



NOTICE OF PREPARATION
OF AN
ENVIRONMENTAL IMPACT REPORT
FOR THE
MENLO PARK FACEBOOK CAMPUS PROJECT
CITY OF MENLO PARK
APRIL 21, 2011

Notice is hereby given that the City of Menlo Park will be the Lead Agency and will prepare an Environmental Impact Report (EIR) for the Menlo Park Facebook Campus Project. The EIR will address the potential physical, environmental effects for each of the environmental topics outlined in the California Environmental Quality Act (CEQA). The City of Menlo Park is requesting comments on the scope and content of this EIR.

A Scoping Session will be held as part of the Planning Commission meeting on May 16, 2011 at the Menlo Park City Council Chambers. The Scoping Session is part of the EIR scoping process during which the City solicits input from the public and other agencies on specific topics that they believe should be addressed in the environmental analysis. Written comments on the scope of the EIR may also be sent to:

Justin Murphy, Development Services Manager
City of Menlo Park
Community Development Department, Planning Division
701 Laurel Street
Menlo Park, CA 94025
JICMurphy@menlopark.org
Phone: 650.330.6725
Fax: 650.327.1653

Due to the time limits mandated by State law, comments must be received no later than 5 p.m. on May 26, 2011.

PROJECT LOCATION: The project site, which is composed of a 57-acre East Campus and a 22-acre West Campus, is located in the City of Menlo Park, north of US 101. The East Campus and West Campus are separated by Bayfront Expressway/State Route (SR) 84, which runs east-west between the two campuses. The East Campus was formerly occupied by Sun Microsystems and Oracle and is bounded by the tidal mudflats and marshes of the San Francisco Bay and Ravenswood Slough to the north and west, and SR 84 to the east and south. The West Campus was formerly owned by General Motors (GM) Tyco Electronics and is bounded by SR 84 to the north, Willow Road to the east, the Dumbarton Rail Corridor to the south, and the TE Connectivity site (formerly the Tyco Electronics) to the west. Figure 1 depicts the location of the proposed project.

PROJECT DESCRIPTION: Facebook, Inc. (Project Sponsor) plans to move its operations from its existing facilities in the City of Palo Alto to the project site in the City of Menlo Park. Under the proposed

project, Facebook would occupy the East Campus as part of the first phase of the project and would expand to the West Campus in the second phase of the project (see Figure 1).

East Campus. The proposed project would accommodate Facebook’s employees moving from Facebook’s existing facilities in the City of Palo Alto and its future employee growth by housing approximately 6,600 employees at the East Campus, which is approximately 3,000 employees more than the maximum number of 3,600 onsite employees stipulated in the Conditional Development Permit (CDP) for the site. The East Campus is currently developed with nine buildings, totaling approximately one million gross square feet. Facebook would reuse the existing buildings, and modifications of these buildings would be made to make the facilities functional for Facebook and to improve their sustainability/energy and water-conserving features. Specifically, Facebook would adapt, or “repurpose,” the existing buildings from the hardware-intensive laboratory and individual hard-wall office environment to a more open, shared workspace that is characteristic of the Facebook work environment. Facebook estimates that occupancy of the East Campus would exceed the existing 3,600 employee cap in mid-2013, if the proposed project is approved, and would reach full capacity within two to three years thereafter. Figure 2 depicts the proposed site plans for the East Campus.

Facebook could occupy the East Campus in compliance with the existing CDP, zoning, and General Plan land use designations (M-2-X [General Industrial, Conditional Development] zoning district and General Industrial land use designation). No changes to vehicle access points would occur on the East Campus with the proposed project. The change being requested that triggers the need for this CEQA environmental review is Facebook’s proposal to amend the existing CDP for the East Campus to establish a maximum number, or “trip cap,” on peak period and average daily vehicle trips to and from the East Campus, rather than establish a new maximum number of onsite employees. The trip cap would accommodate the proposed increase in employees at the site, but assumes implementation of the Project Sponsor’s proposed Transportation Demand Management (TDM) program to reduce the impacts associated with an increase of 3,000 employees. The proposed change to the metric used to control activities at the site (from an employee cap to a vehicle trip cap) is a discretionary action for the City to consider. The building and site improvements (such as modifying the interior spaces, rewiring the facilities, and incorporating sustainability features) that Facebook is undertaking at the existing East Campus buildings can be approved by the City with a building permit, and therefore, are considered ministerial actions and do not require CEQA review as part of this proposed project.

West Campus. Approximately half of the West Campus site is developed and the entire site is currently unoccupied. This site previously housed office-related uses. The West Campus is zoned M-2 and designated General Industrial in the City’s General Plan. The West Campus can be built out to roughly 433,700 gross square feet under the allowable 0.45 Floor Area Ratio (FAR) identified in the City’s zoning ordinance.¹ The West Campus includes two existing buildings that are approximately 58,000 square feet each, a guard house, some landscape features, and asphalt parking areas. The existing buildings at the West Campus would be demolished and the site would be developed with a new campus that would accommodate approximately 2,800 employees, in addition to the 6,600 employees at the East Campus. Facebook estimates that the West Campus would be operational by late 2014 and would reach maximum occupancy within two to three years thereafter.

Facebook’s conceptual site plans for the West Campus, as shown in Figure 3, propose up to five separate buildings with a footprint of up to 36,000 square feet each, and a total building floor area of approximately 433,700 gross square feet. These buildings would range from two to four stories in height, with the Project Sponsor proposing an overall height limit of 70 feet for the entire West Campus. This

¹ FAR is a measure of building intensity based on the ratio between the total floor area to be built on a site and the size of that site.

increase to the height limit from 35 feet to 70 feet would require a rezoning to an X Conditional Development District. In addition, a five-level parking structure with capacity for approximately 1,500 vehicles would be located in the western portion of the West Campus site. The five buildings would be organized around a central courtyard consisting of open spaces, landscaped areas, amenity centers and meeting rooms, and pedestrian linkages. Main access to the West Campus would be along Bayfront Expressway. The main entrance would be signalized under the proposed project and the existing curb cut would be moved approximately 250 feet to the west. Secondary and emergency access points are proposed at the northwest corner of the West Campus and at the southeast corner of the site along Willow Road; both of these secondary access driveways would allow right-turns only. In addition, connection between the East Campus and West Campus would be enhanced via improvements to an existing undercrossing under Bayfront Expressway that links the campuses. As part of the proposed project, Facebook would improve access to the undercrossing by way of a public access easement and would enhance lighting, visibility, and flood control measures.

There is known hazardous materials contamination on a portion of the West Campus. Although Facebook could proceed with the proposed project for the West Campus without additional remediation, within the existing Department of Toxic Substance Control (DTSC)-approved restrictions, Facebook is considering additional remedial activities that would allow for more flexibility for development onsite and will be working with DTSC on any additional remediation.

PROJECT APPROVALS: The following approvals would be required by the City under the proposed project:

- East Campus
 - Conditional Development Permit Amendment
 - Development Agreement
 - Environmental Review

West Campus (applicant has not yet applied for the entitlements with the exception of *)

- Rezoning from M-2 to M-2-X
- Conditional Development Permit
- Development Agreement
- Lot Merger/Lot Line Adjustment/Tentative Parcel Map
- Heritage Tree Removal Permits
- Below Market Rate Housing Agreement
- Environmental Review*

APPROVALS BY RESPONSIBLE AGENCIES: Approvals by other agencies are identified below. These agencies are expected to review the Draft EIR to evaluate the proposed project:

- Bay Area Air Quality Management District (BAAQMD)
- California Department of Transportation (Caltrans)
- California Regional Water Quality Control Board (RWQCB)/San Mateo Countywide Water Pollution Prevention Program
- City/County Association of Governments (C/CAG)
- Department of Toxic Substance Control
- Menlo Park Fire Protection District
- San Mateo County Environmental Health Division
- West Bay Sanitary District

INTRODUCTION TO EIR: The purpose of an EIR is to inform decision-makers and the general public of the environmental effects of a proposed project. The EIR process is intended to provide environmental information sufficient to evaluate a proposed project and its potential to cause significant effects on the environment; examine methods of reducing adverse environmental impacts; and identify alternatives to the proposed project. The Menlo Park Facebook Campus Project EIR will be prepared and processed in accordance with CEQA and the State CEQA Guidelines. The EIR will include the following:

- Summary of the proposed project and its potential environmental effects;
- Description of the proposed project, including the proposed vehicle trip cap;
- Description of the existing environmental setting, potential environmental impacts of the proposed project, and mitigation measures to reduce significant environmental effects of the proposed project;
- Alternatives to the proposed project;
- Cumulative impacts; and
- CEQA conclusions.

PROBABLE ENVIRONMENTAL EFFECTS: The EIR will analyze whether the proposed project would have significant environmental impacts in the following areas:

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

In order to prepare these sections and analyze the impacts, several studies will be prepared including a Housing Needs Assessment (HNA), a Water Supply Assessment (WSA), and a Transportation Impact Analysis (TIA). The following intersections will be included in the TIA:

- | | |
|--|------------------------------------|
| • University Ave/Bayfront Expwy | • Willow Rd/O’Brien Dr |
| • University Ave/O’Brien Dr | • Willow Rd/Newbridge St |
| • University Ave/Kavanaugh Dr/Notre Dame Ave | • Willow Rd/Bay Rd |
| • University Ave/Bay Rd | • Willow Rd/Durham St |
| • University Ave/Runnymede St | • Willow Rd/Coleman Ave |
| • University Ave/Donohoe St | • Willow Rd/Gilbert Ave |
| • University Ave/Woodland Ave | • Bayfront Expwy/Chilco St |
| • University Ave/Middlefield Rd | • Bayfront Expwy/Chrysler Dr |
| • Middlefield Rd/Lytton Ave | • Bayfront Expwy/Marsh Rd |
| • Middlefield Rd/Willow Rd | • Marsh Rd/Hwy 101 NB on-off ramp |
| • Middlefield Rd/Ringwood Ave | • Marsh Rd/Hwy 101 SB on-off ramp |
| • Middlefield Rd/Ravenswood Ave | • Marsh Rd/Rolison Rd/Scott Dr |
| • Middlefield Rd/Marsh Rd | • Marsh Rd/Florence St/Bohannon Dr |
| • Bayfront Expwy/Willow Rd | • Marsh Rd/Bay Rd |
| • Willow Rd/Hamilton Ave | • 10 Additional Roadway Segments |
| • Willow Rd/Ivy Dr | |

The environmental impacts of the proposed project will be measured as the change that results from the project against “baseline” environmental conditions. The baseline environmental conditions for the East Campus are those conditions assuming full occupancy of the East Campus as permitted under the CDP. The baseline environmental conditions for the West Campus are the existing conditions at that site as of the release of this NOP (unoccupied and partially vacant).

ENVIRONMENTAL EFFECTS NOT LIKELY TO REQUIRE FURTHER ANALYSIS: The proposed project is not anticipated to result in significant environmental effects in the following areas:

- Agricultural or Forestry Resources
- Mineral Resources

The East Campus is developed, the West Campus is partially developed, and both sites are located in urbanized areas. As such, none of these resources exist on the sites. Therefore, a detailed analysis of these topics will not be included in the EIR.

ALTERNATIVES: Based on the significance conclusions determined in the EIR, alternatives to the proposed project will be analyzed that might reduce identified impacts. Section 15126.6(e) of the CEQA Guidelines requires the evaluation of a No Project Alternative. In addition to the No Project Alternative, the EIR will examine an Alternate Location Alternative and variations of a Reduced Project Alternative, which could include reduced trip cap and/or a reduction in floor area. Other alternatives may be considered during preparation of the EIR and will comply with the CEQA Guidelines that call for a “range of reasonable alternatives to the project, or to the location of the project, which would feasibly attain most of the basic objectives of the project but would avoid or substantially lessen any of the significant effects of the project.”


Justin Murphy, Development Services Manager
City of Menlo Park

April 19, 2011

Date



FIGURE 1
Project Location

Source: Google Earth; Atkins, 2011.

ATKINS

100020154

Menlo Park Facebook Campus Project



FIGURE 2
Aerial View of the Existing East Campus



Source: Facebook, 2011.

ATKINS

FIGURE 3
Proposed Site Plan for the West Campus

100020154

Menlo Park Facebook Campus Project

Murphy, Justin I C

From: Terry Barton [terry.barton@gmail.com]
Sent: Thursday, May 26, 2011 11:31 PM
To: Murphy, Justin I C
Subject: Comments on Scope for Environmental Impact Report for Facebook Development Proposal

Justin Murphy
Development Services Manager
City of Menlo Park

I am making the following comments about the scope of the transportation aspects that should be considered in the Facebook Development Environmental Impact Report based on my experience as a bicycle commuter to the Sun Microsystems Menlo Park Campus from 2000-2009.

Small factors can have a big impact on the time, convenience and safety of commuting by bicycle. I expect that Facebook and the city will include several mitigations designed to reduce vehicle traffic and increase bicycling to and through the area. The details of these mitigations will determine whether they are effective in actually reducing auto traffic and increasing bicycle commuting. The following comments are based on over 10 years of bicycle commuting to the east campus.

The traffic impact of employees returning to the campus is obvious. Less obvious are the small improvements that will increase the percentage of commuters who choose to bicycle.

The main bicycle commuting route to the Facebook Campus from Palo Alto and cities to the south is along the Bay Trail. The pavement of the Bay Trail cycle path currently ends at Runnymede in East Palo Alto forcing cyclists onto narrow streets and requiring multiple turns to connect to University Avenue. The extension of the Bay Trail pavement to make a more direct connection to University Avenue and Bayfront Expressway would improve travel time, convenience and safety. Completion of this segment would provide a continuous bike thoroughfare for a significant number of potential bicycle commuters by connecting Menlo Park, East Palo Alto, Palo Alto, Mountain View, Sunnyvale, Santa Clara, and San Jose.

Improvements to the Bay Trail and along University Avenue would encourage increased bicycle commuting for commuters coming from the south who would otherwise add to congestion on Highway 101 and along Willow Road to get to the Facebook campus, the Gateway Project, and businesses in East Menlo Park. Bicycle commuters crossing the Dumbarton Bridge and continuing south would also benefit from the reduced travel time, and improved safety and convenience.

The 3 extremely long right turn lanes from North Bound University Avenue to east bound Bayfront Expressway and the lack of a lane for bicycles turning left from University, forces cyclists headed to Facebook and the Gateway Project to ride in the left turn lane for a considerable distance which slows auto traffic adding to the delay at the intersection.

Increased traffic on Bayfront Expressway and the Dumbarton bridge will lead to increased auto collisions. The debris from auto collisions is not currently swept up from the adjacent bike paths and shoulders and causes flats for cyclists. Flats cause significant delays for cyclist and discourage cyclists from riding as often. Sweeping to remove the debris is a mitigation that should be considered.

The facilities provided by Sun at the Menlo Park campus to encourage bicycle commuting were less effective due to small design flaws which I believe Facebook could easily correct. The lack of showers in

several buildings and limited locations from bicycle storage at the Sun Campus significantly increased the total commute time and inconvenience of bicycle commuting. Travel to the showers, and then the bicycle storage shed added up 8 minute of commute time after arriving at the campus and was a large impediment to bicycle and pedestrian commuters. Providing easy access to showers and changing rooms with lockers for clothes storage and bicycle storage near every building would encourage employees to commute by bicycle.

The low number of bicycle trips to the area mentioned on page 3.11-42 of the Gateway project EIR, reflects the poor current state of facilities in the area to support bicycle commuting. Improvements to the bicycling routes and on campus facilities, along with the increasing cost of gasoline and bridge tolls can be expected to increase the number of bicycle commuters coming to or passing through eastern Menlo Park along Bayfront Expressway.

A strong TDM program from Facebook may actually reduce auto trips below the level the campus generated when occupied by Sun Microsystems even with the higher occupancy. Facebook's strong shuttle program, facilities to support bicycle commuters and pedestrians, and concentrating workers within walking distance in the East and West Campus will significantly reduce employee trips compared to the operation of the campus when occupied by Sun who had operations in Santa Clara and Menlo Park which generated frequent intercampus solo car trips.

The Environmental Impact Report should consider the effects of increased traffic on the area and the options to reduce automobile trips through encouragement of bicycle commuting.

Terry Barton

Bicycle Commuter to Sun Microsystems 2000-2009



May 26, 2011

Justin Murphy, Development Services Manager
City of Menlo Park
Community Development Department, Planning Division
701 Laurel Street
Menlo Park, CA 94025

**Subject: Notice of Preparation for the Menlo Park Facebook Campus Project
Environmental Impact Report**

Dear Mr. Murphy:

On behalf of the San Francisco Bay Trail Project, I am submitting comments on the Notice of Preparation for the Menlo Park Facebook Campus Project Environmental Impact Report. The San Francisco Bay Trail is a visionary plan for a shared-use bicycle and pedestrian path that will one day allow continuous travel around San Francisco Bay. Currently, 310 miles of trail have been completed. Eventually, the Bay Trail will extend over 500 miles to link the shoreline of nine counties, passing through 47 cities and crossing seven toll bridges.

The new Facebook East Campus is located at a crossroads in the Bay Trail (see attached Map A). The existing trail directly adjacent to the campus along Bayfront Expressway provides east-west bicycle access to the Dumbarton Bridge pathway, a key link in the bicycle transportation network between San Mateo and Alameda counties. A north-south alignment is proposed to extend from the Facebook campus, along University Avenue to the Ravenswood Open Space Preserve and south along 26-miles of existing shoreline Bay Trail to Santa Clara.

The following comments are suggested for inclusion in the Environmental Impact Report:

- **Emphasize the importance of bicycle commuting to the new campus** Facebook proposes to establish a “vehicle trip cap” on peak period and average daily vehicle trips to and from the East Campus. In order for this proposal to succeed, safe and direct bicycle access needs to be constructed. The EIR should identify sections of the bicycle network, including the Bay Trail, for completion as development project mitigation.
- **Recognize existing bicycle and pedestrian infrastructure** Twenty-six miles of continuous shoreline trail exist between East Palo Alto and Santa Clara (see attached Map A). This trail system can serve as a primary bicycle commute route since many Facebook employees travel to work from communities south of the new campus, such as Palo Alto, Mountain View and Sunnyvale. The EIR should include a map that identifies existing and proposed sections of the Bay Trail and the surrounding bicycle network.

- **Require completion of key Bay Trail gap as mitigation** A gap in the Bay Trail exists between the Facebook East Campus and Ravenswood Open Space Preserve in East Palo Alto (see attached Map B). This one-mile gap is the only section missing in the Bay Trail for safe and direct access between East Campus and Santa Clara, a total distance of 27 miles. Completion of this gap also benefits the citizens of Menlo Park. In 2005, the City of Menlo Park completed a feasibility analysis of this trail section with a grant from the Bay Trail Project. Currently, the Midpeninsula Regional Open Space District is securing a trail easement from the San Francisco Public Utilities Commission and completing conceptual design of the trail. The EIR should identify construction of this gap as mitigation to realize a continuous trail between the Facebook East Campus and Santa Clara.
- **Complete Transportation Impact Analysis (TIA) for University Avenue between Bay Road and Bayshore Expressway** This segment of University should be analyzed as part of the Transportation Impact Analysis because bicyclists and pedestrians are currently forced to use this roadway for access around the Bay Trail gap. Information gathered from the study can identify a need for the trail gap closure.

Thank you for considering these comments and please contact me at 510-464-7935 or laurat@abag.ca.gov if you have questions about this letter or the Bay Trail in general.

Sincerely,



Laura Thompson
Bay Trail Project Manager

cc: Silicon Valley Bicycle Coalition

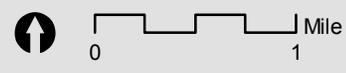
Facebook Campus Project Bay Trail Map

FACEBOOK
EAST
CAMPUS

Bay Trail Gap

Bay Trail Alignment

- Complete Bay Trail
- Incomplete Bay Trail



Menlo Park

East Palo Alto

Twenty-six miles of
continuous Bay Trail
exist between East Palo
Alto and Santa Clara

Palo Alto

Mountain View

Sunnyvale

Santa
Clara



Map A

Facebook Campus Project Bay Trail Map



Map B





Making San Francisco Bay Better

RECEIVED

MAY 27 2011

By PLANNING

May 26, 2011

City of Menlo Park
Community Development Department, Planning Division
701 Laurel Street
Menlo Park, California 94025

ATTENTION: Justin Murphy, Development Services Manager

SUBJECT: Menlo Park Facebook Campus Project
(BCDC Permit No. 26-78)

Ladies and Gentlemen:

On April 25, 2011, the San Francisco Bay Conservation and Development Commission (Commission) staff received the Notice of Preparation of an Environmental Impact Report for the Menlo Park Facebook Campus Project, a proposal for two campuses located north of US Highway 101 and separated by Bayfront Expressway/State Route 84 in the City of Menlo Park, San Mateo County. The proposed Phase 1 project includes using the former Sun Microsystem facilities for the East Campus, expanding the number of onsite employees from 3,600 to 6,600 within two to three years. The proposed West Campus would include constructing up to five separate buildings for an additional 2,800 employees, for a total of 9,400 Facebook employees.

Although the project is not specific enough at this time for us to comment on every potential issue this project may raise with respect to the Commission's laws and policies, we do have several comments on the conceptual plans that should be addressed as this project moves forward. As the project is further developed, we will be able to provide more detailed responses and can work closely with your staff to assure the project's consistency with the Commission's laws and policies.

Although the Commission itself has not reviewed the Mitigated Negative Declaration, the staff comments are based on the McAteer-Petris Act, the Commission's San Francisco Bay Plan (Bay Plan), the Commission's federally approved management plan for the San Francisco Bay, and the federal Coastal Zone Management Act (CZMA).

Jurisdiction

The Commission's permit jurisdiction at this site includes all tidal areas of the Bay up to the line of mean high tide or the inland edge of marsh vegetation up to five feet above Mean Sea Level in marshlands, all areas formerly subject to tidal action that have been filled since September 17, 1965, and a shoreline band extending 100 feet inland from and parallel to the shoreline. Commission permits are required for fill placement, construction, dredging and substantial changes in use within its area of jurisdiction. The proposed East Campus project is located within the Commission's 100-foot shoreline band and would require either a new Commission permit or an amendment to the existing Sun Microsystems BCDC Permit No. 26-78.

Public Access

Section 66602 of the McAteer-Petris Act states, that "...maximum feasible public access, consistent with the proposed project, should be provided...." In evaluating a project's proposed public access, the Commission relies on the Bay Plan policies on public access to determine whether the project includes maximum feasible public access consistent with the project. In determining what constitutes the maximum feasible public access consistent with the Facebook East and West Campus project, the Commission would evaluate the project in light of the impact to the surrounding area, including the burden to the present public access and shoreline by adding 3,000 additional employees to the East Campus and 2,800 additional employees to the West Campus.

Attached is BCDC Permit No. 26-78, which required the installation, use and permanent maintenance of an approximately 4.8-acre public access area and landscaping, with a 6-foot-wide pedestrian/bicycle path along the entire 4,700-foot-long shoreline (Exhibit A). Due to the increased impact to the shoreline at the project site, additional public access improvements would likely be necessary in order for the project to be consistent with the Commission's laws and policies. The project sponsor should include specific information about all proposed public access improvements. Such improvements might include expanding the public access areas, widening the public access trail, providing additional amenities (e.g., benches, interpretive signage, overlook decks, landscaping, etc.), additional pedestrian or bicycle access points from the West Campus to the East Campus, and parking areas.

We also recommend that the environmental document evaluate projected increases in sea level at this site and possible options for providing adequate flood protection for the development and continued public use of the multi-use pathway as sea level rises.

Water Quality

The Bay Plan's policies on water quality state that, "new projects should be sited, designed, constructed and maintained to prevent, or if prevention is infeasible, to minimize the discharge of pollutants to the Bay..." by controlling pollutant sources at the project site, using appropriate construction materials, and applying best management practices. The project sponsors should evaluate the potential impacts of the proposed project on Bay water quality and should propose best management practices and mitigation measures to minimize adverse impacts to water quality, particularly from runoff from lands disturbed during the construction of project improvements, including improvements to the public access area.

Justin Murphy
City of Menlo Park
May 26, 2011
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Thank you again for the opportunity to comment on this project. If you have any questions, please do not hesitate to contact me at (415) 352-3669.

Sincerely,

A handwritten signature in cursive script that reads "Karen Weiss". The signature is written in black ink and is positioned above the printed name.

KAREN WEISS
Coastal Program Analyst

Enc.

KW/mm

SAN FRANCISCO BAY CONSERVATION AND DEVELOPMENT COMMISSION

THIRTY VAN NESS AVENUE, SUITE 2011
SAN FRANCISCO, CALIFORNIA 94102-6080
PHONE: (415) 557-3686

PERMIT NO. 26-78
(Issued on December 1, 1978, As
Amended Through October 20, 1994)
AMENDMENT NO. FIVE

Mr. Michael Lambert
Sun Microsystems, Inc.
2550 Garcia Avenue, MS: PAL1-401
Mountain View, California 94043

for

B.N.P. Leasing Corporation
717 North Harwood, Suite 2630
Dallas, Texas 75201

Ladies and Gentlemen:

On November 16, 1978, the San Francisco Bay Conservation and Development Commission, by a vote of 23 affirmative, and 0 negative, approved the resolution pursuant to which this permit had been issued. Moreover, on June 12, 1979, June 13, 1983, February 19, 1991, and August 13, 1993, and October 18, 1994, pursuant to Regulation Section 10822, the Executive Director approved Amendment Nos. One, Two, Three, and Four, and Five, respectively, to which this amended permit is issued:

I. Authorization

A. Subject to the conditions stated below, the permittee is granted permission to construct and use within the Commission's 100-foot shoreline band, parking facilities, a peripheral access road, landscaping, and a public access area on a 59-acre site along the Dumbarton Bridge Approach Road in Menlo Park, San Mateo County, including the following:

1. Placing approximately 28,000 cubic yards of earth fill in the shoreline band for public access grading and roadway bedding;
2. Constructing a 6-foot-wide by 4,700-foot-long pedestrian/ bicycle path along the entire shoreline of the property;
3. Landscaping approximately 4.8 acres of shoreline public access area along the walkway;
4. Providing five rest/viewing plazas with benches and trash containers;

5. Placing an approximately 4,400-foot-long chain-link fence around the public access perimeter to separate it from the Raychem facilities;
6. Constructing, using and maintaining ten parking spaces for public access;
7. Constructing and using approximately 3,115 lineal feet of roadway covering approximately 2.5 acres in the shoreline band;
8. Constructing and using portions of 105 auto parking spaces for employees covering approximately 20,000 square feet in the shoreline band; and
9. Installing and maintaining approximately 1.34 acres of landscaping adjacent to parking and access roadways;
10. Constructing, using and maintaining an 8,300-square-foot portion of an 11,700-square-foot recreation building at the north east corner of the campus (Amendment No. Five);
11. Installing and maintaining approximately 25,000 square feet of landscaping (Amendment Five); and
12. Installing, using and maintaining a 2,600-square-foot portion of a paved playing surface, including two basketball backboards and baskets, an approximately 150-foot-long section of a 5-foot-wide access path, approximately 3,000 square feet of paved surfaces and a baseball backstop (Amendment No. Five).

B. This amended authority is generally pursuant to and limited by your original application filed September 22, 1978, including accompanying exhibits and all conditions of this authorization, your letter dated May 29, 1979, requesting Amendment No. One, your letter dated May 20, 1983, requesting Amendment No. Two, your letter dated December 6, 1990, requesting Amendment No. Three, and your letter and application dated March 10, 1993, requesting Amendment No. Four, and your letter and application dated April 25, 1994, including accompanying exhibits and additional information submitted in response to staff requests.

C. Work authorized herein must commence prior to July 1, 1981, or this amended permit will lapse and become null and void. Such work must also be diligently prosecuted to completion and must be completed within seventeen (17) years of commencement, or by July 1, 1998, whichever is earlier, unless an extension of time is granted by a further amendment of this amended permit. Work authorized in Amendment No. Five shall commence by December 1, 1994 and such work must also be diligently prosecuted to completion and must be completed within two (2) years of commencement, or by December 1, 1996, whichever is earlier, unless an extension of time is granted by a further amendment of this amended permit.

D. The project will result in the creation of approximately 4.8 acres of new public access along approximately 4,700 feet of Bay shoreline. No Bay fill will result.

II. Special Conditions

The amended authorization made herein shall be subject to the following Special Conditions, in addition to the Standard Conditions in Part IV:

A. Specific Plans and Plan Review

1. **Specific Plan Approval.** No work whatsoever shall be performed at any location within the Commission's jurisdiction until final precise site, engineering, grading, architectural, and landscaping plans for that portion of the work have been submitted to, reviewed, and approved by or on behalf of the Commission. Architectural plans submitted for review shall include all outside architectural building details and fixtures, including, but not limited to, the location, dimensions, and color of all outside signs and other fixtures. In each instance, plan review shall be completed within forty-five (45) days after receipt of the plans to be reviewed. Approval or disapproval shall be based upon conformity with this amended permit and upon a determination by or on behalf of the Commission that the proposed construction will be in accordance with the information presented to and recommendations of or on behalf of the Engineering Criteria Review Board for engineering plans and the information presented to and recommendations of or on behalf of the Design Review Board for architectural and design plans.
2. **Changes to Approved Plans.** After final plans have been approved pursuant to Special Condition II-A-1, no changes shall be made to such approved plans, without first obtaining written approval of the proposed change by or on behalf of the Commission. Approval or disapproval shall be made within forty-five (45) days after the proposed change in plan has been submitted for approval and shall be based on a finding that the change is authorized by this amended permit and would not detrimentally affect public access, landscaping, open space, open water, or other public benefits.
3. **Conformity with Approved Plans.** All contract specifications and all structures and improvements at the project site shall conform to the final plans approved pursuant to Special Conditions II-A-1 and II-A-2. No structures shall be placed nor any improvement undertaken that is not clearly shown on the approved final plans. After construction, no changes to the exterior of any structure shall be made, no additional structures shall be built, and no open space, open water, landscaping or public access areas shall be altered without prior written approval by or on behalf of the Commission pursuant to Special Condition II-A-2.

B. Public Access

1. **Area.** Until this amended permit is further amended, revoked, or otherwise modified by or on behalf of the Commission, the permittee shall hold and maintain the entire shoreline area within the project shown as public access, in Exhibit A, of this amended permit open to the public free of charge, for access to and along the shoreline of the property for picnicking, sitting, walking, bicycling, viewing, fishing, and related purposes. This public access area, consisting of approximately 4.8 acres,

PERMIT NO. 26-78

(Issued on December 1, 1978, As
Amended Through October 20, 1994)

AMENDMENT NO. FIVE

Sun Microsystems, Inc.

for B.N.P. Leasing Corporation

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shall be permanently open to the public upon execution of this amended permit and shall be clearly marked with at least two public access signs. The permittee may, by instrument or instruments acceptable to counsel for BCDC, dedicate to a public agency the public area referred to herein. Such dedication shall be pursuant to the terms of this condition and be first approved by or on behalf of the Commission.

2. **Improvements.** The permittee shall install at least two public access signs, a six-foot-wide all-weather pathway, five rest/viewing plazas with benches and trash containers, and landscape 4.8 acres in the shoreline band in general accordance with the drawings entitled "Sections of Public Access Bands" (dated October 22, 1978) and "Plan View of Vista Point" (dated October 24, 1978). If future drilling for mineral rights on existing easements in the public access area significantly affects public access, as determined by or on behalf of the Commission, the permittee shall re-design and landscape the path to assure that continuous public access as close to the shoreline as possible is provided. The public access improvements shall be completed by July 1, 1992. In the case of a drought, all landscaping and related irrigation improvements shall be completed within twelve months of the date on which the City of Menlo Park authorizes connection of the irrigation improvements to permittee water lines which receive water from the City water system.
3. **Maintenance.** The public access areas referred to in Paragraphs II-B shall be permanently maintained by, and at the expense of the permittee unless and until the permittee shall have made permanent maintenance arrangements with another private party or public agency acceptable to BCDC. Such maintenance shall include, but is not limited to, repairs to all path surfaces, replacement of any plant material that dies or becomes unkempt, periodic clean-up of litter and other materials deposited within the access areas, removal of any encroachments into the access areas, and assuring that benches and trash containers remain in good condition. Within thirty (30) days after notification by or on behalf of the Commission, the permittee shall correct any maintenance deficiency noted in a staff inspection of the site.
4. **Parking Area.** The permittee shall provide temporary public parking on the undeveloped portion of the site until permanent public parking can be provided. No later than July 1, 1992, permanent public parking shall be provided consisting of a paved, accessible, public and signed parking area sufficient for ten automobiles. The permanent parking may be in one of the three locations shown on a drawing entitled "Public Parking Sites" received at BCDC November 9, 1978.

C. Recording and Notice

1. **Recording.** The permittee shall record in San Mateo County this amended permit and any instrument or instrument(s) approved by counsel for BCDC referred to in paragraph II-B-1. The amended permit shall be recorded within thirty (30) days after issuance and the instrument(s) shall be recorded within thirty (30) days after approval by counsel for BCDC. Evidence of recordation shall be provided to the Commission.

2. **Notice to Lessees.** This authorization shall be specifically referred to in any lease, rental agreement, or sale agreement involving the site. Such reference shall specifically call attention to the public access and public parking provisions of this amended permit.

III. Findings and Declarations

This amended authorization is given on the basis of the Commission's findings and declarations that the work authorized is consistent with the McAteer-Petris Act, the San Francisco Bay Plan, the California Environmental Quality Act of 1970, and the Commission's Management Program for San Francisco Bay, for the following reasons:

A. **Use.** The proposed public access area, fence, peripheral access road, and portions of 105 parking spaces are consistent with Bay Plan Map 8 as amended in the Bay Plan Reprinting Program which does not indicate any priority use for the site.

B. **Public Access.** Maximum feasible public access to the Bay consistent with the project will be provided by setting aside and improving approximately 4.8 acres of shoreline area for access, including 4,700 linear feet of pathways for bicycling, jogging, and pedestrian use, and five rest/viewing plazas with benches and parking for ten automobiles. The access area will be permanently guaranteed pursuant to Special Condition II-B.

Amendment No. One authorized extension of commencement and completion dates for the project and for the three phases of public access. Amendment No. Two authorized extension of the completion date for Phase I of the public access. Amendment No. Three changes the date when the public access will be completed to July 1, 1992, for all phases of the public access.

Amendment No. Four revises the configuration and quantity of parking, access roads and landscaping within the shoreline band to be used by the employees of the building tenants. These changes are made to accommodate a revised site master Plan proposed by Sun Microsystems, Inc., which holds a long-term lease from B.N.P. Leasing, Inc., the permit assignee from Raychem, Inc. The site plan revisions are materially consistent with the original permit authorization and have no deleterious affects on public access. The original permit authorized the construction of parking spaces, a perimeter access road, a fence to separate the public and privately used areas and landscaped public access improvements. The revised project includes these same elements with the private development elements arranged in a different configuration. This amendment also extends the time for project completion until July 1, 1998. This amendment makes no changes to the required public access.

Amendment No. Five authorizes the construction of a recreation building, a portion of a basketball court, outdoor paved areas for employee use and the installation of landscaping around the recreation building and a baseball diamond. The recreation building and related outdoor recreation facilities will be located adjacent to the existing public access pathway and would be connected to the public access path by a 5-foot-wide pathway and a gate through the existing fence. These facilities are intended to provide a recreational outlet to employees on the campus since the site is fairly remote from any services or other diversions.

The existing public access was installed prior to commencing construction of the 10-building campus and was designed as a component of a considerably different development. In the previously approved development scheme, a very large commercial building would have been sited much closer to the public access area. The revised development authorized in Amendment No. Four clusters the majority of the buildings close to the center of the site away from the shoreline. However, the authorized recreation building and appurtenant improvements are located immediately adjacent to the public access area, separated from it by an existing six-foot-tall, chain link fence.

The Commission finds that the proposed recreational facility will not have a detrimental affect on existing or future public access because the building is designed to minimize its visual impact and presence. The building will be a maximum of 24 feet tall and will extend along the L-shaped shoreline for a maximum of 260 feet. The building mass along the shoreline has been broken into three distinct components separated from each other by 16-foot-wide landscaped courtyards to reduce its perceived impact on the existing natural environment. The remaining facilities are low and, due to high ambient winds, will be used sparingly. Therefore, the Commission finds that the project has been designed consistent with the *San Francisco Bay Plan* policies on appearance, design and scenic views.

No additional public access is proposed with the recreation building project. The perimeter public access trail was required as part of the overall development program for this site. The recreation building is a component of the entire campus development and was not included in the application for Amendment No. Four because the design was incomplete. Since the recreation building and its appurtenant improvements are part of the overall site development program and since the perimeter public access pathway has been installed prior to its construction, and since it will not have a detrimental effect on present or future public access, the Commission finds that the project provides the maximum feasible public access consistent with the proposed project.

C. Environmental Impact Report. The City of Menlo Park, the lead agency, certified the Final Impact Report for the total Raychem expansion project on May 10, 1977. The City of Menlo Park, in approving the project, attached thirty conditions to be incorporated into the project to minimize potential significant environmental effects and to mitigate unavoidable adverse effects. Changes authorized in Amendment Nos. One, Two, and Three are exempt from the California Environmental Quality Act.

The City of Menlo Park, the lead agency, certified the final supplemental EIR for the Raychem Headquarters Master Plan on October 30, 1991. The changes in Amendment No. Four are authorized pursuant to this document. The City of Menlo Park included several conditions of project approval in the development agreement and required implementation of a mitigation plan to address environmental impacts of the project. It should be noted that the City made a finding of over-riding considerations in approving the project.

The City of Menlo Park, on May 18, 1994, certified that the recreation building project meets the requirements of the California Environmental Quality Act (CEQA) under the Supplemental Environmental Impact Report (SEIR) prepared to update the previously approved Environmental Impact Report for the Raychem Corporation Master Site Plan, and a review of said SEIR was conducted as prescribed by CEQA.

D. **Conclusion.** For all the above reasons, the public benefits from the project clearly exceed any public detriment and maximum feasible public access consistent with the project will be provided. The Commission finds, declares, and certifies that the activity or activities authorized herein are consistent with the Commission's Management Program for San Francisco Bay as approved by the Department of Commerce under the Federal Coastal Zone Management Act of 1972, as amended.

IV. Standard Conditions

A. All required permissions from governmental bodies must be obtained before the commencement of work; these bodies include, but are not limited to, the U.S. Army Corps of Engineers, the State Lands Commission, the Regional Water Quality Control Board, and the city and/or county in which the work is to be performed, whenever any of these may be required. This amended permit does not relieve the permittee of any obligations imposed by State or Federal law, either statutory or otherwise.

B. The attached Notice of Completion and Declaration of Compliance form shall be returned to the Commission within 30 days following completion of the work.

C. Work must be performed in the precise manner and at the precise locations indicated in your application and amendment requests, as such may have been modified by the terms of the amended permit and any plans approved in writing by or on behalf of the Commission.

D. Work must be performed in a manner so as to minimize muddying of waters, and if diking is involved, dikes shall be waterproof. If any seepage returns to the Bay, the permittee will be subject to the regulations of the Regional Water Quality Control Board in that region.

E. The rights derived from this amended permit are assignable as provided herein. An assignment shall not be effective until the assignee shall have executed and the Commission shall have received an acknowledgment that the assignee has read and understood the application and amendment requests for this amended permit and the amended permit itself and agrees to be bound by the terms and conditions of the amended permit, and the assignee is accepted by the Executive Director as being reasonably capable of complying with the terms of the amended permit.

F. Unless otherwise provided in this amended permit, all the terms and conditions of this amended permit shall remain effective for so long as the amended permit remains in effect or for so long as any use or construction authorized by this amended permit exists, whichever is longer.

G. Unless otherwise provided in this amended permit, the terms and conditions of this amended permit shall bind all future owners and future possessors of any legal interest in the land and shall run with the land.

H. Unless otherwise provided in this amended permit, any work authorized herein shall be completed within the time limits specified in this amended permit, or, if no time limits are specified in the amended permit, within three years. If the work is not completed by the date specified in the amended permit, or, if no date is specified, within three years from the date of the amended permit, the amended permit shall become null and void. If this amended permit becomes null and void for a failure to comply with these time limitations, any fill placed in reliance on this amended permit shall

PERMIT NO. 26-78
(Issued on December 1, 1978, As
Amended Through October 20, 1994)
AMENDMENT NO. FIVE
Sun Microsystems, Inc.
for B.N.P. Leasing Corporation
Page 8

be removed by the permittee or its assignee upon receiving written notification by or on behalf of the Commission to remove the fill.

I. Except as otherwise noted, violation of any of the terms of this amended permit shall be grounds for revocation. The Commission may revoke any amended permit for such violation after a public hearing held on reasonable notice to the permittee or its assignee if the amended permit has been effectively assigned. If the amended permit is revoked, the Commission may determine, if it deems appropriate, that all or part of any fill or structure placed pursuant to this amended permit shall be removed by the permittee or its assignee if the amended permit has been assigned.

J. This amended permit shall not take effect unless the permittee executes the original of this amended permit and returns it to the Commission within ten days after the date of the issuance of the amended permit. No work shall be done until the acknowledgment is duly executed and returned to the Commission.

K. Any area subject to the jurisdiction of the San Francisco Bay Conservation and Development Commission under either the McAteer-Petris Act or the Suisun Marsh Preservation Act at the time the permit is granted or thereafter shall remain subject to that jurisdiction notwithstanding the placement of any fill or the implementation of any substantial change in use authorized by this amended permit.

L. Any area not subject to the jurisdiction of the San Francisco Bay Conservation and Development Commission that becomes, as a result of any work or project authorized in this amended permit, subject to tidal action shall become subject to the Commission's "bay" jurisdiction up to the line of highest tidal action.

M. Unless the Commission directs otherwise, this amended permit shall become null and void if any term, standard condition, or special condition of this amended permit shall be found illegal or unenforceable through the application of statute, administrative ruling, or court determination. If this amended permit becomes null and void, any fill or structures placed in reliance on this amended permit shall be subject to removal by the permittee or its assignee if the amended permit has been assigned to the extent that the Commission determines that such removal is appropriate. Any uses authorized shall be terminated to the extent that the Commission determines that such uses should be terminated.

Executed at San Francisco, California, on behalf of the San Francisco Bay Conservation and Development Commission on the date first above written.

ALAN R. PENDLETON
Executive Director

Enc.10/2094
ARP/JL/tr

PERMIT NO. 26-78
(Issued on December 1, 1978, As
Amended Through October 20, 1994)
AMENDMENT NO. FIVE
Sun Microsystems, Inc.
for B.N.P. Leasing Corporation
Page 9

cc: U. S. Army Corps of Engineers, Attn.: Regulatory Functions Branch
San Francisco Bay Regional Water Quality Control Board,
Attn.: Certification Section
Environmental Protection Agency, Attn.: Clyde Morris, W-7-2
City of Menlo Park Planning Department

* * * * *

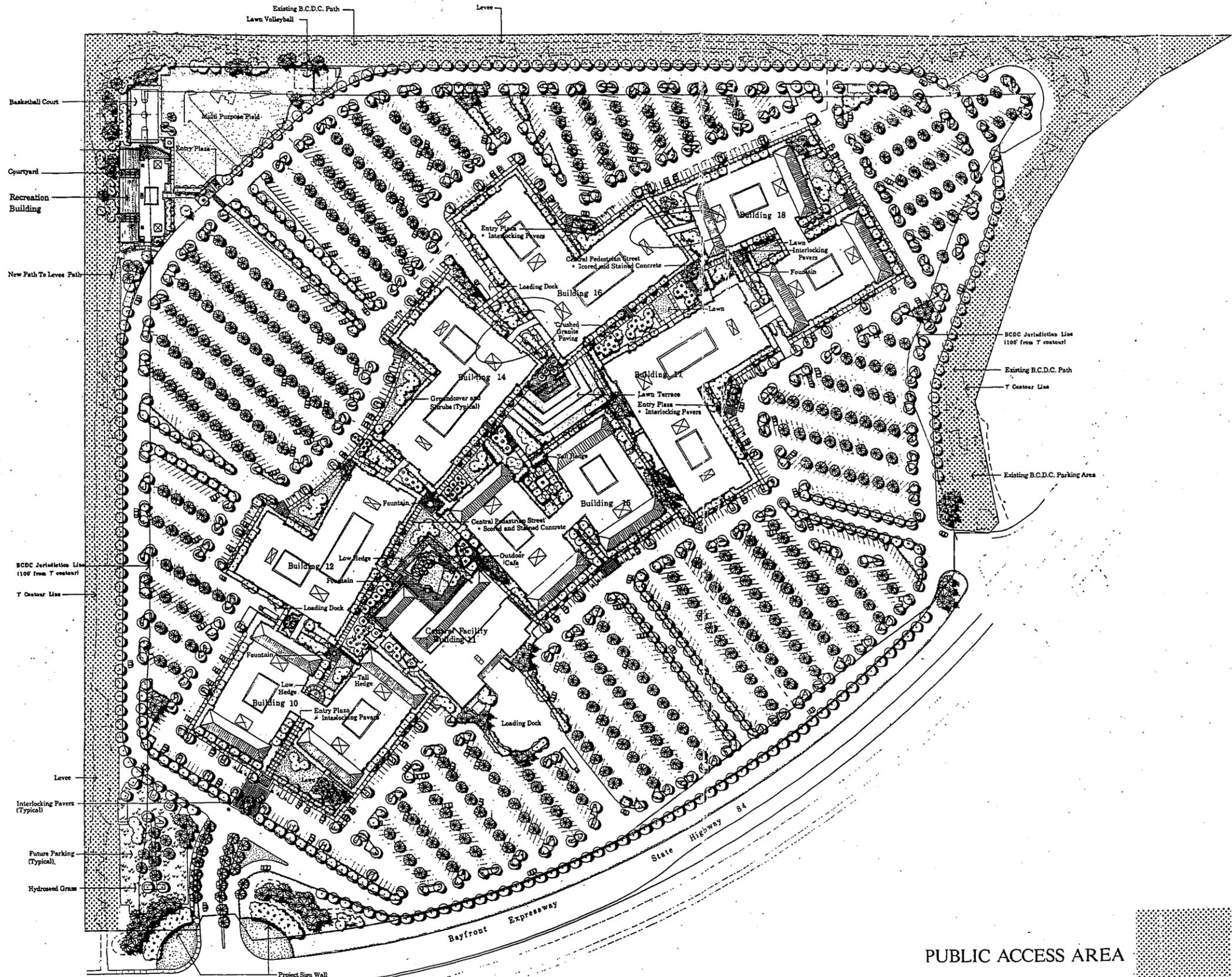
Receipt acknowledged, contents understood and agreed to:

Executed at _____

Applicant

On _____ By:

Title



Basketball Court
 Courtyard
 Recreation Building
 New Path To Levee Path
 BCDC Jurisdiction Line (100' from T contour)
 T Contour Line
 Levee
 Interlocking Pavers (Typical)
 Future Parking (Typical)
 Hydroseed Grass

PUBLIC ACCESS AREA



SUN MICROSYSTEMS MENLO PARK CAMPUS
LANDSCAPE ILLUSTRATIVE SITE PLAN
 GUZZARDO AND ASSOCIATES LANDSCAPE ARCHITECTS
 BACKEN, ARRICONI & ROSS ARCHITECTS
 KIER & WRIGHT CIVIL ENGINEERS

0 30 60 120
 April 28, 1994
 April 21, 1994
 Revised March 11, 1994
 November 16, 1992

EXHIBIT A

DEPARTMENT OF TRANSPORTATION

111 GRAND AVENUE
P. O. BOX 23660
OAKLAND, CA 94623-0660
PHONE (510) 286-5536
FAX (510) 286-5559
TTY 711



*Flex your power!
Be energy efficient!*

RECEIVED

MAY 25 2011

May 20, 2011

**CITY OF MENLO PARK
PLANNING****SMVAR003
SCH#2011042073**

Mr. Justin Murphy
Planning Division
Community Development Department
City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025

Dear Mr. Murphy:

Menlo Park Facebook Campus Project – Notice of Preparation

Thank you for including the California Department of Transportation (Department) in the environmental review process for the Menlo Park Facebook Campus project. The following comments are based on the Notice of Preparation (NOP). As lead agency, the City of Menlo Park (City) is responsible for all project mitigation, including any needed improvements to state highways. The project's fair share contribution, financing, scheduling, implementation responsibilities and lead agency monitoring should be fully discussed for all proposed mitigation measures. Required roadway improvements should be completed prior to issuance of the Certificate of Occupancy. An encroachment permit is required for work in the state right of way (ROW), and the Department will not issue a permit until our concerns are adequately addressed. Therefore, we strongly recommend that the lead agency work with both the applicant and the Department to ensure that our concerns are resolved during the environmental review process, and in any case prior to submittal of a permit application. Further comments will be provided during the encroachment permit process; see the end of this letter for more information regarding encroachment permits.

Geologic and Seismic Impacts

Please provide a geotechnical study and calculations for our review.

Visual Impacts

Please provide a visual impact analysis complete with visual simulations for this project.

Cultural Resources

The project environmental document must include documentation of a current archaeological record search from the Northwest Information Center of the California Historical Resources Information System if construction activities are proposed within state ROW. Current record searches must be no more than five years old. The Department requires the records search, and if warranted, a cultural resource study by a qualified, professional archaeologist, to ensure compliance with California Environmental Quality Act (CEQA), Section 5024.5 of the California Public Resources Code and Volume 2 of the Department's Standard Environmental Reference (<http://ser.dot.ca.gov>). These requirements, including applicable mitigation, must be fulfilled before an encroachment permit can be

Mr. Justin Murphy/City of Menlo Park
May 20, 2011
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issued for project-related work in state ROW; these requirements also apply to National Environmental Policy Act (NEPA) documents when there is a federal action on a project. Work subject to these requirements includes, but is not limited to: lane widening, channelization, auxiliary lanes, and/or modification of existing features such as slopes, drainage features, curbs, sidewalks and driveways within or adjacent to state ROW.

Traffic Analysis

We encourage the City to coordinate preparation of the Traffic Impact Study (TIS) with our office, and we would appreciate the opportunity to review the scope of work. Please include the information detailed below in the TIS to ensure that project-related impacts to state roadway facilities are thoroughly assessed. The Department's "Guide for the Preparation of Traffic Impact Studies" should be reviewed prior to initiating any traffic analysis for the project; it is available at the following website:
<http://www.dot.ca.gov/hq/traffops/developserv/operationalsystems/reports/tisguide.pdf>

The TIS should include:

1. Vicinity map, regional location map, and a site plan clearly showing project access in relation to nearby state roadways. Ingress and egress for all project components should be clearly identified. The state ROW should be clearly identified.
2. The maps should also include project driveways, local roads and intersections, parking, and transit facilities.
3. Project-related trip generation, distribution, and assignment. The assumptions and methodologies used to develop this information should be detailed in the study, and should be supported with appropriate documentation.
4. Average Daily Traffic, AM and PM peak hour volumes and levels of service (LOS) on all significantly affected roadways, including crossroads and controlled intersections for existing, existing plus project, cumulative and cumulative plus project scenarios. Calculation of cumulative traffic volumes should consider all traffic-generating developments, both existing and future, that would affect study area roadways and intersections. The analysis should clearly identify the project's contribution to area traffic and degradation to existing and cumulative levels of service. Lastly, the Department's LOS threshold, which is the transition between LOS C and D, and is explained in detail in the Guide for Traffic Studies, should be applied to all state facilities. Please note, the Department considers LOS by itself as an inadequate measure of effectiveness (MOE) for describing traffic operational conditions since it may actually mask a deficient condition on one or more approaches. As for intersection analysis the accepted MOEs used by the Department include flow (output), average control delay, queue (length or number of vehicles), and Volume/Capacity (V/C) ratio. For freeway and ramp operations, flow (output), speed, and travel time/delay are the accepted MOEs in addition to LOS.
5. Schematic illustration of traffic conditions including the project site and study area roadways, trip distribution percentages and volumes as well as intersection geometrics, i.e., lane configurations, for the scenarios described above.
6. The project site building potential as identified in the General Plan. The project's consistency with both the Circulation Element of the General Plan and the San Mateo County Congestion Management Agency's Congestion Management Plan should be evaluated.
7. Special attention should be given to encouraging bicycle- and pedestrian-friendly design. Consider developing and applying pedestrian, bicycling and transit performance or level of service measures and modeling pedestrian, bicycle and transit trips that your project will generate so that impacts can

Mr. Justin Murphy/City of Menlo Park

May 20, 2011

Page 3

be quantified. Mitigations resulting from this analysis could improve pedestrian and bicycle access to transit, thereby reducing traffic impacts on state highways.

8. Please analyze secondary impacts on pedestrians and bicyclists that may result from any mitigations for traffic impacts and describe any pedestrian and bicycle mitigations that would in turn be needed as a means of maintaining and improving access to transit and reducing traffic impacts on state highways.
9. The intersections of Willow Road and US-101 and its on and off ramps must be included in the analysis.

Encroachment Permit

Work that encroaches onto the state ROW requires an encroachment permit that is issued by the Department. To apply, a completed encroachment permit application, environmental documentation, and five (5) sets of plans clearly indicating the state ROW must be submitted to the following address: Office of Permits, California DOT, District 4, P.O. Box 23660, Oakland, CA 94623-0660. Traffic-related mitigation measures should be incorporated into the construction plans during the encroachment permit process. See the website link below for more information.

<http://www.dot.ca.gov/hq/traffops/developserv/permits/>

Please provide at least one hard copy and one CD of the environmental document and technical appendices to the address on this letterhead as soon as they are available.

Please feel free to call or email Sandra Finegan at (510) 622-1644 or sandra_finegan@dot.ca.gov with any questions regarding this letter.

Sincerely,



BECKY FRANK
District Branch Chief
Federal Grants / Rail Coordination

c: State Clearinghouse



CITIZENS COMMITTEE TO COMPLETE THE REFUGE

453 Tennessee Lane, Palo Alto, CA 94306 Tel 650 493-5540 Fax 650 494-7640 www.CCCRRefuge.org

May 26, 2011

Justin Murphy, Development Services Manager
City of Menlo Park
Community Development Department, Planning Division
701 Laurel Street
Menlo Park, CA 94025

RE: Comments, EIR Scoping for the Facebook Campus Project

Dear Mr. Murphy:

The Citizens Committee to Complete the Refuge (CCCR) is pleased to have this opportunity to provide comments for the development of the Environmental Impact Report (EIR) for the Menlo Park Facebook Campus Project (Project). Our organization has its roots in the citizens who led the campaign that founded the Don Edwards San Francisco Bay National Wildlife Refuge (Refuge). For the decades since, we have been active pursuing Refuge expansion and the protection of its habitats and wildlife and that of the threatened and dwindling wetlands of the Bay and beyond. Among these activities is sustained, close involvement with the South Bay Salt Pond Restoration Project (Restoration Project). It is this background that is the basis for our interest in the Project.

It is hoped that you will find this comment letter helpful toward the drafting of a complete and effective EIR.

Project Location:

The Project location and the entirety of the surrounding land needs to be described in a landscape perspective and historically as former wetlands of San Francisco Bay. Doing so will be pertinent for a variety of potential environmental effect categories including but not limited to biological resources, cultural resources, geology and soils, greenhouse gas emissions, hydrology and water quality and transportation.

The location needs to list the below-grade pedestrian tunnel that exists and will be improved to connect the East and West campuses of the Project.

The ownership and current use of neighboring lands need to be listed and identified on maps wherever properties adjoin the Project's location. All such land needs to be identified by applicable zoning such that future uses of those lands can be anticipated.

As flood protection, present and future, defines the usability of the location, flood control structures need to be identified on maps. Further, the location needs to be described as a floodplain that is considered susceptible to flooding under sea-level-rise projections.

It will be informative to planners and the public for lands of the Refuge to be clearly identified on all maps. As the Refuge's 1,572 acres in Menlo Park make it the major landowner along the shoreline, its presence is significant for a wide variety of reasons. The Menlo Park portion of the Refuge is fully within the multi-agency run Restoration Project, a decades-long plan destined to gradually transform the salt ponds to restored wetlands and to make changes that involve flood management and public use. The East Campus is immediately surrounded on three sides by the Refuge and the West Campus site is within the sphere of influence given the mobility of wildlife and storm-water runoff. As such, analysis and decisions of this Project and its EIR need to be made with the presence of the Refuge in mind.

Project Description:

The EIR must, in its Project Description, discuss changes proposed anywhere in the Project that will alter or potentially alter the status of any environmental effect.

Jurisdiction and Regulation:

As this EIR will assess the feasibility of Facebook's proposal to expand the employee-carrying capacity of the Project sites beyond prior land use, the EIR should review the widest possible jurisdiction and regulation *that may apply* in addition to the approvals listed in the April 21, 2011 Notice of Preparation (NOP). The list should expand to include:

US Army Corps of Engineers (USACE): Jurisdiction includes the retired salt ponds immediately surrounding the East Campus and on the opposite side of Bayfront Expressway from the West Campus. In addition, it is anticipated that levees along this shoreline will be redesigned and rebuilt including the perimeter of the East Campus and the levee along the Bayfront Expressway.

Bay Conservation and Development Commission (BCDC): Jurisdiction may apply as BCDC classifies salt ponds as part of the Bay. Currently the adjoining salt ponds are managed to prevent salt production while planned restoration may directly integrate these lands with the Bay.

California Department of Fish and Game (CDFG): While the wetlands adjoining the project are federally-owned, the CDFG may have jurisdiction if changes impact isolated wetlands along bounding levees, migratory birds or raptors, and any California special status species.

U.S. Fish and Wildlife Service: Multiple types of jurisdiction may apply related to any change that may directly or indirectly impact the Refuge or wildlife on or off the Refuge. Federal regulation that could apply includes the Endangered Species Act, Migratory Bird Treaty Act, and the National Wildlife Refuge System Administration Act.

Biological Resources:

One very important action that must be taken during EIR preparation is consultation with the Refuge and the Restoration Project. Besides establishing a cooperating relationship, consultation can identify potential impacts and, if significant, mitigation actions that could include guidelines that can be valuable during subsequent development planning. Contacts:

Eric Mruz, Refuge Manager, eric_mruz@fws.gov, 510-792-4275, ext. 125.

John Bourgeois, Restoration Project Manager, jbougeois@scc.ca.gov, 408-314-8859

The Restoration Project is the largest wetland restoration along the Pacific Rim of the Americas and, in the United States, is exceeded in size only by the Everglades and the Gulf shore of southern Louisiana. It is well along in its Phase I with planning for Phase II underway. Its creation led to the USACE South Bay Shoreline Study that will eventually reassess and rebuild levees adjoining the Project. As it moves forward, the ponds adjoining the Project will change and provide aesthetic, flood control, and recreational benefits to Facebook employees and the general public.

The Refuge was the first urban Refuge in the nation and today is the largest such Refuge in the 550+ unit National Wildlife Refuge System. It is of significance also that it represents the conservation leadership of local citizens who envisioned it, leading to another first, its establishment by Act of Congress. Notably Sun employees partnered with the Refuge as volunteers. Perhaps there are Facebook employees who have similar interests.

There are certain impacts commonly produced by development next to the Refuge that need to be assessed during EIR preparation. Even in pre-restoration status, these Refuge salt ponds provide nesting habitat for the western snowy plover, a federally-listed threatened species. This is a species whose eggs and young are subject to predation by a wide variety of predators. Further, as the Restoration Project proposes to convert the Menlo Park salt ponds into habitats that serve other endangered and migratory species, appropriate actions now will avoid conditions that would limit restoration success. Examples of such impacts include:

Buildings, lighting, trees or any structural element, on either the East or West campus, that encourage the perching, roosting or nesting of avian predators. These predators include any hawks, falcons, owls, ravens, crows and an overabundance of gulls.

Site landscaping or other campus element including or the connector/tunnel may provide safe havens and access for wild and feral mammalian predators such as rats, opossums, raccoons and cats.

Public use of adjoining trails for off-leash dog walks, as occurs on the East Campus perimeter, and is a threat and disrupting presence for wildlife.

Building elements such as windows and lighting can attract and confuse birds and create an avian collision risk.

Night-time lighting added anywhere in the Project introduces greater light disturbance to species active at night, increasing their exposure to predation.

Periodic or routine storm-water runoff, by quantity or quality, puts wildlife and habitats at greater risk.

Trails and trail access can be disruptive for wildlife by increasing the human presence and providing access to protected habitats for non-avian predators.

For the purposes of the Project, these concerns and perhaps others should be addressed for the EIR through consultation with the Refuge and the Restoration Project.

Geology and Soils:

The Project sits in a location that is known to be susceptible to liquefaction during major quake events. Particularly on the West Campus, soils must be assessed by qualified geologists such that site susceptibility is well defined and appropriate mitigation, if needed, can be identified wherever development may build a structure or lay pavement. Studies and associated findings need to be discussed in the EIR.

Hazards and Hazardous Materials:

The NOP states “There is known hazardous materials contamination on a portion of the West Campus.” The EIR should not assume the hazards exist in only one location i.e. the one that is known. Prior to any redevelopment of that site, the soils should be tested by qualified professionals throughout the parcel such that contaminants are fully identified by location, depth and type. As needed, suitable mitigation can be identified. All studies and their findings need to be discussed in the EIR.

Hydrology and Water Quality:

The Project is located in an area that BCDC has identified as subject to flooding given expected sea-level-rise. Further, and as mentioned previously, climate change is already producing more frequent, major storm events with associated increase in the quantity of storm water runoff and a decrease in runoff water quality. Further, the location is likely to have ground water levels close to the surface which may prevent absorption of rainwater and thus produce greater runoff. If greater surface is converted to impervious status by development, storm-water runoff issues will be amplified. Qualified hydrologists should thoroughly assess site hydrology to identify impacts and mitigation. All findings should be presented in the EIR.

Recreation:

The EIR should assess the public trail patterns and options in the area to assure that the experience of the general public is neither diminished nor disrupted either to current conditions or in the decades ahead.

The San Francisco Bay Trail already runs past the Project along Bayfront Expressway. While segments of that trail may become a commute route for Facebook employees, its primary purpose is to serve the general public. Part of preparing the EIR should be consultation with the ABAG/San Francisco Bay Trail staff. The EIR document should include discussion of this trail and decisions based on this consultation.

The Refuge/Restoration Project plans to add trails locally, connecting with the Bay Trail and with trails in Bedwell Bayfront Park. While these trails may not directly involve the Project, development actions of the Project can impact public trail access and the quality of users’ experience.

The perimeter trail surrounding the East Campus is used by local residents. Due to adjacency, the EIR needs to discuss this trail and any impact of the Project on it. That assessment should address the issue of unleashed dogs, mentioned previously.

Transportation:

While it is important that all environmental effects be analyzed fully, for this Project transit, traffic and transport are issues of very significant concern. It will require intense and thorough review using all available data and jurisdictional resources.

Roads:

For the Transportation Impact Analysis (TIA), the NOP provides a list of impacted intersections. That list omits the Willow Road and University Avenue on-off ramps and it should not. These major intersections must be assessed for potential impacts for the EIR.

The Project proposes to add an additional traffic light on Bayfront Expressway i.e. a new Dumbarton Bridge commute interruption going to/from Marsh Road/101. Commuters may deal with that change by continuing on 101 South to either Willow Road or University Avenue or, westbound, choosing those two roads to reach 101 northbound or southbound.

Additionally, if Willow Road traffic eastbound becomes impacted, more commuters on 101 North may choose to exit at the already awkward University Avenue off-ramp.

Bicycle traffic:

It has been suggested that bicycles are already a commute method of choice for many Facebook employees. What then would be the critical mass impact of these commuters along the roadways suggested and how would that volume impact peak traffic hours for Dumbarton Bridge commuters? As the Dumbarton Bridge provides the only bicycle crossing in the South Bay, the Project adjoins an established bike commute route. Changes suggested by proposed employee increases makes this issue significant for both traffic and safety concerns. In the EIR bicycle traffic must be thoroughly assessed to identify all impacts and needed mitigation. While Facebook employees are one source of this data, consultation must be sought from qualified sources independent of Facebook.

Rail:

While not discussed generally, the location of the Dumbarton Rail right-of-way is prominently identified in the Figure 1 map of the NOP. At its current Palo Alto location, Facebook is certain to have significant number of CalTrain commuters. This constituency would surely like to have like access close to this campus. It may be more than that. When formerly employed by a business near CalTrain, I knew people who would only work at companies that offer easy rail access.

At this time there is nothing to indicate that the Dumbarton Rail will become a reality. That fact needs to be stated in the EIR such that no weight is given to it as a remedy to other

transportation impacts.. While the City of Newark currently has a Draft EIR for a rail-centered community out for public comment, it is the only East Bay entity that is actively considering this railway in community development. As a rail project could only be built at extraordinary expense and is proposed to provide very limited service, it is appropriate to *assume in the EIR that there will be no Dumbarton Rail transit option.*

Employee Commute Shuttles:

It is worth commending Facebook for its intention to provide shuttles to/from CalTrain or other commute connecting points. That said, it is necessary for the EIR to assess the number of shuttles needed, the number, timing and frequency of shuttle trips including the impact of the shuttles at destination locations e.g. roads and waiting areas at the CalTrain station(s). It is additionally hoped that the shuttles selected have minimal Green Gas effect.

Alternatives:

The City lists three Alternatives: CEQA-No Project, Alternate Location and Reduced Project. That omits a Full-Project Alternative, an omission which does not seem to be justified. A full-Project Alternative would provide the public with opportunity to review the greatest extent of potential impact and provide a valuable comparison to the Reduced Project Alternative. Omitting this Alternative would not be adequate information for public purposes of review. A Full Project Alternative must be included.

Additionally, each Alternative must include transportation analysis that does not suggest that the Dumbarton Rail as a future option. If the Project decides it will include that rail route as a potential option then *it must* also provide an Alternative that specifically excludes a Dumbarton Rail option.

The CCCR is a 501(c)(3) nonprofit corporation established by citizens who led the efforts that founded the Don Edwards San Francisco Bay National Wildlife Refuge in 1972. Fully volunteer-run, it acts to ensure that the Refuge fulfills its Congressional acquisition authority to expand its land holdings to protect special and sensitive habitats and wildlife along the South Bay's shores. Very similarly, it acts on behalf of the continuous protection of the wildlife and habitats the Refuge must provide. Toward that same outcome the CCCR provides newsletters and sponsors workshops and youth wildlife programs.

With hope that comments provided here will receive all due consideration, please feel free to contact me at wildfestwards@aol.com or 408-257-7599 for any desired clarification.

Yours truly,



Eileen P. McLaughlin

CC: Florence LaRiviere, Chair, CCCR
Carin High, Vice-Chair, CCCR
Eric Mruz, Manager, Don Edwards San Francisco Bay National Wildlife Refuge
John Bourgeois, Executive Manager, South Bay Salt Pond Restoration Project

Murphy, Justin I C

From: JLucas1099@aol.com
Sent: Wednesday, May 25, 2011 4:49 PM
To: Murphy, Justin I C
Subject: NOP of EIR for Menlo Park Facebook Campus Project - former Sun Microsystems site

Justin Murphy, Development Services Manager
City of Menlo Park, Community Development, Planning Division
701 Laurel Street, Menlo Park, CA 94025

May 25, 2011

Dear Justin Murphy,

In regards the Notice of Preparation of an Environmental Impact Report for the Menlo Park Facebook Campus Project on Bayfront Expressway/State Route #84, please ensure that this project EIR addresses all aspects of the site's interface with wetlands and marshes of Ravenswood Slough and the adjacent saltponds of the San Francisco Bay National Wildlife Refuge.

The East Campus site upgrade is of particular environmental concern in that it appears to be sited within the Ravenswood Slough delta. Such soils with high saline characteristics will support a limited vegetation palette and as the present trees on site do not look well, it would be important to conduct soils analysis and devise a more sustainable landscape plan.

This landscape plan could carry over onto a review of the levee plantings which do not interface appropriately with Ravenswood marsh wetlands. The levee's turf and ivy do not provide critical ecotone habitat that ideally this site should support. There exist local experts and nurseries especially geared to propagate saline tolerant grasses and plantings, native to the watershed, which will integrate with Ravenswood Slough marsh.

There may be some residual hydric soils on the West Campus which should also be scientifically evaluated.

When the project is further along, at the permitting stage, BCDC might have some recommendations about increasing the levee height to accomodate any global warming induced rise in levels of San Francisco Bay. It might be beneficial for the project proponent to establish this criteria at as early a stage as is feasible.

BCDC should be happy with the existing recreation trail that runs along the present project's levee and has impressive views of Ravenswood Slough, the Mosely Tract and saltponds beyond. It is a magnificent site.

Thank you for an opportunity to address concerns about redevelopment of this project early in the process.

Libby Lucas, Conservation, CNPS, SCV Chapter



Linda S. Adams
Acting Secretary for
Environmental Protection



Department of Toxic Substances Control

Deborah O. Raphael, Director
700 Heinz Avenue
Berkeley, California 94710-2721



Edmund G. Brown Jr.
Governor

May 23, 2011

Mr. Justin Murphy
City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025

RECEIVED

MAY 25 2011

CITY OF MENLO PARK
BUILDING

Dear Mr. Murphy:

Thank you for the opportunity to comment on the Notice of Preparation (SCH #2011042073) for the Menlo Park Facebook Campus Project (Site). As you may be aware, the California Department of Toxic Substances Control (DTSC) oversees the cleanup of sites where hazardous substances have been released pursuant to the California Health and Safety Code, Division 20, Chapter 6.8. As a potential Resource Agency, DTSC is submitting comments to ensure that the environmental documentation prepared for this project to address the California Environmental Quality Act (CEQA) adequately addresses any required remediation activities which may be required to address any hazardous substances release.

Raychem Corporation (Raychem) operated a facility on the Site pursuant to a hazardous waste facility permit (Permit). The Permit, issued in 1983 by the California Department of Health Services, the predecessor to DTSC, allowed operation of a wastewater treatment system, a hazardous waste storage yard, and a potassium ferrocyanide tank farm. On January 9, 1997, DTSC approved the closure activities of the aboveground portions of these hazardous waste management units.

In 1999, Raychem merged with Tyco Electronics Corporation (Tyco). Raychem/Tyco entered into Corrective Action Consent Agreements to address hazardous substances in soil and groundwater. Activities include soil excavation and periodic groundwater monitoring.

Tyco installed an engineered multi-media cap over polychlorinated-biphenyl (PCB) impacted soils on the east side of the Site. The cap is approximately 100 feet by 100 feet and is approximately 300 feet south of Bay Front Expressway and 500 feet west of Willow Road. On November 30, 2006, DTSC issued a Negative Declaration for the site with SCH# 2006072107.

Mr. Justin Murphy
May 23, 2011
Page 2 of 2

Soil and groundwater contamination remains on the property. In 2007, Tyco recorded a Land Use Covenant (LUC) that, among other things, prohibits any activity that may disturb or adversely affect the integrity of the engineered cap covered polychlorinated-biphenyl (PCB) impacted soils or interferes with the operation and maintenance of groundwater monitoring wells that are required as part of corrective action for the Site. Please refer to the attached LUC.

If activities include the need for soil excavation, the CEQA document should include: (1) an assessment of air impacts and health impacts associated with the excavation activities; (2) identification of any applicable local standards which may be exceeded by the excavation activities, including dust levels and noise; (3) transportation impacts from the removal or remedial activities; and (4) risk of upset should be there an accident at the Site.

Due to DTSC's current oversight of the Site Operation and Maintenance and the requirements contained within the LUC, DTSC will need to work closely with the city of Menlo Park in their preparation of the Environmental Impact Report for this Site.

Please contact me at (510) 540-3824 if you have any questions or would like to schedule a meeting. Thank you in advance for your cooperation in this matter.

Sincerely,



Denise Tsuji
Supervising Hazardous Substances Scientist
Brownfields and Environmental Restoration Program

cc: Enclosure

Governor's Office of Planning and Research
State Clearinghouse
P. O. Box 3044
Sacramento, California 95812-3044

Guenther Moskat
CEQA Tracking Center
Department of Toxic Substances Control
P.O. Box 806
Sacramento, California 95812-0806

(1/2/07)

First American Title
WCS 1200425m

RECORDING REQUESTED BY:
Tyco Electronics Corporation
304 Constitution Drive
Menlo Park, California 94025

WE HEREBY CERTIFY THIS TO BE A TRUE AND
CORRECT COPY OF THE ORIGINAL RECORDED

ON 1-19-07 INSTRUMENT # 207-009472

COUNTY OF San Mateo

FIRST AMERICAN TITLE COMPANY

BY _____

WHEN RECORDED, MAIL TO:
Department of Toxic Substances Control
700 Heinz Avenue, Suite 200
Berkeley, California 94710
Attention: Mr. Mohinder Sandhu, P.E., Chief
Standardized Permitting and Corrective Action Branch

COVENANT TO RESTRICT USE OF PROPERTY

ENVIRONMENTAL RESTRICTION

Tyco Electronics Corporation
300 Constitution Drive
Menlo Park, California
County Assessor's Parcel Nos. 055260150, 055260140,
055260130, 055260110, 055260080 and 050244101

This Covenant and Agreement ("Covenant") is made by and between Tyco Electronics Corporation (the "Covenantor"), the current owner of certain property situated in Menlo Park, San Mateo County, California, and further described in Exhibits A-1 (Map) and A-2 (Legal Description), attached hereto and incorporated by this reference (the "Property"), and the Department of Toxic Substances Control (the "Department"). Pursuant to Civil Code section 1471, the Department has determined that this Covenant is reasonably necessary to protect present or future human health or safety or the environment as a result of the presence on the land of hazardous materials as defined in Health and Safety Code section 25260. The Covenantor and the Department, collectively referred to as the "Parties", therefore intend that the use of the Property be restricted as set forth in this Covenant, in order to protect human health, safety and the environment. The Parties further intend that the provisions of this Covenant shall also be for the benefit of, and enforceable by, the United States Environmental Protection Agency (U.S. EPA) as a third party beneficiary

ARTICLE I
STATEMENT OF FACTS

1.1. The Property totaling 81 acres is located in an area generally bounded to the west and southwest by Chilco Street, to the north by Bayfront Expressway, to the east by Willow Road and to the south by a railroad right-of-way. The Property is currently zoned for commercial and industrial land uses. The surrounding land uses are commercial and industrial with bay marshland located north of the Bayfront Expressway. The 81-acre Property consists of six legal parcels that are identified as San Mateo County Assessor's Parcel Numbers 055260150, 055260140, 055260130, 055260110, 055260080 and 050244101

1.2. Raychem Corporation, the Covenantor's predecessor, manufactured high-technology plastic and electrical insulation products. It also engaged in management of hazardous waste pursuant to a hazardous waste facility permit issued by the California Department of Health Services, the predecessor agency of the Department. The hazardous waste facility permit allowed Raychem Corporation to operate a wastewater treatment system, a hazardous waste storage yard and a potassium ferrocyanide tank farm. On January 9, 1997, the Department approved the closure activities of the aboveground portions of these hazardous waste management units. Raychem Corporation proceeded with corrective action under the Department's oversight to address the release of hazardous waste in soil and groundwater. Raychem merged with the Covenantor in 1999. The Covenantor has conducted corrective action at the Property under the Department's oversight, including removal of contaminated soil, installation of an engineered multi-media cap over an area of subsurface contamination and groundwater monitoring.

1.3. As a result of historical operations at the Property, certain hazardous materials, including volatile organic compounds, semi-volatile organic compounds, PCBs, dioxins and dibenzofurans were released into the soil and groundwater at the Property. The two highest concentrations for the remaining PCBs are 2,100 mg/kg at 16 feet below the ground surface and 2,600 mg/kg at 12 feet below the ground surface. Based on the result of the corrective action conducted by the Covenantor, the Department has determined that the Property has been remediated to a level that is

(1/2/07)

acceptable for commercial and industrial use, but not for residential use.

1.4 Because hazardous wastes, which are also hazardous materials as defined in Health and Safety Code sections 25117 and 25260, remain in the soil and groundwater at the Property, the Department has determined that this Covenant is necessary for the protection of human health and safety and the environment. The Department has also determined that, on the basis of the Risk Assessment studies conducted by the Covenantor, and subject to the restrictions of this Covenant, the Property, as remediated, does not present an unacceptable threat to human health or safety or the environment.

ARTICLE II DEFINITIONS

2.1 Department. "Department" shall mean the California Department of Toxic Substances Control and shall include its successor agencies, if any.

2.2 Owner. "Owner" shall mean the Covenantor, its successors in interest, and their successors in interest, including heirs and assigns, who at any time hold title to all or any portion of the Property

2.3 Occupant. "Occupant" shall mean Owners and any person or entity entitled by ownership, leasehold, or other legal relationship to the right to occupy any portion of the Property.

ARTICLE III GENERAL PROVISIONS

3.1 Restrictions to Run With the Land. This Covenant sets forth protective provisions, covenants, restrictions, and conditions (collectively referred to as "Restrictions"), upon and subject to which the Property and every portion thereof shall be improved, held, used, occupied, leased, sold, hypothecated, encumbered, and/or conveyed. Each and every one of the Restrictions: (a) shall run with the land pursuant to Health and Safety Code sections 25202.5 and 25202.6, and Civil Code section 1471; (b) shall inure to the benefit of and pass with each and every portion of the Property; (c)

(1/2/07)

shall apply to and bind the respective successors in interest to the Property; (d) is for the benefit of, and shall be enforceable by the Department; and, (e) is imposed upon the entire Property unless expressly stated as applicable only to a specific portion thereof.

3.2. Binding upon Owners/Occupants Pursuant to Health and Safety Code section 25202.5(b), this Covenant shall be binding upon all of the Owners of the land, their heirs, successors, and assignees, and the agents, employees, and lessees of the Owners, heirs, successors, and assignees. Pursuant to Civil Code section 1471, all successive Owners of the Property are expressly bound hereby for the benefit of the covenantee(s) herein. The provisions of this Covenant shall also be for the benefit of, and enforceable by, U.S. EPA as a third-party beneficiary.

3.3. Written Notice of Hazardous Substances Release The Owner shall, prior to the sale, lease, or rental of the Property, give written notice that a release of hazardous substances has come to be located on or beneath the Property, pursuant to Health and Safety Code section 25359.7. Such written notice shall include a copy of this Covenant.

3.4. Incorporation into Deeds and Leases This Covenant shall be incorporated by reference in each and all deeds and leases for any portion of the Property

3.5. Conveyance of Property Covenantor agrees that the Owner shall provide notice to the Department and U.S. EPA no later than thirty (30) days after any conveyance of any ownership interest in the Property (excluding mortgages, liens, and other non-possessory encumbrances). Such notice shall include the name and address of any new Owner, describe the property owned by the new Owner and identify the new Owner as a person to whom notices should be delivered pursuant to section 7.4 of this Covenant. The Department or U.S. EPA shall not, by reason of this Covenant, have authority to approve, disapprove, or otherwise affect such proposed conveyance, except as otherwise provided by law, by administrative order, or specific provision of this Covenant.

3.6. Costs of Administering this Covenant to be Paid by Owner The Department has incurred and will in the future incur costs associated with the administration of this

(1/2/07)

Covenant, including any inspection of the Property. Therefore, the Covenantor hereby covenants for itself and for all subsequent Owners that pursuant to California Code of Regulations, title 22, section 67391.1(h), the Owner agrees to pay the Department's cost in administering the Covenant. Failure of the Owner to pay such costs when billed is a breach of the Covenant and enforceable pursuant to section 5.1 of this Covenant. Notwithstanding California Civil Code section 1466, in the event the property ownership changes between the time when the costs were incurred and the invoice for such costs is received, each Owner of the property for the period covered by the invoice, as well as the then-current Owner is responsible for such costs.

ARTICLE IV RESTRICTIONS

4.1. Prohibited Uses. The use of the Property shall be restricted for commercial and industrial purposes only. The Property shall not be used for any of the following purposes:

- (a) A residence, including any mobile home or factory-built housing, constructed or installed for use as residential human habitation.
- (b) A hospital for humans.
- (c) A public or private school for persons under 21 years of age.
- (d) A day care center for children.

4.2. Soil Management

- (a) Activities that will disturb the soil, such as excavation, grading, removal, trenching, filling, earth movement or mining, shall only be permitted on the Property pursuant to a Soil Management Plan and a Health and Safety Plan as approved by the Department.
- (b) Any contaminated soil brought to the surface by grading, excavation, trenching, or backfilling shall be managed in accordance with all applicable provisions of state and federal laws.

(1/2/07)

4.3 Prohibited Activities. The following activities shall not be conducted at the Property:

- (a) Raising of cattle, food crops or agricultural products.
- (b) Drilling for drinking water, oil, or gas.
- (c) Extraction of groundwater for purposes other than ground water monitoring, site remediation or construction dewatering
- (d) Any activity that may disturb or adversely affect the integrity of the engineered cap, as shown on the map and described in the property description attached to this Covenant as Exhibits B-1 (Map) and B-2 (Legal Description). Paving and non-tree landscaping over the engineered cap is permitted so long as such surfacing does not disturb or adversely affect the integrity of the engineered cap or interfere with any remedy or operation and maintenance activities required for the Property.
- (e) Any activity that may interfere with the operation and maintenance of the groundwater monitoring wells that are required as part of the Department-approved remedy for the Property without the written approval of the Department and U. S. EPA.

4.4. Access for Department. Covenantor agrees that the Department shall have reasonable right of entry and access to the Property for inspection, monitoring, and other activities consistent with the purposes of this Covenant as deemed necessary by the Department in order to protect public health and safety or the environment.

4.5. Access for Implementing Operation and Maintenance Activities. Covenantor agrees that the entity or person responsible for implementing the operation and maintenance activities shall have reasonable right-of-entry and access to the Property for the purpose of implementing such operation and maintenance activities until such time as the Department determines that no further operation and maintenance activities are required.

(1/2/07)

4.6 Inspection and Reporting Requirements. The Owner shall conduct an annual inspection of the Property and submit an annual report to the Department by January 15 of each calendar year. The annual report, filed under penalty of perjury by the then-current Owner, shall certify that the Property is being used in a manner consistent with this Covenant. The annual report shall describe how all the requirements outlined in this Covenant are being met. The annual report must include the dates, times, and names of those who conducted and reviewed the annual inspection. It also shall describe how the observations were performed and the basis for the statements and conclusions in the annual report (e.g., drive-by, walk-in, etc.). If violations of this Covenant are noted by the observer, the annual report must detail the steps taken to return to compliance. If the Owner identifies any violations of this Covenant during the annual inspections or at any other time, the Owner must within 10 days of identifying the violation, determine the identity of the party in violation, send a letter advising the party of the violation of this Covenant and demand that the violation cease immediately. Additionally, copies of any correspondence related to the enforcement of the Covenant shall be sent to the Department within 10 days of its original transmission.

ARTICLE V ENFORCEMENT

5.1. Enforcement. Failure of the Covenantor and/or Owner to comply with any of the Restrictions specifically applicable to it shall be grounds for the Department, by reason of this Covenant, to require that the Covenantor, Owner and/or Occupant modify or remove any improvements ("Improvements" as used herein shall mean all buildings, roads, driveways, and paved parking areas, constructed or placed upon any portion of the Property in violation of the Restrictions). Violation of this Covenant shall be grounds for the Department or U.S. EPA to file civil and/or criminal actions against the Covenantor, Owner and/or Occupant provided by law.

ARTICLE VI VARIANCE, TERMINATION, AND TERM

6.1. Variance. Any Owner or, with the Owner's written consent, any Occupant of the Property or any portion thereof, may apply to the Department for a written variance

(1/2/07)

from the provisions of this Covenant. Such application shall be made in accordance with Health and Safety Code section 25202.6 and upon written notice to U.S. EPA.

6.2. Termination Any Owner or, with the Owner's written consent, any Occupant of the Property or any portion thereof, may apply to the Department for a termination of the Restrictions or other terms of this Covenant as they apply to all or any portion of the Property. Such application shall be made in accordance with Health and Safety Code section 25202.6 and upon written notice to U.S. EPA.

6.3. Term Unless ended in accordance with the Termination paragraph above, by law, or by the Department in the exercise of its discretion, this Covenant shall continue in effect in perpetuity.

ARTICLE VII MISCELLANEOUS

7.1. No Taking or Dedication Intended. Nothing set forth in this Covenant shall be construed to be a gift or dedication, or offer of a gift or dedication, of the Property, or any portion thereof to the general public or anyone else for any purpose whatsoever. Further, nothing set forth in this Covenant shall be construed to effect a taking under federal or state law.

7.2. Department References. All references to the Department include successor agencies/departments or other successor entity.

7.3. Recordation. The Covenantor shall record this Covenant, with all referenced Exhibits, in the County of San Mateo within ten (10) days of the Covenantor's receipt of a fully executed original.

7.4. Notices Whenever any person gives or serves any notice ("Notice" as used herein includes any demand or other communication with respect to this Covenant), each such Notice shall be in writing and shall be deemed effective: (a) when delivered, if personally delivered to the person being served or to an officer of a corporate party being served, or (b) three business days after deposit in the mail, if mailed by United States mail, postage paid, certified, return receipt requested:

(1/2/07)

To Owner: Tyco Electronics Corporation
304 Constitution Drive
Menlo Park, California 94025
Attention: Director, Site Services

Or: (Name and address of any new owner as identified to the
Department pursuant to Section 3 5 of this Covenant)

To Department: Department of Toxic Substances Control
700 Heinz Avenue, Suite 300
Berkeley, California 94710
Attention: Branch Chief
Standardized Permitting and
Corrective Action Branch

To: United States Environmental Protection Agency, Region 9
75 Hawthorne Street
San Francisco, California 94105
Attention: PCB Coordinator (CMD-4-2)

The Owner shall immediately forward any notice to the Occupant(s) if the Occupant(s) are affected by such notice. Any party may change its address or the individual to whose attention a notice is to be sent by giving written notice in compliance with this paragraph

7.5 Partial Invalidity. If any portion of the Restrictions or other terms set forth herein is determined by a court of competent jurisdiction to be invalid for any reason, the surviving portions of this Covenant shall remain in full force and effect as if such portion found invalid had not been included herein.

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IN WITNESS WHEREOF, the Parties execute this Covenant.

"Covenantor"

Date: 1-4-07

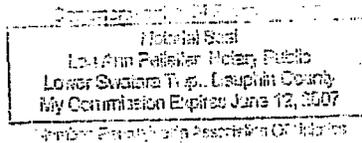
By: *Ter RA*
DW Terrence Curtin
Executive Vice President and CFO
Tyco Electronics Corporation

COMMERCIAL
STATE OF PENNSYLVANIA
COUNTY OF DAUPHIN } ss.

On 1-4-07 before me, Lou Ann Pelletier, a Notary Public, personally appeared Terrence Curtin, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Lou Ann Pelletier
Notary Public



(1/207)

"Department"

Date: 1-16-07

By: // Original Signed By //

Mohinder Sandhu, P.E., Chief
Standardized Permitting and
Corrective Action Branch

STATE OF California)
COUNTY OF Sacramento)^{ss}

On January 16, 2007 before me, Kathleen C. Duncan a Notary Public, personally appeared Mohinder Sandhu personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument

WITNESS my hand and official seal.

Kathleen C. Duncan
Notary Public

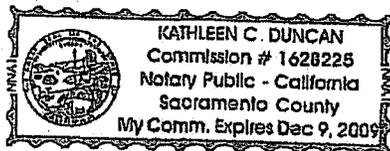
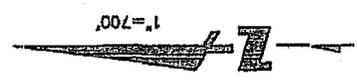
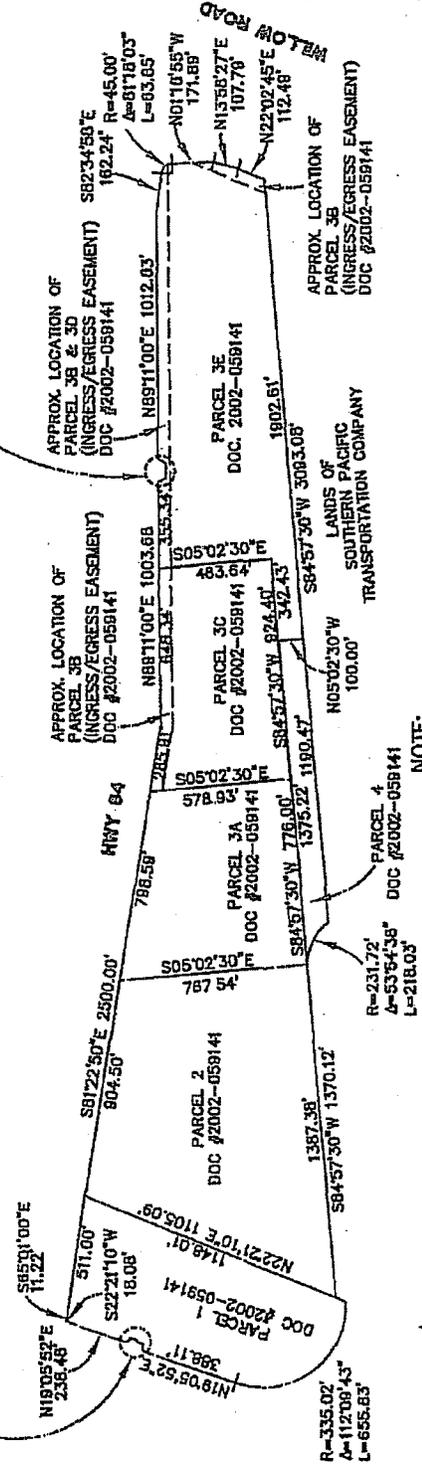
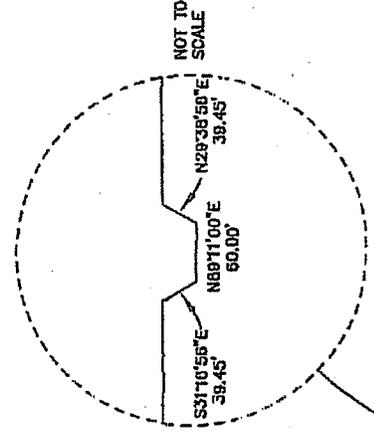
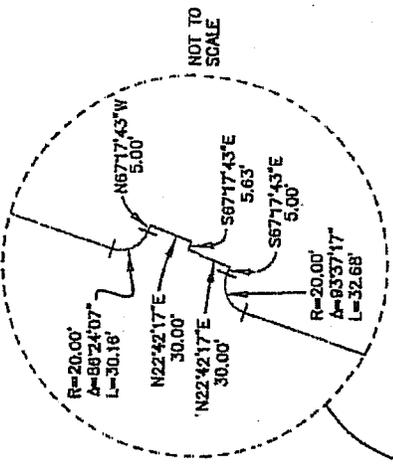
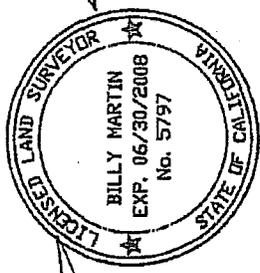


EXHIBIT "A-1"

COVENANT TO RESTRICT
USE OF PROPERTY -
ENVIRONMENTAL RESTRICTION



NOTE:
THIS SURVEY DOES NOT REPRESENT A BOUNDARY SURVEY.
THE BOUNDARY INFORMATION SHOWN ON THIS MAP IS BASED
ON RECORD INFORMATION ONLY. IT IS DERIVED FROM PARCELS 1
THROUGH 4 OF EXHIBIT A TO THE GRANT DEED, RECORDED
MARCH 27, 2002, AS DOCUMENT NO. 2002-059141 IN WHICH
TYCO INTERNATIONAL (PA) INC. CONVEYED CERTAIN REAL
PROPERTY TO TYCO ELECTRONICS CORPORATION.



255 SHORELINE DR
SUITE 200
REDWOOD CITY, CA 94065
650-482-6300
650-482-6399 (FAX)

Subject RECORD BOUNDARY EXHIBIT
TYCO ELECTRONICS CORPORATION
Job No. 20050178-50
By MK Date 08/31/06 Chkd. BM
SHEET 1 OF 1

EXHIBIT "A-2"
COVENANT TO RESTRICT USE OF PROPERTY --
PROPERTY DESCRIPTION FOR ENVIRONMENTAL RESTRICTION

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

Being all of Parcel 1, Parcel 2, Parcel 3 and Parcel 4 as described in that certain Grant Deed, recorded on March 27, 2002 as Document No. 2002-059141, San Mateo County Records, and being more particularly described as follows:

PARCEL 1

Beginning at a point on the Southwesterly line of the City and County of San Francisco 100 foot right of way, as said right of way is shown on a Record of Survey Map recorded in Volume 3 of Licensed Land Surveyors Maps at page 120, Records of San Mateo County, California, distant thereon South 65° 01' 00" East 357.31 feet from the most Easterly corner of Lot 35, as said Lot 35 is shown on a map entitled "BOHANNON INDUSTRIAL PARK UNIT NO. 7, MENLO PARK, SAN MATEO COUNTY, CALIFORNIA", filed in the office of the County Recorder of San Mateo County, State of California in Volume 60 of Maps at page 10; thence from said point of beginning, South 65° 01' 00" East along said Southwesterly line 11.22 feet and South 81° 22' 50" East 511.00 feet to the most Easterly corner of the boundary of land shown on the aforementioned map of Record of Survey; thence South 22° 21' 10" West along the Southeasterly boundary of said Record of Survey, 1217.72 feet to the Northerly line of the Southern Pacific Railroad Right of Way, as shown on said Record of Survey Map; thence South 84° 57' 30" West along said Northerly line 571.71 feet; thence leaving said Northerly line, North 22° 21' 10" East 1359.98 feet to the point of beginning.

Excepting there from so much thereof as lies within and also so much thereof as lies Westerly, Southwesterly and Southerly of the lands described as Parcel 46737-3 in that certain Final Order of Condemnation, a Certified Copy of which was recorded on July 27, 1983 as Document No. 83078012, Official Records of San Mateo County, California.

PARCEL 2

That portion of the 421.29 acre tract in the Rancho de las Pulgas conveyed by George Y Henderson, et al to Newbridge Park Realty Company, a corporation, by Deed dated October 14, 1932 and recorded October 24, 1932 in Book 574 of Official Records at page 446, Records of San Mateo County, California, which lies North of the Northerly line of the Southern Pacific Railroad (Dumbarton cut-off branch), more particularly described as:

Beginning at a point on the Northerly line of the Rancho de las Pulgas, said point being the most Northeasterly corner of the boundary of the land shown on a Record of Survey Map recorded in Volume 3 of Licensed Land Surveyors Maps at page 120, Official Records of San Mateo County, California; thence from said point of beginning South 81° 22' 50" East along said Northerly line of the Rancho de las Pulgas, 904.50 feet; thence leaving said line, South 5° 02'

30" East 767.54 feet to a point on the Northerly property line of the Southern Pacific Railroad Right of Way (300 feet wide); thence South 84° 57' 30" West along said property line 1387.38 feet to the Southeasterly boundary of the lands shown on the forementioned Record of Survey Map; thence North 22° 21' 10" East along said Southeasterly boundary 1105.09 feet to the point of beginning

PARCEL 3

Parcel A:

That portion of the 421.29 acre tract in the Rancho de Las Pulgas conveyed by George Y. Henderson et al to Newbridge Park Realty Company, a corporation by Deed dated October 14, 1932 and recorded October 24, 1932 in Book 574 of Official Records at page 446, Records of San Mateo County, California, which lies North of the Northerly line of the Southern Pacific Railroad (Dumbarton cut off branch), more particularly described as:

Beginning at a point on the Northerly line of the Rancho de las Pulgas, said point lying South 81° 22' 50" East 1,703.09 feet from the most Northeasterly corner in the boundary of the lands shown on a Record of Survey Map recorded in Volume 3 of Licensed Land Surveyors Maps at Page 120, Official Records of San Mateo County, California; thence from said point of beginning, South 81° 22' 50" East along the Northerly line of the Rancho de las Pulgas 798.59 feet; thence leaving said line South 5° 02' 30" East 578.93 feet to the Northerly property line of the Southern Pacific Railroad Right of Way (300 feet wide); thence South 84° 57' 30" West along said property line, 776.00 feet; thence leaving said line North 5° 02' 30" West 924.40 feet to the point of beginning

Parcel B:

A Right of Way and easement for ingress and egress over the following described property:

A strip of land 50 feet in width lying within and adjacent to the following described portion of the boundary of that portion of the 421.29 acre tract in the Rancho de las Pulgas, conveyed by George Y. Henderson et al to Newbridge Park Realty Company, a corporation, by Deed dated October 14, 1932 and recorded October 24, 1932 in Book 574 of Official Records at page 446, Records of San Mateo County, California, which lies North of the Northerly line of the Southern Pacific Railroad (Dumbarton cut-off branch), more particularly described as:

Beginning at the point of intersection of the Northwesterly line of Willow Road with the Northerly line of said Railroad, as same is described in Deed recorded September 30, 1907 in Book 142 of Deeds at page 39, Records of San Mateo County, California; running thence along said line of Willow Road and the prolongation thereof Northerly to the Northerly line of the Rancho de las Pulgas; thence along said Rancho line South 89° 07' 10" East 2436.70 feet to a take at Station "P.M.C 13" of said Rancho survey; thence continuing along said Rancho line North 81° 22' 50" West 285.91 feet to the Easterly boundary line of Parcel A above.

Also the right to construct, operate, maintain, repair, alter and replace, over, on, across and

under said real property (a) electric transmission, distribution and telephone lines attached to poles or other supports, together with other" attachments and equipment in connection therewith, and (b) facilities for any other utilities or services, and attachments and equipment in connection therewith over the above-described 50-foot strip of land.

Parcel C:

That portion of the 421.29 acre tract in the Rancho de las Pulgas conveyed by George Y Henderson et al to Newbridge Park Realty Company, a corporation, by Deed dated October 14, 1932 and recorded October 24, 1932 in Book 574 of Official Records at page 446, Records of San Mateo County, California, which lies North of the Northerly line of the Southern Pacific Railroad (Dumbarton cut-off branch), more particularly described as:

Beginning at a point on the Northerly line of the Rancho de las Pulgas, said point lying South $81^{\circ} 22' 50''$ East 1,703.09 feet from the most Northeasterly corner in the boundary of the land shown on a Record of Survey Map recorded in Volume 3 of Licensed Land Surveyors Maps at page 120, Official Records of San Mateo County, California; thence from said point of beginning South $81^{\circ} 22' 50''$ East along said Northerly line 285.91 feet to an angle point thereon called PMC-13 and North $89^{\circ} 11' 00''$ East 648.34 feet; thence leaving said line South $5^{\circ} 02' 30''$ East 463.64 feet to a point on the Easterly prolongation of the Northerly property line of the Southern Pacific Railroad Right of Way (300 feet wide); thence South $84^{\circ} 57' 30''$ West along said Easterly prolongation and said Northerly property line 924.40 feet; thence leaving said line North $5^{\circ} 02' 30''$ West 578.93 feet to the point of beginning

Parcel D:

A Right of Way and easement for ingress and egress over the following described property:

A strip of land 50 feet in width lying within and adjacent to the following described portion of the boundary of that portion of the 421.29 acre tract in the Rancho de las Pulgas, conveyed by George Y. Henderson et al to Newbridge Park Realty Company, a corporation, by Deed dated October 14, 1932 and recorded October 24, 1932 in Book 574 of Official Records at page 446 Records of San Mateo County, California, which lies North of the Northerly line of the Southern Pacific Railroad (Dumbarton cut-off branch), more particularly described as:

Beginning at the point of intersection of the Northwesterly line of Willow Road with the Northerly line of said Railroad, as same is described in Deed recorded September 30, 1907 in Book 142 of Deeds at page 39, Records of San Mateo County, California; running thence along said line of Willow Road and the prolongation thereof Northerly to the Northerly line of the Rancho de las Pulgas; thence along said Rancho line South $89^{\circ} 11' 00''$ East 1786.01 feet to the Easterly boundary line of Parcel C above.

Also the right to construct, operate, maintain, repair, alter and replace, over, on, across and under said real property (a) electric transmission, distribution and telephone lines attached to poles or other supports, together with other attachments and equipment in connection therewith, and (b) facilities for any other utilities or services, and all attachments and equipment

in connection therewith over the above described 50 foot strip of land.

Parcel E:

Beginning at a point on the Northerly line of Rancho de las Pulgas, said point being distant along said Northerly line South 81° 22' 50" East 1989 00 feet (an angle point in said Northerly line called PMC-13) and North 89° 11' East 648 34 feet from the most Northeasterly corner of the boundary of the lands shown on a Record of Survey Map recorded in Volume 3 of Licensed Land Surveyors Maps, at page 120, San Mateo County Records; thence from said point of beginning along said Northerly line North 89° 11' East 1786 01 feet on the Northerly prolongation of the Westerly line of Willow Road; as said road is shown upon the map of Newbridge Park, recorded in Volume 14 of Maps at pages 6 and 7, Records of San Mateo County, California; thence along said prolongation South 22° 02' 45" West 485.29 feet to the Northerly line of Southern Pacific Company right of way; thence along the last mentioned line, South 84° 57' 30" West 1902 61 feet; thence North 5° 02' 30" West 100.00 feet; thence North 84° 57' 30" East 342 43 feet; thence North 5° 02' 30" West 463 64 feet to the point of beginning

Excepting there from Parcel 46737-1 as contained in the Final Order of Condemnation recorded July 27, 1983 under Recorder's Serial No 83078012; Official Records of San Mateo County, California and being more particularly described as follows:

Commencing at the Northeasterly corner of Parcel 6, as said Parcel 6 is designated in the map entitled "RECORD OF SURVEY OF A PORTION OF THE LANDS FORMERLY OWNED BY THE CARNDUFF SITUATED IN SECTION 24; TOWNSHIP 5 SOUTH, RANGE 3 WEST, M.D.B. AND M. AND IN THE RANCHO DE LAS PULGAS" filed in the office of the Recorder of San Mateo County, State of California, on October 29, 1965, in Volume 6 of Licensed Land Survey Maps at page 66; thence along common line of said Parcel 6 and Parcel 5 of said Record of Survey South 54° 33' 08" West, 37 03 feet; thence from a tangent that bears South 82° 18' 07" West, along a curve to the right with a radius of 2120.00 feet, through an angle of 2° 07' 56", an arc length of 78 90 feet; thence South 35° 20' 07" West, 114 78 feet; thence South 18° 44' 08" West, 0 42 feet to said common line of Parcel 6 and Parcel 5; thence along last said line South 54° 33' 08" West 204 46 feet to the Westerly line of said Parcel 5; thence along last said line South 23° 08' 15" West, 106.70 feet to the Southwesterly corner of said Parcel 5; thence leaving last said corner North 15° 03' 57" East, 107.78 feet; thence North 0° 11' 25" West, 172.12 feet; thence along a tangent curve to the left with a radius of 45 00 feet, through an angle of 81° 13' 05", an arc length of 63 79 feet; North 81° 24' 30" West 162.32 feet to the Northerly line of Rancho de las Pulgas between PMC 13 to PMC 12; along last said line South 89° 38' 32" East 554.89 feet to the point of commencement

Also excepting from Parcel 3 above described Parcel 46737-2; (amended) as contained in the Final Order of Condemnation recorded July 27, 1983 under Recorder's Serial No 83078012; Official Records of San Mateo County, California and being more particularly described as follows:

Commencing at a point on the Northerly line of Rancho de las Pulgas, said point being distant along said Northerly line North 89° 38' 32" West, 1330.59 feet from the Northwesterly corner of

Parcel 6, as said Northerly line and Parcel 6 are shown in the map entitled "Record of Survey of a portion of the lands formerly owned by Carnduff, situated in Section 24, Township 5 South, Range 3 West, M.D.B and M. and in the Rancho de las Pulgas" filed in the office of the Recorder of San Mateo County, State of California, on October 29, 1965 in Volume 6 of Licensed Land Survey Maps at Page 66; thence continue along said line North $89^{\circ} 38' 32''$ West 100.00 feet; thence leaving said Northerly line South $30^{\circ} 06' 28''$ East 39.45 feet; thence South $89^{\circ} 38' 32''$ East 60.00 feet; thence North $30^{\circ} 49' 24''$ East, 39.45 feet to the Point of Commencement.

PARCEL 4

Parcel A of the parcel map recorded in Book 56 of Maps, Page 7, in the office of the County Recorder in the County of San Mateo, on July 8, 1985

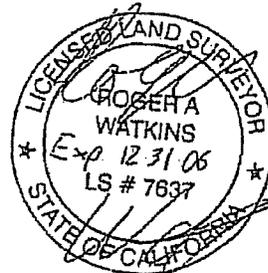
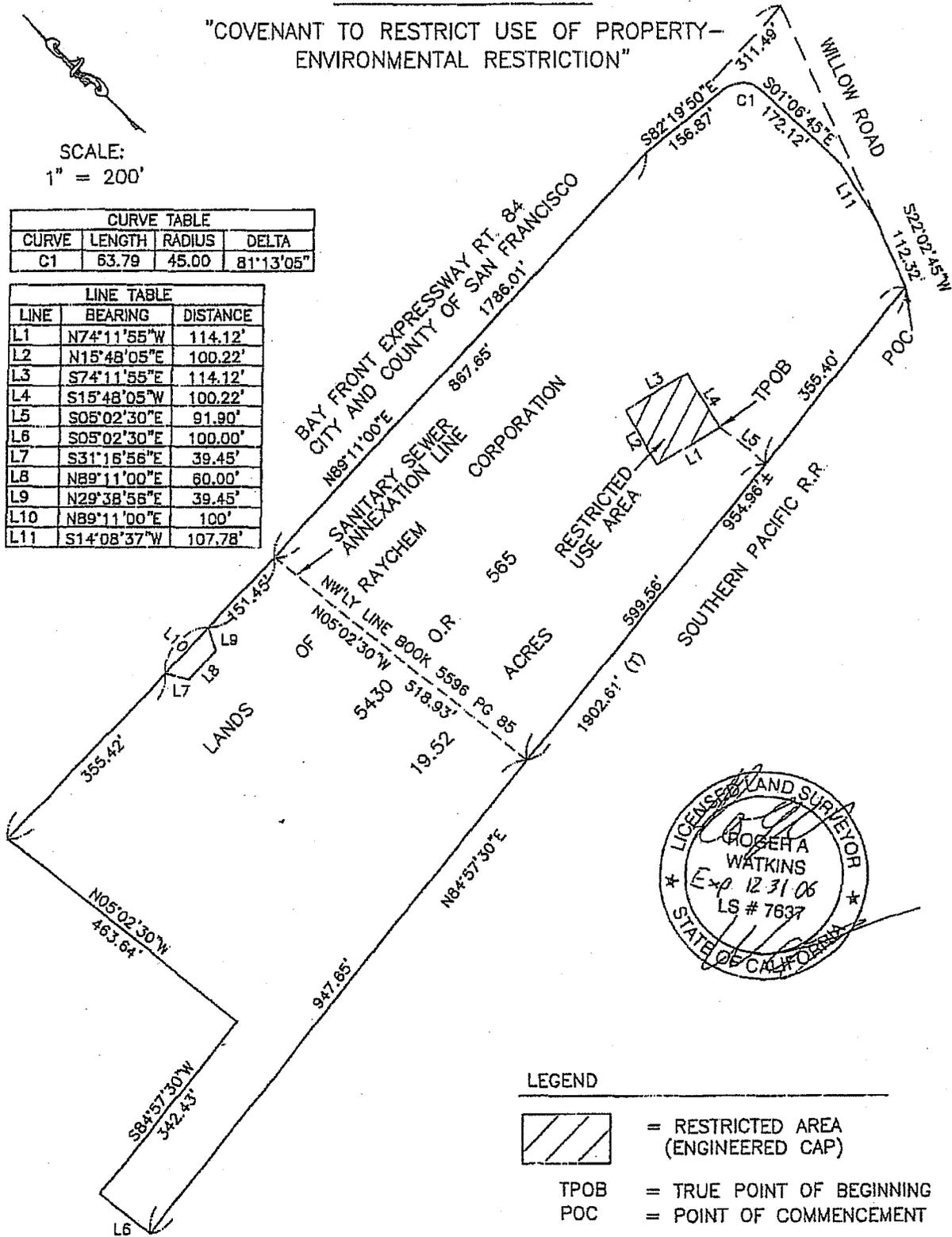
EXHIBIT "B-1"

"COVENANT TO RESTRICT USE OF PROPERTY- ENVIRONMENTAL RESTRICTION"

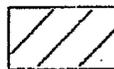
SCALE:
1" = 200'

CURVE TABLE			
CURVE	LENGTH	RADIUS	DELTA
C1	63.79	45.00	81°13'05"

LINE TABLE		
LINE	BEARING	DISTANCE
L1	N74°11'55"W	114.12'
L2	N15°48'05"E	100.22'
L3	S74°11'55"E	114.12'
L4	S15°48'05"W	100.22'
L5	S05°02'30"E	91.90'
L6	S05°02'30"E	100.00'
L7	S31°16'56"E	39.45'
L8	N89°11'00"E	60.00'
L9	N29°38'56"E	39.45'
L10	N89°11'00"E	100'
L11	S14°08'37"W	107.78'



LEGEND



= RESTRICTED AREA
(ENGINEERED CAP)

TPOB = TRUE POINT OF BEGINNING
POC = POINT OF COMMENCEMENT

Accompanies Exhibit "B-1"

EXHIBIT "B-2"
"COVENANT TO RESTRICT USE OF PROPERTY-
ENVIRONMENTAL RESTRICTION"

THAT PORTION OF REAL PROPERTY DESCRIBED IN BOOK 5430 PAGE 565 OF OFFICIAL RECORDS RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF SAN MATEO, STATE OF CALIFORNIA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

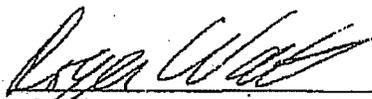
COMMENCING AT THE MOST SOUTHEASTERLY CORNER OF SAID PROPERTY, BEING THE INTERSECTION OF THE WEST RIGHT-OF-WAY LINE OF WILLOW ROAD AND THE NORTH RIGHT-OF-WAY LINE OF THE SOUTHERN PACIFIC RAILROAD; THENCE ALONG THE SOUTH PROPERTY LINE OF SAID DEED, SOUTH 84°57'30" WEST, A DISTANCE OF 355.40 FEET; THENCE LEAVING SAID PROPERTY LINE, NORTH 05°02'30" WEST, A DISTANCE OF 91.90 FEET TO THE TRUE POINT OF BEGINNING; THENCE THE FOLLOWING FOUR COURSES;

1. NORTH 74°11'55" WEST, A DISTANCE OF 114.12 FEET;
2. NORTH 15°48'05" EAST, A DISTANCE OF 100.22 FEET;
3. SOUTH 74°11'55" EAST, A DISTANCE OF 114.12 FEET;
4. SOUTH 15°48'05" WEST, A DISTANCE OF 100.22 FEET TO THE TRUE POINT OF BEGINNING

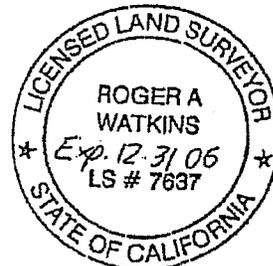
SAID PARCEL CONTAINS 11,437 SQUARE FEET, MORE OR LESS.

EXHIBIT "B-1" ATTACHED HERETO AND BY THIS REFERENCE MADE A PART THEREOF.

PREPARED UNDER MY SUPERVISION



ROGER WATKINS, PLS 7637
LICENSE EXPIRES 12/31/06



7-31-06

DATE



CITY OF EAST PALO ALTO
Community Development Department— Planning Division
1960 Tate Street • East Palo Alto, CA 94303
Tel: (650) 853-3185 • Fax: (650) 853-3179

May 26, 2011

Justin Murphy, Development Services Manager
City of Menlo Park
Community Development Department, Planning Division
701 Laurel Street
Menlo Park, CA 94025

Re: Notice of Preparation for Facebook / 1601 Willow Road (10-19 Network Circle) East Campus and 312-314 Constitution Drive (West Campus)

Dear Mr. Justin Murphy:

The City of East Palo Alto (EPA) Planning Division and Redevelopment Agency have reviewed the Notice of Preparation (NOP) for the Facebook project. The City has identified housing and traffic as areas where there would be the potential for significant adverse impacts to the environment.

The Planning Division's comments regarding those issues are identified below.

Housing Affordability

It is anticipated that the spillover effect of Facebook employees who choose to purchase and rent housing in East Palo Alto could be significant. Based on a review of the housing and jobs data outlined below and memoranda provided by regional agencies, the Planning Division anticipates that a percentage of the local employees who choose to reside close to work or cannot afford housing in Menlo Park will displace EPA residents.

Without a better understanding of the earnings associated with Facebook employees, the Planning Division cannot accurately forecast the outcome. Several scenarios are identified below, which identify areas of potential concern for further investigation by the environmental consultants and/or city. A review of the U.S. Bureau of Labor Statistic's economic data suggests that affordable housing impacts might be lessened if Facebook employees are classified in the Professional, Scientific, and Technical Services sector, since this classification of employee earns an estimated annual income of \$150,000. In this case, a larger percentage of Facebook employees are assumed to have access to the local housing market in Menlo Park. If however most of the employees are classified in the Information Sector, which has estimated annualized earnings in the fourth quarter of 2010 of \$60,000, the pressure on housing in the City of East Palo Alto could be substantial, and could have significant environmental and social policy outcomes, as EPA is one of the last places in the mid-peninsula with housing within the range which low income households can afford. Local zoning and housing regulations were crafted in response to this unique situation. Recent data provided by the Equity Working Group for the

Metropolitan Transportation Commission (MTC) identifies declining affordability in the Menlo Park region near where Facebook is proposing to locate. This suggests that as housing becomes less affordable in Menlo Park, more individuals who would have purchased or rented there will be forced to reside or buy in the City of East Palo Alto (*See Attachment 1 – May 4, 2011 entitled – Identifying Communities of Concern and Other Relevant Equity Populations*).

To ensure continued affordability for as long as a city resident maintains his or her residence, the EPA City Council proposed a measure for the ballot, and the local residents overwhelmingly voted for a Rent Stabilization and Just Cause Eviction Ordinance (RSO). In accordance with the Costa Hawkins Act, residential tenancies which expire are reset to the market rate, which affects a significant share of the local housing. In some communities, it is anticipated that more than 50% of housing units reset to the market rate within 7 years. This is important for two reasons:

- First, the average household price, while lower than the surrounding communities of Menlo Park and Palo Alto, is still too high for many of the households within the City to afford without spending more than 30% of their income on housing. As identified in the EPA Housing Element adopted June 15, 2011, 79% of EPA residents are low income.
- Second, since many of the city's dwelling units are located in close proximity to the Facebook campus, and are exempt from the RSO, as they are less than four units, it is anticipated that a percentage of Facebook employees will seek housing in the local market, which therefore reduces the local supply and affordability of housing.

Finding 1 - Based on the foregoing, it is anticipated that a percentage of Facebook employees are likely to displace residents of East Palo Alto, and displacement is likely to result in increased residential densities above that which is permitted by the Health and Safety Code

Traffic and Greenhouse Gases

While those Facebook employees who reside near campus could commute using non-motorized means and thereby have a positive impact on greenhouse gases, those employees will need programs to encourage this type of activity and local infrastructure improvements to allow for safe passageways. Unless programs are encouraged and local infrastructure improvements are made, there is greater potential for this group of workers to drive through the city's side streets to access the campus, especially when the arterials are congested, as is frequently the case during the AM and PM peak hour. The additional traffic and the lack of adequate infrastructure will decrease the safety of non-motorized transportation through these streets.

Finding 2 - If the proposed expansion is unmitigated, the project will likely have detrimental impacts on the local community through increased greenhouse gases, and reduced non motorized mobility without concomitant infrastructure improvements, especially for those households traveling to the Facebook Campus traveling from the south.

The Redevelopment Agency's four comments are below.

First, the City of East Palo Alto and the City of Menlo Park will need to coordinate efforts to ensure that the traffic counts from the City of East Palo Alto's Ravenswood/4 Corners Transit Oriented Specific Plan (Specific Plan) and Program EIR are included in the Facebook project's

cumulative traffic scenario. The Specific Plan Area is generally bounded at the west by University Avenue; at the north by the Union Pacific rail line, where future passenger rail service is planned; at the east by the Ravenswood Open Space Preserve and Palo Alto Baylands along the San Francisco Bay; and at the south by Weeks Street. The net development estimates are shown in Table 1.

TABLE 1 NET Development Estimates for Specific Plan Area

Land Use	Estimated Net Development
Single-Family Residential	19 dwelling units
Multi-Family Residential	816 dwelling units
Office	1,268,500 square feet
Retail	112,400 square feet
R&D/Industrial	351,820 square feet
Civic Uses*	61,000 square feet
Parks and Trails	30 acres

* Potential civic uses include a school, a community center, an expanded library, health services, and a recreation center.

Detailed information is available at the Specific Plan website at: <http://www.ci.east-palo-alto.ca.us/economicdev/dumbarton.html> The Draft Program EIR should be available in August/September 2011.

Second, the Alternatives Analysis Memo for the Specific Plan identifies 84% of the traffic on University Avenue as “cut through traffic” that neither originates nor ends in East Palo Alto. To adequately analyze the potential impact of the Facebook Campus Project, please add the following intersections to the TIA.

1. University Avenue/Hwy 101 NB on-off ramp.
2. University Avenue/Hwy 101 SB on-off ramp.
3. University Avenue and Bell Street
4. University Avenue and Purdue Ave.

Third, please provide direction as to the need or desire of Menlo Park or Facebook to accommodate a station for the Dumbarton Rail Project in the vicinity of Willow Ave. Previous Dumbarton Rail Corridor planning documents identified a station near Willow Ave.

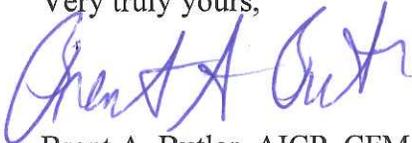
Fourth, please include the following individuals in all notices related to this project.

Brent Butler
Planning Manager
East Palo Alto Planning Dept.
1960 Tate Street
East Palo Alto, CA 94303
bbutler@cityofepa.org

Sean Charpentier
RDA Project Coordinator II
East Palo Alto Redevelopment Agency
1960 Tate Street
East Palo Alto, CA 94303
scharpentier@cityofepa.org

Thank you for this opportunity to comment. We look forward to working collaboratively with the City of Menlo Park.

Very truly yours,



Brent A. Butler, AICP, CFM
Planning Manager
City of East Palo Alto

Attachment 1: May 4, 2011 entitled – Identifying Communities of Concern and Other Relevant Equity Populations).

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To: Equity Working Group

From: Jennifer Yeamans

Date: May 4, 2011

Re: Identifying Communities of Concern and Other Relevant Equity Populations

Creating a Framework for Alternative Scenarios Analysis

Building on the discussion of elevating regional equity priorities at our April meeting, the next major task is defining a framework for equity analysis for the Alternative Scenarios. A typical equity analysis framework has two key components: one component defines the specific populations of concern to be analyzed, and the other defines a set of performance measures that will provide quantitative data with which different planning scenarios can be compared to each other, and different population subgroups can be compared to each other (such as "low-income" vs. "not low-income").

There are two related goals within this task of developing the framework that we will be exploring over the next several months:

- (1) to understand how the equity analysis framework will satisfy federal guidance the U.S. Department of Transportation issues metropolitan planning organizations like MTC regarding civil rights and environmental justice in long-range planning; and
- (2) to explore and identify which combinations of possible population definitions and possible measures provide the best "fit" to inform the priority equity issues with quantitative analysis.

Overview of Populations and Communities for Consideration

Attachment A lists a summary of potential populations that may be considered for analysis. The list is broken into two groups, based on the methodological approach to analyzing the populations. Population groups that MTC must include to satisfy federal guidance are noted in boldface.

There are two main differences to note between the "population-based" and "geographic-based" definitions. The first difference is in how the regional population is broken out for analysis: the population-based approach captures *all persons* in a given population subset *wherever they may live* in the region; the geographic-based approach, by contrast, is a spatial definition, where geographic subregions are defined based on whether the populations *within those subregions exceed a given threshold* for a certain population of concern.

The second difference reflects how forecasting assumptions are applied to the target population: the population-based definition reflects ABAG population and economic forecasts for the planning horizon year, while the geographic-based definitions are not forecast spatially and therefore must be analyzed based solely on the *current location* of these populations.

MTC's current Community of Concern definition, for example, is a geographic-based definition. By contrast, the low-income population used in the Initial Vision Scenario equity analysis was a population-based definition that looked at all low-income households throughout the region.

(over)

Reviewing Low-Income and Minority Communities of Concern

MTC's low-income and minority Communities of Concern, used in the past two RTP Equity Analyses, were defined based on 2000 Census data, and represent travel analysis zones (similar to census tracts) where more than 70 percent of the population is a member of a minority group, or more than 30 percent of the population is below 200 percent of the federal poverty level.

More up-to-date socioeconomic data is now available from the Census Bureau for these fine-grained geographies, providing tract-level averages for the period 2005-09 (the Census Bureau uses this five-year timeframe to obtain an adequate sampling rate for these smaller geographies) for race/ethnicity and income level, and for 2010 for race/ethnicity only. At your May meeting, staff will present maps showing updated locations of the region's minority and low-income population concentrations relative to 2000 data (see attached). Staff requests you consider the following in providing feedback on characterizing low-income and minority populations for the equity analysis:

1. Should the analysis of low-income and minority populations (a) employ the same 70% minority/30% low-income thresholds for the 2005-09 data; (b) employ a higher threshold such as 75% minority/35% low-income for the 2005-09; or (c) use something different altogether?
2. Is it preferable to use race/ethnicity and income data from the same data set representing the same "universe," or is it preferable to use the most up-to-date data wherever possible, even if they are from different data sets and represent different "universes"? Example: more recent data is available from the 2010 Census for race/ethnicity at the tract level, while 2005-09 is the most recent data available for income at that level.

Next Steps and Timeline

Building on discussions of relevant populations and communities for analysis, staff will bring an initial framework of proposed equity measures matched with relevant populations of concern to your June meeting for discussion and feedback. This will include a summary of comments and input received at earlier meetings that was flagged for follow-up in the Alternative Scenarios analysis work. While discussions of development of other, off-model analyses will be ongoing throughout the development of the Alternative Scenarios, the model-based framework will need to be in place by July in to meet the timeframe needed to carry out technical analysis of the Alternative Scenarios. To meet this July timeframe, staff proposes the following schedule over the next three meetings:

<u>Meeting</u>	<u>Goal</u>
----------------	-------------

- | | |
|------|---|
| May | <ul style="list-style-type: none">• Review equity-related populations and communities |
| June | <ul style="list-style-type: none">• Review and provide input on staff proposal for framework matching populations with relevant model-based equity measures• Identify critical off-model issue(s) for analysis |
| July | <ul style="list-style-type: none">• Finalize model-based framework, proceed with technical analysis of Alternative Scenarios• Initial report back on possible off-model analysis (continues to August) |

Attachment A
DRAFT – May 4, 2011

Potential Population/ Community Definitions		Data Source
Level of Analysis		
<p>Population-based "disaggregate" analysis; accounts for every member of the population of concern at the individual or household level, regardless of location.</p> <p>Future-year forecasts are generally based on ABAG's demographic and economic projections for these populations.</p>	Low-income status (by income quartiles; low-income = appx. \$35,000/yr. or below)	ABAG
	Senior (e.g. over 65)	ABAG
	Youth/young adults (e.g. 5-20)	ABAG
	Auto availability (zero-vehicle households, households with fewer autos than workers)	MTC estimates
	Specific family characteristics (e.g. low-income households with children, seniors living alone)	MTC travel model population synthesizer
<p>Geographic-based "aggregate" analysis; accounts for all members of a particular geographic area (i.e. census tract/travel analysis zone) identified as above a certain threshold for a population of concern.</p> <p>These characteristics are not forecast, so future-year analyses must assume these population concentrations remain located where they are today.</p>	Minority status (based on race/ethnicity)	Census 2010 American Community Survey (ACS) 2005-09
	Low-income status (based on 200% of federal poverty level)	ACS 2005-09
	MTC-defined "community of concern" * (population greater than 70% minority or 30% low-income)	Census 2000 (current definition) ACS 2005-09 (to update)
	Limited English Proficiency (people who do not speak English well or at all)	ACS 2005-09
	People with disabilities	Census 2000
	Other socioeconomic characteristics derived from Census Bureau data (e.g. educational attainment, employment status, renter vs. owner status)	ACS 2005-09
	Other community definitions based on current-year conditions, such as highlighted in other agency or outside reports (e.g. overburdened renters, below-average transportation availability)	Varies

Bolded indicate populations protected under Title VI and federal Environmental Justice regulations within MTC's long-range planning context.

* denotes definition used in *Transportation 2035 Equity Analysis*

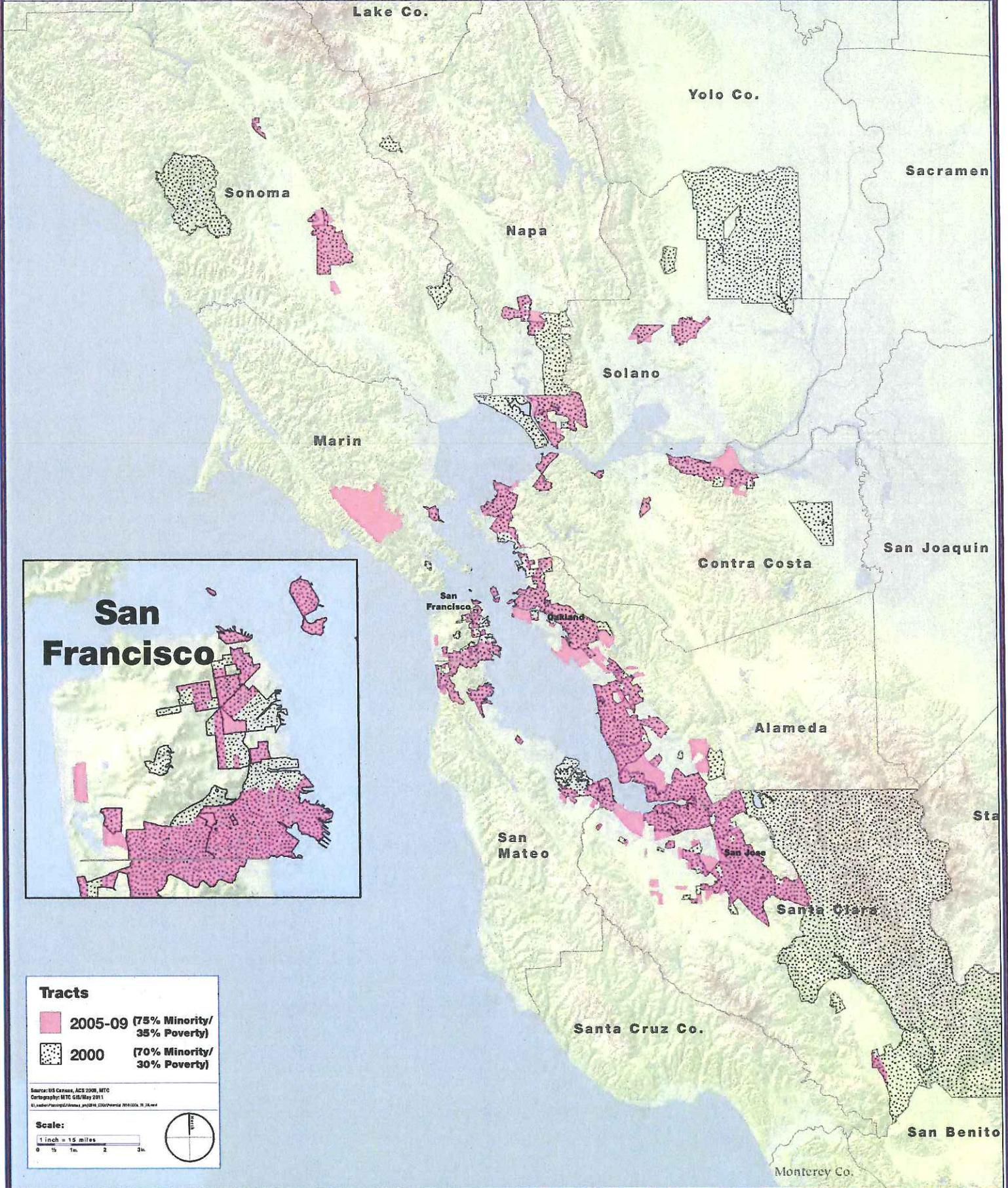
75% Minority and/or 35% Low Income

M Metropolitan Transportation Commission
Planning, Financing and Coordinating
Transportation for the nine-county
San Francisco Bay Area

Research and Demographic Unit

DRAFT

Geographic Information Systems Unit



Tracts

-  2005-09 (75% Minority/
35% Poverty)
-  2000 (70% Minority/
30% Poverty)

Source: US Census, ACS 2009, MTC
Cartography: MTC GIS/Map 2011
C:\Users\Public\Documents\proj\GIS\2009\POV\2009_POV_75_35.mxd

Scale:

1 inch = 15 miles
0 1/2 1m 2 3m



Subject: Menlo Park Facebook Campus Project Environmental Impact Report (EIR)
From: East Palo Alto Bicycle Club (EPABC)
To: Menlo Park Development Services Manager Justin Murphy
Date: May 26, 2011

Dear Justin Murphy,

This letter is in response to the Notice of Preparation (NOP) of an Environmental Impact Report (EIR) for the Menlo Park Facebook Campus Project, found online at http://service.govdelivery.com/docs/CAMENLO/CAMENLO_176/CAMENLO_176_20110419_en.pdf.

The East Palo Alto Bicycle Club (EPABC) is engaged in a variety of short-term and long-term efforts to improve conditions for bicycling in East Palo Alto, including:

- repairing donated bicycles and giving them to children and low-income workers
- encouraging children to bike and walk to school with the Ravenswood City School District's Safe Routes to School (SRTS) program
- teaching safe bicycling techniques to both children and adults through Bicycle Safety Education classes
- promoting bicycling as a safe and healthy transportation option at community events such as the annual Cinco de Mayo Celebration and Bike to Work Day events.
- organizing bicycle tours to show residents and city officials the benefits of future bicycle projects such as the Bicycle/Pedestrian Bridge over Highway 101 connecting Newell Rd with Clarke Ave.

Facebook's move from Palo Alto to Menlo Park is of great concern to East Palo Alto residents due to the potential for a significant increase in traffic along University Ave, which is already highly congested during peak commute hours. We believe that a large percentage of the 9,400 employees that Facebook plans to have working at their Menlo Park campus will drive on University Ave through East Palo Alto and not Willow Rd through Menlo Park because:

- Many Facebook employees currently live and will continue to live in Palo Alto and Mountain View, which are both entirely south of University Ave. Few Facebook employees live in Menlo Park and areas farther north (except for San Francisco, and many of them will drive to work on Bayfront Expressway from Marsh Rd, not on Willow Rd).
- University Ave connects with El Camino Real, and Willow Rd does not. This is significant because El Camino Real is the most heavily used north-south corridor in the area after Highway 101.
- University Ave connects directly to Facebook's Menlo Park campus via Bayfront Expressway.
- Willow Rd offers no greater traffic capacity than University Ave because the number of vehicle lanes it contains is exactly the same - one lane in each direction between Middlefield Rd and Highway 101, and two lanes in each direction between Highway 101 and Bayfront Expressway.

The Menlo Park Facebook EIR should not assume that most of the Facebook commuter traffic will occur on Willow Rd simply because it is the shortest route from Highway 101, Middlefield Rd, and El Camino Real. The EIR should consider the factors listed above as reasons why many Facebook commuters will drive on University Ave to get to work.

Traffic on University Ave already slows to a crawl and often stops completely between Bay Rd and Donohoe St in East Palo Alto during peak commute hours. Preventing the Level Of Service (LOS) on this two-thirds of a mile section of University Ave from being further reduced is of critical importance to East Palo Alto workers, most of whom commute daily to Palo Alto or Menlo Park.

Critical intersections in East Palo Alto along this route that will be impacted include University Ave and Bell Rd, University Ave and Runnymede St, University Ave and Bell Rd, University Ave and Donohoe St, the University Ave and Highway 101 interchange, and University Ave and Woodland Ave.

The traffic impact on all six of these intersections should be studied in the EIR.

The City of East Palo Alto is planning several bicycle projects which have great potential to mitigate the traffic impacts of Facebook employees driving to work along University Ave because each of them will increase the safety of bicyclists traveling to Facebook's Menlo Park campus, thereby resulting in some Facebook employees choosing to bicycle to work instead of driving. These bicycle projects include:

1. **Stripe bike lanes on the University Ave and Highway 101 overcrossing.** This overcrossing is dangerous for bicyclists because they must cross the paths of vehicles traveling at high speeds at 3 locations in the northbound direction and at one location in the southbound direction.
2. **Stripe bike lanes on the Willow Rd and Highway 101 overcrossing.** This overcrossing is dangerous for bicyclists because they must cross the paths of vehicles traveling at high speeds at 4 locations in the northbound direction and 4 locations in the southbound direction.
3. **Widen and restripe the bike lanes on University Ave.** These bike lanes are too narrow to safely bicycle in because many vehicles exceed the posted speed limit of 25 mph, and these bike lanes are wearing away and have already disappeared in many places, especially between Bay Rd and Bell Rd..
4. **Construct a bike path to fill an important gap in the San Francisco Bay Trail** from University Ave along the Dumbarton Rail line east to the Ravenswood Open Space Preserve, then south to connect with the existing Bay Trail which currently ends (in the northbound direction) at Runnymede St in East Palo Alto.
5. **Construct a bicycle/pedestrian overcrossing bridge over Highway 101 at Newell/Clarke** to create a safe route for bicycles to travel between Palo Alto and East Palo Alto. This would create a safe and continuous bicycle route from the California Ave Caltrain Station in Palo Alto to East Palo Alto.

All of these bicycle projects should be included as potential traffic mitigation measures in the EIR, not only because each one would contribute to a reduction of the traffic impacts on University Ave, but also in order to be consistent with several local plans, which is required under the California Environmental Quality Act (CEQA). These local plans include:

1. *East Palo Alto Bicycle Transportation Plan (2011), page 11.* Includes projects #3 and #5 above.
http://www.ci.east-palo-alto.ca.us/planningdiv/pdf/Bicycle_Transportation_Plan.pdf
2. *East Palo Alto General Plan, Circulation Element (1999), pages 18 and 21.* Includes projects #1, #3, and #4 above.
http://www.ci.east-palo-alto.ca.us/planningdiv/pdf/Economic_Circulation_Conservation_and_Open_Space.pdf
3. *The San Francisco Bay Trail Project Gap Analysis Study (2005).* Includes project #4 above.
<http://baytrail.abag.ca.gov/gap-analysis/GAP-ANALYSIS-REPORT-all.pdf>
4. *East Palo Alto Bay Access Master Plan (2007), page 16.* Includes project #4 above. <http://www.ci.east-palo-alto.ca.us/economicdev/images/BAMP%20Final%205%2023%2007.pdf>
5. *Menlo Park Comprehensive Bicycle Development Plan (2005), Figure 5-1.* Includes project #2 above.
<http://www.menlopark.org/departments/trn/bikeplan.pdf>

Sincerely,



Andrew Boone, President, East Palo Alto Bicycle Club (EPABC)

Murphy, Justin I C

From: Patti L Fry [pattilry@gmail.com]
Sent: Sunday, May 15, 2011 5:36 PM
To: Planning Commission
Subject: Fwd: NOP Facebook

Planning Commission -

I apologize for pushing send too quickly. I meant to add that I hope the following also would be considered:

- Adequacy and safety of bike and pedestrian routes to the sites, specifically including to/from Caltrain.

Patti Fry

----- Forwarded message -----

From: Patti L Fry <pattilry@gmail.com>
Date: Sun, May 15, 2011 at 5:33 PM
Subject: NOP Facebook
To: planning.commission@menlopark.org

Dear Commission,

As you discuss the scope of the EIR and FIA for the Facebook project, I hope the following will be considered in those evaluations:

- Traffic patterns related to potentially proposed TDM measures, which are stated to be the basis for evaluating environmental impacts. Specifically, since shuttles, buses, and public transit have been mentioned, the EIR needs to evaluate impacts anywhere in Menlo Park. For example, if traffic to the Facebook site is minimized because of buses or shuttles, the traffic and transportation sections needs to evaluate where employees and visitors to the site begin their bus or shuttle trips. The overall impact of a shuttle for Caltrain riders could be different from a shuttle that picks up shuttle or bus riders who drive to the station or other parking lot in Menlo Park,
- Adequacy of TDM measures, and whether they really minimize traffic and congestion throughout Menlo Park.
- Vehicle counts are not the same as trips.
- The overall impact of the number of employees. It is more than just commute trips. Water and sewer use; garbage/trash collection come to mind as well as impact on community resources such as parks, housing, schools.
- Primary Goal of the M-2 General Industrial district, as stated in Menlo Park's General Plan I-F, which states "To promote the retention, development, and expansion of industrial uses which provide significant revenue to the City, are well designed, and have low environmental and traffic impacts."
- Related General Plan policies that encourage sales and use tax generating uses and provision of "job training, child care, housing and transportation programs for Menlo Park residents". As exciting as it is to have Facebook come to Menlo Park, the city must consider the longterm impact on Menlo Park's financial viability of another large business that does not generate such revenue (on top of the enormous office buildings planned for Menlo Gateway that also may not generate any such revenue). Growth of property tax revenue is limited by Prop 13; growth of sales/use tax revenue is affected by the economy, with average upside potential much higher than property taxes. .

- Consideration of the Full Buildout Potential and Development Projections for both Residential and Commercial and Industrial Development as stated in the current General Plan pages III-2 and III-3, taking into account other approved, planned, and potential projects. While the projections were only through 2010, it is my understanding that the city must consider the General Plan Full Buildout Potential and projections rather than externally identified projections for jobs or population.
- Impact on housing demand. While this project may not include any housing, the additional employee population increases demand locally and regionally. Again, the comparisons should be to what Menlo Park's General Plan includes, not to externally identified projections, because the General Plan was established to balance the various Elements within it.
- BMR housing impact, with specific net additional sites for net additional housing demand created by the net additional employees above current levels..
- Comparison of traffic and congestion to current conditions, with the required consideration of Menlo Gateway as well as other planned projects such as Stanford Medical Center expansion, potential development at Cargill site in Redwood City..
- Financial impacts should compare to prior revenue from SUN and Raychem/Tyco, and to sales/use tax revenue generating uses.
- Impacts of climate change, including potential sea rise scenarios.

Thank you for your consideration.

Patti Fry,

Menlo Park resident and former Planning Commissioner

Murphy, Justin I C

From: Jane Garratt [jane.garratt@gmail.com]
Sent: Thursday, May 26, 2011 6:50 AM
To: Murphy, Justin I C
Subject: Facebook EIR

Dear Mr. Murphy,

I am concerned about the zoning changes Facebook is requesting for the development of its property in Menlo Park. Specifically and most importantly, I would like the EIR to evaluate the traffic generated not only by Facebook's expansion alone but what the total impact of traffic increases projected by Gateway, Stanford Hospital, and a new city downtown plan will be. I would like information on noise and air pollution created by the increase in vehicles on U.S. 101 and city streets. Perhaps the EIR can also cite examples of other large companies found in similar locations, away from public transit, that have reduced employee trips with the use of bicycles, buses, and shuttles.

Additionally I look forward to reading about the cost of city services (police, fire) compared to the tax revenue generated. I also hope the amount of city water needed by Facebook's expansion will be part of the EIR. As I recall up to 10% of future water allocations have already been committed to Gateway.

I'm sure all of these things are part of the standard EIR, but my concern about the future of our city has compelled me write you.

Sincerely,
Jane Garratt
319 Bay Road
Menlo Park, CA

Murphy, Justin I C

From: Adina Levin [alevin@alevin.com]
Sent: Thursday, May 26, 2011 3:32 PM
To: Murphy, Justin I C
Subject: Comments regarding Facebook Campus Environmental Impact Report

Dear Mr. Murphy,

I am a Menlo Park resident, and cycle frequently for transportation and recreation. I encourage you to include the impacts to cyclists in the scope of the environmental impact report for the Facebook Campus project.

Facebook is proposing an ambitious "trip cap" to mitigate the environmental impact by facilitating the use of cycling and transit, instead of the traditional employee cap. Facebook is proposing approximately one vehicle parking spot for every two employees. I strongly support the approach proposed by Facebook, and believe this is the right strategy for Menlo Park and the region to be able to grow our economy while protecting the environment. I believe Facebook's goals are realistic, given the fact that Facebook currently has one of the highest percentages of employees who bike to work in Silicon Valley.

However, in order to achieve this goal, there will need to be substantial improvements to the bicycling infrastructure on the routes used by Facebook commuters. I agree with the specific recommendations of the Silicon Valley Bicycle Coalition. The EIR should study improvements to intersections and roadways on the routes used by Facebook commuters, including:

- * Intersection improvements at Bayfront Expressway and Willow Road, including bicycle facilities for both crossing Bayfront Expressway northbound into the Facebook property and southbound exiting the Facebook property, and for turning left onto Bayfront Expressway from both Willow Rd and the Facebook property
- * Intersection improvements at Bayfront Expressway and University Avenue as described above for Bayfront Expressway & Willow Road.
- Striping of bicycle lanes on the following overpasses, where no bicycle lanes currently exist: Marsh Road at Highway 101 (Redwood City); Willow Road at Highway 101 (Menlo Park); University Avenue at Highway 101 (East Palo Alto); Embarcadero Road at Highway 101 (Palo Alto); and San Antonio Road Highway 101 (Palo Alto).
- Re-striping the University Avenue bicycle lanes in both Menlo Park and East Palo Alto so that the right vehicle lanes are 12 feet wide in accordance with Caltrans standards instead of their current 13.5 feet width.
- Re-striping the Ravenswood Avenue bicycle lanes in Menlo Park so that the right vehicle lanes are 12 feet wide in accordance with Caltrans standards instead of their current 15 feet width.
- Extension of the Bay Trail through East Palo Alto so that it continues to University Avenue instead of ending at Weeks Street
- Installation of Bicycle Route signs on Hamilton Ave, Ringwood Avenue, and Ravenswood Avenue to allow cyclists to find their way from the Facebook campus to the Menlo Park Caltrain Station.
- * Other improvements that can improve the safety and accessibility of routes to the Facebook Campus

Cycling to the Facebook campus will be an attractive and popular option, and key component of traffic mitigation, but only if these routes are made safer. These improvements will make the mitigations proposed in the Facebook plan much more realistic. They will also provide support for additional economic development and recreational uses of the area, and will provide add-on benefits to the economy overall quality of life in Menlo Park.

Sincerely,
Adina Levin
Menlo Park

May 25, 2011

City Manager's Office
City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025

RE: Facebook NOP of EIR

Dear Mr. Glen Rojas,

On behalf of Envision, Transform, Build – East Palo Alto (ETB-EPA) Coalition, a group comprised of non-profit, community-based organizations, residents, the faith community, architects, planners and City of East Palo Alto elected officials and youth, we would like to submit comments regarding the Facebook Campus relocating to the former Sun Microsystems office. ETB-EPA is responsible for the facilitation of a community-led redevelopment planning process for the Ravenswood Business District in East Palo Alto. ETB-EPA have been holding community workshops, focus groups, conducting surveys, educating residents about land use policies, compiling reports on the existing conditions of the community, and convening community meetings to develop a vision for the area. We have just completed a three year project to develop a community alternative in response to the Metropolitan Transportation Commission (MTC) proposal to reopen the Dumbarton Rail Station, which has now been postponed until 2025.

Facebook relocation to the former Sun Microsystems raises concerns to the East Palo Alto community. As process for the NOP, we hope to see these concerns addressed in the EIR. ETB-EPA concerns are as followed:

- Transportation: Co₂ emissions and traffic congestion.
- Of the 43 intersections/Roadway segments that will be reviewed in the Environmental Impact Report, five are located in East Palo Alto and are currently heavily used pass-through corridors from I-101 to the Dumbarton Bridge (University Avenue and Kavanaugh Drive/Bay Road/Runnymede Street/Donohoe Street/Woodland Avenue). East Palo Alto already has a significant amount of air quality and traffic issues at these intersections and would be interested in what form of mitigations will be put in place to improve not only traffic along that corridor, but also air quality and the overall quality of life for residents. We envision an East Palo Alto that is walkable, bikeable, and transit-accessible and not the current auto jam that occurs during rush hour on a daily basis.
- In the EIR scope, Facebook is looking to establish a maximum number, or "trip cap", on peak period and average daily vehicle trips to/from the East Campus rather than a new maximum number of onsite employees (even though the number of employees is increasing by 3,000 in that project). We would like to know why the EIR will be reviewing the daily vehicle trips rather than the overall number of employees. How will the daily trips be monitored and enforced and what kind of Transportation Demand Management program will be instituted? Will there be private buses/shuttles that benefit only the employees or will the off-sets be more coordination with SamTrans to improve local and regional public transit connections in the area? We are concerned that the 3,000+ new employees passing through East Palo Alto to get to their jobs at Facebook will exacerbate current traffic and air quality concerns in our City and would like to make sure East Palo Alto residents benefit from any improved transportation/transit mitigations required for the EIR.
- What was the number of employees at Sun Microsystems and are these numbers drastically different than the amount employees working for Facebook?
- As we mentioned earlier, a prompt to create ETB-EPA and address redevelopment in East Palo Alto was partially due to the MTC reopening the Dumbarton Rail Station. Facebook's move to Menlo Park will warrant additional transportation needs for the City – including the reopening of the Dumbarton

Rail Station. As part of our community alternative, the City of East Palo Alto is also developing new job opportunities for not only it's residents but the larger region – we too will need additional transportation modes. As we continue to plan for both cities – we hope that, as neighbors, we can collaborate on the placement of a rail station that can benefit both communities. Please consider answering questions such as: Can there be a rail station in both Menlo Park and East Palo Alto? Can we place a rail station in mid-point between Menlo Park and East Palo Alto so that both cities can access the station?

- Lastly, with increased traffic, there will also be an increase in noise levels – what measures will be taken to reduce noise emission for both cities?

Thank you for your time. We hope to continue to work together to prepare for the construction of Facebook in Menlo Park. We look forward to reading the EIR.

If you have any questions, please do hesitate to contact us at rbdcoalition@googlegroups.com.

Sincerely,



HOMEGROWN DESIGN FOR COMMUNITY
SELF-DETERMINATION

ETB.EPA@GMAIL.COM

CC:

ETB-EPA Coalition

Murphy, Justin I C

From: Norm Picker [norm.picker@yahoo.com]
Sent: Thursday, June 16, 2011 7:11 PM
To: Murphy, Justin I C
Cc: _CCIN; Heineck, Arlinda A; Bressler, Vincent; PlanningDept; Brent Butler; Carlos Romero; Tom Madalena
Subject: Facebook EIR

Dear Mr. Murphy,

I know I missed the EIR comment deadline, but nonetheless would like to share my thoughts and hope that they will be considered.

I have been a resident of East Palo Alto since 1984.

Please consider the traffic impacts to East Palo Alto residents and Belle Haven residents in your review. The significant growth planned concerns me. We are already inundated with commuters to and from the East Bay driving on our neighborhood streets, University Ave., Pulgas Ave., Bay Road, and Willow Road.

Bicycle access from CalTrain and Palo Alto to Facebook is highly desirable for many obvious reasons. There is a great need already for improved access for bicyclists across 101 at University Ave. Bike/Ped bridges have been proposed for Newell to Clarke and for Euclid to Euclid near University Ave. Euclid is one block north of University. Newell/Clarke is a couple of blocks south but also connects to the Newell St bridge over the San Franciscoquito Creek at Woodland Dr. (EPA) and Edgewood Drive (PA). Both East Palo Alto bike bridges are sorely needed but just one would be great. It is flat out very dangerous to bike across 101 on University Ave. now. And Willow is not much better. Perhaps Facebook could be required to fund or partially fund the construction of the needed bike/ped overcrossings. The overcrossings would benefit Facebook employees greatly as well as many others.

One other important thing that must be considered is the 2020 Peninsula Gateway Corridor Study <http://www.ccag.ca.gov/pdf/gateway%20pac/2020%20Gateway%20Final%20Report%20Jul08c.pdf> I participated in this 2-3 years ago. The final report calls for Bayfront Expressway to have grade separations at each intersection from 101/Marsh to the Dumbarton Bridge. This would eliminate the stopping of traffic flow at traffic lights and allow much better flow of traffic to and from the Dumbarton Bridge. This improvement will be critical to moving traffic more efficiently to the bridge and will lessen the impact on 101 through EPA and through EPA city streets if the whole plan unfolds to move traffic to the bridge primarily via Willow and Marsh. Related to Facebook, it is critical that any plans for expansion to the new property on the Southwest corner of Willow and Bayfront (former Raychem/Tyco land) or expansion of current campus or desire to allow for pedestrians to move between the 2 campuses doesn't prevent the planned grade separation at Willow and Bayfront.

The Gateway study has concluded that Willow Road is the best option for northbound 101 traffic to access the Dumbarton and the westbound Bayfront traffic to access 101 south. Similarly, the report concludes that Marsh Rd is the best route for the southbound 101 traffic to access the Dumbarton and the westbound Bayfront traffic to access 101 north. There is logic to the conclusions but I would like to see improvements at 101/Marsh/Bayfront be completed first and for the design to address northbound 101 traffic also (and of course, Bayfront to South 101 conversely) before building a flyover or sunken freeway at Willow Road. East Palo Alto is already bounded / dissected by 1

freeway and it would not serve our best interests to add another freeway to our northern border. In any case, this aspect of the Gateway Corridor study will also impact Facebook's campus and should be taken into consideration. Connections from a Willow flyover to Bayfront/Facebook will be expensive. Making everything happen at Marsh impacts industrial areas and not residential areas which makes more sense. On a personal note, I worked at the Sun Campus in Menlo Park shortly after it opened (~1997) and would often have to travel around 3 pm - 5 pm from the Mountain View campus to the Menlo campus. Traffic on Willow at that time would be bumper to bumper from 101 to Bayfront. So even though Sun was right at the end of Willow, I quickly learned to bypass Willow and head to Marsh and drive Bayfront "back" to Willow and the campus entrance. This slight detour of a mile or two would save me about 10 minutes.

Thank you for taking the time to read my comments. Of course, I am encouraged by the prospect of Facebook in Menlo Park and the jobs that are being created. So I am supportive of the campus but urge you to consider the impacts carefully and find ways to make the project beneficial to more than just the corporation. And definitely don't forget the 30,000+ East Palo Alto residents and several thousand Belle Haven residents who live between 101 and the proposed Facebook Campus.

Regards,

Norm Picker
458 Bell St.
East Palo Alto
650-996-0301



1922 The Alameda
Suite 420
San Jose, CA 95126

Tel 408.287.7259
Fax 408.213.7559

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*The SVBC is a 501(c)(3)
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<http://bikesiliconvalley.org>

Justin Murphy
Development Services Manager
Community Development Department
City of Menlo Park
701 Laurel Street
Menlo Park, CA 94025

May 25, 2011

VIA EMAIL: jicmurphy@menlopark.org

**RE: NOTICE OF PREPARATION OF AN ENVIRONMENTAL IMPACT
REPORT FOR THE MENLO PARK FACEBOOK CAMPUS PROJECT
APRIL 21, 2011.**

Dear Mr. Murphy:

The Silicon Valley Bicycle Coalition (SVBC) promotes the bicycle for every day use in Santa Clara and San Mateo counties. For many years we've worked with companies to encourage bicycling to work.

Facebook currently has one of the highest percentages of employees who bike to work among Silicon Valley tech companies, ranging from 3% (December 2010 traffic counts) to 5% (July 2010 traffic counts) (Source: Jessica Herrera, Transportation Coordinator, Facebook). Facebook's relocation of its headquarters from 1050 Page Mill Road in Palo Alto to two sites located near the intersection of Bayfront Expressway and Willow Road in Menlo Park is both a challenge and an opportunity for bicycle commuting to Facebook.

The challenge will be maintaining Facebook's current bicycle mode share at the Menlo Park campus, which is located farther from the areas where most Facebook bicycle commuters live (Menlo Park, Palo Alto, Mountain View) by routes that contain poor bicycle infrastructure compared with those currently enjoyed by Facebook cyclists.

However, this is also an unprecedented opportunity to improve the bicycle infrastructure on these routes because Facebook is proposing a vehicle trip cap in lieu of an employee cap at its East Campus and is proposing roughly one vehicle parking space for every two employees at both the East Campus and West Campus. Due to the proposed vehicle trip cap and limited vehicle parking, Facebook will have a strong incentive to provide its employees with options to utilize alternative modes of transportation.

Facebook is already a strong supporter of bicycling to work and SVBC expects this support to increase after relocating to Menlo Park because improving bicycle

infrastructure on routes used by Facebook employees will likely be the lowest cost method to encourage employees to get to work without driving. Shuttle programs have significant long-term costs and Caltrain funding is uncertain and still faces the risk of service reductions.

Improving bicycle infrastructure is a low cost, long-term solution that Facebook is very likely to consider in order to meet its proposed vehicle trip cap and limited vehicle parking. Therefore, Facebook's bicycle mode share could increase significantly from the current 3-5%.

Because bicycling is likely to continue to be a significant mode of transportation to work by Facebook employees due to strong encouragement by both Facebook and the City of Menlo Park, SVBC believes that specific bicycle infrastructure improvements should be included as Mitigation Measures to the Environmental Impacts of increased vehicle traffic in the Environmental Impact Report (EIR).

Mitigation Measures studied in the EIR should include bicycle improvements to both roadways and intersections and we suggest that they include **at least** the following:

- Intersection improvements at Bayfront Expressway and Willow Road, including bicycle facilities for both crossing Bayfront Expressway northbound into the Facebook property and southbound exiting the Facebook property (bicycle lane pockets), and for turning left onto Bayfront Expressway from both Willow Rd and the Facebook property (bicycle left turn lanes).
- Intersection improvements at Bayfront Expressway and University Avenue as described above for Bayfront Expressway & Willow Road.
- Striping of bicycle lanes on the following overpasses, where no bicycle lanes currently exist: Marsh Road/Highway 101 (Redwood City); Willow Road/Highway 101 (Menlo Park); University Avenue/Highway 101 (East Palo Alto); Embarcadero Road/Highway 101 (Palo Alto); and San Antonio Road/Highway 101 (Palo Alto).
- Re-striping the University Avenue bicycle lanes in both Menlo Park and East Palo Alto so that the right vehicle lanes are 12 feet wide in accordance with Caltrans standards instead of their current 13.5 feet width.
- Re-striping the Ravenswood Avenue bicycle lanes in Menlo Park so that the right vehicle lanes are 12 feet wide in accordance with Caltrans standards instead of their current 15 feet width.

- Extension of the Bay Trail through East Palo Alto so that it continues to University Avenue instead of ending at Weeks Street as it currently does.
- Installation of Bicycle Route signs on Hamilton Ave, Ringwood Avenue, and Ravenswood Avenue to allow cyclists to find their way from the Facebook campus to the Menlo Park Caltrain Station.

This is by no means an exhaustive list of possible improvements to the routes Facebook employees may take to work. Any other improvements that can serve to increase the bicycle mode share for Facebook employees should be investigated as part of the EIR since every improvement to bicycle infrastructure helps to mitigate the negative environmental impacts of increased vehicle traffic by encouraging bicycling to work.

Sincerely,



Corinne Winter
President & Executive Director

Cc: Menlo Park City Council: city.council@menlopark.org
Menlo Park Planning Commission: planning.commission@menlopark.org

Murphy, Justin I C

From: Bill Kitajima [bkitajima@westbaysanitary.org]
Sent: Thursday, May 26, 2011 3:47 PM
To: Murphy, Justin I C
Cc: Phil Scott
Subject: Facebook EIR

Justin;

The District has reviewed the Notice of Preparation from the City of Menlo Park for the Menlo Park Facebook Campus project and have the following comments:

- Pursuant to our meeting the District has not heard from Facebook regarding discharge or improvement needs.
- The District currently does not have sanitary sewerlines that can serve the proposed west campus and would require the applicant to extend the sanitary sewer system to the District's approval and requirements. The proposed sewer improvement will require the issuance and acceptance of a Class 3 sewer permit for the proposed main sewer extension from the District and the applicant must obtain separate Class 2 sewer permit(s) for the proposed improvements after the main sewer extension is accepted by the District Board.
- The proposed upgrade to the east campus pumping system and the proposed west campus may require upgrades to the existing sanitary sewer gravity mains between the forcemain connection point to the District's main pump station at Marsh Road and BayFront.
- The District, along with the Cities of Belmont, San Carlos, and Redwood City comprise the Joint Powers Agency of SBSA. SBSA operates the pump stations that are located at the terminus of each member's collection system, including the Menlo Park Pump Station located at the northern end of Marsh Road.
- Without the applicant's discharge requirements, the District is unable to determine the impact on sewer service to the area of the proposed development. Once determined the District will determine whether the proposed improvement would impact any sewer system conveyance and treatment limitations.

If you have any questions feel free to call me at 650-321-0384.

Bill Kitajima
West Bay Sanitary District



PLANNING COMMISSION MINUTES

May 16, 2011

7:00 p.m.

City Council Chambers

701 Laurel Street, Menlo Park, CA 94025

Teleconference with participation by Commissioner Eiref from:
Hilton Orlando
6001 Destination Parkway
Orlando, FL 32819
(Posted May 12, 2011)

CALL TO ORDER – 7:00 p.m.

ROLL CALL – Bressler (Chair), Eiref, Ferrick (Vice Chair), Kadvany, O'Malley, Riggs, Yu

INTRODUCTION OF STAFF – Deanna Chow, Senior Planner; Megan Fisher, Associate Planner; Justin Murphy, Development Services Manager

D. ENVIRONMENTAL IMPACT REPORT SCOPING SESSION

1. Review and comment on the Notice of Preparation (NOP) to identify the content of the Environmental Impact Report (EIR) to be prepared for the following project:

Conditional Development Permit Revision, Development Agreement, Environmental Review/Facebook, Inc./1601 Willow Road (10-19 Network Circle):

Request to revise the existing Conditional Development Permit, negotiate a new Development Agreement, and conduct environmental review. The environmental review will analyze replacing the existing 3,600 employee cap with a vehicle trip cap at the 1601 Willow Road site (East Campus), along with potential development of approximately 433,700 square feet at the property at 312-314 Constitution Drive (West Campus), which is bounded by the TE Connectivity campus (300-309 Constitution Drive), Bayfront Expressway, Willow Road, and the Dumbarton Rail tracks.

Public Comment: Ms. Eileen McLaughlin, San Jose, said she was representing "Citizen's Committee to Complete the Refuge. She said the salt ponds behind the east campus were part of the salt pond restoration and the Don Edwards Wildlife Refuge. She suggested that conversations begin now with the group doing the restoration. She said that an important factor for this campus was whether there would be a Dumbarton rail and suggested that besides the no project and reduced project alternatives, there should be an alternative that did not include rail. She said she would send a letter with other comments.

Mr. John Bourgeois, Executive Project Manager for the South Bay Salt Pond Restoration project, noted that Mr. Eric Mrusz, the Refuge Manager for the Don Edwards San Francisco Bay National Wildlife Refuge was also present. Mr. Bourgeois said that the restoration project which surrounds the east campus was outside of the Everglades Restoration Project the largest restoration project in the country. He said staff and the consultants needed to understand the significant changes to the environment with this project.

Mr. Matt Henry, Menlo Park, said that a number of intersections were proposed for study in a transportation impact analysis but that did not included the Willow Road Exchange and Highway 10, which was one of the most dangerous intersections for pedestrians and bicyclists in Menlo Park. He noted that there were eight different places where cars and people had to compete for space. He said that he has advocated for years for a bicycle/pedestrian bridge at this location. He suggested the bridge should begin on the Belle Haven side of Highway 101 and that it should cross over Highway 101, parallel Willow Road into Bay Road, which would then tie into the Ringwood pedestrian bridge and thus to Pierce Road and Willow Road.

Mr. Andrew Boone, Silicon Valley Bicycle Association, said the challenge would be to get the volume of bicyclists to the new location of Facebook as the Palo Alto campus. He said that if improvements were made to bicycle routes there would be a high population who would bike to Facebook.

Chair Bressler closed the public comment period.

Commission Comment: Commissioner O'Malley said that Mr. Henry had made good points, and asked why the Willow Road and Highway 101 exchange were not listed for study as well as other City intersections which he thought be impacted by the project. He noted that with thousands of employees there would be impacts to El Camino Real as well. Development Services Manager Murphy said 30 signalized intersections had been identified for study. He said that the Gateway Project had had 21 signalized intersections studied, but that the Commission could certainly identify other intersections to recommend for study.

Commissioner Kadvany asked how the analyses would address bicycle access and safety. Ms. Efner said that question could be better answered by the transportation consultant. She said where bicyclists will enter and exit had not been identified yet but the question of safety would be considered. Commissioner Kadvany said he agreed with Mr. Henry's assessment of the Willow Road and Highway 101 as being dangerous for bicyclists and pedestrians. He suggested getting expertise from bicyclists but noted he was not implying Facebook would have to make changes to that roadway to accommodate bicyclists.

Commissioner Yu asked about the evaluation of a trip cap as compared to an employee cap. She asked for examples of other cities that have used a trip cap to accommodate a larger number of employees. Development Services Manager Murphy said that the project applicant was committing to a trip cap and the City needed to see if that was enforceable, and there would be a difference between how Facebook would enforce and how the City would. He said as the site was isolated there was more control over the entry for Facebook whereas the City could revoke land use entitlements. Commissioner Yu said that the number of parking spaces could also be limited. Development Services Manager Murphy said the project would limit the number of parking spaces.

Mr. Rod Jeung, Atkins, said their firm had been conducting environmental impact review in the bay area for more than 30 years, and had seen numerous projects in which a trip cap concept

was applied. He said a Traffic Demand Management (TDM) plan was a critical part of a trip cap program with provisions built in if caps were not met. Commissioner Yu asked whether all vehicles were counted as the same or if larger vehicles were counted with a larger multiplier. Mr. Jeung said that the detail was not so fine as to look at the type of vehicle, rather looking at how many trips whether a car or shuttle but taking into account buses, jitneys, and shuttles that could transport more employees and divert single car occupants to a transit system.

Commissioner Riggs said he agreed with Mr. Henry's comments, and asked whether the Willow Road and Highway 101 interchange should be considered. Mr. Jeung said that the meeting tonight was to get input on the issues from the citizens and the list developed was not specifically exclusive. Development Services Manager Murphy said staff was looking for this type of input from the commission. Commissioner Riggs asked if the study would consider increased bicycle use at key intersections and look at mitigation. Mr. Jeung said they would be looking at the campus and all types of transportation to and from it and if it seemed there would be increased bicycle use at certain intersections they would have to consider that. He said a new proviso of CEQA required that they also consider how a project would affect any adopted plans for transportation improvements. Commissioner Riggs said there has been discussion about revising the Willow Road interchange at Highway 101 and asked if DKS had information about that. Development Services Manager Murphy said DKS, the traffic consultant, was not present. He said changes to the Willow Road interchange have been in discussion for 15 years and they would check into whether any plan was forthcoming as the draft EIR was being prepared.

Commissioner Riggs said he agreed with the point from Ms. Fry's email to assure that water and sewer impact would be based on employee count. He asked if the no project alternative would be based on multiple separate leases for office use. Planner Fisher said the no project alternative would take the existing conditional use permit allowance for 3,600 employees at the site with a general office use which could be multiple or a single tenant. Commissioner Riggs asked if any alternative use other than office was proposed for the east campus. Planner Fisher said staff was looking for input from the Commission on alternative projects for that site.

Commissioner O'Malley asked about the percentage of Facebook employees that used bikes as if it was a high percentage it was critical to study the impact of that level of bicycle use. Planner Fisher said the project sponsor could most likely address that question during the next item. Commissioner O'Malley asked if the analyses would be a cumulative study and include impacts from the Gateway Project. Planner Fisher said that was correct.

Commissioner Kadvany noted a brief comment related to discussions with the Department of Toxic Substance Control regarding remediation targets for the west campus. Development Services Manager Murphy said the site was considered clean to a certain standard; the project sponsor was willing to clean the site to an even higher standard, but there was no additional cleanup that needed to be done.

Commissioner Kadvany asked within the future development scenarios, how the Gateway Project would be addressed whether as partially built or fully built, Development Services Manager Murphy said that staff was working through those consideration. He said a key step would be the June 14 City Council meeting and targeting more detailed scoping information. He said generally the City considers impacts and tends to make the most conservative assumption about build out and timing, which was understandable by the public and defensible.

Commissioner Kadvany asked about possible concerns such as seismic, geologic, or structural, related to the tunnel. Development Services Manager Murphy said that was part of the research as this was the first time the same entity has land access up to the tunnel from both sides. He said this had been evaluated as part of the project and identified in the project description. He said they were introduced in getting Caltrans' comments on the project.

Commissioner Ferrick said she would encourage that the Willow Road and Highway 101 interchange be included in the transportation analysis and bicycle access and safety down Willow Road from the Caltrans station across the bridge to the campus. She said she supported the use of gray water for landscape purposes but had concerns about its proximity and impact to the salt ponds and bay. She said housing and population was another consideration. She said that there was little environmental impact on the east campus and the applicant would update the campus to qualify for LEED gold, which was good.

Commissioner Yu said that they should look at traffic with the possibility of the Willows Traffic Study moving forward and noted that the NOP included some sections of the Willows. She said the analysis should look at how the area was routed currently and how it would be if the study went forward.

Chair Bressler asked how the traffic load would be mitigated such that the TDM was fully effective and how that would be evaluated.

Mr. Jeung said the TDM program was tied to the employee trip cap and needed to be effective. He said they would have to closely review the assumptions of the TDM and look for examples of success, and if not discerned as successful, to suggest further mitigations. Chair Bressler said if the goal was not achieved but the EIR had been based on those trip levels that could create a problem. He said it was better to consider the full impact without any TDM. He said regarding bicycle safety and this campus and how things were done at the Palo Alto Facebook facility that it was up to this facility and user to make sure this site was safe. He said there were many details to consider regarding bike transportation and safety as the area was not bike friendly. He said also that housing allocation was a serious concern noting ABAG's standard for housing for Menlo Park and that this project's biggest impact could be the housing demand.

Commissioner Yu said there were four threads of concerns related to impacts on housing, schools, and traffic and also overlaid with school traffic. She said she suspected that there would also be a higher demand for other resources in addition to housing.

Commissioner Kadvany asked if housing was addressed in the environmental or fiscal analysis. Development Services Manager Murphy said that it was addressed in both analyses but in slightly different ways. He said a subsection of the EIR would analyze housing needs and the information in that analysis would be looked at in the financial analysis.

Commissioner Eiref participating by teleconference said he agreed with most comments. He asked if the EIR would assume as input the number of shared rides, use of bicycles or other forms of transportation or would it analyze whether those were realistic assumptions. He said the Facebook project would triple employee population along a long roadway corridor, which was not particularly great for bicyclists. He said that eventually the company's employee population would age and asked how that would impact assumptions being made about transportation and parking need. Development Services Manager Murphy said there was a two part component to the analysis of the TDM plan including an overall consideration of assumptions and experiences at Facebook's current location and a company that matures, and

if realistic, the EIR would then focus on the proposed trip cap. He said the project proposal for the east campus did not propose any increase in parking. He said there was the potential for revoking land use entitlements but the City would also consider actual penalties should the trip caps be exceeded. He said any proposed enforcement would need to be part of the draft EIR to inform and get comment from the public. Commissioner Eiref said he would like demographic information such as whether employees at the Palo Alto campus live within a mile of that campus and how they presently travel to that campus.

Commissioner Kadvany asked how many existing parking spaces there were. Planner Fisher said the applicant was working to verify that number but it was thought there were 3,600 spaces.

Commissioner Yu said regarding some hard restraints to enforce the TDM that she would encourage the City to work with Facebook to look at the recruiting incentives. She said at one time there used to be a signup bonus for newly hired employees who could verify they lived within a mile or so of the campus.

No action was taken by the Commission.

Summary of Commission Comments

- Study Willow Road and Highway 101 interchange, particularly safety of bicyclists and pedestrians
- Safety and access of bicyclists
- Impact of increased bicycle traffic
- Mitigations, enforcement, and impact of employee aging related to trip cap
- Sewer and water usage based on number of employees
- Tunnel safety and City's liability
- Examine alternative transit incentives
- Proximity of project to salt ponds and bay and use of gray water for landscaping
- Housing and other City resource demands because of project
- Transportation study look at area in Willows as is and if Willows Traffic Plan is implemented

E. STUDY SESSION

1. Review and comment on the following project, which will include the preparation of a Fiscal Impact Analysis (FIA):

Conditional Development Permit Revision, Development Agreement, Environmental Review/Facebook, Inc./1601 Willow Road (10-19 Network Circle):

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Commissioner Yu asked about hiring locally for service workers and if those workers would be contract or Facebook employees. Mr. Tenanes said that those type jobs were typically outsourced. He said there would be a website for local people to apply. Commissioner Yu asked if they would have first preference. Mr. Tenanes said that they had not developed the plan that far yet.

Commissioner Kadvany asked why they wanted to increase the height of the buildings to 70 feet. Mr. Knight said they wanted to move buildings above the 100-year flood level and with a high bay space to support sustainability features such as maximizing energy and ventilation. Commissioner Kadvany asked about the size of the parking garage. Mr. Knight said with they determined the likely occupancy, cut that by 50% and other allowances which indicated a need for 1,500 parking spaces. Commissioner Kadvany said that was an ambitious goal in parking reduction and asked how the trips were counted. Mr. Robert Eckols, Fair Pearce, said they took numbers for two hours in morning peak trips and two hours in afternoon peak trips and a daily total. Commissioner Kadvany asked if there would be additional parking on the west campus. Mr. Knight said that possibly 60-70 spaces could be placed in the lower levels of the southern buildings for preferred electrical vehicles and bicycles.

Mr. John Woodall, Menlo Park, said he was a bicyclist commuter, who works in the Silicon Valley. He said his company provides showers and towels for bicyclists and the ability to check cars if needed. He said it was preferable to have bicycle storage inside. He said he used to bike to Newark down Willow Road and the frontage road, which he found to be a very safe and beautiful ride.

Chair Bressler closed public comment.

Commission Comment: Commissioner O'Malley asked what percentage of Facebook employees use bicycles to get to work. Mr. Eckols said five percent of employees in spring/summer and three percent in winter. Commissioner O'Malley noted the 20 minute walk from one end to the other end of the campus and asked if there would be covered pathways to protect in inclement weather or whether some type of transportation would be provided. Mr. Knight said they were developing a pilot program for bicycle-share or some other type of intra-transit and of course walking. He said their goal was to get the walk down to 15 minutes through increased connectivity. Commissioner O'Malley asked the average occupancy of cars for employees who drive. Mr. Eckols said about 14 percent carpool, 59 percent drive, and 21 percent take the shuttle. Commissioner O'Malley said with the limited parking that there would need to be alternative ways of travel. Mr. Eckols said that the carpool policy was being expanded to include a program to match employees.

Commissioner Riggs asked about campus recreation and if there would be an interest in transit to Menlo Park facilities such as Kelly Park, Burgess Park, Bayfront Park and the Belle Haven pool. Mr. Tenanes said they would re-use the fitness center at the site and would have a robust shuttle program. Commissioner Riggs asked about the type of housing employees would seek. Mr. Tenanes said he was not sure yet what that demographic would be. Commissioner Riggs suggested finding out noting that the City has been looking at housing along El Camino Real along which Stanford owns a significant amount of property and with whom the City has had back and forth with no clarity as to what might be needed there. He suggested the applicant give the City feedback on how best to connect them and the other neighbors. Mr. Tenanes said they would.

Commissioner Ferrick asked about encouraging employees to use alternative transportation. Mr. Tenanes said they use many different ways to incentivize employees to use alternative transit. Commissioner Ferrick asked if gift transit passes get used. Mr. Tenanes said they do. Commissioner Ferrick asked if employees work on campus or remotely. Mr. Tenanes said most of the work was done on campus.

Commissioner Kadvany asked about revenue stream for social network and other software businesses, noting that the area was becoming de-industrialized. Development Services Manager Murphy said as part of the negotiations for a development agreement that the City would look at options but nothing was identified as of yet. Commissioner Kadvany said he was supportive of the alternative transportation and parking models being proposed but noted there was no general development plan for this area. He said that this project and the Gateway Project would be a major urbanization of this area. He asked about the possibility of underground power lines.

Commissioner Yu suggested that Facebook have dedicated employment recruiters for East Palo Alto and Menlo Park. She said gifts of computer technology were welcomed by lower income schools. She said it would be great if Facebook could provide incentives for employees to go downtown and use local businesses. She suggested also that Facebook create a group to provide traffic and commute information.

Commissioner O'Malley asked if Facebook's revenue was from market ads. Mr. Tenanes said that was not his area of expertise and he would get back to the Commission.

Chair Bressler asked if people were working at home. Mr. Tenanes said employees get to work at 8 a.m. and work until 8 p.m. Chair Bressler noted that the life cycle of a company like Facebook begins with young employees but that eventually that group would age and what they would want would change. Mr. Tenanes said Facebook was just six years old and was just starting to think about that. Chair Bressler said it was important to the City that it could meet housing demands and it also would affect Facebook's happiness in this location.

Commissioner Eiref said that the aging of companies was important and also how realistic it was that the company can maintain high levels of ride sharing and bike riding as it ages.

Commissioner Ferrick said she liked the collaboration that seemed to be happening. She said it was exciting that Facebook chose Menlo Park for its home, and that they are open to working with neighbor groups such as the salt pond committee. She said it was great there would not be any huge parking structures on the east campus.

Commissioner Yu asked Mr. Tenanes to share with the Facebook CEO that topics of concern included housing and transportation and requests were to recruit employees locally, connect employees to the community, and share communication with the community.

The Commission took no action.

Summary of Commission Comments

- Enhance transportation alternatives
- Is the parking adequate as company matures
- Recruit employees locally
- Determine housing needs
- Communicate with the community
- Consider undergrounding utilities

F. REGULAR BUSINESS

1. Review of Updated City Council Policy 01-0004 and the Selection of the Planning Commission Chair and Vice Chair

Planner Chow said there was an update to City Council Policy 01-0004 and the selection of the Planning Commission Chair and Vice Chair related to the annual commissioner recruitment. She said the City Clerk has asked Commissions to consider how they would proceed with those guidelines and offered three options, including extend those positions through motion through May 2012; to elect new positions by motion through May 2012; and to retain positions for full 12 months through motion through January 2012 and in January 2012 by motion select new chair and vice chair with current positions eligible for reappointment through May 2012.

Commissioner Kadvany said with some of the options that the same people might serve for 17 months. He suggested modifying option so that the extension was two and a half months rather than five months. Chair Bressler said rather than having terms through January have them through March. Commissioner Yu said her preference was option 3 or option 1. Commissioner Riggs said he liked Commissioner Kadvany's suggestion to extend current terms from now until March and then next terms from March until May 2013.

Commission Action: M/S Riggs/Kadvany to extend current terms by 2 ½ months and then next terms by 2 ½ months to meet the council goal of May chair and vice chair selection.

Motion carried 6-0 with Commission Eiref no longer in attendance.

G. COMMISSION BUSINESS

There were none.

ADJOURNMENT

The meeting adjourned at 9:40 p.m.

Staff Liaison: Deanna Chow, Senior Planner

Recording Secretary: Brenda Bennett

Approved by Planning Commission on June 13, 2011