARCEL 2**

MENLO PARK,

CALIFORNIA

DATE	DECEMBER, 2017
SCALE	1" = 200'
BY	DAJ
JOB NO.	A15571-37
SHEET	4 OF 5





**KIER & WRIGHT**  
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Livermore, California 94551 Fax (925) 245-8796

**EXHIBIT "B"**  
**PLAT TO ACCOMPANY LEGAL DESCRIPTION**  
**ADJUSTED PARCEL 2**  
**MENLO PARK, CALIFORNIA**

DATE	DECEMBER, 2017
SCALE	1" = 200'
BY	DAJ
JOB NO.	A15571-37
SHEET	5 OF 5

EXHIBIT B

**EXHIBIT 'A'**  
**LEGAL DESCRIPTION**  
**LOT LINE ADJUSTMENT**


**EXISTING PARCEL 1**

REAL PROPERTY SITUATE IN THE CITY OF MENLO PARK, COUNTY OF SAN MATEO, STATE OF CALIFORNIA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING ALL OF ADJUSTED PARCEL 1, AS SHOWN ON THAT CERTAIN RECORD OF SURVEY, FILED JULY 31, 2017 IN BOOK 44 OF L.L.S. MAPS, AT PAGES 84 AND 85, OFFICIAL RECORDS OF SAN MATEO COUNTY.

CONTAINING 2.61 ACRES OF LAND, MORE OR LESS.

KIER & WRIGHT CIVIL ENGINEERS & SURVEYORS, INC.



RICHARD J. HICKENBOTTOM, LS 8654  
LICENSE EXPIRES: 12/31/19

2/5/18  
DATE





**EXHIBIT 'A'**  
**LEGAL DESCRIPTION**  
**LOT LINE ADJUSTMENT**

**EXISTING PARCEL 2**

REAL PROPERTY SITUATE IN THE CITY OF MENLO PARK, COUNTY OF SAN MATEO, STATE OF CALIFORNIA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING ALL OF ADJUSTED PARCEL 2, AS SHOWN ON THAT CERTAIN RECORD OF SURVEY, FILED JULY 31, 2017 IN BOOK 44 OF L.L.S. MAPS, AT PAGES 84 AND 85, OFFICIAL RECORDS OF SAN MATEO COUNTY

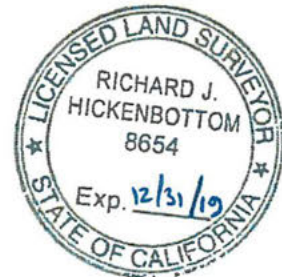
CONTAINING 77.83 ACRES OF LAND, MORE OR LESS.

KIER & WRIGHT CIVIL ENGINEERS & SURVEYORS, INC.



RICHARD J. HICKENBOTTOM, LS 8654  
LICENSE EXPIRES: 12/31/19

2/5/18  
DATE



**EXHIBIT 'A'**  
**LEGAL DESCRIPTION**  
**LOT LINE ADJUSTMENT**

**ADJUSTED PARCEL 1**

REAL PROPERTY SITUATE IN THE CITY OF MENLO PARK, COUNTY OF SAN MATEO, STATE OF CALIFORNIA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING A PORTION OF ADJUSTED PARCEL 1, AS SHOWN ON THAT CERTAIN RECORD OF SURVEY, FILED JULY 31, 2017 IN BOOK 44 OF L.L.S. MAPS, AT PAGES 84 AND 85, OFFICIAL RECORDS OF SAN MATEO COUNTY, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

**BEGINNING** AT THE NORTHWEST CORNER OF SAID ADJUSTED PARCEL 1, SAID CORNER BEING A POINT ON THE SOUTHERLY RIGHT OF WAY OF ROUTE 84 (BAYFRONT EXPRESSWAY), AS SAID ROUTE IS SHOWN ON THAT CERTAIN CALTRANS RIGHT OF WAY MAP FOR ROUTE 84 IN THE COUNTY OF SAN MATEO ON SHEETS R-105.2 THROUGH R-105.4;

THENCE ALONG THE NORTHERLY LINE OF SAID ADJUSTED PARCEL 1, SOUTH 63° 56' 05" EAST, 11.21 FEET;

THENCE CONTINUING ALONG SAID NORTHERLY LINE, SOUTH 80° 18' 45" EAST, 367.64 FEET;

THENCE LEAVING LAST SAID LINE, SOUTH 23° 50' 40" WEST, 369.00 FEET, SAID POINT BEING THE POINT OF CURVATURE OF A NON-TANGENT 68.00 FOOT RADIUS CURVE TO THE RIGHT, THE CENTER OF WHICH BEARS NORTH 19° 21' 49" WEST;

THENCE ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 32° 10' 58", AN ARC DISTANCE OF 38.20 FEET;

THENCE NORTH 53° 29' 03" WEST, 164.43 FEET;

THENCE NORTH 64° 42' 36" WEST, 158.40 FEET TO A POINT ON WESTERLY LINE OF SAID ADJUSTED PARCEL 1, SAID POINT ALSO BEING THE SOUTHEASTERLY RIGHT OF WAY LINE OF CHILCO STREET;

THENCE ALONG SAID WESTERLY LINE, NORTH 20° 11' 05" EAST, 238.48 FEET;

THENCE CONTINUING ALONG SAID WESTERLY LINE, NORTH 23° 26' 23" EAST, 18.64 FEET TO THE **POINT OF BEGINNING**.

CONTAINING 2.60 ACRES OF LAND, MORE OR LESS.

AS SHOWN ON EXHIBIT "B", ATTACHED HERETO AND MADE A PART HEREOF.

KIER & WRIGHT CIVIL ENGINEERS & SURVEYORS, INC.



RICHARD J. HICKENBOTTOM, LS 8654  
LICENSE EXPIRES: 12/31/19

2/5/18  
DATE





**EXHIBIT 'A'**  
**LEGAL DESCRIPTION**  
**LOT LINE ADJUSTMENT**

**ADJUSTED PARCEL 2**

REAL PROPERTY SITUATE IN THE CITY OF MENLO PARK, COUNTY OF SAN MATEO, STATE OF CALIFORNIA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING A PORTION OF ADJUSTED PARCEL 1 AND ALL OF ADJUSTED PARCEL 2, AS SAID ADJUSTED PARCELS 1 AND 2 ARE SHOWN ON THAT CERTAIN RECORD OF SURVEY, FILED JULY 31, 2017 IN BOOK 44 OF L.L.S. MAPS, AT PAGES 84 AND 85, OFFICIAL RECORDS OF SAN MATEO COUNTY, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

**BEGINNING** AT THE SOUTHEAST CORNER OF SAID ADJUSTED PARCEL 2, SAID CORNER BEING A POINT ON THE NORTHERLY LINE OF THE 100 FOOT WIDE SOUTHERN PACIFIC RAILROAD DUMBARTON CUT OFF RIGHT OF WAY;

THENCE ALONG THE SOUTHERLY LINE OF SAID ADJUSTED PARCEL 2, SOUTH 86° 03' 10" WEST, 3091.29 FEET;

THENCE ALONG THE SOUTHERLY AND WESTERLY LINES OF SAID ADJUSTED PARCEL 2 THE FOLLOWING TWELVE (12) COURSES:

1) ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, THE CENTER OF WHICH BEARS SOUTH 51° 25' 59" WEST, HAVING A RADIUS OF 231.73 FEET, THROUGH A CENTRAL ANGLE OF 53° 54' 34" FOR AN ARC LENGTH OF 218.04 FEET,

2) SOUTH 86° 03' 10" WEST, 1371.94 FEET,

3) SOUTH 23° 26' 23" WEST, 42.25 FEET,

4) ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT, THE CENTER OF WHICH BEARS NORTH 01° 58' 59" WEST, HAVING A RADIUS OF 335.02 FEET, THROUGH A CENTRAL ANGLE OF 112° 10' 04" FOR AN ARC LENGTH OF 655.87 FEET,

5) NORTH 20° 11' 05" EAST, 388.11 FEET,

6) ALONG THE ARC OF A TANGENT CURVE THE RIGHT, HAVING A RADIUS OF 20.00 FEET, THROUGH A CENTRAL ANGLE OF 93° 36' 25" FOR AN ARC LENGTH OF 32.68 FEET,

7) SOUTH 66° 12' 30" EAST, 5.00 FEET,

8) NORTH 23° 47' 30" EAST, 30.00 FEET,

9) SOUTH 66° 12' 30" EAST, 5.64 FEET,

10) NORTH 23° 47' 30" EAST, 30.00 FEET,

11) NORTH 66° 12' 30" WEST, 5.00 FEET, AND

12) ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, HAVING A RADIUS OF 20.00 FEET, THROUGH A CENTRAL ANGLE OF 86° 23' 35" FOR AN ARC LENGTH OF 30.16 FEET;

THENCE SOUTH 64° 42' 36" EAST, 158.40 FEET;

THENCE SOUTH 53° 29' 03" EAST, 164.43 FEET;

THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, THE CENTER OF WHICH BEARS NORTH 12° 49' 09" EAST, HAVING A RADIUS OF 68.00 FEET, THROUGH A CENTRAL ANGLE OF 32° 10' 58" FOR AN ARC LENGTH OF 38.20 FEET;

THENCE NORTH 23° 50' 40" EAST, 369.00 FEET TO A POINT ON THE NORTHERLY LINE OF SAID ADJUSTED PARCEL 2;

THENCE ALONG THE NORTHERLY LINE OF SAID ADJUSTED PARCEL 2, SOUTH 80° 18' 45" EAST, 2131.79 FEET;

THENCE CONTINUING ALONG THE NORTHERLY LINES OF SAID ADJUSTED PARCEL 2, SOUTH 89° 38' 32" EAST, 823.77 FEET TO THE NORTHWEST CORNER OF PARCEL B, AS SAID PARCEL IS DESCRIBED IN SAID LOT LINE ADJUSTMENT NO. 13-01, RECORDED MAY 2, 2013 AS INSTRUMENT NO. 2013-0066476, AND SHOWN ON SAID RECORD OF SURVEY;

THENCE ALONG THE NORTHERLY AND EASTERLY LINES OF SAID ADJUSTED PARCEL 2 THE FOLLOWING FIFTEEN (15) COURSES:

- 1) SOUTH 30° 06' 28" EAST, 39.45 FEET,
- 2) SOUTH 00° 21' 28" WEST, 40.00 FEET,
- 3) SOUTH 89° 38' 32" EAST, 60.00 FEET,
- 4) NORTH 00° 21' 28" EAST, 40.00 FEET
- 5) NORTH 30° 49' 24" EAST, 39.45 FEET,
- 6) SOUTH 89° 38' 32" EAST, 79.55 FEET,
- 7) SOUTH 30° 06' 28" EAST, 39.45 FEET,
- 8) SOUTH 89° 38' 32" EAST, 60.00 FEET,
- 9) NORTH 30° 49' 24" EAST, 39.45 FEET,
- 10) SOUTH 89° 38' 32" EAST, 1012.82 FEET,
- 11) SOUTH 81° 24' 30" EAST, 162.33 FEET,
- 12) ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 45.00 FEET, THROUGH A CENTRAL ANGLE OF 81° 13' 05" FOR AN ARC LENGTH OF 63.79 FEET,
- 13) SOUTH 00° 11' 25" EAST, 172.13 FEET,
- 14) SOUTH 15° 03' 57" WEST, 107.79 FEET, AND
- 15) SOUTH 23° 08' 15" WEST, 111.33 FEET TO THE **POINT OF BEGINNING**.

CONTAINING 77.84 ACRES OF LAND, MORE OR LESS.

AS SHOWN ON EXHIBIT "B", ATTACHED HERETO AND MADE A PART HEREOF.

KIER & WRIGHT CIVIL ENGINEERS & SURVEYORS, INC.



RICHARD J. HICKENBOTTOM, LS 8654  
LICENSE EXPIRES: 12/31/19

2/5/18  
DATE





## FACEBOOK WEST CAMPUS EXPANSION TRIP CAP MONITORING AND ENFORCEMENT POLICY<sup>1</sup>

This policy applies to Building 20, Building 23, and the Facebook Campus Expansion Project (the Facebook Campus Expansion Project is referred to as the “Project”) for which entitlements are currently being sought. This policy also applies to any existing buildings (e.g. Building 305) that will remain during any interim phase of the Project. For purposes of this policy, the term “West Campus” is intended to include both the existing buildings on-site as well as Buildings 21, 22 and the hotel that are proposed as part of the Project. A separate trip cap monitoring and enforcement policy exists for Buildings 10-19 (also known as the East Campus or Classic Campus).

### DEFINITIONS

**Trip** – A single vehicle (car, truck, van, shuttle, etc.) arriving at a location in Menlo Park, whose occupant(s)’ final destination is the West Campus, or a single vehicle departing from a location in Menlo Park, whose occupant(s)’ origin is the West Campus. Therefore, for example, a roundtrip by a single vehicle arriving at a location in Menlo Park and departing from a location in Menlo Park whose occupant(s)’ destination and origin is the West Campus equals two trips. A vehicle transiting from the East Campus to the West Campus or from the West Campus to the East Campus is a trip. A single shuttle coming from outside Menlo Park or from the Menlo Park CalTrain station that makes stops at multiple campuses shall only count as one trip against the Daily Trip Cap; however, campus entries and exits associated with such intra-campus shuttle trips occurring during the peak periods shall count fully against the Peak Hour Trip Caps. Shuttles and trams utilizing the undercrossing between the East and West Campus shall not count against either the Daily Trip Cap or the Peak Hour Trip Caps. Trips also do not include bicycles (or other self-powered modes of travel).

**Peak Hour Trip Cap** – The maximum number of trips allowed in each hour of the AM Peak Period or the PM Peak Period.

**Peak Period** – Roadway morning and evening commuter peak travel times:

- AM Peak Period - 7:00 AM to 9:00 AM
- PM Peak Period - 4:00 PM to 6:00 PM

**Daily Trip Cap** – The maximum number of trips per day.

**Trip Cap** – Generally refers to the AM Peak Hour Trip Caps, the PM Peak Hour Trip Caps and the Daily Trip Cap.

<sup>1</sup> This Trip Cap Monitoring and Enforcement Policy was prepared by the City of Menlo Park in consultation with Facebook.

## TRIP CAP

Facebook must comply with the Trip Cap and may not exceed the Trip Cap without an application for and approval of a change to the Amended and Restated Conditional Development Permit (CDP) for the West Campus. If the Trip Cap is exceeded without the appropriate approval, Facebook is in violation of the CDP. The Trip Cap also includes Mitigation Measure TRA-1.2 as identified in the EIR for the Project and associated Mitigation, Monitoring and Reporting Program.

The Trip Cap proposed as part of Facebook's West Campus is as follows:

- AM Peak Period Trip Caps:
  - 2,250 trips are permitted between 7:00 a.m. and 8:00 a.m.
  - 2,250 trips are permitted between 8:00 a.m. and 9:00 a.m.
- PM Peak Period Trip Caps:
  - 2,255 trips are permitted between 4:00 p.m. and 5:00 p.m.
  - 2,255 trips are permitted between 5:00 p.m. and 6:00 p.m.
- Daily Trip Cap: 26,440 trips

## MONITORING

To monitor compliance with the Trip Cap, traffic counts shall be taken at the West Campus. The monitoring shall be done through automated means (e.g., imbedded loop detectors in the pavement in each travel lane or video detection) approved by the City.<sup>2</sup> All vehicular entrances to the West Campus shall be included in the monitoring. Facebook shall be solely responsible for paying all costs related to monitoring, including, but not limited to, development, installation, maintenance and repair of all monitoring equipment.

The City reserves the option to require Facebook to monitor neighborhood parking intrusion in the Belle Haven neighborhood, parking on other public streets in the City, or parking at any off-site parking lot(s) in Menlo Park (other than the East Campus or any other property or properties leased or owned by and occupied by Facebook) if it is observed or suspected that vehicles whose occupant(s)' final destination is the West Campus are parking at any of these locations. If the City requires monitoring of these off-site locations and, after investigation, it is confirmed that vehicle occupant(s) whose final destination is the West Campus are parking vehicles at these off-site locations (other than the East Campus or any other property or properties leased or owned and occupied by Facebook), the trips to these locations will be counted toward the Trip Cap.

Monitoring program details are as follows:

<sup>2</sup> City approvals related to monitoring equipment will be through the Director of Public Works or his/her designee.



- **Monitoring Days/Times** – Each hour within the AM Peak Period, each hour within the PM Peak Period and total daily trips will be monitored on all non-holiday weekdays. Holidays are those days identified as State holidays in California Government Code Section 6700.
- **Exclusions – Two types of exclusions from the Trip Cap shall be permissible as discussed below:**
  - **Special Events:** To account for special events and their effect on trips, Facebook may have up to 12 special event exclusions per year or 12 days on which one or more of the AM Peak Hour Trip Caps, PM Peak Hour Trip Caps or Daily Trip Cap are exceeded, but are not considered violations of the Trip Cap. These special events do not represent typical operating conditions at the West Campus. A special event will be defined as an activity that is not typical of the normal operations of the West Campus and will likely involve more than Facebook employees. If the Trip Cap has been violated as a result of a special event, Facebook shall provide documentation to the City that a special event took place. Upon City review and approval, in the City's sole and reasonable discretion, an exclusion for a special event shall apply.
  - **Non-event exclusions:** For non-special events, Facebook will be allowed three days on which one or more of the AM Peak Hour Trip Caps, PM Peak Hour Trip Caps or Daily Trip Cap are exceeded within a 180 day period without incurring penalties. These non-event exclusion days are intended to allow Facebook time to correct the Trip Cap violation. If Facebook exceeds the Trip Cap on more than three days within a 180 day period, then the non-event exclusion is exhausted and penalties will be imposed for violations of the Trip Cap until compliance is reached for a consecutive 180 day period. Additional violations, if any, within the 180 day compliance period, will re-set the 180 day compliance period. If after a consecutive 180 day period, Facebook remains in full compliance with the Trip Cap, then the three day exclusion will become available again.
- **Count Equipment** – Automated count equipment will be designed and constructed at Facebook's sole expense to collect data on the number of trips at each of the West Campus driveways and send the data back to the City offices. The type of count equipment (initial and any future changes) shall be approved by the City, in consultation with Facebook and considering the latest technologies for detection, counting and reporting. The City shall not unreasonably withhold approval of initial count equipment or any future equipment which achieves the result envisioned in this document. The City shall also approve the count equipment that will be used to monitor off-site locations, if the City exercises the option to require such monitoring. The City shall not unreasonably withhold approval of such additional count equipment.
- **Initial Calibration Process** – Once any new count equipment has been established, a calibration process will be undertaken to determine the reliability and accuracy of the count equipment. Depending on the type of equipment, the count accuracy can be affected by a number of environmental factors which will need to be confirmed. This

calibration process would be conducted prior to final building permit sign-off for occupancy of the Building 21.

- **Determination of Reliability (Sensitivity) Factor** – Based on the calibration analysis, the City and Facebook will agree to a reliability factor for the count stations which will be used to evaluate the count results consistent with what the City and Facebook have historically agreed upon. The reliability factor would represent the margin of error inherent in the vehicle counting equipment, and would address the exclusion of trips whose final destination is not the West Campus (i.e. wrong turns, uninvited guests, etc). The reliability factor would also account for single shuttles coming from outside Menlo Park or from the Menlo Park CalTrain station and making stops at multiple campuses. Periodically, the reliability factor, based on reporting from Facebook, may be modified to address the anticipated or actual number of shuttles coming from outside Menlo Park or from the Menlo Park CalTrain station making stops as part of one trip at multiple campuses outside of the peak period. At a minimum, Facebook shall provide an annual report to the Transportation Manager for each upcoming year that provides data on the proposed number of shuttle trips so that the City may analyze whether the reliability factor is accurately accounting for single shuttles coming from outside Menlo Park or from the Menlo Park CalTrain station and making stops at multiple campuses.
- **Periodic Count Equipment Testing/Recalibration** – The vehicle detection system will be periodically tested to ensure the accuracy of the monitoring counts. During the first two years of operation, testing will be conducted at six month intervals. If these tests show that the system is operating reliably, then testing can be reduced to once a year. If the equipment is thought to be out of calibration, Facebook will work with the City to test and calibrate the equipment if necessary. The City will have final approval, which approval shall be granted or withheld in a reasonable manner, on all testing and calibration.
- **Installation and Repairs** – New count equipment shall be installed and in good working order prior to final building permit sign-off for occupancy of Building 21. The City shall have final approval, which approval shall be granted or withheld in a reasonable manner, of the contractor completing the installation and the maintenance contractor completing any repairs. Non-emergency repairs and maintenance of the monitoring equipment shall occur only on evenings and weekends, unless otherwise approved by the City. The Transportation Division shall be notified at least 48 hours in advance of any non-emergency repairs or maintenance work. The City Transportation Division shall be notified within 24 hours of any emergency repairs. City inspection and approval of any repairs or maintenance is required. Failure to keep monitoring equipment operational in good working order will be considered a violation of the Trip Cap after two working days, unless the repairs/maintenance require additional time as approved by the City and Facebook is diligently pursuing such repairs/maintenance. The Trip Cap penalty will not be enforced during the repair/maintenance of the monitoring equipment. If the City, in its sole and reasonable discretion, determines that Facebook is not diligently pursuing the repairs/maintenance, the City may elect to perform the repairs/maintenance and charge the cost of the repair/maintenance, staff time, and 15 percent penalty fee to Facebook.



- **Access to Count Equipment/Reporting** – The City shall have the ability to access the count equipment at any time after reasonable prior notice to Facebook. Facebook will not have access to the count equipment, unless approved by the City or in case of the need for emergency repairs. The City shall not unreasonably withhold approval of access for repair/maintenance contractors. Facebook shall have “read-only” access to the reporting data, but shall have the ability to record such data and run history reports in order to track trends. Reporting data shall be provided to Facebook and the City in real time. Real time data will provide Facebook the opportunity to take immediate action, if necessary, to avoid violating the Trip Cap.

## ENFORCEMENT

Facebook shall be responsible not only for monitoring, but also for achieving compliance with the Trip Cap, which includes, by definition, all trip cap measurements on a daily basis (the AM Peak Hour Trip Caps, the PM Peak Hour Trip Caps and the Daily Trip Cap). The City shall enforce compliance with the Trip Cap.

If, on a given day, the results of the monitoring indicate that the number of trips is at or below the Trip Cap, considering the reliability factor, then Facebook is considered in compliance. If, however, the monitoring, considering the reliability factor, reveals that any of the AM Peak Hour Trip Caps or the PM Peak Hour Trip Caps or the Daily Trip Cap has been exceeded (after accounting for any permitted exclusions), Facebook is in violation of its CDP and the City may take steps to enforce the Trip Cap.

The specifics for enforcement are as follows:

- **Threshold** – If there are any AM Peak Hour Trip Cap, PM Peak Hour Trip Cap or Daily Trip Cap violations that do not qualify for an exclusion as discussed above, then penalties will be imposed.
- **Penalties** – Monetary penalties will be imposed for violations of the Trip Cap in excess of the threshold. Penalties are calculated on a per trip basis and progressively increasing penalties will be imposed for subsequent violation(s) of the Trip Cap based on a tiered system described in the table below. Penalties will be applied for each violation including the AM Peak Hour, PM Peak Hour and the Daily Period. If any of the AM Peak Hour Trip Caps, and/or PM Peak Hour Trip Caps and Daily Trip Cap are exceeded on the same day, the penalty paid shall be the greater of the sum of the penalties for the AM Peak Hour and PM Peak Hour *or* the Daily penalty. The penalty payment schedule is shown in the table below. The base penalties shall be adjusted annually as set forth below (the intent is for the same penalty rate to apply to both the East and West Campuses):

Penalty Tier <sup>1</sup>	Applicability	Penalty Amount
Tier 1	Tier 1 is the default tier and applies for the month unless one of the other tiers is applicable.	\$55.57 per trip per day
Tier 2	Tier 2 applies for the month if either (a) penalties were imposed in both of the 2 months immediately preceding that month or (b) penalties were imposed in any 4 of the 6 months immediately preceding that month. Tier 2 will not apply if Tier 3 applies.	\$111.13 per trip per day
Tier 3	Tier 3 applies for the month if penalties were imposed in each of the 6 months immediately preceding that month.	\$222.27 per trip per day

- 1 Only one tier is applicable for any given violation. In addition, the penalty amounts are shown in 2016 dollars based on the original 2012 penalty amounts that applied to the original project approvals for Building 20 adjusted by CPI.

An example table showing the penalty amounts:

Penalty Cost Per Day			
Vehicles over Trip cap	Tier 1	Tier 2	Tier 3
100	\$5,557	\$11,113	\$22,227
500	\$27,784	\$55,567	\$111,134
1000	\$55,567	\$111,134	\$222,269
2000	\$111,134	\$222,269	\$444,537

Example calculations :

**Daily penalty greater:**

7:00-8:00 AM Peak Hour exceeds the AM Peak Hour Trip Cap by 100 trips

5:00-6:00 PM Peak Hour exceeds the PM Peak Hour Trip Cap by 50 trips

Daily trips exceed the Daily Trip Cap by 400 trips

The payment would be:

AM Peak Hour penalty = 100 trips x \$55.57/trip = \$5,557

PM Peak Hour penalty = 50 trips x \$55.57/trip = \$2,778.50

Total Peak Period penalty = \$8,335.50

Daily penalty = 400 trips x \$55.57/trip = \$22,228

**Penalty Paid = \$22,228**



**AM Peak Hour and PM Peak Hour penalty greater:**

7:00-8:00 AM Peak Hour exceeds the AM Peak Hour Trip Cap by 100 trips

5:00-6:00 PM Peak Hour exceeds the PM Peak Hour Trip Cap by 50 trips

Daily trips exceed the Daily Trip Cap by 100 trips

The payment would be:

AM Peak Hour penalty = 100 trips x \$55.57/trip = \$5,557

PM Peak Hour penalty = 50 trips x \$55.57/trip = \$2,778.50

Total Peak Period penalty = \$8,335.50

Daily penalty = 100 trips x \$55.57/trip = \$5,557

**Penalty Paid = \$8,335.50**

The base penalties are stated in 2016 dollars (based on the original 2012 penalty amounts that applied to the approval of Building 20, as adjusted by CPI) and shall be adjusted annually per the Consumer Price Index for All Urban Consumers All Items in the San Francisco-Oakland-San Jose Metropolitan Area [1982-84=100] (the intent is for the same penalty rate to apply to both the East and West Campuses). Penalties are due and payable to the City within 30 days of the issuance of an invoice, which the City shall issue on a monthly basis. The City shall use the penalties collected for programs or projects designed to reduce trips or traffic congestion within Menlo Park and the City shall share 25 percent of the penalties collected with the City of East Palo Alto for use on transportation systems and solutions that help reduce traffic in the City of East Palo Alto around the East and West Campuses. In addition to monetary penalties, failure to comply with the Trip Cap is considered a violation of the CDP and could result in revocation of the CDP.

Violations of the Trip Cap for the East Campus are independent of violations of the West Campus Trip Cap. This means, for instance, that if there are violations of the Trip Cap at the East Campus for the six months immediately preceding a particular month, but there are no violations of the Trip Cap at the West Campus during that same period, Tier 3 would be applicable to the East Campus and Tier 1 would be applicable to the West Campus.

- **Interim Measure** – If Facebook determines that it needs to secure parking in another location as an interim measure to maintain compliance with the Trip Cap, Facebook may, through the City's entitlement process, obtain approval for the use of another private property in Menlo Park (not the East or West Campus) that includes both a building and associated parking. Trips to such an off-site location will not count toward the Trip Cap only if there will be no more trips to that off-site location than is allowed under the then current use of that property.
- **Compliance** – If after non-compliance, Facebook comes back into compliance with the Trip Cap and maintains compliance for 180 consecutive days, the scale of penalties will revert to the base level and the relevant threshold would once again apply before there is non-conformance and the onset of penalties.

## **Facebook Campus Expansion Project Mitigation Monitoring and Reporting Program**

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### **Introduction**

The California Environmental Quality Act (CEQA) requires the adoption of feasible mitigation measures to reduce the severity and magnitude of significant environmental impacts associated with project development. The Environmental Impact Report (EIR) prepared and certified for the proposed Facebook Campus Expansion Project (Project) includes all feasible mitigation measures to reduce the potential environmental effects of the Project.

CEQA also requires reporting on and monitoring of mitigation measures adopted as part of the environmental review process (Public Resources Code Section 21081.6). This Mitigation Monitoring and Reporting Program (MMRP) is designed to aid the City of Menlo Park in its implementation and monitoring of measures adopted from the certified EIR.

The mitigation measures in this MMRP are assigned the same number they had in the EIR. The MMRP is presented in table format and describes the actions that must take place to implement each mitigation measure, the timing of those actions, the entities responsible for implementing and monitoring the actions, and verification of compliance. Additional information is provided in the certified EIR for the Project.



<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b>AESTHETICS</b>				
<b><i>IMPACT BEING ADDRESSED: New Sources of Light and Glare. The Project could create a new source of substantial light or glare that could adversely affect daytime or nighttime views in the area. (AES-3)</i></b>				
<p><b>AES-3.1: Design Lighting to Meet Minimum Safety and Security Standards.</b> Concurrent with the building permit submittal, the Project Sponsor shall incorporate lighting design specifications to meet minimum safety and security standards. The comprehensive site lighting plans shall be subject to review and approval by the City's Community Development Department, Planning Division, prior to building permit issuance for the first building on the site.</p> <p>The following measures shall be included in all lighting plans.</p> <ul style="list-style-type: none"> <li>Luminaries shall be designed with cutoff-type fixtures or features that cast low-angle illumination to minimize incidental spillover of light onto adjacent private properties. Fixtures that shine light upward or horizontally shall not spill any light onto adjacent private properties.</li> <li>Luminaries shall provide accurate color rendering and natural light qualities. Low-pressure sodium and high-pressure sodium fixtures that are not color-corrected shall not be used, except as part of an approved sign or landscape plan.</li> <li>Luminary mountings shall be downcast and pole heights minimized to reduce the potential for backscatter into the nighttime sky and incidental spillover onto adjacent properties and undeveloped open space. Light poles shall be no higher than 20 feet. Luminary mountings shall be treated with non-glare finishes.</li> </ul>	Incorporate lighting design specification to meet minimum safety and security standards.	Submittal of lighting plan prior to building permit issuance for the first building on the site.	Project Sponsor	City of Menlo Park Community Development Department (CDD)
<p><b>AES-3.2: Treat Reflective Surfaces.</b> The Project Sponsor shall ensure the application of a low-emissivity coating on exterior glass surfaces of proposed structures. The low-emissivity coating shall reduce the reflection of visible light that strikes the exterior glass and prevent interior light from being emitted brightly through the glass.</p>	Apply low-emissivity coating on exterior glass surfaces of the proposed structures.	Concurrent with building permit application.	Project Sponsor	CDD

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Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b>TRANSPORTATION</b>				
<b><i>IMPACT BEING ADDRESSED: Impacts on Peak-Hour Traffic at Study Intersections under Background Plus-Project Conditions. Increases in traffic associated with the Project would result in increased delays during peak hour, causing significant and unavoidable impacts on the operation of study intersections. (TRA-1)</i></b>				
<i>TRA-1.1 Provide Increased Traffic Capacity under Background-Plus Project Conditions.</i>	See below	See below	See below	See below
<i>a. Sand Hill Road &amp; I-280 Northbound On-Ramp (#2)</i> With implementation of Mitigation Measure TRA-1.2, the impact would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.2.	See below	See below	See below
<i>b. Willow Road &amp; Hamilton Avenue (#36)</i> Mitigation measures TRA-3.1 and TRA-3.2 to discourage cut-through traffic in the Belle Haven neighborhood and Mitigation Measure TRA-1.2 would reduce this impact, but not to a less-than-significant level. This impact would remain significant and unavoidable.	Implement Mitigation Measures TRA-1.2, TRA-3.1, and TRA-3.2.	See below	See below	See below
<i>c. Bayfront Expressway &amp; Willow Road (#37)</i> The Project Sponsor shall be required to design and construct a lengthened eastbound right-turn pocket on Bayfront Expressway to Willow Road and a dedicated receiving lane on Bayfront Expressway for northbound right-turn traffic from Willow Road. Because the improvements would be under Caltrans jurisdiction, the Project Sponsor would be required to coordinate with Caltrans for review and approval of the improvements. The potential mitigation options described above are not under the control of the City, and thus, the City cannot guarantee their implementation.  In addition, with implementation of Mitigation Measure TRA-1.2, this impact would be reduced but would remain significant and unavoidable.	Prepare conceptual plan and cost estimate.	Within 90 days of the effective date of the Development Agreement (DA).	Project Sponsor	City of Menlo Park Public Works Department (PW)
	Provide bond for improvements.	Within 180 days of the effective date of the DA.	Project Sponsor	PW
	Submit complete plans to construct intersection improvements to City.	Within 180 days of the effective date of the DA.	Project Sponsor	PW



<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b></p> <p align="center"><b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
	Complete and submit application to Caltrans.	Within 30 days of City approval of plans.	Project Sponsor	PW, Caltrans
	Construct improvements.	Within 180 days of Caltrans approval	Project Sponsor	PW, Caltrans
<p><i>d. Bayfront Expressway &amp; University Avenue (#38)</i></p> <p>The Project Sponsor shall be required to initiate design concepts through a Project Study Report (PSR), or other appropriate development document, for potential future grade separation at the intersection of Bayfront Expressway and University Avenue. Because the intersection would be under Caltrans jurisdiction, the Project Sponsor would be required to coordinate with Caltrans and the City. This potential mitigation is not under the control of the City, and the impact would remain significant and unavoidable.</p>	Confirm Caltrans oversight process requirements and scope of work	Within 90 days of the effective date of the Development Agreement	Project Sponsor	PW, Caltrans
	Complete PSR (or appropriate document) with City and Caltrans oversight	Prior to occupancy of Building 21	Project Sponsor	PW, Caltrans
<p><i>e. Bayfront Expressway &amp; Chilco Street (#40)</i></p> <p>With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.</p>	Implement Mitigation Measure TRA-1.2.	See below	See below	See below
<p><i>f. Chilco Street &amp; Constitution Drive (#45)</i></p> <p>The proposed mitigation for peak-hour impacts at the intersection of Chilco Street and Constitution Drive would provide the following elements to accommodate inbound a.m. and outbound p.m. traffic movements:</p> <ul style="list-style-type: none"> <li>Installation of a traffic signal and signalized pedestrian crossings on all four legs of the intersection.</li> <li>Provision of three southbound lanes on the one-block segment of</li> </ul>	Prepare conceptual plan and cost estimate.	Within 90 days of the effective date of the Development Agreement (DA).	Project Sponsor	PW
	Provide bond for improvements.	Within 180 days of the	Project Sponsor	PW

<p style="text-align: center;"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>Chilco Street, between Bayfront Expressway and Constitution Drive, to include two southbound left-turn lanes to accommodate the volume of left-turning vehicles entering the Project site. In addition, during the a.m. peak hour, provision of a "split-phase" signal operation on Chilco Street is recommended.</p> <ul style="list-style-type: none"> <li>Provision of a northbound left-turn lane on Chilco Street approaching Constitution Drive.</li> <li>Provision of two outbound lanes on Chilco Street exiting the Project site.</li> </ul> <p>With these improvements, this impact would be reduced to a less-than-significant level.</p>	<p>Submit complete plans to construct intersection improvements to City.</p> <p>Construct improvements.</p>	<p>effective date of the DA.</p> <p>Within 180 days of the effective date of the DA.</p> <p>Prior to occupancy of Building 22.</p>	<p>Project Sponsor</p> <p>Project Sponsor</p>	<p>PW</p> <p>PW</p>
<p><i>g. University Avenue &amp; Adams Drive (#47)</i></p> <p>The impact under background plus-Project conditions would be significant and unavoidable. Installation of a traffic signal at this location would be recommended under 2040 cumulative conditions with the proposed General Plan. Therefore, if the proposed General Plan is adopted, this impact could be mitigated to less-than-significant levels (see Mitigation Measure TRA-13.1).</p>	<p>Implement Mitigation Measure TRA-13.1</p>	<p>See below</p>	<p>See below</p>	<p>See below</p>
<p><i>h. Jefferson Drive &amp; Constitution Drive (#50)</i></p> <p>Because this impact would be limited to affecting a side-street driveway that serves just 15 vehicle trips during the p.m. peak hour, this impact would be less than significant, and no mitigation is required.</p>	<p>N/A</p>	<p>N/A</p>	<p>N/A</p>	<p>N/A</p>
<p><i>i. University Avenue &amp; US 101 Southbound Ramps (#56)</i></p> <p>With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.</p>	<p>Implement Mitigation Measure TRA-1.2.</p>	<p>See below</p>	<p>See below</p>	<p>See below</p>
<p><i>j. University Avenue &amp; Woodland Avenue (#57)</i></p> <p>With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.</p>	<p>Implement Mitigation Measure TRA-1.2.</p>	<p>See below</p>	<p>See below</p>	<p>See below</p>
<p><i>k. Chilco Street &amp; Hamilton Avenue (#60)</i></p>	<p>Implement</p>	<p>See below</p>	<p>See below</p>	<p>See below</p>



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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
Mitigation Measures TRA-1.2, TRA-3.1, and TRA-3.2 would reduce this impact, but not to a less-than-significant level. This impact would remain significant and unavoidable.	Mitigation Measure TRA-1.2, TRA-3.1, and TRA-3.2.			
<p><i>l. Bayfront Expressway &amp; Facebook Building 20 Entrance (#65)</i></p> <p>The impact would be reduced to less-than-significant levels by providing a two-lane westbound left-turn pocket at the adjacent intersection of Bayfront Expressway and the Building 21 entrance. However, the right-of-way along Bayfront Expressway is constrained by the wetlands located adjacent to the roadway; therefore, this mitigation measure may not be feasible. Alternatively, the Project Sponsor shall be required to conduct a micro-simulation evaluation as part of the proposal to install a new traffic signal at the proposed entrance to Building 21 and ensure that queues do not extend onto the Bayfront Expressway at the Building 20 or 21 intersections (see Mitigation Measure TRA-1.1m, below). The intersection is under the jurisdiction of Caltrans; therefore, the City cannot guarantee that this improvement would be implemented.</p> <p>Mitigation Measure TRA-1.2 (described below) would reduce net Project vehicle trip generation during both peak hours, but the increase in eastbound traffic on Bayfront Expressway between Chilco Street and Willow Road would still be anticipated to result in a significant impact at this intersection. Therefore, the impact would remain significant and unavoidable.</p>	Prepare microsimulation evaluation and submit to City for review. Prepare concept plan and cost estimate of proposed improvements.	Within 90 days of the effective date of the Development Agreement (DA).	Project Sponsor	City of Menlo Park Public Works Department (PW)
	Provide bond for improvements.	Within 180 days of the effective date of the DA.	Project Sponsor	PW
	Submit microsimulation evaluation to Caltrans as part of proposal to install new traffic signal at Building 21.	Within 60 days of City approval of evaluation and plans.	Project Sponsor	PW, Caltrans
	Construct improvements.	Within 180 days of Caltrans approval	Project Sponsor	PW, Caltrans

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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
	Implement Mitigation Measures TRA-3.1 and TRA-1.2.	See below	See below	See below
<p><i>m. Bayfront Expressway &amp; Proposed Building 21 Entrance (#66)</i> The proposed mitigation is the provision of a two-lane left-turn pocket for northbound vehicles that would enter Building 21 from Bayfront Expressway. However, the right-of-way along Bayfront Expressway is constrained by the wetlands located adjacent to the roadway; therefore, this mitigation measure may not be feasible. Alternatively, the Project Sponsor shall be required to conduct a micro-simulation evaluation as part of the proposal to install a new traffic signal at this location and ensure that queues do not extend onto Bayfront Expressway at either intersection (see Mitigation Measure TRA-1.1l, above) while maintaining an acceptable intersection LOS of D or better. With the proposed mitigation, if feasible, the impact would be less than significant during the a.m. peak hour.</p> <p>During the p.m. peak hour, implementation of Mitigation Measure TRA-1.2 would reduce the impact to less than significant levels. Because the feasibility of the a.m. peak-hour mitigation described above has not yet been confirmed, the impact would remain significant and unavoidable.</p>	Implement Mitigation Measures TRA-1.1l and TRA-1.2.	See above (TRA-1.1l) and below (TRA-1.2)	See above (TRA-1.1l) and below (TRA-1.2)	See above (TRA-1.1l) and below (TRA-1.2)
<p><i>TRA-1.2: Reduce the Peak-Hour Share of Vehicle Trips Allowable under the Trip Cap, for both the Project Site and Buildings 10-19 to no more than 50 Percent of Allowable Vehicle Trips During each 2-Hour Peak Commute Period.</i> The proposed mitigation would reduce the maximum number of allowable peak-hour vehicle trips to no more than 50 percent of the 2-hour peak-period vehicle trip cap for both the Project site and Buildings 10-19.</p>	Implement the trip cap monitoring and enforcement policy that applies to the Project.	Prior to occupancy of Building 21.	Project Sponsor	PW
	Amend the CDP	Prior to	Project Sponsor	PW



FACEBOOK CAMPUS EXPANSION PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
	and DA for Buildings 10-19 (also known as East Campus) to implement this measure.	occupancy of Building 21.		
<b>IMPACT BEING ADDRESSED: Impacts on Routes of Regional Significance under Background Plus Project Conditions. Some Routes of Regional Significance would operate at or below their LOS threshold with the addition of Project trips, and Project traffic would exceed the allowable 1 percent threshold resulting in significant and unavoidable impacts. (TRA-2)</b>				
Implement Mitigation Measure TRA-1.2, plus: <i>TRA-2.1: Implement Improvements to Routes of Regional Significance to Address Background Plus-Project Effects.</i> Providing additional travel lanes would increase segment capacity but would not be feasible on all segments given available right-of-way widths and both downstream and downstream capacity limitations on facilities such as US 101 and the Dumbarton Bridge. In addition, the routes are under the control of Caltrans and the City cannot guarantee mitigation. Therefore, these impacts would remain significant and unavoidable.	N/A	N/A	N/A	N/A
<b>IMPACT BEING ADDRESSED: Increase in Daily Traffic Volumes on Roadway Segments Under Background Plus-Project Conditions. Increases in daily traffic associated with the Project under near term plus-Project Conditions would result in increased ADT volumes on Project area roadway segments, resulting in significant and unavoidable impacts. (TRA-3)</b>				
<i>TRA-3.1: Provide Measures to Reduce Cut-Through Traffic in the Belle Haven Neighborhood via Chilco Street (South of the Dumbarton Rail Corridor), Newbridge Street, and Ivy Drive.</i> The Project Sponsor shall provide measures to prevent cut-through traffic, which could include prohibiting left-turns exiting the Project site via Chilco Street during the p.m. peak period. The provision of physical traffic calming measures could also be included, where such measures would not affect emergency access and/or transit service, subject to community and City approval. Because community members and other potentially affected stakeholders may be affected by such improvements, the Project Sponsor shall fund a Neighborhood Traffic Plan to identify appropriate measures for reducing	Coordinate with the City and local stakeholders to fund, develop and implement a Neighborhood Traffic Plan.	Funding provided within 90 days of effective date of DA.  Develop plan within 180 days of effective date of DA.	Project Sponsor	PW

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Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
cut-through traffic.		Implement measures prior to occupancy of Building 22.		
TRA-3.2: Provide Multi-Modal improvements on study segments that would be potentially impacted by increased ADT. The Project Sponsor shall provide measures to improve mobility options via walking, bicycling, and transit, consistent with the City's complete streets goals, as described in Mitigation Measures TRA-4.1 and TRA-5.1.	Implement Mitigation Measures TRA-4.1 and TRA-5.1	See below	See below	See below
<p><b>IMPACT BEING ADDRESSED: Pedestrian Connections Under Background Plus-Project Conditions. The Project would result in a lack of adequate pedestrian connections to the area circulation system under background plus-Project conditions, resulting in a potentially significant impact. (TRA-4)</b></p>				
<p>TRA-4.1: Provide External Pedestrian Connections to the Area Circulation System and Adjacent Land Uses.</p> <p>a. Constitution Drive</p> <p>The Project Sponsor shall construct sidewalks along one side of Constitution Drive between Chilco Street and Chrysler Drive and pedestrian crosswalks and curb ramps at Chilco Street &amp; Constitution Drive and Jefferson Drive &amp; Constitution Drive.</p>	Prepare conceptual plan and cost estimate.	Within 90 days of the effective date of the Development Agreement (DA).	Project Sponsor	PW
	Provide bond for improvements.	Within 180 days of the effective date of the DA.	Project Sponsor	PW
	Submit complete plans to construct intersection improvements to City.	Within 180 days of the effective date of the DA.	Project Sponsor	PW
	Construct		Project Sponsor	PW



<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b></p> <p align="center"><b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
	improvements.	Prior to occupancy of Building 21.		
<p><b>IMPACT BEING ADDRESSED:</b> <i>Bicycle Connections Under Background Plus-Project Conditions. The Project would result in a lack of adequate bicycle connections to the area circulation system under background plus-Project conditions, resulting in potentially significant impacts. (TRA-5)</i></p>				
<i>TRA-5.1: Provide bicycle connections to the area circulation system and adjacent land uses.</i>	See below	See below	See below	See below
<p><i>a. Hamilton Avenue</i></p> <p>The Project Sponsor shall install bicycle boulevard treatments on Hamilton Avenue between Chilco Street and the pedestrian/bicycle overcrossing of US 101, including stop-sign modifications, lane markings, signage, and wayfinding elements.</p>	<p>Prepare conceptual plan and cost estimate.</p> <p>Provide bond for improvements.</p> <p>Submit complete plans to construct intersection improvements to City.</p> <p>Construct improvements.</p>	<p>Within 90 days of the effective date of the Development Agreement (DA).</p> <p>Within 180 days of the effective date of the DA.</p> <p>Within 180 days of the effective date of the DA.</p> <p>Prior to occupancy of Building 22.</p>	<p>Project Sponsor</p> <p>Project Sponsor</p> <p>Project Sponsor</p> <p>Project Sponsor</p>	<p>PW</p> <p>PW</p> <p>PW</p> <p>PW</p>
<i>b. Northbound Access to the Project Site for Bicyclists</i>	Prepare	Within 90 days	Project Sponsor	PW

<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b></p> <p align="center"><b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>The Project Sponsor shall provide facilities for northbound bicyclists to cross Willow Road and access the Project site, thereby minimizing vehicle/bicycle conflicts. Such facilities may include a two-stage left-turn queue box, or similar improvements, to accommodate northbound left-turn movements for bicyclists at the Willow Road/Hamilton Drive intersection from the curbside bicycle lane, in conjunction with a Class I pathway or similar improvements for northbound bicyclists to the travel on the west side of Willow Road between Hamilton Avenue and the Project site.</p>	conceptual plan and cost estimate.	of the effective date of the Development Agreement (DA).		
	Provide bond for improvements.	Within 180 days of the effective date of the DA.	Project Sponsor	PW
	Submit complete plans to construction intersection improvements to City.	Within 180 days of the effective date of the DA.	Project Sponsor	PW
	Complete and submit application to Caltrans.	Within 30 days of City approval of plans.	Project Sponsor	PW, Caltrans
	Construct improvements.	Prior to occupancy of Building 22.	Project Sponsor	PW, Caltrans
<p><b><i>IMPACT BEING ADDRESSED: Pedestrian and/or Bicycle/Vehicle Conflicts. The Project design would cause increased potential for pedestrian and/or bicycle/vehicle conflicts, resulting in potentially significant impacts. (TRA-6)</i></b></p>				
<p><i>TRA-6.1: Refine the Project Design to Minimize Conflicting Movements between Bicycles, Pedestrians, and Other Travel Modes within the Project Site. The Project Sponsor shall work to minimize conflicts to the satisfaction of the transportation manager prior to approval of the site</i></p>	Refine the Project site plan to satisfaction of City's	Prior to issuance of building permit for first	Project Sponsor	PW



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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
plan for construction.	Transportation Manager	phase of Building 21		
<p><b><i>IMPACT BEING ADDRESSED: Peak-Hour Traffic Impacts at Intersections Under Cumulative 2040 Existing General Plan Plus-Project Conditions. Increases in peak-hour vehicle traffic associated with the Project would result in increased delays during AM and PM peak hours causing significant and unavoidable impacts on the operation of study intersections under Cumulative 2040 Conditions with the Existing General Plan. (TRA-10)</i></b></p>				
<i>TRA-10.1: Provide Increased Traffic Capacity under Cumulative 2040 Existing General Plan plus-Project Conditions.</i>	See below	See below	See below	See below
<p><i>a. Sand Hill Road and I-280 Northbound Off-Ramp (#1)</i></p> <p>With implementation of Mitigation Measure TRA-1.2, this cumulative impact would be reduced to a less-than-significant level.</p>	Implement Mitigation Measure TRA-1.2.	See above	See above	See above
<p><i>b. El Camino Real &amp; Glenwood Avenue (#25)</i></p> <p>The provision of a dedicated right-turn lane on Glenwood Avenue, where it approaches El Camino Real, is identified in the City's TIF program. The Project Sponsor's payment of the TIF shall partially mitigate this impact. The provision of one additional through lane on Glenwood Avenue would be needed to improve LOS to an acceptable LOS of D and fully mitigate this impact. However, the provision of an additional through lane is not feasible given the right-of-way constraints. Therefore, this impact would be considered significant and unavoidable under cumulative 2040 existing General Plan plus-Project conditions.</p>	Pay the TIF identified in the City's TIF program.	Prior to issuance of building permit for first phase of each building.	Project Sponsor	PW
<p><i>c. El Camino Real &amp; Ravenswood Avenue-Menlo Avenue (#28)</i></p> <p>Potential mitigation would be to provide a right-turn pocket on Menlo Avenue, where it approaches El Camino Real, and a third through lane on El Camino Real in both the northbound and southbound directions. These measures are identified in the City's TIF program. The Project Sponsor's payment of the TIF shall mitigate this impact. With implementation of this mitigation measure, the intersection would operate acceptably, and the impact would be reduced to a less-than-significant level.</p>	Pay the TIF identified in the City's TIF program.	Prior to issuance of building permit for first phase of each building.	Project Sponsor	PW
<p><i>d. Willow Road &amp; Hamilton Avenue (#36)</i></p> <p>The Project impact was identified under background plus-Project</p>	Implement	See above	See above	See above

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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
conditions (see TRA-1.1b). No additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	TRA-1.1b.			
<i>e. Bayfront Expressway &amp; Willow Road (#37)</i> The Project impact was identified under background plus-Project conditions. As discussed in Mitigation Measure TRA-1.1c, no additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	Implement TRA-1.1c.	See above	See above	See above
<i>f. Bayfront Expressway &amp; University Avenue (#38)</i> The Project impact was identified under background plus-Project conditions. As discussed in Mitigation Measure TRA-1.1d, no additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	Implement TRA-1.1d.	See above	See above	See above
<i>g. Chilco Street &amp; Constitution Drive (#45)</i> This impact, identified under background plus-Project conditions, pertains to the design of the Project entrance, as described above in Mitigation Measure TRA-1.1f. With implementation of this mitigation measure, the intersection would operate acceptably, and this impact would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.1f.	See above	See above	See above
<i>h. Chrysler Drive &amp; Constitution Drive (#46)</i> With implementation of Mitigation Measure TRA-1.2, the cumulative impact at this location would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.2.	See above	See above	See above
<i>i. University Avenue &amp; Adams Drive (#47)</i> The Project impact under cumulative 2040 existing General Plan plus-Project conditions would remain significant and unavoidable. Installation of a traffic signal at this location would be recommended under 2040 cumulative conditions with the proposed General Plan. Therefore, if the proposed General Plan is adopted, this impact could be mitigated to a less-than-significant level (see Mitigation Measure TRA-13.1i).	Implement Mitigation Measure TRA-13.1	See below	See below	See below
<i>j. University Avenue &amp; Bay Road (#51)</i>	Implement	See above	See above	See above



<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.	Mitigation Measure TRA-1.2.			
<i>k. University Avenue &amp; Donohoe Street (#54)</i> With implementation of Mitigation Measure TRA-1.2, this impact would be reduced, but the increase in delay would remain significant and unavoidable.	Implement Mitigation Measure TRA-1.2.	See above	See above	See above
<i>l. University Avenue &amp; US 101 Southbound Ramps (#56)</i> With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.2.	See above	See above	See above
<i>m. University Avenue &amp; Woodland Avenue (#57)</i> With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.2.	See above	See above	See above
<i>n. Chilco Street &amp; Hamilton Avenue (#60)</i> The Project impact was identified under background plus-Project conditions (see TRA-1.1k). No additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	Implement TRA-1.1k.	See above	See above	See above
<i>o. Bayfront Expressway &amp; Facebook Building 20 Entrance (#65)</i> The Project impact was identified under background plus-Project conditions (see TRA-1.1l). No additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	Implement TRA-1.1l.	See above	See above	See above
<i>p. Bayfront Expressway &amp; Proposed Building 21 Entrance (#66)</i> The Project impact was identified under background plus-Project conditions (see TRA-1.1m). No additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	Implement TRA-1.1m.	See above	See above	See above

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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p><b><i>IMPACT BEING ADDRESSED: Impacts on Routes of Regional Significance Under Cumulative 2040 Existing General Plan Plus Project Conditions. Some Routes of Regional Significance would operate at or below their LOS threshold with the addition of Project trips, and Project traffic would exceed the allowable 1 percent threshold, resulting in significant and unavoidable impacts. (TRA-11)</i></b></p>				
Implement Mitigation Measure TRA-2.1.	See above	See above	See above	See above
<p><b><i>IMPACT BEING ADDRESSED: Increase in Daily Traffic Volumes on Roadway Segments under Cumulative 2040 Existing General Plan Plus-Project Conditions. Increases in daily traffic under existing General Plan plus-Project conditions would result in increased ADT volumes on Project area roadway segments, resulting in significant and unavoidable impacts. (TRA-12)</i></b></p>				
Implement Mitigation Measures TRA-3.1 and TRA-3.2.	See above	See above	See above	See above
<p><b><i>IMPACT BEING ADDRESSED: Peak-Hour Traffic Impacts at Intersections Under Cumulative 2040 Proposed General Plan Conditions. Increases in peak-hour vehicle traffic associated with the Project would contribute to increased delays during the a.m. and p.m. peak hours in 2040 under the proposed General Plan (ConnectMenlo), causing a significant and unavoidable impact on the operation of study intersections. (TRA-13)</i></b></p>				
TRA-13.1: Increase Traffic Capacity under Cumulative 2040 Proposed General Plan Conditions.	See below	See below	See below	See below
<p><i>a. Sand Hill Road &amp; I-280 Northbound Off-ramp (#1)</i></p> <p>With implementation of Mitigation Measure TRA-1.2, this potential cumulative impact would be reduced to a less-than-significant level.</p>	Implement Mitigation Measure TRA-1.2.	See above	See above	See above
<p><i>b. El Camino Real &amp; Ravenswood Avenue-Menlo Avenue (#28)</i></p> <p>With implementation of Mitigation Measure TRA-10.1c, this potential cumulative impact would be reduced to a less-than-significant level.</p>	Implement Mitigation Measure TRA-10.1c.	See above	See above	See above
<p><i>c. Willow Road &amp; Hamilton Avenue (#36)</i></p> <p>The Project impact was identified under background plus-Project conditions (see TRA-1.1b). No additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.</p>	Implement Mitigation Measure TRA-1.1b.	See above	See above	See above
<p><i>d. Bayfront Expressway &amp; Willow Road (#37)</i></p> <p>The Project impact was identified under background plus-Project conditions. As discussed in Mitigation Measure TRA-1.1c, no additional</p>	Implement Mitigation Measure	See above	See above	See above



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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	TRA-1.1c.			
<i>e. Bayfront Expressway &amp; University Avenue (#38)</i> The Project impact was identified under background plus-Project conditions. As discussed in Mitigation Measure TRA-1.1d, no additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.	Implement Mitigation Measure TRA-1.1d.	See above	See above	See above
<i>f. Chilco Street &amp; Constitution Drive (#45)</i> This impact, identified under background plus-Project conditions, pertains to the design of the Project entrance, as described above in Mitigation Measure TRA-1.1f. With implementation of this mitigation measure, the intersection would operate acceptably, and this impact would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.1f.	See above	See above	See above
<i>g. Chrysler Drive &amp; Constitution Drive (#46)</i> With implementation of Mitigation Measure TRA-1.2, the cumulative impact at this location would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.2.	See above	See above	See above
<i>h. University Avenue &amp; Adams Drive (#47)</i> Signalization of this intersection should be included in the City's TIF program. The Project Sponsor's payment of the TIF shall mitigate this impact, and the impact would be less than significant.	Pay the TIF identified in the City's TIF program.	Prior to issuance of building permit for first phase of Building 21	Project Sponsor	PW
<i>i. University Avenue &amp; Bay Road (#51)</i> With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.	Implement Mitigation Measure TRA-1.2	See above	See above	See above
<i>j. University Avenue &amp; Donohoe Street (#54)</i> With implementation of Mitigation Measure TRA-1.2, this impact would be reduced, but the increase in delay would remain significant and unavoidable.	Implement Mitigation Measure TRA-1.2	See above	See above	See above
<i>k. University Avenue &amp; US 101 Southbound Ramps (#56)</i>	Implement	See above	See above	See above

<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
With implementation of Mitigation Measure TRA-1.2, this impact would be reduced to a less-than-significant level.	Mitigation Measure TRA-1.2			
<p><i>l. Chilco Street &amp; Hamilton Avenue (#60)</i></p> <p>The Project impact was identified under background plus-Project conditions and cumulative 2040 existing General Plan plus-Project conditions (see Mitigation Measure TRA-1.1k). This impact would remain significant and unavoidable.</p>	Implement TRA-1.1k.	See above	See above	See above
<p><i>m. Bayfront Expressway &amp; Facebook Building 20 Entrance (#65)</i></p> <p>The Project impact was identified under background plus-Project conditions and cumulative 2040 existing General Plan plus-Project conditions (see Mitigation Measure TRA-1.1l). No additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.</p>	Implement TRA-1.1l.	See above	See above	See above
<p><i>n. Bayfront Expressway &amp; Proposed Building 21 Entrance (#66)</i></p> <p>The Project impact was identified under background plus-Project conditions and cumulative 2040 existing General Plan plus-Project conditions (see Mitigation Measure TRA-1.1m). No additional feasible mitigation measures were identified to reduce this impact, which would remain significant and unavoidable.</p>	Implement TRA-1.1m.	See above	See above	See above
<p><b><i>IMPACT BEING ADDRESSED: Impacts on Routes of Regional Significance Under Cumulative 2040 Proposed General Plan Conditions. Some Routes of Regional Significance would operate at or below their LOS threshold with the addition of Project trips. However, Project traffic would exceed the allowable 1 percent threshold, resulting in significant and unavoidable impacts. (TRA-14)</i></b></p>				
Implement Mitigation Measure TRA-2.1.	See above	See above	See above	See above
<p><b><i>IMPACT BEING ADDRESSED: Increase in Daily Traffic Volumes on Roadway Segments Under Cumulative 2040 Proposed General Plan Conditions. Increases in daily traffic associated with the Project under Cumulative 2040 Proposed General Plan Conditions would result in increased ADT volumes on Project area roadway segments resulting in significant and unavoidable impacts. (TRA-15)</i></b></p>				
Implement Mitigation Measure TRA-3.1 and TRA-3.2.	See above	See above	See above	See above
<b>AIR QUALITY</b>				
<p><b><i>IMPACT BEING ADDRESSED: Construction Criteria Air Pollutant Emissions. Construction activities at the Project site could result in the</i></b></p>				



<b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<b><i>generation of regional criteria pollutant emissions during construction in excess of BAAQMD thresholds. (AQ-2a)</i></b>				
<p><b>AQ-2.1: Implement BAAQMD Basic Construction Mitigation Measures to Reduce Construction-Related Dust.</b> The Project Sponsor shall require all construction contractors to implement the basic construction mitigation measures recommended by BAAQMD to reduce fugitive dust emissions. Emission reduction measures shall include, at a minimum, the following measures. Additional measures may be identified by BAAQMD or contractor as appropriate.</p> <ul style="list-style-type: none"> <li>• All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day. Recycled water, to be purchased through advance arrangement with the City of Redwood City or the City of Palo Alto, shall be used to water all exposed surfaces.</li> <li>• All haul trucks transporting soil, sand, or other loose material offsite shall be covered.</li> <li>• All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.</li> <li>• All vehicle speeds on unpaved roads shall be limited to 15 mph.</li> <li>• All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.</li> <li>• A publicly visible sign shall be posted with the telephone number and name of the person to contact at the lead agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. BAAQMD's phone number shall also be visible to ensure compliance with applicable regulations.</li> </ul>	Implement the basic construction mitigation measures recommended by BAAQMD to reduce fugitive dust emissions.	During construction	Project Sponsor and Project Contractor(s)	PW / CDD
<b><i>IMPACT BEING ADDRESSED: Operational Criteria Air Pollutant Emissions. Operational activities at the Project site could result in the generation of regional criteria pollutant emissions during operation in excess of BAAQMD thresholds. (AQ-2b)</i></b>				
<b>AQ-2.2: Offset NO<sub>x</sub> Emissions Generated during Project Operation that are above the BAAQMD NO<sub>x</sub> Average Daily Emission Threshold.</b> The Project	Develop offsite NO <sub>x</sub> mitigation	Prior to occupancy of	Project Sponsor	PW / CDD

<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b></p> <p align="center"><b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>Sponsor shall, prior to occupancy of the first building within the Project, enter into an agreement with the City to develop an alternative or complementary offsite mitigation program to offset operational NO<sub>x</sub> emissions to the level established by the BAAQMD thresholds for the years in which the Project's emissions exceed the BAAQMD threshold. The offsite mitigation program shall require Project Sponsor to provide a one-time payment to the City to establish a program to fund emission reduction projects through grants and similar mechanisms within the City of Menlo Park. The amount of such payment shall be calculated based on then-current BAAQMD Carl Moyer Program cost-effectiveness limit multiplied by the emissions that exceed BAAQMD's average daily threshold for each year that emissions exceed the threshold plus a five percent administrative fee to fund procurement of offsite emission reductions for the Project's projected operational emissions.</p> <p>Potential projects shall be limited to those which will reduce emissions for each year in which the project's emissions exceed the BAAQMD threshold through the end of 2025, which is when the Project's operational emissions are projected to be below the average daily thresholds, including, but not limited to, the following:</p> <ul style="list-style-type: none"> <li>• Alternative fuel, low-emission school buses, transit buses, and other vehicles.</li> <li>• Diesel engine retrofits and repowers.</li> <li>• Bike Sharing Programs.</li> <li>• Electric vehicle charging stations and plug-ins.</li> </ul> <p>All offsite reductions must be quantifiable, verifiable, and enforceable. The Project Sponsor shall engage a qualified air quality expert to coordinate with the City to identify a list of potential projects eligible for funding. Emission reduction projects shall be funded so that the Project's emissions are reduced each year until the end of 2025. The air quality expert retained by the Project Sponsor shall provide a report within one year of occupancy of the first building within the Project identifying the projects that were funded and associated NO<sub>x</sub> emissions expected to be realized for each year out until the end of 2025. Annual reporting of the</p>	<p>program and provide a one-time payment to the City to establish a program to fund emission reduction projects.</p>	<p>Building 21..</p>		



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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>implementation of emissions reduction projects shall be required until the Project's emissions are less than the BAAQMD threshold without the offsets.</p> <p>If a sufficient number of emissions reduction projects are not identified to meet the required performance standards in the City of Menlo Park, Project Sponsor shall consult with a qualified air quality expert to ensure conformity is met through some other means of achieving the performance standard of achieving net zero operational emissions in excess of BAAQMD's average daily thresholds through 2025, including (but not limited to) payment of a one-time mitigation offset fee to BAAQMD's Strategic Incentives Division plus a five percent administrative fee to fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin. Reporting for any emissions reduction projects outside the City shall be completed on the same schedule as indicated above for emission reduction projects in the City.</p> <p>If annual reports indicate that emission reductions do not adequately reduce project emissions to a level below the BAAQMD threshold for any year, then a penalty of 200 percent shall be imposed that will require the Project Sponsor to obtain an additional year of offsets based on the amount of emissions by which the Project's emissions exceed the BAAQMD threshold for the next following year (e.g., if the 2019 emissions exceed the threshold by five tons, then 10 tons of emissions must be provided by 2020).</p>				
<p><b><i>IMPACT BEING ADDRESSED: Result in a Cumulatively Considerable Net Increase of any Criteria Pollutant for which the Project Region is Nonattainment. The Project could result in the generation of criteria pollutant emissions that would result in a cumulatively considerable net increase. (AQ-3)</i></b></p>				
Implement Mitigation Measures AQ-2.1 and AQ-2.2	See above	See above	See above	See above
<p><b><i>IMPACT BEING ADDRESSED: Exposure of Existing Sensitive Receptors to Substantial Pollutant Concentrations During Construction. The Project would expose existing sensitive receptors to substantial pollutant concentrations during construction. (AQ-4a)</i></b></p>				
Implement Mitigation Measure AQ-2.1	See above	See above	See above	See above
<p><b><i>IMPACT BEING ADDRESSED: Cumulative Criteria Pollutants during Operation. Operational activities associated with the Project could</i></b></p>				

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Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<i>generate substantial ROG, NO<sub>x</sub>, and PM<sub>10</sub> emissions in excess of BAAQMD thresholds. (C-AQ-2b)</i>				
Implement Mitigation Measure AQ-2.2	See above	See above	See above	See above
<b>GREENHOUSE GAS EMISSIONS</b>				
<b><i>IMPACT BEING ADDRESSED: Greenhouse Gas Emissions. The Project would not generate GHG emissions, either directly or indirectly, that would have a significant impact on the environment. (GHG-1)</i></b>				
<i>GHG-1.1: Implement BAAQMD Best Management Practices for Construction.</i> The Project Sponsor shall require all construction contractors to implement the BMPs recommended by BAAQMD to reduce GHG emissions. Emissions reduction measures shall include, at a minimum, the use of local building materials (at least 10 percent), the recycling and reuse of at least 50 percent of construction waste or demolition material, and the use of alternative-fuel vehicles for construction vehicles/equipment (at least 15 percent of the fleet).	Implement the BMPs recommended by the BAAQMD to reduce GHG emissions.	During construction	Project Sponsor and Contractor(s)	PW / CDD
<b>NOISE</b>				
<b><i>IMPACT BEING ADDRESSED: Exposure to Excessive Noise Levels. The Project could expose persons to or generate noise levels in excess of standards established in the General Plan, noise ordinance or applicable standards of other agencies. (NOI-1)</i></b>				
<i>NOI-1.1: Implement Noise Control Measures to Reduce Construction Noise during Project Construction.</i> The Project Sponsor shall submit a Construction Noise Plan for review and approval by the Planning and Building Divisions prior to the issuance of the demolition permit. The Project Sponsor shall comply with construction noise limits specified in Section 8.06 of the City of Menlo Park Municipal Code by implementing measures during demolition and construction of the Project. These measures may include, but are not limited to: <ul style="list-style-type: none"> <li>To the extent feasible, schedule the noisiest construction activities, such as demolition and grading activities, during times that would have the least impact on nearby residential and other receptors. This could include restricting construction activities in the areas of potential impact to the early and late hours of the workday, such as from 8:00 a.m. to 10:00 a.m. or 4:00 p.m. to 6:00 p.m., Monday through</li> </ul>	Submit a Construction Noise Plan. Implement noise control measures to reduce construction noise during construction.	Submit Plan prior to the issuance building permit for first phase of each building. Implement Plan during construction	Project Sponsor and Contractor(s)	CDD



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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>Friday.</p> <ul style="list-style-type: none"> <li>• Use best available noise control techniques (e.g., improved mufflers, equipment redesign, intake silencers, ducts, engine enclosures, acoustically attenuating shields or shrouds) on equipment and trucks used for Project construction wherever feasible.</li> <li>• Use hydraulically or electrically powered impact tools (e.g., pile drivers, jack hammers, pavement breakers, rock drills) used for Project construction wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where use of pneumatic tools is unavoidable, use an exhaust muffler on the compressed air exhaust; this muffler can lower noise levels from the exhaust by up to about 10 dBA. Use external jackets on the tools themselves where feasible. This could achieve a reduction of 5 dBA. Use quieter equipment, such as drills, rather than impact equipment whenever feasible.</li> <li>• Use "quiet" gasoline-powered compressors or electric compressors, and use electric rather than gasoline- or diesel-powered forklifts for small lifting to the extent feasible.</li> <li>• Locate stationary noise sources, such as temporary generators, as far from nearby receptors as possible; such sources shall be muffled and enclosed within temporary enclosures and shielded by barriers or other measures to the extent feasible.</li> <li>• Install temporary noise barriers (generally approximately 8 feet in height) around construction areas adjacent to sensitive receptors to reduce construction noise from equipment to acceptable levels. Specifically, the noise barriers shall reduce noise levels during the hours of 8:00 a.m. to 6:00 p.m. on weekdays to 85 dBA at a distance of 50 feet from the construction equipment. In addition, the noise barriers shall reduce overall construction noise to less than 60 dBA Leq, as measured at the applicable property lines of adjacent uses, during the hours of 7:00 a.m. to 8:00 a.m. and 6:00 p.m. to 10:00 p.m. weekdays and 7:00 a.m. to 10:00 p.m. on Saturdays. The noise barriers shall be installed unless an acoustical engineer submits documentation</li> </ul>				

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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>that confirms that barriers are not necessary to achieve these attenuation levels or provides specific locations and heights to achieve the required attenuation.</p> <ul style="list-style-type: none"> <li>Prohibit trucks from idling along streets serving the construction site.</li> <li>Prior to any pile-driving activities, notify all surrounding property owners and occupants within 300 feet of the Project site, informing them of the estimated start date and duration.</li> <li>Implement "quiet" pile-driving technology (e.g., vibratory pile driving or pre-drilled pile holes) where feasible, in consideration of geotechnical and structural requirements and conditions.</li> <li>Monitor the effectiveness of noise attenuation measures by taking noise measurements during pile-driving activities to ensure compliance with the 85 dBA standard at 50 feet for construction equipment and during general construction occurring during non-exempted daytime hours to ensure compliance with the 60 dBA Leq daytime standard.</li> </ul>				
<p><i>NOI-1.2: Implement Noise Control Measures to Reduce HVAC Noise during Project Operation.</i> The Project Sponsor shall design the Project HVAC system to limit noise to the applicable standard at the property line of nearby noise-sensitive receptors. Measures that can implemented to achieve this include, but are not limited to:</p> <ul style="list-style-type: none"> <li>Maximize the distance between HVAC systems and nearby sensitive receptors,</li> <li>Provide enclosures around the HVAC units,</li> <li>Incorporate local barriers around equipment, and</li> <li>Utilize mufflers or silencers on HVAC systems.</li> </ul> <p>Prior to the issuance of building permits, the Project Sponsor shall prepare a report, identifying measures that will be implemented to ensure that exterior HVAC noise levels will comply with the following noise limits:</p> <ul style="list-style-type: none"> <li>The 60 dBA Leq daytime and 50 dBA Leq nighttime noise standards for equipment located on the ground,</li> </ul>	<p>Design the Project HVAC system to limit noise to the applicable standard at the property line of nearby noise-sensitive receptors. Prepare a report documenting compliance.</p>	<p>Prior to the issuance of building permit for first phase of each building and document compliance prior to occupancy.</p>	<p>Project Sponsor</p>	<p>CDD</p>



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<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<ul style="list-style-type: none"> <li>The zoning ordinance limit of 50 dBA at a distance of 50 feet for roof-mounted equipment.</li> </ul>				
<p><i>NOI-1.3: Install Sound Enclosures around Emergency Generators.</i> The Project Sponsor shall reduce the sound level from the operating generators to a maximum sound level of less than the 60 dBA noise standard at nearby noise-sensitive land uses. Measures that could accomplish this standard include, but are not limited to:</p> <ul style="list-style-type: none"> <li>Installing sound enclosures around all emergency generators,</li> <li>Utilizing mufflers to reduce generator noise, and</li> <li>Utilizing equipment that meets this standard.</li> </ul> <p>Prior to the issuance of building permits, the Project Sponsor shall prepare a report, identifying measures that shall be implemented to ensure that exterior noise levels from emergency generators comply with the 60 dBA Leq daytime/nighttime noise standards.</p>	Install sound enclosures for emergency generators and prepare a report identifying measures that shall be implemented	Prior to the issuance of building permit for first phase of each building; install sound enclosures of other measures to implement Report and document compliance prior occupancy.	Project Sponsor and Contractor(s)	CDD
<p><i>NOI-1.4: Limit Generator Testing to Daytime Hours.</i> The Project Sponsor shall limit generator testing to between the hours of 8:00 a.m. and 6:00 p.m.</p>	Limit generator testing to daytime hours.	Ongoing during occupancy	Project Sponsor	CDD
<p><i>NOI-1.5: Design Enclosures around Mechanical Equipment Associated with the Recycled Water System to Limit Exterior Noise.</i> The Project Sponsor shall design the recycled water system such that noise generated by mechanical equipment complies with the City noise standards of 60 dBA Leq (daytime) and 50 dBA Leq (nighttime) at nearby residences. Measures that could accomplish this include, but are not limited to:</p> <ul style="list-style-type: none"> <li>Designing equipment room enclosures, access doors, and other equipment room openings to limit noise that could be transmitted to the exterior</li> <li>Utilizing mufflers to limit blower noise</li> </ul> <p>Prior to the issuance of building permits, the Project Sponsor shall</p>	Design the recycled water system to comply with the City noise standards at nearby residences and prepare a report documenting compliance.	Prior to the issuance of building permit for first phase and document compliance prior to occupancy for each building.	Project Sponsor and Contractor(s)	CDD

FACEBOOK CAMPUS EXPANSION PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
prepare a report, identifying measures that shall be implemented to ensure that exterior noise levels from the recycled water system comply with the daytime and nighttime noise standards.				
<b>IMPACT BEING ADDRESSED: Substantial Permanent Increase in Ambient Noise Levels. The Project would result in a permanent increase in ambient noise levels in the Project vicinity, above levels existing without the Project. (NOI-3)</b>				
Implement Mitigation Measures NOI-1.2 through NOI-1.5	See above	See above	See above	See above
<b>IMPACT BEING ADDRESSED: Substantial Temporary or Periodic Increase in Ambient Noise Levels. The Project could result in a substantial temporary or periodic increase in ambient noise levels in the Project vicinity, above levels existing without the Project. (NOI-4)</b>				
Implement Mitigation Measure NOI-1.1	See above	See above	See above	See above
<b>IMPACT BEING ADDRESSED: Cumulative Exposure to Excessive Noise. The Project, in combination with other development within the city, could result in a substantial increase in exposure of persons to noise in excess of the standards established in the City General Plan or Municipal Code. The Project's contribution would be cumulatively significant. (C-NOI-1)</b>				
Implement Mitigation Measure NOI-1.1	See above	See above	See above	See above
<b>CULTURAL RESOURCES</b>				
<b>IMPACT BEING ADDRESSED: Impacts on Archaeological Resources. The Project has the potential to encounter and damage or destroy previously unknown subsurface archaeological resources during construction. (CUL-2)</b>				
<b>CUL-2.1: Perform Construction Monitoring, Evaluate Uncovered Archaeological Features, and Mitigate Potential Disturbance of Identified Significant Resources at the Project Site.</b> Prior to demolition, excavation, grading, or other construction-related activities on the Project site, the Project Sponsor shall hire a qualified professional archaeologist (i.e., one who meets the Secretary of the Interior's professional qualifications for archaeology or one under the supervision of such a professional) to monitor, to the extent determined necessary by the archaeologist, Project-related earth-disturbing activities (e.g., grading, excavation, trenching). In the event that any prehistoric or historic-period subsurface archaeological features or deposits, including locally darkened soil (midden), that could conceal cultural deposits, animal bone, obsidian, and/or mortar are discovered during demolition/construction-related earthmoving activities, all ground-disturbing activity within 100 feet of the discovery	Retain a qualified archeologist to monitor project-related earth-disturbing activities. Halt all ground-disturbing activity within 100 feet of any discovery of an archaeological feature.	Prior to issuance of a building permit for first phase of each building and during demolition, excavation, grading activities, and construction	Project Sponsor/ Qualified Archaeologist / and Native American representative	CDD



<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
shall be halted immediately, and the Planning and Building Divisions shall be notified within 24 hours. The City shall consult with the Project archaeologist to assess the significance of the find. Impacts on any significant resources shall be mitigated to a less-than-significant level through data recovery or other methods determined adequate by the City that are consistent with the Secretary of the Interior's Standards for Archaeological Documentation. If Native American archaeological, ethnographic, or spiritual resources are discovered, all identification and treatment of the resources shall be conducted by a qualified archaeologist and Native American representatives who are approved by the local Native American community as scholars of the cultural traditions. In the event that no such Native American is available, persons who represent tribal governments and/or organizations in the locale in which resources could be affected shall be consulted. When historic archaeological sites or historic architectural features are involved, all identification and treatment is to be carried out by historical archaeologists or architectural historians who meet the Secretary of the Interior's professional qualifications for archaeology and/or architectural history.				
<b>IMPACT BEING ADDRESSED: Impacts on Paleontological Resources. The Project could destroy a unique paleontological resource or site or unique geologic feature. (CUL-3)</b>				
<i>CUL-3.1: Conduct Protocol and Procedures for Encountering Paleontological Resources.</i> Prior to the start of any subsurface excavations that would extend beyond previously disturbed soils, all construction forepersons and field supervisors shall receive training by a qualified professional paleontologist, as defined by the SVP, who is experienced in teaching non-specialists to ensure they recognize fossil materials and follow proper notification procedures in the event any such materials are uncovered during construction. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who shall evaluate its significance. If a fossil is determined to be significant and avoidance is not feasible, the paleontologist shall develop and implement an excavation and salvage	Provide training by a qualified professional paleontologist to construction personnel.  If paleontological materials are discovered, an excavation and salvage plan shall be developed and	Prior to issuance of a building permit for first phase of each building and during demolition, excavation, grading activities, and construction	Project Sponsor/ Qualified Paleontologist	CDD

<b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
plan in accordance with SVP standards. Construction work in these areas shall be halted or diverted to allow recovery of fossil remains in a timely manner. Fossil remains collected during the monitoring and salvage portion of the mitigation program shall be cleaned, repaired, sorted, and cataloged. Prepared fossils, along with copies of all pertinent field notes, photos, and maps, shall then be deposited in a scientific institution with paleontological collections. A final Paleontological Mitigation Plan Report shall be prepared that outlines the results of the mitigation program. The City shall be responsible for ensuring that the monitor's recommendations regarding treatment and reporting are implemented.	construction in the affected area shall be halted.			
<b>IMPACT BEING ADDRESSED: Impacts on Human Remains. The Project has the potential to encounter or discover human remains during excavation or construction. (CUL-4)</b>				
<b>CUL-4.1: Comply with State Regulations Regarding the Discovery of Human Remains at the Project Site.</b> If human remains are discovered during any construction activities, all ground-disturbing activity within 50 feet of the remains shall be halted immediately, and the county coroner shall be notified immediately, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. Additionally, the Planning and Building Divisions shall be notified. If the remains are determined by the county coroner to be Native American, the NAHC shall be notified within 24 hours, and the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The Project Sponsor shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant, if any, identified by the NAHC. As necessary, the archaeologist may provide professional assistance to the Most Likely Descendant, including the excavation and removal of the human remains. The City of Menlo Park Community Development Department, Planning Division, shall be responsible for approval of recommended mitigation as it deems appropriate, taking account of the provisions of state law, as set forth in State CEQA Guidelines Section 15064.5(e) and Public Resources Code Section 5097.98. The applicant shall implement approved mitigation, to be	Halt ground-disturbing activities within 50 feet of discovered human remains if human remains are discovered during any construction activities. Notify the County Coroner. If remains are determined to be Native American, NAHC guidelines shall be followed and a qualified archaeologist shall determine	During construction	Project Sponsor/ Qualified Archeologist	CDD



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Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
verified by the Planning Division, before the resumption of ground-disturbing activities within 50 feet of where the remains were discovered.	the Most Likely Descendant.			
<b>BIOLOGICAL RESOURCES</b>				
<b><i>IMPACT BEING ADDRESSED: Indirect Impacts on Special-Status Species. The Project could result in increased predation of special-status bird and mammal species that inhabit nearby saltwater and brackish water marshes in the Don Edwards National Wildlife Refuge. (BIO-2)</i></b>				
<p><i>BIO-2.1: Install Bird Perching Deterrents on All New Buildings and Other Elevated Structures, Including the Bicycle/Pedestrian Bridge.</i> The Project Sponsor shall implement the following measures to protect special-status species from increased predation on the Project site:</p> <ul style="list-style-type: none"> <li>For all new buildings constructed on the Project site, as well as the bicycle/pedestrian bridge and northern bridge approaches, the Project Sponsor shall install bird deterrents along suitable perching sites to deter avian predators of special-status species that inhabit the adjacent salt marshes. Such deterrents may include one or more of the following: bird spikes, bird netting, an electric shock track, sound deterrents, or perching deterrents approved by CDFW and/or USFWS.</li> <li>Trees that are used for replacement landscaping, especially those planted on rooftops, shall consist of species that generally do not exceed 30 feet in height to limit the visibility of adjacent salt marshes to the north. These trees may include native or non-invasive nonnative ornamental species. Species with broad canopies are preferred because trees with tall, narrow canopies (e.g., palms or conifers) generally provide better hunting perches for raptors. Additionally, trees that are planted on the rooftops of the new buildings shall be located away from the edge of the roof and planted with a reduced line of sight to the Bay.</li> </ul>	Install bird deterrents along suitable perching sites on buildings. New trees shall consist of species that generally do not reach heights of greater than 30 feet.	Prior to occupancy of each building.	Project Sponsor	CDD
<b><i>IMPACT BEING ADDRESSED: Impacts on Native Wildlife Nursery Sites. The removal of buildings, trees, shrubs, or woody vegetation and the installation of new buildings and lighting could affect native migratory birds. (BIO-3)</i></b>				
Implement Mitigation Measure BIO-2.1, plus: <i>BIO-3.1: Conduct Pre-construction Surveys for Nesting Migratory Birds.</i> The	Avoid construction	During nesting season, no	Qualified Biologist /	CDD





<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<ul style="list-style-type: none"> <li>A nest survey shall be required prior to implementation of Phase 1 and Phase 2 of the Project and when construction work stops at a portion of the site where suitable nesting habitat remains for more than 15 days. Additionally, at least one nest survey shall be conducted at the beginning of each year of Project implementation between February and May. As discussed in Chapter 2, <i>Project Description</i>, Project implementation will occur between 2016 and 2022. The need for additional surveys shall be determined by the qualified wildlife biologist and based on the results of the initial survey.</li> <li>If the biologist finds active nests during the survey, he or she shall establish species-specific no-disturbance buffer zones for each nest with use of high-visibility fencing, flagging, or pin flags. No construction activities shall be allowed within the buffer zones. The size of the buffer shall be based on the species sensitivity to disturbance and planned work activities in the vicinity. The buffer shall remain in effect until the nest is no longer active.</li> <li>If structure demolition activities cannot occur outside of the nesting season, the Project Sponsor or its contractor shall remove inactive nests from the structure to be demolished and install nest exclusion measures (i.e., fine mesh netting, panels, or metal projectors) outside of the nesting season. All exclusionary devices shall be monitored and maintained throughout the breeding season to ensure that they are successful in preventing the birds from accessing cavities or nest sites. No more than 3 days prior to building demolition activities, a qualified biologist shall conduct a pre-construction survey of all potential nesting habitat on the structure to be demolished and the surrounding areas for the presence of active nests. If active nests are found on the building or in the affected area, then demolition activities shall not proceed until the biologist verifies that all nests on the building are inactive.</li> <li>After all surveys and/or nest deterrence activities are completed, the biologist shall complete a memorandum detailing the survey effort and results and submit the memorandum to the City within 7 days of</li> </ul>	<p>Conduct a nest survey where suitable nesting habitat remains for more than 15 days. Submit a memorandum after all surveys and/or nest deterrence activities are completed.</p>	<p>Prior to issuance of a building permit for the first phase of each building and at the beginning of each year of Project implementation between February and May. Submit memorandum within 7 days of survey completion.</p>		

<b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
survey completion.				
<p>BIO-3.2: <i>Implement Bird-Safe Design Standards into Project Buildings and Lighting Design.</i> The Project Sponsor or its contractor shall implement the following measures to minimize hazards to birds:</p> <ul style="list-style-type: none"> <li>• Reduce large areas of transparent or reflective glass.</li> <li>• Locate water features, trees, and bird habitat away from building exteriors to reduce reflection.</li> <li>• Reduce or eliminate the visibility of landscaped areas behind glass.</li> <li>• Turn non-emergency lighting off at night, especially during bird migration season (February–May and August–November).</li> <li>• Include window coverings that adequately block light transmission from rooms where interior lighting is used at night and install motion sensors or controls to extinguish lights in unoccupied spaces.</li> <li>• Design and/or install lighting fixtures that minimize light pollution, including light trespass, over-illumination, glare, light clutter, and skyglow, while using bird-friendly colors for lighting when possible. San Francisco's Standards for Bird-safe Buildings document<sup>1</sup> provides a good overview of building design and lighting guidelines to minimize bird/building collisions.</li> <li>• Nighttime construction work near Pond R3 shall be avoided. If nighttime construction work cannot be avoided, lighting will be directed to the work area and away from habitat for the western snowy plover.</li> </ul>	Implement Bird-Safe Design Standards into building and lighting design.	Prior to issuance of building permit for building shell and duration of use of the building.	Project Sponsor	CDD
<b>HYDROLOGY AND WATER QUALITY</b>				
<b><i>IMPACT BEING ADDRESSED: Violation of Water Quality Standards or Waste Discharge Requirements. The Project could violate water quality standards or waste discharge requirements. (WQ-1)</i></b>				
<p>WQ-1.1: <i>Implement Construction Dewatering Treatment (if necessary).</i> Dewatering treatment would be necessary if groundwater is encountered</p>	Implement construction	During	Project Sponsor / Project	CDD

<sup>1</sup> City and County of San Francisco. 2011. *Standards for Bird-Safe Buildings*. San Francisco Planning Department. July 14. Available: <[http://www.sf-planning.org/ftp/files/publications\\_reports/bird\\_safe\\_bldgs/Standards%20for%20Bird%20Safe%20Buildings%20-%202011-30-11.pdf](http://www.sf-planning.org/ftp/files/publications_reports/bird_safe_bldgs/Standards%20for%20Bird%20Safe%20Buildings%20-%202011-30-11.pdf)>.



<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b></p> <p align="center"><b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>during excavation activities, dewatering is necessary to complete the Project, or the dewatered water is discharged to any storm drain or surface water body. Because there is potential for groundwater to be contaminated with VOC's or fuel products at the Project site, the Project Sponsor would be required to comply with the San Francisco Bay RWQCB's VOC and Fuel General Permit (Order No. R2-2012-0012).</p> <p>If dewatering activities require discharges into the storm drain system or other water bodies, the water shall be pumped to a tank and tested for water quality using grab samples and sent to a certified laboratory for analysis. If it is found that the water does not meet water quality standards, it should either be treated as necessary prior to discharge so that all applicable water quality objectives (as noted in Tables 3.10-1 and 3.10-2) are met or hauled offsite instead for treatment and disposal at an appropriate waste treatment facility that is permitted to receive such water. Water treatment methods shall be selected that achieve maximum removal of contaminants found in the groundwater and represent the best available technology that is economically achievable. Implemented methods may include the retention of dewatering effluent until particulate matter has settled before it is discharged, the use of infiltration areas, filtration, or other means. The contractor shall perform routine inspections of the construction area to verify that the water quality control measures are properly implemented and maintained, conduct visual observations of the water (i.e., check for odors, discoloration, or an oily sheen on groundwater), and perform other sampling and reporting activities prior to discharge. The final selection of water quality control measures shall be submitted in a report to the San Francisco Bay RWQCB for approval prior to construction. If the results from the groundwater laboratory do not meet water quality standards and the identified water treatment measures cannot ensure treatment that meets all standards for receiving water quality, then the water shall be hauled offsite instead for treatment and disposal of at an appropriate waste treatment facility that is permitted to receive such water.</p>	dewatering treatment if groundwater is encountered.	construction	Contractor(s)	
<p><b><i>IMPACT BEING ADDRESSED: Impacts from Flooding. The Project could expose people or structures to a significant risk of loss, injury, or death</i></b></p>				

<b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b>				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b><i>involving flooding, including flooding as a result of the failure of a levee or dam, but would not place structures within a 100-year flood hazard area. (WQ-5)</i></b>				
<b><i>WQ-5.1: Flood-Proofing of Project Underground Infrastructure.</i></b> Prior to or, at a minimum, concurrent with the issuance of the first construction activity permit at the Project site, and in connection with applicable FEMA requirements, the Project Sponsor shall ensure that the Project incorporates design features, including storm drains, sewers, and equipment facilities, that would flood-proof underground infrastructure, thereby allowing it to withstand hydrostatic forces and buoyancy from SLR changes in groundwater levels. Onsite recycled-water wetland treatment areas shall be located at grade, with underground tanks placed in elevated areas to provide protection from the 100-year BFE plus 16 inches.	Incorporate design features to flood-proof below-ground infrastructure.	Prior to, or concurrent with, the issuance of the first construction permit.	Project Sponsor	CDD / PW
<b><i>WQ-5.2: Provide Adequate Stormflow Conveyance Capacity for Sea-Level Rise Conditions at the Project Site.</i></b> Prior to or, at a minimum, concurrent with the issuance of the first construction activity permit at the Project site, the Project Sponsor shall provide current documentation in the form of a technical report to ensure that, as a result of Project design features, the storm drain system's existing conveyance capacity is not constricted by SLR at the outlets, including the offsite Chrysler pump station, as a result of the Project design.	Incorporate design features to ensure that storm drain system conveyance capacity is not constricted by sea level rise.	Prior to, or concurrent with, the issuance of the first construction permit	Project Sponsor	CDD / PW
<b><i>IMPACT BEING ADDRESSED: Cumulative Hydrology and Water Quality Impacts. The Project, in combination with other foreseeable development in the vicinity, could contribute considerably to cumulative impacts on water quality, groundwater recharge and supplies, storm drain capacity, or current flooding. (C-WQ-1)</i></b>				
Implement Mitigation Measure WQ-1.1	See above	See above	See above	See above
<b>HAZARDS AND HAZARDOUS MATERIALS</b>				
<b><i>IMPACT BEING ADDRESSED: Upset and Accident Conditions Involving Hazardous Materials. The Project could create a potentially significant hazard to human health and/or the environment involving the release of hazardous materials. (HAZ-2)</i></b>				
<b><i>HAZ-2.1: Soil and Groundwater Management.</i></b> Soil Management Plans that cover the entire Project site shall be prepared and implemented. These Soil Management Plans shall, as appropriate, incorporate the analytical	Prepare and implement soil	Prior to and during	Project Sponsor	CDD/DTSC



<p align="center"><b>FACEBOOK CAMPUS EXPANSION PROJECT</b> <b>MITIGATION MONITORING AND REPORTING PROGRAM</b></p>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
results from the most recent groundwater monitoring event and soil investigations and include protocols for managing both known and potentially undocumented residual soil and groundwater contamination that may be encountered during Project construction, including naturally occurring asbestos. The Soil Management Plans shall include dust control measures that describe how construction and grading operations will minimize dust emissions and ensure that no equipment or operations will emit visible dust across the property line. Although naturally occurring asbestos has not been detected in the vicinity of Buildings 307-309, in accordance with CARB's Asbestos ATCM for Construction, Grading, Quarrying, and Surface Mining Operations, if naturally occurring asbestos is encountered during construction, then dust control measures must meet the requirements of an ADMP approved by the BAAQMD. These Soil Management Plans shall be approved by DTSC and implemented during Project construction.	management plans.	construction		
<i>HAZ-2.2: Additional Site Investigation.</i> If required by DTSC, additional site investigations shall be performed to delineate the source and extent of contamination on the Project site. At DTSC's discretion, these investigations may be incorporated into the Soil Management Plans required by DTSC for the Project site. The analytical results shall be compared to risk-based human health screening levels approved by DTSC. The site investigation(s) shall be prepared and evaluated by a licensed professional, and a technical report summarizing the field activities, results, and conclusion shall be submitted to DTSC for review and approval prior to issuance of building permits.	If required, conduct additional site investigations to delineate the source and extent of contamination and prepare a report.	Prior to issuance of building permits	Project Sponsor	CDD/DTSC
<i>HAZ-2.3: Remedial Action.</i> According to the results of additional site investigations (if any), the Project Sponsor shall coordinate with DTSC to select and implement remedial actions (as necessary) to protect future site users from conditions that could pose an unacceptable health risk. Remedial measures may include, but are not limited to, source removal of contaminated materials, in-situ treatment, engineering controls, and/or modification of institutional controls described in the existing LUC for the Project site. Remedial actions shall be implemented prior to building	Coordinate with DTSC to select and implement remedial actions (as necessary).	During implementation of the Soil Management Plans	Project Sponsor	CDD/DTSC

<b>FACEBOOK CAMPUS EXPANSION PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
occupancy. At DTSC's discretion, remedial actions may be completed during implementation of the Soil Management Plans required by DTSC for the Project site.				



**Facebook Campus Expansion Project**  
**Proposed Revised Project (Building 22 CDP Amendment)**

**Updated Mitigation Measures**

The environmental review for the Proposed Revised Project analyzed the proposed modifications to the Approved Project for consistency with the certified EIR for the Approved Project. The analysis determined that the Proposed Revised Project would not result in new impacts or an increase in the severity of previously identified impacts. Therefore, an Addendum was prepared and published by the City of Menlo Park on September 28, 2017. The Addendum included updated mitigation measures to ensure consistency with the certified EIR. The applicable revised mitigation measures are presented below, with additions show with an underline and deletions with a ~~strikeout~~.

**Section 3 (Air Quality)**

***AQ-2.2: Offset NO<sub>x</sub> Emissions Generated during Project Construction and Operation that are above the BAAQMD NO<sub>x</sub> Average Daily Emission Threshold.*** The Project Sponsor shall, prior to occupancy of the first building within the Project, enter into an agreement with the City to develop an alternative or complementary offsite mitigation program to offset construction and operational NO<sub>x</sub> emissions to the level established by the BAAQMD thresholds for the years in which the Proposed Revised Project's emissions exceed the BAAQMD threshold. The offsite mitigation program shall require the Project Sponsor to provide a one-time payment to the City to establish a program to fund emissions reduction projects through grants and similar mechanisms within the City of Menlo Park. The amount of such payment shall be based on the then-current BAAQMD Carl Moyer Program cost-effectiveness limit multiplied by emissions that exceed BAAQMD's average daily threshold for each year that emissions exceed the threshold plus a five percent administrative fee to fund procurement of offsite emissions reductions for the Proposed Revised Project's projected construction and operational emissions.

Potential projects shall be limited to those that will reduce emissions each year in which the project's emissions exceed the BAAQMD threshold through the end of 2025, ~~which is when the Project's operational~~ the last year that emissions are projected to ~~be below~~ exceed the average daily thresholds, including, but not limited to, the following:

- Alternative-fuel, low-emissions school buses, transit buses, and other vehicles.
- Diesel engine retrofits and repowers.
- Bike-sharing programs.
- Electric vehicle charging stations and plug-ins.

All offsite reductions must be quantifiable, verifiable, and enforceable. The Project Sponsor shall engage a qualified air quality expert to coordinate with the City to identify a list of potential projects that would be eligible for funding. Emissions reduction projects shall be funded so that the Project's emissions are reduced each year until the end of 2025 no threshold exceedances occur. The air quality expert retained by the Project Sponsor shall provide a report within one year of occupancy of the first building within the Project site, identifying the projects that were funded and associated NO<sub>x</sub> emissions expected to be realized for each year out until the end of 2025 no

threshold exceedances occur. Annual reporting of the implementation of emissions reduction projects shall be required until the Proposed Revised Project's emissions are less than the BAAQMD threshold without the offsets.

If a sufficient number of emissions reduction projects are not identified to meet the required performance standards in the city of Menlo Park, the Project Sponsor shall consult with a qualified air quality expert to ensure conformity is met through some other means of achieving the performance standard of net zero operational emissions in excess of BAAQMD's average daily thresholds ~~through 2025~~, including, but not limited to, payment of a one-time mitigation offset fee to BAAQMD's Strategic Incentives Division plus a 5 percent administrative fee to fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin. Reporting for any emissions reduction projects outside the city shall be completed on the same schedule as indicated above for emissions reduction projects in the city.

If annual reports indicate that emissions reductions do not adequately reduce project emissions to a level below the BAAQMD threshold for any year, then a penalty of 200 percent shall be imposed that will require the Project Sponsor to obtain an additional year of offsets based on the amount of emissions by which the Proposed Revised Project's emissions exceed the BAAQMD threshold for the following year (e.g., if the 2019 emissions exceed the threshold by 5 tons, then 10 tons of emissions must be provided by 2020).

### **Section 3.8 (Biological Resources)**

***BIO-3.1: Conduct Pre-construction Surveys for Nesting Migratory Birds.*** The Project Sponsor shall implement the following measures to reduce impacts on nesting migratory birds:

- To facilitate compliance with state and federal law (California Fish and Game Code and the MBTA) and prevent impacts on nesting birds, the Project Sponsor shall avoid construction during the nesting season (February 1 through August 31) or conduct pre-construction surveys, as described below.
- If it is not feasible to avoid the nesting season, the Project Sponsor shall hire a qualified wildlife biologist with demonstrated experience to conduct a survey for nesting birds, including raptors, no earlier than 3 days prior to the commencement of ground-disturbing activities and vegetation removal (including clearing, grubbing, and staging). The area surveyed shall include all construction areas as well as areas within 250 feet outside the boundaries of the areas to be cleared or as otherwise determined by the biologist. A nest survey shall be required prior to implementation of Phase 1, ~~and~~ Phase 2, and Phase 3 of the Project and when construction work stops at a portion of the site where suitable nesting habitat remains for more than 15 days. Additionally, at least one nest survey shall be conducted at the beginning of each year of Project implementation between February and May. As discussed in Chapter 2, *Project Description*, Project implementation will occur between 2016 and ~~2022~~ 2024. The need for additional surveys shall be determined by the qualified wildlife biologist and based on the results of the initial survey.
- If the biologist finds active nests during the survey, he or she shall establish species-specific no-disturbance buffer zones for each nest with use of high-visibility fencing, flagging, or pin flags. No construction activities shall be allowed within the buffer zones. The size of the buffer shall be based on the species sensitivity to disturbance and planned



work activities in the vicinity; typical buffer sizes are 250 feet for raptors and 50 feet for other birds. The buffer shall remain in effect until the nest is no longer active.

- If structure demolition activities cannot occur outside of the nesting season, the Project Sponsor or its contractor shall remove inactive nests from the structure to be demolished and install nest exclusion measures (i.e., fine mesh netting, panels, or metal projectors) outside of the nesting season. All exclusionary devices shall be monitored and maintained throughout the breeding season to ensure that they are successful in preventing the birds from accessing cavities or nest sites. No more than 3 days prior to building demolition activities, a qualified biologist shall conduct a pre-construction survey of all potential nesting habitat on the structure to be demolished and the surrounding areas for the presence of active nests. If active nests are found on the building or in the affected area, then demolition activities shall not proceed until the biologist verifies that all nests on the building are inactive.
- After all surveys and/or nest deterrence activities are completed, the biologist shall complete a memorandum detailing the survey effort and results and submit the memorandum to the City within 7 days of survey completion.