

1.1 Purpose of This Environmental Impact Report

This Draft Environmental Impact Report (Draft EIR) for the Willow Village Master Plan Project (Proposed Project or Project) has been prepared by the Lead Agency, the City of Menlo Park (City), in conformance with the provisions of the California Environmental Quality Act (CEQA) and the CEQA Guidelines. The lead agency is the public agency that has principal responsibility for carrying out or approving a project. Here, the City has principal responsibility for approving the Proposed Project.

This Draft EIR assesses potentially significant environmental impacts that could result from the Proposed Project. As defined in CEQA Guidelines Section 15382, a “significant effect on the environment” is:

... a substantial, or potentially substantial, adverse change in any of the physical conditions within the area affected by a project, including land, air, water, minerals, flora, fauna, ambient noise, and objects of historic or aesthetic significance. An economic or social change by itself shall not be considered a significant effect on the environment. A social or economic change related to a physical change may be considered in determining whether the physical change is significant.

As provided in the CEQA Guidelines, an EIR is an “informational document” that is intended to inform public-agency decision-makers and the general public of the significant environmental effects of a project, identify possible ways to avoid or substantially lessen the significant effects, and describe reasonable alternatives to a project. The purpose of this Draft EIR is to provide the City, responsible and trustee agencies, other public agencies, and the public with detailed information about the environmental effects that could result from implementing the Proposed Project; examine and identify methods for mitigating any adverse environmental impacts should the Proposed Project be approved; and consider feasible alternatives to the Proposed Project, including the required No Project Alternative. The City will use the Draft EIR, along with other information in the public record, to determine whether to approve, modify, or deny the Proposed Project and require any environmental conditions or mitigation measures as part of Project approvals.

1.2 Project Overview

Peninsula Innovation Partners, LLC (Project Sponsor), a subsidiary of Meta Platforms, Inc. (Meta), is proposing to comprehensively redevelop an approximately 59-acre industrial site (main Project Site) and alter three parcels west of the main Project Site, across Willow Road, on both the north and south sides of Hamilton Avenue (i.e., Hamilton Avenue Parcels North and South).¹ Collectively, the 59-acre main Project Site and Hamilton Avenue Parcels North and South make up the Project Site. The Proposed Project includes demolition of all buildings and landscaping on the main Project Site and construction of new buildings, the establishment of various open space areas (defined below), and the installation of infrastructure within a new Residential/Shopping District, Town Square District, and Campus District. In

¹ The Project Site includes the main 59-acre industrial site plus Hamilton Avenue Parcels North and South. References to the Project Site in this EIR will generally focus on the main 59-acre site; changes and modifications to the parcels on Hamilton Avenue will generally be discussed separately.

addition, the Proposed Project would alter Hamilton Avenue Parcels North and South, a total of 3.1 acres, to accommodate realignment of Hamilton Avenue at Willow Road for main Project Site access.

At the main Project Site, the Proposed Project would demolish approximately 1 million square feet (sf) of existing nonresidential uses and construct up to approximately 1.8 million sf of nonresidential uses (excluding a proposed hotel), for a net increase of approximately 800,000 sf in nonresidential uses. The new nonresidential uses would comprise up to 1.6 million sf of office and accessory uses² in the Campus District (with office space not to exceed 1.25 million sf) and up to approximately 200,000 sf of commercial/retail uses in the Campus District, Residential/Shopping District, and Town Square District. The Proposed Project would also include up to approximately 1,730 multi-family residential units, a 193-room hotel, and, with full buildout, approximately 20 acres of open spaces, including approximately 8 acres of publicly accessible parks, bike paths, and trails.

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.³ The Campus District would include office uses and amenity space, accessory uses, publicly accessible retail space, and a publicly accessible elevated park (i.e., the Elevated Park) that would connect the main Project Site to the adjacent Belle Haven neighborhood via an overpass at Willow Road. It would also include an undercrossing (i.e., Willow Road Tunnel) to facilitate tram, bicycle, and pedestrian access to the neighboring Meta campuses as well as bicycle and pedestrian access to the regional San Francisco Bay Trail.

The main Project Site would be bisected by a new north-south street (Main Street) and 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 include construction within Hamilton Avenue Parcels North and South to support realignment of the Hamilton Avenue right-of-way and provide access to the new Elevated Park. Realignment of Hamilton Avenue would require demolition and reconstruction of a Chevron gas station at Hamilton Avenue Parcel South, with the potential for approximately 1,000 sf of additional space within the retail building associated with the service station and up to 6,700 sf of additional space within the retail uses at the neighborhood shopping center (Belle Haven Retail Center) on Hamilton Avenue Parcel North.

Offsite transportation and utility improvements would also be constructed to serve the Proposed Project. These would include various 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; installation of a new conduit to connect the Ravenswood substation to the main Project Site; construction of a sanitary sewer force main and recycled waterline within the same trench in Hamilton Avenue; installation of a new sanitary sewer force main from the main Project Site to an existing wastewater pipeline in Chilco Street; and extension

² Accessory uses could include the following types of spaces: meeting/collaboration space, orientation space, training space, event space, incubator space, a business partner center, an event building (including pre-function collaboration areas and meeting/event rooms), a visitors center, product demonstration areas, film studio, gathering terraces and private gardens, and space for other Meta accessory uses. Accessory uses could occur throughout the Campus District.

³ The Proposed Project also includes approximately 5.6 acres of land that has been designated as a public right-of-way.

of the wastewater line in Willow Road, extending it from O'Brien Drive to a proposed southwest sanitary sewer pump station.

1.3 CEQA Process

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, discussed below. ConnectMenlo's Land Use Element identifies an allowable increase in net new development potential of up to 2.3 million sf for nonresidential uses, up to 4,500 residential units, and up to 400 hotel rooms in the Bayfront Area.

CEQA Guidelines Section 15152 defines "tiering" as using the analysis of general matters contained in a broader EIR (such as one prepared for a general plan or policy statement) with later EIRs on narrower projects; incorporating by reference the general discussions from the broader EIR; and concentrating the later EIR solely on the issues specific to the later project (CEQA Guidelines Section 15152[a]). This approach can eliminate repetitive discussions of the same issues and focus the later EIR on the actual issues that are ripe for decision at each level of environmental review (CEQA Guidelines Section 15152[b]). Where an EIR has been prepared and certified for a program, plan, policy, or ordinance, the EIR for a later project pursuant to or consistent with the program, plan, policy, or ordinance should limit its analysis to effects that (1) were not examined as significant effects on the environment in the prior EIR or (2) are susceptible to substantial reduction or avoidance by the choice of specific revisions in the project, by the imposition of conditions, or other means (CEQA Guidelines Section 15152[d]).

CEQA Guidelines Section 15168 provides additional provisions for tiering from a Program EIR. Once a Program EIR has been certified, subsequent activities within the program must be evaluated, pursuant to CEQA Guidelines Section 15162, to determine whether additional CEQA review is needed (CEQA Guidelines Section 15168[c]).

Section 15162 provides that, once an EIR has been certified for a project, no subsequent EIR shall be prepared unless the lead agency determines one or more of the following:

- Substantial changes are proposed in the project that will require major revisions to the previous EIR due to the involvement of new or substantially more severe environmental effects than shown in the previous EIR.
- Substantial changes have occurred regarding the circumstances under which the project will be undertaken that require major revisions to the previous EIR due to the involvement of new or substantially more severe environmental effects than shown in the previous EIR.
- New information of substantial importance that was not known and could not reasonably have been known at the time of the previous EIR shows that the project will have new or substantially more severe environmental effects than shown in the previous EIR; that mitigation measures or alternatives previously thought to be infeasible would in fact be feasible and would substantially reduce significant effects, but the project proponent declines to adopt them; or mitigation measures

or alternatives considerably different from those analyzed in the previous EIR would substantially reduce significant effects, but the project proponent declines to adopt them.

If the lead agency finds, pursuant to CEQA Guidelines Section 15162, that no subsequent EIR would be required for the later activity within a program, the lead agency can approve the activity as being within the Program EIR's scope, and additional environmental review is not required (CEQA Guidelines Section 15168[c]). If the lead agency finds, pursuant to CEQA Guidelines Section 15162, that the later activity would have effects that were not examined in the Program EIR, a new negative declaration or EIR would be prepared, which may tier from the Program EIR, as provided in Section 15152 (CEQA Guidelines Section 15168[c]). When a Program EIR is relied on for subsequent activities, the lead agency must incorporate feasible mitigation measures into subsequent activities as well as the alternatives developed in the Program EIR (CEQA Guidelines Section 15168[c][3]). A Program EIR also may be incorporated by reference to deal with regional influences, secondary effects, cumulative impacts, broad alternatives, and other factors that apply to the program as a whole (CEQA Guidelines Section 15168[d][2]). In addition, CEQA provides that, if a project is consistent with the development density established in a general plan for which an EIR was certified, CEQA review of the project shall be limited to effects on the environment that are peculiar to the parcel or the project, effects that were not addressed as significant effects in the prior EIR, effects that would result in potentially significant offsite and cumulative impacts that were not discussed in the prior EIR, or previously identified significant effects that, because of new information that was not known at the time of the prior EIR, would be more severe than described in the prior EIR (Public Resources Code Section 20183.3[b], CEQA Guidelines Section 15183[a], [b]). If an impact is not peculiar to the parcel or project, has been addressed as significant in the prior EIR, or can be substantially mitigated by the imposition of uniformly applied development policies or standards, then an additional EIR need not be prepared for the project, based solely on that impact (CEQA Guidelines Section 15183[c], [f]).

The City (as Lead Agency) has determined that the Proposed Project's location and development parameters, including density, are consistent with ConnectMenlo and that the Proposed Project is within the scope of the ConnectMenlo Program EIR. Thus, this EIR tiers from the ConnectMenlo Program EIR, pursuant to CEQA Guidelines Sections 15152, 15162, 15168, and 15183. The ConnectMenlo Program EIR is available for public examination at <https://beta.menlopark.org/Government/Departments/Community-Development/Planning-Division/Comprehensive-planning/ConnectMenlo>.

In many topic areas, the impacts of the Proposed Project are within the scope of the ConnectMenlo Program EIR, as determined in accordance with CEQA Guidelines 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. For these reasons, CEQA does not require preparation of a new EIR. Nonetheless, given the magnitude of the Proposed Project and the substantial 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. Thus, 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.

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 of Menlo Park 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 the development under ConnectMenlo. To resolve the litigation, the City of Menlo Park and the City of East Palo Alto entered into a settlement agreement. This EIR has been prepared in accordance with the terms of the settlement agreement. The key terms of the settlement agreement are as follows:

- *Reciprocal Environmental Review for Future Development Projects.* Menlo Park will prepare an EIR for any project located in the Office (O), Life Science (LS), or Residential Mixed-Use (R-MU) district⁴ 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. Menlo Park 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 will 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.* Menlo Park 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, Menlo Park 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.⁵

The Proposed Project would be required to comply with all applicable mitigation measures identified in the ConnectMenlo Mitigation Monitoring and Reporting Program (MMRP), which is an existing and enforceable MMRP prepared for the ConnectMenlo Final EIR and a requirement of any proposed development project in the city. Applicable mitigation measures identified in this EIR from ConnectMenlo EIR are provided in Table ES-1 of the *Executive Summary*.

Notice of Preparation

The Notice of Preparation (NOP) was released for the Proposed Project on September 18, 2019, for a 30-day public review period. A public scoping meeting was held on October 7, 2019, before the Planning Commission. The NOP noted that the Proposed Project may have a significant effect on the environment and that an EIR would be prepared for the Proposed Project. A copy of the NOP is provided in Appendix 1 of this Draft EIR.

The NOP was sent to individuals, local interest groups, adjacent property owners, and responsible and trustee state and local agencies that have jurisdiction over or interest in environmental resources or conditions in the vicinity of the Project Site. The purpose of the NOP was to allow various private and

⁴ As discussed in Section 3.1, *Land Use and Planning*, the main Project Site was previously zoned M-2 (General Industrial), which permitted office and general industrial uses, such as warehousing, manufacturing, printing, and assembling, but did not allow housing, retail, or any form of mixed-use development. In 2016, as part of ConnectMenlo and an associated rezoning effort, nearly half of the main Project Site was rezoned for residential mixed-use development (R-MU), with the remainder zoned for office development (O). Hamilton Avenue Parcels North and South continued to be zoned Neighborhood Commercial, Special (C-2-S); no changes to the C-2-S zoning district were incorporated into ConnectMenlo.

⁵ Nothing in the settlement agreement was intended to suggest that the analysis of the multiplier effect for indirect and induced employment is required by CEQA.

public entities to transmit their concerns and comments on the scope and content of this EIR, focusing on specific information related to each individual's or group's interest or agency's statutory responsibility early in the environmental review process.

In response to the NOP, letters were received from the following agencies:

- City of East Palo Alto
- West Bay Sanitary District
- San Francisco Public Utilities Commission
- Native American Heritage Commission
- Sequoia Union High School District
- Mid-Peninsula High School

Two letters were received from organizations (Menlo Together and Committee for Green Foothills), and 14 letters were received from individuals. In addition, members of the public made comments at the Planning Commission hearing. Copies of the NOP comment letters and the comments that were recorded at the Planning Commission hearing are included in Appendix 1 of this Draft EIR.

The NOP concluded that the following environmental resource areas would be addressed as separate sections in this Draft EIR:

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| • Aesthetics | • Hydrology and Water Quality |
| • Air Quality | • Land Use |
| • Biological Resources | • Noise |
| • Cultural Resources | • Population and Housing |
| • Energy | • Public Services and Recreation |
| • Geology and Soils | • Transportation |
| • Greenhouse Gas Emissions | • Utilities and Service Systems |
| • Hazards and Hazardous Materials | |

The Proposed Project would not result in significant environmental impacts on agricultural, forestry, or mineral resources because none of these resources exist at the Project Site. A detailed analysis of these topics is therefore not included in the Draft EIR; however, these topics are briefly discussed in Chapter 3, *Environmental Impact Analysis*.

Draft EIR

Impact Analysis

This Draft EIR analyzes significant effects that could result from the Proposed Project. As explained in Section 15002(g) of the CEQA Guidelines, a significant effect on the environment is defined as a substantial adverse change in the physical conditions that exist in the area affected by a project. Pre-project environmental conditions (the environmental baseline) are considered in determining impact significance. The impact significance thresholds for each environmental resource area presented in this Draft EIR are based on CEQA Guidelines Appendix G, *Environmental Checklist Form*. In addition, this Draft

EIR uses City-adopted significance criteria for transportation impacts. Where significant impacts are identified, the Draft EIR recommends feasible mitigation measures to reduce, eliminate, or avoid the significant impacts and identifies which significant impacts are unavoidable despite mitigation.

As discussed in more detail in Chapter 3, *Environmental Impact Analysis*, cumulative impacts (i.e., two or more individual effects that, when considered together, compound or increase other related environmental impacts) are discussed for each environmental resource area. The methodology for assessing cumulative impacts varies by topic, depending on the cumulative context for the individual topic, as discussed in Chapter 3. This document also discusses feasible alternatives to the Proposed Project in Chapter 6, *Alternatives*.

In accordance with Section 15143 of the CEQA Guidelines, this Draft EIR focuses on the significant effects on the environment that could result from construction and operation of the Proposed Project. Section 15131 of the CEQA Guidelines specifies that “[e]conomic or social effects of a project shall not be treated as significant effects on the environment” but “[a]n EIR may trace a chain of cause and effect from a proposed decision on a project through anticipated economic or social changes resulting from the project to physical changes caused in turn by the economic or social changes.” When doing so, “[t]he intermediate economic or social changes need not be analyzed in any detail greater than necessary to trace the chain of cause and effect. The focus of the analysis shall be on the physical changes.” Therefore, this Draft EIR does not treat economic or social effects of the Proposed Project as significant effects on the environment in and of themselves. In addition, if it is determined that a potential impact is too speculative for evaluation, this condition is noted, and further discussion of the impact is not necessary under CEQA.

Public Review

This Draft EIR is considered a draft under CEQA because it must be reviewed and commented upon by public agencies, organizations, and individuals before being finalized. This document is being distributed for a 45-day (minimum) public review and comment period. Readers are invited to submit written comments on the document. Comments are most helpful when they suggest specific alternatives or measures that would better mitigate significant environmental effects or raise specific questions about the details in the Draft EIR. Hard copies of the Draft EIR are available for review at the Menlo Park Library at 800 Alma Street and the Belle Haven Branch Library at 413 Ivy Drive. Electronic copies of the Draft EIR are available for review online at the City-maintained project page: <https://beta.menlopark.org/willowvillage>.

Written comments should be submitted to:

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Community Development Department, Planning Division
701 Laurel Street
Menlo Park, CA 94025
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Email correspondence is preferred. To receive oral comments on the Draft EIR, a public hearing will be held before the Planning Commission on April 25, 2022. Hearing notices will be mailed to responsible agencies and interested individuals.

Final EIR and Project Approval

Following the close of the public review period, the City will prepare responses to all substantive comments related to potential physical changes to the environment. The Draft EIR, along with the written and oral substantive comments received during the review period as well as responses to those comments, will make up the Final EIR and will be considered by the Planning Commission in making the decision whether to recommend that the City Council certify the Final EIR and approve or deny the Proposed Project. The City Council is the final decision-making body on the Conditional Development Permit (CDP); rezoning to incorporate “X” overlay district, which would enable the CDP; Development Agreement (DA); Below-Market-Rate (BMR) Housing Agreement; community amenities in exchange for bonus-level development (as part of the CDP and/or DA); general plan and zoning map amendments; vesting tentative map; and certification of the Final EIR for the Proposed Project. The Planning Commission is expected to be the final decision-making body on the architectural control applications for the specific buildings, unless the Planning Commission’s action is appealed to the City Council. Subsequent applications for Hamilton Avenue Parcels North and South would require conditional use permits and architectural control permits, which would be subject to review and action by the Planning Commission. The Proposed Project would also involve permits for heritage tree removals, subject to review by the City arborist.

Certification of the Final EIR by the City Council as complete and adequate, in conformance with CEQA, does not grant any land use approvals or entitlements for the Proposed Project. The merits of the Proposed Project will be considered by the Planning Commission and City Council in tandem with review of the Final EIR. The CEQA Guidelines require that, for one or more significant and unavoidable impacts that cannot be substantially mitigated, a lead agency must prepare a Statement of Overriding Considerations that balances the social, economic, technological, and legal benefits of approving a project against the significant and unavoidable environmental impacts that would result from project implementation. If significant and unavoidable impacts are identified, the City Council will consider the Statement of Overriding Considerations for the Proposed Project.

1.4 Report Organization

This Draft EIR is organized into the following sections:

- *Executive Summary*: Provides a summary of the Proposed Project and the impacts that would result from its implementation and describes mitigation measures recommended to reduce, eliminate, or avoid significant impacts. The Executive Summary also discusses alternatives to the Proposed Project.
- *Chapter 1—Introduction*: Discusses the purpose of the overall Draft EIR, provides a summary of the Proposed Project and the CEQA process, and summarizes the organization of the Draft EIR.
- *Chapter 2—Project Description*: Describes the Project Site, proposed site development, Project objectives, the required approvals process, and Project characteristics.
- *Chapter 3—Environmental Impact Analysis*: Describes the following for each technical environmental topic: existing conditions (setting), applicable regulations adopted by the City and other agencies, a summary of ConnectMenlo Final EIR impacts and required mitigation measures, potential environmental impacts of the Proposed Project and their level of significance, and mitigation measures recommended to reduce or avoid identified potential impacts. Potential cumulative impacts are also addressed in each topical section. Potential adverse impacts are identified by level of significance, as follows: less-than-significant (LTS), significant (S), less than significant with mitigation (LTS/M), and significant and unavoidable (SU). The significance of each potential impact is

categorized before and after implementation of any recommended mitigation measure(s), including mitigation measures from the ConnectMenlo EIR. If uncertain, impacts that might be significant are characterized as “potentially significant.”

- *Chapter 4—Other CEQA Considerations:* Provides discussions required by CEQA, including a list of the Proposed Project’s effects, significant irreversible changes, cumulative impacts, and effects that were found not to be significant, among other topics.
- *Chapter 5—Variants:* Evaluates four variants to the Proposed Project: the Increased Residential Density Variant, No Hamilton Avenue Realignment Variant, No Willow Road Tunnel Variant, and Onsite Recycled Water Variant. These are variations of the Proposed Project at the same site and with the same objectives, background, and development controls but with specific variations that may or may not reduce environmental impacts. Each variant is analyzed at the same level of detail as the Proposed Project, when warranted, and available for selection by the Project Sponsor and decision-makers as part of an approval action.
- *Chapter 6—Alternatives:* Evaluates four alternatives to the Proposed Project, the No Project Alternative, No Willow Road Tunnel Alternative (which is also a variant), Base Level Development Alternative, and Reduced Intensity Alternative.
- *Chapter 7—Report Preparers:* Lists the people who prepared the EIR for the Proposed Project.