

CITY COUNCIL SPECIAL AND REGULAR MEETING AGENDA

Tuesday, June 5, 2012
6:15 p.m.
701 Laurel Street, Menlo Park, CA 94025
City Council Chambers

6:15 P.M. CLOSED SESSION (1st floor Council Conference Room, City Hall)

Public Comment on Closed Session item will be taken prior to adjourning to Closed Session

CL1. Conference with legal counsel pursuant to Government Code Section 54956.9(c) regarding potential litigation - 1 case

7:00 P.M. REGULAR SESSION

ROLL CALL – Cline, Cohen, Fergusson, Keith, Ohtaki

PLEDGE OF ALLEGIANCE

REPORT FROM CLOSED SESSION

ANNOUNCEMENTS

A. PRESENTATIONS AND PROCLAMATIONS - None

B. COMMISSION/COMMITTEE VACANCIES, APPOINTMENTS AND REPORTS – None

C. PUBLIC COMMENT #1 (Limited to 30 minutes)

Under “Public Comment #1”, the public may address the Council on any subject not listed on the agenda and items listed under the Consent Calendar. Each speaker may address the Council 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 Council cannot act on items not listed on the agenda and, therefore, the Council cannot respond to non-agenda issues brought up under Public Comment other than to provide general information.

D. CONSENT CALENDAR

D1. Waive the reading and adopt an ordinance approving the Development Agreement for the property located at 1601 Willow Road ([Staff report #12-085](#))

E. PUBLIC HEARING

E1. Consider Planning Commission recommendation to approve the El Camino Real/Downtown Specific Plan and associated final Environmental Impact Report (EIR), General Plan amendments, Zoning Ordinance amendments and rezonings; consider amendment to the City’s Master Fee Schedule to add a Specific Plan Preparation Fee ([Staff report #12-084](#))

F. REGULAR BUSINESS

F1. Consider state and federal legislative items, including decisions to support or oppose any such legislation, and items listed under Written Communication or Information Item - None

G. CITY MANAGER'S REPORT – None

H. WRITTEN COMMUNICATION – None

I. INFORMATIONAL ITEMS – None

J. COUNCILMEMBER REPORTS

K. PUBLIC COMMENT #2 (*Limited to 30 minutes*)

Under "Public Comment #2", the public if unable to address the Council on non-agenda items during Public Comment #1, may do so at this time. Each person is limited to three minutes. Please clearly state your name and address or jurisdiction in which you live.

L. ADJOURNMENT

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 <http://www.menlopark.org> and can receive e-mail notification of agenda and staff report postings by subscribing to the "Home Delivery" service on the City's homepage. Agendas and staff reports may also be obtained by contacting the City Clerk at (650) 330-6620. Copies of the entire packet are available at the library for viewing and copying. (Posted: 05/31/2012)

At every Regular Meeting of the City Council, in addition to the Public Comment period where the public shall have the right to address the City Council on the Consent Calendar and any matters of public interest not listed on the agenda, members of the public have the right to directly address the City Council on any item listed on the agenda at a time designated by the Mayor, either before or during the Council's consideration of the item.

At every Special Meeting of the City Council, members of the public have the right to directly address the City Council on any item listed on the agenda at a time designated by the Mayor, either before or during consideration of the item.

Any writing that is distributed to a majority of the City Council 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 for inspection at the Office of the City Clerk, Menlo Park City Hall, 701 Laurel Street, Menlo Park, CA 94025 during regular business hours. Members of the public may send communications to members of the City Council via the City Council's e-mail address at city.council@menlopark.org. These communications are public records and can be viewed by anyone by clicking on the following link: <http://ccin.menlopark.org>

City Council meetings are televised live on Government Access Television Cable TV Channel 26. Meetings are re-broadcast on Channel 26 on Thursdays and Saturdays at 11:00 a.m. A DVD of each meeting is available for check out at the Menlo Park Library.

Live and archived video stream of Council meetings can be accessed at http://menlopark.granicus.com/ViewPublisher.php?view_id=2. Persons with disabilities, who require auxiliary aids or services in attending or participating in City Council meetings, may call the City Clerk's Office at (650) 330-6620.



COMMUNITY DEVELOPMENT DEPARTMENT

Council Meeting Date: June 5, 2012
Staff Report #: 12-085

Agenda Item #: D-1

CONSENT CALENDAR: Waive the Reading and Adopt an Ordinance Approving the Development Agreement for the Property Located at 1601 Willow Road

RECOMMENDATION

Staff recommends that the City Council waive the full reading of and adopt an ordinance approving the Development Agreement for the property located at 1601 Willow Road.

BACKGROUND

At the May 29, 2012 City Council meeting, the Council voted 5-0 to approve components of the Facebook Campus Project by taking the following actions:

1. Adopt a Resolution of the City Council of the City of Menlo Park, California, Certifying the Final Environmental Impact Report (EIR) for the Facebook Campus Project Located at 1601 Willow Road and 312 and 313 Constitution Drive;
2. Adopt a Resolution of the City Council of the City of Menlo Park, California, Adopting finding required by the California Environmental Quality Act, Statement of Overriding Considerations and Adopting the Mitigation Monitoring and Reporting Program for the property located at 1601 Willow Road;
3. Introduce an Ordinance of the City Council of the City of Menlo Park, California, approving the Development Agreement with Facebook Inc. and Wilson Menlo Park Campus, LLC for the property located at 1601 Willow Road;
4. Adopt a Resolution of the City Council of the City of Menlo Park, California, Approving an Amended and Restated Conditional Development Permit for the property located at 1601 Willow Road; and
5. Adopt a Resolution of the City Council of the City of Menlo Park, California, Approving the Heritage Tree Removal Permits for the properties located at 1601 Willow Road, and 312 and 313 Constitution Drive.

As indicated in number three above, the City Council introduced the ordinance to approve the Development Agreement, and did not request that any changes be made

to the Development Agreement. Since ordinances require both a first and second reading, the Development Agreement ordinance is before the City Council again for the second reading and approval.

ANALYSIS

Staff has prepared the final version of the ordinance approving the Development Agreement for 1601 Willow Road (Attachment A). If the Council takes action to adopt the ordinance, it will become effective 30 days later, or on July 6, 2012.

IMPACT ON CITY RESOURCES

There is no direct impact on City resources associated with adoption of the Development Agreement ordinance.

POLICY ISSUES

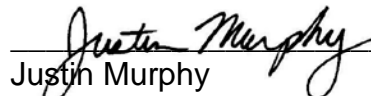
The recommended action is consistent with the City Council's actions and approvals on the Project at its meeting of May 29, 2012 and would serve to complete the land use entitlements for the Project.

ENVIRONMENTAL REVIEW

On May 29, 2012, the City Council adopted findings in accordance with the California Environmental Quality Act and certified the Environmental Impact Report prepared for the Project. In addition, the City Council also adopted findings approving a Statement of Overriding Considerations and adopted the Mitigation Monitoring and Reporting Program for the property located at 1601 Willow Road.



Rachel Grossman
Associate Planner



Justin Murphy
Development Services Manager

PUBLIC NOTICE

Public notification was achieved by posting the agenda, with this agenda item being listed, at least 72 hours prior to the meeting. In addition to the agenda posting, an email update was sent to subscribers of the project page for the proposal, which is available at the following address: http://www.menlopark.org/projects/comdev_fb.htm The Project page allows interested parties to subscribe to email updates, and provides up-to-date

information about the Project, as well as links to previous staff reports and other related documents.

ATTACHMENTS

- A. [Ordinance approving the Development Agreement](#)

ORDINANCE NO.**ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MENLO PARK,
CALIFORNIA APPROVING THE DEVELOPMENT AGREEMENT WITH
FACEBOOK INC. AND WILSON MENLO PARK CAMPUS, LLC FOR
THE PROPERTY LOCATED AT 1601 WILLOW ROAD**

The City Council of the City Menlo Park does hereby ORDAIN as follows:

SECTION 1. On May 19, 1992, the City of Menlo Park (“City”) approved a Conditional Development Permit (“CDP”) for the property located at 1601 Willow Road in Menlo Park (“Property”). The CDP allowed a maximum 1,036,000 square foot development subject to certain conditions, including, but not limited to, a condition that set a maximum density of 3,600 employees on the Property and required a Transportation Demand Management program to reduce vehicle trips by 25 percent (collectively, “Density Condition”).

SECTION 2. The General Plan land use designation for the Property is Limited Industry and the Zoning for the Property is M-2-X (General Industrial - Conditional Development District).

SECTION 3. Facebook, Inc., a Delaware corporation (“Facebook”), and Wilson Menlo Park Campus, LLC, a Wisconsin limited liability company (“Owner”) (collectively, “Applicant”), applied to amend and restate the Conditional Development Permit and to enter into a Development Agreement to allow the Applicant to exceed the Density Condition through the imposition of a trip cap that sets a maximum of 2,600 trips during the AM Peak Period from 7:00 a.m. to 9:00 a.m. and the PM Peak Period from 4:00 p.m. to 6:00 p.m. and a maximum of 15,000 daily trips (“Trip Cap”).

SECTION 4. The City, as lead agency, prepared an Environmental Impact Report (“EIR”) pursuant to the California Environmental Quality Act (“CEQA”). All required public notices and public hearings were duly given and held according to the law. After notice having been lawfully given, a public hearing was held before the Planning Commission of the City of Menlo Park on May 7, 2012 whereat all persons interested therein might appear and be heard. After notice having been lawfully given, a public hearing was held before the City Council of the City of Menlo Park on May 29, 2012 whereat all persons interested therein might appear and be heard and the City Council certified the Final EIR.

SECTION 5. The City is authorized pursuant to Government Code Section 65864 et seq. and Resolution No. 4159 to enter into development agreements. Attached hereto as Exhibit A, and incorporated herein by this reference, is the development agreement between the City and the Applicant regarding the Project (“Development Agreement”).

SECTION 6. As required by Section 301 of Resolution No. 4159 and based on an analysis of the facts set forth above, 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, as amended by the Project Approvals, as that term is defined in the Development Agreement.

2. The Development Agreement is compatible with the uses authorized in and the regulations prescribed for the land use district in which the Property is located, as amended by the Project Approvals.

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

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.

7. The Development Agreement will result in the provision of public benefits by the Applicant, including, but not limited to, financial commitments, development and seed funding for a community fund, volunteerism, an internship program for local youth, environmental improvements and outreach, and bicycle improvements.

SECTION 7. 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 8. Within fifteen (15) days of its adoption this 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 twenty-ninth day of May, 2012.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of said Council on the ___ day of _____, 2012, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

Kirsten Keith
Mayor, City of Menlo Park

ATTEST:

Margaret S. Roberts, MMC
City Clerk

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

1601 WILLOW ROAD
DEVELOPMENT AGREEMENT

SEPARATE PAGE, PURSUANT TO GOVT. CODE 27361.6

1601 WILLOW ROAD
DEVELOPMENT AGREEMENT

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1601 WILLOW ROAD
DEVELOPMENT AGREEMENT

THIS 1601 WILLOW ROAD DEVELOPMENT AGREEMENT ("Agreement") is made and entered into as of this ___ day of _____, 2012, by and among the City of Menlo Park, a municipal corporation of the State of California ("City"), Facebook, Inc., a Delaware corporation ("Facebook"), and Wilson Menlo Park Campus, LLC, a Wisconsin limited liability company ("Owner"), pursuant to the authority of California Government Code Sections 65864-65869.5 and City Resolution No. 4159.

RECITALS

This Agreement is entered into on the basis of the following facts, understandings and intentions of the City, Facebook and Owner:

A. To strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risk of development, the Legislature of the State of California adopted Government Code Sections 65864-65869.5 authorizing the City to enter into development agreements in connection with the development of real property within its jurisdiction by qualified applicants with a requisite legal or equitable interest in the real property which is the subject of such development agreements.

B. As authorized by Government Code Section 65865(c), the City has adopted Resolution No. 4159 establishing the procedures and requirements for the consideration of development agreements within the City.

C. Owner owns those certain parcels of real property collectively and commonly known as 1601 Willow Road, in the City of Menlo Park, California ("Property") as shown on Exhibit A attached hereto and being more particularly described in Exhibit B attached hereto.

D. Facebook is currently the sole tenant of the Property pursuant to the Lease between Owner and Facebook dated as of February 7, 2011 ("Lease"). As the sole tenant of the Property, Facebook would have the right to occupy the Property in accordance with the Project Approvals and any other Approvals.

E. Facebook, with the acknowledgement and consent of Owner, proposes to amend and restate the Sun Conditional Development Permit (as defined in this Agreement) and secure the right to occupy the Property in accordance with the Project Approvals and any other Approvals (as such terms are defined in this Agreement).

F. The City examined the environmental effects of the Project (as defined in this Agreement) in an Environmental Impact Report ("EIR") prepared pursuant to the California Environmental Quality Act ("CEQA"). On May 29, 2012, the City Council of the City reviewed and certified the EIR.

G. The City has determined that the Project is a development for which a development agreement is appropriate. A development agreement will eliminate uncertainty in the City's land use planning for, and secure orderly development of, the Project and otherwise achieve the goals and purposes for which Resolution No. 4159 was enacted by City. The Project will generate the public benefits described in this Agreement, along with other fees for the City. Facebook and Owner will incur substantial costs in order to comply with the conditions of the Approvals and otherwise in connection with the development of the Project. In exchange for the public benefits and other benefits to the City and the public, Facebook and Owner desire to receive vested rights, including, without limitation, legal assurances that the City will grant permits and approvals required for the development, occupancy and use of the Project in accordance with the Existing City Laws (as defined in this Agreement), subject to the terms and conditions contained in this Agreement. In order to effectuate these purposes, the City, Facebook and Owner desire to enter into this Agreement.

H. On May 7, 2012, after conducting a duly noticed public hearing pursuant to Resolution No. 4159, the Planning Commission of the City recommended that the City Council approve this Agreement, based on the following findings and determinations: that this Agreement (1) is consistent with the objectives, policies, general land uses and programs specified in the General Plan (as defined in this Agreement); (2) is compatible with the uses authorized in and the regulations prescribed for the land use district in which the Property is located; (3) conforms with public convenience, general welfare and good land use practices; (4) will not be detrimental to the health, safety and general welfare of the City or the region surrounding the City; (5) will not adversely affect the orderly development of property or the preservation of property values within the City; and (6) will promote and encourage the development of the Project by providing a greater degree of certainty with respect thereto.

I. Thereafter, on May 29, 2012, the City Council held a duly noticed public hearing on this Agreement pursuant to Resolution No. 4159. The City Council made the same findings and determinations as the Planning Commission. On that same date, the City Council made the decision to approve this Agreement by introducing Ordinance No. ____ ("Enacting Ordinance"). A second reading was conducted on the Enacting Ordinance on June 5, 2012, at which the City Council adopted the Enacting Ordinance, making the Enacting Ordinance effective on July 5, 2012.

NOW, THEREFORE, pursuant to the authority contained in Government Code Sections 65864-65869.5 and Resolution No. 4159, and in consideration of the mutual covenants and promises of the City, Facebook and Owner herein contained, the City, Facebook and Owner agree as follows:

1. Definitions. Each reference in this Agreement to any of the following terms shall have the meaning set forth below for each such term. Certain other terms shall have the meaning set forth for such term in this Agreement.

1.1. Amended and Restated Conditional Development Permit. The Amended and Restated Conditional Development Permit that, subject to the terms and conditions of this Agreement, permits the Property to be occupied pursuant to the Density Condition or the Density Increase.

1.2. Approvals. Any and all permits or approvals of any kind or character required under the City Laws in order to authorize and entitle Facebook and/or Owner to develop and occupy the Property in accordance with the terms of the Project including, but not limited to, the Amended and Restated Conditional Development Permit and the heritage tree removal permits.

1.3. City Laws. The ordinances, resolutions, codes, rules, regulations and official policies of the City governing the permitted uses of land, density, design, and improvement applicable to the development of the Property. Specifically, but without limiting the generality of the foregoing, the City Laws shall include the General Plan and the City's Zoning Ordinance.

1.4. City Manager. The City Manager or his or her designee as designated in writing from time to time. Facebook and Owner may rely on the authority of the designee of the City Manager.

1.5. City Wide. Any City Law, Fee or other matter that is generally applicable to one or more kinds or types of development or use of property wherever located in the City. A City Law, Fee or other matter shall not be City Wide if, despite its stated scope, it applies only to the Property or to one or more parcels located within the Property, or if the relevant requirements are stated in such a way that they apply only to all or a portion of the Project.

1.6. Conditions. All Fees, conditions, dedications, reservation requirements, obligations for on- or off-site improvements, services, other monetary or non-monetary requirements and other conditions of approval imposed, charged by or called for by the City in connection with the development of or construction on real property under the Existing City Laws, whether such conditions constitute public improvements, mitigation measures in connection with environmental review of any project or impositions made under applicable City Laws.

1.7. Community Development Director. The City's Community Development Director or his or her designee.

1.8. Default. As to Facebook, the failure of Facebook to comply substantially and in good faith with any obligations of Facebook under this Agreement; as to Owner, the failure of Owner to comply substantially and in good faith with any obligations of Owner under this Agreement; and as to the City, the failure of the City to comply substantially and in good faith with any obligations of City under this Agreement; any such failure by Facebook, Owner or the City shall be subject to cure as provided in this Agreement.

1.9. Density Condition. Pursuant to the Sun Conditional Development Permit, the density limitation of 3,600 employees with a required 25 percent reduction in single vehicle occupancy trips through the implementation of a transportation demand management program.

1.10. Density Increase. The Project Approvals allowing increased employee density on the Property above the Density Condition, subject to the Trip Cap.

1.11. Effective Date. The effective date of the Enacting Ordinance pursuant to Government Code Section 65867.5, as specified in Recital I of this Agreement.

1.12. Existing City Laws. The City Laws in effect as of the Effective Date.

1.13. Fees. All exactions, costs, fees, in-lieu fees, payments, charges and other monetary amounts imposed or charged by the City in connection with the development of or construction on real property under Existing City Laws. Fees shall not include Processing Fees.

1.14. General Plan. Collectively, the General Plan for the City adopted by the City Council on November 30 and December 1, 1994, as previously amended and in effect as of the Effective Date.

1.15. Laws. The laws and Constitution of the State of California, the laws and Constitution of the United States and any state or federal codes, statutes, executive mandates or court decisions thereunder. The term "Laws" shall exclude City Laws.

1.16. Mitigation Measures. The mitigation measures applicable to the Project, developed as part of the EIR process and required to be implemented through the MMRP and the Amended and Restated Conditional Development Permit.

1.17. MMRP. The Mitigation Monitoring and Reporting Plan adopted as part of the Project Approvals and applicable to the Project.

1.18. Mortgage. Any mortgage, deed of trust or similar security instrument encumbering the Property, any portion thereof or any interest therein.

1.19. Mortgagee. With respect to any Mortgage, any mortgagee or beneficiary thereunder.

1.20. Party. Each of the City, Facebook, and Owner and their respective successors, assigns and transferees (collectively, "Parties"). Facebook will cease being a Party on the earlier of its vacating of the Property or the expiration or earlier termination of the Lease unless Facebook is then the "Owner", in which case Facebook shall retain the rights and obligations of the "Owner" subject, however, to the terms of Section 34.3.

1.21. Processing Fee. A fee imposed by the City upon the submission of an application or request for a permit or Approval, which is intended to cover only the estimated cost to the City of processing such application or request and/or issuing such permit or Approval and which is applicable to similar projects on a City Wide basis, including but not limited to building permit plan check and inspection fees, public works, engineering and transportation plan check and inspection fees, subdivision map application, review and processing fees, fees related to the review, processing and enforcement of MMRP, and fees related to other staff time and attorney's time incurred to review and process applications, permits and/or Approvals; provided such fees are not duplicative of or assessed on the same basis as any Fees.

1.22. Project. The uses of the Property, the site plan for the Property and the Vested Elements, as authorized by or embodied within the Project Approvals and the actions that are required pursuant to the Project Approvals. Specifically, the Project includes the option to occupy the Property with the Density Increase subject to this Agreement and the making of certain improvements to the undercrossing.

1.23. Project Approvals. The following approvals for the Project granted, issued and/or enacted by the City as of the date of this Agreement, as amended, modified or updated from time to time: (a) this Agreement; (b) certification of the EIR and adoption of the MMRP and other actions in connection with environmental review of the Project; (c) the Amended and Restated Conditional Development Permit; and (d) the heritage tree removal permits.

1.24. Public Works Director. The City's Public Works Director or his or her designee.

1.25. Resolution No. 4159. City Resolution No. 4159 entitled "Resolution of the City Council of the City of Menlo Park Adopting Regulations Establishing Procedures and Requirements for Development Agreements" adopted by the City Council of the City of Menlo Park on January 9, 1990.

1.26. Sun Conditional Development Permit. The conditional development permit approved by the City on May 19, 1992 and issued to Sun Microsystems for the Property.

1.27. Trip Cap. The Trip Cap setting a maximum allowable number of vehicle trips associated with the Property on non-holiday weekdays, and which is as follows: 2,600 trips during the AM peak period from 7:00 a.m. to 9:00 a.m.; 2,600 trips during the PM peak period from 4:00 p.m. to 6:00 p.m.; and 15,000 total daily trips.

2. Effective Date; Term.

2.1. Effective Date. This Agreement shall be dated and the rights and obligations of the Parties hereunder shall be effective as of the Effective Date. Not later than 10 days after the Effective Date, the City, Facebook and Owner shall execute and acknowledge this Agreement, and the City shall cause this Agreement to be recorded in the Official Records of the County of San Mateo, State of California as provided for in Government Code Section 65868.5. However, the failure to record this Agreement within the time period provided for in Government Code Section 65868.5 shall not affect its validity or enforceability among the Parties.

2.2. Term.

2.2.1. This Agreement shall continue until the earlier of: (a) the termination of the Project Approvals or (b) the termination of this Agreement in accordance with its terms.

2.2.2. Notwithstanding Section 2.2.1 above, all commitments and obligations under the following sections of this Agreement shall terminate on the earliest of (a) Facebook vacating the Property, (b) the expiration or earlier termination of the Lease, or (c) February 6, 2026: Housing (Section 9), Local Community Fund (Section 10), Bay Trail Gap (Section 11), Utility Undergrounding (Section 12), Jobs (Section 13), City of East Palo Alto Benefits (Section 14), Environmental Education (Section 16), Local Purchasing (Section 17), Transportation Demand Management Information Sharing (Section 19) and Volunteerism (Section 20).

2.2.3. Unless otherwise expressly provided in this Agreement, all of Facebook's rights and obligations under this Agreement shall terminate on the earlier of the date Facebook vacates the Property or the expiration or earlier termination of the Lease unless Facebook is then the "Owner", in which case, Facebook shall retain the rights and obligations of the "Owner" subject, however, to the terms of Section 34.3.

2.2.4. The terms of this Agreement other than those specifically listed in Section 2.2.2 shall continue until this Agreement is terminated in accordance with its terms.

2.3. Expiration of Term. Except as otherwise provided in this Agreement or any of the Approvals, upon the expiration of the term of this Agreement, (a) this Agreement, and the rights and obligations of the Parties under this Agreement, shall terminate; (b) the Property shall remain subject to the Amended and Restated Conditional Development Permit; (c) the Property shall be subject to the Density Condition and the right to elect to have the Property subject to the Density Increase will terminate; and (d) Owner shall thereafter comply with the provisions of the City Laws then in effect or thereafter enacted and applicable to the Property and/or the Project, except that the expiration of the term of this Agreement shall not affect any rights of Owner that are or would be vested under City Laws in the absence of this Agreement and the Amended and Restated Conditional Development Permit.

3. General Development of the Project.

3.1. Project. Facebook and Owner shall have the vested right to develop and occupy the Property in accordance with the terms and conditions of this Agreement and the Project Approvals, and any additional Approvals for the Project and/or the Property obtained by Facebook and/or Owner, as the same may be amended from time to time upon application by Facebook and/or Owner; and City shall have the right to control development of the Property in accordance with the provisions of this Agreement, so long as this Agreement remains effective, and the Approvals for the Project and/or the Property. Except as otherwise specified herein, until the expiration or earlier termination of this Agreement, this Agreement, the Approvals and the Existing City Laws shall control the overall development, use and occupancy of the Property, and all improvements and appurtenances in connection therewith, including, without limitation, the density and intensity of use ("Vested Elements"), and all Mitigation Measures and Conditions required or imposed in connection with the Project Approvals in order to minimize or eliminate environmental impacts of the Project.

3.2. Subsequent Projects. The City agrees that as long as Facebook and Owner develop and occupy the Project in accordance with the terms of this Agreement, Facebook's and Owner's right to develop and occupy the Property shall not be diminished despite the impact of future development in the City on public facilities, including, without limitation, City streets, water systems, sewer systems, utilities, traffic signals, sidewalks, curbs, gutters, parks and other City owned public facilities that may benefit the Property and other properties in the City.

3.3. Other Governmental Permits. Facebook, Owner or City (whichever is appropriate) shall apply for such other permits and approvals from governmental or quasi-governmental agencies other than the City having jurisdiction over the Project (e.g. the California Department of Transportation) as may be required for the development of or provision of services to the Project; provided, however, that City shall not apply for any such permits or approvals without Facebook's and/or Owner's prior written approval. The City shall promptly and diligently cooperate, at no cost to the City, with Facebook and/or Owner in its/their endeavors to obtain such permits and approvals and, from time to time at the request of Facebook and/or Owner, shall proceed with due diligence and in good faith to negotiate and/or enter into binding agreements with any such entity in order to assure the availability of such permits and approvals or services. All such applications, approvals, agreements, and permits shall be obtained at Facebook's and/or Owner's cost and expense, including payment of City staff time in accordance with standard practices, and Facebook and/or Owner shall indemnify City for any liabilities imposed on City arising out of or resulting from such applications, permits, agreements and/or approvals. The indemnifications set forth in this Section 3.3 shall survive the termination or expiration of this Agreement. To the extent allowed by law, Facebook and/or Owner shall be a party or third party beneficiary to any such agreement between City and such agencies and shall be entitled to enforce the rights of Facebook and/or Owner or the City thereunder and/or the duties and obligations of the parties thereto.

3.4. Additional Fees. Except as set forth in this Agreement and the Project Approvals, the City shall not impose any further or additional fees (including, without limitation, any fees, taxes or assessments not in existence as of the Effective Date or not applicable to the Project in accordance with the Existing City Laws, the Project Approvals and this Agreement), whether through the exercise of the police power, the taxing power, or any other means, other than those set forth in the Project Approvals, the Existing City Laws and this Agreement. In addition, except as set forth in this Agreement, the base or methodology for calculating all such Fees applicable to the construction and development of the Project shall remain the same for such Fees as in effect as of the Effective Date. Notwithstanding the foregoing, the following provisions shall apply:

3.4.1. If the City forms an assessment district including the Property, and the assessment district is City Wide or applies to all M-2 Zoned properties and is not duplicative of or intended to fund any matter that is covered by any Fee payable by Facebook and/or Owner, the Property may be legally assessed through such assessment district based on the benefit to the Property (or the methodology applicable to similarly situated properties), which assessment shall be consistent with the assessments of other properties in the district similarly situated. In no event,

however, shall Facebook's and/or Owner's obligation to pay such assessment result in a cessation or postponement of development and occupancy of the Property or affect in any way Facebook's and/or Owner's development rights for the Project.

3.4.2. The City may charge Processing Fees to Facebook and/or Owner for land use approvals, building permits, encroachment permits, subdivision maps, and other similar permits and approvals which are in force and effect on a City Wide basis or applicable to all M-2 Zoned properties at the time Facebook and/or Owner submits an application for those permits.

3.4.3. If the City exercises its taxing power in a manner which will not change any of the Conditions applicable to the Project, and so long as any new taxes or increased taxes are uniformly applied on a City Wide basis or applied uniformly to M-2 Zoned properties, the Property may be so taxed, which tax shall be consistent with the taxation of other properties in the City similarly situated.

3.4.4. If, as of the Effective Date, the Existing City Laws under which the Fees applicable to the Project have been imposed provide for automatic increases in Fees based upon the consumer price index or other method, then the Project shall be subject to any such increases in such Fees resulting solely from the application of any such index or method in effect on the Effective Date.

3.4.5. If state or federal laws are adopted which impose fees on new or existing projects, such fees shall be applicable to the Project.

3.5. Effect of Agreement. This Agreement, the Project Approvals and all plans and specifications upon which such Project Approvals are based, including but not limited to the Amended and Restated Conditional Development Permit, shall constitute a part of the Enacting Ordinance, as if incorporated by reference therein in full.

3.6. Review and Processing of Approvals. The City shall accept, review and expeditiously process Facebook's and/or Owner's applications and requests for Approvals in connection with the Project in good faith and in a manner which complies with and is consistent with the Project Approvals and this Agreement. The City shall approve any application or request for an Approval which complies and is consistent with the Project Approvals and this Agreement. Facebook and/or Owner shall provide the City with the Processing Fees, applications, documents, plans, materials and other information necessary for the City to carry out its review and processing obligations. Facebook and/or Owner shall submit all applications and requests for Approvals in the manner required under applicable City Laws in effect as of the time of such submittal. The Parties shall cooperate with each other and shall use diligent, good faith efforts to cause the expeditious review, processing and issuance of the approvals and permits for

the development and occupation of the Project in accordance with the Project Approvals and this Agreement.

4. Specific Criteria Applicable to the Project.

4.1. Applicable Laws and Standards. Notwithstanding any change in any Existing City Law, including, but not limited to any change by means of ordinance, resolution, initiative, referendum, policy or moratorium, and except as otherwise expressly provided in this Agreement, the laws and policies applicable to the Property are and shall be as set forth in Existing City Laws (regardless of future changes in Existing City Laws by the City), this Agreement and the Approvals. Facebook's and Owner's vested rights to develop and occupy or to cause the Property to be occupied in accordance with the Vested Elements, provided that City may apply and enforce the California Building Code as amended and adopted by the City (including the Mechanical Code, Electrical Code and Plumbing Code) and California Fire Code as amended and adopted by the City and/or the Menlo Park Fire Protection District, as such codes may be in effect at the time Facebook and/or Owner applies for building permits for any aspect of the Project. Without limiting the generality of the foregoing, except as otherwise expressly provided in this Agreement, during the term of this Agreement, the City shall not, without the prior written consent of Facebook and/or Owner: (a) apply to the Project any new or amended ordinance, resolution, rule, regulation, requirement or official policy that is inconsistent with any Existing City Laws or Approvals and that would have the effect of delaying, preventing, adversely affecting or imposing any new or additional Condition with respect to the Project; or (b) apply to the Project or any portion thereof any new or amended ordinance, resolution, rule, regulation, requirement or official policy that requires additional discretionary review or approval for the proposed development, use and/or occupancy of the Project.

4.2. Application of New City Laws. Nothing herein shall prevent the City from applying to the Property new City Laws that are not inconsistent or in conflict with the Existing City Laws or the intent, purposes or any of the terms, standards or conditions of this Agreement, and which do not affect the Vested Elements, impose any further or additional fees or impose any other conditions on the Project, including, without limitation, those requiring additional traffic improvements/requirements or additional off-site improvements, that are inconsistent with this Agreement or the intent of this Agreement. Any action or proceeding of the City that has any of the following effects on the Project shall be considered in conflict with this Agreement and the Existing City Laws:

4.2.1. Limiting or reducing the density or intensity of use of the Property;

4.2.2. Limiting grading or other improvements on the Property in a manner that is inconsistent with or more restrictive than the limitations included in the Approvals or this Agreement; or

4.2.3. Applying to the Project or the Property any law, regulation, or rule restricting or affecting a use or activity otherwise allowed by this Agreement.

The above list of actions is not intended to be comprehensive, but is illustrative of the types of actions that would conflict with this Agreement and the Existing City Laws.

4.3. Timing. Without limiting the foregoing, no moratorium or other limitation affecting the development and occupancy of the Project or the rate, timing or sequencing thereof shall apply to the Project.

4.4. Subsequent Environmental Review. The Parties acknowledge and agree that the EIR contains a thorough environmental analysis of the Project and the Project alternatives, and specifies the feasible Mitigation Measures available to eliminate or reduce to an acceptable level the environmental impacts of the Project. The Parties further acknowledge and agree that the EIR provides an adequate environmental analysis for the City's decisions to authorize Facebook and Owner to proceed with the Project as embodied in the Project Approvals and this Agreement and subsequent development of the Project during the term of this Agreement. The Mitigation Measures imposed are appropriate for the implementation of proper planning goals and objectives and the formulation of Project conditions of approval. In view of the foregoing, the City agrees that the City will not require another or additional environmental impact report or environmental review for any subsequent Approvals implementing the Project. Facebook and Owner shall defend, indemnify and hold the City harmless from any costs or liabilities incurred by the City in connection with any litigation seeking to compel the City to perform additional environmental review of any subsequent Approvals.

4.5. Easements; Improvements. The City shall cooperate with Facebook and Owner in connection with any arrangements for abandoning existing easements and facilities and the relocation thereof or creation of any new easements within the Property or the undercrossing necessary or appropriate in connection with the development of the Project. If any such easement is owned by the City or an agency of the City, the City or such agency shall, at the request of Facebook and/or Owner, take such action and execute such documents as may be reasonably necessary in order to abandon and relocate such easement(s) as necessary or appropriate in connection with the development of the Project in accordance with the Project Approvals. All on-site and off-site improvements required to be constructed by Facebook and/or Owner

pursuant to this Agreement, including those set forth in the Project Approvals, shall be constructed by Facebook and/or Owner (as applicable).

5. Trip Cap. If the Density Increase is elected and has not been suspended in accordance with the terms of Section 8.2, Facebook and/or Owner shall adhere to the Trip Cap, the details of which are included in the Project Approvals, and incorporated herein by this reference. To ensure compliance, the Trip Cap includes monitoring with periodic reporting and monetary penalties for violations of the Trip Cap that shall be paid by Facebook and/or Owner to the City. Facebook agrees that so long as it has not vacated the Property and the Lease is effective, it shall be solely responsible for complying with the Trip Cap and paying any monetary penalties payable thereunder.

6. Conditions Precedent. Facebook's obligations and Owner's obligations (if any) under Sections 7, 9-20 and 22 are expressly conditioned on the resolution of all legal challenges, if any, to the EIR, the Project Approvals and the Project. If no litigation or referendum is commenced challenging the EIR, the Project Approvals and/or the Project, Facebook's and Owner's obligations will vest 90 days after the Effective Date. If litigation or a referendum is commenced challenging the EIR, the Project Approvals and/or the Project, then Facebook's and Owner's obligations will vest on the date of final, non-appealable resolution of all litigation in a manner that is reasonably acceptable to Facebook and Owner or resolution of the referendum in a manner that is reasonably acceptable to Facebook and Owner. The conditions described in this Section 6 shall, collectively, be referred to as the "Conditions Precedent".

7. One Time Public Benefits; Conditions.

7.1. Capital Improvement. Within 45 days of the satisfaction of the Conditions Precedent, Facebook shall make a one-time payment of One Million One Hundred Thousand Dollars (\$1,100,000) to the City for the City's unrestricted use toward capital improvement projects.

7.2. Bicycle/Pedestrian. Within 240 days of the satisfaction of the Conditions Precedent, Facebook shall, subject to the approval of the applicable regulatory agencies, take the actions described in this Section 7.2.

7.2.1. Facebook shall perform one-time improvements to the undercrossing above and beyond those described in the Project. The specific improvements shall be designated by Facebook in its sole and absolute discretion, but shall be subject to review, approval and permitting by the City. Conceptually, these improvements include landscape embellishments and a self-service bicycle tool station. Also, as a key feature, Facebook proposes to improve the undercrossing by, to the extent appropriate, preserving existing art and/or providing wall surfaces for invited

artists to create mural art with the intent to create an "art gallery" experience for the pedestrians/bicyclists using the undercrossing.

7.2.2. Facebook shall perform restriping improvements for bicycle lanes to the following streets on a one-time basis:

- (a) Willow Road and Middlefield Road intersection;
- (b) Willow Road and U.S. 101 bridge;
- (c) Willow Road between Hamilton Avenue and Bayfront Expressway;
- (d) Willow Road between Newbridge Street and Ivy Drive; and
- (e) Willow Road between O'Keefe and U.S. 101 (shared lane marking).

7.2.3. Facebook shall have a one-time obligation to investigate the possibility of making crosswalk improvements, including, but not limited to the installation of in-pavement warning lights, to the pedestrian crossings at the U.S. 101 and Willow Road interchange, and, subject to the consent of the applicable regulatory agencies, shall make or pay for such improvements. Facebook shall not, however, be obligated to spend more than One Hundred Thousand Dollars (\$100,000) on these crosswalk improvements. If Facebook determines, as reasonably confirmed by the City's Public Works Director, that the cost of these crosswalk improvements will exceed One Hundred Thousand Dollars (\$100,000), the City may perform such improvements and Facebook shall reimburse the City for its reasonable costs to perform such improvements, but not to exceed One Hundred Thousand Dollars (\$100,000). If the City performs the crosswalk improvements, the City shall provide evidence of the cost to complete the crosswalk improvements to Facebook, which evidence shall be subject to Facebook's reasonable review and approval.

7.2.4. Facebook shall perform one-time improvements to publicly accessible walking paths, trails and levees in the immediate vicinity of the Property, subject to approval by the San Francisco Bay Conservation and Development Commission ("BCDC"). The intent of these improvements would be to make the area surrounding the Property more pedestrian friendly and enable the community, visitors and Facebook employees to learn about and enjoy the surrounding bay-lands in an ecologically sensitive manner. The specific improvements shall be determined by Facebook in its sole and absolute discretion, but may include planting bay friendly native shrubs and trees, providing additional destination viewing points and seating and creating a renovated, environmentally friendly walking path and shall include adding interpretive signage. In performing these improvements, Facebook shall work with an environmental consultant to ensure that human interactions with the ecosystem are appropriate.

7.3. Business District. Within three years of the satisfaction of the Conditions Precedent, Facebook will have a one-time obligation to investigate the possibility of creating a business improvement district in the Willow Road corridor between U.S. 101 and Bayfront Expressway that includes the Property. If the business improvement district is feasible and the adjacent property owners are likewise interested in creating the business improvement district, Facebook shall initiate the process for creating the business improvement district; provided, however, that Facebook shall not be obligated to spend more than Fifty Thousand Dollars (\$50,000) on this effort. The adequacy of Facebook's investigation and verification of the amount spent in diligently pursuing this condition is subject to the review and approval of the City's Community Development Director.

7.4. In-Lieu Mitigation Payment. Facebook agrees that if the City (a) secures grant funds to pay for mitigations that Facebook is obligated to perform pursuant to the MMRP, (b) notifies Facebook that it wishes to perform such mitigations in lieu of Facebook, and (c) completes those mitigations, then Facebook shall make an in lieu of payment to the City equal to the cost of the mitigations (which payment shall fully satisfy Facebook's obligation to perform such mitigations); provided, however, that (i) the City and Facebook shall agree on a not-to-exceed budget for the mitigations the City wishes to perform; and (ii) if the City notifies Facebook that it wishes to perform such mitigations in lieu of Facebook after Facebook has commenced planning for and/or performing such mitigations, then Facebook shall be entitled to a credit (to be offset against the in lieu of payment to the City) equal to Facebook's reasonable costs incurred in planning and/or performing such mitigations. The City shall provide evidence of the cost to complete the mitigations to Facebook, which evidence shall be subject to Facebook's reasonable review and approval. With respect to any particular mitigation, Facebook will not be obligated to pay the City any amounts incurred in excess of the not-to-exceed budget for that mitigation. If the City notifies Facebook that it wishes to perform a mitigation(s) in lieu of Facebook pursuant to this Section 7.4, then Facebook's only obligation with respect to such mitigation(s) will be to pay the City the applicable amounts described herein. In addition, Facebook also agrees that if the City secures grant funds to pay for mitigations that Facebook is obligated to perform pursuant to the MMRP and notifies Facebook that it wishes to use those funds to pay for mitigations that Facebook itself performs, then Facebook shall make an in lieu of payment to the City equal to the grant funds used by the City to pay for mitigations performed by Facebook.

8. On-Going Public Benefits, Conditions.

8.1. Annual Payment. During the term of this Agreement, Facebook and/or Owner shall make an annual payment ("Annual Payment") to the City in lieu of sales tax or other revenue that might otherwise accrue to the City if the Property was

occupied by a sales tax producer. The first payment of the Annual Payment will be for the City's July 1, 2012 to June 30, 2013 fiscal year, and will be due and payable in full to the City on January 1, 2013. Subsequent payments of the Annual Payment will be due and payable in full to the City on July 1 of each fiscal year for which the Annual Payment is payable (commencing July 1, 2013). The Annual Payment will be payable for the 10 year period commencing on July 1, 2012 and ending on June 30, 2022 ("Minimum Payment Period") with no proration, reduction or suspension (except as set forth in Sections 8.2.5 and 8.2.8). After the Minimum Payment Period has expired, however, the Annual Payment may be adjusted as set forth below in Section 8.2. If the City changes its fiscal year, then the date for payment of the Annual Payment shall, likewise, be changed.

8.1.1. In each of the first five years beginning with the first payment on January 1, 2013, the amount of the Annual Payment shall be Eight Hundred Thousand (\$800,000).

8.1.2. For each of the five years beginning with the payment on July 1, 2017, the Annual Payment shall be Nine Hundred Thousand (\$900,000).

8.1.3. For each of the five years beginning with the payment on July 1, 2022, the Annual Payment shall be One Million Dollars (\$1,000,000).

8.1.4. Beginning on July 1, 2027 and on each anniversary thereof (each an "Index Date"), the Annual Payment amount will be increased to the product of the Annual Payment amount in effect immediately prior to the applicable Index Date times a fraction, the numerator of which is the "Index" (defined below) for the third (3rd) month preceding the applicable Index Date, and the denominator of which is the Index for the third (3rd) month preceding the last Index Date or, in case of the first Index Date, the Index for April 1, 2026. "Index" means the United States Department of Labor, Bureau of Labor Statistics, Consumer Price Index for all Urban Consumers (all items for the SF-Oakland-San Jose Metropolitan Area on the basis of 1982-1984 = 100). If the format or components of the Index are materially changed after the execution of this Agreement, the City will reasonably select an index which is published by the Bureau of Labor Statistics or similar agency and which is a reasonable equivalent to the Index in effect on the Effective Date.

8.2. Adjustments.

8.2.1. Following expiration of the Minimum Payment Period on June 30, 2022 and on each five-year anniversary thereof (each an "Adjustment Date"), Facebook and/or Owner shall have the option to temporarily suspend or decrease the Density Increase or, if the Density Increase is then suspended or decreased, to un-suspend or increase the Density Increase ("Adjustment Option"). Notwithstanding the

foregoing, any increase shall not exceed the Density Increase permitted by the Project Approvals. Increases or decreases in the Density Increase shall be measured in terms of daily vehicle trips and Facebook and/or Owner may only elect to increase or decrease the Density Increase in increments of 1,000 daily vehicle trips. The Density Increase would decrease by reducing the maximum number of daily vehicle trips in the Trip Cap, for example from 15,000 to 14,000 total daily trips. There will be no corresponding reduction in the peak period trips unless the daily trips are reduced below 11,000 per day. For reductions in daily trips below 11,000 trips per day, there will be a corresponding reduction in the peak period trips at the ratio of 0.208 peak period trips per daily trip. To illustrate, if daily trips are reduced to 10,000 trips per day, then the peak period trips would each be reduced by 208 trips. For each 1,000 daily trips reduced, the Annual Payment would be reduced by an amount equal to 10 percent of the full amount of the Annual Payment and for each 1,000 daily trips increased the Annual Payment would increase by 10 percent of the full amount of the Annual Payment. If Facebook and/or Owner elects to suspend the Density Increase and provides timely notice of the same in accordance with Section 8.2.2, the obligation to make the Annual Payment will likewise be suspended (in its entirety).

8.2.2. Facebook and/or Owner may exercise its Adjustment Option by giving the City notice at least 180 days prior to an Adjustment Date. Such notice shall indicate whether Facebook and/or Owner is suspending, un-suspending, decreasing or increasing the Density Increase and, in the case of a decrease or increase, the amount (i.e. the decrease or increase to the maximum number of daily vehicle trips in the Trip Cap). On the first Adjustment Date, if Facebook and/or Owner does not exercise the Adjustment Option, the Annual Payment will be as described above in Section 8.1.3. Thereafter, if Facebook and/or Owner does not timely exercise its Adjustment Option, the Annual Payment (if any) for the succeeding five-year period will continue to remain as it was during the period preceding the Adjustment Date (subject to increases to account for changes in the Index as set forth in Section 8.1.4).

8.2.3. Following the expiration of the Minimum Payment Period, on the occurrence of a Triggering Event, as defined below, Facebook and/or Owner will have the option to suspend or decrease the Density Increase by giving the City notice of its exercise of its Adjustment Option, which notice must specify the Triggering Event. The suspension or decrease will become effective as of the commencement of the City's next fiscal year provided the City receives the notice at least 120 days prior to the commencement of such fiscal year. If the notice is given within 120 days of the City's next fiscal year, then the suspension or decrease will become effective as of the commencement of the City's succeeding fiscal year. The Triggering Event notice must indicate whether Facebook and/or Owner is suspending or decreasing the Density Increase and, in the case of a decrease to the Density Increase, the amount of such

decrease, in increments of 1,000 daily vehicle trips. If Facebook and/or Owner decreases the Density Increase pursuant to this Section 8.2.3, the Trip Cap shall be adjusted in the same manner as is set forth in Section 8.2.1. Following delivery of a Triggering Event notice, the Density Increase may be un-suspended and/or increased (as applicable) on the next Adjustment Date, in the manner set forth above.

8.2.4. A "Triggering Event" means either of the following: (a) vacation of four or more of Buildings 10, 12, 14, 15, 16, 17 and 18 as shown on the site plan attached hereto as Exhibit C and incorporated herein by this reference, or (b) the performance of building improvements that cause the average employee density of the Buildings 10, 12, 14, 15, 16, 17 and 18 to be less dense than the Density Condition, as determined in the reasonable discretion of the City's Community Development Director.

8.2.5. Upon the expiration of the Lease or Owner's termination of the Lease due to Facebook's default under the Lease, Owner shall have the one-time option to suspend the Density Increase by giving the City notice of its exercise of the Adjustment Option within 30 days of the expiration or termination of the Lease (as applicable). The suspension will become effective as of the commencement of the City's next fiscal year. If the Density Increase is suspended pursuant to this Section 8.2.5, the Density Increase may be un-suspended on the next Adjustment Date, in the manner set forth above. If Owner elects to suspend the Density Increase, the obligation to make the Annual Payment will likewise be suspended (in its entirety). Notwithstanding the foregoing, if Owner exercises the Adjustment Option pursuant to this Section 8.2.5 during the Minimum Payment Period, Facebook shall make a one-time payment to the City equal to the remaining unpaid Annual Payments due for the Minimum Payment Period discounted back to the present value. For purposes of the preceding, present value shall be computed by discounting at a rate equal to the "Prime Rate" as published in the Money Rates section of *The Wall Street Journal* on the date the Owner exercises the Adjustment Option. Facebook shall pay the City amounts due pursuant to this Section 8.2.5 within 60 days of the date the Owner delivers to the City notice of its exercise of the Adjustment Option provided for in this Section 8.2.5.

8.2.6. Facebook and/or Owner may elect to reduce the Density Increase by up to 8,000 daily trips or to suspend the Density Increase in its entirety. In no event, absent a suspension of the Density Increase, shall the Annual Payment due to the City fall below 20 percent of the Annual Payment. The Density Increase may be suspended for a maximum of ten consecutive years, after which time this Agreement may be terminated pursuant to Section 26.

8.2.7. Facebook and/or Owner will be entitled to a credit equal to all taxes paid to and received by the City and attributable to operations at the Property,

including, without limitation, sales taxes attributable to retail operations performed at the Property and any future taxes on any services provided from or attributable to the Property. That credit will be offset against the Annual Payment. Facebook and/or Owner will not be entitled to a credit for property taxes paid to the City.

8.2.8. Notwithstanding the above, if litigation or a referendum is commenced challenging the EIR, the Project Approvals and/or the Project and as a result of such litigation or referendum Facebook and/or Owner is prohibited from or elects not to occupy the Property in accordance with the Density Increase, the obligation to pay the Annual Payment will be stayed until the date of final, non-appealable resolution of all litigation in a manner that is reasonably acceptable to Facebook and/or Owner and final resolution of the referendum in a manner that is reasonably acceptable to Facebook and/or Owner.

8.2.9. Notwithstanding the above, so long as Facebook leases the Property pursuant to the Lease, (a) Facebook will be solely authorized to exercise Owner's rights under this Section 8 including, without limitation, the right to make an adjustment to the Density Increase on an Adjustment Date or following a Triggering Event and (b) Facebook and Owner shall be jointly and severally liable for any and all payment obligations related to the Annual Payment and penalties associated with violations of the Trip Cap, if any. Facebook's rights and obligations pursuant to this Section 8 shall terminate upon the expiration or earlier termination of the Lease (regardless of whether Facebook has vacated the Property) unless Facebook is then the "Owner", in which case, Facebook shall retain the rights and obligations of the "Owner" subject, however, to the terms of Section 34.3. This means, among other things, that unless Facebook is the "Owner", Facebook shall not be liable for any payment obligations related to the Annual Payment or penalties associated with violations of the Trip Cap following the expiration or earlier termination of the Lease, except as provided in Section 8.2.5.

9. Housing.

9.1. Facebook will explore opportunities to invest in low income tax credits for affordable housing projects in the City and the City of East Palo Alto, including partnering with a local non-profit housing developer(s) or contributing funds toward the creation of low, very-low or extremely-low income housing. Facebook shall report the results of its explorations to the City's Community Development Director upon the City's Community Development Director's written request. The decision of whether to make any investments will be in Facebook's sole and absolute discretion.

9.2. Facebook will contact a local real estate developer or local real estate developers interested in building housing projects in the City. Facebook in

concert with the real estate developer(s) will explore ways to support housing projects, including, but not limited to investing capital, committing to leasing units or offering marketing opportunities to Facebook employees. Facebook shall report the conclusions from this collaborative effort to the City's Community Development Director upon the City's Community Development Director's written request. The decision of whether to provide any support will be in Facebook's sole and absolute discretion.

10. Local Community Fund. Within one year of the satisfaction of the Conditions Precedent, Facebook shall create a Local Community Fund ("LCF") in partnership with a non-profit partner to manage and administer the LCF and Facebook shall contribute Five Hundred Thousand Dollars (\$500,000) to the LCF. The purpose of the LCF will be to provide support for local community needs. A five-member Board of Advisors will be created to advise about criteria for eligibility and distribution of funding. The Board of Advisors will endeavor to spread the LCF's benefits equally between the City and the City of East Palo Alto. The City Manager and East Palo Alto's City Manager each will name one Advisory Board member to serve a two-year term. Facebook will name two Advisory Board members to each serve a two-year term, and a Facebook representative appointed by Facebook will serve on a continuing basis. Advisory Board members may serve more than one term (if re-appointed by the City Manager, the City of East Palo Alto's City Manager or Facebook, as applicable). If after the LCF's funding has been exhausted Facebook determines that the LCF is a success, is operating smoothly and is making a positive impact on the community, Facebook will consider making an additional contribution to LCF (however, the decision of whether to make an additional contribution will be in Facebook's sole and absolute discretion).

11. Bay Trail Gap. Facebook will work with Bay Trail stakeholders, including, but not limited to Midpeninsula Regional Open Space District, Association of Bay Area Governments (ABAG), the City of East Palo Alto and the City and County of San Francisco and appropriate members of the business community to close the Bay Trail Gap, commonly known as Gap No. 2092, which terminates at the railroad right-of-way on University Avenue. Facebook will also evaluate making a future financial contribution to the effort to close the Bay Trail Gap. Facebook shall report the results of its explorations to the City upon the City's Community Development Director's written request. The decision of whether to make any investments will be in Facebook's sole and absolute discretion.

12. Utility Undergrounding. Facebook agrees to cooperate with the City in the City's efforts to underground existing electric transmission lines located in the vicinity of the Property, however, neither the City nor Facebook will be obligated to provide funding for utility undergrounding.

13. Jobs.

13.1. Internship Program. Facebook will create a summer intern program for students residing within the geographic boundaries of the Ravenswood Elementary School District. The summer intern program will commence with an initial, pilot program, and then later, if successful, may be expanded, in Facebook's sole and absolute discretion, to include more participants and/or subject areas. Students participating in the pilot program will work in the Facebook IT Department alongside technology professionals. The summer intern program will include weekly training sessions covering topics such as the college application process, professional skills and business and interpersonal skills. The department in which the summer interns are placed, and the scope of and agenda for the program may change over time. Facebook anticipates that the summer intern program will be launched in partnership with an academic non-profit organization and that the non-profit organization will be responsible for selecting the participating students, processing work permits and managing other related administrative matters. The program will include the following elements: (a) the program will be open to at least 10 students per session, (b) all students must be in or entering their Junior year in high school (unless otherwise determined by Facebook in its reasonable discretion), and (c) the program will run for at least four weeks. Facebook will endeavor to launch the pilot program in June 2012, and in no case will the pilot program launch later than summer 2013. Facebook may also elect (in its sole and absolute discretion) to expand the program to include an after-school session during the school year in addition to the annual summer program.

13.2. Encourage Local Jobs. Facebook will work with a local training program to expand training services for residents of the City and the City of East Palo Alto. Facebook will also create an ongoing quarterly series of career development workshops to commence within one year of the satisfaction of the Conditions Precedent. The workshops will focus on topics such as resume writing, interviewing skills and how to find a job via social media, including Facebook. These workshops will take place in local community centers and/or other neighborhood sites. In addition, within one year of the satisfaction of the Conditions Precedent, Facebook will host a session, promoted in the Belle Haven neighborhood and East Palo Alto, on how to become a Facebook employee, including how to apply through www.facebook.com/careers. Because people who work at Facebook are comprised of both employees and contractors, to encourage contractors to hire City residents and residents of the City of East Palo Alto, Facebook will require future vendors to use reasonable efforts to notify residents of the City and the City of East Palo Alto when they are hiring new people to work at the Property in the facilities, culinary and construction trades. Reasonable efforts shall include, but not be limited to, using the existing East Palo Alto first source hiring jobs hotline/posting capabilities and any

equivalent program later developed by the City. Vendors with existing contracts will be encouraged to use reasonable efforts to promote local hiring as openings become available. Facebook will also encourage campus vendors to host sessions on how to become an employee of their organization.

14. City of East Palo Alto Benefits. On _____, 2012, the City of East Palo Alto and Facebook entered into the Memorandum of Agreement by and between the City of East Palo Alto and Facebook, Inc. Regarding the Menlo Park Facebook Campus Project ("MOA"). A copy of the MOA, including its "Exhibit A, Terms and Implementation" is attached hereto as Exhibit D. The specific terms listed in "Exhibit A, Terms and Implementation" are incorporated herein, except for the following terms which are specifically not incorporated herein:

- (a) Paragraph 1.c) Traffic Improvements, the terms of which are included in Section 7.2.3 of this Agreement;
- (b) Paragraph 3.a) Jobs/Local Hire, the terms of which are included in Sections 13.1 and 13.2 of this Agreement;
- (c) Paragraph 3.b) Volunteerism, the terms of which are included in Section 20 of this Agreement;
- (d) Paragraph 3.c) Community Fund, the terms of which are included in Section 10 of this Agreement;
- (e) Paragraph 3.d) Housing, the terms of the second and third bullet points, which are included in Sections 9.1 and 9.2 of this Agreement; and
- (f) Paragraph 3.e), the terms of which are included in Section 11 of this Agreement.

15. Adopt-a-Highway. Within 180 days of the satisfaction of the Conditions Precedent, Facebook will adopt a roadway segment in the vicinity of the Property pursuant to Caltrans' Adopt-A-Highway Program. This commitment will be for a period of five years. If there are no segments available for adoption in the vicinity of the Property, Facebook's obligation shall be tolled until a segment becomes available.

16. Environmental Education.

16.1. When performing work that might impact the San Francisco Bay, Facebook will hire an environmental consultant knowledgeable about the San Francisco Bay and associated marsh habitats to ensure that endangered species, particularly the Salt Marsh Harvest Mouse and Clapper Rail, are not harmed.

16.2. Facebook will cooperate with the Don Edwards San Francisco Bay National Wildlife Refuge ("Refuge") team and related nonprofit groups on habitat protection and restoration adjacent to the Property. Facebook will establish an ongoing,

in-house point of contact for the Refuge, nonprofit groups and related agencies to ensure collaborative success.

16.3. Facebook will educate employees and visitors about the unique species next to the Property and their habitat requirements. Such education may be by way of installing appropriate interpretive signage and/or hosting educational programs.

16.4. Facebook will engage in "wildlife-friendly" behavior, such as (a) adopting policies requiring the trapping and removal of feral cats and the leashing of dogs when using trails located on the Property, (b) employing wildlife-safe rodent control measures, and (c) encouraging beneficial species (through, for example, the installation of bat houses).

17. On-Going Environmental Commitments.

17.1. When performing landscape improvements, Facebook and/or Owner will minimize (or require the minimization of) potential stormwater runoff through the use of appropriate techniques, such as grassy swales, rain gardens and other Low Impact Development (LID) measures.

17.2. If Facebook and/or Owner installs at the Property new windows or new window treatments on windows facing the parking lot or the San Francisco Bay, Facebook and/or Owner will select (or require the selection of) windows and window treatments that minimize impacts of light pollution and risk of collision to birds. If Facebook and/or Owner installs new lighting in the parking lot at the Property, Facebook and/or Owner will use (or require the use of) then available best practices to design and shield that new lighting so as to confine direct rays to the Property and not out into the adjacent areas of the San Francisco Bay. The obligations in this Section 17.2 will not apply to windows or treatments to windows that face the courtyard and lighting that is located within the courtyard, except that if Facebook and/or Owner replaces upper (3rd floor) windows or window treatments that face the courtyard, Facebook and/or Owner will select (or require the selection of) windows or treatments that minimize the risk of bird collision.

17.3. Except for the existing basketball court, Facebook and/or Owner will not create (or permit the creation of) any lighted playing field on the perimeter of the site that abuts the San Francisco Bay. Facebook and/or Owner will require the lights on the existing basketball court to be controlled so that the court is dark except when in use.

17.4. If Facebook and/or Owner installs new building roofs, window ledges, parking lot light poles or landscaping changes, Facebook and/or Owner will use (or require use of) then available best practices to ensure that the new building roofs,

window ledges, parking lot light poles or landscaping changes do not create sites for predatory bird species to roost or nest.

17.5. When performing landscape improvements to those portions of the Property that abut the San Francisco Bay, Facebook and/or the Owner will consult with (or require consultation with) a qualified environmental consultant familiar with California native plant communities and select (or require the selection of) suitable native plants for landscaping.

17.6. Facebook shall comply with the terms of this Section 17 while it occupies the Property pursuant to the Lease. Owner shall require any future Future Tenant (as defined below) to comply with the terms of this Section 17.

18. Local Purchasing.

18.1. Facebook shall adopt a program to incentivize Facebook employees to frequent local businesses and continue such program for three years from the Effective Date. Facebook's continuation of the "Facebucks" program will satisfy this obligation.

18.2. When purchasing goods that can be sourced locally, Facebook shall endeavor to purchase goods from vendors located in the City if the quality, price, terms and conditions are competitive.

18.3. When engaging vendors to provide on-site services to employees (e.g., chiropractic services), Facebook shall endeavor to engage vendors that are located in the City if their services satisfy Facebook's needs and the quality, price, terms and conditions are competitive.

18.4. If the Menlo Gateway project is developed, Facebook will consider adding the hotel built as part of that project to its list of preferred hotels for visitors.

19. Transportation Demand Management Information Sharing. To help mitigate regional traffic, Facebook agrees to share its Transportation Demand Management best practices with other interested Silicon Valley companies that request such information from Facebook.

20. Volunteerism. Facebook will actively promote local volunteer opportunities in the City and the City of East Palo Alto to all its employees. Such promotion shall include the creation of an internal Facebook page for the posting of volunteer opportunities. Facebook will host a "Local Community Organization Fair" on the Property. This fair will launch in Summer 2012 and take place annually.

21. Assignment and Assumption.

21.1. If the Lease terminates or Facebook vacates the Property prior to February 6, 2026, then the right to continue to occupy the Property with the Density Increase shall be conditioned on the Owner or a subsequent tenant of the Property (each a "Future Tenant") assuming all of Facebook's remaining obligations under Sections 7, 9-11, 13, 15, 16, 18-20 and 22 (collectively "Remaining Facebook Obligations"). Continuation of the right to occupy the Property with the Density Increase is also subject to Owner's and Future Tenant's (if any) compliance with Section 8, On-Going Public Benefits, Conditions. If Owner or Future Tenant wishes to preserve the Density Increase and assume the Remaining Facebook Obligations, then as a condition precedent to continued occupancy subject to the Density Increase, the Owner, Future Tenant (if applicable) and the City shall enter into an assignment and assumption of this Agreement which shall be recorded in the Official Records of the County of San Mateo, State of California. If Owner or Future Tenant does not wish to assume the Remaining Facebook Obligations, this Agreement and the Density Increase shall terminate. Notwithstanding the foregoing, the City (as approved by the City Council), Owner and Future Tenant (if applicable) may negotiate an amendment to this Agreement that continues the right to occupy the Property with the Density Increase and terminates the Remaining Facebook Obligations, but provides for alternative, appropriate public benefits. The option to assume the Remaining Facebook Obligations may be made at any time within five years of Facebook's vacating the Property or the termination of the Lease (as applicable). If the Remaining Facebook Obligations are not assumed and an assignment and assumption of this Agreement has not been recorded within that five year period, this Agreement and the option to elect to occupy the property with the Density Increase shall terminate.

21.2. If Facebook vacates the Property on or after February 6, 2026, then the right to occupy the Property with the Density Increase shall continue regardless of whether Owner or a Future Tenant has assumed the Remaining Facebook Obligations. Notwithstanding the foregoing, the continuation of the right to occupy the Property with the Density Increase is subject to compliance with Section 8, On-Going Public Benefits, Conditions.

22. Sanitary Sewer System Upgrades. West Bay Sanitary District ("WBSD") is the main permitting agency for the sanitary sewer system upgrades discussed in this Section 22. Facebook shall provide a specific contact to WBSD for matters related to the sanitary sewer system upgrades and shall provide another contact for all other matters, should it be different than the contact for the sanitary sewer system upgrades.

22.1. Facebook shall upsize 114 feet of the existing 12-inch diameter pipeline that runs north along Hamilton Avenue, beginning at the Hamilton/Willow Road intersection, to a 15-inch diameter pipe. Within 90 days of the Effective Date of this Agreement, Facebook shall apply for a Class 3 permit from WBSD. Facebook shall

cause a cost estimate to be prepared and shall provide the cost estimate to WBSD for its review and to the City. Within 30 days of receiving approval from WBSD, Facebook shall apply for an encroachment permit from the City and Caltrans. Within 180 days of receiving approval of the respective encroachment permits, Facebook shall construct the improvements. To ensure that this work is timely completed to the reasonable satisfaction of the City's Community Development Director, Facebook shall post a bond equal to 200 percent of the estimated cost of the work within 30 days of the satisfaction of the Conditions Precedent. The City shall release the bond upon completion of the work.

22.2. Facebook shall purchase a third wastewater pump to be placed into reserve in case of pump failure at the Hamilton Henderson Pump Station. Within 120 days of the Effective Date of this Agreement, Facebook shall purchase a Flygt NP 3202.090, 35 Horsepower, 460 Volt, 60 Hertz, 3 Phase pump with the following options: (a) 8-inch Discharge, (b) 642 Impeller, (c) minimum 50 feet of cable, (d) soft start motor starter, (e) FM explosion proof rating, and (f) Float Level Sensor or similar pump as approved by WBSD. Facebook shall cause a cost estimate to be prepared and shall provide the cost estimate to WBSD for its review and to the City. To ensure that the pump is purchased, to the reasonable satisfaction of the City's Community Development Director, Facebook shall post a bond equal to and 120 percent of the cost of the wastewater pump within 30 days of the satisfaction of the Conditions Precedent. The City shall release the bond upon WBSD's receipt of the pump.

23. Indemnity.

23.1. Owner shall indemnify, defend and hold harmless City, and its elective and appointive boards, commissions, officers, agents, contractors, and employees (collectively, "City Indemnified Parties") from any and all claims, causes of action, damages, costs or expenses (including reasonable attorneys' fees) arising out of or in connection with, or caused on account of, the development and occupancy of the Project, any Approval with respect thereto, or claims for injury or death to persons, or damage to property, as a result of the operations of Owner or its employees, agents, contractors, representatives or tenants with respect to the Project (collectively, "Owner Claims"); provided, however, that Owner shall have no liability under this Section 23.1 for Owner Claims arising from the gross negligence or willful misconduct of any City Indemnified Party, or for Claims arising from, or are alleged to arise from, the repair or maintenance by the City of any improvements that have been offered for dedication by Facebook and/or Owner and accepted by the City.

23.2. Facebook shall indemnify, defend and hold harmless the City Indemnified Parties from any and all claims, causes of action, damages, costs or expenses (including reasonable attorneys' fees) arising out of or in connection with, or

caused on account of, the development and occupancy of the Project, any Approval with respect thereto, or claims for injury or death to persons, or damage to property, as a result of the operations of Facebook or its employees, agents, contractors, representatives or tenants with respect to the Project (collectively, "Facebook Claims"); provided, however, that Facebook shall have no liability under this Section 23.2 for Facebook Claims that (a) arise from the gross negligence or willful misconduct of any City Indemnified Party, or (b) arise from, or are alleged to arise from, the repair or maintenance by the City of any improvements that have been offered for dedication by Facebook and/or Owner and accepted by the City or (c) are attributable to events which occur after the earlier of Facebook's vacating the Property and the expiration or earlier termination of the Lease.

23.3. Facebook shall indemnify, defend and hold harmless Owner, and its officers, agents and employees (collectively, "Owner Indemnified Parties") from any and all claims, causes of action, damages, costs or expenses (including reasonable attorneys' fees) arising out of or in connection with this Agreement and/or the Approvals and attributable to events occurring during the period of time commencing with the Effective Date and ending with the earlier of Facebook's vacating of the Property or the expiration or earlier termination of the Lease; provided, however, that Facebook shall have no liability under this Section 23.3 for claims arising from the gross negligence or willful misconduct of any Owner Indemnified Party.

24. Periodic Review for Compliance.

24.1. Annual Review. The City shall, at least every 12 months during the term of this Agreement, review the extent of Facebook's and Owner's good faith compliance with the terms of this Agreement pursuant to Government Code § 65865.1 and Resolution No. 4159. Notice of such annual review shall be provided by the City's Community Development Director to Facebook and Owner not less than 30 days prior to the date of the hearing by the Planning Commission on Facebook's and Owner's good faith compliance with this Agreement and shall to the extent required by law include the statement that any review may result in amendment or termination of this Agreement. A finding by the City of good faith compliance with the terms of this Agreement shall conclusively determine the issue up to and including the date of such review.

24.2. Non-Compliance. If the City Council makes a finding that Facebook and/or Owner has not complied in good faith with the terms and conditions of this Agreement, the City shall provide written notice to Facebook and/or Owner (as applicable) describing (a) such failure and that such failure constitutes a Default, (b) the actions, if any, required by Facebook and/or Owner to cure such Default, and (c) the time period within which such Default must be cured. If the Default can be cured,

Facebook and/or Owner (as applicable) shall have a minimum of 30 days after the date of such notice to cure such Default, or in the event that such Default cannot be cured within such 30 day period, if Facebook and/or Owner (as applicable) shall commence within such 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, Facebook and/or Owner (as applicable) shall have such additional time period as may be required by Facebook and/or Owner (as applicable) within which to cure such Default.

24.3. Failure to Cure Default. If Facebook and/or Owner fails to cure a Default within the time periods set forth above, the City Council may amend or terminate this Agreement as provided below.

24.4. Proceeding Upon Amendment or Termination. If, upon a finding under Section 24.2 of this Agreement and the expiration of the cure period specified in such Section 24.2, the City determines to proceed with amendment or termination of this Agreement, the City shall give written notice to Facebook and/or Owner (as applicable) of its intention so to do. The notice shall be given at least 30 days before the scheduled hearing and shall contain:

24.4.1. The time and place of the hearing;

24.4.2. A statement that the City proposes to terminate or to amend this Agreement; and

24.4.3. Such other information as is reasonably necessary to inform Facebook and/or Owner (as applicable) of the nature of the proceeding.

24.5. Hearings on Amendment or Termination. At the time and place set for the hearing on amendment or termination, Facebook and/or Owner shall be given an opportunity to be heard, and Facebook and/or Owner (as applicable) 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 Facebook and/or Owner (as applicable) has not complied in good faith with the terms or conditions of this Agreement, the City Council may terminate this Agreement or, with Facebook's and/or Owner's agreement to amend rather than terminate, amend this Agreement and impose such conditions as are reasonably necessary to protect the interests of the City. 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.

24.6. Effect on Transferees. If Owner has transferred a partial interest in the Property to another party so that title to the Property is held by Owner and additional parties or different parties, the City shall conduct one annual review applicable to all

parties with a partial interest in the Property and the entirety of the Property. If the City Council terminates or amends this Agreement based upon any such annual review and the determination that any party with a partial interest in the Property has not complied in good faith with the terms and conditions of this Agreement, such action shall be taken as to all parties with a partial interest in the Property and the entirety of the Property.

24.7. Applicability to Facebook; Right to Cure. This Section 24 shall cease applying to Facebook upon Facebook's vacating of the Property, unless Facebook is then the "Owner" in which case Facebook shall retain the rights and obligations of the "Owner" subject, however, to the terms of Section 34.3. Until Facebook vacates the Property, it shall have the right, but not the obligation, to cure any default committed by Owner.

24.8. Cooperation. Owner acknowledges that Facebook is currently the sole occupant of the Property, and agrees on behalf of itself and future owners that so long as Facebook remains the sole tenant of the Property, Owner must reasonably cooperate with Facebook with respect to this Agreement and the Approvals and must take such actions under or with respect to this Agreement and/or the Approvals as Facebook reasonably requires.

25. Permitted Delays; Subsequent Laws.

25.1. Extension of Times of Performance. In addition to any specific provisions of this Agreement, performance by any Party of its obligations under this Agreement shall not be deemed to be in Default, and the time for performance of such obligation shall be extended, where delays or failures to perform are due to war, insurrection, strikes, lockouts, riots, floods, earthquakes, fire, casualties, acts of God, acts of the public enemy, epidemics, quarantine restrictions, freight embargoes, restrictions imposed by governmental or quasi-governmental entities other than the City, unusually severe weather, acts of another Party (except that acts or the failure to act of Facebook shall not excuse Owner's performance and that acts or the failure to act of Owner shall not excuse Facebook's performance), acts or the failure to act of any public or governmental agency or entity (except that acts or the failure to act of the City shall not excuse the City's performance) or any other causes beyond the reasonable control, or without the fault, of the Party claiming an extension of time to perform. An extension of time for any such cause shall only be for the period of the enforced delay, which period shall commence to run from the time of the commencement of the cause of the delay. If a delay occurs, the Party asserting the delay shall use reasonable efforts to notify promptly the other Parties of the delay. If, however, notice by the Party claiming such extension is sent to the other Parties more than 30 days after the commencement of the cause of the delay, the period shall commence to run as of only 30 days prior to the giving of such notice. The time period for performance under this Agreement may

also be extended in writing by the joint agreement of the City, Facebook and Owner. Litigation attacking the validity of the EIR, the Project Approvals and/or the Project shall also be deemed to create an excusable delay under this Section 25.1, but only to the extent such litigation causes a delay and the Party asserting the delay complies with the notice and other provisions regarding delay set forth hereinabove. In no event shall the term of this Agreement be extended by any such delay without the mutual written agreement of the City, Facebook and Owner.

25.2. Superseded by Subsequent Laws. If any Law made or enacted after the date of this Agreement prevents or precludes compliance with one or more provisions of this Agreement, then the provisions of this Agreement shall, to the extent feasible, be modified or suspended as may be necessary to comply with such new Law. Immediately after enactment of any such new Law, the Parties shall meet and confer reasonably and in good faith to determine the feasibility of any such modification or suspension based on the effect such modification or suspension would have on the purposes and intent of this Agreement. If such modification or suspension is infeasible in Owner's reasonable business judgment, then Owner shall have the right to terminate this Agreement by written notice to the City. Owner shall also have the right to challenge the new Law 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. Notwithstanding the preceding, so long as the Lease is effective, Owner shall not terminate this Agreement pursuant to this Section 25.2 without Facebook's prior written consent and Facebook shall likewise have the right to challenge the new Law preventing compliance with the terms of this Agreement.

26. Termination.

26.1. City's Right to Terminate. The City shall have the right to terminate this Agreement only under the following circumstances:

26.1.1. The City Council has determined that Facebook and/or Owner (as applicable) is not in good faith compliance with the terms of this Agreement, and this Default remains uncured, all as set forth in Section 24 of this Agreement.

26.1.2. The Lease is terminated or Facebook vacates the Property prior to February 6, 2026 and no assignment and assumption of this Agreement has been timely recorded in accordance with Section 21.

26.1.3. The Density Increase has been suspended for ten consecutive years.

26.2. Owner's Right to Terminate. Owner shall have the right to terminate this Agreement only under the following circumstances:

26.2.1. Owner has determined that the City is in Default, has given the City notice of such Default and the City has not cured such Default within 30 days following receipt of such notice, or if the Default cannot reasonably be cured within such 30 day period, the City has not commenced to cure such Default within 30 days following receipt of such notice and is not diligently proceeding to cure such Default.

26.2.2. Owner is unable to complete the Project because of supersedure by a subsequent Law or court action, as set forth in Sections 25.2 and 31 of this Agreement.

26.2.3. Owner determines in the first five years after the Effective Date, in its business judgment, that it is not practical, reasonable or economically advantageous to pursue occupancy of the Property with the Density Increase.

26.2.4. The Density Increase has been suspended for ten consecutive years.

Notwithstanding the preceding, while Facebook occupies the Property, Owner shall not have the right to terminate this Agreement unless Facebook consents to such termination in its sole and absolute discretion.

26.3. Facebook's Right to Terminate. Facebook shall have the right to terminate this Agreement only under the following circumstances:

26.3.1. Facebook has determined that the City is in Default, has given the City notice of such Default and the City has not cured such Default within 30 days following receipt of such notice, or if the Default cannot reasonably be cured within such 30 day period, the City has not commenced to cure such Default within 30 days following receipt of such notice and is not diligently proceeding to cure such Default.

26.3.2. Facebook is unable to complete the Project because of supersedure by a subsequent Law or court action, as set forth in Sections 25.2 and 31 of this Agreement.

26.3.3. Facebook determines in the first five years after the Effective Date, in its business judgment, that it is not practical, reasonable or economically advantageous to pursue occupancy of the Property with the Density Increase.

26.3.4. The Density Increase has been suspended for ten consecutive years.

26.4. Mutual Agreement. This Agreement may be terminated upon the mutual written agreement of the Parties.

26.5. Effect of Termination. If this Agreement is terminated pursuant to this Section 26, such termination shall not affect (a) any condition or obligation due to the City from Facebook and/or Owner and arising prior to the date of termination and/or (b) the Project Approvals, including, but not limited to, the Amended and Restated Conditional Development Permit, but Facebook and/or Owner's right to have the Property subject to the Density Increase will terminate.

26.6. Recordation of Termination. In the event of a termination, the City, Facebook and Owner agree to cooperate with each other in executing and acknowledging a Memorandum of Termination to record in the Official Records of San Mateo County within 30 days following the effective date of such termination.

27. Remedies. Any Party may, in addition to any other rights or remedies provided for in this Agreement or otherwise available at law or equity, institute a legal action to cure, correct or remedy any Default by the another Party; enforce any covenant or agreement of a Party under this Agreement; enjoin any threatened or attempted violation of this Agreement; or enforce by specific performance the obligations and rights of the Parties under this Agreement.

28. Waiver; Remedies Cumulative. Failure by a Party to insist upon the strict performance of any of the provisions of this Agreement by another Party, irrespective of the length of time for which such failure continues, shall not constitute a waiver of such Party's right to demand strict compliance by such other Party in the future. No waiver by a Party of a Default shall be effective or binding upon such Party unless made in writing by such Party, and no such waiver shall be implied from any omission by a Party to take any action with respect to such Default. No express written waiver of any Default shall affect any other Default, or cover any other period of time, other than any Default and/or period of time specified in such express waiver. All of the remedies permitted or available to a Party under this Agreement, or at law or in equity, shall be cumulative and not alternative, and invocation of any such right or remedy shall not constitute a waiver or election of remedies with respect to any other permitted or available right or remedy.

29. Attorneys' Fees. If a Party brings an action or proceeding (including, without limitation, any cross-complaint, counterclaim, or third-party claim) against another Party by reason of a Default, or otherwise to enforce rights or obligations arising out of this Agreement, the prevailing Party in such action or proceeding shall be entitled to recover from the other Party its costs and expenses of such action or proceeding, including reasonable attorneys' fees and costs, and costs of such action or proceeding, which shall be payable whether such action or proceeding is prosecuted to judgment. "Prevailing Party" within the meaning of this Section 29 shall include, without limitation, a Party who dismisses an action for recovery hereunder in exchange for payment of the

sums allegedly due, performance of the covenants allegedly breached, or consideration substantially equal to the relief sought in the action.

30. Limitations on Actions. The City, Facebook and Owner hereby renounce the existence of any third party beneficiary of this Agreement and agree that nothing contained herein shall be construed as giving any other person or entity third party beneficiary status. If any action or proceeding is instituted by any third party challenging the validity of any provisions of this Agreement, or any action or decision taken or made hereunder, the Parties shall cooperate in defending such action or proceeding.

31. Effect of Court Action. If any court action or proceeding is brought by any third party to challenge the EIR, the Project Approvals and/or the Project, or any portion thereof, and without regard to whether Facebook and/or Owner is a party to or real party in interest in such action or proceeding, then (a) Facebook shall have the right to terminate this Agreement upon 30 days' notice in writing to City, given at any time during the pendency of such action or proceeding, or within 90 days after the final determination therein (including any appeals), irrespective of the nature of such final determination, and (b) any such action or proceeding shall constitute a permitted delay under Section 25.1 of this Agreement. Facebook shall pay the City's cost and expense, including attorneys' fees and staff time incurred by the City in defending any such action or participating in the defense of such action and shall indemnify the City from any award of attorneys' fees awarded to the party challenging this Agreement, the Project Approvals or any other permit or Approval. The defense and indemnity provisions of this Section 31 shall survive Facebook's election to terminate this Agreement. Notwithstanding anything to the contrary herein, Facebook shall retain the right to terminate this Agreement pursuant to this Section 31 even after (a) it has vacated the Property and/or the Lease has expired or been terminated and (b) its other rights and obligations under this Agreement have terminated.

32. Estoppel Certificate. Any Party may, at any time, and from time to time, deliver written notice to the other Parties requesting such Parties certify in writing that, to the knowledge of the certifying Parties, (a) this Agreement is in full force and effect and a binding obligation of the Parties, (b) this Agreement has not been amended or modified either orally or in writing, and if so amended, identifying the amendments, (c) the requesting Party is not in Default in the performance of its obligations under this Agreement, or if the requesting Party is in Default, the nature and amount of any such Defaults, (d) the requesting Party has been found to be in compliance with this Agreement, and the date of the last determination of such compliance, and (e) as to such other matters concerning this Agreement as the requesting Party shall reasonably request. A Party receiving a request hereunder shall execute and return such certificate within 30 days following the receipt thereof. The City Manager shall have the right to execute any certificate requested by Facebook or Owner hereunder. The City

acknowledges that a certificate may be relied upon by transferees and Mortgagees or Owner.

33. Mortgagee Protection; Certain Rights of Cure.

33.1. Mortgagee Protection. This Agreement shall be superior and senior to any lien placed upon the Property, or any portion thereof, after the date of recordation of this Agreement in the San Mateo County, California Official Records, including the lien of any Mortgage. Notwithstanding the foregoing, no breach hereof shall defeat, render invalid, diminish or impair the lien of any Mortgage, and subject to Section 33.2 of this Agreement, all of the terms and conditions contained in this Agreement shall be binding upon and effective against any person (including any Mortgagee) who acquires title to the Property, or any portion thereof, by foreclosure, trustee's sale, deed in lieu of foreclosure or otherwise, and the benefits hereof will inure to the benefit of such party.

33.2. Mortgagee Not Obligated. Notwithstanding the provisions of Section 33.1 above, no Mortgagee or other purchaser in foreclosure or grantee under a deed in lieu of foreclosure, and no transferee of such Mortgagee, purchaser or grantee shall (a) have any obligation or duty under this Agreement to construct, or to complete the construction of, improvements, to guarantee such construction or completion or to perform any other monetary or nonmonetary obligations of Owner under this Agreement, and (b) be liable for any Default of Owner under this Agreement; provided, however, that a Mortgagee or any such purchaser, grantee or transferee shall not be entitled to use the Property in the additional manner permitted by this Agreement and the Project Approvals (i.e. the Density Increase) unless it complies with the terms and provisions of this Agreement applicable to Owner.

33.3. Notice of Default to Mortgagee; Right to Mortgagee to Cure. If the City receives notice from a Mortgagee requesting a copy of any notice of Default given Owner hereunder and specifying the address for service thereof, then City shall deliver to such Mortgagee, concurrently with service thereon to Owner, any notice of a Default or determination of noncompliance given to Owner. Each Mortgagee shall have the right (but not the obligation) for a period of 90 days after the receipt of such notice from City to cure or remedy, or to commence to cure or remedy, the Default claimed or the areas of noncompliance set forth in the City's notice. If the Default or such noncompliance is of a nature which can only be remedied or cured by such Mortgagee upon obtaining possession of the Property, or any portion thereof, such Mortgagee may seek to obtain possession with diligence and continuity through a receiver, by foreclosure or otherwise, and may thereafter remedy or cure the Default or noncompliance within 90 days after obtaining possession of the Property or such portion thereof. If any such Default or noncompliance cannot, with reasonable diligence, be remedied or cured within such 90

day period, then such Mortgagee shall have such additional time as may be reasonably necessary to remedy or cure such Default or noncompliance if such Mortgagee commences a cure during such 90 day period, and thereafter diligently pursues such cure to completion.

34. Assignment, Transfer, Financing.

34.1. Owner's Right to Assign. Subject to the terms of this Agreement, Owner shall have the right to transfer, sell and/or assign Owner's rights and obligations under this Agreement in conjunction with the transfer, sale or assignment of all or any portion of the Property. If the transferred property consists of a less than the entire Property, or less than Owner's entire title to or interest in the Property, Owner shall have the right to transfer, sell and/or assign to the transferee only those of Owner's rights and obligations under this Agreement that are allocable or attributable to the transferred property. Any transferee shall assume in writing the obligations of Owner under this Agreement and the Project Approvals relating to the transferred property and arising or accruing from and after the effective date of such transfer, sale or assignment.

34.2. Financing. Notwithstanding Section 34.1 of this Agreement, Mortgages, sales and lease-backs and/or other forms of conveyance required for any reasonable method of financing requiring a security arrangement with respect to the development of the Property are permitted without the need for the lender to assume in writing the obligations of Owner under this Agreement and the Project Approvals. Further, no foreclosure, conveyance in lieu of foreclosure or other conveyance or transfer in satisfaction of indebtedness made in connection with any such financing shall require any further consent of the City, regardless of when such conveyance is made, and no such transferee will be required to assume any obligations of Owner under this Agreement.

34.3. Release Upon Transfer of Property.

34.3.1. Except as otherwise provided in Section 34.3.2 below, upon Owner's sale, transfer and/or assignment of Owner's rights and obligations under this Agreement in accordance with this Section 34, Owner shall be released from Owner's obligations pursuant to this Agreement with respect to the transferred property which arise or accrue subsequent to the effective date of the transfer, sale and/or assignment. If a Default under this Agreement shall occur with respect to Owner, such Default shall not constitute a Default with respect to the owner of any transferred property, and shall not entitle the City to terminate or amend this Agreement as to the transferred property; and if a Default under this Agreement shall occur with respect to the owner of a transferred property, such Default shall not constitute a Default with respect to Owner or with respect to the portion of the Property owned by Owner, and

shall not entitle the City to terminate or amend this Agreement as to the portion of the Property owned by Owner.

34.3.2. Notwithstanding the provisions of Section 34.3.1 above, if a Transferred Property consists of less than the entire Property, or less than original Owner's entire title to or interest in the Property, and if the original Owner allocates a portion of its rights and obligations under this Agreement to the transferred property, the original Owner shall not be released from its obligations pursuant to this Agreement with respect to the transferred property which arise or accrue subsequent to the effective date of the transfer, sale and/or assignment unless the City agrees to such release.

34.3.3. Owner shall have the right to propose to the City alternative or substitute security for any of Owner's monetary obligations under this Agreement, including Owner's obligations to make the Annual Payment pursuant to Section 8 of this Agreement. Such alternative or substitute security may consist of, without limitation, a letter of credit, a cash deposit and/or real property or personal property collateral acceptable to City in its sole discretion. If the City accepts any such alternative or substitute security, the monetary obligations of Owner for which such alternative or substitute security shall have been provided shall no longer constitute a covenant running with the land or otherwise be binding upon any owner of any portion of the Property, and shall instead be the personal obligation of Owner but with the City's recourse with respect to such monetary obligation limited to the alternative or substitute security. Owner shall pay for all City costs of considering Owner's request for City's acceptance of such alternative or substitute security, including but not limited to cost of consultants retained to consider and advise the City Manager or City Council on such request.

35. Covenants Run With the Land. All of the provisions, agreements, rights, powers, standards, terms, covenants and obligations contained in this Agreement shall constitute covenants that shall run with the land comprising the Property, and the burdens and benefits of this Agreement shall be binding upon, and shall insure to the benefit of, each of the Parties and their respective heirs, successors, assignees, devisees, administrators, representatives and lessees, except as otherwise expressly provided in this Agreement.

36. Amendment.

36.1. Amendment or Cancellation. Except as otherwise provided in this Agreement, this Agreement may be cancelled, modified or amended only by mutual consent of the Parties in writing, and then only in the manner provided for in Government Code Section 65868 and Article 7 of Resolution No. 4159. Any amendment to this Agreement which does not relate to the term of this Agreement, the

Vested Elements or the Conditions relating to the Project shall require the giving of notice pursuant to Government Code Section 65867, as specified by Section 65868 thereof, but shall not require a public hearing before the Parties may make such amendment.

36.2. Recordation. Any amendment, termination or cancellation of this Agreement shall be recorded by the City Clerk not later than 10 days after the effective date thereof or of the action effecting such amendment, termination or cancellation; provided, however, a failure of the City Clerk to record such amendment, termination or cancellation shall not affect the validity of such matter.

37. Notices. Any notice shall be in writing and given by delivering the notice in person or by sending the notice by registered or certified mail, express mail, return receipt requested, with postage prepaid, or by overnight courier to the Party's mailing address. The respective mailing addresses of the Parties are, until changed as hereinafter provided, the following:

City: City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025
Attention: City Manager

With a
copy to: City Attorney
City of Menlo Park
1100 Alma Street, Suite 210
Menlo Park, CA 94025

Facebook: Facebook, Inc.
1601 Willow Road
Menlo Park, CA 94025
Attention: Director of Facilities

Owner: Wilson Menlo Park Campus, LLC
C/O RREEF
101 California St 26th Floor
San Francisco, CA 94111
Attention: Value Add and Development Group

A Party may change its mailing address at any time by giving to the other Parties 10 days' notice of such change in the manner provided for in this Section 37. All notices under this Agreement shall be deemed given, received, made or communicated on the date personal delivery is effected or, if mailed, on the delivery date or attempted delivery date shown on the return receipt.

38. Miscellaneous.

38.1. Negation of Partnership. The Parties specifically acknowledge that the Project is a private development, that no Party is acting as the agent of the other in any respect hereunder and that each Party is an independent contracting entity with respect to the terms, covenants and conditions contained in this Agreement. None of the terms or provisions of this Agreement shall be deemed to create a partnership between or among the Parties in the businesses of Facebook and/or Owner, the affairs of the City, or otherwise, nor shall it cause them to be considered joint venturers or members of any joint enterprise.

38.2. Consents. Unless otherwise provided herein, whenever approval, consent or satisfaction (herein collectively referred to as an "approval") is required of a Party pursuant to this Agreement, such approval shall not be unreasonably withheld or delayed. If a Party shall not approve, the reasons therefor shall be stated in reasonable detail in writing. The approval by a Party to or of any act or request by the other Party shall not be deemed to waive or render unnecessary approval to or of any similar or subsequent acts or requests.

38.3. Approvals Independent. All Approvals which may be granted pursuant to this Agreement, and all Approvals or other land use approvals which have been or may be issued or granted by the City with respect to the Property, constitute independent actions and approvals by the City. If any provisions of this Agreement or the application of any provision of this Agreement to a particular situation is held by a court of competent jurisdiction to be invalid or unenforceable, or if the City terminates this Agreement for any reason, such invalidity, unenforceability or termination of this Agreement or any part hereof shall not affect the validity or effectiveness of any Approvals or other land use approvals.

38.4. Not A Public Dedication. Nothing herein contained shall be deemed to be a gift or dedication of the Property, or of the Project, or portion thereof, to the general public, for the general public, or for any public use or purpose whatsoever. Owner shall have the right to prevent or prohibit the use of the Property or the Project, or any portion thereof, including common areas and buildings and improvements located thereon, by any person for any purposes inimical to the operation of a private, integrated Project as contemplated by this Agreement, except as dedications may otherwise be specifically provided in the Project Approvals.

38.5. Severability. Invalidation of any of the provisions contained in this Agreement, or of the application thereof to any person, by judgment or court order, shall in no way affect any of the other provisions hereof or the application thereof to any other person or circumstance and the same shall remain in full force and effect, unless enforcement of this Agreement as so invalidated would be unreasonable or grossly inequitable under all the circumstances or would frustrate the purposes of this Agreement. Notwithstanding the preceding, this Section 38.5 is subject to the terms of Section 25.2.

38.6. Exhibits. The Exhibits referred to herein are deemed incorporated into this Agreement in their entirety.

38.7. Entire Agreement. This written Agreement contains all the representations and the entire agreement between the Parties with respect to the subject matter hereof. Except as otherwise specified in this Agreement, any prior correspondence, memoranda, agreements, warranties or representations are superseded in total by this Agreement.

38.8. Construction of Agreement. The provisions of this Agreement shall be construed as a whole according to their common meaning and not strictly for or against any Party in order to achieve the objectives and purpose of the Parties. The captions preceding the text of each Article, Section, Subsection and the Table of Contents are included only for convenience of reference and shall be disregarded in the construction and interpretation of this Agreement. Wherever required by the context, the singular shall include the plural and vice versa, and the masculine gender shall include the feminine or neuter genders, or vice versa. All references to "person" shall include, without limitation, any and all corporations, partnerships, limited liability company or other legal entities.

38.9. Further Assurances; Covenant to Sign Documents. Each Party covenants, on behalf of itself and its successors, heirs and assigns, to take all actions and do all things, and to execute, with acknowledgment or affidavit if required, any and all documents and writings that may be necessary or proper to achieve the purposes and objectives of this Agreement.

38.10. Governing Law. This Agreement, and the rights and obligations of the Parties, shall be governed by and interpreted in accordance with the laws of the State of California.

38.11. Construction. This Agreement has been reviewed and revised by legal counsel for Facebook, Owner and City, and no presumption or rule that ambiguities shall be construed against the drafting Party shall apply to the interpretation or enforcement of this Agreement.

38.12. Time. Time is of the essence of this Agreement and of each and every term and condition hereof. In particular, City agrees to act in a timely fashion in accepting, processing, checking and approving all maps, documents, plans, permit applications and any other matters requiring City's review or approval relating to the Project or Property.

39. Counterparts. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all of which when taken together shall constitute but one Agreement.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the day and year first above written.

"City"

CITY OF MENLO PARK, a municipal corporation of the State of California

By: _____
Mayor

Attest:

City Clerk
corporation

"Facebook"

FACEBOOK, INC., a Delaware

By: _____
Name: _____
Title: _____

Approved as to Form:

By: _____
City Attorney

"Owner"

WILSON MENLO PARK CAMPUS, LLC, a Wisconsin limited liability company

By: _____
Name: _____
Title: _____

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)ss:
COUNTY OF SAN MATEO)

On _____, before me, _____, Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person 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.

Signature
My Commission expires: _____

STATE OF CALIFORNIA)
)ss:
COUNTY OF SAN MATEO)

On _____, before me, _____, Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person 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.

Signature
My Commission expires: _____

EXHIBIT A
SITE PLAN OF PROPERTY

LANDS OF UNITED STATES OF AMERICA
APN: 55-400-057

N 88°54'40" W 2121.72'

LANDS OF WILSON MENLO PARK CAMPUS, LLC
DOCUMENT NO. 2011-015703

LOT 1
56.908 ACRES±

1601 WILLOW ROAD

LINE TABLE		
LINE	BEARING	LENGTH
L1	S 60°44'28" W	163.02'
L2	S 52°00'36" W	162.00'
L3	S 32°30'36" W	196.00'
L4	S 42°30'56" W	25.20'
L5	N 89°00'02" W	65.29'
L6	S 00°59'57" W	73.76'
L7	S 36°51'03" W	70.20'
L8	N 32°48'12" W	57.02'
L9	S 87°07'40" W	60.00'
L10	S 27°03'33" W	27.97'

CURVE TABLE			
CURVE	RADIUS	DELTA	LENGTH
C1	4950.00'	1°01'49"	89.01'
C2	2915.00'	1°32'41"	78.59'

LEGEND

APN - ASSESSOR PARCEL NUMBER
(R) - RADIAL
(T) - TOTAL

————— EXTERIOR BOUNDARY LINE
————— LOT LINE

LANDS OF UNITED STATES OF AMERICA
APN: 55-400-057

S 01°00'36" W 1630.50'



Subject EXHIBIT

WILSON MENLO PARK CAMPUS, LLC

Job No. 20100166-11

By RL Date 05/14/12 Chkd.WS

SHEET 1 OF 1

4670 WILLOW RD
SUITE 250
PLEASANTON, CA 94588
925-396-7700
925-396-7799 (FAX)

SAN MATEO COUNTY, CALIFORNIA
K:\SUR10\100166.10\DWG\LOT MERGER
FACEBOOK EXHIBIT.DWG

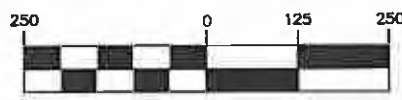


ENGINEERS / SURVEYORS / PLANNERS

PARCEL 45670-1
DOC. NO. 83078012
"N. Rem." PARCEL
CALTRANS MAPS
A-912.4 & R-105.4

STATE HIGHWAY 84
BAYFRONT EXPRESSWAY

GRAPHIC SCALE



(IN FEET)
1 inch = 250 ft.

EXHIBIT B

LEGAL DESCRIPTION OF PROPERTY



Legal Description

1601 Willow Road, Menlo Park, California 94025
Formerly known as 10, 15, 16 & 18 Network Circle, Menlo Park, California 94025

Real property situate in the City of Menlo Park, County of San Mateo, State of California, described as follows:

Lot 1 being all of Parcels 1, 2, 3 and 4 as shown on "PARCEL MAP – LANDS OF BNP LEASING CORPORATION", filed for record on February 16, 1994 in Book 67 of Parcel Maps at Page 36, San Mateo County Records and Corrected by that certain Certificate of Correction recorded on October 12, 1994, as Document No. 94-158967 Official Records San Mateo County, more particularly described as follows:

Beginning at the northwest corner of said Parcel 2;

Thence along the northerly line of said Parcel 2 and Parcel 4, South 88°54'40" East, 2121.72 feet to the southeasterly line of said Parcel 4;

Thence leaving said northerly line and along said southeasterly line of Parcel 4 and continuing along the southeasterly line of said Parcel 3 and the southwesterly and southerly line of said Parcel 1, the following seventeen (17) courses:

1. South 60°44'28" West, 163.02 feet;
2. South 52°00'36" West, 162.00 feet;
3. South 32°30'36" West, 196.00 feet;
4. South 20°00'36" West, 332.00 feet;
5. South 09°59'24" East, 223.58 feet;
6. South 42°30'56" West, 25.20 feet;
7. North 89°00'02" West, 65.29 feet;
8. South 00°59'57" West, 73.76 feet;
9. South 36°51'03" West, 70.20 feet to the beginning of a non-tangent curve concave to the northeast having a radius of 4,950.00 feet from which a radial line bears North 36°28'02" West;
10. Along said curve, through a central angle of 01°01'49", for an arc length of 89.01 feet;
11. South 54°33'47" West, 638.90 feet to the beginning of a non tangent curve concave to the northwest, having a radius of 1,915.00 feet, from which a radial line bears North 24°02'37" West;
12. Along said curve, through a central angle of 18°28'40", for an arc length of 617.58 feet to the beginning of a compound curve having a radius of 2,915.00 feet;
13. Along said curve, through a central angle of 01°32'41", for an arc length of 78.59 feet;
14. North 32°48'12" West, 57.02 feet;

15. South $87^{\circ}07'40''$ West. 60.00 feet;
16. South $27^{\circ}03'33''$ West. 27.97 feet;
17. North $89^{\circ}49'16''$ West. 205.37 feet to the westerly line of said Parcel 1;

Thence leaving said southeasterly and southerly lines, along said westerly line of said Parcel 1 and continuing along the westerly line of said Parcel 2, North $01^{\circ}00'36''$ East. 1630.50 feet to the **Point of Beginning**.

Containing an area of 2,478,907 square feet, or 56.908 acres more or less.

Being all of Assessor's Parcel Number's 055-411-110, 055-411-120, 055-411-130 and 055-411-140.

EXHIBIT C

SITE PLAN



LEGEND
 - - - - - PROPERTY LINE
 ——— NON-ACCESS AREA (CALTRANS)



 **FACEBOOK @ MENLO PARK
 EAST CAMPUS**
 1601 WILLOW ROAD, MENLO PARK, CA

Genster
 McKenna Long
 & Aldridge
 FEHR & PEERS

 **CMG**
 **BKF**
 **KEMA**

EA.1: EXISTING SITE PLAN

May 16, 2012

EXHIBIT D
MEMORANDUM OF AGREEMENT

MEMORANDUM OF AGREEMENT BY AND BETWEEN THE CITY OF EAST PALO AND FACEBOOK, INC. REGARDING THE MENLO PARK FACEBOOK CAMPUS PROJECT

THIS MEMORANDUM OF AGREEMENT (this "Agreement") is entered into as of this ^{24th} day of May, 2012 (the "Effective Date"), by and between the CITY OF EAST PALO ALTO, a general law city of the State of California ("EPA"), and FACEBOOK, INC., a Delaware corporation ("Facebook").

RECITALS

THIS AGREEMENT is entered into on the basis of the following facts, understandings and intentions of the parties:

A. Facebook has proposed a two-phase project for the location of its corporate headquarters in Menlo Park (both phases, collectively, the "Project"). The first phase of the project relates to the approximately 56.9-acre parcel of real property commonly known as 1601 Willow Road, Menlo Park, California (the "East Campus"). The second phase relates to the re-development of the approximately 22-acre site located across Bayfront Expressway from the East Campus at 312 and 313 Constitution Drive, Menlo Park, California (the "West Campus").

B. For the East Campus, the Project includes (among other things) a modification of the existing conditional development permit that governs the East Campus so that the East Campus may be occupied in accordance with the existing 3,600 employee cap or a new vehicle trip cap that would include a maximum of 2,600 trips during the AM and PM peak periods and 15,000 trips on a daily basis. For the West Campus, the Project includes the demolition of the existing buildings located at the West Campus and development of 440,000 square feet of new office buildings and amenity structures.

C. To enable implementation of the Project, the City of Menlo Park ("MP") will consider various legislative and administrative actions, including, without limitation, enabling ordinances for development agreements, a resolution adopting an amended and restated conditional development permit, a resolution adopting a conditional development permit, a resolution certifying the Environmental Impact Report for the Project (the "Project EIR"), resolutions adopting heritage tree removal permits, resolutions adopting findings under the California Environmental Quality Act ("CEQA") and resolutions adopting statements of overriding considerations. The preceding legislative and administrative actions together with any other approvals and permits that are necessary or desirable to enable implementation of the Project are, collectively, referred to as the "Project Approvals".

D. EPA submitted a letter dated January 30, 2012, to MP commenting on the draft of the Project EIR and raising concerns and objections (the "EPA Comment Letter"). EPA and Facebook now desire to resolve EPA's concerns and objections regarding the Project including, without limitation, the Project EIR. To that end, Facebook has proposed payment to EPA of funds to be used for traffic improvements, bicycle and pedestrian improvements and air quality improvements and provision of the other public benefits described herein. In exchange, EPA has agreed to not file an action or proceeding challenging the Project or any of the Project Approvals as described herein.

NOW, THEREFORE, the parties do hereby agree as follows:

1. Facebook will perform the terms set forth in Exhibit A (the "Terms and Implementation") and will request that the 1601 Willow Road Development Agreement with MP (the "DA") be drafted so that the Terms and Implementation and Facebook's obligation to perform the Terms and Implementation are incorporated into the DA. EPA agrees to accept the benefits provided by Facebook under the Terms and Implementation subject to the terms thereof.

2. Facebook will not be obligated to perform any of the Terms and Implementation until the Menlo Park City Council certifies and approves the Project Approvals attached to the City of Menlo Park Staff Report dated April 27, 2012 (or substantially similar Project Approvals acceptable to Facebook) (collectively, the “June Approvals”), the DA has been executed by all parties and all challenges to the June Approvals, the DA and the portions of the Project described in the June Approvals and/or the DA have been resolved. If no litigation or referendum is commenced challenging (a) the Menlo Park City Council’s certification and/or approval of the June Approvals, (b) the DA, and/or (c) the portions of the Project described in the June Approvals and/or the DA, then Facebook’s obligation will vest 90 days after the last of the June Approvals has been approved, notwithstanding any tolling agreement extending any statute of limitations, even if executed by Facebook. If litigation and/or a referendum is commenced within such 90-day period challenging (i) the Menlo Park City Council’s certification and approval of the June Approvals, (ii) the DA, and/or (iii) the portions of the Project described in the June Approvals and/or the DA, then Facebook’s obligation will vest on the date of final, non-appealable resolution of all litigation and resolution of the referendum in a manner that is reasonably acceptable to Facebook (as applicable). Any resolution of litigation or avoidance of a referendum involving an agreement executed by Facebook shall constitute final resolution in a manner reasonably acceptable to Facebook for purposes of this Section 2. The conditions described in this Section 2 shall, collectively, be referred to as the “Conditions Precedent”. If Facebook withdraws the Project due to challenges to the June Approvals, the DA and/or the portions of the Project described in the June Approvals and/or the DA, then this Agreement will terminate and neither Party shall have any further obligations hereunder.

3. Unless this Agreement is terminated pursuant to Section 2, EPA shall refrain from filing any complaint, petition for writ of mandate or other judicial or administrative action or proceeding to object to or otherwise challenge the Project or the Project Approvals and will not join any other party’s efforts which are intended to undermine or interfere with the Project’s ability to proceed pursuant to the Project Approvals. Moreover, EPA will not join in or encourage such a challenge by any other agency, entity or individual.

4. Each of the parties to this Agreement may pursue any remedy at law or equity available for the breach of any provision of this Agreement, including, but not limited to, temporary or permanent injunctive relief or restraining orders.

5. This Agreement contains the entire understanding and agreement of the parties. There are no oral or written representations, understandings, undertakings or agreements that are not contained or expressly referred to herein, and any such representations, understandings or agreements are superseded by this Agreement. No evidence of any such representations, understandings or agreements shall be admissible in any proceeding of any kind or nature relating to the terms or conditions of this Agreement or its interpretation or breach.

6. This Agreement is made and entered into for the sole protection and benefit of the signatory parties. No other persons shall have any right of action based upon any provision of this Agreement except for the parties’ respective successors and assigns.

7. Each Party hereby represents and warrants to the other that the person executing this Agreement on its behalf has the authority to bind that party. For convenience, the parties may execute this Agreement on separate signature pages, which, when attached hereto, shall constitute one complete agreement.

8. This Agreement shall be governed by and construed in accordance with the laws of the State of California applicable to contracts entered into and wholly to be performed within the State of

California, without giving effect to conflict of law or choice of law provisions under California law or any other jurisdiction.

9. The parties agree that this Agreement may not be varied in its terms by an oral agreement or representation or otherwise, and may only be amended or modified by an instrument in writing executed by all parties.

10. Each party agrees that it will bear its own costs and expenses (including attorneys' fees and costs) incurred in connection with this Agreement.

11. Any notice, demand, request or other communication required or permitted to be given under this Agreement, (a) shall be made in writing, (b) shall be delivered by one of the following methods: (i) by personal delivery (with notice deemed given when delivered personally); (ii) by overnight courier (with notice deemed given upon written verification of receipt); or (iii) by certified or registered mail, return receipt requested (with notice deemed given upon verification of receipt); and (c) shall be addressed to a party as provided in this Section or such other address as such party may request by notice given in accordance with the terms of this Section.

Notice to EPA shall be provided as follows:

City of East Palo Alto
East Palo Alto City Hall
2nd Floor - 2415 University Ave
East Palo Alto, CA 94303
Attention: City Manager

Notice to Facebook shall be provided as follows:

Facebook, Inc.
1601 Willow Road
Menlo Park, California 94025
Attention: Director of Facilities


With a copy to:

Facebook, Inc.
1601 Willow Road
Menlo Park, California 94025
Attention: Real Estate Counsel

IN WITNESS WHEREOF, this Agreement has been executed by the parties as of the day and year first above written.

EPA:

CITY OF EAST PALO ALTO,
a general law city of the state of California

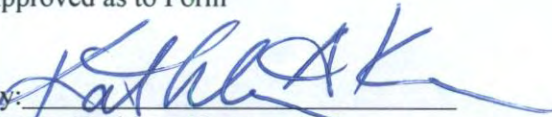
By: 
Name: Ronald L. Davis
Title: City Manager

FACEBOOK:

FACEBOOK, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

Approved as to Form

By: 
Name: Kathleen Kane
Title: City Attorney

IN WITNESS WHEREOF, this Agreement has been executed by the parties as of the day and year first above written.

EPA:

CITY OF EAST PALO ALTO,
a general law city of the state of California

By: _____
Name: Ronald L. Davis
Title: Interim City Manager

Approved as to Form

By: _____
Name: Kathleen Kane
Title: City Attorney

FACEBOOK:

FACEBOOK, INC.,
a Delaware corporation

By: David Ebersman
Name: David Ebersman
Title: CFO



EXHIBIT A

THE TERMS AND IMPLEMENTATION

1. Traffic Improvements

- a) Within 45 days of the satisfaction of the Conditions Precedent, Facebook will make a one-time payment of \$500,000 to EPA to fund additional traffic improvements. The allocation of such funds and the specific traffic improvements funded shall be determined by the EPA City Council.
- b) Within 45 days of the satisfaction of the Conditions Precedent, Facebook will make a one-time payment of \$150,000 to EPA to be used by EPA to perform Bicycle/Pedestrian Improvements in EPA. Subject to the consent of the applicable regulatory agencies (e.g. Caltrans) and EPA's determination that the improvements will be beneficial to the community, these improvements may include restriping and/or crosswalk improvements to sections of the following streets: (i) Newbridge Street, (ii) University Avenue and Bay Road intersection, (iii) University Avenue and U.S. 101 bridge, (iv) Bay Road, (v) Pulgas Avenue, and (vi) Runnymede Street. If the improvements enumerated here do not require the full amount to implement or are not deemed feasible for permitting, engineering or safety reasons, EPA will undertake similar improvements for the benefit of bicycle and pedestrian safety within EPA. EPA may elect to reallocate up to \$50,000 of the \$150,000 payment to other traffic related improvements it deems appropriate.
- c) Facebook will investigate the possibility of making crosswalk improvements to the pedestrian crossings at the U.S. 101 and Willow Road interchange, and, subject to the consent of the applicable regulatory agencies (e.g. Caltrans), will make such improvements but not be obligated to spend more than \$100,000. The specific terms governing Facebook's obligation will be as set forth in the DA.

2. Air Quality Improvements

- a) EPA will designate a program designed to assist asthma patients residing within the geographic boundaries of the Ravenswood Elementary District. The intent of the program will be to provide small grants to those persons to allow them to improve the air quality of their home interiors. The recipient-program will be subject to Facebook's prior approval (not to be unreasonably withheld). Facebook will contribute \$75,000 to the recipient-program within 45 days of the later of (i) the satisfaction of the Conditions Precedent and (ii) Facebook's approval of the recipient-program designated by EPA.
- b) Facebook will work with an organization engaged in urban tree planting to provide for the planting of street trees in EPA. Facebook agrees to contribute at least \$25,000 to this effort within 5 years of the satisfaction of the Conditions Precedent.

3. Public Benefits

- a) Jobs / Local Hire
 - Facebook Summer Intern Program: Facebook will create a summer intern program for students residing within the geographic boundaries of the Ravenswood Elementary District. The summer intern program will commence with an initial, pilot program, and

then later, if successful, may be expanded, in Facebook's sole and absolute discretion, to include more participants and/or subject areas. Students participating in the pilot program will work in the Facebook IT Department alongside technology professionals. The summer intern program will include weekly training sessions covering topics such as the college application process, professional skills and business and interpersonal skills. The department in which the summer interns are placed, and the scope of and agenda for the program may change over time. Facebook anticipates that the summer intern program will be launched in partnership with an academic non-profit organization and that the non-profit organization will be responsible for selecting the participating students, processing work permits and managing other related administrative matters. The program will include the following elements: (a) the program will be open to at least 10 students per session, (b) all students must be in or entering their Junior year in high school (unless otherwise determined by Facebook in its reasonable discretion), and (c) the program will run for at least four weeks. Facebook will endeavor to launch the pilot program in June 2012, and in no case will the pilot program launch later than summer 2013. Facebook may also elect (in its sole and absolute discretion) to expand the program to include an after-school session during the school year in addition to the annual summer program.

- Facebook will work with a local training program to expand training services for residents of EPA and MP. Facebook will also create an ongoing quarterly series of career development workshops to commence within one year of the satisfaction of the Conditions Precedent. The workshops will focus on topics such as resume writing, interviewing skills and how to find a job via social media, including Facebook. These workshops will take place in local community centers and/or other neighborhood sites. In addition, within one year of the satisfaction of the Conditions Precedent, Facebook will host a session, promoted in EPA and the Belle Haven neighborhood, on how to become a Facebook employee, including how to apply through www.facebook.com/careers. Because people who work at Facebook are comprised of both employees and contractors, to encourage contractors to hire residents of EPA and residents of MP, Facebook will require future vendors to use reasonable efforts to notify residents of EPA and MP when they are hiring new people to work at the East Campus in the facilities, culinary and construction trades. Reasonable efforts shall include, but not be limited to, using the existing EPA first source hiring jobs hotline/posting capabilities and any equivalent program later developed by MP. Vendors with existing contracts will be encouraged to use reasonable efforts to promote local hiring as openings become available. Facebook will also encourage campus vendors to host sessions on how to become an employee of their organization.

b) Volunteerism

- Facebook will actively promote local volunteer opportunities in EPA and MP to all its employees. Such promotion shall include the creation of an internal Facebook page for the posting of volunteer opportunities and the sharing of relevant volunteer opportunities with applicable employee resource groups (e.g., [black@fb](#), [somos@fb](#), [aapi@fb](#), [gay@fb](#), etc.). Facebook will host a "Local Community Organization Fair" on the East Campus. This fair will launch in Summer 2012 and take place annually.

c) Community Fund

- Within one year of the satisfaction of the Conditions Precedent, Facebook shall create a Local Community Fund (“LCF”) in partnership with a non-profit partner to manage and administer the LCF and Facebook shall contribute \$500,000 to the LCF. The purpose of the LCF will be to provide support for local community needs. A five-member Board of Advisors will be created to advise about criteria for eligibility and distribution of funding. The Board of Advisors will endeavor to spread the LCF’s benefits equally between EPA and MP. EPA’s City Manager and MP’s City Manager each will name one Advisory Board member to serve a two-year term. Facebook will name two Advisory Board members to each serve a two-year term, and a Facebook representative appointed by Facebook will serve on a continuing basis. Advisory Board members may serve more than one term (if re-appointed by EPA’s City Manager, MP’s City Manager or Facebook, as applicable). If after the LCF’s funding has been exhausted Facebook determines that the LCF is a success, is operating smoothly and is making a positive impact on the community, Facebook will consider making an additional contribution to LCF (however, the decision of whether to make an additional contribution will be in Facebook’s sole and absolute discretion).

d) Housing

- Within 45 days of the satisfaction of the Conditions Precedent, Facebook will make a one-time payment of \$150,000 to EPA to be used by EPA to fund a land use planning process undertaken by EPA and intended to help preserve affordable housing in EPA.
- Facebook will explore opportunities to invest in low income tax credits for affordable housing projects in EPA and MP, including partnering with a local non-profit housing developer(s) or contributing funds toward the creation of low, very-low or extremely-low income housing. The decision of whether to make any investments will be in Facebook’s sole and absolute discretion.
- Facebook will contact a local real estate developer or local real estate developers interested in building housing projects in MP. Facebook in concert with the real estate developer(s) will explore ways to support housing projects, including, but not limited to investing capital, committing to leasing units or offering marketing opportunities to Facebook employees. The decision of whether to provide any support will be in Facebook’s sole and absolute discretion.

e) Bay Trail Gap

- Facebook will work with Bay Trail stakeholders, including, but not limited to, Midpeninsula Regional Open Space District, Association of Bay Area Governments (ABAG), EPA and the City and County of San Francisco and appropriate members of the business community to close the Bay Trail Gap, commonly known as Gap No. 2092, which terminates at the railroad right-of-way on University Avenue. Facebook will also evaluate making a future financial contribution to the effort to close the Bay Trail Gap. The decision of whether to make any investments will be in Facebook’s sole and absolute discretion.

4. Term: All commitments and obligations described in this Exhibit shall terminate on the earlier of Facebook vacating the East Campus and February 6, 2026.



COMMUNITY DEVELOPMENT DEPARTMENT

Council Meeting Date: June 5, 2012
Staff Report #: 12-084

Agenda Item #: E-1

PUBLIC HEARING: Consider Planning Commission Recommendation to Approve the El Camino Real/Downtown Specific Plan and Associated Final Environmental Impact Report (EIR), General Plan Amendments, Zoning Ordinance Amendments, and Rezoning; Consider Amendment to the City's Master Fee Schedule to Add a Specific Plan Preparation Fee

RECOMMENDATION

The Planning Commission and staff recommend that the City Council:

Environmental Review

1. Make a motion to certify the Final Environmental Impact Report (EIR), adopt the Mitigation Monitoring and Reporting Program (MMRP), and make the Findings and adopt the Statement of Overriding Considerations for the El Camino Real/Downtown Specific Plan (Attachment A).

General Plan Amendments

2. Adopt a Resolution of the City Council of the City of Menlo Park, Amending the General Plan to Add the El Camino Real/Downtown Specific Plan Land Use Designation and to Change the Land Use Designation for Properties Located in the Specific Plan Area (Attachments B.1-B.3).

Specific Plan Adoption

3. Adopt a Resolution of the City Council of the City of Menlo Park, Approving and Adopting the El Camino Real/Downtown Specific Plan (Attachments C.1-C.3).

Zoning Ordinance Amendments and Rezoning

4. Introduce an Ordinance of the City of Menlo Park, Amending Title 16 of the Menlo Park Municipal Code to Incorporate the El Camino Real/Downtown Specific Plan and make associated text revisions (Attachment D).
5. Introduce an Ordinance of the City of Menlo Park, Rezoning Properties Located in the El Camino Real/Downtown Specific Plan Area (Attachments E.1-E.3).

Specific Plan Preparation Fee Adoption

6. Adopt a Resolution of the City Council of the City of Menlo Park Amending the City's Master Fee Schedule to Incorporate Proposed Changes in Fees to Become Effective August 5, 2012 (Attachment F).

Due to conflicts-of-interest for Vice Mayor Ohtaki and Council Member Fergusson, some of the above actions are segmented geographically. In addition, the City Council should consider recommendations from the Planning Commission on potential revisions to the Specific Plan and/or its implementation, as discussed in more detail in the *Planning Commission Recommendations on Final Specific Plan* section.

BACKGROUND

Menlo Park is developing a long-term plan for the El Camino Real and Downtown areas. The completed visioning process (Phase I: 2007-2008) has led into the preparation of a Specific Plan and associated Environmental Impact Report (EIR) and Fiscal Impact Analysis (FIA) (Phase II: 2009-2012). The culmination of the first phase of work was the City Council's unanimous acceptance of the Vision Plan, which serves as the foundation for the Specific Plan. For reference, the Vision Statement and Goals are included as Attachment G, and the Specific Plan's Guiding Principles are included as Attachment H.

The completed Specific Plan will be a comprehensive, action-oriented set of rules, containing elements such as plans for open space and other public improvements, detailed land use regulations, design guidelines, and implementation measures. The Specific Plan will set up the framework for public and private improvements, although the Specific Plan itself will not undertake or approve any individual project; such projects will need to go through their own approval processes in the future. Both the Vision and Specific Plan processes have benefited from extensive community outreach and participation.

The Specific Plan process is currently in Task 5 (*Final Specific Plan, EIR and Amendments*), having completed the earlier tasks:

- Task 1: *Project Initiation, Existing Conditions Analysis*
- Task 2: *Vision Refinement*
- Task 3: *Development of Framework, Concept Plans, Programs and Guidelines*
- Task 4: *Draft Specific Plan, Fiscal Impact Analysis, and Draft EIR*

The primary elements of Tasks 2 and 3 were the three Community Workshops, at which a diverse group of community members took part in facilitated, interactive activities designed to move from the values and goals of the vision phase to an informed judgment about the detailed elements of the Specific Plan. The workshops benefitted from a large attendance, with between 100 and 150 people participating in each event.

Key milestones of Task 4 were the release of the Draft Specific Plan on April 7, 2010, and the release of the Draft EIR on April 29, 2011, both to strong community interest. The Planning Commission and City Council were originally scheduled to hold one meeting each to provide direction on the Draft Specific Plan, but both bodies expressed an interest and willingness to hold additional meetings in order to more fully explore and address comments, questions, and potential concerns, both from the Commission/Council and the public. The aim of this detailed review was to provide clear and specific direction on improvements and refinements to the plan, resulting in a Final Specific Plan that could be acted on without additional extensive review.

The Planning Commission held five meetings in July through August 2011, and the City Council followed with four meetings in August through October 2011. Both the Commission and Council incorporated review of the project FIA into these discussions. Concurrent with the Planning Commission and City Council's review, the Housing, Transportation, and Bicycle Commissions also conducted sessions on the Draft Specific Plan. Each of these Commissions recommended moving forward with the El Camino Real/Downtown Specific Plan process, subject to specific recommendations that were considered by the Planning Commission and City Council. All meetings benefited from diverse public input. For reference, the specific meeting dates were as follows:

Body	Date	Focus
Planning Commission	July 11, 2011	Overview/background and public input
Planning Commission	July 21, 2011	Station Area
Planning Commission	July 28, 2011	Downtown
Housing Commission	August 3, 2011	Housing
Planning Commission	August 4, 2011	El Camino Real
Transportation Commission	August 10, 2011	Transportation
Transportation Commission	August 18, 2011	Transportation
Planning Commission	August 22, 2011	Review/wrap-up
City Council	August 30, 2011	Introduction/overview; Council review process; Station Area and ECR SE review
Bicycle Commission	September 12, 2011	Bicycle improvements
City Council	September 13, 2011	Downtown and El Camino Real (other than ECR SE zoning district) review
Bicycle Commission	September 19, 2011	Bicycle improvements
City Council	September 20, 2011	Non-geographic topics (public benefit, FIA, bicycle/pedestrian network)
City Council	October 4, 2011	El Camino Real (other than ECR SE) review; review and wrap-up

The City Council concluded its review on October 4, 2011 with clear direction for substantive improvements to the Draft Specific Plan. The City Council direction is included as Attachment I, and key aspects of it are discussed in more detail in the Changes from Draft Specific Plan section of this report. Concurrent with the revisions to the Specific Plan, staff and the consultant team have prepared responses to comments on the Draft EIR and associated changes to the EIR and the Specific Plan, which are discussed in the Environmental Review section. Both the Final Specific Plan and Final EIR were released for public review on April 19, 2012.

On April 30, 2012, the Planning Commission held a public hearing to review the Final Specific Plan and Final EIR, and recommended that the City Council adopt the Specific Plan, certify the Final EIR, and conduct related project approval actions, subject to some additional recommendations. The approved minutes for this meeting are available as Attachment J. The Planning Commission's recommendations are discussed in more detail later in this report.

Conflicts-of-Interest

As noted during the Draft Specific Plan review process, the following Council Members have conflicts-of-interest, and shall recuse themselves from discussion and actions on aspects of the Specific Plan relating to the following geographic areas:

- Vice Mayor Ohtaki: ECR SW (El Camino Real South-West) zoning district
- Council Member Fergusson: ECR SE (El Camino Real South-East) and ECR SW (El Camino Real South-West) zoning districts

The General Plan Amendment, Specific Plan adoption, and Rezoning actions have been structured to allow for geographically-segmented review and action. However, Vice Mayor Ohtaki and Council Member Fergusson shall recuse themselves from the whole of the Council's review and action on the Final EIR, as that topic cannot be geographically segmented. By contrast, the Zoning Ordinance text amendments are not geographically-specific until applied to Specific Plan districts, so the full Council can act on those. In addition, because public comment cannot be easily broken into geographic segments, Vice Mayor Ohtaki and Council Member Fergusson shall also recuse themselves from that portion of the meeting.

As was discussed during the Draft Specific Plan review process, Council Member Cohen does own property within 500 feet of the Plan area, but there is not a conflict-of-interest because he will be affected economically in substantially the same manner as other property owners affected by the Specific Plan, who constitute a significant segment of Menlo Park's population (10 percent or more of all property owners in Menlo Park). This is due to that parcel's location on a cul-de-sac, which is separated from the Plan area by the Caltrain right-of-way and other parcels, and the fact that the property is typical of others in the area.

ANALYSIS

Changes from Draft Specific Plan

This section highlights key changes made to the Draft Specific Plan in response to the City Council's consolidated direction.

Chapter D: Public Space

- Trial Implementation (pages D10-D21 and D26)

The City Council directed that certain downtown public space improvements be pursued in a phased approach, with evaluation of trial installations prior to decisions regarding full implementation.

The Santa Cruz Avenue Sidewalks, Santa Cruz Avenue Central Plaza, Chestnut Paseo, Market Place, and Pocket Park improvements are required to be implemented on a trial basis, before moving forward with permanent installations. The trial period is to be used as the basis for the review and consideration of a permanent installation. Details related to design and operation of the trial periods would be developed at the time the Council decides to move forward with any one of the identified public improvements. (*Note: the text requirement for pocket park trial implementation was inadvertently omitted in this version of the Specific Plan, but this will be corrected along with other minor errors, if the Plan is adopted.*)

- North-South Walkability and East-West Connectivity (pages D38-D44)

The City Council directed that the Plan be revised to remove any elements (e.g. curb extensions) that would preclude the ability of the City to modify the central portion of El Camino Real to provide three lanes of automobile travel in either direction and/or Class II bicycle lanes.

The Plan continues to propose expanded sidewalks along El Camino Real between Menlo/Ravenswood Avenues and Valparaiso/Encinal Avenues, but these would be achieved through increased building setbacks, not by relocating the curb line and reducing lane widths. Similarly, the proposal for east-west curb extensions (or “bulb-outs”) has been removed from the Plan. Retaining the existing curb line would provide greater flexibility for potential changes to El Camino Real’s lane configuration in the future. However, no changes are currently proposed to the existing lane configurations; any such future changes would require project-specific public review. *The Planning Commission has made a recommendation to retain the option for bulb-outs, discussed in more detail later in this report.*

Chapter E: Land Use + Building Character

- Building Heights (pages E18-E20, and individual Zoning District Tables)

The City Council directed that a number of building height modifications be made, with the overall aim of improving compatibility with nearby existing and allowed building heights. The City Council also directed that maximum heights be raised in two areas, provided public benefit is provided.

- *SA W (Station Area West), SA E (Station Area East), and ECR SE (El Camino Real South-East) districts: Maximum façade heights have been reduced from 45 feet to 38 feet.*
 - *SA W district and the Alma Street portion of the SA E district: Maximum building heights have been reduced from 60 feet to 48 feet.*
 - *D (Downtown) district: For potential parking garages, maximum building heights have been reduced from 48 feet to 38 feet and maximum façade heights have been reduced from 38 feet to 30 feet, both of which would match maximums for other downtown buildings.*
 - *ECR NE (El Camino Real North-East) and ECR NE-R (El Camino Real North-East – Residential) districts: Maximum building heights have been increased from 38 feet to 48 feet, although this would require the application of a 38-foot façade height and the provision of public benefit.*
- Massing and Modulation (pages E24-E29 and individual Zoning District Tables)

The City Council directed that a number of regulations relating to massing and modulation be refined and enhanced, with the objective of reducing the perception of bulk and ensuring architectural interest.

New detailed building break, façade modulation, and upper story façade length requirements have been added, to ensure that buildings are varied and non-monolithic. Building profile requirements have been reviewed and revised, in particular to establish the profile at the minimum setback line in order to allow for greater flexibility and variation in site layout and building design. Requirements for the ECR SE (El Camino Real South-East) zoning district have been reviewed comprehensively to both address community preferences and provide for feasible development. *The Planning Commission recommended that staff and the consultant reexamine aspects of the massing and modulation requirements, as discussed in more detail later in this report.*

- Non-Parking Improvements on Downtown Parking Plazas (page E11)

The City Council directed that current surface parking plazas be retained for parking use, with some modest exceptions.

Except for the limited market place concept, the Specific Plan has been revised such that downtown parking plazas may not be used for non-public purposes. *Staff believes the whole of the Specific Plan makes this clear as a requirement.*

However, the City Council has received correspondence that questions whether additional private development could occur on the parking plazas. While not strictly necessary, staff has provided options for addressing this, in the Errata and Other Changes section.

- Public Benefit Bonus and Structured Negotiation (pages E16-E17)

The City Council directed that the Plan move forward with the existing thresholds for public benefit, but that additional information and analysis be provided to enable further consideration of those levels. The Council also directed that the public benefit process be clearly subject to public review in one or more public meetings, and documents estimating value provided as part of that review. The Council also directed that staff and the consultant explore a simpler public benefit process that could apply to smaller projects which wouldn't require a Development Agreement.

Greater specificity is provided on the structure of the review process. In particular, the Planning Commission would provide an initial evaluation and comment in a public study session prior to a full application, with the review informed by appropriate fiscal/economic analysis. The list of recommended public benefits has been expanded with public suggestions from the Draft Specific Plan review process, and a process is established for the City Council to review and revise that list over time.

With regard to final actions, additional clarity is provided on the types of benefits that require City Council action, as opposed to Planning Commission action. Specifically, projects that propose public benefits that are incorporated within the project (for example, a project proposed as an affordable housing development) and/or which can be memorialized in typical conditions of approval can be acted on by the Planning Commission (with standard City Council appeal rights). By contrast, benefits that cannot be imposed through the City's planning and zoning authority (such as a contribution to, or construction of, an off-site community facility) must be included in a Development Agreement acted upon by the City Council (with Planning Commission review/recommendation) and adopted by ordinance.

In response to the direction to provide more information about the public benefit threshold levels, staff and the consultant conducted a detailed feasibility analysis (Task Memorandum G: Public Benefit Financial Feasibility Analysis included in Appendix F of the Final EIR), which updated a preliminary analysis conducted during the Community Workshop phase. The revised analysis determined that, given typical land and construction costs, residential development appears to be moderately feasible, and office development appears to be infeasible. As such, the recommended density and intensity standards for the Base level maximum and the Public Benefit Bonus level maximum have been retained. Had the analysis determined that the proposed standards would result in excessively high private development revenues, staff and the consultant would have explored the potential for lower Base level maximum thresholds. However, given the results of

the feasibility analysis, staff believes that any reduction in the density and intensity standards would be arbitrary and would likely reduce the potential for projects to address inherent Plan goals, such as activating the train station area, increasing downtown vibrancy, and redeveloping underutilized parcels.

- Sustainability (pages E36-E44)

The City Council did not specifically direct changes to sustainability elements, but staff and the consultant conducted this review to ensure that all recommendations were as up-to-date as possible.

Sustainable practices have been comprehensively reviewed and revised, both to reflect advancements that have occurred since the Draft Specific Plan was released (April 2010) and to enhance and clarify applicability of LEED requirements. *The Planning Commission has recommended that LEED requirements be revised to allow for verification of LEED Silver compliance through a City-approved outside auditor, as discussed in more detail in a following section.*

Chapter F: Circulation

- Bicycle Improvements (pages F9-F14)

The City Council directed that the Plan encourage bike lanes rather than bike routes wherever and whenever feasible, even if doing so will, in the long term, mean that the City adopt new or creative lane and parking arrangements.

A new category of bicycle improvement has been added: "Future Class II/Minimum Class III", for areas where bicycle lanes are desired long-term, but are not necessarily feasible in the short term due to constraints, such as a need for removal of on-street parking. El Camino Real is included under this designation, although it is acknowledged that a detailed comprehensive analysis is required prior to implementation due to the complexity of this corridor, and no immediate changes are proposed. El Camino Real bicycle lanes are considered to address Council direction regarding protected bicycle facilities between the Middle Avenue/Burgess Park linkage and Roble/Cambridge Avenues. Bicycle parking standards have been reviewed and revised.

- Residential Parking Standards (pages F18-F21)

The City Council directed that residential parking requirements be reduced in the Station Area, and additional reductions be explored for nearby areas, with the overall intent of encouraging smaller units and senior housing, and potentially reducing traffic and school impacts.

In recognition of the area's proximity to transit, the minimum parking standard has been lowered to one (1) space per unit in the Station Area and nearby. In

addition, a maximum parking standard of one-and-a-half (1.5) spaces per unit has been established in the Station Area.

- Downtown Parking (pages F20-F30)

The City Council directed that Parking Plaza 2 be included as a possible site for a parking structure.

Parking Plaza 2 has been added as a potential location for structured parking, in addition to Parking Plazas 1 and 3. However, the Plan retains a two-garage maximum.

Chapter G: Implementation

- Maximum Allowable Development (page G16)

The City Council directed that staff provide more context and analysis around the Maximum Allowable Development topic, and a fuller explanation of what occurs when cap is reached.

Clarifications have been made to specify that the Specific Plan would itself need to be amended, and additional environmental review conducted, in order to permit development in excess of the listed caps.

- Phasing of Public Improvements (page G26)

The City Council directed that certain downtown public space improvements be pursued in a phased approach, to allow for evaluation of trial installations.

The requirement for certain Downtown public space trial improvements has been reiterated here, along with limits on multiple projects occurring in close proximity at the same time and requirements for programs to minimize fiscal and convenience effects on businesses.

Overall

- Standards and Guidelines

In order to better address the various changes described above, as well as topics that came up in the EIR process, standards (“shall” statements) and guidelines (“should” statements) have been comprehensively reviewed and revised. A number of guidelines have become standards, in order to provide greater certainty on key issues.

General Plan and Zoning Ordinance Amendments

With a few, relatively modest exceptions, the Specific Plan has been designed to be an “all-inclusive” document. In other words, a property owner wishing to develop a piece of

property would use the Specific Plan to understand the goals, standards, guidelines, and other regulations that apply, and would not need to also frequently cross-reference the Zoning Ordinance, General Plan, or other City document. Similarly, anyone wanting to understand how a particular public improvement would be implemented would primarily consult the Specific Plan. As such, the General Plan and Zoning Ordinance Amendments required to implement the Specific Plan are relatively limited. As noted previously, these actions have been segmented geographically in order to account for conflicts-of-interest.

The General Plan Amendments (Attachments B.1-B.3) consist of the incorporation of the Specific Plan through a new land use designation (*El Camino Real/Downtown Specific Plan*) and the change of Plan area parcels to that designation. The Zoning Ordinance Amendments (Attachment D) primarily consist of the addition of a new Zoning District (*SP:ECR/D, El Camino Real/Downtown Specific Plan*) and the deletion of pre-empted districts (*R-C, C-1-B, C-3, C-4(ECR), and P-D*) and associated references. In addition, the Zoning Ordinance Amendments include small changes to the Architectural Control and Variance sections, as well as modifications to the Nonconforming Uses and Buildings chapter to designate that existing buildings will not be considered nonconforming as a result of the Specific Plan (such as with regard to new setback requirements) and that existing discretionary approvals (such as a Use Permit, Conditional Development Permit (CDP), or Planned Development (P-D) Permit) will continue to be honored and enforced.

As the City has done for other recent Zoning Ordinance Amendments, there would be an allowance for projects that have applied for but not fully received their discretionary approvals to continue their review under the existing General Plan and Zoning Ordinance. Similarly, projects which have received discretionary approvals but not yet obtained building permits or completed construction would be allowed to complete the projects under the existing General Plan and Zoning Ordinance, provided they meet the timelines stated in their discretionary approvals.

Concurrent with the Zoning Ordinance Amendments, the project area parcels would be rezoned to the new SP:ECR/D zoning district (Attachments E.1-E.3).

Planning Commission Recommendations on Final Specific Plan

On April 30, 2012, the Planning Commission recommended that the City Council:

Environmental Impact Report (EIR)

1. Make a motion to certify the Final Environmental Impact Report (EIR), adopt the Mitigation Monitoring and Reporting Program, and adopt the Findings Required Under the California Environmental Quality Act (including the Statement of Overriding Considerations) for the El Camino Real/Downtown Specific Plan.

General Plan Amendments

2. Adopt a Resolution of the City Council of the City of Menlo Park, Amending the General Plan to Add the El Camino Real/Downtown Specific Plan Land Use Designation and to Change the Land Use Designation for Properties Located in the Specific Plan Area.

Specific Plan Adoption

3. Adopt a Resolution of the City of Menlo Park, Approving and Adopting the El Camino Real/Downtown Specific Plan.

Zoning Ordinance Amendments and Rezoning

4. Introduce an Ordinance of the City of Menlo Park, Amending Title 16 of the Menlo Park Municipal Code to Incorporate the El Camino Real/Downtown Specific Plan and make associated text revisions.
5. Introduce an Ordinance of the City of Menlo Park, Rezoning Properties Located in the El Camino Real/Downtown Specific Plan Area.

Recommended actions two through five were geographically segmented (Downtown and Non-Downtown), in order to allow for the recusal of Commissioner Riggs with regard to the downtown area, but have been unified here for clarity. Commissioner Riggs also recused himself from the EIR discussion and recommendation. The respective recommendations were all unanimous (6-0 or 5-0, with Commissioner Eiref absent).

In addition to these overall recommendations, the Planning Commission recommended that the City Council consider several other changes to the Specific Plan and/or its implementation. Each recommendation is discussed below. The City Council should consider whether to incorporate any of these as part of the overall project actions.

Make the development of the Parking Management Plan, as already described, a high priority upon acceptance of the Specific Plan, focusing especially on the management of permit and on-street parking and the ways in which they facilitate implementation of Plan features (5-0, with Commissioner Eiref absent and Commissioner Riggs recused)

Staff agrees that the Parking Management Plan (discussed in more detail on pages F28-F30 of the Plan) will be a key component of the overall downtown parking strategy. However, staff believes that the development of such a parking management plan does not need to be instigated until a significant change to downtown parking is proposed. For example, when a parking garage is proposed, it would be appropriate to implement a parking management plan. By contrast, if no downtown parking changes are proposed in the near term (or if only modest trial sidewalk extensions are implemented), staff believes that given the current parking capacity, the modest changes can be addressed without the full implementation of the parking management plan. Staff recommends that no changes to the Specific Plan be made, but that development of

the Parking Management Plan (through the City's Capital Improvement Program (CIP) process) be made a priority in the future, when a significant change to downtown parking is proposed.

Revise LEED requirements to allow for verification of LEED Silver compliance through City-approved outside auditor (6-0, with Commissioner Eiref absent);

The Planning Commission expressed support for the values associated with the requirement for new buildings to achieve LEED Silver levels, but concern with the time and expense associated with formal certification. In response, the consultant suggested an alternate method by which project sponsors could use a City-approved auditor to determine if a development achieves LEED Silver equivalent standards, without necessarily requiring formal certification (developers could still opt to go through that process for other reasons). Staff recommends that the Specific Plan's Sustainability standards be revised to allow for LEED Silver compliance to be verified through a City-approved auditor. As part of the Specific Plan implementation process, auditor(s) would be identified and a more detailed process specified for this alternative.

Public Benefit: prioritization should be given to elements that are publicly-accessible and usable by the public in general (6-0, with Commissioner Eiref absent)

As noted earlier, the Specific Plan establishes a public review process for developments incorporating Public Benefit Bonus elements, including fiscal/economic analysis. The Plan also recommends an initial list of such elements for consideration, along with a process for regular City Council review of that list. The Planning Commission recommends that prioritization be given to elements that are publicly accessible or otherwise usable by the general public. While this guidance for "prioritization" wouldn't necessarily preclude approval of projects with positive non-publicly-accessible benefits, staff believes that it could be unnecessarily restrictive in practice and may inadvertently discourage elements that are of overall benefit to the community. For example, senior housing was noted by many during the Community Workshop and public meeting processes as a positive for the City, but it would not be a publicly-accessible space. In addition, prioritization of publicly-accessible spaces could result in provision of more of these spaces than is actually needed. Staff recommends retaining the flexible project-specific benefit review process, along with the ongoing review of the recommended benefit list, which allows priorities to be highlighted as needs change.

El Camino Real side setbacks: Staff and the consultant to review requirements as they apply to narrow parcels and to explore revisions, such as eliminating the side setback, potentially on the ground floor only (6-0, with Commissioner Eiref absent)

For reference, the Plan’s side setback requirements along El Camino Real are currently as follows:

District	Min	Max
ECR NE-L	10’	25’
ECR NE	10’	25’
ECR NE-R	10’	25’
ECR SE	10’	25’
ECR NW	n/a	n/a
ECR SW	5’	25’

Staff and the consultant have comprehensively reviewed how the proposed setbacks would relate to typical parcel sizes for each district, as well as to the character of the general area. Staff and the consultant believe that ground-floor setbacks could be reduced in certain areas, which would improve the feasibility of providing parking and pedestrian/bicycle circulation on narrower parcels. However, the proposed side setbacks for levels above the ground floor would be retained, in order to achieve visual building separation and limit possible aesthetic/shadow effects. Such modest revisions to the ground-floor setbacks would not require revisions to the EIR, because the revised ground-floor setback would be consistent with existing regulations and many existing structures in this area, the upper-level shadow and aesthetic impacts would not change, and these areas are not directly adjacent to sensitive residential uses.

Staff recommends that the side setback requirements for the El Camino Real districts be revised as follows:

<u>District</u>	<u>Min</u>	<u>Max</u>	
<u>ECR NE-L</u>	<u>10’</u>	<u>25’</u>	<u>no change</u>
<u>ECR NE</u>	<u>0’ ground level</u> <u>10’ upper level(s)</u>	<u>25’</u>	
<u>ECR NE-R</u>	<u>0’ ground level</u> <u>10’ upper level(s)</u>	<u>25’</u>	
<u>ECR SE</u>	<u>10’</u>	<u>25’</u>	<u>no change</u>
<u>ECR NW</u>	<u>n/a</u>	<u>n/a</u>	<u>no change</u>
<u>ECR SW (South of Live Oak Avenue)</u>	<u>5’</u>	<u>25’</u>	<u>no change for majority of area</u>
<u>ECR SW (North of Live Oak Avenue)</u>	<u>0’ ground level</u> <u>5’ upper level(s)</u>	<u>25’</u>	<u>new geographic distinction</u>

Staff and the consultant to review building profile requirements and effective upper-floor setbacks (4-2, with Commissioners Yu and Riggs opposed and Commissioner Eiref absent)

This direction derived from a discussion about revisions to the building profile requirements that took place between the Draft and Final Specific Plans, specifically the establishment of the profile at the minimum setback line and the elimination of a minimum 10-foot upper floor setback. Staff and the consultant have reviewed the regulations as proposed in the Final Specific Plan and believe they would better achieve building variation and upper-floor modulation than the equivalent Draft Specific Plan standards, while still preserving street-level access to light. Staff recommends no changes to the building profile requirements.

Curb extensions (“bulb-outs”): Revise the Plan to include the flexibility for bulb-outs (5-1, with Commissioner Riggs opposed and Commissioner Eiref absent)

The Draft Specific Plan review process included detailed discussion (at both the Planning Commission and City Council levels) of the potential to improve east-west connectivity through curb extensions, or bulb-outs, across El Camino Real. This was countered with an interest in preserving flexibility for alternate lane configurations, and ultimately concluded with the Council’s direction to remove the potential for El Camino Real bulb-outs from the Plan.

During review of the Final Specific Plan, some Planning Commissioners indicated that their earlier direction may have derived from a misunderstanding that bulb-outs conflicted with bicycle lanes (if designed to proper standards, they do not). Staff believes that there may have been some information/discussion to that effect during the Draft Specific Plan review process, but that the final Council direction appeared to have been made with an understanding of the overall pros/cons with regard to vehicle, bicycle, and pedestrian circulation.

Staff recommends the City Council consider the following options:

1. Retain approach in the Final Specific Plan of not permitting bulb-outs.
2. Add language in the Final Specific Plan that bulb-outs can be considered in the future, subject to project-specific outreach and review, but not otherwise encourage/discourage them or revise any diagrams.
3. Add language and revised diagrams in the Final Specific Plan that bulb-outs are a full option that should be considered, subject to project-specific outreach and review, and revise diagrams to show them as an option (along with retaining the existing curb line).

None of the above scenarios would require revisions to the EIR, because the Draft EIR included intersection analyses both with and without the curb extensions, and found that including them would not generate new significant impacts.

Require ongoing, two-year review of the Specific Plan after adoption (6-0, with Commissioner Eiref absent)

The Specific Plan includes a recommendation for a near-term (within two to four years) review of the Plan, in order to verify that the Plan is functioning as intended. This review would be conducted with both the Planning Commission and City Council. The near-term review would be complemented by required yearly informational updates about the maximum allowable development in the Plan area. The informational update process also requires a formal report at the point that 80 percent or more of either the maximum residential or non-residential metrics have been exceeded, at which point the Council should consider whether to amend the Plan and conduct additional environmental review, or to make no changes to the Plan.

The Planning Commission recommends making the overall Plan discussion a recurring review, at a set interval of two years. As noted by staff during the Planning Commission discussion, such review would not be strictly necessary, as the Planning Commission can recommend, and the City Council require, review and revision of the Specific Plan at any point. In addition, the near-term review and the informational updates (and associated 80 percent review requirement) allow for deliberate consideration of how well the Plan is achieving its goals. Staff recommends that the City Council consider whether or not to add an additional recurring, two-year review requirement. If so, staff recommends modest text edits to the “Near-Term Review of Specific Plan” section (page G16) to cover that original objective as well as an ongoing general review.

Prioritize Middle Avenue bicycle-pedestrian crossing as a Public Benefit Bonus element (6-0, with Commissioner Eiref absent).

The Planning Commission suggests that the Middle Avenue bicycle-pedestrian crossing be specifically listed as a potential basis for a public benefit bonus. This refers to the grade-separated crossing of the tracks itself, not the open space plaza between El Camino Real and the tracks (the latter is a requirement of the Plan for that property). Staff recommends that the Public Benefit Bonus element list be amended to include the Middle Avenue bicycle-pedestrian crossing.

Errata and Other Changes

Since the publishing of the Final Specific Plan on April 19, 2012, staff and the consultant have noticed a few errors in this document. Most of the errors are minor (such as a mistake on a photo caption), although a few are more substantive (such as the inadvertently omitted pocket park trial implementation requirement, mentioned earlier). The list also includes a suggestion from the Menlo Park Fire Protection District that text be slightly edited to include the District in a possible future water system master plan process, which staff believes is reasonable. These edits have been collected as Attachment K. If the Specific Plan is approved, these and any similar additional edits will be corrected in the final version.

In addition, after the Planning Commission’s review of the Final Specific Plan, the City Council received correspondence (part of Attachment L) from an attorney representing

the Downtown Alliance, a group of downtown property/business owners, questioning whether the D (Downtown) zoning district could allow private development on the public parking plazas (in excess of the market place concept), and requesting that these parcels be rezoned to the City's existing P (Parking) zoning district. Staff believes that this may be a misunderstanding due to focusing primarily on the D (Downtown) district section and disregarding other elements of the Plan. Chapter D is clear on what improvements may be permitted on public parking plazas, and Chapter F is clear both on where public parking will be provided and how existing private parking lots can be redeveloped (namely, only through provision of equivalent replacement parking).

Any new development, in the D (Downtown) district or elsewhere, will require a new architectural control finding:

(5) That the development is consistent with any applicable Specific Plan.

Because the overall Specific Plan is so clear and detailed on downtown parking, the new architectural control finding could not be made for new development on the public parking plazas (aside from the market place concept). As such, no changes are strictly necessary to address this concern. However, the Council may consider whether to recommend, out of an abundance of caution, adding the following text to the "Non-Parking Improvements on Downtown Parking Plazas" section (page E11) and the Land Use row of the Downtown (D) zoning district table:

Except as specifically provided in the Specific Plan, the downtown public parking plazas shall remain in parking use.

This text would not actually change any requirement, but its inclusion may help address the stated concern.

Correspondence

In addition to emails received through the Council's public email log (<http://ccin.menlopark.org:81/>), staff has received four items of correspondence, included as Attachment L. In addition to the Downtown Alliance letter discussed earlier, there is a letter from Henry N. Kuechler IV, stating agreement with the Downtown Alliance letter. There are also letters from two business owners, Marty Oncina of Oncina Fine Jewelry (1148 Crane Street) and Mai Hong of A Touch of Elegance (1150 Crane Street), stating opposition to the Plan.

IMPACT ON CITY RESOURCES; SPECIFIC PLAN PREPARATION FEE

The Specific Plan has required staff resources, consultant and contract attorney services, and operating costs (meeting materials, mailing costs, etc.). The total breakdown of project costs is as follows:

Consultant Costs:	\$1,191,390
Contract Attorney:	\$100,000
Operating Costs:	\$25,000
Staff Costs:	\$374,850
Total Costs:	\$1,691,240

With the exception of staff and legal resources, which have typically consisted of departmental operating budgets, almost all costs have been made up of General Fund Reserve appropriations. Such appropriations can be considered equivalent to a discrete capital (non-operating/recurring) expense and an investment in the City's future success. However, as noted in previous staff reports, costs for the Specific Plan preparation (including the EIR) may be applied directly to future development in the project area through fees, as authorized by State General Code Section 65456, which reads in part:

The fees shall be established so that, in the aggregate, they defray but as estimated do not exceed, the cost of preparation, adoption, and administration of the specific plan... As nearly as can be estimated, the fee charged shall be a prorated amount in accordance with the applicant's relative benefit derived from the specific plan. It is the intent of the Legislature in providing for such fees to charge persons who benefit from specific plans for the costs of developing those specific plans which result in savings to them by reducing the cost of documenting environmental consequences and advocating changed land uses which may be authorized pursuant to the specific plan.

Staff is recommending that the City Council impose such a Specific Plan Preparation Fee, with the following findings:

1. The fee is being imposed pursuant to General Code Section 65456, which allows the City to impose a fee on persons requesting planning approvals that are required to be consistent with the Specific Plan.
2. The total cost of the Specific Plan is: \$1,691,240.
3. The fee is based on the benefit to each applicant from the preparation of the specific plan, which has reduced the cost of future environmental review and development approvals within the Specific Plan area. The benefit to each applicant is the net new development permitted by the Specific Plan.
4. Therefore, to determine the fee, the total cost of the Specific Plan (\$1,691,240) was divided by the net new total (both residential and non-residential) square footage (1,500,000 square feet) permitted under the Plan's Maximum Allowable

Development, to determine a fee of \$1.13/square foot for all net new development proposed in the Plan area.

An estimate of such a fee was included with the recent financial feasibility analysis (discussed earlier), in order to verify that such a fee itself would not unreasonably affect the profitability of new development. The consultant has confirmed that the proposed fee should not negatively affect the feasibility of development.

Property development processing fees, such as fees for building and use permits, variances, building inspections, map applications, and planning services, can be effective no sooner than sixty days after approval by City Council. As such, if approved by the City Council on June 5, 2012, the Specific Plan Preparation Fee would take effect on August 5, 2012.

The Vision Plan (Phase I) required both staff resources dedicated to the project as well as a General Fund reserve appropriation of \$176,500 for consultant services and \$50,000 related City costs (initial outreach, speaker series, printing and mailing of the project newsletters, meeting documents and refreshments, and contingencies). The Vision Plan expenses cannot be recouped through the Specific Plan Preparation Fee, as it was a separate process and not covered by the State statute authorizing such fees.

POLICY ISSUES

The El Camino Real/Downtown Specific Plan will result in policy clarifications and changes related to land use and transportation issues, as described in detail in the Specific Plan.

ENVIRONMENTAL REVIEW

The Draft EIR was released on April 29, 2011, with a public comment period that ended on June 20, 2011. The Planning Commission held a public hearing on June 6, 2011, for public and Commissioner comments on the Draft EIR. The Final EIR, prepared with response to comments on the Draft EIR, was released on April 19, 2012. CEQA does not establish a public comment period for Final EIRs that is analogous to those required for Draft EIRs; however, the City encouraged that comments be provided by April 30, 2012. No comments have been received thus far.

The EIR analyzes the potential impacts of the project across a wide range of impact areas. The EIR identifies no impacts or less-than-significant impacts in the following categories: Aesthetic Resources; Geology and Soils; Hydrology and Water Quality; Land Use Planning and Policies; Population and Housing; and Public Services and Utilities. The EIR identifies potentially significant environmental effects that, with mitigation, would be less than significant in the following categories: Biological Resources; Cultural Resources; Hazards and Hazardous Materials. The EIR identifies potentially significant environmental effects that will remain significant and unavoidable in the following categories: Air Quality; Greenhouse Gases and Climate Change; Noise; and Transportation, Circulation and Parking. Except as updated by the Final EIR, the

impacts were explained in detail in the staff report and presentation for the June 6, 2011 Planning Commission meeting.

The Final EIR primarily consists of comments received on the Draft EIR and associated responses. CEQA requires responses only to comments that address the adequacy of the EIR or the City's compliance with CEQA. However, comments related to the Specific Plan are noted and, in some cases, responded to with additional information. No substantive conclusions of the Draft EIR have changed. However, in some cases, Draft EIR comments have resulted in changes to the EIR text. For example, Chapter 4.8 *Hydrology and Water Quality* has been amended with additional information about the City's existing requirements that limit increases in off-site stormwater flow and which require treatment of such water. Changes have also been made to the EIR text to reflect the elements of the Specific Plan that have changed, such as the modified height limits. Where changes have been made to the EIR text, they are shown in standard "track changes" format (e.g., additions and ~~deletions~~). In addition, some Draft EIR comments have resulted in changes to the Specific Plan itself. For example, as previously noted, the Maximum Allowable Development section of Chapter G *Implementation* has been revised to clarify that amendment of the Specific Plan itself is required, in order to exceed the development caps described therein.

In order to complete the EIR process and certify the document, CEQA requires the adoption of a Statement of Certification, a Mitigation Monitoring and Reporting Program (MMRP), and Findings for Certification. The Statement of Certification states that the City has met all procedural requirements of CEQA, that the reviewing body has reviewed the EIR, and that the EIR reflects the City's independent judgment. The MMRP establishes responsibility and timing for implementation of all required mitigation measures. The Findings for Certification address the potentially significant impacts identified in the EIR, describing the impact, the mitigation, and whether or not the impact has been mitigated or is significant and unavoidable. The Findings also address the feasibility of mitigation measures and alternatives. All EIR-related actions are included as Attachment A.

As identified in the EIR, the project would result in significant, unavoidable impacts. In order to approve the project with significant and unavoidable environmental impacts, the City Council must adopt a Statement of Overriding Considerations. This is a specific finding that the project includes substantial benefits that outweighs its significant, adverse environmental impact. The Statement of Overriding Considerations is included as part of the Findings for Certification.

MEETING PROCESS AND SUMMARY

Staff recommends that the City Council conduct the June 5, 2012 meeting as follows:

1. Staff overview presentation
2. Council technical or clarification questions of staff
3. Public comment (*Vice Mayor Ohtaki and Council Member Fergusson recused*)

4. Environmental Review (*Vice Mayor Ohtaki and Council Member Fergusson recused*)
 - a. Make a motion to certify the Final Environmental Impact Report (EIR), to adopt the Mitigation Monitoring and Reporting Program (MMRP), and to make the Findings and to adopt the Statement of Overriding Considerations for the El Camino Real/Downtown Specific Plan (Attachment A).
5. Specific Plan and Associated General Plan Amendments, Zoning Ordinance Amendments, and Rezonings
 - a. All Districts Except El Camino Real South-East and South-West (*all Council Members participating*)
 - i. Consideration of Planning Commission recommendations on possible edits to the Specific Plan and potential direction applicable to all Specific Plan districts except El Camino Real South-East and South-West.
 - ii. Adopt a Resolution of the City Council of the City of Menlo Park Amending the General Plan to Add the El Camino Real/Downtown Specific Plan Land Use Designation for Property Located in the Specific Plan Area (Applicable to All Specific Plan Districts Except El Camino Real South-East and South-West) (Attachment B.1).
 - iii. Adopt a Resolution of the City Council of the City of Menlo Park Approving and Adopting the El Camino Real/Downtown Specific Plan for all Specific Plan Districts Except El Camino Real South-East and South-West (Attachment C.1).
 - iv. Introduce an Ordinance of the City of Menlo Park, Amending Title 16 of the Menlo Park Municipal Code to Incorporate the El Camino Real/Downtown Specific Plan (Attachment D).
 - v. Introduce an Ordinance of the City of Menlo Park, Rezoning Properties Located in the El Camino Real/Downtown Specific Plan Area (Applicable to All Specific Plan Districts Except El Camino Real South-East and South-West) (Attachment E.1).
 - b. El Camino Real South-East (*Council Member Fergusson recused*)
 - i. Consideration of Planning Commission recommendations on possible edits to the Specific Plan and potential direction applicable to the El Camino Real South-East District.
 - ii. Adopt a Resolution of the City Council of the City of Menlo Park Amending the General Plan to Add the El Camino Real/Downtown Specific Plan Land Use Designation for Property Located in the Specific Plan Area (Applicable to the El Camino Real South-East District) (Attachment B.2).
 - iii. Adopt a Resolution of the City Council of the City of Menlo Park Approving and Adopting the El Camino Real/Downtown Specific Plan for the El Camino Real South-East District (Attachment C.2).

- iv. Introduce an Ordinance of the City of Menlo Park, Rezoning Properties Located in the El Camino Real/Downtown Specific Plan Area (Applicable to the El Camino Real South-East District) (Attachment E.2).
- c. El Camino Real South-West (*Vice Mayor Ohtaki and Council Member Fergusson recused*)
 - i. Consideration of Planning Commission recommendations on possible edits to the Specific Plan and potential direction applicable to the El Camino Real South-West District.
 - ii. Adopt a Resolution of the City Council of the City of Menlo Park Amending the General Plan to Add the El Camino Real/Downtown Specific Plan Land Use Designation for Property Located in the Specific Plan Area (Applicable to the El Camino Real South-West District) (Attachment B.3).
 - iii. Adopt a Resolution of the City Council of the City of Menlo Park Approving and Adopting the El Camino Real/Downtown Specific Plan for the El Camino Real South-West District (Attachment C.3).
 - iv. Introduce an Ordinance of the City Council of the City of Menlo Park, Rezoning Properties Located in the El Camino Real/Downtown Specific Plan Area (Applicable to the El Camino Real South-West District) (Attachment E.3).
- 6. Specific Plan Preparation Fee (*all Council Members participating*)
 - a. Adopt a Resolution of the City of Menlo Park Amending City Fees and City Charges to Establish an El Camino Real/Downtown Specific Plan Preparation Fee.

The El Camino Real/Downtown Specific Plan is the product of a transparent, multi-year process designed to develop community judgment. The project has benefitted from unprecedented levels of public outreach and participation, and has been informed by appropriate environmental and fiscal analyses. The Planning Commission and City Council both conducted a detailed review of the Draft Specific Plan and provided clear direction that has been comprehensively addressed. The Specific Plan will provide a firm foundation for the development of the heart of Menlo Park, and will enhance public space, generate vibrancy, sustain Menlo Park's village character, enhance connectivity, and promote healthy living and sustainability. Staff recommends that the City Council approve the El Camino Real/Downtown Specific Plan.



Thomas Rogers
Associate Planner
Report Author



Arlinda Heineck
Community Development Director

PUBLIC NOTICE

Public notification for all actions other than the proposed fee consisted of publishing a legal notice in the local newspaper and notification by mail of all property owners and occupants within 300 feet of the subject property. Public notification of the proposed fee consisted of publishing a legal notice in the local newspaper and making available to the public the data indicating the cost and other details of the fee.

In addition, the City has prepared a project page for the proposal, which is available at the following address: <http://www.menlopark.org/specificplan>. This page provides up-to-date information about the project, allowing interested parties to stay informed of its progress. The page allows users to sign up for automatic email bulletins, notifying them when content is updated and meetings are scheduled. The project list currently has 975 subscribers.

ATTACHMENTS

- A. [Draft Council Motion Certifying the Final Environmental Impact Report](#)
- B. Draft Resolution of the City Council of the City of Menlo Park, Amending the General Plan to Add the El Camino Real/Downtown Specific Plan Land Use Designation and to Change the Land Use Designation for Properties Located in the Specific Plan Area
 - 1. [Applicable to All Specific Plan Districts Except El Camino Real South-East and South-West](#)
 - 2. [Applicable to the El Camino Real South-East District](#)
 - 3. [Applicable to the El Camino Real South-West District](#)
- C. Draft Resolution of the City of Menlo Park, Approving and Adopting the El Camino Real/Downtown Specific Plan
 - 1. [For All Specific Plan Districts Except El Camino Real South-East and South-West](#)
 - 2. [For to the El Camino Real South-East District](#)
 - 3. [For to the El Camino Real South-West District](#)
- D. [Draft Ordinance of the City of Menlo Park, Amending Title 16 of the Menlo Park Municipal Code to Incorporate the El Camino Real/Downtown Specific Plan](#)
- E. Draft Ordinance of the City of Menlo Park, Rezoning Properties Located in the El Camino Real/Downtown Specific Plan Area
 - 1. [Applicable to All Specific Plan Districts Except El Camino Real South-East and South-West](#)
 - 2. [Applicable to the El Camino Real South-East District](#)
 - 3. [Applicable to the El Camino Real South-West District](#)
- F. [Draft Resolution of the City Council of the City of Menlo Park Amending City Fees and City Charges to Establish an El Camino Real/Downtown Specific Plan Preparation Fee](#)
- G. [Vision Plan Excerpt - Vision Statement and Goals](#)
- H. [Specific Plan Excerpt - Guiding Principles](#)
- I. [City Council Consolidated Direction on the Draft Specific Plan](#)
- J. [Planning Commission Approved Minutes for the Meeting of April 30, 2012](#)
- K. [Final Specific Plan \(4/19/12 version\) - Errata](#)

L. [Correspondence](#)

1. Shute, Mihaly & Weinberger LLP, dated May 21, 2012
2. Henry N. Kuechler IV, dated May 22, 2012
3. Marty Oncina, dated May 28, 2012
4. Mai Hong, dated May 28, 2012

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**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

**COUNCIL MOTION CERTIFYING FINAL ENVIRONMENTAL IMPACT REPORT -
*DRAFT***

- A. To move to certify the Final Environmental Impact Report (EIR) for the El Camino Real/Downtown Specific Plan as follows:
 - 1. The Final EIR has been completed in compliance with CEQA.
 - 2. The Final EIR was presented to the City Council, and the City Council reviewed and considered all of the evidence and information in the Final EIR prior to any action on the proposed project.
 - 3. The Final EIR reflects the independent judgment and analysis of the City Council.

- B. To move to adopt the mitigation measures and the Mitigation Monitoring and Reporting Program to be implemented for each mitigation measure as included in Exhibit A, in compliance with Section 15097 of the State EIR Guidelines.

- C. To make the findings and to adopt the statement of overriding considerations in compliance with Sections 15091, 15092, 15093, and 15097 of the State EIR Guidelines and Sections 21081, 21081.5, and 21081.6 of CEQA, as set forth in detail in the attached Exhibit B, based on the above certified Final EIR and substantial evidence in the record.

EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN 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 Plan or Project implementation. The Environmental Impact Report (EIR) for the proposed El Camino Real and Downtown Specific Plan (Specific Plan) includes mitigation measures to reduce the potential environmental effects of the Specific Plan.

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 Specific Plan EIR.

The mitigation measures are taken from the El Camino Real and Downtown Specific Plan EIR. Mitigation measures in this MMRP are assigned the same number they had in the EIR. The MMRP is presented in table format and it 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.

The Specific Plan contains a variety of policies which are intended in part to mitigate environmental effects of the Plan. These policies will be monitored through a new Architectural Control finding in Section 16.68.020 of the Zoning Ordinance that states “That the development is consistent with any applicable Specific Plan”. The project sponsor will be initially responsible for designing a project that is consistent with the Plan, and the Community Development Department will review all applications within the Specific Plan area to ensure that they are consistent with the Specific Plan.

MITIGATION MONITORING AND REPORTING PROGRAM

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Air Quality					
<p>Impact AIR-1: Implementation of the Specific Plan would result in increased long-term emissions of criteria pollutants associated with construction activities that could contribute substantially to an air quality violation. (Significant)</p>	<p>Mitigation Measure AIR-1a: During construction of individual projects under the Specific Plan, project applicants shall require the construction contractor(s) to implement the following measures required as part of Bay Area Air Quality Management District's (BAAQMD) basic dust control procedures required for construction sites. For projects for which construction emissions exceed one or more of the applicable BAAQMD thresholds, additional measures shall be required as indicated in the list following the Basic Controls.</p> <p><u>Basic Controls that Apply to All Construction Sites</u></p> <ol style="list-style-type: none"> 1. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day. 2. All haul trucks transporting soil, sand, or other loose material off-site shall be covered. 3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited. 4. All vehicle speeds on unpaved roads shall be limited to 15 mph. 5. All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used. 6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points. 7. All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation. 	<p>Exposed surfaces shall be watered twice daily.</p> <p>Trucks carrying demolition debris shall be covered.</p> <p>Dirt carried from construction areas shall be cleaned daily.</p> <p>Speed limit on unpaved roads shall be 15 mph.</p> <p>Roadways, driveways, sidewalks and building pads shall be laid as soon as possible after grading.</p> <p>Idling times shall be minimized to 5 minutes or less; Signage posted at all access points.</p> <p>Construction equipment shall be properly tuned and maintained.</p>	<p>Measures shown on plans, construction documents and on-going during demolition, excavation and construction.</p>	<p>Project sponsor(s) and contractor(s)</p>	<p>PW/CDD</p>

PW = Public Works – Engineering & Transportation
 BAAQMD = Bay Area Air Quality Management District

RWQCB = Regional Water Quality Control Board
 Caltrans = California Department of Transportation

CDD = Community Development Planning & Building Divisions
 SMCHS = San Mateo County Health System, Groundwater Protection Program

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Air Quality (cont.)					
Impact AIR-1 (cont.)	<p>8. Post a publicly visible sign with the telephone number and person to contact at the Lead Agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. The BAAQMD's phone number shall also be visible to ensure compliance with applicable regulations.</p> <p><u>Additional Measures for Development Projects that Exceed Significance Criteria</u></p> <p>1. All exposed surfaces shall be watered at a frequency adequate to maintain minimum soil moisture of 12 percent. Moisture content can be verified by lab samples or moisture probe.</p> <p>2. All excavation, grading, and/or demolition activities shall be suspended when average wind speeds exceed 20 mph.</p> <p>3. Wind breaks (e.g., trees, fences) shall be installed on the windward side(s) of actively disturbed areas of construction. Wind breaks should have at maximum 50 percent air porosity.</p> <p>4. Vegetative ground cover (e.g., fast-germinating native grass seed) shall be planted in disturbed areas as soon as possible and watered appropriately until vegetation is established.</p> <p>5. The simultaneous occurrence of excavation, grading, and ground-disturbing construction activities on the same area at any one time shall be limited. Activities shall be phased to reduce the amount of disturbed surfaces at any one time.</p> <p>6. All trucks and equipment, including their tires, shall be washed off prior to leaving the site.</p> <p>7. Site accesses to a distance of 100 feet from the paved road shall be treated with a 6- to 12-inch compacted layer of wood chips, mulch, or gravel.</p> <p>8. Sandbags or other erosion control measures shall be installed to prevent silt runoff to public roadways from sites with a slope greater than one percent.</p>	<p>Signage will be posted with the appropriate contact information regarding dust complaints.</p> <p>Water exposed surfaces to maintain minimum soil moisture of 12 percent.</p> <p>Halt excavation, grading and demolition when wind is over 20 mph.</p> <p>Install wind breaks on the windward side(s) of disturbed construction areas.</p> <p>Vegetative ground cover shall be planted in disturbed areas as soon as possible.</p> <p>Ground-disturbing construction activities shall not occur simultaneously.</p> <p>Trucks and equipment shall be washed before exiting the site.</p> <p>Cover site access roads.</p> <p>Erosion control measures shall be used.</p>			

PW = Public Works – Engineering & Transportation
 BAAQMD = Bay Area Air Quality Management District

RWQCB = Regional Water Quality Control Board
 Caltrans = California Department of Transportation

CDD = Community Development Planning & Building Divisions
 SMCHS = San Mateo County Health System, Groundwater Protection Program

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Air Quality (cont.)					
<p>Impact AIR-1 (cont.)</p>	<p>9. Minimizing the idling time of diesel powered construction equipment to two minutes.</p> <p>10. The project shall develop a plan demonstrating that the off-road equipment (more than 50 horsepower) to be used in the construction project (i.e., owned, leased, and subcontractor vehicles) would achieve a project wide fleet-average 20 percent nitrogen oxides reduction and 45 percent particulate matter reduction compared to the most recent ARB fleet average. Acceptable options for reducing emissions include the use of late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available.</p> <p>11. Use low volatile organic compound (VOC) (i.e., reactive organic gases) coatings beyond the local requirements (i.e., Regulation 8, Rule 3: Architectural Coatings).</p> <p>12. Requiring that all construction equipment, diesel trucks, and generators be equipped with Best Available Control Technology for emission reductions of nitrogen oxides and particulate matter.</p> <p>13. Requiring all contractors use equipment that meets the California Air Resources Board's most recent certification standard for off-road heavy duty diesel engines.</p>	<p>Idling time of diesel powered equipment will not exceed two minutes.</p> <p>Plan developed that demonstrates emissions from use of off-road equipment during construction will be reduced as specified.</p> <p>Low VOC coatings shall be used.</p> <p>Require Best Available Control Technology for all construction equipment, diesel trucks, and generators.</p> <p>Equipment shall meet standards for off-road heavy duty diesel engines.</p>			
	<p>Mitigation Measure AIR-1b: Each applicant for development projects to be implemented under the Specific Plan for projects that exceed the BAAQMD screening criteria shall develop an Exhaust Emissions Control Plan outlining how construction exhaust emissions will be controlled during construction activities. These plans shall be submitted to the City for review and approval and shall be distributed to all employees and construction contractors prior to commencement of construction activities. The plan shall describe all feasible control measures that will be</p>	<p>Require an Exhaust Emissions Control Plan of each applicant with projects that exceed BAAQMD screening criteria.</p>	<p>Plan approved by City prior to building permit issuance; Measures shown on plans, construction documents and specification and ongoing during construction.</p>	<p>Project sponsors(s) and contractor(s)</p>	<p>CDD</p>

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Air Quality (cont.)					
Impact AIR-1 (cont.)	implemented during construction activities. Feasible control measures may include, but not be limited to, those identified in Mitigation Measure AIR-1a.				
Impact AIR-2: Implementation of the Specific Plan would result in increased long-term emissions of criteria pollutants from increased vehicle traffic and on-site area sources that would contribute substantially to an air quality violation. (Significant)	Mitigation Measure AIR-2: Mitigation Measure TR-2 of Section 4.13, Transportation, Circulation and Parking, identifies Transportation Demand Management (TDM) strategies to be implemented by individual project applicants, although the precise effectiveness of a TDM program cannot be guaranteed. As the transportation demand management strategies included in Mitigation Measure TR-2 represent the majority of available measures with which to reduce VMT, no further mitigation measures are available and this impact is considered to be significant and unavoidable.	See Mitigation Measure TR-2.			
Impact AIR-5: Implementation of the Specific Plan would locate sensitive receptors in an area of elevated concentrations of toxic air contaminants associated with roadway traffic which may lead to considerable adverse health effects. (Potentially Significant)	Mitigation Measure AIR-5: The Mitigation Monitoring and Reporting Program shall require that all developments that include sensitive receptors such as residential units that would be located within 200 feet of the edge of El Camino Real or within 100 feet of the edge of Ravenswood Avenue, Oak Grove Avenue east of El Camino Real, or Santa Cruz Avenue west of University Avenue shall undergo, prior to project approval, a screening-level health risk analysis to determine if cancer risk, hazard index, and/or PM _{2.5} concentration would exceed BAAQMD thresholds. If one or more thresholds would be exceeded at the site of the subsequent project, the project (or portion of the project containing sensitive receptors, in the case of a mixed-use project) shall be equipped with filtration systems with a Minimum Efficiency Reporting Value (MERV) rating of 14 or higher. The ventilation system shall be designed by an engineer certified by the American Society of Heating, Refrigeration and Air-Conditioning Engineers, who shall provide a written report documenting that the system reduces interior health risks to less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD or the City for health risks. The project sponsor shall present a plan to ensure ongoing maintenance of ventilation and filtration systems and shall ensure the	A health risk analysis shall be prepared. If one or more thresholds are exceeded, a filtration system shall be installed; Certified engineer to provide report documenting that system reduces health risks Plan developed for ongoing maintenance and disclosure to buyers and/renters.	Simultaneous with a building permit submittal	Project sponsor(s)	CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Air Quality (cont.)					
Impact AIR-5 (cont.)	disclosure to buyers and/or renters regarding the findings of the analysis and inform occupants as to proper use of any installed air filtration. Alternatively, if the project applicant can prove at the time of development that health risks at new residences due to DPM (and other TACs, if applicable) would be less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD for health risks, or that alternative mitigation measures reduce health risks below any other City-adopted threshold of significance, such filtration shall not be required.				
Impact AIR-6: Implementation of the Specific Plan would locate new sensitive receptors in an area of elevated concentrations of PM2.5 associated with roadway traffic which may lead to considerable adverse health effects. (Potentially Significant)	Mitigation Measure AIR-5 associated with Impact AIR-5 regarding DPM exposure would also reduce PM ₂₅ exposure impacts along El Camino Real and other high volume streets to a less than significant level.	See Mitigation Measure AIR-5.			
Impact AIR-7: Implementation of the Specific Plan would expose sensitive receptors to elevated concentrations of Toxic Air Contaminants (TACs) associated with Caltrain operations which may lead to considerable adverse health effects. (Potentially Significant)	Mitigation Measure AIR-7: The Mitigation Monitoring and Reporting Program shall require that all developments that include sensitive receptors such as residential units that would be located within approximately 1,095 feet of the edge of the Caltrain right-of-way shall undergo, prior to project approval, a screening-level health risk analysis to determine if cancer risk, hazard index, and/or PM2.5 concentration would exceed BAAQMD thresholds. If one or more thresholds would be exceeded at the site of the subsequent project, the project (or portion of the project containing sensitive receptors, in the case of a mixed-use project) shall be equipped with filtration systems with a Minimum Efficiency Reporting Value (MERV) rating of 14 or higher. The ventilation system shall be designed by an engineer certified by the American Society of Heating, Refrigeration and Air-Conditioning Engineers, who shall provide a written report documenting that the system reduces interior health risks to less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD or the City for health risks. The project sponsor shall present a	A health risk analysis shall be prepared. If one or more thresholds are exceeded, a filtration system shall be installed; Certified engineer to provide report documenting that system reduces health risks Plan developed for ongoing maintenance and disclosure to buyers and/renters.	Simultaneous with a building permit submittal	Project sponsor(s)	CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Air Quality (cont.)					
Impact AIR-7 (cont.)	plan to ensure ongoing maintenance of ventilation and filtration systems and shall ensure the disclosure to buyers and/or renters regarding the findings of the analysis and inform occupants as to proper use of any installed air filtration. Alternatively, if the project applicant can prove at the time of development that health risks at new residences due to DPM (and other TACs, if applicable) would be less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD for health risks, or that alternative mitigation measures reduce health risks below any other City-adopted threshold of significance, such filtration shall not be required.				
Impact AIR-10: Implementation of the Specific Plan would locate new sensitive receptors near sources of toxic air contaminants which may lead to cumulatively considerable adverse health effects. (Potentially Significant)	Measure AIR-10: The Mitigation Monitoring and Reporting Program shall require that all developments that include sensitive receptors such as residential units that would be located within 1,000 feet around the SRI International campus undergo, prior to project approval, a screening-level health risk analysis to determine if cancer risk, hazard index, and/or PM _{2.5} concentration would exceed BAAQMD thresholds. If one or more thresholds would be exceeded at the site of the subsequent project, the project (or portion of the project containing sensitive receptors, in the case of a mixed-use project) shall be equipped with filtration systems with a Minimum Efficiency Reporting Value (MERV) rating of 14 or higher. The ventilation system shall be designed by an engineer certified by the American Society of Heating, Refrigeration and Air-Conditioning Engineers, who shall provide a written report documenting that the system reduces interior health risks to less than 10 in one million, or less than any other threshold of significance adopted by BBAQMD or the City for health risks. The project sponsor shall present a plan to ensure ongoing maintenance of ventilation and filtration systems and shall ensure the disclosure to buyers and/or renters regarding the findings of the analysis and inform occupants as to proper use of any installed air filtration. Alternatively, if the project applicant can prove at the time of development that health risks at new residences due to DPM (and other TACs, if applicable) would be less than 10 in one million, or less than any other threshold of	A health risk analysis shall be prepared. If one or more thresholds are exceeded, a filtration system shall be installed; Certified engineer to provide report documenting that system reduces health risks Plan developed for ongoing maintenance and disclosure to buyers and/renters.	Simultaneous with a building permit submittal.	Project sponsor(s)	CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Air Quality (cont.)					
Impact AIR-10 (cont.)	significance adopted by BAAQMD for health risks, or that alternative mitigation measures reduce health risks below any other City-adopted threshold of significance, such filtration shall not be required.				
Biological Resources					
Impact BIO-1: The Specific Plan could result in the take of special-status birds or their nests. (Potentially Significant)	Mitigation Measure BIO-1a: Pre-Construction Special-Status Avian Surveys. No more than two weeks in advance of any tree or shrub pruning, removal, or ground-disturbing activity that will commence during the breeding season (February 1 through August 31), a qualified wildlife biologist will conduct pre-construction surveys of all potential special-status bird nesting habitat in the vicinity of the planned activity. Pre-construction surveys are not required for construction activities scheduled to occur during the non-breeding season (August 31 through January 31). Construction activities commencing during the non-breeding season and continuing into the breeding season do not require surveys (as it is assumed that any breeding birds taking up nests would be acclimated to project-related activities already under way). Nests initiated during construction activities would be presumed to be unaffected by the activity, and a buffer zone around such nests would not be necessary. However, a nest initiated during construction cannot be moved or altered. <i>If pre-construction surveys indicate that no nests of special-status birds are present or that nests are inactive or potential habitat is unoccupied:</i> no further mitigation is required. <i>If active nests of special-status birds are found during the surveys:</i> implement Mitigation Measure BIO-1b.	A nesting bird survey shall be prepared if tree or shrub pruning, removal or ground-disturbing activity will commence between February 1 through August 31.	Prior to tree or shrub pruning or removal, any ground disturbing activity and/or issuance of demolition, grading or building permits.	Qualified wildlife biologist retained by project sponsor(s)	CDD
	Mitigation Measure BIO-1b: Avoidance of active nests. If active nests of special-status birds or other birds are found during surveys, the results of the surveys would be discussed with the California Department of Fish and Game and avoidance procedures will be adopted, if necessary, on a case-by- case basis. In the event that a special-status bird or protected nest is	If active nests are found during survey, the results will be discussed with the California Department of Fish and Game and avoidance procedures adopted.	Prior to tree or shrub pruning or removal, any ground-disturbing activities and/or issuance of demolition, grading or building permits.	Project sponsor(s) and contractor(s)	CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Biological Resources (cont.)					
Impact BIO-1 (cont.)	<p>found, construction would be stopped until either the bird leaves the area or avoidance measures are adopted. Avoidance measures can include construction buffer areas (up to several hundred feet in the case of raptors), relocation of birds, or seasonal avoidance. If buffers are created, a no disturbance zone will be created around active nests during the breeding season or until a qualified biologist determines that all young have fledged. The size of the buffer zones and types of construction activities restricted will take into account factors such as the following:</p> <ol style="list-style-type: none"> 1. Noise and human disturbance levels at the Plan area and the nesting site at the time of the survey and the noise and disturbance expected during the construction activity; 2. Distance and amount of vegetation or other screening between the Plan area and the nest; and 3. Sensitivity of individual nesting species and behaviors of the nesting birds. 	Halt construction if a special-status bird or protected nest is found until the bird leaves the area or avoidance measures are adopted.			
Impact BIO-3: Impacts to migratory or breeding special-status birds and other special-status species due to lighting conditions. (Potentially Significant)	<p>Mitigation Measure BIO-3a: Reduce building lighting from exterior sources.</p> <ol style="list-style-type: none"> a. Minimize amount and visual impact of perimeter lighting and façade up-lighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features; b. Installing motion-sensor lighting, or lighting controlled by timers set to turn off at the earliest practicable hour; c. Utilize minimum wattage fixtures to achieve required lighting levels; d. Comply with federal aviation safety regulations for large buildings by installing minimum intensity white strobe lighting with a three-second flash interval instead of continuous flood lighting, rotating lights, or red lighting e. Use cutoff shields on streetlight and external lights to prevent upwards lighting. 	Reduce building lighting from exterior sources.	Prior to building permit issuance and ongoing.	Project sponsor(s) and contractor(s)	CDD

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Biological Resources (cont.)					
Impact BIO-3 (cont.)	<p>Mitigation Measure BIO-3b: Reduce building lighting from interior sources.</p> <ul style="list-style-type: none"> a. Dim lights in lobbies, perimeter circulation areas, and atria; b. Turn off all unnecessary lighting by 11pm thorough sunrise, especially during peak migration periods (mid-March to early June and late August through late October); c. Use gradual or staggered switching to progressively turn on building lights at sunrise. d. Utilize automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present; e. Encourage the use of localized task lighting to reduce the need for more extensive overhead lighting; f. Schedule nightly maintenance to conclude by 11 p.m.; g. Educate building users about the dangers of night lighting to birds. 	Reduce building lighting from interior sources.	Prior to building permit issuance and ongoing.	Project sponsor(s) and Contractor(s)	CDD
Impact BIO-5: The Specific Plan could result in the take of special-status bat species. (Potentially Significant)	<p>Mitigation Measure BIO-5a: Preconstruction surveys. Potential direct and indirect disturbances to special-status bats will be identified by locating colonies and instituting protective measures prior to construction of any subsequent development project. No more than two weeks in advance of tree removal or structural alterations to buildings with closed areas such as attics, a qualified bat biologist (e.g., a biologist holding a California Department of Fish and Game collection permit and a Memorandum of Understanding with the California Department of Fish and Game allowing the biologist to handle and collect bats) shall conduct pre-construction surveys for potential bats in the vicinity of the planned activity. A qualified biologist will survey buildings and trees (over 12 inches in diameter at 4.5-foot height) scheduled for demolition to assess whether these structures are occupied by bats. No activities that would result in disturbance to active roosts will proceed prior to the completed surveys. If bats are discovered during construction, any and all</p>	<p>Retain a qualified bat biologist to conduct pre-construction survey for bats and potential roosting sites in vicinity of planned activity.</p> <p>Halt construction if bats are discovered during construction until surveys can be completed and proper mitigation measures implemented.</p>	Prior to tree pruning or removal or issuance of demolition, grading or building permits.	Qualified bat biologist retained by project sponsor(s)	CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Biological Resources (cont.)					
Impact BIO-5 (cont.)	<p>construction activities that threaten individuals, roosts, or hibernacula will be stopped until surveys can be completed by a qualified bat biologist and proper mitigation measures implemented.</p> <p>If no active roosts present: no further action is warranted.</p> <p>If roosts or hibernacula are present: implement Mitigation Measures BIO-5b and 5c.</p>				
	<p>Mitigation Measure BIO-5b: Avoidance. If any active nursery or maternity roosts or hibernacula of special-status bats are located, the subsequent development project may be redesigned to avoid impacts. Demolition of that tree or structure will commence after young are flying (i.e., after July 31, confirmed by a qualified bat biologist) or before maternity colonies forms the following year (i.e., prior to March 1). For hibernacula, any subsequent development project shall only commence after bats have left the hibernacula. No-disturbance buffer zones acceptable to the California Department of Fish and Game will be observed during the maternity roost season (March 1 through July 31) and during the winter for hibernacula (October 15 through February 15).</p> <p>Also, a no-disturbance buffer acceptable in size to the California Department of Fish and Game will be created around any roosts in the Project vicinity (roosts that will not be destroyed by the Project but are within the Plan area) during the breeding season (April 15 through August 15), and around hibernacula during winter (October 15 through February 15). Bat roosts initiated during construction are presumed to be unaffected, and no buffer is necessary. However, the "take" of individuals is prohibited.</p>	<p>If any active nursery or maternity roosts or hibernacula are located, no disturbance buffer zones shall be established during the maternity roost and breeding seasons and hibernacula.</p>	<p>Prior to tree removal or pruning or issuance of demolition, grading or building permits</p>	<p>Qualified bat biologist retained by project sponsor(s)</p>	<p>CDD</p>
	<p>Mitigation Measure BIO-5c: Safely evict non-breeding roosts. Non-breeding roosts of special-status bats shall be evicted under the direction of a qualified bat biologist. This will be done by opening the roosting area to allow airflow through the cavity. Demolition will then follow no sooner or later than the</p>	<p>A qualified bat biologist shall direct the eviction of non-breeding roosts.</p>	<p>Prior to tree removal or pruning or issuance of demolition, grading or building permits.</p>	<p>Qualified bat biologist retained by project sponsor(s)</p>	<p>CDD</p>

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Biological Resources (cont.)					
Impact BIO-5 (cont.)	following day. There should not be less than one night between initial disturbance with airflow and demolition. This action should allow bats to leave during dark hours, thus increasing their chance of finding new roosts with a minimum of potential predation during daylight. Trees with roosts that need to be removed should first be disturbed at dusk, just prior to removal that same evening, to allow bats to escape during the darker hours. However, the "take" of individuals is prohibited.				
Impact BIO-6a: The Specific Plan could result in impacts to special-status amphibians and reptiles; California red-legged frog, California tiger salamander, and western pond turtle. (Potentially Significant)	<p>Mitigation Measure BIO 6a: The following measures shall be implemented to mitigate the effects of the project on special-status amphibians and reptiles:</p> <p>Staging areas, and all fueling and maintenance of vehicles and other equipment and staging areas shall be at least 100 feet from the riparian corridor of San Francisquito Creek.</p> <p>For any construction that takes place within 100 feet of the riparian corridor of San Francisquito Creek:</p> <ul style="list-style-type: none"> The project sponsor shall install exclusionary fencing, such as silt fences, along San Francisquito Creek and around all construction areas that are within 100 feet of or adjacent to potential California red-legged frog, California tiger salamander, or western pond turtle habitat, which includes San Francisquito Creek and its riparian corridor. Once fencing is in place, it shall be maintained by the project sponsor until completion of construction within or adjacent to the enclosure. Prior to commencement of any earthmoving activities, the project sponsor shall retain a qualified monitoring biologist to train all construction personnel and work crews on the sensitivity and identification of the California red-legged frog, California tiger salamander, and western pond turtle and the penalties for the "take" of these species. In addition, species identification cards shall be provided to all construction personnel. Training sessions shall be conducted for all new employees before they access the Plan area and periodically throughout project construction. 	<p>Buffer areas of at least 100 feet shall be created for the riparian corridor of San Francisquito Creek.</p> <p>Install fencing along San Francisquito Creek and around all construction areas within 100 feet of or adjacent to potential California red-legged frog, California tiger salamander, or western pond turtle habitat.</p> <p>Retain a qualified biologist to train all construction personnel.</p>	Prior to issuance of a grading permit and ongoing during construction	Project sponsor(s) Qualified biologist retained by the project sponsor(s)	CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Biological Resources (cont.)					
Impact BIO-6a (cont.)	<ul style="list-style-type: none"> During project construction the qualified monitoring biologist who is familiar with the identification and life history of California red-legged frog, California tiger salamander, and western pond turtle, and with the appropriate agency authorization, shall be designated to periodically inspect onsite compliance with all mitigation measures, consistent with the training sessions. The qualified monitoring biologist shall perform a daily survey of the San Francisquito Creek and its riparian corridor within 100 feet of the project site during initial ground-breaking activities and during the rainy season. During these surveys, the qualified monitoring biologist shall inspect the exclusion fencing for individuals trapped within the fence and determine the need for fence repair. After ground-breaking activities and during the non-rainy season, the qualified monitoring biologist shall continue to perform daily fence surveys and compliance reviews at the project site. If a California red-legged frog or California tiger salamander is identified in the project work area, all work in the immediate area shall cease and the U.S. Fish and Wildlife Service shall be contacted. Work shall not begin again until so authorized by the U.S. Fish and Wildlife Service. 	<p>Inspection of onsite compliance shall be conducted by a qualified monitoring biologist.</p> <p>Retain a qualified monitoring biologist to perform a daily survey of riparian corridors within 100 feet of the project site.</p> <p>Halt all work in the immediate area if a special-status amphibian is identified and contact the U.S. Fish and Wildlife Service.</p>			
Cultural Resources					
Impact CUL-1: The proposed Specific Plan could have a significant impact on historic architectural resources. (Potentially Significant)	<p>Mitigation Measure CUL-1: Site Specific Evaluations and Treatment in Accordance with the Secretary of the Interior's Standards:</p> <p>Site-Specific Evaluations: In order to adequately address the level of potential impacts for an individual project and thereby design appropriate mitigation measures, the City shall require project sponsors to complete site-specific evaluations at the time that individual projects are proposed at or adjacent to buildings that are at least 50 years old.</p> <p>The project sponsor shall be required to complete a site-specific historic resources study performed by a qualified architectural historian meeting the Secretary</p>	A qualified architectural historian shall complete a site-specific historic resources study. For structures found to be historic, specify treating conforming to Secretary of the Interior's standards, as applicable.	Simultaneously with a project application submittal.	Qualified architectural historian retained by the Project sponsor(s).	CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Cultural Resources (cont.)					
<p>Impact CUL-1 (cont.)</p>	<p>of the Interior's Standards for Architecture or Architectural History. At a minimum, the evaluation shall consist of a records search, an intensive-level pedestrian field survey, an evaluation of significance using standard National Register Historic Preservation and California Register Historic Preservation evaluation criteria, and recordation of all identified historic buildings and structures on California Department of Parks and Recreation 523 Site Record forms. The evaluation shall describe the historic context and setting, methods used in the investigation, results of the evaluation, and recommendations for management of identified resources. If federal or state funds are involved, certain agencies, such as the Federal Highway Administration and California Department of Transportation (Caltrans), have specific requirements for inventory areas and documentation format.</p> <p>Treatment in Accordance with the Secretary of the Interior's Standards. Any future proposed project in the Plan Area that would affect previously recorded historic resources, or those identified as a result of site-specific surveys and evaluations, shall conform to the <i>Secretary of the Interior's Standards for the Treatment of Historic Properties and Guidelines for Preserving, Rehabilitating, Restoring, and Reconstructing Historic Buildings</i> (1995). The <i>Standards</i> require the preservation of character defining features which convey a building's historical significance, and offers guidance about appropriate and compatible alterations to such structures.</p>				
<p>Impact CUL-2: The proposed Specific Plan could impact currently unknown archaeological resources. (Potentially Significant)</p>	<p>Mitigation Measure CUL-2a: When specific projects are proposed that involve ground disturbing activity, a site-specific cultural resources study shall be performed by a qualified archaeologist or equivalent cultural resources professional that will include an updated records search, pedestrian survey of the project area, development of a historic context, sensitivity assessment for buried prehistoric and historic-period deposits, and preparation of a technical report that meets federal and state requirements. If historic or</p>	<p>A qualified archeologist shall complete a site-specific cultural resources study.</p> <p>If resources are identified and cannot be avoided, treatment plans will be developed to mitigate impacts to less than significant, as specified.</p>	<p>Simultaneously with a project application submittal.</p>	<p>Qualified archaeologist retained by the project sponsor(s).</p>	<p>CDD</p>

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Cultural Resources (cont.)					
Impact CUL-2 (cont.)	unique resources are identified and cannot be avoided, treatment plans will be developed in consultation with the City and Native American representatives to mitigate potential impacts to less than significant based on either the Secretary of the Interior's Standards described in Mitigation Measure CUL-1 (if the site is historic) or the provisions of Public Resources Code Section 21083.2 (if a unique archaeological site).				
	Mitigation Measure CUL-2b: Should any archaeological artifacts be found during construction, all construction activities within 50 feet shall immediately halt and the City must be notified. A qualified archaeologist shall inspect the findings within 24 hours of the discovery. If the resource is determined to be a historical resource or unique resource, the archaeologist shall prepare a plan to identify, record, report, evaluate, and recover the resources as necessary, which shall be implemented by the developer. Construction within the area of the find shall not recommence until impacts on the historical or unique archaeological resource are mitigated as described in Mitigation Measure CUL-2a above. Additionally, Public Resources Code Section 5097.993 stipulates that a project sponsor must inform project personnel that collection of any Native American artifact is prohibited by law.	If any archaeological artifacts are discovered during demolition/ construction, all ground disturbing activity within 50 feet shall be halted immediately, and the City of Menlo Park Community Development Department shall be notified within 24 hours. A qualified archaeologist shall inspect any archaeological artifacts found during construction and if determined to be a resource shall prepare a plan meeting the specified standards which shall be implemented by the project sponsor(s).	Ongoing during construction.	Qualified archaeologist retained by the project sponsor(s).	CDD
Impact CUL-3: The proposed Specific Plan may adversely affect unidentifiable paleontological resources. (Potentially Significant)	Mitigation Measure CUL-3: Prior to the start of any subsurface excavations that would extend beyond previously disturbed soils, all construction forepersons and field supervisors shall receive training by a qualified professional paleontologist, as defined by the Society of Vertebrate Paleontology (SVP), ¹ who is experienced in teaching non-specialists, to ensure they can recognize fossil materials and will follow proper notification procedures in the event any are uncovered during construction. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified	A qualified paleontologist shall conduct training for all construction personnel and field supervisors. If a fossil is determined to be significant and avoidance is not feasible, the paleontologist will develop and implement an excavation and salvage plan in accordance with SVP standards.	Prior to issuance of grading or building permits that include subsurface excavations and ongoing through subsurface excavation.	Qualified archaeologist retained by the project sponsor(s).	CDD

¹ SVP, 1995.

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Cultural Resources (cont.)					
Impact CUL-3 (cont.)	paleontologist, who will evaluate its significance. Training on paleontological resources will also be provided to all other construction workers, but may involve using a videotape of the initial training and/or written materials rather than in-person training by a paleontologist. If a fossil is determined to be significant and avoidance is not feasible, the paleontologist will develop and implement an excavation and salvage plan in accordance with SVP standards. ²				
Impact CUL-4: Implementation of the Plan may cause disturbance of human remains including those interred outside of formal cemeteries. (Potentially Significant)	<p>Mitigation Measure CUL-4: If human remains are discovered during construction, CEQA Guidelines 15064.5(e)(1) shall be followed, which is as follows:</p> <ul style="list-style-type: none"> • In the event of the accidental discovery or recognition of any human remains in any location other than a dedicated cemetery, the following steps should be taken: <ol style="list-style-type: none"> 1) There shall be no further excavation or disturbance of the site or any nearby area reasonably suspected to overlie adjacent human remains until: <ol style="list-style-type: none"> a) The San Mateo County coroner must be contacted to determine that no investigation of the cause of death is required; and b) If the coroner determines the remains to be Native American: <ol style="list-style-type: none"> 1. The coroner shall contact the Native American Heritage Commission within 24 hours; 2. The Native American Heritage Commission shall identify the person or persons it believes to be the most likely descended from the deceased Native American; 3. The most likely descendent may make recommendations to the landowner or the person responsible for the excavation work, for means of treating or disposing of, with appropriate dignity, the human remains and any associated grave goods as provided in Public Resources Code Section 5097.98; or 	If human remains are discovered during any construction activities, all ground-disturbing activity within the site or any nearby area shall be halted immediately, and the County coroner must be contacted immediately and other specified procedures must be followed as applicable.	On-going during construction	Qualified archeologist retained by the project sponsor(s)	CDD

² SVP, 1996.

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Cultural Resources (cont.)					
Impact CUL-4 (cont.)	2) Where the following conditions occur, the landowner or his authorized representative shall rebury the Native American human remains and associated grave goods with appropriate dignity on the property in a location not subject to further subsurface disturbance. <ul style="list-style-type: none"> a) The Native American Heritage Commission is unable to identify a most likely descendent or the most likely descendent failed to make a recommendation within 48 hours after being notified by the Commission. b) The descendant identified fails to make a recommendation; or c) The landowner or his authorized representative rejects the recommendation of the descendant, and the mediation by the Native American Heritage Commission fails to provide measures acceptable to the landowner. 				
Greenhouse Gases and Climate Change					
Impact GHG-1: The Specific Plan would generate GHG emissions, both directly and indirectly, that would have a significant impact on the environment. (Significant)	Mitigation Measure GHG-1: Implement feasible BAAQMD-identified GHG Mitigation Measures and Proposed City CALGreen Amendments. BAAQMD has identified a menu of over 100 available mitigation measures for the purposes of addressing significant air quality impacts, including GHG impacts that arise from implementation of plans including Specific Plans. Many of the GHG reduction measures are already part of the proposed Specific Plan and discussed in the Project Description. Several BAAQMD identified mitigation measures are not applicable to a Specific Plan as they are correlated to specific elements of a general plan. As an example, Table 4.6-5 presents the mitigation measures contained in the BAAQMD CEQA Guidelines related to Land Use elements and either correlates each to a specific element of the project, explains why it is inapplicable to the proposed project or identifies it as a mitigation measure to be implemented by the proposed project. This method was used in consideration of all BAAQMD identified GHG	For project-specific actions: Implement feasible BAAQMD-identified GHG Mitigation Measures. Measures relating to City policies have been incorporated into Specific Plan or otherwise adopted by City (see explanation below regarding applicable measures).	Simultaneous with project application submittal and/or on-going during construction Adopt as part of Specific Plan; verify project compliance simultaneously with project application.	Project sponsor(s) City Council (Plan adoption) Project sponsor(s)	PW/CDD CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Greenhouse Gases and Climate Change (cont.)					
<p>Impact GHG-1 (cont.)</p>	<p>mitigation measures for plans to develop the following list of available mitigation measures (with BAAQMD-identified category) for the proposed Specific Plan:</p> <ul style="list-style-type: none"> • Facilitate lot consolidation that promotes integrated development with improved pedestrian and vehicular access (Land Use Element: Compact Development). The Specific Plan's increased intensities encourage lot consolidation for developers wishing to maximize efficiencies and new standards and guidelines will result in improved pedestrian (Section E.5) and vehicular (Section E.3.7) access. • Ensure that new development finances the full cost of expanding public infrastructure and services to provide an economic incentive for incremental expansion (Land Use Element: Compact Development). Specific Plan Section E.3.1 describes a process for public benefit negotiation to obtain additional financing for public infrastructure beyond required payments for impact fees such as park dedication and Transportation Fees. • Ensure new construction complies with California Green Building Code Standards and local green building ordinances (Land Use Element: Sustainable Development). The City currently requires compliance with both California Green Building Code Standards and locally-adopted amendments citywide. Standard E.3.8.01 states that all citywide sustainability codes or requirements shall apply to the Plan area, unless the Plan area is explicitly exempted, which it is not. • Provide permitting incentives for energy efficient and solar building projects (Land Use Element: Sustainable Development). Section E.3.8 of the Specific Plan provides specific standards and guidelines for sustainable practices. Section E.3.1 would allow for the consideration of public benefit bonus intensity or height if a project were to exceed the standards stated Section E.3.8. 				

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Greenhouse Gases and Climate Change (cont.)					
<p>Impact GHG-1 (cont.)</p>	<ul style="list-style-type: none"> • Support the use of electric vehicles; where appropriate. Provide electric recharging facilities (Circulation Element: Local Circulation; see also Mitigation Measure GHG-2 below). Mitigation Measure GHG-2a (below) has been incorporated into the Specific Plan. • Allow developers to reach agreements with auto-oriented shopping center owners to use commercial parking lots as park-and-ride lots and multi-modal transfer sites (Circulation Element: Regional Circulation). The intent of the Specific Plan is to preserve and enhance community life, character and vitality through public space improvements, mixed use infill projects sensitive to the small town character of Menlo Park and improved connectivity. Auto oriented shopping centers are not envisioned in the Plan area. • Eliminate [or reduce] parking requirements for new development in the Specific Plan area (Circulation Element: Parking). The Final Specific Plan has been modified to provide for lower parking rates in the station area and station area sphere of influence. • Encourage developers to agree to parking sharing between different land uses (Circulation Element: Parking). This is permitted by existing City policies and reinforced in the Specific Plan through allowed shared parking reductions (Section F.8). • Require developers to provide preferential parking for low emissions and carpool vehicles (Circulation Element: Parking). These are included as strategies that may be included in a Transportation Demand Management (TDM) program (Section F.10). • Minimize impervious surfaces in new development and reuse project in the Specific Plan area (Conservation Element: Water Conservation). Section 4.8, <i>Hydrology and Water Quality</i>, of this EIR includes a discussion of existing grading, drainage and hydrology requirements and Specific Plan guidelines to limit impervious surfaces in the Plan area. 				

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Greenhouse Gases and Climate Change (cont.)					
Impact GHG-1 (cont.)	<ul style="list-style-type: none"> Require fireplaces installed in residential development to be energy efficient in lieu of open hearth. Prohibit the installation of wood burning devices (Conservation Element: Energy Conservation). The City of Menlo Park Municipal Code includes Section 12.52, <i>Wood Burning Appliances</i>, to control the use of wood burning devices. Sealing of HVAC ducts. This is a project level BAAQMD measure that requires the developer to obtain third party HVAC commissioning to ensure proper sealing of ducts and optimal heating and cooling efficiencies. BAAQMD estimated that this measure reduces air conditioning electrical demand by 30 percent. The California Energy commission estimates that air conditioning electrical demand represents approximately 20 percent of total demand for a single family residence and this measure would reduce electrical-related GHG emissions by approximately 100 metric tons/year of CO₂e. The City currently requires testing of heating and cooling ducts for all newly constructed buildings. 				
Impact GHG-2: The Specific Plan could conflict with applicable plans, policies or regulations of an agency with jurisdiction over the Specific Plan adopted for the purpose of reducing the emissions of GHGs. (Significant)	<p>Mitigation Measure GHG-2a: All residential and/or mixed use developments of sufficient size to require LEED certification under the Specific Plan shall install one dedicated electric vehicle/plug-in hybrid electric vehicle recharging station for every 20 residential parking spaces provided. Per the Climate Action Plan the complying applicant could receive incentives, such as streamlined permit processing, fee discounts, or design templates.</p>	Install one dedicated electric vehicle/plug-in hybrid electric vehicle recharging station for every 20 residential parking spaces	Simultaneous with project application submittal	Project sponsor(s)	CDD
	<p>Mitigation Measure GHG-2b: The City could implement a pilot program in the Specific Plan area to require mandatory commercial recycling, either at all buildings or, at a minimum, at newly constructed buildings. Such a program, identified in the AB 32 Scoping Plan and included in the City's Climate Action Plan (CAP) as a measure for future study, could reduce GHG emissions in the Plan area and, if successful, could be implemented citywide.</p>	Consider feasibility of pilot program. If pilot or permanent program implemented, require commercial recycling in applicable projects	Consider feasibility of pilot program as outlined in CAP. If adopted, simultaneous with project application submittal and ongoing.	Feasibility study: PW If adopted: Project sponsors(s)	PW PW

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Hazards and Hazardous Materials					
<p>Impact HAZ-1: Disturbance and release of contaminated soil during demolition and construction phases of the project, or transportation of excavated material, or contaminated groundwater could expose construction workers, the public, or the environment to adverse conditions related to hazardous materials handling. (Potentially Significant)</p>	<p>Mitigation Measure HAZ-1: Prior to issuance of any building permit for sites where ground breaking activities would occur, all proposed development sites shall have a Phase I site assessment performed by a qualified environmental consulting firm in accordance with the industry required standard known as ASTM E 1527-05. The City may waive the requirement for a Phase I site assessment for sites under current and recent regulatory oversight with respect to hazardous materials contamination. If the Phase I assessment shows the potential for hazardous releases, then Phase II site assessments or other appropriate analyses shall be conducted to determine the extent of the contamination and the process for remediation. All proposed development in the Plan area where previous hazardous materials releases have occurred shall require remediation and cleanup to levels established by the overseeing regulatory agency (San Mateo County Environmental Health (SMCEH), Regional Water Quality Control Board (RWQCB) or Department of Toxic Substances Control (DTSC) appropriate for the proposed new use of the site. All proposed groundbreaking activities within areas of identified or suspected contamination shall be conducted according to a site specific health and safety plan, prepared by a licensed professional in accordance with Cal/OHSA regulations (contained in Title 8 of the California Code of Regulations) and approved by SMCEH prior to the commencement of groundbreaking.</p>	<p>Prepare a Phase I site assessment.</p> <p>If assessment shows potential for hazardous releases, then a Phase II site assessment shall be conducted.</p> <p>Remediation shall be conducted according to standards of overseeing regulatory agency where previous hazardous releases have occurred.</p> <p>Groundbreaking activities where there is identified or suspected contamination shall be conducted according to a site-specific health and safety plan.</p>	<p>Prior to issuance of any grading or building permit for sites with groundbreaking activity.</p>	<p>Qualified environmental consulting firm and licensed professionals hired by project sponsor(s)</p>	<p>CDD</p>
<p>Impact HAZ-3: Hazardous materials used on any individual site during construction activities (i.e., fuels, lubricants, solvents) could be released to the environment through improper handling or storage. (Potentially Significant)</p>	<p>Mitigation Measure HAZ-3: All development and redevelopment shall require the use of construction Best Management Practices (BMPs) to control handling of hazardous materials during construction to minimize the potential negative effects from accidental release to groundwater and soils. For projects that disturb less than one acre, a list of BMPs to be implemented shall be part of building specifications and approved of by the City Building Department prior to issuance of a building permit.</p>	<p>Implement best management practices to reduce the release of hazardous materials during construction.</p>	<p>Prior to building permit issuance for sites disturbing less than one acre and on-going during construction for all project sites</p>	<p>Project sponsor(s) and contractor(s)</p>	<p>CDD</p>

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Noise					
<p>Impact NOI-1: Construction activities associated with implementation of the Specific Plan would result in substantial temporary or periodic increases in ambient noise levels in the Specific Plan area above levels existing without the Specific Plan and in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies. (Potentially Significant)</p>	<p>Mitigation Measure NOI-1a: Construction contractors for subsequent development projects within the Specific Plan area shall utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically-attenuating shields or shrouds, etc.) when within 400 feet of sensitive receptor locations. Prior to demolition, grading or building permit issuance, a construction noise control plan that identifies the best available noise control techniques to be implemented, shall be prepared by the construction contractor and submitted to the City for review and approval. The plan shall include, but not be limited to, the following noise control elements:</p> <ul style="list-style-type: none"> • Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler shall achieve lower noise levels from the exhaust by approximately 10 dBA. External jackets on the tools themselves shall be used where feasible in order to achieve a reduction of 5 dBA. Quieter procedures shall be used, such as drills rather than impact equipment, whenever feasible; • Stationary noise sources shall be located as far from adjacent receptors as possible and they shall be muffled and enclosed within temporary sheds, incorporate insulation barriers, or other measures to the extent feasible; and • When construction occurs near residents, affected parties within 400 feet of the construction area shall be notified of the construction schedule prior to demolition, grading or building permit issuance. Notices sent to residents shall include a project hotline where residents would be able to call and issue complaints. A Project Construction Complaint 	<p>A construction noise control plan shall be prepared and submitted to the City for review.</p> <p>Implement noise control techniques to reduce ambient noise levels.</p>	<p>Prior to demolition, grading or building permit issuance</p> <p>Measures shown on plans, construction documents and specification and on-going through construction</p>	<p>Project sponsor(s) and contractor(s)</p> <p>Project sponsor(s) and contractor(s)</p>	<p>CDD</p> <p>CDD</p>

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Noise (cont.)					
Impact NOI-1 (cont.)	<ul style="list-style-type: none"> and Enforcement Manager shall be designated to receive complaints and notify the appropriate City staff of such complaints. Signs shall be posted at the construction site that include permitted construction days and hours, a day and evening contact number for the job site, and day and evening contact numbers, both for the construction contractor and City representative(s), in the event of problems. 				
	<p>Mitigation Measure NOI-1b: Noise Control Measures for Pile Driving: Should pile-driving be necessary for a subsequently proposed development project, the project sponsor would require that the project contractor predrill holes (if feasible based on soils) for piles to the maximum feasible depth to minimize noise and vibration from pile driving. Should pile-driving be necessary for the proposed project, the project sponsor would require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.</p>	If pile-driving is necessary for project, predrill holes to minimize noise and vibration and limit activity to result in the least disturbance to neighboring uses.	Measures shown on plans, construction documents and specifications and on-going during construction	Project sponsor(s) and contractor(s)	CDD
	<p>Mitigation Measure NOI-1c: The City shall condition approval of projects near receptors sensitive to construction noise, such as residences and schools, such that, in the event of a justified complaint regarding construction noise, the City would have the ability to require changes in the construction control noise plan to address complaints.</p>	Condition projects such that if justified complaints from adjacent sensitive receptors are received, City may require changes in construction noise control plan.	Condition shown on plans, construction documents and specifications. When justified complaint received by City.	Project sponsor(s) and contractor(s) for revisions to construction noise control plan.	CDD
Impact NOI-3: The Specific Plan would introduce sensitive receptors to a noise environment with noise levels in excess of standards considered acceptable under the City of Menlo Park Municipal Code. (Potentially Significant)	<p>Mitigation Measure NOI-3: Interior noise exposure within homes proposed for the Specific Plan area shall be assessed by a qualified acoustical engineer to determine if sound rated walls and windows would be required to meet the Title 24 interior noise level standard of 45 dBA, L_{dn}. The results of each study shall be submitted to the City showing conceptual window and wall assemblies with Sound Transmission Class (STC) ratings necessary to achieve the noise reductions for the project to satisfy the interior noise criteria within the noise environment of the Plan area.</p>	Interior noise exposure assessed by qualified acoustical engineer and results submitted to City showing conceptual window and wall assemblies necessary to meet City standards.	Simultaneous with submittal for a building permit.	Project sponsors(s) and contractor(s)	CDD

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Noise (cont.)					
<p>Impact NOI-4: The Specific Plan would expose sensitive receptors to substantial levels of groundborne vibration. (Potentially Significant)</p>	<p>Mitigation Measure NOI-4: Prior to project approval for development within 200 feet of the mainline track, a detailed vibration design study shall be completed by a qualified acoustical engineer to confirm the ground vibration levels and frequency content along the Caltrain tracks and to determine appropriate design to limit interior vibration levels to 75 VdB for residences and 78 VdB for other uses. If required, vibration isolation techniques could include supporting the new building foundations on elastomer pads similar to bridge bearing pads.</p>	<p>A qualified acoustical engineer to complete a vibration design study.</p>	<p>Simultaneous with submittal for a building permit</p>	<p>Qualified acoustical engineer retained by the project sponsor(s)</p>	<p>CDD</p>
<p>Impact NOI-5: Implementation of the Specific Plan, together with anticipated future development in the area in general, would result in a significant increase in noise levels in the area. (Significant)</p>	<p>Mitigation Measures NOI-1 and NOI-3.</p> <p>Mitigation Measure NOI-5: The City should use rubberized asphalt in future paving projects within the Plan area if it determines that it will significantly reduce noise levels and is feasible given cost and durability.</p>	<p>See Mitigation measures NOI-1 and NOI-3.</p> <p>Use rubberized asphalt in future paving projects where feasible and appropriate.</p>	<p>Prior to preceding with repaving projects.</p>	<p>PW and project sponsors, as may be applicable(s)</p>	<p>PW</p>
<p>Impact NOI-6: Anticipated future development of California's High Speed Rail Project would have the potential to expose sensitive receptors within the Specific Plan area to excessive noise levels and groundborne vibration. (Potentially Significant)</p>	<p>Mitigation Measures NOI-3 and NOI-4.</p>	<p>See Mitigation measures NOI-3 and NOI-4.</p>			
Transportation, Circulation and Parking					
<p>Impact TR-1: Traffic from future development in the Plan area would adversely affect operation of area intersections. (Significant)</p>	<p>Mitigation Measure TR-1a: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>University Drive (North) and Santa Cruz Avenue:</i></p> <ul style="list-style-type: none"> • Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted; and • Interconnecting the new signal with the existing signal at the University Drive (South) and Santa Cruz Avenue. 	<p>Payment of fair share funding.</p> <p>Consider adding to TIF to establish fair share in advance of development application.</p>	<p>Prior to issuance of building permit.</p> <p>At next TIF update</p>	<p>Project sponsor(s)</p>	<p>PW/CDD</p>

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Transportation, Circulation and Parking (cont.)					
Impact TR-1 (cont.)	Mitigation Measure TR-1b: The individual project applicant(s) shall contribute fair-share funding towards the following improvement at the intersection of <i>Middlefield Road and Glenwood Avenue/Linden Avenue</i> : <ul style="list-style-type: none"> • Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted. 	Payment of fair share funding. Consider adding to TIF to establish fair share in advance of development application.	Prior to issuance of building permit At next TIF update.	Project sponsor(s) PW	PW/CDD PW
	Mitigation Measure TR-1c: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>Middlefield Road and Willow Road</i> , as identified in the City's TIF program: <ul style="list-style-type: none"> • Adding a second westbound left-turn lane; • Modifying the westbound approach to two left-turn lanes, one through lane, and one right-turn lane; and • Changing the signal phasing on the eastbound and westbound approaches from split phasing (each approach has a separate green phase) to protected left-turn phasing (with left-turn arrows). 	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD
	Mitigation Measure TR-1d: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>Orange Avenue/Santa Cruz Avenue and Avy Avenue/Santa Cruz Avenue</i> : <ul style="list-style-type: none"> • Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted. 	Payment of fair share funding. Consider adding to TIF to establish fair share in advance of development application.	Prior to building permit issuance. At next TIF update	Project sponsor(s) PW	PW/CDD PW
Impact TR-2: Traffic from future development in the Plan area would adversely affect operation of local roadway segments. (Significant)	Mitigation Measure TR-2: New developments within the Specific Plan area, regardless of the amount of new traffic they would generate, are required to have in-place a City-approved Transportation Demand Management (TDM) program prior to project occupancy to mitigate impacts on roadway segments and intersections. TDM programs could include the following measures for site users (taken from the C/CAG CMP), as applicable:	Develop a Transportation Demand Management program.	Prior to project occupancy.	Project Sponsor(s)	PW/CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Transportation, Circulation and Parking (cont.)					
Impact TR-2 (cont.)	<ul style="list-style-type: none"> • Commute alternative information; • Bicycle storage facilities; • Showers and changing rooms; • Pedestrian and bicycle subsidies; • Operating dedicated shuttle service (or buying into a shuttle consortium); • Subsidizing transit tickets; • Preferential parking for carpoolers; • Provide child care services and convenience shopping within new developments; • Van pool programs; • Guaranteed ride home program for those who use alternative modes; • Parking cashout programs and discounts for persons who carpool, vanpool, bicycle or use public transit; • Imposing charges for parking rather than providing free parking; • Providing shuttles for customers and visitors; and/or • Car share programs. 				
Impact TR-7: Cumulative development, along with development in the Plan area, would adversely affect operation of local intersections. (Significant)	<p>Mitigation Measure TR-7a: The project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>El Camino Real and Glenwood Avenue/Valparaiso Avenue</i> included in the City's TIF program:</p> <ul style="list-style-type: none"> • Add a westbound right-turn lane; and • Modifying the westbound approach to a left-turn lane, a through lane, and a right-turn lane. 	Payment of fair share funding.	Prior to building permit issuance.	Project Sponsor(s)	PW/CDD
	<p>Mitigation Measure TR-7b: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>El Camino Real and Menlo Avenue/Ravenswood Avenue</i>:</p> <ul style="list-style-type: none"> • Add a second southbound left-turn lane; 	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency	
Transportation, Circulation and Parking (cont.)						
Impact TR-7 (cont.)	<ul style="list-style-type: none"> Modifying the southbound right-turn lane to a shared through/right-turn lane; Create a southbound receiving lane; Add a third northbound through lane ; Add an eastbound left-turn lane, an eastbound right-turn lane, and modify the eastbound approach to one left-turn lane, two through lanes, and one right-turn lane; and Change the signal phasing on the eastbound and westbound approaches from split phasing to protected left-turn phasing. <p>All of the above measures are included in the City's TIF program except the addition of the third northbound through lane which has been identified as mitigation for other pending development projects in the city.</p>					
	<p>Mitigation Measure TR-7c: The individual project applicant(s) shall contribute fair-share funding towards the following improvement at the intersection of <i>Laurel Street and Ravenswood Avenue</i> identified in the City's TIF program:</p> <ul style="list-style-type: none"> Add an eastbound right-turn lane. 	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD	
	<p>Mitigation Measure TR-7d: Implement Mitigation Measure TR-1a (contribute fair-share funding towards signalization of the intersection of <i>University Drive (North) and Santa Cruz Avenue</i> [when investigation of the full set of traffic signal warrants indicate that signalization is warranted] and interconnection of the new signal with the existing signal at the University Drive (South) and Santa Cruz Avenue).</p>	See Mitigation Measure TR-1a.				
	<p>Mitigation Measure TR-7e: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>Middlefield Road and Marsh Road</i>:</p> <ul style="list-style-type: none"> Add a second westbound left-turn lane; and Provide a second receiving lane on the southern leg of the intersection. 	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD	

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MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Transportation, Circulation and Parking (cont.)					
Impact TR-7 (cont.)	Mitigation Measure TR-7f: Implement Mitigation Measure TR-1b (contribute fair-share funding towards signalization of the intersection of <i>Middlefield Road and Glenwood Avenue/Linden Avenue</i> [when investigation of the full set of traffic signal warrants indicate that signalization is warranted]).	See Mitigation Measure TR-1b.			
	Mitigation Measure TR-7g: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>Middlefield Road and Ravenswood Avenue</i> , as identified in the City's TIF program: <ul style="list-style-type: none">• Add a southbound right-turn lane; and• Modify the approach to a through lane and a right-turn lane.	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD
	Mitigation Measure TR-7h: The individual project applicant(s) shall contribute fair-share funding towards the following improvement at the intersection of <i>Middlefield Road and Linfield Drive</i> : <ul style="list-style-type: none">• Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted.	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD
	Mitigation Measure TR-7i.1: Implement Mitigation Measure TR-1c (contribute fair-share funding towards adding a second westbound left-turn lane; modifying the westbound approach to two left-turn lanes, one through lane, and one right-turn lane; and changing the signal phasing on the eastbound and westbound approaches from split phasing to protected left-turn phasing at the intersection of <i>Middlefield Road and Willow Road</i> , as identified in the City's TIF program).	See Mitigation Measure TR-1c.			
	Mitigation Measure TR-7i.2: In addition to Mitigation Measure TR-1c, the individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>Middlefield Road and Willow Road</i> , as identified in the City's TIF program: <ul style="list-style-type: none">• Add a second southbound left-turn lane;	See Mitigation Measure TR-1c. Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD

PW = Public Works – Engineering & Transportation
BAAQMD = Bay Area Air Quality Management District

RWQCB = Regional Water Quality Control Board
Caltrans = California Department of Transportation

CDD = Community Development Planning & Building Divisions
SMCHS = San Mateo County Health System, Groundwater Protection Program

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency	
Transportation, Circulation and Parking (cont.)						
Impact TR-7 (cont.)	<ul style="list-style-type: none"> Modify the southbound approach to two left-turn lanes, one through lane, and one through/right-turn lane; and Change the signal phasing on the northbound and southbound approaches from split phasing to protected left-turn phasing. 					
	<p>Mitigation Measure TR-7j: The individual project applicant(s) shall contribute fair-share funding towards the following improvement at the intersection of Coleman Avenue and Willow Road:</p> <ul style="list-style-type: none"> Restripe the southbound approach to one left-turn lane and one through/right-turn lane. 	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD	
	<p>Mitigation Measure TR-7k: The individual project applicant(s) shall contribute fair-share funding towards the following improvement at the intersection of Durham Street and Willow Road:</p> <ul style="list-style-type: none"> Add a southbound left-turn lane. 	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD	
	<p>Mitigation Measure TR-7l: The individual project applicant(s) shall contribute fair-share funding towards the following improvement at the intersection of Bay Road and Willow Road:</p> <ul style="list-style-type: none"> Add a second southbound left-turn lane. 	Payment of fair share funding	Prior to building permit issuance.	Project sponsor(s)	PW/CDD	
	<p>Mitigation Measure TR-7m: Implement Mitigation Measure TR-1d (contribute fair-share funding towards signalization of the intersection of <i>Orange Avenue/Santa Cruz Avenue and Avy Avenue/Santa Cruz Avenue</i>, when investigation of the full set of traffic signal warrants indicate that signalization is warranted).</p>	See Mitigation Measure TR-1d.				
	<p>Mitigation Measure TR-7n: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of <i>El Camino Real and Middle Avenue</i>:</p> <ul style="list-style-type: none"> Add a second northbound left-turn lane; Add a westbound receiving lane; <p>These improvements are identified in the City's TIF program.</p>	Payment of fair share funding.	Prior to building permit issuance.	Project sponsor(s)	PW/CDD	

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RWQCB = Regional Water Quality Control Board
Caltrans = California Department of Transportation

CDD = Community Development Planning & Building Divisions
SMCHS = San Mateo County Health System, Groundwater Protection Program

MITIGATION MONITORING AND REPORTING PROGRAM (continued)

Impact	Mitigation Measure	Monitoring / Reporting Action	Timing	Implementing Party	Monitoring Agency
Transportation, Circulation and Parking (cont.)					
Impact TR-8: Cumulative development, along with development in the Plan area would adversely affect operation of local roadway segments. (Significant)	Mitigation Measure TR-8: Implement TR-2 (TDM Program).	See Mitigation Measure TR-2.			

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

**FINDINGS REQUIRED UNDER
THE CALIFORNIA ENVIRONMENTAL QUALITY ACT
FOR THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN - *DRAFT*
(Public Resources Code, section 21000 et. seq.)**

I. INTRODUCTION

The El Camino Real and Downtown Specific Plan (“Specific Plan”, “Plan” or “Project”) establishes a framework for private and public improvements on El Camino Real, in the Caltrain station area and in Downtown Menlo Park for the next several decades. The Plan’s focus is on the location and character of streetscape and public space improvements; the character and intensity of infill commercial and residential development; and the circulation pattern (vehicular, pedestrian, bicycle and transit) and parking strategy to support businesses and overall vitality, and enhance east-west connectivity. The Specific Plan includes standards and guidelines for public and private enhancements to the area, and it offers strategies for financing and implementing public improvements.

The Specific Plan:

- Encourages infill development of vacant and underutilized lots along El Camino Real through increased intensities, coupled with strict building modulations on ground-floors and upper floors that both attenuate the mass and scale of buildings and create wider public sidewalks;
- Retains the existing village character downtown by keeping buildings low and requiring varied building massing, including upper level 45-degree building profiles;
- Increases downtown activity, foot traffic and transit use through enhanced public spaces, mixed use infill projects (including residential uses) and higher intensities of development near the commuter rail station;
- Enhances community life through an integrated network of widened sidewalks, promenades, pocket parks and public gathering spaces; and
- Enhances connectivity through sidewalk and crosswalk improvements, new bicycle facilities, and new access across the railroad tracks through grade-separated pedestrian and bicycle connections, while accommodating north-south vehicular travel.

The Specific Plan establishes the maximum allowable development as 474,000 square feet of non-residential uses, including retail, office and hotel, and 680 residential dwelling units. Chapter 3 of the Final Environmental Impact Report ("FEIR" or "Final EIR") describes the Specific Plan in detail.

The Specific Plan requires the following approvals:

- **General Plan Text and Map Amendment.** A General Plan text amendment is required in order to replace the existing land use designation of El Camino Real Professional/Retail Commercial and associated intensity standards with a new designation of *El Camino Real/Downtown Specific Plan* and the policies, standards and guidelines of the Specific Plan. The proposed General Plan amendment would establish new maximum base and public benefit bonus development intensities. The General Plan Land Use Map would be amended to change the land use designation of the Plan area to *El Camino Real/Downtown Specific Plan*.
- **Adoption of Specific Plan.** Adoption of the Specific Plan would establish a new framework for public and private improvements in the Plan area, as further described in the Final EIR and in the Specific Plan.
- **Zoning Ordinance Amendment ("ZOA").** A new zoning designation of *Specific Plan – El Camino Real/Downtown (SP-ECR/D)* would be created requiring consistency with Specific Plan policies. The Specific Plan itself establishes distinct zoning districts for the Plan area along with policies, standards and guidelines for future public and private development projects.
- **Rezoning of the Specific Plan Area.** The Specific Plan requires the rezoning of the Plan area to *SP-ECR/D* to replace the existing zoning districts located in the Plan area.

II. PROJECT OBJECTIVES

The City Council has determined that the Project has been designed to meet the following objectives:

Vision Plan Goals

- Maintain a village character unique to Menlo Park.
- Provide greater east-west town-wide connectivity.
- Improve circulation and streetscape conditions on El Camino Real.
- Ensure that El Camino Real development is sensitive to and compatible with adjacent neighborhoods.
- Revitalize underutilized parcels and buildings.
- Activate the train station area.
- Protect and enhance pedestrian amenities on Santa Cruz Avenue.

- Expand shopping, dining and neighborhood services to ensure a vibrant downtown.
- Provide residential opportunities in the Vision Plan area.
- Provide plaza and park spaces.
- Provide an integrated, safe, and well-designed pedestrian and bicycle network.
- Develop parking strategies and facilities that meet the commercial and residential needs of the community.

Specific Plan Guiding Principles

- Generate Vibrancy;
- Strengthen the Public Realm;
- Sustain Menlo Park's Village Character;
- Enhance Connectivity; and
- Promote Healthy Living and Sustainability.

III. GENERAL FINDINGS AND OVERVIEW

A. Procedural Background

California Environmental Quality Act ("CEQA") Guidelines require preparation of an EIR when a lead agency determines that there is evidence that a plan or project may have a significant effect on the environment. The City decided to prepare an EIR for the Specific Plan pursuant to state and local guidelines for implementing CEQA. The City elected not to prepare an Initial Study Checklist in favor of preparing a program-level EIR as permitted in Section 15060(d) of the CEQA Guidelines.

On December 8, 2009, the City circulated a Notice of Preparation ("NOP") for 30 calendar days to help identify the type of impacts that could result from the Specific Plan, as well as potential areas of controversy. The NOP was mailed to public agencies (including the State Clearinghouse), organizations, and individuals likely to be interested in the Specific Plan and its potential impacts, including those who requested to receive notices on the Plan. In addition, the NOP was posted on the City's website. A public scoping meeting was held on December 15, 2009. Comments received by the City on the NOP and at the public scoping meeting were considered during preparation of the Draft EIR.

The Draft EIR was made available for public and agency review on May 5, 2011. Copies of the Notice of Availability ("NOA") of the Draft EIR were mailed to public agencies (including the State Clearinghouse (SCH #2009122048)), organizations, and individuals likely to be interested in the Specific Plan and its potential impacts, including those who requested to receive notices about the Plan. In addition, copies of the Draft EIR were distributed to public agencies (including the State Clearinghouse). Copies of the Draft EIR were made available at the Community Development Department, at the Menlo Park Library, and on the City's website.

A public comment session on the Draft EIR was held before the Planning Commission on June 6, 2011. The CEQA-mandated 45-day public comment period for the Draft EIR ended on June 20, 2011. All comments on the Draft EIR concerning environmental issues received during the public comment period were evaluated and responded to in writing by the City as the Lead Agency in accordance with Section 15088 of the CEQA Guidelines.

The comments on the Draft EIR, changes to the Draft EIR, and the written responses were incorporated into a Final EIR including Chapter 8, *Commenters on the Draft EIR*, Chapter 9, *Master Responses to Recurring Comments*, Chapter 10, *Responses to Written Comments Received on the Draft EIR*, and Chapter 11, *Responses to Comments Made at the Public Hearing on the Draft EIR*, that was published on April 19, 2012. Copies of the Final EIR were made available at the Community Development Department, on the City's website, and at the Menlo Park Library.

A duly and properly noticed public hearing was scheduled before the Planning Commission of the City of Menlo Park on April 30, 2012, and all persons interested and expressing a desire to comment were heard. The Planning Commission, having fully reviewed, considered and evaluated all the testimony and evidence submitted, voted affirmatively to recommend to the City Council to find that the Final EIR was prepared in compliance with CEQA and to recommend that findings be made as required by CEQA.

A duly and properly noticed public hearing was scheduled before the City Council of the City of Menlo Park on June 5, 2012, and all persons interested and expressing a desire to comment were heard.

B. Record of Proceedings and Custodian of Record

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

- (a) The NOP, comments received on the NOP or at the scoping meeting, and all other public notices issued by the City in conjunction with the Plan;
- (b) The Draft El Camino Real/Downtown Specific Plan released for public review in April 2010 and the revised Draft El Camino Real/Downtown Specific Plan released on April 19, 2012;
- (c) The Draft EIR for the Project (May, 2011), appendices to the EIR, and technical materials cited in the document;
- (d) All comments submitted by agencies or members of the public during the public comment period on the Draft EIR;
- (e) The Final EIR for the Plan, including comments received on the Draft EIR, responses to those comments, text revisions to the Draft EIR, the technical appendices, and technical materials cited in the document, as well as all comments

and staff responses entered into the record orally or in writing between April 19, 2012 and June 5, 2012;

- (f) The Mitigation Monitoring and Reporting Program for the Plan;
- (g) All reports, studies, memoranda, maps, staff reports, or other planning documents related to the Plan 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 Plan;
- (h) All documents submitted to the City (including the Planning Commission and City Council) by other public agencies or members of the public in connection with the Plan, up through the close of the public hearing on June 5, 2012;
- (i) Any minutes and/or verbatim transcripts of all information sessions, public meetings, and public hearings held by the City in connection with the Plan;
- (j) All matters of common knowledge to the Commission and Council, including, but not limited to:
 - (i) The Menlo Park General Plan and other applicable policies;
 - (ii) The Menlo Park Zoning Ordinance and other applicable ordinances;
 - (iii) Information regarding the City's fiscal status; and
 - (iv) Applicable City policies and regulations; and
- (k) Any other materials required for the record of proceedings by Public Resources Code 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, CA 94025. The custodian of these documents is the Community Development Director or his/her designee.

C. Findings Are Determinative

These City of Menlo Park findings required under CEQA for the Specific Plan ("Findings") are the City's findings under CEQA (Pub. Resources Code, §21000 et seq.) and *CEQA Guidelines* (Cal. Code of Regulations, Title 14, §15000 et seq.) relating to the Plan. The Findings provide the written analysis and conclusions of the Council regarding the Plan's environmental impacts, mitigation measures and project alternatives that, in the Council's view, justify approval of the Plan. All mitigation measures listed below in this Findings document are included in a Mitigation Monitoring and Reporting Program ("MMRP").

In certifying the Final EIR, the City Council recognizes that there may be differences in and among the different sources of information and opinions offered in the documents

and testimony that make up the EIR and the administrative record; that experts disagree; and that the City Council must base its decision and these findings on the substantial evidence in the record that it finds most compelling. Therefore, by these findings, the City Council ratifies, clarifies, and/or makes insignificant modifications to the EIR and resolves that these findings shall control and are determinative of the significant impacts of the Project.

The mitigation measures proposed in the EIR have been adopted and included in the MMRP, substantially in the form proposed in the EIR, with such clarifications and non-substantive modifications as the City Council has deemed appropriate to implement the mitigation measures. The MMRP is expressly incorporated into the Project.

The findings and determinations in this Exhibit B are to be considered as an integrated whole and, whether or not any subdivision of this Exhibit B fails to cross-reference or incorporate by reference any other subdivision of this Exhibit B, any finding or determination required or permitted to be made shall be deemed made if it appears in any portion of this document. All of the text included in this document constitutes findings and determinations, whether or not any particular caption sentence or clause includes a statement to that effect.

Each finding in this Exhibit B is based on the entire record. The omission of any relevant fact from the summary discussions below is not an indication that a particular finding is not based in part on the omitted fact.

Many of the mitigation measures identified in this Exhibit B may have the effect of mitigating multiple impacts (e.g., conditions imposed primarily to mitigate traffic impacts may also secondarily mitigate air quality impacts, etc.). The City Council has not attempted to exhaustively cross-reference all potential impacts mitigated by a particular mitigation measure; however, any failure to cross-reference shall not be construed as a limitation on the potential scope or effect of any such mitigation measure.

IV. FINDINGS AND RECOMMENDATIONS REGARDING SIGNIFICANT AND UNAVOIDABLE IMPACTS

A. AIR QUALITY

Impact AIR-1: Implementation of the Specific Plan would result in increased long-term emissions of criteria pollutants associated with construction activities that could contribute substantially to an air quality violation. (Further described on pages 4.2-12 – 4.2-13 of the FEIR.)

Mitigation Measure AIR-1a: During construction of individual projects under the Specific Plan, project applicants shall require the construction contractor(s) to implement the following measures required as part of Bay Area Air Quality Management District's (BAAQMD) basic dust control procedures required for

construction sites. For projects for which construction emissions exceed one or more of the applicable BAAQMD thresholds, additional measures shall be required as indicated in the list following the Basic Controls.

Basic Controls that Apply to All Construction Sites

1. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.
2. All haul trucks transporting soil, sand, or other loose material off-site shall be covered.
3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
4. All vehicle speeds on unpaved roads shall be limited to 15 mph.
5. All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.
6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.
7. All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.
8. Post a publicly visible sign with the telephone number and person to contact at the Lead Agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. The BAAQMD's phone number shall also be visible to ensure compliance with applicable regulations.

Additional Measures for Development Projects that Exceed Significance Criteria

1. All exposed surfaces shall be watered at a frequency adequate to maintain minimum soil moisture of 12 percent. Moisture content can be verified by lab samples or moisture probe.
2. All excavation, grading, and/or demolition activities shall be suspended when average wind speeds exceed 20 mph.
3. Wind breaks (e.g., trees, fences) shall be installed on the windward side(s) of actively disturbed areas of construction. Wind breaks should have at maximum 50 percent air porosity.

4. Vegetative ground cover (e.g., fast-germinating native grass seed) shall be planted in disturbed areas as soon as possible and watered appropriately until vegetation is established.
5. The simultaneous occurrence of excavation, grading, and ground-disturbing construction activities on the same area at any one time shall be limited. Activities shall be phased to reduce the amount of disturbed surfaces at any one time.
6. All trucks and equipment, including their tires, shall be washed off prior to leaving the site.
7. Site accesses to a distance of 100 feet from the paved road shall be treated with a 6- to 12-inch compacted layer of wood chips, mulch, or gravel.
8. Sandbags or other erosion control measures shall be installed to prevent silt runoff to public roadways from sites with a slope greater than one percent.
9. Minimizing the idling time of diesel powered construction equipment to two minutes.
10. The project shall develop a plan demonstrating that the off-road equipment (more than 50 horsepower) to be used in the construction project (i.e., owned, leased, and subcontractor vehicles) would achieve a project wide fleet-average 20 percent nitrogen oxides reduction and 45 percent particulate matter reduction compared to the most recent ARB fleet average. Acceptable options for reducing emissions include the use of late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available.
11. Use low volatile organic compound (VOC) (i.e., reactive organic gases) coatings beyond the local requirements (i.e., Regulation 8, Rule 3: Architectural Coatings).
12. Requiring that all construction equipment, diesel trucks, and generators be equipped with Best Available Control Technology for emission reductions of nitrogen oxides and particulate matter.
13. Requiring all contractors use equipment that meets the California Air Resources Board's most recent certification standard for off-road heavy duty diesel engines.

Mitigation Measure AIR-1b: Each applicant for development projects to be implemented under the Specific Plan for projects that exceed the BAAQMD screening criteria shall develop an Exhaust Emissions Control Plan outlining how construction exhaust emissions will be controlled during construction activities. These plans shall be submitted to the City for review and approval and shall be distributed to all employees and construction contractors prior to commencement of construction activities. The plan shall describe all feasible control measures that will be implemented during construction activities. Feasible control measures may include, but not be limited to, those identified in Mitigation Measure AIR-1a.

Mitigation Measures AIR-1a and AIR-1b have been incorporated into the MMRP.

Findings. Based upon the Final EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. Although all of the mitigation measures included in Impact AIR-1, as recommended by the Bay Area Air Quality Management District, have been incorporated into the MMRP, it is possible that one or more larger subsequent development projects would result in a significant, unavoidable impact with respect to emissions during construction.
2. Remaining Impacts: As a conservative analysis, because a large development project could result in a significant impact on air quality due to criteria pollutant emissions from construction equipment exhaust, this impact is considered to remain significant and unavoidable.
3. Finding. Because the possibility of a large development project that could result in a significant impact cannot be eliminated, no alternative (including the No Project alternative) or mitigation measure has been identified that would reduce this impact to a level of insignificance, and mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3)).

Impact AIR-2: Implementation of the Specific Plan would result in increased long-term emissions of criteria pollutants from increased vehicle traffic and on-site area sources that would contribute substantially to an air quality violation. (Further described on Pages 4.2-16 – 4.2-17 of the FEIR.)

Mitigation Measure AIR-2: Individual project applicants shall implement Mitigation Measure TR-2, which identifies Transportation Demand Management (TDM) strategies suitable for implementation by individual project applicants.

Mitigation Measure AIR-2 has been incorporated into the MMRP.

Findings. Based upon the Final EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. As the Transportation Demand Management (“TDM”) strategies included in Mitigation Measure AIR-2/TR-2 represent the majority of available measures with which to reduce vehicle miles traveled (“VMT”), no further mitigation measures are available that

could reduce the impact to less than significant. Additionally, the precise effectiveness of a TDM program cannot be guaranteed.

2. *Remaining Impacts*: The impacts to air quality associated with criteria pollutant emissions from increased vehicle traffic and on-site area sources would remain significant and unavoidable.
3. *Finding*: No alternative (including the No Project alternative) or additional mitigation measure has been identified that would reduce this impact to a level of insignificance, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3)).

B. GREENHOUSE GASES AND CLIMATE CHANGE (“GHG”)

Impact GHG-1: The Specific Plan would generate GHG emissions, both directly and indirectly, that would have a significant impact on the environment. (Further described on Pages 4.6-17 to 4.6-19 of the FEIR.)

Mitigation Measure GHG-1: Implement feasible Bay Area Air Quality Management District (“BAAQMD”) identified GHG Mitigation Measures and City local amendments to the California Green Building Code (“CALGreen”). Many of the GHG reduction measures identified by the BAAQMD are already part of the proposed Specific Plan and discussed in Chapter 3, *Project Description* of the EIR. Several BAAQMD identified mitigation measures are not applicable to a Specific Plan as they are correlated to specific elements of a general plan. The following list of available mitigation measures (with BAAQMD-identified category) is applicable to the Specific Plan:

- Facilitate lot consolidation that promotes integrated development with improved pedestrian and vehicular access (Land Use Element: Compact Development). *The Specific Plan’s increased intensities encourage lot consolidation for developers wishing to maximize efficiencies and new standards and guidelines will result in improved pedestrian (Section E.5) and vehicular (Section E.3.7) access.*
- Ensure that new development finances the full cost of expanding public infrastructure and services to provide an economic incentive for incremental expansion (Land Use Element: Compact Development). *Specific Plan Section E.3.1 describes a process for public benefit negotiations to obtain additional financing for public infrastructure beyond required payments for impact fees such as park dedication and Transportation Improvement Fees.*
- Ensure new construction complies with CALGreen and local green building ordinances (Land Use Element: Sustainable Development). *The City currently requires compliance with both CALGreen and locally-adopted amendments citywide. Standard E.3.8.01 states that all citywide sustainability codes or requirements shall apply to the Plan area, unless the Plan area is explicitly exempted, which it is not.*

- Provide permitting incentives for energy efficient and solar building projects (Land Use Element: Sustainable Development). *Section E.3.8 of the Specific Plan provides specific standards and guidelines for sustainable practices. Section E.3.1 would allow for the consideration of public benefit bonus intensity or height if a project were to exceed the standards stated in Section E.3.8.*
- Support the use of electric vehicles; where appropriate. Provide electric recharging facilities (Circulation Element: Local Circulation; see also Mitigation Measure GHG-2 below). *Mitigation Measure GHG-2a (below) has been incorporated into the Specific Plan.*
- Allow developers to reach agreements with auto oriented shopping center owners to use commercial parking lots as park and ride lots and multi-modal transfer sites (Circulation Element: Regional Circulation). *The intent of the Specific Plan is to preserve and enhance community life, character and vitality through public space improvements, mixed use infill projects sensitive to the small town character of Menlo Park and improved connectivity. Auto oriented shopping centers are not envisioned in the Plan area.*
- Eliminate [or reduce] parking requirements for new development in the Specific Plan area (Circulation Element: Parking). *The Final Specific Plan has been modified to provide for lower parking rates in the station area and station area sphere of influence.*
- Encourage developers to agree to parking sharing between different land uses (Circulation Element: Parking). *This is permitted by existing City policies and reinforced in the Specific Plan through allowed shared parking reductions (Section F.8).*
- Require developers to provide preferential parking for low emissions and carpool vehicles (Circulation Element: Parking). *These are included as strategies that may be included in a Transportation Demand Management (TDM) program (Section F.10).*
- Minimize impervious surfaces in new development and reuse project in the Specific Plan area (Conservation Element: Water Conservation). *Section 4.8, Hydrology and Water Quality of the EIR includes a discussion of existing grading, drainage and hydrology requirements and Specific Plan guidelines to limit impervious surfaces in the Plan area.*
- Require fireplaces installed in residential development to be energy efficient in lieu of open hearth. Prohibit the installation of wood burning devices (Conservation Element: Energy Conservation). *The City of Menlo Park Municipal Code includes Section 12.52, Wood Burning Appliances, to control the use of wood burning devices.*
- Sealing of HVAC ducts. This is a project level BAAQMD measure that requires the developer to obtain third party HVAC commissioning to ensure proper sealing of ducts and optimal heating and cooling efficiencies. BAAQMD estimated that this measure reduces air conditioning electrical demand by 30 percent. The California Energy commission estimates that air conditioning electrical demand represents approximately 20 percent of total

demand for a single family residence and this measure would reduce electrical-related GHG emissions by approximately 100 metric tons/year of CO₂e. *The City currently requires testing of heating and cooling ducts for all newly constructed buildings.*

Additionally, the City of Menlo Park has implemented its own amendments to CALGreen (California Green Building Standards Code, Title 24, Part 11). These amendments are designed to require a further 15 percent reduction over baseline Title 24 green building standards requirements for all new development in the City, as well as mandatory duct testing (discussed above) and cool roof or equivalent energy savings materials.

Mitigation Measure GHG-1 has been incorporated into the MMRP.

Findings. Based upon the Final EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The above mitigation measures (in particular the CALGreen 15 percent improvement) would reduce GHG emissions to 16,038 metric tons/year of CO₂e within the Specific Plan area as shown in Table 4.6-6 of the EIR. With a service population of 2,894, the per capita emission rate would be 5.5 metric tons per service population per year. This would exceed the BAAQMD adopted threshold of 4.6 metric tons per service population per year. The non-quantifiable mitigation measures would likely reduce this emission rate further, but this effect cannot be calculated, and would likely still be above the threshold. Therefore, GHG emissions under implementation of the Specific Plan with all feasible mitigation would have a significant impact using the methodology and significance criteria of BAAQMD, the air quality regulatory agency with jurisdiction over the Specific Plan area.
2. Remaining Impacts: The Specific Plan would have a significant and unavoidable impact resulting from GHG emissions because the per capita emission rate would exceed the BAAQMD adopted standard.
3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Impact GHG-2: The Specific Plan could conflict with applicable plans, policies or regulations of an agency with jurisdiction over the Specific Plan adopted for the purpose of reducing the emissions of GHGs. (Further described on pages 4.6-24 – 4.6-25 of the FEIR.)

Mitigation Measure GHG-2a: All residential and/or mixed use developments of sufficient size to require LEED certification under the Specific Plan shall install one dedicated electric vehicle/plug-in hybrid electric vehicle recharging station for every 20 residential parking spaces provided. Per Climate Action Plan (CAP) the complying applicant could receive incentives, such as streamlined permit processing, fee discounts, or design templates.

Mitigation Measure GHG-2b: The City could implement a pilot program in the Specific Plan area to require mandatory commercial recycling, either at all buildings or, at a minimum, at newly constructed buildings. Such a program, identified in the AB 32 Scoping Plan and included in the City's CAP as a measure for future study, could reduce GHG emissions in the Plan area and, if successful, could be implemented citywide.

Mitigation Measures GHG-2a and GHG-2b have been incorporated into the MMRP.

Findings. Based upon the Final EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The Specific Plan and MMRP now incorporate all specific measures included in the Menlo Park Climate Action Plan. However, even with adoption of all identified mitigation measures, the Plan would still result in GHG emissions greater than the significance threshold developed by BAAQMD based on AB 32 goals.
2. Remaining Impacts: The Specific Plan would have a significant and unavoidable impact with regard to its conflict with the planning goals of AB 32.
3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

C. NOISE

Impact NO-5: Implementation of the Specific Plan, together with anticipated future development in the area in general, would result in a significant increase in noise levels in the area. (Further discussed on Pages 4.10-17 – 4.10-18 of the FEIR.)

Mitigation Measure NOI-5: The City should use rubberized asphalt in future paving projects within the Plan area if it determines that it will significantly reduce noise levels and is feasible given costs and durability

Mitigation Measure NOI-5 has been incorporated into the MMRP.

Findings. Based upon the Final EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. Rubberized asphalt is typically most effective at noise reduction on high-speed road such as freeways and expressways, because tire noise is a more important component in traffic noise as speeds increase. In addition, while many plan-area roads are within the City's jurisdiction, El Camino real is a Caltrans facility, and the City cannot require utilization of rubberized asphalt or similar quiet pavement materials on this segment. As a result, and because cost, feasibility, and road construction schedules are uncertain, the impact remains significant and unavoidable.
2. Remaining Impacts: The cumulative impact of increased traffic noise on existing sensitive receptors is significant and unavoidable.
3. Finding. No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

D. TRANSPORTATION, CIRCULATION AND PARKING

Impact TR-1: Traffic from future development in the Plan area would adversely affect operation of area intersections. Specifically, traffic associated with the Plan would result in significant traffic impacts at the following intersections under Existing Plus Plan conditions (further discussed on Pages 4.13-40 to 4.13-48 of the FEIR):

- University Drive (North) and Santa Cruz Avenue;
- Middlefield Road and Glenwood/Linden Avenue;
- Middlefield Road and Willow Road; and
- Orange/Santa Cruz Avenue and Avy/Santa Cruz Avenue.

Mitigation Measures TR-1a through TR-1d have all been incorporated into the MMRP.

Mitigation Measure TR-1a: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of University Drive (North) and Santa Cruz Avenue:

- Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted; and
- Interconnecting the new signal with the existing signal at the University Drive (South) and Santa Cruz Avenue intersection.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. With the mitigation, the intersection improves the Level of Service (“LOS”) to LOS C during the a.m. peak hour and the impact would be reduced to a less-than-significant level. The project is not in the City’s Transportation Impact Fee (“TIF”) program, although the TIF program includes several funded signal installations, but with unspecified locations. The City will consider adding the project to a future update of the the TIF, but at the time of Plan adoption a funding source cannot be guaranteed.
2. Remaining Impacts: The Existing Plus Plan impacts to congestion at the foregoing intersection would remain significant and unavoidable because at the time of Plan adoption a funding source cannot be guaranteed.
3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because funding cannot be assured, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-1b: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Middlefield Road and Glenwood/Linden Avenue:

- Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in

the EIR, although not to a level of insignificance. With the mitigation, the intersection improves the LOS to LOS B and LOS C during the a.m. and p.m. peak hours, respectively, and the impact would be reduced to a less-than-significant level. The project is not in the City's TIF program. The City will consider adding the project to a future update of the the TIF, but at the time of Plan adoption a funding source cannot be guaranteed. Additionally, the intersection is under the jurisdiction of the Town of Atherton, therefore the City cannot guarantee its implementation.

2. *Remaining Impacts:* The Existing Plus Plan congestion impacts at the foregoing intersection would remain significant and unavoidable because at the time of Plan adoption a funding source cannot be guaranteed and the intersection is not within the Town's jurisdiction.

3. *Finding:* No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because funding cannot be assured and, because the intersection is under the jurisdiction of the Town of Atherton, the City cannot guarantee its implementation. As a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-1c: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Middlefield Road and Willow Road, as identified in the City's TIF program:

- Adding a second westbound left-turn lane;
- Modifying the westbound approach to two left-turn lanes, one through lane, and one right-turn lane; and
- Changing the signal phasing o the eastbound and westbound approaches from split phasing (each approach has a separate green phase) to protected left-turn phasing(with left-turn arrows).

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. *Effects of Mitigation:* Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The improvements are included in the City's TIF program and would reduce the average intersection delay to an acceptable level. However, the improvements cannot be guaranteed due to the need for right-of-way acquisition, which is currently constrained by the presence of buildings. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure.

2. Remaining Impacts: The Existing Plus Plan congestion impacts at the foregoing intersection would remain significant and unavoidable because the City cannot commit to acquisition of private property.

3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-1d: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Orange/Santa Cruz Avenue and Avy/Santa Cruz Avenue:

- Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. With the mitigation, the intersection improves the LOS to LOS C during the a.m. and p.m. peak hours and the impact would be reduced to a less-than-significant level. The project is not in the City's TIF program. The City will consider adding the project to a future update of the the TIF, but at the time of Plan adoption a funding source cannot be guaranteed.

2. Remaining Impacts: The Existing Plus Plan congestion impacts at the foregoing intersection would remain significant and unavoidable because at the time of Plan adoption a funding source cannot be guaranteed.

3. Finding. Specific economic, legal, social, and other considerations make infeasible the project alternative (No Project) that would reduce this impact to a level of insignificance (14 California Code of Regulations § 15091(a)(3)). Section VI of this Exhibit B describes why the No Project alternative is infeasible.

Impact TR-2: Traffic from future development in the Plan area would adversely affect operation of local roadway segments under Existing Plus Plan conditions. Specifically, traffic associated with the Plan would result in significant traffic impacts at the following roadway segments under Existing Plus Plan conditions (further discussed on Pages 4.13-51 through 4.13-53 of the FEIR):

- Oak Grove Avenue – Middlefield Road to Laurel Street;

- Oak Grove Avenue – Laurel Street to El Camino Real;
- Oak Grove Avenue – El Camino Real to Crane Street;
- Santa Cruz Avenue – Avy/Orange Avneue to Alameda de las Pulgas;
- Menlo Avenue – El Camino Real to Crane Street;
- Ravenswood Avenue – Middlefield Road to Laurel Street
- Ravenswood Avenue – Laurel Street to Alma Street;
- Ravenswood Avenue – Alma Street to El Camino Real; and
- Middlefield Road – Ringwood Avenue to Willow Road.

Mitigation Measure TR-2: New developments within the Specific Plan area, regardless of the amount of new traffic they would generate, are required to have in-place a City-approved Transportation Demand Management (TDM) program prior to project occupancy to mitigate impacts on roadway segments and intersections. TDM programs could include the following measures for site users (taken from the City/County Association of Governments [“C/CAG”] Congestion Management Program [“CMP”]), as applicable:

- Commute alternative information;
- Bicycle storage facilities;
- Showers and changing rooms;
- Pedestrian and bicycle subsidies;
- Operating dedicated shuttle service (or buying into a shuttle consortium);
- Subsidizing transit tickets;
- Preferential parking for carpoolers;
- Provide child care services and convenience shopping within new developments;
- Van pool programs;
- Guaranteed ride home program for those who use alternative modes;
- Parking cash-out programs and discounts for persons who carpool, vanpool, bicycle or use public transit;
- Imposing charges for parking rather than providing free parking;
- Providing shuttles for customers and visitors; and/or
- Car share programs.

Mitigation Measure TR-2 has been incorporated into the MMRP.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. Mitigations for roadway segment impacts would require adding travel lanes and widening roadways throughout Menlo Park, but as the city is built out, there is little opportunity to widen roadways within the available right-of-ways, and any widening would require property acquisition. Due to the number of affected properties and financial implications, roadway segment impacts are significant and unavoidable. Implementation of Mitigation Measure TR-2 would help reduce traffic volumes and minimize the impacts from the Specific Plan, but because the effectiveness of a TDM program cannot be guaranteed, the impacts to roadway segments is considered to be significant and unavoidable.
2. Remaining Impacts: The Existing Plus Plan impacts on the foregoing local roadway segments would remain significant and unavoidable.
3. Findings: (a) Specific economic, legal, social, and other considerations make infeasible the project alternative (No Project) that would reduce the road segment impacts at segments 7, 13, and 16 to a level of insignificance (14 California Code of Regulations § 15091(a)(3)). Section VI of this Exhibit B describes why the No Project alternative is infeasible. (b) No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce the remaining road segment impacts to a level of insignificance, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Impact TR-7: Cumulative development, along with development in the Plan area, would adversely affect operation of local intersections. Specifically, traffic associated with the Plan would result in significant traffic impacts at the following intersections under Existing Plus Plan conditions (further described on Pages 4.13-68 – 4.13-73 of the FEIR):

- El Camino Real and Glenwood/Valparaiso Avenue;
- El Camino Real and Menlo/Ravenswood Avenue;
- El Camino Real and Middle Avenue;
- Laurel Street and Ravenswood Avenue;
- University Drive (north) and Santa Cruz Avenue;
- Middlefield Road and Marsh Road;
- Middlefield Road and Encinal Avenue;

- Middlefield Road and Glenwood/Linden Avenue;
- Middlefield Road and Ravenswood Avenue;
- Middlefield Road and Linfield Drive;
- Middlefield Road and Willow Road;
- Coleman Avenue and Willow Road;
- Durham Street and Willow Road
- Bay Road and Willow Road; and
- Orange/Santa Cruz Avenue and Avy/Santa Cruz Avenue

Mitigation Measures TR-7a through TR-7m have all been incorporated into the MMRP.

Mitigation Measure TR-7a: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of El Camino Real and Glenwood/Valparaiso Avenue included in the City's TIF program:

- Add a westbound right-turn lane; and
- Modify the westbound approach to a left-turn lane, a through lane, and a right-turn lane.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The improvements are included in the City's TIF program and would improve overall vehicular operations of this state-controlled intersection to LOS D in the p.m. peak hour, reducing the cumulative impact to less-than-significant. However, the improvements cannot be guaranteed due to the need for right-of-way acquisition on the north side of Glenwood Avenue. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure. Additionally, the intersection is under the jurisdiction of Caltrans, therefore the City cannot guarantee its implementation.
2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.

3. *Finding:* (a) Specific economic, legal, social, and other considerations make infeasible the project alternative (No Project) that would reduce this impact to a level of insignificance (14 California Code of Regulations § 15091(a)(3)). Section VI of this Exhibit B describes why the No Project alternative is infeasible. (b) Because the intersection is under the jurisdiction of Caltrans, the City cannot guarantee its implementation. As a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7b: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of El Camino Real and Menlo/Ravenswood Avenue:

- Add a second southbound left-turn lane;
- Modify the southbound right-turn lane to a shared through/right-turn lane;
- Create a southbound receiving lane;
- Add a third northbound through lane;
- Add an eastbound left-turn lane, an eastbound right-turn lane, and modify the eastbound approach to one left-turn lane, two through lanes, and one right-turn lane; and
- Change the signal phasing on the eastbound and westbound approaches from split phasing to protected left-turn phasing.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. *Effects of Mitigation:* Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would reduce the increase in average critical movement delay to less than 0.8 seconds thereby reducing this specific impact to less-than significant, however the mitigation would not reduce the average intersection delay to an acceptable level. All modifications are identified in the City's TIF program with the exception of the addition of the third northbound through lane, which has been identified as mitigation for other pending development projects in the city. The improvements cannot be guaranteed due to the need for right-of-way acquisition and removal of on-street parking. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure. Additionally, the intersection is under the jurisdiction of Caltrans, therefore the City cannot guarantee its implementation.

2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.

3. Findings: (a) Because the intersection is under the jurisdiction of Caltrans, the City cannot guarantee its implementation. As a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3)) (b) No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7c: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Laurel Street and Ravenswood Avenue identified in the City's TIF program:

- Add an eastbound right-turn lane.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would improve the p.m. peak hour to LOS D, however the addition of the right-turn lane would require right-of-way acquisition and tree removal along Ravenswood Avenue. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure.

2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.

3. Findings: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7d: Implement Mitigation Measure TR-1a.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. With the mitigation, the intersection improves to LOS C during the a.m. peak hour and the impact would be reduced to a less-than-significant level. The project is not in the City's TIF program, although the TIF program includes several funded signal installations, but with unspecified locations. The City will consider adding the project to a future update of the the TIF, but at the time of Plan adoption a funding source cannot be guaranteed.
2. Remaining Impacts: The Cumulative impacts to congestion at the foregoing intersection would remain significant and unavoidable.
3. Findings: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because funding cannot be assured, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7e: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Middlefield Road and Marsh Road:

- Add a second westbound left-turn lane; and
- Provide a second receiving lane on the southern leg of the intersection.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would improve the intersection to LOS D during the p.m. peak hour. However, the improvements cannot be guaranteed due to a potential need for right-of-way acquisition and tree removal on Middlefield and Marsh Roads. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure. Additionally, the intersection is under the jurisdiction of the Town of Atherton, therefore the City cannot guarantee its implementation.
2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.
3. Findings: (a) Because the intersection is under the jurisdiction of Atherton, the City cannot guarantee its implementation. As a consequence mitigation to a level of insignificance is infeasible. (14 California Code of

Regulations § 15091(a)(3)) (b) No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7f: Implement Mitigation Measure TR-1b.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. With the mitigation, the intersection improves to LOS B and LOS C during the a.m. and p.m. peak hours, respectively, and the impact would be reduced to a less-than-significant level. The project is not in the City's TIF program. The City will consider adding the project to a future update of the the TIF, but at the time of Plan adoption a funding source cannot be guaranteed. Additionally, the intersection is under the jurisdiction of the Town of Atherton, therefore the City cannot guarantee its implementation.
2. Remaining Impacts: The Cumulative congestion impacts at the foregoing intersection would remain significant and unavoidable.
3. Findings: (a) Mitigation Measure TR-7f is within the responsibility and jurisdiction of Atherton and not the City. (14 California Code of Regulations § 15091(a)(2)) The mitigation measure can and should be adopted by Atherton. (b) No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot guarantee a funding source, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3)).

Mitigation Measure TR-7g: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Middlefield Road and Ravenswood Avenue , as identified in the City's TIF program:

- Add a southbound right-turn lane; and
- Modify the approach to a through lane and a right-turn lane.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would improve the intersection to LOS D during the a.m. and p.m. peak hours. However, the improvements cannot be guaranteed due to a potential need for right-of-way acquisition and tree removal on Ravenswood Avenue. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure.
2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.
3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7h: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Middlefield Road and Linfield Drive:

- Signalization when investigation of the full set of traffic signal warrants indicate that signalization is warranted.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would improve the intersection to LOS B in the a.m. peak hour and to LOS C during the p.m. peak hour, reducing the cumulative impact to less-than-significant. However, the project is not in the City's TIF program. The City will consider adding the project to a future update of the the TIF, but at the time of Plan adoption a funding source cannot be guaranteed.
2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.
3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot guarantee a funding source, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7i.1: Implement Mitigation Measure TR-1c.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The improvements are included in the City's TIF program and would reduce the average intersection delay to an acceptable level. However, the improvements cannot be guaranteed due to the need for right-of-way acquisition, which is currently constrained by the presence of buildings. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure.
2. Remaining Impacts: The Cumulative congestion impacts at the foregoing intersection would remain significant and unavoidable.
3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7i.2: In addition to Mitigation Measure TR-1c, the individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Middlefield Road and Willow Road, as identified in the City's TIF program:

- Add a second southbound left-turn lane;
- Modify the southbound approach to two left-turn lanes, one through lane, and one through/right-turn lane; and
- Change the signal phasing on the northbound and southbound approaches from split phasing to protected left-turn phasing.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would reduce the intersection delay to an acceptable level. However, the improvements cannot be guaranteed due to a potential need for right-of-way acquisition for the left-turn lanes. The City cannot commit to acquisition of private property unless it

undertakes procedures and public hearings required by the Code of Civil Procedure.

2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.

3. Finding: No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7k: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Durham Street and Willow Road:

- Add a southbound left-turn lane

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would reduce the increase in average critical movement delay to less than 0.8 seconds thereby reducing this specific impact to less-than significant, however the mitigation would not reduce the average intersection delay to an acceptable level. The improvement cannot be guaranteed due to a potential need for right-of-way and tree removal along the Veteran's Administration Hospital driveway, which is not under the control of the City. In addition, The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure.

2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.

3. Findings: (a) Because portions of the right-of-way are under the jurisdiction of the Veterans Administration, the City cannot guarantee its implementation. As a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3)) (b) No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and does not have the authority to acquire federal land through eminent domain. As a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Mitigation Measure TR-7l: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of Bay Road and Willow Road:

- Add a second southbound left-turn lane.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would improve the level of service to LOS C during the a.m. peak hour, however the improvement cannot be guaranteed due to a potential need for right-of-way acquisition and tree removal. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure.
2. Remaining Impacts: The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.
3. Finding: Specific economic, legal, social, and other considerations make infeasible the project alternative (No Project) that would reduce this impact to a level of insignificance (14 California Code of Regulations § 15091(a)(3)). Section VI of this Exhibit B describes why the No Project alternative is infeasible.

Mitigation Measure TR-m: Implement Mitigation Measure TR-1d.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. With the mitigation, the intersection improves the level of service to LOS C during the a.m. and p.m. peak hours and the impact would be reduced to a less-than-significant level. The project is not in the City's TIF program. The City will consider adding the project to a future update of the the TIF, but at the time of Plan adoption a funding source cannot be guaranteed.
2. Remaining Impacts: The Cumulative congestion impacts at the foregoing intersection would remain significant and unavoidable.
3. Finding: Specific economic, legal, social, and other considerations make infeasible the project alternative (No Project) that would reduce this impact to a level of insignificance (14 California Code of Regulations § 15091(a)(3)). Section VI of this Exhibit B describes why the No Project alternative is infeasible.

Mitigation Measure TR-7n: The individual project applicant(s) shall contribute fair-share funding towards the following improvements at the intersection of El Camino Real and Middle Avenue, as identified in the City's TIF program:

- Add a second northbound left-turn lane; and
- Add a westbound receiving lane.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. ***Effects of Mitigation:*** Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. The mitigation would improve overall vehicular operations of this state-controlled intersection to LOS D. The westbound receiving lane would require right-of-way acquisition on Middle Avenue. Additionally, the intersection improvements would require coordination with and approval by Caltrans. Because the improvements would require right-of-way acquisition and because the mitigation measure is not in the control of the City to implement, the impact is considered significant and unavoidable. The City cannot commit to acquisition of private property unless it undertakes procedures and public hearings required by the Code of Civil Procedure.
2. ***Remaining Impacts:*** The Cumulative impacts on the foregoing intersection would remain significant and unavoidable.
3. ***Findings:*** (a) Because the intersection is under the jurisdiction of Caltrans, the City cannot guarantee its implementation. As a consequence mitigation to a level of insignificance is infeasible (14 California Code of Regulations § 15091(a)(3)). (b) No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce this impact to a level of insignificance, because the City cannot commit to right-of-way acquisition, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

Impact TR-8: Cumulative development, along with development in the Plan area would adversely affect operations of local roadway segments. Specifically, traffic associated with the Plan would result in significant traffic impacts at the following roadway segments under Cumulative conditions (further described on Pages 4.13-80 of the EIR):

- Oak Grove Avenue – Middlefield Road to Laurel Street;
- Oak Grove Avenue – Laurel Street to El Camino Real;

- Oak Grove Avenue – El Camino Real to Crane Street;
- Santa Cruz Avenue – University Drive to Olive Street;
- Santa Cruz Avenue – Olive Street to Avy/Orange Avenue
- Menlo Avenue – El Camino Real to Crane Street;
- Menlo Avenue – Crane Street to University Drive
- Ravenswood Avenue – Middlefield Road to Laurel Street
- Ravenswood Avenue – Laurel Street to Alma Street;
- Ravenswood Avenue – Alma Street to El Camino Real;
- Middle Avenue – El Camino Real to University Drive;
- University Drive – Oak Grove Avenue to Santa Cruz Avenue;
- University Drive – Santa Cruz Avenue to Menlo Avenue; and
- Middlefield Road – Ringwood Avenue to Willow Road

Mitigation Measure TR-8: Implement Mitigation Measure TR-2. This mitigation measure is included in the MMRP.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: Changes or alterations have been incorporated into the project that lessen the significant environmental effects identified in the EIR, although not to a level of insignificance. Mitigations for roadway segment impacts would require adding travel lanes and widening roadways throughout Menlo Park, but as the city is built out, there is little opportunity to widen roadways within the available right-of-ways, and any widening would require property acquisition. Due to the number of affected properties and financial implications, roadway segment impacts are significant and unavoidable. Implementation of Mitigation Measure TR-2 would help reduce traffic volumes and minimize the impacts from the Specific Plan, but because the effectiveness of a TDM program cannot be guaranteed, the impacts to roadway segments is considered to be significant and unavoidable.
2. Remaining Impacts: The Cumulative impacts on the foregoing local roadway segments would remain significant and unavoidable.

3. *Findings:* (a) Specific economic, legal, social, and other considerations make infeasible the project alternative (No Project) that would reduce the road segment impacts at segments 7 and 16 to a level of insignificance (14 California Code of Regulations § 15091(a)(3)). Section VI of this Exhibit B describes why the No Project alternative is infeasible. (b) No alternative (including the No Project alternative) or additional mitigation measures have been identified that would reduce the remaining road segment impacts to a level of insignificance, and as a consequence mitigation to a level of insignificance is infeasible. (14 California Code of Regulations § 15091(a)(3))

V. FINDINGS FOR SIGNIFICANT IMPACTS AVOIDED OR MITIGATED TO A LESS-THAN-SIGNIFICANT LEVEL

Potentially significant impacts of the Specific Plan are listed below with applicable mitigation measures, all of which are included in the Mitigation Monitoring and Reporting Plan. For each of the impacts listed, the City Council finds that changes or alterations have been required in the Specific Plan, through the adoption of the MMRP, to mitigate or avoid the significant impacts on the environment (14 California Code of Regulations § 15091(a)(1)), as described in this Section V.

A. Air Quality

Impact AIR-5: Implementation of the Specific Plan would locate sensitive receptors in an area of elevated concentration of Toxic Air Contaminants (“TACs”) associated with roadway traffic which may lead to considerable adverse health effects.

Mitigation Measure AIR-5: The Mitigation Monitoring and Reporting Program shall require that all developments that include sensitive receptors such as residential units that would be located within 200 feet of the edge of El Camino Real or within 100 feet of the edge of Ravenswood Avenue, Oak Grove Avenue east of El Camino Real, or Santa Cruz Avenue west of University Avenue shall undergo, prior to project approval, a screening-level health risk analysis to determine if cancer risk, hazard index, and/or Fine Particulate Matter (“PM_{2.5}”) concentration would exceed Bay Area Air Quality Management District (“BAAQMD”) thresholds. If one or more thresholds would be exceeded at the site of the subsequent project, the project (or portion of the project containing sensitive receptors, in the case of a mixed-use project) shall be equipped with filtration systems with a Minimum Efficiency Reporting Value (“MERV”) rating of 14 or higher. The ventilation system shall be designed by an engineer certified by the American Society of Heating, Refrigeration and Air-Conditioning Engineers (“ASHRAE”), who shall provide a written report documenting that the system reduces interior health risks to less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD or the City for health risks. The project sponsor shall present a plan to ensure ongoing maintenance of ventilation and filtration systems and shall ensure

the disclosure to buyers and/or renters regarding the findings of the analysis and inform occupants as to proper use of any installed air filtration. Alternatively, if the project applicant can prove at the time of development that health risks at new residences due to Diesel Particulate Matter (“DPM”) (and other TACs, if applicable) would be less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD for health risks, or that alternative mitigation measures reduce health risks below any other City-adopted threshold of significance, such filtration shall not be required.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated in the Mitigation Monitoring and Reporting Program (“MMRP”) and will avoid or substantially lessen the significant environmental effect as identified in the EIR. According to ASHRAE, Standard 52.2 Test Procedures, filters that fall into the (MERV) rating of 14 or higher reduce DPM levels by approximately 85 percent. If residential units are equipped with filtration systems meeting a MERV 14 rating, with control efficiency of 85 percent or greater, the maximum cancer risks from DPM associated with El Camino Real truck traffic would be reduced to 3.2 in one million; therefore impacts would be less than significant with implementation of the mitigation measure. The City finds that the requirement for a screening level health risk assessment and installation of appropriate filters where necessary are feasible and will reduce the impacts of TACs associated with roadway traffic to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts related to impacts of TACs due to roadway traffic would not be significant.

Impact AIR-6: Implementation of the Specific Plan would locate new sensitive receptors in an area of elevated concentrations of Fine Particulate Matter (“PM_{2.5}”) associated with roadway traffic which may lead to considerable adverse health effects.

Mitigation Measure AIR-6: Implement Mitigation Measure AIR-5.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated in the MMRP and will avoid or substantially lessen the significant environmental effect to below BAAQMD thresholds. The City finds that the requirement for a screening level health risk assessment and installation of appropriate filters where necessary are feasible and will reduce the impacts of PM_{2.5} associated with roadway traffic to a less-than-significant level.

2. Remaining Impacts: Any remaining impacts related to impacts of PM_{2.5} due to roadway traffic would not be significant.

Impact AIR-7: Implementation of the Specific Plan would locate new sensitive receptors to elevated concentrations of TACs associated with Caltrain operations which may lead to considerable adverse health effects.

Mitigation Measure AIR-7: The MMRP shall require that all developments that include sensitive receptors such as residential units that would be located within approximately 1,095 feet of the edge of the Caltrain right-of-way shall undergo, prior to project approval, a screening-level health risk analysis to determine if cancer risk, hazard index, and/or PM_{2.5} concentration would exceed BAAQMD thresholds. If one or more thresholds would be exceeded at the site of the subsequent project, the project (or portion of the project containing sensitive receptors, in the case of a mixed-use project) shall be equipped with filtration systems with a MERV rating of 14 or higher. The ventilation system shall be designed by an engineer certified by ASHRAE, who shall provide a written report documenting that the system reduces interior health risks to less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD or the City for health risks. The project sponsor shall present a plan to ensure ongoing maintenance of ventilation and filtration systems and shall ensure the disclosure to buyers and/or renters regarding the findings of the analysis and inform occupants as to proper use of any installed air filtration. Alternatively, if the project applicant can prove at the time of development that health risks at new residences due to DPM (and other TACs, if applicable) would be less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD for health risks, or that alternative mitigation measures reduce health risks below any other City-adopted threshold of significance, such filtration shall not be required.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated in the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. According to ASHRAE, Standard 52.2 Test Procedures, filters that fall into the MERV rating of 14 or higher reduce DPM levels by approximately 85 percent. If residential units are equipped with filtration systems meeting a MERV 14 rating, with control efficiency of 85 percent or greater, the maximum cancer risks from DPM associated with Caltrain operations would be reduced to 8.7 in one million; therefore impacts would be less than significant with implementation of the mitigation measure. The City finds that the requirement for a screening level health risk assessment and installation of appropriate filters where necessary are feasible and will reduce the impacts of TACs associated with Caltrain operations to a less-than-significant level.

2. *Remaining Impacts:* Any remaining impacts related to impacts of TACs due to Caltrain operations traffic would not be significant.

Impact AIR-10: Implementation of the Specific Plan would locate new sensitive receptors near sources of TACs which may lead to cumulatively considerable adverse health effects.

Mitigation Measure AIR-10: The MMRP shall require that all developments that include sensitive receptors such as residential units that would be located within 1,000 feet around SRI International campus undergo, prior to project approval, a screening-level health risk analysis to determine if cancer risk, hazard index, and/or PM_{2.5} concentration would exceed BAAQMD thresholds. If one or more thresholds would be exceeded at the site of the subsequent project, the project (or portion of the project containing sensitive receptors, in the case of a mixed-use project) shall be equipped with filtration systems with a MERV rating of 14 or higher. The ventilation system shall be designed by an engineer certified by ASHRAE, who shall provide a written report documenting that the system reduces interior health risks to less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD or the City for health risks. The project sponsor shall present a plan to ensure ongoing maintenance of ventilation and filtration systems and shall ensure the disclosure to buyers and/or renters regarding the findings of the analysis and inform occupants as to proper use of any installed air filtration. Alternatively, if the project applicant can prove at the time of development that health risks at new residences due to DPM (and other TACs, if applicable) would be less than 10 in one million, or less than any other threshold of significance adopted by BAAQMD for health risks, or that alternative mitigation measures reduce health risks below any other City-adopted threshold of significance, such filtration shall not be required.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. *Effects of Mitigation:* The mitigation has been incorporated in the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. According to ASHRAE, Standard 52.2 Test Procedures, filters that fall into the MERV rating of 14 or higher reduce DPM levels by approximately 85 percent. If residential units are equipped with filtration systems meeting a MERV 14 rating, with control efficiency of 85 percent or greater, the maximum cancer risks from DPM would be reduced to below BAAQMD thresholds; therefore impacts would be less than significant with implementation of the mitigation measure. The City finds that the requirement for a screening level health risk assessment and installation of appropriate filters where necessary are feasible and will reduce the impacts of TACs to a less-than-significant level.
2. *Remaining Impacts:* Any remaining cumulative impacts related to TACs would not be significant.

B. Biological Resources

Impact BIO 1: The Specific Plan could result in the take of special-status birds or their nests.

Mitigation Measure BIO-1a: Pre-Construction Special-Status Avian Surveys. No more than two weeks in advance of any tree or shrub pruning, removal, or ground-disturbing activity that will commence during the breeding season (February 1 through August 31), a qualified wildlife biologist will conduct pre-construction surveys of all potential special-status bird nesting habitat in the vicinity of the planned activity. Pre-construction surveys are not required for construction activities scheduled to occur during the non-breeding season (August 31 through January 31). Construction activities commencing during the non-breeding season and continuing into the breeding season do not require surveys (as it is assumed that any breeding birds taking up nests would be acclimated to project-related activities already under way). Nests initiated during construction activities would be presumed to be unaffected by the activity, and a buffer zone around such nests would not be necessary. However, a nest initiated during construction cannot be moved or altered.

If pre-construction surveys indicate that no nests of special-status birds are present or that nests are inactive or potential habitat is unoccupied: no further mitigation is required.

If active nests of special-status birds are found during the surveys: implement Mitigation Measure BIO-1b.

Mitigation Measure BIO-1b: Avoidance of active nests. If active nests of special-status birds or other birds are found during surveys, the results of the surveys would be discussed with the California Department of Fish and Game and avoidance procedures will be adopted, if necessary, on a case-by-case basis. In the event that a special-status bird or protected nest is found, construction would be stopped until either the bird leaves the area or avoidance measures are adopted. Avoidance measures can include construction buffer areas (up to several hundred feet in the case of raptors), relocation of birds, or seasonal avoidance. If buffers are created, a no disturbance zone will be created around active nests during the breeding season or until a qualified biologist determines that all young have fledged. The size of the buffer zones and types of construction activities restricted will take into account factors such as the following:

1. Noise and human disturbance levels at the Plan area and the nesting site at the time of the survey and the noise and disturbance expected during the construction activity;
2. Distance and amount of vegetation or other screening between the Plan area and the nest; and

3. Sensitivity of individual nesting species and behaviors of the nesting birds.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. **Effects of Mitigation:** The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the pre-construction surveys and measures for the avoidance of active nests are feasible and will reduce potential impacts to nesting birds to a less-than-significant level.
2. **Remaining Impacts:** Any remaining impacts to nesting birds would not be significant.

Impact BIO-3: Impacts to migratory or breeding special-status birds and other special-status species due to lighting conditions.

Mitigation Measure BIO-3a: Reduce building lighting from exterior sources.

- a. Minimize amount and visual impact of perimeter lighting and façade up-lighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features;
- b. Install motion-sensor lighting, or lighting controlled by timers set to turn off at the earliest practicable hour;
- c. Utilize minimum wattage fixtures to achieve required lighting levels;
- d. Comply with federal aviation safety regulations for large buildings by installing minimum intensity white strobe lighting with a three-second flash interval instead of continuous flood lighting, rotating lights, or red lighting;
- e. Use cutoff shields on streetlight and external lights to prevent upwards lighting.

Mitigation Measure BIO-3b: Reduce building lighting from interior sources.

- a. Dim lights in lobbies, perimeter circulation areas, and atria;
- b. Turn off all unnecessary lighting by 11pm thorough sunrise, especially during peak migration periods (mid-March to early June and late August through late October);
- c. Use gradual or staggered switching to progressively turn on building lights at sunrise.
- d. Utilize automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present;

- e. Encourage the use of localized task lighting to reduce the need for more extensive overhead lighting;
- f. Schedule nightly maintenance to conclude by 11 p.m.;
- g. Educate building users about the dangers of night lighting to birds.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the measures to reduce building lighting from interior and exterior sources are feasible and will reduce potential impacts to migratory or breeding special-status birds and other special status species to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts to migratory or breeding special-status birds and other special-status species would not be significant.

Impact BIO-5: The Specific Plan could result in the take of special-status bat species.

Mitigation Measure BIO-5a: Preconstruction surveys. Potential direct and indirect disturbances to special-status bats will be identified by locating colonies and instituting protective measures prior to construction of any subsequent development project. No more than two weeks in advance of tree removal or structural alterations to buildings with closed areas such as attics, a qualified bat biologist (e.g., a biologist holding a California Department of Fish and Game collection permit and a Memorandum of Understanding with the California Department of Fish and Game allowing the biologist to handle and collect bats) shall conduct pre-construction surveys for potential bats in the vicinity of the planned activity. A qualified biologist will survey buildings and trees (over 12 inches in diameter at 4.5-foot height) scheduled for demolition to assess whether these structures are occupied by bats. No activities that would result in disturbance to active roosts will proceed prior to the completed surveys. If bats are discovered during construction, any and all construction activities that threaten individuals, roosts, or hibernacula will be stopped until surveys can be completed by a qualified bat biologist and proper mitigation measures implemented.

If no active roosts present: no further action is warranted.

If roosts or hibernacula are present: implement Mitigation Measures BIO-5b and 5c.

Mitigation Measure BIO-5b: Avoidance. If any active nursery or maternity roosts or hibernacula of special-status bats are located, the subsequent development project

may be redesigned to avoid impacts. Demolition of that tree or structure will commence after young are flying (i.e., after July 31, confirmed by a qualified bat biologist) or before maternity colonies forms the following year (i.e., prior to March 1). For hibernacula, any subsequent development project shall only commence after bats have left the hibernacula. No-disturbance buffer zones acceptable to the California Department of Fish and Game will be observed during the maternity roost season (March 1 through July 31) and during the winter for hibernacula (October 15 through February 15).

Also, a no-disturbance buffer acceptable in size to the California Department of Fish and Game will be created around any roosts in the Project vicinity (roosts that will not be destroyed by the Project but are within the Plan area) during the breeding season (April 15 through August 15), and around hibernacula during winter (October 15 through February 15). Bat roosts initiated during construction are presumed to be unaffected, and no buffer is necessary. However, the “take” of individuals is prohibited.

Mitigation Measure BIO-5c: Safely evict non-breeding roosts. Non-breeding roosts of special-status bats shall be evicted under the direction of a qualified bat biologist. This will be done by opening the roosting area to allow airflow through the cavity. Demolition will then follow no sooner or later than the following day. There should not be less than one night between initial disturbance with airflow and demolition. This action should allow bats to leave during dark hours, thus increasing their chance of finding new roosts with a minimum of potential predation during daylight. Trees with roosts that need to be removed should first be disturbed at dusk, just prior to removal that same evening, to allow bats to escape during the darker hours. However, the “take” of individuals is prohibited.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the pre-construction surveys and measures for the avoidance of active nursery or maternity roosts or hibernacula of special-status bats, and safe eviction of non-breeding roosts of special-status bats are feasible and will reduce potential impacts to special-status bat species to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts to special-status bat species would not be significant.

Impact BIO-6a: The Specific Plan could result in impacts to special-status amphibians and reptiles; California red-legged frog, California tiger salamander, and western pond turtle.

Mitigation Measure BIO 6a: The following measures shall be implemented to mitigate the effects of the project on special-status amphibians and reptiles:

Staging areas, and all fueling and maintenance of vehicles and other equipment and staging areas shall be at least 100 feet from the riparian corridor of San Francisquito Creek.

For any construction that takes place within 100 feet of the riparian corridor of San Francisquito Creek:

- The project sponsor shall install exclusionary fencing, such as silt fences, along San Francisquito Creek and around all construction areas that are within 100 feet of or adjacent to potential California red-legged frog, California tiger salamander, or western pond turtle habitat, which includes San Francisquito Creek and its riparian corridor. Once fencing is in place, it shall be maintained by the project sponsor until completion of construction within or adjacent to the enclosure.
- Prior to commencement of any earthmoving activities, the project sponsor shall retain a qualified monitoring biologist to train all construction personnel and work crews on the sensitivity and identification of the California red-legged frog, California tiger salamander, and western pond turtle and the penalties for the “take” of these species. In addition, species identification cards shall be provided to all construction personnel. Training sessions shall be conducted for all new employees before they access the Plan area and periodically throughout project construction.
- During project construction the qualified monitoring biologist who is familiar with the identification and life history of California red-legged frog, California tiger salamander, and western pond turtle, and with the appropriate agency authorization, shall be designated to periodically inspect onsite compliance with all mitigation measures, consistent with the training sessions.
- The qualified monitoring biologist shall perform a daily survey of the San Francisquito Creek and its riparian corridor within 100 feet of the project site during initial ground-breaking activities and during the rainy season. During these surveys, the qualified monitoring biologist shall inspect the exclusion fencing for individuals trapped within the fence and determine the need for fence repair. After ground-breaking activities and during the non-rainy season, the qualified monitoring biologist shall continue to perform daily fence surveys and compliance reviews at the project site.
- If a California red-legged frog or California tiger salamander is identified in the project work area, all work in the immediate area shall cease and the U.S. Fish and Wildlife Service shall be contacted. Work shall not begin again until so authorized by the U.S. Fish and Wildlife Service.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the measures for the protection of special-status amphibians and reptiles are feasible and will reduce potential impacts to special-status amphibians and reptiles to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts to special-status amphibians and reptiles would not be significant

C. Cultural Resources

Impact CUL-1: The proposed Specific Plan could have a significant impact on historic architectural resources.

Mitigation Measure CUL-1: Site Specific Evaluations and Treatment in Accordance with the Secretary of the Interior's Standards:

Site-Specific Evaluations: In order to adequately address the level of potential impacts for an individual project and thereby design appropriate mitigation measures, the City shall require project sponsors to complete site-specific evaluations at the time that individual projects are proposed at or adjacent to buildings that are at least 50 years old. The project sponsor shall be required to complete a site-specific historic resources study performed by a qualified architectural historian meeting the Secretary of the Interior's Standards for Architecture or Architectural History. At a minimum, the evaluation shall consist of a records search, an intensive-level pedestrian field survey, an evaluation of significance using standard National Register Historic Preservation and California Register Historic Preservation evaluation criteria, and recordation of all identified historic buildings and structures on California Department of Parks and Recreation 523 Site Record forms. The evaluation shall describe the historic context and setting, methods used in the investigation, results of the evaluation, and recommendations for management of identified resources. If federal or state funds are involved, certain agencies, such as the Federal Highway Administration and California Department of Transportation (Caltrans), have specific requirements for inventory areas and documentation format.

Treatment in Accordance with the Secretary of the Interior's Standards. Any future proposed project in the Plan Area that would affect previously recorded historic resources, or those identified as a result of site-specific surveys and evaluations, shall conform to the *Secretary of the Interior's Standards for the Treatment of Historic Properties and Guidelines for Preserving, Rehabilitating, Restoring, and Reconstructing Historic Buildings* (1995). The *Standards* require the preservation

of character defining features which convey a building's historical significance, and offers guidance about appropriate and compatible alterations to such structures.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the requirement for site-specific historic resources studies performed by a qualified architectural historian meeting the Secretary of the Interior's Standards for Architecture or Architectural History, and treatment that conforms to the *Secretary of the Interior's Standards for the Treatment of Historic Properties and Guidelines for Preserving, Rehabilitating, Restoring, and Reconstructing Historic Buildings* (1995) are feasible and will reduce potential impacts to historic architectural resources to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts to historic architectural resources would not be significant.

Impact CUL-2: The proposed Specific Plan could impact currently unknown archaeological resources.

Mitigation Measure CUL-2a: When specific projects are proposed that involve ground disturbing activity, a site-specific cultural resources study shall be performed by a qualified archaeologist or equivalent cultural resources professional that will include an updated records search, pedestrian survey of the project area, development of a historic context, sensitivity assessment for buried prehistoric and historic-period deposits, and preparation of a technical report that meets federal and state requirements. If historic or unique resources are identified and cannot be avoided, treatment plans will be developed in consultation with the City and Native American representatives to mitigate potential impacts to less than significant based on either the Secretary of the Interior's Standards described in Mitigation Measure CUL-1 (if the site is historic) or the provisions of Public Resources Code Section 21083.2 (if a unique archaeological site).

Mitigation Measure CUL-2b: Should any archaeological artifacts be found during construction, all construction activities within 50 feet shall immediately halt and the City must be notified. A qualified archaeologist shall inspect the findings within 24 hours of the discovery. If the resource is determined to be a historical resource or unique resource, the archaeologist shall prepare a plan to identify, record, report, evaluate, and recover the resources as necessary, which shall be implemented by the developer. Construction within the area of the find shall not recommence until impacts on the historical or unique archaeological resource are mitigated as described in Mitigation Measure CUL-2a above. Additionally, Public Resources Code Section 5097.993 stipulates that a project sponsor must inform project personnel that collection of any Native American artifact is prohibited by law.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigations have been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the requirement for a site-specific cultural resources study and technical report meeting state and federal requirements performed by a qualified archaeologist or equivalent cultural resources professional and treatment plans for identified resources as well as resources discovered during construction are feasible and will reduce potential impacts to archaeological resources to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts to archaeological resources would not be significant.

Impact CUL-3: The proposed Specific Plan may adversely affect unidentifiable paleontological resources.

Mitigation Measure CUL-3: Prior to the start of any subsurface excavations that would extend beyond previously disturbed soils, all construction forepersons and field supervisors shall receive training by a qualified professional paleontologist, as defined by the Society of Vertebrate Paleontology (SVP),¹ who is experienced in teaching non-specialists, to ensure they can recognize fossil materials and will follow proper notification procedures in the event any are uncovered during construction. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who will evaluate its significance. Training on paleontological resources will also be provided to all other construction workers, but may involve using a videotape of the initial training and/or written materials rather than in-person training by a paleontologist. If a fossil is determined to be significant and avoidance is not feasible, the paleontologist will develop and implement an excavation and salvage plan in accordance with SVP standards.²

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the requirement to educate earth moving crews on the appearance of fossils, procedures to follow if any are discovered, and ensuring that a paleontologist assess the significance of any fossil find, and recovers it, if appropriate are feasible and would

¹ SVP, 1995.

² SVP, 1996.

reduce potential impacts to paleontological resources to a less-than-significant level.

2. *Remaining Impacts*: Any remaining impacts to paleontological resources would not be significant.

Impact CUL-4: Implementation of the Plan may cause disturbance of human remains including those interred outside of formal cemeteries.

Mitigation Measure CUL-4: If human remains are discovered during construction, CEQA Guidelines 15064.5(e)(1) shall be followed, which is as follows:

In the event of the accidental discovery or recognition of any human remains in any location other than a dedicated cemetery, the following steps should be taken:

- 1) There shall be no further excavation or disturbance of the site or any nearby area reasonably suspected to overlie adjacent human remains until:
 - a) The San Mateo County coroner must be contacted to determine that no investigation of the cause of death is required; and
 - b) If the coroner determines the remains to be Native American:
 1. The coroner shall contact the Native American Heritage Commission within 24 hours;
 2. The Native American Heritage Commission shall identify the person or persons it believes to be the most likely descended from the deceased Native American;
 3. The most likely descendent may make recommendations to the landowner or the person responsible for the excavation work, for means of treating or disposing of, with appropriate dignity, the human remains and any associated grave goods as provided in Public Resources Code Section 5097.98; or
- 2) Where the following conditions occur, the landowner or his authorized representative shall rebury the Native American human remains and associated grave goods with appropriate dignity on the property in a location not subject to further subsurface disturbance.
 - a) The Native American Heritage Commission is unable to identify a most likely descendent or the most likely descendent failed to make a recommendation within 48 hours after being notified by the Commission.
 - b) The descendant identified fails to make a recommendation; or
 - c) The landowner or his authorized representative rejects the recommendation of the descendant, and the mediation by the Native American Heritage Commission fails to provide measures acceptable to the landowner.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the required measures should human remains be accidentally discovered or recognized are feasible and would reduce potential impacts to human remains to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts to human remains would not be significant.

D. Hazardous Materials and Hazards

Impact HAZ-1: Disturbance and release of contaminated soil during demolition and construction phases of the project, or transportation of excavated materials, or contaminated groundwater could expose construction workers, the public, or the environment to adverse conditions related to hazardous materials handling.

Mitigation Measure HAZ-1: Prior to issuance of any building permit for sites where ground breaking activities would occur, all proposed development sites shall have a Phase I site assessment performed by a qualified environmental consulting firm in accordance with the industry required standard known as ASTM E 1527-05. The City may waive the requirement for a Phase I site assessment for sites under current and recent regulatory oversight with respect to hazardous materials contamination, If the Phase I assessment shows the potential for hazardous releases, then Phase II site assessments or other appropriate analyses shall be conducted to determine the extent of the contamination and the process for remediation. All proposed development in the Plan area where previous hazardous materials releases have occurred shall require remediation and cleanup to levels established by the overseeing regulatory agency (San Mateo County Environmental Health (SMCEH), Regional Water Quality Control Board (RWQCB) or Department of Toxic Substances Control (DTSC) appropriate for the proposed new use of the site. All proposed groundbreaking activities within areas of identified or suspected contamination shall be conducted according to a site specific health and safety plan, prepared by a licensed professional in accordance with Cal/OHSA regulations (contained in Title 8 of the California Code of Regulations) and approved by SMCEH prior to the commencement of groundbreaking.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the required site assessments and remediation are feasible and would reduce potential

exposure of contaminated soil during demolition and construction, or transportation of excavated materials, or contaminated groundwater to workers, the public and the environment to a less-than-significant level.

2. Remaining Impacts: Any remaining impacts to workers, the public or environment would not be significant.

Impact HAZ-3: Hazardous materials used on any individual site during construction activities (i.e., fuels, lubricants, solvents) could be released to the environment through improper handling or storage.

Mitigation Measure HAZ-3: All development and redevelopment shall require the use of construction Best Management Practices (BMPs) to control handling of hazardous materials during construction to minimize the potential negative effects from accidental release to groundwater and soils. For projects that disturb less than one acre, a list of BMPs to be implemented shall be part of building specifications and approved of by the City Building Department prior to issuance of a building permit.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the required BMPs to control the handling of hazardous materials during construction are feasible and would reduce the potential for the accidental release of hazardous materials to groundwater and soils to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts related to the accidental release of hazardous materials would not be significant.

E. Noise

Impact NOI-1: Construction activities associated with implementation of the Specific Plan would result in substantial temporary or periodic increases in ambient noise levels in the Specific Plan area above levels existing without the Specific Plan and in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies.

Mitigation Measure NOI-1a: Construction contractors for subsequent development projects within the Specific Plan area shall utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically-attenuating shields or shrouds, etc.) when within 400 feet of sensitive receptor locations. Prior to demolition, grading or building permit issuance, a construction noise control plan that identifies the best available noise control techniques to be implemented, shall be prepared by the

construction contractor and submitted to the City for review and approval. The plan shall include, but not be limited to, the following noise control elements:

- Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler shall achieve lower noise levels from the exhaust by approximately 10 dBA. External jackets on the tools themselves shall be used where feasible in order to achieve a reduction of 5 dBA. Quieter procedures shall be used, such as drills rather than impact equipment, whenever feasible;
- Stationary noise sources shall be located as far from adjacent receptors as possible and they shall be muffled and enclosed within temporary sheds, incorporate insulation barriers, or other measures to the extent feasible; and
- When construction occurs near residents, affected parties within 400 feet of the construction area shall be notified of the construction schedule prior to demolition, grading or building permit issuance. Notices sent to residents shall include a project hotline where residents would be able to call and issue complaints. A Project Construction Complaint and Enforcement Manager shall be designated to receive complaints and notify the appropriate City staff of such complaints. Signs shall be posted at the construction site that include permitted construction days and hours, a day and evening contact number for the job site, and day and evening contact numbers, both for the construction contractor and City representative(s), in the event of problems.

Mitigation Measure NOI-1b: Noise Control Measures for Pile Driving: Should pile-driving be necessary for a subsequently proposed development project, the project sponsor would require that the project contractor predrill holes (if feasible based on soils) for piles to the maximum feasible depth to minimize noise and vibration from pile driving. Should pile-driving be necessary for the proposed project, the project sponsor would require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.

Mitigation Measure NOI-1c: The City shall condition approval of projects near receptors sensitive to construction noise, such as residences and schools, such that, in the event of a justified complaint regarding construction noise, the City would have the ability to require changes in the construction control noise plan to address complaints.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the requirement for a construction noise control plan that identifies best available noise control

techniques, including additional pile-driving requirements, are feasible and would reduce noise impacts to a less-than-significant level.

2. Remaining Impacts: Any remaining impacts related to the noise would not be significant.

Impact NOI-3: The Specific Plan would introduce sensitive receptors to a noise environment with noise levels in excess of standards considered acceptable under the City of Menlo Park Municipal Code.

Mitigation Measure NOI-3: Interior noise exposure within homes proposed for the Specific Plan area shall be assessed by a qualified acoustical engineer to determine if sound rated walls and windows would be required to meet the Title 24 interior noise level standard of 45 dBA, L_{dn} . The results of each study shall be submitted to the City showing conceptual window and wall assemblies with Sound Transmission Class (STC) ratings necessary to achieve the noise reductions for the project to satisfy the interior noise criteria within the noise environment of the Plan area.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the requirement for appropriately rated wall and window assemblies to achieve interior noise criteria are feasible and would reduce interior noise impacts to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts related to interior noise would not be significant.

Impact NOI-4: The Specific Plan would expose sensitive receptors to substantial levels of groundbourne vibration.

Mitigation Measure NOI-4: Prior to project approval for development within 200 feet of the mainline track, a detailed vibration design study shall be completed by a qualified acoustical engineer to confirm the ground vibration levels and frequency content along the Caltrain tracks and to determine appropriate design to limit interior vibration levels to 75 VdB for residences and 78 VdB for other uses. If required, vibration isolation techniques could include supporting the new building foundations on elastomer pads similar to bridge bearing pads.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the requirement for a detailed vibration design study and appropriate designs to limit interior vibration levels are feasible and would reduce interior vibration impacts to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts related to interior vibration would not be significant.

Impact NOI-6: Anticipated future development of California's High Speed Rail project would have the potential to expose sensitive receptors within the Specific Plan area to excessive noise levels and groundbourne vibration.

Mitigation Measure NOI-6: Implement Mitigation Measures NOI-3 and NOI-4.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the requirement for appropriately rated wall and window assemblies to achieve interior noise criteria are feasible and would reduce interior noise impacts to a less-than-significant level. The City also finds that the requirement for a detailed vibration design study and appropriate designs to limit interior vibration levels are feasible and would reduce interior vibration impacts to a less-than-significant level.
2. Remaining Impacts: Any remaining impacts related to interior noise and vibration would not be significant.

F. Transportation, Circulation and Parking

Impact TR-7: Cumulative development, along with development in the Plan area, would adversely affect operation of local intersections. (See III., *Findings and Recommendations Regarding Significant and Unavoidable Impacts* for discussion of all adversely affected local intersection, except Coleman Avenue and Willow Road which is discussed below.)

Mitigation Measure TR-7j: The individual project applicant(s) shall contribute fair-share funding towards the following improvement at the intersection of Coleman Avenue and Willow Road:

- Restripe the southbound approach to one left-turn lane and one through/right-turn lane.

Findings. Based upon the EIR and the entire record before the Planning Commission and City Council, the City Council finds that:

1. Effects of Mitigation: The mitigation has been incorporated into the MMRP and will avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the improvement at the intersection of Coleman Avenue and Willow Road is feasible and would improve the level of service to LOS D in the a.m. and p.m. peak hours, resulting in a less-than-significant level.
2. Remaining Impacts: Any remaining impacts to the Coleman Avenue and Willow Road intersection would not be significant.

VI. GROWTH INDUCING EFFECTS

The City Council finds that indirect population growth associated with the Specific Plan could occur in association with job creation and housing. The economic stimulus generated by construction in accordance with the Plan could result in the creation of new construction-related jobs. In addition, the increase in residential and commercial square footage that would be built could generate more employees and residents. However, the jobs created during both the construction and operation phases of the Plan would not be substantial in the context of job growth in Menlo Park and the region over the next 30 years.

The Specific Plan's ratio of new jobs (1,357) to the new employed resident population (870) would be 1.56, below the current ratio of 1.78, indicating an improvement in the ratio of jobs and housing. The Specific Plan area is located within the City's existing retail and service area and as such is located in an area fully developed and served by urban infrastructure, services and transit options. No new infrastructure would be extended to undeveloped areas and the Plan does not remove obstacles to population growth; therefore, the growth-inducing potential of the Specific Plan is less-than-significant.

VII. PROJECT ALTERNATIVES

A. Background - Legal Requirements

Section 15126.6(f) of the State CEQA Guidelines requires that an EIR include a "reasonable range of alternatives to the project, or to the location of the project, which would avoid or substantially lessen any significant effects of the project." Based on the analysis in the EIR, the Project would be expected to result in significant and unavoidable impacts in the impact areas of Air Quality; Greenhouse Gas Emissions; Noise; and Transportation, Circulation, and Parking. The EIR alternatives were designed to avoid or reduce these significant unavoidable impacts, and to further reduce impacts that were found to be less than significant. The City Council has reviewed the significant impacts associated with the reasonable range of alternatives as compared to the Project, and in evaluating the alternatives has also considered each alternative's feasibility, taking into account a range of economic, environmental, social, legal, and other factors. In evaluating the alternatives, the City Council has also considered the important factors listed in the Statement of Overriding Considerations listed in Section IX below.

Public Resources Code Section 21081(b)(3) provides that when approving a project for which an EIR has been prepared, a public agency may find that specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the environmental impact report.

B. Identification of Project Objectives

The *CEQA Guidelines* state that the "range of potential alternatives to the proposed project shall include those that could feasibly accomplish most of the basic purposes of the project and could avoid or substantially lessen one or more of the significant effects" of the project (*CEQA Guidelines* §15126.6(a)). The project objectives are listed in Section II of these Findings.

C. Alternatives Analysis in EIR

CEQA Guidelines §15126.6(c) states that the "range of potential alternatives to the proposed project shall include those that could feasibly accomplish most of the basic purposes of the project and could avoid or substantially lessen one or more of the significant effects" of the project. The "range of alternatives" is governed by the "rule of reason" which requires the EIR to set forth only those alternatives necessary to permit an informed and reasoned choice by the decision-making body and informed public participation (CEQA Guidelines Section 15126.6(f)).

Chapter 5.0 of Volume II of the Final EIR describes the alternatives considered and compares their impacts to the Project. The EIR evaluated four alternatives to the Project: the No Project Alternative, the Reduced Project Alternative; the Reduced Commercial/Retail Space Alternative; and the Reduced Residential Alternative.

Alternative sites were not selected for evaluation because the primary purpose of the Specific Plan is to guide development of this specific geographic area, and as such the project goals are intrinsic to the Plan area. As noted in Section II, project objectives include enhancing the community experience of residents in the downtown area and improving east-west connections across the railroad tracks and El Camino Real. These and related objectives cannot be met at another site.

Alternative 1: No Project Alternative

The No Project alternative is discussed on pages 5-5, 5-7 to 5-12, and 5-19 to 5-20 of the EIR. Pursuant to CEQA Guidelines, Section 15126.6 (e)(3)(A), when a project is a revision to an existing land use or regulatory plan, the No Project alternative is the continuation of the existing land use or regulatory plan for the project site. The No Project alternative assumes existing General Plan designations and zoning would remain in place, and permitted building heights and development intensities would not increase. In addition, none of the public realm improvements called for in the Specific Plan (such as pocket parks, widened sidewalks, and parking garages) would be undertaken. Future development under the No Project alternative would occur, but would be undertaken in accordance with existing regulations including applicable project-specific environmental review.

Explanation: The No Project alternative would result in the continuation of existing conditions in the Plan area. Compared to the Specific Plan, the potential environmental impacts from the No Project alternative would be of lesser or similar intensity than the Specific Plan in the areas of aesthetic resources, air quality, hazardous materials and hazards, noise, transportation, biological resources, cultural resources, geology, soils and seismicity, and public services and utilities. The No Project alternative could have slightly greater intensity of impacts than the Specific Plan in the areas of greenhouse gases and climate change, hydrology and water quality, land use plans and policies, and population and housing, although these would not increase so much as to create a new significant impact.

Compared to the other alternatives, the No Project alternative has several impacts at a lesser intensity than the Specific Plan. This alternative also has four resource areas that have a greater intensity of impact compared to the Specific Plan and is the only alternative to have greater impacts than the Specific Plan. However, this is also the only alternative that would avoid some significant and unavoidable traffic intersection impacts (TR-1d, TR-2 impacts at segments nos. 7, 13, and 16; TR-7a, 7-l, and 7-m; TR-8 impacts at segments nos. 7 and 16). In addition, this alternative would generate the smallest number of daily, morning, and evening peak hour trips.

Findings: Specific economic, legal, social, technological, or other considerations make infeasible the No Project Alternative, and therefore, this alternative is rejected for the following reasons:

1. While this alternative would meet in part the Project objective related to maintaining the Village character of the downtown, it would not achieve eleven of the twelve basic purposes of the Project, or would achieve them to a substantially lesser extent than the Project. In particular, it would not meet the following Project objectives because it does not provide for the public improvements contained in the Specific Plan:

- Provide greater east-west town-wide connectivity;
- Improve circulation and streetscape conditions on El Camino Real;
- Activate the train station area;
- Protect and enhance pedestrian amenities on Santa Cruz Avenue;
- Provide plaza and park spaces;
- Provide an integrated, safe, and well-designed pedestrian and bicycle network;
- Develop parking strategies and facilities that meet the commercial and residential needs of the community.

The No Project alternative would also not realize many of the benefits proposed by the Specific Plan that directly relate to the Vision Plan. The development allowed under the existing zoning and General Plan would provide many fewer residential opportunities in the Specific Plan area (320 units, rather than the 680 units included in the Specific Plan). In addition, the financial feasibility analysis prepared by Strategic Economics (dated March 9, 2012) demonstrates that development is marginally feasible even with the increased intensity permitted by the Specific Plan. Hence, under the the No Project alternative, development would be less likely to:

- Revitalize underutilized parcels and buildings;
- Expand shopping, dining and neighborhood services to ensure a vibrant downtown.

Finally, by not including the detailed design guidelines incorporated for properties fronting on El Camino Real, the No Project alternative would be less likely to ensure that El Camino Real development is sensitive to and compatible with adjacent neighborhoods.

2. The No Project alternative is legally infeasible because the City has agreed to adopt a Housing Element by approximately March 15, 2013 that will identify additional housing sites. The reduction in permitted residences from 680 to 320

units could substantially interfere with the ability of the City to adopt a legally adequate Housing Element.

Alternative 2: Reduced Project

These improvements include the proposed facilitation of development that would result in housing opportunities, employment opportunities and an expanded tax base; by enhancing retail uses through the introduction of facilities that would bring more residents and visitors to the downtown, and providing adequate residential housing.

The Reduced Project alternative is discussed on pages 5-6, 5-8, 5-12 to 5-14, and 5-20 of the EIR. Under this alternative, the Plan area would be developed under a similar land use plan as that proposed under the Specific Plan, but with approximately 20 percent less commercial and retail space and approximately 30 percent fewer residential units.

Explanation: The Reduced Project alternative would result in a land use plan similar to the Specific Plan, but with a reduced amount of total development. Compared to the Specific Plan, the potential impacts from the reduced project alternative would be less substantial than those of the Specific Plan in the areas of aesthetic resources, air quality, geology, soils, and seismicity, greenhouse gases and climate change, hydrology and water quality, noise, population and housing, public services and utilities, and transportation, circulation and parking, although no significant and unavoidable impacts would be reduced to a level of insignificance. The reduced project alternative would have the same or similar impacts with regard to biological and cultural resources, hazards and hazardous materials and land use plans and policies. This alternative would not result in any impacts that would be greater in intensity than those of the Specific Plan.

CEQA requires the identification of an Environmentally Superior Alternative among the alternatives to the project. The Environmentally Superior Alternative is the alternative that would avoid or substantially lessen, to the greatest extent, the environmental impacts associated with the project while feasibly obtaining most of the major objectives of the project. The Reduced Project alternative was determined to be the Environmentally Superior Alternative because it would lessen many of the the impacts of the Specific Plan while meeting many of the project objectives. Although its reduction in impacts is similar to that of the Reduced Residential alternative, it was determined to be environmentally superior because it would generate fewer vehicular trips. However, it would not eliminate any significant unavoidable impacts; rather, it would create fewer impacts because there would be fewer people and less commercial development in the Specific Plan area.

Findings:

The Reduced Project Alternative is less desirable than the Project. Specific economic, legal, social, technological, or other considerations make infeasible

the Reduced Project Alternative, and therefore, this alternative is rejected for the following reasons:

1. Although the Reduced Project Alternative has been found to be the environmentally superior alternative, it does not reduce any significant and unavoidable impacts of the Project to a level of insignificance. Significant and unavoidable impacts regarding air quality, greenhouse gases, noise, and transportation would remain. Greenhouse gas emissions per service area population would be as high as those under the Specific Plan.
2. While the Reduced Project Alternative lessens Project impacts, this reduction is due entirely to fewer people residing in, and less development in, the Plan area. Those not residing on this site would be displaced to housing located in other areas, which could be located at a greater distance from public transit, services and employment and generate per capita emissions of pollutants and greenhouse gases equal to or greater than those generated by the Project. Commercial development not occurring on the site would also be displaced to other areas. Consequently, environmental impacts may not be lessened on a statewide or regionwide basis. If the housing or commercial development is displaced to locations within the City, impacts on population and housing and public utilities and energy would remain essentially the same, and greenhouse gas emissions per service area population would likely be higher because there would be less access to public transit.
3. The Reduced Project Alternative would be less likely to achieve the Vision Plan Goals because, with a reduced amount of total development, fewer funds would be generated to complete the public improvements that would achieve the Goals of improving east-west connectivity, pedestrian and bicycle access, parks and public spaces, public parking, and improved public amenities. In addition, less residential development would occur, and fewer underutilized parcels and buildings would likely be developed.
4. The Reduced Project alternative is legally infeasible because the City has agreed to adopt a Housing Element by approximately March 15, 2013 that will identify additional housing sites. The reduction in permitted residences from 680 to 500 units could substantially interfere with the ability of the City to adopt a legally adequate Housing Element.

Alternative 3: Reduced Commercial/Retail Space

The Reduced Commercial/Retail Space Alternative is discussed on pages 5-6, 5-8 to 5-9, 5-14 to 5-15, and 5-21 of the EIR. Under this alternative, the Plan area would be developed under a similar land use plan as that proposed under the Specific Plan, but with roughly 20 percent less commercial and retail space. The residential development would remain the same as for the Specific Plan.

Explanation: The Reduced Commercial/Retail Space Alternative would result in a land use plan similar to the Specific Plan, but with a reduced amount of commercial/retail development. Compared to the Specific Plan, the potential impacts from the Reduced Commercial/Retail Space Alternative would be less substantial than those of the Specific Plan in the areas of aesthetic resources, air quality, geology, soils, and seismicity, greenhouse gases and climate change, hydrology and water quality, noise, and transportation, circulation and parking, although no significant and unavoidable impacts would be reduced to a level of insignificance. The Reduced Commercial/Retail Space Alternative would have the same or similar impacts with regard to biological and cultural resources, hazards and hazardous materials, land use plans and policies, population and housing, and public services and utilities. This alternative would not result in any impacts that would be greater in intensity than those of the Specific Plan.

Compared to the other alternatives, the Reduced Commercial/Retail Space Alternative has impacts that are greater than those in the Reduced Project Alternative or the Reduced Residential Alternative. This alternative would generate more vehicle trips than the No Project alternative, and fewer trips than the Reduced Residential alternative. The number of trips generated would be similar to the Reduced Project Alternative.

Findings:

The Reduced Commercial/Retail Space Alternative is less desirable than the Project. Specific economic, legal, social, technological, or other considerations make infeasible the Reduced Commercial/Retail Space Alternative, and therefore, this alternative is rejected for the following reasons:

1. Although the Reduced Commercial/Retail Space Alternative would have somewhat reduced impacts from the Specific Plan, it does not reduce any significant and unavoidable impacts of the Project to a level of insignificance and is not the environmentally superior alternative. Significant and unavoidable impacts regarding air quality, greenhouse gases, noise, and transportation would remain. Greenhouse gas emissions per service area population would be as high as those under the Specific Plan.
2. While the Reduced Commercial/Retail Space Alternative lessens Plan impacts, this reduction is due entirely to less commercial development in the Plan area. Commercial development not occurring within the Specific Plan area would be displaced to other areas, which could be located at a greater distance from public transit and residences and generate per capita emissions of pollutants and greenhouse gases equal to or greater than those generated by the Project. Consequently, environmental impacts may not be lessened on a statewide or regionwide basis. If the commercial development is displaced to locations within the City, impacts on population and housing and public utilities and energy would remain

essentially the same, and greenhouse gas emissions per service area population would likely be higher because there would be less access to public transit.

3. The Reduced Commercial/Retail Space Alternative would be less likely to achieve the Vision Plan Goals because, with a reduced amount of commercial development, fewer funds would be generated to complete the public improvements that would achieve the Goals of improving east-west connectivity, pedestrian and bicycle access, parks and public spaces, public parking, and improved public amenities. In addition, fewer underutilized parcels and buildings would be developed, and shopping, dining and neighborhood services are less likely to occur to ensure a vibrant downtown.

Alternative 4: Reduced Residential

The Reduced Residential alternative is discussed on pages 5-6 to 5-7, 5-9, 5-17 to 5-19, and 5-21 of the EIR. Under this alternative, the Plan area would be developed under a similar land use plan as that proposed under the Specific Plan, but with roughly 30 percent less residential development. The commercial and retail development would remain the same as for the Specific Plan.

Explanation: The Reduced Residential alternative would result in a land use plan similar to the Specific Plan, but with a reduced amount of residential development. Compared to the Specific Plan, the potential impacts from the Reduced Residential alternative would be less substantial than those of the Specific Plan in the areas of aesthetic resources, air quality, geology, soils, and seismicity, greenhouse gases and climate change, hydrology and water quality, noise, population and housing, public services and utilities, and transportation, circulation and parking, although no significant and unavoidable impacts would be reduced to a level of insignificance. The Reduced Residential alternative would have the same or similar impacts with regard to biological and cultural resources, hazards and hazardous materials, and land use plans and policies. This alternative would not result in any impacts that would be greater in intensity than those of the Specific Plan.

Compared to the other alternatives, the Reduced Residential alternative is similar to Alternative 2, the Reduced Project and environmentally superior alternative. However, this alternative would generate the most daily, morning, and evening peak hour vehicle trips of all the alternatives.

Findings:

The Reduced Residential Alternative is less desirable than the Project. Specific economic, legal, social, technological, or other considerations make infeasible the Reduced Residential Alternative, and therefore, this alternative is rejected for the following reasons:

1. The Reduced Residential Alternative does not reduce any significant and unavoidable impacts of the Project to a level of insignificance. Significant and unavoidable impacts regarding air quality, greenhouse gases, noise, and transportation would remain. Greenhouse gas emissions per service area population would be as high as those under the Specific Plan. This alternative would generate the most daily, morning, and evening peak hour vehicle trips of all the alternatives.
2. While the Reduced Residential Alternative lessens Project impacts, this reduction is due entirely to fewer people residing in the Plan area. Those not residing on this site would be displaced to housing located in other areas, which could be located at a greater distance from public transit, services and employment and generate per capita emissions of pollutants and greenhouse gases equal to or greater than those generated by the Project. Consequently, environmental impacts may not be lessened on a statewide or regionwide basis. If the housing is displaced to locations within the City, impacts on population and housing and public utilities and energy would remain essentially the same, and greenhouse gas emissions per service area population would likely be higher because there would be less access to public transit.
3. The Reduced Residential Alternative would be less likely to achieve the Vision Plan Goals because, with a reduced amount of total development, fewer funds would be generated to complete the public improvements that would achieve the Goals of improving east-west connectivity, pedestrian and bicycle access, parks and public spaces, public parking, and improved public amenities. In addition, less residential development would occur.
4. The Reduced Residential Alternative is legally infeasible because the City has agreed to adopt a Housing Element by approximately March 15, 2013 that will identify additional housing sites. The reduction in permitted residences from 680 to 500 units could substantially interfere with the ability of the City to adopt a legally adequate Housing Element.

VIII. CHANGES TO THE SPECIFIC PLAN, CIRCUMSTANCES AND NEW INFORMATION

The City Council finds that no significant new information within the meaning of Public Resources Code § 21092.1 and State CEQA Guidelines § 15088.5 has been added to the EIR since the Draft EIR was circulated for public review. The public has had a meaningful opportunity to comment upon all substantial adverse environmental effects of the Plan and all feasible ways to mitigate or avoid such effects.

Following publication of the Draft EIR, the City has made several changes in the Specific Plan to respond to public comments and to reduce environmental impacts. Chapter 3, *Project Description* of the Final EIR identifies the specific changes to the Plan and shows changes to the Plan throughout the chapters in strikethrough/underline format. In addition, the EIR has been modified as a result of comments made on the Draft EIR. In some cases, additional mitigation measures have been added. These changes are also shown in strikethrough/underline format.

Although incorporation of the changes to the Specific Plan has resulted in modifications to the text of the Draft EIR, the changes have in general reduced or avoided environmental impacts and do not result in any new significant impacts or substantially increase the severity of an already identified impact in the Draft EIR. There are no impacts described as less than significant in the Draft EIR that have been reevaluated in the Final EIR and found to be significant. Further, all new feasible mitigation measures identified have either been incorporated into the Specific Plan itself or have been adopted as mitigation measures; none of these new mitigation measures result in significant new environmental impacts. For these reasons recirculation of the Draft EIR is not required pursuant to CEQA.

IX. STATEMENT OF OVERRIDING CONSIDERATIONS RELATED TO THE PROJECT FINDINGS

The City Council adopts and makes the following Statement of Overriding Considerations regarding the significant unavoidable impacts of the Project. After review of the entire administrative record, the City Council finds that, pursuant to CEQA section 21081(b) and CEQA Guidelines section 15093, specific economic, legal, social, technological and other benefits of the Project outweigh the Project's unavoidable adverse impacts and the City Council finds that the significant and unavoidable adverse impacts are acceptable in light of the Project's benefits.

A. Significant Unavoidable Impacts

With respect to the foregoing findings and in recognition of those facts that are included in the entire administrative record, the City has determined that the Project would result in significant unavoidable transportation impacts, as described in Section IV of these Findings.

The City hereby finds that, where possible, changes or alterations have been required in or incorporated into the Project that substantially lessen the significant environmental effects identified in the EIR. The project and the MMRP incorporate all feasible mitigation measures to reduce potential environmental impacts to the greatest extent feasible. The City further finds that there are no additional feasible mitigation measures or alternatives that could be imposed or adopted to eliminate the significant

and unavoidable impacts listed above. These impacts could not be reduced to a less-than-significant level by feasible changes, mitigation measures or alternatives to the Project.

B. Overriding Considerations

The Council has carefully balanced the benefits of the Project against any adverse impacts identified in the EIR that could not be feasibly mitigated to a level of insignificance. The City Council finds that each of the specific environmental, economic, fiscal, social, housing and other overriding considerations set forth below constitutes a separate and independent ground for a finding that the benefits of the Project outweigh its significant adverse environmental impacts and is an overriding consideration warranting approval of the Project. The City Council of the City of Menlo Park specifically adopts and makes this Statement of Overriding Considerations regarding the significant unavoidable impacts of the Project and the anticipated benefits of the Project.

Substantial evidence in the record demonstrates the City would derive the following substantial public benefits from adoption and implementation of the Project:

1. The Project is the product of a transparent, multi-year process designed to develop community consensus. The Project has benefitted from unprecedented levels of public outreach and participation, and has been informed by appropriate analyses. In addition to large attendance at the community workshops, the Planning Commission and City Council both conducted a detailed and public review of the Draft Specific Plan and provided clear direction that has been comprehensively addressed. As a result, the Project is reflective of the community's diverse preferences and goals.
2. The Project is the extension of the El Camino Real/Downtown Vision Plan, which also was created through a community-oriented process and which was unanimously accepted by the City Council in 2008. The Vision Plan established twelve goals for the Project area, which provide the foundation for the Project and which inform the benefits described in more detail below.
3. The Project will enhance the public realm, through an integrated network of public spaces, including widened sidewalks, plazas and parks, that invites strolling and public gathering and allows for community life, identity and sense of place. The Project's comprehensive public space network supports a more active, vibrant downtown and healthier living by encouraging walking, biking and social gathering.
4. The Project will create a more active, vibrant downtown and station area, with a mix of retail, residential and offices uses that complement and support one another and bring vitality, including increased retail sales, to the area. In addition, the Project will establish standards and guidelines that encourage development of underutilized and vacant land on El Camino Real while ensuring a building

character that is modulated and in keeping with Menlo Park's small-town character. The Project focuses on creating new connected places of activity and social life that enhance community life and contribute to a vibrant downtown.

5. The Project recognizes and builds upon the unique qualities of downtown Menlo Park and El Camino Real, in particular its small town character of lower-scale buildings and diverse and local neighborhood-serving businesses. The Project will accommodate future development in ways that complement the area's existing character, using standards and guidelines to regulate building form and scale.
6. The Project will enhance connectivity and walkability throughout the plan area. The Project will provide a north-south connection with a wider, more comfortable and continuous sidewalk on the east side of El Camino Real. The Project will integrate downtown, the Caltrain station area and the Civic Center with one another through widened sidewalks on Santa Cruz Avenue, Alma Street and El Camino Real. East/west connectivity will be enhanced with a number of intersection improvements along El Camino Real, including enhanced crosswalks and new and improved grade-separated pedestrian/bicycle crossings of the railroad tracks.
7. The Project recognizes and promotes healthy living and activity by encouraging walking, biking and access to transit as alternatives to vehicular use, supported by widened sidewalks and new bicycle facilities; enhanced public spaces; development intensity focusing on the station area; and a greater mix and diversity of uses. The Project takes a comprehensive approach to sustainability and carbon emissions reduction, utilizing standards integrated with best practices and guidelines for both public and private improvements. The Project also encourages development sensitive to the character of Menlo Park.
8. The fiscal analysis completed by Strategic Economics (prepared July 28, 2011; amended August 31, 2011) found that the Project would result in significantly positive General Fund revenues upon full build-out, possibly exceeding \$2 million.
9. The State of California has made the attainment of decent housing and a suitable living environment for every Californian a statewide priority. As set forth in Government Code Section 65580, the City of Menlo Park must facilitate the improvement and development of housing to make adequate provision for the housing needs of all economic segments of the community. Similarly, CEQA recognizes the importance of balancing the prevention of environmental damage with the provision of a "decent home and satisfying living environment for every Californian." (See Public Resources Code Section 21000(g).) The City also has a need for more housing sites to reduce its jobs-housing imbalance and to adopt an adequate housing element by March 15, 2013. To support these State

priorities and the need for more housing, the Specific Plan increases the amount of housing that may be built in the Specific Plan area from 320 to 680 units.

X. 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 Plan, shall continue in full force and effect unless amended or modified by the City.

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

RESOLUTION NO. ____ - DRAFT

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK AMENDING THE GENERAL PLAN TO ADD THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN LAND USE DESIGNATION AND TO CHANGE THE LAND USE DESIGNATION FOR PROPERTY LOCATED IN THE SPECIFIC PLAN AREA (APPLICABLE TO ALL SPECIFIC PLAN DISTRICTS EXCEPT EL CAMINO REAL SOUTH-EAST AND SOUTH-WEST)

WHEREAS, the Planning Commission of the City of Menlo Park has considered the adoption of an amendment to the General Plan to add the land use designation of El Camino Real/Downtown Specific Plan to provide for a variety of retail, office, residential, personal services, and public and semipublic uses, as specified in detail in the El Camino Real/Downtown Specific Plan; and

WHEREAS, the Planning Commission of the City of Menlo Park has considered the adoption of an amendment to the General Plan to change the land use designation for certain property currently zoned/described as: all C-3; all C-1-B, all R-C, all P located between Oak Grove Avenue, Menlo Avenue, University Drive and El Camino Real; all R-3-C fronting on Menlo Avenue, several R-3 parcels either fronting on El Camino Real or that adjoin El-Camino-Real-fronting parcels between Menlo/Ravenswood Avenue and the northern boundary of the City of Menlo Park; the C-1-A parcels located at 530 Oak Grove Avenue (061-402-160) and 1600 El Camino Real (060-344-260); and all C-4 (ECR) and P-D located along El Camino Real, between Menlo/Ravenswood Avenue and the northern boundary of the City of Menlo Park to El Camino Real/Downtown Specific Plan; and

WHEREAS, the provisions of the Government Code, 65350, et. seq. have been complied with; and

WHEREAS, the City Council of the City of Menlo Park has considered the written recommendation of the Planning Commission in regard to amending the General Plan;

NOW THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the City Council of the City of Menlo Park that the General Plan Amendment to (1) add the El Camino Real/Downtown Specific Plan land use designation, particularly described in Exhibit "A", and (2) change the land use designation to El Camino Real/Downtown Specific Plan, for the project sites particularly described in Exhibit "B" and Exhibit "C", be adopted.

This resolution shall take effect upon the effective date of Ordinance No. ___ amending Title 16 of the Menlo Park Municipal Code, and Ordinance No. _ Rezoning the properties in the El Camino Real/Downtown Specific Plan area. In the event such ordinances do not become effective within ninety (90) days of the adoption of this resolution, this resolution shall be void and of no legal effect.

I, Margaret Roberts, City Clerk of the City of Menlo Park, do hereby certify that the above and foregoing Resolution was duly and regularly passed and adopted at a meeting by said Council on the ___ day of _____, 2012 by the following votes:

AYES:
NOES:
ABSENT:
ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City, this _____ day of _____, 2012.

Margaret S. Roberts, MMC
City Clerk

EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012

PROPOSED GENERAL PLAN AMENDMENT (APPLICABLE TO ALL SPECIFIC
PLAN DISTRICTS EXCEPT EL CAMINO REAL SOUTH-EAST AND SOUTH-WEST) –
DRAFT

PART II

LAND USE/CIRCULATION DIAGRAMS AND STANDARDS

COMMERCIAL DESIGNATIONS

SPECIFIC PLAN DESIGNATIONS

El Camino Real/Downtown Specific Plan

This designation provides for a variety of retail, office, residential, personal services, and public and semipublic uses, as specified in detail in the *El Camino Real/Downtown Specific Plan*. The maximum FAR shall be in the range of 85 percent to 200 percent (base-level maximum) or 100 percent to 225 percent (public benefit bonus-level maximum). Office (inclusive of medical and dental offices) FAR is limited to one-half of the appropriate total FAR, and medical and dental office FAR is limited to one-third of the appropriate total FAR. Residential intensity shall be in the range of between 18.5 to 50 units per net acre (base-level maximum) or 25 to 60 units per net acre (public benefit bonus-level maximum).

**TABLE II-1
RESIDENTIAL USE INTENSITY¹**

Land Use Designation	Use Intensity (units per net acre)	Floor Area Limit/Ratio ²	Applicable Zoning Districts ³
Very Low Density	0-3.5	2,800 sq. ft. +25% of lot area over 7,000 sq. ft.	R-E, R-E-S, R-1-S
Low Density	3.6-5.0	2,800 sq. ft. +25% of lot area over 7,000 sq. ft.	R-1-U, R-1-S
Medium Density	5.1-18.5	40-45%	R-2, R-3, R-3-A, R-3-C, R-C
High Density	18.6-40.04	100% ⁴	R-4, R-L-U ⁴

¹Residential uses are also allowed in the Professional and Administrative Offices, the Retail/Commercial, and the El Camino Real Professional/Retail Commercial designations, subject to a maximum intensity limit of 18.5 units per net acre. Residential uses are also allowed in the El Camino Real/Downtown Specific Plan designation, subject to maximum intensity limits of between 18.5 to 50 units per net acre (base-level maximum) or 25 to 60 units per net acre (public benefit bonus-level maximum). In a mixed-use project, any FAR used for residential use would be subtracted from that otherwise allowed for other uses.

Mixed use (residential and commercial) is subject to the following zoning ordinance limitations:

~~R-C zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 45%. In a mixed-use project, the maximum total FAR is 45% for residential plus 40% for commercial for a total maximum 85% FAR.~~

~~C-3 zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 100%. Any FAR used for residential use would be subtracted from that otherwise allowed for commercial use.~~

C-4 El Camino Real zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 75%. Any FAR used for residential use would be subtracted from that otherwise allowed for commercial use.

²The BMR density bonus can result in the density, number of units, and floor area being increased up to a maximum of 15%. The floor area limit for lots under 5,000 square feet shall be determined by use permit.

³Residential uses are also allowed in the PD zoning district. This district allows residential and other uses at a density or intensity that does not exceed the density or intensity allowed by the pre-existing zoning. for the PD-zoned property except in the area bounded by El Camino Real, Glenwood Avenue, Caltrain railroad tracks, and Oak Grove Avenue where residential intensity up to 40 DU/gross acre and residential FAR of up to 115 percent would be permitted.

⁴The R-L-U zoning district allows senior rental housing with residential intensity of 54-97 DU/net acre and FAR of up to 150%. Any new R-L-U project will require a general plan amendment and rezoning.

TABLE II-2
COMMERCIAL USE INTENSITY

Land Use Designation/Type	Use Intensity (Floor Area Ratio)	Applicable Zoning Districts ¹
Retail/Commercial		
Neighborhood Shopping	40%	C-2
Neighborhood Shopping, Restrictive	40%	C-2-A
Neighborhood Commercial, Restrictive	40% without use permit or up to 50% with use permit	C-2-B
Central Commercial	100% retail without use permit, and up to 100% more with use permit, but office use may not exceed 50%	C-3
General Commercial	40%	C-4 non-El Camino Real
Professional and Administrative Offices		
Administrative and Professional Restrictive	30%	C-1
Administrative, Professional	40%	C-1-A, R-C , R-3-C
Administrative, Professional, and Research Restrictive	25%	C-1-C
El Camino Real Professional/Retail Commercial		
General Commercial	55% without use permit or up to 75% with use permit; provided office use may not exceed 40% and up to 100% for auto storage for auto retailers with a use permit	C-4 El Camino Real, P-D
Administrative and Professional	40%	C-1-A, C-4 El Camino Real, P-D
¹ Commercial uses are also allowed in the P-D zoning district. This district allows commercial and other uses at a density or intensity that does not exceed the density or intensity allowed by the pre-existing zoning for the P-D zoned property.		

<u>TABLE II-3.1</u>		
<u>SPECIFIC PLAN USE INTENSITY</u>		
<u>Land Use Designation/Type</u>	<u>Use Intensity (Floor Area Ratio)</u>	<u>Applicable Zoning Districts</u>
<u>El Camino Real/Downtown Specific Plan</u>		
<u>El Camino Real/Downtown Specific Plan</u>	<u>85% to 200% percent (base-level maximum) or 100% to 225% (public benefit bonus-level maximum)</u>	<u>SP-ECR/D</u>

General Plan Land Use Designation – El Camino Real/Downtown Specific Plan
 Parcels as Described by APN in City Database, April 2012 (Non-ECR SE/SW)

060333140	061430230	071092300	071103070	071285110	112510040
060333150	061430310	071092310	071103080	071285120	112510050
060333160	061430320	071092320	071103090	071285130	112510060
060341110	061430340	071094050	071103100	071285140	112510999
060341130	061430380	071094060	071103160	071285150	113010999
060341140	061430420	071094080	071103170	071285160	113540999
060341280	061430430	071094090	071103180	071286040	113730010
060341290	061430440	071094100	071103440	071286050	114040010
060343030	061430450	071094110	071103460	071286060	114040020
060343040	061430460	071094120	071103490	071286080	114040999
060343070	061430470	071094130	071103500	071287010	114090260
060343080	061430480	071094150	071273010	071287020	114090270
060343790	061441030	071094160	071273020	071287030	114090998
060343800	061441040	071094170	071273030	071287060	114090999
060344240	061441050	071094180	071273040	071287070	114320999
060344250	061441090	071094190	071273050	071287080	114360999
060344260	061441100	071101230	071273070	071287090	114380999
060344270	061441140	071101240	071273160	071288010	
061402160	061441150	071101260	071273200	071288040	
061412160	061441160	071101270	071273210	071288050	
061412400	061441999	071102020	071274030	071288110	
061412430	061442330	071102040	071274040	071288120	
061412440	061442380	071102060	071274140	071288130	
061412450	061442400	071102070	071281010	071288160	
061421040	071084090	071102090	071281020	071288170	
061422070	071084100	071102100	071281030	071288180	
061422090	071084110	071102130	071281040	071288520	
061422100	071084140	071102140	071281050	071288530	
061422190	071084150	071102150	071281150	071288540	
061422200	071084200	071102160	071281160	071288600	
061422230	071084220	071102170	071281170	071288610	
061422240	071091240	071102180	071282040	071501010	
061422330	071091250	071102220	071282170	071501020	
061422350	071091310	071102230	071283010	071501030	
061422370	071091470	071102240	071283020	071501999	
061422380	071091510	071102250	071283030	111920010	
061422390	071091520	071102270	071283040	111920020	
061422400	071092010	071102300	071283050	111920030	
061422410	071092040	071102310	071283130	111920040	
061422420	071092050	071102320	071283140	111920050	
061422430	071092080	071102330	071283150	111920060	
061422440	071092110	071102350	071284010	111920070	
061422450	071092160	071102370	071284020	111920080	
061422460	071092170	071102380	071284030	111920090	
061422470	071092180	071102390	071284040	111920100	
061430070	071092190	071102400	071284050	111920110	
061430080	071092200	071102410	071284080	111920120	
061430140	071092230	071103020	071284100	111920999	
061430180	071092250	071103030	071284110	112170999	
061430200	071092270	071103040	071285010	112510010	
061430210	071092280	071103050	071285020	112510020	
061430220	071092290	071103060	071285030	112510030	

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

RESOLUTION NO. ___ - DRAFT

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK AMENDING THE GENERAL PLAN TO ADD THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN LAND USE DESIGNATION AND TO CHANGE THE LAND USE DESIGNATION FOR PROPERTY LOCATED IN THE SPECIFIC PLAN AREA (APPLICABLE TO EL CAMINO REAL SOUTH-EAST DISTRICT)

WHEREAS, the Planning Commission of the City of Menlo Park has considered the adoption of an amendment to the General Plan to add the land use designation of El Camino Real/Downtown Specific Plan to provide for a variety of retail, office, residential, personal services, and public and semipublic uses, as specified in detail in the El Camino Real/Downtown Specific Plan; and

WHEREAS, the Planning Commission of the City of Menlo Park has considered the adoption of an amendment to the General Plan to change the land use designation for certain property currently zoned/described as: all C-4 (ECR) and all P-D located along the eastern side of El Camino Real between Ravenswood Avenue and the southern boundary of the City of Menlo Park to El Camino Real/Downtown Specific Plan; and

WHEREAS, the provisions of the Government Code, 65350, et. seq. have been complied with; and

WHEREAS, the City Council of the City of Menlo Park has considered the written recommendations of the Planning Commission in regard to amending the General Plan;

NOW THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the City Council of the City of Menlo Park that the General Plan Amendment to (1) add the El Camino Real/Downtown Specific Plan land use designation, particularly described in Exhibit "A", and (2) change the land use designation El Camino Real/Downtown Specific Plan, for the project sites particularly described in Exhibit "B" and Exhibit "C", be adopted.

This resolution shall take effect upon the effective date of Ordinance No. ___ amending Title 16 of the Menlo Park Municipal Code, and Ordinance No. _ Rezoning the properties in the El Camino Real/Downtown Specific Plan area. In the event such ordinances do not become effective within ninety (90) days of the adoption of this resolution, this resolution shall be void and of no legal effect.

I, Margaret Roberts, City Clerk of the City of Menlo Park, do hereby certify that the above and foregoing Resolution was duly and regularly passed and adopted at a meeting by said Council on the __ day of _____, 2012 by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City, this _____ day of _____, 2012.

Margaret S. Roberts, MMC
City Clerk

EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012

PROPOSED GENERAL PLAN AMENDMENT (APPLICABLE TO EL CAMINO REAL
SOUTH-EAST DISTRICT) - *DRAFT*

PART II

LAND USE/CIRCULATION DIAGRAMS AND STANDARDS

COMMERCIAL DESIGNATIONS

SPECIFIC PLAN DESIGNATIONS

El Camino Real/Downtown Specific Plan

This designation provides for a variety of retail, office, residential, personal services, and public and semipublic uses, as specified in detail in the *El Camino Real/Downtown Specific Plan*. The maximum FAR shall be 125 percent (base-level maximum) or 175 percent (public benefit bonus-level maximum). Offices (inclusive of medical and dental offices) FAR is limited to one-half of the appropriate total FAR, and medical and dental office FAR is limited to one-third of the appropriate total FAR. The maximum residential intensity shall be 40 units per net acre (base-level maximum) or 60 units per net acre (public benefit bonus-level maximum).

**TABLE II-1
RESIDENTIAL USE INTENSITY¹**

Land Use Designation	Use Intensity (units per net acre)	Floor Area Limit/Ratio²	Applicable Zoning Districts³
Very Low Density	0-3.5	2,800 sq. ft. +25% of lot area over 7,000 sq. ft.	R-E, R-E-S, R-1-S
Low Density	3.6-5.0	2,800 sq. ft. +25% of lot area over 7,000 sq. ft.	R-1-U, R-1-S
Medium Density	5.1-18.5	40-45%	R-2, R-3, R-3-A, R-3-C, R-C
High Density	18.6-40.04	100% ⁴	R-4, R-L-U ⁴

¹Residential uses are also allowed in the Professional and Administrative Offices, the Retail/Commercial, and the El Camino Real Professional/Retail Commercial designations, subject to a maximum intensity limit of 18.5 units per net acre. Residential uses are also allowed in the El Camino Real/Downtown Specific Plan designation, subject to maximum intensity limits of 40 units per net acre (base-level maximum) or 60 units per net acre (public benefit bonus-level maximum). In a mixed-use project, any FAR used for residential use would be subtracted from that otherwise allowed for other uses.

Mixed use (residential and commercial) is subject to the following zoning ordinance limitations:

R-C zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 45%. In a mixed use project, the maximum total FAR is 45% for residential plus 40% for commercial for a total maximum 85% FAR.

C-3 zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 100%. Any FAR used for residential use would be subtracted from that otherwise allowed for commercial use.

C-4 El Camino Real zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 75%. Any FAR used for residential use would be subtracted from that otherwise allowed for commercial use.

²The BMR density bonus can result in the density, number of units, and floor area being increased up to a maximum of 15%. The floor area limit for lots under 5,000 square feet shall be determined by use permit.




³Residential uses are also allowed in the P-D zoning district. This district allows residential and other uses at a density or intensity that does not exceed the density or intensity allowed by the pre-existing zoning for the P-D-zoned property except in the area bound by El Camino Real, Glenwood Avenue, Caltrain railroad tracks, and Oak Grove Avenue where residential intensity up to 40 DU/gross acre and residential FAR of up to 115 percent would be permitted.

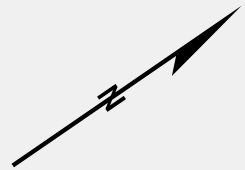
⁴The R-L-U zoning district allows senior rental housing with residential intensity of 54-97 DU/net acre and FAR of up to 150%. Any new R-L-U project will require a general plan amendment and rezoning.

TABLE II-2 COMMERCIAL USE INTENSITY		
Land Use Designation/Type	Use Intensity (Floor Area Ratio)	Applicable Zoning Districts¹
Retail/Commercial		
Neighborhood Shopping	40%	C-2
Neighborhood Shopping, Restrictive	40%	C-2-A
Neighborhood Commercial, Restrictive	40% without use permit or up to 50% with use permit	C-2-B
Central Commercial	100% retail without use permit, and up to 100% more with use permit, but office use may not exceed 50%	C-3
General Commercial	40%	C-4 non-El Camino Real
Professional and Administrative Offices		
Administrative and Professional Restrictive	30%	C-1
Administrative, Professional	40%	C-1-A, R-C, R-3-C
Administrative, Professional, and Research Restrictive	25%	C-1-C
El Camino Real Professional/Retail Commercial		
General Commercial	55% without use permit or up to 75% with use permit; provided office use may not exceed 40% and up to 100% for auto storage for auto retailers with a use permit	C-4 El Camino Real, P-D
Administrative and Professional	40%	C-1-A, C-4 El Camino Real, P-D
¹ Commercial uses are also allowed in the P-D zoning district. This district allows commercial and other uses at a density or intensity that does not exceed the density or intensity allowed by the pre-existing zoning for the P-D-zoned property.		

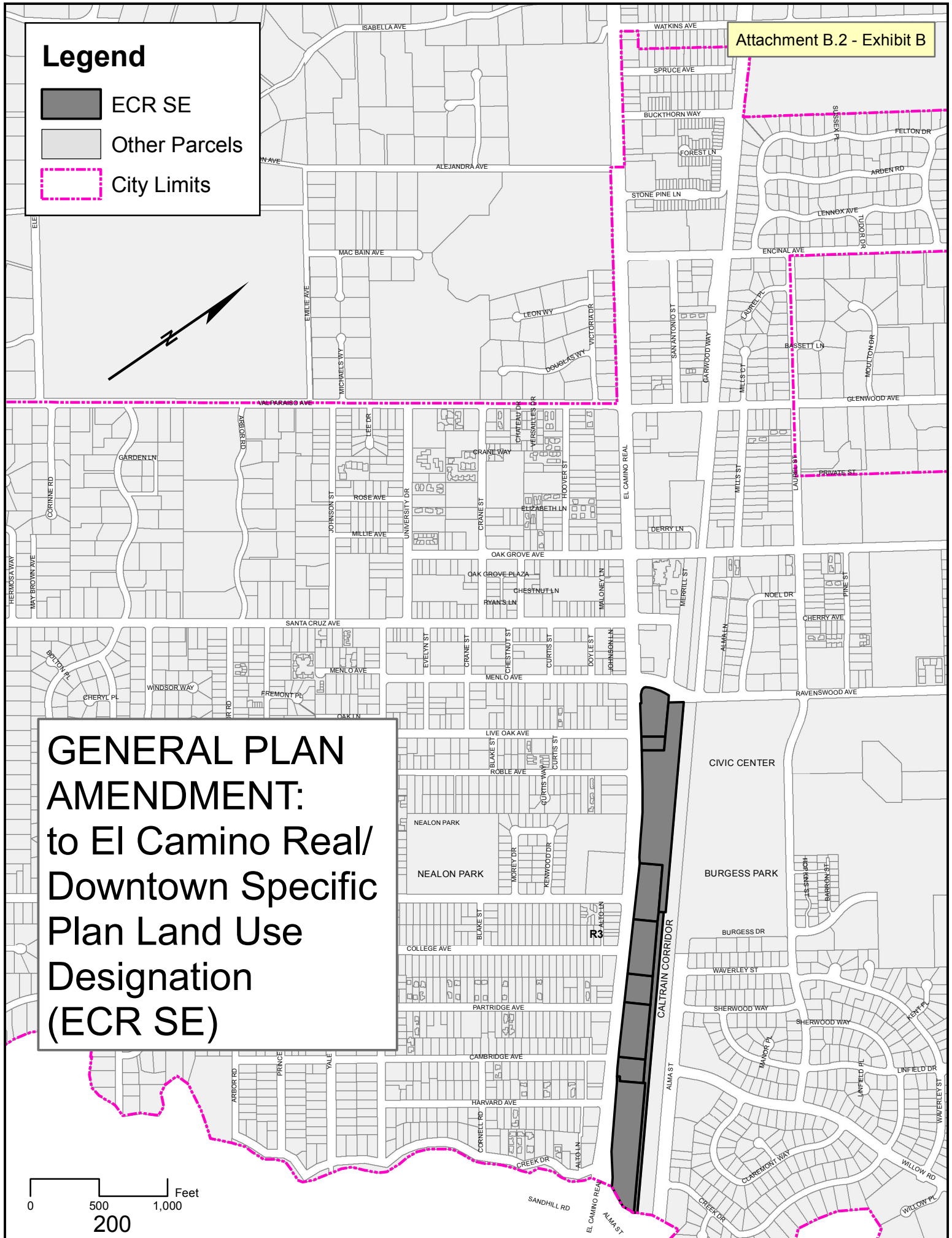
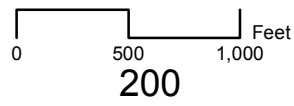
<u>TABLE II-3.1</u>		
<u>SPECIFIC PLAN USE INTENSITY</u>		
<u>Land Use Designation/Type</u>	<u>Use Intensity (Floor Area Ratio)</u>	<u>Applicable Zoning Districts</u>
<u>El Camino Real/Downtown Specific Plan</u>		
<u>El Camino Real/Downtown Specific Plan</u>	<u>125% percent (base-level maximum) or 175% (public benefit bonus-level maximum)</u>	<u>SP-ECR/D</u>

Legend

-  ECR SE
-  Other Parcels
-  City Limits



GENERAL PLAN AMENDMENT: to El Camino Real/ Downtown Specific Plan Land Use Designation (ECR SE)



General Plan Land Use Designation – El Camino Real/Downtown Specific Plan
Parcels as Described by APN in City Database, April 2012 (ECR SE)

061443010
071333190
071333200
071440030
071440040
071440050
071440060
071440110
071440120
071440130

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

RESOLUTION NO. ___ - DRAFT

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK AMENDING THE GENERAL PLAN TO ADD THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN LAND USE DESIGNATION AND TO CHANGE THE LAND USE DESIGNATION FOR PROPERTY LOCATED IN THE SPECIFIC PLAN AREA (APPLICABLE TO EL CAMINO REAL SOUTH-WEST DISTRICT)

WHEREAS, the Planning Commission of the City of Menlo Park has considered the adoption of an amendment to the General Plan to add the land use designation of El Camino Real/Downtown Specific Plan to provide for a variety of retail, office, residential, personal services, and public and semipublic uses, as specified in detail in the El Camino Real/Downtown Specific Plan; and

WHEREAS, the Planning Commission of the City of Menlo Park has considered the adoption of an amendment to the General Plan to change the land use designation for certain property currently zoned/described as: all C-4 (ECR), all C-4-X (ECR), several R-3, R-3-A, and R-3-C parcels that adjoin either El-Camino-Real-fronting parcels or Alto Lane located along the western side of El Camino Real between Menlo Avenue and the southern boundary of the City of Menlo Park to El Camino Real/Downtown Specific Plan; and

WHEREAS, the provisions of the Government Code, 65350, et. seq. have been complied with; and

WHEREAS, the City Council of the City of Menlo Park has considered the written recommendation of the Planning Commission in regard to amending the General Plan;

NOW THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the City Council of the City of Menlo Park that the General Plan Amendment to (1) add the El Camino Real/Downtown Specific Plan land use designation, particularly described in Exhibit "A", and (2) change the land use designation to El Camino Real/Downtown Specific Plan, for the project sites particularly described in Exhibit "B" and Exhibit "C", be adopted.

This resolution shall take effect upon the effective date of Ordinance No. ___ amending Title 16 of the Menlo Park Municipal Code, and Ordinance No. ___ Rezoning the properties in the El Camino Real/Downtown Specific Plan area. In the event such ordinances do not become effective within ninety (90) days of the adoption of this resolution, this resolution shall be void and of no legal effect.

I, Margaret Roberts, City Clerk of the City of Menlo Park, do hereby certify that the above and foregoing Resolution was duly and regularly passed and adopted at a meeting by said Council on the __ day of _____, 2012 by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City, this _____ day of _____, 2012.

Margaret S. Roberts, MMC
City Clerk

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

**PROPOSED GENERAL PLAN AMENDMENT (APPLICABLE TO EL CAMINO REAL
SOUTH-WEST DISTRICT) - *DRAFT***

PART II

LAND USE/CIRCULATION DIAGRAMS AND STANDARDS

COMMERCIAL DESIGNATIONS

SPECIAL LAND USE DESIGNATIONS

El Camino Real/Downtown Specific Plan

This designation provides for a variety of retail, office, residential, personal services, and public and semipublic uses specified in detail in the El Camino Real/Downtown Specific Plan. The maximum FAR shall be 110 percent (base-level maximum) or 150 percent (public benefit bonus-level maximum). Office (inclusive of medical and dental offices) FAR is limited to one-half of the appropriate total FAR, and medical and dental office FAR is limited to one-third of the appropriate total FAR. The maximum residential intensity shall be 25 units per net acre (base-level maximum) or 40 units per net acre (public benefit bonus-level maximum).

**TABLE II-1
RESIDENTIAL USE INTENSITY¹**

Land Use Designation	Use Intensity (units per net acre)	Floor Area Limit/Ratio²	Applicable Zoning Districts³
Very Low Density	0-3.5	2,800 sq. ft. +25% of lot area over 7,000 sq. ft.	R-E, R-E-S, R-1-S
Low Density	3.6-5.0	2,800 sq. ft. +25% of lot area over 7,000 sq. ft.	R-1-U, R-1-S
Medium Density	5.1-18.5	40-45%	R-2, R-3, R-3-A, R-3-C, R-C
High Density	18.6-40.04	100% ⁴	R-4, R-L-U ⁴

¹Residential uses are also allowed in the Professional and Administrative Offices, the Retail/Commercial, and the El Camino Real Professional/Retail Commercial designations, subject to a maximum intensity limit of 18.5 units per net acre. [Residential uses are also allowed in the El Camino Real/Downtown Specific Plan designation, subject to maximum intensity limits of 25 units per net acre \(base-level maximum\) or 40 units per net acre \(public benefit bonus-level maximum\). In a mixed-use project, any FAR used for residential use would be subtracted from that otherwise allowed for other uses.](#)

Mixed use (residential and commercial) is subject to the following zoning ordinance limitations:

R-C zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 45%. In a mixed use project, the maximum total FAR is 45% for residential plus 40% for commercial for a total maximum 85% FAR.

C-3 zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 100%. Any FAR used for residential use would be subtracted from that otherwise allowed for commercial use.

C-4 El Camino Real zoning district: residential intensity up to 18.5 DU/net acre and FAR of up to 75%. Any FAR used for residential use would be subtracted from that otherwise allowed for commercial use.

²The BMR density bonus can result in the density, number of units, and floor area being increased up to a maximum of 15%. The floor area limit for lots under 5,000 square feet shall be determined by use permit.

³Residential uses are also allowed in the P-D zoning district. This district allows residential and other uses at a density or intensity that does not exceed the density or intensity allowed by the pre-existing zoning for the P-D-zoned property except in the area bound by El Camino Real, Glenwood Avenue, Caltrain railroad tracks, and Oak Grove Avenue where residential intensity up to 40 DU/gross acre and residential FAR of up to 115 percent would be permitted.

⁴The R-L-U zoning district allows senior rental housing with residential intensity of 54-97 DU/net acre and FAR of up to 150%. Any new R-L-U project will require a general plan amendment and rezoning.




TABLE II-2
COMMERCIAL USE INTENSITY

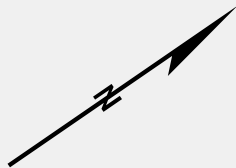
Land Use Designation/Type	Use Intensity (Floor Area Ratio)	Applicable Zoning Districts¹
Retail/Commercial		
Neighborhood Shopping	40%	C-2
Neighborhood Shopping, Restrictive	40%	C-2-A
Neighborhood Commercial, Restrictive	40% without use permit or up to 50% with use permit	C-2-B
Central Commercial	100% retail without use permit, and up to 100% more with use permit, but office use may not exceed 50%	C-3
General Commercial	40%	C-4 non-El Camino Real
Professional and Administrative Offices		
Administrative and Professional Restrictive	30%	C-1
Administrative, Professional	40%	C-1-A, R-C, R-3-C
Administrative, Professional, and Research Restrictive	25%	C-1-C
El Camino Real Professional/Retail Commercial		
General Commercial	55% without use permit or up to 75% with use permit; provided office use may not exceed 40% and up to 100% for auto storage for auto retailers with a use permit	C-4 El Camino Real, P-D
Administrative and Professional	40%	C-1-A, C-4 El Camino Real, P-D

¹Commercial uses are also allowed in the P-D zoning district. This district allows commercial and other uses at a density or intensity that does not exceed the density or intensity allowed by the pre-existing zoning for the P-D-zoned property.

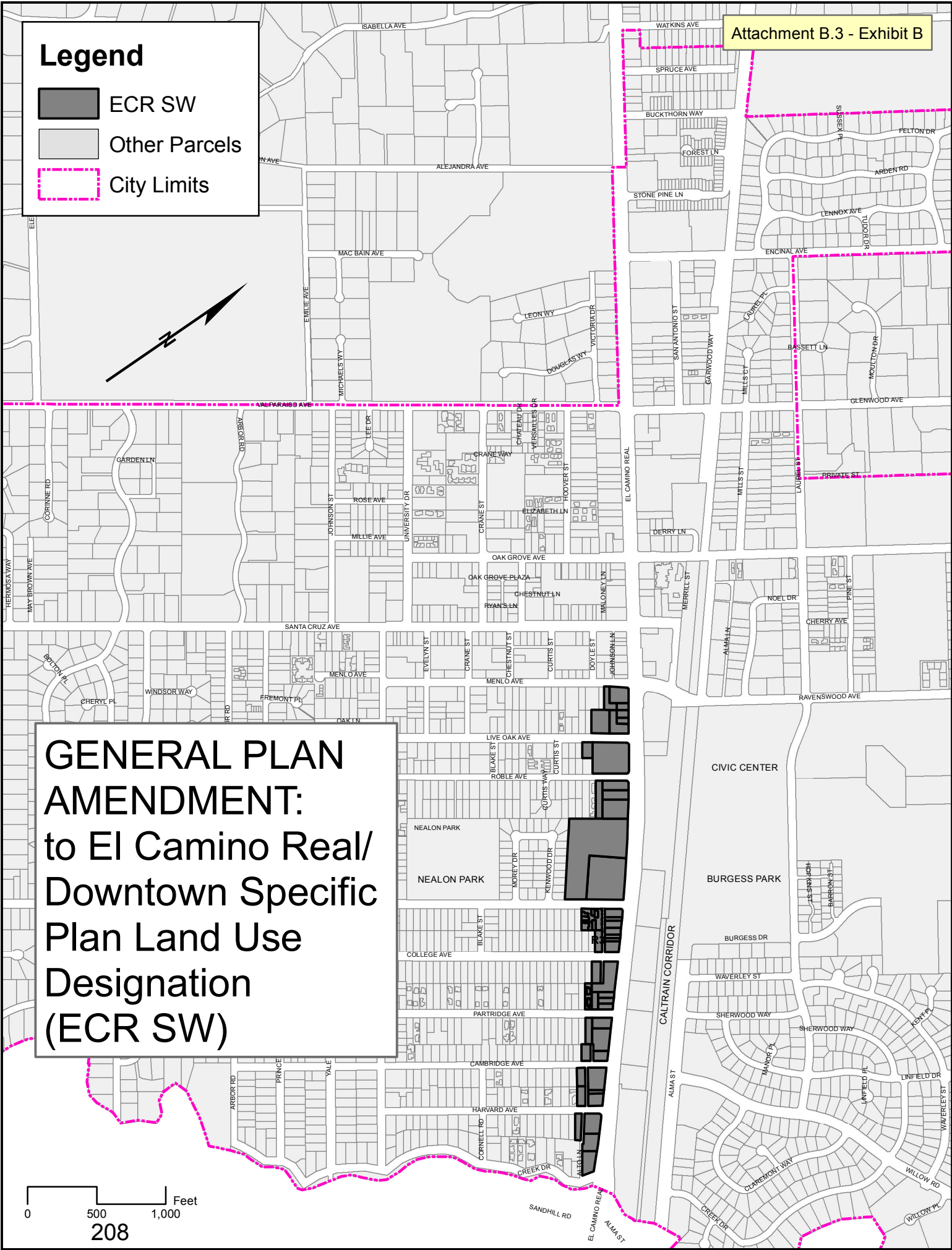
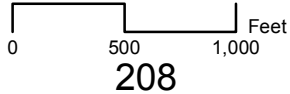
<u>TABLE II-3.1</u>		
<u>SPECIFIC PLAN USE INTENSITY</u>		
<u>Land Use Designation/Type</u>	<u>Use Intensity (Floor Area Ratio)</u>	<u>Applicable Zoning Districts</u>
<u>El Camino Real/Downtown Specific Plan</u>		
<u>El Camino Real/Downtown Specific Plan</u>	<u>110% percent (base-level maximum) or 150% (public benefit bonus-level maximum)</u>	<u>SP-ECR/D</u>

Legend

-  ECR SW
-  Other Parcels
-  City Limits



GENERAL PLAN AMENDMENT: to El Camino Real/ Downtown Specific Plan Land Use Designation (ECR SW)



General Plan Land Use Designation – El Camino Real/Downtown Specific Plan
Parcels as Described by APN in City Database, April 2012 (ECR SW)

071288190	071451999
071288210	113070010
071288230	113070020
071288550	113070999
071288570	
071288580	
071288590	
071331040	
071331180	
071332070	
071332080	
071332090	
071332100	
071332110	
071332130	
071411170	
071411180	
071411190	
071411200	
071411210	
071411250	
071411450	
071411460	
071412170	
071412220	
071412230	
071412240	
071412250	
071412430	
071413160	
071413170	
071413200	
071413360	
071413370	
071433120	
071433140	
071433160	
071433320	
071433330	
071434120	
071434360	
071434380	
071434390	
071451010	
071451020	
071451030	
071451040	
071451050	
071451060	
071451070	

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

RESOLUTION NO. ____ - DRAFT

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK APPROVING AND ADOPTING THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN APPLICABLE TO ALL SPECIFIC PLAN DISTRICTS EXCEPT EL CAMINO REAL SOUTH-EAST AND SOUTH-WEST

WHEREAS, in 2007, the City of Menlo Park initiated a two-phase planning process to enhance and plan for the long-term success of El Camino Real, the Caltrain station and downtown; and

WHEREAS, Phase 1 of the planning process began with a community visioning process to identify core values and hopes for the Plan area, inclusive of an educational speaker series, walking tours, three community workshops, one Planning Commission workshop and two City Council meetings; and

WHEREAS, the visioning process was promoted by five city-wide mailings, including two return surveys that generated approximately 2,600 total returns, and one-on-one outreach by the Oversight and Outreach Committee to members of their stakeholder groups, such as downtown businesses and residents; and

WHEREAS, the City Council unanimously accepted the Vision Plan on July 15, 2008, and the Plan and its 12 goals serve as the values base for the development of Phase II, the Specific Plan; and

WHEREAS, subsequent to the acceptance of the Vision Plan, the City initiated work on a Specific Plan, to contain elements such as detailed land use regulations, design guidelines and implementation measures; and

WHEREAS, the Specific Plan process included substantial public participation through interviews with project stakeholders at the beginning of the planning effort, meetings with and continued outreach by the Oversight and Outreach Committee, three community workshops held on April 16, June 18 and September 17, 2009; and meetings and work sessions with the Planning Commission and City Council; and

WHEREAS, the Draft Specific Plan was released for public review in April, 2010; and

WHEREAS, on May 5, 2011, the City released for a 45-day public review period a Draft Environmental Impact Report (EIR) which identified and evaluated the potential environmental impacts of the proposed Specific Plan; and

WHEREAS, on August 16, 2011, the City released for public review two fiscal impact analyses, one focused on the potential impacts to the City's General Fund expenditures and revenues and one focused on the expenditures and revenues of affected agencies and special districts from build-out of the conceptual development program over time; and

WHEREAS, the City conducted a series of public meetings to allow for public comment and consideration of revisions to the Draft Specific Plan with the Menlo Park Planning Commission on July 7, 21 and 28 and August 4 and 22, 2011 and with the City Council on August 30, September 13 and 20 and October 4, 2011, culminating in detailed direction from the Council for changes to the Draft Specific Plan; and

WHEREAS, the City completed the Final EIR and prepared a revised Specific Plan incorporating the City Council's direction and released both documents for public review on April 19, 2012; and

WHEREAS, the El Camino Real/Downtown Specific Plan and the Final EIR have been made available for public review at the Community Development Department, on the City's website, and at the Menlo Park Library; and

WHEREAS, on April 30, 2012 the Menlo Park Planning Commission held a duly and properly noticed public hearing on the revised Specific Plan and associated Final EIR, and based on its review and consideration of those documents and all public testimony, recommended to the City Council certification of the Final EIR, adoption of the Mitigation Monitoring and Reporting Program, and adoption of certain findings as required by the California Environmental Quality Act (CEQA), and adoption of the El Camino Real/Downtown Specific Plan; and

WHEREAS, on June 5, 2012, the City Council held a duly and properly noticed public hearing on the Specific Plan and associated Final EIR; and

WHEREAS, prior to the adoption of this Resolution, the City Council, by resolution, has approved amendments to the Menlo Park General Plan applying the El Camino Real/Downtown Specific Plan land use designation to all Specific Plan Districts except El Camino Real South-East and South-West, and, by separate motion, has certified the Final EIR, adopted the Mitigation Monitoring and Reporting Program and made findings as required by CEQA; and

WHEREAS, the El Camino Real/Downtown Specific Plan includes a detailed analysis (Table G1) describing the relationship between the General Plan and the Specific Plan and demonstrating that the Specific Plan is consistent with those General Plan policies that were not amended by the Council's action; and

WHEREAS, adoption of the Specific Plan has complied with the provisions of Government Code Section 65453; and

WHEREAS, throughout the process of consideration of the Specific Plan the members of the public have had extensive opportunities to participate in the development of the Specific Plan and to review and comment on the Plan.

NOW, THEREFORE, BE IT RESOLVED that the City of Menlo Park, acting by and through its City Council, hereby adopts the El Camino Real/Downtown Specific Plan, with the exception of any and all components of the Specific Plan related to the El Camino Real South-East and South-West Districts, as more particularly described in Exhibit A and Exhibit B attached hereto, based on the following findings (which are not applicable to the El Camino Real South-East and South-West Districts):

1. The El Camino Real/Downtown Specific Plan is in the public interest and will advance the health, safety, and general welfare of the City of Menlo Park.
2. The El Camino Real/Downtown Specific Plan is consistent with the Menlo Park General Plan.

BE IT FURTHER RESOLVED, that the foregoing recitals are true and correct and are included herein by reference as findings.

I, Margaret S. Roberts, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the ____ day of _____, 2012, by the following votes:

AYES:
NOES:
ABSTAIN:
ABSENT:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this ____ day of _____, 2012.

Margaret S. Roberts, MMC
City Clerk

DRAFT – JUNE 5, 2012

Specific Plan Components Applicable to El Camino Real South-East and South-West Districts and Not Covered by Action

- Public Space
 - Widened sidewalks on El Camino Real (south-east and south-west segments)
 - Streetscape improvements on El Camino Real, including street trees, paving and lighting (south-east and south-west segments)
 - Burgess Park linkage/open space plaza
- Land Use + Building Character
 - Land Use Designations
 - Application and implementation of the El Camino Real Mixed Use and El Camino Real Mixed Use/Residential land use designations to the El Camino Real south-east and south-west segments
 - Land Use Districts
 - Application and implementation of the El Camino Real South-East and South-West Districts (including all general standards/guidelines/programs that would otherwise have applied to the districts' parcels, including but not limited to massing and modulation regulations, sustainable practices, off-street parking requirements, and the Public Benefit Bonus provisions)
 - Retail node at Middle Avenue and El Camino Real
- Circulation
 - Pedestrian crossing treatments at key intersections along El Camino Real, including at Roble, Middle and Cambridge Avenues
 - Bicycle facility improvements on Middle Avenue and El Camino Real (south-east and south-west segments)
 - Burgess Park linkage/open space plaza
- General: All other components of the Specific Plan (including but not limited to descriptions, principles, policies, and programs) applicable to El Camino Real South-East and South-West Districts.

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

RESOLUTION NO. ____ - DRAFT

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK APPROVING AND ADOPTING THE EL CAMINO
REAL/DOWNTOWN SPECIFIC PLAN FOR THE EL CAMINO REAL
SOUTH-EAST DISTRICT**

WHEREAS, in 2007, the City of Menlo Park initiated a two-phase planning process to enhance and plan for the long-term success of El Camino Real, the Caltrain station and downtown; and

WHEREAS, Phase 1 of the planning process began with a community visioning process to identify core values and hopes for the Plan area, inclusive of an educational speaker series, walking tours, three community workshops, one Planning Commission workshop and two City Council meetings; and

WHEREAS, the visioning process was promoted by five city-wide mailings, including two return surveys that generated approximately 2,600 total returns, and one-on-one outreach by the Oversight and Outreach Committee to members of their stakeholder groups, such as downtown businesses and residents; and

WHEREAS, the City Council unanimously accepted the Vision Plan on July 15, 2008, and the Plan and its 12 goals serve as the values base for the development of Phase II, the Specific Plan; and

WHEREAS, subsequent to the acceptance of the Vision Plan, the City initiated work on a Specific Plan, to contain elements such as detailed land use regulations, design guidelines and implementation measures; and

WHEREAS, the Specific Plan process included substantial public participation through interviews with project stakeholders at the beginning of the planning effort, meetings with and continued outreach by the Oversight and Outreach Committee, three community workshops held on April 16, June 18 and September 17, 2009; and meetings and work sessions with the Planning Commission and City Council; and

WHEREAS, the Draft Specific Plan was released for public review in April, 2010; and

WHEREAS, on May 5, 2011, the City released for a 45-day public review period a Draft Environmental Impact Report (EIR) which identified and evaluated the potential environmental impacts of the proposed Specific Plan; and

WHEREAS, on August 16, 2011, the City released for public review two fiscal impact analyses, one focused on the potential impacts to the City's General Fund expenditures and revenues and one focused on the expenditures and revenues of affected agencies and special districts from build-out of the conceptual development program over time; and

WHEREAS, the City conducted a series of public meetings to allow for public comment and consideration of revisions to the Draft Specific Plan with the Menlo Park Planning Commission on July 7, 21 and 28 and August 4 and 22, 2011 and with the City Council on August 30, September 13 and 20 and October 4, 2011, culminating in detailed direction from the Council for changes to the Draft Specific Plan; and

WHEREAS, the City completed the Final EIR and prepared a revised Specific Plan incorporating the City Council's direction and released both documents for public review on April 19, 2012; and

WHEREAS, the El Camino Real/Downtown Specific Plan and the Final EIR have been made available for public review at the Community Development Department, on the City's website, and at the Menlo Park Library; and

WHEREAS, on April 30, 2012 the Menlo Park Planning Commission held a duly and properly noticed public hearing on the revised Specific Plan and associated Final EIR, and based on its review and consideration of those documents and all public testimony, recommended to the City Council certification of the Final EIR, adoption of the Mitigation Monitoring and Reporting Program, and adoption of certain findings as required by the California Environmental Quality Act (CEQA), and adoption of the El Camino Real/Downtown Specific Plan; and

WHEREAS, on June 5, 2012, the City Council held a duly and properly noticed public hearing on the Specific Plan and associated Final EIR; and

WHEREAS, prior to the adoption of this Resolution, the City Council, by separate resolution, has approved amendments to the Menlo Park General Plan applying the El Camino Real/Downtown Specific Plan land use designation to the El Camino Real South-East District, and, by separate motion, has certified the Final EIR, adopted the Mitigation Monitoring and Reporting Program and made findings as required by CEQA; and

WHEREAS, the El Camino Real/Downtown Specific Plan includes a detailed analysis (Table G1) describing the relationship between the General Plan and the Specific Plan and demonstrating that the Specific Plan is consistent with those General Plan policies that were not amended by the Council's action; and

WHEREAS, adoption of the Specific Plan has complied with the provisions of Government Code Section 65453; and

WHEREAS, throughout the process of consideration of the Specific Plan the members of the public have had extensive opportunities to participate in the development of the Specific Plan and to review and comment on the Plan.

NOW, THEREFORE, BE IT RESOLVED that the City of Menlo Park, acting by and through its City Council hereby adopts the El Camino Real/Downtown Specific Plan components applicable to the El Camino Real South-East District, as more particularly described in Exhibit A and Exhibit B attached hereto, based on the following findings related to those components of the Specific Plan applicable to the El Camino Real South-East District:

1. The El Camino Real/Downtown Specific Plan is in the public interest and will advance the health, safety, and general welfare of the City of Menlo Park.
2. The El Camino Real/Downtown Specific Plan is consistent with the Menlo Park General Plan.

BE IT FURTHER RESOLVED, that the foregoing recitals are true and correct and are included herein by reference as findings.

I, Margaret S. Roberts, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the ____ day of _____, 2012, by the following votes:

AYES:

NOES:

ABSTAIN:

ABSENT:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this ____ day of _____, 2012.

Margaret S. Roberts, MMC
City Clerk

DRAFT – JUNE 5, 2012

Specific Plan Components Applicable to El Camino Real South-East District and Covered by Action

- Public Space
 - Widened sidewalks on El Camino Real (south-east segment)
 - Streetscape improvements on El Camino Real, including street trees, paving and lighting (south-east segment)
 - Burgess Park linkage/open space plaza

- Land Use + Building Character
 - Land Use Designations
 - Application and implementation of the El Camino Real Mixed Use and El Camino Real Mixed Use/Residential land use designations to the El Camino Real south-east segment
 - Land Use Districts
 - Application and implementation of the El Camino Real South-East District (including all general standards/guidelines/programs that would otherwise have applied to the districts' parcels, including but not limited to massing and modulation regulations, sustainable practices, off-street parking requirements, and the Public Benefit Bonus provisions)
 - Retail node at Middle Avenue and El Camino Real

- Circulation
 - Pedestrian crossing treatments at key intersections along El Camino Real, including at Roble, Middle and Cambridge Avenues
 - Bicycle facility improvements on El Camino Real (south-east segment)
 - Burgess Park linkage/open space plaza

- General: All other components of the Specific Plan (including but not limited to descriptions, principles, policies, and programs) applicable to El Camino Real South-East District.

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

RESOLUTION NO. ____ - DRAFT

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK APPROVING AND ADOPTING THE EL CAMINO
REAL/DOWNTOWN SPECIFIC PLAN FOR THE EL CAMINO REAL
SOUTH-WEST DISTRICT**

WHEREAS, in 2007, the City of Menlo Park initiated a two-phase planning process to enhance and plan for the long-term success of El Camino Real, the Caltrain station and downtown; and

WHEREAS, Phase 1 of the planning process began with a community visioning process to identify core values and hopes for the Plan area, inclusive of an educational speaker series, walking tours, three community workshops, one Planning Commission workshop and two City Council meetings; and

WHEREAS, the visioning process was promoted by five city-wide mailings, including two return surveys that generated approximately 2,600 total returns, and one-on-one outreach by the Oversight and Outreach Committee to members of their stakeholder groups, such as downtown businesses and residents; and

WHEREAS, the City Council unanimously accepted the Vision Plan on July 15, 2008, and the Plan and its 12 goals serve as the values base for the development of Phase II, the Specific Plan; and

WHEREAS, subsequent to the acceptance of the Vision Plan, the City initiated work on a Specific Plan, to contain elements such as detailed land use regulations, design guidelines and implementation measures; and

WHEREAS, the Specific Plan process included substantial public participation through interviews with project stakeholders at the beginning of the planning effort, meetings with and continued outreach by the Oversight and Outreach Committee, three community workshops held on April 16, June 18 and September 17, 2009; and meetings and work sessions with the Planning Commission and City Council; and

WHEREAS, the Draft Specific Plan was released for public review in April, 2010; and

WHEREAS, on May 5, 2011, the City released for a 45-day public review period a Draft Environmental Impact Report (EIR) which identified and evaluated the potential environmental impacts of the proposed Specific Plan; and

WHEREAS, on August 16, 2011, the City released for public review two fiscal impact analyses, one focused on the potential impacts to the City's General Fund expenditures and revenues and one focused on the expenditures and revenues of affected agencies and special districts from build-out of the conceptual development program over time; and

WHEREAS, the City conducted a series of public meetings to allow for public comment and consideration of revisions to the Draft Specific Plan with the Menlo Park Planning Commission on July 7, 21 and 28 and August 4 and 22, 2011 and with the City Council on August 30, September 13 and 20 and October 4, 2011, culminating in detailed direction from the Council for changes to the Draft Specific Plan; and

WHEREAS, the City completed the Final EIR and prepared a revised Specific Plan incorporating the City Council's direction and released both documents for public review on April 19, 2012; and

WHEREAS, the El Camino Real/Downtown Specific Plan and the Final EIR have been made available for public review at the Community Development Department, on the City's website, and at the Menlo Park Library; and

WHEREAS, on April 30, 2012 the Menlo Park Planning Commission held a duly and properly noticed public hearing on the revised Specific Plan and associated Final EIR, and based on its review and consideration of those documents and all public testimony, recommended to the City Council certification of the Final EIR, adoption of the Mitigation Monitoring and Reporting Program, and adoption of certain findings as required by the California Environmental Quality Act (CEQA), and adoption of the El Camino Real/Downtown Specific Plan; and

WHEREAS, on June 5, 2012, the City Council held a duly and properly noticed public hearing on the Specific Plan and associated Final EIR; and

WHEREAS, prior to the adoption of this Resolution, the City Council, by separate resolution, has approved amendments to the Menlo Park General Plan applying the El Camino Real/Downtown Specific Plan land use designation to the El Camino Real South-West District, , and, by separate motion, has certified the Final EIR, adopted the Mitigation Monitoring and Reporting Program and made findings as required by CEQA; and

WHEREAS, the El Camino Real/Downtown Specific Plan includes a detailed analysis (Table G1) describing the relationship between the General Plan and the Specific Plan and demonstrating that the Specific Plan is consistent with those General Plan policies that were not amended by the Council's action; and

WHEREAS, adoption of the Specific Plan has complied with the provisions of Government Code Section 65453; and

WHEREAS, throughout the process of consideration of the Specific Plan the members of the public have had extensive opportunities to participate in the development of the Specific Plan and to review and comment on the Plan.

NOW, THEREFORE, BE IT RESOLVED that the City of Menlo Park, acting by and through its City Council hereby adopts the El Camino Real/Downtown Specific Plan components applicable to the El Camino Real South-West District, as more particularly described in Exhibit A and Exhibit B attached hereto,, based on the following findings related to those components of the Specific Plan applicable to the El Camino Real South-West District:

1. The El Camino Real/Downtown Specific Plan is in the public interest and will advance the health, safety, and general welfare of the City of Menlo Park.
2. The El Camino Real/Downtown Specific Plan is consistent with the Menlo Park General Plan.

BE IT FURTHER RESOLVED, that the foregoing recitals are true and correct and are included herein by reference as findings.

I, Margaret S. Roberts, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the ____ day of _____, 2012, by the following votes:

AYES:
NOES:
ABSTAIN:
ABSENT:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this ____ day of _____, 2012.

Margaret S. Roberts, MMC
City Clerk

DRAFT – JUNE 5, 2012

Specific Plan Components Applicable to El Camino Real South-West District and Covered by Action

- Public Space
 - Widened sidewalks on El Camino Real (south-west segment)
 - Streetscape improvements on El Camino Real, including street trees, paving and lighting (south-west segment)

- Land Use + Building Character
 - Land Use Designations
 - Application and implementation of the El Camino Real Mixed Use and El Camino Real Mixed Use/Residential land use designations to the El Camino Real south-west segment
 - Land Use Districts
 - Application and implementation of the El Camino Real South-West District (including all general standards/guidelines/programs that would otherwise have applied to the districts' parcels, including but not limited to massing and modulation regulations, sustainable practices, off-street parking requirements, and the Public Benefit Bonus provisions)

- Circulation
 - Pedestrian crossing treatments at key intersections along El Camino Real, including at Roble, Middle and Cambridge Avenues
 - Bicycle facility improvements on Middle Avenue and El Camino Real (south-west segment)

- General: All other components of the Specific Plan (including but not limited to descriptions, principles, policies, and programs) applicable to El Camino Real South-West District.

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

ORDINANCE NO. ____ - DRAFT

**AN ORDINANCE OF THE CITY OF MENLO PARK, AMENDING TITLE
16 OF THE MENLO PARK MUNICIPAL CODE TO INCORPORATE THE
EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN**

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. The following section of Title 16, Zoning, Chapter 16.04, *Definitions*, of the Menlo Park Municipal Code is hereby amended to read as follows:

16.04.010 Generally. For the purposes of this chapter certain terms are defined. Where terms are defined in a specific zoning district, they shall be applied accordingly. Words used in the present tense include the future; words used in the singular include the plural; "shall" is mandatory, "may" is permissive. Definitions of the terms used in this title are set forth as follows; provided, however, that terms not specifically defined in this chapter shall be as defined in the code.

SECTION 2. Title 16, Zoning, Chapter 16.08, *Districts Established-General Regulations*, Section 16.08.010 *Districts Established – Designated*, of the Menlo Park Municipal Code is hereby amended to add "SP-ECR/D El Camino Real/Downtown Specific Plan" at the end of the list and delete the following:

- R-C Mixed Use District
- C-1-B Administrative, Professional and Service District
- C-3 Central Commercial District

SECTION 3. The following sections of Title 16, Zoning, Chapter 16.08, *Districts Established-General Regulations*, of the Menlo Park Municipal Code is hereby amended to read as follows:

16.08.080 Home occupations. Home occupations, as defined in Section 16.04.340, may be permitted in residential districts and in residences within the SP-ECR/D district, provided a permit is obtained from the department of community development. Such permits shall be valid for a period of one year, shall be subject to the conditions contained therein and shall be subject to the payment of a fee, as established by the city council.

16.08.095 Roof-mounted equipment. Mechanical equipment, such as air conditioning equipment, ventilation fans, vents, ducting, or similar equipment may be placed on the roof of a building provided that such equipment shall be screened from

view as observed at an eye level horizontal to the top of the roof-mounted equipment, except for the SP-ECR/D District which has unique screening requirements, and all sounds emitted by such equipment shall not exceed 50 decibels at a distance of 50 feet from such equipment.

SECTION 4. Title 16, *Zoning*, of the Menlo Park Municipal Code is hereby amended to delete the following chapters in their entirety:

Chapter 16.27	R-C Mixed Use District
Chapter 16.34	C-1-B Administrative, Professional, and Service District
Chapter 16.41	C-3 Central Commercial District

SECTION 5. Title 16, *Zoning*, of the Menlo Park Municipal Code is hereby amended to renumber Chapter 16.58 *Lots*, inclusive of all subsections, to Chapter 16.59.

SECTION 6. Title 16, *Zoning*, of the Menlo Park Municipal Code is hereby amended to add the following chapter:

Chapter 16.58

SP-ECR/D EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN

Sections:

16.57.010 Purpose

16.57.020 El Camino Real/Downtown Specific Plan

16.57.010 Purpose. The purpose and intent of the El Camino Real/Downtown Specific Plan District is to preserve and enhance community life, character and vitality through public space improvements, mixed use infill projects sensitive to the small-town character of Menlo Park and improved connectivity.

16.57.020 El Camino Real/Downtown Specific Plan. Uses, development regulations, guidelines, definitions, off-street parking requirements, and other parameters for public and private development are established through the El Camino Real/Downtown Specific Plan. All modifications to this Ordinance or to the El Camino Real/Downtown Specific Plan require review and recommendation by the Planning Commission and review and approval by the City Council through public hearings in accordance with Chapter 16.88 and applicable law.

SECTION 7. The following section of Title 16, *Zoning*, Chapter 16.68, *Buildings*, of the Menlo Park Municipal Code is hereby amended to read as follows:

16.68.020 Architectural control. When an application is made for a building permit for the construction, alteration or remodeling of any building other than a single family dwelling, duplex and accessory building, or for any structure, dwelling or duplex on land

designated as a historic landmark site, it shall be accompanied by architectural drawings showing elevations of the proposed building or structure, proposed landscaping or other treatment of the grounds around such building or structure, and proposed design of, and access to, required parking facilities. Such drawings shall be considered by the planning commission, architectural committee, or community development director which shall approve said application if the following findings are made:

- (1) That the general appearance of the structures is in keeping with character of the neighborhood;
- (2) That the development will not be detrimental to the harmonious and orderly growth of the city;
- (3) That the development will not impair the desirability of investment or occupation in the neighborhood;
- (4) That the development provides adequate parking as required in all applicable city ordinances and has made adequate provisions for access to such parking.
- (5) That the development is consistent with any applicable Specific Plan.

The community development director shall be limited to approving minor modifications to buildings located in the M-2 General Industrial District. For purposes of this Section, a minor modification is considered one in which there is no increase in gross floor area.

Each request to alter a site or area and each application for a building permit to do work on a historic landmark site shall include plans and specifications showing the proposed landscaping or planting changes, exterior appearance, color and texture of materials, and architectural design and detail; drawings or photographs showing the property or site in the context of its surroundings may also be required. The application shall be considered by the planning commission or architectural committee which shall approve said application if the following findings are made:

- (1) That the proposed work is appropriate to and consistent with the purposes of Chapter 16.54, historic landmark site district;
- (2) That the proposed work will preserve, enhance or restore, and shall not damage or destroy (a) the exterior architectural features of the landmark, and (b) the major interior architectural features of a publicly owned landmark.

No building permit shall be issued in any case herein above mentioned until such findings have been made by the planning commission. All buildings, structures, alterations and other improvements shall be constructed in accordance with the approved drawings.

SECTION 8. The following sections of Title 16, Zoning, Chapter 16.72, *Off-Street Parking*, of the Menlo Park Municipal Code are hereby amended to read as follows:

Sections:

- 16.72.010 Requirements generally.
- 16.72.020 R district uses.

- 16.72.030 Professional district uses.
- 16.72.040 C-2, C-2-A, C-2-B, ~~C-3~~ and C-4 districts.
- 16.72.045 M-1 district uses.
- 16.72.050 M-2 district uses.
- 16.72.060 Public utility facilities.
- 16.72.080 Other uses.

16.72.030 Professional district uses. Professional district uses are as follows:

- (1) C-1, ~~and~~ C-1-A, ~~and~~ ~~C-1-B~~ districts: One space per two hundred square feet of gross floor area, not in any required yard abutting a street;
- (2) C-1-C district: One space per two hundred fifty square feet of gross floor area, not in any required yard abutting a street and not in the exterior one-half of any required yard or loading area.

16.72.040 C-2, C-2-A, C-2-B, ~~C-3~~ and C-4 district uses. C-2, C-2-A, C-2-B, ~~C-3~~ and C-4 district uses are as follows: six spaces per one thousand square feet of gross floor area, not in any required yard or loading area.

SECTION 9. Title 16, Zoning, Chapter 16.80, *Nonconforming Uses and Structures*, Sections of the Menlo Park Municipal Code is hereby amended to add "16.80.120 Exemption from El Camino Real/Downtown Specific Plan".

SECTION 10. Title 16, Zoning, Chapter 16.80, *Nonconforming Uses and Structures*, Section 16.80.045 *Replacement* is amended to read as follows:

16.80.045 Replacement. The same number of units may replace existing legal nonconforming residential units that are removed or demolished for new development, in the R-2, R-3, R-3-A, ~~and~~ R-3-C, ~~and~~ ~~R-C~~ zoning districts, provided the new development is done in accordance with applicable zoning development regulations, building codes and a use permit is obtained therefore. Existing, nonconforming parking conditions may continue to exist if approved by the use permit.

SECTION 11. Title 16, Zoning, Chapter 16.80, *Nonconforming Uses and Structures*, is amended to add the following new section.

16.80.120 Exemption from the El Camino Real/Downtown Specific Plan in the SP-ECR/D district.

- (a) All buildings in existence or approved within the SP-ECR/D district as of the date of adoption of the El Camino Real/Downtown Specific Plan, on _____, shall be exempt from the development standards of El Camino Real/Downtown Specific Plan.
- (b) No building exempt under subsection (a) of this section shall be subject to amortization by reason of a building that is nonconforming due to the development standards of the El Camino Real/Downtown Specific Plan specified in subsection (a) of this section.

- (c) Any building exempt under subsection (a) of this section may be restored to its condition at the time of destruction if the building or office use is destroyed by fire, explosion, or other catastrophe, but such restoration shall comply with:
- (1) The building codes in effect at the time of restoration; and
 - (2) The requirements of Section 16.80.040 with respect to nonconformities other than a nonconformity created as a result of the development standards of the El Camino Real/Downtown Specific Plan specified in subsection (a) of this section.
- (d) Any building which is exempt under subsection (a) of this section may undergo removal on one or more occasions following said date of adoption of a cumulative total of not more than 50% of the gross floor area and the replacement of part or all of the portions removed. The exemption shall terminate upon the removal or replacement on one or more occasions of a cumulative total of more than 50% of the gross floor area of the building.
- (e) Except as provided in this subsection, any building exempt under subsection (a) of this section may undergo interior and/or exterior improvements to the building if there is no increase in the gross floor area.
- (f) Properties within the SP-ECR/D district that are regulated by a Use Permit, Conditional Development Permit (CDP), or Planned Development (P-D) Permit as of the date of adoption of the El Camino Real/Downtown Specific Plan on _____, shall continue to be regulated by said permit(s). Such permit(s) shall lapse upon comprehensive redevelopment of the property, or property owners may apply to modify or cancel said permit(s) in accordance with the requirements of this title.

SECTION 12. The following sections of Title 16, Zoning, Chapter 16.82, *Permits*, of the Menlo Park Municipal Code are hereby amended to read as follows:

II. CONDITIONAL DEVELOPMENT PERMITS

16.82.055 Applicability. A Conditional Development Permit shall apply to the following:

- (a) Development on a parcel in excess of one acre in area; or
- (b) Development on a parcel with a lot area that is less than one acre in area but greater than or equal to 20,000 square feet in area, provided that the development complies with the Below Market Rate (BMR) Housing Program set forth in Section 16.96 and that the number of BMR units developed on the site exceeds the required number of BMR units by a fractional equivalent of more than one-half (0.5) of a unit.

Conditional development permits shall not apply to any parcel in the SP-ECR/D district.

VI. VARIANCES

16.82.340 Purpose of the variance and required findings.

- (a) Purpose. The purpose of the variance is to allow variation from the strict application of the terms of this title where, by reason of the exceptional narrowness, shallowness or unusual shape of a specific piece of property, or by reason of exceptional topographic conditions or other extraordinary situation or condition of such piece of property, or by reason of the use or development of property immediately adjoining the piece of property in question, the literal enforcement of the requirements of this title would cause undue hardship unnecessary to carry out the spirit and purpose of this title. In no case shall a variance be granted to permit a use other than a use permitted in the district involved or to permit relief in excess of fifty percent of any requirement of this title. In the SP-ECR/D district, in no case shall a variance be granted to exceed the intensity (Floor Area Ratio) or density (dwelling units per acre) standards.
- (b) Findings. The planning commission shall grant a variance only when all of the following conditions are found:
- (1) That a hardship peculiar to the property and not created by any act of the owner exists. In this context, personal, family or financial difficulties, loss of prospective profits and neighboring violations are not hardships justifying a variance. Further, a previous variance can never have set a precedent, for each case must be considered only on its individual merits;
 - (2) That such variance is necessary for the preservation and enjoyment of substantial property rights possessed by other conforming property in the same vicinity and that a variance, if granted, would not constitute a special privilege of the recipient not enjoyed by his/her neighbors;
 - (3) That the granting of the variance will not be materially detrimental to the public health, safety, or welfare, or will not impair an adequate supply of light and air to adjacent property;
 - (4) That the conditions upon which the requested variance is based would not be applicable, generally, to other property within the same zoning classification.
 - (5) That the condition upon which the requested variance is based is an unusual factor that was not anticipated or discussed in detail during any applicable Specific Plan process.

SECTION 13. Projects which have submitted a complete application for a discretionary land use entitlement or building permit prior to (approved date of ordinance amendment), 2012 shall be exempt from the provisions of this ordinance, provided the project obtains a use permit or building permit within one year from such date, or such further extended date approved by the Planning Commission. The Planning Commission may extend the effective date of this exemption upon the request of the applicant, if the Planning Commission finds that there is good cause for the extension of such one-year period based upon unusual circumstance and/or conditions not of the making of the applicant or its agents or employees.

SECTION 14. If any part of this Ordinance is held to be invalid or inapplicable to any situation by a court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Ordinance or the applicability of this Ordinance to other situations.

SECTION 15. 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 _____, 2012.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of the City Council of the City of Menlo Park on the ___ day of _____, 2012, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

Kirsten Keith
Mayor, City of Menlo Park

ATTEST:

Margaret S. Roberts, MMC
City Clerk

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

ORDINANCE NO. ___ - DRAFT

AN ORDINANCE OF THE CITY OF MENLO PARK, REZONING PROPERTIES LOCATED IN THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN AREA (APPLICABLE TO ALL SPECIFIC PLAN DISTRICTS EXCEPT EL CAMINO REAL SOUTH-EAST AND SOUTH-WEST)

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. The zoning map of the City of Menlo Park is hereby amended such that certain real property currently zoned/described as: all C-3; all C-1-B, all R-C, all P located between Oak Grove Avenue, Menlo Avenue, University Drive and El Camino Real; all R-3-C fronting on Menlo Avenue, several R-3 parcels either fronting on El Camino Real or that adjoin El-Camino-Real-fronting parcels between Menlo/Ravenswood Avenue and the northern boundary of the City of Menlo Park; the C-1-A parcels located at 530 Oak Grove Avenue (061-402-160) and 1600 El Camino Real (060-344-260); and all C-4 (ECR) and P-D located along El Camino Real, between Menlo/Ravenswood Avenue and the northern boundary of the City of Menlo Park, and more particularly described in Exhibit "A" and Exhibit "B" are rezoned to SP-ECR/D (El Camino Real/Downtown Specific Plan).

SECTION 2. 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 _____, 2012.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of said Council on the ___ day of _____, 2012, by the following vote:

- AYES:
- NOES:
- ABSENT:
- ABSTAIN:




APPROVED:

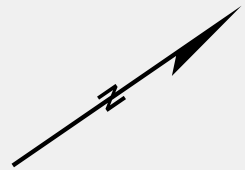
Kirsten Keith
Mayor, City of Menlo Park

ATTEST:

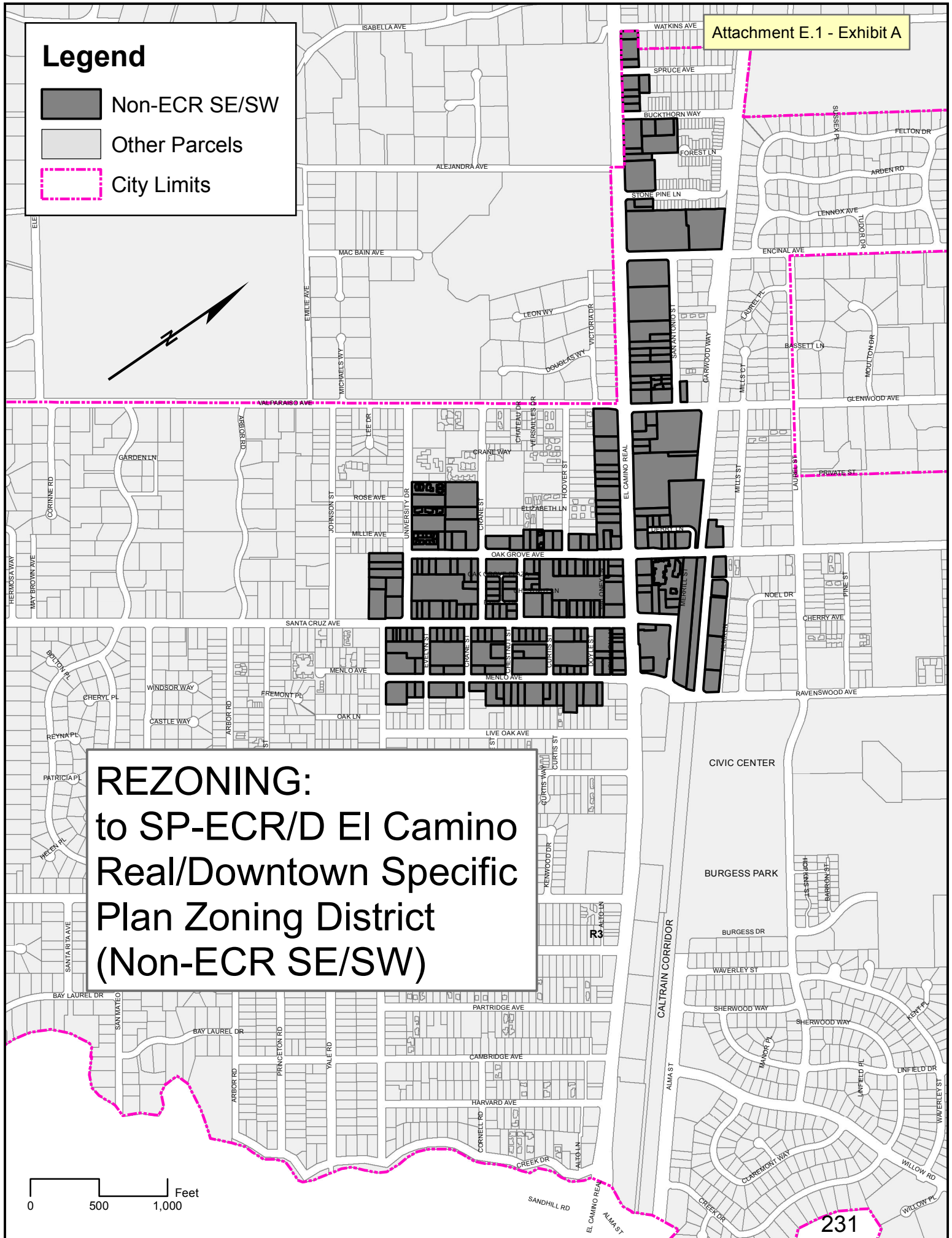
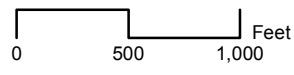
Margaret S. Roberts, MMC
City Clerk

Legend

-  Non-ECR SE/SW
-  Other Parcels
-  City Limits



REZONING:
 to SP-ECR/D El Camino
 Real/Downtown Specific
 Plan Zoning District
 (Non-ECR SE/SW)



Rezoning – El Camino Real/Downtown Specific Plan
Parcels as Described by APN in City Database, April 2012 (Non-ECR SE/SW)

060333140	061430220	071092280	071103040	071284110	111920999
060333150	061430230	071092290	071103050	071285010	112170999
060333160	061430310	071092300	071103060	071285020	112510010
060341110	061430320	071092310	071103070	071285030	112510020
060341130	061430340	071092320	071103080	071285110	112510030
060341140	061430380	071094050	071103090	071285120	112510040
060341280	061430420	071094060	071103100	071285130	112510050
060341290	061430430	071094080	071103160	071285140	112510060
060343030	061430440	071094090	071103170	071285150	112510999
060343040	061430450	071094100	071103180	071285160	113010999
060343070	061430460	071094110	071103440	071286040	113540999
060343080	061430470	071094120	071103460	071286050	113730010
060343790	061430480	071094130	071103490	071286060	114040010
060343800	061441030	071094150	071103500	071286080	114040020
060344240	061441040	071094160	071273010	071287010	114040999
060344250	061441050	071094170	071273020	071287020	114090260
060344260	061441090	071094180	071273030	071287030	114090270
060344270	061441100	071094190	071273040	071287060	114090998
061402160	061441140	071101230	071273050	071287070	114090999
061412160	061441150	071101240	071273070	071287080	114320999
061412400	061441160	071101260	071273160	071287090	114360999
061412430	061441999	071101270	071273200	071288010	114380999
061412440	061442330	071102020	071273210	071288040	
061412450	061442380	071102040	071274030	071288050	
061421040	061442400	071102060	071274040	071288110	
061422070	071084090	071102070	071274140	071288120	
061422090	071084100	071102090	071281010	071288130	
061422100	071084110	071102100	071281020	071288160	
061422190	071084140	071102130	071281030	071288170	
061422200	071084150	071102140	071281040	071288180	
061422230	071084200	071102150	071281050	071288520	
061422240	071084220	071102160	071281150	071288530	
061422330	071091240	071102170	071281160	071288540	
061422350	071091250	071102180	071281170	071288600	
061422370	071091310	071102220	071282040	071288610	
061422380	071091470	071102230	071282170	071501010	
061422390	071091510	071102240	071283010	071501020	
061422400	071091520	071102250	071283020	071501030	
061422410	071092010	071102270	071283030	071501999	
061422420	071092040	071102300	071283040	111920010	
061422430	071092050	071102310	071283050	111920020	
061422440	071092080	071102320	071283130	111920030	
061422450	071092110	071102330	071283140	111920040	
061422460	071092160	071102350	071283150	111920050	
061422470	071092170	071102370	071284010	111920060	
061430070	071092180	071102380	071284020	111920070	
061430080	071092190	071102390	071284030	111920080	
061430140	071092200	071102400	071284040	111920090	
061430180	071092230	071102410	071284050	111920100	
061430200	071092250	071103020	071284080	111920110	
061430210	071092270	071103030	071284100	111920120	

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

ORDINANCE NO.____ - DRAFT

**AN ORDINANCE OF THE CITY OF MENLO PARK, REZONING PROPERTIES
LOCATED IN THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN AREA
(APPLICABLE TO EL CAMINO REAL SOUTH-EAST DISTRICT)**

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. The zoning map of the City of Menlo Park is hereby amended such that certain real property currently zoned/described as: all C-4 (ECR) and all P-D located along the eastern side of El Camino Real between Ravenswood Avenue and the southern boundary of the City of Menlo Park, and more particularly described in Exhibit "A" and Exhibit "B" are rezoned to SP-ECR/D (El Camino Real/Downtown Specific Plan).

SECTION 2. 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 _____, 2012.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of said Council on the ____ day of _____, 2012, by the following vote:

- AYES:
- NOES:
- ABSENT:
- ABSTAIN:




APPROVED:

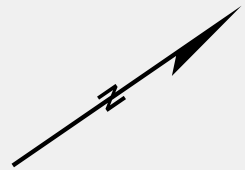
Kirsten Keith
Mayor, City of Menlo Park

ATTEST:

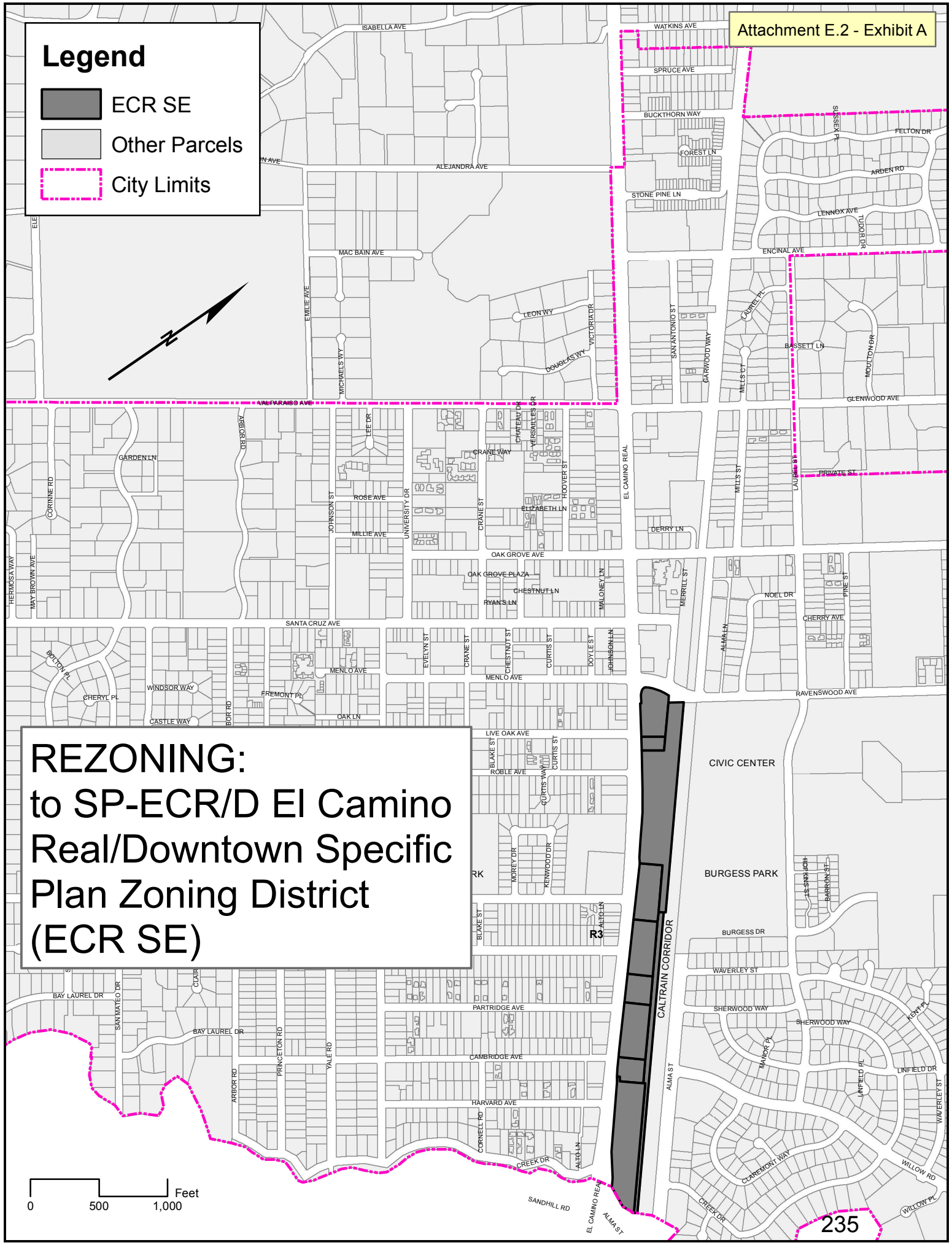
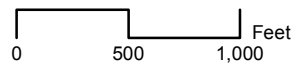
Margaret S. Roberts, MMC
City Clerk

Legend

-  ECR SE
-  Other Parcels
-  City Limits



REZONING:
 to SP-ECR/D El Camino
 Real/Downtown Specific
 Plan Zoning District
 (ECR SE)



Rezoning – El Camino Real/Downtown Specific Plan
Parcels as Described by APN in City Database, April 2012 (ECR SE)

061443010
071333190
071333200
071440030
071440040
071440050
071440060
071440110
071440120
071440130

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

ORDINANCE NO.____ - DRAFT

AN ORDINANCE OF THE CITY OF MENLO PARK, REZONING PROPERTIES LOCATED IN THE EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN AREA (APPLICABLE TO EL CAMINO REAL SOUTH-WEST DISTRICT)

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. The zoning map of the City of Menlo Park is hereby amended such that certain real property currently zoned/described as: all C-4 (ECR), all C-4-X (ECR), several R-3, R-3-A, and R-3-C parcels that adjoin either El-Camino-Real-fronting parcels or Alto Lane located along the western side of El Camino Real between Menlo Avenue and the southern boundary of the City of Menlo Park, and more particularly described in Exhibit "A" and Exhibit "B" are rezoned to SP-ECR/D (El Camino Real/Downtown Specific Plan).

SECTION 2. 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 _____, 2012.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of said Council on the ____ day of _____, 2012, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:




APPROVED:

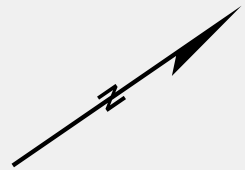
Kirsten Keith
Mayor, City of Menlo Park

ATTEST:

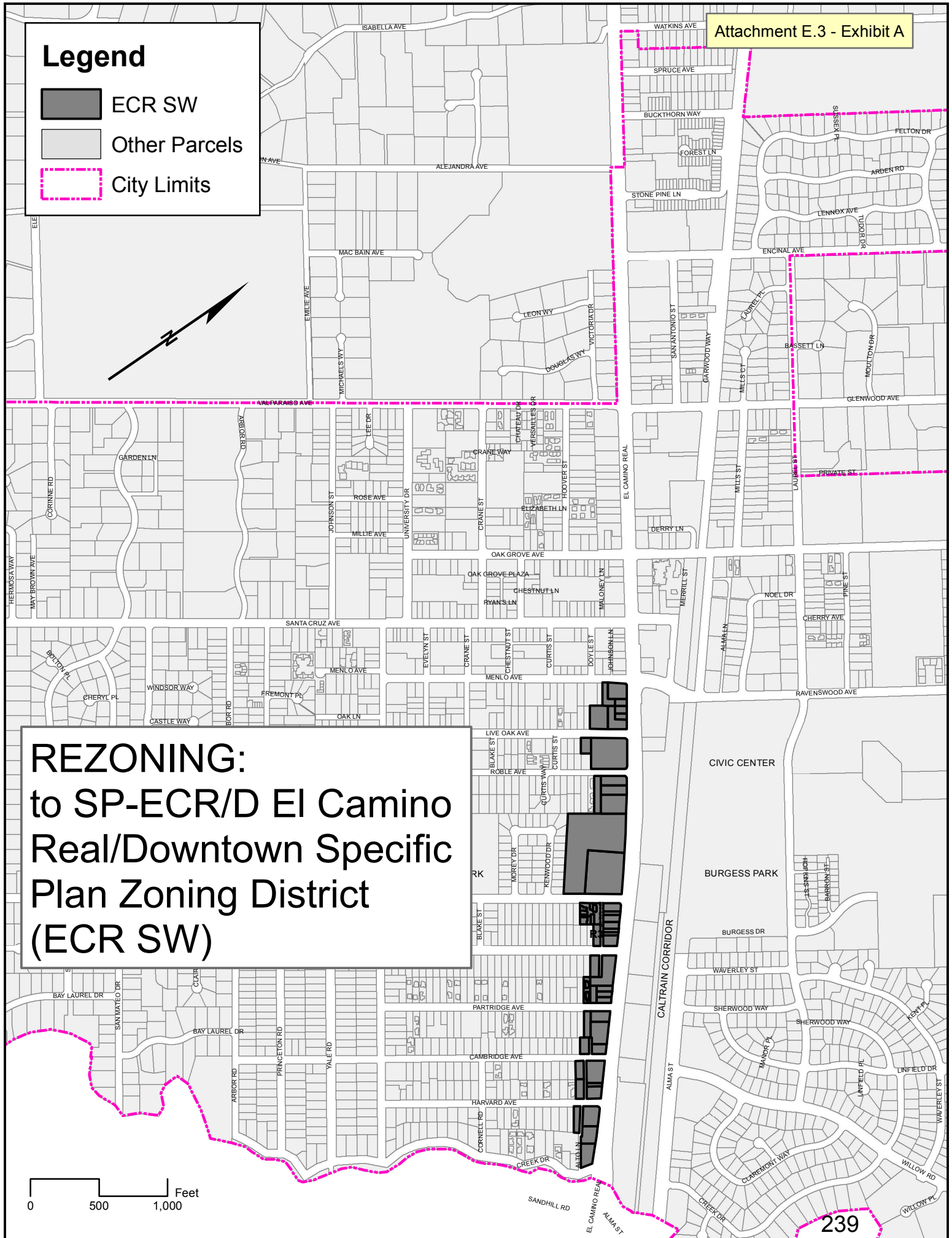
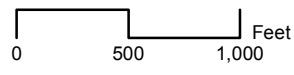
Margaret S. Roberts, MMC
City Clerk

Legend

-  ECR SW
-  Other Parcels
-  City Limits



REZONING:
 to SP-ECR/D El Camino
 Real/Downtown Specific
 Plan Zoning District
 (ECR SW)



Rezoning – El Camino Real/Downtown Specific Plan
Parcels as Described by APN in City Database, April 2012 (ECR SW)

071288190	113070010
071288210	113070020
071288230	113070999
071288550	
071288570	
071288580	
071288590	
071331040	
071331180	
071332070	
071332080	
071332090	
071332100	
071332110	
071332130	
071411170	
071411180	
071411190	
071411200	
071411210	
071411250	
071411450	
071411460	
071412170	
071412220	
071412230	
071412240	
071412250	
071412430	
071413160	
071413170	
071413200	
071413360	
071413370	
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071433140	
071433160	
071433320	
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071434120	
071434360	
071434380	
071434390	
071451010	
071451020	
071451030	
071451040	
071451050	
071451060	
071451070	
071451999	

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

RESOLUTION NO. _____ - DRAFT

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK
AMENDING CITY FEES AND CITY CHARGES TO ESTABLISH AN EL
CAMINO REAL/DOWNTOWN SPECIFIC PLAN PREPARATION FEE**

WHEREAS, under the provisions of the City of Menlo Park Municipal Code Section 1.25.010, fees and charges assessed by the City of Menlo Park may be amended or modified upon the adoption of a Resolution by the City Council; and

WHEREAS, the City Council of the City of Menlo Park considers that said amended fees, as per Staff Report #_____ dated June 5, 2012 are appropriate and should be adopted.

The City Council of the City of Menlo Park makes the following findings:

1. The fee is being imposed pursuant to General Code Section 65456, which allows the City to impose a fee on persons requesting planning approvals that are required to be consistent with the Specific Plan.
2. The total cost of the Specific Plan is: \$1,691,240.
3. The fee is based on the benefit to each applicant from the preparation of the specific plan, which has reduced the cost of future environmental review and development approvals within the Specific Plan area. The benefit to each applicant is the net new development permitted by the Specific Plan.
4. Therefore, to determine the fee, the total cost of the Specific Plan (\$1,691,240) was divided by the net new total (both residential and non-residential) square footage (1,500,000 square feet) permitted under the Plan's Maximum Allowable Development, to determine a fee of \$1.13/square foot for all net new development proposed in the Plan area.
5. A listing of the fee changes proposed for City services was available to the public for at least ten days preceding the Public Hearing on June 5, 2012, at which time the fees were adopted.

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED that the Master Fee Schedule last amended March 27, 2012, is hereby amended to take effect on the date this resolution is passed and adopted; and

BE IT FURTHER RESOLVED that the City Manager is authorized to waive, modify or amend fees on any matter in his/her reasonable discretion, provided that said fees may not be increased and if he/she does so, he/she shall so advise the City Council.

PASSED AND ADOPTED at a regular meeting of the Menlo Park City Council on the fifth day of June, 2012, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of the City of Menlo Park this fifth day of June, 2012.

Margaret S. Roberts, MMC, City Clerk

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

**El Camino Real/Downtown Vision Plan
Excerpt: Vision Statement and Goals**

Vision Statement

Downtown Menlo Park and the El Camino Real corridor through Menlo Park will continue to be known for the vitality and diverse range of activities that are available. It will become a place where people live, work and shop and a place that provides services and offers cultural opportunities. A unique identity can be created for the Vision Plan Area that builds on the attributes and opportunities that exist as community assets in the Vision Plan Area today. Those Menlo Park assets include:

- Santa Cruz Avenue: Menlo Park's "Main Street" is an intimately-scaled street with fairly wide sidewalks and a rhythm of storefronts that is conducive to pedestrian activity. City-owned parking plazas are accessible via a series of similarly-scaled cross streets and augment the on-street parking provided on Santa Cruz Avenue.
- The Menlo Park Train Station: Rail and bus service connects Menlo Park's downtown to the region; the station provides the opportunity for Menlo Park residents to access job opportunities elsewhere on the Peninsula as well as to bring visitors to existing and expanded opportunities in downtown Menlo Park.
- Menlo Park's Independently-owned Businesses: The range of services and goods provided by local businesses and merchants has been identified by several community members as a major contributor to the small town, or village, character in Menlo Park. One-of-a-kind retail businesses and services contribute greatly to making a downtown unique.
- Strategic Opportunities for Near-term Change: Vacancies and underutilization of the Plan Area's larger parcels, particularly those with the exposure that El Camino Real provides, offer the opportunity to envision future uses that are different than those that formerly occupied those key sites.
- City-owned Parking Plazas: These areas are integral to the health of businesses and merchants in the Downtown. However, the parking plazas are also the largest areas of City-owned land in the Plan Area, outside of public streets. A comprehensive redesign of these areas could provide the potential for a more efficient configuration and greater number of parking spaces, as well as shade trees in conjunction with plazas or small park spaces that could be components of a coordinated downtown pedestrian network.
- Future Railroad Conditions: Although precise determinations of future activities on the Caltrain tracks are unknown at this time, alterations or expansion of the tracks to accommodate high speed rail or future Caltrain needs seems likely. Acknowledging that such changes may occur provides

the opportunity for the Vision Plan to propose ways to expand east-west connectivity across the tracks for bicyclists and pedestrians, in addition to vehicles, in conjunction with future track changes.

- Other Unique Community Assets: Menlo Park also contains a number of additional community assets, both in and outside of the Vision Plan Area. Allied Arts Guild, an architecturally unique complex, is located near the Vision Plan Area. Fremont Park, Menlo Park Presbyterian Church, Burgess Park and the Menlo Park Civic Center are also important community assets located just outside the Vision Plan Area. The Park Theater, now vacant, is located in the Vision Plan Area and is considered by some community members to be a significant cultural asset. The numerous trees of the city are also considered by many to be an important community asset.

Goals

1. Vision Plan Area Character: Maintain a village character unique to Menlo Park.
2. East-West Connectivity: Provide greater east-west, town-wide connectivity.
3. El Camino Real Circulation: Improve circulation and streetscape conditions on El Camino Real.
4. Neighborhood Context: Ensure that El Camino Real development is sensitive to and compatible with adjacent neighborhoods.
5. Vacant and Underutilized Parcels on El Camino Real: Revitalize underutilized parcels and buildings.
6. Train Station Area: Activate the train station area.
7. Santa Cruz Avenue Pedestrian Character: Protect and enhance pedestrian amenities on Santa Cruz Avenue.
8. Downtown Vibrancy: Expand shopping, dining and neighborhood services to ensure a vibrant downtown.
9. Housing: Provide residential opportunities in the Vision Plan Area.
10. Open Space: Provide plaza and park spaces.
11. Pedestrian and Bicycle Circulation: Provide an integrated, safe and well-designed pedestrian and bicycle network.
12. Parking: Develop parking strategies and facilities that meet the commercial and residential needs of the community.

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**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

**El Camino Real/Downtown Specific Plan
Excerpt: Guiding Principles**

Enhance Public Space

The Specific Plan establishes an expansive "public realm", an integrated network of public spaces, including widened sidewalks, plazas and parks, that invites strolling and public gathering and allows for community life, identity and sense of place. The plan's comprehensive public space network supports a more active, vibrant downtown and healthier living by encouraging walking, biking and social gathering.

Generate Vibrancy

The Specific Plan acknowledges the community's desire for a more active, vibrant downtown and station area, with a mix of retail, residential and offices uses that complement and support one another and bring vitality, including increased retail sales, to the area. In addition, the Specific Plan establishes standards and guidelines that encourage development of underutilized and vacant land on El Camino Real while ensuring a building character that is modulated and in keeping with Menlo Park's small-town character. The Specific Plan focuses on creating new connected places of activity and social life that enhance community life and contribute to a vibrant downtown.

Sustain Menlo Park's Village Character

The Specific Plan recognizes and builds upon the unique qualities of downtown Menlo Park and El Camino Real, in particular its small town character of lower-scale buildings and diverse and local neighborhood-serving businesses. The Specific Plan accommodates future development in ways that complement the area's existing character, using design controls and guidelines to regulate building form and scale.

Enhance Connectivity

The Specific Plan enhances connectivity and walkability throughout the plan area. The plan provides a north-south connection with a wider, more comfortable and continuous sidewalk on the east side of El Camino Real. The plan integrates downtown, the Caltrain station area and the Civic Center with one another through widened sidewalks on Santa Cruz Avenue, Alma Street and El Camino Real. East/west connectivity is enhanced with a number of intersection improvements along El Camino Real, including

enhanced crosswalks and new and improved grade-separated pedestrian/bicycle crossings of the railroad tracks.

Promote Healthy Living and Sustainability

The Specific Plan recognizes and promotes healthy living and activity by encouraging walking, biking and access to transit as alternatives to vehicular use, supported by widened sidewalks and new bicycle facilities; enhanced public spaces; development intensity focusing on the station area; and a greater mix and diversity of uses. The Specific Plan takes a comprehensive approach to sustainability and carbon emissions reduction, utilizing standards integrated with best practices and guidelines for both public and private improvements. The Specific Plan also encourages development sensitive to the character of Menlo Park.

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**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

**El Camino Real/Downtown Specific Plan
Consolidated City Council Direction on Draft Plan (October 2011)**

Geographic Areas

Station Area

1. Height, Bulk
 - a. Reduce the façade height from the proposed 45 feet by one full story; staff and consultants to recommend a specific dimension to achieve the reduction.
 - b. Staff to work with consultants to determine alternative mechanisms to limit maximum building height to a portion of the building with the intent of increasing the architectural interest of the building; possible mechanisms include changes in the bulk restrictions, added setbacks, and/or requirements for architectural merit.
 - c. Reduce SA W maximum height from 60' by one full story.
 - d. On Alma Street portion of SA E zoning district, increase minimum upper-floor setback from 10' to 15'.
2. Safety Across Railroad Tracks at Ravenswood
 - a. The Planning Commission recommends that the safety of pedestrians and bicyclists at the intersection of the railroad tracks and Ravenswood Avenue be a high priority and possible solutions to the safety issues be expedited either through the Specific Plan or alternative programs.
 - b. Revise the plan to include “quad gates” as an option at Ravenswood and Oak Grove Avenues rail crossings
3. Revise Civic Plaza (p. D30-D31)
 - a. Consider large-growing trees such as maples, sycamores, or redwoods as ‘iconic’ plantings, in addition to oaks (which grow very slowly).
 - b. Add an enhanced pedestrian connection to Oak Grove Avenue
4. Revise the plan to remove any elements (e.g., curb extensions) that would preclude the ability of the City to modify the central portion of El Camino Real to provide 3 lanes of automobile travel in each direction and/or Class II bike lanes (either option potentially limited to peak hours)

Downtown Area

1. Chestnut Street Paseo/Market Place

- a. With outreach to and participation by the Downtown merchants and property owners to ensure success, pursue implementation of the Chestnut Paseo and Market Place in a phased approach. The first phase would include a temporary closure of Chestnut Street as delineated in the Specific Plan, with functional access for the operation of the Farmer's Market, seven days per week to be used as a public space with seating, food vendors (food trucks), landscaping, and possibly decorative paving. The temporary phase would be maintained for several months and would be used as the basis for a review and consideration of the permanent installation of the Paseo and Market Place.
- b. With both the temporary and permanent installations, consideration should be given to Menlo Park merchants for access to the public space and should build upon successful existing businesses, including the Farmer's Market.
- c. The recommendation is based on the recognition that the Chestnut Paseo and Market Place are closely linked in functionality and that the success of the space will be dependent on uses that would attract people.

2. Sidewalk Widening

- a. Retain the sidewalk widening elements and guidelines of the Specific Plan with implementation starting on a temporary basis for smaller block or half-block areas where there is a logical relationship to an adjacent use or purpose in order to assess the viability of the widening and whether to expand and make permanent the widened sidewalks over time.

3. Utilize trial/temporary installations for the pocket parks to determine the impacts on circulation.

4. Parking Structures

- a. Include Parking Plaza 2 in addition to Parking Plazas 1 and 3 as a possible site for a parking structure. (Factors considered by the Council in discussing preferred locations included the proximity of Parking Plaza 1 to transit, the Downtown merchants' and property owners' support of Parking Plaza 2, and the interest of the Presbyterian Church to work with the City on Parking Plaza 3.)
- b. Encourage utilization of portions of parking structures by parking permit users and preserve street level parking for customers.
- c. Provide opportunities for businesses to contribute to the financing of parking structures to the benefit of the business through reduced parking permit costs or other incentives.

- d. Require high aesthetic standards for the parking structures, including landscaping within required setbacks or as a vertical element of the structure.
 - e. Encourage the preservation of as much surface parking for customers as possible within the structures.
 - f. Limit the height of parking structures to be consistent with the scale of adjacent planned and existing buildings that can be no taller than 38’.
 - g. Downtown property owners must be presented with a viable financial model for funding the construction of the garages, so as not to create a burdensome cost drain on either businesses or the city (i.e., preferring in-lieu parking fees, public/private partnership, permit revenues, or other funding mechanism). Over 50% of downtown property owners must approve a garage if they are going to be assessed for construction costs.
5. Not including the Market Place, eliminate small mixed use buildings on the parking plazas (as shown on lots 4, 5, and 2) and discourage infill of the current parking plazas for purposes other than parking, pedestrian and bicycle circulation, and other limited public spaces.
 6. Eliminate the residential option associated with the parking structure on Parking Plaza 3.
 7. Staff to continue to work with Fire District to review Station 6 site standards and to consider flexibility where warranted
 8. Staff to reach out to John Hickson/Live Oak Lions Club to 'debrief' on City Council direction and review how to continue to reach out to Farmer's Market

El Camino Real (other than El Camino Real South-East (ECR SE) zoning district)

1. In the ECR NE and ECR NE-R zoning districts, establish a new Public Benefit Bonus standard for overall height, equivalent to one additional story.
2. Amend the Building Façade Modulation regulations for the ECR NE-L and ECR SW zoning districts to call for compatible modulation of form on facades adjacent to residential or residential mixed-use zones.
3. Amend the Massing and Modulation regulations for all ECR zoning districts as follows:
 - a. Major portions of the building facing a street should be parallel to the street.
4. In order to accomplish more with regard to east-west connectivity along El Camino Real, recommend more creative and aggressive efforts at signal timing and signal modifications, including 4-way crossings and bicycle safety.

ECR SE Zoning District (Council Member Fergusson recused)

1. Height, Bulk

- a. Façade height at the 10' minimum setback to be reduced from the proposed 45 feet by one full story; staff and consultants to recommend a specific dimension to achieve the reduction; façade height may remain at 45 feet at the 20' maximum setback (in between: ??)
 - b. Staff to work with consultants to determine alternative mechanisms to limit maximum building height to a portion of the building with the intent of increasing the architectural interest of the building; possible mechanisms include changes in the bulk restrictions, added setbacks, and/or requirements for architectural merit.
2. Revise district regulations to address Stanford University concerns regarding development feasibility while still achieving Plan objectives, along the lines of the initial guidance:
- a. The width of the proposed Middle Avenue may be reduced from 120' to approximately 90'
 - b. The requirement for the Cambridge Avenue publicly-accessible building break may be made more flexible, to allow for options such as a U-shaped building
 - c. The requirements for two private frontage breaks each north and south of Middle Avenue may be changed to one each, and made more flexible with regard to location
 - d. The rear setback may be eliminated, although as Stanford notes, Fire District regulations may effectively require the same kind of setback
 - e. The open space requirement of 40% minimum may be lowered to 30%, which would be similar to several comparable El Camino Real districts)
3. Bicycle/Pedestrian access:
- a. Require protected bicycle network between the Middle Avenue bicycle/pedestrian crossing and Cambridge
 - b. Explore potential for requiring protected bicycle network between the Middle Avenue bicycle/pedestrian crossing and Roble

Non-Geographic Topics

Public Benefit

1. Move the Plan forward with the retention of the thresholds for public benefit as currently stated in the Plan, but provide the Council with additional information and analysis to enable further consideration of that threshold level.

2. Return with discussion points and potential recommendations around possible incentives for retail development over other types of development.
3. Retain in the Plan a general discussion of a Development Agreement approach to public benefits and a general listing of possible types of benefits with the understanding that it may become part of a broader discussion through the Planning Commission of public benefit in general.
4. Include the Santa Cruz Avenue Plaza improvements in the list of possible public benefits.
5. Revise the "Public Benefit Bonus and Structured Negotiation" process to be clearly subject to public review in one or more public meetings; documents estimating value should be provided as part of this process.
6. Public Benefit: explore potential for a simpler public benefit process that could apply to smaller projects which wouldn't require a Development Agreement; if not feasible, explain why.

Bicycle Improvements

1. City Council endorsements/amendments to Bicycle Commission recommendations:
 - a. The Plan should include and encourage bike lanes rather than bike routes wherever and whenever feasible, even if doing so will, in the long term, mean that the City adopt new or creative lane and parking arrangements. Using bike lanes will increase the use of bicycles by giving far greater comfort to those who would like to bicycle but are uncomfortable riding directly in traffic.
 - b. For that reason, the Commission supports the Plan's introduction of bike lanes on Oak Grove Avenue.
 - c. The Plan currently includes University Drive as a north-south bike route into and out of downtown. The Commission believes that University is a key route and would also suggest that the Plan include the possibility of installing bike lanes on University in the future.
 - d. The Commission would also comment that it would be appropriate for the Plan to include bike lanes on El Camino Real the entire length within the City limits and/or consider and examine other north-south paths/lanes/routes, including a potential path along Caltrain tracks/Stanford lands.
 - e. The Commission believes that the presence of schools on Middle Avenue, Encinal Avenue, Ravenswood Avenue, and Valparaiso Avenue, because they are routes from schools to the downtown area, in particular should include improved bicycle facilities, such as bike lanes, buffered bike lanes, and sharrows.

- f. The Commission believes that the Caltrain pedestrian/bicycle undercrossing at Middle Avenue is a key aspect of the Plan's east-west transportation for bicycle and pedestrians.
 - g. The Commission is in support of the proposed downtown parking garages because they take parking load off of the street and give the City more flexibility for adding bicycle facilities to downtown streets without undue impact to the availability of parking downtown. Parking garages and surface parking plazas may be used for pedestrian and bicycle parking/circulation.
 - h. The Commission believes that the Plan should include and encourage bicycle related improvements as public benefits, such as:
 - i. Bike parking (racks or bike corrals)
 - ii. Signage (to Downtown, Station, etc)
 - iii. Pedestrian/bike undercrossings
 - iv. Intersection improvements, such as
 - 1. crosswalks,
 - 2. bike through lanes
 - 3. bike-specific left-turn lanes
 - v. Bike share pods
2. Examine potential for bicycle improvements (signage, lanes, etc.) on Ravenswood Avenue east of El Camino Real, and on Menlo Avenue west of El Camino Real.

Land Uses

- 1. Restaurants with Live Entertainment – where C (Conditional), change to A (Administrative).
- 2. Restaurants (Limited Service) – reexamine comprehensively to determine appropriate categorization based on definition of use.
- 3. Day Care Center – where C (Conditional), change to A (Administrative).
- 4. Consider adding new category for Live/Work Lofts, in particular around Station Area.
- 5. Explore potential revisions regarding retail uses and whether/how they could be encouraged/required.
- 6. Recommend revisions to encourage senior housing, such as through increased density, lower parking ratios, or other incentives; note that this encouragement should not be necessarily interpreted as a mandate, and that senior housing should not necessarily dominate the Plan area.

Parking

- 1. Modify the parking ratio for the Station Area from the proposed 1.85 spaces per unit for residential development to a minimum of 1.0 space per unit and a maximum of

1.5 spaces per unit with an emphasis on the accommodation of shared vehicles, guest parking, shared parking and unbundled parking, subject to review and comment by staff and the consultant.

2. Commission recognizes that reduced parking ratios may encourage development of smaller units and senior housing and potentially reduce traffic and school impacts.
3. Explore potential for extending Station Area residential parking requirements to other appropriate transit-oriented/walkable areas.

General

1. Add language clarifying that “Illustration of Standards + Guidelines” graphics are examples and are not necessarily binding in and of themselves.
2. Procedures for Approval of Future Projects
 - a. If not adequately addressed in the Specific Plan, add language to the Specific Plan that states that during Architectural Control review by the Planning Commission, the Commission will look for overall quality of materials, and specifically look for a change of materials, setbacks, and break-up of massing of upper floors.
3. Maximum Allowable Development: provide more context/analysis around this concept and explanation of what occurs when cap is reached.
4. Recommend that the Finance and Audit Committee review the FIA for the El Camino Real/Downtown Specific Plan and provide input to the City Council.

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**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

PLANNING COMMISSION MINUTES

SPECIAL MEETING

**April 30, 2012 at 7:00 p.m.
City Council Chambers
701 Laurel Street, Menlo Park, CA 94025**



Teleconference with participation by Commissioner Eiref from:
Cambria Suites Raleigh-Durham Airport
300 Airgate Drive
Morrisville, NC 27560
(Posted April 23, 2012)

CALL TO ORDER – 7:03 p.m.

ROLL CALL – Bressler, Eiref (departed teleconference at 9:51 p.m.), Ferrick (Chair), Kadwany (Vice Chair), O'Malley, Riggs, Yu

INTRODUCTION OF STAFF – Arlinda Heineck, Community Development Director; Thomas Rogers, Associate Planner; Kyle Perata, Assistant Planner

A. REPORTS AND ANNOUNCEMENTS

1. Update on Pending Planning Items

A. Facebook Campus Project

- a. Review of Development Agreement Term Sheet - April 17, 2012 City Council Meeting
- b. Final Environmental Impact Report (EIR) and Fiscal Impact Analysis (FIA)
- c. Review Schedule

Planner Rogers said the City Council at the April 17, 2012 meeting considered the Development Agreement Term Sheet for the Facebook Campus Project and endorsed moving forward with it. He said the project review was still pending and noted that the Final Environmental Impact Review and Fiscal Impact Analysis were released the

previous week and the Commission would consider those documents at the May 7, 2012 meeting.

B. PUBLIC COMMENTS

There was none.

C. CONSENT

There was none.

D. REGULAR BUSINESS

1. **Use Permit and Variances/Ian Carney/731 Bay Road** – Request from Commissioner Kadvany for reconsideration of the Planning Commission's action at the previous meeting of April 16, 2012.

Chair Ferrick said the first matter was whether the Commission wanted as requested by Commissioner Kadvany to open reconsideration of the use permit and variance requests for 731 and 735 Bay Road.

Commissioner Kadvany said he wrote a letter to the Chair and staff that after the Commission had voted on these use permit requests at the last meeting as he had come to the realization that variances were not needed because of the combined lot shape but rather because of constraints related to setbacks, driveway width, and fire district standards because of the intent to build four structures. He said that the process for variance requests should not be used to solve constraints due to required elements of development.

Chair Ferrick said the Commission had approved the two projects with a 5-2 vote. Commissioner Yu said she had voted against the use permit requests. Chair Ferrick said that Commissioners who had voted in the majority of the action had the ability to vote to reconsider the projects.

Commissioner Riggs said he shared others' concerns with making the findings for the variances and originally had been opposed but found support for the variance requests in the findings made by staff. He said he did not want to reopen the projects.

Commissioner O'Malley said he did not want to reconsider the projects.

Commission Action: M/S Kadvany / Bressler moved to reconsider the use permit and variance requests for 731 Bay Road.

Motion failed 2-5 with Commissioners Kadvany and Bressler supporting.

2. **Use Permit/Ian Carney/735 Bay Road** – Request from Commissioner Kadwany for reconsideration of the Planning Commission’s action at the previous meeting of April 16, 2012.

No action was made regarding 735 Bay Road.

E. PUBLIC HEARING

1. **El Camino Real/Downtown Specific Plan, General Plan Amendment, Zoning Ordinance Text Amendment, Rezoning, Environmental Review**

The overall intent of the El Camino Real/Downtown Specific Plan is to enhance community life, character and vitality through mixed-use infill projects sensitive to the small-town character of Menlo Park, and to improve bicycle and pedestrian connections in the Plan area over the next 30 years. The Specific Plan is based upon the El Camino Real/Downtown Vision Plan, which was unanimously accepted by the Menlo Park City Council on July 15, 2008, and which includes specific objectives in the form of the following twelve goals:

- Maintain a village character unique to Menlo Park.
- Provide greater east-west town-wide connectivity.
- Improve circulation and streetscape conditions on El Camino Real.
- Ensure that El Camino Real development is sensitive to and compatible with adjacent neighborhoods.
- Revitalize underutilized parcels and buildings.
- Activate the train station area.
- Protect and enhance pedestrian amenities on Santa Cruz Avenue.
- Expand shopping, dining and neighborhood services to ensure a vibrant downtown.
- Provide residential opportunities in the Vision Plan area.
- Provide plaza and park spaces.
- Provide an integrated, safe, and well-designed pedestrian and bicycle network.
- Develop parking strategies and facilities that meet the commercial and residential needs of the community.

Based on the goals of the Vision Plan, the Draft Specific Plan, released on April 7, 2011 was formulated with the following five guiding principles:

- Generate Vibrancy;
- Strengthen the Public Realm;
- Sustain Menlo Park’s Village Character;
- Enhance Connectivity; and
- Promote Healthy Living and Sustainability.

The Planning Commission will consider the following actions: review of the Final EIR; General Plan amendment to incorporate the Specific Plan; adoption of the

Specific Plan; amendments to the zoning ordinance map and text to incorporate the Specific Plan.

The Specific Plan Area would be comprised of parcels shown in the included figure, which consists of parcels currently zoned/described as: all C-3; all C-4 (ECR); all P-D; all other parcels fronting on El Camino Real; all R-C; all R-3-C, with the exception of 1010 Noel Drive (061-411-080); all C-1-B; all P located between Menlo Avenue and Oak Grove Avenue; several R-3 parcels that adjoin either El-Camino-Real-fronting parcels or Alto Lane; and the C-1-A parcel at 530 Oak Grove Ave (061-402-160). These parcels would be rezoned to SP-ECR/D and the uses and development standards applicable to those properties would be included in the proposed Specific Plan.

The Planning Commission is scheduled to make a recommendation to the City Council, which is tentatively scheduled to review the project on June 5, 2012. The City Council will be the final decision-making body on the proposed project. Separate notice will be given for the confirmed City Council public hearing.

Planner Rogers said he would present an overview on what had changed to the draft Specific Plan (Plan) and Draft Environmental Impact Report (EIR) and the Commission would receive public comment including verbal comment this evening and written comments received and distributed to the Commission at the dais and to the public at the table in the back of the room. He said the Commission would have an opportunity to ask technical and clarification questions of staff and the consultants, and finally discuss and make recommendations to the City Council on the Draft EIR and Draft Plan actions.

Planner Rogers said the original goal of the Plan was to establish a clear and long term plan for the El Camino Real corridor and downtown. He said the process began with a visioning project from which came broad goals desired by the community. He said the draft Specific Plan (Plan) which evolved from the visioning and public input phase was reviewed publicly by the Planning Commission at five special meetings and City Council in four meetings in 2011. He said the Council's final direction was reflective of the diverse public input. He said since October 2011, staff has addressed the Council's direction and responded to comments on the draft EIR and draft Plan. He said the Plan was a clear and action oriented plan for the next 20 years and provided a framework for detailed public space improvements and a strong foundation for development on privately owned property. He said the Plan was not a specific project but set outlines for future development that would itself require significant public outreach.

Planner Rogers said the Commission was requested to consider the Council's direction on the Plan and associated changes. He said a key change to public space was to require a trial implementation for most of the downtown improvements, specifically the downtown sidewalk improvements and downtown plaza, Chestnut Paseo and Marketplace, and pocket parks. He said the trial basis was to determine whether and how to implement improvements in a permanent form. He said over the past few days,

staff had received a number of comments related to the public improvements in the downtown. He said the downtown public space improvements had also been changed related to north-south walkability and east-west connectivity. He said an expanded sidewalk along El Camino Real between Menlo and Ravenswood Avenues and Valparaiso and Encinal Avenues had been part of the Plan since the beginning but was now to be achieved through increased building setbacks rather than relocating the curb line and reducing lane widths. He said the proposal for east-west curb extensions or bulbouts had been removed from the Plan. He said both changes were intended to increase flexibility for future lane arrangements along El Camino Real for additional through car lanes or bike improvements with bike lanes being the preferred direction.

Planner Rogers said that a number of changes and improvements had been made in Chapter E related to land use and building character with the most notable being the building height in the Station Area West and Station Area East and El Camino Real South-east Districts so that the maximum façade height was reduced from 45 feet to 38 feet which was a building's height at the street edge. He said in SA W and SA E along Alma Street that the maximum building height was reduced from 60 to 48 feet to be more compatible with the adjacent developments. He said in the Downtown district, parking garages originally proposed to have a maximum height of 48 feet were now reduced to 38 feet and maximum façade heights reduced from 38 to 30 feet. He said this was to meet the scale of what other buildings could do in that area. He said in the El Camino Real NE and El Camino Real NE-R Districts, the maximum building height was increased from 38 feet to 48 feet, noting the affected parcels lie between Oak Grove Avenue and Encinal Avenue and were bounded by the El Camino Real corridor, train tracks and San Antonio Street and thus were more isolated. He said if the maximum height of 48 feet was implemented, a façade height of 38 feet would be required, and there would need to be a public benefit from the project. He said the massing and modulation standards were changed for building breaks, façade modulation and upper story façade length. He said the existing building profile requirements were revised to create more variety. He said for the El Camino Real-SE in the section between the San Francisquito Creek and Ravenswood Avenue on the east side of El Camino Real which was bounded by the train tracks changes were made to allow for flexibility and to not create a "canyon" feel.

Planner Rogers said the Plan allowed for limited non-parking improvements on downtown parking plazas, such as the market place and some public spaces such as pocket parks. Otherwise, the parking plazas have to remain as parking uses.

Planner Rogers said for the public benefit and negotiation process that there was more specificity with the Planning Commission holding a public study session prior to a full application made that was informed by appropriate fiscal and economic analysis. He said also there was specificity as to what kind of applications the Planning Commission would have final action on and which ones City Council action was required by law. He said public benefits were revised to include suggestions made by the public. He said also a process had been set up by which the City Council might review and revise that list. He said the sustainability requirements had been reviewed and changed

comprehensively to reflect the changes occurring over the past two years since the planning effort had begun.

Planner Rogers said in Chapter F on circulation the Council directed looking at wherever bicycles and cars share lanes so that the bicycle's right to pass and share the lane was indicated with arrows and signage and to look at every Class 3 bike lane opportunity as an opportunity to have a Class 2 bike lane or striped dedicated path. He said a number of streets had been categorized as a hybrid future Class 2 but at a minimum Class 3 and those were areas where bike lanes were feasible and desirable long term but not feasible short term because of the need to remove parking, for example. He said that for El Camino Real any bicycle implementation lanes would have to be done on a corridor wide basis as there were a number of unique conditions and complicated intersection arrangements. He said bicycle parking standards had been revised to be required for development and included in off street vehicle parking. He said the residential parking standards had been revised, noting the Commission had taken the lead on that. He said for areas closest to transit, the residential parking standards had originally been proposed for the entire Plan as minimum 1.85 spaces per residential unit but now the areas closest to the train station had a lowered requirement for a minimum one space per unit and within the Station Area a maximum parking standard of 1.5 spaces per unit. He said in this Chapter that the downtown parking Plaza 2 had been added as a location for potential covered structure parking as well as Plazas 1 and 3 but the Plan allowed for only two maximum parking structures. He said there was clarification that the Plan itself would need to be amended and an environmental impact review done if developmental caps were met. He said the Chapter also restated that downtown public space improvements would have to be done on a trial basis and also provided strict limits on multiple projects occurring in close proximity at the same time, and requiring programs that minimize fiscal and convenience impacts on businesses as result of construction.

Planner Rogers said that standards and guidelines had been revised and that a number of guidelines had become standards for certainty on key issues. He said concurrent with the Plan were specific zoning ordinance amendments. He said the Plan was intended as an all-inclusive document but they would need to legally effectuate elements of the Plan. He said it had been added to the nonconforming building chapter that existing conforming buildings under the existing zoning ordinance would not become nonconforming with the adoption of the Plan. He said there were a number of uses and conditional development permits in the Plan area and it was specified that existing discretionary approvals would be honored and enforced.

Planner Rogers said that since the printing of the staff report proposed General Plan and Zoning Ordinance Amendments indicated a potential conflict of interest for Commissioner Riggs specifically for the downtown district and things related to that and could not participate in discussions for the downtown. He said for the discussion on the Final EIR Commissioner Riggs would have to completely recuse from discussion as that could not be geographically segmented but for Commissioner Riggs could participate in

discussion on the General Plan Amendments and adopting Zoning Ordinance Amendments except for the downtown.

Commissioner Bressler said projects on El Camino Real that the Commission has considered were not “by right” but the issue of “by right” has come up with the Plan. He asked what was different under the existing General Plan and the ability to review projects under the Plan. Planner Rogers said it varied upon land use designation and the designated specific uses. He said currently for El Camino Real but not in the downtown, use permit applications were needed for new development. He said the Plan would change that to establish uses determined by the community as preferred to be permitted so that Commission would primarily weigh in on architectural control. He said the Commission would have the ability to deny projects but the findings for denial would be primarily design and architecture. He said also there could be additional environmental review required.

Commissioner Bressler asked if it was possible to change the Plan to allow for the same oversight the Commission currently has with the same public process and same review process the Commission and Council currently have. Planner Rogers said the mechanism by which the Commission and ultimately the Council could do that would be through revisions to Table E-1 that established which uses were permitted in what area. He said that topic had come up during the Plan review and while every topic might not have been addressed the primary issues had been discussed.

Public Comment: Ms. Margaret Carney, Menlo Park, noted she was President of the Live Oaks Lion’s Club, sponsors of the Farmer’s Market. She said the Commission and staff had received a letter from Mr. John Hickson, the Club’s Secretary, regarding their belief the new Plan would negatively affect the Market. She said in the draft EIR, Volume 2, page 10 to 91, it was stated “In general, farmers markets successfully operate in a variety of layouts so minor modifications to the existing layout appear to not result in any negatively environmental effects.” She said that was certainly true but the Plan was proposing major, not minor, changes to the Market, which had run successfully for 20 years. She said with the Plan changes that they would lose 32 parking places in Plaza 6, 36 parking places in Plaza 7, and 11 spaces on Chestnut Street, which would be inconvenient for both the farmers and the customers. She said page G-26 of the Plan referred to the partial closure of Chestnut Street to traffic and the potential closure of one driveway in each of the plazas 6 and 7. She said that would impact the farmers as they need to have access for their trucks behind their booth. She said they had been clear that they did not want any hot food served in Plaza 6 as that detracted from fresh, organic produce and its health image. She said they were seriously concerned about the partial closure of Chestnut Street and the creation of a Marketplace that would affect the Farmers’ Market. She said they hoped they would be involved in any future discussions in the final plans for Plazas 6 and 7 and the Chestnut Street Paseo.

Mr. Frank Carney, Menlo Park, said he was pleased that parking and bicycle lane changes in the downtown would be on a temporary basis, which he thought was

prudent. He said changes to Santa Cruz Avenue a few years ago had had process and support but when those were implemented, they were not liked and had to be removed, which was a waste of time, energy, and money. He said closing Chestnut Street would necessarily impact circulation for pedestrians and vehicles, and hoped it would be temporary on the weekend. He said several years ago, neighbors in the Linfield Oaks area had become concerned about traffic speeding down Alma Street and cutting through their neighborhood. He said they had meetings with a consultant and had temporarily closed Alma Street for three months. He said people had discussed discussing closing it permanently but once implemented it became obvious that was not a good solution. He said in all of the many meetings and surveys gathering input from the residents for the Plan that the highest priority was to maintain the village character of the downtown. He said there were those who wanted it to be more dense and vibrant but the residents liked the small town character. He urged the City to consider finishing planting Plane trees along El Camino Real through private/public partnership. He said he would also encourage planting trees in parking plazas.

Mr. John Boyle, Menlo Park, said the same parking complaints had been heard for 20 years or longer, and that the blight and empty lots along El Camino Real had been there for the last seven years. He said in doing outreach for the Plan and talking to merchants in the downtown that one on one there had been support with moving forward with the Plan. He said some people wanted more parking, some detested parking garages, some wanted more pedestrian designed streets, and some wanted more retail. He said a decision was needed to end the uncertainty and move forward with the Plan to encourage development and get rid of the blight and improve the downtown and El Camino Real.

Mr. Richard Li, Menlo Park, urged the Commission to move the Plan to Council. He said he had contributed to the early work during the community outreach phase and the Plan a representative sample of the Menlo Park citizens who participated. He said if he had any criticism of the Plan it was that it was not tremendously transformative and its incremental measures would take decades to change the downtown. He said this Plan was a course for their children and not for them.

Mr. Mark Gilles, Menlo Park, said he had just entered a six year term on a subcommittee of the Menlo Park School District for the rebuilding of the schools, whose construction date was similarly dated with downtown. He said there was real benefit to realizing that the infrastructure needed to be reinvented. He said he thought the tying in of El Camino Real with the downtown was a benefit. He said modernization of buildings would be beneficial both environmentally and more economically viable, and that the integration of residential, retail and business uses was beneficial. He said each project would have to be reviewed on its own basis but it was important to adopt this Plan, which had been well vetted. He said its adoption would be a service to the community.

Ms. Mary Gilles, Menlo Park, said she wanted to encourage infrastructure development and redevelopment. She said it was a crime to have Menlo Park's downtown and El Camino Real corridor diminish the City's status. She said they should roll out the red

carpet to development and that anything which would diminish the support of development in the Plan was not right. She said she was in favor of doing test implementations rather than permanent installations. She said she would like to see some really nice new buildings built.

Mr. Sam Sinnott, Menlo Park, said he was a pro-improvement activist, and strongly supported the Plan because it would address the blight on El Camino Real, and had been democratically developed. He said one thing he would change would be the LEED silver requirement on all buildings. He said the City has had a tendency to load requirements on developers noting sidewalk, storm drain, sewer, street light and fire hydrant improvements. He said the 2010 Building Code has California green building standards, and noted that certification of LEED silver added 7 percent to the cost of building. He said the side setbacks on El Camino were currently zero and if changed to require 10 feet would be fine if the parcels were big but along El Camino Real many parcels were only 50-feet wide which with 10-foot side setbacks would make it impossible to build parking podiums with residential above. He said it also made adding to existing buildings with zero setbacks nonconforming and needing variances. He said they might consider zero setbacks for the first floor for the parking podium and then have a 10-foot setback on the next level. He said he would reinforce the need for 40 foot overall height limit and that 38 foot height was not enough to build nice residential over parking podiums. .

Fire Chief Harold Schapelhouman, Menlo Park Fire District, said there were areas in the Plan that had bearing for the District's input, specifically water supply and access. He said they supported trial implementation and would like to be involved to assure their ability to get a ladder truck into the area. He said regarding heights and setbacks that they use a 100-foot aerial ladder and whether the allowable height was 38 or 48 feet they needed configurations either through setbacks or height, number of trees, massing and modulation that would support use of this equipment. He said related to water supply in the Plan recommendation in G-2 that it did not specifically reference the Fire District which concerned him and he would like the Fire District included there. He said there were six-inch mains in the downtown, the City has an issue with inadequate water storage for significant events, and it concerned him that two-thirds of the buildings downtown did not have sprinkler systems. He noted that there had been two major fires in the downtown in the past several years. He said new development would be more modern and would have sprinkler systems. He said Station 6 was built in the 1950s and was in the Plan area. He said that they would build a station on the lot behind Station 6, which would be both within and outside of the Plan area. He said they would need zoning changes to allow for what they needed there. He said traffic flow concerned him such as the downtown paseo and plaza and also shared bike lanes. He said they were working with Facebook for traffic preemption for roads on the east side of Menlo Park, but did not have that ability in this area and said particularly that was needed on El Camino Real here the road narrowed down. He said the District's concerns were the fire station, access, water supply and partnering with the City to make sure what was proposed would support emergency needs.

Ms. Patricia Boyle, Menlo Park, said this proposal was a collective product of broad input, collaboration, compromise and offered wide, walkable streets and a thriving downtown business district with a small town feel enhanced by nearby housing and an infusion of new customers. She said the proposed plazas and park spaces promoted greenery and trees and particularly their "Trees for Menlo." She said her concerns were whether they could adequately modify the quagmire at the El Camino Real and Ravenswood Avenue intersection and promote connectivity and the safety desired. She asked if they could assure that 15 percent of the 680 housing units would be available at below market rate so those with modest incomes could afford them such as teachers, local business employees and health workers. She asked what assurances they had that Stanford University would develop their holdings on El Camino Real to match the Menlo Park goals.

Ms. Anna Chow, Menlo Park, said she and her husband owned Cheeky Monkey Toys. She said there had been much discussion on filling storefronts downtown and ending the blight on El Camino Real but the question was how to attract businesses to Menlo Park. She said that would happen by showing the community has a unified plan to create a vibrant downtown that addressed the future needs of the city. She said the existing downtown was okay but she questioned how soon it would become antiquated. She said parking was the most common complaint about the downtown and if that was not solved businesses and their patrons would move elsewhere. She said parking garages were needed and could be finished to blend with the cityscape. She urged the Commission to recommend to the City Council approval of the Plan.

Mr. Lawrence Zaro, downtown property owner, noted that everyone supported creating a vibrant downtown. He said Plan proposed food trucks in the Plaza. He said representing one of his tenants they were opposed to food trucks as those added to pollution and took up parking spaces. He said if merchants needed an extended sidewalk they should pay for it. He said he has been to numerous cities where extensions created problems with traffic flow and did not add to vibrancy.

Mr. Andrew Boone, Menlo Park, said he rode to the meeting on his bicycle noting how awful it was on El Camino Real for bicyclists. He said to reduce traffic congestion they had to get serious about supporting alternative transportation. He said his concern with the Plan was the future of El Camino Real. He said a consultant analyzed various configurations including one that would expand the number of lanes from four to six which he thought was a big mistake and would encourage people to only travel in cars. He said also the study found there was no real improvement from doing that. He said the other change was the removal of the sidewalk curb extension bulbouts. He recommended retaining the bulbouts in the Final Plan and to retain the number of vehicle lanes as it was currently configured so bike lanes might be added and sidewalks widened.

Ms. Patti Fry, Menlo Park, recommended establishing a specific timeframe when the Plan would be in effect and at the point at which maximum development limits could be changed. She said there was a change in the Plan's wording to indicate there would be

environmental review but that might not mean a full EIR. She said they wanted the Plan to live 30 years and it seemed there were pressures to reach maximum development long before 30 years. She said 680 residential units on 11.3 acres and the maximum for commercial development could be built out on less than 10 acres out of the 130 acres at the base FAR of 1.1. She said the Stanford lands alone could exceed commercial limit at the base level. She said there needed to be some mechanism to make sure the Plan would last for 30 years. She said there was tremendous uncertainty with the public benefit negotiation process as written. She said it was not obvious what qualified for public benefit bonus for footage, residential units or height, and how the project value to the community would be determined. She said it was unclear the amounts or proportions of a project that would actually qualify for bonus level, and it was not clear when the bonus level was triggered what would happen. She noted that Stanford asked if one of their multiple parcels qualified for bonus whether that would apply to all of their properties. She said it was unclear how benefits and costs would be assessed and from what perspective. She said the consultant looked from the perspective of the buyer of the land and not from the perspective of the community and the costs to the community. She said an interdisciplinary work group would make sense to tackle public benefit. She said 10,000 square foot retail component on El Camino Real would not replace the Big 5 and BevMo area and whatever developed needed to be sales tax revenue producing such as restaurant and at least the amount there today and more.

Mr. Charlie Bourne, Menlo Park, provided the Commission with his comments on the traffic analysis. He said traffic for future developments in the Plan area would adversely impact operation of roadway segments. He said the actual findings for individual street segments were not given in the Final EIR but were given in the draft EIR and other documents. He said he hoped that information would be added if missing to the final EIR or an explanation provided as to why it was missing. He said the summary table also indicated traffic for future developments in the Plan area and that would also adversely affect operations of area intersections significantly and unavoidably. He said eight other intersections identified in the Draft EIR and shown in attached Table 2 were dropped from the Final EIR without comment or discussion and needed further review. He said the Plan's emphasis on increasing efforts to expand walking, biking and the use of local transit operations and stated expectations of more activities in those areas seemed contradicted in the Final EIR which indicated that future ridership transit generated by the Plan would affect transit operations less than significant and future developments in the Plan area would affect pedestrian and bicycle operations safety less than significant. He said if impacts on these activities were so slight than the Plan was a failure in reaching its objective of walking and biking. He said review and acceptance of the Plan must be done in context of all developments. He said the Transportation Division said this was done by simply putting all recent, regional and proposed development into a single 1% growth figure added to the current traffic figures. He said he disagreed professionally and had prepared a table of proposed developments as additional data in tables 1 and 2. He said review of those tables would reveal that several EIRs and their independent consultants have independently concluded that their projects would have significant and unavoidable impacts on City's

streets and intersections. He said some of the streets and intersections as shown in the tables received significant and unavoidable impacts independently from as many as three different projects, noting he had many other projects to review and add as well. He said they could not do anything related to those projects but could do something with this Plan. He suggested dropping the Plan and singling out certain superior features for future consideration. (Mr. Ray Mueller had donated time to Mr. Bourne.)

Ms. Adina Levin, Menlo Park, said she was on the Environmental Quality Commission but speaking for herself and the Silicon Valley Bicycle Coalition. She said she was in support of the Plan overall and to move it forward for adoption. She said she was in favor of the comments have four lanes and bicycle lanes on El Camino Real. She said those options provided strong benefits for a retail environment and pedestrian environment and conversely the six lane option would only improve traffic flow at 8 percent and would hamper the goals of a retail and pedestrian environment. She said to phase small modifications to have curb extensions as indicated by the consultant and staff would not interfere with bicyclists. She suggested having the options to have four lanes with curb extensions and one without them. She said the value and practicality of pedestrians and bike improvements was that the “no drive alone ride share” statistic has gone up to 35% over last decade and that was an ongoing trend supported by gas prices and demographics. She said in terms of phasing in the four lane option that one option was to have four lanes, bike lanes and parking on El Camino Real and the other was to have four lanes, no parking and a buffered bike lane with the latter greatly increasing safety and encouraging more people to bike. She said removing parking from businesses that currently depend upon it was a bad idea and suggested a phasing element in the Plan. She said the Plan introduced the idea of Class 3 bike lanes becoming Class 2 bike lanes as projects developed, which she supported.

Ms. Perla Ni, Menlo Park, said Menlo Park was a mecca for families with young children under the age of 10. She said one goal of the Plan was to improve east-west connectivity. She said it was hard for her children who lived on the opposite side of El Camino Real to access the library, gym, and new playground at Burgess Park. She said a safe bicycle lane was needed north to south and east to west. She said there had been a call for an overpass at Middle Avenue and that was no longer in the Final Plan.

Ms. Cherie Zaslowsky, Menlo Park, said she had lived in the downtown area for many years. She said her main concern was that some of the elements of the Plan would destroy the character of Menlo Park and impact the quality of life. She said streets would become narrower with bicycle lanes and widened sidewalks. She said the proposed 4,000 square foot outdoor marketplace probably would end the Farmer’s market on Sunday and probably close Trader’s Joe because of the impact on parking. She said there was a disconnect between the realities of the City and the Plan. She said the Plan proposed changes to benefit pedestrians at the expense of drivers. She said most of the City’s pedestrians were drivers who parked. She said if they City killed off parking, they would kill off retail. She said that people will not stop driving. She said they will not circle Chestnut Street looking for parking but will go to Palo Alto to shop.

She said the downtown was already walkable and liveable. She said El Camino Real was a thoroughfare and with the gridlock between 4 and 6 p.m. she preferred the six lane option. She said putting mixed use on El Camino Real where the car lots used to be would create eyesores. She said the City offered suburban peace and quiet and she did not want it replaced with urban squalor. She said the parking structures proposed were the biggest expenditures at \$24million and were only fiscally positive if hotel or hotels were included. (She noted Michael Dalal gave her his three minutes.) She recommended the City reject the Plan as it was a one size fits all plan and develop a plan that met the City's uniqueness.

Ms. Nancy Couperus, Menlo Park commercial property owner, said she appreciated many of the recommendations made by the Commissioner the previous year, noting that many of them had been accepted by Council and incorporated into the Plan. She said it was indicated that the Chestnut Paseo – Marketplace would be implemented on a trial basis. She recommended that the trial occur in a busy time of the year to most accurately measure impact on parking and for the City to establish criteria to measure the success or failure of the trials. She suggested a survey of downtown businesses after a month or two of the trial to see if business owners found the changes positive or negative. Comment cards could be made available at businesses for local shoppers. She said it was important to know what action the City would take if the trial was not successful. She said the Downtown Alliance would like to preserve diagonal parking along Santa Cruz Avenue as it was easier, safer for bicyclists and more efficient than parallel parking. She said they suggested widening sidewalks for restaurants desiring that but to maintain diagonal parking wherever possible. She said the Commission had included the Alliance's recommendation to use Parking Plaza 2 for a parking structure. She said the Alliance would prefer that any parking structure built be located on the periphery of the downtown, but if the structure had to be constructed on a parking plaza then Plaza 2 was preferred on Oak Grove Avenue between Chestnut and Crane Streets. She said there were business owners in the downtown that did not support any parking structure in the downtown corridor. She said the Plan indicated a parking structure on Plaza 2 would not be the most efficient use of space but the plaza was comparable to the Cambridge Avenue garage structure next to the post office in south Palo Alto, which was well utilized. She said if a parking structure was developed, the Alliance recommended an automatic structure with surface parking remaining. She said the Plan indicated that a parking garage on Plaza 2 built conventionally would have 250 spaces and the Alliance's research found that with an automated system, 430 cars could be accommodated and could be built for far less money than a conventional garage. She said not all parking spaces were equivalent and the quality of spaces was important to local businesses such as proximity to front and back doors. She said eliminating central parking to provide space for the paseo/marketplace and pocket parks would make parking far less convenient for shoppers at local businesses. She asked that parking not be removed unless absolutely necessary.

Mr. Jeff Pollock said he was representing 321 Middlefield Road. He said it took three years to build 321 Middlefield and a number of infrastructure improvements were made that benefitted the public. He said guests and visitors he takes through the town

question the amount of blight and his response to them was that part of that was development uncertainty, which drives away developers. He said having Facebook offered the opportunity for a renaissance in Menlo Park. He said Pollock Financial would like to find the right project to further enhance Menlo Park and make it proud again.

Ms. Jo Eggers, Menlo Park, said she was a business and property owner in downtown Menlo Park. She said in Section F.1, the overview of the Plan, point 5 states the Plan envisions a public parking strategy and management plan that efficiently accommodates downtown visitors and businesses. She said the Final EIR also referenced a parking management plan. She said she supported the implementation of such a plan for the development of any property downtown. She said the references to the parking management plan were vague and asked for more detail included on what elements a parking management plan would have such as who monitors and mitigates impacts of unintended outcomes. She said Plaza 2 had been gated for resurfacing and striping and 90 parking spaces were not available for patrons and businesses during December, and before and after December for two to three months. She said however the repair work did not commence for several weeks during which the plaza could not be used but it was not being repaired either and this coincided with holiday shopping. She said that their business had not been notified of the closure so they were not able to warn their clients to leave earlier for appointments during peak hours. She said communication would need to improve in the future for parking management when availability of parking might change. She requested that parking space availability downtown be reviewed and reported on using parking statistics available during the closure of Plaza 2 for the striping and resurfacing from December through April and be part of the 2009 parking study that informed assumptions made in the Plan. She said she was concerned that parking could be used for construction equipment for the one to two years a parking garage might take to build. She said there were many considerations for the preferred use of Plaza 2 over Plazas 1 and 3 for the construction of a parking garage. She encouraged the City to investigate parking on the periphery for leasing in the short term should parking garage construction occur. She said the City indicates its success was dependent upon parking garages. She said business owners' success was dependent upon convenient and accessible parking.

Mr. Matt Matteson, Menlo Park, said he knew from his real estate experience that specific plans work, and if designed to remove uncertainty that created an ability for people to step forward and take risks to invest in Menlo Park. He said work his company has done elsewhere under specific plans had a 60 to 70% time savings or two years versus five years to bring a project to fruition. He said the clarity of a specific plan allows potential developers to see right away whether what they were proposing would fit or not. He said adopting the Plan would create an important legacy for the City.

Ms. Sharon Delly, Menlo Park, said she was a lifetime resident and she and her husband own property and a business on El Camino Real. She said her main concern was El Camino Real and to keep parking along El Camino Real as that was the parking

for their business. She said a parking garage several blocks away would not serve them. She said their business was located between Menlo Avenue and Live Oaks Avenue. She said it improved pedestrian safety to have parking buffer there.

Ms. Nell Triplett, Menlo Park, said she supported the Plan. She said she was a new resident and thought it was shocking how much of the downtown was not used by businesses, residents nor visitors. She said people visiting her family noted how much was lost with the underutilization of the downtown. She said there was no character to be lost through closed car lots, closed carwashes and empty narrow sidewalks. She said the Plan's focus on mixed uses, in fill housing, walkability and bikeability was true strategic urban planning. She said as a cyclist she was opposed to the six lane option for El Camino Real. She said the Plan was good for business and the community.

Mr. Hugh MacDonald, Menlo Park, said he represented BEARD, bearded Republican for rural transparency. He said he loved the goals of the Plan and believed in planning. He said however there was a certain amount of fantasy in the Plan and wondered if it addressed the I-pad and 3-D virtual reality of the future. He said he imagined a tunnel under El Camino Real. He said he liked the Farmer's Market, the natural and rural feeling of the City. He said he didn't see the need for food trucks and was not sure about the parking solutions but hoped they would help.

Mr. Richard Draeger, Menlo Park, said he was representing Draeger's. He said he was late because he was bicycling and appreciated the efforts to support bicyclists. He said as a merchant he wanted to emphasize that on grade parking and parking along Santa Cruz Avenue was absolutely critical to merchants operating stores along Santa Cruz Avenue. He said loss of parking should be looked at on a case by case basis. He said it might make sense to widen the sidewalk for a restaurant but not doing a great wide sidewalk in front of Walgreens. He asked that the Plan be made merchant friendly and noted that most of their customers drive from outlying areas and do not come by bike. He said another aspect of the Plan that needed thought was a public entity in competition with private business owners. He said the assessment lands for parking were purchased by the private property owners and it had been thought this would remain parking. He said it was the place for private businesses to compete with one another. He said he understood the fiscal viability was going to be based on the boutique hotel and he was glad that was not a part of the Plan. He questioned how the Plan was economically viable however.

Chair Ferrick closed the public hearing and recessed the meeting for a short break.

Chair Ferrick reopened the meeting. She said she had discussed with staff how to handle discussion pertaining to Commissioner Riggs' need to not discuss downtown. She suggested they begin with broad questions and hold off on specific questions about the downtown until they had gotten through as much else as they could so Commissioner Riggs could stay as long as possible.

Commissioner Bressler asked if the bulbouts were eliminated by the City Council. Planner Rogers said they were and he believed that was initially a Commission recommendation. Chair Ferrick said they were given information that the bulbouts would block bicycle lanes but have heard differently this evening.

Commissioner Kadvany said Mr. Sinnott had mentioned narrow lots and zero side setbacks on El Camino Real and recalled some discussion on lot consolidation that might ameliorate those considerations. Planner Rogers said the logic behind many of the side setback regulations was to make sure development along El Camino Real would have variety going from parcel to parcel and separation between buildings. He said on El Camino Real in general there were larger parcels but also smaller ones. He said they had not looked at how establishing side setbacks would affect every parcel in that zone and there might be unintended consequences.

Commissioner Kadvany said there were comments about the new suggestion for adding bike lanes and changing parking along El Camino Real. He said at the back of Volume 2 of the Final EIR it indicated this was a feasible and future improvement that could be reviewed environmentally later. He said that seemed to indicate that this EIR did not look at consequences of those four-lane proposals. Planner Rogers said regarding the potential of a future Class 2 bicycle lane on El Camino Real and at a minimum Class 3 where the Class 3 did not need any changes in the layout the Class 2 would require removing parking along most of El Camino Real. He said parking might be retained in part of that corridor and there was a potential need acquire additional right of way in a portion as well. He said this was a hybrid part of the Plan and that the EIR did not specifically analyze the impacts related to parking removal. He said the Plan has no changes to travel lanes on El Camino Real. Commissioner Kadvany asked about buffer lanes. Planner Rogers said there were definitely different recommendations for having a buffer and a buffer could be implemented with the exchange of parking and excessive right of ways but never in exchange for a vehicle travel lane.

Commissioner O'Malley said the Commission had made a recommendation to the Council about bulbouts based on incorrect information the Commission had received. He said curb extensions could be made with no impact to bikes, vehicles and parking except perhaps exactly at the intersection where there was a bulbout. Planner Rogers said the statement that bulbouts would not have affects on bicyclists was correct as he understood it. He said there were Caltrans road standards and other standards so that bulbouts cannot go into bike lanes. He said there would be effects on traffic flow as the right-turn only lane would need to be removed. He said the bulbouts were not the trip factor for unavoidable and significant impacts for certain intersections but there were effects.

Commissioner O'Malley said he did not think Menlo Park had any real control as to what occurred on El Camino Real. Planner Rogers said the roadway was under Caltrans' jurisdiction but noted that Caltrans had been moving forward on complete streets and context-sensitive design solutions in recent years and had actively commented on the Plan. He said much of what was proposed in the Plan would require Caltrans' design

exception but was in line with exceptions and prototype designs the Grand Boulevard Initiative has designed with Caltrans.

Commissioner O'Malley asked if it was a realistic concern that El Camino Real could become a six lane highway through town. Planner Rogers said this idea was a fear for some and a preference for others. He said Caltrans' general procedure was to allow the existing condition of through lanes to prevail, and while not looking to change one way or another have been moving toward a more multi-modal and context sensitive design. He said their comment letter for the EIR asked that bicycle lanes be implemented on El Camino Real but the City retains discretion to request what it wants as well.

Speaking to the question of side setbacks, Commissioner Riggs said he believed the smaller lots along El Camino Real would occur along El Camino Real SW. Planner Rogers said there were narrower lots in that area. Commissioner Riggs said if a lot was 50-foot wide and there was redevelopment with the new side setback requirements that the lot would lose 40% of its buildable area to accommodate 10 foot setbacks on each side. Planner Rogers said it had to be balanced against other Plan goals and that establishing different side and front setbacks was to improve community space. He said the idea of breaking up buildings and not having a continuous wall was of interest to a number of people. He said in the El Camino Real SW zone the required side setback was five feet. Commissioner Riggs asked if there should be a trigger that certain width lots would have side setbacks. Planner Rogers said there was also the mechanism of requiring a percentage setback. Commissioner Riggs asked if 50-foot wide lots along El Camino Real should not have a requirement for a side setback. Planner Rogers said there was the potential that a row of 50-foot wide buildings on individual parcels without side setbacks could create a wall effect comparable to a continuous piece of property. Commissioner Riggs asked if that would be longer than a block. Planner Rogers said he did not think so but in different zoning districts there were minor breaks at 50-feet and major breaks at 100-feet so buildings on smaller lots without side setbacks could create a more massive and monolithic appearance than building on a larger size parcel. Commissioner Riggs suggested that required setbacks for less wide parcels along El Camino Real be considered further.

Commissioner Riggs said there seemed to be two versions of bike lanes and assumptions about bulbouts that might apply to one or the other. He said the right curb lane was used for parking downtown on most of the west side and if that was to be a bike lane plus parking it made sense the bulbouts would impede right turns but would not necessarily affect the bike lane which was outside the parking. He said regarding buffered bike lanes that if that was on El Camino Real the bike lane would be striped out from the curb. Planner Rogers said that a potential design might include a buffer, a bike lane and curb but approaching intersections the buffer would disappear after which there could be a bulbout. Commissioner Riggs said a bulbout would introduce a conflict with a regular change of position with bicycle in traffic. He said comments were made that when there were two lanes of traffic, flow was only 8% slower than if there were three lanes. He said that was counterintuitive. He noted that on page 4.13-40 of the

EIR some intersections showed an improvement with the average delay with the addition of project traffic which was labeled by authors counterintuitive. He said the formula used by the traffic consultants was weighted for through traffic on El Camino. He said one of the options the Council had would be no parking from 7 to 9 a.m. and between 4 and 6 p.m. on the curb lane southbound on El Camino thus indicated a reduced weight for added traffic. He said obviously, we should question such assertions. He said if there was potential for a third lane at certain times, the question was whether it would be effective.

Commissioner Riggs said there had been discussion about continuing the bike route on Alma Street to Oak Grove Avenue and asked if the Plan was committed to this bike route. Planner Rogers said in addition to the potential for Class 2/Class 3 bike lanes on El Camino Real, the Plan still retained connecting the bike lane on Alma Street to a Class 3 lane on Alma between Ravenswood Avenue and Oak Grove Avenue and then connecting to a Class 3 bike route on the Garwood Way extension to Encinal augmenting the bike route on Laurel Street.

Commissioner Riggs said the Commission had received a letter that morning from Mr. Steve Elliott, Stanford University, listing mostly edits to recent changes or changes since October, some conflicts and some requests. He asked how the Planning Commission should address that and if the tidying up would be done by staff or whether Commission input was needed. Planner Rogers said there were a number of Plan equivalent typos such as recessed window standards that would apply to retail frontage that were accidental holdovers from previous versions of the Plan. He said their request to use public benefit credit over separate parcels under common ownership did not require changes to the Plan because of the development agreement process. He said the other two items related to the retail requirement at Middle Avenue and their request for some of the 10,000 square foot of retail to be allowed for personal services and the comments around requirement for LEED certification were more policy or value statements and would require Planning Commission and City Council action to change.

Commissioner Eiref said he had voted previously for bulbouts as long as it would not impede right-turn traffic. He said there were a lot of comments about the use of plazas and the paseo but for the record all of the individual element projects under the Plan would be reviewed as they came forward. He said the Plan was a framework giving the city the opportunity to explore options in more detail. He said he wanted the Plan to move forward and indicated he was leaving the meeting due to the lateness of the hour.

Commissioner Bressler said page C-21 of the Plan indicated a hotel next to Stanford Hotel and asked if there were any reasons to think Stanford would build a hotel there. Planner Rogers said the graphics in section C were representations of one potential development program. He said the market study conducted for the Plan that was excerpted in Chapter B found that there should be market pressure incentives for hotels within the development framework of the Plan. He said Stanford had been open to that idea but that could not be guaranteed. He said the Plan provided incentives for hotel development through the caps on FARS for office and medical office. He said that half

of the FAR per parcel allowed to build could be office and one-third for medical office. Commissioner Bressler said that was much more than what was allowed now. He said they would do much better negotiating with Stanford if the changes were not made. He said that Stanford lands should be taken out of the Plan and then the City should discuss with Stanford what made sense at those locations. Planner Rogers said from a due process perspective that one property owner could not be isolated and treated completely differently than other property owners. Commissioner Bressler said that the Stanford lands should not be in the Plan and the argument that the land would not be developed if not under the Plan was bogus. He said the mixed use buildings shown along the same area of El Camino Real did not have any real setbacks. Planner Rogers said the setback for development along the El Camino Real in the SE zone was 10 to 20 feet in the front setback and that was greater than the current zero-foot requirement. Commissioner Bressler said the real question was what the incentive would be to build there.

Chair Ferrick noted the Fire Chief had talked about page G-32 to add the Fire District for consultation with CalWater on a water plan and water supply analysis. She asked if that was normally part of a process like this or if there was a reason it was not included. Planner Rogers said this section was about the infrastructure for which CalWater had the jurisdiction and establishes meeting fire code requirements and the factors considered when upgrading a line. He said the Fire District could help with making sure they were reading the fire code correctly but ultimately the decision was CalWater's. Chair Ferrick said the Fire Chief also mentioned accessibility related to Plan heights and setbacks particularly stepped back second stories. Planner Rogers said all building development projects have to go have Fire District approval and there was the ability to establish mitigations.

Recognized by the Chair, Fire District Chief Schapelhouman said it was better when the agencies coordinated from the beginning. He said while development projects come before the District they would like input on broader elements such as pushing out the sidewalk, density of the trees and setbacks and how that impact operations.

Chair Ferrick said one public speaker had talked about bicycling on Middle Avenue and having the ability to cross to Alma Street. Planner Rogers said in the General Plan a crossing of the train tracks near Middle Avenue was referred to as a grade separation crossing. He said it was unknown if high speed rail would be above, at or below grade, but a proposed under or over crossing was still in the Plan. Chair Ferrick confirmed that this would be just for bicyclists and pedestrians and not for vehicular traffic. She said Ms. Fry had asked about clarity as to how the public bonus benefit would work. Planner Rogers said all of the potential variables made the formulaic approach difficult. He said the Plan made the process flexible and Council had asked staff to add more detail. He said they came to a case by case negotiation process that had more specificity about who was doing what and what was being considered but it did not make it so specific that a development project in 15 years, which might have unique attributes that were a benefit but were not known now, would not be locked out of the process. Chair Ferrick said there was a concern that there was not enough retail component on El Camino

Real to generate sales tax revenue and make the Plan viable. Planner Rogers said the Plan supported clustered, high quality retail. He said there has been a decrease over the last years in the strip retail center. He said the Plan looks at enhancing the downtown shopping experience and not stringing retail along El Camino Real. He said the emphasis on El Camino Real was housing and office and that over time there might be some retail along El Camino Real that would be zoned differently. Chair Ferrick said there was concern voiced that there would be a loss of parking with the construction of a parking structure but she had recalled in the Plan the indication that there would be a gain of 1,000 parking spaces with the garage built out. Planner Rogers said that was the net gain if two garages were built. He said a valid point was that not every parking space was the same. He said it was really only the marketplace that would affect parking plaza spaces. He said currently all day permits were issued for the plazas and the Plan would move those permitted spots further away, and that would improve parking for customers.

Commissioner Kadvany said that a number of building forms in the El Camino Real - SW had open space indicated for neighborhood transition. Planner Rogers said the Plan was developed with the aim of protecting the most sensitive transitions so that for instance the El Camino Real – NE - Limited District there was a 20-foot rear setback requirement as that backed up to Spruce and other streets. He said similarly in the SW zoning district, buildings will have to be setback 20-feet from the property line. Commissioner Kadvany said the building form he was looking at was labeled 2nd floor setback open space and was number 13 in the diagrams. Planner Rogers noted there was something similar on page E48 and suggested viewing the red dotted line as something that could be achieved given certain parameters.

Commissioner Kadvany asked about façade height and the 45-degree angle and the requirement for a 10-foot setback. Planner Rogers said with a maximum façade height of 38-feet and the total beginning height happening at a 45 degree from the façade height it was determined that a 10-foot setback for the second story was not needed. Commissioner Kadvany asked if there were instances where the setback would be less than 10-feet when angling 45 degrees from the façade height. Planner Rogers said there were areas with a 30 foot side height limit and a 38 maximum height and those could have an eight-foot setback at the second story. He said it was the building profile and not a required 10-foot setback for the upper story. Commissioner Kadvany asked if in most cases it was expected there would be a 10-foot setback or greater on the upper story. Planner Rogers said that more generally speaking it would achieve the modulation perception of lower mass that was the ultimate objective.

Commissioner Riggs said the Commission had wanted to establish in the El Camino Real SW zone that when a commercial building backs up on a residential neighborhood that there's a setback from maximum height at the residential property line, and they had set an upper floor setback when commercial was adjacent to residential. Commissioner Kadvany said they had done that in the setbacks for Station Area – East. Commissioner Riggs asked if they had rolled that into El Camino Real - SW. Planner Rogers said he did not recall that but recalled taking a suggestion from a resident in that

area to modulate the rhythm of buildings on the side street façade. He said the staff report contained the consolidated Council direction that generally picked up on most of the Commission's recommendations.

Chair Ferrick said one area they needed to discuss was whether to recommend LEED silver certification for buildings or have principles of LEED as required by state law, whether side setbacks were appropriate at 10 feet for narrower lots on El Camino Real, to include the Fire District in water capacity and accessibility issues on public and private properties, consider reinstalling bulbouts as a possible option for better pedestrian crossing on El Camino Real or at least as potential scenario for a phased in plan, and front upper setbacks at 10-feet or 45 degrees whichever was larger.

Chair Ferrick noted that it was 10:20 p.m. and asked if the Commission was willing to stay past 11:30 p.m. and finish the work on the Plan. Commissioner O'Malley said he could stay no later than 11:30 p.m.

Chair Ferrick said the Commission would discuss the EIR. Commissioner Riggs recused himself and left the Chambers.

Commissioner Kadvany said Mr. Bourne had indicated there was information on intersections and street segments that had been in the draft document but was not included now. Planner Rogers said the Final EIR had all of the street segments and intersections and impacts that were included in the Draft EIR.

Commissioner Bressler said a desire to keep El Camino Real at four lanes everywhere came up during public comments. He asked if the Commission recommended that whether the EIR would need to be changed. Planner Rogers said that would be a significant change and there would need to be new analysis. Commissioner Bressler said there were very narrow sidewalks on El Camino Real and buildings with little setbacks. He said no parking and bike lanes would provide a relief from traffic for those buildings. He said also the City was at a disadvantage in negotiating for a hotel from Stanford. He said the hotel was important for revenue and if Menlo Park let Stanford build office buildings with very narrow setbacks that weakened the City's ability to negotiate with them to get a hotel. He said Stanford lands should not be in the Plan area and asked if that would impact the EIR. Planner Rogers said with an EIR it was easier to go to less intense development but he did not think it should be the primary driver for removing land from the Plan area. Chair Ferrick said the empty car lots on Stanford lands were a primary driver toward the development of the Plan and to remove those parcels from the Plan would be counter to what the community wanted. Commissioner Bressler said the reason the lands have not been redeveloped was because of existing leases. Chair Ferrick said excluding those lands was not what the community expected from the Plan. Commissioner Bressler said the City needed a hotel built and hotel revenue but the Plan gave greater development rights than what there was currently so there was nothing to use to negotiate with Stanford.

Commissioner Kadvany said about 4 p.m. the Commissioners had received a letter from Shute, Mihaly and Weinberger firm who represent the Downtown Alliance and laid out criticism of the EIR, and mentioned potential plans of the Presbyterian Church. He said the letter also said the EIR was deficient and did not have sufficient detail looking at the quality and nature of the parking spaces being displaced by development under the Plan. He said it was impossible to model all those types of changes in an EIR. He said the Planning Commission had looked at the differences of all the parking plazas in detail and noted the Menlo Park August 2010 Parking Study and the Planning Commission subcommittee report on parking from August 4, 2011. He said the Commission had discussed a year ago every issue the letter was making about parking.

Commission Action: M/S O'Malley/Kadvany to recommend the City Council take the following actions related to the Final Environmental Impact Report prepare for the El Camino Real/Downtown Specific Plan.

1. Make a motion to certify the Final Environmental Impact Report (EIR) (Attachment D), adopt the Mitigation Monitoring and Reporting Program (Attachment E), and adopt the Findings Required Under the California Environmental Quality Act (including the Statement of Overriding Considerations) (Attachment F) for the El Camino Real/Downtown Specific Plan.

Motion carried 5-0 with Commissioner Eiref no longer in attendance and Commissioner Riggs recused.

Chair Ferrick asked the Commission to consider the downtown part of the Plan and then make recommendations after which Commissioner Riggs could rejoin the meeting to consider recommendations on the El Camino Real portion of the Plan.

Commissioner Yu said that Wells Fargo had indicated in a letter that they would not allow the Marketplace to happen per the terms of their parking lease. Planner Rogers said D-20 showed that part of Plaza 6 was under private ownership so the City would either need to reach agreement with the owner for alternative use of the space or acquire the land. He said that did not affect the part of the Marketplace on the other side of the street which was fully City owned.

Commissioner Kadvany said in the instance the private parking area did not become available was it possible to do something in the other spaces. Planner Rogers said the Wells Fargo parcel was large enough that there really wouldn't be areas left over for market place development.

Commissioner Kadvany said the Commission had discussed diagonal parking and he believed the Council had taken that up. He said he thought it was discussed and agreed upon that the diagonal parking process would engage with the restaurateurs and retailers to see who would like to do a pilot and basically a zero to maximum process. Planner Rogers said it was a hard requirement that the Santa Cruz Avenue sidewalk

improvements would be done on a trial basis prior to any permanent installations, and that would occur on a block to block basis and not a parcel by parcel basis. He said the City would want to do outreach and get buy-in from the affected merchants.

Commissioner Kadvany said regarding food sales in the Marketplace that whether it was food to take home or to consume there, he thought the Council had agreed with the Commission's recommendation to give City businesses first opportunities in supplying the food. Planner Rogers said that had been part of the discussion at the Commission and City Council level and seemed a nuanced detail that was implicit in the trial implementation of this part of the Plan. He said if the Council wanted to put that more explicitly the Commission could make a specific recommendation. Commissioner Kadvany said Mr. Draeger indicated that the City was going to be competing with local businesses and that was not the intent.

Chair Ferrick said a suggestion was made to do a trial implementation of the Paseo during a busy time of a year. She asked what months those were. Planner Rogers said the busiest time of the year was December but not the best time for an outdoor use because of the weather. He said a fair valid trial would span both busier and quieter times. Chair Ferrick said spring tended to be busy.

Commissioner Yu said there was a reference to having a predefined set of metrics for success of the Marketplace. Planner Rogers said that was a great idea and there needed to be parameters set before implementation occurred. Commissioner Yu asked if the Commission would have input on those metrics. Planner Rogers said there was not a specific process detailed but the Council would be the decision making body and he expected Commissions would have input in areas under their purview.

Commissioner Bressler said the housing shown on El Camino Real in the Plan indicated interior courtyards. He asked if those details were enforceable. Planner Rogers said the Commission retains discretion over overall design for the Plan area. Commissioner Bressler asked what the City could do should development occur resulting in gridlock traffic and complaints. Planner Rogers said the traffic analysis of the EIR was meant to be inclusive of what was thought could actually be built within the Plan timeframe. He said a project that did not conform to the Plan could require its own environmental review and mitigations to be approved. He said the Commission retains architectural discretionary control which meant that opens it up to CEQA review. Commissioner Bressler said development in the Plan if it created traffic problems did not allow for any adjustment and he thought broader discretionary powers were needed. Community Services Director Heineck said one mechanism in the Plan was the near term review of the Plan in Chapter G, on G-16, regarding change to the area by development under the Plan based on projections and allows for audits and comprehensive reviews within two to four years of the adoption of the Plan. She said the Commission could discuss moving that review time. Planner Rogers said that the Plan could always be rescinded or revised.

Commissioner Kadvany said he shared Commissioner Bressler's concern but felt it was manageable with two year reviews. He said what would work in their favor was the Plan was clear in what was allowed. He suggested reviewing periodically.

Chair Ferrick said one speaker had raised an issue about below market rate housing. Planner Rogers said the City's Below Market Rate Housing Ordinance would apply to the Plan as it's applied to other parts of the City. He said the public benefit bonus process and list establishes affordable residential units and lower affordability levels particularly in areas nearest the train station downtown. He said that it does not establish higher requirements but establishes incentive.

Commissioner Bressler said he did not think anything should be considered a public benefit unless it was a publicly accessible area or resource. He said low income housing and senior housing were private benefits.

Commissioner Kadvany said the Plan more strongly recommends a traffic demand management analysis process and asked if that should be strengthened as it was key particularly to the downtown. Planner Rogers said the Plan recommends the City prepare a traffic demand management plan but does not require it. It was implied to start when there was any change to parking, but not specifically spelled out. Planner Rogers said traffic management was under the downtown header.

Commissioner Kadvany moved to make the traffic demand management plan as described a high priority for the City upon the acceptance of the Plan. Commissioner Bressler asked if that included higher tech considerations and asked if specific language was needed if automatic garages were included. Planner Rogers said if they wanted certainty they should include all types of garages.

Commissioner Kadvany moved to include management of permit and on street parking and how to implement Plan features. Commissioner Bressler seconded the motion. Commissioner O'Malley said he thought Council members would do this automatically. Chair Ferrick said there was fear in the community that there would be negative impacts to parking in the downtown. Commissioner Yu said she thought that this was obvious but wanted to highlight as it was important.

Commission Action: M/S Kadvany/Bressler to make the development of Parking Management Plan, as already described, a high priority upon acceptance of the Specific Plan, focusing especially on the management of permit and on-street parking and the ways in which they facilitate implementation of Plan features

Motion carried 5-0 with Commissioner Eiref no longer in attendance and Commissioner Riggs recused.

Commission Action: M/S Kadvany/Ferrick to recommend to the City Council to:

1. Adopt a Resolution of the City Council of the City of Menlo Park, Amending the General Plan to Add the El Camino Real/Downtown Specific Plan Land Use

Designation and to Change the Land Use Designation for Properties Located in the Specific Plan Area (Downtown Related) (Attachment G.2).

2. Adopt a Resolution of the City of Menlo Park, Approving and Adopting the El Camino Real/Downtown Specific Plan (Downtown Related) (Attachment H.2).
3. Introduce an Ordinance of the City of Menlo Park, Amending Title 16 of the Menlo Park Municipal Code to Incorporate the El Camino Real/Downtown Specific Plan (Downtown Related) (Attachment I.2).
4. Introduce an Ordinance of the City of Menlo Park, Rezoning Properties Located in the El Camino Real/Downtown Specific Plan Area (Downtown Related) (Attachment J.2).

Motion carried 5-0 with Commissioner Eiref not in attendance and Commissioner Riggs recused.

Commissioner Riggs rejoined the meeting.

Chair Ferrick said on pages E6 and 7 of the Plan were uses that were automatically permitted or require Commission approval noting the letter from Stanford regarding personal services along El Camino Real. Planner Rogers noted that it was in the Middle Avenue area. Chair Ferrick said that was in the District marked L that could not be modified. Planner Rogers said page E-11 addresses a minimum retail/restaurant space of 10,000 square feet for the El Camino Real – SE and was noted again on page E-64 that personal services was a permitted use after the requirement for 10,000 square foot retail/restaurant space was met. He said the letter was asking that personal services be considered as “retail-like” and folded into the 10,000 square foot retail/restaurant requirement. He said staff appreciated that there could be an ultimate limit of retail/restaurant that could be supported and that there could be a role for personal services but he was not sure they were supportive of it all being personal services. Chair Ferrick said she was willing to consider a compromise. Commissioner O’Malley said that after 10,000 square feet there could be as much/many personal services as wanted and he did not think it was a major point.

Commissioner Kadvany said he supported Mr. Sinnott’s comment on LEED silver certification requirement and agreed it should be rolled under the state’s green requirements. Chair Ferrick said she wanted a strong statement made that they want green environmentally sound buildings. Commissioner Riggs noted a book written by the architect that had designed the green Portola Valley Town Center with whom he had discussed a green project downtown, and found out that there were U.S. green standards which were not really relevant and needed in California. He said he also found in discussion with another person whose group had sought LEED silver certification for the cachet of having that certification added 5 to 7% over the project costs.

Commissioner Yu asked what the neighboring cities do regarding LEED certification. Planner Rogers said that he did not have that information available but could get it the next day if needed.

Chair Ferrick suggested using the wording in the letter from Mr. Steve Elliott “green building design and application of LEED standards for all buildings.” Planner Rogers said one potential solution they had discussed with the consulting team was a process for not going through LEED but through an outside auditor. He said he thought they would be supportive of that. Chair Ferrick said she could support that. Commissioner Riggs said he would also support that and the use of an alternative system. He said duct leakage had been the major finding through LEED considerations and outside audit but that was now captured in the building code. He said there were alternatives such as CalGreen. Commissioner Kadvany said that perhaps there could be a City-approved list of outside auditors. Planner Rogers said the overall sustainability chapter in the Plan acknowledges that things were moving very quickly in this area and set an overall guideline that would be updated every two years. He said the Commission could set up the framework for an outside auditor and that would be updated every two years.

Chair Ferrick moved to make a recommendation to City Council that they required projects meet LEED silver requirements but not LEED certification through the use of an outside auditor. Commissioner Yu seconded the motion. Commissioner Riggs suggested that reaching LEED gold or platinum could provide a public benefit. Chair Ferrick said she could accept that. Commissioner Bressler said he would vote against the motion if that was added noting that public benefit was being given for bulk and density was worth money to the applicant and if it built a better building they would benefit. Commissioner Riggs suggested dropping the public benefit modification noting that the current public benefits list of going to a higher LEED standard or not was something the Council would move forward if desired. Commissioner Yu asked about additional costs for an outside auditor. Planner Rogers said the consulting team was indicating that compared to LEED certification outside auditors significantly cost less.

Commission Action: M/S Ferrick/Yu to revise LEED requirements to allow for verification of LEED Silver compliance through City-approved outside auditor.

Motion carried 6-0 with Commissioner Eiref not in attendance.

Commissioner Bressler said his motion was that public benefits should be publicly beneficial and publicly accessible and a benefit to the public in general. Commissioner Kadvany asked if he wanted to give priority to that type of public benefit. Commissioner Bressler said he thought that should be a priority. Commissioner Kadvany suggested recommended to Council to strongly prefer amenities that have clear benefits shared by all so it did not exclude other things. Commissioner Bressler said that was fine and noted he could go before the Council and present his point. Commissioner Riggs said the public benefits list now included senior housing, affordable units, hotel, platinum LEED, historic buildings, public parks and spaces, shuttle services, and a public amenity fund. Commissioner Bressler said only shuttle services and public parks and spaces in his opinion were public benefits. Commissioner Riggs said he was concerned the City could block itself from needed improvements such as senior housing.

Commissioner Kadvany said he did not think Commissioner Bressler's recommendation would rule other things out and the Council would have discretion on determining public benefit for a project that came forward. Commissioner Riggs said he would suggest "emphasize" rather than "prefers" so it did not seem exclusive. Commissioner Bressler said he preferred giving top priority.

Commissioner Action: M/S Bressler/Kadvany to recommend that public benefit prioritization should be given to elements that are publicly-accessible and usable by the public in general.

Motion carried 6-0 with Commissioner Eiref not in attendance.

Chair Ferrick asked about including the Fire District in water capacity and accessibility on public and private development. Commissioner Riggs said his concern was that there was no process to limit the leverage of Fire District once it had leverage on a project, neighborhood or development as in many instances it was set up as a state agency. He said when he approaches CalWater about a new building they ask if he has Fire Service and if the District will require a four or six inch line. He said that was part of the process already. Chair Ferrick said that from a safety perspective the Fire District was involved in the project approval process.

Chair Ferrick said it was suggested that 10-foot setbacks be required for lots 80-feet wide or greater or to provide 10% setbacks. Commissioner Riggs said having a block of connected buildings was very traditional. He suggested that side setbacks not apply on El Camino Real for lot widths of 80 feet or less. Planner Rogers said it would be helpful for staff and consultants prior to the City Council meeting to look at the goal of the side setbacks on El Camino Real, its application to narrow lots and whether the requirement should be revised to reflect those predominant lot widths and buildable envelopes. He said they could also look at reducing setback on the first floor but not on the second floor.

Commission Action: M/S Riggs/Ferrick for staff and the consultant to review El Camino Real side setback requirements as they apply to narrow parcels and to explore revisions, such as eliminating the side setback, potentially on the ground floor only.

Motion carried 6-0 with Commissioner Eiref not in attendance.

Chair Ferrick said Commissioner Kadvany had indicated a change for a front façade setback to the second story at a 45 degree angle or 10 feet or whichever was greater. Commissioner Kadvany said he wanted an easy rule to add a note to the building form discussion stating that the 45 degree rule was taken to mean 45 degrees or 10 feet or whatever was larger so there was always 10 feet for the step back. Commissioner Riggs asked if the setback was from the front build line or the façade. He asked if someone voluntarily moved the façade back whether they would have to also move the setback back. Planner Rogers said the building profile which was the 45 degree angle was established at the building's minimum setback and was requested to allow for

someone who has a varied setback and who voluntarily moves the setback back to have a higher façade height. He said if the building was further back would there still be a desire for a 10-foot setback for the second story. Chair Ferrick said if it was already setback it was already achieving the desired outcome. Commissioner Riggs said if the façade was pushed back the front plaza would be provided at grade and they could keep the top floor at the same height. Planner Rogers said that perhaps it was best for the upper floor to always be setback 10 feet no matter where the building profile was or 10 feet if it was at the minimum setback. He said it was the intent in the Plan to remove the upper floor 10-foot setback as it did not seem necessary as establishing the building profile at the minimum setback precluded shadowing of the public realm and streets. He suggested this might be one for staff and the consultant to explore. Commissioner Riggs said there would be a theoretical envelope in which could build so all of the building could be built below the upper floor setback or could push lower two floors out into that bump but either way parapet would have the same limitation and be 30 feet behind the sidewalk for example. Planner Rogers said there were cases where a second floor would not have a 10-foot setback but impacts to public realm and design were addressed.

Commission Action: M/S Kadvany/Bressler for staff and the consultant to review building profile requirements and effective upper-floor setbacks.

Commissioner Riggs said he was hesitant to fiddle with the Plan; Commissioner Yu agreed. Chair Ferrick said she could support the review just to make sure it was in agreement with the intent as Commissioner Kadvany's concern was there might be something in there that the Commission did not get to. Commissioner Kadvany said the default was the 45 degree rule would work or modifications would be simple enough.

Motion carried 4-2 with Commissioners Yu and Riggs opposed and Commissioner Eiref not in attendance.

Commissioner Bressler said he was concerned that they were giving a base level away that was not in their best interest and inappropriate for El Camino Real SE. He said they would recall that the developer for the Cadillac property in the El Camino Real NE was displeased that they did not receive the same level of development as was being given in the El Camino Real SE. He suggested that they would have a better negotiating position with Stanford for the hotel if the development levels for the SE were the same as the NE. He said the maximum buildout with public benefit would be the same but base level would be reduced, more public benefit would be gained, more buildings would be built, and the City would be in a better position to negotiate with Stanford for a hotel. Planner Rogers said that would be problematic as the Plan was built on the community's identification of objectives in different areas.

Commissioner Bressler said the idea was to put taller buildings there because there was no one to care. He said that was one thing but he did not think the public wanted to give away public benefit. He said it was not about the heights but reducing the base limits so the City could negotiate a better deal.

Commissioner Kadvany said when he looked at the Stanford lands in El Camino Real SE he had factored into the allocation Middle Avenue as public space for which development of retail was being required. He said if they wanted to ask for more that they should ask for an underpass. Commissioner Bressler asked if they were asking Stanford to promise and provide the public area to build the underpass. Commissioner Kadvany said if they could use the prowess of Stanford to get that built he thought the tunnel was more desirable than some generic standard.

Chair Ferrick asked how the public benefit would be stated regarding the underpass. Planner Rogers said the Plan established a break so a building could not be built where an underpass has been considered. He said the undercrossing was not in the Plan but the Commission could make a recommendation to add that to the public benefit list as it was clearly a publicly accessible usable space.

Commissioner Bressler moved to recommend that the base development level for El Camino Real SE be the same as that for the El Camino Real NE, and based on what NE is now. Commissioner Kadvany said there were different NE zones. Planner Rogers said the NE and NE-R had the same base level but different residential levels. Commissioner Riggs said he thought Commissioner Bressler was talking about the 1.1 which he thought was the same as the SW. He said the difference between 1.1 and 1.25 was not huge, and he thought it should be unchanged noting the length of time to develop the Plan.

Chair Ferrick noted the motion failed for lack of a second. She said there was discussion about bulbouts on El Camino Real. She said those had been in the Plan but when the Commission considered the Plan last before this meeting, bicyclists had been emphatic that those would block bike lanes and Commissioners had voted against them. She said however that was not the case. Commissioner Riggs said it depended on where the bike lane was located. He said goal 3 of the 12 goals was to do something about the traffic on El Camino Real but that had gotten short shrift. Chair Ferrick said she would like a potential bulbouts as part of a phased in plan. Commissioner Riggs said they should keep the options open. He said the bulbouts were not in the Plan but were not prevented from being added in 21 years. Chair Ferrick said however those were taken out of the Plan. Commissioner Riggs said the General Plan says no project should be built that damages traffic flow without mitigation. He said this Plan does not address that and did not think they could do anything to prevent El Camino Real from being six lanes and it would be a poor idea.

Commission Action: M/S Ferrick/Kadvany to recommend to the City Council to revise the Plan to have the flexibility to have bulbouts on El Camino Real.

Motion carried 5-1 with Commissioner Riggs opposed and Commissioner Eiref absent.

Commissioner Bressler said the question was whether there was enough in the Plan to address potential issues that might come up as a result of its implementation.

Commission Action: M/S Kadvany / Bressler to recommend to City Council to require ongoing, two-year review of the Plan after adoption.

Motion carried 6-0 with Commissioner Eiref absent.

Commissioner Kadvany moved to support the study of bicycle improvements along Alma Street and other areas. Commissioner Riggs said he would second as he feared the development of the Alma Street bicycle improvements might stall. Commissioner Kadvany said he would like something added about a Middle Avenue tunnel as that was the connector with Alma Street. Chair Ferrick suggested prioritizing the Middle Avenue tunnel as a public benefit item. Commissioner Kadvany said he accepted Chair Ferrick's motion.

Commission Action: M/S Kadvany/Bressler to recommend that the Council prioritize the Middle Avenue bicycle-pedestrian crossing as a Public Benefit Bonus element.

Motion carried 6-0 with Commissioner Eiref absent.

There was consensus that the motion made by Commissioner Kadvany and seconded by Commissioner Riggs just prior to this motion was off the table.

Commission Action: M/S Riggs/Yu to recommend to the City Council to adopt a Resolution of the City of Menlo Park, approving and adopting the El Camino Real/Downtown Specific Plan (Attachment J).

Motion carried 6-0 with Commissioner Eiref absent.

C. COMMISSION BUSINESS

There was none.

ADJOURNMENT

The meeting adjourned at 12:14 p.m. (Tuesday, May 1, 2012)

Commission Liaison: Thomas Rogers, Associate Planner

Recording Secretary: Brenda Bennett

Approved by the Planning Commission on May 21, 2012

**EL CAMINO REAL/DOWNTOWN SPECIFIC PLAN
CITY COUNCIL
JUNE 5, 2012**

Final Specific Plan (4/19/12 version) – Errata

p. A2

- Revise references in top two bullets from “upper-story setbacks” to “building profiles”

p. C9

- Expand the picture to show more context

p. C12

- Remove box around picture (not done elsewhere); add “Palo Alto” to caption

p. D10

- Second photo caption- remove "City of" for Santa Cruz

p. D28

- Add “trial basis” language to the Pocket Parks’ Improvements section.

p. D39-D41

- Figures D17-D19- revise building setback on left side of page from 5’-7’ to 5’-8’

p. E2

- Break between ECR SW and DA not quite right- should follow the existing R-3-C/C-4(ECR) split.

p. E25

- Middle photo is Mountain View (not Palo Alto)

p. E72-E73

- Drawing titles should be “South-West” (not “South-East”)

p. F13

- Title should be in one column; not overlap two columns

p. F31

- Title should be in one column; not overlap two columns

p. G26

- Add reference to the Pocket Parks in the “trial basis” section.

p. G32

- Add sentence to the end of the first recommendation: "The water system master plan process should be conducted with the involvement and input of the Menlo Park Fire Protection District."

SHUTE, MIHALY
& WEINBERGER LLP

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HEATHER M. MINNER
Attorney
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May 21, 2012

Via E-mail and U.S. Mail

City Council
City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025
Email: city.council@menlopark.org

Re: Menlo Park Specific Plan

Dear Council Members:

We appreciate the City Council's attempt to revise the Specific Plan to eliminate previous plans for private development, with the exception of the market place, on the downtown parking plazas. We note that the revised EIR and Specific Plan removed textual references to such development. (FEIR p. 4.9-20 to 21, Specific Plan p. E11).¹

However, the Specific Plan still proposes to designate the land use for all properties within the downtown area, including the public and private parking plazas, as Downtown/Station Area Retail/Mixed Use and to zone these properties as D (Downtown). (Specific Plan pp. E3, E45). This designation and zoning thus still allow for new developments on all the public parking plazas.

To effectuate the Council's recommendation, the designation and zoning of these plazas must ensure that they will not be developed. This is also necessary to ensure that the EIR's analysis is legally adequate. An EIR must analyze a planning document's maximum development potential. *City of Carmel-by-the-Sea v. Board of Supervisors of*

¹ The Specific Plan envisions retaining all parking on Plazas 1, 4, 5, and 8. Some parking would be replaced with pocket parks in Plazas 2 and 3. A permanent market place is contemplated for portions of Plaza 6 and 7 and on the Wells Fargo private parking lot, which is currently zoned as P (Parking). (See Specific Plan p. D9, E11, E4).

Monterey County, 183 Cal. App. 3d 229, 244 (1986); *City of Redlands v. County of San Bernardino*, 96 Cal. App. 4th 398, 409 (2002). Here, the Final EIR for the Specific Plan did *not* analyze potential development of the public or private parking plazas or the loss of parking and changes in traffic circulation that would result. Accordingly, unless the EIR is revised, the City Council may not approve the Specific Plan, General Plan Amendment, or Zoning Amendment as currently proposed.

The land use designation for the parking plazas should limit these areas to public uses. The public parking plazas should be zoned P (Parking) as the private parking lots are currently zoned. Further, the private parking lots should maintain their P zoning to ensure no loss of parking that was not analyzed in the EIR. (See Menlo Park Zoning Map Sheet 3). Without these changes, the Specific Plan opens the door to development that has not been disclosed or analyzed as required by CEQA.

Finally, consistent with our written comments submitted April 30, 2012, the City should commit to developing its parking management and parking implementation plans within one year. It should also commit to involving local businesses in the development and review of those plans.

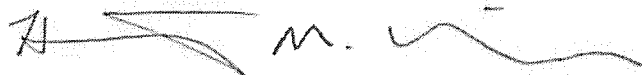
The parking management plan's success should be measured not only by the level of parking occupancy (Specific Plan p. F30) but also by visitor satisfaction and impacts on local businesses. The City should make a commitment that if loss of convenient parking is adversely affecting local businesses, it will take steps promptly to improve the parking situation.

The City should also update its parking capacity studies before making any improvements that eliminate parking, to ensure that adequate parking remains. The Specific Plan's Phasing of Public Improvements chapter should commit to the provision of adequate parking before developments that remove parking will be allowed to move forward. It should maintain this requirement throughout the life of the Specific Plan.

City Council
City of Menlo Park
May 21, 2012
Page 3

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP

A handwritten signature in black ink, appearing to read "H. M. Minner". The signature is fluid and cursive, with a large initial "H" and a long horizontal stroke.

Heather M. Minner

cc: Thomas Rogers, Planning Department
Alex McIntyre, City Manager
Nancy Couperus (e-mail only)

SHUTE, MIHALY
& WEINBERGER LLP

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MAY 24 2012

CITY OF MENLO PARK
BUILDING

May 22, 2012

Thomas Rogers
City of Menlo Park
Planning Department
701 Laurel Street
Menlo Park, CA 94025

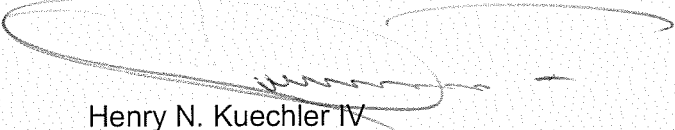
RE: Menlo Park Specific Plan - Public Hearing June 5, 2012

Dear Mr. Rogers:

I am writing to you in agreement and support of Heather Minner's etter dated May 21, 2012. Our parking plazas and private parking areas are being re-zoned under the Specific Plan. The new zoning would allow mixed use buildings to be constructed in our plazas and in private parking areas. The land use designation and zoning for the parking plazas must ensure that they will not be developed. As of this date the zoning does not reflect this.

I am in support of maintaining the current P zoning for the private lots and to create a new land use designation and zoning for the public lots to prohibit private development and maintain parking.

Sincerely,


Henry N. Kuechler IV

MAY 28-12
Menlo Park CA.
1148 Crane St

CITY OF MENLO PARK
CITY MANAGER OFFICE

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MAY 30 2012

City Clerk's Office
City of Menlo Park

SIR,

We can't support the loss
of PARKING IN ANY OF OUR
PUBLIC PARKING LOTS.

Also, putting Mini PARKS
IN SOME AREAS IS NOT GOOD
PLANNING. IT BRINGS MORE
PROBLEMS AND MORE COSTS
FOR MAINTINANCE.

Also, why are there so many
VACANT STORE FRONT ON
SANTA CRUZ. IS IT ~~BECAUSE~~
BECAUSE OF THE UNKNOWN ON
WHAT OUR CITY PLANS FOR THE
FUTURE. We will attend the
JUNE meeting in PROTEST

Very truly,
Maity Encinia

RECEIVED

MAY 30 2012

CITY OF MENLO PARK
PLANNING

May 28-12
Menlo Park, CA

Planning Department

Dear Director:

We, can't support any loss of
Public parking, any where in
Downtown, also the loss of
Parking on Santa Cruz is one
drangy idea.

our business would die if
parking is lost. As you know, we
have host to many retail stores
in the past years. There is at
this time 8 that I know of
empty stores on Santa Cruz ave.

I am sure that one
reason is because of the big
changes being plan to destroy
Downtown as we know!

Truly
Mia in Song

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