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**2023-021208 CONF**

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Count of Pages 170

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County of San Mateo

Mark Church

Assessor-County Clerk-Recorder

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AND WHEN RECORDED MAIL TO:**

City of Menlo Park  
Attn: City Clerk  
701 Laurel Street  
Menlo Park, CA 94025




NOTICE OF TERMS AND CONDITIONS OF  
CONDITIONAL DEVELOPMENT PERMIT

NOTICE IS HEREBY GIVEN that the CITY OF MENLO PARK has issued a Conditional Development Permit to the undersigned on certain terms and conditions as outlined in the Conditional Development Permit, attached hereto as Exhibit A and made a part hereof, for the property described in Exhibit 2 of the Conditional Development Permit attached hereto and made a part hereof.

Dated: May 3, 2023

Peninsula Innovation Partners, LLC

By:   
Name: Brian Zubradt  
Title: Director



**CERTIFICATE OF ACKNOWLEDGMENT**

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA )

) ss:

COUNTY OF SAN MATEO )

On May \_\_\_\_\_, 2023, before me, \_\_\_\_\_, Notary Public personally appeared \_\_\_\_\_ who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature \_\_\_\_\_

**G.S. § 10B-41 NOTARIAL CERTIFICATE FOR  
ACKNOWLEDGMENT**

Orange County, North Carolina

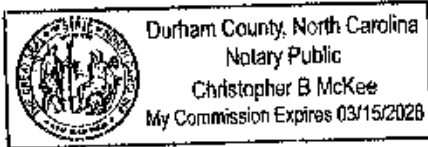
I certify that the following person(s) personally appeared before me this day, each  
acknowledging to me that he or she signed the foregoing document:

Brian Zubradt

*Name(s) of principal(s)*

Date: 5/3/2023

(Official Seal)



Christopher B. McKee

*Official Signature of Notary*

Christopher B. McKee Notary Public

*Notary's printed or typed name*

My commission expires: 3/15/2028

**OPTIONAL**

This certificate is attached to a \_\_\_\_\_, signed by \_\_\_\_\_  
*Title/Type of Document* *Name of Principal Signer(s)*

on \_\_\_\_\_, and includes \_\_\_\_\_ pages.  
*Date* *# of pages*





**Exhibit A**

**Conditional Development Permit**



**CONDITIONAL DEVELOPMENT PERMIT ("CDP")  
WILLOW VILLAGE MASTER PLAN PROJECT**

**1. GENERAL INFORMATION**

- 1.1. Applicant: Peninsula Innovation Partners, LLC ("**Applicant**") or its successors or assigns
- 1.2. Project Description: General Plan Circulation Map Amendment, Zoning Ordinance Map Amendment, Rezoning, Development Agreement, Conditional Development Permit, Architectural Control, Vesting Tentative Subdivision Maps, Heritage Tree Removal Permits, Zoning Ordinance Modifications, Bird-Friendly Design Waivers, Willow Village Transportation Demand Management (TDM) Plan, and Below Market Rate Housing Agreements, to demolish approximately 1 million square feet (sf) of existing nonresidential uses and construct:
1. Approximately 1.8 million sf of nonresidential uses, composed of up to 1.6 million sf of office and accessory uses in the Campus District (consisting of up to 1.25 million sf of office space, with the balance of space for accessory uses [up to 350,000 sf if the office sf is maximized], in multiple buildings) and up to 200,000 sf of commercial/retail space;
  2. Up to approximately 1,730 multi-family residential units, inclusive of 312 below market rate units;
  3. An up to 193-room hotel; and
  4. Minimum of 857,000 sf of open space at full buildout, including a minimum of 360,000 sf of publicly accessible parks, paths, and trails.

The above elements are collectively referred to as "**Project**".

- 1.3. Project Site: The project site consists of approximately 59 acres identified by the Assessor's Parcel Numbers listed in Section 1.4 herein, and generally is bounded by the currently inactive Dumbarton Rail Corridor to the north, an existing life science complex to the east (Menlo Park Labs Campus), the San Francisco Public Utilities Commission (SFPUC) Hetch Hetchy right-of-way to the south, and Willow Road to the west ("**Project Site**"). The existing project site is shown on Exhibit 1 attached hereto and more particularly described in Exhibit 2 attached hereto.

The Project also includes three parcels on two sites west of Willow Road. Hamilton Avenue Parcel North includes the existing Belle Haven Shopping Center (1401 Willow Road and 871-883 Hamilton Avenue) and Hamilton Avenue Parcel South includes the existing Chevron service station (1399 Willow Road). These parcels are not subject to this CDP; however, these parcels would be subject to and affected by specific off-site improvements and project actions (e.g. realignment of Hamilton Avenue).

- 1.4. Assessor's Parcel Numbers: 055-440-010; 055-440-020; 055-440-030; 055-440-040; 055-440-090; 055-440-110; 055-440-130; 055-440-190; 055-440-210; 055-440-230;



055-440-260; 055-440-300; 055-440-310; 055-440-320; 055-440-330; 055-440-050;  
055-440-340; 055-440-350

- 1.5. Property Owner(s): Peninsula Innovation Partners and its successors in interest to all or any part of the Project Site ("**Property Owner**")
- 1.6. Zoning: O-B-X (Office-Bonus, Conditional Development), R-MU-B-X (Residential Mixed-Use-Bonus, Conditional Development)
- 1.7. Conditions Precedent:

- 1.7.1. Property Owner's obligations set forth herein are expressly conditioned on the resolution of all legal challenges, if any, to the Project's entitlements. Notwithstanding any legal challenges, Property Owner's obligations as set forth herein are expressly conditioned on Property's Owner's election, in its sole discretion, to commence construction of the Project.

- 1.7.2. Development of the Project, and all references in this CDP to the City's Municipal Code, Zoning Ordinance, and future conditions of approval and fees, shall be subject to vested rights pursuant to common law, the Subdivision Map Act, and the Development Agreement.

## 2. PROJECT PLANS AND DEVELOPMENT STANDARDS

### 2.1. Project Plans:

- 2.1.1. Development of the Project shall substantially conform with the Willow Village Master Plan plans submitted by Applicant dated October 19, 2022, consisting of 66 plan sheets and Appendices 1 through 10, recommended for approval by the Planning Commission on November 3, 2022, and approved by the City Council on December 13, 2022 ("**Project Plans**"), except as modified by the conditions contained herein and/or in accordance with Section 8 (Changes) of this CDP.

- 2.1.2. Attached as Exhibit 5 is a glossary of technical reports and documents supporting implementation of this CDP.

- 2.1.3. Prior to the issuance of building permits for each building in the Project, and in accordance with Section 12.2, below, Property Owner shall submit architectural control plans (ACPs) for the building/site for review and approval by the Planning Commission in accordance with Municipal Code Section 16.68.020. As part of the architectural control review, the Community Development Department shall track compliance with the Development Standards set forth in Section 2.3



below through a compliance matrix, dated June 23, 2022 and on file with the City that may be updated from time to time to ensure compliance with this CDP and Municipal Code requirements.

2.2. Definitions: As used in this CDP and the Project Plans:

- 2.2.1. **“Standards”**. Standards are objective measures with which all architectural control plans (ACPs) must substantially conform, subject to Changes to the CDP granted in accordance with and defined in Section 8 herein. Standards may be minimum or maximum development parameters that development must fall within, or may be prescriptive requirements for objective Project design features.
- 2.2.2. **“Conceptual Plans”**. Items labeled as Conceptual Plans are intended to convey the general vision and design intent of the Project, while allowing flexibility in interpretation and implementation. Conceptual Plans serve as guidelines for general orientation and organization of land uses and transportation and open space networks, general scale and massing of development, and overall architectural themes. All ACPs should be materially consistent with the vision and design intent conveyed by Conceptual Plans but need not comply with the specific details.
- 2.2.3. **“Illustrative Plans and Renderings”**. Items labeled as Illustrative Plans and Renderings depict one possible example of development that would substantially conform with the Standards and be materially consistent with the vision and design intent conveyed by the Conceptual Plans. Illustrative Plans and Renderings are not determinative of the ultimate configuration, building orientation, massing, architectural and landscaping details, parking design, etc. ACPs may vary from these depictions.
- 2.2.4. **“Architectural Control Plan” (“ACP”)**. ACPs provide architectural drawings of the proposed building or structure, proposed landscaping or other treatment of grounds around such building or structure, and proposed design of, and access to, required parking facilities, in accordance with Municipal Code Section 16.68.020. ACPs should generally include site plans, floor plans, elevations, square footage diagrams, height calculations, color and materials, etc. The ACPs shall comply with the City's Application Submittal Guidelines. All ACPs shall substantially conform to the Standards and be materially consistent with the vision and design intent conveyed by the Conceptual Plans, subject to Modifications granted in accordance with Section 4 and/or Changes granted in accordance with Section 8 herein.





- 2.2.5. **“Phase 1”**. Project Site improvements under Phase 1 encompass structure demolition, surface improvements, and utility improvements within the Phase 1 and Phase 2 areas on the main Project Site. Specifically, Phase 1 would include:
- a. Demolition of structures on the parcels south of Hamilton Avenue to support the realignment of Hamilton Avenue west of Willow Road and the new intersection at Willow Road.
  - b. Street improvements including realignment of the Hamilton Avenue and Willow Road intersection, Park Street, West Street, Main Street from O’Brien Drive to Hamilton Avenue, North Loop Road, and East Loop Road, each with a full complement of utilities to serve the Project and Willow Road Tunnel.
  - c. Grading and construction of primary circulation improvements (i.e., the streets and infrastructure necessary to serve Phase 1) to raise the Project Site above the flood hazard designation and ensure sea-level rise resiliency.
  - d. Construction of components associated with the Town Square District and the Campus District in the northern portion of the Project Site, including approximately 172,000 sf of hotel space (up to approximately 193 rooms); construction of the entirety of the office and accessory uses, the Elevated Park, and up to 200,000 sf of retail uses, including the grocery store; construction of the Town Square and the Town Square parking garage; construction of the North Garage and South Garage as part of the Campus District; and construction within the Residential/Shopping District of 1,044 residential units, the Publicly Accessible Park, and the Dog Park.
- 2.2.6. **“Phase 2”**. Phase 2 construction would encompass the construction of the balance of the Residential/Shopping District, provide 686 residential units, and construct Willow Road Tunnel, if Applicant so elects. Phase 2 site improvements would also include construction of Center Street and East Street, along with the installation of the infrastructure necessary to serve Phase 2.
- 2.2.7. **“Square footage” or “sf”** shall have the same meaning as the definition of Gross Floor Area (16.04.325) of the Zoning Ordinance.

### 2.3. Development Standards

- 2.3.1. Dwelling Units shall not exceed 100 dwelling units per acre for a not to exceed total of 1,730 units.
- 2.3.2. Maximum building square footage shall be calculated in accordance with Municipal Code Section 16.04.325 (Gross floor area) and shall not exceed:



- 2.3.2.1. Office and accessory uses: 1,600,000 square feet in accordance with Sheet G3.03 of the Project Plans (consisting of a maximum of up to 1,250,000 square feet of office space, with the balance of space for accessory uses, in multiple buildings)
- 2.3.2.2. Retail uses: 200,000 square feet in accordance with Sheet G3.03 of the Project Plans
- 2.3.2.3. Residential uses: 1,696,406 square feet for 1,730 dwelling units in accordance with Sheet G3.03 of the Project Plans.
  - 2.3.3. Hotel: 193 rooms in accordance with Sheet G3.03 of the Project Plans
  - 2.3.4. Areas of private rights-of-way shall be included in the calculation of the maximum density and intensity (gross floor area) as shown on Sheet G3.02 of the Project Plans.
  - 2.3.5. Building heights shall not exceed the maximum heights provided on Sheet G3.04 of the Project Plans.
  - 2.3.6. Development standards identified in the Project Plans as CDP standards are incorporated by reference herein.
- 2.3.6.1. The calculation of height (average) and maximum height shall comply with Zoning Ordinance Sections 16.43.050 and 16.45.050.
  - 2.3.7. Parking shall be provided in accordance with the standards set forth on Sheet G4.01 of the Project Plans and in compliance with Zoning Ordinance Sections 16.43.090 and 16.45.080, subject to the Modification for senior parking (below). This CDP grants an exception for unbundled parking for senior below market rate residential units. This CDP also authorizes shared parking on the main Project Site in accordance with Sheet G4.01 of the Project Plans.
  - 2.3.8. Open Space shall be provided in accordance with the standards set forth on Sheet G3.05 of the Project Plans. The Project shall provide a minimum of 360,000 sf of publicly accessible open space, consisting of 285,970 sf of open space required by the R-MU/O zoning and 74,030 sf of publicly accessible open space in excess of the R-MU and O zoning district requirements ("Excess Publicly Accessible Open Space")
    - 2.3.8.1. The Excess Publicly Accessible Open Space will be provided in the Community Park and/or the Dog Park and/or Parcel 3. ACPs containing the



Community Park, the Dog Park, and Parcel 3 will be required to document the amount of Excess Publicly Accessible Open Space provided in each ACP.

- 2.3.9. Roof Mounted Equipment except photovoltaic or solar panels, shall be fully screened and integrated into the design of the building consistent with Zoning Ordinance Section 16.08.095, and shall also comply with the noise requirements of that same section.
- 2.3.10. Ground Mounted Equipment shall be screened and integrated into the site design to the satisfaction of the Planning Division. The ground mounted equipment shall comply with the noise requirements in Chapter 8.06 (Noise) of the Municipal Code.
- 2.3.11. Building Setbacks shall be measured from the public right-of-way or public access easements. Private right-of-ways shall be treated as public right-of-ways for setback purposes.

### 3. USES

3.1. Permitted uses on the Project Site: The following uses are permitted on the Project Site pursuant to this CDP without the need for further administrative, special, or conditional use or special event permits:

#### 3.1.1. Existing Uses

- 3.1.1.1. Notwithstanding the rezoning of the main Project Site and adoption of this CDP, existing uses and structures on the main Project Site that remain shall not be considered nonconforming and may continue (including after any period of discontinuance and without amortization) and be maintained, repaired, altered, restored if destroyed by catastrophe, subject to any applicable procedural review provisions of the Zoning Ordinance not contained in Chapter 16.80 and provided there is no increase in square footage. Existing use permits and architectural control permits shall remain valid until demolition (whole or partial) occurs.

#### 3.1.2. Town Square District

- 3.1.2.1. Hotel
- 3.1.2.2. Banks and other financial institutions providing retail banking services (including credit unions and ATMs)
- 3.1.2.3. Eating and drinking establishments, including the sale of beer, wine, and alcohol (e.g., spirits and liquor other than beer and wine) in accordance with Section 3.6 herein, and/or that have live entertainment, and/or establishments that are portable (i.e. not permanent)
- 3.1.2.4. Retail sales establishments, excluding the sale of beer, wine, and alcohol except those uses identified in accordance with Section 3.6 herein Personal services, excluding tattooing, piercing, palm-reading, or similar services



- 3.1.2.5. Recreational facilities privately operated, less than 20,000 square feet
- 3.1.2.6. Outdoor seating and tables (including those intended to be used for consumption of food and beverages), in accordance with Section 5.2
- 3.1.2.7. Emergency generators and associated use and storage of diesel fuel for up to 12 generators on the main project site in accordance with Sheet G6.07 of the Project Plans and the Hazardous materials information forms, generator supplemental forms (dated August 8, 2022) and agency referral forms. Generator size, type, and locations shall be substantially in conformance with the Project Plans and supporting documents and shall comply with the requirements and conditions of the San Mateo County Environmental Health Services Division, Menlo Park Fire Protection District, West Bay Sanitary District, and the City of Menlo Park Building and Planning Divisions.
- 3.1.2.8. Bonus level development (e.g. height, density, and intensity) in accordance with Sections 16.43.040(1) and 16.43.060 and/or 16.45.040(10) and 16.45.060 of the Zoning Ordinance.
- 3.1.2.9. Public utilities, in accordance with Chapter 16.76 of the Zoning Ordinance. Any above ground utilities or appurtenances shall be screened with appropriate fencing, mesh enclosures, and/or like materials compatible with surrounding improved environment, or painted with appropriate colors compatible with surrounding improved environment.
- 3.1.2.10. Open space, private and publicly accessible, in accordance with Zoning Ordinance Sections 16.43.130(4) and 16.45.120(4).
- 3.1.2.11. Local events including but not limited to farmers' markets, movie nights, concerts, community block parties, and food trucks, provided the activities comply with Chapter 8.06 (Noise) of the Municipal Code, and provided that such events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control, parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit per Chapter 8.60 of the Municipal Code.
- 3.1.2.12. Private special events not to exceed 26 in a calendar year, subject to Section 5.3, provided that private special events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit per Chapter 8.60 of the Municipal Code.
- 3.1.2.13. Parking structures, above and below-grade
- 3.1.2.14. Cellular telecommunications facilities provided the facilities are fully screened and/or integrated into a building or site feature and the facilities comply with all applicable Federal and State regulations
- 3.1.2.15. Other uses determined by the Community Development Director to be similar and compatible uses based on the following criteria:
  - The activities involved in or equipment or materials employed in the use are the same or substantially similar to the uses expressly authorized by this CDP;
  - The use is compatible with surrounding uses; and
  - The use is consistent with the stated purpose of this CDP.



### 3.1.3. Residential/Shopping District

- 3.1.3.1. Multiple dwellings
- 3.1.3.2. Eating establishments, including the sale of beer, wine, and alcohol in accordance with Section 3.6 herein, and/or that have live entertainment, and/or establishments that are portable (i.e. not permanent)
- 3.1.3.3. Retail sales establishments, excluding the sale of beer, wine, and alcohol except those uses identified in accordance with Section 3.6 herein, including those greater than 20,000 square feet of gross floor area
- 3.1.3.4. Personal services, excluding tattooing, piercing, palm-reading, or similar services
- 3.1.3.5. Outdoor seating and tables (including those intended to be used for consumption of food and beverages) subject to Section 5.2
- 3.1.3.6. Movie theater and/or live theater
- 3.1.3.7. Recreational facilities, privately operated, including those greater than 20,000 square feet in gross floor area
- 3.1.3.8. Emergency generators and associated use and storage of diesel fuel for up to 12 generators on the main project site in accordance with Sheet G6.07 of the Project Plans and the Hazardous materials information forms, generator supplemental forms (dated August 8, 2022), and agency referral forms. Generator size, type, and locations shall be substantially in conformance with the Project Plans and supporting documents and shall comply with the requirements of the San Mateo County Environmental Health Services Division, Menlo Park Fire Protection District, West Bay Sanitary District, and the City of Menlo Park Building and Planning Divisions.
- 3.1.3.9. Bonus level development (e.g. height, density, and intensity) in accordance with Sections 16.43.040(10) and 16.43.080 or 16.45.040(10) and 16.45.060 of the Zoning Ordinance.
- 3.1.3.10. Public utilities, in accordance with Chapter 16.76 of the Zoning Ordinance. Any above ground utilities or appurtenances shall be screened with appropriate fencing, mesh enclosures, and/or like materials compatible with surrounding improved environment, or painted with appropriate colors compatible with surrounding improved environment.
- 3.1.3.11. Open space, private and publicly accessible, in accordance with Zoning Ordinance Sections 16.43.130(4) and 16.45.120(4)
- 3.1.3.12. Local events including but not limited to farmers' markets, movie nights, concerts, community block parties, and food trucks, provided the activities comply with Chapter 8.06 (Noise) of the Municipal Code and provided that such events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control, parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit, per Chapter 8.60 of the Municipal Code.
- 3.1.3.13. Private special events not to exceed 26 in a calendar year, subject to Section 5.3, provided that private events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control,



parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit, per Chapter 8.60 of the Municipal Code.

- 3.1.3.14. Parking structures, above and below-grade
- 3.1.3.15. Temporary dialysis center consistent with the improvements depicted on Conceptual Dialysis Center Temporary Location, dated March 16, 2022, and included in the glossary in Exhibit 5.
- 3.1.3.16. Cellular telecommunications facilities provided the facilities are fully screened and/or integrated into a building or site feature and the facilities comply with all applicable Federal and State regulations
- 3.1.3.17. Other uses determined by the Community Development Director to be similar and compatible uses based on the following criteria:
  - The activities involved in or equipment or materials employed in the use are the same or substantially similar to the uses expressly authorized by this CDP;
  - The use is compatible with surrounding uses; and
  - The use is consistent with the stated purpose of this CDP.

#### 3.1.4. Campus District

- 3.1.4.1. Administrative and professional offices (including amenity uses) and accessory uses, including those greater than 250,000 square feet in gross floor area:
  - Office amenity uses intended to serve employees, contractors, and visitors, including, without limitation, the following facilities to serve on-site workers and visitors: food service facilities, fitness facilities, personal services (excluding tattooing, piercing, palm-reading, or similar services), and wellness facilities (including medical and dental), provided that ATMs, dry cleaners, and massage facilities are not permitted in the office amenity space, and permanent third-party branded eating establishments as well as permanent third-party branded retail are not permitted in the office amenity space, except for private special events permitted by this CDP. Nothing in this Section 3.1.4.1 limits retail uses that are open to the public.
  - Accessory uses include, without limitation, the following types of spaces: meeting/collaboration space, orientation space, training space, event space, breakout space, incubator space, a business center, event building (including pre-function space, collaboration areas, and meeting/event rooms), a visitor center, experience center, production/demonstration areas, a film studio, catering and culinary spaces affiliated with accessory uses, gathering spaces, terraces and private gardens, and space for other accessory uses
- 3.1.4.2. Eating establishments, including the sale of beer, wine, and alcohol in accordance with Section 3.6 herein, live entertainment, and/or establishments that are portable
- 3.1.4.3. Personal services, excluding tattooing, piercing, palm-reading, or similar services



- 3.1.4.4. Outdoor seating and tables (including those intended to be used for consumption of food and beverages) subject to Section 5.2.
- 3.1.4.5. Emergency generators and associated use and storage of diesel fuel for up to 12 generators on the main project site in accordance with Sheet G6.07 of the Project Plans and the Hazardous materials information forms, generator supplemental forms (dated August 8, 2022), and agency referral forms. Generator size, type, and locations shall be substantially in conformance with the Project Plans and supporting documents and shall comply with the requirements of the San Mateo County Environmental Health Services Division, Menlo Park Fire Protection District, West Bay Sanitary District, and the City of Menlo Park Building and Planning Divisions.
- 3.1.4.6. Bonus level development (e.g. height, density, and intensity) in accordance with Sections 16.43.040(10) and 16.43.060 and/or 16.45.040(10) and 16.45.060 of the Zoning Ordinance.
- 3.1.4.7. Public utilities, in accordance with Chapter 16.76 of the Zoning Ordinance. Any above ground utilities or appurtenances shall be screened with appropriate fencing, mesh enclosures, and/or like materials compatible with surrounding improved environment, or painted with appropriate colors compatible with surrounding improved environment.
- 3.1.4.8. Open space, private and publicly accessible, in accordance with Zoning Ordinance Sections 16.43.130(40) and 16.45.120(4).
- 3.1.4.9. Local events including but not limited to farmers' markets, movie nights, concerts, community block parties, and food trucks, provided the activities comply with Chapter 8.06 (Noise) of the Municipal Code, and provided that such events that require the use of City public services (e.g. police monitoring or control, street closure, traffic control, parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) require a special event permit per Chapter 8.60 of the Municipal Code.
- 3.1.4.10. MCS Community Events as defined in Section 5.3.1 of the Development Agreement
- 3.1.4.11. Private special events subject to the Event Management Plan (provided the activities comply with Chapter 8.06 (Noise) of the Municipal Code and do not require the use of City public services (e.g. police monitoring or control, street closure, traffic control), and do not require parking needs that will exceed capacity of the venue, or interfere with normal use and operation of right-of-ways for travel) including:
  - Multiple day private special events located primarily indoors, without a special event permit
  - Private special events with attendance expected to exceed 150 people that will use the Elevated Park (limited to 26 per year), without a special event permit provided the noise limits of Chapter 8.06 are complied with.
  - Private special events as provided in a special event permit approved by the City, as outlined in Chapter 8.60 of the Municipal Code
- 3.1.4.12. Parking structures, above and below-grade
- 3.1.4.13. Cellular telecommunications facilities



- 3.1.4.14. Other uses determined by the Community Development Director to be similar and compatible uses based on the following criteria:
- The activities involved in or equipment or materials employed in the use are the same or substantially similar to the uses expressly authorized by this CDP;
  - The use is compatible with the surrounding uses; and
  - The use is consistent with the stated purpose of this CDP.
- 3.2. Additional Permitted uses on the Project Site: All permitted uses listed in the O and R-MU zoning districts unless superseded by this CDP.
- 3.3. Additional administratively permitted uses on the Project Site: All administratively permitted uses listed in the O and R-MU zoning districts, and not specifically authorized by Section 3.1, are permitted with an administrative permit.
- 3.4. Additional special uses on the Project Site: Special uses in accordance with Chapter 16.78 and not specifically authorized by Section 3.1 herein are permitted with a use permit.
- 3.5. Additional conditionally permitted uses on the Project Site: All Conditionally permitted uses listed in the O and RMU zoning districts, and not specifically authorized by Section 3.1 herein, are permitted with a use permit.
- 3.6. Beer, Wine, and Alcohol Uses: Beer, wine, and alcohol uses shall be permitted as provided in sections 3.6.5, 3.6.6, and 3.6.7, subject to receipt of all required permits from the Bureau of Alcoholic Beverage Control (ABC). All other beer, wine, and alcohol uses shall require an administrative or use permit per the requirements of Zoning Ordinance Chapters 16.43 and 16.45.
- 3.6.1. Any citation or notification of violation by the ABC of the applicable ABC permit shall be grounds for suspension or revocation of the administrative/conditional use permits granted to the applicable user.
- 3.6.2. Prior to building permit issuance, the applicant shall comply with the applicable requirements of the Building Division, Engineering Division, and Transportation Division that are directly applicable to the sale of beer, wine, and alcohol.
- 3.6.3. A minimum of 90 days prior to the commencement of any sale of beer, wine, and alcohol for uses permitted through this CDP, the applicant shall submit documentation of an application for the permit with the ABC, a site plan and floor plan/seating plan, and project description letter for review and approval of the Community Development Director and the Chief of Police or their designee for conformance with this CDP, and compliance with the City of Menlo Park Municipal Code.





3.6.3.1. The submittal materials shall identify the location of alcohol use/sale/storage, barriers to define the extent of the alcohol use/service, and hours of operation, and any other information deemed necessary to evaluate the design appropriateness, conformance with this CDP, and compliance with the City of Menlo Park Municipal Code of the request as determined by the Community Development Director or Chief of Police or their designees.

3.6.4. The City shall track the number of active licenses within the Project site using the tracking matrix dated June 23, 2022 and on file with the City.

### 3.6.5. Town Square District

#### 3.6.5.1. *Hotel*

Maximum of four ABC licenses, provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance.

- Hotel operations including in-room mini-bar, pool, lounges
- Off-site sale of beer, wine, and alcohol for a hotel gift shop within the hotel
- Eating Establishments (e.g. bona fide eating place) including beer, wine and alcohol
- Drinking Establishments (e.g. bar or tavern) including beer, wine and alcohol
- Special events including beer, wine, and alcohol (e.g., events in conferences rooms, ballroom space, outdoor locations)

#### 3.6.5.2. *Town Square*

Maximum of three ABC licenses for uses identified below for the Town Square District, excluding off-sale and on-sale public premises (e.g. bar or tavern) and not including ABC licenses associated with the hotel, provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance.

- Eating Establishments (e.g. bona fide eating places) including beer, wine and alcohol
- Local events including beer and wine only (farmer's market, art festival, etc.)

### 3.6.6. Residential/Shopping District



Maximum of eight ABC licenses for Residential/Shopping District, excluding off-sale and on-sale public premises (e.g. bar or tavern), provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance.

#### 3.6.6.1. *Grocery Store*

- Off-site sale of beer, wine, and alcohol for full service grocery stores greater than 20,000 square feet
- Tasting Room: On-site consumption of sample amounts of beer and wine in a restricted area inside the grocery store, proximate to the alcoholic beverage section. The tasting room must be enclosed by a wall and shall not include seating.
- Micro-Brewery or Café, including beer and wine only.

#### 3.6.6.2. *Ground Floor Retail*

- Eating Establishments (e.g. bona fide eating places) including beer, wine and alcohol

#### 3.6.6.3. *Community Park*

- Local events including beer and wine only (farmer's market, art festival, etc.)

#### 3.6.7. Campus District

Maximum of four ABC licenses for Campus District, excluding off-sale and on-sale public premises (e.g. bar or tavern), provided all requirements of the California ABC and City are met. If the ABC determines that a public convenience and necessity finding is required, the Planning Commission shall review the request through an administrative permit or use permit based on license type and request, in accordance with the requirements of the Zoning Ordinance

##### 3.6.7.1. *Campus District Retail*

- Eating Establishments (e.g. bona fide eating places) including beer, wine and alcohol

##### 3.6.7.2. *Meeting and Collaboration Space and Other Accessory Space*

- Special events including beer, wine, and alcohol

##### 3.6.7.3. *Elevated Park*

- Special events including beer and wine only

##### 3.6.7.4. *Main Street*



- Local events including beer and wine only (farmer's market, art festival, etc.)

#### 4. MODIFICATIONS TO O AND RMU DISTRICT REQUIREMENTS AND SIGNAGE REGULATIONS

4.1. Unless enumerated in this section, each building within the Project Site shall comply with the requirements of the O (Office) and R-MU (Residential Mixed-Use) zoning districts. Where a standard or requirement listed below is inconsistent with the Zoning Ordinance, the standard in this CDP takes precedence. In accordance with Zoning Ordinance Section 16.82.050, this CDP authorizes the following modifications ("**Modifications**") to the City Zoning Ordinance requirements of the RMU and O districts, which are included in the Zoning Ordinance Modification Request dated September 2, 2022:

##### 4.2. Parcel 1 (Hotel)

- 4.2.1. No building modulations required along Willow Road or Main Street facades.
- 4.2.2. Required stepback of 10 feet; allow Shade trellis and parapet within stepback zone(s).
  - 4.2.2.1. Roof trellises within the stepback area shall be included in the calculation of height (maximum and average) for the building.
- 4.2.3. No public entrances required along Willow Road or Main Street facades. Allow public entrances along West Street.
- 4.2.4. Minimum setback from back of public easement to be 1 foot, 6 inches for Willow Road
- 4.2.5. Along Willow Road, allow maximum building projection to extend 4 feet, 6 inches from the required setback.
- 4.2.6. Along West Street, allow maximum building projection to extend 8 feet from the required setback.
- 4.2.7. Allow 40% Ground Floor transparency along West St.
- 4.2.8. Allow 15% frontage landscaping.
- 4.2.9. Maximum setback of 30 feet along Hotel Service Road.
- 4.2.10. Maximum setback of 50 feet along West Street.

##### 4.3. Parcel 1 (MCS)



- 4.3.1. No building modulations required along North Loop Road.
- 4.3.2. No building setback or stepback required along North Loop Road.

#### 4.4. Parcel 1 (Office)

- 4.4.1. No stepbacks required for office garages; stepback required at a height not to exceed 70 feet for 30% of office building facades.
- 4.4.2. Office buildings 02, 03, 05 and 06 stepback required at a height not to exceed 70 feet and garages not required to have stepbacks or a base height.
- 4.4.3. Office buildings may have a consistent roofline without modulation.
- 4.4.4. No requirement for above ground garages to be screened or located behind buildings;
- 4.4.5. No building entrances required for office buildings along East Loop Road and South Garage.
- 4.4.6. Allow garage facades along East Loop Road and Main Street to have a minimum modulation of one per 200 feet.

#### 4.5. Parcel 1 (Town Square)

- 4.5.1. Allow 75 feet maximum length Ground Floor pedestrian pass-through at grade level along Main Street façade, with a minimum of one per facade.
- 4.5.2. Buildings less than three stories may have a consistent roofline without modulation.
- 4.5.3. Maximum setback from public easement or property line to be 32 feet along West Street and Main Street.

#### 4.6. Parcel 2

- 4.6.1. Allow for (i) Maximum base height (including 10-foot increase within the flood zone) to be 71 feet above average natural grade and (ii) roof trellises within stepback areas.
  - 4.6.1.1. Roof trellises within the stepback area shall be included in the calculation of height (maximum and average) for the building.



- 4.6.2. Major modulation on Park St. to be a minimum of 8 feet deep.
- 4.6.3. Two-way garage entrances may be up to 30 feet wide.
- 4.6.4. Spacing can be up to 138 feet between two building entrances and up to 200 feet from corner to building entrance.
- 4.6.5. Roof modulation not required for the West St. and Main St. elevations.
- 4.6.6. No façade minor modulations are required on the Willow Road elevation.

#### 4.7. Parcel 3

- 4.7.1. Maximum Base Height (including 10-foot increase within the flood zone) to be up to 70 feet above average natural grade.
- 4.7.2. Allow for (i) stepbacks of 8 feet minimum depth, (ii) projections into stepback area, and (iii) projections (awnings) of up to 8 feet.
- 4.7.3. Maximum allowable building height of 85 feet.
- 4.7.4. Allow grouped vehicle access locations along Center Street and West Street, without the minimum separation distance.
- 4.7.5. Allow for (i) major modulations along Main Street to be between 5 feet and 6 feet deep, (ii) major modulations along Center Street to begin at Level 3.
- 4.7.6. Building may have consistent roofline without modulation.
- 4.7.7. Maximum setbacks on Main Street to be 75 feet.

#### 4.8. Parcel 4

- 4.8.1. Maximum Base Height (including 10-foot increase within the flood zone) to be up to 70 feet above natural grade.
- 4.8.2. Minimum stepbacks of 6 feet; minimum stepback percentage to be 70% of the façade.
- 4.8.3. Minimum of one major modulation allowed per 250 feet of façade length.
- 4.8.4. Maximum of 115 feet spacing between minor modulations.



4.8.5. Minimum height between ground-level finished floor to second-level finished floor along street to be 18 feet.

4.9. Parcel 5

4.9.1. Maximum base height (including 10-foot increase within the flood zone) to be up to 70 feet.

4.10. Parcel 6

4.10.1. Minimum setback of 5 feet.

4.10.2. No minor modulation requirement along Park Street façade for levels 3-6.

4.10.3. Maximum base height (including 10-foot increase within the flood zone) to be 60 feet above average natural grade.

4.10.4. Roof modulations may be between 2 feet and 3 feet.

4.11. Parcel 7

4.11.1. Minimum setback of 8 feet.

4.11.2. No minor modulation requirement on Park Street.

4.11.3. Building may have consistent roofline without modulation.

4.11.4. Provide approximately 38 of the total required 60 parking spots in a shared arrangement with Parcel 6.

4.11.5. Allow (i) 0.5:1 covered bicycle parking and (ii) 10% additional short-term bicycle parking of the provided long-term spaces.

4.11.6. Allow biotreatment planting adjacent to building frontage.

4.12. Transportation Demand Management

4.12.1. The trip reduction requirement through TDM for the Project shall require a minimum a 20 percent reduction from gross Institute of Traffic Engineers (ITE) Trip Generation Rates for the mixed-use component of the Project (i.e., the Town Square and Residential/Shopping Districts combined), and compliance with the Trip Cap for the Office Campus (defined below).

4.13. Recycled Water Use



4.13.1. Temporarily defer enforcement of the Zoning Ordinance Sections 16.43.140(3)(E) and 16.45.140(3)(E) potable water demand reduction requirements until the earlier of the date recycled water is available to meet the project's nonpotable water demand, or the date specified in the project's development agreement by which the project is required to begin utilizing recycled water for nonpotable uses.

4.13.2. During the period of deferred enforcement, the project will implement a water conservation plan approved by the city that shall be submitted to the Planning Division 120 days prior to the granting of occupancy for the first building and shall be approved by the City's Public Works and Community Development Directors prior to the granting of occupancy for the first building.

#### 4.14. Parking

4.14.1. Permit parking for senior units at a rate of 0.5 space per unit.

#### 4.15. Signage

4.15.1. Authorize signage on the main Project Site pursuant to a Master Sign Program to identify the maximum permitted signage by parcel/building and develop sign design guidelines in lieu of compliance with the requirements of Municipal Code Chapter 16.92 and Sections 16.43.120(3) and 16.45.120(3), subject to review and approval of the Master Sign Program by the Planning Commission.

### 5. PERFORMANCE STANDARDS

#### 5.1. Live Entertainment

5.1.1. The following standards apply to the Town Square and Residential/Shopping Districts. These standards exclude special events that are addressed under subsection 5.3 Special Events.

5.1.2. Live entertainment shall be confined to the tenant space and outdoor seating areas and shall not exceed the permitted occupancy. Sounds shall not exceed the Menlo Park Municipal Code, Chapter 8.06 (Noise). Live entertainment shall be limited to tenant's hours of operation.

#### 5.2. Outdoor Seating

5.2.1. Outdoor Seating is permitted throughout the main Project Site. The following performance standards apply to Outdoor Seating within the Town Square District and Residential/Shopping District and adjacent to the publicly accessible retail in the Campus District. If



desired by the tenant, or if required by other regulatory agencies with jurisdiction, Outdoor Seating shall be enclosed by a fence or containment. A building permit may be required for certain features associated with the Outdoor Seating.

- 5.2.2. Outdoor Seating areas shall be limited to use at eating and/or drinking establishments.
- 5.2.3. Outdoor Seating areas shall be adjacent to the building they serve. Sidewalk seating areas shall not exceed the frontage of the business that they serve.
- 5.2.4. Outdoor Seating areas shall not encroach into publicly accessible open spaces unless the outdoor seating is open to the public and not controlled by a private business.
- 5.2.5. Outdoor Seating areas shall comply with all applicable provisions of the Americans with Disabilities Act (ADA) and state and local implementing regulations and the universal access requirements of the California Building Code.
- 5.2.6. No outdoor preparation of food or beverages is permitted in Outdoor Seating areas, except as permitted for outdoor propane barbecues pursuant to California Health and Safety Code.
- 5.2.7. Portable toilets are not permitted in Outdoor Seating areas, except as authorized through a temporary event or use permit pursuant to Municipal Code Section 8.06.060.
- 5.2.8. Outdoor Seating areas shall not obstruct or restrict access to public utilities.
- 5.2.9. Tables, chairs, and any other furniture/fixtures placed within Outdoor Seating areas shall not obstruct or block access to fire protection equipment.
- 5.2.10. All fixtures, furniture, and structures in Outdoor Seating areas shall comply with the following criteria:
  - 5.2.10.1. Umbrellas/shade structures shall be compatible in design with the adjacent retail tenant's storefront. They shall not exceed 15 feet in height, shall be temporary/removable, and shall not block any path of travel.
  - 5.2.10.2. Table and chairs in Outdoor Seating areas shall be compatible in design with the adjacent retail tenant's storefront. They shall not extend beyond the tenant fencing/containment and shall not impede any path of travel.





- 5.2.10.3. Outdoor heaters, speakers, and lighting in Outdoor Seating areas shall be compatible in design with the adjacent retail tenant's storefront and shall not impede any path of travel.
- 5.2.10.4. All fixtures, furniture, and structures used in Outdoor Seating areas shall be of substantial construction to withstand outdoor use, and maintained in good condition, quality, and repair at all times.
- 5.2.10.5. Electric radiant heaters are allowed within Outdoor Seating areas. Natural or propane gas heaters are not permitted.
- 5.2.10.6. All exterior surfaces within Outdoor Seating areas shall be kept clean at all times.
- 5.2.11. Outdoor Seating areas shall be on the same elevation as the adjacent sidewalk. Raised platforms are not permitted.
- 5.2.12. Outdoor speakers for background music in Outdoor Seating areas will comply with Noise Ordinance Section 08.06.30.
- 5.2.13. Fences or containment shall be decorative in nature and constructed from wrought iron, tubular steel, wood, or other mix of durable materials; shall not exceed 3 feet, 4 inches in height unless otherwise required by a regulatory agency (e.g. CA ABC); and shall not restrict pedestrian access into building entries, public path of travel, or other publicly accessible seating areas.
- 5.2.14. Planters are encouraged in combination with fences. Planters shall be self-watering and designed to prevent irrigation runoff.
- 5.2.15. Outdoor Seating shall not restrict bicycle and pedestrian access along street frontages.
- 5.2.16. Outdoor Seating plans shall be submitted to the City for review and approval by the Planning and Engineering Divisions prior to installation of Outdoor Seating. These plans may be submitted concurrent with a building permit application, if required for the installation.

### 5.3. Special Events

- 5.3.1. Special events and temporary permits shall comply with Chapter 8.60 and Section 8.06.060 of the Menlo Park Municipal Code, except as provided below. Special events are permitted within the Town Square and Residential/Shopping Districts, including set up and break down, between the hours of 8am-10pm, every day of the week.



### 5.3.2. Town Square and Residential/Shopping Districts

- 5.3.2.1. Farmers market shall be limited to a total of 52 per calendar year.
- 5.3.2.2. All other community and private events shall be limited to a total of 52 per calendar year.
- 5.3.2.3. Emergency vehicle access routes through the Town Square shall be kept clear and unobstructed for the duration of any special event.

### 5.3.3. Campus District

- 5.3.3.1. Special Events within the Campus District shall be subject to the Event Management Plan, and shall not be subject to the provisions of section 5.3.2 above and not open to the general public.

### 5.3.4. Commercial Storefronts

- 5.3.4.1. Commercial storefronts are allowed customization based on the following criteria, subject to obtaining an administrative architectural control permit to be reviewed and granted by the Community Development Director or their designee concurrent with the building permit application, if applicable:
  - The tenant is allowed to change or modify the façade materials and color from finished grade to the level 2 floor plate. All modifications shall be compatible with the architectural character.
  - The tenant is allowed to change or modify the storefront glazing and entries to suit their program or brand. Rollup, sliding and swinging doors are allowed.
  - The tenant is allowed to change or modify the awnings at their lease space.
  - The tenant is allowed to change or modify the exterior lighting with their lease space. All lights shall be LED with a maximum color temperature of 3000k. Downlights may be added to awning. Lighting shall be concealed within structure of awning and match in color.
- 5.3.4.2. Decorative commercial string lights are allowed in conjunction with outdoor seating areas only. Lights shall be commercial grade and suitable for exterior applications. Lights need to be hardwired to a power source. Extension cords are allowed. Lights shall be LED with a maximum color temperature of 3000k.
- 5.3.4.3. All commercial signage is governed by the Willow Village Master Sign Program.



#### 5.4. Pump Station Screening

5.4.1. The pump station and supporting equipment will require screening and sound attenuation per the following criteria:

5.4.1.1. The pump station and supporting equipment shall be located within an enclosure that is architecturally compatible to the adjacent buildings and landscape context.

5.4.1.2. The pump station enclosure shall be made of a material and color that recedes into the landscape.

5.4.1.3. The pump station enclosure shall be designed with a minimum setback of 8' from all adjacent walks or other pedestrian areas.

5.4.1.4. The pump station enclosure shall be at a minimum to the height of the equipment, and be fully covered provided the enclosure meets the requirements of the West Bay Sanitary District.

5.4.1.5. The enclosure shall be designed with sound attenuation to comply with Chapter 8.06 of Menlo Park's Municipal Code.

5.4.1.6. The pump station enclosure shall be screened from pedestrian walks, plazas, and view with adequate vegetation.

### 6. SIGNS

6.1. Master Sign Program. The Project shall comply with Chapter 16.92 of the Zoning Ordinance or submit a project-specific Master Sign program which shall be subject to review and approval by the Planning Commission prior to installation of any onsite mixed use or commercial signage.

6.1.1. The Master Sign Program shall identify the maximum square footage of signage for each parcel/building within the project site and set design guidelines for signage.

### 7. RECORDATION AND EFFECTIVE DATE

7.1. The Willow Village CDP shall be recorded in the Official Records of the County of San Mateo, State of California.

7.2. The Willow Village CDP shall be in full force and effect on the effective date of the ordinance approving the CDP.

### 8. CHANGES TO CONDITIONAL DEVELOPMENT PERMIT



8.1. Changes to this CDP (including the Project Plans) shall be processed at the written request of the Property Owner with all applicable plans and fees, to the Planning Department for review as follows:

- 8.1.1. Substantially Consistent Changes are made at the staff level and include any modifications that Property Owner makes or proposes to make to this CDP (including the Project Plans) that are in substantial compliance with and/or substantially consistent with the Project approvals based on the determination that the proposed change(s) is consistent with other building and design elements of the CDP, and will not have an adverse impact on the character and aesthetics of the Property. The determination as to whether a requested change is a Substantially Consistent Change will be made by the Community Development Director (in his/her reasonable discretion). Substantially consistent changes do not affect permitted uses, the density or intensity of uses, restrictions and requirements relating to subsequent discretionary actions, monetary obligations, or conditions or covenants limiting or restricting the use of the Property or similar material elements. The Community Development Director or his/her designee shall act on Substantially Consistent Changes administratively, without public notice or hearing.
- 8.1.2. Minor Changes are any modifications that Property Owner makes or proposes to make to this CDP (including the Project Plans) that are made at the staff level, but the Planning Commission is provided information regarding these changes. The determination as to whether a requested change is a Minor Change is determined by the Community Development Director (in his/her reasonable discretion). A Minor Change is similar in nature to a Substantially Consistent Change, except that Minor Changes are more visible to the general public and result in minor exterior changes to the Project aesthetics (e.g. site layout, location of uses, etc.). Any member of the Planning Commission may request within seven days of receipt of the informational notice that the item(s) be reviewed by the Planning Commission to determine whether the proposed changes are considered a Minor Change. If the Planning Commission does not request review, the Community Development Director or his/her designee shall act on Minor Changes administratively.
- 8.1.3. Major Changes are any modifications that Property Owner makes or proposes to make to this CDP (including the Project Plans) that do not constitute Substantially Consistent Changes or Minor Changes. Major Changes are reviewed by the Planning Commission as a Regular Business item, and publicly noticed. Major Changes include, but are not limited to, significant changes to the exterior appearance of the buildings or appearance of the Property, changes to the project plans (e.g. site access, roadway and pedestrian/bicycle infrastructure



design, etc.), which are determined by the Community Development Director (in his/her reasonable discretion) to not constitute Substantially Consistent Changes or Minor Changes to the Conceptual Plans and this CDP. The Planning Commission's decision shall be based on the determination that the proposed modification is compatible with other building and design elements or onsite/offsite improvements of the CDP and would not have an adverse impact on safety and/or the character and aesthetics of the site. Planning Commission decisions on Major Changes may be appealed to the City Council. City Council shall have final authority to approve Major Changes.

8.1.4. Changes for Project Variants are permitted subject to staff review of the resulting on site changes to the Project Plans and this CDP. The Project Variants are permitted without any additional discretionary actions by the City. The following process for the on-site changes are required:

8.1.4.1. If the Willow Road Tunnel is removed, the on-site changes would be reviewed as a Substantially Consistent Change or Minor Change depending on the scope of the changes. No further discretionary review of the Willow Road Tunnel is required. To ensure the community is aware of the removal of the Willow Road Tunnel, the Community Development Director shall notify the Planning Commission and City Council of this change for informational purposes only.

8.1.4.2. If the applicant does not receive outside agency approval to realign Hamilton Avenue, the associated on-site revisions to the proposed project would be reviewed through an ACP. The review would be limited to the on-site changes based on the revised circulation and locations of building/site features.

8.1.5. Architectural Control Plans (ACPs) for future buildings and site features (e.g. publicly accessible park and dog park) are required for each individual building/site. The Planning Commission shall review the ACPs through an architectural control application. The Applicant is required to submit an architectural control application and pay all applicable fees for the Planning Division's review of the proposed ACPs, subject to review and approval by the Planning Commission. The Planning Commission's action will be based on substantial conformance with this CDP and the required findings for architectural control, as enumerated in Chapter 16.68.020 (Architectural Control) of the Zoning Ordinance.

8.1.6. Amendments to this CDP (including the Project Plans) that involve material relaxation of the development standards identified in Section 2, material changes to the uses identified in Section 3,



exceedance of the signage maximum square footages identified in the Master Sign Program pursuant to Section 6, or material modifications to the conditions of approval identified in Sections 10 through 21 (in each case, other than changes deemed to be Substantially Consistent Changes pursuant to Section 8.1.1, Minor Changes pursuant to Section 8.1.2, or Major Changes pursuant to Section 8.1.3), constitute CDP amendments that require public hearings by the Planning Commission and City Council. Such revisions might also require modifications to the Project Plans and/or Willow Village Development Agreement. Any application for amendment to the CDP shall be made by the Property Owner, in writing with all applicable plans and fees, to the Planning Department for review and recommendation by the Planning Commission at a public hearing. The Planning Commission shall forward its recommendation to the City Council for action on proposed amendment(s) to the CDP.

## 9. TRANSPORTATION MEASURES

- 9.1. Consistent with the Project proposal and to minimize environmental and community impacts resulting from utilization of the Project Site, Property Owner shall enforce a trip cap ("**Trip Cap**") for the Campus District.
- 9.1.1. Trip Cap: The Property Owner shall comply with the Trip Cap, which sets the maximum number of morning and evening peak vehicle trips and daily vehicle trips for the Campus District, as set forth in Exhibit 3.
- 9.1.2. Monitoring: The Property Owner shall comply with the parameters and requirements of the Trip Cap as specified in the Willow Village Campus District Trip Cap Monitoring and Enforcement Policy. The Trip Cap applies to the Campus District only.
- 9.1.3. Implementation: The Trip Cap counting equipment shall be installed in good working order prior to issuance of a certificate of occupancy for the first office building, unless otherwise approved, to the satisfaction of the Public Works Director.
- 9.2. The Property Owner shall implement the Willow Village Transportation Demand Management (TDM) Plan, which includes TDM components for the Campus District and the Town Square and Residential/Shopping Districts.
- 9.2.1. Monitoring: The Property Owner shall comply with the Willow Village TDM Compliance Plan which provides recommendations regarding annual monitoring provisions for the Campus District and the Town Square and Residential/Shopping Districts, including the additional residential trip reduction required by the Mitigation Monitoring and Reporting Program for the Project. The Campus



District shall be monitored daily through the Trip Cap and the Town Square and Residential/Shopping Districts shall be monitored annually. The Property Owner shall document compliance with the trip reduction requirements of this CDP through the TDM Compliance Plan in Exhibit 4.

- 9.3. The Property Owner shall comply with EIR Mitigation Measure TRA-2, which requires the residential land use of the Project to achieve a 36% reduction from gross ITE trip generation rates (resulting in a total of 6,023 average daily trips for the residential uses).

9.3.1. Monitoring: The Property Owner shall comply with the Village TDM Compliance Plan.

## 10. CONSTRUCTION PERMITS SEQUENCING:

10.1. The following outlines the basic sequencing of site development construction permits related to the Project. Completion of each site development phase (e.g., the Voluntary Remediation Work, the Site Improvement Work, etc.) is determined by the scope of the approved improvement plans. Completion of the site improvements to City standards is necessary prior to the dedication and acceptance of the public improvements. Upon Applicant's/Property Owner's completion of public infrastructure, Applicant/Property Owner shall offer for dedication to City such public infrastructure as completed, and City shall promptly accept the completed public infrastructure and release to Applicant/Property Owner any bonds or other security posted in connection with performance thereof in accordance with the terms of such bonds, and thereafter City shall maintain the public infrastructure. Applicant/Property Owner may offer dedication of public infrastructure, as identified in the Site Improvement Plans, in phases and the City shall not refuse to accept such phased dedications or refuse phased releases of bonds or other security so long as all other conditions for acceptance have been satisfied. Circulation improvements providing access to the Project Site as well as on-site access improvements as documented within the approved improvement plans shall be completed prior to the issuance of any temporary or initial Certificate of Occupancy for buildings within the applicable phase.

10.2. Implementation of Willow Village anticipates two overarching construction work phases. The initial efforts pertain to construction of Site Improvements, per Sections 10.2.1-10.2.4 below, primarily comprised of project serving infrastructure improvements, documented in Improvement Plan Sets (Plans, Specifications and Estimates). The second phase of project implementation pertains to the construction of vertical/building improvements. The construction of vertical improvements may overlap with completion of Site Improvements; however, building final permit sign-off/Certificate of Occupancy is dependent on the completion of the Site Improvements associated with the Map Phase in which the subject Vertical improvements are located. At Applicant's election, Improvement Plan sets may be prepared and submitted for plan check and approval as independent plan sets in the following formats:

- 10.2.1. Demolition Plans of existing improvements
- 10.2.2. Grading Plans



10.2.3. Streets, Utilities and Streetscape Improvements

10.2.4. Park and Open Space Improvements

10.3. At Applicant's election, plan check and issuance of building permits, may be processed in incremental submittals such as the following, subject to review and acceptance of the Building Division:

10.3.1. Civil Engineering, grading, utilities

10.3.2. Foundation design including piles and pile caps, if proposed

10.3.3. Structural design

10.3.4. Core and Shell

10.3.5. Interior improvements

10.3.6. Site improvements and landscaping

10.4. Voluntary Remediation Work

10.4.1. Implementation of Removal Action Workplan ("RAW") The primary objective of the RAW is to evaluate potential management practices with the proposed plans to redevelop the Project Site with residential use while protecting the health of future occupants/users. The California Department of Toxic Substances Control (DTSC) approved RAW identifies a preferred removal action most appropriate for the Residential/Shopping District of the Site, as prior remedial actions did not anticipate residential land uses. It is anticipated that DTSC will approve the RAW upon certification of the Willow Village EIR. The applicant is required to implement the remedial actions identified in the final approved RAW prior to issuance of any building or encroachment permits from the City for the Project. Documentation of an approved RAW shall be provided to the Building Division prior to issuance of any building permits for the Project

10.4.2. Site Management Plan ("SMP") The purpose of the SMP is to establish appropriate management practices/protocols for handling impacted soil, soil vapor, and ground water that may be encountered during development activities. It is anticipated that DTSC will approve the SMP upon the certification of the Willow Village Project EIR. The applicant shall implement the management practices and protocols of the SMP during Project construction. Documentation of an approved SMP shall be provided to the Building Division prior to issuance of any building permits for the Project.

10.4.3. In the event remedial efforts are not completed during the grading phase, and DTSC allows for phased remediation, then as part of each complete building permit application submittal, the grading plans shall document any necessary soil remediation efforts in compliance with the approved site management plan and work plans by DTSC. These plans shall be submitted to the City for reference purposes. Any excavation related to soils remediation shall require issuance of a





building permit from the City. DTSC approval of remediation shall be provided to the Building Division prior to issuance of any building permits.

- 10.4.4. Vapor Intrusion Mitigation Plan (VIMP) The purpose of the VIMP is to identify the measures that will be implemented for the planned development to effectively eliminate potential vapor intrusion concerns into future buildings. The VIMP is building specific to identify measures that will be implemented by building and is reviewed and approved by DSTC prior to the issuance of building permits. Documentation of DTSC review and approval shall be provided to the Building Division prior to building permit issuance. The VIMP plans shall be incorporated for "reference only" into applicable building permit plan sets.

#### 10.5. Subdivision Mapping and Project Serving Improvements

- 10.5.1. Willow Village proposes a two-step subdivision approach to facilitate the development of the Project. The initial subdivision consists of a Large Lot Parcel Map "A" Map. The primary purpose of the "A" Map is to create legal parcels for potential financing and conveyance purposes, but that are not buildable, reserve and offer for dedication future public rights of way and public easements and provide project serving backbone infrastructure improvements consisting of grading plans, street improvements, utility improvements and streetscape improvements. The "A" map may be filed in multiple maps. The subsequent subdivision process that creates buildable parcels is referred to as a "B" Map. Both Parcel and Final Maps are anticipated to create buildable parcels within the Office District/Town Square District and Residential/Shopping District. All obligations specific to each Parcel or Tract Map are documented as conditions of approval to each map. In the event the required project serving improvements are not completed prior to approval and recordation of the Parcel Map or Final Map, the subdivider shall enter into a Public/Subdivision Improvement Agreement with the City of Menlo Park and provide the appropriate amount of surety guaranteeing the completion of said improvements to the satisfaction of the City Engineer.
- 10.5.2. The Applicant shall submit for a Final Map/Parcel Map for the "A Map" to the Public Works Department for review and approval, documenting compliance with the Vesting Tentative Map.
- 10.5.3. The Applicant shall submit public improvement plans prior to or concurrent with the Final Map/Parcel Map for the "A Map" subject to review and approval of the Engineering, Building, and Planning Divisions.



10.5.4. The Applicant shall construct the public improvements/backbone infrastructure in compliance with the conditions of approval for the Vesting Tentative Map

10.5.5. The Applicant shall coordinate the public improvement plans/backbone infrastructure and the Final Map plans with the Hamilton Avenue Parcels Vesting Tentative Map and associated public improvement plans.

10.6. Willow Road Tunnel

10.6.1. This CDP approves the Willow Road Tunnel Variant in addition to the Project, subject to the review process for on-site changes outlined in Section 8 of this CDP. In the event the Applicant proposes to construct Willow Road Tunnel Improvements, the following process shall apply:

10.6.2. Applicant shall submit to the City Improvement Plans detailing the proposed Willow Road Tunnel consisting of vehicle travel lanes to accommodate bi-directional vehicular travel of Project Transit vehicles, separated pedestrian and bicycle lanes, portal improvements on eastern portion of the MPK 20 site connecting to Bayfront Expressway Tunnel and a tunnel approach consisting of dedicated bicycle and improvements within Willow Village Site.

10.6.3. Applicant shall submit Willow Road Tunnel Improvement Plans to the Community Development and Public Works Departments for review and preliminary design acceptance, prior to submittal to Caltrans and SamTrans.

10.6.4. Following City review and preliminary design acceptance, the Applicant shall submit Willow Road Tunnel Improvement Plans to Caltrans and SamTrans and apply for encroachment permit and/or other required approvals which may coincide with the City's more detailed building permit review of the Willow Road Tunnel Improvement Plans for the portions of the tunnel on private property (i.e. Project Site and West Campus).

10.6.5. Applicant shall process a Modification, as applicable, to the West Campus Conditional Development Permit for the portions of the tunnel portal and associated improvements on West Campus, which City shall approve if it substantially conforms to the Willow Road Tunnel Improvement Plans.



- 10.6.6. Applicant shall apply jointly with SamTrans to California Public Utilities Commission (CPUC) for a GO-88(b) authorization to permit an undercrossing below the Dumbarton Rail corridor.
- 10.6.7. Applicant shall submit documentation of Caltrans' approval of encroachment permit, the SamTrans approval of the encroachment permit, and CPUC's approval of a GO-88(B) authorization to the Public Works and Community Development Departments for review prior to approval and issuance of said Willow Road Tunnel Improvement Plans.
- 10.6.8. Applicant shall obtain necessary permits, at the Applicant's sole cost, from Caltrans and SamTrans and provide documentation to the Community Development and Public Works Departments prior to issuance of building permits for the tunnel approach and other improvements on private property, including the Project Site and the West Campus Site.
- 10.6.9. Public Access Easements: Concurrent with complete plan set submittal for construction of the Willow Road Tunnel, the Applicant shall submit a plat and legal description for a public access easement(s) on property it owns or controls for utilization of the Willow Road Tunnel to the satisfaction of the Public Works Director. The form of public access easement shall permit Applicant to establish reasonable rules and regulations governing its use and to temporarily suspend access to the Willow Road Tunnel in case of emergencies. The acceptance of the deed or dedication requires Menlo Park City Council approval prior to final inspection.
- 10.6.10. The Willow Road Tunnel shall be open 24 hours a day for bicyclists and pedestrian access, except when temporarily suspended in case of emergencies or maintenance. If the Willow Road Tunnel will be closed for planned maintenance the Applicant shall provide the Public Works Director with written notice 72 hours in advance.
- 10.6.11. Maintenance Agreement: Prior to approval of building permit final inspection for the Willow Road Tunnel, the Applicant shall enter into a Maintenance Agreement with the City to maintain the Willow Road Tunnel, including but not limited to typical cleaning and repairs, at the Applicant's sole cost.
- 10.6.12. Applicant is responsible for payment of Caltrans and Samtrans permitting, licensing, and other fees associated with the review and approval of the Willow Road Tunnel Improvement Plans.

10.7. Elevated Park Segment Over Willow Road



- 10.7.1. The Applicant shall submit to the City Improvement Plans depicting the segment of the Elevated Park that crosses Willow Road consisting of a raised landscaped park open to the public with stair and elevator access points on both sides of Willow Road connecting pedestrian and bicycle users.
- 10.7.2. Applicant shall submit Elevated Park Improvement Plans to the Community Development and Public Works Departments for review and preliminary design acceptance, prior to submittal for Caltrans.
- 10.7.3. Following City review and preliminary design acceptance, Applicant shall submit the Elevated Park Improvement Plans to Caltrans and apply for encroachment permit approvals which may coincide with the City's more detailed review of the Elevated Park over Willow Road Improvement Plans for compliance with the ACP for the Elevated Park.
- 10.7.4. Applicant shall submit documentation of Caltrans' approval of encroachment permit prior to the City approval of said Segment of the Elevated Park over Willow Road.
- 10.7.5. Applicant shall complete Segment of the Elevated Park over Willow Road Improvements prior to the issuance of the last Phase 2 building Certificate of Occupancy and permit sign off.
- 10.7.6. Maintenance Agreement: Prior to approval of building permit final inspection for the Elevated Park Segment over Willow Road, the Applicant shall enter into a Maintenance Agreement with the City to maintain the Willow Elevated Park Segment, including but not limited to typical cleaning and repairs, at the Applicant's sole cost.
- 10.7.7. Applicant shall obtain necessary permits, at the Applicant's sole cost, from Caltrans and other agencies that have jurisdiction and provide documentation to the Community Development and Public Works Departments prior to issuance of building permits for the segment of the Elevated Park spanning over Willow Road including other improvements on private property, including the Project Site and the Willow/Hamilton Parcel.
- 10.7.8. Public Access Easements: Concurrent with complete plan set submittal for construction of the Elevated Park, the Applicant shall submit a plat and legal description for a public access easement(s) on property it owns or controls to the satisfaction of the Public Works Director. The form of public access easement shall permit Applicant to establish reasonable rules and regulations governing its use and to temporarily suspend access to the Elevated Park in case of



emergencies. The acceptance of the deed or dedication requires Menlo Park City Council approval prior to final inspection.

- 10.7.9. Extensions: In the event construction of the Elevated Park is delayed due to circumstance outside of the Applicant's reasonable control, the Public Works Director may grant an extension based on substantial evidence from the Applicant that the delay is based on external circumstances, and the Applicant demonstrates a good faith effort to complete the improvements. Any extension would be based on an agreed upon timeline by the Public Works Director and the Applicant.
- 10.7.10. If the segment of the Elevated Park that crosses Willow Road is not approved by outside agencies prior to the development of Phase 2, Applicant shall have no further obligation to construct the segment of the Elevated Park over Willow Road and shall instead (1) pay a community amenity fee in the amount of Twenty Million Seven Hundred Thirty Eight Thousand Sixty-Two Dollars (\$20,738,062) and (2) ensure that the vertical transportation system (i.e., elevators, stairs, etc.) at the westerly side of the Elevated Park is located reasonably proximate to the eastern side of Willow Road, taking into account Project design and utility considerations, consistent with the requirements of the Willow Village Development Agreement.

- 10.8. Vertical Building Phase – The vertical building construction phasing shall conform to Exhibit D of the Development Agreement.

## 11. BIRD SAFE DESIGN

- 11.1. Bird-Safe Design: For purposes of addressing the potential for avian collision risk associated with the Project, the Project shall comply with the following:

11.1.1. The "beneficial project features" identified in the Willow Village Master Plan Bird-Safe Design Assessment prepared by H.T. Harvey & Associates for Peninsula Innovation Partners (October 19, 2021) ("**Bird-Safe Design Assessment**") as identified in Appendix A to the Bird-Safe Design Assessment.

11.1.2. City Bird-Safe Design Requirements

- 11.1.2.1. Except as provided in Section 11.1.2.2, the City Bird-Safe Design Requirements identified in Mitigation Measure BIO-1 of the ConnectMenlo: General Plan Land Use & Circulation Elements and M-2 Area Zoning Update Environmental Impact Report (ConnectMenlo EIR), certified by the City of Menlo Park in 2016 and codified in Sections 16.43.140(6) and 16.45.130(6) of the City's Municipal Code (collectively referred to as the "City Bird-Safe



Design Requirements"), as described in Sections 5.2.2.1, 5.3.2.1, 5.4.2.1, 5.5.2.1, and 6.2.2 of the Bird-Safe Design Assessment.

11.1.2.2. The Alternative Measures Proposed, as described in Sections 5.2.2.2, 5.3.2.2, 5.4.2.2, 5.5.2.2, and 6.2.2 of the Bird-Safe Design Assessment, in accordance with the Planning Commission approval of waivers to the referenced City Bird-Safe Design Requirements.

11.1.2.3. The "lighting design principles," as described in Section 6.2.1 of the Bird-Safe Design Assessment.

11.1.2.4. The mitigation measures applicable to avian collision impacts identified in the Mitigation Monitoring and Reporting Program for the Project.

11.1.3. Bird-Friendly Design Waivers: In accordance with Zoning Ordinance Sections 16.43.140(6)(H) and 16.45.130(6)(H), this CDP authorizes waivers to the City Zoning Ordinance requirements for Bird-Friendly Design in the RMU and O districts as provided with the Bird-Safe Design Assessment. Future waivers may be considered and approved by the Planning Commission provided that the proposed waivers do not conflict with the provisions of this CDP.

11.1.4. Prior to City approval of each ACP for the Project, a qualified biologist shall review the final ACP to confirm that the above features, requirements, alternative measures, and mitigation measures, or other alternative features, requirements, alternative measures, and mitigation measures proposed by the applicant and reasonably acceptable to the qualified biologist, are incorporated into the ACP, such that Project impacts due to bird collisions would be less than significant under CEQA and comply with the intent of the City's Zoning Ordinance requirements, as indicated in the Bird-Safe Design Assessment. The qualified biologist shall submit its report and findings to the Planning Division for review and acceptance prior to action on each individual ACP.

## 12. PROJECT SPECIFIC CONDITIONS – GENERAL

12.1. The following project specific conditions generally apply to every building permit and construction phase unless a specific building or phase is identified. Each subsequent permit shall be reviewed by the Community Development and Public Works Departments for compliance with these conditions prior to building permit issuance. Compliance shall be documented by the applicant in the appropriate form as determined by the applicable City department or division.

12.2. Architectural Control Plan Approval: Per Section 2.2.4, an Applicant shall submit for individual parcels within the O and R-MU District complete Architectural Control Plans in accordance with Menlo Park Municipal Code Section 16.68.020 and materially



consistent with the vision and design intent conveyed by the Conceptual Plans, subject to applicable Modifications granted in accordance with Section 4 and Changes granted in accordance with Section 8 herein. Per Section 8.1.4, at time of each ACP submittal, the Property Owner will have the ability to submit additional bird-safe waivers, to be reviewed by a qualified biologist, so long as those waivers are demonstrated to be less than significant under the Willow Village Project EIR. Through the ACP review process the Applicant may request additional project modifications subject to Changes granted in accordance with Section 8 herein. Approval of the Architectural Control Plans is a prerequisite to building permit issuance.

- 12.3. Future Conditions: The City's Planning, Building, Engineering, and Transportation Divisions shall review each ACP for substantial conformance with this CDP. The City may impose additional conditions of approval related to building design or conditions necessary to ensure compliance with applicable Building Code or health and safety regulations. Conditions within this CDP would continue to apply to all future ACPs and any future conditions shall be consistent with this CDP, the DA, the MMRP, and Vesting Tentative Maps for the Masterplan.
- 12.4. Below Market Rate Housing Agreement: Concurrently with the recordation of the Willow Village Development Agreement and this CDP, the Applicant shall record the Project-Wide Willow Village Below Market Rate Housing Agreement and subsequent parcel specific BMR agreements shall be recorded prior to issuance of the first building permit for the associated vertical construction.
- 12.5. Public Realm Lighting: Building and parcel specific lighting plans shall comply with Sheets G5.22 through G5.33 of the Project Plans and be included in all applicable permits.
- 12.6. Outside Agency Compliance: Prior to issuance of each building permit, the Applicant shall comply with all Sanitary District, Menlo Park Fire Protection District, and utility companies' regulations that are directly applicable to the Project. Documentation of compliance shall be submitted to the Building Division prior to building permit issuance.
- 12.7. Condition Compliance: Prior to the issuance of each building permit, the Applicant shall submit documentation of compliance with all conditions of approval on the plans or in supporting documents for review and approval of the Public Works and Community Development Departments. Any request for a modification in the timing of a specific condition shall be made in writing with a detailed explanation and requested alternative timing to the Community Development Director for review based on conformance with Section 8 (Changes) of this CDP.
- 12.8. Fees: All outstanding and applicable fees associated with the processing of this Project shall be paid prior to the issuance of any building permit for the Project.



- 12.9. Construction Fencing: The Applicant shall submit a plan for construction safety fences around the periphery of the construction area or the periphery of the Project Site including the installation of Temporary Noise Abatement sound barriers consistent with Mitigation Measure NOI-1.2 concurrent with the building permit for each phase of construction or site development activities. The fences shall be installed according to the plan prior to commencing construction for each individual construction phase or each building. The plan shall be reviewed and approved by the Building and Planning Divisions prior to issuance of a demolition permit for each building.
- 12.10. Site Upkeep: Property Owners shall keep their respective properties on the Project Site in a clean and sanitary condition at all times, maintain its site in a fashion that does not constitute a public nuisance and that does not violate any provision of the City of Menlo Park Municipal Code.
- 12.11. Truck Route Plan: The Applicant shall submit a truck route plan concurrent with the building permit application for each stage of construction based on the City's municipal code requirements, for review and approval by the Transportation Division. The Applicant shall also submit a permit application and pay applicable fees relating to the truck route plan, to the satisfaction of the Public Works Director
- 12.12. Salvaging and Recycling of Construction and Demolition Debris: For each building, the Property Owner shall comply with the requirements of Chapter 12.48 (Salvaging and Recycling of Construction and Demolition Debris) of the City of Menlo Park Municipal Code, which compliance shall be subject to review and approval by the Building Division.
- 12.13. Water Efficient Landscape Ordinance: Simultaneous with the submittal of each complete building permit application, the Applicant shall provide documentation indicating the amount of irrigated landscaping. If the project proposes more than 500 square feet of irrigated landscaping, it is subject to the City's Water Efficient Landscaping Ordinance (Municipal Code Chapter 12.44). Submittal of a detailed landscape plan is required concurrently with the submittal of each complete building permit application and subject to review and approval of the Engineering Division.
- 12.14. Landscape Screening: Landscaping shall screen all public utility equipment that is installed within the public and private rights-of-way and cannot be placed underground, subject, however, to the requirements of the Menlo Park Fire Protection District, the West Bay Sanitary District, PG&E, and any other applicable agencies regarding utility clearances and screening. The Improvement Plans shall depict new utility installations exact locations of any meters, back flow prevention devices, transformers, junction boxes, relay boxes and other equipment boxes installed within the public right of way or public easement area in the event said above ground utility installations are depicted within the Improvement Plans. The screening shall be compatible and unobtrusive and subject to the review and approval of the Planning Division which approval will be required prior to the City's approval of the Improvement Plans.





- 12.15. Hydrology Report: Simultaneous with the submittal of each complete building permit application, the Applicant's design professional shall evaluate the Project's impact to the City's storm drainage system and prepare a Hydrology Report to the satisfaction of the City Engineer or Director of Public Works, or designee. Post-construction runoff into the storm drain shall not exceed pre-construction runoff levels.
- 12.16. Stormwater Management Report: Simultaneous with the submittal of each complete building permit application, the applicant shall submit a Storm Water Management Report that meets the requirements of the San Mateo County's C.3 Stormwater Technical Guidance Manual for review and approval of the City's Engineering Division.
- 12.17. FEMA Compliance: The Project Site is in Flood Zone AE and must be designed and constructed in compliance with current FEMA regulations, the City's Flood Damage Prevention Ordinance, and Zoning Ordinance Sections 16.43.140(4) and 16.45.130(4) (Hazard Mitigation and Sea Level Rise Resiliency).
- 12.17.1. Concurrent with the building permit submittal, the Applicant shall submit a FEMA Conditional Letter of Map Revision-Fill (CLOMR-F) application to the Public Works Department for review and approval. In accordance with the National Flood Insurance Program (NFIP), Section 65.5, the Applicant shall prepare supporting data, including relevant hydraulic and hydrologic analyses, delineation of floodplain boundaries and all other information required by FEMA to review and evaluate the request for a CLOMR-F. Upon receiving City approval, the Applicant shall submit the CLOMR-F application to FEMA.
- 12.17.2. Prior to issuance of any building permit the Applicant shall obtain a CLOMR-F from FEMA.
- 12.17.3. The Applicant shall submit an elevation certificate to the Engineering Division prior to final signoff of the foundation inspection for each building.
- 12.17.4. When construction is complete, appropriate as-built data must be supplied to FEMA for a permanent LOMR-F to be issued. The applicant shall submit the LOMR-F application to FEMA, with a copy to the Engineering Division, within 30 days of Certificate of Occupancy for each building.
- 12.18. Heritage Tree Protection: Improvement Plans shall include tree protection plans for any construction phase that retains existing heritage trees subject to review and approval of the City Arborist and Planning Division.
- 12.19. Heritage Tree Removals: The applicant is permitted to remove 276 heritage trees at the main Project Site, 6 heritage trees along O'Brien Drive, 7 heritage trees on 1305



O'Brien Drive, and 3 heritage trees on 1330 O'Brien Drive, subject to the following conditions.

- 12.19.1. Heritage tree removal permits were conditionally approved by the City Arborist on 6/28/22 (HTR Permit Nos 2022-00057 and 2022-00058).
  - 12.19.2. Heritage tree removal permits associated with additional property owners shall not be issued until the City receives written authorization from affected property owners.
  - 12.19.3. Removals of conditionally approved heritage trees may not occur prior to issuance of demolition permits, authorization of all affected property owners, and/or the effective date of this CDP.
- 12.20. Heritage Tree Replacements: The Applicant is permitted to remove up to 276 heritage trees on the Project Site and 16 heritage trees for construction of the new O'Brien intersection, as determined by the Project Arborist in the *Tree Survey Reports* dated August 16, 2022 (and shown on Sheets G1.06-G1.09 and Appendix 9) of the Project Plans. A minimum of value of \$3,413,400 in heritage tree replacements are required for the Project Site. Heritage tree replacements shall be a minimum of 24-inch box size and are required to be planted at grade. The number of heritage tree replacements shall be tracked by the City and Applicant in accordance with the compliance matrix, dated June 23, 2022 and on file with the City and subject to the approval of the City Arborist and Planning Division.
- 12.21. Title 12 Compliance: Simultaneous with the submittal of each complete building permit application, the applicant shall submit plans to the Building Division verifying that the project complies with all applicable Municipal Code Title 12 (Buildings and Construction) requirements for review and approval.
- 12.22. Building Codes Compliance: The project is subject to the California Building Code, the California Building Standards Code and any adopted Reach Codes and/or local building code ordinances in effect at the time of each complete building permit application submittal, unless otherwise regulated by the development agreement and this CDP.
- 12.23. CalGreen Compliance: The project is subject to the California Green Building Standards Code (CalGreen) and any local amendments to the Code in effect at the time of submittal of each complete building permit application, unless otherwise regulated by the development agreement and this CDP.
- 12.24. Natural Gas Usage: Prior to submittal of a complete building permit application for the superstructure, the Applicant shall apply for an exception to use natural gas, if applicable, for nonresidential kitchens (such as for-profit restaurants and cafeterias), subject to the criteria in Chapter 12.16 of the Municipal Code and the City's Reach code administrative guidelines. Exceptions for natural gas usage in commercial kitchens



require review and approval of the Environmental Quality Commission and are appealable to the City Council. If exceptions are not granted by the Environmental Quality Commission or City Council, the plans shall be revised to remove all natural gas improvements.

- 12.25. Unit plans: Each complete building permit application that includes residential units shall include all unit plans to be fully drawn and detailed including mirrored plans. Further, all residential building plans are required to include drawings for mirrored units including structural, mechanical, electrical, and plumbing plan sheets.
- 12.26. Deferred submittals: All deferred submittals other than trusses are to be approved by the Building Official or their designee prior to submittal of each complete building permit application.
- 12.27. Menlo Park Fire Protection District: Each occupancy and unit set forth in the Plans shall have the required fire protection systems, allowable building height and separations per Table 508.4 of the 2019 California Building Code (CBC) or whichever CBC is in effect at the time of building permit submittal. Simultaneous with the submittal of a complete building permit application, the applicant shall include documentation that the Plans have been reviewed and approved by the Menlo Park Fire Protection District.
- 12.28. Electric Vehicle Space: Each complete building permit application shall include construction documents needed to identify the location of electric vehicle (EV) spaces per the CalGreen code and any local amendments in effect at the time of submittal of a complete building permit application unless otherwise regulated by the development agreement and this CDP.
- 12.29. Pedestrian Protection: Each complete building permit application shall include pedestrian protection along the public right-of-way with sidewalks, as required per Section 3306 of the 2019 CBC or the CBC in effect at the time of submittal of a complete building permit application.
- 12.30. Adjoining Properties: Each complete building permit application shall include details regarding protection of adjoining property, as required per Section 3307 of the 2019 CBC or the CBC in effect at the time of submittal of each complete building permit application.
- 12.31. Sanitary Sewer: Each complete building permit application shall include details demonstrating that all sanitary sewer lines will gravity feed to the sewer mains in the public right-of-way unless otherwise approved by the Building Official or their designee.
- 12.32. Simultaneous with the submittal of each complete building permit application, the applicant shall submit plans for: 1) construction safety fences around the periphery of the construction area, 2) dust control, 3) air pollution control, 4) erosion and sedimentation control, 5) tree protection fencing, and 6) construction vehicle parking. The plans shall be subject to review by the Engineering, Planning, and Building Divisions and the City's Building Official or their designee shall approve the Plans



subject to input by City staff. The safety fences, dust and air pollution control measures, erosion and sedimentation control measures, and tree protection measures shall be installed according to the approved plan prior to commencing construction and implemented throughout the duration of construction at the project site

- 12.33. Erosion Control: No later than upon the submittal of a complete building permit application, the Applicant shall submit plans that include proposed measures to prevent erosion and polluted runoff from all site conditions, subject to review and approval of the Building Division. During construction, if construction is not complete by the start of the wet season (October 1 through April 30), the Applicant shall implement a winterization program to minimize the potential for erosion and sedimentation. As appropriate to the site and status of construction, winterization requirements shall include inspecting/maintaining/cleaning all soil erosion and sedimentation controls prior to, during, and immediately after each storm event; stabilizing disturbed soils through temporary or permanent seeding, mulching, matting, tarping or other physical means; rocking unpaved vehicle access to limit dispersion of soil onto public right-of-way; and covering/tarping stored construction materials, fuels, and other chemicals. A site specific winterization plan implemented during construction would be subject to review by the Engineering, Building, and Planning Divisions and subject to approval by the Building Official or their designee with input from City staff. The winterization plan would be in addition to any required erosion control plan.
- 12.34. Stationary Noise Source Compliance Data (Non-roof mounted equipment): Concurrent with the Core and Shell building permit phase submittal for each building, the Property Owner shall provide a plan that details that all on-site stationary noise sources comply with the standards listed in Section 8.06.030 of the City's Noise Ordinance. This plan shall be subject to review and approval by the Planning and Building Divisions prior to each building permit issuance.
- 12.35. Stationary Noise Source Compliance Data (Roof mounted equipment): Concurrent with the Core and Shell building permit phase submittal for each building, the Property Owner shall provide a plan that details that all roof-mounted stationary noise sources comply with the standards listed in Section 16.08.095 of the City's Zoning Ordinance. This plan shall be subject to review and approval by the Planning and Building Divisions prior to each building permit issuance.
- 12.36. Building Construction Street Impact Fee: Prior to issuance of each building permit, the Property Owner shall pay the applicable Building Construction Street Impact Fee, to the satisfaction of the Public Works Director.
- 12.37. Accessibility: All pedestrian pathways shall comply with applicable Federal and State accessibility requirements, to the satisfaction of the Public Works Director and Building Official.
- 12.38. Prior to issuance of the building permit for the senior below market rate building, the applicant shall submit documentation of an agreement for up to approximately 38 off-site spaces within the adjacent building on residential parcel 6 to the Planning and



Building Divisions for review and approval. The agreement shall be recorded with the San Mateo County Assessor Recorder's office prior to the granting of Certificate of Occupancy for the senior below market rate building.

12.39. The grocery store shall be a minimum of 35,000 square feet in size.

### **13. Ongoing Compliance Monitoring**

13.1. Water Supply Assessment (WSA) Compliance: Twelve months following the date of the issuance of the certificate of occupancy, the Property Owner/Manager for each parcel shall submit documentation to the City to confirm that potable water usage for the parcel does not exceed the estimated potable water consumption for the parcel documented in the WSA dated February 2022, prepared by West Yost Associates. The estimated total potable water consumption for the Project at full buildout is 94 million gallons per year, a net increase of 75 million gallons and each building shall be reviewed for compliance with its prorated/fair share water usage based on square footage, units, or hotel rooms. The Public Works Director shall review the documentation along with City records for potable water usage at the Project Site to confirm that potable water usage does not exceed the estimated potable water usage in the WSA. In the event that actual water consumption exceeds the WSA, a water conservation program, as approved by the City's public works director, shall be implemented. Twelve (12) months after City approval of the water conservation program, the building owner shall submit data and information sufficient to allow the city to determine compliance with the conservation program. If water consumption exceeds the budgeted amount, the City's public works director may prohibit the use of water for irrigation or enforce compliance as an infraction pursuant to Chapter 1.12 of the Municipal Code until compliance is achieved. This section shall not be effective during the period of deferred enforcement established by section 4.13 of this CDP.

### **13.2. Long-term Maintenance Provisions**

13.2.1. Stormwater Operations and Maintenance Agreement for Private Property: Prior to temporary/initial certificate of occupancy for each building, the Property Owner shall enter into, or amend the existing Operations and Maintenance Agreement with the City, as applicable. The Operations and Maintenance Agreement shall establish a stormwater treatment system maintenance program (to be managed by the Property Owner) that includes annual inspections of any infiltration features and stormwater detention devices (if any), and drainage inlets, flow through planters, and other Best Management Practices (BMP). There may be separate Operations and Maintenance Agreements for each individual parcel within the Project Site, or one combined agreement as may be determined by the City and Applicant. The Operation and Maintenance Agreements shall be subject to review and approval of the City Attorney and the Public Works Director and shall be recorded prior to final inspection of the Tenant Improvement phase for each building. An annual report documenting



the inspection and any remedial action conducted shall be submitted to the Public Works Department for review. This condition shall be in effect for the life of the Project.

13.2.2. Stormwater Operations and Maintenance Agreement for Rights of Way and the Public Realm: Prior to the certificate of occupancy for each building, the Owners' Association shall enter into, or amend the existing Operations and Maintenance Agreement with the City, as applicable. The Operations and Maintenance Agreement shall establish a stormwater treatment maintenance program (to be managed by the Owners' Association) that includes annual inspections of any infiltration features and stormwater detention devices (if any), and drainage inlets, flow through planters, and other Best Management Practices (BMP). There may be separate Operations and Maintenance Agreements for each individual parcel within the Project Site, or one combined agreement as may be determined by the City and Applicant. The Operation and Maintenance Agreements shall be subject to review and approval of the City Attorney and the Public Works Director and shall be recorded prior to final inspection of the Tenant Improvement phase for each building. An annual report documenting the inspection and any remedial action conducted shall be submitted to the Public Works Department for review. This condition shall be in effect for the life of the Project.

13.2.3. Landscape Maintenance: Site landscaping shall be maintained by the entities described in Section 13.2.4, below, and to the satisfaction of the Community Development Director. Significant revisions to site landscaping shall require review by the Building Official, Public Works Director, City Arborist, and Community Development Director to confirm the proposed changes comply with accessibility and exiting requirements, stormwater requirements and substantially conform with the Project Plans consistent with the procedure outlined in Section 8, Changes.

#### 13.2.4. Maintenance Obligations

13.2.4.1. City: Once constructed, the Applicant/Property Owner shall dedicate the following improvements to the City, after which time the City shall be responsible for maintaining the public improvements.

- All public streets and utility improvements per Sheet G6.04 of the Project Plans (Conceptual Operations and Maintenance Responsibility Diagram) as follows:
  - Park Street
  - The portion of West Street south of Main Street
  - The southern half of East Loop
  - The portion of Main Street between Willow Road and West Street and Park Street to the intersection of O'Brien Drive.



13.2.4.2. Applicant: The Applicant shall be responsible for maintaining the following improvements for the life of the Project in accordance with the standards that would be submitted in conjunction with the review and approval of the Improvement Plans.

- The Elevated Park
- Town Square
- The Willow Road Tunnel

13.2.4.3. Owners' Association: Prior to the first Certificate of Occupancy for the first building, an Owners' Association shall be formed for purposes of maintaining the following improvements. Following its formation, the Owners' Association shall be responsible for maintaining the following improvements for the life of the Project in accordance with the standards that would be submitted in conjunction with the review and approval of the Improvement Plans.

1. All privately-owned, publicly accessible open space other than the areas identified in Section 13.2.4.2, per Sheet G6.04 (Conceptual Operations and Maintenance Responsibility Diagram) of the Project Plans.
2. Private Streets and Utilities as follows:
  - a. North Loop Road
  - b. Segment of East Loop north of the Adams Court Intersection
  - c. Main Street between the intersection of West Street and Park Street
  - d. Center Street
  - e. East Street
  - f. Willow Road Tunnel, if constructed

13.3. City shall cooperate with Applicant in implementing all of the conditions of this CDP, including to alter responsibility for ongoing maintenance and compliance obligations as necessary (e.g., alter responsibilities between Applicant, Property Owner, Owners' Association).

13.4. Power and Communications Requirements: The Property Owner shall comply with all regulations of PG&E and other applicable communication providers (e.g., AT&T and Comcast) that are directly applicable to the Project.

13.5. Public Open Space Access: Simultaneous with the submittal of a complete building permit application, the Applicant shall submit a plat and legal description and proposed form of irrevocable easement agreement for public utilization of the Publicly Accessible Open Space, including the publicly accessible multi-use pathway(s), to the satisfaction of the Public Works Director and City Attorney. The form of irrevocable easement shall ensure, to the satisfaction of the City, that the Applicant has reasonable control over the Publicly Accessible Open Space and that the Publicly Accessible Open Space is accessible to the general public, in perpetuity during reasonable hours of each day of the week and at a minimum from sunrise to 30 minutes after sunset in



compliance with Section 8.28.133 of the Municipal Code, except as otherwise provided in the Open Space Operating Rules to be prepared in accordance with Section 19. Publicly accessible open space and frontage landscaping that is part of each parcel, and identified in the ACP, shall be open prior to certificate of occupancy.

13.5.1. The irrevocable easement agreement requires City Manager approval and shall be recorded with the County of San Mateo prior to granting of the first unit and/or building occupancy.

13.6. On-site Pedestrian Deterrents and Safety Features: In the Campus District, the on-site pedestrian deterrent materials and color shall be consistent with the materials and colors used for the adjacent Campus District building and landscape palette as approved through the ACP process. In publicly accessible open space and adjacent to publicly accessible private streets, perimeter safety fencing and roadway barricades shall be consistent with the overall character of the publicly accessible open space to the satisfaction of the Community Development Director.

13.7. Generator Screening: To the extent generators are placed on the exterior of the buildings, the Property Owner shall screen all generators prior to certificate of occupancy for each building, to the satisfaction of the Planning Division. Screening shall be to the height of the generator and enclose all four sides of the generator. Buildings may be used for all or part of the enclosure.

13.8. Refuse and Recyclables: The Project shall comply with Zoning Ordinance Sections 16.43.140(5) and 16.45.130(5) and the City's implementing regulations. Documentation of preliminary compliance shall be submitted with each ACP and confirmed prior to issuance of each applicable building permit, subject to review and approval of the Sustainability and Planning Divisions. Ongoing compliance shall be demonstrated by Applicant through zero waste assessments and established benchmarks for waste reduction as part of the City's implementing guidelines, subject to review and approval of the Sustainability Division.

13.8.1. All garbage bins and carts shall be located within a trash enclosure that meets the requirements of the solid waste disposal provider, and the City Public Works Department and Planning Division for the lifetime of the Project. If additional trash enclosures are required to address the on-site trash bin and cart storage requirements of the Property Owner, a complete building permit submittal shall be submitted inclusive of detailed plans, already approved by the solid waste disposal provider, for review and approval of the Planning Division and the Public Works Department prior to each building permit issuance.

13.8.2. Concurrent with the submittal of each complete building permit application that requires waste and recycling collection services, the applicant shall provide documentation of approval of the refuse and recycling locations by the City's waste and recycling provider (e.g.





Recology), subject to review and approval of the Sustainability and Planning Divisions.

13.8.3. All garbage and recycling bins located outside buildings shall include a cover to reduce windborne refuse. The covers may be full or partial, provided that refuse cannot become windborne from the receptacle, subject to review and approval by the Planning and Sustainability Divisions. All exterior garbage and recycling bins shall be frequently emptied on a routine schedule to reduce the possibility of overflowing refuse.

- 13.9. Event Parking Management Plan: The Project shall comply with the Event Parking Management Plan, dated October 15, 2022 and on file with the City.
- 13.10. Construction Hours: Construction activities may take place outside of the typical construction hours of 8:00 a.m. to 6:00 p.m. Monday through Friday, provided the construction activities comply with the noise limitations set forth in Chapter 8.06 (Noise) of the municipal code and mitigation measures Modified ConnectMenlo NOISE-1c, NOI-1.1 and NOI-1.2, unless determined by the Building and Planning Divisions that an exception for specific activities is necessary (e.g. offsite evening/night work or other on-site activities that cannot occur during the typical construction hours). Prior to the issuance of a building permit for each individual phase, the Property Owner shall submit a construction work plan and acoustical analysis to the City documenting the expected work hours and compliance with the Noise Ordinance (Chapter 8.06), the project MMRP, and any noise ordinance exceptions subject to review and approval of the Building and Planning Divisions. Noise is allowed to exceed the City's 85 decibel at 50 foot for any one piece of equipment requirement for construction equipment such as pile drivers, subject to compliance with Modified ConnectMenlo NOISE-1c, NOI-1.1 and NOI-1.2 in the EIR.
- 13.11. Diesel Generators: Except as provided for in Section 3 of this CDP, any additional diesel generators require review and approval of an administrative permit per the requirements of the Zoning Ordinance.
- 13.12. Food deliveries to retailers (including grocery) and restaurant and loading hours: Deliveries of food to retailers (including the grocery) and restaurants are permitted at all hours and are exempt from noise standards in accordance with Municipal Code Section 8.06.040(d).
- 13.13. EPA Energy Star Portfolio Manager: Simultaneous with the submittal of each complete building permit application, the applicant shall enroll in EPA Energy Star Building Portfolio Manager. Prior to building permit final approval, the applicant shall submit documentation showing compliance to the satisfaction of the Planning and Building Divisions.
- 13.14. Energy Requirements: Prior to issuance of the first building permit for building or site feature (e.g. publicly accessible park), the applicant shall submit plans and



supporting documentation to the Building and Planning Divisions documenting that the project meets one hundred percent of its energy demand (electricity and natural gas), as required by Chapter 16.45.130(2) of the Zoning Ordinance, through the combination of the following measures and to the satisfaction of the Building and Planning Divisions:

- 13.14.1. On-site energy generation;
- 13.14.2. Purchase of 100% renewable electricity through Peninsula Clean Energy or Pacific Gas and Electric Company in an amount equal to the annual energy demand of the project;
- 13.14.3. Purchase and installation of local renewable energy generation within the City of Menlo Park in an amount equal to the annual energy demand of the project;
- 13.14.4. Purchase of certified renewable energy credits and/or certified renewable energy offsets annually in an amount equal to the annual energy demand of the project.

13.15. The Project Site shall meet one hundred percent (100%) of its energy demand (electricity and natural gas) in accordance with Zoning Ordinance sections 16.45.130(2)(A) (RMU District) and 16.43.140(2)(A) (O District) for the life of the Project.

- 13.15.1. Concurrent with the submittal of each building permit, the applicant shall document energy demand through the compliance tracker dated 6/23/22 and on file with the City, which verifies the amount of carbon-free energy generated on site compared to the projected amount of non-carbon-free energy used by the Project, to achieve the Zoning Ordinance requirements of 100% renewable energy across the project site.
- 13.15.2. The Applicant/Project Owner shall document compliance with Zoning Ordinance sections 16.45.130(2)(A) (RMU District) and 16.43.140(2)(A) (O District) on a schedule determined by the Applicant/Project Owner and the City, based on the construction schedule for the Project.

#### **14. OFF SITE IMPROVEMENTS**

14.1. Transportation Impact Fee ("TIF"): The current estimated total transportation impact fee based on the maximum development potential is \$39,728,599.82 (subject to adjustments for the actual proposed development) ("**TIF Obligation**"). The Applicant shall complete off-site circulation improvements identified as the responsibility of the Project through the TIA and included in the TIF ("**TIF In Lieu Improvements**") in lieu of paying the TIF. The City and Applicant shall establish the estimated cost of the TIF In Lieu Improvements prior to issuance of the first building permit. The TIF In Lieu Improvements shall reduce the TIF Obligation dollar for dollar. In the event the estimated cost of the TIF In Lieu Improvements is less than the TIF Obligation, the difference will be prorated across all buildings on the Project Site and paid at the time of building permit issuance for each building. Credit for existing buildings will be allocated by location of the new building. The TIF rates are subject to adjustment on July 1st of each year based on the ENR Construction Cost Index % for San Francisco. In the



event that another development project is also obligated to construct the improvement and undertakes construction of the improvement, the Applicant would not be credited for said improvement.

14.2. Applicant shall perform, construct and complete, at the Applicant's own expense, the transportation improvements in Section 14.6, prior to issuance of the first certificate of occupancy for the Project.

14.3. To determine the estimated TIF In Lieu Improvements cost, the Applicant shall submit detailed estimates of costs, including design, engineering, and permitting costs, to the Director of Public Works or designee of said transportation improvements. Pursuant to MPMC 13.26.80 the Applicant shall be entitled to credit and/or reimbursement for said transportation improvements.

14.4. Should the final expenses for the TIF In Lieu Improvements exceed the Project estimated TIF payment (determined in 14.1) the TIF Obligation would be adjusted accordingly. If the final expenses (e.g. actual cost) for the TIF In lieu Improvements included in the City's TIF program exceed the Project's TIF Obligation, the City and the Applicant shall enter into a reimbursement agreement, which will provide for the Applicant to be reimbursed by the City from available TIF revenues. The reimbursement of the TIF would be made, within 180 days of submittal of the actual cost documentation from the applicant, subject to review and acceptance of the cost documentation by the Public Works Director.

14.5. TIF In Lieu Improvements:

14.5.1. INTENTIONALLY DELETED.

14.6. Non-TIF intersection improvements

14.6.1. O'Brien Drive and Kavanaugh Drive – The applicant shall work with the City of East Palo Alto to install traffic calming measures to discourage the use of Kavanaugh Drive, which is a residential street, and encourage vehicles to use O'Brien Drive and Adams Drive instead. The cost of the development of the traffic calming plan and implementation of the measures shall not exceed \$500,000.

14.6.2. Adams Drive and O'Brien Drive - Design and construct a new traffic signal, appropriate pedestrian and bicycle accommodation should be provided at this intersection. This includes the proposed Class II bicycle lanes along O'Brien Drive between Willow Road and University Avenue, pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops.

14.6.3. Any project(s) approved within 10 years of the approval date of the Willow Village Master Plan project and required to implement the same Non-TIF Intersection improvement in Section 14.6.2 shall reimburse the Project Applicant for its proportional fair share of the improvement costs. The City shall require and condition such projects



to reimburse the Project Applicant for its proportional fair share of the improvement costs.

#### 14.7. Cumulative Intersection Improvements

14.7.1. For the following cumulative intersection improvements, the Applicant shall provide a conceptual plan and a cost estimate (including design engineering) for approval by the Transportation Division to determine the fair share contribution. Applicant shall not be required to construct these improvements.

14.7.1.1. Willow Road & Hospital Plaza/Durham Street – Restripe northbound Durham Street as a shared left-through lane and right-turn lane, and add a northbound right turn overlap phase. The fair share contribution for the intersection improvement, calculated as 25% of the cost estimate, shall be paid prior to the issuance of a building permit

#### 14.8. Fair Share Payment for Intersections within EPA

14.8.1. University Avenue and Bay Road - The project would reduce its adverse effect on the traffic operations at this intersection by making a fair share (34%) monetary contribution towards modifications to bring the intersection to pre-project conditions including the addition of an exclusive eastbound right-turn lane and a second eastbound left-turn lane on University Avenue, adding a second northbound left-turn lane on Bay Road, adding a second westbound left-turn lane on University Avenue, and modify signal phasing. Partial improvement of this intersection is included in the Menlo Park TIF. The Applicant will receive \$5,073.49 credit towards their fair share payment. The Applicant shall provide a conceptual plan of the improvement and a cost estimate (including design engineering) for approval by the Transportation Division to determine the fair share contribution. The fair share contribution for the intersection improvement shall be paid to the City of Menlo Park prior to the issuance of a building permit. If these funds are not used within a 5-year period, the Applicant may request the funds be returned from East Palo Alto.

14.8.2. US 101/University Avenue Interchange - Plans to widen the northbound approach on Donohoe Street at the US 101 northbound off-ramp to accommodate four through lanes to improve the vehicular throughput at this intersection. This improvement will require median modifications and narrowing the southbound Donohoe Street approach to Cooley Avenue to include two through lanes and a full length left-turn lane. In addition, the traffic signals will be coordinated with adjacent traffic signals on Donohoe Street. Additionally, plans to install a new traffic signal at the US 101 northbound on-ramp and Donohoe Street and Bayshore Road and Euclid Avenue to coordinate



with other closely spaced traffic signals along Donohoe Street. Along with new traffic signals, appropriate pedestrian and bicycle accommodation will be provided. This includes pedestrian countdown timers, Americans with Disabilities Act (ADA) compliant curbs, and bicycle detection loops. In order to align with the proposed driveway for the University Plaza Phase II site on the north side of Donohoe Street, the US 101 on-ramp will be shifted approximately 30 feet to the south. In addition, the northbound approach on Donohoe Street will be restriped to accommodate a short exclusive left-turn pocket (approximately 60 feet in length), a shared left-through lane, and a shared through-right lane. These improvements would require widening of the US 101 northbound on-ramp to accommodate two lanes that taper down to a single lane before this ramp connects with the loop on-ramp from eastbound University Avenue. A northbound right turn only will also be added to Bayshore Road and Euclid Avenue. Because the improvements in this corridor are all interconnected and dependent on each other to work, the recommended improvement measure would be for the Project sponsor to contribute its fair share to improvements at all six intersections in this corridor. Fair share is calculated as the percentage of net project traffic generated of the overall cumulative traffic growth at this intersection. The fair share will be applied to the cost estimates approved by the City of East Palo Alto to determine the fair share contribution. Partial improvement of the University and Donohoe intersection is included in the Menlo Park TIF. The Applicant will receive \$10,147 credit towards their fair share payment. The fair share contribution for these intersection improvements shall be paid to the City of Menlo Park prior to the issuance of a building permit. If these funds are not used within a 5-year period, the Applicant may request the funds be returned from East Palo Alto.

- a. Donohoe Street & Cooley Avenue: 10% fair share
- b. Donohoe Street & US 101 Northbound Off-Ramp: 24% fair share
- c. Donohoe Street & University Avenue: 31% fair share
- d. Donohoe Street & US 101 Northbound On-Ramp: 8% fair share
- e. Donohoe Street/Bayshore Road & Euclid Avenue: 2% fair share

## **15. PROJECT SPECIFIC CONDITIONS – NO HAMILTON AVENUE REALIGNMENT VARIANT**

- 15.1. No Hamilton Avenue Realignment Variant. This CDP approves the No Hamilton Avenue Realignment Variant in addition to the Project, subject to the requirements for Changes in Section 8. If all applicable agencies with jurisdiction over the proposed realignment of the intersection of Hamilton Avenue and Willow Road have not issued all necessary approvals, or if Applicant is unable to obtain sufficient real property rights, for the proposed realignment as depicted in Conceptual Vehicular Circulation Concept – Variant exhibit G4.08 prior to the completion of the backbone infrastructure: (i) the intersection of Hamilton Avenue and Willow Road and the proposed circulation network



east of Willow Road within the Project Site would be revised generally consistent with Exhibit G4.08 to accommodate retaining the Willow Road/Hamilton Avenue intersection in its current alignment; (ii) Property Owner shall nonetheless be permitted to construct the Project, as reconfigured in accordance with Exhibit G4.08, in accordance with this CDP; and (iii) maximum building square footage shall be recalculated in accordance with Municipal Code Section 16.04.325 (Gross floor area) and maximum allowed gross floor area and floor area ratios shall be recalculated based on the area of public right-of-way dedication shown on the revised Parcel Map utilizing the calculations and ratios identified on Sheets G1.5 and G3.02 of the Project Plans, provided that in no case shall the maximum allowable gross floor area, floor area ratios, and density exceed the maximums permitted in this CDP. The City shall cooperate with Applicant in connection with any modifications to this CDP or other Project entitlements necessary to construct the Project as reconfigured pursuant to this section.

## **16. PROJECT SPECIFIC CONDITIONS – PG&E IMPROVEMENTS**

- 16.1. Applicant shall coordinate with PG&E to implement improvements to upgrade the distribution power capacity at its Ravenswood substation to meet the Project Site's diversified projected power demand through an interconnection and new distribution conduit feeders to provide power to the Project Site. Applicant shall be responsible for fees due to PG&E as outlined in the applicable tariff regulations. Prior to the issuance of the first new building certificate of occupancy for the Project Site, Applicant shall provide documentation to the City that PG&E has completed the initial phase of power upgrades and reinforcements, as evidenced by PG&E's notice that the first new building on the Project Site is ready to be energized.

## **17. PROJECT SPECIFIC CONDITIONS – WEST BAY SANITARY DISTRICT IMPROVEMENTS**

- 17.1. Waste Water Conveyance Improvements: Applicant shall comply with regulations of the West Bay Sanitary District that are directly applicable to the Project in the design and construction of wastewater conveyance improvements, and submit documentation to the Planning and Building Divisions prior to issuance of each building permit. The West Bay Sanitary District Improvements serving the Project Site will be depicted on the Willow Village Improvement Plan set, subject to approval by West Bay Sanitary District.
- 17.2. Recycled Water: Applicant shall coordinate with West Bay Sanitary District in its efforts to design and construct the Bayfront Recycled Water Plant, described in the EIR as the Resource Recovery Center ("**Recycled Water Plant**"). Applicant shall enter into an agreement with West Bay Sanitary District which acknowledges Applicant's fair share financial commitment along with the District's performance metrics to construct and operate the Recycled Water Plant. Applicant shall provide evidence that agreement has been entered into with the District prior to issuance of the building permit for the first new building on the Project Site. Provided that Applicant has entered into the agreement with West Bay Sanitary, if West Bay Sanitary has not completed the Recycled Water Plant such that it can deliver recycled water to the Project Site when



demand for non-potable water is created, the City shall energize the recycled water distribution lines within the Project Site with potable water and Property Owner shall be permitted to use potable water for non-potable purposes at the Project Site until such time as West Bay Sanitary District is able to provide non-potable water, or as provided in Section 17.3. Additionally, pursuant to section 4.13 of this CDP, Applicant shall prepare and submit a water conservation plan that addresses potable water use during the interim period from the initial building occupancy until West Bay energizes the Recycled Water Supply. The water conservation plan shall address the frequency of potable water use reporting, acknowledge that the project shall comply with any demand reduction measures established and enforced by the City applicable to other similarly situated water users. This plan shall be submitted prior to the issuance of the initial temporary certificate of occupancy only in the event recycled water is not available concurrent with the final inspection and shall be subject to review and approval of the Public Works Director.

- 17.3. Onsite Recycled Water Variant: This CDP approves the Onsite Recycled Water Variant in addition to the Project, subject to the requirements for Changes in Section 8. In the event that West Bay Sanitary District has not completed the Recycled Water Plant such that it can deliver recycled water to the Project Site by 24 months after the issuance of a Certificate of Occupancy for the initial building within Phase 1 of the Project, or in the event that the West Bay Sanitary District abandons the proposed Recycled Water Plant before that date, the Applicant shall provide written notice to the Public Works Director that the Applicant intends to construct an Alternative Recycled Water Treatment facility capable of meeting the projected non-potable water peak demand for the Project. Within 60 months after notice is provided to the City Public Works Director, the Applicant shall complete an Alternative Recycled Water treatment facility for the production of recycled water through the capture of wastewater, including blackwater, from all proposed buildings on the Project Site.

17.3.1. Following steps are the anticipated:

- 17.3.1.1. Submittal of Concept Plans to Community Development and Public Works Departments for review within 90 days from submittal of Alternative Recycled Water Treatment Facility notice.
- 17.3.1.2. Submittal of construction documents 12 months after City Approval of Concept Plans.
- 17.3.1.3. Submittal Title 22 Engineering Report and obtain approvals/permits from the State Division of Drinking Water (DDW), from the Regional Board, and a discharge permit from West Bay Sanitary District.
- 17.3.1.4. Commence construction of Alternative Recycled Water Facility within 90 days of approval of necessary permits required to commence construction.

## 18. PROJECT SPECIFIC CONDITIONS – SFPUC ROUNDBOUT



- 18.1. Applicant shall obtain San Francisco Public Utilities Commission (“SFPUC”) approval for a lease, license, easement agreement, or other authorization to permit the construction and operation of the proposed Main Street/O’Brien Drive roundabout intersection improvement and drainage improvements (“SFPUC Improvements”) within the SF PUC right of way prior to issuance of the first building permit for the Project Site. The City shall be the applicant for public improvements that require approval and granting a lease, license, easement agreement, or other authorization from SFPUC.
- 18.2. Applicant shall submit to the City Improvement Plans detailing the proposed SFPUC improvements consisting of O’Brien Drive right-of-way realignment, new connection to the Project Site, creation of a roundabout within the right-of-way, and drainage improvements within the SFPUC right-of-way.
- 18.3. Applicant shall submit SFPUC Improvement Plans to the Community Development and Public Works Departments for review and preliminary design acceptance, prior to submittal to SFPUC.
- 18.4. Following City review and preliminary design acceptance, the Applicant shall submit SFPUC Improvement Plans to the SFPUC and apply for all applicable review and approvals.
- 18.5. Applicant shall obtain necessary permits and approval from SFPUC and provide documentation to the Community Development and Public Works Departments prior to issuance of the building permit for the first building.
- 18.6. Applicant shall construct all SFPUC roadway improvements prior to certificate of occupancy for the first building on the Project Site.
- 18.7. Applicant shall construct drainage improvements within the SFPUC right-of-way concurrent with the roadway improvements to ensure that stormwater drainage is not disrupted.
- 18.8. In the event construction of the SF PUC Improvements is delayed due to circumstance outside of the Applicant’s reasonable control, the Public Works Director may grant an extension based on substantial evidence from the Applicant that the delay is based on external circumstances, and the Applicant demonstrates a good faith effort to complete the improvements. Any extension would be based on an agreed upon timeline by the Public Works Director and the Applicant.

## **19. PROJECT SPECIFIC CONDITIONS – OPERATING RULES FOR PUBLICLY ACCESSIBLE OPEN SPACE**

- 19.1. Prior to opening the Publicly Accessible Open Space to the public, the Property Owner or Owners’ Association, as applicable, shall prepare Operating Rules for the Publicly Accessible Open Space, including the Elevated Park, which shall set forth reasonable rules and restrictions regarding the public’s access to and use of the Publicly Accessible Open Space per the requirements of this CDP, subject to review





and approval of the Directors of Community Development and Public Works, City Manager or their designee, and City Attorney. The Operating Rules may include without limitation provisions such as: (a) permitting the Property Owner or Owners' Association, as applicable, to reasonably restrict or prohibit public access and use as reasonably necessary to (i) ensure security of the Project Site and persons or property within or around the Project Site and (ii) preclude activities that unreasonably disrupt non-public uses in the Project; (b) providing exclusive use by Property Owner for a specified number of private events; and (c) providing terms of use for community use of the Publicly Accessible Open Space. The Operating Rules shall include a provision that prohibits balloons in the Elevated Park.

## 20. PROJECT SPECIFIC CONDITIONS – MITIGATION MEASURES

- 20.1. The Property Owner shall comply with all mitigation measures identified in the EIR and the associated Mitigation Monitoring and Reporting Program for the Project attached hereto as Exhibit 6.

## 21. GENERAL CONDITIONS

- 21.1. School Impact Fee: Prior to issuance of each building permit, the Property Owner shall pay the applicable School Impact Fee for the building in effect at the time of payment and submit documentation of payment to the Building Division prior to issuance of each building permit.
- 21.2. Menlo Park Municipal Water: The Property Owner shall comply with all requirements of Menlo Park Municipal Water that are directly applicable to the Project and document compliance prior to issuance of each building permit.
- 21.3. Leadership in Energy and Environmental Design: The Property Owner shall design and certify buildings greater than 25,000 square feet in size for LEED Gold (Residential/Shopping District and Campus District) and buildings between 10,000 and 25,000 square feet in size for LEED Silver (Town Square District) certification, in accordance with Zoning Table 16.45.130(1)(B) and (C) (RMU District) and 16.43.140(1)(B) (O District). Buildings on the Project Site of less than 10,000 sf would not be certified under LEED. Each building shall be certified within one year of Certificate of Occupancy and documentation shall be provided to the Planning Division. At its discretion, the Property Owner may certify buildings less than 25,000 square feet in size for LEED Gold.
- 21.4. Lighting: Concurrent with building permit submittal for each individual building as appropriate, the Property Owner shall submit a lighting plan, including photometric contours, manufacturer's specifications on the fixtures, and mounting heights to ensure safe access and to illustrate the light and glare do not spillover to neighboring properties, to the satisfaction of the Planning, Engineering, Transportation, and Building Divisions.



- 21.5. Lighting Along JPB Rail Corridor: Prior to the start of construction, including the demolition of existing buildings and light fixtures within the Main Project Site, Applicant will identify, map (using GPS), and take photographs from two representative photopoint locations along the JPB Rail Corridor north of the Main Project Site. One of those locations will be adjacent to the willow wetland. Photos will be taken in all four cardinal directions at each photopoint, after astronomical twilight, and when the moon is either set or dark. Photos will be taken without the use of a flash, using settings that do not adjust lighting levels to make the subject matter brighter than it actually appears. The camera model, lens, and settings will be recorded for reference. After issuance of certificates of occupancy for the atrium and North Garage, and after installation of all infrastructure, landscape vegetation, and light fixtures located within, on the facades of, and north of these structures, Applicant will take subsequent photos at each of the two locations as described above. The photographs will be submitted to the City's Community Development Director for informational purposes.
- 21.6. Construction Equipment: In all contracts for initial construction of the Project (excluding subsequent improvements following initial certificate of occupancy) Applicant and Property Owner shall include a provision requiring all contractors and subcontractors to use the lowest emission equipment that is commercially available, provided that the cost of purchasing or renting and operating such equipment is not materially higher than comparable conventional equipment and that the use of such equipment does not cause any material construction operations inefficiencies or schedule delays as compared to use of comparable conventional equipment.
- 21.7. The City has approved this CDP in conjunction with a Development Agreement. During the term of the Development Agreement, the CDP shall be subject to the terms and conditions of the Development Agreement and, in the event of a conflict, the terms and conditions of the Development Agreement shall prevail.
- 21.8. This CDP is being provided in exchange for the provision and effectuation of the Willow Village Community Amenities as defined and outlined in the Development Agreement and in accordance with the timing/phasing provided in Exhibits D and F of the Development Agreement, as they may be amended from time to time. Provision and timing of said Willow Village Community Amenities are a condition of this CDP and this requirement shall survive any termination of the Development Agreement.
- 21.9. Covenants Run with the Land: All of the conditions contained in this CDP shall run with the land comprising the Project Site and shall be binding upon, and shall inure to the benefit of the Applicant and its heirs, successors, assigns, devisees, administrators, representatives and lessees, except as otherwise expressly provided in this CDP. Upon transfer, sale, or assignment of all or any portion of the Project Site to another owner, the Applicant shall be released from its obligations pursuant to this CDP with regard to the transferred, sold, or assigned property that arise or accrue subsequent to the effective date of the transfer, sale and/or assignment.
- 21.10. Severability: If any condition of this CDP, or any part hereof, is held by a court of competent jurisdiction in a final judicial action to be void, voidable or unenforceable,



such condition, or part hereof, shall be deemed severable from the remaining conditions of this CDP and shall in no way affect the validity of the remaining conditions hereof. Notwithstanding the foregoing, in the event that any provision of this CDP is found to be unenforceable, void or voidable which materially impairs Applicant's ability to construct the Project, Applicant may terminate this CDP upon providing written notice to the City.

- 21.11. **Indemnification:** The Applicant or permittee shall defend, indemnify, and hold harmless the City of Menlo Park or its agents, officers, and employees from any claim, action, or proceeding against the City of Menlo Park or its agents, officers, or employees to attack, set aside, void, or annul an approval of the Planning Commission, City Council, Community Development Director, or any other department, committee, or agency of the City concerning a development, variance, permit, or land use approval; provided, however, that the Applicant's or permittee's duty to so defend, indemnify, and hold harmless shall be subject to the City's promptly notifying the Applicant or permittee of any said claim, action, or proceeding and the City's full cooperation in the Applicant's or permittee's defense of said claims, actions or proceedings. In the event of a conflict between this indemnification language and the indemnification language included in the Development Agreement, the Development Agreement shall control. This indemnification language shall only control in the event the Development Agreement is no longer in effect.
- 21.12. **Exhibits:** The exhibits referred to herein are deemed incorporated into this CDP in their entirety.

#### EXHIBITS

- Exhibit 1: Plat Map
- Exhibit 2: Legal Description
- Exhibit 3: Trip Cap Monitoring and Enforcement Policy
- Exhibit 4: TDM Compliance Plan
- Exhibit 5: Glossary of Supporting Documents
- Exhibit 6: Mitigation Monitoring and Reporting Program



Exhibit 1

**Plat Map of Project Site**



**Exhibit 2**

**Legal Description of Project Site**



**LEGAL DESCRIPTION  
WILLOW VILLAGE SITE  
MENLO PARK, CALIFORNIA**

The land referred to is situated in the City of Menlo Park, County of San Mateo, State of California and is described as follows:

**BEGINNING** at the southwesterly corner of Parcel S; as shown on that certain map entitled "Menlo Industrial Center, City of Menlo Park, San Mateo County, California" filed in the office of the County Recorder of San Mateo County, State of California, on October 1, 1979, in Volume 99 of Maps at Pages 81-83, thence,

North 22°05'00" East, 120.17 feet; thence,

North 24°45'44" East, 143.14 feet; thence,

Along a tangent curve to the left, having a radius of 1,536.52 feet, length of 74.34 feet, and a delta angle of 02°46'19"; thence,

North 22°05'00" East, 864.41 feet; thence,

Along a tangent curve to the left, having a radius of 1,032.50 feet, length of 55.72 feet, and a delta angle of 03°05'31"; thence,

North 25°35'47" East, 2.12 feet; thence,

North 19°19'09" East, 144.98 feet; thence,

North 22°05'00" East, 71.06 feet; thence,

North 84°59'41" East, 1,324.41 feet; thence,

Along a tangent curve to the left, having a radius of 1,1509.17 feet, length of 251.79 feet, and a delta angle of 01°15'13"; thence,



South 10°08'21" West, 1,612.25 feet; thence,

South 88°08'54" West, 1,612.25 feet; thence,

North 79°51'49" West, 668.96 feet to the **POINT OF BEGINNING.**

Containing 2,577,434.20 square feet (59.17 acres), more or less.



September 30, 2022





Exhibit 3

**Willow Village Campus District Trip Cap  
Monitoring and Enforcement Policy**



## WILLOW VILLAGE CAMPUS DISTRICT TRIP CAP MONITORING AND ENFORCEMENT POLICY

This policy applies to the Campus District of the Willow Village Project ("Project"). For purposes of this policy, the term "Willow Village Campus District" is intended to include the six office buildings (O1 – O6) and the meeting and collaboration space (MCS) that are proposed as part of the Project. This trip cap does not apply to the Town Square District or Residential/Shopping District of the Willow Village Project. There are separate trip cap monitoring and enforcement policies for the Classic and Bayfront Campuses that are independently enforced.

### DEFINITIONS

**Trip** - A single vehicle (car, truck, van, shuttle, etc.) arriving at a location in Menlo Park, whose occupant(s)' final destination is the Willow Village Campus District, or a single vehicle departing from a location in Menlo Park, whose occupant(s)' origin is the Willow Village Campus District. Therefore, for example, a roundtrip by a single vehicle arriving at a location in Menlo Park and departing from a location in Menlo Park whose occupant(s)' destination and origin is the Willow Village Campus District equals two trips. A vehicle transiting from either the Classic or Bayfront campuses to Willow Village Campus District or from the Willow Village Campus District to either the Classic or Bayfront campuses is a trip. A single shuttle coming from outside Menlo Park or from the Menlo Park Caltrain station that makes stops at multiple Meta campuses shall only count as one trip against the Daily Trip Cap. Intra-campus shuttle trips that enter or exit the Willow Village Campus District via Willow Road or University Avenue during the peak periods shall count fully against the Peak Hour Trip Caps. Trams, shuttles, or other vehicles utilizing the planned Willow Road undercrossing between the Bayfront Campus and Willow Village Campus District shall not count against either the Daily Trip Cap or the Peak Hour Trip Caps. Trips also do not include bicycles, e-bikes, scooters, or other self-powered modes of travel.

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

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

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

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

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

### TRIP CAP

The Campus District must comply with the Trip Cap and may not exceed the Trip Cap without an application for and approval of a change to the Conditional Development Permit (CDP) for Willow Village.



If the Trip Cap is exceeded without the appropriate approval, the Campus District Property Owner is in violation of the CDP.

The Trip Cap proposed as part of the Willow Village Campus District is as follows:

- AM Peak Period Trip Caps:
  - 1,670 trips are permitted between 7:00 a.m. and 8:00 a.m.
  - 1,670 trips are permitted between 8:00 a.m. and 9:00 a.m.
  
- PM Peak Period Trip Caps:
  - 1,670 trips are permitted between 4:00 p.m. and 5:00 p.m.
  - 1,670 trips are permitted between 5:00 p.m. and 6:00 p.m.
  
- Daily Trip Cap: 18,237 trips

### MONITORING

To monitor compliance with the Trip Cap, traffic counts shall be taken at the Willow Village Campus District. The monitoring shall be done through automated means (e.g., imbedded loop detectors in the pavement in each travel lane or video detection) approved by the City<sup>1</sup>. All vehicular entrances to the Willow Village Campus District parking facilities, transit hubs, and loading docks shall be included in the monitoring. The Campus District Property Owner shall be solely responsible for paying all costs related to monitoring, including, but not limited to, development, installation, maintenance, and repair of all monitoring equipment.

In addition to monitoring the Campus District parking structures, adjustments will need to be made for Campus District visitors that use the shared parking structures or arrive via ride hailing services (Uber, Lyft, or taxis). Since these activities will occur in areas shared by multiple land uses, they will be accounted for in the reliability (sensitivity) factors described later in this document.

The City reserves the option to require the Campus District Property Owner to monitor neighborhood parking intrusion in the Belle Haven neighborhood, parking on other public streets in the City, or parking at any off-site parking lot(s) in Menlo Park (other than any property or properties leased or owned by and occupied by any affiliate of the Campus District Property Owner) if it is observed or suspected that vehicles whose occupant(s)' final destination is the Willow Village Campus District are parking at any of these locations. If the City requires monitoring of these off-site locations and, after investigation, it is confirmed that vehicle occupant(s) whose final destination is the Willow Village Campus District are parking vehicles at these off-site locations (other than a property or properties leased or owned and

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<sup>1</sup> City approvals related to monitoring equipment will be through the Director of Public Works or his/her designee.



occupied by any affiliate of the Campus District Property Owner), the trips to these locations will be counted toward the Trip Cap.

Monitoring program details are as follows:

- **Monitoring Days/Times** - Each hour within the AM Peak Period, each hour within the PM Peak Period and total daily trips will be monitored on all non-holiday weekdays. Holidays are those days identified as State holidays in California Government Code Section 6700.
- **Exclusions** - Three types of exclusions from the Trip Cap shall be permissible as discussed below:
  - o **Special Events:** To account for special events and their effect on trips, the Campus District Property Owner may have up to 25 special event exclusions per year or 25 days on which one or more of the AM Peak Hour Trip Caps, PM Peak Hour Trip Caps or Daily Trip Cap are exceeded, but are not considered violations of the Trip Cap. These special events do not represent typical operating conditions at the Willow Village Campus District. A special event will be defined as an activity that is not typical of the normal operations of the Willow Village Campus District and may involve more than Meta workers. If the Trip Cap has been violated as a result of a special event, the Campus District Property Owner shall provide documentation to the City that a special event took place. Upon City review and approval, in the City's reasonable discretion, an exclusion for a special event shall apply.
  - o **Non-event exclusions:** For non-special events, the Campus District Property Owner will be allowed three days on which one or more of the AM Peak Hour Trip Caps, PM Peak Hour Trip Caps or Daily Trip Cap are exceeded within a 180-day period without incurring penalties. These non-event exclusion days are intended to allow the Campus District Property Owner time to correct the Trip Cap violation. If the Campus District Property Owner exceeds the Trip Cap on more than three days within a 180-day period, then the non-event exclusion is exhausted, and penalties will be imposed for violations of the Trip Cap until compliance is reached for a consecutive 180-day period. Additional violations, if any, within the 180-day compliance period, will re-set the 180-day compliance period. If after a consecutive 180-day period, the Campus District Property Owner remains in full compliance with the Trip Cap, then the three days of non-event exclusions will become available again.
  - o **MCS Community Events:** The Campus District Property Owner shall be entitled to an exclusion from the Trip Cap for MCS Community Events as defined in Section 5.3.I of the Development Agreement between the Property Owner and the City.
- **Count Equipment** - Automated count equipment will be designed and constructed at the Campus District Property Owner's sole expense to collect data on the number of trips at each of the Willow Village Campus District driveways including parking structures, underground parking, and loading areas, and send the data back to the City offices. The type of count equipment (initial and any future changes) shall be approved by the City, in consultation with the Campus District



Property Owner and considering the latest technologies for detection, counting and reporting. The City shall not unreasonably withhold approval of initial count equipment or any future equipment which achieves the result envisioned in this document. The City shall also approve the count equipment that will be used to monitor off site locations, if the City exercises the option to require such monitoring. The City shall not unreasonably withhold approval of such additional count equipment.

- **Initial Calibration Process** - Once any new count equipment has been established, a calibration process will be undertaken to determine the reliability and accuracy of the count equipment. Depending on the type of equipment, the count accuracy can be affected by a number of environmental factors which will need to be confirmed. This calibration process would be conducted prior to issuance of the occupancy permit for the final Willow Village Campus District office building.
- **Determination of Reliability (Sensitivity) Factor** - Based on the calibration analysis, the City and the Campus District Property Owner will agree to a reliability factor for the count stations which will be used to evaluate the count results consistent with what the City and Meta have historically agreed upon for the Classic and Bayfront campus trip cap monitoring. The reliability factor would represent the margin of error inherent in the vehicle counting equipment, address the exclusion of shuttle trips that serve multiple Meta campuses, and address the inclusion of trips to and from the Campus District that do not use the office worker parking (Campus District visitors and ride hailing passengers). Periodically, the reliability factor will be updated using data provided by the Campus District Property Owner or collected by a third-party for the following trip types:
  - **Worker shuttles serving multiple Meta campuses.** The reliability factor would account for single shuttles coming from outside Menlo Park or from the Menlo Park Caltrain station and making stops at multiple campuses. Periodically, the reliability factor, based on reporting from Meta, may be modified to address the anticipated or actual number of shuttles coming from outside Menlo Park or from the Menlo Park Caltrain station making stops as part of one trip at multiple campuses outside of the peak period. At a minimum, Meta shall provide an annual report to the City Transportation Manager for each upcoming year that provides data on the proposed number of shuttle trips so that the City may analyze whether the reliability factor is accurately accounting for single shuttles coming from outside Menlo Park or from the Menlo Park Caltrain station and making stops at multiple campuses.
  - **Willow Road Tunnel Adjustments.** The reliability factor will need to be adjusted for vehicles that access the Campus District via the Willow Road tunnel. The trips that use the Willow Road tunnel to access the Willow Village Campus District will not be adding traffic to Willow Road or Bayfront Expressway. These trips may include intra-campus trans. on-demand vehicles, and maintenance and security vehicles. These



vehicles may be captured by one of the count locations, **but would not count** against the trip cap.

Some, or all, of the intra-campus trams will be routed through one or both of the Willow Village Campus District transit hubs. In addition, other Meta transportation vehicles (e.g. Campus Cars or Candidate Cars) may use the Willow Road tunnel and drop off or pick up passenger within the transit hubs. By using the Willow Road tunnel, these trips do not impact the public roadways. Similar to the workers shuttles, any intra-campus trams that use public roads (Willow Road or Bayfront Expressway) will need an adjustment factor to account for these trams passing through both of the Willow Village Campus District transit hubs. Meta will report the tram schedules, track on-demand trips, and provide adjustment factors during the annual reporting to account for these tram and on-demand trips.

- o **Maintenance and security vehicle trip adjustments.** On the Classic and Bayfront campuses, many of the maintenance and security trips travel between origins and destinations within a single campus. These are internal trips to the Meta campuses so they never pass over a monitoring station. In addition, these trips do not travel on public roadways (e.g. Bayfront Expressway and Willow Road). The maintenance and security trips passing through the Willow Road tunnel will avoid travelling on Bayfront Expressway and Willow Road, but they would be counted entering and exiting the parking structures or loading areas. Therefore, these trips should not be included in the trip cap. A process will be developed to account for these trips and subtract them from the driveway counts. The adjustment process will be included in the development of the annual reliability factor.
- o **Campus District Visitor Parking** – Visitors to the Campus District will use the Town Square shared parking. The Campus District Property Owner will establish a system to track the Campus District visitor parking activity that is approved by the Public Works Director. The system will need to track the number of daily visitor trips and record the activity and provide the data to the City when the reliability factor is calculated. The shared parking areas will include control systems that will collect data on vehicles using the Town Square parking structure. Campus District visitors will be required to validate their parking when they check-in at the Campus District entrances. This data will be used to account for Campus District visitor parking.
- o **Campus District Visitor Ride Hailing** – Meta currently monitors ride hailing trips at their campuses as part of the trip cap monitoring for the Classic and Bayfront campuses. The existing ride hailing monitoring includes vehicle counts and origin-destination surveys conducted at ride hailing lounges located at Meta buildings within Menlo Park. A similar survey approach will be used to monitor ride hailing activity at the Willow Village Campus District. Unlike the other two campuses, ride hailing at the Willow Village Campus District will occur on public streets that are



shared with the other Willow Village districts. Therefore, a survey will be used to capture the number of vehicles and information on the origin/destination of passengers to determine if the trip is related to the Campus District or the other Willow Village Districts. The annual survey will be conducted of the ride hailing activity at the same time the reliability factor is developed. The Campus District Property Owner will establish a survey procedure that is approved by the Public Works Director. This is consistent with the procedure used for the Classic and Bayfront Campuses.

To capture the ride hailing activity for events, the Campus District Property Owner in consultation with City staff shall once a quarter select either a medium (1,001 -2,500 persons) or large (2,501 -5,000 persons) event to survey ride hailing trips for a minimum of two years after buildout of the Office Campus. During each twelve-month period, at least one survey shall occur during a large event. In addition, surveys for two smaller events of less than 1,000 persons shall be conducted during each twelve-month period. The surveys should include rideshare location, arrival/departure date and time, drop-off or pick-up, and number of passengers.

- **Periodic Count Equipment Testing/Recalibration** The vehicle detection system will be periodically tested to ensure the accuracy of the monitoring counts. During the first two years of operation, testing will be conducted at six-month intervals. If these tests show that the system is operating reliably, then testing can be reduced to once a year. If the equipment is thought to be out of calibration, the Campus District Property Owner will work with the City to test and calibrate the equipment if necessary. The City will have final approval, which approval shall be granted or withheld in a reasonable manner, on all testing and calibration.
- **Installation and Repairs** - New count equipment shall be installed and in good working order prior to final building permit sign-off for occupancy of first Willow Village Campus District office building. The City shall have final approval, which approval shall be granted or withheld in a reasonable manner, of the contractor completing the installation and the maintenance contractor completing any repairs. Non-emergency repairs and maintenance of the monitoring equipment shall occur only on evenings and weekends, unless otherwise approved by the City. The Transportation Division shall be notified at least 48 hours in advance of any non-emergency repairs or maintenance work. The City Transportation Division shall be notified within 24 hours of any emergency repairs. City inspection and approval of any repairs or maintenance is required. Failure to keep monitoring equipment operational in good working order will be considered a violation of the Trip Cap after two working days, unless the repairs/maintenance require additional time as approved by the City and the Campus District Property Owner is diligently pursuing such repairs/maintenance. The Trip Cap penalty will not be enforced during the repair/maintenance of the monitoring equipment. If the City, in its sole and reasonable discretion, determines that the Campus District Property Owner is not diligently pursuing the



repairs/maintenance, the City may elect to perform the repairs/maintenance and charge the cost of the repair/maintenance, staff time, and 15 percent penalty fee to the Campus District Property Owner.

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

#### ENFORCEMENT

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

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

The specifics for enforcement are as follows:

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





Penalty Tier <sup>1</sup>	Applicability	Penalty Amount per Trip per Day
Tier 1	Tier 1 is the default tier and applies for the month unless one of the other tiers is applicable.	\$66.26 per trip per day
Tier 2	Tier 2 applies for the month if either (a) penalties were imposed in both of the 2 months immediately preceding that month or (b) penalties were imposed in any 4 of the 6 months immediately preceding that month. Tier 2 will not apply if Tier 3 applies.	\$132.56 per trip per day
Tier 3	Tier 3 applies for the month if penalties were imposed in each of the 6 months immediately preceding that month.	\$265.11 per trip per day

1 - Only one tier is applicable for any given violation. In addition, the penalty amounts are shown in 2022 dollars based on the original 2012 penalty amounts that applied to the original project approvals for Building 20 adjusted by CPI.

An example table showing the penalty amounts:

Penalty Cost Per Day			
Vehicles Over Trip Cap	Tier 1	Tier 2	Tier 3
100	\$6,626	\$13,256	\$26,511
500	\$33,130	\$66,260	\$132,555
1000	\$66,260	\$132,560	\$265,110
2000	\$132,520	\$265,120	\$530,220

Example calculation:

AM Peak Period exceeds AM Peak Period Trip Cap by 100 trips  
 PM Peak Period exceeds PM Peak Period Trip Cap by 50 trips  
 Daily trips exceed the Daily Trip Cap by 400 trips

AM penalty = 100 trips x \$66.26 = \$6,626  
 PM penalty = 50 trips x \$66.26 = \$3,313  
 Daily penalty = 400 trips x \$66.26 = \$26,504

The Payment would be:

AM + PM penalties = \$9,939  
 Daily penalty = \$26,504 - \$9,939 = \$16,565

**Total Penalty = \$9,939 (Peak Period Penalty) + \$16,565 (Daily Penalty) = \$26,504**



The base penalties are stated in 2022 dollars (based on the original 2012 penalty amounts that applied to the approval of Meta's Building 20, as adjusted by CPI) and shall be adjusted annually per the Consumer Price Index for All Urban Consumers All Items in the San Francisco-Oakland-San Jose Metropolitan Area [1982-84=100] (the intent is for the same penalty rate to apply to Classic, Bayfront and Willow Village Campuses). Penalties are due and payable to the City within 30 days of the issuance of an invoice, which the City shall issue on a monthly basis. The City shall use the penalties collected for programs or projects designed to reduce trips or traffic congestion within Menlo Park and the City shall share 25 percent of the penalties collected with the City of East Palo Alto for use on transportation systems and solutions that help reduce traffic in the City of East Palo Alto around the Classic, Bayfront and Willow Village Campuses. In addition to monetary penalties, failure to comply with the Trip Cap is considered a violation of the CDP and could result in revocation of the CDP.

Violations of the Trip Cap for Willow Village are independent of violations of the Classic and Bayfront Trip Caps. This means, for instance, that if there are violations of the Trip Cap at the Classic and Bayfront campuses for the six months immediately preceding a particular month, but there are no violations of the Trip Cap at the Willow Village Campus District during that same period, Tier 3 would be applicable to the Classic and/or Bayfront Campuses and Tier 1 would be applicable to the Willow Village Campus District.

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



Exhibit 4

**Willow Village  
Transportation Demand Management (TDM) Plan**



# Willow Village TDM Plan

Prepared for:  
Peninsula Innovation Partners

October 2022

SJ18-1860

FEHR & PEERS



## Table of Contents

<b>1.</b>	<b>INTRODUCTION</b>	<b>1</b>
1.1	Project Description and TDM Approach	3
1.1.1	Proposed Circulation and Access	3
1.1.2	Proposed Campus Parking and Transit	6
<b>2.</b>	<b>SITE CONTEXT - TRANSPORTATION SERVICES</b>	<b>7</b>
2.1	Nearby Transit Service	7
2.1.1	Express Bus Service between the East Bay and Peninsula	7
2.1.2	Caltrain	7
2.1.3	M4-Willow Road Shuttle	8
2.1.4	Paratransit	6
2.2	Existing Pedestrian and Bicycle Facilities	10
2.2.1	Existing and Proposed Pedestrian Facilities	10
2.2.2	Existing and Proposed Bicycle Facilities	10
2.3	Existing Carshare	14
2.4	Existing Rideshare	14
2.5	Existing Ride Hailing	14
<b>3.</b>	<b>TDM MEASURES AND STRATEGIES</b>	<b>15</b>
3.1	Office Component TDM	15
3.1.1	TDM Enhancements to Reduce Office Parking Demand	18
3.2	Residential/Retail Component TDM	19
<b>4.</b>	<b>WILLOW VILLAGE TDM MONITORING PLAN</b>	<b>26</b>
4.1	Office TDM (Trip Cap) Monitoring	26
4.2	Residential / Retail TDM Monitoring Plan	28



**List of Figures**

Figure 1: Project Location and Adjacent Street Network .....2

Figure 2: Site Plan .....4

Figure 3: Office Campus District vs. Residential/Shopping District Location .....5

Figure 4: Existing Transit Service .....9

Figure 5: Existing and Planned Regional Bicycle Facilities .....13

**List of Tables**

Table 1: Nearby Transit Services .....8

Table 2: Meta Office TDM Program .....16

Table 3: Willow Village Residential/Retail TDM Program .....20

Table 4: Willow Village Residential/Retail TDM Program Effectiveness .....24



## 1. INTRODUCTION

Willow Village will replace approximately one million square feet of industrial, office, and warehouse buildings in the Menlo Science and Technology Park with a mixed-use development. Willow Village creates a new mixed-use community comprised of new housing, retail, hotel, office, and entertainment space. The 59-acre Willow Village site is in Menlo Park's Bayfront Area. The site is bounded by Willow Road to the west, the Joint Powers Board (JPB) rail corridor to the north, the Hetch-Hetchy corridor and Mid-Peninsula High School to the south and an existing life science office park to the east. **Figure 1** shows the project location and adjacent street network.

The Project will include the following components:

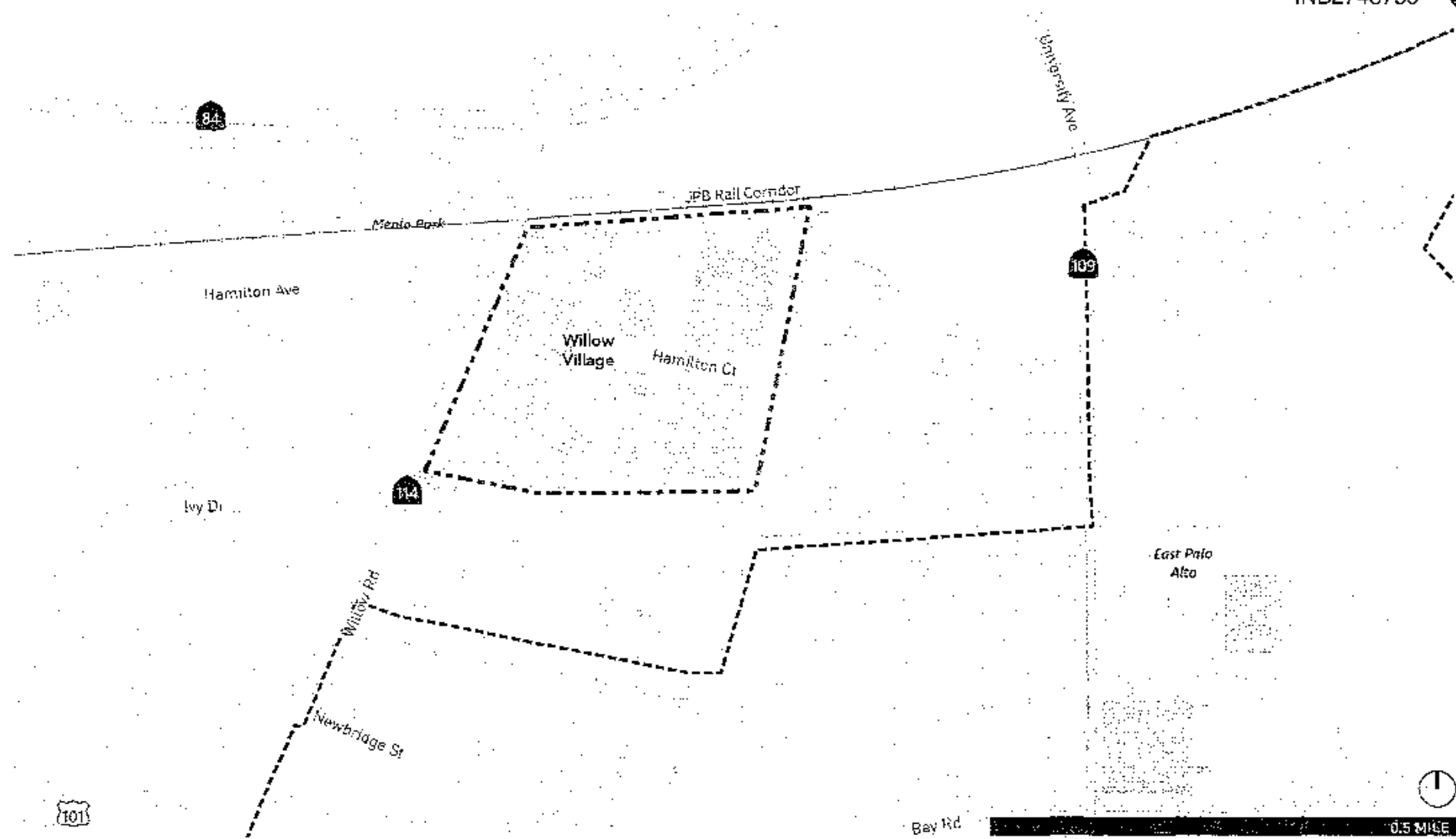
- Community-serving retail
  - Below market rate and market rate housing
  - A hotel
  - Office buildings with associated meeting and conference space
  - Open space improvements including a public park and community center
- New bike and pedestrian facilities

The primary purpose of any Transportation Demand Management (TDM) plan is to reduce the amount of vehicle traffic generated by a development by creating measures, strategies, incentives, and policies to shift workers and residents from driving alone to using other travel modes including transit, carpooling/ridesharing, cycling, and walking. TDM strategies can include informational resources, physical site enhancements, monetary incentives, and more. This report presents the comprehensive TDM Plan for the Willow Village development. In addition to reducing vehicles trips, the TDM Plan can reduce the parking demand of the residents and office workers.



The existing and proposed transit, bicycle, and pedestrian facilities near the site are illustrated in this document to provide the transportation context of the Project. The TDM Plan includes attributes of the site's location and physical improvements at the site as well as the TDM measures that will be provided by the Project.







-  Project Site
-  City Boundary



Figure 1  
Project Location and Adjacent Street Network





## 1.1 PROJECT DESCRIPTION AND TDM APPROACH

Willow Village proposes to replace approximately one million square feet of existing industrial, office, and warehouse space in the Menlo Science and Technology Park with a new mixed-use village including up to 1,730 residential units, 200,000 square feet of retail uses, a 193-room hotel, 1,600,000 square feet of office and accessory uses, consisting of a maximum of 1,250,000 square feet of space for office and amenity uses and the balance (350,000 square feet, if the office space is maximized) of accessory uses. The proposed site improvements include construction of:

- new circulation improvements to accommodate vehicles, bicycles, and pedestrians,
- utility improvements,
- a community park, an elevated park, and other open space improvements,
- residential mixed-use buildings,
- a hotel, and
- office campus improvements.

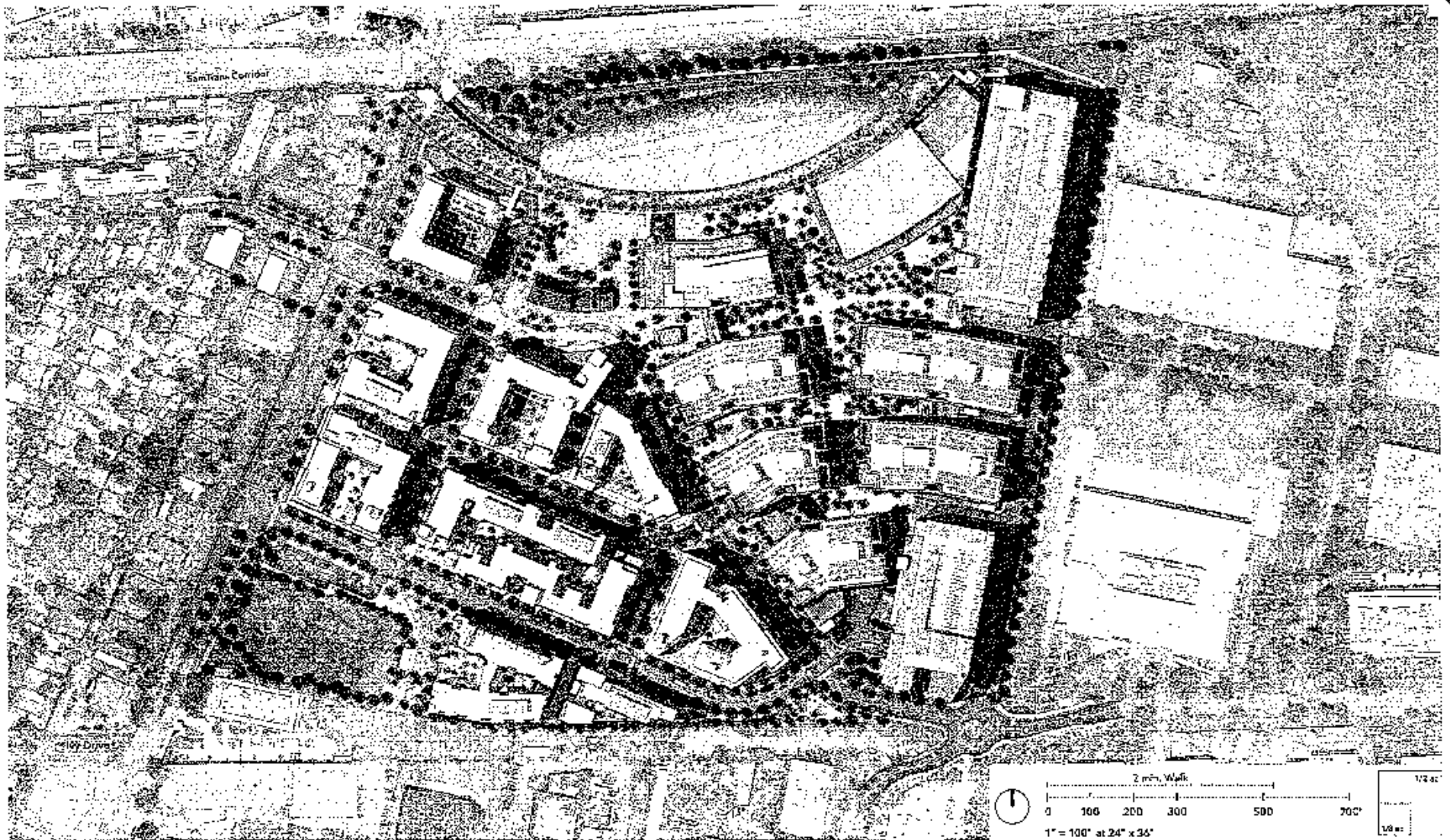
**Figure 2** is a site plan showing the roadway network, landscaping, and building locations. **Figure 3** shows the location of the three districts consisting of the Office Campus District, the Town Square District, and Residential/ Shopping District. The Office Campus District includes the office and accessory space that will be used by Meta. The Town Square District will include the hotel, retail, and restaurants. The Residential / Shopping District will include apartments, a grocery store, and other retail.

Due to the mixture of office, residential, and retail uses, the Project's TDM plan is anticipated to reduce vehicle trips throughout the day as well as during the typical morning and afternoon peak periods of travel. The mix of residential, office, and retail uses within the Project reduces the need to travel long distances to jobs and services. The Project proposes walking and biking improvements including sidewalks and gathering areas for pedestrians as well as on and off-street bike facilities. These facilities reduce the need to use a vehicle to travel within the project.

### 1.1.1 PROPOSED CIRCULATION AND ACCESS

**Figure 2** shows the proposed street network. The Project proposes a new circulation network consisting of approximately 4.6 acres of public rights of way and approximately 7.2 acres of private streets with public access easements. The proposed network will accommodate multiple transportation modes including vehicles, pedestrians, and bicycles. Site access from Willow Road will be primarily provided via two signalized intersections: the realigned Hamilton Avenue intersection and a proposed new intersection at Park Street. Main Street will provide primary north/south access via a new roundabout at O'Brien Drive and East Loop.





Source: Peninsula Innovation Partners

Figure 2  
Site Plan

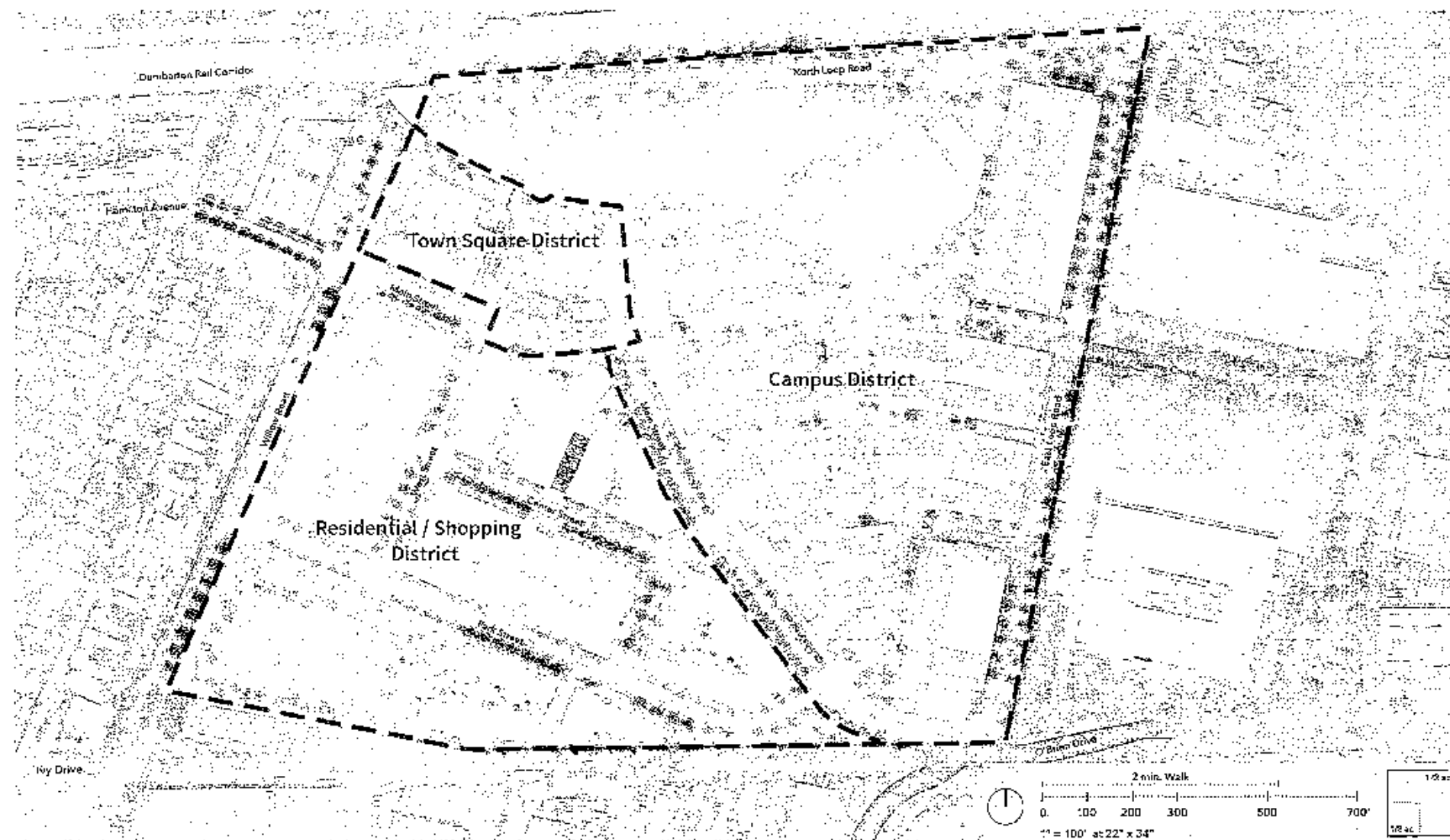


Figure 3

### Office Campus District vs. Residential/Shopping District Location



There will also be two right-in/right-out driveways on Willow Road that provided ingress and egress to the Town Square parcel and Parcel 2. Both Hamilton Avenue and Park Street connect with Main Street to facilitate circulation throughout the Community. There will also be a connection via the North Loop Road between Hamilton Avenue and Adams Court. In addition to these roadways, the Project includes an off-street pedestrian and bicycle pathways that parallel Main Street and East Loop Road.

### 1.1.2 PROPOSED CAMPUS PARKING AND TRANSIT

Along the eastern edge of the Office Campus District, seated worker parking will be provided in two parking structures with a total of approximately 3,325 parking spaces with an additional 600 valet spaces. Both parking structures include a ground-level transit hub for regional Metro worker commuter shuttles and intra-campus trams. Intra-campus trams will also operate on Main Street, West Street, and East Loop Road providing service between the Willow Village, Bayfront, and Classic Campuses. Visitor parking for the Office Campus District will be in a shared parking structure in the northwestern corner of the project site. Shared parking is located under the Town Center, Hotel, and Parcel 3 and will be used by the hotel guests and employees, retail patrons and employees, and office visitors.

Reserved residential parking will be located on the residential parcels. On mixed-use parcels with residential and retail uses, provisions will be made to reserve the residential parking spaces. Residential parking spaces will be unbundled to provide flexibility for residents, and it generally keeps car ownership lower which supports the lower end of City's municipal code requirements. The publicly accessible park will have its own surface parking lot and on street parking will be time limited during the day for general use.





## 2. SITE CONTEXT - TRANSPORTATION SERVICES

The transportation system serving the project site includes roadways, pedestrian and bicycle facilities, and transit services. The existing transit, bicycle and pedestrian facilities, and planned project improvements that will support travel to the site by modes of transportation other than driving alone are described below. The data presented represents transit operating conditions prior to the shelter in place order issued March 16, 2020.

### 2.1 NEARBY TRANSIT SERVICE

The City of Menlo Park encourages the use of transit as an alternative mode of transportation and is served by two major transit providers: SamTrans and Caltrain. San Mateo County Transit District (SamTrans) provides bus service throughout San Mateo County and into parts of San Francisco and Palo Alto. Caltrain provides commuter rail service between San Francisco and San Jose. In addition, Caltrain shuttles provide access from the Menlo Park Caltrain Station to the Willow Road area office buildings during commute hours.

Paratransit services are also available for seniors and people with disabilities. The transit district offers Recipro-Wheels paratransit service for persons with disabilities who are unable to take SamTrans regular buses.

Figure 4 shows the existing transit bus routes and bus stops that serve the Project site. Table 1 summarizes hours of operation and service frequencies for the bus routes nearest the site.

#### 2.1.1 EXPRESS BUS SERVICE BETWEEN THE EAST BAY AND PENINSULA



The Dumbarton Express is an all-day, limited-stop bus service that takes riders from the East Bay to the Peninsula via Dumbarton Bridge on two bus routes. The DB route serves stops on Willow Road in Menlo Park and connects to the Downtown Palo Alto Transit Center. The DB1 route serves stops on Willow Road in Menlo Park north of US 101 and connects to Stanford Research Park via Oregon Expressway.

Dumbarton Express bus stops that serve the Willow Village site are located on Willow Road and are accessible within a five-minute walk to and from the site. The closest existing stops are located at the intersection of Willow Road and Ivy Drive and Willow Road and Hamilton Avenue.

#### 2.1.2 CALTRAIN

Caltrain provides weekday commuter rail service between San Jose and San Francisco. There are currently 46 trains traveling northbound to San Francisco and 46 trains traveling southbound from San Francisco each weekday. A total of 65 trains that serve the Menlo Park Station each day. The Menlo Park and Palo Alto Downtown stations are located approximately 3.0 miles





southwest of the Project site and can be accessed by a twenty-minute bicycle ride, or a thirty-minute bus ride on either M4-Willow Road Shuttle or Dumbarton Express bus routes near the Willow Village site that drop riders off directly in front of the Menlo Park and Palo Alto Caltrain stations. Meta currently provides additional private shuttle service for their Menlo Park workers to the Palo Alto, Menlo Park, and Redwood City Caltrain stations.

### 2.1.3 M4-WILLOW ROAD SHUTTLE

The M4-Willow Road Shuttle is a free commuter shuttle open to everyone. It runs between the Menlo Park Caltrain station and the Willow Road area business parks. The M4-Willow Road Shuttle schedule operates Monday through Friday during the peak period Caltrain schedule. The Menlo Park shuttle service has been in operation since 1989 and is funded through grants from San Mateo City/County Association of Governments, Bay Area Air Quality Management District, and the City of Menlo Park. The closest stops are located south of the Project site along O'Brien Drive, northeast of the intersection of Willow Road and Ivy Drive, and along Hamilton Court and Adams Court.

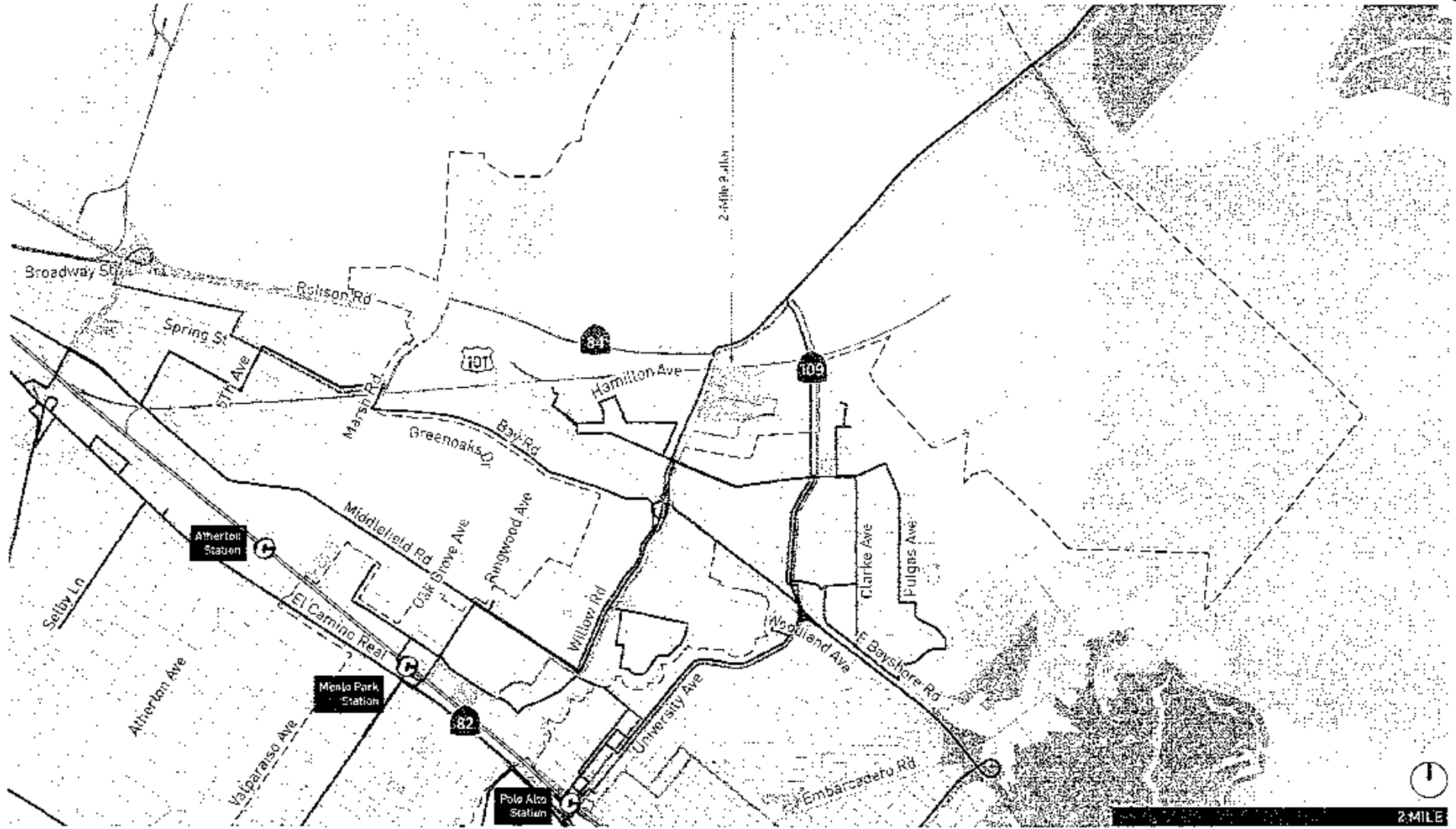
**TABLE 1: NEARBY TRANSIT SERVICES**

Route	From	To	Weekdays		Saturdays		Sundays	
			Operating Hours	Peak Headway (minutes)	Operating Hours	Headway (minutes)	Operating Hours	Headway (minutes)
<b>Dumbarton Express</b>								
DB	Union City BART	Stanford Oval	5:20 am to 8:45 pm	20	No Service			
DB1	Union City BART	3475 Deer Creek Road	5:20 am to 8:30 pm	20	No Service			
<b>Caltrain Shuttle</b>								
M4-Willow Road	Menlo Park Caltrain	Hamilton Court	7:00 am to 10:00 am & 3:15 pm to 6:15 pm	60	No Service			

### 2.1.4 PARATRANSIT

SamTrans paratransit is provided to eligible individuals with disabilities who are prevented from using regular transit services. The San Mateo County Transit District provides paratransit using Redi-Wheels on the bayside of the county and RediCoast on the coast side. Eligible Willow Village residents and employees could use this service to reach nearby destinations.





Transit\_Routes

- Caltrain Line and Station
- Caltrain Shuttle
- AC Transbay
- Dumbarton Express
- Stanford Marguerite Shuttle
- samTrans
- Project Site (Willow Village)
- City Boundary
- Santa Clara Valley Transportation Authority

Figure 4  
Existing Transit Service



## 2.2 EXISTING PEDESTRIAN AND BICYCLE FACILITIES

### 2.2.1 EXISTING AND PROPOSED PEDESTRIAN FACILITIES

Pedestrian facilities near the site include sidewalks, crosswalks, curb ramps, and pedestrian signals. There is a continuous sidewalk along Willow Road on the east side of the street. To access the west side of Willow Road from the Project site, there are two existing signalized crosswalks within walking distance from the proposed development. The existing crosswalks are located at the intersection of Willow Road and Ivy Drive and the intersection of Willow Road and Hamilton Avenue. Most of the existing pedestrian activity occurs at the Willow Road and Hamilton intersection, which is the closest pedestrian connection to the Bayfront and Classic campuses.

As part of the Willow Village development and to enhance the pedestrian experience, publicly accessible open spaces within the Project site are proposed including a publicly accessible park located northeast of the intersection of Willow Road and Ivy Drive, an off-street bike and pedestrian path connecting O'Brien Drive to the proposed Willow tunnel, town square, retail district, and a dog park near O'Brien Avenue. **Figure 2** shows the location of the proposed open spaces within the Project site.

The Project proposes to implement pedestrian crossing improvements along Willow Road. These improvements include installation of new traffic signal at the proposed intersection of Willow Road and Park Street, and sidewalk and landscape improvements. The project will implement a grade separated pedestrian crossing near the Hamilton Avenue and Willow Road intersection via the elevated park. Pedestrian improvements will also be evaluated the intersection of Ivy Drive and Willow Road. Per the proposed site plan, the Project proposes a new intersection at O'Brien Drive requiring new traffic signals with pedestrian crossing considerations.

### 2.2.2 EXISTING AND PROPOSED BICYCLE FACILITIES

The California Department of Transportation (Caltrans) recognizes four classifications of bicycle facilities:

- **Class I Shared-Use Path**, or commonly referred to as a Bikeway or Bike Path, is a facility separated from automobile traffic for the exclusive use of bicyclists. Class I facilities can be designed to accommodate other modes of transportation, including pedestrians and equestrians, in which case they are referred to as shared use paths.

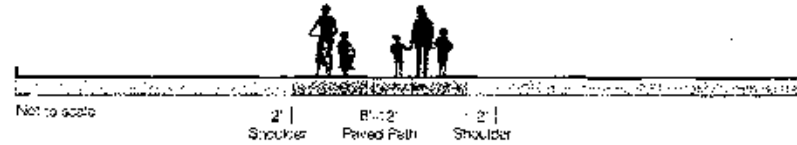






## SHARED-USE PATH (CLASS I)

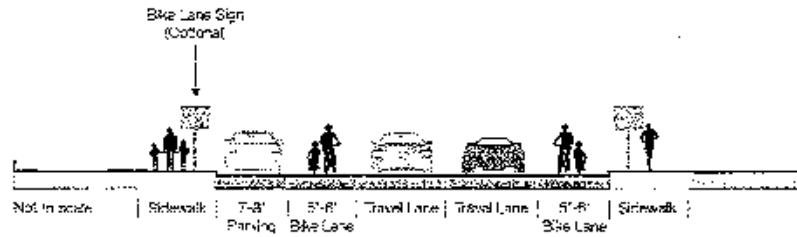
Completely separated right-of-way for exclusive use of bicycles and pedestrians



- **Class II Bicycle Lane** is a dedicated facility for bicyclists immediately adjacent to automobile traffic. Class II facilities are identified with striping, pavement markings and signage, and can be modified with a painted buffer to become a buffered bicycle lane (Class II)

## BICYCLE LANE (CLASS II)

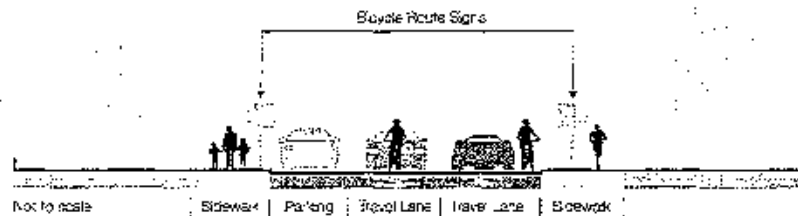
On-street striped lane for one-way bike travel



- **Class III Bicycle Route** is an on-street route where bicyclists and automobiles share the road. They are identified with pavement markings and signage and are typically assigned to low-volume and/or low-speed streets.

## BICYCLE ROUTE (CLASS III)

Shared on-street facility

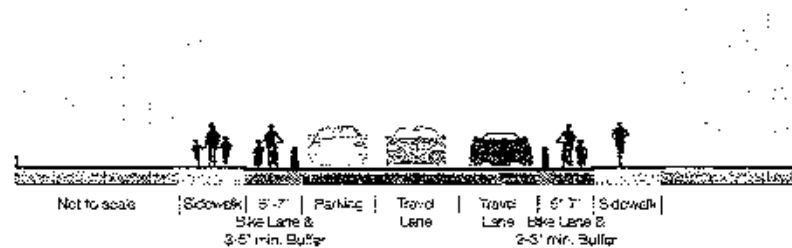




- **Class IV Cycle Track or Separated Bikeway**, commonly referred to as a protected bicycle lane, is a facility that combines elements of Class I and Class II facilities. They offer an exclusive bicycle route immediately adjacent to a roadway similar to a Class II facility but provide a physical separation from traffic with plastic delineators, raised curb, or parked automobiles.

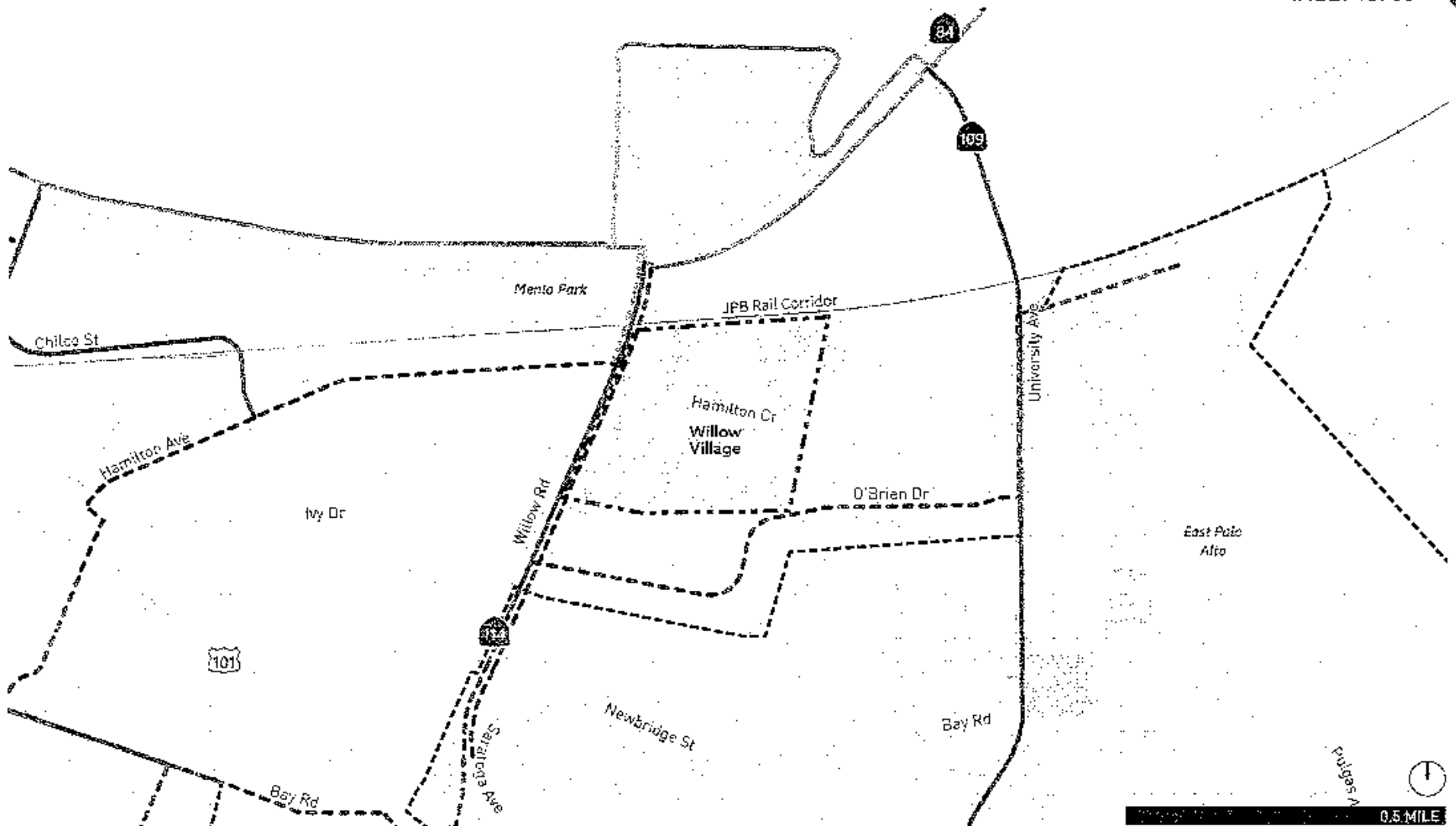
### CYCLE TRACK/SEPARATED BIKEWAY (CLASS IV)

Physically separated bike lane



Class I shared use path and class II bicycle lanes exist near the site, as shown in **Figure 5**. Willow Road west of the Project site, has class II bike lanes on both sides of the street which are connected to the Bayfront recreational trail shared use path along Bayfront Expressway to the north of the Project site. As part of the Menlo Park Comprehensive Bicycle Development Plan, class II bike lanes are proposed along O'Brien Drive connecting Willow Road to the University Avenue. In addition, Class II bike lanes exist along University Avenue serving local trips with north-south connectivity between East Palo Alto and Bayfront recreational trail. The comprehensive plan recommends class II, shared on-street facility along Hamilton Avenue. As part of the proposed Willow Village development, there will be an off-street multi-use pathway adjacent to the East Loop Road that provides north-south connectivity between the proposed North Loop Road and O'Brien Drive within the Project site.





- |                        |                               |               |
|------------------------|-------------------------------|---------------|
| Existing Bike Facility | Proposed Bike Facility        | Project Site  |
| Class I Bike Path      | Class I Bike Path             | City Boundary |
| Class II Bike Lane     | Class II Bike Lane            |               |
| Class III Bike Route   | Class III Bike Route          |               |
|                        | Class IV Bike Lane (Buffered) |               |

Figure 5  
Existing and Proposed Bicycle Facilities



## 2.3 EXISTING CARSHARE

Carsharing allows members to reserve vehicles by the hour or the day, and is typically used for short-term, local trips. Carsharing supports commute modes of travel such as transit, carpooling, walking, and biking, by providing users with access to a vehicle when needed during the workday. There are several Carsharing providers located near or in Menlo Park include Zipcar, Enterprise, Hertz, Avis, and Budget. Meta sponsors three existing carshare vehicles operated by Enterprise. There is one existing Zipcar located within the project study area near Meta Building 58.

Additionally, other carshare services allow residents and neighbors to offer their own vehicles as part of carsharing services (peer-to-peer) such as Getaround, and Turo (formerly Relay Rides).

## 2.4 EXISTING RIDESHARE

Ridesharing is the term to describe grouping travelers into common trips, which allows travelers to better utilize empty seats in passenger cars or vans. Rideshare matching programs, such as 511 Regional Rideshare Program, Scoop, Waze Carpool, Uber Pool, Lyft Carpool, Duet, Carma Carpooling, and other ridesharing apps help carpools and vanpools to form by matching drivers and passengers. Ridesharing services make it easy to coordinate carpools and allows residents or employees to consider downsizing or eliminating the number of vehicles they own.

## 2.5 EXISTING RIDE HAILING

Ride hailing is for hire, point to point transportation services, which include transportation network companies (TNCs) and taxis. Within the last few years, TNCs, such as Uber and Lyft, have become the primary method of ride hailing since the many users can easily utilize smartphone apps to send requests for rides. Like carshare and rideshare, ride hailing makes it easy to coordinate and reserve a ride, which allows residents and employees to consider downsizing or eliminating the number of vehicles they own.

Meta has instituted ride hailing lounges on three of their Menlo Park Campuses including the Willow Village campus. The ride hailing lounges provide a centralized location where TNC vehicles are directed to pick up or drop-off their users.





### 3. TDM MEASURES AND STRATEGIES

There are numerous strategies that can be used to encourage residents and workers to use modes of transportation other than driving alone and, therefore, reduce the vehicle miles traveled (VMT) and parking demand generated by a development. TDM is made up of two key components. The first component are the physical design features of a project that allows users not to drive-alone such as combining residential, retail and office uses; building design features such as showers and changing areas and providing pedestrian and bicycle facilities. The second component are the operational programs offered by employers and residential building managers that will reduce drive-alone travel.

The following sections describe a proposed set of programs that could be used to reduce drive-alone trips to the office, residential, retail and hotel components of the project.

#### 3.1 OFFICE COMPONENT TDM

It is assumed that Meta will occupy the office component of the Willow Village project. Meta currently operates an aggressive TDM program that substantially reduces the number of solo drivers to their Menlo Park campuses. A reduction in solo drivers directly reduces the number of vehicles trips at the campus by two trips - one inbound trip in the morning and one outbound trip in the afternoon. Recent Meta surveys<sup>1</sup> demonstrated that the drive-alone rate for the Menlo Park campuses is 51%. The drive-alone rate for commuters in San Mateo County is 65% as reported in the 2017 American Community Survey, U.S. Census Bureau. Approximately 34% of Meta workers use the Meta shuttles for their commutes.

While the commuter shuttle service is a major component of the TDM program, Meta offers a broad range of services, subsidies, and amenities to their workers that make it possible to use travel alternatives to driving alone. **Table 2** summarizes the existing Meta TDM measures that will be available to workers working at office component of Willow Village. These programs include drive-alone alternatives such as transit subsidies, shuttles, carpools, and vanpools. In addition, Meta provides key support services and amenities such as "last-mile" connections to Caltrain, showers and changing rooms, secure bike storage, preferential vanpool parking, intra-campus trams within the Menlo Park campuses, and carshare that frees workers from needing a personal vehicle at the workplace. The campuses also include other amenities such as banking services, a wellness clinic, fitness centers, and food service. Meta's TDM program also has an extensive education and marketing program that provides workers information beginning at their initial job orientation.

<sup>1</sup> Fehr & Peers conducted ground counts of all driveways serving Meta's Menlo Park campuses for three days in October 2018. This driveway data was combined with transit ridership, carpool, and vanpool data provided by Meta to develop mode splits for the 4-hour peak period from 7:00 AM to 11:00 AM. The analysis is documented in Fehr & Peers memorandum [Facebook Menlo Park Campus 2018 Mode Share Monitoring](#), December 3, 2019.





TABLE 2: META OFFICE TDM PROGRAM

TDM Measure	Description	Meta Program
Transit Pass Subsidy	Monthly reimbursement for public transit commute costs (fare).	Full-time employees and interns are eligible for a subsidy of up to \$200/month toward eligible public transit.
New Hire Clipper Card Program	Clipper cards with cash value for use on specific transit agencies.	Clipper cards with \$130 e-cash loaded are available to new workers to allow for immediate use of public transportation.
Parking at BART, and Caltrain	Monthly reimbursement for parking at specific transit stations.	Up to \$130 month reimbursement available for parking at Caltrain and BART
Last-Mile Transit Connections	Shuttles to/from nearby transit facilities.	Meta will provide dedicated shuttles to nearby transit facilities to provide reliable connections between transit stops and the Menlo Park campuses.
Commuter Shuttle Bus Services	Private shuttle service from various regions of the Bay Area to the Menlo Park campuses.	Currently, Meta provides free direct services between Menlo Park and Sunnyvale, Palo Alto, San Francisco, Mountain View, Cupertino, Campbell, Berkeley, Oakland, Dublin, Castro Valley, Redwood City, San Jose, Fremont, Danville, San Ramon, Los Gatos, Millbrae, San Mateo, Santa Cruz, Scotts Valley, Marin, Saratoga, and other cities for workers.
Bicycle Amenities and Perks	Lockers, showers, towel service, bicycle pumps, Fixit self-repair station, etc.	<ul style="list-style-type: none"> <li>A 24/7 DIY Fixit station will be located within the office complex along with a free vending machine with emergency parts for repair.</li> <li>Routine Bike to Work Days with giveaways are held with bike shop staff leading group rides.</li> <li>Each worker-occupied building has interior bike parking, and a bike cage that offers additional bike parking space.</li> </ul>





TDM Measure	Description	Meta Program
Bike Sales and Rentals	Bikes available for purchase and rental onsite.	Discounted bikes are available for sale onsite and sold below MSRP and include a commuter-ready package with a helmet, lights, and a U-lock.  Bike rentals are available for periods of 1-2 weeks for visiting employees.
Vanpool Program	A program that allows groups of people to share rides to and from work.	Meta contracts with Enterprise to assist in the formation of vanpools. Groups of five workers can form a vanpool. Meta pays for the vehicle costs, insurance, and maintenance. The vanpool members pay for fuel.
Carpool Matching with the Internal Ride App	Scoop & Meta Ride App for carpool match.	Meta is in the process of transitioning to Scoop for carpool matching between workers. Previously, they used their Ride App to connect workers to coordinate a carpool.
Dedicated Vanpool Parking	Dedicated parking for Vanpools.	Meta provides preferred parking for Vanpools.
Education and Promotion	Educational and promotional events to encourage employees to use alternative modes to travel to and from the workplace.	Drop-in commute advice is available through the Transportation Desk at the transportation hubs. There will be four transportation hubs when Willow Village is open.  Events and competitions for prizes include bike commuting classes and Bike to Work days. New workers receive information on various commute options during orientation.
Emergency Ride Home	Rides provided for employees in case of emergency.	In the event of an emergency, Meta provides rides home to all rideshare and alternative mode commuters who may not have a vehicle readily accessible.
Campus Bike Share Program	Bicycles provided for employee use on campus.	This program provides Meta Bike Share Bicycles for workers to use for trips around campus.
Inter-campus Tram and On-Demand Car Service	Tram service to transport workers between buildings.	A fleet of electric and non-electric vehicles to transport employees between buildings, and a separate on-demand car service for moving between campuses at Menlo Park.
Carshare	Car sharing available on campus.	A fleet of shared cars that are available to reserve for free if employees use alternative transportation to commute and have a mid-day errand or business appointment offsite. Meta provides Enterprise vehicles for employees and there are also publicly available Zipcars.





TDM Measure	Description	Meta Program
Amenities	Provision of services at the campus so workers do not need a vehicle at work or do not need to make mid-day trips.	<p>Meta provides a wide range of on-site amenities for workers that minimize the need to make trips in personal vehicles. These amenities include:</p> <ul style="list-style-type: none"> <li>• cafes</li> <li>• banking services/ATMs</li> <li>• dry cleaning services</li> <li>• fitness center(s)</li> <li>• wellness center</li> <li>• bicycle shop &amp; DIY FixIt stations</li> <li>• car wash services</li> <li>• auto services (oil changes)</li> <li>• vehicle fueling</li> </ul>

Source: Fehr & Feers / Meta Transportation Group, August 2020

As noted above, the Meta TDM program reduces the commute drive-alone rate to 51% as compared to the county average drive-alone rate of 69%. This is a reduction of 26% in the drive-alone rate over the county average. This level of drive-alone reduction is sufficient to reduce the peak hour trips by more than 20% relative to the Institute of Transportation Engineers general office trip generation for the office component of the Project. There will be additional peak period commute trip reductions due to the presence of nearby housing in the residential/retail portion of the project.

### 3.1.1 TDM ENHANCEMENTS TO REDUCE OFFICE PARKING DEMAND

The *Willow Village Parking Assessment Report* (July 2021) identified that there would be a shortfall in the office seated worker parking supply of 106 spaces (vehicles). Therefore, the Meta TDM program will need to make modest improvements to shift more seated workers from driving-alone to other commute modes to reduce the office worker parking demand. As stated above the current drive alone for the entire MPK campus (Classic, Bayfront, Willow, and Chilco) is 51 percent. If the parking reduction is assumed to occur only at the Willow Village campus, the drive-alone rate for the Willow Village campus would need to be 49.7 percent. However, Meta TDM programs are available to all seated workers in Menlo Park. Any enhancements to the TDM programs will be applied to all Meta seated workers; therefore, to achieve a reduction of 106 spaces, the overall Menlo Park drive-alone rate would need to be 50.6 percent. To achieve this 0.5% reduction, Meta will need to invest additional resources into their existing programs and, possibly, add to or expand the commute programs offered to workers.

As described above, Meta's has an extensive set of TDM programs that they can utilize to reduce the drive-alone rate by expanding existing programs and/or offering higher incentives not to drive alone. Some of the key TDM programs Meta could enhance or increase their investment to achieve the reduction in drive-alone rate and reduce the parking demand are:







- Employee shuttle service – expanded service areas or frequency of service
- Bicycle commute incentives – amenities such as showers, lockers, fix-it stations, bike rentals and bike sales to employees
- Carpool matching – service to match Meta employees to form carpools or van pools
- Vanpools – provision of a van for groups of five or more employees
- Public transit incentives – subsidized transit passes and station parking costs
- Implement and/or maintain flexible work schedules and work from home policies that will reduce the number of workers on campus during the work week

In addition to these existing TDM programs, Meta is considering new TDM programs and activities that will promote other modes of travel for commuters including bicycle facility improvements and parking management options.

The Meta Transportation team monitors TDM program effectiveness and refines the TDM programs to meet the needs of their workers. The TDM program monitoring and evaluation is designed to determine the effectiveness of each individual program and the program's ability to reduce peak period vehicle trips, eliminate drive alone vehicle trips, and reduce parking demand. Programs that are under performing may be replaced with new programs that are designed to better meet workers' commute travel needs. Therefore, this TDM Plan is designed to evolve over time. A description of the TDM monitoring is provided in Section 3.3 Monitoring Program.

### 3.2 RESIDENTIAL/RETAIL COMPONENT TDM

While the Office TDM program will be delivered by Meta to their workers, the TDM program for the residential, retail, and hotel (Residential/Retail TDM) components will be delivered by multiple entities including property management companies for residential uses and individual businesses for the retail, restaurant, and entertainment uses. Either the property owner's association or a Transportation Management Association will be created to coordinate the delivery of the Residential/Retail TDM Plan. The Association will improve the effectiveness of the programs and potentially reduce the overall costs to deliver the TDM programs. The Association will establish by laws for the operation of the organization and establish a funding mechanism for common services provided by the Association. The Association will be formed prior to the completion of the first phase of construction.

The City of Menlo Park will require the Willow Village Project to implement a TDM program that will reduce the trip generation of the proposed land uses by 20% as compared to the trip generation using standard Institute of Transportation Engineers (ITE) trip generation rates. The 20% reduction will be accomplished through both design features of the Project that make it easier to travel without a vehicle, and specific programs or incentives to reduce the number of drive-alone vehicle trips. The Willow Village Residential/Retail TDM program will consist of strategies that are aimed at discouraging single-occupancy



vehicle trips and encouraging alternative modes of transportation, such as carpooling, taking transit, walking, and biking. Strategies included in most TDM programs address a wide range of transportation factors, including parking, transit access, shared mobility, bicycle infrastructure, site design, education and encouragement, and management.

TDM reductions for the Project were estimated based on the California Air Pollution Control Officers Association (CAPCOA) research and methodologies as described in *Quantifying Greenhouse Gas Mitigation Measures* (2010) and more recent research for the California Air Resources Board *Zero Carbon Buildings and Communities* studies.

Residential and commercial land use TDM credits were calculated separately, as certain TDM measures are more appropriately applied in the commercial arena or vice versa. For example, for commercial tenants, vanpools and rideshare may be effective tools to reduce employee solo vehicle trips. However, vanpools would be difficult to implement for residents who are traveling from the Project to many disparate destinations. For residents, unbundling parking is a more effective strategy as residents are incentivized to reduce car ownership to save on monthly rental costs for a vehicular parking space. Additionally, the net effectiveness of commute trip reductions is reduced for the commercial land uses as those measures are only applicable to the work trips made by commercial land use employees, rather than the trips made by commercial patrons.

**Table 3** provides a list of physical and programmatic TDM actions that could be provided to the retail/hotel employees and Willow Village residents along with an indication of which use or uses they are appropriate. The TDM measures listed in **Table 3** include both physical design measures such as pedestrian and bike facilities and programs that help shift travelers out of their personal vehicles. In addition, **Table 3** also includes reserved measures that could be used to improve the performance of the Residential/Retail TDM plan, as needed in the future.

**TABLE 3: WILLOW VILLAGE RESIDENTIAL/RETAIL TDM PROGRAM**

TDM	Description	Implementation	Retail/ Hotel/ Employees	Residents	Reserved Measure
Transportation Management Association	Create an Association for the mixed-uses.	<ul style="list-style-type: none"> <li>Information sharing</li> <li>Education &amp; marketing function. TDM coordinator</li> <li>Pooled resources to reduce costs</li> <li>Provide emergency rides home for workers</li> <li>Assist in monitoring TDM programs</li> </ul>	✓	✓	



TDM	Description	Implementation	Retail/ Hotel Employees	Residents	Reserved Measure
Increasing diversity of land uses	Increasing developed area dedicated to a complementary but uncommon or nonexistent use in the surrounding neighborhood	Proposed development includes a combination of multi-family residential units with retail spaces including grocery, restaurants, entertainment, and hotel.	✓	✓	
Housing	Housing built near job center	Willow Village development includes multifamily residential units which could accommodate some of the workers working in the office, retail, and hotel components of the development.		✓	
Public Transit Improved Service	Coordination with SamTrans to provide potential service options to the site.	The property managers and employers will work with SamTrans staff to improve service area around the Project site through providing new frequent routes or re-routing the existing SamTrans routes.	✓	✓	
Bicycle Amenities	Lockers & showers	Clothing lockers and showers are provided in the overall design of the hotel. Facilities may be provided by other commercial spaces as tenant improvements are prepared.	✓		
Bicycle network	Integration of the Project site bike network into the City's bike network	The Proposed site plan includes a network of publicly accessible open spaces and a bike and pedestrian path which will be integrated into the City of Menlo Park's bike network.	✓	✓	





TDM	Description	Implementation	Retail/ Hotel/ Employees	Residents	Reserved Measure
Vanpool Program	A program to allow groups of people to share rides to and from work.	Sponsored by mixed-use owners and/or employers through the Association, the vanpool program would take advantage of serving all the retail employment. A combined service could be explored to take advantage of the large number of Meta workers for ride matching.	✓		
Carpool Matching	Use of public or private service	Use of 511 RideMatch, SCOOOP or WAZE Carpool for employees. This is a reserved action for residents. Most ride matches are made at the place of employment. The Association's ride matching could potentially take advantage of the substantial number of Facebook Meta workers for ride matching.	✓		✓
Dedicated Carpool/ Vanpool Parking	Dedicated parking for multiple-occupancy vehicles	Spaces will be provided for carpools and vanpool in parking structures for groups that form carpools or vanpools.	✓		✓
Shared Parking	Provision of shared pool of parking for the mixed-use development	The retail, hotel, office visitors, and residential guests will share a pool of parking.	✓	✓	
Emergency Ride Home	Rides provided for employees in case of emergency	In the event of an emergency, the Association provides rides home to hotel / retail employees that use alternative modes to commute to work.	✓		
Wayfinding and Lighting	Provision of wayfinding signage and lighting	The project developer will provide bicycle, pedestrian, transit and vehicle wayfinding signage and lighting throughout the development.	✓	✓	





TDM	Description	Implementation	Retail/ Hotel Employees	Residents	Reserved Measure
Carshare	Car sharing located in public parking areas	Shared cars that are available for a fee to retail/hotel employees and Willow Village residents to run errand or business appointment offsite. Fees could be subsidized for employees using alternative modes for their commute.	✓	✓	
Bicycle Parking	Enclosed secure bicycle parking	Incorporated into the design of the mixed-use and hotel buildings.	✓	✓	
Bicycle Repair Stations	Do it yourself repair stations located in the development	These facilities allow residents and employees to repair and maintain bicycles that can be used for their commutes.	✓	✓	
Bike Sharing	Provision of bike share stations at the development	The property managers and employers will work with the City of Menlo Park to advocate for bike share stations at the development.	✓	✓	
Commute Assistance Center/Website	Information sharing to new residents & employees	A function provided by the Association for the mixed-use component.	✓	✓	
Unbundled Residential Parking / Limit Parking Supply	Separate sale or lease of a vehicular parking	Unbundled parking, which separates the sale or lease of a vehicular parking space from the sale or lease of living units, will be provided for all market-rate residential units.		✓	
Metered On-Street Parking	Priced on street parking	On-street parking would be priced. This measure requires coordination and approval from the City of Menlo Park.	✓	✓	
Parking Management & Off-Street Parking Fees	Priced off-street parking	The retail & residential district will implement a parking management system for the shared and residential parking as described in the text.	✓	✓	

Source: Fair & Pears, May 2022





The TDM programs promote use of transit, carpooling, vanpooling, biking, and walking to reduce vehicle trips. These programs are complimented by physical design features such as bicycle parking, pedestrian and bicycle features, and showers/changing areas in large workspaces. Each TDM strategy has an associated range of effectiveness in reducing vehicle trips and the combination of strategies have an overall effectiveness. The overall effectiveness is not simply additive when programs are combined since some of the programs overlap in terms of their markets and effectiveness. For this analysis, we evaluated the range of effectiveness as shown in **Table 4** and have chosen to use the average of the range of the combined strategies effectiveness.

Based on the CAPCOA and CARB research, it is estimated that the Project's Residential/Retail TDM program would reduce the residential, retail, and hotel trips as follows:

- Residential trip reduction 24%
- Retail trip reduction 18%
- Hotel trip reduction 20%

The overall trip reduction from the Residential/Retail TDM program as proposed would be approximately 20%. The estimates represent the average of the potential range effectiveness for each land use supported by evidence from the application of these same measures at other projects reported in the CAPCOA and found in more recent CARB research.

The City of Menlo Park requires that the project monitor the effectiveness of the TDM programs in achieving a 20% reduction in trips. The TDM monitoring program is outlined below for the Mixed-Use and Office Components.

**TABLE 4: WILLOW VILLAGE RESIDENTIAL/RETAIL TDM PROGRAM EFFECTIVENESS**

TDM Strategy	Residential	Retail	Hotel
<b>Parking</b>			
Unbundle Parking & Reduced Parking Supply	Up to 20%	--	--
On-Street Parking Fees	3% to 11%	3% to 11%	3% to 11%
Off-Street Parking Fee (reserved program)	6% to 11%	6% to 11%	5% to 11%
<b>Bike &amp; Walk</b>			
Secure Parking	Up to 1%	Up to 1%	Up to 1%
Showers & Lockers	Up to 1%	--	--
End of Trip Repair Stations	Up to 1%	Up to 1%	Up to 1%





TDM Strategy	Residential	Retail	Hotel
Bike Share & Subsidies	Up to 1%	Up to 1%	Up to 1%
<b>Commute Programs / Association</b>			
Marketing Program	3% to 10%	Up to 1%	Up to 1%
Commuter Incentives	--	Up to 1%	Up to 1%
<b>Total of All Measures</b>	<b>11% to 36%</b>	<b>9% to 27%</b>	<b>9% to 31%</b>

Source: Fehr & Peers, December 2021





## 4. WILLOW VILLAGE TDM MONITORING PLAN

The City's Zoning Ordinance requires annual reporting to evidence achievement of the intended TDM reduction. While the Zoning Ordinance does not specifically describe the monitoring process, City staff has requested a monitoring plan as a means of demonstrating compliance. This section outlines a TDM monitoring plan designed to document the effectiveness of the office and mixed-use TDM plans.

As outlined above in Sections 4.1 and 4.2, there are two distinct components in the Willow Village TDM plan. The office component of the plan will be implemented by Meta as the sole owner and occupant of the office space. The mixed-use component (residential, retail, and hotel) will have multiple owners, property managers, and tenants; therefore, a Transportation Management Association (Association) will be established to assist in the implementation, coordination, and reporting of the programs included in the residential / retail TDM plan. While the Association can assist in the implementation and reporting, the ultimate effectiveness of the residential / retail TDM programs will depend on the execution by each Association member.

### 4.1 OFFICE TDM (TRIP CAP) MONITORING

Meta is proposing an office trip cap for Willow Village office uses that is consistent with the trip caps currently used on both the Classic and Bayfront campuses. The proposed office trip cap and monitoring for the Willow Village campus is presented in the memorandum entitled Willow Village Trip Cap Proposal, August 15, 2020. The proposed daily and peak hour trip caps meet or exceed (in the peak hours) the City's TDM Ordinance reduction of 20% over ITE rates. The proposed annual trip cap monitoring report provides information on the driveway vehicle counts, special events, and any exceedances of the caps, as well as a list of TDM programs that are provided by Meta to their workers. The monitoring report of the Willow Village Office trip cap, and TDM program, will be packaged with the other trip cap monitoring reports for the Classic and Bayfront campuses and provided together to the City.

While the final details of the worker monitoring program will be established in collaboration with City staff, the key components of the office TDM monitoring are summarized below:

#### Meta Workers

Worker auto and transit vehicle trips will be monitored at the two worker parking structures where workers will park their cars and the Meta shuttle hubs are located. The proposed design of the workers parking structures will allow for monitoring at the entries and exits used by autos and transit coaches. Therefore, it will be possible to monitor these locations with automated devices 24-hours a day, 365 days a year.





### Office Visitors (Shared Parking Structures)

Since the office visitor parking will be shared with the retail and hotel uses, an alternative monitoring approach will be established to determine the trips associated with office visitors. There will be multiple shared parking facilities within the Town Square and mixed-use portion of the project (parcels 2 and 3). The mostly likely location for office visitors to park would be in the central Town Square parking structure. The basic monitoring approach would be to use a commercial parking application to track visitor activity. Validation of the parking would be provided when checking in at security. The validation data will be included as a part of the annual monitoring reporting to account for visitor trip. This process is similar to the adjustments currently being made at the Classic and Bayfront campuses for ride hailing activity, monument sign visitors, and shuttles that stop at multiple campuses.

### Ride Hailing Trips

Ride hailing trips destined to Willow Village office campus will be co-mingled with the retail and residential ride hailing trips. The ride hailing passenger loading will be located along Main Street and will be used by retail visitors as well as office visitors and workers. Like the ongoing monitoring at Classic and Bayfront, ride hailing activity would be surveyed each year to show the amount of activity generated by each component of the project. The resulting adjustment factor would be integrated into the annual reporting by Meta on their office worker analysis.

### Event Days

As described in the Parking Assessment Report, Meta will develop an event transportation plan to minimize the number of trips on event days. To allow for these medium and large events there would be an allowance for up to 25 days per year when there could be exceptions to the trip cap. The structure of these exceptions will be worked out with the City of Menlo Park and are similar to exceptions allowed under the Classic and Bayfront Trip caps. In addition, to these 25 event days, the monitoring would also include non-event exclusions as allowed under the existing trip caps at Classic and Bayfront.

### Implementation

The implementation of the Willow Village office trip caps would use a similar approach that is currently used at the Classic and Bayfront campuses. The worker parking structures would be monitored on a daily basis at the entries and exits. The Willow Campus monitoring systems will be subject to the same calibration procedures used for the other campuses in terms of the physical monitoring equipment. At the Willow Campus, Meta will also need to include data on the number of daily office visitors, number of the shuttles serving multiple MPK campuses, and ride hailing activity related to the office campus. These survey data would be used to determine daily





adjustment factors that would be combined with the office parking counts. The adjusted total trips would be used to determine Meta's compliance with the office trip caps.

## 4.2 RESIDENTIAL / RETAIL TDM MONITORING PLAN

As stated above, monitoring of the residential / retail TDM Plan introduces several challenges since there is no single entity responsible for the implementation of the TDM programs. The creation of, and requiring membership in, the Association will provide a means to coordinate the TDM efforts executed by the property owners, property managers, and major tenants. The Association can implement some TDM programs that will benefit from sharing resources between the Association members. However, many of the programs will be implemented by the property owners, property managers, and individual tenants in the retail spaces. The Association can also serve as a clearing house for gathering data, summarizing it, and documenting the TDM performance of the residential properties and retail tenants (including the hotel).

The residential / retail TDM annual monitoring will include the following components:

- **Driveway Vehicle Counts** – A minimum of three days of parking structure driveway counts will be provided for the driveways in the mixed use and town square districts. This data will be collected using the control gates at each driveway. To the extent feasible, control gate data for the reserved residential parking areas will be reported.
- **Parking Occupancy Counts** – The parking structure and surface parking occupancy counts will be used to determine the intensity of parking demand. If live parking occupancies are over 95-percent, it may indicate that additional TDM programs are needed.
- **On-Street Parking Turnover Counts** – Once a year, parking turnover counts will be collected for the on-street parking spaces within the mixed-use and town square districts. The turnover counts will include all types of on-street parking including standard spaces, commercial loading zones, and passenger loading zones.
- **Inventory of TDM Facilities** – Information related to the physical features that help to reduce drive-alone vehicles and increase the use of active modes of travel.
- **TDM Program Data** – A summary of the programs and activities being used by Association members to reduce vehicle trips and supporting data on participation rates.
- **Resident and Retail/Hotel Employee Travel Behavior Surveys** – the Association may conduct Annual surveys to establish the travel behavior of Willow Village residents and retail employees. TDM programs can be targeted at residents and retail employees since there is direct contact with these cohorts. Retail customers, hotel guests, and residential guests will not be included in the survey. Depending on the parking management plan, data from the parking control gates could be used to estimate these activities.





The Association will be responsible for coordinating the monitoring of and reporting on the residential, retail and hotel components of the Willow Village project. The Association will prepare an annual report documenting the following aspects of the residential and retail TDM plan.

**Finalize the Monitoring Plan**

The plan outlined below represent the proposed approach for monitoring the TDM performance to confirm that the Residential / Retail TDM programs are effective in reducing trips. Due to the complexity in monitoring individual land uses within a mixed-use development where there is shared parking, there may be a need to adjust the monitoring plan that is implemented. There may be a need to modify the annual surveys in order to capture more information. Therefore, it is anticipated that following an initial round of monitoring refinements may be necessary. This will be like the process that was used when developing the Classic and Bayfront campus trip cap monitoring. The following components would make up the annual monitoring:

**Inventory of TDM Facilities**

The Association will establish and maintain an inventory of the TDM related facilities. The inventory would include a tabular summary and map showing the location of the facilities serving the residential, retail, hotel, and town square parcels. This inventory would include features such as:

- o Bicycle and Pedestrian Networks
- o Bicycle Parking – Long-term and Short-term
- o Bike Share Locations
- o Bicycle Repair Stations
- o Other Bicycle Amenities (i.e., location of public restrooms)
- o Dedicated Carpool/Vanpool Parking Locations
- o Carshare Locations

**TDM Program Data**

The Association would compile a summary of the TDM programs operated by each member of the organization. This data would include descriptions of the services provided by each of the members and programs sponsored by the Association.

- o Transportation Demand Coordinators – list of names and contact information
- o Commute Assistance Centers/Websites – list of locations and URLs
- o Carpool Matching – number of carpools
- o Vanpool Programs – number of vanpools
- o Transit Subsidies – any subsidies provided to residents or employees
- o Emergency Ride Home – existence of program and description of the service



- o Unbundled Residential Parking – description of programs and data on use of program
- o Off-Street Parking Fees (non-residential / shared parking area) – status and rates
- o Metered On-Street Parking – status and rates
- o Public Transit Improved Service – actions taken by Association

**Annual Surveys - Residents and Retail Employee**

An annual survey of the residents and retail employees will be conducted to determine the effectiveness of the TDM programs being used by the Association members. Due to the shared parking, it is not feasible to use vehicle trip counts by the retail, hotel, and office visitor trips. Therefore, the Association would conduct an annual survey of residents and retail employees. These cohorts represent the people that TDM programs can be directly marketed to through property managers and employers. The residential survey would be the same survey used for the Residential VMT mitigation monitoring. Other users, such as retail customers, hotel guests, and residential guests, have no direct link to the Association members.

As discussed above, the annual survey methodology would be developed and refined in collaboration with City staff. The surveys would need to collect sufficient information to determine key travel behavior of the residents and employees. Since the information from residents will need to be more detailed than for employees, there will be two survey formats. For employees, questions related to their commute travel, work schedule (days per week), and place of residence (city) will be requested. For residents, data will be requested on their place of work (zip code) and travel behavior including mode of travel and time of travel.

Given the uncertainty around the post-pandemic return to work, the surveys will need to gather information on frequency of travel. The final format of the surveys will need to protect personal privacy while collecting sufficient data to understand travel behavior and calculate the trip reduction compared to the standard Institute of Transportation Engineers trip rates.

Prior to the first survey, an analysis will be prepared to determine sample sizes needed to have a statistically significant results within an agreed to level of confidence. The analysis will also determine what is a representative sample within the overall residential, retail employee, and hotel employee populations. The Association will pay of the statistical analysis, and it will be conducted by a qualified firm acceptable to the City of Menlo Park and the Association. For the first annual survey, the Association and consultant that developed the survey procedures will implement the survey for both residents and retail/hotel employees. Once the survey methodology is validated, the Association, or a third party would implement subsequent annual surveys.





#### Driveway Count Data

At the time that the resident and retail employee survey is conducted, driveway counts will be collected from the parking control gates for all mixed-use and town square district parking and at the surface parking areas:

- o Driveway Counts All Vehicles – Three midweek, weekdays of control gate data that captures all vehicles entering and exiting the parking structures.

The purpose of the driveway vehicle counts is to document the effectiveness of the TDM plan to reduce vehicles trips to/from the mixed-use and town square districts.

#### Residential Vehicle Counts – VMT Mitigation Monitoring

Mitigation Measure TRA-2 requires that the residential land use of the Project Site implement a TDM Plan that will achieve trips reductions so that the residential uses will generate less than or equal to 6,023 daily trips. Should a different number of residential units be built, the total daily trips will be adjusted accordingly.

One element of the VMT monitoring will be to count the number of vehicle trips accessing the residential parking areas. Residential parking is controlled by gates either at parking structure driveways or at interior gates within the shared parking structures. Therefore, residential vehicle trip counts will be collected at the driveway control gates. On parcels 4, 5, 6, and 7 the parking structures are solely for the use of residents. On parcels 2 and 3 where there are shared parking structures the access to the residential parking is controlled by gates located within the parking structure. These interior gates are used to keep other non-resident users (retail, hotel, and office visitors) from accessing the residential parking. The residential counts will be conducted for three consecutive weekdays during a typical work week, when school is in session.

During the process of finalizing the monitoring plan, a methodology will be developed to estimate an average number of residential guests and apply it as a reduction in the total daily trips allowed for residents (below 6,023 trips). Based on a review of available industry publications, there was no data that separates out resident and guest trip making; therefore, this ratio would be established in the initial set up of the monitoring and applied to subsequent monitoring cycles.

#### Parking Occupancy Data

At the time that the resident and retail employee survey is conducted, a parking occupancy analysis will be conducted in the residential and shared parking structures and for the on-street parking. The survey and parking occupancy study will be conducted in the fall or spring (agreed to by the City) when school is in session and there are no holidays or special events, the following data will be collected:





- o **Parking Occupancy Counts** – On two weekdays and one weekend day, parking occupancy counts will be conducted in the parking structures, surface parking lots, and the on-street parking spaces between the hours of 7:00 AM and 7:00 PM. Counts will be collected in one hour intervals. Any stacked valet parking will also be counted.

The purpose of the parking occupancy study is to document the peak parking demand. If the parking demand is greater than 95 percent of the physical stalls. The Association will need to document how they will address the additional demand through valet parking or added TDM programs to reduce parking demand.

#### **On-Street Parking Turnover Data**

An on-street parking turnover study will be performed for three weekdays which is contemporary to the driveway counts. The parking turnover counts will be collected for the on-street parking spaces within the mixed-use and town square districts. The turnover counts will include all types of on-street parking including standard spaces, commercial loading zones, and passenger loading zones. At a minimum, the data should capture the hours of 7:00 AM to 7:00 PM when office, retail, restaurants, and entertainment venues are active.

The parking turnover data will be used in conjunction with the driveway counts to estimate the vehicle trips associated with the mixed-use and town square districts.

#### **Annual Monitoring Report**

The Association will prepare an annual TDM monitoring report that contains the information from the tasks listed above. The report will document the performance of the Residential / Retail TDM Plan as compared to the trip generation values from **Table 4**, which show the following trip generation estimates:

- **Section A** – The project trip generation using standard Institute of Transportation Engineers (ITE) trip rates from the ITE Trip Generation Manual, 10<sup>th</sup> Edition.
- **Section B** – The project trip generation applying a 20% reduction from the ITE standard rates as required by the City's TDM Ordinance.
- **Section C** – The project trip generation used in the transportation impact analysis (CI) and the adjusted mixed use daily trips with the implementation of the VMT Mitigation TRA-2.

The report will be submitted the report to the City for review. If the TDM programs are falling short of the TDM standards, the Association will work with members to improve or expand their individual TDM programs. The Association will report back to the City what additional actions are being taken.





**Table 4: Trip Generation Summary – Office, Mixed Use, & Total**

	Daily, 24/7			AM Peak Hour			PM Peak Hour		
	Office	Mixed Use	Total	Office	Mixed Use	Total	Office	Mixed Use	Total
<b>A. Standard (Gross) ITE Trip Generation<sup>1</sup></b> (based on ITE rate for each land use)	22,796	18,783	41,579	2,572	905	3,476	2,780	1,688	4,468
<b>B. 20% TDM Reduction per Ordinance</b>	18,237	15,026	33,403	2,058	724	2,781	2,224	1,350	3,574
<i>Reduction from Standard ITE Rates</i>	-20%	-20%	-20%	-20%	-20%	-20%	-20%	-20%	-20%
<b>C. Project Trip Generation<sup>2</sup></b>									
1. With TDM reduction / no pass by reduction)	18,237	15,026	33,403	1,670	726	2,396	1,670	1,237	2,907
<i>Reduction from Standard ITE Rates</i>	-20%	-20%	-20%	-35%	-20%	-31%	-40%	-27%	-35%
2. With Residential VMT Mitigation <sup>3</sup>	18,237	13,522	31,759	1,670	726	2,396	1,670	1,237	2,907
<i>Reduction from Standard ITE Rates</i>	-20%	-22%	-20%	-35%	-20%	-31%	-40%	-27%	-35%

- 1 - Calculated using the trip generation data summarized in **Table 2A** Trip Generation for Development Phases of the Proposed Facebook Willow Village Campus in Menlo Park, California, Hexagon Transportation Consultants, June 14, 2021. Daily, AM, and PM peak hour average rates published in ITE Trip Generation Manual, 10th Edition, 2017 were used for each land use.
- 2 - Trip generation data summarized from **Table 13** Project Trip Generation Estimates (Main Project Site) Facebook Willow Village Campus Transportation Impact Analysis, Hexagon Transportation Consultants.
- 3 - Residential VMT Mitigation TRA-2 reduces the residential daily trips to a maximum of 6,023 trips, a reduction of an additional 1,504 daily trips from the original trip generation estimates.









Exhibit 5

**Glossary of Supporting Documents**



### **Glossary of Supporting Documents**

Project Plans (dated October 19, 2022)

Development Agreement (dated December 13, 2022)

Exhibit D to the Development Agreement (Willow Village Phasing Plan)

Modification Requests (dated September 2, 2022)

Heritage Tree Removal Permits Nos 2022-00057 and 2022-00058 (conditionally approved June 28, 2022)

#### **Tree Survey Reports**

- Heritage Tree Removal Report Willow Village dated August 16, 2022
- Heritage Tree Removal Report for Hamilton Avenue Parcels dated August 16, 2022
- Heritage Tree Removal Report for 1305 O'Brien dated August 16, 2022
- Heritage Tree Removal Report for 1330 O'Brien dated August 16, 2022
- Heritage Tree Removal Report for O'Brien ROW dated August 16, 2022

Willow Village Master Plan Bird-Safe Design Assessment (dated February 24, 2022)

Vesting Tentative Map for Major Subdivision No. XXXXX Willow Village A Map (dated October 7, 2022)

Vesting Tentative Maps for Major Subdivision No. XXXXX Chevron and Retail Parcels (dated October 7, 2022)

Willow Village Campus District Trip Cap Monitoring and Enforcement Policy (dated October 7, 2022)

Willow Village Transportation Demand Management (TDM) Plan (dated October 2022)

Willow Village TDM Compliance Plan (dated October 14, 2022)

#### **Mitigation Monitoring and Reporting Program**

Event Management Plan (dated October 14, 2022)

Willow Village Project-Wide Below Market Rate Housing Agreement (dated December 6, 2022)

Water Supply Assessment prepared by West Yost (dated February, 2022)

Willow Village Hydraulic Evaluation prepared by West Yost (dated February 3, 2022)

Willow Village Compliance Matrix (dated June 23, 2022)

Hazardous materials information forms and generator supplemental forms (dated August 8, 2022)

Conceptual Dialysis Center Temporary Location (dated March 16, 2022)

Conceptual Parcels and Building Numbers (dated October 12, 2022)



**Exhibit 6**

**Willow Village  
Mitigation Monitoring and Reporting Program (MMRP)**



## Mitigation Monitoring and Reporting Program

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### Introduction

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

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

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



<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<b>Transportation</b>				
<b>IMPACT BEING ADDRESSED: The Proposed Project would exceed an applicable VMT threshold of significance. The Proposed Project would exceed the applicable VMT threshold of significance for the residential land use and would result in a significant impact. (Impact TRA-2)</b>				
<p><i>Project Mitigation Measure TRA-2:</i> The residential land use of the Project Site will be required to implement a TDM Plan achieving a 36% reduction from gross ITE trip generation rates (for the Proposed Project, this reduction equals 6,023 daily trips). Should a different number of residential units be built, the total daily trips will be adjusted accordingly. The required residential TDM Plan will include annual monitoring and reporting requirements on the effectiveness of the TDM program. The Project applicant will be required to work with City staff to identify the details of the TDM plan. If the annual monitoring finds that the TDM reduction is not met (i.e. the Proposed Project exceeds 6,023 daily trips from the residential land use), the TDM coordinator will be required to work with City staff to detail next steps to achieve the TDM reduction.</p>	<p>Finalize Transportation Demand Management (TDM) Plan details with the City.</p> <p>Implement TDM Plan during occupancy of the Proposed Project.</p>	<p>Finalization of TDM Plan with City prior to occupancy of the first building</p> <p>Annual monitoring and reporting every year the Project is operational with timing to be determined by the City</p>	<p>Project Sponsor</p>	<p>City of Menlo Park Community Development Department (CDD), Planning Division</p> <p>City of Menlo Park Public Works Department (PW), Transportation Division</p>
<b>IMPACT BEING ADDRESSED: The Proposed Project would substantially increase hazards due to a design feature or incompatible uses. The Proposed Project includes a design feature that could increase hazards and would result in a significant impact. (Impact: TRA-3)</b>				
<p><i>Project Mitigation Measure TRA-3:</i> Revise the North Garage access design to provide adequate sight distance for the eastern driveway or incorporate other design solutions to reduce hazards to the satisfaction of the Public Works Director. Potential solutions that would reduce hazards to a less than significant level include restricting the eastern driveway to inbound vehicles only or prohibiting exiting left turns, modifying landscaping or relocating the driveway to the west to allow for adequate sight distance for exiting vehicles, or installing an all-way stop or signal.</p>	<p>Revise the North Garage access design for adequate visibility and hazard reduction.</p>	<p>During the building permit and site development review process and prior to issuance of building permits.</p>	<p>Project Sponsor/ Project architect</p>	<p>PW, Transportation Division</p>
<b>IMPACT BEING ADDRESSED: Vehicle Miles Traveled. (Impact C-TRA-2)</b>				
<p>Implement Mitigation Measure TRA-2 above.</p>	<p>See above.</p>	<p>See above.</p>	<p>See above.</p>	<p>See above.</p>
<b>IMPACT BEING ADDRESSED: Hazards or Incompatible Uses. (Impact C-TRA-3)</b>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
Implement <i>Mitigation Measure TRA-3</i> , above.	See above.	See above.	See above.	See above.
<b>Air Quality</b>				
<b>IMPACT BEING ADDRESSED: Conflict with or Obstruct Implementation of the Applicable Air Quality Plan. The Proposed Project would conflict with or obstruct implementation of the applicable air quality plan. (Impact AQ-1)</b>				
<p><i>Project Mitigation Measure AQ-1.1: Use Clean Diesel-powered Equipment during Construction to Control Construction-related Emissions.</i> The Project Sponsor shall either:</p> <ul style="list-style-type: none"> <li>Ensure all off-road construction equipment with greater than 25 horsepower and operating for more than 20 hours total over the entire duration of construction activities have engines that meet or exceed either EPA or ARB Tier 4 Final off-road emission standards. The exception to this requirement allows a cumulative total of 618,028 horsepower-hours over the duration of construction activities before residents move onsite and 34,716 horsepower-hours over the duration of construction activities after residents move onsite from the operation of off-road construction equipment that meets standards less than Tier 4 Final; or</li> <li>Prior to issuance of building permits, provide supplemental analysis prepared by a qualified air quality specialist to the City for approval that shows that emissions of ROG and NO<sub>x</sub>, the excess lifetime cancer risk, and the PM<sub>2.5</sub> concentration would not exceed the thresholds from the 2017 BAAQMD CEQA Air Quality Guidelines using the mix of equipment proposed by the applicant.</li> </ul>	Use clean diesel-powered equipment during construction or provide supplemental air quality analysis.	<p>Prior to the issuance of building permits</p> <p>During construction (if clean diesel-powered equipment is used)</p>	Project Sponsor	CDD
<p><i>Project Mitigation Measure AQ-1.2: Architectural Coatings.</i> The Project Sponsor shall use super-compliant architectural coatings during construction and operation for all buildings, which shall have VOC content that meet SCAQMD Rule 1113 Architectural Coatings as revised on February 5, 2016.</p>	Apply architectural coatings to meet South Coast Air Quality	<p>Prior to the issuance of building permits</p> <p>During construction</p>	Project Sponsor	CDD



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
	Management District Rule 1113.	Ongoing during operation of Project		
<b>IMPACT BEING ADDRESSED: Cumulatively Considerable Net Increase in Criteria Pollutants. The Proposed Project would result in a cumulative net increase in a criteria pollutant for which the Project region is classified as a nonattainment area under an applicable federal or ambient air quality standard. (Impact AQ-2)</b>				
Implement Project Mitigation Measures AQ-1.1 and AQ-1.2	See above	See above	See above	See above
ConnectMenlo Mitigation Measure AQ-2b1: Prior to building permit issuance, the City shall require applicants for all development projects in the city to comply with the current Bay Area Air Quality Management District's (BAAQMD) basic control measures for reducing construction emissions of PM <sub>10</sub> (Table 8-1, Basic Construction Mitigation Measures Recommended for All Proposed Projects, of the BAAQMD CEQA Guidelines).	Comply with BAAQMD basic control measures.	During the building permit and site development review process, prior to building permit issuance, and during construction	Project Sponsor	CDD
ConnectMenlo Mitigation Measure AQ-2b2: Prior to issuance of a building permit, development projects in the City that are subject to CEQA and exceed the screening sizes in the BAAQMD's CEQA Guidelines shall prepare and submit to the City of Menlo Park a technical assessment evaluating potential project construction-related air quality impacts. The evaluation shall be prepared in conformance with the BAAQMD methodology for assessing air quality impacts. If construction-related criteria air pollutants are determined to have the potential to exceed the BAAQMD thresholds of significance, as identified in the BAAQMD CEQA Guidelines, the project applicant is required to incorporate mitigation measures to reduce air pollutant emissions during construction activities to below these thresholds (e.g., Table 8-2, Additional Construction Mitigation Measures Recommended for projects with Construction Emissions Above the Threshold of the BAAQMD CEQA Guidelines, or applicable construction mitigation measures subsequently	Prepare the construction-related air quality technical assessment.	During the building permit and site development review process and prior to permit issuance	Project Sponsor	CDD



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
approved by BAAQMD). These identified measures shall be incorporated into all appropriate construction documents (e.g., construction management plans), subject to the review and approval of the Planning Division prior to building permit issuance. (The AQTR prepared and submitted for the Proposed Project fulfills the air quality technical assessment requirement.)				
<b>IMPACT BEING ADDRESSED: Expose Sensitive Receptors to Substantial Pollutant Concentrations. The Proposed Project would expose sensitive receptors to substantial pollutant concentrations. (Impact AQ-3)</b>				
Implement Project Mitigation Measure AQ-1.1 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2, above.	See above.	See above.	See above.	See above.
<b>IMPACT BEING ADDRESSED: Other Air Emissions. The Proposed Project would result in other emissions (such as those leading to odors) that would adversely affect a substantial number of people. (Impact AQ-4)</b>				
Project Mitigation Measure AQ-4.1: Molecular Neutralizer for Odors. The Project Sponsor and West Bay Sanitary District shall install a molecular neutralizer at the proposed sanitary sewer pump station to convert hydrogen sulfide gas into a biodegradable effluent during sewer pump operations. The molecular neutralizer shall be installed prior to the commencement of sewer pump operations.	Install molecular neutralizer at the proposed sanitary sewer pump station.	During the building permit and site development review process. Install prior to the commencement of sewer pump operations.	Project Sponsor/ West Bay Sanitary District	CDD/PW
<b>IMPACT BEING ADDRESSED: Cumulative Air Quality Impacts. Cumulative development would result in a significant and unavoidable cumulative impact on air quality; thus, the Proposed Project would be a cumulatively considerable contributor to a significant cumulative impact on air quality. (Impact C-AQ-1)</b>				
Implement Project Mitigation Measure AQ-1.1 and ConnectMenlo Mitigation Measures AQ-2b1 and AQ-2b2.	See above.	See above.	See above.	See above.
<b>Greenhouse Gas Emissions</b>				
<b>IMPACT BEING ADDRESSED: Generation of GHG Emissions during Construction. Construction of the Proposed Project would not generate GHG emissions that may have a significant impact on the environment. (Impact GHG-1b)</b>				
Implement Mitigation Measure TRA-2, above.	See above.	See above.	See above.	See above.





<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<i><b>IMPACT BEING ADDRESSED: Conflicts with Applicable Plans and Policies. The Proposed Project would conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing emissions of GHGs. (Impact GHG-2)</b></i>				
Implement <i>Mitigation Measure TRA-2</i> , above.	See above.	See above.	See above.	See above.



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b>Noise</b>				
<b>IMPACT BEING ADDRESSED: Construction Noise. Construction of the Proposed Project would generate a substantial temporary or permanent increase in ambient noise levels in the vicinity of the Project in excess of standards established in a local general plan or noise ordinance or applicable standards of other agencies. (Impact NOI-1a)</b>				
<p><b>Modified ConnectMenlo Mitigation Measure NOISE-1c.</b> Project applicants for all development projects in the city shall minimize the exposure of nearby properties to excessive noise levels from construction-related activity through CEQA review, conditions of approval and/or enforcement of the City's Noise Ordinance. Prior to issuance of demolition, grading, and/or building permits for development projects, a note shall be provided on development plans indicating that during on-going grading, demolition, and construction, the property owner/developer shall be responsible for requiring contractors to implement the following measures to limit construction-related noise:</p> <ul style="list-style-type: none"> <li>• All internal combustion engines on construction equipment and trucks are fitted with properly maintained mufflers, air intake silencers, and/or engine shrouds that are no less effective than as originally equipped by the manufacturer.</li> <li>• Stationary equipment such as generators and air compressors shall be located as far as feasible from nearby noise-sensitive uses.</li> <li>• Stockpiling is located as far as feasible from nearby noise-sensitive receptors.</li> <li>• Limit unnecessary engine idling to the extent feasible.</li> <li>• Limit the use of public address systems.</li> <li>• Construction traffic shall be limited to the haul routes established by the City of Menlo Park.</li> </ul>	Implement measures to limit construction-related noise.	Prior to the issuance of demolition, grading, and building permits and throughout the duration of construction activities	Project Sponsor/contractor(s)	CDD



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><i>Project Mitigation Measure NOI-1.1: Construction Noise Control Plan to Reduce Construction Noise.</i> The Project applicant and/or the contractor(s) shall obtain a permit to complete work outside the exempt/standard construction hours outlined in the City of Menlo Park Municipal Code, which may be incorporated into the conditional development permit for the Proposed Project. In addition, the applicant and/or contractor(s) shall develop a construction noise control plan to reduce noise levels and comply with Municipal Code daytime (during non-exempt hours) and nighttime noise standards to the extent feasible and practical, subject to review and determination by the Community Development Department. The plan shall also include measures to reduce noise levels such that a 10-dB increase over the ambient noise level does not occur at nearby noise-sensitive land uses, such as schools and residences to the extent feasible and practical (as determined by the City). Finally, the plan shall include measures to reduce pile driving noise such that noise from this equipment does not exceed 85 dBA <i>L<sub>eq</sub></i> at a distance of 50 feet, as feasible.</p> <p>The plan shall demonstrate that, to the extent feasible and practical, noise from construction activities that occur daily between 7:00 and 8:00 a.m. or between 6:00 p.m. and 10:00 p.m. will comply with the applicable City of Menlo Park noise limit of 60 dBA at the nearest existing residential or noise-sensitive land use, and construction activities that occur between 10:00 p.m. and 7:00 a.m. will comply with the applicable City noise limit of 50 dBA at the residential or noise-sensitive land use. The plan shall also demonstrate that, to the extent feasible and practical (as determined by the City), noise from construction activities during all hours will not result in a 10 dB increase over the ambient noise level at the nearest noise-sensitive land uses, and that pile driving noise would not exceed 85 dBA <i>L<sub>eq</sub></i> at a distance of 50 feet. This</p>	<p>Develop a Noise Control Plan and obtain a permit to complete work outside standard construction hours.</p>	<p>Submit noise control plan concurrently with the application for the first building permit for each building and implement plan during construction. Obtain permit prior to building permit application.</p>	<p>Project Sponsor/contractor(s)</p>	<p>CDD</p>



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>Noise Control Plan shall be approved by the City prior to the issuance of building permits to confirm the precise noise minimization strategies that will be implemented and to document that strategies will be employed to the extent feasible and practical. Measures to help reduce noise from construction activity to these levels shall be incorporated into this plan and may include, but are not limited to, the following:</p> <ul style="list-style-type: none"> <li>• To the extent feasible and practical, plan for the noisiest construction activities to occur during daytime hours when the quantitative standards are less stringent, existing ambient noise levels are generally louder, and when people are less sensitive to noise.</li> <li>• Require all construction equipment be equipped with mufflers and sound control devices (e.g, intake silencers and noise shrouds) that are in good condition (at least as effective as those originally provided by the manufacturer) and appropriate for the equipment.</li> <li>• Maintain all construction equipment to minimize noise emissions.</li> <li>• Locate construction equipment as far as feasible from adjacent or nearby noise-sensitive receptors.</li> <li>• Require all stationary equipment be located to maintain the greatest possible distance to the nearby existing buildings, where feasible and practical.</li> <li>• Require stationary noise sources associated with construction (e.g, generators and compressors) in proximity to noise-sensitive land uses to be muffled and/or enclosed within temporary enclosures and shielded by barriers, which can reduce construction noise by as much as 5 dB.</li> <li>• Install noise-reducing sound walls or fencing (e.g temporary fencing with sound blankets) around noise-generating equipment, to the extent feasible and practical, where no perimeter wall is provided pursuant to Mitigation Measure NOI-1.2.</li> </ul>				



<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<ul style="list-style-type: none"> <li>• Prohibit idling of inactive construction equipment for prolonged periods during nighttime/non-standard hours (i.e., more than 2 minutes).</li> <li>• Provide advance notification in the form of mailings/deliveries of notices to surrounding land uses regarding the construction schedule, including the various types of activities that would be occurring throughout the duration of the construction period.</li> <li>• Provide the name and telephone number of an on-site construction liaison through on-site signage and on the notices mailed/delivered to surrounding land uses. If construction noise is found to be intrusive to the community (i.e., if complaints are received), the construction liaison shall take reasonable efforts to investigate the source of the noise and require that reasonable measures be implemented to correct the problem.</li> <li>• Use electric motors rather than gasoline- or diesel-powered engines to avoid noise associated with compressed air exhaust from pneumatically powered tools during nighttime hours, to the extent feasible and practical (as determined by the City). Where the use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust could be used; this muffler can lower noise levels from the exhaust by about 10 dB. External jackets on the tools themselves could be used, which could achieve a reduction of 5 dB.</li> </ul>				
<p><i>Project Mitigation Measure NOI-1.2: Construction of Temporary Noise Barrier along Project Perimeter. The Project contractor(s) shall install an 8-foot-high temporary noise barrier along the complete length of the western and southern perimeter (e.g., areas near residential and school land uses), and along the southernmost 500 feet of the eastern perimeter of the main Project Site. As project buildout occurs, removal and/or adjustment in the location of the perimeter noise</i></p>	Install noise barriers.	Prior to issuance of building permit for each building and/or relevant area of site improvement plans/building construction and ongoing	Project Sponsor/contractor(s)	CDD



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>barrier may occur because either the construction of project buildings (completion of core and shell) or streets requires barrier realignment, or the perimeter barrier is not needed, as shown by preparation of an acoustical analysis that indicates the balance of the construction activities will not result in construction noise that exceeds the allowable limits.</p> <p>Regarding the Hamilton Avenue Parcel South, a similar noise barrier shall be installed around the complete length of the southern, western and northern perimeters as well as the southernmost 100 feet of the eastern perimeter of the Hamilton Avenue Parcel South, unless the Project Sponsor can demonstrate, through an acoustical analysis, that construction noise at this site would not exceed the allowable limits. The decision regarding the necessity of this barrier and location(s) shall be subject to review and approval of the City based on evidence and analyses providing by the applicant team.</p> <p>Regarding the Hamilton Avenue Parcel North, a similar noise barrier shall also be constructed along the complete length of the southern and western perimeters, along with the eastern most 100 feet of the northern perimeter of the Hamilton Avenue Parcel North, unless the Project Sponsor can demonstrate, through an acoustical analysis, that construction noise at this site would not exceed the allowable limits. The decision regarding the necessity of this barrier and location(s) shall be subject to review and approval of the City based on evidence and analyses providing by the applicant team.</p> <p>The barriers shall be constructed of material that has an acoustical rating of at least 26 STC (Sound Transmission Class). This can include a temporary barrier constructed with plywood supported on a wood frame, sound curtains supported on a frame, or other comparable material.</p>		<p>removal/adjustment of noise barriers during construction</p>		



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b>IMPACT BEING ADDRESSED: Operational Noise. Operation of the Proposed Project would generate a substantial temporary or permanent increase in ambient noise levels in the vicinity of the Project in excess of standards established in a local general plan or noise ordinance or applicable standards of other agencies. (Impact NOI-1b)</b>				
<i>ConnectMenlo Mitigation Measure NOISE-1b.</i> Stationary noise sources and landscaping and maintenance activities citywide shall comply with Chapter 8.06, Noise, of the Menlo Park Municipal Code.	Comply with Chapter 8.06 of the Menlo Park Municipal Code.	Prior to the issuance of construction permits and throughout the duration of construction activities	Project Sponsor	CDD
<i>Project Mitigation Measure NOI-1.3: Mechanical Equipment Noise Reduction Plan.</i> To reduce potential noise impacts resulting from Project mechanical equipment, including heating, cooling, and ventilation equipment, the Project applicant shall conduct a noise analysis to estimate noise levels of Project-specific mechanical equipment based on the final selected equipment models and design features. In addition to the analysis, a Mechanical Equipment Noise Reduction Plan shall be created to ensure noise levels of equipment, once installed, are below the applicable criteria described below. The Noise Reduction Plan shall include any necessary noise reduction measures required to reduce Project-specific mechanical equipment noise to a less-than-significant levels. The plan shall also demonstrate that with the inclusion of selected measures, noise from equipment would be below the significance thresholds. Feasible noise reduction measures to reduce noise below the significance thresholds include, but are not limited to, selecting quieter equipment, utilizing silencers and acoustical equipment at vent openings, siting equipment farther from the roofline, and/or enclosing all equipment in a mechanical equipment room designed to reduce noise. This analysis shall be conducted and the results and final Noise Reduction Plan shall be provided to the City prior to the issuance of building permits for each building.	Submit a Mechanical Equipment Noise Reduction Plan for each building and implement noise control measures to reduce noise during operation.	Submit noise reduction plan concurrently with the application for the first building permit for each building and implement plan during operation.	Project Sponsor/ engineers(s)	CDD



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>The noise analysis and Noise Reduction Plan shall be prepared by persons qualified in acoustical analysis and/or engineering. The Noise Reduction Plan shall demonstrate with reasonable certainty that noise from mechanical equipment selected for the Project, including the attenuation features incorporated into the Project design, will not exceed the City of Menlo Park's property plane threshold of 60 dBA during daytime hours or 50 dBA during nighttime hours at nearby noise-sensitive land uses, as well as the 50 dBA at 50 feet threshold that applies to rooftop equipment in the City.</p> <p>The Project applicant shall incorporate all feasible methods to reduce noise identified above and other feasible recommendations from the acoustical analysis and Noise Reduction Plan into the building design and operations as necessary to ensure that noise sources meet applicable requirements of the respective noise ordinances at receiving properties.</p>				
<p><i>Project Mitigation Measure NOI-1.4: Emergency Generator Noise Reduction Plan (All Parcels).</i> Prior to approval of a building permit for each building, the Project applicant shall conduct a noise analysis to estimate noise levels from the testing of Project-specific emergency generators, based on the actual generator makes and models proposed and the actual selected attenuation features. Based on the results of the analysis, a Noise Reduction Plan shall be created to ensure noise levels of generator testing are below the applicable Code requirements. The results, methods, and final Noise Reduction Plan shall be provided to the City prior to the issuance of building permits. The analysis shall account for proposed noise attenuation features, such as specific acoustical enclosures and mufflers or silences, and the final Noise Reduction Plan shall demonstrate with reasonable certainty that proposed generator(s) will not exceed the City of Menlo Park noise thresholds of 60 dBA at the nearest noise-sensitive</p>	<p>Submit an Emergency Generator Noise Reduction Plan and implement noise control measures to reduce noise during operation.</p>	<p>Submit plan concurrently with the application for the first building permit for each generator and implement plan during operation.</p>	<p>Project Sponsor/ engineers(s)</p>	<p>CDD</p>





WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>use during daytime hours, and/or 85 dBA at 50 feet for powered equipment, whichever is lower. Acoustical treatments may include, but are not limited to:</p> <ul style="list-style-type: none"> <li>• Enclosing generator(s);</li> <li>• Installing relatively quiet model generator(s);</li> <li>• Orienting or shielding generator(s) to protect noise-sensitive receptors to the greatest extent feasible;</li> <li>• Installing exhaust mufflers or silencers;</li> <li>• Increasing the distance between generator(s) and noise-sensitive receptors; and/or</li> <li>• Placing barriers around generator(s) to facilitate the attenuation of noise.</li> </ul> <p>In addition, all Project generator(s) shall be tested only between the hours of 7:00 a.m. and 10:00 p.m. Because no nighttime testing of generators will be allowed, compliance with the 50-dB nighttime noise threshold in the City need not be demonstrated.</p> <p>The Project applicant shall incorporate sufficient recommendations from the acoustical analysis into the building design and operations to ensure that noise sources meet applicable requirements of the noise ordinance.</p>				
<b>IMPACT BEING ADDRESSED: Generation of excessive ground-borne vibration or ground-borne noise levels. The Proposed Project would generate excessive ground-borne vibration or noise levels. (Impact NOI-2)</b>				
<p>ConnectMenlo Mitigation Measure NOISE-2a.<sup>1,2</sup> To prevent architectural damage citywide as a result of construction-generated vibration:</p> <ul style="list-style-type: none"> <li>• Prior to the issuance of a building permit for any development project requiring pile driving or blasting, the</li> </ul>	Prepare a noise and vibration analysis.	Prior to the issuance of building permits	Project Sponsor/engineer(s)	CDD

<sup>1</sup> This noise and vibration study for the Proposed Project has been prepared in accordance with ConnectMenlo Mitigation Measure NOISE-2a.  
<sup>2</sup> ConnectMenlo Mitigation Measure NOISE-2a has been modified to allow for compliance "to the extent feasible and practical," which would be subject to review and determination by the Community Development Department.



<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>project applicant/developer shall prepare a noise and vibration analysis to assess and mitigate potential noise and vibration impacts related to these activities. The maximum levels shall not exceed 0.2 in/sec, which is the level that can cause architectural damage for typical residential construction. If maximum levels would exceed the thresholds, alternative methods, such static rollers, non-explosive blasting, and pile drilling, as opposed to pile driving, shall be used to the extent feasible and practical, subject to review and determination by the Community Development Department.</p> <p>To prevent vibration-induced annoyance as a result of construction-generated vibration:</p> <ul style="list-style-type: none"> <li>• Individual projects that involve vibration-intensive construction activities, such as blasting or the use of pile drivers, jack hammers, or vibratory rollers, within 200 feet of sensitive receptors shall be evaluated for potential vibration impacts. A vibration study shall be conducted for individual projects where vibration-intensive impacts may occur. The study shall be prepared by an acoustical or vibration engineer holding a degree in engineering, physics, or an allied discipline who is able to demonstrate a minimum of 2 years of experience in preparing technical assessments regarding acoustics and/or ground-borne vibration. The study is subject to review and approval of the Community Development Department.</li> </ul> <p>Vibration impacts on nearby receptors shall not exceed the vibration annoyance levels (in inches per second), as follows:</p> <ul style="list-style-type: none"> <li>• Workshop = 0.126</li> <li>• Office = 0.063</li> <li>• Residence, daytime (7:00 a.m.–10:00 p.m.) = 0.032</li> <li>• Residence, nighttime (10:00 p.m. to 7:00 a.m.) = 0.016</li> </ul> <p>If construction-related vibration is determined to be perceptible at vibration-sensitive uses, additional</p>				



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>requirements, such as less vibration-intensive equipment or construction techniques, shall be implemented during construction (e.g., non-explosive blasting, pile drilling, as opposed to pile driving, preclusion for vibratory roller use, use of small or medium-sized bulldozers) to the extent feasible and practical. Vibration reduction measures shall be incorporated into the site development plan as a component of the Project and applicable building plans, subject to the review and approval of the Community Development Department.</p>				
<p><i>Project Mitigation Measure NOI-2.1: Vibration Control Measures for Annoyance from Daytime Pile Driving Activity.</i> During daytime hours, pile driving activity shall take place no closer than 335 feet from residential land uses, 210 feet from office or school land uses, and 130 feet from workshops or retail land uses, to the extent feasible and practical. When pile driving work must take place closer than these distances from the aforementioned land uses, reduction measures shall be incorporated to the extent feasible and practical, such as the use of alternative pile installation methods that do not require impact or vibratory pile driving. Examples of alternative pile installation methods include auger cast pressure grouted displacement (APGD) piles, stone columns, cast-in-drilled-hole (CIDH) piles, or press-in piles. These measures will be subject to review and approval of the Community Development Department.</p> <p>In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for vibration-related complaints during project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer</p>	<p>Implement vibration control measures for daytime pile driving activity and limit daytime pile driving.</p>	<p>Ongoing during daytime construction hours; documentation provided to City prior to pile driving construction activities</p>	<p>Project Sponsor/contractor(s)/Project vibration coordinator</p>	<p>CDD</p>



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.</p>				
<p><i>Project Mitigation Measure NOI-2.2: Vibration Control Measures for Annoyance from Daytime Construction Activities Excluding Pile Driving.</i> During daytime hours, construction activity involving a vibratory roller shall take place no closer than 90 feet from residential land uses, 60 feet from office or school land uses, and 35 feet from workshops or retail land uses, to the extent feasible and practical, subject to review and approval by the Community Development Department. In addition, equipment that generates vibration levels similar to a large bulldozer shall take place no closer than 50 feet from residential land uses, 35 feet from office or school land uses, and 20 feet from workshops or retail land uses, to the extent feasible and practical, subject to review and approval by the Community Development Department. Maintaining these distances between equipment and the nearest residential, school/office, or workshop land uses would ensure vibration levels would be below 0.032 PPV in/sec at the nearest residences, 0.063 PPV in/sec at the nearest school or office, and 0.126 PPV in/sec at the nearest workshop, per the requirements in ConnectMenlo Mitigation Measure NOISE-2a. When construction would require the use of these equipment types at distances closer than these to nearby sensitive uses, reduction measures shall be incorporated to the extent feasible and practical, such as the use of smaller or less vibration-intensive equipment. For example, the vibration level from a large bulldozer at 10 feet would be approximately 0.352 PPV in/sec, whereas the vibration level from a large bulldozer at the same distance would be approximately 0.012</p>	<p>Implement vibration control measures for annoyance from daytime construction activity, excluding pile driving, and limit vibratory roller use during daytime hours.</p>	<p>Ongoing during daytime construction hours; documentation provided to City prior to vibration related construction activities</p>	<p>Project Sponsor/ contractor(s)/ Project vibration coordinator</p>	<p>CDD</p>



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>PPV in/sec. The vibration level from a small bulldozer at 10 feet would be below all daytime vibration thresholds from ConnectMenlo Mitigation Measure Noise-Za. The feasibility of reduction measures shall be subject to review and determination by the Community Development Department. In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for vibration-related complaints during Project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.</p>				
<p><i>Project Mitigation Measure NOI-2.3: Vibration Control Measures for Annoyance from Nighttime Pile Installation Activity.</i> During the nighttime hours of 10:00 p.m. to 7:00 a.m., pile driving activity shall take place no closer than 540 feet from residential land uses to the extent feasible and practical. When pile installation work must take place closer than this distance to residences, alternative pile installation methods that do not require impact or vibratory pile driving shall be employed to the extent feasible and practical. Examples of alternative pile installation methods include auger cast pressure grouted displacement (APGD) piles, stone columns, cast-in-drilled-hole (CIDH) piles, or press-in piles. The feasibility of these alternative measures shall be subject to review and determination of the Community Development Department. In addition, the construction contractor shall appoint a Project vibration coordinator who will serve as the point of contact for</p>	<p>Implement vibration control measures for annoyance from nighttime pile driving and limit nighttime pile driving.</p>	<p>Ongoing during nighttime construction hours; documentation provided to City in advance of nighttime pile installation activities.</p>	<p>Project Sponsor/contractor(s)/ Project vibration coordinator</p>	<p>GDD</p>



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
vibration-related complaints during Project construction. Contact information for the Project vibration coordinator will be posted at the Project Site and on a publicly available Project website. Should complaints be received, the Project vibration coordinator shall work with the construction team to adjust activities (e.g., drilling instead of driving piles in closer proximity to certain land uses) to the extent feasible and practical to reduce vibration or to reschedule activities for a less sensitive time. The Project vibration coordinator shall notify the Community Development Department of all vibration-related complaints and actions taken to address the complaints.				
<b>IMPACT BEING ADDRESSED: Cumulative Noise Impacts. Cumulative development would result in a significant and unavoidable cumulative noise impact; thus, the Proposed Project would be a cumulatively considerable contributor to a significant cumulative noise impact. (Impact C-NOI-1)</b>				
Implement Project Mitigation Measure NOI-1.1, NOI-1.2, and NOI-1.3, and ConnectMenlo Mitigation Measure NOI-1c, above.	See above.	See above.	See above.	See above.
<b>Cultural Resources</b>				
<b>IMPACT BEING ADDRESSED: Historical Resources. The Proposed Project would cause a substantial adverse change in the significance of a historical resource, pursuant to Section 15064.5. (Impact CR-1)</b>				
Project Mitigation Measure CR-1.1. Remove, Store, and Reinstall Dumbarton Cutoff Line Tracks. The Project Sponsor shall remove the Dumbarton Cutoff Line tracks, store them during construction of the Proposed Project, and reinstall them in their historic location without irreparable damage to their character-defining historic fabric. The Project Sponsor will prepare a preservation plan specifying the practices to be employed to preserve the historical integrity of the tracks during their removal, storage, and reinstallation. These methods may include the following: using straps to lift rails rather than chains or other "metal on metal" methods, marking or numbering the track components so they can be replaced in their original sequence, and ensuring secure storage onsite or in a lay-down area. Following tunnel	Remove, store, and reinstall Dumbarton Cutoff Line tracks and implement a preservation plan to preserve the historical integrity of the tracks.	Preparation of plan prior to the issuance of demolition permits related to Willow Road Tunnel construction activities as well as storage and reinstallation of tracks during construction	Project Sponsor/contractor(s)	CDD and San Mateo County Transit District (SanTrans)



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>construction, the rail segments will be returned to their preconstruction location in Willow Road on new ballast and ties or other appropriate material for the rail crossing. The preservation plan shall be reviewed and approved by the City and SamTrans prior to the issuance of demolition permits related to construction activities within Willow Road, and the Project Sponsor will incorporate the recommended protective measures into construction specifications.</p>				
<p><b>IMPACT BEING ADDRESSED: Archaeological Resources. The Proposed Project would cause a substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5. (Impact CR-2)</b></p>				
<p>Implement Project Mitigation Measures TCR-1.1 and TCR-1.2, below (see Tribal Cultural Resources)</p>	See below.	See below.	See below.	See below.
<p>ConnectMento Mitigation Measure CULT-2a (Modified) Stop Work if Archaeological Material or Features Are Encountered during Ground-Disturbing Activities.</p> <p>If a potentially significant subsurface cultural resource is encountered during ground-disturbing activities on any parcel in the city, all construction activities within a 100-foot radius of the find shall cease until a qualified archeologist determines whether the resource requires further study. In addition, if a potentially significant subsurface cultural resource is encountered during ground-disturbing activities within the California Department of Transportation (Caltrans) right-of way, the Caltrans District 4 Office of Cultural Studies shall be immediately contacted at [510] 847-1977). All developers in the Study Area shall include a standard inadvertent discovery clause in every construction contract to inform contractors of these requirements. Any previously undiscovered resources found during construction activities shall be recorded on appropriate DPR forms and evaluated for significance in terms of CEQA criteria by a qualified archeologist in accordance with Project Mitigation Measure TCR-1.2.</p>	<p>Stop work if archaeological materials and/or cultural resources are discovered and determine whether resource requires further study.</p>	<p>Initiated after a find is made during construction, with regularly scheduled site inspections thereafter</p>	<p>Project Sponsor/qualified archaeologist approved by CDD</p>	<p>CDD</p>



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b>IMPACT BEING ADDRESSED: Human Remains. The Proposed Project could disturb human remains, including those interred outside of dedicated cemeteries. (Impact CR-3)</b>				
Implement Project Mitigation Measures TCR-1.1, TCR-1.2, TCR-2.1, and ConnectMenlo Mitigation Measure CULY-4 (Modified), below (see Tribal Cultural Resources)	See below.	See below.	See below.	See below.
<b>Biological Resources</b>				
<b>IMPACT BEING ADDRESSED: Indirect Impacts on Special-Status Species. The Proposed Project would result in substantial predation among special-status bird and mammal species that breed in the nearby brackish marshes and may forage, in the case of special-status birds, in the Project area. (Impact BIO-2)</b>				
<p><i>Project Mitigation Measure BIO-2.1: Feral Cat Management Program.</i> The Project Sponsor shall implement a feral cat management program, similar to the program developed in conjunction with the Peninsula Humane Society and the Society for the Prevention of Cruelty to Animals for the East Campus in 2013. Prior to the program being implemented, the program developer shall coordinate with local humane societies and animal service centers to identify facilities able to take cats. The program coordinator shall coordinate with facilities receiving cats to ensure that efforts are made to attempt to reunite any inadvertently trapped pet cat with its owners.</p> <p>For one week every 3 months (i.e., each quarter), three live trap cages, designed to trap domestic cats, shall be placed around the perimeter of the main Project Site in locations where feral cats are likely to prey upon native wildlife species. The traps shall be deployed and maintained by a qualified trapping professional (such as an animal management company or other trained and experienced animal or wildlife professional). The duration of traps shall be coordinated with the specified intake facility so that the facility is prepared and open to receive trapped cats.</p> <p>Each trap cage shall be monitored and maintained on a daily basis during the week when traps have been set to determine whether a cat has been caught and whether the trap has inadvertently captured a non-target species (e.g. pet cat or</p>	Implement a feral cat management program.	<p>Ongoing beginning with occupancy of the first building at a level of extensiveness commensurate with the level of development and based on reasonable data (e.g., nearby feral cat management efforts).</p> <p>Trap cages must be placed for 1 week every 3 months (i.e., each quarter) for the duration of Project operation.</p>	Project Sponsor/qualified trapping professional	CDD





<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>wildlife). Traps shall not be deployed during extreme weather (e.g., heat, cold, rain). Traps shall contain water and be at least partially covered where feasible to attempt to reduce stress of trapped animals.</p> <p>If a cat is caught, the qualified professional shall transport the trapped cat as soon as practicable to the local humane society or animal service center that accepts trapped cats. If an animal other than a feral cat is caught in one of the traps, such as a suspected pet cat (e.g. cat with a collar) or wildlife, it shall be released immediately at the trap location.</p> <p>Because there are residences within and adjacent to the Project Site and the area where the Feral Cat Management Program will take place, efforts will be taken to ensure that residences are aware of the program to avoid inadvertent trapping and removal of pet cats. Visible signage shall be installed a week in advance of trapping and shall remain installed for the duration of trapping. The signs will have contact information should residents have questions or concerns.</p>				
<p><b><i>IMPACT BEING ADDRESSED: Impacts on Riparian Habitat and Other Sensitive Natural Communities. Project demolition and construction would affect riparian habitat and other sensitive natural communities. (Impact BIO-3)</i></b></p>				
<p><i>Project Mitigation Measure BIO-3.1: Avoid and Minimize Impacts on Riparian Habitat and Other Sensitive Natural Communities. To the extent feasible, construction activities should avoid or minimize the removal of wetland vegetation or the placement of fill in the wetlands immediately north and northeast of the Project Site. If all direct impacts on wetlands (i.e., vegetation removal, loss, and fill) are avoided, Mitigation Measures BIO-3.2 and BIO-3.3 would not need to be implemented. However, if any wetland vegetation needs to be removed from the wetlands, or any fill needs to be placed in the wetlands, or post-construction conditions result in vegetation loss, Mitigation Measure BIO-3.2 (and Mitigation Measure BIO-3.3 if permanent impacts would occur) shall be implemented.</i></p>	<p>Avoid and minimize the removal of wetland vegetation or placement of fill in wetlands.</p>	<p>During construction</p>	<p>Project Sponsor/contractor(s)</p>	<p>CDD</p>



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><i>Project Mitigation Measure BIO-3.2: In-Situ Restoration of Temporary Impacts.</i> If impacts on the wetlands immediately north of the Project Site are temporary, resulting in vegetation removal or temporary fill within the wetland but no permanent fill, then the wetland area shall be restored by the Project Sponsor following construction. The herbaceous seasonal wetlands are likely to become recolonized easily without the need for seeding and planting as long as their existing hydrology and topography are restored following temporary impacts. There is some potential for the arroyo willow clumps in the isolated forested wetland to regrow from cut stumps. In such a case, the in-situ restoration shall involve simply protecting the area with exclusion fencing following construction to allow for regrowth of vegetation.</p> <p>For temporary impacts involving removed willow root masses where in-situ restoration is still an option, a more detailed restoration plan shall be developed. The mitigation shall, at a minimum, achieve no net loss of wetland acreage (i.e., jurisdictional wetlands lost to fill shall be replaced through the creation or restoration of wetland habitat of the same type as the affected habitat [either forested or herbaceous seasonal] at a minimum ratio of 1:1 on an acreage basis or as otherwise required by any state or federal permitting agencies) or ecological functions and values through the restoration and enhancement of the affected wetlands to a level equal to or greater than the baseline condition of the existing wetlands. An in-situ restoration approach could involve salvaging wetland plant material prior to construction (e.g., willow cuttings or willow clumps, in the case of the isolated forested wetland) and then replanting the material if the seasonal timing of construction is appropriate. United States Army Corps of Engineers (USACE) and/or Regional Water Quality Control Boards (RWQCB) approvals may be required to authorize temporary impacts on these features.</p>	<p>If impacts on wetlands are temporary, restore wetlands to pre-construction conditions and prepare a restoration plan, if needed.</p>	<p>Immediately following construction (if applicable)</p>	<p>Project Sponsor</p>	<p>CDD/USACE/ RWQCB</p>



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><i>Project Mitigation Measure BIO-3.3: Provide Compensatory Mitigation.</i> If any permanent fill or permanent loss of the isolated forested wetland or the herbaceous seasonal wetlands occurs, the Project Sponsor shall provide new wetland habitat of the same type (either forested or herbaceous seasonal) to offset this impact, either through the creation, enhancement, or restoration of wetlands in an appropriate location or through the purchase of mitigation credits from a USACE- or RWQCB-approved wetland mitigation bank. The purchase of such credits shall serve as full mitigation for impacts on these wetland features.<sup>3</sup> If Project-specific creation, enhancement, or restoration of wetland habitat is implemented, habitat shall be restored or created at a minimum ratio of 2:1 (compensation: impact) on an acreage basis or as otherwise required by any state or federal permitting agencies. This ratio is not higher because of the relatively low quality of the wetlands on the Project Site relative to the more extensive, less fragmented wetlands elsewhere in the region, and it is not lower because of the temporal loss of wetland functions and values that would result from the lag between impacts on the wetlands and maturation of the mitigation habitat. USACE and/or RWQCB approvals may be required to authorize permanent impacts on this feature.</p> <p>To the extent that compensatory mitigation is not provided by purchasing mitigation credits from a USACE- or RWQCB-approved wetland mitigation bank, then, if feasible, compensation shall be provided by creating, enhancing, or restoring wetland habitat so as to achieve the 2:1 ratio somewhere in San Mateo County or as otherwise required by any state or federal permitting agencies. A qualified biologist</p>	<p>If impacts on wetlands are permanent, provide new wetland habitat of the same type or purchase mitigation credits to offset any impacts on wetlands and prepare a wetland mitigation and monitoring plan, if needed.</p>	<p>Immediately following construction (if applicable)</p>	<p>Project Sponsor/qualified biologist</p>	<p>CDD/USACE/RWQCB</p>

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



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>shall develop a wetland mitigation and monitoring plan that describes the mitigation, including the following components (or as otherwise modified by regulatory agency permitting conditions):</p> <ul style="list-style-type: none"> <li>• Summary of habitat impacts and proposed mitigation ratios;</li> <li>• Goal of the restoration to achieve no net loss of habitat functions and values;</li> <li>• Location of mitigation site(s) and description of existing site conditions;</li> <li>• Mitigation design;                             <ul style="list-style-type: none"> <li>○ Existing and proposed site hydrology;</li> <li>○ Grading plan, if appropriate, including bank stabilization or other site stabilization features;</li> <li>○ Soil amendments and other site preparation elements, as appropriate; Planting plan;</li> <li>○ Irrigation and maintenance plan;</li> <li>○ Remedial measures and adaptive management; and</li> </ul> </li> <li>• Monitoring plan, including final and performance criteria, monitoring methods, data analysis, reporting requirements, and monitoring schedule. Success criteria shall include quantifiable measurements of wetland vegetation type (e.g., dominance by natives), the appropriate extent for the restoration location, and the provision of ecological functions and values equal to or exceeding those in the affected wetland habitat. At a minimum, success criteria shall include following:                             <ul style="list-style-type: none"> <li>○ At Year 5 post-mitigation, at least 75 percent of the mitigation site shall be dominated by native hydrophytic vegetation.</li> </ul> </li> </ul> <p>The wetland mitigation and monitoring plan must be approved by the City and other applicable agencies prior to the wetland impacts and must be implemented within 1 year</p>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
after the discharge of fill into wetland features. Alternately, offsite mitigation could be provided through the purchase of mitigation credits at an agency-approved mitigation bank, as noted above.				
<b>IMPACT BEING ADDRESSED: Impacts on State and/or Federally Protected Wetlands. Project demolition and construction could affect state and/or federally protected wetlands. (Impact BIO-4)</b>				
Implement Mitigation Measures BIO-3.1, BIO-3.2, and BIO-3.3, above.	See above.	See above.	See above.	See above.
<b>IMPACT BEING ADDRESSED: Impacts on Wildlife Movement and Native Wildlife Nursery Sites. The removal of buildings, trees, shrubs, or woody vegetation and the construction of new buildings and installation of lighting could affect native migratory birds. (Impact BIO-5)</b>				
<p><i>Project Mitigation Measure BIO-5.1: Avoidance and Pre-construction Surveys for Nesting Migratory Birds.</i> The Project Sponsor shall implement the following measures to reduce impacts on nesting migratory birds:</p> <ul style="list-style-type: none"> <li>To the extent feasible, construction activities shall be scheduled to avoid the nesting season. If construction activities are scheduled to take place outside the nesting season, all impacts on nesting birds protected under the MBTA and California Fish and Game Code will be avoided. The nesting season for most birds in San Mateo County extends from February 1 through August 31.</li> <li>If it is not possible to schedule construction activities between September 1 and January 31, then preconstruction surveys for nesting birds shall be conducted by a qualified ornithologist to ensure that no nests of migratory birds will be disturbed during Project implementation. Surveys shall be conducted no more than 7 days prior to the initiation of construction activities for each construction phase. During this survey, the ornithologist shall inspect all trees and other potential nesting habitats (e.g., trees, shrubs, California annual grasslands, buildings) in and immediately adjacent to the impact areas for migratory bird nests.</li> </ul>	<p>Avoid construction during the nesting season from February 1 through August 31; if not feasible, conduct pre-construction surveys for birds and potential nesting habitat.</p> <p>Establish a construction-free buffer zone if an active nest is found.</p>	<p>Ongoing during construction.</p> <p>In the event construction activities are initiated between February 1 through August 31, preconstruction nesting surveys of potential nesting habitat onsite shall be conducted no earlier than 7 days prior to start of construction activities for each applicable construction phase.</p>	Project Sponsor/qualified ornithologist	CDD



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<ul style="list-style-type: none"> <li>If an active nest is found within trees or other potential nesting habitats that would be disturbed by construction activities, a construction-free buffer zone (typically 300 feet for raptors and 100 feet for other species) will be established around the nest to ensure that species that are protected under the MBTA and California Fish and Game Code will not be disturbed during Project implementation. The ornithologist shall determine the extent of the buffer.</li> <li>If construction activities will not be initiated until after the start of the nesting season, all potential nesting substrates (e.g., bushes, trees, grasses, and other vegetation) that are scheduled to be removed by the Proposed Project may be removed prior to the start of the nesting season (i.e., prior to February 1). This would preclude the initiation of nests in this vegetation and prevent any potential delay for the Proposed Project because of the presence of active nests in these substrates.</li> </ul>				
<p><i>Project Mitigation Measure BIO-5.2: Atrium Bird-safe Design Requirements. The Project Sponsor shall implement the following measures to reduce impacts on migratory birds due to construction of the atrium:</i></p> <ul style="list-style-type: none"> <li>The Project Sponsor shall treat 100 percent of the glazing on the dome-shaped portions of the atrium's façades (i.e., all areas of the north façade and all areas of the south façade above the Elevated Park) with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor of 15 or less.<sup>4</sup> Because a Threat Factor is a nonlinear index, its value is not</li> </ul>	<p>Implement bird-safe design standards for the proposed atrium.</p> <p>Monitor and survey bird collisions.</p> <p>Implement modifications to</p>	<p>Design standards for atrium prior to issuance of the building permit for the building shell and for the duration of use at the building</p>	<p>Project Sponsor/ architect/ qualified biologist</p>	<p>CDD</p>

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



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>equivalent to the percent reduction in collisions that a glazing product provides. However, products with lower Threat Factors result in fewer bird collisions.</p> <ul style="list-style-type: none"> <li>The Project Sponsor shall treat 100 percent of the glazing on the atrium’s east and west façades with a bird-safe glazing treatment to reduce the frequency of collisions. This glazing shall have a Threat Factor of 15 or less.</li> <li>Interior trees and woody shrubs shall be set back from the atrium’s east, west, and non-sloped (i.e., vertical/perpendicular to the ground) portions of the south façades by at least 50 feet to reduce the potential for collisions with these facades due to the visibility of interior trees. This 50-foot distance is greater than the distance used in the project design for the north and sloped portions of the south facades (e.g., 20-25 feet for the north façade) due to the vertical nature of the east, west, and non-sloped portion of the south façades, as opposed to the articulated nature of the north and sloped portions of the south façades (which is expected to reduce the visibility of internal vegetation to some extent), as well as the direct line-of-sight views between interior and exterior vegetation through the east, west, and non-sloped portions of the south façades compared to the north façade (where internal vegetation is elevated above exterior vegetation). Interior trees and shrubs that are not visible through the east, west, and south façades may be planted closer than 50 feet to glass façades.</li> <li>Because the glass production process can result in substantial variations in the effectiveness of bird-safe glazing, a qualified biologist will review physical samples of all glazing to be used on the atrium to confirm that the bird-safe frit will be visible to birds under various lighting conditions and expected to be effective.</li> </ul>	<p>the atrium to reduce collisions if a hot spot is identified.</p>	<p>Survey bird collisions for a minimum of 2 years following construction.</p>		



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<ul style="list-style-type: none"> <li>The Project Sponsor shall monitor bird collisions around the atrium for a minimum of 2 years following construction to identify any collision "hot spots" (i.e., areas where collisions occur repeatedly). A monitoring plan for the atrium shall be developed by a qualified biologist and shall include focused surveys for bird collisions from late April through May (spring migration), September through October (fall migration), and mid-November through mid-January (winter) to maximize the possibility of detecting bird collisions that might occur. Surveys of the atrium shall be conducted daily for 3 weeks during each of these periods (i.e., 21 consecutive days during each season, for a total of 63 surveys per year). In addition, for the 2-year monitoring period, surveys of the atrium shall be conducted the day following nighttime events during which temporary lighting exceed would typical levels (i.e., levels specified in the International Dark-Sky Association's defined lighting zone, LZ-2 [Moderate Ambient], from dusk until 10:00 p.m., or 30 percent below these levels from 10:00 p.m. to midnight). The applicant can assign responsibility for tracking events and notifying the biologist when a survey is needed to a designated individual who is involved in the planning and scheduling of atrium events. The timing of the 63 seasonal surveys (e.g., morning or afternoon) shall vary on the different days to the extent feasible; surveys conducted specifically to follow nighttime events shall be conducted in the early morning.</li> <li>At a frequency of no less than every 6 months, a qualified biologist shall review the bird collision data for the atrium in consultation with the City to determine whether any potential hot spots are present (i.e., if collisions have occurred repeatedly at the same location). A "potential hot spot" is defined as a cluster of three or more collisions that</li> </ul>				





<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>occur within one of the 3-week monitoring periods described above at a given location on the atrium. The "location" shall be identified by the qualified biologist as makes sense for the observed collision pattern, and may consist of a single pane of glass, an area of glass adjacent to a landscape tree or light fixture, the 8,990-square-foot vertical façade beneath the Elevated Park, the façade adjacent to the vegetation at the Elevated Park, the atrium's east façade, the atrium's west façade, or another defined area where the collision pattern is observed. "Location" shall be defined based on observations of (1) collision patterns and (2) the architectural, lighting, and/or landscape features that contributed to the collisions and not arbitrarily determined (e.g., by assigning random grids). If any such potential hot spots are found, the qualified biologist shall provide an opinion as to whether the potential hot spots will affect bird populations over the long term to the point that additional measures (e.g., light adjustments, planting of vegetation) will be needed to reduce the frequency of bird strikes at the hot spot location in order to reduce impacts to a less-than-significant level under CEQA (i.e., whether it constitutes an actual "hotspot"). This determination shall be based on the number of birds and the species of birds that collide with the atrium over the monitoring period. In addition, a "hotspot" is automatically defined if a cluster of five or more collisions are identified at a given "location" on the atrium within one of the three-week monitoring periods described above. If a hotspot is identified, additional measures will be implemented at the potential hotspot location at the atrium; these may include one or more of the following options in the area of the hotspot depending on the cause of the collisions:</p>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<ul style="list-style-type: none"> <li>○ Adding a visible bird-safe frit pattern, netting, exterior screens, art, printed sheets, interior shades, grilles, shutters, exterior shades, or other features to untreated glazing (i.e., on the façade below the Elevated Park) to help birds recognize the façade as a solid structure.</li> <li>○ Installing interior or exterior blinds on buildings within the atrium to prevent light from spilling outward through glazed façades at night.</li> <li>○ Reducing lighting by dimming fixtures, redirecting fixtures, turning lights off, and/or adjusting the programmed timing for dimming/shutoff.</li> <li>○ Replacing certain light fixtures with new fixtures to increase shielding or redirect lighting.</li> <li>○ Adjusting or reducing lighting during events.</li> <li>○ Adjusting the timing of events to reduce the frequency during certain times of year (e.g., spring and/or fall migration) when relatively high numbers of collisions occur.</li> <li>○ Adjusting landscape vegetation by removing, trimming, or relocating trees or other plants (e.g., moving them farther from glass) or blocking birds' views of vegetation through glazing (e.g., using a screen or other opaque feature).</li> <li>● If modifications to the atrium are implemented to reduce collisions at a hot spot, 1 year of subsequent focused monitoring of the hot-spot location shall be performed to confirm that the modifications effectively reduced bird collisions to a less-than-significant level under CEQA. In the event that a hot-spot is detected at a time when there is less than one year remaining of the initial 2-year monitoring period, then this one year of subsequent monitoring of that hot-spot would extend beyond the 2-year monitoring period described above.</li> </ul>				



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><i>Project Mitigation Measure BIO-5.3: Lighting Design Requirements.</i> The Project Sponsor shall prepare a lighting design plan that incorporates and implements the following measures to reduce lighting impacts on migratory birds. Prior to implementation of the lighting design plan, a qualified biologist shall review the final lighting design plan to confirm that the required measures are incorporated:</p> <ul style="list-style-type: none"> <li>• To the maximum extent feasible, up-lighting (i.e., lighting that projects upward above the fixture) shall be avoided in the Project design. All lighting shall be fully shielded to prevent illumination from shining upward above the fixture. If up-lighting cannot be avoided in the Project design, up-lights shall be shielded and/or directed such that no luminance projects above/beyond the objects at which they are directed (e.g., trees and buildings) and no light shines directly into the eyes of a bird flying above the object. If the objects themselves can be used to shield the lights from the sky beyond, no substantial adverse effects on migrating birds are anticipated.</li> <li>• All lighting shall be fully shielded to prevent it from shining outward and toward Bay habitats to the north. No light trespass shall be permitted more than 80 feet beyond the Project Site's northern property line (i.e., beyond the Dumbarton Rail Corridor).</li> <li>• With respect to exterior lighting in the northern portion of the Project Site (i.e., areas north of Main Street and Office Buildings 03 and 05 surrounding the hotel, Town Square retail pavilion, Office Building 04, event building, and North Garage), and with respect to interior portions of the atrium, exterior lighting shall be minimized (i.e., outdoor lumens shall be reduced by at least 30 percent, consistent with recommendations from the International Dark-Sky Association [2011]) from 10:00 p.m. until sunrise, except as needed for safety and compliance with Menlo Park</li> </ul>	<p>Implement lighting design measures to reduce lighting impacts on migratory birds.</p>	<p>Prior to issuance of building permit</p> <p>Ongoing during operation of Project</p>	<p>Project Sponsor/ architect</p>	<p>CDD/qualified biologist</p>



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><b>Municipal Code.</b> With respect to Office Buildings 01, 02, 03, 05, and 06, South Garage, and the residential/mixed-use buildings, exterior lighting shall be minimized (i.e., total outdoor lighting lumens shall be reduced by at least 30 percent or extinguished, consistent with recommendations from the International Dark-Sky Association [2011]) from midnight until sunrise, except as needed for safety and City code compliance.</p> <ul style="list-style-type: none"> <li>• Temporary lighting that exceeds minimal site lighting requirements may be used for nighttime social events. This lighting shall be switched off no later than midnight. No exterior up-lighting (i.e., lighting that projects upward above the fixture, including spotlights) shall be used during events.</li> <li>• Lights shall be shielded and directed so as not to spill outward from the elevator/stair towers and into adjacent areas.</li> <li>• Interior or exterior blinds shall be programmed to close on north-facing windows of buildings within the atrium from 10:00 p.m. to sunrise to prevent light from spilling outward.</li> <li>• Accent lighting within the atrium shall not be used to illuminate trees or vegetation. Alternatively, the applicant shall provide documentation to the satisfaction of a qualified biologist that the illumination of vegetation and/or structures within the atrium by accent lighting and/or up-lighting will not make these features more conspicuous to the human eye from any elevation outside the atrium compared to ambient conditions within the atrium. The biologist shall submit a report to the City following completion of the lighting design, documenting compliance with this requirement.</li> </ul>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b>IMPACT BEING ADDRESSED: Impact BIO-6: Conflicts with Any Local Policies or Ordinances that Protect Biological Resources. The Project would result in conflicts with the Menlo Park Municipal Code. (Impact BIO-6)</b>				
Implement Mitigation Measures BIO-2.1, BIO-3.1 through BIO-3.3, and BIO-5.2, above.	See above.	See above.	See above.	See above.
<b>Geology and Soils</b>				
<b>IMPACT BEING ADDRESSED: Paleontological Resources. The Proposed Project could destroy a unique paleontological resource or site. (Impact GS-5)</b>				
<i>ConnectMenlo Mitigation Measure CULT-3: Conduct Protocol and Procedures for Encountering Paleontological Resources. In the event that fossils or fossil-bearing deposits are discovered during ground-disturbing activities anywhere in the City, excavations within a 50-foot radius of the find shall be temporarily halted or diverted. Ground disturbance work shall cease until a City-approved, qualified paleontologist determines whether the resource requires further study. The paleontologist shall document the discovery as needed (in accordance with Society of Vertebrate Paleontology standards [Society of Vertebrate Paleontology 1995]), evaluate the potential resource, and assess the significance of the find under the criteria set forth in CEQA Guidelines Section 15064.5. The paleontologist shall notify the appropriate agencies to determine the procedures that would be followed before construction activities would be allowed to resume at the location of the find. If avoidance is not feasible, the paleontologist shall prepare an excavation plan for mitigating the effect of construction activities on the discovery. The excavation plan shall be submitted to the City of Menlo Park for review and approval prior to implementation, and all construction activity shall adhere to the recommendations in the excavation plan.</i>	Conduct protocol and procedures for encountering paleontological resources.	During construction, in the event that fossils or fossil-bearing deposits are discovered	Project Sponsor/qualified paleontologist approved by CDD	CDD
<i>Project Mitigation Measure PALEO-1: Conduct Worker Awareness Training. Before the start of any excavation or grading activities, the construction contractor will retain a qualified paleontologist, as defined by the SVP, who is experienced in teaching non-specialists. The qualified</i>	Conduct worker awareness training.	Prior to any excavation or grading activities	Project Sponsor/contractor(s)/qualified paleontologist	CDD



<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>paleontologist will train all construction personnel who are involved with earthmoving activities, including the site superintendent, regarding the possibility of encountering fossils, the appearance and types of fossils that are likely to be seen during construction, and proper notification procedures should fossils be encountered. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who will evaluate the significance.</p> <p>The qualified paleontologist will also make periodic visits during earthmoving in high sensitivity sites to verify that workers are following the established procedures.</p>				
<p><b>IMPACT BEING ADDRESSED: Cumulative Geology and Soil Impacts. Cumulative development would result in a less than significant cumulative impact to geology, soils, and seismicity, and thus the Proposed Project would not be a cumulatively considerable contributor to any significant cumulative impact to geology, soils, and seismicity. Cumulative development would result in a less-than-significant cumulative impact with mitigation to paleontological resources and the Proposed Project would not be a cumulatively considerable contributor to any significant cumulative impact. (Impact C-GS-1)</b></p>				
Implement ConnectMenlo Mitigation Measure CULT-3, above.	See above.	See above.	See above.	See above.
<b>Hydrology</b>				
<p><b>IMPACT BEING ADDRESSED: Water Quality. The Proposed Project could violate any water quality standards or waste discharge requirements or otherwise substantially degrade surface water or groundwater quality. (Impact HY-1)</b></p>				
<p>Project Mitigation Measure HY-1.1: Implement Construction Dewatering Treatment (if necessary). If dewatering is needed to complete the Proposed Project, and if water from dewatering is discharged to a storm drain or surface water body, dewatering treatment may be necessary if groundwater exceeding water quality standards is encountered during excavation. Because there is potential for groundwater to be contaminated with VOCs or fuel products at the Project Site, the Project Sponsor would be required to comply with the San Francisco Bay Regional Water Board's VOC and Fuel General Permit (Order No. R2-2018-0050) if groundwater exceeding water quality standards is encountered.</p>	Implement construction dewatering treatment if groundwater is encountered.	During construction (if necessary)	Project Sponsor/contractor(s)	CDD



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>If dewatering requires discharges to the storm drain system or other water bodies, the water shall be pumped to a tank and tested using grab samples and sent to a certified laboratory for analysis. If it is found that the water does not meet water quality standards, it shall be treated as necessary prior to discharge so that all applicable water quality objectives (as noted in Table 3.1.1-2) are met or it shall be hauled offsite instead for treatment and disposed of at an appropriate waste treatment facility that is permitted to receive such water. The water treatment methods selected shall remove contaminants in the groundwater to meet discharge permit requirements while achieving local and state requirements, subject to approval by the San Francisco Bay Regional Water Board. Methods may include retaining dewatering effluent until particulate matter has settled before discharging it or using infiltration areas, filtration techniques, or other means. The contractor shall perform routine inspections of the construction area to verify that water quality control measures are properly implemented and maintained, observe the water (i.e., check for discoloration or an oily sheen), and perform other sampling and reporting activities prior to discharge. The final selection of water quality control measures shall be submitted in a report to the San Francisco Bay Regional Water Board for approval prior to construction. If the results from the groundwater laboratory do not meet water quality standards and the identified water treatment measures cannot ensure that treatment meets all standards for receiving water quality, then the water shall be hauled offsite instead for treatment and disposal at an appropriate waste treatment facility that is permitted to receive such water.</p>				
<p><b>IMPACT BEING ADDRESSED: Conflict or Obstruct a Water Resource Management Plan. The Proposed Project could conflict with or obstruct implementation of a water quality control plan or sustainable groundwater management plan. (Impact HY-5)</b></p>				
Implement Project Mitigation Measure HY-1.1, above.	See above.	See above.	See above.	See above.
<b>Hazards and Hazardous Materials</b>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<b>IMPACT BEING ADDRESSED: Upset and Accident Conditions Involving Hazardous Materials. The Proposed Project could create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment. (Impact HAZ-2)</b>				
<p><i>ConnectMenlo Mitigation Measure HAZ-4a: Environmental Site Management Plan.</i> Construction of any site in the City with known contamination shall be conducted under a Project-specific Environmental Site Management Plan (ESMP) prepared in consultation with the Regional Water Quality Control Board (RWQCB) or the Department of Toxic Substances Control (DTSC), as appropriate. The purpose of the ESMP is to protect construction workers, the general public, the environment, and future site occupants from subsurface hazardous materials previously identified at the site and address the possibility of encountering unknown contamination or hazards in the subsurface. The ESMP shall summarize soil and groundwater analytical data collected on the site during past investigations; identify management options for excavated soil and groundwater, if contaminated media are encountered during deep excavations; and identify monitoring, irrigation, or wells that require proper abandonment in compliance with local, state, and federal laws, policies, and regulations.</p> <p>The ESMP shall include measures for identifying, testing, and managing soil and groundwater suspected of or known to contain hazardous materials. The ESMP shall 1) provide procedures for evaluating, handling, storing, testing, and disposing of soil and groundwater during excavation and dewatering activities, respectively; 2) describe required worker health and safety provisions for all workers who could be exposed to hazardous materials, in accordance with state and federal worker safety regulations; and 3) designate the personnel responsible for implementation of the ESMP.</p>	Prepare an Environmental Site Management Plan.	During the building permit and site development review process and prior to permit issuance	Project Sponsor/ personnel designated in the ESMP	DTSC/ CDD





WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<i>Project Mitigation Measure HAZ-2.1: Phase I Environmental Site Assessment for the Willow Road Tunnel under Dumbarton Rail Corridor and Willow Road. For the offsite improvement in the area where the Willow Road Tunnel passes under the Dumbarton Rail Corridor and Willow Road, a Phase I ESA shall be performed by a licensed environmental professional. The Phase I ESA shall identify RECs at the site and indicate whether a Phase II ESA is required in order to evaluate contamination at the site.</i>	Perform/obtain a Phase I Site Assessment for the Willow Road Tunnel.	Prior to construction of the Willow Road Tunnel	Project Sponsor/ licensed environmental professional	CDD
<b>IMPACT BEING ADDRESSED: Exposure to Schools. The Proposed Project would not emit hazardous emissions or involve handling hazardous or acutely hazardous materials, substances, or waste within 0.25 mile of an existing or proposed school. (Impact HAZ-3)</b>				
Implement Project Mitigation Measure HAZ-2.1 and ConnectMenlo Mitigation Measure HAZ-4a, above.	See above.	See above.	See above.	See above.
<b>IMPACT BEING ADDRESSED: Cumulative Hazards and Hazardous Materials Impacts. Cumulative development would not result in a significant cumulative impact from hazards and hazardous materials, and the Proposed Project would not be a cumulatively considerable contributor to such a cumulative impact. (Impact C-HAZ-1)</b>				
Implement ConnectMenlo Mitigation Measure HAZ-4a, above.	See above.	See above.	See above.	See above.
<b>Tribal Cultural Resources</b>				
<b>IMPACT BEING ADDRESSED: Tribal Cultural Resources. The Proposed Project could cause a substantial adverse change in the significance of a tribal cultural resource, as defined in PRC Section 21074. (Impact TCR-1)</b>				
<i>Project Mitigation Measure TCR-1.1: Avoidance and Mitigation of Impacts</i> <b>Plan Check</b> Prior to issuance of grading permits, the Project Sponsor shall ensure and the City shall verify that the applicable grading plans that require ground-disturbing excavation clearly indicate: <ul style="list-style-type: none"> <li>That there is potential for exposing buried cultural resources, including tribal cultural resources ("TCRs") and Native American burials; and</li> <li>That excavations associated with soil remediation, removal of below grade utilities, and initial mass</li> </ul>	Preservation in place of known tribal cultural resources through plan check and measures for the Core, Perimeter, High Sensitivity Area, and existing known reburials.	Prior to the issuance of grading permits (plan check and field manual)  During construction (implement design measures and preservation)	Project Sponsor/ contractor(s)	CDD



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>grading at the main Project Site and all ground disturbing activities within the Core and Perimeter (including the High Sensitivity Area) require the presence of an archaeological monitor and tribal monitor in accordance with the Archaeological and Tribal Cultural Resources Monitoring and Treatment Protocol and Plan ("ATMTPP"), as defined in Mitigation Measure TCR-1.2; and</p> <ul style="list-style-type: none"> <li>That all ground disturbing activities require compliance with the ATMTPP.</li> </ul> <p>All archaeological site information supplied to the contractor shall be considered and marked confidential. Any no-disturbance zones shall be labelled as environmentally sensitive areas.</p> <p>Prior to issuance of grading permits for the Project, the Project Sponsor and City shall, with input from the tribes that engaged in consultation with the City on the Proposed Project pursuant to Assembly Bill 52 ("Consulting Tribes"), develop a non-confidential field manual summarizing the approved TCR mitigation measures and the approved ATMTPP requirements. This list shall be provided to all relevant personnel implementing TCR mitigation measures. Archeological and tribal monitors shall be invited to attend all tailgate safety meetings at which safety concerns and other pertinent information regarding current construction activities are presented.</p> <p><b>Measures for the Core</b></p> <p>The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the Core as detailed below.</p> <ul style="list-style-type: none"> <li>Ground disturbance into the existing culturally affected soil of the Core is prohibited. The following performance standards for capping, minimizing</li> </ul>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>construction loading, and preservation in place of the Core shall apply.</p> <p><b>Capping of Core</b></p> <ul style="list-style-type: none"> <li>The Project Sponsor shall install a culturally sterile engineered cap of four to seven feet to cover the cultural deposits within the Core and preserve the Core in place. Tribal and archaeological monitoring shall be required during the installation of the fill cap on the Core.</li> <li>Onsite soil material is suitable as fill material provided that it is processed to remove concentrations of organic material, debris, and particles greater than six inches in maximum dimension; oversized particles shall either be removed from the fill or broken down to meet the requirement. Imported fill material shall meet the above requirements and have a plasticity index of less than 20. Material used for engineered fill shall not contain or introduce contaminants in excess of applicable Department of Toxic Substances Control ("DTSC") Environmental Screening Levels ("ESLs"). Any TCR materials within the soil matrix that are identified as TCRs by a tribal monitor shall be treated in accordance with the ATMTTP and shall not be broken down or used in fill.</li> <li>Construction activities shall be conducted in a manner that protects against penetration of the culturally affected soil within the Core and reduces the potential for disturbance from concentrated surface loads. The following measures shall be implemented within the Core during fill placement and any subsequent construction to reduce potential impacts on subsurface archaeological and cultural materials.                         <ul style="list-style-type: none"> <li>An elevation contour plan shall be created to guide the surface preparation necessary to place the fill cap</li> </ul> </li> </ul>				



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>within the Core boundaries. The plan shall show the top of the culturally affected soil elevation to establish a six-inch-thick protection layer above the culturally affected soil layer, below which soil excavation or penetration shall not be permitted.</p> <ul style="list-style-type: none"> <li>○ Tree root balls from trees removed within the Core boundary that have roots extending within an area 24 inches from the culturally affected soil layer shall be left in place. Stumps may be ground flat with the existing grade.</li> <li>○ Clearing of surface vegetation within the Core boundary shall be performed through hand grubbing.</li> <li>○ Ground surface preparation prior to fill placement within the Core boundary shall use relatively light equipment (3,000 to 5,000 pounds), such as a walk-behind roller, to densify the six-inch-thick protection material. The use of relatively light equipment reduces potential for densification below the buffer zone.</li> <li>○ A layer of geogrid reinforcement shall be placed over the prepared ground surface within the Core boundary. Geogrid shall consist of a triaxial grid (e.g., TX140 or approved equivalent). A second layer of geogrid shall be placed to reinforce the engineered fill approximately 24 inches above the base geogrid layer. Geogrid shall be installed in accordance with the manufacturer's specifications. After placement of the geogrid, there shall be no soil disturbance in the Core below the top layer of geogrid.</li> <li>○ Once the six-inch-thick protection layer has been prepared and the base reinforcement grid placed within the Core boundary, engineered fill may be placed in eight-inch lifts and compacted using a single-drum ride-on sheepsfoot roller. The roller shall not be parked or left stationary on the Core</li> </ul>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>overnight. If yielding subgrade is encountered in the base protection layer, the geotechnical consultant may recommend placement of additional layers of reinforcement within the engineered fill. This determination will be based on field observations during preparation of the ground surface.</p> <ul style="list-style-type: none"> <li>o To protect the culturally affected soil in the Core, construction and other transitory vehicle traffic (with the exception of the equipment necessary to place and compact the engineered fill) shall not be permitted over the Core until after engineered fill placement is complete to provide a buffer between mound material and concentrated vehicle loads. Once fill placement is complete, the culturally affected soil will be protected, but construction vehicles and construction equipment directly on the Core nonetheless shall continue to be limited to the minimum number necessary to complete construction of the Proposed Project. Vehicles shall not be left stationary or parked on the Core overnight. The contractor shall ensure that vehicles and equipment will not leak fuel or other liquids when operating on the Core. Leaking vehicles and equipment shall be promptly removed from the Core area and repaired before use is resumed on the Core.</li> </ul> <p><i>Temporary Construction Loading at Core</i></p> <p>The following measures shall be implemented within the Core during scaffold erection to reduce potential impacts on subsurface cultural materials:</p> <ul style="list-style-type: none"> <li>• Scaffolds placed on the Core shall be installed no earlier than three months after the engineered fill placement related to sea-level rise.</li> </ul>				



<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<ul style="list-style-type: none"> <li>• Scaffolds shall use 16-foot square bases on top of the engineered fill cap. Minor leveling of the fill cap shall be allowed at each scaffold installation, but excavation or other penetrations into the fill surface shall not be permitted except for equipment or the temporary auxiliary structures needed to install the atrium frame and associated glass. There shall be no soil disturbance in the Core below the top layer of geogrid.</li> <li>• Scaffolds shall be removed promptly after installation and inspection of the framework and glass within the atrium to remove pressure from the engineered fill over the Core.</li> </ul> <p><i>Post-Construction Preservation in Place at the Core</i></p> <ul style="list-style-type: none"> <li>• Post-construction, there shall be no soil disturbance in the Core below the top layer of geogrid. Any surface structural elements, irrigation, utilities, and infrastructure shall be located only upon/within the engineered fill and shall not penetrate the top layer of geogrid.</li> <li>• The Project Sponsor shall comply with Mitigation Measure TCR-1.3, <i>Post-Construction Preservation in Place</i>.</li> </ul> <p><b><u>Measures for the Perimeter</u></b></p> <p>The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the Perimeter Area as follows:</p> <ul style="list-style-type: none"> <li>• The Project Sponsor shall install a culturally sterile engineered cap of four to seven feet to cover the cultural deposits within the Perimeter.</li> <li>• Excavation through the cap shall follow the procedures in <i>Mitigation Measure TCR-1.2</i>.</li> <li>• Tribal monitoring shall be required during all ground disturbing site work in the Perimeter; provided that, once culturally affected soil has been removed, stockpiled, and treated in accordance with the ATMTPP, no additional tribal monitoring of ground disturbance is required in the area where such soil was removed.</li> </ul>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><b>Measures for the High Sensitivity Area</b></p> <p>The Project Sponsor shall avoid or mitigate ground-disturbing excavation in the High Sensitivity Area as follows:</p> <ul style="list-style-type: none"> <li>For portions of the High Sensitivity Area located within the Core, the Project Sponsor shall comply with the mitigation measures for the Core identified above, including but not limited to the tribal monitoring provisions.</li> <li>For portions of the High Sensitivity Area located within the Perimeter, the Project Sponsor shall comply with the mitigation measures for the Perimeter identified above, including but not limited to the tribal monitoring provisions.</li> </ul> <p><b>Measures for Existing Known Reburials</b></p> <ul style="list-style-type: none"> <li>Existing known reburials shall be preserved in place.</li> <li>Existing known reburials will be protected by a layer of geogrid prior to the placement of engineered fill.</li> <li>Tribal monitoring in the vicinity of existing known reburials shall be required in accordance with the ATMTPP.</li> </ul>				
<p><i>Project Mitigation Measure TCR-1.2: Archaeological and Tribal Cultural Resource Monitoring and Treatment Protocol and Plan.</i></p> <p>The Project Sponsor and archaeological consultant, in consultation with the Consulting Tribes, shall develop an Archaeological and Tribal Cultural Resource Monitoring and Treatment Protocol and Plan ("ATMTPP") to guide archaeological and tribal cultural resource monitoring of ground-disturbing site work and provide for appropriate treatment of any archeological materials and tribal cultural resources exposed during construction, as described below. The ATMTPP will apply to the entire Project Site and all off-site Project improvements. In addition, specific protocols that pertain to the Core, Perimeter, and High Sensitivity Area will</p>	Develop an ATMTPP to guide archaeological and tribal monitoring.	Prior to issuance of the first grading permit and any physical ground-disturbing activity	Project Sponsor/ approved archaeological consultant/ consulting tribe(s)	CDD



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>be distinguished from general unanticipated discovery response procedures that apply in other areas. Tribal monitoring refers to the controlled observation and regulation of construction operations on or in the vicinity of a known or potentially significant tribal cultural resource to avoid, preserve in place, or mitigate impacts on the resource. The ATMTTP shall be developed in consultation with the Consulting Tribes and submitted to the City for review and approval prior to issuance of the first grading permit and any physical ground disturbing site work being allowed on the Project Site or for off-site Project improvements. The ATMTTP shall include, at a minimum:</p> <ul style="list-style-type: none"> <li>• Background information and context data on the Project Site, archeological resources, and tribal cultural resources.</li> <li>• Tribal monitoring requirements, including worker awareness training as specified below; a discussion of specific locations and the intensity of the monitoring effort for areas with potential for the discovery of archeological and tribal cultural materials; and anticipated personnel, including retention of California Native American tribal representative(s) from Consulting Tribes.</li> <li>• A requirement that tribal monitors from each Consulting Tribe be afforded the opportunity to be present at each location of ground disturbing site work that requires tribal monitoring pursuant to the Project mitigation measures and the ATMTTP, for the duration of such work, unless a Consulting Tribe agrees in writing that tribal monitoring is not needed by that tribe in that instance, or unless a Consulting Tribe fails to provide a monitor at the scheduled time, provided that adequate notice of the schedule was provided and documented.</li> <li>• Specific parameters for tribal monitoring, including the number of monitors from each Consulting Tribe based on number of simultaneous excavation locations, activities</li> </ul>				





<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p>subject to monitoring (consisting of all excavations associated with soil remediation, removal of below grade utilities, and initial mass grading at the main Project Site and all ground disturbing activities within the Core), and activities not subject to monitoring (including all grading outside the Core subsequent to initial mass grading in areas that have been monitored by the Consulting Tribes and found to no longer contain tribal cultural resources, all foundation and building demolition, and all above ground or vertical build construction).</p> <ul style="list-style-type: none"> <li>• Identification of a tribal monitoring coordinator, whose responsibility is to ensure that communication between the construction team and monitors is clear, that schedules for monitoring are conveyed, and that monitoring tribes have a single point of contact, prior to the commencement of ground disturbing activities.</li> <li>• Protocols for discoveries during construction, consistent with modified ConnectMenlo EIR Mitigation Measure CULT-2a (see Section 3.8, Cultural Resources), including a requirement that any DPR forms required pursuant to ConnectMenlo EIR Mitigation Measure CULT-2a to be submitted to the Northwest Information Center to document a find of TCR, cultural resources, historical resources, or archaeological resources shall be completed and submitted no later than 120 days after completion of the Project.</li> <li>• Prehistoric era research design, including sampling level, study method documentation, and provisions, such as staffing and scheduling, for bringing the proposed research to fruition.</li> <li>• Detailed procedures regarding how to address significant discoveries made during construction, including a discussion of field and artifact analysis methods to be used.</li> </ul>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<ul style="list-style-type: none"> <li>• Treatment of Native American human remains consistent with state law and recommendations of the NAHC-appointed Most Likely Descendant (“MLD”) and Modified ConnectMenlo EIR Mitigation Measure CULT-4.</li> <li>• Laboratory methods, including artifact cataloging and special analyses.</li> <li>• Thresholds for decision making if there is a conflict among tribal or archeological monitors regarding the identification or treatment of TCRs. Specifically, if there is a conflict between the archeological monitor and the tribal monitors, deference shall be given to the preferences of the tribal monitors, subject to applicable law in the event of the discovery of Native American human remains, provided that those preferences do not require Project redesign or result in unreasonable construction delay. If there is a conflict among the tribal monitors, the soil containing the potential TCR will be evaluated in accordance with applicable law and, if appropriate, shall be stockpiled in accordance with the soil protocol in the ATMTPP while the disagreement is being resolved.</li> <li>• Provisions for reporting (e.g., Tribal Monitoring Closure Report) and artifact treatment in consultation with the Consulting Tribes in the event of significant finds.</li> <li>• Pre-designated confidential reburial area(s) that will serve to reinter any Native American human remains encountered during construction (excluding existing, known reburial sites, which shall be preserved in place pursuant to Mitigation Measure TCR-1.1) with appropriate level of privacy for visitation by the Consulting Tribes, in an area not open to the public.</li> <li>• Treatment protocols that detail the appropriate procedures, methods, and reports to be completed if significant archaeological or tribal cultural materials,</li> </ul>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>including Native American burials, are encountered. The archeological significance of a resource shall not be determinative of whether the resource is a TCR, the level of impact to a TCR, or the significance of a TCR.</p> <ul style="list-style-type: none"> <li>• Soil treatment protocols that preserve cultural soil onsite where feasible, including:                             <ul style="list-style-type: none"> <li>○ Subject to the requirements of DTSC or other agencies with jurisdiction and the reasonable preferences of the MLD in accordance with applicable law, prohibiting the removal of cultural soil from the main Project Site. The determination of which soils are cultural soils shall be made by the tribal monitors.</li> <li>○ Requiring only clean, engineered fill to be used on the main Project Site. Under no circumstances should soil from another culturally significant area be used on this Project Site.</li> <li>○ The tribal monitors shall have the right to request that any cultural soils excavated from native soil on the main Project Site be relocated to an area on the main Project Site located away from the construction zone, where the tribal monitors shall be given the opportunity during active construction work hours to sift the cultural soil to identify and remove any tribal cultural items and Native American human remains, which tribal cultural items and Native American human remains shall be treated in accordance with the ATMTTPP. Any tribal cultural resources obtained from sifting shall be reburied in the reburial area, subject to the reasonable preferences of the MLD in accordance with Public Resources Code Section 5097.98 and other applicable law. Any tribal monitors performing this work (1) must have the requisite training or experience to do so, including training</li> </ul> </li> </ul>				



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>or experience with regard to work in environmentally impacted soil (which shall include at a minimum HAZWOPR certification), and (2) shall be paid at the rate specified for this work in the applicable Tribal Monitoring Agreement. Following sifting and removal of TCRs, the soil can be reused at the same or a different location within the main Project Site.</p> <ul style="list-style-type: none"> <li>• Specifications for archeological and tribal cultural resources sensitivity training for construction workers and superintendents that meet the following standards:                             <ul style="list-style-type: none"> <li>○ Occurs prior to the start of any ground-disturbing activity or site work on the Project Site or for off-site improvements.</li> <li>○ Training shall be required for all construction personnel participating in ground-disturbing construction to alert them to the archaeological and tribal cultural sensitivity of the area and provide protocols to follow in the event of a discovery of archaeological materials or tribal cultural resources. Training shall be provided en masse to such personnel at the start of construction of the Project, and training shall be repeated when new personnel participating in ground-disturbing site work start work.</li> <li>○ Includes, for job site posting, a document ("ALERT SHEET") that summarizes the potential finds that could be exposed, the protocols to be followed, and the points of contact to alert in the event of a discovery that is presented as part of the training.</li> <li>○ Requires the contractor to ensure that all workers requiring training are in attendance.</li> <li>○ Requires training for all contractors and sub-contractors that is documented for each permit</li> </ul> </li> </ul>				



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>and/or phase of a permit that requires ground-disturbing activities onsite.</p> <ul style="list-style-type: none"> <li>○ For work in the Core and the existing known reburial area, additional worker training shall also be required for workers who will work on the surface or who will drive directly over the Core or work in the existing known reburial area.</li> <li>• Work plan for the use of ground penetrating radar (GPR) and forensic canine detection (FCD) that meets the following standards:             <ul style="list-style-type: none"> <li>○ Upon conclusion of building demolition and the removal of surface improvements within the Perimeter, the Project Sponsor shall retain a qualified team of FCD survey providers and a GPR operator to perform a survey of the Perimeter before grading, trenching, or other earthwork commences.</li> <li>○ A minimum of seven calendar days prior to the FCD or GPR survey, the Project Sponsor or their designee shall notify the Consulting Tribes of the schedule to afford sufficient time to be present during the survey. Should the Consulting Tribe(s) choose not to attend, the FCD or GPR survey may continue as scheduled. Where the FCD or GPR survey will occur within 100 feet of known burials or reburials (which know reburials shall remain in place in accordance with Mitigation Measure TCR-1.1), use of the FCD or GPR and presence of tribal monitors shall be dictated by the MLD for those prior discoveries.</li> <li>○ The results of the FCD and GPR surveys shall be provided to the Consulting Tribes within fourteen calendar days after completion of the survey reports. Measures to protect TCRs identified as a result of the surveys shall be implemented in accordance with the Project mitigation measures and ATMTTP.</li> </ul> </li> </ul>				



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<ul style="list-style-type: none"> <li>○ In the event of the discovery of Native American human remains other than known reburials, the procedures in Modified ConnectMenlo Mitigation Measure CULT-4 will apply.</li> <li>● Procedures for the event of an inadvertent discovery during construction, which require the archaeological and tribal monitors to review, identify, and evaluate TCRs to determine if a discovery is a historical resource and/or unique archaeological resource, or a TCR, under CEQA. These procedures shall include, at a minimum:                         <ul style="list-style-type: none"> <li>○ Criteria for identifying cultural soils.</li> <li>○ Impose a stop work radius of 100 feet around the discovery; work can continue outside of the stop-work radius while the discovery is being addressed. If the archaeological and tribal monitors agree that the find does not constitute a TCR, work can resume immediately, and no notifications are required.</li> <li>○ Notify the City, Consulting Tribes, and Project Sponsor within 24 hours of the discovery.</li> <li>○ Complete a discovery form to document the location, nature, and condition of the discovery.</li> <li>○ Consult on the discovery to determine appropriate treatment, which may include any combination of avoidance, preservation in place, rapid recovery and reburial, and/or documentation. In no circumstance other than the express written recommendation of the MLD shall Native American human remains be removed from the Project Site. Curation and data recovery shall not be allowed, unless curation or data recovery is (i) in compliance with the recommendation of the MLD for Native American human remains in accordance with Public Resources Code Section 5097.98 and other applicable law or, (ii) agreed upon by the tribal monitors per the protocols</li> </ul> </li> </ul>				



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
in the ATMTPP for TCRs that are not Native American human remains.				
<p><i>Project Mitigation Measure TCR-1.3: Post-Construction Preservation in Place of Tribal Cultural Resources.</i> Prior to the issuance of the first certificate of occupancy for any occupied building within the Campus District, the Project Sponsor shall record deed restrictions over the Core, confidential locations of existing known reburials, and the pre-designated reburial area ("Project Reburial Area") to restrict development or other activities identified in the deed restrictions that would disturb TCRs or Native American human remains in the future. The area included in the deed restrictions shall be described by a licensed surveyor prior to recording. Because archaeological and tribal cultural resource site locations are restricted from public distribution, the deed restrictions shall cite an "environmentally sensitive area." A copy of the recorded deed restrictions that include the Core and any pre-designated reburial site shall be provided to the City for retention in a confidential project file. A copy of the deed restrictions shall be provided to the Northwest Information Center of the California Historical Resources Information System.</p> <p>The restriction on the deed for the Core and Project Reburial Area shall prohibit the following activities directly on the Core or Project Reburial Area (excluding activities in cantilevered or spanned structural elements) after completion of construction of the Proposed Project, subject to applicable building code and life safety access requirements and necessary facilities maintenance, service, and repairs:</p> <ul style="list-style-type: none"> <li>• Active recreational activities and structures, including, but not limited to, sports, field games, running, biking, and play equipment.</li> <li>• Domesticated animals other than security/service animals.</li> <li>• Vehicles.</li> </ul>	Post-construction preservation and recording of deed restrictions over the Core, known reburials, and Project Reburial Area.	Prior to the issuance of the first certificate of occupancy for any occupied building within the Campus District	Project Sponsor/ licensed surveyor	CDD



**WILLOW VILLAGE MASTER PLAN PROJECT  
MITIGATION MONITORING AND REPORTING PROGRAM**

<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<ul style="list-style-type: none"> <li>• Surface penetrations below the upper geogrid.</li> <li>• Altering the surface or general topography of the Core or Project Reburial Area except for maintenance of the engineered soil cap, landscaping, facilities, circulation, and utilities included within the cap.</li> <li>• In the unlikely event that any activity needs to occur below the area of the upper geogrid in the event of an emergency, the Consulting Tribes will be immediately notified and given a reasonable opportunity (consistent with the nature of the emergency) to have a tribal monitor present.</li> </ul>				
<p><i>Project Mitigation Measure TCR-1.4: Project Reburial Area Access.</i> Within 30 days after the recording of the deed restrictions over the dedicated reburial area(s), the Project Proponent shall extend a written offer to the Consulting Tribes to execute a tribal access agreement to allow for permitted access to the Project Reburial Area for the purposes of tribal visitation, subject to the parameters below. The Project Proponent shall provide a copy of the offer letter and if accepted by the Consulting Tribe(s), the executed agreement(s), to the City for retention in a confidential Project file. This mitigation measures shall be considered satisfied upon delivery of the offer letter to the Consulting Tribes, even if the Consulting Tribe(s) declined to enter into the agreement. The owners' association shall manage the Project Reburial Area in accordance with the terms and conditions of the deed restrictions, access agreements, Project mitigation measures, and Project conditions of approval, subject to applicable building code and life safety access requirements and necessary facilities maintenance, service, and repairs. Access to the reburial area established for the Project will be controlled. The following conditions apply:</p> <ul style="list-style-type: none"> <li>• Access to the Project Reburial Area will be available following completion of construction of the Proposed Project, including the Project Reburial Area, subject to</li> </ul>	<p>Provide a written offer to execute a tribal access agreement for permitted access to the Project Reburial Area.</p>	<p>Within 30 days after the recording of the deed restrictions</p> <p>Following completion of construction and ongoing during operation of the Project</p>	<p>Project Sponsor/owner's association /consulting tribe(s)</p>	<p>CDD</p>





WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>notification and access requirements to be specified in an access agreement.</p> <ul style="list-style-type: none"> <li>• Visitation shall comply with all rules applicable to publicly accessible open space within the Proposed Project except as otherwise specified in an access agreement.</li> <li>• Visitation shall not obstruct or otherwise interfere with the passage of vehicles or the operation of the facility.</li> <li>• Parking shall be limited to public parking spaces.</li> <li>• Visitation shall not include activities or uses that conflict with the deed restriction or reasonable preferences of the Most Likely Descendent; provided that the Project Proponent shall work in good faith to ensure that all Consulting Tribes are provided access to the Project Reburial Area in accordance with the terms of the access agreement.</li> <li>• Visitation shall not present a risk to human life or safety.</li> <li>• Visitation shall not include abandonment of materials or objects other than ceremonial, religious, or funerary offerings specified in an access agreement.</li> <li>• Visitation shall be subject to restriction as necessary to respond to any security threat, pandemic or similar health risk, or emergency condition. Visitation shall not be unreasonably restricted.</li> </ul>				
<p><b>IMPACT BEING ADDRESSED: Human Remains. The Proposed Project could disturb human remains, including those interred outside of dedicated cemeteries. (Impact TCR-2)</b></p>				
<p><i>Project Mitigation Measure TCR-2.1. Avoid and Preserve in Place Known Reburials.</i> The locations of known previous reburials of Native American human remains shall be restricted from future ground disturbance, as required by Mitigation Measure TCR-1.3.</p>	<p>Avoid and preserve in place known reburials.</p>	<p>See above (Mitigation Measure TCR-1.3).</p>	<p>See above (Mitigation Measure TCR-1.3).</p>	<p>See above (Mitigation Measure TCR-1.3).</p>



<b>WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM</b>				
<b>Mitigation Measures</b>	<b>Action</b>	<b>Timing</b>	<b>Implementing Party</b>	<b>Monitoring Party</b>
<p><i>Mitigation Measure CULT-4: (Modified ConnectMenlo EIR). Comply with State Regulations Regarding the Discovery of Human Remains at the Project Site. Procedures of conduct following the discovery of human remains citywide have been mandated by Health and Safety Code Section 7050.5, Public Resources Code Section 5097.98, and the California Code of Regulations Section 15064.5(e) (CEQA). According to the provisions in CEQA, if human remains are encountered at the site, all work in the immediate vicinity of the discovery shall cease and necessary steps to ensure the integrity of the immediate area shall be taken. The San Mateo County Coroner shall be notified immediately. The coroner shall then determine whether the remains are Native American. If the coroner determines the remains are Native American, the coroner shall notify the NAHC within 24 hours, which will, in turn, notify the person the NAHC identifies as the Most Likely Descendant (MLD) in connection with any human remains. Further actions shall be determined, in part, by the desires of the MLD. The Project Sponsor, the Project archaeologist, and the MLD shall make all reasonable efforts to develop an agreement for the treatment, with appropriate dignity, of human remains and associated or unassociated funerary objects, including those associated with known and unknown Native American burial locations (CEQA Guidelines Section 15064.5[d]). The agreement should address appropriate actions for when remains are discovered, including excavation, removal, recordation, analysis, custodianship, and final disposition of the remains and associated or unassociated funerary objects. The MLD will have 48 hours to make recommendations regarding the disposition of the remains following notification from the NAHC of the discovery. If the MLD does not make recommendations within 48 hours, or the owner does not accept the recommendation of the MLD in accordance with Public Resources Code 5097.98(e), the owner</i></p>	<p>Comply with state regulations regarding the discovery of human remains at the Project Site.</p>	<p>Initiated after a find is made during construction, with regularly scheduled site inspections thereafter</p>	<p>Project Sponsor/ San Mateo County Coroner</p>	<p>CDD</p>



WILLOW VILLAGE MASTER PLAN PROJECT MITIGATION MONITORING AND REPORTING PROGRAM				
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shall, with appropriate dignity, reinter the remains in an area of the property secure from further disturbance. Alternatively, if the owner does not accept the MLD's recommendations, the owner or the decedent may request mediation by the NAHC.				

