



COMMUNITY DEVELOPMENT DEPARTMENT

Council Meeting Date: August 19, 2014
Staff Report #: 14-140

Agenda Item #: E1

PUBLIC HEARING:

Consider the Land Use Entitlements for the Commonwealth Corporate Center Project Located at 151 Commonwealth Drive and 164 Jefferson Drive, including a Request for a Rezoning, Conditional Development Permit, Tentative Parcel Map, Heritage Tree Removal Permits, BMR Agreement, Environmental Impact Report, and Authorize the City Manager to Execute a Funding Agreement to Share in the Cost of Replacing a Water Main

RECOMMENDATION

Staff recommends that the City Council make a determination as to whether the project benefits outweigh the significant and unavoidable impacts. At the point that the Council believes that the benefits outweigh the impacts, then staff recommends that the City Council concur with the recommendation of the Planning Commission to take the following actions:

1. **Certify the Environmental Impact Report**, a Draft Environmental Impact Report (EIR) was prepared for the project to analyze the potential environmental impacts and to identify mitigation measures necessary to reduce the environmental impacts. The Final EIR (that is provided separately) includes the Draft EIR by reference, responses to any received comments, and any updates to the document that are necessary to reflect any changes made to the Draft EIR (the draft Resolution for Certification is contained in Attachment F);
2. **Adopt the Statement of Overriding Considerations and Mitigation Monitoring and Reporting Program**, that includes specific findings that the benefits of the project outweigh its significant/adverse environmental impacts, and establishes responsibility and timing for implementation of all required mitigation measures (the draft Resolution is contained in Attachment G; the Mitigation Monitoring and Reporting Program is contained in Attachment H);
3. **Approve the Rezoning**, which rezones the property at 151 Commonwealth Drive and 164 Jefferson Drive from M-2 (General Industrial) to M-2(X) (General

Industrial, Conditional Development) (the draft Ordinance is contained in Attachment I; the draft Zoning Map Exhibit is contained in Attachment J);

4. **Approve the Conditional Development Permit**, to permit the proposal to diverge from the standard M-2 Zone requirements related to building height in excess of 35 feet, signage in excess of 150 square feet, and the proposed parcel configuration (the draft Resolution is contained in Attachment K; the draft CDP is contained in Attachment L);
5. **Approve the Tentative Parcel Map**, to permit the resubdivision of the two existing parcels into three parcels - one parcel for each building and one parcel containing most of the common parking and providing for project access (the draft Resolution is contained in Attachment M; Exhibit A is contained in Attachment N);
6. **Approve Heritage Tree Removal Permits**, to permit the removal of 22 heritage trees associated with the project (the draft Resolution is contained in Attachment O; the Tree Removal Permit Exhibit is contained in Attachment P);
7. **Approve the Below Market Rate Housing Agreement**, to pay the in lieu housing impact fees to comply with the City's affordable housing program (the draft Resolution is contained in Attachment Q; the draft BMR Agreement is contained in Attachment R); and
8. **Authorize the City Manager to Execute a Funding Agreement**, to share in the cost of replacing a water main on the project site (the draft Funding Agreement is contained in Attachment S).

If the Council votes to approve the project on August 19, 2014, then the second reading of the ordinance for the Rezoning is scheduled to occur on August 26, 2014. The Ordinance would go into effect 30 days thereafter. The full recommended actions are included as Attachment C. A set of the project plans are in Attachment B.

BACKGROUND

The Sobrato Organization is requesting approval to remove the existing buildings and construct two four-story office buildings, totaling 259,920 square feet, with surface parking and onsite recreational and activity amenities on a 13.28-acre site located at 151 Commonwealth Drive and 164 Jefferson Drive in the M-2 Zoning District. The 151 Commonwealth Drive property is the site of the former Diageo North America distillery complex which has been vacant since 2011. The 164 Jefferson Drive property is currently occupied by a single-story light industrial building. Previously, there were four different tenants occupying this smaller building. The location of the project is shown in Attachment A.

ANALYSIS

A complete discussion of the project proposal, requested land use entitlements and agreements is included in the Planning Commission staff report dated July 21, 2014, which is included as Attachment D. An excerpt draft minutes relating to the consideration of this project is included as Attachment E. During the Planning Commission public hearing, no members of the public addressed the Commission on any of the project entitlements or project proposals. The Commission expressed support for the project and its architectural design. The only item that received any substantial discussion was the proposed public benefits offered by The Sobrato Organization.

The Commission voted to recommend that the City Council approve the project entitlements and permits with the additional recommendation that the project should be required to have even greater energy efficiency (beyond the new California Energy Code requirements) and that the Council determine the amount of public benefits that provide the best possible outcome to the City. When discussing public benefits, most of the Commission discussion focused on even greater energy efficiency. At least one Commissioner thought that the guaranteed sales tax revenue could be increased either through the amount annually paid or extending the number of years it would be paid. While most of the Commission's votes on the project were unanimous, the votes on the Statement of Overriding Consideration and the Conditional Development Permit were not. For these two items, there was a dissenting vote because of a concern that the increased energy efficiency recommendation could not be defined and might not be implementable.

Community Benefits

On July 14, 2014, the Sobrato Organization submitted a letter describing the additional public benefits being offered to the City. A copy of this letter is contained in Attachment T, and the proposed benefits are outlined below.

- Leadership in Energy and Environmental Design (LEED). Construct the new buildings to a LEED Gold Standard.
- Capital Improvement Program Funding. Contribute \$150,000 that can be used by the City for capital improvement projects.
- Public Access Easement. Dedicate an easement for future public access from Commonwealth Drive to the Dumbarton Rail Corridor.
- Sales Tax Guarantee. Guarantee a minimum of \$75,000 per year in sales tax to the City for each of the first 10 years of project occupancy.
- Sales and Use Taxes During Construction. Work with the City to record the purchase of major construction materials within the City.
- Solid Waste and Recycling. Use the City franchisee for all trash and recycling services once the project is completed.

- Water Main Replacement. Enter into a funding agreement to share the costs of replacing the existing water main that crosses the site.

Without specific criteria or an established policy on evaluating public benefits, the Planning Commission struggled to find consensus. The key to the discussion appeared to be “how much public benefit is enough for this scale of project?”

The proposed project would redevelop and reconfigure two existing industrial sites and is projected to accommodate up to 1,300 new employees (depending on the actual tenants). The project is not requesting additional floor area above current zoning, only an increase in height to reflect a different style of building (multi-story office rather than low-rise industrial), additional signage to provide better site identification, and the parcel configuration.

The applicant has indicated that the public benefits of the project include the redevelopment of a vacant industrial building, the public improvements in the surrounding area, additional revenues to the City, and the sharing of costs for replacing a water main which crosses the site.

The applicable goals and policies from the Land Use Element of the General Plan are provided as follows:

Goal I-F: 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.

Policy I-F-7: All new industrial development shall be evaluated for its fiscal impact on the City.

The City Council should consider whether the project and the proposed public benefits serve to meet the intent of the General Plan policies and serve to outweigh the potential negative impacts of this proposed development. The Statement of Overriding Consideration is found in Attachment G in section IV.B. and excerpted here for ease of reference.

The City Council finds that each of the overriding considerations set forth below constitutes a separate and independent ground for a finding that the benefits of the Project outweigh its significant adverse environmental impacts and is an overriding consideration warranting approval of the Project.

The Project will redevelop an unoccupied site and the Project Sponsor has offered a number of public and community benefits to the City including, committing to build the buildings LEED Gold or equivalent; contributing \$150,000 to be used by the City for capital improvement projects; dedicating an easement for future public access from Commonwealth Drive to the Dumbarton Rail

Corridor; and providing a sales tax guarantee of a minimum of \$75,000 per year in sales tax to the City for each of the first 10 years of project occupancy.

Having identified the significant environmental effects of the Project, adopted all feasible mitigation measures, identified all unavoidable significant impacts, and balanced the specific economic, legal, social, technological, and other benefits of the Project, the City Council has determined that the significant and unavoidable adverse impacts are outweighed by the benefits and may be considered acceptable, and therefore approves the Project as described herein.

The City Council may wish to consider the following enhancements when considering the benefits compared to the impacts:

- Explore opportunities to increase the energy efficiency and/or water conservation of the proposed buildings;
- Increase the amount of the one-time payment;
- Increase the amount of the on-going payment and/or increase the amount over time based on the consumer price index;
- Increase the timeframe of the on-going payment.

Funding Agreement

As part of the project's community benefits, an existing 10-inch water main crossing the site will be replaced. While the existing water main is currently in good condition, the pipe may reach the end of its intended usable life in the next 10 to 15 years, and it would be better to replace that portion of the main crossing the project site during project construction rather than later when the buildings are occupied. The applicant agreed that replacing the line now would be a good idea if the City were willing to share the cost of the replacement. The proposed Funding Agreement provides that the City will pay a fixed amount of \$53,000 as its share of the replacement and The Sobrato Organization will cover all of the other costs above this amount. The estimated cost of replacing the water main is \$106,000.

Since water main replacement is one of the community benefits being offered by the Sobrato Organization, if the City Council accepts the Sobrato Organization's offer then staff recommends that the City Council authorize the City Manager to execute a Funding Agreement to share in the cost of replacing a water main on the project site. A copy of the draft Funding Agreement is in Attachment S.

IMPACT ON CITY RESOURCES

The project sponsor is required to pay planning, building, and public works permit fees, based on the City's Master Fee Schedule, to fully cover the cost of staff time spent on the review of the project. A Fiscal Impact Analysis (FIA) was prepared for the project and concluded that the project would generate an annual net positive impact of approximately \$138,900 per year upon occupancy. The FIA is available for review on the City website and in the City offices.

POLICY ISSUES

There are two key policy issues associated with the project. The first relates to the CDP to allow the increased building height, the additional signage, and the parcel configuration. The second issue relates to the public benefits and the Statement of Overriding Considerations that are discussed above. CDPs allow adjustment of the requirements of the underlying zoning district in order to secure special benefits possible through comprehensive planning of large developments and to provide relief from the monotony of standard development, to permit the application of new and desirable development techniques, and to encourage more usable open space than would otherwise be provided with standard development. Staff and the Planning Commission believe the project achieves the purpose of allowing a CDP.

ENVIRONMENTAL REVIEW

An Environmental Impact Report (EIR) was prepared for the project according to the requirements of the California Environmental Quality Act (CEQA). The EIR, including, the Final Environmental Impact, a Statement of Overriding Considerations, and the Mitigation Monitoring and Reporting Program is discussed in detail in the Planning Commission Staff Report dated July 21, 2014. The Planning Commission reviewed the EIR and recommended that the City Council certify the EIR, adopt the Statement of Overriding Considerations, and approve the Mitigation Monitoring Program. The identified mitigation measures have also been incorporated into the proposed CDP.

PUBLIC NOTICE

Public notification consisted of publishing a legal notice in the local newspaper and notification by mail to all property owners and occupants within a quarter-mile (1,320 feet) radius of the project site. The mailed notice was supplemented by an email update that was sent to subscribers of the project page for the proposal, which is available at the following address: <http://www.menlopark.org/519/Commonwealth-Corporate-Center-Project>. In addition to allowing for interested parties to subscribe to e-mail updates, the project page provides up-to-date information about the project, as well as links to previous staff reports and other related documents.

The project site has been posted with the notice of intent to remove 22 heritage trees from the site. The posting was done on both Commonwealth Drive and Jefferson Drive frontages.

ATTACHMENTS

- A. Location Map
- B. Project Plans (exclusive of color and materials board)
- C. Recommended Actions for Approval
- D. Planning Commission Staff Report, dated July 21, 2014 (without attachments)

- E. Draft Excerpt Minutes from July 21, 2014 Planning Commission meeting
- F. Draft Resolution Certifying the Environmental Impact Report
- G. Draft Resolution Adopting the Statement of Overriding Considerations, and the Mitigation Monitoring and Reporting Program prepared for the Commonwealth Corporate Center Project
- H. Draft Mitigation Monitoring and Reporting Program prepared for the Commonwealth Corporate Center, Located at 151 Commonwealth Drive and 164 Jefferson Drive
- I. Draft Ordinance Rezoning Property located at 151 Commonwealth Drive and 164 Jefferson Drive from M-2 (General Industrial) to M-2(X) (General Industrial, Conditional Development)
- J. Draft Zoning Map Exhibit for the Property at 151 Commonwealth Drive and 164 Jefferson Drive
- K. Draft Resolution Approving the Conditional Development Permit for the Commonwealth Corporate Center
- L. Draft Conditional Development Permit
- M. Draft Resolution Approving the Tentative Parcel Map for the Property at 151 Commonwealth Drive and 164 Jefferson Drive
- N. Draft Tentative Parcel Map Exhibit – Exhibit A
- O. Draft Resolution of the City Council Approving the Heritage Tree Removal Permit for the Property located at 151 Commonwealth Drive and 164 Jefferson Drive
- P. Draft Heritage Tree Removal Permit Tree Survey & Disposition Plan –Exhibit A
- Q. Draft Resolution Approving the Below Market Rate Housing Agreement with The Sobrato Organization
- R. Draft Below Market Rate Housing Agreement
- S. Draft Funding Agreement to Share in the Cost of Replacing Water Main
- T. Applicant Letter on Public Benefits, dated July 14, 2014

DOCUMENTS AVAILABLE FOR REVIEW AT CITY OFFICES AND WEBSITE

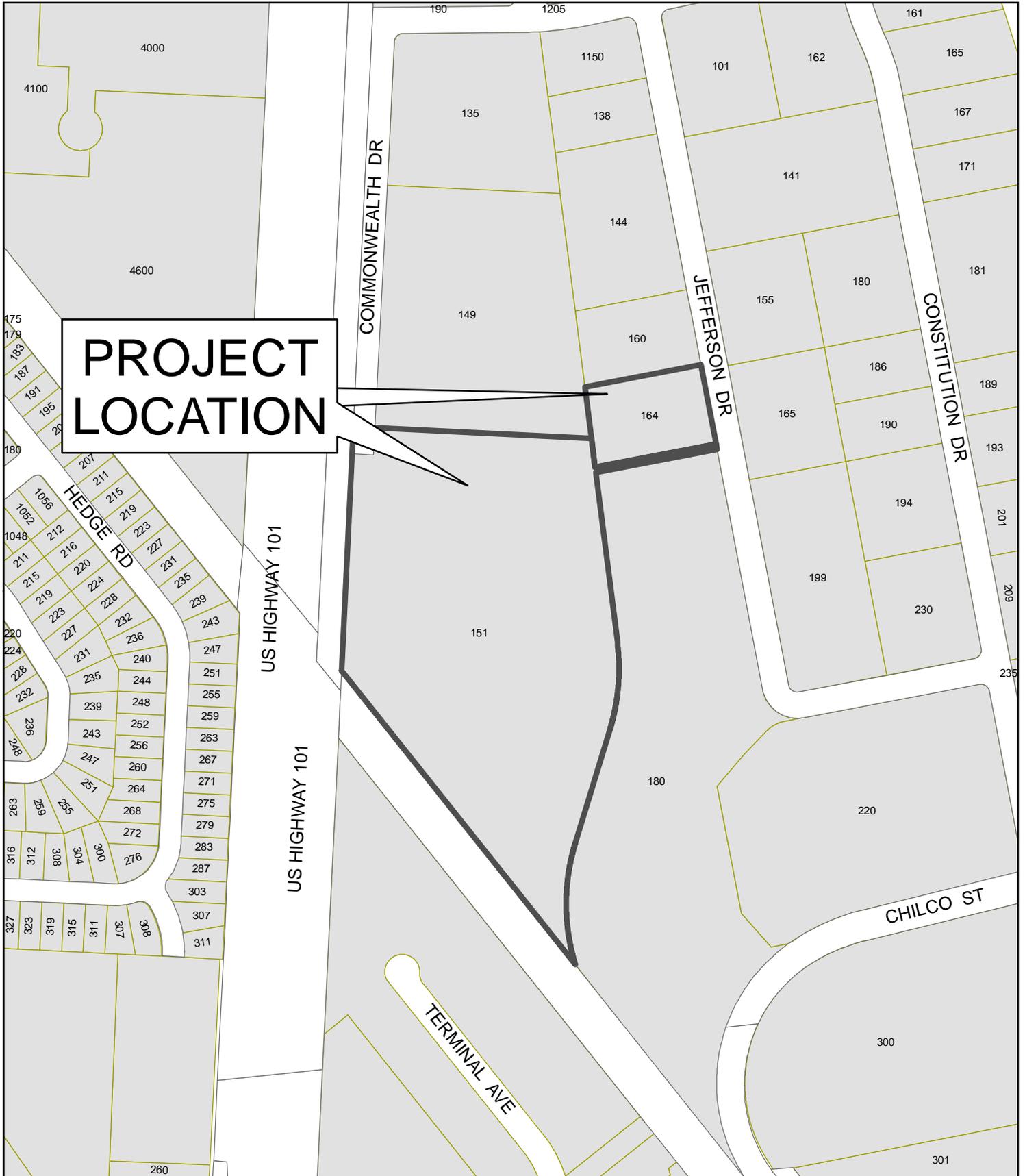
- [Final Environmental Impact Report prepared by ICF, dated July 2014](#)
- [Draft Environmental Impact Report prepared by ICF, dated February 2014](#)
- [Final Fiscal Impact Analysis prepared by BAE, dated December 2013](#)

Report prepared by:

David Hogan
Contract Planner

Justin Murphy
Development Services Manager

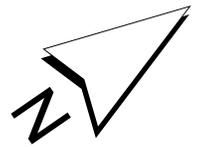
THIS PAGE INTENTIONALLY LEFT BLANK



**PROJECT
LOCATION**

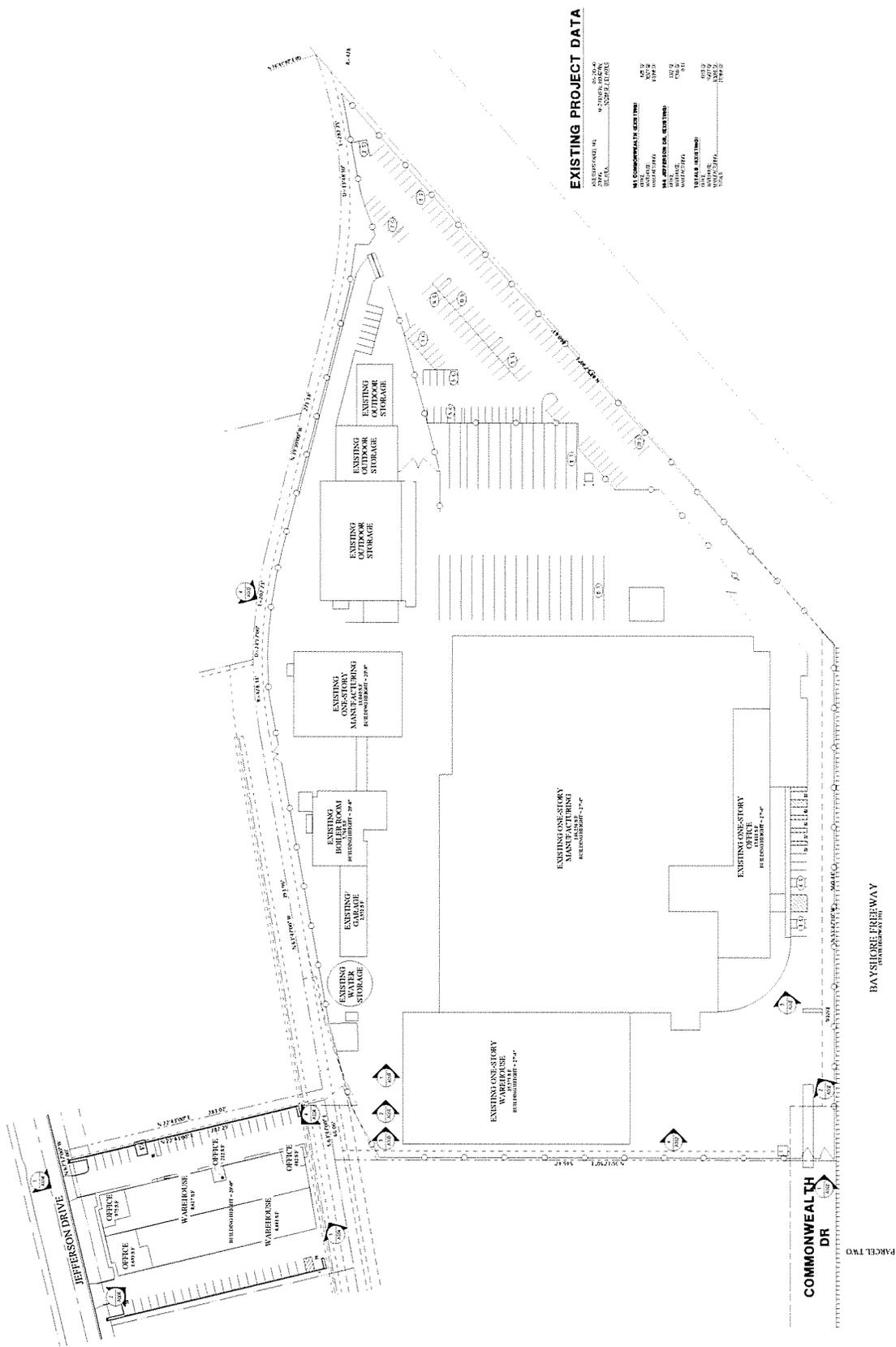
CITY OF MENLO PARK

151 COMMONWEALTH DR AND
164 JEFFERSON DR



DRAWN: KTP CHECKED: KTP DATE: 7/21/14 SCALE: 1" = 300' SHEET: 1

THIS PAGE INTENTIONALLY LEFT BLANK



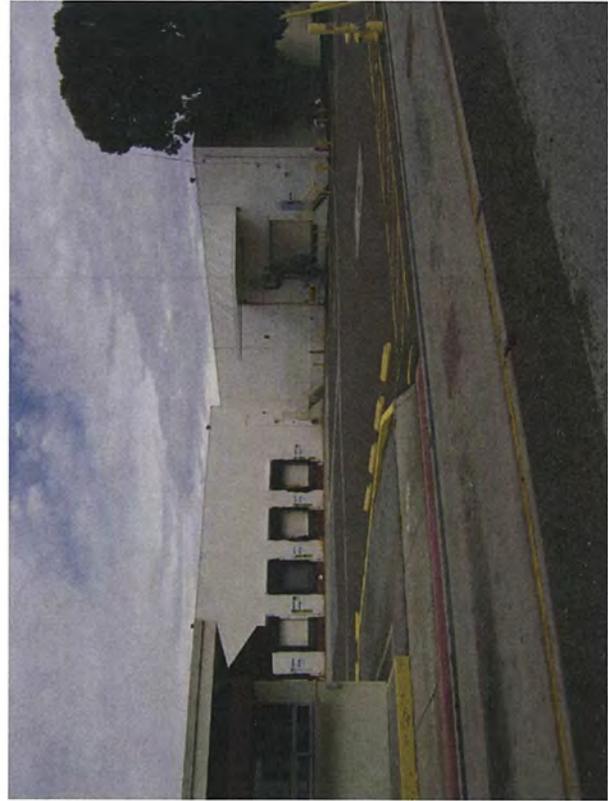
EXISTING PROJECT DATA

NO.	DESCRIPTION	DATE
1	EXISTING PROJECT DATA	08/29/11
2	EXISTING PROJECT DATA	09/01/11
3	EXISTING PROJECT DATA	09/02/11
4	EXISTING PROJECT DATA	09/03/11
5	EXISTING PROJECT DATA	09/04/11
6	EXISTING PROJECT DATA	09/05/11
7	EXISTING PROJECT DATA	09/06/11
8	EXISTING PROJECT DATA	09/07/11
9	EXISTING PROJECT DATA	09/08/11
10	EXISTING PROJECT DATA	09/09/11
11	EXISTING PROJECT DATA	09/10/11
12	EXISTING PROJECT DATA	09/11/11
13	EXISTING PROJECT DATA	09/12/11
14	EXISTING PROJECT DATA	09/13/11
15	EXISTING PROJECT DATA	09/14/11
16	EXISTING PROJECT DATA	09/15/11
17	EXISTING PROJECT DATA	09/16/11
18	EXISTING PROJECT DATA	09/17/11
19	EXISTING PROJECT DATA	09/18/11
20	EXISTING PROJECT DATA	09/19/11
21	EXISTING PROJECT DATA	09/20/11
22	EXISTING PROJECT DATA	09/21/11
23	EXISTING PROJECT DATA	09/22/11
24	EXISTING PROJECT DATA	09/23/11
25	EXISTING PROJECT DATA	09/24/11
26	EXISTING PROJECT DATA	09/25/11
27	EXISTING PROJECT DATA	09/26/11
28	EXISTING PROJECT DATA	09/27/11
29	EXISTING PROJECT DATA	09/28/11
30	EXISTING PROJECT DATA	09/29/11
31	EXISTING PROJECT DATA	09/30/11

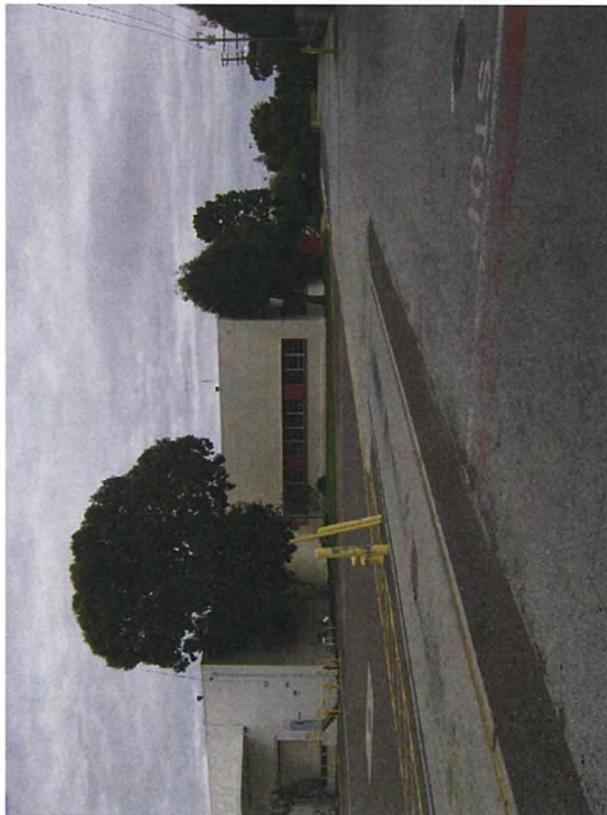
1 EXISTING SITE PLAN
 SCALE: 1/8" = 1'-0"



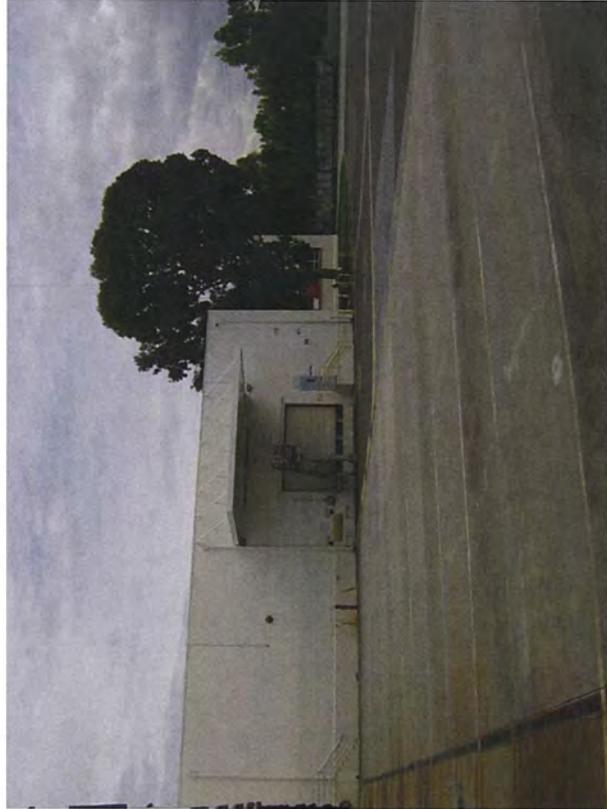
1 EXISTING COMMONWEALTH DRIVE BUILDING - looking southeast
SCALE: NTS



2 EXISTING COMMONWEALTH DRIVE BUILDING - looking southeast
SCALE: NTS



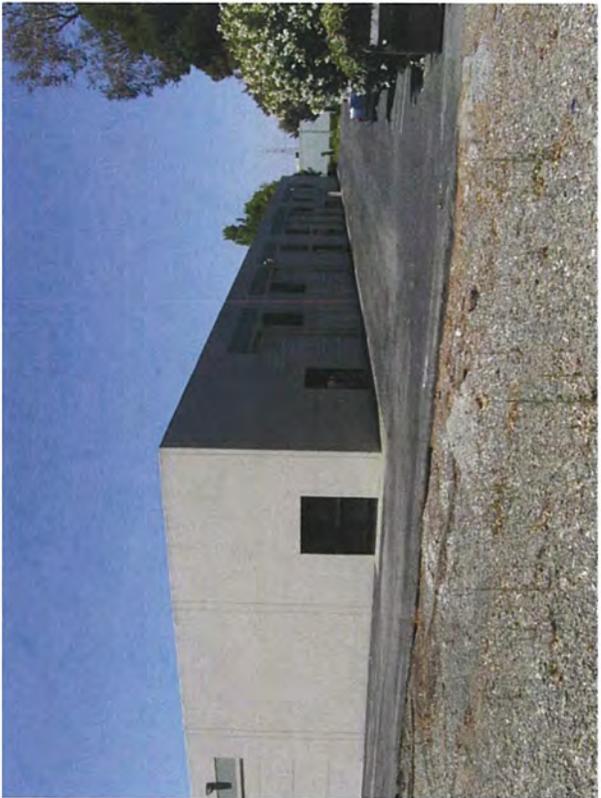
3 EXISTING COMMONWEALTH DRIVE BUILDING - looking southeast
SCALE: NTS



4 EXISTING COMMONWEALTH DRIVE BUILDING - looking southeast
SCALE: NTS



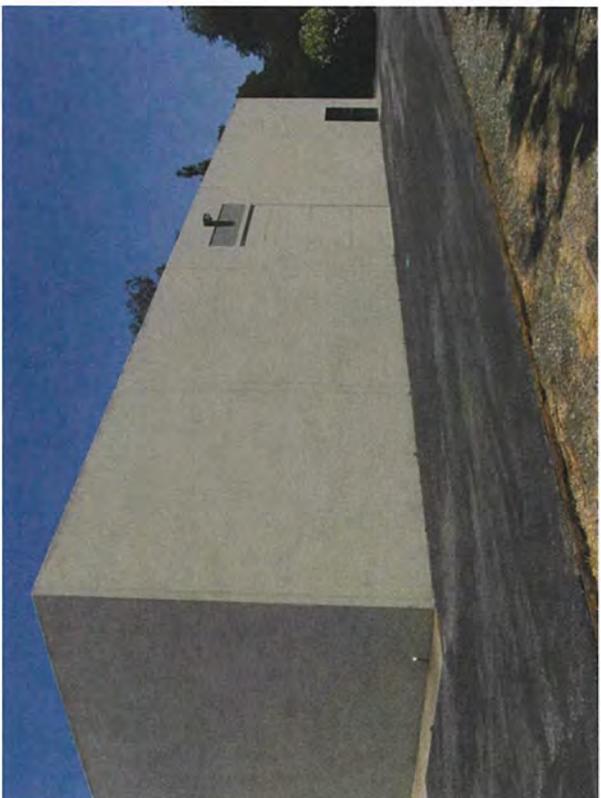
2 EXISTING JEFFERSON STREET BUILDING - looking southeast
SCALE: NTS



4 EXISTING JEFFERSON STREET BUILDING - looking northwest
SCALE: NTS



1 EXISTING JEFFERSON STREET BUILDING - looking southwest
SCALE: NTS



3 EXISTING JEFFERSON STREET BUILDING - looking north
SCALE: NTS



Planning Department Submittal for
COMMONWEALTH CORPORATE CENTER
 151 Commonwealth Drive and 164 Jefferson Drive
 Menlo Park, California 94025



PROPOSED AREA PLAN
A1.00
 PROJECT NO. 112040



1 PROPOSED AREA PLAN
 SCALE: 1/8" = 1'-0"

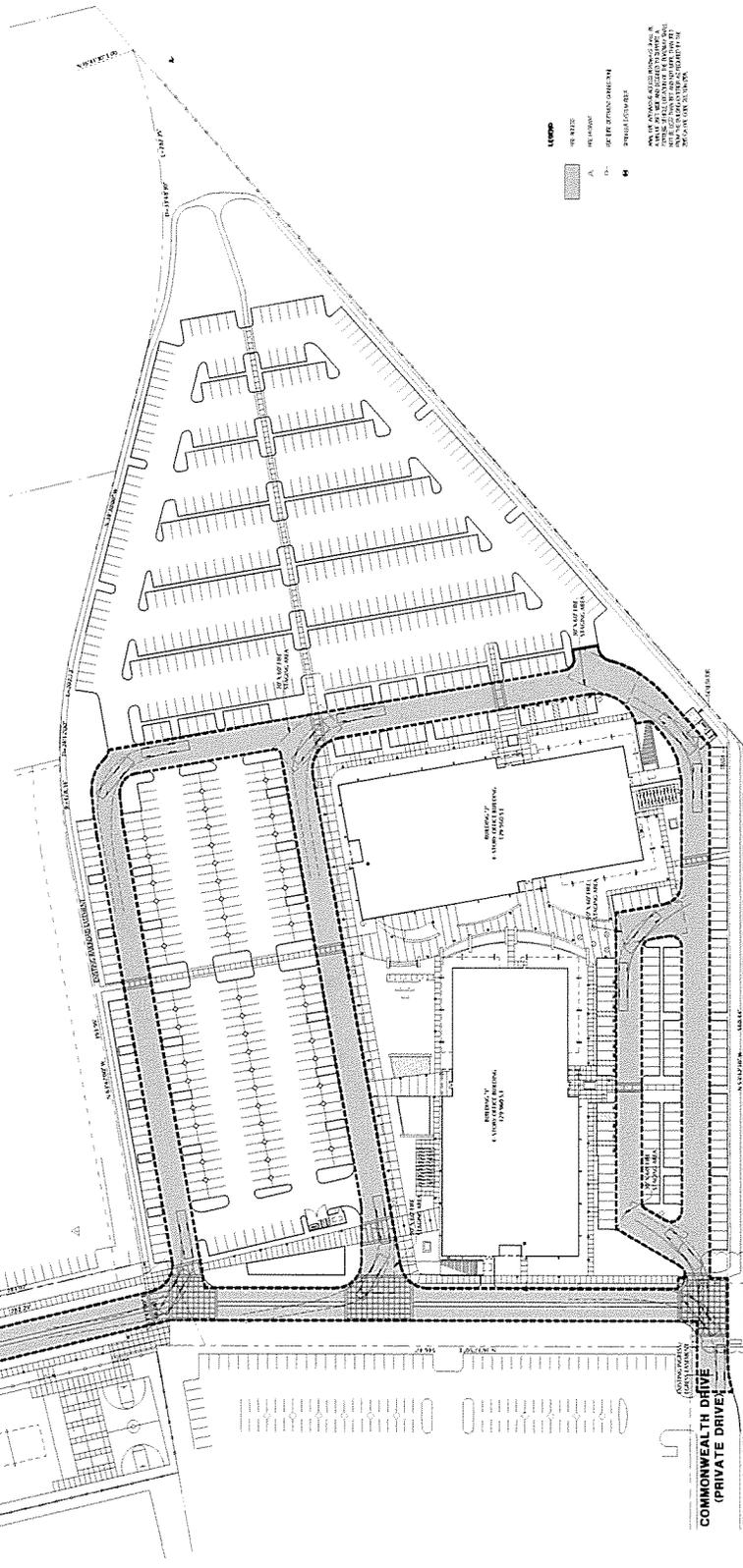
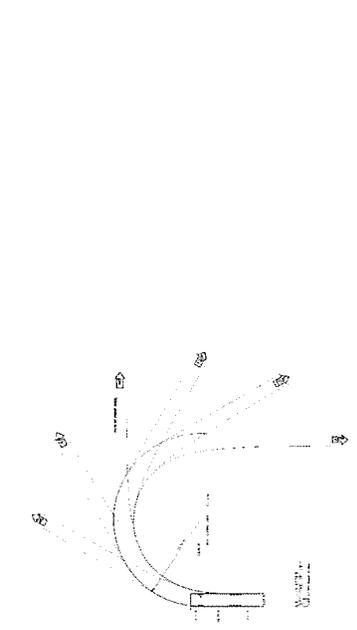


Planning Department Submittal for
COMMONWEALTH CORPORATE CENTER
151 Commonwealth Drive and 164 Jefferson Drive
Menlo Park, California 94025

SOBRATO
151 COMMONWEALTH DRIVE
MENLO PARK, CALIFORNIA 94025
TEL: 650.321.1000
FAX: 650.321.1001
WWW.ARCTEC.COM



PROJECT SHEET
PROJECT NAME
A1.02A
PROJECT NO. 10940



BAYSHORE FREEWAY
STATE HIGHWAY 101
COMMONWEALTH DRIVE (PRIVATE DRIVE)
JEFFERSON DRIVE



ARC TEC
 ARCHITECTURAL TECHNOLOGIES
 151 Commonwealth Drive
 Menlo Park, California 94025
 Tel: 650.321.1000
 Fax: 650.321.1001
 www.arctec.com

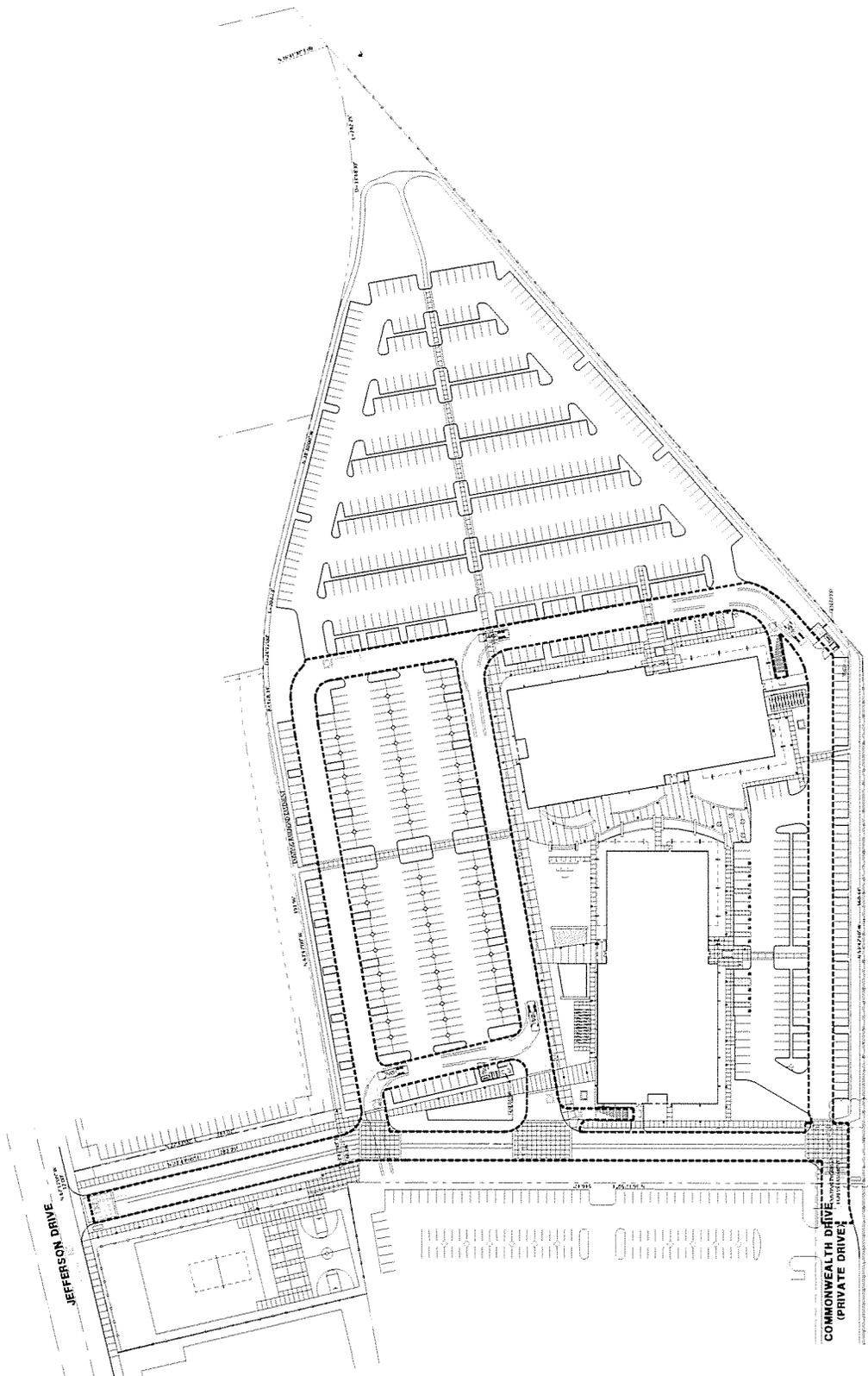
A Planning Department Submission for
COMMONWEALTH CORPORATE CENTER
 151 Commonwealth Drive and 164 Jefferson Drive
 Menlo Park, California 94025

SOBRATO

DATE: 08/11/2011
 TIME: 10:00 AM
 PROJECT: COMMONWEALTH CORPORATE CENTER
 SHEET: 1 OF 1
 DRAWN BY: [Name]
 CHECKED BY: [Name]
 APPROVED BY: [Name]



REGISTERED PROFESSIONAL ENGINEER
 CIVIL
 No. 45898
 State of California
A1.02B
 PROJECTING 11/94

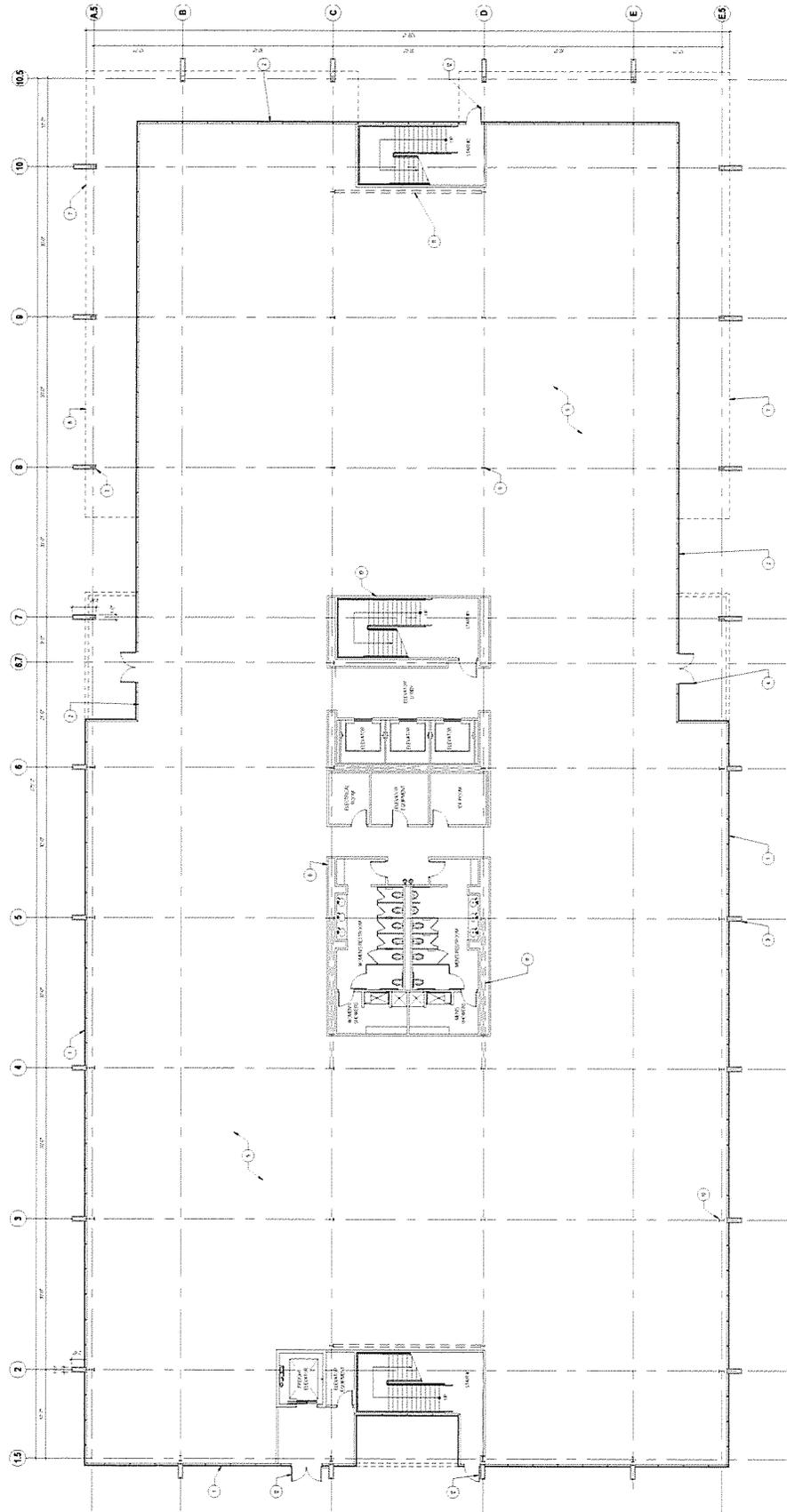


1 VEHICLE ACCESS SITE PLAN - TRASH AND DELIVERY
 SCALE: 1/8" = 1'-0"



OFFICE ADDRESS:
 1601 GILBERT AVENUE

A2.11



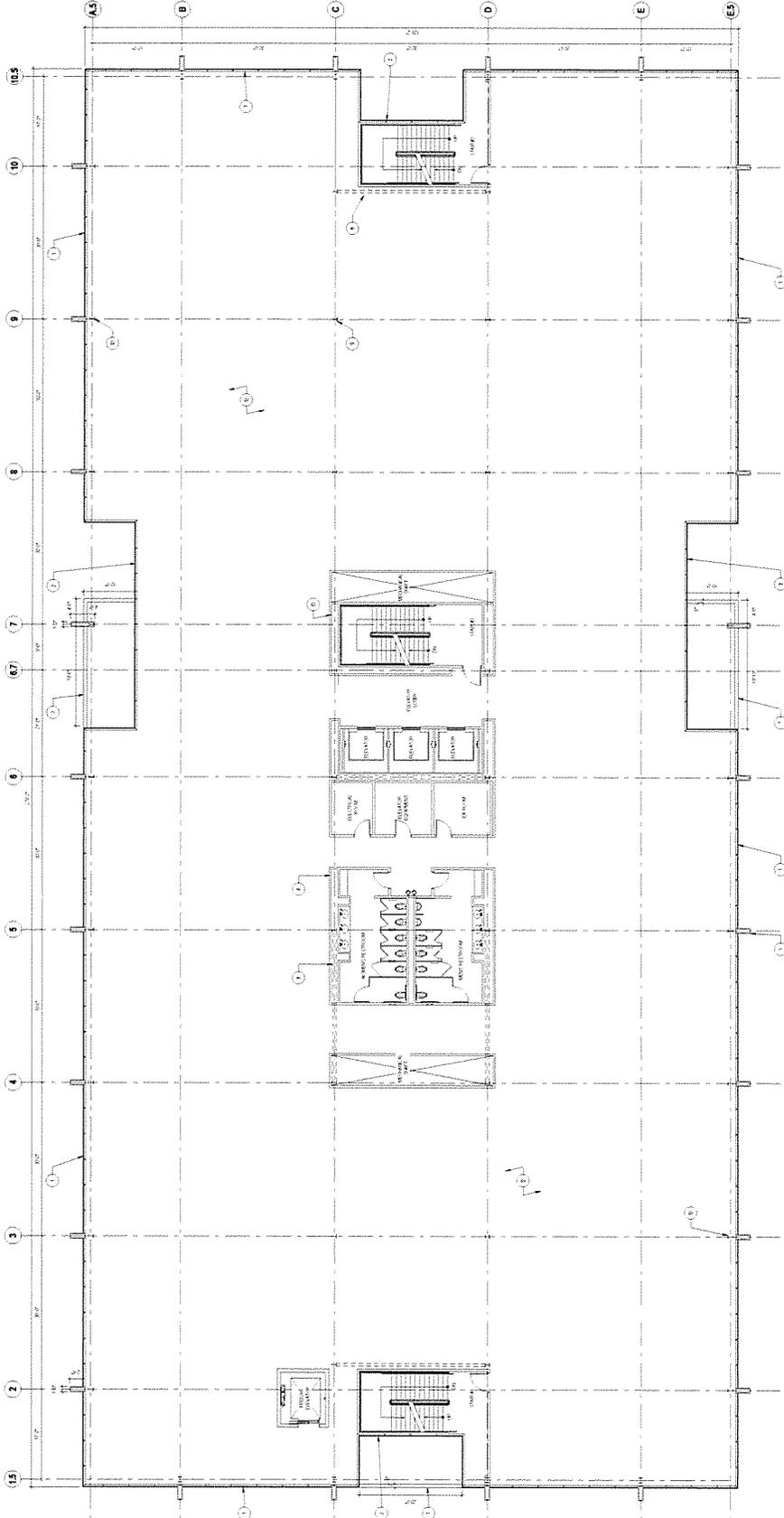
1 OFFICE BUILDING FIRST LEVEL FLOOR PLAN
 SCALE: 1/8" = 1'-0"

KEY NOTES

- 1) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 2) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 3) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 4) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 5) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 6) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 7) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 8) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 9) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 10) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS
- 11) CONSULTING QUOTE SUBMITTED FOR ELEVATOR AND STAIRS



A Planning Department Submittal for
COMMONWEALTH CORPORATE CENTER
151 Commonwealth Drive and 164 Jefferson Drive
Menlo Park, California 94025



1 OFFICE BUILDING - TYPICAL UPPER FLOOR PLAN
SCALE: 1/8" = 1'-0"

KEY NOTES

- 1) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 2) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 3) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 4) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 5) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 6) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 7) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 8) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.
- 9) FINISHES AND MATERIALS TO BE IDENTIFIED BY THE ARCHITECT.

SOBRATO

DATE: 10/15/2010
PROJECT: COMMONWEALTH CORPORATE CENTER
DRAWING: TYPICAL UPPER FLOOR PLAN
SCALE: 1/8" = 1'-0"
SHEET: 101-101
PROJECT LOCATION: 151 COMMONWEALTH DRIVE AND 164 JEFFERSON DRIVE, MENLO PARK, CALIFORNIA 94025



OFFICE BUILDING
TYPICAL UPPER FLOOR PLAN
A2.12
PROJECT NO. 11240

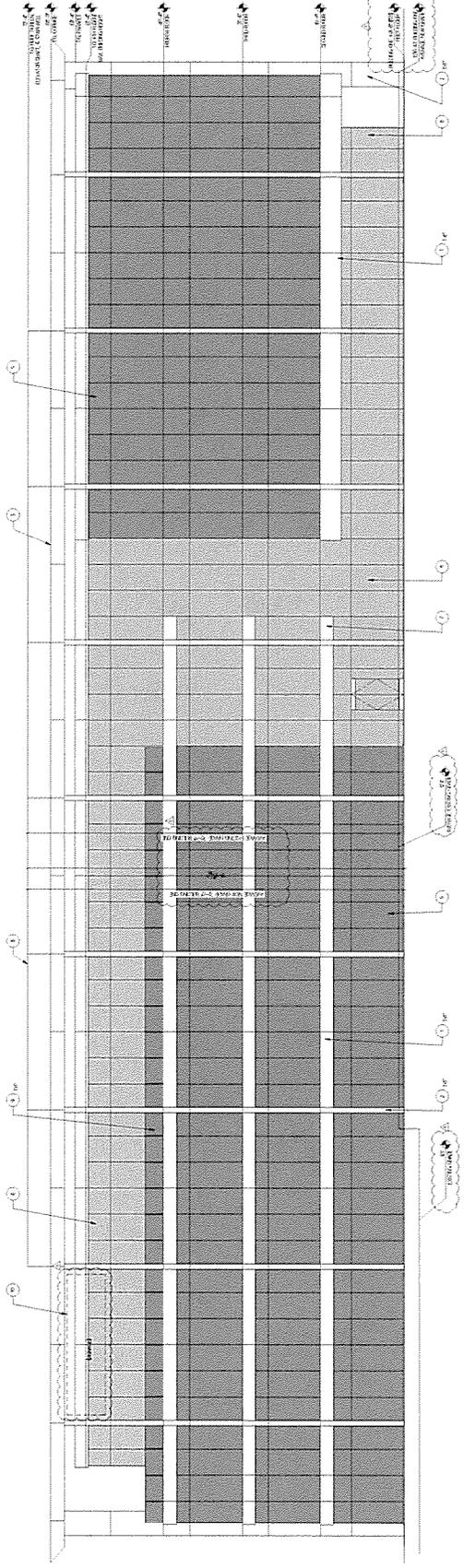
SOBRATO

DATE: 12/16/12
PROJECT: COMMONWEALTH CORPORATE CENTER
SCALE: 1/8" = 1'-0"
DESCRIPTION: ARCHITECTURAL ELEVATION
REVISIONS: 1. 12/16/12 - INITIAL SUBMITTAL
 2. 12/16/12 - REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
 3. 12/16/12 - REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
 4. 12/16/12 - REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK

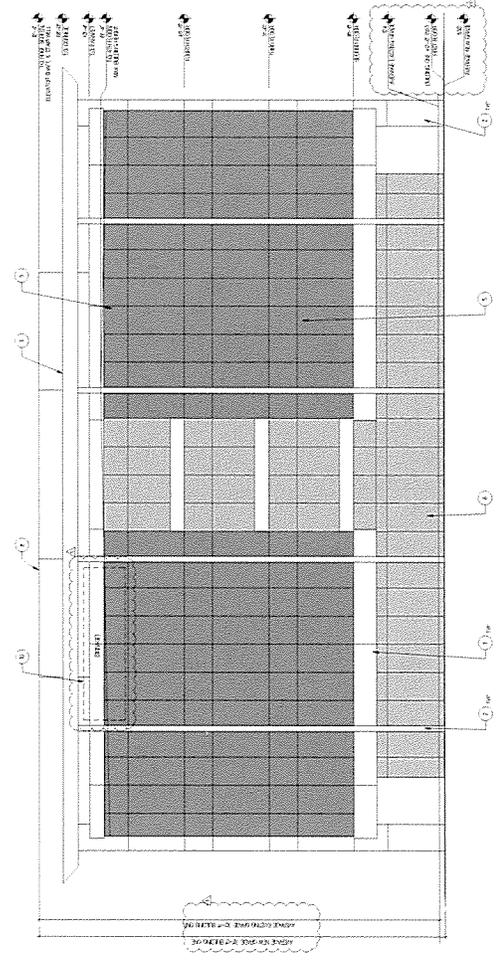


OFFICE BELOW ONE
 ELEVATION ELEVATIONS

A3.01
 PROJECT NO. 12-001



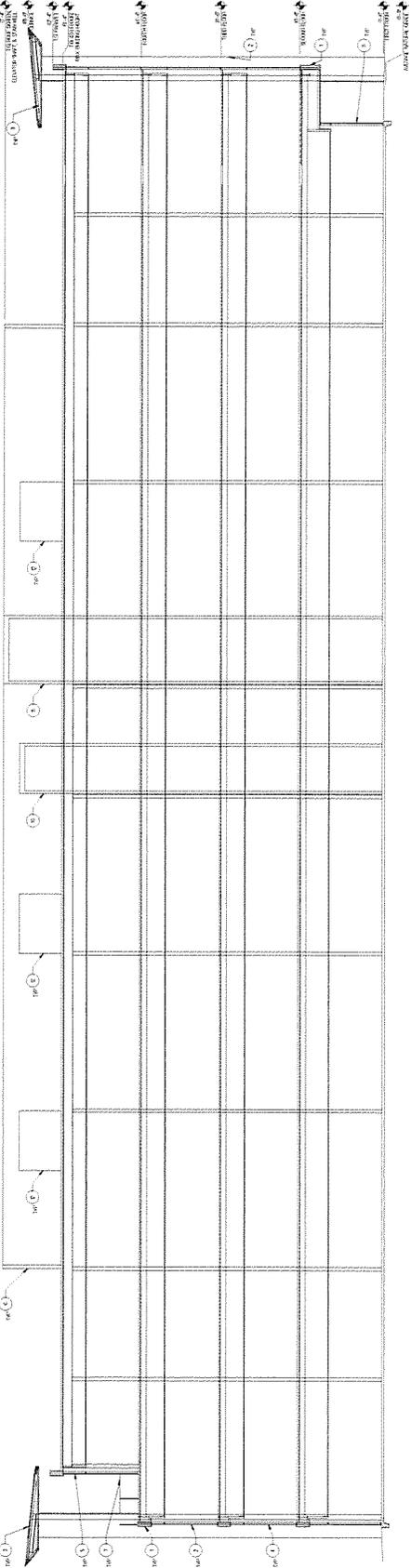
1 BUILDING '1' SOUTH ELEVATION
 SCALE: 1/8" = 1'-0"



2 BUILDING '1' EAST ELEVATION
 SCALE: 1/8" = 1'-0"

KEY NOTES

1. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
2. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
3. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
4. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
5. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
6. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
7. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
8. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
9. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK
10. REVISIONS TO REFLECT COMMENTS FROM THE CITY OF MENLO PARK



1 BUILDING SECTION
SCALE: 1/8" = 1'-0"

KEY NOTES

- 1. STRUCTURE & MATERIALS PER IBC
- 2. FINISHES - SEE GENERAL NOTES AND FINISH SCHEDULE
- 3. OTHER - SEE GENERAL NOTES AND FINISH SCHEDULE
- 4. SEE GENERAL NOTES
- 5. PROVIDE ALL STRUCTURAL CONNECTIONS PER IBC AND AISC PERFORMANCES
- 6. PROVIDE ALL STRUCTURAL CONNECTIONS PER IBC AND AISC PERFORMANCES
- 7. PROVIDE ALL STRUCTURAL CONNECTIONS PER IBC AND AISC PERFORMANCES
- 8. PROVIDE ALL STRUCTURAL CONNECTIONS PER IBC AND AISC PERFORMANCES
- 9. PROVIDE ALL STRUCTURAL CONNECTIONS PER IBC AND AISC PERFORMANCES
- 10. PROVIDE ALL STRUCTURAL CONNECTIONS PER IBC AND AISC PERFORMANCES

SOBRATO

ARCHITECT
151 COMMONWEALTH DRIVE AND 164 JEFFERSON DRIVE
MENLO PARK, CALIFORNIA 94025
TEL: 650.321.1000
WWW.COMMONWEALTHARCHITECTS.COM



BUILDING SECTION
A4.01
PROJECT NO. 11240

A Planning Department Submittal for
COMMONWEALTH CORPORATE CENTER
151 Commonwealth Drive and 164 Jefferson Drive
Menlo Park, California 94025



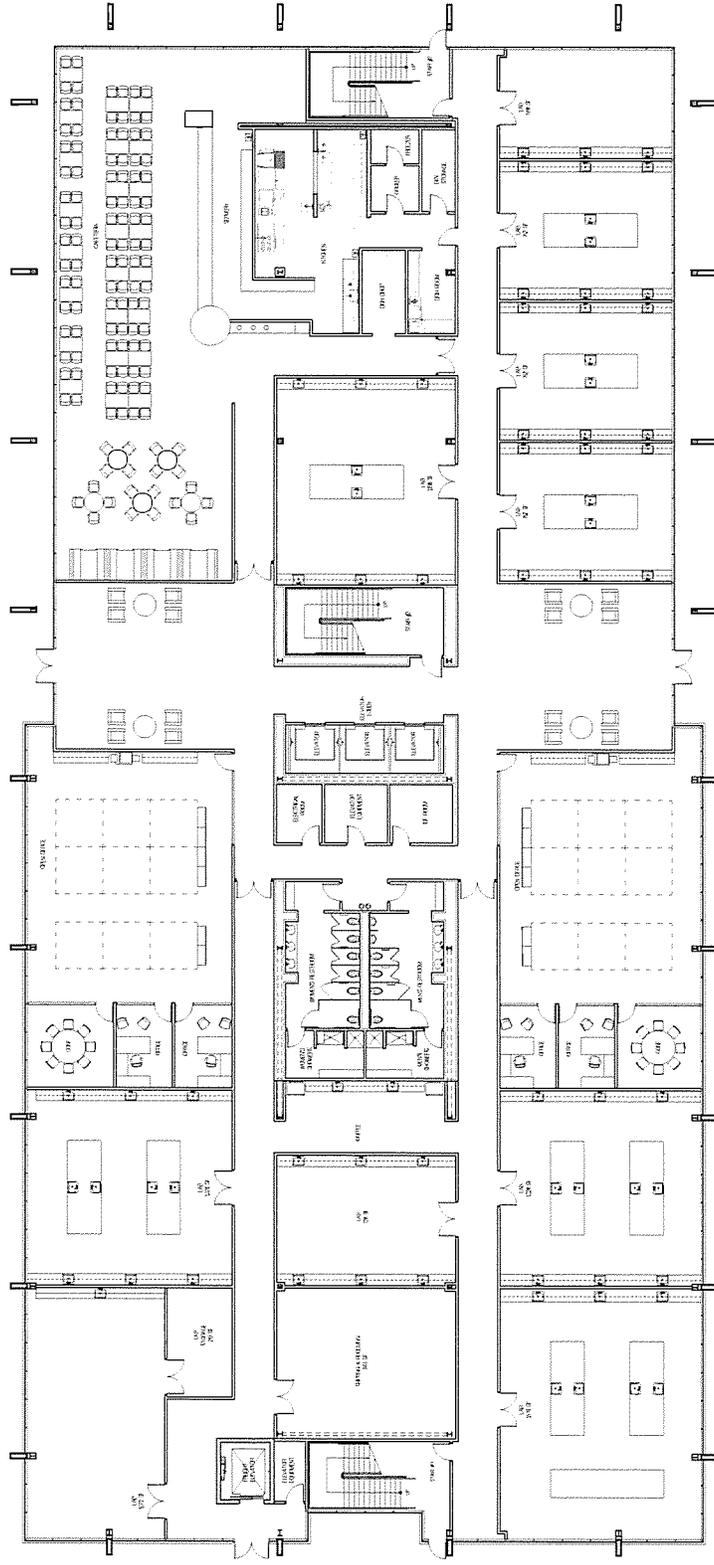
A Planning Department Submittal for
COMMONWEALTH CORPORATE CENTER
 151 Commonwealth Drive and 164 Jefferson Drive
 Menlo Park, California 94025

SOBRATO

DATE: 08/20/10
DESCRIPTION: CONCEPTUAL FIRST FLOOR SPACE PLAN
PROJECT: COMMONWEALTH CORPORATE CENTER
CLIENT: COMMONWEALTH CORPORATE CENTER
ARCHITECT: ARCTEC ARCHITECTURAL TECHNOLOGIES
SCALE: AS SHOWN



CONCEPTUAL FIRST FLOOR
 SPACE PLAN
AT12.11
 PROJECT NO. 11040



1 CONCEPTUAL FIRST FLOOR SPACE PLAN
 SCALE: 1/8" = 1'-0"



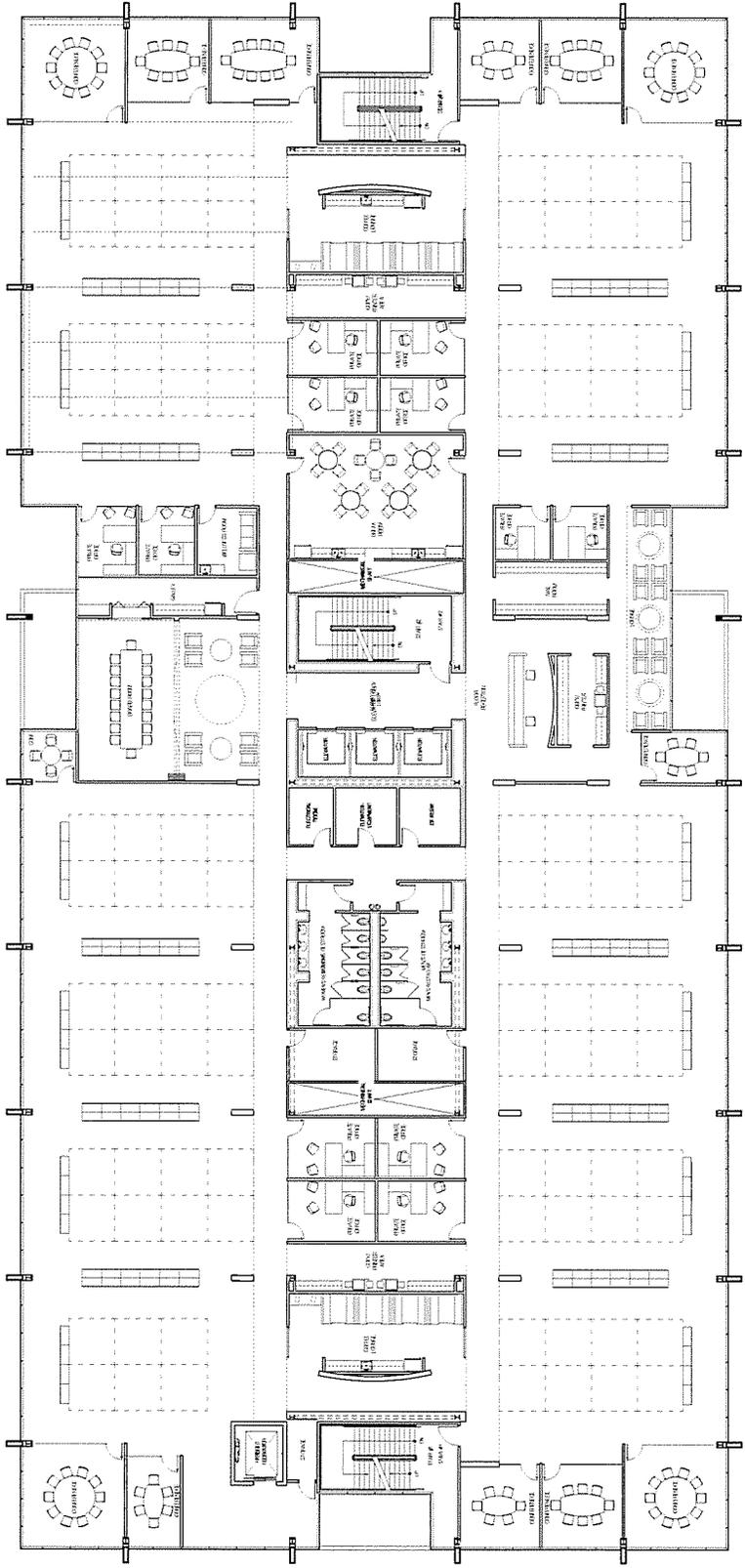
A Planning Department Submittal for
COMMONWEALTH CORPORATE CENTER
151 Commonwealth Drive and 164 Jefferson Drive
Menlo Park, California 94025

SOBRATO

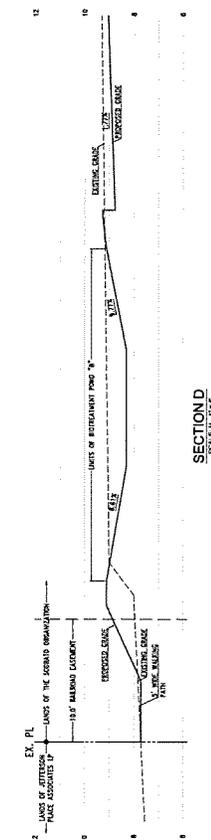
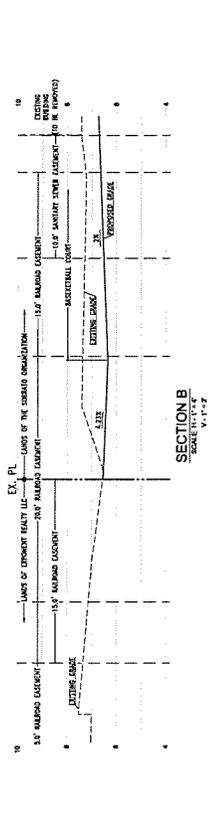
DATE	DESCRIPTION
08/11/11	PRELIMINARY SUBMITTAL
09/01/11	REVISIONS
09/15/11	FINAL SUBMITTAL
10/01/11	CONCEPTUAL DESIGN
10/15/11	ARCHITECTURAL DESIGN
11/01/11	CONSTRUCTION DOCUMENTS
11/15/11	CONSTRUCTION DOCUMENTS
12/01/11	CONSTRUCTION DOCUMENTS
12/15/11	CONSTRUCTION DOCUMENTS

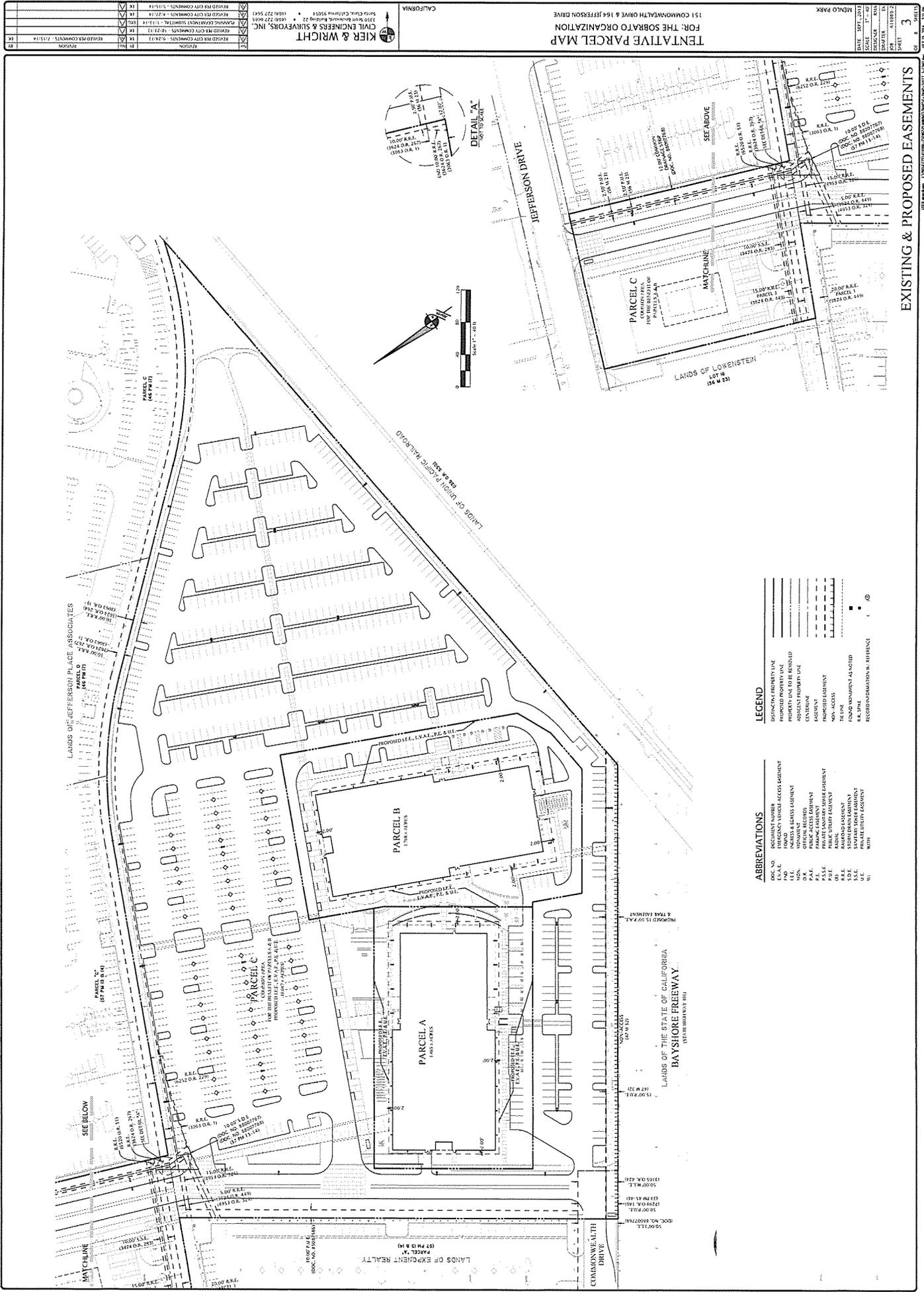


CONCEPTUAL UPPER LEVEL
SHEET 101
AT12.12
PROJECT NO. 11294



1 CONCEPTUAL UPPER LEVEL SPACE PLAN





ABBREVIATIONS

DOC. NO.	REGISTRATION NUMBER
E.V.A.L.	EMERGENCY VEHICLE ACCESS AGREEMENT
U.L.	UTILITY LOCATIONS
MSN.	MANHOLE
P.A.L.	PUBLIC ACCESS AGREEMENT
P.S.L.	PRIVATE SERVICE LATERAL
P.F.L.	PUBLIC UTILITY FACILITY
R.F.L.	RECORDING FACILITY
S.S.E.	SUBSTANTIAL EASEMENT
U.E.	UTILITY EASEMENT
W.	WITH

LEGEND

—————	INDICATING PROPERTY LINE
—————	PROPOSED PROPERTY LINE
—————	PROPERTY LINE TO BE REMOVED
—————	ADJACENT PROPERTY LINE
—————	CONTIGUOUS
—————	PROPOSED EASEMENT
—————	NON-ACCESS
—————	FEES
—————	FRONT YARDMENT AS NOTED
—————	R.E. LINE
—————	RECORDATION NUMBER - REFERENCE

TENTATIVE PARCEL MAP
FOR: THE SOBARTO ORGANIZATION
151 COMMONWEALTH DRIVE & 164 JEFFERSON DRIVE

KIER & WRIGHT
CIVIL ENGINEERS & SURVEYORS, INC.
1555 NORTH BAYVIEW BLVD. SUITE 22
SANTA ANA, CALIFORNIA 92705
(949) 272-5443

REVISION	DATE	BY	DESCRIPTION
1	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
2	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
3	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
4	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
5	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
6	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
7	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
8	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
9	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
10	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
11	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
12	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
13	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
14	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
15	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
16	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
17	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
18	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
19	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14
20	11/15/14	JK	REVISED PER CITY COMMENTS - 11/15/14

EXISTING & PROPOSED EASEMENTS

DATE: 11/15/14
DRAWN BY: JK
CHECKED BY: JK
SCALE: AS SHOWN
SHEET: 3
PROJECT: 1410002-2

THIS PAGE INTENTIONALLY LEFT BLANK

RECOMMENDED ACTIONS FOR CITY COUNCIL
Commonwealth Corporate Center Project

Environmental Review

1. Adopt a Resolution Certifying the Environmental Impact Report for the Commonwealth Corporate Center (Attachment F).
2. Adopt a Resolution Adopting the findings required by the California Environmental Quality Act, Certifying the Environmental Impact Report, Adopting the Statement of Overriding Considerations, and Adopting the Mitigation Monitoring and Reporting Program for the property located at 151 Commonwealth Drive and 164 Jefferson Drive (Attachments G and H).

Rezoning

3. Introduce an Ordinance Rezoning the property at 151 Commonwealth Drive and 164 Jefferson Drive from M-2 (General Industrial) to M-2(X) (General Industrial, Conditional Development Overlay) (Attachments I and J).

Conditional Development Permit

4. Adopt a Resolution Approving a Conditional Development Permit for property located at 151 Commonwealth Drive and 164 Jefferson Drive (Attachments K and L).

Tentative Parcel Map

5. Adopt a Resolution Approving a Tentative Parcel Map for the properties located at 151 Commonwealth Drive and 164 Jefferson Drive (Attachments M and N).

Heritage Tree Removal Permits

6. Adopt a Resolution Approving the Heritage Tree Removal Permits for the properties located at 151 Commonwealth Drive and 164 Jefferson Drive (Attachments O and P).

Below Market Rate Housing Agreement

7. Adopt a Resolution Approving a Below Market Rate Housing Agreement with The Sobrato Organization for the property located at 151 Commonwealth Drive and 164 Jefferson Drive (Attachments Q and R).

Cost Sharing Funding Agreement

8. Authorize the City Manager to Execute a Funding Agreement to share in the cost of replacing a water main on the project site (Attachment S).

THIS PAGE INTENTIONALLY LEFT BLANK



PLANNING COMMISSION STAFF REPORT

FOR THE PLANNING COMMISSION
MEETING OF JULY 21, 2014
AGENDA ITEM D3

LOCATION:	151 Commonwealth Drive and 164 Jefferson Drive	APPLICANT:	The Sobrato Organization
EXISTING USE:	Light Industrial Building and Unoccupied Industrial Building	PROPERTY OWNERS:	SI46, LLC and Murphy Rd. Apartments, San Jose
PROPOSED USE:	Corporate Office or Research & Development Offices	APPLICATIONS:	Rezoning, Conditional Development Permit, Tentative Parcel Map, BMR Agreement, Heritage Tree Removal Permits, and Environmental Review
CURRENT ZONING:	M-2 (General Industrial)	GENERAL PLAN DESIGNATION:	Limited Industry
PROPOSED ZONING:	M-2(X) (General Industrial, Conditional Development)		

	PROPOSED PROJECT	EXISTING DEVELOPMENT	ZONING ORDINANCE
Lot area	578,472 sf (13.28 ac)	578,472 sf (13.28 ac)	25,000 sf. min.
Lot width	Irregular	Irregular	100 ft. min.
Lot depth	Irregular	Irregular	100 ft. min.
Setbacks ¹			
Front	557 +/- ft.	15 ft.	20 ft. min.
Rear	92.8 ft.	33 ft.	0 ft. min.
Side, right	83.4 ft.	17 ft.	10 ft. min.
Side, left	280 +/- ft.	44 ft.	10 ft. min.
Building coverage	68,838 sf 11.9 %	237,858 sf 41.1 %	289,236 sf max. 50 % max.
FAR (Floor Area Ratio)	259,920 sf 44.9 %	237,858 sf 41.1 %	260,312 sf max. 45 % (office)
Square footage by floor (of each building)	31,781 sf/1st 34,012 sf/2nd 34,012 sf/3rd 30,155 sf/4th	237,858 sf/1 st	No Requirement
Building height	68 ft. ²	27 ft.	35 ft. max.
Parking	868	218 spaces	867 spaces (1 per 300 sf)
Note: Areas shown highlighted indicate a nonconforming or substandard situation.			
Trees	# of existing Heritage trees 23	# of existing non-Heritage trees 22	# of new trees 464
	# of Heritage trees proposed for removal 22	# of non-Heritage trees proposed for removal 22	Total # of trees 465

1. The existing site contains multiple buildings on two lots. The existing setbacks shown are the smallest setback distances to any of the existing buildings from the closest property line. The proposed development would be comprised of three lots, but reviewed as one lot. Jefferson Drive is considered the front property line, US 101 and the Dumbarton Corridor are considered the rear property lines, and all other property lines are side lot lines.
2. The applicant is requesting an increase in height through the CDP.

PROPOSAL

The Sobrato Organization is requesting approval to remove the existing buildings and construct two four-story office buildings, totaling 259,920 square feet, on a 13.28-acre (578,477 sq. ft.) site located at 151 Commonwealth Drive and 164 Jefferson Drive. The 151 Commonwealth Drive property is the site of the former Diageo North America distillery complex which has been vacant since 2011. The 164 Jefferson Drive property is currently occupied by a single-story light industrial building. Previously, there were four different tenants occupying the smaller building. The site is located in the M-2 Zoning District and the entitlement process includes the following actions, permits, and agreements:

- **Environmental Review-EIR Certification:** a Draft Environmental Impact Report (EIR) was prepared for the Project to analyze the potential environmental impacts of the proposed project and to identify mitigation measures necessary to reduce the environmental impacts. The Final EIR (that is provided separately) includes the Draft EIR by reference, responses to any received comments, and any updates to the document that are necessary to reflect any changes made to the Draft EIR;

- **Statement of Overriding Considerations and Mitigation Monitoring and Reporting Program:** that includes specific findings that the benefits of the project outweigh its significant/adverse environmental impacts, and establishes responsibility and timing for implementation of all required mitigation measures;
- **Rezone from M-2 (General Industrial) to M-2(X) (General Industrial, Conditional Development District):** to permit the proposal to diverge from the standard M-2 Zone requirements related to building height in excess of 35 feet and signage in excess of 150 square feet, and the proposed parcel configuration;
- **Conditional Development Permit (CDP):** to permit the construction of two four-story office buildings totaling 259,920 square feet, diesel-powered emergency generators, and associated site improvements;
- **Tentative Parcel Map:** to permit the resubdivision of the two existing parcels into three parcels (one parcel for each building and one parcel containing most of the common parking and providing for project access);
- **Below Market Rate (BMR) Housing Agreement:** to pay the in lieu housing impact fees to comply with the City's affordable housing program; and
- **Heritage Tree Removal Permits:** to permit the removal of 22 heritage trees associated with the proposed project;

A Fiscal Impact Analysis (FIA) was also prepared for the Commonwealth Corporate Center which explored a number of topic related to the one-time and ongoing costs and revenues from the project as well as potential additional opportunities for fiscal benefits.

Because the project includes a rezoning and CDP, which require a decision by the City Council, the Planning Commission will review the proposed project components and make a recommendation to the City Council. The date of the City Council public hearing on this project is anticipated to occur in August of 2014.

MEETINGS

A number of public meetings to review various aspects of the project were held subsequent to this submittal. The meeting dates and topics are summarized below:

- **August 20, 2012:** Planning Commission conducted a scoping meeting on the environmental impact report and a study session on the proposed project and provided comments and direction.
- **September 18, 2012:** City Council discussion of the project and its policy and fiscal impacts.

- **December 11, 2012:** City Council approved the contract for the preparation of the environmental impact report, fiscal impact analysis, and water supply assessment.:
- **December 17, 2013:** City Council meeting to consider the draft Water Supply Assessment (WSA). At this meeting, the City Council approved the WSA.
- **February 5, 2014:** Housing Commission meeting to provide a recommendation on the Below Market Rate (BMR) Housing Agreement. At this meeting, the Housing Commission recommended approval of the proposed BMR Agreement.
- **February 26, 2014:** Environmental Quality Commission meeting to provide a recommendation on the removal of the heritage trees. At this meeting, the Environmental Quality Commission recommended approval of the request to remove 22 of 23 heritage trees.
- **March 24, 2014:** Planning Commission meeting to solicit public comments on the Draft EIR and FIA, and study session to review the current project proposal. The Planning Commission's questions on the comments on the Draft EIR are discussed in the Final EIR.

At that meeting the Commissioners provided a number of comments related to the design of the project, including the following.

- Consider the inclusion of additional bicycle racks/lockers. The revised plans have added additional bicycle lockers and bike racks.
- Provide walking loop/paths around and through the project. The revised plans have incorporated an extensive network of pedestrian paths around the site.
- Develop the site to LEED standards. The applicant is proposing to construct the project to a LEED Gold standard.
- Provide electric vehicle charging stations around the project. The revised plans show the installation of underground conduits to install vehicle charging stations in the parking lot.
- Provide a cafe or canteen to minimize vehicle trips. The revised plans show an area for a ground floor café between the two buildings.
- Consider reducing the amount of parking to provide additional landscaping. At this time, the applicant believes that the proposed parking ratio of 1 space per 300 square feet of gross floor area is appropriate for the proposed use, and would like to maintain the proposed ratio until the tenant parking demand has been determined. One space per 300 square feet is typical of a minimum parking ratio for office uses.

ANALYSIS

As discussed previously, the project proposal requires the review and consideration of new land use entitlements and associated agreements. A discussion of the proposed project, as well as required land use entitlements and agreements are discussed in more detail below.

Setting and Location

The project site is located in a larger industrial and employment area located between US101, Bayfront Expressway, and the Dumbarton Rail Corridor. A location map for the Project is contained in Attachment A. The site contains an approximate 220,000-square-foot manufacturing, warehouse, and office complex, and a separate 20,000-square-foot one-story industrial building. All of the existing buildings are proposed to be demolished. The General Plan designation for the project site and surrounding area is Limited Industry. Since this is the same for all of the area, it has not been repeated in the following table. The zoning designations and the land use information for the Project site and the surrounding areas are summarized below.

LAND USE AND ZONING SUMMARY		
	Land Use	Zoning
Project Site: Existing	Light industrial and unoccupied industrial/warehouse complex	General Industrial, M-2
Proposed	<i>Office/Research and Development</i>	<i>General Industrial, Conditional Development, M-2(X)</i>
North	Office, industrial/warehouse	General Industrial, M-2
East	Office/Research and Development	General Industrial Conditional Development, M-2(X)
South	US101 and the Dumbarton Rail Corridor right-of-way (Kelly Park is located across the rail corridor right-of-way)	Unzoned public rights-of-way
West	Office/Research and Development	General Industrial, M-2
NOTE: US101 and the Dumbarton Rail Corridor are assumed to run east-west in this area.		

Design and Site Layout

The proposed project includes development of two four-story office buildings with at-grade parking. The proposed buildings are located along the southwestern edge of the site near US 101. The at-grade parking and associated landscaping occupy most of

the remaining property. The portion of the site adjacent to Jefferson Drive will be primarily used for onsite recreation and activity amenities, and may include an outdoor eating/gathering area, volleyball/basketball courts, or other similar amenities.

Building “1” is located adjacent to the main access drive (described in Circulation and Access Section) with the long edge of the building facing US 101. This building is set back approximately 150 feet from the freeway. Building “2” is located east of the Building “1” and is oriented so that the narrow end is facing toward the freeway. This building is approximately 90 feet from the freeway at its closest. The buildings are oriented so that the long side of the first building is facing the short side of the other.

A pedestrian oriented plaza with outdoor seating areas will be located between the two buildings and will wrap around the north side of Building “1”. This plaza area will be extensively landscaped and will incorporate water features in its design. The project also incorporates a network of pedestrian paths from the buildings through and around the parking lot, connecting to the public sidewalks on Commonwealth and Jefferson Drives. The layout will also facilitate a potential trail connection to/over the Dumbarton Rail Corridor if it is established at some point in the future.

Combined trash and emergency generator enclosures are located near the loading areas and oriented away from the primary building entrances. There are depressed loading docks at the end of each building near the main access drive aisle to facilitate the delivery of supplies to the building tenants. The loading dock for Building 1 is located near the northwest corner of the building, while the loading dock for Building 2 is located near the southeast corner.

The Applicant is also requesting approval of a parcel map to create three parcels from the two existing parcels. This is discussed in more detail later in the staff report.

Architecture

The buildings are designed in a modern architectural style. The building façade will utilize aluminum panels with high performance blue-tint glass set in aluminum frames. The second and third floors will each have approximately 34,012 square feet of gross floor area. Because of the recessed first floor and the fourth floor balcony, the first and fourth floors have slightly less square footage than the second and third floors. Each building incorporates two different architectural compositions which maximize the aesthetic variation of the structures. The first architectural composition comprises about one-third of the building and contains projecting vertically-oriented structural components which frame the windows in a vertical style. This portion of the building includes a recessed ground floor. The second architectural composition incorporates projecting horizontally-oriented structural components which frame the window in a horizontal style. The building elevations are contained on plan set sheets A3.01 through A3.04 of Attachment B. The orientation of the buildings, combined with the two architectural variations on each building, create a combined project that avoids the appearance of a massive structure.

Site Access and Circulation

The project is located on the bay side of US 101. Access to the regional road network is provided primarily by Marsh Road and Bayfront Expressway (Highway 84) with additional access to Willow Road via Chilco Street. Access to the project site is provided by an existing driveway located at the end of Commonwealth Drive and a new enlarged driveway from Jefferson Drive. These two access points are proposed to be connected via an internal access drive. The proposed access drive consists of a 30-foot wide travel surface allowing for one travel lane in each direction. The access drive will include decorative paving at each end of the access drive, where the access drive connects to the parking areas, and down the center of access drive to serve as a lane separation marking.

Parking

The Project proposes 868 parking spaces and includes 18 handicapped accessible parking spaces (2 of which are van accessible). The Project is currently parked at a ratio of 1 space per 300 square feet. This ratio is consistent with the numeric requirement of the Zoning Ordinance.

The Project also provides 44 bicycle parking lockers. These are located at the north side of Building 1 and the south end of Building 2. Additional bicycle racks will also be located near the main building entrances. The number of bicycle lockers is consistent with the requirements of the CalGreen Code (5% of the required vehicle parking). The Project also contains lockers and shower facilities in each of the proposed buildings.

Landscaping

The conceptual landscape plan includes plantings along the project perimeter and in the parking lot, accent landscaping around the buildings and outdoor seating areas, and heritage tree replacements. The Project landscaping would increase the amount of on-site landscaping from 6 percent to 25 percent and result in the planting of 464 new trees (the exact number will be determined when the final landscape plans are submitted). The landscaping involves both parking lot shading and accent landscaping around the buildings. The proposed heritage tree removals are discussed later in this staff report.

The conceptual landscape plan has identified the following species and sizes: Strawberry Tree (24 inch box), European Hornbeam (24 inch box), Elm (15 gallon and 24 inch box), Purple Leaf Plum (15 gallon), Liquid Amber (15 gallon), Brisbane Box (24 inch box), Gingko (24 inch box and 36 inch box), Carolina Laurel Cherry (24 inch box), Crape Myrtle (48 inch box), and additional London Plane Trees (24 inch box). The stormwater detention basins are also incorporated into the landscaping.

Eighty-six percent of the landscaping will be in a low water usage hydrozone. Most of the low water use landscaping is located in and around the parking lot. The moderate and high water use landscaping will be concentrated around the landscaped plaza/outdoor seating areas around the buildings and in the recreation area near Jefferson Drive.

Proposed Hazardous Materials

The Project will contain two 100 KW emergency generators, one for each building. The generators will be located in masonry enclosures adjacent to the proposed trash enclosures. Each diesel-powered generator is anticipated to have a 215 gallon fuel tank. The Menlo Park Fire Protection District, City of Menlo Park Building Division, West Bay Sanitary District, and San Mateo County Environmental Health Services Division were contacted regarding the proposed use and storage of hazardous materials, associated with an emergency diesel generator. Each organization has determined that the generators will be in compliance with all applicable standards. The specification sheets for the generators are contained in Attachment Q.

Project Signage

The Sobrato Organization is also requesting an increase in the allowable signage from 150 square feet to 512 square feet as part of the Conditional Development Permit. The applicant is requesting two building-mounted signs (one on each building) and two free-standing signs near the project entrances (one along Jefferson Drive and one along Commonwealth Drive).

The free-standing monument signs will be located adjacent to the driveway access points onto Jefferson and Commonwealth Drives. Each sign would allow up to 56 square feet of sign area (8 feet wide by 7 feet tall) located on a 10 foot wide by 12 foot tall structure. The top of the sign area would be approximately 9½ feet above the ground surface. This structure will incorporate the same architectural feature that wraps the top of both buildings. The free-standing sign detail is shown on Page A1.01.

The building mounted signs will be located near the top of the fourth floor (below the parapet) and will be oriented primarily toward US 101. These signs would consist of up to 200 square feet of sign area (approximately 27 feet wide and 7 feet, 4 inches tall). This square footage is identical to the building mounted signage approved for the Menlo Gateway Project. The conceptual size and location of the signs are shown on Page A3.01. The final location and design of each sign (including letter size and color) will be based upon the needs of the primary complex tenant in accordance with the approved master sign program. The comparison between the proposed project signage and the standard requirements of the sign ordinance are shown below.

Description of Proposed Signage		
Sign Location	Project Proposal	Zoning Code Requirement
Jefferson Drive Frontage	56 sq. ft.	100 sq. ft.
Commonwealth Drive Frontage	56 sq. ft.	50 sq. ft.
Building No. 1	200 sq. ft.	-
Building No. 2	200 sq. ft.	-
TOTAL	512 sq. ft.	150¹
1. Total for all project signage.		

With the approval of this conceptual signage design, Section 4 of the CDP requires the submittal and approval of a detailed master sign program and subsequent permits for each sign. The master sign program would layout the detailed requirements for the design and installation of up to 512 square feet of signage. The master sign program will include project specific criteria for total sign area, letter size, sign structure size, requirements for individual building tenants, locations, materials, colors, and may approve sign criteria and standards that are different from the Sign Design Guidelines. In addition, on-site directional signage may also be incorporated into the sign program. The Master Sign Program would cover all of the allowed signage on the entire site.

ENTITLEMENT APPLICATIONS

Rezoning and Conditional Development Permit

The Conditional Development Permit (CDP) and “X” overlay associated with the requested rezoning of the site allow for flexibility from zoning requirements while providing greater certainty regarding the parameters of a particular development proposal. The draft CDP is included as Attachment J and specifies development standards for the Project site, general compliance with the project plan set, allowed uses and conditions of approval including all mitigation measures from the Draft EIR. The CDP also meets the requirements for a use permit for new construction.

The CDP establishes the allowable uses and development standards for the Commonwealth Corporate Center, as well as setting requirements for project timing and the consideration of modifications to the approved plans. Development standards listed in the CDP, as well as comparison to development standards for an M-2 zoned property are provided in the following table.

Requirement	Proposed CDP Standards¹	Typical M-2 Zone Requirements
Front Setback	Per the Approved Project Plans	20 ft. min.
Side Setback		10 ft. min.
Rear Setback		0 feet
Lot Coverage	15% max.	50% max.
Floor Area Ratio (office)	45% max.	45% max.
Site Landscaping	25% min.	No Requirement
Building Height ²	68 ft. max.	35 ft. max.
Minimum Lot Size	25,000 sq. ft.	25,000 sq. ft.
Parking	867 spaces ³	867 spaces
Total Signage	512 sq. ft.	150 sq. ft.

1. These standards apply to the entire project site, not any subsequent lots that may be created.
2. The building height is determined from the average natural grade to the top of the cornice above the 4th floor. The roof-mounted wall and the associated architectural element screening of the roof mounted equipment, elevator shaft are proposed to a height of approximately 72.5 feet.
3. Parking shall be determined using a ratio of one parking space per 300 square feet of gross floor area.

Note: Shaded areas indicate those development standards that are not consistent with, either more stringent or more relaxed, than the standard M-2 zone requirements.

The draft ordinance approving the rezoning and the rezoning exhibit are contained in Attachments G and H, respectively. The resolution approving the CDP and the draft CDP are contained in Attachments I and J, respectively.

Tentative Parcel Map

The Project Site is currently comprised of two legal lots. The larger lot (currently addressed as 151 Commonwealth Drive) and containing the former Diageo distillery, is 12.1 acres in size. The smaller lot fronting on Jefferson Drive (and addressed as 164 Jefferson Drive) is a little over one acre in size. The existing lots are proposed to be reconfigured into three lots with a parcel map. Each of the proposed buildings would be located on their own lot, while the majority of the common parking and project amenities would be located on separate lot. The minimum lot requirements for the M-2 Zone include a minimum lot size of 25,000 square feet, minimum lot width of 100 feet and a minimum lot depth of 100 feet. The proposed lots all exceed these criteria. The Tentative Parcel Map is depicted on Plan Set Sheet 2 of 8 (in Attachment B).

Though the proposed parcel map would create three parcels, the project site would effectively function as a single site. The tentative parcel map has been conditioned in the CDP to submit detailed covenants, conditions, and restrictions (CC&Rs) to control all aspects of the site if separate lots are created. The CC&Rs would require the approval of the Community Development Department, Public Works Department, and City Attorney. The CC&Rs would also limit the construction of buildings to Parcels A

and B, and specify how the management of Parcel C will be handled. A lot merger is required prior to issuance of a grading permit. The recordation of the final parcel map can occur after demolition and grading are completed. The resolution recommending approval of the Tentative Parcel Map and the Exhibit depicting the configuration of the map are included in Attachment K.

Heritage Tree Removals

The applicant has submitted arborist reports prepared on March 27, 2012 for both properties. The reports were prepared by John H. McClenahan, an ISA Board Certified Arborist. The arborist report identified a total of 44 trees, 23 of which are identified as heritage trees. The applicant has applied for Heritage Tree Removal Permits for the 22 trees, which were reviewed by a consulting arborist, whose recommendations were reviewed by the City Arborist. The consulting arborist recommended and the City Arborist concurred, that Heritage Tree Removal Permits could be issued for the 22 trees, based upon the poor health of most trees and the fact that the location of the majority of the existing heritage trees conflict with redevelopment of the site. A summary of the condition and disposition of the heritage trees is provided below.

Heritage Tree Summary	Total On-site	Proposed for:	
		Retention	Removal
151 Commonwealth Drive			
<i>Coast live oak (Quercus agrifolia)</i>	1	1	0
Avocado (<i>Persea americana</i>)	1	0	1
Silver dollar gum (<i>Eucalyptus polyanthemos</i>)	3	0	3
Incense cedar (<i>Calocedrus decurrens</i>)	6	0	6
164 Jefferson Drive			
Red ironbark (<i>Eucalyptus sideroxyton</i>)	3	0	3
Blackwood acacia (<i>Acacia melanoxylon</i>)	6	0	6
American sweet gum (<i>Liquidambar styraciflua</i>)	2	0	2
PROJECT TOTAL	23	1	22

On February 26, 2014, the Environmental Quality Commission recommended allowing the removal of 22 of the 23 heritage sized trees onsite. The single tree required for retention is a native oak tree located along the northeastern property line. As previously described in the landscape plans, the Project is expected to include approximately 465 trees (including the 44 replacement heritage trees). The general locations of the new trees and the retained heritage tree are depicted on Sheet C4.0.

The Applicant is proposing to provide an additional 44 trees as replacement heritage trees, meeting the standard 2:1 replacement rate for larger commercial projects. The proposed heritage tree replacements are the London Plane Tree (*Platanus x. a 'Columbia'*) in 24 inch boxes. These trees are proposed to be located along the main

drive aisle that connects Commonwealth Drive and Jefferson Drive. The draft resolution approving the tree removal permit and the exhibit containing the tree survey and disposition plan are in Attachment L.

Below Market Rate Housing Agreement

The applicant is required to comply with Chapter 16.96 of City's Municipal Code, Below Market Rate (BMR) Housing Program ("BMR Ordinance"), and with the BMR Housing Program Guidelines adopted by the City Council to implement the BMR Ordinance ("Guidelines"). In order to obtain land use entitlements, the BMR Ordinance requires the applicant to submit a BMR Housing Agreement. This Agreement formalizes the requirement of the BMR Program and must be approved by the City Council prior to or concurrently with the issuance of land use entitlements.

Because the project does not contain any residential units, the applicant has chosen to comply with the BMR Ordinance and Guidelines by paying the in lieu BMR fee. This will be paid prior to issuance of a building permit and will be based upon the fee in effect when the time the permit is issued. Using the current fee, the Project would be required to pay \$1,854,982.53.

The BMR Housing Agreement was reviewed by the City's Housing Commission on February 5, 2014. The Housing Commission unanimously voted to recommend approval of the Draft BMR Agreement. The Planning Commission will also make a recommendation on the Draft BMR Agreement, with the City Council being the final decision making authority. The resolution recommending approval of the BMR Housing Agreement and the draft BMR Housing Agreement are included as Attachments N and O, respectively.

FISCAL IMPACT ANALYSIS

A Fiscal Impact Analysis (FIA) was prepared for both the full project, and the reduced development alternative outlined in the Draft EIR. The FIA evaluates Project related impacts to the City's General Fund as well as the following affected special districts that serve the community including the Menlo Park Fire Protection District, Ravenswood School District, Sequoia Union High School District, San Mateo County Office of Education Special District, San Mateo County Community College District, Midpeninsula Regional Open Space District, and the Sequoia Healthcare District. Only one of the special district, the San Mateo County Community College District, would be potentially adversely effected financially by the project. The impact in 2015 was estimated to be a negative \$1,100.

The core of the FIA is the estimation of annual General Fund revenues and costs associated with the construction and operation of the Commonwealth Corporate Center. The major annually occurring revenue sources include new property taxes and sales taxes. The FIA indicated that the project would have an annual net positive impact of approximately \$138,900 per year in 2015 and \$1,970,906 over the next 15

years. A copy of the Final Fiscal Impact Assessment is available on the project website at <http://menlopark.org/DocumentCenter/View/4610>.

ENVIRONMENTAL REVIEW

An Environmental Impact Report (EIR) was prepared and circulated for public review from February 28, 2014 to April 14, 2014. The Draft EIR evaluated 15 topic areas as required by the California Environmental Quality Act (CEQA). The 15 required topic areas include: (1) Aesthetics, (2) Air Quality, (3) Transportation & Traffic, (4) Biological Resources, (5) Cultural Resources, (6) Geology and Soils, (7) Greenhouse Gas Emissions, (8) Hazards and Hazardous Materials, (9) Hydrology and Water Quality, (10) Land Use, (11) Mineral Resources, (12) Noise, (13) Population and Housing, (14) Public Services, and (15) Utilities. The EIR concluded that the Project had no potential for impacts to Agricultural Resources, Forestry Resources, and Mineral Resources.

A copy of the Final EIR (which incorporates the Draft EIR by reference) and includes the Responses to Comments and changes to the document to reflect any needed corrections are contained in Attachment R (and provided under separate cover).

The EIR concluded that potential impacts related to Land Use, Geology and Soils, Hydrology and Water Quality, Population and Housing, Public Services, and Utilities were less than significant and required no mitigation measures.

The impacts associated with Aesthetics, Greenhouse Gas Emissions, Cultural Resources, Hazards and Hazardous Materials, and Biological Resources were less than significant with the incorporation of mitigation measures.

Finally, the EIR determined that there were significant and unavoidable impacts related to Air Quality-Construction, Noise-Construction, and Transportation. The significant and unavoidable impacts identified in the EIR are described below.

Air Quality - Construction

The increase in nitrogen oxides (NO_x) during project construction exceeds the Bay Area Air Quality Management District (BAAQMD) significance thresholds. This impact is directly attributable to the demolition of the existing buildings, the site grading, and the initial phases of building construction. The BAAQMD threshold of 54 pounds per day is expected to be exceeded for 91 of the 334 estimated construction days. The DEIR also identifies mitigation measures to reduce nitrogen oxides. With the implementation of these mitigation measures, project construction will still exceed the BAAQMD criteria. However, the exceedence is expected to be for only 21 construction days. Even though the mitigation measure is expected to substantially reduce NO_x emissions, the BAAQMD significance threshold is still exceeded. Therefore, the impact is considered to be significant and unavoidable.

Noise - Construction

The use of heavy equipment (such as vibratory rollers, and large trucks and bulldozers) during project construction has the potential to affect nearby sensitive land uses. During the Notice of Preparation for the project, a business located in an adjacent building (149 Commonwealth Drive) expressed concern that their vibration sensitive equipment within 225 feet could be affected by the proposed demolition and construction activities. The DEIR identified two mitigation measures involving the notification of nearby business and the scheduling of construction to minimize potential vibratory impacts on nearby vibration-sensitive uses. Even with these mitigation measures, the impact is still considered to be significant and unavoidable.

Transportation - Operation

The TIA evaluated the Project's impacts to traffic (intersections, roadway segments, and routes of regional significance), transit service, and bicycle and pedestrian facilities. The Project's impacts to transit service and bicycle and pedestrian facilities were all found to be Less Than Significant. The analysis studied 28 intersections, 12 roadway segments, and 9 roadway segments on four routes of regional significance (State and Federal highways).

A total of 14 study intersections were identified as having significant impacts. Of these, one is impacted in the Near Term (2015) scenario, nine are impacted in both the Near Term and Cumulative (2030) scenarios, and four are impacted in the Cumulative impact scenario. Of the 14 impacted intersections, three will be mitigated by the Facebook Project, one is mitigated by the Facebook, St. Anton, and Commonwealth Corporate Center Projects. Four intersections are mitigated by only the Commonwealth Project while six of the intersections had no feasible mitigation measures. Five of the significant and unavoidably impacted intersections are classified as unavoidable because the City does not have jurisdiction over the roadway and cannot guarantee the improvements would be implemented even though it is required that construction of feasible improvements will be diligently pursued.

The improvements required for the Facebook Campuses have been bonded for and encroachment permits have been submitted to Caltrans. As a result these improvements are not included in the MMRP and CDP documents. The improvements required for the St Anton's project are not listed in the CDP at this time since the project is expected to submit the required bonds and start the process of obtaining approval from Caltrans. If this does not happen prior this item being considered by the City Council, these improvements will be added to the MMRP and CDP.

A total of ten study local road segments were identified as having significant impacts. Two of the road segment can be mitigated by the Commonwealth Project while eight have no feasible mitigation measures. There were also five routes of regional significance that were significantly impacted but had no feasible mitigation measures

were identified. Therefore, these impacts were determined to be significant and unavoidable.

The draft resolution certifying the environmental impact report is included as Attachment D. The draft resolution adopting the Statement of Overriding Considerations and adopting the Mitigation Monitoring and Reporting Program is included as Attachment E. The Mitigation Monitoring and Reporting Program is included as Attachment F and includes all applicable mitigation measures identified to reduce the impacts of the Project on the environment.

PROJECT BENEFITS

The Applicant has offered a number of additional public and community benefits to the City of Menlo Park (in addition to the benefits associated with the redevelopment of an underutilized site). The additional public and community benefits are summarized below. A copy of the Applicant's letter to the City is contained in Attachment P.

- Leadership in Energy and Environmental Design (LEED). Construct the new buildings to a LEED Gold Standard.
- CIP Funding. The Applicant will contribute \$150,000 that can be used by the City for capital improvement projects.
- Public Access Easement. The Applicant will dedicate an easement for future public access from Commonwealth Drive to the Dumbarton Rail Corridor.
- Sales Tax Guarantee. Applicant will guarantee a minimum of \$75,000 per year in sales tax to the City for each of the first 10 years of project occupancy.
- Sales and Use Taxes During Construction. Applicant will work with the City to have the major construction materials purchased within the City.
- Solid Waste and Recycling. Applicant will use the City franchisee for all trash and recycling services once the project is completed.
- Water Main Replacement. Applicant will enter into a funding agreement to share the costs of replacing the existing water main that crosses the site.

All of these items are incorporated into the offer and acceptance provision listed in Section 10 of the proposed CDP.

CORRESPONDENCE

Staff has received no correspondence regarding this project since the March 24, 2014 Planning Commission meeting (other than the two comment letters on the DEIR that are addressed in the Final EIR/Response to Comments document).

RECOMMENDATION

The proposed Project would redevelop and reconfigure two existing industrial sites and is projected to accommodate up to 1,300 new employees. The applicant has indicated that the public benefits of the project include the redevelopment of a vacant industrial building, the public improvements in the surrounding area, additional revenues to the City, and the sharing of costs for replacing a water main which crosses the site. The project review process has been structured in a way to provide the Planning Commission and City Council with a broad spectrum of inputs to make an informed decision. The Planning Commission should review and forward a recommendation to the City Council on all of the project components, including the public benefit proposal. The City Council will be the final decision-making body on all components of the project.

Staff believes that the proposed uses and structures are generally consistent with the Zoning Ordinance requirements and neighboring development. The General Plan includes policies related to the site's Limited Industry land use designation. The industrial goals and policies contained in the General Plan reflect the fact that when the General Plan was written 20 years ago, the majority of the uses on the properties with an industrial land use designation were industrial in nature. Since that time, the industrial area has evolved and includes a large number of office uses, in addition to manufacturing and warehousing. As part of the General Plan and M-2 Area Update effort, the future mix of appropriate land uses for the general area will be considered. Applicable existing industrial goals and policies from the land use element of the General Plan are provided as follows:

Goal I-F: 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.

Policy I-F-2: Establishment and expansion of industrial uses that generate sales and use tax revenues to the City shall be encouraged.

Policy I-F-4: The City shall consider attaching performance standards to projects requiring conditional use permits.

Policy I-F-7: All new industrial development shall be evaluated for its fiscal impact on the City.

Staff is not making a recommendation on the policy determinations related to the project. The Planning Commission should consider whether the project and proposed

public benefit serve to meet the intent of the General Plan policies and serve to outweigh the potential negative impacts of this proposed development. If the Planning Commission believes this to be the case, staff recommends that the Planning Commission recommend that the City Council pursue the following actions as outlined in Attachment C:

- (1) Adopt a resolution certifying the final environmental impact report;
- (2) Adopt a resolution adopting the Statement of Overriding Considerations, and approving the Mitigation Monitoring and Reporting Program,
- (3) Approve an ordinance to rezone the Project Site to M-2(X),
- (4) Adopt a resolution approving the Conditional Development Permit,
- (5) Adopt a resolution approving a Tentative Parcel Map,
- (6) Adopt a resolution approving the Below Market Rate Housing Agreement, and
- (7) Adopt a resolution approving the Heritage Tree Removal Permits.

If the Planning Commission does not believe this to be the case, staff recommends that the Planning Commission provide input to the City Council on each of the requested actions.

Report prepared by:
David Hogan
Contract Planner

Report reviewed by:
Deanna Chow
Senior Planner

Justin Murphy
Development Services Manager

PUBLIC NOTICE

Public notification consisted of publishing a legal notice in the local newspaper and notification by mail to all property owners and occupants within a quarter-mile (1,320 feet) radius of the Project site. The mailed notice was supplemented by an email update that was sent to subscribers of the project page for the proposal, which is available at the following address: <http://www.menlopark.org/519/Commonwealth-Corporate-Center-Project>. In addition to allowing for interested parties to subscribe to e-mail updates, the Project page provides up-to-date information about the Project, as well as links to previous staff reports and other related documents.

The project site has been posted with the notice of intent to remove 22 heritage trees from the site. The posting was done on both Commonwealth Drive and Jefferson Drive frontages.

ATTACHMENTS

- A. ~~Location Map~~
- B. ~~Project Plans (exclusive of color and materials board)~~
- C. ~~Recommended Actions for Approval~~
- D. ~~Draft Resolution of that the City Council Certifying the Environmental Impact Report~~
- E. ~~Draft Resolution of that the City Council Adopting the Statement of Overriding Considerations, and the Mitigation Monitoring and Reporting Program prepared for the Commonwealth Corporate Center Project~~
- F. ~~Mitigation Monitoring and Reporting Program prepared for the Commonwealth Corporate Center, Located at 151 Commonwealth Drive and 164 Jefferson Drive~~
- G. ~~Draft Ordinance Rezoning Property located at 151 Commonwealth Drive and 164 Jefferson Drive from M-2 (General Industrial) to M-2(X) (General Industrial, Conditional Development)~~
- H. ~~Draft Zoning Map Exhibit for the Property at 151 Commonwealth Drive and 164 Jefferson Drive~~
- I. ~~Draft Resolution Approving the Conditional Development Permit for the Commonwealth Corporate Center~~
- J. ~~Draft Conditional Development Permit~~
- K. ~~Draft Resolution Approving the Tentative Parcel Map for the Property at 151 Commonwealth Drive and 164 Jefferson Drive~~
- L. ~~Draft Resolution of the City Council Approving the Heritage Tree Removal Permit for the Property located at 151 Commonwealth Drive and 164 Jefferson Drive~~
- M. ~~Draft Heritage Tree Removal Permit Exhibit (Tree Survey & Disposition Plan)~~
- N. ~~Draft Resolution Approving the Below Market Rate Housing Agreement with The Sobrato Organization~~
- O. ~~Draft Below Market Rate Housing Agreement~~
- P. ~~Applicant Letter on Public Benefits.~~
- Q. ~~Emergency Generator Specification Sheets~~
- R. ~~Final Environmental Impact Report (Provide Under Separate Cover)~~

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

EXHIBITS TO BE PROVIDED AT MEETING

Color and Materials Board

DOCUMENTS AVAILABLE FOR REVIEW AT CITY OFFICES AND WEBSITE

- Final Environmental Impact Report prepared by ICF, dated July 2014
- Draft Environmental Impact Report prepared by ICF, dated February 2014
- Final Fiscal Impact Analysis prepared by BAE, dated January 2014

THIS PAGE INTENTIONALLY LEFT BLANK



PLANNING COMMISSION DRAFT EXCERPT MINUTES

Regular Meeting
 July 21, 2014 at 7:00 p.m.
 City Council Chambers
 701 Laurel Street, Menlo Park, CA 94025

CALL TO ORDER – 7:02 p.m.

ROLL CALL – Bressler (absent), Combs, Eiref (Chair), Ferrick, Kadvany, Onken (Vice Chair), Strehl

INTRODUCTION OF STAFF – Deanna Chow, Senior Planner; David Hogan, Senior Contract Planner; Leigh Prince, City Attorney; Thomas Rogers, Senior Planner.

D. PUBLIC HEARING

- D3. Rezoning, Conditional Development Permit, Tentative Parcel Map, Heritage Tree Removal Permits, Below Market Rate (BMR) Housing Agreement, Environmental Review/The Sobrato Organization/151 Commonwealth Drive and 164 Jefferson Drive:** Request for a rezoning from M-2 (General Industrial District) to M-2-X (General Industrial, Conditional Development), conditional development permit, and tentative parcel map to construct approximately two four-story buildings totaling approximately 259,920 square feet and associated site improvements, including new landscaping, outdoor amenities, at-grade parking, and use of hazardous materials associated with emergency generators. The proposed buildings would exceed the 35-foot height maximum and would include a sign program that exceeds the 150 square-foot maximum. The existing two parcels would be reconfigured into three parcels, but would be considered as one lot for the purposes of applying the development standards. As part of the proposal, the applicant is seeking approval of heritage tree permits for the removal of 22 heritage trees, primarily in poor health. In addition, the project includes a BMR Housing Agreement for the payment of in-lieu fees. Environmental review includes the preparation of an environmental impact report (EIR) to analyze the potential environmental impacts of the proposed project.
(Attachment)

Staff Comment: Senior Contract Planner Hogan said the Commission at its March 24, 2014 meeting in considering the EIR had a number of suggestions for the applicant, and those were discussed on page 4 of the staff report. He said he believed the applicant had addressed all of the suggestions and comments made by the Planning Commission at that time. He said the Heritage Tree Removal Permit was considered by the Environmental Quality Commission (EQC) and the Below Market Rate (BMR) Agreement was considered by the Housing Commission. He said both Commissions were recommending approval. He said there was a small addition to Attachment E, the Statement of Overriding Considerations, as the public benefits offered had changed through the process, and the last three would be added to the resolution for the approval of the State of Overriding Considerations.

Questions of Staff: Chair Eiref said it was unusual that staff was not making a recommendation on the project. Planner Hogan said in the M2 zone there was an expectation of additional benefits to the community and that responsibility was placed in the hands of the policy, decision-

makers rather than staff. He said from a simple design perspective if community benefits were not an issue, he suspected staff would be able to make a recommendation.

Senior Planner Chow said the Planning Commission and City Council would be looking at the Statement of Overriding Considerations because of the significant and unavoidable impacts and the question was whether the public benefit outweighed the impacts. She said the applicant was requesting the property be rezoned to the X-Development zoning district and that was a policy consideration for the Commission.

Chair Eiref asked about a change to the visual view of the project since last reviewed by the Commission. Staff indicated there were no changes.

Commissioner Onken asked about Commission actions needed. Planner Hogan said at the least there would be two actions; one on the environmental document and one on the project itself. He said there were two items related to the environmental document and five items related to the project. He said the Commission would look overall at the project for consistency with the General Plan and zoning and decide whether the project was offering sufficient benefit to the City.

Public Comment: Mr. Richard Truempler, Director of Development for The Sobrato Organization, introduced Mr. Robert Hollister, the President of the company. He said also their design team was available to answer any questions. Mr. Truempler provided the Commission with information on The Sobrato Organization noting it was a local, family-owned company, unique in that they are long-term holders of the real estate they develop. He said the family in 1996 created a foundation through which they have donated \$238 million to the community. He noted numerous organizations in the City that receive donations from the foundation.

Mr. Truempler said it was his understanding that staff supported the project design but could not comment on the public benefit aspect. He said the project would keep with the intent of the M2 district and was in context with the surrounding development. He said the project conformed with the General Plan and would not require a development agreement. He said they proposed to replace 240,000 square feet of obsolete industrial buildings with 260,000 square feet of modern Class A office buildings developed into two, four-story 130,000 square feet buildings. He said the buildings have an open floor plan, large onsite amenity area, adequate parking with infrastructure support for car charging stations, provisions to allow for lab space on the first floor, and a cafeteria. He said the project would add over 400 trees, which was a 300% increase to the vegetated area. He said upon completion there would be over three acres of vegetated area that would reduce and serve to filter storm water runoff. He said these modern buildings would enable the City to retain and attract businesses generating important tax revenue for the City.

Mr. Paul Lettieri, the Guzzardo Partnership, the project landscape architect, said based on the Commission's suggestion that they have added a perimeter path around the site. He said at the bottom of the plan shown on screen that they have included an even wider area which might allow for future bike paths or a semi-public path to connect to the train tracks with the idea that perhaps someday there would not be train tracks but a City bike and pedestrian path. He described another path leading to a seating area which also connected with paths coming from the buildings. He said they also allowed for more bicycle parking on the site noting there were 66 spaces shown on the plan with 44 lockers and 22 racks with the potential to easily add more

racks. He said there were a variety of use and open areas on the site. He said they have increased the permeability of the site significantly. He noted a strong tree canopy over the entire parking lot and noted that in 15 years time they would have 50% canopy coverage and in 10 years 33% canopy coverage.

Mr. Craig Almeleh, project architect, said they enjoyed working with The Sobrato Organization as they allow them to do very creative and innovative building architecture. He said they created wings across the buildings that act as two components of the architecture in providing screening of the mechanical equipment and providing solar sustainable shading. He said the lead-free double pane very high efficient glass system would create an innovative crystalline look. He said the buildings were simple in form to allow them to be viable for many years. He said they would have a minimum 5,000 square foot cafeteria that would flow onto the large amenity space. He said staff had been very much involved with the evolution of the architecture and they had a minimum goal of LEED gold.

Mr. Truempler said at the last study session it was noted that the City was working on a climate action plan and that was very important to the Commission and staff. He said at considerable more cost they have agreed to build to a LEED gold standard or equivalent. He said that required the building have an energy-efficient building envelope. He said that was done through high performance glass, insulated roof, and high efficiency air conditioning and lighting systems controlled by an integrated digital management system. He said the plumbing fixtures would be automatic low flow. He said the landscaping was based on a water efficient design incorporating hydro-zoning, native planting, and rain sensor technology controls. He noted the bicycle amenities that include storage and changing and shower rooms as well as the infrastructure for car charging stations and preferred parking for alternative fuel vehicles and carpoolers. He said their Transportation Demand Management (TDM) Program would provide subsidized transit passes and participate in the emergency ride home program for workers.

Mr. Truempler said the project was a significant investment for The Sobrato Organization and would benefit Menlo Park as it was the necessary modernization of the City's building stock and created the possibility of use tax generation on a site that has produced none over the last 50 years. He said the Fiscal Impact Analysis (FIA) prepared by the City indicated the project would produce over \$3,000,000 net revenue to the general fund and \$2,000,000 to the Sequoia Union High School District over a 20-year period. He said with fees such as planning and permitting fees, BMR fees, Traffic Impact Fees (TIF), and adding the projected revenue stream, that the City would realize over \$20,000,000 in revenue over the same 20-year period. He said based on the Planning Commission's comments at the last study session that The Sobrato Organization recognized that though limited, the project would have certain impacts that would require the City to make a Statement of Overriding Considerations primarily related to traffic impacts. He said they took the Commission's comments seriously and worked to develop a public benefits package in scale with the proposed project noting it conforms with the General Plan and would not need a development agreement.

Mr. Truempler said the first public benefit they were offering was a sales tax guarantee noting that sales tax most benefits the City but it was also the most vulnerable and varied revenue stream. He said The Sobrato Organization would guarantee \$75,000 in sales tax revenue per year for 10 years after occupancy which would be \$30,000 more annually than what the City's FIA projected. He said during the construction they would make a good faith effort to include a provision in the construction contract of \$5,000,000 or more to book and record materials

purchases in the City. He said their intent was to work with the City to identify ways the project could generate an even revenue stream benefiting the general fund. He said in addition to their traffic mitigation measures they would contribute \$150,000 to the City for Capital Improvement Projects (CIP). He said they would build the building to LEED gold or equivalent in line with the City's Climate Action Plan. He said in addition to the sidewalks they have committed to build they would dedicate an easement to support a future pedestrian path to the Dumbarton rail line when it becomes a pedestrian pathway. He said the Public Works Department brought to their attention the long term need in about 10 to 15 years to replace a water main owned by the City that crosses the project site and serves the M2 district. He said there was a fee structure in place to cover those costs but they would also partner with the City to replace the water main in a cost-sharing construction agreement. He said as a commercial building owner they were not obligated to use the City's franchisee for garbage and recycling but they were willing to do that as it was important to the City.

Chair Eiref asked why the water main would be replaced if not needed. Mr. Truempler said they inspected the water main and it seemed to have anywhere from 10 to 20 years life expectancy but it was important to do now as the site would be torn up with the project rather than have to excavate a developed site.

Chair Eiref asked about permeability. Mr. Truempler said that they were adding two acres effectively of a vegetated permeable area. He said he had talked with their civil engineers about adding more permeable area but his understanding was this would not accomplish anything as they would be treating all the water runoff. Chair Eiref said there was permeable asphalt in some of the City's parking facilities which meant less water needed treatment as it was absorbed in the ground. Mr. Truempler said only 11% of the site would be covered with buildings so they were not challenged by impermeability. Chair Eiref asked if the cafeteria would be open to the public. Mr. Truempler said that and the level of food service would be determined by the tenant.

Commissioner Onken asked how much more was required of LEED gold versus CalGreen and Title 24. Mr. Truempler said the new Title 24 has made it even harder to attain LEED gold but they would have meet more efficient glazier and HVAC requirements. He said they would go through the LEED process, and while not certain they would receive final certification they would at least do the LEED scorecard. He said they have a LEED consultant on the project. He said they would also have tenant guideline plans.

Commissioner Onken said there was reference to the Dumbarton rail line being turned into pedestrian and bicycle paths but his understanding was it would become the modernized Newark to Redwood City train link.

Ms. Nicole Nagaya, the City's Transportation Manager, said they were not talking about abandoning the rail line. She said currently Caltrain and other transit agencies continued to plan and work toward a Dumbarton rail. She said they currently did not have funding but were proposing to go forward in 2015 to identify funding options on a regional level. She said the connection that the City asked for and which The Sobrato Organization had agreed to provide would go along the southern side with access to a future rail line so those in M2 could access a station. She said if Caltrain and the other agencies decided to abandon a Dumbarton connection there could be a longer term scenario for potential bicycle and pedestrian corridor but at this time the intent was to provide access to the station.

Commissioner Strehl asked about the anticipated number of employees. Mr. Truembler said they expected about 1,300. Commissioner Strehl asked where they were proposing to locate the cafeteria. Mr. Truembler said in the common area between the two buildings. He noted it would be an indoor cafeteria with both indoor and outdoor seating.

Commissioner Strehl noted that the Dumbarton rail project was not proposed for abandonment but it would not happen for a long time as it was a very low priority project for state and federal funding.

Commissioner Kadvany asked if there were energy efficient goals and metrics they were using to determine and measure how efficient their energy measures were. He said these would be new buildings on completely flat land and suitable for building a very energy efficient building. He asked what was keeping them from making this a world class energy efficient building. Mr. Truembler said that the building would be particularly energy efficient what with the new more stringent Title 24 adopted by the state. He said toward the LEED gold that the building had to be 15% better than what the state required and those requirements were the most stringent in the U.S.

Mr. Heath Blount, Brightworks Sustainability, said that a typical office building uses about 60 EY which was a watts per square foot per year measurement. He said they were targeting the building's energy performance to exceed the current Title 24 energy requirements by approximately 15%. He said Menlo Park had a 15% better than the old version of Title 24 requirement. He said with their project it would equate to about 50 EY. Commissioner Kadvany asked if this was better than the high level of energy building efficiencies in other countries. Mr. Blount said this was a speculative office building and there would be tenants occupying the space so they needed to provide heating, ventilation and cooling systems that were flexible for use by tenants moving into the building and creating offices and conference rooms. He said the HVAC system chosen would provide that flexibility and was the most energy efficient system having that needed flexibility. He said the glazing performance was better than the Title 24 code requirements and those were the most stringent requirements in the U.S. at this time.

Commissioner Combs asked if they intended to rent to one tenant. Mr. Truembler said one tenant would be ideal but the building was constructed so it could be broken into different tenant spaces. He said they would market the site building by building.

Chair Eiref closed the public hearing.

Commission Comment: Commissioner Onken noted that office building development was not highly favored by the City in the downtown and asked if this project was being looked at in isolation. He asked about the City's policy and if the City was supportive of the project. He referenced the Specific Plan.

Senior Planner Chow said this was outside of the Specific Plan zone and in the M2 zone which has land use policies and zoning regulations in the General Plan specific to that zone. She said as part of the Commission's deliberations that office use was part of that discussion as to whether it was an appropriate land use given the impacts and benefits being presented for consideration.

Commissioner Kadvany said he appreciated the information on The Sobrato Organization and its Foundation's many contributions to the community. He noted the benefits being offered by the project. He said the applicant was also receiving benefit for such a large project that would increase employee capacity from a couple hundred people to 1,300 people through surface parking being allowed and no requirement for underground parking or parking structures such as was required of the Menlo Gateway project. He said he thought the guaranteed sales tax revenue could be increased either through the amount annually or extending the number of years it would be paid.

Mr. Truempler said the Floor Area Ratio (FAR) for the Menlo Gateway project which Commission Kadvany had referenced relating to parking structures was 137% and their proposed project was 45% FAR. He said the Menlo Gateway project changed the General Plan and their project was within the General Plan.

Commissioner Ferrick said usually in an EIR that office space was calculated at 300 square foot per employee but this was calculated at 200 square foot noting that was generous. Mr. Truempler said that when they started the process that Mr. Sobrato when he visited with the Planning Commission had indicated he wanted a reasonable deal and said he would be reasonable in how they evaluated their building. He said Mr. Sobrato thought that one employee per 300 square feet was not perhaps how the building would be lived in over the next 20 years, and suggested that even with the traffic impact the project would get as a result, that they look at the one employee per 200 square feet scenario. Commissioner Ferrick said that was not something the applicant had to do and that they could have calculated at the one employee per 300 square feet or 866 workers and not 1,300 workers. She noted that evolving office use has an increase in the density of workers. She said they had previously discussed the clear glass and about using bird friendly glass particularly along the Bay area. Mr. Lettieri said they were conforming with the San Francisco Bird Friendly Design Guidelines which has multiple ways to address bird safety. Commissioner Ferrick asked if the Sobrato Family would sell this project noting there were some companies intently acquiring real property at this time. Mr. Truempler said it was easiest to say no as it was quite unlikely they would do that as that was not their business model. He said the intent was to build and hold it as they have done many other times. Commissioner Ferrick asked if the agreements, rules and entitlements carried over if the property was sold. Planner Hogan said they would. Commissioner Ferrick complimented what was included in the TDM program and asked if there was any consideration of including Caltrain passes as part of that. Mr. Truempler said absolutely and those were called "GO-passes" and they would provide those. Commissioner Ferrick said she really liked the beautiful, modern and timeless architecture and having 400 trees on the site. She said she liked the lower density. She asked about the elevation on the property near the rail line. Mr. Truempler said the rail line was on a berm and the site drains to the green corner. Commissioner Ferrick said she was asking because she thought it would be wonderful to have a bicycle/pedestrian undercrossing near the tennis court end to reach the park on the other side. She said there was a nearby bicycle/pedestrian overcrossing and she was looking at how they could create connections in that area for that use. Mr. Truempler said the easement was in place so if things evolved in the future such a crossing could be possible.

Commissioner Onken asked how the parking was calculated. Mr. Truempler said when they bought the site they had some parking along Jefferson but in talking to the City they realized the area could be better utilized so they used it to create an onsite amenity area. He said their traffic engineers felt there was adequate parking. He said for the EIR they used an envelope to

analyze the building realistically. He said they thought the project was parked adequately. Commissioner Onken asked if it was parked one space to 300 square feet or one space to 200 square feet. Mr. Truempler said it was parked one space to 300 square feet per code.

Commissioner Ferrick said she preferred it not being parked more densely as more parking invited more cars. She noted that the net add of square footage for building was only 22,000 square feet.

Commissioner Strehl said she appreciated the applicant's responsiveness in terms of the cafeteria and the TDM program. She asked if traffic conditions deteriorated even more significantly in that area whether the City would decide if there should be some kind of traffic impact fee for properties and developers in the M2. Planner Hogan said it would be based on how the City structured the fee as to whether it was on a property basis or new impact fee for development. He said if there was a new impact fee for new development and this project was constructed, they would not be required to pay. Commissioner Strehl said there were significant traffic impacts cumulatively in the area and her concern was how they would deal with those going forward. Mr. Truempler said the City had looked at that and the applicant was making significant traffic mitigations.

Transportation Manager Nagaya said all new development in the City was subject to a Transportation Impact Fee (TIF). She said the project would be required to implement mitigations within and outside of that fee structure noting they would either build or pay the City to build the other improvements. She said a General Plan update was moving forward for the M2 area. She said within the Specific Plan they were pursuing a supplemental cost-sharing structure where new development in the area would be subject to an additional fee beyond the adopted TIF. She said for the M2 they could either update the City TIF or moving forward adopt a supplemental cost-sharing structure so new development would pay for new mitigations.

Commissioner Strehl said she liked the building design and it was a great addition to the City. She said she appreciated the philanthropic contributions by the Sobrato family and organization to the community.

Chair Eiref said he too liked the design but felt the roadway impacts were of concern to the City and its residents. He said it looked like a number of intersections would be improved through the St. Anton project and this project but he believed 13 of the roadway segments themselves would not be improved. He noted they were beginning a General Plan update for this area. He asked how they should consider traffic with this project as they were looking at 3,700 new trips per day. Ms. Nagaya said the transportation planning profession in general also on occasion struggled with that question. She said the mechanism they have both through environmental review and for transportation analysis has traditionally been intersection focused.

She said how the policies were structured led to the kind of point optimization process for individual projects that Chair Eiref noted. She said the City's Transportation Impact Analysis Guidelines have the roadway segments analysis requirement but what was difficult with that analyses method was they did not have a strong mechanism for mitigating the impacts that were being identified. She said improvements that might mitigate would be widening the roadway which in residential areas the City might not want to pursue. She said for an area like Marsh Road that the City would not necessarily have the right-of-way to expand Marsh Road in some of the constrained corridors. She said it was challenging to identify some long term

roadway segment capacity enhancing improvements. She said through the General Plan they would be honing in on what the metrics they would want to use within the City to evaluate both new development and the transportation system in general. Chair Eiref asked what the supplemental cost-sharing in the M2 would look like in considering a recommendation to the City Council. Ms. Nagaya said that structure would not be driven from the staff level but through a community visioning process to determine priorities.

Mr. Truempler said they deliberately overtaxed themselves by using the one worker per 200 square feet and they were willing to do that. He said their traffic mitigations were equal to East Facebook and Bohannon projects.

Chair Eiref said Facebook has an amazing ridesharing culture and although doubling the number of employees were not increasing the number of trips. Mr. Truempler said that project would still create traffic impacts and their project would mitigate the traffic impacts at the same TIF rate.

Chair Eiref said a large fraction of the TDM program was the Go-passes but there was some speculation that they wouldn't be used because of the distance of this property from the train station. He asked about other ideas they had to encourage transit. Mr. Truempler said the TDM program they have put together was realistic. He said Facebook with its unique culture and scale had the ability to do some amazing things. He said with a speculative office building that they could not predict how users would use shuttles or whether they would have a similar culture as Facebook. He said they have analyzed it realistically, overtaxed themselves and were implementing a TDM program at their cost which they thought was effective and realistic.

Chair Eiref said the \$150,000 for CIP for a project of this scope did not seem a significant contribution. Mr. Truempler said over a 20-year period there was a \$10,000,000 cost for the project. He said the cost of fees and taxes was over 10% of the project cost which was significant. He said the \$150,000 was for traffic impact. He said from their viewpoint what they were offering was very reasonable and generous.

Commissioner Onken said communities such as Mountain View complain that they do not have any office building site in excess of 100,000 square feet. He said there was currently a shortage of large office space on the peninsula and he thought it was a good bet that these two proposed buildings would go to a single tenant. He said that was the best possible solution for TDMs and other programs.

Commissioner Strehl said annually either The Sobrato Organization or the tenant would need to complete a survey as to the number of workers using a TDM option. Mr. Truempler said the TDM as proposed would have a survey requirement. Commissioner Strehl asked if they found out no one was using the TDM what mechanism they would use to improve that. Mr. Truempler said they have discussed that scenario with the Public Works Director. He said for instance that if the Go-passes were not effective and there was money associated with that program they would work with the City if that money was allocable somewhere else such as to the City shuttle. Commissioner Strehl said Facebook would have to pay a fee if they didn't meet the TDM program goals. Ms. Nagaya said that Facebook was subject to a vehicle trip cap so if they generated more vehicle traffic than what they were allotted and studied in their EIR they were subject to a potential penalty. She said in this case the traffic was analyzed for office development. She said they did not know who would occupy the space and what scale tenant

they would be. She said the TDM Program was minimal to allow some flexibility to work with Sobrato over time to evolve the Program. She said the EIR did not take credit for any of the TDM Program elements that would be in place.

Senior Planner Chow said the public benefits being offered were part of the Conditional Development Permit, which was item 4 for consideration and was part of item 2 related to the Statement of Overriding Considerations so discussion about public benefits could occur on item 2. She said depending on whether recommendations were made to change public benefit that would need to be reflected also reflected in item 4. She said those would be discussed with the applicant as those were items being offered and not what the City was requiring of the applicant.

Chair Eiref said his sense was people were excited about the project but questioning whether the public benefits being offered were material to the size of the project. He said he had a personal concern that they continue to allow projects without solving the roadway issue.

1. Certification of the Environmental Impact Report for the Commonwealth Corporate Center Project located at 151 Commonwealth Drive and 164 Jefferson Drive.

Commission Action: M/S Strehl/Ferrick to recommend that the City Council adopt a resolution certifying the Environmental Impact Report.

Motion carried 6-0 with Commissioner Bressler absent.

2. Required CEQA Findings, Statement of Overriding Consideration, and Mitigation Monitoring and Report Program for the Commonwealth Corporate Center Project located at 151 Commonwealth Drive and 164 Jefferson Drive.

Commissioner Kadvany said he thought they should recommend to the City Council to push harder on revenue benefit to the City as the general fund was important. He said that they should get away from the emphasis on LEED certification and focus on building performance as the buildings would exist for 50 years. He said they should be looking at the highest level of energy efficiencies. He said regarding traffic that he foresaw that his project would easily become part of the larger Transportation Management Association that was in the works for this corridor.

Chair Eiref suggested if under the General Plan Update a supplement cost-sharing traffic impact structure was developed that it be retroactive to this project.

Ms. Leigh Prince, City Attorney's Office, said that this project needed to be looked at under the General Plan and the fee structure that was in effect. She said if there were specific things they were looking for in the public benefit that the applicant was present and they were the ones making the offer and was not something the City could impose upon the applicant.

Mr. Truempler said one thing they were offering was a guarantee and the project was the opportunity to generate much more. He said the FIA used the median which would be about \$40,000 sales tax revenue and they were guaranteeing \$75,000 at a minimum for 10 years. He said if they have a project that was marketable and easy to lease they would do much better than that.

Commissioner Onken said in terms of public benefit and funds the City would receive that he would suggest moving to recommend to the City Council approval of the findings, the Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program and defer to the City Council to determine what the appropriate public benefits were. He said they have heard good arguments about generous public benefit but they were not in the best position to make a determination of what the best outcome to the City was. He said regarding energy efficiencies that the model for speculative office buildings was glass with non-operable windows and a large parking area. Commissioner Kadvany said he would second the motion with the addition to recommend that the City Council make the determination that the energy efficiencies for this project should be world scale standard given the restraints of a speculative office building.

Commissioner Combs said he did not know what world class energy efficiency standard was or whether staff and the applicant would know.

Chair Eiref said he noted there were no solar panels.

Commissioner Strehl said she was not comfortable with telling the City Council that the project should go beyond the requirements of Title 24, the state standard, which was more stringent than the national standard.

Commissioner Ferrick said she appreciated the applicant was striving for LEED gold. She said there were a number of things that would improve on that depending on what the interior buildout would be and for instance the addition of solar in the parking lot.

Commissioner Kadvany said there was an organization Menlo Spark working with the Packard Foundation who were looking at carbon neutrality for Menlo Park.

Commissioner Ferrick suggested allowing the City Council to define the specificity related to the Commission recommending greater energy efficiency from the project.

Commission Action: M/S Onken/Kadvany to recommend that the City Council adopt a resolution adopting the findings required by the California Environmental Quality Act, adopting the Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program, with the exception to defer to Council to determine the amount of public benefit that provides the best possible outcome to the City and to recommend greater energy efficiency from the project.

Motion carried 5-1 with Commissioner Combs opposed and Commissioner Bressler absent.

3. Rezoning the property at 151 Commonwealth Drive and 164 Jefferson Drive from M-2 (General Industrial) to M-2(X) (General Industrial, Conditional Development Overlay).

Commission Action: M/S Eiref/Strehl to recommend that the City Council introduce an Ordinance Rezoning property at 151 Commonwealth Drive and 164 Jefferson Drive from M-2 (General Industrial) to M-2(X) (General Industrial, Conditional Development Overlay).

Motion carried 6-0 with Commissioner Bressler absent.

4. Conditional Development Permit for the property located at 151 Commonwealth Drive and 164 Jefferson Drive.

Commission Action: M/S Kadvany/Eiref to recommend that the City Council adopt a resolution approving a Conditional Development Permit for property located at 151 Commonwealth Drive and 164 Jefferson Drive, with a recommendation that the public benefit amount that provides the best possible outcome to the City be determined by the City Council and to recommend greater energy efficiency from the project.

Motion carried 5-1 with Commissioner Combs opposed and Commissioner Bressler absent.

5. Tentative Parcel Map for property located at 151 Commonwealth Drive and 164 Jefferson Drive.

Commissioner Onken confirmed with staff that the entitlements would be very clear as related to the subdivision.

Commission Action: M/S Onken/Strehl to recommend that the City Council adopt a resolution approving a Tentative Parcel Map for property located at 151 Commonwealth Drive and 164 Jefferson Drive.

Motion carried 6-0 with Commissioner Bressler absent.

6. Below Market Rate Housing Agreement with The Sobrato Organization for property located at 151 Commonwealth Drive and 164 Jefferson Drive.

Commission Action: M/S Eiref/Combs to recommend that the City Council adopt a resolution approving a Below Market Rate Housing Agreement with The Sobrato Organization for property located at 151 Commonwealth Drive and 164 Jefferson Drive

Motion carried 6-0 with Commissioner Bressler absent.

Commissioner Strehl asked about the proposed signage plan. Mr. Almeleh stated that the scale is appropriate for the location and the overall sign area would allow for more than one user. Senior Planner Chow said signage was based upon how large the street frontage was but in general in the M2 zoning district most of the street frontage has the maximum size signage allowed. She said because of the height of the building and distance from the highway greater signage limits might be appropriate. She said through the Master Sign Program staff could work with letter sizing on the signage which typically was about 24-inches on signage along Hwy. 101.

7. Heritage Tree Removal Permits for the properties located at 151 Commonwealth Drive and 164 Jefferson Drive.

Commission Action: M/S Strehl/Onken to recommend that the City Council adopt a resolution approving the Heritage Tree Removal Permits for property located at 151 Commonwealth Drive and 164 Jefferson Drive.

Motion carried 6-0 with Commissioner Bressler absent.

ADJOURNMENT

The meeting adjourned at 9:29 p.m.

Staff Liaison: Thomas Rogers, Senior Planner

Recording Secretary: Brenda Bennett

**DRAFT
RESOLUTION NO. _____**

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK, CALIFORNIA, CERTIFYING THE FINAL ENVIRONMENTAL
IMPACT REPORT FOR THE COMMONWEALTH CORPORATE
CENTER PROJECT LOCATED AT 151 COMMONWEALTH DRIVE AND
164 JEFFERSON DRIVE**

WHEREAS, The Sobrato Organization (“Project Sponsor”) submitted an application to construct two four-story office buildings at 151 Commonwealth Drive and 164 Jefferson Drive in the City of Menlo Park (“City”); and

WHEREAS, the California Environmental Quality Act (“CEQA”, Public Resources Code Section §21000 et seq.) and CEQA Guidelines (Cal. Code of Regulations, Title 14, §15000 et seq.) require analysis and a determination regarding the Project’s environmental impacts and mitigation measures that, in the City’s view, justify approval of the Project; and

WHEREAS, the City released a Notice of Preparation (“NOP”) for the Project on August 6, 2012 for a 30-day public review period; and

WHEREAS, the City held a public scoping meeting on August 30, 2012, before the City’s Planning Commission; and

WHEREAS, comments received by the City on the NOP and at the public scoping meeting were taken into account during preparation of the Draft Environmental Impact Report; and

WHEREAS, a Notice of Completion was filed with the State Clearinghouse on February 28, 2014; and

WHEREAS, the Draft EIR was released on February 28, 2014 for a 45-day review and comment period that ended on April 14, 2014; and.

WHEREAS, during the public review period included one Planning Commission hearing on March 24, 2014, which was open to the public; and.

WHEREAS, during the public review period comments on the Draft EIR were received from one public agency, one individual, and several members of the Planning Commission; and

WHEREAS, all comments on the environmental issues received during the public comment period were evaluated and responded to in writing by the City as the Lead Agency in accordance with Section 15088 of the CEQA Guidelines; and

WHEREAS, the comments on the Draft EIR and the written responses were packaged into a Response to Comments Document that was published on July 10, 2014, and copies of the Response to Comments Document were made available at the Community Development Department, on the City's website, and at the Menlo Park and Belle Haven Libraries; and

WHEREAS, after notice having been lawfully given, a public hearing was held before the City Planning Commission on July 21, 2014 whereat all persons interested therein might appear and be heard; and

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

WHEREAS, the Planning Commission of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to recommend to the City Council of the City of Menlo Park to find that the Final EIR was prepared in compliance with CEQA, and to certify the Final EIR pursuant to CEQA; and

WHEREAS, after notice having been lawfully given, a public hearing was held before the City Council of the City of Menlo Park on August 19, 2014 whereat all persons interested therein might appear and be heard; and

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

WHEREAS, on August 19, 2014, the City Council of the City of Menlo Park reviewed and considered all the information in the Final EIR and all the testimony and evidence submitted in this matter found that the Final EIR was prepared in compliance with CEQA; and

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

NOW, THEREFORE, BE IT RESOLVED that the City of Menlo Park, acting by and through its City Council hereby certifies the Final EIR pursuant to the CEQA.

I, Pamela Aguilar, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the 19th day of August, 2014, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this 19th day of August, 2014.

Pamela Aguilar
City Clerk

THIS PAGE INTENTIONALLY LEFT BLANK

**DRAFT
RESOLUTION NO. _____**

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK ADOPTING FINDINGS REQUIRED BY THE CALIFORNIA
ENVIRONMENTAL QUALITY ACT, STATEMENT OF OVERRIDING
CONSIDERATIONS, AND ADOPTING A MITIGATION MONITORING
AND REPORTING PROGRAM FOR THE PROPERTY LOCATED AT
151 COMMONWEALTH DRIVE AND 164 JEFFERSON DRIVE AND
ALSO KNOWN AS ASSESSORS PARCEL NUMBERS 055-243-240
AND 055-243-050**

WHEREAS, The Sobrato Organization (“Project Sponsor”) submitted an application to construct two office buildings at 151 Commonwealth Drive and 164 Jefferson Drive in the City of Menlo Park (“City”); and

WHEREAS, the City released a Notice of Preparation (“NOP”) for the Project on August 6, 2012 for a 30-day public review period. The City held a public scoping meeting on August 30, 2012 before the City’s Planning Commission. Comments received by the City on the NOP and at the public scoping meeting were taken into account during preparation of the Draft Environmental Impact Report (“EIR”); and

WHEREAS, the Draft EIR was released on February 28, 2014 for a 45-day extended review period that ended on April 14, 2014. The public review period included one Planning Commission hearing on March 24, 2014, which was open to the public. Comments on the Draft EIR were received from one public agency, one individual, and several members of the Planning Commission. On July 10, 2014, the City published a Response to Comments Document. The Draft EIR and Response to Comments Document constitute the Final EIR; and

WHEREAS, the California Environmental Quality Act (“CEQA”, Pub. Resources Code Section §21000 et seq.) and CEQA Guidelines (Cal. Code of Regulations, Title 14, §15000 et seq.) require analysis and a determination regarding the Project’s environmental impacts and mitigation measures that, in the City’s view, justify approval of the Project; and

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

WHEREAS, after notice having been lawfully given, a public hearing was held before the City Planning Commission on July 21, 2014 whereat all persons interested therein might appear and be heard; and

WHEREAS, the City Planning Commission having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter, voted affirmatively to recommend to the City Council to make the findings required by CEQA, adopt the

Statement of Overriding Considerations and adopt the Mitigation Monitoring and Reporting Program; and

WHEREAS, after notice having been lawfully given, a public hearing was held before the City Council on August 19, 2014 whereat all persons interested therein might appear and be heard; and

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

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Menlo Park hereby makes the following findings with respect to the Project's significant effects on the environment as identified in the Final EIR and hereby adopts the Mitigation Monitoring and Reporting Program ("MMRP"):

I. RECORD OF PROCEEDINGS

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

- (a) The NOP and all other public notices issued by the City in conjunction with the Project;
- (b) All applications for approvals and development entitlements related to the Project and submitted to the City;
- (c) The Draft EIR for the Project, dated February 2014;
- (d) All comments submitted by agencies or members of the public during the public comment period on the Draft EIR;
- (e) The Final EIR for the Project, including comments received on the Draft EIR, responses to those comments, and the technical appendices, dated July 2014;
- (f) The MMRP for the Project;
- (h) All reports, studies, memoranda, maps, staff reports, or other planning documents related to the Project prepared by the City, or consultants to the City with respect to the City's compliance with the requirements of CEQA and with respect to the City's action on the Project;
- (i) All documents submitted to the City (including the Planning Commission and City Council) by other public agencies or members of the public in connection with the Project, up through the close of the public review period on April 14, 2014;

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

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

- (i) The City's General Plan and other applicable policies;
- (ii) The City's Zoning Ordinance and other applicable ordinances;
- (iii) Information regarding the City's fiscal status; and
- (iv) Applicable City policies and regulations;

(l) Any other materials required for the record of proceedings by Public Resources Code §21167.6(e).

The documents described above comprising the record of proceedings are located in the Community Development Department, City of Menlo Park, 701 Laurel Street, Menlo Park, California 94025. The custodian of these documents is the Community Development Director or his/her designee.

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

The EIR for the Project concluded that there would be significant environmental impacts.

A. AESTHETICS

Impact AES-2: The Project could create a new source of substantial light or glare that could adversely affect daytime or nighttime views in the area.

Mitigation Measure AES-2.1: Design Lighting to Meet Minimum Safety and Security Standards. Concurrent with the building permit submittal, the Project Sponsor shall incorporate lighting design specifications to meet minimum safety and security standards. The comprehensive site lighting plans shall be subject to review and approval by the City's Community Development Department Planning Division prior to building permit issuance of the first building on that site. The following measures shall be included in all lighting plans.

- Luminaries shall be designed with cutoff-type fixtures or features that cast low-angle illumination to minimize incidental spillover of light onto adjacent private properties. Fixtures that shine light upward or horizontally shall not spill any light onto adjacent private properties.
- Luminaries shall provide accurate color rendering and natural light qualities. Low-pressure sodium and high-pressure sodium fixtures that are not color-corrected shall not be used, except as part of an approved sign or landscape plan.

- Luminary mountings shall be downcast and pole heights minimized to reduce potential for back scatter into the nighttime sky and incidental spillover light onto adjacent properties and undeveloped open space. Light poles shall be no higher than 20 feet. Luminary mountings shall be treated with non-glare finishes.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the lighting designs are feasible and would reduce potential light spillage impacts to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to light spillage would not be significant.

Mitigation Measure AES-2.2: Treat Reflective Surfaces. The Project Sponsor shall ensure application of low-emissivity coating on exterior glass surfaces of the proposed structures. The low-emissivity coating shall reduce visible light reflection of the visible light that strikes the glass exterior and prevent interior light from being emitted brightly through the glass.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the anti-reflection designs are feasible and would reduce light reflection and glare impacts to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to light reflection and glare would not be significant.

B. AIR QUALITY

Impact AQ-2: The Project could result in the violation of a BAAQMD air quality standard or substantial contribution to an existing or projected air quality violation during Project construction.

Mitigation Measure AQ-2.2: Implement BAAQMD Basic Construction Mitigation Measures to Reduce Construction-Related Dust. BAAQMD does not have mass emission thresholds for fugitive emissions, but considers dust impacts to be less than significant if Best Management Practices (BMPs) are employed to reduce these emissions. Therefore, the Project Sponsor shall require all construction contractors to implement the basic construction mitigation measures recommended by BAAQMD to reduce fugitive dust emissions. Emission reduction measures shall include, at a minimum, the following measures. Additional measures may be identified by BAAQMD or contractor as appropriate.

- All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.
- All haul trucks transporting soil, sand, or other loose material off-site shall be covered.
- All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
- All vehicle speeds on unpaved roads shall be limited to 15 mph.
- All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.

A publicly visible sign shall be posted with the telephone number and name of the person to contact at the lead agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. BAAQMD's phone number shall also be visible to ensure compliance with applicable regulations.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that dust control measures are feasible and would ensure that air emissions during construction impacts remain at a less-than-significant level.

Remaining Impacts: Any remaining impacts related to construction air emissions would not be significant.

C. GREENHOUSE GAS EMISSIONS

Impact GHG-1: The Project would generate greenhouse gas emissions during Project construction.

Mitigation Measure GHG-1.1: Implement BAAQMD Best Management Practices (BMPs) for Construction. The Project Sponsor shall require all construction contractors to implement the BMPs recommended by the BAAQMD to reduce GHG emissions. Emission reduction measures shall include, at a minimum, the use of local building materials of at least 10 percent, the reuse of materials, such as concrete on site of at least 20 percent, and the use of alternative fueled vehicles for construction vehicles/equipment.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that BAAQMD BMPs are

feasible and would reduce potential greenhouse gas impacts to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to greenhouse gas emissions would not be significant.

D. NOISE

Impact NOI-1: The Project could generate construction equipment noise in excess of 85 dBA L_{MAX} at 50 feet from the construction equipment.

Mitigation Measure NOI-1.1: Implement noise control measures to reduce construction noise during Project construction. The Project Sponsor shall implement the following measures during demolition and construction of the Project as needed to maintain off-site construction-related noise at 90 dBA or less. The noise control measures may include, but are not limited to, the following.

- To the extent feasible, the noisiest construction activities (primarily demolition and grading activities) shall be scheduled during times that would have the least impact on nearby office uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 a.m. to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday through Friday.
- Equipment and trucks used for Project construction shall use the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically attenuating shields or shrouds).
- Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for Project construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used where feasible, and this could achieve a reduction of 5 dBA. Quieter procedures shall be used, such as drills rather than impact equipment, whenever feasible.
- Construction contractors, to the maximum extent feasible, shall be required to use “quiet” gasoline-powered compressors or other electric-powered compressors, and use electric rather than gasoline or diesel powered forklifts for small lifting. Stationary noise sources, such as temporary generators, shall be located at least 50 feet from the property line and as far from nearby sensitive receptors as possible, and shall be located at least muffled and enclosed within temporary sheds, incorporate insulation barriers, or other measures.
- Install temporary noise barriers eight feet in height around the construction site to minimize construction noise to 90 dBA as measured at the applicable property lines of the adjacent uses, unless an acoustical engineer submits documentation that confirms that the barriers are not necessary to achieve the attenuation levels.

- Trucks shall be prohibited from idling along streets serving the construction site for more than five minutes.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the noise control measures are feasible and would reduce potential construction equipment noise impacts to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to construction equipment noise would not be significant.

E. CULTURAL RESOURCES

Impact CUL-2: The Project has the potential to encounter and damage or destroy previously unknown subsurface archaeological resources during construction.

Mitigation Measure CUL-2.1: Perform construction monitoring, evaluate uncovered archaeological features, and mitigate potential disturbance for identified significant resources at the Project Site. Prior to demolition, excavation, grading, or other construction-related activities on the Project Site, the applicant shall hire a qualified professional archaeologist (i.e., one who meets the Secretary of the Interior's professional qualifications for archaeology or one under the supervision of such a professional) to monitor, to the extent determined necessary by the archaeologist, Project-related earth-disturbing activities (e.g., grading, excavation, trenching). In the event that any prehistoric or historic-period subsurface archaeological features or deposits, including locally darkened soil (midden), that could conceal cultural deposits, animal bone, obsidian, and/or mortar are discovered during demolition/ construction-related earth-moving activities, all ground-disturbing activity within 100 feet of the discovery shall be halted immediately, and the Planning and Building Divisions shall be notified within 24 hours. City staff shall consult with the Project archeologist to assess the significance of the find. Impacts on any significant resources shall be mitigated to a less-than-significant level through data recovery or other methods determined adequate by the City and that are consistent with the Secretary of the Interior's Standards for Archaeological Documentation. If Native American archaeological, ethnographic, or spiritual resources are discovered, all identification and treatment of the resources shall be conducted by a qualified archaeologist and Native American representatives who are approved by the local Native American community as scholars of the cultural traditions. In the event that no such Native American is available, persons who represent tribal governments and/or organizations in the locale in which resources could be affected shall be consulted. When historic archaeological sites or historic architectural features are involved, all identification and treatment is to be carried out by historical archaeologists or architectural historians who meet the Secretary of the Interior's professional qualifications for archaeology and/or architectural history.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that monitoring, evaluation, and mitigation of archaeological features is feasible and would reduce potential impacts to archaeological features to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to archaeological features would not be significant.

Impact CUL-3: The Project could destroy a unique paleontological resource or site or unique geologic feature.

Mitigation Measure CUL-3.1: Conduct protocol and procedures for encountering paleontological resources. Prior to the start of any subsurface excavations that would extend beyond previously disturbed soils, all construction forepersons and field supervisors shall receive training by a qualified professional paleontologist, as defined by the Society of Vertebrate Paleontology (SVP), who is experienced in teaching non-specialists, to ensure they can recognize fossil materials and shall follow proper notification procedures in the event any are uncovered during construction. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who shall evaluate its significance. If a fossil is determined to be significant and avoidance is not feasible, the paleontologist shall develop and implement an excavation and salvage plan in accordance with SVP standards. Construction work in these areas shall be halted or diverted to allow recovery of fossil remains in a timely manner. Fossil remains collected during the monitoring and salvage portion of the mitigation program shall be cleaned, repaired, sorted, and cataloged. Prepared fossils, along with copies of all pertinent field notes, photos, and maps, shall then be deposited in a scientific institution with paleontological collections. A final paleontological mitigation plan report shall be prepared that outlines the results of the mitigation program. The City shall be responsible for ensuring that monitor's recommendations regarding treatment and reporting are implemented.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the protocol and procedures for encountering paleontological resources is feasible and would reduce potential impacts to paleontological features to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to paleontological features would not be significant.

Impact CUL-4: The Project has the potential to encounter or discover human remains during excavation or construction.

Mitigation Measure CUL-4.1: Comply with state regulations regarding the discovery of human remains at the Project Site. If human remains are discovered during any construction activities, all ground-disturbing activity within 50 feet of the remains shall be halted immediately, and the County Coroner shall be notified immediately, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. Additionally, the Building Division shall be notified. If the remains are determined by the County Coroner to be Native American, the Native American Heritage Commission (NAHC) shall be notified within 24 hours, and the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The Project Sponsor shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant, if any, identified by the NAHC. As necessary, the archaeologist may provide professional assistance to the Most Likely Descendant, including the excavation and removal of the human remains. The City of Menlo Park Community Development Department Planning Division shall be responsible for approval of recommended mitigation as it deems appropriate, taking account of the provisions of state law, as set forth in State CEQA Guidelines Section 15064.5(e) and Public Resources Code Section 5097.98. The applicant shall implement approved mitigation, to be verified by the Planning Division, before the resumption of ground-disturbing activities within 50 feet of where the remains were discovered.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the State regulations for discovery of human remains during construction are feasible and would reduce potential impacts to human remains at a less-than-significant level.

Remaining Impacts: Any remaining impacts related to human remains would not be significant.

Impact C-CUL-2: Construction activities on the Project site and other cumulative development could result in impacts on archaeological resources.

Mitigation Measure: Mitigation Measures CUL-2.1, CUL-3.1, and CUL-4.1, prescribe discovery procedures for any previously unknown archaeological, paleontological resources, or human remains encountered during Project construction.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant

environmental effect as identified in the EIR. The City finds compliance with these mitigation measures would reduce the Project's contribution to the cumulative impacts associated with the loss of archaeological, paleontological resources, and the disturbance of human remains to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to cumulative archaeological resource impacts would not be significant.

F. HAZARDS AND HAZARDOUS MATERIALS

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

Mitigation Measure HAZ-2.1: Utilize engineering controls and Best Management Practices (BMPs) during construction. During construction the contractor shall employ use of BMPs to minimize human exposure to potential contaminants. Engineering controls and Construction BMPs shall include the following.

- Contractor employees working on site shall be certified in OSHA's 40-hour Hazardous Waste Operations and Emergency Response (HAZWOPER) training.
- Contractor shall monitor area around construction site for fugitive vapor emissions with appropriate field screening instrumentation.
- Contractor shall water/mist soil as its being excavated and loaded onto transportation trucks.
- Contractor shall place any stockpiled soil in areas shielded from prevailing winds.

Contractor shall cover the bottom of excavated areas with sheeting when work is not being performed.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that measures to reduce accidental release of hazardous materials are feasible and would reduce potential impacts to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to accidental release of hazardous materials would not be significant.

Mitigation Measure HAZ-2.2: Develop Construction Activity Dust Control Plan (DCP) and Asbestos Dust Management Plan (ADMP). Prior to commencement of site grading, the Project Sponsor shall retain a qualified professional to prepare a DCP/ADMP. The DCP shall incorporate the applicable BAAQMD pertaining to fugitive dust control. The ADMP shall be submitted to and approved by the BAAQMD prior to the beginning of construction, and the Project Sponsor must ensure the implementation of all specified

dust control measures throughout the construction of the Project. The ADMP shall require compliance with specific control measures to the extent deemed necessary by the BAAQMD to meet its standard.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that preparation of a Construction Activity Dust Control Plan and Asbestos Dust Management Plan is feasible and would reduce potential construction dust and asbestos impacts to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to construction dust and asbestos would not be significant.

Impact HAZ-3: The Project could emit hazardous emissions or involve handling hazardous or acutely hazardous materials, substances, or waste within 0.25 mile of an existing or proposed school. As such, the impact would be potentially significant.

Mitigation Measure: Implementation of Mitigation Measures HAZ-2.1, and HAZ-2.2 would reduce the impact to schools.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that measures to reduce exposure of hazardous emissions to schools are feasible and would reduce potential impacts to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to exposure of hazardous emissions to schools would not be significant.

G. BIOLOGICAL RESOURCES

Impact BIO-1: The Project could have an impact on species identified as candidate, sensitive, or special-status in local or regional plans, policies, or regulations.

Mitigation Measure BIO-1.1: Identify and protect roosting and breeding bats on the Project site and provide alternative roosting habitat. The Project Sponsor shall implement the following measures to protect roosting and breeding bats found in a tree or structure to be removed with the implementation of the Project. Prior to tree removal or demolition activities, the Project Sponsor shall retain a qualified biologist to conduct a focused survey for bats and potential roosting sites within buildings to be demolished or trees to be removed. The surveys can be conducted by visual identification and can

assume presence of hoary and/or pallid bats or the bats can be identified to a species-level with the use of a bat echolocation detector such as an “Anabat” unit. If no roosting sites or bats are found, a letter report confirming absence shall be sent to the California Department of Fish and Wildlife (CDFW) and no further mitigation is required. If roosting sites or hoary bats are found, then the following monitoring and exclusion, and habitat replacement measures shall be implemented. The letter or surveys and supplemental documents shall be provided to the City of Menlo Park (City) prior to demolition permit issuance.

- a. If bats are found roosting outside of nursery season (May 1st through October 1st), then they shall be evicted as described under (c) below. If bats are found roosting during the nursery season, then they shall be monitored to determine if the roost site is a maternal roost. This could occur by either visual inspection of the roost bat pups, if possible, or monitoring the roost after the adults leave for the night to listen for bat pups. If the roost is determined to not be a maternal roost, then the bats shall be evicted as described under (c). Because bat pups cannot leave the roost until they are mature enough, eviction of a maternal roost cannot occur during the nursery season. A 250-foot (or as determined in consultation with CDFW) buffer zone shall be established around the roosting site within which no construction or tree removal shall occur.
- b. Eviction of bats shall be conducted using bat exclusion techniques, developed by Bat Conservation International (BCI) and in consultation with CDFW that allow the bats to exit the roosting site but prevent re-entry to the site. This would include, but not be limited to, the installation of one-way exclusion devices. The devices shall remain in place for seven days and then the exclusion points and any other potential entrances shall be sealed. This work shall be completed by a BCI-recommended exclusion professional. The exclusion of bats shall be timed and carried concurrently with any scheduled bird exclusion activities.
- c. Each roost lost (if any) will be replaced in consultation with the Department of Fish and Game and may include construction and installation of BCI-approved bat boxes suitable to the bat species and colony size excluded from the original roosting site. Roost replacement will be implemented before bats are excluded from the original roost sites. Once the replacement roosts are constructed and it is confirmed that bats are not present in the original roost site, the structures may be removed or sealed.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that the identification and protection of roosting and breeding bats is feasible and would reduce potential impacts to roosting and breeding bats to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to roosting and breeding bats would not be significant.

Impact BIO-2: The removal of trees, shrubs, or woody vegetation during Project construction could have an impact on the movement of native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. In addition, the proposed buildings and lighting would have the potential to injure or cause death to birds from collision and other factors.

Mitigation Measure BIO-2.1: Conduct pre-construction surveys for nesting migratory birds. The Project Sponsor shall implement the following measures to reduce impacts to nesting migratory birds.

- a. To facilitate compliance with state and federal law (CDFW Code and the MBTA) and prevent impacts on nesting birds, the Project Sponsor shall avoid the removal of trees, shrubs, or weedy vegetation February 15 through August 31 during the bird nesting period. If no vegetation or tree removal is proposed during the nesting period, no surveys are required. If it is not feasible to avoid the nesting period, a survey for nesting birds shall be conducted by a qualified wildlife biologist no earlier than seven days prior to the removal of trees, shrubs, weedy vegetation, buildings, or other construction activity.
- b. Survey results shall be valid for the tree removals for 21 days following the survey. If the trees are not removed within the 21-day period, then a new survey shall be conducted. The area surveyed shall include all construction areas as well as areas within 150 feet outside the boundaries of the areas to be cleared or as otherwise determined by the biologist.

In the event that an active nest for a protected species of bird is discovered in the areas to be cleared or in other habitats within 150 feet of construction boundaries, clearing and construction shall be postponed for at least 2 weeks or until the biologist has determined that the young have fledged (left the nest), the nest is vacated, and there is no evidence of second nesting attempts.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that preconstruction surveys are feasible and would reduce potential impacts to nesting birds to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to nesting birds would not be significant.

Mitigation Measure BIO-2.2: Implement Bird-Safe Design Standards into Project Buildings and Lighting Design. All new buildings and lighting features constructed or installed at the Project site shall be implemented to at least a level of “Select Bird-Safe Building” standards as defined in the City of San Francisco Planning Department’s “Standards for Bird-Safe Buildings,” adopted July 14, 2011. These design features shall

include minimization of bird hazards as defined in the standards. With respect to lighting, the Project site shall:

- Be designed to minimize light pollution including light trespass, over-illumination, glare, light clutter, and skyglow while using bird-friendly lighting colors when possible.
- Avoid uplighting, light spillage, event search lights, and use green and blue lights when possible.
- Turn off unneeded interior and exterior lighting from dusk to dawn during migrations: February 15 through May 31 and August 15 through November 30.

Include window coverings on rooms where interior lighting is used at night that adequately block light transmission and motion sensors or controls to extinguish lights in unoccupied spaces.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect as identified in the EIR. The City finds that bird-safe design standards are feasible and would reduce potential bird hazards to a less-than-significant level.

Remaining Impacts: Any remaining impacts related to birds would not be significant.

III. FINDINGS AND RECOMMENDATIONS REGARDING SIGNIFICANT AND UNAVOIDABLE IMPACTS

The Final EIR for the Project concluded that there would be significant environmental impacts. The City finds that by incorporating into the Project all the mitigation measures outlined in the MMRP, the impacts are reduced. However, even after mitigation, some impacts are significant and unavoidable. The City finds that there is no additional feasible mitigation that could be imposed beyond what is detailed herein. For the reasons set forth in the Statement of Overriding Considerations below, the City finds that there are economic, legal, social, technological or other benefits of the Project that override the significant and unavoidable impacts.

A. TRANSPORTATION

Impact TRA-1: Increases in traffic generated by the Project under Near Term 2015 Plus Project Conditions would result in increased delays during AM and PM Peak Hours causing a potentially significant impact on the operation of several of the study intersections.

Mitigation Measure TRA-1.1: Implement Intersection Improvements to address Near Term Effects on Study Intersections. The following mitigation measures were considered to reduce potentially significant impacts on study intersections.

a. Marsh Road and Bayfront Expressway (#1)

A portion of the proposed mitigation measure for the intersection of Marsh Road and Bayfront Expressway is the same as the mitigation measure proposed for the Housing Element Environmental Assessment (EA) (TR-1g, TR-2w). The measure includes restriping the existing southbound approach of Haven Avenue from one shared left-turn and through lane, one through lane, and one right-turn lane to one shared left-turn and through lane, one shared through and right-turn lane, and one right-turn lane (the single through-lane will be combined with a right-turn lane). The improvements also include bicycle and pedestrian enhancements to the Haven Avenue approach. The improvements to the southbound leg are the responsibility of the St. Anton (Haven Avenue Residential) development per the Housing Element EA and are currently in the design phase.

Additionally, the eastbound approach of Marsh Road would be widened to accommodate a third right-turn lane. This has potentially significant secondary effects on bicyclists by requiring them to cross multiple lanes of traffic to make a left-turn or proceed through the intersection; and on pedestrians by increasing the crossing distance, exacerbating the multiple threat scenario (where vehicles block sight lines between drivers in adjacent lanes and crossing pedestrians), and exposure time to vehicle traffic. This improvement would therefore be required to include enhancements to bicycle and pedestrian infrastructure along Marsh Road in the area between the US 101 NB off-ramp and Bayfront Expressway to reduce the secondary effects of this mitigation measure. The Project Sponsor is responsible for the third right-turn lane and bicycle/pedestrian improvements for the eastbound approach on Marsh Road.

Prior the issuance of a grading permit, the Project Sponsor shall prepare detailed improvement construction plans for the proposed mitigation measures on the eastbound approach at the intersection of Marsh Road and Bayfront Expressway for review and approval by the Public Works Director. Prior to the issuance of a building permit for the shell, the Project Sponsor shall provide a bond for improvements in the amount equal to the estimated construction cost for the intersection improvements plus a 15 percent contingency. Complete plans shall include all necessary requirements to construct the improvements in the public right-of-way, including grading and drainage improvements, utility relocations, traffic signal relocations/modifications, tree protection requirements, and signage and striping modifications. The plans shall be subject to review and approval of the Public Works Director prior to submittal to Caltrans.

The Project Sponsor shall complete and submit a Caltrans encroachment permit within 30 days of receiving City approval of the plans. The Project Sponsor shall commence the construction of the improvements within 180 days of receiving Caltrans approval Caltrans and any other applicable agencies and diligently prosecute such construction until it is completed. If Caltrans does not approve the proposed intersection improvements within five years from the CDP effective date, and the Project Sponsor demonstrates that it has worked diligently to pursue Caltrans approval to the satisfaction

of the Public Works Director, in his/her sole discretion, then the Project Sponsor shall be relieved of responsibility to construct the improvement and the bond shall be released by the City after the Project Sponsor submits funds equal to the bid construction cost to the City. The City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City with priority given to portions of the City east of US 101. Construction of this improvement, or in the case that Caltrans does not approve the intersection improvement, payment of funds equal to the bid construction cost to the City, by the Project Sponsor shall count as a future credit toward payment of the Transportation Impact Fee (TIF) pursuant to the TIF Ordinance. Although the proposed mitigation would fully mitigate the impact, it remains significant and unavoidable because the intersection is under the jurisdiction of Caltrans and the City cannot guarantee the mitigation measure would be implemented.

b. Marsh Road and US 101 Northbound Off-Ramp (#3)

The proposed mitigation measures for the intersection of Marsh Road and the US 101 northbound off-ramp includes widening the northbound off-ramp to add a second right-turn lane. This would be accomplished by widening the western side of the approach and shifting the existing lanes, resulting in two left-turn lanes and two right-turn lanes. This improvement will require relocation of existing traffic signal poles, utility relocation, tree removal, and reconstruction of the curb ramp on the southwest corner of the intersection.

According to the Facebook East Campus Development Agreement (FECFDA), Facebook is responsible for implementing this mitigation measure. However, even though the proposed mitigation would fully mitigate the impact, the impact remains significant and unavoidable because the intersection is under the jurisdiction of Caltrans and the City cannot guarantee the mitigation measure would be implemented.

c. Independence Drive and Constitution Drive (#8)

A potential mitigation measure for the intersection of Independence Drive and Constitution Drive would include restricting left-turns from Constitution Drive to Independence Drive. This restriction would affect less than five vehicles during each peak hour. Because the number of affected vehicles is small, it is anticipated that traffic patterns would shift to alternative routes if peak hour congestion warrants. The impact remains significant and unavoidable because it is infeasible. No other feasible mitigation measures are available for this intersection at this time.

d. Chrysler Drive and Bayfront Expressway (#9)

The proposed mitigation measure for the intersection of Chrysler Drive and Bayfront Expressway includes restriping the existing eastbound right-turn lane to a shared left/right-turn lane.

According to the FECFDA, Facebook is responsible for implementing this mitigation measure. However, although the proposed measure would fully mitigate the

impact, it remains significant and unavoidable because the intersection is under the jurisdiction of Caltrans and the City cannot guarantee the mitigation measure would be implemented.

e. Chrysler Drive and Jefferson Drive (#11)

A potential mitigation measure for the intersection of Chrysler Drive and Jefferson Drive includes signaling the intersection. With the addition of Project traffic, the intersection meets the peak hour signal warrants defined in the California Manual on Uniform Traffic Control Devices (California MUTCD) during the PM Peak Hour (Appendix 3.3-G). However, the California MUTCD includes eight criteria used to evaluate the potential installation of a traffic signal and cautions that installing a signal should only occur after “an engineering study indicates that installing a traffic control signal will improve the overall safety and/or operation of the intersection.” While signaling the intersection would mitigate the Project’s peak hour impact, only one of the eight criteria is met and given intersection spacing, installation of a signal would not be good traffic engineering practice. After conducting a comprehensive traffic study, the City will have discretion as to if and when a traffic signal may be installed based on California MUTCD requirements. Thus, at this time, the City cannot guarantee that a traffic signal would be installed, and therefore, the impact remains significant and unavoidable.

As a partial mitigation measure, the Project Sponsor shall be required to construct sidewalks along 138 and 160 Jefferson Drive and the Jefferson Drive frontage of 1150 Chrysler Drive, as well as install a crosswalk and Americans with Disabilities Act (ADA)-compliant pedestrian curb ramps across the Jefferson Drive leg of the Chrysler Drive and Jefferson Drive intersection, and contribute a fair share contribution toward the future improvement of this intersection, which may include future signalization (if determined to be appropriate at a later date) or installation of other traffic control devices such as a roundabout or traffic circle. If a traffic signal is not installed, the City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City. The design of the sidewalks and related improvements shall be prepared by the Project Sponsor, in collaboration with the City’s Transportation Manager to work around obstacles in the public right-of-way, such as utility poles and heritage trees. The sidewalks and related improvements shall be constructed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. The fair share contribution for intersection improvements shall be paid prior to the issuance of a building permit. Construction of these improvements is not eligible for TIF credit.

f. Chrysler Drive and Independence Drive (#12)

The proposed mitigation measure for the intersection of Chrysler Drive and Independence Drive includes signaling the intersection. The signal warrant is met for the PM Peak Hour as shown in Appendix 3.3-G. However, the California MUTCD includes eight criteria used to evaluate the potential installation of a traffic signal and cautions that installing a signal should only occur after “an engineering study indicates

that installing a traffic control signal will improve the overall safety and/or operation of the intersection.” While signalizing the intersection would mitigate the Project’s peak hour impact, only one of the eight criteria is met and given intersection spacing, installation of a signal would not be good traffic engineering practice. After conducting a comprehensive traffic study, the City will have discretion as to if and when a traffic signal may be installed based on California MUTCD requirements. Thus, at this time, the City cannot guarantee that a traffic signal would be installed, and therefore, the impact remains significant and unavoidable.

As a partial mitigation measure, the Project Sponsor shall be required to construct sidewalks along the Chrysler Drive frontage of 1150 Chrysler Drive, as well as install a crosswalk and ADA-compliant pedestrian curb ramps across the east leg of Chrysler Drive at the Chrysler Drive and Independence Drive intersection, and contribute a fair share contribution toward the future improvement of this intersection, which may include future signalization (if determined to be appropriate at a later date) or installation of other traffic control devices such as a roundabout or traffic circle. If a traffic signal is not installed, the City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City. The design of the sidewalks and related improvements prepared by the Project Sponsor, in collaboration with the City’s Transportation Manager to work around obstacles in the public right-of-way, such as utility poles and heritage trees. The sidewalks and related improvements shall be constructed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. The fair share contribution for intersection improvements shall be paid prior to the issuance of a building permit. Construction of these improvements is not eligible for a TIF credit.

g. Chilco Street and Constitution Drive (#14)

The proposed mitigation measure for the Chilco Street and Constitution Drive intersection includes striping the southbound approach to include one left-turn lane and one shared through/right-turn lane. The striping improvements shall be installed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. Alternatively, the Project Sponsor may choose to pay the cost of the approved striping improvement to the City prior to final inspection so that the City can use the Project Sponsor’s funds to install the proposed improvements. Payment toward construction of these improvements is not eligible for a TIF credit. With the implementation of this mitigation measure, the impact would be reduced to a less-than-significant level.

h. Willow Road and Bayfront Expressway (#15)

The proposed mitigation measure for the Willow Road and Bayfront Expressway intersection includes the addition of a third right-turn lane for the eastbound approach on Willow Road. This improvement is identified in the City’s TIF and also includes construction of a shoulder-side bike path between the railroad crossing and Bayfront Expressway on the eastbound approach.

According to the FECPDA, Facebook is responsible for implementing this mitigation measure. Although the proposed mitigation would fully mitigate the impact, it remains significant and unavoidable because the intersection is under the jurisdiction of Caltrans and the City cannot guarantee the mitigation measure would be implemented.

i. Willow Road and Newbridge Street (#19)

A potential mitigation measure for the intersection of Willow Road and Newbridge Street includes restriping the southbound approach on Newbridge Street from one left-turn lane, one through lane, and one right-turn lane to one shared left-turn and through lane, one shared through and right-turn lane, and one right-turn lane, adding one additional receiving lane on the south leg of Newbridge Street accordingly, and adding a westbound shared through and right-turn lane, and an additional receiving lane for the westbound through traffic.

According to the FECPDA, Facebook is responsible for the improvements to the westbound approach. Restriping the left-turn lane and through lane on the southbound approach to a shared through and right-turn lane and a shared through and right-turn lane carries potentially significant secondary effects on bicyclists, making it difficult for them to position appropriately in the intersection and navigate, and for pedestrians, because of the multiple lanes of traffic permitted to turn across the crosswalk that could affect their walk phase. Additionally, providing a receiving lane on the south leg of Newbridge Street is not feasible due to right-of-way acquisition and property impacts in the City of East Palo Alto.

Although the proposed mitigation would fully mitigate the impact, it remains significant and unavoidable because the improvement is infeasible. No other feasible mitigation measures are available for this intersection at this time.

j. University Avenue and Bayfront Expressway (#25)

A potential mitigation measure for the intersection of University Avenue and Bayfront Expressway includes adding a fourth southbound through lane. The additional southbound through lane, and required southbound receiving lane, are not feasible due to the right-of-way acquisition that would be needed from multiple property owners, potential occurrence of wetlands, relocation of the Bay Trail, and substantial intersection modifications, which are under Caltrans jurisdiction.

Although the proposed mitigation would fully mitigate the impact, the impact remains significant and unavoidable because the improvement is infeasible. No other feasible mitigation measures are available for this intersection at this time.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Mitigation Measure TRA-1.1 involves intersection improvements to mitigate or reduce the impacts of the Project. However, intersection impacts would remain significant and unavoidable since the impact cannot be fully mitigated as described above under each specific intersection.

Remaining Impacts: The Project-specific impacts at the affected intersections would remain significant and unavoidable.

Impact TRA-2: Increases in traffic associated with the Project under the Near Term 2015 Plus Project Conditions would result in increased ADT volumes on Project area roadway segments resulting in potentially significant impacts.

Mitigation Measure TRA-2.1: Implement Roadway Segment Improvements to address Near Term Effects. The following mitigation measures were considered to reduce potentially significant impacts on study area roadway segments.

a. *Constitution Drive between Independence Drive and Chrysler Drive (G)*

As a partial mitigation measure to reduce the Project's impact on this roadway segment, the Project Sponsor shall be required to construct a Class III bicycle route on Constitution Drive between Independence Drive and Chrysler Drive. The facility, at a minimum, shall include bicycle route signs and shared-lane markings. This improvement was identified in the City's Comprehensive Bicycle Development Plan (2005).

The Project Sponsor shall install the proposed bicycle improvements prior to final inspection. Payment toward construction of these improvements is not eligible for a TIF credit.

b. *Constitution Drive between Jefferson Drive and Chilco Street (I)*

As a partial mitigation measure to reduce the Project's impact on this roadway segment, the Project Sponsor shall be required to construct a Class III bicycle route on Constitution Drive between Independence Drive and Chilco Street. The facility, at a minimum, shall include bicycle route signs and shared-lane markings. This improvement was identified in the City's Comprehensive Bicycle Development Plan (2005).

The Project Sponsor shall install the proposed bicycle improvements prior to final inspection. Payment toward construction of these improvements is not eligible for a TIF credit.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: To improve daily roadway operations a typical mitigation measure would seek to widen roads to add travel lanes and capacity. However, intersection impacts would remain significant and unavoidable since the impact cannot be fully mitigated as described above under each specific road segment.

Remaining Impacts: The Project-specific impacts to roadway segments would remain significant and unavoidable.

Impact TRA-3: Increases in traffic associated with the Project under the Near Term 2015 Plus Project Conditions would result in potentially significant impacts on several Routes of Regional Significance.

Mitigation Measure TRA-3.1: The following mitigation measures were considered to reduce potentially significant impacts on Regional Routes of Significance.

Routes of Regional Significance could be widened to add travel lanes, but the routes are under the jurisdiction of Caltrans. Adding a travel lane would increase capacity, but adding an additional lane to the roadway is not a feasible mitigation measure due to right-of-way constraints. Therefore, the following impacts remain significant and unavoidable.

- a. SR 84 between Willow Road and University Avenue
- b. SR 84 between University Avenue and the County Line
- c. US 101 between Marsh Road and Willow Road
- d. US 101 between Willow Road and University Avenue
- e. US 101 south of University Avenue

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: A typical mitigation measure would seek to widen the road to add travel lanes and capacity. However, impacts to Routes of Regional Significance would remain significant and unavoidable because these roadways are not under the jurisdiction of the City. In addition, freeway improvement projects, which add travel lanes are planned and funded on a regional scale and would be too costly for a single project to be expected to fund.

Remaining Impacts: The Project-specific impacts at the foregoing Routes of Regional Significance would remain significant and unavoidable.

Impact TRA-6: Increases in traffic associated with the Project under the Cumulative 2030 Plus Project Conditions would result in increased delays at several intersections during peak hours causing a potentially significant impact on the operation of several study intersections.

Mitigation Measure TRA-6.1: Implement Intersection Improvements to address Cumulative 2030 Conditions Effects on Study Intersections. The following mitigation measures were considered to reduce potentially significant impacts on study intersections.

- a. *Marsh Road and Bayfront Expressway (#1)*
See Near Term 2015 Plus Project Conditions TRA-1.1a.
- b. *Marsh Road and US 101 Northbound Off-Ramp (#3)*
See Near Term 2015 Plus Project Conditions TRA-1.1b.
- c. *Marsh Road and US 101 Southbound Off-Ramp (#4)*

A potential mitigation measure for the intersection of Marsh Road and US 101 southbound off-ramp includes widening the southbound off-ramp and adding an additional right-turn lane along with restriping the existing right-turn lanes into a shared

left and right-turn lane and adding an additional receiving lane on eastbound Marsh Road accordingly. However, this improvement is not feasible due to the right-of-way requirements that would be needed for the receiving lane on the eastbound Marsh Road bridge over US 101.

Although the proposed mitigation would fully mitigate the impact, the impact remains significant and unavoidable because the improvement is infeasible. No other feasible mitigation measures are available for this intersection at this time.

d. Marsh Road and Scott Drive (#5)

A potential mitigation measure for the intersection of Marsh Road and Scott Drive includes widening the westbound approach and adding a shared right-turn and through lane. The west side of Marsh Road would also need to be widened to accommodate an additional receiving lane. This improvement would require relocation of existing traffic signal poles, utility relocation, and relocation and reconstruction of the sidewalk and curb ramp on the southwest corner of the intersection. The improvement would also require acquisition of right-of-way, which is not feasible.

While the intersection is under City jurisdiction, the east leg of the intersection is located within Caltrans right-of-way, requiring coordination between the two jurisdictions for implementation of the improvements described above. As such, the City cannot guarantee the mitigation measure would be implemented. Although the proposed mitigation would fully mitigate the impact, the impact remains significant and unavoidable because the improvement is infeasible. No other feasible mitigation measures are available for this intersection at this time.

e. Marsh Road and Middlefield Road (#7)

The proposed mitigation measure for the intersection of Marsh Road and Middlefield Road includes the addition of a second southbound left-turn lane on Middlefield Road and one receiving lane on Marsh Road accordingly. This measure has been identified in past studies, and, is potentially feasible to construct within the existing right-of-way on Marsh Road. However, based on consultation with the Town of Atherton, widening Marsh Road may require covering Atherton Channel and removal of numerous heritage trees, and, thus, the Town of Atherton considers it infeasible. No other feasible mitigation measure has been identified by the Town of Atherton at the time this EIR was prepared. Because the improvement is under the Town of Atherton jurisdiction, which considers the improvements infeasible, the City cannot guarantee it would be implemented. Therefore, the impact remains significant and unavoidable.

f. Independence Drive and Constitution Drive (#8)

See Near Term 2015 Plus Project Conditions TRA-1.1c.

g. Chrysler Drive and Bayfront Expressway (#9)

See Near Term 2015 Plus Project Conditions TRA-1.1d.

h. Chrysler Drive and Jefferson Drive (#11)

See Near Term 2015 Plus Project Conditions TRA-1.1e.

- i. Chilco Street and Constitution Drive (#14)*
See Near Term 2015 Plus Project Conditions TRA-1.1g.
- j. Willow Road and Bayfront Expressway (#15)*
See Near Term 2015 Plus Project Conditions TRA-1.1h.
- k. Willow Road and Newbridge Street (#19)*
See Near Term 2015 Plus Project Conditions TRA-1.1i.
- l. Willow Road and Middlefield Road (#24)*

The proposed mitigation measure for the intersection of Willow Road and Middlefield Road includes widening the eastbound approach to add a second through lane on Willow Road. This improvement is identified in the City's TIF. Prior to the issuance of a building permit the Project Sponsor shall pay the adopted TIF in effect at the time the permit is issued. Payment of the TIF would reduce this cumulative impact to a less-than-significant level.

- m. University Avenue and Bayfront Expressway (#25)*
See Near Term 2015 Plus Project Conditions TRA-1.1j.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: These mitigation measures involve intersection improvements to mitigate or reduce the impacts of the Project. However, intersection impacts would not be reduced to less than significant because many improvements require obtaining additional right-of-way and several intersections are not under the City's jurisdiction.

Remaining Impacts: The Project-specific impacts to intersections would remain significant and unavoidable.

Impact TRA-7: Increases in traffic associated with the Project under the Cumulative 2030 Plus Project Conditions would result in increased average daily traffic causing a potentially significant impact on the operation of several study roadway segments.

Mitigation Measure TRA-7.1: Implement Roadway Segment Improvements to address Cumulative 2030 Conditions. The following mitigation measures were considered to reduce potentially significant impacts on roadway segments.

- a. Constitution Drive between Independence Drive and Chrysler Drive (G)*
See Near Term 2015 Plus Project Conditions TRA-2.1.
- b. Constitution Drive between Jefferson Drive and Chilco Street (I)*
See Near Term 2015 Plus Project Conditions TRA-2.1.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Mitigation Measure TR-7.1 involves roadway improvements to mitigate or reduce the impacts of the Project on roadway segment operations. However, to improve roadway operations, a typical mitigation measure would seek to widen the road to add travel lanes and capacity. These roadway impacts would not be reduced to less than significant because much of the City and surrounding areas are built out, making roadway widening difficult because right-of-way acquisition impacts local property owners.

Remaining Impacts: The Project-specific impacts to roadway segment operations would remain significant and unavoidable.

Impact TRA-8: Increases in traffic associated with the Project under the Cumulative 2030 Plus Project Conditions would result in potentially significant impacts on several Routes of Regional Significance.

Mitigation Measure TRA-8.1: Implement Routes of Regional Significance Improvements to address Cumulative 2030 Conditions Effects. The following mitigation measures were considered to reduce potentially significant impacts on Regional Routes of Significance. Routes of Regional Significance could be widened to add travel lanes, but the freeways are under the jurisdiction of Caltrans. Adding a travel lane would increase capacity, but adding an additional lane to the roadway is not a feasible mitigation measure due to right-of-way constraints. Therefore, the following impacts remain significant and unavoidable.

- a. SR 84 between Willow Road and University Avenue
- b. SR 84 between US 101 and Bayfront Expressway
- c. US 101 between Marsh Road and Willow Road
- d. US 101 between Willow Road and University Avenue
- e. US 101 south of University Avenue

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Mitigation Measure TRA-8.1 involves roadway improvements to mitigate or reduce the impacts of the Project on Routes of Regional Significance. A typical mitigation measure would seek to widen the road to add travel lanes and capacity. However, impacts to Routes of Regional Significance would not be reduced to less-than-significant levels because these roadways are not under the jurisdiction of the City. In addition, freeway improvement projects, which add travel lanes, are planned and funded on a regional scale and would be too costly for a single project to be expected to fund.

Remaining Impacts: The Project-specific impacts to Routes of Regional Significance would remain significant and unavoidable.

B. AIR QUALITY

Impact AQ-2: The Project could result in the violation of a BAAQMD air quality standard or substantial contribution to an existing or projected air quality violation during Project construction.

Mitigation Measure AQ-2.1: Implement Tailpipe Emission Reduction for Project Construction. NO_x emissions generated during construction are primarily contributed by tailpipe exhaust emissions from diesel powered construction equipment and haul trucks. Therefore, in order to reduce the NO_x emissions, mitigation measures to reduce tailpipe exhaust emissions during construction shall be implemented according to the mitigation measures recommended by the BAAQMD's CEQA Guidelines. The Project Sponsor shall require all construction contractors to implement the Basic Construction Mitigation Measures and Additional Construction Mitigation Measures recommended by BAAQMD to control tailpipe emissions. Emission reduction measures shall include at least the following measures and may include other measures identified as appropriate by the air district and/or contractor:

- Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 2 minutes.
- All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified visible emissions evaluator.
- The simultaneous occurrence of excavation, grading, and ground-disturbing construction activities in the same area at any one time shall be limited. Activities shall be phased to reduce the amount of disturbed surfaces at any one time.

The Project shall develop a plan that demonstrates that the offroad equipment (more than 50 horsepower) to be used in construction of the Project (i.e., owned, leased, and subcontractor vehicles) shall achieve a Project-wide fleet-average 20 percent NO_x reduction and 45 percent PM reduction compared with the most recent ARB fleet average. Acceptable options for reducing emissions include the use of late-model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available.

- All construction equipment, diesel trucks, and generators shall be required to be equipped with Best Available Control Technology for emission reductions of NO_x and PM.

All contractors shall be required to use equipment that meets ARB's most recent certification standard for offroad heavy-duty diesel engines.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Mitigation Measure AQ-2.1 involves implementing Basic Construction Mitigation Measures and Additional Construction Mitigation Measures to mitigate or reduce the impacts of the Project.

Remaining Impacts: The NO_x impacts would remain significant and unavoidable.

Impact C-AQ-2: Construction activities associated with the Project, in combination with other construction activities in the City, could generate substantial NO_x emissions in excess of BAAQMD threshold.

Mitigation Measure: Mitigation Measure AQ-1, as discussed in Impact AQ-2, has been identified to reduce the exhaust NO_x emissions.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigation: Mitigation Measure AQ-1 would not reduce cumulative construction NO_x emissions below the BAAQMD threshold.

Remaining Impacts: The Project-specific impacts to construction NO_x emissions would remain significant and unavoidable.

C. NOISE

Impact NOI-4: The Project would generate ground-borne vibration levels in excess of 65 VdB at nearby office buildings but would not exceed vibration levels in excess of 80 VdB and noise levels in excess of 43 dBA at nearby residences.

Mitigation Measure NOI-4.1: Notify Nearby Businesses of Project Construction Activities that Could Affect Vibration-Sensitive Equipment. The Project Sponsor shall provide notification to property owners and occupants of vibration-sensitive buildings within 225 feet of construction activities, prior to the start of Project construction, informing them of the estimated start date and duration of vibration-generating construction activities, such as would occur during site preparation, demolition, excavation, and grading. This notification shall include information warning about potential for impacts related to vibration-sensitive equipment. The Project Sponsor shall provide a phone number for the property owners and occupants to call if they have vibration-sensitive equipment on their sites. A copy of the notification and any responses shall be provided to the Planning Division prior to building permit issuance.

Mitigation Measure NOI-4.2: Implement Construction Best Management Practices to Reduce Construction Vibration. If vibration-sensitive equipment is identified within 225 feet of construction sites, the Project Sponsor shall implement the following measures during construction.

- To the extent feasible, construction activities that could generate high vibration levels at identified vibration-sensitive locations shall be scheduled during times that would have the least impact on nearby office uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 am to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday through Friday, or to those times as may be mutually agreed to the adjacent vibration-sensitive businesses, the Project Sponsor, and the City.

- Stationary sources, such as construction staging areas and temporary generators, hammer mill, or other crushing/breakup equipment, etc. shall be located as far from nearby vibration-sensitive receptors as possible.
- Trucks shall be prohibited from idling along Commonwealth Drive where vibration-sensitive equipment is located, as requested by a vibration-sensitive business.

FINDINGS: Based upon the entire record before the City, the City Council finds that:

Effects of Mitigations: Construction of the Project would have the potential to result in significant ground-borne vibration that would disturb vibration-sensitive land uses. Although implementation of these measures would reduce ground-borne vibration impacts from construction, vibration-sensitive equipment could still be exposed to excessive construction-generated vibration levels. Therefore, this impact is considered significant and unavoidable.

Remaining Impacts: The Project-specific increase in ground-borne vibration would remain significant and unavoidable.

IV. STATEMENT OF OVERRIDING CONSIDERATIONS

The City Council adopts and makes the following Statement of Overriding Considerations regarding the significant unavoidable impacts of the Project. After review of the entire administrative record, the City Council finds that, pursuant to CEQA section 21081(b) and CEQA Guidelines section 15093, specific economic, legal, social, technological and other benefits of the Project outweigh the Project's unavoidable adverse impacts and the City Council finds that the significant and unavoidable adverse impacts are acceptable in light of the Project's benefits.

A. Significant Unavoidable Impacts

With respect to the foregoing findings and in recognition of those facts that are included in the entire administrative record, the City has determined that the Project would result in significant unavoidable transportation impacts to intersections, roadway segments, and Routes of Regional Significance. Significant and unavoidable impacts would also occur associated with an increase in air pollutants due to an increase in vehicle trips and an increase in ambient noise levels associated with an increase in vehicle trips.

The City hereby finds that, where possible, changes or alterations have been required in or incorporated into the Project that substantially lessen the significant environmental effects identified in the Final EIR. The City further finds that there are no additional feasible mitigation measures that could be imposed to reduce and/or eliminate the significant and unavoidable impacts listed above. These impacts could not be reduced to a less-than-significant level by feasible changes, mitigation measures or alterations to the Project.

B. Overriding Considerations

The City Council finds that each of the overriding considerations set forth below constitutes a separate and independent ground for a finding that the benefits of the Project outweigh its significant adverse environmental impacts and is an overriding consideration warranting approval of the Project.

The Project will redevelop an unoccupied site and the Project Sponsor has offered a number of public and community benefits to the City including, committing to build the buildings LEED Gold or equivalent; contributing \$150,000 to be used by the City for capital improvement projects; dedicating an easement for future public access from Commonwealth Drive to the Dumbarton Rail Corridor; and providing a sales tax guarantee of a minimum of \$75,000 per year in sales tax to the City for each of the first 10 years of project occupancy.

Having identified the significant environmental effects of the Project, adopted all feasible mitigation measures, identified all unavoidable significant impacts, and balanced the specific economic, legal, social, technological, and other benefits of the Project, the City Council has determined that the significant and unavoidable adverse impacts are outweighed by the benefits and may be considered acceptable, and therefore approves the Project as described herein.

V. ADOPTION OF THE MMRP

The City Council hereby adopts the mitigation measures set forth for the Project in the Final EIR and the MMRP attached hereto as Exhibit A and incorporated herein by this reference.

VI. SEVERABILITY

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

I, Pamela Aguilar, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the 19th day of August, 2014, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this 19th day of August, 2014.

Pamela Aguilar
City Clerk

THIS PAGE INTENTIONALLY LEFT BLANK

Commonwealth Corporate Center Project Mitigation Monitoring and Reporting Program

Introduction

The California Environmental Quality Act (CEQA) requires the adoption of feasible mitigation measures to reduce the severity and magnitude of significant environmental impacts associated with project development. The Environmental Impact Report (EIR) prepared for the proposed Commonwealth Corporate Center Project (Project) includes mitigation measures to reduce the potential environmental effects of the Project.

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

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

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
AESTHETICS				
IMPACT BEING ADDRESSED: The Project could create a new source of substantial light or glare that could adversely affect daytime or nighttime views in the area. (AES-2)				
<p><i>AES-2.1: Design Lighting to Meet Minimum Safety and Security Standards.</i></p> <p>Concurrent with the building permit submittal, the Project Sponsor shall incorporate lighting design specifications to meet minimum safety and security standards. The comprehensive site lighting plans shall be subject to review and approval by the City's Community Development Department Planning Division prior to building permit issuance of the first building on that site. The following measures shall be included in all lighting plans.</p> <ul style="list-style-type: none"> • Luminaries shall be designed with cutoff-type fixtures or features that cast low-angle illumination to minimize incidental spillover of light onto adjacent private properties. Fixtures that shine light upward or horizontally shall not spill any light onto adjacent private properties. • Luminaries shall provide accurate color rendering and natural light qualities. Low-pressure sodium and high-pressure sodium fixtures that are not color-corrected shall not be used, except as part of an approved sign or landscape plan. • Luminary mountings shall be downcast and pole heights minimized to reduce potential for back scatter into the nighttime sky and incidental spillover light onto adjacent properties and undeveloped open space. Light poles shall be no higher than 20 feet. Luminary mountings shall be treated with non-glare finishes. 	<p>Incorporate lighting design specification to meet minimum safety and security standards.</p>	<p>Submittal of lighting plan concurrent with building permit application</p>	<p>Project Sponsor</p>	<p>City of Menlo Park Community Development Department (CDD)</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><i>AES-2.2: Treat Reflective Surfaces.</i></p> <p>The Project Sponsor shall ensure application of low-emissivity coating on exterior glass surfaces of the proposed structures. The low-emissivity coating shall reduce visible light reflection of the visible light that strikes the glass exterior and prevent interior light from being emitted brightly through the glass.</p>	Apply low-emissivity coating on exterior glass surfaces of the proposed structures	Concurrent with building permit application	Project Sponsor	CDD
TRANSPORTATION				
<i>IMPACT BEING ADDRESSED: Increases in traffic generated by the Project under Near Term 2015 Plus Project Conditions would result in increased delays during AM and PM Peak Hours causing a potentially significant impact on the operation of several of the study intersections. (TRA-1)</i>				
<p><i>TRA-1.1: Implement Intersection Improvements to address Near Term Effects on Study Intersections.</i></p> <p>The following mitigation measures were considered to reduce potentially significant impacts on study intersections.</p>	See below	See below	See below	See below
<p><i>a. Marsh Road and Bayfront Expressway (#1)</i></p> <p>A portion of the proposed mitigation measure for the intersection of Marsh Road and Bayfront Expressway is the same as the mitigation measure proposed for the Housing Element Environmental Assessment (EA) (TR-1g, TR-2w). The measure includes restriping the existing southbound approach of Haven Avenue from one shared left-turn and through lane, one through lane, and one right-turn lane to one shared left-turn and through lane, one shared through and right-turn lane, and one right-turn lane (the single through-lane will be combined with a right-turn lane). The improvements also include bicycle and pedestrian enhancements to the Haven Avenue approach. The improvements to the southbound leg are the responsibility of the St. Anton (Haven Avenue Residential) development per the Housing Element EA and are currently in the design phase.</p> <p>Additionally, the eastbound approach of Marsh Road would be widened to accommodate a third right-turn</p>	<p>Prepare detailed improvement construction plans for the proposed mitigation measures on the eastbound approach at the intersection of Marsh Road and Bayfront Expressway.</p> <p>Obtain approval for the improvement construction plans and provide a bond for improvements in the amount equal to the estimated construction cost for the intersection improvements plus a 15 percent contingency.</p> <p>Submit plans to the PW (Public Works) Director and Caltrans.</p> <p>Complete and submit a Caltrans encroachment permit.</p>	<p>Prior to issuance of a grading permit</p> <p>Prior to the issuance of a building permit for the shell</p> <p>After approval of the PW Director</p> <p>Within 30 days of receiving City approval</p>	Project Sponsor	PW Caltrans

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>lane. This has potentially significant secondary effects on bicyclists by requiring them to cross multiple lanes of traffic to make a left-turn or proceed through the intersection; and on pedestrians by increasing the crossing distance, exacerbating the multiple threat scenario (where vehicles block sight lines between drivers in adjacent lanes and crossing pedestrians), and exposure time to vehicle traffic. This improvement would therefore be required to include enhancements to bicycle and pedestrian infrastructure along Marsh Road in the area between the US 101 NB off-ramp and Bayfront Expressway to reduce the secondary effects of this mitigation measure. The Project Sponsor is responsible for the third right-turn lane and bicycle/pedestrian improvements for the eastbound approach on Marsh Road.</p> <p>Prior the issuance of a grading permit, the Project Sponsor shall prepare detailed improvement construction plans for the proposed mitigation measures on the eastbound approach at the intersection of Marsh Road and Bayfront Expressway for review and approval by the Public Works Director. Prior to the issuance of a building permit for the shell, the Project Sponsor shall provide a bond for improvements in the amount equal to the estimated construction cost for the intersection improvements plus a 15 percent contingency. Complete plans shall include all necessary requirements to construct the improvements in the public right-of-way, including grading and drainage improvements, utility relocations, traffic signal relocations/modifications, tree protection requirements, and signage and striping modifications. The plans shall be subject to review and approval of the Public Works Director prior to submittal to Caltrans.</p> <p>The Project Sponsor shall complete and submit a Caltrans encroachment permit within 30 days of receiving City approval of the plans. The Project Sponsor shall commence the construction of the improvements within 180 days of receiving Caltrans</p>	<p>Commence the construction of the improvements.</p>	<p>Within 180 days of Caltrans approval</p>		

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>approval Caltrans and any other applicable agencies and diligently prosecute such construction until it is completed. If Caltrans does not approve the proposed intersection improvements within 5 years from the CDP effective date, and the Project Sponsor demonstrates that it has worked diligently to pursue Caltrans approval to the satisfaction of the Public Works Director, in his/her sole discretion, then the Project Sponsor shall be relieved of responsibility to construct the improvement and the bond shall be released by the City after the Project Sponsor submits funds equal to the bid construction cost to the City. The City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City with priority given to portions of the City east of US 101. Construction of this improvement, or in the case that Caltrans does not approve the intersection improvement, payment of funds equal to the bid construction cost to the City, by the Project Sponsor shall count as a future credit toward payment of the Transportation Impact Fee (TIF) pursuant to the TIF Ordinance. Although the proposed mitigation would fully mitigate the impact, it remains significant and unavoidable because the intersection is under the jurisdiction of Caltrans and the City cannot guarantee the mitigation measure would be implemented.</p>				
<p><i>e. Chrysler Drive and Jefferson Drive (#11)</i> A potential mitigation measure for the intersection of Chrysler Drive and Jefferson Drive includes signaling the intersection. With the addition of Project traffic, the intersection meets the peak hour signal warrants defined in the California Manual on Uniform Traffic Control Devices (California MUTCD) during the PM Peak Hour (Appendix 3.3-G). However, the California MUTCD includes eight criteria used to evaluate the potential installation of a traffic signal and cautions that installing a signal should only occur after “an engineering study indicates that installing a traffic</p>	<p>Construct sidewalks, as well as install a crosswalk and Americans with Disabilities Act (ADA)-compliant pedestrian curb ramps, and contribute a fair share contribution toward the future improvement of this intersection. Work with the City’s Transportation Manager during design.</p>	<p>Construction of improvements: prior to the final inspection of the proposed buildings</p> <p>Payment of contribution: prior to the issuance of a building permit</p>	<p>Project Sponsor</p>	<p>City’s Transportation Manger</p> <p>PW</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>control signal will improve the overall safety and/or operation of the intersection.” While signalizing the intersection would mitigate the Project’s peak hour impact, only one of the eight criteria is met and given intersection spacing, installation of a signal would not be good traffic engineering practice. After conducting a comprehensive traffic study, the City will have discretion as to if and when a traffic signal may be installed based on California MUTCD requirements. Thus, at this time, the City cannot guarantee that a traffic signal would be installed, and therefore, the impact remains significant and unavoidable.</p> <p>As a partial mitigation measure, the Project Sponsor shall be required to construct sidewalks along 138 and 160 Jefferson Drive and the Jefferson Drive frontage of 1150 Chrysler Drive, as well as install a crosswalk and Americans with Disabilities Act (ADA)-compliant pedestrian curb ramps across the Jefferson Drive leg of the Chrysler Drive and Jefferson Drive intersection, and contribute a fair share contribution toward the future improvement of this intersection, which may include future signalization (if determined to be appropriate at a later date) or installation of other traffic control devices such as a roundabout or traffic circle. If a traffic signal is not installed, the City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City. The design of the sidewalks and related improvements shall be prepared by the Project Sponsor, in collaboration with the City’s Transportation Manager to work around obstacles in the public right-of-way, such as utility poles and heritage trees. The sidewalks and related improvements shall be constructed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. The fair share contribution for intersection improvements shall be paid prior to the issuance of a building permit. Construction of these improvements is</p>				

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
not eligible for TIF credit.				
<p><i>f. Chrysler Drive and Independence Drive (#12)</i></p> <p>The proposed mitigation measure for the intersection of Chrysler Drive and Independence Drive includes signalizing the intersection. The signal warrant is met for the PM Peak Hour as shown in Appendix 3.3-G. However, the California MUTCD includes eight criteria used to evaluate the potential installation of a traffic signal and cautions that installing a signal should only occur after “an engineering study indicates that installing a traffic control signal will improve the overall safety and/or operation of the intersection.” While signalizing the intersection would mitigate the Project’s peak hour impact, only one of the eight criteria is met and given intersection spacing, installation of a signal would not be good traffic engineering practice. After conducting a comprehensive traffic study, the City will have discretion as to if and when a traffic signal may be installed based on California MUTCD requirements. Thus, at this time, the City cannot guarantee that a traffic signal would be installed, and therefore, the impact remains significant and unavoidable.</p> <p>As a partial mitigation measure, the Project Sponsor shall be required to construct sidewalks along the Chrysler Drive frontage of 1150 Chrysler Drive, as well as install a crosswalk and ADA-compliant pedestrian curb ramps across the east leg of Chrysler Drive at the Chrysler Drive and Independence Drive intersection, and contribute a fair share contribution toward the future improvement of this intersection, which may include future signalization (if determined to be appropriate at a later date) or installation of other traffic control devices such as a roundabout or traffic circle. If a traffic signal is not installed, the City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and</p>	<p>Construct sidewalks, as well as install a crosswalk and ADA-compliant pedestrian curb ramps, and contribute a fair share contribution toward the future improvement of this intersection. Work with the City’s Transportation Manager during design.</p>	<p>Construction of improvements: prior to the final inspection of the proposed buildings</p> <p>Payment of contribution: prior to the issuance of a building permit</p>	<p>Project Sponsor</p>	<p>City’s Transportation Manger</p> <p>PW</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>transit improvements and TDM programs, throughout the City. The design of the sidewalks and related improvements prepared by the Project Sponsor, in collaboration with the City's Transportation Manager to work around obstacles in the public right-of-way, such as utility poles and heritage trees. The sidewalks and related improvements shall be constructed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. The fair share contribution for intersection improvements shall be paid prior to the issuance of a building permit. Construction of these improvements is not eligible for a TIF credit.</p>				
<p><i>g. Chilco Street and Constitution Drive (#14)</i> The proposed mitigation measure for the Chilco Street and Constitution Drive intersection includes striping the southbound approach to include one left-turn lane and one shared through/right-turn lane. The striping improvements shall be installed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. Alternatively, the Project Sponsor may choose to pay the cost of the approved striping improvement to the City prior to final inspection so that the City can use the Project Sponsor's funds to install the proposed improvements. Payment toward construction of these improvements is not eligible for a TIF credit. With the implementation of this mitigation measure, the impact would be reduced to a less-than-significant level.</p>	<p>Install striping improvements.</p>	<p>Prior to final inspection</p>	<p>Project Sponsor</p>	<p>PW</p>
<p><i>IMPACT BEING ADDRESSED: Increases in traffic associated with the Project under the Near Term 2015 Plus Project Conditions would result in increased ADT volumes on Project area roadway segments resulting in potentially significant impacts. (TRA-2)</i></p>				
<p><i>TRA-2.1: Implement Roadway Segment Improvements to address Near Term Effects. The following mitigation measures were considered to reduce potentially significant impacts on study area roadway segments.</i></p>	<p>See below</p>	<p>See below</p>	<p>See below</p>	<p>See below</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>a. <i>Constitution Drive between Independence Drive and Chrysler Drive (G)</i></p> <p>As a partial mitigation measure to reduce the Project's impact on this roadway segment, the Project Sponsor shall be required to construct a Class III bicycle route on Constitution Drive between Independence Drive and Chrysler Drive. The facility, at a minimum, shall include bicycle route signs and shared-lane markings. This improvement was identified in the City's Comprehensive Bicycle Development Plan (2005).</p> <p>The Project Sponsor shall install the proposed bicycle improvements prior to final inspection. Payment toward construction of these improvements is not eligible for a TIF credit.</p>	<p>Construct a Class III bicycle route on Constitution Drive between Independence Drive and Chrysler Drive.</p>	<p>Prior to final inspection</p>	<p>Project Sponsor</p>	<p>PW</p>
<p>b. <i>Constitution Drive between Jefferson Drive and Chilco Street (I)</i></p> <p>As a partial mitigation measure to reduce the Project's impact on this roadway segment, the Project Sponsor shall be required to construct a Class III bicycle route on Constitution Drive between Independence Drive and Chilco Street. The facility, at a minimum, shall include bicycle route signs and shared-lane markings. This improvement was identified in the City's Comprehensive Bicycle Development Plan (2005).</p> <p>The Project Sponsor shall install the proposed bicycle improvements prior to final inspection. Payment toward construction of these improvements is not eligible for a TIF credit.</p>	<p>Construct a Class III bicycle route on Constitution Drive between Independence Drive and Chilco Street.</p>	<p>Prior to final inspection</p>	<p>Project Sponsor</p>	<p>PW</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<i>IMPACT BEING ADDRESSED: Increases in traffic associated with the Project under the Cumulative 2030 Plus Project Conditions would result in increased delays at several intersections during peak hours causing a potentially significant impact on the operation of several study intersections. (TRA-6)</i>				
<i>TRA-6.1: Implement Intersection Improvements to address Cumulative 2030 Conditions Effects on Study Intersections.</i> The following mitigation measures were considered to reduce potentially significant impacts on study intersections.	See below	See below	See below	See below
<i>a. Marsh Road and Bayfront Expressway (#1)</i> See Near Term 2015 Plus Project Conditions TRA-1.1a.	See above	See above	See above	See above
<i>b. Marsh Road and US 101 Northbound Off-Ramp (#3)</i> See Near Term 2015 Plus Project Conditions TRA-1.1b.	See above	See above	See above	See above
<i>l. Willow Road and Middlefield Road (#24)</i> The proposed mitigation measure for the intersection of Willow Road and Middlefield Road includes widening the eastbound approach to add a second through lane on Willow Road. This improvement is identified in the City's TIF. Prior to the issuance of a building permit the Project Sponsor shall pay the adopted TIF in effect at the time the permit is issued. Payment of the TIF would reduce this cumulative impact to a less-than-significant level.	Widen the eastbound approach to add a second through lane on Willow Road. Provide payment to the TIF.	Prior to issuance of a building permit	Project Sponsor	PW
<i>IMPACT BEING ADDRESSED: Increases in traffic associated with the Project under the Cumulative 2030 Plus Project Conditions would result in increased average daily traffic causing a potentially significant impact on the operation of several study roadway segments. (TRA-7)</i>				
<i>TRA-7.1: Implement Roadway Segment Improvements to address Cumulative 2030 Conditions.</i> The following mitigation measures were considered to reduce potentially significant impacts on roadway segments.	See above	See above	See above	See above
<i>a. Constitution Drive between Independence Drive and Chrysler Drive (G)</i> See Near Term 2015 Plus Project Conditions TRA-2.1.	See above	See above	See above	See above
<i>b. Constitution Drive between Jefferson Drive and Chilco Street (I)</i>	See above	See above	See above	See above

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
See Near Term 2015 Plus Project Conditions TRA-2.1.				
<i>IMPACT BEING ADDRESSED: Increases in traffic associated with the Project under the Cumulative 2030 Plus Project Conditions would result in potentially significant impacts on several Routes of Regional Significance. (TRA-8)</i>				
AIR QUALITY				
<i>IMPACT BEING ADDRESSED: The Project could result in the violation of a BAAQMD air quality standard or substantial contribution to an existing or projected air quality violation during Project construction. (AQ-2)</i>				
<p><i>AQ-2.1: Implement Tailpipe Emission Reduction for Project Construction.</i></p> <p>NO_x emissions generated during construction are primary contributed by tailpipe exhaust emissions from diesel powered construction equipment and haul trucks. Therefore, in order to reduce the NO_x emissions, mitigation measures to reduce tailpipe exhaust emissions during construction shall be implemented according to the mitigation measures recommended by the BAAQMD's CEQA Guidelines.</p> <p>The Project Sponsor shall require all construction contractors to implement the Basic Construction Mitigation Measures and Additional Construction Mitigation Measures recommended by BAAQMD to control tailpipe emissions. Emission reduction measures shall include at least the following measures and may include other measures identified as appropriate by the air district and/or contractor:</p> <ul style="list-style-type: none"> • Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 2 minutes. • All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified visible emissions evaluator. • The simultaneous occurrence of excavation, grading, and ground-disturbing construction activities in the same area at any one time shall be 	<p>Implement the Basic Construction Mitigation Measures and Additional Construction Mitigation Measures recommended by BAAQMD to reduce tailpipe exhaust emissions during construction.</p>	<p>During construction</p>	<p>Project Sponsor and Contractor(s)</p>	<p>PW / CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>limited. Activities shall be phased to reduce the amount of disturbed surfaces at any one time.</p> <p>The Project shall develop a plan that demonstrates that the offroad equipment (more than 50 horsepower) to be used in construction of the Project (i.e., owned, leased, and subcontractor vehicles) shall achieve a Project-wide fleet-average 20 percent NO_x reduction and 45 percent PM reduction compared with the most recent ARB fleet average. Acceptable options for reducing emissions include the use of late-model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available.</p> <ul style="list-style-type: none"> • All construction equipment, diesel trucks, and generators shall be required to be equipped with Best Available Control Technology for emission reductions of NO_x and PM. • All contractors shall be required to use equipment that meets ARB's most recent certification standard for offroad heavy-duty diesel engines. 				
<p><i>AQ-2.2: Implement BAAQMD Basic Construction Mitigation Measures to Reduce Construction-Related Dust.</i></p> <p>BAAQMD does not have mass emission thresholds for fugitive emissions, but considers dust impacts to be less than significant if BMPs are employed to reduce these emissions. Therefore, the Project Sponsor shall require all construction contractors to implement the basic construction mitigation measures recommended by BAAQMD to reduce fugitive dust emissions. Emission reduction measures shall include, at a minimum, the following measures. Additional measures may be identified by BAAQMD or contractor as appropriate.</p> <ul style="list-style-type: none"> • All exposed surfaces (e.g., parking areas, staging 	<p>Implement the basic construction mitigation measures recommended by BAAQMD to reduce fugitive dust emissions.</p>	<p>During construction</p>	<p>Project Sponsor and Contractor(s)</p>	<p>PW / CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.</p> <ul style="list-style-type: none"> • All haul trucks transporting soil, sand, or other loose material off-site shall be covered. • All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited. • All vehicle speeds on unpaved roads shall be limited to 15 mph. • All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used. • A publicly visible sign shall be posted with the telephone number and name of the person to contact at the lead agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. BAAQMD's phone number shall also be visible to ensure compliance with applicable regulations. 				
<p>IMPACT BEING ADDRESSED: Construction activities associated with the Project, in combination with other construction activities in the City, could generate substantial NO_x emissions in excess of BAAQMD threshold. (C-AQ-2)</p>				
<p>See Mitigation Measure AQ-1</p>				
<p>GREENHOUSE GAS EMISSIONS</p>				
<p>IMPACT BEING ADDRESSED: The Project would generate greenhouse gas emissions during Project construction. (GHG-1)</p>				
<p><i>GHG-1.1: Implement BAAQMD Best Management Practices for Construction.</i></p> <p>The Project Sponsor shall require all construction contractors to implement the BMPs recommended by the BAAQMD to reduce GHG emissions. Emission reduction measures shall include, at a minimum, the use of local building materials of at least 10 percent, the reuse of materials, such as concrete on site of at least 20</p>	<p>Implement the BMPs recommended by the BAAQMD to reduce GHG emissions.</p>	<p>During construction</p>	<p>Project Sponsor and Contractor(s)</p>	<p>PW / CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
percent, and the use of alternative fueled vehicles for construction vehicles/equipment.				
NOISE				
IMPACT BEING ADDRESSED: The Project could generate construction equipment noise in excess of 85 dBA L_{max} at 50 feet from the construction equipment. (NOI-1)				
<p><i>NOI-1.1: Implement Noise Control Measures to Reduce Construction Noise during Project Construction.</i></p> <p>The Project Sponsor shall implement the following measures during demolition and construction of the Project as needed to maintain off-site construction-related noise at 90 dBA or less. The Noise Control Measures may include, but are not limited to, the following.</p> <ul style="list-style-type: none"> • To the extent feasible, the noisiest construction activities (primarily demolition and grading activities) shall be scheduled during times that would have the least impact on nearby office uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 a.m. to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday through Friday. • Equipment and trucks used for Project construction shall use the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically attenuating shields or shrouds). • Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for Project construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used where feasible, 	Implement noise control measures to reduce construction noise during construction.	During construction	Project Sponsor and Contractor(s)	CDD

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>and this could achieve a reduction of 5 dBA. Quieter procedures shall be used, such as drills rather than impact equipment, whenever feasible.</p> <ul style="list-style-type: none"> • Construction contractors, to the maximum extent feasible, shall be required to use “quiet” gasoline-powered compressors or other electric-powered compressors, and use electric rather than gasoline or diesel powered forklifts for small lifting. Stationary noise sources, such as temporary generators, shall be located at least 50 feet from the property line and as far from nearby sensitive receptors as possible, and shall be located at least muffled and enclosed within temporary sheds, incorporate insulation barriers, or other measures. • Install temporary noise barriers eight feet in height around the construction site to minimize construction noise to 90 dBA as measured at the applicable property lines of the adjacent uses, unless an acoustical engineer submits documentation that confirms that the barriers are not necessary to achieve the attenuation levels. • Trucks shall be prohibited from idling along streets serving the construction site for more than five minutes. 				
<p><i>IMPACT BEING ADDRESSED: The Project would generate ground-borne vibration levels in excess of 65 VdB at nearby office buildings but would not exceed vibration levels in excess of 80 VdB and noise levels in excess of 43 dBA at nearby residences. (NOI-4)</i></p>				
<p><i>NOI-4.1: Notify Nearby Businesses of Project Construction Activities that Could Affect Vibration-Sensitive Equipment.</i></p> <p>The Project Sponsor shall provide notification to property owners and occupants of vibration-sensitive buildings within 225 feet of construction activities, prior to the start of Project construction, informing them of the estimated start date and duration of vibration-generating construction activities, such as would occur during site preparation, demolition, excavation, and grading. This notification shall include</p>	<p>Provide notification to adjacent property owners and occupants, informing them of the estimated start date and duration of vibration-generating construction activities.</p>	<p>Prior to construction</p>	<p>Project Sponsor</p>	<p>CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>information warning about potential for impacts related to vibration-sensitive equipment. The Project Sponsor shall provide a phone number for the property owners and occupants to call if they have vibration-sensitive equipment on their sites. A copy of the notification and any responses shall be provided to the Planning Division prior to building permit issuance.</p>				
<p><i>NOI-4.2: Implement Construction Best Management Practices to Reduce Construction Vibration.</i></p> <p>If vibration-sensitive equipment is identified within 225 feet of construction sites, the Project Sponsor shall implement the following measures during construction.</p> <ul style="list-style-type: none"> • To the extent feasible, construction activities that could generate high vibration levels at identified vibration-sensitive locations shall be scheduled during times that would have the least impact on nearby office uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 am to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday through Friday, or to those times as may be mutually agreed to the adjacent vibration-sensitive businesses, the Project Sponsor, and the City. • Stationary sources, such as construction staging areas and temporary generators, hammer mill, or other crushing/breakup equipment, etc. shall be located as far from nearby vibration-sensitive receptors as possible. • Trucks shall be prohibited from idling along Commonwealth Drive where vibration-sensitive equipment is located, as requested by a vibration-sensitive business. 	<p>Implement construction best management practices to reduce construction vibration.</p>	<p>Measures shown on plans, construction documents and specification and ongoing through construction</p>	<p>Project Sponsor and Contractor(s)</p>	<p>CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
CULTURAL RESOURCES				
IMPACT BEING ADDRESSED: The Project has the potential to encounter and damage or destroy previously unknown subsurface archaeological resources during construction. (CUL-2)				
<p><i>CUL-2.1: Perform Construction Monitoring, Evaluate Uncovered Archaeological Features, and Mitigate Potential Disturbance for Identified Significant Resources at the Project Site.</i></p> <p>Prior to demolition, excavation, grading, or other construction-related activities on the Project site, the applicant shall hire a qualified professional archaeologist (i.e., one who meets the Secretary of the Interior's professional qualifications for archaeology or one under the supervision of such a professional) to monitor, to the extent determined necessary by the archaeologist, Project-related earth-disturbing activities (e.g., grading, excavation, trenching).</p> <p>In the event that any prehistoric or historic-period subsurface archaeological features or deposits, including locally darkened soil (midden), that could conceal cultural deposits, animal bone, obsidian, and/or mortar are discovered during demolition/construction-related earth-moving activities, all ground-disturbing activity within 100 feet of the discovery shall be halted immediately, and the Planning and Building Divisions shall be notified within 24 hours. City staff shall consult with the Project archeologist to assess the significance of the find. Impacts on any significant resources shall be mitigated to a less-than-significant level through data recovery or other methods determined adequate by the City and that are consistent with the Secretary of the Interior's Standards for Archaeological Documentation.</p> <p>If Native American archaeological, ethnographic, or spiritual resources are discovered, all identification and treatment of the resources shall be conducted by a qualified archaeologist and Native American representatives who are approved by the local Native</p>	<p>Retain a qualified archeologist to monitor project-related earth-disturbing activities.</p> <p>Halt all ground-disturbing activity within 100 feet of any discovery of an archaeological feature. Notify the City of Menlo Park Community Development Department within 24 hours.</p> <p>If any Native American resources are discovered, all identification and treatment of the resources shall be conducted by a qualified archaeologist and Native American representatives.</p>	<p>Prior to grading activities and during construction</p>	<p>Qualified Archaeologist retained by Project Sponsor</p>	<p>CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>American community as scholars of the cultural traditions. In the event that no such Native American is available, persons who represent tribal governments and/or organizations in the locale in which resources could be affected shall be consulted. When historic archaeological sites or historic architectural features are involved, all identification and treatment is to be carried out by historical archaeologists or architectural historians who meet the Secretary of the Interior's professional qualifications for archaeology and/or architectural history.</p>				
<p>IMPACT BEING ADDRESSED: The Project could destroy a unique paleontological resource or site or unique geologic feature. (CUL-3)</p>				
<p><i>CUL-3.1: Conduct Protocol and Procedures for Encountering Paleontological Resources.</i></p> <p>Prior to the start of any subsurface excavations that would extend beyond previously disturbed soils, all construction forepersons and field supervisors shall receive training by a qualified professional paleontologist, as defined by the Society of Vertebrate Paleontology (SVP), who is experienced in teaching non-specialists, to ensure they can recognize fossil materials and shall follow proper notification procedures in the event any are uncovered during construction. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who shall evaluate its significance.</p> <p>If a fossil is determined to be significant and avoidance is not feasible, the paleontologist shall develop and implement an excavation and salvage plan in accordance with SVP standards. Construction work in these areas shall be halted or diverted to allow recovery of fossil remains in a timely manner. Fossil remains collected during the monitoring and salvage portion of the mitigation program shall be cleaned, repaired, sorted, and cataloged. Prepared fossils, along with copies of all pertinent field notes, photos, and maps,</p>	<p>Provide training by a qualified professional paleontologist to construction personnel.</p> <p>If paleontological materials are discovered, an excavation and salvage plan shall be developed and construction in the affected area shall be halted.</p>	<p>Prior to grading activities and during construction</p>	<p>Qualified Paleontologist retained by Project Sponsor and Project Sponsor</p>	<p>CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>shall then be deposited in a scientific institution with paleontological collections. A final Paleontological Mitigation Plan Report shall be prepared that outlines the results of the mitigation program. The City shall be responsible for ensuring that monitor's recommendations regarding treatment and reporting are implemented.</p>				
<p><i>IMPACT BEING ADDRESSED: The Project has the potential to encounter or discover human remains during excavation or construction. (CUL-4)</i></p>				
<p><i>CUL-4.1: Comply with State Regulations Regarding the Discovery of Human Remains at the Project Site.</i></p> <p>If human remains are discovered during any construction activities, all ground-disturbing activity within 50 feet of the remains shall be halted immediately, and the County Coroner shall be notified immediately, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. Additionally, the Building Division shall be notified.</p> <p>If the remains are determined by the County Coroner to be Native American, the Native American Heritage Commission (NAHC) shall be notified within 24 hours, and the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The Project Sponsor shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant, if any, identified by the NAHC. As necessary, the archaeologist may provide professional assistance to the Most Likely Descendant, including the excavation and removal of the human remains. The City of Menlo Park Community Development Department Planning Division shall be responsible for approval of recommended mitigation as it deems appropriate, taking account of the provisions of state law, as set forth in State CEQA Guidelines Section 15064.5(e) and Public Resources Code Section 5097.98. The applicant shall implement approved</p>	<p>Halt ground-disturbing activities within 50 feet of discovered human remains if human remains are discovered during any construction activities. Notify the County Coroner shall be notified immediately.</p> <p>If remains are determined to be Native American, NAHC guidelines shall be followed and a qualified archaeologist shall determine the Most Likely Descendant.</p>	<p>During construction</p>	<p>Qualified Archeologist retained by the Project Sponsor</p>	<p>CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
mitigation, to be verified by the Planning Division, before the resumption of ground-disturbing activities within 50 feet of where the remains were discovered.				
IMPACT BEING ADDRESSED: Construction activities on the Project site and other cumulative development could result in impacts on archaeological resources. (C-CUL-2)				
See Mitigation Measures CUL-2.1, CUL-3.1, and CUL-4.1				
HAZARDS AND HAZARDOUS MATERIALS				
IMPACT BEING ADDRESSED: The Project could create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment. (HAZ-2)				
<p><i>HAZ-2.1: Engineering Controls and Best Management Practices during Construction.</i></p> <p>During construction the contractor shall employ use of BMPs to minimize human exposure to potential contaminants. Engineering controls and Construction BMPs shall include the following.</p> <ul style="list-style-type: none"> • Contractor employees working on site shall be certified in OSHA's 40-hour Hazardous Waste Operations and Emergency Response (HAZWOPER) training. • Contractor shall monitor area around construction site for fugitive vapor emissions with appropriate field screening instrumentation. • Contractor shall water/mist soil as its being excavated and loaded onto transportation trucks. • Contractor shall place any stockpiled soil in areas shielded from prevailing winds. • Contractor shall cover the bottom of excavated areas with sheeting when work is not being performed. 	Employ the use of BMPs to minimize human exposure to potential contaminants.	During construction	Project Sponsor and Contractor(s)	CDD

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p><i>HAZ-2.2: Develop Construction Activity Dust Control Plan (DCP) and Asbestos Dust Management Plan (ADMP).</i></p> <p>Prior to commencement of site grading, the Project Sponsor shall retain a qualified professional to prepare a DCP/ADMP. The DCP shall incorporate the applicable BAAQMD pertaining to fugitive dust control. The ADMP shall be submitted to and approved by the BAAQMD prior to the beginning of construction, and the Project Sponsor must ensure the implementation of all specified dust control measures throughout the construction of the Project. The ADMP shall require compliance with specific control measures to the extent deemed necessary by the BAAQMD to meet its standard.</p>	Prepare a DCP/ADMP	Prior to site grading	Qualified professional retained by the Project Sponsor	CDD/ BAAQMD
<p>IMPACT BEING ADDRESSED: The Project could emit hazardous emissions or involve handling of hazardous or acutely hazardous materials, substances, or waste within 0.25 miles of an existing or proposed school. (HAZ-3)</p>				
See Mitigation Measures HAZ-2.1 and HAZ-2.2.				
BIOLOGICAL RESOURCES				
<p>IMPACT BEING ADDRESSED: The Project could have an impact on species identified as candidate, sensitive, or special-status in local or regional plans, policies, or regulations. (BIO-1)</p>				
<p><i>BIO-1.1: Identify and protect roosting and breeding bats on the Project site and provide alternative roosting habitat.</i></p> <p>The Sobrato Organization (Project Sponsor) shall implement the following measures to protect roosting and breeding bats found in a tree or structure to be removed with the implementation of the Project.</p> <p>Prior to tree removal or demolition activities, the Project Sponsor shall retain a qualified biologist to conduct a focused survey for bats and potential roosting sites within buildings to be demolished or trees to be removed. The surveys can be conducted by visual identification and can assume presence of hoary and/or pallid bats or the bats can be identified to a species-level with the use of a bat echolocation detector</p>	Retain a qualified biologist to conduct a focused survey for bats and potential roosting sites within buildings to be demolished or trees to be removed. If bats are found, monitor to determine nature of roost or evict using BCI techniques.	Prior to building demolition or tree removal	Qualified Biologist retained by Project Sponsor	CDD

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>such as an “Anabat” unit. If no roosting sites or bats are found, a letter report confirming absence shall be sent to the California Department of Fish and Wildlife (CDFW) and no further mitigation is required. If roosting sites or hoary bats are found, then the following monitoring and exclusion, and habitat replacement measures shall be implemented. The letter or surveys and supplemental documents shall be provided to the City of Menlo Park (City) prior to demolition permit issuance.</p> <p>a. If bats are found roosting outside of nursery season (May 1st through October 1st), then they shall be evicted as described under (c) below. If bats are found roosting during the nursery season, then they shall be monitored to determine if the roost site is a maternal roost. This could occur by either visual inspection of the roost bat pups, if possible, or monitoring the roost after the adults leave for the night to listen for bat pups. If the roost is determined to not be a maternal roost, then the bats shall be evicted as described under (c). Because bat pups cannot leave the roost until they are mature enough, eviction of a maternal roost cannot occur during the nursery season. A 250-foot (or as determined in consultation with CDFW) buffer zone shall be established around the roosting site within which no construction or tree removal shall occur.</p> <p>b. Eviction of bats shall be conducted using bat exclusion techniques, developed by Bat Conservation International (BCI) and in consultation with CDFW that allow the bats to exit the roosting site but prevent re-entry to the site. This would include, but not be limited to, the installation of one-way exclusion devices. The devices shall remain in place for seven days and then the exclusion points and any other potential entrances shall be sealed. This work shall be completed by a BCI-recommended exclusion</p>				

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>professional. The exclusion of bats shall be timed and carried concurrently with any scheduled bird exclusion activities.</p> <p>c. Each roost lost (if any) will be replaced in consultation with the Department of Fish and Game and may include construction and installation of BCI-approved bat boxes suitable to the bat species and colony size excluded from the original roosting site. Roost replacement will be implemented before bats are excluded from the original roost sites. Once the replacement roosts are constructed and it is confirmed that bats are not present in the original roost site, the structures may be removed or sealed.</p>				
<p><i>IMPACT BEING ADDRESSED: The removal of trees, shrubs, or woody vegetation during Project construction could have an impact on the movement of native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. In addition, the proposed buildings and lighting would have the potential to injure or cause death to birds from collision and other factors. (BIO-2)</i></p>				
<p><i>BIO-2.1: Conduct pre-construction surveys for nesting migratory birds.</i></p> <p>The Project Sponsor shall implement the following measures to reduce impacts to nesting migratory birds.</p> <p>a. To facilitate compliance with state and federal law (CDFW Code and the MBTA) and prevent impacts on nesting birds, the Project Sponsor shall avoid the removal of trees, shrubs, or weedy vegetation February 15 through August 31 during the bird nesting period. If no vegetation or tree removal is proposed during the nesting period, no surveys are required. If it is not feasible to avoid the nesting period, a survey for nesting birds shall be conducted by a qualified wildlife biologist no earlier than seven days prior to the removal of trees, shrubs, weedy vegetation, buildings, or other construction activity.</p> <p>b. Survey results shall be valid for the tree removals for 21 days following the survey. If the trees are not removed within the 21-day period, then a new survey shall be conducted. The area surveyed shall</p>	<p>Prepare nesting bird survey if trees, shrubs, or weedy vegetation will be removed between February 1 through August 31.</p>	<p>Prior to grading and construction</p>	<p>Qualified Biologist retained by Project Sponsor</p>	<p>CDD</p>

**COMMONWEALTH CORPORATE CENTER PROJECT
MITIGATION MONITORING AND REPORTING PROGRAM**

Mitigation Measures	Action	Timing	Implementing Party	Monitoring Party
<p>include all construction areas as well as areas within 150 feet outside the boundaries of the areas to be cleared or as otherwise determined by the biologist.</p> <p>In the event that an active nest for a protected species of bird is discovered in the areas to be cleared or in other habitats within 150 feet of construction boundaries, clearing and construction shall be postponed for at least 2 weeks or until the biologist has determined that the young have fledged (left the nest), the nest is vacated, and there is no evidence of second nesting attempts.</p>				
<p><i>BIO-2.2: Implement Bird-Safe Design Standards into Project Buildings and Lighting Design.</i></p> <p>All new buildings and lighting features constructed or installed at the Project site shall be implemented to at least a level of “Select Bird-Safe Building” standards as defined in the City of San Francisco Planning Department’s “Standards for Bird-Safe Buildings,” adopted July 14, 2011. These design features shall include minimization of bird hazards as defined in the standards. With respect to lighting, the Project site shall:</p> <ul style="list-style-type: none"> • Be designed to minimize light pollution including light trespass, over-illumination, glare, light clutter, and skyglow while using bird-friendly lighting colors when possible. • Avoid uplighting, light spillage, event search lights, and use green and blue lights when possible. • Turn off unneeded interior and exterior lighting from dusk to dawn during migrations: February 15 through May 31 and August 15 through November 30. • Include window coverings on rooms where interior lighting is used at night that adequately block light transmission and motion sensors or controls to extinguish lights in unoccupied spaces. 	<p>Implement Bird-Safe Design Standards into building and lighting design.</p>	<p>Prior to issuance of building permit for building shell and duration of use of the building</p>	<p>Project Sponsor</p>	<p>CDD</p>

DRAFT
ORDINANCE NO. _____

**AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK REZONING PROPERTIES LOCATED AT 151
COMMONWEALTH DRIVE AND 164 JEFFERSON DRIVE AND ALSO
KNOWN AS ASSESSORS PARCEL NUMBERS 055-243-240 AND 055-
243-050**

The City Council of the City of Menlo Park does ordain as follows:

SECTION 1. The Zoning Map of the City of Menlo Park is hereby amended such that certain real properties with the addresses of 151 Commonwealth Drive and 164 Jefferson Drive (also identified with Assessor’s Parcel Numbers of 055-243-240 and 055-243-050) are hereby rezoned from M-2 (General Industrial District) to M-2(X) (General Industrial, Conditional Development Overlay) as more particularly described and shown in Exhibit “A.” This rezoning is consistent with the existing General Plan land use designation of Limited Industry for the property.

SECTION 2. This ordinance shall become effective thirty (30) days after the date of its adoption. Within fifteen (15) days of its adoption, the ordinance shall be posted in three (3) public places within the City of Menlo Park, and the ordinance, or a summary of the ordinance prepared by the City Attorney, shall be published in a local newspaper used to publish official notices for the City of Menlo Park prior to the effective date.

INTRODUCED on the 19th day of August, 2014.

PASSED AND ADOPTED as an ordinance of the City of Menlo Park at a regular meeting of said Council on the _____ day of _____, 2014, by the following vote:

- AYES:
- NOES:
- ABSENT:
- ABSTAIN:

APPROVED:

Ray Mueller
Mayor, City of Menlo Park

ATTEST:

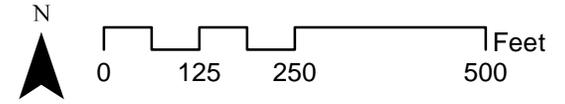
Pamela Aguilar
City Clerk

THIS PAGE INTENTIONALLY LEFT BLANK

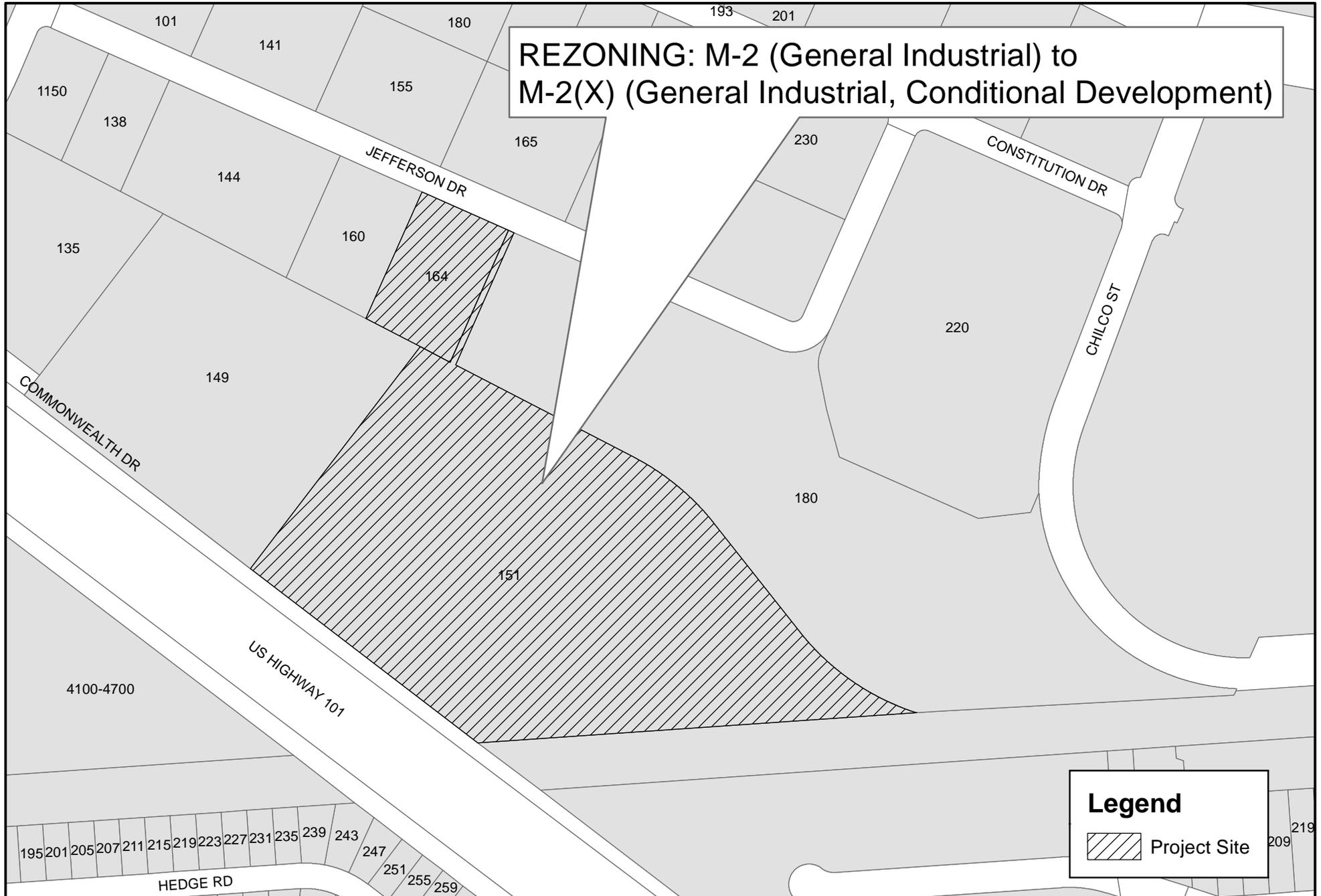
CITY OF MENLO PARK

COMMONWEALTH CORPORATE CENTER PROJECT

151 Commonwealth Drive and 164 Jefferson Drive



REZONING: M-2 (General Industrial) to M-2(X) (General Industrial, Conditional Development)



THIS PAGE INTENTIONALLY LEFT BLANK

**DRAFT
RESOLUTION NO. _____**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK APPROVING A CONDITIONAL DEVELOPMENT PERMIT FOR
THE PROPERTY LOCATED AT 151 COMMONWEALTH DRIVE AND
164 JEFFERSON DRIVE AND ALSO KNOWN AS ASSESSORS
PARCEL NUMBERS 055-243-240 AND 055-243-050**

WHEREAS, the City of Menlo Park (“City”) received an application from The Sobrato Group to redevelop the property located at 151 Commonwealth Drive and 164 Jefferson Drive (“Property”) by demolishing the existing buildings and developing the Property with two four-story office buildings, the height of which may not exceed 63.3 feet (to the top of the parapet wall), totaling no more than 259,920 square feet, and constructing various site improvements; and

WHEREAS, the Conditional Development Permit runs with the land and the Property would continue to be subject to its limitations; and

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

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the Planning Commission of the City of Menlo Park on July 21, 2014 whereat all persons interested therein might appear and be heard; and

WHEREAS, the Planning Commission of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to recommend to the City Council of the City of Menlo Park to approve a Conditional Development Permit; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the City Council of the City of Menlo Park on August 19, 2014 whereat all persons interested therein might appear and be heard; and

WHEREAS, on August 19, 2014, the City Council of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to approve a Conditional Development Permit.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Menlo Park hereby approves the Conditional Development Permit for the Property attached hereto as Exhibit A and incorporated herein by this reference.

I, Pamela Aguilar, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the 19th day of August, 2014, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this 19th day of August, 2014.

Pamela Aguilar
City Clerk

Draft
CONDITIONAL DEVELOPMENT PERMIT

Commonwealth Corporate Center
151 Commonwealth Drive and 164 Jefferson Drive

1. GENERAL INFORMATION:

- 1.1 Applicant: The Sobrato Organization (and its successors and assigns)
- 1.2 Nature of Project: Rezoning, Conditional Development Permit, Tentative Parcel Map, Below Market Rate Housing Agreement, Heritage Tree Removal Permits, and Environmental Impact Report (EIR) for the demolition of the existing buildings and structures totaling approximately 237,858 square feet and the subsequent redevelopment of the Project Site with two buildings totaling 259,920 square feet (Project). All of the development standards are based upon the entire Project Site.
- 1.3 Project Location (Project Site): 151 Commonwealth Drive and 164 Jefferson Drive
- 1.4 Assessor's Parcel Numbers: 055-243-240 and 055-243-050
- 1.5 Area of Project Site: 13.28 acres (578,472 square feet)
- 1.6 Zoning: M-2(X) (General Industrial, Conditional Development Overlay)
- 1.7 Conditions Precedent: Applicant's obligations as set forth herein are expressly conditioned on the resolution of all legal challenges, if any, to the EIR and/or the Project. If no litigation or referendum is commenced challenging the EIR and/or the Project, Applicant's obligations will vest on the passing of all applicable statutes of limitation.

2. DEVELOPMENT STANDARDS:

- 2.1 Floor Area Ratio (FAR) shall not exceed **45 percent** of the Project Site.
- 2.2 Building coverage shall not exceed **15 percent** of the Project Site.
- 2.3 Building setbacks shall be in accordance with the approved plans. Setbacks for accessory structures shall be regulated by the provisions of Section 16.68.030. For the purposes of determining setbacks, Jefferson Drive is the front property line and US101 and the Dumbarton Rail Corridor are the rear property line. All other property lines are side property lines.
- 2.4 Building height shall not exceed **68 feet**. All heights shall be measured from the average level of the highest and lowest point of the finished grade of that portion of the lot covered by the structure (the building height excludes elevator

equipment rooms, ventilating and air conditioning equipment, and associated screening).

- 2.5 The landscaped and pervious areas shall not be less than **25 percent** of the Project Site.
- 2.6 The on-site circulation and number of parking spaces shall be installed in a manner that is substantially in the form contained in the Project Plans. Parking shall be provided at a ratio of one parking space for every 300 square feet of gross floor area.
- 2.7 All rooftop equipment shall be fully screened and integrated into the design of the building. Roof-top equipment shall comply with requirements of Section 16.08.095 (Roof Mounted Equipment) and Chapter 8.06 (Noise) of the Municipal Code.

3. USES:

3.1 Permitted uses on the Project Site shall include the following:

- 3.1.1 Administrative and professional offices, excluding medical and dental offices;
- 3.1.2 Amenities and related uses of the project site such as fitness facilities and cafes, including those that serve alcoholic beverages;
- 3.1.3 Outdoor seating and tables (including those intended to be used for the consumption of food and beverages) and events associated with those uses listed above on the Project Site, subject to approved building permits and Fire District permits, as applicable; and
- 3.1.4 Use of hazardous materials (diesel fuel) for use with emergency power generators subject to an approved Hazardous Materials Business Plan, City Building Permit, San Mateo County Health Permit, and Menlo Park Fire Protection District Permit.

3.2 Conditionally permitted uses in the M-2 Zoning District that may be allowed through a use permit process, unless otherwise allowed in Section 3.1.

4 SIGNS:

- 4.1 The maximum permissible sign area for the Project Site is 512 square feet, for the following signs: a 56 square foot freestanding sign along Jefferson Drive, a 56 square foot freestanding sign on Commonwealth Drive, and one 200 square foot building-mounted sign on each building.
- 4.2 A Master Sign Program shall be established for the project with a maximum allowed sign area of 512 square feet. The master sign program shall include project specific criteria for total sign area, letter size, sign structure size, requirements for individual building tenants, locations, materials, and colors. The Master Sign Program must be generally consistent with the Sign Design

Guidelines but the Master Sign Guidelines may approve sign criteria and standards that are different from the Sign Design Guidelines such as height of the monument sign and size of lettering. The Master Sign Program shall be submitted to, reviewed and approved by the Planning Division prior to the issuance of the first building permit described in CDP Section 7.1.4.

- 4.3 All signs must be reviewed and approved through the Sign Permit process (with an application and applicable filing fees). All signage must be consistent with the approved Master Sign Program.

5 RECORDATION:

- 5.1 The Conditional Development Permit shall be recorded with the County of San Mateo prior to the recordation of the lot merger.

6. MODIFICATIONS:

- 6.1 Modifications to the approved Project may be considered according to the following four tier review process:

- 6.1.1 Substantially Consistent Modifications are reviewed at the staff level. Substantially Consistent Modifications are changes to or modifications of the Project that are in substantial compliance with and/or substantially consistent with the Project Plans and the Project Approvals. Substantially Consistent Modifications are generally not visible to the public and do not affect permitted uses, intensity of use, restrictions and requirements relating to subsequent discretionary actions, monetary obligations, conditions or covenants limiting or restricting the use of the Property or similar material elements based on the determination that the proposed modification(s) is consistent with other building and design elements of the approved Conditional Development Permit, and will not have an adverse impact on the character and aesthetics of the Property. In addition, changes to the sequencing of construction permits related to the Project will be considered a Substantially Consistent Modification. The determination as to whether a requested change is a Substantially Consistent modification will be made by the Community Development Director (in his/her reasonable discretion).
- 6.1.2 Minor Modifications are reviewed at the staff level, but the Planning Commission is provided information regarding these modifications. The determination as to whether a requested change is a Minor Modification is determined by the Community Development Director (in his/her reasonable discretion). A Minor Modification is similar in nature to a Substantially Consistent Modification, except that Minor Modifications generally are visible to the public and result in minor exterior changes to the Project aesthetics. Any member of the Commission may request within seven (7) days of receipt of the

informational notice that the item(s) be reviewed by the Planning Commission.

- 6.1.3 Major Modifications are reviewed by the Planning Commission as a Regular Business item, and publicly noticed. Major Modifications are changes or modifications to the Project that are not in substantial compliance with and/or substantially consistent with the Project Plans and Project Approvals. Major modifications include, but are not limited to, significant changes to the exterior appearance of the buildings or appearance of the Property, and changes to the Project Plans, which are determined by the Community Development Director (in his/her reasonable discretion) to not be in substantial compliance with and/or substantially consistent with the Project Plans and Project Approvals. The Planning Commission's decision shall be based on the determination that the proposed modification is compatible with other building and design elements or onsite/offsite improvements of the Conditional Development Permit and would not have an adverse impact on safety and/or the character and aesthetics of the site. Planning Commission decisions on Major Modifications may be appealed to the City Council. City Council shall have final authority to approve Major Modifications. If a Conditional Development Permit Amendment includes a Major Modification, which standing alone would be reviewed pursuant to this Section 6.1.3, such Major Modification shall be reviewed as part of the Conditional Development Permit Amendment process described in Section 6.2, below.
- 6.2 Conditional Development Permit Amendments are reviewed by the Planning Commission and the City Council. Conditional Development Permit Amendments are required where the Applicant seeks revisions to the Project which involve either: (a) the relaxation of the development standards identified in Section 2, (b) material changes to the uses identified in Section 3, (c) exceedances of the maximum permissible signage area identified in Section 4, or (d) material modifications to the conditions of approval identified in Sections 8, 9, and 10. If the Applicant wishes to make a change that requires an amendment to this Conditional Development Permit, it shall apply, in writing, to the Planning Division for review and recommendation to the Planning Commission. The Planning Commission shall then forward its recommendation to the City Council for revision(s) to the Conditional Development Permit.

7 CONSTRUCTION PERMITS SEQUENCING:

- 7.1 The following outlines the basic sequencing of construction permits related to the Project. Completion of each phase (e.g., Address Change, Make Ready Work, Main Construction, etc.) is required to proceed to the next phase. Application for any given permit must be accompanied by all required documentation and complete plan sets. All required fee payments shall be made for each permit. Changes to the sequencing of construction permits

related to the Project will be considered a Substantially Consistent Modification and be subject to the procedure outlined in Section 6.1.1.

- 7.1.1 **Address Change:** If a change to the site address is desired, the request for the address change shall be completed prior to the submittal of any permits associated with project construction.
- 7.1.2 **Merger of the Existing Lots:** Prior to the issuance of a grading permit, the following items shall be completed.
 - 7.1.2.1 Apply for a lot merger; and
 - 7.1.2.2 Record the lot merger.
- 7.1.3 **Make Ready Work:** All Make Ready Work permits can be applied for sequentially, alternatively, they can also be applied for simultaneously, subject to the approval of the Building Official. The Project cannot proceed to the Main Construction Phase until all Make Ready Work permits have been finalized.
 - 7.1.3.1 Demolition:
 - 7.1.3.1.1 Apply for demolition permits including, but not limited to work related to removal of on-site structures, removal of hardscape, and removal and capping of utilities;
 - 7.1.3.1.2 Complete utility separation; and
 - 7.1.3.1.3 Complete demolition of existing on-site structures and receive building permit finals for the demolition permits.
 - 7.1.3.2 Grading:
 - 7.1.3.2.1 Apply for grading permit; and
 - 7.1.3.2.2 Complete all grading work and receive building permit final.
- 7.1.4 **Main Construction Phase:** All Main Construction Phase Permits can be applied for simultaneously; however, the permits shall be issued sequentially and a succeeding permit cannot be issued until the preceding permit is finalized, unless otherwise approved by the Building Official. At a minimum, complete architectural, structural, mechanical, electrical, plumbing, green building plans and supporting documentation associated with cold shell (no interior improvements, heating or cooling) or shell and core (no interior improvements other than restroom facilitation, heating, and cooling) shall be submitted.
 - 7.1.4.1 Utility Work:
 - 7.1.4.1.1 Apply utility installation permit; and
 - 7.1.4.1.2 Complete utility installation work and receive building permit final.
 - 7.1.4.1.3 Per Fire District requirements, no combustible building materials are allowed on the Project Site until fire water is available and fire access is provided.

7.1.4.2 Foundation Only Permit:

- 7.1.4.2.1 Apply for foundation only permit. This permit will not be issued until the following structural drawings for the entire building have received preliminary approval (the Applicant's design team will resubmit substantially consistent structural drawings with the cold shell or shell and core permit application);
- 7.1.4.2.2 Applicant to provide pad certifications documenting the constructed elevations of the building pads; and
- 7.1.4.2.3 Complete foundation and receive building permit final.

7.1.4.3 Cold Shell or Shell and Core Permit: If elements of the interior build-out or HVAC system are still being developed, then an application for cold shell or shell and core permit can be made.

- 7.1.4.3.1 Complete cold shell or shell and core permit and receive building permit final.

7.1.4.4 Interior Build-out Permit: Apply for interior build-out (tenant improvement) permit.

- 7.1.4.4.1 Complete interior build-out permit and receive building permit final.

7.1.4.5 Occupancy of the office building shall not be granted until the interior build-out permit passes final inspection and all required improvements and landscaping have been installed and approved by the Community Development and Public Works Departments.

7.1.5 **Parcel Map:** If the Applicant decides to apply for a final parcel map, the following shall be undertaken. This process may be initiated anytime after the completion of all of the Make Ready Tasks described in Section 7.1.3.

- 7.1.5.1 Apply for a final parcel map, including the required CC&Rs (as described in Section 8.22); and
- 7.1.5.2 Record final map, with appropriate CC&Rs.

8 PROJECT SPECIFIC CONDITIONS - GENERAL:

- 8.1 Project Plans: Development of the Project shall be substantially in conformance with the plans submitted by Arc Tec dated July 16, 2014 consisting of 40 plan sheets, recommended for approval to the City Council by the Planning Commission on July 21, 2014 (Project Plans), and approved by the City Council on _____, 2014, except as modified by the conditions contained herein and in accordance with Section 6 (Modifications) of this document.

- 8.2 Below Market Rate Housing Agreement: Concurrently with the recordation of the 151 Commonwealth Drive and 164 Jefferson Drive Conditional Development Permit pursuant to the provisions of Section 5.1, the Applicant shall execute the Below Market Rate (BMR) Housing Agreement. The BMR Housing Agreement requires that the Applicant satisfy its obligations under the BMR Ordinance and Guidelines. The final fee shall be calculated at the time the fee is paid and shall be paid prior to issuance of the first building permit. Based upon the current per square foot fee, the BMR fee for the subject project would be \$3,948,184.80 less the credit for the existing buildings (at the current rate for FY 2014-2015) of \$2,093,202.27. The remaining balance of the BMR Fee is **\$1,854,982.53**.
- 8.3 Truck Route Plan: The Applicant shall submit a truck route plan concurrent with the building permit application for each stage of construction based on the City's municipal code requirements, for review and approval by the Transportation Division. The Applicant shall also submit a permit application and pay applicable fees relating to the truck route plan, to the satisfaction of the Public Works Director.
- 8.4 Salvaging and Recycling of Construction and Demolition Debris: The Applicant shall comply with the requirements of Chapter 12.48 (Salvaging and Recycling of Construction and Demolition Debris) of the Municipal Code, which compliance shall be subject to review and approval by the Public Works Department.
- 8.5 Utility Improvements: Concurrent with submittal of the Grading and Utility Building Permit application, the Applicant shall submit a plan for any new utility installations or upgrades for review and approval of the Planning, Engineering and Building Divisions prior to building permit issuance. Landscaping shall properly screen all utility equipment that is installed outside of a building and cannot be placed underground; subject, however, to the requirements of the Menlo Park Fire Protection District, the West Bay Sanitary District, PG&E and any other applicable agencies regarding utility clearances and screening. The plan for new utility installations/upgrades shall show exact locations of all meters, back flow prevention devices, transformers, junction boxes, relay boxes and other equipment boxes. The screening shall be compatible and unobtrusive and subject to the review and approval of the Planning Division which approval will be required prior to the City's approval of the final building permit inspection for the building shell.
- 8.6 Grading and Drainage Plan, Inclusive of Erosion and Sedimentation Control Plan: Concurrent with submittal of the Grading and Utility Building Permit application, the Applicant shall submit a Grading and Drainage Plan, including an Erosion and Sedimentation Control Plan, for review and approval by the Engineering Division prior to building permit issuance. The Grading and Drainage Plan shall be prepared based on the City's Grading and Drainage Plan Guidelines and Checklist, the City approved Hydrology Report for the

Project, and the Project Applicant Checklist for the National Pollution Discharge Elimination System (NPDES) Permit Requirements.

- 8.7 Landscape Plan: During the Main Construction Phase (7.1.4), the Applicant shall submit a detailed on-site landscape plan, including the size, species, and location, and an irrigation plan shall be submitted for review and approval by the Planning, Engineering, and Transportation Divisions, prior to building permit issuance. The landscape plan shall be reviewed and approved by the Community Development Director and Public Works Director prior to building permit issuance. The landscape plan shall include all onsite landscaping, adequate sight distance visibility, screening for outside utilities with labels for the utility boxes sizes and heights, and documentation confirming compliance with the Water Efficient Landscaping Ordinance, Chapter 12.44 of the Municipal Code. The landscape plan shall also illustrate the retention of the Coast Live Oak Tree located along the northeastern edge of the site, to the satisfaction of the Planning Division and City Arborist in conformity with the Heritage Tree requirements in Section 8.8. All required landscaping shall be installed prior to building occupancy.
- 8.8 Heritage Tree Protection: Concurrent with grading permit submittal, the Applicant shall submit a heritage tree preservation plan, detailing the location of and methods for all tree protection measures. The project arborist shall submit a letter confirming adequate installation of the tree protection measures. The Applicant shall retain an arborist throughout the term of the project, and the project arborist shall submit periodic inspection reports to the Building Division. The heritage tree preservation plan shall be subject to review and approval by the Planning Division and City Arborist prior to grading permit issuance.
- 8.9 Landscape Maintenance: Site landscaping shall be maintained to the satisfaction of the Community Development Director so long as a building constructed as part of the Project is located on the Project Site. Significant revisions to site landscaping shall require review by the Building Official, Public Works Director and Community Development Director to confirm the proposed changes comply with accessibility and exiting requirements, stormwater requirements and are substantially consistent with the Conditional Development Permit approval consistent with the procedure outline in Section 6, Modifications.
- 8.10 Stationary Noise Source Compliance Data: Concurrent with the Main Construction Phase (7.1.4) building permit submittal, the applicant shall provide a plan that details that all on-site stationary noise sources comply with the standards listed in Section 08.06.030 of the Municipal Code. This plan shall be subject to review and approval by the Planning and Building Divisions prior to each building permit issuance.
- 8.11 Compliance with City Requirements: The Applicant shall comply with all requirements of the Building Division, Engineering Division, and

Transportation Division that are directly applicable to the Project to the satisfaction of the Community Development Director.

- 8.12 Building Construction Street Impact Fee: Prior to issuance of each building permit, the Applicant shall pay the applicable Building Construction Street Impact Fee in effect at the time of payment, to the satisfaction of the Public Works Director. The current fee is calculated by multiplying the valuation of the construction by 0.0058. The fee to be paid shall be the fee in effect at the time of payment.
- 8.13 School Impact Fee: Prior to issuance of the building permit for the Main Construction Phase, the Applicant shall pay the applicable School Impact Fee for the Project in effect at the time of payment, to the satisfaction of the Building Official. The current school impact fees \$0.51 per square foot of gross floor area for the Sequoia Union High School District and \$0.47 per square foot of gross floor area for the Ravenswood City School District. The fees to be paid shall be the fee in effect at the time of payment.
- 8.14 West Bay Sanitary District Requirements: The Applicant shall comply with all regulations of the West Bay Sanitary District that are directly applicable to the Project to the satisfaction of the Building Official.
- 8.15 Menlo Park Fire Protection District Requirements: The Applicant shall comply with all Menlo Park Fire Protection District regulations governing site improvements, Fire Code compliance, and access verification that are directly applicable to the Project to the satisfaction of the Building Official.
- 8.16 Power and Communications Requirements: The Applicant shall comply with all regulations of PG&E and other applicable communication providers (i.e., AT&T and Comcast) that are directly applicable to the Project to the satisfaction of the Building Official.
- 8.17 Stormwater Operations and Maintenance Agreement: Prior to building permit final for the Main Construction Phase (7.1.4), the Applicant shall enter into an Operations and Maintenance Agreement with the City. The Operations and Maintenance Agreement shall establish a self-perpetuating drainage system maintenance program (to be managed by the Applicant) that includes annual inspections of any infiltration features and stormwater detention devices (if any), and drainage inlets, flow through planters, and other Best Management Practices (BMPs). Any accumulation of sediment or other debris shall be promptly removed. Funding for long-term maintenance of all BMPs must be specified in the Operations and Maintenance Agreement. The Operation and Maintenance Agreement shall be subject to review and approval of the City Attorney and the Public Works Director and shall be recorded prior to building permit final inspection. An annual report documenting the inspection and any remedial action conducted shall be submitted to the Public Works Department for review. This condition shall be in effect for the life of the Project.

- 8.18 Accessibility: All pedestrian pathways shall comply with applicable Federal and State accessibility requirements, to the satisfaction of the Public Works Director and Building Official.
- 8.19 Refuse and Recyclables: All garbage bins and carts shall be located within a trash enclosure that meets the requirements of the solid waste disposal provider (Recology), and the City Public Works Department and Planning Division for the lifetime of the project. If additional trash enclosures are required to address the on-site trash bin and cart storage requirements of the Applicant, a complete building permit submittal shall be submitted inclusive of detailed plans, already approved by Recology, for review and approval of the Planning Division and the Public Works Department prior to each building permit issuance.
- 8.20 Lighting: Concurrent with building permit submittal for the Main Construction Phase (7.1.4), the Applicant shall submit a lighting plan, including photometric contours, manufacturer's specifications on the fixtures, and mounting heights to ensure safe access and to illustrate the light and glare do not spillover to neighboring properties, to the satisfaction of the Community Development Director and Public Works Director.
- 8.21 Transportation Demand Management (TDM) Program: Concurrent with the submittal of the permits for the Main Construction Phase (as described in Section 7.1.4) the Applicant shall submit a TDM for the review and approval of the Public Works Department. The TDM program shall be consistent with the TDM Program outlined in the Final Environmental Impact Report and shall be approved prior to building occupancy. The TDM Program shall include details on how each measure will be continuously implemented through the life of the project, including annual payments to support area shuttle operations.
- 8.22 Parcel Map CC&Rs: Concurrent with the submittal of a final parcel map, the applicant shall submit Covenants, Conditions and Restrictions (CC&R's) or other acceptable mechanism for the approval of the City Engineer and the City Attorney. The CC&R's or other acceptable mechanism shall be approved and recorded concurrently with the final parcel map. The CC&R's or other acceptable mechanism shall include the restrictions of buildings on Parcels A and B, a description of how Parcel C will managed, onsite easements, and provisions regarding the allocation of features and requirements that are shared between parcels including, but not limited to the following: shared parking, shared access, emergency vehicle access and circulation, joint use of common facilities, storm drainage, and administration of the Transportation Demand Management (TDM) plan, as discussed in Condition 8.21.

9 PROJECT SPECIFIC CONDITIONS - MITIGATION MEASURES

The following mitigation measures for the Commonwealth Corporate Center shall be implemented by the Applicant (Project Sponsor) as described in the Final Environmental Impact Report and the Mitigation Monitoring and Reporting Program.

- 9.1 Design Lighting to Meet Minimum Safety and Security Standards. Concurrent with the building permit submittal, the Project Sponsor shall incorporate lighting design specifications to meet minimum safety and security standards. The comprehensive site lighting plans shall be subject to review and approval by the City's Community Development Department Planning Division prior to building permit issuance of the first building on that site. The following measures shall be included in all lighting plans.

Luminaries shall be designed with cutoff-type fixtures or features that cast low-angle illumination to minimize incidental spillover of light onto adjacent private properties. Fixtures that shine light upward or horizontally shall not spill any light onto adjacent private properties.

Luminaries shall provide accurate color rendering and natural light qualities. Low-pressure sodium and high-pressure sodium fixtures that are not color-corrected shall not be used, except as part of an approved sign or landscape plan.

Luminary mountings shall be downcast and pole heights minimized to reduce potential for back scatter into the nighttime sky and incidental spillover light onto adjacent properties and undeveloped open space. Light poles shall be no higher than 20 feet. Luminary mountings shall be treated with non-glare finishes. (MM AES-2.1)

- 9.2 Treat Reflective Surfaces. The Project Sponsor shall ensure application of low-emissivity coating on exterior glass surfaces of the proposed structures. The low-emissivity coating shall reduce visible light reflection of the visible light that strikes the glass exterior and prevent interior light from being emitted brightly through the glass. This shall be verified prior to the issuance of a building permit in Section 7.1.4. (MM AES-2.2)
- 9.3 Intersection of Marsh Road and Bayfront Expressway. A portion of the proposed mitigation measure for the intersection of Marsh Road and Bayfront Expressway is the same as the mitigation measure proposed for the Housing Element Environmental Assessment (EA) and are shown under CDP Section 10.4 (MM TRA-1g and TRA-2w).

In addition to improvements required by the St Anton's Project, the eastbound approach of Marsh Road would be widened to accommodate a third right-turn lane. This has potentially significant secondary effects on bicyclists because it would require them to cross multiple lanes of traffic to make a left-turn or proceed through the intersection. This improvement would also affect pedestrians by increasing the crossing distance, exacerbating the multiple threat scenario (where vehicles block sight lines between drivers in adjacent

lanes and crossing pedestrians), and increasing exposure time to vehicle traffic. This improvement would therefore be required to include enhancements to bicycle and pedestrian infrastructure along Marsh Road in the area between the US101 NB off-ramp and Bayfront Expressway to reduce the secondary effects of this mitigation measure. The Project Sponsor is responsible for the third right-turn lane and bicycle and pedestrian improvements for the eastbound approach on Marsh Road.

Prior to submitting an application for a grading permit, the Project Sponsor shall prepare detailed construction plans for the proposed mitigation measures on the eastbound approach at the intersection of Marsh Road and Bayfront Expressway for review and approval by the Public Works Director. Prior to the issuance of a building permit, the Project Sponsor shall obtain the approval from the Public Works Director for the improvement construction plans and shall provide a bond for improvements in the amount equal to the estimated construction cost for the intersection improvements plus a 15 percent contingency. Complete plans shall include all necessary requirements to construct the improvements in the public right-of-way, including grading and drainage improvements, utility relocations, traffic signal relocations/modifications, tree protection requirements, and signage and striping modifications. The plans shall be subject to review and approval of the Public Works Director prior to submittal to Caltrans.

The Project Sponsor shall complete and submit a Caltrans encroachment permit within 30 days of receiving City approval of the plans. The Project Sponsor shall commence the construction of the improvements within 180 days of receiving Caltrans approval Caltrans and any other applicable agencies and diligently prosecute such construction until it is completed.

If Caltrans does not approve the proposed intersection improvements within 5 years from the CDP effective date, and the Project Sponsor demonstrates that it has worked diligently to pursue Caltrans approval to the satisfaction of the Public Works Director, in his/her sole discretion, then the Project Sponsor shall be relieved of responsibility to construct the improvement and the bond shall be released by the City after the Project Sponsor submits funds equal to the bid construction cost to the City. The City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City with priority given to portions of the City east of US 101. Construction of this improvement, or in the case that Caltrans does not approve the intersection improvement, payment of funds equal to the bid construction cost to the City, by the Project Sponsor shall count as a future credit toward payment of the Transportation Impact Fee (TIF) pursuant to the TIF Ordinance. (MM TRA-1.1.a)

- 9.4 Intersection of Chrysler Drive and Jefferson Drive. A potential mitigation measure for the intersection of Chrysler Drive and Jefferson Drive includes signaling the intersection. With the addition of Project traffic, the intersection meets the peak hour signal warrants defined in the California Manual on

Uniform Traffic Control Devices (California MUTCD) during the PM Peak Hour (Appendix 3.3-G). However, the California MUTCD includes eight criteria used to evaluate the potential installation of a traffic signal and cautions that installing a signal should only occur after “an engineering study indicates that installing a traffic control signal will improve the overall safety and/or operation of the intersection.” While signalizing the intersection would mitigate the Project’s peak hour impact, only one of the eight criteria is met and given intersection spacing, installation of a signal would not be good traffic engineering practice. After conducting a comprehensive traffic study, the City will have discretion as to if and when a traffic signal may be installed based on California MUTCD requirements.

As a partial mitigation measure, the Project Sponsor shall be required to construct sidewalks along 138 and 160 Jefferson Drive and the Jefferson Drive frontage of 1150 Chrysler Drive, as well as install a crosswalk and Americans with Disabilities Act (ADA)-compliant pedestrian curb ramps across the Jefferson Drive leg of the Chrysler Drive and Jefferson Drive intersection, and contribute a fair share contribution toward the future improvement of this intersection, which may include future signalization (if determined to be appropriate at a later date) or installation of other traffic control devices such as a roundabout or traffic circle. If a traffic signal is not installed, the City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City. The design of the sidewalks and related improvements shall be prepared by the Project Sponsor, in collaboration with the City’s Transportation Manager to work around obstacles in the public right-of-way, such as utility poles and heritage trees. The sidewalks and related improvements shall be constructed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. The City will interface with the private property owners to obtain any temporary rights to enter onto private property for construction and to work with the property owners on any private facilities with the public right-of-way that may require relocation. The fair share contribution for intersection improvements shall be paid prior to the issuance of a building permit. Construction of these improvements is not eligible for a TIF credit. (MM TRA-1.1.e)

- 9.5 Intersection of Chrysler Drive and Independence Drive. The proposed mitigation measure for the intersection of Chrysler Drive and Independence Drive includes signalizing the intersection. The signal warrant is met for the PM Peak Hour as shown in Appendix 3.3-G. However, the California MUTCD includes eight criteria used to evaluate the potential installation of a traffic signal and cautions that installing a signal should only occur after “an engineering study indicates that installing a traffic control signal will improve the overall safety and/or operation of the intersection.” While signalizing the intersection would mitigate the Project’s peak hour impact, only one of the eight criteria is met and given intersection spacing, installation of a signal would not be good traffic engineering practice. After conducting a

comprehensive traffic study, the City will have discretion as to if and when a traffic signal may be installed based on California MUTCD requirements.

As a partial mitigation measure, the Project Sponsor shall be required to construct sidewalks along the Chrysler Drive frontage of 1150 Chrysler Drive, as well as install a crosswalk and ADA-compliant pedestrian curb ramps across the east leg of Chrysler Drive at the Chrysler Drive and Independence Drive intersection, and contribute a fair share contribution toward the future improvement of this intersection, which may include future signalization (if determined to be appropriate at a later date) or installation of other traffic control devices such as a roundabout or traffic circle. If a traffic signal is not installed, the City may use the funds for other transportation improvements, including, but not limited to, bicycle, pedestrian, and transit improvements and TDM programs, throughout the City. The design of the sidewalks and related improvements shall be prepared by the Project Sponsor, in collaboration with the City's Transportation Manager to work around obstacles in the public right-of-way, such as utility poles and heritage trees. The sidewalks and related improvements shall be constructed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. The fair share contribution for intersection improvements shall be paid prior to the issuance of a building permit. Construction of these improvements is not eligible for a TIF credit. (MM TRA-1.1.f)

- 9.6 Chilco Street and Constitution Drive. The proposed mitigation measure for the Chilco Street and Constitution Drive intersection includes striping the southbound approach to include one left-turn lane and one shared through/right-turn lane. The striping improvements shall be installed by the Project Sponsor and approved by the Public Works Director prior to the final inspection of the proposed buildings. Alternatively, the Project Sponsor may choose to pay the cost of the approved striping improvement to the City prior to final inspection so that the City can use the Project Sponsor's funds to install the proposed improvements. Payment toward construction of these improvements is not eligible for a TIF credit. (MM TRA-1.1.g)
- 9.7 Constitution Drive between Independence Drive and Chilco Drive. As a partial mitigation measure to reduce the Project's impact on this roadway segment, the Project Sponsor shall be required to construct a Class III bicycle route on Constitution Drive between Independence Drive and Chilco Street. The facility, at a minimum, shall include bicycle route signs and shared-lane markings. This improvement was identified in the City's Comprehensive Bicycle Development Plan (2005). The improvements are subject to the review and approval of the Public Works Department. The Project Sponsor shall install the proposed bicycle improvements prior to final inspection. Payment toward construction of these improvements is not eligible for a TIF credit. (MM TRA-2.1.a and MM TRA-2.1.b)
- 9.8 Intersection of Willow Road and Middlefield Road. The proposed mitigation measure for the intersection of Willow Road and Middlefield Road includes

widening the eastbound approach to add a second through lane on Willow Road. This improvement is identified in the City's Traffic Impact Fee (TIF). Prior to the issuance of a building permit, the Project Sponsor shall pay the adopted TIF in effect at the time the permit is issued. The current Transportation Impact Fee, assuming a credit for the existing structures, is \$655, 012.76. (MM TRA-6.1.I)

- 9.9 Implement Tailpipe Emission Reduction for Project Construction. NOX emissions generated during construction are primarily contributed by tailpipe exhaust emissions from diesel powered construction equipment and haul trucks. Therefore, in order to reduce the NOX emissions, mitigation measures to reduce tailpipe exhaust emissions during construction shall be implemented according to the mitigation measures recommended by the BAAQMD's CEQA Guidelines.

The Project Sponsor shall require all construction contractors to implement the Basic Construction Mitigation Measures and Additional Construction Mitigation Measures recommended by BAAQMD to control tailpipe emissions. Emission reduction measures shall include at least the following measures and may include other measures identified as appropriate by the air district and/or contractor:

- Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 2 minutes.
- All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified visible emissions evaluator.
- The simultaneous occurrence of excavation, grading, and ground-disturbing construction activities in the same area at any one time shall be limited. Activities shall be phased to reduce the amount of disturbed surfaces at any one time.
- The Project shall develop a plan that demonstrates that the offroad equipment (more than 50 horsepower) to be used in construction of the Project (i.e., owned, leased, and subcontractor vehicles) shall achieve a Project-wide fleet-average 20 percent NOX reduction and 45 percent PM reduction compared with the most recent ARB fleet average. Acceptable options for reducing emissions include the use of late-model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available.
- All construction equipment, diesel trucks, and generators shall be required to be equipped with Best Available Control Technology for emission reductions of NOX and PM.

- All contractors shall be required to use equipment that meets ARB's most recent certification standard for off road heavy-duty diesel engines. (MM AQ-2.1)

The Applicant shall provide written verification that these measures will be implemented prior to issuance of a grading permit and compliance report shall be submitted quarterly.

9.10 Implement BAAQMD Basic Construction Mitigation Measures to Reduce Construction-Related Dust. The Project Sponsor shall require all construction contractors to implement the basic construction mitigation measures recommended by BAAQMD to reduce fugitive dust emissions. Emission reduction measures shall include, at a minimum, the following measures. Additional measures may be identified by BAAQMD or contractor as appropriate.

- All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.
- All haul trucks transporting soil, sand, or other loose material offsite shall be covered.
- All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
- All vehicle speeds on unpaved roads shall be limited to 15 mph.
- All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.
- A publicly visible sign shall be posted with the telephone number and name of the person to contact at the lead agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. BAAQMD's phone number shall also be visible to ensure compliance with applicable regulations. (MM AQ-2.2)

The Applicant shall provide written verification that these measures will be implemented prior to issuance of a grading permit and compliance report shall be submitted quarterly.

9.11 Implement BAAQMD Best Management Practices for Construction. The Project Sponsor shall require all construction contractors to implement the BMPs recommended by the BAAQMD to reduce GHG emissions. Emission reduction measures shall include, at a minimum, the use of local building materials of at least 10 percent, the reuse of materials, such as concrete on

site of at least 20 percent, and the use of alternative fueled vehicles for construction vehicles/equipment. (MM GHG-1.1)

The Applicant shall provide written verification that these measures will be implemented prior to issuance of a grading permit and compliance report shall be submitted quarterly.

9.12 Implement Noise Control Measures to Reduce Construction Noise during Project Construction. The Project Sponsor shall implement measures during demolition and construction of the Project as needed to maintain off-site construction-related noise at 90 dBA or less. The Noise Control Measures may include, but are not limited to, the following.

- Concentrate the noisiest construction activities (primarily the demolition and grading) during times that would have the least impact on nearby office uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 a.m. to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday through Friday.
- Equipment and trucks used for Project construction shall use the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically attenuating shields or shrouds).
- Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for Project construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used where feasible, and this could achieve a reduction of 5 dBA. Quieter procedures shall be used, such as drills rather than impact equipment, whenever feasible.
- Construction contractors, to the maximum extent feasible, shall be required to use “quiet” gasoline-powered compressors or other electric-powered compressors, and use electric rather than gasoline or diesel powered forklifts for small lifting. Stationary noise sources, such as temporary generators, shall be located at least 50 feet from the property line and as far from nearby sensitive receptors as possible, and they shall be muffled and enclosed within temporary sheds, incorporate insulation barriers, or other measures.
- Install temporary noise barriers eight feet in height around the northern sides of the construction site (excluding the areas adjacent to the Dumbarton Rail Corridor and US 101) to minimize construction noise to 90

dBA as measured at the applicable property lines of the adjacent uses, unless an acoustical engineer submits documentation that confirms that the barriers are not necessary to achieve the desired noise attenuation levels. The temporary noise barrier shall be shown on the approved demolition plans and shall be installed prior to the start of demolition.

- Trucks shall be prohibited from idling along streets serving the construction site for more than five minutes. (MM NOI-1.1)

9.13 Notify Nearby Businesses of Project Construction Activities that Could Affect Vibration-Sensitive Equipment. The Project Sponsor shall provide notification to property owners and occupants of vibration-sensitive buildings within 225 feet of construction activities 10 days prior to the start of Project construction, informing them of the estimated start date and duration of vibration-generating construction activities, such as would occur during site preparation, demolition, excavation, and grading. This notification shall include information warning about potential for impacts related to vibration-sensitive equipment. The Project Sponsor shall provide a phone number for the property owners and occupants to call if they have vibration sensitive equipment on their sites. A copy of the notification and any responses shall be provided to the Planning Division prior to building permit issuance. (MM NOI-4.1)

9.14 Implement Construction Best Management Practices to Reduce Construction Vibration. If vibration-sensitive equipment is identified within 225 feet of construction sites, the Project Sponsor shall implement the following measures during construction.

- To the extent feasible, construction activities that could generate high vibration levels at identified vibration-sensitive locations shall be scheduled during times that would have the least impact on nearby office uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 am to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday through Friday, or to those times as may be mutually agreed to adjacent vibration-sensitive businesses, the Applicant, and the City.
- Stationary sources, such as construction staging areas and temporary generators, hammer mill or other crushing/breakup equipment, etc. shall be located as far from nearby vibration-sensitive receptors as possible.
- Trucks shall be prohibited from idling along Commonwealth Drive where vibration-sensitive equipment is located, as requested by vibration-sensitive business. (MM NOI-4.2)

9.15 Perform Construction Monitoring, Evaluate Uncovered Archaeological Features, and Mitigate Potential Disturbance for Identified Significant Resources at the Project Site. Prior to demolition, excavation, grading, or

other construction-related activities on the Project site, the applicant shall hire a qualified professional archaeologist (i.e., one who meets the Secretary of the Interior's professional qualifications for archaeology or one under the supervision of such a professional) to monitor, to the extent determined necessary by the archaeologist, Project related earth-disturbing activities (e.g. grading, excavation, trenching). In the event that any prehistoric or historic-period subsurface archaeological features or deposits, including locally darkened soil (midden), that could conceal cultural deposits, animal bone, obsidian, and/or mortar are discovered during demolition/ construction-related earth-moving activities, all ground-disturbing activity within 100 feet of the discovery shall be halted immediately, and the Planning and Building Divisions shall be notified within 24 hours. City staff shall consult with the Project archeologist to assess the significance of the find. Impacts on any significant resources shall be mitigated to a less-than-significant level through data recovery or other methods determined adequate by the City and that are consistent with the Secretary of the Interior's Standards for Archaeological Documentation. If Native American archaeological, ethnographic, or spiritual resources are discovered, all identification and treatment of the resources shall be conducted by a qualified archaeologist and Native American representatives who are approved by the local Native American community as scholars of the cultural traditions. In the event that no such Native American is available, persons who represent tribal governments and/or organizations in the locale in which resources could be affected shall be consulted. When historic archaeological sites or historic architectural features are involved, all identification and treatment is to be carried out by historical archaeologists or architectural historians who meet the Secretary of the Interior's professional qualifications for archaeology and/or architectural history. (MM CUL-2.1)

- 9.16 Conduct Protocol and Procedures for Encountering Paleontological Resources. Prior to the start of any subsurface excavations that would extend beyond previously disturbed soils, all construction forepersons and field supervisors shall receive training by a qualified professional paleontologist, as defined by the Society of Vertebrate Paleontology (SVP), who is experienced in teaching non-specialists, to ensure they can recognize fossil materials and shall follow proper notification procedures in the event any are uncovered during construction. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who shall evaluate its significance.

If a fossil is determined to be significant and avoidance is not feasible, the paleontologist shall develop and implement an excavation and salvage plan in accordance with SVP standards. Construction work in these areas shall be halted or diverted to allow recovery of fossil remains in a timely manner. Fossil remains collected during the monitoring and salvage portion of the mitigation program shall be cleaned, repaired, sorted, and cataloged. Prepared fossils, along with copies of all pertinent field notes, photos, and maps, shall then be deposited in a scientific institution with paleontological

collections. A final Paleontological Mitigation Plan Report shall be prepared that outlines the results of the mitigation program. The City shall be responsible for ensuring that monitor's recommendations regarding treatment and reporting are implemented. (MM CUL-3.1)

9.17 Comply with State Regulations Regarding the Discovery of Human Remains at the Project Site. If human remains are discovered during any construction activities, all ground-disturbing activity within 50 feet of the remains shall be halted immediately, and the County Coroner shall be notified immediately, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. Additionally, the Building Division shall be notified. If the remains are determined by the County Coroner to be Native American, the Native American Heritage Commission (NAHC) shall be notified within 24 hours, and the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The Project Sponsor shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant, if any, identified by the NAHC. As necessary, the archaeologist may provide professional assistance to the Most Likely Descendant, including the excavation and removal of the human remains. The City of Menlo Park Community Development Department Planning Division shall be responsible for approval of recommended mitigation as it deems appropriate, taking account of the provisions of state law, as set forth in State CEQA Guidelines Section 15064.5(e) and Public Resources Code Section 5097.98. The applicant shall implement approved mitigation, to be verified by the Planning Division, before the resumption of ground disturbing activities within 50 feet of where the remains were discovered. (MM CUL-4.1)

9.18 Engineering Controls and Best Management Practices during Construction. During construction the contractor shall employ use of BMPs to minimize human exposure to potential contaminants. Engineering controls and Construction BMPs shall include the following.

- Contractor employees working on site shall be certified in OSHA's 40-hour Hazardous Waste Operations and Emergency Response (HAZWOPER) training.
- Contractor shall monitor area around construction site for fugitive vapor emissions with appropriate field screening instrumentation.
- Contractor shall water/mist soil as its being excavated and loaded onto transportation trucks.
- Contractor shall place any stockpiled soil in areas shielded from prevailing winds.

- Contractor shall cover the bottom of excavated areas with sheeting when work is not being performed. (MM HAZ-2.1)

The Applicant shall provide written verification that these measures will be implemented prior to issuance of a grading permit and compliance report shall be submitted quarterly.

- 9.19 Develop Construction Activity Dust Control Plan (DCP) and Asbestos Dust Management Plan (ADMP). Prior to commencement of site grading, the Project Sponsor shall retain a qualified professional to prepare a DCP/ADMP. The DCP shall incorporate the applicable BAAQMD pertaining to fugitive dust control. The ADMP shall be submitted to and approved by the BAAQMD prior to the beginning of construction, and the Project Sponsor must ensure the implementation of all specified dust control measures throughout the construction of the Project. The ADMP shall require compliance with specific control measures to the extent deemed necessary by the BAAQMD to meet its standard. The approved plans shall be provided to the City prior to the approval of the demolition and grading permits. (MM HAZ-2.2)
- 9.20 Identify and protect roosting and breeding bats on the Project site and provide alternative roosting habitat. The Sobrato Organization (Project Sponsor) shall implement the following measures to protect roosting and breeding bats found in a tree or structure to be removed with the implementation of the Project. Prior to tree removal or demolition activities, the Project Sponsor shall retain a qualified biologist to conduct a focused survey for bats and potential roosting sites within buildings to be demolished or trees to be removed. The surveys can be conducted by visual identification and can assume presence of hoary and/or pallid bats or the bats can be identified to a species level with the use of a bat echolocation detector such as an "Anabat" unit. If no roosting sites or bats are found, a letter report confirming absence shall be sent to the California Department of Fish and Wildlife (CDFW) and no further mitigation is required. If roosting sites or hoary bats are found, then the following monitoring and exclusion, and habitat replacement measures shall be implemented. The letter or surveys and supplemental documents shall be provided to the City of Menlo Park (City) prior to demolition permit issuance.
- a. If bats are found roosting outside of nursery season (May 1st through October 1st), then they shall be evicted as described under (b) below. If bats are found roosting during the nursery season, then they shall be monitored to determine if the roost site is a maternal roost. This could occur by either visual inspection of the roost bat pups, if possible, or monitoring the roost after the adults leave for the night to listen for bat pups. If the roost is determined to not be a maternal roost, then the bats shall be evicted as described under (b). Because bat pups cannot leave the roost until they are mature enough, eviction of a maternal roost cannot occur during the nursery season. A 250-foot (or as determined in consultation with CDFW) buffer zone shall be established around the roosting site within which no construction or tree removal shall occur.

- b. Eviction of bats shall be conducted using bat exclusion techniques, developed by Bat Conservation International (BCI) and in consultation with CDFW that allow the bats to exit the roosting site but prevent re-entry to the site. This would include, but not be limited to, the installation of one-way exclusion devices. The devices shall remain in place for seven days and then the exclusion points and any other potential entrances shall be sealed. This work shall be completed by a BCI-recommended exclusion professional. The exclusion of bats shall be timed and carried concurrently with any scheduled bird exclusion activities.
 - c. Each roost lost (if any) will be replaced in consultation with the Department of Fish and Game and may include construction and installation of BCI-approved bat boxes suitable to the bat species and colony size excluded from the original roosting site. Roost replacement will be implemented before bats are excluded from the original roost sites. Once the replacement roosts are constructed and it is confirmed that bats are not present in the original roost site, the structures may be removed or sealed. (MM BIO-1.1)
- 9.21 Conduct pre-construction surveys for nesting migratory birds. The Project Sponsor shall implement the following measures to reduce impacts to nesting migratory birds.
- a. To facilitate compliance with state and federal law (CDFW Code and the MBTA) and prevent impacts on nesting birds, the Project Sponsor shall avoid the removal of trees, shrubs, or weedy vegetation February 15 through August 31 during the bird nesting period. If no vegetation or tree removal is proposed during the nesting period, no surveys are required. If it is not feasible to avoid the nesting period, a survey for nesting birds shall be conducted by a qualified wildlife biologist no earlier than seven days prior to the removal of trees, shrubs, weedy vegetation, buildings, or other construction activity.
 - b. Survey results shall be valid for the tree removals for 21 days following the survey. If the trees are not removed within the 21-day period, then a new survey shall be conducted. The area surveyed shall include all construction areas as well as areas within 150 feet outside the boundaries of the areas to be cleared or as otherwise determined by the biologist. In the event that an active nest for a protected species of bird is discovered in the areas to be cleared or in other habitats within 150 feet of construction boundaries, clearing and construction shall be postponed for at least 2 weeks or until the biologist has determined that the young have fledged (left the nest), the nest is vacated, and there is no evidence of second nesting attempts. (MM BIO-2.1)
- 9.22 Implement Bird-Safe Design Standards into Project Buildings and Lighting Design. All new buildings and lighting features constructed or installed at the

Project site shall be implemented to at least a level of “Select Bird-Safe Building” standards as defined in the City of San Francisco Planning Department’s “Standards for Bird-Safe Buildings,” adopted July 14, 2011. These design features shall include minimization of bird hazards as defined in the standards. With respect to lighting, the Project site shall adhere to the following standards.

- Be designed to minimize light pollution, including light trespass, over-illumination, glare, light clutter, and skyglow, while using bird-friendly lighting colors when possible.
- Avoid uplighting, light spillage, event search lights, and use green and blue lights when possible.
- Turn off unneeded interior and exterior lighting from dusk to dawn during migrations: February 15 through May 31 and August 15 through November 30.
- Include window coverings on rooms where interior lighting is used at night that adequately block light transmission and motion sensors or controls to extinguish lights in unoccupied spaces. (MM BIO-2.2)

10 ADDITIONAL PROJECT BENEFITS OFFERED BY THE APPLICANT AND ACCEPTED BY CITY:

10.1 The Applicant has offered a number of additional public and community benefits, described below, to the City of Menlo Park and the City has accepted.

10.1.1 Leadership in Energy and Environmental Design: The Applicant will design the building to perform to LEED Building Design and Construction (BD+C) Gold equivalency. The Applicant may satisfy this obligation by delivering a report from its LEED consultant. That report shall be submitted prior to or concurrent with the Main Construction Phase (Section 7.1.4) and is subject to approval by the Community Development Director (not to be unreasonably withheld or conditioned).

10.1.2 Capital Improvement Project Funding. The Applicant will contribute \$150,000 that can be used by the City for capital improvement projects. Payment of this contribution shall be made prior to issuance of the first building permit.

10.1.3 Public Access Easement. The Applicant will dedicate an easement for future public access from Commonwealth Drive to the Dumbarton Rail Corridor. The easement shall be provided by a legal mechanism acceptable to the Community Development and Public Works Departments and the City Attorney.

- 10.1.4 Sales/Use Tax Guarantee. Applicant will guarantee a minimum of \$75,000 per year in sales and use taxes to the City for each of the first 10 years of project occupancy. This shall be determined for the four quarters following the occupancy of the building (recognizing that it can take up to 90 days to receive the final sales/use tax data for the preceding quarter), and each subsequent four quarter period thereafter. The Applicant shall pay difference between the amount of actual sales and use taxes collected for the four quarters and the \$75,000 annual guarantee within 30 days of receipt of an invoice.
- 10.1.5 Sales and Use Taxes. For all construction work performed as part of the Project, Applicant agrees to make diligent, good faith efforts, with the assistance of the City designated representative to include a provision in all construction contracts for \$5 million or more with qualifying contractors, subcontractors and material suppliers holding resellers permits to obtain a sub-permit from the California State Board of Equalization to book and record construction materials purchases/sales as sales originating within the City. Upon request of the City Manager or the City's designated representative, owner shall make available copies of such contracts or other documentation demonstrating compliance with these requirements. Applicant shall have the right to redact unrelated portions of the contracts. The provisions of this section shall not be applicable to any subsequent remodeling or construction following the final building permit sign-off for the initial occupancy of the buildings.
- 10.1.6 Solid Waste and Recycling. Applicant agrees to use, or cause to be used, the City's franchisee for all trash and recycling services once the project is constructed, provided the rates charged to Applicant by the franchisee for trash and recycling removal services are the same as those charged by such franchisee to other commercial users in the City.
- 10.1.7 Water Main Replacement. Applicant shall enter into a funding agreement with the Menlo Park Municipal Water District to share the costs of replacing the existing water main crossing the site.

11 GENERAL CONDITIONS:

- 11.1 Indemnity By Applicant: Applicant shall indemnify, defend and hold harmless the City, and its elective and appointive boards, commissions, officers, agents, contractors, and employees (collectively, City Indemnified Parties) from any and all claims, causes of action, damages, costs or expenses (including reasonable attorneys' fees) arising out of or in connection with, or caused on account of, the development and occupancy of the Project, any Approval with respect thereto, or claims for injury or death to persons, or damage to property, as a result of the operations of Applicant or its employees, agents, contractors, representatives or tenants with respect to

the Project (collectively, Applicant Claims); provided, however, that the Applicant shall have no liability under this Section for Applicant Claims that (a) arise from the gross negligence or willful misconduct of any City Indemnified Party, or (b) arise from, or are alleged to arise from, the repair or maintenance by the City of any improvements that have been offered for dedication by the Applicant and accepted by the City.

- 11.2 Covenants Run with the Land. All of the conditions contained in this Conditional Development Permit shall run with the land comprising the Property and shall be binding upon, and shall inure to the benefit of the Applicant and its heirs, successors, assigns, devisees, administrators, representatives and lessees, except as otherwise expressly provided in this Conditional Development Permit.
- 11.3 Severability: If any condition of this Conditional Development Permit, or any part hereof, is held by a court of competent jurisdiction in a final judicial action to be void, voidable or enforceable, such condition, or part hereof, shall be deemed severable from the remaining conditions of this Conditional Development Permit and shall in no way affect the validity of the remaining conditions hereof.
- 11.4 Exhibits: The exhibits referred to herein are deemed incorporated into this Conditional Development Permit in their entirety.

THIS PAGE INTENTIONALLY LEFT BLANK

**DRAFT
RESOLUTION NO. _____**

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK APPROVING A TENTATIVE PARCEL MAP FOR PROPERTY
LOCATED AT 151 COMMONWEALTH DRIVE AND 164 JEFFERSON
DRIVE AND ALSO KNOWN AS ASSESSORS PARCEL NUMBERS 055-
243-240 AND 055-243-050**

WHEREAS, on December 3, 2012, the City of Menlo Park (“City”) received an application from The Sobrato Organization (“Project Sponsor”) to subdivide the existing properties located at 154 Commonwealth Drive and 164 Jefferson Drive (“Project Site”) as more particularly described and shown in “Exhibit A”; and

WHEREAS, the request of the Project Sponsor included an application for a Tentative Parcel Map to reconfigure the Project Site into three parcels; and

WHEREAS, Chapter 15.28 of the Municipal Code establishes the requirements for the processing and approving of parcel maps; and

WHEREAS; the proposed subdivision is technically correct and in compliance with all applicable State regulations, City General Plan, Zoning and Subdivision Ordinances, and the State Subdivision Map Act; and

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

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the Planning Commission of the City of Menlo Park on July 21, 2014, whereat all persons interested therein might appear and be heard; and

WHEREAS, the Planning Commission of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to recommend to the City Council of the City of Menlo Park to approve the Tentative Parcel Map; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the City Council of the City of Menlo Park on August 19, 2014 whereat all persons interested therein might appear and be heard; and

WHEREAS, on August 19, 2014 the City Council of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to approve the Minor Subdivision.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Menlo Park hereby approves a Minor Subdivision for Project Site substantially in the form depicted on Sheet 2 of the Tentative Parcel Map and attached by this reference herein as Exhibit A.

I, Pamela Aguilar, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the 19th day of August, 2014, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this 19th day of August, 2014.

Pamela Aguilar
City Clerk

THIS PAGE INTENTIONALLY LEFT BLANK

**DRAFT
RESOLUTION NO. _____**

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO
PARK APPROVING HERITAGE TREE REMOVAL PERMITS FOR THE
PROPERTY LOCATED AT 151 COMMONWEALTH DRIVE AND 164
JEFFERSON DRIVE AND ALSO KNOWN AS ASSESSORS PARCEL
NUMBERS 055-243-240 AND 055-243-050**

WHEREAS, on December 3, 2012, the City of Menlo Park (“City”) received an application from The Sobrato Organization (“Project Sponsor”) for removal of 22 heritage trees at the property located at 154 Commonwealth Drive and 164 Jefferson Drive (“Project Site”) as more particularly described and shown in “Exhibit A”; and

WHEREAS, the requested tree removals are necessary in order to redevelop the Project Site; and

WHEREAS, the removal of Heritage Trees within the City is subject to the requirements of Municipal Code Chapter 13.24, Heritage Trees; and

WHEREAS, the City Arborist reviewed the revised requested tree removals on February 3, 2014; and

WHEREAS, the City Arborist determined that 22 of the Heritage Trees are impeding the redevelopment of the Project Site; and

WHEREAS, the City Arborist determined that the 22 Heritage Trees proposed for removal were of inferior species and that the majority of the Heritage Trees are in fair to poor health or dead; and

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

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the Environmental Quality Commission of the City of Menlo Park on February 26, 2014 whereat all persons interested therein might appear and be heard; and

WHEREAS, the Environmental Quality Commission of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to recommend to the Planning Commission and City Council of the City of Menlo Park to approve the Heritage Tree Removal Permit; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the Planning Commission of the City of Menlo Park on July 21, 2014, whereat all persons interested therein might appear and be heard; and

WHEREAS, the Planning Commission of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to recommend to the City Council of the City of Menlo Park to approve the Heritage Tree Removal Permit; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the City Council of the City of Menlo Park on August 19, 2014 whereat all persons interested therein might appear and be heard; and

WHEREAS, on August 19, 2014 the City Council of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to approve the Heritage Tree Removal Permit.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Menlo Park hereby approves the Heritage Tree Removal Permits as depicted on Sheet 7 of the Tentative Parcel Map and attached by this reference herein as Exhibit A, which shall be valid until _____, 2014 and can be extended for a period of one-year by the Community Development Director if requested by the applicant.

I, Pamela Aguilar, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the 19th day of August, 2014, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this 19th day of August, 2014.

Pamela Aguilar
City Clerk

REVISIONS
 01 REVISIONS
 02 REVISIONS
 03 REVISIONS
 04 REVISIONS
 05 REVISIONS
 06 REVISIONS
 07 REVISIONS
 08 REVISIONS
 09 REVISIONS
 10 REVISIONS
 11 REVISIONS
 12 REVISIONS
 13 REVISIONS
 14 REVISIONS
 15 REVISIONS
 16 REVISIONS
 17 REVISIONS
 18 REVISIONS
 19 REVISIONS
 20 REVISIONS
 21 REVISIONS
 22 REVISIONS
 23 REVISIONS
 24 REVISIONS
 25 REVISIONS
 26 REVISIONS
 27 REVISIONS
 28 REVISIONS
 29 REVISIONS
 30 REVISIONS
 31 REVISIONS
 32 REVISIONS
 33 REVISIONS
 34 REVISIONS
 35 REVISIONS
 36 REVISIONS
 37 REVISIONS
 38 REVISIONS
 39 REVISIONS
 40 REVISIONS
 41 REVISIONS
 42 REVISIONS
 43 REVISIONS
 44 REVISIONS
 45 REVISIONS
 46 REVISIONS
 47 REVISIONS
 48 REVISIONS
 49 REVISIONS
 50 REVISIONS
 51 REVISIONS
 52 REVISIONS
 53 REVISIONS
 54 REVISIONS
 55 REVISIONS
 56 REVISIONS
 57 REVISIONS
 58 REVISIONS
 59 REVISIONS
 60 REVISIONS
 61 REVISIONS
 62 REVISIONS
 63 REVISIONS
 64 REVISIONS
 65 REVISIONS
 66 REVISIONS
 67 REVISIONS
 68 REVISIONS
 69 REVISIONS
 70 REVISIONS
 71 REVISIONS
 72 REVISIONS
 73 REVISIONS
 74 REVISIONS
 75 REVISIONS
 76 REVISIONS
 77 REVISIONS
 78 REVISIONS
 79 REVISIONS
 80 REVISIONS
 81 REVISIONS
 82 REVISIONS
 83 REVISIONS
 84 REVISIONS
 85 REVISIONS
 86 REVISIONS
 87 REVISIONS
 88 REVISIONS
 89 REVISIONS
 90 REVISIONS
 91 REVISIONS
 92 REVISIONS
 93 REVISIONS
 94 REVISIONS
 95 REVISIONS
 96 REVISIONS
 97 REVISIONS
 98 REVISIONS
 99 REVISIONS
 100 REVISIONS

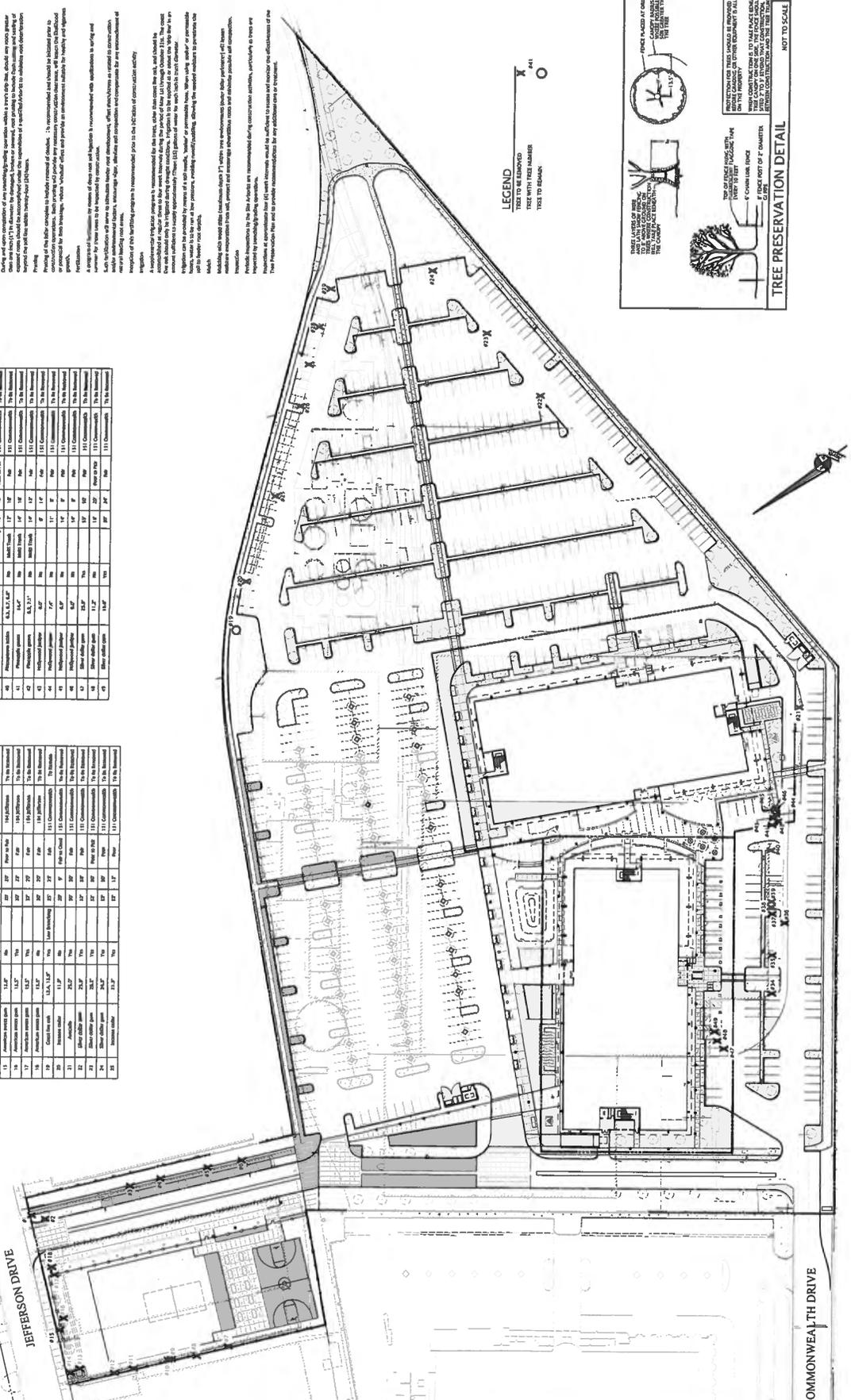
CIVIL ENGINEERS & SURVEYORS, INC.
 151 COMMONWEALTH DRIVE & 164 JEFFERSON DRIVE
 FOR THE SOBARTO ORGANIZATION
 TENTATIVE PARCEL MAP
 HENLO PARK
 SCALE 1" = 40'-0"
 SHEET 7
 DATE 07-18-2018

TREE PRESERVATION AND PROTECTION PLAN

The purpose of this plan is to identify and protect trees on the site. The plan shows the location of trees to be preserved and protected, and the methods to be used to protect them. The plan also shows the location of trees to be removed, and the methods to be used to remove them. The plan is based on a field survey of the site, and on a review of the site's history and the surrounding area. The plan is intended to be used as a guide for the construction of the site, and to ensure that trees are protected and preserved as much as possible.

Station	Notes	Remarks	Height	Species	Condition	Disposition
1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100

Station	Notes	Remarks	Height	Species	Condition	Disposition
1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100



LEGEND
 TREE TO BE REMOVED
 TREE TO BE PRESERVED
 TREE TO BE PROTECTED
 TREE TO BE MAINTAINED
 TREE TO BE REPLANTED
 TREE TO BE TRANSPLANTED
 TREE TO BE CUT BACK
 TREE TO BE TRIMMED
 TREE TO BE PRUNED
 TREE TO BE STAKED
 TREE TO BE BRACED
 TREE TO BE SUPPORTED
 TREE TO BE PROTECTED BY FENCE
 TREE TO BE PROTECTED BY BARRIER
 TREE TO BE PROTECTED BY SIGN
 TREE TO BE PROTECTED BY LIGHT
 TREE TO BE PROTECTED BY SOUND
 TREE TO BE PROTECTED BY VIBRATION
 TREE TO BE PROTECTED BY POLLUTION
 TREE TO BE PROTECTED BY DROPPING OBJECTS
 TREE TO BE PROTECTED BY OTHER HAZARDS
 TREE TO BE PROTECTED BY OTHER MEANS
 TREE TO BE PROTECTED BY OTHER METHODS
 TREE TO BE PROTECTED BY OTHER TECHNIQUES
 TREE TO BE PROTECTED BY OTHER SYSTEMS
 TREE TO BE PROTECTED BY OTHER DEVICES
 TREE TO BE PROTECTED BY OTHER TOOLS
 TREE TO BE PROTECTED BY OTHER EQUIPMENT
 TREE TO BE PROTECTED BY OTHER MATERIALS
 TREE TO BE PROTECTED BY OTHER SUPPLIES
 TREE TO BE PROTECTED BY OTHER SERVICES
 TREE TO BE PROTECTED BY OTHER PERSONNEL
 TREE TO BE PROTECTED BY OTHER CONTRACTORS
 TREE TO BE PROTECTED BY OTHER SUBCONTRACTORS

THIS PAGE INTENTIONALLY LEFT BLANK

**DRAFT
RESOLUTION NO. _____**

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK
APPROVING THE BELOW MARKET RATE HOUSING AGREEMENT
BETWEEN THE CITY OF MENLO PARK AND THE SOBRATO
ORGANIZATION FOR PROPERTY LOCATED AT 151 COMMONWEALTH
DRIVE AND 164 JEFFERSON DRIVE AND ALSO KNOWN AS ASSESSORS
PARCEL NUMBERS 055-243-240 AND 055-243-050**

WHEREAS, the City of Menlo Park (“City”) received an application from The Sobrato Group (“Developer”), to redevelop the property located at 151 Commonwealth Drive and 164 Jefferson Drive (“Property”) by demolishing the existing buildings and developing the Property with two four-story office buildings, the height of which may not exceed 63.3 feet (to the top of the parapet wall), totaling no more than 259,920 square feet, and constructing various site improvements; and

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

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the Planning Commission of the City of Menlo Park on July 21, 2014 whereat all persons interested therein might appear and be heard; and

WHEREAS, the Planning Commission of the City of Menlo Park having fully reviewed, considered and evaluated all the testimony and evidence submitted in this matter voted affirmatively to recommend to the City Council of the City of Menlo Park to approve an Conditional Development Permit; and

WHEREAS, after notice having been lawfully given, a public hearing was scheduled and held before the City Council of the City of Menlo Park on August 19, 2014 whereat all persons interested therein might appear and be heard.

WHEREAS, on August 19, 2014 the City Council of the City of Menlo Park (“City”) has read and considered that certain Below Market Rate Housing Agreement (“BMR Agreement”) between the City and The Sobrato Organization (“Developer”) that satisfies the requirement that Developer comply with Chapter 16.96 of the City’s Municipal Code and with the Below Market Rate Housing Program Guidelines.

NOW, THEREFORE, the City Council of the City does RESOLVE as follows:

1. Public interest and convenience require the City to enter into the Agreement described above.
2. The City Council of the City of Menlo Park hereby approves the Agreement and the City Manager is hereby authorized on behalf of the City to execute the Agreement.

I, Pamela Aguilar, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on the 19th day of August, 2014, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of said City on this 19th day of August, 2014.

Pamela Aguilar
City Clerk

DRAFT
BELOW MARKET RATE HOUSING IN-LIEU FEE AGREEMENT

This Below Market Rate Housing In Lieu Fee Agreement (“Agreement”) is made as of this ___ day of _____, 2014 by and between the City of Menlo Park, a California municipality (“City”) and The Sobrato Organization (“Applicant”), with respect to the following:

RECITALS

- A. Applicant owns property located in the City of Menlo Park, County of San Mateo, State of California, consisting of approximately 13.3 acres, more particularly described as Assessor’s Parcel Numbers: 055-243-050 and 055-243-240 (“Property”), more commonly known as 151 Commonwealth Drive and 164 Jefferson Drive, Menlo Park, California.
- B. The Property currently contains multiple buildings containing a combination of manufacturing, warehouse, and office spaces. The existing gross floor area of these buildings is 237,858 square feet.
- C. Applicant proposes the construction approximately 259,920 square feet of office space in two buildings. The Applicant has applied to the City for planning approval to demolish the existing buildings and construct the two proposed office buildings.
- D. Applicant is required to comply with Chapter 16.96 of City’s Municipal Code (“BMR Ordinance”) and with the Below Market Rate Housing Program Guidelines (“Guidelines”) adopted by the City Council to implement the BMR Ordinance. In order to process its application, the BMR Ordinance requires Applicant to submit a Below Market Rate Housing Agreement. This Agreement is intended to satisfy that requirement. Approval of a Below Market Rate Housing Agreement is a condition precedent to the approval of the applications and the issuance of a building permit for the project.
- E. Residential use of the property is not allowed by the applicable zoning regulations. Applicant does not own any sites in the City that are available and feasible for construction of sufficient below market rate residential housing units to satisfy the requirements of the BMR Ordinance. Based on these facts, the City has found that development of such units off-site in accordance with the requirements of the BMR Ordinance and Guidelines is not feasible.
- F. Applicant, therefore, is required to pay an in lieu fee as provided for in this Agreement. Applicant is willing to pay the in lieu fee on the terms set forth in this Agreement, which the City has found are consistent with the BMR Ordinance and Guidelines.

NOW, THEREFORE, the parties agree as follows:

1. Applicant shall pay the in lieu fee as provided for in the BMR Ordinance and Guidelines. The applicable in lieu fee is that which is in effect on the date the payment is made. The in lieu fee will be calculated as set forth in the table below; however, the applicable fee for the project will be based upon the amount of square footage within Group A and Group B at the time of payment. The estimated in lieu fee is provided below.

	Use Group	Fee/SF	Square Feet	Component Fees
Existing Building - Office Areas	A-Office/R&D	\$15.19	19,173	(\$291,237.87)
Existing Building - Non-Office Areas	B- Non-Office C/I	\$8.24	218,685	(\$1,801,964.40)
Proposed Buildings Office Areas	A-Office/R&D	\$15.19	259,920	\$3,948,184.80
Total Estimated In Lieu Fee				\$1,854,982.53

2. Applicant shall pay the fee before the City issues a building permit for the project. The fee may be paid at any time after approval of this Agreement by the City Council. If for any reason, a building permit is not issued within a reasonable time after Applicant's payment of the fee, upon request by Applicant, City shall promptly refund the fee, without interest, in which case the building permit shall not be issued until payment of the fee is again made at the rate applicable at the time of payment.
3. This Agreement shall be binding on and inure to the benefit of the parties hereto and their successors and assigns. Each party may assign this Agreement, subject to the reasonable consent of the other party, and the assignment must be in writing.
4. If any legal action is commenced to interpret or enforce this Agreement or to collect damages as a result of any breach of this Agreement, the prevailing party shall be entitled to recover all reasonable attorney's fees and costs incurred in such action from the other party.
5. This Agreement shall be governed by and construed in accordance with the laws of the State of California and the venue for any action shall be the County of San Mateo.
6. The terms of this Agreement may not be modified or amended except by an instrument in writing executed by all of the parties hereto.

7. This Agreement supersedes any prior agreements, negotiations, and communications, oral or written, and contains the entire agreement between the parties as to the subject matter hereof.
8. Any and all obligations or responsibilities of the Applicant under this Agreement shall terminate upon the payment of the required fee.
9. To the extent there is any conflict between the terms and provisions of the Guidelines and the terms and provisions of this Agreement, the terms and provisions of this Agreement shall prevail.

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

CITY OF MENLO PARK

The Sobrato Organization

By: _____
Alex D. McIntyre, City Manager

By: _____

THIS PAGE INTENTIONALLY LEFT BLANK

FUNDING AGREEMENT

This Funding Agreement ("Agreement") is made this ___ day of _____, 2014 ("Execution Date") by and between the City of Menlo Park ("City") and the Sobrato Organization ("Sobrato"), each of which is referred to herein individually as "Party" and jointly as "Parties."

RECITALS

WHEREAS, the City received an application from Sobrato to redevelop the property located at 151 Commonwealth Drive and 164 Jefferson Drive ("Property") by demolishing the existing buildings and developing the Property with two four-story office buildings ("Development"); and

WHEREAS, Sobrato offered to enter into a funding agreement to share the costs of replacing the existing water main that crosses the Property ("Project") and this was incorporated into the Conditional Development Permit approved for the Property; and

WHEREAS, the City and Sobrato have agreed to share the cost of the Project on the terms and conditions contained herein.

NOW, THEREFORE, the Parties agree as follows:

SECTION 1: Scope of Work and Reporting

1.1 Scope of Work. Sobrato is responsible for the completion of the Scope of Work as described in Exhibit A, which is attached to this Agreement and incorporated herein by this reference. Sobrato is responsible for procuring and administering any professional service and/or other contracts entered into in connection with the Scope of Work. Sobrato will oversee completion of the Scope of Work. Sobrato may appoint a designee or engage contractor(s) to perform work necessary to complete the Scope of Work, but Sobrato remains responsible to the City for the completion of the Scope of Work.

1.2 Required Approvals; Compliance with Laws. Prior to commencement of the Scope of Work, Sobrato or its designee (e.g., a consultant) will obtain all applicable local, state and federal approvals and permits for the Scope of Work. In addition, Sobrato must comply with all applicable federal, state and local laws and regulations applicable to the Project, including, but not limited to, prevailing wage requirements.

1.3 Access to Records and Record Retention. At all reasonable times, Sobrato will permit the City access to all reports, designs, drawings, plans, specifications, schedules and other materials prepared, or in the process of being prepared, for the Scope of Work by Sobrato or any contractor or consultant of Sobrato. Sobrato will provide copies of any documents described in this Section to the City upon request. Sobrato will retain all records pertaining to the Scope of Work for at least three years after completion of the Project.

SECTION 2: Funding and Payment

2.1 Funding Commitment. The City agrees to pay to Sobrato Fifty-Three Thousand Three Hundred Dollars (\$53,300) for expenditures related to the Scope of Work ("City Funding"). The City Funding is a fixed contribution; therefore, public bidding/contracting requirements do not apply as they would not result in any cost savings or benefit to the City.

Sobrato agrees to pay the entire amount in excess of the City Funding needed to complete the Scope of Work. The City's funding commitment under this Agreement in no way establishes a right for Sobrato to receive additional funding from the City.

2.2 Use of Funds.

a) Sobrato agrees that it shall use the City Funding only for the Scope of Work. Sobrato shall document, in accordance with generally-accepted accounting principles, the costs paid to complete the Scope of Work. Sobrato shall not use the City Funding to pay for costs which are unrelated to the Scope of Work. As identified in Exhibit A, the costs for any connections, fittings, or other appurtenances needed for making water connections to serve the proposed redevelopment of the Property will be paid solely by Sobrato.

b) If the City determines that Sobrato has used City Funding to pay for costs other than for the approved Scope of Work, the City will notify Sobrato of its determination. Sobrato shall, within 30 days of notification of the City's determination, either (i) repay such funds to the City, or (ii) provide to the City an answer detailing Sobrato's understanding of how the funds in question were spent for the approved Scope of Work, to which the City will respond within 30 days of receipt. The City's response will be final, unless otherwise stated in the response, and Sobrato shall repay any funds determined to have been used other than for the approved Scope of Work within 30 days.

2.3 Payment of Funds. The City will pay to Sobrato the City Funding only upon completion and acceptance of the work by the City. At such time, Sobrato will provide an accounting of the costs for the Scope of Work as described in this Section 2 and an invoice requesting payment of the City Funding. Provided there is no question regarding the use of funds, the City will pay the City Funding to Sobrato within 30 days of the date of the invoice.

SECTION 3: Term

3.1 Term. The term of this Agreement will commence on the Execution Date and conclude upon the City's payment of the City Funding to Sobrato upon the successful completion of the Scope of Work.

3.2 Time of Performance. The Scope of Work must be completed prior to the City's final inspection allowing occupancy of the first of the two buildings that comprise the Development.

SECTION 4: Indemnification and Insurance

4.1 Indemnity by Sobrato. Sobrato shall indemnify, keep and save harmless the City and its directors, officers, agents and employees against any and all suits, claims or actions arising out of any injury to persons or property that may occur, or that may be alleged to have occurred, arising from the performance of the Project or implementation of this Agreement. Sobrato further agrees to defend any and all such actions, suits or claims and pay all charges of attorneys and all other costs and expenses of defenses as they are incurred. If any judgment is rendered, or settlement reached, against the City or any of the individuals enumerated above in any such action, Sobrato shall, at its expense, satisfy and discharge the same. This indemnification shall survive termination or expiration of the Agreement.

4.2 Insurance. For the purposes of this Insurance section, "Entity" is defined as any entity designing, approving designs and/or performing the Scope of Work funded by this

Agreement. Entities may include Sobrato, a contractor of Sobrato, another body on behalf of which Sobrato submitted its funding application, and/or a contractor of such other body.

All Entities will provide the appropriate insurance covering the work being performed. The insurance requirements specified in this section will cover each Entity's own liability and any liability arising out of work or services of Entity subcontractors, subconsultants, suppliers, temporary workers, independent contractors, leased employees, or any other persons, firms or corporations (hereinafter collectively referred to as "Agents") working on the Project.

a) **Minimum Types and Scope of Insurance.** Each Entity is required to procure and maintain at its sole cost and expense insurance subject to the requirements set forth below. Such insurance will remain in full force and effect throughout performance of the Scope of Work. All policies will be issued by insurers acceptable to the City (generally with a Best's Rating of A-10 or better). Each Entity is also required to assess the risks associated with work to be performed by Agents and to require that Agents maintain adequate insurance coverages with appropriate limits and endorsements to cover such risks. To the extent that its Agent does not procure and maintain such insurance coverage, an Entity is responsible for and assumes any and all costs and expenses that may be incurred in securing said coverage or in fulfilling Entity's indemnity obligations as to itself or any of its Agents in the absence of coverage. Entities may self-insure against the risks associated with the Scope of Work, but in such case, waive subrogation in favor of the City respecting any and all claims that may arise.

i. **Workers' Compensation and Employer's Liability Insurance.** Worker's Compensation coverage must meet statutory limits and Employer's Liability Insurance must have minimum limits of One Million Dollars. Insurance must include a Waiver of Subrogation in favor of the City.

ii. **Commercial General Liability Insurance.** The limit for Commercial General Liability Insurance in each contract and subcontract cannot be less than One Million Dollars. Commercial General Liability Insurance must be primary to any other insurance, name the City as an Additional Insured, include a Separation of Interests endorsement and include a Waiver of Subrogation in favor of the City.

iii. **Business Automobile Liability Insurance.** The limit for Business Automobile Liability Insurance in each contract and subcontract cannot be less than One Million Dollars. Insurance must cover all owned, non-owned and hired autos, and include a Waiver of Subrogation in favor of the City.

iv. **Property Insurance.** Property Insurance must cover an Entity's and/or Agent's own equipment as well as any materials to be installed. Property Insurance must include a Waiver of Subrogation in favor of the City.

v. **Professional Liability Insurance.** If deemed appropriate by an Entity in consideration of the work required for the Project, insurance should cover each Entity's and any Agent's professional work on the Project. The limit for Professional Liability Insurance in each appropriate contract and subcontract should not be less than One Million Dollars.

vi. **Contractors' Pollution Liability Insurance and/or Environmental Liability Insurance.** If deemed appropriate by an Entity in consideration of the work required for the Project, insurance should cover potential pollution or environmental contamination or

accidents. The limit for Pollution and/or Environmental Liability Insurance in each appropriate contract and subcontract should not be less than One Million Dollars. Such insurance must name the City as an Additional Insured and include a Waiver of Subrogation in favor of the City.

vii. Railroad Protective Liability Insurance. Insurance is required if the Project will include any construction or demolition work within 50 feet of railroad tracks. The limit for Railroad Protective Liability Insurance in each appropriate contract and subcontract cannot be less than Two Million Dollars per occurrence and Six Million Dollars annual aggregate.

b) Excess or Umbrella Coverage. Sobrato and/or any other Entity may opt to procure excess or umbrella coverage to meet the above requirements, but in such case, these policies must also satisfy all specified endorsements and stipulations for the underlying coverages and include provisions that the policy holder's insurance is to be primary without any right of contribution from the City.

c) Deductibles and Retentions. Sobrato must ensure that deductibles or retentions on any of the above insurance policies are paid without right of contribution from the City. Deductible and retention provisions cannot contain any restrictions as to how or by whom the deductible or retention is paid. Any deductible or retention provision limiting payment to the named insured is unacceptable. In the event that any policy contains a deductible or self-insured retention, and in the event that the City seeks coverage under such policy as an additional insured, Sobrato will ensure that the policy holder satisfies such deductible to the extent of loss covered by such policy for a lawsuit arising from or connected with any alleged act or omission of the Entity or Agents, even if neither the Entity nor Agents are named defendants in the lawsuit.

d) Claims Made Coverage. If any insurance specified above is provided on a claim-made basis, then in addition to coverage requirements above, such policy must provide that:

i. Policy retroactive date coincides with or precedes the Entity's start of work (including subsequent policies purchased as renewals or replacements).

ii. Entity will make every effort to maintain similar insurance for at least three years following Project completion, including the requirement of adding all additional insureds.

iii. If insurance is terminated for any reason, each Entity agrees to purchase an extended reporting provision of at least three years to report claims arising from work performed in connection with this Agreement.

iv. Policy allows for reporting of circumstances or incidents that might give rise to future claims.

e) Failure to Procure Adequate Insurance. Failure by any Entity to procure sufficient insurance to financially support Section 4.1, Indemnity by Sobrato, of this Agreement does not excuse Sobrato from meeting all obligations of Section 4.1 and the remainder of this Agreement, generally. Prior to beginning work under this Agreement, Sobrato must obtain, and produce upon request of the City, satisfactory evidence of compliance with the insurance requirements of this section.

SECTION 5: Miscellaneous

5.1 Notices. All notices required or permitted to be given under this Agreement must be in writing and mailed postage prepaid by certified or registered mail, return receipt requested, or by personal delivery or overnight courier to the appropriate address indicated below or at such other place(s) that either Party may designate in written notice to the other. Notices are deemed received upon delivery if personally served, one day after mailing if delivered via overnight courier, or two days after mailing if mailed as provided above.

To City : City of Menlo Park
701 Laurel St.
Menlo Park, CA 94025
Attn: Jesse Quirion
Interim Public Works Director

To Sobrato: The Sobrato Organization
Attn: John Michael Sobrato
10600 N. De Anza Blvd., Suite 200
Cupertino, CA 95014

5.2 No Waiver. No waiver of any default or breach of any covenant of this Agreement by either Party will be implied from any omission by either Party to take action on account of such default if such default persists or is repeated. Express waivers are limited in scope and duration to their express provisions. Consent to one action does not imply consent to any future action.

5.3 Assignment. Parties are prohibited from assigning, transferring or otherwise substituting their interests or obligations under this Agreement without the written consent of all other Parties, provided however, Sobrato shall have the right to assign this Agreement to an affiliated entity of Sobrato that is the owner of the Property, without the prior approval or consent of the City.

5.4 Governing Law. This Agreement is governed by the laws of the State of California as applied to contracts that are made and performed entirely in California.

5.5 Compliance with Laws. In performance of this Agreement, the Parties must comply with all applicable Federal, State and local laws, regulations and ordinances.

5.6 Modifications. This Agreement may only be modified in a writing executed by both Parties.

5.7 Attorneys' Fees. In the event legal proceedings are instituted to enforce any provision of this Agreement, the prevailing Party in said proceedings is entitled to its costs, including reasonable attorneys' fees.

5.8 Relationship of the Parties. It is understood that this is an Agreement by and between Independent Contractors and does not create the relationship of agent, servant, employee, partnership, joint venture or association, or any other relationship other than that of Independent Contractor.

5.9 Ownership of Work. All reports, designs, drawings, plans, specifications, schedules, studies, memoranda, and other documents assembled for or prepared by or for, in the process of being assembled or prepared by or for, or furnished to Sobrato under this Agreement are the joint property of the City and Sobrato, and will not be destroyed without the prior written consent of the City. The City is entitled to copies and access to these materials during the progress of the Project and upon completion or termination of the Project or this Agreement. Sobrato may retain a copy of all material produced under this Agreement for its use in its general activities. This Section does not preclude additional shared ownership of work with other entities under contract with Sobrato for funding of the Project.

5.10 Non-discrimination. Sobrato and any contractors performing services on behalf of Sobrato will not discriminate or permit discrimination against any person or group of persons on the basis of race, color, religion, national origin or ancestry, age, sex, sexual orientation, marital status, pregnancy, childbirth or related conditions, medical condition, mental or physical disability or veteran's status, or in any manner prohibited by federal, state or local laws.

5.11 Warranty of Authority to Execute Agreement. Each Party to this Agreement represents and warrants that each person whose signature appears hereon is authorized and has the full authority to execute this Agreement on behalf of the entity that is a Party to this Agreement.

5.12 Severability. If any portion of this Agreement, or the application thereof is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining portions of this Agreement, or the application thereof, will remain in full force and effect.

5.13 Counterparts. This Agreement may be executed in counterparts.

5.14 Entire Agreement. This Agreement constitutes the entire agreement between the Parties pertaining to its subject matter and supersedes any prior or contemporaneous written or oral agreement between the Parties on the same subject.

IN WITNESS WHEREOF, the Parties have hereunder subscribed their names the day and year indicated below.

CITY OF MENLO PARK

THE SOBRATO ORGANIZATION,
a California limited liability company

By: Alex McIntyre
Its: City Manager

By: John Michael Sobrato
Its: Manager

Approved as to Form:

City Attorney
City of Menlo Park

Exhibit A: Scope of Work Information

EXHIBIT A
SCOPE OF WORK

Replacement of approximately 600 linear feet of 10 inch diameter water main running along the complete length of the property line parallel to Highway 101. Said pipe to be replaced with new C900 pipe 10 inches in diameter, including the installation of isolation valves at each end to facilitate future operation and maintenance. Work will also include the abandonment of the existing 600 linear feet of 10 inch AC water pipe by means of filling it with slurry and capping both ends. The costs for any connections, fittings, or other appurtenances needed for making water connections to serve the proposed redevelopment of the Property will be paid for solely by Sobrato.

THIS PAGE INTENTIONALLY LEFT BLANK