

Project Description for Environmental Review

1 Introduction

Willow Village will replace approximately one million square feet of outdated industrial, office, and warehouse buildings in the Menlo Science and Technology Park with a vibrant, walkable, mixed-use village.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

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

The Willow Village Master Plan envisions a high-quality public realm with a network of streets, parks, and open spaces that engage surrounding areas and create new places where neighbors, residents, and workers can live, work, and recreate. The Willow Village Master Plan refines the previously proposed design concept by connecting and blending several land uses into a vibrant live, work, play environment. Arranged around a new landscaped public Town Square, the Willow Village Master Plan offers:

- Traditional community-serving retail, including a full-service grocery store, pharmacy, exciting restaurants, entertainment venues, and other shops and services;
- A new large public park with sports and recreation fields, children's play areas, and community space for public gatherings;
- New housing, both market rate and below market rate (including senior housing);
- A hotel with 193 rooms;
- Job opportunities; and
- New bicycle and pedestrian facilities, along with other transportation improvements.

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

The central Town Square sets a welcoming tone, with a size and location that can accommodate farmers' markets, festival events, and casual community gatherings of all kinds. A pedestrian- and bike-friendly "Main Street" offers a series of inviting front doors to the proposed retail, housing, office, and public park improvements of the new mixed-use community. The

entire Willow Village will be anchored by a new four-acre public park along its southern boundary, designed to accommodate softball, baseball, soccer, and children's play areas.

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

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

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

- Activated Main Street and Town Square designed for walkability, bikes, and social gathering;
- Relocated full-service grocery store and pharmacy next to the Belle Haven neighborhood;
- Larger community park, children's play areas, and recreation fields along Willow Road;
- 10,000 square feet of space dedicated to community use;
- Better integration of the office campus into the mixed-use neighborhood; and
- Grade separated crossing of Willow Road

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

1.1 Existing Site Characteristics and Access

The approximately 59-acre Willow Village site includes 20 existing industrial, office, and warehouse buildings totaling approximately 1,000,000 square feet. The site consists of 18 San Mateo County Assessor's Parcels. The site historically has supported industrial and manufacturing uses; however, approximately 400,000 square feet of office uses currently exist within the site. (See *Exhibit 4, Existing Land Use Map*)

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

The Willow Village site has General Plan Land Use Designations of Office and Mixed-Use Residential. The site is zoned Office-Bonus (O-B) and Residential Mixed Use-Bonus (R-MU-B) under the Menlo Park Zoning Ordinance (see *Exhibit 3, Zoning Map*).

1.2 Willow Village Project Objectives

Willow Village seeks to achieve the following project objectives:

- Create a unique master-planned, mixed-use neighborhood with up to 1,735 housing units, a full-service grocery store and pharmacy, neighborhood-serving retail/dining, office space, co-working space, a hotel, new bicycle and pedestrian connections, and open space.
- Redevelop an underutilized property with a contemporary master-planned, mixed-use neighborhood in furtherance of the goals for the Bayfront Area set forth in the City of Menlo Park's *ConnectMenlo* General Plan.
- Promote the City's General Plan goals of providing office, research and development, residential, and commercial uses and hotels, all in close proximity or integrated with one another.
- Reduce vehicle miles traveled by locating residential, commercial, and office uses in close proximity to each other.
- Provide multiple transportation options and a robust transportation demand management (TDM) program to reduce traffic congestion, air quality impacts, and greenhouse gas emissions.
- Create a pedestrian and bicycle-friendly environment that enhances connectivity between the project site and surrounding areas.
- Provide much-needed market rate and below market rate housing in the City.
- Develop an integrated, highly connected mixed-use campus that provides flexible workspace at a density that will support future transit.
- Use highly sustainable design techniques to promote energy and water efficiency.
- Respect the surrounding community through appropriate building siting, massing, density, and height, consistent with the standards prescribed for bonus level development under the City's General Plan and zoning policies.
- Provide new green spaces and landscaped areas with native, drought-tolerant plant species.
- Provide for development that may be phased to be responsive to market demands.
- Provide a mix of uses and at densities that achieve a financially feasible project.
- Generate revenue for the City, school districts, and other public entities.
- Ensure a secure, safe, and private work environment.

1.3 Willow Village Master Plan Framework and Community Amenities

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

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

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

- A full-service grocery, pharmacy, food/dining uses, and personal service uses;
- A turnkey approximately 4.0-acre public neighborhood park with public restrooms (see *Exhibit 11, Conceptual Public Park*);
- An indoor community center adjacent to the neighborhood park (see *Exhibit 11, Conceptual Public Park*);
- An approximately 0.5-acre Town Square (see *Exhibit 10, Conceptual Town Square*);
- An approximately 0.3 acre dog park (see *Exhibit 6, Conceptual Master Plan*);
- Improvements accommodating safe pedestrian and bicycle travel and linkages to regional trails, including a grade-separated crossing of Willow Road (See *Exhibit 29, Existing and Proposed Bike Routes*); and
- A site that could accommodate up to a 2.5 MG underground emergency-water reservoir underneath the public park.

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

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

End of Section 1

2 Willow Village Project Characteristics

Overall Development Program - Summary

Willow Village proposes to replace more than one million square feet of existing industrial, office, and warehouse space in the Menlo Science and Technology Park with a new mixed-use village that includes up to 1,735 residential units, 125,000 to 200,000 square feet of retail uses, a 193-room hotel and accessory uses, and a 1,750,000 square foot office campus and accessory uses. To allow for the transformation of the site into a vibrant mixed-use community, the plan will require demolition of all existing site improvements consisting of buildings, streets, and utilities. Proposed improvements include site grading to elevate the property above the FEMA base flood elevation and to create buildable pads, construction of new circulation improvements to accommodate vehicles, bicycles, and pedestrians, utilities, park and open space improvements, residential mixed-use buildings, a hotel, and office campus improvements. Additional improvements will be completed at key connection points at O'Brien Street, Park Street, and Hamilton Avenue.

2.1 Willow Village Development Program

A. Retail and Residential Uses consisting of the following:

- Up to 1,735 dwelling units located on approximately 13.4 acres;
- The below market rate ("BMR") housing will be consistent with the Menlo Park Municipal Code;
- Approximately 125,000 to up to 200,000 square feet of community-serving retail, consisting of a full-service grocery, a pharmacy, food/dining uses, and other shops and personal service uses;
- Parking for the residential component will be provided one space per unit. The proposed senior housing will provide parking at a rate of 0.3 spaces per unit. Parking for the retail uses will be provided at up to 3.3 spaces per 1,000 square feet;
- Residential private open space will be provided consistent with City of Menlo Park's Municipal Code; and
- Mixed-use buildings will range in height from 55 to 80 feet, which includes the Code-permissible increase of an additional 10 feet when within a flood hazard zone.

B. Hotel with 193 rooms and accessory uses including amenities and parking in an on-site garage at a ratio of up to 1.1 spaces per room.

C. Office Uses with up to 1.75 million square feet of office and amenity space in multiple buildings up to a maximum height of 110 feet and including:

- Two free-standing parking garages accommodating up to 3,080 parking spaces and approximately a 420-space visitor garage that is intended to provide retail overflow parking during evening hours and weekends;
- Accessory uses, potentially inducing the following employee-serving uses:
 - Food Service;
 - Health & Wellness Center of up to 30,000 square feet;
 - Child Care Center of up to 25,000 square feet;

- Employee Amenities; and
- Open Space; and
- Central Plant to distribute chilled water to efficiently address office cooling demands.

D. Park and Open Space including:

- A turnkey approximately 4.0-acre public neighborhood park with public restrooms;
- An approximately 0.5-acre Town Square;
- An approximately 0.3-acre dog park; and
- Improvements accommodating safe pedestrian and bicycle travel and linkages to regional trails.

Landscape Concept

The landscape celebrates nature with a purposeful connection to the outdoor environment and mild climate (see *Exhibit 20, Conceptual Landscape Plan*).

With the site located in Northern California’s Bay Area, Sunset Zone 17, this mild climate, with long growing seasons, offers a wide plant palette to incorporate throughout the site. The landscape envisions a combination of native, drought-tolerant, and adapted species from around the world (see *Exhibit 21a and 21b, Conceptual Plant List* and *Exhibit 22a and 22b, Conceptual Plant Palette*). This approach provides residents, visitors, and employees with diversity on a personal, district, and community scale. This diversity enhances the fauna and pollinators that will use this habitat for food and shelter – a critical component given the site’s proximity to the bay marshes and regional open spaces. The landscape will comply with Menlo Park’s Water-Efficient Landscaping ordinance. The Conceptual Landscape Plan calls for approximately 800 new trees to be planted.

Per the arborist’s report, the site currently contains 793 trees, which are mostly planted in parkways and pavement cutouts adjacent to buildings, parking lots, and streets. All of the existing trees will have to be removed for the construction of Willow Village and the raising of the site above the flood plain elevation. Two-hundred sixty-three (263) specimens qualify as “Heritage Trees” under City ordinance. Two-hundred sixty-one have DBHs (diameter measured at 54 inches above grade) of 15” or greater; two Coast Live Oaks (*Quercus agrifolia*) measuring 10” or greater also qualify as Heritage.

Site Lighting Concept

The site lighting for Willow Village will comply with Title 24 and Menlo Park’s lighting guidelines for both the Mixed-use and Office zoning districts. All fixtures will be energy-efficient, reduce glare and unnecessary light spillage, while providing safe routes of travel for vehicles and pedestrians (see *Exhibit 23, Conceptual Lighting Plan* and *Exhibit 24, Conceptual Lighting Palette*).

E. Backbone Infrastructure Improvements including:

- Backbone streets at the locations shown in the Conceptual Master Plan (see *Exhibit 6, Conceptual Master Plan*);
- Public and private streets are designed with a minimum 26-foot clear width for aerial fire truck access. Roadways will include minimum 11-foot wide vehicular lanes with a 5-foot landscaping strip for biotreatment areas (BTAs) and 5-foot minimum width sidewalks on either side of the roadway (see *Exhibits 36a and 36b, Conceptual Street Sections*);
- Public streets will be designed to applicable requirements of the City of Menlo Park's Public Works Department. Private streets may include paving materials that vary from the City design standards such as permeable pavers, stamped asphalt, or decorative pavement;

- Proposed new or modified signalized intersections (see *Exhibits 34a* and *34b Conceptual Primary Vehicle Route*) at:
 - Willow Road and future Park Street;
 - O'Brien Avenue and future Main Street;
 - Willow Road at Hamilton Avenue;
 - Potential realigned Willow Road at Hamilton Avenue intersection as an alternative that realigns a western segment of Hamilton to create a safer four-way intersection at Willow Road through alignment of intersecting streets at right angles and providing additional stacking distance for left-turns from Willow Road onto Hamilton Avenue.
 - Future Park Street and future Main Street
- New regional and local pedestrian and bicycle pathways throughout the site;
- A Paseo accommodating pedestrian and bicycles along the eastern and northern property lines, as depicted on Figure 2: Street Classifications within the *ConnectMenlo* Circulation Element, ;
- A “Main Street”;
- Bicycle parking (long-term and short-term);
- A Transportation Demand Management Program;
- Backbone utility upgrades as required to serve Willow Village.

2.2 Willow Village Standards and Guidelines

Willow Village Standards and Guidelines will be approved as part of the Conditional Development Permit for the Willow Village Master Plan. The City will review each development phase to ensure substantial conformance with the Willow Village Standards and consistency with the Willow Village Guidelines, as part of the design review process.

2.3 Willow Village Conceptual Plans

Following is a description of the Conceptual Plans for Willow Village (see *Exhibits 6* and *10* through *12*). As described under the Master Plan Framework above, the Conceptual Plans illustrate a possible configuration of Willow Village that substantially conforms to the Willow Village Standards.

Main Street forms the centerpiece of the Willow Village Master Plan (see *Exhibit 6, Conceptual Master Plan*), acting as the “seam” that connects the Campus District and the Town Square and Residential/Shopping Districts (described below). Designed in a diagonal alignment across the plan area, Main Street links O'Brien Drive and nearby areas in East Palo Alto to the project's Town Square (see *Exhibit 29, Existing and Proposed Bike Routes*). Main Street links the northern areas of the Master Plan to the southern end by knitting the project's grid of streets and paths together. To facilitate multi-modal transportation, separate improvements are provided for pedestrians, bicyclists, and vehicles across a shared, plaza-like environment. Retail, residential stoops, office entrances, and other active ground floor uses further enhance Main Street as a safe, welcoming mobility corridor. At the northern terminus of Main Street, a proposed grade-separated crossing of Willow Road would continue the “Main Street” corridor for pedestrians and cyclists with direct access to the Bayfront, Classic Campuses and the Bayfront Trail. (See *Exhibit 15, Illustrative Main Street*.)

Willow Village’s interconnected pattern of streets, short block dimensions, activated building frontages (retail, residential stoops, etc.), and broad, shaded sidewalks promote walkability. Willow Village is designed to enable residents and employees to satisfy the majority of their daily needs – grocery, dining, convenience retail, recreation, transit, and employment - via generously sized sidewalks within the mixed-use village streets to facilitate pedestrian access throughout the village. A key organizing feature places the storm water treatment facilities between vehicular travel ways and sidewalks to further safeguard pedestrians from vehicles. The storm water treatment improvements are bioretention basins sited between the street curb and sidewalk proposed with a minimum width of 5 feet. These stormwater treatment improvements provide a functional setback placing a landscaped “zone” between the sidewalk a vehicular traffic and parking lanes.

The Town Square District

Located in the north-western portion of the site, the Town Square District forms the heart of the Willow Village neighborhood (see *Exhibit 7, Conceptual District Plan* and *Exhibit 6, Conceptual Master Plan*). A vibrant mix of uses are organized around a generous Town Square, with approximately 25,000 square feet of food and retail uses, a hotel, residential lobbies, enhanced public sidewalks, and bike lanes all converging on this central organizing feature of the community. Hamilton Avenue, Main Street, and other Town Square pathways will feature building frontages, resulting in pedestrian activation and interaction and creating a vibrant center (see *Exhibit 10, Conceptual Town Square*, and *Exhibit 13, Illustrative Town Square*).

Residential and hotel buildings are proposed to have ground floor retail and restaurant uses that spill out into the sidewalks and square with café seating. A grid of shade canopy trees and limited softscape areas provide shade and color for the square, envisioned as a flexible space that would allow for a wide range of activities, from passive recreation to seasonal markets and festivals (see *Exhibit 10, Conceptual Town Square* and *Exhibit 13, Illustrative Town Square*).

The Town Square District will feature a 193-room hotel located north of the Town Square. Hotel amenities may include uses such as:

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

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

At the intersection of Main Street and Hamilton Avenue, at the edge of the Town Square and Campus Districts, a 0.5-acre plaza is set aside as for passive recreation (see *Exhibit 10, Conceptual Town Square*).

Public parking will be provided adjacent to the pharmacy and adjacent to the Town Square core. In addition, parking for visitors to the Campus District will be accommodated in the Campus Visitor Parking Garage adjacent to the Town Square (see *Exhibit 6, Conceptual Master Plan*). Parking for the hotel will be accommodated in an on-site garage, with any overflow parking needed for hotel events being accommodated in the Campus Visitor Parking Garage. The Campus Visitor Parking Garage also will be available for retail parking outside of the regular business hours of the office campus. In the Conceptual Master

Plan, parking spaces for the retail and hotel uses are distributed conveniently around the Town Square District in residential/shopping building garages.

The Residential/Shopping District

Located in the south-western portion of the site, the Residential/Shopping District forms the live/play component of the Willow Village neighborhood (see *Exhibit 7, Conceptual District Plan* and *Exhibit 6, Conceptual Master Plan*). Willow Village proposes up to 1,735 multifamily rental residences in the Residential/Shopping District. The residential units will be a mix of studio, one, two, and three-bedroom apartment units with active ground floor uses. Throughout the area will be below market rate (BMR) units to satisfy the City's municipal code for new office and new residential development... Residential parking will be provided in each building, and visitor parking will be located on selected streets within the Residential/Shopping District.

Approximately 85,000 square feet of retail uses are located in the Residential/Shopping District and will include the grocery and pharmacy, as well as other retail, service, and dining uses (see *Exhibit 6, Conceptual Master Plan*).

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

At the southwest corner of the Residential/Shopping District, an approximately 4.0-acre park with public restrooms (see *Exhibit 11, Conceptual Public Park* and *Exhibit 17, Illustrative Public Park*) will provide ample space and amenities for passive and active recreation, in a location easily accessible to Willow Village residents, along with surrounding Menlo Park and East Palo Alto neighbors. The park's playing surface is large enough to accommodate two youth baseball diamonds, a full-sized soccer field, or two-youth soccer fields. The park also includes neighborhood-centric casual play structures, public parking, and open field areas for warm-ups or casual play. Age-appropriate play equipment and climbing structures are located directly adjacent to the fields and a new indoor community center. Along the east edge of the park, areas for passive recreation and a playground are envisioned, gently buffered from the ball field by a series of low planted berms. Public off-street parking spaces are provided along the park's north edge, accessed from Park Street. In addition, an approximately 10,000 square foot indoor community center is envisioned adjacent to the public park.

An open space area south of the Park Street/Main Street intersection, also in the Residential/Shopping District, is envisioned for passive recreation and would accommodate a dog park (see *Exhibit 6, Conceptual Master Plan*). In addition, a neighborhood plaza is envisioned at the intersection of Center and Main Streets (see *Exhibit 12, Conceptual Neighborhood Plaza*).

The Campus District

Anchoring the western edge of Main Street, the Campus District (see *Exhibit 7, Conceptual District Plan* and *Exhibit 6, Conceptual Master Plan*) consists of approximately 36 acres and will accommodate up to 1.75 million square feet of office and employee-serving amenity space (not including the publicly accessible retail and amenity space along Main Street discussed below). The office buildings will be organized around a secure central pedestrian promenade, creating multiple opportunities for enhanced connectivity and interactions among office employees. This organizational framework not only optimizes the campus's solar

orientation, but also limits the number of large, unarticulated facades along Main Street and the East Loop Road. The office buildings will target LEED Gold equivalency, at the minimum.

Along Main Street and the Town Square, approximately 25,000 to 30,000 square feet of ground-floor retail, generously landscaped sidewalks, outdoor seating, and a series of urban gardens combine to create a pleasant and integrated edge between the Campus District and the other parts of the neighborhood. This approach creates a seamless transition between the Campus District and the adjacent Town Square and Residential/Shopping Districts. (This square footage is part of the up to 200,000 square feet or Willow Village retail square footage.) (see *Exhibit 16, Illustrative Campus District.*)

Proposed Campus District Building Massing and Height

The proposed office building massing in the Campus District is designed to create a distinctive architectural experience when viewed from different vantage points throughout the Town Square and Residential/Shopping Districts. Maximum office building heights are capped at 110 feet and would comply with the average heights as established by the Menlo Park zoning standards (see *Exhibit 26, Conceptual Building Height Plan*). To foster an intimate and human-scale along Main Street and the Town Square, the design features a mix of medium-height buildings – from three to five stories – with a number of smaller, single-story volumes projecting to engage the street level.

Campus District Uses

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

Office accessory uses may include meeting facilities, food service, personal services, an ATM, a Health and Wellness Center and/or a childcare center.

Campus District Open Space and Landscape

Within the Campus District, a chain of publicly accessible urban spaces and gardens along Main Street will offer a friendly and welcoming edge for residents and visitors alike. These open spaces contribute to the greater network of open space within Willow Village, further enhancing the diverse mix of pedestrian experiences. At the south end of the site, a generously landscaped area will welcome arrivals from O'Brien Street while providing the added benefit of visually screening portions of the parking structure. (See *Exhibit 18, Conceptual Publicly Accessible Open Space* and *Exhibit 19, Conceptual Open Space Plan*.)

The Campus District's secure, interior open spaces are defined by a range of scales and experiences. Between the buildings, smaller, more intimate-scaled open spaces and pathways connect to the primary pedestrian thoroughfare that links the north and south ends of the campus. At the north end of the campus, a large private open space provides a verdant expanse that can accommodate large office gatherings, recreation, and a variety of outdoor experiences (see *Exhibit 6, Conceptual Master Plan*). This open space also provides for the respectful treatment of an identified Native American cultural resources site, which will be the subject of consultation with Native American tribes.

Campus District Parking and Transit

Along the eastern edge of the Campus District, shielded from view by users of the Town Square and Residential/Shopping District, employee parking will be provided in the north and south parking structures, offering a combined total of approximately 3,080 parking spaces (see *Exhibit 6, Conceptual Master Plan* and *Exhibit 28, Conceptual Parking Plan*). Both structures will include a ground-level Transit center that will include a seven-bay transit hub for commuter shuttles and campus trams. Access to the transit stops will be via the Loop Road and Park Street. The transit stops are sited to allow the employee shuttles to approach the site from Willow Road, O'Brien Drive, or University Avenue via Adams Court. Within the Campus District, shuttles primarily will operate on Park Street and Loop Road with additional access on Hamilton Avenue and Main Street. Office visitor parking will be accommodated in the parking structure adjacent to Town Square in the Town Square District. Additionally, the planning for the Office District anticipates connectivity to potential future regional transit improvements.

Circulation and Access

Willow Village proposes a new circulation network consisting of approximately 4.45 acres of public rights of way and approximately 3.23 acres of private streets, generally aligned in an east to west and north to south grid (see *Exhibit 6, Conceptual Master Plan, Exhibit 29, Existing and Proposed Bike Routes, and Exhibit 30, Conceptual Primary Pedestrian and Bike Route*). The circulation network will accommodate vehicles, bicycles, and pedestrians. Primary site access from Willow Road will be provided via two signalized intersections: existing Hamilton Avenue and proposed Park Street. Main Street will provide primary access from the south via a new signalized intersection at O'Brien Drive, accommodating direct access to the Campus District and the Residential/Shopping and Town Square Districts. Both Hamilton Avenue and Park Street intersect with Main Street to facilitate ingress and egress throughout the community. To accommodate vehicular circulation to and through the Campus District, a Loop Road configured on the perimeter of the District and that intersects with proposed Main Street, Adams Court, and a proposed O'Brien Drive intersection will accommodate multi-modal transportation options, including office employee private vehicle access and employee shuttles and trams. Appropriately scaled residential streets will provide access within the Residential/Shopping and Town Square Districts and accommodate on-street parking.

Transportation Demand Management (“TDM”)

As a mixture of office, residential, hospitality and retail uses, the mixed-use Willow Village will have an inherent reduction in vehicle trips during the morning and evening peak periods and throughout the day. These trip reductions are due to the synergy between the various uses that eliminate the need to travel long distances to jobs and services. Locating housing adjacent to office allows local employees the opportunity to live close to their jobs, making it possible to walk or bike to work. To ensure a reduction in vehicular trip below standard generation rates a comprehensive TDM program will provide strategies to reduce vehicular trips generated from the future planned land uses within Willow Village.

Recent surveys in the Bay Area indicate that when housing is located near jobs as many as 30 to 45 percent of the peak hour residential trips will be associated to the adjacent offices. In addition to the linkage between housing and office uses, the proposed retail uses are intended to capture local trips from within the Town Square, Residential/Shopping, and Campus Districts.

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

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

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

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

It is currently anticipated that the Campus District will be occupied primarily by Facebook. To allow for the efficient movement of Facebook employees between Willow Village and Facebook's other properties, Willow Village incorporates strong bicycle and pedestrian connections to Facebook's Bayfront and Classic Campuses. These bicycle and pedestrian facilities provide a healthy alternative means of intra-campus travel, particularly for short trips between buildings. The bicycle and pedestrian facilities also link to public facilities like the Bay Trail and City-provided bike lanes, sidewalks, and trails and will be useful infrastructure regardless of who occupies the Campus District.

The low parking ratio in the Campus District means that users of the office space will need to employ an aggressive TDM program similar to Facebook's existing TDM plan. Facebook's TDM programs provide employees direct access to alternative commute travel modes such as employee shuttles, carpools, and vanpools. Additionally, Facebook's TDM program provides other incentives to motivate employees to use available transit systems to commute to work such as transit passes. Facebook currently provides a high level of mobility services to eliminate the need for employees to bring vehicles to work to run errands. The transportation services provided include intra-campus tram service, car-sharing for individual employee use for off-site travel, and a broad range of on-site amenities that customarily would require employees to travel off-site to address. Furthermore, Willow Village's amenities such as food services, health services, grocery, pharmacy, and general retail will reinforce and support employees who do not drive to work.

Site and Infrastructure Improvements

Grading

The existing Willow Village site is relatively flat, with elevations ranging from approximately 8.2 feet to 12.8 feet (NAVD88), and with an approximately 0.5 percent slope south-north across the site. Approximately 90 percent of the existing site is located within FEMA Flood Hazard 'Zone AE,' which is subject to inundation by the 1 in 100-year storm and has a base flood

elevation (BFE) of 11 feet. The west side of the site has an overland stormwater release path to Willow Road and the east side has an overland stormwater release to Adams Court and to the open space to the northeast.

The proposed site will conform to existing elevations at Willow Road (existing elevations ranging from 7 feet to 9 feet) to the west, the Joint Powers Board (JPB) rail corridor (existing elevations ranging from 5 feet to 9 feet) to the north, the neighboring properties (existing elevations ranging from 7 feet to 9 feet) to the east, and the Hetch Hetchy right of way and O'Brien Drive (existing elevations ranging from 10 feet to 16 feet) to the south. All proposed occupiable buildings will have minimum finished floor elevations at 13 feet, which is consistent with the Menlo Park requirement of 2 feet above the BFE. Garage entrances will be graded to be above the 11 feet BFE. Localized high and low points provide overland release during rain events that exceed the design for the storm drain system. Site earthwork will consist of the reused existing site soils and basement excavation spoils to be used as on-site fill. Although there are localized areas of undocumented fill, it is anticipated that all soils can be reused on-site based on recommendations of the geotechnical engineer. Earthwork operations will be phased to optimize the excavation, fill relocation, and construction processes. Additionally, it is anticipated that existing concrete and asphaltic concrete will be crushed and recycled for use on-site. (See *Exhibit 37, Preliminary Site Grading*.)

Utility Layout

Public domestic water, storm drain, sewer, recycled water, communications, and PG&E electrical and gas mains will be routed in all public roadways and within public utility easements within private streets and will provide service to each parcel. The office parcel(s) will include looped domestic, fire water, recycled water, and communications systems. Each utility system will connect to existing mains in Willow Road. The existing on-site water system provides flow to properties east of the site through two connections to the southeast and the proposed improvements will maintain these water connections. Storm drain and sanitary sewer will flow towards Willow Road. Gas and electrical services are provided by PG&E. At the northeast corner of the site, an existing PG&E transmission tower will be maintained, and the existing overhead distribution power lines onsite will be undergrounded to maintain service to adjacent properties. All pressurized water, electrical, and communication mains will be looped to maintain system redundancy. (See *Exhibit 38, Preliminary Site Utilities*.)

Tree Removal

Due to the extensive amount of demolition and grading activities necessary to raise the site out of the existing flood hazard zone, all the existing vegetation will be removed, resulting in the removal of 793 trees, of which 263 are heritage trees. Tree removal and replacement will comply with Menlo Park's tree replacement ordinance requirements, and a greater number of trees will be planted than removed. (See *Exhibit 20 Preliminary Landscape Concept*)

Off-site Improvements

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

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

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

End of Section 2

3 Willow Village Phasing

3.1 Construction and Project Phasing

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

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

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

The Willow Village Conceptual Phasing Plan is illustrated in *Exhibit 35, Conceptual Occupancy and Phasing Plan* and described below. Phasing may vary from the Conceptual Phasing Plan, provided that community amenities are provided in accordance with the timing required by the Development Agreement.

Phase 1

Phase 1 will consist of the southernmost portion of the site and is anticipated to include:

- In the Residential/Shopping District: approximately 600 residential units, including at least 15 percent below market rate units (including senior housing), the 4.0-acre public park and indoor community space, and up to 10,000 square feet of retail.
- In the Campus District: approximately 600,000 square feet of office and office accessory uses, which may include the following:
 - Employee-serving Health and Wellness Center (alternatively, the employee-serving Health and Wellness Center could be included in the Town Square District),
 - Publicly accessible Main Street retail and amenity space.
 - The south garage is anticipated to include approximately 1,280 spaces (not including valet) also would be constructed in this phase.

Phase 2

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

- In the Town Square District: approximately 50 on-street parking spaces, and up to 20,000 square feet of retail, including restaurants.

- In the Residential/Shopping District: approximately 600 residential units, including approximately 15 percent below market rate units; and up to 30,000 square feet of retail/commercial space, including the pharmacy, financial/ATM, and other services.
- In the Campus District: approximately 630,000 square feet of office and office accessory uses and approximately 15,000 square feet of publicly accessible Main Street retail and amenity space.
- The north garage, anticipated to include approximately 1,800 spaces (not including valet), also would be constructed in this phase.
- The grade separated crossing of Willow Road that can accommodate bicycles, pedestrians, and Facebook trams.

Phase 3

Phase 3 will consist of the northernmost portion of the site and is anticipated to include:

- In the Town Square District: the hotel of 193 rooms with associated amenities, an approximately 420-space visitor parking garage and up to 70,000 square feet of retail uses.
- In the Residential/Shopping District: approximately 300 residential units, including approximately 15 percent below market rate units, and up to 40,000 square feet of retail, including the grocery; and
- In the Campus District: approximately 520,000 square feet of office and office accessory uses.

3.2 Tentative Subdivision Map

The proposed phased Vesting Tentative Subdivision Map proposes to merge eighteen existing parcels, vacating the existing Hamilton Avenue and Hamilton Court rights of way, to create a new subdivision consisting of parcels for the residential, retail, hotel, and office development, public rights of way for street purposes, parcels for private street purposes, and park and open space parcels. Multiple final maps are anticipated to match project phasing, and phases may be further parcelized for subphasing, financing, or other development purposes. (See *Exhibit 9, Conceptual Parcel Plan.*)

End of Section 3

4 Willow Village Land Use Summary

Development Statistics

O - Office District	
Site Area	36.30 acres
Maximum Office Bonus FAR	1,581,182 square feet
Maximum Commercial FAR	395,296 square feet
R-MU - Residential Mixed-Use District	
Site Area	18.61 acres
Maximum Residential Mixed-Use Bonus FAR	1,823,560 square feet
Maximum Commercial FAR	202,618 square feet
Public Right of Way	
Total Area	4.45 acres
Consolidated FAR's under Master Planned CDP	
Maximum Office Bonus FAR	1,783,800 square feet
Maximum Residential Mixed-Use Bonus FAR	1,823,560 square feet
Maximum Retail/Commercial FAR	395,296 square feet

Willow Village Proposed Land Use Summary

O - Office District Proposed Uses	
Office Campus	1,750,000 square feet
Retail	30,000 square feet
Hotel	193 rooms
R-MU - Residential Mixed-Use District Proposed Uses	
Residential	1,735 units
Retail	170,000 square feet
Publicly Accessible Open Space	
Open Space	10.09 acres*
Circulation	
Public Streets	4.45 acres
Private Streets	3.23 acres

* Area included within R-MU and O district acreage calculation.

End of Section 4

5 Willow Village Permits and Approvals

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

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

	Agency	Permit / Approval	Notes
1	City of Menlo Park	Major Conditional Development Permit	Master planned development on mixed-zoned site; Bonus level development; Development on a site of more than 1 acre to permit the following: Master planned development; Office and accessory uses > 250,000 SF GFA in O-B; Office use > 20,000 SF GFA in R-MU-B; Retail sales establishment > 20,000 SF GFA in R-MU-B; Bonus level development; Hotel, alcohol sales, etc.
2	City of Menlo Park	Vesting Tentative Map	
3	City of Menlo Park	Development Agreement	
4	City of Menlo Park	Tree Preservation and Removal Permit	
6	City of Menlo Park	Architectural Design Review	
7	City of Menlo Park	General Plan Amendment	Amend Circulation Diagram

8	City of Menlo Park	Zoning Map Amendment (if required)	Add "X" overlay and revise public street alignment
9	City of Menlo Park	BMR Housing Agreement	
10	City of Menlo Park	Building, grading, and related construction permits	
11	City of Menlo Park and Caltrans	Encroachment Permits	
12	San Mateo Transit Authority and CPUC	Rail Crossing approvals	Pedestrian and bicycle bridge or tunnel
13	San Francisco Bay Regional Water Quality Control Board		
14	San Mateo Countywide Storm Water Pollution Prevention Program		
15	West Bay Sanitary District		
16	Bay Area Air Quality Management District		
17	City and County Association of		Referral to Airport Land Use Commission

	Governments of San Mateo County		
18	Department of Toxic Substances Control		
19	San Mateo County Environmental Health Division		
20	Native American Heritage Commission		Consultation regarding Native American cultural resources site

End of Project Description for Environmental Review