REGULAR MEETING AGENDA

Date: 10/24/2022
Time: 7:00 p.m.
Location: Zoom.us/join – ID# 871 4022 8110

NOVEL CORONAVIRUS, COVID-19, EMERGENCY ADVISORY NOTICE
Consistent with Government Code section 54953(e), and in light of the declared state of emergency, and maximize public safety while still maintaining transparency and public access, members of the public can listen to the meeting and participate using the following methods.

How to participate in the meeting

- Submit a written comment online up to 1-hour before the meeting start time: PlanningDept@menlopark.org *
  Please include the agenda item number you are commenting on.
- Access the meeting real-time online at:
  zoom.us/join – Meeting ID# 871 4022 8110
- Access the meeting real-time via telephone (listen only mode) at:
  (669) 900-6833
  Regular Meeting ID # 871 4022 8110
  Press *9 to raise hand to speak

  *Written comments are accepted up to 1 hour before the meeting start time. Written messages are provided to the Planning Commission at the appropriate time in their meeting.

Subject to Change: Given the current public health emergency and the rapidly evolving federal, state, county and local orders, the format of this meeting may be altered or the meeting may be canceled. You may check on the status of the meeting by visiting the city website menlopark.org. The instructions for logging on to the webinar and/or the access code is subject to change. If you have difficulty accessing the webinar, please check the latest online edition of the posted agenda for updated information (menlopark.org/agenda).

Regular Meeting

A. Call To Order

B. Roll Call

C. Reports and Announcements

D. Public Comment

Under "Public Comment," the public may address the Commission on any subject not listed on the agenda, and items listed under Consent Calendar. Each speaker may address the Commission once under Public Comment for a limit of three minutes. Please clearly state your name and address or political jurisdiction in which you live. The Commission cannot act on items not listed on the agenda and, therefore, the Commission cannot respond to non-agenda issues brought up under Public Comment other than to provide general information.

E. Consent Calendar

E1 Approval of minutes from the July 25, 2022, Planning Commission meeting. (Attachment)

E2 Approval of minutes from the August 15, 2022, Planning Commission meeting. (Attachment)

E3 Approval of minutes from the August 29, 2022, Planning Commission meeting. (Attachment)

F. Public Hearing

Adopt a resolution recommending the City Council certify the final environmental impact report (Final EIR), adopt California Environmental Quality Act (CEQA) Findings, adopt a Statement of Overriding Considerations for significant and unavoidable impacts, amend the General Plan Circulation Element, rezone the project site and amend the zoning map to incorporate "X" overlay district and approve the conditional development permit (CDP), approve the vesting tentative maps for the main project site and the Hamilton Avenue Parcels, approve the development agreement (DA), and approve the below market rate (BMR) housing agreements for the proposed Willow Village masterplan project located at 1350-1390 Willow Road, 925-1098 Hamilton Avenue and 1005-1275 Hamilton Court, 1399 and 1401 Willow road, and 871-883 Hamilton Avenue. The proposed project would demolish approximately 1 million square feet of existing office and industrial buildings and redevelop the project site with:

- Up to 1.6 million square feet of office and accessory uses (a maximum of up to 1.25 million square feet of offices with balance for accessory uses);
- Up to 200,000 square feet of retail/commercial uses, including a grocery store, pharmacy, entertainment and restaurant uses;
- Up to 1,730 housing units, including 312 below market rate units (260 inclusionary units plus 52 units per the city's commercial linkage requirement) of which 119 would be age-restricted senior housing units;
- Up to a 193 room hotel and associated retail/dining;
- An approximately 3.5-acre publicly accessible park, a dog park, and additional public open space;

- An approximately 1.5-acre publicly accessible town square;
- An approximately 2-acre publicly accessible elevated park extending over Willow Road providing access at the Hamilton Avenue Parcel North (Belle Haven Shopping Center); and
- A potential publicly-accessible, below grade tunnel for Meta intercampus trams, bicyclists and pedestrians connecting the project with the West and East campuses.

The requested City actions and entitlements for the proposed project include a conditional development permit, development agreement, rezoning, general plan and zoning map amendments, vesting tentative maps, below market rate (BMR) housing agreement, and environmental review.

The proposal includes a request for an increase in height, floor area ratio (FAR), and density under the bonus level development allowance in exchange for community amenities through a conditional development permit and development agreement. The proposed project would be rezoned to combine the "X" (Conditional Development) overlay district with the O and R-MU zoning designations to allow for uses and development regulations as specified in the conditional development permit. The proposed project also includes the realignment of Hamilton Avenue-enabled through the vesting tentative maps. The proposed project requires a general plan circulation element and zoning map amendment to modify the locations of public rights-of-ways and paseos and a new street connection at O'Brien Drive. Through the proposed conditional development permit, the proposed project includes modifications to the City's design standards for specific buildings, BMR guidelines, signage requirements, outdoor seating, on-site and off-site sales of beer, wine, and alcohol, application of its transportation demand management (TDM) requirements, and sets up future architectural reviews for building and site design. The proposed project also includes a request for the use and storage of hazardous materials (diesel fuel) for back up emergency generators on the main Project Site and the Hamilton Avenue Parcels. A development agreement would be entered into between the City and the applicant for the provision of community amenities, development controls, and vested rights. The proposed project includes vesting tentative maps for new parcelization and infrastructure and a BMR housing agreement for the provision of 312 BMR units. The City Arborist conditionally approved the removal of 276 heritage trees on the main project site and 3 heritage trees on the Hamilton Avenue Parcels for the proposed development and 16 trees along O'Brien Drive to accommodate site access and right-of-way modifications along O'Brien Drive. The proposed project also includes a potential project variant that would increase the total number of housing units by up to 200 units for a total of 1,930 units, for consideration by decision makers as part of the requested land use entitlements.

To accommodate the realignment of Hamilton Avenue west of Willow Road, the existing Chevron station at 1399 Willow Road would be demolished. As a separate future project, the environmental analysis considered reconstruction of the existing service station and an approximately 6,700 square foot expansion at the Belle Haven neighborhood shopping center (1401 Willow Road and 871-883 Hamilton Avenue) as a future separate phase that would require separate use permits and architectural control permits. These parcels across Willow Road are referred to as the Hamilton Avenue Parcels. The Hamilton Avenue Parcels are zoned C-2-S (Neighborhood Shopping, Restrictive).

The Final EIR pursuant to CEQA was released on Friday, October 14, 2022. The Final EIR identifies significant and unavoidable impacts in the following topic areas: air quality and noise. The Final EIR identifies potentially significant environmental impacts that can be mitigated to a less than significant level (LTS/M) in the following categories: Air Quality, Energy, Greenhouse Gas Emissions, Noise (Operational), Cultural Resources, Tribal Cultural Resources, Biological Resources, Geology and

Soils, Hydrology and Water Quality, Hazards and Hazardous Materials, and Transportation. The Final EIR identifies less than significant (LTS) environmental impacts in the following categories: Land Use, Aesthetics, Population and Housing, Public Services and Recreation, and Utilities and Service Systems. Previously a Notice of Preparation (NOP) was released on September 18, 2019, and included a public review period from September 18, 2019 through October 18, 2019 to solicit comments on the scope and content of the Draft EIR. In accordance with CEQA, the certified program-level ConnectMenlo EIR served as the first-tier environmental analysis. Further, this EIR was prepared in compliance with the terms of the Settlement Agreement between the City of East Palo Alto and the City of Menlo Park. The Draft EIR circulated for a 45-day comment period from Friday, April 8, 2022 to May 23, 2022 and the Planning Commission held a public hearing on the Draft EIR at its meeting on April 25, 2022. The Final EIR includes responses to all substantive comments received on the Draft EIR. The project location does not contain a toxic site pursuant to Section 65962.5 of the Government Code. (Staff Report #22-056-PC) (Presentation – ICF) (Presentation – Staff) (Presentation – Willow Village)

Additional comments received after staff report publication

G. Informational Items

G1. Future Planning Commission Meeting Schedule – The upcoming Planning Commission meetings are listed here, for reference. No action will be taken on the meeting schedule, although individual Commissioners may notify staff of planned absences.

- Regular Meeting: November 7, 2022
- Regular Meeting: November 14, 2022

H. Adjournment

At every regular meeting of the Planning Commission, in addition to the public comment period where the public shall have the right to address the Planning Commission on any matters of public interest not listed on the agenda, members of the public have the right to directly address the Planning Commission on any item listed on the agenda at a time designated by the chair, either before or during the Planning Commission's consideration of the item.

At every special meeting of the Planning Commission, members of the public have the right to directly address the Planning Commission on any item listed on the agenda at a time designated by the chair, either before or during consideration of the item. For appeal hearings, appellant and applicant shall each have 10 minutes for presentations.

If you challenge any of the items listed on this agenda in court, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice, or in written correspondence delivered to the City of Menlo Park at, or prior to, the public hearing.

Any writing that is distributed to a majority of the Planning Commission by any person in connection with an agenda item is a public record (subject to any exemption under the Public Records Act) and is available by request by emailing the city clerk at jaherren@menlopark.org. Persons with disabilities, who require auxiliary aids or services in attending or participating in Planning Commission meetings, may call the City Clerk's Office at 650-330-6620.

Agendas are posted in accordance with Government Code Section 54954.2(a) or Section 54956. Members of the public can view electronic agendas and staff reports by accessing the City website at menlopark.org/agenda and can receive email notification of agenda and staff report postings by subscribing to the "Notify Me" service at menlopark.org/notifyme. Agendas and staff reports may also be obtained by contacting City Clerk at 650-330-6620. (Posted: 10/20/2022)

REGULAR MEETING DRAFT MINUTES

Date: 7/25/2022
Time: 7:00 p.m.
Location: Zoom

A. Call To Order

Chair Chris DeCardy called the meeting to order at 7:00 p.m.

B. Roll Call

Present: Andrew Barnes, Chris DeCardy (Chair), Linh Dan Do, Cynthia Harris (Vice Chair), Henry Riggs, David Thomas

Absent: Michele Tate

Staff: Calvin Chan, Senior Planner; Eric Hinckley, Associate Engineer (PW); Fahteen Khan, Associate Planner; Kyle Perata, Acting Planning Manager; Matt Pruter, Associate Planner; Edress Rangeen, Assistant Engineer; Corinna Sandmeier, Acting Principal Planner; Chris Turner, Associate Planner

Also, present: Contract Project Manager Arnold Mammarella

C. Reports and Announcements

Acting Principal Planner Corinna Sandmeier reported that the City Council at its July 26, 2022 meeting would consider the vesting tentative map extension for 706 Santa Cruz Avenue.

D. Public Comment

- Roxie Rorapaugh, Sherman Avenue resident, spoke about plans for a project next door to her residence. She said her concern with the proposed big house and her backyard was a large heritage valley oak tree whose canopy and critical root zone were largely in the backyard of the project property. She said she had worked with the applicants to modify the plans to preserve the tree and one thing decided was the lanai originally proposed as poured concrete or field cement would be very stressful to the heritage tree and was modified to be mostly simple pavers. She said the Commission considered the project on April 12, 2022 and she had spoken in support of the project with the understanding of that change being made. She said she went to the project site today and she found that the old plan was still the current plan.

Replying to Chair DeCardy, Planner Sandmeier said Planner Khan was working on the referenced project to make sure all the conditions of approval were included in the building permit set. She said the project had a project specific condition to ensure the tree would be protected per the arborist report and the City would make sure that the correct plan set would be approved as part of the building permit.

- Elizabeth McCarthy, Menalto Avenue resident, said she had commented to the Commission a couple of weeks prior about objections to Café Zoe's plan to have outdoor music. She noted that a permit had not been obtained and events happened on July 15 and 22. She said she had called the city and was told code enforcement had spoken with the café owner between the time of the two events. She said she and her neighbor called the police on July 22 about the event. She said out of that came conflicting information that the Chief of Police had told the café owner a permit was not needed. She requested general guidance on getting the matter clarified.

Replying to Chair DeCardy, Planner Sandmeier said that staff had Ms. McCarthy's emails on this matter and they would respond back to her.

E. Consent Calendar

None

F. Public Hearing

F1. Use Permit/Safaei Design Group/1262 Middle Avenue:
Request for a use permit to demolish an existing one-story residence and construct a new two-story residence on a substandard lot with regard to minimum lot area and width in the R-1-S (Single Family Residential Suburban) zoning district. The proposal includes an attached accessory dwelling unit (ADU), which is not subject to discretionary review. (Staff Report #22-038-PC)

Senior Planner Calvin Chan said staff had no updates to the published staff report.

Project Designer Salar Safaei and property owner Amaan Mehrabian spoke on behalf of the project.

Chair DeCardy opened the public hearing and closed it as no persons requested to speak.

The Commission discussed the project and noted that the house was now conforming in terms of setbacks.

ACTION: Motion and second (Thomas/Harris) to adopt a resolution approving a use permit to demolish an existing one-story residence and construct a new two-story residence on a substandard lot with regard to minimum lot area and width in the R-1-S (Single Family Residential Suburban) zoning district; passes 5-1-1 with Commissioner Riggs opposed and Commissioner Tate absent.

F2. Master Sign Program/Oscar Ibarra/1300 El Camino Real (Springline):
Request for a Master Sign Program for a mixed-use development (Springline) in the SP-ECR/D (El Camino Real/Downtown Specific Plan) zoning district. (Staff Report #22-039-PC)

Associate Planner Fahteen Khan said staff had no updates to the written report.

Applicant representatives Oscar Ibarra and Cyrus Sanandaji spoke on behalf of the project. Chair

DeCardy opened the public hearing.

Public Comment:

- Fran Dehn, Menlo Park Chamber of Commerce, said the Chamber supported the proposed Master Sign Program.

Chair DeCardy closed the public hearing.

The Commission discussed the Master Sign Program and found it generally harmonious with the buildings and location with some Commissioners expressing concern with the height of the parapet signage letters.

ACTION: Motion and second (Barnes/Harris) to adopt a resolution approving a master sign program for a mixed use development (Springline) in the SP-ECR/D (El Camino Real/Downtown Specific Plan) Zoning district; fails 3-3-1 with Commissioners DeCardy, Riggs and Thomas opposed and Commissioner Tate absent.

The Commission further discussed the Master Sign Program with a motion to approve by Riggs but to reduce the parapet signage from 48 inches to 40 inches. Individual commissioners expressed support for a larger height than 40 inches and another could not support any parapet signage at those heights.

ACTION: Motion and second (Riggs/Harris) to adopt a resolution approving a master sign program for a mixed use development (Springline) in the SP-ECR/D (El Camino Real/Downtown Specific Plan) Zoning district with a modification to reduce the allowable parapet signage height from 48-inches to 40-inches; passes 4-2 with Commissioners Barnes and DeCardy opposed and Commissioner Tate absent.

F3. Public Utility Easements Abandonment/Greystar/141 Jefferson Drive, 180-186 Constitution Drive: Consideration of the abandonment of public service easements to determine whether the proposed abandonments are consistent with the City's General Plan. The request is associated with an approved development of 483 multi-family residential units and associated commercial space (Menlo Uptown). (Staff Report #22-040-PC)

Associate Engineer Eric Hinckley said staff had no updates to the written report.

Applicant representative Matt Udouj spoke on behalf of the project.

Chair DeCardy opened the public hearing and closed it as no person requested to speak.

ACTION: Motion and second (Riggs/Do) to adopt a resolution determining that the vacation of public service easements within the properties of 141 Jefferson Drive, 180 Constitution Drive and 186 Constitution Drive is consistent with the General Plan and to forward a recommendation to the City Council for approval of abandonment; passes 6-0-1 with Commission Tate absent.

F4. Public Utility Easement Abandonment/Rebecca & Kevin Loewke/248 Oakhurst Place: Consideration of the abandonment of a 10-foot wide public utility easement (PUE) to determine whether the proposed abandonment is consistent with the City's General Plan. The request is associated with the development of a single-family residence. (Staff Report #22-041-PC)

Assistant Engineer Edress Rangeen said staff had no additions to the written report.

The Commission received clarification on the extent of the PUE abandonment specific to an adjacent vacant lot.

Chair DeCardy opened the public hearing and closed it as no person requested to speak.

ACTION: Motion and second (Thomas/Barnes) to adopt a resolution determining that the vacation of a 10-foot-wide Public Utility Easement conforms to the General Plan; passes 6-0-1 with Commission Tate absent.

Chair DeCardy adjourned the meeting for a short break.

Chair DeCardy reconvened the meeting at 9:05 p.m.

G. Study Session

G1. Study Session/Zoning Ordinance and Subdivision Ordinance amendments associated with implementation of Senate Bill 9:
Review and provide feedback on proposed objective standards that would be applicable to two-unit housing developments and urban lot splits within single family zoning districts, per the requirements of Senate Bill 9. (Staff Report #22-042-PC)

Staff Comment: Associate Planner Chris Turner said the item was published in The Examiner as a public hearing item but subsequently updated to a study session. He said email letters received since publication of the staff report were sent to commissioners and attached to the agenda item. He said to summarize: some support expressed for a reduced daylight plane to 30 degrees; questions asked about how heritage trees would be regulated in SB9 developments and how the heritage tree ordinance would apply; some support expressed for incentivizing one-story developments over two-story developments in SB9 projects. He noted a typo in the staff report and corrected read: "...if the City received a permit ***application*** for ministerial review."

Planner Turner provided an overview of SB9 general information and state-mandated standards, recommended Menlo Park objective standards, and example development schemes. He said SB9 was intended to address the housing crisis in terms of the number of housing units available and the affordability of ownership units. He said SB became effective January 2022 so the city was able to receive applications for urban lot splits and duplex projects. He said it applied to all single-family owned properties within cities with some exceptions. He said many of those did not apply to Menlo Park with the exception that the city had some single-family properties in flood zones but standards in place for FEMA guidelines for flood zone development enabled then SB9 application there. properties. He said some basic requirements of cities for SB9 were: must allow for ministerial approval of subdivision of single-family lots (referred to as urban lot splits in the bill); must approve with ministerial approval of up to two units per single family lot or up to four units where previously a single-family dwelling unit could have been built; and a minimum lot size of 1200 square feet. He said cities might implement a smaller lot size but had to allow 1200 square feet as the minimum as long as the maximum split in lots was a 60/40 split in lot area. He said it limited cities to being able to require only up to one parking space per unit with certain exemptions similar to ADU exemptions if the properties were within .5 miles of high-quality transit corridor, major train stop and even further if there was a car share vehicle within one block. He said SB9 was intended to be an owner-initiated

process and not for developers to purchase single family properties and flip them, develop them and leave. He said a requirement was for the property owner doing the lot split to submit an affidavit that they intended to live in one of the units as their primary dwelling for a minimum of three years.

Planner Turner said beyond those mandates that cities were allowed to implement their own objective development standards as long as those did not preclude the development of two units of at least 800 square feet. He said staff was still working on a few of those development regulations and were looking for commission input. He said regarding floor area limit (FAL) and building coverage that:

- FAL would be a minimum of 1600 square feet (SB 9)
- Staff looking to establish a 56% floor area ratio (FAR) on lots less than 5000 square feet (minimum 1600 FAL) (note: currently no maximum FAL established for lots less than 5000 square feet and the FAL was established by the planning commission through a use permit process)
- One-story building coverage would equal the FAL plus 200 square feet (this would allow for development of the full amount of square footage for the two units, but provide some space for things like covered patios)
- Two-story building coverage would equal 1000 square feet or 30%, whichever was greater

Planner Turner said topics for discussion included:

- was 56% an appropriate FAR for lots less than 5000 square feet
- Should FAL be limited on lots less than 5000 square feet in area to1600 square feet
- Should an FAL be considered other than that of the underlying zoning district for lots 5000 square feet or greater

Planner Turner referred to the concept of maximum unit size being recommended to promote smaller and more affordable units including;

- Lots with FAL less than 2000 square feet would have a maximum FAL of 800 square feet that would ensure that two units of at least 800 square feet could be built
- Lots with FAL of 2000 square feet or greater would be allowed 60% of the maximum FAL for one unit and then 40% for the other (to give some flexibility so each unit did not have to look the same, the same size with room for design creativity)
- Subject to use permit, a single unit might max out on the available floor area

Planner Turner said topics for discussion included:

- Should they include a maximum unit size
- Should another maximum unit size be considered if they wanted to include the provision

Planner Turner addressed setbacks and step backs including:

- Four-foot side and rear setback (state law requirement)
- Front setback per underlying zoning that was 20 feet in most cases with the exception that the front property line in a new panhandle lot might be subject to the four-foot setback for the front property line of the rear lot

- Allow zero lot line development for two or more residences seemingly connected – technically separate structures with firewall in the middle but that looked like a single structure
- Second stories required to step back to minimum side and rear setbacks of the underlying zoning district – added to maintain familiar level of privacy in single-family districts

Planner Turner said topics for discussion included:

- Should a second-story step back be required
- Should a second-story step back be greater or smaller than the recommended step back
- Should zero lot line developments be permitted

Planner Turner referred to parking including:

- One uncovered space per unit
- Parking might be in the front and side setbacks
- Not in tandem with other required parking

Planner Turner said topics for discussion included:

- Should a requirement to limit one curb cut per project be included
- Should the parking be required as covered

Planner Turner turned next to building massing including:

- Maximum 28-foot height (consistent with existing height limit)
- Establish daylight plane as 12-feet, six-inches, in at a 45-degree angle (consistent with existing daylight plane for one-story developments0
- These might have the effect of shifting second floors toward the center of lots so second stories might need to be stepped back further than the minimum for the underlying zoning district

Planner Turner said topics for discussion included:

- Should a different height limit be considered
- Should different daylight plane standards be considered

Planner Turner addressed privacy and architectural design noting these reflected planning commission input on projects including:

- Window materials of wood, metal or fiberglass
- True or simulated true divided light grids (if grids proposed)
- Smooth stucco
- Minimum second-story sill height of three feet
- Obscure glass or five-foot sill heights at stair landings

Planner Turner said topics for discussion included:

- Should materials standards be included in the ordinance and if so, were there additional items to consider

- Are there other privacy standards that should be considered.

Planner Turner provided visuals of example developments that might occur under SB 9 with the proposed standards.

Replying to Commissioner Riggs, Planner Turner said a high-quality transit corridor was defined in various state codes as having fixed bus route service with intervals no longer than 15 minutes during peak commute hours, a major transit stop was an existing rai or bus rapid transit station, the intersection of two or more major bus routes with the frequency of service interval of 15 minutes or less during the morning and afternoon peak commute periods. He said staff would coordinate with transportation division as to whether a certain bus top or corridor qualified as one of those major trends o quality transit corridors for purposes of parking exemptions.

Replying to Commissioner Barnes, Planner Turner said it would depend on whether it was a one- or two-story development. He said for purposes of examples, looking at the current zoning standards in R-1-U and R-1-S, 35% lot coverage would be the maximum for a two-story development and then 40% was a sliding scale between lot sizes of 7000 square feet and 10,500 square feet. He said for example for a lot of 6000 square feet the building coverage would be 40% with a single-story development. He said taking a 6000 square foot lot for example and applying the SB9 standards, the lot coverage ratio for a one-story development increased quite a bit and you would have 2800 square feet of lot coverage plus the 200 square foot, essentially 50% lot coverage for a SB9 one-story development where 2400 square feet would have been the maximum under existing zoning standards. He said it became more restrictive for two-story development where it went from 35% down to 30%.

Chair DeCardy opened for public comment.

Public Comment:

- Adina Levin, Menlo Park resident, said SB9 was a good idea in the needed set of solutions to provide more and different kinds of housing options in the city and region, which had a shortage of housing and the kinds of housing available. She said she would like to see as few restrictions as possible in ways that enabled homeowners to take advantage of SB9 and provide more homes on their properties. She said requiring a homeowner to provide a below market rate unit was potentially a deterrent. She asked that not be done as well as not apply other limitations in terms of square footage and new and different architectural refinements that were different from the other standards the city had in the same neighborhoods such as extra special setback requirements or special lot width requirements.

- Kelsey Banes, volunteer lead for Peninsula for Everyone, said her organization campaigned to help get SB9 passed. She said she thought it would prove to be a popular policy in helping families meet their housing needs. She encouraged reducing costs for homeowners to do this and to be clear in what was wanted rather than adding onerous new restrictions. She encouraged maximizing flexibility for homeowners and making it feasible for them to make these changes.

- Misha Silin, Allied Arts, said he lived on an R2 lot and most of his street were R2 lots with many young families. He noted lots with two separate homes and a shared driveway there and that it did not appear greatly dense, which was what opponents of SB9 feared. He said given they were next to Stanford it made sense to at least have that much density. He said deeper into Allied Arts on Bay Laurel for example were massive homes being built and that did not make sense right across the creek from Stanford. He asked that the city not put onerous restrictions for the SB9 development standards. He said requiring one of the units to be affordable would make it basically infeasible to build. He said he would challenge the city to encourage the SB9 types of developments over a larger, single-family home. He said that if there was a way to incentivize doing that rather than one larger home being built that would be great.

Chair DeCardy closed the public comment period.

Commission Comment: Commissioner Harris said she agreed with the public speakers in that she would not want the standards for SB9 development extra onerous for property owners. She said she was not interested in mandating affordability requirements for these units as that would mean not a lot of them would be built. She said she was not averse to an incentive program for making one or more units affordable, but to not make it mandatory. She said she also disagreed with requiring architectural design elements that were different than other single family home requirements. She said the standards should not diverge from current requirements on single family development and if they did, she thought that was unfair. She said she would not want to prevent somebody building under SB9 because they could not afford all of the highest end finishes. She said she also did not want the city to discriminate on lot width. She said probably most of the lots in the city were 50 feet wide, but if some were 48 feet like the one that they saw earlier tonight that she would not want those homeowners unable to take advantage of SB9. She said perhaps if they were not happy with the narrowness, they could have a different less onerous rule such as if the lot were less than 50 feet wide than the lot split should be capped at 50/50 not at 60/40 or something to make it a bit easier on the homeowner. She said she was concerned with a step back for the second floor because if the first floor was setback four feet and the second was at 20 feet that felt difficult to her. She said she was not interested in limiting the square footage of the units, FAL, or other aspects of the building as that was not a good affordability strategy. She said fewer units would be built overall if there were too many restrictions as that would limit property owners' opportunities.

Commissioner Riggs said vinyl windows had advanced. He said previously they had needed a three-inch profile but that was now below two-inches and from more than five feet away looked virtually the same as wood. He said he would change the wording on the window restriction and recommended that rather than specifying material they would specify profile size. He said he was impressed with the amount of work and thought put into the proposed standards for SB9 development. He said before reading the staff report he had made a checklist of items to be addressed and opportunities they might use and most of his list was addressed. He said he absolutely supported the requirement for a BMR unit for multiple units. He said support for SB9 and SB10 was almost entirely from those having sympathy for those who could not afford Bay area prices and were looking for lower cost housing. He said if they would encourage people to build 800 square foot apartments that they would rent for $3500 a month that would not achieve anything with the affordability issue but just gave opportunity for people to grow their estates. He said he did not have anything against the latter but he did not want to confuse the overall goals that most would have seen positive with SB9 with what a simple greater production of real estate did. He said further about BMR to pick up a suggestion made by Commissioner Harris to add incentive, perhaps the city would use some of its BMR funds to encourage an additional lower priced unit with these SB9

developments. He said he absolutely agreed with the requirement of owner occupancy for three years. He said using 56% FAL for smaller lots was a wonderful solution. He said he had to support the parking concept of one space per unit except on a quality transit corridor. He said the zero-lot line idea as an alternative was brilliant and he thought worked for all parties and meant that the two lots could avoid space in between if they wanted. He said the minimum lot dimensions were reasonable and not highly restrictive. He said he thought the second-floor setback was a great idea noting that residents in R1 neighborhoods were most concerned about two-story buildings four feet from their fence. He said regarding a lowered daylight plane his neighborhood's overlay was based on a lowered daylight plane which he thought was 12-foot, six-inches from what had been the citywide 19-foot, six-inches. He said daylight plane answered many concerns for people and left an envelope within that daylight plane for the applicant homeowner to work with. He said he could support an even lower daylight plane than proposed. He said he had one concern about the proposals which included parking in the front setback. He said Schemes 1A and 1B counted on putting four cars across the front property line. He said that would be unwelcome to R-I residents. He said Menlo Park was based on and had grown as a community that tried to keep cars more or less out of sight to have views of porches and trees and more of a sense of village. He recommended reducing front parking to no more than two spaces in 50 feet of frontage.

Commissioner Barnes asked for Example 1A to be shown onscreen. He said regarding this for the public record that he was dumbfounded that one day that would represent anything they did in a neighborhood with 5000 square lots. He said the premise of SB9 was around homeownership and there were no guarantees that these units would be condos or anything other than rental properties. He said turning a 5000 square foot lot with a single-family home on it to a lot that had four car parking spaces in front and four dwelling units eradicated on a multi-family rental project any trees and landscaping. He referred to a speaker's comment about gentle density in the Allie Arts neighborhood and said that when it was a 10,000 square foot lot and on it you took a flag lot to put multiple units on that was much different than doing that on a 5000 square foot lot. He said this proposal was prejudicial to people who lived on 5000 square foot lots to have four rental units jammed in there. He said SB9 was a state regulation so the question was what to do at the city level to accommodate that but that did not destroy their neighborhoods. He said he supported multifamily housing and density where density worked but not taking a neighborhood and effectively hardscaping a 5000 square foot lot. He referred again to the example shown and suggested starting with a reduction of parking spaces in front, going to covered parking, and looking at preserving setbacks and multiple things that would not destroy people's neighborhoods that were 5000 square foot lots. He suggested some recompense to the community from what would be up zoning to allow such development. He said as a single-family residence owner in the Willows there was nothing about the proposal to like.

Commissioner Riggs referred back to Ms. Levin's comments and suggested this was an opportunity to perhaps test some design standards that many of them had believed for 20 years should be part of the overall city standards. He said to put these in place here and not to single out the units for more restrictions but rather as a template he hoped would be found acceptable when and if they could finally put standards before city council for residential in general.

Chair DeCardy said he wanted more affordable housing in Menlo Parks to make the community better and stronger. He said some of the correspondence, public comments and commissioners had pointed out that this proposal was not a straight line to affordable housing yet making it a straight line to affordable housing would keep it from happening absent incentives as mentioned. He said he would support incentives to try to make these types of developments affordable. He said that he

agreed that to do everything they could do to reduce restrictions to streamline and support these happening as that was good for the community, and that was an overall point. He noted ADUs and the streamlining for those and a supposed intent for family members to reside in those and that perhaps that was not the case. He asked staff what the worst-case scenario for development under SB9 was. He asked as an example about someone building four units, two down and two up, on a zero-lot line, on a 10,000 square foot lot but in which actually a single family would live and they had done this to get more square footage.

Contract Project Manager Arnold Mammarella said on the larger lot the applicant would get significant additional square footage with a lot split and then building four units. He said the underlying lot could have 3600 square feet approximately of home and additionally an 800 square foot ADU or a total of 4400 square feet. He said with SB9 though 5600 square feet could be built and that was an additional 1200 square feet of floor area. He said conversely regarding Commissioner Barnes' concerns on a very small lot it was just the opposite in that on a 5000 square foot lot subdivided into two lots they could build less under SB9 then they might by building a house and an ADU. He said a 5000 square foot lot would have 3200 square feet under SB9 for up to four units but on that same lot you could build a house 2800 square feet and an ADU of 800 square feet or 3600 square feet, which was 400 square feet more than under SB9. He said there were subtleties to this where a homeowner could benefit one way or the other depending on the size of the lot.

Chair DeCardy asked if it was a large lot and could now have a lot more square footage through SB9 whether the four units might be configured so that square footage was easily convertible into stuff that looked like a massive single-family house that a large single family would enjoy. Mr. Mammarella said it would depend upon what the city allowed. He said the state did not require to allow anything other than two 800 square foot units. He said since there was existing FAL there you could build up to that in one house and then one small house, an ADU, and be better off doing that.

Commissioner DeCardy said his point to staff was to investigate how to mitigate the sort of worst-case scenario where this process was used so four people living on a lot could then live in a bigger home on that lot noting that seemed a bad outcome. Planner Turner said it was the maximum unit size which they proposed to establish to try and avoid situations such as some attached ADUs that looked like an extension of the house, were 500 square feet and maybe not intended for any rental unit purposes. He said the maximum unit size requirement was proposed to prevent the build of a McMansion type house in a ministerial fashion. He said they could apply to do that through a use permit but that would be subject to planning commission review and approval or denial. Chair DeCardy said his feedback was to really look at what that maximum size was for the right balance.

Chair DeCardy suggested that no parking be required for the units. He said as long as residents were not allowed to park on the street why not allow the person splitting the lot decide what the uses were. He said ultimately, they might end up with two parking spaces, or three but not four in that mix. He urged staff to really question why parking was being done, what were they trying to prevent and as long as parking did not leak into an unwanted place, what did they care as far as the number required. He said if there was no parking the example that Commissioner Barnes pointed to would have visible a lovely front walkway and a couple of front porches. He said if they could magically make storing the car disappear the neighborhood would look fantastic. He said definitely they should not require covered parking. He said he would allow tandem parking as that all over the place would limit concrete in the project. He said parking was a place to investigate for flexibility; it was a decent incentive for people to not have to build it and allow use of the space in more interesting ways. He said regarding architectural design and doing experimentation with standards for SB9 projects that

he did not think this was where those kinds of restrictions should be placed. He said from an equity standpoint he did not think they should do anything that would put more onerous architectural design, privacy or other things in place here than on a project that the commission tended to approve anyway. He said regarding daylight plane and the setback on the second floor that was one to be thoughtful about. He said he thought as the community transitioned over the next 20 to 30 years that it would be shocking to have two stories just a few feet away from the next-door neighbor as that would be a significant struggle between neighbors. He said the four foot and 20-foot setbacks and daylight plane would have to be nuanced in the mix to address potential such impacts.

Commissioner Do said in general she agreed with commission and community members' comments about not increasing restriction. She said regarding parking that in Examples 1A and 1B with parking in the front that was alarming. She said looking also at Example 2A with parking moved to the back that created an equally alarmingly long driveway and a lot of asphalt. She said Example 3B was the same with a parking access courtyard in the middle of four units which seemed like a perfect place for a people courtyard. She said she lived on such an arrangement. She said during the day people parked on the street to allow children to play in the courtyard. She said it was unfortunate in the proposal that it would be needed for car access.

Commissioner Barnes said lot coverage was not simply a function of how much was used but what it was used for and what the opportunities were to aggregate parts of a lot that were open to some benefit. He said the example of the single-family home and ADU represented the ability to design by one entity around the lot efficiently. He said where there might be less lot coverage, a rental property with multiple units and all hardscape was space not efficiently used. He said the ability to cohesively landscape and provide green space on a unit that had less lot coverage with more space but had to provide amenities across four units was fundamentally different and not helpful for achieving any type of landscape or greenspace in addition to saving any heritage trees. He referred to the premise of SB9 not only as the production of housing but also increasing homeownership opportunities. He asked if Menlo Park had mechanisms available to incentivize homeownership versus lease or rental of properties.

Planner Turner said he did not know whether the city had incentives for rental units versus for sale units. Acting Planning Manager Kyle Perata said there was not a policy for the city at a local level from city's housing or planning divisions regarding homeownership versus rental properties. He said what the commissioner was asking for would need broader policy discussion, community outreach and direction from council level to staff to look at incentives for homeownership versus rental properties or looking at what potential barriers were in place. He said anecdotally when you went from say four apartment units on these SB9 projects to four condo units that those subdivisions required a REC in-lieu fee per unit. He said there were things like that where the community and council could direct staff to look at what those kinds of costs for subdivisions and for sale projects were compared to rental projects. He said right now they were looking at how at the local level to implement this state law. He said currently the state law was in effect in Menlo Park as the city did not have an ordinance yet to implement. He said staff and their city attorney's office would look into Commissioner Barnes' comment within the overall context of SB9. Commissioner Barnes said he did not think it was outside of the purview of this study session as the first slide indicated the objective of SB9 was to encourage homeownership.

Mr. Perata said to Commissioner Barnes' point there was some potential where a commission or community might decide that the units needed to be rental units and could potentially restrict the condominiumizing of the two new units on each lot split as the state law did not require an allowance

for subdivision. He said the professional staff were not recommending at this time any restrictions on condo subdivisions of those two new units on each separate lot. He said the state required allowing a homeowner to create two lots and each could have two units and there you could look at restrictions. Planner Turner said at a minimum under SB9 the urban lot split was just a subdivision of the land into two separate lots and there were no requirements to allow the condominiumizing of the two units so as a city they could decide to restrict or to allow them.

Commissioner Barnes asked if the ability to split a lot under SB9 required a minimum lot size. Planner Turner said the state mandated 1200 square feet as a minimum lot size unless a city adopted a smaller lot size. He said there was the 60/40 split to consider.

Commissioner Barnes said he thought design standards were very helpful. He said for four units next to each with four-foot side setbacks that design standards were entirely reasonable and preferable. He said it was a misnomer that design standards made it more complicated, more restrictive and economically unfeasible. He said that might not be the case at all as it would streamline the process. He said design standards would provide efficiency and a path to minimize disputes when looking at putting residents' homes closer to each other.

Chair DeCardy said that it was 10:40 p.m. and that they would need a vote whether they wanted to continue past 11 p.m.

Commissioner Riggs said he thought Example A5 was a great site plan and reminiscent of projects seen by the commission on Allied Arts streets like Partridge Avenue, where there were probably four or five of these. He said prior to that they were fairly common on Hoover Street. He said the result was you get a paved courtyard with nothing happening 99% of the time. He said in this sample layout the parking was not in the courtyard but in four spaces that presumably were carports. He said during the daytime that would be communal space and play space with a lot of green space and no cars parked in front at all. He said it was a fantastic layout even if he were not thrilled with four units on an R-1-E lot. He said design standards as Commissioner Barnes said were quite helpful for neighbors and for those who were going to build as they knew what was acceptable which was part of the reason, they had hoped for citywide design standards for the 18 years he had been on Planning Commission. He said they did not have to be cost oriented as for instance they were not saying no stucco rather smooth finish stucco. He said deciding window sill heights was not a cost issue. He said he was quite supportive of staff's proposal.

Mr. Mammarella noted comments on parking and that parking in the front with paving was quite problematic in terms of how it might affect the community. He said he was also hearing that the commission might not want to require one car space per unit and might not want to require tandem parking. He said tandem parking made site development quite difficult especially on a small lot. He asked if he was correct the commission did not want to overdo it on the parking and to maybe emphasize open area and landscaping over parking.

Chair DeCardy said that they did not have unanimity from the commission on how to solve the identified problem. He said some would like to have much less parking than others would. He suggested different sets of solution to be thought about in that mix.

Commissioner Barnes said having four paved spaces in front such as shown in Example 1A was an awful idea. He said he would like to hear their thoughts on Example 1A where the spaces might be located so they were not in one line and paved. Mr. Mammarella said it was very difficult especially

with tandem parking once you start putting the driveway down the side of a lot it took up a lot of space. He said there was no way then to turn cars to be able to backup in that situation. He said if you had a shared driveway for the two lots and it could be anywhere on the two lots it would be a bit easier to make that work. He said because the lots were small the driveway and the parking with the backing up were really constraining features. He said in that example there was probably a scenario where it could be feasible with tandem parking but with that type of parking and requiring two spaces then you got into issues if the units would not work. He said SB9 allowed homeowners relief from city standards if those made development of two 800 square foot minimum units each infeasible. He said the diagrams they created would meet the objective standards.

Commissioner Barnes noted the typical 50-foot width and commented he would want parking reduction requirements and asked about tandem parking. Mr. Mammarella said theoretically a driveway could go down the side and there have P1 and P2 spaces in tandem one behind the other outside the front yard or partially outside the front yard. He said the only catch was there might be two different families living in two different units and the parking would be in tandem which was why staff was thinking not to allow tandem parking. Commissioner Barnes acknowledged that would not work. He said something had to be done to reduce parking.

Commissioner Thomas said it sounded like parking would be a sensitive issue so in the future they might want to give neighbors an opportunity to provide input. He said a requirement of one curb cut per project might be good because it could force any egregious parking situations to have to go for approval and allow affected neighbors the opportunity to fight against that.

Chair DeCardy noted comment letters and asked about the opportunity for people to know more in advance to have an opportunity to be heard on this. He asked what next steps were and to let people know where next they could provide input.

Planner Turner said for next steps they would take the feedback from the study session and go back to the drawing board a bit. He said eventually they would need to bring a fully drafted ordinance containing the requirements and development standards to the commission for discussion and recommendation to the city council. He said there were some conflicting views of commissioners and those would have to be taken into consideration when they drafted the ordinance. He said the City's website had a page on SB9 for people to look at and that had interim guidelines. He said staff could add some language that additional comments could be emailed or people could call staff to talk through concerns. He said they would like to get the ordinance drafted and back to the commission relatively soon.

ACTION: Motion and second (Harris/Riggs) to continue the meeting to 11:10 p.m.; passes 6-0-1 with Commissioner Tate absent.

Commissioner Harris said when the item returned that she would like to know how many lot splits they expected to see and over what timeline. She asked if the lots were split whether that would reset property tax assessment. She suggested a map showing areas in which parking would not need to be required.

H. Informational Items

H1. Future Planning Commission Meeting Schedule

- Regular Meeting: August 15, 2022

Planner Sandmeier said the next agenda was not finalized but most likely would have three single family projects on it.

- Regular Meeting: August 29, 2022

I. Adjournment

Chair DeCardy adjourned the meeting at 11:05 p.m.

Staff Liaison: Corinna Sandmeier, Acting Principal Planner

Recording Secretary: Brenda Bennett

REGULAR MEETING DRAFT MINUTES

Date: 8/15/2022
Time: 7:00 p.m.
Location: Zoom

A. Call To Order

Chair Chris DeCardy called the meeting to order at 7:00 p.m.

B. Roll Call

Present: Andrew Barnes, Chris DeCardy (Chair), Linh Dan Do, Cynthia Harris (Vice Chair), Henry Riggs, David Thomas

Absent: Michele Tate

Staff: Fahteen Khan, Associate Planner; Matt Pruter, Associate Planner; Corinna Sandmeier, Acting Principal Planner; Chris Turner, Associate Planner;

C. Reports and Announcements

None

Planner Sandmeier responded to commissioners' questions regarding the application of the heritage tree ordinance with use permit projects and ADU projects and any oversight of ADU site location by the commission. She said when there was discretionary review involved that if the commission did not approve the use permit, then the heritage tree approval permit was not in effect (if it was development-based) because it was no longer needed. She said she wanted to be careful not to discuss items not agendized but in general with a use permit request for a single-family home the location of that was discretionary. She said if an attached ADU was proposed but with no exceptions from standards as part of the overall proposal then the location of the ADU was not discretionary.

Chair DeCardy said he would need to recuse himself from Item F3 as his residence was located within 500 feet of the subject property.

D. Public Comment

- Romaine Taniere, East Palo Alto resident, said that East Palo Alto public works was actively working on rehabilitation and improvements on Kavanaugh Street and requested to see timelines at a future commission or city council meeting for completion of Menlo Park multiple plan projects along O'Brien and Adams Drives, Willow Village, Willow Road, and University Avenue and actualization of pedestrian and bicycle safety improvements, He suggested at a minimum continuation of sidewalk between Kavanaugh Drive in East Palo Alto and Kavanaugh Drive in Menlo Park was urgently needed and long overdue.

E. Consent Calendar

Chair DeCardy said at Commissioner Tate's request he would pull item E2 off the consent calendar.

E1. Approval of minutes from the April 11, 2022, Planning Commission meeting. (Attachment)

ACTION: Motion and second (Harris/DeCardy) to approve April 11, 2022 meeting minutes as submitted; passes 5-0-1-1 with Commissioner Riggs abstaining and Commissioner Tate absent.

E2. Approval of minutes from the April 25, 2022, Planning Commission meeting. (Attachment)

Chair DeCardy said Commissioner Tate's concern was the roll call in the minutes did not indicate her present or absent at the meeting, but she was identified through the course of the meeting. He asked that her name be added to the roll call item.

Commissioner Do moved and Commissioner Harris seconded to approve the minutes with the addition of Commissioner Tate to the roll call item.

Commissioner Barnes said he was not listed at being present under roll call at the April 25 meeting either but was identified as speaking in the minutes.

Replying to Chair DeCardy, Commissioner Harris said as the maker of the second she would not second the motion with that additional change.

Chair DeCardy tabled the motion.

ACTION: Motion and second (Harris/Barnes) to continue the April 25, 2022 meeting minutes for further staff review; passes 6-0-1 with Commissioner Tate absent.

F. Public Hearing

F1. Use Permit/Chris Gianotti/729 Middle Avenue:
Request for a use permit to demolish an existing one-story, single-family residence and construct a new two-story residence and detached garage on a substandard lot with regard to lot width in the R-1-U (Single Family Urban Residential) zoning district. (Staff Report #22-043-PC)

Associate Planner Pruter said staff had no additions to the written report.

Property owners Chris Gianotti and Delia Snyder and project designer Jim Whitney spoke on behalf of the project.

Chair DeCardy opened the public hearing and closed it as no person requested to speak.

The Planning Commission discussed the project including adding privacy screening on the left side for the stairwell landing window for the adjacent one-story garage and two-story residence, heritage oak tree removal, and the nearly standard size of the subject property lot.

ACTION: Motion and second (Riggs/Barnes) to adopt a resolution to approve a use permit to demolish an existing one-story, single-family residence and construct a new two-story, single-family

residence with a detached one-car garage on a substandard lot with regard to minimum lot width in the R-1-U (Single Family Urban Residential) zoning district with an added condition for staff to confirm adequate screening from the stairwell window or require obscure glass; passes 4-2-1 with Commissioners DeCardy and Do opposed and Commissioner Tate absent.

F2. Use Permit/Nitin Handa/1170 May Brown Avenue:
Request for a use permit to demolish an existing two-story, single-family residence and associated improvements, and construct a new two-story residence on a substandard lot with regard to minimum lot width in the R-E (Residential Estate) zoning district. The proposal includes a detached accessory dwelling unit (ADU), which is not subject to discretionary review. (Staff Report #22-044-PC)

Planner Pruter noted discussion that day between the applicant and neighbor about potential screening trees and as a potential condition of approval.

Property owner and applicant Nitin Handa spoke on behalf of the project.

Chair DeCardy opened the public hearing.

Public Comment:

- Jonathan Leblang, 1180 May Brown Avenue, said he fully supported the project. He said he wanted a concern on the public record about parking and accessibility on the street during the project construction so no residents were blocked. He commented more visible signage was needed on the street to prevent vehicle drivers from mistakenly trying to cut through as the street had no outlet.

- Peter Hartwell, 1165 San Mateo Drive, said he and Caitlin's home was directly behind the subject property and their concern were two heritage trees and impacts to the drip lines. He said they found the protective measures proposed inadequate and suggested the ADU be moved 20 feet south to accommodate the drip lines of those trees.

- Alisa Yapa, 1160 May Brown Avenue, referred to the previous speaker's comments and said moving the ADU 20 feet to the south would be closer to her property and it was unknown how that would affect her property or any other trees. She said her concern was line of sight for the project's second floor into her first floor living spaces and said she appreciated the applicant's flexibility to add trees, which she hoped would reach full height within two to three years' time. She requested that none of the project's demolition or construction crew park any vehicles on the street and said she appreciated Mr. Handa's commitment that there would be no parking on either side of the street.

- Caitlin Dark, 1165 San Mateo Drive, said she wanted to clarify for the neighbor to the south of the project property that moving the ADU would preserve two heritage trees and would have no impact in that zone as it had no heritage trees. She noted her efforts to get the applicant to move the ADU.

Chair DeCardy closed the public hearing.

The Planning Commission discussed the project and heritage tree protective measures.

ACTION: Motion and second (Riggs/Thomas) to adopt a resolution approving a use permit to demolish an existing two-story, single-family residence and associated improvements, and construct a new two-story residence on a substandard lot with regard to minimum lot width in the R-E (Residential Estate) zoning district; passes 5-1-1 with Commissioner Harris opposed and Commissioner Tate absent.

F3. Use Permit/Rico Huo/510 Pope Street:
Request for a use permit to demolish an existing one-story residence and construct a new two-story residence on a substandard lot with regard to minimum lot area and width in the R-1-U (Single Family Urban Residential) zoning district. (Staff Report #22-045-PC)

Chair DeCardy recused himself as noted earlier.

Associate Planner Fahteen Khan made a correction to the staff report under landscaping as tree number five was shown as being on the property but was actually a street tree in front of the subject property.

Applicant homeowner and project architect Rico Huo spoke on behalf of the project and confirmed the window type and grids as requested by Commissioner Riggs.

Vice Chair Harris opened the public hearing and closed it as no person requested to speak.

The Planning Commission discussed the project, upon inquiry allayed concern about adequate screening for the stairwell window, expressed appreciation for the applicant's presentation and found the project well designed itself and within the context of the neighborhood.

ACTION: Motion and second (Barnes/Thomas) to adopt a resolution approving a use permit to demolish an existing one-story, single-family residence and construct a new two-story residence on a substandard lot with regard to minimum lot area and width in the R-1-U (Single Family Urban Residential) zoning district; passes 5-0-1-1 with Commissioner DeCardy recused and Commissioner Tate absent.

Chair DeCardy rejoined the meeting.

F4. Use Permit/Michael Kramer/90 La Loma Drive: Request for a use permit to demolish an existing one-story, single-family residence and detached garage, and construct a new two-story residence on a substandard lot with regard to minimum lot width in the R-1-S (Single Family Suburban Residential) zoning district. The project includes a request for excavation within the side setback. The project also includes an attached ADU, which is not subject to discretionary review. (Staff Report #22-046-PC)

Planner Turner said staff had no additions to the written report.

Project architect Joe Gardella and property owners Mike and Jen Kramer spoke on behalf of the project.

Chair DeCardy opened the public hearing and closed it as no person requested to speak.

The Planning Commission discussed the project and confirmed the applicants would check back with their landscape architects about not using artificial turf, the circumstances surrounding the approval of a heritage tree removal permit post-tree removal including previous non-heritage tree designation and later heritage tree designation but a finding of poor health, and staff process for ensuring any rooftop screening needed was aesthetically appropriate.

ACTION: Motion and second (Riggs/Thomas) to adopt a resolution approving a use permit to demolish an existing one-story, single-family residence and detached garage, and construct a new two-story, single-family residence on a substandard lot with regard to minimum lot width in the R-1-S (Single Family Suburban Residential) zoning district. The proposal includes a request to excavate more than one foot in depth within the left side setback; passes 6-0-1 with Commissioner Tate absent.

G. Informational Items

G1. Future Planning Commission Meeting Schedule

- Regular Meeting: August 29, 2022

Planner Sandmeier said the August 29 agenda would have two single-family home development projects.

- Regular Meeting: September 12, 2022

Chair DeCardy received a request from Commissioner Thomas to have an item agendized in the future to receive information on heritage tree ordinance application.

H. Adjournment

Chair DeCardy adjourned the meeting at 9:19 p.m.

Staff Liaison: Corinna Sandmeier, Acting Principal Planner

Recording Secretary: Brenda Bennett

REGULAR MEETING DRAFT Minutes

Date: 8/29/2022
Time: 7:00 p.m.
Location: Zoom

A. Call To Order

Chair Chris DeCardy called the meeting to order at 7:00 p.m.

B. Roll Call

Present: Andrew Barnes, Chris DeCardy (Chair), Linh Dan Do, Cynthia Harris (Vice Chair), Henry Riggs, David Thomas, Michele Tate

Staff: Matt Pruter; Associate Planner; Corinna Sandmeier, Acting Principal Planner

C. Reports and Announcements

None

D. Public Comment

None

E. Consent Calendar

E1. Approval of minutes from the March 28, 2022, Planning Commission meeting. (Attachment)

E2. Approval of court reporter transcript and minutes from the May 2, 2022, Planning Commission meeting. (Attachment)

E3. Approval of minutes from the May 16, 2022, Planning Commission meeting. (Attachment)

ACTION: Motion and second (Barnes/Do) to approve the Consent Calendar consisting of minutes from the March 28, 2022, court reporter transcript and minutes from the May 2, 2022, and minutes from the May 16, 2022 Planning Commission meetings; passes 5-0-2 with Commissioners Riggs and Tate abstaining.

F. Public Hearing

F1. Use Permit/Anna Felver/816 Laurel Avenue:
Request for a use permit to demolish an existing one-story, single-family residence, and construct a new two-story residence on a substandard lot with regard to minimum lot width and area in the R-1-U (Single Family Urban Residential) zoning district. (Staff Report #22-047-PC)

Planner Pruter said staff had no additions to the written report.

Applicant representative Anna Felver and property owner Raj Nanda spoke on behalf of the project.

Chair DeCardy opened the public hearing and closed it as no persons requested to speak.

The Planning Commission discussed the project and found the project met the city's standards, the applicants were responsive to neighbors, and the design would fit well within the neighborhood.

At the Chair's request, staff provided some information on valuation and response process to requests for heritage tree removals.

ACTION: Motion and second (Barnes/Riggs) to adopt a resolution approving a use permit to demolish an existing one-story, single-family residence, and construct a new two-story residence on a substandard lot with regard to minimum lot width and area in the R-1-U (Single Family Urban Residential) zoning district; passes 7-0.

F2. Use Permit/Steve Schwanke/1152 Berkeley Avenue:
Request for a use permit to add a first-floor addition and conduct interior modifications to an existing nonconforming, single-family residence in the R-1-U (Single Family Urban Residential) zoning district. The proposed new work value would exceed 75 percent of the replacement value of the existing structure in a 12-month period and requires approval of a use permit by the Planning Commission. (Staff Report #22-048-PC)

Planner Pruter said staff had no additions to the written report.

Project representative John Ray and property owners Tiere Hodges and Mrs. Hodges spoke on behalf of the project.

Chair DeCardy opened the public hearing and closed it as no persons requested to speak.

The Planning Commission discussed the project and noted it was a one-story project that would fit well within the neighborhood with staff providing clarification on the level of the city requirements for a use permit request for this type of project.

ACTION: Motion and second (Barnes/Riggs) to adopt a resolution approving a use permit to add a first-floor addition and conduct interior modifications to an existing nonconforming, single-family residence in the R-1-U (Single Family Urban Residential) zoning district; passes 7-0.

G. Informational Items

G1. Future Planning Commission Meeting Schedule

- Regular Meeting: September 12, 2022

Planner Sandmeier said the September 12 agenda would have 1350 Adams Court project and 135 El Camino Real project on it.

- Regular Meeting: September 19, 2022

Planner Sandmeier said staff did not have the exact list of projects yet for the September 19 agenda.

H. Adjournment

Chair DeCardy adjourned the meeting at 7:46 p.m.

Staff Liaison: Corinna Sandmeier, Acting Principal Planner

Recording Secretary: Brenda Bennett

CITY OF MENLO PARK

STAFF REPORT

Planning Commission
Meeting Date: **10/24/2022**
Staff Report Number: **22-056-PC**

Public Hearing: **Adopt a resolution recommending the City Council certify the final environmental impact report (Final EIR), adopt California Environmental Quality Act (CEQA) Findings, adopt a Statement of Overriding Considerations for significant and unavoidable impacts, amend the General Plan Circulation Element, rezone the project site and amend the zoning map to incorporate "X" overlay district and approve the conditional development permit (CDP), approve the vesting tentative maps for the main project site and the Hamilton Avenue Parcels, approve the development agreement (DA), and approve the below market rate (BMR) housing agreements for the proposed Willow Village masterplan project located at 1350-1390 Willow Road, 925-1098 Hamilton Avenue and 1005-1275 Hamilton Court, 1399 and 1401 Willow road, and 871-883 Hamilton Avenue**

Recommendation

Staff recommends that the Planning Commission adopt a resolution recommending approval to the City Council of the following (included in Attachment A):

- Certification of the Final Environmental Impact Report (Attachment A.1) that analyzes the potential environmental impacts of the proposed project and adopt the CEQA findings to address impacts, including a statement of overriding considerations for significant and unavoidable environmental effects that would result from the proposed project (Attachment A.2), and approval of the mitigation monitoring and reporting program for the proposed project to mitigate impacts to less than significant with mitigation or reduce significant impacts (Attachment A.3);
- Amendments to the General Plan Circulation Element and Zoning Map to modify the locations of the public rights-of-way, new street connections, paseos and incorporate multi-use pathways within the main project site and new site access (draft resolution in Attachment A.4);
- Approval of vesting tentative maps for the main project site and Hamilton Avenue Parcels to create new buildable parcels, dedicate public rights-of-way, identify public access easements, site infrastructure, and realign Hamilton Avenue (draft resolutions in Attachments A.5 "main project site" and A.6 "Hamilton Avenue parcels");

- A rezoning of the project site from R-MU-B and O-B to R-MU-B-X and O-B-X to include the "X" Conditional Development combining district overlay to enable the use of a conditional development permit (CDP) (draft ordinance in Attachment A.7);
- A CDP to develop the proposed project through the master plan provisions outlined in the Zoning Ordinance, utilize the bonus level development allowances (increased height, density, and intensity) in exchange for community amenities, establish allowed uses, development regulations (including design standard modification requests), and otherwise govern the development of the proposed project (draft CDP in Attachment A.8);
- A development agreement (DA) between the City and the project applicant for vested rights in exchange for community amenities and assurances on the timing and phasing of the proposed project (draft ordinance in Attachment A.9 and draft DA in Attachment A.10);
- Below market rate housing agreements for the provision of 312 BMR units with a mix of affordable income limits, including 119 age restricted senior units (draft resolution in Attachment A.11 and draft agreements in Attachments A.12 "age restricted" an A.13 "non-age restricted").

The proposed project received conditional approval from the City Arborist for heritage tree removal permits to remove 276 heritage trees on the main project site, three (3) heritage trees on the Hamilton Avenue Parcels, and 16 heritage trees within parcels at 1305 and 1330 O'Brien Drive and within the O'Brien Drive right-of-way that conflict with the development of the proposed project and off-site improvements. The heritage tree permits would become effective upon approval and implementation of the proposed project.

Policy Issues

The proposed project requires the Planning Commission and City Council to consider the merits of the project, including project consistency with the City's current general plan and proposed amendments, municipal code, and other adopted policies and programs. The Commission and Council will also need to consider the proposed development regulations and modifications to the Zoning Ordinance standards (e.g. design standards, bird friendly waivers, transportation demand management, signage, construction hours, and below market rate housing) in the conditional development permit. As part of the project review, the Commission and Council will need to make findings that the merits of the project and the public benefits and specific community amenities associated with the development agreement balance the significant and unavoidable environmental impacts as described in the environmental impact report by adopting a statement of overriding considerations. The Planning Commission is a recommending body on these policy issues. The policy issues summarized here are discussed in detail in the staff report.

In addition, the City prepared the following documents to analyze the proposed project and inform reviews by community members, the Planning Commission, and the City Council:

- Housing Needs Assessment (HNA), including an analysis of the multiplier effect for indirect and induced employment from the proposed project, in compliance with the terms of the 2017 settlement agreement between the City of Menlo Park and the City of East Palo Alto (Attachment B);
- Fiscal Impact Analysis (FIA) to inform decision makers and the public of the potential fiscal impacts of the proposed project (Attachment C);
- Appraisal to identify the required value of the community amenity in exchange for bonus level development (Attachment D); and
- Community amenities proposal evaluation to determine if the community amenities proposal meets the minimum required value (Attachment E).

These reports are not subject to specific City action, but provide background information for the conditional development permit, development agreement, and other land use entitlements.

Background

Site location

A project location map that includes site addresses, neighboring Meta sites, and other landmarks is included in Attachment F. The project site includes the following three project areas.

Main project site

The approximately 59-acre main project site is generally located along Willow Road between Hamilton Avenue and Ivy Drive, previously referred to as the ProLogis Menlo Science and Technology Park. The main project site contains 20 existing buildings with approximately 1 million square feet of gross floor area.

Hamilton Avenue Parcels

The proposed project includes the realignment of Hamilton Avenue west of Willow Road, and the associated parcels to the north (Belle Haven Shopping Center, referred to as Hamilton Avenue Parcel North) and south (Chevron gas station, which is referred to as Hamilton Avenue Parcel South) sides of Hamilton Avenue.

Willow Road undercrossing and overcrossing

The main project site could be connected to the Meta West Campus by an undercrossing and an elevated parkway that would connect the main project site with the Hamilton Avenue Parcel North site. Both the undercrossing and elevated park would include public access for bicyclists and pedestrians.

Project variants

The proposed project includes four variants that could be incorporated into the project. Variants are variations of the proposed project at the same project site, with the same objectives, background, and development controls but with a specific variation. With the exception of the Increased Residential Density Variant (studied for policy purposes in the event the City decision makers desire to consider it), the variants are slightly different versions of the project that could occur based upon the action or inaction of agencies other than the City or of property owners outside the Project site. The project includes the following variants:

- No Willow Road Tunnel Variant
- Increased Residential Density Variant (200 additional dwelling units)
- No Hamilton Avenue Realignment Variant
- Onsite Recycled Water Variant

With the exception of the Increased Residential Density Variant, the other three variants could be incorporated by the applicant without further analysis; the changes to the site plan that could result from the variants would be evaluated under the change provisions of the CDP.

Project milestones

A table summarizing the previous project milestones and meetings is included in Attachment G.

Analysis

Project overview

The applicant, Peninsula Innovation Partners, Inc., is proposing to redevelop the project site through the master plan process, by utilizing a CDP and entering into a DA, to secure vested rights, with the City. The master plan process allows a project to aggregate development potential across the entire site, including square footage, open space requirements, parking, etc. The project site is zoned O-B (Office, bonus) and R-MU-B (Residential mixed-use, bonus). As stated in the site location section, above, the proposed project includes a main project site and off-site components along Hamilton Avenue.

Main project site

The proposed project would redevelop the main project site into three districts: a Town Square district, a Residential/Shopping district, and a Campus district. The Campus district is intended to be occupied by Meta. The proposed site plan is included in Attachment H and a hyperlink to the master plan project plans is included in Attachment I. The proposed project would result in a net increase of approximately 800,000 square feet of nonresidential uses (office, retail, personal services, etc.) for a total of approximately 1.8 million square feet. The proposal also includes multifamily housing units, a hotel, and publicly accessible open space (e.g. elevated linear park, town square, dog park, and 3.5 acre publicly accessible park). Table 1 summarizes the proposed development at the project site.

Table 1: Main project site Project Data

	Proposed project (CDP Standards)	Zoning Ordinance bonus level standards (maximums)
Residential dwelling units	1,730 units**	1,730 units
Residential square footage	1,696,406 s.f.	1,701,404 s.f.
Residential floor area ratio	224.3%	225%
Commercial Retail square footage	200,000 s.f.	397,848 s.f.
Commercial Retail floor area ratio	12.6%	25%
Office square footage	1,600,000 s.f.*	1,780,436 s.f.
Office floor area ratio	113%	125%
Hotel rooms	193	n/a

*Proposed office square footage includes a maximum of 1.25M s.f. of office use with the balance of 350,000 s.f. for meeting and collaboration space use (if office square footage is maximized at 1.25M sf) within the Campus District; the total s.f. includes a portion of the 25% non-residential FAR permitted in the R-MU portion of the project site.
**The total units would include a minimum of 15 percent of the residential units as below market rate (BMR) units to satisfy the City's inclusionary requirements. Additional BMR units would be incorporated to comply with the commercial linkage requirement.

Main project site layout

The site layout for the main project site is shown on Masterplan Sheet G3.01 and in Attachment H. The conceptual district plan for the site is included in Attachment J. The three districts are linked through the proposed street network, parks and open space, and the layout of the buildings. The following list identifies some key components of the proposed site layout.

- The grocery store would be proximate to Willow Road at the intersection with Hamilton Avenue/Main Street and entertainment and retail/dining uses would generally be located along Main Street;

- Hotel and associated retail/dining would be proximate to the 1.5-acre publicly accessible town square;
- 3.5-acre publicly accessible park (proximate to Willow Road at Park Street), a dog park (in the southeastern portion of the main project site) and additional public open space;
- 2-acre publicly accessible elevated park extending over Willow Road providing access at the Hamilton Avenue Parcel North; and
- A potential publicly-accessible, below grade tunnel for Meta intercampus trams, bicyclists and pedestrians connecting the project with the West and East campuses

The main project site would be bisected by a new north–south street (Main Street) as well as an east–west street that would provide access to all three districts (Park Street). The proposed project would include a circulation network for vehicles, bicycles, and pedestrians, inclusive of paseos, multi-use paths, and both public rights-of-way and private streets that would be generally aligned to an east-to-west and a north-to-south grid. While the CDP would incorporate the Willow Road Tunnel, it is an optional feature and the applicant may choose not construct the tunnel. The potential scenario without the Willow Road Tunnel was studied in the EIR as both an alternative and project variant.

Hamilton Avenue Parcels and Willow Road grade separated crossings

The proposed project includes off-site improvements, such as the realignment of Hamilton Avenue and the Willow Road undercrossing and elevated park (over Willow Road). The proposed project includes an elevated park that would extend from Hamilton Avenue Parcel North over Willow Road to the main project site, creating a grade separated connection across Willow Road. In addition, the main project site could be connected to the West and East Campuses through a tunnel below Willow Road and the Dumbarton Corridor that would allow Meta trams to circulate off-street between the campuses and allow for bicyclists and pedestrians to travel from the main project site to the campuses and the Bay Trail.

The realignment of Hamilton Avenue would result in the demolition and potential reconstruction of the existing Chevron station (Hamilton Avenue Parcel South) and the potential future expansion of retail uses at the existing Belle Haven neighborhood shopping center (Hamilton Avenue Parcel North). These are components of the proposed project that could occur as a result of the realignment of Hamilton Avenue and would be reviewed through separate permitting processes. However, these were studied for environmental clearance through the EIR for the proposed project. The conceptual site plans for the Hamilton Avenue Parcels are included in Appendix 7 of the masterplan plan set (link in Attachment I) for reference. Table 2 below summarizes for reference only the potential development on the two Hamilton Avenue Parcels and the maximum square footage allowed by the existing zoning district (C-2-S district).

Table 2: Hamilton Avenue Parcels North and South Project Data

Project site	Potential Future Projects (Total square footage)	Zoning Ordinance maximums*
Hamilton Avenue Parcel North	22,400 s.f.	48,134 s.f./(FAR 0.5)
Hamilton Avenue Parcel South	5,700 s.f.	21,126 s.f./(FAR 0.5)

*Zoning Ordinance maximums represent maximum development potential after realignment of Hamilton Avenue, which includes re-subdividing the parcels to reduce the size of Hamilton Avenue Parcel South and increase the size of Hamilton Avenue Parcel North.

Project phasing

Project build out would be phased. The first phase would include the demolition and backbone infrastructure, followed by the first vertical construction phase (focused on the campus district and select

residential/mixed-use buildings). The first vertical construction phase would include the elevated park. The publicly accessible community park would be completed in the first vertical construction phase and construction on the town square and hotel are dependent upon Caltrans approvals and the completion of the below grade parking structure. The second phase would include the remainder of the residential and mixed-use buildings. The applicant's conceptual construction phasing timeline (from the Development Agreement) is included in Attachment K and represents one possible scenario for the timeline for project buildout.

Development standards

This section summarizes the proposed project and the development regulations and standards. The conditional development district (or "X" district), also referred to as combining district, is a zoning district specifically established for the purpose of combining special regulations or conditions with one of the zoning districts through a CDP. CDPs allow for customization and modifications to Zoning Ordinance and Municipal Code requirements, provided the proposed project complies with the maximum density and floor area ratio (FAR) for the site. The proposed project includes a CDP for a comprehensive masterplan redevelopment of the project site and the CDP would identify project specific development regulations and design standards.

Density, floor area ratio (FAR), and gross floor area (GFA)

The proposed project would be developed at a bonus-level FAR, height, and density and would aggregate development potential across the project site through the CDP. The proposed project does not exceed the maximum allowed density, FAR, or GFA allowed in the O-B and R-MU-B zoning districts. Refer to Table 1 and Table 2 for detailed density, FAR, and GFA details for the proposed project.

The proposed project includes up to 1,730 dwelling units. The EIR studied a project variant that would increase the number of housing units to 1,930 units. These additional 200 units could be enabled through the City's BMR density bonus or State Density Bonus law. The proposed project does not currently include these additional units; however, studying these additional units in the Draft EIR enables City decision makers to incorporate these units into the project if desired.

Height

The applicant has submitted an analysis in the master plan that documents preliminary compliance with the Zoning Ordinance height requirements for height (average) and maximum height for the project. The CDP includes a request to increase the maximum height of Parcel 3 (Building RS3) to 85 feet. The proposed project heights are outlined in Table 3 below. Maximum and average height compliance would be tracked by staff through the review of each individual building permit.

Table 3: Building Height

	Proposed	Zoning Ordinance standards*
Building Height (Maximum)**		
O-B Zoning	120 feet	120 feet
R-MU-B Zoning	80 feet; 85 feet for (Building RS 3)***	80 feet
Height (Average)**		
O-B Zoning	70 feet	77.5 feet
R-MU-B Zoning	62.5 feet	62.5 feet

* The height limits include the 10-foot height increase allowed for properties within the FEMA flood zone.

** Maximum height and average height do not include roof-mounted equipment, utilities and parapets used to screen mechanical equipment.
*** The additional height above the Zoning Ordinance maximums can be permitted through the CDP.

Design standards and modification requests

The R-MU-B and O-B zoning districts include design standards for new construction that regulate the siting and placement of buildings, landscaping, parking, and other features in relation to the street; building mass, bulk, size, and vertical building planes; ground floor exterior facades of buildings; open space, including publicly accessible open space; development of paseos to enhance pedestrian and bicycle connections between parcels and public streets in the vicinity; building design, materials, screening, and rooflines; and site access and parking.

Buildings and site features will be reviewed subsequently by the Planning Commission through the architectural control permit review process. The proposal includes modifications from the Zoning Ordinance design standards that would be enumerated in the CDP and each future architectural control review would need to be in compliance. Where a standard is not modified by the CDP, the Zoning Ordinance requirement would apply.

The applicant is requesting the following modifications to the development and design standards to create architectural variation throughout the overall master plan (these may be recurring amongst buildings or building specific requests):

- Building Modulation (Minor and Major);
- Building Step-backs;
- Building setbacks;
- Minimum Base Height;
- Roof Modulations;
- Building Projections;
- Building and Garage Entrances.
- Senior Parking Standards (Vehicles/bicycles);
- Above Ground Parking Structures (Campus District); and
- Retail Building Height (Mixed use buildings with retail uses).

For the above listed requests, the applicant has prepared detailed modification requests and justifications (Attachment L). The modification requests include a discussion of the building/site specific reason for the requested modification. In general, City staff believes that the modification requests are supportable and meet the intent of the General Plan and Zoning Ordinance as the modifications have been considered holistically and each future building would continue to provide façade variations, visual interest, and general building articulation. The proposed modifications are located in Section 4 of the draft CDP (Attachment A.8). Future architectural control reviews by the Planning Commission would help ensure high quality architectural design, and appropriate building massing, materials and architectural elements.

Site signage and outdoor advertising

The CDP would allow the applicant to prepare a master sign program to set the square footage maximums for each parcel/building and to outline the design standards and guidelines for site signage. The Planning Commission would review and act on the master sign program prior to the installation of any signage for the buildings at the project site. Wayfinding signage (e.g. street signs, bike route signage, etc.) would be incorporated into the master sign program. The use of a master sign program would allow for signage to be comprehensively reviewed and incorporated into the masterplan instead of reviewed individually tenant by tenant.

Construction hours and noise compliance

Construction activities for the proposed project may take place outside of typical construction hours and could take place between 7:00 a.m. to 10:00 p.m. Monday through Saturday and from 8:00 a.m. to 6:00 p.m. on Sundays. 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 would generally comply with the noise limitations set forth in Chapter 8.06 (Noise) of the municipal code and mitigation measures Modified ConnectMenlo NOISE-1c, NOI-1.1 and NOI-1.2. The mitigation measures would help ensure that the noisiest construction activities would generally take place between 8:00 a.m. to 6:00 p.m. Monday through Friday. Some activities will not be able to take place during those hours (e.g. tunnel and elevated park construction, off-site utility improvements, building concrete pours, etc.) and could exceed the noise ordinance limits, even with mitigation. In addition, components of construction such as pile driving would exceed the construction noise exception during daytime construction hours.

Prior to the issuance of a building permit for each individual phase, the applicant will submit a noise control plan to City for review. The CDP would generally permit pile drivers and similar construction equipment to exceed the 85 decibels at 50 feet requirement, subject to review and approval of the noise control plan. Additionally, construction activities outside of 8:00 a.m. to 6:00 p.m. may be allowed to exceed the noise ordinance if determined by the Building and Planning Divisions that an exception for specific activities (e.g. pile driving or similar activities) is necessary. Through the CDP and the noise control plan, City staff would ensure that impacts from these activities are limited to the extent feasible and practical and that any extended working hours predominantly comply with the noise ordinance with some exceptions.

Outdoor seating

The applicant is proposing outdoor seating associated with retail and restaurant uses as a permitted use, subject to compliance with standards outlined in the CDP. The CDP includes standards for location and design. The Planning Division would review the outdoor seating for compliance with the CDP.

Sale of beer, wine, and alcohol

To ensure viable retail, restaurant, hotel, and grocery uses, the applicant requests an allowance for on-sale and off-sale California alcoholic beverage control (ABC) licenses. The CDP would permit a certain number of alcohol licenses by use within each district on the project site. The CDP would permit the following types:

- on-site sale of alcohol associated with restaurant uses,
- on-site sale of beer and wine only for events (e.g. farmers' markets),
- off-site sale of alcohol for a full service grocery store greater than 20,000 square feet,
- off-site sale of alcohol for the gift shop within the hotel; and
- on-site sale general (bar and/or restaurant) for the hotel.

The CDP would allow up to seven permits for the Town Square district (inclusive of four permits for the hotel), up to eight permits for the Residential/Shopping district, and up to four for the Office Campus district. Within those permits, only two off-sale licenses would be permitted through the CDP for the full service grocery store and for the hotel gift shop. The alcohol permits would be subject to the ABC, Planning Division, and Police Department review and approval to ensure safeguards are in place prior to operation. Additional licenses and license types may be permitted through an administrative or use permit process per the requirements of the Zoning Ordinance.

Parks, paseos, and open space

The proposed master plan includes a minimum required square footage of open space (both publicly accessible and general/common open space) through a combination of parks, a town square, paseos and

landscaping. Please refer to the open space exhibit on Sheet G3.05 in master plan (Attachment M) for more details on the proposed open space design and locations. Table 4 below identifies the minimum open space requirement and the proposed open space for the project.

Table 4: Open Space and Landscaping Requirements

Land use	Zoning requirement (total open space) (sf)	Zoning requirement (publicly accessible*) (sf)	CDP minimum open space (sf)	CDP minimum publicly accessible open space (sf)
R-MU-B	189,045 (25%)	47,262 (25%)	370,000	160,000
0-B	477,418 (30%)	238,709 (50%)	487,000	200,000
Total	-	-	857,000	360,000

*publicly accessible open space percentages are calculated from the total required open space.

The proposed open space would meet the design and access requirements of the Zoning Ordinance and would be documented through future architectural control reviews. The paseos and pathways through the site include the multi-use pathway along the eastern edge of the site, connecting with an east-to-west pathway along the northern edge of the main project site that would link to the potential Willow Road Tunnel. The elevated park would function as an east-to-west paseo and the enhanced streetscape along Main Street would also function similar to a paseo. Along the eastern edge of the main project site, the applicant is proposing to construct a minimum 20-foot wide paseo (identified on the Zoning Map as shared between the main project site and the 1350 Adams Court/1305 O'Brien Drive parcel). The project plans identify details for the eastern paseo, enhanced main street bike/pedestrian facilities, and the elevated park.

The publicly accessible park located at the southwest corner of the site is anticipated to be passively landscaped with trees, landscaping, pathways, and open lawn areas. Additionally, the proposed project includes a town square gathering space adjacent to the hotel, meeting and collaboration space, and office campus. The town square would include access to the elevated park and be located in a central site location bringing together the Campus District, hotel, and residential/retail uses.

Trees and landscaping

The majority of the trees on the main project site would be removed to accommodate the construction, specifically the grading for sea level rise resiliency per FEMA and Zoning Ordinance requirements. Table 5 outlines the tree removals associated with the construction of the proposed project.

Table 5: Proposed tree removals

Project component	Total trees	Heritage size trees	Heritage tree removals	Non-heritage tree removals
Main project site	805	284	276	505
Hamilton Avenue parcels	141	18	3	58
O'Brien Drive off-site improvements	37	25	16	7
Total	983	327	295	570

Eight heritage trees and 16 non-heritage trees would remain in place on the main project site, mostly along

the southern property line. Heritage tree replacements would meet the City's replacement value requirements. The proposed tree replacement and plantings would include both native and adapted trees and the replacement trees would be reviewed for compliance with City requirements by the City Arborist during future architectural control and building permit applications.

The City Arborist reviewed and conditionally approved the heritage tree removal permits associated with the proposed project, pending action by the City Council on the CDP and subject to authorization from all affected property owners for the off-site heritage tree removals. In addition, tree removals would be restricted until issuance of associated building permits for construction. The draft CDP includes these conditions and requirements.

Green and sustainable building regulations

The proposed project would, at a minimum, comply with the green and sustainable building requirements of the Zoning Ordinance, the City's current Reach Code, and EV charging requirements. The summary below includes the City's requirements for the proposed project and compliance would be ensured through the CDP and future architectural control permits:

- Meet 100 percent of its energy demand through any combination of on-site energy generation, purchase of 100 percent renewable electricity, and/or purchase of certified renewable energy credits;
- Be designed to meet LEED (Leadership in Energy and Environmental Design) Gold BD+C (Building Design + Construction) for buildings greater than 20,000 square feet and LEED Silver BD+C for buildings between 10,000 and 20,000 square feet;
- Comply with the current electric vehicle (EV) charger requirements adopted by the City Council;
- Meet water use efficiency requirements including the use of recycled water for all City-approved non-potable applications;
- Locate the proposed buildings 24 inches above the Federal Emergency Management Agency (FEMA) base flood elevation (BFE) to account for sea level rise;
- Plan for waste management during the demolition, construction, and occupancy phases of the project (including the preparation of the required documentation of zero waste plans); and
- Incorporate bird friendly design in the placement of the building and use bird friendly exterior glazing and lighting controls.

West Bay Sanitary District is evaluating a recycled water facility for the Bayfront Area and the applicant is participating in that effort. The proposed project would utilize recycled water from this facility; however, if the facility is not available for the proposed project, the applicant would provide an on-site facility. To help ensure that the regional facility is more viable and enable the applicant's participation in the development of that facility, the DA includes an allowance for the applicant to use potable water for an interim period while the regional facility is being constructed or while the applicant constructs its own facility if West Bay does not move forward with the regional facility. Any interim us of potable water would require the applicant to implement conservation measures to offset some of its potable water use. Staff believes this allowance will help ensure the West Bay facility is more viable and available to supply other users in the Bayfront Area.

In addition, the proposed project would be required to use electricity as the only source of energy for all appliances used for space heating, water heating, cooking, and other activities, consistent with the City's reach code, with the exception of commercial kitchens that may appeal to use natural gas, which is subject to review and approval by the Environmental Quality Commission. The proposed project would be net zero for non-transportation operational greenhouse gas emissions. The Project proposes to use natural gas for commercial kitchens but the on-site renewable energy generation would off-set any natural gas used in building operations (cooking), any tenants that do not purchase 100 percent renewable energy through

PCE, and the routine testing of diesel generators.

Bird friendly design waivers
The proposed project includes a request to modify the City's bird friendly design standard requirements, allowing for alternative applications to reduce the potential impacts to birds. The applicant submitted a Bird Safe Design Assessment that was peer reviewed by the City's environmental consultant and determined to meet the City's bird safe requirements. The EIR incorporated the bird safe waivers in the environmental evaluation and found the impacts less than significant with mitigation. The alternate measures recommended by the assessment report are incorporated into the draft CDP and the report is included in Attachment N.

Hazardous materials (diesel fuel)
As part of the project, the applicant is proposing 13 diesel-powered backup generators throughout the proposed project, including one generator on Hamilton Avenue Parcel North, which would be permitted through a separate review and permitting process. That generator was analyzed in the EIR, however. The general locations and sizing are shown on Sheet G6.07 of the master plan (Attachment O). For the main project site, the use and storage of diesel fuel is administratively permitted. The applicant submitted documentation on the specifications of the generators, which was reviewed by the San Mateo County Health Department, West Bay Sanitary District, Menlo Park Fire Protection District, and the Building Division, and found to be in compliance with applicable standards and each reviewer has approved or conditionally approved these generators. The draft CDP would permit the 12 generators currently proposed on the main project site through a building permit, subject to conformance review with the master plan, hazardous materials information forms, supplemental generator information, and agency reviews. The agency referral forms are in Attachment P. Any additional diesel generators or other applications that involve the storage and use of hazardous materials on the main project site would require an administrative or use permit per the Zoning Ordinance.

Site circulation, parking, transportation demand management
The main project site is currently accessible from a traffic signal-controlled intersection at Willow Road via Hamilton Avenue/Hamilton Court and two driveways off northbound Willow Road. Multiple curb-cut entrances off Hamilton Avenue/Hamilton Court lead into the primary parking area for each building. Hamilton Avenue Parcels North and South are both accessible via one driveway from southbound Willow Road and one driveway along Hamilton Avenue.

The proposed project would comprehensively redevelop the site, creating new vehicular entrances/access points from Willow Road, Hamilton Avenue, Adams Court, and O'Brien Drive. In addition to accommodating vehicular and transit access, the proposed streets would include bicycle and pedestrian infrastructure, and include a comprehensive streetscape plan, including street trees, plantings, green infrastructure, and sidewalks. The proposed site circulation requires an amendment to Figure 2 of the General Plan Circulation Element to modify the location of rights-of-way throughout the main project site. The amendment would also modify the location of paseos and add multi-use pathways within the main project site for bicyclists and pedestrians to traverse the main project site. The proposed connection between Main Street and O'Brien Drive also requires an amendment to the City's Circulation Element and Zoning Map to create a new connection to O'Brien Drive. A comparison of the site circulation from the adopted General Plan and the Circulation Element amendment is included in Attachment Q.

Site circulation
Excerpted circulation plans (Sheets G4.03- G4.11) showing tram, shuttle, vehicle, service, bicycle, and pedestrian circulation are included in Attachment R.

Key circulation and access components include:

- New east to west street that would connect Willow Road to Main Street within the Project site (identified as Park Street).
- A connection from Willow Road/Hamilton Avenue (northwest portion of the main project site) diagonally to the southeast corner of the Project site (and a new site access to O'Brien Drive).
- A connection to Adams Court at East Loop Road that would link to Main Street/Park Street to provide cross-site access.
- Internal streets overlaid in a grid-like pattern within the main project site.
- Inclusion of a multi-use bicycle/pedestrian pathway on the eastern edge of the site and an extension of this pathway along the northern edge of the main Project site.
- An enhanced bicycle and pedestrian zone along Main Street, including a promenade for bicyclists and pedestrians outside of the vehicular circulation lanes and a Class IV separated bikeway.
- An optional publicly accessible tunnel between the main project site, the West and East Meta Campuses, and the Bay Trail.
- An elevated park that would provide an east to west bicycle and pedestrian connection from the Belle Haven shopping center on Hamilton Avenue to the northeast corner of the main project site.

Site access

To accommodate access to the main project site, the proposed project would include offsite improvements on Willow Road, Hamilton Avenue, O'Brien Drive, and Adams Court.

Willow Road

In order to provide adequate access to the main project site, improvements to Willow Road are proposed, as follows:

- Right-of-way widening to accommodate additional left-turn pockets.
- Creation of one new signalized intersection (Park Avenue).
- Relocation of one signalized intersection (Hamilton Avenue).
- Bicycle and pedestrian improvements along the project frontage and crossing improvements at the new intersections.

The proposed left-turn adjustments are currently receiving further analysis. Staff will be coordinating with the applicant and Caltrans to refine the proposed change with a focus on enhancing the safety of the crossings of Willow Road.

Hamilton Avenue

In conjunction with Project site access and to improve traffic operations on Willow Road, the Hamilton Avenue/Willow Road intersection would be relocated approximately 150 feet south of the existing intersection and connect to Main Street on the main project site.

O'Brien Drive

At the southeast corner of the main project site, the proposed project would create a new four-legged roundabout at O'Brien Drive to accommodate site access and area circulation. This intersection would require realignment of O'Brien Drive where it passes through the roundabout. The new roundabout would provide direct access to Main Street and East Loop Road.

Complete Streets Commission review

The Complete Streets Commission reviewed the site circulation and access at its meeting on June 8, 2022

and recommended approval of the General Plan Circulation Element and Zoning Map amendments but provided feedback to improve on-site circulation to prioritize pedestrian and bicycle safety. Since that meeting the applicant team revised the site circulation to address the Commission's comments and City staff has been working with the applicant to further refine site circulation. Roadway design and cross sections from the masterplan are included in Attachment S. Staff generally supports the proposed changes, which provide reduced travel lanes widths on most streets, additional space for bicyclists, and accommodation of additional capacity primarily on the perimeter of the site per the recommendations of the Complete Streets Commission.

Site parking

Parking throughout the main project site would be provided on streets and within a surface lot on Park Street, in aboveground parking structures (for the Campus District), and in podiums or underground parking garages. Table 6 includes the proposed parking standards and the Zoning Ordinance requirements.

Table 6: Proposed parking ratios and spaces

Project component	Development maximum	Minimum parking ratio	Minimum parking spaces	Maximum parking ratio	Maximum parking spaces
Office/accessory space	1,600,000 sf	2.0/1,000 sf	3,200	2.3/1,000 sf	3,700
Residential (non-age restricted)	1611 du	1.0/du	1,611	1.02/du	1,644
Residential (age-restricted senior units)	119 du	0.5/du	60	0.5/du	60
Shared parking*	n/a		1,052		1,080
Publicly accessible park			38		41
Total			5,961		6,525

*Shared parking includes residential and office visitor, hotel, retail, and on-street passenger and commercial loading spaces, which can be permitted through a shared parking study that the applicant has prepared and is on file with the City.

Parking locations are identified on Sheet G4.01 of the master plan and excerpted in Attachment T. The proposed parking would include electric-vehicle spaces and bicycle parking spaces in compliance with Menlo Park Municipal Code requirements. Parking on the Hamilton Avenue Parcels North and South would be reviewed during subsequent entitlements for compliance with the C-2-S zoning district requirements for off-street parking.

Transportation demand management (TDM)

The City requires all new developments in the R-MU and O zoning districts to reduce their trip generation by 20 percent from standard trip generation rates via TDM strategies. The City has applied the 20 percent reduction after crediting for any trip reductions based on a project's proximity to complementary land uses, alternative transportation facilities, as well as reductions based on a project's mixed-use characteristics. The TDM and trip reduction requirement applies to the daily trips, AM peak hour trips, and PM peak hour trips. The applicant submitted a request to modify the trip reduction to be taken from gross vs net trips (Attachment U). Table 7 outlines the required City standard trip reduction, the trip reduction with the applicant's request to calculate from the gross trips, and the difference.

Table 7: City standard and proposed trip reductions			
	City standard trip reduction	Applicant proposed trip reduction	Delta
Office			
Daily trips	15,837	18,237	+ 2,400
AM peak period	1,670	1,670	n/a
PM peak period	1,670	1,670	n/a
Residential/Mixed Use			
Daily trips	13,048	15,026	+1,978
AM peak period	644	726	+82
PM peak period	1,100	1,237	+137

The applicant is requesting to modify the City's standard practice through the CDP, to calculate the 20 percent trip reduction from the gross ITE rates. The City's Transportation and Planning Divisions have evaluated this request to determine the appropriateness of this adjustment compared to the City's General Plan goals, policies, and programs. While the proposed modification would increase the total number of trips since the reduction would be taken from the gross instead of the net trips after accounting for the project land uses, staff believes that the proposed project includes unique characteristics that justify calculating the trip reduction from the gross trips. Specifically, the proposed project would result in a true mixed-use project that would inherently reduce the number of vehicle trips due to site design and land uses. Other projects in the R-MU, LS, and O zoned districts have been single land use projects or predominately a single land use with a small amount of supporting retail uses. The transportation impact analysis prepared for the proposed project applied the applicant's requested modification, studying the potential effects (CEQA and non-CEQA) with a higher number of trips. The proposed project would result in a less than significant impact on impact on vehicle miles traveled after application of further trip reductions specific to the residential land use. Congestion created by the project would be addressed through recommended intersection improvements.

The applicant is proposing a trip cap for the Campus District that would operate similar to the existing trip caps on the East and West Campus that would be monitored daily (Attachment V). For the non-Campus district uses (retail, residential, and hotel), the proposed project would implement a monitoring plan. The CDP requires the applicant to implement its TDM monitoring plan that includes trip count monitoring and origin/destination and parking surveys to determine compliance with the trip reductions outlined in Table 7. The annual monitoring would be different than the trip cap monitoring for the Campus District, which would be monitored daily. The TDM plan that includes the monitoring plans for both the Campus District and the Town Square and Residential/Shopping Districts is included in Attachment W.

Trip cap allowable exceedances

The Campus District trip cap proposal includes event day and non-event exceedances. The applicant states that Meta hosted approximately 150 events in the Bay Area annually prior to Covid-19 and that the new Meeting and Collaboration Space would allow Meta to consolidate its regional events. Estimated number of events by size are in Table 8.

Table 8: Estimated meeting and collaboration space events		
Event size	**Number of attendees**	**Number of events**
Small events	100 – 1,000 persons	30
Medium events	1,001 – 2,500 persons	15
Large events	2,501 – 5,000 persons	10
Total		55

To accommodate the events, the applicant is requesting an allowance for up to 25 trip cap exceedances during a calendar year for events. For comparison, the East and West Campuses include an allowance for up to 12 event exemptions. The applicant is also requesting 3 non-event exceedances every 180 days provided the applicant is in compliance with the limit, which is consistent with the allowances for the East and West Campuses.

According to the event management plan provided by the applicant (Attachment X), there could be up to 15 medium size events for 1,001 to 2,500 persons and 10 large size events for 2,501 to 5,000 persons. To ensure that the events and potential trip cap exceedances limit impacts to the surrounding areas, the applicant would provide the individual medium and large event management plans to the City for review in advance and also provide event assessments after to the City with best practices and recommended improvements for inclusion in future event management plans. The trip cap exceedances will be reported annually to the City's Public Works Department to confirm that exceedances are attributed to valid event exclusions. Per the Trip Cap Policy, the applicant would also monitor transportation network companies (TNCs) trips for one event each quarter for two years to provide additional data on event operations and travel patterns.

Level of service or roadway congestion analysis (non-CEQA transportation analysis)
The City's TIA Guidelines require that the TIA also analyze LOS for planning purposes. The LOS analysis determines whether the project traffic would cause an intersection LOS to be potentially noncompliant with local policy if it degrades the LOS operational level or increases delay under near term and cumulative conditions. Attachment Y includes an excerpt from the Transportation Chapter of the Draft EIR that further explains the LOS thresholds and the identified deficiencies and recommended improvements measures to comply with the TIA Guidelines. Where deficiencies are identified, the TIA Guidelines require consideration of improvement measures. The CDP identifies the recommended improvement measures that the City determined to be feasible for near term improvements and fair share payments for cumulative intersection improvements. The draft conditions include input from East Palo Alto for improvements at Kavanaugh Drive and O'Brien Drive and fair share payment for intersections in East Palo Alto. These measures are included as conditions in the CDP (Section 14).

Given past feedback from the public and Council Members, staff have identified that some of the near term intersection investments may warrant additional discussion:

- Willow Road and Bay Road. The project would be conditioned to add a right turn lane from Willow Road westbound at Bay Road and an additional left turn lane from Bay Road onto Willow Road. The latter portion of this proposed change was also conditioned for the Menlo Uptown project and would not be conditioned for Willow Village. Separately, as part of a grant proposal to the California Active Transportation Program, staff has developed separated bikeway and pedestrian improvements at this

location. Staff proposes to work with the applicant and Caltrans to incorporate the current City recommendations at this location to improve the safety of this intersection.

- O'Brien Drive and Adams Drive. The project would be conditioned to install a signal at this intersection, conditioned on it meeting warrants. Staff believes this is an appropriate investment that would help direct traffic into Willow Village and other developments and out of nearby residential areas within the City of East Palo Alto.
- East Palo Alto. The project would be conditioned to contribute to several improvements within East Palo Alto. These were developed consistent with East Palo Alto's traffic impact analysis guidelines and staff has worked with East Palo Alto staff and the applicant to develop an approach to making these contributions.

The project also has conditions to provide fair share contributions to intersection investments at two locations due to cumulative impacts:

- Marsh Road and Bohannon Drive/Florence Street. The project would be conditioned to contribute to an investment that would add a right turn lane on southbound Marsh Road. This improvement would likely require either narrowing or eliminating the existing median, limit the addition of bicycle lanes on Marsh, or require more substantial reconstruction of the street. Because of these challenges, staff recommends that the Planning Commission recommend removal of this fair share contribution from the CDP.
- Willow Road and Durham Street. The project would reconfigure the lanes on Durham Street to separate the right-turn movement and combination of the left and thru movement. This will provide a modest improvement to the operations of this intersection. Staff recommends retaining the fair share contribution to this investment.

General Plan Circulation and Zoning Map amendments

As discussed in the previous section, the proposal includes amendments to the General Plan and Zoning Map to accommodate the proposed site access and circulation. City staff have reviewed the proposed amendment and determined that the proposed circulation would comply with the City's General Plan roadway classifications and the revised layout and access would generally meet the intent of the Circulation Element and Zoning Map.

Vesting tentative maps

The phased vesting tentative maps for the main project site propose to merge the existing parcels then re-subdivide them to create parcels for residential, retail, hotel, and office developments; new public rights-of-way for street purposes; parcels for private street purposes; and park open space parcels. Multiple final maps are anticipated to match the proposed phasing. A vesting tentative map for the Hamilton Avenue Parcels would reconfigure the existing parcels and provide for the realignment of Hamilton Avenue.

It is anticipated that the proposed right-of-way abandonment on both Hamilton Avenue and Hamilton Court would occur through the subdivision mapping process; alternate public rights-of-way also would be dedicated through the subdivision mapping process. The main project site would include approximately 5 acres of public right-of-way (inclusive of the existing abandoned rights-of-way). These public rights-of-way are anticipated to include Main Street (between Willow Road and West Street and between Park Street and O'Brien Drive), West Street, Park Street, and East Loop Road (from O'Brien Drive to Adams Court).

The vesting tentative map for the main project site and the vesting tentative map for the Hamilton Avenue

parcels are included in Attachments Z and AA.

Below market rate (BMR) ordinance and BMR Guidelines

The City's BMR Housing Program Guidelines requires a minimum of 15 percent of the proposed dwelling units for residential development projects with 20 or more units be set aside for low-income households or an equivalent alternative. The proposed project includes commercial retail and office spaces that would be required to provide below market rate housing units on site or off site, or and/or pay the commercial linkage fee. The applicant is proposing 312 BMR units, inclusive of the 260 inclusionary units and 52 units associated with the non-residential square footage (inclusive of credits for existing commercial square footage). The applicant's BMR proposal letter is included in Attachment BB.

The applicant is proposing to allocate 119 BMR units to a standalone affordable residential building dedicated to seniors (either 55 or 62 and up depending on financing requirements). The proposed age-restricted BMR units would be dedicated to extremely low and very low income seniors and would be mostly studios and one bedroom units. The applicant's BMR proposal states that the standalone building, in partnership with Mercy Housing (or similar affordable housing developer), would allow the project to incorporate essential services.

The applicant proposes 193 non-age restricted BMR units. The applicant has proposed a low income equivalency mix that includes extremely-low, very-low, low-, and moderate-income BMR units. The breakdown of the number of units by income level (age-restricted and non-age restricted) are in Table 9. The table shows that a large portion of extremely low and very low income units are located within the 100 percent affordable, age-restricted senior building while the BMR units in the non-age-restricted, mixed-income residential buildings target low- and moderate-income households.

Table 4: BMR income and unit size breakdown at full buildout

Category	Area median income limit	Number of units	Studios	One bedrooms	Two bedrooms	Three bedrooms
Extremely low (senior)	30%	82	74	8	0	0
Very low (senior)	50%	37	33	4	0	0
Low (non-age restricted)	80%	76	17	35	23	3
Moderate (non-age restricted)	120%	117	30	50	32	3
Total units		**312**	**154**	**97**	**55**	**6**

The draft BMR Agreements are included in Attachment A.12 (age restricted units) and Attachment A.13 (non-age restricted units). On August 3, 2022 the Housing Commission reviewed the BMR proposal and voted 6-0 to recommend approval of the applicant's BMR proposal with the income limits, distribution, and unit sizes outlined in Table 9 above. The BMR proposal includes modifications to the BMR Guidelines to deviate from the proportionality and location requirements. Specifically, the standalone senior building would result in a higher percentage of BMR studio units than the ratio of studio units within the overall project which would not comply with the proportionality requirement that the BMR unit sizes match the ratio of unit sizes in the market rate units. Additionally, the senior BMR building would be dedicated to extremely low and very low income seniors. The applicant proposes a low income equivalency mix and with the

deeper affordability in the age-restricted building, the BMR units in the non-age-restricted, mixed-income residential buildings would be for low- and moderate-income households, with the majority for moderate income households. Additionally, the BMR Guidelines require BMR units to be generally evenly distributed throughout the proposed project and the provision of a standalone building would not necessarily comply with the location/distribution requirement. The BMR agreements would result in a project that meets the inclusionary and commercial linkage requirements at full build out. During the phased development there may be times when the on-site BMR units are below the minimum requirements; however, upon completion of the standalone senior building the proposed project would comply with minimum BMR requirements. Section 13 of the BMR Guidelines allow for the City to approve reasonably equivalent alternatives to the characteristics of the proposed BMR units and the affordability mix. The Planning Commission should consider the Housing Commissions recommendation on the BMR proposal, inclusive of the modifications to the location/distribution and proportionality requirements.

Community amenities

The Office (O), Life Sciences (LS) and Residential Mixed-use (R-MU) zoning districts allow for bonus level development (i.e., increases in height, density and intensity) in exchange for community amenities in the area between Highway 101 and the San Francisco Bay. The community amenities were identified and prioritized through public outreach and input, but the ordinance allows the adopted community amenities list to be updated to reflect evolving community needs and priorities. Amenities not contained in the adopted list may be provided by a specific proposed project through a DA for that project. The required community amenity value is 50 percent of the increase in value of the bonus level development above the base level of the Zoning Ordinance determined through a bonus level development appraisal. More details on the appraisal process can be found in the City's appraisal instructions (Attachment CC.)

Proposed community amenities

Through the appraisal review process, the City determined that the project's community amenities obligation is $133.3 million (Attachment D.)

The applicant submitted a community amenities proposal, which is included in Attachment DD. A summary letter of the community amenities proposal updates is included in Attachment EE. The proposed community amenities include items that are identified on the current community amenities list and community amenities through the DA. Table 10 below identifies the summary of the amenity, the City's preliminary and final value, and whether the item is on the adopted community amenities list or a possible amenity through the DA.

Table 10: Summary of project community amenities

Amenity	Original BAE (City's) valuation	Final City Valuation	Delta (City's original to final value)	Amenity on City Council adopted list	Possible amenity provided through DA
Grocery store space	$30,450,935	$30,450,935	n/a	X	
Grocer space rent subsidy	$1,972,630	$1,972,630	n/a	X	
Pharmacy	$992,340	$992,340	n/a	X	
Dining options	$10,316,257	$10,316,257	n/a	X	

Community entertainment offerings	$12,247,793	$12,247,793	n/a		X
Bank or credit union	$1,557,964	$1,557,964	n/a	X	
Elevated park improvement costs	$133,668,672	$66,834,336	($66,834,336)		X
Town square Improvement Costs	$15,517,431	$15,517,431	n/a		X
Teacher housing rent subsidies	$1,745,319	$1,745,319	n/a		X
Excess public open space	$18,078,137	$18,078,137	n/a		X
Open space operations & maintenance costs	$4,656,361	$4,656,361	n/a		X
Funding for job training programs	$8,304,907	$8,304,907	n/a	X	
Bayfront Area shuttle	$9,700,000	$9,700,000	n/a	X	
Willow Road feasibility study	$100,000	$100,000	n/a		X
Funding for additional affordable housing	$5,000,000	$5,000,000	n/a		X
Funding for installation of air quality and noise monitoring in Belle Haven	$2000,000*	$200,000*	n/a		X
Total	**$267,167,746**	**$187,724,410**	**($94,443,336)**		
Required amenities value		**$133,300,000**			

*The funding for the installation of air quality and noise monitoring stations in Belle Haven has increased from $150,000 to $200,000 since the submittal of the last community amenities proposal and this is reflected in the DA.

The City's valuation is based on an independent analysis prepared by BAE Urban Economics and included in Attachment E. For the elevated park, the City Council subcommittee recommended that the applicant receive 50 percent of the value since the elevated park predominately serves the proposed project, but does provide a grade separated connection from the Hamilton Avenue Parcel North (and the Belle Haven neighborhood) to the main project site. The draft CDP and DA include detailed timing and operational requirements for the community amenities.

City Council review and input

The City Council initially reviewed and provided feedback on the applicant's community amenities proposal at its meeting on May 24, 2022. The table above reflects revisions made by the applicant in response to the

study session and additional meetings with the City Council subcommittee for the proposed project. Through these reviews and discussions, the applicant has removed the Willow Road Tunnel, community mobile market, and dog park, and added funding for additional affordable housing, funding for the Willow Road feasibility study, funding for installation of air quality and noise monitoring sensors (one each) in the Belle Haven neighborhood, and the creation and operation of a shuttle from the project site through the Bayfront Area (including Belle Haven, Independence/Constitution, and Haven Avenue areas) to be in operation for 17 years starting when the grocery store opens or upon completion of the Elevated Park within the main project site. The values for those additional community amenities were not reviewed by the City's Consultant since the amenities include funding or the operation of a shuttle and not the value of physical community amenities. In a follow up City Council study session on the proposed community amenities on August 23, the City Council provided general support for the proposal with individual members providing additional clarifications.

Development Agreement

A development agreement (DA) is a negotiated contract between a developer and a city that both allows the city to impose conditions on development projects beyond the city's municipal code requirements and provides certainty to the developer by limiting the city's ability to apply changes to regulatory standards and impact fees to the project for a certain period of time. A development agreement must be approved by ordinance. The DA with Peninsula Innovation Partners is for a term of 10 years, which can be extended for an additional 7 years if specific provisions are met. The DA includes community amenities and public benefits for the City beyond what is required in the municipal code, as well as deadlines for the developer to construct or provide those community amenities or public benefits. The DA is included in Attachment A.10.

In addition to the community amenities discussed earlier, the public benefits include requirements for the developer to make payments to the city to offset lost revenue from the hotel in the event of construction delays (i.e. gap payment); ongoing job training and career experience programs; and stakeholder support for Dumbarton Rail Corridor Project and Dumbarton Forward. Terms of the DA that are favorable for the applicant include the term of the DA for vested rights and terms that prohibit the city from requiring developer to pay (i) new impact fees adopted after the development agreement becomes effective, or (ii) increased impact fees unless the increase is based on escalation provisions in effect when the development agreement becomes effective. These impact fee limitations last for the full term of the DA and the first 3 years of the extended term if an extension is granted.

Exhibit D to the development agreement (Attachment FF) memorializes the detailed project phasing and timing for community amenities and other key components of the proposed project.

Fiscal impact analysis

The City's consultant, BAE, prepared a fiscal impact analysis (FIA) of the proposed project (Attachment C). In addition to the proposed project, the FIA examines the fiscal impacts of an Increased Residential Density Variant that would include an additional 200 residential units for a total of up to 1,930 units. The FIA addresses the net increase in revenues and expenditures and resulting net fiscal impact of the Proposed project and the Increased Residential Density Variant on the following:

- City of Menlo Park General Fund,
- Menlo Park Fire Protection District,
- School districts that serve the project area, and
- Other special districts that serve the project area.

Selected FIA findings are summarized in the table in Attachment GG. As shown below, the FIA estimates that the proposed project and the increased residential density variant would both have a positive net fiscal impact on the City of Menlo Park's annual General Fund operating budget. The proposed project and the increased residential density variant would also both generate a net positive fiscal impact for the Menlo Park Fire Protection District, Sequoia Union High School District, and the Ravenswood City Elementary School District. In addition to the ongoing fiscal impacts shown in the table below, the project would be required to pay various impact fees to the City of Menlo Park and the two school districts. It should be noted that without the hotel, there would be a net negative fiscal impact to the City of Menlo Park. The DA includes a gap payment provision until the hotel is constructed to off-set the annual negative fiscal effect of the proposed project.

CEQA review

As stated in the CEQA Guidelines, an EIR is an informational document that is intended to provide the City, responsible and trustee agencies, other public agencies, and community members with detailed information about the potential environmental effects that could result from implementing the proposed project, examine and implement mitigation measures to reduce or avoid potentially significant physical environmental impacts if the proposed project is approved, and consider feasible alternatives to the proposed project, including a required No Project Alternative. The Final EIR, which includes the Draft EIR by reference, is included through the hyperlink in Attachment A.1.

The Project site is within the General Plan and M-2 Area Zoning Update (ConnectMenlo) study area. ConnectMenlo, which updated the City's General Plan Land Use and Circulation Elements and rezoned land in the M-2 Area (now referred to as the Bayfront Area), was approved on November 29, 2016. Because the City's General Plan is a long range planning document, the ConnectMenlo Final EIR was prepared as a program EIR, pursuant to CEQA Guidelines Section 15168. Section 15168(d) of the CEQA Guidelines provides information for simplifying the preparation of subsequent environmental documents by incorporating by reference analyses and discussions. CEQA Guidelines Section 15162(d) states that where an EIR has been prepared and certified for a program or plan, the environmental review for a later activity consistent with the program or plan should be limited to effects that were not analyzed as significant in the prior EIR or susceptible to substantial reduction or avoidance. The project-level EIR was prepared in accordance with the terms of the settlement agreement between the cities of Menlo Park and East Palo Alto, which allows for simplification in accordance with CEQA Guidelines Section 15168 for all topic areas, except housing and transportation.

The City released the Draft EIR for public review and comment on April 8, 2022. The comment period closed on May 23, 2022. While the project-level Draft EIR tiers from the ConnectMenlo program-level EIR where appropriate, most CEQA topic areas were included in the Draft EIR, including the following:

- Aesthetics
- Air quality
- Biological resources
- Cultural resources
- Tribal cultural resources
- Energy
- Geology and soils
- Greenhouse Gas emissions
- Hazards and hazardous materials
- Land use and planning
- Noise
- Population and housing
- Public services
- Transportation
- Utilities and service systems
- Hydrology and water quality

Section 15128 of the CEQA Guidelines states that "an EIR shall contain a statement briefly indicating the

reasons that various possible significant effects of a project were determined not to be significant and were therefore not discussed in detail in the EIR." Implementation of the Proposed project would not result in significant environmental impacts on agricultural and forestry resources or mineral resources. These issues are not analyzed in the EIR.

Impact analysis

Impacts are considered both for the project individually, as well as cumulatively, for the project in combination with other reasonably foreseeable probable future projects and cumulative growth. The EIR identifies and classifies the potential environmental impacts as:

- No Impact (NI)
- Less than Significant (LTS)
- Significant (S)
- Potentially Significant (PS)

Where a significant or potentially significant impact is identified, mitigation measures are considered to reduce, eliminate, or avoid the adverse effects (less than significant with mitigation). If a mitigation measure cannot eliminate/avoid an impact, or reduce the impact below the threshold of significance, it is considered a significant and unavoidable impact. The following determinations are then applied to the impact.

- Less than Significant with Mitigation (LTS/M)
- Significant and Unavoidable (SU)

The EIR prepared for the Project identifies less than significant effects and effects that can be mitigated to a less-than-significant level in all topic areas except air quality and noise. The EIR finds that impacts related to air quality and noise would be significant and unavoidable. The Proposed Project would result in potentially significant impacts related to transportation, air quality, energy, greenhouse gas emissions, noise, cultural and tribal cultural resources, biological resources, geology and soils, hydrology and water quality, and hazards and hazardous materials, but these impacts would be reduced to a less-than-significant level with implementation of identified mitigation measures. Impacts related to land use, aesthetics, population and housing, public services and recreation, and utilities and service systems would be less than significant without any mitigation measures. The mitigation monitoring and reporting program (Attachment A.3) includes the impacts and mitigation measures for the proposed project, including mitigation measures for the significant and unavoidable impacts to reduce the impact but not to a less than significant level. A more detailed analysis of the proposed project's impacts and associated mitigation measures by topic area is provided in the EIR.

Response to comments and Final EIR

The Final EIR is now available (Attachment A.1), and comprises a response to comments chapter that responds to each unique comment on the environmental analysis received during the 45-day draft EIR comment period, text edits to the draft EIR, and the Draft EIR that is incorporated by reference. The comments on the Draft EIR and the responses thereto did not result in any previously identified impacts. No new significant environmental impacts and no substantial increases in the severity of previously identified impacts have resulted after responding to comments. In addition, there are no feasible alternatives or mitigation measures that are considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Proposed project that the Project proponent has declined to adopt. Therefore, any changes to the text of the Final EIR were limited to corrections and clarifications that do not alter the environmental analysis.

The City, prepared the cultural and tribal cultural resources analyses in the draft EIR in consultation with the three tribal nations that requested consultation under Assembly Bill 52 and Senate Bill 18. In response to the Tamien Nation's comments on the draft EIR the City further consulted and developed the additional studies and revised mitigation measures, including the decision to create a standalone Tribal Cultural Resources chapter. This topic area was previously included within the Cultural and Historic Resources topic area. While the mitigation measures for tribal cultural resources have been revised, the findings of significance did not change and no new impacts were identified. The revised mitigation measures were developed in consultation with the Tamien Nation. The City also consulted with the Amah Mutsun Tribal Band of San Juan Bautista and Muwekma Ohlone Tribe of the San Francisco Bay Area. Neither tribe provided comments on the mitigation measures; however, the Amah Mutsun Tribal Band provided a comment letter (Attachment HH) on the draft Tribal Cultural Resources Chapter. The City continues to work with both tribes to determine if any errata to the Final EIR should be incorporated prior to certification.

In addition to responding to written comments and oral comments presented at the April 25, 2022 Draft EIR public hearing, the Final EIR includes master responses that address the potential for a further reduction in parking and a possible vehicular connection to Bayfront Expressway (excerpts in Attachment II). The analysis determined that these would not be viable alternatives or mitigation measures.

The Final EIR includes revisions to the Draft EIR to update mitigation measure numbering. In one location, the mitigation measure reference was not updated consistent with the revisions to other references to mitigation. The revised Section 3.8, Cultural Resources, that was included in the Final EIR contained text that stated that Mitigation Measure CR 2.2 would apply to the Hamilton parcels. However, Mitigation Measure CR 2.2 was replaced with Tribal Cultural Resources (TCR) 1.2, as indicated elsewhere in the same paragraph and the text has been updated in an errata that will be included in the Final EIR for the City Council review. The summary of changes is included in Attachment JJ.

<u>Significant and unavoidable impacts</u>
While identified impacts for most topic areas can be mitigated to a less than significant level with project-specific mitigation measures or the application of mitigation measures from the certified ConnectMenlo program level Final EIR, impacts related to air quality and noise remain significant and unavoidable even with the application of mitigation measures. CEQA Guidelines Section 15126.2(c) requires EIRs to include a discussion of the significant environmental effects that cannot be avoided if the proposed project is implemented. More detailed analysis for each impact and associated mitigation measures (applied even if unable to fully reduce the impact to less than significant) are included in the air quality (Chapter 3.4) and noise (Chapter 3.7) sections of the EIR.

Air Quality Impacts
Impact AQ-1: Project operations would disrupt or hinder implementation of the Bay Area Air Quality Management District's (BAAQMD's) 2017 Clean Air Plan. Prior to adoption of the 2017 Clean Air Plan, the General Plan and M-2 Area Zoning Update (ConnectMenlo) EIR determined that emissions of criteria air pollutants and precursors associated with the operation of new development under ConnectMenlo would generate a substantial net increase in emissions that would exceed the BAAQMD regional significance thresholds and that operational impacts would be significant and unavoidable. Similarly, Project operations would exceed BAAQMD's operational reactive organic gasses (ROG) threshold (see Impact AQ-2 below). The proposed project would not result in a substantial change in the ConnectMenlo project and would not cause new or substantially more severe significant impacts than those analyzed in the ConnectMenlo EIR. However, as discussed under Impact AQ-2, below, implementation of Mitigation Measure AQ-1.2 would decrease the proposed project's full build-out operational ROG emissions, but there is no feasible mitigation

available to reduce the proposed project's operational ROG emissions to a level below the BAAQMD threshold. The proposed project's ROG emissions would remain above the BAAQMD ROG threshold after implementation of all feasible mitigation measures.

Impact AQ-2: Operation of the proposed project would generate levels of net ROG that would exceed BAAQMD's ROG threshold. As discussed above, the ConnectMenlo EIR determined that emissions of criteria air pollutants and precursors associated with operation of new development under ConnectMenlo would result in significant and unavoidable impacts. The proposed project would implement Mitigation Measure AQ-1.2, which would require use of super-compliant architectural coatings during operations at all buildings. However, ROG emissions from consumer products constitute most of the operational ROG emissions associated with the proposed project. The City of Menlo Park (City) and applicant would have minimal control over what consumer products project users would purchase. There are no additional mitigation measures to reduce ROG from consumer products. Thus, although the proposed project would not result in a substantial change in the ConnectMenlo project and would not cause new or substantially more severe significant impacts than those analyzed in the ConnectMenlo EIR, net mitigated operational ROG emissions would still exceed BAAQMD's ROG threshold after implementation of all feasible mitigation measures.

Impact C-AQ-1: Cumulative development in the San Francisco Bay Area Air Basin (SFBAAB) would result in a significant and unavoidable cumulative impact with respect to air quality as a result of an exceedance of BAAQMD criteria pollutant thresholds, even with implementation of all feasible mitigation. The ConnectMenlo EIR determined that criteria air pollutant emissions generated by cumulative development would exceed BAAQMD's project-level significance thresholds and that cumulative impacts related to criteria air pollutants under ConnectMenlo would be significant and unavoidable. The proposed project would not result in a substantial change in the ConnectMenlo project and would not cause new or substantially more severe significant impacts than those analyzed in the ConnectMenlo EIR. As a result of its operational ROG emissions, in excess of the BAAQMD ROG threshold, even after implementation of all feasible mitigation (see Impact AQ-2 above), the proposed Project would be a cumulatively considerable contributor to a significant and unavoidable cumulative impact on air quality with respect to criteria pollutants.

Noise Impacts

Impact NOI-1: Impacts related to construction during the day, construction during non-exempt daytime hours, construction during the night, potential intersection improvements, and construction of offsite improvements would be significant. The ConnectMenlo EIR determined that future projects in Menlo Park could result in construction-related noise levels that would exceed noise limits; however, with implementation of mitigation measures and compliance with the City Noise Ordinance, impacts would be less than significant. With respect to the proposed project, noise impacts on offsite uses from construction, including the construction of certain offsite improvements, would remain significant, even after implementation of feasible mitigation measures. In addition, construction noise impacts on onsite land uses during early morning and evening hours would be significant, even after implementation of feasible mitigation measures. Thus, the proposed project would cause a new or substantially more severe significant impact than that analyzed in the ConnectMenlo EIR.

Impact NOI-2: Offsite vibration levels may exceed applicable vibration-related annoyance thresholds at nearby sensitive uses during daytime and nighttime construction on the site. The impacts would be significant, even after implementation of feasible mitigation. Likewise, construction vibration from offsite improvements would exceed annoyance thresholds. The impacts would be significant, even after mitigation. The ConnectMenlo EIR determined that future projects in Menlo Park could expose people to or generate

excessive ground-borne vibration or ground-borne noise levels, but that with implementation of mitigation measures, impacts would be less than significant. Thus, the proposed project could cause a new or substantially more severe significant impact than that analyzed in the ConnectMenlo EIR.

Project variants
The EIR includes an environmental analysis the following four variants to the Proposed Project:

- No Willow Road Tunnel Variant
- Increased Residential Density Variant (200 additional dwelling units)
- No Hamilton Avenue Realignment Variant
- Onsite Recycled Water Variant

With the exception of the Increased Residential Density Variant, the impacts in each variant are the same or reduced compared to the proposed Project. For the Residential Density Variant, air quality impacts related to reactive organic gases (ROG) would increase due to the increase in residential population. This variant, like the proposed Project, would result in a significant and unavoidable impact regarding obstruction of implementation of clean air plans and criteria pollutants.

Project alternatives
The CEQA Guidelines require study of a reasonable range of alternatives to the proposed project; a "reasonable range" includes alternatives that could feasibly attain most of the project's basic objectives, while avoiding or substantially lessening any of the significantly adverse environmental effects of the project. An EIR does not need to consider every conceivable alternative to a project, but it must consider a reasonable range of potentially feasible alternatives that will foster informed decision-making and public participation. Section 15126.6(e) of the State CEQA Guidelines requires the evaluation of a No Project Alternative. Other alternatives may be considered during preparation of the EIR and will comply with the State CEQA Guidelines. The Draft EIR alternatives analysis focused on potential alternatives to reduce the significant and unavoidable impacts associated with air quality (conflict with air quality plan, operation, and cumulative criteria air pollutants) and noise (construction noise levels, vibration annoyance, and cumulative noise and vibration impacts). The Draft EIR includes the following alternatives. For a summary and list of the alternatives considered but rejected, please review Chapter 6: Alternatives of the Draft EIR.

1. **No Project Alternative**: Under this alternative, no additional construction would occur at the project site with implementation of the No Project Alternative. The existing buildings and landscaping on the project site would not be demolished and would instead remain in place and be used and maintained the same as current conditions. The applicant would not construct the new buildings, establish open space area, or install infrastructure. There would be no realignment of Hamilton Avenue at Willow Road and no additional streets within the main project site.

2. **No Willow Road Tunnel Alternative:** Under this alternative, the proposed project would be implemented, but without the Willow Road Tunnel. The trams would use the public street network, Bayfront Expressway and Willow Road to access the proposed Campus District. Historically, three tram routes have served the Willow Village campus. Without the Willow Road Tunnel, the trams would continue to operate as they do under baseline conditions. Without the tunnel connection, the line that operates between the Classic and Willow campus would continue to use Willow Road, as it does under current conditions.

   Most pedestrians and bicyclists accessing the Willow Village Campus District would use the on-street bike lanes and sidewalk improvements to move along the Willow Road corridor and would

cross at the Willow Road and Main Street/Hamilton Avenue intersection. Pedestrians and bicyclists desiring to access the Bay Trail or the other Meta campuses would use (i) the bike/pedestrian trail within the City public utility easement located adjacent to and immediately west of Willow Road or (ii) the Elevated Park. Pedestrians and bicyclists would access the Elevated Park using publicly accessible stairs and elevators located within or adjacent to Hamilton Avenue Parcel North and within Town Square. (This alternative was also studied as a project variant.)

The Willow Road Tunnel is an optional project feature and the applicant may elect to not proceed with the tunnel. If the City Council ultimately approves the proposed project it would be approving the proposed project and this alternative, which would be implemented at the discretion of the applicant.

3. **Base Level Development Alternative:** This alternative would consist of the proposed project but developed to be consistent with the "base-level" development standards in R-MU zoning district, which allow for a maximum density of up to 30 dwelling units per acre (du/acre) and a maximum height of up to 40 feet. For the O zoning district, the base-level development standards allow for a floor area ratio (FAR) of 0.45 (plus 10 percent for non-office commercial uses and 175 percent for hotels) and a maximum height of 35 feet (110 feet for hotels). The proposed project proposes "bonus-level" development in exchange for providing community amenities, and the Base Level Development Alternative would not involve this exchange. Table 4 below summarizes the density and intensity of the proposed project and the Base Level Development Alternative. It is anticipated that publicly accessible and general open space would be constructed at the Zoning Ordinance required minimum in this alternative, where the proposed project would exceed the minimum requirement.

Table 11: Base Level Development Alternative Density and Intensity

	Base Level Alternative	Zoning Ordinance bonus level standards (maximums)*
Residential dwelling units	519 units	1,730 units
Residential square footage	678,390 s.f.	1,701,404 s.f.
Residential floor area ratio	90%	225%
Commercial Retail square footage	166,321	397,848 s.f.
Commercial Retail floor area ratio	10% of office zoned area	25%
Office square footage	826,906 s.f.*	1,780,436 s.f.
Office floor area ratio	58.4%	125%
Hotel rooms	193	n/a

* Office includes the non-residential commercial square footage from the R-MU zoning district.

4. **Reduced Intensity Alternative:** Under this alternative scenario, the proposed project would be developed utilizing the bonus level development provisions but at a lower density and intensity. Both the total residential and non-residential square footage would be reduced compared to the proposed project. Construction of this alternative would also be conducted in one phase rather than in the two

phases planned for the proposed project. Table 5 below summarizes the density and intensity of the proposed project and the Reduced Intensity Alternative. It is anticipated that publicly accessible and general open space would be constructed at the Zoning Ordinance required minimum in this alternative, where the proposed project would exceed the minimum requirement.

Table 12: Reduced Intensity Alternative Density and Intensity		
	Reduced Intensity Alternative	Proposed project (CDP Standards)
Residential dwelling units	1,530 units	1,730 units
Residential square footage	1,499,909 s.f.	1,696,406 s.f.
Residential floor area ratio	220%	224.3%%
Commercial Retail square footage	88,000	200,000 s.f.
Commercial Retail floor area ratio	5.5% of office zoned area	12.6%
Office square footage	1,225,000 s.f.*	1,600,000 s.f.*
Office floor area ratio	86.5%	113%
Hotel rooms	193	n/a

* Office includes the non-residential commercial square footage from the R-MU zoning district.

Table 6-12 from the EIR contains a comparison of the impacts of the proposed project to the project alternatives. Table 6-12 is included in Attachment KK. The No Project Alternative would be the environmentally superior alternative. State CEQA Guidelines Section 15126.6(e)(2) states that when the no-project alternative is identified as the environmentally superior alternative, the EIR must also identify an environmentally superior alternative from among the other alternatives. Selection of an environmentally superior alternative necessitates weighing of numerous environmental considerations. No other alternative is environmentally superior for all resource areas, as shown in Table 6-12, and so the City must balance environmental impacts in determining which alternative is the environmentally superior alternative. The detailed analysis for the environmental superior alternative is included in Chapter 6 of the EIR.

None of the alternatives (other than the No Project Alternative) would reduce the proposed project's significant and unavoidable construction noise and vibration impacts to a less-than-significant level. The Base Level Development Alternative and the Reduced Intensity Alternative would reduce the proposed project's project-level and cumulative operational air quality impacts related to ROG emissions to a less than-significant level with mitigation. The Base Level Development Alternative would result in the greatest reduction (19 net lbs/day of ROG compared to 53.6 net lbs/day under the Reduced Intensity Alternative). Therefore, the Base Level Development Alternative is the environmentally superior alternative. In considering the Base Level Development Alternative, the City will need to balance the tradeoff of a base level development that does not result in significant and unavoidable air quality impacts related to ROG with the lack of community amenities that would be provided with a bonus level project in exchange for the increased density, intensity, and height.

Statement of Overriding Considerations and Mitigation Monitoring and Reporting Program (MMRP)

As part of its consideration of the merits of the project, the Planning Commission and City Council will need to review and consider the Statement of Overriding Considerations (SOC) along with the Mitigation Monitoring and Reporting Program (MMRP). The draft resolution for the CEQA findings, SOC and the MMRP is included in Attachments A.1. The Planning Commission is a recommending body on the adoption of the EIR, the CEQA findings and SOC, and the MMRP. The draft SOC outlines the following public benefits of the project, inclusive of the benefits derived from the community amenities and development agreement: economic benefits, and social benefits. The MMRP includes the feasible mitigation measures identified in the EIR. 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 draft MMRP is included in Attachment A.3. The MMRP would be incorporated into the CDP as part of the project specific conditions of approval for the project.

Correspondence

Staff has received 39 letters on the proposed project since the release of the notice of availability of the Final EIR and the public hearing notice. Most of the comments express general support for the project such as the addition of new housing, community amenities (e.g. grocery store), mix of uses, accessibility, and sustainability features. Three of the letters express opposition to the project citing concerns about reduced access to schools and parks, the jobs housing imbalance, and sea level rise/flooding. The City also received a letter (Attachment GG) from the Amah Mutsun Tribal Band of San Juan Bautista on the Final EIR that raised concerns with the focus and scope of the ethnographic context and not the EIR mitigation measures. The City continues to work with the Amah Mutsun Tribal Band to address its concerns through additional ethnographic text and potential interviews that may result in errata to the Final EIR that do not affect the potential impacts and mitigation measures. All other comment letters are included in Attachment LL.

Conclusion

The Planning Commission is a recommending body to the City Council on whether to certify the EIR and approve the requested land use entitlements. The draft Planning Commission resolution recommending these actions is included in Attachment A. The Planning Commission will need to consider the environmental analysis, the merits of the proposed project, the comprehensive redevelopment through the CDP, the provision of BMR units, and the community amenities and public benefits in the DA. The Planning Commission's recommendation would be forwarded to the City Council for review, which is tentatively scheduled to take place on the November 15 meeting.

Impact on City Resources

The applicant is required to pay Planning, Building and Public Works permit fees, based on the City's Master Fee Schedule, to fully cover the cost of staff time spent on the review of the proposed project. The applicant is also required to fully cover the cost of work by consultants performing environmental review and additional analyses to evaluate potential impacts of the proposed project.

Environmental Review

Public Notice

Public Notification was achieved by posting the agenda, with the agenda items being listed, at least 72 hours prior to the meeting. Public notification also consisted of publishing a notice in the local newspaper

and notification by mail of owners and occupants within a ¼ miles radius of the subject property.

Attachments

A. Planning Commission Resolution recommending the City Council certify the final environmental impact report (Final EIR), adopt California Environmental Quality Act (CEQA) Findings, adopt a Statement of Overriding Considerations for significant and unavoidable impacts, adopt a resolution amending the General Plan Circulation Element and Zoning Map, adopt an ordinance rezoning the project site to incorporate "X" overlay district and approve the conditional development permit (CDP), approve the vesting tentative maps for the main project site and the Hamilton Avenue Parcels, adopt an ordinance to approve the development agreement (DA), and approve the below market rate (BMR) housing agreements for the proposed Willow Village masterplan project

   Exhibits to Attachment A
   1. Hyperlink Final EIR: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/final-eir/willow-village-master-plan-final-eir.pdf
   2. Draft Resolution certifying EIR and adopting CEQA Findings and Statement of Overriding Considerations
   3. Mitigation Monitoring and Reporting Program
   4. Draft Resolution amending General Plan Circulation Map
   5. Draft Resolution approving vesting tentative map for the Main project site (includes conditions)
   6. Draft Resolution approving vesting tentative map for the Hamilton Avenue parcels
   7. Draft Ordinance rezoning main project site, amending the zoning map and approving a conditional development permit
   8. Draft conditional development permit
   9. Draft Ordinance adopting the development agreement
   10. Draft development agreement
   11. Resolution approving the below market rate housing agreements
   12. Non-Age Restricted BMR Agreement
   13. Age Restricted BMR Agreement

B. Hyperlink Housing Needs Assessment: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/draft-eir/appendix_3.13_housing-needs-assessment.pdf
C. Hyperlink Fiscal Impact Analysis: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/october-2022/20221011-willow-village-master-plan-fia-report.pdf
D. Hyperlink Community amenities appraisal for bonus level development: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/september-2022/20210917-community-amenities-appraisal-report-for-bonus-level-development.pdf
E. Hyperlink Community amenities proposal evaluation: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/september-2022/20220427-community-amenities-proposal-city-evaluation.pdf
F. Location map
G. Project milestones and meeting summary
H. Master plan site plan
I. Hyperlink master plan project plans: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/october-2022/masterplan-plan-set.pdf

J. Conceptual district plan sheet from master plan
K. Conceptual Willow Village construction phasing timeline
L. Willow Village design standards modification requests
M. Conceptual open space plan sheet from master plan
N. Bird Safe Design Assessment
O. Conceptual emergency generator location plan from master plan
P. Hazardous materials agency referral forms
Q. Comparison of existing and proposed Circulation Map
R. Conceptual circulation exhibits from master plan
S. Conceptual street cross sections from master plan
T. Conceptual parking plan from the master plan
U. TDM modification request
V. Campus District Trip Cap Policy
W. TDM Plan and Monitoring Plan
X. Event Transportation Management Plan
Y. Non-CEQA LOS section of the Draft EIR excerpt
Z. Hyperlink vesting tentative map for the main project site: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/october-2022/vesting-tentative-map-and-major-subdivision-main-site.pdf
AA. Hyperlink vesting tentative map for the Hamilton Avenue parcels: https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/october-2022/vesting-tentative-map-and-subdivision-hamilton-avenue-realignment.pdf
BB. Willow Village BMR Housing Proposal
CC. Hyperlink: Menlo Park bonus level development appraisal instructions https://www.menlopark.org/DocumentCenter/View/20467/Community-Amenity-Appraisal-Instructions
DD. Hyperlink: Willow Village Community Amenities Proposal https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/october-2022/20221011-willow-village-community-amenities-and-benefits-august-2022.pdf
EE. Hyperlink: Community Amenities Proposal Updates Summary Letter https://beta.menlopark.org/files/sharedassets/public/community-development/documents/projects/under-review/willow-village/october-2022/20221011-willow-village-updated-community-amentity-letter.pdf
FF. Exhibit D to the DA (project phasing)
GG. Fiscal impact analysis summary table
HH. Final EIR comment letter from Amah Mutsun Tribal Band of Mission San Juan Bautista
II. Excerpted master responses for reduced parking and connection to Bayfront Expressway from Final EIR
JJ. Errata to Final EIR
KK. Project and alternatives impact comparison – Table 6-12 of EIR
LL. Correspondence

Disclaimer

Attached are reduced versions of maps and diagrams submitted by the applicants. The accuracy of the information in these drawings is the responsibility of the applicants, and verification of the accuracy by City Staff is not always possible. The original full-scale maps, drawings and exhibits are available for public viewing at the Community Development Department.

Report prepared by:
Kyle Perata, Planning Manager

Report reviewed by:
Corinna Sandmeier, Acting Principal Planner
Deanna Chow, Assistant Community Development Director
Anna Shimko, Assistant City Attorney

DRAFT PLANNING COMMISSION RESOLUTION NO._____

DRAFT RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF MENLO PARK RECOMMENDING CITY COUNCIL CERTIFY THE ENVIRONMENTAL IMPACT REPORT, MAKE CEQA FINDINGS OF FACT AND ADOPT A STATEMENT OF OVERRIDING CONSIDERATIONS, ADOPT THE MITIGATION MONITORING AND REPORTING PROGRAM, AND APPROVE A GENERAL PLAN AMENDMENT, ZONING MAP AMENDMENT, REZONE OF CERTAIN PROPERTIES TO ADD A CONDITIONAL DEVELOPMENT ("X") COMBINING DISTRICT, AND APPROVE A CONDITIONAL DEVELOPMENT PERMIT, BELOW MARKET RATE HOUSING AGREEMENTS, VESTING TENTATIVE MAPS, AND DEVELOPMENT AGREEMENT FOR UP TO 1.6 MILLION SQUARE FEET OF OFFICE AND ACCESSORY USES, UP TO 1,730 MULTIFAMILY DWELLING UNITS, UP TO 200,000 SQUARE FEET OF RETAIL USES, AN UP TO 193 ROOM HOTEL, AND ASSOCIATED OPEN SPACE AND INFRASTRUCTURE

WHEREAS, the City of Menlo Park ("City") received an application requesting an amendment to the General Plan Circulation Element ("General Plan"), zoning map amendment, rezoning certain properties to add a Conditional Development ("X") Combining District, a conditional development permit ("CDP"), below market rate ("BMR") housing agreements, vesting tentative maps, and Development Agreement from Peninsula Innovation Partners, LLC ("Applicant"), to redevelop an approximately 59-acre industrial site (the "Main Project Site") plus three parcels (within two sites) west of Willow Road (the "Hamilton Parcels" and collectively, with the Main Project Site, the "Project Site") with a bonus level development project consisting of up to 1.6 million square feet of office and accessory uses (a maximum of 1,250,000 square feet for office uses and the balance accessory uses), up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail uses, an up to 193-room hotel, and associated open space and infrastructure ("Project"); and

WHEREAS, the Project requires discretionary actions by the City, and therefore the California Environmental Quality Act (CEQA, Public Resources Code Section 21000 et seq.) and CEQA Guidelines (Cal. Code of Regulations, Title 14, Section 15000 et seq.) require analysis and a determination regarding the Project's environmental impacts; and

WHEREAS, on November 29, 2016, in connection with an update to the Land Use and Circulation Elements of the City's General Plan and related zoning changes, commonly referred to as the ConnectMenlo project, the City certified the ConnectMenlo Final EIR (ConnectMenlo EIR); and

WHEREAS, in connection with the certification of the ConnectMenlo EIR, the City entered into a settlement agreement with the City of East Palo Alto ("Settlement Agreement"), which requires project-specific environmental impact reports (EIR) for certain future projects. Pursuant to the Settlement Agreement: (i) a project-specific EIR may tier from the ConnectMenlo EIR, and the project-level EIR shall include a project-specific transportation impact analysis; and (ii) the City shall prepare a housing needs assessment (HNA) to inform the population and housing topic area of the project-level EIR; and

WHEREAS, the City is the lead agency for the Project, as defined in CEQA and the CEQA Guidelines, and therefore is responsible for the preparation, consideration, certification, and approval of environmental documents for the Project; and

WHEREAS, pursuant to the requirements of the Settlement Agreement and CEQA, the City prepared, or caused to be prepared, a project-level EIR (SCH: 2019090428), including a transportation impact analysis, and an HNA for the Project that informed the population and housing section of the Project EIR, and meets the requirements of the Settlement Agreement; and

WHEREAS, the City released a Notice of Preparation ("NOP") of an Environmental Impact Report for the Project ("Project EIR" or "EIR") to the Office of Planning and Research ("OPR") State Clearinghouse and interested agencies and persons on September 18, 2019, for a 30-day review period, during which interested agencies and the public could submit comments about the Project; and

WHEREAS, the City held a public scoping meeting on the Project EIR on October 7, 2019; and

WHEREAS, comments on the NOP were received by the City and considered during preparation of the Draft Project EIR; and

WHEREAS, a Notice of Availability ("NOA") was issued and the Draft Project EIR made available for public review on April 8, 2022, for a 45-day public review period through May 23, 2022; and

WHEREAS, the Draft Project EIR was filed with the California Office of Planning and Research and copies of the Draft Project EIR were made available on the City's website and at the City Main Library and the Belle Haven Branch Library; and

WHEREAS, a public hearing was held before the Planning Commission of the City of Menlo Park (Planning Commission) on April 25, 2022, to receive public comments on the Draft Project EIR; and

WHEREAS, the analysis in the Draft Project EIR tiered from the ConnectMenlo EIR pursuant to Public Resource Code Sections 21166 and CEQA Guidelines Sections 15152, 15162, 15168, and 15183, as appropriate, and as further described in each environmental topic section in the Draft Project EIR; and

WHEREAS, on October 14, 2022, the City published a Response to Comments Document that contains all the comments received on the Draft Project EIR during the public comment period, including a transcript of the public hearing, and written responses to those comments, as well as text changes to the EIR, prepared in accordance with CEQA and the CEQA Guidelines. The Draft Project EIR and Response to Comments Document constitute the Final Project EIR; and

WHEREAS, all required public notices and public hearings were duly given and held according to law; and

WHEREAS, after notice having been lawfully given a duly noticed public hearing was held before the Planning Commission on October 24, 2022, at which all persons interested had the opportunity to appear and comment; and

WHEREAS, the Planning Commission reviewed the comments received and the responses thereto; and

WHEREAS, the Final Project EIR identified certain potentially significant adverse effects on the environment caused by the Project; and

WHEREAS, an amendment to the General Plan Circulation Map , as shown in Attachment A, attached hereto and incorporated herein by this reference, is necessary to modify the circulation plan with regard to the locations for new street connections to the surrounding roadway network as well as the locations of public rights-of-way and a proposed multi-use pathway within the Main Project Site; and

WHEREAS, the requested amendment would further the goals of the General Plan; and

WHEREAS, an amendment of the City zoning map is necessary to modify the circulation plan with regard to the locations for new street connections to the surrounding roadway network as well as the locations of public rights-of-way within the Main Project Site as shown in Exhibit A to Attachment B, attached hereto and incorporated herein by this reference;

WHEREAS, rezoning of the Main Project Site as shown in Exhibit A to Attachment B requires adding a conditional development ("X") combining district, thereby allowing special regulations and conditions to be added at the Main Project Site (combined with the base O-B and R-MU-B regulations) as part of the proposed Project;

WHEREAS, the Applicant has specifically requested that the parcels identified in Exhibit B to Attachment B are rezoned to O-B-X to add an X combining district and the parcels identified in Exhibit C to Attachment B are rezoned to R-MU-B-X to add an X combining district.

WHEREAS, the Project is eligible for a CDP under Menlo Park Municipal Code section 16.82.055(1) in that the Main Project Site is more than one acre and is not located in the SP-ECR/D district;

WHEREAS, approving the CDP, a draft of which is attached hereto as Attachment C, is necessary to authorize development of the Project on the Main Project Site, including variants of the Project, including to authorize certain modifications to the requirements of the O and R-MU zoning districts for the Project in accordance with Municipal Code Section 16.82.050, authorize a master planned project in accordance with Municipal Code Sections 16.43.055 and 16.45.55, authorize bonus level development and require the provision of community amenities in accordance with Municipal Code Sections 16.43.060 through .070 and 16.45.60 through 70, approve uses identified in the Conditional Development Permit in accordance with Menlo Park Municipal Code sections 16.43.020 through .040, 16.45.020 through .040, and 16.78.030, approve waivers to Bird Friendly Design requirements pursuant to Municipal Code Sections 16.43.140(6) and 16.45.130(6), approve modifications to the City'stransportation demand management plans and trip reductions in accordance with Municipal Code Sections 16.43.100 and 16.45.90, establish a procedure for approval of a future master sign program that would establish signage standards and guidelinesalso set maximum sign areas by parcel or building, establish protocols for events, outdoor seating, and sale of beer, wine, and alcohol, approve emergency diesel generators, establish construction hours and construction noise exceptions, and approve an exception to the unbundled parking requirement pursuant to Municipal Code Section 16.45.080(1);

WHEREAS, the proposed amendment of the City zoning map and rezoning of the Main Project Site, as shown in Exhibit A to Attachment B, and approval of the CDP, would promote a mixed-use live/work/play environment through the inclusion of multifamily housing, including affordable residential units, along with office, retail, hotel and recreational uses at the density and intensity envisioned in the General Plan;

WHEREAS, the proposed amendment of the City zoning map and rezoning of the Main Project Site, as shown in Exhibit A to Attachment B and the CDP are consistent with the General Plan, including the land use designations for the Main Project Site;

WHEREAS, General Plan Policy LU-4.7 requires proposed mixed-use and nonresidential development of a certain minimum scale to be evaluated for its fiscal impacts on the City and the community; and

WHEREAS, the City had its consultant, BAE Urban Economics, prepared a fiscal impact analysis pursuant to General Plan Policy LU-4.7 that the Community Development Director reviewed and determined was prepared pursuant to professional standards and based on correct data and assumptions and which showed that the Project would have a positive fiscal impact on the City and community; and

WHEREAS, General Plan Policy LU-4.4 and Program LU-4.C and Sections 16.43.060 and 16.45.060 of the City of Menlo Park Municipal Code requires that bonus level projects that are developed at a greater level of intensity with an increase in density, floor area ratio (FAR), and/or height shall provide one or more community amenities to address the needs that result from the effect of the increased development. The value of the community amenities to be provided shall be equal to 50 percent of the fair market value of the additional gross floor area of the bonus level development; and

WHEREAS, pursuant to the requirements of Sections 16.43.070 and 16.45.070 of the City of Menlo Park Municipal Code, the City commissioned Fabbro Moore & Associates, Inc. to perform an independent review of an appraisal produced by Valbridge Property Advisors and determine the value of the Project's community amenities contribution. In a report titled "Community Amenities Appraisal Report Review," Fabbro Moore & Associates determined the Project's community amenities obligation would amount to $133,300,000. The Community Development Director determined that the appraisal was created pursuant to the City's guidelines and approved the appraisal; and

WHEREAS, in May and August 2022, the City Council held study sessions, received public comments, and provided feedback on the Applicant's community amenities proposal, and helped to shape the community amenities offered by the Applicant; and

WHEREAS, in August 2022, the Applicant submitted a community amenities proposal with the following features: grocery store space, two-year grocer space rent subsidy, pharmacy services, dining options, community entertainment offerings, bank or credit union, elevated park improvements, town square improvements, teacher housing and rent subsidies, excess public open space, open space operations and maintenance, funding for job training programs, Bayfront area shuttle, funding for Willow Road feasibility study, funding for additional affordable housing, and funding for theand installation of air quality and noise monitors in Belle Haven. Some of these amenities are on a list of City Council adopted community amenities and some are unique to the Project, as documented in the Development Agreement. These community amenities are valued at

$187,674,410 according to the City's consultant, BAE Urban Economics, which would exceed the required amenities value of $133,300,000; and

WHEREAS, pursuant to the requirements of Sections 16.45.060, 16.96.020, and 16.96.030 of the City of Menlo Park Municipal Code and the City's Below Market Rate ("BMR") Housing Program, the applicant submitted a BMR proposal that would provide 312 BMR units (15 percent of the allowed 1,730 units totaling 260 inclusionary units plus 52 units that satisfy the City's commercial linkage/unit equivalency requirement for 1.6 million square feet of office space), where 82 units would be affordable to extremely low income households (age-restricted for seniors); 37 units would be affordable to very low income households (age-restricted for seniors), 76 units would be affordable to low income households (not age-restricted), and 117 units would be available to moderate income households (not age-restricted); and

WHEREAS, at a duly noticed public meeting on August 3, 2022, the Housing Commission considered the applicant's BMR proposal, including a requested adjustment to BMR Housing Program Guidelines Section 5.1 regarding the size and dispersion of BMR units, and draft BMR Housing Agreement Term Sheet, and forwarded a recommendation of approval to the Planning Commission of the proposed BMR Term Sheet; and

WHEREAS, there is a deficit of affordable housing for seniors in the City, and concentrating senior housing in one designated building provides the most feasible option for affordability. In addition, the typical lifestyle needs of senior residents supports a higher percentage of senior affordable studio apartments as compared to the percentage of studio apartments in the Project as a whole . Constructing affordable senior housing serves the purpose of the BMR Housing Program, which is to increase the housing supply for households that have extremely low, very low, low- and moderate-incomes compared to the median income for San Mateo County; and

WHEREAS, the Planning Commission has read and considered those certain Below Market Rate Housing Agreements ("BMR Agreements") between the City and Peninsula Innovation Partners and finds that those satisfy the requirements in Chapter 16.96 of the City's Municipal Code and in the BMR Housing Program Guidelines, except as modified by the CDP, and would result in affordable housing that meets the City's affordable housing goals and result in a BMR program for the Project with characteristics that are a reasonably equivalent alternative to a program that strictly complied with the BMR Housing Program Guidelines; and

WHEREAS, an "A" Vesting Tentative Parcel Map creating legal non-buildable parcels for financing and conveyancing purposes and the construction of project-serving infrastructure improvements is proposed for the Main Project Site; and

WHEREAS, a Vesting Tentative Subdivision Map for a subdivision is proposed for the Hamilton Avenue realignment proposed as part of the Project ("Hamilton VTM"); and

WHEREAS, the Project would be developed subject to a Development Agreement that provides the City certain benefits including certain community amenities and provides the Applicant certainty for developing the Project. Pursuant to Government Code section 65864 et seq. and City Resolution No. 4159, the Planning Commission has reviewed the Development Agreement; and

WHEREAS, all required public notices and public hearings were duly given and held according to law; and

WHEREAS, after notice having been lawfully given, a duly noticed public hearing was held before the City Planning Commission on October 24, 2022, at which all persons interested had the opportunity to appear and comment; and

WHEREAS, after closing the public hearing, the Planning Commission considered all public and written comments, pertinent information, documents and plans an all other evidence in the public record on the Project; and

WHEREAS, the Planning Commission fully reviewed, considered, evaluated, and recommended certification of the Final EIR, along with all public and written comments, pertinent information, documents and plans prior to recommending that the City Council approve an amendment to the General Plan, zoning map amendment, the rezoning of certain properties to add a Conditional Development ("X") Combining District, a CDP, BMR housing agreements, vesting tentative maps, and Development Agreement.

NOW, THEREFORE, BE IT RESOLVED that the Planning Commission finds the foregoing recitals are true and correct, and they are hereby incorporated by reference into this Resolution.

BE IT FURTHER RESOLVED that the Planning Commission finds that the above recitals together with the staff report and the application materials, including without limitation, the EIR, and all other documents, reports, studies, memoranda, maps, oral and written testimony, and materials in the City's file for the applications and the Project, and all adopted and applicable City planning documents related to the Project and the Project Site and all associated approved or certified environmental documents, have together served as an adequate and appropriate evidentiary basis for the recommendations set forth in this resolution.

BE IT FURTHER RESOLVED that the Planning Commission makes the following findings and recommendations:

1. *CEQA*. The Planning Commission, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, finds:

    a. The Final Project EIR was prepared in compliance with CEQA and provides adequate, good faith, and reasoned responses to the comments.

    b. Pursuant to Public Resources Code section 21082.1(c)(3), the Final Project EIR reflects the City's independent judgment as the lead agency for the Project and is supported by substantial evidence.

    c. Where more than one reason for approving the Project and rejecting alternatives is given in its findings or in the record, and where more than one reason is given for adopting the Statement of Overriding Considerations, the Planning Commission would have made its recommendation on the basis of any one of those reasons.

    d. Based on the findings in Attachment D, for the reasons stated therein and incorporated fully here, despite the potential for significant environmental effects that cannot be substantially lessened or avoided through the adoption of feasible mitigation measures or feasible alternatives, there exist certain

overriding economic, social, and other considerations for approving the Project that justify the occurrence of those impacts.

Having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, the Planning Commission recommends that the City Council vote to certify the Final Project EIR, make the findings required by CEQA, adopt the Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program ("MMRP") in a form substantially consistent with Attachment D to this resolution, and approve the Project.

2. *General Plan Amendment*. An amendment to the General Plan Circulation Map is necessary to modify the circulation plan with regard to the locations for new street connections to the surrounding roadway network, as well as the locations of public rights-of-way and a proposed multi-use pathway within the Main Project Site; and.

   The proposed general plan amendment is consistent with the ConnectMenlo General Plan goals, policies, and programs, including Policy LU-1.2 which states, "Integrate regional land use planning efforts with development of an expanded transportation network focusing on mass transit rather than freeways, and encourage development that supports multimodal transportation. The proposed amendment is also consistent with the policies under Goal CIRC-2, which states, "Increase accessibility for and use of streets by pedestrian, bicyclists, and transit riders," and Goal CIRC-4, which states, "Improve Menlo Park's overall health, wellness, and quality of life through transportation enhancements." The new roadway connections to the surrounding roadway network and the proposed paseos and multi-use pathways will provide new routes for bicyclists and pedestrians through the Main Project Site, encouraging the use of multimodal transportation. The paseos and multi-use pathways will increase accessibility and use of the streets by pedestrians and bicycles, and the proposed roundabout connection will provide an additional to the Main Project Site for bicyclists, pedestrians, and vehicles.

   The Planning Commission thus recommends that the City Council adopt a resolution approving the amendment to the General Plan Circulation Map.

3. *Zoning Map Amendment and Rezoning.* The zoning map amendment and proposed X Combining District is consistent with the General Plan, which allows the uses permitted in the combining district at the density and intensity proposed and encourages the type of live/work/play environment promoted by the X combining district in the Bayfront area. The Planning Commission thus recommends that the City Council adopt an ordinance approving the Zoning Map Amendment and X Combining District.

4. *CDP*. In accordance with Municipal Code Sections 16.82.030, 16.78.020, and 16.82.440, the CDP, including all uses permitted therein, would be consistent with the General Plan and would not be detrimental to the health, safety, morals, comfort and general welfare of the persons residing or working in the neighborhood of the Project, would not be unreasonably incompatible with uses permitted in surrounding areas, and would not be injurious or detrimental to property and improvements in the neighborhood or the general welfare of the City. In addition, public convenience or necessity would be served by the issuance of licenses to sell alcohol contemplated by the CDP, and the outdoor seating contemplated by the CDP would maintain unimpeded pedestrian access

on the public right-of-way. The Planning Commission thus recommends that the City Council adopt an ordinance approving the CDP.

5. *BMR Agreements*. The BMR Agreements satisfy the requirements in Chapter 16.96 of the City's Municipal Code and the applicable BMR Housing Program Guidelines, as amended by the CDP. The request to modify BMR Housing Program Guidelines Section 5.1 to allow affordable senior housing to be located in a single building rather than distributed through all residential buildings and to have a higher percentage of studio apartments than the Project as a whole supports the City's need for affordable senior housing . The Planning Commission finds that the deviations from BMR Housing Program Guidelines Section 5.1 meet the requirement of BMR Housing Program Guidelines Section 13, which allows the City Council to approve a BMR proposal and ensuing Agreement(s) that is not consistent with every section of the BMR Housing Program Guidelines where the deviation results in the proposal providing a reasonably equivalent alternative that is commensurate with the goals of the BMR Housing Program Guidelines. The Planning Commission recommends that the City Council waive the BMR Housing Program Guidelines' distribution and size requirements of Section 5.1, as well as adjust the preference criteria of Section 8.1, to allow for the senior affordable housing, consistent with the CDP, to promote the construction of needed affordable senior housing. The Planning Commission recommends that the City Council approve applicant's BMR proposal and the BMR regulatory Agreements, including an agreement for the non-age restricted BMR units, and an agreement for the age restricted (senior affordable housing) BMR units in a form substantially consistent with the Agreements attached hereto as Attachment E to this resolution, and direct the City Manager to execute the BMR Agreements on behalf of the City.

6. *"A" Vesting Tentative Parcel Map*. Subject to final approval by the City Council of the above rezoning, approval of the "A" Vesting Tentative Parcel Map consistent with the requirements of the Subdivision Map Act and City of Menlo Park Municipal Code Section 15.20.050:

    a. The proposed "A" Vesting Tentative Parcel Map for the Main Project Site is technically correct and in compliance with all applicable State regulations, City General Plan, Zoning and Subdivision Ordinances, and the State Subdivision Map Act.

    b. The proposed "A" Vesting Tentative Parcel Map for the Main Project Site, including the contemplated design and improvements, is consistent with applicable General Plan goals and policies, in particular the goals for the Bayfront Area set forth in the General Plan. The Project is consistent with the land use designations described in the General Plan and would be consistent with City General Plan policies as well as City Zoning Ordinance requirements for master-planned projects at the proposed density and for the types of use.

    c. The Project Site is physically suitable for the proposed master-planned development, including the proposed density of development, and the design of the subdivision or the proposed improvements are not likely to cause substantial environmental damage or substantially injure fish or wildlife or their habitat. The Project is consistent with the density and uses for the site set forth in the General

Plan. The Project Site is in a heavily urbanized area of the City currently occupied by developed/landscaped areas that include various urban uses and does not include any aquatic habitat. The Project would not cause substantial environmental damage to the already disturbed Project Site and would not substantially injure the limited wildlife that access the site or their habitat.

d. The design of the subdivision or types of improvements is not likely to cause serious public health or safety problems. The Project would comply with the General Plan's goals and policies, City Zoning and Subdivision Ordinances, and other applicable regulations designed to prevent serious health or safety problems.

e. The design of the subdivision or the type of improvements does not conflict with easements, acquired by the public at large, for access through or use of property within the proposed subdivision because alternate easements for access or use will be provided that are substantially equivalent to ones previously acquired by the public.

f. The Project is subject to flood and inundation hazards and is not located within a slide area. The Project Site is located within the 100-year flood hazard zone. However, the contemplated Project design and improvements will be elevated so as to mitigate flood hazards, and the Project would comply with applicable requirements designed to mitigate flood hazards as well as address future sea level rise.

Based on the above findings, the Planning Commission recommends that the City Council approve the "A" Vesting Tentative Parcel Map in a form substantially consistent with Attachment F.

7. *Hamilton VTM*. The Hamilton VTM meets the requirements of the Subdivision Map Act and City of Menlo Park Municipal Code Section 15.20.050:

a. The Hamilton VTM is technically correct and in compliance with all applicable State regulations, City General Plan, Zoning and Subdivision Ordinances, and the State Subdivision Map Act.

b. The proposed Hamilton VTM, including the contemplated design and improvements, is consistent with applicable General Plan goals and policies, in particular the goals for the Bayfront Area set forth in the General Plan. The Project is consistent with the land use designations described in the General Plan and would be consistent with City General Plan policies as well as City Zoning Ordinance requirements for master-planned projects at the proposed density and for the types of use.

c. The Project Site is physically suitable for the proposed master-planned development, including the proposed density of development, and the design of the subdivision or the proposed improvements are not likely to cause substantial environmental damage or substantially injure fish or wildlife or their habitat. The Project is consistent with the density and uses for the site set forth in the General Plan. The Project Site is in a heavily urbanized area of the City currently occupied by developed/landscaped areas that include various urban uses and does not include any aquatic habitat. The Project would not cause substantial

environmental damage to the already disturbed Project Site and would not substantially injure the limited wildlife that access the site or their habitat.

d. The design of the subdivision or types of improvements is not likely to cause serious public health or safety problems. The Project would comply with the General Plan's goals and policies, City Zoning and Subdivision Ordinances, and other applicable regulations designed to prevent serious health or safety problems.

e. The design of the subdivision or the type of improvements does not conflict with easements, acquired by the public at large, for access through or use of property within the proposed subdivision because alternate easements for access or use will be provided that are substantially equivalent to ones previously acquired by the public.

f. The Project is subject to flood and inundation hazards but is not located within a slide area. The Project Site is located within the 100-year flood hazard zone. However, the contemplated Project improvements will be designed to comply with applicable requirements that mitigate flood hazards as well as address future sea level rise.

Based on the above findings, the Planning Commission recommends that the City Council approve the Hamilton VTM in a form substantially consistent with Attachment G.

8. *Development Agreement*. The Planning Commission has reviewed and considered the draft Development Agreement, attached as Attachment G, as well as the analysis and facts set forth above, the staff report, EIR, other supporting documents, and public testimony and based on this information makes the following findings:

a. The Development Agreement is consistent with the objectives, policies, general land uses and programs specified in the General Plan.

b. The Development Agreement is compatible with the uses authorized in and the regulations prescribed for the O-B-X, R-MU-B-X, and C-2-S districts in which the Project Site will be located.

c. The Development Agreement is in conformity with public convenience, general welfare and good land use practices.

d. The Development Agreement will not be detrimental to the health, safety and general welfare of the City or the region surrounding the City.

e. The Development Agreement will not adversely affect the orderly development of property or the preservation of property values within the City.

f. The Development Agreement will promote and encourage the development of the Project by providing a greater degree of certainty with respect thereto.

g. The Development Agreement will result in the provision of public benefits by the Applicant, including, but not limited to, financial commitments.

The Planning Commission thus recommends that the City Council approve the Development Agreement in a form substantially consistent with Attachment H to this resolution, and direct the City Manager to execute the Development Agreement on behalf of the City.

SEVERABILITY

If any term, provision, or portion of these findings or the application of these findings to a particular situation is held by a court to be invalid, void or unenforceable, the remaining provisions of these findings, or their application to other actions related to the Project, shall continue in full force and effect unless amended or modified by the City.

I, Deanna Chow, Assistant Community Development Director of Menlo Park, do hereby certify that the above and foregoing Planning Commission Resolution was duly and regularly passed and adopted at a meeting by said Planning Commission on the ____day of October, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS THEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this _____ day of October, 2022.

Deanna Chow
Assistant Community Development Director
City of Menlo Park

Exhibits
A. Attachment A, General Plan Amendment (Staff Report Attachment A4)
B. Attachment B, Zoning Map Amendment and Rezoning (Staff Report Attachment A7)
C. Attachment C, Conditional Development Permit (Staff Report Attachment A8)
D. Attachment D, CEQA Findings and Statement of Overriding Considerations and MMRP (Staff Report Attachments A2 and A3)
E. Attachment E, Below Market Rate Housing Agreements (Staff Report Attachment A12 and A13)
F. Attachment F, Vesting Tentative Map Main Project Site (Staff Report Attachment A5)
G. Attachment G, Vesting Tentative Map Hamilton Avenue Parcels (Staff Report Attachment A6)
H. Attachment H, Development Agreement Ordinance (Staff Report Attachments A9 and A10)

DRAFT CITY COUNCIL RESOLUTION NO. XXXX

DRAFT RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE WILLOW VILLAGE MASTER PLAN PROJECT AND ADOPTING FINDINGS, A STATEMENT OF OVERRIDING CONSIDERATIONS, AND A MITIGATION MONITORING AND REPORTING PROGRAM, ALL PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, FOR A MIXED USE PROJECT CONSISTING OF UP TO 1.6 MILLION SQUARE FEET OF OFFICE AND ACCESSORY USES, UP TO 1,730 MULTIFAMILY DWELLING UNITS, UP TO 200,000 SQUARE FEET OF RETAIL USES, AN UP TO 193 ROOM HOTEL, AND ASSOCIATED OPEN SPACE AND INFRASTRUCTURE

WHEREAS, the City of Menlo Park (City) received an application requesting to redevelop an approximately 59-acre industrial site (main Project Site) plus three parcels (within two sites) west of Willow Road (Hamilton Parcels and, together with the main Project Site, Project Site) as a mixed-use development consisting of up to 1.6 million square feet of office and accessory uses, up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail uses, an up to 193-room hotel, and associated open space and infrastructure (Proposed Project); and

WHEREAS, the Proposed Project requires discretionary actions by the City, and therefore the California Environmental Quality Act (CEQA, Public Resources Code Section 21000 et seq.) and CEQA Guidelines (Cal. Code of Regulations, Title 14, Section 15000 et seq.) require analysis and a determination regarding the Proposed Project's environmental impacts; and

WHEREAS, on November 29, 2016, in connection with an update to the Land Use and Circulation Elements of the City's General Plan and related zoning changes, commonly referred to as the ConnectMenlo project, the City certified the ConnectMenlo Final EIR (ConnectMenlo EIR); and

WHEREAS, in connection with the certification of the ConnectMenlo EIR, the City entered into a settlement agreement with the City of East Palo Alto (Settlement Agreement), which requires project-specific environmental impact reports (EIRs) for certain future projects. Pursuant to the Settlement Agreement: (i) a project-specific EIR may tier from the ConnectMenlo EIR, and the project-level EIR shall include a project-specific transportation impact analysis; and (ii) the City shall prepare a housing needs assessment (HNA) to inform the population and housing topic area of the project-level EIR; and

WHEREAS, the City is the lead agency for the Proposed Project, as defined in CEQA and the CEQA Guidelines, and therefore is responsible for the preparation, consideration, certification, and approval of environmental documents for the Proposed Project; and

WHEREAS, pursuant to the requirements of the Settlement Agreement and CEQA, the City prepared, or caused to be prepared, a project-level EIR, including a transportation impact analysis, and an HNA for the Proposed Project; and

WHEREAS, the City released a Notice of Preparation (NOP) of an Environmental Impact Report for the Proposed Project (Project EIR) to the Office of Planning and Research (OPR) State Clearinghouse and interested agencies and persons on September 18, 2019, for a 30-day review period, during which interested agencies and the public could submit comments about the Proposed Project; and

WHEREAS, the City held a public scoping meeting on the Proposed Project EIR on October 7, 2019; and

WHEREAS, comments on the NOP were received by the City and considered during preparation of the Draft Project EIR; and

WHEREAS, a Notice of Availability (NOA) was issued and the Draft Project EIR made available for public review on April 8, 2022, for a 45-day public review period through May 23, 2022; and

WHEREAS, the Draft Project EIR was filed with the California Office of Planning and Research and copies of the Draft Project EIR were made available at the Community Development Department, on the City's website, and at the City Main Library and the Belle Haven Branch Library; and

WHEREAS, a public hearing was held before the Planning Commission of the City of Menlo Park (Planning Commission) on April 25, 2022, to receive public comments on the Draft Project EIR; and

WHEREAS, the analysis in the Draft Project EIR tiered from the ConnectMenlo EIR pursuant to Public Resource Code Sections 21166 and CEQA Guidelines Sections 15152, 15162, 15168, and 15183, as appropriate, and as further described in each environmental topic section in the Draft Project EIR; and

WHEREAS, on October 14, 2022, the City published a Final Project EIR that that includes the Draft Project EIR as well as all the comments received on the Draft Project EIR during the public comment period, including a transcript of the public hearing, written responses to those comments, and text revisions to the Draft Project EIR, all prepared in accordance with CEQA and the CEQA Guidelines; and

WHEREAS, all required public notices and public hearings were duly given and held according to law; and

WHEREAS, after notice having been lawfully given, a duly noticed public hearing was held before the Planning Commission on October 24, 2022, at which all persons interested had the opportunity to appear and comment and at which the Planning Commission considered and made recommendations to the City Council of the City of Menlo Park (City Council) regarding the Final Project EIR and the merits of the Proposed Project; and

WHEREAS, the Planning Commission, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to recommend to the City Council to certify the Final Project EIR pursuant to CEQA; and

WHEREAS, after notice having been lawfully given, a duly noticed public hearing was held before the City Council on XXXXXX, 2022, at which all persons interested had the opportunity to appear and comment and at which the City Council considered the Final Project EIR and the merits of the Proposed Project; and

WHEREAS, the City Council has reviewed and considered the Final Project EIR, all staff reports pertaining to the Final Project EIR, the Planning Commission hearing minutes and reports, and all evidence received by the City, including at the Planning Commission and at the City Council hearings, and found that the Final Project EIR was prepared in compliance with CEQA; and

WHEREAS, after closing the public hearing, the City Council, acting on its independent judgment and analysis, voted affirmatively to certify the Final Project EIR pursuant to CEQA; and

WHEREAS, the City Council certifies that it has reviewed the comments received and the responses thereto and finds that the Final Project EIR provides adequate, good faith, and reasoned responses to the comments. Pursuant to Public Resources Code Section 21082.1(c)(3), the City also finds that the Final Project EIR reflects the City's independent judgment as the lead agency for the Proposed Project and is supported by substantial evidence; and

WHEREAS, the Final Project EIR identified certain potentially significant adverse effects on the environment caused by the Proposed Project; and

WHEREAS, the City Council specifically finds that where more than one reason for approving the Proposed Project and rejecting alternatives is given in its findings or in the record, and where more than one reason is given for adopting the Statement of Overriding Considerations, the City Council would have made its decision on the basis of any one of those reasons; and

WHEREAS, the City Council desires, in accordance with CEQA, to declare that, despite the potential for significant environmental effects that cannot be substantially lessened or avoided through the adoption of feasible mitigation measures or feasible alternatives, there exist certain overriding economic, social, and other considerations for approving the Proposed Project that the City Council believes justify the occurrence of those impacts; and

WHEREAS, the City Council, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to certify the Final Project EIR, make the findings required by CEQA, adopt the Statement of Overriding Considerations, adopt the Mitigation Monitoring and Reporting Program (MMRP), and approve the Proposed Project.

NOW, THEREFORE, BE IT RESOLVED that the City Council finds the foregoing recitals are true and correct, and they are hereby incorporated by reference into this Resolution.

BE IT FURTHER RESOLVED THAT that the City Council of the City of Menlo Park hereby certifies the Final Project EIR, makes the following findings with respect to the Proposed Project's significant effects on the environment as identified in the Final Project EIR, as required

under Sections 15091, 15092, and 15093 of the CEQA Guidelines, and adopts the Statement of Overriding Considerations and the MMRP as follows:

I. PROJECT DESCRIPTION

As fully described in Chapter 2 of the Draft Project EIR, Peninsula Innovation Partners, LLC (Project Sponsor), a subsidiary of Meta Platforms, Inc. (Meta), is proposing redevelopment of an approximately 59-acre industrial site (main Project Site) plus three parcels (within two sites) west of Willow Road (Hamilton Parcels and, collectively with the main Project Site, the Project Site) as a multi-phase, mixed-use development. The Willow Village Master Plan Project (Proposed Project) includes demolition of all buildings and landscaping on the 59-acre portion of the main Project Site and construction of new buildings, establishment of various open space areas (defined below), and installation of infrastructure within a new Residential/Shopping District, Town Square District, and Campus District. In addition, the Proposed Project would alter three parcels (Hamilton Avenue Parcels North and South), totaling 3.1 acres, to accommodate realignment of Hamilton Avenue at Willow Road for Project Site access. The City of Menlo Park (City) is the Lead Agency for the Proposed Project.

At the main Project Site, the Proposed Project would demolish approximately 1 million square feet (sf) of existing nonresidential uses and construct approximately 1.8 million sf of nonresidential uses (excluding the proposed hotel), for a net increase of 800,000 sf in nonresidential square footage. The new nonresidential uses (excluding the hotel) would be composed of up to 1.6 million sf of office and accessory uses in the Campus District (with the office space not to exceed 1.25 million sf), up to approximately 200,000 sf of commercial/retail space, primarily in the Residential/Shopping District and Town Square District. Some of the commercial/retail sf would be located on the east side of Main Street, within the Campus District, and accessible by the public from Main Street. The Proposed Project would also include up to approximately 1,730 multi-family residential units, an up to 193-room hotel, and, assuming full buildout, approximately 20 acres of open spaces, which include approximately 8 acres of publicly accessible parks, bike paths, and trails. The Proposed Project would be developed using the bonus level allowances from the Zoning Ordinance. The Proposed Project would utilize these allowances for increased density, intensity, and height in exchange for the provision of community amenities.

The three proposed districts within the main Project Site would be situated as follows: the approximately 17.7-acre Residential/Shopping District in the southwestern portion of the main Project Site, the approximately 4.3-acre Town Square District in the northwestern portion of the main Project Site, and the approximately 32-acre Campus District in the eastern portion of the main Project Site. The Campus District would include office uses (including amenity space), accessory uses, publicly accessible retail space, and a publicly accessible elevated park (i.e., the Elevated Park) that would serve to connect the main Project Site to the adjacent Belle Haven neighborhood via an overpass at Willow Road. The Proposed Project could include an undercrossing (Willow Road Tunnel), which may be developed at the discretion of the Project Sponsor, to provide tram and pedestrian/bicyclist access to the neighboring Meta campuses from the Campus District. If constructed, the Willow Road Tunnel would be an approximately 18-

foot-tall by 42-foot-wide tunnel, running under the existing Dumbarton Cutoff at Willow Road. To be conservative in the approach to environmental review, the Project EIR evaluated the potential environmental impacts associated with construction of the Willow Road Tunnel.

The main Project Site would be bisected by a new north–south street (Main Street) as well as an east–west street that would provide access to all three districts. The Proposed Project would include a circulation network for vehicles, bicycles, and pedestrians, inclusive of both public rights-of-way and private streets, that would be generally aligned to an east-to-west and a north-to-south grid. The Proposed Project would also alter parcels west of the main Project Site, across Willow Road, on both the north and south sides of Hamilton Avenue (Hamilton Avenue Parcels North and South) to support realignment of the Hamilton Avenue right-of-way and provide access to the new Elevated Park. The realignment of Hamilton Avenue would require demolition and reconstruction of an existing Chevron gas station (with a potential increase in approximately 1,000 sf) at Hamilton Avenue Parcel South and enable the potential addition of up to 6,700 sf of retail uses at the existing neighborhood shopping center (Belle Haven Retail Center) on Hamilton Avenue Parcel North.

Offsite transportation and utility improvements would be constructed to serve the Proposed Project. These include various potential intersection improvements, which may be required to bring intersection congestion back to pre-Project conditions per the City's transportation impact analysis guidelines, expansion of the Pacific Gas and Electric (PG&E) Ravenswood substation, and installation of a new conduit to connect the Ravenswood substation to the main Project Site. The Proposed Project also would result in the construction of a sanitary sewer force main and recycled water line in the same trench in Hamilton Avenue and an extension of the sanitary sewer line in Willow Road from O'Brien Drive to the proposed sanitary sewer pump station, should it be sited near the intersection of Willow Road and Park Street within the Community Park. In the event the pump station is sited within the Dog Park, the extension of the sanitary sewer line would divert flows from the existing sanitary sewer line within O'Brien Drive into either a new line located within Main Street, originating at the intersection of Main Street and O'Brien Drive, to Park Street, feeding into the sanitary sewer pump station or a new line that bisects the San Francisco Public Utilities Commission (SFPUC) Hetch Hetchy right-of-way and directly feeds into the proposed pump station.

II. CONNECTMENLO EIR

The Project Site is within the General Plan and M-2 Area Zoning Update (ConnectMenlo) study area. ConnectMenlo, which updated the City General Plan Land Use and Circulation Elements and rezoned land in the M-2 area, now referred to as the Bayfront Area, was approved on November 29, 2016. It serves as the City's comprehensive and long-range guide to land use and infrastructure development. Because the City General Plan is a long-range planning document, the ConnectMenlo EIR was prepared as a Program EIR, pursuant to CEQA Guidelines Section 15168. ConnectMenlo's Land Use Element identifies an allowable increase in net new development potential of up to 2.3 million square feet for nonresidential uses, up to 4,500 residential units, and up to 400 hotel rooms in the Bayfront Area.

Acting as the lead agency under CEQA, the City determined that the Proposed Project's location and development parameters are consistent with ConnectMenlo and that the Proposed Project is within the scope of the ConnectMenlo Program EIR. Thus, the Project EIR tiered from the ConnectMenlo EIR, pursuant to CEQA Guidelines Sections 15152, 15162, 15168, and 15183. The ConnectMenlo EIR is available on the City's website for public review at the following link: menlopark.org/connectmenlo. The Proposed Project also would be required to comply with all applicable mitigation measures identified in the ConnectMenlo MMRP, as required for any proposed development in the City.

In many environmental topic areas, the impacts of the Proposed Project were found to be within the scope of the ConnectMenlo EIR, as determined in accordance with CEQA Guidelines Sections 15168 and 15162. In those cases, the Proposed Project would not have new or substantially more severe impacts than those identified in the ConnectMenlo EIR, and there are no new or considerably different mitigation measures or alternatives that would substantially reduce significant impacts that the applicant has declined to adopt. Likewise, in many topic areas, there are no impacts peculiar to the Proposed Project that were not addressed in the ConnectMenlo EIR or that would be substantially more severe than those identified in the ConnectMenlo EIR or that cannot be substantially mitigated by the imposition of uniformly applied development policies or standards, as determined in accordance with CEQA Guidelines Section 15183. Nonetheless, given the magnitude of the Proposed Project and the public interest, the City chose to prepare an EIR that discusses all CEQA impacts of the Proposed Project, including those that were adequately addressed in the ConnectMenlo EIR. Accordingly, although the EIR tiers from the ConnectMenlo EIR in accordance with CEQA, the EIR discusses all impacts for purposes of providing comprehensive information, even when not required by CEQA.

On December 29, 2016, the City of East Palo Alto filed suit to challenge certification of the ConnectMenlo Final EIR. The City of East Palo Alto alleged that the City did not comply with CEQA because the EIR underestimated the amount of new employment and failed to adequately analyze the traffic impacts that would result from development under ConnectMenlo. To resolve the litigation, the City of Menlo Park and the City of East Palo Alto entered into a settlement agreement. While the settlement agreement does not alter what is required for an EIR under CEQA, the Draft Project EIR was prepared in accordance with the settlement agreement, the key terms of which are as follows:

- *Reciprocal Environmental Review for Future Development Projects*. The City will prepare an EIR for any project located in the Office (O), Life Science (LS), or Residential Mixed-Use (R-MU) district that exceeds 250,000 net new square feet and requires a use permit, that proposes bonus-level development, that proposes a master plan project, or that may have a significant environmental impact. The City may, with the exception of housing and traffic (which were the focus of East Palo Alto's challenge), simplify the environmental review for future development projects by incorporating analysis and discussions from the ConnectMenlo Final EIR, pursuant to CEQA Guidelines Section 15168(d). East Palo Alto will prepare an Initial Study for future development projects to determine the appropriate level of environmental review and conduct that review, which

can be simplified by incorporating by reference analysis and discussions from its general plan, referred to as Vista 2035.

- *Reciprocal Traffic Studies*. The City and East Palo Alto will work together to ensure that future development projects' potentially significant traffic impacts on the other jurisdiction are analyzed and mitigated.
- *Reciprocal Study of Multiplier Effect*. When the preparation of an EIR is required, as described above, the City or East Palo Alto, as applicable, will conduct a Housing Needs Assessment, which, to the extent possible, will include an analysis of the multiplier effect for indirect and induced employment.

III. ENVIRONMENTAL REVIEW PROCESS

Under CEQA, lead agencies are required to consult with public agencies having jurisdiction over a proposed project, and to provide the general public with an opportunity to comment on an EIR. A Notice of Preparation (NOP) for the Project EIR was issued by the City to the OPR State Clearinghouse and interested agencies and persons on September 18, 2019, for a 30-day review period, during which interested agencies and the public could submit comments about the Proposed Project. The City also held a public scoping meeting on October 7, 2019. Comments on the NOP were received by the City and considered during preparation of the Draft Project EIR.

A Notice of Availability (NOA) for the Draft Project EIR was issued on April 8, 2022, and the Draft Project EIR was made available for public review for a 45-day public review period through May 23, 2022. The Draft Project EIR was distributed to local, regional, and State agencies, and the general public was advised of the availability of the Draft Project EIR. The Draft Project EIR was made available online at www.menlopark.org/willowvillage. Printed copies of the Draft Project EIR were available for review at the City Main Library (800 Alma Street) and the Belle Haven Branch Library (413 Ivy Drive). A public hearing was held before the Planning Commission on April 25, 2022, to receive comments on the Draft Project EIR

The Final Project EIR provides responses to the comments on significant environmental issues received during the comment period of the Draft Project EIR. The Draft Project EIR and the responses to comments, along with the revisions to the Draft Project EIR comprise the Final Project EIR. The Planning Commission considered the Final Project EIR at a duly noticed public hearing on October 24, 2022, at the conclusion of which the Planning Commission voted affirmatively to recommend to the City Council to certify the Final Project EIR pursuant to CEQA. On XXXX, 2022, the City Council held a duly noticed public hearing, at which the City Council independently considered the Final Project EIR and the Planning Commission's recommendation.

IV. CERTIFICATION OF THE FINAL PROJECT EIR

In accordance with CEQA Guidelines Section 15090, the City, acting by and through its City Council, hereby certifies that the Final Project EIR has been completed in compliance with CEQA and the CEQA Guidelines. The City further certifies that it has reviewed and considered

the information contained in the Final Project EIR prior to approving the Proposed Project. The City further certifies that the Final Project EIR reflects its independent judgment and analysis.

V. RECORD OF PROCEEDINGS

For purposes of CEQA and these findings, the record of proceedings consists of the following documents and testimony:

(a) The ConnectMenlo EIR;

(b) The NOP and all other public notices issued by the City in conjunction with the Project;

(c) The Draft Project EIR for the Proposed Project, dated April 2022;

(d) All comments submitted by agencies or members of the public during the public comment period on the Draft Project EIR;

(e) The Final Project EIR for the Proposed Project, including comments received on the Draft Project EIR, responses to those comments, and the technical appendices, as well as text changes to the Draft Project EIR, dated October 14, 2022;

(f) The MMRP for the Project;

(g) All reports, studies, memoranda, maps, staff reports, or other planning documents related to the Proposed Project prepared by the City or consultants to the City with respect to the City's compliance with the requirements of CEQA and with respect to the City's action on the Proposed Project, including as well all reports and other related documents prepared by the applicant and peer reviewed by the City and included in the Project EIR;

(h) All documents submitted to the City (including the Planning Commission and City Council) by other public agencies or members of the public, including the applicant, in connection with the Project;

(i) Any minutes and/or verbatim transcripts of all information sessions, public meetings, and public hearings held by the City in connection with the Proposed Project;

(j) All matters of common knowledge to the Planning Commission and City Council, including, but not limited to:

  (i) City's General Plan and other applicable policies;

  (ii) City's Zoning Ordinance and other applicable ordinances;

  (iii) Information regarding the City's fiscal status;

  (iv) Applicable City policies and regulations; and

  (v) Federal, state and local laws and regulations.

(k) Any other materials required for the record of proceedings by CEQA Section 21167.6(e).

The documents described above comprising the record of proceedings are located in the Community Development Department, City of Menlo Park, 701 Laurel Street, Menlo Park,

California 94025. The custodian of these documents is the City's Community Development Director or his/her designee.

VI. FINDINGS

The findings, recommendations, and statement of overriding considerations set forth below are made and adopted by the City Council of the City of Menlo Park as the City's findings under CEQA and the CEQA Guidelines relating to the Proposed Project. These findings provide the written analysis and conclusions of the City Council regarding the Proposed Project's environmental impacts, mitigation measures, variants to the Proposed Project, alternatives to the Proposed Project, and the overriding considerations that support approval of the Proposed Project and Project variants despite any remaining environmental effects they may have.

In many environmental topic areas, the impacts of the Proposed Project were found to be within the scope of the ConnectMenlo EIR, as determined in accordance with CEQA Guidelines Sections 15168 and 15162. In those cases, the Proposed Project would not have new or substantially more severe impacts than those identified in the ConnectMenlo EIR, and there are no new or considerably different mitigation measures or alternatives that would substantially reduce significant impacts that the applicant has declined to adopt. Likewise, in many topic areas, there are no impacts peculiar to the Proposed Project that were not addressed in the ConnectMenlo EIR or that would be substantially more severe than those identified in the ConnectMenlo EIR or that cannot be substantially mitigated by the imposition of uniformly applied development policies or standards, as determined in accordance with CEQA Guidelines Section 15183. Nonetheless, given the magnitude of the Proposed Project and the public interest, the City chose to prepare an EIR that discusses all CEQA impacts of the Proposed Project, including those that were adequately addressed in the ConnectMenlo EIR. Accordingly, although the EIR tiers from the ConnectMenlo EIR, in accordance with CEQA, for purposes of providing comprehensive information, the EIR discusses all impacts, even when not required by CEQA.

The below findings summarize the environmental determinations of the Project EIR with regard to Project impacts before and after mitigation but do not attempt to repeat the full analysis of each impact contained in the Project EIR. Instead, these findings provide a summary description of and basis for each impact conclusion identified in the Project EIR, describe the applicable mitigation measures identified in the Project EIR, and state the City's findings and rationale about the significance of each impact following the adoption of mitigation measures. A full explanation of environmental findings and conclusions can be found in the Project EIR, and these below findings incorporate by reference the discussion and analysis in the Project EIR supporting the determinations regarding mitigation measures and the Proposed Project's impacts.

In adopting the mitigation measures, below, the City intends to adopt each of the mitigation measures identified in the Project EIR. Accordingly, in the event a mitigation measure identified in the Project EIR has been inadvertently omitted from these findings, such mitigation measure is hereby adopted and incorporated into the Project in the findings below by reference. In addition, in the event the language of a mitigation measure set forth below fails to accurately reflect the mitigation measure in the Project EIR due to a clerical error, the language of the mitigation

measure as set forth in the Project EIR shall control unless the language of the mitigation measure specifically and expressly has been modified by these findings.

Sections VII and VIII, below, provide brief descriptions of the impacts that the Project EIR identifies as either significant and unavoidable or less than significant with adopted mitigation. These descriptions also reproduce the full text of the mitigation measures identified in the Project EIR for each significant impact.

VII. FINDINGS FOR SIGNIFICANT AND UNAVOIDABLE IMPACTS

The Final Project EIR identified the following significant and unavoidable adverse environmental impacts associated with approval of the Proposed Project, some of which can be reduced, although not to a less-than-significant level, through implementation of mitigation measures identified in the Project EIR. The City Council finds there are no additional feasible mitigation measures or alternatives that could be adopted at this time that would reduce these significant and unavoidable impacts to a less than significant level. For reasons set forth in Section XI, below, however, the City Council has determined that overriding economic, social, and other considerations outweigh the Project's significant and unavoidable effects. The findings in this section are based on the Project EIR, the discussion and analysis of which is hereby incorporated in full by this reference.

A. Impact AQ-1: The Proposed Project would conflict with or obstruct implementation of the applicable air quality plan.

Project Mitigation Measure AQ-1.1: The Project Sponsor shall either:

- Ensure all off-road construction equipment with greater than 25 horsepower and operating for more than 20 hours total over the entire duration of construction activities have engines that meet or exceed either EPA or ARB Tier 4 Final off-road emission standards. The exception to this requirement allows a cumulative total of 618,028 horsepower-hours over the duration of construction activities before residents move onsite and 34,716 horsepower-hours over the duration of construction activities after residents move onsite from the operation of off-road construction equipment that meets standards less than Tier 4 Final; or
- Prior to issuance of building permits, provide supplemental analysis prepared by a qualified air quality specialist to the City for approval that shows that emissions of ROG and NO_X, the excess lifetime cancer risk, and the $PM_{2.5}$ concentration would not exceed the thresholds from the 2017 BAAQMD CEQA Air Quality Guidelines using the mix of equipment Proposed by the applicant.

Project Mitigation Measure AQ-1.2: The Project Sponsor shall use super-compliant architectural coatings during construction and operation for all buildings, which shall have VOC content that meet SCAQMD Rule 1113 Architectural Coatings as revised on February 5, 2016.

Finding: Implementation of Project Mitigation Measures AQ-1.1 and AQ-1.2, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts but not to a less-

than-significant level. Specific considerations make further mitigation measures or alternatives infeasible; therefore, the impact would be significant and unavoidable.

Facts in Support of Finding: Impacts related to Clean Air Plan consistency were analyzed in the ConnectMenlo EIR as Impact AQ-1. It was determined that ConnectMenlo would be consistent with the goals and applicable control measures of the 2010 Bay Area Clean Air Plan. In addition, the ConnectMenlo Final EIR determined that implementation of the ConnectMenlo project would result in lower VMT per service population than under then-existing conditions. In addition, the ConnectMenlo Final EIR states that, pursuant to the City's Zoning Ordinance update, projects that require preparation of a transportation demand management (TDM) plan are required to reduce trip generation by 20 percent below standard use rates. For these reasons, the ConnectMenlo Final EIR found that implementation of ConnectMenlo would be consistent with air quality planning efforts of the San Francisco Bay Area Air Basin and would not hinder the Bay Area Air Quality Management District's (BAAQMD's) ability to attain the California Ambient Air Quality Standards (CAAQS) or National Ambient Air Quality Standards (NAAQS), and this impact would be less than significant. With implementation of Project Mitigation Measures AQ-1.1 and AQ-1.2 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2, the Proposed Project would result in less-than-significant impacts related to Nitrogen Oxides (NO_x) emissions and Toxic Air Contaminant (TAC) exposures. The Proposed Project would also be consistent with the transportation control measures with implementation of Project Mitigation Measure TRA-2. However, as discussed under Clean Air Plan goals and further in Impact AQ-2, the Proposed Project's Reactive Organic Gas (ROG) emissions would remain above the BAAQMD ROG threshold after implementation of all mitigation measures. ROG emissions from consumer products constitute the majority of the operational ROG emissions associated with the Proposed Project, and the City and Project Sponsor have minimal control over what consumer products Project users would purchase. There are no additional mitigation measures to reduce ROG emissions from consumer products. Therefore, the Proposed Project would possibly disrupt or hinder implementation of the current Clean Air Plan, and this impact would be significant and unavoidable.

B. Impact AQ-2: The Proposed Project would result in a cumulative net increase in a criteria pollutant for which the Project region is classified as a nonattainment area under an applicable federal or ambient air quality standard.

Project Mitigation Measure AQ-1.1: Implement Project Mitigation Measure AQ-1.1, above.

Project Mitigation Measure AQ-1.2: Implement Project Mitigation Measure AQ-1.2, above.

ConnectMenlo Mitigation Measure AQ-2b1: Prior to building permit issuance, the City shall require applicants for all development projects in the city to comply with the current Bay Area Air Quality Management District's (BAAQMD) basic control measures for reducing construction emissions of PM10 (Table 8-1, Basic Construction Mitigation Measures Recommended for All Proposed Projects, of the BAAQMD CEQA Guidelines).

ConnectMenlo Mitigation Measure AQ-2b2: Prior to issuance of a building permit, development projects in the City that are subject to CEQA and exceed the screening sizes in the BAAQMD's CEQA Guidelines shall prepare and submit to the City of Menlo Park a technical assessment

evaluating potential project construction-related air quality impacts. The evaluation shall be prepared in conformance with the BAAQMD methodology for assessing air quality impacts. If construction-related criteria air pollutants are determined to have the potential to exceed the BAAQMD thresholds of significance, as identified in the BAAQMD CEQA Guidelines, the project applicant is required to incorporate mitigation measures to reduce air pollutant emissions during construction activities to below these thresholds (e.g., Table 8-2, Additional Construction Mitigation Measures Recommended for projects with Construction Emissions Above the Threshold of the BAAQMD CEQA Guidelines, or applicable construction mitigation measures subsequently approved by BAAQMD). These identified measures shall be incorporated into all appropriate construction documents (e.g., construction management plans), subject to the review and approval of the Planning Division prior to building permit issuance. (The AQTR prepared and submitted for the Proposed Project fulfills the air quality technical assessment requirement.)

Finding: Implementation of Project Mitigation Measures AQ-1.1 and AQ-1.2 as well as ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts but not to a less-than-significant level. Specific considerations make further mitigation measures or alternatives infeasible; therefore, the impact would be significant and unavoidable.

Facts in Support of Finding: Impacts related to criteria air pollutant emissions were analyzed in the ConnectMenlo EIR as Impact AQ-2, which found that construction emissions associated with individual development projects could generate emissions of criteria air pollutants and TACs. This would require subsequent environmental review of future development projects to assess potential impacts relate to BAAQMD-recommended project-level thresholds. The ConnectMenlo EIR found that construction-related impacts would be significant and identified ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2 to reduce impacts to the extent feasible. Even with implementation of these measures, the ConnectMenlo Final EIR found that construction-related impacts associated with buildout would be significant and unavoidable. The Proposed Project would implement Project Mitigation Measures AQ-1.1 and AQ-1.2 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2. However, ROG emissions from consumer products constitute most of the operational ROG emissions associated with the Proposed Project. The City and Project Sponsor would have minimal control over what consumer products Project users would purchase. There are no additional mitigation measures to reduce ROG from consumer products. Thus, although the Proposed Project would not result in a substantial change in the ConnectMenlo project and would not cause new or substantially more severe significant impacts than those analyzed in the ConnectMenlo EIR, net mitigated operational ROG emissions would still exceed BAAQMD's ROG threshold after implementation of all feasible mitigation measures. Impacts would be significant and unavoidable.

C. Impact C-AQ-1: Cumulative development would result in a significant and unavoidable cumulative impact on air quality; thus, the Proposed Project would be a cumulatively considerable contributor to a significant cumulative impact on air quality.

Project Mitigation Measure AQ-1.1: Implement Project Mitigation Measure AQ-1.1, above.

ConnectMenlo Mitigation Measure AQ-2b1: Implement ConnectMenlo Mitigation Measure AQ-2b1, above.

ConnectMenlo Mitigation Measure AQ-2b2: Implement ConnectMenlo Mitigation Measure AQ-2b2, above.

Finding: Implementation of Project Mitigation Measure AQ-1.1 as well as ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts but not to a less-than-significant level. Specific considerations make further mitigation measures or alternatives infeasible; therefore, the impact would be significant and unavoidable.

Facts in Support of Finding: Cumulative development in the San Francisco Bay Area Air Basin (SFBAAB) would result in a significant unavoidable cumulative impact with respect to air quality as a result of an exceedance of BAAQMD criteria pollutant thresholds, even with implementation of all feasible mitigation. The ConnectMenlo EIR determined criteria air pollutant emissions generated by cumulative development would exceed BAAQMD's project-level significance thresholds and that cumulative impacts related to criteria air pollutants under ConnectMenlo would be significant and unavoidable. The Proposed Project would not result in a substantial change in the ConnectMenlo project and would not cause new or substantially more severe significant impacts than those analyzed in the ConnectMenlo EIR. As a result of its operational ROG emissions, in excess of the BAAQMD ROG threshold, even after implementation of all feasible mitigation (see Impact AQ-2 above), the Proposed Project would be a cumulatively considerable contributor to a significant and unavoidable cumulative impact on air quality with respect to criteria pollutants.

D. Impact NOI-1a: Construction of the Proposed Project would generate a substantial temporary or permanent increase in ambient noise levels in the vicinity of the Project in excess of standards established in a local general plan or noise ordinance or applicable standards of other agencies.

Modified ConnectMenlo Mitigation Measure NOISE-1c: Project applicants for all development projects in the city shall minimize the exposure of nearby properties to excessive noise levels from construction-related activity through CEQA review, conditions of approval and/or enforcement of the City's Noise Ordinance. Prior to issuance of demolition, grading, and/or building permits for development projects, a note shall be provided on development plans indicating that during on-going grading, demolition, and construction, the property owner/developer shall be responsible for requiring contractors to implement the following measures to limit construction-related noise:

- All internal combustion engines on construction equipment and trucks are fitted with properly maintained mufflers, air intake silencers, and/or engine shrouds that are no less effective than as originally equipped by the manufacturer.
- Stationary equipment such as generators and air compressors shall be located as far as feasible from nearby noise-sensitive uses.

- Stockpiling is located as far as feasible from nearby noise-sensitive receptors.
- Limit unnecessary engine idling to the extent feasible.
- Limit the use of public address systems.
- Construction traffic shall be limited to the haul routes established by the City of Menlo Park.

Project Mitigation Measure NOI-1.1: The Project applicant and/or the contractor(s) shall obtain a permit to complete work outside the exempt/standard construction hours outlined in the City of Menlo Park Municipal Code, which may be incorporated into the conditional development permit for the Proposed Project. In addition, the applicant and/or contractor(s) shall develop a construction noise control plan to reduce noise levels and comply with Municipal Code daytime (during non-exempt hours) and nighttime noise standards to the extent feasible and practical, subject to review and determination by the Community Development Department. The plan shall also include measures to reduce noise levels such that a 10-dB increase over the ambient noise level does not occur at nearby noise-sensitive land uses, such as schools and residences to the extent feasible and practical (as determined by the City). Finally, the plan shall include measures to reduce pile driving noise such that noise from this equipment does not exceed 85 dBA Leq at a distance of 50 feet, as feasible.

The plan shall demonstrate that, to the extent feasible and practical, noise from construction activities that occur daily between 7:00 and 8:00 a.m. or between 6:00 p.m. and 10:00 p.m. will comply with the applicable City of Menlo Park noise limit of 60 dBA at the nearest existing residential or noise-sensitive land use, and construction activities that occur between 10:00 p.m. and 7:00 a.m. will comply with the applicable City noise limit of 50 dBA at the residential or noise-sensitive land use. The plan shall also demonstrate that, to the extent feasible and practical (as determined by the City), noise from construction activities during all hours will not result in a 10 dB increase over the ambient noise level at the nearest noise-sensitive land uses, and that pile driving noise would not exceed 85 dBA Leq at a distance of 50 feet. This Noise Control Plan shall be approved by the City prior to the issuance of building permits to confirm the precise noise minimization strategies that will be implemented and to document that strategies will be employed to the extent feasible and practical.

Measures to help reduce noise from construction activity to these levels shall be incorporated into this plan and may include, but are not limited to, the following:

- To the extent feasible and practical, plan for the noisiest construction activities to occur during daytime hours when the quantitative standards are less stringent, existing ambient noise levels are generally louder, and when people are less sensitive to noise.
- Require all construction equipment be equipped with mufflers and sound control devices (e.g., intake silencers and noise shrouds) that are in good condition (at least as effective as those originally provided by the manufacturer) and appropriate for the equipment.
- Maintain all construction equipment to minimize noise emissions.

- Locate construction equipment as far as feasible from adjacent or nearby noise-sensitive receptors.
- Require all stationary equipment be located to maintain the greatest possible distance to the nearby existing buildings, where feasible and practical.
- Require stationary noise sources associated with construction (e.g., generators and compressors) in proximity to noise-sensitive land uses to be muffled and/or enclosed within temporary enclosures and shielded by barriers, which can reduce construction noise by as much as 5 dB.
- Install noise-reducing sound walls or fencing (e.g. temporary fencing with sound blankets) around noise- generating equipment, to the extent feasible and practical, where no perimeter wall is provided pursuant to Mitigation Measure NOI-1.2.
- Prohibit idling of inactive construction equipment for prolonged periods during nighttime/non-standard hours (i.e., more than 2 minutes).
- Provide advance notification in the form of mailings/deliveries of notices to surrounding land uses regarding the construction schedule, including the various types of activities that would be occurring throughout the duration of the construction period.
- Provide the name and telephone number of an on-site construction liaison through on-site signage and on the notices mailed/delivered to surrounding land uses. If construction noise is found to be intrusive to the community (i.e., if complaints are received), the construction liaison shall take reasonable efforts to investigate the source of the noise and require that reasonable measures be implemented to correct the problem.
- Use electric motors rather than gasoline- or diesel-powered engines to avoid noise associated with compressed air exhaust from pneumatically powered tools during nighttime hours, to the extent feasible and practical (as determined by the City). Where the use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust could be used; this muffler can lower noise levels from the exhaust by about 10 dB. External jackets on the tools themselves could be used, which could achieve a reduction of 5 dB.

Project Mitigation Measure NOI-1.2: The Project contractor(s) shall install an 8-foot-high temporary noise barrier along the complete length of the western and southern perimeter (e.g., areas near residential and school land uses), and along the southernmost 500 feet of the eastern perimeter of the main Project Site. As project buildout occurs, removal and/or adjustment in the location of the perimeter noise barrier may occur because either the construction of project buildings (completion of core and shell) or streets require barrier alignment, or the perimeter barrier is not needed, as shown by preparation of an acoustical analysis that indicates the balance of the construction activities will not result in construction noise that exceeds the allowable limits.

Regarding the Hamilton Avenue Parcel South, a similar noise barrier shall be installed around the complete length of the southern, western and northern perimeters as well as the southernmost

100 feet of the eastern perimeter of the Hamilton Avenue Parcel South, unless the Project Sponsor can demonstrate, through an acoustical analysis, that construction noise at this site would not exceed the allowable limits. The decision regarding the necessity of this barrier and location(s) shall be subject to review and approval of the City based on evidence and analyses providing by the applicant team.

Regarding the Hamilton Avenue Parcel North, a similar noise barrier shall also be constructed along the complete length of the southern and western perimeters, along with the eastern most 100 feet of the northern perimeter of the Hamilton Avenue Parcel North, unless the Project Sponsor can demonstrate, through an acoustical analysis, that construction noise at this site would not exceed the allowable limits. The decision regarding the necessity of this barrier and location(s) shall be subject to review and approval of the City based on evidence and analyses providing by the applicant team.

The barriers shall be constructed of material that has an acoustical rating of at least 26 STC (Sound Transmission Class). This can include a temporary barrier constructed with plywood supported on a wood frame, sound curtains supported on a frame, or other comparable material.

Finding: Implementation of Modified ConnectMenlo Mitigation Measure NOISE-1c and Project Mitigation Measures NOI-1.1 and NOI-1.2, which are hereby adopted and incorporated into the Project, would reduce the impacts but not to a less-than-significant level. Specific considerations make further mitigation measures or alternatives infeasible; therefore, the impact would be significant and unavoidable.

Facts in Support of Finding: Noise impacts related to construction during the day, construction during non-exempt daytime hours, construction during the night, potential intersection improvements, and construction of offsite improvements would be significant. The ConnectMenlo EIR determined that future projects in Menlo Park could result in construction-related noise levels that would exceed noise limits; however, with implementation of mitigation measures and compliance with the City Noise Ordinance, impacts would be less than significant. Since adopting ConnectMenlo, the City has implemented a construction noise threshold under CEQA that is more stringent than the threshold used to evaluate construction noise in the ConnectMenlo EIR. With respect to the Proposed Project, noise impacts on offsite uses (e.g., schools, residences) from construction, including the construction of certain offsite improvements, would remain significant, even after implementation of feasible mitigation measures. For example, while installation of a temporary construction noise barrier could reduce impacts, effective mitigation may not be feasible in all locations and may not reduce noise from all activities to a level of insignificance, even if noise is somewhat reduced. In addition, although not a CEQA impact, construction noise impacts on onsite Project land uses during morning and evening hours would be significant, even after implementation of feasible mitigation measures. Thus, the Proposed Project would cause a new or substantially more severe significant construction noise impact than that analyzed in the ConnectMenlo EIR.

E. Impact NOI-2: The Proposed Project would generate excessive groundborne vibration or groundborne noise levels.

ConnectMenlo Mitigation Measure NOISE-2a[1, 2]: To prevent architectural damage citywide as a result of construction-generated vibration:

- Prior to the issuance of a building permit for any development project requiring pile driving or blasting, the project applicant/developer shall prepare a noise and vibration analysis to assess and mitigate potential noise and vibration impacts related to these activities. The maximum levels shall not exceed 0.2 in/sec, which is the level that can cause architectural damage for typical residential construction. If maximum levels would exceed the thresholds, alternative methods, such static rollers, non-explosive blasting, and pile drilling, as opposed to pile driving, shall be used to the extent feasible and practical, subject to review and determination by the Community Development Department.

To prevent vibration-induced annoyance as a result of construction-generated vibration:

- Individual projects that involve vibration-intensive construction activities, such as blasting or the use of pile drivers, jack hammers, or vibratory rollers, within 200 feet of sensitive receptors shall be evaluated for potential vibration impacts. A vibration study shall be conducted for individual projects where vibration- intensive impacts may occur. The study shall be prepared by an acoustical or vibration engineer holding a degree in engineering, physics, or an allied discipline who is able to demonstrate a minimum of 2 years of experience in preparing technical assessments regarding acoustics and/or ground-borne vibration. The study is subject to review and approval of the Community Development Department.

Vibration impacts on nearby receptors shall not exceed the vibration annoyance levels (in RMS inches per second), as follows:

- Workshop = 0.126
- Office = 0.063
- Residence, daytime (7:00 a.m.-10:00 p.m.) = 0.032
- Residence, nighttime (10:00 p.m. to 7:00 a.m.) = 0.016

If construction-related vibration is determined to be perceptible at vibration-sensitive uses, additional requirements, such as less vibration-intensive equipment or construction techniques, shall be implemented during construction (e.g., non-explosive blasting, pile drilling, as opposed to pile driving, preclusion for vibratory roller use, use of small or medium-sized bulldozers) to the extent feasible and practical. Vibration reduction measures shall be incorporated into the site

[1] This noise and vibration study for the Proposed Project has been prepared in accordance with ConnectMenlo Mitigation Measure NOISE-2a.

[2] ConnectMenlo Mitigation Measure NOISE-2a has been modified to allow for compliance "to the extent feasible and practical," which would be subject to review and determination by the Community Development Department.

development plan as a component of the Project and applicable building plans, subject to the review and approval of the Community Development Department.

Project Mitigation Measure NOI-2.1: During daytime hours, pile driving activity shall take place no closer than 335 feet from residential land uses, 210 feet from office or school land uses, and 130 feet from workshops or retail land uses, to the extent feasible and practical. When pile driving work must take place closer than these distances from the aforementioned land uses, reduction measures shall be incorporated to the extent feasible and practical, such as the use of alternative pile installation methods that do not require impact or vibratory pile driving. Examples of alternative pile installation methods include auger cast pressure grouted displacement (APGD) piles, stone columns, cast-in-drilled-hole (CIDH) piles, or press-in piles. These measures will be subject to review and approval of the Community Development Department.

In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for vibration-related complaints during project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.

Project Mitigation Measure NOI-2.2: During daytime hours, construction activity involving a vibratory roller shall take place no closer than 90 feet from residential land uses, 60 feet from office or school land uses, and 35 feet from workshops or retail land uses, to the extent feasible and practical, subject to review and approval by the Community Development Department. In addition, equipment that generates vibration levels similar to a large bulldozer shall take place no closer than 50 feet from residential land uses, 35 feet from office or school land uses, and 20 feet from workshops or retail land uses, to the extent feasible and practical, subject to review and approval by the Community Development Department. Maintaining these distances between equipment and the nearest residential, school/office, or workshop land uses would ensure vibration levels would be below 0.032 PPV in/sec at the nearest residences, 0.063 PPV in/sec at the nearest school or office, and 0.126 PPV in/sec at the nearest workshop, per the requirements in ConnectMenlo Mitigation Measure NOISE-2a.

When construction would require the use of these equipment types at distances closer than these to nearby sensitive uses, reduction measures shall be incorporated to the extent feasible and practical, such as the use of smaller or less vibration-intensive equipment. For example, the vibration level from a large bulldozer at 10 feet would be approximately 0.352 PPV in/sec, whereas the vibration level from a large bulldozer at the same distance would be approximately 0.012 PPV in/sec. The vibration level from a small bulldozer at 10 feet would be below all daytime vibration thresholds from ConnectMenlo Mitigation Measure Noise-2a. The feasibility

of reduction measures shall be subject to review and determination by the Community Development Department.

In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for vibration-related complaints during Project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.

Project Mitigation Measure NOI-2.3: During the nighttime hours of 10:00 p.m. to 7:00 a.m., pile driving activity shall take place no closer than 540 feet from residential land uses to the extent feasible and practical. When pile installation work must take place closer than this distance to residences, alternative pile installation methods that do not require impact or vibratory pile driving shall be employed to the extent feasible and practical. Examples of alternative pile installation methods include auger cast pressure grouted displacement (APGD) piles, stone columns, cast-in-drilled hole (CIDH) piles, or press-in piles. The feasibility of these alternative measures shall be subject to review and determination of the Community Development Department.

In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for vibration-related complaints during Project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.

Finding: Implementation of ConnectMenlo Mitigation Measure NOISE-2a and Project Mitigation Measures NOI-2.1, NOI-2.2, and NOI-2.3, which are hereby adopted and incorporated into the Proposed Project, would reduce vibration-related damaged impacts from Project construction to nearby residential, school, and commercial/industrial buildings and vibration-related annoyance during nighttime to less than significant, but would not reduce daytime vibration-related annoyance impacts to a less than significant level. Specific considerations make further mitigation measures or alternatives for daytime vibration-related annoyance impacts infeasible; therefore, the impact would be significant and unavoidable.

Facts in Support of Finding: Construction vibration impacts were analyzed in the ConnectMenlo EIR and determined to be potentially significant. With implementation of ConnectMenlo Mitigation Measure NOISE-2a, this impact was determined to be reduced to a less-than-significant level. Both daytime and nighttime onsite and offsite construction activities

would result in less than significant vibration-related damage impacts because vibration would be less than the damage threshold. Offsite vibration levels from the Proposed Project may exceed applicable vibration-related annoyance thresholds at nearby sensitive uses during daytime and nighttime construction. The impacts would be significant, even after implementation of feasible mitigation. Implementation of Project Mitigation Measure NOI-2.1, for instance, would reduce daytime vibration-related annoyance effects from pile driving to nearby sensitive uses. However, because pile installation can be vibration-intensive, it is not known if at all times and in all locations vibration levels would be reduced to below the applicable annoyance criteria. In addition, Project Mitigation Measure NOI-2.2 would reduce vibration levels from non-pile driving activity. However, it might not be possible to ensure that vibration levels at all times and in all locations would be reduced to below the applicable annoyance thresholds. Likewise, vibration from construction of offsite improvements would exceed annoyance thresholds. Project Mitigation Measure NOI-2.3 would implement vibration control measures for annoyance from nighttime pile driving, would limit nighttime pile driving, and would ensure that nighttime pile driving would take place at least 540 feet from the nearest residential land uses, as feasible. If pile installation must take place closer than this distance from occupied residences, alternative pile installation methods would be used to reduce vibration levels to below the applicable significance thresholds. However, it may not be possible to ensure that vibration levels at all times and in all locations would be reduced to below the applicable annoyance thresholds if pile driving work must occur closer than 540 feet from residences, making the impact significant and unavoidable. The ConnectMenlo EIR determined that future projects in Menlo Park could expose people to or generate excessive ground-borne vibration or ground-borne noise levels, but that with implementation of mitigation measures, impacts would be less than significant. Thus, the Proposed Project would cause a new or substantially more severe significant construction vibration impact than that analyzed in the ConnectMenlo EIR.

F. Impact C-NOI-1: Cumulative development would result in a significant and unavoidable cumulative noise impact; thus, the Proposed Project would be a cumulatively considerable contributor to a significant cumulative noise impact.

ConnectMenlo Mitigation Measure NOISE-1c: Implement ConnectMenlo Mitigation Measure NOISE-1c, above.

Project Mitigation Measure NOI-1.1: Implement Project Mitigation Measure NOI-1.1, above.

Project Mitigation Measure NOI-1.2: Implement Project Mitigation Measure NOI-1.2, above.

Project Mitigation Measure NOI-1.3: Implement Project Mitigation Measure NOI-1.3, below.

Finding: Implementation of ConnectMenlo Mitigation Measure NOISE-1c and Project Mitigation Measures NOI-1.1, NOI-1.2, and NOI-1.3, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts but not to a less than significant level. Specific considerations make further mitigation measures or alternatives infeasible; therefore, the impact would be significant and unavoidable.

Facts in Support of Finding: Because there might be future or approved projects located in close proximity to the Project Site that could undergo construction at the same time, cumulative

construction noise impacts would be significant. Although mitigation is applied to the Project to reduce construction noise impacts (see ConnectMenlo Mitigation Measure Noise-1c, and Project Mitigation Measures NOI-1.1 and NOI-1.2), including implementation of best practices and construction of temporary construction noise barriers, construction noise impacts for the Proposed Project were determined to be significant and unavoidable. Therefore, consistent with the conclusion in the ConnectMenlo EIR, the Proposed Project in combination with other past, present, and reasonably foreseeable future projects would result in a significant cumulative impact with respect to construction noise. Unlike the conclusion in the ConnectMenlo EIR, however, the Proposed Project's contribution to the cumulative impact would be cumulatively considerable, and cumulative noise impacts would be significant and unavoidable with mitigation. The Proposed Project's contribution to significant cumulative operational traffic noise impacts would be less than cumulatively considerable on all roadway segments. With the implementation of mitigation, the Proposed Project's contribution to significant cumulative operational equipment noise impacts would be less than cumulatively considerable. Specifically, with implementation of Project Mitigation Measure NOI-1.3: Mechanical Equipment Noise Reduction Plan, Project-related impacts would be reduced to less-than-significant levels; similar mitigation would be required for other projects in the project vicinity in order to ensure equipment noise complies with the applicable local noise standards. Cumulative noise impacts related to emergency generator testing would be less than significant. Cumulative vibration impacts would be less than significant.

VIII. FINDINGS FOR SIGNIFICANT IMPACTS REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL BY MITIGATION MEASURES

The Project EIR identifies the following significant impacts associated with the Proposed Project and mitigation measures for those impacts. It is hereby determined that the impacts addressed by the following described mitigation measures will be mitigated to a less than significant level or avoided by adopting and incorporating these mitigation measures as conditions into the Project. The findings in this section are based on the Project EIR, the discussion and analysis of which is hereby incorporated in full by this reference.

A. Impact C-LU-1: Cumulative development would not result in a significant cumulative impact to land use, and the Proposed Project would not be a cumulatively considerable contributor to such cumulative impact.

ConnectMenlo Mitigation Measure LU-2: Prior to project approval, as part of the project application process, future development in Menlo Park is required to demonstrate consistency with the applicable goals, policies, and programs in the General Plan and the supporting Zoning standards to the satisfaction of the City of Menlo Park's Community Development Department. A future project is consistent with the General Plan and Zoning standards if, considering all its aspects, it will further the goals, policies and programs of the General Plan and supporting Zoning standards and not obstruct their attainment.

Finding: ConnectMenlo Mitigation Measure LU-2 has been implemented through the Project EIR, which analyzes the Proposed Project's consistency with General Plan goals and policies. Because the Proposed Project is consistent with General Plan goals and policies, the Proposed Project would not result in a substantial change in the ConnectMenlo project and would not

cause a new or substantially more severe significant land use impact than that analyzed in the ConnectMenlo EIR. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR determined that implementation of ConnectMenlo would not divide an established community or conflict with established plans, policies, and regulations and that implementation of ConnectMenlo Mitigation Measure LU-2 (requiring projects to demonstrate consistency with the City General Plan and zoning standards prior to approval) would ensure that future projects in Menlo Park would be consistent with City General Plan policies. The ConnectMenlo EIR also determined that ConnectMenlo would be consistent with existing and proposed changes in other local and regional plans and that development in surrounding cities and the San Mateo County region is taking place in already-urbanized areas and therefore would not require significant land use changes that would create land use conflicts, nor would development contemplated by ConnectMenlo divide communities. Therefore, cumulative impacts related to land use changes would be less than significant with mitigation. As required by ConnectMenlo Mitigation Measure LU-2, the Project EIR analyzed the Proposed Project's consistency with ConnectMenlo's goals and policies. The analysis in the Project EIR, including in Table 3.1-4, shows that the Proposed Project will be consistent with ConnectMenlo's goals and policies. Accordingly, the Proposed Project would not result in a substantial change in the ConnectMenlo project and would not cause a new or substantially more severe significant land use impact than that analyzed in the ConnectMenlo EIR. Consistent with the conclusions in the ConnectMenlo EIR, the Proposed Project in combination with other cumulative development in Menlo Park that also must implement ConnectMenlo Mitigation Measure LU-2, as well as other foreseeable cumulative development in the area, would result in a less-than-significant cumulative impact with respect to land use. No additional mitigation measures are required.

B. Impact TRA-2: The Proposed Project would exceed the applicable VMT threshold of significance for the residential land use and could result in a significant impact.

Project Mitigation Measure TRA-2: The residential land use of the Project Site will be required to implement a TDM Plan achieving a 36% reduction from gross ITE trip generation rates (for the Proposed Project, this reduction equals 6,023 daily trips). Should a different number of residential units be built, the total daily trips will be adjusted accordingly. The required residential TDM Plan will include annual monitoring and reporting requirements on the effectiveness of the TDM program. The Project applicant will be required to work with City staff to identify the details of the TDM Plan. If the annual monitoring finds that the TDM reduction is not met (i.e., the Proposed Project exceeds 6,023 daily trips from the residential land use), the TDM coordinator will be required to work with City staff to detail next steps to achieve the TDM reduction.

Finding: Implementation of Project Mitigation Measure TRA-2, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: While the ConnectMenlo EIR included an evaluation of VMT impacts for information purposes, the VMT standards applied in the ConnectMenlo EIR differ

from those adopted by the City under the updated TIA Guidelines. The ConnectMenlo EIR found that implementation of ConnectMenlo would not exceed the VMT threshold of significance used in that EIR and would result in less-than-significant impacts with respect to VMT. The Proposed Project would exceed the applicable VMT threshold of significance for the residential land use. Residential land use VMT is estimated to be 13.3 daily miles per capita, which would exceed the VMT threshold and result in a VMT impact. The Proposed Project's residential land use would require a 36% reduction in VMT from gross Institute of Transportation Engineers (ITE) rates to mitigate the significant VMT impact. Therefore, mitigation of the VMT impact would require implementing a TDM Plan for the residential component that achieves at least a 36% reduction from gross ITE rates (for the Proposed Project, this reduction equals 6,023 daily trips). According to the Proposed Project's proposed TDM Plan, the proposed TDM measures for the residential component could achieve the required reduction. The City incorporates monitoring requirements for TDM plans into project conditions and would monitor annually the effectiveness of the TDM plan to ensure that total daily trips are reduced by 6,023. Therefore, Project Mitigation Measure TRA-2 is feasible and would fully mitigate this impact.

C. Impact TRA-3: The Proposed Project includes a design feature that could increase hazards and could result in a significant impact.

Project Mitigation Measure TRA-3: Revise the North Garage access design to provide adequate sight distance for the eastern driveway or incorporate other design solutions to reduce hazards to the satisfaction of the Public Works Director. Potential solutions that would reduce hazards to a less than significant level include restricting the eastern driveway to inbound vehicles only or prohibiting exiting left turns, modifying landscaping or relocating the driveway to the west to allow for adequate sight distance for exiting vehicles, or installing an all-way stop or signal.

Finding: Implementation of Project Mitigation Measure TRA-3, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR found that future developments and roadway improvements would be designed according to City standards and subject to existing regulations that are aimed at reducing hazardous conditions with respect to circulation. Additionally, future development would be concentrated on sites that are already developed where impacts related to incompatible traffic related land uses would not likely occur. Therefore, the adoption of ConnectMenlo would result in less-than-significant impacts for hazards due to design features or incompatible uses. The Proposed Project includes a design feature that could increase hazards. While the driveway designs generally comply with applicable standards and would not present hazards, the Proposed Project's proposed eastern driveway at the "North Garage" would be directly adjacent to a sharp roadway curve. The roadway curve would restrict sight distance to approximately 50 feet, which would provide inadequate sight distance for vehicles exiting the garage. Project Mitigation Measure TRA-3, which requires revisions to the North Garage access design to provide adequate sight distance for the eastern driveway or other design solutions to reduce hazards, would mitigate this impact to a less-than-significant level.

D. Impact C-TRA-2: The Proposed Project would exceed the applicable VMT threshold of significance for the residential land use and could result in a significant impact.

Project Mitigation Measure TRA-2: Implement Project Mitigation Measure TRA-2, above.

Finding: Implementation of Project Mitigation Measure TRA-2, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR found that cumulative impacts to the transportation network would be the same as identified for each respective environmental topic area. The Proposed Project would be consistent with the development assumptions included in ConnectMenlo. Implementation of the land use and transportation changes described in ConnectMenlo would create a built environment that supports a live/work/play environment with increased density and diversity of uses and a street network that supports safe and sustainable travel and is expected to reduce VMT per capita and VMT per employee within the study area where the Project Site is located. Consistent with the findings of the ConnectMenlo Final EIR, the Proposed Project, in combination with cumulative projects, would have a less-than-significant cumulative impact with implementation of Project Mitigation Measure TRA-2 with respect to VMT.

E. Impact C-TRA-3: The Proposed Project includes a design feature that could increase hazards and could result in a significant impact.

Project Mitigation Measure TRA-3: Implement Project Mitigation Measure TRA-3, above.

Finding: Implementation of Project Mitigation Measure TRA-3, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR found that cumulative impacts to the transportation network would be the same as identified for each respective environmental topic area. Cumulative land use development and transportation projects would promote accessibility for people walking to and through the site by conforming to General Plan policies and zoning regulations, and by adhering to planning principles that emphasize providing convenient connections and safe routes for people walking, bicycling, driving, and taking transit. Additionally, as with current practice, projects would be designed and reviewed in accordance with the City's Public Works Department Transportation Program and the department would provide oversight engineering review to ensure that the project is constructed according to City specifications. With implementation of Project Mitigation Measure TRA-3, this Proposed Project, in combination with cumulative projects, consistent with the findings of the ConnectMenlo Final EIR, would have a less than significant cumulative impact with respect to hazards or incompatible uses.

F. Impact AQ-3: The Proposed Project would expose sensitive receptors to substantial pollutant concentrations.

Project Mitigation Measure AQ-1.1: Implement Project Mitigation Measure AQ-1.1, above.

ConnectMenlo Mitigation Measure AQ-2b1: Implement ConnectMenlo Mitigation Measure AQ-2b1, above.

ConnectMenlo Mitigation Measure AQ-2b2: Implement ConnectMenlo Mitigation Measure AQ-2b2, above.

Finding: Implementation of Project Mitigation Measure AQ-1.1 as well as ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to the exposure of sensitive receptors to pollutant concentrations were analyzed in the ConnectMenlo EIR as Impact AQ-3. It was determined that the increase in traffic associated with buildout would not result in, or contribute to, localized concentrations of CO that would exceed applicable federal and state ambient air quality standards. The ConnectMenlo EIR found that new land uses in the City that involve trucks and truck idling and the use of off-road equipment at warehousing operations could generate substantial DPM emissions. The ConnectMenlo Final EIR identified ConnectMenlo Mitigation Measure AQ-3b to ensure that air pollution levels at sensitive receptors meet the incremental risk thresholds established by BAAQMD. With implementation of ConnectMenlo Mitigation Measure AQ-3b, the ConnectMenlo Final EIR concluded that impacts would be less than significant. The Proposed Project's unmitigated health risk results would not exceed BAAQMD's recommended health risk thresholds for the non-cancer hazard index; however, the Proposed Project would exceed BAAQMD's cancer risk and annual $PM_{2.5}$ concentration thresholds. Project Mitigation Measure AQ-1.1 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2 would be implemented to mitigate cancer risk and $PM_{2.5}$ concentration exceedances. The Proposed Project triggered the requirement for ConnectMenlo Mitigation Measure AQ-3b and complied with the measure by submitting a health risk assessment (HRA) to the City's Planning Division prepared in accordance with the policies and procedures of the State Office of Environmental health hazard Assessment and the Bay Area Air Quality Management District. ConnectMenlo Mitigation Measure AQ-3b also requires a project to identify and demonstrate that mitigation measures are capable of reducing health risks to below the BAAQMD thresholds and incorporate those measures into the project. Based on the HRA and EIR analysis, ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2, together with Mitigation Measure AQ-1.1 would reduce health risks to below BAAQMD's thresholds and the Mitigation Monitoring and Reporting Program requires the applicant to implement these mitigation measures. ConnectMenlo Mitigation Measure AQ-3a would not apply to the Proposed Project. With implementation of Project Mitigation Measure AQ-1.1 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2 from the ConnectMenlo EIR, the incremental increase in health risks from all sensitive receptor types would be less than all BAAQMD-recommended health risk thresholds. Therefore, mitigated construction and operational emissions would not expose sensitive receptors to substantial pollutant concentrations and associated health risks. Impacts would be less than significant with mitigation.

G. Impact AQ-4: The Proposed Project would result in other emissions (such as those leading to odors) that would adversely affect a substantial number of people.

Project Mitigation Measure AQ-4.1: The Project Sponsor and West Bay Sanitary District shall install a molecular neutralizer at the proposed sanitary sewer pump station to convert hydrogen sulfide gas into a biodegradable effluent during sewer pump operations. The molecular neutralizer shall be installed prior to the commencement of sewer pump operations.

Finding: Implementation of Project Mitigation Measure AQ-4.1, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Odors from the Proposed Project's sewer pump station could adversely affect a substantial number of people, which could be considered a significant impact. BAAQMD Regulation 7 contains requirements on the discharge of odorous substances after the Air Pollution Control Officer receives odor complaints from ten or more complainants within a 90-day period, alleging that a person has caused odors perceived at or beyond the property line of such person and deemed to be objectionable by the complainants in the normal course of their work, travel or residence [BAAQMD 7-102]. The operations within the Proposed Project would be subject to this regulation and would comply with the requirements if the regulation becomes applicable via BAAQMD 7-102, which is not expected. Therefore, the Proposed Project would be in compliance with BAAQMD Regulation 7. The Proposed Project also would implement Project Mitigation Measure AQ-4.1, which requires the sewer pump station to be equipped with a molecular neutralizer, which would convert hydrogen sulfide gas into a biodegradable effluent during sewer pump operations. With implementation of this Project Mitigation Measure and compliance with BAAQMD Regulation 7, this impact would be less than significant with mitigation.

H. Impact GHG-1b: Operation of the Proposed Project could generate GHG emissions that may have a significant impact on the environment.

Project Mitigation Measure TRA-2: Implement Project Mitigation Measure TRA-2, above.

Finding: Implementation of Project Mitigation Measure TRA-2, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR included an emissions inventory for ConnectMenlo scenarios in 2020 and 2040. The EIR found that policies identified in the City General Plan, as well as the TDM program, other green building sustainability measures in the City Zoning Ordinance, and ConnectMenlo Mitigation Measure GHG-1 (which required the City to update the Climate Action Plan) would reduce GHG emissions to the extent feasible. However, additional state and federal actions would be necessary to ensure that regulated state and federal sources (i.e., sources outside the City's jurisdiction) would achieve the deep reductions needed to mee a 2050 target. Therefore, the ConnectMenlo Final EIR considered GHG emissions to be significant and unavoidable. The Proposed Project would develop and implement TDM programs with trip reduction measures to reduce vehicle traffic in and around the Project Site. Because the Proposed Project would implement TDM measures and Project

Mitigation Measure TRA-2 (which would ensure that operation of the Proposed Project would achieve the City's VMT thresholds) to meet the City's trip and VMT reduction targets, implementation of the Proposed Project would not contribute a significant amount of operational mobile-source GHG emissions to existing significant cumulative emissions. Accordingly, the Project's contribution to this significant cumulative impact would be less than cumulatively considerable with mitigation. In addition, because the Proposed Project would not result in an increase in operational non-mobile-source GHG emissions, the Proposed Project's operational GHG emissions would not constitute a cumulatively considerable contribution to significant cumulative climate change impacts. Therefore, the Project's contribution to this significant cumulative impact would be less than cumulatively considerable with mitigation.

I. Impact GHG-2: The Proposed Project would conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing emissions or GHGs.

Project Mitigation Measure TRA-2: Implement Project Mitigation Measure TRA-2, above.

Finding: Implementation of Project Mitigation Measure TRA-2, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to consistency with GHG plans, policies, or regulations were analyzed in the ConnectMenlo EIR as Impact GHG-2, which found that it could not be demonstrated that the City would achieve sufficient GHG emissions reductions. Therefore, the ConnectMenlo Final EIR determined that the level of GHG emissions associated with implementation of ConnectMenlo would be significant and unavoidable. The Proposed Project would achieve net-zero non-mobile-source operational emissions without mitigation. Implementation of Project Mitigation Measure TRA-2 would ensure that operation of the Proposed Project would achieve the City's VMT thresholds, thereby reducing associated operational mobile-source GHG emissions. Construction and operation of the buildings associated with the Proposed Project would be consistent with all applicable plans, policies, and regulations adopted for the purpose of reducing GHG emissions. The buildings would meet a net-zero operational GHG threshold. Implementation of Project Mitigation Measure TRA-2 would ensure that operation of the Proposed Project would result in a level of VMT that would meet the City's VMT thresholds. For these reasons, implementation of Project Mitigation Measure TRA-2 would result in the Proposed Project being consistent with all applicable plans, policies, and regulations adopted for the purpose of reducing GHG emissions, thereby reducing the Project's contribution to this significant cumulative impact to less than cumulatively considerable with mitigation.

J. Impact NOI-1b: Operation of the Proposed Project would generate a substantial temporary or permanent increase in ambient noise levels in the vicinity of the Project in excess of standards established in a local general plan or noise ordinance or applicable standards of other agencies.

ConnectMenlo Mitigation Measure NOISE-1b: Stationary noise sources and landscaping and maintenance activities citywide shall comply with Chapter 8.06, Noise, of the Menlo Park Municipal Code.

Project Mitigation Measure NOI-1.3: To reduce potential noise impacts resulting from Project mechanical equipment, including heating, cooling, and ventilation equipment, the Project applicant shall conduct a noise analysis to estimate noise levels of Project-specific mechanical equipment based on the final selected equipment models and design features. In addition to the analysis, a Mechanical Equipment Noise Reduction Plan shall be created to ensure noise levels of equipment, once installed, are below the applicable criteria described below. The Noise Reduction Plan shall include any necessary noise reduction measures required to reduce Project-specific mechanical equipment noise to a less-than-significant levels. The plan shall also demonstrate that with the inclusion of selected measures, noise from equipment would be below the significance thresholds. Feasible noise reduction measures to reduce noise below the significance thresholds include, but are not limited to, selecting quieter equipment, utilizing silencers and acoustical equipment at vent openings, siting equipment farther from the roofline, and/or enclosing all equipment in a mechanical equipment room designed to reduce noise. This analysis shall be conducted and the results and final Noise Reduction Plan shall be provided to the City prior to the issuance of building permits for each building.

The noise analysis and Noise Reduction Plan shall be prepared by persons qualified in acoustical analysis and/or engineering. The Noise Reduction Plan shall demonstrate with reasonable certainty that noise from mechanical equipment selected for the Project, including the attenuation features incorporated into the Project design, will not exceed the City of Menlo Park's property plane threshold of 60 dBA during daytime hours or 50 dBA during nighttime hours at nearby noise-sensitive land uses, as well as the 50 dBA at 50 feet threshold that applies to rooftop equipment in the City.

The Project applicant shall incorporate all feasible methods to reduce noise identified above and other feasible recommendations from the acoustical analysis and Noise Reduction Plan into the building design and operations as necessary to ensure that noise sources meet applicable requirements of the respective noise ordinances at receiving properties.

Project Mitigation Measure NOI-1.4: Prior to approval of a building permit for each building, the Project applicant shall conduct a noise analysis to estimate noise levels from the testing of Project specific emergency generators, based on the actual generator makes and models Proposed and the actual selected attenuation features. Based on the results of the analysis, a Noise Reduction Plan shall be created to ensure noise levels of generator testing are below the applicable Code requirements. The results, methods, and final Noise Reduction Plan shall be provided to the City prior to the issuance of building permits. The analysis shall account for proposed noise attenuation features, such as specific acoustical enclosures and mufflers or silences, and the final Noise Reduction Plan shall demonstrate with reasonable certainty that proposed generator(s) will not exceed the City of Menlo Park noise thresholds of 60 dBA at the nearest noise-sensitive use during daytime hours, and/or 85 dBA at 50 feet for powered equipment, whichever is lower. Acoustical treatments may include, but are not limited to:

- Enclosing generator(s);
- Installing relatively quiet model generator(s);

- Orienting or shielding generator(s) to protect noise-sensitive receptors to the greatest extent feasible;
- Installing exhaust mufflers or silencers;
- Increasing the distance between generator(s) and noise-sensitive receptors; and/or
- Placing barriers around generator(s) to facilitate the attenuation of noise.

In addition, all Project generator(s) shall be tested only between the hours of 7:00 a.m. and 10:00 p.m. Because no nighttime testing of generators will be allowed, compliance with the 50-dB nighttime noise threshold in the City need not be demonstrated.

The Project applicant shall incorporate sufficient recommendations from the acoustical analysis into the building design and operations to ensure that noise sources meet applicable requirements of the noise ordinance.

Finding: Implementation of ConnectMenlo Mitigation Measure NOISE-1b and Project Mitigation Measures NOI-1.3 and NOI-1.4, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less than significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Construction and operational noise effects were analyzed in the ConnectMenlo EIR as Impact NOISE-1. Impacts were determined to be less than significant with application of mitigation measures as well as compliance with City General Plan goals and policies. Mechanical equipment noise from the Proposed Project's South Garage central energy plant, the North Garage central energy plant, and the Proposed Project's mixed-use parcels may exceed the daytime and nighttime thresholds outlined in the City Municipal Code, as well as the rooftop equipment noise threshold. Impacts from mechanical equipment noise at these locations would be considered significant. Mitigation Measure NOISE-1b from the ConnectMenlo EIR in combination with Project Mitigation Measure NOI-1.3, which requires acoustical analysis and preparation of a Mechanical Equipment Noise Reduction Plan, would reduce noise from Project mechanical equipment to comply with the noise limits outlined in Chapter 8.06 of the Menlo Park Municipal Code. Therefore, impacts from mechanical equipment noise would be less than significant with mitigation. In addition, generator noise from multiple Project generators would have the potential to exceed the allowable limits in the City. Because all final generator makes and models, as well as generator noise attenuation features and actual locations, have not been finalized, actual noise levels also could be louder, or quieter, than the estimated levels at the nearest sensitive land uses. Because generator noise during testing likely would be in excess of the applicable City noise limits, noise impacts from emergency generator testing would be considered significant. ConnectMenlo Mitigation Measure NOISE-1b in combination with Project Mitigation Measure NOI-1.4, which requires preparation of an Emergency Generator Noise Reduction Plan that includes effective attenuation features, would ensure noise from emergency generators during testing would comply with the noise limits outlined in Chapter 8.06 of the Menlo Park Municipal Code. Therefore, noise impacts from Project emergency generator testing would be less-than-significant with mitigation.

K. Impact CR-1: The Proposed Project would cause a substantial adverse change in the significance of a historical resource, pursuant to Section 15064.5.

Project Mitigation Measure CR-1.1: The Project Sponsor shall remove the Dumbarton Cutoff Line tracks, store them during construction of the Proposed Project, and reinstall them in their historic location without irreparable damage to their character-defining historic fabric. The Project Sponsor will prepare a preservation plan that specifies the practices to be employed to preserve the historical integrity of the tracks during their removal, storage, and reinstallation. These methods may include the following: using straps to lift rails rather than chains or other "metal on metal" methods, marking or numbering the track components so they can be replaced in their original sequence, and ensuring secure storage onsite or in a lay-down area. Following tunnel construction, the rail segments will be returned to their preconstruction location in Willow Road on new ballast and ties or other appropriate material for the rail crossing. The preservation plan shall be reviewed and approved by the City and the San Mateo County Transit District (Samtrans) prior to the issuance of demolition permits related to construction activities within Willow Road, and the Project Sponsor will incorporate the recommended protective measures into construction specifications.

Finding: Implementation of Project Mitigation Measure CR-1.1, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to historical resources were analyzed in the ConnectMenlo EIR as Impact CULT-1. The ConnectMenlo EIR did not identify any historical resources within the vicinity of the Project Site. However, as a result of the Proposed Project's temporary removal of a segment of track from the Dumbarton Cutoff Line (which currently crosses Willow Road) in connection with the construction of the Willow Road Tunnel, the now identified historical resource could lose a portion of the historic material that expresses the significant historic character of the Dumbarton Cutoff Linear Historic District if the material is damaged or not properly returned to its original location. This activity could discernibly alter the resource's historical integrity and the public's ability to understand its historic character, as observed from Willow Road. Therefore, the Proposed Project could constitute material impairment of the significance of the Dumbarton Cutoff Line. Implementation of Project Mitigation Measure CR-1.1 would require the Project Sponsor to remove the tracks belonging to the Dumbarton Cutoff Line in a sensitive manner, store them during construction, and reinstall them in their historic location following completion of Project construction. This measure would ensure that the resource's overall physical characteristics and extant alignment would remain intact; following the Proposed Project, the Dumbarton Cutoff Line and the historic district to which it contributes would retain all aspects of historical integrity as well as the physical characteristics that support inclusion in the National Register and California Register. With implementation of Project Mitigation Measure CR-1.1, the Dumbarton Cutoff Line and the Dumbarton Cutoff Linear Historic District would still convey their historical significance and continue to qualify as historical resources for purposes of CEQA. Impacts therefore would be less than significant with mitigation

L. Impact CR-2: The Proposed Project would cause a substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5.

Modified ConnectMenlo Mitigation Measure CULT-2a:

- If a potentially significant subsurface cultural resource is encountered during ground-disturbing activities on any parcel in the city, all construction activities within a 100-foot radius of the find shall cease until a qualified archeologist determines whether the resource requires further study. In addition, if a potentially significant subsurface cultural resource is encountered during ground-disturbing activities within the California Department of Transportation (Caltrans) right-of-way, the Caltrans District 4 Office of Cultural shall be immediately contacted at (510) 847-1977. All developers in the Study Area shall include a standard inadvertent discovery clause in every construction contract to inform contractors of these requirements. Any previously undiscovered resources found during construction activities shall be recorded on appropriate DPR forms and evaluated for significance in terms of CEQA criteria by a qualified archeologist in accordance with Project Mitigation Measure TCR-1.2.

Project Mitigation Measure TCR-1.1: Implement Project Mitigation Measure TCR-1.1, below.

Project Mitigation Measure TCR-1.2: Implement Project Mitigation Measure TCR-1.2, below.

Finding: Implementation of Project Mitigation Measures TCR-1.1 and TCR-1.2 as well as Modified ConnectMenlo Mitigation Measure CULT-2a, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less than significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to archeological resources were analyzed in the ConnectMenlo EIR as Impact CULT-2. It was determined that impacts would be less than significant with implementation of ConnectMenlo Mitigation Measures CULT-2a and CULT-2b. Project-related ground disturbance would have the potential to disturb both known and as-yet undocumented archaeological deposits associated with CA-SMA-160/H and other archeological resources. Compliance with federal, state, and local laws and regulations, including applicable ConnectMenlo EIR mitigation measures, City General Plan goals and policies, and Project-specific mitigation measures, would protect significant archaeological resources within the Project Site by providing archaeological resources sensitivity training to workers; ensuring preservation in place or, if infeasible, archaeological data recovery when significant archaeological resources are encountered and cannot be avoided; and allowing early detection of potential conflicts between development and resources. The Proposed Project has implemented ConnectMenlo Mitigation Measure CULT-1 by completing the site-specific historical and archeological resource studies referenced in the Draft Project EIR. The Proposed Project would implement ConnectMenlo Mitigation Measure CULT-2a, as modified to avoid redundancy with Project-specific mitigation, if a potentially significant subsurface cultural resource is encountered during ground-disturbing activities. In addition, the Project Sponsor would implement Project Mitigation Measures TCR-1.1 and TCR-1.2, which would reduce impacts on CA-SMA-160/H and unknown archeological resources to a less than significant level. These measures would be implemented on the main Project Site. ConnectMenlo Mitigation Measure CULT-2a (as

modified) and Project Mitigation Measure TCR-1.2 apply to Hamilton Avenue Parcels North and South and the Willow Road Tunnel site, areas where Project-related ground disturbance would have the potential to affect elements of CA-SMA-160/H and unknown archaeological resources. Impacts on archaeological resources would be less than significant with mitigation.

M. Impact CR-3: The Proposed Project could disturb human remains, including those interred outside of dedicated cemeteries.

Project Mitigation Measure TCR-1.1: Implement Project Mitigation Measure TCR-1.1, below.

Project Mitigation Measure TCR-1.2: Implement Project Mitigation Measure TCR-1.2, below.

Project Mitigation Measure TCR-2.1: Implement Project Mitigation Measure TCR-2.1, below.

ConnectMenlo Mitigation Measure CULT-4: Implement ConnectMenlo Mitigation Measure CULT-4, below. **Finding**: Implementation of Project Mitigation Measures TCR-1.1, TCR-1.2, and TCR-2.1 as well as Modified ConnectMenlo Mitigation Measure CULT-4, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less than significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to human remains were analyzed in the ConnectMenlo EIR as Impact CULT-4, which found that impacts would be less than significant with implementation of ConnectMenlo Mitigation Measure CULT-4. Here, Native American human remains could be exposed and disturbed during ground-disturbing activities at the Project Site. An archaeological and tribal cultural resource was identified within the main Project Site. This resource has the potential to contain human remains interred outside of dedicated cemeteries. Excavation activities associated with the Proposed Project would not affect any known reburial locations; however, previously undocumented Native American burials could be affected by ground-disturbing construction due to their location within areas proposed for subsurface improvements. This impact could be potentially significant. The Proposed Project would implement ConnectMenlo Mitigation Measure CULT-4, as modified, based on the Project's cultural resources assessment report, if human remains are encountered at the Project Site during ground-disturbing activities. The Project Sponsor also would implement Project Mitigation Measures TCR 1.1 and TCR 1.2 within the main Project Site, given the presence of CA-SMA-160/H. Project Mitigation Measures TCR 1.1 and TCR 1.2 include measures to avoid or minimize ground-disturbing excavation near CA-SMA-160/H, to the extent feasible, and preparation of a monitoring and treatment plan that details the appropriate procedure if remains are encountered. Project Mitigation Measure TCR-2.1 requires avoidance and preservation in place of existing known reburials. With implementation of mitigation, the Proposed Project's impact on human remains would be less than significant.

N. Impact BIO-2: The Proposed Project would result in substantial predation among special-status bird and mammal species that breed in the nearby brackish marshes and may forage, in the case of special-status birds, in the Project area.

Project Mitigation Measure BIO-2.1: The Project Sponsor shall implement a feral cat management program, similar to the program developed in conjunction with the Peninsula Humane Society and the Society for the Prevention of Cruelty to Animals for the East Campus in

2013. Prior to the program being implemented, the program developer shall coordinate with local human societies and animal service centers to identify facilities able to take cats. The program coordinator shall coordinate with facilities receiving cats to ensure that efforts are made to attempt to reunite any inadvertently trapped pet with its owners.

For one week every 3 months (i.e., each quarter), three live trap cages, designed to trap domestic cats, shall be placed around the perimeter of the main Project Site in locations where feral cats are likely to prey upon native wildlife species. The traps shall be deployed and maintained by a qualified trapping professional (such as an animal management company or other trained and experienced animal or wildlife professional). The duration of traps shall be coordinated with the specified intake facility so that the facility is prepared and open to receive trapped cats.

Each trap cage shall be closely monitored and maintained on a daily basis during the week when traps have been set to determine whether a feral cat has been caught and whether the trap has inadvertently captured a non-target species (e.g., pet cat or wildlife). Traps shall not be deployed during extreme weather (e.g., heat, cold, rain). Traps shall contain water and be at least partially covered where feasible to attempt to reduce stress of trapped animals.

If a cat is caught, the qualified professional shall transport the trapped cat as soon as practicable to the local humane society or animal service center that accepts trapped cats. If an animal other than a feral cat is caught in one of the traps, such as a suspected pet cat (e.g., cat with a collar) or wildlife, it shall be released immediately at the trap location.

Because there are residences within and adjacent to the Project Site and the area where the Feral Cat Management Program will take place, efforts will be taken to ensure that residences are aware of the program to avoid inadvertent trapping and removal of pet cats. Visible signage shall be installed a week in advance of trapping and shall remain installed for the duration of trapping. The signs will have contact information should residents have questions or concerns.

Finding: Implementation of Project Mitigation Measure BIO-2.1, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to special-status species or the inadvertent loss of bird nests in active use were analyzed in the ConnectMenlo EIR as Impact BIO-1 and found to be less-than-significant with mitigation. The impact could be potentially significant because special-status species have the potential for occurrence in the remaining undeveloped lands in the Bayfront Area and, much more infrequently, in the semi-natural portions of the City where construction with future development allowed under the General Plan could occur.

Feral cat populations have been observed at the main Project Site, which increases predation of local animal populations, including special-status species. Implementation of the Proposed Project has the potential to result in an increase in the feral cat population. The influx of residents and their pets, or the establishment of new feral cat feeding stations by residents and workers, would also increase the feral cat population on the main Project Site. In addition, Willow Road Tunnel would provide direct access to the West Campus and a connection to the undercrossing below Bayfront Expressway that links the Bay Trail and the Meta Campuses, both East and

West. Willow Road Tunnel could increase feral cat movement in the Project area; it could also increase access to the Baylands north of the Project Site where special-status species are known to be present. Offsite improvements at the PG&E Ravenswood substation, other utility improvements, and intersection roadway improvements would not facilitate increased predation of special-status species. Feral cats could access the main Project Site via the new Elevated Park or Willow Road Tunnel, allowing them to cross Willow Road and the Dumbarton Rail Corridor. Migration is most conceivable at night when traffic is reduced and mammalian predators are less likely to be injured or killed by cars; however, predators can already cross this area at street level. Therefore, indirect impacts on special-status species would be potentially significant. Implementation of Project Mitigation Measure BIO-2.1, which would require implementation of a feral cat management program, would reduce impacts to less than significant with mitigation.

O. Impact BIO-3: Project demolition and construction would affect riparian and other sensitive natural communities.

Project Mitigation Measure BIO-3.1: To the extent feasible, construction activities should avoid or minimize the removal of wetland vegetation or the placement of fill in the wetlands immediately north and northeast of the Project Site. If all direct impacts on wetlands (i.e., vegetation removal, loss, and fill) are avoided, Mitigation Measures BIO-3.2 and BIO-3.3 would not need to be implemented. However, if any wetland vegetation needs to be removed from the wetlands, or any fill needs to be placed in the wetlands, or post-construction conditions result in vegetation loss, Mitigation Measure BIO-3.2 (and Mitigation Measure BIO-3.3 if permanent impacts would occur) shall be implemented.

Project Mitigation Measure BIO-3.2: If impacts on the wetlands immediately north of the Project Site are temporary, resulting in vegetation removal or temporary fill within the wetland but no permanent fill, then the wetland area shall be restored by the Project Sponsor following construction. The herbaceous seasonal wetlands are likely to become recolonized easily without the need for seeding and planting as long as their existing hydrology and topography are restored following temporary impacts. There is some potential for the arroyo willow clumps in the isolated forested wetland to regrow from cut stumps. In such a case, the in-situ restoration shall involve simply protecting the area with exclusion fencing following construction to allow for regrowth of vegetation.

For temporary impacts involving removed willow root masses where in situ restoration is still an option, a more detailed restoration plan shall be developed. The mitigation shall, at a minimum, achieve no net loss of wetland acreage (i.e., jurisdictional wetlands lost to fill shall be replaced through the creation or restoration of wetland habitat of the same type as the affected habitat [either forested or herbaceous seasonal] at a minimum ratio of 1:1 on an acreage basis or as otherwise required by any state or federal permitting agencies) or ecological functions and values through the restoration and enhancement of the affected wetlands to a level equal to or greater than the baseline condition of the existing wetlands. An in-situ restoration approach could involve salvaging wetland plant material prior to construction (e.g., willow cuttings or willow clumps, in the case of the isolated forested wetland) and then replanting the material if the

seasonal timing of construction is appropriate. USACE and/or RWQCB approvals may be required to authorize temporary impacts on these features.

Project Mitigation Measure BIO-3.3: If any permanent fill or permanent loss of the isolated forested wetland or the herbaceous seasonal wetlands occurs, the Project Sponsor shall provide new wetland habitat of the same type (either forested or herbaceous seasonal) to offset this impact, either through the creation, enhancement, or restoration of wetlands in an appropriate location or through the purchase of mitigation credits from a USACE- or RWQCB-approved wetland mitigation bank. The purchase of such credits shall serve as full mitigation for impacts on these wetland features.[3] If Project-specific creation, enhancement, or restoration of wetland habitat is implemented, habitat shall be restored or created at a minimum ratio of 2:1 (compensation: impact) on an acreage basis or as otherwise required by any state or federal permitting agencies. This ratio is not higher because of the relatively low quality of the wetlands on the Project Site relative to the more extensive, less fragmented wetlands elsewhere in the region, and it is not lower because of the temporal loss of wetland functions and values that would result from the lag between impacts on the wetlands and maturation of the mitigation habitat. USACE and/or RWQCB approvals may be required to authorize permanent impacts on this feature.

To the extent that compensatory mitigation is not provided by purchasing mitigation credits from a USACE- or RWQCB approved wetland mitigation bank, then, if feasible, compensation shall be provided by creating, enhancing, or restoring wetland habitat so as to achieve the 2:1 ratio somewhere in San Mateo County or as otherwise required by any state or federal permitting agencies. A qualified biologist shall develop a wetland mitigation and monitoring plan that describes the mitigation, including the following components (or as otherwise modified by regulatory agency permitting conditions):

- Summary of habitat impacts and Proposed mitigation ratios;
- Goal of the restoration to achieve no net loss of habitat functions and values;
- Location of mitigation site(s) and description of existing site conditions;
- Mitigation design:
    - Existing and Proposed site hydrology;
    - Grading plan, if appropriate, including bank stabilization or other site stabilization features;
    - Soil amendments and other site preparation elements, as appropriate;
    - Planting plan;
    - Irrigation and maintenance plan;

[3] Refer to U.S. Army Corps of Engineers 33 CFR Part 325 and State Water Resources Control Board's *State Wetland Definition and Procedures for Discharges of Dredged or Fill Material to Waters of the State* (April 2, 2019), pages 28 and 29.

    - Remedial measures and adaptive management; and

- Monitoring plan, including final and performance criteria, monitoring methods, data analysis, reporting requirements, and monitoring schedule. Success criteria shall include quantifiable measurements of wetland vegetation type (e.g., dominance by natives), the appropriate extent for the restoration location, and the provision of ecological functions and values equal to or exceeding those in the affected wetland habitat. At a minimum, success criteria shall include following:
    - At Year 5 post-mitigation, at least 75 percent of the mitigation site shall be dominated by native hydrophytic vegetation.

The wetland mitigation and monitoring plan must be approved by the City and other applicable agencies prior to the wetland impacts and must be implemented within 1 year after the discharge of fill into wetland features. Alternately, offsite mitigation could be provided through the purchase of mitigation credits at an agency-approved mitigation bank, as noted above.

Finding: Implementation of Project Mitigation Measures BIO-3.1, BIO-3.2, and BIO-3.3, which are hereby adopted and incorporated into the Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to the loss of coastal salt marsh vegetation in the Baylands and possibly areas of riparian scrub and woodland along San Francisquito Creek and other drainages in the area were analyzed in the ConnectMenlo EIR as Impact BIO-2 and found to be less than significant with mitigation incorporated. There are wetlands outside the boundary of the main Project Site and Hamilton Avenue Parcels North and South, and it is possible that these features may be affected, either temporarily or permanently, during Project grading. Construction of a bicycle/pedestrian path along the northern edge of the main Project Site would require soil excavated from basement construction to be brought in to elevate the site. Although a retaining wall, ranging from 2 to 7 feet in height, is proposed to support the path, some vegetation clearing, as well as fill, within the wetlands (or portions of the wetlands) may occur. As a result, it is possible that the entire 0.07-acre isolated forested wetland (as well as an additional 0.13-acre area where the canopy of willows extends outside the 0.07-acre forested wetland footprint within which the willows are rooted) and the 0.07-acre herbaceous seasonal wetlands may be lost because of fill. Even if the wetlands are not permanently affected, temporary impacts on wetlands may occur because of construction access, potentially resulting in degradation of wetland vegetation or hydrology. Owing to the scarcity of forested wetlands along the edge of the Bay and the decline in seasonal wetlands in the region, this impact would be potentially significant. Implementation of Project Mitigation Measures BIO-3.1, BIO-3.2, and BIO-3.3, which provide for avoidance and minimization of impacts, as possible, as well as restoration and compensatory mitigation, as needed, would reduce this impact to less than significant with mitigation.

P. Impact BIO-4: Project demolition and construction could affect state and/or federally protected wetlands.

Project Mitigation Measure BIO-3.1: Implement Project Mitigation Measure BIO-3.1, above.

Project Mitigation Measure BIO-3.2: Implement Project Mitigation Measure BIO-3.2, above.

Project Mitigation Measure BIO-3.3: Implement Project Mitigation Measure BIO-3.3, above.

Finding: Implementation of Project Mitigation Measures BIO-3.1, BIO-3.2, and BIO-3.3, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to the loss of wetland habitat in the area were analyzed in the ConnectMenlo EIR as Impact BIO-3 and found to be less than significant with mitigation. As discussed in Impact BIO-3, above, the Proposed Project could affect a portion of the isolated forested wetland and herbaceous seasonal wetland along the northern edge of the main Project Site and Hamilton Avenue Parcel North during grading. As discussed in Impact BIO-3, above, implementation of Project Mitigation Measures BIO-3.1, BIO-3.2, and BIO-3.3, outlined in Impact BIO-3, above, would reduce this impact to less than significant with mitigation.

Q. Impact BIO-5: The removal of buildings, trees, shrubs, or woody vegetation and the construction of new buildings and installation of lighting that could affect native migratory birds.

Project Mitigation Measure BIO-5.1: The Project Sponsor shall implement the following measures to reduce impacts on nesting migratory birds:

- To the extent feasible, construction activities shall be scheduled to avoid the nesting season. If construction activities are scheduled to take place outside the nesting season, all impacts on nesting birds protected under the MBTA and California Fish and Game Code will be avoided. The nesting season for most birds in San Mateo County extends from February 1 through August 31.
- If it is not possible to schedule construction activities between September 1 and January 31, then preconstruction surveys for nesting birds shall be conducted by a qualified ornithologist to ensure that no nests of migratory birds will be disturbed during Project implementation. Surveys shall be conducted no more than 7 days prior to the initiation of construction activities for each construction phase. During this survey, the ornithologist shall inspect all trees and other potential nesting habitats (e.g., trees, shrubs, California annual grasslands, buildings) in and immediately adjacent to the impact areas for migratory bird nests.
- If an active nest is found within trees or other potential nesting habitats that would be disturbed by construction activities, a construction-free buffer zone (typically 300 feet for raptors and 100 feet for other species) will be established around the nest to ensure that species that are protected under the MBTA and California Fish and Game Code will not be disturbed during Project implementation. The ornithologist shall determine the extent of the buffer.
- If construction activities will not be initiated until after the start of the nesting season, all potential nesting substrates (e.g., bushes, trees, grasses, and other vegetation) that are

scheduled to be removed by the Proposed Project may be removed prior to the start of the nesting season (i.e., prior to February 1). This would preclude the initiation of nests in this vegetation and prevent any potential delay for the Proposed Project because of the presence of active nests in these substrates.

Project Mitigation Measure BIO-5.2: The Project Sponsor shall implement the following measures to reduce impacts on migratory birds due to construction of the atrium:

- The Project Sponsor shall treat 100 percent of the glazing on the dome-shaped portions of the atrium's façades (i.e., all areas of the north façade and all areas of the south façade above the Elevated Park) with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor of 15 or less.[4] Because a Threat Factor is a nonlinear index, its value is not equivalent to the percent reduction in collisions that a glazing product provides. However, products with lower Threat Factors result in fewer bird collisions.
- The Project Sponsor shall treat 100 percent of the glazing on the atrium's east and west façades with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor of 15 or less.
- Interior trees and woody shrubs shall be set back from the atrium's east, west, and non-sloped (i.e., vertical/perpendicular to the ground) portions of the south façades by at least 50 feet to reduce the potential for collisions with these facades due to the visibility of interior trees. This 50-foot distance is greater than the distance used in the project design for the north and sloped portions of the south facades (e.g., 20-25 feet for the north façade) due to the vertical nature of the east, west, and non-sloped portion of the south façades, as opposed to the articulated nature of the north and sloped portions of the south façades (which is expected to reduce the visibility of internal vegetation to some extent), as well as the direct line-of-sight views between interior and exterior vegetation through the east, west, and non-sloped portions of the south façades compared to the north façade (where internal vegetation is elevated above exterior vegetation). Interior trees and shrubs that are not visible through the east, west, and south façades may be planted closer than 50 feet to glass façades.
- Because the glass production process can result in substantial variations in the effectiveness of bird-safe glazing, a qualified biologist will review physical samples of all glazing to be used on the atrium to confirm that the bird-safe frit will be visible to birds under various lighting conditions and expected to be effective.

[4] A material's Threat Factor, as assigned by the American Bird Conservancy, refers to the level of danger posed to birds, based on the birds' ability to perceive the material as an obstruction, as tested using a "tunnel" protocol (a standardized test that uses wild birds to determine the relative effectiveness of various products at deterring bird collisions). The higher the Threat Factor, the greater the risk that collisions will occur. An opaque material will have a Threat Factor of 0, and a completely transparent material will have a Threat Factor of 100. Threat Factors for many commercially available façade materials can be found at https://abcbirds.org/wp-content/uploads/2021/01/Masterspreadsheet-1-25-2021.xlsx.

- The Project Sponsor shall monitor bird collisions around the atrium for a minimum of 2 years following construction to identify any collision "hot spots" (i.e., areas where collisions occur repeatedly). A monitoring plan for the atrium shall be developed by a qualified biologist and shall include focused surveys for bird collisions from late April through May (spring migration), September through October (fall migration), and mid-November through mid-January (winter) to maximize the possibility of detecting bird collisions that might occur. Surveys of the atrium shall be conducted daily for 3 weeks during each of these periods (i.e., 21 consecutive days during each season, for a total of 63 surveys per year). In addition, for the 2-year monitoring period, surveys of the atrium shall be conducted the day following nighttime events during which temporary lighting exceed would typical levels (i.e., levels specified in the International Dark-Sky Association's defined lighting zone, LZ-2 [Moderate Ambient], from dusk until 10:00 p.m., or 30 percent below these levels from 10:00 p.m. to midnight). The applicant can assign responsibility for tracking events and notifying the biologist when a survey is needed to a designated individual who is involved in the planning and scheduling of atrium events. The timing of the 63 seasonal surveys (e.g., morning or afternoon) shall vary on the different days to the extent feasible; surveys conducted specifically to follow nighttime events shall be conducted in the early morning.
- At a frequency of no less than every 6 months, a qualified biologist shall review the bird collision data for the atrium in consultation with the City to determine whether any potential hot spots are present (i.e., if collisions have occurred repeatedly at the same location). A "*potential hot spot*" is defined as a cluster of three or more collisions that occur within one of the 3-week monitoring periods described above at a given location on the atrium. The "*location*" shall be identified by the qualified biologist as makes sense for the observed collision pattern, and may consist of a single pane of glass, an area of glass adjacent to a landscape tree or light fixture, the 8,990-square-foot vertical façade beneath the Elevated Park, the façade adjacent to the vegetation at the Elevated Park, the atrium's east façade, the atrium's west façade, or another defined area where the collision pattern is observed. The definition of location shall be based on observations of collision patterns and the architectural, lighting, and/or landscape features that contributed to the collisions and not arbitrarily determined (e.g., by assigning random grids). If any such potential hot spots are found, the qualified biologist shall provide an opinion as to whether the potential hot spots will affect bird populations over the long term to the point that additional measures (e.g., light adjustments, planting of vegetation) will be needed to reduce the frequency of bird strikes at the hot spot location in order to reduce impacts to a less-than-significant level under CEQA (i.e., whether it constitutes an actual "hotspot"). This determination shall be based on the number of birds and the species of birds that collide with the atrium over the monitoring period. In addition, a "hotspot" is automatically defined if a cluster of five or more collisions are identified at a given "location" on the atrium within one of the three-week monitoring periods described above. If a hotspot is identified, additional measures will be implemented at the potential hotspot location at the atrium; these may include one or more of the following options in the area of the hotspot depending on the cause of the collisions:

    - Adding a visible bird-safe frit pattern, netting, exterior screens, art, printed sheets, interior shades, grilles, shutters, exterior shades, or other features to untreated glazing (i.e., on the façade below the Elevated Park) to help birds recognize the façade as a solid structure.
    - Installing interior or exterior blinds on buildings within the atrium to prevent light from spilling outward through glazed facades at night.
    - Reducing lighting by dimming fixtures, redirecting fixtures, turning lights off, and/or adjusting the programmed timing for dimming/shutoff.
    - Replacing certain light fixtures with new fixtures to increase shielding or redirect lighting.
    - Adjusting or reducing lighting during events.
    - Adjusting the timing of events to reduce the frequency during certain times of year (e.g., spring and/or fall migration) when relatively high numbers of collisions occur.
    - Adjusting landscape vegetation by removing, trimming, or relocating trees or other plants (e.g., moving them farther from glass) or blocking birds' views of vegetation through glazing (e.g., using a screen or other opaque feature).
- If modifications to the atrium are implemented to reduce collisions at a hot spot, 1 year of subsequent focused monitoring of the hot-spot location shall be performed to confirm that the modifications effectively reduced bird collisions to a less-than-significant level under CEQA. In the event that a hot-spot is detected at a time when there is less than one year remaining of the initial 2-year monitoring period, then this one year of subsequent monitoring of that hot-spot would extend beyond the 2-year monitoring period described above.

Project Mitigation Measure BIO-5.3: The Project Sponsor shall prepare a lighting design plan that incorporates and implements the following measures to reduce lighting impacts on migratory birds. Prior to implementation of the lighting design plan, a qualified biologist shall review the final lighting design plan to confirm that the required measures are incorporated:

- To the maximum extent feasible, up-lighting (i.e., lighting that projects upward above the fixture) shall be avoided in the Project design. All lighting shall be fully shielded to prevent illumination from shining upward above the fixture. If up-lighting cannot be avoided in the Project design, up-lights shall be shielded and/or directed such that no luminance projects above/beyond the objects at which they are directed (e.g., trees and buildings) and no light shines directly into the eyes of a bird flying above the object. If the objects themselves can be used to shield the lights from the sky beyond, no substantial adverse effects on migrating birds are anticipated.
- All lighting shall be fully shielded to prevent it from shining outward and toward Bay habitats to the north. No light trespass shall be permitted more than 80 feet beyond the Project Site's northern property line (i.e., beyond the Dumbarton Rail Corridor).

- With respect to exterior lighting in the northern portion of the Project Site (i.e., areas north of Main Street and Office Buildings 03 and 05 surrounding the hotel, Town Square retail pavilion, Office Building 04, event building, and North Garage), and with respect to interior portions of the atrium, exterior lighting shall be minimized (i.e., outdoor lumens shall be reduced by at least 30 percent, or extinguished, consistent with recommendations from the International Dark-Sky Association [2011]) from 10:00 p.m. until sunrise, except as needed for safety and compliance with Menlo Park Municipal Code. With respect to Office Buildings 01, 02, 03, 05, and 06, South Garage, and the residential/mixed-use buildings, exterior lighting shall be minimized (i.e., total outdoor lighting lumens shall be reduced by at least 30 percent or extinguished, consistent with recommendations from the International Dark-Sky Association [2011]) from midnight until sunrise, except as needed for safety and City code compliance.
- Temporary lighting that exceeds minimal site lighting requirements may be used for nighttime social events. This lighting shall be switched off no later than midnight. No exterior up-lighting (i.e., lighting that projects upward above the fixture, including spotlights) shall be used during events.
- Lights shall be shielded and directed so as not to spill outward from the elevator/stair towers and into adjacent areas.
- Interior or exterior blinds shall be programmed to close on north-facing windows of buildings within the atrium from 10:00 p.m. to sunrise to prevent light from spilling outward.
- Accent lighting with the atrium shall not be used to illuminate trees or vegetation. Alternatively, the applicant shall provide documentation to the satisfaction of a qualified biologist that the illumination of vegetation and/or structures within the atrium by accent lighting and/or up-lighting will not make these features more conspicuous to the human eye from any elevation outside the atrium compared to ambient conditions within the atrium. The biologist shall submit a report to the City following completion of the lighting design, documenting compliance with this requirement.

Finding: Implementation of Project Mitigation Measures BIO-5.1, BIO-5.2, and BIO-5.3, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to the movement of fish and wildlife, wildlife corridors, or wildlife nursery sites in the area were analyzed in the ConnectMenlo EIR as Impact BIO-4 and found to be less than significant with mitigation incorporated. The Proposed Project would incorporate trees, shrubs, and forbs into the landscape design, which would provide some food and structural resources for the common, urban-adapted birds of the area as well as migrants that may use the area during spring and fall migration. If the Proposed Project is implemented during the nesting season (February 1 to September 14), tree and shrub removal could result in the direct mortality of adult or young birds, the destruction of active nests, or disturbance of nesting adults, causing nest abandonment and/or loss of reproductive effort. Any

disturbance of nesting birds that results in the abandonment of active nests or the loss of active nests through vegetation or structure removal would be a potentially significant impact. In addition, the proposed buildings at the main Project Site could result in avian collision risks, as discussed in the Willow Village Master Plan Bird-Safe Design Assessment prepared by H.T. Harvey & Associates. Birds at the main Project Site could also be affected by new buildings and other structures with significant glass façades. The Proposed Project would also be required to comply with the City's bird-safe design requirements, which would further reduce the risk of avian collisions on the main Project Site. Through incorporation of bird-friendly Project features, compliance with City requirements, and preparation of final architectural control plans, as required by the Conditional Development Permit (CDP) for the Proposed Project, impacts related to bird collisions with buildings and other structures would be less than significant. The only exception to this would be at the atrium. Because of the unique design of the atrium, bird-friendly Project features and compliance with City bird-safe design requirements required by the CDP would not reduce collision risks enough to avoid significant impacts under CEQA. Therefore, impacts would be potentially significant. Construction of the Proposed Project also would create new sources of light, which would emanate from fixtures for illuminating buildings, building architectural lighting, pedestrian lighting, and artistic lighting. Light from the Project Site has some potential to attract and/or disorient birds, especially during inclement weather when nocturnally migrating birds descend to lower altitudes. As a result, some birds flying along the Bay at night may be attracted to the site and/or disoriented by the light, potentially causing them to collide with buildings. Certain migrant birds that use structures for roosting and foraging (e.g., swifts and swallows) could be vulnerable to collisions if they perceive illuminated building interiors as potential roosting habitat and attempt to enter the buildings through glass walls. Similarly, migrant and resident birds would be vulnerable to collisions if they perceive illuminated vegetation within buildings as potential habitat and attempt to enter through glass walls. Impacts on birds within the Project Vicinity due to artificial lights would be potentially significant. Implementation of Project Mitigation Measures BIO-5.1, BIO-5.2, and BIO-5.3, which address impacts to nesting migratory birds and lighting impacts on migratory birds, would ensure that Project impacts on migratory birds would be less than significant with mitigation.

R. Impact BIO-6: The Project would result in conflicts with the Menlo Park Municipal Code.

Project Mitigation Measure BIO-2.1: Implement Project Mitigation Measure BIO-2.1, above.

Project Mitigation Measure BIO-3.1: Implement Project Mitigation Measure BIO-3.1, above.

Project Mitigation Measure BIO-3.2: Implement Project Mitigation Measure BIO-3.2, above.

Project Mitigation Measure BIO-3.3: Implement Project Mitigation Measure BIO-3.3, above.

Project Mitigation Measure BIO-5.2: Implement Project Mitigation Measure BIO-5.2, above.

Finding: Implementation of Project Mitigation Measures BIO-2.1, BIO-3.1, BIO-3.2, BIO-3.3, and BIO-5.2, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less than significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to conflicts with local policies and ordinances for the area were analyzed in the ConnectMenlo EIR as Impact BIO-5 and found to be less than significant because the General Plan is the overriding planning document for the City and the proposed amendments analyzed under the ConnectMenlo EIR would ensure internal consistency between the General Plan and the Zoning Ordinance. Furthermore, with adherence to General Plan goals, policies, and programs in the Land Use and Open Space/Conservation, Noise, and Safety Elements and the City's Tree Preservation Ordinance, in combination with Municipal Code Chapters 12.44, Water-Efficient Landscaping, and 13.24, Heritage Trees, as well as federal and state laws, no conflicts with local plans and policies were anticipated, and impacts were determined to be less than significant.

Compliance with the bird-friendly design requirements of the Menlo Park Municipal Code, with appropriate waivers, would reduce the number of bird collisions with proposed buildings. However, because of the unique design of the atrium, bird-friendly Project features and compliance with City bird-safe design requirements required by the CDP would not reduce collision risks enough to avoid significant impacts under CEQA. However, with implementation of Project Mitigation Measure BIO-5.2, which sets forth atrium bird-safe design requirements, Project impacts due to bird collisions at the atrium would be less than significant with mitigation. Provided that the Proposed Project incorporates the mitigation measures described in the EIR, the Proposed Project would not conflict with City General Plan Policy OSC1.3, which sets forth certain requirements relating to sensitive habitats, including preparation of baseline biological resources reports, consultation with appropriate regulatory and resource agencies, incorporation of avoidance and minimization measures, and receipt of needed permits/authorizations. The Master Plan Biological Resources Assessment (Master Plan BRA) and the Tunnel Biological Resources Assessment (Tunnel BRA) represent compliance with ConnectMenlo Mitigation Measure BIO-1 by providing all information required by that mitigation measure for a biological resources assessment. Therefore, impacts would be less than significant with mitigation.

S. Impact C-BIO-1: Cumulative development would not result in a significant cumulative impact on biological resources, and the Proposed Project would not be a cumulatively considerable contributor to such a cumulative impact.

ConnectMenlo Mitigation Measure BIO-1: As part of the discretionary review process for development projects, new construction and building additions, regardless of size, in addition to appropriate CEQA review, the City shall require all project applicants to prepare and submit project-specific baseline biological resources assessments (BRA) if the project would occur on or adjacent to a parcel containing natural habitat with features such as mature and native trees, unused structures that could support special-status species, other sensitive biological resources, and/or active nests of common birds protected under Migratory Bird Treaty Act (MBTA). Sensitive biological resources triggering the need for the baseline BRA shall include: wetlands, occurrences or suitable habitat for special-status species, sensitive natural communities, and important movement corridors for wildlife such as creek corridors and shorelines.

The baseline BRA shall be prepared by a qualified biologist.

The baseline BRA shall provide a determination on whether any sensitive biological resources are present on the site, including jurisdictional wetlands and waters, essential habitat for special-status species, and sensitive natural communities. If jurisdictional wetlands and/or waters are suspected to be present on the site, a jurisdictional delineation confirmed by the U.S. Army Corps of Engineers (USACE) will be provided as part of the baseline BRA.

The baseline BRA shall also include consideration of possible sensitive biological resources on any adjacent undeveloped lands that could be affected by the project and lands of the Don Edwards San Francisco Bay National Wildlife Refuge (Refuge).

The baseline BRA shall incorporate guidance from relevant regional conservation plans, including, but not limited to, the then current Don Edwards San Francisco Bay National Wildlife Refuge Comprehensive Conservation Plan, South Bay Salt Pond Restoration Project, Tidal Marsh Recovery Plan and the USFWS Recovery Plan for the Pacific Coast Population of the Western Snowy Plover, for determining the potential presence or absence of sensitive biological resources, however, the presence or absence of sensitive biological resources will be determined by on-site surveys. If the adjacent property is the Refuge, Refuge staff shall be contacted regarding the presence or absence of sensitive biological resources.

If sensitive biological resources are determined to be present on the site or may be present on any adjacent parcel containing natural habitat, coordination with the appropriate regulatory and resource agencies must occur. Appropriate measures, such as preconstruction surveys, establishing no-disturbance zones and restrictive time periods during construction, protective development setbacks and restrictions, and applying bird-safe building design practices and materials, shall be developed by the qualified biologist in consultations with the regulatory and resource agencies to provide adequate avoidance, or provide compensatory mitigation if avoidance is infeasible. With respect to fully protected species, if the BRA for any development project determines that any of the following Fully Protected Species are present, then neither take of such species will be permitted nor will mitigation measures including species collection or relocation. The Fully Protected Species include American Peregrine Falcon (Falco peregrinus anatum), California Black Rail (Laterallus jamaicensis coturniculus), California Clapper Rail – Ridgway's Rail (Rallus longirostris obsoletus), California Least Tern (Sterna albifrons browni), White-tail Kite (Elanus leucurus), Saltmarsh harvest mouse (Reithrodontomys raviventris), and San Francisco garter snake (Thamnophis sirtalis tetrataenia).

The qualified biologist shall consult with the Refuge management and, where appropriate, the Endangered Species Office of the U.S. Fish and Wildlife Service (USFWS), the National Marine Fisheries Service (NMFS), and California Department of Fish and Wildlife (CDFW) for determining the potential presence or absence of sensitive biological resources and appropriate avoidance or compensatory mitigation measures, if required.

Where jurisdictional waters or federally and/or State-listed special-status species would be affected, appropriate authorizations, i.e. the USACE, San Francisco Bay Regional Water Quality Control Board (RWQCB), San Francisco Bay Conservation and Development Commission (BCDC), USFWS, NMFS, Refuge and CDFW, shall be obtained by the project applicant, and

evidence of such authorization provided to the City prior to issuance of grading or other construction permits.

For sites that are adjacent to undeveloped lands with federally and/or State-listed special status species, or sensitive habitats, or lands of the Refuge, the BRA shall include evaluation of the potential effects of:

- additional light,
- glare,
- shading (i.e. shadow analysis),
- noise,
- urban runoff,
- water flow disruption,
- water quality degradation/sedimentation,
- attraction of nuisance species/predators (e.g. attraction of refuse) and their abatement (e.g. adverse impacts of rodenticides), and
- pesticides

generated by the project, as well as the possibility for increased activity from humans and/or domesticated pets and their effects on the nearby natural habitats. The BRA shall include proposed avoidance, minimization and mitigation of these adverse impacts.

The City of Menlo Park Planning Division may require an independent peer review of the adequacy of the baseline BRA as part of the review of the project to confirm its adequacy. Mitigation measures identified in the project-specific BRA shall be incorporated as a component of a proposed project and subsequent building permit, subject to the review and approval of the Community Development Department and the appropriate regulatory and resource agencies.

The following zoning regulations enacted by ordinances (including, but not limited to, 16.43 O-Office District, 16.43.080 Corporate housing, 16.43.140 Green and sustainable building; 16.44 LS-Life Science District, 16.44.130 Green and sustainable building) to minimize impacts to biological resources are incorporated by reference into this mitigation measure and shall be a component of the project building permits:

1. Setbacks (A) Minimum of two hundred (200) feet from the waterfront; waterfront is defined as the top of the levee.

2. Waterfront and Environmental Considerations. The following provisions are applicable when the property is adjacent to the waterfront or other sensitive habitat.

a. Non-emergency lighting shall be limited to the minimum necessary to meet safety requirements and shall provide shielding and reflectors to minimize light spill and glare and shall not directly illuminate sensitive habitat areas. Incorporate timing devices and sensors to ensure night lighting is used only when necessary.

b. Landscaping and its maintenance shall not negatively impact the water quality, native habitats, or natural resources.

c. Pets shall not be allowed within the corporate housing due to their impacts on water quality, native habitats, and natural resources.

3. Bird-friendly design.

a. No more than ten percent (10%) of façade surface area shall have non-bird- friendly glazing.

b. Bird- friendly glazing includes, but is not limited to opaque glass, covering the outside surface of clear glass with patterns, paned glass with fenestration, frit or etching patterns, and external screens over non-reflective glass. Highly reflective glass is not permitted.

c. Occupancy sensors or other switch control devices shall be installed on non-emergency lights and shall be programmed to shut off during non-work hours and between 10 PM and sunrise.

d. Placement of buildings shall avoid the potential funneling of flight paths towards a building façade.

e. Glass skyways or walkways, freestanding (see-through) glass walls and handrails, and transparent building corners shall not be allowed.

f. Transparent glass shall not be allowed at the rooflines of buildings, including in conjunction with roof decks, patios and green roofs. g. Use of rodenticides shall not be allowed.

If it is determined through the BRA or CEQA review that further assessment/monitoring/ reporting is required by appropriate regulatory or resource agencies, it shall be the responsibility of the City to ensure all project requirements are implemented.

Finding: ConnectMenlo Mitigation Measure BIO-1 has been implemented by the Proposed Project's design features, Project-specific BRA, analysis in the Project EIR, and Project-specific biological mitigation measures, which would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR determined cumulative impacts to biological resources to be less than significant with implementation of ConnectMenlo Mitigation Measure BIO-1. This mitigation measure requires that as part of the discretionary review process for development projects, the City require project applicants to prepare and submit project-specific baseline biological resources assessments (BRA) prepared by a qualified biologist. This mitigation measure was implemented for the Proposed Project through preparation of the Master Plan BRA and Tunnel BRA by H.T. Harvey & Associates. The Master Plan BRA and Tunnel BRA, as well as the Bird-Safe Design Assessment, all prepared by H.T. Harvey & Associates, outline mitigation measures to reduce Project impacts on biological resources. As described above, Project Mitigation Measures BIO-2.1, BIO-3.1 through BIO-3.3, and BIO-5.1 though BIO-5.3 would mitigate Project impacts on sensitive regulated habitats, minimize impacts on nesting birds, and reduce bird collisions. In addition, the City General Plan contains conservation

measures that would benefit biological resources as well as measures to avoid, minimize, or mitigate impacts on such resources. All other projects within the Bayfront Area of Menlo Park also would be required to implement General Plan measures, including ConnectMenlo Mitigation Measure BIO-1. The Proposed Project would not result in a substantial change in the ConnectMenlo project and would not cause new or substantially more severe significant biological resources impacts than those analyzed in the ConnectMenlo EIR. Therefore, consistent with the conclusions in the ConnectMenlo EIR, with respect to biological resources, the Proposed Project in combination with past, present, and reasonably foreseeable future projects would result in cumulative impacts that would be less than significant with mitigation. No further mitigation measures are required.

T. Impact GS-5: The Proposed Project could destroy a unique paleontological resource or site.

ConnectMenlo Mitigation Measure CULT-3: In the event that fossils or fossil-bearing deposits are discovered during ground-disturbing activities anywhere in the City, excavations within a 50-foot radius of the find shall be temporarily halted or diverted. Ground disturbance work shall cease until a City-approved, qualified paleontologist determines whether the resource requires further study. The paleontologist shall document the discovery as needed (in accordance with Society of Vertebrate Paleontology standards [Society of Vertebrate Paleontology 1995]), evaluate the potential resource, and assess the significance of the find under the criteria set forth in CEQA Guidelines Section 15064.5. The paleontologist shall notify the appropriate agencies to determine the procedures that would be followed before construction activities would be allowed to resume at the location of the find. If avoidance is not feasible, the paleontologist shall prepare an excavation plan for mitigating the effect of construction activities on the discovery. The excavation plan shall be submitted to the City of Menlo Park for review and approval prior to implementation, and all construction activity shall adhere to the recommendations in the excavation plan.

Project Mitigation Measure PALEO-1: Before the start of any excavation or grading activities, the construction contractor will retain a qualified paleontologist, as defined by the SVP, who is experienced in teaching non-specialists. The qualified paleontologist will train all construction personnel who are involved with earthmoving activities, including the site superintendent, regarding the possibility of encountering fossils, the appearance and types of fossils that are likely to be seen during construction, and proper notification procedures should fossils be encountered. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who will evaluate the significance.

The qualified paleontologist will also make periodic visits during earthmoving in high sensitivity sites to verify that workers are following the established procedures.

Finding: Implementation of ConnectMenlo Mitigation Measure CULT-3 and Project Mitigation Measure PALEO-1, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR found that impacts on paleontological resources would be less than significant with mitigation incorporated, in particular implementation of ConnectMenlo Mitigation Measure CULT-3. In the event that fossils or fossil-bearing deposits are discovered during ground-disturbing activities, ConnectMenlo Mitigation Measure CULT-3 would require excavations within a 50-foot radius of the find to be temporarily halted or diverted until a City-approved paleontological can assess the significance of the find under the criteria set forth in CEQA Guidelines Section 15064.5. If the find meets the criteria set forth in CEQA Guidelines Section 15064.5 and avoidance is not feasible, the paleontologist would prepare an excavation plan to mitigate the effect of construction activities on the discovery. Project site preparation would involve earthwork, such as excavation, grading, trenching, cut-and-cover work, and potentially the installation of foundation piles, all of which would encounter artificial fill and could encounter native deposits. Activities at ground surface that disturb Quaternary fine-grained alluvium (Qaf), Quaternary alluvial fan deposits, fine facies (Qhff), and Quaternary floodplain deposits (Qhfp), as well as activities below the ground surface that disturb these geologic units and Quaternary older alluvium, could expose undisturbed deposits that contain fossils. These activities could damage or destroy fossils. This is considered a potentially significant impact. ConnectMenlo Mitigation Measure CULT-3 would ensure that construction personnel would follow proper notification procedures in the event that paleontological resources are uncovered during construction. In addition, Project Mitigation Measure PALEO-1 would ensure that construction personnel would recognize fossil materials. Implementation of ConnectMenlo Mitigation Measure CULT-3 and Project Mitigation Measure PALEO-1 would reduce potentially significant impacts on paleontological resources to less than significant with mitigation, consistent with the ConnectMenlo EIR.

U. Impact C-GS-1: Cumulative development would result in a less than significant cumulative impact to geology, soils, and seismicity, and thus the Proposed Project would not be a cumulatively considerable contributor to any significant cumulative impact to geology, soils, and seismicity. Cumulative development would result in a less-than-significant cumulative impact with mitigation to paleontological resources and the Proposed Project would not be a cumulatively considerable contributor to any significant cumulative impact.

ConnectMenlo Mitigation Measure CULT-3: Implement ConnectMenlo Mitigation Measure CULT-3, above.

Finding: Implementation of ConnectMenlo Mitigation Measure CULT-3, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR determined that cumulative impacts on geology, soils, and seismicity would be less than significant and that implementation of ConnectMenlo would not significantly contribute to cumulative impacts related to geology, soils, and seismicity. Therefore, ConnectMenlo determined that impacts related to geology, soils, and seismicity under ConnectMenlo would be less than significant. With respect to paleontological resources, new development would be required to comply with existing federal, state, and local

laws and regulations enacted to protect paleontological resources. In addition, development within the ConnectMenlo study area would be subject to general plan policies adopted to protect unrecorded paleontological resources. ConnectMenlo Mitigation Measure CULT-3 would require avoidance of paleontological resources or, if avoidance is not possible, preparation of an excavation plan to protect the resources. Impacts on paleontological resources would be less than significant with mitigation. The Proposed Project would not result in a substantial change in the ConnectMenlo project and therefore would not be a cumulatively considerable contributor to any significant cumulative impact on geology, soils, and seismicity and would not cause new or substantially more severe significant impacts related to geology, soils, seismicity, or paleontological resources than those analyzed in the ConnectMenlo EIR. Consistent with the conclusions in the ConnectMenlo EIR, the Proposed Project would result in a less-than-significant cumulative impact with respect to geology, soils, and seismicity. Impacts to paleontological resources would be less than significant with implementation of ConnectMenlo Mitigation Measure CULT-3.

V. Impact HY-1: The Proposed Project could violate any water quality standards or waste discharge requirements or otherwise substantially degrade surface water or groundwater quality.

Project Mitigation Measure HY-1.1: If dewatering is needed to complete the Proposed Project, and if water from dewatering is discharged to a storm drain or surface water body, dewatering treatment may be necessary if groundwater exceeding water quality standards is encountered during excavation. Because there is potential for groundwater to be contaminated with VOCs or fuel products at the Project Site, the Project Sponsor would be required to comply with the San Francisco Bay Regional Water Board's VOC and Fuel General Permit (Order No. R2-2018-0050) if groundwater exceeding water quality standards is encountered.

If dewatering requires discharges to the storm drain system or other water bodies, the water shall be pumped to a tank and tested 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 shall be treated as necessary prior to discharge so that all applicable water quality objectives (as noted in Table 3.11-2) are met or it shall be hauled offsite instead for treatment and disposed of at an appropriate waste treatment facility that is permitted to receive such water. The water treatment methods selected shall remove contaminants in the groundwater to meet discharge permit requirements while achieving local and state requirements, subject to approval by the San Francisco Bay Regional Water Board. Methods may include retaining dewatering effluent until particulate matter has settled before discharging it or using infiltration areas, filtration techniques, or other means. The contractor shall perform routine inspections of the construction area to verify that water quality control measures are properly implemented and maintained, observe the water (i.e., check for discoloration or an oily sheen), 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 Regional Water Board 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 that treatment meets all standards for receiving water quality,

then the water shall be hauled offsite instead for treatment and disposal at an appropriate waste treatment facility that is permitted to receive such water.

Finding: Implementation of Project Mitigation Measure HY-1.1, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to water quality were analyzed in the ConnectMenlo EIR as Impact HYDRO-1 and determined to be less than significant through compliance with existing federal, state, and local regulations, including General Plan goals, policies, and design standards. No mitigation measures were recommended. This topic also was analyzed in the ConnectMenlo EIR as Impact HYDRO-6, which likewise found that impacts on water quality would be less than significant through compliance with existing federal, state, and local regulations as well as General Plan policies to minimize impacts related to water supply. No mitigation measures were recommended in the ConnectMenlo EIR. However, construction dewatering for the Proposed Project could be required in areas with shallow groundwater during excavation and trenching for foundation work and utility improvements. The main Project Site has historical soil and groundwater contamination (EnviroStor ID 60002595). In addition, construction of the Willow Road Tunnel would require cut-and-cover work during construction and possibly dewatering. Compliance with waste discharge requirements and dewatering regulations would ensure that dewatering activities would be monitored as required and that no violations of water quality standards or waste discharge requirements would occur. Dewatering of potentially contaminated groundwater may result in a potentially significant impact on groundwater quality. Implementation of Project Mitigation Measure HY-1.1 would reduce the potentially significant impact on groundwater quality during construction to a less-than-significant level by requiring groundwater monitoring and treatment during dewatering activities. Therefore, Project impacts on groundwater quality during construction would be less than significant with mitigation.

W. Impact HY-5: The Proposed Project could conflict with or obstruct implementation of a water quality control plan or sustainable groundwater management plan.

Project Mitigation Measure HY-1.1: Implement Project Mitigation Measure HY-1.1, above.

Finding: Implementation of Project Mitigation Measure HY-1.1, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: The ConnectMenlo EIR did not analyze whether a project would conflict with or obstruct implementation of a water quality control plan because this topic was added to CEQA Guidelines Appendix G after completion of the ConnectMenlo EIR. However, the ConnectMenlo EIR concluded that, through compliance with existing federal, state, and local regulations and implementation of the site design, source control, and treatment control measures, impacts on water quality would be less than significant. The Connect Menlo EIR also did not analyze whether a project would conflict with or obstruct implementation of a sustainable groundwater management plan because this topic was added to CEQA Guidelines Appendix G after completion of the ConnectMenlo EIR. However, the ConnectMenlo EIR concluded that

development under the General Plan would result in less-than-significant impacts with respect to depleting groundwater supplies or interfering with groundwater recharge

Dewatering for the Proposed Project would be conducted temporarily during the construction phase. Implementation of Project Mitigation Measure HY-1.1 would reduce the potentially significant impact on groundwater quality during construction to a less-than-significant level by requiring groundwater monitoring and treatment during dewatering activities. Further, groundwater supplies would not be used during operation. The amount of impervious area within the Project Site would decrease upon Project completion. New landscaping, pervious paving, stormwater gardens, bioretention areas, flow-through planters, and other features would be integrated into the design of streets and parks; they would also treat runoff and allow groundwater infiltration. In addition, implementation of the appropriate City General Plan policies would require the protection of groundwater recharge areas and groundwater resources, in accordance with the applicable sustainable groundwater management plan. The Project Site overlies the San Mateo subbasin, which is designated as a very low-priority basin and not subject to the Sustainable Groundwater Management Act of 2014 (SGMA); thus, no sustainable groundwater management plan is applicable. Construction and operation of the Proposed Project would not conflict with or obstruct implementation of a water quality control plan or sustainable groundwater management plan. Therefore, Project impacts on groundwater quality during construction would not conflict with or obstruct implementation of a water quality control plan or sustainable groundwater management plan. The impact would be less than significant with mitigation.

X. Impact HAZ-2: The Proposed Project could create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.

ConnectMenlo Mitigation Measure HAZ-4a: Construction of any site in the City with known contamination shall be conducted under a Project-specific Environmental Site Management Plan (ESMP) prepared in consultation with the Regional Water Quality Control Board (RWQCB) or the Department of Toxic Substances Control (DTSC), as appropriate. The purpose of the ESMP is to protect construction workers, the general public, the environment, and future site occupants from subsurface hazardous materials previously identified at the site and address the possibility of encountering unknown contamination or hazards in the subsurface. The ESMP shall summarize soil and groundwater analytical data collected on the site during past investigations; identify management options for excavated soil and groundwater, if contaminated media are encountered during deep excavations; and identify monitoring, irrigation, or wells that require proper abandonment in compliance with local, state, and federal laws, policies, and regulations.

The ESMP shall include measures for identifying, testing, and managing soil and groundwater suspected of or known to contain hazardous materials. The ESMP shall 1) provide procedures for evaluating, handling, storing, testing, and disposing of soil and groundwater during excavation and dewatering activities, respectively; 2) describe required worker health and safety provisions for all workers who could be exposed to hazardous materials, in accordance with state and

federal worker safety regulations; and 3) designate the personnel responsible for implementation of the ESMP.

Project Mitigation Measure HAZ-2.1: For the offsite improvement in the area where the Willow Road Tunnel passes under the Dumbarton Rail Corridor and Willow Road, a Phase I ESA shall be performed by a licensed environmental professional. The Phase I ESA shall identify RECs at the site and indicate whether a Phase II ESA is required in order to evaluate contamination at the site.

Finding: Implementation of ConnectMenlo Mitigation Measure HAZ-4a and Project Mitigation Measure HAZ-2.1, which are hereby adopted and incorporated into the Project, would reduce the impacts to a less than significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts as a result of reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment were analyzed in the ConnectMenlo EIR as impact HAZ-2. Future development under ConnectMenlo, as part of the City's approval process, would be required to comply with existing federal, state, regional, and local laws. In addition, General Plan goals, policies, and programs would minimize potential hazardous materials impacts that could result from reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment. Impacts from ConnectMenlo were determined to be less than significant, and no mitigation was required. However, implementation of ConnectMenlo Mitigation Measures HAZ-4a and 4b would further reduce impacts from sites with known hazardous material contamination Mitigation Measure HAZ-4b applies to projects on sites with potential residual contamination in soil, gas, or groundwater, rather than sites with known contamination, such as the Project site, which are addressed by ConnectMenlo Mitigation Measure HAZ-4a.

Ground-disturbing activities associated with construction could expose construction workers to contaminated groundwater at the main Project Site and Willow Road Tunnel site. A Phase I ESA has been prepared for the main Project Site and the Willow Road Tunnel site where the tunnel would emerge on the West Campus. The impact on construction workers and the environment at these locations would be less than significant. However, groundwater contamination in the Dumbarton Rail Corridor and within the Willow Road right-of-way has not been characterized by a Phase I ESA. Therefore, the impact on construction workers and the environment at these locations would be potentially significant. Implementation of ConnectMenlo Mitigation Measure HAZ-4a and Project Mitigation Measure HAZ-2.1 would characterize soil contamination where the Willow Road Tunnel would go under the Dumbarton Rail Corridor and Willow Road. In addition, ConnectMenlo Mitigation Measure HAZ-4a would require development and implementation of a Project-specific ESMP, which would provide procedures for evaluating, handling, storing, testing, and disposing of soil and groundwater during excavation and dewatering activities; describe required worker health and safety provisions for all workers who could be exposed to hazardous materials; and designate the personnel responsible for implementation of the ESMP. With implementation of ConnectMenlo Mitigation Measure HAZ-4a and Project Mitigation Measure HAZ-2.1, the impact at the Willow Village Tunnel site within the Dumbarton Rail Corridor would be less than significant with mitigation.

Y. Impact HAZ-3: The Proposed Project would not emit hazardous emissions or involve handling hazardous or acutely hazardous materials, substances, or waste within 0.25 mile of an existing or proposed school.

Project Mitigation Measure HAZ-2.1: Implement Project Mitigation Measure HAZ-2.1, above.

ConnectMenlo Mitigation Measure HAZ-4a: Implement ConnectMenlo Mitigation Measure HAZ-4a, above.

Finding: Implementation of Project Mitigation Measure HAZ-2.1 and ConnectMenlo Mitigation Measure HAZ-4a, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less than significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to hazardous emissions or the handling of hazardous or acutely hazardous materials near schools were analyzed in the ConnectMenlo EIR as Impact HAZ-3. Impacts were found to be less than significant because hazardous materials would be stored, used, and handled according to existing federal, state, and local regulations. Similarly, hazardous materials emissions would be subject to existing federal, state, and local regulations. For any future public schools that would receive state funding for acquisition or construction, DTSC's School Property Evaluation and Cleanup Division would assess, investigate, and clean up the proposed school sites. General Plan policies and Zoning Ordinance requirements would minimize potential hazardous materials impacts that could result from storing, using, or handling hazardous materials or from generating emissions from hazardous materials. No mitigation was required, although implementation of ConnectMenlo Mitigation Measures HAZ-4a and 4-b would further reduce impacts from sites with known hazardous material contamination. Mitigation Measure HAZ-4b applies to projects on sites with potential residual contamination in soil, gas, or groundwater, rather than sites with known contamination, such as the Project site, which are addressed by ConnectMenlo Mitigation Measure HAZ-4a.

Offsite construction work could occur within 0.25 mile of Costaño Elementary School in East Palo Alto as well as the Belle Haven School and Beechwood School in Menlo Park. The upsizing and placement of utility lines within existing rights-of-way and improvements within intersections would result in temporary construction impacts. No federally or state-listed cleanup sites or known subsurface hazardous materials are identified within 0.25 mile of proposed offsite improvements in hazardous materials databases. However, contamination has been documented at the Willow Road Tunnel site. Accordingly, offsite utility work could encounter hazardous materials or contaminated groundwater. Therefore, impacts on schools would be potentially significant. Implementation of ConnectMenlo Mitigation Measure HAZ-4a and Project Mitigation Measure HAZ-2.1 would characterize soil contamination where the Willow Road Tunnel would go under the Dumbarton Rail Corridor and Willow Road. In addition, ConnectMenlo Mitigation Measure HAZ-4a would require development and implementation of a Project-specific ESMP, which would provide procedures for evaluating, handling, storing, testing, and disposing of soil and groundwater during excavation and dewatering activities; describe required worker health and safety provisions for all workers who could be exposed to hazardous materials; and designate the personnel responsible for implementation of the ESMP. With implementation of ConnectMenlo Mitigation Measure HAZ-4a and Project Mitigation

Measure HAZ-2.1, the impact at the Willow Village Tunnel site within the Dumbarton Rail Corridor would be less than significant with mitigation.

Z. Impact C-HAZ-1: Cumulative development would not result in a significant cumulative impact from hazards and hazardous materials, and the Proposed Project would not be a cumulatively considerable contributor to such a cumulative impact.

ConnectMenlo Mitigation Measure HAZ-4a: Implement ConnectMenlo Mitigation Measure HAZ-4a, above.

Finding: Implementation of ConnectMenlo Mitigation Measure HAZ-4a, which is hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less than significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: As with the Proposed Project, cumulative projects in the Project vicinity would be required to comply with existing local, regional, state, and federal regulations as well as safety plans. Hazardous materials would be managed in accordance with existing regulatory requirements, which would reduce the risk of hazardous materials emissions and/or accidental releases that could affect receptors outside work areas. In addition, all projects in the Bayfront area in Menlo Park with known hazardous materials would be required to comply with ConnectMenlo Mitigation Measure HAZ-4a, thereby reducing impacts to less than significant. The Proposed Project would not result in a substantial change in the ConnectMenlo project and would not cause new or substantially more severe significant impacts related to hazards and hazardous materials. Therefore, the Proposed Project would not be a cumulatively considerable contributor to a significant cumulative impact regarding hazards and hazardous materials. Consistent with the conclusions in the ConnectMenlo EIR, the cumulative impact of the Proposed Project and other past, present, and reasonably foreseeable future projects with respect to hazards and hazardous materials would be less than significant with mitigation. No additional mitigation measures are required.

AA. Impact TCR-1: The Proposed Project could cause a substantial adverse change in the significance of a tribal cultural resource, as defined in PRC Section 21074.

Modified ConnectMenlo Mitigation Measure CULT-2a: Implement Modified ConnectMenlo Mitigation Measure CULT-2a, above.

Project Mitigation Measure TCR-1.1:

Plan Check

Prior to issuance of grading permits, the Project Sponsor shall ensure and the City shall verify that the applicable grading plans that require ground-disturbing excavation clearly indicate:

- that there is potential for exposing buried cultural resources, including tribal cultural resources ("TCRs") and Native American burials; and
- that excavations associated with soil remediation, removal of below grade utilities, and initial mass grading at the main Project site and all ground disturbing activities within the Core and Perimeter (including the High Sensitivity Area) require the presence of an

archaeological monitor and tribal monitor in accordance with the Archaeological and Tribal Cultural Resources Monitoring and Treatment Protocol and Plan ("ATMTPP"), as defined in Mitigation Measure TCR-1.2; and

- that all ground disturbing activities require compliance with the ATMTPP.

All archaeological site information supplied to the contractor shall be considered and marked confidential. Any no-disturbance zones shall be labelled as environmentally sensitive areas.

Prior to issuance of grading permits for the Project, the Project Sponsor and City shall, with input from the tribes that engaged in consultation with the City on the Proposed Project pursuant to Assembly Bill 52 ("Consulting Tribes"), develop a non-confidential field manual summarizing the approved TCR mitigation measures and the approved ATMTPP requirements. This list shall be provided to all relevant personnel implementing TCR mitigation measures.

Archeological and tribal monitors shall be invited to attend all Tailgate Safety meetings at which safety concerns and other pertinent information regarding current construction activities are presented.

Measures for the Core

The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the Core as detailed below.

- Ground disturbance into the existing culturally affected soil of the Core is prohibited. The following performance standards for capping, minimizing construction loading, and preservation in place of the Core shall apply.

Capping of Core

- The Project Sponsor shall install a culturally sterile engineered cap of four to seven feet to cover the cultural deposits within the Core and preserve the Core in place. Tribal monitoring shall be required during the installation of the fill cap on the Core.
- Onsite soil material is suitable as fill material provided that it is processed to remove concentrations of organic material, debris, and particles greater than six inches in maximum dimension; oversized particles shall either be removed from the fill or broken down to meet the requirement. Imported fill material shall meet the above requirements and have a plasticity index of less than 20. Material used for engineered fill shall not contain or introduce contaminants in excess of applicable Department of Toxic Substances Control ("DTSC") Environmental Screening Levels ("ESLs"). Any TCR materials within the soil matrix that are identified as TCRs by a tribal monitor shall be treated in accordance with the ATMTPP and shall not be broken down or used in fill.
- Construction activities shall be conducted in a manner that protects against penetration of the culturally affected soil within the Core and reduces the potential for disturbance from concentrated surface loads. The following measures shall be implemented within the Core during fill placement and any subsequent construction to reduce potential impacts on subsurface archaeological and cultural materials.

- An elevation contour plan shall be created to guide the surface preparation necessary to place the fill cap within the Core boundaries. The plan shall show the top of the culturally affected soil elevation to establish a six-inch-thick protection layer above the culturally affected soil layer, below which soil excavation or penetration shall not be permitted.
- Tree root balls from trees removed within the Core boundary that have roots extending within an area 24 inches from the culturally affected soil layer shall be left in place. Stumps may be ground flat with the existing grade.
- Clearing of surface vegetation within the Core boundary shall be performed through hand grubbing.
- Ground surface preparation prior to fill placement within the Core boundary shall use relatively light equipment (3,000 to 5,000 pounds), such as a walk-behind roller, to densify the six-inch-thick protection material. The use of relatively light equipment reduces potential for densification below the buffer zone.
- A layer of geogrid reinforcement shall be placed over the prepared ground surface within the Core boundary. Geogrid shall consist of a triaxial grid (e.g., TX140 or approved equivalent). A second layer of geogrid shall be placed to reinforce the engineered fill approximately 24 inches above the base geogrid layer. Geogrid shall be installed in accordance with the manufacturer's specifications. After placement of the geogrid, there shall be no soil disturbance in the Core below the top layer of geogrid.
- Once the six-inch-thick protection layer has been prepared and the base reinforcement grid placed within the Core boundary, engineered fill may be placed in eight-inch lifts and compacted using a single-drum ride-on sheepsfoot roller. The roller shall not be parked or left stationary on the Core overnight. If yielding subgrade is encountered in the base protection layer, the geotechnical consultant may recommend placement of additional layers of reinforcement within the engineered fill. This determination will be based on field observations during preparation of the ground surface.

  To protect the culturally affected soil in the Core, construction and other transitory vehicle traffic (with the exception of the equipment necessary to place and compact the engineered fill) shall not be permitted over the Core until after engineered fill placement is complete to provide a buffer between mound material and concentrated vehicle loads. Once fill placement is complete, the culturally affected soil will be protected, but construction vehicles and construction equipment directly on the Core nonetheless shall continue to be limited to the minimum number necessary to complete construction of the Proposed Project. Vehicles shall not be left stationary or parked on the Core overnight. The contractor shall ensure that vehicles and equipment will not leak fuel or other liquids when operating on the Core. Leaking vehicles and equipment shall be promptly removed from the Core area and repaired before use is resumed on the Core.

Temporary Construction Loading at Core

The following measures shall be implemented within the Core during scaffold erection to reduce potential impacts on subsurface cultural materials:

- Scaffolds placed on the Core shall be installed no earlier than three months after the engineered fill placement related to sea-level rise.
- Scaffolds shall use 16-foot square bases on top of the engineered fill cap. Minor leveling of the fill cap shall be allowed at each scaffold installation, but excavation or other penetrations into the fill surface shall not be permitted except for equipment or the temporary auxiliary structures needed to install the atrium frame and associated glass. There shall be no soil disturbance in the Core below the top layer of geogrid.
- Scaffolds shall be removed promptly after installation and inspection of the framework and glass within the atrium to remove pressure from the engineered fill over the Core.

Post-Construction Preservation in Place at the Core

- Post-construction, there shall be no soil disturbance in the Core below the top layer of geogrid. Any surface structural elements, irrigation, utilities, and infrastructure shall be located only upon/within the engineered fill and shall not penetrate the top layer of geogrid.
- Comply with Mitigation Measure TCR-1.3, *Post-Construction Preservation in Place*.

Measures for the Perimeter

The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the Perimeter Area as follows:

- The Project Sponsor shall install a culturally sterile engineered cap of four to seven feet to cover the cultural deposits within the Perimeter.
- Excavation through the cap shall follow the procedures in Mitigation Measure TCR-1.2.
- Tribal monitoring shall be required during all ground disturbing site work in the Perimeter; provided that, once culturally affected soil has been removed, stockpiled, and treated in accordance with the ATMTPP, no additional tribal monitoring of ground disturbance is required in the area where such soil was removed.

Measures for the High Sensitivity Area

The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the High Sensitivity Area as follows:

- For portions of the High Sensitivity Area located within the Core, the Project Sponsor shall comply with the mitigation measures for the Core identified above, including but not limited to the tribal monitoring provisions.

- For portions of the High Sensitivity Area located within the Perimeter, the Project Sponsor shall comply with the mitigation measures for the Perimeter identified above, including but not limited to the tribal monitoring provisions.

Measures for Existing Known Reburials

- Existing known reburials shall be preserved in place.
- Existing known reburials will be protected by a layer of geogrid prior to the placement of engineered fill.
- Tribal monitoring in the vicinity of existing known reburials shall be required in accordance with the ATMTPP.

Project Mitigation Measure TCR-1.2:

The Project Sponsor and archaeological consultant, in consultation with the Consulting Tribes, shall develop an Archaeological and Tribal Cultural Resource Monitoring and Treatment Protocol and Plan ("ATMTPP") to guide archaeological and tribal cultural resource monitoring of ground-disturbing site work and provide for appropriate treatment of any archeological materials and tribal cultural resources exposed during construction, as described below. The ATMTPP will apply to the entire Project Site and all off-site Project improvements. In addition, specific protocols that pertain to the Core, Perimeter, and High Sensitivity Area will be distinguished from general unanticipated discovery response procedures that apply in other areas. Tribal monitoring refers to the controlled observation and regulation of construction operations on or in the vicinity of a known or potentially significant tribal cultural resource to avoid, preserve in place, or mitigate impacts on the resource. The ATMTPP shall be developed in consultation with the Consulting Tribes and submitted to the City for review and approval prior to issuance of the first grading permit and any physical ground disturbing site work being allowed on the Project Site or for off-site Project improvements. The ATMTPP shall include, at a minimum:

- Background information and context data on the Project Site, archeological resources, and tribal cultural resources.
- Tribal monitoring requirements, including worker awareness training as specified below; a discussion of specific locations and the intensity of the monitoring effort for areas with potential for the discovery of archeological and tribal cultural materials; and anticipated personnel, including retention of California Native American tribal representative(s) from Consulting Tribes.
- A requirement that tribal monitors from each Consulting Tribe be afforded the opportunity to be present at each location of ground disturbing site work that requires tribal monitoring pursuant to the Project mitigation measures and the ATMTPP, for the duration of such work, unless a Consulting Tribe agrees in writing that tribal monitoring is not needed by that tribe in that instance, or unless a Consulting Tribe fails to provide a monitor at the scheduled time, provided that adequate notice of the schedule was provided and documented.

- Specific parameters for tribal monitoring, including the number of monitors from each Consulting Tribe based on number of simultaneous excavation locations, activities subject to monitoring (consisting of all excavations associated with soil remediation, removal of below grade utilities, and initial mass grading at the main Project Site and all ground disturbing activities within the Core), and activities not subject to monitoring (including all grading outside the Core subsequent to initial mass grading in areas that have been monitored by the Consulting Tribes and found to no longer contain tribal cultural resources, all foundation and building demolition, and all above ground or vertical build construction).
- Identification of a tribal monitoring coordinator, whose responsibility is to ensure that communication between the construction team and monitors is clear, that schedules for monitoring are conveyed, and that monitoring tribes have a single point of contact, prior to the commencement of ground disturbing activities.
- Protocols for discoveries during construction, consistent with modified ConnectMenlo Mitigation Measure CULT-2a (see Section 3.8, Cultural Resources), including a requirement that any DPR forms required pursuant to ConnectMenlo Mitigation Measure CULT-2a to be submitted to the Northwest Information Center to document a find of TCR, cultural resources, historical resources, or archaeological resources shall be completed and submitted no later than 120 days after completion of the Project.
- Prehistoric era research design, including sampling level, study method documentation, and provisions, such as staffing and scheduling, for bringing the proposed research to fruition.
- Detailed procedures regarding how to address significant discoveries made during construction, including a discussion of field and artifact analysis methods to be used.
- Treatment of Native American human remains consistent with state law and recommendations of the NAHC-appointed Most Likely Descendant ("MLD") and Modified ConnectMenlo Mitigation Measure CULT-4.
- Laboratory methods, including artifact cataloging and special analyses.
- Thresholds for decision making if there is a conflict among tribal or archeological monitors regarding the identification or treatment of TCRs. Specifically, if there is a conflict between the archeological monitor and the tribal monitors, deference shall be given to the preferences of the tribal monitors, subject to applicable law in the event of the discovery of Native American human remains, provided that those preferences do not require Project redesign or result in unreasonable construction delay. If there is a conflict among the tribal monitors, the soil containing the potential TCR will be evaluated in accordance with applicable law and, if appropriate, shall be stockpiled in accordance with the soil protocol in the ATMTPP while the disagreement is being resolved.
- Provisions for reporting (e.g., Tribal Monitoring Closure Report) and artifact treatment in consultation with the Consulting Tribes in the event of significant finds.

- Pre-designated confidential reburial area(s) that will serve to reinter any Native American human remains encountered during construction (excluding existing, known reburial sites, which shall be preserved in place pursuant to Mitigation Measure TCR-1.1) with appropriate level of privacy for visitation by the Consulting Tribes, in an area not open to the public.
- Treatment protocols that detail the appropriate procedures, methods, and reports to be completed if significant archaeological or tribal cultural materials, including Native American burials, are encountered. The archeological significance of a resource shall not be determinative of whether the resource is a TCR, the level of impact to a TCR, or the significance of a TCR.
- Soil treatment protocols that preserve cultural soil onsite where feasible, including:
    - Subject to the requirements of DTSC or other agencies with jurisdiction and the reasonable preferences of the MLD in accordance with applicable law, prohibiting the removal of cultural soil from the main Project site. The determination of which soils are cultural soils shall be made by the tribal monitors.
    - Requiring only clean, engineered fill to be used on the main Project site. Under no circumstances should soil from another culturally significant area be used on this Project site.
    - The tribal monitors shall have the right to request that any cultural soils excavated from native soil on the main Project site be relocated to an area on the main Project site located away from the construction zone, where the tribal monitors shall be given the opportunity during active construction work hours to sift the cultural soil to identify and remove any tribal cultural items and Native American human remains, which tribal cultural items and Native American human remains shall be treated in accordance with the ATMTPP. Any tribal cultural resources obtained from sifting shall be reburied in the reburial area, subject to the reasonable preferences of the MLD in accordance with Public Resources Code Section 5097.98 and other applicable law. Any tribal monitors performing this work (1) must have the requisite training or experience to do so, including training or experience with regard to work in environmentally impacted soil (which shall include at a minimum HAZWOPR certification), and (2) shall be paid at the rate specified for this work in the applicable Tribal Monitoring Agreement. Following sifting and removal of TCRs, the soil can be reused at the same or a different location within the main Project Site.
- Specifications for archeological and tribal cultural resources sensitivity training for construction workers and superintendents that meet the following standards:
    - Occurs prior to the start of any ground-disturbing activity or site work on the Project Site or for off-site improvements.
    - Training shall be required for all construction personnel participating in ground-disturbing construction to alert them to the archaeological and tribal cultural

sensitivity of the area and provide protocols to follow in the event of a discovery of archaeological materials or tribal cultural resources. Training shall be provided en masse to such personnel at the start of construction of the Project, and training shall be repeated when new personnel participating in ground-disturbing site work start work.

  - Includes, for job site posting, a document ("ALERT SHEET") that summarizes the potential finds that could be exposed, the protocols to be followed, and the points of contact to alert in the event of a discovery that is presented as part of the training.
  - Requires the contractor to ensure that all workers requiring training are in attendance.
  - Requires training for all contractors and sub-contractors that is documented for each permit and/or phase of a permit that requires ground-disturbing activities onsite.
  - For work in the Core and the existing known reburial area, additional worker training shall also be required for workers who will work on the surface or who will drive directly over the Core or work in the existing known reburial area.

- Work plan for the use of ground penetrating radar (GPR) and forensic canine detection (FCD) that meets the following standards:
  - Upon conclusion of building demolition and the removal of surface improvements within the Perimeter, the Project Sponsor shall retain a qualified team of FCD survey providers and a GPR operator to perform a survey of the Perimeter before grading, trenching, or other earthwork commences.
  - A minimum of seven calendar days prior to the FCD or GPR survey, the Project Sponsor or their designee shall notify the Consulting Tribes of the schedule to afford sufficient time to be present during the survey. Should the Consulting Tribe(s) choose not to attend, the FCD or GPR survey may continue as scheduled. Where the FCD or GPR survey will occur within 100 feet of known burials or reburials (which know reburials shall remain in place in accordance with Mitigation Measure TCR-1.1), use of the FCD or GPR and presence of tribal monitors shall be dictated by the MLD for those prior discoveries.
  - The results of the FCD and GPR surveys shall be provided to the Consulting Tribes within fourteen calendar days after completion of the survey reports. Measures to protect TCRs identified as a result of the surveys shall be implemented in accordance with the Project mitigation measures and ATMTPP.
  - In the event of the discovery of Native American human remains other than known reburials, the procedures in Modified ConnectMenlo Mitigation Measure CULT-4 will apply.

- Procedures for the event of an inadvertent discovery during construction, which require the archaeological and tribal monitors to review, identify, and evaluate TCRs to determine if a discovery is a historical resource and/or unique archaeological resource, or a TCR, under CEQA. These procedures shall include, at a minimum:
    - Criteria for identifying cultural soils.
    - Impose a stop work radius of 100 feet around the discovery; work can continue outside of the stop-work radius while the discovery is being addressed. If the archaeological and tribal monitors agree that the find does not constitute a TCR, work can resume immediately, and no notifications are required.
    - Notify the City, Consulting Tribes, and Project Sponsor within 24 hours of the discovery.
    - Complete a discovery form to document the location, nature, and condition of the discovery.
    - Consult on the discovery to determine appropriate treatment, which may include any combination of avoidance, preservation in place, rapid recovery and reburial, and/or documentation. In no circumstance other than the express written recommendation of the MLD shall Native American human remains be removed from the Project site. Curation and data recovery shall not be allowed, unless curation or data recovery is (i) in compliance with the recommendation of the MLD for Native American human remains in accordance with Public Resources Code Section 5097.98 and other applicable law or, (ii) agreed upon by the tribal monitors per the protocols in the ATMTPP for TCRs that are not Native American human remains.

Project Mitigation Measure TCR-1.3:

Prior to the issuance of the first certificate of occupancy for any occupied building within the Campus District, the Project Sponsor shall record deed restrictions over the Core, confidential locations of existing known reburials, and the pre-designated reburial area ("Project Reburial Area") to restrict development or other activities identified in the deed restrictions that would disturb TCRs or Native American human remains in the future. The area included in the deed restrictions shall be described by a licensed surveyor prior to recording. Because archaeological and tribal cultural resource site locations are restricted from public distribution, the deed restrictions shall cite an "environmentally sensitive area." A copy of the recorded deed restrictions that include the Core and any pre-designated reburial site shall be provided to the City for retention in a confidential project file. A copy of the deed restrictions shall be provided to the Northwest Information Center of the California Historical Resources Information System.

The restriction on the deed for the Core and Project Reburial Area shall prohibit the following activities directly on the Core or Project Reburial Area (excluding activities in cantilevered or spanned structural elements) after completion of construction of the Proposed Project, subject to applicable building code and life safety access requirements and necessary facilities maintenance, service, and repairs:

- Active recreational activities and structures, including, but not limited to, sports, field games, running, biking, and play equipment.
- Domesticated animals other than security/service animals.
- Vehicles.
- Surface penetrations below the upper geogrid.
- Altering the surface or general topography of the Core or Project Reburial Area except for maintenance of the engineered soil cap, landscaping, facilities, circulation, and utilities included within the cap.
- In the unlikely event that any activity needs to occur below the area of the upper geogrid in the event of an emergency, the Consulting Tribes will be immediately notified and given a reasonable opportunity (consistent with the nature of the emergency) to have a tribal monitor present.

Project Mitigation Measure TCR-1.4:

Within 30 days after the recording of the deed restrictions over the dedicated reburial area(s), the Project Proponent shall extend a written offer to the Consulting Tribes to execute a tribal access agreement to allow for permitted access to the Project Reburial Area for the purposes of tribal visitation, subject to the parameters below. The Project Proponent shall provide a copy of the offer letter and if accepted by the Consulting Tribe(s), the executed agreement(s), to the City for retention in a confidential Project file. This mitigation measures shall be considered satisfied upon delivery of the offer letter to the Consulting Tribes, even if the Consulting Tribe(s) declined to enter into the agreement. The owners' association shall manage the Project Reburial Area in accordance with the terms and conditions of the deed restrictions, access agreements, Project mitigation measures, and Project conditions of approval, subject to applicable building code and life safety access requirements and necessary facilities maintenance, service, and repairs.

Access to the reburial area established for the Project will be controlled. The following conditions apply:

- Access to the Project Reburial Area will be available following completion of construction of the Proposed Project, including the Project Reburial Area, subject to notification and access requirements to be specified in an access agreement.
- Visitation shall comply with all rules applicable to publicly accessible open space within the Proposed Project except as otherwise specified in an access agreement.
- Visitation shall not obstruct or otherwise interfere with the passage of vehicles or the operation of the facility.
- Parking shall be limited to public parking spaces.
- Visitation shall not include activities or uses that conflict with the deed restriction or reasonable preferences of the Most Likely Descendent; provided that the Project

Proponent shall work in good faith to ensure that all Consulting Tribes are provided access to the Project Reburial Area in accordance with the terms of the access agreement.

- Visitation shall not present a risk to human life or safety.
- Visitation shall not include abandonment of materials or objects other than ceremonial, religious, or funerary offerings specified in an access agreement.
- Visitation shall be subject to restriction as necessary to respond to any security threat, pandemic or similar health risk, or emergency condition. Visitation shall not be unreasonably restricted.

Modified ConnectMenlo Mitigation Measure CULT-4: Procedures of conduct following the discovery of human remains citywide have been mandated by Health and Safety Code Section 7050.5, Public Resources Code Section 5097.98, and the California Code of Regulations Section 15064.5(e) (CEQA). According to the provisions in CEQA, if human remains are encountered at the site, all work in the immediate vicinity of the discovery shall cease and necessary steps to ensure the integrity of the immediate area shall be taken. The San Mateo County Coroner shall be notified immediately. The coroner shall then determine whether the remains are Native American. If the coroner determines the remains are Native American, the coroner shall notify the NAHC within 24 hours, which will, in turn, notify the person the NAHC identifies as the Most Likely Descendant (MLD) in connection with any human remains. Further actions shall be determined, in part, by the desires of the MLD. The Project Sponsor, the Project archaeologist, and the MLD shall make all reasonable efforts to develop an agreement for the treatment, with appropriate dignity, of human remains and associated or unassociated funerary objects, including those associated with known and unknown Native American burial locations (CEQA Guidelines Section 15064.5[d]). The agreement should address appropriate actions for when remains are discovered, including excavation, removal, recordation, analysis, custodianship, and final disposition of the remains and associated or unassociated funerary objects. The MLD will have 48 hours to make recommendations regarding the disposition of the remains following notification from the NAHC of the discovery. If the MLD does not make recommendations within 48 hours, or the owner does not accept the recommendation of the MLD in accordance with Public Resources Code 5097.98(e), the owner shall, with appropriate dignity, reinter the remains in an area of the property secure from further disturbance. Alternatively, if the owner does not accept the MLD's recommendations, the owner or the descendent may request mediation by the NAHC.

Finding: Implementation of Project Mitigation Measures TCR-1.1, TCR-1.2, TCR-1.3, and TCR-1.4 as well as Modified ConnectMenlo Mitigation Measures CULT-2a and CULT-4, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to tribal cultural resources were analyzed in the ConnectMenlo EIR as Impact CULT-5. The ConnectMenlo EIR found that compliance with existing federal, state, and local laws and regulations, as well as General Plan goals and policies listed under Impact CULT-2, would protect tribal cultural resources by providing for the early

detection of potential conflicts between development and resource protection and by preventing or minimizing the material impairment of the ability of archeological deposits to convey their significance through excavation or preservation. The ConnectMenlo EIR further found that implementation of ConnectMenlo Mitigation Measures CULT-2a, CULT-2b, and CULT-4 would reduce any impacts to tribal cultural resources in the City as a result of future development under buildout of the General Plan to a less-than-significant level.

The Proposed Project would avoid and minimize known archaeological expressions of the Hiller Mound, a tribal cultural resource, through a combination of avoidance through design strategies, preservation in place, capping to protect the resource, planning greenspace to incorporate the resource with culturally appropriate protection and management criteria, and specifications of the contractor's means and methods. Collectively, these Proposed Project features and measures would be consistent with the appropriate treatment measures established by CEQA Sections 20183.2 and 21084.3. Nonetheless, given the relatively shallow depth of the archaeological deposits associated with the Hiller Mound, as well as the dispersal of deposits from past disturbance associated with natural drainage, agriculture, and construction, the Proposed Project could encounter culturally affected soil in the Hiller Mound during construction activities, such as grading, demolition, construction of underground improvements, and placement of construction equipment. Project-related ground disturbance would have the potential to disturb both known and as-yet undocumented cultural deposits associated with the tribal cultural resource.

Pursuant to ConnectMenlo Mitigation Measure CULT-2b, which requires the City to request tribal consultation for projects that involve General Plan amendments and land use policy changes, AB 52, and SB 18, the City contacted the Native American Heritage Commission for a list of tribes to be contacted about the Proposed Project and sent the required requests for consultation. In its consultation with the City, the Tamien Nation has asserted that the entire site of Hiller Mound is a tribal cultural resource and sacred site that the Tamien Nation uses to this day, even though legal access does not currently extend to tribal members. The Tamien Nation has stated that building around a sacred site is not avoidance because the use of the site would be impacted, and that construction within a tribal cultural landscape is an impact on a larger county-wide tribal cultural landscape. However, the avoidance and preservation in place of the Core and existing, known reburials, coupled with the modification of construction means and methods in the Hiller Mound, would ensure that tribal cultural resources, if encountered, are treated with care and in a culturally appropriate manner. In addition, permanent use restrictions with respect to the Core, existing known reburial area, and future reburial area, and access agreement with respect to the future reburial area, would preserve and protect the tribal cultural resource.

The Proposed Project would implement ConnectMenlo Modified Mitigation Measures CULT-2a and CULT-4 if potentially significant subsurface cultural resources or human remains are encountered during ground-disturbing activities. In addition to these mitigation measures, the Project Sponsor would implement Project Mitigation Measures TCR-1.1 through -1.4. These measures require preservation in place of known tribal cultural resources (the Core and existing reburials), worker training prior to construction to allow early identification of discoveries, and tribal monitoring, thereby reducing impacts on tribal cultural resources. These mitigation

measures also require consultation on the appropriate response when a tribal cultural resource is encountered. Implementation of these enforceable mitigation measures is sufficient to reduce impacts to tribal cultural resources to less than significant with mitigation.

BB. Impact TCR-2: The Proposed Project could disturb human remains, including those interred outside of dedicated cemeteries.

Modified ConnectMenlo Mitigation Measure CULT-4: Implement Modified ConnectMenlo Mitigation Measure CULT-4, above.

Project Mitigation Measure TCR-1.1: Implement Project Mitigation Measure TCR-1.1, above.

Project Mitigation Measure TCR-1.2: Implement Project Mitigation Measure TCR-1.2, above.

Project Mitigation Measure TCR-2.1:

The locations of known previous reburials of Native American human remains shall be restricted from future ground disturbance, as required by Project Mitigation Measure TCR-1.3.

Finding: Implementation of Project Mitigation Measures TCR-1.1, TCR-1.2, and TCR-2.1 as well as Modified ConnectMenlo Mitigation Measure CULT-4, which are hereby adopted and incorporated into the Proposed Project, would reduce the impacts to a less-than-significant level. (CEQA Guidelines Section 15091(a)(1).)

Facts in Support of Finding: Impacts related to tribal cultural resources were analyzed in the ConnectMenlo EIR as Impact CULT-5. The ConnectMenlo EIR found that compliance with existing federal, state, and local laws and regulations, as well as General Plan goals and policies listed under Impact CULT-2, would protect tribal cultural resources by providing for the early detection of potential conflicts between development and resource protection and by preventing or minimizing the material impairment of the ability of archeological deposits to convey their significance through excavation or preservation. The ConnectMenlo EIR further found that implementation of ConnectMenlo Mitigation Measures CULT-2a, CULT-2b, and CULT-4 would reduce any impacts to tribal cultural resources in the City as a result of future development under buildout of the General Plan to a less-than-significant level.

Here, Native American human remains could be exposed and disturbed during ground-disturbing activities at the Project Site. A tribal cultural resource was identified within the main Project Site. This resource has the potential to contain human remains interred outside of dedicated cemeteries. Excavation activities associated with the Proposed Project would not affect any known reburial locations; however, previously undocumented Native American burials could be affected by ground-disturbing construction due to their location within areas proposed for subsurface improvements. This impact would be potentially significant. The City implemented ConnectMenlo Mitigation Measure CULT-2b when it sent consultation requests to tribes asking to be notified about projects in the area of the Proposed Project. The Proposed Project would implement ConnectMenlo Mitigation Measure CULT-4, as modified, based on the Project's cultural resources assessment report, if human remains are encountered at the Project Site during ground-disturbing activities. The Project Sponsor would also implement Project Mitigation Measures TCR-1.1 and -1.2 within the main Project Site, given the presence of CA-SMA-160/H.

Project Mitigation Measures TCR-1.1 and -1.2 include measures to avoid or mitigate ground-disturbing excavation near CA-SMA-160/H, to the extent feasible, and preparation of a monitoring and treatment plan that details the appropriate procedure if remains are encountered. Project Mitigation Measure TCR-2.1 requires avoidance and preservation in place of existing known reburials. Therefore, the Project's impact on human remains would be less than significant with mitigation.

IX. FINDINGS REGARDING VARIANTS TO THE PROPOSED PROJECT

The Draft EIR included an environmental analysis of certain "variants" to the Proposed Project in Chapter 5 of the Project EIR, the analysis is hereby incorporated. Variants are variations of the Proposed Project at the Project Site, with the same objectives, background, and development controls but with a specific variation. With the exception of the Increased Residential Density Variant (which was studied for policy purposes in the event the City desires to consider it), the variants are slightly different versions of the Proposed Project that could occur, based on the action or inaction of agencies other than the City, property owners outside the Project Site, or an applicant's decision not to build certain components (e.g., the Willow Road Tunnel). Because the variants could increase or reduce environmental impacts, the Draft EIR described and analyzed associated environmental impacts for the following four variants to the Proposed Project:

- **Variant 1: No Willow Road Tunnel Variant**. This variant considers a scenario where the Willow Road Tunnel would not be constructed as part of the Proposed Project and Meta trams would continue to use the public street network, Bayfront Expressway, and Willow Road to access the proposed Campus District. Without the Willow Road Tunnel, cyclists and pedestrians traveling between the main Project Site and the West/East Campus would need to use at-grade crossings. All other development components of the Proposed Project would continue to be proposed under this variant. This variant was analyzed to disclose environmental impacts that would occur if agencies other than the City with jurisdiction over the Willow Road Tunnel do not approve the Willow Road Tunnel or if the applicant elects not to build it. In addition, because this option would avoid significant noise impacts associated with constructing the Willow Road Tunnel, this option was included as an alternative to the Project that could be selected by the City Council; thus, it is fully analyzed in Chapter 6, Alternatives, of the Draft EIR.
- **Variant 2: Increased Residential Density Variant.** This variant would increase the number of residential dwelling units by approximately 200, for a total of 1,930 residential units at the main Project Site. All other components of the Proposed Project would remain. This variant was analyzed to disclose environmental impacts that would occur in the event that the City Council desires to increase the number of residential units under the Proposed Project.
- **Variant 3: No Hamilton Avenue Realignment Variant.** This variant would alter the proposed circulation network east of Willow Road to accommodate retaining the Willow Road/Hamilton Avenue intersection in its current alignment. The overall development program for the Proposed Project would remain unchanged. This variant was analyzed to

disclose environmental impacts that would occur if affected property owners and/or agencies other than the City with jurisdiction over the Hamilton Avenue Realignment do not approve the Hamilton Avenue Realignment.

- **Variant 4: Onsite Recycled Water Variant.** This variant would provide recycled water to the main Project Site through onsite treatment of wastewater. The onsite treatment and production of recycled water would involve capturing wastewater, including blackwater (e.g., water from toilet flushing, food preparation drains), from all proposed buildings. All other proposed features of the Project would remain the same. This variant was analyzed to disclose environmental impacts that would occur if the West Bay Sanitary District does not construct its project to provide recycled water to the main Project Site in time to serve the Proposed Project and the applicant instead constructs onsite treatment facilities.

Overall, these variants would modify limited "features" or aspects of the Proposed Project. By contrast, the various "alternatives" to the Proposed Project (as described and analyzed in Chapter 6 of the Draft EIR) were designed to meet the requirements of CEQA Guidelines Section 15162.6. As required by CEQA, alternatives must meet most of the basic Project objectives and avoid or lessen one or more of the significant environmental impacts of the Proposed Project. The proposed variants would not change the basic characteristics of the Proposed Project. Rather, each variant would change the design of the Project in a discrete way. Each variant was analyzed at the same level of detail as the Proposed Project, as warranted, and is available for selection by the Project Sponsor and decision-makers as part of an approval action.

The Project EIR's analysis considered the environmental impacts associated with each variant in Chapter 5, Variants. For some environmental topics, the impacts under a specific variant would be the same as those of the Proposed Project. For those topics, further analysis was not needed. In some cases, the impacts under a particular variant would differ from the impacts identified for the Proposed Project in Chapter 3, Environmental Impact Analysis, of the Project EIR. The differences between the Proposed Project and the variants were analyzed quantitatively in the Project EIR. Unless otherwise stated, all mitigation measures required to reduce impacts associated with the Proposed Project also would be applicable to each of the variants.

As described in Chapter 5 of the Draft Project EIR, the No Willow Road Tunnel Variant, the Increased Residential Density Variant, the No Hamilton Avenue Realignment Variant, and the Onsite Recycled Water Variant all would remain within the overall scope of impacts as evaluated for the Proposed Project and would not result in any new significant impacts. All impacts identified above as being significant and unavoidable would remain significant and unavoidable under each of the No Willow Road Tunnel Variant, the Increased Residential Density Variant, the No Hamilton Avenue Realignment Variant, and the Onsite Recycled Water Variant, even with implementation of all feasible mitigation, and the same findings set forth apply. Likewise, significant impacts identified above as being reduced to less-than-significant levels with implementation of mitigation also would remain the same for each of the No Willow Road Tunnel Variant, the Increased Residential Density Variant, the No Hamilton Avenue Realignment Variant, and the Onsite Recycled Water Variant, and the same findings set forth

above apply. No additional mitigation measures were identified or otherwise are required for the No Willow Road Tunnel Variant, the Increased Residential Density Variant, the No Hamilton Avenue Realignment Variant, or the Onsite Recycled Water Variant. The City's CEQA findings as set forth above, therefore, likewise apply to the No Willow Road Tunnel Variant, the Increased Residential Density Variant, the No Hamilton Avenue Realignment Variant, and the Onsite Recycled Water Variant, and the City thus can authorize these variants based on the same above findings for the Proposed Project.

X. FINDINGS REGARDING ALTERNATIVES TO THE PROPOSED PROJECT

As required under CEQA, the Project EIR analyzed a reasonable range of alternatives to the Proposed Project and evaluated the environmental impacts and feasibility of each alternative, as well as the ability of the alternatives to meet Project objectives. The Proposed Project objectives are listed in Chapter 2 (Project Description) of the Draft Project EIR; the potentially significant environmental effects of the Proposed Project, including feasible mitigation measures identified to avoid significant environmental impacts, are analyzed in Chapter 3 (Environmental Impact Analysis) of the Draft Project EIR, as further reflected in Chapter 5 (Variants); the alternatives are described in detail in Chapter 6 (Alternatives Analysis) of the Draft Project EIR.

Brief summaries of the alternatives are provided below. The findings in this section are based on the Project EIR, the discussion and analysis of which is hereby incorporated in full by this reference. The reasons stated in the EIR for rejecting certain alternatives likewise are hereby adopted and incorporated herein by reference. Each individual reason constitutes a separate and independent basis to reject the alternative and, when the reasons are viewed collectively, provide an overall basis for rejecting the alternative.

A. The No Project Alternative

CEQA requires evaluation of the "no project" alternative. Under the No Project Alternative, no additional construction would occur at the Project Site. The existing buildings and landscaping on the Project Site would not be demolished and would instead remain in place and be used and maintained the same as current site conditions. The Project Sponsor would not construct the new buildings, establish open space area, provide community amenities, or install infrastructure. There would be no realignment of Hamilton Avenue at Willow Road and no additional streets within the Project Site. None of the Project variants would be implemented.

Compared to the Proposed Project, the No Project Alternative would result in fewer environmental impacts. As discussed in the EIR, however, the No Project Alternative would not satisfy the basic project objectives, including the underlying purpose of the Proposed Project and the objectives identified by the Project Sponsor. The current uses on the Project Site include offices, offices/labs, warehouses, warehouses/offices, retail, and a service station. The No Project Alternative would preserve these uses and not meet any objectives related to creating a mixed-use community or residential uses. The No Project Alternative also would not be required to have a TDM program or provide the bicycle and pedestrian friendly environment that enhances the Project Site's connectivity to surrounding areas. No changes to land use would occur and existing space would remain the same, not meeting several objectives related to design and use

of buildings and the land. Development would not respond to market demands. Accordingly, for the foregoing reasons, the No Project Alternative is hereby rejected as infeasible.

B. No Willow Road Tunnel Alternative

The No Willow Road Tunnel Alternative would consist of the Proposed Project but without the Willow Road Tunnel. The trams would use the public street network, Bayfront Expressway, and Willow Road to access the proposed Campus District. Historically, three tram routes have served the Willow Village campus. Without the Willow Road Tunnel, the trams would continue to operate as they do under baseline conditions. Most pedestrians and bicyclists accessing the Willow Village Campus District would use the on-street bike lanes and sidewalk improvements to move along the Willow Road corridor and would cross at the Willow Road and Main Street/Hamilton Avenue intersection. Pedestrians and bicyclists desiring to access the Bay Trail or the other Meta campuses would use (i) the bike/pedestrian trail within the City public utility easement located adjacent to and immediately west of Willow Road or (ii) the Elevated Park. Pedestrians and bicyclists would access the Elevated Park using publicly accessible stairs and elevators located within or adjacent to Hamilton Avenue Parcel North and within Town Square.

Compared to the Proposed Project, the No Willow Road Tunnel Alternative would result in reduced impacts related to aesthetics (Impacts AES-3 and C-AES-1), air quality (Impact AQ-1, AQ-2, and C-AQ-1), energy (Impact C-EN-1), greenhouse gas emissions (Impact GHG-1a), noise (Impact NOI-1, NOI-2, and C-NOI-1), cultural resources (Impact CR-1, CR-2, CR-3, and C-CR-1), biological resources (Impact BIO-1), geology and soils (Impact GS-2, GS-5, and C-GS-1), hydrology and water quality (Impact HY-1, HY-5, and C-HY-1), hazards and hazardous materials (Impact HAZ-1, HAZ-2, HAZ-3, and C-HAZ-1), and tribal cultural resources (Impact TCR-2 and C-TCR-1). However, while impacts related to air quality (Impact AQ-1, AQ-2, and C-AQ-1) and noise (Impact NOI-1, NOI-2, and C-NOI-1) would be slightly reduced because there would be less overall construction under the No Willow Road Tunnel Alternative, these impacts would still remain significant and unavoidable under this alternative. Thus, this alternative would not appreciably reduce any significant and unavoidable impact of the Proposed Project.

Overall, the No Willow Road Tunnel Alternative would meet many of the Project objectives. It would still, for example, contain the land uses proposed under the Proposed Project. Thus, it would meet objectives related to creating a mixed-use community and residential uses and other specified building and land uses. For the objective that contains new bicycle and pedestrian connections, the No Willow Road Tunnel Alternative also would meet this objective, albeit to a lesser degree than the Proposed Project because the Willow Road Tunnel would provide a pedestrian and bicycle connection. Similar to the Project, the alternative also would generate revenue for the City and other public entities. Because the No Willow Road Tunnel Alternative would not reduce avoid or substantially lessen any of the Proposed Project's significant and unavoidable environmental impacts, however, it is hereby rejected as an alternative, although it may still be authorized by the City as a permissible variant to the Proposed Project. As stated in the EIR, the No Willow Road Tunnel Alternative also is considered a variant to the Proposed Project. The City Council could choose to select the No Willow Road Tunnel Alternative to

reduce construction noise impacts, and the Willow Road Tunnel would thus not proceed. If the City Council does not select the No Willow Road Tunnel Alternative, then the No Willow Road Tunnel Variant could be approved as part of the Project with the potential that Caltrans does not provide the requisite right of way for the Willow Road Tunnel.

C. Base Level Development Alternative

The Base Level Development Alternative would consist of the Proposed Project but developed to be consistent with the "base-level" development standards in the R-MU and O zoning districts. The base-level development standards for the R-MU district allow for a maximum density of up to 30 dwelling units per acre (du/acre) and a maximum height of up to 40 feet. For the O zoning district, the base-level development standards allow for a floor area ratio (FAR) of 0.45 (plus 10 percent for non-office commercial uses and 175 percent for hotels) and a maximum height of 35 feet (110 feet for hotels). The Proposed Project proposes "bonus-level" development in exchange for providing community amenities acceptable to the City Council; the Base Level Development Alternative would not involve this exchange and no community amenities would be provided. Construction also would not be phased.

Compared to the Proposed Project, the Base Level Development Alternative would result in reduced impacts related to aesthetics (Impact AES-1, AES-3, and C-AES-1), air quality (Impact AQ-1, AQ-2, C-AQ-1), energy (Impact EN-1, C-EN-1), greenhouse gas emissions (Impact GHG-1a, GHG-1b), noise (Impact NOI-1, C-NOI-1), cultural resources (Impact CR-1, CR-2, CR-3, and C-CR-1), biological resources (Impact BIO-1, BIO-5, BIO-6), geology and soils (Impact GS-5, C-GS-1), hydrology and water quality (Impact C-HY-1), hazards and hazardous materials (Impact HAZ-1, HAZ-2, HAZ-3, C-HAZ-1), population and housing (Impact POP-1, C-POP-1), public services (Impact PS-1, PS-2, PS-3, PS-4, PS-5, and C-PS-1), utilities and service systems (Impact UT-1, UT-2, UT-3, UT-4, UT-5, C-UT-1, C-UT-2, C-UT-3, C-UT-4, C-UT-5, C-UT-6), and tribal cultural resources (Impact TCR-2 and C-TCR-1). Impacts related to noise (Impact NOI-1, NOI-2, and C-NOI-1) would remain significant and unavoidable. Project-level and cumulative operational air quality impacts related to ROG emissions (Impact AQ-1, AQ-2, and C-AQ-1), however, would be reduced to a less-than-significant level with mitigation.

The Base Level Development Alternative would not meet many of the Project Objectives to the same degree as the Proposed Project. It would still contain the proposed land uses. Therefore, it would meet objectives related to creating a mixed-use community, residential uses, and other specified building and land uses but to a considerably lesser degree than the Proposed Project because there would be a reduction in office, non-office commercial/retail, and residential square footage and residential density as compared to the Proposed Project. The Base Level Development Alternative could still include a pharmacy (although it would not be a required community amenity); an interconnected office campus; a meeting and collaboration space; and a secure, safe, and private work environment. But because the Base Level Development would result in less office space than currently exists on the Project Site, it is reasonable to conclude that the Project Sponsor likely would not proceed with the Base Level Development Alternative and that this alternative would not provide a mix of uses at densities to achieve a financially feasible project. The Base Level Development Alternative likely would respect the surrounding

community through appropriate building siting, massing, density, and height, but it would not meet the objective to be consistent with the standards prescribed for bonus-level development. Open space would be reduced in the Base Level Development Alternative compared to the Proposed Project, which means the Base Level Development Alternative would meet open space related objectives to a lesser degree than the Proposed Project. The Base Level Alternative also would not generate as much revenue for the City and other public entities in part because it would reduce the level of development and the Zoning Ordinance would not require the Base Level Alternative to provide community amenities. These amenities would provide much needed benefits to the Bayfront area, including grocery store space, two-year grocery store space rent subsidy, pharmacy services, dining options, community entertainment offerings, bank or credit union, elevated park improvements, town square improvements, teacher housing and rent subsidies, excess public open space, open space operations and maintenance, and funding for job training programs. It is important to the City to be able to provide such amenities to its constituents and absent bonus-level development, the City would be unable to require such amenities. The Base Level Development Alternative would not be phased, so it would not meet the objective regarding phasing to meet market demands. Accordingly, for the foregoing reasons, the Base Level Development Alternative is hereby rejected as infeasible.

D. Reduced Intensity Alternative

The Reduced Intensity Alternative would consist of the Proposed Project but developed at a lesser intensity (albeit still at a bonus level of development, unlike the Base Level Development Alternative). Both the total residential and non-residential square footage would be reduced compared to the Proposed Project. Construction of this alternative would be conducted in one phase rather than in the two phases planned for the Proposed Project. The Reduced Intensity Alternative would meet many of the basic Project Objectives, although it may not meet some objectives to the same degree as the Project.

Compared to the Proposed Project, the Reduced Intensity Alternative would result in reduced impacts related to aesthetics (Impact AES-1, AES-3, and C-AES-1), air quality (Impact AQ-1, AQ-2, C-AQ-1), energy (Impact EN-1, C-EN-1), greenhouse gas emissions (Impact GHG-1a, GHG-1b), noise (Impact NOI-1, C-NOI-1), cultural resources (Impact CR-1, CR-2, CR-3, and C-CR-1), biological resources (Impact BIO-1, BIO-5, BIO-6), geology and soils (Impact GS-5, C-GS-1), hydrology and water quality (Impact C-HY-1), hazards and hazardous materials (Impact HAZ-1, HAZ-2, HAZ-3, C-HAZ-1), population and housing (Impact POP-1, C-POP-1), public services (Impact PS-1, PS-2, PS-3, PS-4, PS-5, and C-PS-1), utilities and service systems (Impact UT-1, UT-2, UT-3, UT-4, UT-5, C-UT-1, C-UT-2, C-UT-3, C-UT-4, C-UT-5, C-UT-6), and tribal cultural resources (Impact TCR-2 and C-TCR-1). Impacts related to noise (Impact NOI-1, NOI-2, and C-NOI-1) would remain significant and unavoidable. Project-level and cumulative operational air quality impacts related to ROG emissions (Impact AQ-1, AQ-2, and C-AQ-1), however, would be reduced to a less-than-significant level with mitigation.

The Reduced Intensity Alternative would not meet many of the Project Objectives to the same degree as the Proposed Project. It would still contain the land uses proposed under the Proposed Project. Therefore, it would meet objectives related to creating a mixed-use community,

residential uses, and other specified building and land uses. However, there would be a reduction in office, non-office commercial/retail, and residential square footage and residential density. Due to the lower residential density, the Reduced Intensity Alternative also would provide less affordable housing than the Proposed Project. In addition, the Reduced Intensity Alternative would provide only approximately 225,000 square feet more office than currently existing on the Project Site and may not result in densities that achieve a financially feasible project. The Reduced Intensity Alternative thus would meet objectives related to land use to a considerably lesser degree than the Proposed Project. Community amenities also would be reduced commensurate with the reduction in bonus level development under the Reduced Intensity Alternative. The Reduced Intensity Alternative could still include a pharmacy; an interconnected office campus; a meeting and collaboration space; and a secure, safe, and private work environment. The community amenities provided by the Proposed Project meet important City needs, including the desire for more parks and neighborhood-serving retail and entertainment, and lesser amenities would not aid the City to the same extent. The Reduced Intensity Alternative would meet the objective related to building siting, massing, density, and height because it would be within the standards prescribed for bonus-level development. Open space would be reduced in the Reduced Intensity Alternative compared to the Proposed Project, which means the Reduced Intensity Alternative would meet open space related objectives to a lesser degree than the Proposed Project. The Reduced Intensity Alternative also would not be phased, so it would not meet the objective regarding phasing to meet market demands. Accordingly, for the foregoing reasons, the Reduced Intensity Alternative is hereby rejected as infeasible.

E. Environmentally Superior Alternative

In addition to the discussion and comparison of impacts of the Proposed Project and the alternatives, Section 15126.6 of the CEQA Guidelines requires that an "environmentally superior" alternative be selected and the reasons for such a selection be disclosed. In general, the environmentally superior alternative is the alternative that would be expected to generate the least amount of significant impacts. Identification of the environmentally superior alternative is an informational procedure, and the alternative selected as environmentally superior may not be an alternative that is feasible and substantially lessens the significant environmental effects of the project.

As set forth in the EIR, the No Project Alternative would be the environmentally superior alternative. CEQA Guidelines section 15126.6(e)(2) states that when the no project alternative is identified as the environmentally superior alternative, the EIR must also identify an environmentally superior alternative from among the other alternatives. Selection of an environmentally superior alternative necessitates weighing of numerous environmental considerations. No other alternative is environmentally superior for all resource areas, as shown in Table 6-12 of the Project EIR, and so the City must balance environmental aspects in determining which alternative is the environmentally superior alternative.

Whereas the No Willow Road Tunnel Alternative largely reduces impacts that are temporary as a result of construction and excavation, the Base Level Development Alternative and Reduced Intensity Alternative result in reductions in impacts during both construction and operation.

The No Willow Road Tunnel Alternative reduces noise and vibration impacts during construction, as well as the criteria air pollutant emissions, energy consumption, and greenhouse gas emissions from activities such as heavy equipment operation and excavation. It reduces the potential for damage of cultural resources and reduces hydrology and hazardous materials impacts during construction of the Willow Road Tunnel.

The Base Level Alternative and Reduced Intensity Alternative also reduce construction impacts as does the No Willow Road Tunnel Alternative because the development would have smaller buildings under those alternatives. However, over the long term, these alternatives would reduce impacts associated with operation of the buildings, such as criteria air pollutant emissions, energy consumption, noise, and greenhouse gas emissions.

Menlo Park's 2030 Climate Action Plan (Menlo Park 2021) sets a goal for the City of Menlo Park to reduce its VMT by 25 percent or an amount recommended by the Complete Streets Commission as one of six actions to eventually reach carbon neutrality. This emphasizes the importance of reducing VMT in Menlo Park. A reduction in VMT is also expressed in the objectives of the Proposed Project, through objectives such as to reduce VMT by locating residential, commercial, and office uses adjacent to each other; provide multiple transportation options and a robust TDM to reduce traffic congestion, air quality impacts, and greenhouse impacts; and develop an integrated, highly connected office campus that accommodates anticipated worker space demands and provides flexible workspace at densities that support various transportation options.

Based on the latest citywide travel demand model, the regional average office VMT is 15.9 and the regional average residential VMT is 13.1. Office VMT for the Proposed Project would be 13.6, while residential VMT would be subject to mitigation to meet the significance threshold of 11.2. Mitigation Measure TRA-1 would require that residential land uses on the Project site reduce trips through a TDM Plan achieving a 36 percent trip reduction from gross ITE trip generation rates.

The Proposed Project and all three alternatives would generate similar VMT per capita. However, there would be differences in total VMT. The No Willow Road Tunnel Alternative would generate similar total VMT at the Project Site to the Proposed Project because it would have the same square footage of nonresidential and residential development. The Reduced Intensity Alternative would generate less VMT than the Proposed Project at the Project Site because there would be fewer total residents and employees. The Base Level Development Alternative would generate even less VMT at the Project Site because there would be even fewer total residents and employees. However, the Proposed Project is designed to reduce VMT to below the regional average, such that if office uses and residential uses were developed elsewhere, the VMT reduction benefits at the Project Site would not be realized. The Base Level and Reduced Intensity Alternatives would also reduce VMT to below the regional average. The No Willow Road Tunnel Alternative, with the maximum residential and non-residential buildout at the Project Site among the alternatives, would maximize development and total VMT reduction at the Project Site over the long term while also reducing several construction impacts. However, the No Willow Road Tunnel Alternative would not reduce any of the Proposed

Project's significant and unavoidable impacts to a less-than-significant level. Therefore, the No Willow Road Tunnel Alternative is not the environmentally superior alternative.

None of the other alternatives would reduce the Proposed Project's significant and unavoidable construction noise and vibration impacts to a less-than-significant level. The Base Level Development Alternative and the Reduced Intensity Alternative would reduce the Proposed Project's project-level and cumulative operational air quality impacts related to ROG emissions to a less-than-significant level with mitigation. The Base Level Development Alternative would result in the greatest reduction (19 net lbs/day of ROG compared to 53.6 net lbs/day under the Reduced Intensity Alternative). Therefore, the Base Level Development Alternative is the environmentally superior alternative.

XI. STATEMENT OF OVERRIDING CONSIDERATIONS

As set forth above, the City has found that the Proposed Project will result in project and cumulative significant adverse environmental impacts related to air quality and noise that cannot be avoided following adoption, incorporation into the Project, and implementation of mitigation measures described in the EIR. In addition, there are no feasible project alternatives that would mitigate or avoid all of the Project's significant environmental impacts. Section 15093(b) of the State CEQA Guidelines provides that when the decision of the public agency results in the occurrence of significant impacts that are not avoided or substantially lessened, the agency must state in writing the reasons to support its actions. See also Public Resources Code Section 21081(b). Having balanced the economic, legal, social, technological or other benefits of the Project, including region-wide or statewide environmental benefits, against its significant and unavoidable environmental impacts, the City finds that the Proposed Project's benefits outweigh its unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.

The following statement identifies the reasons why, in the City's judgment, specific benefits of the Proposed Project outweigh the significant and unavoidable effects. The City finds that each of the Proposed Project's benefits discussed below is a separate and independent basis for these findings. The reasons set forth below are based on the Final Project EIR and other information contained in the administrative record for the Proposed Project.

Economic Benefits

1. The Proposed Project would redevelop an underutilized property with a master-planned, mixed-use neighborhood in further of the goals for the Bayfront Area set forth in ConnectMenlo.
2. The Proposed Project would develop an integrated, connected office campus that accommodates anticipated worker space demands and provides flexible workspace at densities that support various transportation options.
3. The Proposed Project would have positive net fiscal impact on the City's annual General Fund operating budget. The Proposed Project also would both generate a net positive fiscal impact for the Menlo Park Fire Protection District, Sequoia Union High School

District, and the Ravenswood City Elementary School District. The Proposed Project also would be required to pay various impact fees to the City and the two school districts.

Environmental Benefits

1. The Proposed Project would reduce vehicle miles traveled by locating residential, commercial, and office uses adjacent to each other.
2. The Proposed Project would provide multiple transportation options and a transportation demand management program to reduce traffic congestion, air quality impacts, and greenhouse gas emissions.
3. The Proposed Project would create a bicycle- and pedestrian-friendly environment that enhances connectivity between the Project Site and surrounding areas with minimal traffic conflicts.
4. The Proposed Project would use sustainable design techniques to promote energy and water efficiency.
5. The Proposed Project would respect the surrounding community through appropriate building siting, massing, density, and height, consistent with the standards prescribed for bonus-level development in the City's General Plan and zoning policies.

Social Benefits

1. The Proposed Project would create a master-planned, mixed-use neighborhood with up to 1,730 residential units, a grocery store/supermarket, neighborhood-serving retail uses, office space, a hotel, new bicycle and pedestrian connections, and open space.
2. The Proposed Project would promote General Plan goals of providing office, R&D, residential, and commercial uses and a hotel in proximity to or integrated with one another.
3. The Proposed Project would provide market rate and below market rate housing, including affordable senior housing, in Menlo Park.
4. The Proposed Project would provide a pharmacy to serve the community within the main Project Site or on Hamilton Avenue Parcel North, as well as other community amenities.
5. The Proposed Project would provide publicly accessible open space in the area.
6. The Proposed Project would foster knowledge, partnerships, and innovation by creating a "meeting and collaboration space" where workers can convene to share ideas and goals, visitors can understand the company's background and products, business partners can learn about technology, and new product demonstrations can occur.
7. The Proposed Project would provide a variety of community benefits, including but not limited to grocery store space, two-year grocer space rent subsidy, pharmacy services, dining options, community entertainment offerings, bank or credit union, elevated park improvements, town square improvements, teacher housing and rent subsidies, excess

public open space, open space operations and maintenance, and funding for job training programs.

XII. ADOPTION OF THE MMRP

The City Council hereby adopts the MMRP attached hereto as Exhibit XX (Staff Report Attachment A3) and incorporated herein by this refe

rence.

XIII. SEVERABILITY

If any term, provision, or portion of these findings or the application of these findings to a particular situation is held by a court to be invalid, void or unenforceable, the remaining provisions of these findings, or their application to other actions related to the Project, shall continue in full force and effect unless amended or modified by the City.

I, _____, City Clerk of Menlo Park, do hereby certify that the above and foregoing City Council Resolution was duly and regularly passed and adopted at the meeting by said Council on the _____ day of _____, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS THEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this _____ day of _____, 2022.

_____

_____
City Clerk

Mitigation Monitoring and Reporting Program

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 Willow Village Master Plan Project (Proposed Project) includes all feasible mitigation measures to reduce the potential environmental effects of the Proposed 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, presented in table format, 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.

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Transportation				
IMPACT BEING ADDRESSED: The Proposed Project would exceed an applicable VMT threshold of significance. The Proposed Project would exceed the applicable VMT threshold of significance for the residential land use and would result in a significant impact. (Impact TRA-2)				
Project Mitigation Measure TRA-2: The residential land use of the Project Site will be required to implement a TDM Plan achieving a 36% reduction from gross ITE trip generation rates (for the Proposed Project, this reduction equals 6,023 daily trips). Should a different number of residential units be built, the total daily trips will be adjusted accordingly. The required residential TDM Plan will include annual monitoring and reporting requirements on the effectiveness of the TDM program. The Project applicant will be required to work with City staff to identify the details of the TDM plan. If the annual monitoring finds that the TDM reduction is not met (i.e. the Proposed Project exceeds 6,023 daily trips from the residential land use), the TDM coordinator will be required to work with City staff to detail next steps to achieve the TDM reduction.	Finalize Transportation Demand Management (TDM) Plan details with the City. Implement TDM Plan during occupancy of the Proposed Project.	Finalization of TDM Plan with City prior to occupancy of the first building Annual monitoring and reporting every year the Project is operational with timing to be determined by the City	Project Sponsor	City of Menlo Park Community Development Department (CDD), Planning Division City of Menlo Park Public Works Department (PW), Transportation Division
IMPACT BEING ADDRESSED: The Proposed Project would substantially increase hazards due to a design feature or incompatible uses. The Proposed Project includes a design feature that could increase hazards and would result in a significant impact. (Impact: TRA-3)				
Project Mitigation Measure TRA-3: Revise the North Garage access design to provide adequate sight distance for the eastern driveway or incorporate other design solutions to reduce hazards to the satisfaction of the Public Works Director. Potential solutions that would reduce hazards to a less than significant level include restricting the eastern driveway to inbound vehicles only or prohibiting exiting left turns, modifying landscaping or relocating the driveway to the west to allow for adequate sight distance for exiting vehicles, or installing an all-way stop or signal.	Revise the North Garage access design for adequate visibility and hazard reduction.	During the building permit and site development review process and prior to issuance of building permits.	Project Sponsor/ Project architect	PW, Transportation Division
***IMPACT BEING ADDRESSED:* Vehicle Miles Traveled. (Impact C-TRA-2)**				
Implement *Mitigation Measure TRA-2* above.	See above.	See above.	See above.	See above.
***IMPACT BEING ADDRESSED:* Hazards or Incompatible Uses. (Impact C-TRA-3)**				

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Implement *Mitigation Measure TRA-3*, above.	See above.	See above.	See above.	See above.
Air Quality				
IMPACT BEING ADDRESSED: Conflict with or Obstruct Implementation of the Applicable Air Quality Plan. The Proposed Project would conflict with or obstruct implementation of the applicable air quality plan. (Impact AQ-1)				
Project Mitigation Measure AQ-1.1: Use Clean Diesel-powered Equipment during Construction to Control Construction-related Emissions. The Project Sponsor shall either: • Ensure all off-road construction equipment with greater than 25 horsepower and operating for more than 20 hours total over the entire duration of construction activities have engines that meet or exceed either EPA or ARB Tier 4 Final off-road emission standards. The exception to this requirement allows a cumulative total of 618,028 horsepower-hours over the duration of construction activities before residents move onsite and 34,716 horsepower-hours over the duration of construction activities after residents move onsite from the operation of off-road construction equipment that meets standards less than Tier 4 Final; or • Prior to issuance of building permits, provide supplemental analysis prepared by a qualified air quality specialist to the City for approval that shows that emissions of ROG and NO_X, the excess lifetime cancer risk, and the $PM_{2.5}$ concentration would not exceed the thresholds from the 2017 BAAQMD CEQA Air Quality Guidelines using the mix of equipment proposed by the applicant.	Use clean diesel-powered equipment during construction or provide supplemental air quality analysis.	Prior to the issuance of building permits During construction (if clean diesel-powered equipment is used)	Project Sponsor	CDD
Project Mitigation Measure AQ-1.2: Architectural Coatings. The Project Sponsor shall use super-compliant architectural coatings during construction and operation for all buildings, which shall have VOC content that meet SCAQMD Rule 1113 Architectural Coatings as revised on February 5, 2016.	Apply architectural coatings to meet South Coast Air Quality	Prior to the issuance of building permits During construction	Project Sponsor	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
	Management District Rule 1113.	Ongoing during operation of Project		
IMPACT BEING ADDRESSED: Cumulatively Considerable Net Increase in Criteria Pollutants. The Proposed Project would result in a cumulative net increase in a criteria pollutant for which the Project region is classified as a nonattainment area under an applicable federal or ambient air quality standard. (Impact AQ-2)				
Implement *Project Mitigation Measures AQ-1.1 and AQ-1.2*	See above	See above	See above	See above
ConnectMenlo Mitigation Measure AQ-2b1: Prior to building permit issuance, the City shall require applicants for all development projects in the city to comply with the current Bay Area Air Quality Management District's (BAAQMD) basic control measures for reducing construction emissions of PM_{10} (Table 8-1, Basic Construction Mitigation Measures Recommended for All Proposed Projects, of the BAAQMD CEQA Guidelines).	Comply with BAAQMD basic control measures.	During the building permit and site development review process, prior to building permit issuance, and during construction	Project Sponsor	CDD
ConnectMenlo Mitigation Measure AQ-2b2: Prior to issuance of a building permit, development projects in the City that are subject to CEQA and exceed the screening sizes in the BAAQMD's CEQA Guidelines shall prepare and submit to the City of Menlo Park a technical assessment evaluating potential project construction-related air quality impacts. The evaluation shall be prepared in conformance with the BAAQMD methodology for assessing air quality impacts. If construction-related criteria air pollutants are determined to have the potential to exceed the BAAQMD thresholds of significance, as identified in the BAAQMD CEQA Guidelines, the project applicant is required to incorporate mitigation measures to reduce air pollutant emissions during construction activities to below these thresholds (e.g., Table 8-2, Additional Construction Mitigation Measures Recommended for projects with Construction Emissions Above the Threshold of the BAAQMD CEQA Guidelines, or applicable construction mitigation measures subsequently	Prepare the construction-related air quality technical assessment.	During the building permit and site development review process and prior to permit issuance	Project Sponsor	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
approved by BAAQMD). These identified measures shall be incorporated into all appropriate construction documents (e.g., construction management plans), subject to the review and approval of the Planning Division prior to building permit issuance. (The AQTR prepared and submitted for the Proposed Project fulfills the air quality technical assessment requirement.)				
IMPACT BEING ADDRESSED: Expose Sensitive Receptors to Substantial Pollutant Concentrations. The Proposed Project would expose sensitive receptors to substantial pollutant concentrations. (Impact AQ-3)				
Implement Project Mitigation Measure AQ-1.1 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2, above.	See above.	See above.	See above.	See above.
IMPACT BEING ADDRESSED: Other Air Emissions. The Proposed Project would result in other emissions (such as those leading to odors) that would adversely affect a substantial number of people. (Impact AQ-4)				
Project Mitigation Measure AQ-4.1: Molecular Neutralizer for Odors. The Project Sponsor and West Bay Sanitary District shall install a molecular neutralizer at the proposed sanitary sewer pump station to convert hydrogen sulfide gas into a biodegradable effluent during sewer pump operations. The molecular neutralizer shall be installed prior to the commencement of sewer pump operations.	Install molecular neutralizer at the proposed sanitary sewer pump station.	During the building permit and site development review process. Install prior to the commencement of sewer pump operations.	Project Sponsor/ West Bay Sanitary District	CDD/PW
IMPACT BEING ADDRESSED: Cumulative Air Quality Impacts. Cumulative development would result in a significant and unavoidable cumulative impact on air quality; thus, the Proposed Project would be a cumulatively considerable contributor to a significant cumulative impact on air quality. (Impact C-AQ-1)				
Implement Project Mitigation Measure AQ-1.1 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2.	See above.	See above.	See above.	See above.
Greenhouse Gas Emissions				
IMPACT BEING ADDRESSED: Generation of GHG Emissions during Construction. Construction of the Proposed Project would not generate GHG emissions that may have a significant impact on the environment. (Impact GHG-1b)				
Implement *Mitigation Measure TRA-2*, above.	See above.	See above.	See above.	See above.

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
IMPACT BEING ADDRESSED: Conflicts with Applicable Plans and Policies. The Proposed Project would conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing emissions of GHGs. (Impact GHG-2)				
Implement *Mitigation Measure TRA-2*, above.	See above.	See above.	See above.	See above.

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Noise				
IMPACT BEING ADDRESSED: Construction Noise. Construction of the Proposed Project would generate a substantial temporary or permanent increase in ambient noise levels in the vicinity of the Project in excess of standards established in a local general plan or noise ordinance or applicable standards of other agencies. (Impact NOI-1a)				
Modified ConnectMenlo Mitigation Measure NOISE-1c. Project applicants for all development projects in the city shall minimize the exposure of nearby properties to excessive noise levels from construction-related activity through CEQA review, conditions of approval and/or enforcement of the City's Noise Ordinance. Prior to issuance of demolition, grading, and/or building permits for development projects, a note shall be provided on development plans indicating that during on-going grading, demolition, and construction, the property owner/developer shall be responsible for requiring contractors to implement the following measures to limit construction-related noise: • All internal combustion engines on construction equipment and trucks are fitted with properly maintained mufflers, air intake silencers, and/or engine shrouds that are no less effective than as originally equipped by the manufacturer. • Stationary equipment such as generators and air compressors shall be located as far as feasible from nearby noise-sensitive uses. • Stockpiling is located as far as feasible from nearby noise-sensitive receptors. • Limit unnecessary engine idling to the extent feasible. • Limit the use of public address systems. • Construction traffic shall be limited to the haul routes established by the City of Menlo Park.	Implement measures to limit construction-related noise.	Prior to the issuance of demolition, grading, and building permits and throughout the duration of construction activities	Project Sponsor/ contractor(s)	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Project Mitigation Measure NOI-1.1: Construction Noise Control Plan to Reduce Construction Noise. The Project applicant and/or the contractor(s) shall obtain a permit to complete work outside the exempt/standard construction hours outlined in the City of Menlo Park Municipal Code, which may be incorporated into the conditional development permit for the Proposed Project. In addition, the applicant and/or contractor(s) shall develop a construction noise control plan to reduce noise levels and comply with Municipal Code daytime (during non-exempt hours) and nighttime noise standards to the extent feasible and practical, subject to review and determination by the Community Development Department. The plan shall also include measures to reduce noise levels such that a 10-dB increase over the ambient noise level does not occur at nearby noise-sensitive land uses, such as schools and residences to the extent feasible and practical (as determined by the City). Finally, the plan shall include measures to reduce pile driving noise such that noise from this equipment does not exceed 85 dBA L_{eq} at a distance of 50 feet, as feasible. The plan shall demonstrate that, to the extent feasible and practical, noise from construction activities that occur daily between 7:00 and 8:00 a.m. or between 6:00 p.m. and 10:00 p.m. will comply with the applicable City of Menlo Park noise limit of 60 dBA at the nearest existing residential or noise-sensitive land use, and construction activities that occur between 10:00 p.m. and 7:00 a.m. will comply with the applicable City noise limit of 50 dBA at the residential or noise-sensitive land use. The plan shall also demonstrate that, to the extent feasible and practical (as determined by the City), noise from construction activities during all hours will not result in a 10 dB increase over the ambient noise level at the nearest noise-sensitive land uses, and that pile driving noise would not exceed 85 dBA L_{eq} at a distance of 50 feet. This	Develop a Noise Control Plan and obtain a permit to complete work outside standard construction hours.	Submit noise control plan concurrently with the application for the first building permit for each building and implement plan during construction. Obtain permit prior to building permit application.	Project Sponsor/ contractor(s)	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Noise Control Plan shall be approved by the City prior to the issuance of building permits to confirm the precise noise minimization strategies that will be implemented and to document that strategies will be employed to the extent feasible and practical. Measures to help reduce noise from construction activity to these levels shall be incorporated into this plan and may include, but are not limited to, the following: • To the extent feasible and practical, plan for the noisiest construction activities to occur during daytime hours when the quantitative standards are less stringent, existing ambient noise levels are generally louder, and when people are less sensitive to noise. • Require all construction equipment be equipped with mufflers and sound control devices (e.g., intake silencers and noise shrouds) that are in good condition (at least as effective as those originally provided by the manufacturer) and appropriate for the equipment. • Maintain all construction equipment to minimize noise emissions. • Locate construction equipment as far as feasible from adjacent or nearby noise-sensitive receptors. • Require all stationary equipment be located to maintain the greatest possible distance to the nearby existing buildings, where feasible and practical. • Require stationary noise sources associated with construction (e.g., generators and compressors) in proximity to noise-sensitive land uses to be muffled and/or enclosed within temporary enclosures and shielded by barriers, which can reduce construction noise by as much as 5 dB. • Install noise-reducing sound walls or fencing (e.g. temporary fencing with sound blankets) around noise-generating equipment, to the extent feasible and practical, where no perimeter wall is provided pursuant to Mitigation Measure NOI-1.2.				

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
• Prohibit idling of inactive construction equipment for prolonged periods during nighttime/non-standard hours (i.e., more than 2 minutes). • Provide advance notification in the form of mailings/deliveries of notices to surrounding land uses regarding the construction schedule, including the various types of activities that would be occurring throughout the duration of the construction period. • Provide the name and telephone number of an on-site construction liaison through on-site signage and on the notices mailed/delivered to surrounding land uses. If construction noise is found to be intrusive to the community (i.e., if complaints are received), the construction liaison shall take reasonable efforts to investigate the source of the noise and require that reasonable measures be implemented to correct the problem. • Use electric motors rather than gasoline- or diesel-powered engines to avoid noise associated with compressed air exhaust from pneumatically powered tools during nighttime hours, to the extent feasible and practical (as determined by the City). Where the use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust could be used; this muffler can lower noise levels from the exhaust by about 10 dB. External jackets on the tools themselves could be used, which could achieve a reduction of 5 dB.				
Project Mitigation Measure NOI-1.2: Construction of Temporary Noise Barrier along Project Perimeter. The Project contractor(s) shall install an 8-foot-high temporary noise barrier along the complete length of the western and southern perimeter (e.g., areas near residential and school land uses), and along the southernmost 500 feet of the eastern perimeter of the main Project Site. As project buildout occurs, removal and/or adjustment in the location of the perimeter noise	Install noise barriers.	Prior to issuance of building permit for each building and/or relevant area of site improvement plans/building construction and ongoing	Project Sponsor/ contractor(s)	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
barrier may occur because either the construction of project buildings (completion of core and shell) or streets requires barrier realignment, or the perimeter barrier is not needed, as shown by preparation of an acoustical analysis that indicates the balance of the construction activities will not result in construction noise that exceeds the allowable limits. Regarding the Hamilton Avenue Parcel South, a similar noise barrier shall be installed around the complete length of the southern, western and northern perimeters as well as the southernmost 100 feet of the eastern perimeter of the Hamilton Avenue Parcel South, unless the Project Sponsor can demonstrate, through an acoustical analysis, that construction noise at this site would not exceed the allowable limits. The decision regarding the necessity of this barrier and location(s) shall be subject to review and approval of the City based on evidence and analyses providing by the applicant team. Regarding the Hamilton Avenue Parcel North, a similar noise barrier shall also be constructed along the complete length of the southern and western perimeters, along with the eastern most 100 feet of the northern perimeter of the Hamilton Avenue Parcel North, unless the Project Sponsor can demonstrate, through an acoustical analysis, that construction noise at this site would not exceed the allowable limits. The decision regarding the necessity of this barrier and location(s) shall be subject to review and approval of the City based on evidence and analyses providing by the applicant team. The barriers shall be constructed of material that has an acoustical rating of at least 26 STC (Sound Transmission Class). This can include a temporary barrier constructed with plywood supported on a wood frame, sound curtains supported on a frame, or other comparable material.		removal/adjustment of noise barriers during construction		

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
IMPACT BEING ADDRESSED: Operational Noise. Operation of the Proposed Project would generate a substantial temporary or permanent increase in ambient noise levels in the vicinity of the Project in excess of standards established in a local general plan or noise ordinance or applicable standards of other agencies. (Impact NOI-1b)				
ConnectMenlo Mitigation Measure NOISE-1b. Stationary noise sources and landscaping and maintenance activities citywide shall comply with Chapter 8.06, Noise, of the Menlo Park Municipal Code.	Comply with Chapter 8.06 of the Menlo Park Municipal Code.	Prior to the issuance of construction permits and throughout the duration of construction activities	Project Sponsor	CDD
Project Mitigation Measure NOI-1.3: Mechanical Equipment Noise Reduction Plan. To reduce potential noise impacts resulting from Project mechanical equipment, including heating, cooling, and ventilation equipment, the Project applicant shall conduct a noise analysis to estimate noise levels of Project-specific mechanical equipment based on the final selected equipment models and design features. In addition to the analysis, a Mechanical Equipment Noise Reduction Plan shall be created to ensure noise levels of equipment, once installed, are below the applicable criteria described below. The Noise Reduction Plan shall include any necessary noise reduction measures required to reduce Project-specific mechanical equipment noise to a less-than-significant levels. The plan shall also demonstrate that with the inclusion of selected measures, noise from equipment would be below the significance thresholds. Feasible noise reduction measures to reduce noise below the significance thresholds include, but are not limited to, selecting quieter equipment, utilizing silencers and acoustical equipment at vent openings, siting equipment farther from the roofline, and/or enclosing all equipment in a mechanical equipment room designed to reduce noise. This analysis shall be conducted and the results and final Noise Reduction Plan shall be provided to the City prior to the issuance of building permits for each building.	Submit a Mechanical Equipment Noise Reduction Plan for each building and implement noise control measures to reduce noise during operation.	Submit noise reduction plan concurrently with the application for the first building permit for each building, and implement plan during operation.	Project Sponsor/ engineers(s)	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
The noise analysis and Noise Reduction Plan shall be prepared by persons qualified in acoustical analysis and/or engineering. The Noise Reduction Plan shall demonstrate with reasonable certainty that noise from mechanical equipment selected for the Project, including the attenuation features incorporated into the Project design, will not exceed the City of Menlo Park's property plane threshold of 60 dBA during daytime hours or 50 dBA during nighttime hours at nearby noise-sensitive land uses, as well as the 50 dBA at 50 feet threshold that applies to rooftop equipment in the City. The Project applicant shall incorporate all feasible methods to reduce noise identified above and other feasible recommendations from the acoustical analysis and Noise Reduction Plan into the building design and operations as necessary to ensure that noise sources meet applicable requirements of the respective noise ordinances at receiving properties.				
Project Mitigation Measure NOI-1.4: Emergency Generator Noise Reduction Plan (All Parcels). Prior to approval of a building permit for each building, the Project applicant shall conduct a noise analysis to estimate noise levels from the testing of Project-specific emergency generators, based on the actual generator makes and models proposed and the actual selected attenuation features. Based on the results of the analysis, a Noise Reduction Plan shall be created to ensure noise levels of generator testing are below the applicable Code requirements. The results, methods, and final Noise Reduction Plan shall be provided to the City prior to the issuance of building permits. The analysis shall account for proposed noise attenuation features, such as specific acoustical enclosures and mufflers or silences, and the final Noise Reduction Plan shall demonstrate with reasonable certainty that proposed generator(s) will not exceed the City of Menlo Park noise thresholds of 60 dBA at the nearest noise-sensitive	Submit an Emergency Generator Noise Reduction Plan and implement noise control measures to reduce noise during operation.	Submit plan concurrently with the application for the first building permit for each generator and implement plan during operation.	Project Sponsor/ engineers(s)	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
use during daytime hours, and/or 85 dBA at 50 feet for powered equipment, whichever is lower. Acoustical treatments may include, but are not limited to: • Enclosing generator(s); • Installing relatively quiet model generator(s); • Orienting or shielding generator(s) to protect noise-sensitive receptors to the greatest extent feasible; • Installing exhaust mufflers or silencers; • Increasing the distance between generator(s) and noise-sensitive receptors; and/or • Placing barriers around generator(s) to facilitate the attenuation of noise. In addition, all Project generator(s) shall be tested only between the hours of 7:00 a.m. and 10:00 p.m. Because no nighttime testing of generators will be allowed, compliance with the 50-dB nighttime noise threshold in the City need not be demonstrated. The Project applicant shall incorporate sufficient recommendations from the acoustical analysis into the building design and operations to ensure that noise sources meet applicable requirements of the noise ordinance.				
IMPACT BEING ADDRESSED: Generation of excessive ground-borne vibration or ground-borne noise levels. The Proposed Project would generate excessive ground-borne vibration or noise levels. (Impact NOI-2)				
ConnectMenlo Mitigation Measure NOISE-2a.[1,2] To prevent architectural damage citywide as a result of construction-generated vibration: • Prior to the issuance of a building permit for any development project requiring pile driving or blasting, the	Prepare a noise and vibration analysis.	Prior to the issuance of building permits	Project Sponsor/ engineer(s)	CDD

[1] This noise and vibration study for the Proposed Project has been prepared in accordance with ConnectMenlo Mitigation Measure NOISE-2a.

[2] ConnectMenlo Mitigation Measure NOISE-2a has been modified to allow for compliance "to the extent feasible and practical," which would be subject to review and determination by the Community Development Department.

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
project applicant/developer shall prepare a noise and vibration analysis to assess and mitigate potential noise and vibration impacts related to these activities. The maximum levels shall not exceed 0.2 in/sec, which is the level that can cause architectural damage for typical residential construction. If maximum levels would exceed the thresholds, alternative methods, such static rollers, non-explosive blasting, and pile drilling, as opposed to pile driving, shall be used to the extent feasible and practical, subject to review and determination by the Community Development Department. To prevent vibration-induced annoyance as a result of construction-generated vibration: • Individual projects that involve vibration-intensive construction activities, such as blasting or the use of pile drivers, jack hammers, or vibratory rollers, within 200 feet of sensitive receptors shall be evaluated for potential vibration impacts. A vibration study shall be conducted for individual projects where vibration-intensive impacts may occur. The study shall be prepared by an acoustical or vibration engineer holding a degree in engineering, physics, or an allied discipline who is able to demonstrate a minimum of 2 years of experience in preparing technical assessments regarding acoustics and/or ground-borne vibration. The study is subject to review and approval of the Community Development Department. Vibration impacts on nearby receptors shall not exceed the vibration annoyance levels (in inches per second), as follows: • Workshop = 0.126 • Office = 0.063 • Residence, daytime (7:00 a.m.–10:00 p.m.) = 0.032 • Residence, nighttime (10:00 p.m. to 7:00 a.m.) = 0.016 If construction-related vibration is determined to be perceptible at vibration-sensitive uses, additional				

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
requirements, such as less vibration-intensive equipment or construction techniques, shall be implemented during construction (e.g., non-explosive blasting, pile drilling, as opposed to pile driving, preclusion for vibratory roller use, use of small or medium-sized bulldozers) to the extent feasible and practical. Vibration reduction measures shall be incorporated into the site development plan as a component of the Project and applicable building plans, subject to the review and approval of the Community Development Department.				
Project Mitigation Measure NOI-2.1: Vibration Control Measures for Annoyance from Daytime Pile Driving Activity. During daytime hours, pile driving activity shall take place no closer than 335 feet from residential land uses, 210 feet from office or school land uses, and 130 feet from workshops or retail land uses, to the extent feasible and practical. When pile driving work must take place closer than these distances from the aforementioned land uses, reduction measures shall be incorporated to the extent feasible and practical, such as the use of alternative pile installation methods that do not require impact or vibratory pile driving. Examples of alternative pile installation methods include auger cast pressure grouted displacement (APGD) piles, stone columns, cast-in-drilled-hole (CIDH) piles, or press-in piles. These measures will be subject to review and approval of the Community Development Department. In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for vibration-related complaints during project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer	Implement vibration control measures for daytime pile driving activity and limit daytime pile driving.	Ongoing during daytime construction hours; documentation provided to City prior to pile driving construction activities	Project Sponsor/ contractor(s)/ Project vibration coordinator	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.				
Project Mitigation Measure NOI-2.2: Vibration Control Measures for Annoyance from Daytime Construction Activities Excluding Pile Driving. During daytime hours, construction activity involving a vibratory roller shall take place no closer than 90 feet from residential land uses, 60 feet from office or school land uses, and 35 feet from workshops or retail land uses, to the extent feasible and practical, subject to review and approval by the Community Development Department. In addition, equipment that generates vibration levels similar to a large bulldozer shall take place no closer than 50 feet from residential land uses, 35 feet from office or school land uses, and 20 feet from workshops or retail land uses, to the extent feasible and practical, subject to review and approval by the Community Development Department. Maintaining these distances between equipment and the nearest residential, school/office, or workshop land uses would ensure vibration levels would be below 0.032 PPV in/sec at the nearest residences, 0.063 PPV in/sec at the nearest school or office, and 0.126 PPV in/sec at the nearest workshop, per the requirements in ConnectMenlo Mitigation Measure NOISE-2a. When construction would require the use of these equipment types at distances closer than these to nearby sensitive uses, reduction measures shall be incorporated to the extent feasible and practical, such as the use of smaller or less vibration-intensive equipment. For example, the vibration level from a large bulldozer at 10 feet would be approximately 0.352 PPV in/sec, whereas the vibration level from a large bulldozer at the same distance would be approximately 0.012	Implement vibration control measures for annoyance from daytime construction activity, excluding pile driving, and limit vibratory roller use during daytime hours.	Ongoing during daytime construction hours; documentation provided to City prior to vibration related construction activities	Project Sponsor/ contractor(s)/ Project vibration coordinator	CDD

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PPV in/sec. The vibration level from a small bulldozer at 10 feet would be below all daytime vibration thresholds from ConnectMenlo Mitigation Measure Noise-2a. The feasibility of reduction measures shall be subject to review and determination by the Community Development Department. In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for vibration-related complaints during Project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.				
Project Mitigation Measure NOI-2.3: Vibration Control Measures for Annoyance from Nighttime Pile Installation Activity. During the nighttime hours of 10:00 p.m. to 7:00 a.m., pile driving activity shall take place no closer than 540 feet from residential land uses to the extent feasible and practical. When pile installation work must take place closer than this distance to residences, alternative pile installation methods that do not require impact or vibratory pile driving shall be employed to the extent feasible and practical. Examples of alternative pile installation methods include auger cast pressure grouted displacement (APGD) piles, stone columns, cast-in-drilled-hole (CIDH) piles, or press-in piles. The feasibility of these alternative measures shall be subject to review and determination of the Community Development Department. In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for	Implement vibration control measures for annoyance from nighttime pile driving and limit nighttime pile driving.	Ongoing during nighttime construction hours; documentation provided to City in advance of nighttime pile installation activities.	Project Sponsor/ contractor(s)/ Project vibration coordinator	CDD

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vibration-related complaints during Project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.				
IMPACT BEING ADDRESSED: Cumulative Noise Impacts. Cumulative development would result in a significant and unavoidable cumulative noise impact; thus, the Proposed Project would be a cumulatively considerable contributor to a significant cumulative noise impact. (Impact C-NOI-1)				
Implement *Project Mitigation Measure NOI-1.1, NOI-1.2, and NOI-1.3, and ConnectMenlo Mitigation Measure NOI-1c*, above.	See above.	See above.	See above.	See above.
Cultural Resources				
IMPACT BEING ADDRESSED: Historical Resources. The Proposed Project would cause a substantial adverse change in the significance of a historical resource, pursuant to Section 15064.5. (Impact CR-1)				
Project Mitigation Measure CR-1.1. Remove, Store, and Reinstall Dumbarton Cutoff Line Tracks. The Project Sponsor shall remove the Dumbarton Cutoff Line tracks, store them during construction of the Proposed Project, and reinstall them in their historic location without irreparable damage to their character-defining historic fabric. The Project Sponsor will prepare a preservation plan specifying the practices to be employed to preserve the historical integrity of the tracks during their removal, storage, and reinstallation. These methods may include the following: using straps to lift rails rather than chains or other "metal on metal" methods, marking or numbering the track components so they can be replaced in their original sequence, and ensuring secure storage onsite or in a lay-down area. Following tunnel	Remove, store, and reinstall Dumbarton Cutoff Line tracks and implement a preservation plan to preserve the historical integrity of the tracks.	Preparation of plan prior to the issuance of demolition permits related to Willow Road Tunnel construction activities as well as storage and reinstallation of tracks during construction	Project Sponsor/ contractor(s)	CDD and San Mateo County Transit District (SamTrans)

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construction, the rail segments will be returned to their preconstruction location in Willow Road on new ballast and ties or other appropriate material for the rail crossing. The preservation plan shall be reviewed and approved by the City and SamTrans prior to the issuance of demolition permits related to construction activities within Willow Road, and the Project Sponsor will incorporate the recommended protective measures into construction specifications.				
IMPACT BEING ADDRESSED: Archaeological Resources. The Proposed Project would cause a substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5. (Impact CR-2)				
Implement *Project Mitigation Measures TCR-1.1 and TCR-1.2*, below (see *Tribal Cultural Resources*)	See below.	See below.	See below.	See below.
ConnectMenlo Mitigation Measure CULT-2a (Modified) Stop Work if Archaeological Material or Features Are Encountered during Ground-Disturbing Activities. If a potentially significant subsurface cultural resource is encountered during ground-disturbing activities on any parcel in the city, all construction activities within a 100-foot radius of the find shall cease until a qualified archeologist determines whether the resource requires further study. In addition, if a potentially significant subsurface cultural resource is encountered during ground-disturbing activities within the California Department of Transportation (Caltrans) right-of-way, the Caltrans District 4 Office of Cultural Studies shall be immediately contacted at [510] 847-1977). All developers in the Study Area shall include a standard inadvertent discovery clause in every construction contract to inform contractors of these requirements. Any previously undiscovered resources found during construction activities shall be recorded on appropriate DPR forms and evaluated for significance in terms of CEQA criteria by a qualified archeologist in accordance with Project Mitigation Measure TCR-1.2.	Stop work if archaeological materials and/or cultural resources are discovered and determine whether resource requires further study.	Initiated after a find is made during construction, with regularly scheduled site inspections thereafter	Project Sponsor/ qualified archaeologist approved by CDD	CDD

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
IMPACT BEING ADDRESSED: Human Remains. The Proposed Project could disturb human remains, including those interred outside of dedicated cemeteries. (Impact CR-3)				
Implement *Project Mitigation Measures TCR-1.1, TCR-1.2, TCR-2.1*, and *ConnectMenlo Mitigation Measure CULT-4 (Modified)*, below (see *Tribal Cultural Resources*)	See below.	See below.	See below.	See below.
Biological Resources				
IMPACT BEING ADDRESSED: Indirect Impacts on Special-Status Species. The Proposed Project would result in substantial predation among special-status bird and mammal species that breed in the nearby brackish marshes and may forage, in the case of special-status birds, in the Project area. (Impact BIO-2)				
Project Mitigation Measure BIO-2.1: Feral Cat Management Program. The Project Sponsor shall implement a feral cat management program, similar to the program developed in conjunction with the Peninsula Humane Society and the Society for the Prevention of Cruelty to Animals for the East Campus in 2013. Prior to the program being implemented, the program developer shall coordinate with local humane societies and animal service centers to identify facilities able to take cats. The program coordinator shall coordinate with facilities receiving cats to ensure that efforts are made to attempt to reunite any inadvertently trapped pet cat with its owners. For one week every 3 months (i.e., each quarter), three live trap cages, designed to trap domestic cats, shall be placed around the perimeter of the main Project Site in locations where feral cats are likely to prey upon native wildlife species. The traps shall be deployed and maintained by a qualified trapping professional (such as an animal management company or other trained and experienced animal or wildlife professional). The duration of traps shall be coordinated with the specified intake facility so that the facility is prepared and open to receive trapped cats. Each trap cage shall be monitored and maintained on a daily basis during the week when traps have been set to determine whether a cat has been caught and whether the trap has inadvertently captured a non-target species (e.g. pet cat or	Implement a feral cat management program.	Ongoing beginning with occupancy of the first building at a level of extensiveness commensurate with the level of development and based on reasonable data (e.g., nearby feral cat management efforts). Trap cages must be placed for 1 week every 3 months (i.e., each quarter) for the duration of Project operation.	Project Sponsor/ qualified trapping professional	CDD

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
wildlife). Traps shall not be deployed during extreme weather (e.g., heat, cold, rain). Traps shall contain water and be at least partially covered where feasible to attempt to reduce stress of trapped animals. If a cat is caught, the qualified professional shall transport the trapped cat as soon as practicable to the local humane society or animal service center that accepts trapped cats. If an animal other than a feral cat is caught in one of the traps, such as a suspected pet cat (e.g. cat with a collar) or wildlife, it shall be released immediately at the trap location. Because there are residences within and adjacent to the Project Site and the area where the Feral Cat Management Program will take place, efforts will be taken to ensure that residences are aware of the program to avoid inadvertent trapping and removal of pet cats. Visible signage shall be installed a week in advance of trapping and shall remain installed for the duration of trapping. The signs will have contact information should residents have questions or concerns.				
IMPACT BEING ADDRESSED: Impacts on Riparian Habitat and Other Sensitive Natural Communities. Project demolition and construction would affect riparian habitat and other sensitive natural communities. (Impact BIO-3)				
Project Mitigation Measure BIO-3.1: Avoid and Minimize Impacts on Riparian Habitat and Other Sensitive Natural Communities. To the extent feasible, construction activities should avoid or minimize the removal of wetland vegetation or the placement of fill in the wetlands immediately north and northeast of the Project Site. If all direct impacts on wetlands (i.e., vegetation removal, loss, and fill) are avoided, Mitigation Measures BIO-3.2 and BIO-3.3 would not need to be implemented. However, if any wetland vegetation needs to be removed from the wetlands, or any fill needs to be placed in the wetlands, or post-construction conditions result in vegetation loss, Mitigation Measure BIO-3.2 (and Mitigation Measure BIO-3.3 if permanent impacts would occur) shall be implemented.	Avoid and minimize the removal of wetland vegetation or placement of fill in wetlands.	During construction	Project Sponsor/ contractor(s)	CDD

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Project Mitigation Measure BIO-3.2: In-Situ Restoration of Temporary Impacts. If impacts on the wetlands immediately north of the Project Site are temporary, resulting in vegetation removal or temporary fill within the wetland but no permanent fill, then the wetland area shall be restored by the Project Sponsor following construction. The herbaceous seasonal wetlands are likely to become recolonized easily without the need for seeding and planting as long as their existing hydrology and topography are restored following temporary impacts. There is some potential for the arroyo willow clumps in the isolated forested wetland to regrow from cut stumps. In such a case, the in-situ restoration shall involve simply protecting the area with exclusion fencing following construction to allow for regrowth of vegetation. For temporary impacts involving removed willow root masses where in-situ restoration is still an option, a more detailed restoration plan shall be developed. The mitigation shall, at a minimum, achieve no net loss of wetland acreage (i.e., jurisdictional wetlands lost to fill shall be replaced through the creation or restoration of wetland habitat of the same type as the affected habitat [either forested or herbaceous seasonal] at a minimum ratio of 1:1 on an acreage basis or as otherwise required by any state or federal permitting agencies) or ecological functions and values through the restoration and enhancement of the affected wetlands to a level equal to or greater than the baseline condition of the existing wetlands. An in-situ restoration approach could involve salvaging wetland plant material prior to construction (e.g., willow cuttings or willow clumps, in the case of the isolated forested wetland) and then replanting the material if the seasonal timing of construction is appropriate. United States Army Corps of Engineers (USACE) and/or Regional Water Quality Control Boards (RWQCB) approvals may be required to authorize temporary impacts on these features.	If impacts on wetlands are temporary, restore wetlands to pre-construction conditions and prepare a restoration plan, if needed.	Immediately following construction (if applicable)	Project Sponsor	CDD/USACE/ RWQCB

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Project Mitigation Measure BIO-3.3: Provide Compensatory Mitigation. If any permanent fill or permanent loss of the isolated forested wetland or the herbaceous seasonal wetlands occurs, the Project Sponsor shall provide new wetland habitat of the same type (either forested or herbaceous seasonal) to offset this impact, either through the creation, enhancement, or restoration of wetlands in an appropriate location or through the purchase of mitigation credits from a USACE- or RWQCB-approved wetland mitigation bank. The purchase of such credits shall serve as full mitigation for impacts on these wetland features.[3] If Project-specific creation, enhancement, or restoration of wetland habitat is implemented, habitat shall be restored or created at a minimum ratio of 2:1 (compensation: impact) on an acreage basis or as otherwise required by any state or federal permitting agencies. This ratio is not higher because of the relatively low quality of the wetlands on the Project Site relative to the more extensive, less fragmented wetlands elsewhere in the region, and it is not lower because of the temporal loss of wetland functions and values that would result from the lag between impacts on the wetlands and maturation of the mitigation habitat. USACE and/or RWQCB approvals may be required to authorize permanent impacts on this feature. To the extent that compensatory mitigation is not provided by purchasing mitigation credits from a USACE- or RWQCB-approved wetland mitigation bank, then, if feasible, compensation shall be provided by creating, enhancing, or restoring wetland habitat so as to achieve the 2:1 ratio somewhere in San Mateo County or as otherwise required by any state or federal permitting agencies. A qualified biologist	If impacts on wetlands are permanent, provide new wetland habitat of the same type or purchase mitigation credits to offset any impacts on wetlands and prepare a wetland mitigation and monitoring plan, if needed.	Immediately following construction (if applicable)	Project Sponsor/ qualified biologist	CDD/USACE/ RWQCB

[3] Refer to U.S. Army Corps of Engineers 33 CFR Part 325 and State Water Resources Control Board's *State Wetland Definition and Procedures for Discharges of Dredged or Fill Material to Waters of the State* (April 2, 2019), pages 28 and 29.

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shall develop a wetland mitigation and monitoring plan that describes the mitigation, including the following components (or as otherwise modified by regulatory agency permitting conditions): • Summary of habitat impacts and proposed mitigation ratios; • Goal of the restoration to achieve no net loss of habitat functions and values; • Location of mitigation site(s) and description of existing site conditions; • Mitigation design; o Existing and proposed site hydrology; o Grading plan, if appropriate, including bank stabilization or other site stabilization features; o Soil amendments and other site preparation elements, as appropriate; Planting plan; o Irrigation and maintenance plan; o Remedial measures and adaptive management; and • Monitoring plan, including final and performance criteria, monitoring methods, data analysis, reporting requirements, and monitoring schedule. Success criteria shall include quantifiable measurements of wetland vegetation type (e.g., dominance by natives), the appropriate extent for the restoration location, and the provision of ecological functions and values equal to or exceeding those in the affected wetland habitat. At a minimum, success criteria shall include following: o At Year 5 post-mitigation, at least 75 percent of the mitigation site shall be dominated by native hydrophytic vegetation. The wetland mitigation and monitoring plan must be approved by the City and other applicable agencies prior to the wetland impacts and must be implemented within 1 year				

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after the discharge of fill into wetland features. Alternately, offsite mitigation could be provided through the purchase of mitigation credits at an agency-approved mitigation bank, as noted above.				
IMPACT BEING ADDRESSED: Impacts on State and/or Federally Protected Wetlands. Project demolition and construction could affect state and/or federally protected wetlands. (Impact BIO-4)				
Implement *Mitigation Measures BIO-3.1, BIO-3.2, and BIO-3.3*, above.	See above.	See above.	See above.	See above.
IMPACT BEING ADDRESSED: Impacts on Wildlife Movement and Native Wildlife Nursery Sites. The removal of buildings, trees, shrubs, or woody vegetation and the construction of new buildings and installation of lighting could affect native migratory birds. (Impact BIO-5)				
Project Mitigation Measure BIO-5.1: Avoidance and Pre-construction Surveys for Nesting Migratory Birds. The Project Sponsor shall implement the following measures to reduce impacts on nesting migratory birds: • To the extent feasible, construction activities shall be scheduled to avoid the nesting season. If construction activities are scheduled to take place outside the nesting season, all impacts on nesting birds protected under the MBTA and California Fish and Game Code will be avoided. The nesting season for most birds in San Mateo County extends from February 1 through August 31. • If it is not possible to schedule construction activities between September 1 and January 31, then preconstruction surveys for nesting birds shall be conducted by a qualified ornithologist to ensure that no nests of migratory birds will be disturbed during Project implementation. Surveys shall be conducted no more than 7 days prior to the initiation of construction activities for each construction phase. During this survey, the ornithologist shall inspect all trees and other potential nesting habitats (e.g., trees, shrubs, California annual grasslands, buildings) in and immediately adjacent to the impact areas for migratory bird nests.	Avoid construction during the nesting season from February 1 through August 31; if not feasible, conduct pre-construction surveys for birds and potential nesting habitat. Establish a construction-free buffer zone if an active nest is found.	Ongoing during construction. In the event construction activities are initiated between February 1 through August 31, preconstruction nesting surveys of potential nesting habitat onsite shall be conducted no earlier than 7 days prior to start of construction activities for each applicable construction phase.	Project Sponsor/ qualified ornithologist	CDD

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• If an active nest is found within trees or other potential nesting habitats that would be disturbed by construction activities, a construction-free buffer zone (typically 300 feet for raptors and 100 feet for other species) will be established around the nest to ensure that species that are protected under the MBTA and California Fish and Game Code will not be disturbed during Project implementation. The ornithologist shall determine the extent of the buffer. • If construction activities will not be initiated until after the start of the nesting season, all potential nesting substrates (e.g., bushes, trees, grasses, and other vegetation) that are scheduled to be removed by the Proposed Project may be removed prior to the start of the nesting season (i.e., prior to February 1). This would preclude the initiation of nests in this vegetation and prevent any potential delay for the Proposed Project because of the presence of active nests in these substrates.				
Project Mitigation Measure BIO-5.2: Atrium Bird-safe Design Requirements. The Project Sponsor shall implement the following measures to reduce impacts on migratory birds due to construction of the atrium: • The Project Sponsor shall treat 100 percent of the glazing on the dome-shaped portions of the atrium's façades (i.e., all areas of the north façade and all areas of the south façade above the Elevated Park) with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor of 15 or less.[4] Because a Threat Factor is a nonlinear index, its value is not	Implement bird-safe design standards for the proposed atrium. Monitor and survey bird collisions. Implement modifications to	Design standards for atrium prior to issuance of the building permit for the building shell and for the duration of use at the building	Project Sponsor/ architect/ qualified biologist	CDD

[4] A material's Threat Factor, as assigned by the American Bird Conservancy, refers to the level of danger posed to birds, based on the birds' ability to perceive the material as an obstruction, as tested using a "tunnel" protocol (a standardized test that uses wild birds to determine the relative effectiveness of various products at deterring bird collisions). The higher the Threat Factor, the greater the risk that collisions will occur. An opaque material will have a Threat Factor of 0, and a completely transparent material will have a Threat Factor of 100. Threat Factors for many commercially available façade materials can be found at https://abcbirds.org/wp-content/ uploads/2021/01/Masterspreadsheet-1-25-2021.xlsx.

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equivalent to the percent reduction in collisions that a glazing product provides. However, products with lower Threat Factors result in fewer bird collisions. • The Project Sponsor shall treat 100 percent of the glazing on the atrium's east and west façades with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor of 15 or less. • Interior trees and woody shrubs shall be set back from the atrium's east, west, and non-sloped (i.e., vertical/perpendicular to the ground) portions of the south façades by at least 50 feet to reduce the potential for collisions with these facades due to the visibility of interior trees. This 50-foot distance is greater than the distance used in the project design for the north and sloped portions of the south facades (e.g., 20-25 feet for the north façade) due to the vertical nature of the east, west, and non-sloped portion of the south façades, as opposed to the articulated nature of the north and sloped portions of the south façades (which is expected to reduce the visibility of internal vegetation to some extent), as well as the direct line-of-sight views between interior and exterior vegetation through the east, west, and non-sloped portions of the south façades compared to the north façade (where internal vegetation is elevated above exterior vegetation). Interior trees and shrubs that are not visible through the east, west, and south façades may be planted closer than 50 feet to glass façades. • Because the glass production process can result in substantial variations in the effectiveness of bird-safe glazing, a qualified biologist will review physical samples of all glazing to be used on the atrium to confirm that the bird-safe frit will be visible to birds under various lighting conditions and expected to be effective.	the atrium to reduce collisions if a hot spot is identified.	Survey bird collisions for a minimum of 2 years following construction.		

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• The Project Sponsor shall monitor bird collisions around the atrium for a minimum of 2 years following construction to identify any collision "hot spots" (i.e., areas where collisions occur repeatedly). A monitoring plan for the atrium shall be developed by a qualified biologist and shall include focused surveys for bird collisions from late April through May (spring migration), September through October (fall migration), and mid-November through mid-January (winter) to maximize the possibility of detecting bird collisions that might occur. Surveys of the atrium shall be conducted daily for 3 weeks during each of these periods (i.e., 21 consecutive days during each season, for a total of 63 surveys per year). In addition, for the 2-year monitoring period, surveys of the atrium shall be conducted the day following nighttime events during which temporary lighting exceed would typical levels (i.e., levels specified in the International Dark-Sky Association's defined lighting zone, LZ-2 [Moderate Ambient], from dusk until 10:00 p.m., or 30 percent below these levels from 10:00 p.m. to midnight). The applicant can assign responsibility for tracking events and notifying the biologist when a survey is needed to a designated individual who is involved in the planning and scheduling of atrium events. The timing of the 63 seasonal surveys (e.g., morning or afternoon) shall vary on the different days to the extent feasible; surveys conducted specifically to follow nighttime events shall be conducted in the early morning. • At a frequency of no less than every 6 months, a qualified biologist shall review the bird collision data for the atrium in consultation with the City to determine whether any potential hot spots are present (i.e., if collisions have occurred repeatedly at the same location). A "*potential hot spot*" is defined as a cluster of three or more collisions that				

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occur within one of the 3-week monitoring periods described above at a given location on the atrium. The "*location"* shall be identified by the qualified biologist as makes sense for the observed collision pattern, and may consist of a single pane of glass, an area of glass adjacent to a landscape tree or light fixture, the 8,990-square-foot vertical façade beneath the Elevated Park, the façade adjacent to the vegetation at the Elevated Park, the atrium's east façade, the atrium's west façade, or another defined area where the collision pattern is observed. "Location" shall be defined based on observations of (1) collision patterns and (2) the architectural, lighting, and/or landscape features that contributed to the collisions and not arbitrarily determined (e.g., by assigning random grids). If any such potential hot spots are found, the qualified biologist shall provide an opinion as to whether the potential hot spots will affect bird populations over the long term to the point that additional measures (e.g., light adjustments, planting of vegetation) will be needed to reduce the frequency of bird strikes at the hot spot location in order to reduce impacts to a less-than-significant level under CEQA (i.e., whether it constitutes an actual "hotspot"). This determination shall be based on the number of birds and the species of birds that collide with the atrium over the monitoring period. In addition, a "hotspot" is automatically defined if a cluster of five or more collisions are identified at a given "location" on the atrium within one of the three-week monitoring periods described above. If a hotspot is identified, additional measures will be implemented at the potential hotspot location at the atrium; these may include one or more of the following options in the area of the hotspot depending on the cause of the collisions:				

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○ Adding a visible bird-safe frit pattern, netting, exterior screens, art, printed sheets, interior shades, grilles, shutters, exterior shades, or other features to untreated glazing (i.e., on the façade below the Elevated Park) to help birds recognize the façade as a solid structure. ○ Installing interior or exterior blinds on buildings within the atrium to prevent light from spilling outward though glazed façades at night. ○ Reducing lighting by dimming fixtures, redirecting fixtures, turning lights off, and/or adjusting the programmed timing for dimming/shutoff. ○ Replacing certain light fixtures with new fixtures to increase shielding or redirect lighting. ○ Adjusting or reducing lighting during events. ○ Adjusting the timing of events to reduce the frequency during certain times of year (e.g., spring and/or fall migration) when relatively high numbers of collisions occur. ○ Adjusting landscape vegetation by removing, trimming, or relocating trees or other plants (e.g., moving them farther from glass) or blocking birds' views of vegetation through glazing (e.g., using a screen or other opaque feature). • If modifications to the atrium are implemented to reduce collisions at a hot spot, 1 year of subsequent focused monitoring of the hot-spot location shall be performed to confirm that the modifications effectively reduced bird collisions to a less-than-significant level under CEQA. In the event that a hot-spot is detected at a time when there is less than one year remaining of the initial 2-year monitoring period, then this one year of subsequent monitoring of that hot-spot would extend beyond the 2-year monitoring period described above.				

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Project Mitigation Measure BIO-5.3: Lighting Design Requirements. The Project Sponsor shall prepare a lighting design plan that incorporates and implements the following measures to reduce lighting impacts on migratory birds. Prior to implementation of the lighting design plan, a qualified biologist shall review the final lighting design plan to confirm that the required measures are incorporated: • To the maximum extent feasible, up-lighting (i.e., lighting that projects upward above the fixture) shall be avoided in the Project design. All lighting shall be fully shielded to prevent illumination from shining upward above the fixture. If up-lighting cannot be avoided in the Project design, up-lights shall be shielded and/or directed such that no luminance projects above/beyond the objects at which they are directed (e.g., trees and buildings) and no light shines directly into the eyes of a bird flying above the object. If the objects themselves can be used to shield the lights from the sky beyond, no substantial adverse effects on migrating birds are anticipated. • All lighting shall be fully shielded to prevent it from shining outward and toward Bay habitats to the north. No light trespass shall be permitted more than 80 feet beyond the Project Site's northern property line (i.e., beyond the Dumbarton Rail Corridor). • With respect to exterior lighting in the northern portion of the Project Site (i.e., areas north of Main Street and Office Buildings 03 and 05 surrounding the hotel, Town Square retail pavilion, Office Building 04, event building, and North Garage), and with respect to interior portions of the atrium, exterior lighting shall be minimized (i.e., outdoor lumens shall be reduced by at least 30 percent, consistent with recommendations from the International Dark-Sky Association [2011]) from 10:00 p.m. until sunrise, except as needed for safety and compliance with Menlo Park	Implement lighting design measures to reduce lighting impacts on migratory birds.	Prior to issuance of building permit Ongoing during operation of Project	Project Sponsor/ architect	CDD/qualified biologist

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Municipal Code. With respect to Office Buildings 01, 02, 03, 05, and 06, South Garage, and the residential/mixed-use buildings, exterior lighting shall be minimized (i.e., total outdoor lighting lumens shall be reduced by at least 30 percent or extinguished, consistent with recommendations from the International Dark-Sky Association [2011]) from midnight until sunrise, except as needed for safety and City code compliance. • Temporary lighting that exceeds minimal site lighting requirements may be used for nighttime social events. This lighting shall be switched off no later than midnight. No exterior up-lighting (i.e., lighting that projects upward above the fixture, including spotlights) shall be used during events. • Lights shall be shielded and directed so as not to spill outward from the elevator/stair towers and into adjacent areas. • Interior or exterior blinds shall be programmed to close on north-facing windows of buildings within the atrium from 10:00 p.m. to sunrise to prevent light from spilling outward. • Accent lighting within the atrium shall not be used to illuminate trees or vegetation. Alternatively, the applicant shall provide documentation to the satisfaction of a qualified biologist that the illumination of vegetation and/or structures within the atrium by accent lighting and/or up-lighting will not make these features more conspicuous to the human eye from any elevation outside the atrium compared to ambient conditions within the atrium. The biologist shall submit a report to the City following completion of the lighting design, documenting compliance with this requirement.				

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IMPACT BEING ADDRESSED: Impact BIO-6: Conflicts with Any Local Policies or Ordinances that Protect Biological Resources. The Project would result in conflicts with the Menlo Park Municipal Code. (Impact BIO-6)				
Implement *Mitigation Measures BIO-2.1, BIO-3.1 through BIO-3.3, and BIO-5.2*, above.	See above.	See above.	See above.	See above.
Geology and Soils				
IMPACT BEING ADDRESSED: Paleontological Resources. The Proposed Project could destroy a unique paleontological resource or site. (Impact GS-5)				
ConnectMenlo Mitigation Measure CULT-3: Conduct Protocol and Procedures for Encountering Paleontological Resources. In the event that fossils or fossil-bearing deposits are discovered during ground-disturbing activities anywhere in the City, excavations within a 50-foot radius of the find shall be temporarily halted or diverted. Ground disturbance work shall cease until a City-approved, qualified paleontologist determines whether the resource requires further study. The paleontologist shall document the discovery as needed (in accordance with Society of Vertebrate Paleontology standards [Society of Vertebrate Paleontology 1995]), evaluate the potential resource, and assess the significance of the find under the criteria set forth in CEQA Guidelines Section 15064.5. The paleontologist shall notify the appropriate agencies to determine the procedures that would be followed before construction activities would be allowed to resume at the location of the find. If avoidance is not feasible, the paleontologist shall prepare an excavation plan for mitigating the effect of construction activities on the discovery. The excavation plan shall be submitted to the City of Menlo Park for review and approval prior to implementation, and all construction activity shall adhere to the recommendations in the excavation plan.	Conduct protocol and procedures for encountering paleontological resources.	During construction, in the event that fossils or fossil-bearing deposits are discovered	Project Sponsor/ qualified paleontologist approved by CDD	CDD
Project Mitigation Measure PALEO-1: Conduct Worker Awareness Training. Before the start of any excavation or grading activities, the construction contractor will retain a qualified paleontologist, as defined by the SVP, who is experienced in teaching non-specialists. The qualified	Conduct worker awareness training.	Prior to any excavation or grading activities	Project Sponsor/ contractor(s)/ qualified paleontologist	CDD

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
paleontologist will train all construction personnel who are involved with earthmoving activities, including the site superintendent, regarding the possibility of encountering fossils, the appearance and types of fossils that are likely to be seen during construction, and proper notification procedures should fossils be encountered. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who will evaluate the significance. The qualified paleontologist will also make periodic visits during earthmoving in high sensitivity sites to verify that workers are following the established procedures.				
IMPACT BEING ADDRESSED: Cumulative Geology and Soil Impacts. Cumulative development would result in a less than significant cumulative impact to geology, soils, and seismicity, and thus the Proposed Project would not be a cumulatively considerable contributor to any significant cumulative impact to geology, soils, and seismicity. Cumulative development would result in a less-than-significant cumulative impact with mitigation to paleontological resources and the Proposed Project would not be a cumulatively considerable contributor to any significant cumulative impact. (Impact C-GS-1)				
Implement ConnectMenlo Mitigation Measure CULT-3, above.	See above.	See above.	See above.	See above.
Hydrology				
IMPACT BEING ADDRESSED: Water Quality. The Proposed Project could violate any water quality standards or waste discharge requirements or otherwise substantially degrade surface water or groundwater quality. (Impact HY-1)				
Project Mitigation Measure HY-1.1: Implement Construction Dewatering Treatment (if necessary). If dewatering is needed to complete the Proposed Project, and if water from dewatering is discharged to a storm drain or surface water body, dewatering treatment may be necessary if groundwater exceeding water quality standards is encountered during excavation. Because there is potential for groundwater to be contaminated with VOCs or fuel products at the Project Site, the Project Sponsor would be required to comply with the San Francisco Bay Regional Water Board's VOC and Fuel General Permit (Order No. R2-2018-0050) if groundwater exceeding water quality standards is encountered.	Implement construction dewatering treatment if groundwater is encountered.	During construction (if necessary)	Project Sponsor/ contractor(s)	CDD

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
If dewatering requires discharges to the storm drain system or other water bodies, the water shall be pumped to a tank and tested 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 shall be treated as necessary prior to discharge so that all applicable water quality objectives (as noted in Table 3.11-2) are met or it shall be hauled offsite instead for treatment and disposed of at an appropriate waste treatment facility that is permitted to receive such water. The water treatment methods selected shall remove contaminants in the groundwater to meet discharge permit requirements while achieving local and state requirements, subject to approval by the San Francisco Bay Regional Water Board. Methods may include retaining dewatering effluent until particulate matter has settled before discharging it or using infiltration areas, filtration techniques, or other means. The contractor shall perform routine inspections of the construction area to verify that water quality control measures are properly implemented and maintained, observe the water (i.e., check for discoloration or an oily sheen), 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 Regional Water Board 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 that treatment meets all standards for receiving water quality, then the water shall be hauled offsite instead for treatment and disposal at an appropriate waste treatment facility that is permitted to receive such water.				
IMPACT BEING ADDRESSED: Conflict or Obstruct a Water Resource Management Plan. The Proposed Project could conflict with or obstruct implementation of a water quality control plan or sustainable groundwater management plan. (Impact HY-5)				
Implement *Project Mitigation Measure HY-1.1*, above.	See above.	See above.	See above.	See above.
Hazards and Hazardous Materials				

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
IMPACT BEING ADDRESSED: Upset and Accident Conditions Involving Hazardous Materials. The Proposed Project could create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment. (Impact HAZ-2)				
ConnectMenlo Mitigation Measure HAZ-4a: Environmental Site Management Plan. Construction of any site in the City with known contamination shall be conducted under a Project-specific Environmental Site Management Plan (ESMP) prepared in consultation with the Regional Water Quality Control Board (RWQCB) or the Department of Toxic Substances Control (DTSC), as appropriate. The purpose of the ESMP is to protect construction workers, the general public, the environment, and future site occupants from subsurface hazardous materials previously identified at the site and address the possibility of encountering unknown contamination or hazards in the subsurface. The ESMP shall summarize soil and groundwater analytical data collected on the site during past investigations; identify management options for excavated soil and groundwater, if contaminated media are encountered during deep excavations; and identify monitoring, irrigation, or wells that require proper abandonment in compliance with local, state, and federal laws, policies, and regulations. The ESMP shall include measures for identifying, testing, and managing soil and groundwater suspected of or known to contain hazardous materials. The ESMP shall 1) provide procedures for evaluating, handling, storing, testing, and disposing of soil and groundwater during excavation and dewatering activities, respectively; 2) describe required worker health and safety provisions for all workers who could be exposed to hazardous materials, in accordance with state and federal worker safety regulations; and 3) designate the personnel responsible for implementation of the ESMP.	Prepare an Environmental Site Management Plan.	During the building permit and site development review process and prior to permit issuance	Project Sponsor/ personnel designated in the ESMP	DTSC/ CDD

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Project Mitigation Measure HAZ-2.1: Phase I Environmental Site Assessment for the Willow Road Tunnel under Dumbarton Rail Corridor and Willow Road. For the offsite improvement in the area where the Willow Road Tunnel passes under the Dumbarton Rail Corridor and Willow Road, a Phase I ESA shall be performed by a licensed environmental professional. The Phase I ESA shall identify RECs at the site and indicate whether a Phase II ESA is required in order to evaluate contamination at the site.	Perform/obtain a Phase I Site Assessment for the Willow Road Tunnel.	Prior to construction of the Willow Road Tunnel	Project Sponsor/ licensed environmental professional	CDD
IMPACT BEING ADDRESSED: Exposure to Schools. The Proposed Project would not emit hazardous emissions or involve handling hazardous or acutely hazardous materials, substances, or waste within 0.25 mile of an existing or proposed school. (Impact HAZ-3)				
Implement *Project Mitigation Measure HAZ-2.1 and ConnectMenlo Mitigation Measure HAZ-4a*, above.	See above.	See above.	See above.	See above.
IMPACT BEING ADDRESSED: Cumulative Hazards and Hazardous Materials Impacts. Cumulative development would not result in a significant cumulative impact from hazards and hazardous materials, and the Proposed Project would not be a cumulatively considerable contributor to such a cumulative impact. (Impact C-HAZ-1)				
Implement *ConnectMenlo Mitigation Measure HAZ-4a*, above.	See above.	See above.	See above.	See above.
Tribal Cultural Resources				
IMPACT BEING ADDRESSED: Tribal Cultural Resources. The Proposed Project could cause a substantial adverse change in the significance of a tribal cultural resource, as defined in PRC Section 21074. (Impact TCR-1)				
Project Mitigation Measure TCR-1.1: Avoidance and Mitigation of Impacts **<u>Plan Check</u>** Prior to issuance of grading permits, the Project Sponsor shall ensure and the City shall verify that the applicable grading plans that require ground-disturbing excavation clearly indicate: • That there is potential for exposing buried cultural resources, including tribal cultural resources ("TCRs") and Native American burials; and • That excavations associated with soil remediation, removal of below grade utilities, and initial mass	Preservation in place of known tribal cultural resources through plan check and measures for the Core, Perimeter, High Sensitivity Area, and existing known reburials.	Prior to the issuance of grading permits (plan check and field manual) During construction (implement design measures and preservation)	Project Sponsor/ contractor(s)	CDD

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
grading at the main Project Site and all ground disturbing activities within the Core and Perimeter (including the High Sensitivity Area) require the presence of an archaeological monitor and tribal monitor in accordance with the Archaeological and Tribal Cultural Resources Monitoring and Treatment Protocol and Plan ("ATMTPP"), as defined in Mitigation Measure TCR-1.2; and • That all ground disturbing activities require compliance with the ATMTPP. All archaeological site information supplied to the contractor shall be considered and marked confidential. Any no-disturbance zones shall be labelled as environmentally sensitive areas. Prior to issuance of grading permits for the Project, the Project Sponsor and City shall, with input from the tribes that engaged in consultation with the City on the Proposed Project pursuant to Assembly Bill 52 ("Consulting Tribes"), develop a non-confidential field manual summarizing the approved TCR mitigation measures and the approved ATMTPP requirements. This list shall be provided to all relevant personnel implementing TCR mitigation measures. Archeological and tribal monitors shall be invited to attend all tailgate safety meetings at which safety concerns and other pertinent information regarding current construction activities are presented. **<u>Measures for the Core</u>** The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the Core as detailed below. • Ground disturbance into the existing culturally affected soil of the Core is prohibited. The following performance standards for capping, minimizing				

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
construction loading, and preservation in place of the Core shall apply. **<u>Capping of Core</u>** • The Project Sponsor shall install a culturally sterile engineered cap of four to seven feet to cover the cultural deposits within the Core and preserve the Core in place. Tribal and archaeological monitoring shall be required during the installation of the fill cap on the Core. • Onsite soil material is suitable as fill material provided that it is processed to remove concentrations of organic material, debris, and particles greater than six inches in maximum dimension; oversized particles shall either be removed from the fill or broken down to meet the requirement. Imported fill material shall meet the above requirements and have a plasticity index of less than 20. Material used for engineered fill shall not contain or introduce contaminants in excess of applicable Department of Toxic Substances Control ("DTSC") Environmental Screening Levels ("ESLs"). Any TCR materials within the soil matrix that are identified as TCRs by a tribal monitor shall be treated in accordance with the ATMTPP and shall not be broken down or used in fill. • Construction activities shall be conducted in a manner that protects against penetration of the culturally affected soil within the Core and reduces the potential for disturbance from concentrated surface loads. The following measures shall be implemented within the Core during fill placement and any subsequent construction to reduce potential impacts on subsurface archaeological and cultural materials. o An elevation contour plan shall be created to guide the surface preparation necessary to place the fill cap				

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within the Core boundaries. The plan shall show the top of the culturally affected soil elevation to establish a six-inch-thick protection layer above the culturally affected soil layer, below which soil excavation or penetration shall not be permitted. o Tree root balls from trees removed within the Core boundary that have roots extending within an area 24 inches from the culturally affected soil layer shall be left in place. Stumps may be ground flat with the existing grade. o Clearing of surface vegetation within the Core boundary shall be performed through hand grubbing. o Ground surface preparation prior to fill placement within the Core boundary shall use relatively light equipment (3,000 to 5,000 pounds), such as a walk-behind roller, to densify the six-inch-thick protection material. The use of relatively light equipment reduces potential for densification below the buffer zone. o A layer of geogrid reinforcement shall be placed over the prepared ground surface within the Core boundary. Geogrid shall consist of a triaxial grid (e.g., TX140 or approved equivalent). A second layer of geogrid shall be placed to reinforce the engineered fill approximately 24 inches above the base geogrid layer. Geogrid shall be installed in accordance with the manufacturer's specifications. After placement of the geogrid, there shall be no soil disturbance in the Core below the top layer of geogrid. o Once the six-inch-thick protection layer has been prepared and the base reinforcement grid placed within the Core boundary, engineered fill may be placed in eight-inch lifts and compacted using a single-drum ride-on sheepsfoot roller. The roller shall not be parked or left stationary on the Core				

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overnight. If yielding subgrade is encountered in the base protection layer, the geotechnical consultant may recommend placement of additional layers of reinforcement within the engineered fill. This determination will be based on field observations during preparation of the ground surface. ○ To protect the culturally affected soil in the Core, construction and other transitory vehicle traffic (with the exception of the equipment necessary to place and compact the engineered fill) shall not be permitted over the Core until after engineered fill placement is complete to provide a buffer between mound material and concentrated vehicle loads. Once fill placement is complete, the culturally affected soil will be protected, but construction vehicles and construction equipment directly on the Core nonetheless shall continue to be limited to the minimum number necessary to complete construction of the Proposed Project. Vehicles shall not be left stationary or parked on the Core overnight. The contractor shall ensure that vehicles and equipment will not leak fuel or other liquids when operating on the Core. Leaking vehicles and equipment shall be promptly removed from the Core area and repaired before use is resumed on the Core. *Temporary Construction Loading at Core* The following measures shall be implemented within the Core during scaffold erection to reduce potential impacts on subsurface cultural materials: • Scaffolds placed on the Core shall be installed no earlier than three months after the engineered fill placement related to sea-level rise.				

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• Scaffolds shall use 16-foot square bases on top of the engineered fill cap. Minor leveling of the fill cap shall be allowed at each scaffold installation, but excavation or other penetrations into the fill surface shall not be permitted except for equipment or the temporary auxiliary structures needed to install the atrium frame and associated glass. There shall be no soil disturbance in the Core below the top layer of geogrid. • Scaffolds shall be removed promptly after installation and inspection of the framework and glass within the atrium to remove pressure from the engineered fill over the Core. *Post-Construction Preservation in Place at the Core* • Post-construction, there shall be no soil disturbance in the Core below the top layer of geogrid. Any surface structural elements, irrigation, utilities, and infrastructure shall be located only upon/within the engineered fill and shall not penetrate the top layer of geogrid. • The Project Sponsor shall comply with Mitigation Measure TCR-1.3, *Post-Construction Preservation in Place*. **Measures for the Perimeter** The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the Perimeter Area as follows: • The Project Sponsor shall install a culturally sterile engineered cap of four to seven feet to cover the cultural deposits within the Perimeter. • Excavation through the cap shall follow the procedures in *Mitigation Measure TCR-1.2*. • Tribal monitoring shall be required during all ground disturbing site work in the Perimeter; provided that, once culturally affected soil has been removed, stockpiled, and treated in accordance with the ATMTPP, no additional tribal monitoring of ground disturbance is required in the area where such soil was removed.				

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
<u>Measures for the High Sensitivity Area</u> The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the High Sensitivity Area as follows: • For portions of the High Sensitivity Area located within the Core, the Project Sponsor shall comply with the mitigation measures for the Core identified above, including but not limited to the tribal monitoring provisions. • For portions of the High Sensitivity Area located within the Perimeter, the Project Sponsor shall comply with the mitigation measures for the Perimeter identified above, including but not limited to the tribal monitoring provisions. **<u>Measures for Existing Known Reburials</u>** • Existing known reburials shall be preserved in place. • Existing known reburials will be protected by a layer of geogrid prior to the placement of engineered fill. • Tribal monitoring in the vicinity of existing known reburials shall be required in accordance with the ATMTPP.				
Project Mitigation Measure TCR-1.2: Archaeological and Tribal Cultural Resource Monitoring and Treatment Protocol and Plan. The Project Sponsor and archaeological consultant, in consultation with the Consulting Tribes, shall develop an Archaeological and Tribal Cultural Resource Monitoring and Treatment Protocol and Plan ("ATMTPP") to guide archaeological and tribal cultural resource monitoring of ground-disturbing site work and provide for appropriate treatment of any archeological materials and tribal cultural resources exposed during construction, as described below. The ATMTPP will apply to the entire Project Site and all off-site Project improvements. In addition, specific protocols that pertain to the Core, Perimeter, and High Sensitivity Area will	Develop an ATMTPP to guide archaeological and tribal monitoring.	Prior to issuance of the first grading permit and any physical ground-disturbing activity	Project Sponsor/ approved archaeological consultant/ consulting tribe(s)	CDD

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be distinguished from general unanticipated discovery response procedures that apply in other areas. Tribal monitoring refers to the controlled observation and regulation of construction operations on or in the vicinity of a known or potentially significant tribal cultural resource to avoid, preserve in place, or mitigate impacts on the resource. The ATMTPP shall be developed in consultation with the Consulting Tribes and submitted to the City for review and approval prior to issuance of the first grading permit and any physical ground disturbing site work being allowed on the Project Site or for off-site Project improvements. The ATMTPP shall include, at a minimum: • Background information and context data on the Project Site, archeological resources, and tribal cultural resources. • Tribal monitoring requirements, including worker awareness training as specified below; a discussion of specific locations and the intensity of the monitoring effort for areas with potential for the discovery of archeological and tribal cultural materials; and anticipated personnel, including retention of California Native American tribal representative(s) from Consulting Tribes. • A requirement that tribal monitors from each Consulting Tribe be afforded the opportunity to be present at each location of ground disturbing site work that requires tribal monitoring pursuant to the Project mitigation measures and the ATMTPP, for the duration of such work, unless a Consulting Tribe agrees in writing that tribal monitoring is not needed by that tribe in that instance, or unless a Consulting Tribe fails to provide a monitor at the scheduled time, provided that adequate notice of the schedule was provided and documented. • Specific parameters for tribal monitoring, including the number of monitors from each Consulting Tribe based on number of simultaneous excavation locations, activities				

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subject to monitoring (consisting of all excavations associated with soil remediation, removal of below grade utilities, and initial mass grading at the main Project Site and all ground disturbing activities within the Core), and activities not subject to monitoring (including all grading outside the Core subsequent to initial mass grading in areas that have been monitored by the Consulting Tribes and found to no longer contain tribal cultural resources, all foundation and building demolition, and all above ground or vertical build construction). • Identification of a tribal monitoring coordinator, whose responsibility is to ensure that communication between the construction team and monitors is clear, that schedules for monitoring are conveyed, and that monitoring tribes have a single point of contact, prior to the commencement of ground disturbing activities. • Protocols for discoveries during construction, consistent with modified ConnectMenlo EIR Mitigation Measure CULT-2a (see Section 3.8, Cultural Resources), including a requirement that any DPR forms required pursuant to ConnectMenlo EIR Mitigation Measure CULT-2a to be submitted to the Northwest Information Center to document a find of TCR, cultural resources, historical resources, or archaeological resources shall be completed and submitted no later than 120 days after completion of the Project. • Prehistoric era research design, including sampling level, study method documentation, and provisions, such as staffing and scheduling, for bringing the proposed research to fruition. • Detailed procedures regarding how to address significant discoveries made during construction, including a discussion of field and artifact analysis methods to be used.				

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• Treatment of Native American human remains consistent with state law and recommendations of the NAHC-appointed Most Likely Descendant ("MLD") and Modified ConnectMenlo EIR Mitigation Measure CULT-4. • Laboratory methods, including artifact cataloging and special analyses. • Thresholds for decision making if there is a conflict among tribal or archeological monitors regarding the identification or treatment of TCRs. Specifically, if there is a conflict between the archeological monitor and the tribal monitors, deference shall be given to the preferences of the tribal monitors, subject to applicable law in the event of the discovery of Native American human remains, provided that those preferences do not require Project redesign or result in unreasonable construction delay. If there is a conflict among the tribal monitors, the soil containing the potential TCR will be evaluated in accordance with applicable law and, if appropriate, shall be stockpiled in accordance with the soil protocol in the ATMTPP while the disagreement is being resolved. • Provisions for reporting (e.g., Tribal Monitoring Closure Report) and artifact treatment in consultation with the Consulting Tribes in the event of significant finds. • Pre-designated confidential reburial area(s) that will serve to reinter any Native American human remains encountered during construction (excluding existing, known reburial sites, which shall be preserved in place pursuant to Mitigation Measure TCR-1.1) with appropriate level of privacy for visitation by the Consulting Tribes, in an area not open to the public. • Treatment protocols that detail the appropriate procedures, methods, and reports to be completed if significant archaeological or tribal cultural materials,				

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Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
including Native American burials, are encountered. The archeological significance of a resource shall not be determinative of whether the resource is a TCR, the level of impact to a TCR, or the significance of a TCR. • Soil treatment protocols that preserve cultural soil onsite where feasible, including: o Subject to the requirements of DTSC or other agencies with jurisdiction and the reasonable preferences of the MLD in accordance with applicable law, prohibiting the removal of cultural soil from the main Project Site. The determination of which soils are cultural soils shall be made by the tribal monitors. o Requiring only clean, engineered fill to be used on the main Project Site. Under no circumstances should soil from another culturally significant area be used on this Project Site. o The tribal monitors shall have the right to request that any cultural soils excavated from native soil on the main Project Site be relocated to an area on the main Project Site located away from the construction zone, where the tribal monitors shall be given the opportunity during active construction work hours to sift the cultural soil to identify and remove any tribal cultural items and Native American human remains, which tribal cultural items and Native American human remains shall be treated in accordance with the ATMTPP. Any tribal cultural resources obtained from sifting shall be reburied in the reburial area, subject to the reasonable preferences of the MLD in accordance with Public Resources Code Section 5097.98 and other applicable law. Any tribal monitors performing this work (1) must have the requisite training or experience to do so, including training				

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or experience with regard to work in environmentally impacted soil (which shall include at a minimum HAZWOPR certification), and (2) shall be paid at the rate specified for this work in the applicable Tribal Monitoring Agreement. Following sifting and removal of TCRs, the soil can be reused at the same or a different location within the main Project Site. • Specifications for archeological and tribal cultural resources sensitivity training for construction workers and superintendents that meet the following standards: o Occurs prior to the start of any ground-disturbing activity or site work on the Project Site or for off-site improvements. o Training shall be required for all construction personnel participating in ground-disturbing construction to alert them to the archaeological and tribal cultural sensitivity of the area and provide protocols to follow in the event of a discovery of archaeological materials or tribal cultural resources. Training shall be provided en masse to such personnel at the start of construction of the Project, and training shall be repeated when new personnel participating in ground-disturbing site work start work. o Includes, for job site posting, a document ("ALERT SHEET") that summarizes the potential finds that could be exposed, the protocols to be followed, and the points of contact to alert in the event of a discovery that is presented as part of the training. o Requires the contractor to ensure that all workers requiring training are in attendance. o Requires training for all contractors and sub-contractors that is documented for each permit				

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and/or phase of a permit that requires ground-disturbing activities onsite. o For work in the Core and the existing known reburial area, additional worker training shall also be required for workers who will work on the surface or who will drive directly over the Core or work in the existing known reburial area. • Work plan for the use of ground penetrating radar (GPR) and forensic canine detection (FCD) that meets the following standards: o Upon conclusion of building demolition and the removal of surface improvements within the Perimeter, the Project Sponsor shall retain a qualified team of FCD survey providers and a GPR operator to perform a survey of the Perimeter before grading, trenching, or other earthwork commences. o A minimum of seven calendar days prior to the FCD or GPR survey, the Project Sponsor or their designee shall notify the Consulting Tribes of the schedule to afford sufficient time to be present during the survey. Should the Consulting Tribe(s) choose not to attend, the FCD or GPR survey may continue as scheduled. Where the FCD or GPR survey will occur within 100 feet of known burials or reburials (which know reburials shall remain in place in accordance with Mitigation Measure TCR-1.1), use of the FCD or GPR and presence of tribal monitors shall be dictated by the MLD for those prior discoveries. o The results of the FCD and GPR surveys shall be provided to the Consulting Tribes within fourteen calendar days after completion of the survey reports. Measures to protect TCRs identified as a result of the surveys shall be implemented in accordance with the Project mitigation measures and ATMTPP.				

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
○ In the event of the discovery of Native American human remains other than known reburials, the procedures in Modified ConnectMenlo Mitigation Measure CULT-4 will apply. • Procedures for the event of an inadvertent discovery during construction, which require the archaeological and tribal monitors to review, identify, and evaluate TCRs to determine if a discovery is a historical resource and/or unique archaeological resource, or a TCR, under CEQA. These procedures shall include, at a minimum: ○ Criteria for identifying cultural soils. ○ Impose a stop work radius of 100 feet around the discovery; work can continue outside of the stop-work radius while the discovery is being addressed. If the archaeological and tribal monitors agree that the find does not constitute a TCR, work can resume immediately, and no notifications are required. ○ Notify the City, Consulting Tribes, and Project Sponsor within 24 hours of the discovery. ○ Complete a discovery form to document the location, nature, and condition of the discovery. ○ Consult on the discovery to determine appropriate treatment, which may include any combination of avoidance, preservation in place, rapid recovery and reburial, and/or documentation. In no circumstance other than the express written recommendation of the MLD shall Native American human remains be removed from the Project Site. Curation and data recovery shall not be allowed, unless curation or data recovery is (i) in compliance with the recommendation of the MLD for Native American human remains in accordance with Public Resources Code Section 5097.98 and other applicable law or, (ii) agreed upon by the tribal monitors per the protocols				

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
in the ATMTPP for TCRs that are not Native American human remains.				
Project Mitigation Measure TCR-1.3: Post-Construction Preservation in Place of Tribal Cultural Resources. Prior to the issuance of the first certificate of occupancy for any occupied building within the Campus District, the Project Sponsor shall record deed restrictions over the Core, confidential locations of existing known reburials, and the pre-designated reburial area ("Project Reburial Area") to restrict development or other activities identified in the deed restrictions that would disturb TCRs or Native American human remains in the future. The area included in the deed restrictions shall be described by a licensed surveyor prior to recording. Because archaeological and tribal cultural resource site locations are restricted from public distribution, the deed restrictions shall cite an "environmentally sensitive area." A copy of the recorded deed restrictions that include the Core and any pre-designated reburial site shall be provided to the City for retention in a confidential project file. A copy of the deed restrictions shall be provided to the Northwest Information Center of the California Historical Resources Information System. The restriction on the deed for the Core and Project Reburial Area shall prohibit the following activities directly on the Core or Project Reburial Area (excluding activities in cantilevered or spanned structural elements) after completion of construction of the Proposed Project, subject to applicable building code and life safety access requirements and necessary facilities maintenance, service, and repairs: • Active recreational activities and structures, including, but not limited to, sports, field games, running, biking, and play equipment. • Domesticated animals other than security/service animals. • Vehicles.	Post-construction preservation and recording of deed restrictions over the Core, known reburials, and Project Reburial Area.	Prior to the issuance of the first certificate of occupancy for any occupied building within the Campus District	Project Sponsor/ licensed surveyor	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
• Surface penetrations below the upper geogrid. • Altering the surface or general topography of the Core or Project Reburial Area except for maintenance of the engineered soil cap, landscaping, facilities, circulation, and utilities included within the cap. • In the unlikely event that any activity needs to occur below the area of the upper geogrid in the event of an emergency, the Consulting Tribes will be immediately notified and given a reasonable opportunity (consistent with the nature of the emergency) to have a tribal monitor present.				
Project Mitigation Measure TCR-1.4: Project Reburial Area Access. Within 30 days after the recording of the deed restrictions over the dedicated reburial area(s), the Project Proponent shall extend a written offer to the Consulting Tribes to execute a tribal access agreement to allow for permitted access to the Project Reburial Area for the purposes of tribal visitation, subject to the parameters below. The Project Proponent shall provide a copy of the offer letter and if accepted by the Consulting Tribe(s), the executed agreement(s), to the City for retention in a confidential Project file. This mitigation measures shall be considered satisfied upon delivery of the offer letter to the Consulting Tribes, even if the Consulting Tribe(s) declined to enter into the agreement. The owners' association shall manage the Project Reburial Area in accordance with the terms and conditions of the deed restrictions, access agreements, Project mitigation measures, and Project conditions of approval, subject to applicable building code and life safety access requirements and necessary facilities maintenance, service, and repairs. Access to the reburial area established for the Project will be controlled. The following conditions apply: • Access to the Project Reburial Area will be available following completion of construction of the Proposed Project, including the Project Reburial Area, subject to	Provide a written offer to execute a tribal access agreement for permitted access to the Project Reburial Area.	Within 30 days after the recording of the deed restrictions Following completion of construction and ongoing during operation of the Project	Project Sponsor/ owner's association /consulting tribe(s)	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
notification and access requirements to be specified in an access agreement. • Visitation shall comply with all rules applicable to publicly accessible open space within the Proposed Project except as otherwise specified in an access agreement. • Visitation shall not obstruct or otherwise interfere with the passage of vehicles or the operation of the facility. • Parking shall be limited to public parking spaces. • Visitation shall not include activities or uses that conflict with the deed restriction or reasonable preferences of the Most Likely Descendent; provided that the Project Proponent shall work in good faith to ensure that all Consulting Tribes are provided access to the Project Reburial Area in accordance with the terms of the access agreement. • Visitation shall not present a risk to human life or safety. • Visitation shall not include abandonment of materials or objects other than ceremonial, religious, or funerary offerings specified in an access agreement. • Visitation shall be subject to restriction as necessary to respond to any security threat, pandemic or similar health risk, or emergency condition. Visitation shall not be unreasonably restricted.				
IMPACT BEING ADDRESSED: Human Remains. The Proposed Project could disturb human remains, including those interred outside of dedicated cemeteries. (Impact TCR-2)				
Project Mitigation Measure TCR-2.1. Avoid and Preserve in Place Known Reburials. The locations of known previous reburials of Native American human remains shall be restricted from future ground disturbance, as required by Mitigation Measure TCR-1.3.	Avoid and preserve in place known reburials.	See above (Mitigation Measure TCR-1.3).	See above (Mitigation Measure TCR-1.3).	See above (Mitigation Measure TCR-1.3).

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
Mitigation Measure CULT-4: (Modified ConnectMenlo EIR). Comply with State Regulations Regarding the Discovery of Human Remains at the Project Site. Procedures of conduct following the discovery of human remains citywide have been mandated by Health and Safety Code Section 7050.5, Public Resources Code Section 5097.98, and the California Code of Regulations Section 15064.5(e) (CEQA). According to the provisions in CEQA, if human remains are encountered at the site, all work in the immediate vicinity of the discovery shall cease and necessary steps to ensure the integrity of the immediate area shall be taken. The San Mateo County Coroner shall be notified immediately. The coroner shall then determine whether the remains are Native American. If the coroner determines the remains are Native American, the coroner shall notify the NAHC within 24 hours, which will, in turn, notify the person the NAHC identifies as the Most Likely Descendant (MLD) in connection with any human remains. Further actions shall be determined, in part, by the desires of the MLD. The Project Sponsor, the Project archaeologist, and the MLD shall make all reasonable efforts to develop an agreement for the treatment, with appropriate dignity, of human remains and associated or unassociated funerary objects, including those associated with known and unknown Native American burial locations (CEQA Guidelines Section 15064.5[d]). The agreement should address appropriate actions for when remains are discovered, including excavation, removal, recordation, analysis, custodianship, and final disposition of the remains and associated or unassociated funerary objects. The MLD will have 48 hours to make recommendations regarding the disposition of the remains following notification from the NAHC of the discovery. If the MLD does not make recommendations within 48 hours, or the owner does not accept the recommendation of the MLD in accordance with Public Resources Code 5097.98(e), the owner	Comply with state regulations regarding the discovery of human remains at the Project Site.	Initiated after a find is made during construction, with regularly scheduled site inspections thereafter	Project Sponsor/ San Mateo County Coroner	CDD

WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	**Action**	**Timing**	**Implementing Party**	**Monitoring Party**
shall, with appropriate dignity, reinter the remains in an area of the property secure from further disturbance. Alternatively, if the owner does not accept the MLD's recommendations, the owner or the descendent may request mediation by the NAHC.				

DRAFT CITY COUNCIL RESOLUTION NO. XXXX

DRAFT RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK APPROVING AN AMENDMENT TO THE CIRCULATION MAP OF THE MENLO PARK GENERAL PLAN

WHEREAS, in 2016, the City of Menlo Park ("City") updated its General Plan when it adopted ConnectMenlo, which contains the City's new Land Use Element and Circulation Element; and

WHEREAS, when the City adopted the ConnectMenlo General Plan, the City also certified an Environmental Impact Report providing a program-level analysis of the development potential envisioned for the entire City, including the increased development potential in the Bayfront Area; and

WHEREAS, the City received an application requesting to redevelop an approximately 59-acre industrial site (the "Main Project Site") plus three parcels (within two sites) west of Willow Road (the "Hamilton Parcels," and, collectively with the Main Project Site, the "Project Site") as a multi-phase, mixed-use development consisting of up to 1.6 million square feet of office and accessory uses (a maximum of 1,250,000 square feet for office use and the balance for accessory uses), up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail sues, an up to 193-room hotel, and associated open space and infrastructure (the "Project"); and

WHEREAS, an amendment to the General Plan Circulation Map is necessary to modify the circulation plan with regard to the locations for new street connections to the surrounding roadway network, as well as the locations of public rights-of-way and a proposed multi-use pathway within the Main Project Site; and

WHEREAS, the proposed amendment to the General Plan Circulation Map is consistent with the General Plan goals, policies, and programs, including Policy LU-1.2 which states, "Integrate regional land use planning efforts with development of an expanded transportation network focusing on mass transit rather than freeways, and encourage development that supports multimodal transportation. The proposed general plan is also consistent with the policies under Goal CIRC-2, which states, "Increase accessibility for and use of streets by pedestrian, bicyclists, and transit riders," and Goal CIRC-4, which states, "Improve Menlo Park's overall health, wellness, and quality of life through transportation enhancements." The new roadway connections to the surrounding roadway network and the proposed paseos and multi-use pathways will provide new routes for bicyclists and pedestrians through the Main Project Site, encouraging the use of multimodal transportation. The multi-use pathways and paseos will also increase accessibility and use of the streets by pedestrians and bicycles, and the proposed roundabout connection will provide an additional route to the Main Project Site for bicyclists, pedestrians, and vehicles; and

WHEREAS, all required public notices and public hearings were duly given and held according to law; and

WHEREAS, an Environmental Impact Report (EIR) was prepared for the Project (SCH: 2019090428), including an amendment to the General Plan Circulation Map, and certified by the

City Council on _____, 2022 in accordance with the provisions of the California Environmental Quality Act (CEQA) and the CEQA Guidelines. Findings and a statement of overriding considerations were adopted by the City Council on _____, 2022, by Resolution No. _____, and are incorporated herein by this reference; and

WHEREAS, the analysis in the Project EIR utilized analysis from the ConnectMenlo Final EIR as appropriate and as further described in each environmental topic section in the EIR; 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 _____, 2022, to review and consider the Project, including the proposed amendment to the General Plan Circulation Map, 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, voted affirmatively to recommend to the City Council of the City of Menlo Park to approve the amendment to the General Plan Circulation Map; 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 _____, 2022, to review and consider the Project, including the proposed amendment to the General Plan Circulation Map, whereat all persons interested therein might appear and be heard; and

WHEREAS, the City Council of the City of Menlo Park having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, including the recommendation of the Planning Commission, voted affirmatively to approve the amendment to the General Plan Circulation Map.

NOW, THEREFORE, BE IT RESOLVED that the City Council finds the foregoing recitals are true and correct, and they are hereby incorporated by reference into this Resolution.

BE IT FURTHER RESOLVED that the City Council of the City of Menlo Park hereby approves the amendment to the General Plan Circulation Map, as depicted by and attached hereto as Exhibit A (Staff Report Attachment P), and incorporated herein by this reference.

I, _____, City Clerk of Menlo Park, do hereby certify that the above and foregoing City Council Resolution was duly and regularly passed and adopted at the meeting by said City Council on the _____ day of _____, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS THEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this _____ day of _____, 2022.

_____

_____
City Clerk

DRAFT CITY COUNCIL RESOLUTION NO. XXXX

DRAFT RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK APPROVING FINDINGS AND CONDITIONS FOR AN "A" VESTING TENTATIVE PARCEL MAP FOR THE MAIN PROJECT SITE FOR THE WILLOW VILLAGE MASTER PLAN PROJECT CONSISTING OF UP TO 1.6 MILLION SQUARE FEET OF OFFICE AND ACCESSORY USES, UP TO 1,730 MULTIFAMILY DWELLING UNITS, UP TO 200,000 SQUARE FEET OF RETAIL USES, AN UP TO 193 ROOM HOTEL, AND ASSOCIATED OPEN SPACE AND INFRASTRUCTURE

WHEREAS, the City received an application requesting to redevelop an approximately 59-acre industrial site (the "main Project Site") plus three parcels (within two sites) west of Willow Road (the Hamilton Parcels, and collectively with the main Project Site, the "Project Site") as a multi-phase, mixed-use development consisting of up to 1.6 million square feet of office and accessory uses (a maximum of 1,250,000 square feet for office uses and the balance for accessory uses), up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail, an up to 193-room hotel, and associated open space and infrastructure (the "Project"); and

WHEREAS, an "A" Vesting Tentative Parcel Map creating legal non-buildable parcels for financing and conveyancing purposes and the construction of project-serving infrastructure improvements is proposed for the main Project Site; and

WHEREAS, all required public notices and public hearings were duly given and held according to law; and

WHEREAS, an Environmental Impact Report (EIR) was prepared for the Project and certified by the City Council on _____, 2022 (SCH: 2019090428), in accordance with the provisions of the California Environmental Quality Act (CEQA) and the CEQA Guidelines. Findings and a statement of overriding considerations were adopted by the City Council on _____, 2022, by Resolution No. _____, and are incorporated herein by this reference; 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 (the "Planning Commission") on _____, 2022, to review and consider the Project, including the "A" Vesting Tentative Parcel Map for the main Project Site, whereat all persons interested therein might appear and be heard; and

WHEREAS, the Planning Commission, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to recommend to the City Council of the City of Menlo Park (the "City Council") to approve the "A" Vesting Tentative Parcel Map for the main Project Site; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the City Council on _____, 2022, to review and consider the Project, including

the "A" Vesting Tentative Parcel Map for the main Project Site, whereat all persons interested therein might appear and be heard; and

WHEREAS, the City Council, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to approve the "A" Vesting Tentative Parcel Map for the main Project Site.

NOW, THEREFORE, BE IT RESOLVED that the City Council finds the foregoing recitals are true and correct, and they are hereby incorporated by reference into this Resolution.

BE IT FURTHER RESOLVED that the City Council of the City of Menlo Park hereby approves the "A" Vesting Tentative Parcel Map for the main Project Site subject to conditions (Exhibit A), and subject to final approval of the rezoning for the Project. This approval is pursuant to the Subdivision Map Act and City of Menlo Park Municipal Code Section 15.20.050:

1. The proposed "A" Vesting Tentative Parcel Map for the main Project Site is technically correct and in compliance with all applicable State regulations, City General Plan, Zoning and Subdivision Ordinances, and the State Subdivision Map Act.

2. The proposed "A" Vesting Tentative Parcel Map for the main Project Site, including the contemplated design and improvements, is consistent with applicable General Plan goals and policies, in particular the goals for the Bayfront Area set forth in the General Plan Update ("ConnectMenlo"). The Project is consistent with the land use designations described in the General Plan and would be consistent with City General Plan policies as well as City Zoning Ordinance requirements for master-planned projects at the proposed density and for the types of use.

3. The Project Site is physically suitable for the proposed master-planned development, including the proposed density of development, and the design of the subdivision or the proposed improvements are not likely to cause substantial environmental damage or substantially injure fish or wildlife or their habitat. The Project is consistent with the density and uses for the site set forth in the General Plan. The Project Site is in a heavily urbanized area of the City currently occupied by developed/landscaped areas that include various urban uses and does not include any aquatic habitat. The Project would not cause substantial environmental damage to the already disturbed Project Site and would not substantially injure the limited wildlife that access the site or their habitat.

4. The design of the subdivision or types of improvements is not likely to cause serious public health or safety problems. The Project would comply with General Plan goals and policies, City Zoning and Subdivision Ordinances, and other applicable regulations designed to prevent serious health or safety problems.

5. The design of the subdivision or the type of improvements does not conflict with easements, acquired by the public at large, for access through or use of property within the

proposed subdivision because alternate easements for access or use will be provided that are substantially equivalent to ones previously acquired by the public.

6. The Project is not subject to flood and inundation hazards and is not located within a slide area. The Project Site is located within the 100-year flood hazard zone. However, the contemplated Project design and improvements will be elevated so as to mitigate flood hazards, and the Project would comply with applicable requirements designed to mitigate flood hazards and address future sea level rise.

SEVERABILITY

If any term, provision, or portion of these findings or the application of these findings to a particular situation is held by a court to be invalid, void, or unenforceable, the remaining provisions of these findings, or their application to other actions related to the Project, shall continue in full force and effect unless amended or modified by the City.

I, _____, City Clerk of Menlo Park, do hereby certify that the above and foregoing City Council Resolution was duly and regularly passed and adopted at the meeting by said City Council on the _____ day of _____, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS THEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this _____ day of _____, 2022.

_____

_____
City Clerk

Willow Village "A" Map

Draft Conditions of Approval

1. As used in these Conditions of Approval:
    a. "Applicant" shall mean Peninsula Innovation Partners, LLC
    b. "Property Owner(s)" shall mean Peninsula Innovation Partners and its successors in interest to all or any part of the Project site
    c. "Project" shall mean the development of approximately 1.8 million sf of nonresidential uses, composed of up to 1.6 million sf of office and accessory uses in the Campus District (consisting of up to 1.25 million sf of office space, with the balance of space for accessory use [up to 350,000 sf if the office sf is maximized], in multiple buildings) and up to approximately 200,000 sf of commercial/retail space; up to approximately 1,730 multi-family residential units; an up to 193-room hotel; and up to approximately 20 acres of open space at full buildout, including approximately 8 acres of publicly accessible parks, paths, and trails

2. The Applicant shall comply with the below applicable mitigation measures identified in Mitigation Monitoring and Reporting Program for the Project.

3. Prior to Parcel Map approval, Applicant shall pay all Public Works fees. Refer to City of Menlo Park Master Fee Schedule

4. **Temporary Improvements** requiring completion prior to removal of existing distribution improvements.

    a. Domestic Water lines – The existing water system within the Willow Village main Project Site ("**Main Project Site**") is comprised of 10" diameter mains with two points of connection off Willow Road and one point of connection each off Adams Court and O'Brien Drive. Prior to the removal of any of the above-described water distribution lines that provide service to off-site parcels, the Applicant shall design and construct a temporary 2,100 LF 16" diameter water main in a general alignment from Adams Court traversing north along the east side of Main Project Site, then along the northern boundary, then south generally aligned between existing Buildings MPK 47 and 48 to connect to the existing 10" main within existing Hamilton Avenue. Depending to the final alignment, sections of this distribution pipe, when designed and constructed to minimum City specifications, located within City public rights-of-way and City easements, and consistent with the Willow Village Hydraulic Evaluation shall be

accepted as public improvements as operatable components of the permanent domestic water distribution system.

Prior to the demolition of the existing domestic distribution water lines through the main Project site that provides service to development east of the main Project site, Applicant shall design and construct a second temporary 12-inch domestic water distribution pipeline generally parallel to the southern boundary of the Main Project Site, providing connectivity from Willow Road to O'Brien Drive near the southeasterly corner of the Main Project Site. This pipeline will connect to an existing pipeline in O'Brien and a 10" pipe entering the site along the southern boundary of the Main Project Site.

In the event any of the above temporary improvements are designed and constructed to the minimum specifications of the City, the City shall accept the temporary improvements within public rights-of-way and City easements as permanent public improvements.

All Domestic water distribution improvements shall conform to the recommendations contained within the West Yost Willow Village Hydraulic Evaluation dated February 3, 2022.

b. Natural Gas Line – The Main Project Site contains an existing primary gas line that crosses through the Main Project Site from Willow Road to the east along Hamilton Avenue and Hamilton Court and continues to the east providing service to the properties east of the Main Project Site. Prior to the demolition and removal of said existing gas line, the Applicant shall construct and make operational a replacement gas main, subject to the approval of PG&E prior to the removal of the primary gas distribution line serving properties east of the Main Project Site. Documentation of PG&E approval shall be provided to the Engineering Division prior to demolition of the existing gas main.

5. Demolition of Improvements

Applicant shall prepare and submit Demolition Plans to the City prior to the approval of the Parcel Map; however, in the event that Applicant files multiple Parcel Maps, the Demolition Plans, at a minimum, shall depict the demolition of all existing improvements within the boundaries of each Parcel Map. Prior to recordation of each Parcel Map, all existing buildings within the boundaries of that Parcel Map shall be removed unless a building is completely within the confines of a created parcel

boundary and is retained for temporary use during the construction of the project improvements. In the event any building is retained for temporary purposes, the Applicant shall provide utility services and vehicular access subject to the approval of the Public Works Director. Additionally, surety for the demolition of said building(s), in amount agreed upon by the Public Works Director shall be provided prior to recordation of the Parcel Map which boundaries include said building.

6. Site Improvement Work

a. Department of Toxic Substance Control (DTSC) Approval: Prior to the commencement of ground disturbance activities within the Residential/Shopping District, the Property Owner shall have received approval of the Willow Village Removal Action Work Plan (RAW), Site Management Plan (SMP) and Health and Safety Plan (HSP) for the Residential/Shopping District from DTSC. Prior to commencement of ground disturbance activities within each the Campus District and the Town Square District, the Property Owner shall have received DTSC approval of the SMP and HSP for each the Campus District and the Town Square District, as applicable. Documentation of compliance shall be provided to the Building, Planning, and Engineering Divisions prior to commencement of ground disturbance activities.

b. Site Improvement Work

i. For all Main Project Site-serving improvements, Applicant shall prepare and submit to the City Improvement Plans containing Mass Grading, Utilities, On-site Circulation Improvements consisting of Roadways and Intersection Improvements and Public Realm Landscaping and Street Furnishings for approval prior to the recordation of a Parcel Map., Submittal of a Parcel Map is not a prerequisite of obtaining City approval of any of the above-mentioned plans

ii. Construction Agreement: In the event construction of site improvements commences in advance of approval of a Parcel Map that would require a Subdivision Improvement Agreement, prior to commencing construction of the site improvements, the Applicant shall enter into a Construction Agreement with the City. Approval shall not be unreasonably withheld or conditioned so long as the following is provided: adequate security in favor of the City for completion of construction of the site improvements, provisions for dedicating improvements to the City upon completion, and permits for the replacement with a Subdivision Improvement Agreement.

iii. Imported Fill: The imported fill must meet the City of Menlo Park's requirements. Documentation demonstrating that the fill meets the City's requirements must be submitted to and approved by the Building Official or their designee prior to fill being brought on site. Fill requirements are outlined in CBC appendix J section J107 as adopted in MPMC Section 12.06.020.

c. Willow Road Improvements

i. Applicant shall submit Willow Road Improvement Plans to the City for approval concurrent with the submittal of the first Parcel Map. The Willow Road Improvement Plans shall be comprised of the below listed "**Willow Road Improvements**" within Caltrans' right-of-way. Improvement Plans shall include surface improvements, traffic signals, bicycle lanes, utility improvement, striping and signage improvements and other frontage improvements addressing both sides of Willow Road. The City shall cooperate with Applicant in its efforts to obtain encroachment permit and other applicable approvals from Caltrans.

1. Realigned Willow Road/Hamilton Avenue intersection
2. New Willow Road/Park Street intersection
3. Class IV bicycle lanes on Willow Road

ii. Prior to the issuance of the first permit for the Site Improvement Work, the Applicant shall submit Willow Road Improvement Plans to Caltrans and apply for encroachment permit approvals no later than 30 days after City reviews and authorizes in writing the submittal to Caltrans;

iii. Applicant shall submit documentation of Caltrans' approval of encroachment permit prior to the City approval of said Willow Road Improvement Plans

iv. Applicant shall complete Willow Road Improvements prior to the certificate of occupancy for the first building on the Main Project Site.

v. In the event construction of the Willow Road Improvements is delayed due to circumstance outside of the Applicant's reasonable control, the Public Works Director may grant an extension based on substantial evidence from the Applicant that the delay is based on external circumstances, and the Applicant demonstrates a good faith effort to complete the improvements. Any extension would be based on an agreed upon timeline by the Public Works Director and the Applicant.

d. SF PUC Approvals: Prior to issuance of the building permit for the first building on the Main Project Site, the Applicant shall obtain San Francisco Public Utilities Commission (**"SF PUC"**) approval for a lease, license, easement agreement, or other authorization to permit the construction and operation of the following proposed public improvements concurrently with separate or combined applications. In pursuit of the necessary approvals the City shall be the applicant for public improvements that require approval and granting a lease, license, easement agreement, or other authorization from SF PUC.

    i. Main Street/O'Brien Drive roundabout intersection improvements within the SF PUC right of way.

    ii. Installation of a 48-inch storm drain within the Menlo Park Storm Drain Channel and filling of said channel partially located within SF PUC right-of-way.

e. Prior to the construction of the O'Brien Drive/Main Street roundabout intersection improvements, Applicant shall acquire an easement for public right-of-way purposes from properties affected by the alignment of the proposed improvement.

f. Prior to certificate of occupancy for the first building on the Main Project Site, the applicant shall complete the Willow Road and SF PUC Improvements to satisfaction of the City Engineer and SF PUC.

g. In the event construction of the SF PUC Improvements is delayed due to circumstance outside of the Applicant's reasonable control, the Public Works Director may grant an extension based on substantial evidence from the Applicant that the delay is based on external circumstances, and the Applicant demonstrates a good faith effort to complete the improvements. Any extension would be based on an agreed upon timeline by the Public Works Director and the Applicant.

7. Prior to Parcel Map approval or the commencement of soil disturbing activities, whichever occurs first, Applicant shall prepare and submit plans for soil disturbance area for : 1) construction safety fences around the periphery of the construction area, 2) dust control, 3) air pollution control, 4) erosion and sedimentation control, 5) tree protection fencing, 6) traffic control plans shall provide accommodation for safe pedestrian and bicycle travel through the construction zone and 7) construction vehicle parking. The plans shall be subject to review and approval by the Building, Engineering, and Planning Divisions. The fences and erosion and sedimentation control measures shall be installed according to the approved plan prior to commencing soil disturbing activities.

8. Prior to each Parcel Map approval, the Applicant shall prepare and submit Improvement Plans for the applicable Parcel Map to the Engineering, Utilities, and Planning Divisions for approval. Improvement Plans are required for all project serving off-site infrastructure improvements, including Willow Road Improvements, and shall incorporate the following:

    a. Improvement Plans shall include, at minimum, specifications, engineer's cost estimates, and all engineering calculations necessary to substantiate the design of the following improvements: proposed roadways, drainage improvements, utilities, traffic control devices, required retaining walls, sanitary sewers, storm water conveyance improvements, pump/lift stations, street lightings, landscaping and other project improvements. All public improvements shall be designed and constructed to the satisfaction of the Engineering Division. Submittal of a Parcel Map is not a prerequisite of obtaining City approval of the any of the above-mentioned plans. Improvement Plans shall also provide the following:

        - Existing Topography (NAVD 88')
        - Demolition Plan
        - Site Plan (including easement dedications, if applicable)
        - Construction Parking Plan
        - Grading and Drainage Plan
        - Utility Plan
        - Off-site Improvement Plan
        - Erosion Control Plan / Tree Protection Plan
        - Planting and Irrigation Plan
        - Construction Details (including references to City Standards)

        i. Grading and drainage plans shall demonstrate how post-construction runoff conveyed into storm drains shall not exceed existing site runoff levels. A Hydrology Report will be required to the satisfaction of the Engineering Division.
        ii. <u>Landscape Screening:</u> Landscaping shall screen all public utility equipment that is installed within the public rights-of-way 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 Improvement Plans shall depict new public utility installation's exact locations of any meters, back flow prevention devices, transformers, junction boxes, relay boxes and other equipment boxes installed within the public right of way or public easement area. 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 Improvement Plans.

iii. Public Realm Landscape Plans: Improvement Plans shall include detailed landscape plans for the public realm areas of the Main Project Site, as shown on Exhibit G5.18 Conceptual Public Realm Tree Planting Plan of the Willow Village Master Plan including the size, species, and location including an irrigation plans for review and approval by the Planning, Engineering, Transportation Divisions and City Arborist. The Landscape Plan sheets shall include public realm onsite landscaping (including heritage tree replacements if applicable) for the respective area that the plans address. All Landscape Plans shall include measures addressing adequate sight distance visibility, screening for above grade utilities within the rights-of-way with labels for the utility boxes sizes and heights, and documentation confirming compliance with the Water Efficient Landscaping Ordinance (Municipal Code Chapter 12.44) subject to review and approval by the Engineering Division. The Landscape Plans shall substantially comply with Sheets G5.18, G5.19, and G5.20 in the masterplan plan set. Heritage tree replacements (in accordance with section 10.7 of the CDP) shall be identified on the Landscape Plans and subject to review and approval by the City Arborist.

iv. Truck Route Plan: The Applicant shall submit a truck route plan concurrent with the Improvement Plan set approval for the scope of construction as evidenced by said improvement plans and 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 or designee.

v. 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 Building Official or designee.

vi. Erosion and Sedimentation Control: Concurrent with Improvement Plan submittal 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 Engineering, Building,and Planning Divisions prior to issuance of a demolition permit.

vii. Tree Protection: Trees in the vicinity of the construction project that are to remain shall be protected pursuant to the Heritage Tree Ordinance section 13.24.030.

i. The Project Arborist shall provide a tree protection verification letter to the City Arborist prior to the start of demolition/construction activities. The tree protection verification letter shall include photos of the installed tree protection measures as specified by the Project Arborist and identify that the Arborist will conduct monthly inspections of the protective measures. During the monthly inspection the Arborist shall assess and monitor the effectiveness of the Tree Protection Plan and provide recommendations for additional care or treatment. The Project Arborist shall provide a monthly inspection report to the City Arborist and Planning Division to document compliance and for the City Arborist review and input on any recommendations for additional care.

b. Green Infrastructure: The Improvement Plans shall include Green Infrastructure in the form of a stormwater treatment area to treat runoff from the public and private street rights-of-way. The treatment area shall be located within the landscape area between the curb and sidewalk. Sizing and design shall conform to San Mateo Countywide Water Pollution Prevention Program design templates and technical guidance and be approved by the Engineering Division.

c. Water Efficient Landscape Ordinance: The Applicant shall provide documentation indicating the amount of irrigated landscaping within the Improvement Plans for the area of Parcel Map within the Main Project Site. If the project 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 Improvement Plan Set subject to review and approval by the Engineering Division.

9. Prior to approval of the Improvements Plans, all potential utility conflicts shall be potholed by Applicant with actual depths documented on the Improvement Plans submitted for City review and approval.

10. For areas that have undergone site clearing and have remaining exposed soil by the start of the wet season (October 1 through April 30), the Applicant 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 mulch 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 site clearing activities.

11. The Applicant shall retain a civil engineer to prepare "as-built" or "record" drawings of public improvements, and the drawings shall be submitted in AutoCAD and Adobe PDF formats to the Engineering Division prior to dedication and acceptance of improvements.

12. All public right-of-way improvements, including frontage improvements and the dedication of easements and public right-of-way, shall be completed to the satisfaction of the Engineering Division prior acceptance of such public improvements. Frontage improvements, limited to sidewalks, landscape and urban furnishing, on a fronting parcel can be deferred until completion of construction on the adjacent parcel, provided that such improvements are secured under a separate Improvement Agreement and commensurate surety for completion of said improvements has been provided, subject to review and approval of the Public Works Director. Project serving private improvements depicted within the Improvement Plan set, consisting of frontage improvements, streets, utilities, landscape improvements and dedication of easements shall be completed to the satisfaction of the Engineering Division prior to the issuance of the first building occupancy. Upon Applicant’s/Property Owner’s completion of these

improvements, Applicant/Property Owner shall offer for dedication to City such improvements as completed and City shall promptly accept the completed improvements and release to the Applicant/Property Owner any surety bonds or other security posted in connection with performance thereof in accordance with the terms of such bonds.

13. Prior to Parcel Map approval, the Applicant shall enter into a Subdivision Improvement Agreement and provide performance bonds for the completion of the improvements as shown on the approved project Improvement Plans. The Applicant shall obtain an encroachment permit from the appropriate reviewing and permitting jurisdiction prior to commencing any work within the public right-of-way or public easements.

14. Heritage Tree Replacements: The Applicant is permitted to remove up to 276 heritage trees on the Project Site and 16 heritage trees for construction of the new O'Brien intersection, as determined by the Project Arborist in the *Tree Survey Report* dated August 16, 2022 and shown on Sheets G1.06-1.09 and Appendix 9 of the Project Plans. A minimum of value of $3,413,400 in heritage tree replacements are required for the Project Site. 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 shall be tracked by the City and Applicant in accordance with the compliance matrix, dated June 23, 2022 and on file with the City.

15. The City has approved this Map in conjunction with a Development Agreement. During the term of the Development Agreement, this Map shall be subject to the terms and conditions of the Development Agreement and, in the event of a conflict, the terms and conditions of the Development Agreement shall prevail.

DRAFT CITY COUNCIL RESOLUTION NO. XXXX

DRAFT RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK APPROVING FINDINGS AND CONDITIONS FOR A VESTING TENTATIVE SUBDIVISION MAP FOR THE HAMILTON AVENUE REALIGNMENT PORTION OF THE WILLOW VILLAGE MASTER PLAN PROJECT CONSISTING OF UP TO 1.6 MILLION SQUARE FEET OF OFFICE AND ACCESSORY USES, UP TO 1,730 MULTIFAMILY DWELLING UNITS, UP TO 200,000 SQUARE FEET OF RETAIL USES, AN UP TO 193 ROOM HOTEL, AND ASSOCIATED OPEN SPACE AND INFRASTRUCTURE

WHEREAS, the City received an application requesting to redevelop an approximately 59-acre industrial site (the "main Project Site") plus three parcels (within two sites) west of Willow Road (the "Hamilton Parcels," and collectively with the main Project Site, the "Project Site") as a multi-phase, mixed-use development consisting of up to 1.6 million square feet of office and accessory uses (a maximum of 1,250,000 square feet of office uses and the balance for accessory uses), up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail, an up to 193-room hotel, and associated open space and infrastructure (the "Project"); and

WHEREAS, a Vesting Tentative Subdivision Map for a subdivision is proposed for the Hamilton Avenue realignment proposed as part of the Project ("Hamilton VTM"); and

WHEREAS, all required public notices and public hearings were duly given and held according to law; and

WHEREAS, an Environmental Impact Report (EIR) was prepared for the Project and certified by the City Council on _____, 2022 (SCH: 2019090428), in accordance with the provisions of the California Environmental Quality Act (CEQA) and the CEQA Guidelines. Findings and a statement of overriding considerations were adopted by the City Council on _____, 2022, by Resolution No. _____, and are incorporated herein by this reference; 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 (the "Planning Commission") on _____, 2022, to review and consider the Project, including the Hamilton VTM, whereat all persons interested therein might appear and be heard; and

WHEREAS, the Planning Commission, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to recommend to the City Council of the City of Menlo Park (the "City Council") to approve the Hamilton VTM; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the City Council on _____, 2022, to review and consider the Project, including the Hamilton VTM, whereat all persons interested therein might appear and be heard; and

WHEREAS, the City Council, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to approve the Hamilton VTM.

NOW, THEREFORE, BE IT RESOLVED that the City Council finds the foregoing recitals are true and correct, and they are hereby incorporated by reference into this Resolution.

BE IT FURTHER RESOLVED that the City Council of the City of Menlo Park hereby approves the Hamilton VTM subject to conditions (Exhibit A) for the Project. This approval is pursuant to the Subdivision Map Act and City of Menlo Park Municipal Code Section 15.20.050:

1. The Hamilton VTM is technically correct and in compliance with all applicable State regulations, City General Plan, Zoning and Subdivision Ordinances, and the State Subdivision Map Act.

2. The proposed Hamilton VTM, including the contemplated design and improvements, is consistent with applicable General Plan goals and policies, in particular the goals for the Bayfront Area set forth in the General Plan Update ("ConnectMenlo"). The Project is consistent with the land use designations described in the General Plan and would be consistent with City General Plan policies as well as City Zoning Ordinance requirements for master-planned projects at the proposed density and for the types of use.

3. The Project Site is physically suitable for the proposed master-planned development, including the proposed density of development, and the design of the subdivision or the proposed improvements are not likely to cause substantial environmental damage or substantially injure fish or wildlife or their habitat. The Project is consistent with the density and uses for the site set forth in the General Plan. The Project Site is in a heavily urbanized area of the City currently occupied by developed/landscaped areas that include various urban uses and does not include any aquatic habitat. The Project would not cause substantial environmental damage to the already disturbed Project Site and would not substantially injure the limited wildlife that access the site or their habitat.

4. The design of the subdivision or types of improvements is not likely to cause serious public health or safety problems. The Project would comply with General Plan goals and policies, City Zoning and Subdivision Ordinances, and other applicable regulations designed to prevent serious health or safety problems.

5. The design of the subdivision or the type of improvements does not conflict with easements, acquired by the public at large, for access through or use of property within the proposed subdivision because alternate easements for access or use will be provided that are substantially equivalent to ones previously acquired by the public.

6. The Project is subject to flood and inundation hazards but is not located within a slide area. The Project Site is located within the 100-year flood hazard zone. However, the contemplated Project improvements will be designed so as to mitigate flood hazards, and

the Project would comply with applicable requirements designed to mitigate flood hazards and address future sea level rise.

SEVERABILITY

If any term, provision, or portion of these findings or the application of these findings to a particular situation is held by a court to be invalid, void, or unenforceable, the remaining provisions of these findings, or their application to other actions related to the Project, shall continue in full force and effect unless amended or modified by the City.

I, _____, City Clerk of Menlo Park, do hereby certify that the above and foregoing City Council Resolution was duly and regularly passed and adopted at the meeting by said City Council on the _____ day of _____, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS THEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this _____ day of _____, 2022.

_____

_____
City Clerk

Draft Conditions of Approval – Parcels west of Willow Road

Standard Conditions

1. Prior to approval of the Parcel Map the Applicant shall comply with all requirements of the Building Division, Engineering Division, and Transportation Division that are directly applicable to the project.

2. Applicant shall prepare and submit Demolition Plans to the City prior to the approval of the Parcel Map. The Demolition Plans, at a minimum, shall depict the demolition of all existing improvements within Parcel 1 that would conflict the proposed reconfigured Parcel 1.

3. Prior to recordation of Parcel Map, any existing buildings/structures that conflict with future proposed parcel boundaries of Parcel Map XXXX shall be demolished subject to City approved Demolition Plans and Permit.

4. Prior to Parcel Map approval, Applicant shall submit plans for: 1) construction safety fences around the periphery of the construction area on private property, 2) dust control, 3) air pollution control, 4) erosion and sedimentation control, 5) tree protection fencing, and 6) construction vehicle parking. The plans shall be subject to review and approval by the Building, Engineering, and Planning Divisions. The fences and erosion and sedimentation control measures shall be installed according to the approved plan prior to commencing construction.

5. Prior to Parcel Map approval, Applicant shall submit a Grading and Drainage Plan which may be included in the Improvement Plan set for review and approval. Post-construction runoff into the storm drain shall not exceed preconstruction runoff levels. A Hydrology Report calculating post construction performance will be required to the satisfaction of the Engineering Division.

6. Prior to Parcel Map approval, the Applicant shall submit engineered Off-Site Improvement Plans (including plans, specifications & engineer's cost estimates), for approval by the Engineering Division, showing the infrastructure necessary to serve the Project. The Improvement Plans shall include, but are not limited to, all engineering calculations necessary to substantiate the design of proposed realigned Hamilton Avenue improvements and associated relocation of utilities, traffic control devices, street lighting, streetscape landscaping improvements and incorporate the following:

    a. The Improvement Plans shall depict a realigned Menlo Park Utilities 12 inch domestic water mainline in an alignment within Willow Road.
    b. The Applicant shall extend the existing 10 foot shared bicycle/pedestrian path within Parcel 2 along Willow Road to the realigned Willow Road/Hamilton Avenue intersection improvements.
    c. The relocated Bus Stop on Willow Road shall accommodate the proposed Class IV bicycle lanes on Willow Road and necessary ADA accommodations including a bus shelter.

    Engineering plans shall include, but are not limited to:

- Existing Topography (NAVD 88')
- Demolition Plan
- Site Plan (including easement dedications, if applicable)
- Construction Parking Plan
- Grading and Drainage Plan
- Utility Plan
- Off-site Improvement Plan
- Erosion Control Plan / Tree Protection Plan
- Planting and Irrigation Plan
- Construction Details (including references to City Standards)

All public improvements shall be designed and constructed to the satisfaction of the Engineering Division.

7. Green Infrastructure: The Off-Site Improvement Plans shall include Green Infrastructure in the form of a stormwater treatment area along the project's frontage to treat runoff from the public right-of-way. The treatment area shall be located within the landscape area between the curb and sidewalk. Sizing and design shall conform to San Mateo Countywide Water Pollution Prevention Program design templates and technical guidance and be approved by the Engineering Division.

8. Landscape Screening: Landscaping shall screen all public utility equipment that is installed within the public rights-of-way 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 Improvement Plans shall depict new utility installations exact locations of any meters, back flow prevention devices, transformers, junction boxes, relay boxes and other equipment boxes installed within the public right of way or public easement area. The screening shall be compatible and unobtrusive and subject to the review and approval of the Engineering and Planning Divisions which approval will be required prior to the City's approval of the Improvement Plans.

9. Stormwater Management Report: Prior to Parcel Map approval, the applicant shall submit a Storm Water Management Report that meets the requirements of the San Mateo County's C.3 Stormwater Technical Guidance Manual.

10. Prior to the commencement of the construction of public improvements the Applicant shall obtain approval of the Willow Road Improvements encroachment permit from Caltrans as follows:
    a. Submit a substantially complete set of Willow Road Improvement Plans to the City concurrent with the approval of the Willow Village Phase I Improvement Plans. The "Willow Road Improvement Plans" shall be comprised of the below listed improvements within Caltrans' right-of-way. Improvement Plans shall include surface improvements, traffic signals, bicycle lanes, utility improvements, striping and signage improvements and other frontage improvements addressing both sides of Willow Road. The City shall

cooperate with Applicant in its efforts to obtain an encroachment permit and other applicable approvals from Caltrans.

1. Realigned Willow Road/Hamilton Avenue intersection
2. New Willow Road/Park Street intersection
3. Class IV bicycle lanes on Willow Road.

b. Caltrans Approval: Applicant shall submit applications to Caltrans no later than 30 days after City approval of the Willow Road Improvement Plans, and diligently pursue approvals.

11. Prior to Parcel Map approval, Applicant shall provide documentation indicating the amount of irrigated landscaping within the public right of way. If the project 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 Improvement Plan Set subject to review and approval by the Engineering Division.

12. Truck Route Plan: The Applicant shall submit a truck route plan concurrent with the approval of the improvement plan set 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 fees, if applicable, relating to the truck route plan, to the satisfaction of the Public Works Director.

13. Salvaging and Recycling of Construction and Demolition Debris: For demolition of the existing improvements and the segment of Hamilton Avenue that is to be demolished, 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 Building Official or designee.

14. Prior to Parcel Map approval, Applicant shall submit a plan for any new utility installations or upgrades for review and approval of the Planning, Engineering and Building Divisions. The plan shall show locations of all meters, back flow prevention devices, transformers, junction boxes, relay boxes, and other equipment boxes.

15. For areas that have undergone site clearing and have exposed soil by the start of the wet season (October 1 through April 30), the Applicant 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. Erosion Plans shall include proposed measures to prevent erosion and polluted runoff occurring

from site conditions shall be submitted for review and approval of the Engineering Division prior to beginning site clearing activities.

16. Stormwater Pollution Prevention Program Best Management Practices (BMPs) for construction shall be implemented to protect water quality, in accordance with the approved Stormwater Pollution Prevention Plan (SWPPP). BMP plan sheets are available electronically for inserting into Project plans.
17. Prior to Parcel Map approval, Applicant shall pay all Public Works fees. Refer to City of Menlo Park Master Fee Schedule.
18. Prior to Parcel Map approval, the Applicant shall enter into a Subdivision Improvement Agreement and provide a performance bond for the completion of the off-site improvements as shown on the approved project improvement plans. The Applicant shall obtain an encroachment permit, from the appropriate reviewing jurisdiction, prior to commencing any work within the right-of-way or public easements.
19. Within two years from the date of approval of the tentative parcel map, the Applicant shall submit a Parcel Map for City approval and recordation or apply for an extension of time consistent with section 66463.5(a) of the Subdivision Map Act.
20. The Applicant shall adhere to the Subdivision Map Act and Chapter 15 of the City's Municipal Code.
21. Prior to Parcel Map approval, Applicant shall submit draft updates to the recorded February 25, 1999, Covenants, Conditions and Restrictions (CC&Rs) to the City for review and approval by the Engineering Division, Planning Division and City Attorney. The CC&Rs shall include amendments for the maintenance of storm water treatment improvements either within and/or adjacent to the Project site or constructed to serve the Project.
22. West Bay Sanitary District Requirements: The Property Owner shall comply with all regulations of the West Bay Sanitary District that are directly applicable to the Project .
23. Menlo Park Fire Protection District Requirements: The Property Owner 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.
24. During the design phase of the construction drawings, all potential utility conflicts shall be potholed with actual depths recorded on the improvement plans submitted for City review and approval.
25. The Applicant shall retain a civil engineer to prepare "as-built" or "record" drawings of public improvements, and the drawings shall be submitted in AutoCAD and Adobe PDF formats to the Engineering Division prior to Final Occupancy.

Project-Specific Conditions

1. The Parcel Map shall indicate and provide irrevocable offers of right-of-way dedication and public easements, as shown on tentative map dated October 7, 2022.
2. “No Objection” letters shall be provided to the City from all utilities companies prior to abandonment of public right of ways and public utility easements.
3. The existing Hamilton Avenue roadway shall remain operational until the cutover to the new alignment.

DRAFT ORDINANCE NO. XXXX

DRAFT ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MENLO PARK AMENDING THE CITY ZONING MAP, REZONING CERTAIN PROPERTIES TO ADD A CONDITIONAL DEVELOPMENT ("X") COMBINING DISTRICT, AND APPROVING A CONDITIONAL DEVELOPMENT PERMIT FOR THE WILLOW VILLAGE MASTER PLAN PROJECT

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. The City Council of the City of Menlo Park hereby finds and declares as follows:

A. The City received an application requesting to redevelop an approximately 59-acre industrial site (the "main Project Site") plus three parcels (within two sites) west of Willow Road (the "Hamilton Parcels" and collectively, with the main Project Site, the "Project Site") as a mixed-use development consisting of up to 1.6 million square feet of office and accessory uses (a maximum of 1,250,000 square feet for office uses and the balance for accessory uses), up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail uses, an up to 193-room hotel, and associated open space and infrastructure (the "Project").

B. Amendment of the City zoning map is necessary to modify the circulation plan with regard to the locations for new street connections to the surrounding roadway network as well as the locations of public rights-of-way and paseos within the main Project Site as shown in Exhibit A, attached hereto and incorporated herein by this reference.

C. Rezoning of the main Project Site as shown in Exhibit A is necessary to add a conditional development ("X") combining district, thereby allowing special regulations and conditions to be added at the main Project Site (combined with the base O-B and R-MU-B regulations) as part of the proposed Project.

D. The Project is eligible for a Conditional Development Permit under Menlo Park Municipal Code section 16.82.055(1) in that the main Project Site is more than one acre and is not located in the SP-ECR/D district.

E. Approving the Conditional Development Permit is necessary to authorize development of the Project on the main Project Site, including variants of the Project, including to authorize certain modifications to the requirements of the O and R-MU zoning districts for the Project in accordance with Municipal Code Section 16.82.050, authorize a master planned project in accordance with Municipal Code Sections 16.43.055 and 16.45.55, authorize bonus level development and require the provision of community amenities in accordance with Municipal Code Sections 16.43.060 through .070 and 16.45.60 through

70, approve uses identified in the Conditional Development Permit in accordance with Menlo Park Municipal Code sections 16.43.020 through .040, 16.45.020 through .040, and 16.78.030, approve waivers to Bird Friendly Design requirements pursuant to Municipal Code Sections 16.43.140(6) and 16.45.130(6), approve transportation demand management plans in accordance with Municipal Code Sections 16.43.100 and 16.45.90, establish a procedure for future consideration and approval of a Master Sign Program to establish signage standards and guidelines, and approve an exception to the unbundled parking requirement pursuant to Municipal Code Section 16.45.080(1).

F. The proposed amendment to the City zoning map and rezoning of the main Project Site, as shown in Exhibit A, as well as the approval of the Conditional Development Permit, would promote a mixed-use live/work/play environment through the inclusion of multifamily housing, including affordable residential units, along with office, retail, hotel and recreational uses at the density and intensity envisioned in the ConnectMenlo General Plan ("General Plan").

G. The proposed amendment of the City zoning map and rezoning of the main Project Site, as shown in Exhibit A, as well as the Conditional Development Permit are consistent with the General Plan, including the land use designations for the main Project Site.

SECTION 2. An Environmental Impact Report (EIR) was prepared for the Project and certified by the City Council on _____, 2022 (SCH# 2019090428), in accordance with the provisions of the California Environmental Quality Act (CEQA) and the CEQA Guidelines. Findings and a statement of overriding considerations were adopted by the City Council on _____, 2022, by Resolution No. _____, and are incorporated herein by this reference. The analysis in the Project EIR utilized analysis from the ConnectMenlo Final EIR, as appropriate and as further described in each environmental topic section in the EIR.

SECTION 3. The Planning Commission of the City of Menlo Park (the "Planning Commission") held a duly noticed public hearing on _____, 2022, to review and consider the Project, including the proposed amendment to the zoning map and the rezoning of the main Project Site, as shown on Exhibit A, and the Conditional Development Permit, whereat all interested persons had the opportunity to appear and comment.

SECTION 4. The Planning Commission, having fully reviewed, considered, and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to recommend to the City Council of the City of Menlo Park (the "City Council") to approve the Project, including the proposed amendment to the zoning map and the rezoning of the main Project Site, as shown on Exhibit A, as well as the Conditional Development Permit. In considering the Project, the Planning Commission considered and gave due regard to the nature and condition of all adjacent uses and structures and the impact of the Project thereon, and in relation to the effect upon the immediate neighborhood and the City. In accordance with Municipal Code Sections 16.82.030, 16.78.020, and 16.82.440, the Planning Commission found that approval of the Conditional Development Permit, including all uses permitted therein, would be consistent with the

ConnectMenlo General Plan and would not be detrimental to the health, safety, morals, comfort and general welfare of the persons residing or working in the neighborhood of the Project, would not be unreasonably incompatible with uses permitted in surrounding areas, and would not be injurious or detrimental to property and improvements in the neighborhood or the general welfare of the City. The diesel emergency generators would meet the requirements of all reviewing and permitting agencies. The expanded construction hours include requirements to limit noise generating activities outside of the typical construction hours unless absolutely necessary (e.g. night work in Willow Road). The Planning Commission further found that the public convenience or necessity would be served by the issuance of licenses to sell alcohol contemplated by the Conditional Development Permit and that the outdoor seating contemplated by the Conditional Development Permit would maintain unimpeded pedestrian access on the public right-of-way.

SECTION 5. The City Council held a duly noticed public hearing on _____, 2022, to review and consider the Project, including the proposed amendment to the zoning map and the rezoning of the main Project Site, as shown in Exhibit A, as well as the Conditional Development Permit, whereat all interested persons had the opportunity to appear and comment.

SECTION 6. After due consideration of the proposed amendment to the zoning map and the rezoning of the main Project Site, as shown in Exhibit A, the Conditional Development Permit, public comments, the Planning Commission's recommendation, the staff report, and other substantial evidence in the record, the City Council finds that the proposed amendment of the zoning map and rezoning of properties and the Conditional Development Permit as identified herein are consistent with the ConnectMenlo General Plan and are appropriate. In considering the Project, the City Council considered and gave due regard to the nature and condition of all adjacent uses and structures and the impact of the Project thereon, and in relation to the effect upon the immediate neighborhood and the City. In accordance with Municipal Code Sections 16.82.030, 16.78.020, and 16.82.440, the City Council further finds that approval of the Conditional Development Permit, including all uses permitted therein, would not be detrimental to the health, safety, morals, comfort and general welfare of the persons residing or working in the neighborhood of the Project, would not be unreasonably incompatible with uses permitted in surrounding areas, and would not be injurious or detrimental to property and improvements in the neighborhood or the general welfare of the City. The City Council further finds that the public convenience or necessity would be served by the issuance of licenses to sell alcohol contemplated by the Conditional Development Permit, and that the outdoor seating contemplated by the Conditional Development Permit would maintain unimpeded pedestrian access on the public right-of-way.

SECTION 7. The zoning map of the City of Menlo Park is hereby amended to modify the circulation plan with regard to the locations for new street connections to the surrounding roadway network as well as the location of public rights-of-way and paseos within the main Project Site, as shown in Exhibit A.

SECTION 8. The zoning map of the City of Menlo Park is hereby amended such that certain real properties shown in Exhibit A are rezoned to add a conditional development ("X")

combining district. Specifically, the parcels identified in Exhibit B are rezoned to O-B-X to add an X combining district; the parcels identified in Exhibit C are rezoned to R-MU-B-X to add an X combining district. This X combining district is consistent with the General Plan, which allows the uses permitted in the combining district at the density and intensity proposed and encourages the type of live/work/play environment promoted by the X combining district in the Bayfront Area.

SECTION 9. The Conditional Development Permit (Exhibit D) is hereby approved, authorizing development of the Project on the main Project Site. The Conditional Development Permit is consistent with the General Plan, which allows the uses permitted in the O-B-X and R-MU-B-X districts at the density and intensity proposed and encourages the type of live/work/play environment promoted by the X combining districts in the Bayfront area. Pursuant to Menlo Park Municipal Code section 16.56.030, the Conditional Development Permit establishes development regulations for the main Project Site, and the number of dwelling units, floor area ratio, and floor area limit authorized thereunder do not exceed the development regulations set forth in the O-B and R-MU-B districts. The Conditional Development Permit, including all uses permitted therein, would not be detrimental to the health, safety, morals, comfort and general welfare of the persons residing or working in the neighborhood of the Project, would not be unreasonably incompatible with uses permitted in surrounding areas, and would not be injurious or detrimental to property and improvements in the neighborhood or the general welfare of the City

SECTION 10. The Conditional Development Permit (Exhibit D) (Staff Report Attachment A8) approves:

(1) a master planned development that allows residential density, floor area ratio, and open space requirements at the bonus level to be calculated in the aggregate across the site but at levels which do not exceed what would be permitted if the site were developed in accordance with the O-B-X and R-MU-B-X districts, pursuant to Menlo Park Municipal Code sections 16.43.055 and 16.45.055;

(2) bonus level development on the main Project Site and community amenities in accordance with the Development Agreement between City and Applicant, as well as Menlo Park Municipal Code sections 16.43.060, 16.45.060, 16.43.070, and 16.45.070;

(3) all uses identified in the Conditional Development Permit in accordance with the terms thereunder and Menlo Park Municipal Code sections 16.43.020 through .040, 16.45.020 through .040, and 16.78.030;

(4) waivers to Bird Safe Design requirements pursuant to Menlo Park Municipal Code sections 16.43.140(6)(H) and 16.45.130(6)(H) as provided in the Conditional Development Permit;

(5) modifications to the requirements of the O-B and R-MU districts identified in the Conditional Development Permit to secure special benefits possible through comprehensive planning of large development, to allow relief from the monotony of

standard development, and to permit the application of new and desirable development techniques, pursuant to Menlo Park Municipal Code section 16.82.050;

(6) the transportation demand management plans identified in the Conditional Development Permit pursuant to Menlo Park Municipal Code sections 16.43.100 and 16.45.090;

(7) all variants of the Project as identified in the Conditional Development Permit, which modify certain features or aspects of the Project based upon the election of the applicant or upon the potential action or inaction of agencies other than the City or of property owners outside the main Project Site;

(8) establishment of a procedure for future consideration and approval of a Master Sign Program by the Planning Commission to establish signage standards and guidelines; and

(9) an exception to the unbundled parking requirement pursuant to Municipal Code Section 16.45.080(1) for the Project's affordable units.

(10) allowance for expanded construction work hours provided the noise limitations in Chapter 8.06 of the Municipal Code are complied with, except for specific activities (e.g. pile driving) that cannot take place between 8 a.m. and 6 p.m. Monday through Friday.

SECTION 11. This ordinance shall become effective thirty (30) days after the date of its adoption. Within fifteen (15) days of its adoption, the ordinance shall be posted in three (3) public places within the City of Menlo Park, and the ordinance, or a summary of the ordinance prepared by the City Attorney, shall be published in a local newspaper used to publish official notices for the City of Menlo Park prior to the effective date.

SEVERABILITY

If any term, provision, or portion of these findings or the application of these findings to a particular situation is held by a court to be invalid, void, or unenforceable, the remaining provisions of these findings, or their application to other actions related to the Project, shall continue in full force and effect unless amended or modified by the City.

INTRODUCED on the _____ day of _____, 2022.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of said Council on the _____ day of _____, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

_____

_____

Mayor, City of Menlo Park

_____

_____

City Clerk

DRAFT CONDITIONAL DEVELOPMENT PERMIT ("CDP")

WILLOW VILLAGE MASTER PLAN PROJECT

1. GENERAL INFORMATION

1.1. Applicant: Peninsula Innovation Partners, LLC ("**Applicant**") or its successors or assigns

1.2. Project Description: General Plan Circulation Map Amendment, Zoning Ordinance Map Amendment, Rezoning, Development Agreement, Conditional Development Permit, Architectural Control, Vesting Tentative Subdivision Maps, Heritage Tree Removal Permits, Zoning Ordinance Modifications, Bird-Friendly Design Waivers, Willow Village Transportation Demand Management (TDM) Plan, and Below Market Rate Housing Agreements, to demolish approximately 1 million square feet (sf) of existing nonresidential uses and construct:

1. Approximately 1.8 million sf of nonresidential uses, composed of up to 1.6 million sf of office and accessory uses in the Campus District (consisting of up to 1.25 million sf of office space, with the balance of space for accessory uses [up to 350,000 sf if the office sf is maximized], in multiple buildings) and up to 200,000 sf of commercial/retail space;
2. Up to approximately 1,730 multi-family residential units, inclusive of 312 below market rate units;
3. An up to 193-room hotel; and
4. Minimum of 857,000 sf of open space at full buildout, including a minimum of 360,000 sf of publicly accessible parks, paths, and trails.

The above elements are collectively referred to as "**Project**".

1.3. Project Site: The project site consists of approximately 59 acres identified by the Assessor's Parcel Numbers listed in Section 1.4 herein, and generally is bounded by the currently inactive Dumbarton Rail Corridor to the north, an existing life science complex to the east (Menlo Park Labs Campus), the San Francisco Public Utilities Commission (SFPUC) Hetch Hetchy right-of-way to the south, and Willow Road to the west ("**Project Site**"). The existing project site parcels are shown on Exhibit A attached hereto and are more particularly described in Exhibit B attached hereto.

The Project also includes three parcels on two sites west of Willow Road. Hamilton Avenue Parcel North includes the existing Belle Haven Shopping Center (1401 Willow Road and 871-883 Hamilton Avenue) and Hamilton Avenue Parcel South includes the existing Chevron service station (1399 Willow Road). These parcels are not subject to

this CDP; however, these parcels would be subject to and affected by specific off-site improvements and project actions (e.g. realignment of Hamilton Avenue).

1.4. Assessor's Parcel Numbers: 055-440-010; 055-440-020; 055-440-030; 055-440-040; 055-440-090; 055-440-110; 055-440-130; 055-440-190; 055-440-210; 055-440-230; 055-440-260; 055-440-300; 055-440-310; 055-440-320; 055-440-330; 055-440-050; 055-440-340; 055-440-350

1.5. Property Owner(s): Peninsula Innovation Partners and its successors in interest to all or any part of the Project Site (**"Property Owner"**)

1.6. Zoning: O-B-X (Office-Bonus, Conditional Development), R-MU-B-X (Residential Mixed-Use-Bonus, Conditional Development)

1.7. Conditions Precedent:

1.7.1. Property Owner's obligations set forth herein are expressly conditioned on the resolution of all legal challenges, if any, to the Project's entitlements. Notwithstanding any legal challenges, Property Owner's obligations as set forth herein are expressly conditioned on Property's Owner's election, in its sole discretion, to commence construction of the Project.

1.7.2. Development of the Project, and all references in this CDP to the City's Municipal Code, Zoning Ordinance, and future conditions of approval and fees, shall be subject to vested rights pursuant to common law, the Subdivision Map Act, and the Development Agreement.

2. PROJECT PLANS AND DEVELOPMENT STANDARDS

2.1. Project Plans:

2.1.1. Development of the Project shall substantially conform with the Willow Village Master Plan plans submitted by Applicant dated October 19, 2022, consisting of 66 plan sheets and Appendices 1 through 10, recommended for approval by the Planning Commission on **[date]**, and approved by the City Council on **[date] ("Project Plans")**, except as modified by the conditions contained herein and/or in accordance with Section 8 (Changes) of this CDP.

2.1.2. Attached as Exhibit D is a glossary of technical reports and documents supporting implementation of this CDP.

2.1.3. Prior to the issuance of building permits for each building in the Project, and in accordance with Section 12.2, below, Property Owner shall submit architectural control plans (ACPs) for the building/site for review and approval by the Planning Commission in accordance with Municipal Code Section 16.68.020. As part of the architectural control review, the Community Development Department shall track compliance with the Development Standards set forth in Section 2.3 below through a compliance matrix, dated 6/23/22 and on file with the City that may be updated from time to time to ensure compliance with this CDP and Municipal Code requirements.

2.2. Definitions: As used in this CDP and the Project Plans:

2.2.1. **"Standards"**. Standards are objective measures with which all architectural control plans (ACPs) must substantially conform, subject to Changes to the CDP granted in accordance with and defined in Section 8 herein. Standards may be minimum or maximum development parameters that development must fall within, or may be prescriptive requirements for objective Project design features.

2.2.2. **"Conceptual Plans"**. Items labeled as Conceptual Plans are intended to convey the general vision and design intent of the Project, while allowing flexibility in interpretation and implementation. Conceptual Plans serve as guidelines for general orientation and organization of land uses and transportation and open space networks, general scale and massing of development, and overall architectural themes. All ACPs should be materially consistent with the vision and design intent conveyed by Conceptual Plans but need not comply with the specific details.

2.2.3. **"Illustrative Plans and Renderings**". Items labeled as Illustrative Plans and Renderings depict one possible example of development that would substantially conform with the Standards and be materially consistent with the vision and design intent conveyed by the Conceptual Plans. Illustrative Plans and Renderings are not determinative of the ultimate configuration, building orientation, massing, architectural and landscaping details, parking design, etc. ACPs may vary from these depictions.

2.2.4. **"Architectural Control Plan" ("ACP")**. ACPs provide architectural drawings of the proposed building or structure, proposed landscaping or other treatment of grounds around such building or structure, and proposed design of, and access to, required parking facilities, in accordance with Municipal Code Section 16.68.020. ACPs should generally include site plans, floor plans, elevations, square footage diagrams, height calculations, color and materials, etc. The ACPs shall comply with the City's Application Submittal Guidelines. All ACPs shall substantially conform to the Standards and be materially consistent with the vision and design intent conveyed by the Conceptual Plans, subject to Modifications granted in accordance with Section 4 herein.

2.2.5. **"Phase 1".** Project Site improvements under Phase 1 encompass structure demolition, surface improvements, and utility improvements within the Phase 1 and Phase 2 areas on the main Project Site. Specifically, Phase 1 would include:

a. Demolition of structures on the parcels south of Hamilton Avenue to support the realignment of Hamilton Avenue west of Willow Road and the new intersection at Willow Road.
b. Street improvements including realignment of the Hamilton Avenue and Willow Road intersection, Park Street, West Street, Main Street from O'Brien Drive to Hamilton Avenue, North Loop Road, and East Loop Road, each with a full complement of utilities to serve the Project and Willow Road Tunnel.
c. Grading and construction of primary circulation improvements (i.e., the streets and infrastructure necessary to serve Phase 1) to raise the Project Site above the flood hazard designation and ensure sea-level rise resiliency.
d. Construction of components associated with the Town Square District and the Campus District in the northern portion of the Project Site, including approximately 172,000 sf of hotel space (up to approximately 193 rooms); construction of the entirety of the office and accessory uses, the Elevated Park, and up to 200,000 sf of retail uses, including the grocery store; construction of the Town Square and the Town Square parking garage; construction of the North Garage and South Garage as part of the Campus District; and construction within the Residential/Shopping District of 1,044 residential units, the Publicly Accessible Park, and the Dog Park.

2.2.6. **"Phase 2"**. Phase 2 construction would encompass the construction of the balance of the Residential/Shopping District, provide 686 residential units, and construct Willow Road Tunnel, if Applicant so elects. Phase 2 site improvements would also include construction of Center Street and East Street, along with the installation of the infrastructure necessary to serve Phase 2.

2.2.7. "**Square footage" or "sf"** shall have the same meaning as the definition of Gross Floor Area (16.04.325) of the Zoning Ordinance.

2.3. Development Standards

2.3.1. Dwelling Units shall not exceed 100 dwelling units per acre for a not to exceed total of 1,730 units.

2.3.2. Maximum building square footage shall be calculated in accordance with Municipal Code Section 16.04.325 (Gross floor area), and shall not exceed:

2.3.2.1. Office and accessory uses: 1,600,000 square feet in accordance with Sheet G3.03 of the Project Plans (consisting of a maximum of up to 1,250,000 square feet of office space, with the balance of space for accessory uses, in multiple buildings)

2.3.2.2. Retail uses: 200,000 square feet in accordance with Sheet G3.03 of the Project Plans

2.3.2.3. Residential uses: 1,696,406 square feet for 1,730 dwelling units in accordance with Sheet G3.03 of the Project Plans.

2.3.3. Hotel: 193 rooms in accordance with Sheet G3.03 of the Project Plans

2.3.4. Areas of private rights-of-way shall be included in the calculation of the maximum density and intensity (gross floor area) as shown on Sheet G3.02 of the Project Plans.

2.3.5. Building heights shall not exceed the maximum heights provided on Sheet G3.04 of the Project Plans.

2.3.6. Development standards identified in the Project Plans as CDP standards are incorporated by reference herein.

2.3.6.1. The calculation of height (average) and maximum height shall comply with Zoning Ordinance Sections 16.43.050 and 16.45.050.

2.3.7. Parking shall be provided in accordance with the standards set forth on Sheet G4.01 of the Project Plans and in compliance with Zoning Ordinance Sections 16.43.090 and 16.45.080, subject to the Modification for senior parking (below). This CDP grants an exception for unbundled parking for senior below market rate residential units.

2.3.8. Open Space shall be provided in accordance with the standards set forth on Sheet G3.05 of the Project Plans. The Project shall provide a minimum of 360,000 sf of publicly accessible open space, consisting of 285,970 sf of open space required by the R-MU/O zoning and 74,030 sf of publicly accessible open space in excess of the R-MU and O zoning district requirements ("Excess Publicly Accessible Open Space")

2.3.8.1. The Excess Publicly Accessible Open Space will be provided in the Community Park and/or the Dog Park and/or Parcel 3. ACPs containing the Community Park, the Dog Park, and Parcel 3 will be required to document the amount of Excess Publicly Accessible Open Space provided in each ACP.

2.3.9. Roof Mounted Equipment except photovoltaic or solar panels, shall be fully screened and integrated into the design of the building consistent with Zoning Ordinance Section 16.08.095, and shall also comply with the noise requirements of that same section.

2.3.10. Ground Mounted Equipment shall be screened and integrated into the site design to the satisfaction of the Planning Division. The ground mounted equipment shall comply with the noise requirements in Chapter 8.06 (Noise) of the Municipal Code.

2.3.11. Building Setbacks shall be measured from the public right-of-way or public access easements. Private right-of-ways shall be treated as public right-of-ways for setback purposes.

3. USES

3.1. Permitted uses on the Project Site: The following uses are permitted on the Project Site pursuant to this CDP without the need for further administrative, special, or conditional use or special event permits:

3.1.1. Existing Uses

3.1.1.1. Notwithstanding the rezoning of the main Project Site and adoption of this CDP, existing uses and structures on the main Project Site that remain shall not be considered nonconforming and may continue (including after any period of discontinuance and without amortization) and be maintained, repaired, altered, restored if destroyed by catastrophe, subject to any applicable procedural review provisions of the Zoning Ordinance not contained in Chapter 16.80 and provided there is no increase in square footage. Existing use permits and architectural control permits shall remain valid until demolition (whole or partial) occurs.

3.1.2. Town Square District

3.1.2.1. Hotel

3.1.2.2. Banks and other financial institutions providing retail banking services (including credit unions and ATMs)

3.1.2.3. Eating and drinking establishments, including the sale of beer, wine, and alcohol (e.g., spirits and liquor other than beer and wine) in accordance with Section 3.6 herein, and/or that have live entertainment, and/or establishments that are portable (i.e. not permanent)

3.1.2.4. Retail sales establishments, excluding the sale of beer, wine, and alcohol except those uses identified in accordance with Section 3.6 herein Personal services, excluding tattooing, piercing, palm-reading, or similar services

3.1.2.5. Recreational facilities privately operated, less than 20,000 square feet

3.1.2.6. Outdoor seating and tables (including those intended to be used for consumption of food and beverages), in accordance with Section 5.2

3.1.2.7. Emergency generators and associated use and storage of diesel fuel for up to 12 generators on the main project site in accordance with Sheet G6.07 of the Project Plans and the Hazardous materials information forms, generator supplemental forms (dated August 8, 2022) and agency referral forms. Generator size, type, and locations shall be substantially in conformance with the Project Plans and supporting documents and shall comply with the requirements and conditions of the San Mateo County Environmental Health Services Division, Menlo Park Fire Protection District, West Bay Sanitary District, and the City of Menlo Park Building and Planning Divisions.

3.1.2.8. Bonus level development (e.g. height, density, and intensity) in accordance with Sections 16.43.040(1) and 16.43.060 and/or 16.45.040(10) and 16.45.060 of the Zoning Ordinance.

3.1.2.9. Public utilities, in accordance with Chapter 16.76 of the Zoning Ordinance. Any above ground utilities or appurtenances shall be screened with appropriate fencing, mesh enclosures, and/or like materials compatible with surrounding improved environment, or painted with appropriate colors compatible with surrounding improved environment.

3.1.2.10. Open space, private and publicly accessible, in accordance with Zoning Ordinance Sections 16.43.130(4) and 16.45.120(4).

3.1.2.11. 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, and provided that community events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control, parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit per Chapter 8.60 of the Municipal Code.

3.1.2.12. Private special events not to exceed 26 in a calendar year, subject to Section 5.3, provided that private special events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit per Chapter 8.60 of the Municipal Code.

3.1.2.13. Parking structures, above and below-grade

3.1.2.14. Cellular telecommunications facilities provided the facilities are fully screened and/or integrated into a building or site feature and the facilities comply with all applicable Federal and State regulations

3.1.2.15. Other uses determined by the Community Development Director to be similar and compatible uses based on the following criteria:

- The activities involved in or equipment or materials employed in the use are the same or substantially similar to the uses expressly authorized by this CDP;
- The use is compatible with surrounding uses; and
- The use is consistent with the stated purpose of this CDP.

3.1.3. Residential/Shopping District

3.1.3.1. Multiple dwellings

3.1.3.2. Eating establishments, including the sale of beer, wine, and alcohol in accordance with Section 3.6 herein, and/or that have live entertainment, and/or establishments that are portable (i.e. not permanent)

3.1.3.3. Retail sales establishments, excluding the sale of beer, wine, and alcohol except those uses identified in accordance with Section 3.6 herein, including those greater than 20,000 square feet of gross floor area

3.1.3.4. Personal services, excluding tattooing, piercing, palm-reading, or similar services

3.1.3.5. Outdoor seating and tables (including those intended to be used for consumption of food and beverages) subject to Section 5.2

3.1.3.6. Movie theater and/or live theater

3.1.3.7. Recreational facilities, privately operated, including those greater than 20,000 square feet in gross floor area

3.1.3.8. Emergency generators and associated use and storage of diesel fuel for up to 12 generators on the main project site in accordance with Sheet G6.07 of the Project Plans and the Hazardous materials information forms, generator supplemental forms (dated August 8, 2022), and agency referral forms. Generator size, type, and locations shall be substantially in conformance with the Project Plans and supporting documents and shall comply with the requirements of the San Mateo County Environmental Health Services Division, Menlo Park Fire Protection District, West Bay Sanitary District, and the City of Menlo Park Building and Planning Divisions.

3.1.3.9. Bonus level development (e.g. height, density, and intensity) in accordance with Sections 16.43.040(10) and 16.43.080 or 16.45.040(10) and 16.45.060 of the Zoning Ordinance.

3.1.3.10. Public utilities, in accordance with Chapter 16.76 of the Zoning Ordinance. Any above ground utilities or appurtenances shall be screened with appropriate fencing, mesh enclosures, and/or like materials compatible with surrounding improved environment, or painted with appropriate colors compatible with surrounding improved environment.

3.1.3.11. Open space, private and publicly accessible, in accordance with Zoning Ordinance Sections 16.43.130(4) and 16.45.120(4)

3.1.3.12. 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 and provided that community events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control, parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit, per Chapter 8.60 of the Municipal Code.

3.1.3.13. Private special events not to exceed 26 in a calendar year, subject to Section 5.3, provided that private events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control, parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit, per Chapter 8.60 of the Municipal Code.

3.1.3.14. Parking structures, above and below-grade

3.1.3.15. Temporary dialysis center consistent with the improvements depicted on Conceptual Dialysis Center Temporary Location Sheet in Exhibit 5.

3.1.3.16. Cellular telecommunications facilities provided the facilities are fully screened and/or integrated into a building or site feature and the facilities comply with all applicable Federal and State regulations

3.1.3.17. Other uses determined by the Community Development Director to be similar and compatible uses based on the following criteria:

- The activities involved in or equipment or materials employed in the use are the same or substantially similar to the uses expressly authorized by this CDP;
- The use is compatible with surrounding uses; and
- The use is consistent with the stated purpose of this CDP.

3.1.4. Campus District

3.1.4.1. Administrative and professional offices (including amenity uses) and accessory uses, including those greater than 250,000 square feet in gross floor area

- Office amenity uses intended to serve employees, contractors, and visitors, including, without limitation, the following facilities to serve on-site workers and visitors: food service facilities, ATMs, dry cleaners, fitness facilities, personal services (excluding tattooing, piercing, palm-reading, or similar services), wellness facilities (including medical and dental)
- Accessory uses include, without limitation, the following types of spaces: meeting/collaboration space, orientation space, training space, event space, breakout space, incubator space, a business center, event building (including pre-function space, collaboration areas, and meeting/event rooms), a visitor center, experience center, production/ demonstration areas, a film studio, catering and culinary spaces affiliated with accessory uses, gathering spaces, terraces and private gardens, and space for other accessory uses

3.1.4.2. Eating establishments, including the sale of beer, wine, and alcohol in accordance with Section 3.6 herein, live entertainment, and/or establishments that are portable

3.1.4.3. Personal services, excluding tattooing, piercing, palm-reading, or similar services

3.1.4.4. Outdoor seating and tables (including those intended to be used for consumption of food and beverages) subject to Section 5.2.

3.1.4.5. Emergency generators and associated use and storage of diesel fuel for up to 12 generators on the main project site in accordance with Sheet XX of the Project Plans and the Hazardous materials information forms, d generator supplemental forms (dated August 8, 2022), and agency referral forms. Generator size, type, and locations shall be substantially in conformance with the Project Plans and supporting documents and shall comply with the requirements of the San Mateo County Environmental Health Services Division, Menlo Park Fire Protection District, West Bay Sanitary District, and the City of Menlo Park Building and Planning Divisions.

3.1.4.6. Bonus level development (e.g. height, density, and intensity) in accordance with Sections 16.43.040(10) and 16.43.060 and/or 16.45.040(10) and 16.45.060 of the Zoning Ordinance.

3.1.4.7. Public utilities, in accordance with Chapter 16.76 of the Zoning Ordinance. Any above ground utilities or appurtenances shall be screened with appropriate fencing, mesh enclosures, and/or like materials compatible with surrounding improved environment, or painted with appropriate colors compatible with surrounding improved environment.

3.1.4.8. Open space, private and publicly accessible, in accordance with Zoning Ordinance Sections 16.43.130(40) and 16.45.120(4).

3.1.4.9. 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, and provided that community events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control, parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit per Chapter 8.60 of the Municipal Code.

3.1.4.10. Private special events subject to the Event Management Plan (provided the activities comply with Chapter 8.06 (Noise) of the Municipal Code and do not require the use of City public services (e.g. police monitoring or control, street closure, traffic control), and do not require parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) including:

- Multiple day private special events located primarily indoors, without a special event permit
- Private special events with attendance expected to exceed 150 people that will use the Elevated Park (limited to 26 per year), without a special event permit provided the noise limits of Chapter 8.06 are complied with.
- Private special events as provided in a special event permit approved by the City, as outlined in Chapter 8.60 of the Municipal Code

3.1.4.11. Parking structures, above and below-grade

3.1.4.12. Cellular telecommunications facilities

3.1.4.13. Other uses determined by the Community Development Director to be similar and compatible uses based on the following criteria:

- The activities involved in or equipment or materials employed in the use are the same or substantially similar to the uses expressly authorized by this CDP;
- The use is compatible with the surrounding uses; and
- The use is consistent with the stated purpose of this CDP.

3.2. Additional Permitted uses on the Project Site: All permitted uses listed in the O and R-MU zoning districts unless superseded by this CDP.

3.3. Additional administratively permitted uses on the Project Site: All administratively permitted uses listed in the O and R-MU zoning districts, and not specifically authorized by Section 3.1, are permitted with an administrative permit.

3.4. Additional special uses on the Project Site: Special uses in accordance with Chapter 16.78 and not specifically authorized by Section 3.1 herein are permitted with a use permit.

3.5. Additional conditionally permitted uses on the Project Site: All Conditionally permitted uses listed in the O and RMU zoning districts, and not specifically authorized by Section 3.1 herein, are permitted with a use permit.

3.6. Beer, Wine, and Alcohol Uses: Beer, wine, and alcohol uses shall be permitted as provided in sections 3.6.4, 3.6.5, and 3.6.6, subject to receipt of all required permits from the Bureau of Alcoholic Beverage Control (ABC). All other beer, wine, and alcohol uses shall require an administrative or use permit per the requirements of Zoning Ordinance Chapters 16.43 and 16.45.

3.6.1. Any citation or notification of violation by the ABC of the applicable ABC permit shall be grounds for suspension or revocation of the administrative/conditional use permits granted to the applicable user.

3.6.2. Prior to building permit issuance, the applicant shall comply with the applicable requirements of the Building Division, Engineering Division, and Transportation Division that are directly applicable to the sale of beer, wine, and alcohol.

3.6.3. A minimum of 90 days prior to the commencement of any sale of beer, wine, and alcohol for uses permitted through this CDP, the applicant shall submit documentation of an application for the permit with the ABC, a site plan and floor plan/seating plan, and project description letter for review and approval of the Community Development Director and the Chief of Police or their designee for conformance with this CDP, and compliance with the City of Menlo Park Municipal Code.

3.6.3.1. The submittal materials shall identify the location of alcohol use/sale/storage, barriers to define the extent of the alcohol use/service, and hours of operation, and any other information deemed necessary to evaluate the design appropriateness, conformance with this CDP, and compliance with the City of Menlo Park Municipal Code of the request as determined by the Community Development Director or Chief of Police or their designees.

3.6.4. The City shall track the number of active licenses within the Project site using the tracking matrix dated June 23, 2022 and on file with the City.

3.6.5. <u>Town Square District</u>

3.6.5.1. *Hotel*

Maximum of four ABC licenses, provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance.

- Hotel operations including in-room mini-bar, pool, lounges

- Off-site sale of beer, wine, and alcohol for a hotel gift shop within the hotel
- Eating Establishments (e.g. bona fide eating place) including beer, wine and alcohol
- Drinking Establishments (e.g. bar or tavern) including beer, wine and alcohol
- Special events including beer, wine, and alcohol (e.g., events in conferences rooms, ballroom space, outdoor locations)

3.6.5.2. *Town Square*

Maximum of three ABC licenses for uses identified below for the Town Square District, excluding off-sale and on-sale public premises (e.g. bar or tavern) and not including ABC licenses associated with the hotel, provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance.

- Eating Establishments (e.g. bona fide eating places) including beer, wine and alcohol
- Community events including beer and wine only (farmer's market, art festival, etc.)

3.6.6. <u>Residential/Shopping District</u>

Maximum of eight ABC licenses for Residential/Shopping District, excluding off-sale and on-sale public premises (e.g. bar or tavern), provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance.

3.6.6.1. *Grocery Store*

- Off-site sale of beer, wine, and alcohol for full service grocery stores greater than 20,000 square feet

- Tasting Room: On-site consumption of sample amounts of beer and wine in a restricted area inside the grocery store, proximate to the alcoholic beverage section. The tasting room must be enclosed by a wall and shall not include seating.
- Micro-Brewery or Café, including beer and wine only.

3.6.6.2. *Ground Floor Retail*

- Eating Establishments (e.g. bona fide eating places) including beer, wine and alcohol

3.6.6.3. *Community Park*

- Community events including beer and wine only (farmer's market, art festival, etc.)

3.6.7. Campus District

Maximum of four ABC licenses for Campus District, excluding off-sale and on-sale public premises (e.g. bar or tavern), provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance

3.6.7.1. *Campus District Retail*

- Eating Establishments (e.g. bona fide eating places) including beer, wine and alcohol

3.6.7.2. *Meeting and Collaboration Space and Other Accessory Space*

- Special events including beer, wine, and alcohol

3.6.7.3. *Elevated Park*

- Special events including beer and wine only

3.6.7.4. *Main* Street

- Community events including beer and wine only (farmer's market, art festival, etc.)

4. MODIFICATIONS TO O AND RMU DISTRICT REQUIREMENTS AND SIGNAGE REGULATIONS

4.1. Unless enumerated in this section, each building within the Project Site shall comply with the requirements of the O (Office) and R-MU (Residential Mixed-Use) zoning districts. Where a standard or requirement listed below is inconsistent with the Zoning Ordinance, the standard in this CDP takes precedence. In accordance with Zoning Ordinance Section 16.82.050, this CDP authorizes the following modifications ("**Modifications"**) to the City Zoning Ordinance requirements of the RMU and O districts, which are included in the Zoning Ordinance Modification Request dated September 2, 2022:

4.2. Parcel 1 (Hotel)

4.2.1. No building modulations required along Willow Road or Main Street facades.

4.2.2. Required stepback of 10 feet; allow Shade trellis and parapet within stepback zone(s).

4.2.2.1. Roof trellises within the stepback area shall be included in the calculation of height (maximum and average) for the building.

4.2.3. No public entrances required along Willow Road or Main Street facades. Allow public entrances along West Street.

4.2.4. Minimum setback from back of public easement to be 1 foot, 6 inches for Willow Road

4.2.5. Along Willow Road, allow maximum building projection to extend 4 feet, 6 inches from the required setback.

4.2.6. Along West Street, allow maximum building projection to extend 8 feet from the required setback.

4.2.7. Allow 40% Ground Floor transparency along West St.

4.2.8. Allow 15% frontage landscaping.

4.2.9. Maximum setback of 30 feet along Hotel Service Road.

4.2.10. Maximum setback of 50 feet along West Street.

4.3. Parcel 1 (MCS)

4.3.1. No building modulations required along North Loop Road.

4.3.2. No building setback or stepback required along North Loop Road.

4.4. Parcel 1 (Office)

4.4.1. No stepbacks required for office garages; stepback required at a height not to exceed 70 feet for 30% of office building facades.

4.4.2. Office buildings 02, 03, 05 and 06 stepback required at a height not to exceed 70 feet and garages not required to have stepbacks or a base height.

4.4.3. Office buildings may have a consistent roofline without modulation.

4.4.4. No requirement for above ground garages to be screened or located behind buildings;

4.4.5. No building entrances required for office buildings along East Loop Road and South Garage.

4.4.6. Allow garage facades along East Loop Road and Main Street to have a minimum modulation of one per 200 feet.

4.5. Parcel 1 (Town Square)

4.5.1. Allow 75 feet maximum length Ground Floor pedestrian pass-through at grade level along Main Street façade, with a minimum of one per facade.

4.5.2. Buildings less than three stories may have a consistent roofline without modulation.

4.5.3. Maximum setback from public easement or property line to be 32 feet along West Street and Main Street.

4.6. Parcel 2

4.6.1. Allow for (i) Maximum base height (including 10-foot increase within the flood zone) to be 71 feet above average natural grade and (ii) roof trellises within stepback areas.

4.6.1.1. Roof trellises within the stepback area shall be included in the calculation of height (maximum and average) for the building.

4.6.2. Major modulation on Park St. to be a minimum of 8 feet deep.

4.6.3. Two-way garage entrances may be up to 30 feet wide.

4.6.4. Spacing can be up to 138 feet between two building entrances and up to 200 feet from corner to building entrance.

4.6.5. Roof modulation not required for the West St. and Main St. elevations.

4.6.6. No façade minor modulations are required on the Willow Road elevation.

4.7. Parcel 3

4.7.1. Maximum Base Height (including 10-foot increase within the flood zone) to be up to70 feet above average natural grade.

4.7.2. Allow for (i) stepbacks of 8 feet minimum depth, (ii) projections into stepback area, and (iii) projections (awnings) of up to 8 feet.

4.7.3. Maximum allowable building height of 85 feet.

4.7.4. Allow grouped vehicle access locations along Center Street and West Street, without the minimum separation distance.

4.7.5. Allow for (i) major modulations along Main Street to be between 5 feet and 6 feet deep, (ii) major modulations along Center Street to begin at Level 3.

4.7.6. Building may have consistent roofline without modulation.

4.7.7. Maximum Setbacks on Main Street to be 75 feet.

4.8. Parcel 4

4.8.1. Maximum Base Height (including 10-foot increase within the flood zone) to be up to 70 feet above natural grade.

4.8.2. Minimum Stepbacks of 6 feet; Minimum stepback percentage to be 70% of the façade.

4.8.3. Minimum of one major modulation allowed per 250 feet of façade length.

4.8.4. Maximum of 115 feet spacing between minor modulations.

4.8.5. Minimum height between ground-level finished floor to second-level finished floor along street to be 18 feet.

4.9. Parcel 5

4.9.1. Maximum base height (including 10-foot increase within the flood zone) to be up to 70 feet.

4.10. Parcel 6

4.10.1. Minimum Stepback of 5 feet.

4.10.2. No minor modulation requirement along Park Street façade for levels 3-6.

4.10.3. Maximum base height (including 10-foot increase within the flood zone) to be 60 feet above average natural grade.

4.10.4. Roof modulations may be between 2 feet and 3 feet.

4.11. Parcel 7

4.11.1. Minimum Stepback of 8 feet.

4.11.2. No minor modulation requirement on Park Street.

4.11.3. Building may have consistent roofline without modulation.

4.11.4. Provide 36 of the total required 60 parking spots in a shared arrangement with Parcel 6.

4.11.5. Allow (i) 0.5:1 covered bicycle parking and (ii) 10% additional short-term bicycle parking of the provided long-term spaces.

4.11.6. Allow biotreatment planting adjacent to building frontage.

4.12. Transportation Demand Management

4.12.1. The trip reduction requirement through TDM for the Project shall require a minimum a 20 percent reduction from gross Institute of Traffic Engineers (ITE) Trip Generation Rates for the mixed-use component of the Project, and compliance with the Trip Cap for the Office Campus (defined below).

4.13. Recycled Water Use

4.13.1. Temporarily defer enforcement of the Zoning Ordinance Sections 16.43.140(3)(E) and 16.45.140(3)(E) potable water demand reduction requirements until the earlier of the date recycled water is available to meet the project's nonpotable water demand, or the date specified in the project's development agreement by which the project is required to begin utilizing recycled water for nonpotable uses.

4.13.2. During the period of deferred enforcement, the project will implement a water conservation plan approved by the city that shall be submitted to the Planning Division 120 days prior to the granting of occupancy for the first building and shall be approved by the City's Public Works and Community Development Directors prior to the granting of occupancy for the first building.

4.14. Parking

4.14.1. Permit parking for senior units at a rate of 0.5 space per unit.

4.15. Signage

4.15.1. Authorize signage on the Main Project Site pursuant to a Master Sign Program to identify the maximum permitted signage by parcel/building and develop sign design guidelines in lieu of

compliance with the requirements of Municipal Code Chapter 16.92 and Sections 16.43.120(3) and 16.45.120(3), subject to review and approval of the Master Sign Program by the Planning Commission.

5. PERFORMANCE STANDARDS

5.1. Live Entertainment

5.1.1. The following standards apply to the Town Square and Residential/Shopping Districts. These standards exclude special events that are addressed under subsection 5.3 Special Events.

5.1.2. Live entertainment shall be confined to the tenant space and outdoor seating areas and shall not exceed the permitted occupancy. Sounds shall not exceed the Menlo Park Municipal Code, Chapter 8.06 (Noise). Live entertainment shall be limited to tenant's hours of operation.

5.2. Outdoor Seating

5.2.1. Outdoor Seating is permitted throughout the main Project Site. The following performance standards apply to Outdoor Seating within the Town Square District and Residential/Shopping District and adjacent to the publicly accessible retail in the Campus District. If desired by the tenant, or if required by other regulatory agencies with jurisdiction, Outdoor Seating shall be enclosed by a fence or containment. A building permit may be required for certain features associated with the Outdoor Seating.

5.2.2. Outdoor Seating areas shall be limited to use at eating and/or drinking establishments.

5.2.3. Outdoor Seating areas shall be adjacent to the building they serve. Sidewalk seating areas shall not exceed the frontage of the business that they serve.

5.2.4. Outdoor Seating areas shall not encroach into publicly accessible open spaces unless the outdoor seating is open to the public and not controlled by a private business.

5.2.5. Outdoor Seating areas shall comply with all applicable provisions of the Americans with Disabilities Act (ADA) and state and local implementing regulations and the universal access requirements of the California Building Code.

5.2.6. No outdoor preparation of food or beverages is permitted in Outdoor Seating areas, except as permitted for outdoor propane barbeques pursuant to California Health and Safety Code.

5.2.7. Portable toilets are not permitted in Outdoor Seating areas, except as authorized through a temporary event or use permit pursuant to Municipal Code Section 8.06.060.

5.2.8. Outdoor Seating areas shall not obstruct or restrict access to public utilities.

5.2.9. Tables, chairs, and any other furniture/fixtures placed within Outdoor Seating areas shall not obstruct or block access to fire protection equipment.

5.2.10. All fixtures, furniture, and structures in Outdoor Seating areas shall comply with the following criteria:

5.2.10.1. Umbrellas/shade structures shall be compatible in design with the adjacent retail tenant's storefront. They shall not exceed 15 feet in height, shall be temporary/removable, and shall not block any path of travel.

5.2.10.2. Table and chairs in Outdoor Seating areas shall be compatible in design with the adjacent retail tenant's storefront. They shall not extend beyond the tenant fencing/containment and shall not impede any path of travel.

5.2.10.3. Outdoor heaters, speakers, and lighting in Outdoor Seating areas shall be compatible in design with the adjacent retail tenant's storefront and shall not impede any path of travel.

5.2.10.4. All fixtures, furniture, and structures used in Outdoor Seating areas shall be of substantial construction to withstand outdoor use, and maintained in good condition, quality, and repair at all times.

5.2.10.5. Electric radiant heaters are allowed within Outdoor Seating areas. Natural or propane gas heaters are not permitted.

5.2.10.6. All exterior surfaces within Outdoor Seating areas shall be kept clean at all times.

5.2.11. Outdoor Seating areas shall be on the same elevation as the adjacent sidewalk. Raised platforms are not permitted.

5.2.12. Outdoor speakers for background music in Outdoor Seating areas will comply with Noise Ordinance Section 08.06.30.

5.2.13. Fences or containment shall be decorative in nature and constructed from wrought iron, tubular steel, wood, or other mix of durable materials; shall not exceed 3 feet, 4 inches in height unless otherwise required by a regulatory agency (e.g. CA ABC); and shall not restrict pedestrian access into building entries, public path of travel, or other publicly accessible seating areas.

5.2.14. Planters are encouraged in combination with fences. Planters shall be self-watering and designed to prevent irrigation runoff.

5.2.15. Outdoor Seating shall not restrict bicycle and pedestrian access along street frontages.

5.2.16. Outdoor Seating plans shall be submitted to the City for review and approval by the Planning and Engineering Divisions prior to installation of Outdoor Seating. These plans may be submitted concurrent with a building permit application, if required for the installation.

5.3. Special Events

5.3.1. Special events and temporary permits shall comply with Chapter 8.60 and Section 8.06.060 of the Menlo Park Municipal Code, except as provided below. Special events are permitted within the Town Square and Residential/Shopping Districts, including set up and break down, between the hours of 8am-10pm, every day of the week.

5.3.2. Town Square and Residential/Shopping Districts

5.3.2.1. Farmers market shall be limited to a total of 52 per calendar year.

5.3.2.2. All other community and private events shall be limited to a total of 52 per calendar year.

5.3.2.3. Emergency vehicle access routes through the Town Square shall be kept clear and unobstructed for the duration of any special event.

5.3.3. Campus District

5.3.3.1. Special Events within the Campus District shall be subject to the Event Management Plan, and shall not be subject to the provisions of section 5.3.2 above and not open to the general public.

5.3.4. Commercial Storefronts

5.3.4.1. Commercial storefronts are allowed customization based on the following criteria, subject to obtaining an administrative architectural control permit to be reviewed and granted by the Community Development Director or their designee concurrent with the building permit application, if applicable:

- The tenant is allowed to change or modify the façade materials and color from finished grade to the level 2 floor plate. All modifications shall be compatible with the architectural character.

- The tenant is allowed to change or modify the storefront glazing and entries to suit their program or brand. Rollup, sliding and swinging doors are allowed.

- The tenant is allowed to change or modify the awnings at their lease space.

- The tenant is allowed to change or modify the exterior lighting with their lease space. All lights shall be LED with a maximum color temperature of 3000k. Downlights may be added to awning. Lighting shall be concealed within structure of awning and match in color.

5.3.4.2. Decorative commercial string lights are allowed in conjunction with outdoor seating areas only. Lights shall be commercial grade and suitable for exterior applications. Lights need to be hardwired to a power source.

Extension cords are allowed. Lights shall be LED with a maximum color temperature of 3000k.

5.3.4.3. All commercial signage is governed by the Willow Village Master Sign Program.

5.4. Pump Station Screening

5.4.1. The pump station and supporting equipment will require screening and sound attenuation per the following criteria:

5.4.1.1. The pump station and supporting equipment shall be located within an enclosure that is architecturally compatible to the adjacent buildings and landscape context.

5.4.1.2. The pump station enclosure shall be made of a material and color that recedes into the landscape.

5.4.1.3. The pump station enclosure shall be designed with a minimum setback of 8' from all adjacent walks or other pedestrian areas.

5.4.1.4. The pump station enclosure shall be at a minimum to the height of the equipment, and be fully covered provided the enclosure meets the requirements of the West Bay Sanitary District.

5.4.1.5. The enclosure shall be designed with sound attenuation to comply with Chapter 8.06 of Menlo Park's Municipal Code.

5.4.1.6. The pump station enclosure shall be screened from pedestrian walks, plazas, and view with adequate vegetation.

6. SIGNS

6.1. Master Sign Program. The Project shall comply with Chapter 16.92 of the Zoning Ordinance or submit a project-specific Master Sign program which shall be subject to review and approval by the Planning Commission prior to installation of any onsite mixed use or commercial signage.

6.1.1. The Master Sign Program shall identify the maximum square footage of signage for each parcel/building within the project site and set design guidelines for signage.

7. RECORDATION AND EFFECTIVE DATE

7.1. The Willow Village CDP shall be recorded in the Official Records of the County of San Mateo, State of California.

7.2. The Willow Village CDP shall be in full force and effect on the effective date of the ordinance approving the CDP.

8. CHANGES TO CONDITIONAL DEVELOPMENT PERMIT

8.1. Changes to this CDP (including the Project Plans) shall be processed at the written request of the Property Owner as follows:

8.1.1. Substantially Consistent Changes are made at the staff level and include any modifications that Property Owner makes or proposes to make to this CDP (including the Project Plans) that are in substantial compliance with and/or substantially consistent with the Project approvals based on the determination that the proposed change(s) is consistent with other building and design elements of the CDP, 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).. Substantially consistent changes do not affect permitted uses, the density or intensity of uses, restrictions and requirements relating to subsequent discretionary actions, monetary obligations, or conditions or covenants limiting or restricting the use of the Property or similar material elements

8.1.2. Minor Changes are any modifications that Property Owner makes or proposes to make to this CDP (including the Project Plans) that are made at the staff level, but the Planning Commission is provided information regarding these changes. The determination as to whether a requested change is a Minor Change is determined by the Community Development Director (in his/her reasonable discretion). A Minor Change is similar in nature to a Substantially Consistent Change, except that Minor Changes are more visible to the general public and result in minor exterior changes to the Project aesthetics (e.g. site layout, location of uses, etc.). 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.

8.1.3. Major Changes are any modifications that Property Owner makes or proposes to make to this CDP (including the Project Plans) that do not constitute Substantially Consistent Changes or Minor Changes. Major Changes are reviewed by the Planning Commission as a Regular Business item, and publicly noticed. Major Changes include, but are not limited to, significant changes to the exterior appearance of the buildings or appearance of the Property, changes to the project plans (e.g. site access, roadway and pedestrian/bicycle infrastructure design, etc.), which are determined by the Community Development Director (in his/her reasonable discretion) to not constitute Substantially Consistent Changes or Minor Changes to the Conceptual Plans and this CDP. 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 CDP and would not have an adverse impact on safety and/or the character and aesthetics of the site. Planning Commission decisions on Major Changes may be appealed to the City Council. City Council shall have final authority to approve Major Changes.

8.1.4. Architectural Control Plans (ACPs) for future buildings and site features (e.g. publicly accessible park and dog park) are required for each individual building/site. The Planning Commission shall review the ACPs through an 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 ACPs, subject to review and approval by the Planning Commission. The Planning Commission's action will be based on substantial conformance with this CDP and the required findings for architectural control, as enumerated in Chapter 16.68.020 (Architectural Control) of the Zoning Ordinance.

8.1.5. Amendments to this CDP (including the Project Plans) that involve material relaxation of the development standards identified in Section 2, material changes to the uses identified in Section 3, exceedance of the signage maximum square footages identified in the Master Sign Program pursuant to Section 6, or material modifications to the conditions of approval identified in Sections 10 through 21 (in

each case, other than changes deemed to be Substantially Consistent Changes pursuant to Section 8.1.1 , Minor Changes pursuant to Section 8.1.2, or Major Changes pursuant to Section 8.1.3), constitute CDP amendments that require public hearings by the Planning Commission and City Council. Such revisions might also require modifications to the Project Plans and/or Willow Village Development Agreement. Any application for amendment to the CDP shall be made by the Property Owner, in writing with all applicable plans and fees, to the Planning Department for review and recommendation by the Planning Commission at a public hearing. The Planning Commission shall forward its recommendation to the City Council for action on proposed amendment(s) to the CDP.

9. TRANSPORTATION MEASURES

9.1. Consistent with the Project proposal and to minimize environmental and community impacts resulting from utilization of the Project Site, Property Owner shall enforce a trip cap ("**Trip Cap**") for the Campus District.

9.1.1. Trip Cap: The Property Owner shall comply with the Trip Cap, which sets the maximum number of morning and evening peak vehicle trips and daily vehicle trips for the Campus District, as set forth in Exhibit 3.

9.1.2. Monitoring: The Property Owner shall comply with the parameters and requirements of the Trip Cap as specified in the Willow Village Campus District Trip Cap Monitoring and Enforcement Policy. The Trip Cap applies to the Campus District only.

9.1.3. Implementation: The Trip Cap counting equipment shall be installed in good working order prior to issuance of a certificate of occupancy for the first office building, unless otherwise approved, to the satisfaction of the Public Works Director.

9.2. The Property Owner shall implement the Willow Village Transportation Demand Management (TDM) Plan, which includes TDM components for the Campus District and the Town Square and Residential/Shopping Districts.

9.2.1. Monitoring: The Property Owner shall comply with the Willow Village TDM Compliance Plan which provides recommendations

regarding annual monitoring provisions for the Campus District and the Town Square and Residential/Shopping Districts, including the additional residential trip reduction required by the Mitigation Monitoring and Reporting Program for the Project. The Campus District shall be monitored daily through the Trip Cap and the Town Square and Residential/Shopping Districts shall be monitored annually. The Property Owner shall document compliance with the trip reduction requirements of this CDP through the TDM Compliance Plan in Exhibit 4.

9.3. The Property Owner shall comply with EIR Mitigation Measure TRA-2, which requires the residential land use of the Project to achieve a 36% reduction from gross ITE trip generation rates (resulting in a total of 6,023 average daily trips for the residential uses).

9.3.1. Monitoring: The Property Owner shall comply with the Village TDM Compliance Plan.

10. CONSTRUCTION PERMITS SEQUENCING:

10.1. The following outlines the basic sequencing of site development construction permits related to the Project. Completion of each site development phase (e.g., the Voluntary Remediation Work, the Site Improvement Work, etc.) is determined by the scope of the approved improvement plans. Completion of the site improvements to City standards is necessary prior to the dedication and acceptance of the public improvements**.** Upon Applicant's/Property Owner's completion of public infrastructure, Applicant/Property Owner shall offer for dedication to City such public infrastructure as completed, and City shall promptly accept the completed public infrastructure and release to Applicant/Property Owner any bonds or other security posted in connection with performance thereof in accordance with the terms of such bonds, and thereafter City shall maintain the public infrastructure. Applicant/Property Owner may offer dedication of public infrastructure, as identified in the Site Improvement Plans, in phases and the City shall not refuse to accept such phased dedications or refuse phased releases of bonds or other security so long as all other conditions for acceptance have been satisfied. Circulation improvements providing access to the Project Site as well as on-site access improvements as documented within the approved improvement plans shall be completed prior to the issuance of any temporary or initial Certificate of Occupancy for buildings within the applicable phase.

10.2. Implementation of Willow Village anticipates two overarching construction work phases. The initial efforts pertain to construction of Site Improvements, per Sections

10.2.1-10.2.4 below, primarily comprised of project serving infrastructure improvements, documented in Improvement Plan Sets (Plans, Specifications and Estimates). The second phase of project implementation pertains to the construction of vertical/building improvements. The construction of vertical improvements may overlap with completion of Site Improvements; however, building final permit sign-off/Certificate of Occupancy is dependent on the completion of the Site Improvements associated with the Map Phase in which the subject Vertical improvements are located. At Applicant's election, Improvement Plan sets may be prepared and submitted for plan check and approval as independent plan sets in the following formats:

10.2.1. Demolition Plans of existing improvements
10.2.2. Grading Plans
10.2.3. Streets, Utilities and Streetscape Improvements
10.2.4. Park and Open Space Improvements

10.3. At Applicant's election, plan check and issuance of building permits, may be processed in incremental submittals such as the following, subject to review and acceptance of the Building Division:

10.3.1. Civil Engineering, grading, utilities
10.3.2. Foundation design including piles and pile caps, if proposed
10.3.3. Structural design
10.3.4. Core and Shell
10.3.5. Interior improvements
10.3.6. Site improvements and landscaping

10.4. Voluntary Remediation Work

10.4.1. Implementation of Removal Action Workplan ("RAW") The primary objective of the RAW is to evaluate potential management practices with the proposed plans to redevelop the Project Site with residential use while protecting the health of future occupants/users. The California Department of Toxic Substances Control (DTSC) approved RAW identifies a preferred removal action most appropriate for the Residential/Shopping District of the Site, as prior remedial actions did not anticipate residential land uses. It is anticipated that DTSC will approve the RAW upon certification of the Willow Village EIR. The applicant is required to implement the remedial actions identified in the final approved RAW prior to issuance of any building or encroachment permits from the City for the Project. Documentation of an approved RAW shall be provided to the Building Division prior to issuance of any building permits for the Project

10.4.2. Site Management Plan ("SMP") The purpose of the SMP is to establish appropriate management practices/protocols for handling impacted soil, soil vapor, and ground water that may be encountered during development activities. It is anticipated that DTSC will approve the SMP upon the certification of the Willow Village Project EIR. The applicant shall implement the management practices and protocols of the SMP during Project construction. Documentation of an approved SMP shall be provided to the Building Division prior to issuance of any building permits for the Project.

10.4.3. In the event remedial efforts are not completed during the grading phase, and DTSC allows for phased remediation, then as part of each complete building permit application submittal, the grading plans shall document any necessary soil remediation efforts in compliance with the approved site management plan and work plans by DTSC. These plans shall be submitted to the City for reference purposes. Any excavation related to soils remediation shall require issuance of a building permit from the City. DTSC approval of remediation shall be provided to the Building Division prior to issuance of any building permits.

10.4.4. Vapor Intrusion Mitigation Plan (VIMP") The purpose of the VIMP is to identify the measures that will be implemented for the planned development to effectively eliminate potential vapor intrusion concerns into future buildings. The VIMP is building specific to identify measures that will be implemented by building and is reviewed and approved by DSTC prior to the issuance of building permits. Documentation of DTSC review and approval shall be provided to the Building Division prior to building permit issuance. The VIMP plans shall be incorporated for "reference only" into applicable building permit plan sets.

10.5. Subdivision Mapping and Project Serving Improvements

10.5.1. Willow Village proposes a two-step subdivision approach to facilitate the development of the Project. The initial subdivision consists of a Large Lot Parcel Map "A" Map. The primary purpose of the "A" Map is to create legal parcels for potential financing and conveyance purposes, but that are not buildable, reserve and offer for dedication future public rights of way and public easements and provide project serving backbone infrastructure improvements

consisting of grading plans, street improvements, utility improvements and streetscape improvements. The "A" map may be filed in multiple maps. The subsequent subdivision process that creates buildable parcels is referred to as a "B" Map. Both Parcel and Final Maps are anticipated to create buildable parcels within the Office District/Town Square District and Residential/Shopping District. All obligations specific to each Parcel or Tract Map are documented as conditions of approval to each map. In the event the required project serving improvements are not completed prior to approval and recordation of the Parcel Map or Final Map, the subdivider shall enter into a Public/Subdivision Improvement Agreement with the City of Menlo Park and provide the appropriate amount of surety guaranteeing the completion of said improvements to the satisfaction of the City Engineer.

10.5.2. The Applicant shall submit for a Final Map/Parcel Map for the "A Map" to the Public Works Department for review and approval, documenting compliance with the Vesting Tentative Map.

10.5.3. The Applicant shall submit public improvement plans concurrent with the Final Map/Parcel Map for the "A Map" subject to review and approval of the Engineering, Building, and Planning Divisions.

10.5.4. The Applicant shall construct the public improvements/backbone infrastructure in compliance with the conditions of approval for the Vesting Tentative Map

10.5.5. The Applicant shall coordinate the public improvement plans/backbone infrastructure and the Final Map plans with the Hamilton Avenue Parcels Vesting Tentative Map and associated public improvement plans.

10.6. Willow Road Tunnel

10.6.1. In the event the Applicant proposes to construct Willow Road Tunnel Improvements, the following process shall apply:

10.6.2. Applicant shall submit to the City Improvement Plans detailing the proposed Willow Road Tunnel consisting of vehicle travel lanes to accommodate bi-directional vehicular travel of Project Transit vehicles, separated pedestrian and bicycle lanes, portal improvements

on eastern portion of the MPK 20 site connecting to Bayfront Expressway Tunnel and a tunnel approach consisting of dedicated bicycle and improvements within Willow Village Site.

10.6.3. Applicant shall submit Willow Road Tunnel Improvement Plans to the Community Development and Public Works Departments for review and preliminary design acceptance, prior to submittal to Caltrans and SamTrans.

10.6.4. Following City review and preliminary design acceptance, the Applicant shall submit Willow Road Tunnel Improvement Plans to Caltrans and SamTrans and apply for encroachment permit and/or other required approvals which may coincide with the City's more detailed building permit review of the Willow Road Tunnel Improvement Plans for the portions of the tunnel on private property (i.e. Project Site and West Campus).

10.6.5. Applicant shall process a Modification, as applicable, to the West Campus Conditional Development Permit for the portions of the tunnel portal and associated improvements on West Campus, which City shall approve if it substantially conforms to the Willow Road Tunnel Improvement Plans.

10.6.6. Applicant shall apply jointly with SamTrans to California Public Utilities Commission (CPUC) for a GO-88(b) authorization to permit an undercrossing below the Dumbarton Rail corridor.

10.6.7. Applicant shall submit documentation of Caltrans' approval of encroachment permit, the SamTrans approval of the encroachment permit, and CPUC's approval of a GO-88(B) authorization to the Public Works and Community Development Departments for review prior to approval and issuance of said Willow Road Tunnel Improvement Plans.

10.6.8. Applicant shall obtain necessary permits, at the Applicant's sole cost, from Caltrans and SamTrans and provide documentation to the Community Development and Public Works Departments prior to issuance of building permits for the tunnel approach and other improvements on private property, including the Project Site and the West Campus Site.

10.6.9. Public Access Easements: Concurrent with complete plan set submittal for construction of the Willow Road Tunnel, the Applicant shall submit a plat and legal description for a public access easement(s) on property it owns or controls for utilization of the Willow Road Tunnel 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 Willow Road Tunnel in case of emergencies. The acceptance of the deed or dedication requires Menlo Park City Council approval prior to final inspection.

10.6.10. The Willow Road Tunnel shall be open 24 hours a day for bicyclists and pedestrian access, except when temporarily suspended in case of emergencies or maintenance. If the Willow Road Tunnel will be closed for planned maintenance the Applicant shall provide the Public Works Director with written notice 72 hours in advance.

10.6.11. Maintenance Agreement: Prior to approval of building permit final inspection for the Willow Road Tunnel, the Applicant shall enter into a Maintenance Agreement with the City to maintain the Willow Road Tunnel, including but not limited to typical cleaning and repairs, at the Applicant's sole cost.

10.6.12. Applicant is responsible for payment of Caltrans and Samtrans permitting, licensing, and other fees associated with the review and approval of the Willow Road Tunnel Improvement Plans.

10.7. Elevated Park Segment Over Willow Road

10.7.1. The Applicant shall submit to the City Improvement Plans depicting the segment of the Elevated Park that crosses Willow Road consisting of a raised landscaped park open to the public with stair and elevator access points on both sides of Willow Road connecting pedestrian and bicycle users.

10.7.2. Applicant shall submit Elevated Park Improvement Plans to the Community Development and Public Works Departments for review and preliminary design acceptance, prior to submittal for Caltrans.

10.7.3. Following City review and preliminary design acceptance, Applicant shall submit the Elevated Park Improvement Plans to

Caltrans and apply for encroachment permit approvals which may coincide with the City's more detailed review of the Elevated Park over Willow Road Improvement Plans for compliance with the ACP for the Elevated Park.

10.7.4. Applicant shall submit documentation of Caltrans' approval of encroachment permit prior to the City approval of said Segment of the Elevated Park over Willow Road.

10.7.5. Applicant shall complete Segment of the Elevated Park over Willow Road Improvements prior to the issuance of the last Phase 2 building Certificate of Occupancy and permit sign off.

10.7.6. Maintenance Agreement: Prior to approval of building permit final inspection for the Elevated Park Segment over Willow Road, the Applicant shall enter into a Maintenance Agreement with the City to maintain the Willow Elevated Park Segment, including but not limited to typical cleaning and repairs, at the Applicant's sole cost.

10.7.7. Applicant shall obtain necessary permits, at the Applicant's sole cost, from Caltrans and other agencies that have jurisdiction and provide documentation to the Community Development and Public Works Departments prior to issuance of building permits for the segment of the Elevated Park spanning over Willow Road including other improvements on private property, including the Project Site and the Willow/Hamilton Parcel.

10.7.8. Public Access Easements: Concurrent with complete plan set submittal for construction of the Elevated Park, the Applicant shall submit a plat and legal description for a public access easement(s) on property it owns or controls 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 Elevated Park in case of emergencies. The acceptance of the deed or dedication requires Menlo Park City Council approval prior to final inspection.

10.7.9. Extensions: In the event construction of the Elevated Park is delayed due to circumstance outside of the Applicant's reasonable control, the Public Works Director may grant an extension based on substantial evidence from the Applicant that the delay is based on

external circumstances, and the Applicant demonstrates a good faith effort to complete the improvements. Any extension would be based on an agreed upon timeline by the Public Works Director and the Applicant.

10.7.10. If the segment of the Elevated Park that crosses Willow Road is not approved by outside agencies prior to issuance of Certificate of Occupancy for Office Building 1, Applicant will meet and confer with City on alternative community amenity of equivalent value pursuant to Zoning Ordinance Section 16.43.070.

10.8. Vertical Building Phase – The vertical building construction phasing shall conform to Exhibit D of the Development Agreement.

11. BIRD SAFE DESIGN

11.1. Bird-Safe Design: For purposes of addressing the potential for avian collision risk associated with the Project, the Project shall comply with the following:

11.1.1. The "beneficial project features" identified in the Willow Village Master Plan Bird-Safe Design Assessment prepared by H.T. Harvey & Associates for Peninsula Innovation Partners (October 19, 2021) ("**Bird-Safe Design Assessment**") as identified in Appendix A to the Bird-Safe Design Assessment.

11.1.2. City Bird-Safe Design Requirements

11.1.2.1. Except as provided in Section 11.1.2.2, the City Bird-Safe Design Requirements identified in Mitigation Measure BIO-1 of the ConnectMenlo: General Plan Land Use & Circulation Elements and M-2 Area Zoning Update Environmental Impact Report (ConnectMenlo EIR), certified by the City of Menlo Park in 2016 and codified in Sections 16.43.140(6) and 16.45.130(6) of the City's Municipal Code (collectively referred to as the "City Bird-Safe Design Requirements"), as described in Sections 5.2.2.1, 5.3.2.1, 5.4.2.1, 5.5.2.1, and 6.2.2 of the Bird-Safe Design Assessment.

11.1.2.2. The Alternative Measures Proposed, as described in Sections 5.2.2.2, 5.3.2.2, 5.4.2.2, 5.5.2.2, and 6.2.2 of the Bird-Safe Design Assessment, in accordance with the Planning Commission approval of waivers to the referenced City Bird-Safe Design Requirements.

11.1.2.3. The "lighting design principles," as described in Section 6.2.1 of the Bird-Safe Design Assessment.

11.1.2.4. The mitigation measures applicable to avian collision impacts identified in the Mitigation Monitoring and Reporting Program for the Project.

11.1.3. Bird-Friendly Design Waivers: In accordance with Zoning Ordinance Sections 16.43.140(6)(H) and 16.45.130(6)(H), this CDP authorizes waivers to the City Zoning Ordinance requirements for Bird-Friendly Design in the RMU and O districts as provided with the Bird-Safe Design Assessment. Future waivers may be considered and approved by the Planning Commission provided that the proposed waivers do not conflict with the provisions of this CDP.

11.1.4. Prior to City approval of each ACP for the Project, a qualified biologist shall review the final ACP to confirm that the above features, requirements, alternative measures, and mitigation measures, or other alternative features, requirements, alternative measures, and mitigation measures proposed by the applicant and reasonably acceptable to the qualified biologist, are incorporated into the ACP, such that Project impacts due to bird collisions would be less than significant under CEQA and comply with the intent of the City's Zoning Ordinance requirements, as indicated in the Bird-Safe Design Assessment. The qualified biologist shall submit its report and findings to the Planning Division for review and acceptance prior to action on each individual ACP.

12. PROJECT SPECIFIC CONDITIONS – GENERAL

12.1. The following project specific conditions generally apply to every building permit and construction phase unless a specific building or phase is identified. Each subsequent permit shall be reviewed by the Community Development and Public Works Departments for compliance with these conditions prior to building permit issuance. Compliance shall be documented by the applicant in the appropriate form as determined by the applicable City department or division.

12.2. Architectural Control Plan Approval: Per Section 2.2.4, an Applicant shall submit for individual parcels within the O and R-MU District complete Architectural Control Plans in accordance with Menlo Park Municipal Code Section 16.68.020 and materially consistent with the vision and design intent conveyed by the Conceptual Plans, subject to Changes granted in accordance with Section 8 herein. Per Section 8.1.4, at time of

each ACP submittal, the Property Owner will have the ability to submit additional bird-safe waivers, to be reviewed by a qualified biologist, so long as those waivers are demonstrated to be less than significant under the Willow Village Project EIR. Through the ACP review process the Applicant may request additional project modifications subject to Changes granted in accordance with Section 8 herein. Approval of the Architectural Control Plans is a prerequisite to building permit issuance.

12.3. Future Conditions: The City's Planning, Building, Engineering, and Transportation Divisions shall review each ACP for substantial conformance with this CDP. The City may impose additional conditions of approval related to building design or conditions necessary to ensure compliance with applicable Building Code or health and safety regulations. Conditions within this CDP would continue to apply to all future ACPs and any future conditions shall be consistent with this CDP, the DA, the MMRP, and Vesting Tentative Maps for the Masterplan.

12.4. Below Market Rate Housing Agreement: Concurrently with the recordation of the Willow Village Development Agreement and this CDP, the Applicant shall record the Willow Village Below Market Rate Housing Agreements.

12.5. Public Realm Lighting: Building and parcel specific lighting plans shall comply with Sheets G5.22 through G5.33 of the Project Plans and be included in all applicable permits.

12.6. Outside Agency Compliance: Prior to issuance of each building permit, the Applicant shall comply with all Sanitary District, Menlo Park Fire Protection District, and utility companies' regulations that are directly applicable to the Project. Documentation of compliance shall be submitted to the Building Division prior to building permit issuance.

12.7. Condition Compliance: Prior to the issuance of each building permit, the Applicant shall submit documentation of compliance with all conditions of approval on the plans or in supporting documents for review and approval of the Public Works and Community Development Departments. Any request for a modification in the timing of a specific condition shall be made in writing with a detailed explanation and requested alternative timing to the Community Development Director for review based on conformance with Section 8 (Changes) of this CDP.

12.8. Fees: All outstanding and applicable fees associated with the processing of this Project shall be paid prior to the issuance of any building permit for the Project.

12.9. Indemnification:

12.10. Construction Fencing: The Applicant shall submit a plan for construction safety fences around the periphery of the construction area or the periphery of the Project Site including the installation of Temporary Noise Abatement sound barriers consistent with Mitigation Measure NOI-1.2 concurrent with the building permit for each phase of construction or site development activities. The fences shall be installed according to the plan prior to commencing construction for each individual construction phase or 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.

12.11. Site Upkeep: Property Owners shall keep their respective properties on the Project Site in a clean and sanitary condition at all times, maintain its site in a fashion that does not constitute a public nuisance and that does not violate any provision of the City of Menlo Park Municipal Code.

12.12. 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

12.13. Salvaging and Recycling of Construction and Demolition Debris: For each building, the Property Owner 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 Building Division.

12.14. Water Efficient Landscape Ordinance: Simultaneous with the submittal of each complete building permit application, the Applicant shall provide documentation indicating the amount of irrigated landscaping. If the project 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 is required concurrently with the submittal of each complete building permit application and subject to review and approval of the Engineering Division.

12.15. Landscape Screening: Landscaping shall screen all public utility equipment that is installed within the public and private rights-of-way 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 Improvement Plans shall depict new utility installations exact locations of any meters, back flow prevention devices, transformers, junction

boxes, relay boxes and other equipment boxes installed within the public right of way or public easement area in the event said above ground utility installations are depicted within the Improvement Plans. 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 Improvement Plans.

12.16. Hydrology Report: Simultaneous with the submittal of each complete building permit application, the Applicant's design professional shall evaluate the Project's impact to the City's storm drainage system and prepare a Hydrology Report to the satisfaction of the City Engineer or Director of Public Works, or designee. Post-construction runoff into the storm drain shaII not exceed pre-construction runoff levels.

12.17. Stormwater Management Report: Simultaneous with the submittal of each complete building permit application, the applicant shall submit a Storm Water Management Report that meets the requirements of the San Mateo County's C.3 Stormwater Technical Guidance Manual for review and approval of the City's Engineering Division.

12.18. FEMA Compliance: The Project Site is in Flood Zone AE and must be designed and constructed in compliance with current FEMA regulations, the City's Flood Damage Prevention Ordinance, and Zoning Ordinance Sections 16.43.140(4) and16.45.130(4) (Hazard Mitigation and Sea Level Rise Resiliency).

12.18.1. Concurrent with the building permit submittal, the Applicant shall submit a FEMA Conditional Letter of Map Revision-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 Applicant 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 Applicant shall submit the CLOMR-F application to FEMA.

12.18.2. Prior to issuance of any building permit the Applicant shall obtain a CLOMR-F from FEMA.

12.18.3. The Applicant shall submit an elevation certificate to the Engineering Division prior to final signoff of the foundation inspection for each building.

12.18.4. When construction is complete, appropriate as-built data must be supplied to FEMA for a permanent LOMR-F to be issued. The applicant shall submit the LOMR-F application to FEMA, with a copy to the Engineering Division, within 30 days of Certificate of Occupancy for each building.

12.19. Heritage Tree Protection: Improvement Plans shall include tree protection plans for any construction phase that retains existing heritage trees subject to review and approval of the City Arborist and Planning Division.

12.20. Heritage Tree Removals: The applicant is permitted to remove 276 heritage trees at the main Project Site, 6 heritage trees along O'Brien Drive, 7 heritage trees on 1305 O'Brien Drive, and 3 heritage trees on 1330 O'Brien Drive, subject to the following conditions.

12.20.1. Heritage tree removal permits were conditionally approved by the City Arborist on 6/28/22 (HTR Permit Nos 2022-00057 and 2022-00058).

12.20.2. Heritage tree removal permits associated with additional property owners shall not be issued until the City receives written authorization from affected property owners.

12.20.3. Removals of conditionally approved heritage trees may not occur prior to issuance of demolition permits, authorization of all affected property owners, and/or the effective date of this CDP.

12.21. Heritage Tree Replacements: The Applicant is permitted to remove up to 276 heritage trees on the Project Site and 16 heritage trees for construction of the new O'Brien intersection, as determined by the Project Arborist in the *Tree Survey Reports* dated August 16, 2022 (and shown on Sheets G1.06-G1.09 and Appendix 9) of the Project Plans. A minimum of value of $3,413,400 in heritage tree replacements are required for the Project Site. 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 shall be tracked by the City and Applicant in accordance with the compliance matrix, dated 6/23/22 and on file with the City and subject to the approval of the City Arborist and Planning Division.

12.22. Title 12 Compliance: Simultaneous with the submittal of each complete building permit application, the applicant shall submit plans to the Building Division verifying

that the project complies with all applicable Municipal Code Title 12 (Buildings and Construction) requirements for review and approval.

12.23. Building Codes Compliance: The project is subject to the California Building Code, the California Building Standards Code and any adopted Reach Codes and/or local building code ordinances in effect at the time of each complete building permit application submittal, unless otherwise regulated by the development agreement and this CDP.

12.24. CalGreen Compliance: The project is subject to the California Green Building Standards Code (CalGreen) and any local amendments to the Code in effect at the time of submittal of each complete building permit application, unless otherwise regulated by the development agreement and this CDP.

12.25. Natural Gas Usage: Prior to submittal of a complete building permit application for the superstructure, the Applicant shall apply for an exception to use natural gas, if applicable, for nonresidential kitchens (such as for-profit restaurants and cafeterias), subject to the criteria in Chapter 12.16 of the Municipal Code and the City's Reach code administrative guidelines. Exceptions for natural gas usage in commercial kitchens require review and approval of the Environmental Quality Commission and are appealable to the City Council. If exceptions are not granted by the Environmental Quality Commission or City Council, the plans shall be revised to remove all natural gas improvements.

12.26. Unit plans: Each complete building permit application that includes residential units shall include all unit plans to be fully drawn and detailed including mirrored plans. Further, all residential building plans are required to include drawings for mirrored units including structural, mechanical, electrical, and plumbing plan sheets.

12.27. Deferred submittals: All deferred submittals other than trusses are to be approved by the Building Official or their designee prior to submittal of each complete building permit application.

12.28. Menlo Park Fire Protection District: Each occupancy and unit set forth in the Plans shall have the required fire protection systems, allowable building height and separations per Table 508.4 of the 2019 California Building Code (CBC) or whichever CBC is in effect at the time of building permit submittal. Simultaneous with the submittal of a complete building permit application, the applicant shall include documentation that the Plans have been reviewed and approved by the Menlo Park Fire Protection District.

12.29. Electric Vehicle Space: Each complete building permit application shall include construction documents needed to identify the location of electric vehicle (EV) spaces per the CalGreen code and any local amendments in effect at the time of submittal of a complete building permit application unless otherwise regulated by the development agreement and this CDP.

12.30. Pedestrian Protection: Each complete building permit application shall include pedestrian protection along the public right-of-way with sidewalks, as required per Section 3306 of the 2019 CBC or the CBC in effect at the time of submittal of a complete building permit application.

12.31. Adjoining Properties: Each complete building permit application shall include details regarding protection of adjoining property, as required per Section 3307 of the 2019 CBC or the CBC in effect at the time of submittal of each complete building permit application.

12.32. Sanitary Sewer: Each complete building permit application shall include details demonstrating that all sanitary sewer lines will gravity feed to the sewer mains in the public right-of-way unless otherwise approved by the Building Official or their designee.

12.33. Simultaneous with the submittal of each complete building permit application, the applicant shall submit plans for: 1) construction safety fences around the periphery of the construction area, 2) dust control, 3) air pollution control, 4) erosion and sedimentation control, 5) tree protection fencing, and 6) construction vehicle parking. The plans shall be subject to review by the Engineering, Planning, and Building Divisions and the City's Building Official or their designee shall approve the Plans subject to input by City staff. The safety fences, dust and air pollution control measures, erosion and sedimentation control measures, and tree protection measures shall be installed according to the approved plan prior to commencing construction and implemented throughout the duration of construction at the project site

12.34. Erosion Control: No later than upon the submittal of a complete building permit application, the Applicant shall submit plans that include proposed measures to prevent erosion and polluted runoff from all site conditions, subject to review and approval of the Building Division. During construction, if construction is not complete by the start of the wet season (October 1 through April 30), the Applicant 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 soil onto public right-of-way; and covering/tarping stored construction materials, fuels, and other chemicals. A site specific winterization plan implemented during construction would be subject to review by the Engineering, Building, and Planning Divisions and subject to approval by the Building Official or their designee with input from City staff. The winterization plan would be in addition to any required erosion control plan.

12.35. Stationary Noise Source Compliance Data (Non-roof mounted equipment): Concurrent with the Core and Shell building permit phase submittal for each building, the Property Owner 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.

12.36. Stationary Noise Source Compliance Data (Roof mounted equipment): Concurrent with the Core and Shell building permit phase submittal for each building, the Property Owner shall provide a plan that details that all roof-mounted stationary noise sources comply with the standards listed in Section 16.08.095 of the City's Zoning Ordinance. This plan shall be subject to review and approval by the Planning and Building Divisions prior to each building permit issuance.

12.37. Building Construction Street Impact Fee: Prior to issuance of each building permit, the Property Owner shall pay the applicable Building Construction Street Impact Fee, to the satisfaction of the Public Works Director.

12.38. Accessibility: All pedestrian pathways shall comply with applicable Federal and State accessibility requirements, to the satisfaction of the Public Works Director and Building Official.

12.39. Prior to issuance of the building permit for the senior below market rate building, the applicant shall submit documentation of an agreement for up to 36 off-site spaces within the adjacent building on residential parcel 6 to the Planning and Building Divisions for review and approval. The agreement shall be recorded with the San Mateo County Assessor Recorder's office prior to the granting of Certificate of Occupancy for the senior below market rate building.

13. Ongoing Compliance Monitoring

13.1. Water Supply Assessment (WSA) Compliance: Beginning on January 1st following the date of the issuance of the certificate of occupancy, the Property Owner/Manager for each parcel shall submit documentation to the City to confirm that potable water

usage for the parcel does not exceed the estimated potable water consumption for the parcel documented in the WSA dated February 2022, prepared by West Yost Associates. The estimated total potable water consumption for the Project at full buildout is 94 million gallons per year, a net increase of 75 million gallons and each building shall be reviewed for compliance with its prorated/fair share water usage based on square footage, units, or hotel rooms. The Public Works Director shall review the documentation along with City records for potable water usage at the Project Site to confirm that potable water usage does not exceed the estimated potable water usage in the WSA. In the event that actual water consumption exceeds the WSA, a water conservation program, as approved by the City's public works director, shall be implemented. Twelve (12) months after City approval of the water conservation program, the building owner shall submit data and information sufficient to allow the city to determine compliance with the conservation program. If water consumption exceeds the budgeted amount, the 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 Municipal Code until compliance is achieved. This section shall not be effective during the period of deferred enforcement established by section 4.13 of this CDP.

13.2. Long-term Maintenance Provisions

13.2.1. Stormwater Operations and Maintenance Agreement for Private Property: Prior to temporary/initial certificate of occupancy for each building, the Property Owner shall enter into, or amend the existing Operations and Maintenance Agreement with the City, as applicable. The Operations and Maintenance Agreement shall establish a stormwater treatment system maintenance program (to be managed by the Property Owner) 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). There may be separate Operations and Maintenance Agreements for each individual parcel within the 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 for each building. 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.

13.2.2. Stormwater Operations and Maintenance Agreement for Rights of Way and the Public Realm: Prior to the certificate of occupancy for each building, the Owners' Association shall enter into, or amend the existing Operations and Maintenance Agreement with the City, as applicable. The Operations and Maintenance Agreement shall establish a stormwater treatment maintenance program (to be managed by the Owners' Association) 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). There may be separate Operations and Maintenance Agreements for each individual parcel within the 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 for each building. 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.

13.2.3. Landscape Maintenance: Site landscaping shall be maintained by the entities described in Section 13.2.4, below, and to the satisfaction of the Community Development Director. Significant revisions to site 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 substantially conform with the Project Plans consistent with the procedure outlined in Section 8, Changes.

13.2.4. Maintenance Obligations

13.2.4.1. City: Once constructed, the Applicant/Property Owner shall dedicate the following improvements to the City, after which time the City shall be responsible for maintaining the public improvements.

- All public streets and utility improvements per Sheet G6.04 of the Project Plans (Conceptual Operations and Maintenance Responsibility Diagram) as follows:
    - Park street
    - The portion of West Street south of Main Street

- The southern half of East Loop
- The portion of Main Street between Willow Road and West Street and Park Street to the intersection of O'Brien Drive.

13.2.4.2. Applicant: The Applicant shall be responsible for maintaining the following improvements for the life of the Project in accordance with the standards that would be submitted in conjunction with the review and approval of the Improvement Plans.

- The Elevated Park
- Town Square
- The Willow Road Tunnel

13.2.4.3. Owners' Association: Prior to the first Certificate of Occupancy for the first building, an Owners' Association shall be formed for purposes of maintaining the following improvements. Following its formation, the Owners' Association shall be responsible for maintaining the following improvements for the life of the Project in accordance with the standards that would be submitted in conjunction with the review and approval of the Improvement Plans.

1. All privately-owned, publicly accessible open space other than the areas identified in Section 13.2.4.2, per Sheet G6.04 (Conceptual Operations and Maintenance Responsibility Diagram) of the Project Plans.
2. Private Streets and Utilities as follows:
    a. North Loop Road
    b. Segment of East Loop north of the Adams Court Intersection
    c. Main Street between the intersection of West Street and Park Street
    d. Center Street
    e. East Street
    f. Willow Road Tunnel, if constructed

13.3. City shall cooperate with Applicant in implementing all of the conditions of this CDP, including to alter responsibility for ongoing maintenance and compliance obligations as necessary (e.g., alter responsibilities between Applicant, Property Owner, Owners' Association).

13.4. Power and Communications Requirements: The Property Owner shall comply with all regulations of PG&E and other applicable communication providers (e.g., AT&T and Comcast) that are directly applicable to the Project.

13.5. Public Open Space Access: Simultaneous with the submittal of a complete building permit application, the Applicant shall submit a plat and legal description and proposed form of irrevocable easement agreement for public utilization of the Publicly Accessible Open Space, including the publicly accessible multi-use pathway(s), to the satisfaction of the Public Works Director and City Attorney. The form of irrevocable easement shall ensure, to the satisfaction of the City, that the Applicant has reasonable control over the Publicly Accessible Open Space and that the Publicly Accessible Open Space is accessible to the general public, in perpetuity during reasonable hours of each day of the week and at a minimum from sunrise to 30 minutes after sunset in compliance with Section 8.28.133 of the Municipal Code, except as otherwise provided in the Open Space Operating Rules to be prepared in accordance with Section 19. Publicly accessible open space and frontage landscaping that is part of each parcel, and identified in the ACP, shall be open prior to certificate of occupancy.

13.5.1. The irrevocable easement agreement requires City Manager approval and shall be recorded with the County of San Mateo prior to granting of the first unit and/or building occupancy.

13.6. On-site Pedestrian Deterrents and Safety Features: In the Campus District, the on-site pedestrian deterrent materials and color shall be consistent with the materials and colors used for the adjacent Campus District building and landscape palette as approved through the ACP process. In publicly accessible open space and adjacent to publicly accessible private streets, perimeter safety fencing and roadway barricades shall be consistent with the overall character of the publicly accessible open space to the satisfaction of the Community Development Director.

13.7. Generator Screening: To the extent generators are placed on the exterior of the buildings, the Property Owner shall screen all generators prior to certificate of occupancy for each building, to the satisfaction of the Planning Division. Screening shall be to the height of the generator and enclose all four sides of the generator. Buildings may be used for all or part of the enclosure.

13.8. Refuse and Recyclables: The Project shall comply with Zoning Ordinance Sections 16.43.140(5) and 16.45.130(5) and the City's implementing regulations. Documentation of preliminary compliance shall be submitted with each ACP and confirmed prior to issuance of each applicable building permit, subject to review and approval of the

Sustainability and Planning Divisions. Ongoing compliance shall be demonstrated by Applicant through zero waste assessments and established benchmarks for waste reduction as part of the City's implementing guidelines, subject to review and approval of the Sustainability Division.

13.8.1. All garbage bins and carts shall be located within a trash enclosure that meets the requirements of the solid waste disposal provider, 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 Property Owner, a complete building permit submittal shall be submitted inclusive of detailed plans, already approved by the solid waste disposal provider, for review and approval of the Planning Division and the Public Works Department prior to each building permit issuance.

13.8.2. Concurrent with the submittal of each complete building permit application that requires waste and recycling collection services, the applicant shall provide documentation of approval of the refuse and recycling locations by the City's waste and recycling provider (e.g. Recology), subject to review and approval of the Sustainability and Planning Divisions.

13.9. Event Parking Management Plan: The Project shall comply with the Event Parking Management Plan, dated October 15, 2022 and on file with the City.

13.10. Construction Hours: 13.10. Construction Hours: Construction activities may take place outside of the typical construction hours of 8:00 a.m. to 6:00 p.m. Monday through Friday, provided the construction activities comply with the noise limitations set forth in Chapter 8.06 (Noise) of the municipal code and mitigation measures Modified ConnectMenlo NOISE-1c, NOI-1.1 and NOI-1.2, unless determined by the Building and Planning Divisions that an exception for specific activities is necessary (e.g. offsite evening/night work or other on-site activities that cannot occur during the typical construction hours). Prior to the issuance of a building permit for each individual phase, the Property Owner 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), the project MMRP, and any noise ordinance exceptions subject to review and approval of the Building and Planning Divisions. Noise is allowed to exceed the City's 85 decibel at 50 foot for any one piece of equipment

requirement for construction equipment such as pile drivers, subject to compliance with Modified ConnectMenlo NOISE-1c, NOI-1.1 and NOI-1.2 in the EIR.

13.11. Diesel Generators: Except as provided for in Section 3 of this CDP, any additional diesel generators require review and approval of an administrative permit per the requirements of the Zoning Ordinance.

13.12. Food deliveries to retailers (including grocery) and restaurant and loading hours: Deliveries of food to retailers (including the grocery) and restaurants are permitted at all hours and are exempt from noise standards in accordance with Municipal Code Section 8.06.040(d).

13.13. EPA Energy Star Portfolio Manager: Simultaneous with the submittal of each complete building permit application, the applicant shall enroll in EPA Energy Star Building Portfolio Manager. Prior to building permit final approval, the applicant shall submit documentation showing compliance to the satisfaction of the Planning and Building Divisions.

13.14. Energy Requirements: Prior to issuance of the first building permit for building or site feature (e.g. publicly accessible park), the applicant shall submit plans and supporting documentation to the Building and Planning Divisions documenting that the project meets one hundred percent of its energy demand (electricity and natural gas), as required by Chapter 16.45.130(2) of the Zoning Ordinance, through the combination of the following measures and to the satisfaction of the Building and Planning Divisions:

13.14.1. On-site energy generation;

13.14.2. Purchase of 100% renewable electricity through Peninsula Clean Energy or Pacific Gas and Electric Company in an amount equal to the annual energy demand of the project;

13.14.3. Purchase and installation of local renewable energy generation within the City of Menlo Park in an amount equal to the annual energy demand of the project;

13.14.4. Purchase of certified renewable energy credits and/or certified renewable energy offsets annually in an amount equal to the annual energy demand of the project.

13.15. The Project Site shall meet one hundred percent (100%) of its energy demand (electricity and natural gas) in accordance with Zoning Ordinance sections 16.45.130(2)(A) (RMU District) and 16.43.140(2)(A) (O District) for the life of the Project.

13.15.1. Concurrent with the submittal of each building permit, the applicant shall document energy demand through the compliance

tracker dated 6/23/22 and on file with the City, which verifies the amount of carbon-free energy generated on site compared to the projected amount of non-carbon-free energy used by the Project, to achieve the Zoning Ordinance requirements of 100% renewable energy across the project site.

13.15.2. The Applicant/Project Owner shall document compliance with Zoning Ordinance sections 16.45.130(2)(A) (RMU District) and 16.43.140(2)(A) (O District) on a schedule determined by the Applicant/Project Owner and the City, based on the construction schedule for the Project.

14. OFF SITE IMPROVEMENTS

14.1. Transportation Impact Fee ("TIF"): The current estimated total transportation impact fee based on the maximum development potential is $39,728,599.82 (subject to adjustments for the actual proposed development) ("**TIF Obligation**"). The Applicant shall complete off-site circulation improvements identified as the responsibility of the Project through the TIA and included in the TIF ("**TIF In Lieu Improvements**") in lieu of paying the TIF. The City and Applicant shall establish the estimated cost of the TIF In Lieu Improvements prior to issuance of the first building permit. The TIF In Lieu Improvements shall reduce the TIF Obligation dollar for dollar. In the event the estimated cost of the TIF In Lieu Improvements is less than the TIF Obligation, the difference will be prorated across all buildings on the Project Site and paid at the time of building permit issuance for each building. Credit for existing buildings will be allocated by location of the new building. The TIF rates are subject to adjustment on July 1st of each year based on the ENR Construction Cost Index % for San Francisco. In the event that another development project is also obligated to construct the improvement and undertakes construction of the improvement, the Applicant would not be credited for said improvement.

14.2. Applicant shall perform, construct and complete, at the Applicant's own expense, the transportation improvements in Sections 14.5 and 14.6, prior to issuance of the first certificate of occupancy for the Project.

14.3. To determine the estimated TIF In Lieu Improvements cost, the Applicant shall submit detailed estimates of costs, including design, engineering, and permitting costs, to the Director of Public Works or designee of said transportation improvements. Pursuant to MPMC 13.26.80 the Applicant shall be entitled to credit and/or reimbursement for said transportation improvements.

14.4. Should the final expenses for the TIF In Lieu Improvements exceed the Project estimated TIF payment (determined in 14.1) the TIF Obligation would be adjusted accordingly. If the final expenses (e.g. actual cost) for the TIF In lieu Improvements included in the City's TIF program exceed the Project's TIF Obligation, the City and the Applicant shall enter into a reimbursement agreement, which will provide for the Applicant to be reimbursed by the City from available TIF revenues. The reimbursement of the TIF would be made, within 180 days of submittal of the actual cost documentation from the applicant, subject to review and acceptance of the cost documentation by the Public Works Director.

14.5. TIF In Lieu Improvements:

14.5.1. Willow Road and Bay Road – The TIF proposes to modify the southbound approach at this intersection to two left-turn lanes and one right-turn lane and to modify the westbound approach to add a right-turn lane. With these improvements under project conditions, the critical movement delay at the local approach would be reduced to lower than no project conditions. This improvement would address the adverse effect on the intersection due to project traffic.

14.6. Non-TIF intersection improvements

14.6.1. O'Brien Drive and Kavanaugh Drive – The applicant shall work with the City of East Palo Alto to install traffic calming measures to discourage the use of Kavanaugh Drive, which is a residential street, and encourage vehicles to use O'Brien Drive and Adams Drive instead. The cost of the development of the traffic calming plan and implementation of the measures shall not exceed $500,000.

14.6.2. Adams Drive and O'Brien Drive - Design and construct a new traffic signal, appropriate pedestrian and bicycle accommodation should be provided at this intersection. This includes the proposed Class II bicycle lanes along O'Brien Drive between Willow Road and University Avenue, pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops.

14.6.3. Any project(s) approved within 10 years of the approval date of the Willow Village Master Plan project and required to implement the same Non-TIF Intersection improvement in Section 14.6.2 shall reimburse the project applicant for its proportional fair share of the improvement costs.

14.7. Cumulative Intersection Improvements

14.7.1. For the following cumulative intersection improvements, the Applicant shall provide a conceptual plan and a cost estimate (including design engineering) for approval by the Transportation Division to determine the fair share contribution. Applicant shall not be required to construct these improvements.

14.7.1.1. Marsh Road & Bohannon Drive/Florence Street - The intersection modification for this location is to modify the westbound approach to a left-turn lane, two through lanes, and a right-turn lane. Stripe Class II buffered bike lanes (or create Class IV bike lanes) along Marsh Road from Bay Road to Scott Road in both directions and the removal of on-street parking in the eastbound direction. The restriping of the lanes to include a westbound right-turn only lane and the proposed Class II buffered bike lane would require narrowing the travel lanes to 11 feet and removal of the median. The fair share contribution for the intersection improvement, calculated as 6% of the cost estimate, shall be paid prior to the issuance of a building permit.

14.7.1.2. Willow Road & Hospital Plaza/Durham Street – Restripe northbound Durham Street as a shared left-through lane and right-turn lane, and add a northbound right turn overlap phase. The fair share contribution for the intersection improvement, calculated as 25% of the cost estimate, shall be paid prior to the issuance of a building permit

14.8. Fair Share Payment for Intersections within EPA

14.8.1. University Avenue and Bay Road - The project would reduce its adverse effect on the traffic operations at this intersection by making a fair share (34%) monetary contribution towards modifications to bring the intersection to pre-project conditions including the addition of an exclusive eastbound right-turn lane and a second eastbound left-turn lane on University Avenue, adding a second northbound left-turn lane on Bay Road, adding a second westbound left-turn lane on University Avenue, and modify signal phasing. Partial improvement of this intersection is included in the Menlo Park TIF. The Applicant will receive $5,073.49 credit towards their fair share payment. The Applicant shall provide a conceptual plan of the improvement and a cost estimate (including design engineering) for approval by the Transportation Division to determine the fair share contribution. The fair share contribution for the intersection improvement shall be paid to the City of Menlo Park prior to the issuance of a building permit. If

these funds are not used within a 5-year period, the Applicant may request the funds be returned from East Palo Alto.

14.8.2. US 101/University Avenue Interchange - Plans to widen the northbound approach on Donohoe Street at the US 101 northbound off-ramp to accommodate four through lanes to improve the vehicular throughput at this intersection. This improvement will require median modifications and narrowing the southbound Donohoe Street approach to Cooley Avenue to include two through lanes and a full length left-turn lane. In addition, the traffic signals will be coordinated with adjacent traffic signals on Donohoe Street. Additionally, plans to install a new traffic signal at the US 101 northbound on-ramp and Donohoe Street and Bayshore Road and Euclid Avenue to coordinate with other closely spaced traffic signals along Donohoe Street. Along with new traffic signals, appropriate pedestrian and bicycle accommodation will be provided. This includes pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops. In order to align with the proposed driveway for the University Plaza Phase II site on the north side of Donohoe Street, the US 101 on-ramp will be shifted approximately 30 feet to the south. In addition, the northbound approach on Donohoe Street will be restriped to accommodate a short exclusive left-turn pocket (approximately 60 feet in length), a shared left-through lane, and a shared through-right lane. These improvements would require widening of the US 101 northbound on-ramp to accommodate two lanes that taper down to a single lane before this ramp connects with the loop on-ramp from eastbound University Avenue. A northbound right turn only will also be added to Bayshore Road and Euclid Avenue. Because the improvements in this corridor are all interconnected and dependent on each other to work, the recommended improvement measure would be for the Project sponsor to contribute its fair share to improvements at all six intersections in this corridor. Fair share is calculated as the percentage of net project traffic generated of the overall cumulative traffic growth at this intersection. The fair share will be applied to the cost estimates approved by the City of East Palo Alto to determine the fair share contribution. Partial improvement of the University and Donohoe intersection is included in the Menlo Park TIF. The Applicant will receive $10,147 credit towards their fair share payment. The fair share contribution for these intersection improvements shall be paid to the City of Menlo Park prior to the issuance of a building permit. If

these funds are not used within a 5-year period, the Applicant may request the funds be returned from East Palo Alto.

a. Donohoe Street & Cooley Avenue: 10% fair share
b. Donohoe Street & US 101 Northbound Off-Ramp: 24% fair share
c. Donohoe Street & University Avenue: 31% fair share
d. Donohoe Street & US 101 Northbound On-Ramp: 8% fair share
e. Donohoe Street/Bayshore Road & Euclid Avenue: 2% fair share

15. PROJECT SPECIFIC CONDITIONS – NO HAMILTON AVENUE REALIGNMENT VARIANT

15.1. No Hamilton Avenue Realignment Variant. If all applicable agencies with jurisdiction over the proposed realignment of the intersection of Hamilton Avenue and Willow Road have not issued all necessary approvals, or if Applicant is unable to obtain sufficient real property rights, for the proposed realignment as depicted in Conceptual Vehicular Circulation Concept – Variant exhibit G4.08 prior to the completion of the backbone infrastructure, (i) the intersection of Hamilton Avenue and Willow Road and the proposed circulation network east of Willow Road within the Project Site would be revised generally consistent with Exhibit G4.08 to accommodate retaining the Willow Road/Hamilton Avenue intersection in its current alignment; (ii) Property Owner shall nonetheless be permitted to construct the Project, as reconfigured in accordance with Exhibit G4.08, in accordance with this CDP. The City shall cooperate with Applicant in its efforts to modify this CDP or other Project entitlements to construct the Project as reconfigured pursuant to this section. The resulting changes would be considered Major Changes and require review and action by the Planning Commission.

16. PROJECT SPECIFIC CONDITIONS – PG&E IMPROVEMENTS

16.1. Applicant shall coordinate with PG&E to implement improvements to upgrade the distribution power capacity at its Ravenswood substation to meet the Project Site's diversified projected power demand through an interconnection and new distribution conduit feeders to provide power to the Project Site. Applicant shall be responsible for fees due to PG&E as outlined in the applicable tariff regulations. Prior to the issuance of the first new building certificate of occupancy for the Project Site, Applicant shall provide documentation to the City that PG&E has completed the initial phase of power upgrades and reinforcements, as evidenced by PG&E's notice that the first new building on the Project Site is ready to be energized.

17. PROJECT SPECIFIC CONDITIONS – WEST BAY SANITARY DISTRICT IMPROVEMENTS

17.1. Waste Water Conveyance Improvements: Applicant shall comply with regulations of the West Bay Sanitary District that are directly applicable to the Project

in the design and construction of wastewater conveyance improvements, and submit documentation to the Planning and Building Divisions prior to issuance of each building permit. The West Bay Sanitary District Improvements serving the Project Site will be depicted on the Willow Village Improvement Plan set, subject to approval by West Bay Sanitary District.

17.2. Recycled Water: Applicant shall coordinate with West Bay Sanitary District in its efforts to design and construct the Bayfront Recycled Water Plant, described in the EIR as the Resource Recovery Center (**"Recycled Water Plant")**. Applicant shall enter into an agreement with West Bay Sanitary District which acknowledges Applicant's fair share financial commitment along with the District's performance metrics to construct and operate the Recycled Water Plant. Applicant shall provide evidence that agreement has been entered into with the District prior to issuance of the building permit for the first new building on the Project Site. Provided that Applicant has entered into the agreement with West Bay Sanitary, if West Bay Sanitary has not completed the Recycled Water Plant such that it can deliver recycled water to the Project Site when demand for non-potable water is created, the City shall energize the recycled water distribution lines within the Project Site with potable water and Property Owner shall be permitted to use potable water for non-potable purposes at the Project Site until such time as West Bay Sanitary District is able to provide non-potable water, or as provided in Section 17.3. Additionally, pursuant to section 4.13 of this CDP, Applicant shall prepare and submit a water conservation plan that addresses potable water use during the interim period from the initial building occupancy until West Bay energizes the Recycled Water Supply. The water conservation plan shall address the frequency of potable water use reporting, acknowledge that the project shall comply with any demand reduction measures established and enforced by the City applicable to other similarly situated water users. This plan shall be submitted prior to the issuance of the initial temporary certificate of occupancy only in the event recycled water is not available concurrent with the final inspection and shall be subject to review and approval of the Public Works Director.

17.3. Onsite Recycled Water Variant: In the event that West Bay Sanitary District has not completed the Recycled Water Plant such that it can deliver recycled water to the Project Site by 24 months after the issuance of a Certificate of Occupancy for the initial building within Phase 1 of the Project, or in the event that the West Bay Sanitary District abandons the proposed Recycled Water Plant before that date, the Applicant shall provide written notice to the Public Works Director that the Applicant intends to construct an Alternative Recycled Water Treatment facility capable of meeting the projected non-potable water peak demand for the Project. Within 60 months after notice is provided to the City Public Works Director, the Applicant shall complete an Alternative Recycled Water treatment facility for the production of recycled water

through the capture of wastewater, including blackwater, from all proposed buildings on the Project Site.

17.3.1. Following steps are the anticipated:

17.3.1.1. Submittal of Concept Plans to Community Development and Public Works Departments for review within 90 days from submittal of Alternative Recycled Water Treatment Facility notice.

17.3.1.2. Submittal of construction documents 12 months after City Approval of Concept Plans.

17.3.1.3. Submittal Title 22 Engineering Report and obtain approvals/permits from the State Division of Drinking Water (DDW), from the Regional Board, and a discharge permit from West Bay Sanitary District.

17.3.1.4. Commence construction of Alternative Recycled Water Facility within 90 days of approval of necessary permits required to commence construction.

18. PROJECT SPECIFIC CONDITIONS – SFPUC ROUNDABOUT

18.1. Applicant shall obtain San Francisco Public Utilities Commission (**"SFPUC"**) approval for a lease, license, easement agreement, or other authorization to permit the construction and operation of the proposed Main Street/O'Brien Drive roundabout intersection improvement and drainage improvements ("SFPUC Improvements") within the SF PUC right of way prior to issuance of the first building permit for the Project Site. The City shall be the applicant for public improvements that require approval and granting a lease, license, easement agreement, or other authorization from SFPUC.

18.2. Applicant shall submit to the City Improvement Plans detailing the proposed SFPUC improvements consisting of O'Brien Drive right-of-way realignment, new connection to the Project Site, creation of a roundabout within the right-of-way, and drainage improvements within the SFPUC right-of-way.

18.3. Applicant shall submit SFPUC Improvement Plans to the Community Development and Public Works Departments for review and preliminary design acceptance, prior to submittal to SFPUC.

18.4. Following City review and preliminary design acceptance, the Applicant shall submit SFPUC Improvement Plans to the SFPUC and apply for all applicable review and approvals.

18.5. Applicant shall obtain necessary permits and approval from SFPUC and provide documentation to the Community Development and Public Works Departments prior to issuance of the building permit for the first building.

18.6. Applicant shall construct all SFPUC roadway improvements prior to certificate of occupancy for the first building on the Project Site.

18.7. Applicant shall construct drainage improvements within the SFPUC right-of-way concurrent with the roadway improvements to ensure that stormwater drainage is not disrupted.

18.8. In the event construction of the SF PUC Improvements is delayed due to circumstance outside of the Applicant's reasonable control, the Public Works Director may grant an extension based on substantial evidence from the Applicant that the delay is based on external circumstances, and the Applicant demonstrates a good faith effort to complete the improvements. Any extension would be based on an agreed upon timeline by the Public Works Director and the Applicant.

19. PROJECT SPECIFIC CONDITIONS – OPERATING RULES FOR PUBLICLY ACCESSIBLE OPEN SPACE

19.1. Prior to opening the Publicly Accessible Open Space to the public, the Property Owner or Owners' Association, as applicable, shall prepare Operating Rules for the Publicly Accessible Open Space which shall set forth reasonable rules and restrictions regarding the public's access to and use of the Publicly Accessible Open Space per the requirements of this CDP, subject to review and approval of the Directors of Community Development and Public Works, City Manager or their designee, and City Attorney. The Operating Rules may include without limitation provisions such as: (a) permitting the Property Owner or Owners' Association, as applicable, to reasonably restrict or prohibit public access and use as reasonably necessary to (i) ensure security of the Project Site and persons or property within or around the Project Site and (ii) preclude activities that unreasonably disrupt non-public uses in the Project; (b) providing exclusive use by Property Owner for a specified number of private events; and (c) providing terms of use for community use of the Publicly Accessible Open Space.

20. PROJECT SPECIFIC CONDITIONS – MITIGATION MEASURES

20.1. The Property Owner 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 6.

21. GENERAL CONDITIONS

21.1. School Impact Fee: Prior to issuance of each building permit, the Property Owner shall pay the applicable School Impact Fee for the building in effect at the time of payment and submit documentation of payment to the Building Division prior to issuance of each building permit.

21.2. Menlo Park Municipal Water: The Property Owner shall comply with all requirements of Menlo Park Municipal Water that are directly applicable to the Project and document compliance prior to issuance of each building permit.

21.3. Leadership in Energy and Environmental Design: The Property Owner shall design and certify buildings greater than 25,000 square feet in size for LEED Gold (Residential/Shopping District and Campus District) and buildings between 10,000 and 25,000 square feet in size for LEED Silver (Town Square District) certification, in accordance with Zoning Table 16.45.130(1)(B) and (C) (RMU District) and 16.43.140(1)(B) (O District). Buildings on the Project Site of less than 10,000 sf would not be certified under LEED. Each building shall be certified within one year of Certificate of Occupancy and documentation shall be provided to the Planning Division. At its discretion, the Property Owner may certify buildings less than 25,000 square feet in size for LEED Gold.

21.4. Lighting: Concurrent with building permit submittal for each individual building as appropriate, the Property Owner 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 Planning, Engineering, Transportation, and Building Divisions.

21.5. The City has approved this CDP in conjunction with a Development Agreement. During the term of the Development Agreement, the CDP shall be subject to the terms and conditions of the Development Agreement and, in the event of a conflict, the terms and conditions of the Development Agreement shall prevail.

21.6. This CDP is being provided in exchange for the provision and effectuation of the Community Amenities outlined in the Development Agreement and in accordance with the timing/phasing provided in Exhibits ___ and ___ of the Development Agreement, as

they may be amended from time to time. Provision and timing of said Community Amenities are a condition of this CDP and this requirement shall survive any termination of the Development Agreement.

21.7. Covenants Run with the Land: All of the conditions contained in this CDP shall run with the land comprising the Project Site 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 CDP. Upon transfer, sale, or assignment of all or any portion of the Project Site to another owner, the Applicant shall be released from its obligations pursuant to this CDP with regard to the transferred, sold, or assigned property that arise or accrue subsequent to the effective date of the transfer, sale and/or assignment.

21.8. Severability: If any condition of this CDP, or any part hereof, is held by a court of competent jurisdiction in a final judicial action to be void, voidable or unenforceable, such condition, or part hereof, shall be deemed severable from the remaining conditions of this CDP and shall in no way affect the validity of the remaining conditions hereof. Notwithstanding the foregoing, in the event that any provision of this CDP is found to be unenforceable, void or voidable which materially impairs Applicant's ability to construct the Project, Applicant may terminate this CDP upon providing written notice to the City.

21.9. Exhibits: The exhibits referred to herein are deemed incorporated into this CDP in their entirety.

EXHIBITS

Exhibit 1: Legal Description

Exhibit 2: Plat Map

Exhibit 3: Trip Cap Monitoring and Enforcement Policy (Staff Report Attachment V)

Exhibit 4: TDM Compliance Plan (Staff Report Attachment W)

Exhibit 5: Glossary of Supporting Documents

Exhibit 6: Mitigation Monitoring and Reporting Program (Staff Report Attachment A3)

Exhibit 5

DRAFT Glossary of Supporting Documents

Project Plans (dated October 7, 2022)

Development Agreement

Exhibit D to the Development Agreement (Willow Village Phasing Plan)

Modification Requests (dated September 2, 2022)

Heritage Tree Removal Permits Nos 2022-00057 and 2022-00058 (conditionally approved June 28, 2022)

Tree Survey Reports

- Heritage Tree Removal Report Willow Village dated August 16, 2022
- Heritage Tree Removal Report for Hamilton Avenue Parcels dated August 16, 2022
- Heritage Tree Removal Report for 1305 O'Brien dated August 16, 2022
- Heritage Tree Removal Report for 1330 O'Brien dated August 16, 2022
- Heritage Tree Removal Report for O'Brien ROW dated August 16, 2022

Willow Village Master Plan Bird-Safe Design Assessment (dated February 24, 2022)

Vesting Tentative Map for Major Subdivision No. XXXXX Willow Village A Map (dated October 7, 2022)

Vesting Tentative Maps for Major Subdivision No. XXXXX Chevron and Retail Parcels (dated October 7, 2022)

Willow Village Campus District Trip Cap Monitoring and Enforcement Policy (dated October 7, 2022)

Willow Village Transportation Demand Management (TDM) Plan (dated May 2022)

Willow Village TDM Compliance Plan (dated June 14, 2022)

Mitigation Monitoring and Reporting Program

Event Management Plan (dated October 14, 2022)

Willow Village Project Below Market Rate Housing Agreements (dated ___, 2022)

Water Supply Assessment prepared by West Yost (dated February, 2022)

Willow Village Hydraulic Evaluation prepared by West Yost (dated February 3, 2022)

Willow Village Compliance Matrix (dated June 23, 2022)

Hazardous materials information forms and generator supplemental forms (dated August 8, 2022)

Conceptual Dialysis Center Temporary Location (dated March 16, 2022)

Conceptual Parcels and Building Numbers (dated October 12, 2022)

DRAFT ORDINANCE NO. XXXX

DRAFT ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MENLO PARK FOR APPROVAL OF THE DEVELOPMENT AGREEMENT BETWEEN THE CITY OF MENLO PARK AND PENINSULA INNOVATION PARTNERS, LLC FOR THE WILLOW VILLAGE PROJECT

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. This Ordinance is adopted under the authority of Government Code Section 65864 et seq. and pursuant to the provisions of City Resolution No. 4159, which establishes procedures and requirements for the consideration of developments within the City of Menlo Park ("City"). This Ordinance incorporates by reference that certain Development Agreement for the Willow Village Project (the "Development Agreement") by and between the City and Peninsula Innovation Partners, LLC ("Applicant") attached hereto as Exhibit A (Staff Report Attachment A10) and incorporated herein by this reference.

SECTION 2. The City, as lead agency, prepared an Environmental Impact Report ("EIR") pursuant to the California Environmental Quality Act ("CEQA") that examined the environmental impacts of the redevelopment of the approximately 59-acre industrial site (the "Main Project Site") plus three parcels (within two sites) west of Willow Road (the "Hamilton Parcels" and collectively, with the Main Project Site, the "Project Site"). On _____ __, 202_, by Resolution No. _____, the City Council certified the EIR, made certain findings, and adopted a Mitigation Monitoring and Reporting Plan, which Resolution together with the EIR are incorporated herein by reference. The City Council finds that the Development Agreement is within the scope of the EIR.

SECTION 3. As required by Resolution No. 4159, the Planning Commission reviewed the Development Agreement at a duly and properly noticed public hearing held on _____ __, 202_ and recommended that the City Council adopt this ordinance. As part of its recommendation to the City Council, the Planning Commission determined that the Development Agreement is consistent with the objectives, policies, general land uses and programs specified in the General Plan; is compatible with the uses authorized in and the regulations prescribed for the land use district in which the Project Site is located; is in conformity with public convenience, general welfare and good land use practice; will not be detrimental to the health, safety and general welfare of the City or the region surrounding the City; and will not adversely affect the orderly development of property or the preservation of property values within the City.

SECTION 4. The City Council held a duly and properly noticed public hearing on the Development Agreement on _____ __, 2022. The City Council finds that the following are the relevant facts concerning the Development Agreement:

1. The General Plan designates the Main Project Site for Office and Mixed-Use Residential land uses and Hamilton Parcels for Retail/Commercial land uses. The Main Project Site is zoned O-B-X and R-MU-B-X, and the Hamilton Parcels are zoned C-2-S.

2. The Applicant proposes a unified development on the Project Site consisting of approximately 59 acres.

3. The Applicant proposes to demolish the existing buildings on-site and redevelop the Project Site with the subsequent construction of a mixed-use development consisting of up to 1.6 million square feet of office and accessory uses (a maximum of 1,250,000 square feet for offices and the balance for accessory uses), up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail uses, an up to 193-room hotel, and associated open space and infrastructure (the "Project").

4. The Applicant proposes to provide numerous community amenities, some of which are on the list of community amenities adopted by the City Council and some of which have been agreed upon by City and the Applicant in the Development Agreement, as specified in further detail in the Development Agreement. The Development Agreement's requirement for the Applicant to implement community amenities allow the Applicant to develop the Main Project Site with an increased floor area ratio, density, or height in the R-MU-B-X district and increased floor area ratio or height in the O-B-X district. The Applicant submitted an application identifying the amount of bonus development sought, an appraisal of the fair market value of the gross floor area of the bonus level of development compared to the fair market value of the base level development, and the projected value of the proposed community amenities. The City's economic consultant conducted a peer review analyzing and revising the values. Based upon such City-determined values, the value of the community amenities set forth in the Development Agreement will equal or exceed half the difference between the value of the base and bonus level development scenarios.

SECTION 5. As required by Section 302 of Resolution No. 4159 and based on an analysis of the facts set forth above, the staff report to the City Council, the presentation to the Council, supporting documents, and public testimony, the City Council hereby adopts the following as its findings:

1. The Development Agreement is consistent with the objectives, policies, general land uses and programs specified in the General Plan because the Project will create a live/work/play environment that will place office, residential and commercial uses in close proximity to one another.

2. The Development Agreement is compatible with the uses authorized in and the regulations prescribed for the O-B-X, R-MU-B-X, and C-2-S districts in which the Project Site is located because the Project includes office buildings, mixed use residential and retail buildings providing high density residential housing to serve both the office buildings and existing community housing needs and neighborhood-serving retail, and open space.

3. The Development Agreement is in conformity with public convenience, general welfare and good land use practices because the Project is consistent with the General Plan and zoning designations for the Project Site and appropriate utilities and services can be provided for the Project.

4. The Development Agreement will not be detrimental to the health, safety and general welfare of the City or the region surrounding the City.

5. The Development Agreement will not adversely affect the orderly development of property or the preservation of property values within the City.

6. The Development Agreement will promote and encourage the development of the Project by providing a greater degree of certainty with respect thereto by establishing the regulations concerning land use development, timing and sequencing of Project development and the payment of fees.

7. The Development Agreement will result in the provision of public benefits by the Applicant, including, but not limited to, Applicant to make payments to the city to offset lost revenue from the hotel in the event of construction delays (i.e. gap payment); financial commitments to ongoing job training and career experience programs; and stakeholder support for Dumbarton Rail Corridor Project and Dumbarton Forward.

8. The community amenities proposed in the Development Agreement have a value of at least fifty percent (50%) of the fair market value of the additional gross floor area of the bonus level development in accordance with Menlo Park Municipal Code Sections 16.43.070 and 16.45.070, and include, but are not limited to, additional funding for affordable housing, workforce housing, grocery, pharmacy and banking uses, dining and entertainment uses, a shuttle to transport Bayfront residents to the Project Site, funding for air quality and noise monitors in the Belle Haven neighborhood, and community use of open space within the Project, including the elevated park and town square.

SECTION 6. Based upon the above findings of fact, the Development Agreement for the Project is hereby approved, subject to such minor, conforming and clarifying changes consistent with the terms thereof as may be approved by the City Manager in consultation with the City Attorney. The City Council hereby authorizes the Mayor to execute the Development Agreement and all documents required to implement the Development Agreement on behalf of the City.

SECTION 7. No later than ten days after this ordinance is effective and has been executed by all parties, the City Clerk shall record with the San Mateo County Recorder a copy of the Development Agreement, as required by Government Code Section 65868.5.

SECTION 8. If any section of this ordinance, or part hereof, is held by a court of competent jurisdiction in a final judicial action to be void, voidable or enforceable, such section, or part hereof, shall be deemed severable from the remaining sections of this ordinance and shall in no way affect the validity of the remaining sections hereof.

SECTION 9. This ordinance shall become effective thirty (30) days after the date of its adoption. Within fifteen (15) days of its adoption, the ordinance shall be posted in three (3) public places within the City of Menlo Park, and the ordinance, or a summary of the ordinance prepared by the City Attorney, shall be published in a local newspaper used to publish official notices for the City of Menlo Park prior to the effective date.

INTRODUCED on the _____ day of _____, 2022.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of said Council on the _____ day of _____, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

_____

_____
Mayor, City of Menlo Park

_____

_____
City Clerk

EXHIBIT A

FORM OF DEVELOPMENT AGREEMENT FOR THE WILLOW VILLAGE PROJECT BY AND BETWEEN THE CITY AND PENINSULA INNOVATION PARTNERS, LLC

(attached)

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025
Attn: City Clerk

Exempt from recording fee per
Govt. Code §6103 and 27383

Space Above This Line Reserved for Recorder's Use

DEVELOPMENT AGREEMENT

by and between the

CITY OF MENLO PARK,
a California municipal corporation

and

PENINSULA INNOVATION PARTNERS, LLC
a Delaware limited liability company

regarding the
Willow Village Master Plan Project

Dated: _____, 2022

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Exhibit D	Willow Village Phasing Plan
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Exhibit E-3	Conceptual Willow Road Tunnel
Exhibit F	Willow Village Community Amenities Timing Provisions
Exhibit G	Partial Assignment and Assumption Agreement

DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT ("**Agreement**") dated for reference purposes as of _____, 2022, is entered into by and between PENINSULA INNOVATION PARTNERS, LLC, a Delaware limited liability company ("**Developer**"), a subsidiary of Meta Platforms, Inc., a Delaware corporation ("**Meta**"), and the CITY OF MENLO PARK, a California municipal corporation ("**City**"). Developer and City are sometimes referred to individually herein as a "**Party**" and collectively as "**Parties**."

RECITALS

The following recitals are a substantive part of this Agreement; capitalized terms used herein and not otherwise defined are defined in Section 1.1 of this Agreement.

A. In order to strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic costs and risk of development, the Legislature of the State of California enacted Section 65864 *et seq*. of the Government Code ("**Development Agreement Statute**") which authorizes a city and a developer having a legal or equitable interest in real property to enter into a binding, long-term development agreement, establishing certain development rights in the subject property.

B. As authorized by the Development Agreement Statute, the City has adopted Resolution No. 4159 adopting regulations establishing procedures and requirements for consideration of development agreements within the City of Menlo Park ("**Development Agreement Regulations**"). The provisions of the Development Agreement Statute and City's Development Agreement Regulations are collectively referred to herein as the "**Development Agreement Law**." This Agreement has been drafted and processed pursuant to the Development Agreement Law.

C. This Agreement concerns that certain real property measuring approximately 62 acres located in the Bayfront Area of the City, as depicted in Exhibit A-1, and more fully described in Exhibit A-2, both attached hereto and incorporated herein by this reference ("**Property**"). The Property comprises approximately 59 acres intended as the primary development location ("**Main Project Site**") (depicted on Exhibit A-1-1 and described in Exhibit A-2-1), of which Developer is the owner and two parcels totaling approximately 3 acres west of Willow Road to accommodate realignment of Hamilton Avenue, of which LLBG Properties LLC, a Delaware limited liability company, is the owner ("**Hamilton Parcels**") (depicted on Exhibit A-1-2 and described in Exhibit A-2-2). Meta controls both Developer and LLBG Properties LLC, a Delaware limited liability company, and therefore Developer has an equitable interest in the Hamilton Parcels. Further, LLBG Properties LLC, a Delaware limited liability company, has consented to the terms of this Agreement as shown in Exhibit B.

D. Developer has submitted applications to the City to redevelop, or cause redevelopment of, the Property by demolishing approximately one million square feet of existing nonresidential buildings on the Main Project Site and developing a mixed-use project on the Property that at full buildout would consist of up to approximately 1.6 million square feet of

office and accessory space (of which up to 1.25 million square feet may be for office uses), 200,000 square feet of commercial/retail space, 1,730 multi-family residential units, a 193-room hotel ("**Hotel**") and 20 acres of open space including approximately 8 acres of publicly accessible parks and pathways, constructing a new north-south street and realigning other public rights-of-way, and creating a new Residential/Shopping District, Town Square District, and Campus District, all in two Phases as described in more detail in the Willow Village CDP (collectively, the "**Project**").

E. This Agreement between City and Developer sets forth, among other things, the applicable fees, policies and zoning requirements that apply to Developer's development of the Project and provides Developer with a vested right to develop the Project should Developer elect to develop the Project.

F. Pursuant to the California Environmental Quality Act and its associated regulations (Public Resources Code section 21000 *et seq*. and the CEQA Guidelines at California Code of Regulations, Title 14, section 15000 *et seq*.) (together and as they may be amended, "**CEQA**"), City previously prepared the Final Program Environmental Impact Report for the ConnectMenlo General Plan and Zoning Update (State Clearinghouse No. 2015062054), certified by the City Council of City on November 29, 2016 by Resolution No. 6356 ("**ConnectMenlo EIR**").

G. Pursuant to CEQA, City conducted environmental review of the Willow Village Master Plan Project, prepared and duly processed an Environmental Impact Report (State Clearinghouse No. _____), tiering from the ConnectMenlo EIR as authorized by CEQA ("**Project EIR**"), and adopted a Mitigation Monitoring and Reporting Program for implementation of mitigation measures specified in the Project EIR and (as applicable to the Project) in the ConnectMenlo EIR as approved by the City ("**Project MMRP**").

H. Prior to or concurrently with approval of this Agreement, City has taken the following actions in connection with development of the Project on the Property (the "**Existing Approvals**").

1. Certification of the Project EIR as adequate under CEQA and adoption of the Project MMRP, by Resolution No. _____, adopted by the City Council on _____, 2022.

2. Approval of amendments to the Menlo Park General Plan Circulation Map to allow changes to streets and other public rights-of-way proposed for the Project, by Ordinance No. _____, adopted by the City Council on _____, 2022.

3. Approval of amendments to the Menlo Park Zoning Map by Ordinance No. _____, adopted by the City Council on _____, 2022 to:

a. allow changes to streets proposed for the Project; and

b. revise zoning designations for the Property to add a conditional development ("X") combining district.

4. Approval of Conditional Development Permit No. _____ to authorize a master-planned project with bonus-level development and allow other aspects of the Project, by Ordinance No. _____, adopted by the City Council on _____, 2022 ("**Willow Village CDP**").

5. Approval of Vesting Tentative Map No. _____for the Main Project Site to merge and re-subdivide existing parcels on the Property, approve abandonment and dedication of public rights-of-way and easements, and allow filing of multiple final maps for the Project, by Resolution No. _____, adopted by the City Council on _____, 2022 ("**Main Project VTM**"), together with associated conditions of approval ("**Main VTM Conditions**").

6. Approval of Vesting Tentative Map No. _____for the Hamilton Parcels to merge and re-subdivide existing parcels on the Property, approve abandonment and dedication of public rights-of-way and easements, and allow filing of multiple final maps for the Project, by Resolution No. _____, adopted by the City Council on _____, 2022 ("**Hamilton VTM**"), together with associated conditions of approval ("**Hamilton VTM Conditions**").

7. Approval of Below-Market Rate Housing Agreements specifying terms for Developer to provide onsite reduced-cost housing units, by Resolution No. ____, adopted by the City Council on _____, 2022 (collectively, the "**BMR Agreements**").

8. Approval of tree removal permits to remove 276 heritage trees on the Property, approved by the City Arborist on June 28, 2022 ("**Tree Permits**"), and not appealed to the Environmental Quality Commission, which approvals were conditioned on Developer receiving the other Existing Approvals listed in this Recital H.

9. Approval of this Agreement by Ordinance No. _____, adopted by the City Council on _____, 2022 ("**Enacting Ordinance**").

I. City has determined that by entering into this Agreement, City will further the purposes set forth in the Development Agreement Law and City will benefit from the increased range of housing options, employment opportunities, retail establishments, circulation improvements, and open space created by the Project for residents of City.

J. For the reasons recited herein, City and Developer have determined that the Project is a development for which this Agreement is appropriate. This Agreement will eliminate uncertainty regarding Existing Approvals and Subsequent Approvals, thereby encouraging planning for, investment in, and commitment to use and development of the Property. Continued use and development of the Property will in turn provide substantial employment, tax, and other public benefits to City, and will contribute to redevelopment of the Bayfront Area and provide for Menlo Park residents expanded housing opportunities affordable to varying household income levels, which is a critical City need, thereby achieving the goals and purposes for which the Development Agreement Law was enacted.

K. The terms and conditions of this Agreement have undergone review by City staff, the Planning Commission and the City Council at publicly noticed meetings and have been found to be fair, just and reasonable and in conformance with the Development Agreement Law and the

goals, policies, standards and land use designations specified in the City's General Plan and, further, the City Council finds that the economic interests of City's citizens and the public health, safety and welfare will be best served by entering into this Agreement.

L. On _____, 2022, the Planning Commission, the initial hearing body for purposes of development agreement review, recommended approval of this Agreement to the City Council. Following a duly noticed public hearing, on _____, 2022, the City Council introduced the Enacting Ordinance and on _____, 2022 the City Council adopted that Enacting Ordinance.

A G R E E M E N T

NOW, THEREFORE, in consideration of the promises, covenants and provisions set forth herein, the receipt and adequacy of which is hereby acknowledged, the Parties agree as follows:

ARTICLE 1 DEFINITIONS

Section 1.1 Definitions.

"**Administrative Amendment**" is defined in Section 8.5.

"**Affordable Housing Contribution**" is defined in Section 5.1D.

"**Agreement**" means this Agreement.

"**Agreement Date**" means the date of the second reading of the Enacting Ordinance.

"**Air Quality and Noise Monitoring Equipment**" is defined in Section 5.1E.

"**Applicable City Regulations**" means the permitted uses of the Property, the maximum density and/or total number of residential units, the intensity of use, the maximum height and size of the proposed buildings, provisions for reservation or dedication of land for public purposes, the conditions, terms, restrictions, and requirements for subsequent discretionary actions, the provisions for public improvements, and other terms and conditions of development applicable to the Property as set forth in the General Plan of the City on the Effective Date, the Existing Approvals, the Municipal Code of the City on the Effective Date, and the other ordinances, policies, rules, regulations, standards and specifications of the City in effect on the Effective Date.

"**Applicable Law**" means (a) all State and Federal laws and regulations applicable to the Property and the Project as enacted, adopted and amended from time to time and (b) the Applicable City Regulations.

"**Bank**" is defined in Section 5.1J.

"**Bayfront Shuttle**" is defined Section 5.1I.

"**BMR Agreement**" is defined in Recital H.

"**BMR Fee Holding Period**" is defined Section 5.7.

"**BMR Housing True Up Payment**" is defined Section 5.7.

"**BMR Units**" is defined Section 5.7.

"**CEQA**" is defined in Recital F.

"**CFDs**" is defined in Section 4.4A.

"**CFD Bonds**" is defined in Section 4.4C.

"**CFD Facilities**" is defined in Section 4.4B.

"**Changes in the Law**" is defined in Section 3.8.

"**Chevron Parcel**" is defined in Section 8.7.

"**City**" means the City of Menlo Park, a California municipal corporation.

"**City Parties**" means City and its elected and appointed officials, officers, agents, employees, contractors and representatives.

"**City Council**" means the City Council of the City of Menlo Park.

"**Claims**" means liabilities, obligations, orders, claims, damages, fines, penalties and expenses, including reasonable attorneys' fees and costs.

"**Commence Construction**" or "**Commencement of Construction**" means the issuance of a building permit for vertical construction (including the Elevated Park), mobilization of construction equipment and workers on-site, and the beginning of physical construction activities under such permit.

"**Community Entertainment**" is defined in Section 5.1L.

"**Complete Construction**" or "**Completion of Construction**" means the completion of a final inspection by the City of the specified portion of the specified work or Improvement.

"**Conceptual**" or "**Conceptually**" means plans intended to convey the general vision and design intent of the Willow Village CDP, while allowing flexibility in interpretation and implementation. Conceptual plans serve as guidelines for general orientation and organization of land uses and transportation and open space networks, general scale and massing of development, and overall architectural themes.

"**Connection Fees**" means those fees duly adopted in accordance with applicable law and charged by City or by a utility provider to utility users as a cost for connecting to water, sanitary sewer and other applicable utilities.

"**ConnectMenlo EIR**" is defined in Recital F.

"**CPI**" means Consumer Price Index for All Urban Consumers published by the Bureau of Labor Statistics of the United States Department of Labor or its successors, San Francisco-Oakland-Hayward, All Items (1982-84 = 100), or any successor index thereto designated by the Bureau of Labor Statistics or its successor.

"**CPI Adjustment**" means an adjustment of each dollar amount that is subject to CPI Adjustment under this Agreement and is made by multiplying the dollar amount being adjusted by the sum of (a) one hundred percent, plus (b) the CPI Increase.

"**CPI Increase**" means the percentage increase, if any (but not decrease, if any) between the CPI for the calendar month that is three months prior to the effective date of adjustment and the CPI for the calendar month that is fifteen months prior to the effective date of adjustment.

"**Default**" is defined in Section 11.1.

"**Developer**" means Peninsula Innovation Partners, LLC, a Delaware limited liability company, and its permitted assignees and successors-in-interest under this Agreement.

"**Development Agreement Law**" is defined in Recital B.

"**Development Agreement Regulations**" is defined in Recital B.

"**Development Agreement Statute**" is defined in Recital A.

"**Dining Venues**" is defined in Section 5.1K.

"**Dumbarton Forward**" is defined in Section 5.3D.

"**Dumbarton Rail Corridor Project**" is defined in Section 5.3C.

"**Effective Date**" is defined in Section 2.1.

"**Elevated Park**" is defined in Section 5.1A.

"**Elevated Park Segment Over Willow Road**" is defined in Section 5.1A.

"**Enacting Ordinance**" is defined in Recital H.

"**Exactions**" means exactions imposed by City as a condition of developing the Project, including requirements for acquisition, dedication or reservation of land; and obligations to construct on-site or off-site public and private infrastructure improvements such as roadways, utilities or other improvements necessary to support the Project, whether such exactions

constitute subdivision improvements, mitigation measures in connection with CEQA review of the Project, or impositions made under Applicable City Regulations. For purposes of this Agreement, Exactions do not include Impact Fees.

"**Excess Publicly Accessible Open Space**" is defined in Section 5.1O.

"**Existing Approvals**" is defined in Recital H.

"**Extension**" is defined in Section 2.2A(2).

"**Extension Conditions**" is defined in Section 2.2A(4).

"**Extension Request**" is defined in Section 2.2A(4).

"**Fee Credits**" is defined in Section 4.2.

"**Fee Paid BMR Units**" is defined in Section 5.7.

"**First Phase Community Entertainment**" is defined in Section 5.1L.

"**First Phase Dining Venues**" is defined in Section 5.1K.

"**Fiscal Year**" means the period from July 1- June 30.

"**Force Majeure Delay**" is defined in Section 2.2B.

"**Gap Payment**" is defined in Section 5.3G.

"**Gap Payment Commencement Date**" is defined in Section 5.3G.

"**Gap Payment Period**" is defined in Section 5.3G.

"**Gap Payment Termination Date**" is defined in Section 5.3G.

"**General Plan**" means the General Plan of the City of Menlo Park in effect as of the Agreement Date, as modified by the Existing Approvals.

"**Government Offices**" is defined in Section 2.2B.

"**Grocery Store**" is defined in Section 5.1A.

"**Grocery Store Rent Subsidy**" is defined in Section 5.1A.

"**Hamilton Lessee Approvals**" is defined in Section 5.1A.

"**Hamilton Parcels**" is defined in Recital C.

"**Hamilton ROW Parcel**" is defined in Section 8.7.

"**Hamilton VTM**" is defined in Recital H.

"**Hamilton VTM Conditions**" is defined in Recital H.

"**Home Price Index**" is defined in Section 2.2C.

"**Hotel**" is defined in Recital D.

"**Impact Fee Limitation Period**" is defined in Section 4.1A.

"**Impact Fees**" means those fees set forth in Exhibit C, all of which are monetary fees and impositions, other than taxes and assessments, charged by City in connection with a development project for the purpose of defraying all or a portion of the cost of mitigating the impacts of a development project or development of the public facilities and services related to a development project and any "fee" as that term is defined by Government Code section 66000(b). For purposes of this Agreement, a monetary fee or imposition that meets both the definition of an Impact Fee and the definition of an Exaction will be considered an Impact Fee.

"**Improvement**" means all physical improvements required or permitted to be made under the Existing Approvals or Subsequent Project Approvals.

"**Improvement Plans**" is defined in Section 3.3B.

"**Inclusionary Units**" is defined in Section 5.7.

"**Initial Term**" is defined in Section 2.2A(1).

"**Job Training Funding and Community Hub**" is defined in Section 5.1G.

"**Linkage Equivalent Units**" is defined in Section 5.7.

"**Litigation Challenge**" is defined in Section 9.6B.

"**Local CFD Policies**" is defined in Section 4.4A.

"**Main Project Site**" is defined in Recital C.

"**Main Project VTM**" is defined in Recital H.

"**Main VTM Conditions**" is defined in Recital H.

"MCS" means Meeting and Collaboration Space, which shall consist of buildings and private gardens, as well as a Meta visitor's center and an event building south of the Elevated Park.

"**Memorandum of Extension**" is defined in Section 2.2A.

"**Meta**" is defined in the introductory paragraph preceding the Recitals of this Agreement.

"**Mortgage**" is defined in Section 7.1.

"**Mortgagee**" is defined in Section 7.1.

"**Municipal Code**" means the Municipal Code of the City of Menlo Park in effect as of the Agreement Date as amended by the Existing Approvals.

"**New City Laws**" means and includes any ordinances, resolutions, orders, rules, official policies, standards, specifications, guidelines or other regulations, which are promulgated or adopted by the City (including but not limited to any City agency, body, department, officer or employee) or its electorate (through the power of initiative or otherwise) after the Agreement Date.

"**Non Intended Prevailing Wage Requirement**" is defined in Section 4.6D.

"**Notice**" is defined in Section 12.5.

"**Other Agency Fees**" is defined in Section 4.1D.

"**Other Agency Subsequent Project Approvals**" means Subsequent Project Approvals to be obtained from entities other than City.

"**Operating Memoranda**" is defined in Section 8.6.

"**Operating Memorandum**" is defined in Section 8.6

"**Party/Parties**" is defined in the introductory paragraph preceding the Recitals of this Agreement.

"**Pause of Construction**" is defined in Section 5.7.

"**Pharmacy**" is defined in Section 5.1M.

"**PILOT Agreement**" is defined in Section 10.3.

"**Planning Commission**" means the Planning Commission of the City of Menlo Park.

"**Prevailing Wage Components**" is defined in Section 4.6A.

"**Prevailing Wage Laws**" is defined in Section 4.6A.

"**Processing Fees**" means all fees charged on a City-wide basis to cover the cost of City processing of development project applications, including any required supplemental or other further CEQA review, plan checking (time and materials) and inspection and monitoring for land use approvals, design review, grading and building permits, and other permits and entitlements required to implement the Project, which are in effect at the time those permits, approvals or entitlements are applied for, and which fees are intended to cover the City's actual and reasonable costs of processing the foregoing.

"**Project**" is defined in Recital D.

"**Project Approvals**" means the Existing Approvals and, when and as approved in accordance with the terms of this Agreement, the Subsequent Project Approvals.

"**Project EIR**" is defined in Recital G.

"**Project MMRP**" is defined in Recital G.

"**Property**" is defined in Recital C.

"**Proportionate Required BMR Units**" is defined in Section 5.7.

"**Publicly Accessible Open Space**" is defined in Section 5.3F.

"**Resumption of Construction**" is defined in Section 5.7.

"**Second Phase Community Entertainment**" is defined in Section 5.1L.

"**Second Phase Dining Venues**" is defined in Section 5.1K.

"**Severe Economic Recession**" is defined in Section 2.2B.

"**Special Tax**" is defined in Section 4.4D.

"Specified Materials" is defined in Section 5.6.

"**Subsequent Project Approvals**" is defined in Section 9.1.

"**Teacher Housing Rent Subsidies**" is defined in Section 5.1H.

"**Term**" is defined in Section 2.2.

"**Third Office COO Issuance**" is defined in Section 5.3G.

"**Town Square**" is defined in Section 5.1N.

"**Transfer**" is defined in Section 10.1.

"**Tree Permits**" is defined in Recital H.

"**Willow Road Feasibility Study Funding**" is defined in Section 5.1F.

"**Willow Road Tunnel**" is defined in Section 5.3H.

"**Willow Village CDP**" is defined in Recital H.

"**Willow Village Open Space Rules**" is defined in Section 5.3F.

"Willow Village Phasing Plan" is defined in Section 3.7.

"**Willow Village Community Amenities**" is defined in Section 5.1.

ARTICLE 2 EFFECTIVE DATE AND TERM

Section 2.1 Effective Date. This Agreement shall become effective upon the date that the Enacting Ordinance becomes effective ("**Effective Date**").

Section 2.2 Term.

A. Term of Agreement. Except as to those obligations that expressly extend beyond the stated Term of this Agreement, the "**Term**" of this Agreement shall commence as of the Effective Date and shall continue for the Initial Term as defined in subsection **Error! Reference source not found.** below, plus the duration of any City-approved extension as provided in subsection (1) below, or until earlier terminated by mutual consent of the Parties or as otherwise provided by this Agreement.

(1) Initial Term of Agreement. The "**Initial Term**" of this Agreement shall be ten (10) years, commencing on the Effective Date and expiring on the tenth (10th) anniversary thereof, unless this Agreement is otherwise terminated or extended in accordance with the provisions of this Agreement.

(2) 7-Year Extension. Subject to the terms and conditions in this Section 2.2, Developer shall have the right to extend the Initial Term for one additional seven (7)-year period ("**Extension**"). In order to obtain the Extension, Developer requesting the Extension must be in substantial compliance with all of its obligations set forth in this Agreement and Project Approvals with respect to the portion or portions of the Property for which Developer is seeking an Extension. If the Property is owned by more than one entity, a separate Extension may be sought for each portion of the Property that is in separate ownership; however, for the Extension to be granted, the conditions described in subsection (3) below must be satisfied.

(3) Extension Requirements. In addition to the conditions in subsection (1) above, in order to obtain the Extension, (a) certificates of occupancy must be issued for at least eight hundred and sixty-five (865) residential units, (b) the final certificate of occupancy must be issued for the building in which the Grocery Store is located; and (c) the Grocery Store has received a certificate of occupancy.

(4) Extension Request. If Developer desires to seek the Extension, Developer must submit a letter addressed to the City Manager requesting such Extension at least one hundred eighty (180) days prior to the date that the Initial Term otherwise would expire (the "**Extension Request**"). The Extension Request shall include documentation in a form reasonably acceptable to City demonstrating that the applicable conditions for an Extension described in subsections (1) and (3) above ("**Extension Conditions**") have been satisfied, or will be satisfied prior to the date that the Initial Term otherwise would expire. If a letter of compliance has been issued in accordance with Section 6.1F within no more than ninety (90) days prior to the submission of Extension Request to the City and City has not issued a Notice of Default following such letter of compliance, then such letter of compliance shall be a conclusive determination that Developer is in substantial compliance with this Agreement.

(5) Extension Review. Within 45 days of receipt of an Extension Request and accompanying documentation, the City Manager shall determine whether the Extension Conditions have been satisfied, including whether Developer is in substantial compliance with this Agreement. Except as otherwise provided in this Section 2.2, the determination whether Developer is in substantial compliance with this Agreement shall be undertaken in a manner consistent with the annual review process described in Section 6.1 below. If the City Manager determines Developer is not in substantial compliance with the Agreement through such review process, Developer shall have the opportunity to cure such non-compliance prior to the last date that the Extension Request is to be decided. If City Manager concludes that the Extension Conditions have been satisfied, then he or she shall grant the Extension Request and provide a Memorandum of Extension, in a recordable form, as described in Section 2.2A(6) below, that the Agreement has been extended for the extension period, and the Initial Term shall be extended accordingly. If the City Manager determines the Extension Conditions have not been satisfied, including that Developer is not in substantial compliance with this Agreement, or if there is any dispute regarding the steps required to satisfy the Extension Conditions, then Developer shall have ten (10) business days to present to the City Manager a letter providing written notice of the Developer's appeal of the City Manager's determination to the City Council. The City Council shall hear such an appeal within 60 days of the City Manager's receipt of the letter providing written notice of the appeal, and the City Council shall decide such appeal no later than 30 days before the date upon which the Initial Term otherwise would expire. If the City Council determines Developer is in substantial compliance with this Agreement and all of the applicable Extension Conditions have been satisfied, then the City Council shall grant the Extension Request and direct the City Manager within five (5) business days to provide Developer the Memorandum of Extension and the Initial Term shall be extended accordingly. If the City Council determines Developer is not in substantial compliance with this Agreement or one or more of the other applicable Extension Conditions have not been satisfied, then the City Council shall document such findings in its action denying the Extension Request. The City Council's decision shall be final, subject to Developer's ability to pursue available remedies as provided in Section 11.3 below.

(6) Memorandum of Extension. Within ten days after the written request of either Party hereto, City and Developer agree to execute, acknowledge and record in the Official Records of the County of San Mateo a memorandum evidencing any approved Extension of the Term pursuant to this Section 2.2 ("**Memorandum of Extension**").

B. Effect of Termination. Upon the expiration of the Term, this Agreement shall be deemed terminated and of no further force and effect, subject, however, to the provisions set forth in Section 11.7 below.

C. Enforced Delay; Extension of Times of Performance. Subject to the limitations set forth below, the Term of this Agreement and the Project Approvals and the time within which either Party shall be required to perform any act under this Agreement shall be extended by a period of time equal to the number of days during which performance of such act is delayed unavoidably and beyond the reasonable control of the Party seeking the delay by strikes, lock outs and other labor difficulties; Acts of God; unusually severe weather, but only to the extent that such weather or its effects (including, without limitation, dry out time) result in delays that cumulatively exceed twenty (20) days for any winter season occurring after

commencement of construction of the Project; failure or inability to secure materials or labor by reason of priority or similar regulations or order of any governmental or regulatory body; any development moratorium or any action of other public agencies that regulate land use, development or the provision of services that prevents, prohibits or delays construction of the Project, including without limitation any extension authorized by Government Code Section 66463.5(d); acts of the public enemy; civil disturbances; wars; acts of terrorism; insurrection; riots; floods; earthquakes; fires; unavoidable casualties; epidemics; pandemics; quarantine restrictions; freight embargoes; government restrictions, or litigation; government mandated shutdowns or government closure (meaning any of the following events: (a) the governmental offices where any action required under this Agreement (collectively, "**Government Offices**") are not open for business and any Government Offices' systems are not operational such that such action cannot occur; (b) any other third party is not open for business such that its services required as necessary for a Party to perform obligations under this Agreement cannot be performed; (c) overnight couriers are not operating such that any documents cannot be delivered to the extent such documents are required to be originals; or (d) financial institutions or wire transfer systems are not operating, such that consummation of financial transactions contemplated hereby cannot occur); a Severe Economic Recession, defined below; any other cause beyond the reasonable control of Developer which substantially interferes with carrying out the development of the Project; or litigation involving the Project Approvals (including this Agreement) or that enjoins construction or other work on the Project or any portion thereof or would cause a reasonably prudent developer either to forbear from commencing construction or other work on the Project or portion thereof or to suspend construction or other work (each a "**Force Majeure Delay**"). An extension of time for any such cause other than a Severe Economic Recession shall be for the period of the enforced delay and shall commence to run from the time of the commencement of the cause, if Notice by the Party claiming such extension is sent to the other Party within sixty (60) days after the commencement of the cause. If Notice is sent after such sixty (60) day period, then the extension shall commence to run no sooner than sixty (60) days prior to the giving of such Notice. Notwithstanding the foregoing, in the case of Force Majeure Delay due to litigation, the Force Majeure Delay shall terminate three (3) months after a final settlement or non-appealable judgment is issued or affirmed. Times of performance under this Agreement may also be extended in writing by the mutual agreement of the City Manager and Developer. Developer's inability or failure to obtain financing shall not be deemed to be a cause outside the reasonable control of the Developer and shall not be the basis for an excused delay. "**Severe Economic Recession**" means a significant decline in the residential real estate market, as measured by a decline of more than four percent (4%) in the Home Price Index during the preceding twelve (12) month period. Severe Economic Recession shall commence upon Developer's notification the City of the Severe Economic Recession (together with appropriate backup evidence). Severe Economic Recession shall continue prospectively on a quarterly basis and remain in effect until the Home Price Index increases for three (3) successive quarters; provided that the cumulative total Severe Economic Recession shall not exceed forty-eight (48) months. "**Home Price Index**" means the quarterly index published by the Federal Housing Finance Agency representing home price trends for the Metropolitan Statistical Area comprising San Francisco, San Mateo, Redwood City. If the Home Price Index is discontinued, Developer and the City shall approve a substitute index that tracks the residential market with as close a geography to the San Francisco, San Mateo, Redwood City Metropolitan Statistical Area as possible.

Section 2.3 City Representations and Warranties. City represents and warrants to Developer that:

A. City is a municipal corporation and has all necessary powers under the laws of the State of California to enter into and perform the undertakings and obligations of City under this Agreement.

B. The execution and delivery of this Agreement and the performance of the obligations of City hereunder have been duly authorized by all necessary City Council action and all necessary approvals have been obtained.

C. This Agreement is a valid obligation of City and is enforceable in accordance with its terms.

The foregoing representations and warranties are made as of the Agreement Date. During the Term of this Agreement, City shall, upon learning of any fact or condition that would cause any of the warranties and representations in this Section 2.3 not to be true, immediately give written Notice of such fact or condition to Developer.

Section 2.4 Developer Representations and Warranties. Developer represents and warrants to City that:

A. Developer is duly organized, validly existing and in good standing under the laws of the State of Delaware, is authorized to do business in the State of California and has all necessary powers under the laws of the State of California to own property interests and in all other respects enter into and perform the undertakings and obligations of Developer under this Agreement.

B. The execution and delivery of this Agreement and the performance of the obligations of Developer hereunder have been duly authorized by all necessary corporate, partnership or company action and all necessary shareholder, member or partner approvals have been obtained.

C. This Agreement is a valid obligation of Developer and is enforceable in accordance with its terms.

D. Developer has not (i) made a general assignment for the benefit of creditors, (ii) filed any voluntary petition in bankruptcy or suffered the filing of any involuntary petition by Developer's creditors, (iii) suffered the appointment of a receiver to take possession of all, or substantially all, of Developer's assets, (iv) suffered the attachment or other judicial seizure of all, or substantially all, of Developer's assets, (v) admitted in writing its inability to pay its debts as they come due, or (vi) made an offer of settlement, extension or composition to its creditors generally.

The foregoing representations and warranties are made as of the Agreement Date. During the Term of this Agreement, Developer shall, upon learning of any fact or condition that

would cause any of the warranties and representations in this Section 2.4 not to be true, immediately give written Notice of such fact or condition to City.

ARTICLE 3 DEVELOPMENT OF PROPERTY

Section 3.1 Vested Rights. City hereby grants to Developer a vested right to develop and construct the Project on the Property, including all on-site and off-site improvements authorized by, and in accordance with, the Project Approvals. Except as otherwise provided in this Agreement, no New City Laws that conflict with this Agreement, the Applicable City Regulations, or the Project Approvals shall apply to the Project or the Property. For purposes of this Section 3.1 and Sections 3.3 and 3.6Section 3.6Section 3.6, the word "conflict" means any modification that purports to: (i) limit the permitted uses of the Property, the maximum density and intensity of use (including but not limited to floor area ratios of buildings and the overall maximum size of allowed uses), or the maximum height and size of proposed buildings; (ii) impose requirements for reservation or dedication of land for public purposes or requirements for infrastructure, public improvements, or public utilities, other than as provided in the Project Approvals; (iii) impose conditions upon development of the Property other than as permitted by Applicable Law, Changes in the Law, and the Project Approvals; (iv) limit the timing, phasing, sequencing, or rate of development of the Property; (v) limit the location of building sites, grading or other improvements on the Property in a manner that is inconsistent with the Existing Approvals; (vi) limit or control the ability to obtain public utilities, services, infrastructure, or facilities (provided, however, with the exception of provisions under the Willow Village CDP relating to the implementation and timing for the installation of recycled water facilities and procedures for exceedances as provided therein, nothing herein shall be deemed to exempt the Project or the Property from any water use conservation or rationing requirements that may be imposed on a City-wide basis to all substantially similar types of development projects and project sites (i.e., to all multifamily residential projects, to all office projects, to all retail projects, to all hotel projects) from time to time in the future or be construed as a reservation of any existing sanitary sewer or potable water capacity); (vii) require the issuance of additional permits or approvals by the City other than those required by Applicable Law and the Existing Approvals; (viii) increase the permitted Impact Fees or add new Impact Fees, except as permitted by Section 4.1 of this Agreement; (ix) establish, enact, increase, or impose against the Project or the Property any special taxes or assessments other than those specifically permitted by this Agreement, including Section 4.7, (x) apply to the Project any New City Laws that are not uniformly applied on a City-wide basis to all substantially similar types of development projects and project sites (i.e., to all multifamily residential projects, to all office projects, to all retail projects, to all hotel projects); (xi) impose against the Project any condition, dedication or other Exaction not specifically authorized by Applicable Law or the Existing Approvals; or (xii) impose against the Project any obligations regarding the construction of or provision of below market rate units not specifically required by the Existing Approvals. To the extent that New City Laws conflict with the vested rights granted pursuant to this Agreement, they shall not apply to the Property or the Project, except as provided in Section 3.3, below. Nothing in this Agreement is intended to supersede or limit vested rights provided through any vesting subdivision map or otherwise applicable state law, except for the payment of fees, which shall be governed by Section 4.1 of this Agreement notwithstanding any vesting of fees otherwise provided by any vesting subdivision map pursuant to the provisions of the Subdivision Map Act.

Section 3.2 Development and Design Standards. The Project shall be developed in conformance with the Existing Approvals and Applicable City Regulations and the Subsequent Project Approvals. The permitted uses, density and intensity of development, maximum height and size of proposed buildings and development standards shall all be in accordance with the Existing Approvals and Applicable City Regulations. Project design and materials will need to the urban design standards outlined in the Willow Village CDP. City's review of applications for Subsequent Project Approvals shall be in accordance with the Existing Approvals and the Applicable City Regulations.

Section 3.3 Reservations of Authority. Notwithstanding any other provision of this Agreement to the contrary, the following regulations and provisions shall apply to the development of the Project:

A. Regulations relating to hearing bodies, petitions, applications, notices, findings, records, hearings, reports, recommendations, appeals and any other matter of procedure then applicable in City at the time of permit application.

B. Regulations governing construction standards and specifications, including City's building code, plumbing code, mechanical code, electrical code, fire code and grading code, and all other uniform construction codes then applicable in City at the time of building permit application. Local modifications to the Building Code that take effect after the submission for approval of plans, specifications and estimates for Project-serving improvements (both on- and off-site) for the Project ("**Improvement Plans**") to the City shall not apply to such Improvement Plans unless required (i) by the then-current version of the California Building Code, (ii) to comply with State or Federal Law, or (iii) to avoid a specific, adverse impact upon the public health or safety. As used in this paragraph, a "specific, adverse impact" means a significant, quantifiable, direct, and unavoidable impact, based on objective, identified written public health or safety standards, policies, or conditions as they existed on the date the Improvement Plans were submitted to the City for approval.

C. New City Laws applicable to the Property or Project that do not conflict with this Agreement, including Developer's vested rights under Section 3.1 above.

D. New City Laws that may be in conflict with this Agreement but that are necessary to protect persons or property from dangerous or hazardous conditions that create a specific, adverse impact upon public health or safety or create a physical risk to persons or property, based on findings by the City Council identifying the dangerous or hazardous conditions requiring such changes in the law, where there are no feasible alternatives to the imposition of such changes, and how such changes would alleviate the dangerous or hazardous condition. As used in this paragraph, a "specific, adverse impact" means a significant, quantifiable, direct, and unavoidable impact, based on objective, identified written public health or safety standards, policies, or conditions as they existed on the date the Improvement Plans were submitted to the City for approval.

E. Exactions permitted by Section 9.2 of this Agreement.

Section 3.4 Regulation by Other Public Agencies. Developer acknowledges and agrees that the State of California Department of Transportation, SamTrans, the California Public Utilities Commission, the San Francisco Public Utilities Commission, West Bay Sanitary District, and other public agencies not within the control of City possess authority to regulate aspects of the development of the Project separately from or jointly with City, and this Agreement does not limit the authority of such other public agencies. Developer shall use reasonable diligence in applying for all such other permits and approvals as may be required by other governmental or quasi-governmental entities in connection with the development of, or the provision of services to, the Project. Developer shall also pay all required fees when due to such public agencies. Developer acknowledges that City does not control the amount of any such fees. City shall reasonably cooperate with Developer in Developer's effort to obtain such permits and approvals; provided, however, City shall have no obligation to incur any costs, without compensation or reimbursement by Developer, or to amend any policy, regulation or ordinance of City in connection therewith.

Section 3.5 Life of Project Approvals. The term of any and all Project Approvals shall automatically be extended for the longer of the Term of this Agreement or the term otherwise applicable to such Project Approvals. In the event that this Agreement is terminated prior to the expiration of the Term of the Agreement, the term of any subdivision or parcel map or any other Project Approval and the vesting period for any final subdivision map approved as a Project Approval shall be the term otherwise applicable to the approval, which shall commence to run on the date that the termination of this Agreement takes effect (including any extensions); provided, however, that the statutory vesting period for fees shall be calculated based upon the original date of approval of any Vesting Subdivision Map.

Section 3.6 Initiatives. Except as to those New City Laws described in Section 3.3D (which may be enacted or imposed by initiative or referendum), if any New City Law is enacted or imposed by an initiative or referendum, which New City Law would conflict with the Project Approvals or reduce the development rights or assurances provided by this Agreement, such New City Law shall not apply to the Property or Project; provided, however, the Parties acknowledge that City's approval of this Agreement is a legislative action subject to referendum. Without limiting the generality of the foregoing, no moratorium or other limitation (whether relating to the rate, timing, phasing or sequencing of development, whether imposed by ordinance, initiative, resolution, policy, order or otherwise, and whether enacted by the City Council, an agency of City, the electorate, or otherwise) affecting subdivision maps, use permits, building permits, occupancy permits, or other entitlements to use that are approved or to be approved, issued or granted by City shall apply to the Property or Project. Developer agrees and understands that City does not have authority or jurisdiction over any other public agency's ability to grant governmental approvals or permits or to impose a moratorium or other limitations that may affect the Project. City shall reasonably cooperate with Developer and, at Developer's expense, shall undertake such actions as may be necessary to ensure this Agreement remains in full force and effect. City, except to submit to vote of the electorate initiatives and referendums required by law to be placed on a ballot and fulfill any legal responsibility to defend a ballot measure passed by its voters, shall not support, adopt or enact any New City Law, or take any other action which would violate the express provisions or spirit and intent of this Agreement.

Section 3.7 Timing of Development. Nothing in this Agreement obligates Developer to undertake the Project. The timing of development of the Project Improvements shall be undertaken, if undertaken by Developer, in accordance with the Willow Village Phasing Plan, attached hereto as Exhibit D ("**Willow Village Phasing Plan**") and in accordance with Section 5.1 and the Willow Village Community Amenities Provisions, attached hereto as Exhibit F. The Willow Village Phasing Plan sets forth the order and timing of when certain Improvements will be constructed and/or occupied within the Project. Each Improvement identified in the Willow Village Phasing Plan shall be defined with reference to the Improvement with the same name as shown on the Site Plan attached as Exhibit E to this Agreement, in locations substantially consistent with the Site Plan. Modifications may be made to the timing set forth in the Willow Village Phasing Plan through an Operating Memorandum approved pursuant to Section 8.6 to this Agreement.

However, and not in limitation of any of the foregoing, since the California Supreme Court held in *Pardee Construction Co. v. City of Camarillo*, 37 Cal.3d 465 (1984) that the failure of the parties therein to consider, and expressly provide for, the timing of development resulted in a later-adopted initiative restricting the timing of development to prevail over such parties' agreement, it is the desire of the Parties hereto to avoid that result. Therefore, notwithstanding the adoption of an initiative after the Effective Date by City's electorate to the contrary, the Parties acknowledge that, except as otherwise provided for in the Existing Approvals and in this Agreement, Developer shall have the vested right (but not the obligation) to develop the Project in such order and at such rate and at such times as Developer deems appropriate in the exercise of its sole discretion and consistent with the terms of this Agreement.

Section 3.8 Changes in the Law. As provided in Section 65869.5 of the Development Agreement Law, this Agreement shall not preclude the applicability to the Project of changes in laws or regulations, to the extent that such changes are specifically mandated and required by changes in State or Federal laws ("**Changes in the Law**"). In the event Changes in the Law prevent or preclude compliance with one or more provisions of this Agreement, the Parties shall meet and confer in good faith in order to determine whether such provisions of this Agreement shall be modified or suspended, or performance thereof delayed, as may be necessary to comply with Changes in the Law. Following the meeting between the Parties, the provisions of this Agreement may, to the extent feasible, and upon mutual agreement of the Parties, be modified or suspended, but only to the minimum extent necessary to comply with such Changes in the Law. In such event, this Agreement together with any required modifications shall continue in full force and effect. In the event that the Changes in the Law operate to frustrate irremediably and materially the vesting of development rights to the Project as set forth in this Agreement, Developer may terminate this Agreement by Notice to City. Nothing in this Agreement shall preclude Developer from contesting by any available means (including administrative or judicial proceedings) such Changes in the Law or their applicability to the Project and, in the event that such challenge is successful, this Agreement shall remain unmodified and in full force and effect and times of performance extended in accordance with Section 2.2B, unless the Parties mutually agree otherwise.

Section 3.9 Expansion of Development Rights. If any New City Laws or Changes in Law expand, extend, enlarge or broaden Developer's rights to develop the Project, then, (a) if such law is mandatory, the provisions of this Agreement shall be modified as may be necessary

to comply or conform with such new law, and (b) if such law is permissive, the provisions of this Agreement may be modified, upon the mutual agreement of Developer and City. Immediately after enactment of any such new law, upon Developer's request, the Parties shall meet and confer in good faith for a period not exceeding sixty (60) days (unless such period is extended by mutual written consent of the Parties) to prepare such modification in the case of a mandatory law or to discuss whether to prepare a proposed modification in the case of a permissive law. Developer shall have the right to challenge City's refusal to apply any new law mandating expansion of Developer's rights under this Agreement, and in the event such challenge is successful, this Agreement shall be modified to comply with, or conform to, the new law.

Section 3.10 No Reservation of Sanitary Sewer or Potable Water Capacity. City has found that there will be sufficient potable water and sanitary sewer capacity to serve future development contemplated by the General Plan, including the Project. However, as noted in Section 3.1 below, with the exception of provisions under the Willow Village CDP relating to the implementation and timing for the installation of recycled water facilities and procedures for exceedances as provided therein, nothing in this Agreement is intended to exempt the Project or the Property from any water use conservation or rationing requirements that may be imposed on a City-wide basis to all substantially similar types of development projects and project sites (i.e., to all multifamily residential projects, to all office projects, to all retail projects, to all hotel projects) from time to time in the future or be construed as a reservation of any existing sanitary sewer or potable water capacity. In the event Developer's lenders or financing partners request issuance of water and/or sanitary sewer "will serve" letters as a condition of providing debt or equity financing for the Project, City agrees to consider in good faith issuing such letters on terms reasonably acceptable to City.

Section 3.11 Project Approvals and Applicable City Regulations. Prior to the Effective Date, the Parties shall have prepared two (2) sets of the Existing Approvals and Applicable City Regulations, one (1) set for City and one (1) set for Developer, to which shall be added from time to time, Subsequent Project Approvals, so that if it becomes necessary in the future to refer to any of the Project Approvals or Applicable City Regulations, there will be a common set available to the Parties. Failure to include in the sets of Project Approvals and Applicable City Regulations any rule, regulation, policy, standard or specification that is within the Applicable City Regulations and Project Approvals as described in this Agreement shall not affect the applicability of such rule, regulation, policy, standard or specification.

Section 3.12 Written Verification of Sufficient Water Supply. Any and all tentative subdivision maps approved for the Project shall comply with Government Code Section 66473.7, if, and to the extent, required by Government Code Section 65867.5(c).

ARTICLE 4 OTHER RIGHTS AND OBLIGATIONS OF THE PARTIES

Section 4.1 Developer Fees.

A. Impact Fees. City understands that the limited assurances by City concerning Impact Fees set forth below were a material consideration for Developer agreeing to enter into this Agreement, to pay the Impact Fees set forth in this Agreement and the Existing Approvals, and to provide the public benefits as described in this Agreement. For the period

commencing on the Effective Date and continuing until expiration of the Impact Fee Limitation Period (defined below), Developer shall pay when due all existing Impact Fees applicable to the Project in accordance with this Agreement in effect as of the Agreement Date at the lower of (i) the rates in effect as of the Agreement Date, including all existing fee escalation provisions in effect as of the Agreement Date, or (ii) the rates in effect when such existing Impact Fees are due and payable, and shall not be required to pay any escalations in such Impact Fees in excess of the fee escalation provisions in any Impact Fee in effect as of the Agreement Date or new Impact Fees enacted or established after the Agreement Date. As used herein, the term "**Impact Fee Limitation Period**" means the period commencing on the Effective Date and expiring on expiration of the Initial Term; provided, however, the Impact Fee Limitation Period will be automatically extended for the first three (3) years of any Extension Term Developer obtains pursuant to Section 2.2A. Following expiration of the Impact Fee Limitation Period, individual components and phases of the Project not yet undertaken, with no retroactive application to portions of the Project that have been completed or are then under construction, shall be subject to all Impact Fees in effect at the time such fees are due and payable. Except as otherwise provided in this Section 4.1A above, Developer agrees to pay, as and when due, any and all existing, new, increased or modified Impact Fees, at the rates then in effect at the time building permits are issued on any or all portions of the Project so long as any new fees or increases in existing fees from the amount existing as of the Agreement Date are uniformly applied by City to all substantially similar types of development projects and properties (i.e., all office projects, all multifamily residential projects, all retail projects, or all hotel projects) and are consistent with the provisions of applicable California law, including the provisions of Government Code Section 66000 *et seq*., and all applicable nexus and rough proportionality tests and other legal requirements. Developer retains all rights to protest an imposition, fee, dedication, reservation, or other exaction, as set forth in California Government Code Section 66020.

B. Processing Fees. City may charge and Developer agrees to pay all Processing Fees that are in effect on a City-wide basis at the time applications are submitted for permits, approvals or entitlements for the Project.

C. Connection Fees. Developer shall pay connection fees assessed by utility providers and other agencies assessing such fees at the rates in effect from time to time.

D. Other Agency Fees. Nothing in this Agreement shall preclude City from collecting fees from Developer that are lawfully imposed on the Project by another agency having jurisdiction over the Project, which the City is required to collect pursuant to Applicable Law ("**Other Agency Fees**").

Section 4.2 Fee Credits. Developer shall receive credit for the payment of transportation Impact Fees in accordance with the provisions of Municipal Code Section 13.26.080 and this Section 4.2. "**Fee Credits**" shall be as set forth in the Willow Village CDP. In addition, in the event that the amount of transportation impact fee credits for eligible transportation improvements to be constructed by Developer pursuant to the Willow Village CDP exceeds the amount of the transportation Impact Fees due for the Project, then City shall reimburse Developer from transportation Impact Fee funds collected by the City from other sources subject to the transportation Impact Fee.

Section 4.3 Reimbursements from Other Developers. To the extent that Developer constructs public infrastructure that is not eligible for Fee Credits or reimbursement by the City, as provided above, in excess of Developer's "fair share" cost of such public infrastructure improvements, then the City shall use its best efforts to condition projects to be constructed by other parties benefiting from such infrastructure to enter into infrastructure-item-specific reimbursement agreements for the portion of the cost of any dedications, public facilities and/or infrastructure the City may require the Developer to construct as conditions of the Project Approvals to the extent that they exceed the Project's "fair share." Where projects to be constructed by other parties have been conditioned to construct a portion of or pay a fair share fee for public improvements being constructed by Developer, then City shall use its best efforts to cause such third party developers to reimburse Developer for the applicable third party developer's fair share of the improvement costs incurred by Developer, in an amount consistent with such third party developer's prior approvals.

Section 4.4 CFDs.

A. Local CFD Policies and CFD Formation. City agrees to consider adopting a local policy pursuant to Government Code Section 53312.7 ("**Local CFD Policies**") to authorize the formation of Community Facilities Districts pursuant to the Mello-Roos Act (Government Code Section 53311 *et seq*.) ("**CFD**s") to serve residential and mixed use projects and the issuance of bonds to finance eligible public facilities and/or provide financing for eligible services. If Local CFD Policies are adopted and Developer files a petition requesting that City form a CFD to serve the Project, the Parties shall cooperate in good faith to establish a CFD to serve the Project. The boundaries of the CFD shall be coextensive with those of the Main Project Site, unless the Parties otherwise agree. Upon the filing of a petition by Developer pursuant to Government Code Section 53318(c), the City Council shall consider adoption of a resolution of intention to establish the CFD and, following adoption, City shall use good faith, diligent efforts, in compliance with Government Code Sections 53318 *et seq*., to establish and implement the CFD pursuant to the terms of this Agreement, including scheduling of necessary public hearings and adoption of a resolution of formation. Developer shall cooperate with City in the formation of any CFD requested by Developer, including the timely submission of all petitions, waivers and consents.

B. CFD Facilities and Services. Subject to caps on the total amount of net CFD Bond proceeds and the total tax and assessment rate set forth in subsection D below, the CFD shall finance the design and acquisition or construction of those facilities necessary for development of the Project ("**CFD Facilities**") and services that may lawfully be financed or paid for under the Mello-Roos Act and other applicable law.

C. Issuance of CFD Bonds. Upon successful formation of the CFD and approval of the Special Tax (as defined in subsection D below), and subject to the restrictions in subsection C below, bonds shall be issued ("**CFD Bonds**"), the proceeds of which shall be used to finance the CFD Facilities, to the extent the CFD Facilities, or portion thereof, legally and feasibly may be financed utilizing this method of financing.

D. Special Tax. The CFD shall be authorized to levy, and Developer shall approve (by affirmative vote or other legally acceptable method), a tax ("**Special Tax**") in

accordance with the rate and method of apportionment of such Special Tax approved in the completed proceedings for the CFD. The Special Tax so set shall be in an amount such that, at the time the rate and method of apportionment of the Special Tax is approved, the estimated maximum special tax within the CFD district shall not exceed $750 per each dwelling (in 2022 dollars) for residential property and $0.75 per square foot for non-residential property (in 2022 dollars).

E. City's Reservation of Discretion. It is expressly acknowledged, understood and agreed by the Parties that notwithstanding any of the foregoing obligations set forth in this section, (i) City reserves full and complete discretion in accordance with applicable law with respect to any adoption of Local CFD Policies and all legally required findings that must be made in connection with formation of a CFD, (ii) nothing in this Agreement is intended to or shall limit City's discretion in accordance with applicable law to adopt or refuse to adopt the Local CFD Policies or adopt legally required findings with respect to formation of the CFD, and (iii) nothing in this Agreement is intended to or shall prejudge or commit to City regarding the findings and determinations to be made with respect thereto.

F. Costs If No CFD Formed. In the event that City does not adopt the Local CFD Policies or is unable to make the legally required findings in connection with the formation of the CFD and the issuance of CFD Bonds for any reason, City shall not be liable for any resulting costs to Developer.

G. Developer's Consent. Subject to City adopting Local CFD Policies, and subject to and Developer requesting and City adopting a CFD for the Project and in accordance with the caps on the total amount of net CFD Bond proceeds and the total tax and assessment rate set forth in subsection D above and Developer's approval of the rate and method of apportionment of the Special Tax, which approval shall not be unreasonably withheld, delayed or conditioned, Developer irrevocably consents to the formation of the CFD, the issuance of the CFD Bonds, the imposition of the Special Tax against the Property at rates and pursuant to a method of apportionment appropriate to fund the debt service on the CFD Bonds sold to finance the CFD Facilities, and agrees not to protest or object to formation of the CFD or levy of an appropriate Special Tax consistent herewith. Developer acknowledges and agrees that CFD Bonds shall not be issued to fund any on-site public improvements or any other infrastructure or fees other than the CFD Facilities, or portion thereof, which may lawfully be financed under the Mello-Roos Act and other applicable law.

H. Limited Liability of City. Notwithstanding any other provision of this Agreement, City shall not be liable for or obligated to pay any costs or expenses in connection with the CFD or the CFD Facilities except to the extent monies are available (from Advanced Costs, proceeds of CFD Bonds, or Special Taxes) and specifically authorized by law for payment of such costs or expenses.

Section 4.5 Public Infrastructure. City shall use good faith, diligent efforts to work with Developer to ensure that all public infrastructure required in connection with the Project is expeditiously reviewed and considered for acceptance by City on a phased basis as discrete components of the public infrastructure is completed. Developer may offer dedication of public infrastructure in phases and City shall not unreasonably withhold, condition or delay acceptance

of such phased dedications or refuse phased releases of bonds or other security so long as all other conditions for acceptance have been satisfied. Developer's obligation to construct the public improvements shall be set forth in one or more public improvement agreements to be entered into by the Parties on or before approval of final subdivision maps for the Project. Upon acceptance of the public improvements, or components thereof, City shall release to Developer any bonds or other security posted in connection with performance thereof, other than warranty period security, as more fully provided in the applicable improvement agreements between City and Developer in accordance with the Subdivision Map Act. Except as to the Willow Road Tunnel and the Elevated Park Segment Over Willow Road as provided in Section 5.4 below, and in such improvement agreements with respect to Developer's warranty period obligations, Developer shall have no obligation to maintain any public infrastructure following City's acceptance thereof.

Section 4.6 Prevailing Wage Requirements.

A. To the extent applicable, Developer shall comply with, and require its contractors and subcontractors to comply with, all State Labor Code requirements and implementing regulations of the Department of Industrial Relations pertaining to "public works," including the payment of prevailing wages (collectively, "**Prevailing Wage Laws**"). Developer shall require the contractor(s) for all work that is subject to Prevailing Wage Laws ("**Prevailing Wage Components**") to submit, upon request by City, certified copies of payroll records to City at the Property or at another location within City, and to maintain and make records available to City and its designees for inspection and copying to ensure compliance with Prevailing Wage Laws. Developer shall also include in each of its contractor agreements, a provision in form reasonably acceptable to City, obligating the contractor to require its contractors and/or subcontractors to comply with Prevailing Wage Laws in connection with the Prevailing Wage Components, and to submit, upon request by City, certified copies of payroll records to City and to maintain and make such payroll records available to City and its designees for inspection and copying during regular business hours at the contractor's or subcontractor's regular place of business. City and Developer each acknowledge and agree that it is a condition of approval of the Project that Developer construct public improvements to be dedicated to the City as part of the Project.

B. Developer shall defend (with counsel reasonably acceptable to the City), indemnify, assume all responsibility for, and hold harmless City Parties from and against any and all present and future Claims arising out of or in any way connected with Developer's or its contractors' or subcontractors' obligations to comply with all Prevailing Wage Laws, including all Claims that may be made by contractors, subcontractors or other third party claimants pursuant to Labor Code sections 1726 and 1781.

C. Developer hereby waives and releases City Parties from any and all manner of Claims or other compensation whatsoever, in law or equity, of whatever kind or nature, whether known or unknown, direct or indirect, foreseeable or unforeseeable, absolute or contingent, now existing or which may in the future arise, including lost business opportunities or economic advantage, and special and consequential damages, arising out of, directly or indirectly, or in any way connected with Developer's obligation to comply with all Prevailing Wage Laws in conjunction with the Prevailing Wage Components. Developer is aware of and

familiar with the provisions of Section 1542 of the California Civil Code which provides as follows:

> "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY."

INITIALS: DEVELOPER _____

As such relates to this Section 4.6, Developer hereby waives and relinquishes all rights and benefits which it may have under Section 1542 of the California Civil Code.

D. Non Intended Prevailing Wage Requirements. Nothing in this Agreement shall in any way require, or be construed to require, Developer to pay prevailing wages with respect to any work of construction or improvement within the Project (a "**Non Intended Prevailing Wage Requirement**"). But for the understanding of the Parties as reflected in the immediately preceding sentence, the Parties would not have entered into this Agreement based upon the terms and conditions set forth herein. Developer and City have made every effort in reaching this Development Agreement to ensure that its terms and conditions will not result in a Non Intended Prevailing Wage Requirement. These efforts have been conducted in the absence of any applicable existing judicial interpretation of the recent amendments to the California prevailing wage law. If, despite such efforts, any provision of this Agreement shall be determined by any court of competent jurisdiction to result in a Non Intended Prevailing Wage Requirement, such determination shall not invalidate or render unenforceable any provision hereof; provided, however, that the Parties hereby agree that, in such event, this Agreement shall be reformed such that each provision of this Agreement that results in the Non Intended Prevailing Wage Requirement will be removed from this Agreement as though such provisions were never a part of the Agreement, and, in lieu of such provision(s), replacement provisions shall be added as a part of this Agreement as similar in terms to such removed provision(s) as may be possible and legal, valid and enforceable but without resulting in the Non Intended Prevailing Wage Requirement.

Section 4.7 Taxes and Assessments. As of the Agreement Date, City is unaware of any pending efforts to initiate, or consider applications for new or increased special taxes or assessments covering the Property, or any portion thereof. City shall retain the ability to initiate or process applications for the formation of new assessment districts or imposition of new taxes covering all or any portion of the Property. City may impose new taxes and assessments, other than Impact Fees, on the Property in accordance with the then applicable laws and this Agreement, but only if such taxes or assessments are adopted by or after Citywide voter approval or approval by landowners subject to such taxes or assessments and are imposed on other land and projects of the same category (i.e., office, multifamily residential, retail, or hotel, as applicable) within the jurisdiction of City and, as to assessments, only if the impact thereof does not fall disproportionately on the Property as compared to the benefits accruing to the Property as indicated in the engineers report for such assessment district. Nothing herein shall be

construed so as to limit Developer from exercising whatever rights it may otherwise have in connection with protesting or otherwise objecting to the imposition of taxes or assessments on the Property. In the event an assessment district is lawfully formed to provide funding for services, improvements, maintenance or facilities that are substantially the same as or duplicative of those services, improvements, maintenance or facilities being funded by the Impact Fees to be paid by Developer under the Project Approvals, such Impact Fees paid or to be paid by Developer shall be subject to reduction/credit in an amount equal to developer's new or increased assessment under the assessment district. Alternatively, the new assessment district shall reduce/credit Developer's new assessment in an amount equal to such Impact Fees paid or to be paid by Developer under the Project Approvals.

ARTICLE 5 COMMUNITY AMENITIES; PUBLIC BENEFITS; MAINTENANCE

In consideration of the rights and benefits conferred by City to Developer under this Agreement, if and to the extent that Developer commences construction of the Project, Developer shall perform and provide the obligations described in this ARTICLE 5 at the times and on the conditions specified herein and in Exhibit F. The Parties acknowledge and agree that some of the obligations described in this ARTICLE 5 exceed those dedications, conditions, and exactions that may be imposed under Applicable Law and would not otherwise be achievable without the express agreement of Developer. Notwithstanding anything to the contrary contained herein, Developer has no obligation to perform the obligations under this ARTICLE 5 unless and until Developer commences construction of the portion of the Project that requires such performance.

Section 5.1 Bonus Development Community Amenities. In order to obtain the right to bonus level development within the Residential Mixed Use District and the Office District, as defined in the Municipal Code, the Municipal Code requires that Developer implement community amenities with a valuation of fifty percent (50%) of the fair market value of the additional gross floor area of the bonus level development. The Municipal Code requires each community amenity to be either selected from a list of community amenities set forth in Resolution No. 6360 or agreed upon by Developer and City pursuant to a development agreement. This Agreement documents the requirements for and governs the delivery of all community amenities for the Project. If and to the extent that Developer commences construction of the Project, Developer shall implement the community amenities set forth in this Section 5.1 at the times and on the conditions specified herein and in Exhibit F, some of which are on the list of community amenities set forth in Resolution No. 6360 and some of which are additional and have been agreed upon by the Parties pursuant to this Agreement (collectively, "**Willow Village Community Amenities**"). The Willow Village Community Amenities shall be implemented at the times set forth in the Willow Village Community Amenities Timing Provisions attached hereto as Exhibit F, except to the extent that the obligations set forth in Exhibit F are modified in accordance with this Agreement. Undefined, capitalized terms in Exhibit F shall have the meanings ascribed to them in this Agreement. If and to the extent that Developer commences construction of the Project, then Developer's failure to provide any of the Willow Village Community Amenities as set forth in this Section 5.1 by the times set forth in Exhibit F shall be a Default.

A. Elevated Park. Developer shall construct an elevated park to provide direct and convenient access from Belle Haven to the Main Project Site, which will include bike and pedestrian paths, gathering spaces, plazas, and landscaped areas as Conceptually shown on Exhibit E ("**Elevated Park**"). If Developer obtains all necessary Other Agency Approvals and the consent of the commercial lessees in the shopping center located on one of the Hamilton Parcels "**Hamilton Lessee Approvals**"), a portion of the Elevated Park shall include a bike and pedestrian overcrossing over Willow Road. This portion of the Elevated Park is within State of California Department of Transportation right of way and shall be referred to as the "**Elevated Park Segment Over Willow Road**." Developer's inability to secure such Other Agency Approvals and consents for the Elevated Park Segment Over Willow Road shall not be a Force Majeure Delay. Developer shall make good faith efforts to obtain such Other Agency Approvals and Hamilton Lessee Approvals, but if Developer fails to secure such Other Agency Approvals and Hamilton Lessee Approvals prior to the development of Phase 2, as defined in the Willow Village CDP, Developer shall have no further obligation to construct the Elevated Park Segment Over Willow Road or the portion of the Elevated Park on the Hamilton Parcels and shall instead (1) pay a community amenity fee in the amount of Ten Million Three Hundred Sixty Nine Thousand Thirty-One Dollars ($ 10,369,031), which represents one hundred and twenty percent (120%) of fifty percent (50%) of the cost to construct the Elevated Park Segment Over Willow Road and the portion of the Elevated Park on the Hamilton Parcels based on the square footage of such portions relative to the whole of the Elevated Park and (2) ensure that the vertical transportation system (i.e, elevators, stairs, etc.) at the westerly side of the Elevated Park depicted in conceptual Sheet __ is located reasonably proximate to the eastern side of Willow Road, taking into account Project design and utility considerations.

B. Grocery Store. Developer shall construct a grocery store as Conceptually shown on Exhibit E, which store shall be a full-service store providing a range of goods, including: fresh fruits, vegetables, meat and fish; dairy products; beer and wine; fresh baked goods; and a delicatessen or prepared foods ("**Grocery Store**"). The Grocery Store shall be leased to an operator or affiliate of an operator with at least five (5) years of experience or five (5) stores unless an operator with less experience or fewer stores is approved in writing by City's Community Development Director.

C. Grocery Store Rent Subsidy. Developer shall provide a subsidy for two (2) years of rent in the amount of One Million Nine Hundred Seventy Two Thousand Six Hundred and Thirty Dollars ($1,972,630) to the Grocery Store tenant ("**Grocery Store Rent Subsidy**").

D. Affordable Housing Contribution. Developer shall provide Five Million Dollars ($5,000,000) in funding for affordable housing in the City, with priority for Belle Haven residents to the extent permitted by applicable law (the "**Affordable Housing Contribution**").

E. Air Quality and Noise Monitoring Equipment Funding. Developer shall provide one time funding in the amount of Two Hundred Thousand Dollars ($200,000) to the City for the City to procure and install at locations determined by the City in the Belle Haven neighborhood one (1) new high-quality air monitoring system that shall meet Bay Area Air Quality Management District sensor requirements and one (1) new high-quality noise monitoring system that is capable of at least an 80 dB dynamic range, such that if they are set to measure as

low as 20 dB, then it is able to measure sound levels as high as 100 dB ("**Air Quality and Noise Monitoring Equipment**"). Developer shall reasonably cooperate with City and any City consultants regarding make and model or other similar technical questions that may arise regarding the Air Quality and Noise Monitoring Equipment.

F. Willow Road Feasibility Study Funding. Developer shall make a one-time payment of One Hundred Thousand Dollars ($100,000) to City to support feasibility studies to be undertaken by City related to Willow Road ownership (the "**Willow Road Feasibility Study Funding**.")

G. Job Training Funding and Community Hub. Developer shall provide funding to the below specified entities in the aggregate total amount of Eight Million Three Hundred Four Thousand Nine Hundred and Seven Dollars ($8,304,907) for the following from February 2022 through December 2024:

(1) Career pathway programs in partnership with local non-profit YearUp;

(2) Career pathway programs in partnership with local nonprofit JobTrain;

(3) A facility to be managed by Developer that will prepare local residents with job skills and fund internships for Menlo Park residents, with priority for Belle Haven residents, to the extent permitted by law.

The obligations set forth in this Section 5.1G shall be referred to collectively as the "**Job Training Funding and Community Hub.**" The funding costs are intended to include all costs incurred by Developer in providing the Job Training Funding and Community Hub, including rent and staffing costs associated with the Job Training Funding and Community Hub.

H. Teacher Housing Rent Subsidies. Developer shall provide subsidized rent in the amount of One Million Seven Hundred Forty-Five Thousand Three Hundred Nineteen Dollars ($1,745,319) for twenty-two (22) teachers currently living at 777 Hamilton Apartments in Belle Haven from February 2022 through March 2024 ("**Teacher Housing Rent Subsidies**"). The Teacher Housing Rent Subsidies shall be provided pursuant to Meta's existing Workforce Housing Fund Pilot Program established pursuant to the Development Agreement between Hibiscus Properties, LLC, a Delaware limited liability company and City dated December 14, 2016, as amended by the Amendment to Development Agreement dated December 18, 2017.

I. Bayfront Shuttle. Provide a shuttle service for a period of seventeen (17) years to transport Bayfront residents to and from the Main Project Site ("**Bayfront Shuttle**"). Developer shall fund the Bayfront Shuttle through the formation of a Transportation Management Association (TMA) unless coordination with the City as described below results in an agreement between the Parties to provide the required shuttle service in an alternate manner. If feasible as determined in Developer's reasonable discretion, the shuttle shall use one hundred percent (100%) electric vehicles. In connection with the Bayfront Shuttle, Developer shall:

(1) Coordinate outreach on shuttle routing, frequency, and design with the City's outreach on shuttles to avoid duplicating service or inefficiency with transfers.

(2) Participate in the City's shuttle study as a stakeholder.

(3) Prepare an annual report on shuttle ridership and other metrics such as timeliness of shuttle arrivals so that City can evaluate the shuttle service.

J. Bank. Developer shall construct a bank or credit union branch that includes retail service as well as one or more Automatic Teller Machines ("**Bank**").

K. Dining Venues. Developer shall construct 18,000 square feet of building space for by Eating Establishments and Drinking Establishments, as defined in the Applicable City Regulations ("**Dining Venues**"), which shall be constructed in two phases of 9,000 square feet each ("**First Phase Dining Venues**" and "**Second Phase Dining Venues,**" respectively). The Dining Venues shall consist of a range of dining options, from fast casual to sit-down restaurants, to serve residents and local employees.

L. Community Entertainment. Developer shall construct 25,000 square feet of building space for community entertainment offerings such as a cinema, live music, bowling, miniature golf, gaming, or similar use provided that gambling shall not be a permissible use ("**Community Entertainment**"), which shall be constructed in two phases of 12,500 square feet each ("**First Phase Community Entertainment**" and "**Second Phase Community Entertainment**," respectively).

M. Pharmacy. Developer shall construct a space for pharmacy services to fill prescriptions and offer convenience goods ("**Pharmacy**").

N. Town Square. Developer shall construct as part of the Project a "**Town Square**" as Conceptually shown on Exhibit E that will include areas for community gatherings, festivals, and farmers markets.

O. Excess Publicly Accessible Open Space. Developer shall construct as part of the Project publicly accessible open space improvements in excess of what is required by City Code and provide ongoing maintenance for these areas, consisting of a minimum of 74,030 square feet ("**Excess Publicly Accessible Open Space**"). The Excess Publicly Accessible Open Space may be constructed within the areas of the Community Park and/or the Dog Park and/or Parcel 3, each of which is Conceptually depicted on Exhibit E-2, attached hereto.

Section 5.2 Leasing of Space for Bonus Development Community Amenities. Developer shall make good faith, reasonable efforts to lease the space identified for the Grocery Store as a Grocery Store, the space identified for the Bank as a Bank, the space identified for the Pharmacy as a Pharmacy, the spaces identified for Dining Venues as Dining Venues, and the spaces identified for Community Entertainment as Community Entertainment. Developer shall provide a report to the City describing its good faith efforts to lease the Project components listed under this Section 5.2 in conjunction with the issuance of the first permits for vertical construction and an updated report in conjunction with each Annual Review thereafter. With regard to the Grocery Store, the Bank, and the Pharmacy, Developer shall notify the City as soon

as reasonably possible following the execution of a lease with an operator of any such space that such lease has been executed and identifying the name of the operator; provided, however, that nothing contained within this Section 5.2 shall require Developer to breach any confidentiality provisions contained in any such lease. If despite Developer's good faith efforts, Developer is unable to lease any of the spaces identified for Dining Venues as Dining Venues or the spaces identified for Community Entertainment as Community Entertainment within twelve (12) months of the deadline set forth in Exhibit F, the Parties shall meet and confer to discuss potential alternative uses for such spaces that would provide community amenities on the list of community amenities set forth in Resolution No. 6360 or as agreed upon by Developer and City and to be memorialized in an Operating Memorandum.

Section 5.3 Public Benefits. If and to the extent that Developer commences construction of the Project, Developer must provide the public benefit contributions set forth in this Section 5.3.

A. Ongoing Job Training. Developer shall cause Meta to, for a period of five (5) years from and after the Effective Date:

(1) Work with a local training program to expand training services for residents of City and City of East Palo Alto;

(2) Create an ongoing quarterly series of career development workshops focusing on resume writing, interviewing skills, and how to find a job;

(3) Hold an annual job fair for residents of City and City of East Palo Alto. Program shall run for a period of five (5) years after the Effective Date, except for times of Meta hiring freezes;

(4) Promote local volunteer opportunities to its employees; and

(5) Host a local community organization fair.

B. Career Experience Program. Developer shall cause Meta to, for a period of five (5) years from and after the Effective Date, create a career experience program for high school students living in the City, East Palo Alto, or Redwood City. The program shall run for at least four (4) weeks each year and shall allow students to receive STEM career training and engage with Meta employees.

C. Dumbarton Rail. Developer shall provide stakeholder support (for example, sending support letters) for a rail transit project along the Dumbarton rail bridge, which would connect the Caltrain corridor at Redwood City to the East Bay ("**Dumbarton Rail Corridor Project**.") Developer shall have no obligation to provide financial support for the Dumbarton Rail Corridor Project.

D. Dumbarton Forward. Developer shall provide stakeholder support (for example, sending support letters) for Metropolitan Transportation Commission's strategies to improve efficiency and reduce delay on the State Route 84-Dumbarton Bridge-Bayfront Expressway corridor between Interstate 880 in Fremont and Marsh Road in Menlo Park

("**Dumbarton Forward**.") Developer shall have no obligation to provide financial support for Dumbarton Forward.

E. Bus Access. Developer shall coordinate with City to ensure that publicly operated buses have access to the Main Project Site (e.g., Menlo Park Midday, commute.org, SamTrans buses) and provide bus stops at reasonable locations within the Main Project Site, to be reasonably approved by City in conjunction with approval of Improvement Plans, for public transit systems.

F. Community Use of Publicly Accessible Open Space. Community use of the "**Publicly Accessible Open Space**", as Conceptually depicted in Exhibit E-2, shall be subject to compliance with the "**Willow Village Open Space Rules**," which shall be approved by City prior to the first certificate of occupancy for the Project and shall include without limitation provisions: (a) permitting Developer or the owner's association to be formed pursuant to Section 5.3 to reasonably restrict or prohibit public access and use as reasonably necessary to (i) ensure security of the Project Site and persons or property within or around the Project Site and (ii) preclude activities that unreasonably disrupt non-public uses in the Project; (b) providing exclusive use by Developer for a specified number of private events; and (c) providing terms of use for community use of the Publicly Accessible Open Space.

G. Gap Payment. Developer shall make an annual payment of Three Hundred Eighty-Nine Thousand Dollars ($389,000), plus a CPI Adjustment each year ("**Gap Payment**") as provided in this Section 5.3G.

(1) The obligation to make a Gap Payment, if any, shall commence on the first of the month following the date that the certificate of occupancy for the third office building is issued ("**Third Office COO Issuance**") if a building permit for the Hotel has not been issued as of the Third Office COO Issuance ("**Gap Payment Commencement Date**"); provided, however, that the Gap Payment Commencement Date shall be the first of the month following the first anniversary of the Third Office COO Issuance if a building permit for the Hotel has been issued as of the Third Office COO Issuance. The first Gap Payment shall be prorated to reflect the months remaining in the Fiscal Year then in effect. Subsequent Gap Payments shall be due on July 1. Developer's obligation to make the Gap Payment shall apply to the period commencing on the Gap Payment Commencement Date and continuing until the earlier of (i) the Hotel has received a certificate of occupancy or (ii) the expiration or earlier termination of this Agreement (the "**Gap Payment Termination Date**") and there shall be no further obligation to make a Gap Payment after the Gap Payment Termination Date, provided however that if the Hotel is not built but another use, as agreed below, is approved for and occupies the site, the Gap Payment shall be adjusted to be reduced by the amount of annual revenue projected by the City's economic consultant to result from the alternate use, and if the Gap Payment would thereby be reduced to zero then there shall be no further obligation to make a Gap Payment ("**Gap Payment Period**").

(2) If the Hotel has not received a certificate of occupancy within twenty-four (24) months after the date that the certificate of occupancy for the sixth office building is issued, Developer and City shall meet and confer to discuss a potential alternative productive and beneficial use for the parcel upon which the Hotel would have been constructed.

The Parties understand and agree that such alternative productive and beneficial use may require further review under CEQA and may require Subsequent Project Approvals including Other Agency Subsequent Project Approvals.

H. Willow Road Tunnel. Subject to receipt of all necessary Other Agency Approvals, Developer at its sole election may construct the new bike lanes and pedestrian paths, which would connect to existing facilities and the Bay Trail, as Conceptually depicted in Exhibit E-3 including the tunnel under Willow Road that would provide pedestrian and bicycle access to the Bayfront Area Meta Campuses ("**Willow Road Tunnel**"). Upon Developer's request, to the extent necessary to accommodate the Willow Road Tunnel portal and associated improvements, City shall cooperate with Developer in processing and approving a modification to the approved Conditional Development Permit for the Bayfront Expansion Campus in accordance with Section 6.1.1 – 6.1.3 thereof.

Section 5.4 Maintenance of Publicly Accessible Open Space. Except as provided in Section 5.5 below, Developer or another entity controlled by Meta, or an owners' association to be formed by Developer, shall own, operate, maintain and repair the Publicly Accessible Open Space in good and workmanlike condition, and otherwise in accordance with all Applicable Laws and any Project Approvals, all at no cost to City.

Section 5.5 Maintenance of Elevated Park Segment Over Willow Road and Willow Road Tunnel. If constructed, City shall own and Developer shall maintain and insure the Elevated Park Segment Over Willow Road and the Willow Road Tunnel pursuant to agreements to be executed prior to construction of the Elevated Park Segment Over Willow Road and the Willow Road Tunnel, respectively. City shall have no liability for any Claims relating to the construction, condition, or maintenance of the Elevated Park Segment Over Willow Road or the Willow Road Tunnel except to the extent resulting from the gross negligence or willful misconduct of City. At Developer's sole cost and expense, Developer shall remove or replace the Elevated Park Segment Over Willow Road and the Willow Road Tunnel at the end of their respective useful lives.

Section 5.6 Sales Tax Point of Sale Designation. Developer shall use commercially reasonable efforts to the extent allowed by law to require all persons and entities providing bulk lumber, concrete, structural steel and pre-fabricated building components, such as roof trusses, ("**Specified Materials**") to be used in connection with the initial construction and development of, or incorporated into, the Project (excluding (i) any subsequent remodeling or construction on the Property following final building permit sign off for each building to be constructed as part of the Project and (ii) furnishings, equipment, and personal property), to (a) obtain a use tax direct payment permit; and either (b) elect to obtain a subcontractor permit for the job site of a contract valued at Five Million Dollars ($5,000,000) or more or (c) otherwise designate the Property as the place of use of the Specified Materials used in the construction of the Project in order to have the local portion of the sales and use tax distributed directly to City instead of through the county-wide pool. Developer shall instruct each of its subcontractors subject to this Section 5.6 to cooperate with City in its efforts to ensure the full local sales/use tax for the Specified Materials is allocated to City. To assist City in its efforts to ensure that the full amount of such local sales/use tax is allocated to the City, Developer shall provide City with an annual spreadsheet, which includes a list of all subcontractors subject to this Section 5.6, a description

of all applicable work, and the dollar value of such subcontracts. City may use said spreadsheet sheet to contact each subcontractor who may qualify for local allocation of use taxes to the City.

Section 5.7 BMR Housing True Up Payment. If following Commencement of Construction, Developer has no active building permits or has not passed any of the inspections required in connection with the building permits issued to Developer for a period of three (3) years for reasons other than a Force Majeure Delay ("**Pause of Construction**") and the number of "**BMR Units**" actually constructed at such point is less than the Proportionate Required BMR Units, as calculated below, then Developer shall pay a "**BMR Housing True Up Payment**" as provided in this Section 5.7. The BMR Housing True Up Payment shall be calculated as follows: (1) determine the then required number of BMR Units (the "**Proportionate Required BMR Units**") by (a) multiplying the total number of residential units constructed to date by fifteen percent (15%) (the "**Inclusionary Units**") and (b) adding the number of any required additional BMR Units correlated to commercial space constructed to date based on the value of the commercial in-lieu fee at the rate in effect as of the Effective Date using the same methodology that was used to determine the total number of BMR Units correlated to all commercial space in the Project at full buildout (the "**Linkage Equivalent Units**") (the sum of the Inclusionary Units and Linkage Equivalent Units equals the Proportionate Required BMR Units); (2) subtract the number of BMR Units constructed to date from the Proportionate Required BMR Units (the resulting difference shall be referred to herein as the "**Fee Paid BMR Units**"); and (3) multiply the number of Fee Paid BMR Units by Five Hundred Thousand Dollars ($500,000), subject to any annual escalator that is applied to the below market rate commercial linkage in-lieu fee in effect as of the Effective Date, with the resulting product being the amount of the BMR Housing True Up Payment. The BMR Housing True Up Payment shall be paid to the City and the City shall hold the BMR Housing True Up Payment in a segregated account and no portion of the BMR Housing True Up Payment shall be deposited into the City's Below Market Rate Housing Fund. City shall not spend any portion of the BMR Housing True Up Payment for any purpose for a period of three (3) years following the City's receipt of the BMR Housing True Up Payment (the "**BMR Fee Holding Period**"). If Developer secures an additional building permit and Commences Construction or passes an inspection required in connection with Developer's building permits ("**Resumption of Construction**") prior to the expiration of the BMR Fee Holding Period, then the City shall return the BMR Housing True Up Payment to Developer and Developer shall construct all future BMR Units to be constructed on site as described in the Project Approvals. In the event that a Resumption of Construction does not occur within the BMR Fee Holding Period, then the City may use the BMR Housing True Up Payment for affordable housing purposes as permitted under the City's Below Market Rate Housing Program, and Developer shall have no further obligation to construct any of the Fee Paid BMR Units and Developer shall only be obligated to construct future required BMR Units on site (i.e., the proposed number of BMR Units in the project less the number of BMR Units constructed previously and the Fee Paid BMR Units). If there is a Resumption of Construction after the BMR Fee Holding Period, and the City Council and/or City Manager have not approved expenditure of the BMR Housing True Up Payment for a specific affordable housing project or program, then Developer may request that the BMR Housing True Up Payment be returned to Developer. Upon receipt of said request, Developer and City shall meet and confer regarding any planned or proposed use by the City of the BMR Housing True Up Payment. Following said meet and confer, Developer may, in its sole discretion, confirm its request that the BMR Housing True Up Payment be returned to Developer, in which case the City shall return the BMR

Housing True Up Payment to Developer and Developer shall construct all future BMR Units to be constructed on site as described in the Project Approvals. If there is another Pause of Construction after any Resumption of Construction, Developer shall be obligated to make another BMR Housing True Up Payment calculated pursuant to this Section 5.7.

ARTICLE 6 ANNUAL REVIEW

Section 6.1 Periodic Review.

A. As required by California Government Code Section 65865.1 and the Development Agreement Regulations, City and Developer shall review this Agreement and all actions taken pursuant to the terms of this Agreement with respect to the development of the Project every twelve (12) months to determine good faith compliance with this Agreement. Specifically, City's annual review shall be conducted for the purposes of determining good faith compliance by Developer with its obligations under this Agreement.

B. The annual review shall be conducted as provided in the Development Agreement Law and City's Development Agreement Regulations as follows:

(1) The Director of Community Development shall provide each Developer notice of an annual review hearing before the Planning Commission, which shall be scheduled at least thirty (30) days after the date of the notice. The notice shall, to the extent required by law, include a statement that any review may result in amendment or termination of this Agreement. At said hearing, each Developer must demonstrate, and shall bear the burden of proof of, good faith compliance with the terms of this Agreement. The Planning Commission shall determine upon the basis of substantial evidence whether or not a Developer has complied in good faith with the terms and conditions of this Agreement. The decision of the Planning Commission may be appealed to the City Council. Each Developer shall be responsible for its own Annual Review process; provided, however, that multiple Annual Reviews may occur at the same Planning Commission hearing. In accordance with Section 10.2, no default of one Developer shall have any effect on the compliance of a different Developer.

(2) If the Planning Commission (if its finding is not appealed) or City Council finds that Developer has not complied in good faith with the terms and conditions of this Agreement, the City shall commence proceedings under ARTICLE 11 by providing a written Notice of Default under Section 11.1 to such Developer describing: (a) such failure and that such failure constitutes a Default; (b) the actions, if any, required by Developer to cure such Default; and (c) the time period within which such Default must be cured. In accordance with Section 11.1, if the Default can be cured, Developer shall have a minimum of thirty (30) days after the date of such notice to cure such Default, or in the event that such Default cannot be cured within such thirty (30) day period, if Developer shall commence within such thirty (30) day time period the actions necessary to cure such Default and shall be diligently proceeding to complete such actions necessary to cure such Default, Developer shall have such additional time period as may be required by Developer within which to cure such Default.

(3) If Developer fails to cure a Default within the time periods set forth above, the City Council may amend or terminate this Agreement as provided below.

C. If, upon a finding under Section 6.1, subsection B of this Agreement and the expiration of the cure period specified in Section 6.1, subsection B without Developer having cured a Default, the City determines to proceed with amendment or termination of this Agreement, the City shall give written notice to Developer of its intention so to do. The notice shall be given at least fifteen (15) days before the scheduled hearing and shall contain:

(1) The time and place of the hearing before the City Council;

(2) A statement that City proposes to amend or terminate the Agreement;

(3) Such other information as is reasonably necessary to inform Developer of the nature of the proceeding.

D. At the time and place set for the hearing on amendment or termination, Developer shall be given an opportunity to be heard, and Developer shall be required to demonstrate good faith compliance with the terms and conditions of this Agreement. If the City Council finds, based upon substantial evidence, that Developer has not complied in good faith with the terms or conditions of this Agreement, the City Council may terminate this Agreement pursuant to Section 11.2. The decision of the City Council shall be final, subject to judicial review pursuant to Section 1094.5 of the California Code of Civil Procedure.

E. Failure of City to conduct an annual review shall not constitute a waiver by the City of its rights to otherwise enforce the provisions of this Agreement nor shall Developer have or assert any defense to such enforcement by reason of any such failure to conduct an annual review.

F. If, after an annual review, City finds Developer has complied in good faith with this Agreement, City, promptly following Developer's request, shall issue to Developer a letter of compliance in recordable form certifying that Developer has so complied through the period of the applicable annual review.

ARTICLE 7 MORTGAGEE PROTECTION

Section 7.1 Mortgagee Protection. This Agreement shall not prevent or limit Developer in any manner, at Developer's sole discretion, from encumbering the Property or any portion thereof or any improvement thereon by any mortgage, deed of trust or other security device securing financing with respect to the Property ("**Mortgage**"). This Agreement shall be superior and senior to any lien placed upon the Property or any portion thereof after the date of recording the Agreement, including the lien of any Mortgage. Notwithstanding the foregoing, no breach hereof shall defeat, render invalid, diminish or impair the lien of any Mortgage made in good faith and for value, but all of the terms and conditions contained in this Agreement shall be binding upon and effective against and shall run to the benefit of any person or entity, including any deed of trust beneficiary or mortgagee ("**Mortgagee**"), who acquires title or possession to the Property, or any portion thereof, by foreclosure, trustee's sale, deed in lieu of foreclosure or otherwise.

Section 7.2 Mortgagee Not Obligated. Notwithstanding the provisions of Section 7.1 above, no Mortgagee shall have any obligation or duty under this Agreement to construct or complete the construction of the Project, or any portion thereof, or to guarantee such construction or completion; provided, however, that a Mortgagee shall not be entitled to devote the Property to any use except in full compliance with the Project Approvals and this Agreement nor to construct any improvements thereon or institute any uses other than those uses and improvements provided for or authorized by this Agreement and the Project Approvals.

Section 7.3 Notice of Default to Mortgagee; Right to Cure. With respect to any Mortgage granted by Developer as provided herein, so long as any such Mortgage shall remain unsatisfied of record and Mortgagee has provided City with written notice requesting that City send Mortgagee notices of Default and specifying the address for service thereof, the following provisions shall apply:

A. City, upon serving Developer any notice of Default, shall also serve a copy of such notice upon any Mortgagee at the address provided to City, and no notice by City to Developer hereunder shall affect any rights of a Mortgagee unless and until a copy thereof has been so served on such Mortgagee; provided, however, that failure so to deliver any such notice shall in no way affect the validity of the notice sent to Developer as between Developer and City.

B. In the event of a Default by Developer, any Mortgagee shall have the right to remedy, or cause to be remedied, such Default within sixty (60) days following the later to occur of (i) the date of Mortgagee's receipt of the notice referred to in Section 7.3A above, or (ii) the expiration of the period provided herein for Developer to remedy or cure such Default, and City shall accept such performance by or at the insistence of the Mortgagee as if the same had been timely made by Developer; provided, however, that (a) if such Default is not capable of being cured within the timeframes set forth in this Section 7.3B and Mortgagee commences to cure the Default within such timeframes, then Mortgagee shall have such additional time as is required to cure the Default so long as Mortgagee diligently prosecutes the cure to completion and (b) if possession of the Property (or portion thereof) is required to effectuate such cure or remedy, the Mortgagee shall be deemed to have timely cured or remedied if it commences the proceedings necessary to obtain possession thereof within sixty (60) days after receipt of the copy of the notice, diligently pursues such proceedings to completion, and, after obtaining possession, diligently completes such cure or remedy.

C. Any notice or other communication which City shall desire or is required to give to or serve upon the Mortgagee shall be in writing and shall be served in the manner set forth in Section 12.5, addressed to the Mortgagee at the address provided by Mortgagee to City. Any notice or other communication which Mortgagee shall give to or serve upon City shall be deemed to have been duly given or served if sent in the manner and at City's address as set forth in Section 12.5, or at such other address as shall be designated by City by notice in writing given to the Mortgagee in like manner.

Section 7.4 No Supersedure. Nothing in this Article 7 shall be deemed to supersede or release a Mortgagee or modify a Mortgagee's obligations under any subdivision or public improvement agreement or other obligation incurred with respect to the Project outside this

Agreement, nor shall any provision of this Article 7 constitute an obligation of City to such Mortgagee, except as to the notice requirements of Section 7.3.

Section 7.5 Technical Amendments to this Article 7. City agrees to reasonably consider and approve interpretations and/or technical amendments to the provisions of this Agreement that are required by lenders for the acquisition and construction of the Project on the Property or any refinancing thereof and to otherwise cooperate in good faith, at Developer's expense, to facilitate Developer's negotiations with lenders.

ARTICLE 8 AMENDMENT OF AGREEMENT AND EXISTING APPROVALS

Section 8.1 Amendment of Agreement By Mutual Consent. This Agreement may be amended in writing from time to time by mutual consent of the Parties hereto or their successors-in-interest or assigns, and then only in the manner provided for in the Development Agreement Statute and Development Agreement Regulations.

Section 8.2 Requirement for Writing. No modification, amendment or other change to this Agreement or any provision hereof shall be effective for any purpose unless specifically set forth in a writing that refers expressly to this Agreement and is signed by duly authorized representatives of both Parties or their successors. A copy of any change shall be provided to the City Council within thirty (30) days of its execution.

Section 8.3 Amendments to Development Agreement Statute. This Agreement has been entered into in reliance upon the provisions of the Development Agreement Statute as those provisions existed as of the Agreement Date. No amendment or addition to those provisions that would materially affect the interpretation or enforceability of this Agreement shall be applicable to this Agreement, unless such amendment or addition is specifically required by the California State Legislature or is mandated by a court of competent jurisdiction. In the event of the application of such a change in law, the Parties shall meet in good faith to determine the feasibility of any modification or suspension that may be necessary to comply with such new law or regulation and to determine the effect such modification or suspension would have on the purposes and intent of this Agreement. Following the meeting between the Parties, the provisions of this Agreement may, to the extent feasible, and upon mutual agreement of the Parties, be modified or suspended but only to the minimum extent necessary to comply with such new law or regulation. If such amendment or change is permissive (as opposed to mandatory), this Agreement shall not be affected by same unless the Parties mutually agree in writing to amend this Agreement to permit such applicability. Developer and/or City shall have the right to challenge any new law or regulation preventing compliance with the terms of this Agreement, and in the event such challenge is successful, this Agreement shall remain unmodified and in full force and effect.

Section 8.4 Amendments to Project Approvals. Project Approvals (except for this Agreement, the amendment process for which is set forth in Section 8.1 through 8.2) may be amended or modified from time to time, but only at the written request of Developer or with the written consent of Developer at its sole discretion. All amendments to the Project Approvals shall automatically become part of the Project Approvals. The permitted uses of the Property or

portion thereof, the maximum density and/or number of residential units, the intensity of use, the maximum height and size of the proposed buildings, provisions for reservation or dedication of land for public purposes, the conditions, terms, restrictions and requirements for subsequent discretionary actions, the provisions for public improvements and financing of public improvements, and the other terms and conditions of development as set forth in all such amendments shall be automatically vested pursuant to this Agreement, without requiring an amendment to this Agreement. Amendments to the Project Approvals shall be governed by the Project Approvals and the Applicable Law. City shall not request, process or consent to any amendment to the Project Approvals, or applicable portion thereof, without Developer's prior written consent in Developer's sole discretion.

Section 8.5 Administrative Amendments of Project Approvals. Upon the request of Developer for an amendment or modification of any of the Project Approvals (except for this Agreement, the amendment process for which is set forth in Section 8.1 through 8.2 herein, and the Willow Village CDP, the change or amendment process for which is set forth in Section 8 thereof), the City Manager or his/her designee shall determine: (a) whether the requested amendment or modification is minor when considered in light of the Project as a whole; and (b) whether the requested amendment or modification substantially conforms with the material terms of this Agreement and the Applicable Law and may be processed administratively. If the City Manager or his/her designee finds that the requested amendment or modification is both minor and substantially conforms with the material terms of this Agreement and the Applicable Law, the amendment or modification shall be determined to be an "**Administrative Amendment**," and the City Manager or his/her designee may approve the Administrative Amendment, without public notice or a public hearing. Without limiting the generality of the foregoing, lot line adjustments, minor reductions in the density, intensity, scale or scope of the Project, minor alterations in vehicle circulation patterns or vehicle access points, variations in the location of structures that do not substantially alter the design concepts of the Project, substitution of comparable landscaping for any landscaping shown on any development plan or landscape plan, variations in the location or installation of utilities and other infrastructure connections and facilities that do not substantially alter design concepts of the Project, and minor adjustments to a subdivision map or the Property legal description shall be deemed to be minor amendments or modifications. Any request of Developer for an amendment or modification to a Project Approval that is determined not to be an Administrative Amendment as set forth above shall be subject to review, consideration and action pursuant to the Applicable Law and this Agreement.

Section 8.6 Operating Memoranda. The provisions of this Agreement require a close degree of cooperation between City and Developer and development of the Property hereunder may demonstrate that refinements and clarifications are appropriate with respect to the details or timing of performance of City and Developer. If and when, from time to time, during the Term of this Agreement, City and Developer agree that such clarifications are necessary or appropriate, City and Developer may effectuate such clarifications through operating memoranda approved by City and Developer (each, individually an "**Operating Memorandum**" and collectively "**Operating Memoranda**"), which, after execution, shall be attached hereto as addenda and become a part hereof, and may be further clarified from time to time as necessary with future approval by City and Developer. No such Operating Memorandum shall constitute an amendment to this Agreement requiring public notice or hearing. The City Manager, in consultation with the City Attorney, shall make the determination on behalf of City whether a

requested clarification may be effectuated pursuant to this Section 8.6 or whether the requested clarification is of such a character to constitute an amendment hereof pursuant to Section 8.1 above. The City Manager shall be authorized to execute any Operating Memorandum hereunder on behalf of City.

Section 8.7 Amendment to Incorporate Additional Property. Developer has an equitable reversionary interest in portions of Hamilton Avenue to be abandoned by the City (the "**Hamilton ROW Parcel**") and an equitable interest in a portion of a parcel that is owned by Chevron USA (the "**Chevron Parcel**") pursuant to an executed purchase and sale agreement between Developer and the owner of the Chevron Parcel. Upon Developer acquiring a fee interest in the Chevron Parcel or the Hamilton ROW Parcel, or both, City and Developer shall enter into an Operating Memorandum to subject the Chevron Parcel or the Hamilton ROW Parcel, or both, to this Agreement and amend the legal description of the Property attached hereto as Exhibits A and B to add the Chevron Parcel or the Hamilton ROW Parcel, or both, to the legal description for this Agreement, which Operating Memorandum shall be recorded in the Official Records of San Mateo County.

Section 8.8 CEQA. In connection with its consideration and approval of the Existing Approvals, the City has prepared and certified the Project EIR, which evaluates the environmental effects of the Project, and has imposed all feasible mitigation measures to reduce the significant environmental effects of the Project. The Parties acknowledge that certain Subsequent Project Approvals may legally require additional analysis under CEQA. Nothing contained in this Agreement is intended to prevent or limit the City from complying with CEQA. In acting on Subsequent Project Approvals, City will rely on the Project EIR to the fullest extent permissible by CEQA. In the event supplemental or additional review is required for a Subsequent Project Approval, City shall limit such supplemental or additional review to the scope of analysis mandated by CEQA and shall not impose new mitigation measures except as legally required.

ARTICLE 9 COOPERATION AND IMPLEMENTATION

Section 9.1 Subsequent Project Approvals. Certain subsequent land use approvals, entitlements, and permits other than the Existing Approvals will be necessary or desirable for implementation of the Project ("**Subsequent Project Approvals**"). The Subsequent Project Approvals may include, without limitation, the following: grading permits, building permits, sewer and water connection permits, certificates of occupancy, lot line adjustments, site plans, development plans, land use plans, building plans and specifications, final maps, parcel maps and/or subdivision maps, conditional use permits, variances, architectural control plans, demolition permits, improvement agreements, encroachment permits, and any modifications or amendments to any of the foregoing or any Existing Approvals. At such time as any Subsequent Project Approval applicable to the Property is approved by the City, then such Subsequent Project Approval shall become subject to all the terms and conditions of this Agreement applicable to Project Approvals and shall be treated as a "Project Approval" under this Agreement.

Section 9.2 Scope of Review of Subsequent Project Approvals. In exercising its discretion in connection with consideration of Subsequent Project Approvals, City agrees that

City shall not revisit the fundamental policy decisions reflected by the Existing Approvals or impose any Exactions that would conflict with the Applicable City Regulations or the Existing Approvals as set forth in Section 3.1 herein or any Project Approvals unless expressly permitted by Sections 4.3A-D or 9.8.

Section 9.3 Processing Applications for Subsequent Project Approvals.

A. Developer acknowledges that City cannot begin processing applications for Subsequent Project Approvals until Developer submits applications and responses to City comments thereto on a timely basis. Developer acknowledges that for the City to process applications, Developer needs to (i) provide to City in a timely manner and in the manner required under Applicable Law any and all Processing Fees, documents, materials, applications, plans, and other information reasonably necessary for City to carry out its review and processing obligations; and (ii) cause Developer's planners, engineers, and all other consultants to provide to City in a timely manner and in the manner required under Applicable Law all such documents, applications, plans, information, and other materials required under Applicable Law.

B. Upon submission by Developer of all appropriate applications and Processing Fees for any Subsequent Project Approval, City shall accept, review, and use reasonable efforts to expeditiously process Developer's applications and requests for Subsequent Project Approvals in connection with the Project in good faith and in a manner that complies with and is consistent with Applicable Law and the Project Approvals and this Agreement. The City shall approve any application or request for any Subsequent Project Approval that substantially complies with and is substantially consistent with the Project Approvals. The Parties shall cooperate with each other and shall use diligent, good faith efforts to cause the expeditious review, processing, and action on the Subsequent Project Approvals. City shall, to the full extent allowed by Applicable Law, promptly and diligently, subject to City ordinances, policies and procedures regarding hiring and contracting, commence and complete all steps necessary to act on Developer's currently pending Subsequent Project Approval applications including: (i) providing at Developer's expense and subject to Developer's request and prior approval, reasonable overtime staff assistance, additional staff and/or staff consultants for processing of Subsequent Project Approval applications as may be necessary to meet Developer's reasonable schedule considerations; (ii) if legally required, providing notice and holding public hearings; and (iii) acting on any such pending Subsequent Project Approval application.

Section 9.4 Other Agency Subsequent Project Approvals; Authority of City. Other public agencies not within the control of City may possess authority to regulate aspects of the development of the Property separately from or jointly with City, and this Agreement does not limit the authority of such other public agencies. Nevertheless, City shall be bound by, and shall abide by, its covenants and obligations under this Agreement in all respects when dealing with any such agency regarding the Property. City shall cooperate with Developer, at Developer's expense, to the extent appropriate and as permitted by law, in Developer's efforts to obtain, as may be required, Other Agency Subsequent Project Approvals. Nothing in this Section 9.4 shall relieve Developer of its obligation to comply with the Project Approvals, notwithstanding any conflict between the Other Agency Subsequent Project Approvals and the Project Approvals.

Section 9.5 Implementation of Necessary Mitigation Measures. Developer shall, at its sole cost and expense, comply with the Project MMRP requirements as applicable to the Property and Project.

Section 9.6 Cooperation in the Event of Legal Challenge.

A. The filing of any third party lawsuit(s) against City or Developer relating to this Agreement, the Project Approvals or construction of the Project shall not delay or stop the development, processing or construction of the Project or approval of any Subsequent Project Approvals, unless a court order prevents the activity. City shall not stipulate to or cooperate in the issuance of any such order.

B. City and Developer shall cooperate in the defense of any court action or proceeding instituted by a third party or other governmental entity or official challenging the validity of any of the Project Approvals ("**Litigation Challenge**"), and the Parties shall keep each other informed of all developments relating to such defense, subject only to confidentiality requirements that may prevent the communication of such information. To the extent Developer desires to contest or defend such Litigation Challenge, (i) Developer shall take the lead role defending such Litigation Challenge and may, in its sole discretion, elect to be represented by the legal counsel of its choice; (ii) City may, in its sole discretion, elect to be separately represented by the legal counsel of its choice, selected after consultation with Developer, in any action or proceeding, with the reasonable costs of such representation to be paid by Developer; (iii) Developer shall reimburse City, within forty-five (45) days following City's written demand therefor, which may be made from time to time during the course of such litigation, all reasonable costs incurred by City in connection with the Litigation Challenge, including City's reasonable administrative, legal, and court costs and City Attorney oversight expenses; and (iv) Developer shall indemnify, defend, and hold harmless City Parties from and against any damages, attorneys' fees or cost awards, including attorneys' fees awarded under Code of Civil Procedure section 1021.5, assessed or awarded against City by way of judgment, settlement, or stipulation. Upon request by Developer, City shall enter into a joint defense agreement in a form reasonably acceptable to the City Attorney and Developer to facilitate the sharing of materials and strategies related to the defense of such Litigation Challenge without waiver of attorney client privilege. Any proposed settlement of a Litigation Challenge by a Party shall be subject to the approval of the other Party, such approval not to be unreasonably withheld, conditioned or delayed; provided, however, that Developer may settle Litigation without consent of the City if the settlement does not require any changes to any Project Approvals or action by the City. If the terms of the proposed settlement would constitute an amendment or modification of any Project Approvals, the settlement shall require such amendment or modification to be approved by City in accordance with Applicable Law, and City reserves its full discretion in accordance with Applicable Law with respect thereto. If Developer opts not to contest or defend such Litigation Challenge, City shall have no obligation to do so, but shall have the right to do so at its own expense.

Section 9.7 Revision to Project. In the event of a court order issued as a result of a successful Litigation Challenge, City shall, to the extent permitted by law or court order, in good faith seek to comply with the court order in such a manner as will maintain the integrity of the Project Approvals and avoid or minimize to the greatest extent possible (i) any impact to the

development of the Project as provided for in, and contemplated by, the Project Approvals, or (ii) any conflict with the Project Approvals or frustration of the intent or purpose of the Project Approvals.

Section 9.8 State, Federal or Case Law. Where any state, federal or case law allows City to exercise any discretion or take any act with respect to that law, City shall, in an expeditious and timely manner, at the earliest possible time, (i) exercise its discretion in such a way as to be consistent with, and carry out the terms of, this Agreement, and (ii) take such other actions as may be necessary to carry out in good faith the terms of this Agreement.

Section 9.9 Defense of Agreement. City, at Developer's expense, shall take all actions that are necessary or advisable to uphold the validity and enforceability of this Agreement. If this Agreement is adjudicated or determined to be invalid or unenforceable, City agrees, subject to all legal requirements, to consider modifications to this Agreement acceptable to Developer to render this Agreement valid and enforceable to the extent permitted by Applicable Law. In the event of a Litigation Challenge, Developer may terminate this Agreement and abandon the Project and, following such termination, Developer shall have no further obligation to pay for the costs of defense of this Agreement other than incurred by the City in seeking to have any such Litigation Challenge dismissed as moot.

ARTICLE 10 ASSIGNMENT AND PILOT AGREEMENT

Section 10.1 Transfers and Assignments. Developer shall have the right to sell, assign or transfer any portion of the Property without the consent of City; provided, however, in no event shall the rights, duties and obligations conferred or imposed upon Developer pursuant to this Agreement be at any time transferred in whole or part ("**Transfer**") except through a transfer of the Property or portion thereof and no such Transfer of this Agreement shall be made prior to substantial completion of the Project without the prior written consent of City Manager, not to be unreasonably withheld, conditioned, or delayed, in accordance with the provisions of this Article 10.Upon Developer's request, City, at Developer's expense, shall cooperate with Developer and any proposed transferee of any portion of the Property to allocate and Transfer rights, duties and obligations under this Agreement and the Project Approvals between the transferred Property and the retained Property.

Developer shall notify City of any proposed Transfer of this Agreement at least sixty (60) days prior to completing any Transfer. City shall approve or disapprove the requested Transfer of this Agreement with respect to any portion of the Property within thirty (30) days after receipt of a written request for approval from Developer, together with such financial information and other documentation that City determines is reasonably necessary to evaluate the proposed transaction and the proposed assignee's experience, reputation and qualifications. City shall not unreasonably withhold, condition or delay its approval of a proposed Transfer of this Agreement to a reputable assignee who has (i) at least ten (10) years' experience in the development, ownership, operation and management of similar-size or larger developments of the type to be undertaken on the transferred portion of the Property without any record of material violations of Applicable Laws, and (ii) the financial resources and wherewithal to develop and effectively manage the Project or pertinent component of the Project. The approved assignee shall be required to assume Developer's rights and obligations under this Agreement with respect to the

transferred portion of the Property pursuant to an assignment and assumption agreement in substantially the same form attached hereto as Exhibit G. No later than ten (10) business days after the date the assignment becomes effective, Developer shall deliver to City a conformed copy of the fully executed and recorded assignment and assumption agreement.

Notwithstanding anything to the contrary provided herein, Mercy Housing is preapproved as a transferee of this Agreement with respect to the senior affordable housing component of the Project.

Section 10.2 Release upon Transfer. Upon the Transfer of all or any of Developer's rights and interests under this Agreement pursuant to this Article 10, Developer shall automatically be released from its obligations and liabilities under this Agreement with respect to that portion of the Property transferred and the rights and/or obligations Transferred, and any subsequent default or breach with respect to the transferred rights and/or obligations shall not constitute a default or breach with respect to the retained rights and/or obligations under this Agreement, provided that (i) Developer has provided to City written Notice of such Transfer, and (ii) the transferee executes and delivers to City a written agreement in accordance with Section 10.1 above. Upon any Transfer of any portion of the Property and the express assumption of Developer's obligations under this Agreement by such transferee, City agrees to look solely to the transferee for compliance by such transferee with the provisions of this Agreement as such provisions relate to the portion of the Property acquired by such transferee. Except as otherwise provided in this Agreement, a default by any transferee shall only affect that portion of the Property owned by such transferee and shall not cancel or diminish in any way Developer's rights hereunder with respect to any portion of the Property not owned by such transferee. The transferor and the transferee shall each be solely responsible for the reporting and annual review requirements relating to the portion of the Property owned by such transferor/transferee and the rights and/or obligations under this Agreement assumed by such transferee, and any amendment to this Agreement between City and a transferor or a transferee shall only affect the portion of the Property owned by and the rights and/or obligations retained and/or assumed by such transferor or transferee. Failure to deliver a written assumption agreement hereunder shall not affect the running of any covenants herein with the land, as provided in Section 12.4 below, nor shall such failure negate, modify or otherwise affect the liability of any transferee pursuant to the provisions of this Agreement.

Section 10.3 PILOT. Prior to the issuance of the first building permit for the Project, Developer and City shall enter into a Payment In Lieu of Taxes Agreement ("**PILOT Agreement**") and Developer shall cause LLBG Properties, LLC to enter into a PILOT Agreement, each of which shall be recorded in the San Mateo County Recorder's Office and require that if Developer or LLBG Properties, LLC sells or transfers any portion of the Property to an entity that applies for and is granted a "welfare exemption" pursuant to Section 214 of the California Revenue and Taxation Code, or any successor provision, or any other exemption from the payment of real or personal property taxes of any nature, Developer or LLBG Properties, LLC or the proposed transferee, as applicable, must pay annually to the City, a payment in lieu of taxes in an amount equal to the portion of the real and personal property tax levy the City would have received but for the exemption as reasonably determined by the City and as increased annually by the amount permitted under the provisions of Article XIIIA, Section 2, of the California Constitution.

ARTICLE 11 DEFAULT; REMEDIES; TERMINATION

Section 11.1 Breach and Default. Subject to extensions of time under Section 2.2B or by mutual consent in writing, and subject to a Mortgagee's right to cure under Section 7.3, failure by a Party to perform any material action or covenant required by this Agreement (not including any failure by Developer to perform any term or provision of any other Project Approval) within thirty (30) days following receipt of written Notice from the other Party specifying the failure shall constitute a "**Default**" under this Agreement; provided, however, that if the failure to perform cannot be reasonably cured within such thirty (30) day period, a Party shall be allowed additional time as is reasonably necessary to cure the failure so long as such Party commences to cure the failure within the thirty (30) day period and thereafter diligently prosecutes the cure to completion. Any Notice of Default given hereunder shall specify in detail the nature of the failures in performance that the noticing Party claims constitutes the Default, all facts constituting evidence of such failure, and the manner in which such failure may be satisfactorily cured in accordance with the terms and conditions of this Agreement. During the time periods herein specified for cure of a failure of performance, the Party charged therewith shall not be considered to be in Default for purposes of (a) termination of this Agreement, (b) institution of legal proceedings with respect thereto, or (c) issuance of any approval with respect to the Project. The waiver by either Party of any Default under this Agreement shall not operate as a waiver of any subsequent breach of the same or any other provision of this Agreement.

Section 11.2 Termination. In the event of a Default by a Party, the non-defaulting Party shall have the right to institute legal proceedings pursuant to Section 11.3 and/or terminate this Agreement effective immediately upon giving notice of intent to terminate. Termination of this Agreement shall be subject to the provisions of Section 11.7 hereof. In the event that this Agreement is terminated pursuant to Section 6.1 herein or this Section 11.2 and the validity of such termination is challenged in a legal proceeding that results in a final decision that such termination was improper, then this Agreement shall immediately be reinstated as though it had never been terminated.

Section 11.3 Legal Actions.

A. Institution of Legal Actions. In addition to any other rights or remedies, a Party may institute legal action to cure, correct or remedy any Default, to enforce any covenants or agreements herein, to enjoin any threatened or attempted violation thereof, or to obtain any other remedies consistent with the terms of this Agreement.

B. Acceptance of Service of Process. In the event that any legal action is commenced by Developer against City, service of process on City shall be made by personal service upon the City Clerk of City or in such other manner as may be provided by law. In the event that any legal action is commenced by City against Developer, service of process on Developer shall be made by personal service upon Developer's registered agent for service of process, or in such other manner as may be provided by law.

Section 11.4 Rights and Remedies Are Cumulative. The rights and remedies of the Parties are cumulative, and the exercise by a Party of one or more of such rights or remedies

shall not preclude the exercise by it, at the same or different times, of any other rights or remedies for the same Default or any other Default by the other Party, except as otherwise expressly provided herein.

Section 11.5 No Damages. In no event shall a Party, or its boards, commissions, officers, agents or employees, be liable in damages for any Default under this Agreement, it being expressly understood and agreed that the sole legal remedy available to a Party for a breach or violation of this Agreement by the other Party shall be an action in mandamus, specific performance or other injunctive or declaratory relief to enforce the provisions of this Agreement by the other Party, or to terminate this Agreement. This limitation on damages shall not preclude actions by a Party to enforce payments of monies or the performance of obligations requiring an obligation of money from the other Party under the terms of this Agreement, including, but not limited to, obligations to pay attorneys' fees and obligations to advance monies or reimburse monies. In connection with the foregoing provisions, each Party acknowledges, warrants and represents that it has been fully informed with respect to, and represented by counsel of such Party's choice in connection with, the rights and remedies of such Party hereunder and the waivers herein contained, and after such advice and consultation has presently and actually intended, with full knowledge of such Party's rights and remedies otherwise available at law or in equity, to waive and relinquish such rights and remedies to the extent specified herein, and to rely to the extent herein specified solely on the remedies provided for herein with respect to any breach of this Agreement by the other Party.

Section 11.6 Resolution of Disputes. With regard to any dispute involving the Project, the resolution of which is not provided for by this Agreement or Applicable Law, a Party shall, at the request of the other Party, meet with designated representatives of the requesting Party promptly following its request. The Parties to any such meetings shall attempt in good faith to resolve any such disputes. Nothing in this Section 11.6 shall in any way be interpreted as requiring that Developer and City reach agreement with regard to those matters being addressed, nor shall the outcome of these meetings be binding in any way on City or Developer unless expressly agreed to in writing by the Parties to such meetings. Nothing in this Section 11.6 shall prohibit either Party from pursuing any available remedies, including injunction relief, during the period of such discussions.

Section 11.7 Surviving Provisions. In the event this Agreement expires or is terminated, neither Party shall have any further rights or obligations hereunder, except for those obligations of Developer set forth in Section 3.5 (Life of Project Approvals), Section 4.6 (Prevailing Wage Requirements), Section 5.3 (Public Benefits) (provided, however, Public Benefits under Section 5.3 shall not survive any later than seventeen (17) years following the Effective Date or such earlier date as such obligations terminate pursuant to Section 5.3), Section 5.7 (BMR Housing True Up Payment), and Section 9.6 (Cooperation in the Event of Legal Challenge; provided, however, Developer shall have no obligation to defend any litigation if this Agreement has been terminated) or expressly set forth herein as surviving the expiration or termination of this Agreement. The termination or expiration of this Agreement shall not affect the validity of the Project Approvals (other than this Agreement).

Section 11.8 Effects of Litigation. In the event litigation is timely instituted, and a final judgment is obtained, which invalidates in its entirety this Agreement, neither Party shall

have any obligations whatsoever under this Agreement, except for those obligations which by their terms survive termination hereof.

Section 11.9 California Claims Act. Compliance with the procedures set forth this ARTICLE 11 shall be deemed full compliance with the requirements of the California Claims Act (Government Code Section 900 *et seq.*) including, but not limited to, the notice of an event of default hereunder constituting full compliance with the requirements of Government Code Section 910.

ARTICLE 12 MISCELLANEOUS PROVISIONS

Section 12.1 Incorporation of Recitals, Exhibits and Introductory Paragraph. The Recitals contained in this Agreement, the introductory paragraph preceding the Recitals and the Exhibits attached hereto are hereby incorporated into this Agreement as if fully set forth herein.

Section 12.2 Severability. If any term or provision of this Agreement, or the application of any term or provision of this Agreement to a particular situation, is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining terms and provisions of this Agreement, or the application of this Agreement to other situations, shall continue in full force and effect unless amended or modified by mutual written agreement of the Parties.

Section 12.3 Construction. Each reference herein to this Agreement or any of the Existing Approvals or Subsequent Project Approvals shall be deemed to refer to the Agreement, Existing Approval or Subsequent Project Approval as it may be amended from time to time in accordance with the terms of this Agreement, whether or not the particular reference refers to such possible amendment. Section headings in this Agreement are for convenience only and are not intended to be used in interpreting or construing the terms, covenants or conditions of this Agreement. This Agreement has been reviewed and revised by legal counsel for City and Developer, and no presumption or rule that ambiguities shall be construed against the drafting party shall apply to the interpretation or enforcement of this Agreement. Unless the context clearly requires otherwise, (i) the plural and singular numbers shall each be deemed to include the other; (ii) the masculine, feminine, and neuter genders shall each be deemed to include the others; (iii) "shall," "will," or "agrees" are mandatory, and "may" is permissive; (iv) "or" is not exclusive; (v) "include," "includes" and "including" are not limiting and shall be construed as if followed by the words "without limitation," and (vi) "days" means calendar days unless specifically provided otherwise.

Section 12.4 Covenants Running with the Land. Except as otherwise more specifically provided in this Agreement, this Agreement and all of its provisions, rights, powers, standards, terms, covenants and obligations, shall be binding upon the Parties and their respective successors (by merger, consolidation, or otherwise) and assigns, and all other persons or entities acquiring the Property, or any interest therein or portion thereof, and shall inure to the benefit of the Parties and their respective successors and assigns, as provided in Government Code section 65868.5.

Section 12.5 Notices. Any notice or communication required hereunder between City and Developer ("**Notice**") must be in writing, and may be given either personally, by registered or certified mail (return receipt requested), or by Federal Express or other similar courier promising overnight delivery. If personally delivered, a Notice shall be deemed to have been given when delivered to the party to whom it is addressed. If given by registered or certified mail, such Notice shall be deemed to have been given and received on the first to occur of (i) actual receipt by any of the addressees designated below as the Party to whom Notices are to be sent, or (ii) five (5) days after a registered or certified letter containing such Notice, properly addressed, with postage prepaid, is deposited in the United States mail. If given by Federal Express or similar courier, a Notice shall be deemed to have been given and received on the date delivered as shown on a receipt issued by the courier. Any Party hereto may at any time, by giving ten (10) days written Notice to the other Party hereto, designate any other address in substitution of the address to which such Notice shall be given. Such Notices shall be given to the Parties at their respective addresses set forth below.

To City:	City of Menlo Park Community Development 701 Laurel Street Menlo Park, CA 94025 Attn: Community Development Director
	and
	City of Menlo Park Community Development 701 Laurel Street Menlo Park, CA 94025 Attn: City Manager
With a copy to:	Burke, Williams & Sorensen, LLP 181 Third Street Suite 200 San Rafael, CA 94901-6587 Attn: Nira Doherty
To Developer:	c/o Meta Platforms, Inc. 1 Hacker Way Menlo Park, CA 94025 Attention: Facilities, Real Estate Development
With a copy to:	c/o Meta Platforms, Inc. 1 Hacker Way Menlo Park, CA 94025 Attention: Real Estate Counsel

Section 12.6 Counterparts and Exhibits; Entire Agreement. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original. This

Agreement, together with the Project Approvals and attached Exhibits, constitutes the final and exclusive understanding and agreement of the Parties and supersedes all negotiations or previous agreements of the Parties with respect to all or any part of the subject matter hereof.

Section 12.7 Recordation of Agreement. Pursuant to California Government Code Section 65868.5, no later than ten (10) days after the Effective Date, the City Clerk shall record an executed copy of this Agreement in the Official Records of the County of San Mateo. Thereafter, if this Agreement is terminated, modified or amended, the City Clerk shall record notice of such action in the Official Records of the County of San Mateo.

Section 12.8 No Joint Venture or Partnership. It is specifically understood and agreed to by and between the Parties hereto that: (i) the subject development is a private development; (ii) City has no interest or responsibilities for, or duty to, third parties concerning any public improvements constructed by Developer as part of the Project until such time, and only until such time, that City accepts the same pursuant to the provisions of this Agreement or in connection with the various Existing Approvals or Subsequent Project Approvals; (iii) Developer shall have full power over and exclusive control of the Project herein described, subject only to the limitations and obligations of Developer under this Agreement, Existing Approvals, Subsequent Project Approvals, and Applicable Law; and (iv) City and Developer hereby renounce the existence of any form of agency relationship, joint venture or partnership between City and Developer and agree that nothing contained herein or in any document executed in connection herewith shall be construed as creating any such relationship between City and Developer.

Section 12.9 Waivers. Notwithstanding any other provision in this Agreement, any failures or delays by any Party in asserting any of its rights and remedies under this Agreement shall not operate as a waiver of any such rights or remedies or deprive any such Party of its right to institute and maintain any actions or proceedings which it may deem necessary to protect, assert or enforce any such rights or remedies. A Party may specifically and expressly waive in writing any condition or breach of this Agreement by the other Party, but no such waiver shall constitute a further or continuing waiver of any preceding or succeeding breach of the same or any other provision. Consent by one Party to any act by the other Party shall not be deemed to imply consent or waiver of the necessity of obtaining such consent for the same or similar acts in the future.

Section 12.10 California Law; Venue. This Agreement shall be construed and enforced in accordance with the laws of the State of California, without reference to choice of law provisions. The exclusive venue for any disputes or legal actions shall be the Superior Court of California in and for the County of San Mateo, except for actions that include claims in which the Federal District Court for the Northern District of the State of California has original jurisdiction, in which case the Northern District of the State of California shall be the proper venue.

Section 12.11 City Approvals and Actions. Whenever reference is made herein to an action or approval to be undertaken by City, the City Manager or his or her designee is authorized to act on behalf of City, unless specifically provided otherwise or the context requires otherwise. Wherever this Agreement permits the City Manager to exercise his/her discretion

with respect to any of the terms and provisions herein, including but not limited to approval of an Extension Request, modifications to the timing set forth in Exhibit D and Exhibit F, Administrative Amendments, operating memoranda, and approval of a Transfer, as otherwise permitted in this Agreement, the City Manager shall advise the City Council of such exercise of discretion and where practical shall consult with the Mayor and/or the City Council prior to exercising such discretion. Notwithstanding such requirement to inform and consult with the City Council, Developer may rely on any writing evidencing the exercise of discretion by the City Manager.

Section 12.12 City Funding for Affordable Housing. Notwithstanding anything to the contrary in this Agreement, City shall have no obligation to contribute any monies from its Below Market Rate Housing Fund to finance affordable housing for the Project. Notwithstanding the foregoing, in the event that Developer provides any funding to the City for the senior affordable parcel to qualify for the County of San Mateo Affordable Housing Fund, or similar program that requires local matching funds, then such funds shall not be deposited into the City's Below Market Rate Housing Fund and shall be used in accordance with the local matching fund requirement to advance affordable housing development associated with the Project.

Section 12.13 Estoppel Certificates. A Party may, at any time during the Term of this Agreement, and from time to time, deliver written Notice to the other Party requesting such Party to certify in writing that, to the knowledge of the certifying Party, (i) this Agreement is in full force and effect and a binding obligation of the Parties; (ii) this Agreement has not been amended or modified either orally or in writing, or if amended, identifying the amendments; (iii) the requesting Party is not in default in the performance of its obligations under this Agreement, or if in default, to describe therein the nature and amount of any such defaults; and (iv) any other information reasonably requested. The requesting Party shall be responsible for all reasonable costs incurred by the Party from whom such certification is requested and shall reimburse such costs within thirty (30) days of receiving the certifying Party's request for reimbursement. The Party receiving a request hereunder shall execute and return such certificate or give a written, detailed response explaining why it will not do so, within twenty (20) days following the receipt of Notice requesting such certificate. The failure of either Party to provide the requested certificate within such twenty (20) day period shall constitute a confirmation that this Agreement is in full force and effect and no modification or default exists. The City Manager shall have the right to execute any certificate requested by Developer hereunder. City acknowledges that a certificate hereunder may be relied upon by transferees and Mortgagees.

Section 12.14 No Third Party Beneficiaries. City and Developer hereby renounce the existence of any third party beneficiary to this Agreement and agree that nothing contained herein shall be construed as giving any other person or entity third party beneficiary status.

Section 12.15 Signatures. Each Party represents that the individuals executing this Agreement on behalf of such Party have the right, power, legal capacity, and authority to enter into and to execute this Agreement on behalf of the respective legal entities of Developer and City and that all necessary board of directors', shareholders', partners', city councils' or other approvals have been obtained.

Section 12.16 Further Actions and Instruments. Each Party to this Agreement shall cooperate with and provide reasonable assistance to the other Party and take all actions necessary to ensure that the Parties receive the benefits of this Agreement, subject to satisfaction of the conditions of this Agreement. Upon the request of any Party, the other Party shall promptly execute, with acknowledgment or affidavit if reasonably required, and file or record such required instruments and writings and take any actions as may be reasonably necessary under the terms of this Agreement to carry out the intent and to fulfill the provisions of this Agreement.

Section 12.17 Limitation on Liability. In no event shall: (a) any partner, officer, director, member, shareholder, employee, affiliate, manager, representative, or agent of Developer or any general partner of Developer or its general partners be personally liable for any breach of this Agreement by Developer, or for any amount which may become due to City under the terms of this Agreement; or (b) any member, officer, agent or employee of City be personally liable for any breach of this Agreement by City or for any amount which may become due to Developer under the terms of this Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Agreement has been entered into by and between Developer and City as of the day and year first above written.

CITY:

CITY OF MENLO PARK, a California municipal corporation

By: _____
Justin Murphy, City Manager
[signature must be notarized]

APPROVED AS TO FORM:

By: _____
Nira Doherty, City Attorney

ATTEST:

By: _____
___, City Clerk

DEVELOPER:

PENINSULA INNOVATION PARTNERS, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____
[signature must be notarized]

By: _____
Name: _____
Title: _____
[signature must be notarized]

ACKNOWLEDGMENTS

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
) ss
County of _____)

On _____, before me,_____,
(Name of Notary)

notary public, personally appeared _____ who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

_____
(Notary Signature)

*** * * * * * * * * * * * * ***

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
) ss
County of _____)

On _____, before me,_____,
(Name of Notary)

notary public, personally appeared _____ who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

_____
(Notary Signature)

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
) ss
County of _____)

On _____, before me,_____,
(Name of Notary)

notary public, personally appeared _____ who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

_____
(Notary Signature)

EXHIBIT A-1-1

MAIN PROJECT SITE MAP

(TO BE INSERTED)

EXHIBIT A-1-2

HAMILTON PARCELS MAP

(TO BE INSERTED)

EXHIBIT A-2-1

MAIN PROJECT SITE LEGAL DESCRIPTION

(TO BE INSERTED)

EXHIBIT A-2-2

HAMILTON PARCELS LEGAL DESCRIPTION

(TO BE INSERTED)

EXHIBIT B

LLBG PROPERTIES, LLC CONSENT

LLBG Properties, LLC, a Delaware limited liability company, ("**LLBG Properties**") has reviewed the terms and conditions of that certain Development Agreement dated as of on or about _____, 2022, by and between Peninsula Innovation Partners, LLC, a Delaware limited liability company, and the City of Menlo Park, a California municipal corporation, (the "**Development Agreement**") and hereby consents to the terms and conditions of the Development Agreement and the recordation of the Agreement against the property owned by LLBG Properties described in Exhibit A-2-2 to the Development Agreement.

LLBG PROPERTIES, LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

EXHIBIT C

IMPACT FEES

1. Transportation Impact Fee (Municipal Code Chapter 13.26)

2. Building Construction Street Impact Fee

3. Below Market Rate Housing Program (Municipal Code Chapter 16.96) [Note – being satisfied through provision of on-site affordable housing in accordance with Project affordable housing agreements and this Agreement rather than through payment of fee]

4. Residential Subdivision Recreation in Lieu Fees (Municipal Code Section 15.16.020) [Note – fee not applicable to current Project due to lack of for-sale residential units]

EXHIBIT D

WILLOW VILLAGE PHASING PLAN

Project Component	Timing/Milestones[1]	Required Minimum Number of Residential and BMR Units associated with such Phase of Construction[2]
1. Demolition, Grading, and Infrastructure Installation	1. Commence construction following approval of all applicable Improvement Plans for the area of construction	
2. Elevated Park and Meeting and Collaboration Space ("**MCS**")	2. Commence construction concurrently with or after completion of demolition, grading and infrastructure for the area of construction	

[1] The milestones set forth in this exhibit are based upon Developer's plan to construct six (6) office buildings as reflected in the Willow Village CDP. In the event that office building square footages shift considerably in the reasonable judgment of the City Manager (e.g., increase by more than twenty-five percent (25%) as to any office building or buildings that trigger(s) a milestone) or combine, the obligations set forth in this exhibit shall shift in a correlative manner through a meet and confer process between the Parties, with resulting changes to this exhibit being documented in writing by the Parties through an Operating Memorandum pursuant to Section 8.7 of this Agreement.

[2] Final distribution of residential units, including BMR units, to be determined at building permit for each building containing residential units. Reduction from required minimum number of units by up to five percent (5%) is permitted. Reduction from required number of units by more than five percent (5%) but less than up to ten percent (10%) requires approval through an Operating Memorandum pursuant to Section 8.7 of this Agreement. Reduction of from the required number of units by more than 10 percent (10%) requires approval through amendment of this Agreement pursuant to Section 8.1 of this Agreement.

Project Component	Timing/Milestones[1]	Required Minimum Number of Residential and BMR Units associated with such Phase of Construction[2]
3. First, Second and Third Office buildings	3. Commence construction concurrently with or after commencement of Elevated Park and MCS Complete Structural Podium of RS2 and RS6 prior to final Certificate of Occupancy ("COO") for first office building and complete roof framing of R2 and R6 prior to final COO for the second office building, but, if a temporary COO has been issued, no later than 120 days from the issuance of a temporary COO for the second office building	
4. Residential buildings RS 2 and RS 6	4. Commence construction within 4 months after commencement of construction of first office building	RS2 and RS6 have a combined total of 505 units, including 54 BMR units
5. Fourth Office building	5. Commence construction of RS2 and RS6 prior to issuance of building permits for the fourth office building Issue final COO for RS6 prior to final COO for the fourth office building, but, if a temporary COO has been issued, no later than 120 days from the issuance of a temporary COO for the fourth office building	

Project Component	Timing/Milestones[1]	Required Minimum Number of Residential and BMR Units associated with such Phase of Construction[2]
6. Sixth Office building	6. Complete construction of podium of RS3 and RS7 prior to issuance of building permits for the sixth office building Commence construction of RS4 and RS5 prior to final COO for the sixth office building, but, if a temporary COO has been issued, no later than 120 days after the issuance of a temporary COO for the sixth office building	RS3 and RS7 (senior building) have a combined total of 539 units, including 162 BMR units RS4 and RS5 have a combined total of 686 units, including 96 BMR units

EXHIBIT E-1

CONCEPTUAL SITE PLAN

(TO BE INSERTED)

EXHIBIT E-2

CONCEPTUAL PUBLICLY ACCESSIBLE OPEN SPACE SITE PLAN

(TO BE INSERTED)

EXHIBIT E-3

CONCEPTUAL WILLOW ROAD TUNNEL

(TO BE INSERTED)

EXHIBIT F

WILLOW VILLAGE COMMUNITY AMENITIES
TIMING PROVISIONS

Building Related Amenities	Timing/Milestones/Valuations
1. Elevated Park/MCS	1. First Vertical Improvements to be constructed
2. Grocery Store and Rent Subsidies	2. Grocery store located in RS2 (first residential building); final COO for Grocery Store tenant improvements to be issued within 12 months after final COO for RS2, but, if a temporary COO has been issued, no later than 16 months from the issuance of a temporary COO for RS2
Offsite Amenity	
1. Affordable Housing Contribution	1. Total contribution of $5 Million to City, with an initial payment of $2 Million upon issuance of first building permit for vertical construction and three subsequent payments of $1 Million on the anniversary of such issuance
2. Air Quality and Noise Monitoring Equipment Funding	2. Prior to issuance of the first demolition permit
3. Willow Road Feasibility Study funding or for other use as determined by City	3. $100,000 prior to issuance of first building permit for vertical construction
4. Funding for Job Training Programs	4. Ongoing funding of $8,304,907 total for: a) Year-up and Hub from February 2022-December 2024 b) Job Train from January 2022- December 2023
5. Teacher Housing Rent Subsidies	5. Ongoing funding of $1,745,319 total for February 2022- March 2024
Vertical Buildout Amenities	
1. Bayfront Shuttle	1. Bayfront Shuttle to be operational no later than the completion of the Elevated Park

Building Related Amenities	Timing/Milestones/Valuations
2. Bank/Credit Union	2. Complete Construction and secure final COO within 12 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3
3. First Phase Dining (9,000 SF of restaurants/cafes)	3. Complete Construction and secure final COO within 9 months after final COO for RS3, but, if a temporary COO has been issued, no later than 13 months after the issuance of a temporary COO for RS3
4. Second Phase Dining (2nd 9,000 SF of restaurants/cafes)	4. Complete Construction and secure final COO within 18 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3
5. First Phase Community Entertainment (12,500 SF of Community Entertainment)	5. Complete Construction and secure final COO within 18 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3
6. Second Phase Community Entertainment (2nd 12,500 SF of Community Entertainment)	6. Complete Construction and secure final COO within 24 months after final COO for RS3, but, if a temporary COO has been issued, no later than 28 months after the issuance of a temporary COO for RS3

Building Related Amenities	Timing/Milestones/Valuations
7. Pharmacy Services	7. Timing is dependent on location; Complete Construction and secure final COO: a) if within Willow Hamilton retail center, then 12 months after completion of the Elevated Park elevator tower at the Hamilton center; b) if within Willow Village in RS3, then within 12 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3; or c) if within Willow Village in Office Building O2 Retail (east side of Main), then within 12 months after later of (i) final COO for RS3 to correspond with retail on the west side of Main (but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3) or (ii) final COO for O2 (but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for O2)
Publicly Accessible Open Space Amenities	
2. Town Square Open Space	2. Complete Construction of Town Square improvements east of West Street, up to O4, within 12 months after completion of Town Square garage structural podium regardless of hotel status; commence construction of remainder within 6 months after final COO for hotel and complete within 18 months after final COO for hotel; maintain improvements following completion.
2. Elevated Park	5. Commence construction after issuance of first building permit for Elevated Park, and diligently prosecute to Completion of Construction
3. Excess Publicly Accessible Open Space	6. Construct concurrent with Completion of Construction of Elevated Park

EXHIBIT G

PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT

(TO BE INSERTED)

DRAFT CITY COUNCIL RESOLUTION NO. XXXX

DRAFT RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK FOR APPROVAL OF THE BELOW MARKET RATE HOUSING AGREEMENTS BETWEEN THE CITY OF MENLO PARK AND PENINSULA INNOVATION PARTNERS, LLC FOR THE WILLOW VILLAGE MASTER PLAN PROJECT

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. This resolution incorporates by reference those certain Below Market Rate ("BMR") Housing Agreements ("BMR Agreements") inclusive of Exhibits B1 (Staff Report Attachment A12) and B2 (Staff Report Attachment A13) thereto for the Willow Village Project by and between the City and Peninsula Innovation Partners, LLC ("Applicant") attached hereto as Attachment A and incorporated herein by this reference. Specifically, Attachment A Includes Exhibit B1 - the form non-age restricted Below Market Rate Housing Agreement and Declaration of Restrictive Covenants ("Non-Age Restricted BMR Agreement") for all non-age restricted BMR units and Exhibit B2 - the age restricted Below Market Rate Housing Agreement and Declaration of Restrictive Covenants ("Age Restricted BMR Agreement"). Collectively, the Non-Age Restricted BMR Agreement, and Age Restricted BMR Agreement are referred to as the "BMR Agreements."

SECTION 2. The City, as lead agency, prepared an Environmental Impact Report ("EIR") (SCH: 2019090428) pursuant to the California Environmental Quality Act ("CEQA") that examined the environmental impacts of the redevelopment of the approximately 59-acre industrial site (the "main Project Site") plus three parcels (within two sites) west of Willow Road (the "Hamilton Parcels" and collectively, with the main Project Site, the "Project Site") with the construction of a mixed-use development consisting of up to 1.6 million square feet of office and accessory uses (a maximum of 1,250,000 square feet of offices and the balance for accessory uses), up to 1,730 multifamily dwelling units, up to 200,000 square feet of retail uses, an up to 193-room hotel, and associated open space and infrastructure (the "Project"). On _____ __, 2022, by Resolution No. _____, the City Council certified the EIR, made certain findings, and adopted a Mitigation Monitoring and Reporting Plan, which Resolution together with the EIR are incorporated herein by reference. The City Council finds that the BMR Agreements are within the scope of the EIR.

SECTION 3. The Planning Commission reviewed the BMR Agreements at a duly and properly noticed public hearing held on October 24, 2022, and recommended that the City Council adopt this resolution. As part of its recommendation to the City Council, the Planning Commission determined that the BMR Agreements are consistent with the purpose of the City's BMR Housing Program as stated in Municipal Code Section 16.96.010, which is to increase the housing supply for households that have extremely low, very low, low and moderate incomes compared to the median household income for San Mateo County. The Planning Commission also determined that the BMR Agreements are consistent with the primary objective of the BMR

Housing Program as stated in Municipal Code Section 19.16.010, which is to create actual housing units. The Planning Commission further determined that Applicant's request to deviate from requirements in BMR Guidelines Sections 5.1 and 8.1 for the Age Restricted BMR Agreement would result in BMR units of reasonably equivalent characteristics as what would be required under the BMR Guidelines and is necessary to provide affordable units for seniors.

SECTION 4. The City Council held a duly and properly noticed public hearing on the BMR Agreements on _____ __, 2022. The City Council finds that the following are the relevant facts concerning the BMR Agreements:

1. The BMR Agreements will result in the construction of BMR units that meet the requirements of Municipal Code Chapter 16.96 and are commensurate with the goals of the BMR Housing Program Guidelines, resulting in the Project producing 312 affordable units, as more specifically described in the BMR Agreements.

2. To provide affordable senior housing, which is needed in San Mateo County, the Age Restricted BMR Agreement allows the senior affordable units to be in a senior housing building, as required by law, rather than distributed throughout the Project, and to have a different mix than the overall mix of units in the Project as a whole. The production of affordable senior units is a benefit to the City.

3. To provide affordable senior housing, which is needed in San Mateo County, the Age Restricted BMR Agreement will require the affordable units to be rented to persons over a certain age, which preference is not expressly contemplated in the City's BMR rental preference criteria (set forth in the City of Menlo Park Below Market Rate Guidelines). The production of affordable senior units is a benefit to the City.

4. The above described alternatives to the City of Menlo Park Below Market Rate Guidelines are commensurate with the applicable requirements in the Guidelines and are consistent with the goals of the Guidelines.

SECTION 6. Based upon the above findings of fact, the BMR Agreements for the Project are hereby approved. The City Council hereby authorizes the City Manager to execute the BMR Agreements in substantial conformance the BMR Agreements attached hereto and all documents required to implement the BMR Agreements on behalf of the City.

SECTION 7. If any section of this resolution, or part hereof, is held by a court of competent jurisdiction in a final judicial action to be void, voidable or enforceable, such section, or part hereof, shall be deemed severable from the remaining sections of this ordinance and shall in no way affect the validity of the remaining sections hereof.

INTRODUCED on the _____ day of _____, 2022.

PASSED AND ADOPTED as a resolution of the City of Menlo Park at a regular meeting of said Council on the _____ day of _____, 2022, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

_____

_____

Mayor, City of Menlo Park

_____

_____

City Clerk

ATTACHMENT A

PROJECT WIDE AFFORDABLE HOUSING AGREEMENT

(attached)

EXHIBIT B1

BELOW MARKET RATE HOUSING AGREEMENTAND DECLARATION OF RESTRICTIVE COVENANTS

(Non-Age Restricted)

(attached)

(Staff Report Attachment A12)

EXHIBIT B2

BELOW MARKET RATE HOUSING AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS

(Age Restricted)

(attached)

(Staff Report Attachment A13)

This document is recorded for the benefit of the City of Menlo Park and is entitled to be recorded free of charge in accordance with Sections 6103 and 27383 of the Government Code.

RECORDING REQUESTED BY AND WHEN RECORDED MAIL TO:

City of Menlo Park
Attn: City Clerk
701 Laurel Street
Menlo Park, CA 94025

BELOW MARKET RATE HOUSING AGREEMENT

AND DECLARATION OF RESTRICTIVE COVENANTS

(Willow Village Masterplan 1350 Willow Road)

THIS BELOW MARKET RATE HOUSING AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS ("**Agreement**") is entered into as of_____, 2022, by and between the City of Menlo Park, a California municipal corporation ("**City**"), and _____, a _____ ("**Owner**"). City and Owner may be referred to individually as a "**Party**" or collectively as the "**Parties**" in this Agreement.

RECITALS

A. Owner is the owner of that certain real property located at _____ (APN _____), in the City of Menlo Park, California ("**Property**"), as more particularly described in Exhibit A attached hereto and incorporated herein by this reference.

B. [Peninsula Innovation Partners, LLC] ("**Project Wide Developer**") applied to demolish an existing office, research and development and industrial site (the "**Main Willow Village Project Site**") and to comprehensively redevelop the project wide site with up to 1.6 million square feet of office space (inclusive of meeting and collaboration space and accessory uses), up to 200,000 square feet of retail uses, a 193 room hotel (approximately 172,000 square feet in size), and up to 1,730 residential dwelling units, as well as publicly accessible open space and landscaping as part of a master planned mixed-use project (the "**Willow Village Project**"), [which is subject to that certain Project Wide Affordable Housing Agreement ("**Project Wide Affordable Housing Agreement**") between Project Wide Developer and City, dated as of [_____], 2022. The Property is part of Phase [___] as described in the Project Wide Affordable Housing Agreement.]

C. [The Project Wide Developer has transferred the Property to the Owner, and the City has released the Property from the Project Wide Affordable Housing Agreement pursuant to the terms of the Project Wide Affordable Housing Agreement, in conjunction with the recording

of this Agreement.]

D. The Willow Village Project re-subdivided the Main Willow Village Project Site into ____ new legal parcels shown on the proposed Vesting Tentative Map in Exhibit ___ of the DA. Amongst those new parcels is parcel _____, which is approved for residential building [___] with a new multifamily residential project with [_____] rental units, as well as associated open space, circulation, parking and infrastructure improvements. ("**Project**"), of which [_____] (___) rental units ("**BMR Units**") shall be affordable to below market rate households as follows: [_____] (__) low income units ("**Low Income Units**") and [_____] (__) moderate income units ("**Moderate Income Units**"). The allocation of BMR Units across the unit-sizes in the Project is more particularly described on Exhibit B, attached hereto and incorporated herein by this reference.

E. On _____, 2022, after a duly noticed public hearing, and on the recommendation of the Housing Commission and the Planning Commission, the City Council certified the environmental impact report and granted General Plan Circulation Element and Zoning Map amendments, rezoning, conditional development permit, development agreement, vesting tenantive map, and below market rate (BMR) housing agreement for the Project ("**Project Approvals**"). The Project Approvals require the Project Wide Developer to provide BMR Units in accordance the Project Wide Affordable Housing Agreement. In accordance with the Menlo Park Municipal Code Chapter 16.96, the Below Market Rate Housing Program ("**BMR Ordinance**"), and the Below Market Rate Housing Program Guidelines ("**Guidelines**"), Owner is required to execute and record an approved BMR Housing Agreement as a condition precedent to the issuance of a building permit for the Project. This Agreement is intended to satisfy that requirement.

F. As required by the Project Wide Affordable Housing Agreement, and pursuant to this Agreement, Owner has agreed to observe all the terms and conditions set forth below for purposes of development and operation of the BMR Units. This Agreement will ensure the Project's continuing affordability.

NOW, THEREFORE, the Parties hereto agree as follows. The recitals are incorporated into this Agreement by this reference.

1. CONSTRUCTION OF THE IMPROVEMENTS.

1.1 Construction of the Project. Owner agrees to construct the Project in accordance with the Menlo Park Municipal Code and all other applicable state and local building codes, development standards, ordinances and zoning ordinances.

1.2 City and Other Governmental Permits. Before commencement of the Project, Owner shall secure or cause its contractor to secure any and all permits which may be required by the City or any other governmental agency affected by such construction, including without limitation building permits. Owner shall pay all necessary fees and timely submit to the City final drawings with final corrections to obtain such permits; City staff will, without incurring liability or expense therefore, process applications in the ordinary course of business for the issuance of

building permits and certificates of occupancy for construction that meets the requirements of the Menlo Park Municipal Code, and all other applicable laws and regulations.

1.3 Compliance with Laws. Owner shall carry out the design, construction and operation of the Project in conformity with all applicable laws, including all applicable state labor standards, City zoning and development standards, building, plumbing, mechanical and electrical codes, and all other provisions of the Menlo Park Municipal Code, and **all** applicable disabled and handicapped access requirements, including without limitation the Americans With Disabilities Act, 42 U.S.C. Section 12101, *et seq.,* Government Code Section 4450, *et seq.,* Government Code Section 11135, *et seq.,* and the Unruh Civil Rights Act, Civil Code Section 51, *et seq.*

2. OPERATION OF THE BMR UNITS

2.1 Affordability Period. This Agreement shall remain in effect and the Property shall be subject to the requirements of this Agreement from the date that the City issues a final certificate occupancy for the Project (the "**Effective Date**") until the 55th anniversary of such Effective Date. The duration of this requirement shall be known as the "**Affordability Period**."

2.2 Maintenance. Owner shall comply with every condition of the Project Approvals applicable to the Project and shall, at all times, maintain the Project and the Property in good repair and working order, reasonable wear and tear excepted, and in a safe and sanitary condition, and from time to time shall make all necessary and proper repairs, renewals, and replacements to keep the Project and the Property in a good, clean, safe, and sanitary condition.

2.3 Monitoring and Recordkeeping. Throughout the Affordability Period, Owner shall comply with all applicable recordkeeping and monitoring requirements set forth in the Guidelines. City shall have the right to inspect the books and records of Owner and its rental agent or bookkeeper upon reasonable notice during normal business hours. Representatives of the City shall be entitled to enter the Property, upon at least 48-hour prior written notice, which can be provided via email, to monitor compliance with this Agreement, to inspect the records of the Project with respect to the BMR Units, and to conduct, or cause to be conducted, an independent audit or inspection of such records. Owner agrees to cooperate with the City in making the Property available for such inspection or audit. Owner agrees to maintain records in businesslike manner, and to maintain such records for Affordability Period.

2.4 Non-Discrimination Covenants. Owner covenants by and for itself, its successors and assigns, and all persons claiming under or through them that there shall be no discrimination against or segregation of any person or group of persons on account of race, color, religion, sex, marital status, familial status, disability, national origin, or ancestry in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of the Property, nor establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees, or vendees in the Property. Owner shall include such provision in all deeds, leases, contracts and other instruments executed by Owner, and shall enforce the same diligently and in good faith.

a. In deeds, the following language shall appear:

(1) Grantee herein covenants by and for itself, its successors and assigns, and all persons claiming under or through it, that there shall be no discrimination against or segregation of a person or of a group of persons on account of any basis listed in subdivision (a) or (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the Government Code, in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of the property herein conveyed nor shall the grantee or any person claiming under or through the grantee establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees or vendees in the property herein conveyed. The foregoing covenant shall run with the land.

(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11 and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1).

b. In leases, the following language shall appear:

(1) The lessee herein covenants by and for the lessee and lessee's heirs, personal representatives and assigns, and all persons claiming under the lessee or through the lessee, that this lease is made subject to the condition that there shall be no discrimination against or segregation of any person or of a group of persons on account of race, color, creed, religion, sex, sexual orientation, marital status, national origin, ancestry or disability in the leasing, subleasing, transferring, use, occupancy, tenure or enjoyment of the property herein leased nor shall the lessee or any person claiming under or through the lessee establish or permit any such practice or practices of discrimination of segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, sublessees, subtenants, or vendees in the property herein leased.

(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11 and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360

of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1).

c. In contracts pertaining to management of the Project, the following language, or substantially similar language prohibiting discrimination and segregation shall appear:

(1) There shall be no discrimination against or segregation of any person or group of persons on account of any basis listed in subdivision (a) or (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the Government Code, in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of the property nor shall the transferee or any person claiming under or through the transferee establish or permit any such practice or practices of discrimination or segregation with reference to selection, location, number, use or occupancy of tenants, lessee, subtenants, sublessees or vendees of the land.

(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11 and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1).

2.5 Subordination. This Agreement shall be recorded in the Official Records of the County of San Mateo and shall run with the land. The City agrees that the City will not withhold consent to reasonable requests for subordination of this Agreement for the benefit of lenders providing financing for the Project, provided that the instruments effecting such subordination include reasonable protections to the City in the event of default, including without limitation, extended notice and cure rights.

3. OPERATION OF THE BMR UNITS

3.1 BMR Units. Owner agrees to make available, restrict occupancy to, and lease not less than [_____] (__) BMR Units, inclusive of [_____] (__) Low Income Units and [_____] (__) Moderate Income Units, to Qualifying Households, as hereinafter defined, at an affordable rent, pursuant to the terms set forth below. The BMR Units shall be of a quality comparable to all of the other rental units in the Project. The BMR Units shall be initially distributed as set forth in Exhibit C, attached hereto and incorporated herein by this reference. Thereafter, the location of the individual BMR Units may float to account for the next available unit requirement set forth below and as otherwise necessary for the professional maintenance and operation of the Project provided that the distribution of BMR Units are equitably disbursed throughout the Project and the City's City Manager or Deputy Director of Community

Development ("**Deputy Director**") shall be notified of any change or relocation of BMR Units by Owner.

3.2 Qualifying Households. For purposes of this Agreement, "**Qualifying Households**" shall mean those households with incomes as follows:

a. "**Low Income Unit**": means units restricted to households with incomes of not more than eighty percent (80%) of AMI. "AMI" means the median income for San Mateo County, California, adjusted for Actual Household Size, as published from time to time by the State of California Department of Housing and Community Development in Section 6932 of Title 25 of the California Code of Regulations or successor provision. Qualifying Households shall continue to qualify unless at the time of recertification, the household's income exceeds the Low Income eligibility requirements, then the tenant shall no longer be qualified. Upon Owner's determination that any such household is no longer qualified, the unit shall no longer be deemed a Low Income Unit, and the Owner shall either (1) make the next available unit, which is comparable in terms of size, features and number of bedrooms, a Low Income Unit, or take other actions as may be necessary to ensure that the total required number of Low Income Units are rented to Qualifying Households, or (2) if the tenant's income does not exceed one hundred twenty (120%) of the maximum income that would qualify the Tenant as a Moderate Income Household, the tenant shall be allowed to remain in the unit at a Moderate Income rent. If the tenant originally qualified as a Low Income Household, then the tenant's rent will be increased to a Moderate Income rent upon the later of sixty (60) days' notice or the renewal of the tenant's lease, and the Owner shall rent the next available unit to a Low Income Household. Owner shall notify the City annually if Owner substitutes a different unit for one of the designated Low Income Units pursuant to this paragraph.

b. "**Moderate Income Unit**": means units restricted to households with incomes of not more than one hundred and twenty percent (120%) of AMI. "AMI" means the median income for San Mateo County, California, adjusted for Actual Household Size, as published from time to time by the State of California Department of Housing and Community Development in Section 6932 of Title 25 of the California Code of Regulations or successor provision. Qualifying Households shall continue to qualify unless at the time of recertification, the household's income exceeds the Moderate Income eligibility requirements, then the tenant shall no longer be qualified. Upon Owner's determination that any such household is no longer qualified, the unit shall no longer be deemed a Moderate Income Unit and the Owner shall either (1) make the next available Moderate Income Unit, which is comparable in terms of size, features and number of bedrooms, a Moderate Income Unit, or take other actions as may be necessary to ensure that the total required number of Moderate Income Units are rented to

Qualifying Households, or (2) If the tenant's income does not exceed one hundred twenty (120%) of the maximum income that would qualify the Tenant as a Moderate Income Household, the tenant shall be allowed to remain in the unit at a Moderate Income rent. If the tenant originally qualified as a Moderate Income Household, then the Tenant shall be notified they are no longer eligible for the BMR unit and tenant's rent will be increased to a market rate rent upon the later of sixty (60) days' notice or the renewal of the tenant's lease, and the Owner shall rent the next available unit to a Moderate Income Household. Owner shall notify the City annually if Owner substitutes a different unit for one of the designated Moderate Income Units pursuant to this paragraph.

3.3 Income Verification and Annual Report. On or before July 1 of each year, commencing with the calendar year that the first residential unit in the Project is rented to a tenant, and annually thereafter, Owner shall obtain from each household occupying a BMR Unit and submit to the City an income computation and certification form, completed by a tenant of such unit, which shall certify that the income of each Qualifying Household is truthfully set forth in the income certification form, in the form proposed by the Owner and approved by the Deputy Director ("**Annual Report**"). Owner shall make a good faith effort to verify that each household leasing a BMR Unit meets the income and eligibility restrictions for the BMR Unit by taking the following steps as a part of the verification process: (a) obtain a minimum of the three (3) most current pay stubs for all adults age eighteen (18) or older; (b) obtain an income tax return for the most recent tax year; (c) conduct a credit agency or similar search; (d) obtain the three (3) most current savings and checking account bank statements; (e) obtain an income verification form from the applicant's current employer; (f) obtain an income verification form from the Social Security Administration and/or the California Department of Social Services if the applicant receives assistance from either of such agencies; or (g) if the applicant is unemployed and has no such tax return, obtain another form of independent verification. Copies of tenant income certifications shall be available to the City upon request. The Annual Report shall, at a minimum, include the following information for each BMR Unit: unit number, number of bedrooms, current rent and other charges, dates of any vacancies during the reporting period, number of people residing in the unit, total household Gross Income, and lease commencement and termination dates. The Report shall also provide a statement of the owner's management policies, communications with the tenants and maintenance of the BMR Unit, including a statement of planned repairs to be made and the dates for the repairs.

3.4 Affordable Rent. The maximum Monthly Rent, defined below, chargeable for the BMR Units and paid shall be as follows:

a. "**Low Income Household**": shall be 1/12th of 30 percent of 80 percent of the AMI. The Monthly Rent for a Low Income Unit rented to a Low Income Household and paid by the household shall be based on an assumed average occupancy per unit of one person per studio unit, 1.5 persons for a one-bedroom unit, 3 persons for a two-bedroom unit and 4.5 persons for a three-bedroom unit, unless otherwise approved by the Deputy Director for an unusually large unit with a maximum of two persons per bedroom, plus one.

b. "**Moderate Income Household**": shall be 1/12th of 30 percent of 120 percent of the AMI. The Monthly Rent for a Moderate Income Unit rented to a Moderate Income Household and paid by the household shall be based on an assumed average occupancy per unit of one person per studio unit, 1.5 persons for a one- bedroom unit, 3 persons for a two-bedroom unit and 4.5 persons for a three- bedroom unit, unless otherwise approved by the Deputy Director for an unusually large unit with a maximum of two persons per bedroom, plus one.

For purposes of this Agreement, "**Monthly Rent**" means the total of monthly payments actually made by the household for (a) use and occupancy of each BMR Unit and land and facilities associated therewith, (b) any separately charged fees or service charges assessed by Owner which are required of all tenants, other than security deposits, (c) a reasonable allowance for an adequate level of service of utilities not included in (a) or (b) above, and which are not paid directly by Owner, including garbage collection, sewer, water, electricity, gas and other heating, cooking and refrigeration fuels, but not including telephone or internet service, which reasonable allowance for utilities is set forth in the County of San Mateo's Utility Allowance Schedule for detached homes, apartments, condominiums and duplexes, and (d) possessory interest, taxes or other fees or charges assessed for use of the land and facilities associated therewith by a public or private entity other than Owner. Pursuant to the Guidelines, in no case shall the Monthly Rent for a BMR Unit exceed 75 percent of comparable market rate rents.

3.5 Agreement to Limitation on Rents. As described in Recital C above, Owner is developing at the bonus level of development, which is a form of assistance authorized by Chapter 4.3 (commencing with Section 65915) of Division 1 of Title 7 of the Government Code. Sections 1954.52(b) and 1954.53(a)(2) of the Costa-Hawkins Act provide that, where a developer has received such assistance, certain provisions of the Costa-Hawkins Act do not apply if a developer has so agreed by contract. Owner hereby agrees to limit Monthly Rent as provided in this Agreement in consideration of Owner's receipt of the assistance and further agrees that any limitations on Monthly Rents imposed on the BMR Units are in conformance with the Costa-Hawkins Act. Owner further warrants and covenants that the terms of this Agreement are fully enforceable.

3.6 Lease Requirements. No later than 180 days prior to the initial lease up of the BMR Units, Owner shall submit a standard lease form to the City for approval by the Deputy Director or his/her designee. The City shall reasonably approve such lease form upon finding that such lease form is consistent with this Agreement and contains all of the provisions required pursuant to the Guidelines. The City's failure to respond to Owner's request for approval of the standard lease form within thirty (30) business days of City's receipt of such lease, shall be deemed City's approval of such lease form. Owner shall enter into a written lease, in the form approved by the City, with each new tenant of a BMR Unit prior to a tenant or tenant household's occupancy of a BMR Unit. Each lease shall be for an initial term of not less than one year which may be renewed pursuant to applicable local and State laws, and shall not contain any of the provisions which are prohibited pursuant to the Guidelines, local, state and Federal laws.

3.7 Selection of Tenants. Each BMR Unit shall be leased to tenant(s) selected by Owner who meet all of the requirements provided herein, and, to the extent permitted by law, with priority given to those eligible households who either live or work in the City of Menlo Park, or meet at least one of the other preferences identified in the Guidelines. The City's BMR Administrator, on behalf of the City will provide to Owner the names of persons who have expressed interest in renting BMR Units for the purposes of adding such interested persons to Owner's waiting list, to be processed in accordance with Owner's customary policies. Owner shall not refuse to lease to a holder of a certificate or a rental voucher under the Section 8 program or other tenant-based assistance program, who is otherwise qualified to be a tenant in accordance with the approved tenant selection criteria.

4. DEFAULT AND REMEDIES

4.1 Events of Default. The following shall constitute an "Event of Default" by Owner under this Agreement: there shall be a material breach of any condition, covenant, warranty, promise or representation contained in this Agreement and such breach shall continue for a period of thirty (30) days after written notice thereof to the Owner without the Owner curing such breach, or if such breach cannot reasonably be cured within such 30 day period, commencing the cure of such breach within such 30 day period and thereafter diligently proceeding to cure such breach; provided, however, that if a different period or notice requirement is specified for any particular breach under any other paragraph of Section 4 of this Agreement, the specific provision shall control.

4.2 Remedies. The occurrence of any Event of Default under Section 4.1 shall give the City the right to proceed with an action in equity to require the Owner to specifically perform its obligations and covenants under this Agreement or to enjoin acts or things which may be unlawful or in violation of the provisions of this Agreement, and the right to terminate this Agreement.

4.3 Obligations Personal to Owner. The liability of Owner under this Agreement to any person or entity is limited to Owner's interest in the Project, and the City and any other such persons and entities shall look exclusively thereto for the satisfaction of obligations arising out of this Agreement or any other agreement securing the obligations of Owner under this Agreement. From and after the date of this Agreement, no deficiency or other personal judgment, nor any order or decree of specific performance (other than pertaining to this Agreement, any agreement pertaining to any Project or any other agreement securing Owner's obligations under this Agreement), shall be rendered against Owner, the assets of Owner (other than Owner's interest in the Project), its partners, members, successors, transferees or assigns and each of their respective officers, directors, employees, partners, agents, heirs and personal representatives, as the case may be, in any action or proceeding arising out of this Agreement or any agreement securing the obligations of Owner under this Agreement, or any judgment, order or decree rendered pursuant to any such action or proceeding. No subsequent Owner of the Project shall be liable or obligated for the breach or default of any obligations of Owner under this Agreement on the part of any prior Owner. Such obligations are personal to the person who was the Owner at the time the default or breach was alleged to have occurred and such person shall remain liable for any and all damages occasioned thereby even after such person ceases to be the Owner. Each Owner shall comply with

and be fully liable for all obligations the Owner hereunder during its period of ownership of the Project.

4.4 Force Majeure. Subject to the party's compliance with the notice requirements as set forth below, performance by either party hereunder shall not be deemed to be in default, and all performance and other dates specified in this Agreement shall be extended, where delays or defaults are due to causes beyond the control and without the fault of the party claiming an extension of time to perform, which may include, without limitation, the following: war, insurrection, strikes, lockouts, riots, floods, earthquakes, fires, assaults, acts of God, acts of the public enemy, epidemics, quarantine restrictions, freight embargoes, lack of transportation, governmental restrictions or priority, litigation, unusually severe weather, inability to secure necessary labor, materials or tools, acts or omissions of the other party, or acts or failures to act of any public or governmental entity (except that the City's acts or failure to act shall not excuse performance of the City hereunder). An extension of the time for any such cause shall be for the period of the enforced delay and shall commence to run from the time of the commencement of the cause, if notice by the party claiming such extension is sent to the other party within 30 days of the commencement of the cause.

4.5 Attorneys' Fees. In addition to any other remedies provided hereunder or available pursuant to law, if either party brings an action or proceeding to enforce, protect or establish any right or remedy hereunder, the prevailing party shall be entitled to recover from the other party its costs of suit and reasonable attorneys' fees. This Section shall be interpreted in accordance with California Civil Code Section 1717 and judicial decisions interpreting that statute.

4.6 Remedies Cumulative. No right, power, or remedy given by the terms of this Agreement is intended to be exclusive of any other right, power, or remedy; and each and every such right, power, or remedy shall be cumulative and in addition to every other right, power, or remedy given by the terms of any such instrument, or by any statute or otherwise.

4.7 Waiver of Terms and Conditions. The City may, in its sole discretion, waive in writing any of the terms and conditions of this Agreement. Waivers of any covenant, term, or condition contained herein shall not be construed as a waiver of any subsequent breach of the same covenant, term, or condition.

4.8 Non-Liability of City Officials and Employees. No member, official, employee or agent of the City shall be personally liable to Owner or any occupant of any BMR Unit, or any successor in interest, in the event of any default or breach by the City or for any amount which may become due to the Owner or its successors, or on any obligations under the terms of this Agreement.

4.9 Cure Rights. Notwithstanding anything to the contrary contained herein, City hereby agrees that any cure of any default made or tendered by (i) Owner's limited partner, or (ii) Owner's senior mortgage lender, shall be deemed to be a cure by Owner and shall be accepted or rejected on the same basis as if made or tendered by Owner.

5. GENERAL PROVISIONS

5.1 Below Market Rate Guidelines ("Guidelines"). This Agreement incorporates by reference the Guidelines as of the date of this Agreement and any successor sections as the Guidelines may be amended from time to time. In the event of any conflict or ambiguity between this Agreement, the requirements of state and federal fair housing laws and the Guidelines, the terms and conditions of this Agreement and the requirements of state and federal fair housing laws shall control.

5.2 Time. Time is of the essence in this Agreement.

5.3 Notices. Unless otherwise indicated in this Agreement, any notice requirement set forth herein shall be deemed to be satisfied three days after mailing of the notice first-class United States certified mail, postage prepaid, or at the time of personal delivery, addressed to the appropriate party as follows:

Owner: [_____]
[_____]
[_____]
Attention: [_____]
Email: [_____]

City : City of Menlo Park
701 Laurel Street
Menlo Park, California 94025-3483
Attention: City Manager

Such addresses may be changed by notice to the other party given in the same manner as provided above.

5.4 Successors and Assigns. This Agreement constitutes a covenant and legal restriction on the Property and shall run with the land, provided the Project remains on the Property, and all of the terms, covenants and conditions of this Agreement shall be binding upon Owner and the permitted successors and assigns of Owner.

5.5 Intended Beneficiaries. The City is the intended beneficiary of this Agreement and shall have the sole and exclusive power to enforce this Agreement. It is intended that the City may enforce this Agreement in order to, satisfy its obligations to improve, increase and preserve affordable housing within the City, as required by the Guidelines, and to provide that a certain percentage of new housing is made available at affordable housing cost to persons and families of very low, low and moderate incomes as required by the Guidelines. No other person or persons, other than the City and Owner and their assigns and successors, shall have any right of action hereon.

5.6 Partial Invalidity. If any provision of this Agreement shall be declared invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired.

5.7 Governing Law. This Agreement and other instruments given pursuant hereto shall be construed in accordance with and be governed by the laws of the State of California. Any references herein to particular statutes or regulations shall be deemed to refer to successor statutes or regulations, or amendments thereto. The venue for any action shall be the County of San Mateo.

5.8 Amendment. This Agreement may not be changed orally, but only by agreement in writing signed by Owner and the City.

5.9 Approvals. Where an approval or submission is required under this Agreement, such approval or submission shall be valid for purposes of this Agreement only if made in writing. Where this Agreement requires an approval or consent of the City, such approval shall not be unreasonably withheld may be given on behalf of the City by the City Manager or his or her designee. The City Manager or his or her designee is hereby authorized to take such actions as may be necessary or appropriate to implement this Agreement, including without limitation the execution of such documents or agreements as may be contemplated by this Agreement, and amendments which do not substantially change the uses or restrictions hereunder, or substantially add to the costs of the City hereunder.

5.10 Indemnification. To the greatest extent permitted by law, Owner shall indemnify, defend (with counsel reasonably approved by City) and hold the City, its heirs, successors and assigns (the "**Indemnitees**") harmless from and against any and all demands. losses, claims, costs and expenses, and any other liability whatsoever, including without limitation, reasonable accountants' and attorneys' fees, charges and expense (collectively, "**Claims**") arising directly or indirectly, in whole or in part, as a result of or in connection with Owner's construction, management, or operation of the Property and the Project or any failure to perform any obligation as and when required by this Agreement. Owner's indemnification obligations under this Section 6.10 shall not extend to Claims to the extent resulting from the gross negligence or willful misconduct of Indemnitees. The provisions of this Section 6.10 shall survive the expiration or earlier termination of this Agreement, but only as to claims arising from events occurring during the Affordability Period.

5.11 Insurance Coverage. Throughout the Affordability Period, Owner shall comply with the insurance requirements set forth in Exhibit D, attached hereto and incorporated herein by this reference, and shall, at Owner's expense, maintain in full force and effect insurance coverage as specified in Exhibit D.

5.12 Transfer and Encumbrance.

5.12.1 Restrictions on Transfer and Encumbrance. During the term of this Agreement, except as permitted pursuant to this Agreement, Owner shall not directly or indirectly, voluntarily, involuntarily or by operation of law make or attempt any total or partial sale, transfer, conveyance, assignment or lease (other than a lease of a BMR Unit on an approved form under Section 3.6 hereof to a qualified tenant as described in Section 3.7 hereof) (collectively, "**Transfer**") of the whole or any part of any BMR Unit, without the prior written consent of the City, which approval shall not be unreasonably withheld. In addition, prior to the expiration of the term of this Agreement, except as expressly permitted by this Agreement,

Owner shall not undergo any significant change of ownership without the prior written approval of City. For purposes of this Agreement, a "significant change of ownership" shall mean a transfer of the beneficial interest of more than twenty-five percent (25%) in aggregate of the present ownership and /or control of Owner, taking all transfers into account on a cumulative basis; provided however, neither the admission of an investor limited partner, nor the transfer by the investor limited partner to subsequent limited partners shall be restricted by this provision.

5.12.2 Permitted Transfers. The prohibitions on Transfer set forth herein shall not be deemed to prevent: (i) the granting of easements or permits to facilitate development of the Property; or (ii) assignments creating security interests for the purpose of financing the acquisition, construction, or permanent financing of the Project or the Property, or Transfers directly resulting from the foreclosure of, or granting of a deed in lieu of foreclosure of, such a security interest.

5.12.3 Requirements for Proposed Transfers. The City may, in the exercise of its reasonable discretion, consent to a proposed Transfer of this Agreement and/or a BMR Unit if all of the following requirements are met (provided however, the requirements of this Section 5.12.3 shall not apply to Transfers described in clauses (i) or (ii) of Section 5.12.2.

(i) The proposed transferee demonstrates to the City's satisfaction that it has the qualifications, experience and financial resources necessary and adequate as may be reasonably determined by the City to competently complete and manage the Project and to otherwise fulfill the obligations undertaken by the Owner under this Agreement.

(ii) The Owner and the proposed transferee shall submit for City review and approval all instruments and other legal documents proposed to effect any Transfer of all or any part of or interest in the BMR Unit or this Agreement together with such documentation of the proposed transferee's qualifications and development capacity as the City may reasonably request.

(iii) The proposed transferee shall expressly assume all of the rights and obligations of the Owner under this Agreement arising after the effective date of the Transfer and all obligations of Owner arising prior to the effective date of the Transfer (unless Owner expressly remains responsible for such obligations) and shall agree to be subject to and assume all of Owner's obligations pursuant to conditions, and restrictions set forth in this Agreement.

(iv) The Transfer shall be effectuated pursuant to a written instrument satisfactory to the City in form recordable in the Official Records.

Consent to any proposed Transfer may be given by the City's Authorized Representative unless the City's Authorized Representative, in his or her discretion, refers the matter of approval to the City Council. If the City has not rejected a proposed Transfer or requested additional information regarding a proposed Transfer in writing within forty-five (45) days following City's receipt of written request by Owner, the proposed Transfer shall be deemed approved.

5.13 Effect of Transfer without City Consent. In the absence of specific written

agreement by the City, no Transfer of any BMR Unit shall be deemed to relieve the Owner or any other party from any obligation under this Agreement. This Section 5.12 shall not apply to Transfers described in clauses (i) and (ii) of Section 5.12.2.

5.14 Recovery of City Costs. Owner shall reimburse City for all reasonable City costs, including but not limited to reasonable attorneys' fees, incurred in reviewing instruments and other legal documents proposed to effect a Transfer under this Agreement and in reviewing the qualifications and financial resources of a proposed successor, assignee, or transferee within ten (10) days following City's delivery to Owner of an invoice detailing such costs.

5.15 [**Satisfaction of Project Wide Affordable Housing Agreement Requirements**. The City hereby acknowledges and agrees that Owner's execution and delivery of this Agreement and the performance of Owner's obligations herein, satisfies Project Wide Developer's obligation to execute and record a Below Market Rate Housing Agreement and Declaration of Restrictive Covenants against the Property as set forth in Section 5 of the Project Wide Affordable Housing Agreement.]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year set forth above.

SIGNATURES ON FOLLOWING PAGE(S).

OWNER:

[_____], a [_____]

By:_____

Its:

CITY:

CITY OF MENLO PARK, a California municipal corporation

By:_____
City Manager

ATTEST:

By:_____
City Clerk

List of Exhibits:
Exhibit A: Property Description
Exhibit B: Allocation of the BMR Units
Exhibit C: BMR Unit Locations
Exhibit D: Insurance Requirements

Exhibit A
Property Description

Exhibit B
Allocation of BMR Units in the Project

BMR Units	Low	Moderate
Studio apartment		
1 bedroom apartment		
2 bedroom apartment		
3 bedroom apartment		
Total - BMR Units		

Exhibit C
BMR Unit Locations

Exhibit D
Insurance Requirements

Prior to initiating work on the Project and continuing throughout the Affordability Period, Owner shall obtain and maintain the following policies of insurance and shall comply with all provisions set forth in this Exhibit.

1. General Requirements. Owner shall procure and maintain the following insurance providing coverage against claims for injuries to persons or damages to property that may arise from or in connection with the Project, construction, management, or operation of the Property by the Owner or the Owner's agents, representatives, employees and contractors, or subcontractors, including the following:

(a) Commercial General Liability: The Owner and all contractors working on behalf of Owner on the Property shall maintain a commercial general liability policy in an occurrence policy for protection against all claims arising from injury to person or persons not in the employ of the Owner and against all claims resulting from damage to any property due to any act or omission of the Owner, its agents, or employees in the conduct or operation of the work or the execution of this Agreement. Such insurance shall include products and completed operations liability, blanket contractual liability, personal injury liability, and broad form property damage coverage. Coverage shall be at least as broad as Insurance Services Office Commercial General Liability coverage.

(b) Commercial Automobile Liability: The Owner and all contractors working on behalf of Owner on the Property shall maintain insurance for protection against all claims arising from the use of vehicles, owned, hired, non-owned, or any other vehicle in connection with the Project, construction, operation or management of the Property. Such insurance shall cover the use of automobiles and trucks on and off the site of the Property. Coverage shall be at least as broad as Insurance Services Office covering Commercial Automobile Liability, any auto, owned, non-owned and hired auto.

(c) Workers' Compensation Insurance: The Owner (and the general partners thereof) shall furnish or cause to be furnished to City evidence satisfactory to City that Owner (and the general partners thereof), and any contractor with whom Owner has contracted for the performance of work on the Property or otherwise pursuant to this Agreement, shall maintain Workers' Compensation Insurance as required by the State of California and Employer's Liability Insurance.

(d) Builder's Risk: Upon commencement of any construction work on the Property, Owner and all contractors working on behalf of Owner shall maintain a policy of builder's all-risk insurance in an amount not less than the full insurable cost of the Project on a replacement cost basis naming City as loss payee as its interests may appear.

(e) Professional Liability/Errors and Omissions: Owner shall require any architects, engineers, and general contractors working on the Property to maintain Professional Liability/Errors and Omissions insurance with limits not less than Two Million Dollars ($2,000,000) each claim. Certificates evidencing this coverage must reference both the Owner and the Indemnitees. If the professional liability/errors and omissions insurance is written on a

claims made form: (i) the retroactive date must be shown and must be before the Effective Date, (ii) insurance must be maintained and evidence of insurance must be provided for at least three (3) years after completion of Project construction, and (iii) if coverage is cancelled or non-renewed and not replaced with another claims made policy form with a retroactive date prior to the Effective Date, Owner must purchase, or require the provision of, extended period coverage for a minimum of three (3) years after completion of construction.

(f) Property: Owner shall maintain property insurance covering all risks of loss, including earthquake and flood (if required) for 100% of the replacement value of the Project with deductible, if any, in an amount acceptable to City, naming City as loss payee as its interests may appear.

2. Minimum Limits; Adjustments. Insurance shall be maintained with limits no less than the following:

(a) Commercial General Liability and Property Damage: $2,000,000 per occurrence and $5,000,000 annual aggregate for bodily injury, personal injury and property damage; provided however, with City's advance written approval, subcontractors may maintain liability coverage with limits not less than $1,000,000 per occurrence, $2,000,000 annual aggregate.

(b) Products and Completed Operations: $3,000,000 per occurrence/aggregate.

(c) Commercial Automobile Liability: $2,000,000 combined single limit.

(d) Employer's Liability:

Bodily Injury by Accident - $1,000,000 each accident.

Bodily Injury by Disease - $1,000,000 policy limit.

Bodily Injury by Disease - $1,000,000 each employee.

(e) Professional Liability/Errors and Omissions: $2,000,000 per occurrence or claim. If the policy provides coverage on a claims-made basis, the retroactive date must be shown and must be before the date of the Agreement or the beginning of the contract work.

Coverage limits, and if necessary, the terms and conditions of insurance, shall be reasonably adjusted from time to time (not less than every five (5) years after the Effective Date nor more than once in every three (3) year period) to address changes in circumstance, including, but not limited to, changes in inflation and the litigation climate in California. City shall give written notice to Owner of any such adjustments, and Owner shall provide City with amended or new insurance certificates or endorsements evidencing compliance with such adjustments within thirty (30) days following receipt of such notice.

3. Deductibles and Self-Insured Retention. Any deductibles or self-insured retention must be

declared to, and approved by, the City. Payment of all deductibles and self-insured retentions will be the responsibility of Owner. If the City determines that such deductibles or retentions are unreasonably high, either the insurer shall reduce or eliminate such deductibles or self-insurance retentions as respects the Indemnitees or Owner shall procure a bond guaranteeing payment of losses and related investigations, claims administration and defense.

4. Additional Requirements. The required general liability and automobile policies shall contain, or be endorsed to contain, the following provisions:

(a) The Indemnitees are to be covered as Additional Insureds as respects: liability arising out of activities performed by or on behalf of the Owner; products and completed operations of the Owner; premises owned, occupied or used by the Owner; or automobiles owned, leased, hired or borrowed by the Owner. The coverage shall contain no special limitations on the scope of protection afforded to the Indemnitees. Additional insured endorsements for the general liability coverage shall use Insurance Services Office (ISO) Form No. CG 20 09 11 85 or CG 20 10 11 85, or equivalent, including (if used together) CG 2010 10 01 and CG 2037 10 01; but shall not use the following forms: CG 20 10 10 93 or 03 94.

(b) All insurance shall be primary insurance as respects the Indemnitees. Any insurance or self-insurance maintained by the Indemnitees shall be excess of the Owner's/contractor's insurance and shall not contribute with it.

(c) Any failure to comply with reporting or other provisions of the policies including breaches of warranties shall not affect coverage provided to the Indemnitees.

(d) The Owner's insurance shall apply separately to each insured against whom claim is made or suit is brought except, with respect to the limits of the insurer's liability.

(e) Each insurance policy required by this clause shall be endorsed to state that coverage shall not be suspended, voided, canceled by either party, reduced in coverage or in limits except after thirty (30) days' prior written notice by certified mail, return receipt requested, has been given to the City.

(f) If any insurance policy or coverage required hereunder is canceled or reduced, Owner shall, within five (5) days after receipt of notice of such cancellation or reduction in coverage, but in no event later than the effective date of cancellation or reduction, file with City a certificate showing that the required insurance has been reinstated or provided through another insurance company or companies. Upon failure to so file such certificate, City may, without further notice and at its option, procure such insurance coverage at Owner's expense, and Owner shall promptly reimburse City for such expense upon receipt of billing from City.

(g) Owner agrees to waive subrogation rights for commercial general liability, automobile liability and worker's compensation against Indemnitees regardless of the applicability of any insurance proceeds, and to require all contractors, subcontractors or others involved in any way with any construction on the Property to do likewise. Each insurance policy shall contain a

waiver of subrogation for the benefit of City. If any required insurance is provided under a form of coverage that includes an annual aggregate limit or provides that claims investigation or legal defense costs are included in such annual aggregate limit, such annual aggregate limit shall be three times the applicable occurrence limits specified above.

(h) It shall be a requirement under this Agreement that any available insurance proceeds broader than or in excess of the specified minimum insurance coverage requirement and/or limits shall be available to the additional insured. Furthermore, the requirement for coverage and limits shall be (1) the minimum coverage and limits specified in this Agreement, or (2) the broader coverage and maximum limits of coverage of any insurance policy or proceeds available to the named insured; whichever is greater. For all liability insurance required by this Agreement, Owner (and Owner's contractors, as applicable) shall obtain endorsements that name the Indemnitees as additional insured in the full amount of all applicable policies, notwithstanding any lesser minimum limits specified in this Agreement. This Agreement requires Owner (and Owner's contractors, as applicable) to obtain and provide for the benefit of the Indemnitees, additional insured coverage in the same amount of insurance carried by Owner (or Owner's contractors, as applicable), but in no event less than the minimum amounts specified in this Agreement. In the event that Owner (or Owner's contractors as applicable) obtains insurance policies that provide liability coverage in excess of the amounts specified in this Agreement, the actual limits provided by such policies shall be deemed to be the amounts required under this Agreement. Without limiting the foregoing, the limits of liability coverage specified in this Agreement are not intended, nor shall they operate, to limit City's ability to recover amounts in excess of the minimum amounts specified in this Agreement.

(i) The limits of insurance required in this Agreement may be satisfied by a combination of primary and umbrella or excess insurance. Any umbrella or excess insurance shall contain or be endorsed to contain a provision that such coverage shall also apply on a primary and non-contributory basis for the benefit of the City before the City's own insurance or self-insurance shall be called upon to protect it as a named insured.

5. Acceptability of Insurers. Companies writing the insurance required hereunder shall be licensed to do business in the State of California. Insurance is to be placed with insurers with a current A.M. Best's rating of no less than A: VII.

6. Verification of Coverage. Prior to the Effective Date of this Agreement, Owner shall furnish City with certificates of insurance in form acceptable to City evidencing the insurance coverage required under paragraphs (a), (b), (c), and (e) of Section 1 above, duly executed endorsements evidencing the Indemnitees' status as additional insured, and all other endorsements and coverage required hereunder pertaining to such coverage. Prior to commencement of any construction work on the Property, Owner shall furnish City with certificates of insurance in form acceptable to City evidencing the insurance coverage required under paragraphs (d) and (g) of Section 1 above. Prior to City's issuance of a final certificate of occupancy or equivalent for the Project, Owner shall furnish City with certificates of insurance in form acceptable to City evidencing the insurance coverage required under paragraph (f) of Section 1 above. Owner shall

furnish the City with original endorsements effecting coverage required by this clause. The endorsements are to be signed by a person authorized by that insurer to bind coverage on its behalf.

7. Insurance Certificates and Endorsements. Owner shall submit to the City all of the necessary insurance documents, including the applicable amendatory endorsements (or copies of the applicable policy language effecting coverage required by this clause) and a copy of the Declarations and Endorsement Page of required Owner policies listing all required policy endorsements to the City. Insurance Certificates and Endorsements are to be received and approved by the City within the time periods specified in Section 6 above. Should Owner cease to have insurance as required at any time, all work by Owner pursuant to this Agreement shall cease until insurance acceptable to the City is provided. Upon City's request, Owner shall, within thirty (30) days of the request, provide or arrange for the insurer to provide to City, complete certified copies of all insurance policies required under this Agreement. City's failure to make such request shall not constitute a waiver of the right to require delivery of the policies in the future.

This document is recorded for the benefit of the City of Menlo Park and is entitled to be recorded free of charge in accordance with Sections 6103 and 27383 of the Government Code.

RECORDING REQUESTED BY AND WHEN RECORDED MAIL TO:

City of Menlo Park
Attn: City Clerk
701 Laurel Street
Menlo Park, CA 94025

BELOW MARKET RATE HOUSING AGREEMENT

AND DECLARATION OF RESTRICTIVE COVENANTS

(Willow Village Masterplan 1350 Willow Road)

THIS BELOW MARKET RATE HOUSING AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS ("**Agreement**") is entered into as of_____, 2022, by and between the City of Menlo Park, a California municipal corporation ("**City**"), and [_____], a [_____] ("**Owner**"). City and Owner may be referred to individually as a "**Party**" or collectively as the "**Parties**" in this Agreement.

RECITALS

A. Owner is the owner of that certain real property located at _____ (APN _____), in the City of Menlo Park, California ("**Property**"), as more particularly described in Exhibit A attached hereto and incorporated herein by this reference.

B. [Peninsula Innovation Partners, LLC] ("**Project Wide Developer**") applied to demolish an existing office, research and development and industrial site (the "**Main Willow Village Project Site**") and to comprehensively redevelop the project wide site with up to 1.6 million square feet of office space (inclusive of meeting and collaboration space and accessory uses), up to 200,000 square feet of retail uses, a 193 room hotel (approximately 172,000 square feet in size), and up to 1,730 residential dwelling units, as well as publicly accessible open space and landscaping as a part of a master planned mixed-use project (the "**Willow Village Project**"), [which is subject to that certain Project Wide Affordable Housing Agreement ("**Project Wide Affordable Housing Agreement**") between Project Wide Developer and City, dated as of [_____], 2022. The Property is part of Phase [___] as described in the Project Wide Affordable Housing Agreement.]

C. [The Project Wide Developer has transferred the Property to the Owner, and the City has released the Property from the Project Wide Affordable Housing Agreement pursuant to the terms of the Project Wide Affordable Housing Agreement, in conjunction with the recording

of this Agreement.]

D. The Willow Village project re-subdivided the Main Willow Village Project Site into [___] new legal parcels shown on the proposed Vesting Tentative Map in Exhibit [___] of the Development Agreement. Amongst those new parcels is parcel [_____], which is approved for residential building RS7 with a new multifamily senior residential project with [one hundred twenty (120)] rental units, as well as associated open space, circulation, parking and infrastructure improvements. ("**Project**"), of which one hundred nineteen (119) rental units ("**BMR Units**") shall be affordable to below market rate households as follows: eighty two (82) extremely low income units ("**Extremely Low Income Units**") and thirty seven (37) very low income units ("**Very Low Income Units**"), and one (1) unit shall be a manager's unit. The allocation of BMR Units across the unit-sizes in the Project is more particularly described on Exhibit B, attached hereto and incorporated herein by this reference.

E. On _____, 2022, after a duly noticed public hearing, and on the recommendation of the Housing Commission and the Planning Commision, the City Council certified the environmental impact report and granted General Plan Circulation Element and Zoning Map amendments, rezoning, conditional development permit, development agreement, vesting tenantive map, and below market rate (BMR) housing agreement for the Project ("**Project Approvals**"). The Project Approvals require the Project Wide Developer to provide BMR Units [in accordance the Project Wide Affordable Housing Agreement.] In accordance with the Menlo Park Municipal Code Chapter 16.96, the Below Market Rate Housing Program ("**BMR Ordinance**"), and the Below Market Rate Housing Program Guidelines ("**Guidelines**"), Owner is required to execute and record an approved BMR Housing Agreement as a condition precedent to approval of the issuance of a building permit for the Project. This Agreement is intended to satisfy that requirement.

F. Owner has agreed to observe all the terms and conditions set forth below for purposes of development and operation of the BMR Units. This Agreement will ensure the Project's continuing affordability.

NOW, THEREFORE, the Parties hereto agree as follows. The recitals are incorporated into this Agreement by this reference.

1. CONSTRUCTION OF THE IMPROVEMENTS.

1.1 Construction of the Project. Owner agrees to construct the Project in accordance with the Menlo Park Municipal Code and all other applicable state and local building codes, development standards, ordinances and zoning ordinances.

1.2 City and Other Governmental Permits. Before commencement of the Project, Owner shall secure or cause its contractor to secure any and all permits which may be required by the City or any other governmental agency affected by such construction, including without limitation building permits. Owner shall pay all necessary fees and timely submit to the City final drawings with final corrections to obtain such permits; City staff will, without incurring liability or expense therefore, process applications in the ordinary course of business for the issuance of

building permits and certificates of occupancy for construction that meets the requirements of the Menlo Park Municipal Code, and all other applicable laws and regulations.

1.3 Compliance with Laws. Owner shall carry out the design, construction and operation of the Project in conformity with all applicable laws, including all applicable state labor standards, City zoning and development standards, building, plumbing, mechanical and electrical codes, and all other provisions of the Menlo Park Municipal Code, and **all** applicable disabled and handicapped access requirements, including without limitation the Americans With Disabilities Act, 42 U.S.C. Section 12101, *et seq.,* Government Code Section 4450, *et seq.,* Government Code Section 11135, *et seq.,* and the Unruh Civil Rights Act, Civil Code Section 51, *et seq.*

2. OPERATION OF THE BMR UNITS

2.1 Affordability Period. This Agreement shall remain in effect and the Property shall be subject to the requirements of this Agreement from the date that the City issues a final certificate of occupancy for the Project (the "**Effective Date**") until the 55th anniversary of such Effective Date. The duration of this requirement shall be known as the "**Affordability Period**."

2.2 Maintenance. Owner shall comply with every condition of the Project Approvals applicable to the Project and shall, at all times, maintain the Project and the Property in good repair and working order, reasonable wear and tear excepted, and in a safe and sanitary condition, and from time to time shall make all necessary and proper repairs, renewals, and replacements to keep the Project and the Property in a good, clean, safe, and sanitary condition.

2.3 Monitoring and Recordkeeping. Throughout the Affordability Period, Owner shall comply with all applicable recordkeeping and monitoring requirements set forth in the Guidelines. City shall have the right to inspect the books and records of Owner and its rental agent or bookkeeper upon reasonable notice during normal business hours. Representatives of the City shall be entitled to enter the Property, upon at least 48-hour prior written notice, which can be provided via email, to monitor compliance with this Agreement, to inspect the records of the Project with respect to the BMR Units, and to conduct, or cause to be conducted, an independent audit or inspection of such records. Owner agrees to cooperate with the City in making the Property available for such inspection or audit. Owner agrees to maintain records in businesslike manner, and to maintain such records for Affordability Period.

2.4 Non-Discrimination Covenants. Owner covenants by and for itself, its successors and assigns, and all persons claiming under or through them that there shall be no discrimination against or segregation of any person or group of persons on account of race, color, religion, sex, marital status, familial status, disability, national origin, or ancestry in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of the Property, nor establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees, or vendees in the Property. Owner shall include such provision in all deeds, leases, contracts and other instruments executed by Owner, and shall enforce the same diligently and in good faith.

a. In deeds, the following language shall appear:

(1) Grantee herein covenants by and for itself, its successors and assigns, and all persons claiming under or through it, that there shall be no discrimination against or segregation of a person or of a group of persons on account of any basis listed in subdivision (a) or (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the Government Code, in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of the property herein conveyed nor shall the grantee or any person claiming under or through the grantee establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees or vendees in the property herein conveyed. The foregoing covenant shall run with the land.

(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11 and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1).

b. In leases, the following language shall appear:

(1) The lessee herein covenants by and for the lessee and lessee's heirs, personal representatives and assigns, and all persons claiming under the lessee or through the lessee, that this lease is made subject to the condition that there shall be no discrimination against or segregation of any person or of a group of persons on account of race, color, creed, religion, sex, sexual orientation, marital status, national origin, ancestry or disability in the leasing, subleasing, transferring, use, occupancy, tenure or enjoyment of the property herein leased nor shall the lessee or any person claiming under or through the lessee establish or permit any such practice or practices of discrimination of segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, sublessees, subtenants, or vendees in the property herein leased.

(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11 and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360

of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1).

c. In contracts pertaining to management of the Project, the following language, or substantially similar language prohibiting discrimination and segregation shall appear:

(1) There shall be no discrimination against or segregation of any person or group of persons on account of any basis listed in subdivision (a) or (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the Government Code, in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of the property nor shall the transferee or any person claiming under or through the transferee establish or permit any such practice or practices of discrimination or segregation with reference to selection, location, number, use or occupancy of tenants, lessee, subtenants, sublessees or vendees of the land.

(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11 and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1).

2.5 Subordination. This Agreement shall be recorded in the Official Records of the County of San Mateo and shall run with the land. The City agrees that the City will not withhold consent to reasonable requests for subordination of this Agreement for the benefit of lenders providing financing for the Project, provided that the instruments effecting such subordination include reasonable protections to the City in the event of default, including without limitation, extended notice and cure rights.

3. OPERATION OF THE BMR UNITS

3.1 BMR Units. Owner agrees to make available, restrict occupancy to, and lease not less than one hundred nineteen (119) BMR Units, inclusive of eighty two (82) Extremely Low Income Units and thirty seven (37) Very Low Income Units, to Qualifying Households, as hereinafter defined, at an affordable rent, pursuant to the terms set forth below. The BMR Units shall be of a quality comparable to all of the other rental units in the Project. The Project Approvals included a modification to the proportionality requirement to permit exclusively studio and one bedroom BMR Units and a modification to the location requirement to accommodate 119 BMR units at the Project. The BMR Units shall be initially distributed as set forth in Exhibit C, attached hereto and incorporated herein by this reference. Thereafter, the location of the individual BMR Units may float to account for the next available unit requirement set forth below and as otherwise

necessary for the professional maintenance and operation of the Project provided that the distribution of BMR Units are equitably disbursed throughout the Project and the City's City Manager or Deputy Director of Community Development ("**Deputy Director**") shall be notified of any change or relocation of BMR Units by Owner.

3.2 Qualifying Households. For purposes of this Agreement, "**Qualifying Households**" shall mean those households with incomes as follows:

a. "**Extremely Low Income Unit**": means units restricted to households with incomes of not more than thirty percent (30%) of AMI. "AMI" means the median income for San Mateo County, California, adjusted for Actual Household Size, as published from time to time by the State of California Department of Housing and Community Development in Section 6932 of Title 25 of the California Code of Regulations or successor provision. Qualifying Households shall continue to qualify unless at the time of recertification, the household's income exceeds the Extremely Low Income eligibility requirements, then the tenant shall no longer be qualified. Upon Owner's determination that any such household is no longer qualified, the unit shall no longer be deemed an Extremely Low Income Unit, and the Owner shall either (1) make the next available unit, which is comparable in terms of size, features and number of bedrooms, an Extremely Low Income Unit, or take other actions as may be necessary to ensure that the total required number of Extremely Low Income Units are rented to Qualifying Households, or (2) if the tenant's income does not exceed eighty (80%) of the maximum income that would qualify the Tenant as a Very Low Income Household, the tenant shall be allowed to remain in the unit at a Very Low Income rent. If the tenant originally qualified as an Extremely Low Income Household, then the tenant's rent will be increased to a Very Low Income rent upon the later of sixty (60) days' notice or the renewal of the tenant's lease, and the Owner shall rent the next available unit to an Extremely Low Income Household. Owner shall notify the City annually if Owner substitutes a different unit for one of the designated Extremely Low Income Units pursuant to this paragraph.

b. "**Very Low Income Unit**": means units restricted to households with incomes of not more than fifty percent (50%) of AMI. "AMI" means the median income for San Mateo County, California, adjusted for Actual Household Size, as published from time to time by the State of California Department of Housing and Community Development in Section 6932 of Title 25 of the California Code of Regulations or successor provision. Qualifying Households shall continue to qualify unless at the time of recertification, the household's income exceeds the Very Low Income eligibility requirements, then the tenant shall no longer be qualified. Upon Owner's determination that any such household is no longer qualified, the unit shall no longer be deemed a Very Low Income Unit and the Owner shall either (1) make the next available Very Low Income Unit, which is

comparable in terms of size, features and number of bedrooms, a Very Low Income Unit, or take other actions as may be necessary to ensure that the total required number of Very Low Income Units are rented to Qualifying Households, or (2) If the tenant's income does not exceed one hundred twenty (120%) of the maximum income that would qualify the Tenant as a Very Low Income Household, the tenant shall be allowed to remain in the unit at a Very Low Income rent. If the tenant originally qualified as a Very Low Income Household, then the Tenant shall be notified they are no longer eligible for the BMR unit and tenant's rent will be increased to a market rate rent upon the later of sixty (60) days' notice or the renewal of the tenant's lease, and the Owner shall rent the next available unit to a Very Low Income Household. Owner shall notify the City annually if Owner substitutes a different unit for one of the designated Very Low Income Units pursuant to this paragraph.

3.3 Income Verification and Annual Report. On or before July 1 of each year, commencing with the calendar year that the first residential unit in the Project is rented to a tenant, and annually thereafter, Owner shall obtain from each household occupying a BMR Unit and submit to the City an income computation and certification form, completed by a tenant of such unit, which shall certify that the income of each Qualifying Household is truthfully set forth in the income certification form, in the form proposed by the Owner and approved by the Deputy Director ("**Annual Report**"). Owner shall make a good faith effort to verify that each household leasing a BMR Unit meets the income and eligibility restrictions for the BMR Unit by taking the following steps as a part of the verification process: (a) obtain a minimum of the three (3) most current pay stubs for all adults age eighteen (18) or older; (b) obtain an income tax return for the most recent tax year; (c) conduct a credit agency or similar search; (d) obtain the three (3) most current savings and checking account bank statements; (e) obtain an income verification form from the applicant's current employer; (f) obtain an income verification form from the Social Security Administration and/or the California Department of Social Services if the applicant receives assistance from either of such agencies; or (g) if the applicant is unemployed and has no such tax return, obtain another form of independent verification. Copies of tenant income certifications shall be available to the City upon request. The Annual Report shall, at a minimum, include the following information for each BMR Unit: unit number, number of bedrooms, current rent and other charges, dates of any vacancies during the reporting period, number of people residing in the unit, total household Gross Income, and lease commencement and termination dates. The Report shall also provide a statement of the owner's management policies, communications with the tenants and maintenance of the BMR Unit, including a statement of planned repairs to be made and the dates for the repairs. Notwithstanding anything to the contrary contained herein, for so long as the Project is encumbered a Regulatory Agreement from the California Tax Credit Allocation Committee ("**Tax Credit Regulatory Agreement**") due to the Project's receipt of federal/and or state low-income housing tax credits, copies of any annual reporting required by the Tax Credit Regulatory Agreement delivered to the City shall satisfy the requirements of this Section.

3.4 Affordable Rent. The maximum Monthly Rent, defined below, chargeable for the BMR Units and paid shall be as follows:

a. "**Extremely Low Income Household**": maximum Monthly Rent shall be 1/12th of 30 percent of 30 percent of the AMI. The Monthly Rent for an Extremely Low Income Unit rented to an Extremely Low Income Household and paid by the household shall be based on an assumed average occupancy per unit of one person per studio unit, 1.5 persons for a one-bedroom unit, 3 persons for a two-bedroom unit and 4.5 persons for a three-bedroom unit, unless otherwise approved by the Deputy Director for an unusually large unit with a maximum of two persons per bedroom, plus one.

b. "**Very Low Income Household**": maximum Monthly Rent shall be 1/12th of 30 percent of 50 percent of the AMI. The Monthly Rent for a Very Low Income Unit rented to a Very Low Income Household and paid by the household shall be based on an assumed average occupancy per unit of one person per studio unit, 1.5 persons for a one- bedroom unit, 3 persons for a two-bedroom unit and 4.5 persons for a three- bedroom unit, unless otherwise approved by the Deputy Director for an unusually large unit with a maximum of two persons per bedroom, plus one.

c. Notwithstanding anything to the contrary contained herein, if the the Project is encumbered by a Tax Credit Regulatory Agreement and there is a conflict between the provisions of this Agreement and the provisions of such Tax Credit Regulatory Agreement regarding rent, utility allowance, and/or household size appropriate for each unit, the Tax Credit Regulatory Agreement shall govern.

For purposes of this Agreement, "**Monthly Rent**" means the total of monthly payments actually made by the household for (a) use and occupancy of each BMR Unit and land and facilities associated therewith, (b) any separately charged fees or service charges assessed by Owner which are required of all tenants, other than security deposits, (c) a reasonable allowance for an adequate level of service of utilities not included in (a) or (b) above, and which are not paid directly by Owner, including garbage collection, sewer, water, electricity, gas and other heating, cooking and refrigeration fuels, but not including telephone or internet service, which reasonable allowance for utilities is set forth in the County of San Mateo's Utility Allowance Schedule for detached homes, apartments, condominiums and duplexes, and (d) possessory interest, taxes or other fees or charges assessed for use of the land and facilities associated therewith by a public or private entity other than Owner. Pursuant to the Guidelines, in no case shall the Monthly Rent for a BMR Unit exceed 75 percent of comparable market rate rents.

3.5 Agreement to Limitation on Rents. As described in Recital C above, Owner is developing at the bonus level of development, which is a form of assistance authorized by Chapter 4.3 (commencing with Section 65915) of Division 1 of Title 7 of the Government Code. Sections 1954.52(b) and 1954.53(a)(2) of the Costa-Hawkins Act provide that, where a developer has received such assistance, certain provisions of the Costa-Hawkins Act do not apply if a developer has so agreed by contract. Owner hereby agrees to limit Monthly Rent as provided in this Agreement in consideration of Owner's receipt of the assistance and further agrees that any limitations on Monthly Rents imposed on the BMR Units are in conformance with the Costa-

Hawkins Act. Owner further warrants and covenants that the terms of this Agreement are fully enforceable.

3.6 Lease Requirements. No later than 180 days prior to the initial lease up of the BMR Units, Owner shall submit a standard lease form to the City for approval by the Deputy Director or his/her designee. The City shall reasonably approve such lease form upon finding that such lease form is consistent with this Agreement and contains all of the provisions required pursuant to the Guidelines. The City's failure to respond to Owner's request for approval of the standard lease form within thirty (30) business days of City's receipt of such lease, shall be deemed City's approval of such lease form. Owner shall enter into a written lease, in the form approved by the City, with each new tenant of a BMR Unit prior to a tenant or tenant household's occupancy of a BMR Unit. Each lease shall be for an initial term of not less than one year which may be renewed pursuant to applicable local and State laws, and shall not contain any of the provisions which are prohibited pursuant to the Guidelines, local, state and Federal laws.

3.7 Selection of Tenants. Each BMR Unit shall be leased to tenant(s) selected by Owner who meet all of the requirements provided herein, and, to the extent permitted by law, with priority given to those eligible households (i) with a minimum of one household member who is a senior of age [__] and above, and (ii) who either live or work in the City of Menlo Park, or meet at least one of the other preferences identified in the Guidelines. The City's BMR Administrator, on behalf of the City will provide to Owner the names of persons who have expressed interest in renting BMR Units for the purposes of adding such interested persons to Owner's waiting list, to be processed in accordance with Owner's customary policies. Owner shall not refuse to lease to a holder of a certificate or a rental voucher under the Section 8 program or other tenant-based assistance program, who is otherwise qualified to be a tenant in accordance with the approved tenant selection criteria.

4. DEFAULT AND REMEDIES

4.1 Events of Default. The following shall constitute an "Event of Default" by Owner under this Agreement: there shall be a material breach of any condition, covenant, warranty, promise or representation contained in this Agreement and such breach shall continue for a period of thirty (30) days after written notice thereof to the Owner without the Owner curing such breach, or if such breach cannot reasonably be cured within such 30 day period, commencing the cure of such breach within such 30 day period and thereafter diligently proceeding to cure such breach; provided, however, that if a different period or notice requirement is specified for any particular breach under any other paragraph of Section 4 of this Agreement, the specific provision shall control.

4.2 Remedies. The occurrence of any Event of Default under Section 4.1 shall give the City the right to proceed with an action in equity to require the Owner to specifically perform its obligations and covenants under this Agreement or to enjoin acts or things which may be unlawful or in violation of the provisions of this Agreement, and the right to terminate this Agreement.

4.3 Obligations Personal to Owner. The liability of Owner under this Agreement to any person or entity is limited to Owner's interest in the Project, and the City and any other such

persons and entities shall look exclusively thereto for the satisfaction of obligations arising out of this Agreement or any other agreement securing the obligations of Owner under this Agreement. From and after the date of this Agreement, no deficiency or other personal judgment, nor any order or decree of specific performance (other than pertaining to this Agreement, any agreement pertaining to any Project or any other agreement securing Owner's obligations under this Agreement), shall be rendered against Owner, the assets of Owner (other than Owner's interest in the Project), its partners, members, successors, transferees or assigns and each of their respective officers, directors, employees, partners, agents, heirs and personal representatives, as the case may be, in any action or proceeding arising out of this Agreement or any agreement securing the obligations of Owner under this Agreement, or any judgment, order or decree rendered pursuant to any such action or proceeding. No subsequent Owner of the Project shall be liable or obligated for the breach or default of any obligations of Owner under this Agreement on the part of any prior Owner. Such obligations are personal to the person who was the Owner at the time the default or breach was alleged to have occurred and such person shall remain liable for any and all damages occasioned thereby even after such person ceases to be the Owner. Each Owner shall comply with and be fully liable for all obligations the Owner hereunder during its period of ownership of the Project.

4.4 Force Majeure. Subject to the party's compliance with the notice requirements as set forth below, performance by either party hereunder shall not be deemed to be in default, and all performance and other dates specified in this Agreement shall be extended, where delays or defaults are due to causes beyond the control and without the fault of the party claiming an extension of time to perform, which may include, without limitation, the following: war, insurrection, strikes, lockouts, riots, floods, earthquakes, fires, assaults, acts of God, acts of the public enemy, epidemics, quarantine restrictions, freight embargoes, lack of transportation, governmental restrictions or priority, litigation, unusually severe weather, inability to secure necessary labor, materials or tools, acts or omissions of the other party, or acts or failures to act of any public or governmental entity (except that the City's acts or failure to act shall not excuse performance of the City hereunder). An extension of the time for any such cause shall be for the period of the enforced delay and shall commence to run from the time of the commencement of the cause, if notice by the party claiming such extension is sent to the other party within 30 days of the commencement of the cause.

4.5 Attorneys' Fees. In addition to any other remedies provided hereunder or available pursuant to law, if either party brings an action or proceeding to enforce, protect or establish any right or remedy hereunder, the prevailing party shall be entitled to recover from the other party its costs of suit and reasonable attorneys' fees. This Section shall be interpreted in accordance with California Civil Code Section 1717 and judicial decisions interpreting that statute.

4.6 Remedies Cumulative. No right, power, or remedy given by the terms of this Agreement is intended to be exclusive of any other right, power, or remedy; and each and every such right, power, or remedy shall be cumulative and in addition to every other right, power, or remedy given by the terms of any such instrument, or by any statute or otherwise.

4.7 Waiver of Terms and Conditions. The City may, in its sole discretion, waive in writing any of the terms and conditions of this Agreement. Waivers of any covenant, term, or

condition contained herein shall not be construed as a waiver of any subsequent breach of the same covenant, term, or condition.

4.8 Non-Liability of City Officials and Employees. No member, official, employee or agent of the City shall be personally liable to Owner or any occupant of any BMR Unit, or any successor in interest, in the event of any default or breach by the City or for any amount which may become due to the Owner or its successors, or on any obligations under the terms of this Agreement.

4.9 Cure Rights. Notwithstanding anything to the contrary contained herein, City hereby agrees that any cure of any default made or tendered by (i) Owner's limited partner, or (ii) Owner's senior mortgage lender, shall be deemed to be a cure by Owner and shall be accepted or rejected on the same basis as if made or tendered by Owner.

5. GENERAL PROVISIONS

5.1 Below Market Rate Guidelines ("Guidelines"). This Agreement incorporates by reference the Guidelines as of the date of this Agreement and any successor sections as the Guidelines may be amended from time to time. In the event of any conflict or ambiguity between this Agreement, the requirements of state and federal fair housing laws and the Guidelines, the terms and conditions of this Agreement and the requirements of state and federal fair housing laws shall control.

5.2 Time. Time is of the essence in this Agreement.

5.3 Notices. Unless otherwise indicated in this Agreement, any notice requirement set forth herein shall be deemed to be satisfied three days after mailing of the notice first-class United States certified mail, postage prepaid, or at the time of personal delivery, addressed to the appropriate party as follows:

Owner: _____
_____
_____
Attention: _____
Email: [_____]

City : City of Menlo Park
701 Laurel Street
Menlo Park, California 94025-3483
Attention: City Manager

Such addresses may be changed by notice to the other party given in the same manner as provided above.

5.4 Successors and Assigns. This Agreement constitutes a covenant and legal restriction on the Property and shall run with the land, provided the Project remains on the

Property, and all of the terms, covenants and conditions of this Agreement shall be binding upon Owner and the permitted successors and assigns of Owner.

5.5 Intended Beneficiaries. The City is the intended beneficiary of this Agreement and shall have the sole and exclusive power to enforce this Agreement. It is intended that the City may enforce this Agreement in order to, satisfy its obligations to improve, increase and preserve affordable housing within the City, as required by the Guidelines, and to provide that a certain percentage of new housing is made available at affordable housing cost to persons and families of very low, low and moderate incomes as required by the Guidelines. No other person or persons, other than the City and Owner and their assigns and successors, shall have any right of action hereon.

5.6 Partial Invalidity. If any provision of this Agreement shall be declared invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired.

5.7 Governing Law. This Agreement and other instruments given pursuant hereto shall be construed in accordance with and be governed by the laws of the State of California. Any references herein to particular statutes or regulations shall be deemed to refer to successor statutes or regulations, or amendments thereto. The venue for any action shall be the County of San Mateo.

5.8 Amendment. This Agreement may not be changed orally, but only by agreement in writing signed by Owner and the City.

5.9 Approvals. Where an approval or submission is required under this Agreement, such approval or submission shall be valid for purposes of this Agreement only if made in writing. Where this Agreement requires an approval or consent of the City, such approval shall not be unreasonably withheld may be given on behalf of the City by the City Manager or his or her designee. The City Manager or his or her designee is hereby authorized to take such actions as may be necessary or appropriate to implement this Agreement, including without limitation the execution of such documents or agreements as may be contemplated by this Agreement, and amendments which do not substantially change the uses or restrictions hereunder, or substantially add to the costs of the City hereunder.

5.10 Indemnification. To the greatest extent permitted by law, Owner shall indemnify, defend (with counsel reasonably approved by City) and hold the City, its heirs, successors and assigns (the "**Indemnitees**") harmless from and against any and all demands. losses, claims, costs and expenses, and any other liability whatsoever, including without limitation, reasonable accountants' and attorneys' fees, charges and expense (collectively, "**Claims**") arising directly or indirectly, in whole or in part, as a result of or in connection with Owner's construction, management, or operation of the Property and the Project or any failure to perform any obligation as and when required by this Agreement. Owner's indemnification obligations under this Section 6.10 shall not extend to Claims to the extent resulting from the gross negligence or willful misconduct of Indemnitees. The provisions of this Section 6.10 shall survive the expiration or earlier termination of this Agreement, but only as to claims arising from events occurring during the Affordability Period.

5.11 Insurance Coverage. Throughout the Affordability Period, Owner shall comply with the insurance requirements set forth in Exhibit D, attached hereto and incorporated herein by this reference, and shall, at Owner's expense, maintain in full force and effect insurance coverage as specified in Exhibit D.

5.12 Transfer and Encumbrance.

5.12.1 Restrictions on Transfer and Encumbrance. During the term of this Agreement, except as permitted pursuant to this Agreement, Owner shall not directly or indirectly, voluntarily, involuntarily or by operation of law make or attempt any total or partial sale, transfer, conveyance, assignment or lease (other than a lease of a BMR Unit on an approved form under Section 3.6 hereof to a qualified tenant as described in Section 3.7 hereof) (collectively, "Transfer") of the whole or any part of any BMR Unit, without the prior written consent of the City, which approval shall not be unreasonably withheld. In addition, prior to the expiration of the term of this Agreement, except as expressly permitted by this Agreement, Owner shall not undergo any significant change of ownership without the prior written approval of City. For purposes of this Agreement, a "significant change of ownership" shall mean a transfer of the beneficial interest of more than twenty-five percent (25%) in aggregate of the present ownership and /or control of Owner, taking all transfers into account on a cumulative basis; provided however, neither the admission of an investor limited partner, nor the transfer by the investor limited partner to subsequent limited partners shall be restricted by this provision.

5.12.2 Permitted Transfers. The prohibitions on Transfer set forth herein shall not be deemed to prevent: (i) the granting of easements or permits to facilitate development of the Property; or (ii) assignments creating security interests for the purpose of financing the acquisition, construction, or permanent financing of the Project or the Property, or Transfers directly resulting from the foreclosure of, or granting of a deed in lieu of foreclosure of, such a security interest.

5.12.3 Requirements for Proposed Transfers. The City may, in the exercise of its reasonable discretion, consent to a proposed Transfer of this Agreement and/or a BMR Unit if all of the following requirements are met (provided however, the requirements of this Section 5.12.3 shall not apply to Transfers described in clauses (i) or (ii) of Section 5.12.2.

(i) The proposed transferee demonstrates to the City's satisfaction that it has the qualifications, experience and financial resources necessary and adequate as may be reasonably determined by the City to competently complete and manage the Project and to otherwise fulfill the obligations undertaken by the Owner under this Agreement.

(ii) The Owner and the proposed transferee shall submit for

City review and approval all instruments and other legal documents proposed to effect any Transfer of all or any part of or interest in the BMR Unit or this Agreement together with such documentation of the proposed transferee's qualifications and development capacity as the City may reasonably request.

(iii) The proposed transferee shall expressly assume all of the rights and obligations of the Owner under this Agreement arising after the effective date of the Transfer and all obligations of Owner arising prior to the effective date of the Transfer (unless Owner expressly remains responsible for such obligations) and shall agree to be subject to and assume all of Owner's obligations pursuant to conditions, and restrictions set forth in this Agreement.

(iv) The Transfer shall be effectuated pursuant to a written instrument satisfactory to the City in form recordable in the Official Records.

Consent to any proposed Transfer may be given by the City's Authorized Representative unless the City's Authorized Representative, in his or her discretion, refers the matter of approval to the City Council. If the City has not rejected a proposed Transfer or requested additional information regarding a proposed Transfer in writing within forty-five (45) days following City's receipt of written request by Owner, the proposed Transfer shall be deemed approved.

5.13 Effect of Transfer without City Consent. In the absence of specific written agreement by the City, no Transfer of any BMR Unit shall be deemed to relieve the Owner or any other party from any obligation under this Agreement. This Section 5.12 shall not apply to Transfers described in Section 5.12.2.

5.14 Recovery of City Costs. Owner shall reimburse City for all reasonable City costs, including but not limited to reasonable attorneys' fees, incurred in reviewing instruments and other legal documents proposed to effect a Transfer under this Agreement and in reviewing the qualifications and financial resources of a proposed successor, assignee, or transferee within ten (10) days following City's delivery to Owner of an invoice detailing such costs.

5.15 [Satisfaction of Project Wide Affordable Housing Agreement Requirements. The City hereby acknowledges and agrees that Owner's execution and delivery of this Agreement and the performance of Owner's obligations herein, satisfies Project Wide Developer's obligation to execute and record a Below Market Rate Housing Agreement and Declaration of Restrictive Covenants against the Property as set forth in Section 5 of the Project Wide Affordable Housing Agreement.]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year set forth above.

SIGNATURES ON FOLLOWING PAGE(S).

OWNER:

[_____], a
[_____]

By:_____

Its:

CITY:

CITY OF MENLO PARK, a California municipal corporation

By:_____
City Manager

ATTEST:

By:_____
City Clerk

List of Exhibits:
Exhibit A: Property Description
Exhibit B: Allocation of the BMR Units
Exhibit C: BMR Unit Locations
Exhibit D: Insurance Requirements

Exhibit A
Property Description

Exhibit B
Allocation of BMR Units in the Project

BMR Units	Extremely Low	Very Low	Manager's Unit
Studio apartment			
1 bedroom apartment			
2 bedroom apartment			1
Total - BMR Units	**82**	**37**	

Exhibit C
BMR Unit Locations

Exhibit D
Insurance Requirements

Prior to initiating work on the Project and continuing throughout the Affordability Period, Owner shall obtain and maintain the following policies of insurance and shall comply with all provisions set forth in this Exhibit.

1. General Requirements. Owner shall procure and maintain the following insurance providing coverage against claims for injuries to persons or damages to property that may arise from or in connection with the Project, construction, management, or operation of the Property by the Owner or the Owner's agents, representatives, employees and contractors, or subcontractors, including the following:

(a) Commercial General Liability: The Owner and all contractors working on behalf of Owner on the Property shall maintain a commercial general liability policy in an occurrence policy for protection against all claims arising from injury to person or persons not in the employ of the Owner and against all claims resulting from damage to any property due to any act or omission of the Owner, its agents, or employees in the conduct or operation of the work or the execution of this Agreement. Such insurance shall include products and completed operations liability, blanket contractual liability, personal injury liability, and broad form property damage coverage. Coverage shall be at least as broad as Insurance Services Office Commercial General Liability coverage.

(b) Commercial Automobile Liability: The Owner and all contractors working on behalf of Owner on the Property shall maintain insurance for protection against all claims arising from the use of vehicles, owned, hired, non-owned, or any other vehicle in connection with the Project, construction, operation or management of the Property. Such insurance shall cover the use of automobiles and trucks on and off the site of the Property. Coverage shall be at least as broad as Insurance Services Office covering Commercial Automobile Liability, any auto, owned, non-owned and hired auto.

(c) Workers' Compensation Insurance: The Owner (and the general partners thereof) shall furnish or cause to be furnished to City evidence satisfactory to City that Owner (and the general partners thereof), and any contractor with whom Owner has contracted for the performance of work on the Property or otherwise pursuant to this Agreement, shall maintain Workers' Compensation Insurance as required by the State of California and Employer's Liability Insurance.

(d) Builder's Risk: Upon commencement of any construction work on the Property, Owner and all contractors working on behalf of Owner shall maintain a policy of builder's all-risk insurance in an amount not less than the full insurable cost of the Project on a replacement cost basis naming City as loss payee as its interests may appear.

(e) Professional Liability/Errors and Omissions: Owner shall require any architects, engineers, and general contractors working on the Property to maintain Professional Liability/Errors and Omissions insurance with limits not less than Two Million Dollars ($2,000,000) each claim. Certificates evidencing this coverage must reference both the Owner and the Indemnitees. If the professional liability/errors and omissions insurance is written on a

claims made form: (i) the retroactive date must be shown and must be before the Effective Date, (ii) insurance must be maintained and evidence of insurance must be provided for at least three (3) years after completion of Project construction, and (iii) if coverage is cancelled or non-renewed and not replaced with another claims made policy form with a retroactive date prior to the Effective Date, Owner must purchase, or require the provision of, extended period coverage for a minimum of three (3) years after completion of construction.

(f) Property: Owner shall maintain property insurance covering all risks of loss, including earthquake and flood (if required) for 100% of the replacement value of the Project with deductible, if any, in an amount acceptable to City, naming City as loss payee as its interests may appear.

2. Minimum Limits; Adjustments. Insurance shall be maintained with limits no less than the following:

(a) Commercial General Liability and Property Damage: $2,000,000 per occurrence and $5,000,000 annual aggregate for bodily injury, personal injury and property damage; provided however, with City's advance written approval, subcontractors may maintain liability coverage with limits not less than $1,000,000 per occurrence, $2,000,000 annual aggregate.

(b) Products and Completed Operations: $3,000,000 per occurrence/aggregate.

(c) Commercial Automobile Liability: $2,000,000 combined single limit.

(d) Employer's Liability:

Bodily Injury by Accident - $1,000,000 each accident.

Bodily Injury by Disease - $1,000,000 policy limit.

Bodily Injury by Disease - $1,000,000 each employee.

(e) Professional Liability/Errors and Omissions: $2,000,000 per occurrence or claim. If the policy provides coverage on a claims-made basis, the retroactive date must be shown and must be before the date of the Agreement or the beginning of the contract work.

Coverage limits, and if necessary, the terms and conditions of insurance, shall be reasonably adjusted from time to time (not less than every five (5) years after the Effective Date nor more than once in every three (3) year period) to address changes in circumstance, including, but not limited to, changes in inflation and the litigation climate in California. City shall give written notice to Owner of any such adjustments, and Owner shall provide City with amended or new insurance certificates or endorsements evidencing compliance with such adjustments within thirty (30) days following receipt of such notice.

3. Deductibles and Self-Insured Retention. Any deductibles or self-insured retention must be

declared to, and approved by, the City. Payment of all deductibles and self-insured retentions will be the responsibility of Owner. If the City determines that such deductibles or retentions are unreasonably high, either the insurer shall reduce or eliminate such deductibles or self-insurance retentions as respects the Indemnitees or Owner shall procure a bond guaranteeing payment of losses and related investigations, claims administration and defense.

4. Additional Requirements. The required general liability and automobile policies shall contain, or be endorsed to contain, the following provisions:

(a) The Indemnitees are to be covered as Additional Insureds as respects: liability arising out of activities performed by or on behalf of the Owner; products and completed operations of the Owner; premises owned, occupied or used by the Owner; or automobiles owned, leased, hired or borrowed by the Owner. The coverage shall contain no special limitations on the scope of protection afforded to the Indemnitees. Additional insured endorsements for the general liability coverage shall use Insurance Services Office (ISO) Form No. CG 20 09 11 85 or CG 20 10 11 85, or equivalent, including (if used together) CG 2010 10 01 and CG 2037 10 01; but shall not use the following forms: CG 20 10 10 93 or 03 94.

(b) All insurance shall be primary insurance as respects the Indemnitees. Any insurance or self-insurance maintained by the Indemnitees shall be excess of the Owner's/contractor's insurance and shall not contribute with it.

(c) Any failure to comply with reporting or other provisions of the policies including breaches of warranties shall not affect coverage provided to the Indemnitees.

(d) The Owner's insurance shall apply separately to each insured against whom claim is made or suit is brought except, with respect to the limits of the insurer's liability.

(e) Each insurance policy required by this clause shall be endorsed to state that coverage shall not be suspended, voided, canceled by either party, reduced in coverage or in limits except after thirty (30) days' prior written notice by certified mail, return receipt requested, has been given to the City.

(f) If any insurance policy or coverage required hereunder is canceled or reduced, Owner shall, within five (5) days after receipt of notice of such cancellation or reduction in coverage, but in no event later than the effective date of cancellation or reduction, file with City a certificate showing that the required insurance has been reinstated or provided through another insurance company or companies. Upon failure to so file such certificate, City may, without further notice and at its option, procure such insurance coverage at Owner's expense, and Owner shall promptly reimburse City for such expense upon receipt of billing from City.

(g) Owner agrees to waive subrogation rights for commercial general liability, automobile liability and worker's compensation against Indemnitees regardless of the applicability of any insurance proceeds, and to require all contractors, subcontractors or others involved in any way with any construction on the Property to do likewise. Each insurance policy shall contain a

waiver of subrogation for the benefit of City. If any required insurance is provided under a form of coverage that includes an annual aggregate limit or provides that claims investigation or legal defense costs are included in such annual aggregate limit, such annual aggregate limit shall be three times the applicable occurrence limits specified above.

(h) It shall be a requirement under this Agreement that any available insurance proceeds broader than or in excess of the specified minimum insurance coverage requirement and/or limits shall be available to the additional insured. Furthermore, the requirement for coverage and limits shall be (1) the minimum coverage and limits specified in this Agreement, or (2) the broader coverage and maximum limits of coverage of any insurance policy or proceeds available to the named insured; whichever is greater. For all liability insurance required by this Agreement, Owner (and Owner's contractors, as applicable) shall obtain endorsements that name the Indemnitees as additional insured in the full amount of all applicable policies, notwithstanding any lesser minimum limits specified in this Agreement. This Agreement requires Owner (and Owner's contractors, as applicable) to obtain and provide for the benefit of the Indemnitees, additional insured coverage in the same amount of insurance carried by Owner (or Owner's contractors, as applicable), but in no event less than the minimum amounts specified in this Agreement. In the event that Owner (or Owner's contractors as applicable) obtains insurance policies that provide liability coverage in excess of the amounts specified in this Agreement, the actual limits provided by such policies shall be deemed to be the amounts required under this Agreement. Without limiting the foregoing, the limits of liability coverage specified in this Agreement are not intended, nor shall they operate, to limit City's ability to recover amounts in excess of the minimum amounts specified in this Agreement.

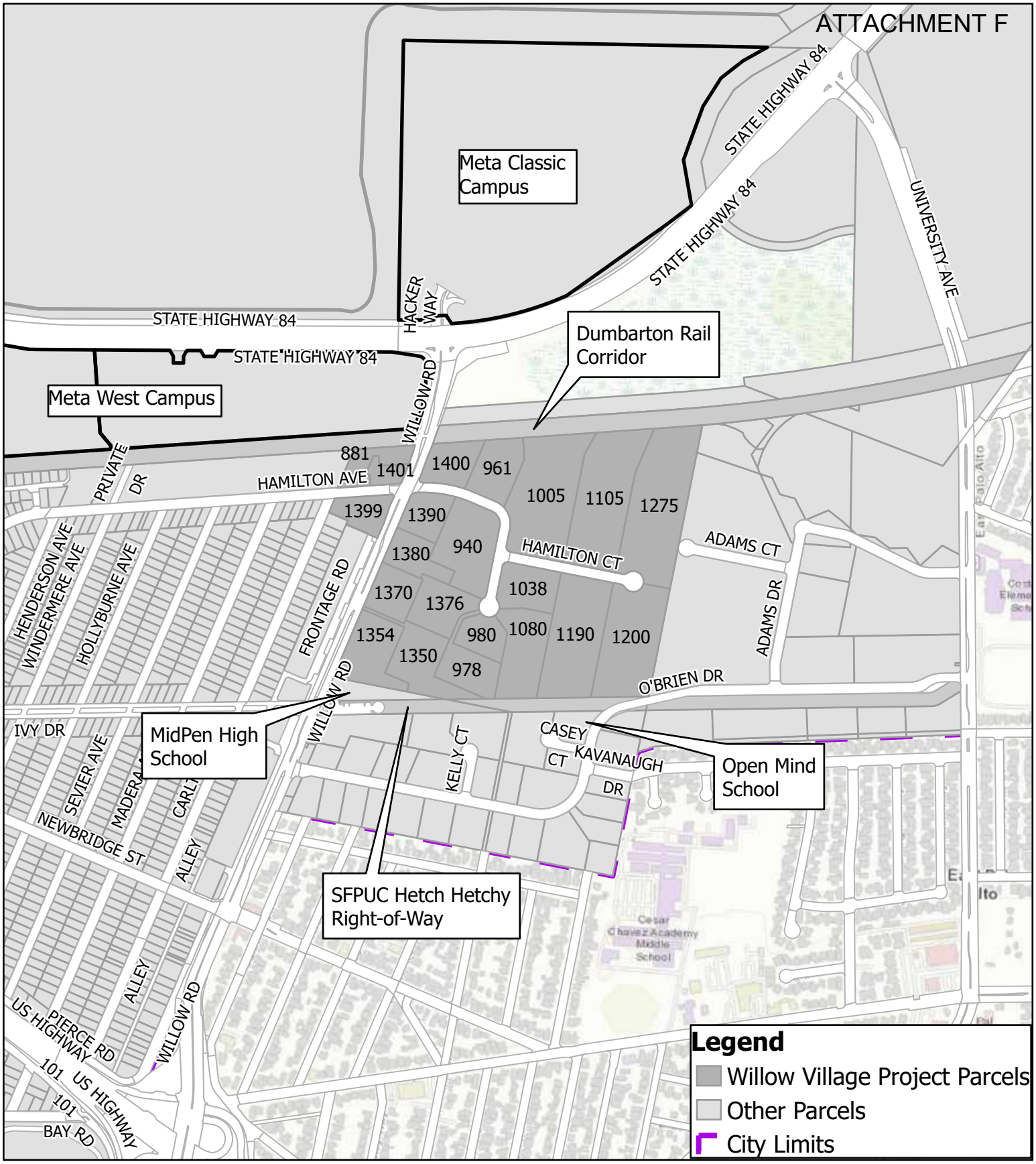
(i) The limits of insurance required in this Agreement may be satisfied by a combination of primary and umbrella or excess insurance. Any umbrella or excess insurance shall contain or be endorsed to contain a provision that such coverage shall also apply on a primary and non-contributory basis for the benefit of the City before the City's own insurance or self-insurance shall be called upon to protect it as a named insured.

5. Acceptability of Insurers. Companies writing the insurance required hereunder shall be licensed to do business in the State of California. Insurance is to be placed with insurers with a current A.M. Best's rating of no less than A: VII.

6. Verification of Coverage. Prior to the Effective Date of this Agreement, Owner shall furnish City with certificates of insurance in form acceptable to City evidencing the insurance coverage required under paragraphs (a), (b), (c), and (e) of Section 1 above, duly executed endorsements evidencing the Indemnitees' status as additional insured, and all other endorsements and coverage required hereunder pertaining to such coverage. Prior to commencement of any construction work on the Property, Owner shall furnish City with certificates of insurance in form acceptable to City evidencing the insurance coverage required under paragraphs (d) and (g) of Section 1 above. Prior to City's issuance of a final certificate of occupancy or equivalent for the Project, Owner shall furnish City with certificates of insurance in form acceptable to City evidencing the insurance coverage required under paragraph (f) of Section 1 above. Owner shall

furnish the City with original endorsements effecting coverage required by this clause. The endorsements are to be signed by a person authorized by that insurer to bind coverage on its behalf.

7. Insurance Certificates and Endorsements. Owner shall submit to the City all of the necessary insurance documents, including the applicable amendatory endorsements (or copies of the applicable policy language effecting coverage required by this clause) and a copy of the Declarations and Endorsement Page of required Owner policies listing all required policy endorsements to the City. Insurance Certificates and Endorsements are to be received and approved by the City within the time periods specified in Section 6 above. Should Owner cease to have insurance as required at any time, all work by Owner pursuant to this Agreement shall cease until insurance acceptable to the City is provided. Upon City's request, Owner shall, within thirty (30) days of the request, provide or arrange for the insurer to provide to City, complete certified copies of all insurance policies required under this Agreement. City's failure to make such request shall not constitute a waiver of the right to require delivery of the policies in the future.



CITY OF MENLO PARK

LOCATION MAP

WILLOW VILLAGE

Scale: 1:9,000 Drawn By: KTP Checked By: CDS Date: 10/24/2022

N

Project Meetings and Milestones	
Milestone	**Date**
Project submittal	July 2017
Planning Commission study session	February 2018
City Council study session	March 2018
Revised project submitted with current land uses and site plan	February 2019
Notice of Preparation for EIR released	September 18, 2019
Planning Commission EIR scoping session and study session	October 7, 2019
City Council review and confirmation on EIR scope and content	December 16, 2019
Draft EIR released for public review and comment	April 8, 2022
Planning Commission Draft EIR public hearing and study session	April 25, 2022
City Council study session on community amenities proposal	May 24, 2022
Complete Streets Commission review and recommendation on General Plan Circulation and Zoning Map amendments	June 8, 2022
Housing Commission review and recommendation on BMR proposal	August 3, 2022
City Council study session on community amenities proposal updates	August 23, 2022
Complete Streets Commission informational item on site circulation updates	September 14, 2022
Planning Commission review and recommendation on EIR and land use entitlements	October 24, 2022



LEGEND	
1	Town Square
2	Grocery Store on Ground Level
3	Publicly Accessible Park
4	Publicly Accessible Dog Park
5	Elevated Park Access (Elevator and Stairs)
6	Elevated Park
7	Hotel
8	Mixed-Use Block
9	Residential Block
10a	Office Campus
10b	Meeting & Collaboration Space
11	Parking Garage with Transit Hub on Ground Level
12	Proposed Multi-use Pathway
13	Willow Road Tunnel
14	Realigned Hamilton Avenue
15	Hamilton Avenue Parcel North
16	Hamilton Avenue Parcel South

Note: Willow Road improvements are subject to Caltrans approval.

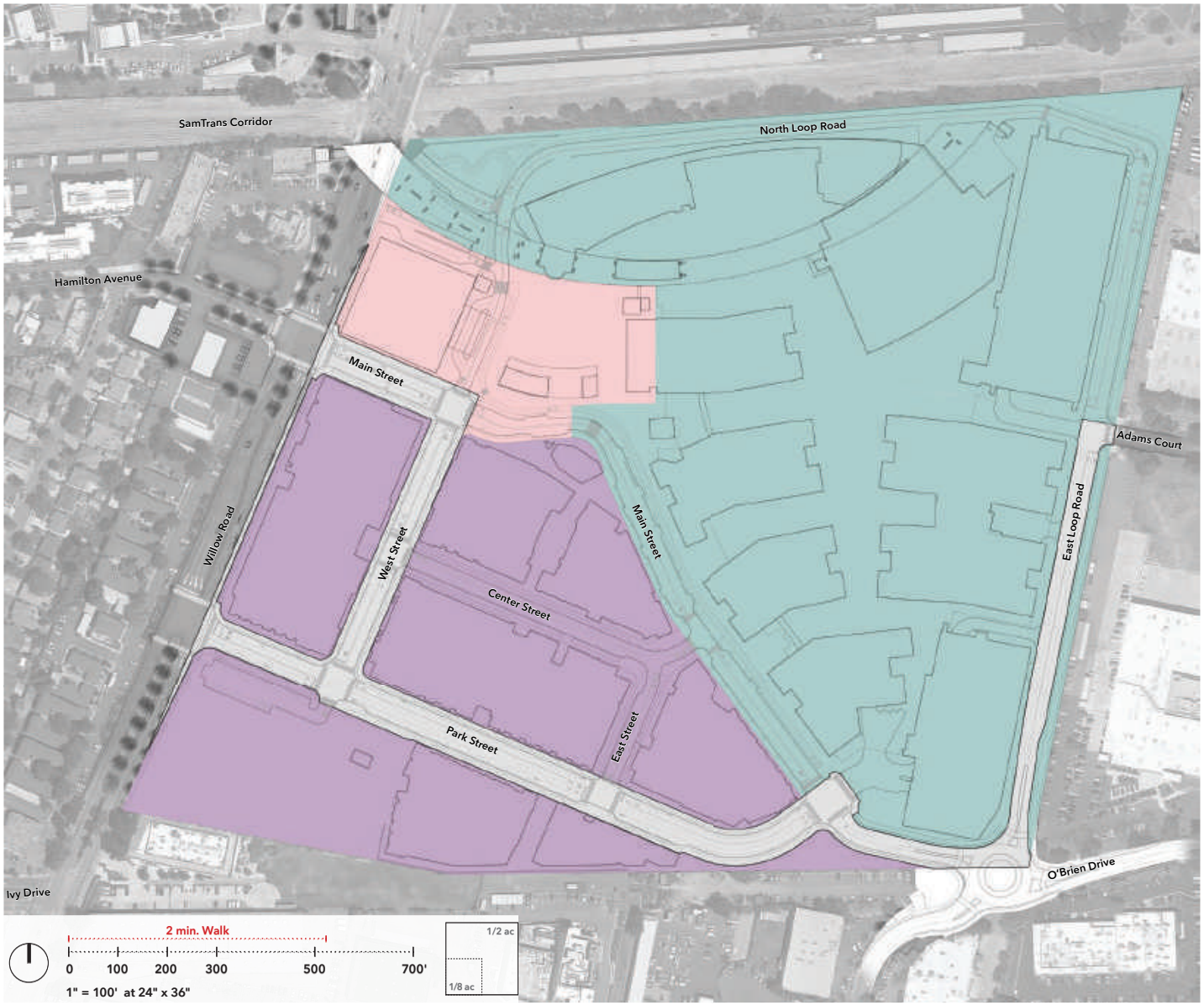
MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G2.01
Conceptual Master Plan
September 16, 2022

H1



LEGEND		
	Town Square District	4.19 acre
	Campus District	32.04 acre
	Residential / Shopping District	17.67 acre
	Public R.O.W.	5.46 acre
	Total	59.36 acre

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

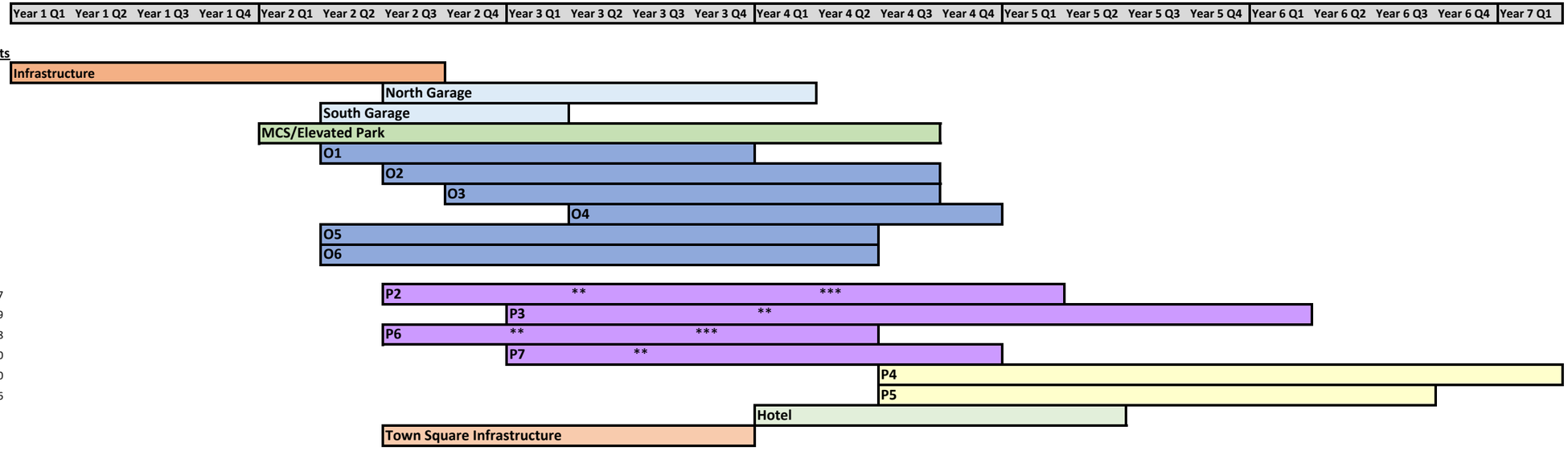
Menlo Park, CA

G3.01
Conceptual District Plan
September 16, 2022

Illustrative WV Construction Phasing Schedule

10/18/2022

	Phase	Constr (Mos.)	BMR	SF	Units
Horizontal Infrastructure					
N. Garage	1	21			
S. Garage	1	12			
MCS	1	31			
O1	1	20		132,774	
O2	1	23		160,082	
O3	1	22		209,123	
O4	1	21		167,808	
O5	1	24		236,268	
O6	1	25		215,989	
P2 MU	1	30	32		327
P3 MU	1	38	42		419
P6 MU	1	24	18		178
P7 MU	1	22	120		120
P4 MU	2	30	62		440
P5 MU	2	24	34		246
Hotel	1	16			
Town Square	1	15			



** Podium completion

*** Roof Framing

Dates are preliminary and subject to change

Date: 9/2/22

Parcel 1 - MCS - Adjustment Request #1
Building Modulations

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(2)

Allow 3 dimensional curving facade in lieu of building modulation requirement; major modulation every 200 feet, with a minimum of one per facade.

Code Requirements

16.43.130 Design Standards - Building Mass and Scale

Building Modulations

Definition: A building modulation is a break in the building plane from the ground level to the top of the building's base height that provides visual variety, reduces large building volumes and provides spaces for entryways and publicly accessible spaces.

Base Level: One every 200 feet, with a minimum of one per facade

Bonus Level: One every 200 feet, with a minimum of one per facade

Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: One every 200 feet, with a minimum of one per facade

Notes/Additional Requirements: Modulation is required on the building facade(s) facing publicly accessible spaces (streets, open space, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building facade that faces a publicly accessible space is altered, it must comply with these modulation requirements.

Subject Site and Proposed Building Description

The MCS will serve as a meeting and collaboration space for Meta as well as provide a visitor center open to the public. The facility will feature a curving 3-dimensional glass and steel cover, an elevated publicly-accessible park and an Event Building with a planted trellis covered colonnade and vaulted metal roof. The MCS will occupy the northern portion of the Masterplan providing the north boundary to Town Square and the Offi ce campus. North Loop Road will be the northern boundary of MCS.

The building facade along North Loop Road will consist of the atrium cover whose curvature in plan varies by 65'-0" along its 835'-0" length and varies by approximately 80'-0" in elevation. Between North Loop Road and the building will be a planted landscape zone that varies in width as the building's curvature varies. The glass and steel cover features articulated "fins" that traverse the building diagonally in the east to west direction.

The project proposes an adjustment to the zoning requirement for a modulation every 200', with a minimum of one per facade, in the MCS facade on North Loop Road. The proposed facade as designed is an ever changing shape in relation to the public road with articulated fins to create modulated shadows and relief that adjust with the time of day. As one traverses the length of the facade, every vantage point will be substantially different from another. We believe that the facade as designed meets the intent of the zoning, i.e., to avoid monotonous long façades.

Modifications

Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

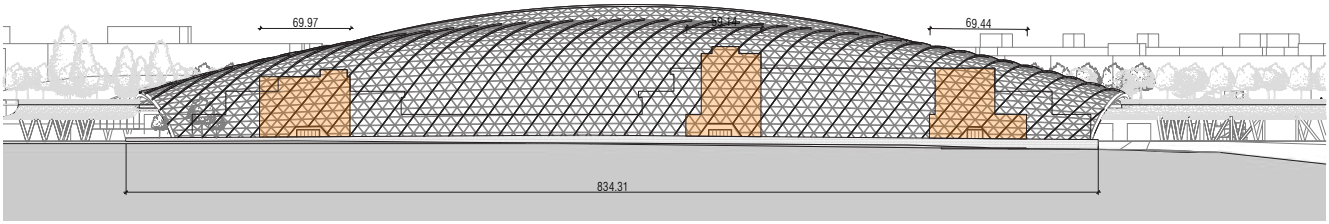
Attachments

Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #1, Illustration 1,
Parcel 1 - Adjustment Request #1, Illustration 2,



Parcel 1 - Adjustment Request #1
Illustration 1
Level 1 Floor Plan

0 80 160



Parcel 1 - Adjustment Request #1
Illustration 2
North Elevation

0 80 160

Parcel 1 - MCS - Adjustment Request #2
Minimum Stepback

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(2)

Allow continuous curvature of building in lieu of stepback requirement

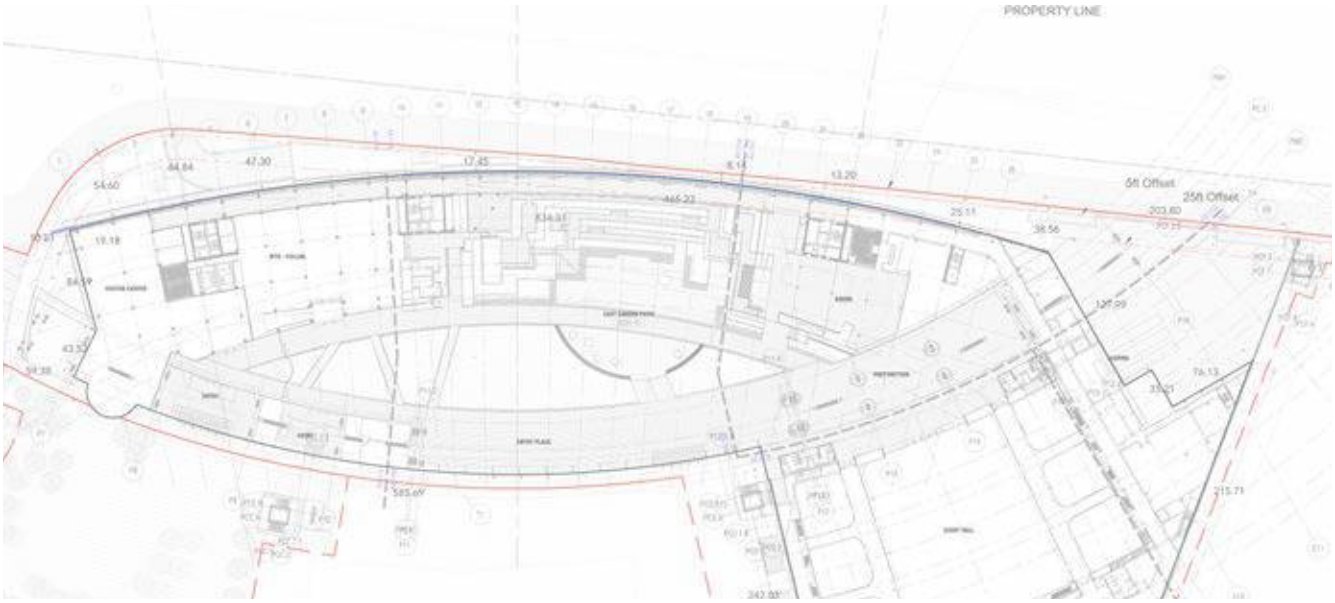
Code Requirements
16.43.130 Design Standards - Building Mass and Scale
Minimum Stepback
Definition: The horizontal distance a building's upper story(ies) must be set back above the base height.
Base Level: N/A
Bonus Level: 10 feet for a minimum of 75% of the building face along public street(s)
Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 10 feet for a minimum of 75% of the building face along public street(s)
Notes/Additional Requirements: A maximum of 25% of the building face along public streets may be excepted from this standard in order to provide architectural variation. Exception: Hotels shall step back a minimum of 15 feet above 60 feet and an additional 10 feet for buildings 75 feet.

Subject Site and Proposed Building Description
The MCS will serve as a meeting and collaboration space for Meta as well as provide a visitor center open to the public. The facility will feature a curving 3-dimensional glass and steel cover, an elevated publicly-accessible park and an Event Building with a planted trellis covered colonnade and vaulted metal roof. The MCS will occupy the northern portion of the Masterplan providing the north boundary to Town Square and the Office campus. North Loop Road will be the northern boundary of MCS.

The building facade along North Loop Road will consist of the atrium cover whose curvature in plan varies by 65'-0" along its 835'-0" length and varies by approximately 80'-0" in elevation. Between North Loop Road and the building will be a planted landscape zone that varies in width as the building's curvature varies. The proposed facade as designed is an ever changing shape in relation to the public road. As one traverses the length of the facade, every vantage point will be substantially different from another. We believe that the facade as designed meets the intent of the zoning, i.e., to to maintain an active and attractive street edge at public rights of way.

Modifications
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments
Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #2, Illustration 1



Parcel 1 - Adjustment Request #2
Illustration 1
Level 1 Floor Plan

Date: 9/2/22

Parcel 5 – Adjustment #1

Base Height

Adjustment Request

Allow adjustments to Zoning Code Section 16.45.120(2) to:

Increase the maximum base height (including 10-foot increase within the flood zone) from 55’ to the top of Level 7 (approximately 67'-0")

Code Requirements

16.45.120(2) Building Mass and Scale

Base Height: The maximum height of a building at the minimum setback at street or before the building steps back the minimum horizontal distance required. Bonus Level Fronting a Local Street or a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 45’. Properties within the flood zone or subject to flooding and sea level rise are allowed a 10' increase.

Maximum base height for Project= 45’ + 10’ height increase = 55’
Stepback Required: 10 feet for a minimum of 75% of the building face along public street(s). A maximum of 25% of the building face along public street(s) may be excepted from this standard in order to provide architectural variation.

Subject Site and Proposed Building Description

Parcel 5 occupies a generally triangular City block surrounded by Park Street, East Street, and Main Street. The proposed building design is characterized by material and massing transitions that create the effect of several distinct wings of buildings intersecting with each other rather than one monolithic mass. There is a large podium level stepback on Park Street where the courtyard opens up to the street. There are stepbacks at level 7 around the rest of the building to provide relief and articulation. The vertical scale of the building is further broken down and articulated through podium level stepbacks (less than 10’ in depth), architectural “hood” elements at ground floor dwelling units, and level 2 canopies.

Parcel 5 Building also provides a whole building *setback* from Property Line as follows:

South Elevation – Park St.	4’ - 14’ building setback
Northeast Elevation – Main St.	4’ - 32’ building setback
Northwest Elevation – East Street	10’ – 20’ building setback

Parcel 5 proposes the use of a *non-required building setback* to achieve the same results as the *required minimum stepback* in the following ways:

- Providing a greater volume of space between the upper stories of buildings.
- Providing allowance for more light at the pedestrian level.

In addition,

- Stepbacks provide a perceived lower building height. Parcel 5 proposes to place the required stepback at one level higher than the otherwise maximum base height, thus achieving comparable view angles to a compliant stepback profile.
- Parcel 5 proposes to further break down the vertical scale of the building through architectural elements such as podium level stepbacks (less than 10’ in depth), architectural “hood” elements at ground floor dwelling units, and second level canopies.

Parcel 5 Design seeks to achieve a well-proportioned massing that articulates its vertical scale through a variety of architectural strategies, so as to not read as ‘prescriptive’ and yet to meet the intent of the stepback requirement in the zoning code. For Parcel 5, the applicant requests the required stepback maximum base height be allowed to increase from 55’ to Level 7 (about 66’-1”). Without the adjustment, the Parcel 2 frontages have code complying stepbacks on an average of 35% of their length (see attached exhibit for details). With the adjustment, they will have complying stepbacks on an average of 98% of their length.

Modifications

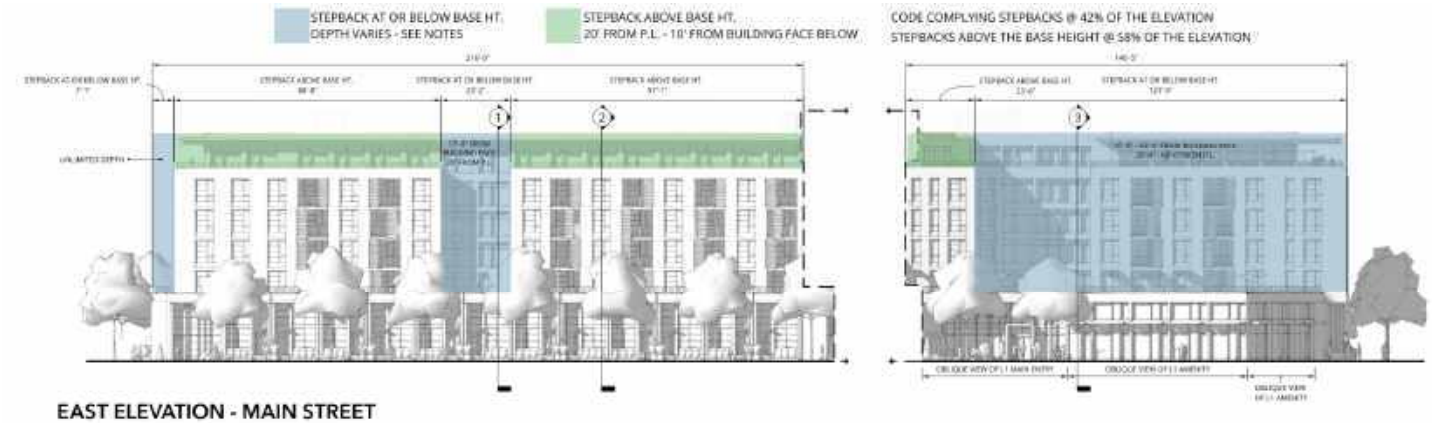
Modifications to any adjustment may be considered according to CDP Section X governing Substantially Consistent Modifications and Minor Modifications.

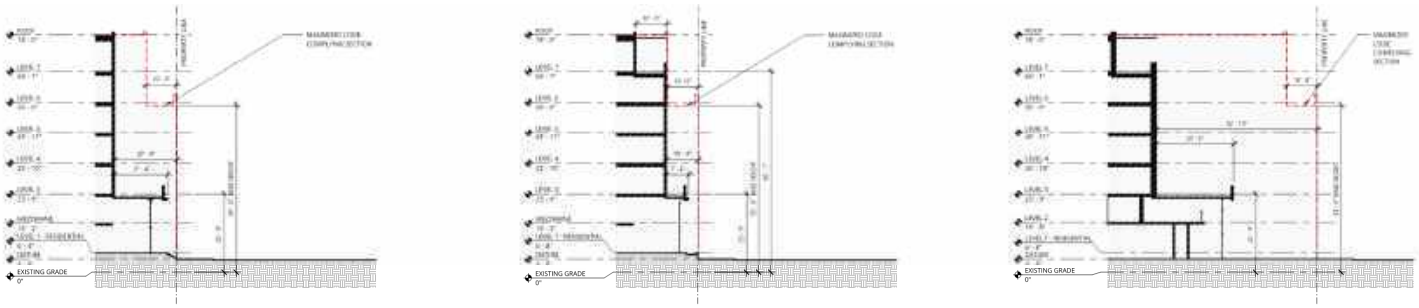
L5

Attachments
Illustrative Adjustment Exhibit #1 Attached.

Parcel 5 – Illustrative Adjustment Exhibit #1

EAST ELEVATION – MAIN STREET:



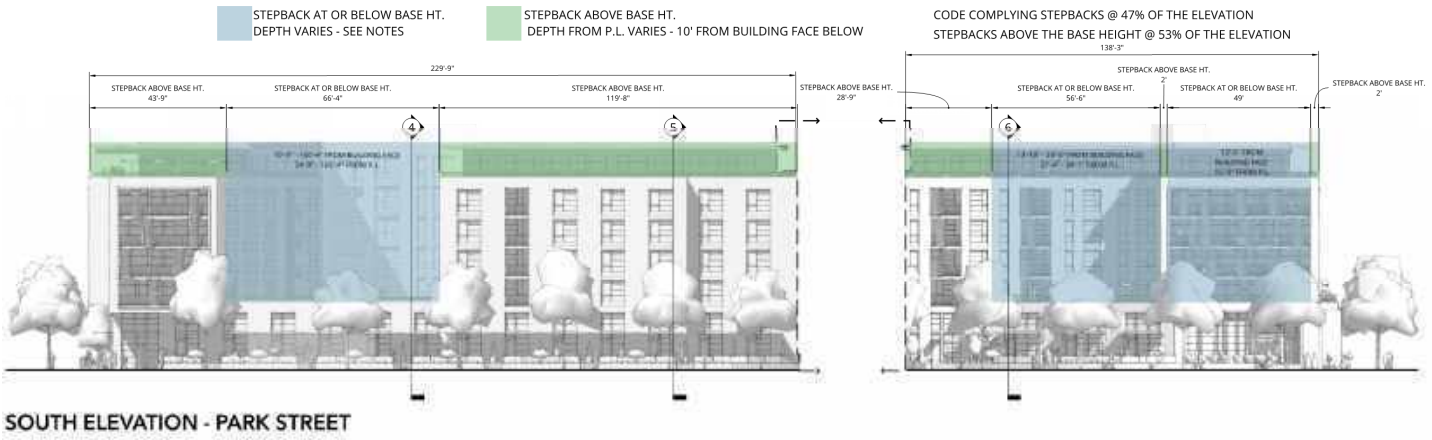


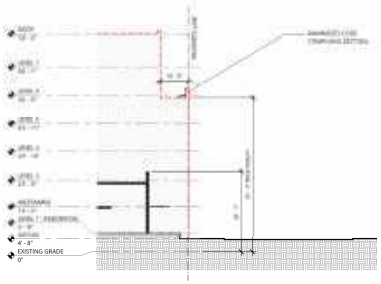
1 MAIN ST. STEPBACK @ MASSING BREAK
1/16" = 1'-0"

2 MAIN ST. STEPBACK TYP.
1/16" = 1'-0"

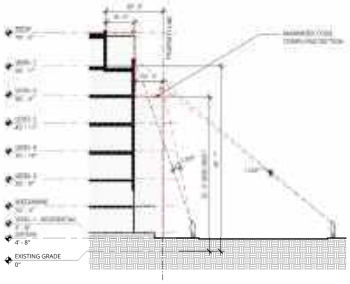
3 MAIN ST. STEPBACK @ LOBBY
1/16" = 1'-0"

SOUTH ELEVATION – PARK STREET:

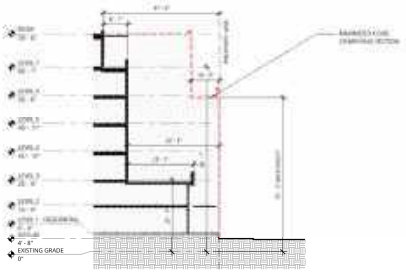




4 PARK ST. STEPBACK @ COURTYARD
1/16" = 1'-0"

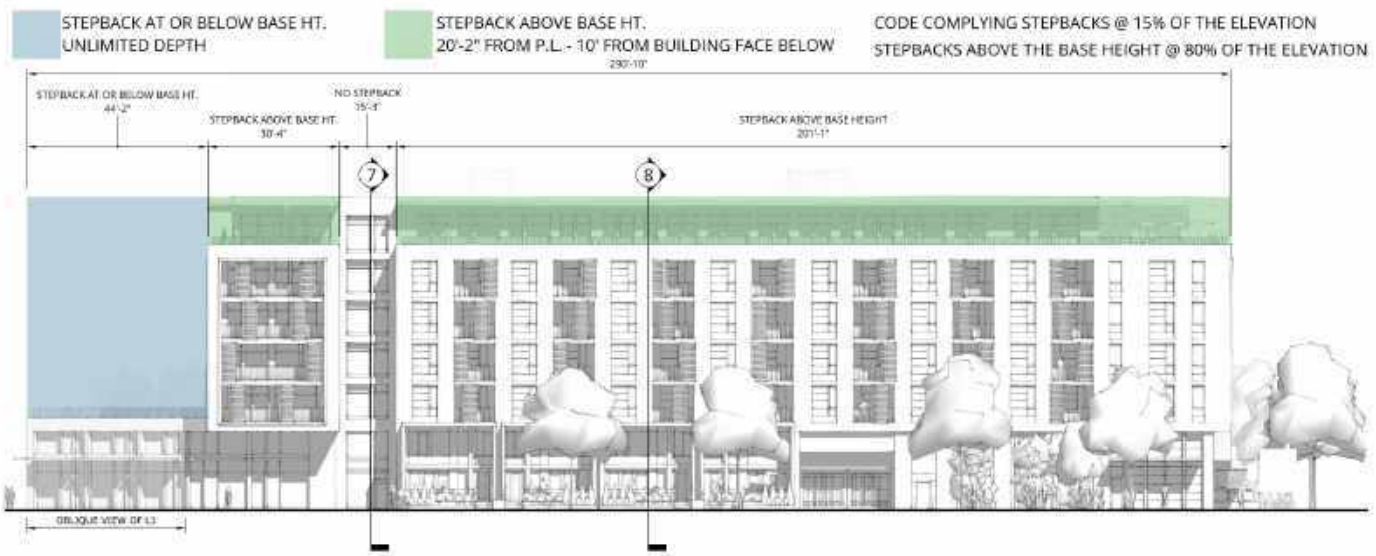


5 PARK ST. STEPBACK TYP.
1/16" = 1'-0"

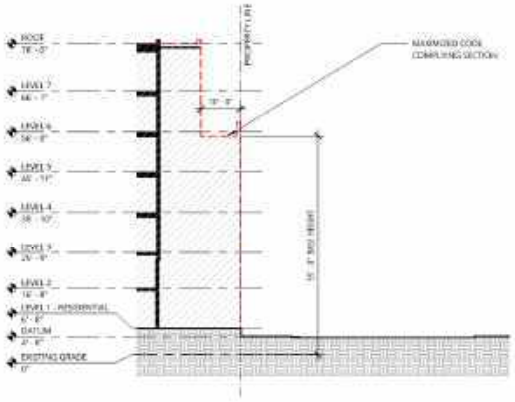


6 PARK ST. STEPBACK @ EAST END
1/16" = 1'-0"

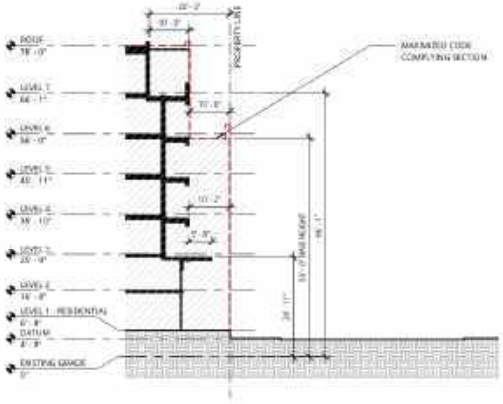
WEST ELEVATION – EAST STREET:



WEST ELEVATION - EAST STREET



7 EAST ST. @ MASSING MODULATION
1/16" = 1'-0"



8 EAST ST. STEPBACK TYP.
1/16" = 1'-0"

L7

Date: 9/2/22

Parcel 1 - Hotel - Adjustment Request #1
Building Modulations

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(2)

Allow 5% increase, 10' -0", to requirement for building modulation every 200 feet, with a minimum of one per facade, such that 211 foot facade will not have a major modulation.

Code Requirements

16.43.130 Design Standards - Building Mass and Scale

Building Modulations

Definition: A building modulation is a break in the building plane from the ground level to the top of the building's base height that provides visual variety, reduces large building volumes and provides spaces for entryways and publicly accessible spaces.

Base Level: One every 200 feet, with a minimum of one per facade

Bonus Level: One every 200 feet, with a minimum of one per facade

Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: One every 200 feet, with a minimum of one per facade

Notes/Additional Requirements: Modulation is required on the building facade(s) facing publicly accessible spaces (streets, open space, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building facade that faces a publicly accessible space is altered, it must comply with these modulation requirements.

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

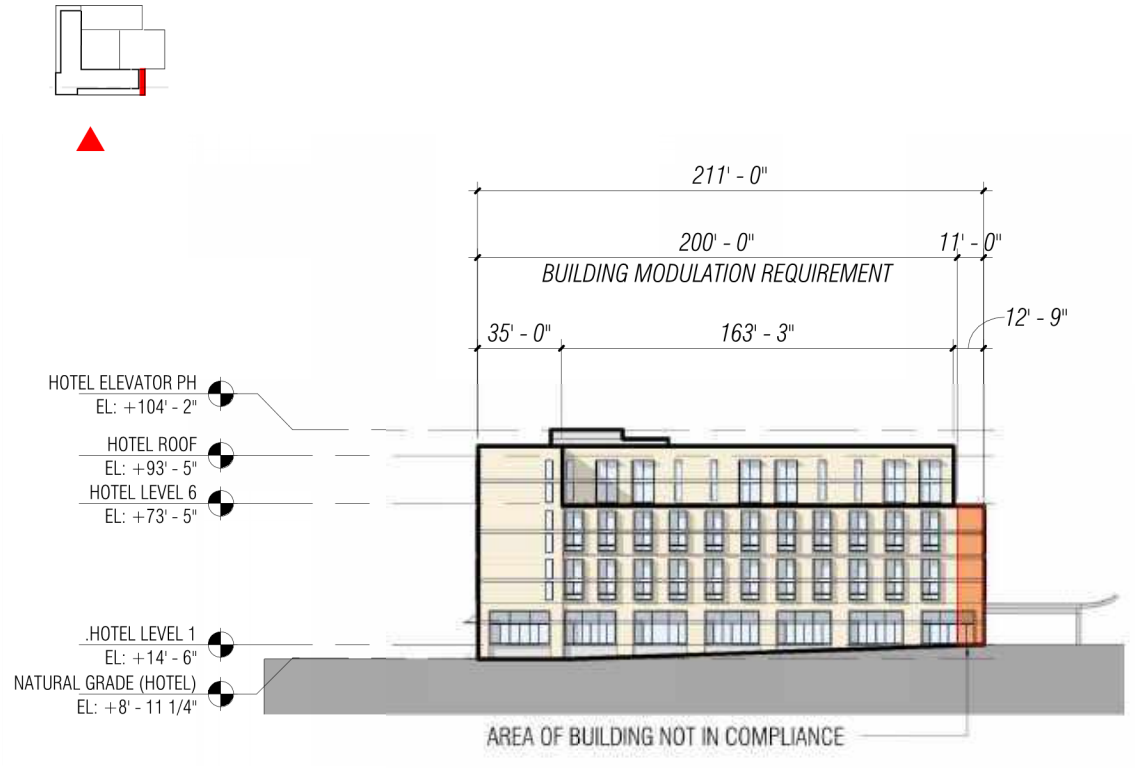
The project proposes a Adjustment Request to the zoning requirement for a modulation every 200', with a minimum of one per facade, in the hotel facades on Willow Road and Main Street. The proposed facades as designed have highly modulated double-story window frames as the key design feature. The length of the proposed facades are 211' long, only 11' longer than the 200' threshold. Streets flank either side of both facades creating a visual break between them and any adjacent structures eliminating the possibility of a further elongated street wall. The
five percent excess on the maximum length is minor and generally imperceptible. We believe that the facades as designed substantially meet the intent of the zoning, i.e., to avoid monotonous long façades.

Modifications

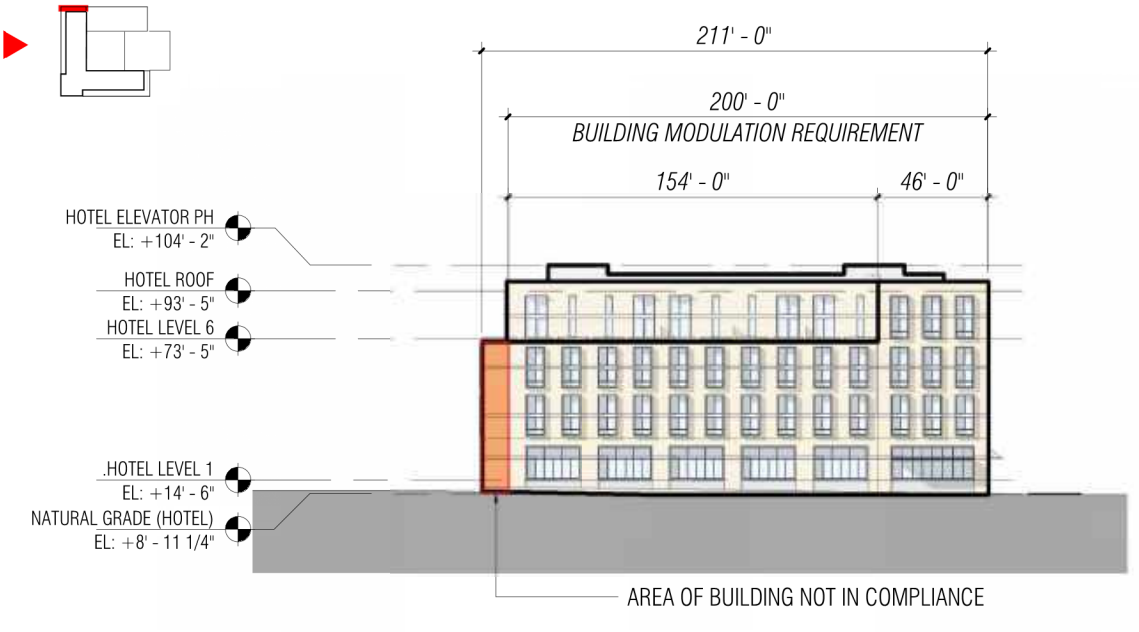
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #1, Illustration 1, South Elevation
Parcel 1 - Adjustment Request #1, Illustration 2, West Elevation



Parcel 1 - Adjustment Request #1
Illustration 1
South Elevation



Parcel 1 - Adjustment Request #1
Illustration 2
West Elevation

Parcel 1 - Hotel - Adjustment Request #2
Minimum Stepback

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(2)

Allow minimum stepback of 10'-0" in lieu of 15'-0".

Allow Shade trellis within stepback zone. Allow parapet within stepback zone.

Code Requirements

16.43.130 Design Standards - Building Mass and Scale

Minimum Stepback

Definition: The horizontal distance a building's upper story(ies) must be set back above the base height.

Base Level: N/A

Bonus Level: 10 feet for a minimum of 75% of the building face along public street(s)

Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 10 feet for a minimum of 75% of the building face along public street(s)

Notes/Additional Requirements: A maximum of 25% of the building face along public streets may be excepted from this standard in order to provide architectural variation. Exception: Hotels shall step back a minimum of 15 feet above 60 feet and an additional 10 feet for buildings 75 feet.

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Sreet. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

The project proposes an adjustment to the zoning requirement for a 15 foot stepback above 60 feet (+10 G flood allowance) for the two top floors of the hotel facing onto Willow Road. The project proposes to provide a 10' step back (in lieu of 15'). The 10' step-back conforms to the intent of the zoning requirement: to create a visual break and allow for expanded views to the sky and increased daylight to the street. To further enhance the public realm, the hotel design introduces a planted trellis element, which acts as a cornice to the building enhancing the public face on the street. The 10' step back of the two top floors already significantly impacts the structural and mechanical efficiency of the hotel. The further requirement for an additional 5' of modulation would not allow for viable room depths and reasonable double-loaded hotel room planning, which would negatively impact the ability to achieve an efficient, financially feasible and compact hotel on this site.

Modifications

Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

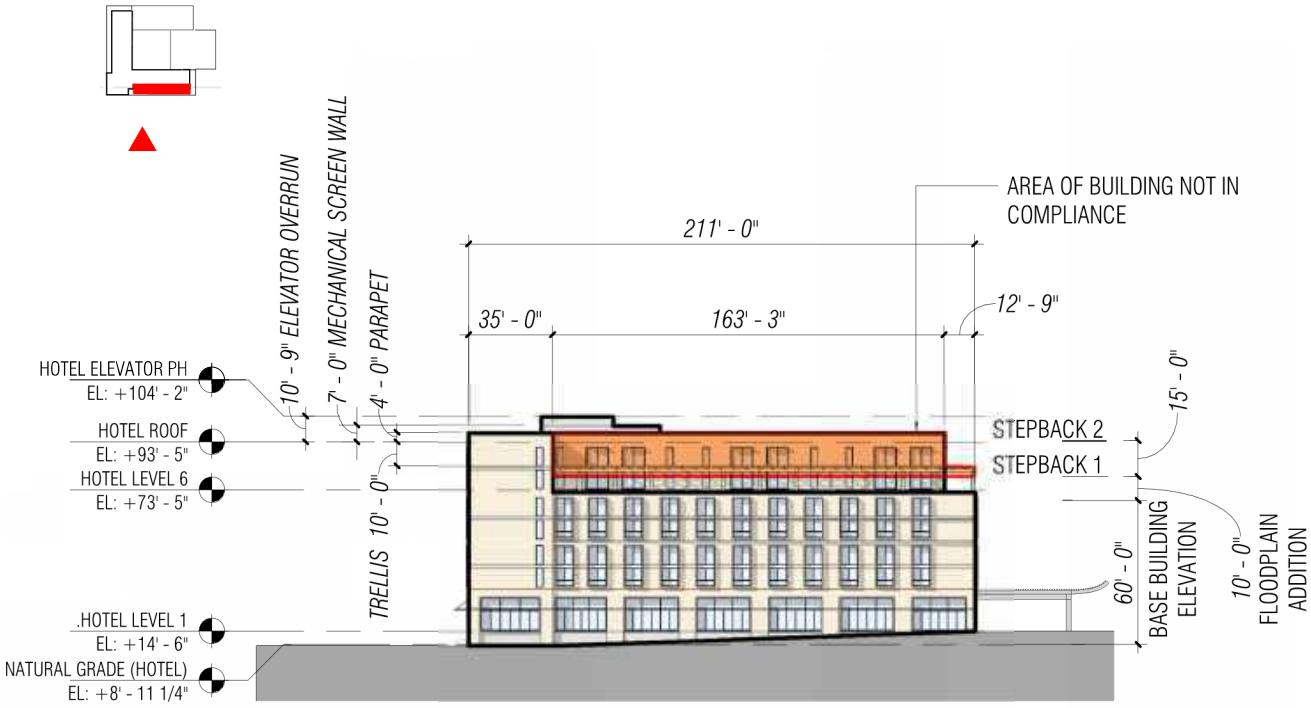
Attachments

Illustrative Attachment Exhibit

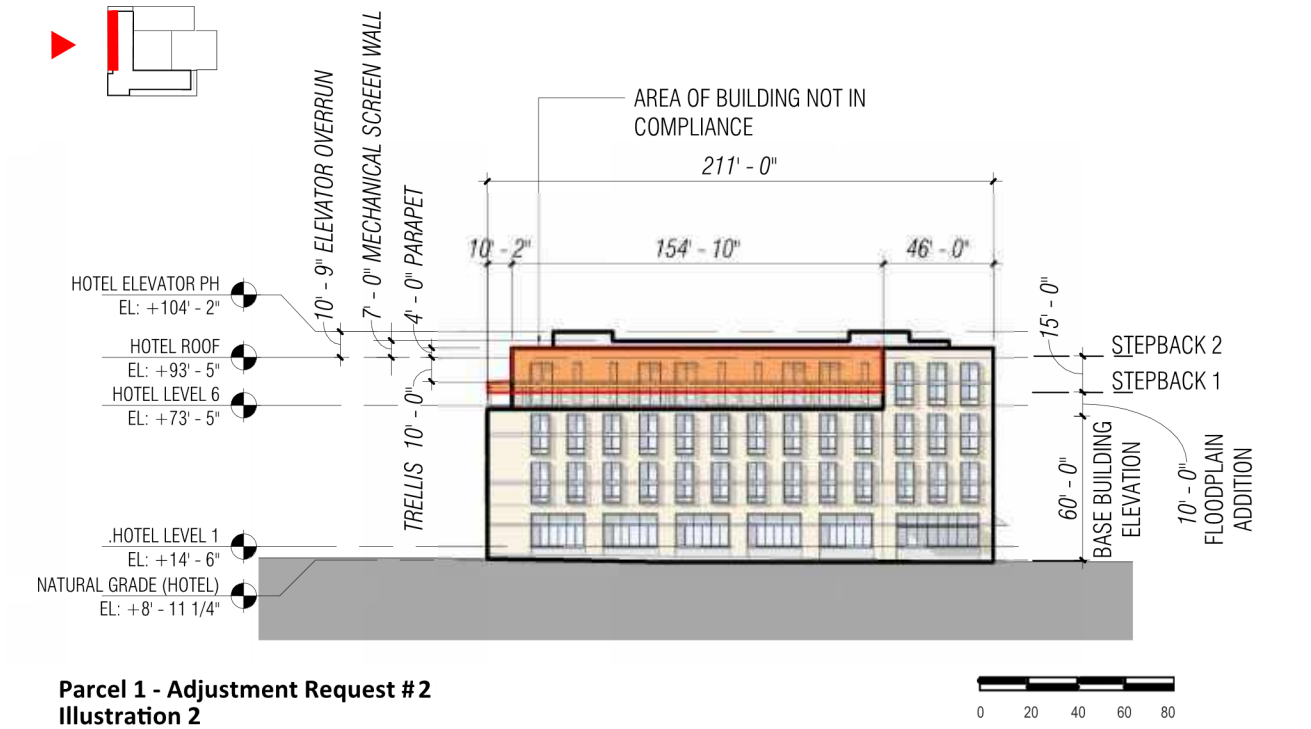
Parcel 1 - Adjustment Request #2, Illustration 1, South Elevation

Parcel 1 - Adjustment Request #2, Illustration 2, West Elevation

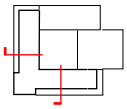
Parcel 1 - Adjustment Request #2, Illustration 3, Section

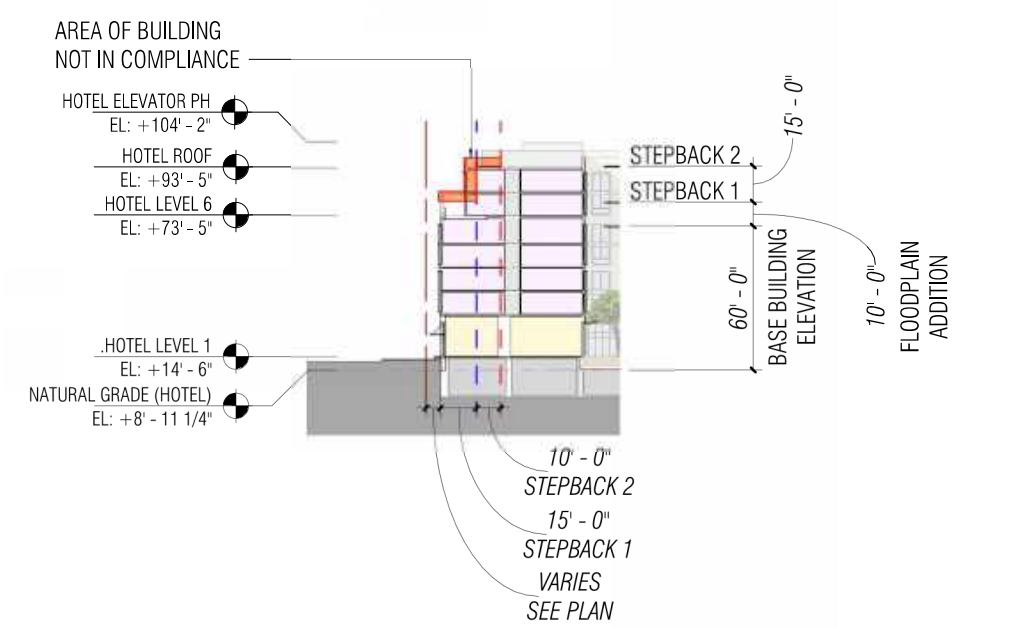


Parcel 1 - Adjustment Request #2
Illustration 1
South Elevation



Parcel 1 - Adjustment Request #2
Illustration 2
West Elevation





Parcel 1 - Adjustment Request #2
Illustration 3
Section

Parcel 1 - Hotel - Adjustment Request #3
Building Entrances

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(3)

Allow 9 public entrances along West Street in lieu of public entrances along Willow Road and Main Street.

Code Requirements

16.43.130(3) Design Standards - Ground Floor Exterior
Building Entrances
Definition: The minimum ratio of entrances to building length along a public street or paseo.
Base Level: One entrance per public street frontage
Bonus Level Fronting a Local Street: One entrance per public street frontage
Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: One entrance per public street frontage
Notes/Additional Requirements: Entrances at a building corner may be used to satisfy this requirement for both frontages. Stairs must be located in locations convenient to building users.

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Sreet. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing, which faces the Willow Village Town Square and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

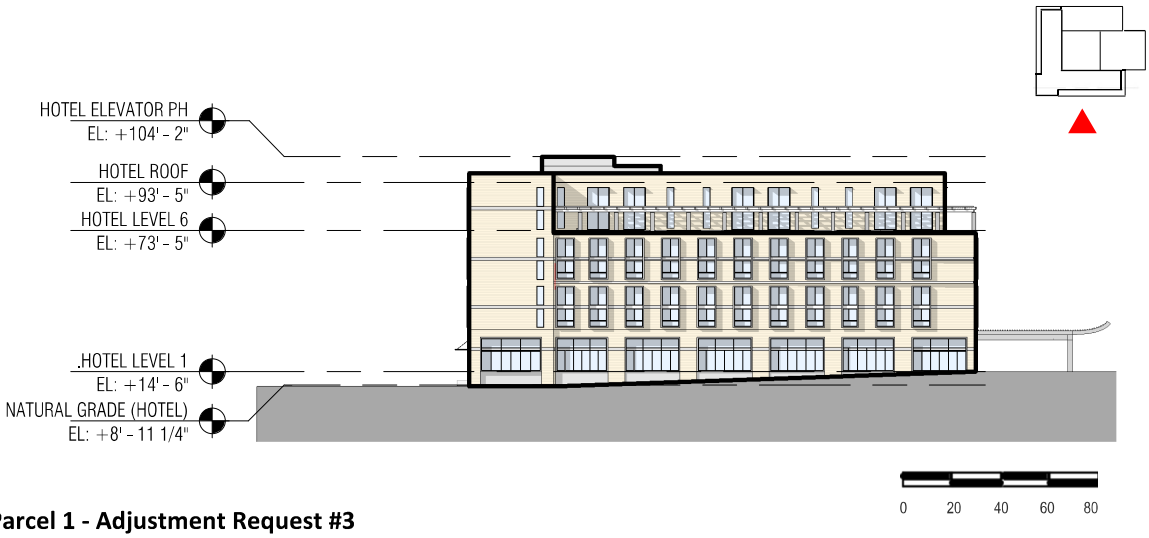
The project proposes a Adjustment Request to the zoning requirement for one entrance per public street frontage. The hotel design instead proposes to have 9 entrances on the Town Square, but no entrances on Willow Road and Main Street. The hotel is oriented primarily toward the pedestrian-friendly Willow Village Town Square, including a generous drop-off area and the main entrance to the hotel lobby and public amenities, accessed via a landscaped courtyard. Given the predominance of vehicular traffic on Willow Road and lack of pedestrian traffic along the Willow Road sidewalk, the Town Square entrance and orientation is more appropriate than having a corner street entrance from the southwest. Moreover, the change in elevation between the lower sidewalks along Willow Road & Main Street and the higher hotel interior ground-floor would make any entrances near the corner difficult to navigate with universal design without extensive ramps and/or lifts, which would not be inviting to the public.

Modifications

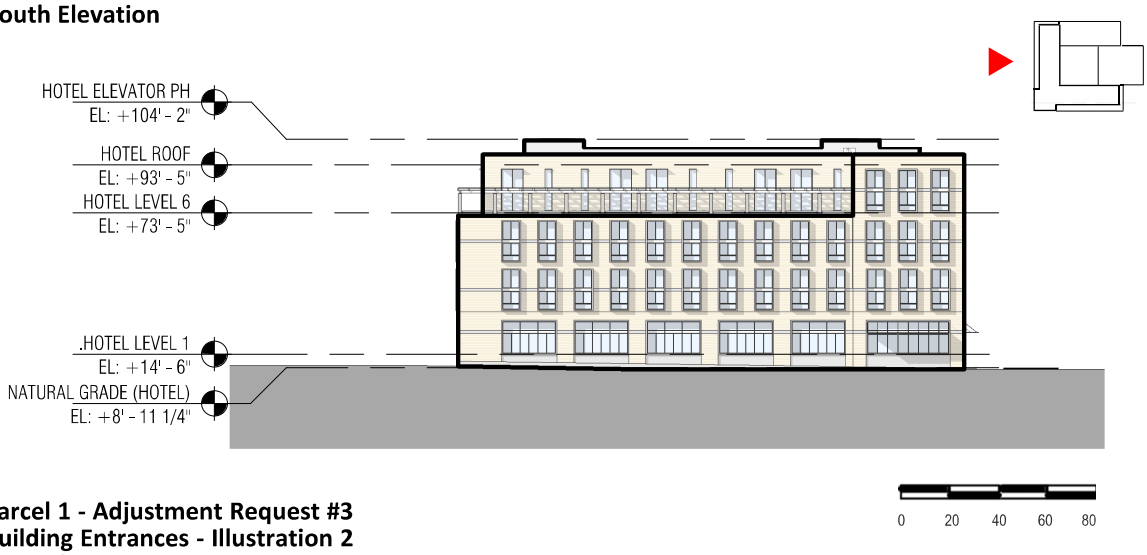
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

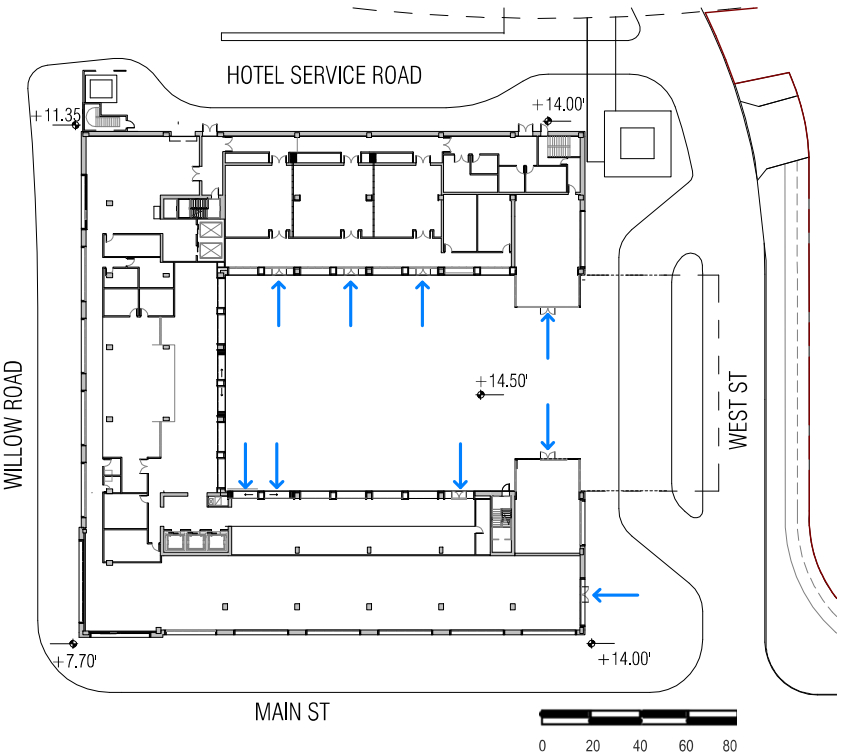
Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #3, Illustration 1, South Elevation
Parcel 1 - Adjustment Request #3, Illustration 2, West Elevation
Parcel 1 - Adjustment Request #3, Illustration 3, Floor Plan - Level 1



Parcel 1 - Adjustment Request #3
Illustration 1
South Elevation



Parcel 1 - Adjustment Request #3
Building Entrances - Illustration 2
West Elevation



Parcel 1 - Adjustment Request #3
Illustration 3
Floor Plan - Level 1

Parcel 1 - Hotel - Adjustment Request #4
Minimum Setback

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.050, 16.45.130(1)

Allow reduction of 5'-0" minimum setback from back of public easement to 1'-6" for portions of Willow Rd.

Code Requirements

16.43.050 Design Standards – Minimum Setback
Minimum Setback
Definition: Minimum linear feet building can be sited from property line adjacent to street
Base Level: 5 feet
Bonus Level: 5 feet
Notes/Additional Requirements: Setbacks shall be measured from the property line. In instances where there will be a public access easement, measure the setback from the back of the easement. See build-to requirements in Section 16.43.130 (1)

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

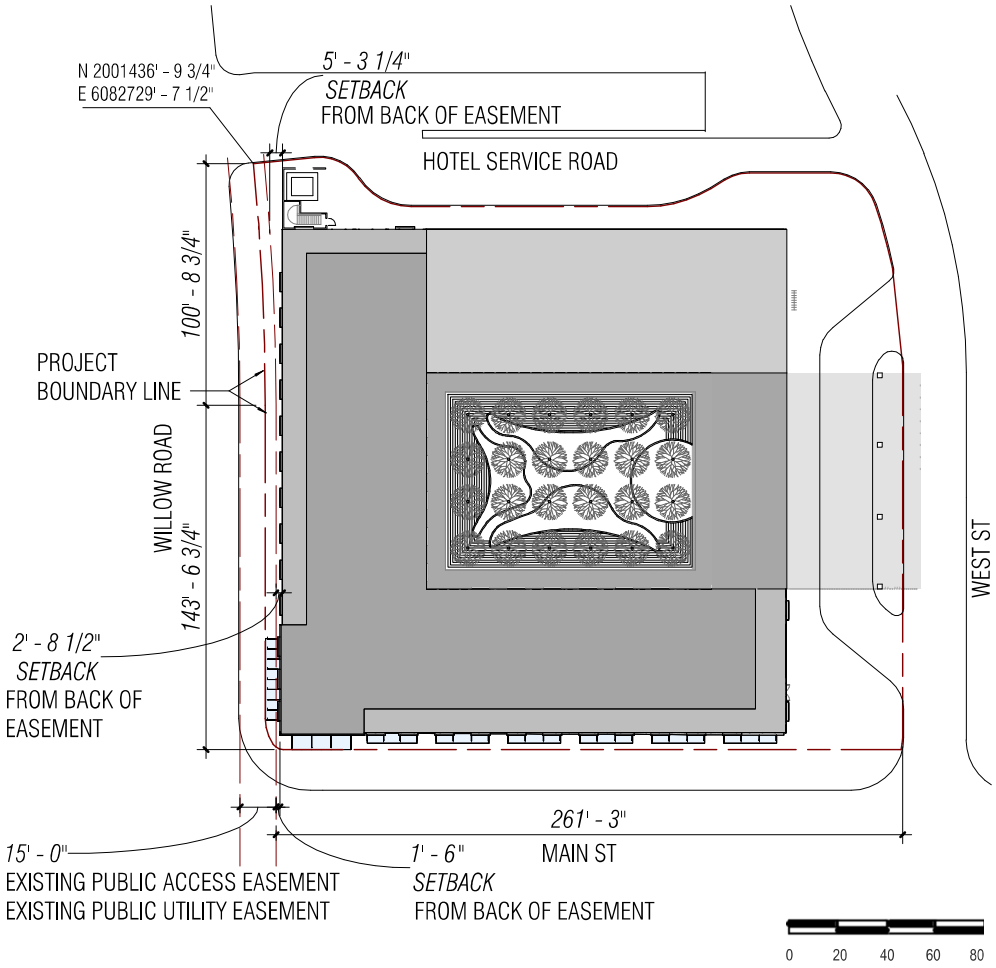
The project proposes a Adjustment Request to the zoning requirement for a minimum setback of 5'-0" from the back of a public easement, for the Willow Road building edge. The proposed siting of the building maintains a public sidewalk and plantings of 17'-0" + at its minimum width. The siting includes curbside trees and a continuous planter strip along the building façade. We believe that the building location as proposed substantially meets the intent of the zoning, i.e., to allow unobstructed public access and an aesthetically pleasing public streetscape.

Modifications

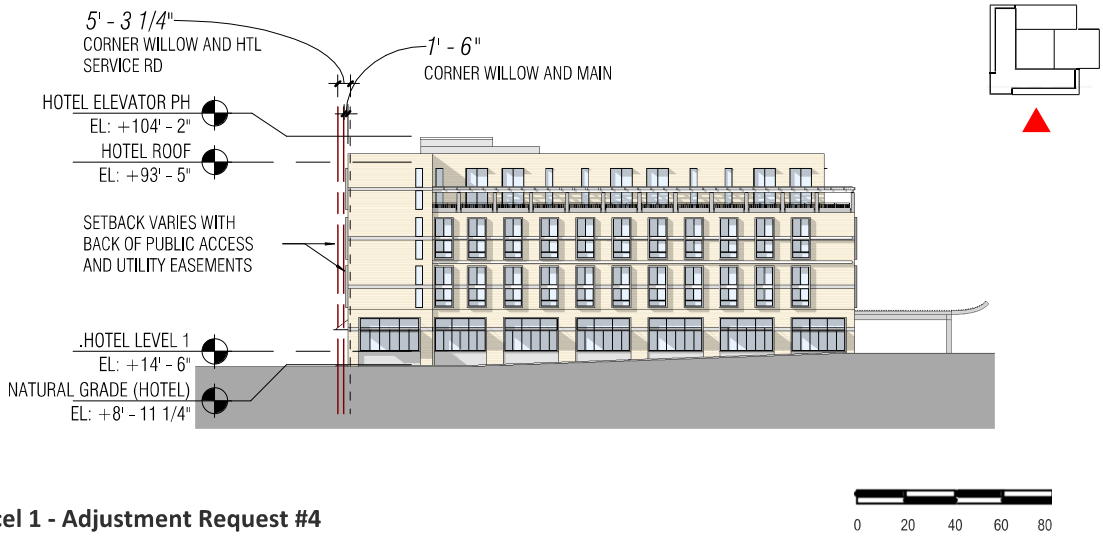
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #4, Illustration 1, Site Plan
Parcel 1 - Adjustment Request #4, Illustration 2, South Elevation



Parcel 1 - Adjustment Request #4
Illustration 1
Site Plan



Parcel 1 - Adjustment Request #4
Illustration 2
South Elevation

Parcel 1 - Hotel - Adjustment Request #5
Building Projections

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(2)

Allow extended depth of Building Projection, a Glass Canopy, from the required setback position along Willow Rd at the Willow Rd, Main St. corner. The 6'-0" Glass Canopy extends up to 4'-6" beyond the setback located at the back of the public easement.

Code Requirements

16.43.130 (2) Design Standards – Building Projections
Building Projections
Definition: the maximum depth of allowable building projections, such as balconies or bay windows, from the required stepback for portions of the building above the ground floor
Base Level: 6 feet
Bonus Level: 6 feet
Notes/Additional Requirements: none

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

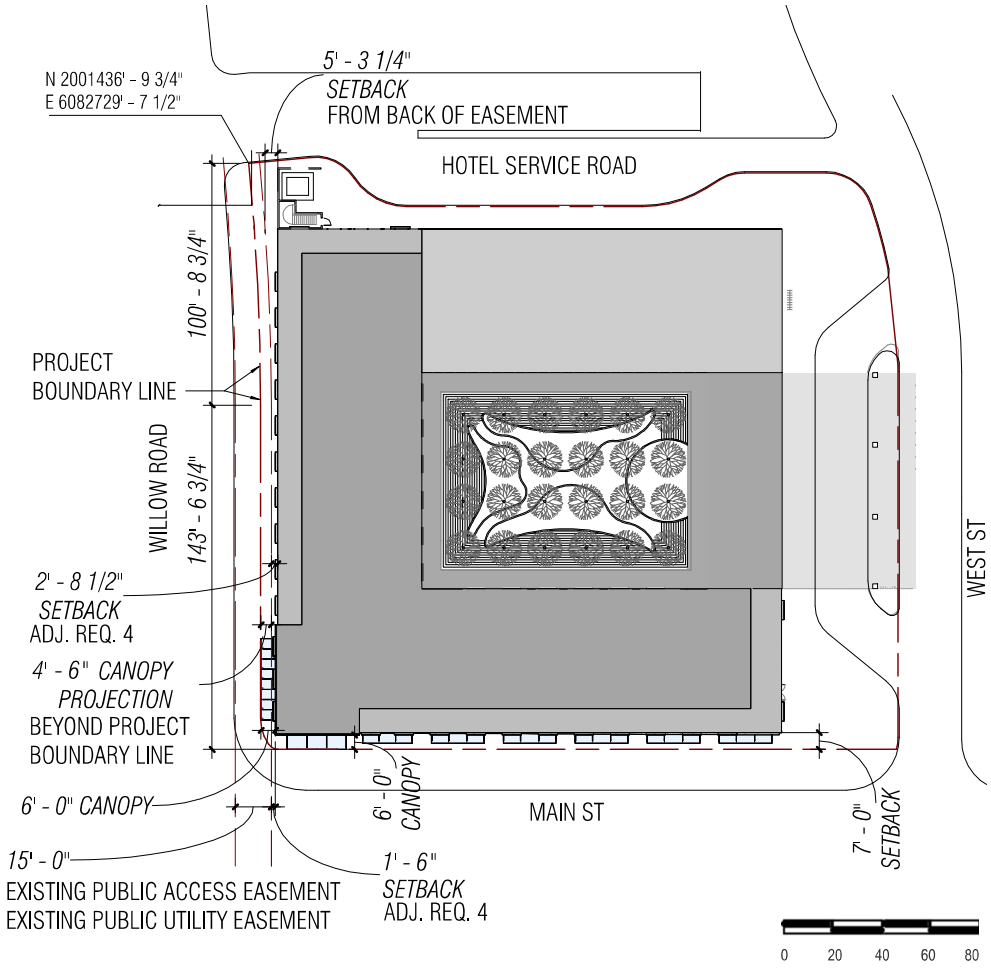
The project proposes a Adjustment Request to the zoning requirement for maximum building projection depth of 6' from the required step back for a portion of Willow Rd at the Willow Rd/ Main St. corner. The proposed 6'-0" glass canopy at the corner extends up to 4'-6" beyond the setback located at the back of the public access easement. The canopy is part of the design response to the City comments to accentuate the Willow Rd, Main St corner. We believe that the projection as designed substantially meets the intent of the zoning, i.e., to allow unobstructed public access and an aesthetically pleasing public streetscape.

Modifications

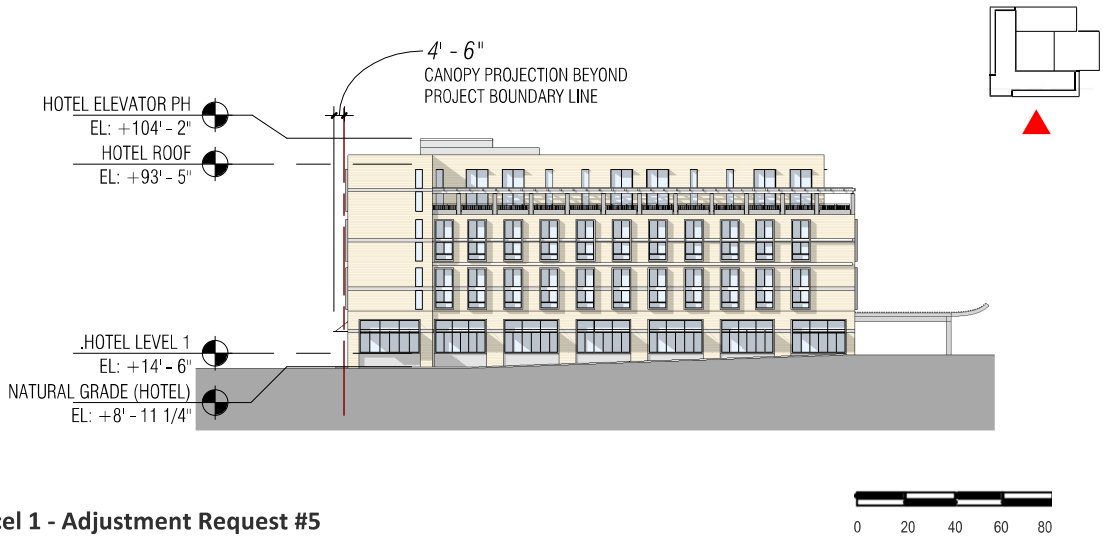
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #5, Illustration 1, Site Plan
Parcel 1 - Adjustment Request #5, Illustration 2, South Elevation



Parcel 1 - Adjustment Request #5
Illustration 1
Site Plan



Parcel 1 - Adjustment Request #5
Illustration 2
South Elevation

Parcel 1 - Hotel - Adjustment Request #6
Building Projections

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(2)

Allow extended depth of Building Projection, a Planted Trellis Canopy, from the required setback position along West St. at the Hotel Drop off. The Planted Canopy extends up to 8'-0" beyond the setback located at the street curb.

Code Requirements
16.43.130 (2) Design Standards – Building Projections
Building Projections
Definition: the maximum depth of allowable building projections, such as balconies or bay windows, from the required stepback for portions of the building above the ground floor
Base Level: 6 feet
Bonus Level: 6 feet
Notes/Additional Requirements: none

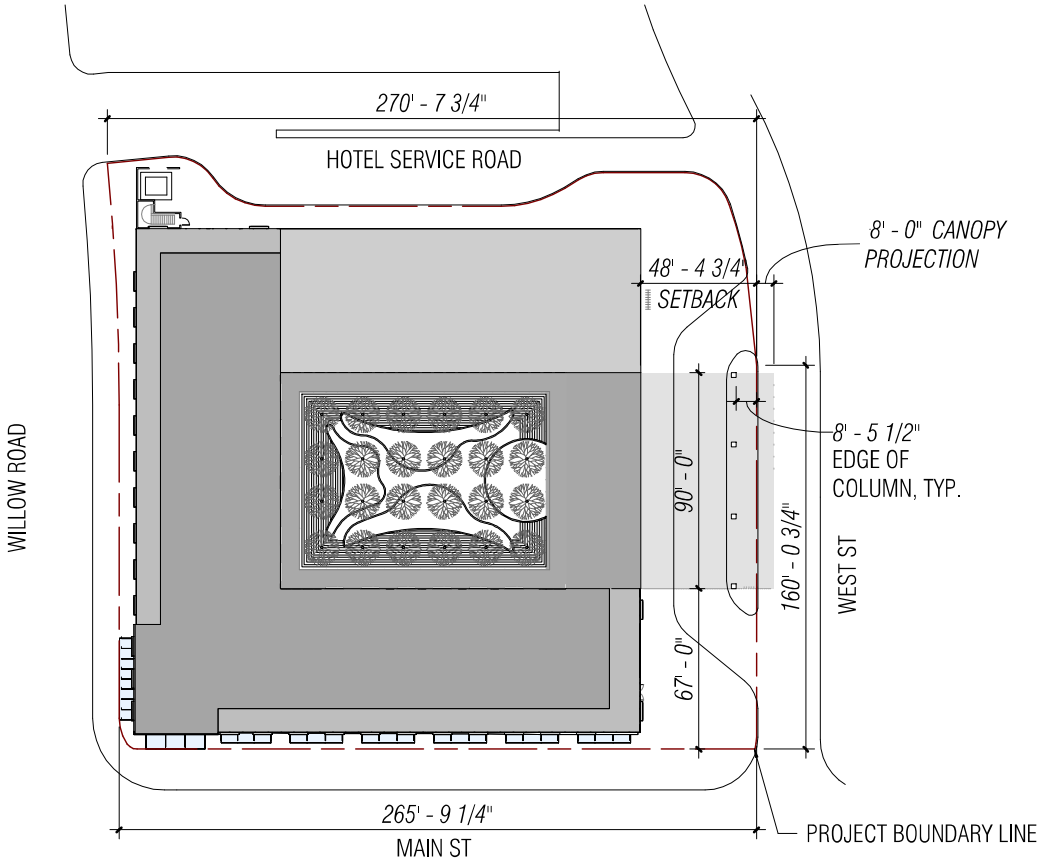
Subject Site and Proposed Building Description
The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

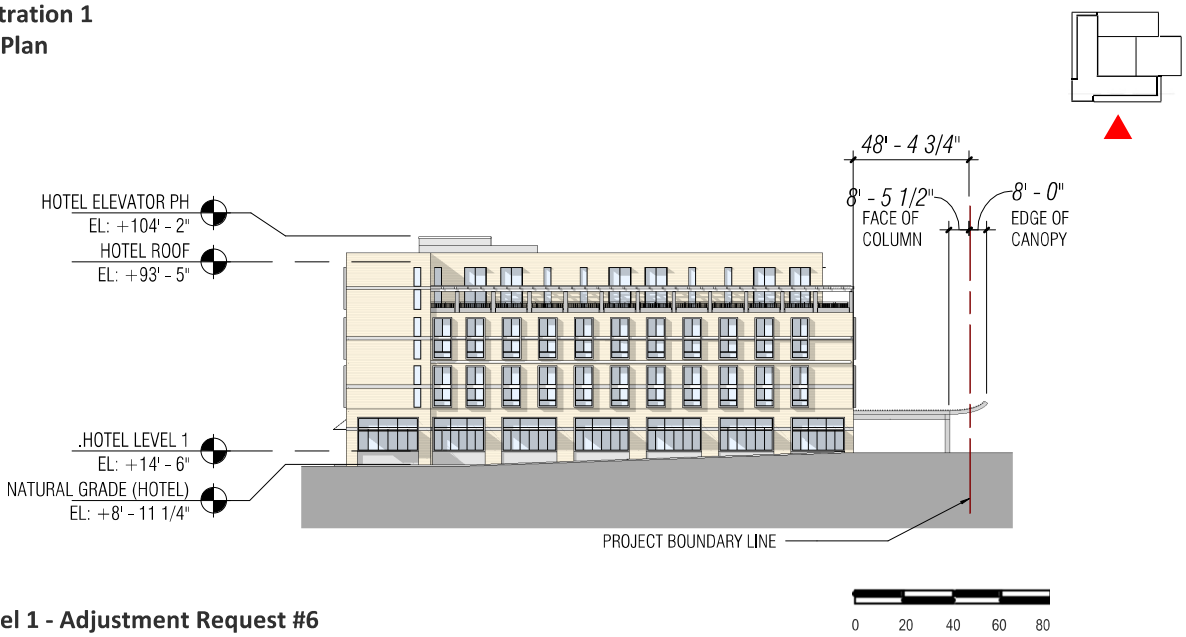
The project proposes a Adjustment Request to the zoning requirement for maximum building projection depth of 6' from the required step back for a portion of West St at the Hotel Drop-off. The proposed planted trellis canopy extends up to 8'-0" beyond the setback located at the street curb. The canopy projection serves to welcome the guest and visitor into the courtyard that is the heart of the building. The canopy also directly relates to the proposed planted trellis roof of the Town Square South Retail Pavilion. We believe that the projection as designed substantially meets the intent of the zoning, i.e., to allow unobstructed public access and an aesthetically pleasing public streetscape.

Modifications
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments
Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #6, Illustration 1, Site Plan
Parcel 1 - Adjustment Request #6, Illustration 2, South Elevation



Parcel 1 - Adjustment Request #6
Illustration 1
Site Plan



Parcel 1 - Adjustment Request #6
Illustration 2
South Elevation

Parcel 1 - Hotel - Adjustment Request #7
Ground Floor Transparency

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(3)

Allow reduction for Ground Floor transparency from 50% to 42% along West St.

Code Requirements

16.43.130 (3) Design Standards – Ground Floor Transparency
Ground Floor Transparency
Definition: the minimum percentage of the ground floor façade (finished floor to ceiling) that must provide visible transparency. Windows shall not be opaque or mirrored. 50%
Base Level: 30%; 50% for commercial uses
Bonus Level: 50%
Notes/Additional Requirements: Entrances at a building corner may be used to satisfy this requirement for both frontages. Stairs must be located in locations convenient to building users.

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

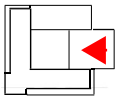
The project proposes a Adjustment Request to the zoning requirement for minimum percentage of the ground floor façade transparency of 50%. The West St façade features a 90'-0" opening that serves as an entry to the courtyard. The entry is framed by a planted trellis canopy. If the entry to the courtyard were included in the calculation, the West St façade would be over 60% open. We believe the façade as designed meets the intent of the zoning, i.e., to allow unobstructed public access and an aesthetically pleasing public streetscape.

Modifications

Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

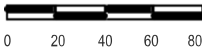
Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #7, Illustration 1, West St. Elevation



LEVEL 1 TRANSPARENCY = 42%



Parcel 1 - Adjustment Request #7
Illustration 1
West St. Elevation



Parcel 1 - Hotel - Adjustment Request #8
Frontage Landscaping

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(1)

Allow reduced percentage of Frontage Landscaping from the 25% required to 16%.

Code Requirements

16.43.130 (2) Design Standards – Frontage Landscaping

Frontage Landscaping

Definition: The percentage of the setback area (between the property line and the face of the building) devoted to ground cover and vegetation. Trees may or may not be within the landscaped area. Setback areas adjacent to active ground floor uses is excepted

Base Level: Minimum 40%

Bonus Level: Minimum 25% fronting a local street

Notes/Additional Requirements: Setback areas adjacent to active ground floor uses, including lobbies, retail sales, and eating and drinking establishments are excepted.

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

The project proposes a Adjustment Request to the zoning requirement for minimum frontage landscaping of 25% along West St. The West St façade features a 90'-0" planted trellis canopy framing an entrance to the planted courtyard. Beyond these features, the West St design is 16% frontage landscape. We believe that the West St. design substantially meets the intent of the zoning, i.e., to maintain landscaping visible and accessible to the public for the general welfare of the community.

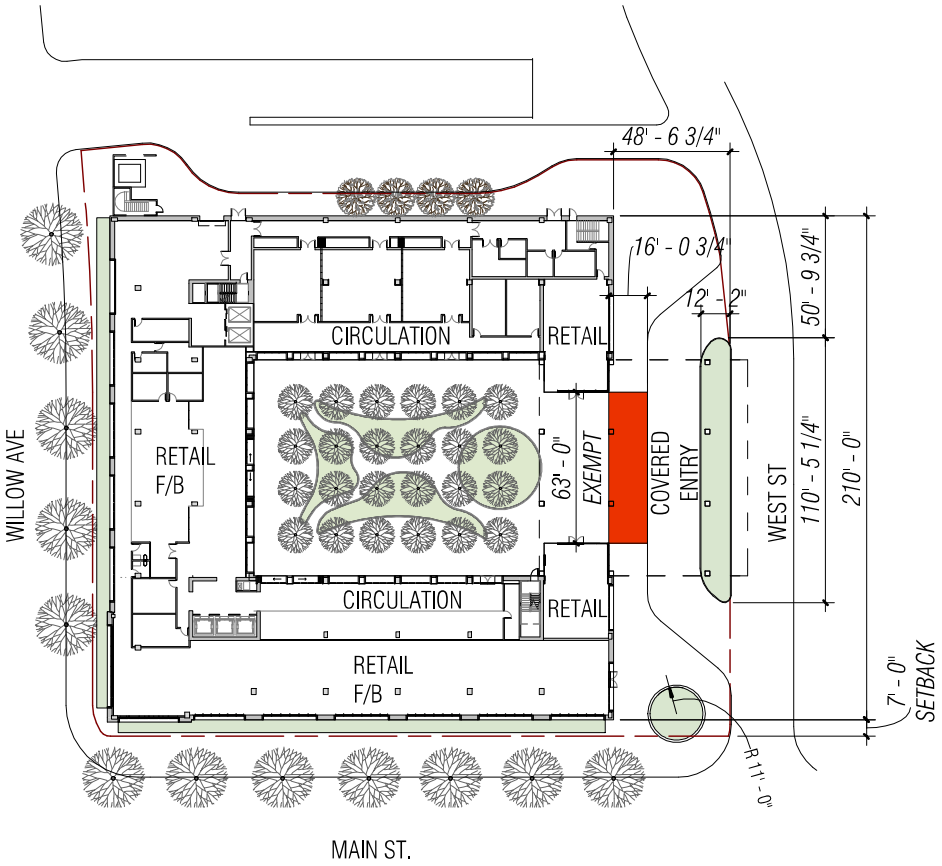
Modifications

Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Attachment Exhibit

Parcel 1 - Adjustment Request #8, Illustration 1, Site Plan



Parcel 1 - Adjustment Request #8
Illustration 1
Level 1 Site Plan

0 20 40 60 80

Parcel 1 - Hotel - Adjustment Request #9
Maximum Setback

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.050, 16.43.130(1)

Allow increase of 25'-0" maximum setback from back of public easement to 30'-0" for portions of Hotel Service Rd.

Code Requirements

16.43.050 Design Standards – Maximum Setback
Maximum Setback
Definition: Maximum linear feet building can be sited from property line adjacent to street
Base Level: 25 feet
Bonus Level: 25 feet
Notes/Additional Requirements: Setbacks shall be measured from the property line. In instances where there will be a public access easement, measure the setback from the back of the easement. See build-to requirements in Section 16.43.130 (1)

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

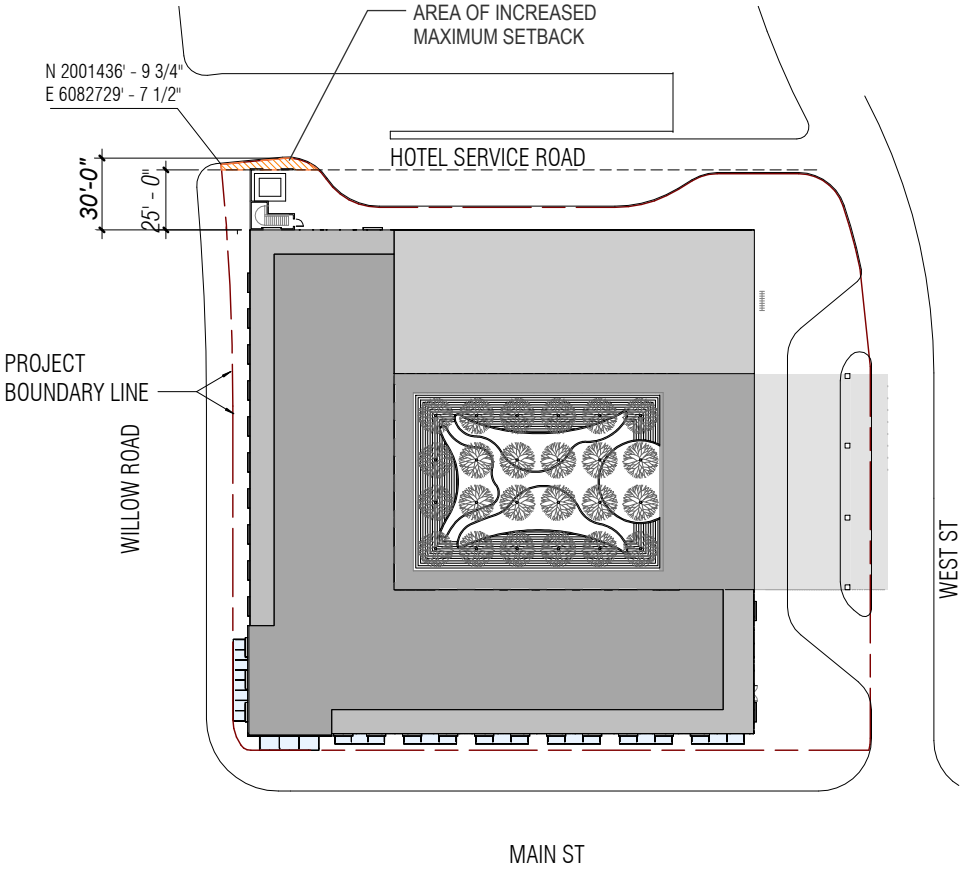
The project proposes a Adjustment Request to the zoning requirement for a maximum setback of 25'-0" from property line adjacent to a street for a portion of the Hotel Service Road (north) façade to increase it to 30'-0". The proposed siting of the building allows for an enclosed utility area along the Willow Rd. Hotel Service Road corner. The siting includes landscaping and an access sidewalk and is not intended as a primary public way. We believe that the building location as proposed substantially meets the intent of the zoning, i.e., to maintain an active and attractive street edge at public rights of way.

Modifications

Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #9, Illustration 1, Site Plan



Parcel 1 - Adjustment Request #9
Illustration 1
Site Plan

0 20 40 60 80

Parcel 1 - Hotel - Adjustment Request #10
Maximum Setback

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.050, 16.43.130(1)

Allow increase of 25'-0" maximum setback from back of public easement to 50'-0" for portions of West St, such that a Public Access point for Elevated Park and Hotel drop-off may be provided.

Code Requirements

16.43.050 Design Standards – Maximum Setback
Maximum Setback
Definition: Maximum linear feet building can be sited from property line adjacent to street
Base Level: 25 feet
Bonus Level: 25 feet
Notes/Additional Requirements: Setbacks shall be measured from the property line. In instances where there will be a public access easement, measure the setback from the back of the easement. See build-to requirements in Section 16.43.130 (1)

Subject Site and Proposed Building Description

The hotel at Willow Village is a courtyard-typology building with its taller massing facing the corner of Willow Road and Main Street. The height matches the parcel adjacent to the south, creating a gateway like entry into the Willow Village Development. The upper two floors of the building step back, creating the opportunity for special hotel rooms with garden terraces. The building steps down to a lower massing which faces the Willow Village Town Square, and the entire center of the block is an open garden with direct visual and physical access.

The building sits on a retail 'base' at street level with glazed retail shopfronts between a rhythm of solid piers. The façade design above includes an array of multi-story projections, protruding in and out every 15 feet on center. These framed 'portals' break up the overall massing of the building, which at its longest edge measures 211'. Given the project's location in Menlo Park, the portals are designed with solar protected, recessed glazing allowing for an indoor-outdoor design for the hotel rooms.

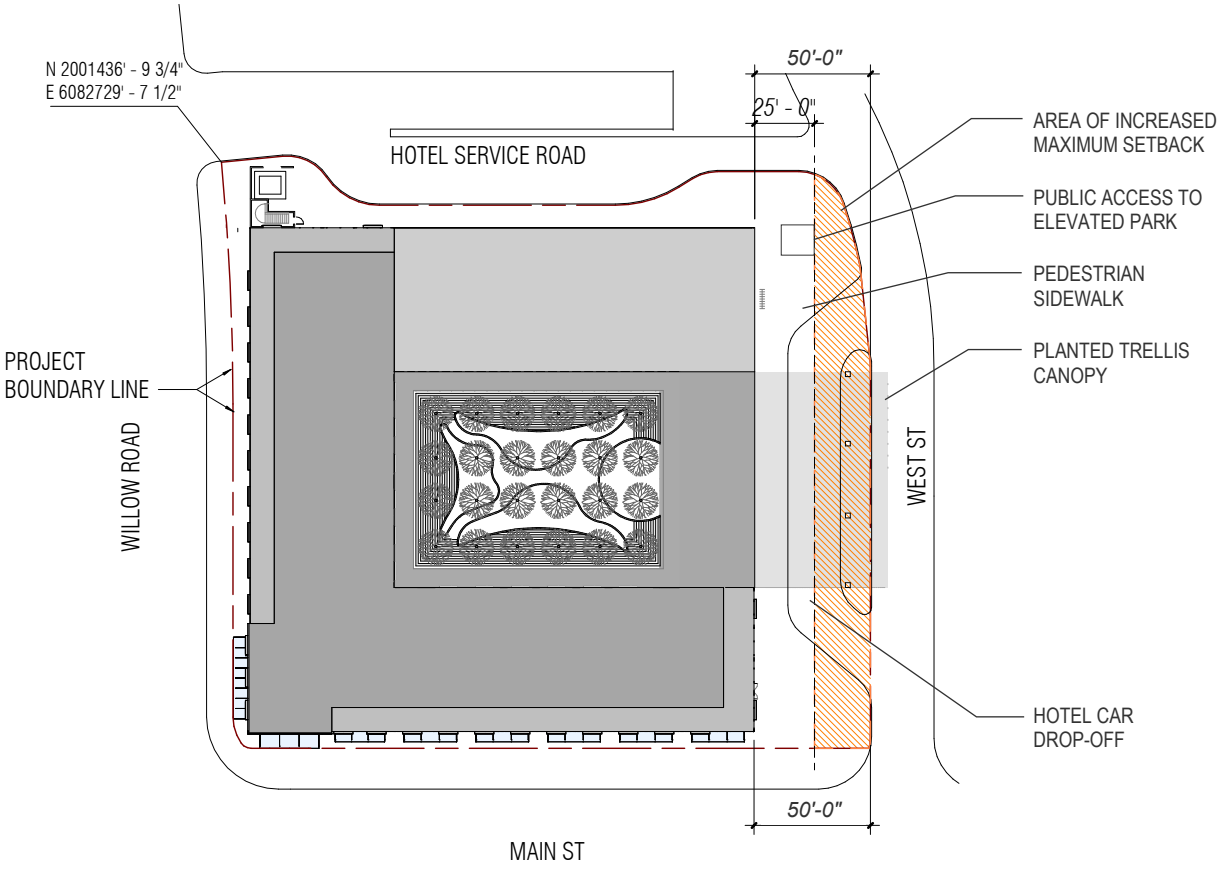
The project proposes a Adjustment Request to the zoning requirement for a maximum setback of 25'-0" from property line adjacent to a street for the West St. (east) façade to increase up to 50'-0". The proposed siting of the building allows for a public access point to Elevated Park and a Hotel drop-off that is removed from the street. The siting includes a planted trellis canopy that extends to the West St edge and a wide public sidewalk. We believe that the building location as proposed substantially meets the intent of the zoning, i.e., to maintain an active and attractive street edge at public rights of way.

Modifications

Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #10, Illustration 1, Site Plan



Parcel 1 - Adjustment Request #10
Illustration 1
Site Plan

Date: 9/2/22

Parcel 1 Office – Adjustment #1
Minimum Stepback

Adjustment Request
Allow adjustments to Zoning Code Section 16.43.130(2) to:

Allow facade articulation without a stepback on the south garage; and whole building setbacks for 30% of the building face and stepbacks above the base height for 30% of the office building facades; to satisfy code intent in lieu of a 10-foot setback above the base height for a minimum of 75% of the building face along public street(s).

Code Requirements
16.43.130(2): Building Mass and Scale. Minimm Stepback.
Minimum Stepback: The horizontal distance a building's upper story(ies) must be set back above the base height.
Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 10 feet for a minimum of 75% of the building face along public street(s).
A maximum of 25% of the building face along public streets may be excepted from this standard in order to provide architectural variation.

Subject Site Description
Parcel 1 spans from O'Brien Street to North Loop Road, between Main Street and East Loop Road. The Campus District is organized to respond to the pedestrian-focused, mixed-use development along Main Street and vehicular friendly East Loop Road. Two garages are located on East Loop Road to allow efficient traffic diversion away from Main Street. Office buildings are positioned on an east-west axis to optimize solar orientation, placing short facades on the street frontage and publicly accessible courtyards between the buildings. The design features setbacks, stepbacks, and variation in height from 1 to 5 stories.

Two office buildings and the smaller of the two garages are located on the portion of East Loop Road that is proposed to be a public street, between Adams Court and O'Brien Street. All structures are sited beyond the minimum required setback of 5'-0"and adhere to the maximum required setback of 25'-0" for the required street frontage.

The office buildings are modulated to reduce bulk and create variation along the frontage through stepbacks above the base height of 55' and whole building setbacks. All office buildings feature façade modulation through a full building setback for approximately 30% of the public facing facade, and stepbacks at multiple levels for approximately 30%.

The garages are designed to maximize efficiency of the parking and structural layouts in order to keep the height and scale of the structures low. The south garage steps back above the base height of 55' at the southwest corner facing the O'Brien intersection. The structure is not proposed to stepback above the base height of 55' along the east façade facing East Loop Road due to the significant impact a stepback would have on the efficiency and function of the garage. The south garage has been designed with a façade expression that creates a base, middle, and top composition to break down the scale of the structure, and façade modulation to reduce visual monotony. The modulated projections are treated with a green screen of climbing vines that will create a varied roofline along the garage and enhance the lush and climate appropriate landscape that has been proposed along East Loop Road.

Modifications:
Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments: Illustrative Adjustment Exhibit A-F: Base Height and Stepback Sections / Elevations

Parcel 1 Office – Adjustment #2
Base Height

Adjustment Request
Allow adjustments to Zoning Code Section 16.43.130(2) to:

Allow office buildings 02, 03, 05 and 06 to step back from 13'-1" to 14'-1" above the prescribed 55' base height; and for the garages to maintain efficiency and therefor lower scale by not stepping back at the prescribed 55' base height.

Code Requirements

16.43.130(2): Building Mass and Scale. Base Height.

The maximum height of a building at the minimum setback at street or before the building steps back the minimum horizontal distance required. Properties within the flood zone or subject to flooding and sea level rise are allowed a 10' increase.

Base Height = 55'

Subject Site Description

Parcel 1 spans from O'Brien Street to North Loop Road, between Main Street and East Loop Road. The Campus District is organized to respond to the pedestrian-focused, mixed-use development along Main Street and vehicular friendly East Loop Road. Two garages are located on East Loop Road to allow efficient traffic diversion away from Main Street. Office buildings are positioned on an east-west axis to optimize solar orientation, placing short facades on the street frontage and publicly accessible courtyards between the buildings. The design features setbacks, stepbacks, and variation in height from 1 to 5 stories.

Office buildings O2, O3, O5, O6, South Garage and North Garage do not comply with the 55' base height measured from natural grade. Office buildings O1 and O4 comply. All buildings on the office campus are sited beyond the minimum setback to create a more generous open space which will enhance the active use along the street edge. The office buildings are modulated to reduce bulk and create variation along the frontage. Each office building features façade modulation through a full building setback for approximately 30% of the public facing facade, and stepbacks at multiple levels for approximately 30%. The garages feature façade modulation along East Loop Road at a minimum of 1 per 200 feet or less as prescribed by code.

Stepping back at 55' for both office buildings and the garages would create a considerable inefficiency of the interior programs resulting in longer and taller buildings

Modifications:

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:

Illustrative Adjustment Exhibits A-F: Base Height and Stepback Sections / Elevation

Parcel 1 Office – Adjustment #3
Roofline

Adjustment Request
Allow adjustments to Zoning Code Section 16.43.130(6)(G) to:

Allow office buildings to have a consistent roofline as long as height modulation is provided through stepping of the masses through from a single-story pavilion to terraces at various levels from 2 to 4 stories.

Code Requirements

16.43.130(6) Building Design.
(G) Rooflines and eaves adjacent to street-facing facades shall vary across a building, including a four (4) foot minimum height modulation to break visual monotony and create a visually interesting skyline as seen from public streets (see Figure 6). The variation of the roofline's horizontal distance should match the required modulations and step backs.

Subject Site Description

Parcel 1 spans from O'Brien Street to North Loop Road, between Main Street and East Loop Road. The Campus District is organized to respond to the pedestrian-focused, mixed-use development along Main Street and vehicular friendly East Loop Road. Two garages are located on East Loop Road to allow efficient traffic diversion away from Main Street. Office buildings are positioned on an east-west axis to optimize solar orientation, placing short facades on the street frontage and publicly accessible courtyards between the buildings. The design features setbacks, stepbacks, and variation in height from 1 to 5 stories.

Office buildings O2, O3, O4, O5, and O6 have a consistent rooftop canopy that does not vary in height. Office building O1 follows a similar aesthetic and is one story shorter. The consistent roofline is designed to provide passive shading that is essential in reducing solar heat gain and energy usage for each building. It is the most effective way to reduce energy consumption related to thermal comfort. In addition to mitigating solar heat gain, the canopies are designed to assist with the bird friendly design standards by creating overhangs on all facades.

The roofs of the office buildings are designed to celebrate the timber construction typology and contribute to biophilic design that can be seen from the street through exposed heavy timber columns and wood soffits.

Variation is provided along the street frontage by stepping the buildings from a single-story pavilion to terraces at various levels from 2 to 4 stories which carve away mass of the office buildings.

The north garage and south garage comply through the design of a rooftop solar array and façade modulation. Both structures are designed to feature PV arrays at the top of the structures that will create a scalloped canopy (informed by the optimal solar angle for the site) at the rooftop and reinforce the idea of a distinct base, middle, and top. Façade modulation on the south and west facades also creates a varied expression and reduces visual monotony along Main Street and East Loop Road.

Modifications:

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:

Illustrative Adjustment Exhibit G: Roofline Modulation

Parcel 1 Office – Adjustment #4
Aboveground Garages

Adjustment Request
Allow adjustments to Zoning Code Section 16.43.130(7) to:

Allow South Garage, an aboveground garage, to be sited on Main Street between Park Street and O'Brien Drive, and East Loop Road between O'Brien Drive and Adams Court, with enhanced façade treatment.

Code Requirements

16.43.130(7) Aboveground Garages.

Aboveground garages shall be screened or located behind buildings that are along public streets.

Subject Site Description

Parcel 1 spans from O'Brien Street to North Loop Road, between Main Street and East Loop Road. The Campus District is organized to respond to the pedestrian-focused, mixed-use development along Main Street and vehicular friendly East Loop Road. Two garages are located on East Loop Road to allow efficient traffic diversion away from Main Street. Office buildings are positioned on an east-west axis to optimize solar orientation, placing short facades on the street frontage and publicly accessible courtyards between the buildings. The design features setbacks, stepbacks, and variation in height from 1 to 5 stories.

The South Garage is sited at the south side of the campus for efficient traffic flow along East Loop Road and to allow Office Buildings O5 and O6 to front East Loop Road and create visual breaks along the street edge. The mass of the South Garage has been designed to stepback 15' for approximately 50% of the façade at the southeast corner of Main Street facing the adjacent neighborhood. The stepback reduces to 10' as it wraps the corner on East Loop Road.

The facades of the garages are designed to be broken into a base, middle, and top composition to reduce bulk and create visual interest. Parking levels below 67' are screened with an architectural louvered panel and broken up with a full building facade modulation which incorporates a green screen. Façade articulation is created through changes in material and the introduction of a projection over level 1 that reduces the scale of the garage along the pathway at Main Street.

The base or ground floor along Main Street features façade transparency for 50% of the street frontage and wraps the southeast corner facing the O'Brien intersection. Trees and plantings line the mixed-use pathway on Main Street to soften the pedestrian experience and create a lush, climate appropriate landscape.

Modifications:

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:

Illustrative Adjustment Exhibits H & I: Above Ground Garages

Parcel 1 Office – Adjustment #5
Building Entrances

Adjustment Request
Allow adjustments to Zoning Code Section 16.43.130(3) to:

Allow office buildings along East Loop Road and South Garage to not include building entrances on the public street frontage.

Code Requirements
16.43.130(3) Ground Floor Exterior. Building Entrances.

Minimum ratio of entrances to building length along a public street or paseo. One entrance per public street frontage. Entrances at building corner satisfy requirement for both frontages. Stairs must be conveniently located.

Subject Site Description
Parcel 1 spans from O'Brien Street to North Loop Road, between Main Street and East Loop Road. The Campus District is organized to respond to the pedestrian-focused, mixed-use development along Main Street and vehicular friendly East Loop Road. Two garages are located on East Loop Road to allow efficient traffic diversion away from Main Street. Office buildings are positioned on an east-west axis to optimize solar orientation, placing short facades on the street frontage and publicly accessible courtyards between the buildings. The design features setbacks, stepbacks, and variation in height from 1 to 5 stories.

Office buildings O5 and O6 feature façade transparency and landscaping along East Loop Road. No building entries are provided on East Loop Road as all pedestrian entries into the campus are located along Main Street or through the garages.

The South Garage features ground floor transparency at the southeast corner of Main Street. Façade articulation is created through the change in material and the introduction of a projection over level 1 to reduce the scale of the garage along the pathway. No building entry is provided due to the mechanical program beyond.

Modifications:
Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:
Illustrative Adjustment Exhibits J & K: Building Entrance

Parcel 1 Office – Adjustment #6
Building Modulations

Adjustment Request
Allow adjustments to Zoning Code Section 16.43.130(2) to:

Allow garages along East Loop Road to feature articulations that are projected off the façade nominally 2 feet from ground level to the topmost level, and are located one every 200' at a minimum, in lieu of a 15-foot x 10-foot deep inset.

Code Requirements

16.43.130(2) Building Mass and Scale. Building Modulation.

A building modulation is a break in the building plane from the ground level to the top of the building's base height that provides visual variety, reduces large building volumes and provides spaces for entryways and publicly accessible spaces.

One every 200 feet, with a minimum of one per façade. Modulation is required on the building facade(s) facing publicly accessible spaces (streets, open space, and paseos). Parking is not allowed in the modulation recess.

Subject Site Description

Parcel 1 spans from O'Brien Street to North Loop Road, between Main Street and East Loop Road. The Campus District is organized to respond to the pedestrian-focused, mixed-use development along Main Street and vehicular friendly East Loop Road. Two garages are located on East Loop Road to allow efficient traffic diversion away from Main Street. Office buildings are positioned on an east-west axis to optimize solar orientation, placing short facades on the street frontage and publicly accessible courtyards between the buildings. The design features setbacks, stepbacks, and variation in height from 1 to 5 stories.

The South Garage and North Garage feature three façade articulations on East Loop Road that range in width from approximately 37 feet to 62 feet in length. Articulations are nominally 2 feet deep and span from the ground level to the topmost level of both garages. An additional articulation is located on the south side of the South Garage on Main Street. Each articulation features a cable system that will support climbing vegetation from levels 2-6 on the North Garage and levels 2-5 on the South Garage.

While section 16.43.130(2) does not specify a width and depth for the required offset or recesses, the city comments have noted that a 15-foot by 10-foot recess or offset would be required every 200 feet, and an adjustment should be requested.

The garages are designed to maximize the efficiency of the parking and structural layouts to keep the height and scale of the structures low. The structure is not proposed to incorporate recesses of the size requested due to the significant impact a recess would have on the efficiency and function of the garage. Similarly, an offset is not incorporated due to the limitation of the required setbacks on East Loop Road and Main Street.

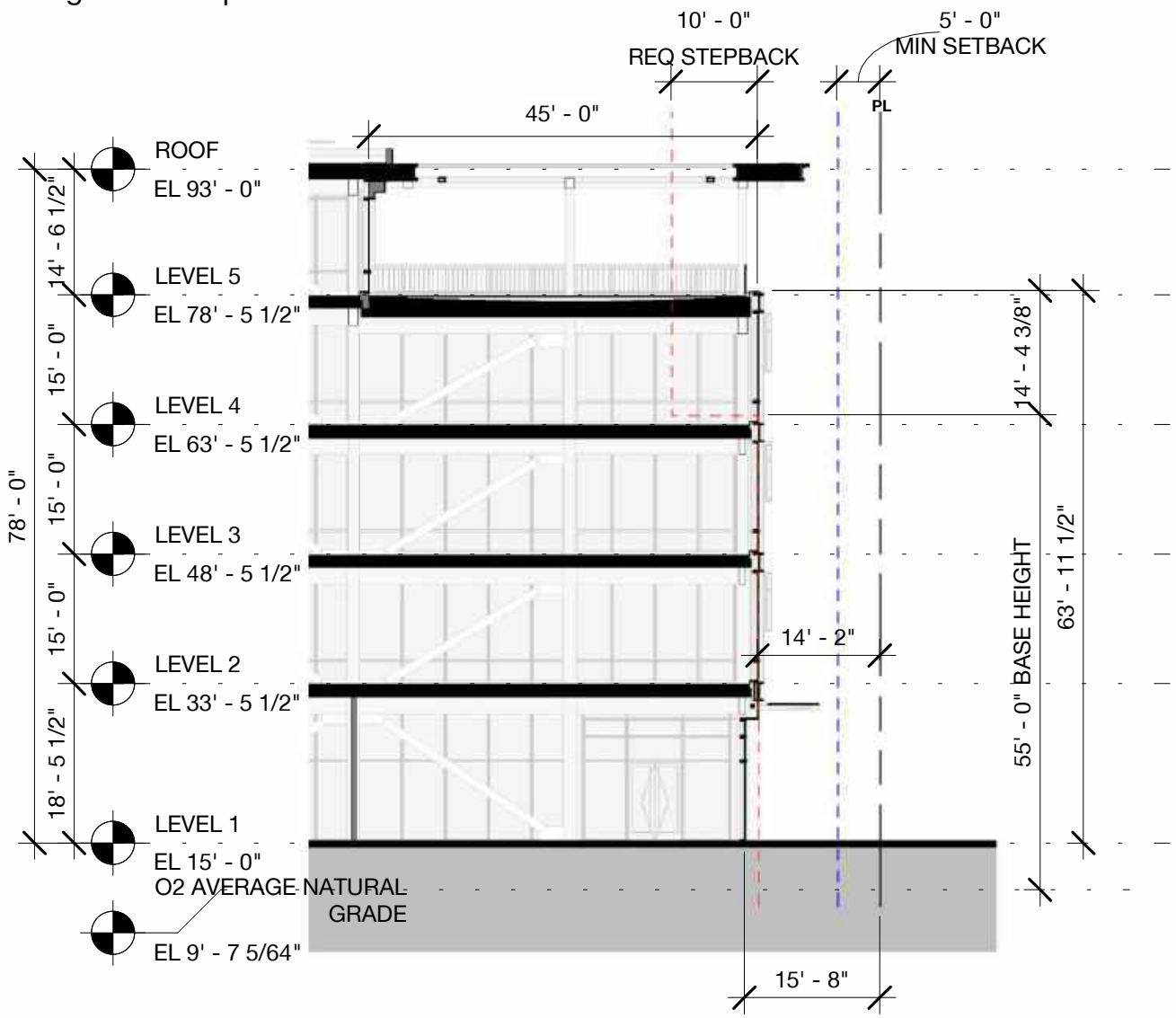
Modifications:

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:

Illustrative Adjustment Exhibit L: Building Modulations

Illustrative Adjustment Exhibit A:
Base Height and Stepback Sections / Elevations

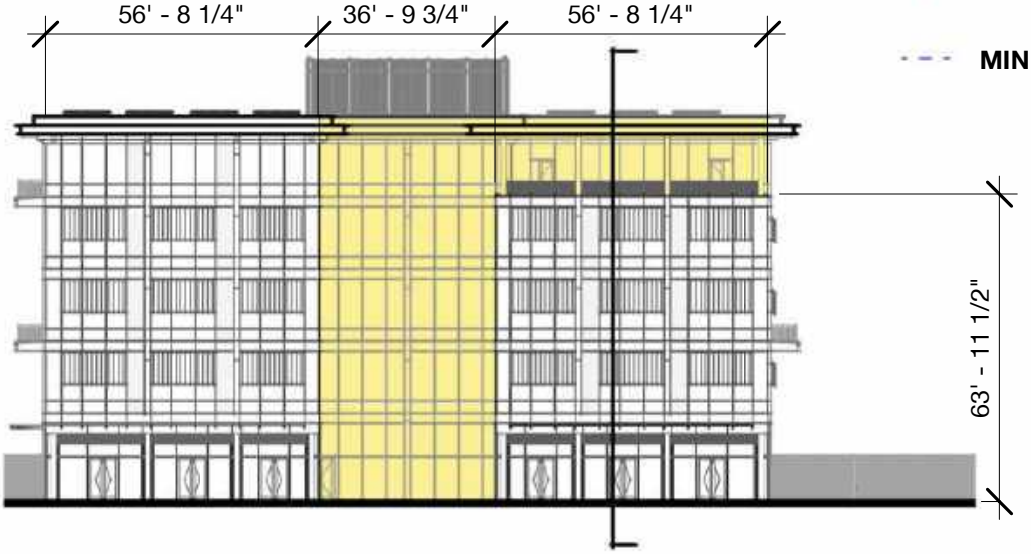


1 Building 2 - Section
1" = 20'-0"

FACADE SETBACK

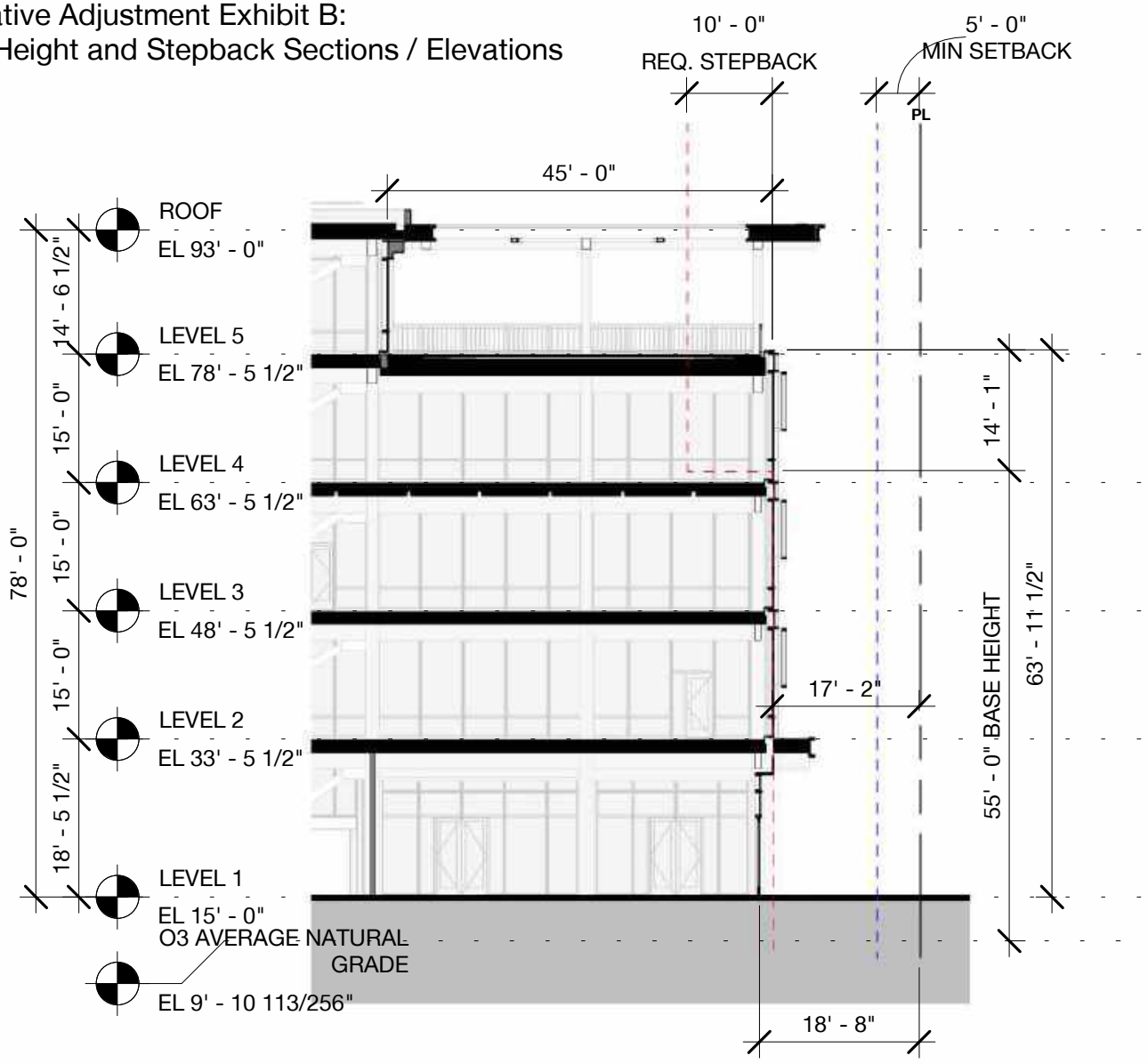
STEPBACK

MIN SETBACK



2 Building 2 - Elevation - Main Street
1" = 40'-0"

Illustrative Adjustment Exhibit B:
Base Height and Stepback Sections / Elevations

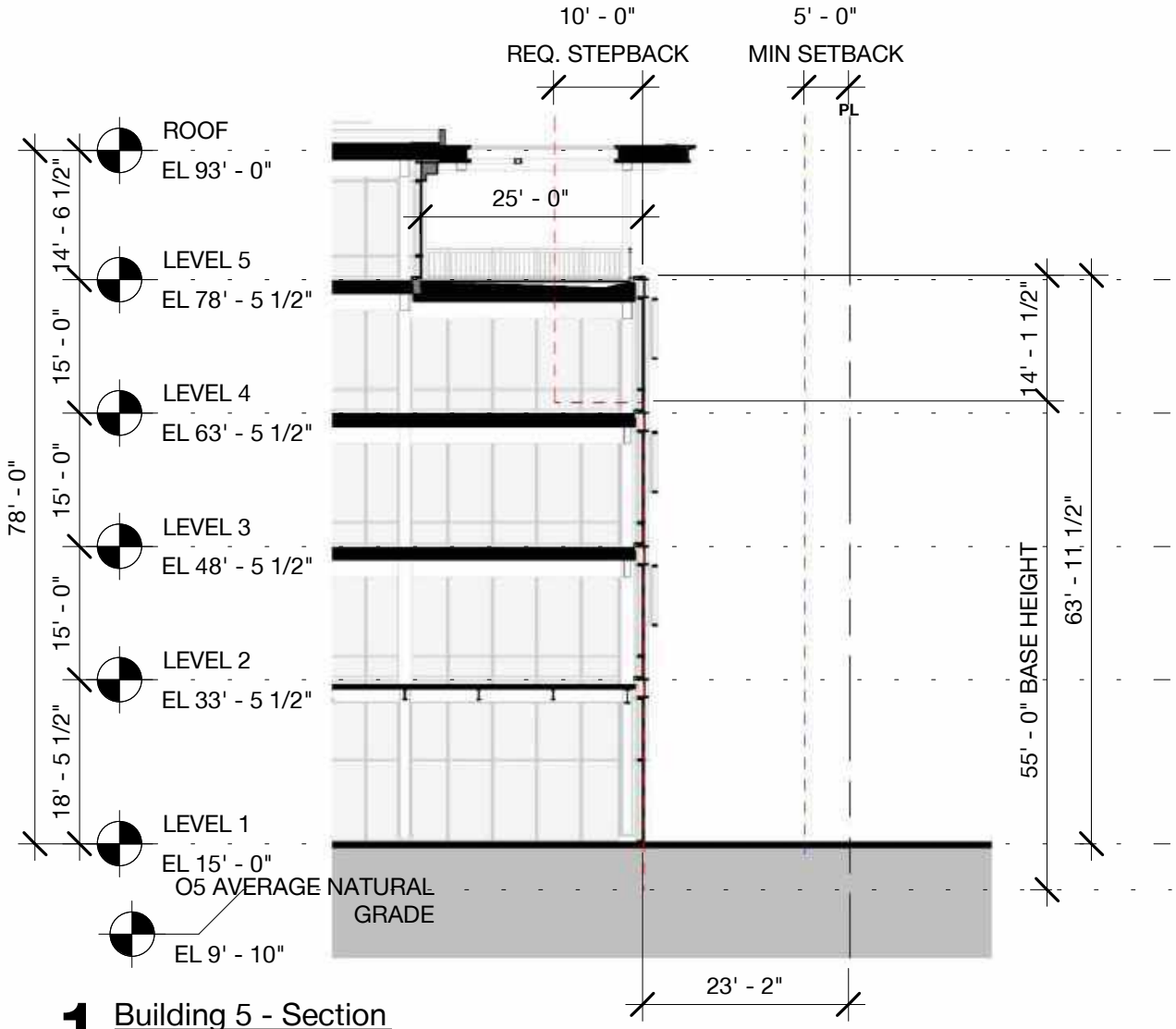


2 Building 3 - Section
1" = 20'-0"

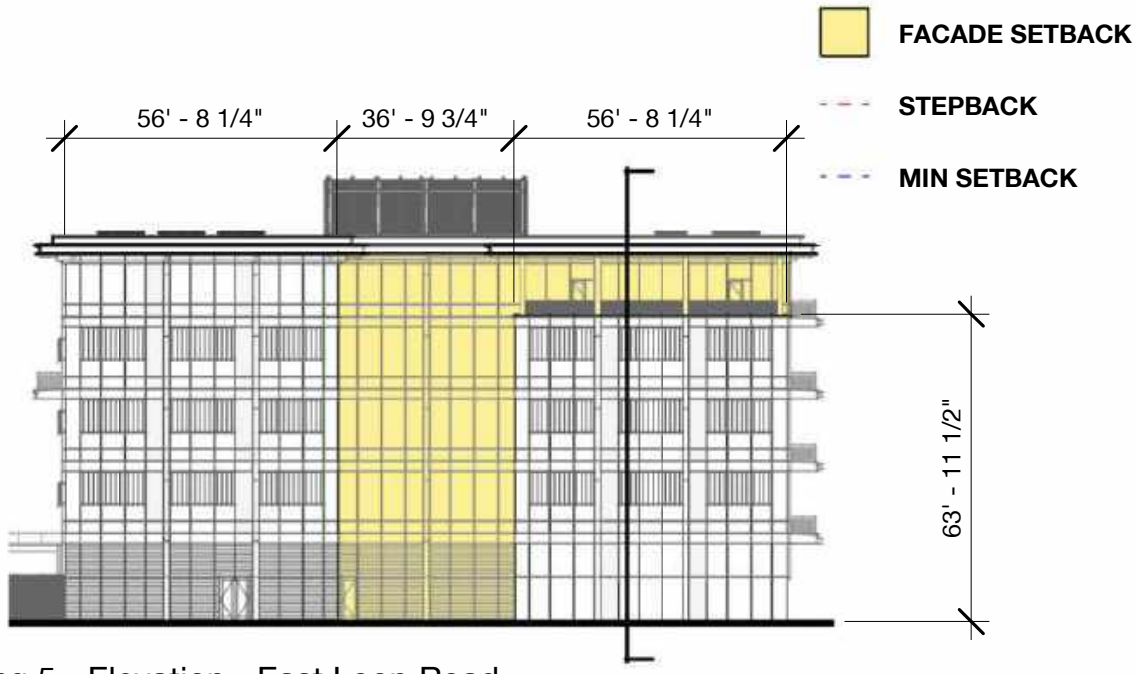


1 Building 3 - Elevation - Main Street
1" = 40'-0"

Illustrative Adjustment Exhibit C:
Base Height and Stepback Sections / Elevations

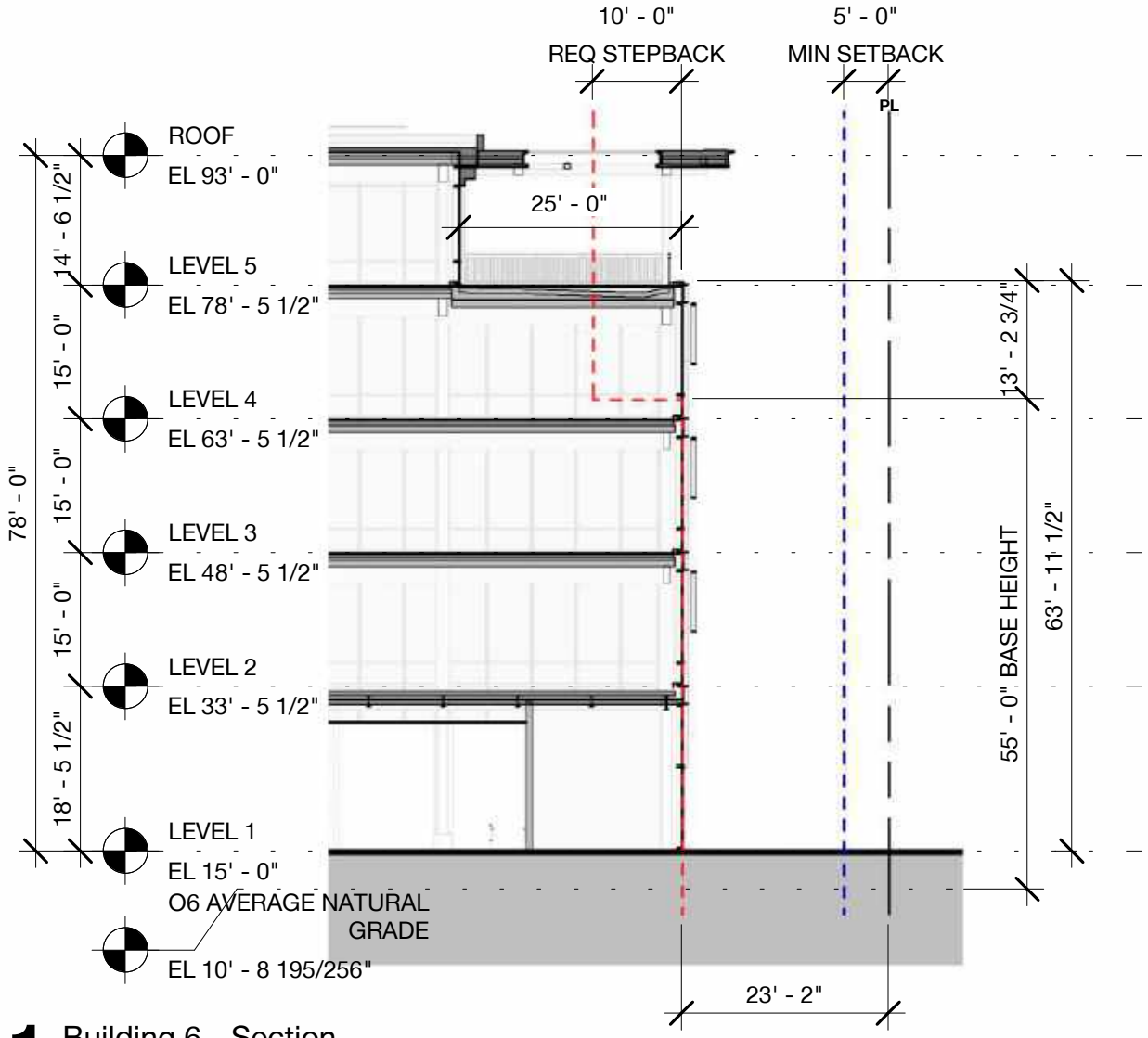


1 Building 5 - Section
1" = 20'-0"

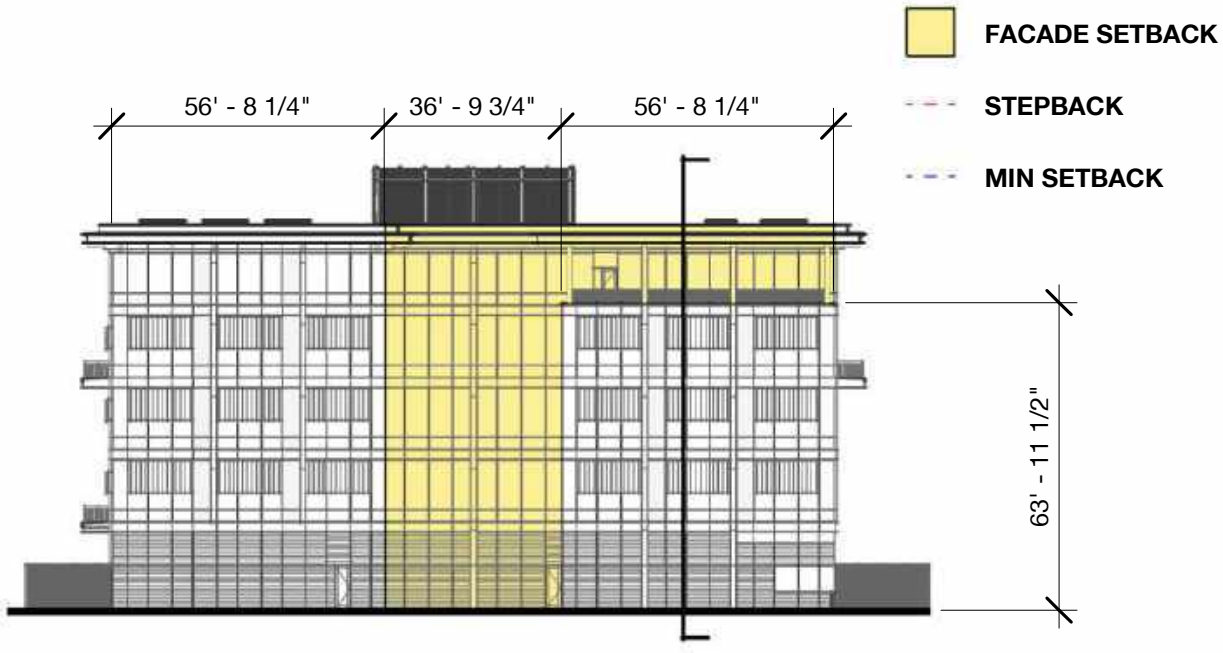


2 Building 5 - Elevation - East Loop Road
1" = 40'-0"

Illustrative Adjustment Exhibit D:
Base Height and Stepback Sections / Elevations

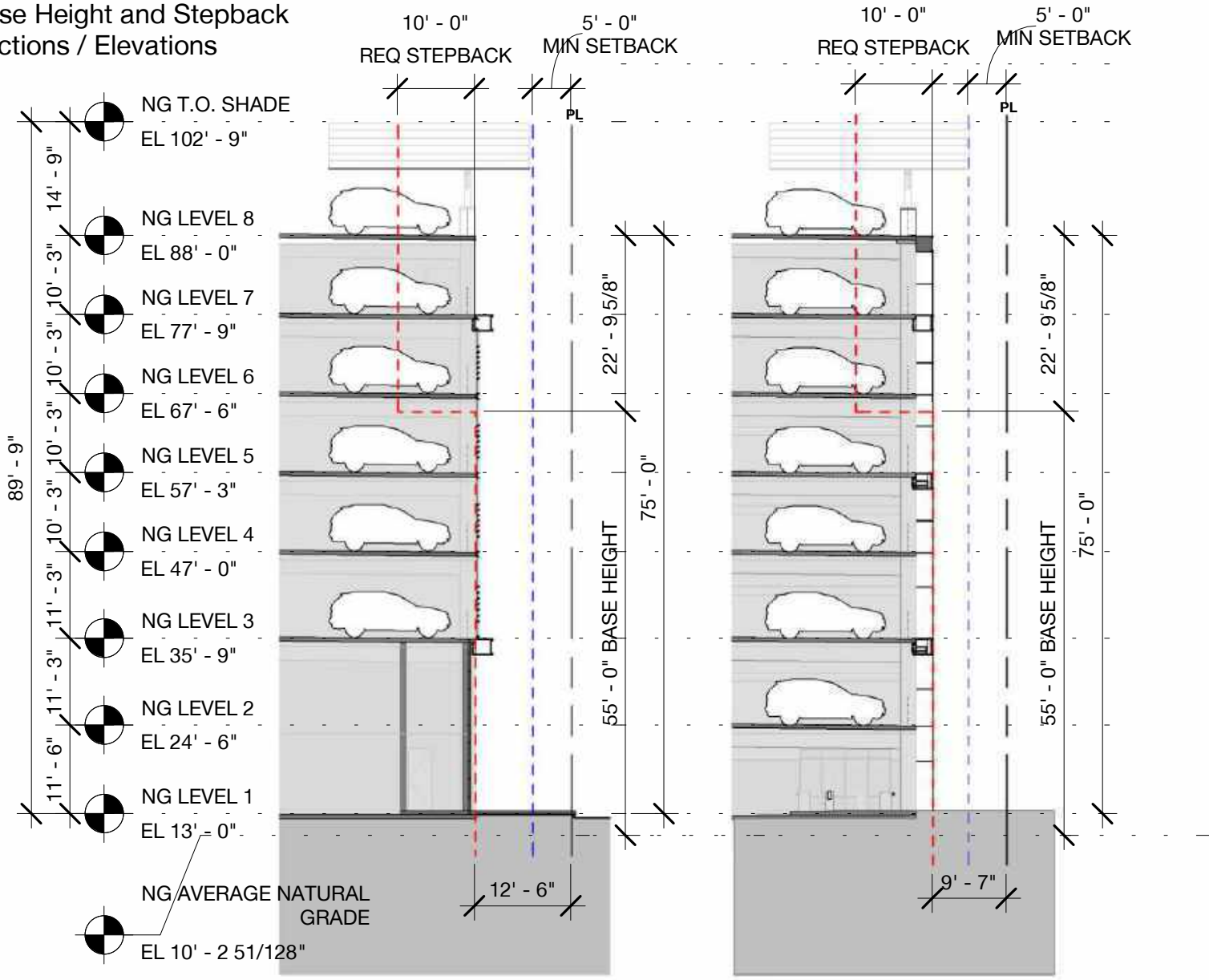


1 Building 6 - Section
1" = 20'-0"



2 Building 6 - East Elevation - East Loop Road
1" = 40'-0"

Illustrative Adjustment Exhibit E:
Base Height and Stepback
Sections / Elevations

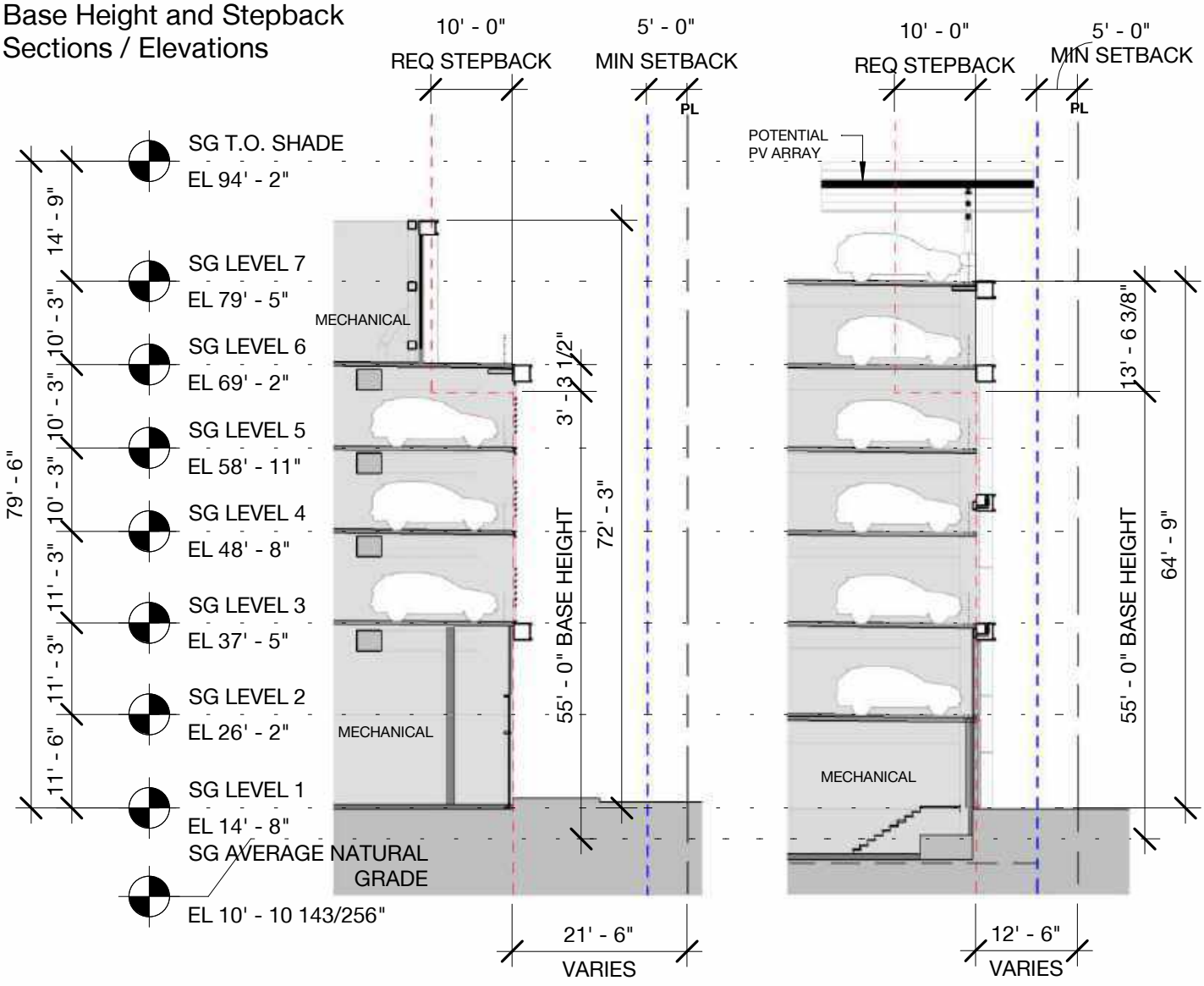


1 North Garage - Section 1
1" = 20'-0"

2 North Garage - Section 2
1" = 20'-0"

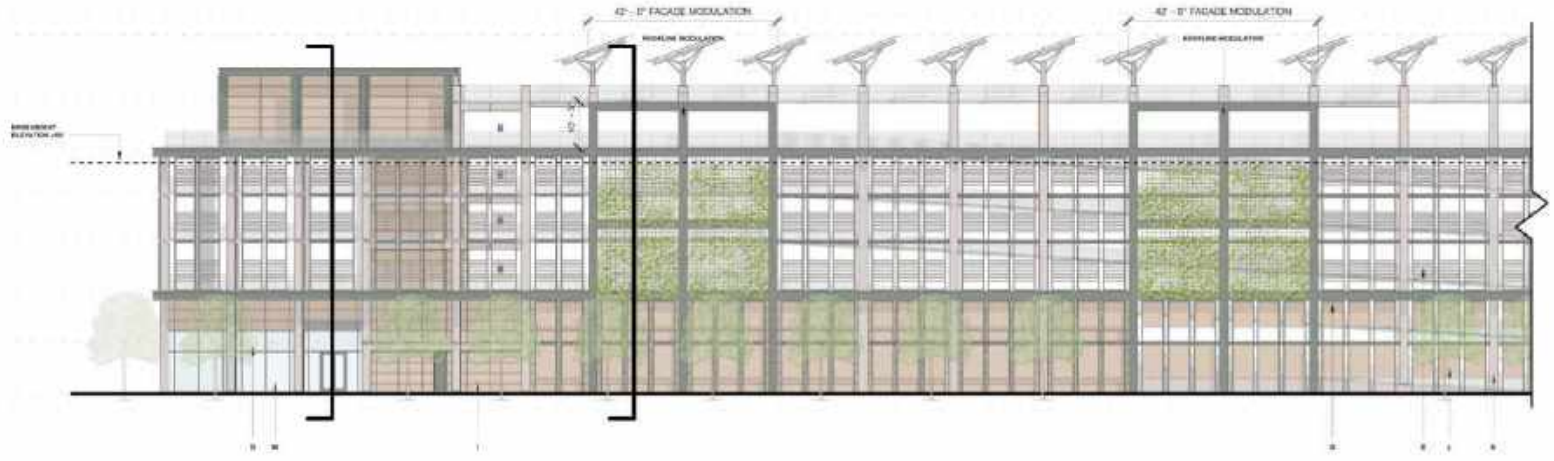


Illustrative Adjustment Exhibit F:
Base Height and Stepback
Sections / Elevations

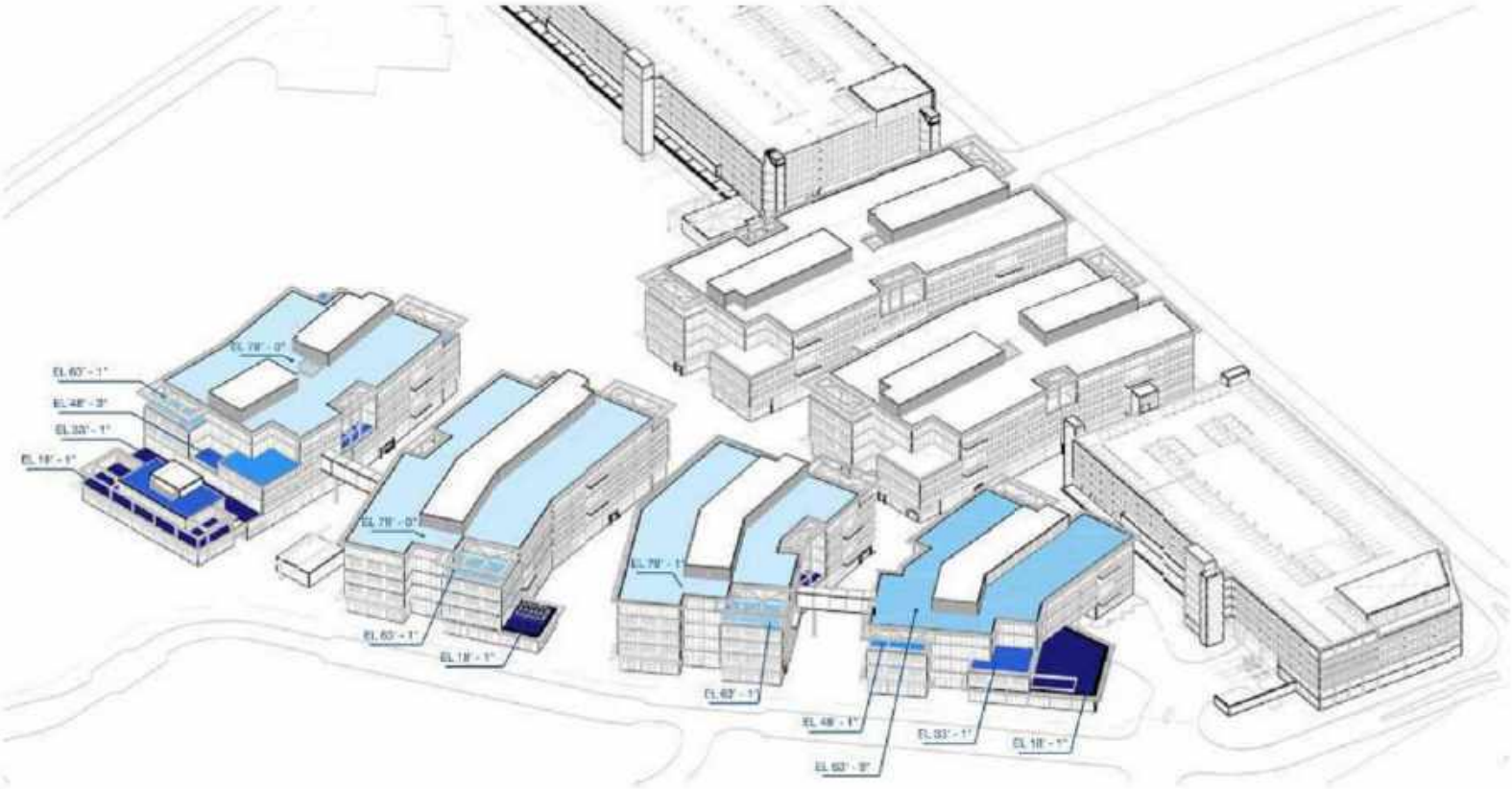


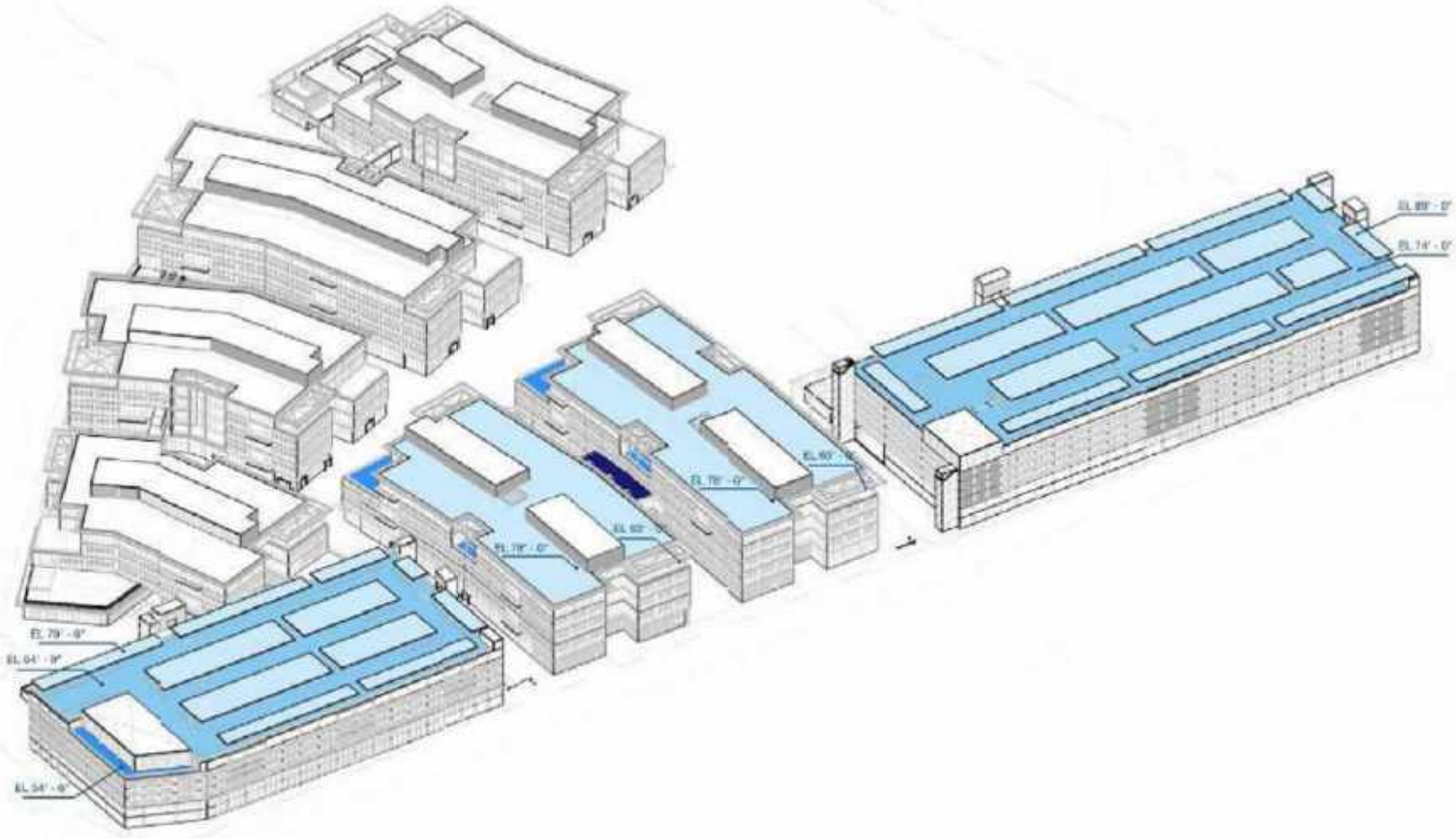
1 South Garage Section 1
1" = 20'-0"

2 South Garage Section 2
1" = 20'-0"



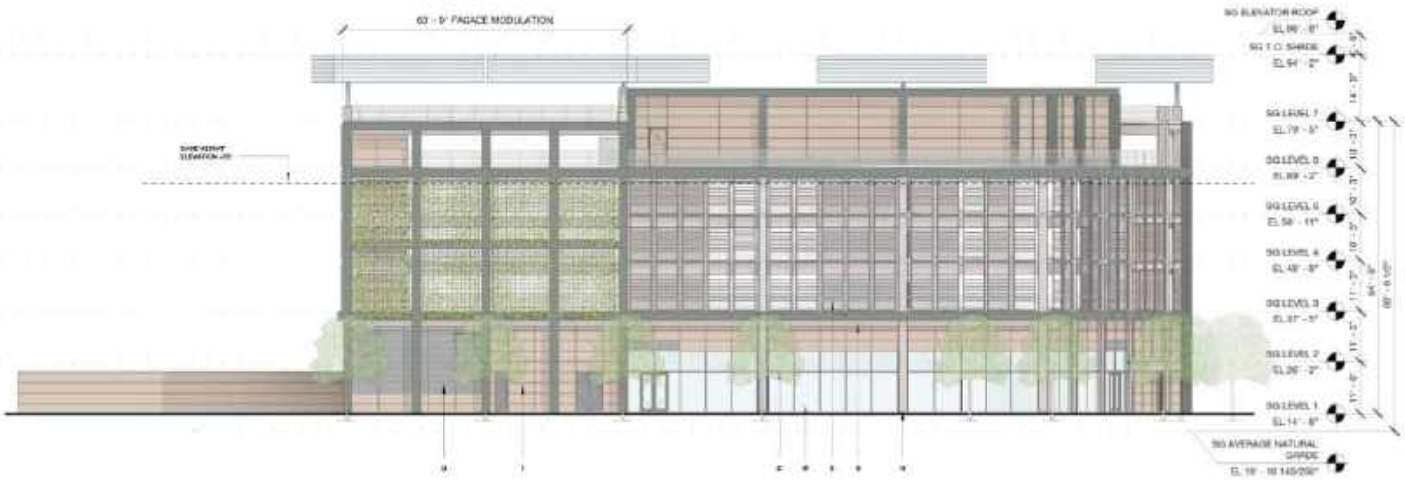
Illustrative Adjustment Exhibit G: Roofline Modulation



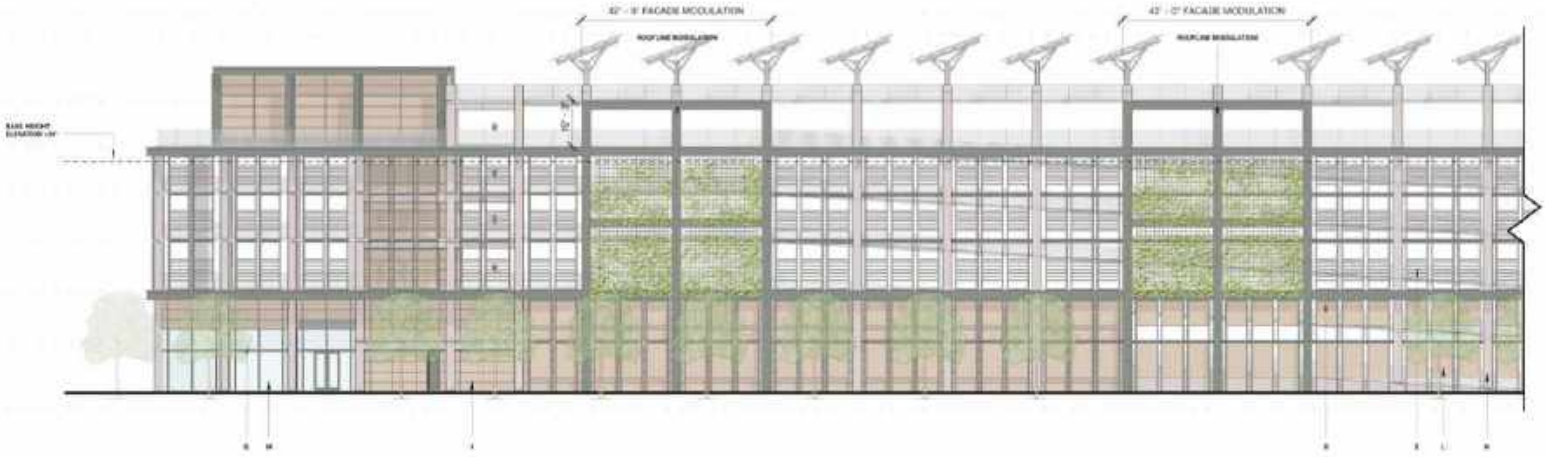


Illustrative Adjustment Exhibit H: Above Ground Garages

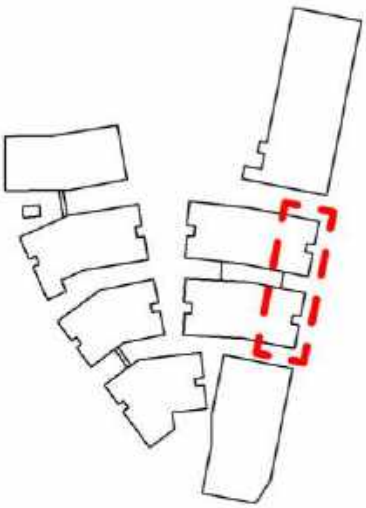


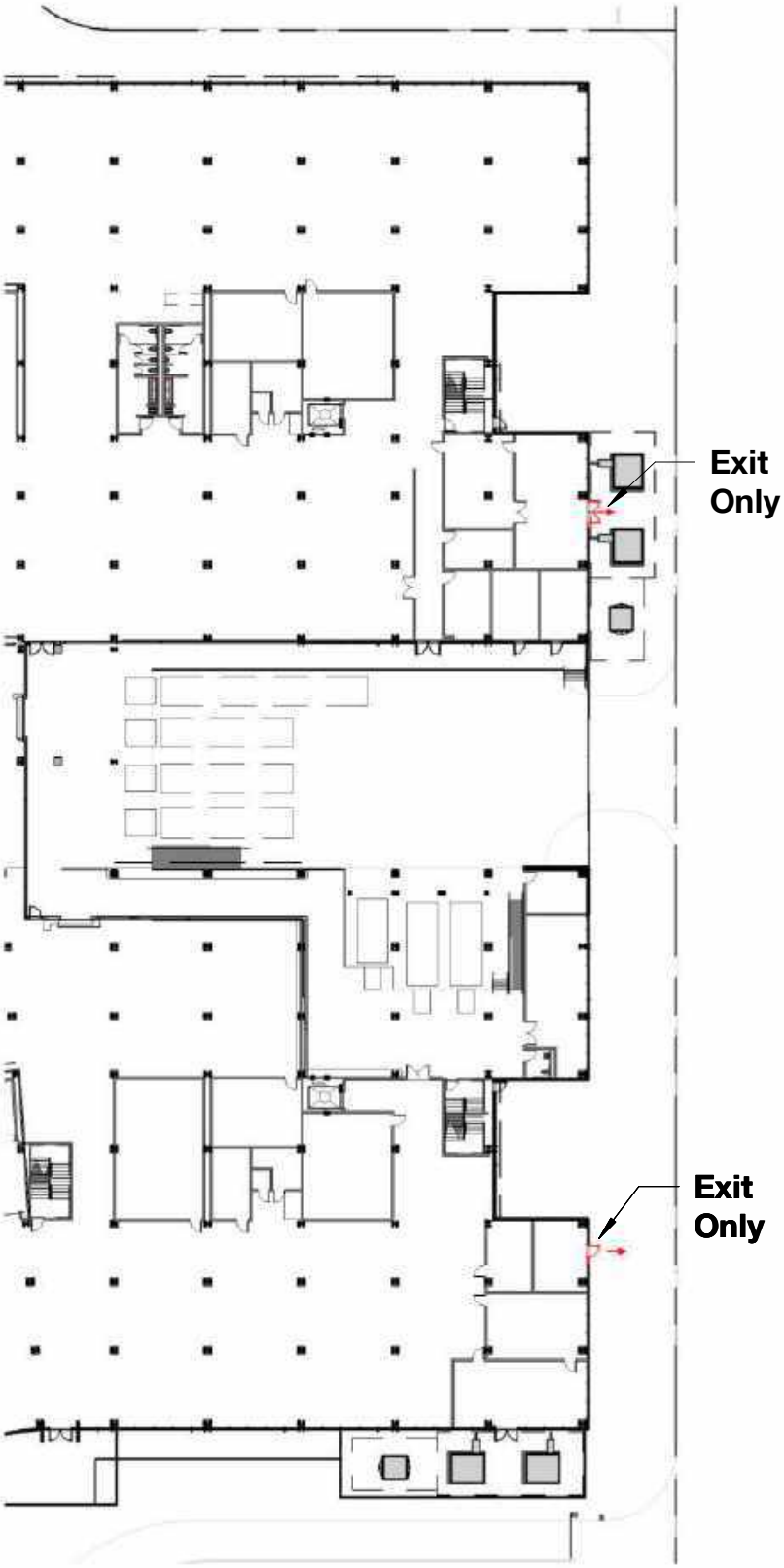


1 - South Elevation - Main Street



2 - East Elevation - East Loop Road





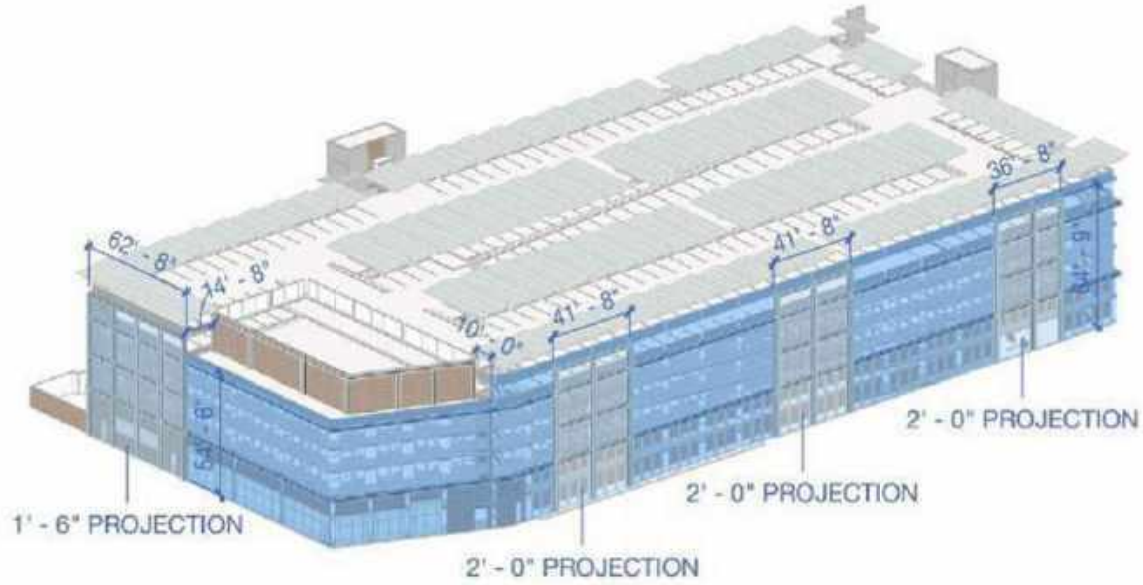
1 Building 05 and 06 - Level 1 - Entrance Diagram
1" = 50'-0"

Illustrative Adjustment Exhibit K: Building Entrance

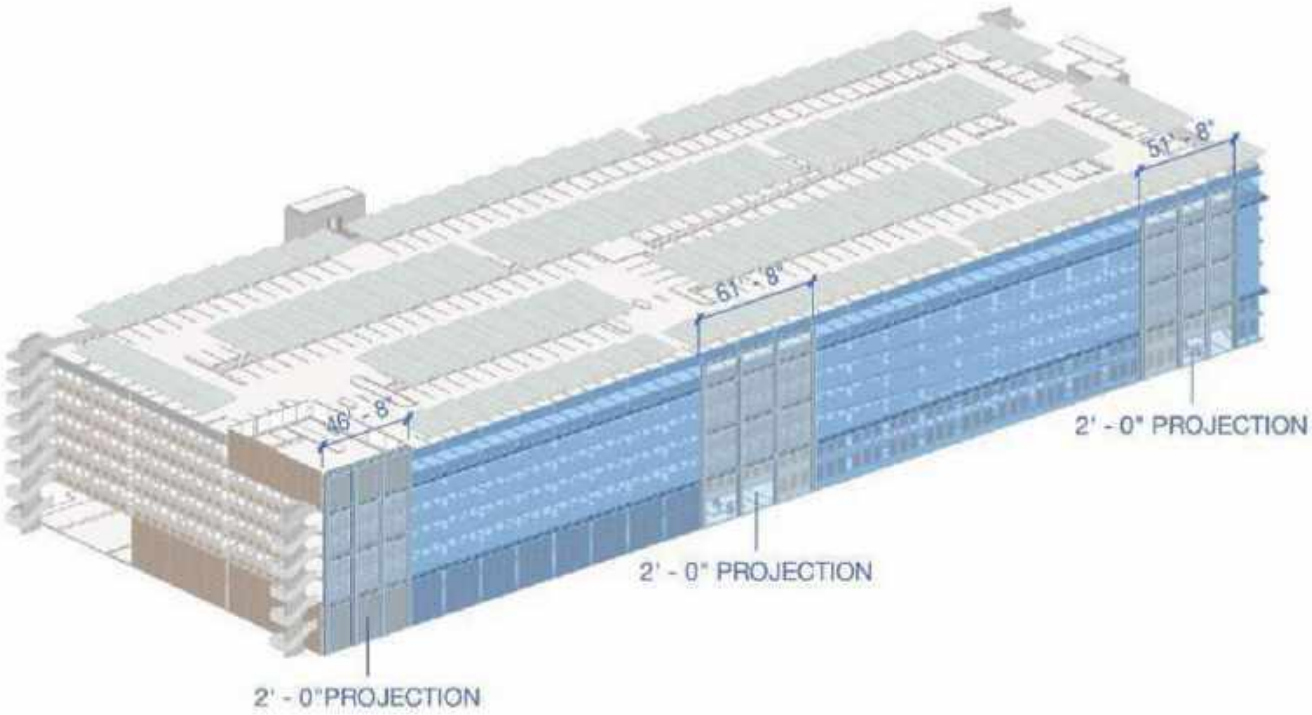


1 SG - Level 1 - Building Entrance Diagram
5/32" = 1'-0"

Illustrative Adjustment Exhibit L:
Building Modulations



South Garage Modulation Diagram



North Garage Modulation Diagram

Date: 9/2/22

Parcel 2 – Adjustment #1

Base Height & Stepback

Adjustment Request

Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow the base height (including 10-foot increase within the flood zone) to be measured at a maximum of 71' above average natural grade.

Allow roof trellises supported by posts within stepback areas.

Code Requirements

16.45.120(2) Building Mass and Scale

Base Height: The maximum height of a building at the minimum setback at street or before the building steps back the minimum horizontal distance required. Bonus Level Fronting a Local Street or a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 45'. Properties within the flood zone or subject to flooding and sea level rise are allowed a 10' increase. Maximum Base Height for Project: 45' + 10' increase = 55'

Building Projections: The maximum depth of allowable building projections from the required stepback for portions of the building above the ground floor: 6'

Subject Site and Proposed Building Description

Parcel 2 spans two City blocks in length and one City block in width. The proposed building design is characterized by varying stepbacks and setbacks that create an overall impression of distinct adjacent masses, rather than one monolithic mass. Stepbacks occur around the building for private and shared terraces. There are large podium level stepbacks on Willow Road, Park Street, and West Street where courtyards open up to the street. There are stepbacks at levels 5 and 6 around the rest of the building to provide relief and articulation.

Parcel 2 proposes the use of a *non-required building setback* that ranges from 4' to 35' to achieve the same results as the *required minimum stepback* in the following ways:

- Providing a greater volume of space between the upper stories of buildings.
- Providing allowance for more light at the pedestrian level.

In addition,

- Stepbacks provide a perceived lower building height. Parcel 2 [in areas of a building setback] proposes to place the required Stepback one level higher than the otherwise maximum base height, thus achieving comparable view angles to a compliant stepback profile.
- Varying levels of stepbacks allow relief from the monotony of standard development over the long frontage lengths of this block.

Parcel 2 Design seeks to achieve a highly articulated massing with variable stepback heights at each elevation, so as to not read as 'prescriptive' and yet to meet the intent of the stepback requirement in the zoning code. For Parcel 2, the applicant requests that the required stepback base height be allowed to increase from Level 5 (about 56' above existing grade) to Level 6 (about 70'-6" above existing grade) as a holistic design consideration rather than in specific conditions, in order to establish a consistent rhythm the variability will occur within. Without the adjustment, the Parcel 2 frontages have code complying stepbacks on an average of 43% of their length (see attached exhibit for details). If the adjustment is approved, they will have complying stepbacks on an average of 92% of their length.

The Parcel 2 Design also proposes to include a condition on Level 6 at the northeast corner, where a trellis supported on posts extends from the stepped back exterior wall into the stepback area more than the 6' maximum allowed by 16.45.120(2) Building Projections. This is done to increase variation of the roofline when viewed from the ground, highlight the corner of the building, and improve conditions on the 6th floor roof deck at that corner.

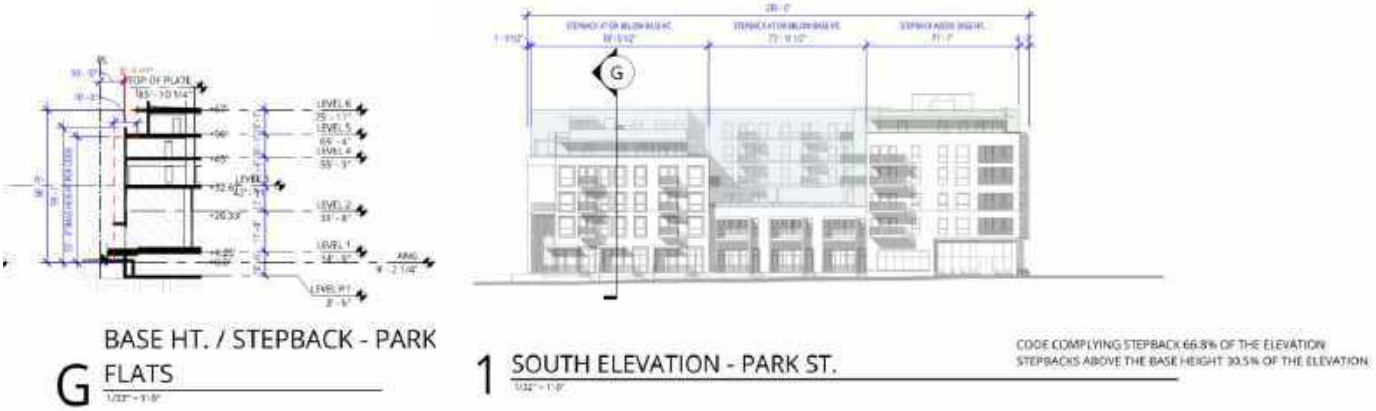
Attachments

Illustrative Adjustment Exhibit #1 Attached.

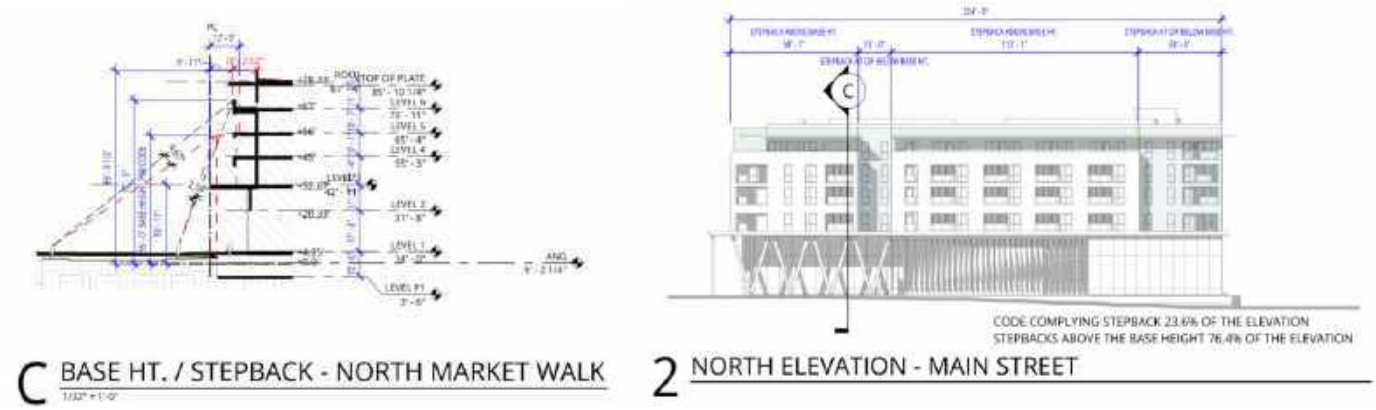
L47

Parcel 2 – Illustrative Adjustment Exhibit #1

SOUTH ELEVATION – PARK AVE:

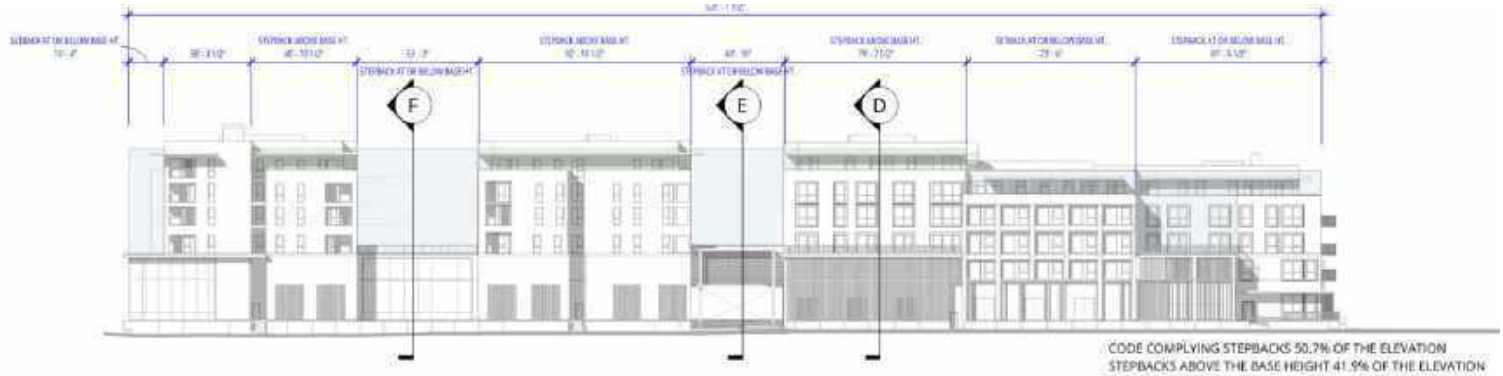


NORTH ELEVATION – MAIN ST:

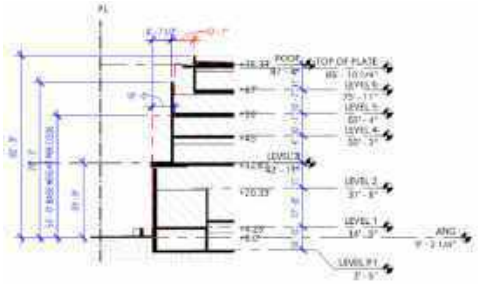


L48

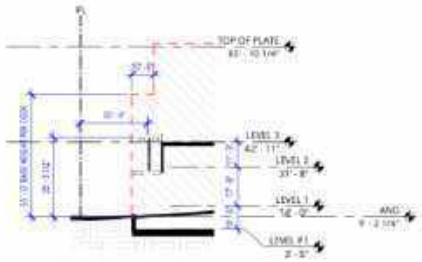
WEST ELEVATION – WILLOW ROAD:



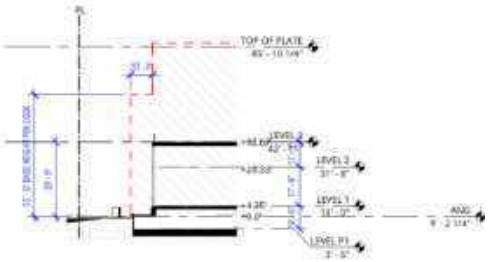
3 WEST ELEVATION - WILLOW ROAD



D BASE HT. / STEPBACK - WILLOW UNITS

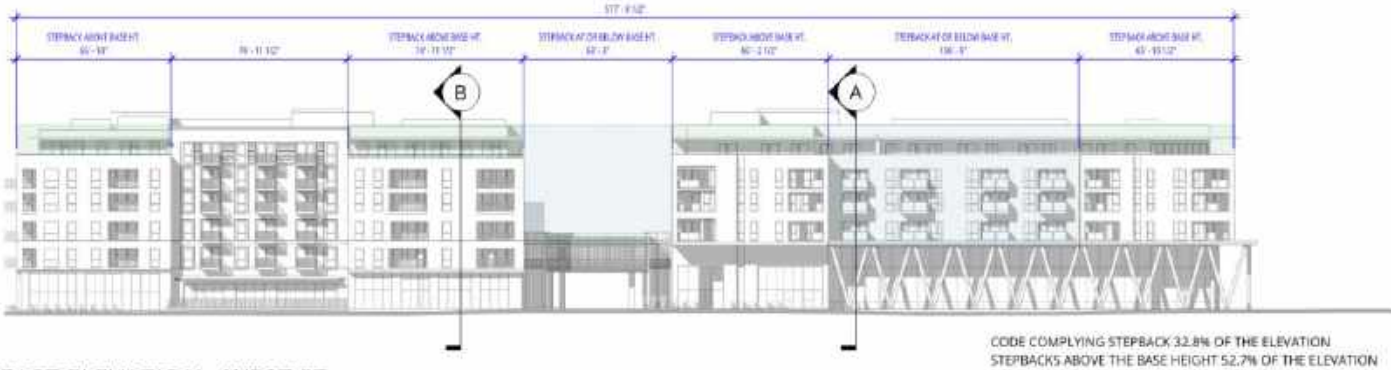


E BASE HT. / STEPBACK - WILLOW DRIVEWAY

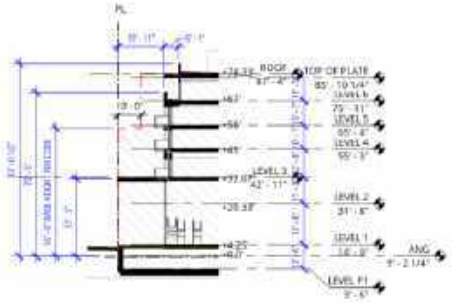


F BASE HT. / STEPBACK - WILLOW COURTYARD

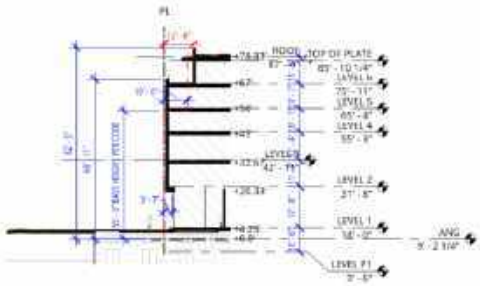
EAST ELEVATION – WEST STREET:



4 EAST ELEVATION - WEST ST.



A BASE HT. / STEPBACK - WEST MARKET WALK



B BASE HT. / STEPBACK - WEST BIKE ROOM

PARCEL 2 –Adjustment #2

Major Building Modulations

Adjustment Request

Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow a major modulation on Park St. that is 8 feet deep instead of 10 feet deep.

Code Requirements

16.45.120(2) Building Mass and Scale

Major Building Modulations

A major modulation is a break in the building plane from the ground level to the top of the building's base height that provides visual variety, reduces large building volumes, and provides spaces for entryways and publicly accessible spaces.
Modulation Required: Minimum of one recess of 15 feet wide by 10 feet deep per 200 feet of facade length
Additional Notes: Modulation is required on the building facade(s) facing publicly accessible spaces (streets, open space, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building facade that faces a publicly accessible space is altered, it must comply with these modulation requirements.

Subject Site and Proposed Building Description

Parcel 2 spans two City blocks in length and one City block in width. The proposed building design is characterized by varying stepbacks, setbacks, and modulations that create an overall impression of distinct adjacent masses rather than one monolithic mass. On the South Elevation, facing Park Street, this design manifests as one tall building mass at the corner with Willow Road, a short mass in the middle of the block that is set back, and a taller building mass at the corner with West Street. The articulation of the southern façade is based on this massing concept along with the residential unit layout and street activation with stoops to these units.

The recessed center portion is 74 feet wide and set back 8 feet from the massing element at the West Street corner, which provides visual relief but is less than the 10 feet required by the major building modulation code section. To reinforce its role as a massing break, this center portion is only two stories high; the courtyard opens to Park Street at the podium level above, providing a 74 foot wide by 145 feet deep massing relief modulation extending from the podium level to the full height of the building.

The Parcel 2 design proposes to satisfy the major modulation requirement for the south elevation along Park Avenue with this 8' deep and 74' wide massing modulation that increases in depth to 145 feet at the podium level. The Parcel 2 building design is highly articulated and modulated on all frontages. The request to consider the shallower massing break, in combination with the much deeper break above, as meeting the major modulation requirement along Park Street is intended to allow relief from the monotony of standard development; to permit the application of new and desirable development techniques.

Attachments

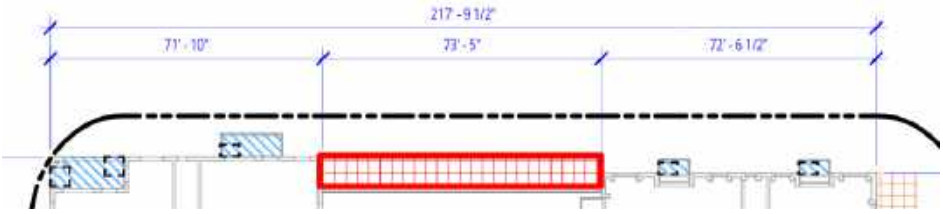
Illustrative Adjustment Exhibit #2 Attached.

Parcel 2 – Illustrative Adjustment Exhibit #2

SOUTH ELEVATION – WILLOW ROAD:



3 SOUTH ELEVATION - PARK ST.
1/32" = 1'-0"



LEGEND

- PROPOSED MAJOR BUILDING MODULATION
- PROPOSED MINOR BUILDING MODULATION
- MAJOR BUILDING MODULATION MIN. WIDTH: 15'
- MINOR BUILDING MODULATION MIN. WIDTH: 5'
- PROPOSED ADJUSTMENT
- NO BUILDING MASS ABOVE PODIUM LEVEL

L51

PARCEL 2 – Adjustment #3

Garage Entrances

Adjustment Request

Allow adjustments to Zoning Code Section 16.45.120(3) to:

Allow two-way garage entrances to be 28 feet wide, instead of the code limit of 24 feet.

Code Requirements

16.45.120(3) Ground Floor Exterior

Garage Entrances

Width of garage entry/door along street frontage.
Bonus Level Fronting a Local Street or Boulevard, Thoroughfare, Mixed Use-Collector, or Neighborhood Street: Maximum 12-foot opening for one-way entrance; maximum 24-foot opening for two-way entrance

Subject Site and Proposed Building Description

Parcel 2 spans two city blocks in length and one city block in width. It is bisected on each long side by two-way entrances to a parking garage that serves residents, public retail visitors, and commercial loading associated with the grocery store. Both garage openings are proposed to be 28 feet in width, wider than the code limit of 24 feet for a two-way entrance. The garage entrances will be clear openings, not closed off by doors, allowing for an unimpeded extension of the public realm into the shared commercial drive.

The proposed garage openings are for vehicle entry/exit for both commercial and residential traffic. The commercial use of the garage suggests that a wider entry would be a convenience for drivers unfamiliar with the garage and make it possible for a WB-70 delivery truck to enter the garage off of Willow Road, meaning the building can avoid a separate loading dock access off Willow, which would disrupt the pedestrian experience much more than the proposed minor adjustment of the code requirement. The design proposed allows for a large buffered area to the right and left of the garage opening to create a small pedestrian plaza, the idea being that the garage entry would not feel unwelcoming or intimidating at the pedestrian level. Much like the Willow Road garage opening, the West Street garage opening is detailed with warm materials and is fully integrated into the overall design of the façade and to the seating above at the podium level. The garage opening on West Street is located at the terminus of Center Street and is designed to act as both a visual and actual gateway to the building. The garage opening along Willow Road would be aligned with the garage opening along West Street, allowing daylight and interesting views through the building. Additionally, both garage entries are aligned to a break in the massing above, which further emphasizes the purposeful design around the garage openings.

Attachments

Illustrative Adjustment Exhibit #3 Attached.

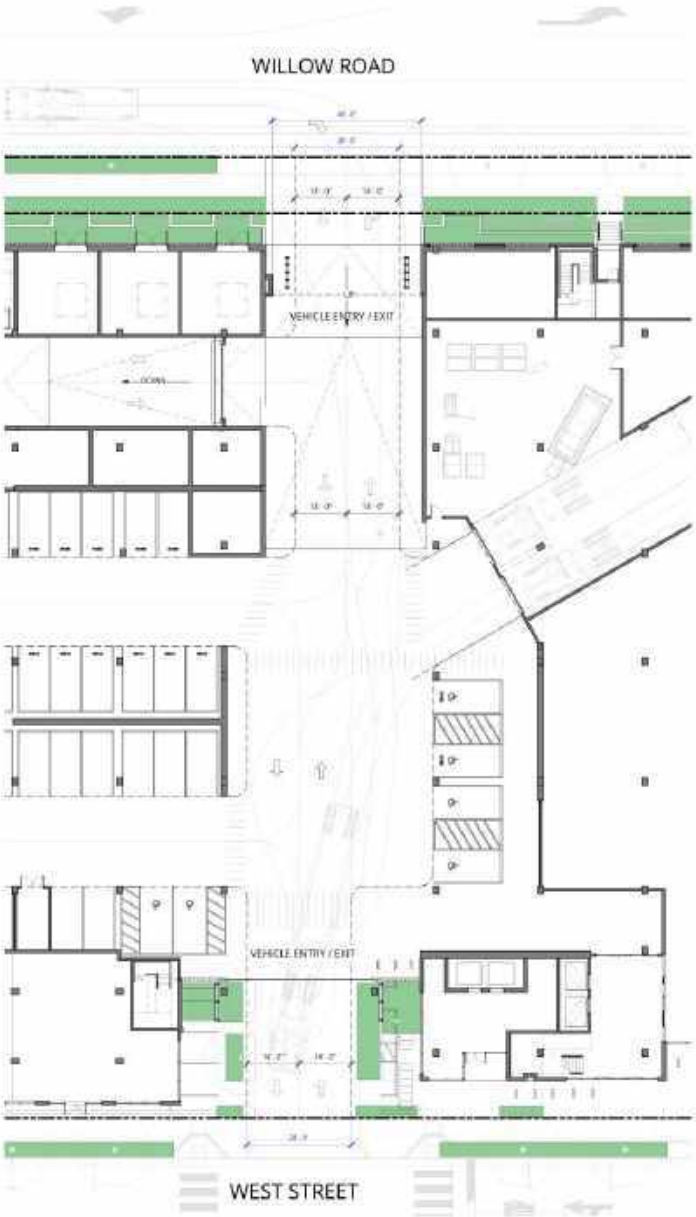
Parcel 2 – Illustrative Adjustment Exhibit #3



1 WEST ELEVATION - WILLOW ROAD - GARAGE ENTRANCE



2 EAST ELEVATION - WEST ST. - GARAGE ENTRANCE



3 LEVEL 1 FLOOR PLAN - GARAGE ENTRANCES

L53

PARCEL 2 –Adjustment #4

Building Entrances

Adjustment Request

Allow adjustments to Zoning Code Section 16.45.120(3) to:

Allow spacing of greater than 100’ between two building entrances on the Willow Rd. and Main St. facades.

Code Requirements

16.45.120(3) Ground Floor Exterior

Building Entrances

The minimum ratio of entrances to building length along a public street or paseo.
One entrance every 100 feet of building length along a public street or paseo. A minimum of one is required along each length. Entrances at a building corner may be used to satisfy this requirement for both frontages. Stairs must be in locations convenient to building users.

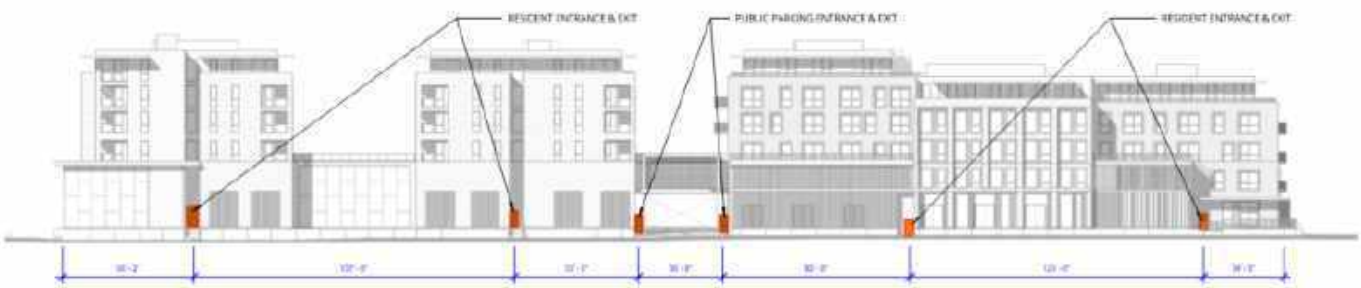
Subject Site and Proposed Building Description

Parcel 2 spans two city blocks in length and one city block in width. It is bisected on each long side by entrances to a parking garage that serves residents, public retail visitors, and commercial loading associated with the grocery store. The perimeter of the building includes portions with commercial grocery store use, residential ground floor units, resident common areas, and service/utility access points. The residential portions of the ground floor include regular building entrances within 100’ of each other whether for lobby access, individual unit access, or resident common area access. Retail frontages on West Street and on Main Street near the corner with West Street have frequent entrances as well, but to avoid disruptions to the operational requirements of the grocery store, the western end of Main Street and the northern part of the Willow Road frontage do not have entrances every 100 feet. The proposed design also groups the transformers that are required to face rights of way together on the western elevation, facing Willow Road, to maximize transparency and activation on the other streets which are more pedestrian oriented. This, in combination with the grade differential of the site creates a stretch of the Willow Road frontage where it is not useful or efficient to locate an entrance in between transformer rooms. This section of the Willow Road façade is activated through wall art, architectural “fins,” feature glazed architectural elements, and landscaping to make sure that frontage feels engaged with the building,

Attachments

Illustrative Adjustment Exhibit #4 Attached.

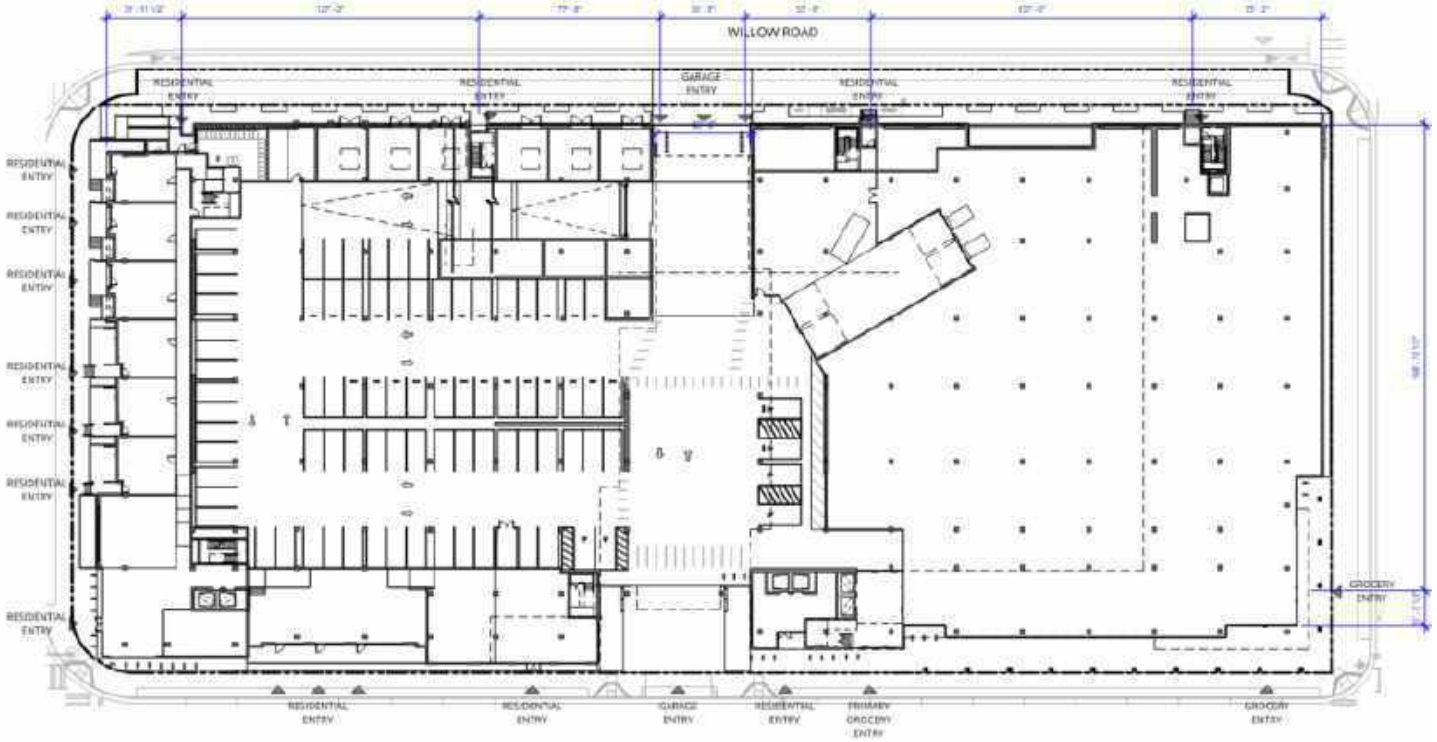
Parcel 2 – Illustrative Adjustment Exhibit #4



1 WEST ELEVATION - WILLOW ROAD



2 NORTH ELEVATION - MAIN ST.



3 LEVEL 1 FLOOR PLAN - BUILDING ENTRIES

L55

PARCEL 2 –Adjustment #5

Roof Modulation

Adjustment Request

Allow adjustments to Zoning Code Section 16.45.120(6)(G) to:

Waive the 4 foot roof modulation requirement for the West St. and Main St. elevations.

Code Requirements
16.45.120(6)(G)

Rooflines and eaves adjacent to street-facing facades shall vary across a building, including a 4-foot minimum height modulation to break visual monotony and create a visually interesting skyline as seen from public streets. The variation of the roofline's horizontal distance should match the required modulations and stepbacks.

Subject Site and Proposed Building Description
Parcel 2 spans two city blocks in length and one city block in width. The massing of the proposed building resembles two U-shaped buildings separated by a roughly street-width gap above a shared podium. The podium is bisected by open garage entrances on each long side, aligned with the gap between the masses above. A portion of the southwest corner which is one story lower than the rest of the building provides the required 4' minimum height modulation in the rooflines for the Willow Road and Park Street elevations, while also providing a transition in scale from the lower-density development patterns to the south and west of the project site.

The West Street and Main Street elevations have rooflines that are more consistent to match the increased density within Willow Village and enhance the urban village character of the public space in the development. Horizontal modulations, stepbacks, the massing gap, and a variety of overhang and trellis conditions ensure that the roofline will be visually interesting and not appear monotonous to pedestrians on nearby public streets.

For Parcel 2, the applicant requests that the requirement for a 4-foot roof modulation on the West Street and Main Street elevations be waived, in recognition of the transitional role Parcel 2 plays in the overall form of Willow Village as well as the other design measures that have been taken to make sure those elevations will be visually stimulating and interesting for people walking by.

Attachments
Illustrative Adjustment Exhibit #5 Attached.

Parcel 2 – Illustrative Adjustment Exhibit #5



1 WEST ELEVATION - WILLOW ROAD



2 EAST ELEVATION - WEST ST.



3 SOUTH ELEVATION - PARK ST.



4 NORTH ELEVATION - MAIN STREET

PARCEL 2 –Adjustment #6

Minor Modulation

Adjustment Request

Allow adjustments to Zoning Code Section 16.45.120(2)to:

Waive the 1 minor modulation per 50’ of façade length requirement for the southern half of the Willow Road elevation.

Code Requirements

16.45.120(2)

Minimum recess of 5' wide by 5' deep per 50' of façade length. Building Projections spaced no more than 50' apart with a minimum depth of 3' and width of 5' may satisfy this requirement in lieu of a recess.

Subject Site and Proposed Building Description

Parcel 2 spans two city blocks in length and one city block in width. The massing of the proposed building resembles two U-shaped buildings separated by a roughly street-width gap above a shared podium. The podium is bisected by open garage entrances on each long side, aligned with the gap between the masses above. The proposed building design is characterized by varying stepbacks, setbacks, and modulations that create an overall impression of distinct adjacent masses rather than one monolithic mass. To strengthen this concept the proposed design complies with the minor modulation requirement through varying strategies at different locations around the building. These include vertically aligned projecting or recessed balconies as well as unoccupied notches in the exterior building wall.

As part of the overall strategy based on breaking down the large scale of the block through a variety of architectural expression, the southern half of the Willow Road elevation uses massing shifts to reduce the perceived scale of the mass. There are stepbacks provided in different locations at the 3rd, 5th, and 6th floors. There are horizontal shifts in the massing above the podium which are expressed all the way down to the ground. In some places the podium level is expressed on the façade and in some places it is not. The dynamic composition created by these massing moves relies on the clean (though richly textured) planes of the building faces for its impact. Introducing smaller notches or balconies, whether projecting or recessed, would disguise the impact of the massing moves and result in a mass that looked more homogenous. Therefore, the parcel proposes that the requirement for a minor modulation for every 50’ of façade length be waived for the southern half of the Willow Road elevation.

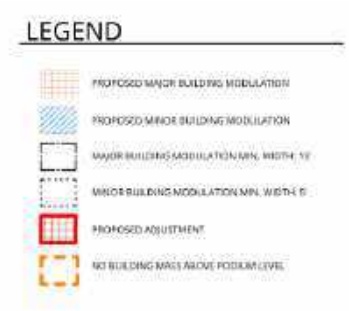
Attachments

Illustrative Adjustment Exhibit #6 Attached.

Parcel 2 – Illustrative Adjustment Exhibit #6



4 WEST ELEVATION - WILLOW ROAD



Date: 9/2/22

Parcel 3 - Adjustment #1
Base Height

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow the Base Height (including 10-foot increase withing the flood zone) to be acceptable at top of Level 5, or about 59’ above finished grade.

Code Requirements

16.45.120(2): Building Mass and Scale

Base Height: The maximum height of a building at the minimum setback at street or before the building steps back the minimum horizontal distance required. Properties within the flood zone or subject to flooding and sea level rise are allowed a 10' increase. Maximum Base height: 45' + 10' Bonus

Subject Site and Proposed Building Description

Parcel 3 spans two City blocks in length and one City block in width. The building design is characterized by stepbacks and setbacks all along its four sides, with massing that variously includes portions that are 2 stories, 4 stories, 5 stories, 6 stories, and 7 stories. Stepbacks for from the Building Base occur for private and shared terraces. Two large stepbacks occur along Center Street at the podium level, where two courtyards open out to the street-side. The massing attempts to provide variety, articulation, and relief, while expressing a dense program of mixed uses. The building design has variation in the perceived roof line, and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical layers along the street edge.

Along the west, north, and east sides, where the building massing fronts onto the Town Square and Main Street, the 7-story building’s design includes a Base of 5 stories and an upper level Stepback of 2 stories. The proposed base:top stepback relationship is 5:2, or 5 floors of Base and 2 floors of Stepback. A stepback at the prescribed 55’ Base level, which would more strictly follow the requirements, would create a 4:3 ratio, and cause the building to look stocky and top-heavy with static massing along the frontages. The design attempts to find a base height that achieves a suitable proportion – stepping back the top 2 floors rather than the top 3 floors. The proposed stepback occurs at the datum at 63-foot-6-inches above natural grade, or about 59-feet above the proposed finished grade, and excludes the height of a 42” open railing at the stepback’s terraces.

Modifications

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment Exhibit 1


ROOF
LEVEL 7
LEVEL 6
LEVEL 5
LEVEL 4
LEVEL 3
LEVEL 2
LEVEL 1 F.F.E.
14'-6"
EXISTING GRADE
9'-4"
10'-4"
10'-4"
10'-4"
10'-4"
10'-4"
10'-4"
17'-0"
2 STORY SETBACK
PROPERTY LINE
SETBACK
8'-6"
5 STORY BASE
59
69'-0" MAX. BASE HEIGHT
69'-6" TOTAL BASE HEIGHT FROM NATURAL GRADE
59' TOTAL BASE HEIGHT FROM LEVEL 1 F.F.E.
5'-6"
PARTIAL ELEVATION ALONG WEST STREET
("BASE" STRATEGY SIMILAR ALONG MAIN STREET)

Exhibit 1

Parcel 3 - Adjustment #2
Stepback

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow for stepbacks of 8’ minimum depth instead of 10 feet in depth
Allow for projections into stepback area
Allow for projections (awnings) of 8’ instead of 6 feet in depth

Code Requirements

16.45.120(2): Building Mass and Scale

Base Height: The maximum height of a building at the minimum setback at street or before the building steps back the minimum horizontal distance required. Properties within the flood zone or subject to flooding and sea level rise are allowed a 10' increase. Maximum Base height: 45' + 10' Bonus

Minimum Stepback: 10’ for a minimum of 75% of the building face along public streets.

Building Projection: The maximum depth (6’) of allowable building projections, such as balconies or bay windows from the required stepback for portions of the building above the ground floor.

Subject Site and Proposed Building Description

Parcel 3 spans two City blocks in length and one City block in width. The building design is characterized by stepbacks and setbacks all along its four sides, with massing that variously includes portions that are 2 stories, 4 stories, 5 stories, 6 stories, and 7 stories. Stepbacks for from the Building Base occur for private and shared terraces. Two large stepbacks occur along Center street at the podium level, where two courtyards open out to the street-side. The massing attempts to provide variety, articulation, and relief, while expressing a dense program of mixed uses. The building design has variation in the perceived roof line, and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical layers along the street edge.

Above the 5-story Building Base, the proposed stepback is typically 8 feet, rather than 10’, adding to the 3 foot to 7 foot setback from the property line. The design attempts to use a stepback depth which meets the intent of the code while also allowing the building massing to be within range of the prescribed fire access dimensions. Section D105.3 of the Fire Codes requires fire-fighting access not less than 15 feet and not greater than 30 feet from the building. The streetscape design, with broad sidewalks and on-street parking, discourages the building massing from meeting the Zoning Code’s Stepback and Setback requirements. The Parcel 3 building design attempts to find a reasonable solution to the requirements, with a fire-fighting access depth of 30’ to 33’ at the upper floor stepbacks. Further, as most of the building voluntarily exceeds required Setbacks, the overall effect of the upper-story Stepback typically meets or exceeds the 10 feet required by Code.

The design concept includes a two-story trellis at the top levels, a scaling feature to unify the massing and articulation strategy along its three most public and visible sides. The trellis sits where the stepback creates a terrace. The trellis provides shade for the windows and terraces, and has perpendicular louvered fin walls that act as privacy screens between unit terraces. The trellis’s top awning projects 8’ from the stepped-back building face.

Modifications

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment Exhibit 2 attached.

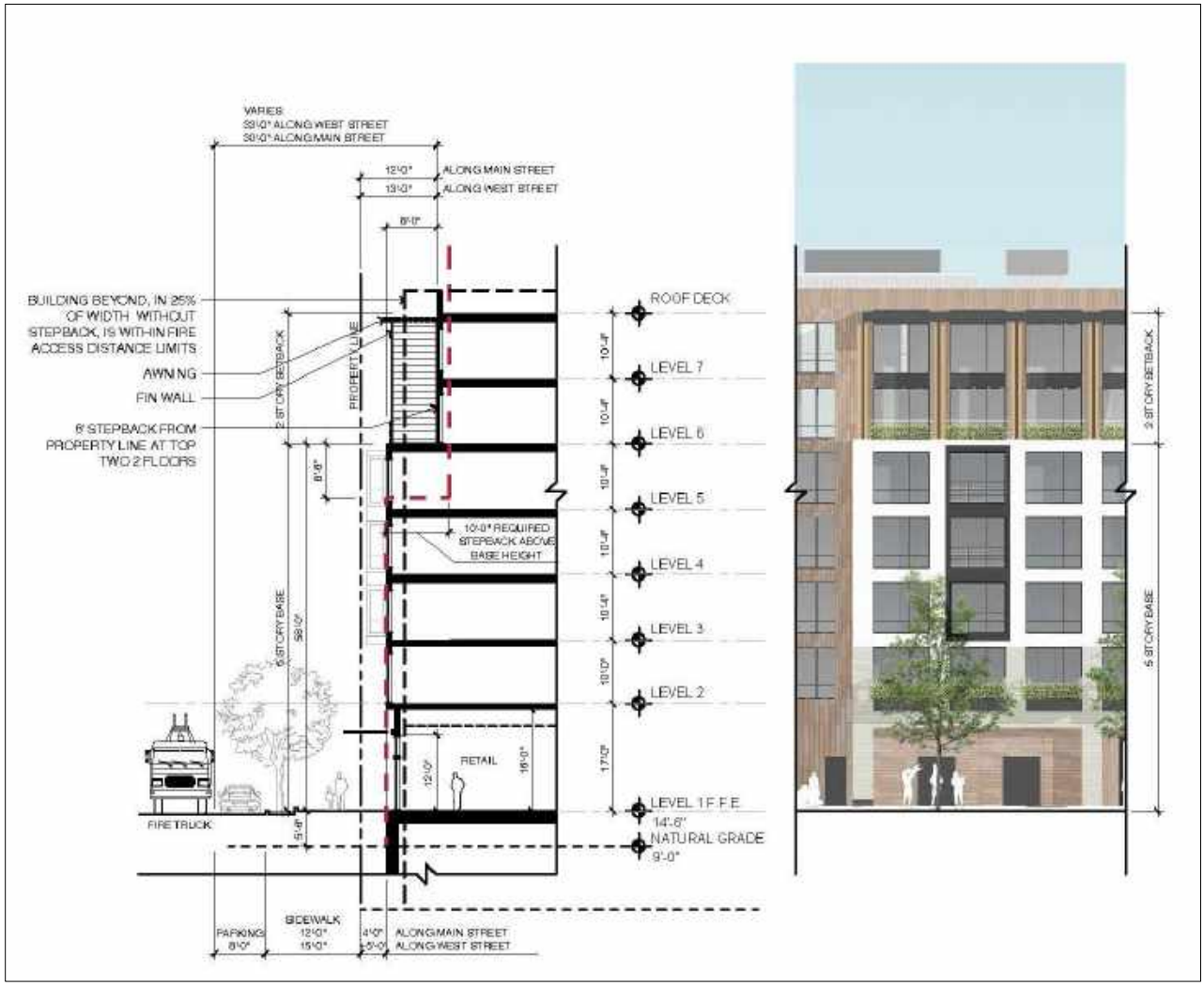


Exhibit 2

Parcel 3 - Adjustment #3
Building Height

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.050 to:

Allow Building Height to be exceeded for adequate height provision for high quality retail tenant space, by 4’-2”, and by 8’-8” at key “pop-up” areas along the north “prow” of the building

Code Requirements

16.45.050: Maximum Height

Maximum Height - (70-FT. + 10-FT. = 80-FT.) Bonus level development shall not exceed 70 feet in height, except that properties within the flood zone or subject to sea level rise are allowed a 10 foot increase in height and maximum heights.

Subject Site and Proposed Building Description

Parcel 3 spans two City blocks in length and one City block in width. The building design is characterized by stepbacks and setbacks all along its four sides, with massing that variously includes portions that are 2 stories, 4 stories, 5 stories, 6 stories, and 7 stories. Stepbacks for from the Building Base occur for private and shared terraces. Two large stepbacks occur along Center street at the podium level, where two courtyards open out to the street-side. The massing attempts to provide variety, articulation, and relief, while expressing a dense program of mixed uses. The building design has variation in the perceived roof line, and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical layers along the street edge.

In order to achieve a flexible, adequate, and reasonable ceiling height for High quality retail tenant and/or entertainment venue ground floor uses, while still including 6 levels of residential units above to meet the housing targets – a slight increase in building height is proposed where the building massing is the full 7 stories. The allowable building height is 80 feet. The prosed building height is 78 feet-8 inches, measured from finished grade, or 84 feet-2 inches measured from existing grade. The proposed building height increase is by 4’-2”. The proposed height is increased an additional 4’-6” at selected “pop-up” areas along the north “prow” of the building, a prominent feature seen along key vistas in Willow Village.

Modifications

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment Exhibit 3 attached.


ADDITIONAL HEIGHT FOR TOP FLOOR AMENITY POP-UP
ADDITIONAL HEIGHT FOR FUNCTIONAL RETAIL
ALLOWABLE HEIGHT
PROPERTY LINE SETBACK
ROOF
LEVEL 7
LEVEL 6
LEVEL 5
LEVEL 4
LEVEL 3
LEVEL 2
RETAIL
LEVEL 1 F.F.E.
14'-6"
NATURAL GRADE
0'-0"
FIRE TRUCK
PARTIAL ELEVATION FACING MAIN ST. WEST
PARTIAL ELEVATION OF "PROW" WITH TOP FLOOR AMENITY

Exhibit 3

Parcel 3-Adjustment #4
Ground Floor Exterior, Garage Entrances

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(3) to:

Allow grouped vehicle access locations along Center Street and West Street, without the minimum 100' separation distance

Code Requirements

16.45.120(3): Ground Floor Exterior, Garage Entrances

Definition: Width of garage entry/door along street frontage.

Garage Entry Required: Maximum 12-foot opening for one-way entrance; maximum 24-foot opening for two-way entrance. Additional Requirements: Garage entrances must be separated by a minimum of 100 feet to ensure all entrances/exits are not grouped together or resulting in an entire stretch of sidewalk unsafe and undesirable for pedestrians.

Subject Site Description

Parcel 3 spans two City blocks in length and one City block in width. A north-south pedestrian passage bisects the massing. The project proposes an active ground floor to befit its central location in the surrounding urban village environment. The ground floor program envisions a mix of residential and other active uses, including retail and food & beverage. Other more active amenity-like programs could be included. These uses will require an adequate amount of service access points, for: possible event parking, non-residential parking, residential parking, move-in/move-out access, and delivery/trash servicing. The project requires 2 parking garage access points (for 600-700 cars), up to 3 trash service bays, 1-2 move-in/move-out bays or lay-by parking zones, and multiple delivery areas, some of which can be shared with trash.

Main Street is a priority area for pedestrian activity, with plaza and active retail. Center Street is a residential street lined with stoops as much as possible. These priority pedestrian areas are supported by service areas concentrated in 2 locations: On the southern end of West Street, and the Eastern End of Center Street. The locations have servicing, move-in/out, and a parking access locations. The grouping of these vehicle access points, while in the least-bad places for site-planning and pedestrian movement, does not meet the 100' separation requirements, on either West Street or Center Street.

- On West Street, the 2 vehicles access points are consolidated, adjacent to each other just south of mid-block. The 2 vehicle access points are separated by 6'-8". See Exhibit 4.1.
- On Center Street, the 3 vehicle access points are consolidated, are separated by 10' and 4', respectively. See Exhibit 4.1.

Modifications

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment Exhibits 4.1 and 4.2 attached.

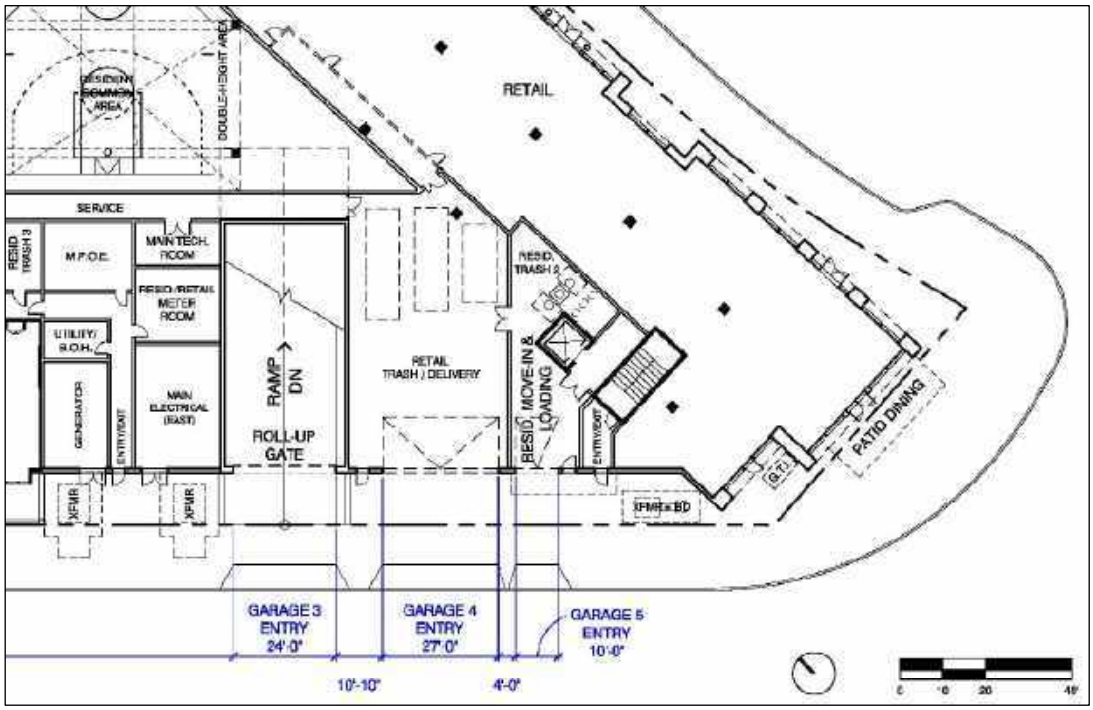


Exhibit 4.1: Plan Detail at Center Street

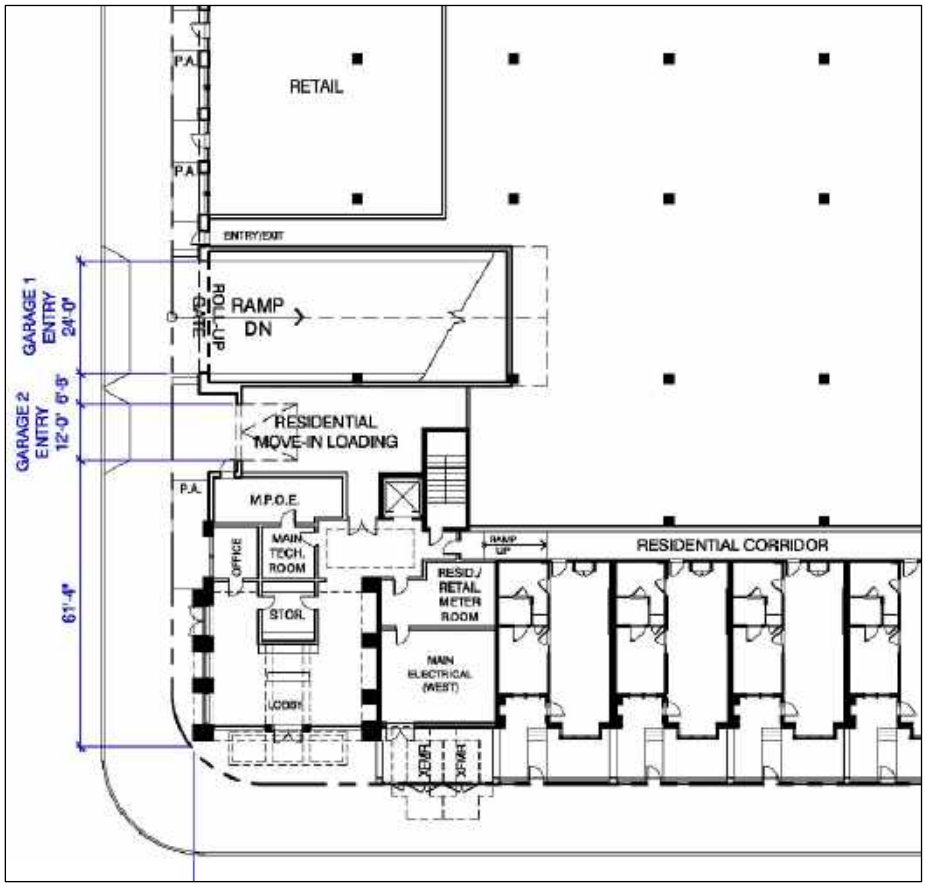


Exhibit 4.1: Plan Detail at West Street

Parcel 3 - Adjustment #5
Major Building Modulation

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

- Allow for (4) major modulations that are less than the required 10': 2 @ 5' along Main Street (South); 2 @ 6' along Main Street (North)
- Allow for (2) major modulations along Center Street to begin at Level 3 rather than Level 1

Code Requirements

16.45.120(2): Building Mass and Scale

Major Building Modulations: A major modulation is a break in the building plane from the ground level to the top of the building's base height that provides visual variety, reduces large building volumes, and provides spaces for entry ways and publicly accessible spaces. Modulation is required on building façade(s) facing publicly accessible spaces (streets, open space, and paseos). Parking is not allowed in the modulation recess. Minimum one recess of 15 feet wide by 10 feet deep per 200 feet of façade length.

Subject Site and Proposed Building Description

Parcel 3 spans two City blocks in length and one City block in width. The building design is characterized by stepbacks and setbacks all along its four sides, with massing that variously includes portions that are 2 stories, 4 stories, 5 stories, 6 stories, and 7 stories. Stepbacks for from the Building Base occur for private and shared terraces. Two large stepbacks occur along Center street at the podium level, where two courtyards open out to the street-side. The massing attempts to provide variety, articulation, and relief, while expressing a dense program of mixed uses. The building design has variation in the perceived roof line, and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical layers along the street edge.

The design incorporates many of the major building modulation requirements to create visual interest on the various facades.

Along Main Street: the building includes setbacks, stepbacks, and major and minor modulations. There are 4 major modulations that exceed the required 15' width but are les than 10' deep.

- 2 @ 5' deep along Main Street (South)(See Exhibit 5.2)
- 2 @ 6' along Main Street (North)(See Exhibit 5.3)

This massing strategy, along with the building setback creating a plaza, has two intentions:

- To create a backdrop for the Town Square
- To create a consistent and even ground floor retail environment. The notches that would be created by the deep major modulations would create a poor retail environment of jagged storefronts.

Along Center Street: the building includes setbacks, stepbacks, and major and minor modulations. At the western building, there are 2 major modulations (though only one is required) that begin at Level 3 rather than Level 1. See Exhibit 5.4. This massing strategy, along with the opening into the courtyard, provides the intended visual variety and reduced large building volume, while the overall building setback provides spaces for entry ways and front gardens, as intended by the guidance. The design strategy also creates an emphasis on Level 1-2 to lend itself to a more residential scale composition.

Modifications

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments Illustrative Adjustment Exhibit 5

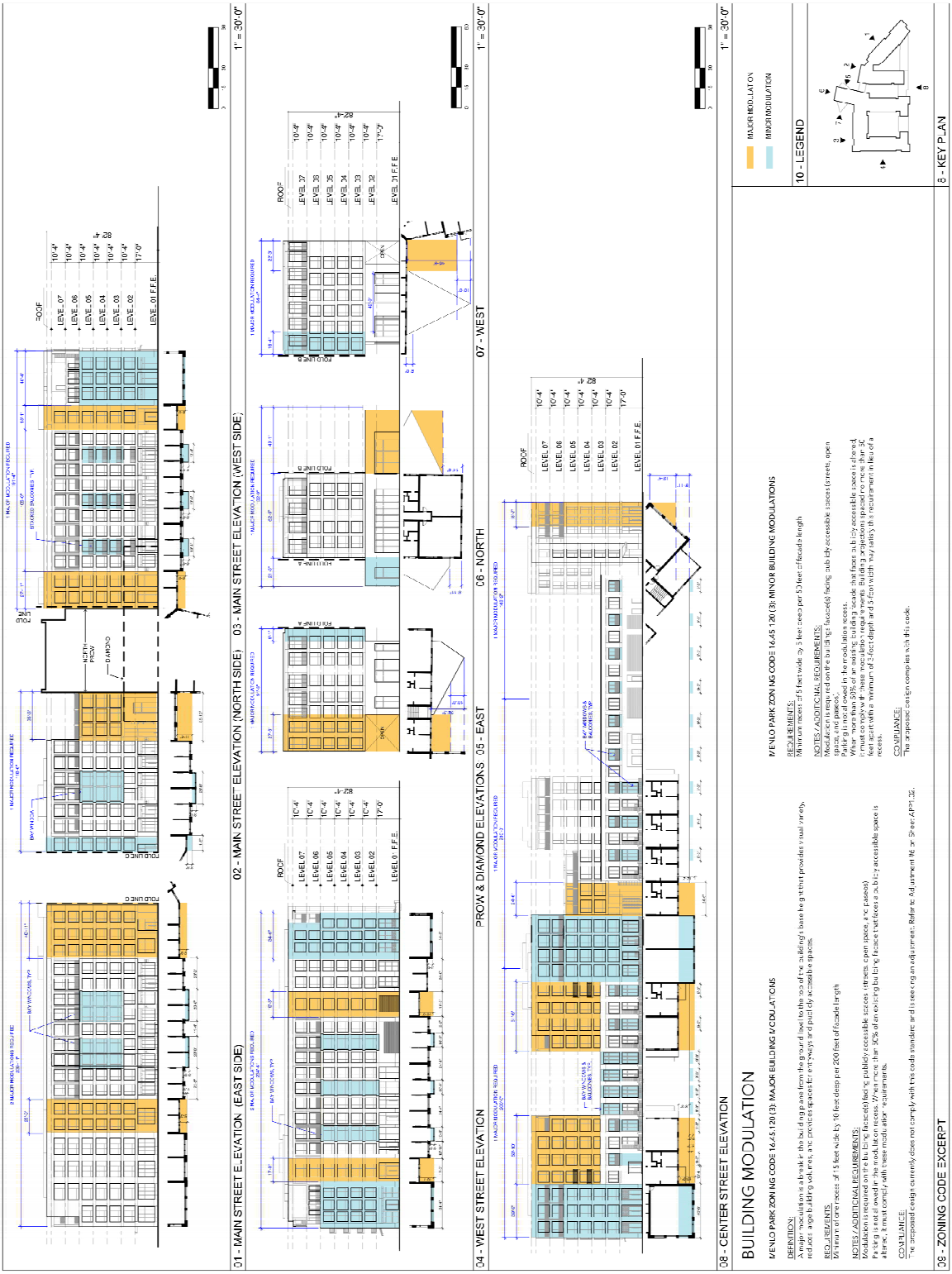


Exhibit 5.1 – Building Modulation Diagrams



Exhibit 5.2 – Building Modulation Diagram Detail

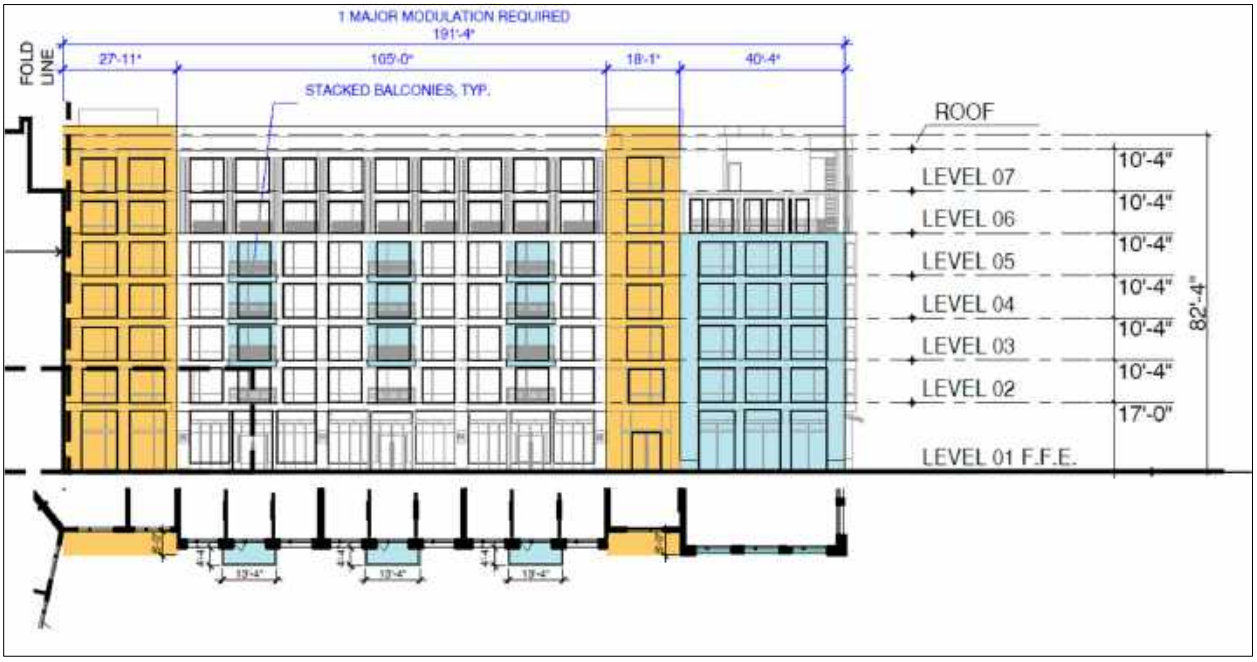


Exhibit 5.3 – Building Modulation Diagram Detail



Exhibit 5.4 – Building Modulation Diagram Detail

Parcel 3 - Adjustment #6
Roof Modulation

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

- Allow for upper-level rooflines to remain un-modulated in response to specific lower level minor modulations, e.g. bay windows and balconies.

Code Requirements

16.45.120(6)G: Building Design

Roof Modulations

Rooflines and eaves adjacent to street-facing facades shall vary across a building, including a four foot minimum height modulation to break visual monotony and create a visually interesting skyline as seen from public streets. The variation of the roofline's horizontal distance should match the required modulations and stepbacks.

Subject Site and Proposed Building Description

Parcel 3 spans two City blocks in length and one City block in width. The building design is characterized by stepbacks and setbacks all along its four sides, with massing that variously includes portions that are 2 stories, 4 stories, 5 stories, 6 stories, and 7 stories. Stepbacks from the Building Base occur for private and shared terraces. Two large stepbacks occur along Center street at the Level 3 podium, where two courtyards open out to the street-side. The massing attempts to provide variety, articulation, and relief, while expressing a dense program of mixed uses. The building design has variation in the perceived roof line, and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical layers along the street edge.

Roof Modulation Approach:

The proposed design's rooflines and eaves adjacent to street-facing facades vary across the building, exceeding the minimum 4' height modulation along all public streets. The height modulation is typically in increments of about one story, or about 10'.

- Along Center Street (Exhibit 1.06), the roofline varies vertically 51' along massing changes from Level 3 to Level 7; The variation of the roofline's horizontal distance ranges from 4' to over 12'.
- Along West Street (Exhibit 1.03), the roofline varies vertically 24' from Level 5 to Level 7; The variation of the roofline's horizontal distance ranges from 4' to over 9'.
- Along Main Street (Exhibit 1.01 and 1.02), the roofline varies vertically 24' from Level 5 to Level 7. The variation of the roofline's horizontal distance ranges from 4' to over 11'.

The variation of the proposed design's roofline's horizontal distance generally matches the required modulations and stepbacks.

However, the upper rooflines do not modulate to follow the projecting minor modulations - the balconies and bay windows - at the lower levels. These elements have their own roofs, as part of their massing. Their own roofs are their modulations. Refer to Adjustment #6 on Sheet APP1.03.

Modifications

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments
Illustrative Adjustment Exhibit 6 attached.

Exhibit 6 – Roof Modulation Diagrams



01 - MAIN STREET ELEVATION (EAST SIDE) 02 - MAIN STREET ELEVATION (NORTH SIDE) 03 - MAIN STREET ELEVATION (WEST SIDE) 1" = 30'-0"



04 - WEST STREET ELEVATION PROW & DIAMOND ELEVATIONS 05 - EAST 06 - NORTH 07 - WEST 1" = 30'-0"



08 - CENTER STREET ELEVATION 1" = 30'-0"

ROOF MODULATION

MENLO PARK ZONING CODE 16.45.120.6(G)

Buildings and walls adjacent to a street facing property shall vary and/or step back the building mass at least every [illegible] feet in order to break up the massing and provide a visually interesting pedestrian environment. Variations shall be provided at intervals [illegible] feet. The height modulation may be [illegible] or a minimum of [illegible] feet, or about 10'.

COMPLIANCE

The proposed design is well-articulated with [illegible] that vary across the building, providing [illegible] of height modulation along all public streets. The height modulation typically [illegible] or about 10'.

The variation of the proposed building's [illegible] distance generally satisfies the required modulation and setback.

However, the upper levelled decks and balconies [illegible] and projection [illegible] the balconies and bay windows on the lower levels. Refer to Exception [illegible] on Sheet GRP1.01.

LEGEND

ROOFLINE

ROOFLINE AT MODULATION -4' BACK

ROOFLINE AT MODULATION -8' BACK

09 - ZONING CODE EXCERPT 10 - KEY PLAN

Parcel 3 - Adjustment #7
Stepback

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.050 to:

Allow for limited portions of the building along Main Street to exceed the maximum 25’ setback

Code Requirements

16.45.050: Development Regulations

Maximum Setback at Street: The Maximum linear feet building can be sited from property line adjacent to street: 25’. See Build-To Area requirements in Section 16.45.120(1).

> 16.45.120 Design standards. Build-To Area Requirement (Figure 1)
>
> The minimum building frontage at the ground floor or podium level, as a percentage of the street frontage length, that must be located within the area of the lot between the minimum and maximum setback lines parallel to the street: Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street*: Minimum 60% of street frontage.

Subject Site and Proposed Building Description

Parcel 3 spans two City blocks in length and one City block in width. The building design is characterized by setbacks and stepbacks all along its four sides, with massing that variously includes portions that are 2 stories, 4 stories, 5 stories, 6 stories, and 7 stories. The massing attempts to provide variety, articulation, and relief, while expressing a dense program of mixed uses. The building design includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing, to establish additional vertical layers along the street edge, and to provide appropriate frontage space and building sculpting for planned uses.

The Development Regulations’ Maximum Setback at Street is 25’. Along the building’s north side, the building site planning provides a deeper setback. Deeper outdoor space is provided for social activity and to support ground floor uses that benefit from adjacent outdoor areas, like Food & Beverage venues and other socially engages uses.

- Along Main Street (North), an 80’ long segment (32%) exceeds the 25’ setback, reaching 71’.
- Along Main Street (East), a 67’ long segment (16%) exceeds the 25’ setback, reaching 73’.

In both cases, these are triangular areas adjacent to active ground-floor uses, planned for outdoor seating and socializing.

90% of the building’s overall frontage conforms to the setback requirements of the Development Regulations, with most of the building in the 3’-12’ setback range.

The Maximum Setback requirement is further notated with the Build-To Area Requirement (16.45.120), which states that 60% of the building is required to be within the 25’ setback, in conformance with 16.45.120 Design standards, Figure 1. As noted above, 90% of Parcel 3’s overall frontage conforms to the setback requirements of the Development Regulations, and sits within the required Build-To Area.

Modifications

Modifications to any adjustment may be considered according to Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment Exhibit 7 attached.

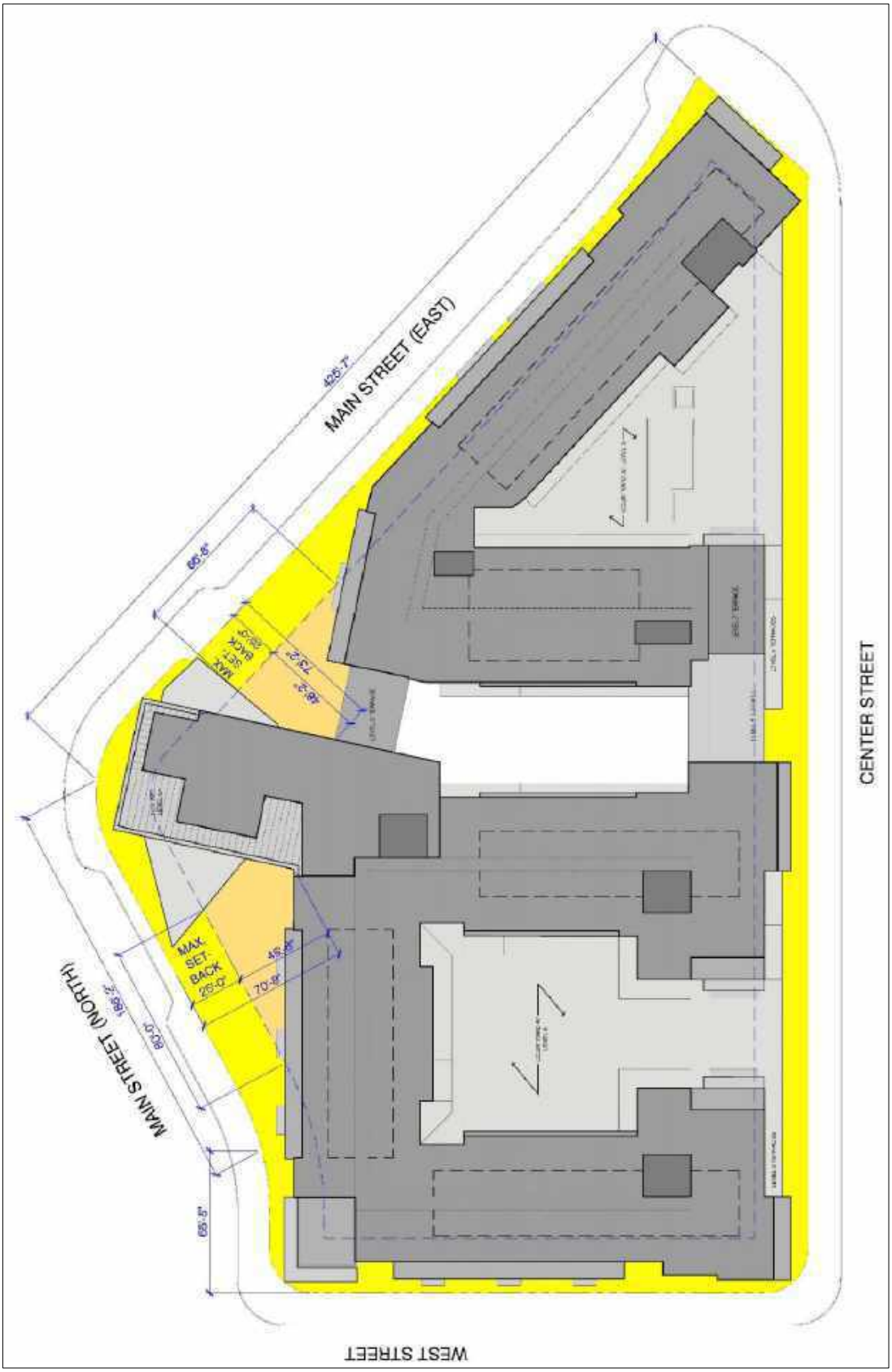

MAIN STREET (EAST)
425'-7"
65'-6"
MAX. SET-BACK 25'-0"
73'-2"
48'-8"
MAX. SET-BACK 25'-0"
48'-8"
70'-8"
MAIN STREET (NORTH)
168'-2"
80'-0"
65'-5"
CENTER STREET
WEST STREET

Exhibit 7

Date: 9/2/22

Parcel 4 – Adjustment #1
Base Height

Adjustment Request
Allow Adjustments to Zoning Code Section 16.45.120(2) to:
Allow for base height (including 10-foot increase within the flood zone) to be measured at about 57-feet to 67-feet above average natural grade.

Code Requirements
16.45.120(2) Building Mass and Scale
Base Height: The maximum height of a building at the minimum setback at street or before the building steps back the minimum horizontal distance required.
Bonus Level Fronting a Local Street or a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 45'. Properties within the flood zone or subject to flooding and sea level rise are allowed a 10-foot increase.

Maximum base height for Project = 45' + 10' increase =55'

Subject Site and Proposed Building Description
Parcel 4 spans a distance equivalent to two city blocks in length and one city block in width. Given the proposed building scale, a single prescribed base height would result in static building massing along the frontage. In addition, responding to the requirements for grade separation and flood proofing, the base height of 55-feet as currently prescribed would measure to the top of the finish roof plane. However, adequate drainage slope at the stepback and the parapet for proper roof flashing require an extra 2-feet in base height. Otherwise, the stepback would be brought down a story lower resulting in an undesirable proportion between building base and top.

For the two reasons cited, the design team is respectfully requesting the base height to range from about 57-feet to 67-feet. Doing so will help generate variation in the perceived roof line, maintain desired building proportions, and allow for the proper drainage and termination of the roof membrane at the step back conditions.

Modifications:
Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:
Illustrative Adjustment Exhibit #1 attached.

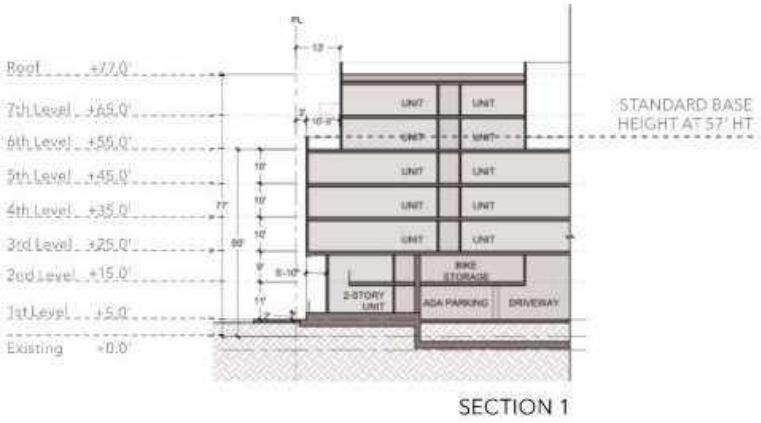
PARCEL 4 - ILLUSTRATIVE ADJUSTMENT EXHIBIT #1

1. SOUTH ELEVATION - PARK STREET

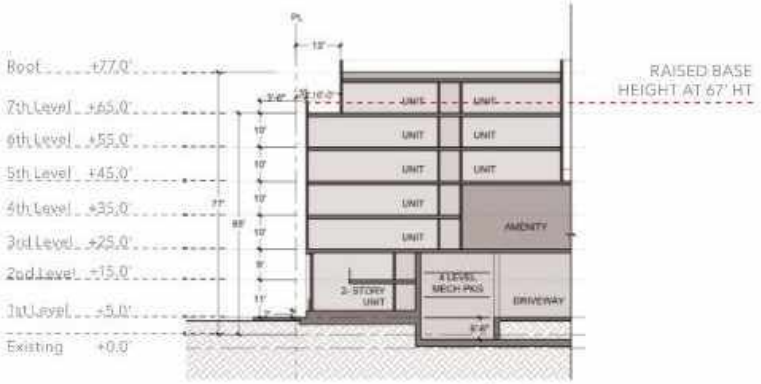


2. NORTH ELEVATION- CENTER STREET





SECTION 1



SECTION 2



Parcel 4 – Adjustment #2
Building Stepback

Adjustment Request

Allow Adjustments to Zoning Code Section 16.45.120(2) to:

Allow for (i) Minimum Stepbacks of 6-feet instead of 10-feet in depth and (ii) a reduction of the stepback percentage from minimum 75% to minimum 70% of the façade.

Code Requirement:

16.45.120(2) Building Mass and Scale

Minimum Stepback: The horizontal distance a building's upper stor(ies)must be set back above the base height.

Bonus Level Fronting a Local Street or a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 10-feet for a minimum of 75% of the building face along public street(s). A maximum of 25% of the building face along public street(s) may be excepted from this standard in order to provide architectural variation.

Subject Site and Proposed Building Description

Parcel 4 spans a distance equivalent to two city blocks in length and one city block in width. The design team is proposing stepbacks of varying depths, at 6-feet minimum up to 30-feet maximum, for opportunities to establish additional vertical layers along the street edge. In utilizing the proposed combination of step backs, the proposed stepbacks occupy 71% to 81% of the street frontage. The divergence from the 75% threshold is dictated by various design considerations such as building modules and ratio of fenestrations to solid planes. A strict adherence to the prescribed 75% minimum may require substandard or "one-off" unit modules, or otherwise diminishing tower elements become too narrowly proportioned to properly anchor the building design.

Modifications:

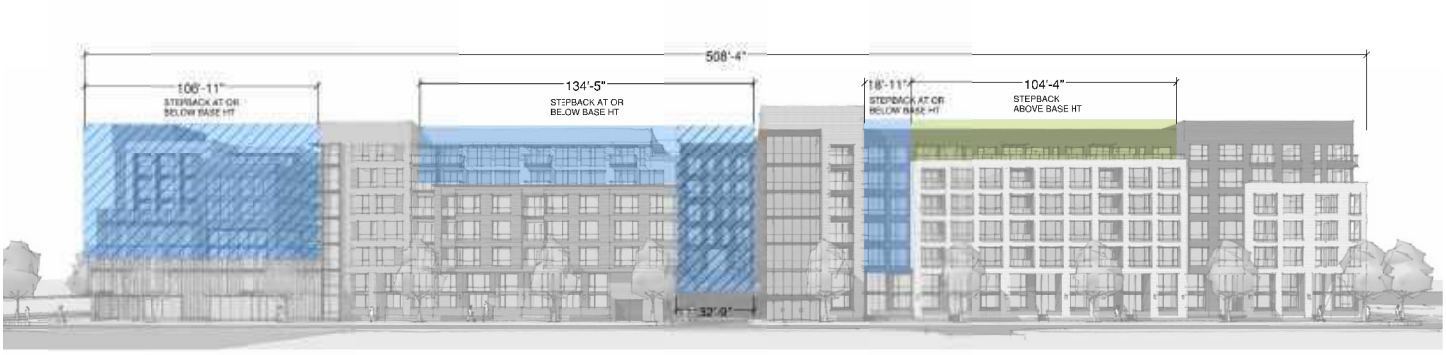
Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:

Illustrative Adjustment Exhibit #2 attached.

PARCEL 4 - ILLUSTRATIVE ADJUSTMENT EXHIBIT #2

1. SOUTH ELEVATION - PARK STREET



TOTAL STEPBACK LENGTH = 364' - 7"
TOTAL ELEVATION LENGTH = 508' - 4"
% OF STEPBACK = 71.72 %

2. NORTH ELEVATION - CENTER STREET



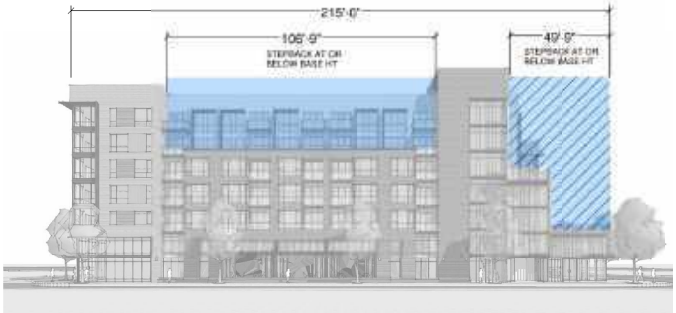
TOTAL STEPBACK LENGTH = 388' - 8"
TOTAL ELEVATION LENGTH = 506' - 9"
% OF STEPBACK = 76.70 %

3. EAST ELEVATION - EAST STREET



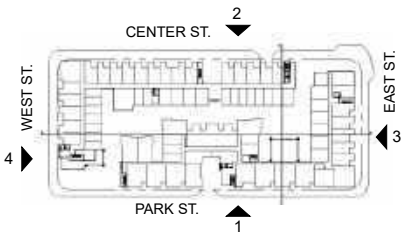
TOTAL STEPBACK LENGTH = 177' - 6"
TOTAL ELEVATION LENGTH = 217' - 6"
% OF STEPBACK = 81.61%

4. WEST ELEVATION - WEST STREET



TOTAL STEPBACK LENGTH = 156' - 6"
TOTAL ELEVATION LENGTH = 215' - 0"
% OF STEPBACK = 72.79%





Parcel 4 – Adjustment #3
Major Building Modulations

Adjustment Request
Allow Adjustments to Zoning Code Section 16.45.120(2) to:
Extend limits of façade length from 200-feet to 250-feet between major modulations.

Code Requirements
16.45.120(2) Building Mass and Scale
Major Building Modulations: A major modulation is a break in the building plane from the ground level to the top of the building's base height that provides visual variety, reduces large building volumes, and provides spaces for entryways and publicly accessible spaces. Modulation is required on the building façade(s) facing publicly accessible spaces (streets, open space, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building facade that faces a publicly accessible space is altered, it must comply with these modulation requirements.

Minimum of one recess of 15-feet wide by 10-feet deep per 200-feet of façade length.

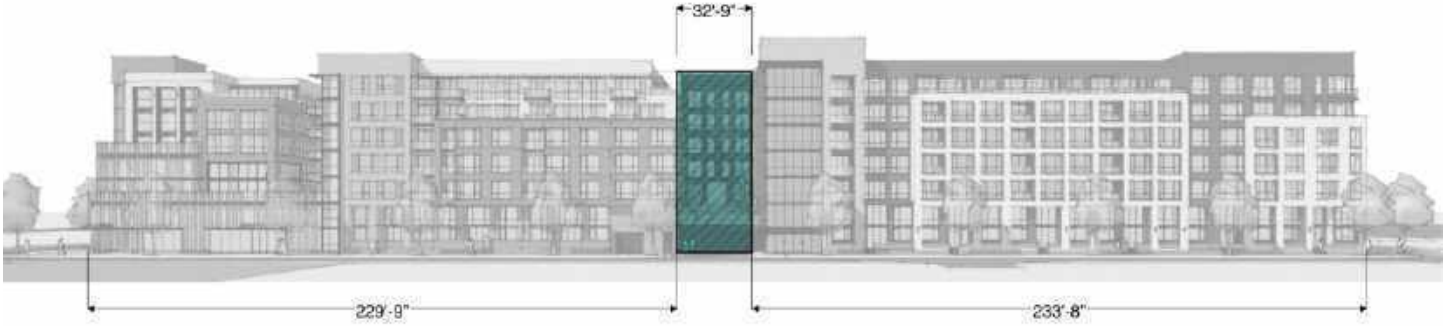
Subject Site and Proposed Building Description:
Parcel 4 spans a distance equivalent to two city blocks in length and one city block in width. The proposed locations of major modulations result in façade length measuring up to 247-feet. However, such breaks in the façade are located rationally at the mid-block conditions. They are also located at the major corner plazas responding to the public open space and the Center Street portal towards the Office Parcels. These modulations serve as the breaks between the two different façade vocabularies to help relieve building massing along the two-block long façade conditions. A strict adherence to the façade length would result in additional breaks that would detract from the connection between massing and composition. Additionally, the additional breaks would create a programming challenge to maintaining the significant step downs and open spaces currently proposed at the major corners.

Modifications:
Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:
Illustrative Adjustment Exhibit #3 attached.

PARCEL 4 - ILLUSTRATIVE ADJUSTMENT EXHIBIT #3

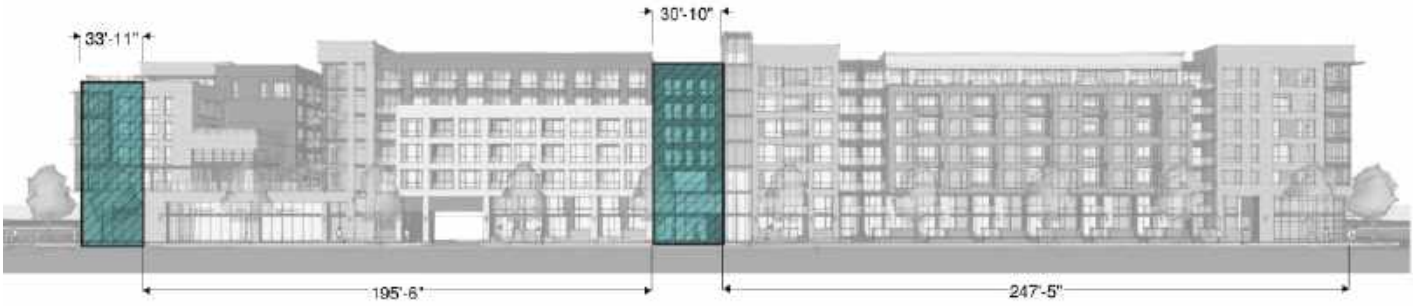
1. SOUTH ELEVATION - PARK STREET



2. EAST ELEVATION - EAST STREET

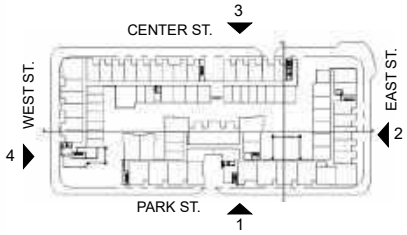


3. NORTH ELEVATION - CENTER STREET



4. WEST ELEVATION - WEST STREET





Parcel 4 – Adjustment #4
Minor Building Modulations

Adjustment Request
Allow Adjustments to Zoning Code Section 16.45.120(2) to:
Allow for spacing of minor modulations to be calculated as an average across a building façade.

Code Requirement
16.45.120(2) Building Scale and Massing
Minor Building Modulations:

Minimum recess of 5-feet wide by 5-feet deep per 50-feet of façade length.
Modulation is required on the building façade(s) facing publicly accessible spaces (street, open spaces, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building façade that faces a publicly accessible space is altered, it must comply with these requirements. Building projections spaced no more than 50-feet apart with minimum of 3-foot depth and 5-foot width may satisfy this requirement in lieu of a recess.

Subject Site and Proposed Building Description
Parcel 4 spans a distance equivalent to two city blocks in length and one city block in width. The proposed minor modulations along the majority of building façade are spaced more tightly than required, typically at 10-feet to 30-feet intervals. The more densely spaced minor modulations create an appropriate rhythm and scale for the town home and loft urban condition. A more substantially scaled street edge is appropriate for anchoring elements where common uses are located. The allowance for flexibility will allow for tiers of modulation that better fit the respective urban conditions. On average, the number of minor modulations proposed will still satisfy the minimum required number based on overall frontage.

Modifications:
Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments:
Illustrative Adjustment Exhibit #4 attached.

PARCEL 4 - ILLUSTRATIVE ADJUSTMENT EXHIBIT #4

1. SOUTH ELEVATION - PARK STREET



2. EAST ELEVATION - EAST STREET

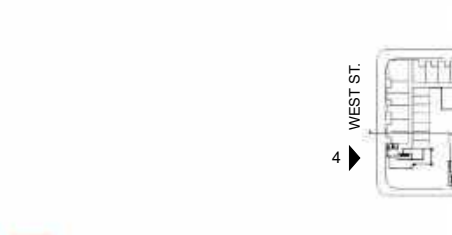


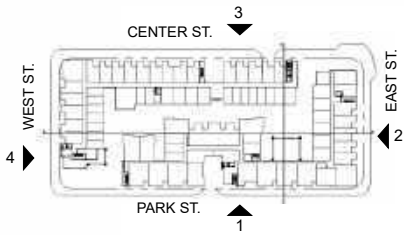
3. NORTH ELEVATION - CENTER STREET



4. WEST ELEVATION - WEST STREET







Parcel 4 – Adjustment #5
Ground Floor Exterior

Adjustment Request

Allow Adjustments to Zoning Code Section 16.45.120(3) to:

Allow for 2-story ground level units with stoop conditions to have less than 10' floor-to-floor height, provided the building façade is designed and expressed as double-height elements.

Code Requirement

16.45.120(3) Ground Floor Exterior

Minimum Ground Floor Height Along Street Frontage: The minimum height between the ground-level finished floor to the second-level finished floor along the street. Where individual residential units' entries face a street, finish floor shall be elevated 24 inches minimum above sidewalk level.

Bonus Level Fronting a Local Street or a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 10’ for residential uses; 15’ for commercial uses.

Subject Site and Proposed Building Description

Parcel 4 spans a distance equivalent to two city blocks in length and one city block in width. In conjunction with other zoning requirements such as height limits, flood-proofing, and base height calculation, strict compliance with this requirement for the ground level units would result in extremely low ceiling heights for the upper levels. The concern becomes more acute as the project proposes to activate the urban edge by connecting the stoops of the townhomes and lofts with the sidewalks, thus needing to raise the floor 2' above the adjacent grade.

Our understanding of this code intent, based on the illustrations in Figure 4 of section 16.45.120(3), is to provide ground level urban design elements with the proper scale and proportion. To that end, the proposed ground level units are designed with double-height volumes facing the street and expressed with tall glazing modules and transoms. In the case of townhomes, the double-height volumes constitute 1/2 of the frontage, and at the lofts this condition increases to be 2/3 of the frontage. Additionally, all ground level units are connected to the street with stoops having 17-feet high ceiling, framing them as two-story high elements.

Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment Exhibit #5 attached.

PARCEL 4 - ILLUSTRATIVE ADJUSTMENT EXHIBIT #5

1. NORTH ELEVATION - CENTER STREET

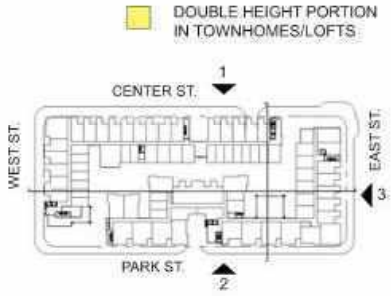


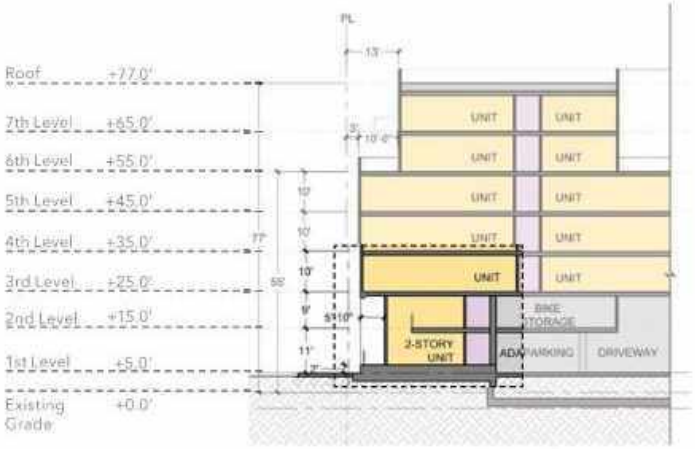
2. SOUTH ELEVATION - PARK STREET



3. EAST ELEVATION - EAST STREET

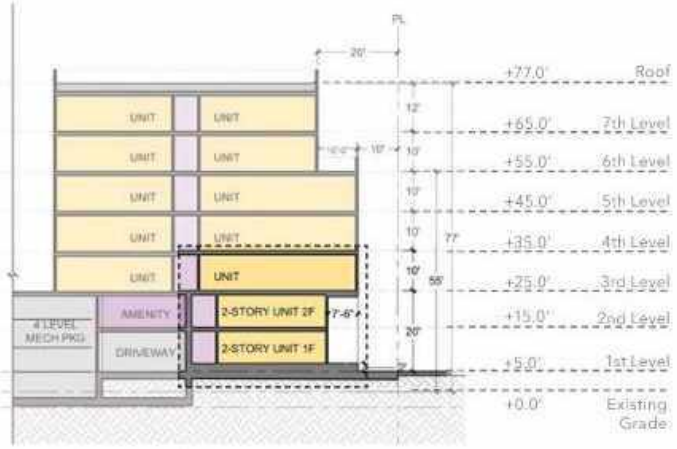






TH/LOFT SECTION - DOUBLE HEIGHT

1/2 of Facade @ Townhome units
2/3 of Facade @ Loft units



TH/LOFT SECTION - REGULAR

1/2 of Facade @ Townhome units
1/3 of Facade @ Loft units

Date: 4/6/22

Parcel 6 – Adjustment #1
Stepback

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow for Minimum Stepbacks of 5 feet instead of 10 feet in depth

Code Requirements

16.45.120(2): Building Mass and Scale

Minimum Stepback: The horizontal distance a building's upper story(ies) must be set back above the base height. Bonus Level Fronting a Local Street or a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 10' for a minimum of 75% of the building face along public street(s).

Subject Site and Proposed Building Description

Parcel 6 spans along Park Street with a frontage length of +/- 270 feet. The proposed building design is characterized by stepbacks and setbacks all along its four sides, with massing that variously includes portions that are 3 stories, 6 stories and 7 stories. Stepbacks from the building base occur for private and shared terraces. The massing attempts to provide variety, articulation, and relief, while opening up to and embracing the public park to the west. The building design has variation in the perceived roof line and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical layers along the Park Street edge.

Above the 55 foot building base height, along Park Street, the proposed stepback is typically 8 feet from property line and 5 feet from building face, rather than 10 feet from building face. The building façade below the 55 foot building base height is typically 3 foot setback from the property line to provide for a more gracious public right of way experience and to mitigate what will otherwise be a cavernous feeling at ground level where the building massing has a greater than 8 foot setback along Park Street coupled with stoops to increase privacy for ground level units. The design attempts to use a stepback depth that meets the intent of the code while also allowing the building massing to be within range of the prescribed fire access dimensions. Section D105.3 of the Fire Codes requires fire-fighting access not less than 15 feet and not greater than 30 feet from the building. The streetscape design, with broad sidewalks and on-street parking, discourages the building massing from meeting the Zoning Code's Minimum Stepback and setback requirements. The proposed Parcel 6 building design attempts to find a reasonable solution to the requirements, with a fire-fighting access depth of 30 feet at the upper floor stepbacks.

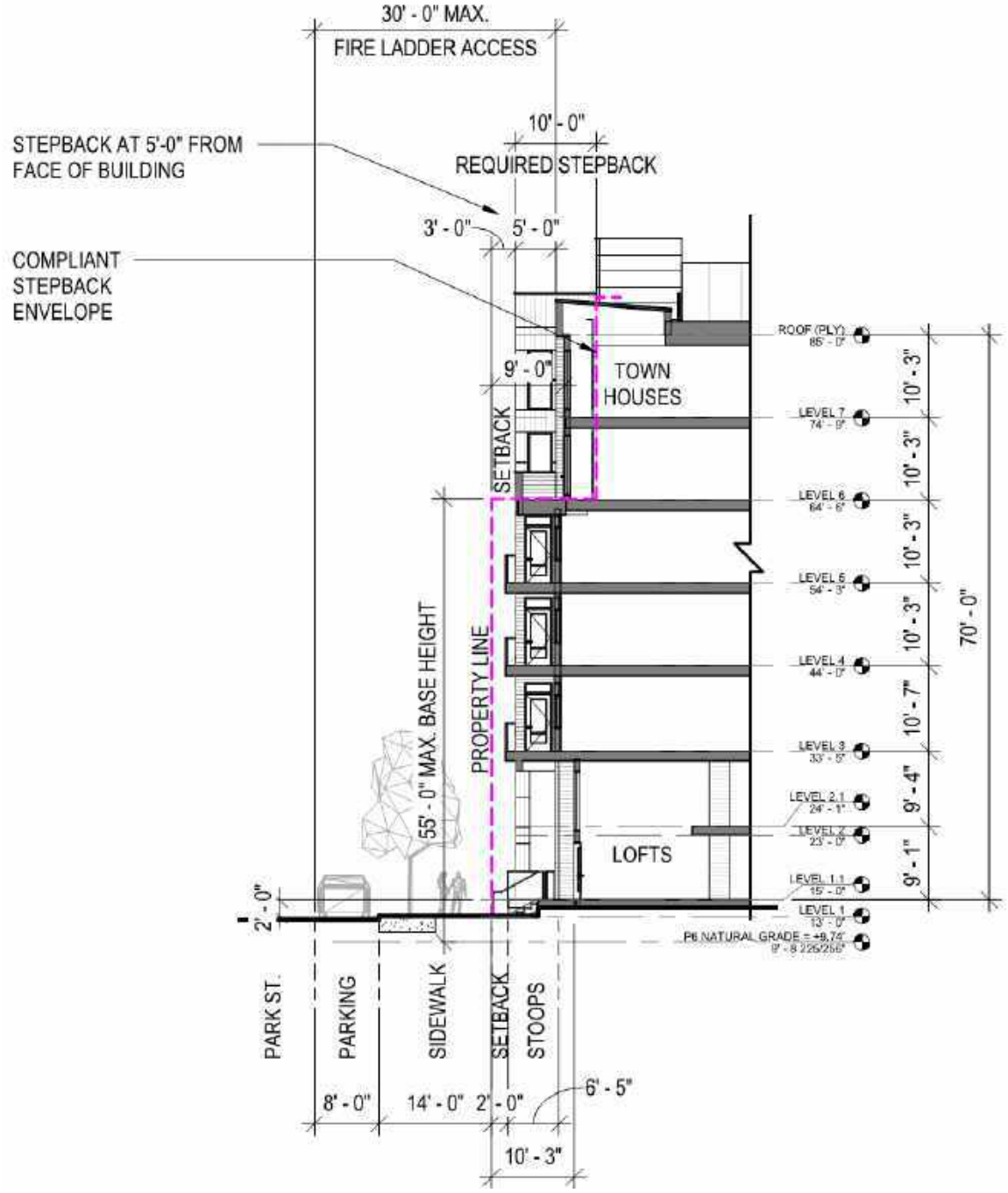
Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibits 6-1A** and **6-1B**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-1A



ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-1B

3' STEPBACK FROM PL
5' STEPBACK FROM BUILDING FACE
6' STEPBACK FROM BUILDING FACE
9' STEPBACK FROM BUILDING FACE
10' STEPBACK FROM BUILDING FACE



PARK STREET - NORTH BUILDING ELEVATION

Parcel 6 – Adjustment #2
Minor Building Modulations

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow for greater than 50 foot length of flexible façade modulation rhythm and composition for levels 3-6 of the frontage with minor modulations provided at first and second levels.

Code Requirements

16.45.120(2): Building Scale and Massing

Minor Building Modulations

Minimum recess of 5 foot wide by 5 foot deep per 50 feet of façade length.

Modulation is required on the building façade(s) facing publicly accessible spaces (street, open spaces, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building façade that faces a publicly accessible space is altered, it must comply with these requirements. Building projections spaced no more than 50 feet apart with a minimum 3-foot depth and 5-foot width may satisfy this requirement in lieu of a recess.

Subject Site and Proposed Building Description

Parcel 6 spans along Park Street with a frontage length of +/- 270 feet. The proposed building design is characterized by stepbacks and setbacks all along its four sides, with massing that includes portions that are 3 stories, 6 stories and 7 stories. Stepbacks from the building base occur for private and shared terraces. The massing attempts to provide variety, articulation, and relief, while opening up to and embracing the public park to the west. The building design has variation in the perceived roof line and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical layers and rhythm along the Park Street edge.

The design deviates from Minor Modulations requirement in approximately 167’-2” of facade length for three stories only (shown in attached Exhibit 6-2A) in order to add massing contrast and create a different/simpler horizontal rhythm and language in this portion of the building. Minor modulations are provided at the first two levels of the subject building mass/element. The design rationale is that providing a portion of the facade with minimal modulation and a simpler form language will prevent an overly busy street frontage and allow for a portion of the façade to read as predominantly horizontal while still having significant openings and carve outs in the form of private balconies.

The west facing public park façade is minor modulation compliant as can be seen in Exhibit 6-2B.

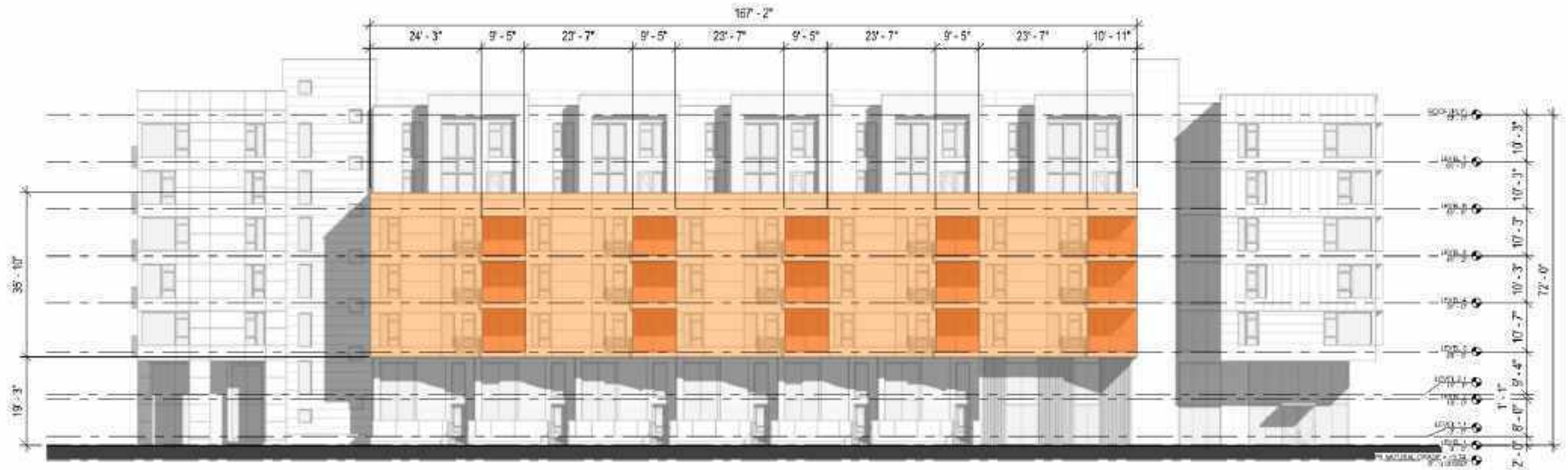
Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibits 6-2A** and **6-2B**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-2A



PARK STREET - NORTH BUILDING ELEVATION

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-2B



PUBLIC PARK - WEST BUILDING ELEVATION

Parcel 6 – Adjustment #3
Base Height

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow for 3’-6” increase in base height to top of solid parapet/guardrail.

Code Requirements

16.45.120(2): Building Scale and Massing

Base Height

The maximum height of a building at the minimum setback at street or before the building steps back the minimum horizontal distance required.

Subject Site and Proposed Building Description

Parcel 6 spans along Park Street with a frontage length of +/- 270 feet. The proposed building design is characterized by stepbacks and setbacks all along its four sides, with massing that includes portions that are 3 stories, 6 stories and 7 stories. Stepbacks along the Park Street facade occur at base height and include private terraces formed by the building upper floor stepback.

The design deviates from the Base Height requirement in approximately 167’-2” of Park Street facade length (shown in attached Exhibit 6-3A). The building mass in question does achieve a compliant step back 6th floor level at 55’-0” above natural grade, however the building design is reliant on a solid parapet wall above the 6th floor stepback floor level to complete the horizontal language of the mid-building massing while simultaneously serving as a guardrail for the private terraces created by the required stepback. The solid parapet runs continuous at 58’-6” above natural grade. The applicant is requesting adjustment for a parapet that is 3’-6” taller than the compliant 55’-0” base height step back (see Exhibit 6-3B).

Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

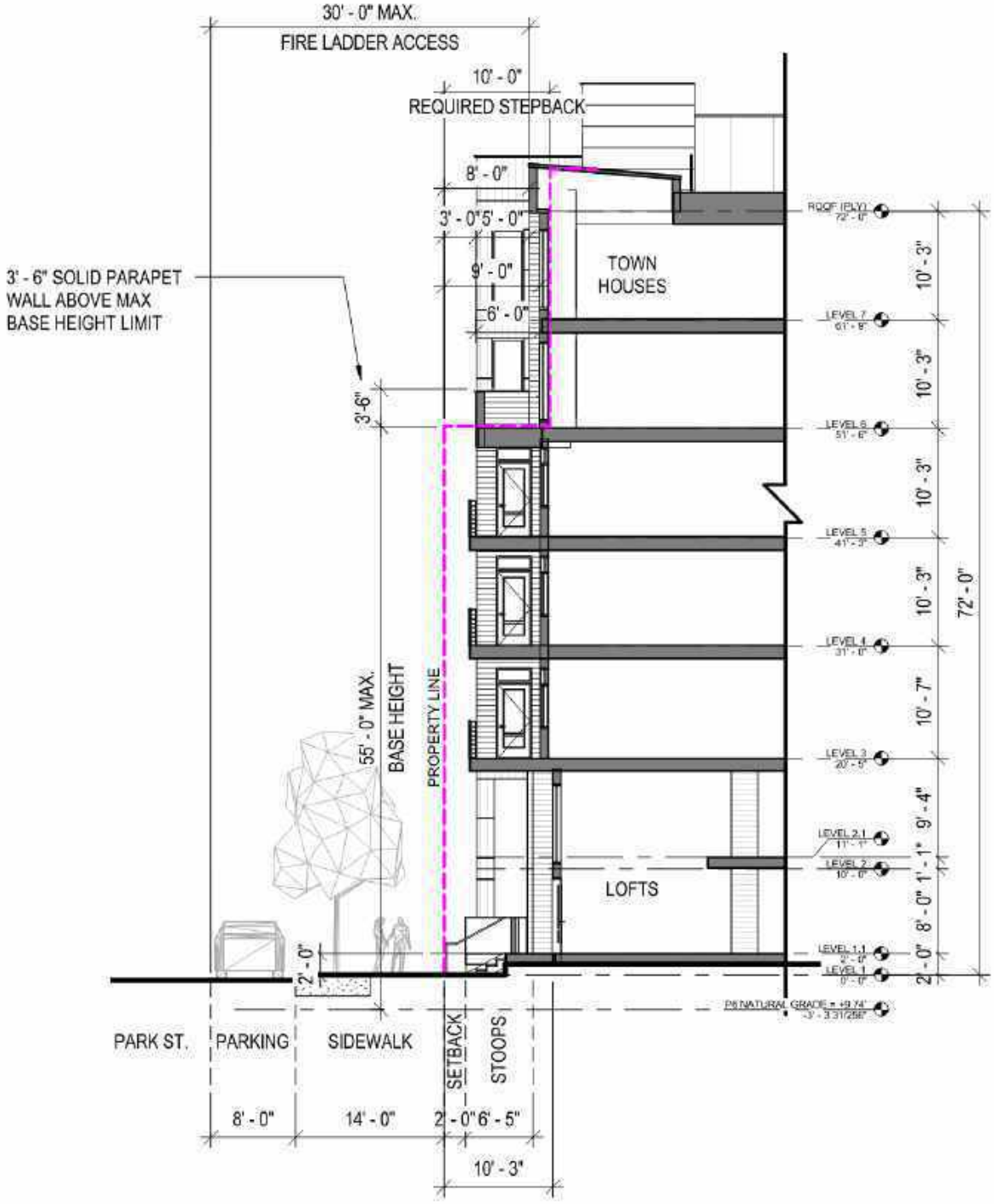
Illustrative Adjustment **Exhibits 6-3A** and **6-3B**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-3A



PARK STREET - NORTH BUILDING ELEVATION

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-3B



Parcel 6 – Adjustment #4
Roof Modulation

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(6)G to:

Allow for roof modulations less than 4’-0”

Code Requirements

16.45.120(6)G: Building Design

Roof Modulation

Rooflines and eaves adjacent to street-facing facades shall vary across a building, including a four (4) foot minimum height modulation to break visual monotony and create a visually interesting skyline as seen from public streets (see Figure 6). The variation of the roofline’s horizontal distance should match the required modulations and stepbacks.

Subject Site and Proposed Building Description

Parcel 6 spans along Park Street with a frontage length of +/- 270 feet. The proposed building design is characterized by stepbacks and setbacks all along its four sides, with massing that includes portions that are 3 stories, 6 stories and 7 stories.

The building is generally designed with roof modulations that include a combination of sloped shed roof forms and parapets which strive for visual interest and an eye towards creation of a ‘5th façade’. However, in order to meet unit mix and site density requirements while staying under the maximum height constraint of 80’-0”, roof modulations are less than the required 4’-0” in locations along Park Street and facing the public park to the west. As described by Exhibit 6-4A, roof modulations along Park Street are 2’-5”. As described by Exhibit 6-4B, the roof modulations along the west façade facing the public park are 2’-8 ½”.

Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibits 6-4A** and **6-4B**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-4A



PARK STREET - NORTH BUILDING ELEVATION

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 6-4B



PUBLIC PARK - WEST BUILDING ELEVATION

Date: 4/6/22

Parcel 7 – Adjustment #1
Stepback

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow for Minimum Stepbacks of 8 feet instead of 10 feet in depth

Code Requirements

16.45.120(2): Building Mass and Scale

Minimum Stepback: The horizontal distance a building's upper story(ies) must be set back above the base height. Bonus Level Fronting a Local Street or a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 10' for a minimum of 75% of the building face along public street(s).

Subject Site and Proposed Building Description

Parcel 7, a 120 unit permanently affordable senior residential building, spans along Park Street with a frontage length of +/- 274 feet and a triangular shaped parcel. The proposed building design is characterized by stepbacks and setbacks all along its four sides, with massing that includes portions that are 1 story, 5 stories and 6 stories. Stepbacks from the building base occur for a pedestrian arcade along Park Street at ground level and at the 5th floor for private and shared terraces. The building design has variation in the perceived roof line and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical and horizontal layers along the Park Street edge.

Above the 55 foot building base height, along Park Street, the proposed stepback is typically 8 feet from property line and building face, rather than 10 feet from property line and building face. The building façade below the 55 foot building base height is typically at the property line with the ground level arcade being used for a more gracious public right of way experience. The design attempts to use a stepback depth which meets the intent of the code while also allowing the building massing to be within range of the prescribed fire access dimensions. Section D105.3 of the Fire Codes requires fire-fighting access not less than 15 feet and not greater than 30 feet from the building. The streetscape design, with broad sidewalks and on-street parking, discourages the building massing from meeting the Zoning Code's Minimum Stepback and setback requirements. The proposed Parcel 7 building design attempts to find a reasonable solution to the requirements, with a fire-fighting access depth of 30 feet at the upper floor stepbacks.

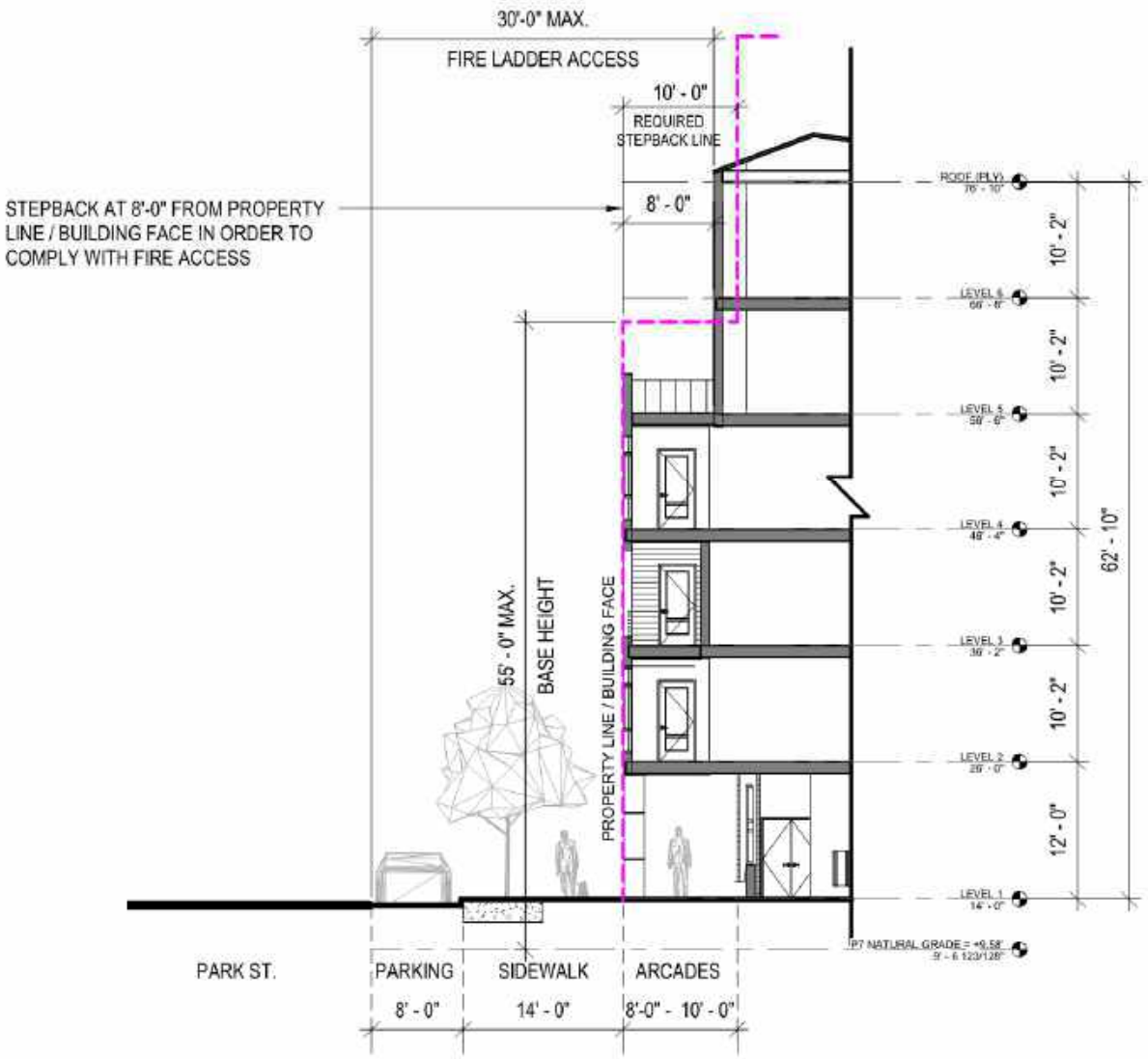
Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibit 7-1A and Exhibit 7-1B**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-1A



ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-1B

8' STEPBACK
10' STEPBACK



PARK STREET - NORTH BUILDING ELEVATION

L101

Parcel 7 – Adjustment #2
Minor Building Modulations

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(2) to:

Allow for greater than 50 foot length of flexible façade modulation rhythm and composition

Code Requirements

16.45.120(2): Building Scale and Massing

Minor Building Modulations

Minimum recess of 5 foot wide by 5 foot deep per 50 feet of façade length.

Modulation is required on the building façade(s) facing publicly accessible spaces (street, open spaces, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building façade that faces a publicly accessible space is altered, it must comply with these requirements. Building projections spaced no more than 50 feet apart with a minimum 3-foot depth and 5-foot width may satisfy this requirement in lieu of a recess.

Subject Site and Proposed Building Description

Parcel 7, a 120 unit permanently affordable senior residential building, spans along Park Street with a frontage length of +/- 274 feet and a triangular shaped parcel. The proposed building design is characterized by stepbacks and setbacks all along its four sides, with massing that includes portions that are 1 story, 5 stories and 6 stories. Stepbacks from the building base occur for a pedestrian arcade along Park Street at ground level and at the 5th floor for private and shared terraces. The building design has variation in the perceived roof line and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical and horizontal layers along the Park Street edge.

The building design deviates from the Minor Modulations requirements in two distinct areas along the Park Street frontage.

To the West of the major building modulation break in the façade, which is aligned with the elevator core and main lobby entrance, approximately 68’-0” > 50’-0” of façade is left without a ground to sky minor modulation massing break in order to add massing contrast and create a strong anchor volume at the building corner. Minor modulations in the form of a ground level pedestrian arcade and second floor recessed balconies are provided at the first two levels of the subject building mass. Providing a portion of the facade with minimal modulation and a simpler form language helps to mitigate an overly busy frontage and accentuate the break between Parcel 6 and Parcel 7 along the street edge.

To the East of the major building modulation break in the façade, 188’-0” > 50’-0” levels 2 thru 4 of façade is left without a ground to sky minor modulation massing break. The entire Park Street façade is designed with a continuous pedestrian scale arcade from West to East ends of the building. This arcade is important in providing the senior population of Parcel 7 with a protected venue from which to engage with the street life. Seniors will inhabit and activate the public realm along this arcade frontage which will also widen the public sidewalk and

enhance the pedestrian experience. The arcade design is contingent on a continuous carved building massing at the ground level. The remainder of the building facade is designed with generous rhythmic modulations and fenestration playing off the simpler corner building form and massing. From floors 2 thru 4 over 30% of the façade is carved out with private balconies for the senior residential units. The balconies are designed to promote unit to adjacent unit socialization.

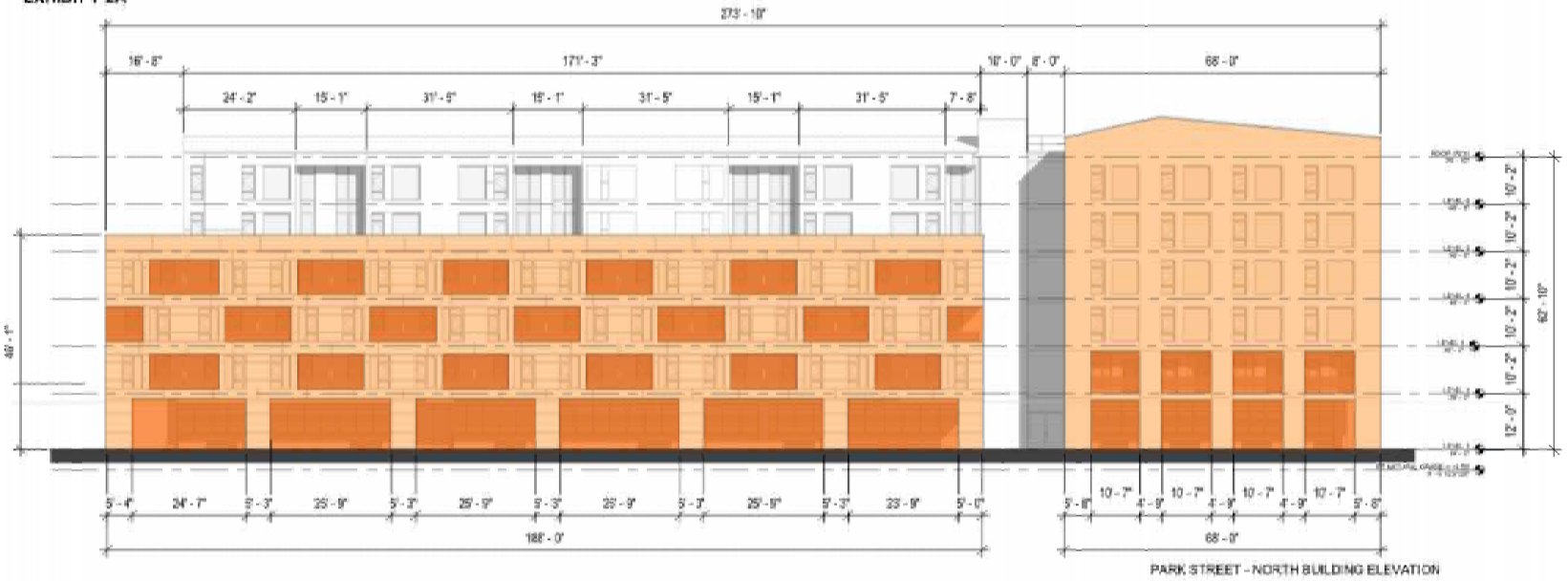
Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibit 7-2A**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-2A



PARK STREET - NORTH BUILDING ELEVATION

L104

Parcel 7 – Adjustment #4
Roof Modulation

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(6)G to:

Allow for roof modulations less than 4’-0”

Code Requirements

16.45.120(6)G: Building Design

Roof Modulation

Rooflines and eaves adjacent to street-facing facades shall vary across a building, including a four (4) foot minimum height modulation to break visual monotony and create a visually interesting skyline as seen from public streets (see Figure 6). The variation of the roofline’s horizontal distance should match the required modulations and stepbacks.

Subject Site and Proposed Building Description

Parcel 7, a 120 unit permanently affordable senior residential building, spans along Park Street with a frontage length of +/- 274 feet and a triangular shaped parcel. The proposed building design is characterized by stepbacks and setbacks all along its four sides, with massing that includes portions that are 1 story, 5 stories and 6 stories. Stepbacks from the building base occur for a pedestrian arcade along Park Street at ground level and at the 5th floor for private and shared terraces. The building design has variation in the perceived roof line and also includes setbacks and stepbacks of varying depths for opportunities to provide significant relief in the massing and to establish additional vertical and horizontal layers along the Park Street edge. The Roof planes and modulations generally align with the building façades respectively below them.

To the West of the major modulation massing break the building volume has an asymmetric gable roof form with a 4’-5” low to high modulation which is compliant for modulation height. However, this roof form extends across 68’-0” of horizontal distance, which like the volume below the roof, is greater than the 50’-0” required minor modulation massing break. See parcel 7 adjustment request #2 dealing with the façade in this location.

To the East of the major modulation massing break the building volume has an asymmetric gable roof form which is turned perpendicular from the West roof form with a 3’-3” low to high modulation. This is intentional and provides opportunity for the building to be viewed from multiple angles as having an asymmetric gable roof form. This roof area extends 171’-3” along Park Street without minor modulation which is greater than the 50’-0” required minor modulation massing break. Again, this is intentional and compliments the level 5 and 6 façade immediately below while enhancing the level 2 thru 4 façade design. See parcel 7 adjustment request #2 dealing with the façade in this location.

Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibit 7-4A** and **7-4B**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-4A



PARK STREET - NORTH BUILDING ELEVATION

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-4B



EAST BUILDING ELEVATION

Parcel 7 – Adjustment #5
Parking reduction

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.080/WVMP 2.1(A) to:

Reduce required parking ratio for Senior units from 1 per unit to 0.5 per unit.

Code Requirements

16.45.080 Parking standards.

Development in the R-MU district shall meet the following parking requirements:

Residential units: Minimum Spaces (Per Unit or 1,000 Sq. Ft.): 1 per unit

Subject Site and Proposed Building Description

Parcel 7, a 120 unit permanently affordable senior residential building, spans along Park Street with a frontage length of +/- 274 feet and a triangular shaped parcel. There is a ground level, in-building parking garage proposed under a Type-1 concrete podium servicing the residential senior units of the building above. The project applicant proposes to provide 0.5:1 residential unit to parking space ratio resulting in 60 residential use car parking (see related parcel 7 adjustment request #6 for shared parking). As there are multiple transit lines within ¼ mile walking distance from the building it is anticipated that car ownership demand from the resident population will be significantly less than a comparable project not serviced by transit.

Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

None

Parcel 7 – Adjustment #6
Shared Parking

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.080(2) to:

Provide 36 of the total required 60 parking spots in a shared arrangement with Parcel 6

Code Requirements

16.45.080 Parking standards.

Shared Parking

(2) Parking facilities may be shared at the discretion of the city's transportation manager if multiple uses cooperatively establish and operate the facilities, if these uses generate parking demands primarily during different hours than the remaining uses, and if a sufficient number of spaces are provided to meet the maximum cumulative parking demand of the participating uses at any time. An individual development proposal may incorporate a shared parking study to account for the mixture of uses, either on site or within a reasonable distance. The shared parking supply would be subject to review and approval based on the proposed uses, specific design and site conditions. Project applicants may also be allowed to meet the minimum parking requirements through the use of nearby off-site facilities at the discretion of the transportation manager. (Ord. 1026 § 3 (part), 2016).

Subject Site and Proposed Building Description

Parcel 7, a 120 unit permanently affordable senior residential building, spans along Park Street with a frontage length of +/- 274 feet and a triangular shaped parcel. There is a ground level, in-building parking garage proposed under a Type-1 concrete podium servicing the residential senior units of the building above. Parcel 7 is proposed to be parked at 0.5:1 parking space to unit ratio yielding 60 total residential parking spots. (see parcel 7 zoning adjustment request #5). Due to the irregular shaped parcel 7 footprint and programmatic constraints at the ground level, it is not possible to provide more than 22 total parking spots in the parcel 7 parking garage. The project applicant proposes to enter into a binding shared parking agreement with adjacent parcel 6 to provide the remaining 38 residential spots. In the parcel 6 parking garage the shared parking spots will be parked in quad stack parking lifts, immediately adjacent the entrance to the parcel 6 parking garage, proximate to the parcel 7 lobby and will be for use of parcel 7 residents only. See attached adjustment exhibit 7-6 for a floor plan illustration of the proposed shared parking arrangement.

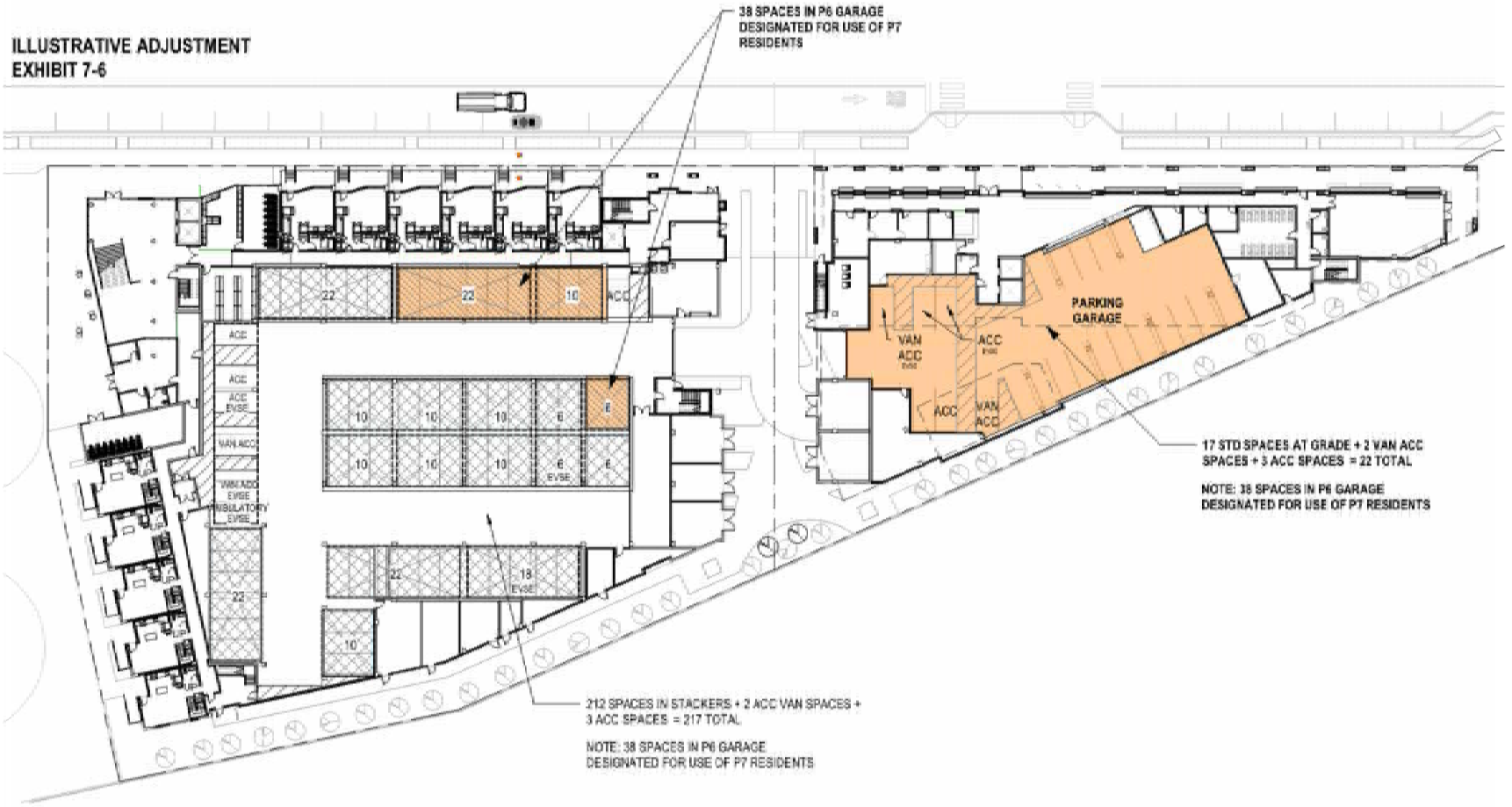
Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibit 7-6**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-6



Parcel 7 – Adjustment #7
Bicycle parking reduction

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.080 to:

Provide 0.5:1 covered bicycle parking in lieu of 1.5:1. Provide 10% additional short-term bicycle parking of the provided long-term spaces in lieu of 10% of the required long-term spaces.

Code Requirements

16.45.080; 16.45.120(7) and best practice standards in Association of Pedestrian and Bicycle Professionals Bicycle Parking Guidelines: Residential Units Bike Parking

Minimum 1.5 long term bike parking space per unit; 10% additional short-term for guests

Subject Site and Proposed Building Description

Parcel 7, a 120 unit permanently affordable senior residential building, spans along Park Street with a frontage length of +/- 274 feet and a triangular shaped parcel. There is a ground level, in-building, bicycle parking room with space to park 60 bicycles in 2-level, lift assisted bike parking stack racks (see illustrative adjustment exhibit 7-7). This represents 0.5:1 long term covered bike parking provision vs the code required 1.5:1. Marketplace industry standard does not support 1.5:1 covered bike parking for the proposed senior resident population. In addition, the units in the building are predominantly studios and thus occupancy will be inherently limited by unit design. The proposed project will provide 6 additional short-term bicycle parking, 10% of the provided long term spaces, for guests in exterior bike racks adjacent to the main building lobby entrance.

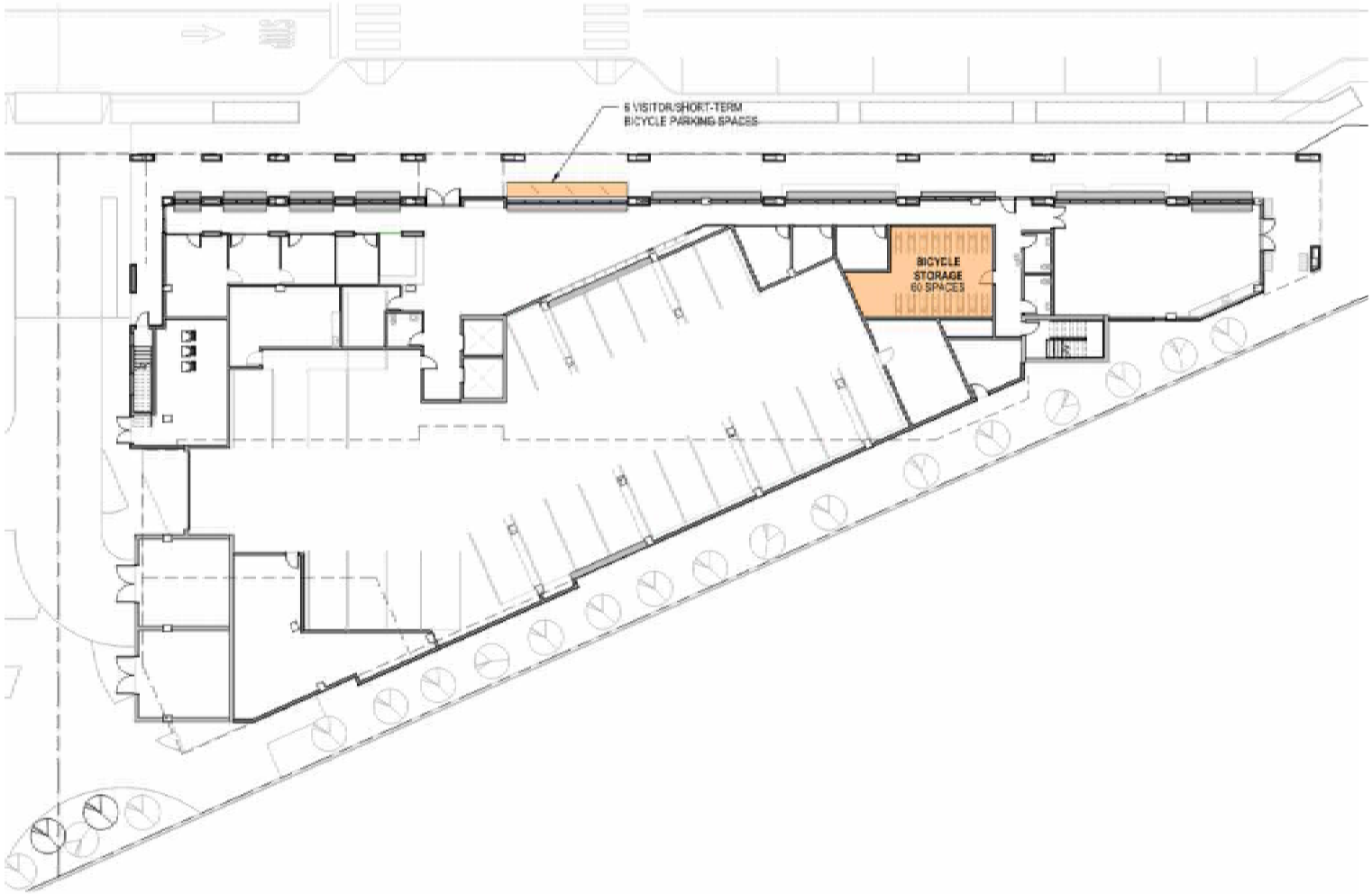
Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibit 7-7**

ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-7



Parcel 7 – Adjustment #8
Frontage Landscaping

Adjustment Request
Allow adjustments to Zoning Code Section 16.45.120(1) to:

Provide biotreatment planting adjacent the building frontage

Code Requirements

16.45.120(1) Relationship to the Street: Frontage Landscaping – Bonus level fronting a mixed-use collector.
Minimum of 25% (50% of which should provide on-site infiltration of stormwater runoff)

Subject Site and Proposed Building Description

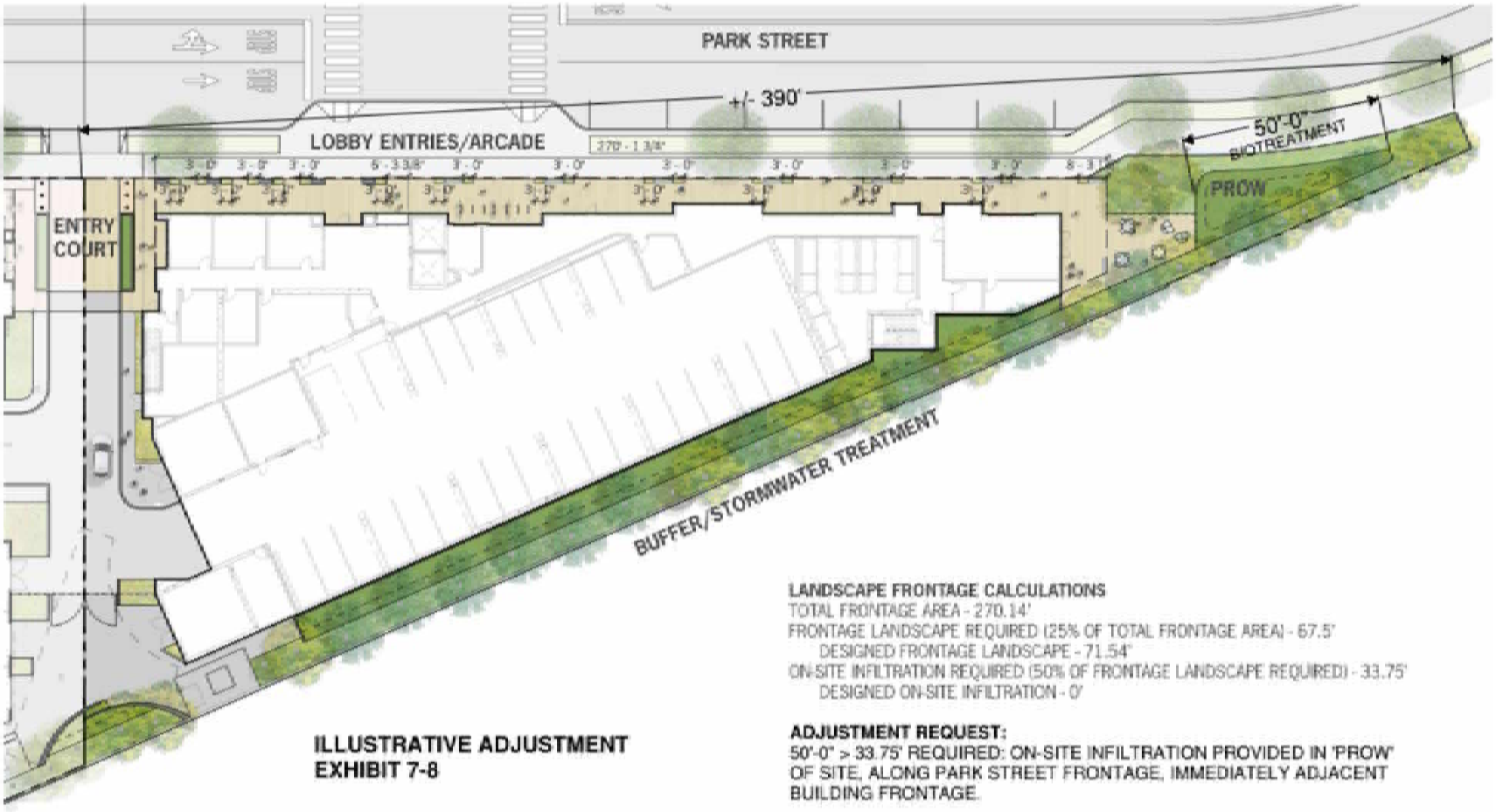
Parcel 7, a 120 unit permanently affordable senior residential building, spans along Park Street with a building frontage length of +/- 274 feet and a triangular shaped parcel with total Park Street frontage length of +/- 390 feet. The landscape design at the building frontage incorporates in-ground planters flanking building support columns along a continuous pedestrian arcade formed as a carved setback in the ground level building frontage. (see illustrative adjustment exhibit 7-8). Due to the North facing nature of the frontage, the design of the continuous ground level pedestrian arcade and bike parking requirements there is no available space to place biotreatment planting along the building frontage. The project applicant proposes to place biotreatment planting area in the prow of the triangular parcel in an area immediately adjacent the building frontage while still being part of the Park Street parcel frontage. The landscape design does achieve compliance for minimum non biotreatment landscaping along building frontage.

Modifications

Modifications to any adjustment may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Adjustment **Exhibit 7-8**



ILLUSTRATIVE ADJUSTMENT
EXHIBIT 7-8

LANDSCAPE FRONTAGE CALCULATIONS
TOTAL FRONTAGE AREA - 270.14'
FRONTAGE LANDSCAPE REQUIRED (25% OF TOTAL FRONTAGE AREA) - 67.5'
DESIGNED FRONTAGE LANDSCAPE - 71.54"
ON-SITE INFILTRATION REQUIRED (50% OF FRONTAGE LANDSCAPE REQUIRED) - 33.75'
DESIGNED ON-SITE INFILTRATION - 0'

ADJUSTMENT REQUEST:
50'-0" > 33.75' REQUIRED: ON-SITE INFILTRATION PROVIDED IN 'PROW' OF SITE, ALONG PARK STREET FRONTAGE, IMMEDIATELY ADJACENT BUILDING FRONTAGE.

Date: 9/2/22

Parcel 1 - Town Square - Adjustment Request #1 Building Modulations

Adjustment Request

Allow Adjustment Request to Zoning Code Section 16.43.130(2)

Allow large Ground Floor opening through full depth of single story building in lieu of building modulation requirement; major modulation every 200 feet, with a minimum of one per facade.

Code Requirements

16.43.130 Design Standards - Building Mass and Scale

Building Modulations

Definition: A building modulation is a break in the building plane from the ground level to the top of the building's base height that provides visual variety, reduces large building volumes and provides spaces for entryways and publicly accessible spaces.

Base Level: One every 200 feet, with a minimum of one per facade

Bonus Level: One every 200 feet, with a minimum of one per facade

Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: One every 200 feet, with a minimum of one per facade

Notes/Additional Requirements: Modulation is required on the building facade(s) facing publicly accessible spaces (streets, open space, and paseos). Parking is not allowed in the modulation recess. When more than 50% of an existing building facade that faces a publicly accessible space is altered, it must comply with these modulation requirements.

Subject Site and Proposed Building Description

The Willow Village Town Square is a publicly accessible landscaped and hardscaped outdoor amenity space that will serve as a gathering place and event plaza for the general public at ground level. The Town Square is built over a parking garage that serves the hotel, retail, and general visitor populations. At plaza level along the southern Main Street edge will be a one story retail Pavilion. The eastern and northern edges of Town Square are defined by Office Building 4 and the MCS building while West St and the Hotel air rights parcel define the western boundary.

The architecture of the pavilion features a planted wood trellis roofline with a generous cantilevered curving geometry that relates to the Hotel drop off canopy across West Street. The Retail pavilion will have a slight curve in plan that gives shape to the Town Square plaza's center, a large semi-circular event space with built in steps that also serve as seating elements. Plantings will be used to define the edges creating spaces for smaller group gatherings. Several seating areas are provided for the retail amenities of the pavilion and the adjacent bordering buildings activating the Town Square plaza all times of day.

The project proposes a modification to the zoning requirement for a full building height modulation every 200', with a minimum of one per facade, in the Pavilion's Main Street facade. The proposed facade as designed has a large through-building passageway from Main St to the Town Square central plaza. The passageway provides ample views as well as access through the plaza from Main St. It occurs within 200' from either edge of the pavilion. We believe that the facade as designed substantially meets the intent of the zoning, i.e., to avoid monotonous long façades.

Modifications

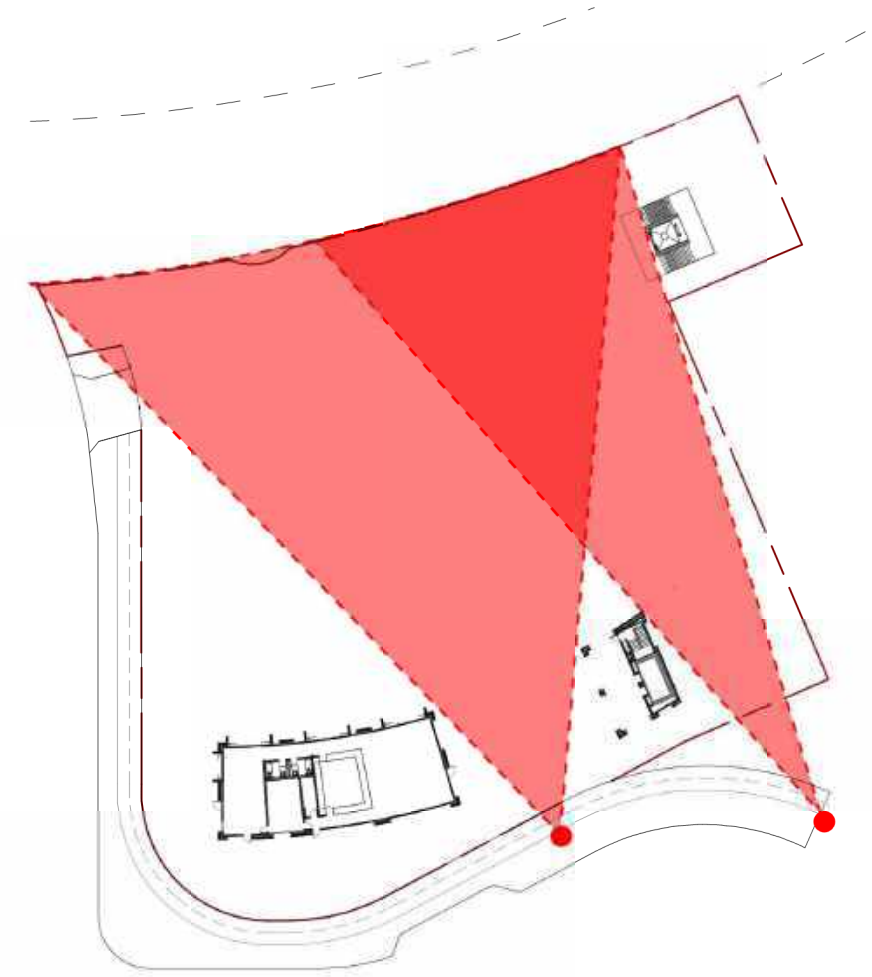
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

Illustrative Attachment Exhibit

Parcel 1 - Adjustment Request #1, Illustration 1, Site Plan - View Corridors from Main St.

Parcel 1 - Adjustment Request #1, Illustration 2, South Elevation



Parcel 1 - Adjustment Request #1
Illustration 1
Site Plan - View Corridors from Main St.

0 20 40 60 80



0 10 20 30 40

Parcel 1 - Adjustment Request #1
Illustration 2
South Elevation

Parcel 1 - Town Square - Adjustment Request #2
Building Modulations - Roofline

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.130(6.G)

Allow planted wood trellis over open rooftop colonnade in lieu of 4’-0” roofline height modulation

Code Requirements

16.43.130 Design Standards - - Building Mass and Scale

Building Modulations

Definition: Rooflines and eaves adjacent to street-facing facades shall vary across a building, including a four (4) foot minimum height modulation to break visual monotony and create a visually interesting skyline as seen from public streets. The variation of the roofline’s horizontal distance should match the required modulations and step backs.

Base Level: 4’-0” height modulation

Bonus Level: 4’-0” height modulation

Bonus Level Fronting a Boulevard, Thoroughfare, Mixed Use Collector, or Neighborhood Street: 4’-0” height modulation

Notes/Additional Requirements: Modulation is required on the building facade(s) facing publicly accessible spaces (streets, open space, and paseos). When more than 50% of an existing building facade that faces a publicly accessible space is altered, it must comply with these modulation requirements.

Subject Site and Proposed Building Description

The Willow Village Town Square is a publicly accessible landscaped and hardscaped outdoor amenity space that will serve as a gathering place and event plaza for the general public at ground level. The Town Square is built over a parking garage that serves the hotel, retail, and general visitor populations. At plaza level along the southern Main Street edge will be a one story retail Pavilion. The eastern and northern edges of Town Square are defined by Office Building 4 and the MCS building while West St and the Hotel air rights parcel define the western boundary.

The architecture of the pavilion features a planted wood trellis roofline with a generous cantilevered curving geometry that relates to the Hotel drop off canopy across West Street. The Retail pavilion will have a slight curve in plan that gives shape to the Town Square plaza’s center, a large semi-circular event space with built in steps that also serve as seating elements. Plantings will be used to define the edges creating spaces for smaller group gatherings. Several seating areas are provided for the retail amenities of the pavilion and the adjacent bordering buildings activating the Town Square plaza all times of day.

The project proposes a Adjustment Request to the zoning requirement for a roofline height modulation of 4’-0” minimum, in the pavilion Main Street facade. The proposed roof as designed has a planted wood trellis over an open colonnade above the parapet line. The play of light and shadow, surface and void that will result from the design is the dominant visual interest of the retail pavilion architecture. We believe that the roofline as designed substantially meets the intent of the zoning, i.e., to avoid visual monotony and create a visually interesting skyline.

Modifications

Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments

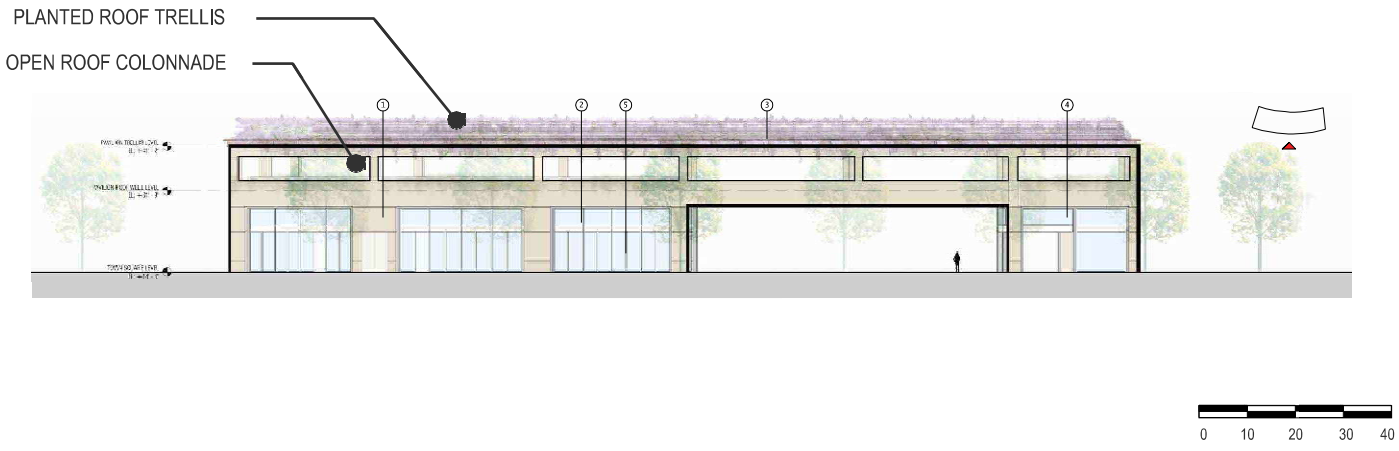
Illustrative Attachment Exhibit

Parcel 1 - Adjustment Request #2, Illustration 1, West Elevation

Parcel 1 - Adjustment Request #2, Illustration 2, South Elevation



Parcel 1 - Adjustment Request #2
Illustration 1
West Elevation



Parcel 1 - Adjustment Request #2
Illustration 2
South Elevation

Parcel 1 – Town Square - Adjustment Request #3
Maximum Setback

Adjustment Request
Allow Adjustment Request to Zoning Code Section 16.43.050, 16.43.130(1)

Allow increase of 25'-0" maximum setback from back of public easement up to 32'-0" for portion of West St and Main St.

Code Requirements
16.43.050 Design Standards – Maximum Setback
Maximum Setback
Definition: Maximum linear feet building can be sited from property line adjacent to street
Base Level: 25 feet
Bonus Level: 25 feet
Notes/Additional Requirements: Setbacks shall be measured from the property line. In instances where there will be a public access easement, measure the setback from the back of the easement. See build-to requirements in Section 16.43.130 (1)

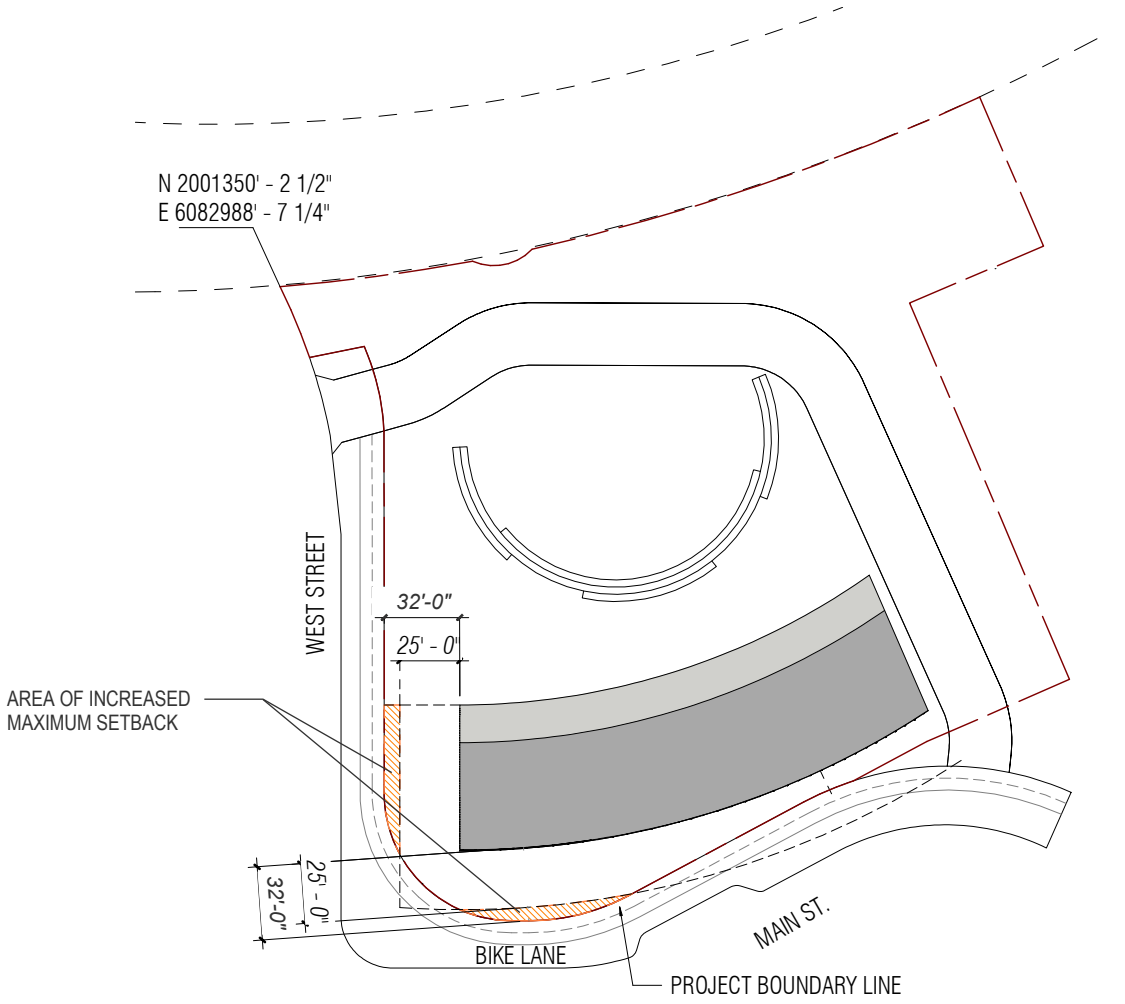
Subject Site and Proposed Building Description
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The architecture of the pavilion features a planted wood trellis roofline with a generous cantilevered curving geometry that relates to the Hotel drop off canopy across West Street. The Retail pavilion will have a slight curve in plan that gives shape to the Town Square plaza's center, a large semi-circular event space with built in steps that also serve as seating elements. Plantings will be used to define the edges creating spaces for smaller group gatherings. Several seating areas are provided for the retail amenities of the pavilion and the adjacent bordering buildings activating the Town Square plaza all times of day.

The project proposes a Adjustment Request to the zoning requirement for a maximum setback of 25'-0" from property line adjacent to a street to be up to 32'-0" for the corner of West St and Main St. The proposed siting of the building allows for the ease of the public to access the Town Square Plaza, both visually and physically. We believe that the building location as proposed substantially meets the intent of the zoning, i.e., to maintain an active and attractive street edge at public rights of way.

Modifications
Modifications to any Adjustment Request may be considered according to CDP Section x governing Substantially Consistent Modifications and Minor Modifications.

Attachments
Illustrative Attachment Exhibit
Parcel 1 - Adjustment Request #3, Illustration 1, Site Plan



Parcel 1 - Adjustment Request #3
Illustration 1
Site Plan



LEGEND	
	Open Space (Publicly Accessible)
	Elevated Open Space (Publicly Accessible)
	At-grade Open Space (No Public Access)*
	Above-grade Open Space (No Public Access)**

* Includes covered open space.
** Includes above-grade open space such as, roof and podium level decks, terraces, balconies, gardens, etc.

PROPOSED FAR AREA SUMMARY	
R - MU	756,179.64 sf***
O	1,591,391.27 sf****
Public R.O.W.	237,967.59 sf
Total	2,585,538.50 sf (59.36 Acre)

*** Includes 55,461.49 sf sf of private R.O.W.
**** Includes 251,651.98 sf of private R.O.W.

OPEN SPACE REQUIREMENT PER ZONING		
Land Use	Minimum Open Space	Minimum Publicly Accessible
R - MU	189,044.91 sf (25%)	47,261.23 sf (25%)
O	477,417.38 sf (30%)	238,708.69 sf (50%)
Total	666,462.29 sf	285,969.92 sf

CDP STANDARDS		
Land Use	Minimum Open Space	Minimum Publicly Accessible
R - MU	370,000 sf	160,000 sf
O	487,000 sf	200,000 sf
Total	857,000 sf	360,000 sf

ILLUSTRATIVE OPEN SPACE AS DEPICTED*****		
Land Use	Open Space	Publicly Accessible
R - MU	409,388 sf	180,326 sf
O	508,880 sf	202,031 sf
Total	918,268 sf	382,357 sf

***** Refer to Appendix 3 for illustrative parcel-by-parcel details.

Note: Open space depicted are illustrative and may be subject to change, but will remain compliant with Open Space Requirement per Zoning and CDP Standards.

H. T. HARVEY & ASSOCIATES
Ecological Consultants
50 years of field notes, exploration, and excellence

Willow Village Master Plan
Bird-Safe Design Assessment

Project #3375-21

Prepared for:

Brian Zubradt
Peninsula Innovation Partners
1 Hacker Way, Building 28
Menlo Park, CA 94025

Prepared by:

H. T. Harvey & Associates

February 24, 2022

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List of Preparers

Steve Rottenborn, Ph.D., Principal/Senior Wildlife Ecologist
Robin Carle, M.S., Project Manager/Senior Wildlife Ecologist

Section 1. Introduction and Purpose

Per the request of Peninsula Innovation Partners, H. T. Harvey & Associates has performed an assessment of avian collision risk for the proposed Willow Village Master Plan project (Master Plan) located in Menlo Park, California.

It is our understanding that the project proposes to replace more than one million square feet of existing industrial, office, and warehouse space in the 59-acre Menlo Science and Technology Park with a new residential/mixed-used village that includes up to 1,730 residential units, up to 200,000 square feet of retail uses, a hotel with up to 193 rooms and accessory uses, approximately 1,600,000 square feet of space for office and accessory uses (with a maximum of 1,250,000 square feet of office uses and the balance 350,000 square feet [if office use is maximized] of accessory uses) on the project site. The site is bounded by Willow Road to the west, the Joint Powers Board (JPB) rail corridor to the north, the Hetch Hetchy right-of-way corridor and Mid-Peninsula High School to the south, and an existing life science complex to the east. To allow for the transformation of the site into a vibrant residential/mixed-use community, the plan will require demolition of all existing site improvements consisting of buildings, streets, and utilities.

This report provides an analysis of bird collision hazards associated with the conceptual design for the Master Plan and documents the bird-safe design measures that will be incorporated into the project to ensure that (1) project impacts due to bird collisions with buildings are reduced to less-than-significant levels under the California Environmental Quality Act (CEQA), and (2) the project complies with City of Menlo Park bird-safe design requirements.

This assessment is based on the project's Conditional Development Permit (CDP) application, as well as additional design details for the various Master Plan components identified in Appendix A to support our assessment. We will also review the final Architectural Control Plans (ACPs) and produce a subsequent final report for each Master Plan component to document (1) compliance with the CEQA mitigation measures the project will implement to mitigate significant CEQA impacts; and (2) compliance with City of Menlo Park bird-safe design requirements (with requests for waivers of certain requirements as permitted by the City bird-safe design requirements and including compliance with alternative City measures, where appropriate); and (3) compliance with the lighting design principles identified herein. If we find that modifications are needed to the ACPs to ensure that impacts are reduced to less-than-significant levels under CEQA and/or compliance with City requirements, we will provide recommended modifications in our reports for individual ACPs.

Section 2. City Bird-Safe Design Requirements

In 2014, the City of Menlo Park initiated the process of updating its General Plan Land Use and Circulation Elements as well as its zoning for the M-2 area (also known as the Bayfront Area) in the northern portion of Menlo Park. Collectively, this update to the General Plan and zoning is known as *ConnectMenlo*. On November 29, 2016, the City Council certified the *ConnectMenlo: General Plan Land Use & Circulation Elements and M-2 Area Zoning Update Environmental Impact Report* (ConnectMenlo EIR) and approved the General Plan Land Use and Circulation Elements. The Willow Village project is located within the ConnectMenlo area.

Mitigation Measure BIO-1 of the ConnectMenlo EIR requires measures to ensure that the project reduces bird collisions with new buildings. For the purpose of this report, we assume that the project will comply with City of Menlo Park bird-safe design requirements (including obtaining waivers, as permitted by the City bird-safe design requirements, where applicable) provided in Municipal Code Sections 16.43.140(6) and 16.45.130(6), which include measures to reduce bird collisions. Hereafter, the bird-safe design measures in the ConnectMenlo EIR and the City's Municipal Code are referred to together as *City bird-safe design requirements*. These requirements are as follows:

A. No more than 10% of facade surface area shall have non-bird-friendly glazing.

B. Bird-friendly glazing includes, but is not limited to, opaque glass, covering the outside surface of clear glass with patterns, paned glass with fenestration, frit or etching patterns, and external screens over nonreflective glass. Highly reflective glass is not permitted.

C. Occupancy sensors or other switch control devices with an astronomic time clock shall be installed on nonemergency lights and shall be programmed to shut off during non-work hours and between 10:00 p.m. and sunrise.

D. Placement of buildings shall avoid the potential funneling of flight paths towards a building facade.

E. Glass skyways or walkways, free-standing (see-through) glass walls and handrails, and transparent building corners shall not be allowed.

F. Transparent glass shall not be allowed at the rooflines of buildings, including in conjunction with roof decks, patios and roofs with landscape vegetation.

G. Use of rodenticides shall not be allowed.

A project may receive a waiver from requirements A through F, subject to the submittal of a site-specific evaluation from a qualified biologist (defined as an ornithologist familiar with local bird communities and populations and with expertise assessing avian collision risk) and review and approval by the planning commission. A waiver from requirement G is not authorized. The project will comply with requirement G, and this requirement is not discussed further in the body of this report.

However, to address collision risk with the project buildings, tailored alternative bird-safe design measures, derived from the City of Menlo Park's requirements with appropriate waivers, are provided in Section 5 of this report based on the conceptual designs in the project's CDP application to reduce collision impacts to less-than-significant levels under CEQA (hereafter, these alternative measures are referred to as *alternative City measures*). Sections 5 and 6 of this report provides a discussion of how the Master Plan components will comply with the City's bird-safe design requirements, as well as examples of locations where waivers to the City requirements are, in our professional opinion, appropriate in areas of low collision risk. Waivers are requested in order for the project to achieve design excellence (e.g., related to aesthetics, energy efficiency, or project objectives). Waivers are requested only where strict adherence to the City's bird-safe design requirements (a) is not necessary to reduce project impacts to less-than-significant levels under CEQA and (b) would not substantively reduce bird collision risk beyond the alternative City measures proposed in Sections 5 and 6 (discussed in detail in Sections 5 and 6 below).

This report documents the CEQA mitigation measures and alternative City measures the project will implement to reduce impacts to less-than-significant levels and comply with the City's bird-safe design requirements. Documentation of compliance with this report will be provided in subsequent reports for each ACP for the project.

Section 3. Project Site Conditions

3.1 Existing Conditions

Habitat conditions and bird occurrence in the immediate vicinity of the project site (i.e., on the site and on immediately adjacent lands) are typical of much of the urbanized San Francisco Bay area. The approximately 64.0-acre project site currently supports office buildings, roadways, restaurants, a gas station, parking lots, walking paths, mulched and irrigated areas, and landscape areas (Photos 1–4). The site is located across the inactive JPB rail corridor from a storage facility and large brackish marsh to the north, and is otherwise surrounded by high-density commercial and residential development to the east, west, and south (Figure 1).



Photo 1. Office buildings, parking lots, and landscape areas on the project site.



Photo 2. Landscape areas and trees on the project site.



Photo 3. An overgrown wooded area with landscape trees on the project site.



Photo 4. Office buildings and landscape trees on the project site.



Figure 1. The project site (delineated in yellow) is surrounded by commercial and residential development to the east, west, and south. The inactive JPB rail corridor, a storage facility, and a large brackish marsh are located to the north.

Habitat conditions on the site are of low quality for most native birds found in the region due to the scarcity of vegetation, the lack of well-layered vegetation (e.g., with ground cover, shrub, and canopy tree layers in the same areas), and the small size of the vegetated habitat patches. Landscaped areas on the site support nonnative Canary Island pine (*Pinus canariensis*), Chinese pistache (*Pistacia chinensis*), London plane (*Platanus* x *hispanica*), eucalyptus (*Eucalyptus* sp.), and crepe myrtle (*Lagerstroemia* sp.) trees. Common understory plants include nonnative buckbrush (*Ceanothus* sp.) and rosemary (*Rosmarinus officinalis*). Nonnative vegetation supports fewer of the resources required by native birds compared to native vegetation, and the structural simplicity of the vegetation further limits resources available to birds (Anderson 1977, Mills et al. 1989). Nevertheless, there is a suite of common, urban-adapted bird species that occur in such urban areas that are expected to occur on the site regularly. These include the native Anna's hummingbird (*Calypte anna*), American crow (*Corvus brachyrhynchos*), Bewick's wren (*Thryomanes bewickii*), bushtit (*Psaltriparus minimus*), dark-eyed junco (*Junco hyemalis*), and house finch (*Haemorhous mexicanus*), as well as the non-native European starling (*Sturnus vulgaris*) and house sparrow (*Passer domesticus*). All of these birds are year-round residents that can potentially nest on or immediately adjacent to the project site. A number of other species, primarily migrants or winter visitors (i.e., nonbreeders), are expected to occur occasionally on the site as well, including the white-crowned sparrow (*Zonotrichia leucophrys*), golden-crowned sparrow (*Zonotrichia atricapilla*), and yellow-rumped warbler (*Setophaga coronata*). All of the species expected to occur regularly are regionally abundant species, and no special-status birds (i.e., species of conservation concern) are expected to nest or occur regularly on the site.

The habitat conditions located to the east, west, and south of the project site are very similar to those on the project site itself. These areas are dominated by commercial and residential uses and have landscaping similar to that on the project site (Figure 1). As a result, bird use of these surrounding areas is as described above for the project site.

A large brackish marsh is present approximately 150 feet north of the project site, north of the inactive JPB rail corridor and a storage facility (Figure 1). This brackish marsh, which extends north to State Route 84 and east to University Avenue, is dominated by salt marsh and brackish marsh plants and contains several channels. As a result, marsh-associated special-status birds such as the San Francisco common yellowthroat (*Geothlypis trichas sinuosa*), Alameda song sparrow (*Melospiza melodia pusillula*), and northern harrier (*Circus hudsonius*) – all of which are California species of special concern – may occur in this area. However, state and federally listed birds associated with tidal salt marshes, salt pannes, and aquatic habitats, such as the California Ridgway's rail (*Rallus obsoletus obsoletus*), California black rail (*Laterallus jamaicensis coturniculus*), western snowy plover (*Charadrius nivosus nivosus*), and California least tern (*Sternula antillarum browni*), are absent from these habitats.

Further to the northeast and northwest are former salt ponds, now managed as waterbird habitat, and the waters and marshes of the San Francisco Bay. Ravenswood Pond R3 is located approximately 750 feet north of the site, and is separated from the site by the inactive JPB rail corridor, commercial development, and Highway 84 (Figure 1). Ravenswood Pond SF2 is located approximately 1,760 feet northeast of the site, and is separated from the site by the inactive JPB rail corridor, a large brackish marsh (discussed above), and University Avenue (Figure 1). These ponds provide foraging habitat for a wide variety of waterbirds such as the American avocet (*Recurvirostra americana*), western sandpiper (*Calidris mauri*), marbled godwit (*Limosa fedoa*), ruddy duck (*Oxyura jamaicensis*), semipalmated plover (*Charadrius semipalmatus*), dunlin (*Calidris alpina*), least sandpiper (*Calidris minutilla*), red knot (*Calidris canutus*), long-billed dowitcher (*Limnodromus scolopaceus*), northern shoveler (*Spatula clypeata*), green-winged teal (*Anas crecca*), canvasback (*Aythya valisineria*), American white pelican (*Pelecanus erythrorhynchos*), black-bellied plover (*Pluvialis squatarola*) and others (Cornell Lab of Ornithology 2021). The federally threatened western snowy plover also nests and forages in Pond SF2.

Due to their location along the edge of the San Francisco Bay and the extensive areas of habitat present, the managed ponds located northeast and northwest of the project site support relatively high numbers of species of birds compared to areas located farther inland in San Mateo (Figure 2). Based on observations by birders over the years, approximately 138 species of birds have been recorded at pond SF2 and 136 species along the Bay Trail adjacent to Pond R3, including year-round resident, migrant, and wintering landbirds (associated with upland areas), shorebirds (associated with the shoreline), and waterbirds (associated with open water habitat) (Cornell Lab of Ornithology 2021). Ebird records suggest that some species of shorebirds and waterbirds can occur in these areas in large numbers (i.e., 1,000 individuals), but the majority of these species occur in smaller flocks. A number of migrant bird species will remain in this area for days to weeks to rest and forage. Resident birds that are present in the vicinity year-round are similarly attracted to the open habitats within these salt ponds in relatively large numbers for foraging opportunities (Cornell Lab of Ornithology 2021).

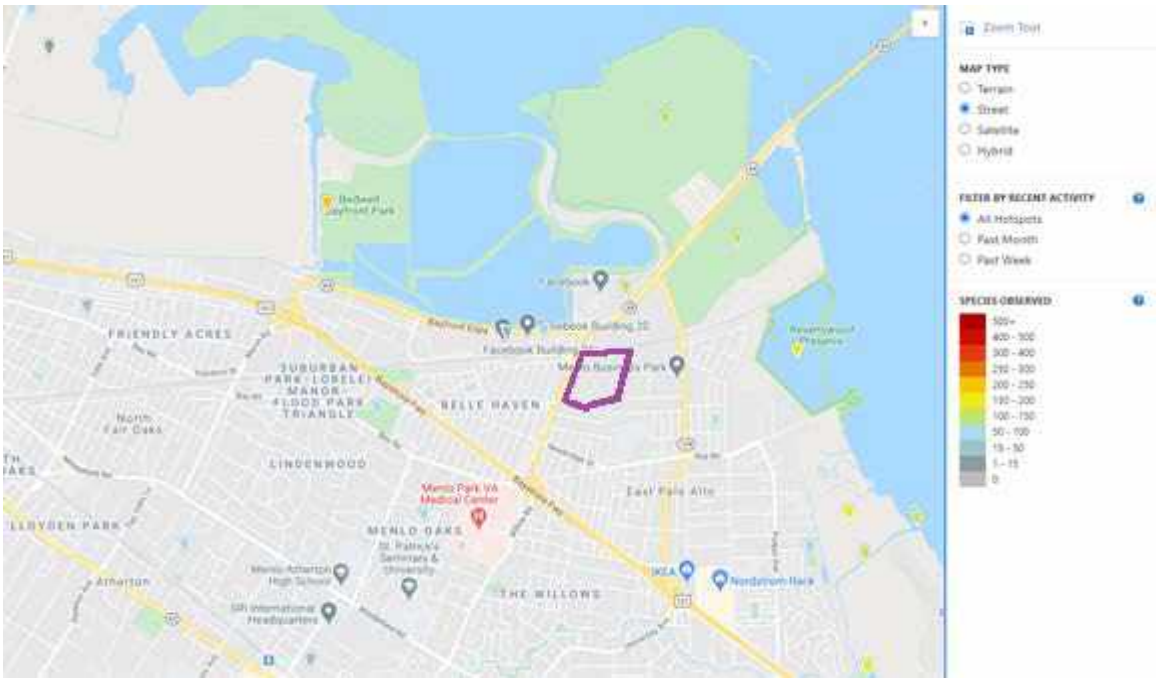


Figure 2. Map of eBird hotspots in the site vicinity. The project site is outlined in purple.

3.2 Proposed Conditions

The project would construct office and accessory space, parking garages, a hotel, retail, residential, and residential/mixed-use buildings on the majority of the site. A portion of the office and accessory space would be located inside a glass atrium. We do not expect these artificial structures to provide high-quality habitat for birds. However, the project will also create approximately 20 acres of open space areas consisting of paved pedestrian areas and landscape vegetation. The conceptual planting plans for these areas predominantly include nonnative trees, shrubs, and herbaceous plants (Appendix B). Nonnative trees to be planted on the site may include red maple (*Acer rubrum*), deodar cedar (*Cedrus deodara*), Canary Island pine, European olive (*Olea europea*), Mexican fan palm (*Washingtonia robusta*), agave (*Agave* sp.), ginkgo (*Ginkgo biloba*), Chinese elm (*Ulmus parvifolia*), crape myrtle, London plane, Brisbane box (*Lophostemon confertus*), coast redwood (*Sequoia sempervirens*) (which is not locally native to the project site), and red alder (*Alnus rubra*). In addition, native California sycamores (*Platanus racemosa*) and coast live oaks (*Quercus agrifolia*) may be planted on the site. Shrubs, forbs, and grasses that may be planted on the site include nonnative European grey sedge (*Carex divulsa*), small cape rush (*Chondropetalum tectorum*), horsetails (*Equisetum hyemale*), slender weavers (*Bambusa textilis*), bougainvillea (*Bougainvillea* sp.), and New Zealand flax (*Phormium* sp.); natives include common yarrow (*Achillea millefolium*), California wild rose (*Rosa californica*), California lilac (*Ceanothus* spp.), toyon (*Heteromeles arbutifolia*), and common rush (*Juncus patens*). While we understand that the exact species to be planted may change, we assume for purposes of this report that the characterization of proposed conditions as a mix of native and nonnative tree and plant species, with predominantly nonnative species, will remain the same.

In general, native plant species provide higher-quality food, nesting, roosting, and cover resources for native birds compared to nonnative plant species. Thus, under proposed conditions, the predominantly nonnative tree and plant species to be planted on the site will provide resources such as food (e.g., seeds, fruits, nectar, or foliage that supports insect prey), nesting sites, roosting sites, and cover from predators that is similar to existing conditions. However, due to the anticipated greater extent of this vegetation compared to existing conditions, this vegetation is expected to attract greater numbers of landbirds, including both resident birds and migrating birds, to the site compared to existing conditions. Nocturnal migrant landbirds that travel along the edge of San Francisco Bay are expected to be attracted to vegetated open space areas on the site following construction, as these areas will be visible from the San Francisco Bay as potential nesting, roosting, and foraging opportunities along a densely developed urban shoreline. Such migrants are expected to descend from their migration flights to the project site to rest and forage. Thus, a slight increase in the abundance of resident birds and a somewhat larger increase in the abundance of migrating birds is expected as a result of the proposed landscaping. Still, due to the extent of hardscape proposed in these open space areas, bird use will be much lower than in natural areas in the region.

Section 4. Method of Analysis

This assessment was prepared by H. T. Harvey & Associates wildlife ecologists/ornithologists Steve Rottenborn, Ph.D., and Robin Carle, M.S. Their qualifications are provided in Appendix C. Reconnaissance-level field surveys of the portion of the site located east of Willow Road, as well as areas within the JPB rail corridor east and west of Willow Road, were initially conducted by S. Rottenborn on October 26, 2017. After the project was redesigned in 2019, S. Rottenborn visited the project site again on April 22, 2019.

Although the subject of bird-friendly design is relatively new to the West Coast, S. Rottenborn and R. Carle have performed avian collision risk assessments and identified measures to reduce collision risk for several projects in the Bay Area, including projects in the cities of San Francisco, Oakland, Berkeley, South San Francisco, Redwood City, Menlo Park, Palo Alto, Mountain View, Santa Clara, Sunnyvale, and San José. The methods of analysis used for this report are consistent with the methods of analysis used for these other projects in the San Francisco Bay Area.

Section 5. Project Analysis

5.1 Analysis of Overall Project Site Conditions

Because birds do not necessarily perceive glass as an obstacle (Sheppard and Phillips 2015), windows or other structures that reflect the sky, trees, or other habitat may not be perceived as obstacles, and birds may collide with these structures. Similarly, transparent windows can result in bird collisions when they allow birds to perceive an unobstructed flight route through the glass (such as at corners), and when the combination of transparent glass and interior vegetation results in attempts by birds to fly through glass to reach vegetation. A number of factors play a role in determining the risk of bird collisions with buildings, including the amount and type of glass used, lighting, properties of the building (e.g., size, design, and orientation), type and location of vegetation around the building, and building location.

As noted above, moderate numbers of native, resident birds occur in the project vicinity. Because resident birds are present within an area year-round, they are more familiar with their surroundings and can be less likely to collide with buildings compared with migrant birds (discussed below). However, the numbers of resident birds that collide with buildings can still be relatively high over time. Young birds that are more naïve regarding their surroundings are more likely to collide with glass compared to adult birds. In addition, although adult birds are often more familiar with their surroundings, they still collide with glass with some frequency, especially when they are startled (e.g., by a predator) and have limited time to assess their intended flight path to avoid glazed facades. As a result, a moderate number of resident (i.e., breeding or overwintering) landbirds may collide with the project buildings over time.

Nocturnal migrant landbirds are also expected to be attracted to the project vicinity, especially the marsh and scrub habitat to the north of the site, during migration periods in the spring and fall. When these birds arrive in the site vicinity they are tired from flying all night, they are hungry, and they are less likely to be aware of risks such as glass compared to well-fed, local resident, summering, or wintering birds familiar with their surroundings. As these migrants descend from higher elevations, they will seek suitable resting and foraging resources in the new landscape vegetation adjacent to the buildings. During this reorientation process, migrants will be susceptible to collisions with the buildings if they cannot detect the glass as a solid structure to be avoided. Migrant birds that use structures for roosting and foraging (such as swifts and swallows) will also be vulnerable to collisions if they perceive building interiors as potential habitat and attempt to enter the buildings through glass walls.

Once migrants have descended and decided to settle into vegetation on or adjacent to the project site, they may collide with the glass because they do not detect it as a solid surface and think they can fly through the building (e.g., if they are on the west side of the building and try to fly through a glazed corner to reach trees on the north side). Foggy conditions may exacerbate collision risk, as birds may be even less able to perceive that glass is present in the fog. The highest collision risk would likely occur when inclement weather enters the region on

a night of heavy bird migration, when clouds and fog make it difficult for birds to find high-quality stopover sites once they reach ground level.

The project site is located in a highly urbanized area, and is surrounded on three sides by high-intensity development (Figure 1). As a result, relatively low numbers of birds are expected to occur in the general vicinity of the site to the east, west, and south (i.e., away from less developed, higher-quality habitats along the edge of the baylands to the north).

In addition, several features of the proposed buildings' architecture would further reduce the frequency of avian collisions (referred to in this report as *beneficial project features*) (Appendix A). For instance, the presence of beneficial project features such as overhangs and awnings on many of the project buildings may reduce the potential for bird collisions with buildings by helping buildings to appear as more solid structures from a distance (San Francisco Planning Department 2011, Sheppard and Phillips 2015), and we expect that birds using habitats on the project site or in adjacent areas would be more likely to interpret the building as a solid structure (rather than as reflected sky or vegetation) due to the presence of these beneficial project features. At a more localized scale, these beneficial project features reduce collisions by blocking views of glazing to birds using areas of trees or roof vegetation located above the overhangs and awnings. However, overhangs and awnings do not eliminate issues related to reflections or transparency, or block the view of birds unless birds are located above the overhang or awning (San Francisco Planning Department 2011, Sheppard and Phillips 2015). Thus, these beneficial project features are typically used in combination with bird-safe glazing treatments, such as incorporation of visible patterns on the glass, as scientific trial studies have documented that these treatments effectively reduce bird collisions. Incorporation of the beneficial project features identified in this Assessment as depicted on the figures included in Appendix A will be required as a condition of the CDP so that they are part of the project description for CEQA review of the Master Plan.

Many of the project buildings are also articulated, with numerous features that break up the building's exterior surfaces so they do not appear smooth and unbroken. Well-articulated buildings are better perceived by birds as solid structures, particularly as birds approach buildings from a distance (San Francisco Planning Department 2011); as discussed above for awnings and overhangs, this is expected to reduce bird collisions. At a more localized/closer scale, building articulations can influence the potential for collisions in different ways. A recent study (Riding et al. 2020) found that buildings with alcoves (i.e., indentations/concavities in the building outline when viewed from above) experienced higher collision rates compared to other façade types (including flat facades), possibly because these features "trap" birds within an area where they are surrounded on three sides by glazing. These findings suggest that alcoves represent high-risk collision hazards to birds that are attracted to vegetation within the alcoves. In contrast, porticos (i.e., areas where an overhang creates a covered paved walkway), which are present in several locations on the Master Plan buildings, have been found to have relatively low collision rates compared to other façade types (Riding et al 2020). However, if porticos are vegetated (rather than entirely paved) or located immediately adjacent to native vegetation and trees that will attract birds, collision rates are expected to be higher because birds would be drawn towards the glass by the vegetation. In addition, porticos on the project buildings include transparent glass corners, which represent high-risk collision

hazards. Thus, it is necessary to consider the presence of collision hazards at porticos that may be created by vegetation and/or transparent glass corners when determining if porticos should be used independently, or in combination with bird-safe glazing treatments, to ensure that collision hazards are effectively addressed.

The project includes landscape vegetation that will be planted immediately adjacent to glazed facades in a number of locations, especially at the elevated park adjacent to the south façade of the atrium and in landscape areas adjacent to the north façade of the atrium. Where landscape vegetation must be planted adjacent to buildings, some agencies recommend planting the vegetation very close to (i.e., within 3 feet of) glazed facades to reduce bird collisions, as this obscures reflections of the vegetation in glazing and reduces fatal collisions by reducing birds' flight speed if they should fly into the glass (Klem 1990, New York City Audubon Society, Inc. 2007). However, not all studies have documented a reduction in bird collisions when resources are placed within 3 feet of windows (Kummer and Bayne 2015), and birds are fragile enough that they may still be killed due to window collisions when flying at relatively slow speeds (Klem 2008). In our professional opinion, vegetation that is (1) dense enough that birds cannot fly swiftly through it to reach glazed windows, and (2) located close enough to windows that birds will not be flying fast when they leave the vegetation and hit the glass, reduces the potential for collisions with glazing that is immediately adjacent to the vegetation. However, while dense shrubs and herbaceous plants will reduce collision hazards with immediately adjacent glazing, they will not protect glazing located above or to the side of the vegetation. Similarly, while a dense crown of a tree located immediately adjacent to a façade will reduce collision hazards on the adjacent glass, birds may still have a relatively high collision risk with glass located below the crown, where there is no dense vegetation. All trees and vegetation also grow and are trimmed over time, and areas of adjacent facades with higher or lower collision risk are expected to change accordingly over time. As a result, although planting vegetation adjacent to facades is expected to reduce collision hazards with immediately adjacent glazing, the effectiveness of this strategy is limited because (1) birds may still be killed or injured even when they fly into windows at relatively low speeds; (2) the vegetation only reduces the collision hazard where it is dense very close to the façade, and not in adjacent areas; and (3) vegetation is not uniformly shaped, and grows or is trimmed back over time, and so does not provide uniform or consistent protection for entire facades over time.

There are also some features evident in the project's plans where bird collisions may be more frequent than at other features because they may not be easily perceived by birds as physical obstructions; these features are related to the presence of a location-related hazard on the site as well as feature-related hazards on the proposed new buildings. A *location-related hazard* occurs where new construction is located within 300 feet of an *urban bird refuge*, which is defined as an open space 2 acres or larger dominated by vegetation (San Francisco Planning Department 2011). The project is located immediately adjacent to open areas to the north that provide habitat for birds. In addition, the project will construct new landscape areas on the site within approximately 20 acres of open space (composed of extensive paved areas with some landscape vegetation) that is accessible to birds. The connectivity of the new open space on the site with open habitats to the north is expected to draw birds onto the site, especially where trees are present to attract migrant birds. The northern portion of the site is expected to attract the highest numbers of birds due to its proximity to open habitats along the edge of San Francisco Bay. Although some birds will also occur farther south within the project site, the number of

individuals is likely to decline farther south due to the urbanized conditions that will be present on the project site and urbanization present to the west, south, and east.

Within areas of relatively high collision risk, the greatest potential for bird collisions is where a feature-related hazard is located adjacent to a location-related hazard. A *feature-related hazard* is a design feature that represents a high-risk collision hazard regardless of its location. Feature-related hazards on the site include free-standing glass railings, transparent glass corners with clear sight lines through a building, and alcoves and atria surrounded by glazing. In addition, feature-related hazards include areas of extensive glazing, as the extent of glazing on a building and the presence of vegetation opposite the glazing are known to be two of the strongest predictors of avian collision rates (Gelb and Delacretaz 2009, Borden et al. 2010, San Francisco Planning Department 2011, Cusa et al. 2015, Sheppard and Phillips 2015, Riding et al. 2020). The risk of collision is highest when a feature-related hazard is located adjacent to a location-related hazard, especially when vegetation is present on either side of the hazard, creating a perceived "flight path" through the glazing. Where these features are located along potential flight paths that birds may use when traveling to and from landscape vegetation on the site or in nearby areas, the risk of bird collisions is higher because birds may not perceive the intervening glass and may therefore attempt to fly to vegetation on the far side of the glass.

5.2 Hotel and Residential/Mixed-Use Buildings

The hotel and residential/mixed-use buildings are discussed together because the conceptual designs indicate that their facades are predominantly opaque (with the exception of retail areas on the lower levels of the buildings) and they are located in portions of the site with less extensive vegetation. Thus, bird collisions with these buildings are generally expected to be lower compared to other buildings on the project site, although certain facades of these buildings face areas of landscape vegetation (e.g., parks and courtyards) where bird collisions are generally expected to be relatively higher.

5.2.1 Building Descriptions

5.2.1.1 Hotel

A hotel is located at the eastern end of the Town Square District, adjacent to Willow Road; the hotel will be a maximum of 120 feet tall (Figure 3). The conceptual design of the hotel includes a central courtyard on Level 1, a pool deck on Level 3, and balconies on Level 6 (Figure 4). A bridge will connect the hotel's Level 3 pool deck to the elevated park to the north. The facades of the hotel are intended to be predominantly opaque, with extensive glazing on Level 1 on the west, east, and south facades as well as all Level 1 facades surrounding the courtyard (Figure 5). Free-standing glass railings may be included in the hotel design, and landscape vegetation may be present on roof terraces.



Figure 3. Illustration of buildings in the northern portion of the site showing the proposed atrium, elevated park, hotel, Town Square, Office Building 04, and event building.

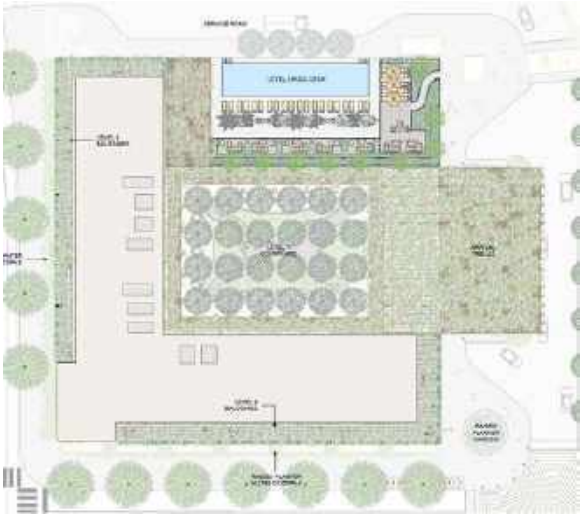


Figure 4. The conceptual hotel plan includes a central courtyard on Level 1, a pool deck on Level 3, and vegetated balconies on Level 6.



Figure 5. The conceptual east (top left), north (top right), west (bottom left), and south (bottom right) facades of the hotel.

Birds using open marsh and scrub habitats, or migrating, north of the site may be attracted to landscape vegetation along the façades of the hotel. The conceptual project plans show vegetation and trees at the elevated park to the northeast within the Town Square to the east, and within the hotel's central courtyard (Figures 3 and 5). Street trees and limited vegetation are proposed along Willow Road to the northwest and future Main Street to the southwest (Figure 5).

Although the hotel is located in the northern portion of the site and adjacent to the elevated park (i.e., in areas where higher numbers of birds are expected to be present, compared to areas farther south within the Master Plan area), the extensive opaque panels on the exterior facades as shown in the conceptual design are beneficial project features that substantially reduce the expected frequency of bird collisions with this building by helping the building appear as a solid structure from a distance (Figure 5). Features of the architecture of the hotel where collision risk is expected to be relatively highest include transparent glass corners (through which sight lines between vegetation on either side of the corners create collision hazards for birds), at roofs with landscape vegetation (which are expected to attract birds towards glazing on the building), in the central courtyard (where birds are surrounded on three or three sides by glazed facades), and at areas of contiguous glazing that face landscape vegetation within approximately 60 feet of the ground.

5.2.1.2 Residential/Mixed-Use Buildings

The residential/mixed-use buildings on Parcels 2–7 are assessed together because they are similar in structure, and collision hazards with these buildings are expected to be similar. These buildings are located in the southeast portion of the Master Plan area (Figure 6) and will be a maximum of 85 feet tall. Figures 7 and 8, which show the Parcel 2 building, are representative of the conceptual appearance of the residential/mixed-use buildings: their facades are intended to be predominantly opaque with residential windows, with more extensive glazing typically present at ground-floor public spaces. All buildings incorporate courtyards and open space areas, and landscape vegetation may be present on roof terraces. Free-standing glass railings may be included in the building designs.



Figure 6. Illustrative site plan showing the proposed residential/mixed-use buildings and associated open space areas. Facades with relatively highest collision risk are delineated in red.



Figure 7. The conceptual Parcel 2 residential/mixed-use building plan includes open space courtyards on Level 3.



Figure 8. The conceptual east (top), west (middle), south (bottom left), and north (bottom right) facades of the Parcel 2 residential/mixed-use building.

Birds are expected to use landscape vegetation planted adjacent to the façades of the residential/mixed-use buildings within public areas (e.g., street trees), planted landscape areas, and parks. However, according to the conceptual designs, the majority of the residential/mixed-use buildings are not located adjacent to large open space areas; as a result, fewer birds are expected to occur along these buildings compared to other buildings on the project site. In general, higher numbers of birds are expected to be present at the approximately 3.5-acre publicly accessible park on Parcel A and at the Town Square to the north/northeast of Parcels 2 and 3, and fewer birds are expected to be present in smaller/narrower vegetated areas (e.g., in between buildings).

Beneficial project features of the architecture of residential/mixed-use buildings that would reduce the frequency of avian collisions include opaque panels, overhangs, mullions, and porticos that are not vegetated or located immediately adjacent to vegetation (Figure 8). Nevertheless, some bird collisions with these façades are expected to occur despite the presence of certain features that reduce collision risk. Features of the architecture of the facades of the residential/mixed-use buildings where collision risk is expected to be relatively highest include transparent glass corners (through which sight lines between vegetation on either side of the corners create collision hazards for birds), at alcoves (which surround trees and vegetation that are expected to attract birds), at green roofs (which are expected to attract birds towards glazing on the building), in courtyards (where birds are surrounded on three or four sides by glazed facades), and at areas of contiguous glazing that face landscape vegetation within approximately 60 feet of the ground (Figure 8). At transparent glass corners, the collision hazard extends as far from the corner as it is possible to see through the corner (and can potentially extend through an entire floor or section of a building, if it is possible to see through from one side of the building to the other).

5.2.2 Compliance with City Bird-Safe Design Requirements

Collision risk for the hotel and residential/mixed-use buildings is expected to be lower compared with other buildings in the Master Plan area because the conceptual designs indicate that their facades are predominantly opaque (with the exception of retail areas on the lower levels of the buildings) and they are located in portions of the site with less extensive vegetation. To address collision risk, the project will comply with City bird-safe design requirements, with requests for appropriate waivers, as permitted by the City bird-safe design requirements, by focusing bird-safe treatment of glazing within areas of relatively highest collision risk.

5.2.2.1 Requirements for which No Waiver is Requested

As currently proposed, the hotel and residential/mixed-use buildings anticipate complying with City bird-safe design requirements B, D, and G without requesting waivers; requirements B and D are listed below. Where the project's bird-safe design strategy is more specific than the City's requirements, sub-bullets specify how the project will comply with those requirements.

B. Bird-friendly glazing includes, but is not limited to, opaque glass, covering the outside surface of clear glass with patterns, paned glass with fenestration, frit or etching patterns, and external screens over nonreflective glass. Highly reflective glass is not permitted.

- Specifically, glazing used on the hotel and residential/mixed-use buildings shall have the following specifications:

    a. Vertical elements of the window patterns should be at least 0.25 inches wide at a maximum spacing of four inches and/or have horizontal elements at least 0.125 inches wide at a maximum spacing of two inches;

    OR

    b. Bird-safe glazing shall have a Threat Factor[1] less than or equal to 30.

- To reduce reflections of clouds and vegetation in glass and help ensure that bird-safe treatments on the lower surfaces of glass are visible below any reflections, all glazing on the hotel and residential/mixed-use buildings will have a visible reflectance of 15% or lower.

D. Placement of buildings shall avoid the potential funneling of flight paths towards a building facade.

Discussion of project compliance with City requirement C, related to occupancy sensors, is provided in Section 6.2.2 below.

[1] A material's Threat Factor is assigned by the American Bird Conservancy, and refers to the level of danger posed to birds based on birds' ability to perceive the material as an obstruction, as tested using a "tunnel" protocol (a standardized test that uses wild birds to determine the relative effectiveness of various products at deterring bird collisions). The higher the Threat Factor, the greater the risk that collisions will occur. An opaque material will have a Threat Factor of 0, and a completely transparent material will have a Threat Factor of 100. Threat Factors for many commercially available façade materials can be found at https://abcbirds.org/wp-content/uploads/2021/01/Master-spreadsheet-1-25-2021.xlsx.

5.2.2.2 Requirements for which Waivers will be Requested

Waivers Requested. As currently proposed, the project anticipates complying with City bird-safe requirements A, E, and F by requesting waivers for the hotel and residential/mixed-use buildings, as permitted by the City bird-safe design requirements. These waivers are requested in order for the project to achieve design excellence. City requirements A, E, and F are as follows:

A. No more than 10% of facade surface area shall have non-bird-friendly glazing.

E. Glass skyways or walkways, free-standing (see-through) glass walls and handrails, and transparent building corners shall not be allowed.

F. Transparent glass shall not be allowed at the rooflines of buildings, including in conjunction with roof decks, patios and roofs with landscape vegetation.

Alternative City Measures Proposed. As an alternative to these requirements, to ensure that the project meets the City's intent of designing bird-safe buildings and addresses high-risk collision hazards, the project proposes to implement the following alternative City measures:

- The hotel and residential/mixed-use buildings shall focus bird-friendly glazing treatments within areas of extensive glazing on lower floors and roof terraces that face the approximately 3.5-acre publicly accessible park (Parcel A), Town Square, and elevated park (i.e., the north, east, and south facades of the hotel; the north and south façades of the Parcel 2 building; the north/northeast facades of the Parcel 3 buildings; a portion of the south façade of the Parcel 4 building; and the west façades of the Parcel 6 building as indicated on Figure 6), as these represent areas of heightened collision risk. The focal façade areas to be treated shall be identified by a qualified biologist on building-specific façade views; no more than 10% of these areas shall have non-bird-friendly glazing.
- If free-standing glass railings are included on the hotel and/or residential/mixed-use buildings, all glazing on free-standing glass railings shall be 100% treated with a bird-safe glazing treatment.
    - Specifically, all glazing on free-standing glass railings on the buildings shall have a Threat Factor (see footnote 1 above) less than or equal to 15. This Threat Factor is relatively low (and the effectiveness of the bird-safe treatment correspondingly high) due to the relatively high risk of bird collisions with free-standing glass railings.
- All glazed features of the hotel and residential/mixed-use with clear sight lines between vegetation on either side of the feature (e.g., at glazed corners) shall be 100% treated with a bird-safe glazing treatment where they are located within or adjacent to (i.e., on both sides of a corner where one side of the corner falls within a focal treatment area) the focal treatment areas identified by the qualified biologist. These transparent building corners shall treated as far from the corner as it is possible to see through to the other side of the corner.

With respect to the bird-safe glazing treatments recommended in connection with these alternatives, Figure 9 provides an example of identified areas that would be required to be treated on the conceptual Parcel 2 residential/mixed-use building based on the January 2021 façade elevations.



Figure 9. An example mark-up of areas (shown in blue) that would be required to be treated on north (top left), south (top right), east (middle) and west (bottom) facades of the conceptual Parcel 2 residential/mixed-use building to ensure that avian collisions are less-than-significant. Transparent glass corner delineations are estimated; these corners should be treated as far from the corner as it is possible to see through the corner. Free-standing glass railings are not indicated on this figure but are required to be treated in all locations.

In lieu of complying with City requirements A, E, and F per se, this proposed approach would reduce bird collisions at the locations where bird collisions are most likely to occur and, in our professional opinion, adequately meet the objective of the City's requirements (i.e., to minimize bird collisions with the buildings). Therefore, the requested waivers to the City's bird-safe design requirements are appropriate. Alternatively, if the City does not grant a waiver for requirements A, E, and F, the project will comply with these City requirements. In our professional opinion, this strategy (i.e., compliance with City requirements or compliance via approved waivers, as permitted by the City bird-safe design requirements, and alternative City measures) will avoid significant CEQA impacts for these buildings.

5.2.3 Additional Mitigation Measures Proposed Under CEQA

Based on our assessment of the conceptual design of the hotel and residential/mixed-use buildings, we have determined that there is an overall low likelihood of collisions with the buildings. With the project's compliance with City requirements (either via compliance with the listed requirements or by requesting waivers, as permitted by the City bird-safe design requirements, and proposing alternative City measures, where

appropriate), it is our professional opinion that project impacts due to bird collisions with the hotel and residential/mixed-use buildings would be less than significant under CEQA. As such, no additional mitigation measures under CEQA for impacts related to avian collisions are proposed.

5.2.4 CEQA Impacts Summary

The hotel and residential/mixed-use buildings will comply with the City's bird-safe design requirements by implementing requirements B, D, and G; requesting waivers for requirements A, E, and F, as permitted by the City bird-safe design requirements; and implementing alternative City measures for requirements A, E, and F. Compliance with requirement C is discussed in Section 6.2.2 below. No additional mitigation measures under CEQA for impacts related to avian collisions are proposed. As stated above, with compliance with City requirements (including the implementation of the proposed alternative City measures), it is our professional opinion that project impacts due to bird collisions with the hotel and residential/mixed-use buildings would be less than significant under CEQA.

A subsequent report prepared by a qualified biologist will accompany the final ACPs for each of the residential/mixed-use buildings and the hotel. It is our understanding based on coordination with the design teams that (1) the final ACP designs for the residential/mixed-use buildings and hotel will substantially conform with the conceptual designs reviewed for this report, such that our analysis and conclusions are expected to be valid for the final designs; (2) the proposed bird-safe treatments within the areas where such treatments are expected to be necessary (per the example shown in Figure 9) are feasible; and (3) the project will implement alternative City measures as described herein. Nevertheless, because the designs and renderings for the hotel and residential/mixed-use buildings that were reviewed for this assessment are conceptual, a qualified biologist shall review the final ACPs for the hotel and residential/mixed-use buildings to confirm that the alternative City measures described herein, or other alternative measures reasonably acceptable to the qualified biologist[2], are incorporated into the final design, such that project impacts due to bird collisions would be less than significant under CEQA as indicated herein.

5.3 Office Campus

Office Buildings 01, 02, 03, 05, and 06 are assessed together because the conceptual designs indicate that they are similar in structure, and collision hazards with these buildings are expected to be similar.

5.3.1 Building Descriptions

5.3.1.1 Office Buildings 01, 02, 03, 05, and 06

Office Buildings 01, 02, 03, 05, and 06 will be a maximum of 120 feet tall. As shown on Figure 13 in Section 5.4.1.2 below, Office Building 04 is representative of the appearance of all proposed office buildings; their facades are predominantly glazed, although portions of the lower levels incorporate opaque wall panels. All

[2] If alternative measures are used that are not discussed in this report for the project's CDP, those measures will be submitted to the City for review in accordance with the City's Zoning Code and CEQA with the project's ACPs.

buildings have open space areas on rooftops that may support landscape vegetation. Free-standing glass railings may be included in the design of Office Buildings 01, 02, 03, 05, and 06.Birds are expected to use landscape vegetation along the façades of the office buildings. In general, higher numbers of birds are expected to be present in larger vegetated open space areas (e.g., in the plaza north of Office Building 05), and fewer birds are expected to be present in smaller/narrower vegetated areas (e.g., in between Office Building 06 and the South Garage) (Figure 10).



Figure 10. Conceptual site plan showing the locations of proposed office buildings and garages, as well as the proposed extent of landscape vegetation and trees.

Beneficial project features of the architecture of office building facades that would reduce the frequency of avian collisions include opaque panels, exterior vertical and horizontal solar shades, overhangs, mullions, and porticos that are not vegetated or located immediately adjacent to native vegetation. Nevertheless, because (1) the façades of the office buildings are extensively glazed and (2) this glazing faces landscape vegetation, bird

collisions with these façades are expected to occur despite the presence of certain features that reduce collision risk. Features of the architecture of the facades of the office buildings where collision risk is expected to be relatively highest include transparent glass corners (through which sight lines between vegetation on either side of the corners create collision hazards for birds), at alcoves (which surround trees and vegetation that are expected to attract birds), at roofs with landscape vegetation (which are expected to attract birds towards glazing on the building), at free-standing glass railings, and at areas of contiguous glazing that face landscape vegetation within approximately 60 feet of the ground. At transparent glass corners, the collision hazard extends as far from the corner as it is possible to see through the corner (and can potentially extend through an entire floor or section of a building, if it is possible to see through from one side of the building to the other).

5.3.1.2 Parking Garages

The North Garage is located in the northeast corner of the project site and the South Garage is located in the southeast corner of the project site (Figure 10). These garages are similar in structure, and will be a maximum of 120 feet tall. The conceptual plans indicate that the facades of the garages are predominantly opaque, with limited glazing only on two approximately 15-foot wide elevator towers on the west and north facades on all levels (Figure 11). Free-standing glass railings may be included in the project design, and landscape vegetation may be present above the ground level.



Figure 11. Conceptual North Garage elevations: east (top), west (middle), north (bottom left), and south (bottom right). The building facades are predominantly opaque; glazed areas are located on all levels the elevator towers on the west and north facades.

Birds using open marsh and scrub habitats, or migrating, north of the site may use landscape vegetation along the façades of the North Garage and South Garage. In general, higher numbers of birds are expected to be present opposite the north façade of the North Garage (which faces open habitats associated with the San Francisco Bay) and in larger vegetated open space areas (e.g., in the plaza southwest of the North Garage), and

fewer birds are expected to be present in smaller/narrower vegetated areas opposite the garage facades (e.g., in between the North Garage and Office Building 05).

The extensive opaque facades on the North Garage and South Garage shown on the conceptual plans are beneficial project features that will substantially reduce bird collisions with these buildings. Nevertheless, bird collisions are expected to occur where glazing is present opposite open space areas and landscape vegetation, at free-standing glass railings, and at roofs where landscape vegetation is located adjacent to glazing. No high-risk collision hazards (e.g., transparent glass corners) are present on these buildings.

5.3.2 Compliance with City Bird-Safe Design Requirements

Although a number of beneficial project features in the project design mentioned above will reduce bird collisions (e.g., opaque facades, exterior solar shades, mullions, and porticos), the number of collisions with Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage is expected to be relatively higher compared with certain other buildings in the Master Plan area (e.g., the hotel and mixed-use buildings described above) because (1) the building facades incorporate extensive glazing, and (2) this glazing faces landscape vegetation that will be used by birds. To address collision risk, the project will comply with City bird-safe design requirements, with appropriate waivers, as permitted by the City bird-safe design requirements.

5.3.2.1 Requirements for which No Waiver is Requested

As currently proposed, Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage anticipate complying with City bird-safe design requirements A, B, C, D, and G without requesting waivers; requirements A, B, C, and D are listed below. Where the project's bird-safe design strategy is more specific than the City's requirements, sub-bullets specify how the project will comply with those requirements.

A. No more than 10% of facade surface area shall have non-bird-friendly glazing.

   - Specifically, all portions of Office Buildings 01, 02, 03, 05, and 06 shall be treated with a bird-safe glazing treatment with the exception of certain portions of the facades on Level 1. The area of untreated glazing shall be less than 10% of the total surface area of the atrium. Specific treatment areas on the North Garage and South Garage are unknown, but will comply with this requirement.

B. Bird-friendly glazing includes, but is not limited to, opaque glass, covering the outside surface of clear glass with patterns, paned glass with fenestration, frit or etching patterns, and external screens over nonreflective glass. Highly reflective glass is not permitted.

   - Specifically, glazing used on Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage shall have the following specifications:

      c. Vertical elements of the window patterns should be at least 0.25 inches wide at a maximum spacing of four inches and/or have horizontal elements at least 0.125 inches wide at a maximum spacing of two inches;

      OR

d. Bird-safe glazing shall have a Threat Factor (see footnote 1 above) less than or equal to 30.

- To reduce reflections of clouds and vegetation in glass and help ensure that bird-safe treatments on the lower surfaces of glass are visible below any reflections, all glazing on Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage will have a visible reflectance of 15% or lower.

D. Placement of buildings shall avoid the potential funneling of flight paths towards a building facade.

Discussion of project compliance with City requirement C, related to occupancy sensors is provided in Section 6.2.2 below.

5.3.2.2 Requirements for which Waivers will be Requested

Waivers Requested. As currently proposed, the project anticipates complying with City bird-safe design requirements E and F by requesting waivers for Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage, as permitted by the City bird-safe design requirements. City requirements E and F are as follows:

E. Glass skyways or walkways, free-standing (see-through) glass walls and handrails, and transparent building corners shall not be allowed.

F. Transparent glass shall not be allowed at the rooflines of buildings, including in conjunction with roof decks, patios and roofs with landscape vegetation.

Alternative City Measures Proposed. As an alternative to these requirements, to ensure that the project meets the City's intent of designing bird-safe buildings and addresses high-risk collision hazards, the project proposes to implement the following alternative City measures:

- All glazed features with clear sight lines between vegetation on either side of the feature (e.g., at glazed corners and free-standing glass railings) shall be 100% treated with a bird-safe glazing treatment. Transparent building corners shall be treated as far from the corner as it is possible to see through to the other side of the corner (and will potentially extend through an entire floor or section of a building, if it is possible to see through from one side of the building to the other).
- All glazing above Level 1 of Office Buildings 01, 02, 03, 05, and 06 (i.e., all glazing adjacent to roof terraces with landscape vegetation) will be 100% treated with a bird-safe glazing treatment. Specific treatment areas on the North Garage and South Garage are unknown, but no more than 10% of the façade surface area shall have non-bird-friendly glazing.
- All transparent glass at the rooflines adjacent to vegetated roof decks will be 100% treated with a bird-safe glazing treatment. The only untreated glazing on for Office Buildings 01, 02, 03, 05, and 06 will be located on the ground level, which does not create a collision hazard due to landscape vegetation on roofs. No vegetated roof decks are proposed for the North Garage and South Garage, and all transparent glass at the rooflines of these buildings will be 100% treated with a bird-safe glazing treatment.

- If free-standing glass railings are included on Office Buildings 01, 02, 03, 05 and/or 06, all glazing on free-standing glass railings shall be 100% treated with a bird-safe glazing treatment.
    - Specifically, all glazing on free-standing glass railings on the building shall have a Threat Factor (see footnote 1 above) less than or equal to 15. This Threat Factor is relatively low (and the effectiveness of the bird-safe treatment correspondingly high) due to the relatively high risk of bird collisions with free-standing glass railings.

In lieu of complying with City requirements E and F per se, this proposed approach would reduce bird collisions at the locations where bird collisions are most likely to occur and, in our professional opinion, adequately meet the objective of the City's requirements (i.e., to minimize bird collisions with the buildings). Therefore, the requested waivers to the City's bird-safe design requirements are appropriate. Alternatively, if the City does not grant a waiver for requirements E and F, the project will comply with these City requirements. In our professional opinion, this strategy (i.e., compliance with City requirements or compliance via approved waivers, as permitted by the City bird-safe design requirements, and alternative City measures) will avoid significant CEQA impacts for these buildings.

5.3.3 Additional Mitigation Measures Proposed Under CEQA

With the project's compliance with City requirements (either via compliance with the listed requirements or by requesting waivers, as permitted by the City bird-safe design requirements, and proposing alternative City measures, where appropriate), it is our professional opinion that project impacts due to bird collisions with Office Buildings 01, 02, 03, 05, and 06 would be less than significant under CEQA. As such, no additional mitigation measures under CEQA for impacts related to avian collisions are proposed.

5.3.4 CEQA Impacts Summary

Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage will comply with the City's bird-safe design requirements by implementing requirements A, B, C, D, and G; requesting waivers for requirements E and F, as permitted by the City bird-safe design requirements; and implementing alternative City measures for requirements E and F. Compliance with requirement C is discussed in Section 6.2.2 below. No additional mitigation measures under CEQA for impacts related to avian collisions are proposed. As stated above, with compliance with City requirements (including the implementation of the proposed alternative City measures), it is our professional opinion that project impacts due to bird collisions with Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage would be less than significant under CEQA.

A subsequent report prepared by a qualified biologist will accompany the final ACPs for Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage. It is our understanding based on coordination with the design teams that (1) the final ACP designs for these buildings will substantially conform with the conceptual designs reviewed for this report, such that our analysis and conclusions are expected to be valid for the final designs; (2) the proposed bird-safe treatments within the areas where such treatments are expected to be necessary are feasible; and (3) the project will implement alternative City measures as described herein.

Nevertheless, because the designs and renderings for Office Buildings 01, 02, 03, 05, and 06 as well as the North Garage and South Garage that were reviewed for this assessment are conceptual, a qualified biologist shall review the final ACPs for these buildings to confirm that the alternative City measures described herein, or other alternative measures reasonably acceptable to the qualified biologist (see footnote 2 above), are incorporated into the final design such that project impacts due to bird collisions would be less than significant under CEQA as indicated herein.

5.4 Event Building and Nearby Buildings

The event building, Office Building 04, Town Square retail pavilion, pavilions SP1 and SP2, and stair/elevator towers are discussed together because the conceptual designs indicate that they are located in the northern portion of the project site reasonably close to open space areas with extensive trees and landscape vegetation (Figure 3). Because these open space areas are relatively large compared to other areas of the project site, and because the structures addressed in this section all incorporate extensive glazing, avian collision risk with these buildings is expected to be relatively higher than on the other office campus buildings, hotel, and residential/mixed-use buildings discussed in Sections 5.2 and 5.3 above.

5.4.1 Building Descriptions

5.4.1.1 Event Building

An event building is located southeast of the atrium (Figure 3), and it will have a maximum height of 120 feet. The northwest façade of this facility abuts the elevated park, and the facility connects directly with the atrium via a partially glazed passageway that extends beneath the elevated park (Figure 12). The southwest and northeast facades of the event building will be entirely opaque, and the lower portions of the northwest and southeast facades will also be opaque (Figure 12). Glazing will be present on the upper portions of the northwest and southeast facades; this glazing will face the vegetation at the adjacent elevated park (Figure 12). Landscape vegetation may be present on the sides of the building above the ground level, and free-standing glass railings may be included in the project design.

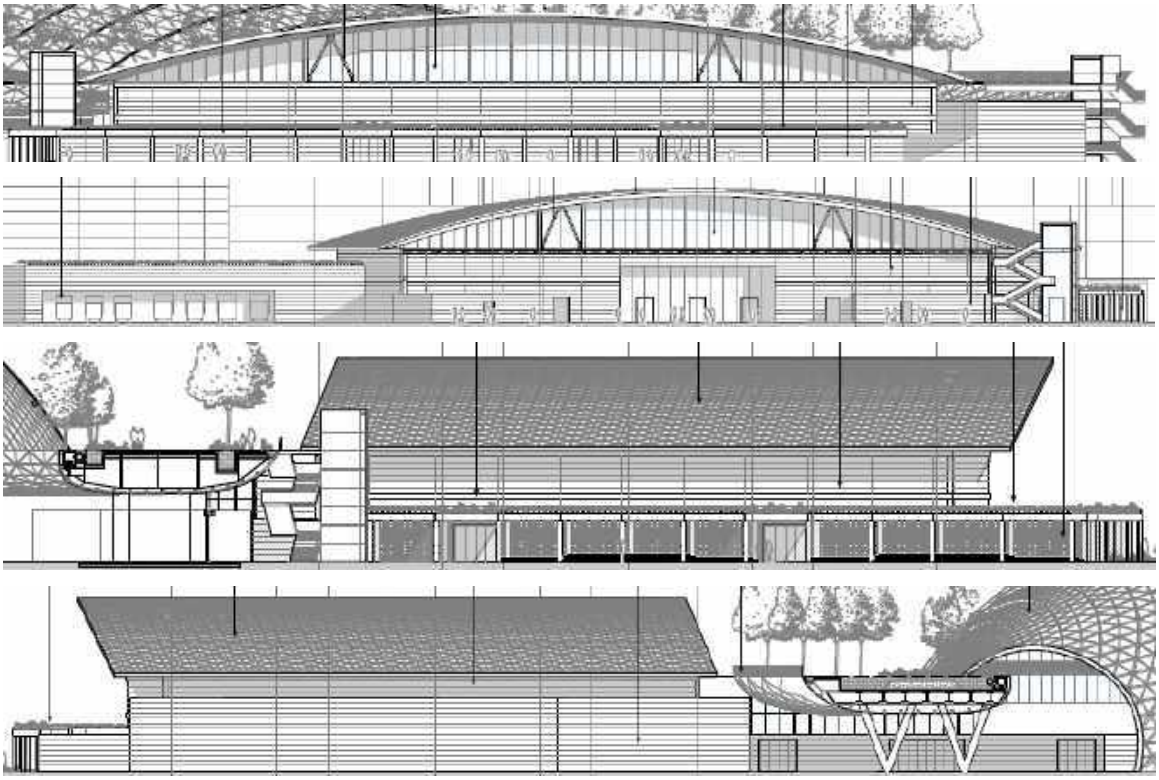


Figure 4. Illustration of the event building façades. Top to bottom: the southeast, northwest, northeast, and southwest facades.

Birds using open marsh and scrub habitats, or migrating, north of the site may be attracted to landscape vegetation along the façades of the event building. Because the conceptual plans show that the event building is surrounded by vegetated open space areas, including the elevated park to the northwest and a plaza with landscape vegetation to the southwest and southeast, relatively high numbers of birds are expected to be present around the building (Figure 3).

The extensive opaque facades on the event building are beneficial project features that will substantially reduce bird collisions with the building. However, bird collisions are expected to occur in several locations where glazing is present. For instance, birds using vegetation at the elevated park northwest of the event building will be able to see vegetation within the open space area southeast of the building, and vice-versa, through the glazing on the building's northwest and southeast facades. In addition, birds using vegetation adjacent to the glazed passageway will also be able to see vegetation on the other side of this feature. The risk of bird collisions at these locations is expected to be relatively high because birds may not perceive the intervening glass and may therefore attempt to fly to vegetation on the far side of the glass. Bird collisions are also expected to be relatively high where vegetation above the ground level is located adjacent to glazing, and at free-standing glass railings.

5.4.1.2 Office Building 04

Office Building 04 will have a maximum height of 120 feet. Open space areas will be located on rooftop terraces that may support landscape vegetation, and free-standing glass railings may be included in the project design.

Figure 13 shows the facades of Office Building 04, which are predominantly glazed, although portions of the lower levels incorporate opaque wall panels.



Figure 13. Conceptual Office Building 04 elevations: west (top left), east (top right), north (middle), and south (bottom).

Birds using open marsh and scrub habitats, or migrating, north of the site may be attracted to landscape vegetation along the façades of Office Building 04. Higher numbers of birds are expected to be present around this building compared to buildings located farther south on the project site (e.g., Office Buildings 01–03 and 05–06, which are discussed in Section 5.3 above) due to the presence of large open space areas with landscape vegetation in the northern portion of the site. The conceptual plans show vegetation and trees at the elevated park north of Office Building 04 and within open space areas at grade level to the east, west, and south of this building (Figure 10).

Features of the architecture of the facades of Office Building 04 (and connected building TS3) that represent beneficial project features that would reduce the frequency of avian collisions include opaque panels, exterior vertical and horizontal solar shades, overhangs, mullions, and porticos that are not vegetated or located immediately adjacent to native vegetation (Figure 13). Nevertheless, because (1) the façades of the office building are extensively glazed and (2) this glazing faces landscape vegetation, bird collisions with these façades are expected to occur despite the presence of certain features that reduce collision risk. Features of the architecture of the building where collision risk is expected to be relatively highest include transparent glass corners (through which sight lines between vegetation on either side of the corners create collision hazards for birds), at roofs with landscape vegetation (which are expected to attract birds towards glazing on the building), at free-standing glass railings, and at areas of contiguous glazing that face landscape vegetation within approximately 60 feet of the ground. At transparent glass corners, the collision hazard extends as far from the

corner as it is possible to see through the corner (and can potentially extend through an entire floor or section of a building, if it is possible to see through from one side of the building to the other).

5.4.1.3 Town Square

The Town Square is located east of the hotel, south of the elevated park, and west of Office Building 04 (Figure 3). This area includes a new access road (West Street), a below-grade parking garage, a paved plaza with landscape vegetation and trees, several seating areas, bicycle parking, and a retail pavilion (Figure 14). Glazing will be present on the facades of the retail pavilion, which will have a maximum height of 120 feet (Figure 15). Free-standing glass railings may be included in the Town Square design, and landscape vegetation may be present on the roof of the retail pavilion.



Figure 14. The conceptual Town Square includes a paved plaza with landscape vegetation and trees, seating areas, a glazed elevator to the elevated park, bicycle parking, and a retail pavilion.

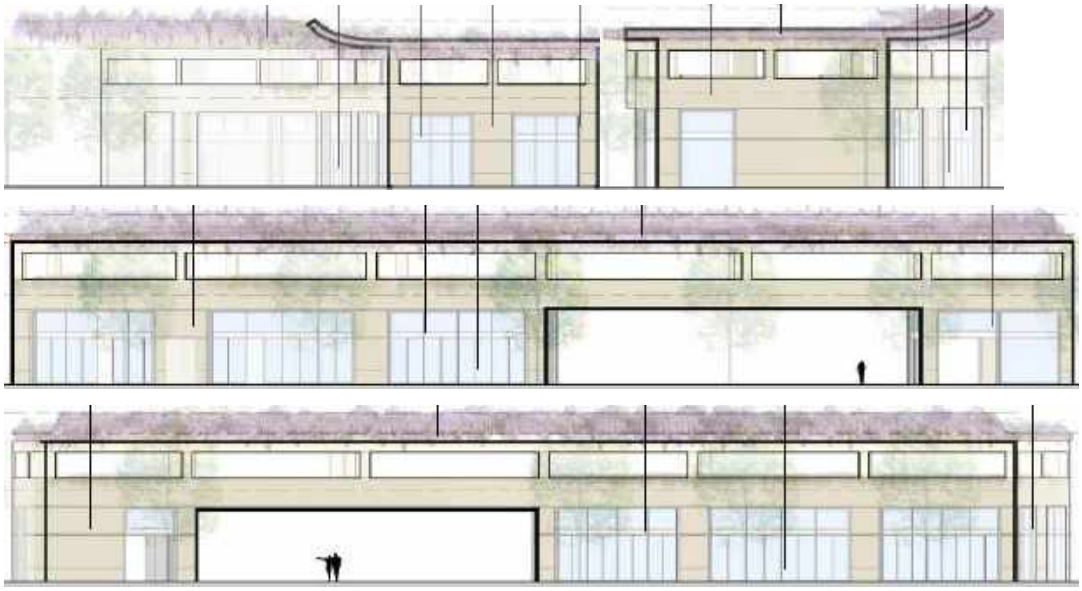


Figure 15. The conceptual west (top left), east (top right), south (middle), and north (bottom) facades of the Town Square retail pavilion.

Birds using open marsh and scrub habitats, or migrating north of the site may be attracted to landscape vegetation in the Town Square. The Town Square is an open space area with paved pedestrian areas as well as landscape vegetation and trees, and vegetation is also present to the north of the Town Square at the elevated park (Figures 3 and 14).

Beneficial project features of the Town Square retail pavilion that would reduce the frequency of avian collisions include opaque panels and mullions (Figure 15). Nevertheless, because (1) the façades of the retail pavilion are extensively glazed and (2) this glazing faces landscape vegetation, bird collisions with these façades are expected to occur despite the presence of certain features that reduce collision risk. Features of the architecture of the pavilion where collision risk is expected to be relatively highest include transparent glass corners (through which sight lines between vegetation on either side of the corners create collision hazards for birds), at the roof (which is expected to attract birds towards glazing on the pavilion due to the potential presence of landscape vegetation), at free-standing glass railings, and at areas of contiguous glazing that face landscape vegetation. In addition, birds using vegetation north of the pavilion will be able to see vegetation south of the pavilion, and vice-versa, though the glazing on the pavilion's north and south facades. The risk of bird collisions at these locations is expected to be relatively high because birds may not perceive the intervening glass and may therefore attempt to fly to vegetation on the far side of the glass.

5.4.1.4 Security Pavilions

Accessory buildings Security Pavilions 1 and 2 (SP1 and SP2) are located in the northern portion of the site: SP1 in between Office Buildings 03 and 04, and SP2 at the southwest corner of the North Garage (Figure 10). These pavilions are discussed together because they are similar in structure, and collision risk with the pavilions' facades is expected to be similar. SP1 and SP2 will have a maximum height of 120 feet. Figure 16 is

representative of the appearance of these buildings, and indicates that glazing will be present on all sides of the buildings and pergolas will be present above the roofs. Free-standing glass railings may be included in the design of the pavilions, and landscape vegetation may be present on the building's roofs.



Figure 16. The conceptual south (top left), west (top right), north (bottom left), and east (bottom right) facades of buildings SP1 and SP2.

Birds using open marsh and scrub habitats, or migrating, north of the site may be attracted to landscape vegetation along the pavilions. Higher numbers of birds are expected to be present around these buildings compared to buildings located farther south on the project site (e.g., Office Buildings 01–03 and 05–06, which are discussed in Section 5.3 above) due to the presence of large open space areas with landscape vegetation in the northern portion of the site. The conceptual project plans show vegetation and trees in large open space areas/plazas surrounding buildings SP1 and SP2 (Figure 10).

Features of the architecture of the pavilions that represent beneficial project features that would reduce the frequency of avian collisions include opaque panels and mullions (Figure 16). Nevertheless, because the facades of these pavilions incorporate extensive glazing that faces landscape vegetation, bird collisions with these facades are expected to occur despite the presence of certain features that reduce collision risk. Features of the architecture of the pavilions where collision risk is expected to be relatively highest include transparent glass corners (through which sight lines between vegetation on either side of the corners create collision hazards for birds), at free-standing glass railings, where rooftop vegetation is located adjacent to glazing, and at areas of contiguous glazing that face landscape vegetation. In addition, birds using vegetation east of the pavilions will be able to see vegetation west of the pavilions, and vice-versa, though the glazing on the pavilion's east and west facades (Figure 16). The risk of bird collisions at these locations is expected to be relatively high because birds may not perceive the intervening glass and may therefore attempt to fly to vegetation on the far side of the glass.

5.4.1.5 Stair/Elevator Towers

Five stair/elevator towers are present that connect the ground level with the elevated park in the following locations (Figure 3):

- At the eastern end of the elevated park
- At the northwest corner of the event building (also see Figure 12)
- At the Town Square (also see Figure 14)
- At the hotel (also see Figure 5)
- At the western end of the elevated park

The conceptual plans indicate that the stair/elevator towers incorporate extensive glazing; as a result, bird collisions with facades of these towers are expected to occur. Because these towers create clear sight lines between vegetation on either side of the towers, the risk of bird collisions at these locations is expected to be relatively high because birds may not perceive the intervening glass and may therefore attempt to fly to vegetation on the far side of the glass.

5.4.2 Compliance with City Bird-Safe Design Requirements

To address collision risk, the project will comply with City bird-safe design requirements, with appropriate waivers, as permitted by the City bird-safe design requirements.

5.4.2.1 Requirements for which No Waiver is Requested

As currently proposed, the event building, Office Building 04, Town Square retail pavilion, security pavilions, and elevator towers shall anticipate complying with City bird-safe design requirements A–D and G without requesting waivers; requirements A–D are listed below. Where the project's bird-safe design strategy is more specific than the City's requirements, sub-bullets specify how the project will comply with those requirements.

A. No more than 10% of facade surface areas shall have non-bird-friendly glazing.

B. Bird-friendly glazing includes, but is not limited to, opaque glass, covering the outside surface of clear glass with patterns, paned glass with fenestration, frit or etching patterns, and external screens over nonreflective glass. Highly reflective glass is not permitted.

   - Specifically, glazing used on the event building, Office Building 04, Town Square retail pavilion, security pavilions, and elevator towers shall have the following specifications:

     e. Vertical elements of the window patterns should be at least 0.25 inches wide at a maximum spacing of four inches and/or have horizontal elements at least 0.125 inches wide at a maximum spacing of two inches;

     OR

     f. Bird-safe glazing shall have a Threat Factor (see footnote 1 above) less than or equal to 30.

   - To reduce reflections of clouds and vegetation in glass and help ensure that bird-safe treatments on the lower surfaces of glass are visible below any reflections, all glazing on the event building, Office

Building 04, Town Square retail pavilion, security pavilions, and elevator towers will have a visible reflectance of 15% or lower.

D. Placement of buildings shall avoid the potential funneling of flight paths towards a building facade.

Discussion of project compliance with City requirement C, related to occupancy sensors, is provided in Section 6.2.2 below.

5.4.2.2 Requirements for which Waivers will be Requested

Waivers Requested. As currently proposed, the project anticipates complying with City bird-safe design requirements E and F by requesting waivers for the event building, Office Building 04, Town Square retail pavilion, security pavilions, and elevator towers, as permitted by the City bird-safe design requirements. City requirements E and F are as follows:

E. Glass skyways or walkways, free-standing (see-through) glass walls and handrails, and transparent building corners shall not be allowed.

F. Transparent glass shall not be allowed at the rooflines of buildings, including in conjunction with roof decks, patios and roofs with landscape vegetation.

Alternative City Measures Proposed. As an alternative to these requirements, to ensure that the project meets the City's intent of designing bird-safe buildings and addresses high-risk collision hazards, the project proposes to implement the following alternative City measures:

- All glazed features of the event building, Office Building 04, Town Square retail pavilion, security pavilions, and elevator towers with clear sight lines between vegetation on either side of the feature (e.g., at glazed corners) shall be 100% treated with a bird-safe glazing treatment. Transparent building corners of these buildings shall be treated as far from the corner as it is possible to see through to the other side of the corner (and will potentially extend through an entire floor or section of a building, if it is possible to see through from one side of the building to the other).
- Any glazing of the event building, Office Building 04, Town Square retail pavilion, security pavilions, and elevator towers that creates see-through conditions where vegetation will be visible from one side of the building to the other shall be 100% treated. Examples include the north and south facades of the event building, the north and south facades of the Town Square retail pavilion, and facades of pavilions SP1 and SP2.
- If free-standing glass railings are included on the event building, Office Building 04, Town Square retail pavilion, security pavilions, and elevator towers, all glazing on free-standing glass railings shall be 100% treated with a bird-safe glazing treatment.
    - Specifically, all glazing on free-standing glass railings on the event building, Office Building 04, Town Square retail pavilion, security pavilions, and elevator towers shall have a Threat Factor (see footnote 1 above) less than or equal to 15. This Threat Factor is relatively low (and the effectiveness of the bird-

safe treatment correspondingly high) due to the relatively high risk of bird collisions with free-standing glass railings.

- All glazing above Level 1 of Office Building 04 (i.e., all glazing adjacent to roof terraces with landscape vegetation) will be 100% treated with a bird-safe glazing treatment.

In lieu of complying with City requirements E and F per se, this proposed approach would reduce bird collisions at the locations where bird collisions are most likely to occur and, in our professional opinion, adequately meet the objective of the City's requirements (i.e., to minimize bird collisions with the buildings). Therefore, the requested waivers to the City's bird-safe design requirements are appropriate. Alternatively, if the City does not grant a waiver for requirements E and F, the project will comply with these City requirements. In our professional opinion, this strategy (i.e., compliance with City requirements or compliance via approved waivers, as permitted by the City bird-safe design requirements, and alternative City measures) will avoid significant CEQA impacts for these buildings.

5.4.3 Additional Mitigation Measures Proposed Under CEQA

With the project's compliance with City requirements (either via compliance or by requesting waivers, as permitted by the City bird-safe design requirements, and proposing alternative City measures, where appropriate), it is our professional opinion that project impacts due to bird collisions with the event building and nearby buildings would be less than significant under CEQA. As such, no additional mitigation measures under CEQA for impacts related to avian collisions are proposed.

5.4.4 CEQA Impacts Summary

The Town Square retail pavilion, security pavilions, and stair/elevator towers will comply with the City's bird-safe design requirements by implementing requirements A–D and G, requesting waivers for requirements E and F, as permitted by the City bird-safe design requirements, and implementing alternative City measures for requirements E and F. Compliance with requirement C is discussed in Section 6.2.2 below. No additional mitigation measures under CEQA for impacts related to avian collisions are proposed. As stated above, with compliance with City requirements (including the implementation of the proposed alternative City measures), it is our professional opinion that project impacts due to bird collisions with the Town Square retail pavilion, security pavilion, and stair/elevator towers would be less than significant under CEQA.

A subsequent report prepared by a qualified biologist will accompany the final ACPs for the event building, Office Building 04, the Town Square retail pavilion, the security pavilions, and the stair/elevator towers. It is our understanding based on coordination with the design teams that (1) the final ACP designs for these buildings will substantially conform with the conceptual designs reviewed for this report, such that our analysis and conclusions are expected to be valid for the final designs; (2) the proposed bird-safe treatments within the areas where such treatments are expected to be necessary are feasible; and (3) the project will implement alternative City measures as described herein. Nevertheless, because the designs and renderings for the event building, Office Building 04, the Town Square retail pavilion, the security pavilions, and the stair/elevator

towers that were reviewed for this assessment are conceptual, a qualified biologist shall review the final ACPs for these buildings to confirm that the alternative City measures described herein, or other alternative measures reasonably acceptable to the qualified biologist (see footnote 2 above), are incorporated into the final design such that project impacts due to bird collisions are less than significant under CEQA as described herein.

5.5 Atrium

Due to the unique structure of the atrium and the potential for bird collisions with the atrium to occur, additional supporting information from the project's ACP for the atrium was referenced for this analysis (Appendix A). Although the ACP for the atrium is not yet final, it is our understanding based on considerable coordination with the design teams that the designs in the final ACP for the atrium will substantially conform with the designs referenced in this report, such that our analysis and conclusions are expected to be valid for the final design. Incorporation of the beneficial project features identified in this Assessment as depicted on the figures included in Appendix A will be required as a condition of the CDP so that they are part of the project description for CEQA review of the Master Plan.

5.5.1 Building Description

5.5.1.1 Overall Description of the Atrium Structure

The structure located north of the elevated park is proposed to be covered by an approximately 117-foot tall, 129,000 square-foot glass atrium (hereafter referred to as the *atrium*) with four interior levels of office and accessory space and approximately 3.7 acres of interior open space that will include paved pedestrian areas, landscape vegetation, and trees. For the purpose of these sections, landscape vegetation, structures, and features outside the atrium are referred to as *exterior*, and landscape vegetation, structures, and features within the atrium are referred to as *interior*. The interior of the atrium will not be accessible to birds. The northern side of the atrium faces open marsh and scrub habitats and the San Francisco Bay, and the southern side of the atrium faces the remainder of the project site. A roadway, an open space area, and a bicycle park will be constructed along the northern side of the atrium (Figure 3). An approximately 36-foot tall elevated park will be constructed along the southern side of the atrium, and an event building, office building, town square, and hotel will be located immediately south of the elevated park (Figure 3). Vegetation and trees at the elevated park and in the area immediately north of the atrium will be planted as close to the atrium's north and south façades as feasible (this is discussed as a general 'good practice' in Section 5 above).

The lower approximately 12.5 feet[3] of the atrium's south façade will consist of vertical glazing with several building entrances, and the remaining areas of the atrium's north and south facades will be composed of a network of glass panels that create a curved 'dome' shape (Figure 17). At its eastern end along the south façade, the atrium is connected to the event building via a partially glazed passageway; this connection is discussed in Section 5.4 above. A visitor center is located on the ground floor below the elevated park at the western end of

[3] The vertical façade beneath the elevated park consists of 12.5-foot tall contiguous untreated glazing below a solid roof, and a 4.5-foot tall zone of framed glass louvers in between the roof and the elevated park. The total height of the glazed façade beneath the elevated park is 18.5 feet.

the atrium, and connects with the atrium's westernmost interior building. Glass facades surround the visitor center (Figure 18) and are contiguous with the atrium's vertical south façade (Figure 17). The eastern and western ends of the atrium are closed off via large vertical predominantly glazed facades that are approximately 45–50 feet tall (Figure 18).

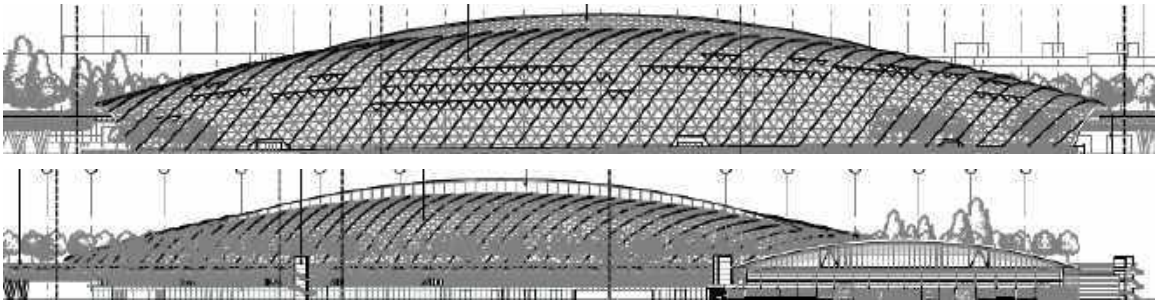


Figure 17. Conceptual drawings of the north façade (top) and south façade (bottom) of the atrium. Trees to be planted along the north façade are not shown.

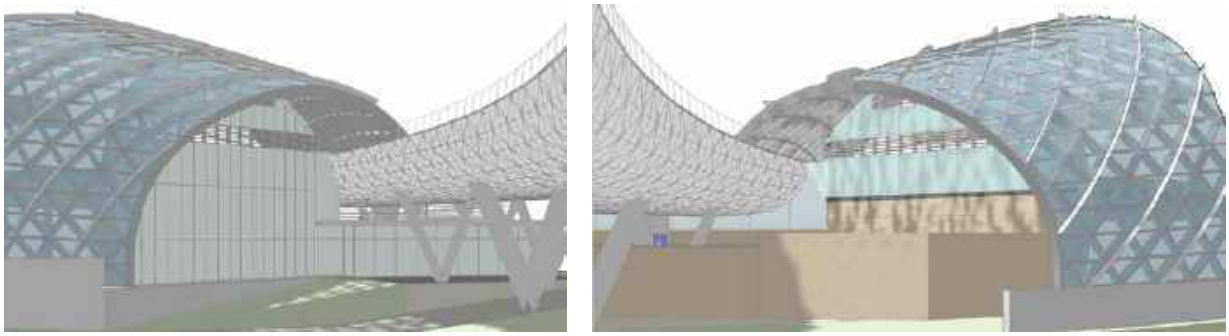


Figure 18. An illustration of the appearance of the vertical glass facades at the western (left) and eastern (right) ends of the atrium.

Figure 19 provides illustrative overhead views of proposed vegetation on each level inside the atrium. The vegetation in the atrium's interior will be similar in character to the exterior vegetation described in Section 3.2 (i.e., predominantly nonnative plant species).

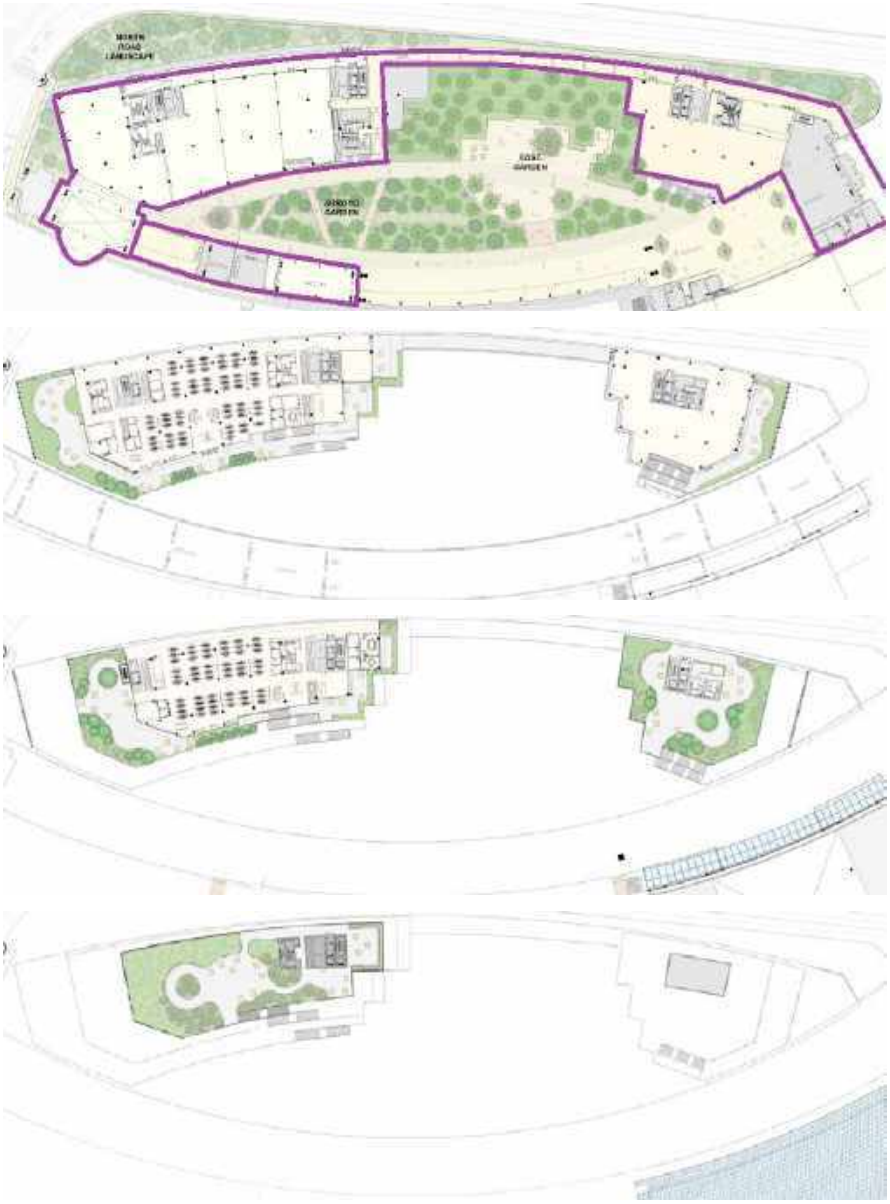


Figure 19. From top to bottom, illustrative views of landscape vegetation on Levels 1, 2, 3, and 4 of the atrium's interior. The interior building footprints and the connection between them are outlined in purple on the top image.

One four-story building and one three-story building will be located within the atrium, and the atrium's north façade composes the north façades of these buildings (Figure 19). These buildings incorporate vegetated terraces approximately 37 feet high on Level 2, 56 feet high on Level 3, and (on the westernmost building only) 75 feet high on Level 4 (Figure 19). A raised walkway connects the two buildings at Level 2 along the atrium's north facade; the area beneath the raised walkway is open with the exception of structural support beams. A security office and café with glass facades will be located beneath the elevated park; however, no interior structures will be located along the atrium's south façade; rather, this area will consist of open space gardens

with landscape vegetation and pedestrian pathways (Figure 19). An approximately 12.5-foot tall vertical glass façade is present along the base of the atrium's south facade beneath the elevated park, with several doorways/entrances that connect with the Town Square and courtyards to the south. As mentioned above and discussed in Section 5.4, a passageway directly connects the atrium with the event building to the south. In addition, a visitor center with glazed facades and a glazed entrance in the shape of a half-circle projects outwards from beneath the elevated park near the atrium's western end, connecting the interior building with the Town Square to the south, and a security office and café with glazed facades are located immediately east of this entrance beneath the elevated park (Figure 19). The only vegetation proposed beneath the elevated park consists of small low interior planters adjacent to the event building near the eastern end of the atrium and small low exterior planters adjacent to a bicycle parking area near the western end of the atrium.

The potential for avian collisions differs between the north, south, east, and west facades of the atrium due to differences in the designs of these facades; the habitats located opposite the façades; and the presence, location, and orientation of interior vegetation, structures, and features within the atrium. Due to these differences, Sections 5.5.1.2, 5.5.1.3, and 5.5.1.4 provide separate assessments of the frequency of bird collisions with the north, south, and east/west facades of the atrium, respectively. The atrium will be sealed such that birds are not expected to be able to enter the atrium's interior; as a result, bird collisions with the interior surfaces of the atrium and/or building facades within the atrium would not occur, and no bird-safe treatment of glazing inside the atrium would be necessary.

5.5.1.2 North Façade

Birds using habitats or descending from migration flights to the north of the site may be attracted to the exterior landscape vegetation along the northern façade of the atrium. There is also some potential for higher-flying birds (e.g., birds descending from migration) to be attracted to the interior vegetation within the atrium; however, the visibility of this interior vegetation to birds located north of the structure will be very limited for the following reasons: (1) interior structures located along the northern facade of the atrium will block the view of the majority of interior vegetation from the north, and (2) the articulated shape of the atrium's facades will substantially reduce the visibility of interior vegetation to birds.

The majority of interior vegetation planted on Level 1 of the atrium's interior will be entirely screened from view to birds located at grade level to the north by the presence of interior buildings along the northern periphery of the atrium (Figure 19). Although some interior trees will be partially visible to birds to the north beneath the walkway that connects the two interior buildings, most will be blocked from view by terraces of the East Garden. No exterior trees will be planted immediately adjacent to the atrium's north façade along the East Garden such that birds would be attracted to this section of the façade where they would be able to see interior vegetation within the East Garden.

Some interior trees planted on roof terraces on Levels 2, 3, and 4 of interior buildings will be visible to birds from the north; however, all trees on these terraces will be set back from the atrium's north façade by approximately 20 feet on Levels 2 and 3, and 25 feet on Level 4 (Figure 19). As a result, birds using exterior

vegetation and trees north of the atrium will have limited line-of-sight views to interior trees at grade level and no line-of-sight views to trees on rooftops. This reduces the potential for bird collisions with the atrium's north façade by blocking direct "flight paths" for birds between interior and exterior vegetation.

The articulated structure of the atrium is a beneficial project feature that will substantially reduce the visibility of all interior vegetation to birds, especially from a distance (Figure 20), reducing the likelihood that birds will collide with glazing on the north façade (in any location) because they are attempting to reach interior vegetation. The architect for the Willow Village atrium has indicated that a good comparison, with respect to birds' ability to view vegetation inside the atrium, is the Jewel Changi Airport in Singapore (Figure 20), which was also designed by the same architecture firm. Although the Jewel Changi Airport building also contains extensive vegetation in its interior, like the Jewel Changi Airport building, the articulated glass surface and fins at the Willow Village atrium (see Figure 21) would combine to mask the visibility of that vegetation, so that birds flying outside the Willow Village atrium will not be able to clearly see, and therefore will not be attracted to, interior vegetation.



Figure 20. The Jewel Changi Airport building, which has a comparable design and exterior appearance to the proposed atrium. Although extensive vegetation is present inside this building, it is largely invisible from outside the atrium.

Fin-like mullions on the exterior surface of the atrium's façade are a beneficial project feature that will help break up the smooth surface and increase the visibility of the façade to birds (Figure 21). As a result, birds located north of the atrium that are attracted to the project site are more likely to view the atrium as a solid structure and are less likely to collide with the atrium.

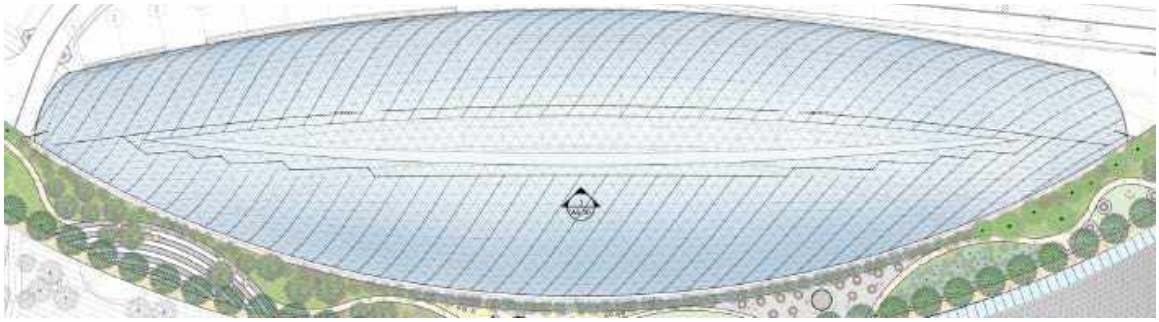


Figure 21. Fin-like mullions on the exterior surface of the conceptual north and south facades of the atrium will break up the smooth surface and increase the visibility of the facades to birds, especially from a distance.

5.5.1.3 South Façade

Birds are expected to be attracted to exterior landscape vegetation along the south side of the atrium, especially at the elevated park located immediately adjacent to the atrium's south façade. Vegetation will also be present in open space courtyards and at the Town Square to the south, and some birds are expected to be attracted to these areas as well. Interior vegetation consisting of small low planters adjacent to the event building will be present below the elevated park; these planters will be screened from the outside by the event building and an adjacent enclosed room, and hence will not be directly visible to birds on the atrium's exterior. Additional exterior vegetation proposed beneath the elevated park consists of small low planters adjacent to a bicycle parking area near the western end of the south façade.

The visibility of vegetation within the glass atrium to birds using vegetation at the elevated park will be limited for the following reasons: (1) interior solar shades will block the view of interior vegetation from the south in certain locations, and (2) the articulated shape of the atrium's façades will substantially reduce the visibility of interior vegetation to birds, as indicated in Figure 20. In addition, vegetation located at the elevated park will be planted immediately adjacent to glass, as feasible, so that birds' flight speeds may be reduced as they approach the glazing, further reducing the potential for collisions.

Interior operable, suspended solar shades along a large portion of the south façade are a beneficial project feature that will block views of interior vegetation to birds located south of the atrium (Figure 22). As a result, birds using exterior vegetation and trees or flying in certain areas south of the atrium (i.e., areas from which the solar shades block views of vegetation in the atrium's interior) will not have line-of-sight views to interior vegetation where these shades are present. This reduces the potential for bird collisions with portions of the atrium's south façade by preventing that interior vegetation from being a strong attractant to birds. However, birds located elsewhere along the south façade (i.e., areas where the solar shades do not block views of vegetation in the atrium's interior) would have line-of-sight views to interior vegetation. As discussed above for the north façade, the articulated structure of the atrium will substantially reduce the visibility of interior vegetation to birds on the atrium's south facade, especially from a distance (Figure 20), reducing the likelihood

that birds will collide with glazing on the south façade because they are attempting to reach interior vegetation. In addition, fin-like mullions on the exterior surface of the façade will help break up the smooth surface and increase the visibility of the façade to birds (Figure 21).

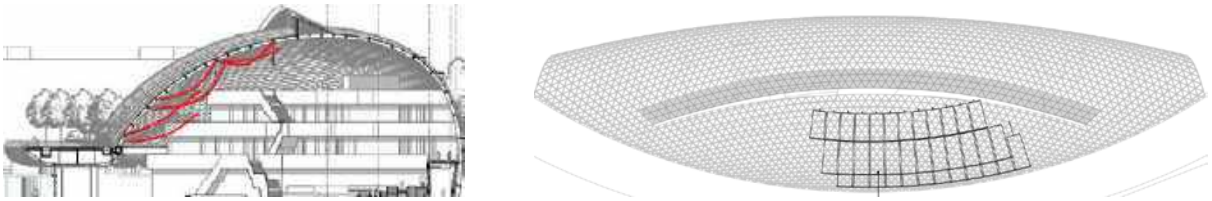


Figure 22. Interior sail shades, shown in red on the left cross-section image, are located along portions of the south façade of the atrium and will block views of interior vegetation to birds located at the elevated park or flying overhead. The approximate extent of the sail shades is shown in dark gray on the right (overhead) image.

To the extent feasible, exterior vegetation at the elevated park will be planted such that high-branching clear-stemmed trees are set back from the glass façade, and dense trees, shrubs, and other plants would be located immediately adjacent to glass facades (Figure 23). As discussed above, we expect this planting strategy to reduce the frequency of collisions with glazing that is immediately adjacent to the vegetation by obscuring reflections of the vegetation in glazing, and to reduce fatal collisions by reducing birds' flight speed if they should fly into the glass. However, even with this orientation of plantings, (1) birds may still be killed or injured even when they fly into windows at relatively low speeds; (2) the vegetation only reduces the collision hazard where it is dense very close to the façade, and not in adjacent areas; and (3) vegetation is not uniformly shaped, and grows or is trimmed back over time, and so does not provide uniform or consistent protection for entire facades over time. As a result, while this strategy represents a good practice for bird-safe design, collisions with the facades adjacent to the elevated park are still expected to occur.

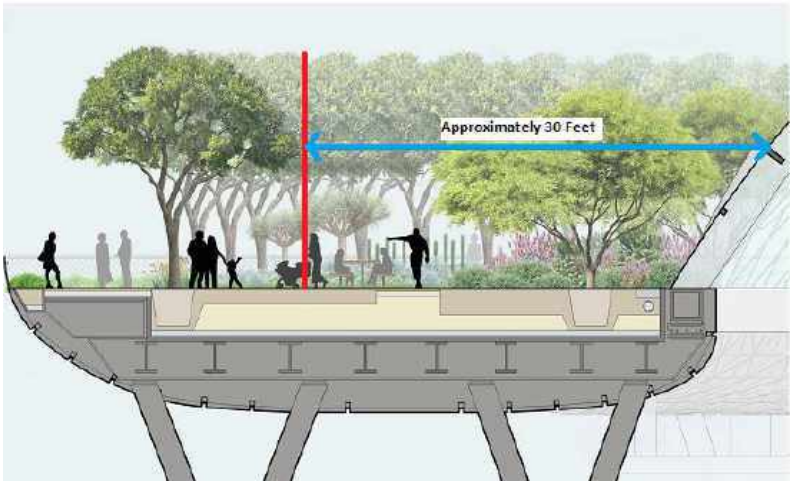


Figure 23. To the extent feasible, vegetation at the elevated park south of the site will be planted such that trees are set back from the glass façade, and dense shrubs and plants are located immediately adjacent to glass facades.

We expect potential bird collisions with the approximately 12.5-foot tall vertical glass façade beneath the elevated park to be reduced due to the following:

- The elevated park is approximately 50–65 feet wide, and trees on Level 1 within the atrium will be set back approximately 50 feet from the vertical glass façade. The resulting more than 50-foot distance of separation is expected to reduce the visibility of trees in the atrium to birds in the Town Square and courtyard.
- Birds would need to traverse more than 50 feet of minimally vegetated areas to attempt to travel in between trees in the Town Square/courtyard and the atrium's interior. Although some birds are expected to attempt to travel along this flight path, in our professional opinion the majority of birds will choose to travel to the immediately adjacent trees at the elevated park due to the closer proximity of these resources.
- A recent study (Riding et al. 2020) found that glass facades located at porticos (i.e., areas where an overhang creates a covered paved walkway, such as beneath the elevated park) have relatively low collision rates compared to other façade types. Thus, the overhang created by the elevated park, in combination with the lack of vegetation beneath the park, is expected to reduce the potential for collision risk.

Nevertheless, due to the presence of vegetation on either side of the atrium's south facade, birds are expected to collide with glazing on this façade when attempting to reach vegetation inside the atrium. Based on the project plans, this is especially true where vegetation on the Level 2 and 3 terraces are located adjacent to the atrium's south façade, because both of these areas are elevated at similar heights (Figure 19).

5.5.1.4 East and West Facades

Birds are expected to be attracted to exterior landscape vegetation along the east and west sides of the atrium. Within the atrium, Level 1 immediately adjacent to the west façade consists of the interior of a building, Level 2 consists of a vegetated roof terrace set back 30 feet from the facade, and Levels 3 and 4 consist of open air with vegetated roof terraces set back farther from the façade (Figure 19). Within the atrium immediately adjacent to the east façade, Level 1 consists of the interior of a building, Level 2 consists of a vegetated roof terrace set back 30 feet from the facade, Level 3 consists of open air with a vegetated roof terrace set back farther from the façade, and Level 4 consists of open air with an unvegetated roof terrace (Figure 19). Vegetation on the Level 2 terraces will be directly visible to birds using landscape vegetation in exterior areas east and west of the atrium. Vegetation on the Level 3 terraces will have limited visibility to birds east and west of the building due to the height of these terraces and because they are set back from the facades (Figure 19). Vegetation on the Level 4 terrace on the westernmost building is not expected to be visible to birds through the atrium's west façade (Figure 19).

Due to the presence of vegetation on either side of the atrium's east and west facades, birds are expected to collide with glazing on these facades when attempting to reach vegetation inside the atrium, especially at the Level 2 and 3 terraces.

5.5.2 Compliance with City Bird-Safe Design Requirements

To address collision risk with the atrium in part, the project will comply with City bird-safe design requirements, with appropriate waivers, as permitted by the City bird-safe design requirements.

5.5.2.1 Requirements for which No Waiver is Requested

As currently proposed, the atrium anticipates complying with City bird-safe design requirements A–D and G without requesting waivers; requirements A–D are listed below. Where the project's bird-safe design strategy is more specific than the City's requirements, sub-bullets specify how the project will comply with those requirements.

A. No more than 10% of facade surface area shall have non-bird-friendly glazing.
    - Specifically, all portions of the atrium shall be treated with a bird-safe glazing treatment with the exception of the vertical façade on the south side of the atrium below the elevated park. The area of untreated glazing shall be no more than 10% of the total surface area of the atrium.

B. Bird-friendly glazing includes, but is not limited to, opaque glass, covering the outside surface of clear glass with patterns, paned glass with fenestration, frit or etching patterns, and external screens over nonreflective glass. Highly reflective glass is not permitted.
    - Specifically, to reduce reflections of clouds and vegetation in glass and help ensure that bird-safe treatments on the lower surfaces of glass are visible below any reflections, all glazing on the atrium will have a visible reflectance of 15% or lower.

D. Placement of buildings shall avoid the potential funneling of flight paths towards a building facade.

Discussion of project compliance with City requirement C, related to occupancy sensors, is provided in Section 6.2.2 below.

5.5.2.2 Requirements for which Waivers will be Requested

Waivers Requested. As currently proposed, the project anticipates complying with the City's bird-safe design requirements E and F by requesting waivers for the atrium, as permitted by the City bird-safe design requirements. These waivers are requested in order for the project to achieve design excellence. City requirements E and F are as follows:

E. Glass skyways or walkways, free-standing (see-through) glass walls and handrails, and transparent building corners shall not be allowed.

F. Transparent glass shall not be allowed at the rooflines of buildings, including in conjunction with roof decks, patios and roofs with landscape vegetation.

Alternative City Measures Proposed. As an alternative to these requirements, to ensure that the project meets the City's intent of designing bird-safe buildings and addresses high-risk collision hazards, the project proposes to implement the following alternative City measures for the atrium:

- All glazed features of the atrium with clear sight lines between vegetation on either side of the feature (e.g., at glazed corners) shall be 100% treated with a bird-safe glazing treatment. Transparent building corners shall be treated in all locations where it is possible to see through to the other side of the visitor center.
- If free-standing glass railings are included in the project design in exterior areas adjacent to the atrium (e.g., at the elevated park), all glazing on free-standing glass railings shall be 100% treated with a bird-safe glazing treatment.
    - Specifically, all glazing on free-standing glass railings in exterior areas adjacent to the atrium shall have a Threat Factor (see footnote 1 above) less than or equal to 15. This Threat Factor is relatively low (and the effectiveness of the bird-safe treatment correspondingly high) due to the relatively high risk of bird collisions with free-standing glass railings.
- All transparent glass at the rooflines of the atrium adjacent to roof decks (i.e., the elevated park) will be 100% treated with a bird-safe glazing treatment. The only untreated glazing on the atrium will be located on the vertical façade beneath the elevated park, which does not create a collision hazard due to landscape vegetation on roofs.

In lieu of complying with City requirements E and F per se, this proposed approach would reduce bird collisions at the locations where bird collisions are most likely to occur and, in our professional opinion, adequately meet the objective of the City's requirements (i.e., to minimize bird collisions with the buildings). Therefore, the requested waivers to the City's bird-safe design requirements are appropriate. Alternatively, if the City does not grant a waiver for requirements E and F, the project will comply with these City requirements.

5.5.3 Additional Mitigation Measures Proposed Under CEQA

Due to the unique design of the atrium, compliance with City bird-safe design requirements (either via compliance with the listed requirements or by requesting waivers, as permitted by the City bird-safe design requirements, and proposing alternative City measures, where appropriate) may not reduce collision impacts with this structure sufficiently to avoid significant impacts under CEQA, and therefore these impacts may be potentially significant even with incorporation of the alternative City measures provided in Section 5.5.2 above. Therefore, additional CEQA mitigation measures are necessary to reduce impacts. With the implementation of the following mitigation measures, which go above and beyond the City's bird-safe design requirements as well as the alternative City measures, impacts due to bird collisions with the atrium will be reduced to less-than-significant levels under CEQA, in our professional opinion.

- **Mitigation Measure 1.** The project shall treat 100% of glazing on the 'dome-shaped' portions of the atrium's façades (i.e., all areas of the north façade, and all areas of the south façade above the elevated park)

with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor (see footnote 1 above) of 15 or lower.

Because a Threat Factor is a nonlinear index, its value is not equivalent to the percent reduction in collisions that a glazing product provides. However, products with lower threat factors result in fewer bird collisions. Because the City's bird-safe design requirements (and requirements of other municipalities in the Bay Area) do not specify the effectiveness of required bird-safe glazing, Mitigation Measure 1 goes above and beyond what would ordinarily be acceptable to the City, as well as what is considered the industry standard for the Bay Area.

- **Mitigation Measure 2.** The project shall treat 100% of glazing on the atrium's east and west facades with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor[1] of 15 or lower.

- **Mitigation Measure 3.** Interior trees and woody shrubs will be set back from the atrium's east, west, and non-sloped (i.e., vertical/perpendicular to the ground) portions of the south facades by at least 50 feet to reduce the potential for collisions with these facades due to the visibility of interior trees. This 50-foot distance is greater than the distance used in the project design for the north and sloped portions of the south facades (e.g., 20-25 feet for the north façade) due to the vertical nature of the east, west, and non-sloped portions of the south facades, as opposed to the articulated nature of the north and sloped portions of the south facades (which is expected to reduce the visibility of internal vegetation to some extent), as well as the direct line-of-sight views between interior and exterior vegetation through the east, west, and non-sloped portions of the south facades compared to the north façade (where internal vegetation is elevated above exterior vegetation). Interior trees and shrubs that are not visible through the east, west, and south facades may be planted closer than 50 feet to glass facades.

- **Mitigation Measure 4.** Because the glass production process can result in substantial variations in the effectiveness of bird-safe glazing, a qualified biologist will review physical samples of all glazing to be used on the atrium to confirm that the bird-safe frit will be visible to birds in various lighting conditions, and is expected to be effective.

- **Mitigation Measure 5.** The project shall monitor bird collisions around the atrium for a minimum of two years following completion of construction of the atrium to identify if there are any collision "hotspots" (i.e., areas where collisions occur repeatedly).

  A monitoring plan for the atrium shall be developed by a qualified biologist that includes focused surveys for bird collisions in late April–May (spring migration), September–October (fall migration), and mid-November–mid-January (winter) to maximize the possibility that the surveys will detect any bird collisions that might occur. Surveys of the atrium will be conducted daily for three weeks during each of these periods (i.e., 21 consecutive days during each season, for a total of 63 surveys per year). In addition, for the two-year monitoring period, surveys of the atrium will be conducted the day following all nighttime events held in the atrium during which temporary lighting exceeds typical levels (i.e., levels specified in the International Dark-Sky Association's defined lighting zone LZ-2 from dusk until 10:00 p.m., or 30% below these levels

from 10:00 p.m. to midnight, as described in Section 6.5 below). The applicant can assign responsibility for tracking events and notifying the biologist when a survey is needed to a designated individual who is involved in the planning and scheduling of atrium events. The timing of the 63 seasonal surveys (e.g., morning or afternoon) will vary on different days to the extent feasible; surveys conducted specifically to follow nighttime events will be conducted in the early morning.

At a frequency of no less than every six months, a qualified biologist will review the bird collision data for the atrium in consultation with the City to determine whether any potential hotspots are present (i.e., if collisions have occurred repeatedly in the same locations). A "potential hotspot" is defined as a cluster of three or more collisions that occur within one of the three-week monitoring periods described above at a given "location" on the atrium. The "location" shall be identified by the qualified biologist as makes sense for the observed collision pattern and may consist of a single pane of glass, an area of glass adjacent to a landscape tree or light fixture, the 8,990 square-foot vertical façade beneath the elevated park, the façade adjacent to vegetation on the elevated park, the atrium's east façade, the atrium's west façade, or another defined area where the collision pattern is observed. "Location" shall be defined based on observations of (1) collision patterns and (2) architectural, lighting, and/or landscape features contributing to the collisions, and not arbitrarily (e.g., by assigning random grids).

If any potential hotspots are found, the qualified biologist will provide an opinion regarding whether the potential hotspot will impact bird populations over the long-term to the point that additional measures (e.g., adjustments to lighting or the placement of vegetation) are needed to reduce the frequency of bird strikes at the hotspot location in order to reduce impacts to a less-than-significant level under CEQA (i.e., whether it constitutes an actual "hotspot"). This will be determined based on the number and species of birds that collide with the atrium over the monitoring period. In addition, a "hotspot" is automatically defined if a cluster of five or more collisions are identified at a given "location" on the atrium within one of the three-week monitoring periods described above. If a hotpot is identified, additional measures will be implemented at the potential hotspot location at the atrium; these may include one or more of the following options in the area of the hotspot depending on the cause of the collisions:

- The addition of a visible bird-safe frit pattern, netting, exterior screens, art, printed sheets, interior shades, grilles, shutters, exterior shades, or other features to untreated glazing (i.e., on the façade below the elevated park) to help birds recognize the façade as a solid structure.
- Installing interior or exterior blinds in the buildings within the atrium to prevent light from spilling outward though glazed facades at night.
- Reducing lighting by dimming fixtures, redirecting fixtures, turning lights off, and/or adjusting programmed timing of dimming/shutoff.
- Replacing certain light fixtures with new fixtures to provide increased shielding or redirect lighting.
- Adjusting or reducing lighting during events.
- Adjusting the timing of events to reduce the frequency of events during certain times of year (e.g., spring and/or fall migration) when relatively high numbers of collisions occur.

- Adjusting landscape vegetation by removing, trimming, or relocating trees or other plants (e.g., moving them farther from glass), or blocking birds' views of vegetation through glazing (e.g., using a screen or other opaque feature).

If modifications to the atrium are implemented to reduce collisions at a hotspot, one year of subsequent focused monitoring of the hotspot location will be performed to confirm that the modifications effectively reduce bird collisions to a less-than-significant level under CEQA. This monitoring may or may not extend beyond the two-year monitoring period described above, depending on the timing of the hotspot detection.

It is our understanding that the project proposes to use a frit consisting of ¼-inch white dots spaced in a 2x2-inch grid (i.e., similar in specifications to the Solyx SX-BSFD Frost Dot Bird Safety Film product rated with a Threat Factor of 15 by the American Bird Conservancy) for all treated façade areas on the atrium. We further understand that the atrium's glazing will have a dark gray thermal frit treatment (e.g., dark dots incorporated into the glass) in addition to the lighter-toned frit pattern that composes the bird-safe treatment. The extent of thermal frit will vary from the lower portions of the atrium to the upper portions of the atrium, with the upper portions incorporating more extensive (i.e., greater percent cover) thermal frit. Based on our review of preliminary physical glass samples supporting potential combinations of thermal frit and bird-safe frit, provided by the project team, it is our opinion that the combination of the bird-safe frit treatment with the thermal frit would produce very low Threat Factors (Figure 24). We are unaware of any glazing products that incorporate thermal frit patterns and have been assigned a Threat Factor by the American Bird Conservancy; however, the U.S. Green Building Council allows Threat Factors to be determined via any of the following options: (1) using a glass product that has been tested and rated by the American Bird Conservancy; (2) using a glass product with the same characteristics as a product that has been tested and rated by the American Bird Conservancy; or (3) using a glass product that has not been tested and rated, and asking the American Bird Conservancy to provide their opinion regarding an appropriate Threat Factor. We reached out to Dr. Christine Sheppard at the American Bird Conservancy to request her concurrence that the presence of the solar frit would not reduce the effectiveness of the bird-safe frit (and may even increase the effectiveness of the bird-safe frit). Dr. Sheppard responded in an email dated April 9, 2021 agreeing that the solar frit should make the lighter bird-safe frit dots more visible, and the proposed bird-safe treatment would have a Threat Factor of 15 as long as the bird-safe frit dots are ¼-inch in diameter (Sheppard 2021). Thus, the proposed bird-safe glazing treatment is appropriate for the atrium facades and goes above and beyond the City's minimum requirements, as well as the local standard for the San Francisco Bay Area.



Figure 24. Two preliminary glass samples that combine the dark gray thermal frit and lighter-toned bird-safe frit were reviewed by H. T. Harvey & Associates. The frit on these samples had very good visibility in different lighting conditions due to the contrast between the light and dark frit, and in our professional opinion are likely to reduce bird collisions with the atrium.

It is our understanding that only the proposed 12.5-foot tall vertical glazed facades on the south side of the atrium will remain untreated. This untreated area is relatively large (approximately 8,990 square feet, per the August 2021 ACPs); however, it will be less than 10% of the entire façade area in compliance with City bird-safe design requirements. Some collisions with this glazing are expected to occur when birds attempt to fly from trees and vegetation within the Town Square and courtyard located south of the elevated park to trees and vegetation within the atrium. As discussed above, because trees on either side of the untreated vertical glass façade will be separated by a distance of approximately 50 feet, and because the vertical glazed façade is located beneath the elevated park (creating a 'portico'), it is our opinion that the potential for collisions with this glazing would be low.

5.5.4 CEQA Impacts Summary

The atrium will comply with the City's bird-safe design requirements by implementing requirements A–D and G, requesting waivers for requirements E and F, as permitted by the City bird-safe design requirements, and implementing alternative City measures for requirements E and F. Compliance with requirement C is discussed in Section 6.2.2 below. In addition, the project will implement Mitigation Measures 1–5 above to reduce impacts to less-than-significant levels under CEQA. As stated above, with compliance with City requirements (including the implementation of proposed alternative City measures) and Mitigation measures 1–5 above, it is our professional opinion that project impacts due to bird collisions with the atrium would be less than significant under CEQA.

A subsequent report prepared by a qualified biologist will accompany the final ACP for the atrium. It is our understanding based on coordination with the design team that (1) the final ACP design for the atrium will

substantially conform with the designs reviewed for this report, such that our analysis and conclusions are expected to be valid for the final design; (2) the proposed bird-safe treatments within the areas where such treatments are expected to be necessary are feasible; and (3) the project will implement alternative City measures and CEQA mitigation measure as described herein. Nevertheless, because the designs and renderings for the atrium were based on conceptual CDP plans and preliminary ACP designs, a qualified biologist shall review the final ACP for the atrium to confirm that the alternative City measures and CEQA mitigation measures described herein , or other alternative measures reasonably acceptable to the qualified biologist (see footnote 2 above) are incorporated into the final design such that project impacts due to bird collisions are reduced to less-than-significant levels under CEQA as described herein.

Section 6. Assessment of Lighting Impacts on Birds

6.1 Overview of Potential Impacts on Birds from Artificial Lighting

Numerous studies indicate that artificial lighting associated with development can have an impact on both local birds and migrating birds. Below is an overview of typical impacts on birds from artificial lighting, including lighting impacts related to general site lighting conditions and up-lighting.

6.1.1 Impacts Related to General Site Lighting Conditions

Evidence that migrating birds are attracted to artificial light sources is abundant in the literature as early as the late 1800s (Gauthreaux and Belser 2006). Although the mechanism causing migrating birds to be attracted to bright lights is unknown, the attraction is well documented (Longcore and Rich 2004, Gauthreaux and Belser 2006). Migrating birds are frequently drawn from their migratory flight paths into the vicinity of an artificial light source, where they will reduce their flight speeds, increase vocalizations, and/or end up circling the lit area, effectively "captured" by the light (Herbert 1970, Gauthreaux and Belser 2006, Sheppard and Phillips 2015, Van Doren et al. 2017). When birds are drawn to artificial lights during their migration, they may become disoriented and possibly blinded by the intensity of the light (Gauthreaux and Belser 2006). The disorienting and blinding effects of artificial lights directly impact migratory birds by causing collisions with light structures, buildings, communication and power structures, or even the ground (Gauthreaux and Belser 2006). Indirect impacts on migrating birds might include orientation mistakes and increased length of migration due to light-driven detours.

6.1.2 Impacts Related to Up-Lighting

Up-lighting refers to light that projects upwards above the fixture. There are two primary ways in which the luminance of up-lights might impact the movements of birds. First, local birds using habitats on a site may become disoriented during flights among foraging areas and fly toward the lights, colliding with the lights or with nearby structures. Second, nocturnally migrating birds may alter their flight direction or behavior upon seeing lights; the birds may be drawn toward the lights or may become disoriented, potentially striking objects such as buildings, adjacent power lines, or even the lights themselves. These two effects are discussed separately below.

Local Birds. Seabirds may be especially vulnerable to artificial lights because many species are nocturnal foragers that have evolved to search out bioluminescent prey (Imber 1975, Reed et al. 1985, Montevecchi 2006), and thus are strongly attracted to bright light sources. When seabirds approach an artificial light, they seem unwilling to leave it and may become "trapped" within the sphere of the light source for hours or even days, often flying themselves to exhaustion or death (Montevecchi 2006). Seabirds using habitats associated with the San Francisco Bay to the north include primarily gulls and terns. Although none of these species are primarily nocturnal foragers, there is some possibility that gulls, which often fly at night, may fly in areas where they

would be disoriented by project up-lights under conditions dark enough that the lights would affect the birds. Shorebirds forage along the San Francisco Bay nocturnally as well as diurnally, and move frequently between foraging locations in response to tide levels and prey availability. Biologists and hunters have long used sudden bright light as a means of blinding and trapping shorebirds (Gerstenberg and Harris 1976, Potts and Sordahl 1979), so evidence that shorebirds are affected by bright light is well established. Though impacts of a consistent bright light are undocumented, it is possible that shorebirds, like other bird species, may be disoriented by a very bright light in their flight path.

Passerine species have been documented responding to increased illumination in their habitats with nocturnal foraging and territorial defense behaviors (Longcore and Rich 2004, Miller 2006, de Molenaar et al. 2006), but absent significant illumination, they typically do not forage at night, leaving them less susceptible to the attraction and disorientation caused by luminance when they are not migrating.

Migrating Birds. Hundreds of bird species migrate nocturnally in order to avoid diurnal predators and minimize energy expenditures. Bird migration over land typically occurs at altitudes of up to 5,000 feet, but is highly variable by species, region, and weather conditions (Kerlinger 1995, Newton 2008). In general, night-migrating birds optimize their altitude based on local conditions, and most songbird and soaring bird migration over land occurs at altitudes below 2,000 feet while waterfowl and shorebirds typically migrate at higher altitudes (Kerlinger 1995, Newton 2008).

It is unknown what light levels adversely affect migrating birds, and at what distances birds respond to lights (Sheppard and Phillips 2015). In general, vertical beams are known to capture higher numbers of birds flying at lower altitudes. High-powered 7,000-watt (equivalent to 105,000-lumen) spotlights that reach altitudes of up to 4 miles (21,120 feet) in the sky have been shown to capture birds migrating at varying altitudes, with most effects occurring below 2,600 feet (where most migration occurs); however, effects were also documented at the upper limits of bird migration at approximately 13,200 feet (Van Doren et al. 2017). A study of bird responses to up-lighting from 250-watt (equivalent to 3,750-lumen) spotlights placed on the roof of a 533-foot tall building and directed upwards at a company logo documented behavioral changes in more than 90% of the birds that were visually observed flying over the building at night (Haupt and Schillemeit 2011). One study of vertical lights projecting up to 3,280 feet found that higher numbers of birds were captured at altitudes below 650 feet, but this effect was influenced by wind direction and the birds' flight speed (Bolshakov et al. 2013). These studies have not analyzed the capacity for vertical lights to attract migrating birds flying beyond their altitudinal range, and the potential for the project up-lights to affect birds flying at various altitudes is unknown. Thus, birds that encounter beams from up-lights are likely to respond to the lights, and may become disoriented or attracted to the lights to the point that they collide with buildings or other nearby structures, but the range of the effect of the lights is unknown.

Observations of bird behavioral responses to up-lights indicate that their behaviors return to normal quickly once up-lights are completely switched off (Van Doren et al. 2017), but no studies are available that demonstrate bird behavioral responses to reduced or dimmed up-lights. In general, up-lights within very dark areas are more

likely to "capture" and disorient migrating birds, whereas up-lights in brightly lit areas (e.g., highly urban areas, such as Menlo Park) are less likely to capture birds (Sheppard 2017). Birds are also known to be more susceptible to capture by artificial light when they are descending from night migration flights in the early mornings compared to when they ascend in the evenings; as a result, switching off up-lights after midnight can minimize adverse effects on migrating birds (Sheppard 2017). However, more powerful up-lights (e.g., 3,000 lumen spotlights) may create issues for migrating birds regardless of the time of night they are used (Sheppard 2017).

6.2 Lighting Design Principles

To address potential impacts from artificial project lighting, the CDP requires the project to implement (i) certain lighting design principles as well as (ii) the occupancy sensor requirement in the City's bird-safe design requirements, as described below. For all Master Plan components, because the project's lighting plan has not yet been developed, a qualified biologist shall review the final lighting design as part of each ACP to ensure that the lighting design principles provided in Sections 6.2.1 and 6.2.2 below are incorporated into the final design.

The International Dark-Sky Association (2021a) recommends using lighting with a color temperature of no more than 3,000 Kelvins to minimize harmful effects on humans and wildlife. However, the effects of different light wavelengths on various species of birds are not consistent (Owens et al. 2020). Some studies have shown that using blue and green lights may be less disorienting to birds compared to red lights (Poot et al. 2008), but it is known that birds can be disoriented by red lights (Sheppard et al. 2015) and blue lights (Zhao et al. 2020). The American Bird Conservancy's Bird-Friendly Building Design guidance states that manipulating light color shows promise in its potential to reduce bird collisions with buildings, but additional study is needed to determine what colors should be used (Sheppard and Phillips 2015). Instead, the American Bird Conservancy recommends reducing exterior building and site lighting, which has been proven to reduce bird mortality (Sheppard and Phillips 2015). The City of San Francisco's Standards for Bird-Safe Buildings recommends that project proponents "consider" reducing red wavelengths where lighting is necessary, but this measure is not required; rather, they require avoidance of uplighting in lighting designs (San Francisco Planning Department 2011). As a result, the principles provided in Sections 6.5.2.1 to 6.4.2.4 below focus on minimizing lighting, rather than restricting lighting temperatures. Reducing, shielding, and directing lights on the project site and avoiding uplighting effectively limits the effects of lights by minimizing skyglow and the spillage of light outwards into adjacent natural areas, and is consistent with local (City of San Francisco) and national (American Bird Conservancy) standards for minimizing bird collisions.

6.2.1 Design Principles

The advancement of luminaires has substantially improved lighting design in recent years, and the project will employ a scientific approach to reduce overall lighting levels as well as Backlight, Up-light, and Glare ("BUG") ratings for individual fixtures to avoid and minimize the lighting impacts on birds discussed above. Accordingly, the CDP requires the following design principles to avoid and minimize potential lighting impacts on birds:

- Fixtures shall comply with lighting zone LZ-2, *Moderate Ambient*, as recommended by the International Dark-Sky Association (2011) for light commercial business districts and high-density or mixed-use residential districts. The allowed total initial luminaire lumens for the Master Plan area is 2.5 lumens per square foot of hardscape, and the BUG rating for individual fixtures shall not exceed B3-U2-G2, as follows:
    - B3: 2,500 lumens high (60–80 degrees), 5,000 lumens mid (30–60 degrees), 2,500 lumens low (0–30 degrees)
    - U2: 50 lumens (90–180 degrees)
    - G2: 225 lumens (forward/back light 80–90 degrees), 5,000 (forward 60–80 degrees), 1,000 (back light 60–80 degrees asymmetrical fixtures), 5,000 (back light 60–80 degrees quadrilateral symmetrical fixtures)
- Unshielded fixtures, flood lights, drop and sag lens fixtures, unshielded bollards, widely and poorly aimed lights, and searchlights shall be avoided. All lights shall be well-shielded and aimed appropriately to minimize up-light and glare. The materials of illuminated objects shall be considered to minimize up-lighting effects, and low-glare lighting shall be prioritized (e.g., fixtures shall be aimed no more than 25 degrees from vertical).
- Full cutoff fixtures, shielded fixtures, shielded walkway bollards, shielded and properly aimed lights, and flush-mounted fixtures will be encouraged. Full glare control and concealed sources shall be provided to minimize light trespass.
- Lighting controls such as automatic timers, photo sensors, and motion sensors shall be used. Luminaires not on emergency controls shall have occupancy sensors and an astronomic time clock.
- Low-level and human-scale lighting shall be prioritized while emphasizing areas of activity.
- All exterior luminaires shall be dimmable, and overall brightness at night shall be minimized.
- Exterior lighting along the perimeter of the Master Plan area shall be minimized.
- Soft transitions and low contrast shall be created between lighter and darker exterior spaces.
- Interior office lighting shall be directed and shielded to light task areas and minimize spillage outside of buildings.
- All energy efficiency standards shall be met.

With the adoption of these principles, the potential for lighting impacts on birds will be greatly reduced. In our professional opinion, compliance these design principles will reduce impacts due to overall lighting levels on birds to less-than-significant levels under CEQA. However, because the project lighting design has not yet been developed, and due to the sensitivity of the Master Plan area (which faces habitats along the San Francisco Bay) as well as the potential for collisions with certain project components (e.g., the atrium and stair/elevator towers), additional mitigation measures are needed in the absence of a finalized design to ensure that impacts of project lighting on birds are reduced to less-than-significant levels (see Section 6.3.1.2 below).

6.2.2 City Occupancy Sensor Requirements

As currently proposed, the project anticipates complying with City bird-safe design requirement C by implementing the requirement as stated or by requesting waivers where compliance is not feasible, as permitted by the City bird-safe design requirements. City requirement C is as follows:

C. Occupancy sensors or other switch control devices with an astronomic time clock shall be installed on nonemergency lights and programmed to shut off during non-work hours and between 10:00 p.m. and sunrise.

For the purpose of this report, we assume that the City intends this requirement to apply to interior lights only. No additional lighting measures are required as part of the City's bird-safe design requirements.

The two buildings inside the atrium, visitor center, Town Square retail pavilion, event building, Office Buildings 01–06, stair/elevator towers, security pavilions, North Garage, South Garage, hotel, and mixed-use buildings shall comply with City occupancy sensor requirements where feasible. However, occupancy sensors may not be feasible in some areas (e.g., because the space is occupied 24 hours per day). In addition, events at the atrium may extend later than 10:00 p.m. The applicant shall request waivers for areas where occupancy sensors are not feasible, as well as for events that extend later than 10:00 p.m., as permitted by the City bird-safe design requirements.

Alternative City Measures Proposed. As an alternative to this requirement, to ensure that the project meets the City's intent of minimizing the spill of lighting outwards from buildings at night and addresses high-risk collision hazards, the project proposes to implement the following alternative City measures to minimize lighting:

- When occupancy sensors are not feasible, the visitor center, Town Square retail pavilion, Office Building 04, event building, and North Garage shall program interior or exterior blinds to close on exterior windows during non-work hours and between 11:00 p.m. and sunrise in order to block lighting from spilling outward from the buildings.
- During events at the atrium, occupancy sensors shall be programmed so that interior lights shut off no later than midnight.
- For the remaining buildings on the project site (i.e., the two buildings within the atrium, hotel, residential/mixed-use buildings; Office Buildings 01, 02, 03, 05, and 06; stair/elevator towers; security pavilions, and the South Garage), if occupancy sensors or other switch control devices are not feasible, and/or interior lights cannot be programmed to shut off during non-work hours and between 10:00 p.m. and sunrise (e.g., because the space is occupied 24 hours per day or is residential), no alternative City measures are proposed.

In lieu of complying with City requirement C per se, this proposed approach would reduce bird collisions at the locations where bird collisions are most likely to occur and, in our professional opinion, adequately meet

the objective of the City's requirements (i.e., to minimize bird collisions with the buildings). Therefore, the requested waivers to the City's bird-safe design requirements are appropriate. Alternatively, if the City does not grant a waiver for requirement C, the project will comply with this requirement.

6.3 Analysis of Potential Impacts on Birds due to Lighting

No detailed information regarding the proposed lighting design for the project was available for review as part of this assessment. Nevertheless, construction of the project will create new sources of lighting on the project site. Lighting would emanate from light fixtures illuminating buildings, building architectural lighting, pedestrian lighting, and artistic lighting. Depending on the location, direction, and intensity of exterior lighting, this lighting can potentially spill into adjacent natural areas, thereby resulting in an increase in lighting compared to existing conditions. Areas to the south, east, and west of the project site are entirely developed as urban (i.e., within a city or town) habitats that do not support diverse or sensitive bird communities that might be substantially affected by illuminance from the project. Birds inhabiting more natural habitat areas along the San Francisco Bay to the north and/or the future vegetated open space areas on the project site may be affected by an increase in lighting. However, the number of shorebirds foraging near or flying over the project site is expected to be relatively low, as shorebirds do not congregate in large numbers at or near the project site.

Thus, lighting from the project has some potential to attract and/or disorient birds, especially during inclement weather when nocturnally migrating birds descend to lower altitudes. As a result, some birds moving along the San Francisco Bay at night may be (1) attracted to the site, where they are more likely to collide with buildings; and/or (2) disoriented by night lighting, potentially causing them to collide with the buildings. Certain migrant birds that use structures for roosting and foraging (such as swifts and swallows) would be vulnerable to collisions if they perceive illuminated building interiors as potential roosting habitat and attempt to enter the buildings through glass walls. Similarly, migrant and resident birds would be vulnerable to collisions if they perceive illuminated vegetation within buildings as potential habitat and attempt to enter a building through glass walls.

Potential impacts on birds due to lighting within the various Master Plan components, as well as applicable CEQA mitigation measures, are discussed Sections 6.3.1 to 6.3.4 below. For purposes of this analysis, Master Plan components are grouped together in these sections based on lighting impacts within these areas as well as the lighting design principles necessary to reduce impacts under CEQA, as follows:

- Master Plan components within the northern portion of the project site (i.e., areas north of Main Street and Office Buildings 03 and 05 surrounding the hotel, Town Square retail pavilion, Office Building 04, event building, and North Garage, but not including buildings within the atrium) are discussed together because lighting within these areas has a greater potential to (1) spill northwards into sensitive habitats along the San Francisco Bay, and (2) attract and/or disorient migrating birds during the spring and fall compared to areas farther south on the project site.

- The stair/elevator towers are discussed separately due to the potential for lighting of these towers to attract birds (especially migrants) towards these structures where they would able to see roosting opportunities behind glazed façades, and potentially collide with the glass.
- Due its unique structure and location along the northern boundary of the project site, the atrium and buildings within the atrium are discussed separately.
- Master Plan components within the southern portion of the project site (i.e., Office Buildings 01, 02, 03, 05, and 06 and the residential/mixed-use buildings) are discussed together because they have a lower potential to affect migrating birds due to the greater distance between these areas and the San Francisco Bay, the extensive opaque facades on these buildings, and the less extensive vegetation present compared to the northern portion of the site.

6.3.1 Potential Impacts due to Lighting within the Northern Portion of the Project Site

6.3.1.1 Description of Potential Impacts

As discussed above, birds inhabiting more natural habitat areas along the San Francisco Bay to the north and/or the future vegetated open space areas on the project site itself may be affected by an increase in lighting on the site. Because buildings within the northern portion of the site are located in closer proximity to natural habitats along the San Francisco Bay as well as proposed extensive vegetation on the project site itself (e.g., at the elevated park), lighting associated with the hotel, Town Square retail pavilion, Office Building 04, event building, and North Garage has a greater potential to (1) spill northwards into sensitive habitats along the San Francisco Bay, and (2) attract and/or disorient migrating birds during the spring and fall, compared to buildings located farther south on the project site. Due to the potential for birds to collide with glazing on these buildings, CEQA mitigation measures to minimize lighting at these locations are provided in Section 6.3.1.2 below to ensure that these impacts are minimized.

6.3.1.2 Additional Mitigation Measures Proposed Under CEQA

Due to the potential for lighting within the northern portion of the project site to affect birds, the City's requirement to include occupancy sensors in the project design (or the alternative City measures provided in Section 6.2.2 above) in combination with the lighting design principles provided in Section 6.2 may not reduce lighting-related impacts within this area sufficiently to avoid significant impacts under CEQA. While the project's lighting design principles provide a general strategy for lighting design and specify a BUG rating for exterior fixtures, these principles are not specific enough to ensure that the spill of lighting upwards and outwards into adjacent natural areas will be minimized to an appropriate level. With the implementation of Mitigation Measures 6–9 below, which provide greater specificity to ensure that lighting impacts are minimized, impacts on birds due to lighting in the northern portion of the site will be reduced to less-than-significant levels under CEQA, in our professional opinion.

For all exterior lighting in the northern portion of the project site (i.e., areas north of Main Street and Office Buildings 03 and 05 surrounding the hotel, Town Square retail pavilion, Office Building 04, event building, and North Garage):

- **Mitigation Measure 6.** To the maximum extent feasible, up-lighting (i.e., lighting that projects upward above the fixture) shall be avoided in the project design. All lighting shall be fully shielded to block illumination from shining upward above the fixture.

  If up-lighting cannot be avoided in the project design, up-lights shall be shielded and/or directed such that no luminance projects above/beyond objects at which they are directed (e.g., trees and buildings) and such that the light would not shine directly into the eyes of a bird flying above the object. If the objects themselves can be used to shield the lights from the sky beyond, no substantial adverse effects on migrating birds are anticipated.

- **Mitigation Measure 7.** All lighting shall be fully shielded to block illumination from shining outward towards San Francisco Bay habitats to the north. No light trespass shall be permitted more than 80 feet beyond the site's northern property line (i.e., beyond the JPB rail corridor).

- **Mitigation Measure 8.** Exterior lighting shall be minimized (i.e., total outdoor lighting lumens shall be reduced by at least 30% or extinguished, consistent with recommendations from the International Dark-Sky Association [2011]) from 10:00 p.m. until sunrise, except as needed for safety and City code compliance.

- **Mitigation Measure 9.** Temporary lighting that exceeds minimal site lighting requirements may be used for nighttime social events. This lighting shall be switched off no later than midnight. No exterior up-lighting (i.e., lighting that projects upward above the fixture, including spotlights) shall be used during events.

6.3.1.3 CEQA Impacts Summary

The project will implement the lighting design principles in Section 6.2 as well as Mitigation Measures 6–9 above and comply with City requirements (either via compliance with requirement C or the implementation of the proposed alternative City measures) to reduce impacts due to lighting in the northern portion of the project site to less-than-significant levels under CEQA. By incorporating these principles and measures, it is our professional opinion that project impacts due to bird collisions with the buildings in the northern portion of the project site would be less than significant under CEQA.

Subsequent reports prepared by a qualified biologist will accompany each of the final ACPs for the hotel, Town Square retail pavilion, Office Building 04, event building, and North Garage. It is our understanding based on considerable coordination with the design team that (1) the proposed lighting design principles, City measures, and mitigation measures are feasible, and (2) the project will implement the lighting design principles, City requirements or alternative City measures, and mitigation measures as described herein. Nevertheless, because detailed information about project lighting design was not available as part of this assessment, a qualified biologist shall review the final ACPs to confirm that the lighting design principles, City requirements or

alternative City measures, and mitigation measures described herein are incorporated into the final design such that project impacts due to bird collisions are reduced to less-than-significant levels under CEQA as described herein.

6.3.2 Potential Impacts Related to the Stair/Elevator Towers

6.3.2.1 Description of Potential Impacts

Five stair/elevator towers connect the plaza south of the atrium with the elevated park. These towers will be lit at night. As discussed above, certain migrant birds that use structures for roosting and foraging (such as swifts and swallows) would be vulnerable to collisions if they perceive illuminated building interiors as potential roosting habitat and attempt to enter the buildings through glass walls. Lighting of these towers is expected to illuminate their interiors, potentially attracting birds (especially migrants) towards these areas when they are able to see roosting opportunities behind glazed façades. Due to the potential for birds to collide with this glazing, CEQA mitigation measures to minimize lighting at these locations are provided in Section 6.3.2.2 below to ensure that impacts due to lighting at stair/elevator towers are minimized.

6.3.2.2 Additional Mitigation Measures Proposed Under CEQA

Due to the potential for lighting within the stair/elevator towers to result in bird collisions, the City's requirement to include occupancy sensors in the project design (or the alternative City measures provided in Section 6.2.2 above) in combination with the lighting design principles provided in Section 6.2 may not reduce collision impacts with these towers sufficiently to avoid significant impacts under CEQA. While the project's lighting design principles provide a general strategy for lighting design and specify a BUG rating for exterior fixtures, these principles are not specific enough to ensure that the spill of lighting outwards from the glass stair/elevator towers will be minimized to an appropriate level. With the implementation of Mitigation Measure 10 below, impacts due to lighting of the stair/elevator towers will be reduced to less-than-significant levels under CEQA, in our professional opinion.

- **Mitigation Measure 10.** Lights shall be shielded and directed so that lighting does not spill outwards from the elevator/stair towers into adjacent areas.

6.3.2.3 CEQA Impacts Summary

The project will implement the lighting design principles in Section 6.2 as well as Mitigation Measure 10 above and comply with City requirements (either via compliance with requirement C or the implementation of the proposed alternative City measures) to reduce impacts due to lighting within the stair/elevator towers to less-than-significant levels under CEQA. By incorporating these principles, requirements, and measures, it is our professional opinion that project impacts due to bird collisions with the stair/elevator towers would be less than significant under CEQA.

Subsequent reports prepared by a qualified biologist will accompany the final ACPs for the project components that include elevator towers (i.e., the hotel, Town Square, Office Building 04, event building, and atrium). It is

our understanding based on considerable coordination with the design team that (1) the proposed lighting design principles, City requirements or alternative City measures, and mitigation measures are feasible; and (2) the project will implement the lighting design principles, City requirements or alternative City measures, and mitigation measures as described herein. Nevertheless, because detailed information about project lighting design was not available as part of this assessment, a qualified biologist shall review the final ACPs to confirm that the lighting design principles, City requirements or alternative City measures, and mitigation measures described herein are incorporated into the final design such that project impacts due to bird collisions are reduced to less-than-significant levels under CEQA as described herein.

6.3.3 Potential Impacts Related to the Atrium

6.3.3.1 Description of Potential Impacts

In addition to the general site lighting impacts and up-lighting impacts discussed above, lighting within the atrium will illuminate interior vegetation and structures. The architectural features described above that are expected to make it difficult for birds to see interior vegetation during daytime would still mask the appearance of interior vegetation at night to some extent. However, if illumination makes interior vegetation more visible to birds (e.g., in early morning or late evening hours when exterior light levels are low), birds that are active between dusk and dawn may fly into the glazing on the atrium where they can see vegetation and/or structures (e.g., for roosting) on the other side of the glass. As discussed above, collisions by resident birds are expected to occur year-round; however, these birds are generally familiar with their surroundings and can be less likely to collide with buildings compared with migrant birds. In addition, resident birds are primarily active during the day. In contrast, nocturnal migrant landbirds may be attracted to lighting, and are less likely to be aware of risks such as glass compared to resident birds. As a result, relatively higher numbers of collisions by birds, especially migrant birds, could occur if vegetation and/or structures within the atrium are made more conspicuous between dusk and dawn due to interior illumination.

Conceptual views of night lighting levels within the atrium are provided in Figure 25. As discussed in Section 5 above, the visibility of interior vegetation to birds is limited within the atrium due to the presence of interior buildings and solar shades that partially block the view of this vegetation from the north and south, respectively. Nevertheless, lighting is expected to illuminate interior vegetation and structures such that they may be visible to birds outside of the atrium as follows:

- Birds located north of the atrium at any elevation will be able to see illuminated interiors of structures within the atrium. Birds flying at elevations 37 feet or higher will be able to see illuminated interior vegetation and structures on rooftops (Figure 19). The presence of exterior trees and other vegetation immediately adjacent to the north façade is expected to screen illuminated interior vegetation less than or equal to the height of these trees to birds from a distance, with the exception of the area along the East Garden (where no trees will be planted along the atrium's north façade).
- Birds located south of the atrium will be able to see illuminated interior structures and vegetation except where interior solar shades are present in between the birds and interior features (Figure 22). In addition,

the presence of exterior trees and other vegetation immediately adjacent to the south façade along the elevated park is expected to screen illuminated interior vegetation less than or equal to the height of these trees to birds from a distance.



Figure 5. Anticipated conceptual lighting conditions within the atrium and immediately surrounding areas during evening hours (top left), events (top right), and after hours (bottom).

Due to the potential for birds to collide with glazing on the atrium if interior structures and vegetation are illuminated, CEQA mitigation measures to minimize the attraction of birds towards the atrium by minimizing light radiating outward from the atrium being perceived as a bright attractant to nocturnal migrants, as well as the illumination of vegetation and structures within the atrium, are provided in Section 6.3.3.2 below to ensure that impacts due to lighting within the atrium are minimized.

6.3.3.2 Additional Mitigation Measures Proposed Under CEQA

Buildings within the Atrium. Due to the potential for interior lighting within the buildings within the atrium to spill outwards to the north and affect birds, the City's requirement to include occupancy sensors in the project design (or the alternative City measures provided in Section 6.2.2 above), in combination with the lighting design principles provided in Section 6.2 above, may not reduce collisions with the atrium's north façade sufficiently to avoid significant impacts under CEQA. While the project's lighting design principles provide a general strategy for lighting design and specify a BUG rating for exterior fixtures, these principles do not ensure that any security lighting and lighting within occupied spaces will not spill outwards from these buildings towards sensitive habitats to the north. The project shall implement the following mitigation measure for interior lights within the buildings within the atrium to minimize impacts due to lighting:

- **Mitigation Measure 11.** Interior or exterior blinds shall be programmed to close on north-facing windows of interior buildings within the atrium from 10:00 p.m. to sunrise in order to block lighting from spilling outward from these windows.

Atrium. If birds are able to distinguish illuminated interior vegetation, trees, and structures within the atrium at night, collisions with the building are expected to be appreciably higher as birds attempt to fly through glazing to reach these features (e.g., during descent from migration at dawn). The project shall implement Mitigation Measures 6 and 8 above as well as the Mitigation Measure 12 below to ensure that structures, trees, and vegetation in the atrium are not illuminated by up-lighting or accent lighting such that they are more conspicuous to birds from outside compared to ambient conditions (i.e., lighting levels from fixtures within the atrium that do not specifically illuminate these features). Structures, trees, and vegetation are considered 'more conspicuous' to birds when they would be more conspicuous when viewed by the human eye from outside the atrium at any elevation.

- **Mitigation Measure 12.** Accent lighting within the atrium shall not be used to illuminate trees or vegetation. OR

  The applicant shall provide documentation to the satisfaction of a qualified biologist that the illumination of vegetation and/or structures within the atrium by accent lighting and/or up-lighting will not make these features more conspicuous to the human eye from any elevation outside the atrium compared to ambient conditions within the atrium. The biologist shall submit a report to the City following the completion of the lighting design documenting compliance with this requirement.

6.3.3.3 CEQA Impacts Summary

The project will implement the lighting design principles in Section 6.21 as well as Mitigation Measures 6, 8, 11, and 12 above and comply with City requirements (either via compliance with requirement C or the implementation of the proposed alternative City measures) to reduce impacts due to lighting within the atrium and the buildings within the atrium to less-than-significant levels under CEQA. By incorporating these principles and measures, it is our professional opinion that project impacts due to lighting within these areas would be less than significant under CEQA.

Subsequent reports prepared by a qualified biologist will accompany the final ACP for the atrium. It is our understanding based on considerable coordination with the design team that (1) the proposed lighting design principles, City requirements or alternative City measures, and mitigation measures are feasible; and (2) the project will implement the lighting design principles, City requirements or alternative City measures, and mitigation measures as described herein. Nevertheless, because detailed information about project lighting design was not available as part of this assessment, a qualified biologist shall review the final ACP to confirm that the lighting design principles, City requirements or alternative City measures, and mitigation measures described herein are incorporated into the final design such that project impacts are reduced to less-than-significant levels under CEQA as described herein.

6.3.4 Potential Impacts Related to the Southern Portion of the Project Site

6.3.4.1 Description of Potential Impacts

As discussed above, birds inhabiting more natural habitat areas along the San Francisco Bay to the north and/or the future vegetated open space areas on the project site itself may be affected by an increase in lighting on the site. Because buildings within the southern portion of the site are located farther from natural habitats along the San Francisco Bay as well as proposed extensive vegetation on the project site itself (e.g., at the elevated park), the potential for lighting associated with Office Buildings 01, 02, 03, 05, and 06 and the residential/mixed-use buildings is not expected to spill into sensitive habitats north of the site (due to the presence of buildings in between these areas and habitats to the north), and has a lower potential to attract and/or disorient migrating birds during the spring and fall compared to buildings located farther north on the project site. Nevertheless, due to the potential for birds to collide with glazing on these buildings due to lighting within these areas, CEQA mitigation measures to minimize lighting within this area are provided in Section 6.3.4.2 below to ensure that these impacts are less than significant.

6.3.4.2 Additional Mitigation Measures Proposed Under CEQA

Due to the potential for lighting within the southern portion of the project site to affect birds, the City's requirement to include occupancy sensors in the project design (or the alternative City measures provided in Section 6.2.2 above) in combination with the lighting design principles provided in Section 6.2.1 may not reduce collision impacts with Office Buildings 01, 02, 03, 05, and 06 and the residential/mixed-use buildings to less-than-significant levels under CEQA. While the project's lighting design principles provide a general strategy for lighting design and specify a BUG rating for exterior fixtures, these principles are not specific enough to ensure that lighting will be minimized sufficiently to avoid significant impacts under CEQA. With the implementation of Mitigation Measures 6 and 13, which provide greater specificity to ensure that lighting impacts are minimized, impacts due to lighting in the southern portion of the site will be reduced to less-than-significant levels under CEQA, in our professional opinion.

For Office Buildings 01, 02, 03, 05, and 06 and the residential/mixed-use buildings, the project shall implement Mitigation Measure 6 above as well as the following mitigation measure to minimize impacts due to increased lighting:

- **Mitigation Measure 13.** Exterior lighting shall be minimized (i.e., total outdoor lighting lumens shall be reduced by at least 30% or extinguished, consistent with recommendations from the International Dark-Sky Association [2011]) from midnight until sunrise, except as needed for safety and City code compliance.

6.3.4.3 CEQA Impacts Summary

The project will implement the lighting design principles in Section 6.2.1 as well as Mitigation Measures 6 and 13 and comply with City requirements (either via compliance with requirement C or the implementation of the proposed alternative City measures) to reduce impacts due to lighting in the southern portion of the project site to less-than-significant levels under CEQA. By incorporating these principles, requirements, and measures,

it is our professional opinion that project impacts due to lighting within this area would be less than significant under CEQA.

Subsequent reports prepared by a qualified biologist will accompany each of the final ACPs for Office Buildings 01, 02, 03, 05, and 06 and the residential/mixed-use buildings. It is our understanding based on considerable coordination with the design team that (1) the proposed lighting design principles, City requirements or alternative City measures, and mitigation measures are feasible; and (2) the project will implement the lighting design principles, City requirements or alternative City measures, and mitigation measures as described herein. Nevertheless, because detailed information about project lighting design was not available as part of this assessment, a qualified biologist shall review the final ACPs to confirm that the lighting design principles, City requirements or alternative City measures, and mitigation measures described herein are incorporated into the final design such that project impacts due to bird collisions are reduced to less-than-significant levels under CEQA as described herein.

Section 7. References

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Appendix A. Additional Supporting Design Detail

The project will generally conform with the designs reviewed for this report, as depicted on the figures in this Appendix A to support H. T. Harvey & Associates analysis of bird collision hazards associated with the project. In addition, the CDP will require that the project comply with the specific beneficial project features identified in this Assessment as depicted on the figures in this Appendix A, in addition to the City bird-safe design requirements, City alternative measures, mitigation measures, and lighting design principles discussed in the Assessment, to avoid or reduce to less-than-significant levels under the California Environmental Quality Act project impacts due to bird collisions.

The images provided herein were used as the basis for the Willow Village Master Plan bird-safe design analysis; however, these images are conceptual and represent design intent rather than the final project design. Because the final design may differ from the images provided in Appendix A, a qualified biologist shall review the final ACPs for each project component to confirm that the final design is consistent with this bird-safe design assessment.

Hotel



Figure 6. Illustration of buildings in the northern portion of the site showing the proposed atrium, elevated park, hotel, Town Square, Office Building 04, and event building.

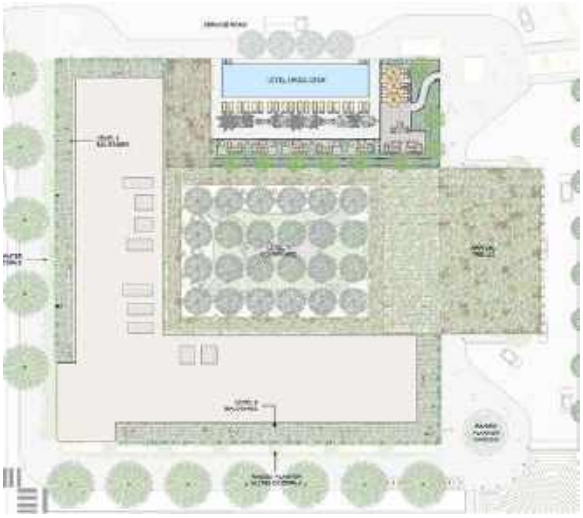


Figure 4. The conceptual hotel plan includes a central courtyard on Level 1, a pool deck on Level 3, and vegetated balconies on Level 6.



Figure 5. The conceptual east (top left), north (top right), west (bottom left), and south (bottom right) facades of the hotel.

Residential/Mixed-Use Buildings



Figure 6. Illustrative site plan showing the proposed residential/mixed-use buildings and associated open space areas. Facades with highest collision risk are delineated in red.



Figure 7. The conceptual Parcel 2 residential/mixed-use building plan includes open space courtyards on Level 3.



Figure 8. The conceptual east (top), west (middle), south (bottom left), and north (bottom right) facades of the Parcel 2 residential/mixed-use building.



Figure 9. An example mark-up of areas (shown in blue) that would be required to be treated on north (top left), south (top right), east (middle) and west (bottom) facades of the conceptual Parcel 2 residential/mixed-use building to ensure that avian collisions are less-than-significant. Transparent glass corner delineations are estimated; these corners should be treated as far from the corner as it is possible to see through the corner. Free-standing glass railings are not indicated on this figure but are required to be treated in all locations.

Office Buildings



Figure 10. Conceptual site plan showing the locations of proposed office buildings and garages, as well as the proposed extent of landscape vegetation and trees.

Parking Garages



Figure 11. Conceptual North Garage elevations: east (top), west (middle), north (bottom left), and south (bottom right). The building facades are predominantly opaque; glazed areas are located on all levels the elevator towers on the west and north facades.

Event Building

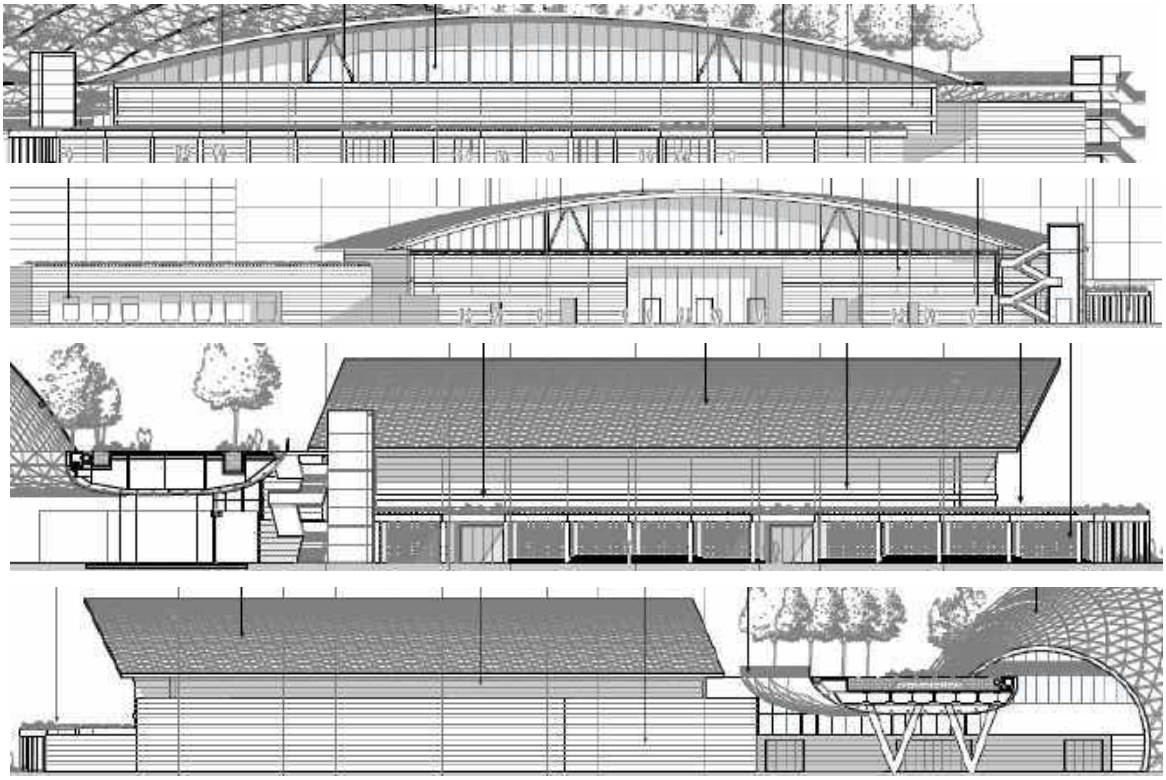


Figure 13. Illustration of the event building façades. Top to bottom: the southeast, northwest, northeast, and southwest facades.

Office Building 04



Figure 14. Conceptual Office Building 04 elevations: west (top left), east (top right), north (middle), and south (bottom).

Town Square



Figure 14. The conceptual Town Square includes a paved plaza with landscape vegetation and trees, seating areas, a glazed elevator to the elevated park, bicycle parking, and a retail pavilion.

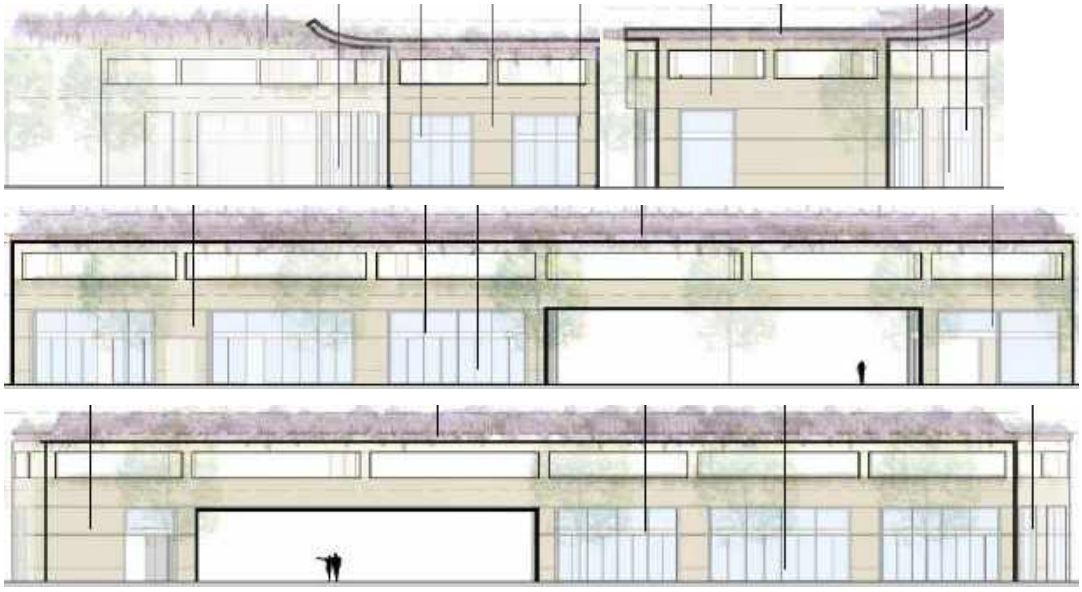


Figure 15. The conceptual west (top left), east (top right), south (middle), and north (bottom) facades of the Town Square retail pavilion.

Security Pavilions

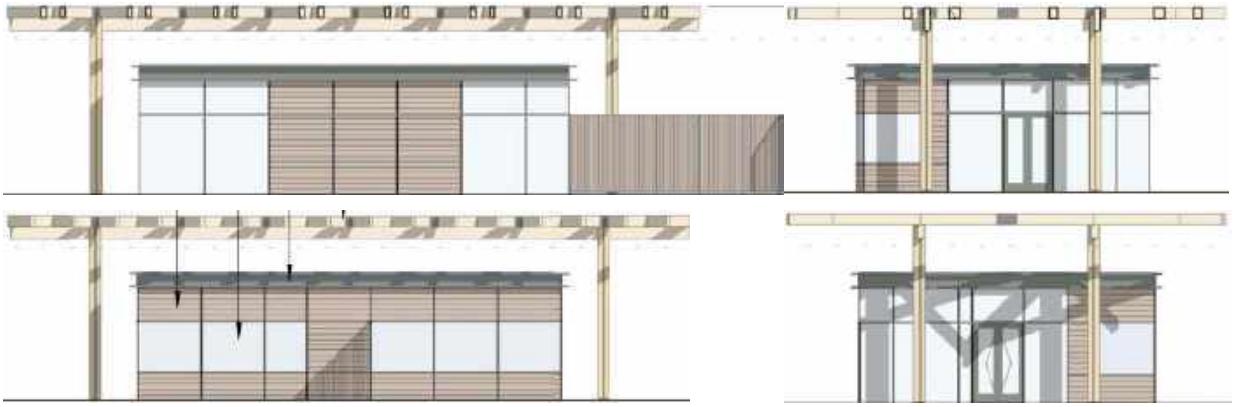


Figure 16. The conceptual south (top left), west (top right), north (bottom left), and east (bottom right) facades of buildings SP1 and SP2.

Atrium

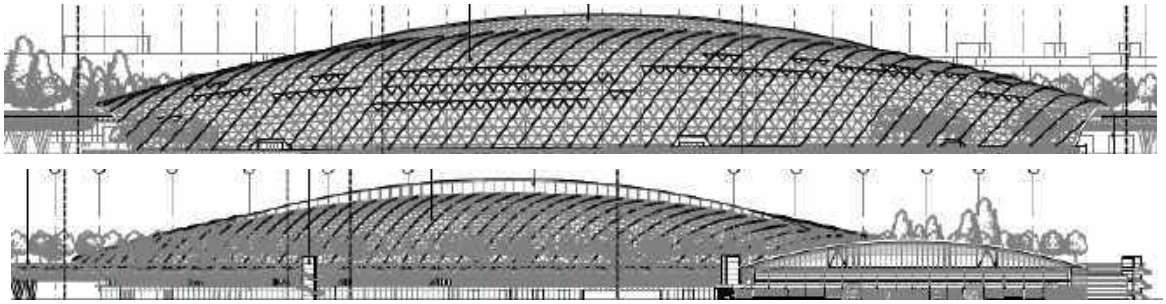


Figure 17. Conceptual drawings of the north façade (top) and south façade (bottom) of the atrium. Trees to be planted along the north façade are not shown.

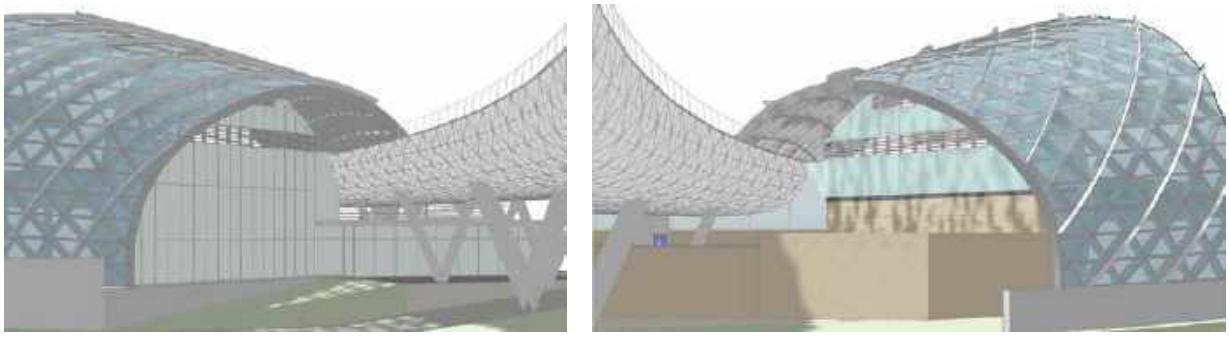


Figure 18. An illustration of the appearance of the vertical glass facades at the western (left) and eastern (right) ends of the atrium.

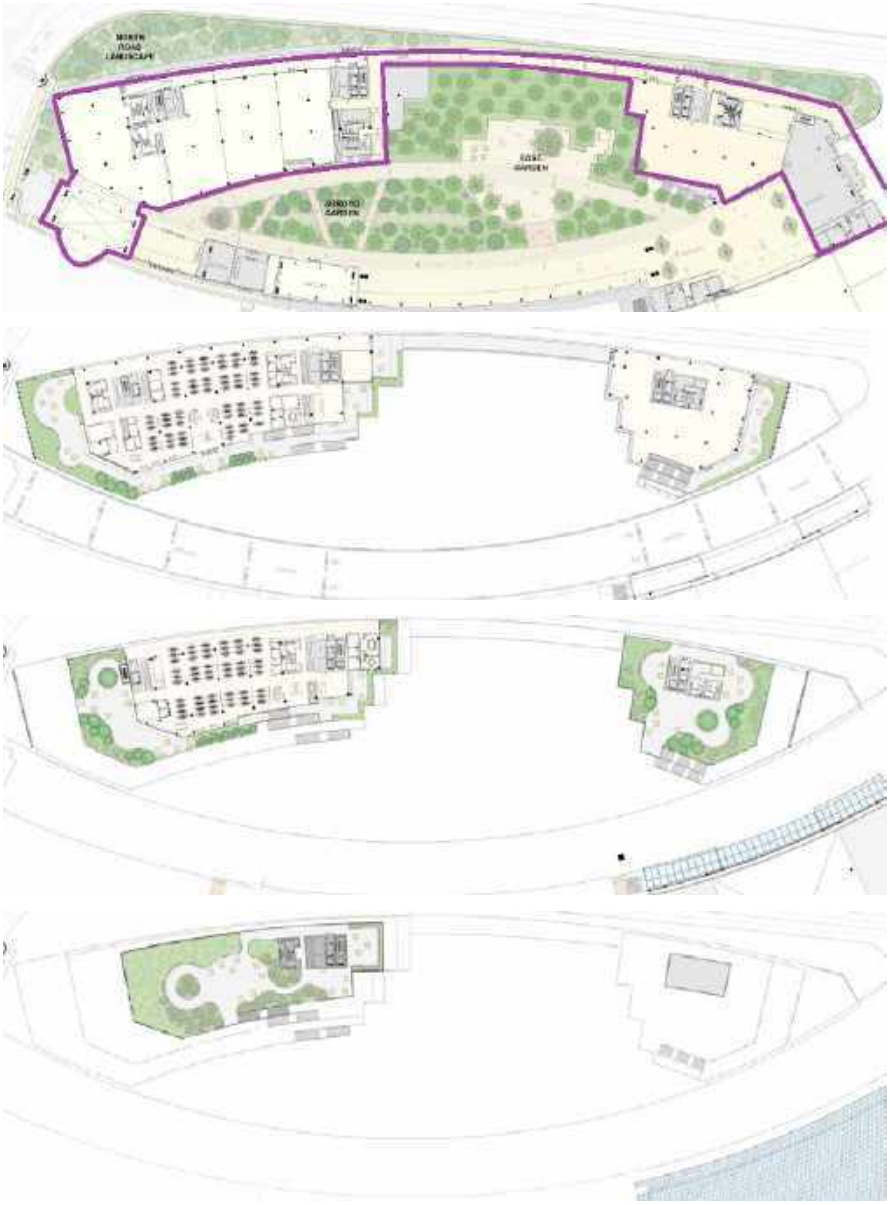


Figure 19. From top to bottom, illustrative views of landscape vegetation on Levels 1, 2, 3, and 4 of the atrium's interior. The interior building footprints and the connection between them are outlined in purple on the top image.

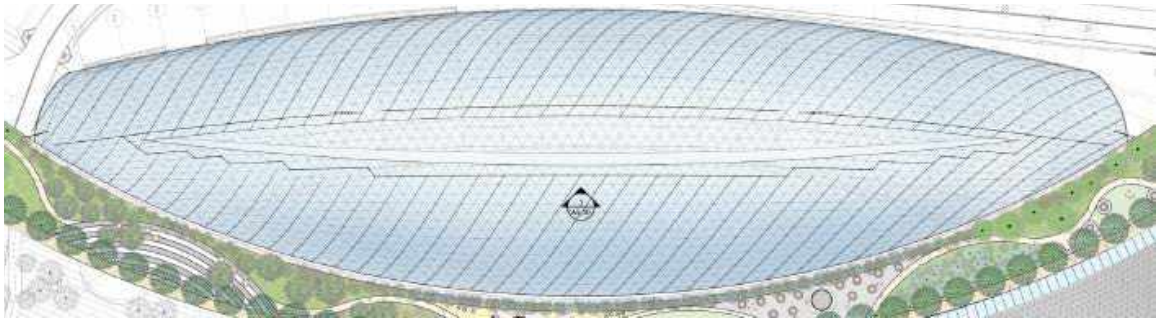


Figure 21. Fin-like mullions on the exterior surface of the conceptual north and south facades of the atrium will break up the smooth surface and increase the visibility of the facades to birds, especially from a distance.

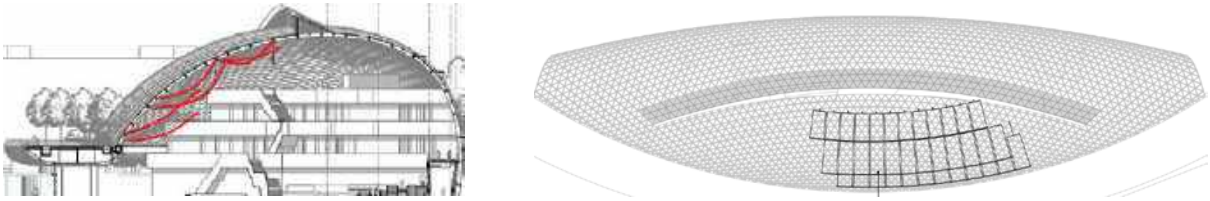


Figure 22. Interior sail shades, shown in red on the left cross-section image, are located along portions of the south façade of the atrium and will block views of interior vegetation to birds located at the elevated park or flying overhead. The approximate extent of the sail shades is shown in dark gray on the right (overhead) image.

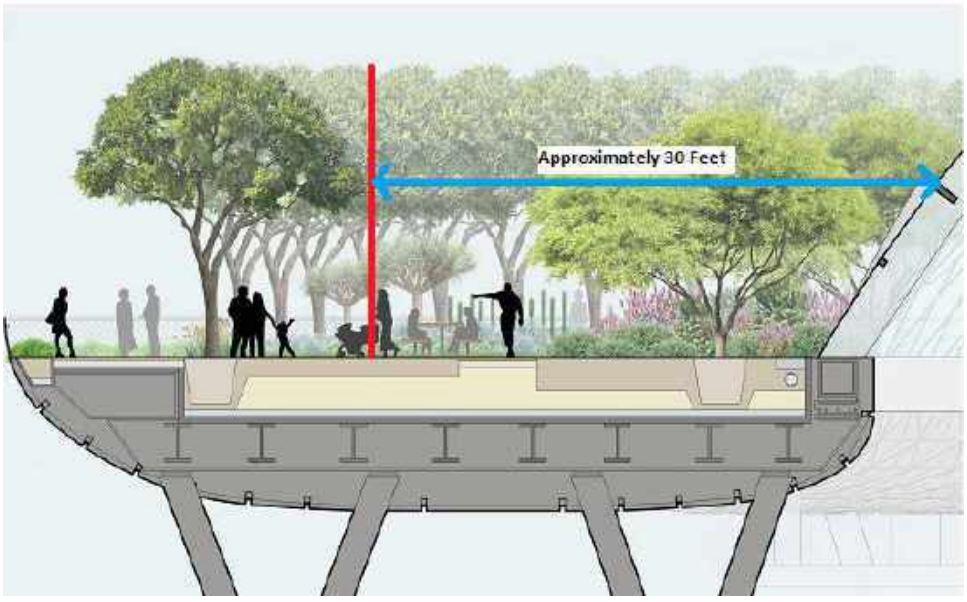


Figure 23. To the extent feasible, vegetation at the elevated park south of the site will be planted such that trees are set back from the glass façade, and dense shrubs and plants are located immediately adjacent to glass facades.

Lighting

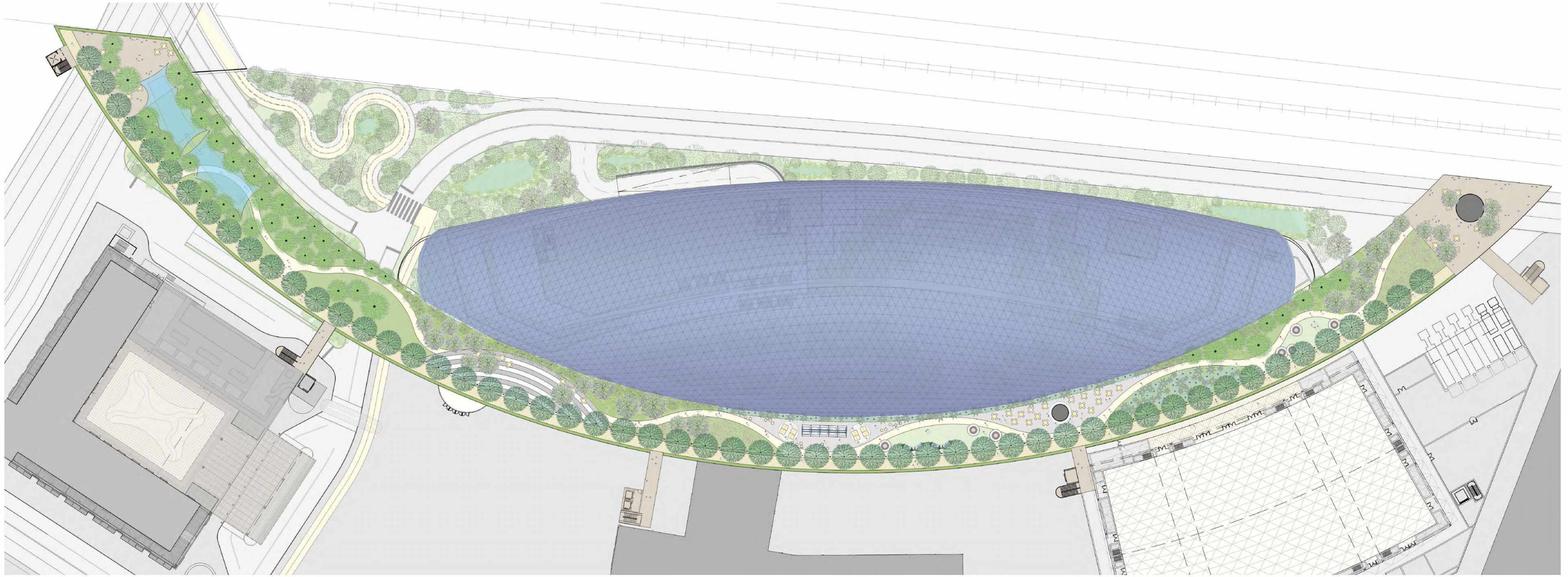


Figure 7. Anticipated conceptual lighting conditions within the atrium and immediately surrounding areas during evening hours (top left), events (top right), and after hours (bottom).

Beneficial Project Features

- The extensive opaque panels on the exterior facades of the hotel (Figure 5)
- Opaque panels, overhangs, mullions, and porticos that are not vegetated or located immediately adjacent to vegetation on the residential/mixed-use buildings (Figure 8)
- The extensive opaque facades on the North Garage and South Garage (Figure 11)
- The extensive opaque facades on the event building (Figure 13)
- Opaque panels, exterior vertical and horizontal solar shades, overhangs, mullions, and porticos that are not vegetated or located immediately adjacent to native vegetation on Office Buildings 01–06 (Figure 14)
- Opaque panels and mullions on the Town Square retail pavilion (Figure 15)
- Opaque panels and mullions on the security pavilions (Figure 16).
- The articulated structure of the atrium (Figure 20)
- Fin-like mullions on the exterior surface of the atrium's façade (Figure 21)
- Interior operable, suspended solar shades along a large portion of the south façade of the atrium Figure 22)

Appendix B. Conceptual Planting Plans and Plant Palettes



1 min. Walk

0 40 80 120 160 200 240 320'

1" = 40' at 22" x 34"

PARCEL 1 - MCS
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan
January 8, 2021

N87

TREES



Sydney Red Gum
Angophora costata



Manzanita
Arctostaphylos manzanita



Brisbane Box
Lophostemon confertus



Chilean Myrtle
Luma apiculata



Catalina Ironwood
Lyonothamnus floribundus



Palo Verde
Parkinsonia ' Desert Museum'



African Sumac
Rhus lancea



Norfolk Island Palm
Auracaria heterophylla



Yew Plum Pine
Podocarpus spp.



London Plane Tree
Platanus x acerifolia



Chinese Elm
Ulmus parvifolia



Oak Tree
Quercus spp.



Quiver Tree
Aloe dichotoma



Ponytail Palm
Beaucarnea recurvata



Illawarra Flame Tree
Bracychiton acerifolius



Sago Palm
Cycas revoluta



Dragon Tree
Dracaena draco

UNDERSTORY PLANTING



Tree Houseleek
Aeonium spp.



Fox Tail Agave
Agave attenuate 'Boutin Blue'



Coral Aloe
Aloe striata



Blue Grama
Bouteloua gracilis



Leafy Reed Grass
Calamagrostis foliosa



California Lilac
Ceanothus horizontalis



Silk Floss Tree
Chorisia speciosa



Finger Aloe
Cotyledon orbiculata var. oblonga



Sunshine Bush Cone
Leucadendron spp.



Giant Dioon
Dioon spp.



Chalk Dudleya
Dudleya spp.



Mexican Snowball
Echeveria spp.



Golden Barrel Cactus
Echinocactus grusonii



California Fuscia
Epilobium canum



Red Buckwheat Erigonum
Erigonum grande 'Rubescens'



California Fescue
Festuca californica



Lavander
Lavandula angustifolia



Blue Chalk Sticks
Senecio mandraliscae



Blue Lyme Grass
Leymus spp



Silver Bush Lupine
Lupinus albifrons



Burrawang
Macrozamia spp.



Bush Monkey Flower
Mimulus aurantiacus



Scarlet Bugler
Penstemon centranthifolius



Coffeeberry
Rhamnus californica



Firecracker Plant
Russelia equisetiformis



Protea
Protea spp.



Beaked Yucca
Yucca rostrata



Honeysuckle
Banksia spp.



White Sage
Salvia apiana



Western Sword Fern
Polystichum munitum



Woolybush
Adenanthos sericeus



Puya
Puya venusta



Giant Chain Fern
Woodwardia fimbriata

LEVEL 1

TREES



Kauri Pine
Agathis robusta



Red Alder
Alnus rubra



Norfolk Island Pine
Auracaria heterophyla



Black Olive
Bucida buceras



Karaka
Corynocarpus laevigatus



Brisbane Box
Lophostemon confertus



Champak
Michelia champaca



Yew Plum Pine
Podocarpus spp.



Umbrella Tree
Schefflera actinophylla

UNDERSTORY PLANTING



Indian Mallow
Abutilon spp.



Japanese Rush
Acorus gramineus



Azalea
Azalea spp.



Rushes
Baumea spp.



Sedges
Carex spp.



Tree Ferns
Cyathea spp.



Rabbits Foot Fern
Davallia denticulata



Green Island Ficus
Ficus microcarpa 'Green Island'



Walking Iris
Neomarica gracilis



Western Sword Fern
Polystichum munitum



Rhododendron
Vireya rhododendron



Giant Chain Fern
Woodwardia fimbriata



Boston Fern
Nephrolepis exaltata

LEVEL 2-4

TREES



Alii Fig
Ficus alii



Weeping Fig
Ficus benjamina



Chinese Banyan
Ficus microcarpa



Rusty Leaf Fig
Ficus rubiginosa



Brisbane Box
Lophostemon confertus



Champak
Michelia alba



European Olive
Olea europaea



Umbrella Tree
Schefflera actinophylla

UNDERSTORY PLANTING



Calathea
Calathea zebrina



Spider Lily
Hymenocalis speciosa



Shell Ginger
Alpinia zerumbet



Mint Geranium
Pelargonium tomentosum



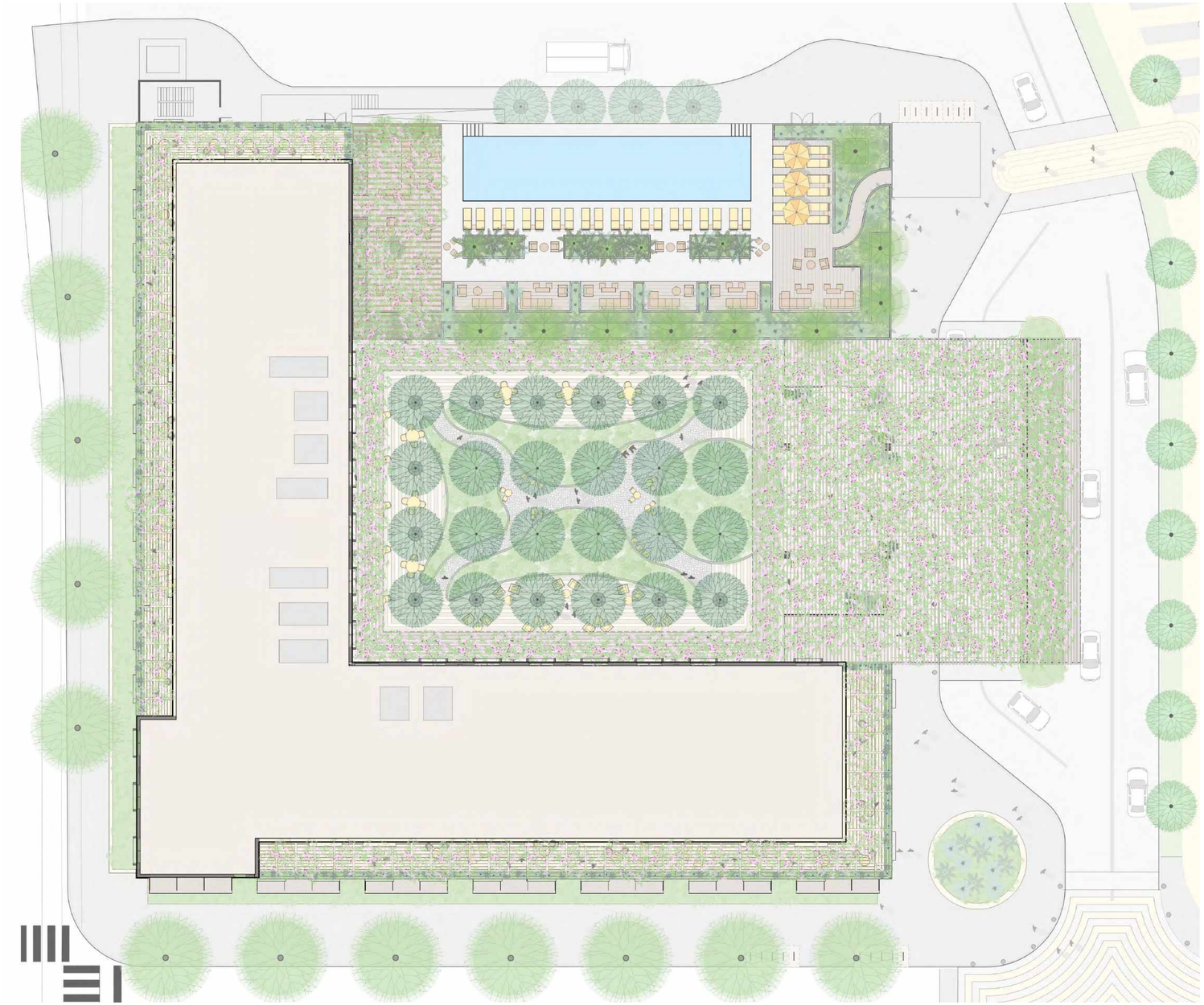
Asparagus Fern
Asparagus densiflorus 'Sprengeri'



Rattlesnake Plant
Calathea lancifolia



Dwarf Umbrella Tree
Schefflera arboricola



0 8 16 32'

1/16" = 1'-0" at 22" x 34"

PARCEL 1-HOTEL
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
CONCEPTUAL LANDSCAPE PLAN

January 8, 2021

N90

LEVEL 1

TREES



Eastern Redbud
Cercis canadensis



European Olive
Olea europaea



Brisbane Box
Lophostemon confertus

UNDERSTORY PLANTING



Foxtail Agave
Agave attenuata 'Nova'



Yarrow
Achillea spp.



Tree Houseleek
Aeonium spp.



Kangaroo Paw
Anigozanthos spp.



Wormwood
Artemisia



Rabbit's Foot Fern
Davallia spp.



Mexican Snowball
Echeveria spp.



Mediterranean Spurge
Euphorbia characias



Spider Flower
Grevillea



Sage
Salvia spp.



Lace Fern
Microlepia strigosa



Boston Fern
Nephrolepis exaltata



Western Sword Fern
Polystichum munitum



Giant Chain Fern
Woodwardia fimbriata



Carpet Geranium
Geranium incanum



Japanese Wisteria
Wisteria floribunda



California Lilac
Ceanothus horizontalis



Coffeeberry
Rhamnus californica

LEVEL 3

TREES AND PALMS



King Palm
Archontophoenix spp.



Mediterranean Fan Palm
Chamaerops humilis 'Cerifera'



Kentia Palm
Howea forsteriana



Fruitless Olive
Olea europaea 'Swan Hill'



Pygmy Date Palm
Phoenix roebelenii

UNDERSTORY PLANTING



Foxtail Agave
Agave attenuata



Yarrow
Achillea spp.



Tree Houseleek
Aeonium spp.



Wormwood
Artemisia



Mexican Snowball
Echeveria spp.



Mediterranean Spurge
Euphorbia characias



Lavender
Lavandula spp.

LEVEL 6



Tree Houseleek
Aeonium spp.



Agave
Agave 'Blue Flame'



Mexican Snowball
Echeveria spp.



Blue Finger
Senecio talinoides spp. mandraliscae



Japanese Wisteria
Wisteria floribunda



Bougainvillea
Bougainvillea spp.



PARCEL 1-TOWN SQUARE
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan
January 8, 2020

N93



Peppermint Tree
Agonis flexuosa



London Plane Tree*
Platnus x acerifolia



Aeonium
Aeonium spp.



Kangaroo Paw
Anigozanthos cv.



Black Anther Flax Lily
Dianella revoluta



Lavender
Lavandula spp.



New Zealand Flax
Phormium cv.



Jacaranda
Jacaranda mimosifolia



Chinese Evergreen Elm
Ulmus parvifolia cv.



Agave
Agave spp.



Berkeley Sedge
Carex divulsa



Dietes
Dietes spp.



Lily Turf
Liriope muscari cv.



California Sword Fern
Polystichum californicum



Brisbane Box*
Lophostemon confertus



Zelkova*
Zelkova serrata cv.



Aloe
Aloe spp.



Small Cape Rush
Chondropetalum tectorum



Spurge
Euphorbia spp.



Deer Grass
Muhlenburgia rigens



Sage
Salvia spp.



1 min. Walk

0 80 160 240 320 400 480 640'

1" = 80' at 22" x 34"

1/4 ac

1/8 ac

PARCEL 1(PORTION) & 8
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00

January 8, 2021

N95



CHINESE PISTACHE

Pistacia chinensis



CHINESE PISTACHE

Pistacia chinensis multi-trunk



CALIFORNIA SYCAMORE

Platanus racemosa



CALIFORNIA SYCAMORE

Platanus racemosa multi-stem



SHUMARD OAK

Quercus shumardii



COASTAL REDWOOD

Sequoia sempervirens 'Aptos Blue'



ELM

Ulmus 'Accolade'



CHINESE ELM

Ulmus parviflora 'True Green'



OLIVE TREE

Olea europaea 'Mission'



MYRICA CALIFORNICA

Pacific Wax Myrtle

PARCEL 1(PORTION) & 8
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.01
Conceptual Representative Planting Palette

January 8, 2021



BLONDE AMBITION BLUE GRAMA

Bouteloua gracilis 'Blonde Ambition'



BERKELEY SEDGE

Carex divulsa (C. tumulicola)



SMALL CAPE RUSH

Chondropetalum tectorum



BLUE OAT GRASS

Helictotrichon sempervirens



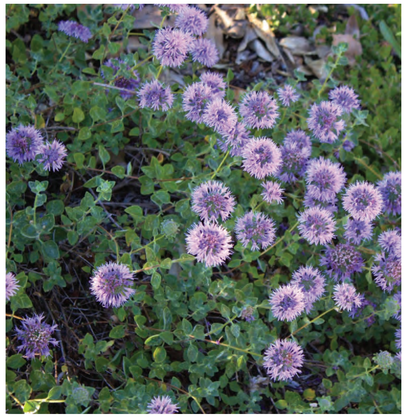
SEA PINK

Armeria maritima



COREOPSIS

Coreopis grandiflora



COYOTE MINT

Monardella villosa



FOOTHILL PENSTEMON

Penstemon heterophyllus 'Blue Springs'



STONE CROP

Sedum sp. (many)



EMERALD CARPET MANZANITA

Arctostaphylos 'Emerald Carpet'



WAYNE RODERICK DAISY

Erigeron glaucus 'Wayne Roderick'



CALIFORNIA POPPY

Eschscholzia californica



COASTAL GUM PLANT

Grindelia stricta platyphylla



CREEPING SAGE

Salvia sonomensis



MOLATE FESCUE

Festuca rubra 'molate'



HOOKER'S MANZANITA

Arctostaphylos hookeri



ROCKROSE

Cistus spp.



LITTLE SUR COFFEEBERRY

Rhamnus californica 'Little Sur'

PARCEL 1(PORTION) & 8
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.01
Conceptual Representative Planting Palette

January 8, 2021

N97



STICKY MONKEY

Mimulus aurantiacus



RED-FLOWERED BUCKWHEAT

Eriogonum grande var. rubescens



DEER GRASS

Muhlenbergia rigens



COMMON COYOTE MINT

Monardella villosa



CENTENNIAL CEANOTHUS

Ceanothus Centennial



BEE'S BLISS SAGE

Salvia 'Bee's Bliss'



DWARF SILVERGRASS

Miscanthus sp. 'Adagio'



CANYON PRINCE WILD RYE

Leymus condensatus 'Canyon Prince'



SIX HILLS GIANT CATMINT

Nepeta faassenii 'Six Hills Giant'



SPANISH LAVENDER

Lavandula otto quast



COMPACT MEXICAN SAGE

Salvia leucantha 'Santa Barbara'



UPRIGHT ROSEMARY

Rosmarinus officinalis 'Tuscan'



LITTLE OLLIE DWARF OLIVE

Olea europaea 'Little Ollie'



MOUNTAIN FLAX

Phormium cookianum



WYNYABBIE COAST ROSEMARY

Westringia fruticosa 'Wynyabbie Gem'



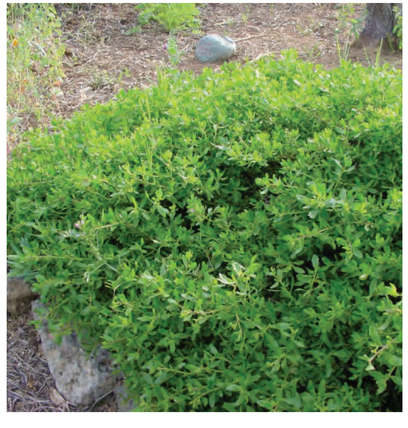
COMMON YARROW

Achillea millefolium



FORTNIGHT LILY

Dietes iridioides



DWARF COYOTE BRUSH

Baccharis pilularis 'Twin Peaks'

PARCEL 1(PORTION) & 8
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.01
Conceptual Representative Planting Palette

January 8, 2021

N98

WILLOW RD

PARK ST

MAIN ST

WEST ST

30 seconds Walk

0 20 40 60 80 100 120 160'

1" = 20' at 22" x 34"

PARCEL 2
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan
January 8, 2021

N99

TREE PALETTE



Platanus × acerifolia
London Plane



Magnolia grandiflora
Magnolia Tree



Zelkova serrata
Japanese Zelkova



Platanus × acerifolia
London Plane



Quercus suber
Cork Oak



Arbutus Marina
Strawberry Tree



Quercus virginiana
Southern Live Oak



Olea europaea ‘Swan Hill’
Swan Hill Olive



Lyonothamnus floribundus
Catalina Ironwood



Myrica californica
Pacific Wax myrtle



Prunus ilicifolia
Hollyleaf cherry



Ceanothus
California lilacs

UNDERSTORY PALETTE



Verbena lilacina
Purple Cedros Island Verbena



Arctostaphylos ‘John Dourley’
John Dourley Manzanita



Bouteloua gracilis ‘Blonde Ambition’
mosquito grass



Arctostaphylos manzanita
whiteleaf manzanita



Aristida purpurea
Purple three-awn



Carpenteria californica
Tree Anemone



Ceanothus thyrsiflorus
Blue blossom ceanothus



Daphne x transatlantica
Eternal Fragrance



Agave attenuata
Foxtail Agave



Lessingia filaginifolia
California Dune Aster



Rosmarinus officinalis ‘Tuscan Blue
Italian Rosemary



Festuca mairei
Mt. Atlas Fescue



Kniphofia uvaria hybrids
Red-hot Poker



Olea europaea ‘Little Ollie’
Dwarf Olive



Sporobolus airoides
Sporobolus airoides



Achillea millefolium ‘coronation gold’
Common Yarrow



Myrica californica
Pacific Wax myrtle



Calycanthus occidentalis
Spice Bush



Salvia rosmarinus
Rosemary



Salvia sonomensis Bee’s Bliss
Bee’s Bliss Sage

30 sec. walk

0 20 40 60 80 100 120 160'

1" = 20' *at 24" x 36"*

PARCEL 3
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan
January 8, 2021

N101

TREES



Chinese Elm
Ulmus parvifolia



Zelkova
Zelkova serrata cv.



Ginkgo 'Autumn Gold'
Ginkgo biloba 'Autumn



Guadalupe Fan Palm
Brahea edulis



Peppermint Tree
Agonis flexuosa



Swan Hill Olive
Olea europaea 'Swan Hill'



Chilean Myrtle
Luma apiculate



Arapaho Crape Myrtle
Lagerstroemia indica x faueri 'Arapaho'



Natchez Crape Myrtle
Lagerstroemia indica x fauriei 'Natchez'



Jade Butterfly Ginkgo
Ginkgo biloba 'Jade Butterfly'



Venus Dogwood
Cornus 'Venus'

SHRUBS, PERENNIALS, GRASSES AND GROUND COVERS



Dietes
Dietes spp.



Baby Bliss Flax Lily
Dianella revoluta 'Baby Bliss'



Dwarf Red Kangaroo Paw
Anigozanthos 'Dwarf Red'



Weeping Lantana
Lantana montevidensis 'White Lightning'



Finescape Lomandra
Lomandra confertifolia



Platinum Beauty Lomandra
Lomandra longifolia 'Platinum Beauty'



Breeze Dwarf Mat Rush
Lomandra longifolia



Dwarf Germander
Teucrium chamaedrys 'nanum'



Snow in Summer
Cerastium tomentosum



Elijah Blue Fescue
Festuca glauca 'Elijah Blue'



Small Cape Rush
Chondropetalum tectorum



Sheep's Fescue
Festuca amethystina



Berkeley Sedge
Carex divulsa



Amazing Red New Zealand Flax
Phormium 'Amazing Red'



Red Bunny Tails Fountain Grass
Pennisetum massaicum



Blue Oat Grass
Helictotrichon sempervirens



Mexican Feather Grass
Stipa tennuissima

CENTER STREET

WEST STREET

EAST STREET

PARK STREET

STOP

30 seconds Walk

0 20 40 60 80 100 120 160'

1" = 20' at 22" x 34"

PARCEL 4
Peninsula Innovation Partners
Conditional Development Permit

N103

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan

January 8, 2021

TREE PALETTE



Platanus × acerifolia
London Plane



Magnolia grandiflora
Magnolia Tree



Zelkova serrata
Japanese Zelkova



Platanus × acerifolia
London Plane



Quercus suber
Cork Oak



Arbutus Marina
Strawberry Tree



Quercus virginiana
Southern Live Oak



Olea europaea 'Swan Hill'
Swan Hill Olive



Lyonothamnus floribundus
Catalina Ironwood



Myrica californica
Pacific Wax myrtle



Prunus ilicifolia
Hollyleaf cherry



Ceanothus
California lilacs

UNDERSTORY PALETTE



Verbena lilacina
Purple Cedros Island Verbena



Arctostaphylos 'John Dourley'
John Dourley Manzanita



Bouteloua gracilis 'Blonde Ambition'
mosquito grass



Arctostaphylos manzanita
whiteleaf manzanita



Aristida purpurea
Purple three-awn



Carpenteria californica
Tree Anemone



Ceanothus thyrsiflorus
Blue blossom ceanothus



Daphne x transatlantica
Eternal Fragrance



Agave attenuata
Foxtail Agave



Lessingia filaginifolia
California Dune Aster



Rosmarinus officinalis 'Tuscan Blue
Italian Rosemary



Festuca mairei
Mt. Atlas Fescue



Kniphofia uvaria hybrids
Red-hot Poker



Olea europaea 'Little Ollie'
Dwarf Olive



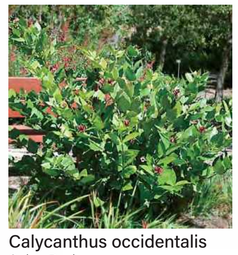
Sporobolus airoides
Sporobolus airoides



Achillea millefolium 'coronation gold'
Common Yarrow



Myrica californica
Pacific Wax myrtle



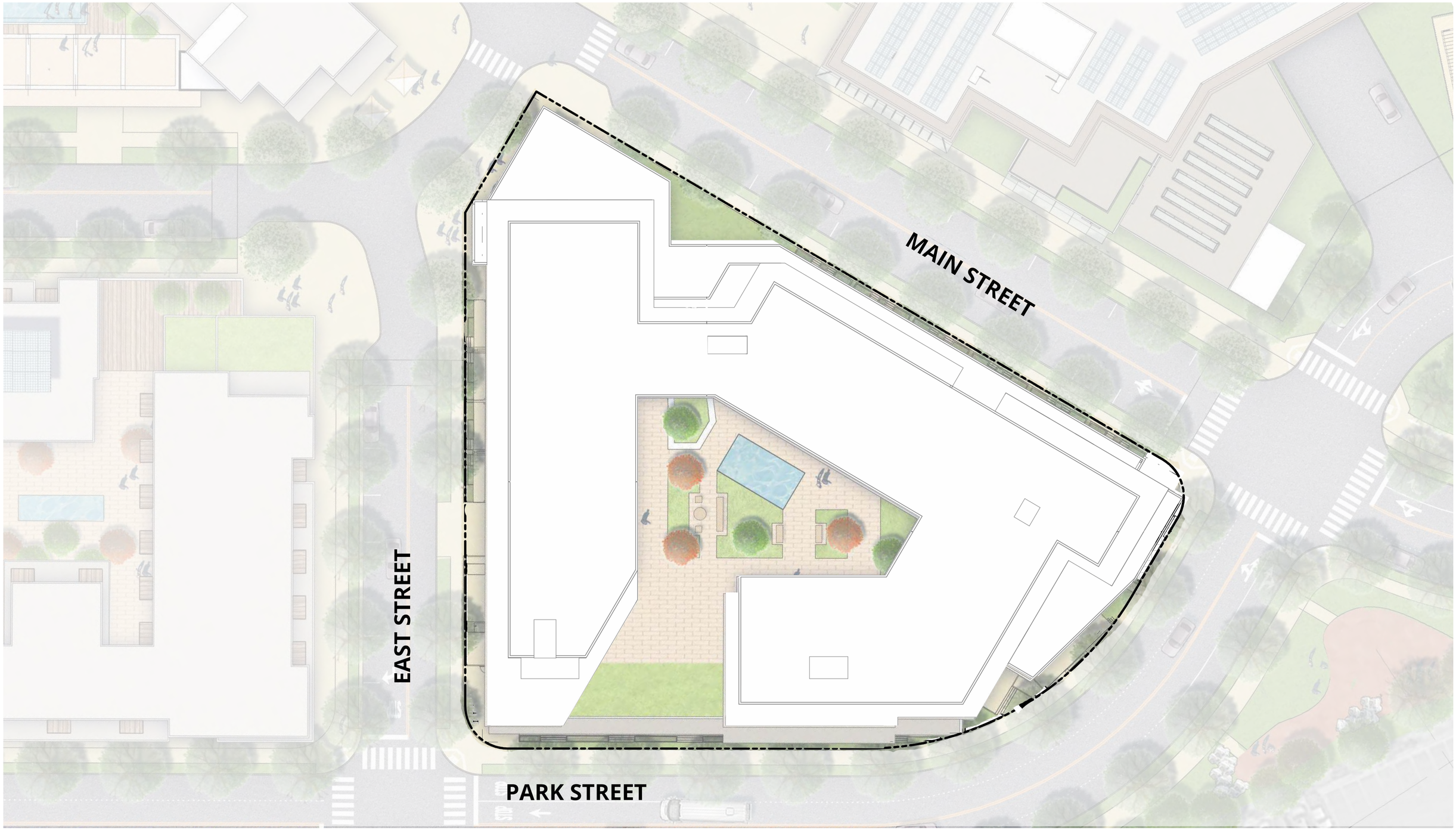
Calycanthus occidentalis
Spice Bush



Salvia rosmarinus
Rosemary



Salvia sonomensis Bee's Bliss
Bee's Bliss Sage



PARCEL 5
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan
January 8, 2021

N105

TREE PALETTE



Platanus × acerifolia
London Plane



Magnolia grandiflora
Magnolia Tree



Zelkova serrata
Japanese Zelkova



Platanus × acerifolia
London Plane



Quercus suber
Cork Oak



Arbutus Marina
Strawberry Tree



Quercus virginiana
Southern Live Oak



Olea europaea ‘Swan Hill’
Swan Hill Olive



Lyonothamnus floribundus
Catalina Ironwood



Myrica californica
Pacific Wax myrtle



Prunus ilicifolia
Hollyleaf cherry



Ceanothus
California lilacs

UNDERSTORY PALETTE



Verbena lilacina
Purple Cedros Island Verbena



Arctostaphylos ‘John Dourley’
John Dourley Manzanita



Bouteloua gracilis ‘Blonde Ambition’
mosquito grass



Arctostaphylos manzanita
whiteleaf manzanita



Aristida purpurea
Purple three-awn



Carpenteria californica
Tree Anemone



Ceanothus thyrsiflorus
Blue blossom ceanothus



Daphne x transatlantica
Eternal Fragrance



Agave attenuata
Foxtail Agave



Lessingia filaginifolia
California Dune Aster



Rosmarinus officinalis ‘Tuscan Blue
Italian Rosemary



Festuca mairei
Mt. Atlas Fescue



Kniphofia uvaria hybrids
Red-hot Poker



Olea europaea ‘Little Ollie’
Dwarf Olive



Sporobolus airoides
Sporobolus airoides



Achillea millefolium ‘coronation gold’
Common Yarrow



Myrica californica
Pacific Wax myrtle



Calycanthus occidentalis
Spice Bush



Salvia rosmarinus
Rosemary



Salvia sonomensis Bee’s Bliss
Bee’s Bliss Sage



30 seconds Walk

0 20 40 60 80 100 120 160'

1" = 20' at 24" x 36"

PARCEL 6
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan
January 8, 2021

N107



Carex divulsa
European Grey Sedge



Chondropetalum tectorum
Small Cape Rush



Juncus patens
Common Rush



Symphoricarpos albus
Common Snowberry



Acer rubrum 'Armstrong'
Armstrong Red Maple



Cedrus deodara
Deodar Cedar



Gingko biloba 'Princeton Sentry'
Princeton Sentry Maidenhair Tree



Pinus canariensis
Canary Island Pine



Salvia elegans
Pineapple Sage



Lomandra longifolia
Spiny Headed Mat Rush



Anigozanthos var.
Kangaroo Paw



Calamagrostis x acutiflora 'Karl Foerster'
Feather Reed Grass



Hesperaloe parviflora
Red Yucca



Bouteloua gracilis 'Blonde Ambition'
Blonde Ambition Blue Grama Grass



Muhlenbergia capillaris 'Pink Muhly'
Pink Muhly Grass



Salvia 'Anthony Parker'
Anthony Parker Bush Sage



Aspidistra elatior
Cast Iron Plant



Dicksonia Antarctica
Soft Tree Fern



Salvia spathacea
Humming Bird Sage



Woodwardia fimbriata
Giant Chain Fern



Agave attenuata
Century Plant



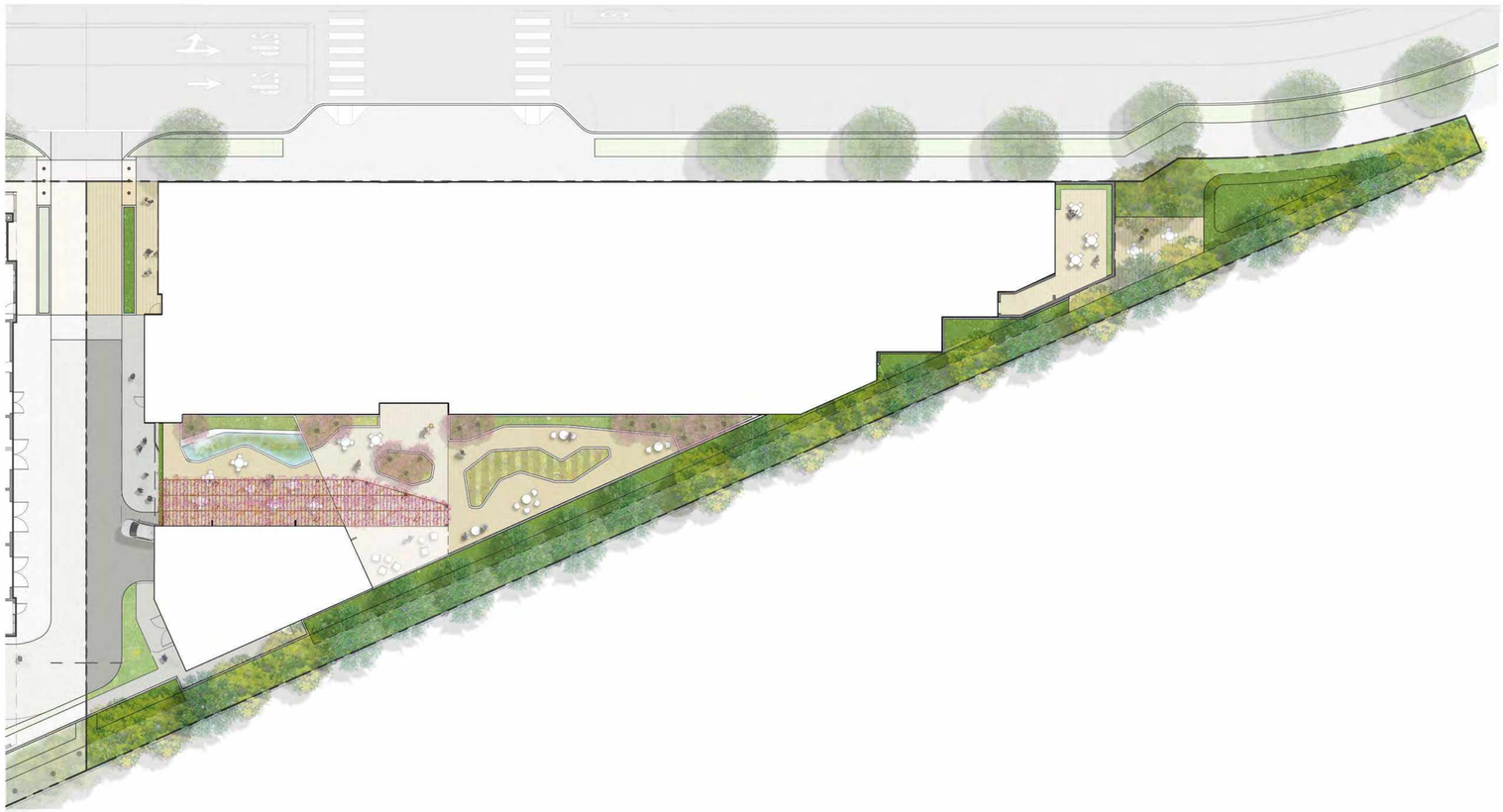
Calamagrostis foliosa
Leafy Reedgrass



Euphorbia rigida
Gopher Spurge



Washingtonia Robusta
Mexican Fan Palm



30 seconds Walk

0 20 40 60 80 100 120 160'

1" = 20' at 24" x 36"

PARCEL 7
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

L1.00
Conceptual Landscape Plan
January 8, 2021



Carex divulsa
European Grey Sedge



Chondropetalum tectorum
Small Cape Rush



Juncus patens
Common Rush



Symphoricarpos Albus
Common Snowberry



Acer rubrum 'Armstrong'
Armstrong Red Maple



Cedrus deodara
Deodar Cedar



Gingko biloba 'Princeton Sentry'
Princeton Sentry Maidenhair Tree



Pinus canariensis
Canary Island Pine



Heuchera maxima
Island Alum Root



Polystichum munitum
Western Sword Fern



Aeonium 'Sunburst'
Copper Pinwheel



Gardenia jasminoides 'Leetwo'
Gardenia



Lavandula x intermedia
Lavender



Olea europaea 'Montra'
Little Ollie Dwarf Olive



Perovskia atriplicifolia
Russian Sage



Rosemary officinalis 'Chef's Choice'
Chef's Choice Rosemary



Salvia microphylla 'Killer Cranberry'
Autumn Sage



Salvia microphylla 'Little Kiss'
Cherry Sage



Westringia fruticosa
Coastal Rosemary



Bambusa multiplex 'Golden Goddess'
Golden Goddess Bamboo



Bambusa textilis 'Gracilis'
Slender Weavers



Anigozanthos Hybrid
Kangaroo Paw



Bouteloua 'Blonde Ambition'
Blue Grama Grass



Calandrinia Grandiflora
Rock Purslane



LEGEND

	BOTANIC NAME (COMMON NAME)	QUANTITY	SIZE	WUCOLS
	Existing Tree to Remain *Pinus canariensis* (Canary Island Pine)	23	-	-
	Alnus rhombifolia (White Alder)	10	48" box	High
	Arbutus 'Marina' (Marina Arbutus)	13	48" box	Low
	Magnolia grandiflora (Southern Magnolia)	21	48" box	Medium
	Pinus canariensis (Canary Island Pine)	33	48" box	Low
	Pistacia chinensis (Chinese Pistache)	2	48" box	Low
	Platanus x *acerifolia* 'Morton Circle' (Exclamation London Plane Tree)	118	48" box	Medium
	Platanus racemosa (California Sycamore)	53	48" box	Medium
	Ulmus parvifolia cv. (Chinese Elm)	38	48" box	Low
	Zelkova serrata cv. (Zelkova)	68	60" box	Medium
	Total Proposed Tree	356		

Note: Structural soil to be used under sidewalk and plaza adjoining street trees.

TREE VALUATION

QUANTITY	UNIT SIZE	UNIT VALUE	VALUE
0	#5	$ 100	$ -
55	#5	$ 200	$ 11,000
369	24" box	$ 400	$ 147,000
103	36" box	$ 1,200	$ 123,000
670	48" box	$ 5,000	$ 3,350,000
110	60" box	$ 7,000	$ 770,000
294	72" box	$ 10,000	$ 2,940,000
12	84" box	$ 12,000	$ 144,000
34	96" box	$ 15,000	$ 510,000
2	108" box	$ 17,000	$ 34,000
2	120" box	$ 20,000	$ 40,000
1,651			$ 8,070,000

Note: Current valuation includes all proposed trees within Willow Village, and excludes the publicly accessible park. Pending park design.

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G5.18
Conceptual Public Realm Tree Planting Plan
December 23, 2021

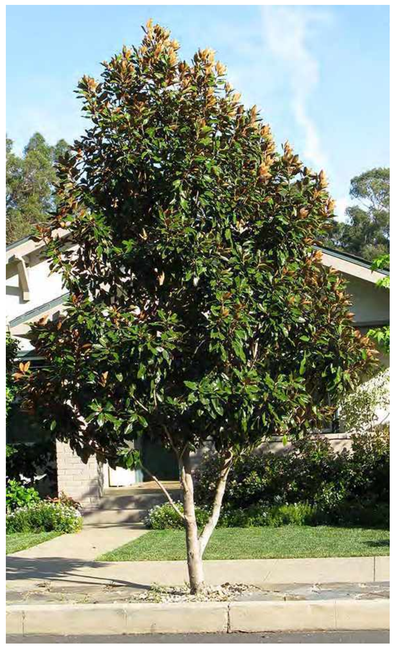
N111



White Alder
Alnus rhombifolia



Marina Arbutus
Arbutus 'Marina'



Southern Magnolia
Magnolia grandiflora



Canary Island Pine
Pinus canariensis



Chinese Pistache
Pistacia chinensis



Exclamation London Plane Tree
Platanus x acerifolia 'Morton Circle'



California Sycamore
Platanus racemosa



Chinese Evergreen Elm
Ulmus parvifolia cv.



Zelkova
Zelkova serrata cv.

WATER USE ESTIMATION & IRRIGATION SCHEDULE - PUBLIC REALM

WATER TYPE	Recycled
CITY	Palo Alto
ETO	43.1
DATE	

Nearest City to project with published ET data

REGULAR LANDSCAPE AREAS

STATION/HYDROZONE	GPM	AREA (sq.ft) (HA)	WATER USE TYPE (LW=LOW, MW=MOD, HW=HIGH)	PLANT TYPE	IRRIGATION TYPE	PLANT FACTOR (PF)	IRRIGATION EFFICIENCY (IE)	PRECIP. RATE/ APPLICATION RATE (IN/HR)	ETAF (PF/IE)	CYCLES PER DAY	DAYS PER WEEK	JAN	FEB	MAR	APR	MAY	JUNE	JULY	AUG	SEP	OCT	NOV	DEC	ETWU (GALLONS PER YEAR)	PERCENTAGE OF LANDSCAPE
												MONTHLY ETO													
												1.5	1.8	2.8	3.8	5.2	5.3	6.2	5.6	5.0	3.2	1.7	1.0		
												TOTAL RUN TIME IN MINUTES PER DAY													
Trees - Low	0	21737	LW	SHRUB DC LW	DRIP LINE 12"	0.3	0.81	0.9	0.4	2	2	0.0	0.0	8.0	11.0	15.0	15.0	18.0	16.0	14.0	9.0	5.0	0.0	215,132	18%
Trees - Med	0	49086	MW	SHRUB DC LW	DRIP LINE 12"	0.5	0.81	0.9	0.6	2	2	0.0	0.0	14.0	18.0	25.0	25.0	29.0	27.0	24.0	15.0	8.0	0.0	793,182	41%
Trees - High	0	3300	HW	SHRUB DC HW	DRIP LINE 12"	0.8	0.81	0.9	1.0	2	3	0.0	0.0	14.0	19.0	25.0	27.0	31.0	28.0	25.0	16.0	9.0	0.0	26,392	1%
Shrubs	0	53909	LW	SHRUB DC LW	DRIP LINE 12"	0.3	0.81	0.9	0.4	2	2	0.0	0.0	8.0	11.0	15.0	15.0	18.0	16.0	14.0	9.0	5.0	0.0	324,712	28%
BYA	0	14935	LW	SHRUB DC LW	SPRAY	0.3	0.75	1.6	0.4	2	2	0.0	0.0	5.0	7.0	9.5	9.0	11.0	10.0	9.0	6.0	3.0	0.0	159,680	13%
	TOTAL	118,571																					TOTAL	1,554,706	66%

SPECIAL LANDSCAPE AREAS

HYDROZONE #	HYDROZONE NAME	AREA (sq.ft) (HA)	Percentage of Landscape
ALL		118,571	
		118,571	100%

MAWA	GALLONS/YR	3,168,454
	ACRE FEET/YR	9.72
	HCF/YR	4,235.90
ETWU	GALLONS/YR	1,634,706
	ACRE FEET/YR	3.18
	HCF/YR	1,383.30

SITE IRRIGATION EFFICIENCY	SITE PLANT FACTOR	MAWA COMPLIANT
65.4%	0.26	YES

ETAF Calculations	
REGULAR LANDSCAPE AREAS	
TOTAL ETAF x AREA	38,721
TOTAL AREA	118,571
AVG. ETAF	32.66%

THE IRRIGATION VALVE SCHEDULE SHOWN ABOVE IS INTENDED TO BE USED AS A GUIDELINE ONLY AND INDICATES THE APPROXIMATE RUN TIMES IN MINUTES FOR EACH VALVE BASED ON ESTIMATED WEEKLY WATER REQUIREMENTS FOR ESTABLISHED PLANT MATERIAL. THE TIMES SHOWN ARE APPROXIMATE AND HAVE BEEN DEVELOPED FROM LOCAL AND CURRENT AVERAGES FOR EVAPOTRANSPIRATION, AND REFLECTIVE WATER REQUIREMENTS OF THE PLANT MATERIAL BASED ON PLANT TYPE AND THE APPROXIMATE PRECIPITATION OR APPLICATION RATES OF THE IRRIGATION SYSTEM TYPE. ACTUAL RUN TIMES MAY BE DIFFERENT DEPENDING ON A VARIETY OF FACTORS INCLUDING TOPOGRAPHY, SOIL STRUCTURE, SUN AND WIND EXPOSURE, WEATHER, ACTUAL PLANT WATER REQUIREMENTS, OVERALL PRECIPITATION RATE OF ZONE, ETC.

MAWA FORMULA
MAXIMUM APPLIED WATER ALLOWANCE (MAWA) GALLONS PER YEAR
MAWA = (ETo)(0.62)(LA x 0.45) + (0.55 x SLA)]

ETo = REFERENCE EVAPOTRANSPIRATION

0.45= ET ADJUSTMENT FACTOR

LA=LANDSCAPED AREA (SQUARE FEET)
0.62 = CONVERSION FACTOR (GALLONS/SQ.FT/YR)

ETWU FORMULA
ESTIMATED TOTAL WATER USE (ETWU) GALLONS PER YEAR
ETWU= (ETO)(.62)(ETAF x LA))

ETo = REFERENCE EVAPOTRANSPIRATION

PF = PLANT FACTOR FOR HYDROZONES

HA = HYDROZONE AREA (SQ.FT)
0.62 = CONVERSION FACTOR (GALLONS/SQ.FT/YR)

IE = IRRIGATION EFFICIENCY (0.81)-BUBBLER/DRIP

IE = IRRIGATION EFFICIENCY (0.75)-ROTORS/SPRAY

California Sycamore
Platanus racemosa

Chinese Evergreen Elm
Ulmus parvifolia cv.

Zelkova
Zelkova serrata cv.



Agave
Agave spp.



Berkeley Sedge
Carex divulsa



Dietes
Dietes spp.



New Zealand Flax
Phormium cv.



Aloe
Aloe spp.



California Wild Lilac
Ceanothus spp.



Grevillea
Grevillea 'Noelii'



Rosemary
Rosmarinus officinalis cv.



Kangaroo Paw
Anigozanthos cv.



Small Cape Rush
Chondropetalum tectorum



Pine Muhly
Muhlenburgia dubia



Sage
Salvia spp.

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G5.20
Conceptual Representative Shrub Palette
December 23, 2021

N113

Appendix C. Résumés



Robin J. Carle, MS

Wildlife Ecology

rcarle@harveyecology.com
408.458.3241

H. T. HARVEY & ASSOCIATES
Ecological Consultants
50 years of field notes, exploration, and excellence

Highlights

- 14 years of experience
- Avian ecology
- Environmental impact assessment
- Endangered Species Act consultation and compliance
- Nesting bird and burrowing owl surveys and monitoring
- Other special-status wildlife surveys and habitat assessments
- Bird-safe design

Education

MS, Fish and Wildlife Management, Montana State University

BS, Ecology, Behavior, and Evolution, University of California, San Diego

Permits and Licenses

Listed under CDFW letter permits to assist with research on bats, California tiger salamanders, California Ridgway's rails, and California black rails

USFWS 10(a)(1)(A) for California tiger salamander

Professional Experience

Associate ecologist, H. T. Harvey & Associates, 2007–present

Volunteer bird bander, San Francisco Bay Bird Observatory, 2010–20

Avian field technician, West Virginia University, 2006

Graduate teaching assistant, Montana State University, 2003–06

Avian field technician, Point Blue Conservation Science (formerly PRBO Conservation Science), 2004

Professional Profile

Robin Carle is an associate wildlife ecologist and ornithologist at H. T. Harvey & Associates, with more than 14 years of experience working in the greater San Francisco Bay Area. Her expertise is in the nesting ecology of passerine birds, and her graduate research focused on how local habitat features and larger landscape-level human effects combine to influence the nesting productivity of passerine birds in the Greater Yellowstone region. She also banded, sexed, and aged resident and migrant passerine birds with the San Francisco Bay Bird Observatory for 10 years.

With an in-depth knowledge of regulatory requirements for special-status species, Robin has contributed to all aspects of client projects including NEPA/CEQA documentation, bird-safe design assessments, biological constraints analyses, special-status species surveys, nesting bird and raptor surveys and monitoring, construction implementation/permit compliance, Santa Clara Valley Habitat Plan/Natural Community Conservation Plan applications and compliance support, and natural resource management plans. Her strong understanding of CEQA, FESA, and CESA allows her to prepare environmental documents that fully satisfy the regulatory requirements of the agencies that issue discretionary permits. She manages field surveys, site assessments, report preparation, agency and client coordination, and large projects.

Bird-Safe Design Experience

Provides bird-safe design support for **development projects for major technology companies in Sunnyvale and Mountain View** including the preparation of avian collision risk assessments, sections of CEQA documents, assessments of project compliance with City requirements, design recommendations, avian collision monitoring plans, and calculations of qualification for LEED Pilot Credit 55.

Provided bird-safe design support for a **development project in Berkeley** including the preparation of an avian collision risk assessment and development of bird-safe design features.

Served as project manager for the preparation of an **avian collision risk assessment for the CityView Plaza project** in San José, and prepared recommendations to minimize the potential for bird nesting and perching on the building following construction.

Served as project manager for the preparation of **avian collision risk assessments for the Menlo Uptown and Menlo Portal** projects in Menlo Park, which included assessments of the potential for avian collisions to occur with the proposed buildings and the potential significance (e.g., under CEQA) of such an impact.

Provided bird-safe design support for **development at Oyster Point in South San Francisco** including the preparation of an avian collision risk assessment and providing project-specific bird-safe design measures to ensure project compliance with CEQA requirements.



Stephen C. Rottenborn, PhD
Principal, Wildlife Ecology

srottenborn@harveyecology.com
408.458.3205

H. T. HARVEY & ASSOCIATES
Ecological Consultants
50 years of field notes, exploration, and excellence

HIGHLIGHTS

- 28 years of experience
- Avian ecology
- Wetlands and riparian systems ecology
- Endangered Species Act consultation
- Environmental impact assessment
- Management of complex projects

EDUCATION

PhD, Biological Sciences, Stanford University

BS, Biology, College of William and Mary

PROFESSIONAL EXPERIENCE

Principal, H. T. Harvey & Associates, 1997–2000, 2004–present

Ecology section chief/environmental scientist, Wetland Studies and Solutions, Inc., 2000–04

Independent consultant, 1989–97

MEMBERSHIPS AND AFFILIATIONS

Chair, California Bird Records Committee, 2016–19

Member, Board of Directors, Western Field Ornithologists, 2014–20

Scientific associate/advisory board, San Francisco Bay Bird Observatory, 1999–2004, 2009–18

Member, Board of Directors, Virginia Society of Ornithology, 2000–04

PUBLICATIONS

Erickson, R. A., Garrett, K. L., Palacios, E., Rottenborn, S. C., and Unitt, P. 2018. Joseph Grinnell meets eBird: Climate change and 100 years of latitudinal movement in the avifauna of the Californias, in Trends and traditions: Avifaunal change in western North America (W. D. Shuford, R. E. Gill Jr., and C. M. Handel, eds.), pp. 12–49. Studies of Western Birds 3. Western Field Ornithologists, Camarillo, CA.

Rottenborn, S. C. 2000. Nest-site selection and reproductive success of red-shouldered hawks in central California. Journal of Raptor Research 34:18-25.

Rottenborn, S. C. 1999. Predicting the impacts of urbanization on riparian bird communities. Biological Conservation 88:289-299.

Rottenborn, S. C. and E. S. Brinkley. 2007. Virginia's Birdlife. Virginia Society of Ornithology, Virginia Avifauna No. 7.

PROFESSIONAL PROFILE

Dr. Steve Rottenborn is a principal in the wildlife ecology group in H. T. Harvey & Associates' Los Gatos office. He specializes in resolving issues related to special-status wildlife species and in meeting the wildlife-related requirements of federal and state environmental laws and regulations. Combining his research and training as a wildlife biologist and avian ecologist, Steve has built an impressive professional career that is highlighted by a particular interest in wetland and riparian communities, as well as the effects of human activities on bird populations and communities. Steve's experience extends to numerous additional special-status animal species. The breadth of his ecological training and project experience enables him to expertly manage multidisciplinary projects involving a broad array of biological issues.

He has contributed to more than 800 projects involving wildlife impact assessment, NEPA/CEQA documentation, biological constraints analysis, endangered species issues (including California and Federal Endangered Species Act consultations), permitting, and restoration. Steve has conducted surveys for a variety of wildlife taxa, including a number of threatened and endangered species, and contributes to the design of habitat restoration and monitoring plans. In his role as project manager and principal-in-charge for numerous projects, he has supervised data collection and analysis, report preparation, and agency and client coordination.

PROJECT EXAMPLES

Principal-in-charge for **bird-safe design support for more than 40 development projects** in more than 10 cities throughout the San Francisco Bay area. This work has entailed preparation of avian collision risk assessments, sections of CEQA documents, assessments of project compliance with requirements of the lead agency, design recommendations (e.g., related to the selection of bird-safe glazing), and avian collision monitoring plans.

Senior wildlife ecology expert on the South Bay Salt Pond restoration project — the largest (~15,000-acre) restoration project of its kind in the western United States.

Served on the **Technical Advisory Committees/Expert Panels for the Santa Clara Valley Water District's Upper Penitencia Creek, One Water, Science Advisory Hub, San Tomas/Calabazas/Pond A8 Restoration, and Coyote Creek Native Ecosystem Enhancement Tool** efforts; selected to serve on these panels for his expertise in South Bay wildlife, restoration, and riparian ecology.

Led H. T. Harvey's work on the biological CEQA assessment and permitting for extensive/regional **facilities and habitat management programs for the Santa Clara Valley Water District, San Jose Water Company, County of San Mateo, and Midpeninsula Regional Open Space District**.

Contract manager/principal-in-charge for **Santa Clara Valley Water District's Biological Resources On-Call contract** (four successive contracts, with over 120 task orders, since 2009).



LEGEND	
■	Emergency Generator

EMERGENCY GENERATOR SUMMARY			
Use	**Location**	**Quantity**	**Generator Size**
Hotel	**TS1**	1	600KW / 750KVA
Accessory/Convention	**NG**	2	(2) 750KW / 1,000KVA
Office	**SG**	2	(2) 1,750KW / 2,188KVA
R-MU	**RS2**	1	1,000 KW
	RS3	1	750 KW
	RS4	1	500 KW
	RS5	1	500 KW
	RS6	1	250 KW
	RS7	1	150 KW
West Bay District Sanitary Pump Station	**RA2***	1	500 KW
Off-Site Retail	**Hamilton Avenue Parcel North**	1	150 KW

* To be located in one of two possible locations.

Note: Generators will be located in the the basement or ground floor level. Specific locations will be provided with architectural review plans.

CITY OF MENLO PARK

August 18, 2022

AGENCY REFERRAL FORM
RETURN by September 7, 2022 to Kyle Perata at ktperata@menlopark.org

Chuck Andrews, Building Official
City of Menlo Park Building Division
chandrews@menlopark.org

RE: Willow Village masterplan –PLN2017-0064 Emergency diesel generators permit

Business Name	Willow Village mixed-use master plan
Description	Redevelop an industrial, office, warehouse, and research and development site with a mixed-use master plan, including 1.6M sf office, 200,000 sf retail, 193 hotel rooms, 1,730 dwelling units, and open space. Project includes 13 emergency diesel generators at the main project site (intersection of Willow Road and Hamilton Avenue) and one generator at the neighborhood shopping center across Willow Road from the main project site. The generator supplemental information sheets, the generator cut sheets, and the site map with generator locations are attached (via email link) More information on the proposed project is available on the City's website: https://beta.menlopark.org/Government/Departments/Community-Development/Projects/Under-review/Willow-Village
Applicant Contact Information	Faye Brandin, (510) 251-9284 fbrandin@signaturedevelopment.com

☐ The hazardous materials listed are not of sufficient quantity to require approval by this Division.

☐ The Building Division has reviewed the applicant's plans and listed hazardous materials/chemicals and has found that the proposal meets all applicable California Building Code requirements.

☒ The Building Division has reviewed the applicant's plans and use of listed hazardous materials/chemicals outlined, and suggests conditions and mitigation measures (below) to be made a part of the City's permit approval.

The applicant's proposal has been reviewed by the City of Menlo Park's Building Division by:

Printed Name/ Date	Chuck Andrews
Signature	
Comments	Please see comment letter provided with this agency referral form.

RE: Willow Village masterplan – Emergency diesel generators permit (cont.)	
Additional Comments	

Planning Level Comments for Willow Village Generator Plans dated 05/17/22.

All specific code sections noted in this document are for reference purposes only. The proposed development will be required to meet the building standards established in the California Building Standards Code and any local amendments to the Code in effect at the time of a complete Building permit application for the structures.

The following comments are for the emergency generators in the following locations: SG (2), NG (2), RS2, RS3 RS4, RS5, RS6, RS7, RA1, RA2, TS1, Hamilton Ave. Parcel North.

General Comments: These comments are intended for informational purposes and do not require a specific response.

1. The project is subject to the California Building Standards Code and any adoption of reach codes or local ordinances at the time of Building permit application. Note: 2019 California Building Standards code will be in enforced until 12/31/2022. On 01/01/2023 the 2022 California Building Codes will be enforced.
2. The project is subject to the California Green Building Standards Code (Cal Green) in effect at the time of Building permit submittal and any local amendments to the Code. Other forms of green building checklist will not be accepted in-lieu of the Cal Green requirements.
3. All deferred submittals other than fire sprinklers are to be approved by the Building Official prior to Building Permit application.
4. Given the preliminary nature of the plan set a cursory review of the plans for code compliance was done, however, this does not constitute a complete plan review or agreement that the proposed project is Code compliant. A full building plan check will be required. I have included some preliminary mandatory items that need to be address before building department submittal.

General Building Code Comments: These comments are intended for informational purposes and do not require a specific response.

1. Hazardous materials compliance for processing, dispensing, use or storage is regulated by California Building Code (CBC) section 414 and the California Fire Code to include but not limited to the following items: Aerosols, Identification and Labeling Requirements, Controlled Areas, Allowable Amounts of Hazardous Products, Fire Resistance Ratings, Ventilation and Emergency Power for Ventilation Systems. Reference California Fire Code Chapter 50 for specific hazardous material classifications.
2. Menlo Park Fire Department review will be required before permit issuance.
3. Estimated amperages were provided. As amperages increase generator physical size generally increases, which could affect room sizing in the building. Please provide accurate estimates at the time of building permit submission.

Please Respond to the Following Comments:

Hazardous Materials Evaluation –

1. Diesel storage in excess of 240 gallons in allowable quantity per controlled areas are prohibited when generators are located inside an occupiable building CFC Table 5003.1.1(1). If quantities are in excess of the maximum amount 240 gallons the room must have an occupancy of H2 or H3 “CFC 5003.1.1 thru 5003.1.4”.
2. Please provide the UL listings of all tanks.
3. Please note if automatic fire sprinklers will be inside all rooms with generators.

4. All generators exceed the City of Menlo Park noise ordinance. Screening or baffling may be required if the generator does not meet the 50 decibel limit outlined in the noise ordinance. Testing for some of the generator units is scheduled for Sundays AM, is this right?

Building Code: At time of building department submission the following will be required.

1. Provide floor plans for generator locations within buildings, room dimensions must be shown length, width and height. Please have the footprint of generators and fuel tanks outlined in all rooms where they are located. At Hamilton Ave. Parcel North show generator location on site plan with building included, dimensions of enclosure/fencing etc…
2. Provide manufacturers specifications (both generator and fuel tank) that show working space requirements (labeled on the plan set) and minimum room size dimensions. Working space requirements should be labeled on the plan set as well.
3. Please show total dimensions of both fuel tank and generator assembled on elevations relative to dedicated space within the building.
4. Show all room penetrations (i.e intake, exhaust, ducting sidewall penetrations exc…).
5. Show all anchorage, equipment clearances, fuel fill points, working space and orientation of generator within the room.

CITY OF MENLO PARK

August 18, 2022

AGENCY REFERRAL FORM
RETURN by September 7, 2022 to Kyle Perata at ktperata@menlopark.org

Kimberly Giuliacci, Fire Inspector II
Menlo Park Fire Protection District
kgiuliacci@menlofire.org

RE: Willow Village masterplan (PLN2017-0064) – Emergency diesel generators permit

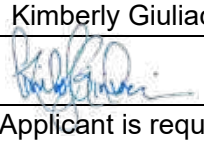
Business Name	Willow Village mixed-use master plan
Description	Redevelop an industrial, office, warehouse, and research and development site with a mixed-use master plan, including 1.6M sf office, 200,000 sf retail, 193 hotel rooms, 1,730 dwelling units, and open space. Project includes 13 emergency diesel generators at the main project site (intersection of Willow Road and Hamilton Avenue) and one generator at the neighborhood shopping center across Willow Road from the main project site. The generator supplemental information sheets, the generator cut sheets, and the site map with generator locations are attached (via email link) More information on the proposed project is available on the City's website: https://beta.menlopark.org/Government/Departments/Community-Development/Projects/Under-review/Willow-Village
Applicant Contact Information	Faye Brandin, (510) 251-9284 fbrandin@signaturedevelopment.com

☐ The hazardous materials listed are not of sufficient quantity to require approval by this agency.

☑ The Fire District has reviewed the applicant's plans and listed hazardous materials/chemicals and has found that the proposal meets all applicable fire codes.

☐ The Fire District has reviewed the applicant's plans and use of listed hazardous materials/chemicals outlined, and suggests conditions and mitigation measures (below) to be made a part of the City's permit approval.

The applicant's proposal has been reviewed by the Menlo Park Fire Protection District by:

Printed Name/ Date	Kimberly Giuliacci 10/14/2022
Signature	
Comments	Applicant is required to formally submit an application and all supporting documents including plan set to Menlo Park Fire for review in order to obtain a construction permit.

RE: Willow Village masterplan (PLN2017-0064) – Emergency diesel generators permit (cont.)	
Additional Comments	Note: All applicable Fire/Buidling Codes and NFPA Standards will apply for the installation of the generators and for storage of the diesel fuel. Applicant will be subject to initial and ongoing annual fire district operational permit for storage of flammable/combustible liquids and inspection requirements.

CITY OF MENLO PARK

August 18, 2022

AGENCY REFERRAL FORM
RETURN by September 7, 2022 to Kyle Perata at ktperata@menlopark.org

Daniel Rompf, Hazardous Materials Specialist
San Mateo County Environmental Health Services Division
drompf@smcgov.org

RE: Willow Village masterplan (PLN2017-0064) – Emergency diesel generators permit

Business Name	Willow Village mixed-use master plan
Description	Redevelop an industrial, office, warehouse, and research and development site with a mixed-use master plan, including 1.6M sf office, 200,000 sf retail, 193 hotel rooms, 1,730 dwelling units, and open space. Project includes 13 emergency diesel generators at the main project site (intersection of Willow Road and Hamilton Avenue) and one generator at the neighborhood shopping center across Willow Road from the main project site. The generator supplemental information sheets, the generator cut sheets, and the site map with generator locations are attached (via email link) More information on the proposed project is available on the City's website: https://beta.menlopark.org/Government/Departments/Community-Development/Projects/Under-review/Willow-Village
Applicant Contact Information	Faye Brandin, (510) 251-9284 fbrandin@signaturedevelopment.com

☐ The hazardous materials listed are not of sufficient quantity to require approval by this agency.

☑ The Health Division has reviewed the applicant's plans and listed hazardous materials/chemicals and has found that the proposal meets all applicable codes.

☑ The Health Division has reviewed the applicant's plans and use of listed hazardous materials/chemicals outlined, and suggests conditions and mitigation measures (below) to be made a part of the City's permit approval. The Health Division will inspect the facility once it is in operation to assure compliance with applicable laws and regulations.

The applicant's proposal has been reviewed by the San Mateo County Environmental Health Services Division by:

Printed Name/ Date	Dan rompf 8/19/22
Signature	Daniel Rompf
Comments	Facility will need hmbp for each address or could potentially do a campus based facility, will also need SPCC plans and storage permits once fuel storage commences onsite.

RE: Willow Village masterplan (PLN2017-0064) – Emergency diesel generators permit permit (cont.)	
Additional Comments	Backup generators that operate off of natural gas supplied by the city would not need to be permitted with the County EH because there is no fuel storage on-site. This option could also be considered if feasible, then facility would not need the HMBP and SPCC. Contact me to discuss if there are any questions regarding permits. Dan Rompf drompf@smcgov.org 650339-0327

CITY OF MENLO PARK

August 18, 2022

AGENCY REFERRAL FORM
RETURN by September 7, 2022 to Kyle Perata at ktperata@menlopark.org

Jed Beyer, Water Quality Manager
West Bay Sanitary District
jbeyer@westbaysanitary.org

RE: Willow Village masterplan (PLN2017-0064) – Emergency diesel generators permit

Business Name	Willow Village mixed-use master plan
Description	Redevelop an industrial, office, warehouse, and research and development site with a mixed-use master plan, including 1.6M sf office, 200,000 sf retail, 193 hotel rooms, 1,730 dwelling units, and open space. Project includes 13 emergency diesel generators at the main project site (intersection of Willow Road and Hamilton Avenue) and one generator at the neighborhood shopping center across Willow Road from the main project site. The generator supplemental information sheets, the generator cut sheets, and the site map with generator locations are attached (via email link) More information on the proposed project is available on the City's website: https://beta.menlopark.org/Government/Departments/Community-Development/Projects/Under-review/Willow-Village
Applicant Contact Information	Faye Brandin, (510) 251-9284 fbrandin@signaturedevelopment.com

☐ The hazardous materials listed are not of sufficient quantity to require approval by this agency.

X The Sanitary District has reviewed the applicant's plans and listed hazardous materials/chemicals and has found that the proposal meets all applicable codes.

☐ The Sanitary District has reviewed the applicant's plans and use of listed hazardous materials/chemicals outlined, and suggests conditions and mitigation measures (below) to be made a part of the City's permit approval.

The applicant's proposal has been reviewed by the West Bay Sanitary District by:

Printed Name/ Date	Jed Beyer 08/30/2022
Signature	
Comments	Add West Bay Sanitary (650) 321-0384 and Silicon Valley Clean Water (650) 591-7121 to Emergency Contact List in the event...

RE: Willow Village masterplan (PLN2017-0064) – Emergency diesel generators permit (cont.)	
Additional Comments	of an accidental spill/release of hazardous materials to sanitary sewer. No drains to sanitary sewer in hazardous materials storage areas.

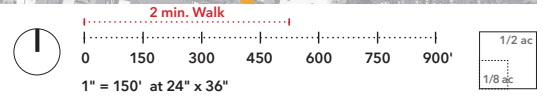
CURRENT GENERAL PLAN



PROPOSED MASTER PLAN



LEGEND	
	Boulevard
	Main Street
	Avenue - Mixed Use
	Mixed Use Collector
	Mixed Use Collector - Future
	Neighborhood Collector
	Local Access
	Multi-use Pathway
	Multi-use Pathway - Future
	Paseo (+/- 3,490 LF)
	Paseo - Future (+/- 3,515 LF)



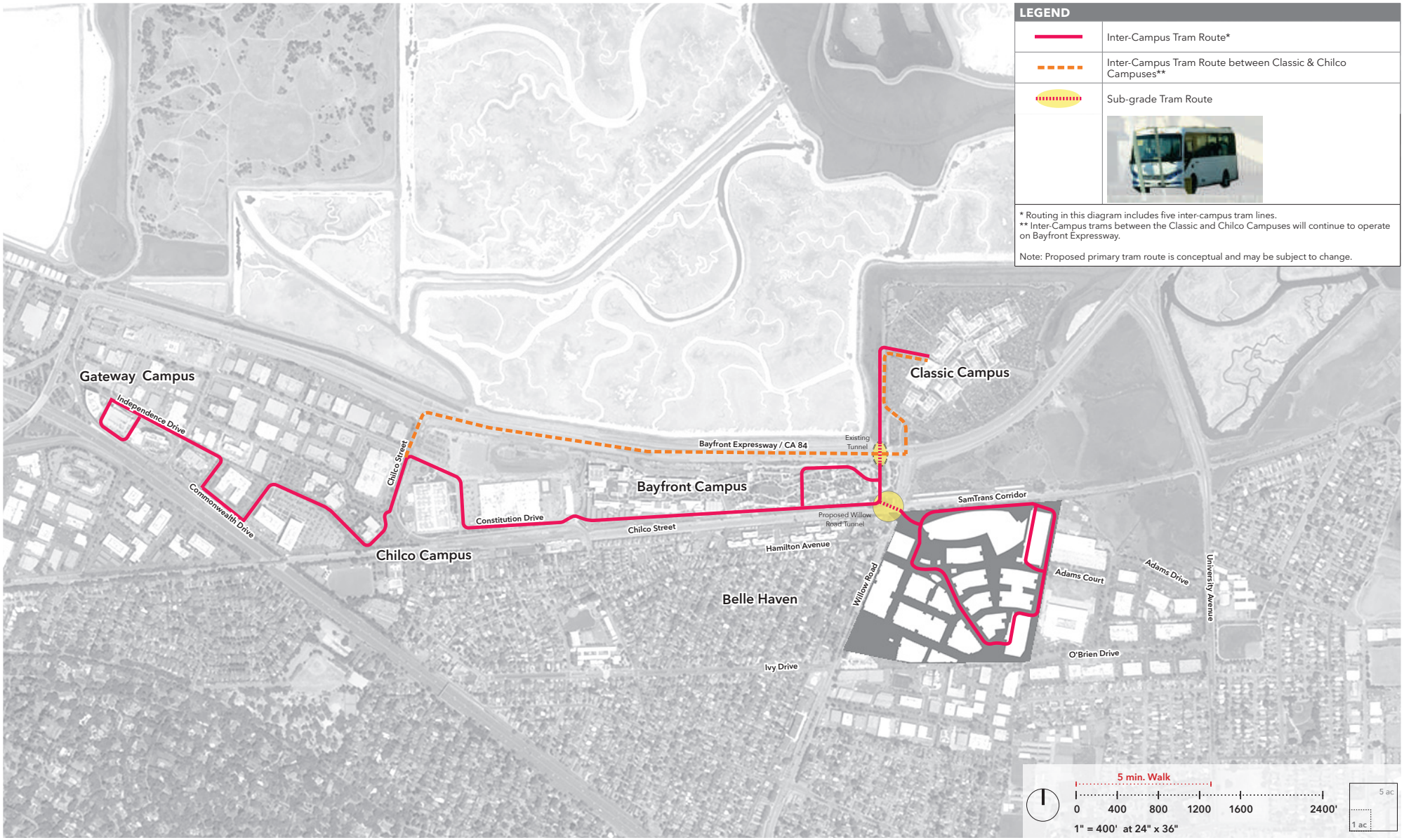
Peninsula Innovation Partners

WILLOW VILLAGE

Menlo Park, CA

Street Classifications

September 13, 2022



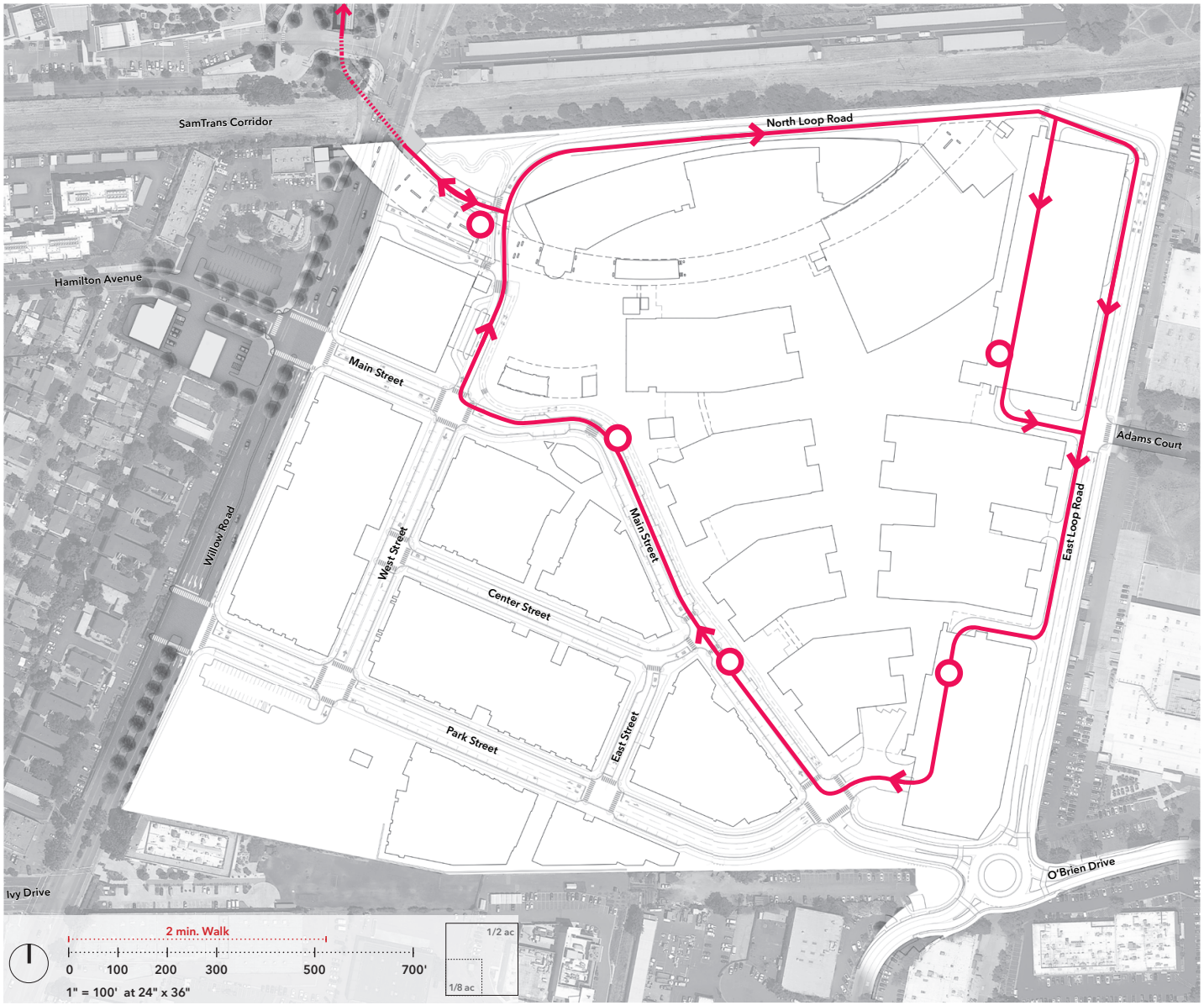
MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.03
Conceptual Inter-Campus Tram Route
October 19, 2022

R1



LEGEND	
	Inter-Campus Tram Route
	Sub-grade Tram Route
	Tram Stop



Note: Proposed primary tram route is conceptual and may be subject to change.

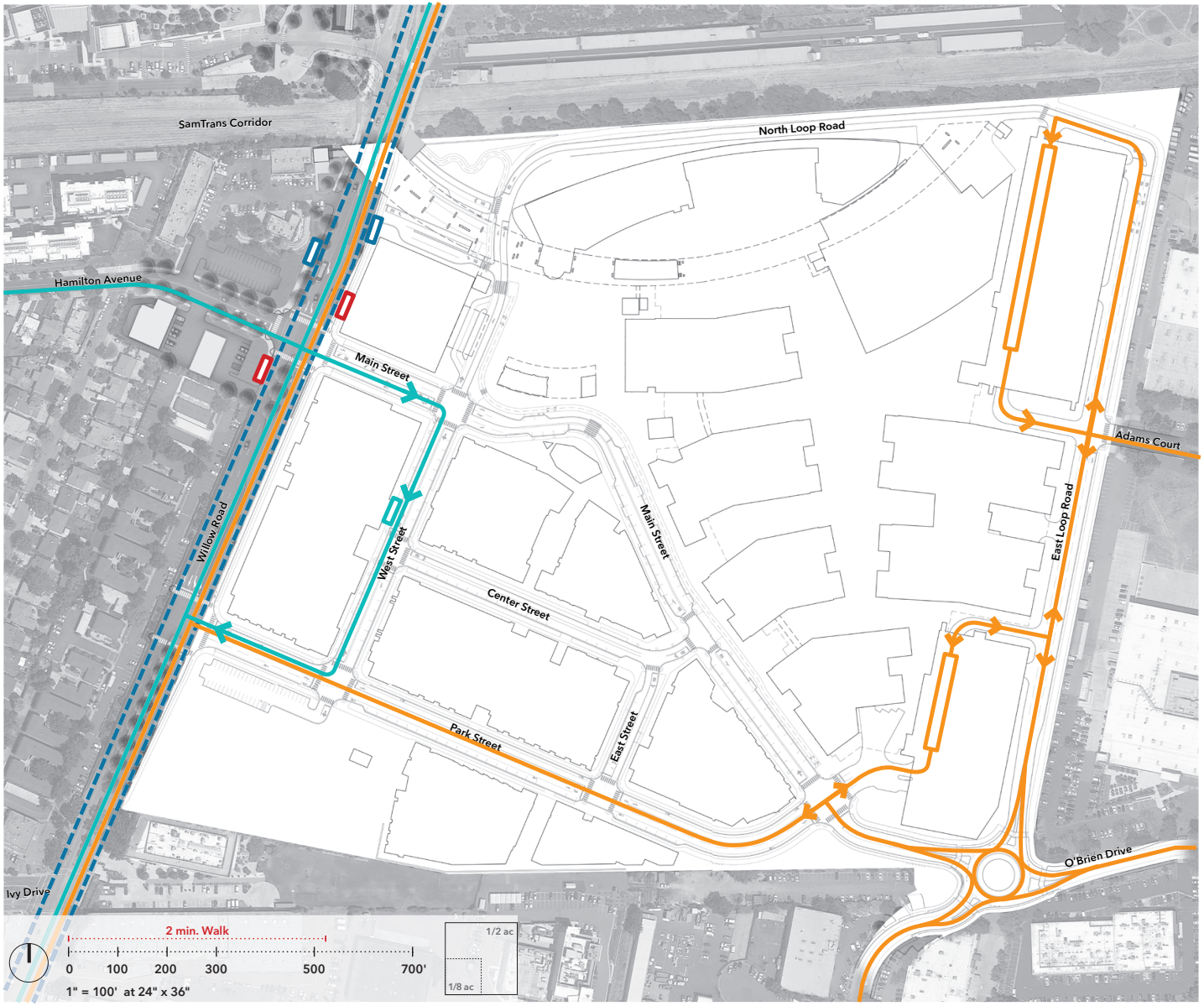
MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.04
Conceptual Primary Tram Route
October 19, 2022

R2



LEGEND	
	Commuter Shuttle Route
	Shuttle Passenger Loading
	Existing Public Bus Route
	Existing Public Bus Stop (To Be Relocated)
	Relocated Public Bus Stop
	Community Shuttle Route
	Community Shuttle Stop



Note: Proposed primary tram route is conceptual and may be subject to change.

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

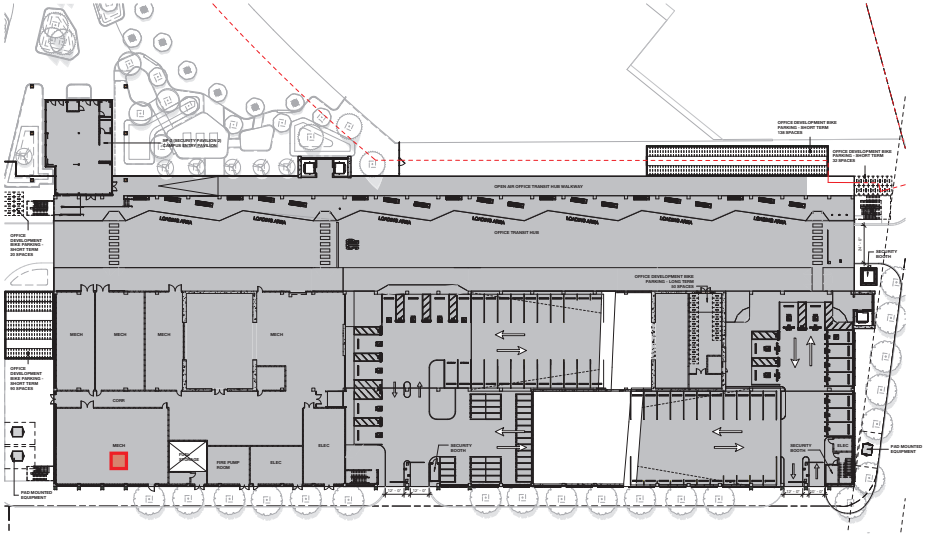
WILLOW VILLAGE

Menlo Park, CA

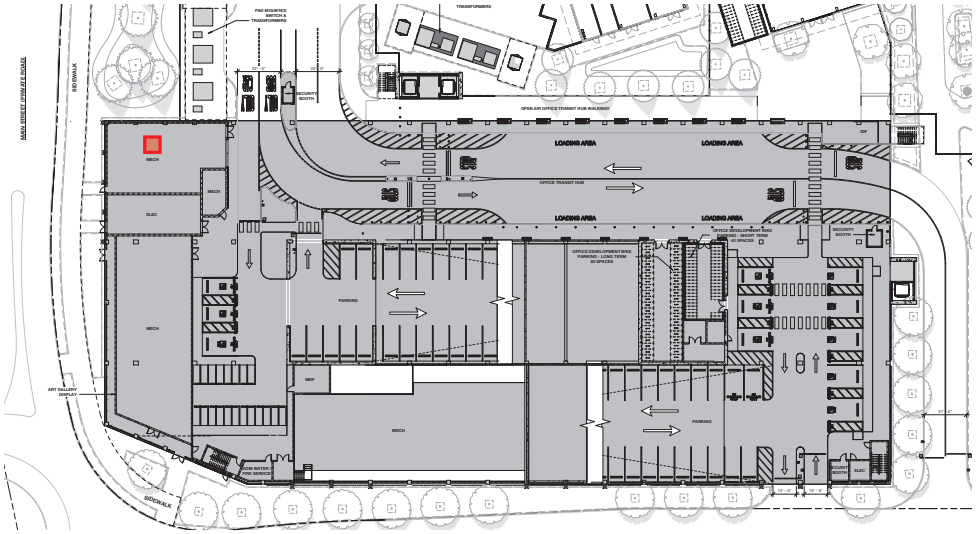
G4.05
Conceptual Shuttle & Public Bus Route
October 19, 2022

R3

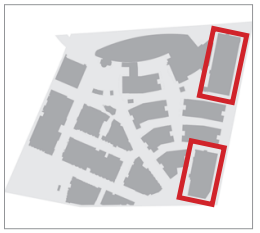
LEGEND	
	Emergency Generator



NORTH GARAGE - LEVEL 1



SOUTH GARAGE - LEVEL 1



30 seconds Walk

0 30 60 90 120 150 180 240'

1" = 30' at 24" x 36"

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.06
Conceptual Transit Center Enlargements
October 19, 2022

R4



LEGEND	
	Vehicular Route
	Restricted Vehicular Route
	Sub-grade Vehicular Route
	Passenger & Commercial Loading / Service (Metered Parking at Off-Peak Hours)
	Passenger & Commercial Loading / Drop-off
	Garage Access
	FB Commuter Shuttle and Tram Only Approach

Note: Proposed primary vehicle route is conceptual and may be subject to change. Proposed lane configurations are conceptual and subject to additional review and refinement.

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.07
Conceptual Vehicular Circulation Plan
October 19, 2022

R5



LEGEND	
	Vehicular Route
	Restricted Vehicular Route
	Sub-grade Vehicular Route
R	Passenger & Commercial Loading / Service (Metered Parking at Off-Peak Hours)
R	Passenger & Commercial Loading / Drop-off
	Garage Access
	FB Commuter Shuttle and Tram Only Approach

Note: Proposed primary vehicle route is conceptual and may be subject to change. Proposed lane configurations are conceptual and subject to additional review and refinement.

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.08
Variant: Conceptual Vehicular Circulation Plan
October 19, 2022

R6



LEGEND	
	Service Vehicular Route
S	On-Street Service Loading Area
D	Off-Street Service Loading Area

Note: Proposed service vehicle route is conceptual and may be subject to change.

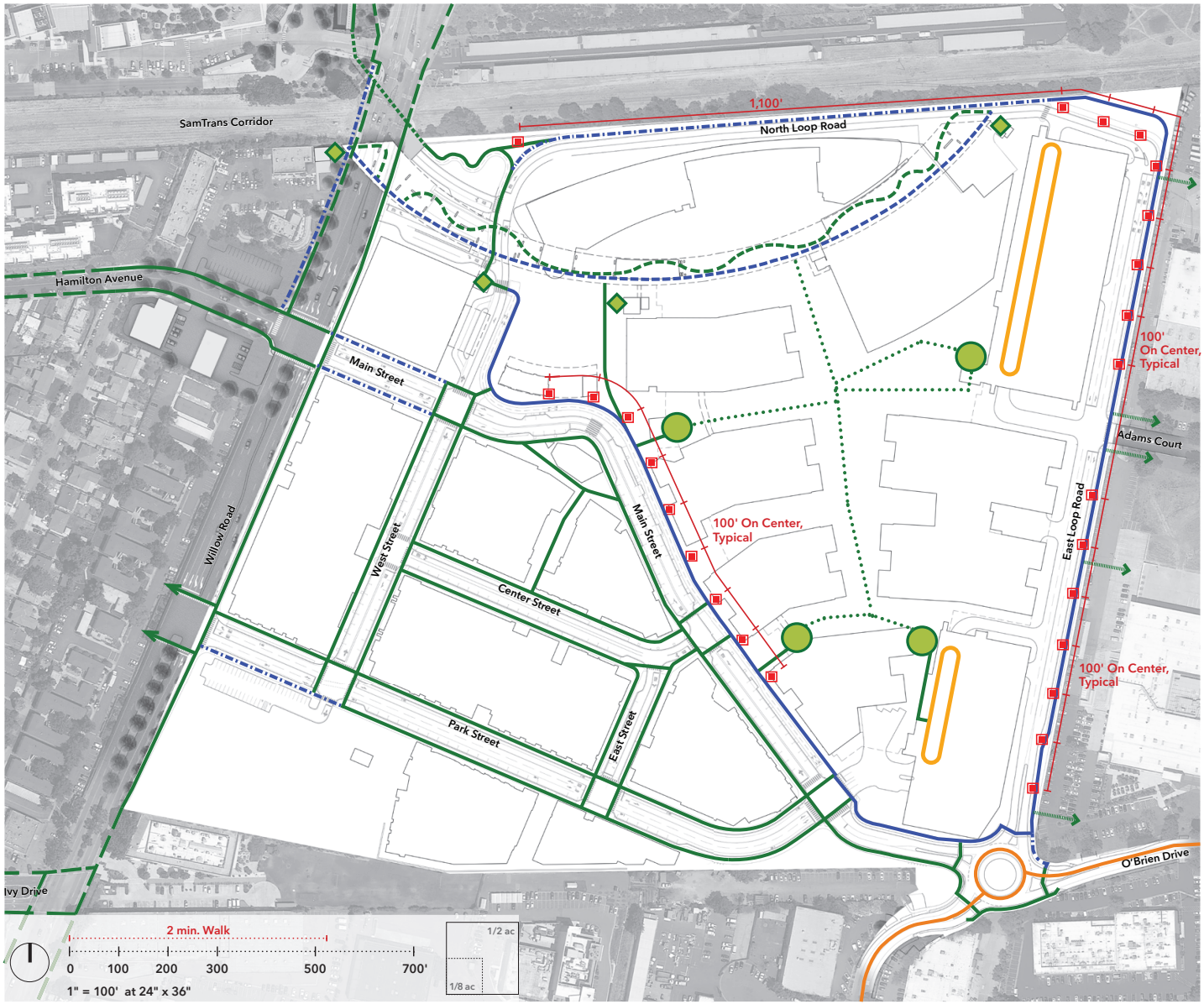
MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.09
Conceptual Service Circulation Plan
October 19, 2022

R7



LEGEND	
	Existing Pedestrian Circulation
	Pedestrian Circulation
	Subgrade Pedestrian Circulation
	Elevated Park Pedestrian Circulation
	Internal Campus Pedestrian Circulation
	Potential Future Connection
	Paseo (+/- 3,490 LF)
	Multi-Use Pathway
	Elevated Park Multi-Use Pathway
	Furnishing Zone
	Elevated Park Access (Publicly Accessible)
	Secure Campus Entry
	Transit Hub

Note:
- Proposed primary pedestrian is conceptual and may be subject to change.
- Refer to Appendix 4 for parcel-by-parcel details on short and long term bike parking.

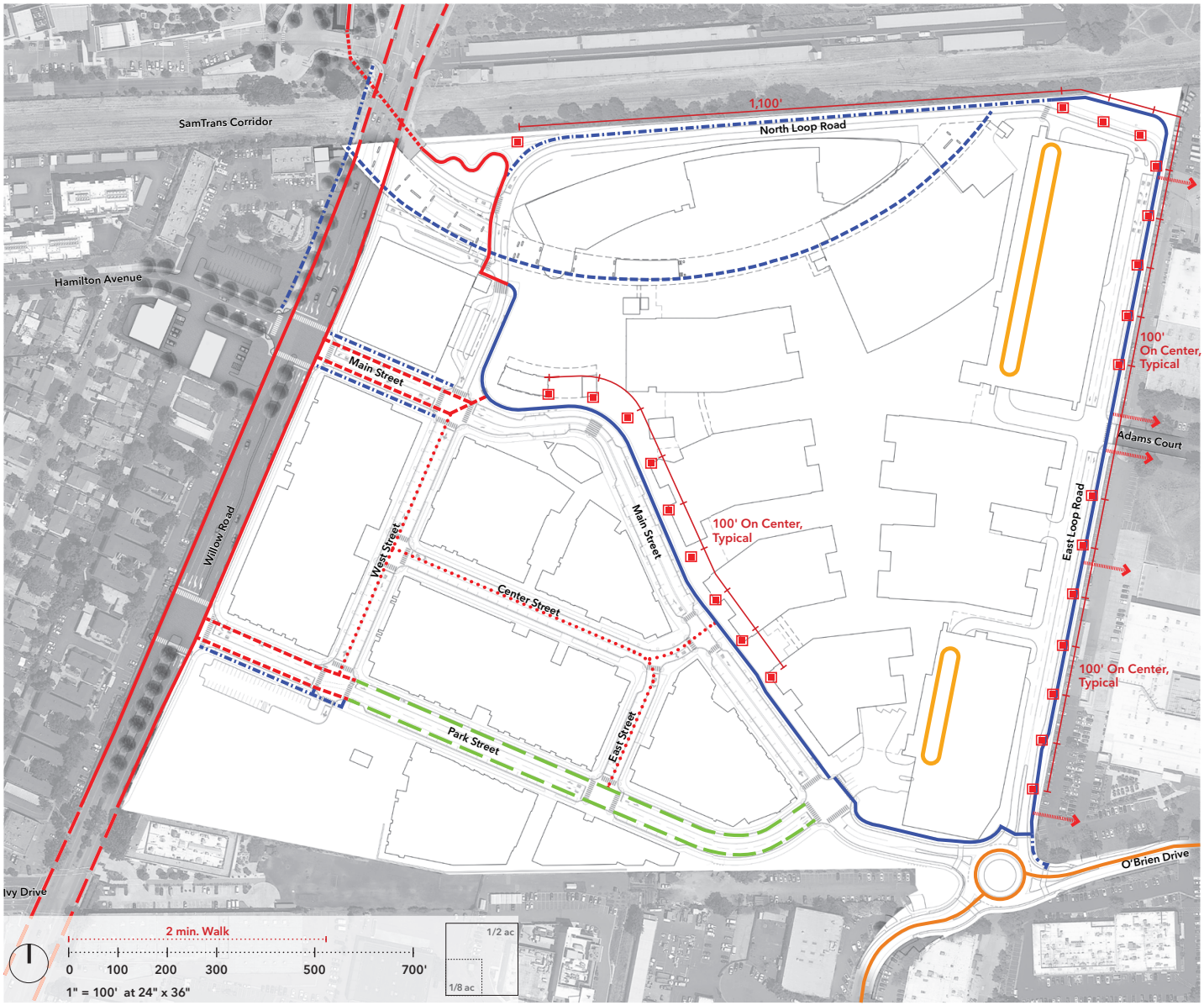
MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.10
Conceptual Pedestrian Circulation Plan
October 19, 2022

R8



LEGEND

	Paseo (+/- 3,490 LF)
	Multi-Use Pathway
	Elevated Park Multi-Use Pathway
	Existing Class II Bikeway
	Class II Bikeway
	Class IV Bikeway
	Subgrade Class IV Bikeway
	Class III Bikeway
	On-Street Bike Circulation
	Suggested Bike Routes*
	Potential Future Connection
	Furnishing Zone
	Transit Hub

* Information Source:
- Menlo Park Comprehensive Bicycle Development Plan, City of Menlo Park, 2005
- San Mateo Bike Map Southeast Booklet, City/County Association of Governments of San Mateo County

- Proposed primary bike route is conceptual and may be subject to change.
- Refer to Appendix 4 for parcel-by-parcel details on short and long term bike parking.

BICYCLE PARKING REQUIREMENT PER ZONING

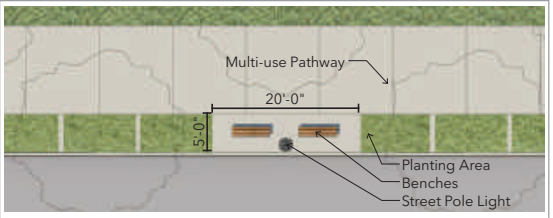
Land Use	Development Maximum	Menlo Park Municipal Code			
		Short-Term		Long-Term	
		Ratio	Spaces	Ratio	Spaces
Office	1,600,000 sf	20% of 1.0/5,000sf	64	80% of 1.0/5,000sf	256
Hotel	172,000 sf	20% of 1.0/5,000sf	7	80% of 1.0/5,000sf	28
Residential	1,730 unit	10% of 1.5/1unit	260	1.5/1unit	2,595
Commercial	200,000 sf	80% of 1.0/5,000sf	32	20% of 1.0/5,000sf	8

CDP STANDARDS

Land Use	Development Maximum	Short-Term	Long-Term
		Ratio / Spaces	Ratio / Spaces
Office	1,600,000 sf	133 spaces	340 spaces
Hotel	172,000 sf	Per zoning code	Per zoning code
Residential	1,730 unit	Per zoning code	Per zoning code
Commercial	200,000 sf	Per zoning code	Per zoning code

Note: Bicycle parking depicted is illustrative and may be subject to change, but will remain compliant with Parking Requirements per Zoning and CDP Standards.

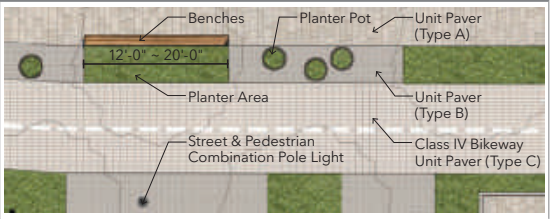
TYPICAL FURNISHING ZONE @ MULTI-USE PATHWAY



1/8" = 1'-0" at 24" x 36"

0 4 8 16'

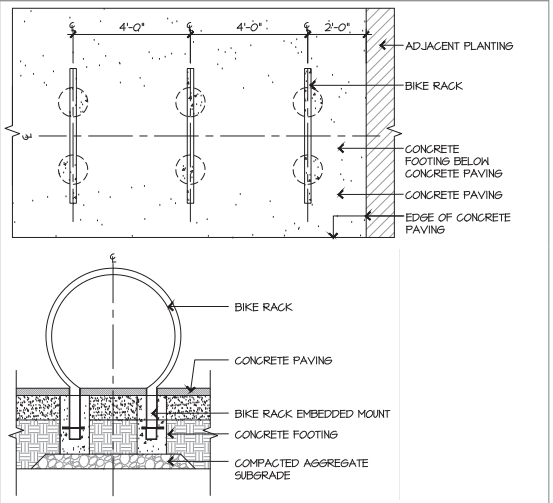
TYPICAL FURNISHING ZONE @ MAIN STREET



1/8" = 1'-0" at 24" x 36"

0 4 8 16'

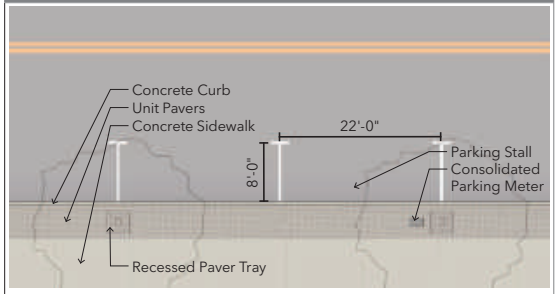
TYPICAL COMMERCIAL SHORT-TERM BICYCLE PARKING



1/2" = 1'-0" at 24" x 36"

0 2 4 6'

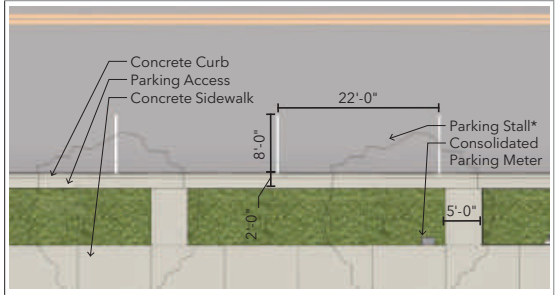
TYPICAL STREET PARKING & LOADING ALONG PAVING



1/8" = 1'-0" at 24" x 36"

0 4 8 16'

TYPICAL STREET PARKING ALONG PLANTING

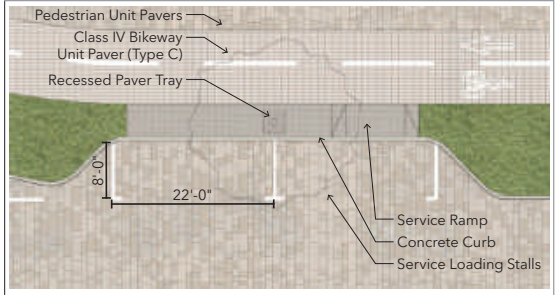


1/8" = 1'-0" at 24" x 36"

*Center Street and East Street parking stalls = 7' x 22'

0 4 8 16'

TYPICAL ON-STREET SERVICE LOADING AREA



1/8" = 1'-0" at 24" x 36"

0 4 8 16'



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Conditional Development Permit

WILLOW VILLAGE

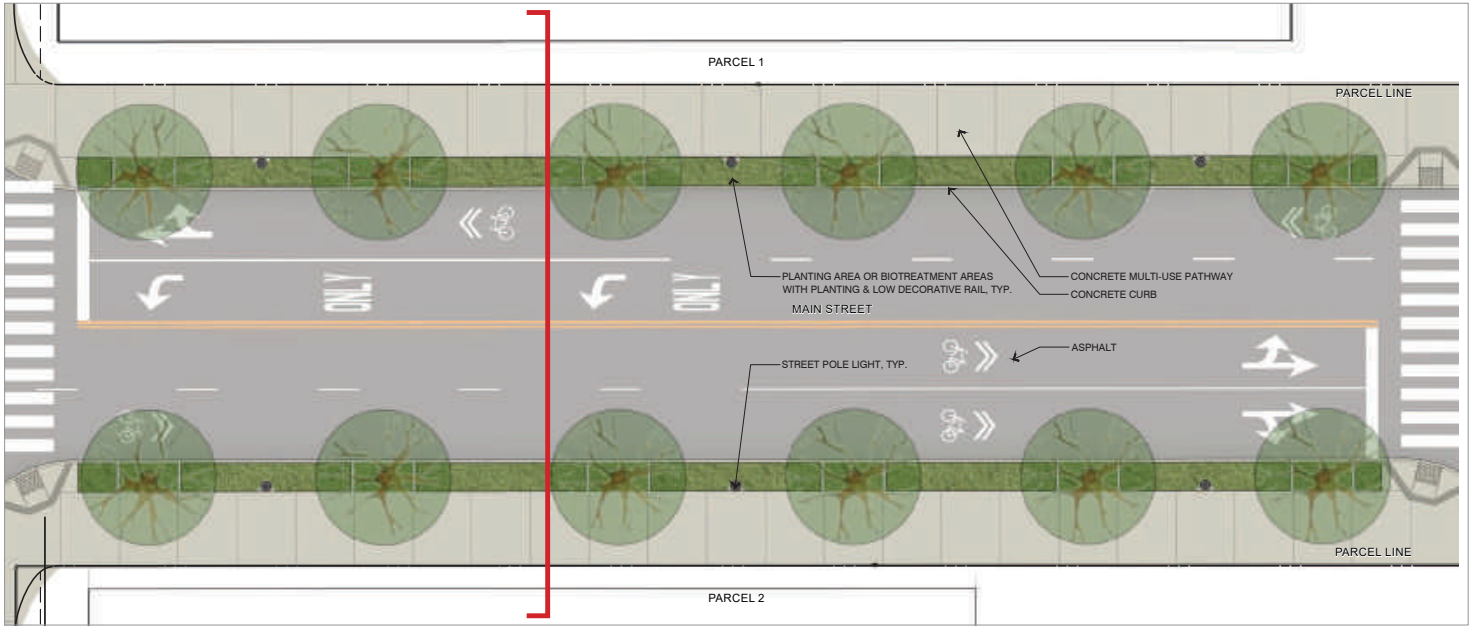
Menlo Park, CA

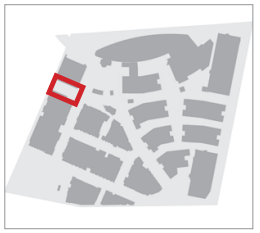
G5.01
Conceptual Public Realm Landscape Plan
October 19, 2022

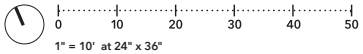
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SECTION







PLAN ENLARGEMENT

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

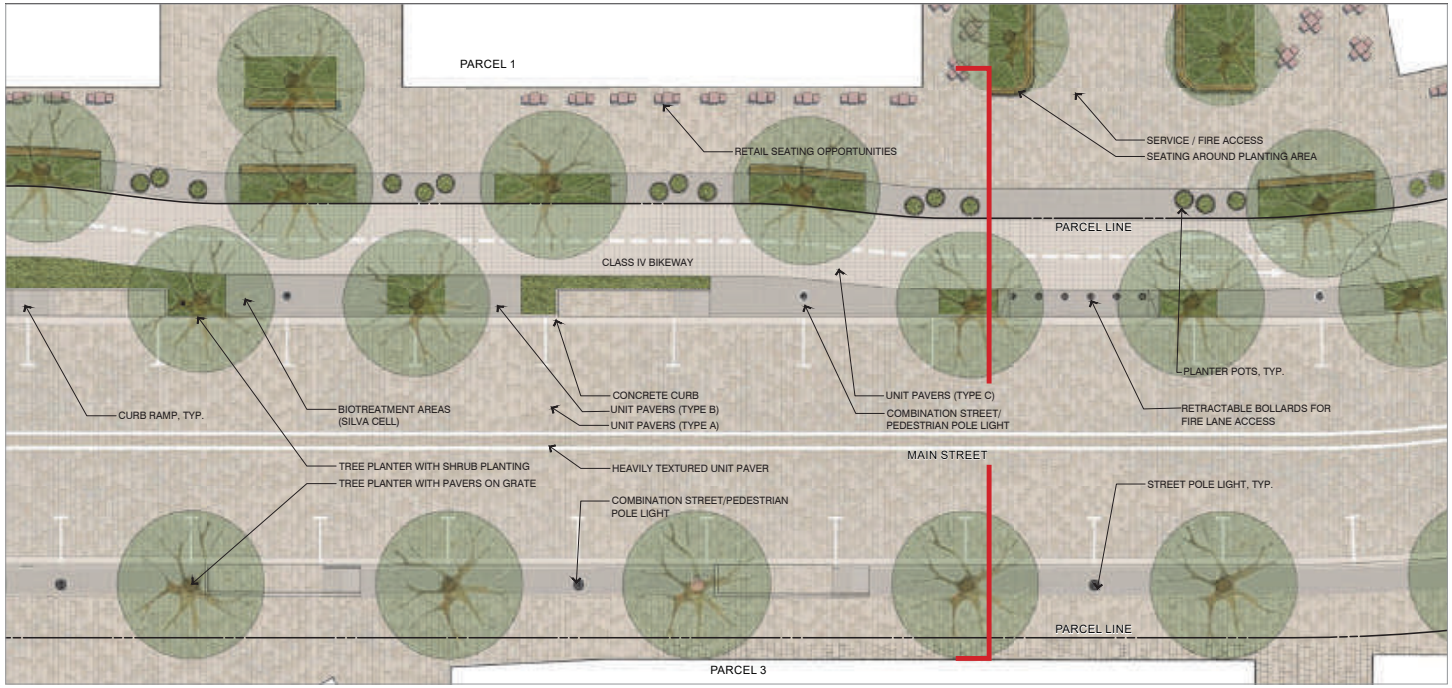
Menlo Park, CA

G5.02
Conceptual Street Enlargement - Main Street A
October 19, 2022

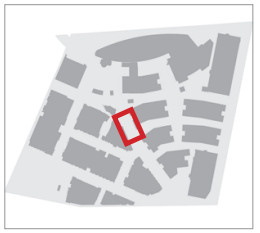
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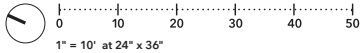


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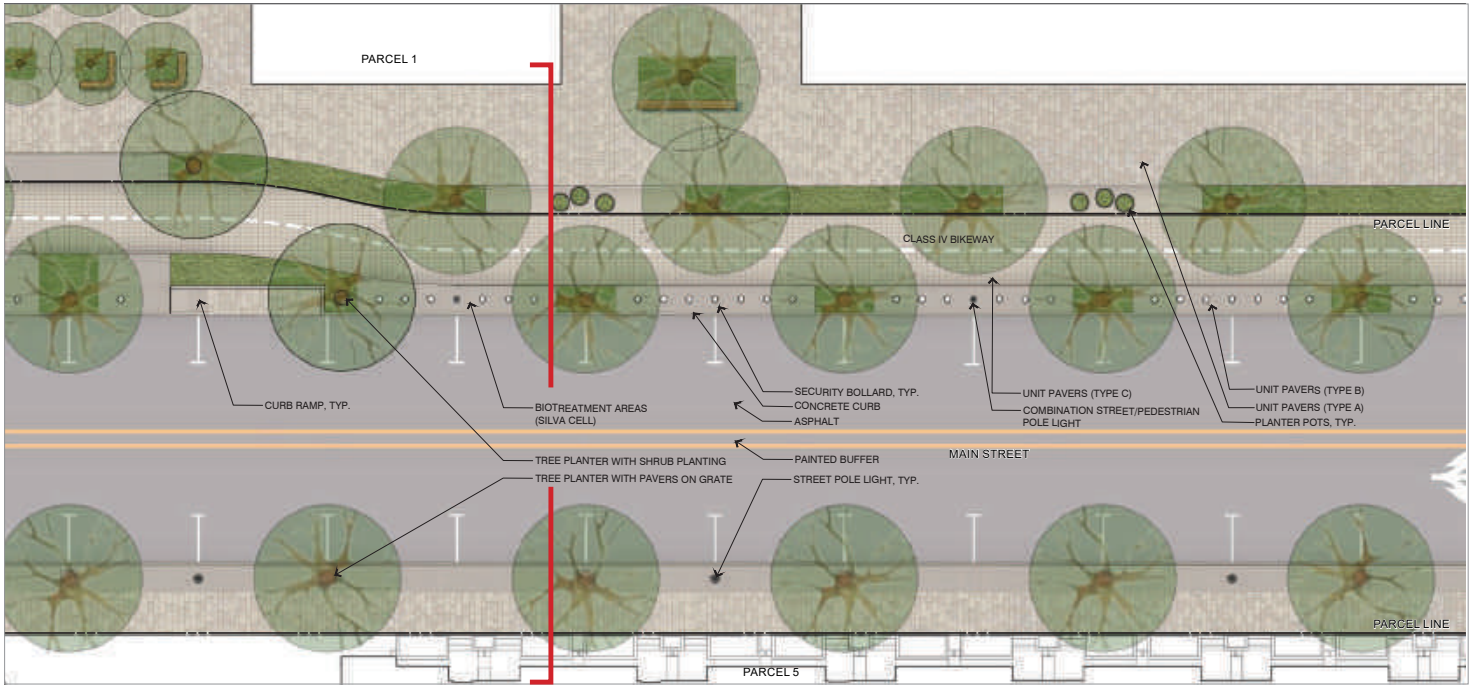
PLAN ENLARGEMENT



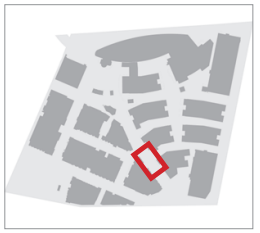


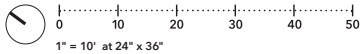


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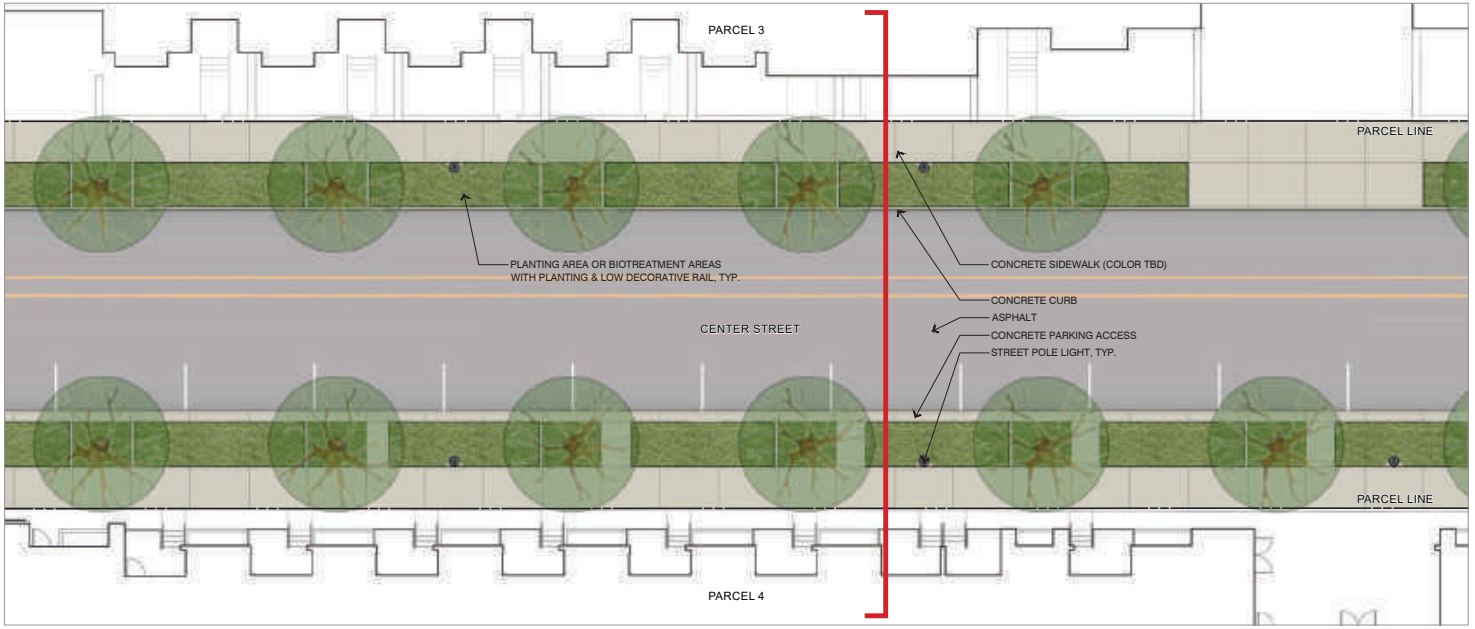
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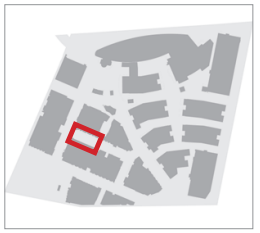


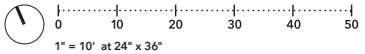




SECTION







PLAN ENLARGEMENT

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

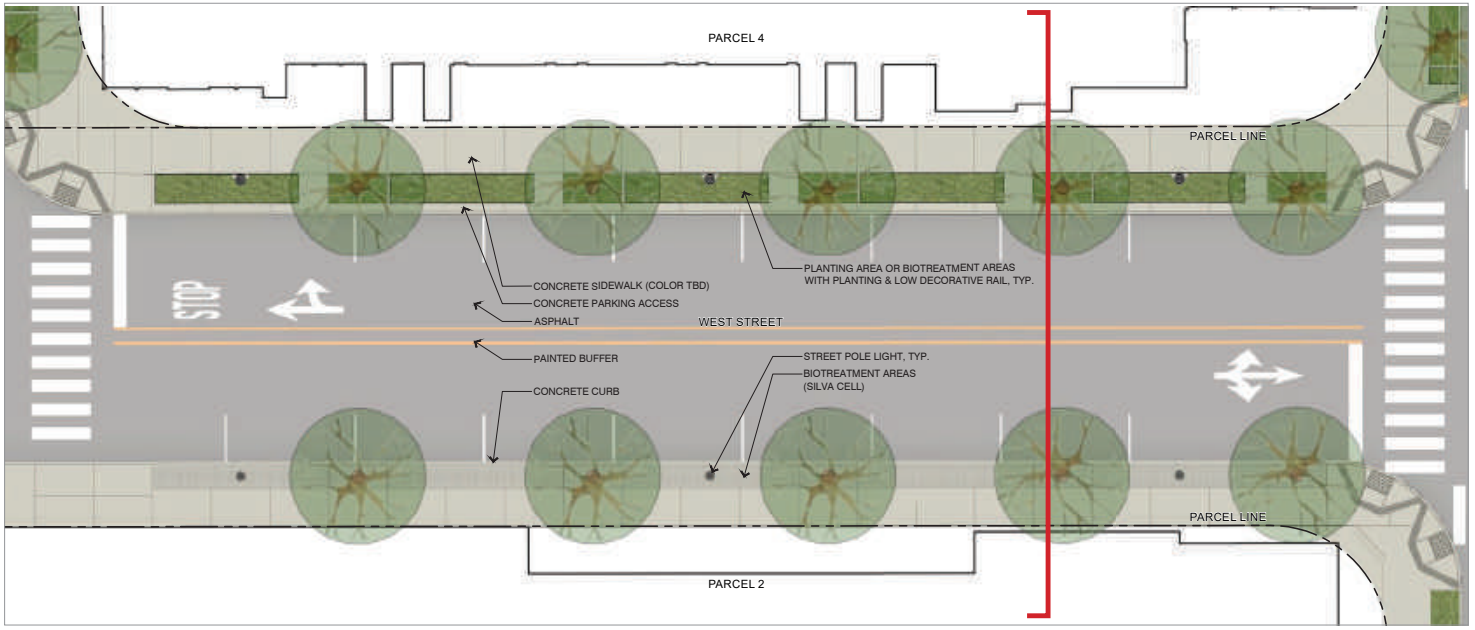
WILLOW VILLAGE

Menlo Park, CA

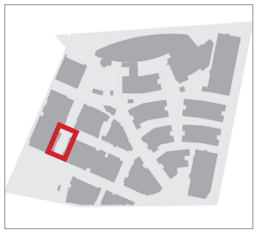
G5.05
Conceptual Street Enlargement - Center Street
October 19, 2022

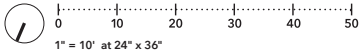


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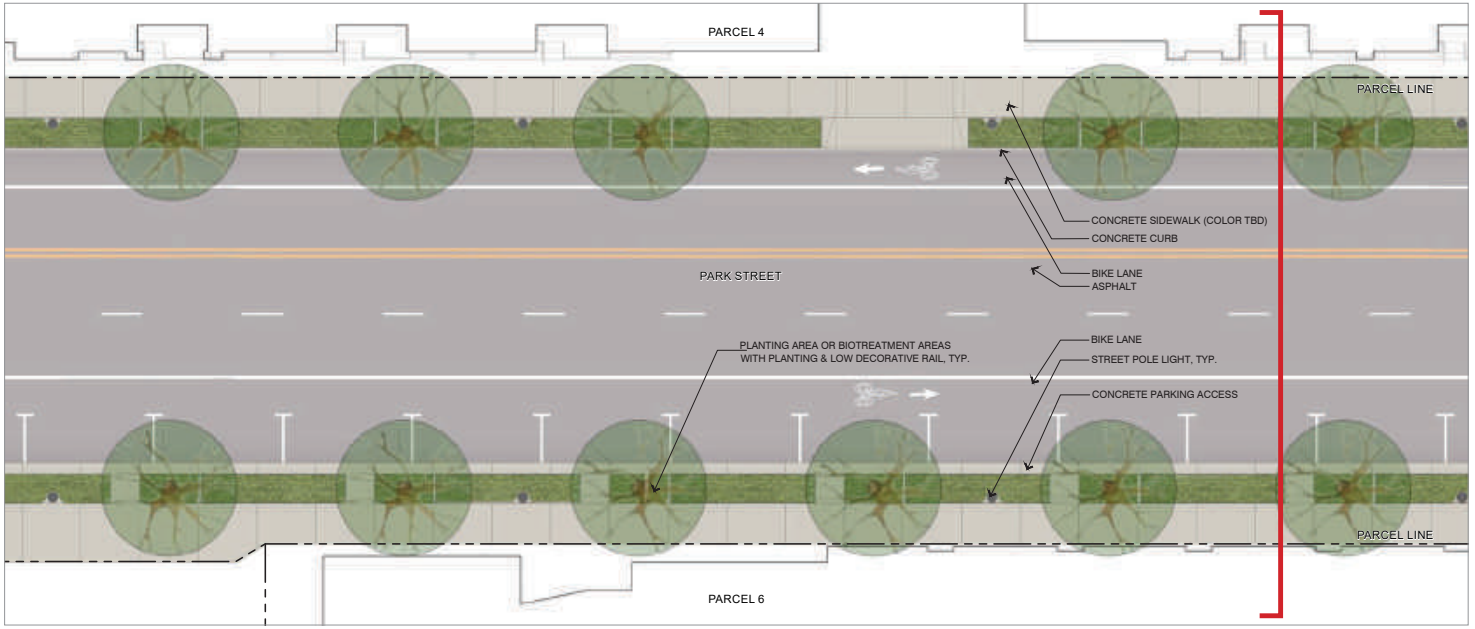
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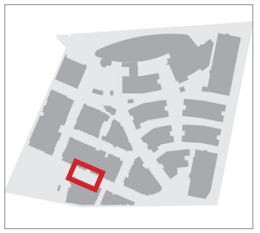


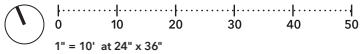


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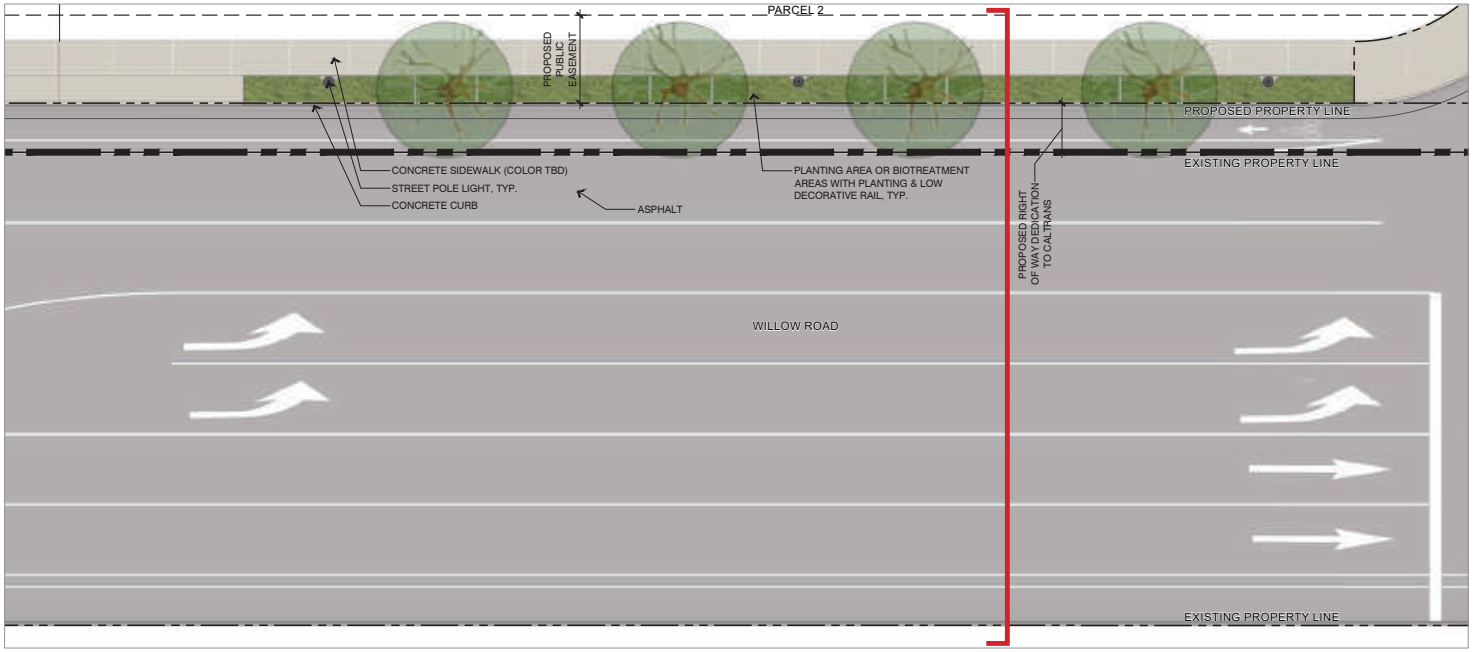
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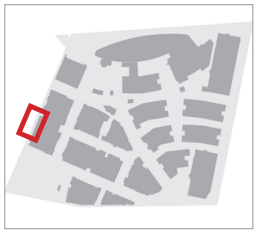




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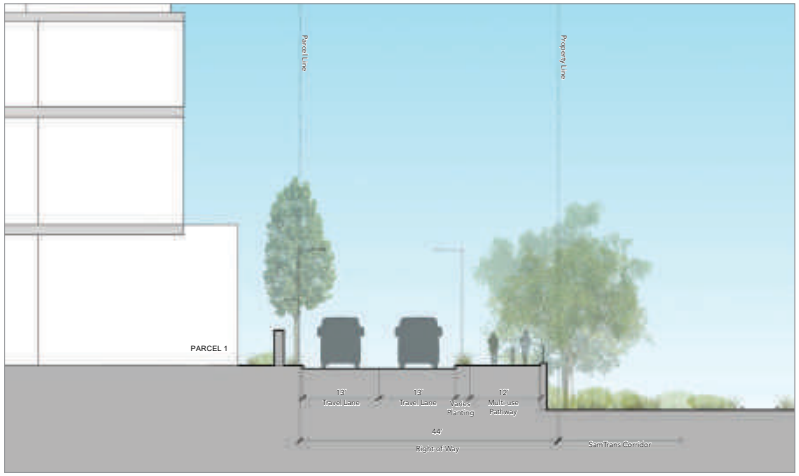


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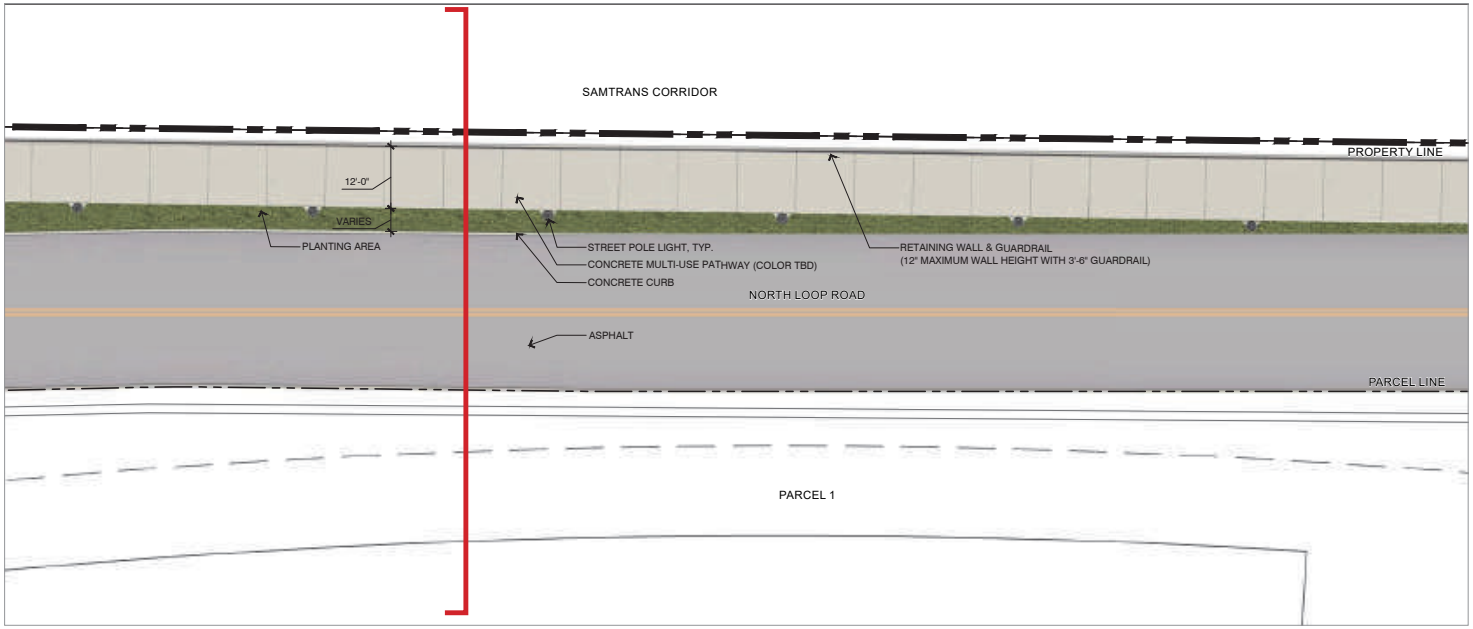


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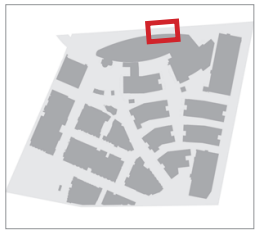
1" = 10' at 24" x 36"

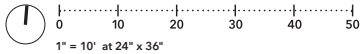


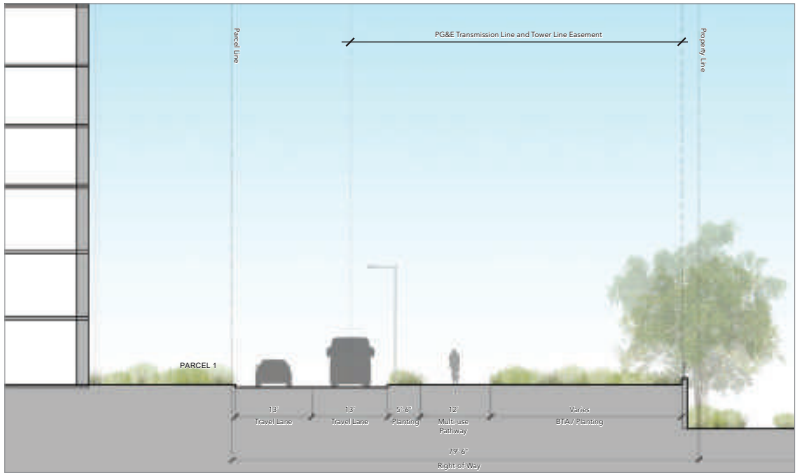
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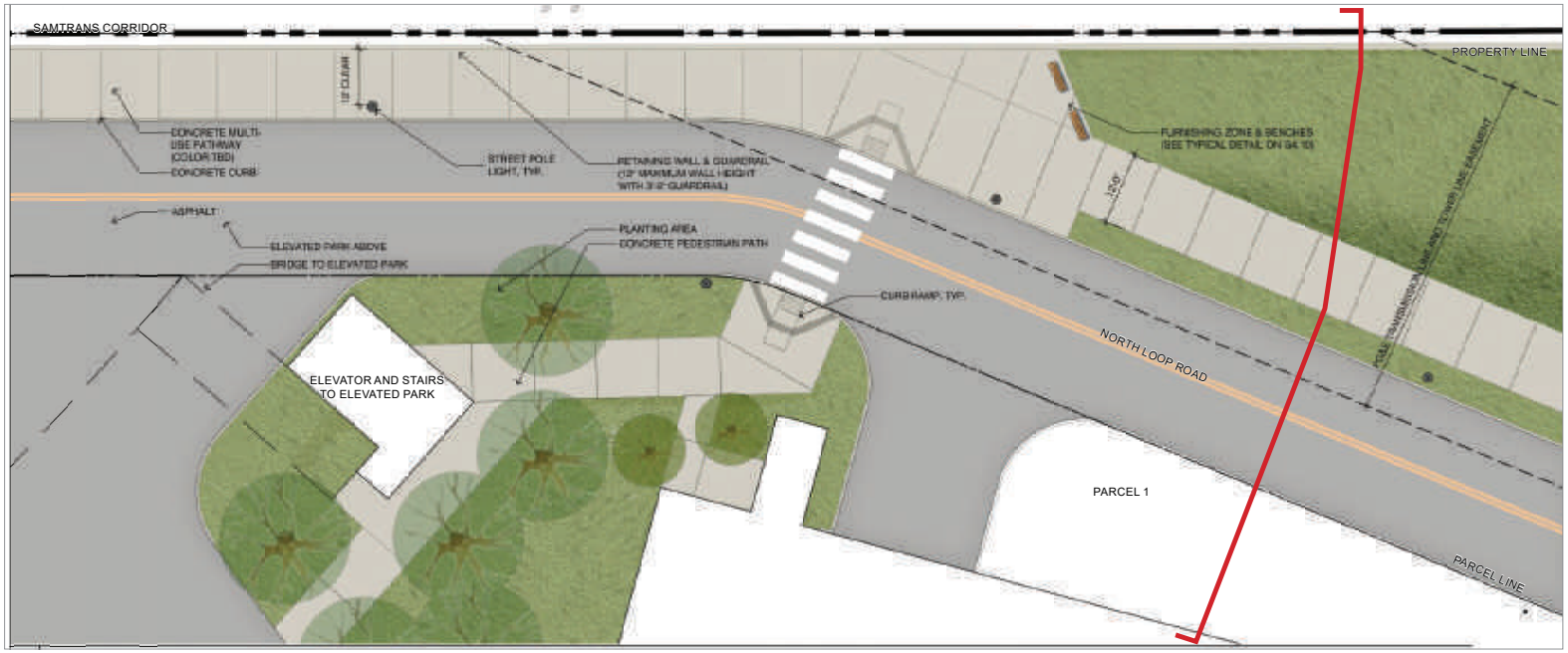
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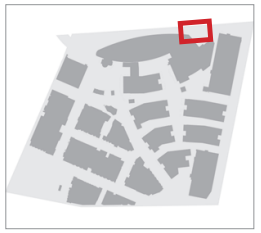






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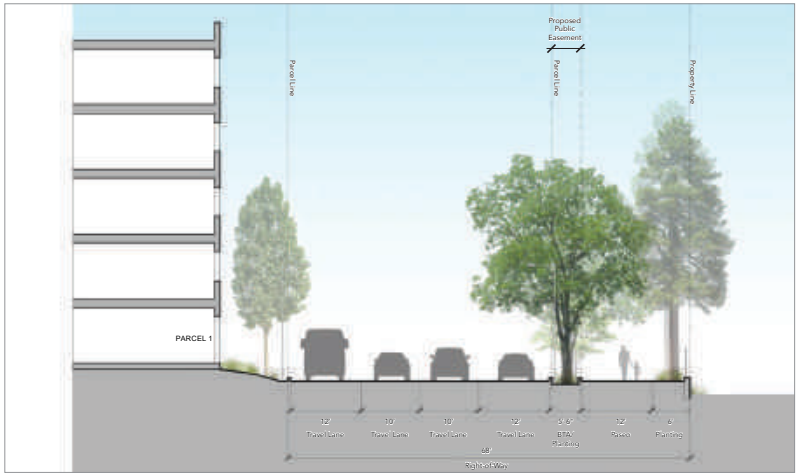




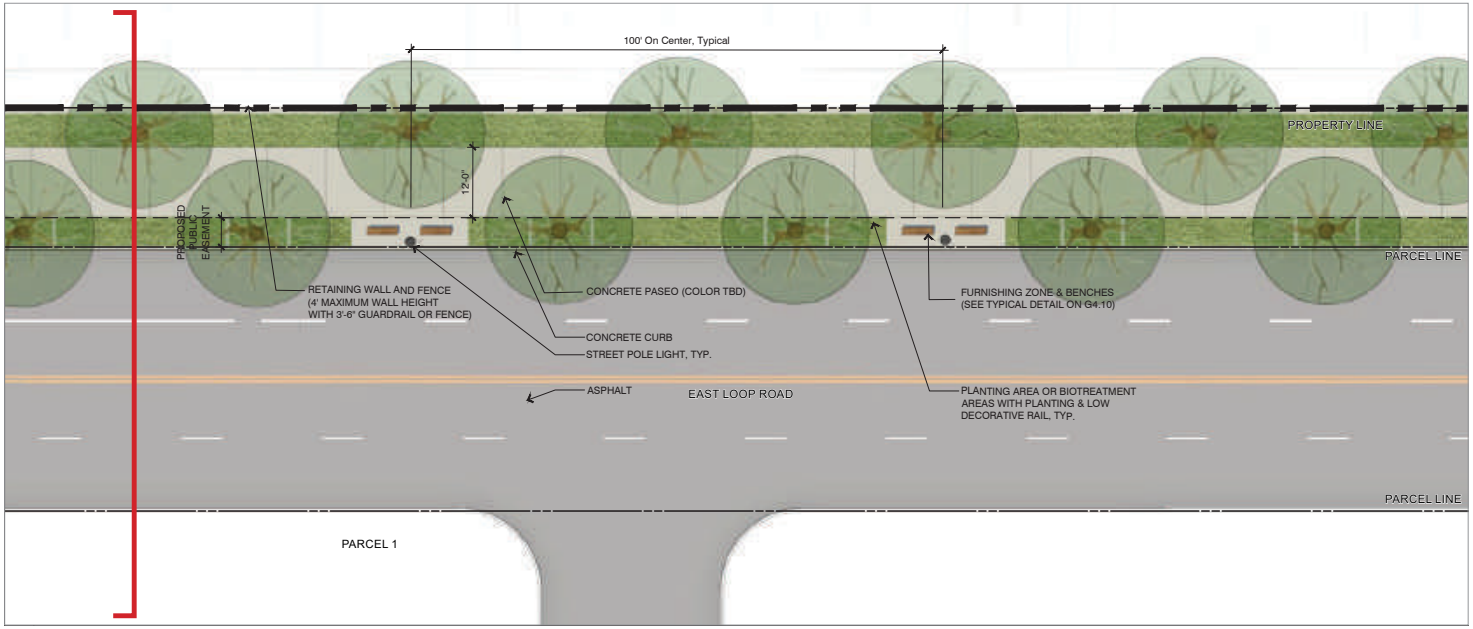
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1" = 10' at 24" x 36"

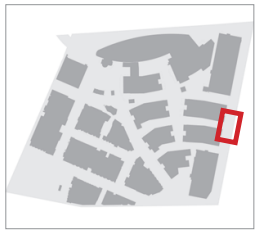
PLAN ENLARGEMENT



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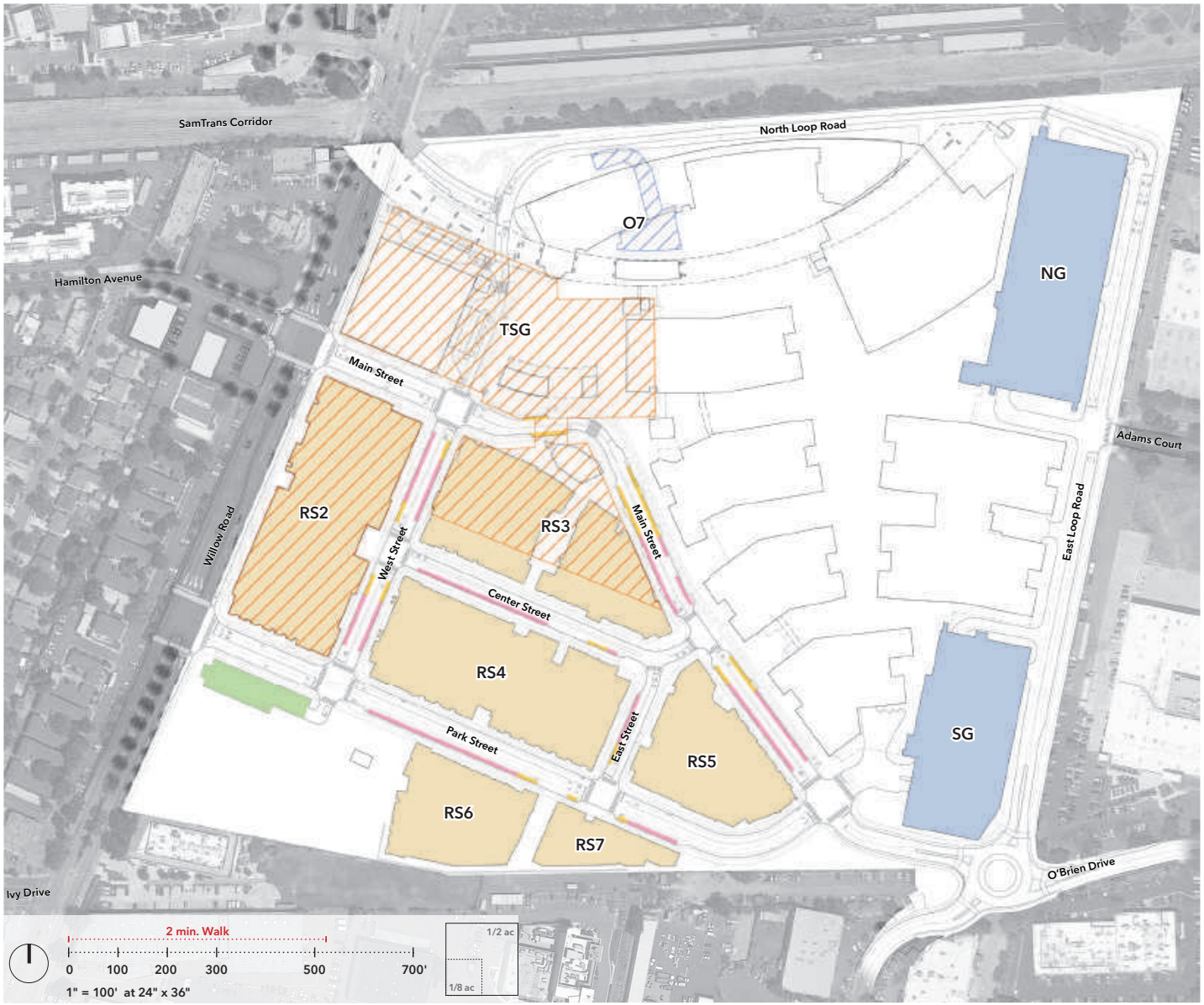


PLAN ENLARGEMENT



0 10 20 30 40 50

1" = 10' at 24" x 36"



LEGEND	
	Office Parking Structure
	Office Parking (Subgrade)
	Off-street Residential
	Shared Parking
	Park Parking
	On-Street Parking
	Passenger & Commercial Loading / Service

PARKING REQUIREMENT PER ZONING

Land Use	Development Maximum	Menlo Park Municipal Code			
		Minimum		Maximum	
		Ratio	Spaces	Ratio	Spaces
Office	1,600,000 sf	2.0/1,000sf	3,200	3.0/1,000sf	4,800
Residential	1,730 unit	1.0/unit	1,730	1.5/unit	2,595
Retail	200,000 sf	2.5/1,000sf	500	3.3/1,000sf	660
Hotel	193 room	0.75/room	145	1.1/room	213
Total	-	-	5,575	-	8,268

CDP STANDARDS

Land Use	Development Maximum	Minimum		Maximum	
		Ratio	Spaces	Ratio	Spaces
Office*	1,600,000 sf	2.0/1,000sf	3,200	2.3/1,000sf	3,700
Residential*	1,730 unit	-	1,670	-	1,695
Non-senior	1,610 unit	1.0/unit	1,610	1.02/unit	1,635
Senior**	120 unit	0.5/unit	60	0.5/unit	60
Shared***	-	-	1,052	-	1,080
Public Park Off-Street	-	-	38	-	41
Total	-	-	5,960	-	6,516

ILLUSTRATIVE PARKING AS DEPICTED**

Land Use	Location	Spaces
Office*	NG / SG / O7	3,369
Residential*		
Non-senior Senior	RS2-7	1,681
Shared***	RS2 / RS3 / TSG / On-Street / Passenger & Commercial Loading*****	1,077
Public Park Off-Street	Publicly Accessible Park	41
Total	-	6,168

* Excludes visitor parking, which is included in Shared Parking. Proposed illustrative senior parking is 0.5 space/unit within the total.
** Includes parking count adjustment for senior residential land use.
*** Shared parking includes office visitor, residential visitor, retail, and hotel uses.
**** Refer to Appendix 4 for illustrative parcel-by-parcel details.
***** Passenger & Commercial Loading / Service Spaces could be used as on-street parking at limited times.

Note: Parking depicted is illustrative and may be subject to change, but will remain compliant with Parking Requirements per Zoning and CDP Standards.

MASTER PLAN
Peninsula Innovation Partners
Conditional Development Permit

WILLOW VILLAGE

Menlo Park, CA

G4.01
Illustrative Parking Plan
October 19, 2022

WILLOW VILLAGE ADJUSTMENT REQUEST: TRANSPORTATION DEMAND MANAMAGEMENT

Summary of Adjustment Request

Request for adjustment to staff's interpretation of the Transportation Demand Management ("TDM") provisions of the City of Menlo Park ("City") Zoning Code (Zoning Code §§16.43.100 and 16.45.090) to allow the Willow Village Master Plan Project ("Willow Village") to achieve the greater reduction of (i) a 20 percent trip reduction from gross trip generation rates, and (ii) the proposed Trip Cap for the Office component of Willow Village.

Using gross trip generation rates and the proposed Trip Cap, Willow Village overall would achieve a 20 percent reduction in average daily trips and a 31/35 percent reduction in AM/PM peak hour trips. The Office component of Willow Village would achieve a 35/40 percent reduction in AM/PM peak hour trips. These reductions would meet or exceed the Zoning Code requirement for a 20 percent reduction.

Code Requirements

Zoning Code Provisions - Zoning Code §§16.43.100 (Office District) and 16.45.090 (R-MU District)

"New construction and additions to an existing building involving ten thousand (10,000) or more square feet of gross floor area, or a change of use of ten thousand (10,000) or more square feet of gross floor area shall develop a transportation demand management (TDM) plan necessary to reduce associated vehicle trips to at least twenty percent (20%) below standard generation rates for uses on the project site."

Menlo Park Transportation Demand Management (TDM) Program Guidelines ("TDM Guidelines")

The City's TDM Guidelines provide list of recommended potential TDM measures and their associated trip credit is maintained by the San Mateo County City/County Association of Governments ("C/CAG") as part of the San Mateo County Congestion Management Program ("CMP"). The TDM Guidelines do not provide specific guidance on the measurement of the Zoning Code-required 20 percent reduction in standard trip generation rates.

Staff Interpretation

Staff has made three significant interpretations of the TDM provisions of the Zoning Code:

1. *Standard Generation Rates*: Staff interprets the term "standard generation rates" as used in the TDM provisions of the Zoning Code to mean:

   The trip generation rates set forth in the current edition of the Institute of Traffic Engineers ("ITE") *Trip Generation Manual* (referred to herein as "Gross Trip Generation Rates")

MINUS

Reductions for "Land Use Efficiency" (*i.e.*, the portion of trips generated by a mixed-use development that both begin and end within the development, also referred to as "internal capture");

AND

Reductions for "Location Efficiency" (*i.e.,* the portion of trips generated within a development that will be pedestrian/bicycle/transit trips as a result of proximity to other uses or transit).

The reduced trip generation rates as interpreted by staff are referred to herein as "Net Trip Generation Rates."

2. *Reduction Period*: Staff interprets the TDM provisions of the Zoning Code to require a 20 percent reduction in both peak hour trips and average daily total ("ADT") trips.

Requested Adjustment

Peninsula Innovation Partners requests for adjustment to staff's interpretation of the TDM provisions of the Zoning Code (Zoning Code §§16.43.100 and 16.45.090) to allow Willow Village to achieve the greater reduction of (i) a 20 percent reduction from Gross Trip Generation Rates, and (ii) the proposed Trip Cap for Willow Village, as detailed in Row D of Table 1, below.

Using Gross Trip Generation Rates, these reductions would meet or exceed the Zoning Code requirement for a 20 percent reduction.

Table 1 details the Adjustment Request.

Row A depicts the ITE Gross Trip Generation Rates for Willow Village developed by the City's transportation consultant, Hexagon Transportation Consultants.

Row B depicts a 20 percent reduction from Gross Trip Generation Rates.

Row C depicts the proposed Office Trip Cap for the Office component of Willow Village

Row D depicts the proposed TDM reduction requirement for Willow Village, based on the greater reduction of **Row B** and **Row C**. As proposed, Willow Village would achieve a 20 percent reduction in ADT trips and a 31/35 percent reduction in AM/PM peak hour Trips. The Office component of Willow Village would achieve a 35/40 percent reduction in AM/PM peak hour trips.

Table 1: Trip Generation Summary – Office, Mixed Use, & Total

	Daily Totals			AM Peak Hour			PM Peak Hour		
	Office	Mixed-Use	Total	Office	Mixed-Use	Total	Office	Mixed-Use	Total
A. Standard (Gross) ITE Trip Generation[1] (based on ITE rate for each land use)	22,796	18,783	41,579	2,572	905	3,476	2,780	1,688	4,468
B. 20% TDM Reduction per Ordinance	18,237	15,026	33,263	2,058	724	2,781	2,224	1,350	3,574
Reduction from Standard ITE Rates	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*
C. Office Proposed Trip Cap (Existing Trip Cap KSF rate for 1,250 KSF)	19,280	NA	NA	**1,670**	NA	NA	**1,670**	NA	NA
Reduction from Standard ITE Rates	*-15%*			*-35%*			*-40%*		
D. Project Trip Generation[2] 1. With TDM reduction / no pass by reduction)	18,237	15,026	33,263	1,670	726	2,396	1,670	1,237	2,907
Reduction from Standard ITE Rates	*-20%*	*-20%*	*-20%*	*-35%*	*-20%*	*-31%*	*-40%*	*-27%*	*-35%*
2. With Residential VMT Mitigation[3]	18,237	13,522	31,759	1,670	726	2,396	1,670	1,237	2,907
Reduction from Standard ITE Rates	*-20%*	*-28%*	*-24%*	*-35%*	*-20%*	*-31%*	*-40%*	*-27%*	*-35%*

1 – Calculated using the trip generation data summarized in **Table 2A** Trip Generation for Development Phases of the Proposed Facebook Willow Village Campus in Menlo Park, California, Hexagon Transportation Consultants, June 14, 2021. Daily, AM, and PM peak hour average rates published in ITE Trip Generation Manual, 10th Edition, 2017 were used for each land use.

2 - Trip generation data summarized from **Table 13** Project Trip Generation Estimates (Main Project Site) Facebook Willow Village Campus Transportation Impact Analysis, Hexagon Transportation Consultants

3 - Residential VMT Mitigation Measure TRA-2 reduces the residential daily trips to a maximum of 6,023 trips, a reduction of an additional 1,504 daily trips from the original trip generation estimates.

Justification for Adjustment

The proposed Adjustment would be consistent with *ConnectMenlo* and would avoid penalizing Willow Village for embracing the City's vision for a truly mixed-use project.

Consistency with ConnectMenlo

The proposed Adjustment would be consistent with *ConnectMenlo* vision for mixed-use development in the Bayfront Area.

General Plan. The *ConnectMenlo* General Plan encourages office, residential, commercial, and hotel uses "in close proximity or integrated with one another" in order to "promote the creation of an employment district with travel patterns that are oriented toward pedestrian, transit, and bicycle use." (General Plan Land Use Element, p. LU-15). *ConnectMenlo* therefore promotes mixed-use development to increase alternative modes of travel and to decrease vehicle trips that are otherwise necessary with single-use development. Willow Village's proposed mix of office, residential, commercial, and hotel uses would directly accomplish *ConnectMenlo's* mixed-use vision by increasing the amount of walking, biking, and transit use and, in turn, decreasing vehicle trips. Willow Village's travel benefits are a key element of its TDM program and should be credited, rather than discounted, in accordance with *ConnectMenlo*'s vision.

Zoning Code. As noted above, the TDM provisions of the Zoning Code require a 20 percent reduction from "standard trip generation rates." ITE's standard trip generation rates are gross trip rates, before any reductions for Land Use Efficiency and Location Efficiency. While ITE and other national organizations (such as the American Planning Association) have developed recommended methodologies for calculating Land Use Efficiency and Location Efficiency, these reductions are not "standard," but instead are calculated based on project land uses, local conditions, and engineering judgment. *TDM Guidelines.* The City's TDM Guidelines support the approach of including Land Use Efficiency and Location Efficiency with the TDM measures that count toward the required 20 percent trip reduction. For example, the TMD Guidelines recommend TDM credits for:

- Providing on-site amenities/accommodations (e.g., banking, grocery) that encourage people to stay on site during the workday, making it easier for workers to leave their automobiles at home (a form of Land Use Efficiency);

- Encouraging infill development (a form of Location Efficiency); and

- Making roads and streets more pedestrian and bicycle friendly (a form of both Land Use and Location Efficiency).

Indeed, the TDM Guidelines recognize that the trip reduction benefits of mixed-use/infill development are considered "generally acceptable TDM practices" consistent with industry standards. (TDM Program Guidelines, at p. 7). In other words, the TDM Guidelines support treating Land Use Efficiency and Location Efficiency as part of the TDM reductions from Gross Trip Generation Rates.

Avoiding Penalizing Mixed-Use Projects

Staff's interpretation of applying the 20 percent reduction to Net Trip Generation Rates would penalize Willow Village and other mixed-use projects[1] for implementing *ConnectMenlo's* vision by proposing a true mix of uses. As shown in Table 1:

- *Mixed-Use Reduction*: Under staff's interpretation (Row E), the Mixed-Use component of Willow Village would be required to achieve 31% ADT/29% AM/35% PM trip reduction, as opposed to 20% ADT/20% AM/20% PM trip reduction when using Gross Trip Generation Rates (Row D).
    - Achieving reductions of the magnitude proposed by staff is infeasible for retail and residential projects in locations similar to Menlo Park. Requiring this magnitude of reduction would render important Willow Village components infeasible, especially the grocery store and other community amenities.

- *Office Reduction:* Under staff's interpretation (Row E), the Office component of Willow Village would be required to achieve 31% ADT trip reduction, as opposed to 20% ADT trip reduction when using Gross Trip Generation Rates (Row D). (The required reduction for peak hour trips would be the same as with the proposed Adjustment, because the Office Trip Cap is more stringent than the 20 percent reduction regardless of whether it is taken from Gross Trip Generation Rates or Net Trip Generation Rates.)

    - Standard industry practice is that most TDM programs are geared toward reducing peak hour trips, not ADT trips. The *Connect Menlo* General Plan explains that TDM programs "are intended to reduce vehicle trips and parking demand by promoting the use of a variety of transportation options and *shifting travel mode and time of day* to take advantage of available capacity to reduce crowding and congestion." (GP Circulation Element, p. CIRC-13). (Nonetheless, the full impacts of daily trip generation are addressed in other aspects of EIRs, such as air quality and GHG.)
    - Likewise, the TDM provisions of the Zoning Code include "alternative work schedules" and the TDM Guidelines include "flextime" as acceptable TDM measures.
    - Achieving ADT reductions of the magnitude proposed by staff is infeasible for office projects in locations similar to Menlo Park.

- *Total Reduction:* Under staff's interpretation (Row E), Willow Village overall would be required to achieve 31% ADT/33% AM/38% PM trip reduction, as opposed to 20% ADT/31% AM/35% PM trip reduction when using Gross Trip Generation Rates and the proposed Trip Cap (Row D).

    - By requiring substantially higher trip reductions based on the mixed-use nature of the project (because of higher Land Use Efficiencies), staff's interpretation would punish Willow Village for implementing *ConnectMenlo's* mixed use vision.

[1] Unlike mixed-use projects, single-use projects would not be subject to Land Use Efficiency reductions. Likewise, predominantly single use projects with a small area devoted to a secondary use (such as an office building with a café or a residential building with an incubator office space) would be subject to a far less acute penalty, because the Land Use Efficiency of such projects is much lower than for a large, truly mixed-use project such as Willow Village.

The Applicant respectfully requests that the City grant the proposed Adjustment to staff's interpretation of the TDM provisions of the Zoning code.

WILLOW VILLAGE CAMPUS DISTRICT TRIP CAP MONITORING AND ENFORCEMENT POLICY

This policy applies to the Campus District of the Willow Village Project ("Project"). For purposes of this policy, the term "Willow Village Campus District" is intended to include the six office buildings (O1 – O6) and the meeting and collaboration space (MCS) that are proposed as part of the Project. This trip cap does not apply to the Town Square District or Residential/Shopping District of the Willow Village Project. There are separate trip cap monitoring and enforcement policies for the Classic and Bayfront Campuses that are independently enforced.

DEFINITIONS

Trip - A single vehicle (car, truck, van, shuttle, etc.) arriving at a location in Menlo Park, whose occupant(s)' final destination is the Willow Village Campus District, or a single vehicle departing from a location in Menlo Park, whose occupant(s)' origin is the Willow Village Campus District. 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 Willow Village Campus District equals two trips. A vehicle transiting from either the Classic or Bayfront campuses to Willow Village Campus District or from the Willow Village Campus District to either the Classic or Bayfront campuses is a trip. A single shuttle coming from outside Menlo Park or from the Menlo Park Caltrain station that makes stops at multiple Meta campuses shall only count as one trip against the Daily Trip Cap. Intra-campus shuttle trips that enter or exit the Willow Village Campus District via Willow Road or University Avenue during the peak periods shall count fully against the Peak Hour Trip Caps. Trams, shuttles, or other vehicles utilizing the planned Willow Road undercrossing between the Bayfront Campus and Willow Village Campus District shall not count against either the Daily Trip Cap or the Peak Hour Trip Caps. Trips also do not include bicycles, e-bikes, scooters, 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.

TRIP CAP

The Campus District must comply with the Trip Cap and may not exceed the Trip Cap without an application for and approval of a change to the Conditional Development Permit (CDP) for Willow Village.

If the Trip Cap is exceeded without the appropriate approval, the Campus District Property Owner is in violation of the CDP.

The Trip Cap proposed as part of the Willow Village Campus District is as follows:

- AM Peak Period Trip Caps:
  - 1,670 trips are permitted between 7:00 a.m. and 8:00 a.m.
  - 1,670 trips are permitted between 8:00 a.m. and 9:00 a.m.

- PM Peak Period Trip Caps:
  - 1,670 trips are permitted between 4:00 p.m. and 5:00 p.m.
  - 1,670 trips are permitted between 5:00 p.m. and 6:00 p.m.

- Daily Trip Cap: 18,237 trips

MONITORING

To monitor compliance with the Trip Cap, traffic counts shall be taken at the Willow Village Campus District. 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[1]. All vehicular entrances to the Willow Village Campus District parking facilities, transit hubs, and loading docks shall be included in the monitoring. The Campus District Property Owner 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.

In addition to monitoring the Campus District parking structures, adjustments will need to be made for Campus District visitors that use the shared parking structures or arrive via ride hailing services (Uber, Lyft, or taxis). Since these activities will occur in areas shared by multiple land uses, they will be accounted for in the reliability (sensitivity) factors described later in this document.

The City reserves the option to require the Campus District Property Owner 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 any property or properties leased or owned by and occupied by any affiliate of the Campus District Property Owner) if it is observed or suspected that vehicles whose occupant(s)' final destination is the Willow Village Campus District 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 Willow Village Campus District are parking vehicles at these off-site locations (other than a property or properties leased or owned and

[1] City approvals related to monitoring equipment will be through the Director of Public Works or his/her designee.

occupied by any affiliate of the Campus District Property Owner), the trips to these locations will be counted toward the Trip Cap.

Monitoring program details are as follows:

- **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, the Campus District Property Owner may have up to 25 special event exclusions per year or 25 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 Willow Village Campus District. A special event will be defined as an activity that is not typical of the normal operations of the Willow Village Campus District and may involve more than Meta workers. If the Trip Cap has been violated as a result of a special event, the Campus District Property Owner shall provide documentation to the City that a special event took place. Upon City review and approval, in the City's reasonable discretion, an exclusion for a special event shall apply.

    - **Non-event exclusions:** For non-special events, the Campus District Property Owner 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 the Campus District Property Owner time to correct the Trip Cap violation. If the Campus District Property Owner 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, the Campus District Property Owner remains in full compliance with the Trip Cap, then the three days of non-event exclusions will become available again.

- **Count Equipment** - Automated count equipment will be designed and constructed at the Campus District Property Owner's sole expense to collect data on the number of trips at each of the Willow Village Campus District driveways including parking structures, underground parking, and loading areas, 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 the Campus District Property Owner 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 issuance of the occupancy permit for the final Willow Village Campus District office building.

- **Determination of Reliability (Sensitivity) Factor** - Based on the calibration analysis, the City and the Campus District Property Owner 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 Meta have historically agreed upon for the Classic and Bayfront campus trip cap monitoring. The reliability factor would represent the margin of error inherent in the vehicle counting equipment, address the exclusion of shuttle trips that serve multiple Meta campuses, and address the inclusion of trips to and from the Campus District that do not use the office worker parking (Campus District visitors and ride hailing passengers). Periodically, the reliability factor will be updated using data provided by the Campus District Property Owner or collected by a third-party for the following trip types:

    - **Worker shuttles serving multiple Meta campuses.** The reliability factor would 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 Meta, 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, Meta shall provide an annual report to the City 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.

    - **Willow Road Tunnel Adjustments.** The reliability factor will need to be adjusted for vehicles that access the Campus District via the Willow Road tunnel. The trips that use the Willow Road tunnel to access the Willow Village Campus District will not be adding traffic to Willow Road or Bayfront Expressway. These trips may include intra-campus trams, on-demand vehicles, and maintenance and security vehicles. These vehicles may be captured by one of the count locations, but would not count against the trip cap.

Some, or all, of the intra-campus trams will be routed through one or both of the Willow Village Campus District transit hubs. In addition, other Meta transportation vehicles (e.g. Campus Cars or Candidate Cars) may use the Willow Road tunnel and drop off or pick up passenger within the transit hubs. By using the Willow Road tunnel, these trips do not impact the public roadways. Similar to the workers shuttles, any intra-campus trams that use public roads (Willow Road or Bayfront Expressway) will need an adjustment factor to account for these trams passing through both of the Willow Village Campus District transit hubs. Meta will report the tram schedules, track on-demand trips, and provide adjustment factors during the annual reporting to account for these tram and on-demand trips.

- **Maintenance and security vehicle trip adjustments.** On the Classic and Bayfront campuses, many of the maintenance and security trips travel between origins and destinations within a single campus. These are internal trips to the Meta campuses so they never pass over a monitoring station. In addition, these trips do not travel on public roadways (e.g. Bayfront Expressway and Willow Road). The maintenance and security trips passing through the Willow Road tunnel will avoid travelling on Bayfront Expressway and Willow Road, but they would be counted entering and existing the parking structures or loading areas. Therefore, these trips should not be included in the trip cap. A process will be developed to account for these trips and subtract them from the driveway counts. The adjustment process will be included in the development of the annual reliability factor.

- **Campus District Visitor Parking** – Visitors to the Campus District will use the Town Square shared parking. The Campus District Property Owner will establish a system to track the Campus District visitor parking activity that is approved by the Public Works Director. The system will need to track the number of daily visitor trips and record the activity and provide the data to the City when the reliability factor is calculated. The shared parking areas will include control systems that will collect data on vehicles using the Town Square parking structure. Campus District visitors will be required to validate their parking when they check-in at the Campus District entrances. This data will be used to account for Campus District visitor parking.

- **Campus District Visitor Ride Hailing** – Meta currently monitors ride hailing trips at their campuses as part of the trip cap monitoring for the Classic and Bayfront campuses. The existing ride hailing monitoring includes vehicle counts and origin-destination surveys conducted at ride hailing lounges located at Meta buildings within in Menlo Park. A similar survey approach will be used to monitor ride hailing activity at the Willow Village Campus District. Unlike the other two campuses, ride hailing at the Willow Village Campus District will occur on public streets that are

shared with the other Willow Village districts. Therefore, a survey will be used to capture the number of vehicles and information on the origin/destination of passengers to determine if the trip if related to the Campus District or the other Willow Village Districts. The annual survey will be conducted of the ride hailing activity at the same time the reliability factor is developed. The Campus District Property Owner will establish a survey procedure that is approved by the Public Works Director. This is consistent with the procedure used for the Classic and Bayfront Campuses.

To capture the ride hailing activity for events, the Campus District Property Owner in consultation with City staff shall once a quarter select either a medium (1,001 -2,500 persons) or large (2,501 -5,000 persons) event to survey ride hailing trips for a minimum of two years after buildout of the Office Campus. During each twelve-month period, at least one survey shall occur during a large event. In addition, surveys for two smaller events of less than 1,000 persons shall be conducted during each twelve-month period. The surveys should include rideshare location, arrival/departure date and time, drop-off or pick-up, and number of passengers.

- **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, the Campus District Property Owner 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 first Willow Village Camus District office building. 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 the Campus District Property Owner 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 the Campus District Property Owner 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 the Campus District Property Owner.

- **Access to Count Equipment/Reporting**- The City shall have the ability to access the count equipment at any time after reasonable prior notice to the Campus District Property Owner. The Campus District Property Owner 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. The Campus District Property Owner 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 the Campus District Property Owner and the City in real time. Real time data will provide the Campus District Property Owner the opportunity to take immediate action, if necessary, to avoid violating the Trip Cap.

ENFORCEMENT

The Campus District Property Owner 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 the Campus District Property Owner 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), the Campus District Property Owner 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.

Penalty Tier[1]	Applicability	Penalty Amount per Trip per Day
Tier 1	Tier 1 is the default tier and applies for the month unless one of the other tiers is applicable.	$66.26 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.	$132.56 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.	$265.11 per trip per day

1 - Only one tier is applicable for any given violation. In addition, the penalty amounts are shown in 2022 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	$6,626	$13,256	$26,511
500	$33,130	$66,280	$132,555
1000	$66,260	$132,560	$265,110
2000	$132,520	$265,120	$530,220

Example calculation:

AM Peak Period exceeds AM Peak Period Trip Cap by 100 trips
PM Peak Period exceeds PM Peak Period Trip Cap by 50 trips
Daily trips exceed the Daily Trip Cap by 400 trips

AM penalty = 100 trips x $66.26 = $6,626
PM penalty = 50 trips x $66.26 = $3,313
Daily penalty = 400 trips x $66.26 = $26,504

The Payment would be:
AM + PM penalties = $9,939
Daily penalty = $26,504 - $9,939 = $16,565

Total Penalty = $9,939 (Peak Period Penalty) + $16,565 (Daily Penalty) = $26,504

The base penalties are stated in 2022 dollars (based on the original 2012 penalty amounts that applied to the approval of Meta's 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 Classic, Bayfront and Willow Village 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 Classic, Bayfront and Willow Village 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 Willow Village are independent of violations of the Classic and Bayfront Trip Caps. This means, for instance, that if there are violations of the Trip Cap at the Classic and Bayfront campuses for the six months immediately preceding a particular month, but there are no violations of the Trip Cap at the Willow Village Campus District during that same period, Tier 3 would be applicable to the Classic and/or Bayfront Campuses and Tier 1 would be applicable to the Willow Village Campus District.

- **Interim Measure** - If the Campus District Property Owner determines that it needs to secure parking in another location as an interim measure to maintain compliance with the Trip Cap, the Campus District Property Owner may, through the City's entitlement process, obtain approval for the use of another private property in Menlo Park (not the Classic, Bayfront or Willow Village campuses) 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, the Campus District Property Owner 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.





ATTACHMENT W



Willow Village TDM Plan

Prepared for:
Peninsula Innovation Partners

October 2022

SJ18-1860

FEHR PEERS

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1. INTRODUCTION

Willow Village will replace approximately one million square feet of industrial, office, and warehouse buildings in the Menlo Science and Technology Park with a mixed-use development. Willow Village creates a new mixed-use community comprised of new housing, retail, hotel, office, and entertainment space. The 59-acre Willow Village site is in Menlo Park's Bayfront Area. The site is bounded by Willow Road to the west, the Joint Powers Board (JPB) rail corridor to the north, the Hetch-Hetchy corridor and Mid-Peninsula High School to the south and an existing life science office park to the east. **Figure 1** shows the project location and adjacent street network.

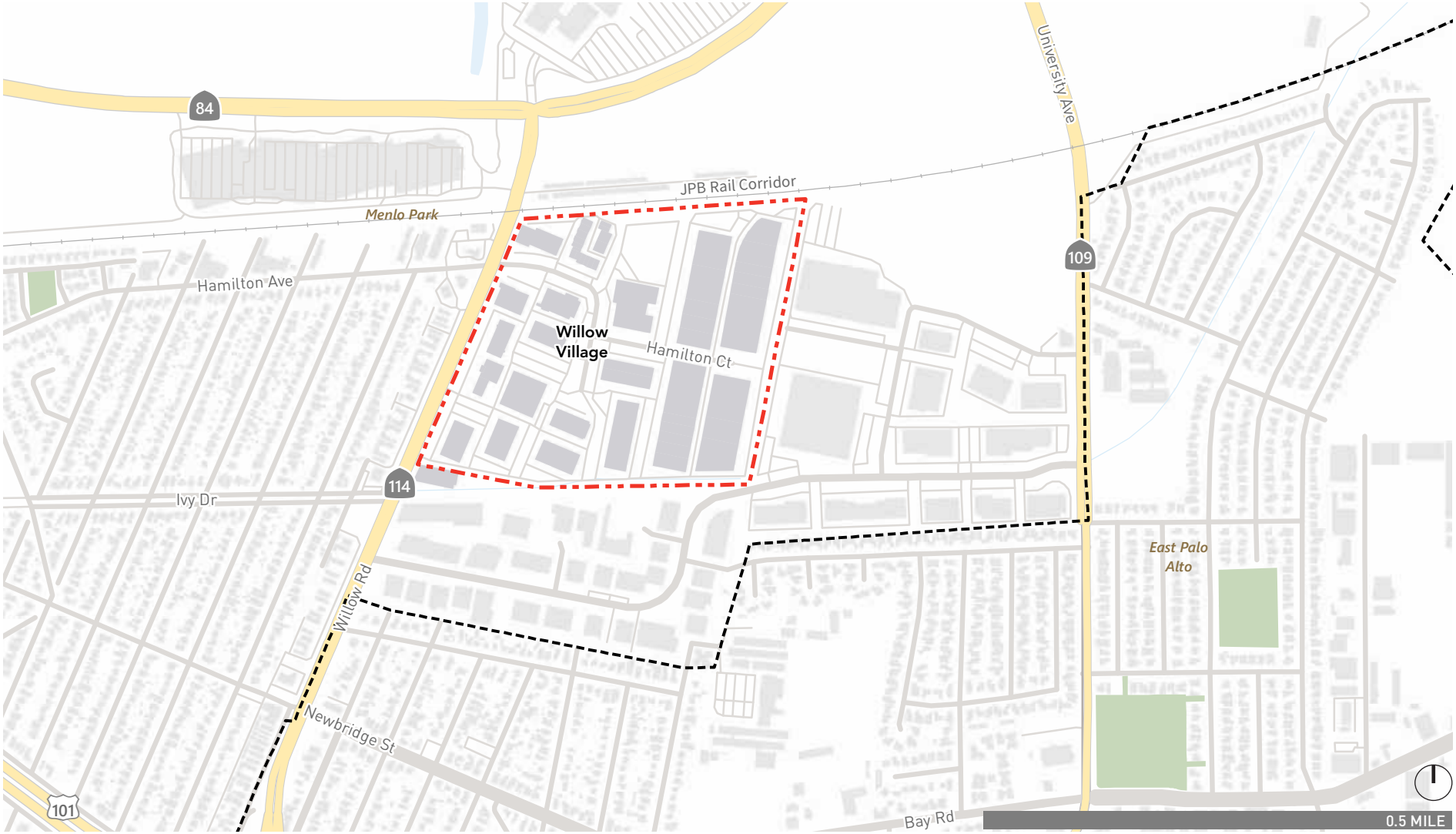
The Project will include the following components:

- Community-serving retail
- Below market rate and market rate housing
- A hotel
- Office buildings with associated meeting and conference space
- Open space improvements including a public park and community center
- New bike and pedestrian facilities

The primary purpose of any Transportation Demand Management (TDM) plan is to reduce the amount of vehicle traffic generated by a development by creating measures, strategies, incentives, and policies to shift workers and residents from driving alone to using other travel modes including transit, carpooling/ridesharing, cycling, and walking. TDM strategies can include informational resources, physical site enhancements, monetary incentives, and more. This report presents the comprehensive TDM Plan for the Willow Village development. In addition to reducing vehicles trips, the TDM Plan can reduce the parking demand of the residents and office workers.



The existing and proposed transit, bicycle, and pedestrian facilities near the site are illustrated in this document to provide the transportation context of the Project. The TDM Plan includes attributes of the site's location and physical improvements at the site as well as the TDM measures that will be provided by the Project.



Project Site

City Boundary

Figure 1

Project Location and Adjacent Street Network

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1.1 PROJECT DESCRIPTION AND TDM APPROACH

Willow Village proposes to replace approximately one million square feet of existing industrial, office, and warehouse space in the Menlo Science and Technology Park with a new mixed-use village including up to 1,730 residential units, 200,000 square feet of retail uses, a 193-room hotel, 1,600,000 square feet of office and accessory uses, consisting of a maximum of 1,250,000 square feet of space for office and amenity uses and the balance (350,000 square feet, if the office space is maximized) of accessory uses. The proposed site improvements include construction of:

- new circulation improvements to accommodate vehicles, bicycles, and pedestrians,
- utility improvements,
- a community park, an elevated park, and other open space improvements,
- residential mixed-use buildings,
- a hotel, and
- office campus improvements.

Figure 2 is a site plan showing the roadway network, landscaping, and building locations**. Figure 3** shows the location of the three districts consisting of the Office Campus District, the Town Square District, and Residential/ Shopping District. The Office Campus District includes the office and accessory space that will be used by Meta. The Town Square District will include the hotel, retail, and restaurants. The Residential / Shopping District will include apartments, a grocery store, and other retail.

Due to the mixture of office, residential, and retail uses, the Project's TDM plan is anticipated to reduce vehicles trips throughout the day as well as during the typical morning and afternoon peak periods of travel. The mix of residential, office, and retail uses within the Project reduces the need to travel long distances to jobs and services. The Project proposes walking and biking improvements including sidewalks and gathering areas for pedestrians as well as on and off-street bike facilities. These facilities reduce the need to use a vehicle to travel within the project.

1.1.1 PROPOSED CIRCULATION AND ACCESS

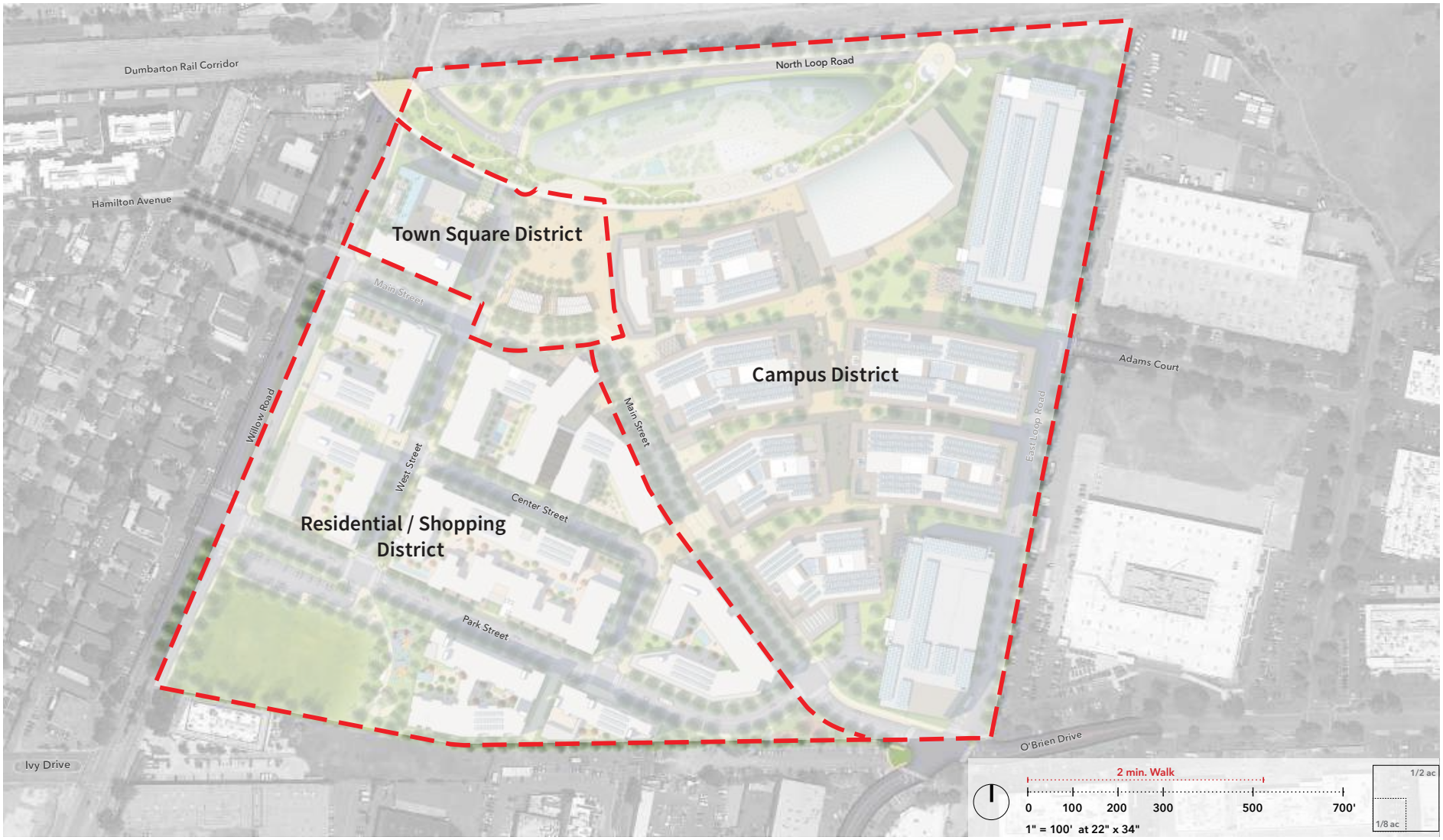
Figure 2 shows the proposed street network. The Project proposes a new circulation network consisting of approximately 4.6 acres of public rights of way and approximately 7.2 acres of private streets with public access easements. The proposed network will accommodate multiple transportation modes including vehicles, pedestrians, and bicycles. Site access from Willow Road will be primarily provided via two signalized intersections: the realigned Hamilton Avenue intersection and a proposed new intersection at Park Street. Main Street will provide primary north/south access via a new roundabout at O'Brien Drive and East Loop.



Source: Peninsula Innovation Partners

Figure 2

Site Plan



District Boundary

Figure 3

Office Campus District vs. Residential/Shopping District Location

There will also be two right-in/right-out driveways on Willow Road that provided ingress and egress to the Town Square parcel and Parcel 2. Both Hamilton Avenue and Park Street connect with Main Street to facilitate circulation throughout the Community. There will also be a connection via the North Loop Road between Hamilton Avenue and Adams Court. In addition to these roadways, the Project includes an off-street pedestrian and bicycle pathways that parallel Main Street and East Loop Road.

1.1.2 PROPOSED CAMPUS PARKING AND TRANSIT

Along the eastern edge of the Office Campus District, seated worker parking will be provided in two parking structures with a total of approximately 3,325 parking spaces with an additional 600 valet spaces. Both parking structures include a ground-level transit hub for regional Meta worker commuter shuttles and intra-campus trams. Intra-campus trams will also operate on Main Street, West Street, and East Loop Road providing service between the Willow Village, Bayfront, and Classic Campuses. Visitor parking for the Office Campus District will be in a shared parking structure in the northwestern corner of the project site. Shared parking is located under the Town Center, Hotel, and Parcel 3 and will be used by the hotel guests and employees, retail patrons and employees, and office visitors.

Reserved residential parking will be located on the residential parcels. On mixed-use parcels with residential and retail uses, provisions will be made to reserve the residential parking spaces. Residential parking spaces will be unbundled to provide flexibility for residents, and it generally keeps car ownership lower which supports the lower end of City's municipal code requirements. The publicly accessible park will have its own surface parking lot and on-street parking will be time limited during the day for general use.

2. SITE CONTEXT - TRANSPORTATION SERVICES

The transportation system serving the project site includes roadways, pedestrian and bicycle facilities, and transit services. The existing transit, bicycle and pedestrian facilities, and planned project improvements that will support travel to the site by modes of transportation other than driving alone are described below. The data presented represents transit operating conditions prior to the shelter in place order issued March 16, 2020.

2.1 NEARBY TRANSIT SERVICE

The City of Menlo Park encourages the use of transit as an alternative mode of transportation and is served by two major transit providers: SamTrans and Caltrain. San Mateo County Transit District (SamTrans) provides bus service throughout San Mateo County and into parts of San Francisco and Palo Alto. Caltrain provides commuter rail service between San Francisco and San Jose. In addition, Caltrain shuttles provide access from the Menlo Park Caltrain Station to the Willow Road area office buildings during commute hours.

Paratransit services are also available for seniors and people with disabilities. The transit district offers Redi-Wheels paratransit service for persons with disabilities who are unable to take SamTrans regular buses.

Figure 4 shows the existing transit bus routes and bus stops that serve the Project site. **Table 1** summarizes hours of operation and service frequencies for the bus routes nearest the site.

2.1.1 EXPRESS BUS SERVICE BETWEEN THE EAST BAY AND PENINSULA

The Dumbarton Express is an all-day, limited-stop bus service that takes riders from the East Bay to the Peninsula via Dumbarton Bridge on two bus routes. The DB route serves stops on Willow Road in Menlo Park and connects to the Downtown Palo Alto Transit Center. The DB1 route serves stops on Willow Road in Menlo Park north of US 101 and connects to Stanford Research Park via Oregon Expressway. Dumbarton Express bus stops that serve the Willow Village site are located on Willow Road and are accessible within a five-minute walk to and from the site. The closest existing stops are located at the intersection of Willow Road and Ivy Drive and Willow Road and Hamilton Avenue.

2.1.2 CALTRAIN

Caltrain provides weekday commuter rail service between San Jose and San Francisco. There are currently 46 trains traveling northbound to San Francisco and 46 trains traveling southbound from San Francisco each weekday. A total of 65 trains that serve the Menlo Park Station each day. The Menlo Park and Palo Alto Downtown stations are located approximately 3.0 miles

southwest of the Project site and can be accessed by a twenty-minute bicycle ride, or a thirty-minute bus ride on either M4-Willow Road Shuttle or Dumbarton Express bus routes near the Willow Village site that drop riders off directly in front of the Menlo Park and Palo Alto Caltrain stations. Meta currently provides additional private shuttle service for their Menlo Park workers to the Palo Alto, Menlo Park, and Redwood City Caltrain stations.

2.1.3 M4-WILLOW ROAD SHUTTLE

The M4-Willow Road Shuttle is a free commuter shuttle open to everyone. It runs between the Menlo Park Caltrain station and the Willow Road area business parks. The M4-Willow Road Shuttle schedule operates Monday through Friday during the peak period Caltrain schedule. The Menlo Park shuttle service has been in operation since 1989 and is funded through grants from San Mateo City/County Association of Governments, Bay Area Air Quality Management District, and the City of Menlo Park. The closest stops are located south of the Project site along O'Brien Drive, northeast of the intersection of Willow Road and Ivy Drive, and along Hamilton Court and Adams Court.

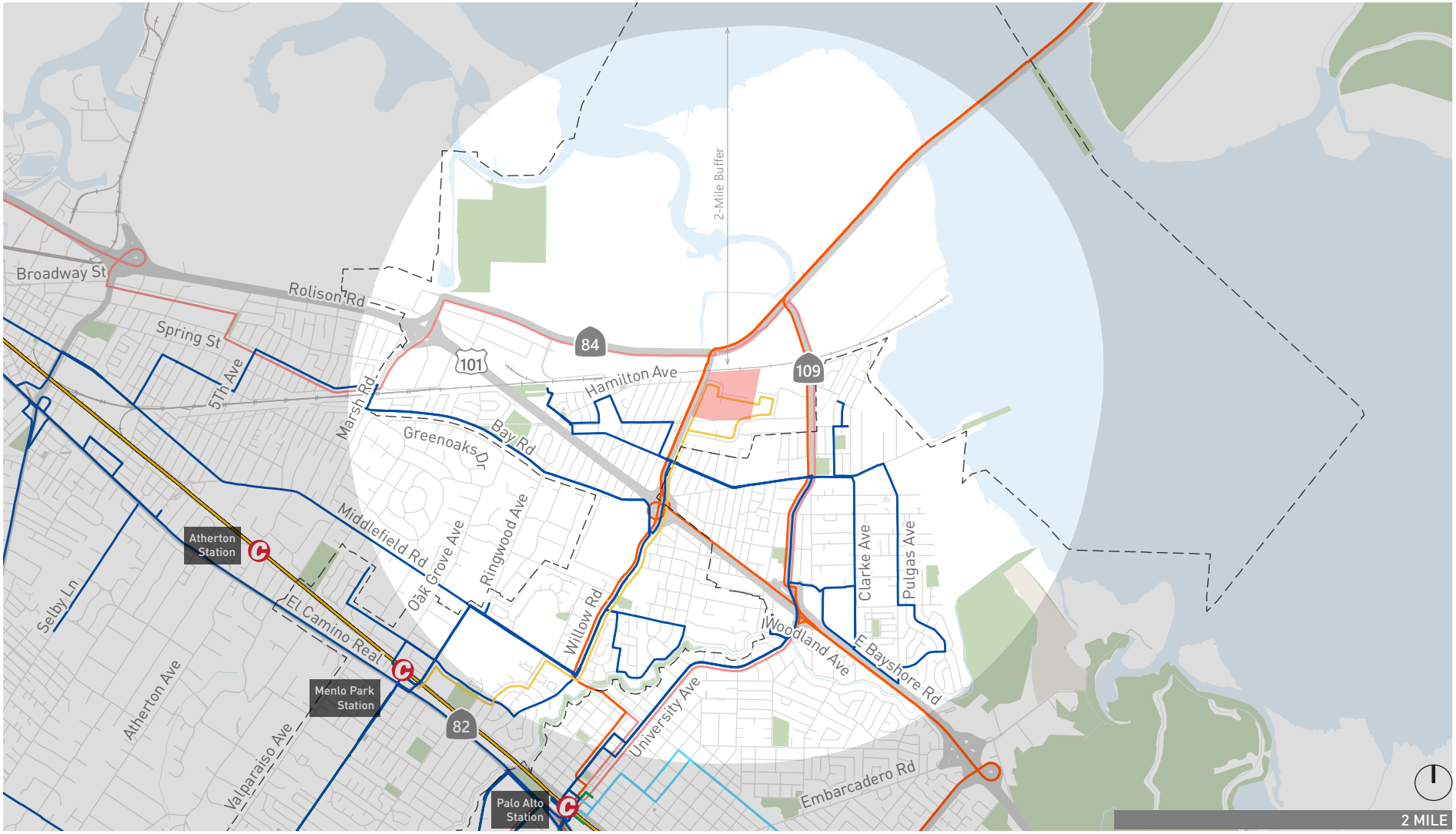
TABLE 1: NEARBY TRANSIT SERVICES

Route	From	To	Weekdays		Saturdays		Sundays	
			Operating Hours	Peak Headway (minutes)	Operating Hours	Headway (minutes)	Operating Hours	Headway (minutes)
Dumbarton Express								
DB	Union City BART	Stanford Oval	5:20 am to 8:45 pm	20	No Service			
DB1	Union City BART	3475 Deer Creek Road	5:20 am to 8:30 pm	20	No Service			
Caltrain Shuttle								
M4-Willow Road	Menlo Park Caltrain	Hamilton Court	7:00 am to 10:00 am & 3:15 pm to 6:15 pm	60	No Service			

2.1.4 PARATRANSIT



SamTrans paratransit is provided to eligible individuals with disabilities who are prevented from using regular transit services. The San Mateo County Transit District provides paratransit using Redi-Wheels on the bayside of the county and RediCoast on the coast side. Eligible Willow Village residents and employees could use this service to reach nearby destinations.



Transit_Routes

- Caltrain Line and Station
- Caltrain Shuttle
- AC Transbay
- Dumbarton Express
- Santa Clara Valley Transportation Authority
- Stanford Marguerite Shuttle
- samTrans
- Project Site (Willow Village)
- City Boundary

Figure 4

Existing Transit Service

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2.2 EXISTING PEDESTRIAN AND BICYCLE FACILITIES

2.2.1 EXISTING AND PROPOSED PEDESTRIAN FACILITIES

Pedestrian facilities near the site include sidewalks, crosswalks, curb ramps, and pedestrian signals. There is a continuous sidewalk along Willow road on the east side of the street. To access the west side of Willow Road from the Project site, there are two existing signalized crosswalks within walking distance from the proposed development. The existing crosswalks are located at the intersection of Willow Road and Ivy Drive and the intersection of Willow Road and Hamilton Avenue. Most of the existing pedestrian activity occurs at the Willow Road and Hamilton intersection, which is the closest pedestrian connection to the Bayfront and Classic campuses.

As part of the Willow Village development and to enhance the pedestrian experience, publicly accessible open spaces within the Project site are proposed including a publicly accessible park located northeast of the intersection of Willow Road and Ivy Drive, an off-street bike and pedestrian path connecting O'Brien Drive to the proposed Willow tunnel, town square, retail district, and a dog park near O'Brien Avenue. **Figure 2** shows the location of the proposed open spaces within the Project site.

The Project proposes to implement pedestrian crossing improvements along Willow Road. These improvements include installation of new traffic signal at the proposed intersection of Willow Road and Park Street, and sidewalk and landscape improvements. The project will implement a grade separated pedestrian crossing near the Hamilton Avenue and Willow Road intersection via the elevated park. Pedestrian improvements will also be evaluated the intersection of Ivy Drive and Willow Road. Per the proposed site plan, the Project proposes a new intersection at O'Brien Drive requiring new traffic signals with pedestrian crossing considerations.

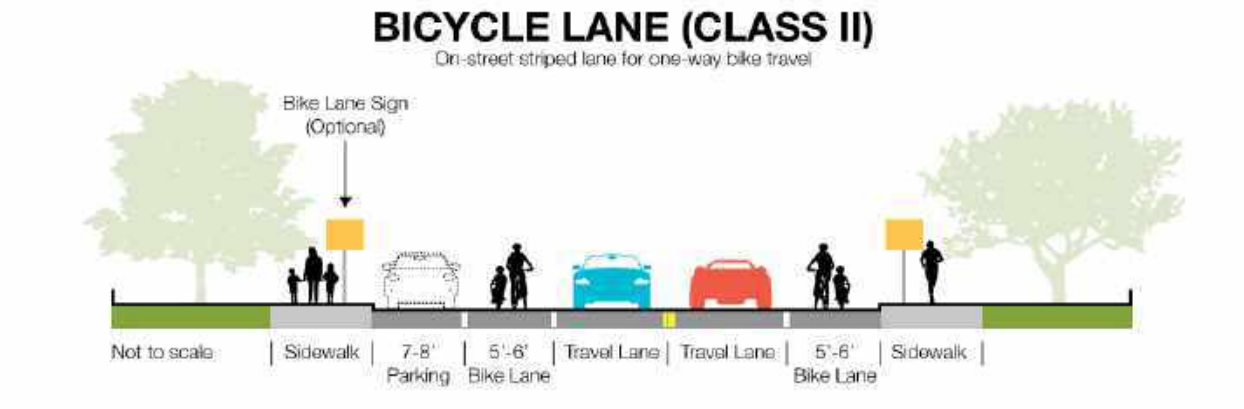
2.2.2 EXISTING AND PROPOSED BICYCLE FACILITIES

The California Department of Transportation (Caltrans) recognizes four classifications of bicycle facilities:

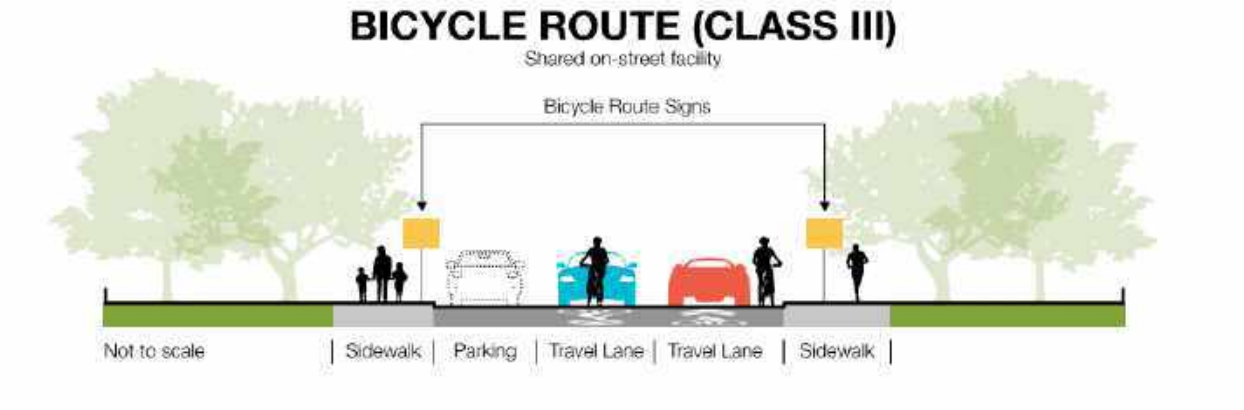
- **Class I Shared-Use Path**, or commonly referred to as a Bikeway or Bike Path, is a facility separated from automobile traffic for the exclusive use of bicyclists. Class I facilities can be designed to accommodate other modes of transportation, including pedestrians and equestrians, in which case they are referred to as shared use paths.



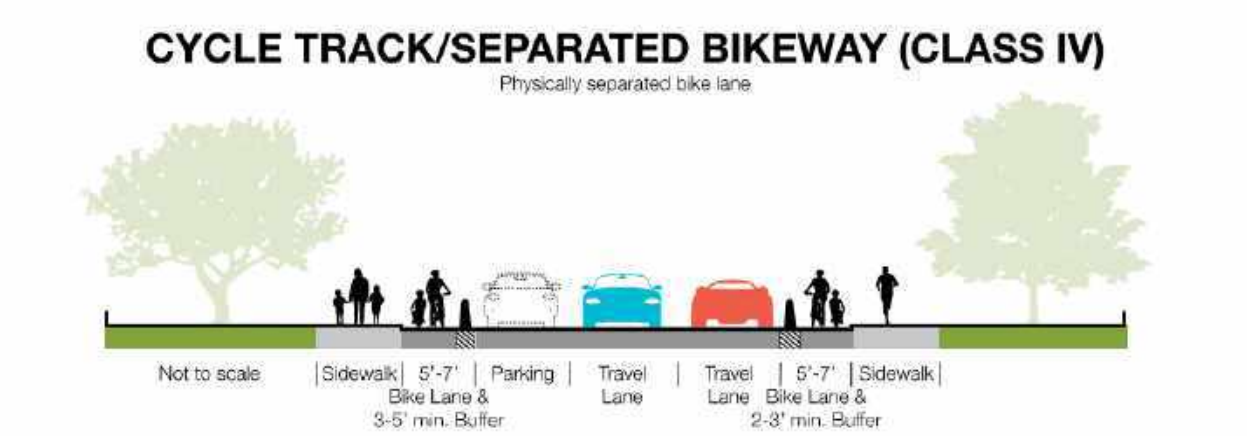
- **Class II Bicycle Lane** is a dedicated facility for bicyclists immediately adjacent to automobile traffic. Class II facilities are identified with striping, pavement markings and signage, and can be modified with a painted buffer to become a buffered bicycle lane (Class II)



- **Class III Bicycle Route** is an on-street route where bicyclists and automobiles share the road. They are identified with pavement markings and signage and are typically assigned to low-volume and/or low-speed streets.



- **Class IV Cycle Track or Separated Bikeway**, commonly referred to as a protected bicycle lane, is a facility that combines elements of Class I and Class II facilities. They offer an exclusive bicycle route immediately adjacent to a roadway similar to a Class II facility but provide a physical separation from traffic with plastic delineators, raised curb, or parked automobiles.



Class I shared use path and class II bicycle lanes exist near the site, as shown in **Figure 5**. Willow Road west of the Project site, has class II bike lanes on both sides of the street which are connected to the Bayfront recreational trail shared use path along Bayfront Expressway to the north of the Project site. As part of the Menlo Park Comprehensive Bicycle Development Plan, class II bike lanes are proposed along O'Brien Drive connecting Willow Road to the University Avenue. In addition, Class II bike lanes exist along University Avenue serving local trips with north-south connectivity between East Palo Alto and Bayfront recreational trail. The comprehensive plan recommends class III shared on-street facility along Hamilton Avenue. As part of the proposed Willow Village development, there will be an off-street multi-use pathway adjacent to the East Loop Road that provides north-south connectivity between the proposed North Loop Road and O'Brien Drive within the Project site.



Existing Bike Facility
- Class I Bike Path
- Class II Bike Lane
- Class III Bike Route

Proposed Bike Facility
- Class I Bike Path
- Class II Bike Lane
- Class III Bike Route
- Class IV Bike Lane (Buffered)

- Project Site
- City Boundary

Figure 5

Existing and Proposed Bicycle Facilities

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2.3 EXISTING CARSHARE

Carsharing allows members to reserve vehicles by the hour or the day, and is typically used for short-term, local trips. Carsharing supports commute modes of travel such as transit, carpooling, walking, and biking, by providing users with access to a vehicle when needed during the workday. There are several Carsharing providers located near or in Menlo Park include Zipcar, Enterprise, Hertz, Avis, and Budget. Meta sponsors three existing carshare vehicles operated by Enterprise. There is one existing Zipcar located within the project study area near Meta Building 58.

Additionally, other carshare services allow residents and neighbors to offer their own vehicles as part of carsharing services (peer-to-peer) such as Getaround, and Turo (formerly Relay Rides).

2.4 EXISTING RIDESHARE

Ridesharing is the term to describe grouping travelers into common trips, which allows travelers to better utilize empty seats in passenger cars or vans. Rideshare matching programs, such as 511 Regional Rideshare Program, Scoop, Waze Carpool, Uber Pool, Lyft Carpool, Duet, Carma Carpooling, and other ridesharing apps help carpools and vanpools to form by matching drivers and passengers. Ridesharing services make it easy to coordinate carpools and allows residents or employees to consider downsizing or eliminating the number of vehicles they own.

2.5 EXISTING RIDE HAILING

Ride hailing is for-hire, point-to-point transportation services, which include transportation network companies (TNCs) and taxis. Within the last few years, TNCs, such as Uber and Lyft, have become the primary method of ride hailing since the many users can easily utilize smartphone apps to send requests for rides. Like carshare and rideshare, ride hailing makes it easy to coordinate and reserve a ride, which allows residents and employees to consider downsizing or eliminating the number of vehicles they own.

Meta has instituted ride hailing lounges on three of their Menlo Park Campuses including the Willow Village campus. The ride hailing lounges provide a centralized location where TNC vehicles are directed to pick up or drop-off their users.

3. TDM MEASURES AND STRATEGIES

There are numerous strategies that can be used to encourage residents and workers to use modes of transportation other than driving alone and, therefore, reduce the vehicle miles traveled (VMT) and parking demand generated by a development. TDM is made up of two key components. The first component are the physical design features of a project that allows users not to drive-alone such as combining residential, retail and office uses; building design features such as showers and changing areas and providing pedestrian and bicycle facilities. The second component are the operational programs offered by employers and residential building managers that will reduce drive-alone travel.

The following sections describe a proposed set of programs that could be used to reduce drive-alone trips to the office, residential, retail and hotel components of the project.

3.1 OFFICE COMPONENT TDM

It is assumed that Meta will occupy the office component of the Willow Village project. Meta currently operates an aggressive TDM program that substantially reduces the number of solo drivers to their Menlo Park campuses. A reduction in solo drivers directly reduces the number of vehicles trips at the campus by two trips - one inbound trip in the morning and one outbound trip in the afternoon. Recent Meta surveys[1] demonstrated that the drive-alone rate for the Menlo Park campuses is 51%. The drive-alone rate for commuters in San Mateo County is 69% as reported in the 2017 American Community Survey, U.S. Census Bureau. Approximately 34% of Meta workers use the Meta shuttles for their commutes.

While the commuter shuttle service is a major component of the TDM program, Meta offers a broad range of services, subsidies, and amenities to their workers that make it possible to use travel alternatives to driving alone. **Table 2** summarizes the existing Meta TDM measures that will be available to workers working at office component of Willow Village. These programs include drive-alone alternatives such as transit subsidies, shuttles, carpools, and vanpools. In addition, Meta provides key support services and amenities such as "last-mile" connections to Caltrain, showers and changing rooms, secure bike storage, preferential vanpool parking, intra-campus trams within the Menlo Park campuses, and carshare that frees workers from needing a personal vehicle at the workplace. The campuses also include other amenities such as banking services, a wellness clinic, fitness centers, and food service. Meta's TDM program also has an extensive education and marketing program that provides workers information beginning at their initial job orientation.

[1] Fehr & Peers conducted ground counts of all driveways serving Meta's Menlo Park campuses for three days in October 2018. This driveway data was combined with transit ridership, carpool, and vanpool data provided by Meta to develop mode splits for the 4-hour peak period from 7:00 AM to 11:00 AM. The analysis is documented in Fehr & Peers memorandum *Facebook Menlo Park Campus 2018 Mode Share Monitoring*, December 3, 2019.

TABLE 2: META OFFICE TDM PROGRAM

TDM Measure	Description	Meta Program
Transit Pass Subsidy	Monthly reimbursement for public transit commute costs (fare).	Full time employees and interns are eligible for a subsidy of up to $260/month toward eligible public transit.
New Hire Clipper Card Program	Clipper cards with cash value for use on specific transit agencies.	Clipper cards with $130 e-cash loaded are available to new workers to allow for immediate use of public transportation.
Parking at BART, and Caltrain	Monthly reimbursement for parking at specific transit stations.	Up to $100 month reimbursement available for parking at Caltrain and BART.
Last-Mile Transit Connections	Shuttles to/from nearby transit facilities.	Meta will provide dedicated shuttles to nearby transit facilities to provide reliable connections between transit stops and the Menlo Park campuses.
Commuter Shuttle Bus Services	Private shuttle service from various regions of the Bay Area to the Menlo Park campuses.	Currently, Meta provides free direct services between Menlo Park and Sunnyvale, Palo Alto, San Francisco, Mountain View, Cupertino, Campbell, Berkeley, Oakland, Dublin, Castro Valley, Redwood City, San Jose, Fremont, Danville, San Ramon, Los Gatos, Millbrae, San Mateo, Santa Cruz, Scotts Valley, Marin, Saratoga, and other cities for workers.
Bicycle Amenities and Perks	Lockers, showers, towel service, bicycle pumps, FixIt self-repair station, etc.	• A 24/7 DIY FixIt station will be located within the office complex along with a free vending machine with emergency parts for repair. • Routine Bike to Work Days with giveaways are held with bike shop staff leading group rides. • Each worker-occupied building has interior bike parking, and a bike cage that offers additional bike parking space.

TDM Measure	Description	Meta Program
Bike Sales and Rentals	Bikes available for purchase and rental onsite.	Discounted bikes are available for sale onsite and sold below MSRP and include a commuter-ready package with a helmet, lights, and a U-lock. Bike rentals are available for periods of 1-2 weeks for visiting employees.
Vanpool Program	A program that allows groups of people to share rides to and from work.	Meta contracts with Enterprise to assist in the formation of vanpools. Groups of five workers can form a vanpool. Meta pays for the vehicle costs, insurance, and maintenance. The vanpool members pay for fuel.
Carpool Matching with the Internal Ride App	Scoop & Meta Ride App for carpool match.	Meta is in the processing of transitioning to Scoop for carpool matching between workers. Previously, they used their Ride App to connect workers to coordinate a carpool.
Dedicated Vanpool Parking	Dedicated parking for Vanpools.	Meta provides preferred parking for Vanpools.
Education and Promotion	Educational and promotional events to encourage employees to use alternative modes to travel to and from the workplace.	Drop-in commute advice is available through the Transportation Desk at the transportation hubs. There will be four transportation hubs when Willow Village is open. Events and competitions for prizes include bike commuting classes and Bike to Work days. New workers receive information on various commute options during orientation.
Emergency Ride Home	Rides provided for employees in case of emergency.	In the event of an emergency, Meta provides rides home to all rideshare and alternative mode commuters who may not have a vehicle readily accessible.
Campus Bike Share Program	Bicycles provided for employee use on campus.	This program provides Meta Bike Share Bicycles for workers to use for trips around campus.
Intercampus Tram and On-Demand Car Service	Tram service to transport workers between buildings.	A fleet of electric and non-electric vehicles to transport employees between buildings, and a separate on-demand car service for moving between campuses at Menlo Park.
Carshare	Car sharing available on campus.	A fleet of shared cars that are available to reserve for free if employees use alternative transportation to commute and have a mid-day errand or business appointment offsite. Meta provides Enterprise vehicles for employees and there are also publicly available Zipcars.

TDM Measure	Description	Meta Program
Amenities	Provision of services at the campus so workers do not need a vehicle at work or do not need to make mid-day trips.	Meta provides a wide range of on-site amenities for workers that minimize the need to make trips in personal vehicles. These amenities include: • cafes • banking services/ATMs • dry cleaning services • fitness center(s) • wellness center • bicycle shop & DIY FixIt stations • car wash services • auto services (oil changes) • vehicle fueling

Source: Fehr & Peers / Meta Transportation Group, August 2020

As noted above, the Meta TDM program reduces the commute drive-alone rate to 51% as compared to the county average drive-alone rate of 69%. This is a reduction of 26% in the drive-alone rate over the county average. This level of drive-alone reduction is sufficient to reduce the peak hour trips by more than 20% relative to the Institute of Transportation Engineers general office trip generation for the office component of the Project. There will be additional peak period commute trip reductions due to the presence of nearby housing in the residential/retail portion of the project.

3.1.1 TDM ENHANCEMENTS TO REDUCE OFFICE PARKING DEMAND

The *Willow Village Parking Assessment Report* (July 2021) identified that there would be a shortfall in the office seated worker parking supply of 106 spaces (vehicles). Therefore, the Meta TDM program will need to make modest improvements to shift more seated workers from driving-alone to other commute modes to reduce the office worker parking demand. As stated above the current drive alone for the entire MPK campus (Classic, Bayfront, Willow, and Chilco) is 51 percent. If the parking reduction is assumed to occur only at the Willow Village campus, the drive-alone rate for the Willow Village campus would need to be 49.7 percent. However, Meta TDM programs are available to all seated workers in Menlo Park. Any enhancements to the TDM programs will be applied to all Meta seated workers; therefore, to achieve a reduction of 106 spaces, the overall Menlo Park drive-alone rate would need to be 50.6 percent. To achieve this 0.5% reduction, Meta will need to invest additional resources into their existing programs and, possibly, add to or expand the commute programs offered to workers.

As described above, Meta's has an extensive set of TDM programs that they can utilize to reduce the drive-alone rate by expanding existing programs and/or offering higher incentives not to drive alone. Some of the key TDM programs Meta could enhance or increase their investment to achieve the reduction in drive-alone rate and reduce the parking demand are:

- Employee shuttle service – expanded service areas or frequency of service
- Bicycle commute incentives – amenities such as showers, lockers, fix-it stations, bike rentals and bike sales to employees
- Carpool matching – service to match Meta employees to form carpools or van pools
- Vanpools – provision of a van for groups of five or more employees
- Public transit incentives – subsidized transit passes and station parking costs
- Implement and/or maintain flexible work schedules and work from home policies that will reduce the number of workers on-campus during the work week

In addition to these existing TDM programs, Meta is considering new TDM programs and activities that will promote other modes of travel for commuters including bicycle facility improvements and parking management options.

The Meta Transportation team monitors TDM program effectiveness and refines the TDM programs to meet the needs of their workers. The TDM program monitoring and evaluation is designed to determine the effectiveness of each individual program and the program's ability to reduce peak period vehicle trips, eliminate drive alone vehicle trips, and reduce parking demand. Programs that are under performing may be replaced with new programs that are designed to better meet workers' commute travel needs. Therefore, this TDM Plan is designed to evolve over time. A description of the TDM monitoring is provided in Section 3.3 Monitoring Program.

3.2 RESIDENTIAL/RETAIL COMPONENT TDM

While the Office TDM program will be delivered by Meta to their workers, the TDM program for the residential, retail, and hotel (Residential/Retail TDM) components will be delivered by multiple entities including property management companies for residential uses and individual businesses for the retail, restaurant, and entertainment uses. Either the property owner's association or a Transportation Management Association will be created to coordinate the delivery of the Residential/Retail TDM Plan. The Association will improve the effectiveness of the programs and potentially reduce the overall costs to deliver the TDM programs. The Association will establish by laws for the operation of the organization and establish a funding mechanism for common services provided by the Association. The Association will be formed prior to the completion of the first phase of construction.

The City of Menlo Park will require the Willow Village Project to implement a TDM program that will reduce the trip generation of the proposed land uses by 20% as compared to the trip generation using standard Institute of Transportation Engineers (ITE) trip generation rates. The 20% reduction will be accomplished through both design features of the Project that make it easier to travel without a vehicle, and specific programs or incentives to reduce the number of drive-alone vehicle trips. The Willow Village Residential/Retail TDM program will consist of strategies that are aimed at discouraging single-occupancy

vehicle trips and encouraging alternative modes of transportation, such as carpooling, taking transit, walking, and biking. Strategies included in most TDM programs address a wide range of transportation factors, including parking, transit access, shared mobility, bicycle infrastructure, site design, education and encouragement, and management.

TDM reductions for the Project were estimated based on the California Air Pollution Control Officers Association (CAPCOA) research and methodologies as described in Quantifying Greenhouse Gas Mitigation Measures (2010) and more recent research for the California Air Resources Board Zero Carbon Buildings and Communities studies.

Residential and commercial land use TDM credits were calculated separately, as certain TDM measures are more appropriately applied in the commercial arena or vice versa. For example, for commercial tenants, vanpools and rideshare may be effective tools to reduce employee solo vehicle trips. However, vanpools would be difficult to implement for residents who are traveling from the Project to many disparate destinations. For residents, unbundling parking is a more effective strategy as residents are incentivized to reduce car ownership to save on monthly rental costs for a vehicular parking space. Additionally, the net effectiveness of commute trip reductions is reduced for the commercial land uses as those measures are only applicable to the work trips made by commercial land use employees, rather than the trips made by commercial patrons.

Table 3 provides a list of physical and programmatic TDM actions that could be provided to the retail/hotel employees and Willow Village residents along with an indication of which use or uses they are appropriate. The TDM measures listed in **Table 3** include both physical design measures such as pedestrian and bike facilities and programs that help shift travelers out of their personal vehicles. In addition, **Table 3** also includes reserved measures that could be used to improve the performance of the Residential/Retail TDM plan, as needed in the future.

TABLE 3: WILLOW VILLAGE RESIDENTIAL/RETAIL TDM PROGRAM

TDM	Description	Implementation	Retail/ Hotel Employees	Residents	Reserved Measure
Transportation Management Association	Create an Association for the mixed-uses.	• Information sharing • Education & marketing function – TDM coordinator • Pooled resources to reduce costs • Provide emergency rides home for workers • Assist in monitoring TDM programs	✓	✓	

TDM	Description	Implementation	Retail/ Hotel Employees	Residents	Reserved Measure
Increasing diversity of land uses	Increasing developed area dedicated to a complementary but uncommon or nonexistent use in the surrounding neighborhood	Proposed development includes a combination of multi-family residential units with retail spaces including grocery, restaurants, entertainment, and hotel.	✓	✓	
Housing	Housing built near job center	Willow Village development includes multifamily residential units which could accommodate some of the workers working in the office, retail, and hotel components of the development.		✓	
Public Transit Improved Service	Coordination with SamTrans to provide potential service options to the site.	The property managers and employers will work with SamTrans staff to improve service area around the Project site through providing new frequent routes or re-routing the existing SamTrans routes.	✓	✓	
Bicycle Amenities	Lockers & showers	Clothing lockers and showers are provided in the overall design of the hotel. Facilities may be provided by other commercial spaces as tenant improvements are prepared.	✓		
Bicycle network	Integration of the Project site bike network into the City's bike network	The Proposed site plan includes a network of publicly accessible open spaces and a bike and pedestrian path which will be integrated into the City of Menlo Park's bike network.	✓	✓	

TDM	Description	Implementation	Retail/ Hotel Employees	Residents	Reserved Measure
Vanpool Program	A program to allow groups of people to share rides to and from work.	Sponsored by mixed-use owners and/or employers through the Association, the vanpool program would take advantage of serving all the retail employment. A combined service could be explored to take advantage of the large number of Meta workers for ride matching.	✓		
Carpool Matching	Use of public or private service	Use of 511 RideMatch, SCOOP or WAZE Carpool for employees. This is a reserved action for residents. Most ride matches are made at the place of employment. The Association's ride matching could potentially take advantage of the substantial number of Facebook Meta workers for ride matching	✓		✓
Dedicated Carpool/ Vanpool Parking	Dedicated parking for multiple-occupancy vehicles	Spaces will be provided for carpools and vanpool in parking structures for groups that form carpools or vanpools.	✓		✓
Shared Parking	Provision of shared pool of parking for the mixed-use development	The retail, hotel, office visitors, and residential guests will share a pool of parking.	✓	✓	
Emergency Ride Home	Rides provided for employees in case of emergency	In the event of an emergency, the Association provides rides home to hotel / retail employees that use alternative modes to commute to work.	✓		
Wayfinding and Lighting	Provision of wayfinding signage and lighting	The project developer will provide bicycle, pedestrian, transit and vehicle wayfinding signage and lighting throughout the development.	✓	✓	

TDM	Description	Implementation	Retail/ Hotel Employees	Residents	Reserved Measure
Carshare	Car sharing located in public parking areas	Shared cars that are available for a fee to retail/hotel employees and Willow Village residents to run errand or business appointment offsite. Fees could be subsidized for employees using alternative modes for their commute.	✓	✓	
Bicycle Parking	Enclosed secure bicycle parking	Incorporated into the design of the mixed-use and hotel buildings.	✓	✓	
Bicycle Repair Stations	Do it yourself repair stations located in the development	These facilities allow residents and employees to repair and maintain bicycles that can be used for their commutes.	✓	✓	
Bike Sharing	Provision of bike share stations at the development	The property managers and employers will work with the City of Menlo Park to advocate for bike share stations at the development.	✓	✓	
Commute Assistance Center/Website	Information sharing to new residents & employees	A function provided by the Association for the mixed-use component.	✓	✓	
Unbundled Residential Parking / Limit Parking Supply	Separate sale or lease of a vehicular parking	Unbundled parking, which separates the sale or lease of a vehicular parking space from the sale or lease of living units, will be provided for all market-rate residential units.		✓	
Metered On-Street Parking	Priced on-street parking	On-street parking would be priced. This measure requires coordination and approval from the City of Menlo Park.	✓	✓	
Parking Management & Off-Street Parking Fees	Priced off-street parking	The retail & residential district will implement a parking management system for the shared and residential parking as described in the text.	✓	✓	

Source: Fehr & Peers, May 2022

The TDM programs promote use of transit, carpooling, vanpooling, biking, and walking to reduce vehicle trips. These programs are complimented by physical design features such as bicycle parking, pedestrian and bicycle features, and showers/changing areas in large workspaces. Each TDM strategy has an associated range of effectiveness in reducing vehicle trips and the combination of strategies have an overall effectiveness. The overall effectiveness is not simply additive when programs are combined since some of the programs overlap in terms of their markets and effectiveness. For this analysis, we evaluated the range of effectiveness as shown in **Table 4** and have chosen to use the average of the range of the combined strategies effectiveness.

Based on the CAPCOA and CARB research, it is estimated that the Project's Residential/Retail TDM program would reduce the residential, retail, and hotel trips as follows:

- Residential trip reduction 24%
- Retail trip reduction 18%
- Hotel trip reduction 20%

The overall trip reduction from the Residential/Retail TDM program as proposed would be approximately 20%. The estimates represent the average of the potential range effectiveness for each land use supported by evidence from the application of these same measures at other projects reported in the CAPCOA and found in more recent CARB research.

The City of Menlo Park requires that the project monitor the effectiveness of the TDM programs in achieving a 20% reduction in trips. The TDM monitoring program is outlined below for the Mixed-Use and Office Components.

TABLE 4: WILLOW VILLAGE RESIDENTIAL/RETAIL TDM PROGRAM EFFECTIVENESS

TDM Strategy	Residential	Retail	Hotel
Parking			
Unbundle Parking & Reduced Parking Supply	Up to 20%	--	--
On-Street Parking Fees	3% to 11%	3% to 11%	3% to 11%
Off-Street Parking Fee (reserved program)	6% to 11%	6% to 11%	6% to 11%
Bike & Walk			
Secure Parking	Up to 1%	Up to 1%	Up to 1%
Showers & Lockers	Up to 1%	--	--
End of Trip Repair Stations	Up to 1%	Up to 1%	Up to 1%

TDM Strategy	Residential	Retail	Hotel
Bike Share & Subsidies	Up to 1%	Up to 1%	Up to 1%
Commute Programs / Association			
Marketing Program	3% to 10%	Up to 1%	Up to 1%
Commute Incentives	--	Up to 1%	Up to 1%
Total of All Measures	**11% to 36%**	**9% to 27%**	**9% to 31%**

Source: Fehr & Peers, December 2021

4. WILLOW VILLAGE TDM MONITORING PLAN

The City's Zoning Ordinance requires annual reporting to evidence achievement of the intended TDM reduction. While the Zoning Ordinance does not specifically describe the monitoring process, City staff has requested a monitoring plan as a means of demonstrating compliance. This section outlines a TDM monitoring plan designed to document the effectiveness of the office and mixed-use TDM plans.

As outlined above in Sections 4.1 and 4.2, there are two distinct components in the Willow Village TDM plan. The office component of the plan will be implemented by Meta as the sole owner and occupant of the office space. The mixed-use component (residential, retail, and hotel) will have multiple owners, property managers, and tenants; therefore, a Transportation Management Association (Association) will be established to assist in the implementation, coordination, and reporting of the programs included in the residential / retail TDM plan. While the Association can assist in the implementation and reporting, the ultimate effectiveness of the residential / retail TDM programs will depend on the execution by each Association member.

4.1 OFFICE TDM (TRIP CAP) MONITORING

Meta is proposing an office trip cap for Willow Village office uses that is consistent with the trip caps currently used on both the Classic and Bayfront campuses. The proposed office trip cap and monitoring for the Willow Village campus is presented in the memorandum entitled Willow Village Trip Cap Proposal, August 15, 2020. The proposed daily and peak hour trip caps meet or exceed (in the peak hours) the City's TDM Ordinance reduction of 20% over ITE rates. The proposed annual trip cap monitoring report provides information on the driveway vehicle counts, special events, and any exceedances of the caps, as well as a list of TDM programs that are provided by Meta to their workers. The monitoring report of the Willow Village Office trip cap, and TDM program, will be packaged with the other trip cap monitoring reports for the Classic and Bayfront campuses and provided together to the City.

While the final details of the worker monitoring program will be established in collaboration with City staff, the key components of the office TDM monitoring are summarized below:

Meta Workers

Worker auto and transit vehicle trips will be monitored at the two worker parking structures where workers will park their cars and the Meta shuttle hubs are located. The proposed design of the workers parking structures will allow for monitoring at the entries and exits used by autos and transit coaches. Therefore, it will be possible to monitoring these locations with automated devices 24-hours a day, 365 days a year.

Office Visitors (Shared Parking Structures)

Since the office visitor parking will be shared with the retail and hotel uses, an alternative monitoring approach will be established to determine the trips associated with office visitors. There will be multiple shared parking facilities within the Town Square and mixed-use portion of the project (parcels 2 and 3). The mostly likely location for office visitors to park would be in the central Town Square parking structure. The basic monitoring approach would be to use a commercial parking application to track visitor activity. Validation of the parking would be provided when checking in at security. The validation data will be included as a part of the annual monitoring reporting to account for visitor trip. This process is similar to the adjustments currently being made at the Classic and Bayfront campuses for ride hailing activity, monument sign visitors, and shuttles that stop at multiple campuses.

Ride Hailing Trips

Ride hailing trips destined to Willow Village office campus will be co-mingled with the retail and residential ride hailing trips. The ride hailing passenger loading will be located along Main Street and will be used by retail visitors as well as office visitors and workers. Like the ongoing monitoring at Classic and Bayfront, ride hailing activity would be surveyed each year to show the amount of activity generated by each component of the project. The resulting adjustment factor would be integrated into the annual reporting by Meta on their office worker analysis.

Event Days

As described in the Parking Assessment Report, Meta will develop an event transportation plan to minimize the number of trips on event days. To allow for these medium and large events there would be an allowance for up to 25 days per year when there could be exceptions to the trip cap. The structure of these exceptions will be worked out with the City of Menlo Park and are similar to exceptions allowed under the Classic and Bayfront trip caps. In addition, to these 25 event days, the monitoring would also include non-event exclusions as allowed under the existing trip caps at Classic and Bayfront.

Implementation

The implementation of the Willow Village office trip caps would use a similar approach that is currently used at the Classic and Bayfront campuses. The worker parking structures would be monitored on a daily basis at the entries and exits. The Willow Campus monitoring systems will be subject to the same calibration procedures used for the other campuses in terms of the physical monitoring equipment. At the Willow Campus, Meta will also need to include data on the number of daily office visitors, number of the shuttles serving multiple MPK campuses, and ride hailing activity related to the office campus. These survey data would be used to determine daily

adjustment factors that would be combined with the office parking counts. The adjusted total trips would be used to determine Meta's compliance with the office trip caps.

4.2 RESIDENTIAL / RETAIL TDM MONITORING PLAN

As stated above, monitoring of the residential / retail TDM Plan introduces several challenges since there is no single entity responsible for the implementation of the TDM programs. The creation of, and requiring membership in, the Association will provide a means to coordinate the TDM efforts executed by the property owners, property managers, and major tenants. The Association can implement some TDM programs that will benefit from sharing resources between the Association members. However, many of the programs will be implemented by the property owners, property managers, and individual tenants in the retail spaces. The Association can also serve as a clearing house for gathering data, summarizing it, and documenting the TDM performance of the residential properties and retail tenants (including the hotel).

The residential / retail TDM annual monitoring will include the following components:

- **Driveway Vehicle Counts** – A minimum of three days of parking structure driveway counts will be provided for the driveways in the mixed-use and town square districts. This data will be collected using the control gates at each driveway. To the extent feasible, control gate data for the reserved residential parking areas will be reported.
- **Parking Occupancy Counts** – The parking structure and surface parking occupancy counts will be used to determine the intensity of parking demand. If the parking occupancies are over 95-percent, it may indicate that additional TDM programs are needed.
- **On-Street Parking Turnover Counts** – Once a year, parking turnover counts will be collected for the on-street parking spaces within the mixed-use and town square districts. The turnover counts will include all types of on-street parking including standard spaces, commercial loading zones, and passenger loading zones.
- **Inventory of TDM Facilities** – information related to the physical features that help to reduce drive-alone vehicles and increase the use of active modes of travel.
- **TDM Program Data** – A summary of the programs and activities being used by Association members to reduce vehicle trips and supporting data on participation rates.
- **Resident and Retail/Hotel Employee Travel Behavior Surveys** – the Association may conduct Annual surveys to establish the travel behavior of Willow Village residents and retail employees. TDM programs can be targeted at residents and retail employees since there is direct contact with these cohorts. Retail customers, hotel guests, and residential guests will not be included in the survey. Depending on the parking management plan, data from the parking control gates could be used to estimate these activities.

The Association will be responsible for coordinating the monitoring of and reporting on the residential, retail and hotel components of the Willow Village project. The Association will prepare an annual report documenting the following aspects of the residential and retail TDM plan.

Finalize the Monitoring Plan

The plan outlined below represent the proposed approach for monitoring the TDM performance to confirm that the Residential / Retail TDM programs are effective in reducing trips. Due to the complexity in monitoring individual land uses within a mixed-use development where there is shared parking, there may be a need to adjust the monitoring plan that is implemented. There may be a need to modify the annual surveys in order to capture more information. Therefore, it is anticipated that following an initial round of monitoring refinements may be necessary. This will be like the process that was used when developing the Classic and Bayfront campus trip cap monitoring. The following components would make up the annual monitoring:

Inventory of TDM Facilities

The Association will establish and maintain an inventory of the TDM related facilities. The inventory would include a tabular summary and map showing the location of the facilities serving the residential, retail, hotel, and town square parcels. This inventory would include features such as:

- Bicycle and Pedestrian Networks
- Bicycle Parking – Long-term and Short-term
- Bike Share Locations
- Bicycle Repair Stations
- Other Bicycle Amenities (i.e., location of public restrooms)
- Dedicated Carpool/Vanpool Parking Locations
- Carshare Locations

TDM Program Data

The Association would compile a summary of the TDM programs operated by each member of the organization. This data would include descriptions of the services provided by each of the members and programs sponsored by the Association.

- Transportation Demand Coordinators – list of names and contact information
- Commute Assistance Centers/Websites – list of locations and URLs
- Carpool Matching – number of carpools
- Vanpool Programs – number of vanpools
- Transit Subsidies – any subsidies provided to residents or employees
- Emergency Ride Home – existence of program and description of the service

- Unbundled Residential Parking – description of programs and data on use of program
- Off-Street Parking Fees (non-residential / shared parking area) – status and rates
- Metered On-Street Parking – status and rates
- Public Transit Improved Service – actions taken by Association

Annual Surveys - Residents and Retail Employee

An annual survey of the residents and retail employees will be conducted to determine the effectiveness of the TDM programs being used by the Association members. Due to the shared parking, it is not feasible to use vehicle trip counts by the retail, hotel, and office visitor trips. Therefore, the Association would conduct an annual survey of residents and retail employees. These cohorts represent the people that TDM programs can be directly marketed to through property managers and employers. The residential survey would be the same survey used for the Residential VMT mitigation monitoring. Other users, such as retail customers, hotel guests, and residential guests, have no direct link to the Association members.

As discussed above, the annual survey methodology would be developed and refined in collaboration with City staff. The surveys would need to collect sufficient information to determine key travel behavior of the residents and employees. Since the information from residents will need to be more detailed than for employees, there will be two survey formats. For employees, questions related to their commute travel, work schedule (days per week), and place of residence (city) will be requested. For residents, data will be requested on their place of work (zip code) and travel behavior including mode of travel and time of travel.

Given the uncertainty around the post-pandemic return to work, the surveys will need to gather information on frequency of travel. The final format of the surveys will need to protect personal privacy while collecting sufficient data to understand travel behavior and calculate the trip reduction compared to the standard Institute of Transportation Engineers trip rates.

Prior to the first survey, an analysis will be prepared to determine sample sizes needed to have a statistically significant results within an agreed to level of confidence. The analysis will also determine what is a representative sample within the overall residential, retail employee, and hotel employee populations. The Association will pay of the statistical analysis, and it will be conducted by a qualified firm acceptable to the City of Menlo Park and the Association. For the first annual survey, the Association and consultant that developed the survey procedures will implement the survey for both residents and retail/hotel employees. Once the survey methodology is validated, the Association or a third party would implement subsequent annual surveys.

Driveway Count Data

At the time that the resident and retail employee survey is conducted, driveway counts will be collected from the parking control gates for all mixed-use and town square district parking and at the surface parking areas.

- Driveway Counts All Vehicles – Three midweek, weekdays of control gate data that captures all vehicles entering and exiting the parking structures.

The purpose of the driveway vehicle counts is to document the effectiveness of the TDM plan to reduce vehicles trips to/from the mixed-use and town square districts.

Residential Vehicle Counts – VMT Mitigation Monitoring

Mitigation Measure TRA-2 requires that the residential land use of the Project Site implement a TDM Plan that will achieve trips reductions so that the residential uses will generate less than or equal to 6,023 daily trips. Should a different number of residential units be built, the total daily trips will be adjusted accordingly.

One element of the VMT monitoring will be to count the number of vehicle trips accessing the residential parking areas. Residential parking is controlled by gates either at parking structure driveways or at internal gates within the shared parking structures. Therefore, residential vehicle trip counts will be collected at the driveway control gates. On parcels 4, 5, 6, and 7 the parking structures are solely for the use of residents. On parcels 2 and 3 where there are shared parking structures the access to the residential parking is controlled by gates located within the parking structure. These interior gates are used to keep other non-resident users (retail, hotel, and office visitors) from accessing the residential parking. The residential counts will be conducted for three consecutive weekdays during a typical work week, when school is in session.

During the process of finalizing the monitoring plan, a methodology will be developed to estimate an average number of residential guests and apply it as a reduction in the total daily trips allowed for residents (below 6,023 trips). Based on a review of available industry publications, there was no data that separates out resident and guest trip making; therefore, this ratio would be established in the initial set up of the monitoring and applied to subsequent monitoring cycles.

Parking Occupancy Data

At the time that the resident and retail employee survey is conducted, a parking occupancy analysis will be conducted in the residential and share parking structures and for the on-street parking. The survey and parking occupancy study will be conducted in the fall or spring (agreed to by the City) when school is in session and there are no holidays or special events, the following data will be collected:

- Parking Occupancy Counts – On two weekdays and one weekend day, parking occupancy counts will be conducted in the parking structures, surface parking lots, and the on-street parking spaces between the hours of 7:00 AM and 7:00 PM. Counts will be collected in one-hour intervals. Any stacked valet parking will also be counted.

The purpose of the parking occupancy study is to document the peak parking demand. If the parking demand is greater than 95 percent of the physical stalls. The Association will need to document how they will address the additional demand through valet parking or added TDM programs to reduce parking demand.

On-Street Parking Turnover Data

An on-street parking turnover study will be performed for three weekdays which is contemporary to the driveway counts. The parking turnover counts will be collected for the on-street parking spaces within the mixed-use and town square districts. The turnover counts will include all types of on-street parking including standard spaces, commercial loading zones, and passenger loading zones. At a minimum, the data should capture the hours of 7:00 AM to 7:00 PM when office, retail, restaurants, and entertainment venues are active.

The parking turnover data will be used in conjunction with the driveway counts to estimate the vehicle trips associated with the mixed-use and town square districts.

Annual Monitoring Report

The Association will prepare an annual TDM monitoring report that contains the information from the tasks listed above. The report will document the performance of the Residential / Retail TDM Plan as compared to the trip generation values from **Table 4**, which show the following trip generation estimates:

- **Section A** – The project trip generation using standard Institute of Transportation Engineers (ITE) trip rates from the ITE Trip Generation Manual, 10th Edition.
- **Section B** – The project trip generation applying a 20% reduction from the ITE standard rates as required by the City's TDM Ordinance.
- **Section C** – The project trip generation used in the transportation impact analysis (C1) and the adjusted mixed-use daily trips with the implementation of the VMT Mitigation TRA-2.

The report will be submitted the report to the City for review. If the TDM programs are falling short of the TDM standards, the Association will work with members to improve or expand their individual TDM programs. The Association will report back to the City what additional actions are being taken.

Table 4: Trip Generation Summary – Office, Mixed Use, & Total

	Daily Totals			AM Peak Hour			PM Peak Hour		
	Office	Mixed-Use	Total	Office	Mixed-Use	Total	Office	Mixed-Use	Total
A. Standard (Gross) ITE Trip Generation[1] (based on ITE rate for each land use)	22,796	18,783	41,579	2,572	905	3,476	2,780	1,688	4,468
B. 20% TDM Reduction per Ordinance	18,237	15,026	33,403	2,058	724	2,781	2,224	1,350	3,574
Reduction from Standard ITE Rates	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*	*-20%*
C. Project Trip Generation[2]									
1. With TDM reduction / no pass by reduction)	18,237	15,026	33,403	1,670	726	2,396	1,670	1,237	2,907
Reduction from Standard ITE Rates	*-20%*	*-20%*	*-20%*	*-35%*	*-20%*	*-31%*	*-40%*	*-27%*	*-35%*
2. With Residential VMT Mitigation[3]	18,237	13,522	31,759	1,670	726	2,396	1,670	1,237	2,907
Reduction from Standard ITE Rates	*-20%*	*-22%*	*-20%*	*-35%*	*-20%*	*-31%*	*-40%*	*-27%*	*-35%*

1 - Calculated using the trip generation data summarized in **Table 2A** Trip Generation for Development Phases of the Proposed Facebook Willow Village Campus in Menlo Park, California, Hexagon Transportation Consultants, June 14, 2021. Daily, AM, and PM peak hour average rates published in ITE Trip Generation Manual, 10th Edition, 2017 were used for each land use.

2 – Trip generation data summarized from **Table 13** Project Trip Generation Estimates (Main Project Site) Facebook Willow Village Campus Transportation Impact Analysis, Hexagon Transportation Consultants.

3 – Residential VMT Mitigation TRA-2 reduces the residential daily trips to a maximum of 6,023 trips, a reduction of an additional 1,504 daily trips from the original trip generation estimates.



Meeting & Collaboration Space Uses

Description of Uses

The following is a description of the proposed accessory uses as they relate to the parking analysis. As noted above, accessory uses could occur in the following types of spaces: meeting/collaboration and event space, incubator space, partner center, an event building (including pre-function space and event rooms), a visitor center, private gardens, and space for other accessory uses for Meta. Accessory uses could be located anywhere throughout the Campus District, although it currently is anticipated that they would be located mostly in the Meeting and Collaboration Space.

The accessory uses would accommodate meetings and events programmed by Meta and available to Meta workers and guests. All of the accessory use activities and events would be controlled and programmed by Meta and managed by Meta security. Most of the activities and events would be for Meta seated workers. Many of the Meta seated workers attending the events already work on the Menlo Park Campus (MPK) and can walk, bike or tram to the event from their workplace using the proposed tunnel connection between the Willow Village, Bayfront, and Classic campuses. Other seated workers would come from Meta offices located in the Bay Area, the United States, and around the world via travel modes arranged by Meta.

There would be limited number of non-worker events held each year that are hosted by Meta; however, attendance at these events would be by invitation only and would be coordinated by Meta's event planning staff. Meta proposes to manage the transportation of the guests to and from the events using an event management plan.

Currently, Meta hosts approximately 150 events in in the Bay Area each year for seated workers and invited guests that are held at off-campus facilities since the current MPK campuses do not have enough large meeting rooms or venues. Meta proposes to move these off-campus events to Willow Village so that MPK seated workers can walk, bike, or tram to the events. Most of these events have fewer than 100 attendees, which are Meta seated workers. The largest events between 2,501 and 5,000 attendees and will span over multiple days.

Meta proposes the following is the breakdown in the size and length of these events with greater than 100 attendees each year:

- Small Events 100 to 1,000 30 days
- Medium Events 1,001 to 2,500 15 days
- Large Events 2,501 to 5,000 10 days

Event Transportation Management Plan

Event Traffic & Parking Management Plan

As stated earlier, Meta currently has a limited number of large meetings rooms on the Classic and Bayfront campuses. The largest of these facilities is the Museum located in MPK Building 21 that can host events with up to 1,000 attendees. Meta uses an internal event planning tool that is part of the room reservation system. This online portal is used by event organizers (hosts) to secure the room and alert other critical internal support teams. The tool is used by the event team and other relevant teams such as transportation, culinary, and security, to coordinate the event needs and support logistics.

The system notifies Meta's transportation team for any event that will include more than 10 invited non-Meta guests. The transportation team works with the meeting host(s) to make travel arrangements for participants (Meta and non-Meta) to minimize the parking demand and number of vehicle trips to the campus.

The existing planning coordination includes the following types of transportation solutions:

- Meta trams or shuttles are used to move MPK seated workers between the MPK campuses.
- Meta seated workers from campuses outside MPK can use the Meta commuter shuttles from home.
- Arrange shuttles from campuses outside MPK to bring Meta seated workers to MPK for events.
- Arrange shuttles from hotels for Meta seated workers and invited guests.
- For large events that utilize third-party shuttle vendors, the transportation team will coordinate with the vendors regarding arrival/departure times, travel routes, pick up/drop off points, and other logistics related to site access and circulation.
- If attendees will use TNCs (Uber/Lyft) for events, the transportation team will coordinate with the TNCs on the best location for drop-off and pick-up.

Small Events

As outlined above, there may be up to 30 days per year when there are events of between 100 and 1,000 attendees. Since the majority or all small event attendees are Meta seated workers, Meta will continue to use the room reservation system to notify the transportation team so they can work with the host to make travel arrangements for the seated workers and invited guests to reduce or eliminate the need for them to arrive via personal autos. Seated workers located on the MPK campuses will walk, bike, or tram to these events. Meta seated workers that work in Fremont, Sunnyvale, or San Francisco can use inter-campus shuttles or special event shuttles to the Willow Village campus. Depending on a worker's place of residence, some Meta seated workers will be able to use existing Meta employee commuter shuttles to attend an event at Willow Village.

Event Transportation Management Plan

For invited guests for small events, Meta will continue to provide information on travel and parking options that will minimize the parking and vehicle trips associated with the event. However, depending on the number of attendees, they also can draw on the techniques described below for medium and large events.

Medium and Large Events

There will be up to 25 days a year where there could an event with more than 1,000 attendees. The attendees of these events will be Meta seated workers and/or invited guests. Events with over 1,000 attendees will require additional planning on the part of Meta Transportation to address parking and minimize vehicle trips. Meta Transportation will be included in the advanced planning and delivery of event transportation services to attendees.

Meta will prepare an event transportation plan that can be used when there will be events with more than 1,000 attendees, which will be shared with the City of Menlo Park. The transportation plan will document the strategies to be used to minimize trips made in single occupant vehicles including the use of public transportation and private shuttles. The shuttles would utilize the transit hub located within the north employee parking structure which is adjacent to the Grand Hall and Event Room.

Some transportation strategies that could be included in the event transportation plan to reduce parking demand and vehicle trips:

- Pre-Event Communication and Planning – Since all of Meta's events are by invitation only, Meta can communicate with their seated workers and invited guests to plan their event travel. For example, the F8 Developer Conference is the largest annual event hosted by Meta. Attendance at the F8 Developers Conference is by invitation only, so Meta controls who attends the conference, and can influence attendee decisions regarding lodging and transportation alternatives. Based on the conference history, the attendance is approximately 5,000 persons that travel from locations outside the Bay Area so the travel needs will vary. Based on the attendee data collected in advance of the event, Meta can provide useful lodging and travel information to attendees for their travel in the Bay Area.

- Hotel Event Shuttles - In 2019, when the F8 conference was held at the McHenry Convention Center in downtown San José, attendees from outside the Bay Area were directed to a group of 11 hotels located either near the San José International Airport or in downtown San José. For future medium and large events, a similar strategy could be used to select nearby hotels and provide shuttles to transport attendees to Willow Village. The hotel shuttles would use the transit hubs located in the employee parking structure adjacent to the Grand Hall. This strategy would be effective for attendees from outside the Bay Area.

- Remote Parking and Gathering Points with Event Shuttles – For attendees within the Bay Area, Meta will provide remote parking or gather points and use shuttles to transport attendees to Willow Village. The parking areas or gather points would be located in key intercept locations such as the South Bay (San José), East Bay, Mid-Peninsula, or San Francisco. The remote parking areas could utilize other non-Meta event venues that are not being used during the Meta event. Gather points for event shuttles could be located in downtown San Francisco, San José, or Oakland. Gather points could also be established based on the advance data provided by attendees. These event shuttles would use the transit hub in the employee parking structure adjacent to the Grand Hall.

- TNC (Uber/Lyft) Coordination - The event transportation plan will outline a management plan for TNCs in terms of designated locations for passenger loading and unloading. The event management plan will include a traffic operations and handling plan for the large events in order to facilitate traffic flow to and from the Uplift venue.

- Work from Home – Another strategy to reduce parking demand would be to allow seated workers on the Willow Campus to work from home on large event days. This strategy would be particularly useful for events were there are a large number of non-MPK Meta seated workers or invited guests. If the work from home offer were extended to Willow Village seated workers or potentially all MPK seated workers, it will reduce office parking demand. For this strategy to work, the office parking structure closest to the Event Hall be used for event parking, and Meta seated workers arriving at MPK will be directed to parking on the other MPK campuses.

Individual Event Transportation Plans & Plan Reviews

Since each event has its own unique characteristics, the event transportation plan would provide strategies that could be combined to meet the travel needs of the attendees. The goal would be to tailor the transportation services to meet the needs of the event rather than use a single plan for all events.

Prior to hosting a medium (1,001 - 2,500 persons) event, the applicant will submit a traffic and parking management plan a minimum of seven (7) days prior to the event for review by the City, which staff can provide comments. The plan will identify the expected attendance, accommodations for attendees to arrive by non-auto modes, parking locations for those expected to drive, and potentially offsets such as increased employee work-from-home on event days. This data will be used to estimate the number of trips generated by the event.

Prior to hosting a large event (2,501 – 5,000 persons) event, the applicant will submit a traffic and parking management plan a minimum of twenty-one (21) days prior to the event for review by the City which staff can provide comments. The plan will identify the expected attendance, accommodations for attendees to arrive by non-auto modes, parking locations for those expected to drive, and potentially offsets such as

increased employee work-from-home on event days. This data will be used to estimate the number of trips generated by the event.

Following an event an assessment will be made of how well the event transportation plan worked and any lessons learned, or best practices identified during the event. These lessons learned and best practices will be incorporated into the next event transportation management plan and any changes to the plan will be clearly identified in the revised plan. The post-event plan review will also consider any community complaints received during an event regarding traffic and/or parking, including how it relates to scheduled events at other Meta campuses, that can be addressed with changes to future event plans.

Annual Event Transportation Planning Review

An annual review will be prepared that documents the lessons learned from the individual event transportation management plans. The review will document how well the individual plans addressed event traffic and parking, improvements made throughout the year, and ways to alleviate potential impacts moving forward. This annual review will disclose how events are being managed. Based on how well the management plans are working, the frequency of the plan reviews could be reduced or eliminated. The Willow Village annual event planning report will be included in the annual Office trip cap monitoring report prepared for the Willow Village campus.

Assuming implementation of Mitigation Measure TRA-3, this Project, in combination with cumulative projects, consistent with the findings of the ConnectMenlo Final EIR, would have a **less-than-significant (LTS)** cumulative impact with respect to hazards or incompatible uses.

Emergency Access

Future development, as part of the City's project approval process, would be required to comply with existing regulations, including General Plan policies and zoning regulations that have been prepared to minimize impacts related to emergency access. The City, throughout the 2040 buildout horizon, would implement the General Plan programs that require the City's continued coordination with MPPD and MPFPD to establish circulation standards, adopt an emergency response routes map, and equip all new traffic signals with pre-emptive traffic signal devices for emergency services. Furthermore, the implementation of the zoning regulations would help to minimize traffic congestion that could impact emergency access. As mentioned above, the Project would be required, as a condition of Project approval, to submit event traffic plans for large events for City approval to demonstrate measures that would be taken to minimize the events' effect on roadway traffic conditions and ensure adequate emergency vehicle access.

For these reasons, the Proposed Project, in combination with cumulative projects, would have a **less-than-significant (LTS)** cumulative impact with respect to emergency access.

Non-CEQA Analysis

Intersection Level of Service (LOS) Analysis

The findings of the intersection LOS compliance analysis are summarized in this section for informational purposes. The analysis scope and methodology, analysis scenarios, data collection, and level of service policy standards are detailed in Appendix 3.3, Transportation, of this EIR.

As stated above, LOS is no longer a CEQA threshold. However, the General Plan and City's TIA Guidelines require that the TIA also analyze LOS for local planning purposes (per General Plan Program Circ-3.A Transportation Impact Metrics):

Supplement Vehicle Miles Traveled (VMT) and greenhouse gas emissions per service population (or other efficiency metric) metrics with Level of Service (LOS) in the transportation impact review process, and utilize LOS for identification of potential operational improvements, such as traffic signal upgrades and coordination, as part of the Transportation Master Plan.

The LOS analysis would determine whether the project traffic would cause an intersection LOS to exceed the City's LOS thresholds or cause either the average delay or average critical delay to exceed the City's intersection delay thresholds under near term and cumulative conditions. The LOS and delay thresholds vary depending on the street classifications as well as whether the intersection is on a State route or not.

The City's TIA Guidelines further require an analysis of the Proposed Project in relation to relevant policies of the Circulation Element and consideration of specific measures to address noncompliance with local policies which may occur as a result of the addition of project traffic. The TIA identifies measures that could be applied as conditions of approval that would bring operations back to pre-Project levels. Although not included in the TIA for purposes of this EIR, an analysis may be prepared separately to determine if there are potential measures that could bring the Proposed Project into conformance with the LOS goals of Circulation Policy 3.4. Implementation of any such measures would require review and approval by City decision makers.

Intersection Level of Service Standards and Adverse Effect Criteria

City of Menlo Park Definition of Adverse Effect

The following thresholds are from the City of Menlo Park's TIA Guidelines and the Proposed Project's compliance with local policies was evaluated based on these thresholds.

- A project is considered potentially noncompliant with local policies if the addition of project traffic causes an intersection on a collector street operating at LOS "A" through "C" to operate at an unacceptable level (LOS "D," "E" or "F") or have an increase of 23 seconds or greater in average vehicle delay, whichever comes first. Potential noncompliance shall also include a project that causes an intersection on arterial streets or local approaches to State controlled signalized intersections operating at LOS "A" through "D" to operate at an unacceptable level (LOS "E" or "F") or have an increase of 23 seconds or greater in average vehicle delay, whichever comes first.
- A project is also considered potentially noncompliant if the addition of project traffic causes an increase of more than 0.8 seconds of average delay to vehicles on all critical movements for intersections operating at a near-term LOS "D" through "F" for collector streets and at a near-term LOS "E" or "F" for arterial streets. For local approaches to State controlled signalized intersections, a project is considered to be potentially noncompliant if the addition of project traffic causes an increase of more than 0.8 seconds of delay to vehicles on the most critical movements for intersections operating at a near-term LOS "E" or "F."

State (Caltrans) Controlled Intersections Definition of Adverse Effect

For signalized intersections involving two state routes, the proposed project is considered potentially non-compliant with local policies if for any peak hour:

- The level of service degrades from an acceptable LOS D or better under existing conditions to an unacceptable LOS E or F under existing plus project conditions, and the average delay per vehicle increases by four seconds or more, or
- The level of service is an unacceptable LOS E or F under existing conditions and the addition of project trips causes an increase in the average control delay at the intersection by four seconds or more.

City of East Palo Alto Definition of Adverse Effect

The following thresholds are used in East Palo Alto, and the proposed project's compliance with local policies was evaluated based on these thresholds:

At a signalized intersection, the project is considered to have an adverse effect if it:

- Causes operations to degrade from LOS D (or better) to LOS E or F; or
- Exacerbates LOS E or F conditions by both increasing critical movement delay by four or more seconds and increasing volume-to-capacity ratio (V/C ratio) by 0.01 at an intersection evaluated using the TRAFFIX software; or
- Increases the V/C ratio by > 0.01 at an intersection that exhibits unacceptable operations, even if the calculated LOS is acceptable; or
- Causes planned future intersections to operate at LOS E or F.

At an unsignalized intersection, the proposed project is considered to have an adverse effect if it:

- Causes operations to degrade from LOS D or better to LOS E or F; or
- Exacerbates LOS E or F conditions by increasing control delay by five or more seconds; and
- Causes volumes under project conditions to exceed the Caltrans Peak-Hour Volume Warrant Criteria.

Near-Term (2025) Plus Project Intersection Levels of Service

The results of the intersection level of service analysis under near term (2025) plus project conditions are summarized in Table 3.3-10 and 3.3-11. The Willow Road corridor and 101/University Avenue interchange were analyzed using the Simtraffic microsimulation model as described in Appendix 3.3, Transportation, of this EIR. The microsimulation model indicates that the intersections would experience capacity issues where the demand cannot be served by the intersections. Oversaturated conditions would operate at LOS F and are indicated using 'OVERSAT' in the tables below. Vistro and Traffix were used to calculate critical delay and volume to capacity ratio at the Willow Road and 101/University Avenue intersections, respectively. The intersection LOS calculation sheets are included in Appendix 3.3, Transportation, of this EIR. Under near-term plus project conditions, the following intersections (see Figure 3.3-7, Near-Term [2025] Plus Project Intersection Level of Service Summary) would be non-compliant with the TIA Guidelines during either the AM or the PM peak hour as compared to near term conditions:

1. Marsh Road and Bayfront Expressway (AM peak hour)

13. Chilco Street and Hamilton Avenue (PM peak hour)

16. Willow Road and Bayfront Expressway (AM peak hour)

17. Willow Road and Hamilton Avenue (AM and PM peak hours)

18. Willow Road and Park Street (AM and PM peak hours)

21. Willow Road and Newbridge Street (AM and PM peak hours)

23. Willow Road and US 101 Southbound Ramps (AM peak hour)

24. Willow Road and Bay Road (AM peak hour)

30. O'Brien Drive and Kavanaugh Drive (AM and PM peak hours)

32. Adam's Drive and O'Brien Drive (AM and PM peak hours)

39. University Avenue and Bay Road (PM peak hour)

42. University Avenue and Donohoe Street (AM peak hour)

43. US 101 Northbound Off-Ramp and Donohoe Street (AM and PM peak hours)

44. Cooley Avenue and Donohoe Street (AM and PM peak hours)

45. University Avenue and US 101 Southbound Ramps (AM peak hour)

47. E. Bayshore Road and Donohoe Street (AM and PM peak hours)

Bold indicates intersections that already (i.e., without the Proposed Project) operate unacceptably under near-term conditions.

Table 3.3-10. Near-Term (2025) Intersection Levels of Service (Menlo Park)

				Near-Term (2025) Conditions								
				No Project		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
1	Marsh Road & Bayfront Expressway*	AM	Signal	52.0	D	**56.2**	**E**	**4.2**	**5.4**	50.2	D	-
	Haven Avenue Southbound			***71.2***	***E***	***70.6***	***E***	***<4***	***<0.8***			
		PM	Signal	34.9	C	38.7	D	<4	4.7	38.9	D	-
	Haven Avenue Southbound			***66.9***	***E***	***65.6***	***E***	***<4***	***<0.8***			
2	Marsh Road & US 101 Northbound Off-Ramp	AM	Signal	23.1	C	39.0	D	15.9	25.1			
		PM		15.8	B	16.8	B	<4	1.6			
3	Marsh Road & US 101 Southbound Off-Ramp	AM	Signal	20.7	C	20.7	C	<4	<0.8			
		PM		17.6	B	17.6	B	<4	<0.8			
4	Marsh Road & Scott Drive	AM	Signal	20.3	C	20.5	C	<4	<0.8			
		PM		15.9	B	15.9	B	<4	<0.8			
5	Marsh Road & Bohannon Drive/Florence Street	AM	Signal	40.0	D	41.6	D	<4	2.3			
		PM		36.3	D	37.3	D	<4	2.2			
6	Marsh Road & Bay Road	AM	Signal	23.6	C	25.2	C	<4	2.8			
		PM		18.7	B	19.1	B	<4	<0.8			
7	Chrysler Drive & Bayfront Expressway	AM	Signal	9.1	A	9.4	A	<4	<0.8			
		PM		17.3	B	18.3	B	<4	1.5			
8	Chilco Street & Bayfront Expressway	AM	Signal	23.7	C	25.6	C	<4	5.3			
		PM		34.1	C	35.9	D	<4	4.5			
9	MPK 21 Driveway & Bayfront Expressway	AM	Signal	7.3	A	7.4	A	<4	<0.8			
		PM		13.7	B	15.0	B	<4	1.4			

				Near-Term (2025) Conditions								
				No Project		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
10	MPK 20 Driveway (east) & Bayfront Expressway	AM	Signal	7.3	A	7.5	A	<4	<0.8			
		PM		9.7	A	9.4	A	<4	<0.8			
11	Chrysler Drive & Constitution Drive	AM	Signal	**59.8**	**E**	**55.1**	**E**	**<4**	**<0.8**			
		PM		28.5	C	30.4	C	<4	1.6			
12	Chilco Street & Constitution Drive/MPK 22 Driveway[2]	AM	Signal	24.8	C	24.6	C	<4	<0.8			
		PM		**42.9**	**D**	**54.3**	**D**	**11.4**	**11.4**			
13	Chilco Street & Hamilton Avenue	AM	AWSC	10.5	B	10.8	B	<4	<0.8	*Traffic signal potentially feasible*		
		PM		19.0	C	**38.0**	**E**	**19.0**	**19.0**			
14	Ravenswood Avenue & Middlefield Road	AM	Signal	43.1	D	44.9	D	<4	3.0			
		PM		17.6	B	17.9	B	<4	<0.8			
15	Ringwood Avenue & Middlefield Road	AM	Signal	13.2	B	13.7	B	<4	<0.8			
		PM		15.2	B	15.4	B	<4	<0.8			
16	Willow Road & Bayfront Expressway*[1]	AM	Signal	**OVER SAT**	**F**	**OVERSAT**	**F**	**14.0**	**6.7**	***No feasible Improvement***		
		PM		**OVER SAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
17	Willow Road & Hamilton Avenue[1]	AM	Signal	**OVER SAT**	**F**	**OVERSAT**	**F**	**44.1**	**54.0**	***No feasible Improvement***		
	Hamilton Avenue Southbound			***64.9***	***E***	***>120***	***F***	***117.9***	***<0.8***			
	Main Street Northbound			***83.3***	***F***	***113.7***	***F***	***30.4***	***>120***			
		PM	Signal	**OVER SAT**	**F**	**OVERSAT**	**F**	**>120**	**>120**	***No feasible Improvement***		

				Near-Term (2025) Conditions								
				No Project		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
	Hamilton Avenue Southbound			***>120***	***F***	***>120***	***F***	***>120***	***<0.8***			
	Main Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***>120***			
18	Willow Road & Park Street (future intersection)[1]	AM	Signal	Project Intersection		**OVERSAT**	**F**	**36.8**	**53.0**	***No feasible Improvement***		
		PM				**OVERSAT**	**F**	**17.5**	**23.1**			
19	Willow Road & Ivy Drive[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**20.9**	**46.6**			
	Ivy Drive Southbound	*AM*		***88.2***	***F***	***75.0***	***E***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**50.1**	**70.9**			
	Ivy Drive Southbound	*PM*		***68.4***	***E***	***66.1***	***E***	***<4***	***<0.8***			
20	Willow Road & O'Brien Drive[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	O'Brien Drive Northbound			***72.6***	***E***	***66.4***	***E***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	O'Brien Drive Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
21	Willow Road & Newbridge Street[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**40.3**	**49.7**	**OVERSAT**	**F**	
	Newbridge Street Southbound			***69.3***	***E***	***104.2***	***F***	***34.9***	***43.0***	***79.6***	***F***	***9.0***
	Newbridge Street Northbound			***>120***	***F***	***>120***	***F***	***4.4***	***64.0***	*42.1*	*D*	*<0.8*
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**	**OVERSAT**	**F**	
	Newbridge Street Southbound			***60.8***	***E***	***59.1***	***E***	***<4***	***1.5***	***74.5***	***E***	***26.0***
	Newbridge Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***	*51.3*	*D*	*<0.8*

				Near-Term (2025) Conditions								
				No Project		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
22	Willow Road & US 101 Northbound Ramps[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**11.5**			
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
23	Willow Road & US 101 Southbound Ramps[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**18.3**	**<0.8**	***No feasible Improvement***		
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
24	Willow Road & Bay Road[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**38.3**	**OVERSAT**	**F**	
	Bay Road Southbound			***104.3***	***F***	***>120***	***F***	***31.7***	***31.7***	*27.0*	*C*	*<0.8*
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**6.6**	**6.7**	**OVERSAT**	**F**	
	Bay Road Southbound			*49.2*	*D*	*53.5*	*D*	*4.3*	*4.3*	*23.9*	*C*	*<0.8*
25	Willow Road & Hospital Plaza/Durham Street[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	VA Medical Center Southbound			***73.2***	***E***	***69.5***	***E***	***<4***	***<0.8***			
	Durham Street Northbound			***93.6***	***F***	***79.6***	***E***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	VA Medical Center Southbound			***72.2***	***E***	***70.2***	***E***	***<4***	***<0.8***			
	Durham Street Northbound			***84.6***	***F***	***79.8***	***E***	***<4***	***<0.8***			
26	Willow Road & Coleman Avenue	AM	Signal	25.1	C	23.9	C	<4	<0.8			
		PM		11.0	B	10.8	B	<4	<0.8			

				Near-Term (2025) Conditions								
				No Project		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
27	Willow Road & Gilbert Avenue	AM	Signal	20.0	C	19.9	B	<4	<0.8			
		PM		13.0	B	12.4	B	<4	<0.8			
28	Willow Road & Middlefield Road	AM	Signal	**62.3**	**E**	**62.5**	**E**	**<4**	**<0.8**			
	Middlefield Road Southbound			***69.8***	***E***	***70.1***	***E***	***<4***	***<0.8***			
	Middlefield Road Northbound			***67.7***	***E***	***67.7***	***E***	***<4***	***<0.8***			
		PM	Signal	34.5	C	34.7	C	<4	<0.8			
	Middlefield Road Southbound			*34.5*	*C*	*34.7*	*C*	*<4*	*<0.8*			
	Middlefield Road Northbound			*34.3*	*C*	*34.7*	*C*	*<4*	*<0.8*			
29	O'Brien Drive/Loop Road & Main Street/O'Brien Drive (future intersection)	AM	Rdbt	Project Intersection		7.4	A	7.4	7.4			
		PM				9.2	A	9.2	9.2			
30	O'Brien Drive & Kavanaugh Drive	AM	AWSC	12.7	B	**107.7**	**F**	**95.0**	**95.0**	*Traffic signal potentially feasible*		
		PM		**29.6**	**D**	**73.7**	**F**	**44.1**	**44.1**			
31	Adams Drive & Adams Court	AM	TWSC	11.5	B	11.6	B	<4	<0.8			
		PM		11.9	B	11.9	B	<4	<0.8			
32	Adams Drive & O'Brien Drive	AM	TWSC	17.6	C	**62.5**	**F**	**44.9**	**44.9**	*Traffic signal potentially feasible*		
		PM		**34.0**	**D**	**>120**	**F**	**>120**	**>120**			
33	University Avenue & Bayfront Expressway*	AM	Signal	13.9	B	12.1	B	<4	<0.8			
		PM		**105.8**	**F**	**108.7**	**F**	**<4**	**3.0**			

* Denotes CMP Intersection

				Near-Term (2025) Conditions								
				No Project		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]

AWSC - All Way Stop Control; TWSC - Two Way Stop Control; Rdbt - Roundabout

[1] Average delay is reported for signalized and AWSC intersections. For TWSC intersections, the delay for the worst stop-controlled movement is reported

"OVERSAT" indicates that the SimTraffic microsimulation model indicates that the intersection would experience capacity issues where the demand cannot be served by the intersection. Oversaturated intersections would operate at LOS F.

[1]Intersections were analyzed using Synchro/SimTraffic software due to the close proximity of these intersections. Changes in average delay and critical delay calculated using Vistro.

[2]The intersection is not considered as non-compliant under background plus project conditions because the critical movement of the local approach shifts with the addition of project traffic.

Bold indicates substandard level of service

Bold	indicates noncompliance. The project exceeds thresholds in the City of Menlo Park's TIA Guidelines. These are not CEQA thresholds.

Table 3.3-11. Near-Term (2025) Intersection Levels of Service (East Palo Alto)

				Near-Term (2025) Conditions							
				No Project		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS
34	University Avenue & Purdue Avenue	AM	TWSC	19.7	C	29	D		0.118		
		PM		**>120**	**F**	**>120**	**F**	**3.8**	**-0.033**		
35	University Avenue & Adams Drive	AM	TWSC	**91.5**	**F**	**>120**	**F**	**0.4**	**0.084**		
		PM		**>120**	**F**	**>120**	**F**	**-2.8**	**-0.070**		
36	University Avenue & O'Brien Drive	AM	Signal	9.5	A	28.9	C	26.1	0.261		
		PM		15.4	B	30.5	C	16.7	0.275		
37	University Avenue & Notre Dame Avenue	AM	Signal	4.1	A	7.8	A	5.0	0.093		
		PM		9.4	A	10.2	B	1.4	0.012		
38	University Avenue & Kavanaugh Drive	AM	Signal	6.9	A	7.9	A	1.3	0.014		
		PM		15.1	B	16.5	B	1.6	0.015		
39	University Avenue & Bay Road	AM	Signal	52.4	D	54.7	D	6.7	0.046	40.4	D
		PM		**60.9**	**E**	**70.6**	**E**	**18.6**	**0.063**	**57.0**	**E**
40	University Avenue & Runnymede Street	AM	Signal	6.4	A	6.6	A	1.5	0.053		
		PM		8.8	A	8.8	A	-0.1	-0.009		
41	University Avenue & Bell Street	AM	Signal	11.7	B	11.6	B	0.0	0.006		
		PM		18.3	B	18.8	B	1.1	0.038		
42	University Avenue & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**7.1**	**0.017**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**3.0**	**0.008**		
43	US 101 Northbound Off-Ramp & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**71.7**	**0.171**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**56.4**	**0.130**		
44	Cooley Avenue & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**8.7**	**0.091**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**18.8**	**0.074**		
45	University Avenue & US 101 Southbound Ramps*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**7.8**	**0.019**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**1.6**	**0.004**		

				Near-Term (2025) Conditions							
				No Project		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS
46	University Avenue & Woodland Avenue*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**0.1**	**0.000**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**-7.8**	**-0.018**		
47	University Avenue & Middlefield Road	AM	Signal	34.8	C	34.8	C	0.0	-0.001		
		PM		35.3	D	35.4	D	0.2	0.007		
48	Lytton Avenue & Middlefield Road	AM	Signal	49.3	D	49.2	D	-0.1	-0.001		
		PM		**69.1**	**E**	**70.6**	**E**	**1.6**	**0.006**		
47	E. Bayshore Road & Donahoe Street*	AM	Signal	**OVERSAT**	**F**	**>120**	**F**	**5.7**	**0.013**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**>120**	**F**	**5.8**	**0.015**		
48	E. Bayshore Road & Holland Street	AM	TWSC	8.8	A	8.8	A	0.0	0.000		
		PM		10	A	10	A	0.0	0.000		
49	Saratoga Avenue & Newbridge Street	AM	TWSC	17.9	C	18.2	C	0.9	0.074		
		PM		22.0	C	21.0	C	0.0	-0.024		
50	E. Bayshore Road & Euclid Avenue*	AM	AWSC	**OVERSAT**	**F**	**OVERSAT**	**F**	**3.6**	**0.028**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**-2.5**	**-0.016**		
51	Clarke Avenue & E. Bayshore Road	AM	Signal	13.9	B	14	B	0.2	0.008		
		PM		10.7	B	12.5	B	1.7	0.031		
52	Puglas Avenue & E. Bayshore Road	AM	Signal	20.9	C	21.7	C	1.7	0.042		
		PM		33.1	C	37.6	D	5.7	0.034		

*Denotes a CMP intersection

AWSC - All Way Stop Control; TWSC - Two Way Stop Control

[1]Average delay is reported for signalized and AWSC intersections. For TWSC intersections, the delay for the worst stop-controlled movement is reported.

[2]Intersection is signalized under cumulative conditions.

"OVERSAT" indicates that the SimTraffic microsimulation model indicates that the intersection would experience capacity issues where the demand cannot be served by the intersection. Oversaturated intersections would operate at LOS F.

*Intersections were analyzed using Synchro/SimTraffic software due to the close proximity of these intersections. Changes in critical delay and v/c calculated using Traffix.

Bold indicates substandard level of service

Bold	indicates adverse effect

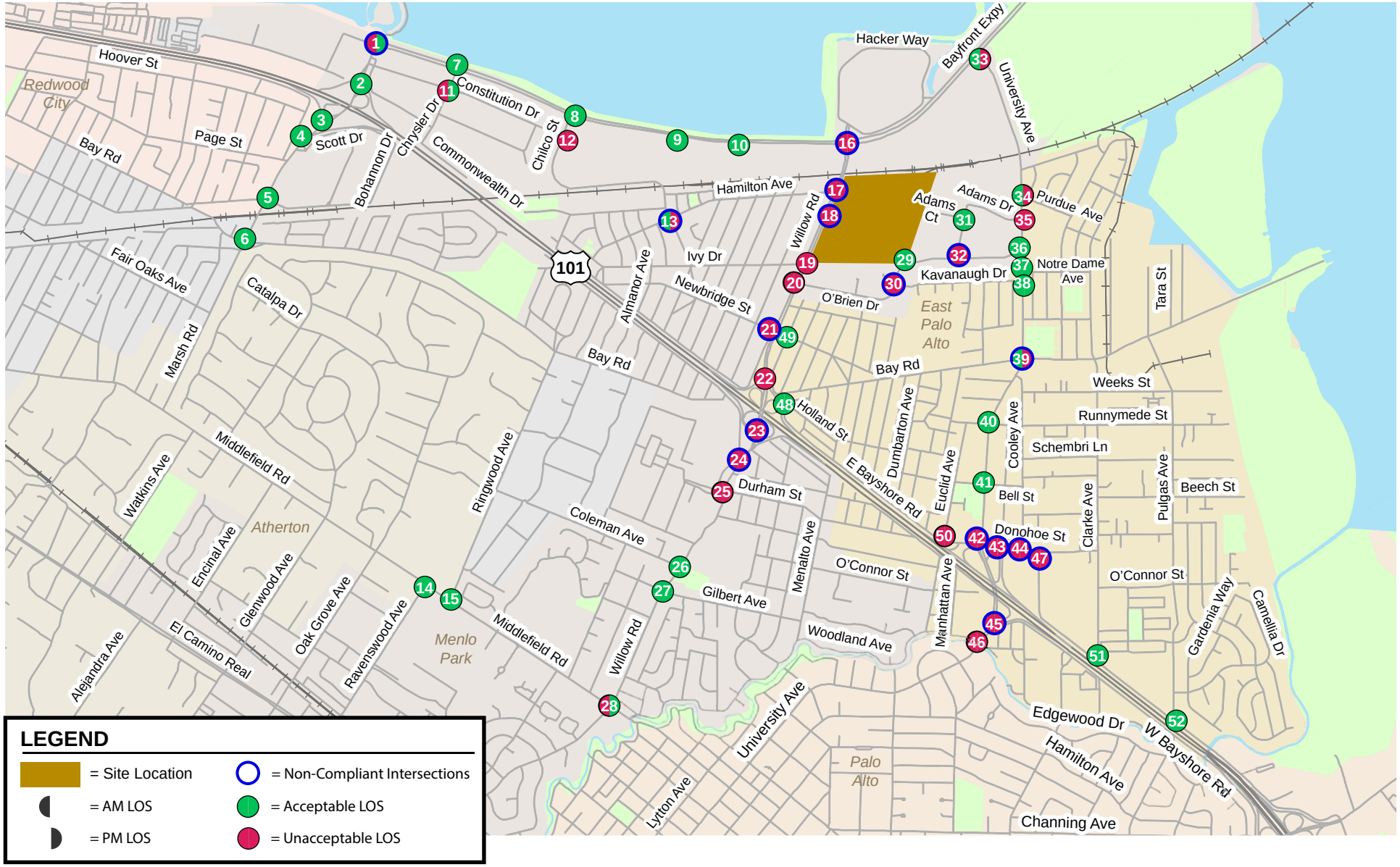


Figure 3.3-7
Near-Term (2025) Plus Project Intersection Level of Service Summary

It should be noted that at some intersections the average delay is shown to decrease with the addition of Project traffic. This occurs because the intersection delay is a weighted average of all intersection movements. When traffic is added to movements with delays lower than the average intersection delay, the average delay for the entire intersection can decrease. Furthermore, the congestion and queue spillback at an adjacent intersection can constrain the traffic volume at some intersections resulting in a small decrease in average delay.

Adverse Effects and Recommended Improvements

The intersection effects and recommended modifications to improve the intersections to pre-Project conditions or better are described below. It should be noted that the intersection analysis accounts for the Project's proposed trip reductions from gross ITE trip generation. The residential component's required TDM reduction to eliminate the VMT impact is partially accounted for as well (peak-hour trip generation assumed 10% active TDM reduction). The additional residential TDM reduction during the peak-hour resulting from the VMT impact mitigation would have resulted in approximately 50 (13 inbound and 37 outbound) fewer trips during the AM peak hour and 56 (34 inbound and 22 outbound) fewer trips during the PM peak hour. This level of trip reduction would not address any intersection adverse effects alone.

Marsh Road and Bayfront Expressway

This intersection is expected to operate at an acceptable LOS D during the AM peak hour and LOS C during the PM peak hour under near term conditions. The addition of Project traffic would cause the level of service at the intersection to worsen to an unacceptable LOS E during the AM peak hour. The intersection would operate at an acceptable LOS D during the PM peak hour. The deterioration of LOS from D to E constitutes non-compliance during the AM peak hour according to the thresholds established by the City of Menlo Park.

The recommended modification for this location is to modify the southbound approach to a shared left-through lane, shared through-right lane, and a right turn only lane. With this improvement, the intersection would operate acceptably at LOS D during both peak hours under near-term plus project conditions. This improvement is in Menlo Park's traffic impact fee (TIF) program. With implementation of these intersection modifications, the intersection would be in compliance with the TIA Guidelines and address the Proposed Project's share of the non- compliant operation.

Chilco Street and Hamilton Avenue

This intersection is expected to operate at an acceptable LOS B during the AM peak hour and LOS C during the PM peak hour under near term conditions. The addition of Project traffic would cause the level of service at the intersection to worsen to an unacceptable LOS E during the PM peak hour. The intersection would operate at an acceptable LOS B during the AM peak hour. The deterioration of LOS from C to E constitutes non-compliance during the PM peak hour according to the thresholds established by the City of Menlo Park.

Since the intersection currently operates as all-way-stop-controlled, potential modification to bring the intersection to pre-project conditions would be to signalize it. However, the intersection does not meet the signal warrant during either peak hour under near term plus project conditions. A traffic signal is not recommended for construction until signal warrants conducted with a future year's actual counts have been met. The recommended improvement includes conducting a signal warrant analyses for a period of five years after full Project completion to determine if a signal would be warranted and if warranted, install a new signal. This improvement is included in the City's TIF program.

Should the City pursue implementation of this improvement, the improvement would include new traffic signal and appropriate pedestrian and bicycle accommodation at this intersection including pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops. Signalization of this intersection could also encourage cut-through traffic along Chilco Street and on Hamilton Avenue when regional routes such as Bayfront Expressway, Willow Road or US 101 become congested. Potential traffic calming measures should also be considered in conjunction with a traffic signal if signal warrants are met in a future year.

With implementation of these intersection modifications (e.g. signal warrant analysis, potential signal installation, and related bicycle and pedestrian accommodations), the intersection would be in compliance with the TIA Guidelines which would address the Proposed Project's share of the non-compliant operation.

Willow Road Corridor

Willow Road between Bayfront Expressway and Hospital Plaza/Durham Street is expected to experience capacity issues due to unserved demand at the intersections. These intersections would operate unacceptably under near term conditions during both peak hours. With the addition of Project traffic, intersections along the corridor would continue to operate unacceptably during both peak hours.

The intersections of Willow Road and Bayfront Expressway and Willow Road and US 101 southbound ramps would experience an increase in delay of over four seconds with the addition of project traffic in the AM peak hour and PM peak hour, respectively, and would be non-compliant per Menlo Park's guidelines for state-controlled intersections.

The intersections of Hamilton Avenue and Newbridge Street at Willow Road would experience an increase in delay of over 0.8 seconds with the addition of project traffic on the local approach to the intersection in both peak hours and the intersection of Bay Road at Willow Road would experience an increase in delay of over 0.8 seconds with the addition of Project traffic on the local approach to the intersection during the AM peak hour and would be non-compliant per Menlo Park's guidelines. Willow Road and Park Street, which is a new intersection under project conditions is also assumed to be non-compliant during both peak hours due to unserved demand at this intersection as determined in the microsimulation model developed for this corridor and described in Appendix 3.3, Transportation, of this EIR.

The City of Menlo Park is implementing an adaptive traffic signal coordination system on the Willow Road corridor to improve traffic flow. Adaptive traffic control is a technology that automatically adjusts traffic signal timing based on actual traffic demand at an intersection. This measure will improve the intersection operations and could reduce the intersection delay. The reduction in delay due to adaptive signal coordination is not expected to bring the corridor intersections into compliance with the City's TIA guidelines or to substantially reduce the delay caused by the Project.

Physical intersection improvements (identified in the City's TIF program) that would improve intersection operations at the non-compliant intersections are:

- Willow Road and Newbridge Street - The TIF program proposes to modify the signal timing to a protected left-turn phasing operation on Newbridge Street, provide a leading left-turn phase on the southbound movement and a lagging left-turn phase on the northbound movement, and optimize signal timing. With implementation of these intersection modifications under project conditions, the critical movement delay would be reduced for the northbound movement to lower than no project conditions. However, the improvement would not address the southbound deficiency. Further improvements to address the southbound deficiency are not feasible.

- Willow Road and Bay Road – The TIF program proposes to modify the southbound approach at this intersection to two left-turn lanes and one right-turn lane and to modify the westbound approach to add a right-turn lane. With these improvements under project conditions, the critical movement delay at the local approach would be reduced to lower than no project conditions. This improvement would address the adverse effect on the intersection due to Project traffic. With implementation of these intersection modifications, the Willow Road and Bay Road intersection would be in compliance with the TIA Guidelines which would address the Proposed Project's share of the non- compliant operation. With implementation of the recommended improvements from the TIF program for the Willow Road and Bay Road intersection the deficiency attributable to the Proposed Project would be addressed. As mentioned previously, these improvements are included in the City's TIF program.
- The Metropolitan Transportation Commission (MTC) Dumbarton Forward project would restripe Bayfront Expressway to add bus-only lanes on the shoulders during peak periods and implement signal timing improvements. The bus-only lanes would generally help the progression of shuttles and buses along the corridor. The signal timing improvements are also assumed to help with the general progression along Bayfront. However, specific details are unknown at this time regarding the improvements at the Willow Road and Bayfront Expressway intersection. The improvements' effectiveness in addressing the Project traffic generated adverse effect on traffic operations at this intersection cannot be determined. Furthermore, since this project is not led by the City of Menlo Park, implementation cannot be guaranteed.

Physical improvements are considered infeasible due to right-of-way constraints and/or adverse effects on pedestrian and bicycle travel at the intersections of Willow Road and Bayfront Expressway, Willow Road and US 101 southbound ramps, Willow Road and Hamilton Avenue, and Willow Road and Park Street.

The TIF program also proposes multimodal improvements along this section of Willow Road. These include an eastbound Willow Road one-way Class IV separated bikeway between Hamilton Avenue and the US 101/Willow Road Interchange, a westbound Willow Road one-way Class IV separated bikeway between the Dumbarton Rail Corridor and the US 101/Willow Road Interchange, high-visibility crosswalks and pedestrian signals on all legs at the intersection of Willow Road and O'Brien Drive, Class II bicycle lanes on eastbound Willow Road from O'Keefe Street to Bay Road, and Class II bicycle lanes on westbound Willow Road from Bay Road to Durham Street.

Implementing recommended multi-modal facilities along the corridor (from the City's TIF program) could shift some motor vehicle traffic to alternative modes of travel and reduce congestion. With implementation of these multi-modal improvements, the intersection deficiencies could be further reduced and partially address the Proposed Project's share of the non- compliant operations along Willow Road.

O'Brien Drive and Kavanaugh Drive

This intersection is expected to operate at an acceptable LOS B during the AM peak hour and an unacceptable LOS D during the PM peak hour under near term conditions. With the addition of project traffic, the intersection would operate at an unacceptable LOS F during both peak hours. This constitutes non-compliance during both peak hours according to the thresholds established by the City of Menlo Park.

Since the intersection currently operates as all-way-stop-controlled, potential modification to bring the intersection to pre-project conditions would be to signalize it. The intersection would meet the MUTCD signal warrant during both peak hours under project conditions (See Appendix 3.3, Transportation, of this EIR). The intersection lane configuration would need to be modified to a westbound left-turn lane and

through lane, northbound left turn lane and right turn lane, and eastbound shared through-right lane. With this improvement, the intersection would operate acceptably at LOS B during the AM peak hour and LOS C during the PM peak hour under near term plus project conditions.

The recommended improvement to bring this intersection back to pre-Project conditions is the installation of the new traffic signal and appropriate pedestrian and bicycle accommodation. This includes the proposed Class II bicycle lanes along O'Brien Drive between Willow Road and University Avenue, pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops. However, a decision for signalization should not be made until signal warrants conducted with a future year's actual counts have been met. It is important to note that the intersection would be located approximately 300 feet west of the proposed roundabout at O'Brien Drive and Loop Road. Prior to a decision for signalizing this intersection, further analysis should be conducted to ensure that queues resulting from the signal would not back into the roundabout and cause a gridlock situation.

Alternatively, traffic calming measures could be installed to discourage the use of Kavanaugh Drive, which is a residential street, and encourage vehicles to use O'Brien Drive and Adam's Drive instead. Kavanaugh Drive is located within the City of East Palo Alto, and the City of Menlo Park does not have jurisdiction to install traffic calming along this street. Other measures such as peak period turning movement restrictions could be considered to discourage traffic from using Kavanaugh Drive and improve intersection operations.

Monitoring of traffic operations at this intersection for a period of five years after full Project completion should be conducted to determine if signalization or alternative improvements are needed. If warranted, implementation of the new traffic signal would address the Proposed Project's share of the non-compliant operation and bring the intersection into compliance with the TIA Guidelines. If the alternative measures are implemented, the intersection may or may not be brought into compliance with the TIA Guidelines and address the Proposed Project's share of the non-compliant operation.

Adams Drive and O'Brien Drive

This intersection is expected to operate at an acceptable LOS C during the AM peak hour and an unacceptable LOS D during the PM peak hour under near term conditions. With the addition of Project traffic, the intersection would operate at an unacceptable LOS F during both peak hours. This constitutes non-compliance during both peak hours according to the thresholds established by the City of Menlo Park.

Since the intersection currently operates as two-way-stop-controlled, potential modification to bring the intersection to pre-project conditions would be to signalize it. The intersection would meet the MUTCD signal warrant during the PM peak hour under project conditions (see Appendix 3.3, Transportation, of this EIR). The intersection lane configuration would need to be modified to a westbound shared left-right lane, southbound left-turn lane and through lane, and northbound shared through-right lane. With this improvement, the intersection would operate acceptably at LOS B during the AM peak hour and LOS C during the PM peak hour under near term plus project conditions.

The recommended improvement to bring this intersection back to pre-Project conditions is the installation of the new traffic signal and appropriate pedestrian and bicycle accommodations at this intersection and within the vicinity. This includes the proposed Class II bicycle lanes along O'Brien Drive between Willow Road and University Avenue, pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops.

The expected intersection operational issues under background plus project conditions would be due to the increased through traffic on O'Brien Drive between the Project Site and University Avenue. Menlo Park's TIF program identifies an improvement to signalize the nearby intersection at University Avenue and Adams Drive in East Palo Alto. This improvement may provide an alternative route for Project vehicles to access the Project Site via University Avenue.

Monitoring of traffic operations at this intersection for a period of five years after full Project completion should be conducted to determine if signalization or alternative improvements are needed. If warranted, implementation of the new traffic signal would address the Proposed Project's share of the non-compliant operation and bring the intersection into compliance with the TIA Guidelines. If the alternative measures are implemented, the intersection may or may not be brought into compliance with the TIA Guidelines and address the Proposed Project's share of the non-compliant operation.

University Avenue and Bay Road

This intersection is expected to operate at an acceptable LOS D during the AM peak hour and an unacceptable LOS E during the PM peak hour under near term conditions. With the addition of Project traffic, the intersection would continue to operate acceptably in the AM peak hour. In the PM peak hour, the increase in the average critical delay would be greater than four seconds. This constitutes non-compliance during the PM peak hour according to the thresholds established by the City of East Palo Alto.

Potential modification to bring the intersection to pre-Project conditions would be to add an exclusive eastbound right-turn lane and a second eastbound left-turn lane on University Avenue, add a second northbound left-turn lane on Bay Road, add a second westbound left-turn lane on University Avenue, and modify signal phasing. This is also a mitigation measure identified in the Ravenswood/4 Corners TOD Specific Plan Environmental Impact Report (February 22, 2013), which would be implemented under cumulative conditions. With this improvement under project conditions, the average delay at the intersection would be better than under near term no project conditions. Since this intersection is located within the City of East Palo Alto, the recommended measure to bring the intersection back to pre-Project conditions and address the Project's share of the non-compliant operation would be to make a fair share (34%) contribution towards this improvement. Fair share is calculated as the percentage of net project traffic generated divided by the overall cumulative traffic growth at this intersection. The Menlo Park TIF includes improvements at the University Avenue and Bay Road intersection, but not sufficient improvements to bring the intersection back to pre-Project conditions, as described above. However, the Project's fair share contribution towards this intersection would be calculated considering credit from its TIF payment.

US 101/University Avenue Interchange

The US 101/University Avenue interchange is expected to experience capacity issues due to unserved demand at the intersections in its vicinity including University Avenue and Donohoe Street, US 101 northbound off-ramp and Donohoe Street, Cooley Avenue and Donohoe Street, University Avenue and US 101 southbound ramps, University Avenue and Woodland Avenue, E. Bayshore Road and Donohoe Street, and E. Bayshore Road and Euclid Avenue. These intersections would operate unacceptably under near term conditions during both peak hours. With the addition of Project traffic, these intersections would continue to operate unacceptably during both peak hours. The increase in delay is expected to be greater than four seconds, and the increase in the volume to capacity ratio is expected to be greater than 0.01 under project conditions at University Avenue and Donohoe Street in the AM peak hour, US 101 northbound off-ramp and Donohoe Street during both peak hours, Cooley Avenue and Donohoe Street during both peak hours, E. Bayshore Road and Donohoe Street during both peak hours, and University Avenue and US 101 southbound ramps in the AM peak hour. This constitutes non-compliance according to the thresholds established by the City of East Palo Alto.

East Palo Alto plans to widen the northbound approach on Donohoe Street at the US 101 northbound off-ramp to accommodate four through lanes to improve the vehicular throughput at this intersection. This improvement will require median modifications and narrowing the southbound Donohoe Street approach to Cooley Avenue to include two through lanes and a full length left-turn lane. In addition, the traffic signals will be coordinated with adjacent traffic signals on Donohoe Street.

East Palo Alto also plans to install a new traffic signal at the US 101 northbound on-ramp and Donohoe Street and Bayshore Road and Euclid Avenue to coordinate with other closely spaced traffic signals along Donohoe Street. Along with new traffic signals, appropriate pedestrian and bicycle accommodation will be provided. This includes pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops. In order to align with the proposed driveway for the University Plaza Phase II site on the north side of Donohoe Street, the US 101 on-ramp will be shifted approximately 30 feet to the south. In addition, the northbound approach on Donohoe Street will be restriped to accommodate a short exclusive left-turn pocket (approximately 60 feet in length), a shared left-through lane, and a shared through-right lane. These improvements would require widening of the US 101 northbound on-ramp to accommodate two lanes that taper down to a single lane before this ramp connects with the loop on-ramp from eastbound University Avenue. A northbound right turn only will also be added to Bayshore Road and Euclid Avenue. Planned Donohoe Street improvements are included in Appendix 3.3, Transportation, of this EIR.

With these improvements, average delay at these intersections would be below that under near term conditions without the Project. Since this intersection is located within the City of East Palo Alto, the recommended improvement measure to bring the intersection/interchange back to pre-Project conditions and address the Project's share of the non- compliant operation would be for the Project sponsor to make a fair share contribution towards these improvements. Because the improvements in this corridor are all interconnected and dependent on each other to work, the recommended improvement measure would be for the Project sponsor to contribute its fair share to improvements at all six intersections in this corridor. Fair share is calculated as the percentage of net project traffic generated of the overall cumulative traffic growth at this intersection.

- Donohoe Street & Cooley Avenue: 10% fair share
- Donohoe Street & US 101 Northbound Off-Ramp: 24% fair share
- Donohoe Street & University Avenue: 31% fair share
- Donohoe Street & US 101 Northbound On-Ramp: 8% fair share
- Donohoe Street/Bayshore Road & Euclid Avenue: 2% fair share
- US 101 Southbound Ramps & University Avenue: 33% fair share

The Menlo Park TIF includes improvements at the University Avenue and Donohoe Street and University Avenue and US 101 southbound ramps intersections, which funding would go toward the planned coordinated system of intersections. The Project's fair share contribution towards these two intersections would be calculated considering credit from its TIF payment.

Cumulative (2040) Plus Project Intersection Levels of Service

The results of the intersection level of service analysis under cumulative (2040) plus project conditions are summarized in Tables 3.3-12 and 3.3-13. The intersection LOS calculation sheets are included in Appendix 3.3, Transportation, of this EIR. Under cumulative plus project conditions, the following intersections (see Figure 3.3-8, Cumulative [2040] Plus Project Intersection Level of Service Summary) would be non-compliant with City of Menlo Park TIA Guidelines and/or local polices during either the AM or the PM peak hour as compared to cumulative conditions. All of these intersections would already be operating at unacceptable levels of service under cumulative conditions.

5. Marsh Road and Bohannon Drive/Florence Street (AM peak hour)

13. Chilco Street and Hamilton Avenue (AM and PM peak hours)

18. Willow Road and Park Street (AM and PM peak hours)

19. Willow Road and Ivy Drive (PM peak hour)

21. Willow Road and Newbridge Street (AM and PM peak hours)

24. Willow Road and Bay Road (AM and PM peak hours)

25. Willow Road and Hospital Plaza/Durham Street (AM and PM peak hours)

30. O'Brien Drive and Kavanaugh Drive (AM peak hour)

32. Adam's Drive and O'Brien Drive (AM and PM peak hours)

43. US 101 Northbound Off-Ramp and Donohoe Street (AM and PM peak hours)

44. Cooley Avenue and Donohoe Street (PM peak hour)

45. University Avenue and US 101 Southbound Ramps (PM peak hour)

46. University Avenue and Woodland Avenue (AM and PM peak hours)

49. Saratoga Avenue and Newbridge Street (AM peak hour)

50. East Bayshore Road and Euclid Avenue (AM peak hour)

Bold denotes intersections that would be non-compliant under cumulative plus project conditions during either AM or PM peak hours but are compliant under near-term plus project conditions during both peak hours.

It should be noted that at some intersections the average delay is shown to decrease with the addition of Project traffic. This occurs because the intersection delay is a weighted average of all intersection movements. When traffic is added to movements with delays lower than the average intersection delay, the average delay for the entire intersection can decrease. Furthermore, the congestion and queue spillback at an adjacent intersection can constrain the traffic volume at some intersections resulting in a small decrease in average delay.

Table 3.3-12. Cumulative (2040) Intersection Levels of Service (Menlo Park)

				Cumulative (2040) Conditions								
				GP Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
1	Marsh Road & Bayfront Expressway*	AM	Signal	**68.7**	**E**	**65.6**	**E**	**<4**	**<0.8**			
	Haven Avenue Southbound			***71.2***	***E***	***73.4***	***E***	***<4***	***<0.8***			
		PM	Signal	**65.0**	**E**	**77.9**	**E**	**12.9**	**12.5**			
	Haven Avenue Southbound			***67.7***	***E***	***67.7***	***E***	***<4***	***<0.8***			
2	Marsh Road & US 101 Northbound Off-Ramp	AM	Signal	**60.9**	**E**	**62.2**	**E**	**<4**	**1.5**			
		PM		22.9	C	22.8	C	<4	<0.8			
3	Marsh Road & US 101 Southbound Off-Ramp	AM	Signal	22.8	C	24.4	C	<4	2.0			
		PM		19.2	B	18.8	B	<4	<0.8			
4	Marsh Road & Scott Drive	AM	Signal	31.9	C	31.8	C	<4	<0.8			
		PM		17.9	B	18.1	B	<4	<0.8			
5	Marsh Road & Bohannon Drive/Florence Street	AM	Signal	**58.0**	**E**	**60.4**	**E**	**<4**	**4.9**	**56.7**	**E**	**<0.8**
		PM		52.5	D	53.6	D	<4	1.6	48.3	D	<0.8
6	Marsh Road & Bay Road	AM	Signal	**64.2**	**E**	**64.8**	**E**	<4	<0.8			
		PM		47.6	D	54.9	D	7.3	14.4			
7	Chrysler Drive & Bayfront Expressway	AM	Signal	13.1	B	12.8	B	<4	6.4			
		PM		39.5	D	36.3	D	<4	<0.8			
8	Chilco Street & Bayfront Expressway	AM	Signal	44.5	D	49.2	D	4.7	13.5			
	Chilco Street Eastbound			***112.4***	***F***	***108.9***	***F***	***<4***	***<0.8***			
		PM	Signal	**69.6**	**E**	**66.9**	**E**	**<4**	**<0.8**			

				Cumulative (2040) Conditions								
				GP Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
	Chilco Street Eastbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
9	MPK 21 Driveway & Bayfront Expressway	AM	Signal	5.7	A	5.6	A	<4	<0.8			
		PM		36.3	D	36.1	D	<4	<0.8			
10	MPK 20 Driveway (east) & Bayfront Expressway	AM	Signal	10.0	B	9.9	A	<4	<0.8			
		PM		18.7	B	18.8	B	<4	<0.8			
11	Chrysler Drive & Constitution Drive	AM	Signal	**>120**	**F**	**>120**	**F**	**<4**	**<0.8**			
		PM		**>120**	**F**	**>120**	**F**	**<4**	**<0.8**			
12	Chilco Street & Constitution Drive/MPK 22 Driveway[2]	AM	Signal	**52.9**	**D**	**51.1**	**D**	**<4**	**<0.8**			
		PM		**113.5**	**F**	**101.8**	**F**	**<4**	**<0.8**			
13	Chilco Street & Hamilton Avenue	AM	AWSC	24.5	C	**27.1**	**D**	<4	2.6	*Traffic signal potentially feasible*		
		PM		**>120**	**F**	**>120**	**F**	**24.7**	**24.7**			
14	Ravenswood Avenue & Middlefield Road	AM	Signal	49.7	D	49.7	D	<4	<0.8			
		PM		20.2	C	19.5	B	<4	<0.8			
15	Ringwood Avenue & Middlefield Road	AM	Signal	13.2	B	13.2	B	<4	<0.8			
		PM		21.0	C	21.1	C	<4	<0.8			
16	Willow Road & Bayfront Expressway*[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
17	Willow Road & Hamilton Avenue[1][2]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			

				Cumulative (2040) Conditions								
				GP Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
	Hamilton Avenue Southbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
	Main Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	Hamilton Avenue Southbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
	Main Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***>120***			
18	Willow Road & Park Street (future intersection)[1]	AM	Signal	Project Intersection		**OVERSAT**	**F**	**34.2**	**49.1**	***No feasible Improvement***		
		PM				**OVERSAT**	**F**	**17.2**	**23.1**			
19	Willow Road & Ivy Drive[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**46.2**	**98.7**	**OVERSAT**	**F**	
	Ivy Drive Southbound			***70.9***	***E***	***69.6***	***E***	***<4***	***<0.8***	***61.2***	***E***	***<0.8***
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**80.8**	**102.4**	**OVERSAT**	**F**	
	Ivy Drive Southbound			***68.1***	***E***	***71.7***	***E***	***<4***	***3.6***	*49.0*	*D*	*<0.8*
20	Willow Road & O'Brien Drive[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	O'Brien Drive Northbound			***>120***	***F***	***80.4***	***F***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	O'Brien Drive Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
21	Willow Road & Newbridge Street[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**25.9**	**74.2**	**OVERSAT**	**F**	
	Newbridge Street Southbound			***>120***	***F***	***108.8***	***F***	***<4***	***<0.8***	***>120***	***F***	***67.3***
	Newbridge Street Northbound			***>120***	***F***	***>120***	***F***	***101.4***	***>120***	***73.5***	***E***	***<0.8***

#	Intersection	Peak Hour	Traffic Control	Cumulative (2040) Conditions								
				GP Conditions		Project Conditions				With Improvement		
				Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**	**OVERSAT**	**F**	
	Newbridge Street Southbound			***84.3***	***F***	***>120***	***F***	***47.1***	***74.2***	***>120***	***F***	***>120***
	Newbridge Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***	*50.7*	*D*	*<0.8*
22	Willow Road & US 101 Northbound Ramps[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
23	Willow Road & US 101 Southbound Ramps[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
24	Willow Road & Bay Road[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**5.4**	**OVERSAT**	**F**	
	Bay Road Southbound			***>120***	***F***	***>120***	***F***	***30.3***	***30.3***	*27.8*	*C*	*<0.8*
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**	**OVERSAT**	**F**	
	Bay Road Southbound			***75.6***	***E***	***82.7***	***F***	***7.0***	***7.0***	*26.5*	*C*	*<0.8*
25	Willow Road & Hospital Plaza/Durham Street[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**11.0**	**OVERSAT**	**F**	
	VA Medical Center Southbound			***74.8***	***E***	***74.7***	***E***	***<4***	***<0.8***	***74.7***	***E***	***<0.8***
	Durham Street Northbound			***>120***	***F***	***>120***	***F***	***6.0***	***5.4***	***>120***	***F***	***<0.8***
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**1.3**	**OVERSAT**	**F**	
	VA Medical Center Southbound			***74.2***	***E***	***74.5***	***E***	***<4***	***<0.8***	***69.4***	***E***	***<0.8***
	Durham Street Northbound			***88.1***	***F***	***90.3***	***F***	***<4***	***2.8***	***59.9***	***E***	***<0.8***
26	Willow Road & Coleman Avenue	AM	Signal	34.9	C	34.3	C	<4	<0.8			

				Cumulative (2040) Conditions								
				GP Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
		PM		13.1	B	13.2	B	<4	<0.8			
27	Willow Road & Gilbert Avenue	AM	Signal	24.4	C	23.9	C	<4	<0.8			
		PM		14.2	B	14.1	B	<4	<0.8			
28	Willow Road & Middlefield Road	AM	Signal	**64.5**	**E**	**65.0**	**E**	**<4**	**<0.8**			
	Middlefield Road Southbound			***69.9***	***E***	***70.4***	***E***	***<4***	***<0.8***			
	Middlefield Road Northbound			***67.4***	***E***	***67.2***	***E***	***<4***	***<0.8***			
		PM	Signal	42.5	D	42.4	D	<4	<0.8			
	Middlefield Road Southbound			*42.1*	*D*	*42.2*	*D*	*<4*	*<0.8*			
	Middlefield Road Northbound			*40.6*	*D*	*40.8*	*D*	*<4*	*<0.8*			

				Cumulative (2040) Conditions								
				GP Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]
29	O'Brien Drive/Loop Road & Main Street/O'Brien Drive (future intersection)	AM	Rdbt	Project Intersection		8.8	A	8.8	8.8			
		PM				11.0	B	11.0	11.0			
30	O'Brien Drive & Kavanaugh Drive	AM	AWSC	**>120**	**F**	**>120**	**F**	**105.8**	**105.8**	*Traffic signal potentially feasible*		
		PM		**>120**	**F**	**>120**	**F**	**<4**	**<0.8**			
31	Adams Drive & Adams Court	AM	TWSC	20.1	C	17.8	C	<4	<0.8			
		PM		16.4	C	12.7	B	<4	<0.8			
32	Adams Drive & O'Brien Drive	AM	TWSC	**62.4**	**F**	**>120**	**F**	**>120**	**>120**	*Traffic signal potentially feasible*		
		PM		**>120**	**F**	**>120**	**F**	**>120**	**>120**			
33	University Avenue & Bayfront Expressway*	AM	Signal	14.8	B	13.3	B	<4	<0.8			
		PM		**>120**	**F**	**>120**	**F**	**<4**	**2.9**			

* Denotes CMP Intersection

AWSC - All Way Stop Control; TWSC - Two Way Stop Control; GP - General Plan; Rdbt = Roundabout

[1] Average delay is reported for signalized and AWSC intersections. For TWSC intersections, the delay for the worst stop-controlled movement is reported

"OVERSAT" indicates that the SimTraffic microsimulation model indicates that the intersection would experience capacity issues where the demand cannot be served by the intersection. Oversaturated intersections would operate at LOS F.

[1]Intersections were analyzed using Synchro/SimTraffic software due to the close proximity of these intersections. Changes in average delay and critical delay calculated using Vistro.

[2]The intersection is not considered as non-compliant under cumulative plus project conditions because the critical movement of the local approach shifts with the addition of project traffic.

Bold indicates substandard level of service

Bold indicates noncompliance. The project exceeds thresholds in the City of Menlo Park's TIA Guidelines. These are not CEQA thresholds.

Table 3.3-13. Cumulative (2040) Intersection Levels of Service (East Palo Alto)

				Cumulative (2040) Conditions							
				General Plan Conditions		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS
34	University Avenue & Purdue Avenue	AM	Signal	25.9	C	28	C	0.8	0.017		
		PM		37.1	D	40.8	D	4.2	0.031		
35	University Avenue & Adams Drive	AM	TWSC	**>120**	**F**	**>120**	**F**	**1.4**	**0.253**		
		PM		**>120**	**F**	**>120**	**F**	**-7.3**	**-0.130**		
36	University Avenue & O'Brien Drive	AM	Signal	21.1	C	43.1	D	29.3	0.245		
		PM		21.3	C	32.6	C	14.1	0.175		
37	University Avenue & Notre Dame Avenue	AM	Signal	8.0	A	10.6	B	3.1	0.070		
		PM		12.2	B	15.6	B	4.1	0.038		
38	University Avenue & Kavanaugh Drive	AM	Signal	26.8	C	17.5	B	-12.1	-0.110		
		PM		23.1	C	24.8	C	0.8	0.009		
39	University Avenue & Bay Road	AM	Signal	48.8	D	53.5	D	8.9	0.054		
		PM		**68.3**	**E**	**69.0**	**E**	**-1.9**	**-0.008**		
40	University Avenue & Runnymede Street	AM	Signal	9.7	A	11.7	B	11	0.075		
		PM		8.9	A	8.9	A	3.6	0.102		
41	University Avenue & Bell Street	AM	Signal	14.9	B	16.2	B	2	0.067		
		PM		26.4	C	34.8	C	13.4	0.069		
42	University Avenue & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**-1.4**	**-0.002**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**-4.9**	**-0.009**		
43	US 101 Northbound Off-Ramp & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**77.2**	**0.158**		
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**46.5**	**0.102**	***Corridor Improvement***	
44	Cooley Avenue & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**29.3**	**0.091**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**63.7**	**0.143**		

				Cumulative (2040) Conditions							
				General Plan Conditions		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS
45	University Avenue & US 101 Southbound Ramps*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**-2.0**	**-0.004**		
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**6.7**	**0.016**	***Corridor Improvement***	
46	University Avenue & Woodland Avenue*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**14.1**	**0.040**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**19.1**	**0.045**		
47	University Avenue & Middlefield Road	AM	Signal	36.3	D	36.2	D	0	0.007		
		PM		37.0	D	37.0	D	0.1	0.006		
48	Lytton Avenue & Middlefield Road	AM	Signal	50.8	D	50.8	D	0.1	0.001		
		PM		**88.7**	**F**	**90.0**	**F**	**1.6**	**0.004**		
47	E. Bayshore Road & Donahoe Street*	AM	Signal	**>120**	**F**	**>120**	**F**	**-22.4**	**-0.048**	***Corridor Improvement***	
		PM		**>120**	**F**	**>120**	**F**	**-5.3**	**-0.011**		
48	E. Bayshore Road & Holland Street	AM	TWSC	8.8	A	8.8	A	0.0	0.000		
		PM		10.0	A	10.0	A	0.0	0.000		
49	Saratoga Avenue & Newbridge Street	AM	TWSC	**>120**	**F**	**>120**	**F**	**9.8**	**0.061**	***No Feasible Improvement***	
		PM		**40.0**	**E**	28.6	D	**-2.2**	**-0.120**		
50	E. Bayshore Road & Euclid Avenue*	AM	AWSC	**OVERSAT**	**F**	**OVERSAT**	**F**	**53.8**	**0.057**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**-2.7**	**-0.009**		
51	Clarke Avenue & E. Bayshore Road	AM	Signal	14.1	B	14.2	B	0.2	0.014		
		PM		13.9	B	14.0	B	0.2	0.007		
52	Pulgas Avenue & E. Bayshore Road	AM	Signal	25.4	C	26.5	C	1.4	0.017		
		PM		48.1	D	47.3	D	-0.4	-0.002		

*Denotes a CMP intersection
AWSC - All Way Stop Control; TWSC - Two Way Stop Control

				Cumulative (2040) Conditions							
				General Plan Conditions		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS

[1]Average delay is reported for signalized and AWSC intersections. For TWSC intersections, the delay for the worst stop-controlled movement is reported.

[2]Intersection is signalized under cumulative conditions.
"OVERSAT" indicates that the SimTraffic microsimulation model indicates that the intersection would experience capacity issues where the demand cannot be served by the intersection. Oversaturated intersections would operate at LOS F.
*Intersections were analyzed using Synchro/SimTraffic software due to the close proximity of these intersections. Changes in critical delay and v/c calculated using Traffix.

Bold indicates substandard level of service

Bold indicates adverse effect

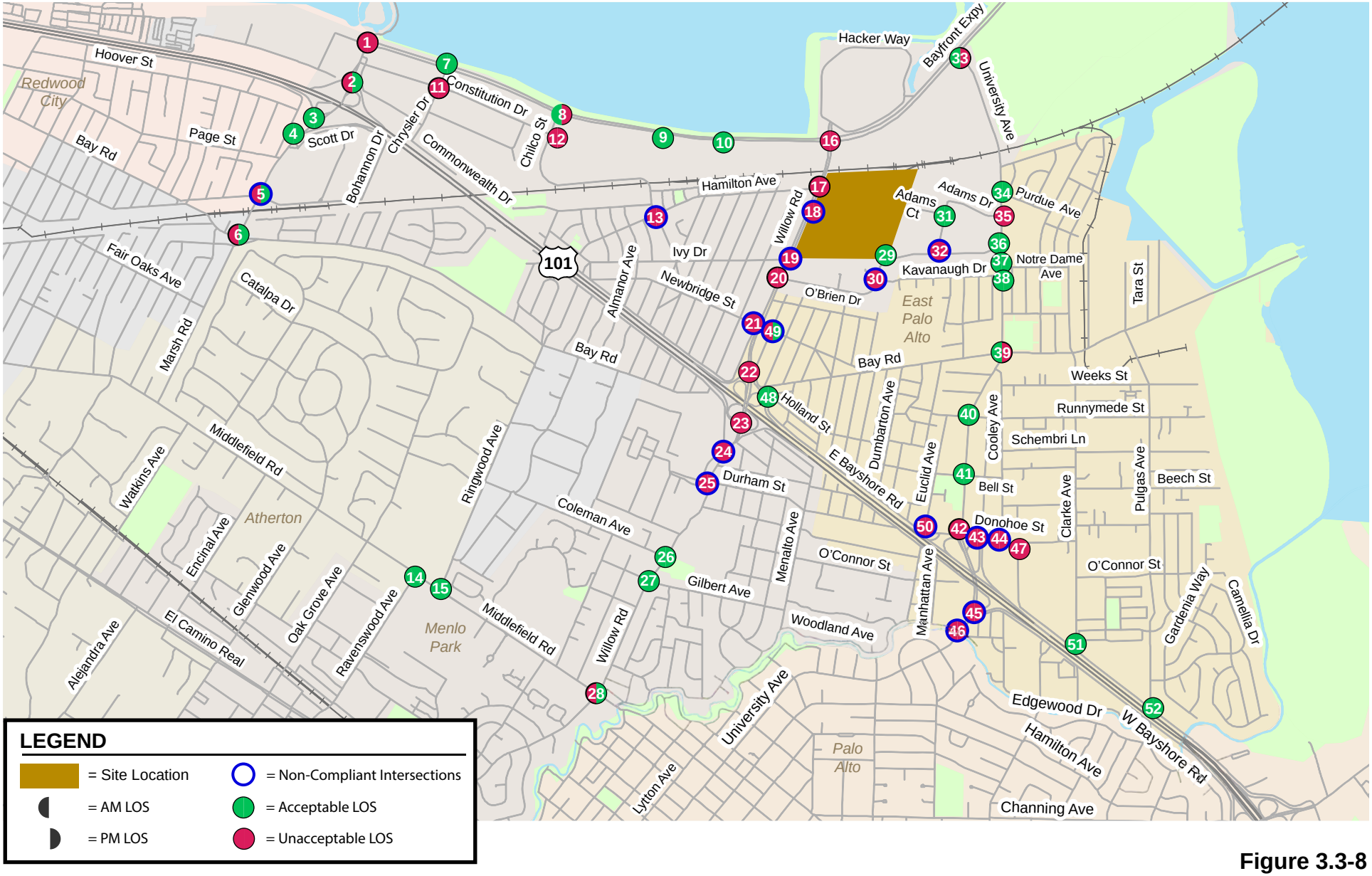


Figure 3.3-8
Cumulative (2040) Plus Project Intersection Level of Service Summary

Adverse Effects and Recommended Improvements

For intersections that are non-compliant under both near-term plus project conditions and cumulative plus project conditions, the recommended improvements proposed under near term plus project conditions would be sufficient to address cumulative non-compliance. Improvements for intersections that are non-compliant only under cumulative plus project conditions are described below.

Marsh Road and Bohannon Drive/Florence Street

This intersection is expected to operate at an unacceptable LOS E during the AM peak hour and an acceptable LOS D during the PM peak hour under cumulative conditions. The addition of Project traffic would cause the average critical delay to increase by more than 0.8 during the AM peak hour. The intersection would continue to operate at an acceptable LOS D during the PM peak hour. This constitutes non-compliance during the AM peak hour according to the thresholds established by the City of Menlo Park.

Modification of the westbound approach at this intersection to a left-turn lane, two through lanes, and a right-turn lane would improve the average delay to better than cumulative no project conditions. Menlo Park's TIF program proposes Class II buffered bike lanes along Marsh Road from Bay Road to Scott Road in both directions and the removal of on-street parking in the eastbound direction. The restriping of the vehicle travel lanes to include a westbound right-turn only lane and the proposed Class II buffered bike lane would require narrowing the travel lanes to 11 feet and removal of the median. While this is possible, removal of the median would require removing at least one tree as well as the signal pole in the median. Upgrades to at least one mast arm would be required to replace the removed median signal. Physical improvements at this intersection are considered infeasible due to right-of-way constraints and/or adverse effects on pedestrian and bicycle travel. The City's TIF program includes multi-modal improvements along the Marsh Road corridor such as Class II buffered bike lanes along Marsh Road from Bay Road to Scott Road, and installing sidewalks along the north-side of Marsh Road between Page Street and Bohannon Drive/Florence Street. Implementing recommended multi-modal facilities along the corridor (from the City's TIF program) could shift some motor vehicle traffic to alternative modes of travel and reduce congestion. With implementation of these multi-modal improvements, the intersection deficiencies could be further reduced and partially address the Proposed Project's share of the non-compliant operations at this intersection.

Willow Road and Ivy Drive

Willow Road and Ivy Drive is an intersection on the Willow Road Corridor, which is expected to experience capacity issues due to unserved demand at the intersections. This intersection would operate unacceptably under cumulative conditions during both peak hours. With the addition of Project traffic, it would continue to operate unacceptable during both peak hours. In the PM peak hour, the increase in the critical movement delay of the local approach would be greater than 0.8 seconds. This constitutes non-compliance during the PM peak hour according to the thresholds established by the City of Menlo Park.

The Menlo Park TIF proposes to install a right-turn overlap phase on southbound Ivy Drive and restrict eastbound Willow Road U-turns. This would improve the critical movement delay of the local approach to better than cumulative no project conditions. The Project is required to pay traffic impact fees according to the City's current TIF schedule.

Willow Road and Hospital Plaza/Durham Street

Willow Road and Hospital Plaza/Durham Street is an intersection on the Willow Road Corridor, which is expected to experience capacity issues due to unserved demand at the intersections. This intersection would operate unacceptably under cumulative conditions during both peak hours. With the addition of Project traffic, it would continue to operate unacceptably during both peak hours. In the AM and PM peak hour, the increase in the critical movement delay of the local approach would be greater than 0.8 seconds. This constitutes non-compliance during both peak hours according to the thresholds established by the City of Menlo Park.

The recommended improvement measure for this intersection is restriping northbound Durham Street as a shared left-through lane and right-turn lane, and adding a northbound right turn overlap phase. With this improvement, the critical movement delay of the local approach would improve to better than cumulative no project conditions in the AM peak hour. The PM peak hour would continue to be non-compliant. If this recommended improvement measure is implemented, the Project should contribute its fair share (25%) towards the improvement. Fair share is calculated as the percentage of net project traffic generated of the overall cumulative traffic growth at this intersection.

University Avenue and Woodland Avenue

University Avenue and Woodland Avenue is in the vicinity of the US 101/University Avenue interchange and is expected to experience capacity issues due to unserved demand at the intersections. This intersection would operate unacceptably under cumulative conditions during both peak hours. With the addition of Project traffic, it would continue to operate unacceptably during both peak hours. In the AM and PM peak hour, the increase in the average critical delay would be greater than four seconds and the increase in the volume to capacity ratio would be greater than 0.01. This constitutes non-compliance during both peak hours according to the thresholds established by the City of East Palo Alto.

The recommended Donohoe Street improvements (see Appendix 3.3, Transportation, of this EIR) at Euclid Avenue and at the US 101 northbound on-ramp would improve traffic flow on University Avenue and eliminate the queue spillback that extends from Donohoe Street past Woodland Avenue. While the University Avenue and Woodland Avenue intersection is expected to continue to operate at LOS F during both peak hours, the Donohoe Street improvements would reduce the average delay at the intersection below cumulative conditions without the Project. With these improvements, the intersection would comply with the City of East Palo Alto's level of service policy. As discussed under the background plus Project discussion above, the project would pay its fair share costs towards the intersection improvements at the 6 intersections of the University Avenue/Donohoe Street/US 101 corridor.

Saratoga Avenue and Newbridge Street

This intersection is expected to operate at an acceptable LOS F during the AM peak hour and an unacceptable LOS E during the PM peak hour under cumulative conditions. With the addition of Project traffic, the intersection average critical delay at the intersection would increase by four seconds and the volume to capacity ratio would increase by 0.01 during the AM peak hour. This constitutes as non-compliance during the AM peak hour according to the thresholds established by the City of East Palo Alto.

Since the intersection currently operates as two-way-stop-controlled, potential modification to bring the intersection to pre-project conditions would be to signalize it. The intersection would meet the MUTCD signal warrant during both peak hours under project conditions (see Appendix 3.3, Transportation, of this EIR). With this improvement, the intersection would operate acceptably at LOS C during the AM peak hour

and LOS B during the PM peak hour under cumulative plus project conditions. However, since the intersection is located only 200 feet south of Willow Road, signalization is not recommended. Short of signalization, no other improvements are feasible. Furthermore, given this intersection is located outside of the City of Menlo Park, the City cannot ensure implementation of any improvements. This intersection is also not listed with improvements in the City of East Palo Alto TIF.

Bayshore Road and Euclid Avenue

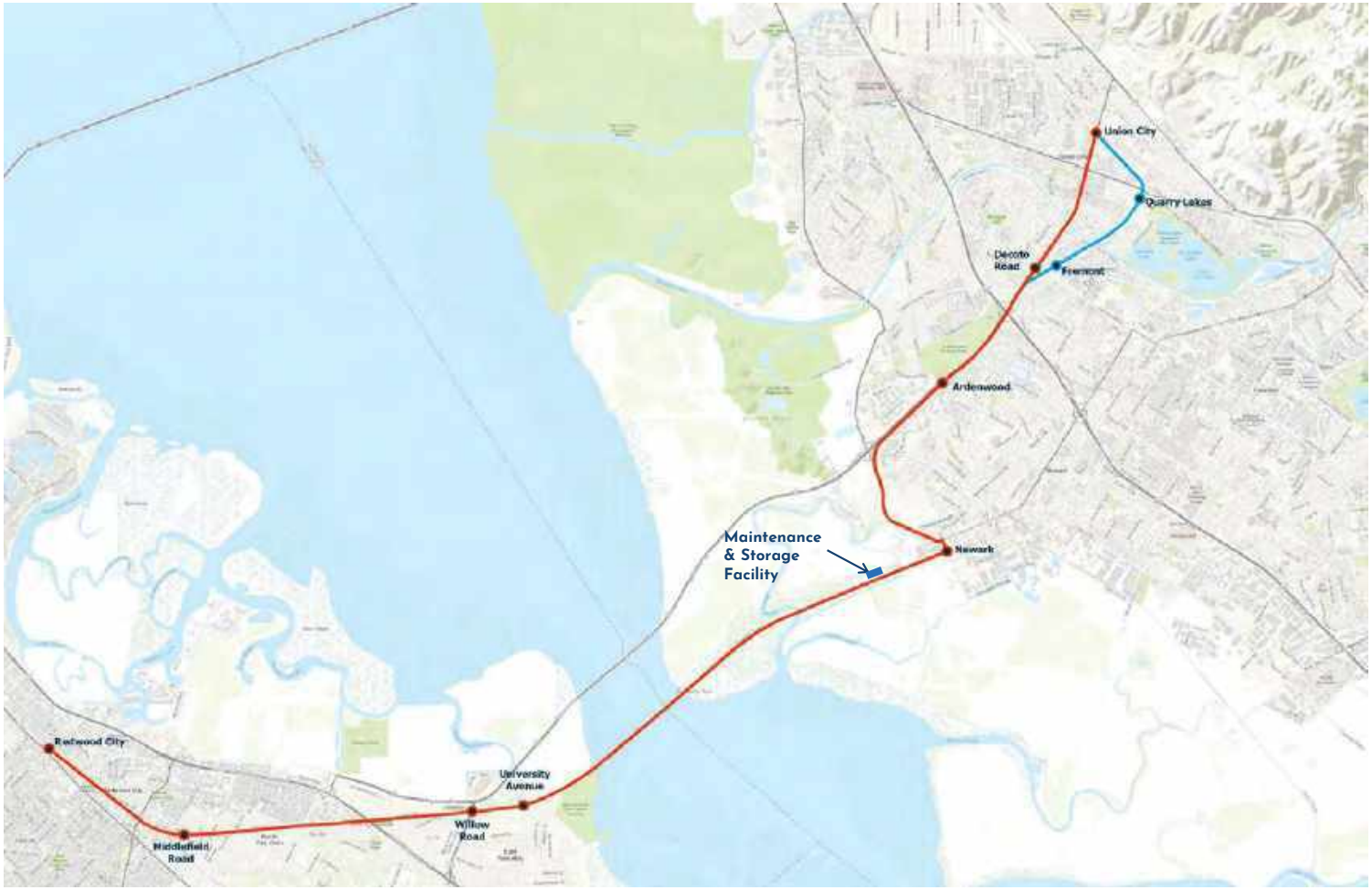
Bayshore Road and Euclid Avenue is in the vicinity of the US 101/University Avenue interchange and is expected to experience capacity issues due to unserved demand at the intersections. This intersection would operate unacceptably under cumulative conditions during both peak hours. With the addition of Project traffic, it would continue to operate unacceptably during both peak hours. In the AM peak hour, the increase in the average critical delay would be greater than four seconds and the increase in the volume to capacity ratio would be greater than 0.01. This constitutes non-compliance during the AM peak hour according to the thresholds established by the City of East Palo Alto.

Since the intersection currently operates as all-way-stop-controlled, potential modification to bring the intersection to pre-project conditions would be to signalize it and add a westbound right turn only lane. This improvement is included in the recommended Donohoe Street improvements (see Appendix 3.3, Transportation, of this EIR). The proposed improvements at Euclid Avenue and at the US 101 northbound on-ramp would improve traffic flow on University Avenue and eliminate the queue spillback that extends from Donohoe Street past Woodland Avenue. This would reduce the average delay at the intersection below cumulative conditions without the project. With these improvements, the intersection would be in compliance with the City of East Palo Alto's level of service policy. As discussed under the background plus project discussion above, the Project would pay its fair share costs towards the intersection improvements at the 6 intersections of the University Avenue/Donohoe Street/US 101 corridor, which includes the intersection at Bayshore Road and Euclid Avenue.

Cumulative (2040) Plus Project with Dumbarton Rail Intersection Levels of Service

Dumbarton rail service has not been designed, subjected to environmental review, approved, or funded. As a result, future Dumbarton rail service is speculative at this time and might or might not occur. If it does occur, capacity, frequency, ridership and other operational features are unknown at this time. As a result, any forecast of potential future traffic with Dumbarton rail service is speculative. The following analysis is provided for informational purposes to give the public and decision makers an idea of what impact Dumbarton rail might have on traffic based on a specific set of ridership assumptions. These impacts would occur instead of the impact identified above under Cumulative (2040) Plus Project Intersection Levels of Service.

Based on the *Dumbarton Rail Corridor Update* in March 2021, preliminary forecasts suggest that under 2040 conditions, the high-end ridership projections for the highest-ridership alternative would be around 24,300 riders per day. In comparison, the low-end ridership projections for the lowest-ridership alternative would be around 14,600 riders per day. As shown in Figure 3.3-9, Potential Dumbarton Rail Corridor Alignment, this highest ridership forecast would be realized over a potential corridor with 10 stations located between downtown Redwood City and the Union City BART station. It should be noted that this potential corridor includes a stop on Willow Road just north of the proposed Project Site. At the time of this study's initiation, the ability to park-and-ride at the stations along this potential corridor was not available.



San Mateo County TRANSIT DISTRICT

LEGEND

= Primary Alignment

= Alternative Alignment

LRT, BRT, & AVT Alignment

Note: Alignments and stations are being studied for technical feasibility in regards to engineering, operations, land use, city and agency coordination

Figure 3.3-9
Proposed Dumbarton Rail Corridor Alignment

NORTH
Not to Scale

This study assumed the highest ridership projections as well as no park-and-ride capability at the stations. More ridership along the Dumbarton Rail corridor would mean lower traffic volumes. Therefore, the assumptions of this study would equate to evaluating the largest potential reduction in traffic volumes assuming the operation of Dumbarton Rail service.

To represent the daily ridership in the model, daily travel between TAZs within a quarter-mile radius of the stations was reduced by 24,300 daily person-level driving trips, or roughly 19,000 daily vehicular-trips. During a one-hour peak hour, based on the highest ridership projections, the Dumbarton Rail corridor would reduce approximately 1,900 peak hour vehicular trips, of which approximately half of the trip reduction would occur within the study area. These trips are assumed to be between TAZ sets within a quarter-mile radius of different stations, as the stations are assumed to not contain park-and-ride capabilities. A quarter-mile radius from the stations represents walkable distances to the stations.

A cumulative with Dumbarton rail scenario was evaluated where the model assumed the operation of potential Dumbarton Rail service. The purpose of this scenario was to provide information on the possible effects of future Dumbarton Rail on the transportation network based on the assumptions made herein about such future service. The Dumbarton Rail was estimated to reduce the Proposed Project's vehicular trip generation by approximately 4%. A cumulative plus project with Dumbarton Rail scenario was compared against the cumulative with Dumbarton Rail scenario to inform the potential effects of the Project-generated traffic assuming potential Dumbarton Rail service. Assumptions included in the Dumbarton rail scenarios are detailed in Appendix 3.3, Transportation, of this EIR.

The results of the intersection level of service analysis under near cumulative (2040) plus project conditions with the Dumbarton rail are summarized in Tables 3.3-14 and 3.3-15. Compared to cumulative plus project conditions without the Dumbarton Rail, the delay at all of the intersections would improve with Dumbarton Rail. While the overall motor vehicle operations would experience reduced delay with Dumbarton Rail, when evaluating for intersection LOS compliance, the determination is based on the relative increase in delay due to the Project compared to no project conditions (cumulative conditions with Dumbarton Rail). Comparing "cumulative plus project with Dumbarton Rail" conditions to "cumulative plus project without Dumbarton Rail" conditions, the following study intersection would no longer be non-compliant:

25. Willow Road & Durham Street

The following additional study intersections would be non-compliant under cumulative plus project conditions with the Dumbarton rail as compared to cumulative plus project conditions without the Dumbarton Rail:

6. Marsh Road and Bay Road (AM peak hour)

11. Chrysler Drive and Constitution Drive (AM peak hour)

16. Willow Road and Bayfront Expressway (AM peak hour)

Under cumulative conditions with or without the Project, the road network is over saturated. Since the Dumbarton rail would reduce vehicular traffic (i.e. 1,900 peak hour trips) in the area due to the increase in transit mode share, the Menlo Park Travel Demand model assigns more Project-generated traffic at some intersections where vehicular capacity is now available. Menlo Park's level of service standards and adverse effect criteria are very stringent where a small change in traffic can trigger a non-compliance at an intersection. Therefore, the relative increase in delay due to the Project at some intersections between "cumulative with Dumbarton Rail" and "cumulative plus project with Dumbarton Rail" would be greater than the Menlo Park threshold, causing additional intersections to be non-compliant under cumulative plus project conditions with the Dumbarton rail.

Table 3.3-14. Cumulative (2040) With Dumbarton Rail Intersection Levels of Service (Menlo Park)

				Cumulative Conditions (With Dumbarton Rail)								
				No Project Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Critical Delay
1	Marsh Road & Bayfront Expressway*	AM	Signal	**68.5**	**E**	**65.3**	**E**	**<4**	**<0.8**			
	Haven Avenue Southbound			***70.5***	***E***	***71.7***	***E***	***<4***	***<0.8***			
		PM	Signal	**63.2**	**E**	**72.8**	**E**	**9.6**	**11.4**			
	Haven Avenue Southbound			***67.6***	***E***	***67.6***	***E***	***<4***	***<0.8***			
2	Marsh Road & US 101 Northbound Off-Ramp	AM	Signal	**60.7**	**E**	**61.9**	**E**	**<4**	**1.4**			
		PM		22.9	C	22.7	C	<4	<0.8			
3	Marsh Road & US 101 Southbound Off-Ramp	AM	Signal	22.8	C	22.6	C	<4	<0.8			
		PM		19.2	B	18.7	B	<4	<0.8			
4	Marsh Road & Scott Drive	AM	Signal	31.2	C	30.4	C	<4	<0.8			
		PM		17.8	B	17.8	B	<4	<0.8			
5	Marsh Road & Bohannon Drive /Florence Street	AM	Signal	**57.8**	**E**	**58.7**	**E**	**<4**	**2.7**	**55.1**	**E**	**<0.8**
		PM		51.5	D	53.1	D	<4	2.7	48.1	D	<0.8
6	Marsh Road & Bay Road	AM	Signal	54.5	D	**63.5**	**E**	**9.0**	**18.9**	***No feasible Improvement***		
		PM		47.9	D	51.2	D	<4	6.8			
7	Chrysler Drive & Bayfront Expressway	AM	Signal	13.0	B	12.5	B	<4	6.0			
		PM		38.3	D	33.5	C	<4	<0.8			
8	Chilco Street & Bayfront Expressway	AM	Signal	43.2	D	45.5	D	<4	7.3			

				Cumulative Conditions (With Dumbarton Rail)								
				No Project Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Critical Delay
	Chilco Street Eastbound			***116.3***	***F***	***108.8***	***F***	***<4***	***<0.8***			
		PM	Signal	**68.3**	**E**	**65.6**	**E**	**<4**	**<0.8**			
	Chilco Street Eastbound			*>120*	*F*	***>120***	***F***	***<4***	***<0.8***			
9	MPK 21 Driveway & Bayfront Expressway	AM	Signal	5.7	A	5.6	A	<4	<0.8			
		PM		36.3	D	36.1	D	<4	<0.8			
10	MPK 20 Driveway (east) & Bayfront Expressway	AM	Signal	10.1	B	9.9	A	<4	<0.8			
		PM		18.6	B	18.8	B	<4	<0.8			
11	Chrysler Drive & Constitution Drive	AM	Signal	**>120**	**F**	**>120**	**F**	**31.2**	**50.3**	***No feasible Improvement***		
		PM	Signal	**>120**	**F**	**>120**	**F**	**<4**	**<0.8**			
12	Chilco Street & Constitution Drive/MPK 22 Driveway[2]	AM	Signal	**50.1**	**D**	**53.9**	**D**	**<4**	**<0.8**			
		PM		**111.8**	**F**	**99.2**	**F**	**<4**	**<0.8**			
13	Chilco Street & Hamilton Avenue	AM	AWSC	23.6	C	24.3	C	<4	<0.8	*Traffic signal potentially feasible*		
		PM		**>120**	**F**	**>120**	**F**	**18.2**	**18.2**			
14	Ravenswood Avenue & Middlefield Road	AM	Signal	49.7	D	49.7	D	<4	<0.8			
		PM		20.3	C	19.5	B	<4	<0.8			
15	Ringwood Avenue & Middlefield Road	AM	Signal	13.2	B	13.2	B	<4	<0.8			
		PM		21.0	C	21.1	C	<4	<0.8			

				Cumulative Conditions (With Dumbarton Rail)								
				No Project Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Critical Delay
16	Willow Road & Bayfront Expressway*[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**5.3**	**<0.8**	***No feasible Improvement***		
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
17	Willow Road & Hamilton Avenue[1][2]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	Hamilton Avenue Southbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
	Main Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	Hamilton Avenue Southbound			***>120***	***F***	***>120***	***F***	***27.4***	***<0.8***			
	Main Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***>120***			
18	Willow Road & Park Street (future intersection)[1]	AM	Signal	Project Intersection		**OVERSAT**	**F**	**33.6**	**47.8**	***No feasible Improvement***		
		PM				**OVERSAT**	**F**	**16.2**	**21.7**			
19	Willow Road & Ivy Drive[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**52.0**	**105.8**	**OVERSAT**	**F**	
	Ivy Drive Southbound			***72.8***	***E***	***69.6***	***E***	***<4***	***<0.8***	***61.3***	***E***	***<0.8***
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**85.2**	**107.3**	**OVERSAT**	**F**	
	Ivy Drive Southbound			***65.2***	***E***	***71.7***	***E***	***6.5***	***7.9***	***60.4***	***E***	***<0.8***
20	Willow Road & O'Brien Drive[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	O'Brien Drive Northbound			***108.2***	***F***	***80.4***	***F***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			

				Cumulative Conditions (With Dumbarton Rail)								
				No Project Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Critical Delay
	O'Brien Drive Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
21	Willow Road & Newbridge Street[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**31.5**	**97.3**	**OVERSAT**	**F**	
	Newbridge Street Southbound			***115.1***	***F***	***108.8***	***F***	***<4***	***<0.8***	***>120***	***F***	***103.1***
	Newbridge Street Northbound			***>120***	***F***	***>120***	***F***	***>120***	***>120***	*23.2*	*C*	*<0.8*
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**	**OVERSAT**	**F**	
	Newbridge Street Southbound			***83.5***	***F***	***>120***	***F***	***42.8***	***67.4***	***>120***	***F***	***101.1***
	Newbridge Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***	*31.2*	*C*	*<0.8*
22	Willow Road & US 101 Northbound Ramps[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
23	Willow Road & US 101 Southbound Ramps[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
24	Willow Road & Bay Road[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**6.7**	**OVERSAT**	**F**	
	Bay Road Southbound			***>120***	***F***	***>120***	***F***	***36.1***	***36.1***	*27.6*	*C*	*<0.8*
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**	**OVERSAT**	**F**	
	Bay Road Southbound			***74.5***	***E***	***81.7***	***F***	***7.2***	***7.2***	*26.5*	*C*	*<0.8*
25	Willow Road & Hospital Plaza/ Durham Street[1]	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			

				Cumulative Conditions (With Dumbarton Rail)								
				No Project Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Critical Delay
	VA Medical Center Southbound			***74.7***	***E***	***74.7***	***E***	***<4***	***<0.8***			
	Durham Street Northbound			***>120***	***F***	***>120***	***F***	***<4***	***<0.8***			
		PM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**<4**	**<0.8**			
	VA Medical Center Southbound			***74.2***	***E***	***74.0***	***E***	***<4***	***<0.8***			
	Durham Street Northbound			***88.1***	***F***	***88.1***	***F***	***<4***	***<0.8***			
26	Willow Road & Coleman Avenue	AM	Signal	33.9	C	33.6	C	<4	3.4			
		PM		13.1	B	13.2	B	<4	<0.8			
27	Willow Road & Gilbert Avenue	AM	Signal	23.7	C	23.4	C	<4	<0.8			
		PM		14.1	B	13.9	B	<4	<0.8			
28	Willow Road & Middlefield Road	AM	Signal	**64.4**	**E**	**64.8**	**E**	**<4**	**0.8**			
	Middlefield Road Southbound			***69.8***	***E***	***70.0***	***E***	***<4***	***<0.8***			
	Middlefield Road Northbound			***67.4***	***E***	***67.2***	***E***	***<4***	***<0.8***			
		PM	Signal	42.5	D	42.3	D	<4	<0.8			
	Middlefield Road Southbound			*42.1*	*D*	*42.1*	*D*	*<4*	*<0.8*			
	Middlefield Road Northbound			*40.6*	*D*	*40.7*	*D*	*<4*	*<0.8*			
29	O'Brien Drive/Loop Road & Main Street/O'Brien Drive (future intersection)	AM	Rdbt	Project Intersection		8.4	A	8.4	8.4			
		PM				10.2	B	10.2	10.2			

				Cumulative Conditions (With Dumbarton Rail)								
				No Project Conditions		Project Conditions				With Improvement		
#	Intersection	Peak Hour	Traffic Control	Avg. Delay (sec)[1]	LOS	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Delay	Incr. in Avg. Critical Delay	Avg. Delay (sec)[1]	LOS	Incr. in Avg. Critical Delay
30	O'Brien Drive & Kavanaugh Drive	AM	AWSC	**>120**	**F**	**>120**	**F**	**>120**	**>120**	*Traffic signal potentially feasible*		
		PM		**>120**	**F**	**>120**	**F**	**10.9**	**10.9**			
31	Adams Drive & Adams Court	AM	TWSC	18.9	C	17.3	C	<4	<0.8			
		PM		15.8	C	12.6	B	<4	<0.8			
32	Adams Drive & O'Brien Drive	AM	TWSC	**47.2**	**E**	**>120**	**F**	**>120**	**>120**	*Traffic signal potentially feasible*		
		PM		**>120**	**F**	**>120**	**F**	**>120**	**>120**			
33	University Avenue & Bayfront Expressway*	AM	Signal	14.7	B	13.1	B	<4	<0.8			
		PM		**>120**	**F**	**>120**	**F**	**<4**	**<0.8**			

* Denotes CMP Intersection

AWSC - All Way Stop Control; TWSC - Two Way Stop Control; GP - General Plan; Rdbt - Roundabout

[1] Average delay is reported for signalized and AWSC intersections. For TWSC intersections, the delay for the worst stop-controlled movement is reported

"OVERSAT" indicates that the SimTraffic microsimulation model indicates that the intersection would experience capacity issues where the demand cannot be served by the intersection. Oversaturated intersections would operate at LOS F.

[1]Intersections were analyzed using Synchro/SimTraffic software due to the close proximity of these intersections. Changes in average delay and critical delay calculated using Vistro.

[2]The intersection is not considered as non-compliant under cumulative plus project conditions because the critical movement of the local approach shifts with the addition of project traffic.

Bold indicates substandard level of service

Bold indicates noncompliance. The project exceeds thresholds in the City of Menlo Park's TIA Guidelines. These are not CEQA thresholds.

Table 3.3-15. Cumulative (2040) With Dumbarton Rail Intersection Levels of Service (East Palo Alto)

				Cumulative (2040) Conditions (Dumbarton Rail)							
				No Project		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS
34	University Avenue & Purdue Avenue	AM	Signal	25.9	C	22.3	C	-3.8	-0.071		
		PM		28.0	C	24.2	C	-3.6	-0.081		
35	University Avenue & Adams Drive	AM	TWSC	**>120**	**F**	**>120**	**F**	**1.5**	**0.322**		
		PM		**>120**	**F**	**>120**	**F**	**-6.9**	**-0.122**		
36	University Avenue & O'Brien Drive	AM	Signal	20.4	C	38.7	D	24.3	0.225		
		PM		20.1	C	31.4	C	14.4	0.176		
37	University Avenue & Notre Dame Avenue	AM	Signal	8.0	A	10.6	B	3.1	0.070		
		PM		11.3	B	14.8	B	4.1	0.036		
38	University Avenue & Kavanaugh Drive	AM	Signal	24.7	C	17.5	B	3.1	0.070		
		PM		22.7	C	23.5	C	4.4	0.039		
39	University Avenue & Bay Road	AM	Signal	47.4	D	52	D	8.4	0.056		
		PM		**64.0**	**E**	**67.7**	**E**	**3.7**	**0.012**		
40	University Avenue & Runnymede Street	AM	Signal	9.4	A	10.9	B	8.1	0.062		
		PM		8.9	A	8.9	A	3.5	0.100		
41	University Avenue & Bell Street	AM	Signal	14.9	B	15.9	B	1.6	0.055		
		PM		26.1	C	32.9	C	10.9	0.062		
42	University Avenue & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**4.6**	**0.011**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**-4.9**	**-0.009**		
43	US 101 Northbound Off-Ramp & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**77.2**	**0.158**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**48.9**	**0.108**		
44	Cooley Avenue & Donohoe Street*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**27.2**	**0.085**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**62.9**	**0.143**		

				Cumulative (2040) Conditions (Dumbarton Rail)							
				No Project		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS
45	University Avenue & US 101 Southbound Ramps*	AM	Signal	**OVERSAT**	**F**	**OVERSAT**	**F**	**-2.5**	**-0.005**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**7.0**	**0.017**		
46	University Avenue & Woodland Avenue*	AM	Signal	**OVERSAT**	**E**	**OVERSAT**	**E**	**14.1**	**0.040**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**12.0**	**0.028**		
47	E. Bayshore Road & Donahoe Street*	AM	Signal	**>120**	**F**	**>120**	**F**	**-8.8**	**-0.019**	***Corridor Improvement***	
		PM		**>120**	**F**	**>120**	**F**	**-4.9**	**-0.010**		
48	E. Bayshore Road & Holland Street	AM	TWSC	8.8	A	8.8	A	0.0	0.000		
		PM		10.0	A	10.0	A	0.0	0.000		
49	Saratoga Avenue & Newbridge Street	AM	TWSC	**>120**	**F**	**>120**	**F**	**4.7**	**0.075**	***No Feasible Improvement***	
		PM		**37.2**	**E**	25.0	D	-2.6	-0.103		
50	E. Bayshore Road & Euclid Avenue*	AM	AWSC	**OVERSAT**	**F**	**OVERSAT**	**F**	**42.4**	**0.062**	***Corridor Improvement***	
		PM		**OVERSAT**	**F**	**OVERSAT**	**F**	**-5.7**	**-0.016**		
51	Clarke Avenue & E. Bayshore Road	AM	Signal	14.1	B	14.2	B	0.1	0.008		
		PM		13.9	B	14.0	B	0.1	0.007		
52	Pulgas Avenue & E. Bayshore Road	AM	Signal	25.4	C	26.2	C	1.1	0.013		
		PM		47.4	D	47.2	D	0.2	0.001		

*Denotes a CMP intersection
AWSC - All Way Stop Control; TWSC - Two Way Stop Control

[1]Average delay is reported for signalized and AWSC intersections. For TWSC intersections, the delay for the worst stop-controlled movement is reported.

				Cumulative (2040) Conditions (Dumbarton Rail)							
				No Project		with Project				With Improvement	
#	Intersection	Peak Hour	Traffic Control	Avg Delay (secs)[1]	LOS	Avg Delay (secs)[1]	LOS	Incr. in Avg/Crit Delay (sec)[1]	Incr. in Crit V/C	Avg Delay (secs)[1]	LOS

"OVERSAT" indicates that the SimTraffic microsimulation model indicates that the intersection would experience capacity issues where the demand cannot be served by the intersection. Oversaturated intersections would operate at LOS F.

*Intersections were analyzed using Synchro/SimTraffic software due to the close proximity of these intersections. Changes in critical delay and v/c calculated using Traffix.

Bold indicates substandard level of service

Bold indicates adverse effect

Adverse Effects and Recommended Improvements

For intersections that are non-compliant under cumulative plus project conditions and cumulative plus project with Dumbarton rail conditions, the improvements proposed under cumulative plus project conditions would be sufficient to address cumulative non-compliance. Improvements for intersections that are non-compliant only under cumulative plus project with Dumbarton rail conditions are described below. As noted below, no additional feasible improvements are identified and the improvement measures identified below are for informational purposes only.

Marsh Road and Bay Road

This intersection is expected to operate at an acceptable LOS D during both peak hours under cumulative conditions with the Dumbarton rail. The addition of Project traffic would cause the intersection to operate at LOS E during the AM peak hour. The intersection would continue to operate at an acceptable LOS D during the PM peak hour. This constitutes non-compliance during the AM peak hour according to the thresholds established by the City of Menlo Park.

Physical improvements at this intersection are considered infeasible due to right-of-way constraints and/or adverse effects on pedestrian and bicycle travel. Menlo Park's TIF program proposes Class II buffered bike lanes along Marsh Road from Bay Road to Scott Road in both directions. The improvement may lead to an overall increase in bicycle mode share but would not offset the Project traffic.

Chrysler Drive and Constitution Drive

This intersection is expected to operate at an unacceptable LOS F during both peak hours under cumulative conditions with Dumbarton rail. With the addition of Project traffic, the average critical delay would increase by more than 0.8 seconds during the AM peak hour. The intersection would continue to operate acceptably during the PM peak hour. This constitutes non-compliance during the AM peak hour according to the thresholds established by the City of Menlo Park.

Physical improvements at this intersection are considered infeasible due to right-of-way constraints and/or adverse effects on pedestrian and bicycle travel.

Willow Road and Bayfront Expressway

Improvements for this intersection are discussed under the near term plus project section as part of the Willow Road corridor improvements, and is not repeated here.

Intersection Vehicle Queuing

The analysis of intersection levels of service was supplemented with a vehicle queuing analysis for intersection left-turning movements where the Proposed Project would add significant trips per lane in the vicinity of the Project Site and affect intersection operations. This analysis provides a basis for estimating future storage requirements at these intersections (see Table 3.3-16). Vehicle queues were estimated using the methodology described in Appendix 3.3, Transportation, of this EIR.

Locations where the estimated 95th percentile queues would exceed the available storage capacity for the movement are discussed below. Queuing issues are operational issues resulting from signal timing and queue storage provisions. Queuing issues are not considered a CEQA issue related to hazards.

Below Market Rate Housing Proposal – Willow Village Master Plan Project

1350 Willow Road

July 20, 2022

Peninsula Innovation Partners, LLC ("Peninsula") is pleased to provide this Below Market Rate ("BMR") Proposal for the Willow Village Master Plan Project, located at 1350 Willow Road. We believe the Willow Village BMR proposal will play a role in addressing the ongoing housing crisis by reaching deeper affordability levels than what is required, while also providing all the units on-site. Peninsula intends to provide on-site BMR units as outlined below.

General Description

The *ConnectMenlo* General Plan requires developers to participate in the City's BMR Program. The latest City of Menlo Park Housing Element (2015-2023) encourages applicants to build affordable housing for groups with special needs, including seniors, with an emphasis on facilitating development of housing for seniors with very low, low, and moderate incomes. Further, the Housing Element identifies the benefits of market rate developers partnering with affordable housing developers to provide BMR units, noting that units developed in this manner are more likely to serve lower income households. The Housing Element also emphasizes the need for units at a range of affordability levels, highlighting that an estimated 50 percent of the City's very low-income housing need for the 2015-2023 planning period was for extremely low-income households. Additionally, the Housing Element promotes the development of a balanced mix of housing types and densities for all economic segments throughout the community.

The purpose of the City's BMR Program is to increase the housing supply for households that have very low, low, and moderate incomes, with a primary objective of creating actual housing units rather than collecting fees. According to the City's BMR Program, residential development projects that include 20 or more units must provide not less than 15 percent of these units at below market rates to very low, low, and moderate-income households. In addition, the BMR Program requires commercial developers to mitigate the demand for affordable housing created by their projects by providing BMR housing on or off-site, or if that is not feasible, paying a fee. Mixed use projects must comply with the commercial and residential requirements as applicable to each portion of the development. The BMR Program permits BMR units to be provided across the full range of affordability levels, provided that the provision of units at extremely low, very low, low and/or moderate income is "roughly equivalent" to the provision of all of the units at the low-income level.

For both residential and commercial projects, the applicant must enter into a BMR agreement with the City. The City's BMR Guidelines require the applicant to submit a proposal for meeting the requirements of the BMR Program.

Willow Village proposes 1,730 residential rental units, necessitating 260 BMR units at full buildout. Additionally, a BMR unit equivalency for the commercial component of Willow Village would apply, calculated at 52 units (staff calculation is attached as **Attachment A**). The total BMR units proposed at Willow Village at maximum buildout is 312 rental units (260 units + 52 units). Notably, the 52 units reflect an application of the commercial linkage calculation to the full 1.6M SF maximum of office and accessory space. This approach results in a higher affordable unit calculation than traditionally required, because it calculates a linkage requirement on the uniquely proposed accessory space. This space is not anticipated to generate any employment or housing demand in excess of the maximum 1.25M SF of office space. If the entire amount of accessory space were excluded, the commercial linkage calculation would result in a requirement for a maximum of 281 units; if only the unusable covered garden space were excluded, the commercial linkage calculation would result in a requirement for a maximum of 291 units. In addition, the 52 units reflects application of the commercial linkage fee to the full 200K SF of retail and the hotel at 172K SF, whereas the currently proposed architectural control packages contemplate less retail and hotel square footage.

Willow Village is not seeking a State Density Bonus or a City density affordable housing bonus in conjunction with this proposal.

Program Breakdown

The proposed Willow Village BMR Program is comprised of a senior affordable building in in partnership with a non-profit housing developer, and the remaining inclusionary units will be placed throughout the market-rate buildings. The non-senior inclusionary units will be floating through the market-rate buildings and the senior affordable units will be provided in a dedicated building. A diagram identifying the number of BMR units by building will be forthcoming.

Program Breakdown at Full Buildout	
Senior Affordable Building	119
Inclusionary Units	193
Total Units	**312**

Senior Affordable Housing

As noted above, the General Plan supports provision of affordable senior housing, including maximizing the use of available funding mechanisms, partnering with non-profits, and allowing smaller unit sizes and common dining areas. The Housing Element includes two specific goals that acknowledge the need for affordable senior housing:

- Goal H3 — SPECIALIZED HOUSING NEEDS: Provide Housing for Special Needs Populations that is Coordinated with Support Services. Goal H3 is intended to proactively address the special housing needs of the community, including seniors, disabled individuals and the homeless.

- Goal H4 — NEW HOUSING: Use Land Efficiently to Meet Community Housing Needs at a Variety of Income Levels, Implement Sustainable Development Practices and Blend Well-Designed New Housing into the Community. Goal H4 is intended to: (1) promote the development of a balanced mix of housing types and densities for all economic segments throughout the community, (2) remove governmental and non-governmental constraints on the production, rehabilitation and/or cost of housing where appropriate, and (3) to encourage energy efficiency in both new and existing housing.

According to the Housing Element, the City has a higher percentage of seniors than the county or the state and seniors' income tends to decline as they age, and thus, creating affordable housing options for seniors is a goal for the City. Of the 1,740 extremely low income households living in the City in 2012, the majority were seniors. The local need for affordable senior housing is evidenced by long waitlists at three affordable senior projects in Menlo Park, Sequoia Belle Haven, Crane Place, and Partridge Kennedy. Additionally, Sequoia Belle Haven received 1,474 applications of 53 senior units, with 1,700 persons added to the interest list. Jordan Court, another affordable senior project in Berkeley that opened in May of 2022 (income levels of 20%-60% AMI), received 1,000 applications for 34 units.

The need for affordable senior housing is further documented in the following additional sources:

- According to the Menlo Park Senior Housing Needs Assessment, City of Menlo Park, 2009, there are only 297 senior income restricted rental units in Menlo Park, while the future demand for senior housing in Menlo Park and San Mateo County continues to grow.

- A 2009 report by the *Livable Communities for Successful Aging* states that the population over 65 is projected to increase 73% between 2005 and 2030, from about 91,000 to more than 157,000. The problem of housing affordability for San Mateo County seniors is two-fold. Some seniors are living on such modest incomes that they require subsidized affordable housing. Others own their homes but may find it too demanding and costly to maintain a single-family home later in life. These seniors might relocate if they could find suitable alternative housing in their communities that they consider affordable.

- According to a 2017 Study done by *Get Healthy San Mateo County*, while 47% of San Mateo County residents overall pay more than 30% of their income to rent, 64% of the population 65 years and over-pays this percentage. Of those who are receiving retirement income (49%), their mean income is $30,833, and of the 87% receiving Social Security income, their mean income is $20,847. With median monthly rent for those aged 65 and over in San Mateo County around $1,434, housing affordability for this group will continue to be an issue, especially as this population group increases and more people are seeking out affordable housing options.

In response to these identified needs and strong community input, Peninsula intends to partner with Mercy Housing to deliver 119 units of affordable senior housing in a dedicated senior living building. This model is successfully seen throughout the Bay Area.

The BMR Program generally requires that units be distributed throughout the development, but explicitly authorizes the City to waive this requirement to carry out the purposes of the BMR Housing Program and the Housing Element. As noted above, the Housing Element policies support the provision of affordable, senior housing, which can be accomplished only in a standalone project to comply with fair housing laws. Providing senior units together in a dedicated building allows the provision of much needed services in a much more efficient manner than possible with dispersed inclusionary units, allowing residents to age in place. Services may include programs such as health education and risk reduction, on-site planned physical activities such as yoga and tai-chi, and financial literacy education (a more detailed explanation of the some of the services that could be provided is included as **Attachment B.)** These services are not typical of market rate buildings and provide a higher quality of life for the seniors, helping them live independently and averting/delaying relocation to more institutional care environments. There is great need for deeply affordable senior housing in the Bay Area, which our proposal will help fill. Mercy intends to market the senior units in accordance with the BMR Guidelines regarding City of Menlo Park worker and resident preference, subject to compliance with fair housing laws. Depending on the different state and federal financing programs available to build affordable senior housing, the age restriction is 55 and over or 62 and over. Currently, Peninsula and Mercy Housing are exploring a variety of federal and state funding programs including the Federal Tax Credit Program, State Multifamily Housing Program, State Infill and Infrastructure Grant, Affordable Housing Program (through the Federal Home Loan Bank), Project Based Section 8, and other local subsidies. Peninsula also intends to contribute the land for the senior building, which is appraised at $11,400,000.

The major source of affordable housing financing is the Federal Tax Credit Program, which is a competitive allocation. This funding source is the final to be secured to complete the financing and proceed into construction. The senior project would likely apply for tax credit financing once it can satisfy all the readiness criteria, typically in March or July of a given year (standard funding rounds) and would expect to receive an award three months thereafter. The readiness criteria include obtaining all other gap sources of funding, which are typically secured in the following order: (1) Local funds (County, City, private sector grants, land contribution, and direct Peninsula investment) and (2) State funding. County and State funding rounds are only held once a year; the current schedule based on a mid-2022 potential project approval for both master plan and architectural control permits contemplates applying for County funding in July of 2023 and State Funding in March of 2024 (based historical funding cycles). County and State funding cannot be sought without project entitlements (a readiness point category), and State Funding cannot be applied for without first securing County and other local funding (similar readiness point category). The earliest the applicant could apply for tax credit financing is July 2024 and then would expect to receive an award in October 2024. If the project receives a tax credit allocation in October of 2024, construction would likely commence around Q4 2024, no later than 180 days after the tax credit allocation, and take about 20-24 months to complete. It should be noted that the timing of

funding rounds is subject to change. The senior housing project will be delivered close to when grocery and other neighborhood serving retail are established, as having such amenities already in place in the community for seniors is important.

Local Match Proposal

One of the sources contemplated for the senior housing is the County of San Mateo Department of Housing Affordable Housing Fund. Currently, the project contemplates the County source to be about 11% of the total development cost. The County's Affordable Housing Fund was created in 2013 with funds derived from a one-time distribution of Housing Trust Funds held by former redevelopment agencies in San Mateo County. Since that time, the AHF has been annually funded by the County's Board of Supervisors using a variety of sources including, but not limited to, County Measure K, Housing Authority Moving to Work Reserves, and former redevelopment agency funds reallocated to the County.

Projects are required to meet minimum qualifications and then awarded points if they meet certain scoring criteria. One of the point categories is a local match category, where the local City has demonstrated a commitment to providing City funds to the project. In this case, Peninsula Innovation Partners proposes contributing money to the City, and the City would then donate money to the senior affordable housing development without using any of its existing financial resources to fund the project. This commitment could be evidenced in the form of a letter to the County, promising to commit funding. A separate point category is that either City-owned or privately-owned land be donated to the project, which will be satisfied with the applicant's land donation to the affordable housing development. Because funding is extremely competitive, it is important for the project to score as many points as possible.

Inclusionary (Non-Senior) Housing

The non-senior inclusionary BMR units will be of the same proportionate size (number of bedrooms and square footage) and location as the market-rate units in each of the buildings. They will be distributed throughout the residential buildings and will be indistinguishable from the market rate units from the exterior view (floor plan layouts will follow at a later date). Design and materials to be used in construction of the BMR units in each building will be of comparable quality to the other new units constructed in each of the respective buildings within the overall development. Inclusionary Units will be proportionately distributed evenly across all frontages and floors, and have proportionately similar amenities as the market-rate units respectively. The BMR units will float within each building, per section 11.1.7 of the BMR Guidelines.

Based on the current Willow Village phasing plan, Willow Village would deliver 216 BMR units at full buildout of Phase 1, representing over 20 percent of all units in Phase 1, and 96 BMR units at full buildout of Phase 2, which together with the Phase 1 BMR units, represents 15 percent of the Project units. This proposal front loads the affordable units to be brought on early in the project. An illustrative program breakdown, BMR income breakdown, and proposed unit mix and phasing plan are included as **Attachment C.1.**

Phasing of BMR units	Phase 1 BMR Units	Phase 1 BMR %	Phase 2 BMR Units	Phase 2 BMR %	TOTAL %
City BMR Ordinance Units[1]	164	15.7%	96	14.0%	15.0%
Commercial Linkage Fee Units[2]	52	5.0%	0	0.0%	3.0%
TOTAL	**216**	**20.7%**	**96**	**14.0%**	**18.0%**

The applicant proposes that all 216 BMR units in Phase 1 will pull building permits prior to certificate of occupancy for Office Buildings 2, 3, and 4. Office Buildings 1, 5, 6, and MCS should be exempt from any mixed-use timing connection due to the fact that the current number of seated employees on the site today (3,500) is roughly equivalent to the number of proposed new office employees in those buildings.

Proposed Income Levels (Baseline Scenario)

The BMR ordinance requires the provision of BMR units for very-low, low, and moderate-income households, the BMR Guidelines allow the City to approve variations in the affordability mix to assist in meeting RHNA requirements, subject to a finding that the mix is "roughly equivalent to the provision of all of the affordable units at the low-income level." The following table demonstrates how the BMR units proposed at Willow Village addresses the City of Menlo Park's obligations under the most current RHNA:

Income Levels	RNHA Menlo Park	Willow Village Proposal	Remaining
Acutely Low	N/A	0	0
Extremely Low	N/A	82	-82
Very Low	740	37	703
Low	426	76	350
Moderate	496	117	379
TOTAL	1,662	312	1,350

Source: ABAG Draft RHNA 2023-2031 for Menlo Park

Peninsula proposes a BMR program with a mix of income levels to help meet RHNA requirements, at an average affordability of 78.6 percent of Area Media Income (AMI), which is below the City's required low-income level of 80 percent of AMI. The senior units would consist of a mix of extremely-low and very-low income units, while the inclusionary units would be available to households earning up to 80% AMI (low income) and 120% AMI (moderate income).

[1] Delivered via permit issuance

[2] Delivered via permit issuance and 100% of commercial linkage fee units in Phase 1

Illustrative BMR Income Breakdown at Full Buildout - BASE SCENARIO		
Category	**AMI Limit**	**# Units**
Extremely Low (Senior)	30%	82
Very Low (Senior)	50%	37
Low (Inclusionary)	80%	76
Moderate (Inclusionary)	120%	117
TOTAL BMR Units		**312**
TOTAL PROJECT UNITS	**1730**	
Affordable %	**18.0%**	
PROJECT WIDE Avg. Affordability	**78.3%**	
City of Menlo Park Required Affordability	**80.0%**	
Senior Building Avg. Affordability	36.2%	
Inclusionary Avg. Affordability	104.2%	

A low-income equivalency calculation, as requested by staff, is provided in **Attachment D.1.** This calculation is modeled after the closest comparable projects low-income equivalency analysis included in Greystar Menlo Portal BMR Proposal, attached for reference as **Attachment E.** The projected market rate rent in this analysis is equivalent to the proposed market rent for the Greystar Menlo Portal project for modelling purposes. The final unit/BMR mix will be determined along with the conditional development permit approvals.

Alternate Scenario

The applicant is proposing an alternative scenario with inclusionary units available to households earning up to 50% AMI, 80% AMI, and 120% AMI **(Attachment C.2).** The corresponding equivalency memo is included as **Attachment D.2.** This scenario has a slightly lower affordability, at 78.6%, but does include some very low-income inclusionary units.

Illustrative BMR Income Breakdown at Full Buildout - ALT SCENARIO		
Category	**AMI**	**# Units**
Extremely Low (Senior)	30%	82
Very Low (Senior)	50%	37
Very Low (Inclusionary)	50%	12
Low (Inclusionary)	80%	53
Moderate (Inclusionary)	120%	128
TOTAL BMR Units		**312**

TOTAL PROJECT UNITS	**1730**
Affordable %	**18.0%**
PROJECT WIDE Avg. Affordability	**78.6%**
City of Menlo Park Required Affordability	**80.0%**
Senior Building Avg. Affordability	36.2%
Inclusionary Avg. Affordability	108.2%

In both the baseline and alternate scenarios, the applicant has revised the unit mix to match the income limits per the City and HCD. We have reflected maximum rents for each income category in the low-income equivalency calculation.

Secondary Alternative

Last, the applicant could consider a secondary alternative with the following elements **(Attachment C.3):**

i) there would be no senior housing,
ii) the residential BMRs obligation would be satisfied with 100% inclusionary units at an 80% average affordability level, and
iii) the commercial linkage units would be satisfied by paying the in-lieu fee.

This will result in 260 BMR inclusionary units (15% of 1,730, instead of currently 18%) plus the fee of approximately $22 million **(per Attachment A).**

Please note that the applicant prefers a project that includes the mix of the senior residents coupled with the inclusionary to meet the objectives of the City BMR program, along with providing the commercial linkage units on-site instead of paying the in-lieu fee if granted the necessary amount of time to construct them in relation to other buildings.

Conclusion

In summary, this Willow Village BMR proposal achieves deep affordability at extremely low income levels, provides critical housing opportunities for seniors, provides all of the units on-site versus paying an in-lieu fee, targets the "missing-middle" with housing opportunities that are desperately needed and rarely provided, front-loads affordable units to Phase 1, and surpasses the requirements of Menlo Park when it comes to average affordability of the BMR units across the project site.

Below Market Rate Comercial Linkage Fee/Unit Calculations

Existing Credits (Existing Gross Floor Area and Land Uses)				
	Current Rate	Existing gross floor area	dollar amount (credits)	BMR units (unit/sf calculation)
Group A	$ 20.46	423,030	$ 8,655,193.80	20.54
Group B	$ 11.10	580,880	$ 6,447,768.00	15.37
Total		1,003,910	$ 15,102,961.80	35.90
Proposed Project Commercial Components				
	Current Rate	Proposed gross floor area	dollar amount	BMR units (unit/sf calculation)
Group A	$ 20.46	1,600,000.00	$ 32,736,000.00	77.67
Group B	$ 11.10	372,000.00	$ 4,129,200.00	9.84
Total		1,972,000.00	$ 36,865,200.00	87.51

Proposed Commercial Linkage Fee		
	payment	**units**
Commercial Linkage Fee (Proposed project net credits)	**$ 21,762,238.20**	
BMR Unit Equivelency Calculation		**52**

Factors for unit conversion

Group A	20,600	sf per unit
Group B	37,800	sf per unit

Mercy Housing Resident Services
ATTACHMENT B

Mercy Housing California (MHC) is a leader in an integrated, mission-based approach that couples the delivery of customized resident and community service enrichments with quality development, management, and maintenance to create healthy communities. MHC has a robust Resident Services Program that serves over 4,715 seniors and is implemented at 49 senior properties throughout California. Resident Services Coordinators (RSCs) are onsite and oversee the delivery of quality programming and services to a culturally diverse group of seniors and individuals with disabilities.

The essential services include a wellness model that has been selected to be responsive to the needs of older adults wishing to "age in place". Service-enriched housing further addresses the critical factors associated with averting and delaying institutionalization such as continuously monitoring cognitive, functional, and other risk factors; providing wellness services; teaching chronic disease management strategies; and actively coordinating transitions to and from the hospital. The Resident Services Program is designed to include four priority program models: 1) Health and Wellness 2) Economic Development/Housing Stability 3) Education 4) Community Participation.

Health & Wellness

MHC delivers health services coordination to all its residents, offering the following services: basic health & needs assessments, ADL support & screening, health benefit acquisition, health education & risk reduction, physical activities, access to food, wellbeing checks, transition planning, and linkages to preventative and behavioral health care. Service enriched housing requires strong partnerships with health care providers.

Recognizing that there may be a lack of resources available to residents in the 40-50% AMI category, MHC will continue to create partnerships that leverage both private and public health agencies to ensure service delivery is enhanced. Current creative partnerships have included working with California State University to implement a Preventative Health Screenings Program on site at all MHC's senior properties in San Francisco. MHC has also partnered with the Institute on Aging to provide a wellness nurse at three of our senior properties in San Francisco. The wellness nurse provides the following onsite services: comprehensive psychosocial and health assessments and monitoring, blood pressure screening, glucose monitoring, hospital transition planning, and home visits.

All RSCs are trained to be workshop facilitators in Stanford's Chronic Disease Self-Management (CDSMP) Class and Matter of Balance. The CDSMP workshop focuses on a self-management approach in dealing with chronic conditions such as heart disease, arthritis, diabetes, depression, asthma, and other physical and mental health conditions. Residents who have participated in the program have reported improvements in their condition and general well-being and continue engage in physical activity and exercises. Also, 80% of residents that have participated in fall prevention workshop report viewing falls and fear of falling as controllable.

Economic Development/Housing Stability

MHC's long-term impact it to create households that have safe and stable housing, and where renters are in good standing. In order to achieve housing stability, MHC's services staff work closely with residents, and provide the following services: eviction prevention coaching, lease education, housing options, housing inspection, linkages with financial resources, and referrals. Housing stability activities are provided proactively before any risk of instability of housing occurs or following an incident that increases the resident's risk of eviction. MHC understands the complex needs of our residents, and therefore we position our residents with the best of resources, so that they can maintain their housing stability.

Education

MHC believes that education plays an important part in empowering residents with the knowledge to make good decisions. The focus of MHC's education programming is focused around creating Financial Stability. In addition to referrals, Resident Services Coordinators provide the following services: financial stability seminars, financial benefit acquisition, employment and job readiness support, and technology literacy. MHC requires that all properties implement at least one education seminar every month.

Community

Community participation is a vehicle for preventing isolation, reducing conflict, enhancing safety, promoting property and neighborhood pride, and building leadership skills in individual residents. MHC supports strong resident participation and feedback in all areas of programming and services. In order to achieve this, MHC encourages residents to participate in community events, and join tenant councils and volunteer groups. Resident Services encourages community participation in order to enhance social connections and build community among residents and between and property and the surrounding community.

WILLOW VILLAGE SUMMARY BMR PROGRAM
Attachment C.1 - BASELINE SCENARIO

Program Breakdown	
Senior Affordable Building	119
Inclusionary Units	193
Total Units	**312**

Illustrative BMR Income Breakdown at Full Buildout - BASE SCENARIO		
Category	**AMI Limit**	**# Units**
Extremely Low (Senior)	30%	82
Very Low (Senior)	50%	37
Low (Inclusionary)	80%	76
Moderate (Inclusionary)	120%	117
TOTAL BMR Units		**312**
TOTAL PROJECT UNITS	**1730**	
Affordable %	**18.0%**	
PROJECT WIDE Avg. Affordability	**78.3%**	
City of Menlo Park Required Affordability	**80.0%**	
Senior Building Avg. Affordability	36.2%	
Inclusionary Avg. Affordability	104.2%	

Illustrative Phase 1 at Full Buildout						
Phase 1 % Affordable Units	**20.7%**					
Parcel 7 (Senior Building)	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	108	108	91%	91%	466	466
one-bedroom	11	11	9%	9%	633	633
two-bedroom	0	1	0%	0%	929	929
three-bedroom						
TOTAL BMR Units	119	120	100%	100%	481	485
PARCEL TOTAL UNITS	120					
% BMR	99%					
Parcel 2	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	10	100	29%	31%	489	489
one-bedroom	12	113	35%	35%	650	650
two-bedroom	11	105	32%	32%	999	999
three-bedroom	1	9	3%	3%	1252	1252
TOTAL BMR Units	34	327	100%	100%	733	729
PARCEL TOTAL UNITS	327					
% BMR	10%					
Parcel 3	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	12	118	28%	28%	503	503
one-bedroom	18	170	42%	41%	723	723
two-bedroom	13	131	30%	31%	1078	1078
three-bedroom						
TOTAL BMR Units	43	419	100%	100%	769	772
PARCEL TOTAL UNITS	419					
% BMR	10%					
Parcel 6	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	3	25	15%	14%	500	500
one-bedroom	7	61	35%	34%	691	691
two-bedroom	9	77	45%	43%	867	867
three-bedroom	1	15	5%	8%	1281	1281
TOTAL BMR Units	20	178	100%	100%	771	790
PARCEL TOTAL UNITS	178					
% BMR	11%					
TOTAL UNITS PHASE 1	1044					
TOTAL BMR UNITS PHASE 1	216					

Illustrative Phase 2 at Full Buildout						
Phase 2 % Affordable Units	**14.0%**					
Parcel 4	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	15	106	24%	24%	450	450
one-bedroom	32	231	52%	53%	703	703
two-bedroom	13	88	21%	20%	1149	1149
three-bedroom	2	15	3%	3%	1199	1199
TOTAL BMR Units	62	440	100%	100%	751	748
PARCEL TOTAL UNITS	440					
% BMR	14%					
Parcel 5	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	7	50	21%	20%	450	450
one-bedroom	16	127	47%	52%	764	764
two-bedroom	9	57	26%	23%	1030	1030
three-bedroom	2	12	6%	5%	1260	1260
TOTAL BMR Units	34	246	100%	100%	799	786
PARCEL TOTAL UNITS	246					
% BMR	14%					
TOTAL UNITS PHASE 2	686					
TOTAL BMR UNITS PHASE 2	96					

Phasing of BMR units	Phase 1 BMR Units	Phase 1 BMR %	Phase 2 BMR Units	Phase 2 BMR %	TOTAL
City BMR Ordinance Units*	164	15.7%	96	14.0%	15.0%
Commercial Linkage Fee Units* **	52	5.0%	0	0.0%	3.0%
TOTAL	**216**	**20.7%**	**96**	**14.0%**	**18.0%**

Comparison of low income inclusionary requirement to alternate mix proposed
(for illustrative purposes)
ATTACHMENT D.1 - BASELINE SCENARIO

Original (Per BMR ordinance requirement of 15% low income)

Unit Type	AMI (<80%)			Comparable Market Rents*	Affordable Rents**	Number Proposed units	Subsidy per unit	Total Subsidy
studio	LI			2,968	2,226	154	742	114,268
one-bedroom	LI			3,628	2,721	97	907	87,979
two-bedroom	LI			4,370	3,278	55	1,093	60,088
three-bedroom	LI			5,518	3,877	6	1,641	9,847
TOTAL						**312**		**272,182**
							avg/unit	872

Alternative Proposed

Unit Type	AMI Limit	AMI Category	Senior/ Inclusionary	Comparable Market Rents*	Affordable Rents**	Number Proposed units	Subsidy per unit	Total Subsidy
studio	30%	ELI	Senior	2,968	979	74	1,989	147,216
studio	50%	VLI	Senior	2,968	1,631	33	1,337	44,121
studio	80%	LI	Inclusionary	2,968	2,226	17	742	12,614
studio	120%	MI	Inclusionary	2,968	2,226	30	742	22,260
one-bedroom	30%	ELI	Senior	3,628	1,049	8	2,579	20,634
one-bedroom	50%	VLI	Senior	3,628	1,748	4	1,880	7,520
one-bedroom	80%	LI	Inclusionary	3,628	2,721	35	907	31,745
one-bedroom	120%	MI	Inclusionary	3,628	2,721	50	907	45,350
two-bedroom	80%	LI	Inclusionary	4,370	3,278	21	1,093	22,943
two-bedroom	120%	MI	Inclusionary	4,370	3,278	34	1,093	37,145
three-bedroom	80%	LI	Inclusionary	5,518	3,877	3	1,641	4,924
three-bedroom	120%	MI	Inclusionary	5,518	4,139	3	1,380	4,139
TOTAL						**312**		**400,609**
							avg/unit	1,284

ELI	82
VLI	37
LI	76
MI	117
	312

* Estimated market rents inc. utilities from KMA Housing Needs Assesment Dated April 2022, page 33

**San Mateo Rent Limits (HCD Published Limits 2022); inclusive of utilities

AMI level			studio	one	two	three
25%			816	874	1049	1212
30%			979	1049	1258	1454
50%			1631	1748	2097	2423
60%			1794	1923	2307	2665
80%			2610	2797	3355	3877
90%			2936	3146	3775	4361
100%			3262	3496	4194	4846
110%			3588	3846	4613	5331
120%			3914	4195	5033	5815

WILLOW VILLAGE SUMMARY BMR PROGRAM
Attachment C.2 - ALTERNATIVE SCENARIO

Program Breakdown	
Senior Affordable Building	119
Inclusionary Units	193
Total Units	**312**

Illustrative BMR Income Breakdown at Full Buildout - ALT SCENARIO		
Category	**AMI**	**# Units**
Extremely Low (Senior)	30%	82
Very Low (Senior)	50%	37
Very Low (Inclusionary)	50%	12
Low (Inclusionary)	80%	53
Moderate (Inclusionary)	120%	128
TOTAL BMR Units		**312**
TOTAL PROJECT UNITS	**1730**	
Affordable %	**18.0%**	
PROJECT WIDE Avg. Affordability	**78.6%**	
City of Menlo Park Required Affordability	**80.0%**	
Senior Building Avg. Affordability	36.2%	
Inclusionary Avg. Affordability	108.3%	

Illustrative Phase 1 at Full Buildout						
Phase 1 % Affordable Units	**20.7%**					
Parcel 7 (Senior Building)	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	108	108	91%	91%	466	466
one-bedroom	11	11	9%	9%	633	633
two-bedroom	0	1	0%	0%	929	929
three-bedroom						
TOTAL BMR Units	119	120	100%	100%	481	485
PARCEL TOTAL UNITS	120					
% BMR	99%					
Parcel 2	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	10	100	29%	31%	489	489
one-bedroom	12	113	35%	35%	650	650
two-bedroom	11	105	32%	32%	999	999
three-bedroom	1	9	3%	3%	1252	1252
TOTAL BMR Units	34	327	100%	100%	733	729
PARCEL TOTAL UNITS	327					
% BMR	10%					
Parcel 3	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	12	118	28%	28%	503	503
one-bedroom	18	170	42%	41%	723	723
two-bedroom	13	131	30%	31%	1078	1078
three-bedroom						
TOTAL BMR Units	43	419	100%	100%	769	772
PARCEL TOTAL UNITS	419					
% BMR	10%					
Parcel 6	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	3	25	15%	14%	500	500
one-bedroom	7	61	35%	34%	691	691
two-bedroom	9	77	45%	43%	867	867
three-bedroom	1	15	5%	8%	1281	1281
TOTAL BMR Units	20	178	100%	100%	771	790
PARCEL TOTAL UNITS	178					
% BMR	11%					
TOTAL UNITS PHASE 1	1044					
TOTAL BMR UNITS PHASE 1	216					

Illustrative Phase 2 at Full Buildout						
Phase 2 % Affordable Units	**14.0%**					
Parcel 4	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	15	106	24%	24%	450	450
one-bedroom	32	231	52%	53%	703	703
two-bedroom	13	88	21%	20%	1149	1149
three-bedroom	2	15	3%	3%	1199	1199
TOTAL BMR Units	62	440	100%	100%	751	748
PARCEL TOTAL UNITS	440					
% BMR	14%					
Parcel 5	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	7	50	21%	20%	450	450
one-bedroom	16	127	47%	52%	764	764
two-bedroom	9	57	26%	23%	1030	1030
three-bedroom	2	12	6%	5%	1260	1260
TOTAL BMR Units	34	246	100%	100%	799	786
PARCEL TOTAL UNITS	246					
% BMR	14%					
TOTAL UNITS PHASE 2	686					
TOTAL BMR UNITS PHASE 2	96					

Phasing of BMR units	Phase 1 BMR Units	Phase 1 BMR %	Phase 2 BMR Units	Phase 2 BMR %	TOTAL
City BMR Ordinance Units*	168	16.1%	96	14.0%	15.3%
Commercial Linkage Fee Units* **	48	4.6%	0	0.0%	2.8%
TOTAL	**216**	**20.7%**	**96**	**14.0%**	**18.0%**

Comparison of low income inclusionary requirement to alternate mix proposed
(for illustrative purposes)
ATTACHMENT D.2 - ALTERNATIVE SCENARIO

Original (Per BMR ordinance requirement of 15% low income)

Unit Type	AMI (<80%)			Comparable Market Rents*	Affordable Rents**	Number Proposed units	Subsidy per unit	Total Subsidy
studio	LI			2,968	2,226	154	742	114,268
one-bedroom	LI			3,628	2,721	97	907	87,979
two-bedroom	LI			4,370	3,278	55	1,093	60,088
three-bedroom	LI			5,518	3,877	6	1,641	9,847
TOTAL						**312**		**272,182**
							avg/unit	872

Alternative Proposed

Unit Type	AMI Limit	AMI Category	Senior/ Inclusionary	Comparable Market Rents*	Affordable Rents**	Number Proposed units	Subsidy per unit	Total Subsidy
studio	30%	ELI	Senior	2,968	979	74	1,989	147,216
studio	50%	VLI	Senior	2,968	1,631	33	1,337	44,121
studio	50%	VLI	Inclusionary	2,968	1,631	2	1,337	2,674
studio	80%	LI	Inclusionary	2,968	2,226	14	742	10,388
studio	120%	MI	Inclusionary	2,968	2,226	31	742	23,002
one-bedroom	30%	ELI	Senior	3,628	1,049	8	2,579	20,634
one-bedroom	50%	VLI	Senior	3,628	1,748	4	1,880	7,520
one-bedroom	50%	VLI	Inclusionary	3,628	1,748	7	1,880	13,160
one-bedroom	80%	LI	Inclusionary	3,628	2,721	28	907	25,396
one-bedroom	120%	MI	Inclusionary	3,628	2,721	50	907	45,350
two-bedroom	50%	LI	Inclusionary	4,370	2,097	3	2,273	6,819
two-bedroom	80%	LI	Inclusionary	4,370	3,278	9	1,093	9,833
two-bedroom	120%	MI	Inclusionary	4,370	3,278	43	1,093	46,978
three-bedroom	50%	LI	Inclusionary	5,518	2,423	0	3,095	-
three-bedroom	80%	LI	Inclusionary	5,518	3,877	2	1,641	3,282
three-bedroom	120%	MI	Inclusionary	5,518	4,139	4	1,380	5,518
TOTAL						**312**		**411,890**
							avg/unit	1,320

ELI	82
VLI	49
LI	53
MI	128
	312

* Estimated market rents inc. utilities from KMA Housing Needs Assesment Dated April 2022, page 33

**San Mateo Rent Limits (HCD Published Limits 2022); inclusive of utilities

AMI level			studio	one	two	three
25%			816	874	1049	1212
30%			979	1049	1258	1454
50%			1631	1748	2097	2423
60%			1794	1923	2307	2665
80%			2610	2797	3355	3877
90%			2936	3146	3775	4361
100%			3262	3496	4194	4846
110%			3588	3846	4613	5331
120%			3914	4195	5033	5815

WILLOW VILLAGE SUMMARY BMR PROGRAM
Attachment C.3 - SECONDARY ALTERNATE SCENARIO

Program Breakdown	
Inclusionary Units	260
Total Units	**260**

Illustrative BMR Income Breakdown at Full Buildout - SECONDARY ALT		
Category	**AMI**	**# Units**
Low (Inclusionary)	80%	260
TOTAL BMR Units		**260**
TOTAL PROJECT UNITS	**1730**	
Affordable %	**15.0%**	
PROJECT WIDE Avg. Affordability	**80.0%**	
City of Menlo Park Required Affordability	**80.0%**	

Illustrative Phase 1 at Full Buildout

Phase 1 % Affordable Units **15.1%**

Parcel 7 (Market Rate)	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	15	108	71%	71%	466	466
one-bedroom	6	11	29%	29%	633	633
two-bedroom	0	1	0%	0%	929	929
three-bedroom						
TOTAL BMR Units	21	120	100%	100%	514	485
PARCEL TOTAL UNITS	120					
% BMR	18%					

Parcel 2	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	15	100	31%	31%	489	489
one-bedroom	16	113	33%	35%	650	650
two-bedroom	15	105	31%	32%	999	999
three-bedroom	2	9	4%	3%	1252	1252
TOTAL BMR Units	48	327	100%	100%	734	729
PARCEL TOTAL UNITS	327					
% BMR	15%					

Parcel 3	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	17	118	27%	28%	503	503
one-bedroom	25	170	40%	41%	723	723
two-bedroom	21	131	33%	31%	1078	1078
three-bedroom						
TOTAL BMR Units	63	419	100%	100%	782	772
PARCEL TOTAL UNITS	419					
% BMR	15%					

Parcel 6	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	4	25	15%	14%	500	500
one-bedroom	9	61	35%	34%	691	691
two-bedroom	11	77	42%	43%	867	867
three-bedroom	2	15	8%	8%	1281	1281
TOTAL BMR Units	26	178	100%	100%	782	790
PARCEL TOTAL UNITS	178					
% BMR	15%					

TOTAL UNITS PHASE 1	1044
TOTAL BMR UNITS PHASE 1	158

Illustrative Phase 2 at Full Buildout

Phase 2 % Affordable Units **14.9%**

Parcel 4	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	16	106	24%	24%	450	450
one-bedroom	35	231	53%	53%	703	703
two-bedroom	13	88	20%	20%	1149	1149
three-bedroom	2	15	3%	3%	1199	1199
TOTAL BMR Units	66	440	100%	100%	745	748
PARCEL TOTAL UNITS	440					
% BMR	15%					

Parcel 5	BMR Units	Total Units	BMR Unit Mix%	Parcel Total Unit Mix %	Avg. BMR Unit Size	Avg. Total Unit Size
studio	7	50	19%	20%	450	450
one-bedroom	19	127	53%	52%	764	764
two-bedroom	8	57	22%	23%	1030	1030
three-bedroom	2	12	6%	5%	1260	1260
TOTAL BMR Units	36	246	100%	100%	790	786
PARCEL TOTAL UNITS	246					
% BMR	15%					

TOTAL UNITS PHASE 2	686
TOTAL BMR UNITS PHASE 2	102

ATTACHMENT E - GREYSTAR MENLO PORTAL LOW INCOME EQUIVALENCY CALCULATION

Comparison of low income inclusionary requirement to alternative mix proposed by developer
Project: Menlo Portal - Scenario 1 and Alternative

Original (Per BMR ordinance requirement of 15% Low Income)

Unit size (e.g 1 bedroom)	AMI	Market Rents	Affordable rents	Number proposed units	Subsidy per unit	Total subsidy
Studio	LI	2975	*2231*	18	744	13392
1 BDRM	LI	3475	*2606*	21	869	18249
2 BDRM	LI	4250	3137	8	1113	8904
3 BDRM	LI	5000	3625	1	1375	1375
Total				**48**		**41920**

873.33 (AVG/UNIT)

NOTES:

Affordable rents based on 2020 San Mateo County Area Median Income

Affordable rent calculation assumes family size for each unit: Studio: 1 person; one-bedroom: 1.5 persons; two-bedroom: 3 persons; three-bedroom: 4.5 persons

Junior one bedrooms are included in the studio unit count

Maximum affordable rents were adjusted not to exceed 75% of market rent for unit size

Alternative Proposed

Unit size (e.g 1 bedroom)	AMI	Market Rents	Affordable rents	Number proposed units	Subsidy per unit	Total subsidy
Studio	VLI	2975	1522	3	1453	4359
Studio	LI	2975	*2231*	10	744	7440
Studio	MI	2975	*2231*	5	744	3720
1 BDRM	VLI	3475	1631	0	1844	0
1 BDRM	LI	3475	*2606*	4	869	3476
1 BDRM	MI	3475	*2606*	17	869	14773
2 BDRM	VLI	4250	1957	0	2293	0
2 BDRM	LI	4250	3137	0	1113	0
2 BDRM	MI	4250	*3187*	8	1063	8504
3 BDRM	MI	5000	*3750*	1	1250	1250
Total				**48**		**43522**

906.71 (AVG/UNIT)

EXHIBIT F

WILLOW VILLAGE COMMUNITY AMENITIES
TIMING PROVISIONS

Building Related Amenities	Timing/Milestones/Valuations
1. Elevated Park/MCS	1. First Vertical Improvements to be constructed
2. Grocery Store and Rent Subsidies	2. Grocery store located in RS2 (first residential building); final COO for Grocery Store tenant improvements to be issued within 12 months after final COO for RS2, but, if a temporary COO has been issued, no later than 16 months from the issuance of a temporary COO for RS2
Offsite Amenity	
1. Affordable Housing Contribution	1. Total contribution of $5 Million to City, with an initial payment of $2 Million upon issuance of first building permit for vertical construction and three subsequent payments of $1 Million on the anniversary of such issuance
2. Air Quality and Noise Monitoring Equipment Funding	2. Prior to issuance of the first demolition permit
3. Willow Road Feasibility Study funding or for other use as determined by City	3. $100,000 prior to issuance of first building permit for vertical construction
4. Funding for Job Training Programs	4. Ongoing funding of $8,304,907 total for: a) Year-up and Hub from February 2022-December 2024 b) Job Train from January 2022- December 2023
5. Teacher Housing Rent Subsidies	5. Ongoing funding of $1,745,319 total for February 2022- March 2024
Vertical Buildout Amenities	
1. Bayfront Shuttle	1. Bayfront Shuttle to be operational no later than the completion of the Elevated Park

Building Related Amenities	Timing/Milestones/Valuations
2. Bank/Credit Union	2. Complete Construction and secure final COO within 12 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3
3. First Phase Dining (9,000 SF of restaurants/cafes)	3. Complete Construction and secure final COO within 9 months after final COO for RS3, but, if a temporary COO has been issued, no later than 13 months after the issuance of a temporary COO for RS3
4. Second Phase Dining (2nd 9,000 SF of restaurants/cafes)	4. Complete Construction and secure final COO within 18 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3
5. First Phase Community Entertainment (12,500 SF of Community Entertainment)	5. Complete Construction and secure final COO within 18 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3
6. Second Phase Community Entertainment (2nd 12,500 SF of Community Entertainment)	6. Complete Construction and secure final COO within 24 months after final COO for RS3, but, if a temporary COO has been issued, no later than 28 months after the issuance of a temporary COO for RS3

Building Related Amenities	Timing/Milestones/Valuations
7. Pharmacy Services	7. Timing is dependent on location; Complete Construction and secure final COO: a) if within Willow Hamilton retail center, then 12 months after completion of the Elevated Park elevator tower at the Hamilton center; b) if within Willow Village in RS3, then within 12 months after final COO for RS3, but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3; or c) if within Willow Village in Office Building O2 Retail (east side of Main), then within 12 months after later of (i) final COO for RS3 to correspond with retail on the west side of Main (but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for RS3) or (ii) final COO for O2 (but, if a temporary COO has been issued, no later than 22 months after the issuance of a temporary COO for O2)
Publicly Accessible Open Space Amenities	
2. Town Square Open Space	2. Complete Construction of Town Square improvements east of West Street, up to O4, within 12 months after completion of Town Square garage structural podium regardless of hotel status; commence construction of remainder within 6 months after final COO for hotel and complete within 18 months after final COO for hotel; maintain improvements following completion.
2. Elevated Park	5. Commence construction after issuance of first building permit for Elevated Park, and diligently prosecute to Completion of Construction
3. Excess Publicly Accessible Open Space	6. Construct concurrent with Completion of Construction of Elevated Park

Selected Net Fiscal Impact Findings for the Project at Buildout

All figures in 2022 dollars

Proposed Project	City of Menlo Park	Menlo Park Fire Protection District	Sequoia Union High School District	Ravenswood City Elementary District
Annual Impacts				
New Revenues	$5,886,035	$4,140,146	$4,625,485	$11,434,783
New Expenditures	($4,344,263)	($2,599,498)	($4,280,419)	($6,723,236)
Net Fiscal Impact	**$1,541,772**	**$1,540,649**	**$345,067**	**$4,711,548**
Increased Residential Density Variant				
Annual Impacts				
New Revenues	$6,103,025	$4,317,786	$4,829,316	$11,931,663
New Expenditures	($4,712,994)	($2,820,137)	($4,812,148)	($7,553,819)
Net Fiscal Impact	**$1,390,031**	**$1,497,649**	**$17,169**	**$4,377,844**

See report for explanation of Project, methodology, and limiting conditions.

Source: BAE, 2022.

Amah Mutsun Tribal Band of Mission San Juan Bautista

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We shared this with our Tribal Council and Elders.

Basically, everything is focused on the Tamien recs which are really seem to want no study to try to understand Bay Area Native American history!

Remember:

Tribal consultation is to continue until mitigation measures are agreed to or either the tribe or the lead agency concludes in good faith that an agreement cannot be reached. In the case of an agreement, the lead agency is required to include the mitigation measures in the environmental document along with the related Mitigation Monitoring and Reporting Program (MMRP). If no agreement is reached, the lead agency must still impose all feasible mitigation measures necessary for a project to avoid or minimize significant adverse impacts on tribal cultural resources (PRC Section 21084.3.

The ethnographic work attempts to look very scholarly but only provides information on the Tamien with a few minor references to the other consulting tribes - what it is an interview with Quirina with her opinions and pretty much disrespects the other tribes. The document focuses on the Tamien and excludes the important tribal histories of the Amah Mutsun and the Muwekma - both of whom have really been working on their place in the Bay Area for many many years. As you are aware, the Tamien have done minimal research on their past compared to the other consulting tribes who have a very long record regarding Native American concerns and substantial efforts for recognition. Basically, the ethnography is centered on the Tamien to the almost total exclusion of the other two tribes who were not consulted or interviewed.

These are our concerns:

Ethnography is very biased and one sided and appears to only consist of an oral interview with Qurina with little concern for other tribal groups. No other groups were offered the chance for an oral interview. Not really a scholarly review but uses general

sources but really emphasizes the current Tamien practices. The two other consulting tribes with a documented extensive history in the Bay Area and efforts to understand their history have been relegated to a very minor role and almost totally ignored and disrespected. Both tribes have participated in archaeological projects for years with an aim of obtaining and understanding their tribal histories. The ethnographic section is unacceptable to the Amah Mutsun and should be totally re-written to include and summarize the Amah Mutsun and Muwekma tribal histories and viewpoints or discarded for a simple overview of the tribes prior to and during early Euro American contact. This could be followed with a few paras on the three consulting tribes - this may sound a bit harsh, but it provides some background on the history as developed by archaeologists and ethnographers and then provide some information on the current Native American tribes.

Bottom line - current section is inadequate and really only focuses on one consulting tribe to the detriment of the other consulting tribes. It should be re-written by a neutral outside ethnographer who considers the histories of all three consulting tribes. We have been working on this project with you for years and Michelle Zimmer of the Amah Mutsun Tribal Band is the MLD for this project. Her recommendations on discovered burials and other Cultural affects are the final ones that are to be considered especially when it comes to testing and discovery of the affects and burials. We recommend that this needs to not offend the Amah Mutsun Tribal Band or the Muwekma Tribes or any other Native American.

Sincerely,

Irenne Zwierlein

Irenne Zwierlein

Tribal Chairwoman and Chief of the

Amah Mutsun Tribal Band of Mission San Juan Bautista

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650-851-7489

Master Response 2: Reduced Parking and Vehicle Miles Traveled

Some commenters asked whether reducing the amount of available parking or increasing the cost of parking would reduce vehicle miles traveled (VMT). The question is whether the scarcity of parking and/or higher cost of parking would encourage forms of transportation other than low-occupancy personal vehicles, thereby further reducing the Proposed Project's parking demand, and whether that could further reduce the Proposed Project's significant VMT impact. The purpose of alternatives and mitigation measures is to reduce the impacts of a project. Therefore, this master response addresses the potential for reduced parking to be an alternative and, for the sake of thoroughness, a potential mitigation measure. After careful consideration of the question and review of information about the effects of parking on VMT, and how that could apply to the Proposed Project, the City has concluded that reduced parking would not avoid or substantially lessen the EIR's identified significant VMT impact. Therefore, such parking items would not qualify as either a mitigation measure or an alternative under CEQA. This response contains a detailed explanation of that conclusion as well as consideration of reduced parking as a mitigation measure and as an alternative.

The Proposed Project, with a parking supply that would be below typical parking demand, proposes programs to achieve VMT reductions that meet City and State of California (State) standards. The Proposed Project's transportation demand management (TDM) programs would meet the requirements of the City Zoning Ordinance for both the Campus District as well as the Town Square and Residential/Shopping Districts, subject to modifications to the City's application of its TDM requirement to calculate the trip reduction from gross trips instead of net trips (which account for any trip reductions based on a project's proximity to complementary land uses, alternative transportation facilities, as well as reductions based on a project's mixed-use characteristics).

The Proposed Project would provide the lowest amount of parking that would adequately serve the intensity and mix of land uses within the Project Site. A key factor in minimizing the parking supply is the use of shared parking to accommodate retail, hotel, residential visitor, and office visitor parking. In addition, residential parking for the proposed 1,730 units would be unbundled, per the requirements of the City Zoning Ordinance. Any further reduction in parking supply could adversely affect the economic viability of the Proposed Project and cause spill-over parking effects on adjacent residents and commercial development while providing negligible benefits in terms of vehicle trip and VMT reductions. Further reductions in the Proposed Project's parking supply could lead to an increase in vehicles trips if residents, retail customers, visitors, and workers turn to ride hailing to make their trips to the site. The reasons for these conclusions are discussed below.

Proposed Parking Supply and Parking Management

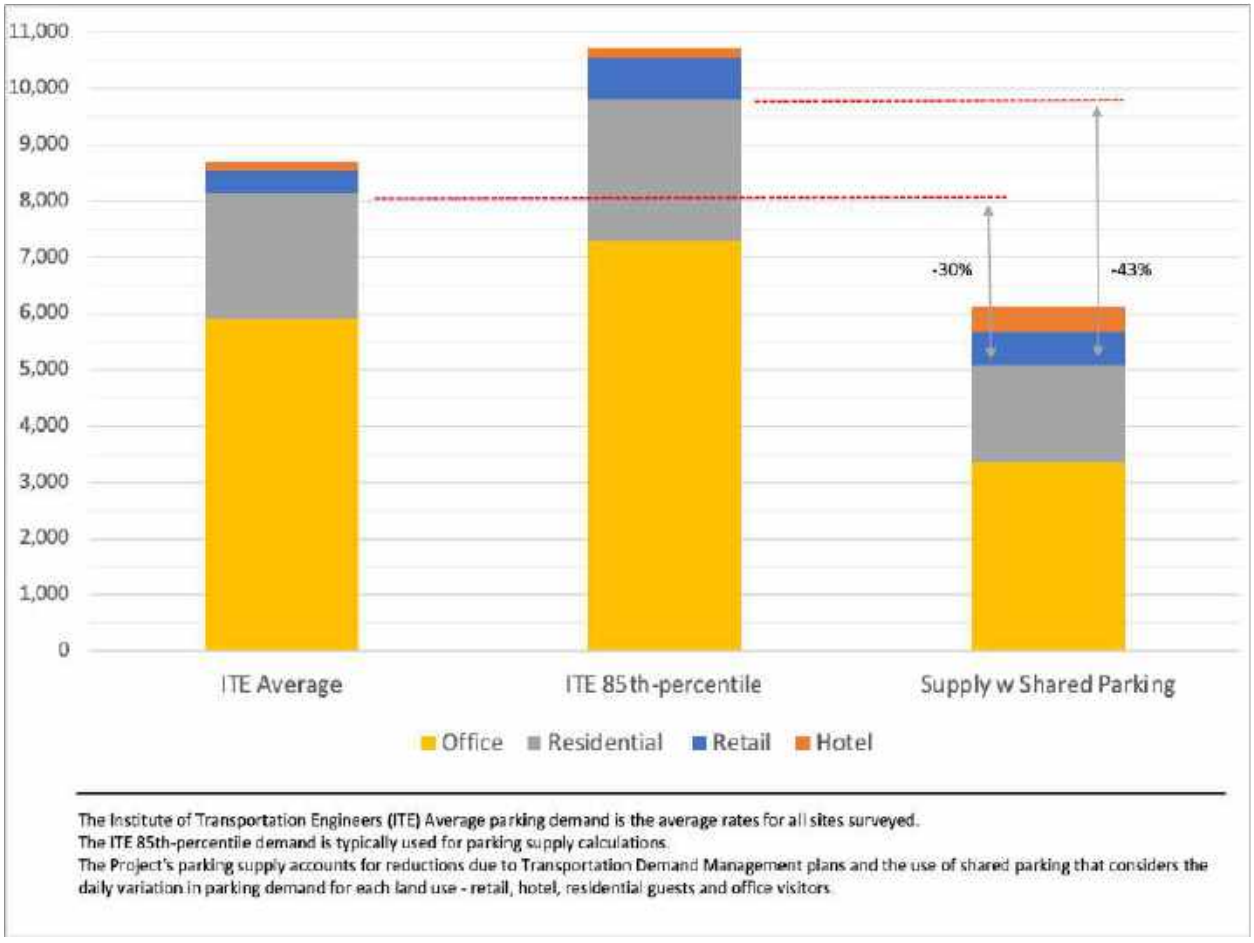
The Proposed Project's parking supply would be 55 percent below the recommended parking levels for office development and 34 percent below the recommended parking levels for multi-family residential published in the Institute of Transportation Engineers (ITE) *Parking Generation Manual*. In addition, retail parking would be shared with other uses, thereby reducing the number of retail parking spaces that would otherwise be needed.

The proposed number of parking spaces for residential and retail uses is set at, or near, the minimum standards provided in the Menlo Park Municipal Code. Residential parking is currently planned to be provided at 0.98 space per unit (including both non-age-restricted and senior units). The Proposed Project is seeking an adjustment to allow parking for the senior units at less than the code minimum. The total supply of residential parking would be 1,694 spaces. The retail and hotel parking would be

provided at the code minimums of 2.5 spaces per 1,000 square feet and 0.75 space per guest room, respectively. Office parking supply would be provided at 2.28 spaces per 1,000 square feet, which is only slightly above the minimum municipal code requirement of 2.0 spaces per 1,000 square feet for office and below the City's maximum permitted parking standard for office parking of 3.0 spaces per 1,000 square feet. The office parking supply rate was based on parking occupancy data collected at the Meta Classic and Bayfront campuses. The measured rate reflects existing parking demand, which accounts for the aggressive TDM programs offered by Meta to its workers. Due to design factors, the proposed office workers' parking supply was reduced by approximately 100 spaces from the calculated demand, requiring that Meta's Campus District TDM program further improve performance. In total, the Proposed Project would include 3,369 parking spaces for office workers and 1,077 shared parking spaces. Note that office visitors would be part of the shared parking but still subject to the office trip cap.

The parking management strategy for retail customers, hotel guests, office visitors, and residential visitors relies on a shared parking supply, which accounts for time-of-day variations in each land use's parking demand. Figure 1 demonstrates the difference in the Proposed Project's peak parking demand with the use of shared parking compared to ITE's parking demand for each individual land use. By using shared parking, the parking supply proposed would be 30 percent below the average parking demand and 43 percent below the 85th percentile parking demand if parking is not shared. The 85th percentile demand is typically used to determine the parking supply for a project.

Figure 1: ITE Parking Demand Compared to Shared Parking Demand



Shared parking takes advantage of the fact that the peak parking demands for different land uses occur at different times of the day. Therefore, the number of spaces required by each land use varies throughout the day. The majority of the shared parking spaces would be available to anyone entering the parking structure, but a small number of spaces would be reserved for the hotel in the proposed Town Square near the hotel entry and for valet parking.

The proposed reduced parking supply and shared parking strategy would support the Proposed Project's multi-faceted TDM program (Mitigation Measure TRA-2) and achieve trip reductions that would meet the State's VMT reduction targets and comply with the TDM requirements of the City Zoning Ordinance. Monitoring of Mitigation Measure TRA-2 would ensure that trip reduction strategies would be effective and reach the trip reduction required for residential uses to reduce the significant VMT impact. The TDM program is designed to contain TDM measures, such as increased pricing for the required unbundled residential parking (i.e., parking spaces sold or leased separately from the residential unit) and provisions for other transportation options (e.g., bike, pedestrian, and transit), that complement each other and ensure that VMT reductions will be sustained. Increasing the cost of parking on its own might, for example, shift trips to Transportation Network Companies (TNCs) and increase VMT. The TDM plan could change over time and could include increasing the cost of unbundled parking, with the requirement ultimately being that the Project Sponsor reach the trip reduction goal specified in Mitigation Measure TRA-2.

It has been suggested that an additional reduction in the amount of parking might help to further reduce VMT. The following sections assess the feasibility of further parking reductions and the potential to further reduce VMT, as well as related air quality emissions, by further limiting the amount of parking at the individual Proposed Project land uses.

Significant Impacts Related to VMT

For both alternatives and mitigation measures, there is a connection to significant impacts identified in the EIR. The key function of alternatives is to avoid or substantially lessen any significant effect of a project (CEQA Guidelines Section 15126.6[a]). Mitigation measures are required only for impacts identified as significant (CEQA Guidelines Section 15126.4[a][1]) and are aimed at avoiding or minimizing impacts (CEQA Guidelines Section 15370). Significant impacts related to VMT include the VMT impact itself as well as any significant air quality or greenhouse gas (GHG) emissions impact that is tied to VMT, as explained below.

As explained on page 3.3-35 of the Draft EIR, the City of Menlo Park VMT guidelines require each component of a mixed-use project to be analyzed against the appropriate significance threshold. The Proposed Project involves office, residential, hotel, and retail land uses. The significance thresholds applied in the EIR are:

- An office project is considered to have a significant impact on VMT if its VMT exceeds a threshold of 15 percent below the regional average for VMT per employee.
- A residential project is considered to have a significant impact on VMT if its VMT exceeds a threshold of 15 percent below the regional average for VMT per capita.
- Hotel and retail projects are considered to have a significant impact on VMT if they result in a net increase in total city VMT.

As explained on pages 3.3-36 through 3.3-38 of the Draft EIR, VMT associated with office land uses would be below the significance threshold. In addition, the Draft EIR concludes, on page 3.3-40, that the proposed hotel component of the Proposed Project would not increase VMT and would have a less-than-significant impact on VMT. The Draft EIR also concludes, on page 3.3-44, that retail and event VMT impacts would be less than significant.

The Proposed Project's residential land uses would result in a significant VMT impact. However, this impact would be reduced to a less-than-significant level through implementation of Mitigation Measure TRA-2. This mitigation measure requires implementation of a TDM plan, which would be subject to City review and approval.

The proposed TDM plan for the Residential/Shopping and Town Square Districts includes measures related to parking, such as the following:

- **Shared Parking**: Provision of a shared pool of parking for the mixed-use development. Retail, hotel, office, and residential guests would share a pool of parking.
- **Unbundled Residential Parking/Limited Parking Supply**: Unbundled parking, which separates the sale or lease of a vehicular parking space from the sale or lease of living units, would be provided for all residential units.[1] This could provide up to a 20 percent reduction in VMT from residential uses. Note that this is also required by Menlo Park Municipal Code Section 16.45.080(1).
- **Metered On-street Parking**: On-street parking would be priced. This measure would require coordination and approval from the City of Menlo Park. This could provide a reduction in VMT from residential uses.

Although this impact would be mitigated to a less than significant level, a reduced parking alternative or mitigation measure could meet CEQA requirements if it were to address the significant pre-mitigation VMT impact from residential land uses. VMT also contributes to significant air quality and GHG impacts. For GHG emissions, operation of the Proposed Project was found to have a significant effect on the environment stemming from operational mobile GHG emissions (Draft EIR page 3.6-29). In addition, operational impacts were found to be significant because the residential land use would not meet the City's adopted VMT threshold. As explained on pages 3.4-35 through 3.4-37, the only criteria air pollutant for which there was a significant impact with Project operation was reactive organic gases (ROGs), most of which are the result of the use of consumer projects. Operational impacts also contribute to yearly emissions when combined with overlapping construction emissions, since parts of the project would be operational while construction is ongoing. As shown on page 3.4-38 of the Draft EIR, average daily construction emissions plus operational emissions of criteria air pollutants would be significant with respect to ROG for buildout and construction years 5 and 6 as more operational uses take place. For nitrogen oxides (NO_X), the only significant impact is from unmitigated average daily construction emissions plus operational emissions in Year 3. For the reduction of parking to meet CEQA alternative or mitigation requirements for air quality and GHG, it would have to address the significant impacts associated with those impacts.

[1] The Draft EIR indicated that unbundled residential parking would be for market-rate units. The Draft EIR has been revised to specify that unbundled residential parking would be provided for all residential units, as shown in Chapter 4 of the Final EIR.

VMT and Parking Supply Management

The concept of reducing the supply of parking is a supply-side parking management strategy that can influence the demand for parking. A reduction in available parking has a spectrum of effectiveness in reducing VMT, but the reduction also depends on other factors. The California Air Pollution Control Officers Association (CAPCOA) estimates that limiting parking supply below typical suburban standards can reduce VMT by about 5 to 12.5 percent, assuming no other TDM measures are in effect (TDM measures are not purely additive; at a certain point, adding more measures does not further reduce trips). The reduction in parking also involves eliminating or further reducing minimum parking requirements, creating maximum parking requirements, and providing shared parking.[2] That is, CAPCOA sees this strategy as part of a broader effort. Notably, CAPCOA states that a reduction in VMT can be counted only if spillover parking is controlled (i.e., parking that occurs nearby when parking becomes constrained at the destination) by using residential permits and on-street market-rate parking (metered parking).[3] The effectiveness of parking reduction also depends on a number of factors, such as the urbanization of a project area and the area around it, transit service, and bicycle and pedestrian networks.[4] Essentially, reducing the number of vehicle trips by restricting the parking supply requires other modes of travel to be present to facilitate transportation needs and replace the trips taken by personal vehicles. In addition, other parking cannot be readily available nearby.

The potential for spillover parking from the Proposed Project exists because adjacent neighborhoods generally do not have controlled parking through permits, time-limited parking, or on-street market-rate parking. In addition, the Project Site is not particularly well served by transit, as demonstrated in Figure 3.3-2 of the Draft EIR. The figure shows that only an express route, a school-day-only route, and Meta shuttles serve the Project Site. In addition, the City of Menlo Park operates a free shuttle service that links Caltrain to the vicinity of the Project Site through its routes M1 (stop at Ivy Drive and Willow Road) and M4 (stop at O'Brien Drive and Casey Court).[5] Such shuttle service would need to be modified to better serve the Project Site.

The Transportation Research Board (TRB) evaluated how travelers change their behavior in reaction to changes in parking supply, finding that many variables are involved. In addition to some of the factors named in the CAPCOA document, the TRB explains that work commuters are less able to change their trip destinations than shoppers, who can easily shop elsewhere. Work commuters generally cannot change their trip destination, at least in the short term. In addition, if lack of parking dissuades residents from owning cars or single-occupancy vehicles from visiting the site, TNCs (e.g., Uber, Lyft) may be used to get to the site, eliminating any potential reductions in Project-related VMT and potentially increasing VMT if the TNC vehicle is empty when en route to pick up or after dropping off a passenger.

In summary, precise changes in traveler behavior in response to constrained parking alone are difficult to predict. They involve numerous external variables (e.g., availability of alternate travel options and alternate destinations) as well as personal preference (e.g., willingness to seek out alternative travel options and alternate destinations). In addition to changes in traveler behavior, businesses may move to locations where

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[2] CAPCOA. 2010. Quantifying Greenhouse Gas Mitigation Measures: A Resource for Local Government to Assess Emission Reductions from Greenhouse Gas Mitigation Measures. http://www.capcoa.org/wp-content/uploads/2010/11/CAPCOA-Quantification-Report-9-14-Final.pdf. Accessed September 24, 2022.

[3] CAPCOA. Quantifying Greenhouse Gas Mitigation Measures: A Resource for Local Government to Assess Emission Reductions from Greenhouse Gas Mitigation Measures.

[4] *Id.*

[5] City of Menlo Park. 2022. Menlo Park Shuttle System Map, effective August 1, 2022.

shoppers can better access the businesses if parking is constrained. It is not yet known what specific retailers would be present on the Project Site. If retailers at the Project Site are the same as those found elsewhere or sell similar products as other nearby stores with better parking, there is a risk of displaced trips if patrons go to other locations in response to constrained parking at the Project Site. The TRB ultimately concludes that parking restrictions alone are generally not effective at reducing VMT. Parking restrictions must occur in combination with other acceptable options for transportation in order to be effective.[6]

On the whole, the available information about how reducing parking supply influences traveler behavior and VMT indicates that reducing parking alone does not definitively reduce VMT. In addition, the responses to reduced parking depend on several variables. The TRB concludes that the long-term effectiveness of managing parking through supply-side efforts is related to how unique or attractive the destination is, whether there are alternatives that make access better or worse, and how easily travelers and businesses at the destination can go elsewhere.[7]

None of the TRB factors that could facilitate demand reduction are present in the Proposed Project:

- **Ease of Changing the Trip Destination.** Residents and employees whose homes and jobs are located at the Project Site cannot shift to an alternative home or work location without leaving the Project Site's homes unoccupied or the office jobs unfilled. Shifting retail and hotel customers to other locations would adversely affect the viability of those businesses at the Project Site and, depending on the locations of those alternates, could increase rather than reduce VMT.
- **Availability of Nearby Parking.** Spillover parking, as described above, would result in greater inconveniences for neighbors of the Proposed Project and could displace current users of on-street parking to more distant locations or cause additional driving to look for scarce parking, thereby increasing VMT.
- **Availability of Alternative Modes over Time.** Given the existing limited ways to travel to the Project Site, travelers lack an incentive to make substantial changes in travel mode. In addition, they could chose to use TNCs, which could eliminate any reductions in VMT and increase VMT, as described above.

The Proposed Project and the Project area do not have the characteristics needed for reduced parking to result in additional reductions in VMT beyond the reductions already accounted for through design of the Project to minimize the provided parking, enhanced further by the TDM plans for the Proposed Project. Therefore, a further reduction in parking at the Project Site could have adverse consequences and possibly generate additional significant environmental effects without further reducing VMT.

Reduced Residential Parking Mitigation Measure

Further reducing residential parking would be an additional TDM measure (additional VMT mitigation measure) but is not required to be imposed unless a significant impact is identified in the EIR related to VMT and this TDM measure would avoid or substantially lessen any significant effect of a project (CEQA Guidelines Section 15126.4[a][1]). CEQA Guidelines Section 15126.4(a)(1)(B) states that

[6] TRB. 2004. Traveler Response to Transportation System Changes Handbook, Third Edition: Chapter 18, Parking Management and Supply. https://nap.nationalacademies.org/catalog/23383/traveler-response-to-transportation-system-changes-handbook-third-edition-chapter-18-parking-management-and-supply.

[7] *Id.*

"[w]here several measures are available to mitigate an impact, each should be discussed and the basis for selecting a particular measure should be identified." As discussed above, the EIR did not identify a significant impact related to VMT after implementation of the proposed TDM plan. Without mitigation, the Proposed Project would have less-than-significant VMT impacts for all but residential uses. Additional residential parking reductions would not be likely to reduce VMT for the reasons explained above and therefore are not included as mitigation.

Menlo Park has standards for both the minimum and maximum number of parking spaces. In residential districts, the minimum required number of spaces is one per unit, while the maximum number is 1.5 spaces per unit (Menlo Park Municipal Code Section 16.45.808). As of December 2021, the Proposed Project included a total of 1,694 residential parking spaces.[8] The Project applicant has requested an adjustment to provide parking for senior units at a rate of 0.5 space per unit, which accounts for 60 of the 1,694 parking spaces. In total, the parking ratio for residential units would be 0.98 space per unit, which is below the City's minimum parking requirement for the R-MU zoning district, thereby requiring a modification through the Conditional Development Permit (CDP).

Of the total residential spaces, 1,634 spaces are proposed for 1,610 non-age-restricted units, which represents a parking ratio of 1.01 spaces per unit, barely above the minimum of one space per unit. Bringing the parking ratio for non-age-restricted units down to one space per unit (i.e., the minimum allowed under the Menlo Park Municipal Code) for this type of housing unit would reduce overall parking by only 24 spaces. However, that would also reduce the overall parking ratio for residential to 0.97 space per unit, which is further below the City's minimum residential parking requirements. Although the overall parking ratio would be slightly lowered by the additional reduction in parking, the removal of only 24 spaces from 1,694 spaces would be a relatively minor reduction that would be unlikely to change driver behavior enough to affect VMT. More important, as described above, the current alternative forms of transportation to and from the Project Site would be unlikely to motivate travelers to change their behavior in a way that would reduce VMT. Given the site conditions and the low potential reduction in the number of spaces (i.e., only 24 spaces), it would be speculative at best to conclude that such a mitigation measure would avoid or substantially reduce VMT associated with residential uses. It is more likely that the reduction would not influence VMT. For the same reason, it cannot be concluded that parking reductions would substantially reduce GHG emissions associated with VMT from residential land uses. In addition, the analysis in the Draft EIR found that there would be no significant GHG impacts with implementation of Mitigation Measure TRA-2, which would reduce the cumulatively considerable impacts associated with VMT from residential land uses to less than cumulatively considerable. As explained on page 3.6-35 of the Draft EIR, Mitigation Measure TRA-2 would reduce residential VMT, ensuring that the Proposed Project's operational VMT would achieve the City's VMT threshold, which is also the GHG threshold for mobile sources.

Mitigation Measure TRA-2 was chosen over a reduced parking measure to address the potentially significant GHG impact associated with VMT from residential uses for several reasons. First, residential parking for the Proposed Project is already below the minimum required in the Menlo Park Municipal Code. Second, Mitigation Measure TRA-2 would be more effective than a measure that reduces residential parking. As explained above, it is uncertain and speculative as to whether a measure for

[8] Note that site plans submitted in August 2022 propose fewer overall parking spaces. As noted in those plans and in the plans appended to the Draft EIR, "Parking depicted is illustrative and may be subject to change but will remain compliant with Parking Requirements per Zoning and CDP Standards." Therefore, the EIR analysis still relies on the greater number of spaces proposed in the December 2021 plan set because it is more conservative.

reducing parking would have any effect on VMT. Therefore, Mitigation Measure TRA-2 was chosen over a reduced residential parking measure to mitigate GHG impacts associated with residential VMT. Because Mitigation Measure TRA-2 already mitigates that impact to a less than significant level, no additional mitigation is needed.

In conclusion, this mitigation measure would not meet the requirements of CEQA to substantially reduce or avoid a significant impact of the Proposed Project and would not provide an adequate substitute for the measures already proposed in the TDM plan.

Reduced Non-Residential Parking Mitigation Measure

Although the significant VMT impact and GHG impact are associated with residential VMT, the combustion of fuel in general associated with VMT from non-residential parking would result in emissions of ROG and NO_X (see Draft EIR Table 3.4-9). Therefore, this master response contains a discussion of the potential for reduced parking associated with non-residential land uses to reduce associated operational emissions of criteria air pollutants. The minimum and maximum parking standards for non-residential uses are shown in Table MR2-1.

Table MR2-1. Minimum and Maximum Parking Standards for Non-Residential Land Uses – Ratios

	Minimum Parking Standards		Maximum Parking Standards	
Land Use	**Municipal Code**	**CDP Standard**	**CDP Standard**	**Municipal Code**
Office	2 spaces per 1,000 sf	2 spaces per 1,000 sf	2.3 spaces per 1,000 sf	3 spaces per 1,000 sf
Retail	2.5 spaces per 1,000 sf	NA[a]	NA[a]	3.3 spaces per 1,000 sf
Hotel	0.75 space per room	NA[a]	NA[a]	1.1 spaces per room

a. There are no CDP standards for hotel and retail use because they are included in the shared parking supply. The shared parking supply serves hotel guests, retail customers, office visitors, residential visitors, and other non-residential uses.

Table MR2-2 shows the number of parking spaces required for the Proposed Project's non-residential uses, based on the Menlo Park Municipal Code and CDP standards.

Table MR2-2. Minimum and Maximum Parking Standards for Non-Residential Land Uses – Spaces

	Minimum Parking Standards		Maximum Parking Standards	
Land Use	**Municipal Code**	**CDP Standard**	**CDP Standard**	**Municipal Code**
Office (1,600,00 sf)	3,200	3,200	3,680	4,800
Retail (200,000 sf)	500	NA[a]	NA[a]	660
Hotel (193 rooms)	145	NA[a]	NA[a]	212

a. There are no CDP standards for hotel and retail use because they are included in the shared parking supply. The shared parking supply serves hotel guests, retail customers, office visitors, residential visitors, and retail/hotel employees.

The illustrative parking program (Master Plan Set – G4.01) shows that the Proposed Project is proposing 3,369 parking spaces for office workers and 1,077 shared parking spaces, for a total of 4,446 spaces. The shared parking supply would serve hotel guests, retail customers, office visitors, retail/hotel employees, and residential guests. Office space parking provides only 169 spaces above the Menlo Park Municipal

Code and CDP minimum parking standards. Comparing the shared parking to the combined parking standards for retail and hotel, there is a surplus of 432 spaces. However, the total office parking demand for workers and visitors would be 3,662 spaces. The peak shared parking demand is estimated to be 980 vehicles.[9] Although it might be feasible to make a small reduction in the parking supply, such a reduction would not perceptibly reduce VMT and associated air emissions for similar reasons as described for residential parking, and because of the level of projected demand for non-residential parking.

If a reduction in parking reduced VMT by the same percentage as the parking reduction (which, for the reasons discussed above, it would not), a further reduction in parking would result in a reduction in criteria air pollutant emissions. Similar to residential parking, however, reducing vehicle trips through restricting parking spaces requires that other modes of travel be present to facilitate transportation needs and replace trips taken by personal vehicles. The site conditions are not conducive to travelers changing their behavior in a way that would reduce VMT, particularly for non-residential travelers who access the site for work and shopping. Workers may find other nearby places to park, thereby generating impacts on adjoining residential neighborhoods, or they may use a TNC, which could increase VMT. In addition, shoppers may find other stores with more parking to patronize, even if the stores are farther away and increase VMT. Therefore, it would be speculative to conclude that reducing non-residential parking could substantially reduce the significant criteria air pollutants of the Proposed Project. A reduction in non-residential parking as a mitigation measure therefore would not meet the requirements of CEQA to substantially reduce or avoid a significant impact of the Proposed Project.

A discussion specific to criteria pollutants for which there are significant impacts identified in the EIR is provided below.

For the reduction in parking to meet CEQA mitigation requirements for air quality emissions, it would have to substantially reduce or avoid the significant impacts associated with the significant emissions impacts identified in the EIR. As explained on pages 3.4-35 through 3.4-37 of the Draft EIR, the only criteria air pollutant for which the Proposed Project would have a significant impact is operational ROG, most of which is the result of the use of consumer products. As shown on page 3.4-38 of the Draft EIR, the impact occurs during construction years 5 and 6, when average daily construction emissions plus operational emissions of ROG would be significant. Specifically, ROG emissions associated with consumer products would total 68 pounds per day, and ROG emissions associated with residential VMT would total approximately 16 pounds per day.[10] As explained on pages 3.4-38 and 3.4-39 of the Draft EIR, Mitigation Measures AQ-1.1 and AQ-1.2, as well as General Plan and M-2 Area Zoning Update (ConnectMenlo) Mitigation Measure AQ-2b2, would be implemented to reduce average daily construction emissions plus operational emissions. These mitigation measures would reduce the impact associated with ROG emissions but not to a less-than-significant level; the Draft EIR concludes that the impact would be significant and unavoidable in part because the City cannot control future Project users' choice of consumer products such as hair spray and deodorant. For the reasons explained above, reducing parking is unlikely to reduce VMT and thus would have little if any effect on ROG emissions and no effect on ROG emissions associated with consumer products. Even if it would reduce emissions, it would not reduce the impact to a less than significant level.

For NO_X, the only significant impact is from unmitigated average daily construction emissions plus operational emissions in Year 3. This exceedance would be driven primarily by diesel emissions. For comparison, the highest net unmitigated NO_X daily construction emissions would be twice as high as net

[9] Fehr & Peers. 2022. Relationship Between Parking Supply and Vehicle Miles Traveled.

[10] This summary does not include ROG reductions associated with anticipated future electric vehicle use associated with the extra onsite electric vehicle chargers.

unmitigated daily operational emissions (see Draft EIR Tables 3.4-7 and 3.4-10). This exceedance would be addressed through Mitigation Measure AQ-1.1, which requires use of construction equipment with mainly Tier 4 final engines, which reduce NO_X emissions. As noted above, a reduction in parking would not necessarily result in a VMT reduction. It follows that it would be just as speculative to conclude that such a measure would reduce NO_X emissions associated with VMT, in particular because most NOx emissions are construction-generated. Even with a parking reduction measure, the impact would not be reduced to a less-than-significant level. The existing proposed mitigation measure would still be required to reduce NO_x to less than significant and reduce ROG to the extent feasible. Therefore, the EIR selects the NO_x and ROG measures mentioned above, and a parking-reducing measure need not be included in the EIR to reduce these impacts.

Reduced Parking Alternatives

For alternatives, CEQA requires an evaluation of alternatives that "would feasibly attain most of the basic objectives of the project but would avoid or substantially lessen any of the significant effects of the project" (CEQA Guidelines Section 15126.6[a]). In terms of feasibility, the CEQA Guidelines also specify that an alternative must be potentially feasible (CEQA Guidelines Section 15126.6[a]).

Reduced Residential Parking Alternative

Residential VMT is the driver behind the significance determination of the significant VMT impact and the significant GHG impact described above. In addition, the significant air quality impact is, in part, linked to vehicle travel. Therefore, this master response evaluates a project alternative that is the same as the Proposed Project but has reduced residential parking to determine if it would reduce residential VMT or reduce emissions of NO_X or ROG. As described previously in this master response for a reduced residential parking mitigation measure, reducing the Proposed Project parking ratio for non-age-restricted units down to one space per unit would reduce overall parking by only 24 spaces and reduce the overall parking ratio for residential uses to 0.97 space per unit. This would be even further below the City's minimum parking requirement than the Proposed Project contains. Therefore, there are questions as to the feasibility of such an alternative. However, presuming this alternative is potentially feasible and that it would meet most of the basic Project objectives, this analysis focuses on the potential for a reduced parking alternative to avoid or substantially lessen any of the significant VMT-related effects of the Proposed Project. As described for the reduced residential parking mitigation measure, the removal of only 24 spaces from the 1,694 spaces is a relatively small degree of change in parking that probably would not result in a perceptible change in the parking supply that would drive changes in behavior. More important, as described above, the site conditions are not conducive to travelers changing their behavior in a way that would reduce VMT. Given the site conditions and the potential reduction in spaces (i.e., only 24 spaces), it would be speculative to conclude that such an alternative would avoid or substantially reduce VMT associated with residential uses. It is more likely that it would not influence VMT. For the same reason, it cannot be concluded that this alternative could substantially reduce the GHG emissions or criteria air pollutant emissions associated with VMT. Therefore, this alternative would not meet the requirements of CEQA to substantially reduce or avoid a significant impact of the Proposed Project.

Reduced Non-Residential Parking Alternative

Although the significant VMT impact and GHG impact are associated with residential VMT, the combustion of fuel in general associated with VMT from non-residential parking results in emissions of ROG and NO_X, as described above in the consideration of a reduced non-residential parking mitigation

measure. Therefore, this master response contains a discussion of the potential to reduce parking associated with non-residential land uses and reduce operational emissions of criteria air pollutants.

As described for the reduced non-residential parking mitigation measure, Meta is proposing a small surplus of parking spaces for non-residential uses. Therefore, it would be feasible, at least from the perspective of the Menlo Park Municipal Code, to reduce the amount of non-residential parking in the Project area. However, the same challenges exist for the alternative in ultimately reducing VMT as are discussed throughout this master response. For example, the site conditions are not conducive to travelers changing their behavior in a way that would reduce VMT, workers may find other nearby places to park or may use a TNC, and shoppers may find other stores with available parking to patronize. Therefore, it would be speculative to conclude that this alternative could substantially reduce the significant criteria air pollutants of the Proposed Project. This alternative would not meet the requirements of CEQA to substantially reduce or avoid a significant impact of the Proposed Project.

Increase Price of Parking to Reduce VMT

Similar to the relationship between parking supply and VMT, the relationship between the price of parking and VMT also must involve other considerations. One preliminary investigation of VMT-reducing policies found that there were no reports directly connecting pricing and VMT; rather, other components are at play. Other relevant questions include whether the traveler owns a vehicle and can park it at home, whether the trip start and end points are in high-density areas, whether the traveler can afford higher parking, and what factors people consider when deciding to take transit (e.g., cost, congestion, time of trip).[11] Therefore, the analysis provided above for parking availability also applies to strategies to increase the price of parking. To that effect, note that metered on-street parking and priced off-street parking are included in the full suite of strategies in the draft TDM plan, as required under Mitigation Measure TR-2. Therefore, no additional mitigation or alternative related to increased parking prices is required.

Master Response 3: Roadway Connection to Bayfront Expressway

Some commenters asked about adding a roadway connection between the Project Site and Bayfront Expressway. Concern was expressed over levels of service (LOS), shifting traffic from Willow Road and University, and improving circulation. Questions also focused on what is needed for a connection to be evaluated under CEQA.

The Draft EIR evaluates the Proposed Project as proposed by the applicant. The applicant has not proposed access from Bayfront Expressway. However, the City could make modifications to the Proposed Project under CEQA in the form of mitigation measures or alternatives (see Public Resource Code Section 21002, CEQA Guidelines Section 15091). Therefore, this response to comment addresses the suggested access as a potential mitigation measure and a potential alternative.

Bayfront Expressway Connection Mitigation Measure

Mitigation measures must be identified in an EIR to minimize significant adverse impacts (CEQA Guidelines Section 15126.4[a]). Circulation is addressed in Impact TRA-1, which evaluates whether the

[11] Provost, Lee. 2018. Pricing and Parking Management to Reduce Vehicle Miles Traveled (VMT). Caltrans Division of Research, Innovation, and System Information. https://dot.ca.gov/-/media/dot-media/programs/research-innovation-system-information/documents/preliminary-investigations/final-pricing-parking-management-to-reduce-vehicles-miles-traveled-pi-a11y.pdf. Accessed September 24, 2022.

Proposed Project would conflict with an applicable plan, ordinance, or policy addressing the circulation system, including transit, roadway, bicycle, and pedestrian facilities. Note that automobile delay, as described solely by level of service or similar measures of vehicular capacity or traffic congestion, is not considered a significant impact on the environment under CEQA. Therefore, circulation impacts may be considered under CEQA only to the extent that they result in impacts on the environment (e.g., by creating a safety hazard). Accordingly, the Draft EIR evaluates the Proposed Project's consistency with the City/County Association of Governments (C/CAG) of San Mateo County Congestion Management Plan (CMP) on page 3.3-26:

> The Proposed Project is evaluated in this section for compliance with the C/CAG CMP roadway LOS and freeway segment capacity standard. As summarized in the TIA, the Proposed Project would contribute to deficiencies in CMP intersections and freeway segments near the Project Site. The Project would pay TIF and fair-share payments to address its contribution to these deficiencies. These are no longer CEQA thresholds and this analysis is provided for informational and planning purposes only.
>
> The Proposed Project would generate more than 100 peak-hour trips. Therefore, it is required to implement a TDM plan, which it has proposed to do as shown in Table 3.3-5 and Table 3.3-6.

The Draft EIR also evaluates consistency with the Menlo Park General Plan (General Plan) policy related to LOS, Circ-3.4 on page 3.3-29:

> The Proposed Project is evaluated for compliance with the Level of Service policy. As summarized in the TIA, some intersections surrounding the Project Site would exceed the applicable LOS level under existing, near term, near term plus Project, and cumulative conditions. However, the Project would pay the TIF and fair-share payments and/or construct improvements to address its contribution to these deficiencies. Further, LOS is no longer a CEQA threshold, and this analysis is provided for informational purposes.

The Draft EIR concludes that the Proposed Project would be consistent with plans and policies, although they do not relate to any CEQA impacts. The Draft EIR further concludes that impacts regarding conflicts with an applicable plan, ordinance, or policy addressing the circulation system, including transit, roadway, and bicycle and pedestrian facilities, would be less than significant. The Draft EIR also evaluates potential hazards, including those that may result from circulation, under Impact TRA-3. The sole hazard identified as significant is the proposed eastern driveway at the "North Garage," which would be directly adjacent to a sharp roadway curve. Mitigation Measure TRA-3 would mitigate this impact to a less than significant level. An access point from Bayfront Expressway would have no effect on the driveway configuration. No mitigation is required for Impact TRA-1, no mitigation can be required for congestion impacts under CEQA, and the traffic hazard impact of the Proposed Project under Impact TRA-3 is unrelated to Bayfront Expressway. Therefore, requiring an access point to address congestion, circulation, or hazards as a mitigation measure is beyond what is provided for in CEQA and the CEQA Guidelines for mitigation.

Bayfront Expressway Connection Alternative

For alternatives, CEQA requires evaluation of alternatives that "would feasibly attain most of the basic objectives of the project but would avoid or substantially lessen any of the significant effects of the project" (CEQA Guidelines Section 15126.6[a]). In terms of feasibility, the CEQA Guidelines specifies that an alternative must be potentially feasible (CEQA Guidelines Section 15126.6[a]). In addition, "[a]n EIR need not consider an alternative whose effect cannot be reasonably ascertained and whose implementation is remote and speculative" (CEQA Guidelines Section 15126.6[f][3]).

An alternative consisting of the Proposed Project with an additional access point to Bayfront Expressway would meet the project objectives in the same way the Proposed Project meets the project

objectives. As described above, this potential alternative would not reduce any significant impact of the Proposed Project because circulation-related impacts were deemed less than significant. In addition, this alternative poses challenges related to feasibility. Nevertheless, a hypothetical route from Bayfront Expressway to the eastern corner of the Project Site was evaluated for constraints, which included the Dumbarton Rail Corridor and a necessary rail crossing, with approvals from the California Public Utilities Commission (CPUC) and San Mateo County Transit District (SamTrans); redesign of the Willow Village Master Plan for a presumed grade-separated crossing; a design to avoid existing Pacific Gas & Electric (PG&E) power lines and conflicts with utility easements; coordination and approval from the California Department of Transportation (Caltrans) regarding access to Bayfront Expressway; and avoidance of the Caltrans pump station adjacent to Bayfront Expressway and the sensitive habitats located between the main Project Site and Bayfront Expressway.

The access route would need to cross the Dumbarton Rail Corridor. It is likely that a grade separation would be necessary to avoid creating an at-grade rail crossing because the CPUC, which has jurisdiction over rail corridors in California, rarely permits new at-grade railroad crossings, except in the case of consolidation at existing crossings, because of safety concerns. Specifically, California Public Utility Code Section 1201 states:

> No public road, highway, or street shall be constructed across the track of any railroad corporation at grade, nor shall the track of any railroad corporation be constructed across a public road, highway, or street at grade, or shall the track of any railroad corporation be constructed across the track of any other railroad or street railroad corporation at grade, nor shall the track of a street railroad corporation be constructed across the track of a railroad corporation at grade, without having first secured the permission of the commission. This section shall not apply to the replacement of lawfully existing tracks. The commission may refuse its permission or grant it upon such terms and conditions as it prescribes.

The Dumbarton Rail Corridor, which is owned by SamTrans, is being considered for commuter rail service across San Francisco Bay. It is not known whether SamTrans is amenable to an at-grade crossing on this corridor because at-grade crossings can cause efficiency and safety concerns. An access route crossing either over or under the corridor would require redesign of the Willow Village Master Plan to account for the slope of the roadway as it extends up or down into the site from the rail crossing. The redesign would need to relocate the East Loop and North Loop Road alignments, with substantial changes made to internal circulation. In addition, the presence of PG&E power lines poses a design challenge regarding clearance and potential conflicts with utility easements. PG&E has high-voltage overhead power lines directly over the intersection of East Loop Road and North Loop Road. PG&E maintains significant easement rights in this area.

Bayfront Expressway, which is controlled by Caltrans, is classified as an expressway/controlled-access highway and defined as an arterial highway for through traffic with full access control that may or may not be divided. The Bayfront Expressway right-of-way is access controlled, except within a limited number of defined access breaks. Caltrans has design standards for access openings on expressways, including:[12]

> Access openings should not be spaced closer than one-half mile to an adjacent public road intersection or to another private access opening that is wider than 30 feet. When several access openings are closely spaced, a frontage road should be considered . . . .

The distance between the intersections of Willow Road and University Avenue with Bayfront Expressway is about 0.5 mile, meaning that any new access point in this road segment would be less

[12] California Department of Transportation. 2020. *Highway Design Manual*. Seventh edition. Available: https://dot.ca.gov/programs/design/manual-highway-design-manual-hdm. Accessed: June 24, 2022.

than 0.5 mile to the nearest access opening. For example, if the access point were opposite the access to the existing Meta Campus entrance, it would be approximately 1,600 feet from the intersection with Willow Road and approximately 1,100 feet from the intersection with University Avenue.

When Meta expanded its Bayfront Campus, Caltrans authorized a new access control break at Building 21, with the condition that existing Building 20 access would be restricted to a left turn only for Meta shuttles. At the time, Caltrans issued the January 19, 2018, Policy Exception for Access Control for the new access point in front of Building 21. Caltrans explained:

> The Project improvements will relinquish the existing access control break for the eastbound right turn located west of the MPK 20 intersection ('Existing Access Control Break No. 2 as identified on Attachment C) and relocate it to the new access control break at the MPK 21 intersection. The total number of access control breaks along Bayfront Expressway would therefore remain the same.

A new access point off Bayfront Expressway in the Project area, however, would add a new access opening and increase the number of access breaks along Bayfront Expressway. In addition, a new access point would contradict Caltrans Highway Design Manual (HDM) Section 104.2, which states:

> Parcels which have access to another public road or street as well as frontage on the expressway are not allowed access to the expressway.

Section 104.2 of the HDM would make it challenging to permit a new access opening because the parcels that the proposed access would serve would have access to an existing public road or street. Because of these factors, Caltrans could require the construction of an interchange rather than an at-grade signalized intersection. An interchange could connect both the new access point to the main Project Site and the existing entrance to the Meta Campus north of Bayfront Expressway, as Section 502.2 of the Caltrans HDM[13] states:

> An interchange is expected to have an on- and off-ramp for each direction of travel. If an off-ramp does not have a corresponding on-ramp, that off-ramp would be considered an isolated off-ramp. Isolated off-ramps or partial interchanges shall not be used because of the potential for wrong-way movements. In general, interchanges with all ramps connecting with a single cross street are preferred.

If the access were considered as an interchange rather than an at-grade intersection, a substantial amount of new right-of-way may be needed. It is also uncertain as to how an interchange would be designed to avoid the Caltrans pump station located south of Bayfront Expressway in this area.

The area between Bayfront Expressway and the main Project Site is largely undeveloped. It contains sensitive habitats, such as wetlands. Lastly, depending on the specific impacts, permits may be required from several agencies, including the California Department of Fish and Wildlife, Bay Conservation and Development Commission, Regional Water Quality Control Board, and the U.S. Army Corps of Engineers.

In addition to speaking to the feasibility of additional access from Bayfront Expressway, the uncertain design and design challenges related to the Caltrans design criteria and the Dumbarton Rail Corridor also suggest that the effect cannot be determined at this time and that implementation of the alternative is remote and speculative. Furthermore, this alternative would not avoid or substantially reduce a significant impact of the Proposed Project and could instead cause environmental impacts on several resource areas. As a result, CEQA does not require consideration of this alternative.

[13] Ibid.

Willow Village Master Plan Project Final EIR Errata

Introduction

The City of Menlo Park (City) released the Final Environmental Impact Report (Final EIR) for the Willow Village Master Plan Project (Proposed Project) on October 14, 2022. The City will use the Final EIR as support for its decision about whether to approve the Proposed Project. This Errata document includes minor clarifications and corrections to the Final EIR that were identified since publication of the Final EIR. These revisions are not considered significant new information according to California Environmental Quality Act Guidelines section 15088.5(a). The information merely clarifies, amplifies, or makes insignificant modifications to the EIR.

Revisions are shown in double underlined and ~~double strikethrough~~ text; revisions included in the Final EIR are shown in underlined text or ~~strikethrough~~ text.

Errata

The Final EIR discloses revisions to the Draft EIR to update mitigation measure numbering. In one location, the mitigation measure reference was not updated consistent with the revisions to other references to mitigation. The revised Section 3.8, Cultural Resources, that was included in the Final EIR contained text that stated that Mitigation Measure CR 2.2 would apply to the Hamilton parcels. However, Mitigation Measure CR 2.2 was replaced with TCR 1.2, as indicated elsewhere in the same paragraph. Additionally, Mitigation Measure CULT-2a references Mitigation Measure TCR 1.2. The following revision is made on page 3.8-25 of the Draft EIR to make it consistent with the updated mitigation measure references:

> MITIGATION MEASURES. Compliance with federal, state, and local laws and regulations, including applicable ConnectMenlo EIR mitigation measures, City General Plan goals and policies, and Project-specific mitigation measures, would protect significant archaeological resources within the Project Site by providing archaeological resources sensitivity training to workers; ensuring preservation in place or, if infeasible, archaeological data recovery when significant archaeological resources are encountered and cannot be avoided; and allowing early detection of potential conflicts between development and resources. The Proposed Project has implemented ConnectMenlo EIR Mitigation Measure CULT-1 by completing the site-specific historical and archeological resource studies referenced in this Draft EIR. The Proposed Project would implement ConnectMenlo EIR Mitigation Measure CULT-2a, as modified to avoid redundancy with Project-specific mitigation, if a potentially significant subsurface cultural resource is encountered during ground-disturbing activities. In addition, the Project Sponsor would implement Project Mitigation Measures TCR 1.1~~CR-2.1~~ and TCR 1.2~~CR-2.2~~, which would reduce impacts on CA-SMA-160/H and unknown archeological resources to a less-than-significant level. These measures would be implemented on the main Project Site. ConnectMenlo EIR Mitigation Measure CULT-2a (as modified) and Mitigation Measure TCR 1.2~~CR-2.2~~ apply to Hamilton Avenue Parcels North and South and the Willow Road Tunnel site, areas where Project-related ground disturbance would have the potential to affect elements of CA-SMA_160/H and unknown archaeological resources. Impacts on archaeological resources would be ***less than significant with mitigation***.

Table 6-12. Comparison of Impacts to Proposed Project among Project Alternatives

Environmental Issue	Project	No Project Alternative Significance (Comparison)	No Willow Road Tunnel Alternative Significance (comparison)	Base Level Intensity Alternative Significance (Comparison)	Reduced Intensity Alternative Significance (Comparison)
Land Use					
Impact LU-1	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact C-LU-1	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Aesthetics					
Impact AES-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact AES-2	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact AES-3	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Impact C-AES-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Transportation					
Impact TR-1	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact TR-2	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact TR-3	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact TR-4	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact C-TR-1	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact C-TR-2	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact C-TR-3	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact C-TR-4	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Air Quality					
Impact AQ-1	SU	NI (less)	SU (less)	LTS/M (less)	LTS/M (less)
Impact AQ-2	SU	NI (less)	SU (less)	LTS/M (less)	LTS/M (less)
Impact AQ-3	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact AQ-4	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact C-AQ-1	SU	NI (less)	SU (less)	LTS/M (less)	LTS/M (less)

Environmental Issue	Project	No Project Alternative Significance (Comparison)	No Willow Road Tunnel Alternative Significance (comparison)	Base Level Intensity Alternative Significance (Comparison)	Reduced Intensity Alternative Significance (Comparison)
Energy					
Impact EN-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact EN-2	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact C-EN-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Greenhouse Gas Emissions					
Impact GHG-1a	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Impact GHG-1b	LTS/M	NI (less)	LTS/M (similar)	LTS/M (less)	LTS/M (less)
Impact GHG-2	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Noise					
Impact NOI-1	SU	NI (less)	SU (less)	SU (less)	SU (less)
Impact NOI-2	SU	NI (less)	SU (less)	SU (similar)	SU (similar)
Impact NOI-3	NI	NI (similar)	NI (similar)	NI (similar)	NI (similar)
Impact-C-NOI-1	SU	NI (less)	SU (less)	SU (less)	SU (less)
Cultural Resources					
Impact CR-1	LTS/M	NI (less)	NI (less)	LTS/M (less)	LTS/M (less)
Impact CR-2	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Impact CR-3	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Impact CR-4	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Impact C-CR-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Biological Resources					
Impact BIO-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Impact BIO-2	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact BIO-3	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact BIO-4	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)
Impact BIO-5	LTS/M	NI (less)	LTS/M (similar)	LTS/M (less)	LTS/M (less)
Impact BIO-6	LTS/M	NI (less)	LTS/M (similar)	LTS/M (less)	LTS/M (less)
Impact C-BIO-1	LTS/M	NI (less)	LTS/M (similar)	LTS/M (similar)	LTS/M (similar)

Environmental Issue	Project	No Project Alternative Significance (Comparison)	No Willow Road Tunnel Alternative Significance (comparison)	Base Level Intensity Alternative Significance (Comparison)	Reduced Intensity Alternative Significance (Comparison)
Geology and Soils					
Impact GS-1	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact GS-2	LTS	NI (less)	LTS (less)	LTS (similar)	LTS (similar)
Impact GS-3	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact GS-4	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact GS-5	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Impact C-GS-1	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Hydrology and Water Quality					
Impact HY-1	LTS/M	NI (less)	LTS/M (less)	LTS/M (similar)	LTS/M (similar)
Impact HY-2	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact HY-3	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact HY-4	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact HY-5	LTS/M	NI (less)	LTS/M (less)	LTS/M (similar)	LTS/M (similar)
Impact C-HY-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Hazards and Hazardous Materials					
Impact HAZ-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)
Impact HAZ-2	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Impact HAZ-3	LTS/M	NI (less)	LTS (less)	LTS (less)	LTS (less)
Impact HAZ-4	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact C-HAZ-1	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Population and Housing					
Impact POP-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact POP-2	LTS	NI (less)	LTS (similar)	LTS (similar)	LTS (similar)
Impact C-POP-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)

Environmental Issue	Project	No Project Alternative Significance (Comparison)	No Willow Road Tunnel Alternative Significance (comparison)	Base Level Intensity Alternative Significance (Comparison)	Reduced Intensity Alternative Significance (Comparison)
Public Services					
Impact PS-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact PS-2	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact PS-3	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact PS-4	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact PS-5	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact C-PS-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Utilities and Service Systems					
Impact UT-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact UT-2	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact UT-3	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact UT-4	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact UT-5	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact C-UT-1	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact C-UT-2	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact C-UT-3	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact C-UT-4	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact C-UT-5	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)
Impact C-UT-6	LTS	NI (less)	LTS (similar)	LTS (less)	LTS (less)

Notes:
Project-Level Impacts
NI = No Impact; LTS = Less than Significant; SU = Significant Unavoidable; LTS/M = Less than Significant with Mitigation
Cumulative Impacts
NI = No Cumulative Impact; LTS = Less than Significant Cumulative Impact; LTS/M = Less than Significant Cumulative Impact with Mitigation;

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Cultural Resources					
Impact CR-1	LTS/M	NI (less)	NI (less)	LTS/M (less)	LTS/M (less)
Impact CR-2	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Impact CR-3	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
~~Impact CR-4~~	~~LTS/M~~	~~NI (less)~~	~~LTS/M (less)~~	~~LTS/M (less)~~	~~LTS/M (less)~~
Impact C-CR-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)

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Tribal Cultural Resources					
Impact TCR-1	LTS/M	NI (less)	LTS/M (same)	LTS/M (same)	LTS/M (same)
Impact TCR-2	LTS/M	NI (less)	LTS/M (less)	LTS/M (less)	LTS/M (less)
Impact C-TCR-1	LTS	NI (less)	LTS (less)	LTS (less)	LTS (less)

Email correspondence

1. Peter Adams
2. Miriam Alcocer
3. Kimberly Baller
4. Annette Billingsley
5. Colin & Sarah Bookman
6. Alan Brown
7. Autumn Chen
8. Patrick Chen
9. Tim Clark
10. Kristen Clements
11. David Crabbe
12. Kevin Doherty
13. Ed Garcia
14. Brian Henry
15. Michael Hoff
16. Ritu Kamal
17. Tyler Lamb
18. Shirley Liu
19. Lloydl
20. Ashley Ludlow
21. Clem Molony
22. Michael Murillo
23. Skyle Nygaard
24. Hong-Loan Nguyen
25. Robert Ott
26. Shawn Pagee
27. Luis Perez
28. Elias Platte-Bermeo
29. Margaret Spak
30. Robin Sugiura
31. Michael Szeto
32. Weichauan Tian
33. Jennifer Tran
34. Milo Trauss
35. Kelly Underwood Rozmus
36. Vikasmaturi
37. Johnnie Walton
38. Vivan Wehner
39. Tina Wong

From:	Peter Adams
To:	Planning Commission
Cc:	Willow Village; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Saturday, October 15, 2022 11:42:35 AM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to the City Council for final consideration. The most important feature of Willow Village must be a full service grocery store with a bank and pharmacy. We who live in Belle Haven desperately need all these features. When Willow Road is impassable because of traffic, we can expect to wait upwards of 2 hours to go from the Safeway in Menlo Park to our homes in Belle Haven.

Sincerely,

Peter Adams

From:	Vianey Alcocer
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Wednesday, October 12, 2022 2:24:43 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Miriam Alcocer

1280 Carlton Ave.

From: Kimberly Baller
To: Planning Commission
Subject: I support Willow Village
Date: Wednesday, October 12, 2022 2:29:41 PM

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Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Kimberly Baller

Homeowner at 1519 Kavanaugh Dr, East Palo Alto, CA

From: Annette Billingsley
To: Planning Commission
Subject: Support homes at Willow Village!
Date: Monday, October 17, 2022 7:32:54 AM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

1) Transforms old office space into a place for affordable homes.
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

2) Delivers badly needed amenities to the local community.
Willow Village is a community-facing mixed-use site that provides the Belle Haven neighborhood vital community amenities and benefits such as a grocery store, pharmacy services, space for local retailers, significant public open space, and a town square.

3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Annette Billingsley
ab94115@gmail.com
2821 Pine Street
San Francisco, California 94115

From:	Colin Bookman
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Saturday, October 15, 2022 2:47:28 PM

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Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,
Colin & Sarah Bookman
2520 Farrington Way, East Palo Alto, CA 94303

From:	Alan Brown
To:	Planning Commission
Cc:	Willow Village; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Tuesday, October 18, 2022 11:24:11 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Some remaining personal thoughts: it appears the tunnel will be built, but there is some question as to whether it would be available for public bicycle access. I would likely use it.

According to the news, Meta is going through some financial rough waters. Please look for guarantees this project will go through completion in the face of whatever turbulence they go through; it would not be good to have a half-finished project.

Sincerely,
Alan Brown
1155 Carlton Ave, Menlo Park

From: Autumn Chen
To: Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village
Date: Saturday, October 15, 2022 2:15:13 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Autumn Chen

1320 Madera Ave Menlo Park

From:	P C
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Sunday, October 16, 2022 3:31:41 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Patrick Chen

1049 Oakland Ave, Menlo Park

From:	Tim Clark
To:	Planning Commission
Subject:	Support homes at Willow Village!
Date:	Wednesday, October 19, 2022 1:14:37 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

1) Transforms old office space into a place for affordable homes.
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

2) Delivers badly needed amenities to the local community.
Willow Village is a community-facing mixed-use site that provides the Belle Haven neighborhood vital community amenities and benefits such as a grocery store, pharmacy services, space for local retailers, significant public open space, and a town square.

3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Tim Clark
tclark@factpoint.com
140 LUCERO WAY
Portola Valley, California 94028

From:	Kristen Clements
To:	Planning Commission
Subject:	Support homes at Willow Village!
Date:	Saturday, October 15, 2022 12:48:14 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to convey my excitement and support for the Willow Village mixed-use project. I urge you to approve this worthy project.

There are many reasons that I support Willow Village:

1. We need a lot more new homes for people on the peninsula, including affordable homes.

While we know RHNA goals are technically planning goals, they do reflect need in our community. This project would add 1,730 homes and bring over 300 affordable homes to our area, including deeply-affordable senior homes. This would be a 60% increase to the city's restricted affordable housing stock, and would also add fees to be spent on additional affordable housing. It would allow local residents to stay in place as they age. And it would demonstrate to residents, other jurisdictions, and the state that Menlo Park is doing what it takes to meet its needs in a state-of-the-art setting.

2. Willow Village would be a much higher and better use for the existing sites.

The Peninsula has a lot of low-intensity, low-rise, dated commercial buildings. This is great opportunity for Menlo Park to approve a thoughtful reuse of outdated 1970s commercial space in a way that the city approves, with a large, planned development that integrates badly-needed amenities to the community.

3. The scale and mix of uses proposed would truly enhance the community.

This development's ability to offer Belle Haven the amenities that residents need and want to see is an unparalleled opportunity. It is often hard to find spaces for community-serving grocery stores and other retail in contexts that would support the needed foot traffic. By including the high number of housing units in the development, the community would also be able to attract the retail that would serve not only that immediate neighborhood, but to other city residents. Plus, including the open space and Town Square make this a well-designed new little neighborhood.

4. The development is environmentally sensitive and promotes walking and biking.

The fact that the project would be built to LEED Gold standards (all buildings with 100% electric power, recycled water, sustainable materials, and increased photovoltaics) is to be commended. We need to approve buildings that will lessen our use of carbon-based power sources.

And, the bike and pedestrian paths between the community park above Willow Road near Hamilton Avenue to the new Town Square would provide convenient and safe access for neighbors to walk and bike. Seniors and other residents could get their exercise while walking on paths away from car traffic. The park and the Town Square both could be more activated with more people on foot, and add to Menlo Park's sense of place

This development checks all the boxes we need to see as we accommodate our residents on the Peninsula. It is well-designed, sustainable, makes far better use of the parcels than the current uses, and its mix of uses will add greatly to the quality of life in the City and the broader area. I urge you to approve this development without delay. Thank you for your consideration.

Best,
Kristen Clements

Kristen Clements
kristen_clements@yahoo.com

San Carlos, California 94070

From: David Crabbe
To: Planning Commission
Subject: Support the Willow Village development proposal
Date: Tuesday, October 11, 2022 4:29:25 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner:

Willow Village would bring over 1,730 much-needed homes to Menlo Park which is less than needed based on the number jobs currently in the pipeline on the peninsula, but is a major step in the right direction. Please approve this project ASAP.

Thank you.

David Crabbe.

David Crabbe
dcarch@comcast.net

San Carlos, California 94070

From:	Kevin Doherty
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Thursday, October 13, 2022 12:45:57 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Simple improvements like sidewalk access from East Palo Alto into the Willow Rd area will make a huge difference when we think about access and equity. There are institutional barriers to pedestrian access from EPA to Willow.

Let's get our housing and development plan moving!
Sincerely,

Kevin Doherty

16 Kirkwood Ct

From: Ed
To: Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village
Date: Tuesday, October 18, 2022 4:10:16 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,
I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Ed Garcia

1366 Henderson Ave

Sent from my iPhone

From:	Brian Henry
To:	Planning Commission
Cc:	connect@willowvillage.com
Subject:	I support Willow Village
Date:	Thursday, October 20, 2022 12:47:11 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,
Brian Henry
1243 Carlton Ave
Menlo Park

From:	Michael Hoff
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Tuesday, October 18, 2022 6:46:12 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Michael Hoff
Resident, Menlo Park, Belle Haven Neighborhood
1300 Block of Sevier Avenue

Michael Hoff
mhoff22@hotmail.com

From: Ritu Kamal
To: Planning Commission
Subject: Support homes at Willow Village!
Date: Tuesday, October 11, 2022 4:16:24 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

1) Transforms old office space into a place for affordable homes.
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

2) Delivers badly needed amenities to the local community.
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3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Ritu Kamal
ritu.kamal@gmail.com

Los Gatos, California 95030

From:	Tyler Lamb
To:	Planning Commission
Cc:	Murphy, Justin I C; connect@willowvillage.com; Perata, Kyle T
Subject:	I support Willow Village
Date:	Tuesday, October 11, 2022 3:39:57 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,
Tyler Lamb

1263 Madera Ave
Menlo Park, CA 94025

From: Shirley Liu
To: Planning Commission
Subject: Support homes at Willow Village!
Date: Tuesday, October 18, 2022 6:53:50 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

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4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Shirley Liu
rabbit121208@yahoo.com
321 Commercial Ave #15
South San Francisco, California 94080

From:	lloydl
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I do not support Willow Village
Date:	Thursday, October 13, 2022 4:15:27 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

I am writing to express my opposition to the Willow Village project as it is currently conceived. It has far too little housing relative to other uses. Please do not approve the project.

Willow Village should focus exclusively on ameliorating Meta/Facebook's negative impacts on the entire mid-Peninsula and not be allowed to make those impacts worse by building additional office space. These impacts include greatly increased auto and bus traffic and the associated pollution, as well as greatly magnifying the jobs-housing imbalance.

In addition, while I attended the webinar in March 2021 and emailed a question, I never received an answer. The question was whether Meta/Facebook would commit to zero additional development in Menlo Park and the SF Bay Area beyond its current footprint plus Willow Village. The company should be strongly encouraged to build any additional facilities in parts of the country which actually need jobs and development.

Sincerely,

Long time Menlo Park Resident
Menlo Oaks Drive, Menlo Park

From:	Ashley Ludlow
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village.
Date:	Thursday, October 13, 2022 9:48:45 AM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to the City Council for final consideration. The Belle Haven community deserves and desires this project.

Sincerely,

Ashley Ludlow
1451 Hill Avenue

From:	Clem Molony
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C; Eric Morley; John Tenanes
Subject:	I strongly support Willow Village (10/24/22 meeting)
Date:	Friday, October 14, 2022 4:41:45 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Support for Willow Village

From Clem Molony, homeowner in the Willows

Please approve the plans for Willow Village. The proposal has had almost 5 years of public input, greatly improving the community aspects of the project, and reducing the office square footage. It now meets the highest priorities of the Belle Haven neighborhood, of the Menlo Park community, and of the city:

Housing, restaurants, public spaces, a grocery store & pharmacy, safer Belle Haven circulation for people and cars, and providing support for teacher housing, a local shuttle, and jobs training. All of that AND modernizing a substantial area of Menlo Park's commercially developed area, greatly strengthening the economic development of our wonderful city.

Thank you for all the work that you on the Planning Commission do month in and month out.

Clem Molony

From: Michael M
To: Planning Commission
Subject: I support Willow Village
Date: Monday, October 17, 2022 6:52:29 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Michael Murillo

1307 Sevier Ave, Menlo Park, CA

- Mike Murillo

From: Skye Nygaard
To: Perata, Kyle T
Subject: Support homes at Willow Village!
Date: Tuesday, October 11, 2022 4:27:13 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Manager Kyle Perata,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

1) Transforms old office space into a place for affordable homes.
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

2) Delivers badly needed amenities to the local community.
Willow Village is a community-facing mixed-use site that provides the Belle Haven neighborhood vital community amenities and benefits such as a grocery store, pharmacy services, space for local retailers, significant public open space, and a town square.

3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Skye Nygaard
skyenygaard@gmail.com

San Mateo, California 94401

From: Hong-Loan Nguyen
To: Planning Commission
Subject: I support Willow Village
Date: Thursday, October 20, 2022 11:57:13 AM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

From:	Robert Ott
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Wednesday, October 12, 2022 4:45:40 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my ardent support for the Willow Village project. I urge you to approve Willow Village and advance it to the City Council for final consideration.

As a local Belle Haven resident, I'm appreciative of what the Planning Commission has already done for Menlo Park, and further believe that this specific development would be a *massive* unlock for our community. Beyond the restaurants, community spaces, parks, and a full-service grocery store -- this project would simply make our area aesthetically beautiful.

I have a grave concern that with the recent economic downturn and massive declines/layoffs amongst tech companies (specifically Facebook), that investment will be truncated or pulled. As a community, I hope we do not drag our feet on this much needed investment into our neighborhood. I do hope we take this seriously and can find a way to move forward, quickly.

Sincerely,
Robert Ott
1212 Windermere Ave

From: Shawn P
To: Planning Commission
Subject: I DO NOT support Willow Village
Date: Saturday, October 15, 2022 1:35:54 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

Menlo Park is a small town and should remain a small town. More people is going to mean less access to parks and schools and sports for our children.

Shawn Pagee
MP Resident

From:	Luis Perez
To:	Planning Commission
Cc:	Willow Village; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Wednesday, October 12, 2022 5:42:16 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Luis Perez
2234 Ralmar Ave, EPA

From:	Elias Platte-Bermeo
To:	Planning Commission
Subject:	Support homes at Willow Village!
Date:	Tuesday, October 11, 2022 5:39:57 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

1) Transforms old office space into a place for affordable homes.
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

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3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Elias Platte-Bermeo
eliasbermeo97@gmail.com

Highlands-Baywood Park, California 94402

From: margaret spak [mailto:pegspak@sonic.net]
Sent: Tuesday, October 11, 2022 1:39 PM
To: _Planning Commission <planning.commission@menlopark.org>
Subject: Not in Support of Approving Willow Village

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

I am writing to express my concern regarding such a large development as Willow Village that will be built on land that has a high probability of flooding due to climate change. As sea levels rise it is just a matter of time before low lying areas near major bodies of water including the San Francisco Bay will begin to experience flooding both at high tide and during storm surges.

As we witness one major storm after the other grow in intensity due to our warming planet I urge the planning commission to take these important factors into account especially before approving major developments in areas that we know are ALREADY at risk for flooding.

Thank you for your consideration of this request.

Sincerely,

Margaret Spak

381 Santa Margarita
Menlo Park, CA 94025
650 325-1442 (land line)

From:	Robin Colomb Sugiura
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Wednesday, October 12, 2022 7:06:32 AM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Robin Sugiura

1411 Sage St, Menlo Park, CA 94025

From:	Michael Szeto
To:	Planning Commission
Subject:	Support homes at Willow Village!
Date:	Tuesday, October 11, 2022 4:20:26 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

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4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Michael Szeto
michael.szeto@gmail.com

Redwood City, California 94063

From:	Weichuan Tian
To:	Planning Commission
Cc:	Willow Village; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Tuesday, October 18, 2022 3:43:16 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Weichuan Tian

1495 Kavanaugh Dr, E Palo Alto, CA 94303

From: Jennifer Tran
To: Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village
Date: Tuesday, October 18, 2022 11:24:01 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Jennifer Tran
1355 Sevier Ave
Menlo Park, CA 94025

From:	Milo Trauss
To:	Planning Commission
Subject:	Support homes at Willow Village!
Date:	Tuesday, October 18, 2022 11:53:15 AM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

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4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Milo

Milo Trauss
milotrauss@gmail.com
4035 26th st
San Francisco, California 94131

From: Kelly Underwood Rozmus
To: Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village
Date: Tuesday, October 18, 2022 8:18:54 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Kelly Underwood Rozmus
115 Newbridge St
Menlo Park, CA 94025

From: vikasmaturi@gmail.com
To: Planning Commission
Subject: Please support homes at Willow Village!
Date: Wednesday, October 19, 2022 2:30:51 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project. Our region is in desperate need of safe, stable homes that will allow me, my friends, and my neighbors to continue living here.

I support Willow Village because it:

1) Creates affordable homes for our community
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

2) Delivers badly needed amenities to the local community.
Willow Village is a community-facing mixed-use site that provides the Belle Haven neighborhood vital community amenities and benefits such as a grocery store, pharmacy services, space for local retailers, significant public open space, and a town square.

3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

vikasmaturi@gmail.com

,

From:	Johnnie Walton
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	I support Willow Village
Date:	Tuesday, October 18, 2022 4:50:51 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to the City Council for final consideration.

Sincerely,

Johnnie Walton
1109 Windermere Ave, Menlo Park, CA 94025
ejohnnie@stanford.edu

From:	Vivian Wehner
To:	Planning Commission
Cc:	connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject:	Willow Village has my support!
Date:	Tuesday, October 18, 2022 9:34:00 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Good evening Planning Commissioners, I would like to express my support for the Willow Village project. I hope you approve Willow Village and advance it to the City Council for final consideration.

As a long time east palo alto resident and now home owner on Jervis Ave, I'm tremendously excited for the development it will bring to my immediate neighborhood, and the community at large. If this development were approved, it would change my future.

Sincerely,

Vivian Wehner
1239 Jervis Ave, East Palo Alto

From: Tina Wong
To: Perata, Kyle T
Subject: Support homes at Willow Village!
Date: Tuesday, October 11, 2022 4:23:31 PM

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Manager Kyle Perata,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

1) Transforms old office space into a place for affordable homes.
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

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Willow Village is a community-facing mixed-use site that provides the Belle Haven neighborhood vital community amenities and benefits such as a grocery store, pharmacy services, space for local retailers, significant public open space, and a town square.

3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Tina Wong
tina@tinacwong.com

San Bruno, California 94066

Additional Comments Received after Staff Report Publication

CITIZENS COMMITTEE TO COMPLETE THE REFUGE

P.O. Box 23957, San Jose, CA 95153 650 493-5540 cccrrefuge@gmail.com www.BayRefuge.org

October 24, 2022

Chair Chris DeCardy
Vice Chair Cynthia Harris
Members of the Planning Commission
Commission Staff Liaison Corinna Sandmeier
City of Menlo Park, California
Via Email

RE: Willow Village Project FEIR

The Citizens Committee to Complete the Refuge appreciates this opportunity to comment on the Final Environmental Impact Report of the Willow Village Project. We reviewed Menlo Park's responses to our DEIR comments. Here we respond to concerns unresolved in the Final EIR.

During the course of the Willow Village Project, from concept to present, Citizens Committee has taken multiple opportunities to meet with Meta and Signature in addition to attending public meetings. We recognize substantial FEIR inclusions addressing issues of our concern but, given Project complexity, we comment here on certain impacts or mitigations that seem to have escaped full consideration.

Consistent with our focus, comments will address biological resources and hydrology. Our organization has, for decades, acted on behalf of wildlife and wetlands of the South Bay, its shorelines and the Don Edwards San Francisco National Wildlife Refuge. Natural areas with their plant and animal residents, depend on application of the best of science and science-derived civic policy in order for them to survive and thrive, issues we will address. Given climate-change impact on shorelines, we consider existing and pending hydrologic conditions.

Bird safe design
With regard to glass and bird safe design, additional work is needed before certifying the FEIR.

Glazing and Waivers
The first issue relates to the City's requirements: "No more than 10% of facade surface area shall have non-bird-friendly glazing." We don't believe that the city contemplated an all-glass dome when adopting this requirement. At this time we have seen no composite document inclusive of total glazing area for each Project building and as a total for the site. Such a table would help identify out-of-compliance, non-bird-friendly glazing, by location in relation to nearby structures.

Waivers should not be considered without this data and the Project can utilize it to assess and monitor non-bird-friendly glazing.

The Project proposes to issue waivers of glazing requirements for the Atrium. Due to risks created, monitoring and remedies will apply. Such mitigation should apply to each location for which a waiver is issued. If a location for a waiver request cannot be monitored and corrected, then the waiver should not be issued or if issued, require substantial justification by the requestor.

Nesting

We believe our comment relating to protecting nesting birds and insects on the Atrium may have been misunderstood by the FEIR responders. Our concern is that active nests should not be removed or disturbed until the end of the breeding season. Please improve nesting mitigation to set the standard of removal as being required to occur after breeding season.

Sensitive Habitats

We are not in agreement with FEIR responders' comments regarding certain sensitive habitats.

Ravenswood Triangle Marsh:

1. This site is the CalTrans' land between Willow and University that is mitigation providing protected habitat for the federally-endangered salt marsh harvest mouse. As such, the Project has a responsibility to take all necessary actions to avoid any direct or indirect impacts on the marsh's biological health. The FEIR should say so.
2. The FEIR, for existing conditions, characterizes lands north/northeast of the project, which includes the Ravenswood Triangle as: "although some undeveloped strips of land exist within 80 feet of the Project boundary (to the north), these areas are highly disturbed and have very limited habitat function and value" This dismisses the fact that the Project's direct and indirect impacts during construction or upon build-out may degrade habitat of the salt marsh harvest mouse and diminish potential of the marsh to provide carbon exchange and floodplain functions needed amidst shoreline changes from sea level rise.
3. The existing disturbed condition of thls marsh is produced by homeless encampments. Not so many years ago, there were no homeless individuals living there. It is widely hoped that through ongoing community effort, one day the homeless will be gone. But the wetlands and its habitat have the resiliency to rebound, a known characteristic of marshes, if intensive nearby development doesn't introduce new, potentially permanent disturbance. Given that, it is prudent for the Project to avoid or mitigate any direct or indirect impacts.

Willows Sausal aka Wet Forest Habitat

On the northern edge of the Project property there is a historical remnant, unique Willow Sausal habitat that extends into the SamTrans Right of Way. Willows Sausals (aka Wet Forests) are historically native to the Project site, growing in locations of surface/near surface fresh water. The fact that it exists demonstrates that Willow habitats may, if given suitable conditions, be able to survive or even thrive. As with the Ravenswood Marsh, that would require the Project to avoid or mitigate any direct or indirect impacts.

There are three mitigation actions that the FEIR does not address on behalf of these sensitive habitats but should.

- Light at Night: The DEIR includes substantial analysis and mitigation of sources of lighting that would or could impact the skies above or lands such as the sensitive habitats we have mentioned. For these habitats, we recommend mitigations.
    - The project has adopted an 80' limit for lightcast from necessary lighting along the northern/northeastern edge of the Project, essentially the width of the SamTrans Right

of Way. Unfortunately, the Willow Sausal habitat lies within that 80' range but is a foraging, nesting and/or resting location for wildlife even at night. We ask that light mitigation actions be taken to identify the Willow Sausal as an exception to the 80' rule and it be protected from Project lightcast.

- It is a worry to us that the 80' limit of lightcast may be subject to loose interpretation over time given the empty space in most of the ROW and lighting present on east, west and south sides of the Project site that don't edge habitat open space. Lighting spill into the marshes can be deadly to the nocturnal, endangered salt marsh harvest mouse, should any be managing to live there despite the homeless encampments. The Project will need to maintain long-term diligence in evaluating new or changes to existing lighting per mitigations described in the FEIR.

♦ The Elevated Park, Trash and Balloons

We strongly disagree with the responders' dismissal of the high potential of wind-driven spread of loose trash, plastic bags and particularly balloons from the Elevated Park to the wetlands just beyond the SamTrans right-of-way or further, into sensitive shoreline habitats of the Refuge. Plastic bags, light-weight trash and balloons produce conditions that are harmful and dangerous to wildlife and contaminate wetlands.

The responders provide no meteorological evidence of wind velocity or direction to support the claim that these materials are unlikely to be wind-distributed from the Elevated Park to the sensitive habitats. While we do not have such data either, we speak from innumerable experiences along the City shoreline including elevated areas in Bedwell Bayfront Park. Winds often are robust and gusty on this shoreline. As such, over the lifetime of the Elevated Park, it can be anticipated that there will cumulatively be a significant pattern of windy dispersal of light-weight trash.

As the Elevated Park is designed for human enjoyment in an informal setting, the facts are that human inattention or distraction result in trash not being properly disposed in receptacles and that balloons often escape from hands or strings that hold them. Indeed trash escapes from overflowing bins. Mitigation to avoid impacts on sensitive habitats is necessary.

Mitigation should include:

- A restriction that balloons are not permitted in the Elevated Park,
- ample and well-placed signage regarding control of trash and plastic bags, and
- readily available and frequently-emptied trash and recycling bins.

♦ Willow Sausal Fresh Water Source

The FEIR Response 08-7 and 08-9 to our comments about the Willow Sausal was somewhat hard to follow. In reading those responses, our observation was that our comments may have been unclear. One point on which we are in agreement is that the Sausal is "sensitive habitat."

One of our recommended mitigation actions is to research local historic sites of willow groves. A critical mystery of the Sausal is that its fresh water source is unknown. Studies of old maps could help identify patterns of surface and subsurface flow of fresh water that may still exist and that

any willow habitat would require. Direct hydrological studies can identify current flows but reviewing old maps is a start.

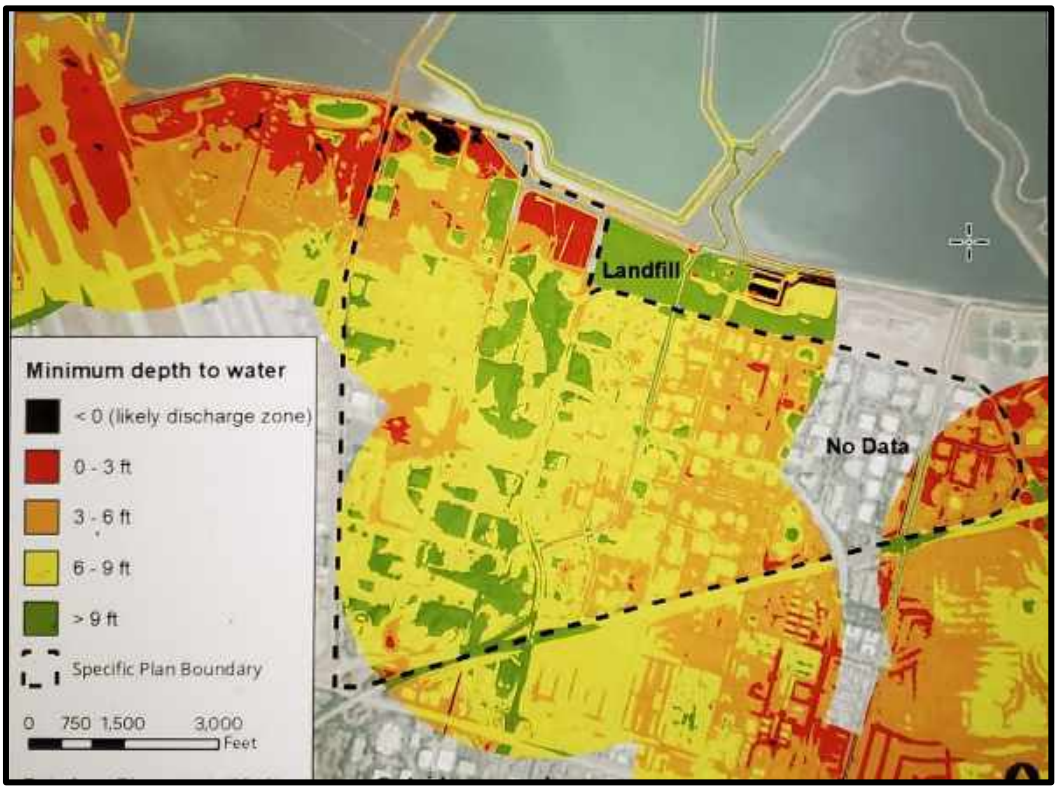
This FEIR and associated documents will authorize an *immense* project that will be built immediately adjacent to the Sausal. If any action of the Project disrupts the Sausal's water supply, this native, sensitive habitat will suffer and could die. That outcome can and must be avoided.

- Mitigation must identify and, if necessary, protect the water source of this isolated and unique Willows Sausal.

Rising Groundwater: A Sea Level Rise Impact

When we included rising groundwater comments in our DEIR Comment letter, we acknowledged that, under CEQA, the impact of the environment on the Project is not considered. Nonetheless current day projects increasingly mitigate the risk of sea level rise.

Menlo Park's ConnectMenlo includes certain guidance on sea level rise. It does not include guidance on rising groundwater produced by sea level rise. As climate change moves forward so does the science that informs us. Until 2020, scientists understood that sea level rise would produce rising groundwater but no substantial studies existed for California. In 2020, significant scientific studies of the State's potential groundwater risks were published. Areas at risk include the City's Bayfront. Locally Sunnyvale has had a study prepared using the new data as preparation for its Moffett Park Specific Plan Update and as a planning resource for developers. The map below from that study models groundwater-to-surface data as an existing condition.



Source: San Francisco Estuary Institute, Sea-level rise impacts on shallow groundwater, a technical addendum to the Moffett Park Specific Plan, November 2021.

At this time, neither the City nor the proponent have groundwater site data such as seen in this map. If they did, we might know where the Willow Sausal gets its water. The only analysis for the Project site that considered groundwater was related to known locations of buried contaminants.

Rising groundwater may introduce a suite of impacts, listed in our DEIR comment letter and described more fully in the SFEI report. Despite CEQA limits to its analysis in an EIR, we hope you and City leaders will elevate the topic toward formal application of its use in Bayfront Planning.

Citizens Committee is grateful for the opportunity to bring these comments to the Planning Commission.

Your Truly,

Eileen McLaughlin
Board Member
CCCR

Rick Johnson
Conservation Advocate
CCCR

CC: Kyle Perata, Planning Manager
Deanna Chow, Assistant Community Development Director
Carin High, Co-Chair, CCCR
Gail Raabe, Co-Chair, CCCR

Perata, Kyle T

From: Georgia Walton <georgiakk@gmail.com>
Sent: Monday, October 24, 2022 5:17 PM
To: _Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,
I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,
Georgia Walton (Belle Haven resident)
531 Sandlewood St, Menlo Park, CA 94025

Perata, Kyle T

From: Michelle Campbell <michellecampbell2012@gmail.com>
Sent: Monday, October 24, 2022 5:13 PM
To: _Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

Our family is in full support of the Willow Village project. As homeowners, we are deeply invested in our Community. It is truly an inconvenience that we do not have a full service grocery store in our community, especially given that it can take 30-40 minutes in high traffic times to access one. We long to see diverse and vibrant stores, restaurants, community entertainment and gathering spaces in our community. It feels discouraging to only be able to access places like that West of 101. It is yet another reminder of the redlining that the Belle Haven community has faced, and we want change. We are disappointed that this project has, from our perspective, been dragged out for so many years. We worry that Facebook will eventually pull funding because of the length of time and cost it has taken to get the Willow Project approved, and it will never come to fruition. I urge you to approve Willow Village and advance it to the City Council for final consideration.

Sincerely,

Michelle Betancourt

1216 Henderson Ave.

Perata, Kyle T

From: Perata, Kyle T
Sent: Monday, October 24, 2022 3:17 PM
To: Perata, Kyle T
Subject: FW: [Sent to Planning]Fwd: Willow Village Project Questions

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Also sending the email below to this alias...thanks all!

Nancy

Kyle T. Perata
Planning Manager
City Hall - 1st Floor
701 Laurel St.
tel 650-330-6721
menlopark.org

---------- Forwarded message ---------
From: **Nancy Larocca Hedley** <nancylarocca@gmail.com>
Date: Mon, Oct 24, 2022 at 2:43 PM
Subject: Willow Village Project Questions
To: <cdecardy@gmail.com>

To the Chair and the Vice Chair of the Planning Commission (with others BCCd),

It's exciting to see the Willow Village project coming together, and as a member of the EQC, I'm heartened to see green and sustainable buildings come to life with this project. I have two questions for you which I'm hoping can be discussed tonight:

1) Belle Haven Community - Can you help us collectively understand how the Belle Haven community leaders have been involved in the planning process? What have they asked for, and how can we ensure their needs will be met as part of this project?

I have been learning more about Menlo Park's history, including historical lack representation by the Belle Haven neighborhood on the City Council and related impacts through Councilmember Taylor's talk at the recent Climate Summit (she speaks at ~38.5 minutes) and through our recent Community Collaboration Session with Juanita Croft and Pam D Jones (the second one is tonight at 6pm via Zoom...pls join us...https://us02web.zoom.us/j/86289927086). As I learn more about our history and

the negative impact that long ago decisions still have on this part of our community, I am aware of a heightened need for inclusion of the voices of the Belle Haven community in this process.

My hope is that this project will provide long-needed services to the Belle Haven community. And my fear is that the services provided won't actually meet the needs of people who have lived in this neighborhood for generations, and that the "unavoidable impacts" of this project will disproportionately affect the community that has long been suffering from increased traffic, lack of (relevant) services, and poor air quality. I also wonder how we might include a path to home ownership for residents who are currently renting as part of this Willow Village project.

2) Trees - Can we find creative ways to save a higher percentage of the trees, particularly the heritage trees, as we proceed?

While I appreciate the need to grade for resiliency against sea level rise, and I appreciate that trees would be unharmed until building permits are issued, I have to say that my heart absolutely sank when I saw the number of trees (865) that would be removed as part of this project, 295 of which are heritage trees. I see that new landscaping will go in, including trees, once the building is complete, but it takes a long time to grow a mature tree. One of the things we're working toward as the Trees and Sustainable Initiatives subcommittee of the EQC is working to EXPAND our urban forest, particularly in the Belle Haven neighborhood. Removing 865 trees would take us in the opposite direction, and I would like to see us be more creative in saving our trees so that we can preserve and expand our urban canopy, with all the benefits that brings.

Thank you for hearing my concerns,
Nancy Larocca Hedley
Environmental Quality Commissioner
Allied Arts resident

DATE: October 20, 2022

RE: F. Public Hearing on recommendation to City Council to:

1. certify the final environmental impact report (Final EIR),
2. adopt California Environmental Quality Act (CEQA) Findings,
3. adopt a Statement of Overriding Considerations for significant and unavoidable impacts,
4. amend the General Plan Circulation Element,
5. rezone the project site and,
6. amend the zoning map to incorporate "X" overlay district and,
7. approve the conditional development permit (CDP),
8. approve the vesting tentative maps for the main project site and the Hamilton Avenue Parcels,
9. approve the development agreement (DA), and
10. approve the below market rate (BMR) housing agreements

TO: Kyle Perata

FROM: Pam D Jones, Menlo Park resident

Dear Chair DeCardy, Vice Chair Harris, Planning Commissioners Barnes, Dan Do, Riggs, and Tate and Staff,

Respectfully request at least two additional study session to review and comment on all combined Final Reports. There are at least 10 separate items included in this report with recommended action. Two reports totaling approximately 1,100 pages. Failure to allow the public adequate time to review, digest, and comment on the largest Menlo Park project will affect the city and region for decades.

Comments on Willow Village Master Plan Project Final Environment Impact Report failed consider the information below when addressing concerns identified in letters submitted for the DEIR.

1. Today, residents' concerns as documented in the Environmental Justice Element, would be required to be substantially mitigated. The increased effected of global warming has also not been included in the FEIR

   This Project, as with all D1 development, is based on the ConnectMenlo/General Plan 2016 which was driven by developers. The council approved the update ***33 days prior*** SP 1000 going into effect on January 1, 2017, requiring identification and prioritizing of under-resourced/disadvantaged communities.

   According to EnviroScreen 4.0, the impacted area of Belle Haven currently show:

   a. Pollution Burden Percentile 60-70
   b. Children's Lead Risk from Housing Indicator 89.72
   c. Housing Burden in Belle Haven is 28% compared to 5 to 17% in the rest of Menlo Park

2. Displaced residents of Belle Haven and East Palo Alto should have right of first refusal for all BMR and Senior housing units.

   According to Districtr 2020 census data used for Menlo Park redistricting there is a decrease of 488 residents in Belle Haven. The demographics changes is due o the populations concentrated in the market rate units in the high-density apartments on Haven and Hamilton Avenues.

   Housing study data was collected in 2017- 2019 for the Investment/Disinvestment as Neighbors 2020. Data on Belle Haven alone stated Bellew Haven residents spend close to 60% on housing (p. 3). Data on market transactions ends with 2015 (p. 38). This report also states that Belle Haven has experienced the highest degree of real estate speculation (p. 430) among studied areas.

   There has been no comprehensive follow-up to the Investment/Disinvestment 2020 report included in the responses to housing displacement concerns. There continues to be a failure of current students on housing displacement. Therefore, there is no consideration for a 488 decrease in residents, as documented.

In summary, housing displacement has not been adequately studied and access. There is no human environment considerations as outlined in the now required Environment Justice Element.

Additional unaddressed issues:

No to Elevated Park, Conference Center and Hotel until all housing is completed. This part of the project with adversely effect traffic by closing an entrance from Willow Road.

No timeline for the return of the gas station.

Impact of parking in the Belle Haven neighborhood to access destination elevated park north entrance has not been accessed.

Impact of traffic from hotel and conference center when conferences are held has not been accessed.

Respectfully,

Pam D Jones,

Perata, Kyle T

From: Perata, Kyle T
Sent: Monday, October 24, 2022 2:12 PM
To: Perata, Kyle T
Subject: Two NO votes , Willow Village

Kyle T. Perata
Planning Manager
City Hall - 1st Floor
701 Laurel St.
tel 650-330-6721
menlopark.org
From: PAUL HEINEMANN [mailto:starpaul@pacbell.net]
Sent: Monday, October 24, 2022 10:14 AM
To: _CCIN <city.council@menlopark.org>; _CCIN <city.council@menlopark.org>
Subject: Two NO votes , Willow Village

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

City Council / Kyle Perata, Planning Manager, No more Meta/Facebook. Do you really want Menlo to become a "Company Town". Too much in one spot already! Power usage, water, sewer, and the stink of politics, it's all too much! No!!!

Paul---74 years in Menlo

Perata, Kyle T

From: Alex Melendrez <alex@yimbyaction.org>
Sent: Monday, October 24, 2022 3:18 PM
To: _Planning Commission
Subject: Support homes at Willow Village!

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commissioners Menlo Park Planning Commission,

Dear Commissioner,

I'm writing to express my support for a creative new project at Willow Village that would bring over 1,730 much-needed homes to Menlo Park and urge you to approve this worthy project.

I support Willow Village because it:

1) Transforms old office space into a place for affordable homes.
This project replaces 1970s outdated R&D office space over 59 acres with a mixed-use project that includes 1,730 new homes. Approximately 18% will be subsidized affordable, which is more than 300 Affordable homes, and will increase the city's existing affordable housing stock by approximately 60%. Of these, up to 120 homes will be reserved for seniors providing much needed senior housing at the Very Low-Income and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park. Willow Village's affordable housing plan brings unprecedented housing resources where they are truly needed most.

2) Delivers badly needed amenities to the local community.
Willow Village is a community-facing mixed-use site that provides the Belle Haven neighborhood vital community amenities and benefits such as a

grocery store, pharmacy services, space for local retailers, significant public open space, and a town square.

3) Ensures that resources are accessible.
The community park above Willow Road near Hamilton Avenue connects directly to the Town Square, providing convenient access for neighbors to walk and bike while improving traffic circulation on Willow.

4) Utilizes sustainable building and design practices.
This project is built to LEED Gold standards meaning that buildings will be equipped with 100% electric power, use recycled water, sustainable materials, and increased photovoltaics.

For these and many other reasons, I urge you to approve these well-designed, well-located, sustainable new homes without delay.

Thank you.

Alex Melendrez
alex@yimbyaction.org
140 Portola Way
San Bruno, California 94066

Perata, Kyle T

From: Patti Fry <Patti.L.Fry@gmail.com>
Sent: Monday, October 24, 2022 3:14 PM
To: PlanningDept; Perata, Kyle T; _Planning Commission
Cc: _CCIN
Subject: [Sent to Planning]Comments about Willow Village/Office Towers Review Materials

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear City and Planning Commission,

You are being asked to do the impossible. Of course it would serve Meta to rubber stamp this immense project quickly, but speed is not appropriate at this final stage of due diligence for the largest project in Menlo Park history; residents will suffer the negative impacts when important details get short shrift.

Don't be fooled by the potential positive impacts of this project. As proposed, this project significantly worsens the existing local housing shortage (by 815 housing units according to the Housing Needs Assessment) and that will affect the most vulnerable. This is the third time Meta/Facebook has brought an expansion project to your Commission, and the first two projects had no housing. Keep in mind that initial infrastructure problems were not resolved in the first two projects and are now even more grave. Finally, housing is being proposed now but the deficits created by all three projects cannot be ignored. The goal post continues to move and the State of California will look to Menlo Park to make up the shortfall.

It is no wonder that the state RHNA requirements have been extremely difficult to meet. A pharmacy, grocery, parks will not make up for the housing deficit this project's six office towers create. The Final Environmental Impact Report (FEIR) dismisses concerns expressed about that. The Project site is one of few in Menlo Park that could help resolve the housing crisis; instead it worsens it. Significantly. You can, and should, recommend that the project be right-sized so there is a net improvement of housing supply and demand.

STAFF REPORT AND PROJECT REVIEW MATERIALS
These documents underestimate some negative impacts and overestimate some benefits. Some of the assumptions and conclusions do not pass a commonsense test, raising more questions than answers about this proposal. A few examples:

1. FB/META PACKS IN MORE EMPLOYEES Is Meta really going to pack fewer workers into the offices than they have in prior projects? The EIR takes worker space assumptions from newspaper articles rather than Facebook's prior practices here. The difference between 150 sf/worker and the EIR's assumed 179 sf/worker means 19% more workers. **Would this mean the 815 unit housing shortage is really 19% greater (970)? What would this mean to the next RHNA allocation? Infrastructure implications?** Menlo Park is hard pressed to find places for the 2,946 housing units currently demanded by regional authorities. The entire city is voting on a measure that began over 30 units (the difference between 60 units OK by neighbors and 90 units desired by the developer).

2. **MENLO PARK IGNORED ABAG 2018 PROJECTIONS** The regional planning for population, housing, and jobs in Menlo Park did not fully take the ConnectMenlo GPU into account. The current regional 2040 forecast for households and jobs in Menlo Park are significantly lower than in ConnectMenlo**.**

COMPARISON OF CONNECTMENLO AND ABAG 2040 PROJECTIONS

2040 Projections	**ABAG (2013)**	**ConnectMenlo****	**ABAG (2018)**	**Comparison of adjusted ABAG (difference between 2013 and 2018 projections) with ConnectMenlo GPU**	
Population	43,200	50,350	54,920	4,570	over
Households	16,360	19,880	17,680	(2,200)	under
Employees	36,150	53,250	42,475	(10,775)	under
Jobs/Housing Ratio*	2.2	2.7	2.4		

* calculated **Proposed Project and cumulative projects

Sources: ConnectMenlo DEIR 6/1/14 (page 4.11-4); Willow Village DEIR April 2022 (pages 3.132-3.13-5,3.13-16)

Yet, the Willow Village EIR states "The most recent regional projections (Plan Bay Area Projections 2040) incorporate full buildout of ConnectMenlo" (page 3.13-13 DEIR) and concludes "Because the growth projections have been updated, the cumulative impact of ConnectMenlo in combination with past, present, and reasonably foreseeable projects is considered less than significant…No mitigation measures would be required." (page 3.13-23 DEIR). **Isn't it a Significant impact when 2,200 housing units and 10,775 employees were not included in the latest regional plans? If so, how would correcting this ripple throughout the EIR (e.g., traffic, air quality, water supply, infrastructure)?**

3. CORRECT NUMBERS NEEDED FOR CORRECT RHNA REQUIREMENTS How would this relate to the current RHNA allocation and Housing Element update, and how would these factors affect the next RHNA allocation?

4. HOUSING NEEDS ASSESSMENT? - Why weren't current Meta workers asked whether they want to live in Menlo Park? The assumptions about future workers' who would live in our town is based on retrospective commute data to this area with a serious housing shortage.

5. HOW COULD THE PROJECT BE RECONFIGURED TO RESOLVE FULLY THE 815 HOUSING UNIT SHORTFALL? What balance of office space and housing units would be needed for "full mitigation" of the housing shortfall? To put this serious shortfall into context, 815 housing units is:

- 20% more units than the entire number of housing units (680) planned in the El Camino Real/Downtown Specific Plan over its 30-year planning horizon
- Twice the 400 new units currently proposed in the SRI Parkline project
- Twice the 398 housing units that are nearing completion in the huge Stanford Middle Plaza and Springline projects on El Camino Real -- *combined*

6. HOW COULD "FULL MITIGATION" BE DESCRIBED IN THE DEVELOPMENT AGREEMENT?
How could the project be modified to achieve "full mitigation"? The Increased Residential Density Variant (provides 200 additional units for a total of 1,930 housing units within this Project)? With how much less Office square feet? Or make Meta pay for sufficient new housing in Menlo Park to fully mitigate induced direct and indirect demand?

7. FIRM UP COMMITMENTS IN DEVELOPMENT AGREEMENT Revision is needed to ensure that this project fully mitigates the housing needs it induces. As worded, the DA allows for "up to" a certain number of housing units and "up to" the size of non-residential spaces. There is no requirement to build anything or to build office/housing/amenities proportional to the final total Proposed Project.

8. Development Agreement: BELLE HAVEN DISPLACEMENT POTENTIAL What would mitigate fully the displacement in Belle Haven **(**e.g., an approach like buying extra deed restrictions on units, as was done for Anton Menlo?). **How could the agreement be structured to mitigate displacement of current low income residents,** such as requiring Meta to meet BMR/deed restricted goals prior to certain levels of office buildout as Santa Clara did with Stanford in its 2000 GUP?

9. Development Agreement: TIMELINE NEEDS SEQUENCE REQUIREMENTS Can housing – or chunks of housing – ready for occupancy be required before offices or chunks of offices can be made available for occupancy? How could the timeline be structured to require milestones for completion? The timeline seems to have phases when various aspects of the project begin, but it doesn't seem to require milestones for COMPLETION in any sequence. This would be particularly important if different developers become responsible for different parts of the Project.

10. FINANCIAL IMPACT ANALYSIS IS MISLEADING Are the estimates of revenue based on what is known about Facebook/Meta in Menlo Park from the past years of experience here, or out of some book? Is Meta really going to stop providing food and other services to its workers? The FIA assumes workers will be paying for lunches in our town rather than the cafeteria. Facebook not only provided food but also dry cleaner, bike repair, etc.

11. FINANCIAL IMPACT ANALYSIS NEEDS CAREFUL REVIEW How is this project good for Menlo Park's coffers? The FIA says it will have a negative fiscal impact without the hotel, which isn't a certainty. Further, Hotel TOT revenue tends to be cyclical. How could our city not be left holding the financial bag?

These serious concerns and questions came out of hours of reading the EIR and its attachments and related studies, with specific review of the Development Agreement. We need the bright minds of the Planning Commission to dig into the details to advise the City Council on how to make this a great project for Menlo Park for many years to come.

State and regional pressures are high for resolving the housing shortage. Do what you must to fully mitigate any new housing demand. If you don't, future state and regional housing requirements will come back to bite our community big time. As proposed, it is a ticking time bomb for future RHNA allocations and inadequate infrastructure to support so much growth.

RECOMMENDATION

Demand a continuance until all your questions are answered and until there has been sufficient time for both public comment and for your work. Do not recommend certification of the FEIR or approval of the other documents until questions are resolved and you have had ample time to analyze all the materials and discuss recommendations for the Council's consideration. You – and the future of our community – deserve that.

Respectfully submitted
Patti Fry, former Menlo Park Planning Commissioner

Perata, Kyle T

From: Sixto Betancourt <sixtobetancourt@yahoo.com>
Sent: Sunday, October 23, 2022 10:30 PM
To: _Planning Commission
Cc: Willow Village; Perata, Kyle T
Subject: I support Willow Village 125%!!!

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my full support for the Willow Village project. I have been living with my family in Belle Heaven since 2018, and after we learned about this project we have been just counting the days for the City Council to give the final approval!!!
Being able to walk to the new super market… listening to concerts in park… walking the elevated park… What a dream!
We have been so excited and thankful that this is even happening. We have two girls, 8 and 6, and when we first put an offer on our house we were very nervous about the traffic and supermarket situations; we knew that the closest grocery stores were in Menlo Park Downtown (Trader Joe's has always been our grocery store, with Safeway as a backup), but that is 3.3 miles away that we need to drive (gas cost, pollution), at least once a week and mostly in peak hours, to get by. So, you could imagine how grateful we are that there is a plan to have a grocery store at a walking distance. (And unfortunately the two latino markets don't offer the products that we are used to buy, and the Willow Market next to Middlefield is ridiculously expensive.)
And for takeouts, we love Back-a-yard, but that is it. We have tried the two taquerias in the little markets, and the pizza place by Starbucks, but not really our go-to places. The Willow Village Project offering restaurants that would be at a walking distance from my home is a privilege, which I am sure the West side would appreciate and get to enjoy too!
We walked a lot around the neighborhood during the pandemic, and Belle Heaven is truly a beautiful place to live. But we still need the basics: food, entertainment, art, and places where to relax and engage with the community. The Willow Village offers that, so my family and I support this project 125%!!!

I urge you to approve Willow Village and advance it to City Council for final consideration.
Sincerely,
Sixto Betancourt, 1216 Henderson Avenue, Menlo Park, CA 94025.

Perata, Kyle T

From: gabrielle johnck <gabriellejohnck@gmail.com>
Sent: Sunday, October 23, 2022 2:51 PM
To: _Planning Commission
Subject: Willow Village EIR Huge Document!

Follow Up Flag: Follow up
Flag Status: Completed

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Planning Commission,

I know you are buried under this document this weekend. I too have spent much of this weekend reviewing the Final Willow Village EIR and all its attachments that have been revised since the Draft EIR was published, I feel overwhelmed. Four days is too short of a time to read and analyze this document.
October 19 Final EIR released
October 20, FInal EIR attached to the PC agenda.
October 24 Planning Commission deliberates on the FEIR

Take a close look at the list of amenities that is supposed to make up for the impacts of this project. Can a grocery, a pharmacy bike parking make up for the increase of motorists on one main arterial, WIllow Rd? Why is the office allowed a bonus designation? Does the city need office? Pay attention to the number of times the document uses the phrase "up to" when promising future benefits. This phrase gives Meta or the new owner, if Meta sells the land, lots of wiggle room to not deliver.

In 2016 Mr. Riggs and Council member Mueller joined the late Planning Commissioner Katherine Strehl in a guest editorial and asked if the infrastructure problems created by the updated General Plan would be met.

6 years later that question remains the most important question. Since 2016 the entire stretch along the Bayfront expressway down to Marsh Rd. has been filled with new Facebook (Meta) office buildings. Today our concern is the same. Will the Willow Village only add to the fundamental challenge of how we move about?

Please read the attached guest editorial by Mr. Riggs, Mr. Mueller and Ms. Strehl.

Brielle Johnck
Menlo Park

https://almanacnews.com/news/2016/11/28/guest-opinion-more-work-needed-on-general-plan-before-approval

Perata, Kyle T

From: Karen Grove <karenfgrove@gmail.com>
Sent: Sunday, October 23, 2022 2:32 PM
To: _Planning Commission
Subject: Support - contingent on one clarification - for Willow Village BMR proposal

Follow Up Flag: Follow up
Flag Status: Completed

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Dear Planning Commission,

I'm writing to express my support and excitement - contingent on a few clarifications - about the housing and in particular the Mercy Housing partnership that is part of the BMR proposal for the Willow Village project.

I'll start with the clarification I'm asking for.

Please confirm a critical aspect of the partnership with Mercy Housing to ensure it is a success.

As explained below, I strongly support the partnership with Mercy Housing, and ask that you assure its success by confirming that Signature is 1) committing 100% of the gap funds in a way that positions the project to be as competitive as possible for Federal Low Income Housing Tax Credits, and does not draw upon Menlo Park BMR funds or County Measure K funds; and 2) donating "development-ready" land - land that is graded, hooked up to facilities, and has its entitlements.

I'll continue with all that I appreciate about this proposal in terms of housing and affordable housing.

I appreciate that the Willow Village business park development includes housing!

Ideally it would have even more housing, but it is a step in the right direction that it has as much as it does, and I hope this is the first of many steps towards stabilizing and reducing the jobs/housing imbalance in our region.

I appreciate that the Willow Village project is meeting it's commercial housing impact by adding BMR units to their market-rate residential building.

We prefer actual homes to impact fees, and I appreciate that this project is providing that.

I appreciate that Signature is meeting the city's BMR requirements through a partnership with the mission-driven and highly regarded non-profit Mercy Housing.

Through this partnership, Menlo Park will meet one of our critical housing needs - affordable housing for very low-income and extremely low-income seniors with on-site services provided by experts accountable to Mercy Housing's mission-aligned board.

Please confirm a critical aspect of the partnership with Mercy Housing to ensure it is a success.

As stated above, I strongly support the partnership with Mercy Housing, and ask that you assure its success by confirming that Signature is 1) committing 100% of the gap funds in a way that positions the project to be as competitive as possible for Federal Low Income Housing Tax Credits, and does not draw upon Menlo Park BMR funds, or County Measure K funds; and 2) donating "development-ready" land - land that is graded, hooked up to facilities, and has its entitlements.

The reason this is important is that the "low income equivalency" calculation in your staff report assumes that Signature is committed to the entire subsidy for the stand-alone senior housing project. That is appropriate, because the Senior Housing is a component of their inclusionary BMR obligation. I assume, therefore – but ask you to confirm – that they are already committed to 100% of the gap funds and developable land.

Thank you for the huge task you have in front of you in reviewing this project!

Karen Grove
Menlo Park resident and former Housing Commissioner (BMR Guidelines ad-hoc committee member)
karenfgrove@gmail.com
650-868-2732

Perata, Kyle T

From: Patti Fry <Patti.L.Fry@gmail.com>
Sent: Saturday, October 22, 2022 2:51 PM
To: _Planning Commission; PlanningDept
Cc: Perata, Kyle T; _CCIN
Subject: [Sent to Planning]Willow Village project reviews scheduled for 10/24/2022

Follow Up Flag: Follow up
Flag Status: Completed

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Dear City and Planning Commission,

Within the past 11 days, a whopping amount of information (nearly 1,500 pages) has been released regarding the proposed Willow Village project. As a former Planning Commissioner, I am astonished that so little time has been allocated for you and for the public to do appropriate due diligence and to conduct adequate public meeting time to inform your recommendations to the City Council on each of these meaty subjects. A project of this size with impacts of this intensity to residents have historically undergone a longer and more attentive process. Prior Planning Commissions have spread their review and public comment over much longer periods, including multiple Commission meetings on a complex project's EIR alone. You should, too.

Here you are being asked to consider and make your recommendations to the City Council – in a single meeting – not just about an EIR but also regarding:

- the final environmental impact report (FEIR), including the findings and proposed mitigation measures
- the Financial Impact Analysis (FIA)
- a Statement of Overriding Considerations for significant and unavoidable impacts
- amendments to the General Plan Circulation Element
- rezoning of the project site and amending the zoning map to incorporate "X" overlay district
- the proposed conditional development permit (CDP)
- the vesting tentative maps for the main project site and the Hamilton Avenue Parcels
- the proposed development agreement (DA)
- the below market rate (BMR) housing agreements
- draft resolutions regarding each of the above

The Willow Village project is the largest in Menlo Park's history. Its positive and negative impacts will affect our city and region for decades. Your due diligence of every document is an essential service to our community and to the City Council. This is especially important during a time with serious City staff vacancies and numerous large projects more typical of large cities, not a small town like ours.

I highly recommend that you schedule multiple meetings, each focused on a limited number of the above documents so that you – and others – can analyze them, listen to, and consider fully, public input, discuss the documents, and formulate your recommendations in the detail necessary.

Respectfully submitted,

Patti Fry, former Menlo Park Planning Commissioner

PS I will attempt to provide some detailed feedback regarding the project materials

Perata, Kyle T

From: avi650@gmail.com
Sent: Friday, October 21, 2022 3:42 PM
To: _Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my full and excited support for the Willow Village project. I urge you to approve Willow Village and advance it to City Council for final consideration.

I strongly believe it will help our community and economy for many years to come.

Many thanks for your support!!

Sincerely,

Avi Urban

1239 Madera Ave. Palo Alto, CA 94025

Perata, Kyle T

From: Romain Tanière <rtaniere@yahoo.com>
Sent: Friday, October 21, 2022 2:41 PM
To: Nash, Betsy; _Planning Commission; _CCIN
Cc: Sandmeier, Corinna D; PlanningDept; Perata, Kyle T
Subject: Questions and comments regarding item F: Public Hearing for Willow Village decision at Planning Commission 10/24/22
Attachments: 20221024-planning-commission Willow Village staff report main.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

To whom it may concern, please find below some questions and comments related to the Willow Village Master Plan Project and final EIR.

Nearby Kavanaugh East Palo Alto residents will benefit but also be affected by the new Willow Village/Meta Campus and we thank you for the opportunity to provide some feedback on the latest development proposal.

1. Why was the Willow Road Tunnel and dog park removed from the community amenities? What are the plans for them, has the dog park been completely removed and if so replaced by what?
Under the new plan, these are optional project features and the applicant may elect to not proceed/implement them.

2. Why was the Community Center on ground level near the Ivy/Willow public park removed? Despite some potential additional community space near the plaza, this was a great location for a public use amenity.

3. In regards to impacts/improvements to East Palo Alto, most of the responses to comments/suggestions/requests relevant to East Palo Alto in the Final EIR indicate that the project scope/location is in Menlo Park and has no influence over a different jurisdisction. However in Staff Report Number: 22-056-PC (ref. attached) p16 under "Level of service or roadway congestion analysis (non-CEQA transportation analysis)", it is stated:

"East Palo Alto. The project would be conditioned to contribute to several improvements within East Palo Alto. These were developed consistent with East Palo Alto's traffic impact analysis guidelines and staff has worked with East Palo Alto staff and the applicant to develop an approach to making these contributions."

What are the specific contributions to several improvements within East Palo Alto that have been agreed to and the timelines/requirements associated to them?

Beside my other written comments that were provided for "23 August 2022 city council - Item D: Feedback about Kavanaugh/Obrien/Willow/University - Menlo Park", I am also reiterating some previous suggestions in regards to the proposal down below:

1. Nearby Kavanaugh East Palo Alto residents will benefit but also be affected by the new Willow Village/Meta Campus hence nearby East Palo Alto neighborhoods (Kavanaugh, Gloria, University, etc…) must be considered in the community amenities proposal and studies and some of the impact fees should go towards the city of East Palo Alto for safety and traffic mitigation measures.

2. Meta should include the integration/planning of a Multi-Modal Transit Hub by the SamTrans corridor and keep pushing for the Dumbarton Rail Corridor to be reactivated. The plan should allow options to include and connect a future Dumbarton transit/commuting center to the Willow Village Campus.

3. The redevelopment of Hetch Hetchy right of way should be included in the project to increase greenery and connect the proposed south park crescent between Ivy/Willow and O'Brien/dog parks. The developer of this project should work with

relevant parties such as the city, nearby other landowners, and the SFPUC, to increase park/playground options on Hetch Hetchy such as secured children/toddlers areas and tennis/basketball/football/soccer/bocce courts, etc... This would create an additional south paseo between the Ivy/Willow public park and the dog park (now removed from proposal but hopefully will be constructed) to increase community park amenities serving both future employees and local residents.

4. Re-including the initial proposal for a Community Center on ground level near the Ivy/Willow public park would be greatly beneficial. The Ivy/Willow park/open space should not be limited as a sport's/multi use field which will be only used by 1 or 2 leagues but should be planned as a full amenity community park such as the "awesome spot playground" (Modesto) or the "magical bridge playground" (Palo Alto). Hopefully the elevated park by the SamTrans corridor can also incorporate many great designs/features from the High Line New York city public park.

Overall, we are very excited about this mixed used project with public access and amenities east of US101. We are looking forward for the city of Menlo Park, the planning commission and the developer to working together with the relevant stakeholders (e.g. the city of East Palo Alto, SFPUC, Meta, CSBio, etc...) to incorporate and implement these improvements so that this live/work/play development transforms the O'Brien business park area in a more lively community district integrated in the surrounding city neighborhoods and ultimately benefits everyone.

Thank you very much for your consideration.

Romain Taniere

East Palo Alto, Kavanaugh neighborhood resident.

Perata, Kyle T

From: Art Taylor <ataylor@jobtrainworks.org>
Sent: Friday, October 21, 2022 11:22 AM
To: _Planning Commission
Cc: connect@willowvillage.com; Perata, Kyle T; Murphy, Justin I C
Subject: I throw my full support for the Willow Village Project Development

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners,

My name is Art Taylor. I am the Chief Strategy Officer at JobTrain. Our workforce development education and training facility is located adjacent to the proposed Willow Village Development. I am writing to express my support for the Willow Village project. JobTrain has had a great relationship with Facebook. We have a standing priority hire agreement with Facebook to supply graduates from our Pre-apprentice Construction Trades program to be hired to work on building projects on the Facebook campus.

Prior to the pandemic, we had upwards of 15 graduates who were hired through our Union Local 217, making over $29 dollars per hour. We understand the development of Willow Village and the positive impact it will have on workforce development in Menlo Park, East Palo Alto and other adjacent cities and neighborhoods. I urge you to approve Willow Village and advance it to City Council for final consideration.

Sincerely,

Art Taylor
1200 O'Brien Drive
Menlo Park, 94025

Sent from my iPad

Art Taylor
Chief Strategy Officer

JOBTRAIN

Office: (650) 330-6451
Mobile: (415) 812-5331
Address: 1200 O'Brien Dr, Menlo Park, CA 94025
LEARN MORE: www.JobTrainworks.org

Perata, Kyle T

From: Akshay <akshay.phadke@gmail.com>
Sent: Friday, October 21, 2022 7:53 AM
To: _Planning Commission
Cc: Perata, Kyle T; Murphy, Justin I C
Subject: I support Willow Village

CAUTION: This email originated from outside of the organization. Unless you recognize the sender's email address and know the content is safe, DO NOT click links, open attachments or reply.

Dear Planning Commissioners, I am writing to express my support for the Willow Village project. I urge you to approve Willow Village and advance it to the City Council for final consideration.

Sincerely,

Akshay Phadke
1236 Hollyburne Ave, Menlo Park, CA 94025

October 21, 2022

Menlo Park Planning Department
City of Menlo Park
701 Laurel St.
Menlo Park, CA 94025

Re: Support Willow Village - Housing Leadership Council of San Mateo County

Dear Members of the Menlo Park Planning Commission,

The Housing Leadership Council of San Mateo County (HLC) works with our communities and their leaders to produce and preserve quality affordable homes.

On behalf of HLC, I'm writing to express our support for the Willow Village proposal by Signature Development. Of the potential 1,730 homes, a total of 312 will be affordable; with 120 set aside for your senior community members at both the Very Low and Extremely-Low Income levels. These homes, combined with the newly proposed $5 million in additional funding for affordable housing for your community members in Menlo Park, can provide your city with the much needed relief against the job-housing imbalance that all your residents are collectively experiencing at this moment.

We urge you to take all the necessary steps to move this proposal forward so it may become a reality for your community members.

Sincerely,
Ken Chan
Senior Organizer

Housing Leadership Council of San Mateo County
2905 S. El Camino Real, San Mateo, CA 94403 • (650) 242-1764 • hlcsmc.org

Perata, Kyle T

From: victoria robledo <vbetyavr@gmail.com>
Sent: Saturday, October 22, 2022 1:39 PM
To: Perata, Kyle T
Subject: Planning Commission consideration of Willow Village master plan project

Follow Up Flag: Follow up
Flag Status: Flagged

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Good afternoon Kyle,

As a resident of Belle Haven, and a native. I would like to request that if at all possible we consider removing another Hotel schedule to be built at Willow Village.There are existing Hotels already located in East Menlo Park such as the Nia Hotel. Belle Haven currently has the highest rate of Asma in all of Menlo Park,(51 % residence) . Air Quality is the worst in all of Menlo Park.
Belle Haven suffers the greatest impact of multiple construction projects than anywhere else in Menlo Park.

1. **Multiple construction projects without research on impact of new construction on Climate Change:**
2. **Thousands of new traffic added to already polluted community**
3. **7years shorter life expectancy in BH**
4. **Pollution of Marshlands due to traffic pollution**
5. **Senior housing residents suffering from poor air quality as a result of cars sitting idling on Willow road due to traffic congestion.**

We must look at ways to reduce added construction projects that will increase more traffic and more pollution contributed by additional cars. Belle Haven is already surrounded by freeways and highways and the Planning Commision should be doing all they can to limit some of the traffic coming into Belle Haven..
In addition, I hope the City can do all it can to limit the removal of 100's of trees and plants. We should also consider the pollution to our endangered species with 1,000s of autos driving in and out of East Menlo Park.

Many thanks,
Victoria Robledo
Belle Haven resident

TAMIEN NATION
PO Box 8053, San Jose CA 95155
(707) 295-4011 tamien@tamien.org

October 21, 2022

The Honorable Chris DeCardy, Chair
Planning Commission
City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025

Via Email : Planning.commission@menlopark.org

Dear Chair DeCardy and Planning Commissioners:

On behalf of Tamien Nation, I am writing to follow up on our earlier comments regarding the Draft EIR for Willow Village. When we approached Meta and Signature Development about our concerns on how to avoid, preserve, and protect tribal cultural resources on the Willow Village property, they listened. We want to thank the developer and the City of Menlo Park for their good faith efforts and updated project plan, which strengthens mitigation measures for impacts to tribal cultural resources on the project site.

It is vitally important that developers include early tribal consultation and assessment of tribal cultural resources in their site acquisition and due diligence process. Through good faith consultation, coordination, and collaboration, the revised EIR mitigation measures for tribal cultural resources enhance protection of tribal cultural resources and provide meaningful tribal access to this sacred landscape going forward.

This outcome shows that the Willow Village team listened, heard, and took action to address our concerns. We support the EIR mitigation measures as revised and withdraw any objection to the Willow Village project.

Thank you for your time and consideration.

Sincerely,

Quirina Luna Geary, Chairwoman
Tamien Nation

CC: Kyle Perata, City of Menlo Park
ktperata@menlopark.org

OFFICE OF THE CITY MANAGER

October 24, 2022

Kyle Perata, Planning Manager
Community Development Department
City of Menlo Park
701 Lauren Street
Menlo Park, CA 94025

Subject: Final EIR for the Facebook Willow Village Master Plan Project

Dear Mr. Perata:

Thank you for providing an opportunity to comment on the Final Environmental Impact Report for the Facebook Willow Village Master Plan project. This letter expands upon the City of East Palo Alto's comments on the project DEIR. East Palo Alto values its relationship with Menlo Park and we hope to continue to work cooperatively on the many issues common to both of our communities.

The City previously identified concerns regarding the project in letters prepared in response to the project's Notice of Preparation and the Draft Environmental Impact Report (DEIR). Those letters, sent on October 17, 2019 and May 19, 2022, are incorporated by reference. The City appreciates that comments were provided on the issues raised in the previous letters; however, the City respectfully requests further consideration of those issues, both in the CEQA process and the entitlement review process.

Construction
East Palo Alto appreciates that noise control is difficult, and in some instances an absolute decibel level may not be feasible to impose, but suggests a condition be included that when it is clear activities will exceed 60dBA that the hours be curtailed beyond those proposed, especially a reduction in the early hours of the day. Also, consideration should be given to special notice to sensitive receptors.

Air Quality
The response provided did not address the request for submittal of the construction air quality analysis related to East Palo Alto impacts be submitted to the City of East Palo Alto. This request is reiterated as it is reasonable and appropriate.

City of East Palo Alto
EPA Government Center
2415 University Avenue
East Palo Alto, CA 94303-1164
Telephone Number: (650) 853-3118
Confidential Fax Number: (650) 853-3111

Transportation
Cut through traffic along City of East Palo Alto streets was not addressed and it is a significant problem that will be faced by East Palo Alto residents. Also, increased traffic on Bay Road due to development would impact access to adjacent schools. These requests should be considered and addressed.

Utilities and Service Systems
Because the Kavanaugh Drive/Gloria Way neighborhoods in East Palo Alto are adjacent to the proposed project site, these streets should be improved aesthetically. Undergrounding of power lines in these neighborhoods can significantly improve aesthetics in and around the proposed project site, while also modernizing the infrastructure.

There are drainage issues in the vicinity of the proposed project site that can be improved. Drainage at the north end of Ralmar Avenue to 1170 O'Brien Drive, Menlo Park is of particular concern. There is also occasional flooding of Ralmar street in East Palo Alto due to an inadequate drainage system. Collaboration is needed between Menlo Park and East Palo Alto to ensure a storm drain system can be constructed through 1170 O'Brien Drive to avoid flooding in the City of East Palo Alto.

Sincerely,

Patrick Heisinger
Interim City Manager



Willow Village Master Plan Project Final Environmental Impact Report

City of Menlo Park

Menlo Park Planning Commission Hearing
October 24, 2022

Introductions

- ICF, Lead EIR Consultant
  - Kristi Black, Project Manager
  - Kirsten Chapman, Senior Environmental Planner/Project Manager
- Hexagon, Transportation Consultant
  - Ollie Zhou, Principal Associate

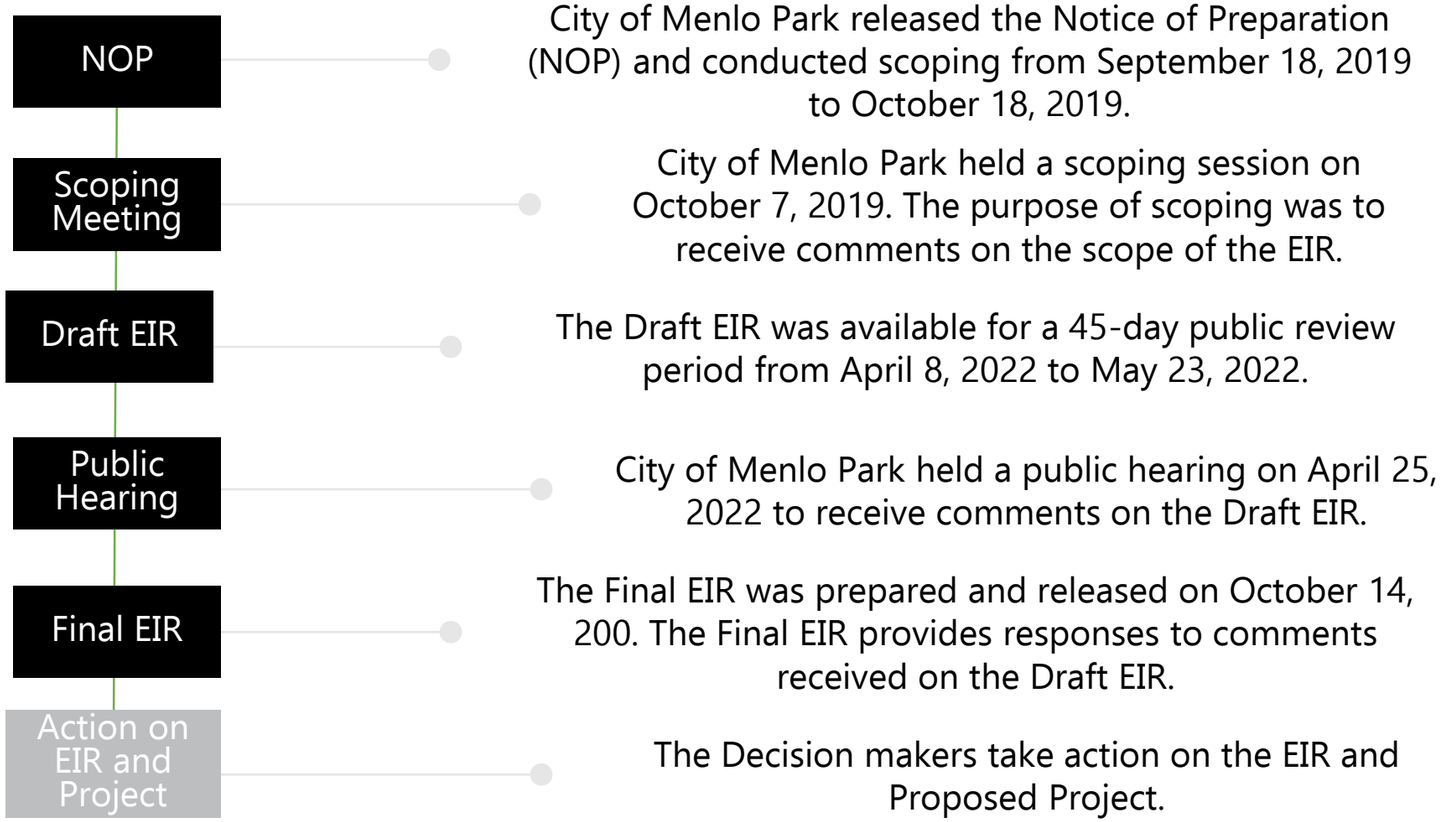
Agenda

- Project Overview
- Environmental Review Process
- Overview of the Draft Environmental Impact Report (EIR)
- Overview of the Final EIR
- Next Steps in CEQA Process

Environmental Review Process

- Purposes of CEQA
  - Provide agency decision makers and the public with information about significant environmental effects of the proposed project
  - Identify potential feasible mitigation and alternatives that would reduce significant effects
- Focus of the analysis under CEQA is on physical impacts to the environment
- Agency decision makers will consider the EIR and other input in making its decision on the project

Environmental Review Process



City of Menlo Park released the Notice of Preparation (NOP) and conducted scoping from September 18, 2019 to October 18, 2019.

City of Menlo Park held a scoping session on October 7, 2019. The purpose of scoping was to receive comments on the scope of the EIR.

The Draft EIR was available for a 45-day public review period from April 8, 2022 to May 23, 2022.

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The Final EIR was prepared and released on October 14, 200. The Final EIR provides responses to comments received on the Draft EIR.

The Decision makers take action on the EIR and Proposed Project.

Environmental Impact Report Content

- Project Description
- Environmental Setting
- Environmental Impacts, including Cumulative Impacts
- Mitigation Measures
- Alternatives to the Proposed Project
- Variants to the Proposed Project

Environmental Impact Report Content – Topics Evaluated

- Land Use
- Aesthetics
- Transportation
- Air Quality
- Energy
- Greenhouse Gas Emissions
- Noise
- Cultural and Tribal Cultural Resources
- Biological Resources
- Geology and Soils
- Hydrology and Water Quality
- Hazards and Hazardous Materials
- Population and Housing
- Public Services
- Utilities and Service Systems

Impacts and Mitigation Measures

- The Draft EIR identifies and classifies environmental impacts as:
  - Significant
  - Potentially Significant
  - Less than Significant
  - No Impact
- Mitigation Measures are identified to reduce, eliminate, or avoid impacts.
- Impacts where mitigation measures cannot reduce environmental effects are considered significant and unavoidable.

Significant and Unavoidable Impacts and Mitigation Measures

Impact	Mitigation
Impact AQ-1: Conflict with or Obstruct Implementation of the Applicable Air Quality Plan. The Proposed Project would conflict with or obstruct implementation of the applicable air quality plan.	• **Project Mitigation Measure AQ-1.1:** Use Clean Diesel-powered Equipment during Construction to Control Construction-related Emissions. • **Project Mitigation Measure AQ-1.2:** Architectural Coatings.
Impact AQ-2: Cumulatively Considerable Net Increase in Criteria Pollutants. The Proposed Project would result in a cumulative net increase in a criteria pollutant for which the Project region is classified as a nonattainment area under an applicable federal or ambient air quality standard.	• **Implement Project Mitigation Measures AQ-1.1 and AQ-2.2.** • **Implement ConnectMenlo Mitigation Measure AQ-2b1 and AQ-2b2.**

Significant and Unavoidable Impacts and Mitigation Measures

Impact	Mitigation
Impact NOI-1a: Construction Noise. Construction of the Proposed Project would generate a substantial temporary or permanent increase in ambient noise levels in the vicinity of the Project in excess of standards established in a local general plan or noise ordinance or applicable standards of other agencies.	• **Implement Modified ConnectMenlo Mitigation Measure NOISE-1c.** ***to implement measures to limit construction-related noise*** • **Project Mitigation Measure NOI-1.1:** Construction Noise Control Plan to Reduce Construction Noise. • **Project Mitigation Measure NOI-1.2:** Construction of Temporary Noise Barrier along Project Perimeter.
Impact NOI-2: Generation of excessive vibration or groundborne noise levels. The Proposed Project would generate excessive groundborne vibration or noise levels.	• **Implement ConnectMenlo Mitigation Measure NOISE-2a.** • **Project Mitigation Measure NOI-2.1:** Vibration Control Measures for Annoyance from Daytime Pile Driving Activity. • **Project Mitigation Measure NOI-2.2:** Vibration Control Measures for Annoyance from Daytime Construction Activities Excluding Pile Driving.

Alternatives Considered

Alternative	Impact Reduced
No Willow Road Tunnel Alternative	• Total emissions for construction would decrease due to a decrease in overall construction activities (Impact AQ-1, Impact AQ-2). • Decrease the amount of nighttime construction and vibration, reducing nighttime noise impacts (Impact NOI-1, Impact NOI-2).
Base Level Intensity Alternative	• Less construction and smaller buildout would reduce criteria air pollutant emissions during both construction and operation, ROG impact during operation would not occur (Impact AQ-1, Impact AQ-2). • Less construction activity and smaller buildout would reduce the construction and operation noise impacts (Impact NOI-1).
Reduced Intensity Alternative	• Less construction and smaller buildout would reduce criteria air pollutant emissions during both construction and operation, ROG impact during operation would not occur (Impact AQ-1, Impact AQ-2). • Less construction activity and smaller buildout would reduce the construction and operation noise impacts (Impact NOI-1).

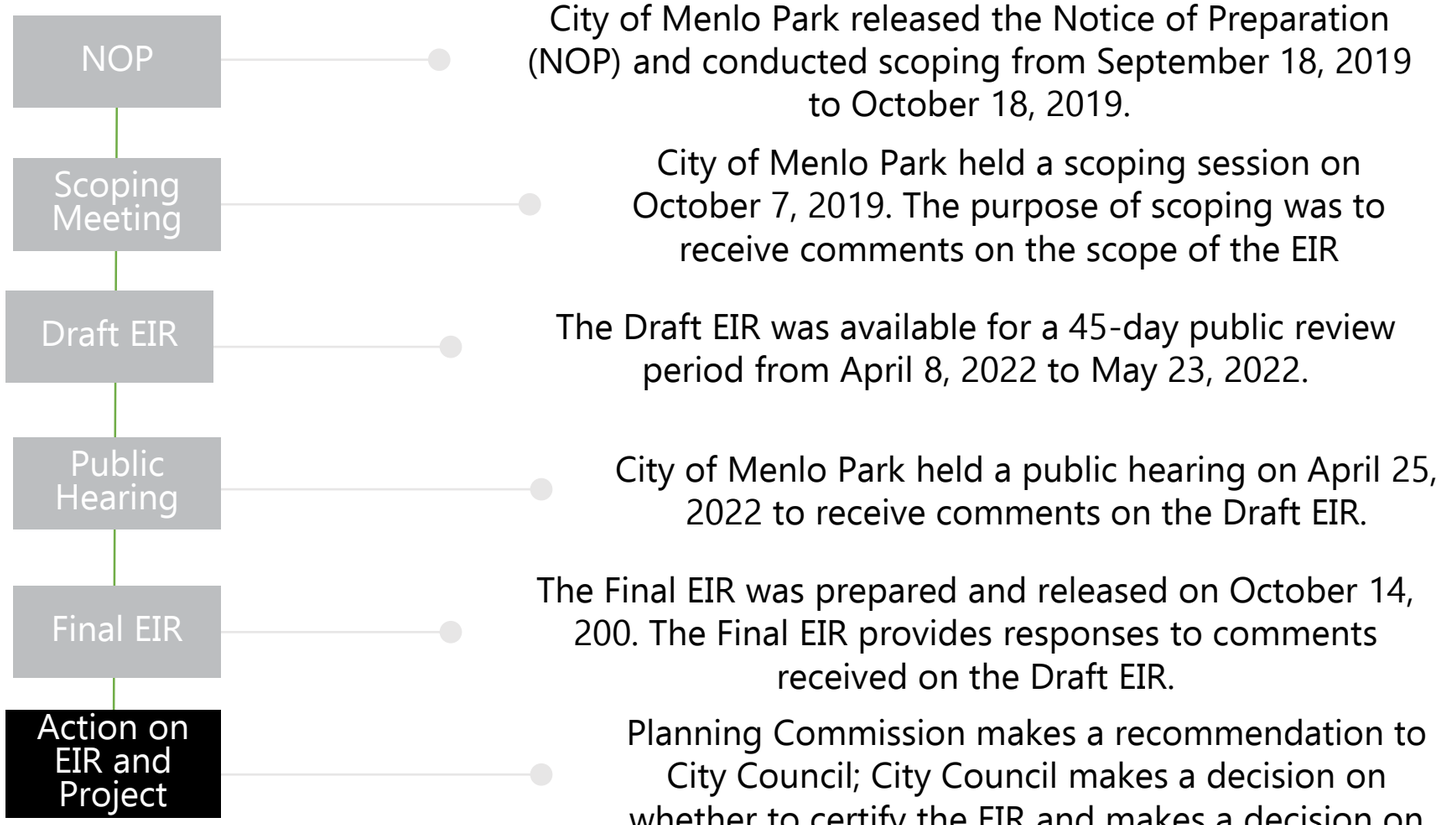
Final EIR

- Released October 14, 2022
- Comments from 5 agencies, 3 tribes, 8 organizations, numerous individuals, and the Planning Commission (Draft EIR hearing)
- Item-by-item responses to each comment
- Revisions to the Draft EIR, as needed
- Revisions do not substantially change conclusions to the Draft EIR, and recirculation not needed

Overview of Comments Received/Responses to Comments

- Master Responses
  - Reduced Parking and Vehicle Miles Traveled
  - Roadway Connection to Bayfront Expressway
- Tribal Cultural Resources
- Cumulative Impacts
- Non-CEQA
  - Merits of the Project
  - Jobs-Housing Balance
  - LOS/Traffic Congestion

Next Steps


NOP
Scoping Meeting
Draft EIR
Public Hearing
Final EIR
Action on EIR and Project
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The Final EIR was prepared and released on October 14, 200. The Final EIR provides responses to comments received on the Draft EIR.
Planning Commission makes a recommendation to City Council; City Council makes a decision on whether to certify the EIR and makes a decision on the Project.



WILLOW VILLAGE MASTER PLAN PROJECT

1350- 1390 Willow Road, 925- 1098 Hamilton Avenue, 1005-1275 Hamilton Court

Planning Commission Recommendation to City Council

Staff Presentation October 24, 2022

WILLOW VILLAGE PROJECT LOCATION





EXISTING SITE PLAN



PROPOSED SITE PLAN





PLANNING COMMISSION RECOMMENDATION

Adopt a resolution recommending approval to the City Council of the following:

- Certification of the Final Environmental Impact Report, CEQA findings including a statement of overriding considerations for significant and unavoidable environmental effects, and the mitigation monitoring and reporting program;
- Amendments to the General Plan Circulation Element and Zoning Map;
- Vesting tentative maps for the main project site and Hamilton Avenue;
- Rezoning of the project site to include the “X” Conditional Development district;
- A Conditional development permit for a master plan project;
- A development agreement (DA);
- Below market rate housing agreements.



CONDITIONAL DEVELOPMENT PERMIT

- Enable master plan development process;
- Permit bonus level development (increased height, density, and intensity) in exchange for community amenities;
- Establish allowed uses and development regulations (including design standard modification requests); and
- Otherwise govern the development of the proposed project;



COMMUNITY AMENITIES

- Minimum required value: $133.3M
- Proposed amenities value: $172.7M
- Proposed amenities include:
  - Grocery store and pharmacy services
  - Dining and community entertainment offerings
  - Bank/credit union
  - Elevated park, town square, and open space
  - Job training program funding
  - Bayfront Area shuttle
  - Willow Road feasibility study funding
  - Affordable housing funding and workforce housing
  - Funding for air quality and noise monitoring sensors



DEVELOPMENT AGREEMENT

- Provided public benefits in exchange for vested rights
- Additional public benefits beyond required amenities:
  - Gap payment for hotel
  - Timing for amenities provisions (Exhibit F of DA)
  - Ongoing job training
  - Stakeholder support for Dumbarton Rail and Dumbarton Forward
  - Below market rate housing true up
- Applicant vested rights
  - 10 year term with 7 year extension
  - Limits future impact fees
  - Phased development



BELOW MARKET RATE HOUSING AGREEMENTS

- 312 total below market rate units
  - 260 (15%) inclusionary units
  - 52 commercial linkage units
- 119 of the 312 units age-restricted for seniors

Table 4: BMR income and unit size breakdown at full buildout

Category	Area median income limit	Number of units	Studios	One bedrooms	Two bedrooms	Three bedrooms
Extremely low (senior)	30%	82	74	8	0	0
Very low (senior)	50%	37	33	4	0	0
Low (non-age restricted)	80%	76	17	35	23	3
Moderate (non-age restricted)	120%	117	30	50	32	3
Total units		**312**	**154**	**97**	**55**	**6**



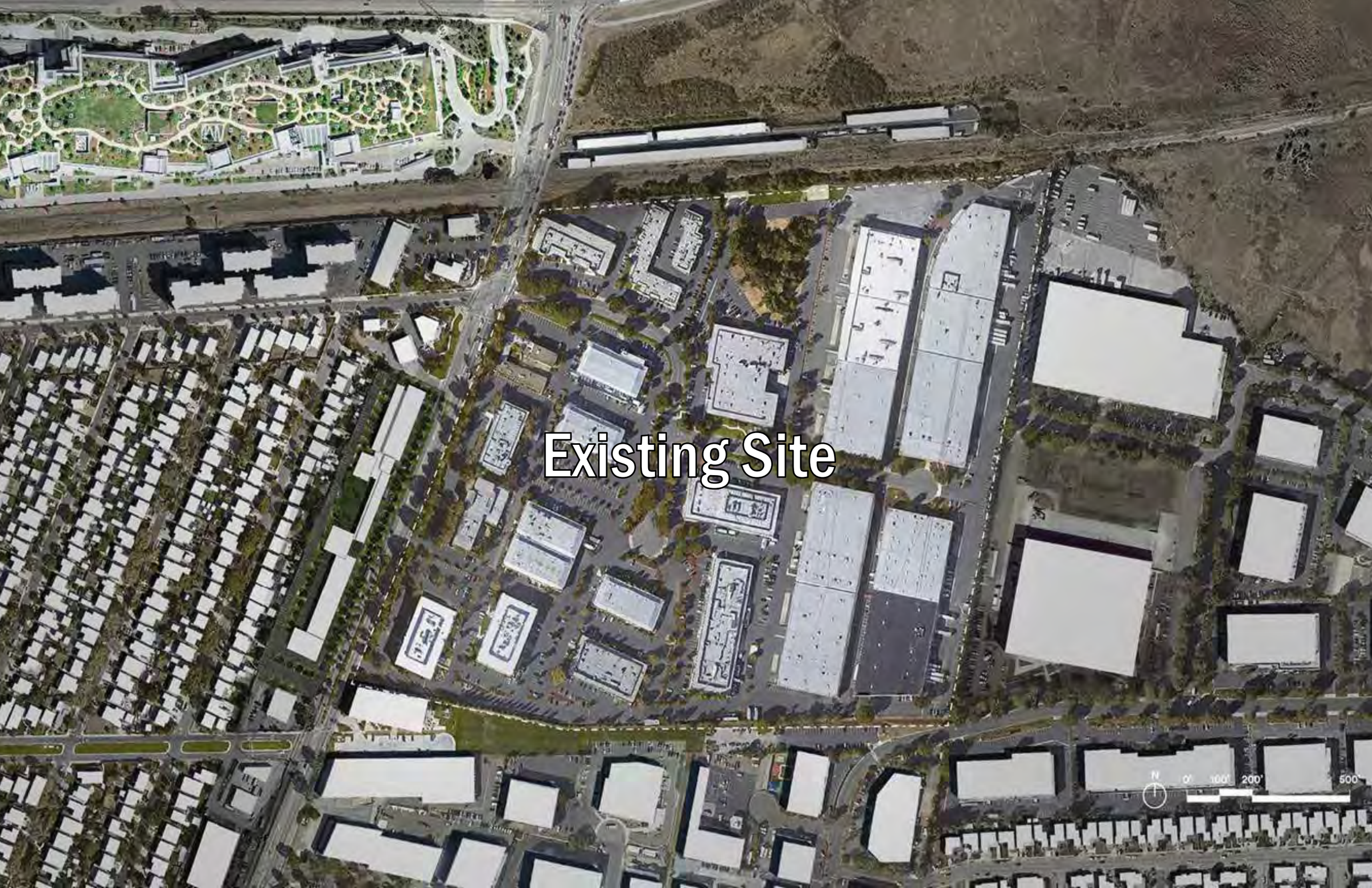
THANK YOU

Willow Village

Planning Commission Review

OCTOBER 24, 2022

Existing Site




43

Willow Village Timeline

- December 2014 Connect Menlo General Plan Update Commenced
- December 2016 Connect Menlo Approved
- July 2017 Willow Village Plans Submitted to City
- 2017-2018 Community Engagement & Feedback
- **March 2018 Planning Commission Study Session**
- April 2018 City Council Study Session

Willow Village Timeline

- February 2019 — Revised Willow Village Plans Submitted to City
- October 2019 — Planning Commission EIR Scoping
- October 2019 — Planning Commission Study Session
- **Feb-Dec 2019** — **Community Engagement & Feedback**
- December 2019 — City Council EIR Scoping
- May 2020 — Revised Willow Village Plans Submitted to City
- **May 2020-2022** — **Community Engagement & Feedback**
- 2021 — Architectural Submittals & **Community Engagement**
- 2022 — Plans Resubmitted City; **Community Engagement**; DEIR; Public Hearings

Willow Village Timeline

2022	City of Menlo Park Public Meetings
• January	**Planning Commission** Presentation
• March	Revised Architecture Plans Submitted
• April	**Planning Commission** EIR Scoping & Study Session
• May	**City Council** Community Amenities Study Session
• July	**Complete Streets Commission** Hearing
• August	**Housing Commission** Hearing
• August	**City Council** Community Amenities Study Session
• October	FEIR Release & **Planning Commission** Hearing
• Nov/Dec	City Council Hearings

Classic

Bayfront Expressway / CA 84

MPK20/21

Belle Haven

Residential

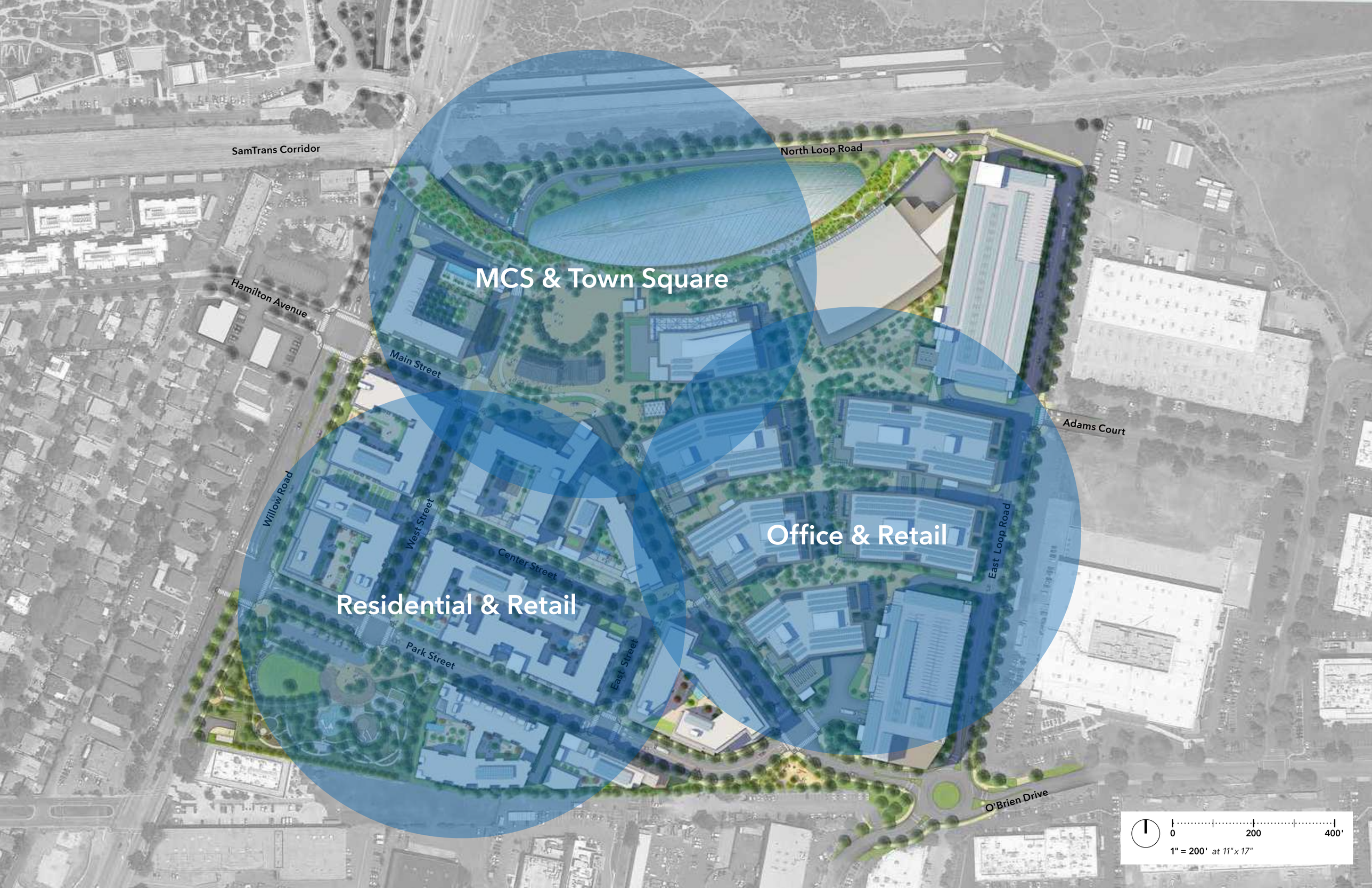
Office

Wilow Road

University Avenue

PLACEMAKING

WILLOW VILLAGE


MCS & Town Square
Residential & Retail
Office & Retail
SamTrans Corridor
North Loop Road
Hamilton Avenue
Main Street
Adams Court
Willow Road
West Street
Center Street
East Loop Road
Park Street
East Street
O'Brien Drive
0
200
400'
1" = 200' at 11" x 17"

Master Plan


SamTrans Corridor
North Loop Road
MEETING & COLLABORATION SPACE
ELEVATED PARK
HOTEL
TOWN SQUARE
RETAIL
RETAIL
Hamilton Avenue
Main Street
GROCERY
RETAIL
RETAIL
Adams Court
Willow Road
West Street
Center Street
MAIN STREET
OFFICE CAMPUS
East Loop Road
RESIDENTIAL
Park Street
East Street
PARK
DOG PARK
O'Brien Drive
0
200
400'
1" = 200' at 11"x 17"

Town Square









Grocery Offerings











Main Street









Local Retail Offerings













Neighborhood









Open Space Network



Community Park




Café



ELEVATED PARK

Elevated Park Plaza – Halloween Fair



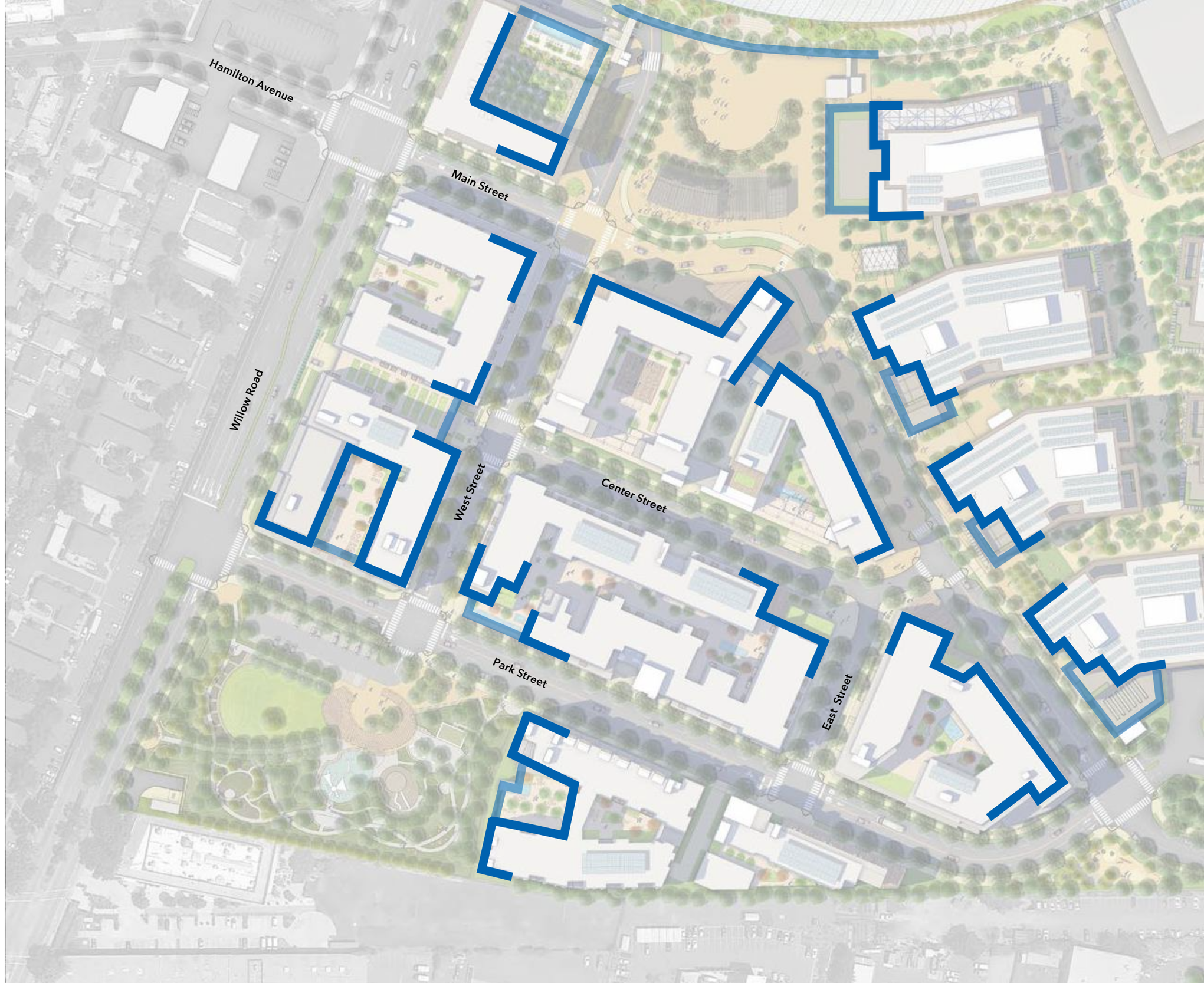
BUILDING ACTIVATION & ARTICULATION

WILLOW VILLAGE

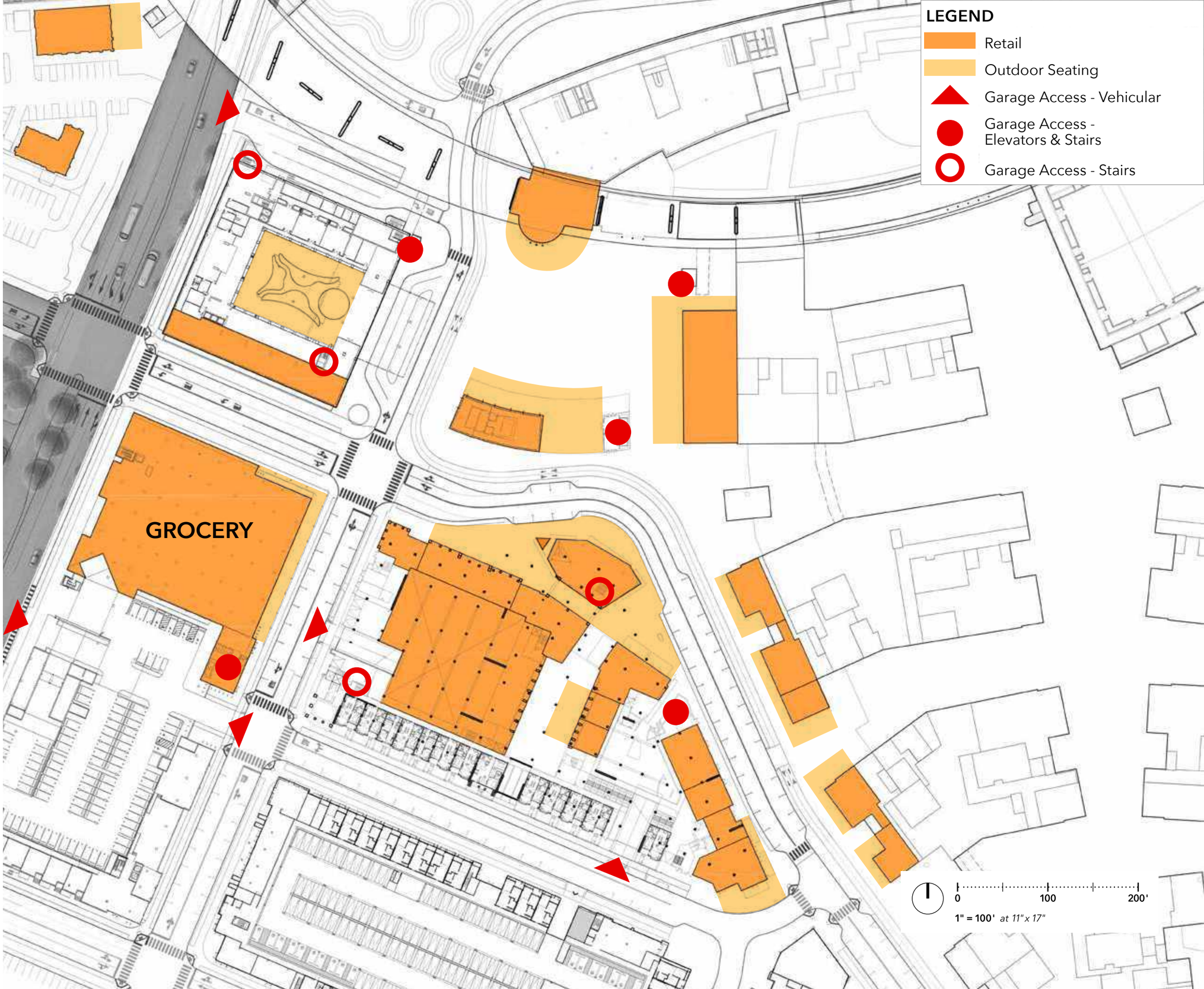
Residential



Framing the Public Realm



Retail Plan


LEGEND
Retail
Outdoor Seating
Garage Access - Vehicular
Garage Access - Elevators & Stairs
Garage Access - Stairs
GROCERY
0
100
200'
1" = 100' at 11"x 17"


CAFE



- Recessed balcony
- Visual modulation

Roofline variety via:
- Overhang conditions
- Stepbacks
- Horizontal modulation

- Massing removed
- Open up courtyard
- Shallower setback on ground base

- Ground floor setback
- Public realm benefit











SUSTAINABILITY

WILLOW VILLAGE


Bistro
coffee

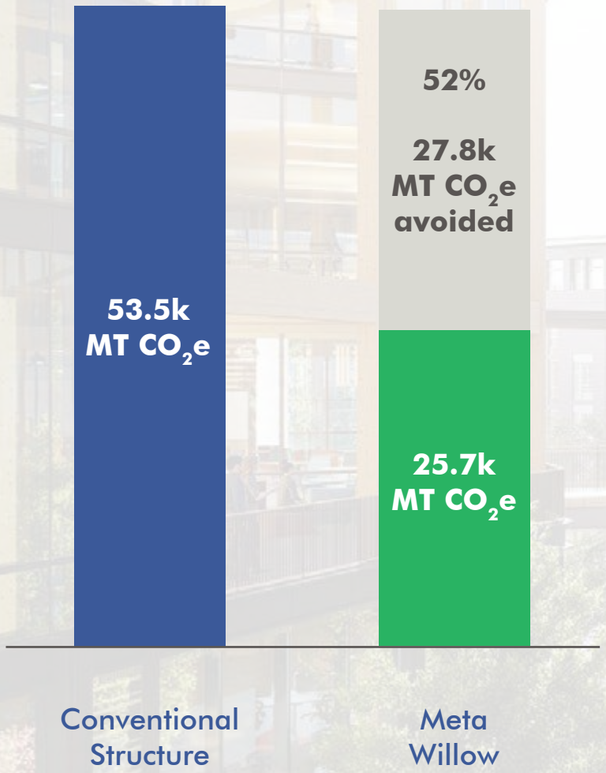
Optimize Solar Orientation

- Building Massing and Orientation are Important Moves in Sustainable Master Plan
- Reduce Solar Heat Gain & Energy Consumption
- Minimize Extent of East / West Facades
- Narrow Faces of Building Front Main Street and East Loop Road



Sustainable Environmental Planning
52% Reduction in Embodied Carbon

- Address Climate Change and Adapt to Sea-Level Rise
- Protect Natural and Built Resources
- Conserve Energy, Manage Water, Utilize Renewable Energy and Promote Green Building



100%

All Electric Building
Aligns with the Peninsula Clean Energy's Reach Code Recommendations

+/-27.8k

Metric Tons of CO_2
emissions that are avoided by using mass timber for Willow Campus

+/-320

Trees Proposed
within the Office Campus

100%

Renewable & Greenhouse Gas-Free Energy
Thermal storage will be provided to minimize energy use during peak periods

+/-20%

Offset through solar PV
Approximate amount each building's energy use will be offset by on-site solar arrays, amounting to +/- 400kW per building

LEED

LEED Gold or Equivalent Target
Rating System Focused on Sustainable Buildings

Benefits of Heavy Timber Construction
Sustainable and Healthy



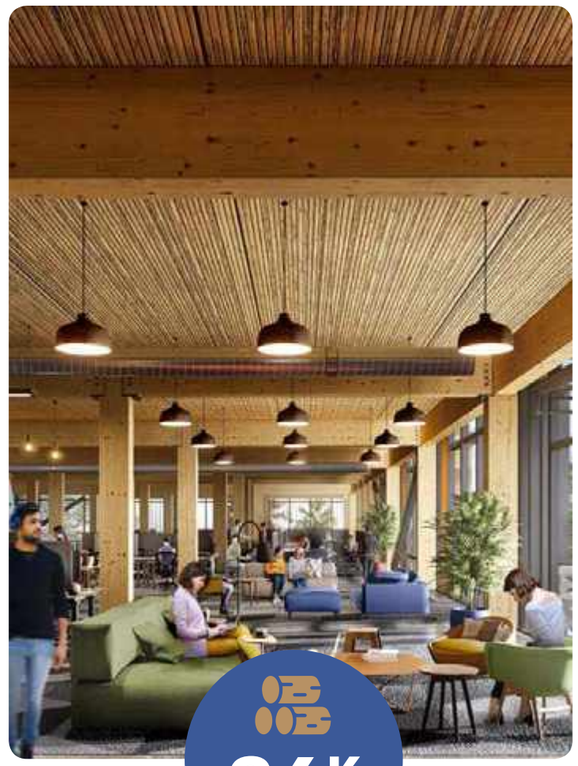
Timber architecture can evoke nature and contribute to a sense of wellness



Equivalent number of miles driven that are avoided by using mass timber in Willow Campus



Equivalent number of houses that could be powered for a year by using mass timber in Willow Campus



Equivalent number of acres of forest sequestering carbon for a year by using mass timber in Willow Campus

TRANSPORTATION & PARKING MANAGEMENT

WILLOW VILLAGE

Transportation & Parking Management

- Reduced Office Space
- Reduced Employee Capacity
- Trip Caps
- Aggressive TDM Program
- Reduced Parking
- Shared Parking
- Community Shuttle

COMPLETE STREETS COMMISSION

WILLOW VILLAGE

Complete Streets Summary

Lanes

- Reduced lane widths throughout plan
- Added buffers to Main, Center, and West Streets
- Decreased number of travel lanes on Park Street

Bikes

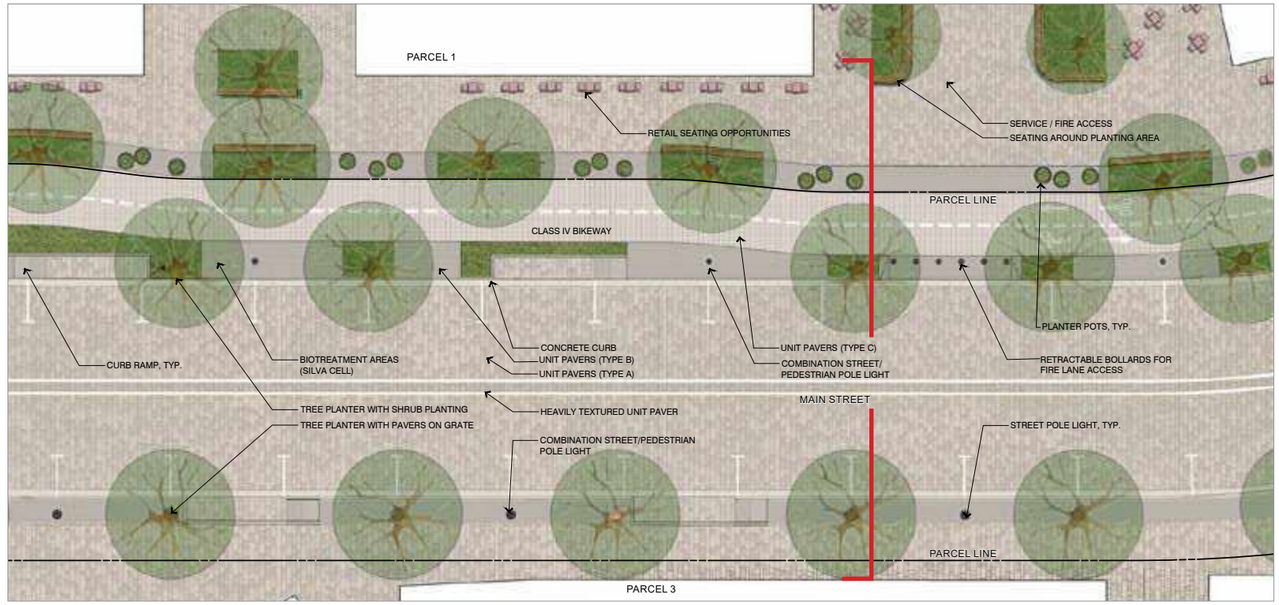
- Added bikeway to Main Street
- Added bike lanes to Park Street
- Widened paseo/multi-use pathway on East/North Loop Road

Traffic Calming

- Added signalization along Park Street
- Added stops on Center Street



SECTION



PLAN ENLARGEMENT

HOUSING COMMISSION

WILLOW VILLAGE

Housing Commission Summary – Affordable Housing Key Elements

- **312** affordable units
- **119** senior stand-alone units
  extremely low and very low income levels
- **193** inclusionary in market-rate buildings
  low and moderate income levels
- **Unanimous** Housing Commission recommendation

COMMUNITY AMENITIES

WILLOW VILLAGE

Community Outreach & Engagement

- 5+ years
- 200 meetings
- Thousands of community stakeholders
- 10 large community meetings
- Live polling sessions
- + 1,000 online surveys
- Bi-lingual communication and translators
- Menlo Park resident input & feedback
- Social media advertising to obtain input & feedback
- Stakeholder endorsement & support

Stakeholder Engagement Summary

- Accelerated Grocery Store & Other Amenities
- Significantly Reduced Office Sq Ft & Employee Capacity
- Increase Housing & Affordable Housing
- Included More Open Space
- Added Community Shuttle

Community Amenities


Full-Service Grocery Store



Grocery Store Rent Subsidy


Pharmacy Services


ATM/Banking Services


Restaurants/Cafes


Funding for
Teacher Housing

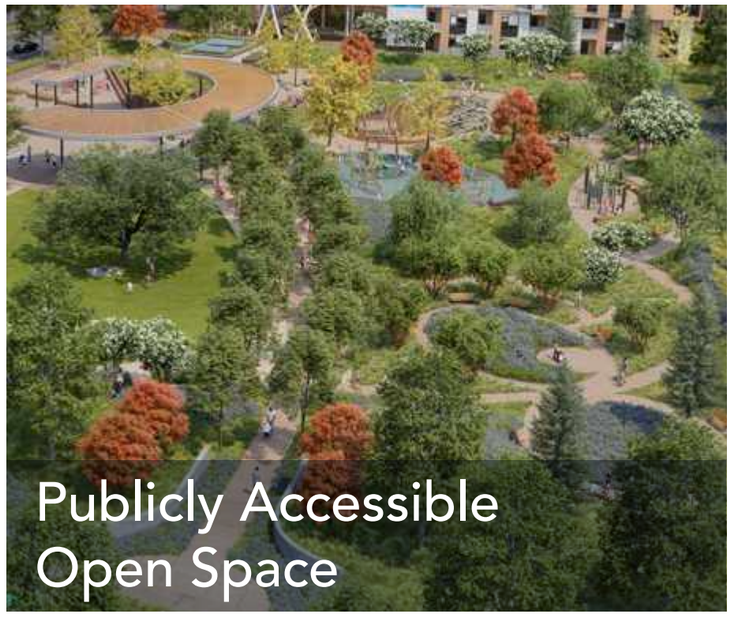
Community Amenities



Job Training and Community Hub



Community Entertainment Offerings



Publicly Accessible Open Space



Elevated Park



Town Square

Community Amenities










CAFE