STAFF REPORT

City Council
Meeting Date: 5/7/2018
Staff Report Number: 19-084-CC

Study Session: Master plan development/Peninsula Innovation Partners, LLC/1350-1390 Willow Road, 925-1098 Hamilton Avenue, and 1005-1275 Hamilton Court

Recommendation
Staff recommends that the City Council receive a presentation from the applicant team (comprised of Signature Development Group and Facebook), solicit public comments, and provide feedback on the components of the proposed project and guidance to City staff and the applicant team on the applicant’s revised proposal for an approximate 59-acre, mixed-use master plan development. As a study session, members of public have the opportunity to provide input on the aspects of the proposed project. No formal action will be taken on this item.

Topics for City Council discussion
This report highlights a variety of topic areas and discussion items for consideration at the study session. As the City Council reviews the report, staff recommends that the City Council consider the following topics and use them as a guide to provide feedback:

- Site access and circulation
- Publicly accessible open space
- Mix of land uses
- Project phasing
- Community amenities

A more detailed discussed of these topics are presented in the analysis section below.

Policy Issues
The applicant is proposing to redevelop the site through the master plan process, as provided for in the zoning ordinance, by utilizing a conditional development permit (CDP) and entering into a development agreement (DA) with the City. The proposed project would require the Planning Commission and the City Council to consider the merits of the proposed master plan, and the project’s consistency with the City’s general plan and zoning ordinance, including the appropriateness of the applicant’s proposed amendments, along with the municipal code, and other adopted policies and programs of the City such as the below market rate housing program.

Background
The approximately 59-acre site is generally located along Willow Road between Hamilton Avenue and Ivy Drive, and was previously referred to as the ProLogis Menlo Science and Technology Park. Facebook
Building 20 is located to the northwest and multifamily and neighborhood commercial uses are to the west, across Willow Road. The subject site is generally bordered by the San Francisco Public Utilities Commission (SFPUC) Hetch Hetchy right-of-way and Mid-Peninsula High School to the south, the Dumbarton Corridor to the north, and properties within the Menlo Business Park to the east.

The existing campus has 20 buildings (generally constructed between the 1950s and 1990s) located on 18 parcels that have historically housed general office, R&D, warehouse, and manufacturing uses that total approximately 1,000,000 square feet of gross floor area (GFA). Facebook currently occupies eight buildings at the project site for offices, R&D, dining facilities and a health center. The remaining buildings are occupied by general office, R&D, warehouse and manufacturing uses. A location map is included as Attachment A.

As part of the ConnectMenlo general plan and zoning ordinance update, the existing project site was rezoned in December 2016 from M-2 (general industrial) to O-B (office, bonus) and R-MU-B (residential mixed use, bonus.) On July 2017, the City received an application to commence the formal review process for the redevelopment of the project site. That previous proposal was reviewed by the Planning Commission and City Council as a study session item in February 2018 and March 2018, respectively. The City Council’s previous direction on the project proposal is included as a link to the March 27, 2018, meeting minutes in Attachment B.

The applicant team has further evaluated the proposed project and modified the site layout (including land uses, circulation network and open space), the proposed square footages by land use, and the project phasing. The applicant team’s revised project description letter is included in Attachment C and the updated project plans are included in Attachment D. As part of the resubmittal of the proposed project, staff will be reviewing the City Council’s previous direction and incorporating those items into its analysis of the project moving forward, unless the City Council has different guidance for staff.

Analysis

Project description

The proposed project would comprehensively redevelop the project site with a mixed-use master plan with approximately 1,500 dwelling units (including 15 percent inclusionary), up to 200,000 square feet of commercial retail uses (e.g., grocery store, pharmacy, personal services, restaurants and bars, general retail and entertainment uses), a 200-250 room hotel (potentially with conference facilities), and approximately 1,750,000 square feet of offices to be occupied by Facebook. The offices would be housed within nine buildings, and the mixed use and residential component would include 10 buildings for the retail (non-office commercial) square footage and residential units. The hotel and associated retail and conference facilities would be a stand-alone building. The proposed site plan would include approximately 26.7 acres of landscaping and open space, of which approximately 10 acres would be publicly accessible, and new bicycle, pedestrian and vehicle infrastructure. The proposed site circulation includes a proposed access point from O’Brien Drive. In addition to the open space distributed throughout the project site, the proposal would include a 4-acre publicly accessible park at the southwestern corner of the project site, along with a town square plaza, and dog park.

The following list identifies the key changes to the proposed project since March 2018.
- Redesign of the site plan, including the on-site vehicle, pedestrian and bicycle circulation along with modifications to the general layout and footprints of the proposed mixed-use and office buildings
- A general shift in the location of the office campus to the eastern portion of the site and more integration between the office campus and the mixed-use neighborhood components
- Modifications to the initial concepts for the Main Street and Town Square areas to promote walkability, biking and social gathering
- An emphasis on bicycle and pedestrian connectivity from O’Brien Drive to Willow Road diagonally through the site, with ancillary bicycle and pedestrian connections along the eastern and northern edges of the site
- A grade separated crossing for bicycle, pedestrians, and trams between the west Campus and the Willow Village (underpass or overpass with Willow Road)
- Relocated full-service grocery store and pharmacy
- More aggregated open space instead of distributed open space through the site, resulting in a larger 4-acre community park, playground and recreation fields along Willow Road
- Inclusion of a proposed community center adjacent to the community park (approximately 10,000 square feet)
- Addition of a separate publicly accessible dog park
- Removal of the Dumbarton plaza and visitor center from the northwestern corner of the project site and replaced with a parking structure
- Consolidation of office parking into two, versus three, garage structures
- Increase in the number of hotel rooms from approximately 200 to a possible maximum of up to 250 rooms
- Increased amount of neighborhood serving retail from approximately 126,500 square feet to up to approximately 200,000 square feet

More detailed staff analysis of the proposed revised project is included in the Staff Analysis (Attachment E), which evaluates the project proposal in the following topic areas:
- Site plan and general layout
- Land use and zoning
- Site circulation
- Paseos and bicycle and pedestrian facilities
- Public open space, trees and landscaping
- Green and sustainable building
- Project phasing

**Topics for City Council discussion**

The following list identifies key topic areas that the City Council should consider and discuss through the study session. Some of the items below were presented to the City Council at the study session in March 2018, but are listed again to encourage a comprehensive discussion of the proposed revised project. The below list is intended to facilitate the City Council’s discussion and is not intended to be an exhaustive list of topic areas.
Site access and circulation
The proposed revised project would continue to deviate from the adopted zoning map and circulation element for the location of the main cross site access. The proposed bicycle and pedestrian access and paseos through the project site would also deviate from the adopted zoning map. The zoning map identified future public right-of-way and paseos in the Bayfront area. The proposed modifications would require a zoning map and general plan amendment. The adopted future roadway connects Hamilton Avenue with Adams Court across the northern portion of the project site and the proposed project would relocate the main cross-site access to “Park Street” in the southern portion of the site. In addition, the proposed site plan includes a connection from Hamilton Avenue to O’Brien Drive in the southeastern corner of the project site via a diagonal Main Street through the site. The revised proposal would likewise shift the main bicycle and pedestrian access. This pedestrian and bicycle facility would be located adjacent to Main Street. A secondary bicycle and pedestrian pathway (paseo) would be located along the eastern edge of the site. The City Council should review and consider the following topics:

- Provide input on the proposed realignment of the main cross site access from Hamilton Avenue and Adams Court to the southern portion of the site and the connection with O’Brien Drive
- Provide direction to staff on the proposed pedestrian and bicycle access through the site (primarily along the proposed Main Street), specifically as the pathways relate to the paseo requirements of the Zoning Ordinance and Zoning Map
- Provide guidance to staff on the eastern bike and pedestrian pathway (paseo) design, location and the adjacent land uses

Publicly accessible open space
The proposed revised project would increase the total amount of open space and landscaping at the project site and would provide more aggregated publicly accessible open space. The revised project site plan would include an approximately 4-acre public park, half-acre town square and third-of-an-acre dog park, along with paseos for pedestrian and bicycle circulation through the site.

- The City Council should provide feedback on the modifications to develop more aggregated publicly accessible open space rather than open space distributed throughout the project site
- What type of programming and uses (active and/or passive) are appropriate for the park

Mix of land uses and zoning
The master plan process allows an applicant to comprehensively redevelop a project site and shift the development potential (density and intensity) as well as other requirements (open space) throughout the project site. More detailed analysis of the proposed master plan is included in the staff analysis in Attachment E. The proposed mix of uses includes housing, retail (non-office commercial), a hotel and offices (for Facebook.) The proposal includes the 1,500 dwelling units required to be designed by the Facebook campus expansion development agreement; however, staff’s preliminary analysis determined that the site could accommodate up to approximately 1,713 dwelling units based on the land area after dedication of public rights of way (ROW.) A portion of the inclusionary housing requirement is identified as senior housing. The revised project includes an increase in commercial retail square footage from 126,500 square feet to up to 200,000 square feet and an increase in potential hotel rooms from 200 to up to 250 rooms. The office square footage remained constant at 1,750,000 square feet. The City Council should provide direction on the following:
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- Provide feedback on the proposed use of the master plan process for this development and the overall site layout
- Provide any comments on the site density and intensity, including the number of dwelling units, office floor area ratio (FAR), and retail FAR
- Is the proposal to satisfy the inclusionary housing requirement through a mix of senior and non-age restricted below market rate (BMR) housing units appropriate for the proposed project?
- The planning division has received applications for up to 457 hotel rooms in the Bayfront area, which exceeds the hotel room cap of 400 net new rooms identified in the land use element of the general plan. The City Council should provide input on the appropriateness of the proposed hotel at the site and the potential general plan amendment to allow for the possibility for a hotel with up to 250 rooms (an increase in 57 rooms above the cap)
- As part of the project, a 10,000 square foot community center is proposed. The City Council should provide feedback on the proposed use and how the space should be programmed

Project phasing
The revised project anticipates developing the project in three phases, instead of the previously proposed four phases. The updated phasing plan would develop the majority of the housing units and office square footage in the first two phases and shift the non-office commercial (retail) and hotel development to the second, and third phases (with a minimal amount of retail being developed in the first phase.) The proposed phasing plan identifies the grocery store to be constructed in the third phase.
- The City Council should review the proposed phasing plan (detailed analysis included in Attachment E) and provide any comments and guidance to staff on the breakdown of the phases by land uses, including housing, commercial retail (e.g., grocery store, pharmacy, etc.), parks, and open space in relation to the office development.

Community amenities
The proposal is still in the early stages of review and full list of community amenities has not been developed, nor has the appraisal process been completed to determine the required amount of community amenities. At this time, the City Council should provide guidance on the preliminary community amenities. The proposal includes a grocery store, which would meet the criteria for a community amenity. In addition, the ConnectMenlo community amenities list was discussed as part of the City Council March 27, study session on the 2-year check in for ConnectMenlo. At this time, staff will continue to use the adopted community amenities list to evaluate the potential community amenities proposed as part of the project. The current list is included as a link in Attachment F. The City Council should consider the following questions on community amenities as part of its discussion:
- Is the grocery store an appropriate community amenity for the proposed project?
- Does the City Council have any guidance on potential community amenities for the applicant and staff to explore (based on the current list or potential updates to the list?)

Next steps
Following the City Council’s review and direction on the key components of the proposed revised project, the City intends to release the notice of preparation (NOP), tentatively scheduled for mid-May and hold a scoping session on the environmental impact report (EIR) in June with the Planning Commission. The May 14 City Council meeting agenda tentatively includes a consent item to authorize the scope and budget for the preparation of the EIR and fiscal impact analysis (FIA) for the proposed project.
Correspondence
Staff received an email from the SFPUC relaying the need for the project sponsor to obtain approval from the SFPUC for the proposed road and bike/pedestrian access across the SFPUC Hetch Hetchy ROW. The email is included (Attachment G.)

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.

Environmental Review
An Environmental Impact Report (EIR) will be prepared for the project. The first step in the process will be the release of the Notice of Preparation (NOP), followed by a scoping session with the Planning Commission to provide the public an opportunity to comment on the scope of the environmental review. A Draft EIR will then be prepared by the City’s environmental consultants. Following the release of the Draft EIR, a public hearing will be held by the Planning Commission to provide an opportunity for the commission, agencies, organizations and members of the public to provide verbal comments on the Draft EIR. Written comments on the Draft EIR will also be solicited at this time. Comments will then be addressed as part of the Final EIR, which would be reviewed at a subsequent meeting.

Public Notice
Public notification was achieved by posting the agenda, with the agenda items being listed, at least 72 hours prior to the meeting. Public notification also consisted of publishing a notice in the local newspaper and notification by mail of owners and occupants within a 300-foot radius of the subject property.

Attachments
A. Location map
B. Hyperlink – City Council March 27, 2018, meeting minutes: menlopark.org/AgendaCenter/ViewFile/Minutes/_03272018-3068
C. Updated project description letter
D. Updated project plans
E. Staff analysis of proposed revised project
F. Hyperlink – community amenities list: menlopark.org/DocumentCenter/View/15009/6360---Community-Amenities?bidId=
G. Correspondence

Disclaimer
Attached are reduced versions of maps and diagrams submitted by the applicants. The accuracy of the information in these drawings is the responsibility of the applicants, 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.
ATTACHMENT C

ATTACHMENT C

WILLOW VILLAGE
Menlo Park, CA

Peninsula Innovation Partners
February 8, 2019
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Project Description for Environmental Review

1 Introduction

Willow Village will replace approximately one million square feet of outdated industrial, office, and warehouse buildings in the Menlo Science and Technology Park with a vibrant, walkable, mixed-use village. Willow Village will be a highly sustainable, transit-friendly environment that supports local community needs and provides new housing, community-serving retail, and office space. The public realm will include a collection of varied public spaces, creating a sense of connectivity to the surrounding neighborhoods, while also delivering much-needed services to neighboring areas of Menlo Park and East Palo Alto, including a grocery store, pharmacy, restaurants, public gathering spaces, and other amenities.

The approximately 59-acre Willow Village site is located in Menlo Park’s Bayfront Area. The site is bounded by Willow Road to the west, the Joint Powers Board (JPB) rail corridor to the north, the Hetch Hetchy right-of-way and Mid-Penninsula High School to the south, and an existing life science complex to the east. To the west, across Willow Road, are existing commercial and multi-family uses and Menlo Park’s Belle Haven neighborhood. (See Exhibit 2, Vicinity Map.)

The Willow Village Master Plan envisions a high-quality public realm with a network of streets, parks, and open spaces that engage surrounding areas and create new places where neighbors, residents, and workers can live, work, and recreate. The Willow Village Master Plan refines the previously proposed design concept by connecting and blending several land uses into a vibrant live, work, play environment. Arranged around a new landscaped public Town Square, the Willow Village Master Plan offers:
• Traditional community-serving retail, including a full service grocery store, pharmacy, exciting restaurants, entertainment venues, barber/hair salon and other shops;
• A new large public park with sports and recreation fields, children’s play areas, and community space for public gatherings;
• Below market rate and market rate housing;
• A boutique hotel with up to 250 rooms;
• Job opportunities; and
• New bicycle and pedestrian facilities, along with other transportation improvements.

The guiding principle for the Willow Village Master Plan is to build a robust community through a new, cohesive, master planned, mixed-use development that integrates into and complements the adjacent Belle Haven neighborhood, nearby neighborhoods in East Palo Alto, and greater Menlo Park as a whole.

The central Town Square sets a welcoming tone, with a size and location that can accommodate farmers’ markets, festival events, and casual community gatherings of all kinds. A pedestrian- and bike-friendly “Main Street” offers a series of inviting front doors to the proposed retail, housing, office, and public park improvements of the new mixed-use community. The entire Willow Village will be anchored by a new four-acre public park along its southern boundary, designed to accommodate softball, baseball, soccer, and children's play areas.

Two carefully placed gateways invite residents and visitors to enter the new neighborhood at Hamilton Avenue to the west and O'Brien Avenue to the south. These gateways will feature distinctive public art, wayfinding signage, and other monumentation that promotes entry and connectivity to community amenities. The Hamilton Avenue intersection will include upgraded signal crossings to ensure safe pedestrian and bike access from Belle Haven directly to the Town Square, grocery store, pharmacy, boutique hotel, and retail center. Convenient public parking will be located
near all the new retail businesses and Town Square, whether entering from O’Brien Drive or Willow Road.

The Willow Village Master Plan is designed to implement the guiding principles and policies of the ConnectMenlo General Plan. The Master Plan closely aligns with ConnectMenlo’s zoning and development standards, including density and height limits for bonus development, and is an outgrowth of the years of planning that went into the ConnectMenlo General Plan process.

The Willow Village Master Plan also has been designed to address input from the community, and the revised plan has been updated in response to feedback that was given to the initial project application. Updates to the plan include:

- Activated Main Street and Town Square designed for walkability, bikes, and social gathering;
- Relocated full-service grocery store and pharmacy next to the Belle Haven neighborhood;
- Larger community park, children's play areas, and recreation fields along Willow Road;
- New community center; and
- Better integration of the office campus into the mixed-use neighborhood.

Willow Village will transform an outdated one million square foot industrial, office, and warehouse complex that is effectively inaccessible from neighboring communities into a vibrant mixed-use neighborhood that welcomes and complements the surrounding areas of Menlo Park and East Palo Alto.

1.1 Existing Site Characteristics and Access
The approximately 59-acre Willow Village site includes 21 existing industrial, office, and warehouse buildings totaling approximately 1,000,000 square feet. The site consists of 18 San Mateo County Assessor’s
Parcels. The site historically has supported industrial and manufacturing uses; however, approximately 400,000 square feet of office uses currently exist within the site. (See Exhibit 1, Project Context.)

Primary access to the majority of the site is afforded by Hamilton Drive, Hamilton Court, and driveways fronting on Willow Road.

The Willow Village site has General Plan Land Use Designations of Office and Mixed-Use Residential. The site is zoned Office-Bonus (O-B) and Residential Mixed Use-Bonus (R-MU-B) under the Menlo Park Zoning Ordinance.

1.2 Willow Village Project Objectives

Willow Village seeks to achieve the following project objectives:

- Create a unique master-planned, mixed-use neighborhood with up to 1,500 housing units, a full service grocery store and pharmacy, neighborhood-serving retail, office space, a hotel, new bicycle and pedestrian connections, and open space.
- Redevelop an underutilized property with a contemporary master-planned, mixed-use neighborhood in furtherance of the goals for the Bayfront Area set forth in the City of Menlo Park's ConnectMenlo General Plan.
- Promote the City’s General Plan goals of providing office, research and development, residential, and commercial uses and hotels, all in close proximity or integrated with one another.
- Reduce vehicle miles traveled by locating residential, commercial, and office uses in close proximity to each other.
- Provide multiple transportation options and a robust transportation demand management (TDM) program to reduce traffic congestion, air quality impacts, and greenhouse gas emissions.
• Create a pedestrian and bicycle-friendly environment that enhances connectivity between the project site and surrounding areas.
• Provide much-needed housing in the City.
• Develop an integrated, highly connected mixed-use campus that provides flexible workspace at a density that will support future transit.
• Use highly-sustainable design techniques to promote energy and water efficiency.
• Respect the surrounding community through appropriate building siting, massing, density, and height, consistent with the standards prescribed for bonus level development under the City’s General Plan and zoning policies.
• Provide new green spaces and landscaped areas with native, drought-tolerant plant species.
• Provide for development that may be phased to be responsive to market demands.
• Provide a mix of uses and at densities that achieve a financially feasible project.
• Generate revenue for the City, school districts, and other public entities.
• Ensure a secure, safe, and private work environment.

1.3 Willow Village Master Plan Framework and Community Amenities

The ConnectMenlo General Plan, the Menlo Park Zoning Ordinance, and the Willow Village Master Plan establish the development standards and guidelines that will guide future development of Willow Village.

The Zoning Ordinance authorizes master planned projects in order “to provide flexibility for more creative design, more orderly development, and optimal use of open space, while maintaining and achieving the general plan vision for the Bayfront Area.” Master planned projects may have a mix of zoning designations and must exceed 15 acres, be in common
ownership, and be proposed for development as a single project or single phased project. For master planned projects, residential density, floor area ratio (FAR), and open space requirements (including for bonus level development) may be calculated in the aggregate across the site, provided that the project complies with the design standards for the applicable zoning district. Bonus level development may authorize an increase in FAR and/or height when providing community amenities consistent with the City’s adopted list of community amenities identified through the ConnectMenlo process (as it may be amended).

The Willow Village Master Plan proposes the phased development of the approximately 59-acre Willow Village site, which is owned by Peninsula Innovation Partners (a subsidiary of Facebook, Inc.). Signature Development Group will be the Master Developer for Willow Village. Consistent with the Zoning Ordnance, the Willow Village Master Plan proposes bonus level development and that residential density, FAR, and open space be calculated in the aggregate across the site, and offers a substantial community amenities package, including:

- A minimum of 15 percent of the dwelling units will be on-site, below market rate housing consistent with the City's BMR ordinance;
- A full-service grocery, pharmacy, food/dining uses, and personal service uses;
- A turnkey approximately 4.0-acre public neighborhood park with public restrooms (see Exhibit 7, Conceptual Public Park);
- An indoor community center adjacent to the neighborhood park (see Exhibit 7, Conceptual Public Park);
- An approximately one half-acre Town Square (see Exhibit 11, Conceptual Town Square);
- An approximately 0.3 acre dog park (see Exhibit 3, Conceptual Master Plan);
• Paseo improvements accommodating safe pedestrian and bicycle travel and linkages to regional trails, including a grade-separated crossing of Willow Road (See Exhibit 14, Existing and Proposed Bike Routes); and
• A site that could accommodate an underground emergency-water reservoir underneath the public park.

In accordance with the Zoning Ordinance, the timing of community amenities will be specified in a Development Agreement with the City, and bonds will be posted to secure completion of the community amenities as required.

The Willow Village Master Plan will establish “Standards” and “Guidelines” for development of Willow Village. The Willow Village Standards will be established rules for objective measures to which development must substantially conform. In contrast, the Willow Village Guidelines will be recommended practices with which the development should be consistent, but that allow some discretion in their interpretation, implementation, or use. The Willow Village Master Plan also provides “Conceptual Plans” to illustrate the vision of the Willow Village Master Plan. These Conceptual Plans show one possible Willow Village configuration that would substantially conform to the Willow Village Standards and be consistent with the Willow Village Guidelines. The Willow Village Master Plan also includes “Illustrative” renderings intended to convey the vision of the Master Plan. The Conceptual Plans and Illustrative renderings are not determinative of the ultimate configuration, building orientation, massing, minor street alignments, etc. Through its Design Review process, the City will review each project phase to ensure substantial conformance with the Willow Village Standards and consistency with the Willow Village Guidelines.
2 Willow Village Project Characteristics

Overall Development Program - Summary
Willow Village proposes to replace more than one million square feet of existing industrial, office, and warehouse space in the Menlo Science and Technology Park with a new mixed-use village that includes up to 1,500 residential units, 125,000 to 200,000 square feet of retail uses, a 200 to 250-room hotel and ancillary uses, and a 1,750,000 million square foot office campus and ancillary uses. To allow for the transformation of the site into a vibrant mixed-use community, the plan will require demolition of all existing site improvements consisting of buildings, streets, and utilities. Proposed improvements include site grading to elevate the property above the FEMA base flood elevation and to create buildable pads, construction of new circulation improvements to accommodate vehicles, bicycles, and pedestrians, utilities, park and open space improvements, residential mixed-use buildings, a hotel, and office campus improvements. Additional improvements will be completed at key connection points at O’Brien Street, Park Avenue, and Hamilton Avenue.

2.1 Willow Village Development Standards

A. Retail and Residential Uses consisting of the following:
   • Up to 1,500 dwelling units located on approximately 11.95 acres;
   • A minimum of 15 percent of the dwelling units will constitute on-site below market rate (“BMR”) housing consistent with the Menlo Park Municipal Code. The on-site BMR housing anticipates a mix of senior and non-age restricted housing within the mixed-use Willow Village Master Plan;
   • Approximately 125,000 to up to 200,000 square feet of community-serving retail, consisting of a full-service grocery, a pharmacy, food/dining uses, and personal service uses;
• Parking for the residential component will be provided one space per unit. The proposed senior housing will provide parking at a rate of 0.3 spaces per unit. Parking for the retail uses (including public-serving retail within the Campus District) will be provided at up to 3.3 spaces per 1,000 square feet;
• Residential private open space will be provided consistent with City of Menlo Park's Municipal Code; and
• Mixed-use buildings will range in height from 55 to 80 feet, which includes the Code-permissible increase of an additional 10 feet when within a flood hazard zone.

B. Hotel with 200 to 250 rooms and ancillary uses including amenities and parking in an on-site garage at a ratio of up to 1.1 spaces per room.

C. Office Uses with up to 1.75 million square feet of office and amenity space in multiple buildings up to a maximum height of 110 feet and including:
• Two free-standing parking garages accommodating up to 3,000 parking spaces and a visitor garage;
• Ancillary uses, potentially inducing the following employee-serving uses:
  • Food Service;
  • Health & Wellness Center of up to 30,000 square feet;
  • Child Care Center of up to 25,000 square feet;
  • Employee Amenities; and
  • Open Space; and
• Central Plant to distribute chilled water to efficiently address office cooling demands.

D. Park and Open Space including:
• A turnkey approximately 4.0-acre public neighborhood park with public restrooms;
• An approximately one half-acre Town Square;
• An approximately 0.3 acre dog park; and
• Paseo improvements accommodating safe pedestrian and bicycle travel and linkages to regional trails.

E. Backbone Infrastructure Improvements including:
• Backbone streets at the locations shown in the Conceptual Master Plan (see Exhibit 3, Conceptual Master Plan);
• Streets are designed with a minimum 26-foot clear width for aerial fire truck access. Roadways will include minimum 11-foot wide vehicular lanes with a 5-foot landscaping strip for biotreatment areas (BTAs) and 5-foot minimum width sidewalks on either side of the roadway (see Exhibits 15 and 16, Conceptual Street Sections);
• Public streets will be designed to applicable requirements of the City of Menlo Park’s Public Works department. Private streets may include paving materials that vary from the City design standards such as permeable pavers, stamped asphalt, or decorative pavement;
• Proposed new or modified signalized intersections at:
  • Willow Road and future Park Street;
  • O’Brien Avenue and future Main Street; and
  • Willow Road at Hamilton Avenue;
• New regional and local pedestrian and bicycle pathways throughout the site;
• New local pedestrian and bicycle grade separated Willow Road crossing near the Park (if deemed feasible by local and regional agencies);
• A “Main Street”;
• Bicycle parking;
• A Transportation Demand Management Program;
• Backbone utility upgrades as required to serve Willow Village.
2.2 Willow Village Guidelines

Willow Village Guidelines will be approved as part of the Conditional Development Permit for the Willow Village Master Plan. The City will review each development phase for consistency with the Willow Village Guidelines as part of the Design Review process.

2.3 Willow Village Conceptual Plans

Following is a description of the Conceptual Plans for Willow Village (see Exhibits 3 through 8). As described under the Master Plan Framework above, the Conceptual Plans illustrate a possible configuration of Willow Village that substantially conforms to the Willow Village Standards. The City will review each development phase through the Design Review process to ensure substantial conformance with the Willow Village Standards and consistency with the Willow Village Guidelines.

Main Street forms the centerpiece of the Willow Village Master Plan (see Exhibit 3, Conceptual Master Plan), acting as the “seam” that connects the Campus District and the Town Square and Residential/Shopping Districts (described below). Designed in a diagonal alignment across the plan area, Main Street links O’Brien Drive and nearby areas in East Palo Alto to the project’s Town Square (see Exhibit 14, Existing and Proposed Bike Routes). Main Street links the northern areas of the Master Plan to the southern end by knitting the project’s grid of streets and paths together. To facilitate multi-modal transportation, separate improvements are provided for pedestrians, bicyclists, and vehicles across a shared, plaza-like environment. Retail, residential stoops, office entrances, and other active ground floor uses further enhance Main Street as a safe, welcoming mobility corridor. At the northern terminus of Main Street, a proposed grade-separated crossing of Willow Road would continue the “Main Street” corridor for pedestrians and cyclists with direct access to the Bay Trail, and office trams with access to the Bayfront and Classic Campuses. (See Exhibit 11, Illustrative Main Street.)

Willow Village’s interconnected pattern of streets, short block dimensions,
activated building frontages (retail, residential stoops, etc.), and broad, shaded sidewalks promote walkability. Willow Village is designed to enable residents and employees to satisfy the majority of their daily needs – grocery, dining, convenience retail, recreation, transit, and employment – via generously sized sidewalks within the mixed-use village streets to facilitate pedestrian access throughout the village. A key organizing feature places the storm water treatment facilities between vehicular travel ways and sidewalks to further safeguard pedestrians from vehicles.

**The Town Square District**

Located in the north-western portion of the site, the Town Square District forms the heart of the Willow Village neighborhood (see Exhibit 5, Conceptual District Plan and Exhibit 3, Conceptual Master Plan). A vibrant mix of uses are organized around a generous Town Square, with approximately 25,000 square feet of food and retail uses, a hotel, residential lobbies, enhanced public sidewalks, and bike lanes all converging on this central organizing feature of the community. Hamilton Avenue, Main Street, and other Town Square pathways will feature building frontages, resulting in pedestrian activation and interaction and creating a vibrant center (see Exhibit 6, Conceptual Town Square and Exhibit 9, Illustrative Town Square).

Residential and hotel uses, with ground floor retail and restaurant uses, are proposed to spill out into the sidewalks and square with café seating. A grid of shade canopy trees and limited softscape areas provide shade and color for the square, envisioned as a flexible space that would allow for a wide range of activities, from passive recreation to seasonal markets and festivals (see Exhibit 6, Conceptual Town Square and Exhibit 9, Illustrative Town Square).

The Town Square District will feature a 200 to 250-room hotel located north of the Town Square with approximately 5,000 square feet of retail space that may include amenities such as:

- On-site restaurant and bar;
- Roof deck pool along with food and beverage;
• Fitness room and spa; and
• Meeting and conference rooms.

In the area between the hotel and grocer (in the Residential/Shopping District), an additional approximately 60,000 square feet of additional retail and entertainment uses are planned. In addition, a limited amount of employee-serving amenity uses serving the Office Campus may be located in the Town Square District (see Campus District Uses, below).

At the intersection of Main Street and Hamilton Avenue, at the edge of the Town Square and Campus Districts, a half-acre plaza is set aside as for passive recreation (see Exhibit 3, Conceptual Master Plan).

Public parking will be provided adjacent to the pharmacy and adjacent to the Town Square core. In addition, parking for visitors to the Campus District will be accommodated in the Campus Visitor Parking Garage adjacent to the Town Square (see Exhibit 3, Conceptual Master Plan). Parking for the hotel will be accommodated in an on-site garage, with any overflow parking needed for hotel events being accommodated in the Campus Visitor Parking Garage. The Campus Visitor Parking Garage also will be available for retail parking outside of regular business hours. In the Conceptual Master Plan, parking spaces for the retail and hotel uses are distributed conveniently around the Town Square District in residential/shopping building garages, which conform to City code.

**The Residential/Shopping District**

Located in the south-western portion of the site, the Residential/Shopping District forms the live/play component of the Willow Village neighborhood (see Exhibit 5, Conceptual District Plan and Exhibit 3, Conceptual Master Plan). Willow Village proposes up to 1,500 multifamily rental residences in the Residential/Shopping District. The residential units will be a mix of studio, one, two, and three-bedroom apartment units with active ground floor uses. Fifteen percent of the units will be below market rate rental units throughout the residential neighborhood. Residential
parking will be provided in each building, and visitor parking will be located on selected streets within the Residential/Shopping District.

Approximately 85,000 square feet of retail uses are located in the Residential/Shopping District and will include the grocery and pharmacy, as well as other retail and dining uses (see Exhibit 3, Conceptual Master Plan).

In both the Town Square District and the Residential/Shopping District, ground floor activation continues south on Main Street to enhance the mixed-use character of the development. Activation of the residential ground floors to enhance and enliven the pedestrian realm will be achieved by street-level entrances with stoops, and through locating active uses and landscaping along key pedestrian pathways. Careful consideration has been given to locating back-of-house services such as structured parking entrances/exits away from these main pedestrian areas.

At the southwest corner of the Residential/Shopping District, an approximately 4.0-acre park with public restrooms (see Exhibit 7, Conceptual Public Park and Exhibit 13, Illustrative Public Park) will provide ample space and amenities for passive and active recreation, in a location easily accessible to Willow Village residents, along with surrounding Menlo Park and East Palo Alto neighbors. The park’s playing surface is large enough to accommodate two youth baseball diamonds, a full-sized soccer field, or two-youth soccer fields. The park also includes neighborhood-centric casual play structures, public parking, and open field areas for warm-ups or casual play. Age-appropriate play equipment and climbing structures are located directly adjacent to the fields and a new indoor community center. Along the east edge of the park, areas for passive recreation and a playground are envisioned, gently buffered from the ball field by a series of low planted berms. Public off-street parking spaces are provided along the park’s north edge, accessed from Park Street. In addition, an approximately 10,000 square foot indoor community center is envisioned adjacent to the public park.
An open space area south of the Park Street/Main Street intersection, also in the Residential/Shopping District, is envisioned for passive recreation and would accommodate a dog park (see Exhibit 3, Conceptual Master Plan). In addition, a neighborhood plaza is envisions at the intersection of Center and Main Streets (see Exhibit 8, Conceptual Neighborhood Plaza).

**The Campus District**

Anchoring the western edge of Main Street, the Campus District (see Exhibit 5, Conceptual District Plan and Exhibit 3, Conceptual Master Plan) consists of approximately 37 acres and will accommodate up to 1.75 million square feet of office and employee-serving amenity space, not including the publicly accessible retail and amenity space along Main Street (which constitutes part of the Willow Village retail square footage). The office buildings will be organized around a secure central pedestrian promenade, creating multiple opportunities for enhanced connectivity and interactions among office employees. This organizational framework not only optimizes the campus’s solar orientation, but also limits the number of large, unarticulated facades along Main Street and the East Loop Road. The office buildings will target LEED Gold equivalency.

Public-serving retail amenity spaces activate the western edge of the Campus District, creating a seamless transition between the Campus District and the adjacent Town Square and Residential/Shopping Districts. The retail and amenity spaces contribute to the vibrant character of Main Street and the mixed-use village. Along Main Street and the Town Square, ground-floor retail, generously landscaped sidewalks, outdoor seating, and a series of urban gardens combine to create a pleasant and integrated edge between the Campus District and the other parts of the neighborhood. (See Exhibit 12, Illustrative Campus District.)

**Proposed Campus District Building Massing and Height**

The proposed office building massing in the Campus District is designed to create a distinctive architectural experience when viewed from different vantage points throughout the Town Square and Residential/Shopping
Districts. Maximum office building heights are capped at 110 feet and would comply with the average heights as established by the Menlo Park zoning standards. To foster an intimate and human-scale along Main Street and the Town Square, the design features a mix of medium-height buildings – from three to five stories – with a number of smaller, single-story volumes projecting to engage the street level.

**Campus District Uses**
The Campus District consists of up to 1,750,000 million square feet of office and employee-serving amenity uses, not including the public retail and amenity space distributed along Main Street (which constitutes part of the Willow Village retail square footage).

To support the Campus District and also serve visitors and the new residential neighborhoods in the Town Square and Residential/Shopping Districts, ground-level spaces along Main Street in the Campus District would be open to the public and designed to provide a variety of active retail, restaurants, and services. The retail and amenity spaces also would encourage office users to experience Main Street and the Town Square.

In addition, within the Campus District, employee-serving amenities will be provided to reduce the need for employees to drive to services, and may include food service, ATMs, dry cleaning pick up, personal services, etc. Employee amenities may also include a Health and Wellness Center of up to 30,000 square feet and/or a child care center of up to 25,000 square feet.

**Campus District Open Space and Landscape**
Within the Campus District, a chain of publicly-accessible urban spaces and gardens along Main Street will offer a friendly and welcoming edge for residents and visitors alike. These open spaces contribute to the greater network of open space within Willow Village, further enhancing the diverse mix of pedestrian experiences. At the south end of the site, a generously landscaped area will welcome arrivals from O’Brien Street while providing the added benefit of visually screening portions of the parking structure. (See Exhibit 4, Conceptual Publicly Accessible Open Space.)
The Campus District’s secure, interior open spaces are defined by a range of scales and experiences. Between the buildings, smaller, more intimate-scaled open spaces and pathways connect to the primary pedestrian thoroughfare that links the north and south ends of the campus. At the north end of the campus, a large private open space provides a verdant expanse that can accommodate large office gatherings, recreation, and a variety of outdoor experiences (see Exhibit 3, Conceptual Master Plan). This open space also provides for the respectful treatment of an identified Native American cultural resources site, which will be the subject of consultation with Native American tribes.

**Campus District Parking and Transit**

Along the eastern edge of the Campus District, shielded from view by users of the Town Square and Residential/Shopping District, employee parking will be provided in the north and south parking structures, offering a combined total of approximately 3,000 parking spaces (see Exhibit 3, Conceptual Master Plan). Both structures will include a ground-level Transit Center that will include a five to seven bay transit hub for commuter shuttles and campus trams. Access to the transit hubs will be via the Loop Road and Park Street. The transit hubs are sited to allow the employee shuttles to approach the site from Willow Road, O’Brien Drive, or University Avenue via Adams Court. Within the Campus District, shuttles primarily will operate on Park Street and Loop Road with additional access on Hamilton Avenue and Main Street. Office visitor parking will be accommodated in the parking structure adjacent to Town Square in the Town Square District. Additionally, the planning for the Office District anticipates connectivity to potential future regional transit improvements.

**Circulation and Access**

Willow Village proposes a new circulation network consisting of approximately 4.6 acres of public rights of way and approximately 1.4 acres of private streets, generally aligned in an east to west and north to south grid (see Exhibit 3, Conceptual Master Plan and Exhibit 14, Existing and Proposed...
Bike Routes). The circulation network will accommodate vehicles, bicycles, and pedestrians. Primary site access from Willow Road will be provided via two signalized intersections: existing Hamilton Avenue and proposed Park Street. Main Street will provide primary access from the south via a new signalized intersection at O’Brien Drive, accommodating direct access to the Campus District and the Residential/Shopping and Town Square Districts. Both Hamilton Avenue and Park Street intersect with Main Street to facilitate ingress and egress throughout the community. To accommodate vehicular circulation to and through the Campus District, a Loop Road configured on the perimeter of the District and that intersects with proposed Main Street, Adams Court, and a proposed O’Brien Drive intersection will accommodate multi-modal transportation options, including office employee private vehicle access and employee shuttles and trams. Appropriately scaled residential streets will provide access within the Residential/Shopping and Town Square Districts and accommodate on-street parking.

Transportation Demand Management (“TDM”)
As a mixture of office, residential, and retail uses, the mixed-use Willow Village will have an inherent reduction in vehicle trips during the morning and evening peak periods and throughout the day. These trip reductions are due to the synergy between the various uses that eliminate the need to travel long distances to jobs and services. Locating housing adjacent to office allows local employees the opportunity to live close to their jobs, making it possible to walk or bike to work. Recent surveys in the Bay Area indicate that when housing is located near jobs as many as 30 to 45 percent of the peak hour residential trips will be associated to the adjacent offices. In addition to the linkage between housing and office uses, the proposed retail uses will attract local trips from within the Town Square, Residential/Shopping, and Campus Districts.

Because the proposed retail uses include a grocery store and pharmacy, many local trips from Belle Haven and surrounding portions of East Palo Alto will be diverted from retail districts that are further away and
converted to other modes (e.g., bicycling and walking), thereby reducing vehicle trips and vehicle miles traveled.

Willow Village incorporates design features that promote walking and biking, including sidewalks and gathering areas for pedestrians as well as on- and off-street bike facilities. In addition, convenient bicycle storage areas located at key destinations will promote bicycle use.

Other forms of TDM being considered include community shuttles between the Willow Village Town Square and nearby Menlo Park and East Palo Alto neighborhoods and first and last-mile shuttles to the Caltrain Station in downtown Menlo Park. The feasibility of these local transit operations will be explored as the site develops and travel patterns are established.

The Campus District will be designed and operated with a commitment to reduce vehicle trips to and from the site. The Campus District proposes a reduced level of employee parking compared to City standards in order to deemphasize auto travel. In addition, the Campus District includes two transit centers, one in each employee parking structure, to serve the employee commuter shuttles and intra-campus trams. Each transit center will include seven bus bays and provide direct access into the core of the campus.

It is currently anticipated that the Campus District will be occupied primarily by Facebook. To allow for the efficient movement of Facebook employees between Willow Village and Facebook’s other properties, Willow Village incorporates strong bicycle and pedestrian connections to Facebook’s Bayfront and Classic Campuses. These bicycle and pedestrian facilities provide a healthy alternative means of intra-campus travel, particularly for short trips between buildings. The bicycle and pedestrian facilities also link to public facilities like the Bay Trail and City-provided bike lanes, sidewalks, and trails and will be useful infrastructure regardless of who occupies the Campus District.
The low parking ratio in the Campus District means that users of the office space will need to employ an aggressive TDM program similar to Facebook’s existing TDM plan. Facebook’s TDM programs provide employees direct access to alternative commute travel modes such as employee shuttles, carpools, and vanpools. Additionally, Facebook’s TDM program provides other incentives to motivate employees to use available transit systems to commute to work such as transit passes. Facebook currently provides a high level of mobility services to eliminate the need for employees to bring vehicles to work to run errands. The transportation services provided include intra-campus tram service, car-sharing for individual employee use for off-site travel, and a broad range of on-site amenities that customarily would require employees to travel off-site to address. Furthermore, Willow Village's amenities such as food services, health services, grocery, pharmacy, and general retail will reinforce and support employees who do not drive to work.

Site and Infrastructure Improvements

Grading

The existing Willow Village site is relatively flat, with elevations ranging from approximately 8.2 feet to 12.8 feet (NAVD88), and with an approximately 0.5 percent slope south-north across the site. Approximately 90 percent of the existing site is located within FEMA Flood Hazard ‘Zone AE,’ which is subject to inundation by the 1 in 100-year storm and has a base flood elevation (BFE) of 11 feet. The west side of the site has an overland release path to Willow Road and the east side has an overland release to Adams Court and to the open space to the northeast.

The proposed site will conform to existing elevations at Willow Road (existing elevations ranging from 7 feet to 9 feet) to the west, the Joint Powers Board (JPB) rail corridor (existing elevations ranging from 5 feet to 9 feet) to the north, the neighboring properties (existing elevations ranging from 7 feet to 9 feet) to the east, and the Hetch Hetchy right-of-way and O’Brien Drive (existing elevations ranging from 10 feet to 16 feet) to the south. All proposed occupiable buildings will have minimum finished floor
elevations at 13 feet, which is consistent with the Menlo Park requirement of 2 feet above the BFE. Garage entrances will be graded to be above the 11 feet BFE. Localized high and low points provide overland release during rain events that exceed the design for the storm drain system. Site earthwork will consist of the reused existing site soils and basement excavation spoils to be used as on-site fill. Although there are localized areas of undocumented fill, it is anticipated that all soils can be reused on-site. Earthwork operations will be phased to optimize the excavation, fill relocation, and construction processes. Additionally, it is anticipated that existing concrete and asphaltic concrete will be crushed and recycled for use on-site. (See Exhibit 17, Preliminary Grading Plan.)

Utility Layout
Public domestic water, storm drain, sewer, recycled water, communications, and PG&E electrical and gas mains will be routed in all public roadways and within public utility easements within private streets and will provide service to each parcel. The office parcel(s) will include looped domestic, fire water, recycled water, and communications systems. Each utility system will connect to existing mains in Willow Road. The existing on-site water system provides flow to properties east of the site through two connections to the southeast and the proposed improvements will maintain these water connections. Storm drain and sanitary sewer will flow towards Willow Road. Gas and electrical are provided by PG&E. At the northeast corner of the site, an existing PG&E transmission tower will be maintained, and the existing overhead power lines will be undergrounded to maintain service to adjacent properties. All pressurized water, electrical, and communication mains will be looped to maintain system redundancy. (See Exhibit 18, Preliminary Site Utilities.)

Tree Removal
Due to the extensive amount of demolition and grading activities necessary to raise the site out of the existing flood hazard zone, all of the existing vegetation will be removed, resulting in the removal of 798 trees, of which 248 are heritage trees. Tree removal and replacement will comply with
Menlo Park’s tree replacement ordinance requirements, and a greater number of trees will be planted than removed.

Off-site Improvements
Safe crossing design improvements will be incorporated in the northwest corner of the site to provide safe pedestrian, bicycle, and vehicular movements at Hamilton Avenue and between the two adjoining office campuses. Improvements along Willow Road will include widening of the right-of-way to accommodate additional left turn pockets, installation of new traffic signals, utility points of connections, sidewalk improvements, and landscape improvements. At the southeast corner of the site, in the Residential/Shopping District, a new intersection is proposed at O’Brien Drive, requiring new traffic signals and roadway layout alterations.

Along the southern property line, an existing open channel directs storm water flows to an existing storm drain main along the east property line. To accommodate site improvements, the drainage flows within this channel will be undergrounded and the channel filled.

Additional infrastructure upgrades to gas, electrical, and sewer are required and will be coordinated with the corresponding utility providers. Anticipated improvements to the existing Belle Haven Substation include upgrading distribution capacity (providing greater reliability for the community already served by the substation) and constructing new feeders to serve the Willow Village site.
3 Willow Village Phasing

3.1 Construction and Project Phasing

It is currently anticipated that Willow Village will be constructed in three primary phases, each constituting approximately one third of the Willow Village site. Construction will commence on the southern portion of the site and move northward. Each construction phase will include the grading of that phase and construction of the circulation (including transit, auto, bicycle, and pedestrian) and utility infrastructure necessary to serve that phase. There may be some overlap in construction phases.

The south to north construction phasing plan is guided by several factors, including:

- Primary access points located at the southern portion of the site;
- Site topography allowing gravity flow of utilities from south to north;
- Ensuring there is sufficient on-site residential density to support Town Square retail when it comes on line;
- Avoiding disruptive later-phase construction impacts to the Town Square retail area; and
- Allowing preservation of existing building 49, which houses Facebook’s existing health and wellness facility, until the new facility can be constructed.

The Willow Village Conceptual Phasing Plan is illustrated in *Exhibit 20, Conceptual Phasing Plan* and described below. Phasing may vary from the Conceptual Phasing Plan, provided that community amenities are provided in accordance with the timing required by the Development Agreement.

Phase 1

Phase 1 will consist of the southernmost portion of the site and is anticipated to include:
In the Residential/Shopping District: approximately 600 residential units, including at least 15 percent below market rate units, the four acre public park and indoor community center, and approximately 10,000 square feet of retail.

In the Campus District: approximately 600,000 square feet of office and employee-serving amenity uses, including an approximately 30,000 square foot employee-serving Health and Wellness Center (alternatively, the employee-serving Health and Wellness Center could be included in the Town Square District), and approximately 15,000 square feet of publicly-accessible Main Street retail and amenity space. The south garage, anticipated to include approximately 1,250 spaces (not including valet) also would be constructed in this phase.

Phase 2
Phase 2 will consist of the central portion of the site and is anticipated to include:

- In the Town Square District, the actual Town Square and an approximately 430 space visitor garage and up to 20,000 square feet of retail, including restaurants.
- In the Residential/Shopping District: approximately 600 residential units, including approximately 15 percent below market rate units; and up to 35,000 square feet of retail/commercial space, including the pharmacy, financial/ATM, and other services.
- In the Campus District: approximately 600,000 square feet of office and employee-serving amenity uses and approximately 15,000 square feet of publicly-accessible Main Street retail and amenity space. The north garage, anticipated to include approximately 1,750 spaces (not including valet) also would be constructed in this phase.
- The grade separated bicycle and pedestrian crossing of Willow Road.
Phase 3
Phase 3 will consist of the northernmost portion of the site and is anticipated to include:

- In the Town Square District, the hotel of 200 to 250 rooms with associated amenities and up to 70,000 square feet of retail uses.
- In the Residential/Shopping District: approximately 300 residential units, including approximately 15 percent below market rate units, and up to 40,000 square feet of retail, including the grocery; and
- In the Campus District: approximately 600,000 square feet of office and employee-serving amenity uses.

3.2 Tentative Subdivision Map
The proposed phased Vesting Tentative Subdivision Map proposes to merge eighteen existing parcels, vacating the existing Hamilton Avenue and Hamilton Court rights of way, to create a new subdivision consisting of parcels for the residential, retail, hotel, and office development, public rights of way for street purposes, parcels for private street purposes, and park and open space parcels. Multiple final maps are anticipated to match project phasing, and phases may be further parcelized for subphasing, financing, or other development purposes. (See Exhibit 19, Conceptual Parcel Plan.)
4 Willow Village Entitlements

A number of permits and approvals would be required before development of Willow Village could proceed. As Lead Agency for the project, the City of Menlo Park is responsible for the majority of approvals required for development.

A list of the currently anticipated City and other agency permits and approvals that may be required is provided in the Table below.

<table>
<thead>
<tr>
<th>Agency</th>
<th>Permit / Approval</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>City of Menlo Park</td>
<td>Major Conditional Development Permit</td>
<td>Master planned development on mixed-zoned site; Bonus level development; Development on a site of more than 1 acre</td>
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<tr>
<td>City of Menlo Park</td>
<td>Vesting Tentative Map</td>
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<tr>
<td>City of Menlo Park</td>
<td>Development Agreement</td>
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<td>City of Menlo Park</td>
<td>Tree Preservation and Removal Permit</td>
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<tr>
<td>City of Menlo Park</td>
<td>Conditional Use Permit</td>
<td>Master planned development; Office and accessory uses &gt; 250,000 SF GFA in O-B; Office use &gt; 20,000 SF GFA in R-MU-B; Retail sales establishment &gt; 20,000 SF GFA in R-MU-B; Bonus level development; Hotel, alcohol sales, etc.</td>
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<tr>
<td>City of Menlo Park</td>
<td>Architectural Design Review</td>
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<td>City of Menlo Park</td>
<td>General Plan Amendment (if required)</td>
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<tr>
<td>City of Menlo Park</td>
<td>Zoning Amendment (if required)</td>
<td>Possible amendments to show changes to circulation</td>
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<tr>
<td>City of Menlo Park</td>
<td>BMR Housing Agreement</td>
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<td>Agency</td>
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<tr>
<td>10 City of Menlo Park</td>
<td>Building, grading, and related construction permits</td>
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<tr>
<td>11 City of Menlo Park and Caltrans</td>
<td>Encroachment Permits</td>
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<tr>
<td>12 San Mateo Transit Authority and CPUC</td>
<td>Rail Crossing approvals</td>
<td>Pedestrian and bicycle bridge or tunnel</td>
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<td>13 San Francisco Bay Regional Water Quality Control Board</td>
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<td>14 San Mateo Countywide Storm Water Pollution Prevention Program</td>
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<td>15 West Bay Sanitary District</td>
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<td>16 Bay Area Air Quality Management District</td>
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<td>17 City and County Association of Governments of San Mateo County</td>
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<td></td>
</tr>
<tr>
<td>19 San Mateo County Environmental Health Division</td>
<td></td>
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<tr>
<td>20 Native American Heritage Commission</td>
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<td>Consultation regarding Native American cultural resources site</td>
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</table>
General Plan
Office. This designation provides for office and R&D uses, business-oriented community education and training facilities, supportive sales and personal services, corporate housing, and hotel uses. The designation also accommodates existing and new light-industrial uses that are not in conflict with existing or planned commercial or residential uses in the vicinity. Hotels are allowed as options in several locations. The maximum base FAR shall be 45 percent and the maximum bonus FAR with community amenities shall be 100 percent. Maximum FAR for corporate housing shall be 60 percent, for retail and service uses shall be 25 percent, and for hotels shall be 175 percent.

Zoning
R-MU
Residential Mixed Use District
Office District

Assessor's Parcel Numbers
Site Boundary

Mixed Use Residential. This designation provides for higher density housing to meet the needs of all income levels. It also allows mixed use developments with integrated or stand-alone supportive sales and service uses, and uses that are consistent with the Office Designation. Sales uses can range from small-scale businesses that serve nearby employment to a large-format grocery to serve adjacent neighborhoods. This designation is intended to promote live/work/play environments oriented toward pedestrians, transit, and bicycle use, especially for commuting to nearby jobs. The maximum base residential density shall not exceed 30 units per acre, and the maximum bonus FAR is 100 units per acre. Maximum base FAR for residential uses shall be 90 percent, and a maximum of 225 percent for bonus FAR. Non-residential uses shall have a maximum base FAR of 15 percent and bonus FAR of 25 percent.
Parcel Area Summary

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<tr>
<th>Use</th>
<th>Area 1</th>
<th>Area 2</th>
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<tbody>
<tr>
<td>R - MU</td>
<td>746,265 sf*</td>
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<tr>
<td>O</td>
<td>1,593,701 sf**</td>
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<tr>
<td>Public R.O.W.</td>
<td>245,572 sf</td>
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<tr>
<td><strong>Total</strong></td>
<td>2,585,539 sf (59.4 Acre)</td>
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</tbody>
</table>

* Includes 1,300 sf of private R.O.W.
** Includes 87,752 sf of private R.O.W.

Note: Proposed land use is conceptual and may be subject to change, but will remain compliant to Menlo Park zoning requirements.
Public R.O.W. Analysis

- Aggregate Site Area (ASA): 2,585,539 sf
- Public R.O.W.: 245,572 sf
- ASA minus new ROW: 2,339,967 sf

Zoning District (ZD) Maximum Buildable Summary

- ZD Compliant Total Office: 1,780,268 sf*
- ZD Compliant Total Commercial: 398,425 sf
- ZD Compliant Residential (max): 1,679,097 sf
- ZD Compliant Residential (max): 1,713 units**

* Includes the “non-residential” GFA permitted under the R-MU zoning which allows for office uses.
** Residential FAR is variable, ranging from 20 developable units per acre (FAR 0.9) to 100 developable units per acre (FAR 2.25).

Note: Parcels may be further subdivided for subphasing, financing, or other development purposes.

Peninsula Innovation Partners

WILLOW VILLAGE
Menlo Park, CA

April 25, 2019
LEGEND

Open Space (Publicly Accessible)
Open Space (No Public Access)

Parcel Area Summary

<table>
<thead>
<tr>
<th>Land Use</th>
<th>Open Space</th>
<th>Publicly Accessible</th>
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<tbody>
<tr>
<td>R - MU</td>
<td>746,265 sf*</td>
<td>1,593,701 sf**</td>
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<td>O</td>
<td>245,572 sf</td>
<td>2,585,539 sf (59.4 Acre)</td>
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* Includes 1,200 sf of private R.O.W.
** Includes 877,506 sf of private R.O.W.

Open Space Requirement

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<td>Total</td>
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Proposed Open Space***

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<td>O</td>
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<td>Total</td>
<td>1,161,867 sf</td>
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*** Complies with open space requirements.

Note: Proposed open spaces are conceptual and may be subject to change, but will remain compliant with Menlo Park zoning requirements.

Excerpt from the Menlo Park Municipal Code:
The purpose of a master planned project is to provide flexibility for creative design, more orderly development, and optimal use of open space, while maintaining and achieving the general plan vision for the Bayfront Area. Master planned projects for sites with the same zoning designation (as R-MU, O, or HS) or with zoning or use that create a total of a certain size of total open space, as determined by the Bayfront Area Master Plan and the general plan, are permitted as a single project or phased development, provided the project complies with all other design standards identified for the applicable zoning districts.

0"  100  200  300  500  700'
1" = 100' at 22" x 34"

1/2 ac
1/8 ac
2 min. Walk
Note: Proposed building coverage is conceptual and may be subject to change, but will remain compliant to Menlo Park zoning requirements.
Willow Village
Menlo Park, CA
Peninsula Innovation Partners
April 25, 2019

Conceptual Building Height Plan
Exhibit 20

Zone

Bidg# | Permitted Ht. (ft) | Proposed Ht. (ft)
--- | --- | ---
--- | --- | ---
R-MU
MU1 | 62 | 56 |
MU2 | 80 | 71 |
MU3 | 79 | 67 |
MU4 | 79 | 67 |
MU5 | 79 | 65 |
MU6 | 57 | 43 |
MU7 | 68 | 58 |
MU8 | 72 | 72 |
O1 | 80 | 72 |
O2 | 80 | 72 |
O3 | 80 | 73 |
O4 | 80 | 75 |
O5 | 80 | 64 |
O6 | 80 | 77 |
O7 | 80 | 67 |
O8 | 80 | 74 |
O9 | 80 | 74 |
NG | 65 | 66 |
SG | 75 | 75 |
VG | 51 | 48 |
H1 | 83 | 52 |
TS1 | 21 | 21 |
TS2 | 21 | 21 |

Note: Proposed building heights are conceptual and may be subject to change, but will remain compliant to Menlo Park zoning requirements.

* Properties within the flood zone or subject to flooding and disaster area allowed a 10 ft increase in height and maximum height.

1" = 100' at 22" x 34"
Parcel Area Summary

- **R - MU**: 746,265 sf*
- **O**: 1,593,701 sf**
- **Public R.O.W.**: 245,572 sf
- **Total**: 2,585,539 sf (59.4 Acre)

* Includes 1,300 sf of private R.O.W.
** Includes 87,752 sf of private R.O.W.

### Office
- **O (FAR 100%)**: 1,593,701 sf
- **R - MU (FAR 25%)**: 186,566 sf
- **Total Permitted**: 1,780,268 sf***
- **Proposed**: 1,750,000 sf

*** Includes the "non-residential" GFA permitted under the R-MU zoning which allows for office uses.

### Retail
- **Permitted**:
  - **O (FAR 25%)**: 398,425 sf
- **Proposed**: 175,000 sf

### Residential
- **Permitted**
  - **R - MU (FAR 225%)**: 1,679,097 sf
  - **Proposed**: 1,462,713 sf

### Hotel
- **Permitted**
  - **O (FAR 175%)**: 369,552 sf
  - **Proposed**: 140,000 sf****

**** Includes an estimate of 140,000 sf hotel (200 keys @700gsf each).

Note: Proposed FAR is conceptual and may be subject to change, but will remain compliant to Menlo Park zoning requirements.
The Visitor garage (VG) is anticipated to function as a shared parking facility in providing parking supply for Facebook Visitors/Vendors and Hotel/100 spaces reserved for hotel use during normal business hours and transitioning to retail floor parking during evening and weekend time periods generally consistent with peak retail parking demand.

Note: Proposed parking is conceptual and may be subject to change, but will remain compliant to Menlo Park zoning requirements.

The Visitor garage (VG) is anticipated to function as a shared parking facility in providing parking supply for Facebook Visitors/Vendors and Hotel/100 spaces reserved for hotel use during normal business hours and transitioning to retail floor parking during evening and weekend time periods generally consistent with peak retail parking demand.

Note: Proposed parking is conceptual and may be subject to change, but will remain compliant to Menlo Park zoning requirements.
Conceptual Grade Separated Willow Road Crossing
Existing Tunnel

April 25, 2019

WILLOW VILLAGE
Menlo Park, CA
Peninsula Innovation Partners

1 ac
1/4 ac 0    200  400   600  1000  1400'
1" = 200'  at 22" x 34"

5 min. Walk

Conceptual Inter-Campus Tram Route

Exhibit 27

LEGEND
FB Inter-Campus Trams
Conceptual Occupancy and Phasing

<table>
<thead>
<tr>
<th>Phase</th>
<th>Office (sf)</th>
<th>Retail (sf)</th>
<th>Hotel (sf)</th>
<th>Residential Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phase 1</td>
<td>587,000</td>
<td>3,000</td>
<td></td>
<td>673</td>
</tr>
<tr>
<td>Phase 2</td>
<td>650,700</td>
<td>35,000</td>
<td></td>
<td>565</td>
</tr>
<tr>
<td>Phase 3</td>
<td>512,300</td>
<td>137,000</td>
<td>140,000</td>
<td>262</td>
</tr>
<tr>
<td>Total</td>
<td>1,750,000</td>
<td>175,000</td>
<td>140,000</td>
<td>1,500</td>
</tr>
</tbody>
</table>

2 min. Walk
A - Willow Road

B - Park Street

C - North Street

D - Main Street

* Potential for flex parking lane. Subject to City approval.

WILLOW VILLAGE
Menlo Park, CA

Exhibit 30
Conceptual Street Sections
April 25, 2019
Exhibit 31
Conceptual Street Sections

WILLLOW VILLAGE
Menlo Park, CA

Peninsula Innovation Partners

April 25, 2019

E - West Street

G - Loop Road - North Section

F - Center Street

H - Loop Road - East Section

1" = 10' at 22" x 34"
April 25, 2019
WILLOW VILLAGE
Menlo Park, CA
Peninsula Innovation Partners

Exhibit 32
Preliminary Site Grading

LEGEND
- Overland Release
- Building Pad Elevation
- AC Asphalt Pavement
- FF Finished Floor
- HP High Point
- LP Low Point

0   100 200  300 500 700'
1" = 100' at 22" x 34"

2 min. Walk

1/2 ac

1/8 ac

1/20 ac

3:1 SLOPE

MAX (TYP)

WILLOW VILLAGE
Menlo Park, CA
Staff Analysis of Revised Project

Project description

Proposed site plan
The proposed revised site plan, similar to the previous proposal, includes a secure office area for Facebook, and a mixed-use residential and commercial neighborhood. The two main components of the project site are separated by a proposed Main Street that would run from the northwest portion of the site to the southeast corner. The road would provide a link between O’Brien Drive and Willow Road through the site. Consistent with the previous proposed site plan, the revised Willow Village development is organized into three main districts, which are now identified as the following:

- Town Square District,
- Residential/Shopping District, and
- Campus District.

The three districts are tied together with the proposed street network, parks and open space, and the design and layout of the buildings. The following list identifies the key changes to the proposed project.

- Redesign of the site plan, including the on-site vehicle, pedestrian and bicycle circulation along with modifications to the general layout and footprints of the proposed mixed-use and office buildings;
- A general shift in the location of the office campus to the eastern portion of the site and more integration between the office campus and the mixed-use neighborhood components;
- Modifications to the initial concepts for the Main Street and Town Square areas to promote walkability, biking and social gathering;
- An emphasis on bicycle and pedestrian connectivity from O’Brien Drive to Willow Road diagonally through the site, with ancillary bicycle and pedestrian connections along the eastern and northern edges of the site;
- A grade separated crossing for bicycle, pedestrians, and trams between the West Campus and the Willow Village (underpass or overpass with Willow Road);
- Relocated full-service grocery store and pharmacy;
- More aggregated open space instead of distributed open space through the site, resulting in a larger 4-acre community park, playground and recreation fields along Willow Road;
- Inclusion of a proposed community center adjacent to the community park (approximately 10,000 square feet);
- Addition of a separate publicly accessible dog park;
- Removal of the Dumbarton plaza and visitor center from the northwestern corner of the project site and replaced with a parking structure;
- Consolidation of office parking into two, versus three, garage structures;
- Increase in the number of hotel rooms from approximately 200 to a possible maximum of up to 250 rooms; and
- Increase neighborhood serving retail from approximately 126,500 square feet to up to
Town Square District
The Town Square District would be a commercial hub located in the north-western portion of the site. The Town Square District would be anchored around a public plaza with approximately 25,000 square feet of retail uses, a hotel, and residential lobbies. The Town Square District would be accessed from Willow Road via Hamilton Avenue and from the southeast by the proposed Main Street through the project site. To the northwest of the public plaza, along Willow Road, would be a 200-250 room hotel, with potential retail, restaurant/bar, and conference rooms. The campus visitor parking structure would be located north of the hotel along the Dumbarton Corridor. The parking structure would be intended to accommodate patrons of the retail businesses as well as visitors to the Campus District. Staff will be evaluating the proposed parking structure location and its possible impact on future activation of the Dumbarton Corridor. Pedestrian and bicycle connections from the Town Square District to the Facebook West Campus and the Dumbarton Corridor are proposed through a plaza between the hotel and the parking structure and a bike lane along Main Street.

Residential and Shopping District
The Residential and Shopping District would be located along the western and southern edges of the site and would contain residential and mixed-use buildings. It is anticipated that the housing unit type would include a mix of rental units in the studio, one- to three-bedroom range. The revised project does not anticipate four-bedroom units, which were previously contemplated. The exact mix of units is being further refined; however, the unit mix would be determined prior to commencing the environmental review. This district would include the proposed grocery store, pharmacy, and approximately 85,000 square feet of retail and dining uses, along with all of the 1,500 proposed residential dwelling units. This district would also include an approximately four acre publicly-accessible park with a 10,000 community-serving building at the southwestern corner of the site. Additional open space within the District would include a dog park along the southern edge of the site and a neighborhood plaza at the intersection of Center and Main Streets. Both of these are expected be open for public use.

Campus District
The interior and northeastern portion of the Willow Village would contain a secure office campus for Facebook, composed of nine buildings and referred to as the Campus District. The western edge of the Campus District, generally fronting on Main Street would include publicly accessible landscaped areas to provide a transition between the Campus District and the Residential and Shopping and Town Square Districts; however, the Campus District would not be accessible to the public. The office buildings would be designed around a linear north-to-south courtyard. The ground floor of the office buildings fronting Main Street would include active commercial retail, restaurants, and services to activate the experience along Main Street and soften the edge between the secure office campus and the mixed-use portion of the project site. The office buildings would include employee amenities, similar to Facebook’s current building amenities on the East and West Campuses. Two parking garages would be located within the secure Office Campus: one located at the north-eastern corner and one at the south-eastern corner, separated by two office buildings. The parking garages would include ground level transit centers for Facebook’s shuttles and trams. The two structures would contain approximately 200,000 square feet.
3,000 parking spaces (a ratio of one space per 583 square feet of gross floor area). The parking structures would be oriented parallel to the service road along the edge of the site. The two office buildings between the parking structures would provide variation along the eastern edge of the site.

**Land use and zoning**
The Willow Village project includes parcels zoned O-B (Office, Bonus) and R-MU-B (Residential Mixed Use, Bonus). The Zoning Ordinance allows for the implementation of a master planned project to provide flexibility for creative design, more orderly development, and optimal use of open space. Master planned projects are applicable to sites with the same zoning designation (O, LS, or R-MU) in close proximity or for contiguous sites that have a mix of zoning designations (O or R-MU) that exceed fifteen (15) acres in size and that are held in common ownership and are proposed for development as a single project or single phased development project. Project sites with mixed zoning, such as the Willow Village, are required to obtain a CDP and enter into a DA with the City. In a master planned project, the residential density, FAR, and open space requirements at both the base and bonus level of development, may be calculated in the aggregate across the site provided the overall project proposal does not exceed what would be permitted if the site were developed in accordance with the zoning designation applicable to each portion of the site, and the proposed project complies with all other design standards identified for the applicable zoning districts.

The proposed master plan project would comprehensively redevelop the project site and would be developed under the bonus levels for density (dwelling units per acre), intensity (FAR), and height in exchange for community benefits, as defined through the ConnectMenlo process. The following table compares the proposed revised project components with the previously proposed project and the Zoning Ordinance.

<table>
<thead>
<tr>
<th>Project Component Land Use</th>
<th>Previous Proposal (March 2018)</th>
<th>Revised Proposal** (Current Project)</th>
<th>Net Change with Proposed Project</th>
<th>Zoning Ordinance Maximum Development Potential*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dwelling Units</td>
<td>1,500 units (225 BMR units)</td>
<td>1,500 units (225 BMR units)***</td>
<td>No change</td>
<td>1,713 units (257 BMR units)</td>
</tr>
<tr>
<td>Residential GFA</td>
<td>1,703,025 s.f.</td>
<td>1,462,713 s.f.</td>
<td>-240,312 s.f.</td>
<td>1,679,097 s.f.</td>
</tr>
<tr>
<td>Commercial Retail GFA</td>
<td>126,500 s.f.</td>
<td>200,000 s.f.</td>
<td>+73,500 s.f.</td>
<td>398,425 s.f.</td>
</tr>
<tr>
<td>(Non-Office square footage)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Community Center/Visitor Center (previous)</td>
<td>40,000 s.f.</td>
<td>10,000 s.f.</td>
<td>-30,000 s.f.</td>
<td>Included in non-office GFA</td>
</tr>
<tr>
<td>Office GFA</td>
<td>1,750,000 s.f.</td>
<td>1,750,000 s.f.</td>
<td>No change</td>
<td>1,780,268 s.f.</td>
</tr>
<tr>
<td>Hotel Rooms</td>
<td>200 rooms</td>
<td>200-250 rooms</td>
<td>+50 rooms</td>
<td>n/a</td>
</tr>
</tbody>
</table>
The proposed project would maintain the previously proposed number of dwelling units (1500, of which 225 units would be below market rate housing units) and total office square footage. However, the proposed project would increase the maximum potential number of hotel rooms and increase the maximum development potential for non-office commercial retail. The proposed number of hotel rooms at the project site (up to 250 rooms) and other proposed hotel projects in the Bayfront Area (if all approved) would exceed the development cap of 400 hotel rooms in the Bayfront Area established during the ConnectMenlo process. To enable the proposed number of hotel rooms in the Bayfront Area, a General Plan Amendment would need to be adopted by the City Council, which could be initiated by a specific project or by the City. Staff raised this topic for discussion at the ConnectMenlo 2-year review study session.

The table below outlines the development standards for density, intensity, and height at the base level, bonus level, previous proposal, and for the proposed revised project. The following paragraphs explain in more detail how the measurements have been preliminarily calculated. Please note: the calculation of “height” is the weighted average height of all buildings, and “maximum height” is the absolute maximum height for any one building, or portion thereof.

<table>
<thead>
<tr>
<th>Development Standard</th>
<th>Table 2: Development Standards</th>
<th>Base Level*</th>
<th>Bonus Level*</th>
<th>Previous Proposal*</th>
<th>Revised Proposal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Height</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>O</td>
<td>height: 45 ft.; maximum height: 45 ft.; hotels: 120 ft.</td>
<td>height: 77.5 ft.; maximum height: 120 ft.</td>
<td>height: 74.3 feet; maximum height: 112.5 ft.</td>
<td>height: 67.5 ft.; Maximum height: 83 ft.</td>
<td></td>
</tr>
<tr>
<td>Intensity (FAR)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>R-MU</td>
<td>60% to 90% max non residential; 15% &gt;90% to 225% 25% max non residential</td>
<td>189.8% Residential; 22% Office</td>
<td>196% Residential; 21% Office</td>
<td></td>
<td></td>
</tr>
<tr>
<td>O</td>
<td>45% (plus 10% commercial); 175% if hotel allowed</td>
<td>100% (plus 25% commercial)</td>
<td>100% Office; 18.75% non-office commercial</td>
<td>100% Office; 22% non-office commercial</td>
<td></td>
</tr>
<tr>
<td>Density (du/acre)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>R-MU</td>
<td>20 du/acre to 30 du/acre</td>
<td>&gt;30 du/acre to 100 du/acre</td>
<td>78.5 du/acre</td>
<td>87.5 du/acre</td>
<td></td>
</tr>
<tr>
<td>O</td>
<td>n/a</td>
<td>n/a</td>
<td>n/a</td>
<td>n/a</td>
<td></td>
</tr>
</tbody>
</table>

*The Zoning Ordinance allows for an up to 10 feet increase in height and maximum height for properties in the flood zone, which is incorporated into the table.
To develop the proposed project, the grade of the site would generally be raised between four and eight feet and the proposed buildings would be constructed on a podium. The site would be raised at or above the minimum requirements for hazard mitigation and sea level rise resiliency required by the updated Zoning Ordinance. The applicant is proposing to utilize the up to 10-foot increase in height allowed for buildings to accommodate the flood zone and sea level rise. The raised site would also allow for the parking for the mixed use buildings to be located partially below grade.

With regard to the revised project, the proposed height of the residential mixed use buildings would be reduced to an average of approximately 52.5 feet in height from 61.2 feet previously proposed. The maximum height, however, would be increased by eight feet to 80 feet in height. The hotel height has also been reduced from 112.5 feet in height to 83 feet in height. A key change to the office buildings is a more uniformed height of 80 feet for eight of the nine proposed buildings.

In addition to the modifications to the heights of the buildings, the revised project includes an increase in non-office commercial square footage from 18.75 percent FAR to 22 percent FAR, where 25 percent is the maximum. The increase in FAR would accommodate the proposed increased number of hotel rooms and the increase in commercial/retail square footage. The project would utilize the non-office commercial square footage from the O district for the retail and hotel components and the commercial square footage from the R-MU district for office square footage (as outlined in the Table 2). The project would also include an increase in residential density of approximately seven percent but an overall reduction in gross floor area of approximately 240,000 square feet due to additional ROW area proposed to be dedicated with the revised site plan. Staff has completed a preliminary review of the applicant's proposed density and intensities and believes it to generally be correct.

The site currently includes 19.11 acres zoned R-MU-B and 37.3 acres zoned O-B, exclusive of the public right-of-way. Through ConnectMenlo, new public street connections were identified and adopted on the zoning map and street classification diagram in the Circulation Element. As with the previously proposed project, the applicant proposes to deviate from the adopted location of the public streets and is proposing alternate roadways, which would include both dedicated public streets and private roads with a public access easement. The total land proposed to be dedicated as a public street is currently greater than the public streets shown on the approved zoning map and greater than the amount previously identified to be dedicated. Because land dedicated as a public street is deducted from the total lot area to determine the site’s FAR, City staff is currently evaluating the applicant’s proposal for both public and private streets to determine the impact on the master plan and to ensure that the overall development proposed does not exceed what would be permitted if the site were developed in accordance with each zoning district as an individual project. Therefore, the gross floor area, floor area ratio, and density in Table 2 is preliminary and may be updated based on further refinements to the site area associated with the R-MU-B and O-B zoning districts after dedication of the necessary ROW.

The proposed project would include 1,500 housing units (consistent with the previous proposal and the Campus Expansion Development Agreement requirement to design a minimum of 1,500 units), where the site could accommodate up to 1,713 dwelling units (based on
preliminary calculations) at 100 dwelling units per acre. The R-MU-B zoning district allows between 90 percent and 225 percent FAR for residential development based on density, calculated on a sliding scale. The currently proposed density would be 87.5 dwelling units per acre and the maximum FAR for the residential component would be 196 percent. The applicant is still refining the gross floor area associated with the mixed-use and residential buildings, and depending on the final density of the project the FAR may need to be adjusted accordingly to comply with the FAR for the associated density.

Proposed site circulation
Primary access to the project site is currently through Hamilton Avenue at the intersection of Willow Road. In addition, multiple buildings are accessed through driveways along Willow Road. Once inside the current campus, Hamilton Avenue diverges into Hamilton Avenue (to the south) and Hamilton Court (to the east). Both streets end in cul-de-sacs, and therefore, no streets currently provide access across the site. There is access to an eastern parking lot from Adams Court to the Menlo Business Park east of the project site. The proposed redevelopment would create a new internal site circulation network for vehicles, bicycles, and pedestrians, along with new public connections to Willow Road and O’Brien Drive and Adams Court.

Through ConnectMenlo, the City adopted a new zoning map that identifies a new public street connection from Hamilton Avenue to Adams Court (via Hamilton Court), across the Willow Village project site. The zoning map and street classification diagram in the Circulation Element also identify new public street connections from Willow Road that connect to Hamilton Avenue within the project site and multiple paseos through the site, including a paseo along the eastern edge of the site, a paseo from Willow Road into the site, a north-to-south paseo from the Dumbarton Corridor to the middle of the site, and a paseo along the southern edge of the site that would link to O’Brien Drive.

As with the previously proposed project, the applicant team is proposing to shift the location of the main public right-of-way through the site. The proposed street would run diagonally from Hamilton Avenue in the northwestern portion of the site to O’Brien Drive in the southwestern portion of the site. A southern access across the site (proposed Park Street) would be provided from Willow Road to Main Street, near the intersection with O’Brien Drive. The proposed ROW would define the mixed-use and retail components of the site and the Office Campus. The applicant’s proposed vehicle and bicycle and pedestrian circulation plans are shown on Pages 21 and 17, respectively, of the Project Plans (Attachment E of the staff report).

- Park Street: connection between Willow Road and O’Brien Drive;
- North Street: additional site access from Willow Road to the Town Square District and parking access;
- Hamilton Avenue: primary access to the northern portion of the site with connection to Main Street;
- Main Street: new street in a northwest to southeast direction through the site connecting Willow Road/ Hamilton Avenue with O’Brien Drive; and
- East and North Perimeter Roads: site access along the eastern edge of the site and along the northern edge (adjacent to the Dumbarton Corridor) of the site that would link to Main
Street and the visitor parking garage.

The revised site circulation more directly connects the Residential and Shopping District and Town Square District with O’Brien Drive. The internal circulation for the Town Square and Residential and Shopping Districts is generally oriented in a north-to-south and east-to-west grid (parallel or perpendicular to Willow Road), with Main Street bisecting the overall project site diagonally. The applicant’s proposal would add a new signalized intersection on Willow Road between Ivy Drive and Hamilton Avenue. This new connection would continue to shift the cross-site access south and connect with O’Brien Drive instead of Adams Court (and subsequently Adams Drive to University Avenue). The proposed project would maintain the envisioned connection with Adams Court; however, due to the location of the secure Campus District portion of the site, the new connection would end in a “T” intersection at the proposed eastern perimeter road instead of continuing through the site. Since ConnectMenlo did not contemplate vehicle access from O’Brien Drive to the project site, the proposed alternate street location requires an amendment to the zoning map and Circulation Element, and the EIR for the project would analyze the potential impacts from the proposed O’Brien Drive connection to impact study intersections and the trip distribution associated with the project. The applicant has provided preliminary cross sections of the street typologies and staff will be reviewing the proposed street designs to ensure consistency with the General Plan classification system.

Hamilton Avenue would be the main access to the Town Square District (and the northern portion of the project site). The applicant team has been evaluating the possibility of a realignment of the Hamilton Avenue intersection, which is shown on Sheet 22 of the plan set. The potential realignment of Hamilton Avenue would shift the intersection south along Willow Road and realign the approach to the intersection from the Belle Haven neighborhood. This would require coordination between the City, Caltrans, the Project Sponsor, the owner of the Chevron station property, and Chevron. The preliminary option would demolish and relocate the Chevron station to the northern side of the Hamilton Avenue realignment. The Hamilton Avenue realignment will be a variant in the project analysis evaluated in the EIR.

Paseos and bicycle and pedestrian facilities
Willow Village would also include a new internal network of pedestrian and bicycle facilities. The adopted Zoning Map identifies the locations of new paseos, including a paseo connecting O’Brien Drive to the Dumbarton Corridor along the eastern edge of the site, and a paseo connecting the middle of the site to the Dumbarton Corridor. Paseos are pedestrian and bicycle paths that provide a member of the public access through one or more parcels and to public streets and/or other paseos. There are also two east-to-west paseos identified on the Zoning Map including one paseo from Willow Road to the internal portion of Hamilton Avenue and another paseo along the southern edge of the site (adjacent to the SFPUC right-of-way).

The proposed project includes a network of roadways and plazas that provide pedestrian and bicycle connectivity throughout the site. These pathways would bring pedestrians into the site from Willow Road and O’Brien Drive and link bicycles and pedestrians with the Town Square District and potentially improved facilities on the Dumbarton Corridor.

A new Class-1 (multi-use) bike path along the eastern and northern edges of the site is intended
to comply with the paseo requirement along the eastern edge. The north-to-south paseo along the eastern edge of the site would be bordered by a perimeter access road on the west and an existing parking lot for the majority of the paseo on the adjacent property to the east. The proposed perimeter roadway would provide access to the parking garages. The two parking garages would be located to the west of the perimeter road for the majority of the length of the paseo; however, entrances to two of the office buildings would also be located along the perimeter roadway. Staff will be requesting additional information on the design of the Class 1 pathway to determine if it could be considered to meet the paseo requirements of the Zoning Ordinance. On the adopted Zoning Map this paseo is partially located on the Facebook Willow Village site and partially on the neighboring property, owned by Tarlton Properties, within Menlo Business Park. The current proposal for Willow Village could accommodate the paseo completely within the Willow Village project, which may allow for a shorter timeline to construct the paseo. However, the Planning Division has been reviewing an application for a new approximately 260,400 square foot R&D building at 1350 Adams Court, directly to the east of the Willow Village project and will be evaluating both projects to identify opportunities to ensure the required paseo provides the maximum benefit to the community. A recent study session with the Planning Commission identified an opportunity to construct a portion of the paseo on the property at 1350 Adams Court and identify a future extension on that site, pending redevelopment of the existing building at 1315 O’Brien Drive. However, a comprehensively executed bicycle and pedestrian facility would be staff’s preference to ensure implementation of the ConnectMenlo vision.

The Zoning Ordinance allows for some flexibility in the location of the paseos; however, while the applicant’s comprehensive street and paseo proposal continues to appear less linear in some respects, it would not be fundamentally different in terms of access options. The proposed modifications to the locations would require a zoning map amendment and General Plan amendment to the Circulation Element. In addition to the modifications to the location of the streets and paseos, the general layout of the buildings and landscaping adjacent to the paseos, specifically the eastern paseo, may not be consistent with the Zoning Ordinance requirements. The applicant and staff will continue to refine the specific designs to ensure the circulation network would meet relevant safety standards.

Public open space, trees, and landscaping
The proposed project includes multiple parks, plazas, landscaping, and open space pathways throughout the project site. The previous proposal included multiple public open spaces intended to link public spaces for pedestrians and users through the site. The revised proposal aggregates the publicly accessible open space into a publicly accessible park, a town square plaza, a dog park, and a plaza near the corner of Willow Road and the Dumbarton Corridor.

In addition to the publicly accessible open space, the site plan includes a substantial amount of open space and landscaping within the mixed use and residential buildings for use by the residents and a series of landscaped areas, courtyards, and plazas within the Campus District for use by the employees. The open space for the residents would include both common and private open space, consistent with the Zoning Ordinance requirements. Table 2 below identifies the minimum open space requirement for each district and the proposed open space for the project.
<table>
<thead>
<tr>
<th>Zoning District</th>
<th>Base Level</th>
<th>Bonus Level</th>
<th>Min Req. Acres*</th>
<th>Previously proposed project</th>
<th>Proposed Revised Project (Current Project)</th>
</tr>
</thead>
<tbody>
<tr>
<td>R-MU-B</td>
<td>25%</td>
<td>25%</td>
<td>4.5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>0-B</td>
<td>30%</td>
<td>30%</td>
<td>10.9</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>-</td>
<td>-</td>
<td>15.4</td>
<td>18</td>
<td>26.7</td>
</tr>
</tbody>
</table>

*Due to modifications in the land area proposed to be dedicated, the minimum required acres have changes; however, the proposed project would exceed the minimum required amount of open space on site.

Approximately 9.9 acres of the 26.7 acres of open space would be publicly accessible, which exceeds the approximately 6.5 acres of open space required to be publicly accessible (based on the aggregate of each zoning district standard). The design of the publicly accessible open space has not yet been determined; however the project would include a publicly accessible park, a dog park, a town square, and an additional public plaza. Some of the publicly accessible open space appears to be located within Main Street (as pedestrian and bicycle infrastructure) and would need to be removed from the calculation of open space (both publicly accessible and general open space). Staff will be further evaluating this component of the project for compliance with the Zoning Ordinance standards.

In addition, due to the preliminary nature of the project, the heritage tree removals have not been identified and the landscape plans for the proposed project have not been submitted. However, it is likely that a significant percentage of the existing heritage trees would be proposed for removal. Staff will be evaluating more detailed information on the existing heritage trees and the proposed heritage tree removals, and the proposed landscaping plan as the project review continues.

Green and sustainable building
The O-B and R-MU-B zoning districts include detailed requirements for green and sustainable buildings. The proposed project would be required to adhere to the standards set forth by the Zoning Ordinance. The current Zoning Ordinance requirements are summarized in the bulleted list below:

- The proposed development shall be designed to meet LEED Gold BD+C
- Comply with the City’s electrical vehicle (EV) charger requirement;
- Enroll in the EPA Energy Star Building Portfolio Manager program;
- The project will meet one hundred percent (100%) of energy demand (electricity and natural gas) through any combination of the following measures:
  - On-site energy generation;
  - Purchase of one hundred percent renewable electricity;
  - Purchase and install local renewable energy generation in Menlo Park; and
  - Purchase of certified renewable energy credits and/or certified renewable energy offsets.
- Landscaping would also meet the requirements of the City’s water efficient landscaping
ordinance (WELO).

- Utilize recycled water or a conservation reductions equivalent to all approved non-potable applications.
- Comply with the City’s zero waste requirements.
- The project would be required to be designed to comply with the necessary bird-friendly design features, as outlined in the Zoning Ordinance.

As project review continues staff will be evaluating the project for compliance with the green and sustainable building requirements.

**Phasing schedule**
The proposed revised project is anticipated to be constructed in three phases, where the previous proposal would be constructed in four phases. Each phase would include the construction of the necessary circulation and utility infrastructure to serve that phase. Construction phases may overlap. The table below identifies the proposed construction by phase for the updated project.

<table>
<thead>
<tr>
<th>Phase</th>
<th>Office (s.f.)</th>
<th>Retail/non-office commercial (s.f.)*</th>
<th>Hotel (s.f.) (200-250 rooms)</th>
<th>Residential Dwelling Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phase 1</td>
<td>587,000 s.f.</td>
<td>3,000 s.f.</td>
<td>-</td>
<td>673 du</td>
</tr>
<tr>
<td>Phase 2</td>
<td>650,700 s.f.</td>
<td>35,000 s.f.</td>
<td>-</td>
<td>565 du</td>
</tr>
<tr>
<td>Phase 3</td>
<td>512,300 s.f.</td>
<td>137,000 s.f.</td>
<td>140,000 s.f - 175,000 s.f</td>
<td>262 du</td>
</tr>
<tr>
<td>Total</td>
<td>1,750,000 s.f.</td>
<td>175,000 s.f.</td>
<td>140,000 s.f - 175,000 s.f.</td>
<td>1,500 du</td>
</tr>
</tbody>
</table>

*The project plans identify approximately 175,000 square feet of commercial/retail use, but the project description identifies up to a possible 200,000 square feet.

The proposed phasing schedule would shift the focus of the initial phases of the project to developing housing units and office square footage. The proposed schedule would result in non-office commercial square footage being phased in during the second and third phase. The phasing plan currently identifies the grocery store being constructed in the third phase, along with the hotel.

The precise architectural style and design of the proposed buildings has not been determined. During the entitlement and environmental review, the detailed design of the buildings to be constructed in the first phase will be developed and submitted for the Planning Commission and City Council’s review with the overall land use entitlements. Additional design review by the Planning Commission for the remaining buildings would be expected to occur for the future phases of development as the architectural design of those buildings is not expected to be complete prior to action on the entitlements. Staff will evaluate the proposed buildings for compliance with the Zoning Ordinance design standards and provide an analysis for the Planning Commission and City Council as part of their review and recommendation and/or action on the project.
Dear Mr. Perata:

Thank you for the attached Menlo Park City Council – Notice of Public Meeting to review and consider an appeal of the Planning Commission’s approval of the Facebook Willow Village proposal by Peninsula Innovation Partners, LLC and Signature Development Group (on behalf of Facebook, Inc.). The SFPUC owns the adjacent 80-foot wide parcel in-fee as part of the Hetch Hetchy Regional Water System right-of-way (ROW) which provides drinking water to approximately 2.7 million customers in the San Francisco Bay Area. This ROW contains high-pressure water transmission pipelines (Bay Division Pipelines Nos. 1, 2, and 5). For your reference, I am including a map of the vicinity showing the approximate SFPUC property boundary and pipelines.

I was able to find the refined plans and project description (dated February 2019) on the City of Menlo Park’s – Community Development webpage. Per the February 2019 plans, the Facebook Willow Village proposal includes a new street crossing over the SFPUC ROW to connect to O’Brien Drive. Please note that such improvements, like a new street crossings over the SFPUC ROW, must be review and approved by the SFPUC.

In addition, the February 2019 project description (Section 4 – Willow Village Entitlements) should acknowledge that the City and County of San Francisco, through its San Francisco Public Utilities Commission, must review and approve improvements proposed within the SFPUC ROW near the south/southeast corner of the project site. The SFPUC has not formally reviewed nor approved the proposed public street (or “Bike Lane/Paseo” for the 1350 Adams Court Project located immediately east of the Facebook Willow Village) on SFPUC property. The SFPUC submitted similar comments in January 2019 for the 1350 Adams Court Project (attached is an email containing the SFPUC Real Estate Director’s, Rosanna Russell’s, comments and my comments).

SFPUC Project Review Process
All proposed projects and activities on SFPUC lands must be reviewed by the SFPUC’s Project Review Committee (committee) to determine whether a proposal is compatible with SFPUC adopted plans and policies prior to obtaining written authorization from the SFPUC. During Project Review, the committee may require modifications to the proposal and/or require implementation of avoidance and minimization measures to reduce negative impacts and to ensure that the proposal conforms to applicable plans and policies. Therefore, it is important to schedule projects for review at the earliest opportunity to address any potential project issues.

To initiate the Project Review process, project sponsors/applicants must visit the SFPUC’s Project Review Committee webpage at http://sfwater.org/ProjectReview to download a copy of the current Project Review application. Once the application is completed, the project sponsor must email their application and supporting attachments (project
description, maps, drawings and/or plans) to projectreview@sfwater.org. Completed applications with required attachments are scheduled in the order they are received for the next available Project Review Committee meeting date.

Please let me know if you have any questions. I can be reached at 415.770.1997.

Best,

Jonathan S. Mendoza
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Natural Resources and Lands Management Division
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W: http://www.sfwater.org/ProjectReview

*NOTE: I am out of the office on Mondays*