AGREEMENT WITH INDEPENDENT CONTRACTOR

Contractor Name and Address
PlaceWorks
1625 Shattuck Avenue, Suite 300
Berkeley, CA 94709
(510) 848-3815

Contractor: Upon completion of work or agreed-upon work periods, mail invoice with above Agreement Number to:
Department: City of Menlo Park, Planning Division
Attention: Justin Murphy
Address: 701 Laurel Street
City, State, Zip: Menlo Park, CA 94025

It is agreed between the City of Menlo Park, California, and PlaceWorks (Contractor) as follows:

1. Services to be performed by Contractor. In consideration of the payments hereinafter set forth, Contractor shall perform services for City in accordance with terms, conditions and specifications set forth herein and in Exhibit "A" attached hereto for the City of Menlo Park.

2. Contract Term. The term of this agreement shall be from June 18, 2014 to December 31, 2016 unless terminated earlier by the City.

3. Payments. In consideration of the services rendered in accordance with all terms, conditions and specifications set forth herein and in Exhibit "A," City shall make payment to Contractor in the manner specified herein and in Exhibit "A." In the event that the City makes any advance payments, Contractor agrees to refund any amounts in excess of the amount owed by the City at the time of contract termination. The City reserves the right to withhold payment if the City determines that the quantity or quality of the work performed is unacceptable. In no event shall total payment for services under this agreement exceed $1,499,559.00.

4. Relationship of the Parties. Contractor agrees and understands that the work/services performed under this agreement are performed as an Independent Contractor and not as an employee of the City and that Contractor acquires none of the rights, privileges, powers or advantages of City employees.

5. Hold Harmless. Contractor agrees to indemnify and defend City, its employees, and agents, from any and all claims, damages, and liability in any way occasioned by or arising out of the contractor's negligent performance of this agreement.

6. Non-assignability. Contractor shall not assign this Agreement or any portion thereof to a third party without the prior written consent of City, and any attempted assignment without such prior written consent in violation of this Section shall automatically terminate this Agreement.

7. Termination of Agreement. The City may, at any time after ten days from execution of Agreement, terminate this Agreement, in whole or in part, for the convenience of City, by giving written notice specifying the effective date and scope of such termination. In the event of termination, all finished or unfinished documents, data, studies, maps, photographs, reports, and materials (hereinafter referred to as materials) prepared by Contractor under this Agreement shall become the property of the City and shall be promptly delivered to the City. Upon termination, the Contractor may make and retain a copy of such materials. Contractor shall be entitled to receive payment for work/services provided prior to termination of the Agreement. Such payment shall be that portion of the full payment which is determined by comparing the work/services completed to the work/services required by the Agreement.

8. Insurance. During the term of this agreement, Contractor shall maintain, with limits no less than One Million Dollars ($1,000,000), the following: (a) Commercial General Liability on an "occurrence" basis, including personal injury, accidental death and property damage; (b) Automobile Liability; (c) Workers' Compensation Insurance as required by the Labor Code of the State of California and Employer's Liability Insurance; and (d) Professional Liability, protecting against claims arising out of negligent acts, errors or omissions of Contractor or any sub-contractor. Contractor shall provide the City with acceptable evidence of coverage, including a copy of all declarations of coverage exclusions. The City shall be named as additional insured on any such insurance policies.

9. Payment of Permits/Licenses. Contractor shall obtain any license, permit, or approval if necessary from any agency whatsoever for the work/services to be performed, at his/her own expense, prior to commencement of said work/services or forfeit any right to compensation under this Agreement.

10. Non-Discrimination. No person shall illegally be excluded from participation in, denied the benefits of, or be subjected to discrimination under this Agreement on account of their race, sex, color, national origin, religion, age, or disability. Contractor shall ensure full equal employment opportunity for all employees under this Agreement.

11. Retention of Records. Contractor shall maintain all required records for three years after the City makes final payment and all other pending matters are closed, and shall be subject to the examination and /or audit of the City, a federal agency, and the state of California.

12. Merger Clause. This Agreement, including Exhibit "A" attached hereto and incorporated herein by reference, constitutes the sole Agreement of the parties hereto and correctly states the rights, duties, and obligations of each party as of this document's date. Any prior agreement, promises, negotiations, or representations between the parties not
expressly stated in this document are not binding. All subsequent modifications shall be in writing and signed by the City. In the event of a conflict between the terms, conditions, or specifications set forth herein and those in Exhibit "A" attached hereto, the terms, conditions, or specifications set forth herein shall prevail.

THIS CONTRACT IS NOT VALID UNTIL SIGNED BY BOTH PARTIES

[Signature] 6.30.14 [Signature] 7.8.14
Contractor's Signature Date Date
Alex D. McIntyre, City Manager

95-2475827
Contractor's Tax I.D. Number or Social Security Number

Contractor - Please complete the following:

Are you or is your firm a Disadvantaged Business Enterprise (DBE)? Yes ____ No ____

A DBE is a firm that is at least 51% owned and controlled by a minority person, including a woman (regardless of her race or ethnicity).

If yes, please check the appropriate DBE category: Latino ____ Asian & Pacific Islanders ____ African American ____ Woman ____

ATTEST:

[Signature]
Pamela Aguilar, City Clerk

7.8.14
Date
This Work Program describes the scope of services that the PlaceWorks team will provide for the Menlo Park General Plan (Land Use and Circulation) Update and M-2 Area Zoning Update. The project tasks are presented in the order listed in the Request for Proposals, and the Environmental Review tasks are blended into a format that ensures compliance with the California Environmental Quality Act. The schedule at the end of this Scope of Services shows the chronological order of project tasks.

The chart below shows the firms that comprise the consultant team and the key personnel involved in the project. The table on the next page lists the project tasks detailed in this scope of services.
## Task 1: Project Start-Up and Background Material Review

### 1.1 Review Background Information

PlaceWorks will review background materials for the project, including the:
- Existing General Plan Elements
- 1994 General Plan EIR
- Housing Element and General Plan Consistency Update Environmental Assessment
- Zoning Ordinance and Commercial Zoning Ordinance Update
- Recent project specific EIRs
- El Camino Real/Downtown Specific Plan
- Community Engagement Model
- Comprehensive Bicycle Plan
- Climate Action Plan, as Updated in 2014
- Urban Water Management Plans
- Transportation Impact Analysis (TIA) Guidelines
- Willow Business Area Charrette
- 5-Year Capital Improvement Plan
- San Francisco Bay Municipal Regional Stormwater Permit
- Other relevant planning and environmental review documents

We also will study the @Home and SAFER Bay efforts to gain a deeper sense of the Menlo Park community.
1.2 Assemble GIS Data and Prepare Base Map

PlaceWorks will work with the City to obtain existing City GIS data and review City mapping protocol and requirements. PlaceWorks will use ArcView-compatible shapefiles and/or geodatabases from the City for the development of the project’s base map and subsequent thematic maps. All maps will be produced in ArcView and exported in PDF format, and will identify the City boundary, Sphere of Influence, and Planning Area. After creating the initial base map, PlaceWorks will provide a copy to the City for review and approval prior to use for subsequent mapping work. At the conclusion of the project, PlaceWorks will provide a CD to the City containing all original data as well as project-specific data layers modified or created by PlaceWorks, along with pertinent metadata documentation. Online-accessible versions of the maps will utilize KML format for ease of interface and navigation by the public.

1.3 Kick-Off Meeting and City Tour

PlaceWorks will meet with City staff to begin the project; identify the project goals, opportunities, and constraints; and refine roles and responsibilities and expectations for schedule, process, and work products. At this meeting, we will review existing background data and identify ways in which City staff and PlaceWorks can most effectively work together as a team, including possible opportunities to streamline the process and implementation. The meeting will provide an opportunity to refine the work program and make any needed changes to the scope of services. We will also discuss how the General Plan and M-2 Area Zoning Update and EIR processes will be integrated and coordinated with other ongoing initiatives, such as the Urban Water Management Plan and South Bay Salt Pond Restoration project.

PlaceWorks will discuss the public engagement strategy with City staff to ensure that a diverse group of community members and organizations participate in the General Plan and Zoning Update process in a meaningful way through the use of the project’s online presence, innovative graphics, and multiple means of input.

As part of this initial kick-off meeting, City staff and the PlaceWorks team will tour Menlo Park to identify and photograph existing conditions at key locations in the city. We will visit areas of the city that will be subject to special attention in the General Plan Update, including the area covered by the M-2 Zoning Update, areas affected by sea level rise, traffic congestion, or impacted by the recently completed Housing Element, the El Camino Real/Downtown Specific Plan, or other recent planning efforts.

Task 2. M-2 Area and General Plan Visioning

PlaceWorks will create and conduct an innovative, detailed, and focused program to ensure broad public participation in the General Plan and M-2 Area Update process. This program will engage the community through public meetings, workshops, focus groups, and other methods to share and receive information from the public.

2.1 Kick-Off Event – Community Workshop 1: Guiding Principles

Public involvement in the project will begin with a community workshop that encourages all Menlo Park community members to share their visions for the city and the M-2 Area in
particular. The workshop will include interactive visioning exercises that encourage participation, brainstorming, and meaningful dialogue about the future of Menlo Park.

PlaceWorks will prepare materials in English and Spanish to promote the workshop as well as Workshops 2, 3, and 4, and events and participation opportunities throughout the General Plan and M-2 Area Zoning Update. Materials will include email and text message updates, fliers and posters, newspapers ads, and posting to a variety of outlets, including Menlo Focus and the City's website, Twitter feed, Facebook page and Open Town Hall service. Draft materials will be provided for City staff review before producing final versions.

Each of Workshops 1, 2, and 3 will be held once at a key location in the M-2 Area and repeated at another place in Menlo Park. Workshop 1 will be designed to gather information regarding the community's vision for the future and issues to be addressed in the updates, to be established in the form of Guiding Principles.

The workshop is expected to begin with an icebreaker exercise for participants as they enter and sign in. For example, participants may be asked to post cards on which they list things they love about Menlo Park and, separately, features they wish Menlo Park had (which the PlaceWorks team could then highlight to help suggest common themes for the Guiding Principles).

Following introductions of and welcome by City officials, PlaceWorks senior staff will offer a brief presentation about the General Plan and M-2 Area Zoning Update and why it is important, and answer questions about the update process. Participants will then assemble in small groups facilitated by PlaceWorks staff to craft suggestions for the Guiding Principles that will lead to General Plan goals, policies, and programs, as well as updated Zoning Ordinance provisions. The Guiding Principles will address issues such as jobs and economy, public health, resource preservation, and circulation, mobility, and transportation. The small groups will report their ideas to the full assembly, and PlaceWorks staff will then summarize the areas of similarity among the suggestions.

Following the workshop, PlaceWorks will compile, consolidate and post the suggested Guiding Principles online for additional public input, before refining and presenting them at a General Plan Advisory Committee Meeting (See Section 2.8) for the Committee’s review and recommendation to the Planning Commission and City Council for acceptance.

2.2 Educational Speaker Series

Following the kick-off workshop, PlaceWorks will coordinate two symposia with multiple speakers to provide stakeholders of the General Plan and M-2 Zoning Update an opportunity to gain a better understanding of the topics addressed during the project and best practices in these areas.

Symposium 1 will involve a detailed discussion of key issues and opportunities relating to sustainability, growth management, and appropriate development and design in Menlo Park. Expert practitioners will offer a broad perspective on successful growth management strategies from a variety of places.

Symposium 2 will address traffic, transportation, circulation, and mobility. It will include a description of case studies to be performed by the PlaceWorks team in Menlo Park to
increase understanding of the various ways to measure traffic impacts, including conventional intersection Level of Service (LOS), roadway segment LOS, and Multi-Modal LOS, and offer guidance on which may be best suited for Menlo Park.

2.3 Community Workshops 2 and 3

a. Community Workshop 2: Alternatives

Community Workshop 2 will build on the Guiding Principles, input from the mobile workshops (see Section 2.4), interviews with City officials, stakeholders, and property owners (see Sections 2.5, 2.6, 2.11, and 2.13), and feedback received through the variety of multimedia outlets. Through discussions with City staff and public review by the General Plan Advisory Committee, the Planning Commission, and the City Council, the PlaceWorks team will synthesize all of this input into three distinct draft alternatives for future land use and circulation in the M-2 Area. Each of the alternatives will conform to the Guiding Principles, but they may differ in locations, and types and intensity of future land uses.

As at Workshop 1, participants will assemble in small, facilitated groups, this time with the charge of examining the alternatives to determine which they prefer and why, and whether that preference includes any modifications to the draft alternatives as initially presented. As with Workshop 1, groups will report their findings to the full assembly, and PlaceWorks staff will coalesce and post the results online for additional comment. The online posting is expected to include a new tool being developed for this project (at no cost to the City) that will allow online users to view the potential development associated with each alternative in both two- and three-dimensional formats with a variety of indicators that will assist viewers in comparing and determining which features of the alternatives they may or may not prefer.

b. Community Workshop 3: Preferred Alternative

Based on the results of Workshop 2 and additional community online consultation, PlaceWorks will frame a Preferred Alternative to present to City staff for refinement, and then for public review by the General Plan Advisory Committee, the Planning Commission, and the City Council. The purpose of Workshop 3 will be to present the Draft Preferred Alternative to the public for additional comments before seeking formal approval by the City.

The format for Workshop 3 will be left open for agreement among the PlaceWorks team and City representatives, but one option is to have a series of stations depicting key areas of change and preservation by subject, such as transportation network, natural resources, and commercial activity areas. Workshop 3 and its online complement will gather detailed input to assist City officials in directing staff and consultants to finalize the Preferred Alternative so that drafting can occur of supporting General Plan goals, policies, and programs and Zoning Ordinance regulations to implement those. (The PlaceWorks team will begin drafting preliminary General Plan provisions prior to Workshop 3, and discussing them with the General Plan Advisory Committee, in order to expedite City review following approval of the Preferred Alternative.)

2.4 Mobile Workshops

PlaceWorks will hold two separate mobile workshops, one focused on learning from existing conditions within Menlo Park, the other from examples in nearby communities.
These workshops will be open to the public, and General Plan Advisory Committee Members will be encouraged to attend. Principals and other senior level team staff will offer narration during travel and lead interactive discussions on the ground at each site. To add to the draw and enjoyment for participants, we plan to use a double-decker bus with an open-air top deck and microphone functionality so all can hear the narration.

The tours will build on lessons learned and topics covered in the Speaker Series and allow participants to see first-hand examples of projects that have worked well in Menlo Park and the region. Cameras will be available, and participants will be encouraged to take photographs and offer brief descriptions of the significance of the scenes depicted. As appropriate, we will also use these photos in presentations as the project progresses to illustrate ideas raised by community members. The findings of the tours will be incorporated into the summary of Community Workshop 2.

a. Tour of Key Areas in Menlo Park

In collaboration with City staff, PlaceWorks will design an efficient, three-hour bus tour with stops at locations in the M-2 Area, the El Camino Real/Downtown area, and several other sites in Menlo Park that present pressing land use, circulation, or other issues to be addressed in the General Plan and M-2 Area Zoning Update.

PlaceWorks will provide an online survey and tour for those who cannot attend the Mobile Workshops. Participants can download the tour route and go on a self-guided tour to record observations at their own convenience and respond to place-based questions about circulation, land use, and character. The survey will include a map of the Plan Area for participants to mark specific locations.

b. Tour of Nearby Areas

PlaceWorks will also coordinate a three-hour tour of nearby employment districts/business parks to investigate best practices that could be appropriate for Menlo Park. Emphasis will be placed on comparing varying examples of design, infrastructure, and mobility treatments and options. Candidate locations include the North Bayshore area of Mountain View and Peery Park in Sunnyvale.

2.5 Focus Groups

Following the Mobile Workshops, PlaceWorks will facilitate two focus group meetings with Menlo Park community members that correspond to the symposia topics of (1) growth management and (2) circulation. These group meetings will provide participants with opportunities to hear about the decisions the City is weighing and provide detailed feedback about issues the community is facing. The PlaceWorks team will coordinate the focus groups during the same time period as Stakeholder Interviews (see Section 2.6) and the M-2 Area Property Owner Interviews (see Section 2.13).

2.6 Stakeholder Interviews

PlaceWorks will conduct a series of small roundtable interviews with groups of stakeholders to gather information about key issues for the General Plan and M-2 Area Zoning Update. These groups will likely include business owners, commercial developers, real estate brokers, housing developers, housing advocates, and environmental organizations.
2.7 Survey

To obtain feedback from community members who do not attend in-person meetings, PlaceWorks will create an online survey to help identify the most important issues for the General Plan Update. This survey will be used to compile input on what community members value most about Menlo Park and changes they would like to see in the community over time. The format of the survey will allow easy incorporation of the findings into Community Workshop 2.

2.8 General Plan Advisory Committee

PlaceWorks will attend a series of eight General Plan Advisory Committee (GPAC) meetings through the life of the project. The City may wish to hold additional GPAC meetings to achieve interim progress at times when a work product is not being presented and guidance to the consultant team can occur efficiently without our attendance. Prior to each GPAC meeting we attend, PlaceWorks will assist City staff in preparing the agenda and packet materials.

The GPAC will consist of 11 members (with no alternates) appointed by the City Council: two City Council members, three Menlo Park community members, and one member from and nominated by each of the following six City commissions: Bicycle, Environmental Quality, Housing, Parks and Recreation, Planning, and Transportation. Community members who have multiple interests (i.e., business owner, alternative transportation user, neighborhood group leader, etc.) are usually effective choices to fill the at-large positions. This membership will allow commission appointees to report back to their groups efficiently and ensure that a wide range of the community is well represented.

As the GPAC meetings are strategically scheduled to advance key work products to the Planning Commission and City Council, the Committee will focus on guiding the consultant team and City staff in the preparation and refinement of Alternatives. (The Committee is not authorized to modify the update process approved by the City Council.)

The GPAC meetings are organized as follows:
1. Establish relationship with staff/consultant team; clarify roles and responsibilities; review materials for Workshop 1
2. Review findings from Interviews, Symposia, and Mobile workshops
3. Review materials for Workshop 2 – Alternatives
4. Review findings from Workshop 2 and recommend modifications
5. Review materials for Workshop 3 – Preferred Alternative
6. Review findings from Workshop 3 and recommend modifications
7. Review Draft General Plan Goals, Policies, and Implementing Programs and recommend modifications; review Consistency Analysis for the Open Space/Conservation, Noise, and Safety Elements; review preliminary updated Zoning Ordinance provisions
8. Review revised Draft General Plan Goals, Policies, and Implementing Programs, and recommend modifications; review draft updated Zoning Ordinance provisions

One of the functions of the General Plan Advisory Committee will be to serve as ambassadors to the community and communicate information about the General Plan and M-2 Area Update to other Menlo Park community members. To facilitate this
outreach, PlaceWorks will provide GPAC members with materials inviting public participation to hand out to neighbors, family, friends, and co-workers.

2.9 Digital Engagement

a. Project Website

PlaceWorks will create a website for the General Plan and M-2 Area Zoning Update. The website will offer a variety of information about the project, including a description of the public participation process, meeting dates, and project updates as major milestones are achieved. The website will also include information about community meetings, GPAC meetings, and Planning Commission and City Council Hearings and Study Sessions. Project documents available to the public will be posted in PDF format.

b. Online Tools

As one component of the project website, PlaceWorks will establish multiple means for community members to connect with the project whenever, wherever, and however they choose; encourage them to remain involved; and inspire them to invite other community members to get involved.

PlaceWorks will design and implement a simple, compelling message that invites people to participate in the project via short urls, QR codes, and SMS phone numbers that point to a page where community members can subscribe using email, text phone numbers, and/or social media accounts via single sign-on buttons.

Once participants have subscribed, they will receive three types of topic-specific messages drafted and distributed by PlaceWorks, upon approval by the City, including:

■ Invitations to participate in online exercises and face-to-face workshops (frequently designed to be concurrent).

■ Announcements of significant updates to topics in progress.

■ Closeout announcements, which describe decisions made or actions taken as a result of the public input, as well as next steps. By describing how public input was incorporated into the decision process, participants will be encouraged to remain engaged with the project, and to invite others to become involved. Standard social media share buttons will enable participants to send invites with a single click.

c. Mobile App

PlaceWorks will provide an app that can run on all mobile devices that will be a tool for both grassroots information gathering from the community as well as outreach to the public. The app will be a useful, interactive tool that citizens can download onto a smartphone or handheld device to use when on the go. Functionality of the app will be customized to best serve different stages of the update process.

The app will recognize the location of the user and enable uploading of photos, comments, and ideas for inclusion in the project on the spot. Digital outreach will encourage people to use the app to post examples of places/conditions that they want to see addressed using geo-referencing. Examples can then be identified on maps and accompanied by photos and detailed descriptions. These posts will build a collection of community preferences for land use, urban design, streetscape, transportation, and environmental treatments. Subscribers will also receive notices and updates about
workshops and project milestones, as well as be able to make comments and provide feedback.

2.10 Newsletter

PlaceWorks will prepare up to four newsletters to provide the public with information on the General Plan and M-2 Area Zoning Update and related project tasks. Newsletters will be formatted for electronic transmittal and posting, and can be designed for printing by the City on one folded 11” x 17” page (four faces when folded).

2.11 City Council Outreach

a. Council Member Interviews

At the outset of the General Plan and M-2 Area Zoning Update process, senior staff from the PlaceWorks team will meet one-on-one with the Mayor and each of the Council Members to hear their individual hopes and concerns for the process and the issues they believe the project should address. In addition, we will request their advice on reaching a cross-section of their constituents and enlist their support in raising awareness within the community about the project and the visioning process. City staff also will frequently update the City Council subcommittee for the project, which can then inform the full Council periodically.

b. Regular Meetings and Study Sessions

The PlaceWorks team will be available to attend ten meetings involving the City Council and/or Planning Commission. Of the nine meetings shown on the project schedule, (and another may be added by the City as needed), the City Council will be involved in the following:

1. Study Session with the Planning Commission to provide guidance regarding drafting of alternatives
2. Study Session with the Planning Commission to provide guidance regarding GPAC recommended alternatives
3. Joint meeting with the Planning Commission to accept the preferred alternative
5. Regular meeting to review Draft General Plan and Zoning Ordinance Updates
9. Consideration of EIR Certification and Approval of the General Plan (Land Use and Circulation) and M-2 Area Zoning Update

Although the project schedule calls for consultant attendance only for City Council and Planning Commission involvement at decision-making steps in the process, City staff will need to update the Council and Planning Commission more frequently. Accordingly, the PlaceWorks team expects to support City staff efforts to prepare for any interim meetings or updates.

2.12 Commission Outreach

a. Planning Commission Meetings

Senior staff of the PlaceWorks team will attend three Planning Commission regular meetings as shown on the project schedule within the total of 10 meetings specified in Section 2.11 b, as follows

1. Study Session with the City Council to provide guidance regarding drafting of alternatives
2. Study Session with the City Council to provide guidance regarding GPAC recommended alternatives
3. Joint meeting with the City Council to accept the preferred alternative
4. Recommendation to the City Council regarding Draft General Plan and Zoning Ordinance Updates
6. EIR Scoping
7. Provide comments on the EIR
8. Recommendation to the City Council regarding EIR Certification and Project Approval

b. Other Commissions
The inclusion of liaison members on the GPAC from the Bicycle, Environmental Quality, Housing, Parks and Recreation, and Transportation Commissions will allow for regular updates to those commissions without creating additional process that might confuse the roles of those commissions versus that of the Planning Commission in the General Plan and M-2 Area Zoning Update process.

2.13 Discussion and Coordination with Major M-2 Property Owners
Understanding and addressing the needs of the Bohannon Organization, Facebook, Prologis, TE, and Tarlton Properties/Menlo Business Park will be vital to the success of the General Plan and M-2 Area Zoning Update process. Not only do these five entities own about two-thirds of M-2 Area land, but they also collectively represent a major part of Menlo Park’s growing positive image as a great place to do business and be employed, both inside and outside the city. Senior members of the PlaceWorks team will first meet with the major M-2 property owners individually, determine a set of commonalities among them, and then meet with them as a group to confirm an accurate understanding of their interests, and finally provide a summary report of the discussions to compile with the public input materials that will guide the visioning process and the refinement of the Guiding Principles.


3.1 Circulation Element Update
a. Existing Conditions Report
i. Existing Intersection Usage and Level of Service
TKM will work with City staff to determine the list of study intersections that will be included in the Level of Service (LOS) analysis. TKM will conduct morning and evening peak hour intersection LOS analysis based on updated traffic counts provided by the City, conducted in the fall of 2014. Based on feedback regarding case studies presented during the Educational Speaker Series, Nelson\Nygaard will recommend whether and where use of Multi-Modal LOS (MMLOS) may be appropriate. The case studies will evaluate two intersections and two roadway segments using a variety of metrics to provide a comparison necessary to understand the trade-offs of the different methods.
ii. Existing Roadway Usage and Level of Service

TJKM will work with City staff to determine the list of roadway/freeway segments that will be included in the LOS analysis. TJKM will conduct the roadway/freeway segment LOS analysis based on updated average daily traffic counts provided by the City, conducted in the fall of 2014.

iii. Existing Transit Lines

Nelson\Nygaard will collect information on all existing public and private transit options in the City (i.e., stop locations, frequency of service, etc.) and prepare a color map showing bus, shuttle, and train routes within the City. Nelson\Nygaard will work with City staff to determine existing issues and constraints of existing transit routes.

iv. Existing Pedestrian and Bicycle Facilities

Nelson\Nygaard will prepare a map showing existing Class I, II, and III bikeways and will qualitatively describe the pedestrian and bicycle circulation conditions within the city limits, and other routes used by community members, such as Ringwood Avenue between Middlefield Road and Bay Road.

v. Document Existing Conditions

Nelson\Nygaard and TJKM will document existing street traffic, transit, pedestrian, and bicycle conditions. LOS analysis will be conducted for weekday AM and PM peak hour for study intersections using the updated Vistro City Circulation System Assessment Model. Existing regional travel patterns, including travel to, from and through the city will be summarized based on the refined Santa Clara Valley Transportation Authority (VTA)/City/County Association of Governments (CCAG) model.

b. VTA/CCAG Model Update and Forecasting Model Development

TJKM will work closely with City staff, City/County Association of Governments (CCAG) staff, and the VTA model consultant to refine the updated CCAG model, which has consistent land use with Plan Bay Area and will be released around October 2014. This process will coincide with the ongoing update of the CCAG/VTA model, expected to be completed in December 2014. The model refinement work will focus on developing the following:

- Update/Refine Traffic Analysis Zones. TJKM will evaluate the Traffic Analysis Zone (TAZ) boundaries of the CCAG model within the City of Menlo Park and determine the refinement needed for General Plan and M-2 Area Zoning Update project purposes. If any TAZ boundary changes are needed, TJKM will provide the information to CCAG staff.
- Update/Refine Land Use Data. TJKM will evaluate the latest land use data in the CCAG model in the City of Menlo Park and compare it with the proposed General Plan and M-2 Area Zoning Update to determine the refinement needed for the land use data update purposes. TJKM will provide this information to CCAG staff.
- Update/Refine Roadway Network. TJKM will review the roadway network in the CCAG model including the number of lanes, capacities, speeds, and facility types in the city area, as indicated in future plans for the city. TJKM does not anticipate any refinement will be needed for the roadway network, but if needed, TJKM will provide that information to CCAG staff.
- Non-Auto Travel. Develop forecasting methods for non-auto travel.
Trip Distribution Patterns. Develop methodology/assumptions for trip distribution patterns to refine or replace the Circulation System Assessment-survery based data.

Vehicle Miles Traveled. Develop a standard process for calculating vehicle miles traveled (VMT).

Determine Growth Rate. TJKM will determine an annual compound growth rate or other appropriate forecasting method for the City’s Circulation System Assessment Model use, based on the travel demand from the refined VTA/CCAG Travel Demand Model.

c. Menlo Park Circulation System Assessment Model Update
TJKM will work with City staff to confirm the pending/approved projects that will be included in the model.

TJKM will update the City’s Circulation System Assessment Model based on the Vistro model currently being prepared for the SRI Campus Modernization project. The City will provide the current model for TJKM’s use and updating as part of this task. The model will include the following scenarios:

Existing Conditions.

Near-Term 2016 Conditions. The annual compound growth rate or other appropriate forecasting method developed from the refined VTA/CCAG model is assumed for the increase in the traffic volumes within 2 years; in addition, this scenario adds traffic generated by the pending/approved projects within Menlo Park.

Near-Term 2016 + M-2 Zoning Update Conditions. This scenario adds traffic volumes generated by the new M-2 Area to the previous scenario.

Cumulative 2040 Conditions. The annual compound growth rate or other appropriate forecasting method developed from the refined VTA/CCAG model is assumed for the increase in the traffic volumes within 26 years; in addition, this scenario adds traffic generated by the pending/approved projects within Menlo Park.

Cumulative 2040 + M-2 Zoning Update Conditions. This scenario adds traffic volumes generated by the M-2 Zoning Update to the previous scenario.

d. Traffic Projections
Nelson\Nygaard and TJKM will prepare traffic projections for Near-Term 2016 conditions, as well as Near-Term 2016 plus M-2 Zoning Update Conditions, using the updated City’s Circulation System Assessment Model.

e. 2040 Circulation Network Assessment
TJKM will assess future year circulation networks for deficiencies using the updated City Circulation System Assessment Model.

f. Plan Line Evaluation and Future ROW Extension/Widening Assessment
TJKM will review the current paper files of Plan Lines and identify those outdated and no longer necessary versus those needed to create missing connections or accommodate desired improvements. TJKM will also assess the current paper files of Future Reserved right-of-way and suggest other locations in the City where future rights-of-way may be needed.
g. Comprehensive Bicycle and Pedestrian Plan Assessment
Nelson\Nygaard will assess the Comprehensive Bicycle Development Plan, the Sidewalk Master Plan, El Camino Real/Downtown Specific Plan, and other relevant County and Regional bike, pedestrian and trail plans relevant to Menlo Park, and include recommendations for updating the City’s Bicycle Plan and developing a Pedestrian Plan as an implementation program.

h. Comprehensive Regional Transit Plan Assessment
Nelson\Nygaard will estimate the growth in transit ridership demand within the City based on the General Plan and M-2 Area Zoning Update. Transit ridership changes will be discussed qualitatively and compared to transit capacity. Based on these, Nelson\Nygaard will develop recommendations for the City’s future transit network, including potential expansion of the City’s Shuttle Program and integration with Dumbarton Rail, Caltrain electrification, and High Speed Rail, consistent with the City’s expressed goals and policies for each system.

i. Intersection Operational Analysis
TIKM will assess detailed right-of-way needs at up to 10 signalized intersections to account for existing deficiencies in lane geometry and alignment, as well as future operating needs. This task will consider future vehicle and bicycle and pedestrian facility needs, peak hour queuing, and turning lane lengths, as well as intersection jurisdiction, control and maintenance. The analysis will be based on the multi-modal analysis method that the City decides to use. Example intersections to be evaluated include:

- Laurel Street/Ravenswood Avenue
- Willow Road/Gilbert Street
- Bay Road/Marsh Road
- Sand Hill Road/Sand Hill Circle
- Willow Road/Newbridge Street
- Marsh Road/Bohannon Drive-Florence Street
- Middlefield Road/Ravenswood Avenue
- Middlefield Road/Willow Road

j. Right-of-Way Data Preparation
TIKM will prepare right-of-way data (e.g., back of right-of-way, inside curb, outside curb, etc.) and cross-sections for any potential transportation improvements (bike lanes and/or sidewalks) along the following corridors:

- Marsh Road from Bay Road to Bayfront Expressway
- Chilco Street from Bayfront Expressway to the Dumbarton Rail Corridor
- O’Brien Drive from Willow Road to University Avenue
- Willow Road from Bay Road to O’Keefe Street
- Middlefield Road from Willow Road to Palo Alto Avenue

k. Update to Goals, Policies and Programs
Nelson\Nygaard will draft updated policies for the Circulation Element that will address, (among other subjects) mobility strategies, Transportation Impact Assessment requirements, Complete Streets, Transportation Demand Management, and Traffic Management.

It is important to note that a Complete Streets approach—in which bicycle, pedestrian and transit usage are considered in evaluating the effectiveness and performance of a
street or intersection – does not assume that all modes of travel can be well accommodated on every street, nor that sidewalks are appropriate in residential neighborhoods where they do not currently exist.

I. Implementation Program Assessment and Recommendations

Nelson\Nygaard will develop a list of proposed circulation network improvements for evaluation concurrently with development of land use alternatives for incorporation into the travel demand forecasting and operational assessment. Nelson\Nygaard will examine the need for physical improvements (such as future ROW modifications), service improvements (such as transit service or TDM programs), and/or regulatory changes (such as changes to parking standards) and provide a summary description of needed improvements and implementation mechanisms for updating the 2009 Transportation Impact Fee Nexus Study as an implementation program. Nelson\Nygaard will collaborate with the project team to provide recommendations concerning development of a Transportation Management Association (TMA) Policy and Implementation Program for up to two (2) geographic areas within the City.

m. M-2 Area Parking Policies and Requirements

Nelson\Nygaard will evaluate current off-street and on-street parking policies and requirements in the M-2 Area as it relates to providing an appropriate supply of parking and regulating the intensity of land uses. The parking impacts associated with the M-2 Area Zoning Update will be discussed qualitatively based on the proposed parking requirements.

n. Circulation Diagram

Nelson\Nygaard will develop an updated Circulation Plan diagram and associated Roadway Classification System, with the option upon City approval of substituting a Street Typology Map for the traditional diagram based on feedback including public input from Symposium 2 and the Circulation Focus Group meeting. In addition, recommended bicycle, pedestrian, and transit maps will be developed.

3.2 Land Use Element Update

a. Existing Conditions Analysis

Informed by the Visioning phase of the project and Existing Conditions work, PlaceWorks will review the existing Land Use Element and note the major changes and shifts that have occurred over the past years. PlaceWorks will review the type, location, and intensity of land uses in Menlo Park today and summarize them. PlaceWorks will analyze recent land use patterns, land use conflicts and compatibility issues, and development trends in the City.

PlaceWorks will prepare a Land Use Existing Conditions Report that includes:
- An assessment of the status of current Land Use Element implementing programs
- A summary of progress and growth since the 1994 Land Use Element was adopted
- A land use inventory, with development and land use projections that will inform and appear in the EIR (but will not be listed in the updated Land Use Element so as not to render it static)
- Identification of locations in the M-2 Area (and nowhere else in the city) where alternative land use and growth scenarios may be considered
b. Goals
PlaceWorks will apply the Guiding Principles to update the goals related to land use to reflect the community input from Task 2 and integrate them into the Administrative, Draft and Final Land Use Element Update.

c. Policies
PlaceWorks will draft policies related to land use as appropriate to integrate them into the Administrative, Draft and Final Land Use Element Update. PlaceWorks will identify recommendations and policies in response to legislative and legal changes that have occurred since the 1994 General Plan adoption and ensure that the updated Land Use Element adheres to current laws and legislation. PlaceWorks will analyze emerging factors in Menlo Park that need to be addressed and will provide recommendations for integrating these factors into the Land Use Element Update. These factors will include potential effects of climate change (e.g., sea level rise, water availability), transition to renewable energy provision, enhancement of urban forestry, changes in workplace and commuting attributes, clean and sustainable business needs, and healthy lifestyle attributes, as well as many others expected to be identified as community preferences during the Visioning process.

d. Implementing Programs
PlaceWorks will assess issues that impact the success of implementation programs and will provide strategies to resolve them and expedite implementation. PlaceWorks will identify strategies for streamlining City processes. Our recommendations and strategies will be integrated into program language where appropriate.

e. Land Use Map
PlaceWorks will review the City's existing combined Land Use and Zoning Map, note the major changes, and update the map for inclusion in the Administrative and Draft Land Use Element and revise it, if necessary, for the Final Land Use Element.

3.3 General Plan Consistency Updates

a. Updates to General Plan Elements
PlaceWorks will work with City staff to determine whether any updates are necessary to the recently adopted Open Space/Conservation, Noise, and Safety Elements (OSCNS) to reflect forthcoming changes to General Plan policy or Zoning Ordinance regulations.

b. General Plan Structure and Integration
PlaceWorks will integrate the OSCNS with the updated Land Use and Circulation Elements as a single comprehensive General Plan document (excepting the Housing Element). We also will explore issues related to the content and format of the new General Plan, including:

- Any changes to the structure of Plan elements.
- Plan format and graphic template changes.
- Potential for new topic areas (sustainability, sea level rise, climate, Complete Streets, transportation management associations, etc.).
- The extent to which Plan summaries, foldout maps, and other supplemental products are desired.
PlaceWorks will provide the City with a Consistency Analysis report with recommendations for any revisions to OSCNS and will incorporate the updated OSCNS into the updated General Plan.

3.4 Community Character Report

Johnson/Knapp and PlaceWorks will prepare a report that describes the physical form of Menlo Park’s neighborhoods and commercial and industrial districts. This existing conditions report will lead to policies in the Land Use Element intended to preserve community character and define desired types of preservation and potential change in nonresidential areas. In addition to streetscape features and architecture, the report will document key events and people (such as primary innovations at USGS and Raychem), as well as cultural resources.

San Mateo County property map and GIS data will be used to prepare a base map to inform a field survey of potentially significant properties and thematic groupings of structures and buildings. Research will be conducted in City, local, Bay Area, and State archives to gather historical information and develop historic and cultural themes. An illustrated report will be prepared that highlights historic and culturally important properties and districts, and that includes a digital version of field mapping.

The PlaceWorks team will craft goals, policies, and implementation programs in the Land Use Element to reflect community preferences regarding aesthetics, urban design, and neighborhood character, as well as preservation and treatment of historic and cultural resources. The PlaceWorks team will offer any appropriate recommendations regarding streamlining of land use reviews for properties with buildings more than 50 years old. The policy language related to community character will also assist in informing the preparation of design standards for the M-2 Area Zoning Update.

3.5 M-2 Area Zoning Ordinance Update

a. Purpose Statement

In conformance with the Guiding Principles developed during and after the first Community Workshop, and to implement the updated General Plan policies developed to reflect the Community’s vision for a preferred land use alternative, PlaceWorks will refine the purpose statements for the existing and any new zoning districts within the M-2 Area to reflect community preferences obtained through the Visioning process and ongoing online community consultation. These districts include M2, M2(X), M3(X), C4, C4(X), C2S, C2B, FP, and U.

b. Land Use Assessment and Recommendations

PlaceWorks will assess the appropriateness of existing and proposed land uses, the intensity of uses, development standards, project review procedures, and allowances for the use of hazardous materials, and recommend appropriate regulatory provisions for the M-2 Area Zoning Update. These amendments will also include any needed revisions to the Zoning Map to be consistent with the concurrent update of the General Plan Land Use Map.

c. Parking Requirement Assessment and Recommendations

PlaceWorks will assess the appropriateness of existing and proposed parking requirements and recommend adjustments to off-street parking standards.
d. Hazardous Materials Assessment and Recommendations

PlaceWorks will assess the regulation of the use, storage, and transport of hazardous materials and waste and recommend changes to conform to community preferences established during the Visioning process through the Guiding Principles, as well as in compliance with all applicable OSCNS provisions.

e. Other District Assessment

PlaceWorks will assess zoning updates that may be necessary in other zoning districts, including but not limited to the M2, M2(X), M3(X), C4, C4(X), C2S, C28, FP, and U zoning districts. We will recommend modifications to standards if needed to implement forthcoming updated General Plan provisions, or to reflect changed conditions, recent changes in State law, or community preferences that have come to light during the General Plan and M-2 Area Zoning Update process.

f. Development Standards

To implement the Guiding Principles and/or forthcoming General Plan, PlaceWorks will provide revised development standards that inform and regulate permitted land uses, vehicular access and parking, streetscape and landscaping, aesthetics and views, floor area ratio (FAR), and other regulating provisions of the zoning code.

g. M-2 Area Design Standards

To implement the Guiding Principles and/or forthcoming General Plan policy, PlaceWorks will draft design standards that inform and regulate permitted land uses, vehicular access and parking, streetscape and landscaping, FAR, setbacks, step-backs, building heights and other regulating provisions of the zoning code. These standards will include quantitative restrictions on the aforementioned subjects.

3.6 Environmental Review

The PlaceWorks team will prepare the EIR for the General Plan and M-2 Area Zoning Update. The EIR will comprehensively evaluate potential impacts in all of the relevant environmental issue areas. Issues related to transportation, air quality, greenhouse gas emissions, noise, and biology are expected to be heavily emphasized to understand the potential trade-offs for additional growth and change in the M-2 Area. Where possible, PlaceWorks will recommend General Plan policies and programs to guide growth and change and to minimize potential impacts (e.g., requirements for setbacks for upper building stories and site-specific shadow-casting studies). The PlaceWorks team will develop recommended “uniformly applicable development standards” to guide future development in the city. In addition, the EIR will explain, where feasible, how future development that complies with the updated General Plan and Zoning provisions will need minimal or no additional environmental review pursuant to the California Environmental Quality Act (CEQA).

a. Kick-Off Meeting

The PlaceWorks team will attend a kick-off meeting with City staff to discuss expectations and concerns, and to review key issues, information needs, work products, and delivery schedule. The methodology to be used for traffic modeling and impact analysis will also be reviewed at this meeting to ensure it is fully aligned with that used on other ongoing projects in Menlo Park and/or desired by the City Council.
b. Initial Study and Notice of Preparation

PlaceWorks will draft an Initial Study and Notice of Preparation (NOP) of an EIR pursuant to CEQA Section 15082 (to be provided in both Word and pdf formats). The NOP will include an environmental scoping study with a brief project history and a description of the topics to be analyzed in the EIR. For any environmental issues found not to require additional analysis, such as agricultural and forestry lands, source references will be provided. PlaceWorks will be responsible for circulation to the State Clearinghouse.

c. Public Scoping Meeting

During the 30-day comment period on the NOP, the Planning Commission will devote a regular meeting to receiving public comment as part of the scoping process for the EIR. The PlaceWorks team will attend the meeting and will prepare an overview of the General Plan and M-2 Area Zoning Update process to date, how input received during the visioning and outreach components was integrated into the Draft General Plan and Zoning provisions, and key issues for each topic of the EIR. PlaceWorks will prepare a written summary of the environmental issues raised at the scoping meeting for inclusion in the Draft EIR.

d. Project Description

PlaceWorks will work with City staff to draft and refine a Project Description based on the General Plan preferred land use alternative and the draft Zoning Ordinance update provisions. Upon approval by City staff, the Project Description will be distributed to the PlaceWorks team for reference.

e. Environmental Analysis

PlaceWorks will prepare an EIR that focuses on CEQA resource categories where substantial evidence of a potentially significant environmental impact exists, while scoping out environmental issues on which it can be seen with certainty that the project would have no significant negative impact on the basis of existing documentation and regulation.

The “setting” (existing conditions) section for each subject area of the EIR will build on the Environmental Assessment and Initial Study/Mitigated Negative Declaration work done in 2012-2014 by the PlaceWorks team for the Housing Element Update, General Plan Consistency Update, and associated Zoning Ordinance Amendments. Additional work related to new traffic counting and analysis will go into the Air Quality and Community Health Risk, Greenhouse Gas, and Traffic/Transportation sections, and additional analysis is expected to be needed for the Biological Resources section due to the presence of wetlands in the M-2 area.

In keeping with the requirements of CEQA, environmental review of the General Plan and the M-2 Zoning Area Update will include a detailed analysis to determine the environmental impacts for the following resource categories:

i. Aesthetics

The aesthetics analysis will review General Plan Update and M-2 Zoning Area Update policies and programs that may impact scenic vistas and other resources, as defined in the General Plan and M-2 Area Zoning Update, such as views of the hills or the Bay. This section will describe existing visual resources within Menlo Park, including descriptions of scenic views and corridors within and adjacent to the city. Each resource will be
described, photographed, and mapped to provide context for the reviewer. Based on the aesthetic resource significance criteria, PlaceWorks will assess potential significant aesthetic impacts, such as impacts on scenic views and corridors, as well as solar and skyview access, shadowing, light and glare, and visual character of the M-2 area.

ii. Air Quality and Greenhouse Gas Emissions

PlaceWorks will prepare an air quality, community risk and hazards, and GHG emissions analysis to support the General Plan Update and EIR. The impact analysis for the EIR will be based on the current methodology of the Bay Area Air Quality Management District (BAAQMD). The technical analysis will be integrated within the EIR and modeling datasheets will be included as an appendix.

Air Quality: In accordance with the BAAQMD's CEQA Guidelines, a Plan-level analysis will be prepared. This section will include the current air quality within the San Francisco Bay Area Air Basin (SFBAAB or Air Basin) in the vicinity of the City and a summary of regulations adopted for the purpose of reducing health-based impacts associated with poor air quality. Existing levels of criteria air pollutants available from the nearest air quality monitoring station will be incorporated.

The air quality analysis will include a qualitative analysis of criteria air pollutants and precursors generated from buildout of the proposed land uses plan. Buildout of the General Plan would generate emissions from an increase in trips and vehicle miles traveled (VMT) associated with land uses within the City. The Program-level air quality analysis will include a consistency evaluation of the General Plan to the BAAQMD's land use and transportation control measures within the air quality management plan. The SFBAAB is in nonattainment for particulate matter and for ozone. The potential increase in VMT provided by TJKM from an increase in development intensity within the City will be discussed in relation to the projected increase in residents and jobs. The air quality impact analysis will also describe land uses within the city that have the potential to generate nuisance odors. Buffer distances and/or control measures for odor sources listed in the BAAQMD's guidelines will be incorporated.

Community Risk and Hazards: The air quality section of the EIR would include an assessment of air quality compatibility based on guidance within BAAQMD's draft Community Risk Reduction Plans for Toxic Air Contaminants (TAC) and Fine Particulate Matter (PM2.5): Community Development Guidelines. The community risk and hazards evaluation will include a discussion of potential health risks from TACs and PM2.5 in the project vicinity based on BAAQMD's guidance. BAAQMD does not require site-specific health risk assessments as part of the Plan-level evaluation for the General Plan. PlaceWorks recently mapped major sources of air pollutant emissions for the City as part of the Environmental Assessment for the Housing Element Update, General Plan Consistency Update, and associated Zoning Ordinance Amendments. PlaceWorks will update this inventory based on the updated traffic analysis and BAAQMD data. Recommended measures specified in the BAAQMD's Guidelines for future sensitive land uses within the areas mapped will be considered. For land uses within areas mapped as having elevated risk, the EIR will summarize the proposed General Plan policies requiring future development to reduce risk from exposure to significant concentrations of PM2.5 and TACs. Recommendations to reduce risk associated with placement of new sensitive land uses associated with the General Plan adjacent to major sources of air pollution will be based on the recommended buffer distances based on BAAQMD screening tools,
CARB guidance, and the California Air Pollution Control Officer’s Association (CAPCOA) guidance.

**Greenhouse Gas Emissions:** Implementation of the City’s General Plan Update would result in an increase in GHG emissions from energy use (natural gas and electricity), transportation sources, water use and wastewater generation, and solid waste disposal. The analysis will draw upon past inventories conducted for the City. The General Plan EIR will summarize the most recent community GHG emissions inventory for existing (CEQA baseline) environmental conditions and forecast GHG emissions at the General Plan Horizon year. The GHG inventory for CEQA baseline and buildout will be modeled using the latest modeling tools (EMFAC, CalEEMod, and OFFROAD). The boundaries of the community-wide GHG emissions inventories will be based on a combination of sectors over which the city has geographic and jurisdiction control. For example, the transportation sector will be based on VMT generated by trips that start or end in the City and exclude trips that pass through the City based on data provided by TJKM. The EIR will evaluate the impact from the change in GHG emissions in the City compared to CEQA baseline conditions pursuant to BAAQMD’s thresholds.

The GHG section in the EIR will also discuss the City’s commitment to reducing GHG emissions in accordance with the GHG reduction goals of Assembly Bill 32 (AB 32) and Senate Bill 375 (SB 375). Project consistency within the California Air Resources Board’s 2008 Scoping Plan and 2013 Scoping Plan Update and the Metropolitan Transportation Commission (MTC) and Association of Bay Area Government’s (ABAG) Plan Bay Area will also be reviewed. The City of Menlo Park has a Climate Action Plan (CAP). The City of Menlo Park has prepared and updated its community-wide GHG emissions inventory several times since the release of the City’s 2005 Greenhouse Gas Emissions Analysis. The latest update to the City’s CAP was conducted in 2011, Climate Action Plan Assessment Report. To meet AB 32 goals based on the City’s current emission inventory and forecast for 2020, the City in 2013 established a GHG reduction target of 27 percent below the 2005 level by 2020. The EIR will include a consistency evaluation with the GHG reduction measures identified in the Menlo Park CAP.

**iii. Biological Resources**

Environmental Collaborative will provide a programmatic evaluation of biological resources in Menlo Park, with particular focus on the resources in the M-2 Area. The City limits extend from I-280 on the west to the baylands around the Dumbarton Bridge on the east (including the Don Edwards San Francisco Bay National Wildlife Refuge), and include grassland, woodland, urban forest, riparian, freshwater wetland, and salt marsh habitats. Even though the city is mostly a built environment, it still contains sensitive habitat and wildlife corridors. Special-status species to be aware of in updating the General Plan include those in San Francisquito Creek (steelhead, California red-legged frog, western pond turtle), those in the baylands (saltmarsh harvest mouse, saltmarsh wandering shrew, California clapper rail, snowy plover, least tern, western burrowing owl, saltmarsh common yellowthroat, Alameda song sparrow, California black rail, Congdon’s salamander), and those in oak woodland (San Francisco dusky-footed woodrat, Cooper’s hawk, and other nesting raptors). (The consulting team is aware of the presence of the fox population in the M-2 area and will characterize any significant potential effects to their habitat to aid in community understanding of the wildlife/human interface.)
Environmental Collaborative will utilize mapping done by the PlaceWorks team for the Housing Element Environmental Assessment to provide a table of the special-status species that potentially occur in the planning area, indicating their status and characteristic habitat types. Environmental Collaborative will explain the laws and regulations that apply to these species so that this can be taken into account when making decisions about changes to the General Plan. This information will be used to describe the biological setting of the Planning Area.

Environmental Collaborative will provide a focused evaluation of the biological resource issues in the M-2 Area. A field reconnaissance survey will be performed, focusing on areas of remaining natural habitat in the M-2 Area. No detailed wetland delineation or systematic surveys are proposed as part of this task; instead, Environmental Collaborative will review available wetland delineation information, such as the 2010 Us Army Corps of Engineers Carnduff Property Jurisdictional Determination done for the undeveloped 14-acre parcel at 1500 Adams Drive.

In addition to the habitat map, special-status species analysis, and regulatory analysis, Environmental Collaborative will identify ways to manage and improve the interface between the built environment and the natural environment in the M-2 Area. Environmental Collaborative will informally consult the State and federal wildlife agencies to understand their concerns, as well as other environmental advocacy stakeholders. Environmental Collaborative will provide input regarding whether potential development could result in significant impacts to biological resources.

iv. Cultural and Archeological Resources
PlaceWorks will utilize the findings of the Community Character Report prepared by Johnson/Knapp to describe any potential impacts to cultural resources and pre-historic and historic sub-surface cultural resources, and ensure that impacts are either avoided or adequately mitigated if unavoidable.

v. Geology, Soils, and Mineral Resources
In this section PlaceWorks will describe potential impacts related to seismic shaking, liquefaction, erosion, expansive soils, and subsidence. Additionally, potential impacts related to geotechnical soil properties, such as erosion, expansive soils, and subsidence will be described. PlaceWorks will review the draft General Plan policies pertaining to geology, soils, and seismicity, and suggest revisions to these policies or new policies, if necessary, in order to mitigate potential geotechnical impacts.

vi. Hazards and Hazardous Materials
In this section, PlaceWorks will identify sites with leaking underground storage tanks and other toxins, and summarize the existing framework of federal, State, County, and local regulations governing the use, storage, transport, and disposal of hazardous materials.

vii. Hydrology and Water Quality
PlaceWorks will prepare the setting section and then assess impacts and identify whether any mitigation measures are need to supplement the General Plan and Zoning provisions. Development under the General Plan Update may change impervious surface areas and alter drainage patterns. Based on a review of available information, it is anticipated that impacts relating to hydrology and water quality may include an increase in stormwater runoff volume and resultant degradation of water quality unless appropriate mitigation
measures are implemented. This potential impact will be described qualitatively. Potential impacts associated with the discharge of urban pollutants (petroleum hydrocarbons and heavy metals associated with automobile use) will also be described. Regulations and policies to reduce storm water pollution during the construction and operational phases of future projects will be described in detail.

viii. Noise

PlaceWorks will prepare a noise analysis in support of the General Plan and M-2 Area Zoning Update and EIR that will identify the impacts on sensitive land uses from the comprehensive update of the General Plan. The EIR will discuss relevant standards and criteria for noise exposure; the assessment of impacts will be based on federal, state, and local ordinances, policies, and standards, including those in the City of Menlo Park’s General Plan Noise Element and Municipal Code.

As part of the planning process, technical noise staff will review the goals and policies regarding noise in the General Plan; provide input to the process, including technical support and research; and make recommendations to meet the City’s long-term goals.

Transportation Noise: Noise from vehicular traffic will be assessed using a version of the US Federal Highway Administration (FHWA) Traffic Noise Model; these contours will rely on traffic forecasts provided in the traffic impact analyses (provided by Nelson\Nygaard) for the General Plan and M-2 Plan efforts. These analyses will identify areas along freeway and roadway segments that would be exposed to noise increases above criteria included in the City’s General Plan Noise Element. In addition, the noise analysis will identify potential noise and vibration impacts to sensitive uses in the City and in the M-2 Area from railways.

Stationary Noise: Noise impacts from non-transportation sources such as major retail and commercial/industrial uses will be discussed in terms of potential impacts to nearby noise-sensitive receptors. For the M-2 Area, future ambient noise and land use compatibility will be discussed for the proposed uses in the Plan area; noise mitigation will be provided to reduce potential impacts to future sensitive land uses related to noise, if applicable.

Noise and Land Use Compatibility: An analysis will be prepared to assess noise and land use compatibility for focused areas in the City that could be affected by land use changes or by changes in traffic patterns. Potential land use conflicts within the city will be identified based on the results of the noise monitoring and modeling results (which then can help inform City decision-making about selection of a preferred land use alternative).

Construction Noise and Vibration: Construction impacts with implementation of the project will be evaluated at a programmatic level for the General Plan. In addition, a focused analysis will be prepared for potential temporary impacts during construction of the M-2 Area due to the potential need for pile driving and demolition activity that may occur with future development in the area. Future noise and vibration effects from construction activities will be discussed in terms of accepted standards from the US Federal Transit Administration (FTA). Feasible provisions will be developed for Uniformly Applicable Development Standards to guide construction in the M-2 Area.

Noise Section: Potential land use conflicts within the City will be identified based on the results of the noise monitoring and modeling results. The results of this analysis will be
summarized in the EIR noise section and pertinent calculation details will be provided in an Appendix.

ix. Population and Housing
This section will focus on the potential for displacement of people or housing and for substantial population growth that could result from implementation of the General Plan. PlaceWorks will describe existing population and housing conditions and summarize the relevant State and local regulatory framework including the City's Regional Housing Needs Association (RHNA) and the current Housing Element. Based on the population and housing significance criteria, PlaceWorks will assess potential population and housing impacts.

x. Public Services
This section will evaluate potential impacts on public services, including fire/emergency medical services (EMS), police services, and schools. PlaceWorks will describe existing public services within the city. The setting will include a description of each public service provider, including current and projected capacity. Based on the public services significance criteria, PlaceWorks will assess potential impacts. If necessary, mitigation measures to reduce impacts to less-than-significant levels in the form of policy recommendations will be identified. Interviews and data gathering for the Fiscal Impact Analysis (see Section 3.7 b.) will be coordinated with preparation of this EIR section to ensure consistency.

xi. Parks and Recreation
PlaceWorks will describe the existing recreation setting within the city and evaluate any potential impacts on existing park and recreation facilities. This section will draw on standards and objectives described in City documents, including any master plans for existing City or regional parks.

xii. Traffic/Transportation
In developing the traffic study for the General Plan and M-2 Area Update EIR, TJKM will utilize and adhere to the City's current and proposed Transportation Impact Assessment (TIA) standards that may be established through the General Plan update process. TJKM will work closely with PlaceWorks to adapt the TIA contents of the Administrative Draft Circulation Element into an appropriate CEQA approach and format. Aside from the General Plan and M-2 Area Update EIR TIA, Nelson\Nygaard will separately address issues related to the Update itself, primarily background investigations on policy recommendations for the Circulation Element Update.

xiii. Utilities and Service Systems
The Utilities analysis will utilize the findings of the data collection and analysis and assess potential impacts of the General Plan Update on utility services. This will include a description of existing utility and service systems within the city, including current operations, capacity, and facility locations. Based on the utility and service systems significance criteria, PlaceWorks will assess potential impacts. If necessary, new or modified General Plan policies requiring developer provision of infrastructure will be recommended to reduce impacts to a less-than-significant level. As a Water Supply Assessment is not required in conjunction with the General Plan and M-2 Area Zoning update, one is not being prepared as part of this project.
f. Alternatives Analysis

PlaceWorks and TJKM will evaluate up to three alternatives to the proposed project, one of which will be the CEQA-required No Project Alternative. The alternatives will be based in part on the various land use scenarios the City considers as part of the General Plan Update process. CEQA Guidelines allow the alternatives to be evaluated in less detail than the project, but they still will need adequate metrics to allow comparison. Accordingly, PlaceWorks and TJKM will utilize one or more appropriate metric [e.g., vehicle miles traveled (VMT)] to compare and differentiate the potential effects of the land use alternative. Based on this analysis, the Environmentally Superior Alternative will be identified [as required by CEQA].

g. CEQA Required Assessment Conclusions

PlaceWorks will prepare the appropriate conclusions to fulfill CEQA requirements by providing an assessment of unavoidable significant environmental impacts; significant irreversible environmental changes; relationship between local short-term uses of the environment and long-term productivity; and effects found not to be significant.

h. Draft EIR

Following the completion of the above tasks, PlaceWorks will compile the information into a Draft EIR. Four iterations of the document would be prepared:

- Two Administrative Drafts will be prepared for City review and comment.
- Upon receipt of City comments on the Administrative Drafts, PlaceWorks will prepare a Screencheck Draft EIR.
- PlaceWorks will make any necessary revisions to the Screencheck Draft, prepare the Public Review Draft EIR for publication, and route it to the State Clearinghouse. (Technical appendices and background reports will be provided electronically for all drafts.)

i. Final EIR

Immediately following the completion of the 45-day public review period, PlaceWorks will meet with City staff to discuss any comments received during the public review period and the approach to responding to the comments. PlaceWorks will incorporate public and/or agency comments received on the Draft EIR and the responses to these comments, as appropriate, into an Administrative Draft Response to Comments document. Other members of the consulting team will also participate as needed. The project budget includes up to 40 hours for PlaceWorks to respond to comments, which is commensurate with the anticipated level of effort. (Reanalysis is not included in this Scope of Services.)

If necessary, PlaceWorks will also prepare a Mitigation Monitoring and Reporting Program (MMRP) for the General Plan. We anticipate that most mitigation measures will take the form of policy amendments to the General Plan Update. As a result, detailed monitoring may not be necessary. PlaceWorks will prepare certification findings, and will provide findings, if necessary, to justify a Statement of Overriding Considerations to be prepared by City staff. Production of the Final EIR will include:

- Administrative Final EIR, including the Responses to Comments and other components as described above.
- Screencheck Final EIR, incorporating changes based on City comments.
- Final EIR revised to incorporate all comments from the City.
3.7 Fiscal Analysis and Economic/Financial/Market Reports

a. Public Benefits Study

BAE will prepare a development trends and opportunities report that addresses market and development feasibility issues, emphasizing public benefits. This development feasibility analysis will highlight how project scale options can generate return and provide a basis for evaluating public benefits that developers could provide in return for increased development potential.

The report will identify current market trends and demand for various types of uses in the Peninsula and Silicon Valley market, potential development activity in the M-2 Area, and the development economics and feasibility trends that drive demand for various types of projects. This report will provide insight into how much demand there is for office/research and development (R&D), hotel, and residential, how much can be captured in the M-2 Area, and what mix of uses (including ancillary retail and retention of industrial) will best provide the amenitized mixed-use environment sought by high-tech firms for 21st century workplaces. It will include development feasibility assessments through prototype pro forma modeling for up to five different project types. The pro formas will illustrate the scale necessary for new development to be feasible, and why the market produces different types of buildings in the region (e.g., 3-story Class A office buildings in one location and 5-story Class A buildings in another). This report will inform the consultant team's development of the plan, as well as serve to inform GPAC and Community Workshop discussions of these items.

b. Current Fiscal Analysis

BAE will first analyze current fiscal conditions, and provide a summary to complement the other Existing Conditions Reports, and then prepare a Fiscal Impact Analysis (FIA) for the General Plan that shows projected net increase in annual General Fund fiscal revenues, annual General Fund expenditures, and one-time revenues from development impact fees and other sources for all development pursuant to the General Plan, including the current Housing Element. This will be done for the alternatives defined in the EIR. The same level of analysis will be done for Special Districts serving Menlo Park. This work will be coordinated with the EIR to ensure maximum consistency. The analysis will use a marginal cost approach to the extent possible, supported by a service population average cost approach, consistent with BAE's approach to previous FIA work for the City.

c. M-2 Area Zoning Update Fiscal and Economic Analysis

BAE will analyze the current fiscal conditions and prepare a Fiscal Impact Analysis (FIA) for the M-2 Area Zoning Update similar to that outlined in Task 3.7a. BAE will analyze additional topics, including projections for potential business-to-business taxable sales and resulting revenues to the City; new retail spending; and new lodging demand and resulting transient occupancy tax revenues. Existing conditions information will be compiled with existing fiscal conditions for ease of review by the public, General Plan Advisory Committee, Planning Commission and City Council.

BAE will prepare an Administrative Draft FIA, a Screencheck Draft FIA, and a Public Review Draft FIA. BAE will attend a Planning Commission and City Council meeting to present the findings of the FIA. Following conclusion of the public draft EIR/Draft of FIA comment period, BAE will produce a final FIA report that addresses all submitted comments.
Task 4. Project Management

Principal-in-Charge Charlie Knox and senior staff at PlaceWorks will coordinate regularly with City staff to assure the quality and timeliness of all processes and products included in the project. PlaceWorks senior staff will also communicate frequently with City staff regarding any emerging issues involving the project. In addition, PlaceWorks senior staff will work closely with all staff on the consultant team to ensure that all deadlines and City expectations and needs are met.

Cost Estimate

The estimated not-to-exceed cost to complete the scope of work, inclusive of all work by PlaceWorks and sub-consultants, described in this proposal is $1,499,559 as identified in the table below. In no event shall the amount charged by PlaceWorks or any sub-consultant exceed the estimated not-to-exceed cost for services identified herein without prior City approval. In addition, even if the estimated not-to-exceed cost for services is not increasing, there shall be no substantial reallocation of costs between tasks or between PlaceWorks and sub-consultants without prior approval by the City. If PlaceWorks or any sub-consultant requests additional funds for tasks identified in this scope of work or approval of additional tasks not contained within this scope of work (generally a "Modification"), PlaceWorks shall obtain City approval prior to commencing work any such Modification. If any agreed upon Modification falls within the ten percent (10%) contingency or an amount not to exceed $1,650,000 it may be approved by the City Manager. Any Modification that would result in an estimated total cost for services that exceeds $1,650,000 will require City Council approval.

If at any time during the performance of the services, PlaceWorks determines that the not to exceed price will not be sufficient to complete performance of the entire scope of work and that additional authorization will be required to complete the scope of work, PlaceWorks shall immediately notify the City of such determination, along with an explanation of why the cost is likely to be exceeded and a detailed estimate/projection of any additional authorization that may be required to complete the work and/or recommendations for modifications of the scope of work to reduce the likelihood of exceeding the not to exceed amount.

This scope of work and cost estimate assumes that:

- PlaceWorks will provide the City with an itemized bill on a time-and-materials basis monthly. Billing rates for the project are guaranteed through December 2016. Billing rates would be subject to an increase of up to 6 percent on January 1, 2017, and in each subsequent year thereafter.
- PlaceWorks shall not bill both a 10% sub-consultant management fee and for time overseeing sub-consultants. The 10% fee identified in the cost estimate is inclusive of all oversight time spent.
- Principal-in-Charge Charlie Knox will attend interviews, community workshops, and General Plan Advisory Committee, Planning Commission and City Council meetings, except in the case of an emergency.
- PlaceWorks staff can spend up to 40 hours responding to comments on the Draft EIR.
- The City will be responsible for postage costs for any mailings, including newsletters, as well as meeting logistics, including schedule coordination, document production, notices, mailing costs, room reservations, room set-up and take-down, and refreshments.
- For each deliverable product requiring City review, City staff will compile and consolidate all City comments into one transmittal listing revisions to be made by the PlaceWorks team.
- All products will be submitted to the City in electronic (PDF) format for printing by the City.
<table>
<thead>
<tr>
<th>PlaceWorks</th>
<th>BAE</th>
<th>Network/Group</th>
<th>FPM</th>
<th>Res.</th>
<th>Client/Partner</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hours per Task</td>
<td>Kasa, Principal</td>
<td>Assis. Principal</td>
<td>McClellan, Sr. Asst.</td>
<td>Dudley, Associate</td>
<td>Project Planner</td>
</tr>
<tr>
<td>1. Project Start-Up and Background Material</td>
<td>58</td>
<td>42</td>
<td>58</td>
<td>16</td>
<td>49</td>
</tr>
<tr>
<td>1.1. Literature Search</td>
<td>16</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>1.2. Aeromagnetic Information</td>
<td>16</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>1.3. Aerial GPS Data and...</td>
<td>16</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>2. M-2 Area and General Plan Vizualizing</td>
<td>1,896</td>
<td>-</td>
<td>372</td>
<td>1,176</td>
<td>1,834</td>
</tr>
<tr>
<td>2.1. Initial draft Conceptual Sketch</td>
<td>139</td>
<td>-</td>
<td>24</td>
<td>24</td>
<td>14</td>
</tr>
<tr>
<td>2.2. Roadway Option Analysis</td>
<td>69</td>
<td>43</td>
<td>66</td>
<td>49</td>
<td>63</td>
</tr>
<tr>
<td>2.3. Conceptual Models (2)</td>
<td>69</td>
<td>43</td>
<td>66</td>
<td>49</td>
<td>63</td>
</tr>
<tr>
<td>2.4. Aerial Television</td>
<td>59</td>
<td>16</td>
<td>52</td>
<td>38</td>
<td>44</td>
</tr>
<tr>
<td>2.5. Civic Groups</td>
<td>35</td>
<td>16</td>
<td>24</td>
<td>14</td>
<td>24</td>
</tr>
<tr>
<td>2.6. Translation/Review</td>
<td>91</td>
<td>16</td>
<td>106</td>
<td>75</td>
<td>54</td>
</tr>
<tr>
<td>2.7. Ames</td>
<td>37</td>
<td>24</td>
<td>50</td>
<td>30</td>
<td>42</td>
</tr>
<tr>
<td>2.8. General Plan Alternatives</td>
<td>19</td>
<td>16</td>
<td>14</td>
<td>8</td>
<td>24</td>
</tr>
<tr>
<td>2.9. Roadway &amp;...</td>
<td>55</td>
<td>16</td>
<td>50</td>
<td>30</td>
<td>35</td>
</tr>
<tr>
<td>3.1. Civil Design (3)</td>
<td>121</td>
<td>20</td>
<td>114</td>
<td>60</td>
<td>30</td>
</tr>
<tr>
<td>3.2. Geotechnical Analysis</td>
<td>40</td>
<td>16</td>
<td>40</td>
<td>24</td>
<td>20</td>
</tr>
<tr>
<td>3.3. Accessibility &amp;...</td>
<td>41</td>
<td>16</td>
<td>37</td>
<td>24</td>
<td>20</td>
</tr>
<tr>
<td>4.1. Coordination with...</td>
<td>154</td>
<td>-</td>
<td>74</td>
<td>47</td>
<td>74</td>
</tr>
<tr>
<td>4.2. Land Use Design</td>
<td>114</td>
<td>-</td>
<td>120</td>
<td>74</td>
<td>144</td>
</tr>
<tr>
<td>4.3. Property Impact Analysis</td>
<td>30</td>
<td>-</td>
<td>55</td>
<td>30</td>
<td>55</td>
</tr>
<tr>
<td>4.4. Economic Impact Analysis</td>
<td>56</td>
<td>-</td>
<td>56</td>
<td>30</td>
<td>56</td>
</tr>
<tr>
<td>4.5. Update Design Specifications</td>
<td>71</td>
<td>-</td>
<td>71</td>
<td>27</td>
<td>71</td>
</tr>
<tr>
<td>4.6. Environmental &amp;...</td>
<td>95</td>
<td>16</td>
<td>109</td>
<td>75</td>
<td>54</td>
</tr>
<tr>
<td>4.7. Final Design &amp;...</td>
<td>106</td>
<td>16</td>
<td>109</td>
<td>75</td>
<td>54</td>
</tr>
<tr>
<td>5. Project Management</td>
<td>84</td>
<td>80</td>
<td>139</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Hours</td>
<td>1,950</td>
<td>616</td>
<td>466</td>
<td>1,296</td>
<td>1,476</td>
</tr>
<tr>
<td>Billing Rate</td>
<td>$210</td>
<td>$165</td>
<td>$160</td>
<td>$135</td>
<td>$100</td>
</tr>
<tr>
<td>Labor Cost</td>
<td>$409,500</td>
<td>$255,840</td>
<td>$315,350</td>
<td>$299,660</td>
<td>$315,760</td>
</tr>
<tr>
<td>Total Project Hours</td>
<td>19,860</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Project Labor Cost</td>
<td>$1,109,410</td>
<td>$584,490</td>
<td>$594,440</td>
<td>$56,100</td>
<td>$57,550</td>
</tr>
<tr>
<td>EXPENSES</td>
<td>$1,109,410</td>
<td>$584,490</td>
<td>$594,440</td>
<td>$56,100</td>
<td>$57,550</td>
</tr>
<tr>
<td>Hires (op $500 per mile)</td>
<td>4,400</td>
<td>400</td>
<td>400</td>
<td>900</td>
<td>400</td>
</tr>
<tr>
<td>Delinquent</td>
<td>250</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Subcontractor Management (10%)</td>
<td>35,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>STE (2% of Labor)</td>
<td>16,600</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Hosting Company</td>
<td>22,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Bus and Equipment Rental</td>
<td>50,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Total Expenses</td>
<td>$89,339</td>
<td>$26,900</td>
<td>$46,900</td>
<td>$9,900</td>
<td>$400</td>
</tr>
<tr>
<td>TOTAL</td>
<td>$1,197,749</td>
<td>$611,390</td>
<td>$597,340</td>
<td>$70,060</td>
<td>$59,950</td>
</tr>
<tr>
<td>GRAND TOTAL</td>
<td>$1,197,749</td>
<td>$611,390</td>
<td>$597,340</td>
<td>$70,060</td>
<td>$59,950</td>
</tr>
</tbody>
</table>