**PROJECT SPONSOR AGREEMENT**

City Manager’s Office  
701 Laurel St., Menlo Park, CA 94025  
tel 650-330-6620

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<th>Agreement #:</th>
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**AGREEMENT BETWEEN**  
THE CITY OF MENLO PARK AND CCS MANAGEMENT, LLC

THIS AGREEMENT made and entered into at Menlo Park, California, this 7/20/2020, by and between the CITY OF MENLO PARK, a Municipal Corporation, hereinafter referred to as "CITY," and CCS MANAGEMENT, LLC, hereinafter referred to as “FIRST PARTY.”.

WITNESSETH:

WHEREAS, CCS Management LLC, proposes to redevelop the property addressed 1075 O’Brien Drive and 20 Kelly Court (Assessor’s Parcel Number 055-433-250 and 055-433-340), Menlo Park, with approximately 102,000 sf 7-story office building, research/development (R&D), and/or technology uses, plus a restaurant. In addition, a 5-story parking structure would be provided at the end of the cul-du-sac on Kelly Drive with a pedestrian bridge connecting the parking structure with the proposed building at 1075 O’Brien Drive, hereinafter referred to as the “Project”; and

WHEREAS, the City has determined that under the California Environmental Quality Act and its applicable guidelines the Project requires the preparation of an Environmental Impact Report, hereinafter referred to as the “EIR”; and

WHEREAS, the Consultant is licensed to perform said services and desires to undertake to perform said services in accordance with the terms set forth in Exhibit A.

NOW, THEREFORE, IN CONSIDERATION OF THE MUTUAL COVENANTS, PROMISES AND CONDITIONS of each of the parties hereto, it is hereby agreed as follows:

**1. SCOPE OF WORK**

The City in its sole discretion has selected ICF Jones & Stokes, Inc. (the “Consultant”) to prepare the Environmental Impact Report (EIR), as described in Exhibit A-1.
2. **COMPENSATION AND PAYMENT**

The City in its sole discretion has determined that the amount of compensation to be paid to the Consultant shall not exceed the sum of $364,016.93 for the preparation of the EIR; and

The amount of such compensation to be paid to the Consultant by the Project Sponsor shall be the sole sources of compensation to the Consultant for the work on the EIR and, therefore, shall be paid solely from City funds by the City; and

The Project Sponsor agrees (a) to pay the City the sum up to $364,016.93 for the preparation of the EIR, (b) to bear the sole financial responsibility for defending any lawsuit challenging the Project on any ground, and (c) to defend and indemnify the City against any such lawsuit, including attorney’s fees and costs incurred as a result thereof; and

Upon completion or abandonment of the Project, all sums paid to the City by the Project Sponsor, under the terms of this Agreement shall be refunded to the Project Sponsor, pro-ratably, if the sum has not been paid by the City and is not due to the Consultant.

3. **SCHEDULE OF WORK**

Upon receipt of a fully executed Project Sponsor Agreement by CCS Management, LLC, and receipt of payment, the City shall enter into the contract with Consultant and shall monitor the performance by the Consultant of the contract for the preparation of the EIR, which shall be prepared in accordance with the industry standards. The City’s obligation shall be limited to normal contract monitoring and shall not include City Attorney or other review of the legal adequacy of the EIR. The Consultant shall conduct research and arrive at conclusions independently of the control and direction of the City or any City official other than normal contract monitoring. The Project Sponsor shall have no control or direction of the work of the Consultant.

4. **NOTICE**

All notices hereby required under this Agreement shall be in writing and delivered in person or sent as set forth in Section 6 below. Notices required to be given to CITY shall be addressed as follows:

Ori Paz  
Community Development  
701 Laurel Street  
Menlo Park, CA 94025  
650-330-6711  
oripaz@menlopark.org

Notices required to be given to FIRST PARTY shall be addressed as follows:

Jason Chang  
CCS Management, LLC  
20 Kelly Court  
Menlo Park, CA 94025  
jchang@csbio.com

Provided that any party may change such address by notice, in writing, to the other party and thereafter notices shall be addressed and transmitted to the new address.
5. OWNERSHIP OF WORK PRODUCT

Work products for this project, which are delivered under this Agreement or which are developed, produced and paid for under this Agreement, shall become the property of CITY and the FIRST PARTY.

6. TERMINATION OF AGREEMENT

It is understood and agreed that the City has no responsibility for the legal adequacy of the EIR and that the legal adequacy of the EIR is the sole responsibility of the Project Sponsor and its attorneys, and that the City may terminate this Agreement upon 10 days written notice.

If the FIRST PARTY, in writing, withdraws all applications for discretionary land use entitlements for the Project or states its intent not to proceed with the Project (a "Withdrawal Notice"), then City agrees to give a 10-day termination notice to the Consultant after receipt of the Withdrawal Notice. The Project Sponsor shall remain responsible for all costs incurred by the Consultant prior to the effective date of the termination notice. All notices under this Agreement shall be given in writing by overnight mail or overnight private courier to the address in Section 4 "Notice" and shall be deemed received the next business day following delivery to the U.S. Postal Service or private courier.

7. ENTIRE AGREEMENT

This document constitutes the sole agreement of the parties hereto relating to said project and states the rights, duties, and obligations of each party as of the document's date. Any prior agreement, promises, negotiations, or representations between parties not expressly stated in this document are not binding. All modifications, amendments, or waivers of the terms of this agreement must be in writing and signed by the appropriate representatives of the parties to this agreement.

(Signatures on the following page)
IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

FOR FIRST PARTY:

Signature
JASON CHANG

Printed name
45-4898700

Tax ID#

APPROVED AS TO FORM:

Cara E. Silver, Interim City Attorney

FOR CITY OF MENLO PARK:

Starla Jerome-Robinson, City Manager

ATTEST:

Judi A. Herren, City Clerk
April 16, 2020

Ori Paz, Associate Planner
City of Menlo Park Community Development Department
701 Laurel Street
Menlo Park, CA 94025

SUBJECT: Proposal to Conduct CEQA Review for the 1075 O'Brien Drive and 20 Kelly Court Project

Dear Mr. Paz:

ICF Jones & Stokes, Inc. (hereafter referred to as ICF) is pleased to present this scope and budget to prepare an Initial Study and Environmental Impact Report (EIR) for the proposed 1075 O'Brien Drive Project (hereafter referred to as the Project). This scope of work reflects the proposed Project information provided to ICF by Menlo Park staff, knowledge of the area, and prior experience with similar projects within Menlo Park. We offer a team of highly skilled environmental professionals who are familiar with the City and will produce legally defensible and comprehensive CEQA documentation allowing the Project to be developed as expeditiously as possible. Our experience on several projects in the City allows our staff to respond quickly to your needs.

The Project site is located at 1075 O'Brien Drive and 20 Kelly Court and is zoned LS-B (Life Science, bonus). The site is developed with two, 2-story concrete tilt-ups totaling 26,700 sf, plus one 3-story, 26,300-sf manufacturing facility. As currently proposed, the Project would include the demolition of the existing two 2-story buildings (totaling 26,700) and would develop a 7-story building with approximately 102,000 sf for office, research/development (R&D), and/or technology uses, plus a restaurant. In addition, a 5-story parking structure would be provided at the end of the cul-du-sac on Kelly Drive with a pedestrian bridge connecting the parking structure with the proposed building at 1075 O'Brien Drive.

This scope of work reflects recent conversations with the City and provides a solid launching point to move through the environmental review process efficiently, thoughtfully, and diligently. ICF is currently working on the 1350 Adams Court Project, the Commonwealth Corporate Center Building 3 Project, and the 1125 O'Brien Drive Project, all of which are in the vicinity of the Project. ICF is proposing a similar CEQA approach for the 1075 O'Brien Drive Project as the ones being applied to these projects. Using a similar approach will ensure schedule and budget efficiencies and consistency between the environmental documents. In addition, as demonstrated in our proposal, ICF has formed a team of expert internal staff and includes the same subconsultant team as the ones for the other three projects. The proposed team includes Keyser Marston and Associates (Housing Needs Assessment) and Hexagon (Transportation).

This proposal is valid for a period of 90 days, at which time ICF reserves the right to revise the contents or extend the validity date, if needed. Given the current impacts, both known and unknown, of the COVID-19 pandemic, for which there will likely be effects into the foreseeable future; personnel assignments, travel...
restrictions and other government mandates, may constrain our ability to conduct our services and provide deliverables as envisioned in this proposal. ICF reserves all rights to revise our delivery schedule and price due to such impacts from COVID-19 and will provide written notice of such proposed changes as needed. If selected to conduct the CEQA review, ICF respectfully reserves the right to negotiate contract terms similar to those we negotiated with the City in previous contracts. Please feel free to contact Kirsten Chapman at 415.537.1702 or kirsten.chapman@icf.com. We look forward to working with you on this project.

Sincerely,

Trina L. Fisher
Contracts Administrator

Attachments

A. Keyser Marston and Associates (Housing Needs Assessment)
B. Hexagon (Transportation)
C. Budget
D. Schedule
A. Firm Profile

Founded in 1969, ICF is a leading global professional services firm that provides consulting and implementation services addressing today’s most complex management, technology, and policy challenges. Our work is primarily focused in four key markets: environment and infrastructure; energy and climate change; health, human services, and social programs; and homeland security and defense. Our environmental practice provides services in environmental planning, land use planning, regulatory compliance, regulatory implementation, natural resources, and supporting environmental review. Our full-time professional staff includes environmental compliance experts, land-use and natural resource planners, wildlife and fisheries biologists, plant and wetland biologists, watershed planners, restoration experts, archaeologists, architectural historians, community affairs experts, attorneys, engineers, and information technologists. With more than 4,500 employees on six continents, we combine passion for our work with industry and technical expertise to protect and improve the quality of life.

ICF is a recognized leader in California Environmental Quality Act (CEQA) compliance, having prepared thousands of environmental impact studies and related documents since the founding of the former Jones & Stokes. Bob Jones, one of the founders of Jones & Stokes, was instrumental in drafting the legislation that ultimately became CEQA in California. Shortly thereafter, Bob joined fellow biologist Jim Stokes to form Jones & Stokes, which rose to prominence in the fields of environmental planning and natural resources management. By the time it was acquired by ICF in 2008, Jones & Stokes was one of the most well-known and well-respected firms providing NEPA and CEQA compliance services in the Bay Area and throughout the west. Although we are able to draw expertise from all west coast offices, we will service the Project primarily by our San Francisco office.

B. Key Personnel and Project Experience

We offer unique advantages with our local knowledge and experience with issues important to the City of Menlo Park (City). This deep local knowledge and familiarity with City staff and practices directly relates to enabling us to deliver high-quality environmental support by understanding the nuances of your needs. We understand the issues important to City staff as well as members of the public and, using our relevant experience on City projects, can anticipate these needs and keep projects on schedule and budget.

Similar to our project management team on previous Menlo Park projects, Erin Efner will serve as Project Director, and Kirsten Chapman as Project Manager. In addition, ICF will team with Keyser Marston and Associates (Housing Needs Assessment) and Hexagon (Transportation).

This team is currently preparing three other CEQA documents for similar projects in the vicinity: 1350 Adams Court, Commonwealth Corporate Center Building 3, and 1125 O’Brien Drive. As with the Project, these three projects are within the Bayfront Area and are tiering off of the certified ConnectMenlo EIR. Since templates and processes are currently being established for these projects, ICF and the subconsultant team will apply a similar strategy to move the 1075 O’Brien Project through the CEQA process. Using the same team and techniques will allow for time and cost savings and consistency between all projects in the Bayfront Area.
In addition to the three ongoing projects listed above, plus the Willow Village Project EIR (which is proceeding as a full EIR, unlike the other ongoing projects in the area), a list of completed relevant work is presented below. This is not an exhaustive list of projects completed by ICF on the peninsula/in the Bay Area; additional project information is available upon request.

- Facebook Campus Expansion Project EIR and EIR Addendums 1 & 2—City of Menlo Park
- Menlo Park Facebook Campus Project EIR and EIR Addendum—City of Menlo Park
- Commonwealth Corporate Center EIR—City of Menlo Park
- Middle Plaza Project at 500 El Camino Real—City of Menlo Park
- 1300 El Camino Real Project—City of Menlo Park
- City Place Santa Clara EIR—Related Santa Clara (Related), Santa Clara
- SF Giants Mission Seawall Lot 337/Pier 48 EIR—Seawall Lot 337 Associates LLC
- Burlingame Point Project EIR Addendum—City of Burlingame

C. Project Understanding and General Approach

ICF has reviewed the information provided by the City and CSBio (Project Sponsor). Based on our review of project materials and experience with similar projects, particularly the 1350 Adams Court Project and the 1125 O’Brien Project, we understand that an Initial Study, followed by a focused EIR is needed. The project understanding and the general approach is discussed below.

**Project Understanding**

The Project site is located at 1075 O’Brien Drive and 20 Kelly Court and is zoned LS-B (Life Science, bonus). The site is currently developed with two, 2-story concrete tilt-ups totaling 26,700 sf, plus one 3-story, 26,300-sf manufacturing facility. The Project would include the demolition of the existing two 2-story buildings (totaling 26,700) and would develop a 7-story building with approximately 102,000 sf for office, research/development (R&D), and/or technology uses. Included within the new building would be a ground floor food hall for up to 20 vendors. In addition, a 5-story parking structure would be provided at the end of the cul-du-sac on Kelly Drive with a pedestrian bridge connecting the parking structure with the proposed building. The existing manufacturing facility would remain operational at the Project site.

**General Approach**

ConnectMenlo, which updated the City’s General Plan Land Use and Circulation Elements and the Bayfront Area, was approved on November 29, 2016. This serves as the City’s comprehensive and long-range guide to land use and infrastructure development. ConnectMenlo assumed an increase in net new development of up to 2.3 million square feet of non-residential uses, up to 4,500 residential uses, and up

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1 Please note that the Project Understanding is reflective of the site plans and project description provided to ICF in February 2020. Upon receipt of the final site plans, ICF will incorporate accordingly.
to 400 hotel rooms. The Project site is within the Bayfront Area and is within the parameters of the ConnectMenlo assumptions.

Because of the long-term planning horizon of ConnectMenlo, the ConnectMenlo EIR was prepared as a program EIR, pursuant to Section 15168 of the CEQA Guidelines. Once a program EIR has been certified, subsequent activities within the program must be evaluated to determine whether additional CEQA review needs to be prepared. However, if the program EIR addresses the program’s effects as specifically and comprehensively as possible, subsequent activities could be found to be within the program EIR scope, and additional environmental review may not be required (CEQA Guidelines Section 15168[c]). When a program EIR is relied on for a subsequent activity, the lead agency must incorporate feasible mitigation measures and alternatives developed in the program EIR into the subsequent activities (CEQA Guidelines Section 15168[c][3]). If a subsequent activity would have effects that are not within the scope of a program EIR, the lead agency must prepare a new Initial Study leading to a Negative Declaration, a Mitigated Negative Declaration, or an EIR. The ConnectMenlo Program EIR will serve as the first-tier environmental analysis for the Project.

On December 5, 2017, the City Council approved the proposed settlement agreement between the City of Menlo Park and the City of East Palo Alto to resolve the litigation regarding ConnectMenlo. The key terms of the settlement agreement are reciprocal: environmental review for future development projects, traffic studies, fair share mitigation impact fees, trip cap projects, and study of the multiplier effect. The settlement agreement will serve to inform the scope of the analysis for several topics in the EIR and provide guidance on the requirements for the Project’s Housing Needs Assessment (HNA), as discussed in Attachment A.

Based on the requirements outlined in Section 15168 of the CEQA Guidelines, an Initial Study will be prepared to disclose relevant impacts and mitigation measures covered in the ConnectMenlo EIR and discuss whether the Project is within the parameters of the ConnectMenlo EIR. This will scope out several topics from further evaluation. Subsequent to the Initial Study, a focused EIR will be prepared for the impacts that need further discussion and/or mitigation beyond those analyzed in the ConnectMenlo EIR. This is discussed in more detail below.

As discussed above, ICF and the proposed subconsultants are currently working on the 1350 Adams Court Project, the Commonwealth Corporate Center Building 3 Project, and the 1125 O’Brien Drive Project. All projects are within the Bayfront Area and are tiering from the ConnectMenlo EIR, as proposed for the 1075 O’Brien Project. This scope of work draws from our experience with these three projects and proposes a very similar process and approach. ICF will use the same template for the Initial Study and focused EIR as is currently being developed for these projects. This will allow for schedule and budget efficiencies, as well as consistency between the CEQA documents being prepared for all projects in the Bayfront Area.
D. Scope of Work

Task 1. Project Initiation

The CEQA documentation effort will be initiated by discussing key issues, reviewing completed environmental documents, planning data collection efforts including a site visit, and refining the schedule for completion of individual tasks. At the outset of the CEQA process, ICF will meet with City of Menlo Park staff, the Project Sponsor team, and the traffic subconsultants. At this meeting, the team will:

- Discuss data needs to complete the Initial Study/EIR.
- Confirm procedures for contacting the Project Sponsor team, City staff, and public agencies.
- Review and agree on schedules and deadlines.
- Summarize the next steps, including the NOP, Initial Study, scoping, draft Project Description, and the EIR.
- Discuss in more detail how to apply ConnectMenlo and determine which mitigation measures would apply.
- Discuss City preferences regarding Initial Study/EIR format and organization.
- Discuss CEQA baseline and cumulative projects.
- Outline Alternatives.

This task also assumes a thorough site reconnaissance to be conducted by key EIR preparers.

**Deliverables**

- Data needs request for the City and Project Sponsor
- Revised schedule

Task 2. Initial Study/EIR Project Description

ICF will prepare the Project Description based on discussions with Project Sponsor team, input from City staff, site visit, data needs responses, and review of the Project application, plan set, and supplemental reports. A clear and accurate Project Description is essential to the analysis. Based on discussions with City staff and on the Project Sponsor’s application and plans, ICF will prepare a Project Description for both the Initial Study and the EIR that will incorporate the following topics:

- Project Overview and Background
- Project Site Location
- Project Objectives
- Project Characteristics by including:
  - Relationship to ConnectMenlo
  - Site plan
  - Development districts and uses
  - Employment levels

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2 Assumes that data needs outlined in ICF’s data request have been fulfilled.
Site access, circulation, and parking
- Transportation Demand Management (TDM) Program
- Campus design, architectural themes, massing, building design, potential sustainable design features, and materials
- Amenities such as landscaping, lighting, signage, courtyards, and gathering spaces
- Utilities
- Recycling and Waste

- Phasing and Construction Scenario
- Project Approvals and Entitlements

The Project Description will be submitted to the City for review. Following receipt of comments, ICF will then revise the Project Description based on City comments and additional data needs responses from the Project Sponsor. This revised version of the Project Description will be included in the Initial Study.

### Deliverables
- Electronic copies of the draft Project Description in MS Word and Adobe PDF format

### Task 3. Initial Study

In the Initial Study, ICF will disclose each of the CEQA environmental topics to determine which would require additional discussion in the focused EIR, and which would present no change from what was previously analyzed in the ConnectMenlo EIR. For efficiency and consistency with other City documents, the Initial Study will follow the same format as the 1125 O’Brien Drive Project Initial Study.

- **Aesthetics** – Aesthetic impacts were determined to be less than significant in the ConnectMenlo Draft EIR. The Project would include increased development intensity; therefore, the buildings would have more mass, bulk, height, lighting, and/or glare, resulting in potentially greater visual impacts. Upon receipt of site plans, building elevations, and/or visual simulations (if available) prepared by the Project Sponsor, ICF will determine whether the Project would result in conflicts with existing plans and policies protecting aesthetic resources, as compared to what was analyzed in the ConnectMenlo EIR. However, it is not expected that impacts would be greater than those previously analyzed.

- **Agricultural and Forestry Resources** – No agricultural or forestry resources currently exist at the Project site. Therefore, no impacts would occur.

- **Air Quality** – It is anticipated that all of the air quality topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

- **Biological Resources** – The Project site is within an urban setting and is bordered on all sides by the Menlo Park Labs campus and industrial/warehousing uses. Although the Project site is near the Bay and the Don Edwards San Francisco Bay National Wildlife Refuge, it is separated by State Route 84 and, therefore, is not expected to have an impact on special-status species inhabiting these areas. The Project site is currently developed with buildings and surface parking lots. Trees line the southern of the Project site, along O’Brien Drive, which could provide habitat.
for nesting birds. The Initial Study would consider potential impacts to nesting birds during construction. This scope assumes that the applicant will provide a Biological Resources Assessment (BRA), per Mitigation Measure BIO-1 from the ConnectMenlo EIR. ICF will review the BRA and incorporate it into the Initial Study.

- **Cultural and Tribal Resources** – The Project area was undeveloped until the 1960s and, therefore, due to the ages of the structures, may contain historic buildings. The need for documenting and evaluating historic built resources, as outlined in the ConnectMenlo EIR Mitigation Measure CULT-1, is anticipated. The Project may result in the same amount and location of ground disturbance as what was assumed in the ConnectMenlo EIR. The findings of the ConnectMenlo EIR will be reviewed to assess the potential for encountering archaeological resources, paleontological resources, and/or human remains at the Project site. It is anticipated that the magnitude of potential impacts for the Project would not change relative to the ConnectMenlo EIR and the same mitigation measures would apply. These standard mitigation measures would be referenced in the Initial Study. Results from existing archaeological technical reports, as available, will be incorporated into the Initial Study. Consultation per Assembly Bill (AB) 52 will be conducted.

- **Geology and Soils** – It is expected that construction of the proposed new building would have the same impacts related to geology and soils as previously analyzed in the ConnectMenlo EIR. Construction of the new building is expected to adhere to the California Building Code and associated recommendations and no additional impacts would result. The Initial Study would evaluate the geohazard risks specific to the Project site using the Geotechnical Report from the Project Sponsor.

- **Greenhouse Gas Emissions (GHG)** – It is anticipated that all of the GHG topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

- **Hazards and Hazardous Materials** – Construction and implementation of the Project would not create a significant hazard to the public or environment. The Project would likely not result in increased impacts compared to the ConnectMenlo EIR and the same mitigation measures would apply to mitigate the hazardous material impacts to a less-than-significant level. The previous analysis will be referenced here and a determination will be made as to whether the new Project would result in additional impacts.

- **Hydrology and Water Quality** – As stated above, the Project site is mostly covered in impervious surfaces with paved surface parking lots and buildings. Therefore, the demolition of the existing buildings and the construction of new buildings would likely result in minimal changes to impervious surfaces and would have less-than-significant impacts on stormwater runoff quality or quantity, flooding, or drainage. The analysis will consider how the change in building footprints and impervious surfaces compare to existing conditions would potentially affect peak flow rates. It is expected that the same hydrology impacts as analyzed in the ConnectMenlo EIR would occur. To analyze impacts specific to the Project site, ICF will review technical information received from the Project Sponsor, such as hydrology or drainage reports.
- **Land Use** – The land use and policy impacts are expected to be similar as those previously analyzed. The revised General Plan designated the Project site as an LS-B district and the zoning ordinance allows up to 1.25 FAR (plus 10 percent commercial use) and 110-foot maximum height with community benefits. The Project would be consistent with the General Plan and would comply with existing zoning and building requirements, with the bonus level development. It is not expected that additional physical environmental impacts would result beyond what was previously evaluated in the ConnectMenlo EIR.

- **Mineral Resources** – No mineral resources currently exist at the Project site. Therefore, no impacts would occur. This will be documented in the IS.

- **Noise** – Due to the development intensity at the Project site, the Project could result in greater noise levels compared to existing conditions. Increased development could result in a longer construction period, additional traffic, and more onsite activity during operation. ICF will address exposure of existing noise sensitive land uses to noise and vibration associated with construction activity. The discussion of construction noise and vibration impacts will mostly rely on the analysis in the ConnectMenlo EIR, and will include applicable mitigation measures from the certified ConnectMenlo EIR that would be required for the proposed Project. In addition, ICF will discuss exposure of existing noise sensitive land uses to operational noise from the Project site (mechanical equipment, parking lots, loading docks, etc.) and apply mitigation measures from the ConnectMenlo EIR, as needed. Since the transportation analysis will be in the Focused EIR, the traffic noise impacts will also be addressed in the Focused EIR, as explained in more detail in Task 6.

- **Population and Housing** – As discussed above, one of the key terms of the 2017 settlement agreement between the City of Menlo Park and the City of East Palo Alto is that an HNA will be prepared when the preparation of an EIR is required. Therefore, population and housing topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

- **Public Services and Utilities** – As stated above, the Project would intensify uses at the site compared to existing conditions and would introduce new onsite employees as well as additional demand for services and utilities. ICF will estimate the Project-generated demand for public services and utilities based on existing operational standards. Although new utility connections would be required for the intensification of the uses at the Project site, these connections are not anticipated to result in significant impacts. Compared to the analysis in the certified ConnectMenlo EIR, the Project is not expected to trigger the need for new or expanded public service facilities or utilities. This scope of work anticipates that the land use assumptions in the Water Supply Evaluation (WSE) Study prepared for ConnectMenlo were conservative. In addition, the Initial Study will discuss and evaluate the existing water flow issue for fire pressure in the area.

- **Transportation and Traffic** – As discussed above, one of the key terms of the 2017 settlement agreement between the City of Menlo Park and the City of East Palo Alto is a transportation analysis will be prepared when the preparation of an EIR is required. Therefore, all of the
transportation topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

**Deliverables**

- Electronic copies of the draft Initial Study in MS Word and Adobe PDF format

**Task 4. Screencheck and Final Initial Study**

ICF will address comments from the City and applicant on the draft Initial Study, revise accordingly, and submit a Screencheck Initial Study. Upon receipt of comments and edits on the Screencheck Initial Study, ICF will finalize the document and produce a Final Initial Study for public review.

**Deliverables**

- Electronic copies of the Screencheck Initial Study in MS Word and Adobe PDF format
- Electronic copies of the Final Initial Study that incorporates comments from the City and Project Sponsor in MS Word and Adobe PDF format.
- Ten (10) hardcopies of the Final Initial Study.

**Task 5. Draft and Issue Notice of Preparation/Scope Definition**

Concurrent with the finalization of the Initial Study, ICF will prepare the Notice of Preparation (NOP) for City staff review. Upon receipt of NOP comments, ICF may need to refine the scope of work based on discussions with staff (if necessary).

- **Draft and Issue Notice of Preparation.** An NOP will be prepared by ICF for City staff review. The NOP would include a description of the Project, a description and map of the Project location, the probable environmental effects of the Project, and the intersections to be analyzed in the EIR. The scope assumes that one draft and one final NOP will be prepared. The scope also assumes that ICF will distribute the final NOP and Notice of Completion (NOC) to the State Clearinghouse and that the City will distribute the NOP to the County Clerk (for posting) and oversee mailing to other interested parties and public agencies. The final Initial Study would be circulated with the NOP as an attachment.

- **Public Scoping.** ICF will attend and present at one scoping meeting (held as part of a regular Planning Commission meeting) and record comments received during the meeting. The principle objective of this scoping meeting will be to confirm or revise the list of critical environmental issues and the range of alternatives to be examined in the EIR.

- **Revised Scope of Work.** As a result of discussion at the project initiation meeting, public scoping meeting, and responses to the NOP, ICF will revise the scope of work for consideration by City staff, if necessary. The revised scope of work will fine-tune the data collection activities, refine impact methodologies and assumptions (e.g., number of locations for traffic counts, noise measurements, etc.), adjust significance criteria for key environmental and neighborhood issues, and affirm or revise expectations about the preparation process, schedule, and products.
Additionally, topics that were originally scoped out in the Initial Study may need to be analyzed further in the EIR. Accordingly, in consultation with City staff, a revised scope of work and budget may be prepared as part of this task. This would be submitted as a budget amendment.

**Deliverables**

- Electronic copies of draft NOP in MS Word and Adobe PDF format
- Electronic copies of the final NOP in MS Word and Adobe PDF format
- Fifteen hard copies of the final NOP to the State Clearinghouse

**Task 6. Administrative Draft EIR**

As discussed above, the Project site is within the ConnectMenlo area. Since the Project’s site plan and development parameters are consistent with ConnectMenlo, the certified programmatic ConnectMenlo EIR is applicable to the Project. In accordance with Section 15168 of the CEQA Guidelines, the Draft EIR will be limited to those effects that: have planned characteristics that are substantially different from those defined in the ConnectMenlo EIR, require additional mitigation measures, or have specific impacts not evaluated in sufficient detail in the ConnectMenlo EIR. The purpose of this task is to prepare the focused Administrative Draft EIR. Due to the size of the Project, it is not expected to have significant impacts on the environment; any impacts would likely be reduced to a level of less than significant with incorporation of mitigation measures. However, because of the 2017 East Palo Alto settlement, the Project is required to prepare an EIR analysis for the topics of Transportation and Population and Housing. Since increases in traffic can result to impacts to Air Quality, Greenhouse Gas Emissions, Energy, and Noise (traffic), those topics will also be included in the EIR.

This task will synthesize background information for use in the existing setting, evaluate changes to those baseline conditions resulting from implementation of the Project to identify significant impacts, and identify mitigation measures to reduce potentially significant impacts to a less-than-significant level. The ICF team will collect the information necessary to define baseline conditions in the Project area. We anticipate that baseline conditions will reflect the conditions at the time of the NOP release. ICF will also refer to the certified ConnectMenlo EIR and other EIRs prepared for projects in the area (such as the 1350 Adams Court Project and the 1125 O’Brien Drive Project) for applicable background data, impact areas, and mitigation measures.

The analysis will be based on standard methodologies and techniques, and will focus on the net changes anticipated at the Project site. The text will clearly link measures to impacts and indicate their effectiveness (i.e., ability to reduce an impact to a less-than-significant level), identify the responsible agency or party, and distinguish whether measures are proposed as part of the Project, are already being implemented (such as existing regulations), or are to be considered. This approach facilitates preparation of the Mitigation Monitoring and Reporting Program (MMRP) that follows certification of an EIR, as discussed in more detail under Task 13, below.
The Administrative Draft EIR will also incorporate the alternatives and other CEQA considerations described in Task 7 (below). It is envisioned that the City's initial review of the document will consider content, accuracy, validity of assumptions, classification of impacts, feasibility of mitigation measures, and alternatives analyses. Because the impacts and mitigations are subject to revision based on staff review of the Administrative Draft EIR, the Executive Summary will be prepared only for the Screecheck Draft. The following task descriptions summarize the data to be collected, impact assessment methodologies to be used, and types of mitigation measures to be considered, by environmental issue.

Impacts Requiring No Further Analysis

Section 15128 of the CEQA Guidelines states, “An EIR shall contain a statement briefly indicating the reasons that various possible significant effects of a project were determined not to be significant and were therefore not discussed in detail in the EIR.” The issues scoped out in the Initial Study will be briefly summarized.

In addition, it is expected that traffic noise impacts would be analyzed in this section since the Project would likely not result in greater traffic noise than originally anticipated in the ConnectMenlo EIR. Our scope assumes that ICF noise specialists, along with the traffic consultants, will compare roadway segment volumes for the Project with what was assumed in the ConnectMenlo EIR. If there is no change, or if project-generated traffic volumes do not exceed what was assumed in ConnectMenlo EIR, then no additional analysis would be necessary. However, if the Project would result in a higher volume of traffic on any studied roadway segment, then additional analysis would be necessary. Our scope assumes that no more than eight segments would experience changes to volumes. For those roadway segments, existing traffic noise conditions in the Project area will be modeled using the FHWA Traffic Noise Model (TNM) version 2.5 and traffic data to be provided by Hexagon. It is assumed that traffic data provided by Hexagon will include average annual daily traffic volumes, posted speeds, and heavy truck percentages for each roadway segment analyzed. The analysis will implement all relevant mitigation measures from the certified ConnectMenlo EIR to reduce the potential traffic noise impacts to less-than-significant. This scope of work and budget assumes that the analysis tier off the analysis in the ConnectMenlo EIR, as applicable.

Air Quality

ICF will prepare an analysis of air quality impact for the Project consistent with all applicable procedures and requirements of the Bay Area Air Quality Management District (BAAQMD) and based on the findings and mitigation measures from the ConnectMenlo EIR. The air quality analysis will focus on the criteria pollutants of greatest concern in the San Francisco Bay Area Air Basin (SFBAAB) that will be generated by construction and operation of the Project. Those pollutants include ozone precursors (reactive organic gases [ROGs] and oxides of nitrogen [NOX]), carbon monoxide (CO), and inhalable particulate matter (PM10 and PM 2.5). ICF air quality specialists will prepare an air quality analysis describing existing air quality conditions, the Project’s impacts to air quality, and mitigation measures (including those
recommended and required by the BAAQMD designed to reduce the significance of Project-related air impacts).

ICF will identify significant impacts using the BAAQMD’s thresholds of significance, California Environmental Quality Act: Air Quality Guidelines. We will describe the air quality thresholds used to identify significant impacts based on the BAAQMD’s Air Quality Guidelines, as well as the methodology used to estimate Project-related emission impacts.

Consistent with ConnectMenlo Mitigation Measure AQ-2b2 for projects that exceed the BAAQMD land use screening level sizes, ICF will quantify criteria air pollutant emissions associated with Project construction, even though the combined square footage of the Project is not anticipated to exceed the corresponding screening size of 277,000 sf. As discussed below, construction emissions will be required for the health risk assessment (HRA) during construction. As such, we will quantify construction-related emissions of ROG, NOX, CO, PM10, and PM2.5 based on the CalEEMod model and construction data (i.e., anticipated construction schedule and equipment) for the Project provided by the Project Sponsor. Where Project-specific data is unavailable, ICF will use default values from CalEEMod. The analysis will address construction-related mitigation measures required by BAAQMD (and as required by ConnectMenlo Mitigation Measure AQ-2-b1), including adherence to BAAQMD rules and regulations. Estimated construction emissions will then be compared to the BAAQMD’s construction emission thresholds to determine the Project’s significance for construction activities.

Consistent with ConnectMenlo Mitigation Measure AQ-2b2, potential Project construction-related impacts will be evaluated, including an assessment of increased health risks on sensitive receptors during construction. As such, ICF will prepare a detailed health risk assessment (HRA) to estimate potential health risks associated with the Project. The detailed HRA will evaluate construction-related health risks to existing sensitive receptors near the Project site. ICF will coordinate with BAAQMD staff to verify the emission sources evaluated, methodology, and models used in the HRAs to estimate emissions, sensitive receptor exposure, and health risks. The HRA will be consistent with methodologies and procedures recommended by the Office of Environmental Health Hazard Assessment (OEHHA), as well as the BAAQMD in their Recommended Methods for Screening and Modeling Local Risks and Hazards guidance document and California Air Pollution Control Officers Association in their Health Risk Assessments for Proposed Land Use Projects guidance document.

Consistent with ConnectMenlo Mitigation Measure AQ-2a and the BAAQMD Guidelines, projects that do not exceed the BAAQMD land use screening level sizes do not require a detailed analysis of operational emissions. The combined square footage of the Project’s office building and parking structure would not exceed the corresponding screening level of 346,000 sf.

The Project is an office building that may require the use of a diesel generator, which is a potential source of toxic air contaminants. If a generator is proposed as part of the Project, ICF will qualitatively evaluate the TAC impacts of the generator based on guidance from the BAAQMD.
According to ConnectMenlo Mitigation Measure AQ-3a, projects that have the potential to increase traffic by more than 100 or more diesel truck trips or 40 or more truck trips with transportation refrigeration units per day and are within 1,000 feet of a sensitive land use shall prepare a health risk assessment in accordance with OEHHA and BAAQMD procedures. Although the Project site is within 1,000 feet of sensitive receptors, this scope assumes that the Project would not increase diesel truck trips by more than 100 per day and, thus, an HRA is not required. In the event that the Project Sponsor demonstrates that the Project would increase truck trips to levels specified in Mitigation Measure AQ-3a, our scope and budget will be modified to reflect preparation of an operational HRA.

ICF will qualitatively evaluate the potential for odor impacts during construction and demolition activities. Odors generated during long-term Project operation will also be considered.

In the event buildings to be demolished contain asbestos used for insulation purposes, ICF will describe and assess the potential for asbestos exposure during demolition in the air quality chapter. Potential mitigation for reducing exposure to asbestos will include compliance with BAAQMD Regulation 11, Rule 2; ARB Air Toxic Control Measures; and federal National Emission Standards for Hazardous Air Pollutants regulations.

**Greenhouse Gas Emissions/Energy**

ICF will prepare an analysis of climate change impacts. The climate change analysis will describe existing environmental and regulatory climate change quality conditions, followed by an analysis of the proposed Project’s construction and operational impacts. The climate change analysis will focus on the greenhouse gases (GHG) of greatest concern, carbon dioxide, (CO2), methane (CH4) and nitrous oxide (N2O) that will be generated by construction and operation of the Project.

ICF climate change specialists will prepare a climate change analysis describing existing conditions, the Project’s impacts to climate change, and mitigation measures designed to reduce the significance of Project-related climate change impacts.

In the Project Setting section, ICF will describe the key concepts of climate change, the GHGs of greatest concern and their contribution towards climate change, and the current climate change regulatory environment as it applies to the Project. We will also summarize existing GHG levels based on GHG inventories conducted in jurisdictions in the vicinity of the Project (BAAQMD GHG Inventory). ICF will quantify construction-related emissions of CO2 based on the CalEEMod emissions model and construction data (i.e., anticipated construction schedule and equipment) provided by the Project Sponsor. Construction-related emissions of CH4 and N2O will be based on factors provided by the Climate Registry.

ICF will use the traffic data from the transportation analysis (i.e., trip generation rates) and the CALEEMOD model to estimate CO2 emissions from vehicular trips resulting from the Project, while emissions of CH4 and N2O will be based on assumptions provided by the U.S. Environmental Protection Agency. GHG emissions associated with operational area sources (i.e., hearth and landscaping), energy
consumption (electricity, natural gas), water consumption, and waste and wastewater generation will be quantified based on the CALEEMOD model, as well as other accepted protocols, such as the Climate Registry’s General Reporting Protocol. It is anticipated that there will no major changes to vegetation and land cover associated with the Project; these emissions will not be quantified.

The City has a Climate Action Plan (CAP), and we will include an informational discussion as to whether the Project is consistent with the City’s current CAP update. However, because the CAP and its updates do not identify a specific plan to address emissions beyond 2020, it cannot be used to determine the project’s significance with respect to the State’s post-2020 goals. Similarly, the Bay Area Air Quality Management District (BAAQMD) does not currently have CEQA thresholds for the post-2020 period.

To assess the Project’s impacts with respect to the state’s 2030 GHG goal, ICF will develop a Project-specific threshold based on guidance developed by the AEP Climate Change Committee for the evaluation of project-generated GHG emissions under CEQA. The approach applies relevant reduction strategies from the 2017 Climate Change Scoping Plan to new development in order to derive customized project-level GHG thresholds. The threshold would be developed specifically for the project based on guidelines for commercial and/or warehouse uses, and development of the threshold would involve the following general steps:

1. Identify and evaluate project consistency with all 2017 Climate Change Scoping Plan strategies relevant to the project.
2. Calculate a 2030 threshold for the project by applying all relevant 2017 Climate Change Scoping Plan initiatives to the project.3
3. Compare project generated emissions to the 2030 threshold.

If the Project’s 2030 emissions exceed the 2030 threshold, mitigation to reduce emissions would be identified and analyzed. Once all feasible mitigation has been applied to the project, if mitigated emissions still exceed the 2030 threshold, then the GHG emissions impact would be significant and unavoidable.

For energy impacts, ICF will include a discussion of energy conservation per Appendix F of the CEQA Guidelines. In order to assure that energy implications are considered in project decisions, CEQA requires that EIRs include a discussion of the potential energy impacts of proposed projects, with particular emphasis on avoiding or reducing inefficient, wasteful, and unnecessary consumption of energy during construction and operation. The EIR will consider the energy implications of the Project to the extent relevant and applicable to the Project. ICF would also analyze if the Project would conflict with or obstruct a state or local plan for renewable energy or energy efficiency.

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3 This option assumes AEP’s guidance will provide the necessary CalEEMod adjustment factors to account for the 2017 Climate Change Scoping Plan at the project-level. If this guidance is not available at the time of a project-level analysis, or does not include these factors, additional analysis would be required to develop this threshold option for the City.
Population/Housing
The Project would include office, R&D, and/or technology uses, which would result in new employees. ICF will analyze the impact of the increase in employees and, in turn, the resulting population and housing impacts. The Population/Housing chapter of the EIR will examine the Project’s effect on population and housing in the City and, to a lesser extent, in the region. Both the ConnectMenlo growth projections and ABAG projections will be considered in the Draft EIR. The analysis will focus on the increase in population and the secondary effects associated housing needed to accommodate the increased employment that would result from the Project. ICF, with assistance from Keyser Marston Associates (KMA), will undertake the following tasks:

- As included in Attachment A, a HNA will be prepared by KMA. ICF will peer review the HNA and incorporate the findings into the analysis.
- Discuss the housing effect resulting from the Project in the context with the Association of Bay Area Governments (ABAG) regional household forecasts and fair share housing allocations.
- Similar to other job intensive projects, the EIR will examine the secondary housing demands based on future residential patterns for proposed employees. This discussion will be presented in the “Growth Inducement” section of the EIR.
- One of the key terms of the settlement agreement between the City of Menlo Park and the City of East Palo Alto is that an HNA will be prepared when the preparation of an EIR is required. As required by the 2017 settlement agreement, to the extent possible, the HNA prepared for the Project will include an analysis of the multiplier effect for indirect and induced employment.

Transportation/Traffic
The Project would increase the amount of life science R&D space at the Project site. An increase in traffic would likely result and the greater development could affect how previously analyzed intersections and roadway segments operate in the future. The scope of work for the Transportation analysis, prepared by Hexagon, is included as Attachment B.

Deliverables
- Five hard copies of Administrative Draft EIR
- Electronic copies of Administrative Draft EIR in MS Word and Adobe PDF format

Task 7. Project Alternatives and Other CEQA Considerations
The purpose of this task is to complete drafts of the remaining sections (Alternatives and Other CEQA Considerations) of the EIR for City staff review. This task involves preparation of other required sections examining particular aspects of the Project’s effects and the identification and comparison of Project alternatives.
Other CEQA Considerations

This task involves documenting unavoidable adverse impacts, growth-inducing effects, and cumulative effects of the Project:

- The significant and unavoidable effects will be summarized from analyses performed in Task 6 (if applicable).
- Cumulative effects where relevant will be addressed as part of Task 6 and summarized as part of this section of the EIR. The future projects in the vicinity of the Project site will be considered as they relate to potential cumulative impacts. This scope assumes the City will help develop the approach for analyzing cumulative effects, typically a combination of using ConnectMenlo and a list of other reasonably foreseeable planned projects.

Alternatives

In accordance with CEQA, the alternatives to the Project must serve to substantially reduce impacts identified for the Project while feasibly attaining most of the Project objectives. ICF assumes that one Reduced Project Alternative will be quantitatively analyzed and will be based on a sensitivity analysis to reduce identified impacts. The No Project Alternative will be qualitatively analyzed. This scope assumes that the City/Project Sponsor will provide justification for dismissing offsite alternatives and other alternatives considered but rejected.

Deliverables

- Other CEQA Considerations chapter to be submitted with Administrative Draft EIR
- Alternatives chapter to be submitted with Administrative Draft EIR

Task 8. Screencheck Draft

The purpose of this task is to prepare the Screencheck Draft EIR for City staff review. ICF will prepare a Screencheck Draft EIR to respond to the City’s and Project Sponsor’s comments on the Administrative Draft EIR. This scope assumes that comments from multiple reviewers will be consolidated with any conflicting comments resolved, and that comments do not result in substantial revisions or additional analyses. The Screencheck Draft EIR will include an Executive Summary section, which will summarize the Project Description, impacts and mitigations, and alternatives. Impacts and mitigations will be presented in a table that identifies each impact, its significance, and proposed mitigation as well as the level of significance following adoption for the mitigation measures.

Deliverables

- Three hard copies of Screencheck Draft EIR
- Electronic copies of Screencheck Draft EIR in MS Word and Adobe PDF format
Task 9. Public Draft EIR

The purpose of this task is to prepare and submit the Draft EIR to the City for distribution to the public. ICF will revise the Screencheck Draft to incorporate modifications identified by the City. The revised document will be a Draft EIR, fully in compliance with State CEQA Guidelines and City guidelines, and will be circulated among the public agencies and the general public as well as specific individuals, organizations, and agencies expressing an interest in receiving the document. During this task, ICF will also compile the appendices that will be distributed with the Draft EIR and produce a version of the full document that can be uploaded onto the City’s website. ICF will also prepare a NOC to accompany the copies that must be sent to the State Clearinghouse. This scope of work and budget assumes that ICF will send the required documents to the State Clearinghouse and that the City will distribute the Draft EIRs to all other recipients.

Deliverables
- Twenty hard copies of the Draft EIR
- Electronic copies of the Draft EIR in MS Word and in Adobe PDF format
- Notice of Completion
- Fifteen hard copies of the Executive Summary, along with 15 electronic copies of the entire Draft EIR on CD, for the State Clearinghouse

Task 10. Public Review and Hearing

The City will provide a 45-day review period during which the public will have an opportunity to review and comment on the Draft EIR. During the 45-day review period, the City will hold a public hearing to receive comments on the Draft EIR. ICF key team members will attend and participate as requested. This scope of work assumes the preparation of meeting materials (e.g., PowerPoint presentations and handouts) but does not assume the labor needed to provide meeting transcript/minutes.

Task 11. Draft Responses to Comments and Administrative Final EIR

The purpose of this task is to prepare responses to the comments received on the Draft EIR and incorporate these responses into an Administrative Final EIR for City review. The Administrative Final EIR will include:
- Comments received on the Draft EIR, including a list of all commenterers and the full comment letters and public meeting transcripts with individual comments marked and numbered;
- Responses to all comments; and
- Revisions to the Draft EIR in errata format as necessary in response to comments.

All substantive comments for each written and oral comment will be reviewed, bracketed, and coded for a response. Prior to preparing responses, ICF will meet with staff to review the comments and suggest strategies for preparing responses. This step is desirable to ensure that all substantive comments are
being addressed and that the appropriate level of response will be prepared. This scope of work and budget assumes ICF will prepare responses for up to 50 substantive discrete, non-repeating comments and will coordinate integrating the responses prepared by other consultants. However, the number and content of public comments is unknown at this time. Therefore, following the close of the Draft EIR public review period and receipt of all public comments, ICF will meet with the City to revisit the budget associated with this effort to determine if additional hours are needed. Very roughly, each additional substantive discrete comment may cost an additional $400.

Frequently raised comments of a substantive nature may be responded to in a Master Response, which allows for a comprehensive response to be presented upfront for all interested commenters. ICF will identify and recommend possible Master Responses for City consideration during the initial meeting to discuss strategies for preparing responses.

Following the strategy session, ICF will prepare Master Responses (as appropriate) and individual responses to the bracketed and coded comments. Individual responses to each comment letter will be placed immediately after the comment letter. As necessary, responses may indicate text revisions, in addition to clarifications and explanations. All text changes stemming from the responses to the comments, as well as those suggested by City staff, will be compiled into an errata included as part of the Final EIR.

Following City's review of the Administrative Final EIR, ICF will address all comments received and prepare a Screencheck Final EIR for City review to ensure that all comments on the Draft were adequately addressed.

**Deliverables**

- Three hard copies of the Administrative Final EIR
- Electronic copies Administrative Final EIR in MS Word and in Adobe PDF format
- Three hard copies of the Screencheck Final EIR
- Electronic copies of the Screencheck Final EIR in MS Word and in Adobe PDF format

**Task 12. Final EIR**

Based on comments received from City staff, the Screencheck Responses to Comments will be revised and appropriate revisions to the Draft EIR will be noted. The Final EIR will then consist of the Draft EIR and the Responses to Comments document. Revisions to the Draft EIR will be presented as a separate chapter in the Final EIR. The revised Responses to Comments document will be submitted to the City for discussion by the Planning Commission and subsequent certification by the City Council.

**Deliverables**

- Twenty hard copies of the Final EIR
- Electronic copies of the Final EIR in MS Word and Adobe PDF format
**Task 13. Certification Hearings, MMRP, Statement of Overriding Considerations, and Administrative Record**

The purpose of this task is to attend meetings to certify the EIR. Team members will attend and participate in up to two meetings to certify the EIR. If requested by City staff, ICF will present the conclusions of the EIR and a summary of the comments and responses.

As part of this task, ICF will also prepare a draft and final MMRP for the project, as required by Section 15097 of the State CEQA Guidelines. The MMRP will be in a tabular format and include:

- The mitigation measures to be implemented (including applicable mitigation measures from ConnectMenlo and project-specific mitigation measures)
- The entity responsible for implementing a particular measure
- The entity responsible for verifying that a particular measure has been completed
- A monitoring milestone(s) or action(s) to mark implementation/completion of the mitigation measure

ICF will prepare the Statement of Overriding Considerations and Findings of Fact pursuant to Section 15093 of the CEQA Guidelines, if required based on the impacts of the Project. CEQA requires the decision-making agency to balance the economic, legal, social, and technological benefits of a proposed project against its unavoidable environmental impacts. The Statement of Overriding Considerations includes the specific reasons to support its action based on the Final EIR and other information in the record.

ICF will also compile the Administrative Record, assembling background documents as well as correspondence or telephone notes that are cited as sources in the EIR.

**Deliverables**

- Electronic copies of the Draft MMRP in MS Word and Adobe PDF format
- Electronic copies of the Final MMRP in MS Word and Adobe PDF format
- Electronic copies of the Statement of Overriding Considerations and Findings of Fact in MS Word and Adobe PDF format
- One electronic copy (on CD or DVD) of the Administrative Record (submitted at the Draft EIR phase and the Final EIR phase)

**Task 14. Project Management and Meetings**

The purpose of this task is to effectively manage the above tasks, and maintain communication with City staff. ICF project management will be responsible for coordination activities, will maintain QA/QC requirements for document preparation, and will monitor schedule and performance for all EIR work tasks. Project management subtasks also include maintaining internal communications among ICF staff and subconsultants and with City staff and other team members through emails and frequent phone contact, as well as the preparation of all correspondence. The Project Manager will coordinate internal
staff, project guidance, and analysis criteria. Contracting with the City and subconsultants will be performed at the onset of the Project.

Team members will attend and participate in meetings on an as-needed basis. For purposes of the cost estimate, ICF has assumed three City staff and/or Project Sponsor face-to-face meetings (in addition to the Project Initiation meeting described in Task 1), up to three public meetings (described in Task 13), and 10 phone conference calls. Additional meetings may be appropriate during the course of this effort, and will be invoiced on a time-and-materials basis.

E. Cost

The cost estimate for the Initial Study and EIR is $364,017, as detailed in Attachment C. Please note that the budget assumes that the certified ConnectMenlo Program EIR will serve as the first-tier environmental analysis for the Project. In addition, the budget reflects some efficiency gained from preparing concurrent CEQA documents for other projects in the City. As discussed above, ICF and the proposed subconsultants are currently working on the 1350 Adams Court Project, the Commonwealth Corporate Center Building 3 Project, the Willow Village Project, and the 1125 O’Brien Drive Project. All projects are within the Bayfront Area and are tiering from the ConnectMenlo EIR, as proposed for the 1075 O’Brien Drive Project. Therefore, this budget reflects that much of the setting, format, and analysis prepared for these ongoing projects will also be used for the 1075 O’Brien Drive Project, resulting in cost savings. This budget assumes that the 1075 O’Brien Drive Project would follow these projects in schedule. If these other projects are put on hold, or the 1075 O’Brien Project is delayed, and original analysis is needed, this scope and budget will be revisited. ICF proposes to invoice costs monthly, on a time and materials basis.

F. Schedule

The preliminary schedule is included in Attachment D. This schedule can be used for discussion at the kick-off meeting. A revised schedule will be submitted at a later date once ICF has a better understanding of the start date and applicant confirmation of the proposal. Please note that this schedule is also contingent on the timing of Planning Commission and City Council hearing dates.
March 5, 2020

Erin Efner and Kirsten Chapman  
ICF International  
201 Mission Street, Suite 1500  
San Francisco, CA  94105

Re: Proposed Scope of Services to Prepare a Housing Needs Assessment for the 1075 O’Brien Drive Project, including the 20 Kelly Court property

Dear Ms. Efner and Ms. Chapman:

Keyser Marston Associates, Inc. ("KMA") is pleased to present the enclosed proposed scope of services to prepare a Housing Needs Assessment ("HNA") for the City of Menlo Park addressing the proposed 1075 O’Brien Drive Project which also encompasses the property at 20 Kelly Court ("the Project").

The Project consists of approximately 37,000 square feet of office, 52,000 square feet of R&D space, an approximately 10,000 square foot restaurant / food hall, and a new parking structure. The Project replaces three existing buildings on the site consisting of a 14,523 square foot warehouse building and two R&D buildings with a combined 38,483 square feet of building area. It is understood some refinements may occur as the project description to be incorporated into the Environmental Impact Report (EIR) is finalized. KMA will use the final project description for preparation of the HNA.

KMA is exceptionally well qualified to prepare the HNA for the Project based on our broad expertise preparing housing impact studies and project-specific housing needs analyses. Our HNA experience includes three prior projects in Menlo Park: Menlo Gateway, the Facebook Campus, and the Facebook Campus Expansion Project. KMA is also currently engaged in preparation of HNAs for several additional development projects in Menlo Park.

The enclosed HNA scope of services includes preparation of an HNA addressing, to the extent possible, the following housing-related impacts of the proposed Project:

- Housing need by affordability level for on-site workers;
- Estimated geographic distribution of housing needs by jurisdiction; and
Evaluation of the potential impacts on the housing market, including in connection with potential multiplier effects, and the degree to which the Project may contribute to rising housing costs and displacement of existing residents of lower income communities in the local area.

We understand that the HNA must be prepared consistent with the terms of the recent settlement agreement between the City of East Palo Alto and Menlo Park. The enclosed scope of service is designed to provide the analyses contemplated by the settlement agreement and is consistent with other HNAs KMA is currently engaged to prepare. The scope of services and proposed budget are provided in Attachment A.

Please let me know if you have any questions or comments regarding this proposed scope of services.

Sincerely,

KEYSER MARSTON ASSOCIATES, INC.

David Doezema

Attachment A: Scope of Services
Attachment B: KMA Rate Schedule
The following scope of services is for preparation of a Housing Needs Assessment (HNA) addressing the 1075 O'Brien Drive Project. The HNA will address the following major housing-related topics:

1) Housing need by affordability level for on-site Project workers;

2) Estimated geographic distribution of housing needs by jurisdiction; and

3) Evaluation of potential impacts on the regional housing market and the degree to which the Project may contribute to rising housing costs and displacement of existing residents of lower income communities in the local area. The analysis of housing market effects will include, to the extent possible, consideration of potential “multiplier effects” of the Project.

These housing-related impacts are not required to be analyzed under CEQA but may be of interest to decision-makers and/or the public in evaluating the merits of the Project. These analyses are being provided consistent with the terms of a 2017 settlement agreement with the City of East Palo Alto. The pertinent paragraph from the 2017 settlement agreement states the following:

When the preparation of an EIR is required pursuant to this Agreement, concurrent with the preparation of the EIR, Menlo Park or East Palo Alto, whichever is the lead agency for the Development Project, will conduct a Housing Needs Assessment (“HNA”). The scope of the HNA will, to the extent possible, include an analysis of the multiplier effect for indirect and induced employment by that Development Project and its relationship to the regional housing market and displacement. Nothing in this section indicates an agreement that such an analysis is required by CEQA.

**Task 1 – Project Initiation and Data Collection**

The purpose of this task is to identify the availability of data necessary to complete the HNA, identify key analysis inputs and assumptions, and refine the approach to the assignment. As part of this task, KMA will:

1) Provide a list of data needs to complete the HNA and work with ICF International and the City's project team as necessary to gather the data.
(2) Meet with City staff, its consultants, and the Project Sponsor team to: (a) discuss data and analysis alternatives (b) review technical methodology and approach (c) discuss and agree on schedule.

Task 2 – Housing Needs Assessment for On-Site Workers

KMA will quantify, by affordability level, the housing demand associated with the Project. The analysis will quantify total housing demand based on the estimated number of net new employees added by the Project (which are net new jobs in the region) and household size ratios developed from Census data. Employee compensation levels are estimated by linking generic occupational categories with local data on compensation levels. Employee compensation levels are then translated into housing need by affordability level using published income limits and accounting for the fact that households have more than one worker on average.

The primary data sources we will use for this component of the analysis are:

1. Data on occupations by industry from the Bureau of Labor Statistics. KMA will select industry categories that are representative of the expected occupancy of the Project.

2. Current employee compensation data specific to San Mateo County for the relevant occupational categories from the California Employment Development Department will be used in the analysis.

KMA has prepared similar analyses for other projects in Menlo Park including the existing Facebook Campus, the Facebook Campus Expansion Project, and the Menlo Gateway Project. KMA is also in the process of preparing similar analysis for several other projects. We have performed project-specific housing needs analyses for commercial and institutional development proposals in the cities of San Carlos, Palo Alto, Redwood City, and Napa County. Some of these analyses have been performed using employee occupation and compensation data provided by the applicant and some have been performed using generic data as is assumed in this proposal. KMA has also prepared affordable housing nexus fee studies in many cities. Roughly thirty years ago, KMA developed a methodology to perform nexus analyses in support of affordable housing impact fees using local, state and federal data sources. KMA has refined the methodology over the years and now has considerable experience adapting the approach to specific development proposals.

The end product of this task is the total number of net new employee households attributable to the development, by affordability level, who will need housing within daily commute distance.
Task 3. Analysis of Commuting and Geographic Distribution of Housing Needs

The prior tasks are to determine the total housing needs irrespective of where workers will live. This task develops information to help understand existing commute relationships and trends, and approaches to identifying how the total housing needs will be accommodated locally. KMA will analyze the commute relationships of existing jobs in Menlo Park and where job holders live (or commute from as a place of residence) using data from the U.S. Census. KMA will then apply the data to estimate Menlo Park’s share of increased housing needs and the estimated distribution of housing needs throughout the region. KMA will incorporate tenant-specific commute data to the extent available.

Task 4 – Relationship to Regional Housing Market and Potential to Contribute to Displacement

This task is designed to provide an evaluation, to the extent possible, of the potential for the project to influence housing prices and rents and contribute to displacement pressures in the local area. Lower income communities in the Bay Area have become increasingly vulnerable to displacement of existing residents. Employment growth, constrained housing production, and rising income inequality are among the factors that have contributed to increased displacement pressures, especially within lower income communities in locations accessible to employment centers where many households are housing-cost burdened.

Given the complex array of factors that influence housing markets and neighborhood change, precise estimates or projections of impacts and outcomes are not feasible; rather, the analysis will seek to provide information and context that will be useful to understanding the likely magnitude or range of potential impacts.

KMA will complete the following tasks to inform an evaluation of potential impacts:

a) Review of Historic Real Estate trends – KMA will review historic data on home sales and rental trends in 3 or 4 selected housing submarkets or geographic areas over a historic period utilizing data readily available from commercial data providers such as CoStar, REIS and CoreLogic. The purpose will be to provide context regarding recent housing market trends.

b) Review of employment trends – KMA will assemble data on historic employment trends for the same time frame as the historic review of real estate trends. Employment trends data will be distinguished by compensation level so that growth in higher-income and lower-income jobs can be separately understood. We will also look at employment trends across different geographic scales to enable relationships to be tested at the different geographic scales.
c) *Analysis of historic relationships* – KMA will analyze the extent to which employment growth and real estate trends have been correlated with one another. Separate findings specific to the influence of high compensation jobs will be provided as a proxy for consideration of impacts associated with potential multiplier effects. These relationships will be drawn upon to provide context for understanding the degree of influence the Project may have on local home prices and rents.

d) *Estimated increased housing demand in East Palo Alto* – KMA will draw on the commute shed data from Task 4 to describe the estimated share of new workers likely to seek and find housing in East Palo Alto and other communities of interest. However, it may not be possible to isolate commute trends for specific neighborhoods, such as the Belle Haven neighborhood of Menlo Park, unless there is tenant-specific commute data available for the neighborhood.

KMA will discuss the likely impacts or range of impacts on housing prices and displacement that could be experienced as a result of the Project based upon the information assembled in a) through c), above. Findings will be qualitative in nature but will reference the quantitative information assembled in the analysis tasks as part of the narrative.

**Task 5 – Report Preparation**

The methodology, data sources, results and implications of the HNA will be documented in a written report. This scope assumes two draft versions of the report for review and one final report.

**Task 6 – Responses to DEIR Comments**

KMA anticipates assisting the City and ICF International in preparing responses to comments on the Draft EIR. KMA’s focus will be on comments that are directly related to the HNA. We have included a time and materials budget allowance for KMA to assist with preparation of responses to comments.
Budget

KMA proposes to complete this scope of services for the 1075 O’Brien Drive Project on a time and materials basis for an amount not to exceed $40,500 per the estimate below. A copy of our current rate schedule is attached.

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<tr>
<th>Task</th>
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<td>Task 4 – Relationship to Regional Housing Market and Displacement</td>
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<td>Task 5 – Report (two drafts and one final)</td>
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<td>Public hearings (assume one)</td>
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<td>Reimbursable Expenses (market data)</td>
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### KEYSER MARSTON ASSOCIATES, INC.
### PUBLIC SECTOR HOURLY RATES

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<td>ADMINISTRATIVE STAFF</td>
<td>$80.00</td>
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Directly related job expenses not included in the above rates are: auto mileage, parking, air fares, hotels and motels, meals, car rentals, taxies, telephone calls, delivery, electronic data processing, graphics and printing. Directly related job expenses will be billed at 110% of cost.

Monthly billings for staff time and expenses incurred during the period will be payable within thirty (30) days of invoice date.

* Rates for individuals in these categories will be increased by 50% for time spent in court testimony.
March 26, 2020

Ms. Kirsten Chapman
ICF International
201 Mission Street, Suite 1500
San Francisco, CA 94105

Re: Proposal to Prepare a Traffic Impact Analysis for the Proposed R&D Development at 1075 O’Brien Drive and 20 Kelly Court in Menlo Park, California

Dear Ms. Chapman:

Hexagon Transportation Consultants, Inc. is pleased to submit this proposal to prepare a Traffic Impact Analysis for the proposed research and development (R&D) project at 1075 O’Brien Drive and 20 Kelly Court in Menlo Park, California. The project consists of 116,422 square feet of office/R&D space, 9,869 square feet of restaurant space, and a six-level parking garage, which will replace the existing 53,006 square feet of lab/office/warehouse space on site. The project description will be updated based on the final submittal of the project application. Vehicular access to the project site would be provided by two driveways located at the end of the cul-de-sac on Kelly Court.

Scope of Services

The purpose of the traffic study is to identify any traffic impacts in accordance with City of Menlo Park standards and procedures. It is not anticipated that the project would generate more than 100 peak-hour trips on CMP facilities. Therefore, an analysis in accordance with the C/CAG’s CMP guidelines, as well as a C/CAG checklist, will not be required. The project would only add minimal trips to the freeway ramps, therefore, a freeway ramp analysis would not be necessary. The traffic study will include an analysis of weekday AM and PM peak-hour traffic conditions and will determine the traffic impacts of the proposed project on key intersections in the vicinity of the site. Daily and peak-hour trip generation estimates for the proposed project and the existing use were based on trip rates published in the ITE Trip Generation Manual, 10th Edition. After applying trip credits for the existing use, pass-by trip reductions and TDM reductions, the proposed redevelopment project is estimated to generate 88 net new trips during the AM peak hour and 71 net new trips during the PM peak hour (see attached table). Because the R&D component of the project would generate a relatively small number of peak-hour trips, and the proposed restaurant would mainly serve local community, the traffic impact would extend to only a small area in the vicinity of the site. The intersections we propose to study are identified below.

Study Intersections:

1. Willow Road and Bayfront Expressway [Menlo Park]
2. Willow Road and Hamilton Avenue [Menlo Park]
3. Willow Road and Ivy Drive [Menlo Park]
4. Willow Road (SR 114) and O’Brien Drive [Menlo Park]
5. Willow Road and Newbridge Street [Menlo Park]
6. Willow Road and US 101 NB Off-ramp [Menlo Park]
7. Willow Road and SB 101 Off-ramp [Menlo Park]
8. O’Brien Drive and Kavanaugh Drive (unsignalized) [Menlo Park]
9. University Avenue and Bayfront Expressway [Menlo Park]
10. University Avenue and Adams Drive [East Palo Alto]
11. University Avenue (SR 109) and O’Brien Drive [East Palo Alto]
12. University Avenue (SR 109) and Kavanaugh Drive [East Palo Alto]

In addition, the project’s effect on neighborhood traffic conditions will be evaluated on the street segments identified below.

**Street Segments:**

1. O’Brien Drive between Willow Road and Kavanaugh Drive, and
2. O’Brien Drive between University Avenue and Kavanaugh Drive

The tasks to be included in the traffic analysis are:

1. **Site Reconnaissance.** The physical characteristics of the site and the surrounding roadway network will be reviewed to identify existing roadway cross-sections, intersection lane configurations, traffic control devices, and surrounding land uses.

2. **Observation of Existing Traffic Conditions in the Study Area.** Existing traffic conditions will be observed in the field in order to identify any operational deficiencies and to confirm the accuracy of calculated levels of service.

3. **Data Collection.** Existing weekday AM (7:00 – 9:00 AM) and PM (4:00 – 6:00 PM) peak-hour traffic volumes at the study intersections and existing average daily traffic volumes for the study roadway segments will be obtained from the City of Menlo Park and previous studies with counts conducted in year 2019 or 2020.

4. **Evaluation of Existing Conditions.** Existing traffic conditions will be evaluated based on existing traffic volumes at the study intersections. The existing traffic conditions at the study intersections within the City of Menlo Park will be evaluated using the software VISTRO, which employs the 2010 Highway Capacity Manual (HCM) methodology for intersection analyses. The remaining two study intersections in the City of East Palo Alto will be evaluated using the VISTRO software based on the 2010 Highway Capacity Manual methodology, pending the approval of the City of East Palo Alto. Roadway segment analysis will be based on City of Menlo Park guidelines.

5. **Evaluation of Background Conditions.** Background traffic volumes represent the existing volumes plus the projected volumes from approved developments that have not yet been constructed and occupied. Background traffic volumes will be taken from the 1350 Adams Court traffic study. Intersection levels of service under background conditions will be evaluated.

6. **Project Trip Generation, Distribution, and Assignment.** Estimates of trips to be added to the surrounding roadway network by the proposed R&D development will be based on the trip generation rates recommended by the Institute of Traffic Engineers’ Trip Generation Manual, 10th Edition. A 20% transportation demand management (TDM) reduction will be applied in accordance with Menlo Park requirements. This task includes a peer review of the project’s TDM Plan to insure that the 20% trip reduction can be achieved. The trip generation estimate for the proposed project will give credit for the trips generated by the existing buildings on site. The trip generation of the existing buildings will be estimated using ITE rates. The directional distribution of site-generated traffic will be forecast based on the City of Menlo Park Travel Demand Model. The proposed trip generation estimation and project trip distribution patterns will be sent to the City to review.
The site-generated net traffic will be assigned to the roadway network based on the City approved trip generation and distribution pattern. Attached please find the Project Trip Generation Estimates.

7. **Evaluation of Background Plus Project Conditions.** Project-generated traffic will be added to the background condition traffic volumes. Intersection level of service calculations will be conducted to estimate project traffic conditions during the AM and PM peak hours after project completion. Intersection impacts associated with the development of the proposed project will be evaluated relative to background conditions.

8. **Cumulative Conditions.** Hexagon will use the 2040 model run results for the City of Menlo Park General Plan EIR certified in December 2016 to describe operating conditions at the study intersections under cumulative conditions. Volumes will be interpolated for study intersections not included in the model. Hexagon will determine whether the proposed project is included in the existing forecasts. If not, the forecasts will be adjusted to include the proposed project.

9. **VMT Analysis.** The vehicle miles travelled (VMT) associated with the proposed project will be estimated using a manual methodology developed in consultation with City staff. The City is currently updating its TIA guidelines to include VMT analyses to meet SB 743 requirements. Based on the project schedule, the draft EIR will likely be released after July 2020 and will require a VMT analysis that satisfies the new CEQA requirement.

10. **Site Access and On-Site Circulation.** A review of the project site plan will be performed to determine the overall adequacy of the site access and on-site circulation in accordance with generally accepted traffic engineering standards and to identify any access or circulation issues that should be improved. Sight distance will be checked at the project driveways. Parking will be evaluated relative to the City of Menlo Park Parking Code.

11. **Evaluation of Vehicle Queuing.** For selected locations where the project would add a significant number of left-turning vehicles, the adequacy of existing/planned storage at turn pockets will be assessed by means of comparison with expected maximum vehicle queues. Vehicle queues will be estimated using a Poisson probability distribution.

12. **Bicycle, Pedestrian, and Transit Facilities.** A qualitative analysis of the project's effect on transit service in the area and on bicycle and pedestrian circulation in the study area will be included in the traffic report. Any impacts of the project on the nearby facilities will be identified and improvements recommended to mitigate the impacts.

13. **Description of Impacts and Recommendations.** Based on the results of the VMT analysis, impacts of the site-generated traffic will be identified and described. The results of the level of service calculations will be used to identify the locations and types of necessary improvements or modifications. Improvements could include street widenings, lane additions, changes in lane usage, or modifications to existing traffic signals, which will be consistent with the mitigation measures proposed in the City’s General Plan Update - ConnectMenlo. Improvements could also include improvements to transit, bicycle and pedestrian infrastructure, as well as the development of measures that promote multi-modal travel and reduce the use of single-occupant automobile travel for the purpose of VMT reduction goals.

14. **Meetings.** The fee estimate includes Hexagon staff attendance at three meetings in connection with the project: one staff meeting, one Planning Commission meeting, and
one City Council meeting. Additional meeting attendance would be provided as additional services and will be billed based on staff time plus expenses.

15. **Reports.** Our findings and recommendations will be summarized in the transportation/traffic section in the project’s administrative draft environmental impact report (DEIR). Hexagon will revise the EIR transportation chapter based on City comments for two rounds. Hexagon also will help the team respond to DEIR comments to produce the final EIR.

16. **Additional Services.** Any work not specifically referenced in the above Scope of Services—for example analyzing additional project alternatives, analyzing additional intersections, and attending additional meetings—shall be considered additional services.

**Time of Performance**

Barring any unforeseen delays, an administrative draft traffic analysis report will be submitted approximately six weeks after 1) authorization to proceed, and (2) receipt of new count data. The final traffic report will be delivered one week after receipt of all review comments.

**Cost of Services**

The fee for the scope of services will be based on time and expenses up to a maximum budget of $43,000. This scope/budget assumes that the traffic study for the project located at 1350 Adams Court will be completed first, and this traffic study will use information from that analysis. Should this project come before 1350 Adams Court, or lag significantly behind, the scope and budget may need to be revisited.

We appreciate your consideration of Hexagon Transportation Consultants for this assignment. If you have any questions, please do not hesitate to call.

Sincerely,

**HEXAGON TRANSPORTATION CONSULTANTS, INC.**

[Signature]

Gary K. Black
President
# Hexagon 2020 Billing Rates

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<tr>
<th>Professional Classification</th>
<th>Rate per Hour</th>
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<td>President</td>
<td>$285</td>
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<tr>
<td>Principal</td>
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<td>Associate I</td>
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Direct expenses are billed at actual costs, with the exception of mileage, which is reimbursed at the current rate per mile set by the IRS.

Billing rates shown are effective January 1, 2020 and subject to change January 1, 2021.
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Project Trip Generation Estimates

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<th>Peak Rate</th>
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<th>Trips Out</th>
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Net Project Total

|                  |             | 1,001 | 50   | 38   | 88   | 38   | 33   | 71   |

Notes:
1. Land Use Code 760: Research and Development Center (average rates, expressed in trips per 1,000 s.f. gross floor area)
2. A 15% trip reduction was assumed to account for internal capture and external walking, biking, and transit trips due to mixed-use development and local area characteristics. The 15% trip reduction was applied to the smaller trip generator. The same number of trips were then subtracted from the larger trip generator to account for both trip ends.
3. Land Use Code 932: High-Turnover (Sit-Down) Restaurant (average rates, expressed in trips per 1,000 s.f. gross floor area)
5. Land Use Code 150: Warehousing (average rates, expressed in trips per 1,000 s.f. gross floor area)
## Attachment C. 1075 O’Brien Court Project CEQA Review

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<th>Bill Rate</th>
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<td>Task 2. Initial Study/EIR Project Description</td>
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<td>Task 10. Final Report and Final Hearing Drafts</td>
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**Subtotal:** $32,527.48

**Other Direct Costs:**

- Reproductions: $5,052.60
- Postage and Delivery: $24,852
- Travel, Auto, Local, Mileage at current IRS rate: $14,035.00
- Surveys and Reports: $14,035.00
- Other: $9,737.90

**Subtotal:** $16,380.00

**Direct Expense Subtotal:** $48,906.48

**Total Price:** $364,016.90

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**Other Direct Expenses:**

- Reproductions: $5,052.60
- Postage and Delivery: $24,852
- Travel, Auto, Local, Mileage at current IRS rate: $14,035.00
- Surveys and Reports: $14,035.00
- Other: $9,737.90

**Subtotal:** $16,380.00

**Total Price:** $364,016.90
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STAFF REPORT

City Council
Meeting Date: 6/9/2020
Staff Report Number: 20-115-CC

Consent Calendar: Authorize the city manager to enter into a contract with ICF International (ICF) to prepare an environmental impact report (EIR) for the proposed approximately 100,000 square foot life science, office and retail building at 1075 O'Brien Drive and 20 Kelly Court for the amount of $364,016.93 and future augments as may be necessary to complete the environmental review for the proposed project.

Recommendation
Staff recommends that City Council authorize the city manager to approve a contract with ICF International for the amount of $364,016.93 and future augments as may be necessary to complete the environmental review for the CS Bio Project, located at 1075 O'Brien Drive and 20 Kelly Court, based on the proposed scope and budget included as Attachment A.

Policy Issues
City Council Resolution Nos. 5831, 5832, and 962, authorize the city manager to execute agreements necessary to conduct City business up to a stated award authority level which adjusts annually based on changes in the construction cost index. The current award authority is $75,000. While the project applicant is responsible for the full cost of preparing any required EIR for a submitted project, and therefore no taxpayer funds are being used for said purpose, the City Council retains discretion for all agreements exceeding the award authority delegated to city manager.

The City Council will ultimately need to consider the merits of the proposed project, including the request for bonus level development and the associated community amenities provided through the proposed project. Staff will be reviewing the proposed project and will identify policy issues for the City Council to consider as part of its review of the requested land use entitlements for the project. Authorizing the city manager to enter into a contract with ICF would allow the City to conduct the environmental review and the housing needs analysis (HNA) for the project proposal. A separate fiscal impact analysis (FIA,) which would likely not exceed $75,000 and could be authorized under the city manager's authority, will be conducted to provide the public and City Council with information related to the fiscal impacts of the project. Approval of the environmental review contract does not imply an endorsement of a project, but rather initiates the process to identify potential environmental impacts of the project for consideration during entitlement review. The policy implications of the project proposal are considered on a case-by-case basis, and will be informed by additional analysis as the project review proceeds.

Background
On December 19, 2019, Jason Chang (Project Applicant) submitted an application to construct a new seven-story, approximately 100,000 square foot building, with a restaurant and outdoor seating on the
ground floor, six levels of office and R&D uses, and a rooftop garden in the LS-B (life sciences, bonus) zoning district. The project is proposed at the bonus level and requires contribution of a public amenity in exchange for increased development potential. The project would replace a single-story warehouse and office building at 1075 O’Brien Drive and portions of an existing R&D building at 20 Kelly Court. As part of the project, a five-level parking structure would be constructed adjacent to the portion of the building to remain at 20 Kelly Court. A pedestrian bridge, approximately 32 feet above grade, would connect the parking structure and the proposed building. The proposal also includes a request for a new chemical storage bunker to support the life science uses on the east side of the existing building at 20 Kelly Court. The site at 20 Kelly Court is presently governed by a conditional development permit (CDP,) which was approved in 2012. An amendment to the CDP is proposed to authorize the construction of a new building with the proposed office use exceeding 20,000 square feet of gross floor area, and the new chemical storage bunker. The CDP amendment will require review and recommendation by the Planning Commission to the City Council. The Housing Commission would provide a recommendation on the below market rate (BMR) housing agreement. The City Council would be the final decision making body for the proposed project. Select plan sheets from the project plans are included in Attachment B.

The proposed building would be located at the corner of O’Brien Drive and Kelly Court. The proposed Facebook Willow campus project is located to the north of the project site and is zoned a mix of O(B) (office-bonus) and R-MU(B) (residential mixed use-bonus.) Parcels to the east are zoned LS-B and located within the Menlo Park Labs, including the proposed life science building on the adjacent parcel to the east, at 1105 O’Brien Drive. The parcel to the west of the site is also zoned LS-B and currently occupied by a warehouse. To the south of the proposed building across O’Brien Drive are parcels zoned LS, which include a general mix of low-rise life science and warehouse uses. A location map identifying the project site is included in Attachment C.

The proposed project has been reviewed by the Planning Commission at two study sessions (August 14, 2017 and August 26, 2019) and the current proposal incorporates feedback from the Planning Commission. Staff is in the process of evaluating the proposed project for consistency with the general plan and the zoning ordinance.

Analysis
The proposed project requires an EIR to evaluate potential environmental impacts of the proposal. As part of the environmental review process, the potential impacts of the proposed project will be evaluated for consistency with the program level EIR for ConnectMenlo through an initial study. The initial study will determine areas where the proposed project is consistent with the ConnectMenlo EIR and those topic areas would not be analyzed in detail in the EIR accordingly. Further, the scope for the project EIR has been structured so the EIR would comply with the settlement agreement between the City of Menlo Park and the City of East Palo Alto regarding the EIR for ConnectMenlo. Therefore, the proposed environmental analysis will, at a minimum, include a project level transportation impact analysis and a housing needs assessment, as outlined in the settlement agreement.

In addition to complying with the settlement agreement, the project level transportation impact analysis will report the vehicle miles traveled (VMT) associated with the project for consistency with Senate Bill 743. The project analysis will utilize the VMT standards to assess potential transportation impacts and continue to include level of service (LOS) metrics for reference. The City’s general plan includes policies regarding LOS and compliance with the general plan LOS standards would be evaluated in the land use topic area. The transportation analysis will also use the citywide travel demand model to estimate trip distribution patterns
for the project instead of the data in the City’s circulation system assessment (CSA) which was last updated in 1999. The City’s Transportation Division is in the process of updating its transportation impact analysis (TIA) guidelines to include VMT and updates to the LOS procedures. The new guidelines were presented to the Planning Commission May 4 and are scheduled for City Council review June 9 and adoption June 23. VMT will be used as the environmental threshold for significance, as required by State law as of July 1.

Following authorization of the contract for ICF to conduct the environmental review, ICF will prepare an initial study for the project. The initial study will be used to inform the notice of preparation (NOP,) which will identify the topic areas to be studied in the project level EIR. Pursuant to criteria A (bonus level development project) of Resolution 6528, staff will notify the City Council and post the NOP to the City Council email log within 48 hours of its release. As part of the initial stages of the environmental and entitlement analysis, City staff will determine what, if any, additional technical analyses could be required for the proposed project and set up contracts with qualified consultants or augment the contract with ICF accordingly. Staff is recommending that the City Council provide the city manager the authority to approve future contract augmentations, if needed.

**Impact on City Resources**

The applicant is required to pay all 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. The applicant is also required to bear the cost of the associated environmental review and fiscal analysis. For the environmental review and fiscal analysis, the applicant deposits money with the City and the City pays the consultants.

**Environmental Review**

An EIR will be prepared for the proposed project. The EIR will utilize the program level EIR prepared for the ConnectMenlo general plan and zoning ordinance update and focus the project level EIR on specific topics accordingly.

**Public Notice**

Public notification was achieved by posting the agenda, with the agenda items being listed, at least 72 hours prior to the meeting.

**Attachments**

A. EIR scope and budget proposal from ICF International
B. Project plans (select sheets)
C. Location map

Report prepared by:
Ori Paz, Associate Planner

Report reviewed by:
Deanna Chow, Interim Community Development Director
April 16, 2020

Ori Paz, Associate Planner
City of Menlo Park Community Development Department
701 Laurel Street
Menlo Park, CA 94025

SUBJECT: Proposal to Conduct CEQA Review for the 1075 O’Brien Drive and 20 Kelly Court Project

Dear Mr. Paz:

ICF Jones & Stokes, Inc. (hereafter referred to as ICF) is pleased to present this scope and budget to prepare an Initial Study and Environmental Impact Report (EIR) for the proposed 1075 O’Brien Drive Project (hereafter referred to as the Project). This scope of work reflects the proposed Project information provided to ICF by Menlo Park staff, knowledge of the area, and prior experience with similar projects within Menlo Park. We offer a team of highly skilled environmental professionals who are familiar with the City and will produce legally defensible and comprehensive CEQA documentation allowing the Project to be developed as expeditiously as possible. Our experience on several projects in the City allows our staff to respond quickly to your needs.

The Project site is located at 1075 O’Brien Drive and 20 Kelly Court and is zoned LS-B (Life Science, bonus). The site is developed with two, 2-story concrete tilt-ups totaling 26,700 sf, plus one 3-story, 26,300-sf manufacturing facility. As currently proposed, the Project would include the demolition of the existing two 2-story buildings (totaling 26,700) and would develop a 7-story building with approximately 102,000 sf for office, research/development (R&D), and/or technology uses, plus a restaurant. In addition, a 5-story parking structure would be provided at the end of the cul-du-sac on Kelly Drive with a pedestrian bridge connecting the parking structure with the proposed building at 1075 O’Brien Drive.

This scope of work reflects recent conversations with the City and provides a solid launching point to move through the environmental review process efficiently, thoughtfully, and diligently. ICF is currently working on the 1350 Adams Court Project, the Commonwealth Corporate Center Building 3 Project, and the 1125 O’Brien Drive Project, all of which are in the vicinity of the Project. ICF is proposing a similar CEQA approach for the 1075 O’Brien Drive Project as the ones being applied to these projects. Using a similar approach will ensure schedule and budget efficiencies and consistency between the environmental documents. In addition, as demonstrated in our proposal, ICF has formed a team of expert internal staff and includes the same subconsultant team as the ones for the other three projects. The proposed team includes Keyser Marston and Associates (Housing Needs Assessment) and Hexagon (Transportation).

This proposal is valid for a period of 90 days, at which time ICF reserves the right to revise the contents or extend the validity date, if needed. Given the current impacts, both known and unknown, of the COVID-19 pandemic, for which there will likely be effects into the foreseeable future; personnel assignments, travel
restrictions and other government mandates, may constrain our ability to conduct our services and provide deliverables as envisioned in this proposal. ICF reserves all rights to revise our delivery schedule and price due to such impacts from COVID-19 and will provide written notice of such proposed changes as needed. If selected to conduct the CEQA review, ICF respectfully reserves the right to negotiate contract terms similar to those we negotiated with the City in previous contracts. Please feel free to contact Kirsten Chapman at 415.537.1702 or kirsten.chapman@icf.com. We look forward to working with you on this project.

Sincerely,

Trina L. Fisher  
Contracts Administrator

Attachments
- A. Keyser Marston and Associates (Housing Needs Assessment)  
- B. Hexagon (Transportation)  
- C. Budget  
- D. Schedule
A. Firm Profile

Founded in 1969, ICF is a leading global professional services firm that provides consulting and implementation services addressing today’s most complex management, technology, and policy challenges. Our work is primarily focused in four key markets: environment and infrastructure; energy and climate change; health, human services, and social programs; and homeland security and defense. Our environmental practice provides services in environmental planning, land use planning, regulatory compliance, regulatory implementation, natural resources, and supporting environmental review. Our full-time professional staff includes environmental compliance experts, land-use and natural resource planners, wildlife and fisheries biologists, plant and wetland biologists, watershed planners, restoration experts, archaeologists, architectural historians, community affairs experts, attorneys, engineers, and information technologists. With more than 4,500 employees on six continents, we combine passion for our work with industry and technical expertise to protect and improve the quality of life.

ICF is a recognized leader in California Environmental Quality Act (CEQA) compliance, having prepared thousands of environmental impact studies and related documents since the founding of the former Jones & Stokes. Bob Jones, one of the founders of Jones & Stokes, was instrumental in drafting the legislation that ultimately became CEQA in California. Shortly thereafter, Bob joined fellow biologist Jim Stokes to form Jones & Stokes, which rose to prominence in the fields of environmental planning and natural resources management. By the time it was acquired by ICF in 2008, Jones & Stokes was one of the most well-known and well-respected firms providing NEPA and CEQA compliance services in the Bay Area and throughout the west. Although we are able to draw expertise from all west coast offices, we will service the Project primarily by our San Francisco office.

B. Key Personnel and Project Experience

We offer unique advantages with our local knowledge and experience with issues important to the City of Menlo Park (City). This deep local knowledge and familiarity with City staff and practices directly relates to enabling us to deliver high-quality environmental support by understanding the nuances of your needs. We understand the issues important to City staff as well as members of the public and, using our relevant experience on City projects, can anticipate these needs and keep projects on schedule and budget. Similar to our project management team on previous Menlo Park projects, Erin Efner will serve as Project Director, and Kirsten Chapman as Project Manager. In addition, ICF will team with Keyser Marston and Associates (Housing Needs Assessment) and Hexagon (Transportation).

This team is currently preparing three other CEQA documents for similar projects in the vicinity: 1350 Adams Court, Commonwealth Corporate Center Building 3, and 1125 O’Brien Drive. As with the Project, these three projects are within the Bayfront Area and are tiering off of the certified ConnectMenlo EIR. Since templates and processes are currently being established for these projects, ICF and the subconsultant team will apply a similar strategy to move the 1075 O’Brien Project through the CEQA process. Using the same team and techniques will allow for time and cost savings and consistency between all projects in the Bayfront Area.
In addition to the three ongoing projects listed above, plus the Willow Village Project EIR (which is proceeding as a full EIR, unlike the other ongoing projects in the area), a list of completed relevant work is presented below. This is not an exhaustive list of projects completed by ICF on the peninsula/in the Bay Area; additional project information is available upon request.

- Facebook Campus Expansion Project EIR and EIR Addendums 1 & 2—City of Menlo Park
- Menlo Park Facebook Campus Project EIR and EIR Addendum—City of Menlo Park
- Commonwealth Corporate Center EIR—City of Menlo Park
- Middle Plaza Project at 500 El Camino Real—City of Menlo Park
- 1300 El Camino Real Project—City of Menlo Park
- City Place Santa Clara EIR—Related Santa Clara (Related), Santa Clara
- SF Giants Mission Seawall Lot 337/Pier 48 EIR—Seawall Lot 337 Associates LLC
- Burlingame Point Project EIR Addendum—City of Burlingame

C. Project Understanding and General Approach

ICF has reviewed the information provided by the City and CSBio (Project Sponsor). Based on our review of project materials and experience with similar projects, particularly the 1350 Adams Court Project and the 1125 O’Brien Project, we understand that an Initial Study, followed by a focused EIR is needed. The project understanding and the general approach is discussed below.

Project Understanding

The Project site is located at 1075 O’Brien Drive and 20 Kelly Court and is zoned LS-B (Life Science, bonus). The site is currently developed with two, 2-story concrete tilt-ups totaling 26,700 sf, plus one 3-story, 26,300-sf manufacturing facility. The Project would include the demolition of the existing two 2-story buildings (totaling 26,700) and would develop a 7-story building with approximately 102,000 sf for office, research/development (R&D), and/or technology uses. Included within the new building would be a ground floor food hall for up to 20 vendors. In addition, a 5-story parking structure would be provided at the end of the cul-du-sac on Kelly Drive with a pedestrian bridge connecting the parking structure with the proposed building. The existing manufacturing facility would remain operational at the Project site.

General Approach

ConnectMenlo, which updated the City’s General Plan Land Use and Circulation Elements and the Bayfront Area, was approved on November 29, 2016. This serves as the City’s comprehensive and long-range guide to land use and infrastructure development. ConnectMenlo assumed an increase in net new development of up to 2.3 million square feet of non-residential uses, up to 4,500 residential uses, and up

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1 Please note that the Project Understanding is reflective of the site plans and project description provided to ICF in February 2020. Upon receipt of the final site plans, ICF will incorporate accordingly.
to 400 hotel rooms. The Project site is within the Bayfront Area and is within the parameters of the ConnectMenlo assumptions.

Because of the long-term planning horizon of ConnectMenlo, the ConnectMenlo EIR was prepared as a program EIR, pursuant to Section 15168 of the CEQA Guidelines. Once a program EIR has been certified, subsequent activities within the program must be evaluated to determine whether additional CEQA review needs to be prepared. However, if the program EIR addresses the program’s effects as specifically and comprehensively as possible, subsequent activities could be found to be within the program EIR scope, and additional environmental review may not be required (CEQA Guidelines Section 15168[c]). When a program EIR is relied on for a subsequent activity, the lead agency must incorporate feasible mitigation measures and alternatives developed in the program EIR into the subsequent activities (CEQA Guidelines Section 15168[c][3]). If a subsequent activity would have effects that are not within the scope of a program EIR, the lead agency must prepare a new Initial Study leading to a Negative Declaration, a Mitigated Negative Declaration, or an EIR. The ConnectMenlo Program EIR will serve as the first-tier environmental analysis for the Project.

On December 5, 2017, the City Council approved the proposed settlement agreement between the City of Menlo Park and the City of East Palo Alto to resolve the litigation regarding ConnectMenlo. The key terms of the settlement agreement are reciprocal: environmental review for future development projects, traffic studies, fair share mitigation impact fees, trip cap projects, and study of the multiplier effect. The settlement agreement will serve to inform the scope of the analysis for several topics in the EIR and provide guidance on the requirements for the Project’s Housing Needs Assessment (HNA), as discussed in Attachment A.

Based on the requirements outlined in Section 15168 of the CEQA Guidelines, an Initial Study will be prepared to disclose relevant impacts and mitigation measures covered in the ConnectMenlo EIR and discuss whether the Project is within the parameters of the ConnectMenlo EIR. This will scope out several topics from further evaluation. Subsequent to the Initial Study, a focused EIR will be prepared for the impacts that need further discussion and/or mitigation beyond those analyzed in the ConnectMenlo EIR. This is discussed in more detail below.

As discussed above, ICF and the proposed subconsultants are currently working on the 1350 Adams Court Project, the Commonwealth Corporate Center Building 3 Project, and the 1125 O’Brien Drive Project. All projects are within the Bayfront Area and are tiering from the ConnectMenlo EIR, as proposed for the 1075 O’Brien Project. This scope of work draws from our experience with these three projects and proposes a very similar process and approach. ICF will use the same template for the Initial Study and focused EIR as is currently being developed for these projects. This will allow for schedule and budget efficiencies, as well as consistency between the CEQA documents being prepared for all projects in the Bayfront Area.
D. Scope of Work

Task 1. Project Initiation

The CEQA documentation effort will be initiated by discussing key issues, reviewing completed environmental documents, planning data collection efforts including a site visit, and refining the schedule for completion of individual tasks. At the outset of the CEQA process, ICF will meet with City of Menlo Park staff, the Project Sponsor team, and the traffic subconsultants. At this meeting, the team will:

- Discuss data needs to complete the Initial Study/EIR.
- Confirm procedures for contacting the Project Sponsor team, City staff, and public agencies.
- Review and agree on schedules and deadlines.
- Summarize the next steps, including the NOP, Initial Study, scoping, draft Project Description, and the EIR.
- Discuss in more detail how to apply ConnectMenlo and determine which mitigation measures would apply.
- Discuss City preferences regarding Initial Study/EIR format and organization.
- Discuss CEQA baseline and cumulative projects.
- Outline Alternatives.

This task also assumes a thorough site reconnaissance to be conducted by key EIR preparers.

**Deliverables**

- Data needs request for the City and Project Sponsor
- Revised schedule

Task 2. Initial Study/EIR Project Description

ICF will prepare the Project Description based on discussions with Project Sponsor team, input from City staff, site visit, data needs responses, and review of the Project application, plan set, and supplemental reports. A clear and accurate Project Description is essential to the analysis. Based on discussions with City staff and on the Project Sponsor’s application and plans, ICF will prepare a Project Description for both the Initial Study and the EIR that will incorporate the following topics:

- Project Overview and Background
- Project Site Location
- Project Objectives
- Project Characteristics by including:
  - Relationship to ConnectMenlo
  - Site plan
  - Development districts and uses
  - Employment levels

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*Assumes that data needs outlined in ICF’s data request have been fulfilled.*
Proposal to Conduct CEQA Review for the 1075 O'Brien Drive Project

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- Site access, circulation, and parking
- Transportation Demand Management (TDM) Program
- Campus design, architectural themes, massing, building design, potential sustainable design features, and materials
- Amenities such as landscaping, lighting, signage, courtyards, and gathering spaces
- Utilities
- Recycling and Waste

Phasing and Construction Scenario

Project Approvals and Entitlements

The Project Description will be submitted to the City for review. Following receipt of comments, ICF will then revise the Project Description based on City comments and additional data needs responses from the Project Sponsor. This revised version of the Project Description will be included in the Initial Study.

Deliverables

- Electronic copies of the draft Project Description in MS Word and Adobe PDF format

Task 3. Initial Study

In the Initial Study, ICF will disclose each of the CEQA environmental topics to determine which would require additional discussion in the focused EIR, and which would present no change from what was previously analyzed in the ConnectMenlo EIR. For efficiency and consistency with other City documents, the Initial Study will follow the same format as the 1125 O’Brien Drive Project Initial Study.

- **Aesthetics** – Aesthetic impacts were determined to be less than significant in the ConnectMenlo Draft EIR. The Project would include increased development intensity; therefore, the buildings would have more mass, bulk, height, lighting, and/or glare, resulting in potentially greater visual impacts. Upon receipt of site plans, building elevations, and/or visual simulations (if available) prepared by the Project Sponsor, ICF will determine whether the Project would result in conflicts with existing plans and policies protecting aesthetic resources, as compared to what was analyzed in the ConnectMenlo EIR. However, it is not expected that impacts would be greater than those previously analyzed.

- **Agricultural and Forestry Resources** – No agricultural or forestry resources currently exist at the Project site. Therefore, no impacts would occur.

- **Air Quality** – It is anticipated that all of the air quality topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

- **Biological Resources** – The Project site is within an urban setting and is bordered on all sides by the Menlo Park Labs campus and industrial/warehousing uses. Although the Project site is near the Bay and the Don Edwards San Francisco Bay National Wildlife Refuge, it is separated by State Route 84 and, therefore, is not expected to have an impact on special-status species inhabiting these areas. The Project site is currently developed with buildings and surface parking lots. Trees line the southern of the Project site, along O’Brien Drive, which could provide habitat...
for nesting birds. The Initial Study would consider potential impacts to nesting birds during construction. This scope assumes that the applicant will provide a Biological Resources Assessment (BRA), per Mitigation Measure BIO-1 from the ConnectMenlo EIR. ICF will review the BRA and incorporate it into the Initial Study.

- **Cultural and Tribal Resources** – The Project area was undeveloped until the 1960s and, therefore, due to the ages of the structures, may contain historic buildings. The need for documenting and evaluating historic built resources, as outlined in the ConnectMenlo EIR Mitigation Measure CULT-1, is anticipated. The Project may result in the same amount and location of ground disturbance as what was assumed in the ConnectMenlo EIR. The findings of the ConnectMenlo EIR will be reviewed to assess the potential for encountering archaeological resources, paleontological resources, and/or human remains at the Project site. It is anticipated that the magnitude of potential impacts for the Project would not change relative to the ConnectMenlo EIR and the same mitigation measures would apply. These standard mitigation measures would be referenced in the Initial Study. Results from existing archaeological technical reports, as available, will be incorporated into the Initial Study. Consultation per Assembly Bill (AB) 52 will be conducted.

- **Geology and Soils** – It is expected that construction of the proposed new building would have the same impacts related to geology and soils as previously analyzed in the ConnectMenlo EIR. Construction of the new building is expected to adhere to the California Building Code and associated recommendations and no additional impacts would result. The Initial Study would evaluate the geohazard risks specific to the Project site using the Geotechnical Report from the Project Sponsor.

- **Greenhouse Gas Emissions (GHG)** – It is anticipated that all of the GHG topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

- **Hazards and Hazardous Materials** – Construction and implementation of the Project would not create a significant hazard to the public or environment. The Project would likely not result in increased impacts compared to the ConnectMenlo EIR and the same mitigation measures would apply to mitigate the hazardous material impacts to a less-than-significant level. The previous analysis will be referenced here and a determination will be made as to whether the new Project would result in additional impacts.

- **Hydrology and Water Quality** – As stated above, the Project site is mostly covered in impervious surfaces with paved surface parking lots and buildings. Therefore, the demolition of the existing buildings and the construction of new buildings would likely result in minimal changes to impervious surfaces and would have less-than-significant impacts on stormwater runoff quality or quantity, flooding, or drainage. The analysis will consider how the change in building footprints and impervious surfaces compare to existing conditions would potentially affect peak flow rates. It is expected that the same hydrology impacts as analyzed in the ConnectMenlo EIR would occur. To analyze impacts specific to the Project site, ICF will review technical information received from the Project Sponsor, such as hydrology or drainage reports.
Land Use – The land use and policy impacts are expected to be similar as those previously analyzed. The revised General Plan designated the Project site as an LS-B district and the zoning ordinance allows up to 1.25 FAR (plus 10 percent commercial use) and 110-foot maximum height with community benefits. The Project would be consistent with the General Plan and would comply with existing zoning and building requirements, with the bonus level development. It is not expected that additional physical environmental impacts would result beyond what was previously evaluated in the ConnectMenlo EIR.

Mineral Resources – No mineral resources currently exist at the Project site. Therefore, no impacts would occur. This will be documented in the IS.

Noise – Due to the development intensity at the Project site, the Project could result in greater noise levels compared to existing conditions. Increased development could result in a longer construction period, additional traffic, and more onsite activity during operation. ICF will address exposure of existing noise sensitive land uses to noise and vibration associated with construction activity. The discussion of construction noise and vibration impacts will mostly rely on the analysis in the ConnectMenlo EIR, and will include applicable mitigation measures from the certified ConnectMenlo EIR that would be required for the proposed Project. In addition, ICF will discuss exposure of existing noise sensitive land uses to operational noise from the Project site (mechanical equipment, parking lots, loading docks, etc.) and apply mitigation measures from the ConnectMenlo EIR, as needed. Since the transportation analysis will be in the Focused EIR, the traffic noise impacts will also be addressed in the Focused EIR, as explained in more detail in Task 6.

Population and Housing – As discussed above, one of the key terms of the 2017 settlement agreement between the City of Menlo Park and the City of East Palo Alto is that an HNA will be prepared when the preparation of an EIR is required. Therefore, population and housing topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

Public Services and Utilities – As stated above, the Project would intensify uses at the site compared to existing conditions and would introduce new onsite employees as well as additional demand for services and utilities. ICF will estimate the Project-generated demand for public services and utilities based on existing operational standards. Although new utility connections would be required for the intensification of the uses at the Project site, these connections are not anticipated to result in significant impacts. Compared to the analysis in the certified ConnectMenlo EIR, the Project is not expected to trigger the need for new or expanded public service facilities or utilities. This scope of work anticipates that the land use assumptions in the Water Supply Evaluation (WSE) Study prepared for ConnectMenlo were conservative. In addition, the Initial Study will discuss and evaluate the existing water flow issue for fire pressure in the area.

Transportation and Traffic – As discussed above, one of the key terms of the 2017 settlement agreement between the City of Menlo Park and the City of East Palo Alto is a transportation analysis will be prepared when the preparation of an EIR is required. Therefore, all of the
transportation topics will be discussed in the EIR, rather than in the Initial Study (see Task 6, below).

**Deliverables**

- Electronic copies of the draft Initial Study in MS Word and Adobe PDF format

**Task 4. Screencheck and Final Initial Study**

ICF will address comments from the City and applicant on the draft Initial Study, revise accordingly, and submit a Screencheck Initial Study. Upon receipt of comments and edits on the Screencheck Initial Study, ICF will finalize the document and produce a Final Initial Study for public review.

**Deliverables**

- Electronic copies of the Screencheck Initial Study in MS Word and Adobe PDF format
- Electronic copies of the Final Initial Study that incorporates comments from the City and Project Sponsor in MS Word and Adobe PDF format.
- Ten (10) hardcopies of the Final Initial Study.

**Task 5. Draft and Issue Notice of Preparation/Scope Definition**

Concurrent with the finalization of the Initial Study, ICF will prepare the Notice of Preparation (NOP) for City staff review. Upon receipt of NOP comments, ICF may need to refine the scope of work based on discussions with staff (if necessary).

- **Draft and Issue Notice of Preparation.** An NOP will be prepared by ICF for City staff review. The NOP would include a description of the Project, a description and map of the Project location, the probable environmental effects of the Project, and the intersections to be analyzed in the EIR. The scope assumes that one draft and one final NOP will be prepared. The scope also assumes that ICF will distribute the final NOP and Notice of Completion (NOC) to the State Clearinghouse and that the City will distribute the NOP to the County Clerk (for posting) and oversee mailing to other interested parties and public agencies. The final Initial Study would be circulated with the NOP as an attachment.

- **Public Scoping.** ICF will attend and present at one scoping meeting (held as part of a regular Planning Commission meeting) and record comments received during the meeting. The principle objective of this scoping meeting will be to confirm or revise the list of critical environmental issues and the range of alternatives to be examined in the EIR.

- **Revised Scope of Work.** As a result of discussion at the project initiation meeting, public scoping meeting, and responses to the NOP, ICF will revise the scope of work for consideration by City staff, if necessary. The revised scope of work will fine-tune the data collection activities, refine impact methodologies and assumptions (e.g., number of locations for traffic counts, noise measurements, etc.), adjust significance criteria for key environmental and neighborhood issues, and affirm or revise expectations about the preparation process, schedule, and products.
Additionally, topics that were originally scoped out in the Initial Study may need to be analyzed further in the EIR. Accordingly, in consultation with City staff, a revised scope of work and budget may be prepared as part of this task. This would be submitted as a budget amendment.

**Deliverables**

- Electronic copies of draft NOP in MS Word and Adobe PDF format
- Electronic copies of the final NOP in MS Word and Adobe PDF format
- Fifteen hard copies of the final NOP to the State Clearinghouse

## Task 6. Administrative Draft EIR

As discussed above, the Project site is within the ConnectMenlo area. Since the Project's site plan and development parameters are consistent with ConnectMenlo, the certified programmatic ConnectMenlo EIR is applicable to the Project. In accordance with Section 15168 of the CEQA Guidelines, the Draft EIR will be limited to those effects that: have planned characteristics that are substantially different from those defined in the ConnectMenlo EIR, require additional mitigation measures, or have specific impacts not evaluated in sufficient detail in the ConnectMenlo EIR. The purpose of this task is to prepare the focused Administrative Draft EIR. Due to the size of the Project, it is not expected to have significant impacts on the environment; any impacts would likely be reduced to a level of less than significant with incorporation of mitigation measures. However, because of the 2017 East Palo Alto settlement, the Project is required to prepare an EIR analysis for the topics of Transportation and Population and Housing. Since increases in traffic can result to impacts to Air Quality, Greenhouse Gas Emissions, Energy, and Noise (traffic), those topics will also be included in the EIR.

This task will synthesize background information for use in the existing setting, evaluate changes to those baseline conditions resulting from implementation of the Project to identify significant impacts, and identify mitigation measures to reduce potentially significant impacts to a less-than-significant level. The ICF team will collect the information necessary to define baseline conditions in the Project area. We anticipate that baseline conditions will reflect the conditions at the time of the NOP release. ICF will also refer to the certified ConnectMenlo EIR and other EIRs prepared for projects in the area (such as the 1350 Adams Court Project and the 1125 O'Brien Drive Project) for applicable background data, impact areas, and mitigation measures.

The analysis will be based on standard methodologies and techniques, and will focus on the net changes anticipated at the Project site. The text will clearly link measures to impacts and indicate their effectiveness (i.e., ability to reduce an impact to a less-than-significant level), identify the responsible agency or party, and distinguish whether measures are proposed as part of the Project, are already being implemented (such as existing regulations), or are to be considered. This approach facilitates preparation of the Mitigation Monitoring and Reporting Program (MMRP) that follows certification of an EIR, as discussed in more detail under Task 13, below.
The Administrative Draft EIR will also incorporate the alternatives and other CEQA considerations described in Task 7 (below). It is envisioned that the City's initial review of the document will consider content, accuracy, validity of assumptions, classification of impacts, feasibility of mitigation measures, and alternatives analyses. Because the impacts and mitigations are subject to revision based on staff review of the Administrative Draft EIR, the Executive Summary will be prepared only for the Screencheck Draft. The following task descriptions summarize the data to be collected, impact assessment methodologies to be used, and types of mitigation measures to be considered, by environmental issue.

Impacts Requiring No Further Analysis

Section 15128 of the CEQA Guidelines states, "An EIR shall contain a statement briefly indicating the reasons that various possible significant effects of a project were determined not to be significant and were therefore not discussed in detail in the EIR." The issues scoped out in the Initial Study will be briefly summarized.

In addition, it is expected that traffic noise impacts would be analyzed in this section since the Project would likely not result in greater traffic noise than originally anticipated in the ConnectMenlo EIR. Our scope assumes that ICF noise specialists, along with the traffic consultants, will compare roadway segment volumes for the Project with what was assumed in the ConnectMenlo EIR. If there is no change, or if project-generated traffic volumes do not exceed what was assumed in ConnectMenlo EIR, then no additional analysis would be necessary. However, if the Project would result in a higher volume of traffic on any studied roadway segment, then additional analysis would be necessary. Our scope assumes that no more than eight segments would experience changes to volumes. For those roadway segments, existing traffic noise conditions in the Project area will be modeled using the FHWA Traffic Noise Model (TNM) version 2.5 and traffic data to be provided by Hexagon. It is assumed that traffic data provided by Hexagon will include average annual daily traffic volumes, posted speeds, and heavy truck percentages for each roadway segment analyzed. The analysis will implement all relevant mitigation measures from the certified ConnectMenlo EIR to reduce the potential traffic noise impacts to less-than-significant. This scope of work and budget assumes that the analysis tier off the analysis in the ConnectMenlo EIR, as applicable.

Air Quality

ICF will prepare an analysis of air quality impact for the Project consistent with all applicable procedures and requirements of the Bay Area Air Quality Management District (BAAQMD) and based on the findings and mitigation measures from the ConnectMenlo EIR. The air quality analysis will focus on the criteria pollutants of greatest concern in the San Francisco Bay Area Air Basin (SFBAAB) that will be generated by construction and operation of the Project. Those pollutants include ozone precursors (reactive organic gases [ROGs] and oxides of nitrogen [NOX]), carbon monoxide (CO), and inhalable particulate matter (PM10 and PM 2.5). ICF air quality specialists will prepare an air quality analysis describing existing air quality conditions, the Project's impacts to air quality, and mitigation measures (including those
recommended and required by the BAAQMD designed to reduce the significance of Project-related air impacts).

ICF will identify significant impacts using the BAAQMD’s thresholds of significance, California Environmental Quality Act: Air Quality Guidelines. We will describe the air quality thresholds used to identify significant impacts based on the BAAQMD’s Air Quality Guidelines, as well as the methodology used to estimate Project-related emission impacts.

Consistent with ConnectMenlo Mitigation Measure AQ-2b2 for projects that exceed the BAAQMD land use screening level sizes, ICF will quantify criteria air pollutant emissions associated with Project construction, even though the combined square footage of the Project is not anticipated to exceed the corresponding screening size of 277,000 sf. As discussed below, construction emissions will be required for the health risk assessment (HRA) during construction. As such, we will quantify construction-related emissions of ROG, NOX, CO, PM10, and PM2.5 based on the CalEEMod model and construction data (i.e., anticipated construction schedule and equipment) for the Project provided by the Project Sponsor. Where Project-specific data is unavailable, ICF will use default values from CalEEMod. The analysis will address construction-related mitigation measures required by BAAQMD (and as required by ConnectMenlo Mitigation Measure AQ-2-b1), including adherence to BAAQMD rules and regulations. Estimated construction emissions will then be compared to the BAAQMD’s construction emission thresholds to determine the Project’s significance for construction activities.

Consistent with ConnectMenlo Mitigation Measure AQ-2b2, potential Project construction-related impacts will be evaluated, including an assessment of increased health risks on sensitive receptors during construction. As such, ICF will prepare a detailed health risk assessment (HRA) to estimate potential health risks associated with the Project. The detailed HRA will evaluate construction-related health risks to existing sensitive receptors near the Project site. ICF will coordinate with BAAQMD staff to verify the emission sources evaluated, methodology, and models used in the HRAs to estimate emissions, sensitive receptor exposure, and health risks. The HRA will be consistent with methodologies and procedures recommended by the Office of Environmental Health Hazard Assessment (OEHHA), as well as the BAAQMD in their Recommended Methods for Screening and Modeling Local Risks and Hazards guidance document and California Air Pollution Control Officers Association in their Health Risk Assessments for Proposed Land Use Projects guidance document.

Consistent with ConnectMenlo Mitigation Measure AQ-2a and the BAAQMD Guidelines, projects that do not exceed the BAAQMD land use screening level sizes do not require a detailed analysis of operational emissions. The combined square footage of the Project’s office building and parking structure would not exceed the corresponding screening level of 346,000 sf.

The Project is an office building that may require the use of a diesel generator, which is a potential source of toxic air contaminants. If a generator is proposed as part of the Project, ICF will qualitatively evaluate the TAC impacts of the generator based on guidance from the BAAQMD.
According to ConnectMenlo Mitigation Measure AQ-3a, projects that have the potential to increase traffic by more than 100 or more diesel truck trips or 40 or more truck trips with transportation refrigeration units per day and are within 1,000 feet of a sensitive land use shall prepare a health risk assessment in accordance with OEHHA and BAAQMD procedures. Although the Project site is within 1,000 feet of sensitive receptors, this scope assumes that the Project would not increase diesel truck trips by more than 100 per day and, thus, an HRA is not required. In the event that the Project Sponsor demonstrates that the Project would increase truck trips to levels specified in Mitigation Measure AQ-3a, our scope and budget will be modified to reflect preparation of an operational HRA.

ICF will qualitatively evaluate the potential for odor impacts during construction and demolition activities. Odors generated during long-term Project operation will also be considered.

In the event buildings to be demolished contain asbestos used for insulation purposes, ICF will describe and assess the potential for asbestos exposure during demolition in the air quality chapter. Potential mitigation for reducing exposure to asbestos will include compliance with BAAQMD Regulation 11, Rule 2; ARB Air Toxic Control Measures; and federal National Emission Standards for Hazardous Air Pollutants regulations.

**Greenhouse Gas Emissions/Energy**

ICF will prepare an analysis of climate change impacts. The climate change analysis will describe existing environmental and regulatory climate change quality conditions, followed by an analysis of the proposed Project’s construction and operational impacts. The climate change analysis will focus on the greenhouse gases (GHG) of greatest concern, carbon dioxide (CO2), methane (CH4) and nitrous oxide (N2O) that will be generated by construction and operation of the Project.

ICF climate change specialists will prepare a climate change analysis describing existing conditions, the Project’s impacts to climate change, and mitigation measures designed to reduce the significance of Project-related climate change impacts.

In the Project Setting section, ICF will describe the key concepts of climate change, the GHGs of greatest concern and their contribution towards climate change, and the current climate change regulatory environment as it applies to the Project. We will also summarize existing GHG levels based on GHG inventories conducted in jurisdictions in the vicinity of the Project (BAAQMD GHG Inventory). ICF will quantify construction-related emissions of CO2 based on the CalEEMod emissions model and construction data (i.e., anticipated construction schedule and equipment) provided by the Project Sponsor. Construction-related emissions of CH4 and N2O will be based on factors provided by the Climate Registry.

ICF will use the traffic data from the transportation analysis (i.e., trip generation rates) and the CALEEMOD model to estimate CO2 emissions from vehicular trips resulting from the Project, while emissions of CH4 and N2O will be based on assumptions provided by the U.S. Environmental Protection Agency. GHG emissions associated with operational area sources (i.e., hearth and landscaping), energy
consumption (electricity, natural gas), water consumption, and waste and wastewater generation will be quantified based on the CALEEMOD model, as well as other accepted protocols, such as the Climate Registry’s General Reporting Protocol. It is anticipated that there will no major changes to vegetation and land cover associated with the Project; these emissions will not be quantified.

The City has a Climate Action Plan (CAP), and we will include an informational discussion as to whether the Project is consistent with the City’s current CAP update. However, because the CAP and its updates do not identify a specific plan to address emissions beyond 2020, it cannot be used to determine the project’s significance with respect to the State’s post-2020 goals. Similarly, the Bay Area Air Quality Management District (BAAQMD) does not currently have CEQA thresholds for the post-2020 period.

To assess the Project’s impacts with respect to the state’s 2030 GHG goal, ICF will develop a Project-specific threshold based on guidance developed by the AEP Climate Change Committee for the evaluation of project-generated GHG emissions under CEQA. The approach applies relevant reduction strategies from the 2017 Climate Change Scoping Plan to new development in order to derive customized project-level GHG thresholds. The threshold would be developed specifically for the project based on guidelines for commercial and/or warehouse uses, and development of the threshold would involve the following general steps:

1. Identify and evaluate project consistency with all 2017 Climate Change Scoping Plan strategies relevant to the project.
2. Calculate a 2030 threshold for the project by applying all relevant 2017 Climate Change Scoping Plan initiatives to the project.3
3. Compare project generated emissions to the 2030 threshold.

If the Project’s 2030 emissions exceed the 2030 threshold, mitigation to reduce emissions would be identified and analyzed. Once all feasible mitigation has been applied to the project, if mitigated emissions still exceed the 2030 threshold, then the GHG emissions impact would be significant and unavoidable.

For energy impacts, ICF will include a discussion of energy conservation per Appendix F of the CEQA Guidelines. In order to assure that energy implications are considered in project decisions, CEQA requires that EIRs include a discussion of the potential energy impacts of proposed projects, with particular emphasis on avoiding or reducing inefficient, wasteful, and unnecessary consumption of energy during construction and operation. The EIR will consider the energy implications of the Project to the extent relevant and applicable to the Project. ICF would also analyze if the Project would conflict with or obstruct a state or local plan for renewable energy or energy efficiency.

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3 This option assumes AEP’s guidance will provide the necessary CalEEMod adjustment factors to account for the 2017 Climate Change Scoping Plan at the project-level. If this guidance is not available at the time of a project-level analysis, or does not include these factors, additional analysis would be required to develop this threshold option for the City.
Population/Housing

The Project would include office, R&D, and/or technology uses, which would result in new employees. ICF will analyze the impact of the increase in employees and, in turn, the resulting population and housing impacts. The Population/Housing chapter of the EIR will examine the Project’s effect on population and housing in the City and, to a lesser extent, in the region. Both the ConnectMenlo growth projections and ABAG projections will be considered in the Draft EIR. The analysis will focus on the increase in population and the secondary effects associated housing needed to accommodate the increased employment that would result from the Project. ICF, with assistance from Keyser Marston Associates (KMA), will undertake the following tasks:

- As included in Attachment A, a HNA will be prepared by KMA. ICF will peer review the HNA and incorporate the findings into the analysis.
- Discuss the housing effect resulting from the Project in the context with the Association of Bay Area Governments (ABAG) regional household forecasts and fair share housing allocations.
- Similar to other job intensive projects, the EIR will examine the secondary housing demands based on future residential patterns for proposed employees. This discussion will be presented in the “Growth Inducement” section of the EIR.
- One of the key terms of the settlement agreement between the City of Menlo Park and the City of East Palo Alto is that an HNA will be prepared when the preparation of an EIR is required. As required by the 2017 settlement agreement, to the extent possible, the HNA prepared for the Project will include an analysis of the multiplier effect for indirect and induced employment.

Transportation/Traffic

The Project would increase the amount of life science R&D space at the Project site. An increase in traffic would likely result and the greater development could affect how previously analyzed intersections and roadway segments operate in the future. The scope of work for the Transportation analysis, prepared by Hexagon, is included as Attachment B.

Deliverables

- Five hard copies of Administrative Draft EIR
- Electronic copies of Administrative Draft EIR in MS Word and Adobe PDF format

Task 7. Project Alternatives and Other CEQA Considerations

The purpose of this task is to complete drafts of the remaining sections (Alternatives and Other CEQA Considerations) of the EIR for City staff review. This task involves preparation of other required sections examining particular aspects of the Project’s effects and the identification and comparison of Project alternatives.
Other CEQA Considerations

This task involves documenting unavoidable adverse impacts, growth-inducing effects, and cumulative effects of the Project:

- The significant and unavoidable effects will be summarized from analyses performed in Task 6 (if applicable).
- Cumulative effects where relevant will be addressed as part of Task 6 and summarized as part of this section of the EIR. The future projects in the vicinity of the Project site will be considered as they relate to potential cumulative impacts. This scope assumes the City will help develop the approach for analyzing cumulative effects, typically a combination of using ConnectMenlo and a list of other reasonably foreseeable planned projects.

Alternatives

In accordance with CEQA, the alternatives to the Project must serve to substantially reduce impacts identified for the Project while feasibly attaining most of the Project objectives. ICF assumes that one Reduced Project Alternative will be quantitatively analyzed and will be based on a sensitivity analysis to reduce identified impacts. The No Project Alternative will be qualitatively analyzed. This scope assumes that the City/Project Sponsor will provide justification for dismissing offsite alternatives and other alternatives considered but rejected.

Deliverables

- Other CEQA Considerations chapter to be submitted with Administrative Draft EIR
- Alternatives chapter to be submitted with Administrative Draft EIR

Task 8. Screencheck Draft

The purpose of this task is to prepare the Screencheck Draft EIR for City staff review. ICF will prepare a Screencheck Draft EIR to respond to the City’s and Project Sponsor’s comments on the Administrative Draft EIR. This scope assumes that comments from multiple reviewers will be consolidated with any conflicting comments resolved, and that comments do not result in substantial revisions or additional analyses. The Screencheck Draft EIR will include an Executive Summary section, which will summarize the Project Description, impacts and mitigations, and alternatives. Impacts and mitigations will be presented in a table that identifies each impact, its significance, and proposed mitigation as well as the level of significance following adoption for the mitigation measures.

Deliverables

- Three hard copies of Screencheck Draft EIR
- Electronic copies of Screencheck Draft EIR in MS Word and Adobe PDF format
Task 9. Public Draft EIR

The purpose of this task is to prepare and submit the Draft EIR to the City for distribution to the public. ICF will revise the Screencheck Draft to incorporate modifications identified by the City. The revised document will be a Draft EIR, fully in compliance with State CEQA Guidelines and City guidelines, and will be circulated among the public agencies and the general public as well as specific individuals, organizations, and agencies expressing an interest in receiving the document. During this task, ICF will also compile the appendices that will be distributed with the Draft EIR and produce a version of the full document that can be uploaded onto the City’s website. ICF will also prepare a NOC to accompany the copies that must be sent to the State Clearinghouse. This scope of work and budget assumes that ICF will send the required documents to the State Clearinghouse and that the City will distribute the Draft EIRs to all other recipients.

Deliverables
- Twenty hard copies of the Draft EIR
- Electronic copies of the Draft EIR in MS Word and in Adobe PDF format
- Notice of Completion
- Fifteen hard copies of the Executive Summary, along with 15 electronic copies of the entire Draft EIR on CD, for the State Clearinghouse

Task 10. Public Review and Hearing

The City will provide a 45-day review period during which the public will have an opportunity to review and comment on the Draft EIR. During the 45-day review period, the City will hold a public hearing to receive comments on the Draft EIR. ICF key team members will attend and participate as requested. This scope of work assumes the preparation of meeting materials (e.g., PowerPoint presentations and handouts) but does not assume the labor needed to provide meeting transcript/minutes.

Task 11. Draft Responses to Comments and Administrative Final EIR

The purpose of this task is to prepare responses to the comments received on the Draft EIR and incorporate these responses into an Administrative Final EIR for City review. The Administrative Final EIR will include:

- Comments received on the Draft EIR, including a list of all commenter and the full comment letters and public meeting transcripts with individual comments marked and numbered;
- Responses to all comments; and
- Revisions to the Draft EIR in errata format as necessary in response to comments.

All substantive comments for each written and oral comment will be reviewed, bracketed, and coded for a response. Prior to preparing responses, ICF will meet with staff to review the comments and suggest strategies for preparing responses. This step is desirable to ensure that all substantive comments are
being addressed and that the appropriate level of response will be prepared. This scope of work and budget assumes ICF will prepare responses for up to 50 substantive discrete, non-repeating comments and will coordinate integrating the responses prepared by other consultants. However, the number and content of public comments is unknown at this time. Therefore, following the close of the Draft EIR public review period and receipt of all public comments, ICF will meet with the City to revisit the budget associated with this effort to determine if additional hours are needed. Very roughly, each additional substantive discrete comment may cost an additional $400.

Frequently raised comments of a substantive nature may be responded to in a Master Response, which allows for a comprehensive response to be presented upfront for all interested commenters. ICF will identify and recommend possible Master Responses for City consideration during the initial meeting to discuss strategies for preparing responses.

Following the strategy session, ICF will prepare Master Responses (as appropriate) and individual responses to the bracketed and coded comments. Individual responses to each comment letter will be placed immediately after the comment letter. As necessary, responses may indicate text revisions, in addition to clarifications and explanations. All text changes stemming from the responses to the comments, as well as those suggested by City staff, will be compiled into an errata included as part of the Final EIR.

Following City’s review of the Administrative Final EIR, ICF will address all comments received and prepare a Screencheck Final EIR for City review to ensure that all comments on the Draft were adequately addressed.

**Deliverables**

- Three hard copies of the Administrative Final EIR
- Electronic copies Administrative Final EIR in MS Word and in Adobe PDF format
- Three hard copies of the Screencheck Final EIR
- Electronic copies of the Screencheck Final EIR in MS Word and in Adobe PDF format

**Task 12. Final EIR**

Based on comments received from City staff, the Screencheck Responses to Comments will be revised and appropriate revisions to the Draft EIR will be noted. The Final EIR will then consist of the Draft EIR and the Responses to Comments document. Revisions to the Draft EIR will be presented as a separate chapter in the Final EIR. The revised Responses to Comments document will be submitted to the City for discussion by the Planning Commission and subsequent certification by the City Council.

**Deliverables**

- Twenty hard copies of the Final EIR
- Electronic copies of the Final EIR in MS Word and Adobe PDF format
Task 13. Certification Hearings, MMRP, Statement of Overriding Considerations, and Administrative Record

The purpose of this task is to attend meetings to certify the EIR. Team members will attend and participate in up to two meetings to certify the EIR. If requested by City staff, ICF will present the conclusions of the EIR and a summary of the comments and responses.

As part of this task, ICF will also prepare a draft and final MMRP for the project, as required by Section 15097 of the State CEQA Guidelines. The MMRP will be in a tabular format and include:

- The mitigation measures to be implemented (including applicable mitigation measures from ConnectMenlo and project-specific mitigation measures)
- The entity responsible for implementing a particular measure
- The entity responsible for verifying that a particular measure has been completed
- A monitoring milestone(s) or action(s) to mark implementation/completion of the mitigation measure

ICF will prepare the Statement of Overriding Considerations and Findings of Fact pursuant to Section 15093 of the CEQA Guidelines, if required based on the impacts of the Project. CEQA requires the decision-making agency to balance the economic, legal, social, and technological benefits of a proposed project against its unavoidable environmental impacts. The Statement of Overriding Considerations includes the specific reasons to support its action based on the Final EIR and other information in the record.

ICF will also compile the Administrative Record, assembling background documents as well as correspondence or telephone notes that are cited as sources in the EIR.

**Deliverables**

- Electronic copies of the Draft MMRP in MS Word and Adobe PDF format
- Electronic copies of the Final MMRP in MS Word and Adobe PDF format
- Electronic copies of the Statement of Overriding Considerations and Findings of Fact in MS Word and Adobe PDF format
- One electronic copy (on CD or DVD) of the Administrative Record (submitted at the Draft EIR phase and the Final EIR phase)

Task 14. Project Management and Meetings

The purpose of this task is to effectively manage the above tasks, and maintain communication with City staff. ICF project management will be responsible for coordination activities, will maintain QA/QC requirements for document preparation, and will monitor schedule and performance for all EIR work tasks. Project management subtasks also include maintaining internal communications among ICF staff and subconsultants and with City staff and other team members through emails and frequent phone contact, as well as the preparation of all correspondence. The Project Manager will coordinate internal
staff, project guidance, and analysis criteria. Contracting with the City and subconsultants will be performed at the onset of the Project.

Team members will attend and participate in meetings on an as-needed basis. For purposes of the cost estimate, ICF has assumed three City staff and/or Project Sponsor face-to-face meetings (in addition to the Project Initiation meeting described in Task 1), up to three public meetings (described in Task 13), and 10 phone conference calls. Additional meetings may be appropriate during the course of this effort, and will be invoiced on a time-and-materials basis.

E. Cost

The cost estimate for the Initial Study and EIR is $364,017, as detailed in Attachment C. Please note that the budget assumes that the certified ConnectMenlo Program EIR will serve as the first-tier environmental analysis for the Project. In addition, the budget reflects some efficiency gained from preparing concurrent CEQA documents for other projects in the City. As discussed above, ICF and the proposed subconsultants are currently working on the 1350 Adams Court Project, the Commonwealth Corporate Center Building 3 Project, the Willow Village Project, and the 1125 O’Brien Drive Project. All projects are within the Bayfront Area and are tiering from the ConnectMenlo EIR, as proposed for the 1075 O’Brien Drive Project. Therefore, this budget reflects that much of the setting, format, and analysis prepared for these ongoing projects will also be used for the 1075 O’Brien Drive Project, resulting in cost savings. This budget assumes that the 1075 O’Brien Drive Project would follow these projects in schedule. If these other projects are put on hold, or the 1075 O’Brien Project is delayed, and original analysis is needed, this scope and budget will be revisited. ICF proposes to invoice costs monthly, on a time and materials basis.

F. Schedule

The preliminary schedule is included in Attachment D. This schedule can be used for discussion at the kick-off meeting. A revised schedule will be submitted at a later date once ICF has a better understanding of the start date and applicant confirmation of the proposal. Please note that this schedule is also contingent on the timing of Planning Commission and City Council hearing dates.
March 5, 2020

Erin Efner and Kirsten Chapman
ICF International
201 Mission Street, Suite 1500
San Francisco, CA  94105

Re: Proposed Scope of Services to Prepare a Housing Needs Assessment for the 1075 O’Brien Drive Project, including the 20 Kelly Court property

Dear Ms. Efner and Ms. Chapman:

Keyser Marston Associates, Inc. ("KMA") is pleased to present the enclosed proposed scope of services to prepare a Housing Needs Assessment ("HNA") for the City of Menlo Park addressing the proposed 1075 O’Brien Drive Project which also encompasses the property at 20 Kelly Court ("the Project").

The Project consists of approximately 37,000 square feet of office, 52,000 square feet of R&D space, an approximately 10,000 square foot restaurant / food hall, and a new parking structure. The Project replaces three existing buildings on the site consisting of a 14,523 square foot warehouse building and two R&D buildings with a combined 38,483 square feet of building area. It is understood some refinements may occur as the project description to be incorporated into the Environmental Impact Report (EIR) is finalized. KMA will use the final project description for preparation of the HNA.

KMA is exceptionally well qualified to prepare the HNA for the Project based on our broad expertise preparing housing impact studies and project-specific housing needs analyses. Our HNA experience includes three prior projects in Menlo Park: Menlo Gateway, the Facebook Campus, and the Facebook Campus Expansion Project. KMA is also currently engaged in preparation of HNAs for several additional development projects in Menlo Park.

The enclosed HNA scope of services includes preparation of an HNA addressing, to the extent possible, the following housing-related impacts of the proposed Project:

- Housing need by affordability level for on-site workers;
- Estimated geographic distribution of housing needs by jurisdiction; and
Evaluation of the potential impacts on the housing market, including in connection with potential multiplier effects, and the degree to which the Project may contribute to rising housing costs and displacement of existing residents of lower income communities in the local area.

We understand that the HNA must be prepared consistent with the terms of the recent settlement agreement between the City of East Palo Alto and Menlo Park. The enclosed scope of service is designed to provide the analyses contemplated by the settlement agreement and is consistent with other HNAs KMA is currently engaged to prepare. The scope of services and proposed budget are provided in Attachment A.

Please let me know if you have any questions or comments regarding this proposed scope of services.

Sincerely,

KEYSER MARSTON ASSOCIATES, INC.

[Signature]

David Doezema

Attachment A: Scope of Services
Attachment B: KMA Rate Schedule
The following scope of services is for preparation of a Housing Needs Assessment (HNA) addressing the 1075 O’Brien Drive Project. The HNA will address the following major housing-related topics:

1) Housing need by affordability level for on-site Project workers;

2) Estimated geographic distribution of housing needs by jurisdiction; and

3) Evaluation of potential impacts on the regional housing market and the degree to which the Project may contribute to rising housing costs and displacement of existing residents of lower income communities in the local area. The analysis of housing market effects will include, to the extent possible, consideration of potential “multiplier effects” of the Project.

These housing-related impacts are not required to be analyzed under CEQA but may be of interest to decision-makers and/or the public in evaluating the merits of the Project. These analyses are being provided consistent with the terms of a 2017 settlement agreement with the City of East Palo Alto. The pertinent paragraph from the 2017 settlement agreement states the following:

When the preparation of an EIR is required pursuant to this Agreement, concurrent with the preparation of the EIR, Menlo Park or East Palo Alto, whichever is the lead agency for the Development Project, will conduct a Housing Needs Assessment (“HNA”). The scope of the HNA will, to the extent possible, include an analysis of the multiplier effect for indirect and induced employment by that Development Project and its relationship to the regional housing market and displacement. Nothing in this section indicates an agreement that such an analysis is required by CEQA.

Task 1 – Project Initiation and Data Collection

The purpose of this task is to identify the availability of data necessary to complete the HNA, identify key analysis inputs and assumptions, and refine the approach to the assignment. As part of this task, KMA will:

(1) Provide a list of data needs to complete the HNA and work with ICF International and the City’s project team as necessary to gather the data.
(2) Meet with City staff, its consultants, and the Project Sponsor team to: (a) discuss data and analysis alternatives (b) review technical methodology and approach (c) discuss and agree on schedule.

**Task 2 – Housing Needs Assessment for On-Site Workers**

KMA will quantify, by affordability level, the housing demand associated with the Project. The analysis will quantify total housing demand based on the estimated number of net new employees added by the Project (which are net new jobs in the region) and household size ratios developed from Census data. Employee compensation levels are estimated by linking generic occupational categories with local data on compensation levels. Employee compensation levels are then translated into housing need by affordability level using published income limits and accounting for the fact that households have more than one worker on average.

The primary data sources we will use for this component of the analysis are:

1. Data on occupations by industry from the Bureau of Labor Statistics. KMA will select industry categories that are representative of the expected occupancy of the Project.

2. Current employee compensation data specific to San Mateo County for the relevant occupational categories from the California Employment Development Department will be used in the analysis.

KMA has prepared similar analyses for other projects in Menlo Park including the existing Facebook Campus, the Facebook Campus Expansion Project, and the Menlo Gateway Project. KMA is also in the process of preparing similar analysis for several other projects. We have performed project-specific housing needs analyses for commercial and institutional development proposals in the cities of San Carlos, Palo Alto, Redwood City, and Napa County. Some of these analyses have been performed using employee occupation and compensation data provided by the applicant and some have been performed using generic data as is assumed in this proposal. KMA has also prepared affordable housing nexus fee studies in many cities. Roughly thirty years ago, KMA developed a methodology to perform nexus analyses in support of affordable housing impact fees using local, state and federal data sources. KMA has refined the methodology over the years and now has considerable experience adapting the approach to specific development proposals.

The end product of this task is the total number of net new employee households attributable to the development, by affordability level, who will need housing within daily commute distance.
Task 3. Analysis of Commuting and Geographic Distribution of Housing Needs

The prior tasks are to determine the total housing needs irrespective of where workers will live. This task develops information to help understand existing commute relationships and trends, and approaches to identifying how the total housing needs will be accommodated locally. KMA will analyze the commute relationships of existing jobs in Menlo Park and where job holders live (or commute from as a place of residence) using data from the U.S. Census. KMA will then apply the data to estimate Menlo Park's share of increased housing needs and the estimated distribution of housing needs throughout the region. KMA will incorporate tenant-specific commute data to the extent available.

Task 4 – Relationship to Regional Housing Market and Potential to Contribute to Displacement

This task is designed to provide an evaluation, to the extent possible, of the potential for the project to influence housing prices and rents and contribute to displacement pressures in the local area. Lower income communities in the Bay Area have become increasingly vulnerable to displacement of existing residents. Employment growth, constrained housing production, and rising income inequality are among the factors that have contributed to increased displacement pressures, especially within lower income communities in locations accessible to employment centers where many households are housing-cost burdened.

Given the complex array of factors that influence housing markets and neighborhood change, precise estimates or projections of impacts and outcomes are not feasible; rather, the analysis will seek to provide information and context that will be useful to understanding the likely magnitude or range of potential impacts.

KMA will complete the following tasks to inform an evaluation of potential impacts:

a) Review of Historic Real Estate trends – KMA will review historic data on home sales and rental trends in 3 or 4 selected housing submarkets or geographic areas over a historic period utilizing data readily available from commercial data providers such as CoStar, REIS and CoreLogic. The purpose will be to provide context regarding recent housing market trends.

b) Review of employment trends – KMA will assemble data on historic employment trends for the same time frame as the historic review of real estate trends. Employment trends data will be distinguished by compensation level so that growth in higher-income and lower-income jobs can be separately understood. We will also look at employment trends across different geographic scales to enable relationships to be tested at the different geographic scales.
c) **Analysis of historic relationships** – KMA will analyze the extent to which employment growth and real estate trends have been correlated with one another. Separate findings specific to the influence of high compensation jobs will be provided as a proxy for consideration of impacts associated with potential multiplier effects. These relationships will be drawn upon to provide context for understanding the degree of influence the Project may have on local home prices and rents.

d) **Estimated increased housing demand in East Palo Alto** – KMA will draw on the commute shed data from Task 4 to describe the estimated share of new workers likely to seek and find housing in East Palo Alto and other communities of interest. However, it may not be possible to isolate commute trends for specific neighborhoods, such as the Belle Haven neighborhood of Menlo Park, unless there is tenant-specific commute data available for the neighborhood.

KMA will discuss the likely impacts or range of impacts on housing prices and displacement that could be experienced as a result of the Project based upon the information assembled in a) through c), above. Findings will be qualitative in nature but will reference the quantitative information assembled in the analysis tasks as part of the narrative.

**Task 5 – Report Preparation**

The methodology, data sources, results and implications of the HNA will be documented in a written report. This scope assumes two draft versions of the report for review and one final report.

**Task 6 – Responses to DEIR Comments**

KMA anticipates assisting the City and ICF International in preparing responses to comments on the Draft EIR. KMA’s focus will be on comments that are directly related to the HNA. We have included a time and materials budget allowance for KMA to assist with preparation of responses to comments.
**Budget**

KMA proposes to complete this scope of services for the 1075 O’Brien Drive Project on a time and materials basis for an amount not to exceed $40,500 per the estimate below. A copy of our current rate schedule is attached.

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KEYSER MARSTON ASSOCIATES, INC.  
PUBLIC SECTOR HOURLY RATES

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Directly related job expenses not included in the above rates are: auto mileage, parking, air fares, hotels and motels, meals, car rentals, taxies, telephone calls, delivery, electronic data processing, graphics and printing. Directly related job expenses will be billed at 110% of cost.

Monthly billings for staff time and expenses incurred during the period will be payable within thirty (30) days of invoice date.

* Rates for individuals in these categories will be increased by 50% for time spent in court testimony.
March 26, 2020

Ms. Kirsten Chapman
ICF International
201 Mission Street, Suite 1500
San Francisco, CA 94105

Re: Proposal to Prepare a Traffic Impact Analysis for the Proposed R&D Development at 1075 O’Brien Drive and 20 Kelly Court in Menlo Park, California

Dear Ms. Chapman:

Hexagon Transportation Consultants, Inc. is pleased to submit this proposal to prepare a Traffic Impact Analysis for the proposed research and development (R&D) project at 1075 O’Brien Drive and 20 Kelly Court in Menlo Park, California. The project consists of 116,422 square feet of office/R&D space, 9,869 square feet of restaurant space, and a six-level parking garage, which will replace the existing 53,006 square feet of lab/office/warehouse space on site. The project description will be updated based on the final submittal of the project application. Vehicular access to the project site would be provided by two driveways located at the end of the cul-de-sac on Kelly Court.

Scope of Services

The purpose of the traffic study is to identify any traffic impacts in accordance with City of Menlo Park standards and procedures. It is not anticipated that the project would generate more than 100 peak-hour trips on CMP facilities. Therefore, an analysis in accordance with the C/CAG’s CMP guidelines, as well as a C/CAG checklist, will not be required. The project would only add minimal trips to the freeway ramps, therefore, a freeway ramp analysis would not be necessary. The traffic study will include an analysis of weekday AM and PM peak-hour traffic conditions and will determine the traffic impacts of the proposed project on key intersections in the vicinity of the site. Daily and peak-hour trip generation estimates for the proposed project and the existing use were based on trip rates published in the ITE *Trip Generation Manual, 10th Edition.* After applying trip credits for the existing use, pass-by trip reductions and TDM reductions, the proposed redevelopment project is estimated to generate 88 net new trips during the AM peak hour and 71 net new trips during the PM peak hour (see attached table). Because the R&D component of the project would generate a relatively small number of peak-hour trips, and the proposed restaurant would mainly serve local community, the traffic impact would extend to only a small area in the vicinity of the site. The intersections we propose to study are identified below.

Study Intersections:

1. Willow Road and Bayfront Expressway [Menlo Park]
2. Willow Road and Hamilton Avenue [Menlo Park]
3. Willow Road and Ivy Drive [Menlo Park]
4. Willow Road (SR 114) and O’Brien Drive [Menlo Park]
5. Willow Road and Newbridge Street [Menlo Park]
6. Willow Road and US 101 NB Off-ramp [Menlo Park]
7. Willow Road and SB 101 Off-ramp [Menlo Park]
8. O’Brien Drive and Kavanaugh Drive (unsignalized) [Menlo Park]
In addition, the project’s effect on neighborhood traffic conditions will be evaluated on the street segments identified below.

**Street Segments:**

1. O’Brien Drive between Willow Road and Kavanaugh Drive, and
2. O’Brien Drive between University Avenue and Kavanaugh Drive

The tasks to be included in the traffic analysis are:

1. **Site Reconnaissance.** The physical characteristics of the site and the surrounding roadway network will be reviewed to identify existing roadway cross-sections, intersection lane configurations, traffic control devices, and surrounding land uses.

2. **Observation of Existing Traffic Conditions in the Study Area.** Existing traffic conditions will be observed in the field in order to identify any operational deficiencies and to confirm the accuracy of calculated levels of service.

3. **Data Collection.** Existing weekday AM (7:00 – 9:00 AM) and PM (4:00 – 6:00 PM) peak-hour traffic volumes at the study intersections and existing average daily traffic volumes for the study roadway segments will be obtained from the City of Menlo Park and previous studies with counts conducted in year 2019 or 2020.

4. **Evaluation of Existing Conditions.** Existing traffic conditions will be evaluated based on existing traffic volumes at the study intersections. The existing traffic conditions at the study intersections within the City of Menlo Park will be evaluated using the software VISTRO, which employs the 2010 Highway Capacity Manual (HCM) methodology for intersection analyses. The remaining two study intersections in the City of East Palo Alto will be evaluated using the VISTRO software based on the 2010 Highway Capacity Manual methodology, pending the approval of the City of East Palo Alto. Roadway segment analysis will be based on City of Menlo Park guidelines.

5. **Evaluation of Background Conditions.** Background traffic volumes represent the existing volumes plus the projected volumes from approved developments that have not yet been constructed and occupied. Background traffic volumes will be taken from the 1350 Adams Court traffic study. Intersection levels of service under background conditions will be evaluated.

6. **Project Trip Generation, Distribution, and Assignment.** Estimates of trips to be added to the surrounding roadway network by the proposed R&D development will be based on the trip generation rates recommended by the Institute of Traffic Engineers’ *Trip Generation Manual, 10th Edition.* A 20% transportation demand management (TDM) reduction will be applied in accordance with Menlo Park requirements. This task includes a peer review of the project’s TDM Plan to insure that the 20% trip reduction can be achieved. The trip generation estimate for the proposed project will give credit for the trips generated by the existing buildings on site. The trip generation of the existing buildings will be estimated using ITE rates. The directional distribution of site-generated traffic will be forecast based on the City of Menlo Park Travel Demand Model. The proposed trip generation estimation and project trip distribution patterns will be sent to the City to review.
The site-generated net traffic will be assigned to the roadway network based on the City approved trip generation and distribution pattern. Attached please find the Project Trip Generation Estimates.

7. **Evaluation of Background Plus Project Conditions.** Project-generated traffic will be added to the background condition traffic volumes. Intersection level of service calculations will be conducted to estimate project traffic conditions during the AM and PM peak hours after project completion. Intersection impacts associated with the development of the proposed project will be evaluated relative to background conditions.

8. **Cumulative Conditions.** Hexagon will use the 2040 model run results for the City of Menlo Park General Plan EIR certified in December 2016 to describe operating conditions at the study intersections under cumulative conditions. Volumes will be interpolated for study intersections not included in the model. Hexagon will determine whether the proposed project is included in the existing forecasts. If not, the forecasts will be adjusted to include the proposed project.

9. **VMT Analysis.** The vehicle miles travelled (VMT) associated with the proposed project will be estimated using a manual methodology developed in consultation with City staff. The City is currently updating its TIA guidelines to include VMT analyses to meet SB 743 requirements. Based on the project schedule, the draft EIR will likely be released after July 2020 and will require a VMT analysis that satisfies the new CEQA requirement.

10. **Site Access and On-Site Circulation.** A review of the project site plan will be performed to determine the overall adequacy of the site access and on-site circulation in accordance with generally accepted traffic engineering standards and to identify any access or circulation issues that should be improved. Sight distance will be checked at the project driveways. Parking will be evaluated relative to the City of Menlo Park Parking Code.

11. **Evaluation of Vehicle Queuing.** For selected locations where the project would add a significant number of left-turning vehicles, the adequacy of existing/planned storage at turn pockets will be assessed by means of comparison with expected maximum vehicle queues. Vehicle queues will be estimated using a Poisson probability distribution.

12. **Bicycle, Pedestrian, and Transit Facilities.** A qualitative analysis of the project’s effect on transit service in the area and on bicycle and pedestrian circulation in the study area will be included in the traffic report. Any impacts of the project on the nearby facilities will be identified and improvements recommended to mitigate the impacts.

13. **Description of Impacts and Recommendations.** Based on the results of the VMT analysis, impacts of the site-generated traffic will be identified and described. The results of the level of service calculations will be used to identify the locations and types of necessary improvements or modifications. Improvements could include street widenings, lane additions, changes in lane usage, or modifications to existing traffic signals, which will be consistent with the mitigation measures proposed in the City’s General Plan Update - ConnectMenlo. Improvements could also include improvements to transit, bicycle and pedestrian infrastructure, as well as the development of measures that promote multi-modal travel and reduce the use of single-occupant automobile travel for the purpose of VMT reduction goals.

14. **Meetings.** The fee estimate includes Hexagon staff attendance at three meetings in connection with the project: one staff meeting, one Planning Commission meeting, and
one City Council meeting. Additional meeting attendance would be provided as additional services and will be billed based on staff time plus expenses.

15. **Reports.** Our findings and recommendations will be summarized in the transportation/traffic section in the project’s administrative draft environmental impact report (DEIR). Hexagon will revise the EIR transportation chapter based on City comments for two rounds. Hexagon also will help the team respond to DEIR comments to produce the final EIR.

16. **Additional Services.** Any work not specifically referenced in the above Scope of Services—for example analyzing additional project alternatives, analyzing additional intersections, and attending additional meetings—shall be considered additional services.

**Time of Performance**

Barring any unforeseen delays, an administrative draft traffic analysis report will be submitted approximately six weeks after 1) authorization to proceed, and (2) receipt of new count data. The final traffic report will be delivered one week after receipt of all review comments.

**Cost of Services**

The fee for the scope of services will be based on time and expenses up to a maximum budget of $43,000. This scope/budget assumes that the traffic study for the project located at 1350 Adams Court will be completed first, and this traffic study will use information from that analysis. Should this project come before 1350 Adams Court, or lag significantly behind, the scope and budget may need to be revisited.

We appreciate your consideration of Hexagon Transportation Consultants for this assignment. If you have any questions, please do not hesitate to call.

Sincerely,

HEXAGON TRANSPORTATION CONSULTANTS, INC.

[Signature]

Gary K. Black
President
**Hexagon 2020 Billing Rates**

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<th>Professional Classification</th>
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Direct expenses are billed at actual costs, with the exception of mileage, which is reimbursed at the current rate per mile set by the IRS.

Billing rates shown are effective January 1, 2020 and subject to change January 1, 2021.
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Project Trip Generation Estimates

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Notes:
1. Land Use Code 760: Research and Development Center (average rates, expressed in trips per 1,000 s.f. gross floor area)
2. A 15% trip reduction was assumed to account for internal capture and external walking, biking, and transit trips due to mixed-use development and local area characteristics. The 15% trip reduction was applied to the smaller trip generator. The same number of trips were then subtracted from the larger trip generator to account for both trip ends.
3. Land Use Code 932: High-Turnover (Sit-Down) Restaurant (average rates, expressed in trips per 1,000 s.f. gross floor area)
5. Land Use Code 150: Warehousing (average rates, expressed in trips per 1,000 s.f. gross floor area)
## Attachment C. 1075 O'Brien Court Project CEQA Review

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<th>Task</th>
<th>Description</th>
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<th>Other Direct Costs</th>
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**Subtotal:** $32,527.4

**Markup:** $780.0

**Labor:** $16,380.0

**Total:** $49,650.4

**Attachment C. 1075 O'Brien Court Project CEQA Review**

**Project Director:** Erin

**Manager:** Kirsten

**Sr. Consultant:** Kevin

**Analyst:** Kisten

**Project Manager:** Megan

**Historic:** Leo

**Ecology:** Lisa

**Environmental:** Matt

**Graphics:** Nathan

**Production:** Rebecca

**Biology:** Stephen

**Archaeology:** Dana

**Noise:** Brian

**Noise Historian:** Alan

**Noise Sr.:** John

**I Proj. Manager:** Greg

**Consultant:** Mathis

**I Assoc. Consultant:** Sabine

**II Sr.:** Kari

**II Mng:** Harley

**III Mng:** Yukanna

**III r:** William

**IV r:** Carolin

**VBA:** Dwight

**VBA II:** Larry

**EA:** John

**EAP:** Laura

**CPA:**kitra

**CEQA:** Katrina

**Transportation:** Finola

**Housing:** William

**Needs:** Cory

**Consult:** Caroline

**Consultant:** Erin

**Consultant:** Kirsten

**Consultant:** Leo

**Consultant:** Elizabeth

**Consultant:** David

**Consultant:** Ben

**Consultant:** John

**Consultant:** Brian

**Consultant:** Steve

**Consultant:** Mark

**Consultant:** Sam

**Consultant:** Lou

**Consultant:** Mathis

**Consultant:** Sabine

**Consultant:** Kari

**Consultant:** Harley

**Consultant:** Yukanna

**Consultant:** William

**Consultant:** Carolin

**Consultant:** Dwight

**Consultant:** Larry

**Consultant:** John

**Assoc. Consultant:** Firth