

CITY OF MOUNTAIN VIEW
RESOLUTION NO.
SERIES 2022

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MOUNTAIN VIEW APPROVING A MASTER PLAN TO CONSTRUCT UP TO 1,900 RESIDENTIAL UNITS, 1,317,000 SQUARE FEET OF OFFICE/R&D, 50,000 SQUARE FEET OF GROUND-FLOOR COMMERCIAL SPACE, 6.97 ACRES OF PUBLIC PARKS AND 2.8 ACRES OF PRIVATELY OWNED, PUBLICLY ACCESSIBLE OPEN SPACE, AND AN OPTIONAL PRIVATE DISTRICT UTILITIES SYSTEM, AND ALLOCATE BONUS FLOOR AREA (397,936 SQUARE FEET OF RESIDENTIAL AND 622,925 SQUARE FEET OF NONRESIDENTIAL) ON AN APPROXIMATELY 40-ACRE SITE, GENERALLY LOCATED AT THE NORTHEAST CORNER OF ELLIS STREET AND EAST MIDDLEFIELD ROAD AND NORTH OF WEST MAUDE AVENUE BETWEEN LOGUE AVENUE AND CLYDE AVENUE WITHIN THE EAST WHISMAN PRECISE PLAN

WHEREAS, an application (Application No. PL-2020-149) was received from Google LLC for the Middlefield Park Master Plan (Master Plan) to construct up to 1,900 residential units, 1,317,000 square feet of office/R&D, 50,000 square feet of ground-floor commercial, 6.97 acres of public parks and 2.87 acres of privately owned, publicly accessible (POPA) open space, and an optional private district utilities system on an approximately 40-acre site generally located at the northeast corner of Ellis Street and East Middlefield Road and north of West Maude Avenue, between Clyde Avenue and Logue Avenue (APN: 160-58-001, 160-58-016, 160-58-017, 160-57-004, 160-57-006, 160-57-007, 160-57-008, 160-57-009, 160-57-010, 160-57-011, 160-57-012, 160-57-013, 160-59-005, and 160-59-006); and

WHEREAS, the Environmental Planning Commission held a duly noticed public hearing on October 19, 2022 on said application and recommended the City Council conditionally approve the Master Plan subject to the findings, conditions of approval, and administrative procedures attached hereto; and

WHEREAS, the City Council held a public hearing on November 15, 2022 on said application and received and considered all evidence presented at said hearing, including the recommendation from the Environmental Planning Commission, City Council report, project materials, testimony, and written materials submitted; now, therefore, be it

RESOLVED: that the City Council of the City of Mountain View finds:

1. The Planned Community Permit for the Master Plan is conditionally approved based upon the conditions contained herein and upon the following findings pursuant to Section 36.50.55 of the City Code:

a. The proposed Master Plan is consistent with the provisions of the P(41) East Whisman Precise Plan (Precise Plan). The proposal clearly demonstrates superior site and building design and compatibility with surrounding uses and developments; or, if variations from requirements in the applicable Precise Plan are granted, the proposal clearly demonstrates superior site and building design and is in substantial compliance with the intent of the requirements in the applicable Precise Plan since the Master Plan aligns with the land use and development standards, allowable floor area ratio (FAR) for development with highly sustainable design and bonus FAR, and complies with the East Whisman Precise Plan Jobs-Housing Linkage Program.

The Master Plan is consistent with the design standards and guidelines of the Precise Plan and includes urban design objectives to ensure future building and site designs are consistent with the Precise Plan and Master Plan. The Master Plan also identifies potential design exceptions from the Precise Plan, which can be considered and evaluated under subsequent zoning permit review and approval with specific design details, such as: (i) an additional key corner location at the intersection of Clyde Avenue and Maude Avenue as an entrance into the City of Mountain View and the Master Plan area from the City of Sunnyvale; and (ii) extending the maximum 300' linear length of an office building (not to exceed 400') when additional massing breaks are introduced.

Per the Precise Plan, the Middlefield Park Master Plan fulfills the following requirements for a master plan, including: (i) is consistent with the Neighborhood Park Master Plan requirements to plan for a future dedicated public park; (ii) to modify the public circulation network in order to allow publicly accessible bicycle and pedestrian pathways, in lieu of a public street (Street C) off of Maude Avenue; (iii) to modify the location of the Linear Park; (iv) to implement a Jobs-Housing Linkage Program; (v) allow for significant phasing of project construction; (vi) allow for development flexibility as the project includes more than one parcel in multiple Character subareas; and (vii) allow district parking; and

b. The proposed Master Plan is consistent with the East Whisman Mixed-Use and the High-Intensity Office Land Use Designations of the General Plan, which envision a harmonious balance of housing near jobs, public transit, neighborhood-serving businesses, and parks; the Master Plan also aligns with the following General Plan policies for the East Whisman Change Area: (i) LUD 19.1, Land Use and Transportation, by designing greater land use intensity and transit-oriented development within one-half-mile of the light rail station; (ii) LUD 19.8, Residential Development, by placing residential development near the Middlefield Light Rail Station; and (iii) aligns with the Form and Character requirements by introducing midblock pedestrian/bicycle connections, enhancing public sidewalks and street crossings, providing highly

sustainable green building design and infrastructure to support reduced energy use and increased energy generation on-site, utilizing structured district parking, and introducing new public parks and open spaces; and

c. The proposed Master Plan will not be detrimental to the public interest, health, safety, convenience, or welfare because it aligns with development and mix of land uses envisioned in the Precise Plan and General Plan and is required to comply with City, State, and Federal regulations for development, construction, infrastructure, and operations; and

d. The proposed Middlefield Park Master Plan promotes a well-designed development that is harmonious with existing and planned development in the surrounding area because it aligns with the Precise Plan land use and development standards. The site design places office uses along the north, adjacent to existing office buildings, and residential/mixed-use buildings along the south, where other residential buildings have been approved, are under review, or are envisioned; additionally, office and parking structures are placed along the east side of Clyde Avenue due to the height and use restrictions of the proximate Moffett Federal Airfield; and the project includes an extensive network of new public open spaces that provide recreational opportunities for the local community, as well as provides buffer between different land uses.

The Master Plan maintains existing public street circulation with new private service streets to access parking/service locations and align with the block standards of the Precise Plan; however, the Master Plan does not include the installation of Street C in the Precise Plan, but, in lieu of Street C, the Master Plan provides publicly accessible multi-use paths, north-south, as alternative circulation. Since the Master Plan application includes all affected surrounding property owners around Street C, and the Master Plan Multi-Modal Transportation Analysis (MTA) determined Street C is not necessary for vehicle circulation, and the Master Plan Utility Impact Study (UIS) did not find Street C necessary for utility service or access; therefore, the City finds the removal of Street C appropriate.

The Master Plan also proposes to relocate the equivalent area of the Linear Park in the Precise Plan to the large Community Park located in the center of the project area (referred to as Maude Park), in order to allow for a larger park (over five acres in size) and more functional recreational space. The Linear Park location, as shown in the Precise Plan, is located in an area with major existing underground utilities, which greatly restricts the type of recreational or landscaping improvements that can be placed at-grade and, as such, placing the proposed private service street at this location is a better use of the space; and

e. The approval of the Master Plan complies with the California Environmental Quality Act (CEQA) as the City prepared a Supplemental Environmental Impact Report (SEIR) in accordance with CEQA, which the SEIR tiered from the East Whisman Precise Plan Program Environmental Impact Report, and includes a Statement of Overriding Considerations for the project. The project adopts all feasible mitigation measures identified and described in the SEIR and the project, as mitigated, will avoid or reduce all of the significant adverse impacts to a

less-than-significant level, with the exception of the significant unavoidable impacts to air quality, which significant unavoidable impacts are considered acceptable because these unavoidable adverse environmental effects are outweighed by the benefits of the project as described in the Statement of Overriding Considerations. The City Council by separate resolution certified the SEIR and adopted required findings in accordance with CEQA.

2. That, pursuant to California Government Code Sections 65864, *et seq.*, and City Code Sections 36.54 to 36.54.40, the developer has requested a Development Agreement (DA) to implement the Middlefield Park Master Plan, which the City Council will concurrently review and consider under a separate ordinance. If adopted by the City Council, the DA includes terms which relate to the enclosed conditions of approval and administrative procedures; and be it

FURTHER RESOLVED: that the City Council of the City of Mountain View that the Planned Community Permit for the Master Plan project is hereby granted subject to the developer's fulfillment of all the conditions which are attached hereto as Exhibit A and administrative procedures to implement the Master Plan attached hereto as Exhibit B, both of which are incorporated herein by reference.

TIME FOR JUDICIAL REVIEW

The time within which judicial review of this decision must be sought is governed by California Code of Civil Procedure, Section 1094.6, as established by Resolution No. 13850, adopted by the City Council on August 9, 1983.

LH/6/RESO
823-10-19-22r-2

- Exhibits: A. Conditions of Approval
B. Administrative Procedures for Implementation

**CONDITIONS OF APPROVAL
APPLICATION NO.: PL-2020-149
Middlefield Park Master Plan**

The applicant is hereby notified, as part of this application, that the applicant is required to meet the following conditions in accordance with the Mountain View City Code and the State of California. Where approval by a City Department Director or Official is required, that review shall be for compliance with all applicable conditions of approval, adopted policies and guidelines, ordinances, laws, and regulations, and accepted practices for the item(s) under review. The applicant is hereby notified that the applicant is required to comply with all applicable codes or ordinances of the City of Mountain View and the State of California that pertain to this development, including those noted herein.

This approval is granted for the Middlefield Park Master Plan located on Assessor’s Parcel Nos. 160-58-001, 160-58-016, 160-58-017, 160-57-004, 160-57-006, 160-57-007, 160-57-008, 160-57-009, 160-57-010, 160-57-011, 160-57-012, 160-57-013, 160-59-005, 160-59-006 in the P(41) East Whisman Precise Plan. Development shall be substantially as shown on the project materials listed below, except as may be modified by conditions contained herein, which are kept on file in the Planning Division of the Community Development Department:

- a. Middlefield Park Master Plan (Master Plan) prepared for and by Google LLC, dated October 2022.
- b. Middlefield Park Implementation Plan (Implementation Plan) prepared for and by Google LLC, dated October 2022, which includes such information as, but not limited to, the Master Plan Arborist Report, Tree Framework, Below-Market-Rate Alternative Mitigation (Affordable Housing Plan), District Systems Concept Plan, etc.
- c. Middlefield Park Master Plan Project Final Supplemental Environmental Impact Report (SCH No. 2021100026, Project SEIR) prepared by the City in accordance with the California Environmental Quality Act (CEQA) Guidelines.

THIS REQUEST IS GRANTED SUBJECT TO THE FOLLOWING CONDITIONS:

NOTE: Any number listed in a condition title (e.g., “COA GEO-1.1 from Project SEIR”) is the associated reference in the Project SEIR. Any reference to Procedures can be found in Exhibit B to this resolution; and any reference to Subdivision Conditions can be found in Resolution No. _____.

Planning Division—650-903-6306 or planning.division@mountainview.gov

- 1. **DEVELOPMENT AGREEMENT:** A Development Agreement (DA) for the Middlefield Park Master Plan between the City of Mountain View and Google LLC has been prepared for the project, which allows a longer entitlement period beyond the standard two years (Application No. PL-2021-249). If a DA is approved by Council, then this Master Plan Permit is valid for the term of the DA, with subsequent zoning permits valid per the terms of the DA. If no DA is approved, then this Master Plan permit and all subsequent zoning permits associated with this project, shall be valid for a period of two years from the date of Council approval and may be extended up to an additional two years after a duly noticed Administrative Zoning public hearing per City Code Section 36.56.55.
- 2. **APPLICABILITY OF THIS MASTER PLAN PERMIT:** This Permit shall apply to any business/owner entity/fee interest holder/ground lessee whose use and operational characteristics match those of the approved uses within the Master Plan and, if approved, in accordance with the associated Development Agreement (DA). Unless otherwise permitted by an approved DA, introduction of new uses, intensifications of the approved uses, and/or redistribution of approved uses shall require an amendment to this Permit, which may also require amendments to the Master Plan, DA, and/or other approved materials.
- 3. **EXPIRATION:** This Master Plan permit shall become null and void if subsequent permits have not been issued and construction activity has not commenced within the two-year period, unless a permit extension application has been submitted and approved in accordance with City Code Section 36.56.55 by the Zoning Administrator at a duly noticed public hearing prior to

the expiration date; or, if the Development Agreement (DA) is approved and in effect beyond the aforementioned period, the permit shall become null and void upon expiration (or earlier termination) of the DA term. No Master Plan permit extension is feasible after expiration of the DA.

4. **EAST WHISMAN DEVELOPMENT RESERVE:** This permit grants use of 632,354 square feet of net new office floor area from the East Whisman Precise Plan Development Reserve by the applicant to develop the Master Plan. Unless this permit is otherwise modified, voided, or expires, the allotted square footage cannot be used by another development project in East Whisman outside of the Master Plan area. The development reserve allocation is available until fully utilized or until the expiration of this permit. If this permit expires or the approved Development Agreement expires or terminates with remaining unused net new office square footage, then all remaining square footage returns to the Development Reserve for redistribution by the City to another development project(s).
5. **EXISTING OFFICE FLOOR AREA:** Pursuant to the East Whisman Precise Plan and East Whisman Precise Plan Jobs-Housing Linkage Guidelines, the applicant may transfer the project’s existing (to be demolished) office floor area (684,646 square feet) to a Bonus Floor Area Ratio (FAR) office project or divide the floor area among multiple Bonus FAR office projects within the Master Plan area. Because transferred existing floor area is not net new floor area, the subsequent office project(s) does not count the transferred floor area when calculating Community Benefits, Nonresidential Housing Impact Fees, or Jobs-Housing Linkage requirements.
6. **JOBS-HOUSING LINKAGE DEVELOPMENT REQUIREMENTS:** Pursuant to the East Whisman Precise Plan Jobs-Housing Linkage Guidelines, for every three residential units built or facilitated by the applicant via land dedication to the City, the applicant can allocate a maximum of 1,000 square feet of Development Reserve Floor Area (net new floor area) to Bonus FAR office projects within the Master Plan area. Occupancy of the residential units, or dedication and conveyance of land for residential use to the City, which are associated with the Development Reserve Floor Area, must be obtained first prior to occupancy of the associated Bonus FAR office building(s) per development phase.
7. **BONUS FLOOR AREA RATIO (FAR) ALLOCATION:** The project includes up to a maximum Bonus FAR of 0.71 for residential/mixed-use (or 397,936 square feet) and a maximum Bonus FAR of 0.88 for nonresidential (or 622,925 square feet) as shown per Precise Plan subcharacter area and development phase in the table below. Bonus FAR is based on approved square footage above the base allowable FAR per the Precise Plan, not net new floor area nor the East Whisman Development Reserve. The Community Benefits requirement is calculated based on the total Bonus FAR for the project, which is inclusive of assumed development on Parcels R4a and R6 to be dedicated to the City.

Precise Plan Subcharacter Area	Total Proposed FAR	Base FAR	Bonus FAR	
			Residential/ Mixed-Use	Nonresidential (Office)
Employment North, Low Intensity	0.39	0.4	N/A	-
Mixed-Use, Medium Intensity	0.75	0.4	-	0.35
	1.11	1.0	0.11	-
Mixed-Use, High Intensity	0.93	0.4	-	0.53
	1.6	1.0	0.6	-
Total Bonus FAR			0.71	0.88
Anticipated Bonus FAR By Development Phase				
		Phase 1	0.6	-
		Phase 2	-	0.53
		Phase 3	0.11	-
		Phase 4	N/A	0.35

PERMIT SUBMITTAL REQUIREMENTS

12. **OTHER REVIEW AGENCIES:** This project requires review and approval by outside agencies, including, but not limited to, U.S. Environmental Protection Agency (EPA), California Public Utilities Commission (CPUC), Valley Transportation Agency (VTA), Bay

Area Air Quality Management District (BAAQMD), San Francisco Regional Water Quality Control Board (SFRWQCB), State Water Resources Control Board – Division of Drinking Water (DDW), Pacific Gas & Electric (PG&E), and Valley Water (formerly Santa Clara Valley Water District). Based on the scope of work in the development phase, written proof of approval or acknowledgement of no approval necessary from these agencies is required prior to building permit issuance, inspections, and/or prior to issuance of a Certificate of Occupancy.

13. **REMEDIATION:** Due to the project location in the Middlefield-Ellis-Whisman Superfund and Hewlett-Packard and E/M Lubricants TCE groundwater plume, the applicant shall work with the City, the applicable oversight agency (e.g., the U.S. Environmental Protection Agency, the State Department of Toxic Substances Control, State Regional Water Quality Control Board, County of Santa Clara Department of Environmental Health, etc.), and responsible parties, if necessary, to address any site remediation or building design/construction requirements to ensure appropriate on-site improvements in accordance with the oversight agency standard practice; local, State, and Federal regulations; and City Code requirements. Design of remediation equipment, equipment placement, or remediation activities will need to be reviewed and may require approval by all parties (e.g., City, responsible parties, and/or oversight agency(ies)). Prior to the issuance of any building permits, the applicant shall either: (a) submit written proof of an approval from the oversight agency of remediation activity and/or building and site design as deemed consistent with the remediation activity; or (b) provide written proof the work is not subject to approval from an oversight agency. The City may request copies of, and the applicant shall provide upon request, all documents submitted to the oversight agency, such as, but not limited to, applications, site management plans, operation, maintenance and monitoring plans, vapor intrusion mitigation plans, etc. A Certificate of Occupancy cannot be issued until final inspections have been completed by the City and the oversight agency, if required.
14. **GEOTECHNICAL REPORT (COA GEO-1.1 FROM PROJECT SEIR):** The applicant shall have a design-level geotechnical investigation prepared which includes recommendations to address and mitigate geologic hazards in accordance with the specifications of California Geological Survey (CGS) Special Publication 117, *Guidelines for Evaluating and Mitigating Seismic Hazards*, and the requirements of the Seismic Hazards Mapping Act. The report will be submitted to the City during building plan check, and the recommendations made in the geotechnical report will be implemented as part of the project and included in building permit drawings and civil drawings as needed to the satisfaction of the Building Inspection Division and prior to the issuance of building permits. Recommendations may include considerations for design of permanent below-grade walls to resist static lateral earth pressures, lateral pressures caused by seismic activity, and traffic loads; method for backdraining walls to prevent the build-up of hydrostatic pressure; considerations for design of excavation shoring system; excavation monitoring; and seismic design. Additionally, recommendations shall include measures (e.g., shoring walls, and waterproofing) to minimize the amount of dewatering required during construction and prevent substantial impacts to aquifers or existing wells. Specific recommendations contained in the geotechnical report prepared for the project shall be implemented to the satisfaction of the City of Mountain View Building Inspection Division.
15. **TOXIC ASSESSMENT (COA HAZ-1.1 FROM PROJECT SEIR):** A toxic assessment report shall be prepared and submitted as part of the building permit submittal per development phase. The applicant must demonstrate that hazardous materials do not exist on the site or that construction activities and the proposed use of this site are approved by: City's Fire Department (Fire and Environmental Protection Division); the State Department of Health Services; the Regional Water Quality Control Board; and any Federal agency with jurisdiction. No building permits will be issued until each agency and/or department with jurisdiction has released the site as clean or a site toxics mitigation plan has been approved.
16. **BIRD-STRIKE MANAGEMENT PLAN:** A bird-strike management plan, which provides project design features to reduce bird strikes, shall be submitted as part of the building permit submittal with recommended provisions included in the building permit plans per development phase. The bird strike measures shall include those standards/measures in the East Whisman Precise Plan Section 3.11, such as, but not limited to, facade treatments, occupancy sensors, funneling of flight paths, and skyways, walkways, or glass walls.

VEHICLE AND BIKE PARKING

17. **DISTRICT OFFICE PARKING:** To satisfy the project's office parking requirement, the Master Plan includes district parking, whereby the majority of required parking spaces for the up to 1,317,000 square feet of office use is located in two parking garages (P1 and P2) with some parking available at each office building location. These parking garages may be located on a

parcel other than the office building(s) for which the parking spaces serve; therefore, the applicant and property owner(s) of the applicable office building parcel and the applicable parking garage parcel must acknowledge and memorialize the legal right of the office parcel and building users to utilize the off-site parking spaces for the life of the project through a legal recorded agreement in a form approved by the City and recorded on all affected parcels. It shall run with the land and shall not be amended without prior City consent. The applicant/property owner acknowledges the legal rights and ability to utilize off-site parking spaces to satisfy the parking requirements for the office uses of the Master Plan is an express condition of approval for the project and is necessary for the continued occupancy of the office building(s).

18. **PHASE 2 TEMPORARY OFFICE PARKING:** To satisfy the project's office parking requirement for Phase 2 (Parcels O1 and O2), with submittal of the Phase 2 zoning permit application, the applicant must submit a letter to the Planning Division identifying off-site location(s) that can provide the remainder of parking required until such time the proposed district parking structures P1 and P2 are constructed, or, if the Development Agreement (DA) is approved, for the duration of the DA, which is signed by the project applicant and property owner(s) of the subject properties. The applicant must demonstrate that adequate parking is available to serve the off-site office buildings and the on-site use(s) at the temporary off-site parking location(s), per Precise Plan/zoning-compliant or approved parking ratios. Prior to issuance of a building permit for Phase 2 office buildings, the off-site parking location(s) property owner(s) must execute a legal recorded agreement acknowledging the sites for which the property will serve for parking and each office site must also record the same agreement. It shall run with the land and shall not be amended without prior City consent. In addition (and at the same time), the applicant must also execute and record a deed restriction on Parcels P1 and P2 that restricts the use of those parcels to parking with sufficient remaining number of spaces for all of the office parcels (O1, O2, O3, O4, O5). Once the District parking structures (P1 and P2) are available for long-term parking, the recorded agreements for temporary office parking can be dissolved and removed from recordation on the off-site parking locations and deed restrictions removed from Parcels P1 and P2.
19. **PARKING MANAGEMENT PLAN:** During review of subsequent zoning permit applications per development phase, the applicant shall provide a preliminary parking management plan to assist the City in reviewing and approving parking ratios. Prior to building permit issuance per development phase, the applicant shall develop a formal parking management plan describing parking allocation/shared parking for residents, guests/visitors, and/or commercial uses for each building location on the project site, subject to approval by the Zoning Administrator.
20. **LOADING/DELIVERY PLAN:** During review of subsequent zoning permit applications per development phase, a preliminary loading/delivery plan may be required to be submitted by the applicant to assist the City in reviewing and approving parking ratios, flex zones, or design of loading locations. Prior to building permit issuance per development phase, the applicant shall develop a formal loading/delivery plan specifying measures to manage on-site deliveries and loading for each building location, which may include measures to tailor delivery hours and/or days to limit conflicts with peak traffic times or adjacent land uses, subject to approval by the Zoning Administrator.

SITE DEVELOPMENT AND BUILDING DESIGN

21. **MINIMUM NEIGHBORHOOD COMMERCIAL:** Per the Precise Plan, a minimum of 5,000 square feet of ground-floor commercial space must be provided for neighborhood commercial uses near the Ellis Street and Middlefield Road intersection, near the VTA Middlefield Light Rail station. This space shall not count toward the applicant's Community Benefit Small Business Diversification and Nonprofit Inclusion Program.
22. **PRIVATELY OWNED, PUBLICLY ACCESSIBLE OPEN SPACE DESIGN:** The project includes a park land credit for a privately owned, publicly accessible (POPA) open space and improvements (referred to as Ellis Park). The conceptual POPA open space design is included in the Master Plan to be further refined through subsequent zoning permits for each phase of development adjacent to the POPA open space (Phases 1 and 2). The conceptual POPA open space design includes access to a public restroom and the following maximum number of elements and other design features, which may be consolidated or reduced with further design refinement in accordance with City Code Section 41.11.a and the objectives of Section 41.11.a.2.b:
 - a. One game court that meets the standards of the professional association for the type of activity proposed (approximately 2,500 square feet);

- b. Up to two playgrounds: one for toddlers (ages two to five years) and one for youth (ages five to 12 years), approximately 2,500 square feet each;
- c. A picnic area to seat at least 15 people with one barbecue for every two tables (approximately 750 square feet);
- d. An exercise area to support 10 people using equipment at the same time, including Americans with Disabilities Act (ADA)-accessible equipment (approximately 1,000 square feet); and
- e. An alternate element of a demonstration/educational garden that portrays food production, native plant ecotypes, gardening techniques, or other similar activities, which is managed by the applicant, a nonprofit or a third-party organization of approximately 3,500 square feet.

Other design features which may be located in the POPA open space separately, or in some combination thereof, include:

- f. Bike parking (approximately 2,000 square feet);
- g. A native garden, referred to as a Station Garden (approximately 1,000 square feet);
- h. An interactive public art installation(s), per the project’s Community Benefits;
- i. A north-south multi-use path as required by the Precise Plan;
- j. A fire/emergency access lane required by the Fire Code to serve the project buildings;
- k. A VTA bus stop and midblock pedestrian-bicycle crossing along Middlefield Road, adjacent to Ellis Plaza, as shown in the Master Plan, subject to CPUC/VTA approvals;
- l. A stand-alone café kiosk and outdoor dining terrace of up to 2,000 square feet;
- m. Ellis Community Pavilion/Fairchild Barns building of up to 1,000 square feet, which may include a public restroom, a community room; and
- n. A turf/lawn area or a dog park area of no more than 2,000 square feet.

In addition to the elements described, a clear visual/physical demarcation must be installed to separate the adjacent private building developments and the POPA open space such that ground-floor uses (active uses) in the private buildings are not impeding use of the POPA open space for public enjoyment and access (e.g., spillover outdoor dining or outdoor displays).

Following subsequent zoning permit approvals of the POPA open space, minor modifications to the approved POPA open space plans for construction, such as adjustments to element location, dimensional area, specifications, and/or site modifications to comply with building and fire codes, can be approved by the Community Services Director and/or Community Development Director during building permit review. All other modifications are considered major modifications and must be approved by the City Council at a duly noticed public hearing.

- 23. **POPA OPEN SPACE NAME:** The POPA open space name shall be provided by the applicant and reviewed and approved by the City as part of the first zoning permit that includes a portion of the POPA open space area.
- 24. **POPA OPEN SPACE DIMENSIONS:** The POPA open space must maintain a length of approximately 1,096’ on the west side, a length of approximately 1,163’ on the east side (along the VTA tracks), and a width of no less than 100’ along the majority of the open space, but no narrower than 97’ in width at any given point with up to a cumulative size of 2.87 acres. Additionally, the plaza portion of Ellis POPA open space (along Parcels R1 and R2) must be maintained as 1 acre in size to comply with the required Central Park open space in the Precise Plan. The Central Park is defined by 1 to 2 acres of a signature gathering space adjacent to the Middlefield VTA Station that is highly visible and encourages use of the light rail station that can include: retail,

outdoor dining, seating, site furnishings, and entertainment uses to generate lively pedestrian activity through the day and evening and accommodate community gatherings and events.

25. **POPA OPEN SPACE SIGNAGE:** A primary identification sign with the open space name must be located at the main entrance of the POPA open space; additional identification signs located at secondary entrances may be considered. All signs require a zoning permit and must comply with the sign requirements of the underlying zoning district (for sign purposes, the POPA open space is treated as a separate parcel). In addition to the identification sign(s), at each entrance of the POPA open space, a sign shall be posted with the following rules, regulations, and information for visitors: (a) announce as a privately owned, publicly accessible (POPA) open space for public enjoyment; (b) hours of use (see Subdivision Condition No. 13); (c) a phone number of the Owner or Owner representative for visitors to contact for any maintenance and safety concerns; (d) list “in case of emergency, please call 9-1-1”; and (e) list the contact information for the City’s designated animal control agency. All directional signage for the multi-use path within the POPA open space shall be posted in compliance with the Manual on Uniform Traffic Control Devices (MUTCD).
26. **PUBLIC ART:** The project applicant must comply with the following requirements for existing/new public art on the project site. If the Development Agreement is not approved, then only subsection a. below applies:
 - a. Existing Public Art: The project site has multiple pieces of existing, installed public art. The applicant must either: (1) relocate the public art within the Master Plan; (2) relocate the public art within the City, in a location where the public can equally enjoy the subject piece(s); (3) maintain the art in place; (4) donate the public art to another party to locate in the City; or (5) if none of the options above are feasible, an alternative can be agreed upon by the Community Development Director and the applicant. A zoning and building permit is required for any public art relocation.
 - b. New Public Art (at Ellis Park): At zoning permit submittal for the development phase that includes the POPA open space, the applicant must submit: (i) the vision statement and design principles for the public art; (ii) the proposed location(s) for the public art; (iii) the conceptual design(s) of the public art; and (iv) the process and timeline for production and installation. At building permit submittal for the same development phase, the applicant must submit: (i) the name of the artist, designer, or design studio and their bios and representative work; and (ii) the final public art design. The City shall review and approve the final design. Upon the City’s request, the applicant shall provide confirmation of the cost of the public art, including costs, commissions, and fees associated with procurement, creation, and installation of such public art. The installation of the public art shall be completed prior to final inspection under that building permit.
27. **LIGHTING PLAN (COA AES-1.1 IN PROJECT SEIR):** The applicant shall submit a lighting plan in building permit drawings per development phase. This plan should include photometric contours, manufacturer’s specifications on the fixtures, and mounting heights. The design and location of outdoor lighting fixtures shall ensure there will be no glare and light spillover to surrounding properties, which is demonstrated with photometric contours extending beyond the project property lines. The lighting plan submitted with building permit drawings must be approved by the Zoning Administrator prior to building permit issuance.
28. **ROOFTOP DECK LIGHTING (COA AES-1.1 IN PROJECT SEIR):** Proposed lighting fixtures on the rooftop decks and courtyards shall not be visible from ground level on adjacent public streets. Any string lighting shall be designed to include shades to avoid light spillover and be screened so they are not visible from off-site. Limited pedestrian-scale/building-mounted lighting along pathways may be permitted subject to review and approval of a photometric lighting plan submitted as part of the building permit drawings per development phase.

GREEN BUILDING AND SUSTAINABILITY MEASURES

29. **GREEN BUILDING REQUIREMENTS—NEW CONSTRUCTION:** The project is required to meet the mandatory measures of the California Green Building Standards Code and meet the intent of the applicable green building standard in place at time of building permit submittal. All mandatory prerequisite points and minimum point totals per category to attain the noted green building status must be achieved unless specific point substitutions or exceptions are approved by the Community Development Department. Formal project registration and certification through Build It Green or U.S. Green Building Council

is not required for compliance with the Mountain View Green Building Code (MVGBC). The project is also required to comply with Title 24, Part 6. Per the Precise Plan and the MVGBC, the applicable green building standards are:

- a. For residential new construction, the building must meet the intent of 120 GreenPoint Rated points or equivalent.
 - b. For nonresidential new construction, the building must meet the intent of LEED Platinum® or equivalent.
 - c. For mixed-use new construction, the building must meet the intent of 120 GreenPoint Rated points for the residential portion of the project and meet the intent of LEED Platinum® for the nonresidential portion of the project or equivalent standards.
 - d. For all nonresidential tenant improvements, including building additions of 1,000 square feet or greater, and/or building alterations with a permit valuation of \$200,000 or above, the building must meet the mandatory measures of the California Green Building Standards Code and Title 24, Part 6.
 - e. Per Precise Plan Section 3.10, all new construction must: (i) meet the baseline indoor and outdoor water performance standards defined in LEED BD+C prerequisites and mandatory CalGreen requirements; (ii) install dual plumbing for potable and recycled water use, per current City codes. Dual-plumbed buildings shall be equipped with potable back-up systems in the event of recycled water outages; and (iii) construct the on-site irrigation to be recycled water conversion ready, per City standards, to connect to the recycled water system once the system is complete.
30. **ENERGY MONITORING:** To support energy management and identify opportunities for energy savings, the project shall provide submeters or equivalent combinations of sensors to record energy use data (electricity, natural gas, etc.) for each major energy system in each building. This monitoring is required irrespective of whether the applicant pursues a district system.

TREES AND LANDSCAPING

31. **ARBORIST REPORT (COA BIO-2.1 FROM PROJECT SEIR):** A certified arborist shall provide written instructions for the care of the existing tree(s) to remain on-site before, during, and after construction. The report shall also include a detailed plan showing installation of chain-link fencing around the dripline, or alternative tree protection measures if construction is to occur within the dripline, to protect these trees and installation of an irrigation drip system and water tie-in for supplemental water during construction. Arborist's reports shall be received by the Planning Division and must be approved prior to the issuance of building permits per development phase. Prior to construction, the arborist shall certify in writing that all tree preservation measures have been implemented. Approved measures from the report shall be included in the building permit drawings. The Implementation Plan includes a Master Plan-wide arborist report available for reference in subsequent permits. The applicant is required to submit site-specific arborist reports per development phase in accordance with the zoning permit application submittal requirements.
32. **ARBORIST INSPECTIONS (COA BIO-2.1 FROM PROJECT SEIR):** During demolition activity and upon demolition completion of a zoning-entitled development phase of the project, a certified arborist shall inspect and verify the measures described in the arborist report are appropriately implemented for construction activity near and around the preserved trees, including the critical root zones. Should it be determined that the root systems are more extensive than previously identified and/or concerns are raised of nearby excavation or construction activities for the project foundation or underground parking garage, which were not previously disclosed in a site-specific arborist report, then the design of the building and/or parking garage may need to be altered to maintain the health of the trees prior to building permit issuance.
33. **MONTHLY ARBORIST INSPECTIONS (COA BIO-2.1 FROM PROJECT SEIR):** Throughout demolition and construction of a zoning-entitled development phase of the project, a certified arborist must conduct monthly inspections to ensure tree protection measures and maintenance care are provided. A copy of the inspection letter, including recommendations for modifications to tree care or construction activity to maintain tree health, shall be provided to the Planning Division at planning.division@mountainview.gov.

34. **REPLACEMENT TREES (COA BIO-2.1 FROM PROJECT SEIR):** The applicant shall offset the loss of each of the following trees on-site: (a) removal of one Heritage tree with two new replacement trees; (b) removal of one street tree with one new replacement street tree; and (c) removal of one non-Heritage tree with one new replacement tree. Each replacement tree shall be no smaller than a 24" box and shall be noted on the landscape plans as to the type of replacement tree, along with a table with the total number of trees removed and replaced.
35. **STREET TREE PROTECTIONS (COA BIO-2.1 FROM PROJECT SEIR):** All designated City street trees to remain are to be protected throughout construction activity with protection measures approved by the City arborist and shown on building permit plans.
36. **TREE PROTECTION MEASURES (COA BIO-2.1 FROM PROJECT SEIR):** The tree protection measures listed in the Master Plan arborist report prepared by HortScience/Bartlett Consulting and included in Appendix G of the Implementation Plan, as well as any subsequent site-specific arborist report prepared for a development phase, shall be included as notes on the title sheet of all grading and landscape plans. These measures shall include, but may not be limited to, 6' chain-link fencing at the drip line, a continuous maintenance and care program, root pruning guidelines, and protective grading techniques. Also, no materials may be stored within the drip line of any protected/preserved tree on the project site.
37. **TREE MITIGATION AND PRESERVATION PLAN (COA BIO-2.1 FROM PROJECT SEIR):** The applicant shall develop a tree mitigation and preservation plan to avoid impacts on regulated trees and mitigate for the loss of trees that cannot be avoided per development phase. The plan shall also outline measures to be taken to preserve off-site trees. Routine monitoring for the first five years and corrective actions for trees that consistently fail the performance standards shall be included in the tree mitigation and preservation plan. The tree mitigation and preservation plan shall be developed in accordance with Chapter 32, Articles I and II, of the City Code per development phase and subject to approval of the Zoning Administrator prior to removal or disturbance of any Heritage trees resulting from project activities, including site preparation and demolition activities.
38. **TREE REPLACEMENT/MITIGATION FEE:** In exchange for site constraints and/or the limited ability to plant new trees on-site within a given development phase, the applicant shall offset the loss of Heritage tree(s), City street tree(s), or other non-Heritage tree(s) with a replacement fee made payable to the City of Mountain View, based on the adopted fee schedule in place at time of payment. The fee must be paid prior to building permit issuance. Alternative measures for compliance can be reviewed and approved by the Community Services Director, in consultation with the City arborist, particularly if noncompliance with tree replacement requirements is an interim state between development phases whereby full compliance is anticipated upon construction completion.

NOISE

39. **MECHANICAL EQUIPMENT (NOISE) (COA NOI-1.2 FROM PROJECT SEIR):** The noise emitted by any mechanical equipment shall not exceed a level of 55 dB(A) during the day or 50 dB(A) during the night, 10:00 p.m. to 7:00 a.m., when measured at any location on the adjoining residentially used property per City Code Section 21.26.
40. **INTERIOR NOISE LEVELS:** Construction drawings must confirm that measures have been taken to achieve an interior noise level of 45 dB(A)_{L_{dn}} that shall be reviewed and approved by a qualified acoustical consultant prior to building permit submittal for each new building.
41. **CONSTRUCTION NOISE REDUCTION (COA NOI-1.1 FROM PROJECT SEIR):** The following noise reduction measures shall be incorporated into construction plans and contractor specifications to reduce the impact of temporary construction-related noise on nearby properties: (a) comply with manufacturer's muffler requirements on all construction equipment engines; (b) turn off construction equipment when not in use, where applicable; (c) locate stationary equipment as far as practical from receiving properties; (d) use temporary sound barriers or sound curtains around loud stationary equipment if the other noise reduction methods are not effective or possible; and (e) shroud or shield impact tools and use electric-powered rather than diesel-powered construction equipment.
42. **SITE-SPECIFIC BUILDING ACOUSTICAL ANALYSIS (COA NOI-2.1 FROM PROJECT SEIR):** A qualified acoustical consultant will review final site plans, building elevations, and floor plans prior to construction to calculate expected interior noise levels as

required by State noise regulations. Project-specific acoustical analyses are required by the California Building Code to confirm that the design results in interior noise levels reduced to 45 dB(A) L_{dn} or lower. The specific determination of what noise insulation treatments are necessary will be completed on a unit-by-unit basis. Results of the analysis, including the description of the necessary noise control treatments, will be submitted to the City along with the building plans and approved prior to issuance of a building permit. Building sound insulation requirements will include the provision of forced-air mechanical ventilation for all residential units as recommended by the qualified acoustical consultant, so that windows can be kept closed at the occupant's discretion to control noise. Special building techniques (e.g., sound-rated windows and building facade treatments) will be implemented as recommended by the qualified acoustical consultant to maintain interior noise levels at or below acceptable levels. These treatments will include, but are not limited to, sound-rated windows and doors, sound-rated wall construction, acoustical caulking, protected ventilation openings, etc.

43. **PILE DRIVING NOISE REDUCTION:** The following measures shall be incorporated into construction plans and contractor specifications if pile driving is proposed: (a) multiple pile drivers shall be considered to expedite construction. Although noise levels generated by multiple pile drivers would be higher than the noise generated by a single pile driver, the total duration of pile driving would be reduced; and (b) temporary noise control blanket barriers shall shroud pile drivers or be erected in a manner to shield the foundation pile holes as a standard construction noise control technique. Predrilling reduces the number of blows required to seat the pile.

TRANSPORTATION PROGRAMS AND IMPROVEMENTS

44. **MASTER PLAN OFFICE TRIP CAP PHASING PLAN:** Office a.m. and p.m. peak period vehicle trip caps (trip caps) must comply with the requirements of the East Whisman Precise Plan. The Master Plan office trip cap is established in Condition No. 45, which is applicable to all new and redeveloped office square footage. In achieving the Master Plan's office trip cap, the applicant can pursue the following options per Section 3.9 of the Precise Plan with submission of a Trip Cap Phasing Plan (Phasing Plan):
 - a. **Incorporate Other Sites:** The applicant can elect to allow for higher trip cap rates for the office development(s) in the Master Plan area by applying TDM program requirements to other existing buildings in the East Whisman area they may have control and operations over. By reducing vehicle trips at one site, it can allow for a higher trip cap in the Master Plan area while still achieving reduced trips overall in the Precise Plan area. The Phasing Plan for this option must include, at minimum: (i) the properties to be included in the program; (ii) TDM measures to be applied to each property to achieve the trip caps proposed; (iii) analysis of proposed trip caps applicable to each property, including the revised Master Plan trip cap; (iv) a timeline for implementation of the TDM program; and (v) acknowledgement of annual monitoring and penalties per Condition No. 46.
 - b. **Phase-In Plan:** The applicant can elect for near-term flexibility in meeting the Master Plan trip cap requirements per Condition No. 45 by developing a phase-in option. This may be necessary to accommodate a multi-phased, large-scale development where physical limitations in development make full compliance infeasible. The Phasing Plan for this option must include, at minimum: (i) an interim trip cap that does not exceed the East Whisman Precise Plan areawide average of 0.95 a.m. and 0.88 p.m. peak-hour trips, but may not need to meet the Master Plan trip cap initially; (ii) TDM measures to achieve the interim trip cap; (iii) a timeline for achieving all required TDM measures and trip caps overtime per Condition No. 45, which shall be the least amount of time necessary but in no case exceed four (4) years after occupancy of each office building; and (iv) acknowledgement of annual monitoring and penalties per the interim trip cap rates in accordance with the requirements of Condition No. 46. An extension request process beyond the four year time limit may be incorporated into the Phasing Plan, depending on the status of development and availability of district parking under the Master Plan at time of submittal.

Any Trip Cap Phasing Plan must be submitted with a zoning permit for an office building(s) to be reviewed and approved by the City. To confirm compliance, the City can hire a third-party consultant to review the materials provided and determine appropriate revised trip caps and TDM measures, which shall be funded by the applicant (at full contract cost plus the City's administrative fee). Following the expiration of the approved Phasing Plan, the applicant is subject to the full requirements identified in Condition Nos. 45 and 46. For clarity purposes, the first year of initial monitoring after the Master Plan trip cap

applies, and the allowable grace period in Condition No. 46 can apply, even if the grace period was used during the Phasing Plan with the interim trip cap.

45. **MASTER PLAN TRANSPORTATION DEMAND MANAGEMENT PROGRAM:** The property owner(s), property manager(s), and homeowners association (HOA) or their representative(s) (collectively, “the owners”) are required to maintain a Transportation Demand Management (TDM) program which provides commute and transportation alternatives to employees/residents which will reduce peak-hour vehicle trips to/from the Master Plan area. Each parcel must maintain a separate TDM program, but the measures must comply with the minimum requirements of the Master Plan TDM program and the East Whisman Precise Plan TDM measures. The TDM program measures shall be formally accepted by the owner(s) prior to building permit issuance per development phase through a legal agreement or recorded document, as determined by the City Attorney, with contents to the satisfaction of the Zoning Administrator. The mandatory TDM measures include:

A. For Nonresidential (Office) Development:

- (1) Maintain vehicle trip caps of 1,097 a.m. peak hour trips and 952 p.m. peak hour trips, based on the East Whisman areawide trip cap of 0.83 a.m. and 0.72 p.m. peak hour trip per 1,000 square feet of office (“Master Plan trip cap”).
- (2) Join and maintain ongoing membership in the Mountain View Transportation Management Association (MVTMA) for the life of the project.
- (3) Provide an on-site transportation coordinator to implement and manage the TDM program and to serve as a liaison between the employer/tenant and the MVTMA.
- (4) Develop and distribute marketing and information materials to inform employees and visitors about the TDM program and encourage their participation.
- (5) Provide a flexible, alternative work schedule program to allow employees to travel outside of peak periods; provide telecommute work options.
- (6) Provide a Guaranteed Ride Home program to encourage use of alternative transportation.
- (7) Directly provide, or provide direct access to, shuttle services to connect employees and guests to existing transit.
- (8) Provide bicycle parking, along with showers and changing facilities, as defined in the Precise Plan. Provide a sufficient amount of self-repair station(s) for bikes.
- (9) Provide ride-share matching services to encourage carpooling by employees and provide bike-matching services to encourage employees to bike to work together.
- (10) Include site design features to further alternative modes of travel, such as: (i) give priority parking locations to carpools and vanpools as defined in the Precise Plan; (ii) provide care share parking as defined in the Precise Plan; and (iii) orient building entrances toward sidewalks, transit stops, and bicycle facilities.
- (11) Additional measures to consider: (i) provide access to a fleet of shared vehicles; (ii) provide subsidized membership to external car sharing organizations; (iii) provide a bike loaner program to provide bikes on an extended basis to visiting or short-term employees for commuting; (iv) provide monetary incentives for alternative modes, such as subsidized transit passes (e.g., VTA SmartPass, Caltrain Pass, and Clipper cards), bike-share or carpools for office employees, or cash-out program for use of alternative modes. For carpool services, employers

provide vans, fuel, toll expenses, and vehicle maintenance; and (v) provide monetary incentive for employees to purchase bikes.

B. For Residential Development:

- (1) Maintain a trip reduction of 9% over the Institute of Transportation Engineers (ITE), 10th Edition, trip rates for midrise multi-family residential (ITE Code: 221).
- (2) Join and maintain ongoing membership in the Mountain View Transportation Management Association (MVTMA) for the life of the project.
- (3) Provide minimum bicycle parking as defined in Precise Plan. Also, provide and/or maintain access to shared bicycles for residents if a bike-share service is not nearby.
- (4) For buildings with over 100 units, provide and maintain shared, common, collaborative workspaces with WiFi for residents and their guests. This amenity can be offered in partnership with nearby residents and businesses.
- (5) Provide monetary incentives for alternative modes of travel, such as subsidized transit passes or bike-share for residents and/or unbundled parking.
- (6) Provide and maintain accessible and secure storage spaces for grocery and package delivery within each residential/mixed-use building.
- (7) Provide local transportation information to all residents through a website, leasing office, and/or initial sale information.
- (8) Support Safe Routes to Schools programs, including facilitating parent gatherings and coordination of walking, school buses, and/or bike trains.
- (9) Include site design features to further alternative modes of travel, such as: (i) orient building entrances toward sidewalks, transit stops, and bicycle routes; and (ii) provide conveniently located ride-share drop-off and waiting areas on-site.

46. **MASTER PLAN TRANSPORTATION DEMAND MANAGEMENT MONITORING:** The property owner(s), property manager(s), and homeowners association (HOA) or their representative(s) (collectively, "the owners") shall prepare an annual Transportation Demand Management (TDM) monitoring report and submit it to the City to document the effectiveness of their TDM program in achieving the peak-hour vehicle trip reductions for nonresidential office development (a trip cap of 1,097 a.m. peak hour trips and 952 p.m. peak hour trips) and the percent trip reduction for residential development (trip reduction of 9% over the ITE Trip Generation Manual, 10th Edition, trip rates for midrise multi-family residential, ITE Code: 221) within the project. The TDM monitoring report shall be prepared by an independent consultant and paid for by the property owner(s) or their representative; the consultant shall work with the property's TDM coordinator. Separate TDM monitoring reports must be submitted to the City for each respective building/parcel; or a collection of buildings/parcels within the Master Plan area held in the same ownership, so long as each individual building/parcel monitoring is reported on separately for compliance.

a. **TDM Monitoring Reporting (All Development):** The first initial TDM monitoring report for the project will be submitted on December 1, or the following business day thereafter if a weekend, one calendar year after the granting of the Certificate of Occupancy for the building. Subsequent monitoring reports will be collected annually on December 1.

b. **Monitoring Report Requirements:**

- (1) **Nonresidential Developments:** The TDM monitoring report will include a list of TDM measures used and determination of historical employee commute methods, which shall be informed by surveying all employees working on the project site and through multi-day, weekday driveway traffic counts. All nonresponses to the

employee commute survey will be counted as a drive-alone trip. The driveway traffic counts shall be prepared and provided by an independent, licensed consultant and paid for by the property owner(s) or tenant. The driveway counts and resulting data shall be included in the TDM monitoring report provided to the City. The TDM monitoring report shall include a description of measures in place and any new or modified measures since the last monitoring period.

- (2) **Residential Developments:** The TDM monitoring report will include a list of TDM measures used and informed by a parking survey. The survey will be conducted by a third party and paid for by the property owner(s) or their representative and will include parking counts to measure peak parking demand and resulting parking rate. The TDM monitoring report shall include a description of measures in place and any new or modified measures since the last monitoring period.

c. **Monitoring Report Conclusions/Program Modifications:**

- (1) **Nonresidential Office Developments:** The TDM monitoring report shall either state: (1) the project has maintained a vehicle trip cap of 1,097 a.m. peak hour trips and 952 p.m. peak hour trips, providing supporting statistics and analysis to establish attainment of the goal; or (2) the project has not achieved the peak-hour vehicle trip caps, providing an explanation of how and why the goal has not been reached and a description of additional measures that will be adopted in order to attain the TDM goal required for the project.

If the vehicle trip cap is exceeded, the property owner(s) or representative(s) shall submit a revised TDM plan to the City identifying new programs or measures to address the exceedance and reduce the number of site-specific vehicle trips, or identifying additional sites where the TDM program will be enforced. If the following annual monitoring report indicates that, despite changes to the TDM program, the site still does not comply with the vehicle trip cap, then the City will assess the employer(s)/property owner(s)/property managers(s) a financial penalty.

- (2) **Residential Developments:** The TDM monitoring report shall either state: (1) the project is maintaining the TDM program, including a description of the measures in place, and achieving the trip reduction required; or (2) the project has not maintained the program and/or trip reduction required and proposes new or modified measures since the last monitoring period. If the required trip-reduction is not met, the property owner or HOA shall submit a revised TDM plan to the City identifying new programs or measures to address the exceedance and reduce the number of vehicle trips.

- d. **Penalty for Noncompliance (for Nonresidential Office Only):** If, after an initial TDM monitoring report shows noncompliance, the following subsequent (second) annual monitoring report indicates that, in spite of the changes in the TDM program, the vehicle trip cap is still not being met, or if the applicant fails to submit such a TDM report at the times described above, the City may assess a penalty in the maximum amount of One Hundred Thousand Dollars (\$100,000) for the first percentage point above the vehicle trip cap of 1,097 a.m. peak hour trips and 952 p.m. peak hour trips and an additional Fifty Thousand Dollars (\$50,000) for each additional percentage point above thereafter (“TDM Penalty”). The penalty applies whether a.m. or p.m. trips are exceeded, or a combination of both; the monetary penalty is based on whichever trip cap is the highest percent above the trip cap. In determining whether the TDM Penalty is appropriate, the City may consider whether the owner(s) has made a good-faith effort to meet the TDM goals and allow a six (6) month “grace period” to implement additional TDM measures to meet the vehicle trip cap. If the project does not achieve the necessary reductions to meet the trip cap after the six (6) month grace period (with results included in a follow-up monitoring report), the City may require the owner(s) to pay a TDM Penalty as shown in the sample table below. Any expenses that are put toward achieving the trip cap can be offset against the TDM Penalty. The TDM Penalty shall be paid to the MVTMA and used to promote alternatives to single-occupancy vehicle use in the City.

Peak-Hour Trip Reduction		Percent Above Cap	Penalty Amount
a.m. trips	p.m. trips		
1,097	952	0%	-0-
1,108	962	1%	\$100,000
1,119	971	2%	\$150,000
1,130	981	3%	\$200,000

CC&RS AND DISCLOSURES

47. **CC&Rs:** One electronic PDF of the draft Covenants, Conditions, and Restrictions (CC&Rs) for the homeowners and/or commercial owners association shall be submitted to the Planning Division for content review and consent prior to building permit issuance per development phase. At building permit submittal, the applicant shall provide a completed CC&R checklist along with a fee made payable to the City of Mountain View (this is a standard City processing fee). The checklist can be obtained by contacting the project planner or by email inquiry to planning.division@mountainview.gov.
48. **CC&Rs MASTER PLAN:** The applicant shall prepare a CC&R’s master plan which establishes rules for modifications or additions of any building structures at this site, including fences, trellises, sunshades, and accessory buildings as well as modifications to principal buildings. These rules shall be consistent with the provisions of the East Whisman Precise Plan and the Middlefield Park Master Plan, and the content shall be approved by the Zoning Administrator. The CC&Rs shall specifically state that the CC&R master plan establishes the rules for additions/modifications to the building complex and that changes to the CC&R master plan require approval by the Zoning Administrator. The CC&Rs master plan must be incorporated into the CC&Rs, either as a section within the document or an exhibit, and shall be submitted to the Planning Division for review and approval.
49. **PROJECT INFORMATION:** All marketing and sales literature, leasing information, and the Covenants, Conditions, and Restrictions (CC&Rs) for the complex shall clearly state that this project is complete as built and that no further expansions to the building structures are permitted without Planning Division approval. Any revisions to the project would require a separate application to the City by the homeowners association and would need to establish rules for all units in the complex.
50. **NOTICE OF DEVELOPMENT RESTRICTIONS:** A Notice of Development Restrictions indicating the related zoning permit conditions that are to be completed with the development of the property is required for: (1) all planned developments; (2) common-interest developments; (3) any ground-floor commercial space (Active Use Space) in the Master Plan which is exempt from floor area as a neighborhood commercial use, community facilities use, or child-care facility; and (4) for any tenant space participating in the applicant’s Community Benefit Small Business Diversification and Nonprofit Inclusion program. The notice shall be prepared by the Planning Division and City Attorney’s Office and shall be signed and notarized by the subdivider. A copy of the legal agreement form is located in Exhibit M in the Development Agreement (DA), which shall apply to the project with an approved DA. The approved and executed Notice of Development Restrictions must be recorded on the land of the subdivision either: (i) before the approval of the parcel or final map, if the use of the tenant space is determined to be consistent with this condition; or (ii) prior to issuance of a building permit for the tenant space, which is determined to be consistent with this condition. It shall run with the land and shall not be amended without prior City consent.
51. **ADDITIONAL NOTICES/DISCLOSURES:** In addition to required disclosures, the CC&Rs and all leasing and sales information must also include disclosures pertaining to: (a) notify potential buyers/renters/tenants about any known environmental contamination issues and the project site’s environmental cleanup status with the U.S. EPA, (b) information and details on the private district systems as outlined in the Implementation Plan, should the applicant pursue installation; (c) nearby noise-generating uses and activities, including any new uses introduced within the development (e.g., Moffett Federal Airfield, VTA light rail, State Route 237, public parks, plaza at Ellis Park, etc.); and (d) any other disclosures as required by the Davis-Stirling Act, California Commercial and Industrial Common Interest Development Act, or any other applicable law.
52. **COVENANT FOR SMALL BUSINESS PROGRAM SPACE:** For all active use locations where the applicant provides subsidized tenant space per the applicant’s Community Benefit Small Business Diversification and Nonprofit Inclusion Program (Small Business Program), the applicant shall execute a legal covenant to run with the land. The covenant shall identify the specific tenant space that will retain subsidized rent for a minimum of 10 years, or, if approved, the duration of the Development

Agreement (DA) term in accordance with the DA provisions, whichever is longer, by a qualified business(es) in accordance with the Small Business Program framework, for which definitions and terms are located in Exhibit M of the DA. The covenant shall be prepared by the Planning Division and City Attorney's Office and shall be signed and notarized by the applicant/property owner. The executed covenant must be recorded on the land prior to occupancy of the tenant space by the qualified business and shall not be amended without prior City consent.

AGREEMENTS AND FEES

53. **AVIGATION EASEMENT:** If deemed necessary by the Santa Clara County Airport Land Use Commission, an avigation easement shall be recorded for the property prior to the issuance of building permits. Proof of an executed avigation easement shall be provided to the Planning Division prior to issuance of a building permit.

CONSTRUCTION ACTIVITIES

54. **MULTI-PHASE DEVELOPMENT:** Construction of the project shall be done in multiple phases consistent with the Master Plan and, if approved, provisions of the Development Agreement.
55. **DISTURBANCE COORDINATOR (COA NOI-1.1 FROM PROJECT SEIR):** The applicant shall designate a "disturbance coordinator" who will be responsible for responding to any local complaints regarding construction noise. The coordinator (who may be an employee of the general contractor) will determine the cause of the complaint and will require that reasonable measures warranted to correct the problem be implemented. A telephone number of the noise disturbance coordinator shall be conspicuously posted at the construction site fence and on the notification sent to neighbors adjacent to the site. The sign must also list an emergency after-hours contact number for emergency personnel.
56. **HEALTH AND SAFETY MEASURES:** Work within soil and groundwater contamination areas may expose construction workers to contaminants in the soil, groundwater, and associated vapors. The applicant/contractor is responsible for preparing and implementing an appropriate Health and Safety Plan to address the contamination and manage the operations in a safe manner and in compliance with the Cal/OSHA Construction Safety Orders and other State and Federal requirements.
57. **HAZARDOUS MATERIALS CONTAMINATION:** To reduce the potential for construction workers and adjacent uses to encounter hazardous materials contamination from asbestos-containing materials (ACM) and lead-based paint, the following measures are to be included in the project:
- a. In conformance with local, State, and Federal laws, an asbestos building survey and a lead-based paint survey shall be completed by a qualified professional to determine the presence of ACMs and/or lead-based paint on the structures proposed for demolition. The surveys shall be completed prior to demolition work beginning on the structures.
 - b. A registered asbestos abatement contractor shall be retained to remove and dispose of all potentially friable ACMs, in accordance with the National Emissions Standards for Hazardous Air Pollutants (NESHAP) guidelines, prior to building demolition that may disturb the materials. All construction activities shall be undertaken in accordance with Cal/OSHA standards, contained in Title 8 of the California Code of Regulations (CCR), Section 1529, to protect workers from exposure to asbestos. Materials containing more than 1% asbestos are also subject to Bay Area Air Quality Management District (BAAQMD) regulations.

During demolition activities, all building materials containing lead-based paint shall be removed in accordance with Cal/OSHA Lead in Construction Standard, Title 8, CCR 1532.1, including employee training, employee air monitoring, and dust control. Any debris or soil containing lead-based paint or coatings shall be disposed of at landfills that meet acceptance criteria for the waste being disposed.

58. **AIR QUALITY CONSTRUCTION MEASURES (COA AQ-1.1 FROM PROJECT SEIR):** The applicant shall require all construction contractors to implement the basic construction mitigation measures recommended by BAAQMD to reduce fugitive dust emissions. There shall be a designated on-site coordinator and monitor to ensure implementation of the below dust control

measures. Emission reduction measures will include, at a minimum, the following measures which also include additional measures identified in the project-specific air quality analysis and by BAAQMD:

- a. When the air quality index forecast exceeds 100 for particulates for the project area and the reading exceeds 100 for particulates by 10:00 a.m. for the project area, prohibit grading activities for that day.
- b. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered at a frequency of no less than two times per day in order to maintain adequate soil moisture for dust control. Dewatering effluent extracted from the site may be utilized for watering all exposed surfaces, if found to meet VOC and Fuel General Permit NPDES permit requirements pursuant to a Site Management Plan required per Precise Plan EIR Mitigation Measure HAZ-3.1 in Section 5.8, Hazards and Hazardous Materials.
- c. Minimize the amount of excavated material or waste materials stored at the site or cover them with tarpaulin.
- d. All haul trucks transporting soil, sand, or other loose material off-site shall be covered and loaded material shall not extend above the walls or back of the truck bed.
- e. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
- f. All vehicle speeds on unpaved roads shall be limited to 15 miles per hour (mph).
- g. All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.
- h. Prohibit off-road diesel-powered equipment from being in the "on" position for more than 10 hours per day.
- i. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations (CCR)). Clear signage shall be provided for construction workers at all access points.
- j. All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.
- k. Post a publicly visible sign with the telephone number and person to contact at the City of Mountain View and the on-site coordinator/monitor regarding dust complaints regarding dust complaints. The on-site coordinator/monitor shall respond and take corrective action within 48 hours. BAAQMD's phone number will also be visible to ensure compliance with applicable regulations.
- l. All excavation, grading, and/or demolition activities shall be suspended when average wind speeds exceed 20 mph and visible dust extends beyond site boundaries.
- m. Wind breaks (e.g., trees, fences) shall be installed on the windward side(s) of actively disturbed areas of construction adjacent to sensitive receptors. Wind breaks should have at maximum 50% porosity.
- n. Where applicable, vegetative ground cover (e.g., fast-germinating native grass seed) shall be planted in disturbed areas as soon as possible and watered appropriately until vegetation is established. Dewatering effluent extracted from the site may be utilized for watering all exposed surfaces, if found to meet VOC and Fuel General Permit NPDES permit requirements pursuant to the Site Management Plan required per Precise Plan EIR Mitigation Measure HAZ-3.1 in Section 5.8, Hazards and Hazardous Materials.
- o. Excavation, grading, and ground-disturbing construction activities shall be phased in accordance with the phasing plan to reduce the amount of disturbed surfaces at any one time.

- p. Avoid tracking of visible soil material on the public roadways by employing the following measures if necessary: (1) site accesses to a distance of 100' from public paved roads shall be treated with 6" to 12" compacted layer of wood chips, mulch, or gravel; and (2) washing truck tires and construction equipment of soil prior to leaving the site.
 - q. Sandbags or other erosion control measures shall be installed to prevent silt runoff to public roadways from sites with a slope greater than 1%.
59. **DISCOVERY OF CONTAMINATED SOILS:** If contaminated soils are discovered, the applicant will ensure the contractor employs engineering controls and Best Management Practices (BMPs) to minimize human exposure to potential contaminants. Engineering controls and construction BMPs will include, but not be limited to, the following: (a) contractor employees working on-site will be certified in OSHA's 40-hour Hazardous Waste Operations and Emergency Response (HAZWOPER) training; (b) the contractor will stockpile soil during redevelopment activities to allow for proper characterization and evaluation of disposal options; (c) the contractor will monitor area around construction site for fugitive vapor emissions with appropriate field screening instrumentation; (d) the contractor will water/mist soil as it is being excavated and loaded onto transportation trucks; (e) the contractor will place any stockpiled soil in areas shielded from prevailing winds; and (f) the contractor will cover the bottom of excavated areas with sheeting when work is not being performed.
60. **DISCOVERY OF ARCHAEOLOGICAL RESOURCES:** If prehistoric or historic-period cultural materials are unearthed during ground-disturbing activities, it is recommended that all work within 100' of the find be halted until a qualified archaeologist and Native American representative can assess the significance of the find. Prehistoric materials might include obsidian and chert-flaked stone tools (e.g., projectile points, knives, scrapers) or tool-making debris; culturally darkened soil ("midden") containing heat-affected rocks and artifacts; stone milling equipment (e.g., mortars, pestles, handstones, or milling slabs); and battered-stone tools, such as hammerstones and pitted stones. Historic-period materials might include stone, concrete, or adobe footings and walls; filled wells or privies; and deposits of metal, glass, and/or ceramic refuse. If the find is determined to be potentially significant, the archaeologist, in consultation with the Native American representative, will develop a treatment plan that could include site avoidance, capping, or data recovery.
61. **DISCOVERY OF HUMAN REMAINS (COA CUL-1.1 FROM PROJECT SEIR):** In the event of the discovery of human remains during construction or demolition, there shall be no further excavation or disturbance of the site within a 50' radius of the location of such discovery, or any nearby area reasonably suspected to overlie adjacent remains. The Santa Clara County Coroner shall be notified and shall make a determination as to whether the remains are Native American. If the Coroner determines that the remains are not subject to their authority, the Coroner shall notify the Native American Heritage Commission, which shall attempt to identify descendants of the deceased Native American. If no satisfactory agreement can be reached as to the disposition of the remains pursuant to this State law, then the landowner shall reinter the human remains and items associated with Native American burials on the property in a location not subject to further subsurface disturbance. A final report shall be submitted to the City's Community Development Director prior to release of a Certificate of Occupancy. This report shall contain a description of the mitigation programs and its results, including a description of the monitoring and testing resources analysis methodology and conclusions, and a description of the disposition/curation of the resources. The report shall verify completion of the mitigation program to the satisfaction of the City's Community Development Director.
62. **DISCOVERY OF PALEONTOLOGICAL RESOURCES (COA GEO-2.1 OF PROJECT SEIR):** In the event that a fossil is discovered during construction of the project, excavations within 50' of the find shall be temporarily halted or delayed until the discovery is examined by a qualified paleontologist, in accordance with Society of Vertebrate Paleontology standards. The City shall include a standard inadvertent discovery clause in every construction contract to inform contractors of this requirement. If the find is determined to be significant and if avoidance is not feasible, the paleontologist shall design and carry out a data recovery plan consistent with the Society of Vertebrate Paleontology standards.
63. **INDOOR FORMALDEHYDE REDUCTIONS (COA AQ-1.2 IN PROJECT SEIR):** If the project utilizes composite wood materials (e.g., hardwood plywood, medium density fiberboard, particleboard) for interior finishes, then only composite wood materials that are made with CARB approved, no-added formaldehyde (NAF) resins, or ultra-low emitting formaldehyde (ULEF) resins shall be utilized (CARB, Airborne Toxic Control Measure to Reduce Formaldehyde Emissions from Composite Wood Products, 17 CCR Section 93120, *et seq.*, 2009-2013).

64. **PRECONSTRUCTION NESTING BIRD SURVEY (COA BIO-1.1 IN PROJECT SEIR):** To the extent practicable, vegetation removal and construction activities shall be performed from September 1 through January 31 to avoid the general nesting period for birds. If construction or vegetation removal cannot be performed during this period, preconstruction surveys will be performed no more than two days prior to construction activities to locate any active nests as follows:

The applicant shall be responsible for the retention of a qualified biologist to conduct a survey of the project site and surrounding 500' for active nests—with particular emphasis on nests of migratory birds—if construction (including site preparation) will begin during the bird nesting season, from February 1 through August 31. If active nests are observed on either the project site or the surrounding area, the applicant, in coordination with the appropriate City staff, shall establish no-disturbance buffer zones around the nests, with the size to be determined in consultation with the California Department of Fish and Wildlife (usually 100' for perching birds and 300' for raptors). The no-disturbance buffer will remain in place until the biologist determines the nest is no longer active or the nesting season ends. If construction ceases for two days or more and then resumes during the nesting season, an additional survey will be necessary to avoid impacts on active bird nests that may be present.

65. **VIBRATION BEST MANAGEMENT PRACTICES CONSTRUCTION MEASURES:** The following measures are to be implemented with any construction activity that may create ground vibrations that may be experienced by nearby properties:

- a. Avoid impact pile driving and drill piles instead where possible. Drilled piles cause lower vibration levels where geological conditions permit their use.
- b. Avoid using vibration rollers and tampers near sensitive areas.
- c. In areas where project construction is anticipated to include vibration generating activities, vibration studies shall be conducted to determine the areas of impact and to present appropriate mitigation measures that may include the following:
 - i. Identification of sites that would be exposed to project vibration compaction activities and could result in vibration impacts to structures;
 - ii. Develop a vibration monitoring and contingency plan;
 - iii. Construction contingency plan; and
 - iv. Conduct post-survey on structures where either monitoring has indicated high levels or complaints of damage have been made.

66. **CULTURAL SENSITIVITY TRAINING (COA CUL-1.1 FROM PROJECT SEIR):** As requested during the Tribal Consultation process for the project, Cultural Sensitivity Training shall be provided to the construction crews at the beginning of the project to aid those involved in the project to become more familiar with the indigenous history of peoples in the vicinity of the project site.

67. **NATIVE AMERICAN ARCHAEOLOGICAL MONITOR (COA CUL-1.1 FROM PROJECT SEIR):** A Tamien National Tribal monitor shall be present for all ground-disturbing activities throughout the project construction process.

68. **DISCOVERY OF ARCHAEOLOGICAL AND TRIBAL CULTURAL RESOURCES (COA CUL-1.1 FROM PROJECT SEIR):** If indigenous or historic-era archaeological resources are encountered during construction activities, all activity within 100' of the find shall cease and the find shall be flagged for avoidance. The City and a qualified archaeologist, defined as one meeting the U.S. Secretary of the Interior's Professional Qualifications Standards for Archaeology, and Tamien Nation shall be immediately informed of the discovery. The qualified archaeologist and Tamien Nation Tribal representative shall inspect the find within 24 hours of discovery and notify the City of their initial assessment. Indigenous archaeological materials might include obsidian and chert-flaked stone tools (e.g., projectile points, knives, scrapers) or toolmaking debris; culturally darkened soil (midden)

containing heat-affected rocks, artifacts, or shellfish remains; and stone milling equipment (e.g., mortars, pestles, hand stones, or milling slabs); and battered stone tools, such as hammerstones and pitted stones. Historic-era materials might include building or structure footings and walls, and deposits of metal, glass, and/or ceramic refuse. If the find is determined to be potentially significant, the archaeologist, in consultation with the Tamien Nation Tribal representative, will develop a treatment plan that could include site avoidance, capping, or data recovery.

MITIGATION MEASURES

Any number listed in a condition title (e.g., “MM AQ-1.1: Both Project Options”) refers to the associated mitigation measure identified in the Project SEIR. Since the Project SEIR included two project options, project (with City utilities) and project with private district utilities option, applicable mitigation measures noted in this section may vary based on project option pursued.

69. **PROJECT SEIR MITIGATION CERTIFICATION:** Prior to occupancy of any structure or establishment of any use, the applicant shall inspect the site and shall certify, in writing to the Planning Division, that all mitigation measures listed in their Project SEIR Mitigation, Monitoring, and Reporting Program have been correctly implemented. To the satisfaction of the Zoning Administrator, the applicant must note how each mitigation measure has been addressed prior to building permit issuance of each development phase.
70. **EXISTING PRECISE PLAN MITIGATION MEASURES:** All mitigation measures identified in the East Whisman Precise Plan Environmental Impact Report (EIR) (SCH No. 2017082051) apply to this project and must be addressed during building permit submittal and construction. Some of these mitigation measures may be superseded by more stringent City standards, code requirements, or with more detailed measures incorporated into the Project SEIR. To the satisfaction of the Zoning Administrator, the applicant must note how each mitigation measure has been addressed prior to building permit issuance of each development phase.
71. **CONSTRUCTION EQUIPMENT AND VOC COATINGS (MM AQ-1.1: BOTH PROJECT OPTIONS):** Pursuant to Precise Plan EIR MM AQ-3.1, the project (under either option) shall implement the following measures during all phases of construction:
 - a. All construction equipment larger than 25 horsepower used at the site for more than two continuous days or 20 hours total shall meet U.S. EPA Tier 4 Final emission standards for NO_x and PM (PM₁₀ and PM_{2.5}), if feasible, otherwise:
 - i. If use of Tier 4 Final equipment is not commercially available, the project applicant shall use alternative equipment that meets U.S. EPA emission standards for Tier 2 or 3 engines and include particulate matter emissions control equivalent to CARB Level 3 verifiable diesel emission control devices that altogether achieve an 85% reduction in particulate matter exhaust in comparison to uncontrolled equipment; alternatively (or in combination). The project applicant shall provide to the City for review and approval documentation showing that engines that comply with Tier 4 Final off-road emission standards are not commercially available for the specific off-road equipment necessary during construction. For purposes of this mitigation measure, “commercially available” shall take into consideration the following factors: (i) potential significant delays to critical-path timing of construction; and (ii) the geographic proximity to the project site of Tier 4 Final equipment.
 - ii. Use of alternatively fueled equipment with lower NO_x emissions compared to traditional diesel fuel equipment that meets or exceeds the NO_x and PM reduction requirements of U.S. EPA Tier 4 Final engine emission standards, as required above.
 - b. Use electric equipment such as aerial lifts, air compressors, cement mortar mixers, concrete/industrial saws, cranes, and welders. Portable equipment shall be powered by grid electricity or alternative fuels (i.e., not diesel) instead of by diesel generators.
 - c. Diesel engines, whether for off-road equipment or on-road vehicles, shall not be left idling for more than two minutes, except as provided in exceptions to the applicable state regulations (e.g., traffic conditions, safe operating conditions). The construction sites shall have posted legible and visible signs in designated queuing areas and at the construction site to clearly notify operators of idling limit.

- d. Provide line power to the site during the early phases of construction to minimize the use of diesel-powered stationary equipment.

Use low VOC coatings to reduce ROG emissions during construction. The project shall use low VOC coatings that are below current BAAQMD requirements (i.e., Regulation 8, Rule 3: Architectural Coatings), for at least 80% of all residential and nonresidential interior paint and exterior paints. This includes all architectural coatings applied during both construction and reapplications throughout the project's operational lifetime. At least 80% of coatings applied must meet a "super-compliant" VOC standard of less than 10 grams of VOC per liter of paint. For reapplication of coatings during the project's operational lifetime, the Declaration of Covenants, Conditions, and Restrictions shall contain a stipulation for low VOC coatings to be used. Examples of "super-compliance" coatings are contained in the South Coast Air Quality Management District's website.

- 72. **DIESEL EMERGENCY GENERATORS (MM AQ-1.2: BOTH PROJECT OPTIONS):** All on-site diesel emergency generators (under either option) shall be equipped with engines that meet or exceed U.S. EPA Tier 4 standards for particulate matter emissions.
- 73. **ODOR CONTROL PLAN (MM AQ-4.1: PROJECT WITH DISTRICT UTILITIES SYSTEM OPTION):** The project applicant shall develop an odor-control plan that addresses plant design issues to control odors, identifies operating and maintenance procedures to prevent odors, and includes a corrective action plan to respond to upset conditions and odor complaints. The odor-control plan shall describe the design elements and best management practices built into the facility, including the following:
 - a. Ventilation of the system using carbon absorption, biofiltration, ammonia scrubbers, or other effective means to treat exhausted air from the enclosed facility;
 - b. Odor proofing of refuse containers used to store and transport grit and screenings or biosolids; and
 - c. Injection of chemicals to control hydrogen sulfide.

The plan shall describe procedures to address upset conditions caused by equipment failures, power outages, flow control, or treatment issues as well as odor complaints. Procedures would include investigating and identifying the source of the odor/odor complaint and corrective actions could include installing specific odor control technologies (e.g., odor-control units) or adjusting plant operations (e.g., by adding ferrous chloride injections). The plan shall be reviewed and approved by the Public Works Director (or designee) and Bay Area Air Quality Management District (BAAQMD) prior to issuance of building permits for the CUP. In the event the facility receives confirmed complaints related to five separate incidents per year averaged over a three-year period, pursuant to BAAQMD CEQA Guidelines, the plant shall revise the odor control plan and resubmit it to the City for review and approval. If implementation of additional measures to control odors described in the plan does not lessen the complaints to fewer than five per year, the plant shall cease operations. All wastewater generated by the project shall be directed to the municipal wastewater system, and subsequent environmental review shall be required to assess the impacts of continued operations of the facility.

Additional measures the applicant has identified to manage odor complaints, include: (i) active ventilation (foul air blowers) to odor-control units (e.g., carbon absorption, biofiltration, or ammonia scrubbers); (ii) house odorous processes in a ventilated enclosure; (iii) wastewater screenings and grit would be washed, dewatered, and compacted before being stored in enclosed, odor-proof refuse containers (wastewater screenings refers to inert materials that are present within raw wastewater and are removed in the early stages of the wastewater treatment process.); (iv) haul any stored residuals off-site at regular intervals; and (v) ferrous chloride injection for hydrogen sulfide removal in primary sedimentation tanks to provide chemically enhanced primary treatment as needed for odor control at specific wastewater treatment processes.

- 74. **SIGNAGE FOR ODOR COMPLAINTS (MM AQ-4.2: PROJECT WITH DISTRICT UTILITIES SYSTEM OPTION):** Post a publicly visible sign with the telephone number and person to contact regarding odor complaints. This person shall respond and take corrective action within 48 hours. The Bay Area Air Quality Management District's phone number shall also be visible to ensure compliance with applicable regulations. A log of odor complaints and procedures implemented to respond to complaints shall be maintained by the operator and provided to the City upon request.

75. **CONDOMINIUM DEVELOPMENT INITIALLY RENTED:** If residential units within a new condominium development are planned to be rented for any period of time after receiving a Certificate of Occupancy, then the applicant/property owner must enter into an agreement with the City prior to the building permit issuance for the new building(s) and approval of the final tentative map. The agreement shall provide the proposed length of the rental period and that one year before the expiration of the rental period, when the units within the development may be sold to individual purchasers, the applicant/property owner shall prepare reports, serve notices, and shall agree to follow all requirements of State law and the City Code relative to the protection and relocation of tenants and prospective buyers in accordance with City Code Chapters 28 and 36.
76. **HOUSING IMPACT FEE:** Prior to the issuance of a grading or building permit (whichever occurs first) per development phase with net new nonresidential square footage, the applicant shall pay a Housing Impact Fee based on the net new floor area and adopted fee in place at the time of building permit issuance. For purposes of calculating the fee, the project includes a maximum construction of 50,000 square feet of commercial retail (Active Use Space) and 1,317,000 square feet of high-tech office and demolition of 684,646 square feet of high-tech office, resulting in a total of 50,000 square feet of net new floor area of commercial retail (Active Use Space) and 632,354 square feet of net new floor area of high-tech office. The current total estimated fee is \$19,301,161.78 (\$123,000.00 for commercial retail and \$19,178,161.78 for high-tech office). This fee is an impact fee and, if the Development Agreement is approved, subject to the provisions of Exhibit I in the DA.
77. **BELOW-MARKET-RATE ALTERNATIVE MITIGATION:** The project includes an alternative mitigation per City Code Section 36.40.30 and in accordance with the Below-Market-Rate (BMR) Housing Program Administrative Guidelines. Per City regulations, the alternative mitigation proposal must exceed the minimum affordability requirements of the BMR program by including deeper affordability, a greater number of BMR units, or both, and the proposal must advance other City goals for housing as expressed by written guidance in administrative procedures as issued by the Community Development Director, or designee, regarding the specific income levels or residential product types desired by the City, including, but not limited to, housing needs based on income level and progress toward meeting the City's Regional Housing Needs Allocation (RHNA).

To satisfy this requirement, the applicant's proposal includes providing: (1) sufficient land to accommodate more BMR units in the project area than would be achieved under the City's 15% inclusionary unit requirement in market-rate development; (2) the opportunity for City land ownership to preserve affordability in the long-term; (3) to serve lower-income renters at lower Average Median Incomes (AMIs) than available with inclusionary units (offering greater annual rental savings to residents); (4) advance delivery of affordable housing by providing project BMR obligation earlier than required by City Code; and (5) the opportunity for more affordable housing units to meet the City's housing goals and next RHNA cycle. To achieve this, the applicant's "Affordable Housing Plan" for the Master Plan, as described in Appendix J of the Implementation Plan, includes:

- a. **Affordable Housing Sites:** Dedicate and convey Parcel R6 at 1.12 acres and Parcel R4a at 1.28 acres (the "Affordable Housing Sites"), a combined total of 2.4 acres, to the City of Mountain View for development of affordable housing.
- b. **Timing of Conveyance:** The Affordable Housing Sites shall be conveyed to the City, as specified in the Land Dedication Requirements per Procedure No. 15, prior to the issuance of the first building permit for a new building. Any demolition or building permit which is necessary for any site preparation requirements as part of the City's Land Dedication Requirements can be issued at any time.
- c. **Remediation Requirements (Cost Estimate):** The applicant shall provide a cash payment in an amount of \$13 per square foot of affected floor building area that requires remediation for each dedicated parcel (including nonresidential/residential occupied ground-floor building area and excludes ground-floor parking area and other non-occupied ground-floor building area), based on the Phase I and Phase II environmental reports, oversight agency requirements, and in accordance with the City's Land Dedication Requirements per Procedure No. 15. The cash payment (Cost Estimate) is currently estimated at \$539,760, based on Parcel R6 having 20,008 square feet of affected occupiable ground-floor building area (at \$260,104) with at-grade parking and Parcel R4A having 21,512 square feet of affected occupiable ground-floor building area (at \$279,656) with at-grade parking. The Cost Estimate is \$13 per square foot, which accounts for a cost of \$11 per square foot for the remediation system and \$2 per square foot of design contingency

(20% contingency), and is subject to annual cost escalation based on increases in CCI until the date on which such payment is made to the City. The applicant shall provide the payment prior to the issuance of the first building permit for a new building in Phase 1 (in tandem with the site conveyance in subsection b. above) and shall do so through escrow for the land conveyance.

- d. **Required Site Preparation:** In addition to the City's Land Dedication Requirements, the applicant is responsible for installing the required private service street improvements in accordance with Precise Plan standards for Parcel R4a, in order to provide access to the site from the public street.

Building Inspection Division—650-903-6313 or building@mountainview.gov

Building plan check review shall determine the specific requirements and construction compliance in accordance with adopted local, State, and Federal codes for all building and/or fire permits. Standards and requirements noted below may change based on Building/Fire Code updates throughout the duration of the project. It is a violation of the City Code for any building occupancy or construction to commence without the proper building and/or fire permits and issued Certificate of Occupancy.

- 78. **BUILDING/FIRE CODES:** Construction plans will need to meet the current codes adopted by the Building Inspection Division upon building permit submittal, which include: Building, Residential, Fire, Electrical, Mechanical, Plumbing, CALGreen, CALEnergy (in conjunction with the City of Mountain View Amendments), and the Mountain View Green Building Code (MVGBC).
- 79. **PLUMBING:** The project is subject to the following plumbing requirements:
 - a. Submetering requirements per SB 7 (Housing: Water Meters for Multi-Unit Structures).
 - b. Dual-plumbing requirements in the CBC, Chapter 16A, and MVCC, Sections 8.30 through 8.30.5.
- 80. **FIRE PROTECTION (PROJECTIONS):** Overhangs and other projections will not be permitted to cross property lines, including any property lines between units.
- 81. **FIRE SPRINKLERS:** An automatic sprinkler system shall be installed for structures identified with Group R occupancy per the CBC, Section 903.2.8.
- 82. **ELECTRIC REQUIREMENTS (NEW CONSTRUCTION):** Natural gas is prohibited. The following list of items shall be electric installation: space-conditioned equipment, clothes dryers, cooking appliances, fireplaces, and/or fire pits. The project shall comply with requirements in place at time of building permit submittal. The following are land use-specific requirements:
 - a. For Multi-Family Residential: Water-heating systems and equipment shall be electric or solar as amended in MVCC Section 8.20.9, Subsections 101.10.1.1.3.e through h.
 - b. For Nonresidential: Exceptions to install a gas-fueled cooking appliance apply. Water-heating systems and equipment shall be electric or solar as amended in MVCC Section 8.20.12, Subsections 101.10.1.2.f through j.
- 83. **SURVEY:** A survey will be required to be completed to verify structure placement.
- 84. **ZERO LOT LINE CONDITION:** Based on design details of the zero-lot-line condition between Parcels O5/P1, the City can place conditions that may impact the sale or operations of the independent structures on each subject parcel if they have interrelated/interconnected City Code compliance requirements (e.g., building, fire, zoning, utility, etc.), such as, but not limited to, requiring an easement(s), a lot tie, and/or recorded agreement(s).
- 85. **SCHOOL IMPACT FEES:** Project is subject to school impact fees. To obtain information, fee estimates, and procedures, please contact the following local school districts: Mountain View Los Altos High School District at www.mvla.net or 650-940-4650; and Mountain View Whisman School District at www.mvwsd.org or 650-526-3500; or Los Altos Elementary School District at

www.lasdschools.org or 650-947-1150. This is not a City fee. The applicant is required to pay the adopted fee to the school district in place at time of payment.

86. **ALTERNATE MATERIALS METHODS REQUEST (AMMR):** Any AMMR(s) is required to be formally submitted with the initial building permit to the Building Inspection Division. AMMRs will be reviewed by the Chief Building Official during the building plan check process. Approvals of AMMRs are not processed or provided prior to permit submittal to the Building Inspection Division.
87. **BUILDING UTILITIES:** On-site utilities (gas, electrical, etc.) shall comply with applicable regulatory standards or published engineering and design requirements (e.g., PG&E Green Book requirements). Any on-site private district system infrastructure shall comply with the applicable regulatory standards, City codes, and conform to the District System Concept Plan in the Implementation Plan.
88. **DISTRICT SYSTEM—HEATING AND COOLING:** If installed by the applicant, a private district thermal system may supply building-specific heating and cooling that meets minimum requirements under the California Building Code (or local city amendments) for habitability. If the applicant or district system owner(s) elect to discontinue the private district heating and cooling system, then an alternative building-specific heating and cooling system must be installed at each building for which private service is being discontinued in order to maintain minimum Building Code compliance. During subsequent permit review of the district system, the applicant shall document in the District System Implementation Plan what party will be obligated to deliver district thermal service to each affected building in the event the owner(s) of the private district thermal system permanently discontinue service.

Fire Department—650-903-6343 or fire@mountainview.gov

Standards and requirements noted below may change based on Building/Fire Code updates throughout the duration of the project. The applicant is required to comply with the current adopted codes in place at time of building permit submittal.

89. **FIRE HYDRANTS:** Hydrants in accordance with the Department of Public Works Standard Provisions shall be located every 300' (apart) and within 150' of all exterior walls. Installation shall be complete, and the system shall be tested prior to combustible construction.
90. **ON-SITE WHARF HYDRANTS:** Provide ground-level wet standpipes (wharf hydrants). On-site wharf hydrants shall be so located as to reach any portion of combustible construction with 150' of hose. Installation shall be complete, and the system shall be tested prior to the start of combustible construction. The wharf hydrant shall be capable of providing a combination flow of 500 GPM with two 2.5" outlets flowing. Shop-quality drawings shall be submitted electronically for review and approval. (NFPA 24 (2016 Edition) and Mountain View Fire Department requirements.)
91. **MASTER PLAN EMERGENCY VEHICLE ACCESS (EVA) ROADS:** Provide the layout of the Master Plan Emergency Vehicle Access (EVA) roads with each development phase to ensure compliance for individual buildings. Full EVA compliance is required at each development phase.
92. **FIRE APPARATUS ACCESS ROADS:** Access roads shall have 13'6" unobstructed vertical clearance, 20' of unobstructed width (26' where building occupied floors exceed 30' height), and minimum turning radii of 21' (inside turning radius). Unobstructed width shall mean a clear travelway, excluding parking width, and designed for an emergency vehicle weight of 70,000 pounds. Unobstructed width shall not include the width of rolled curbs, sidewalks, or nondrivable surfaces. (California Fire Code, Section 503, and City Code, Sections 14.10.14, 14.10.15, and 14.10.16.)
93. **FIRE APPARATUS TURNAROUNDS:** Dead-end fire apparatus access roads in excess of 150' in length shall be provided with approved provisions for the turning around of apparatus. "Approved provisions" shall mean that turnarounds, in accordance with Mountain View Fire Department specifications, are provided in locations such that fire apparatus shall never be more than 150' away from the closest turnaround. Contact the Building Inspection Division at 650-903-6313 for specifications. (California Fire Code, Section 503.)

- 94. **ALL-WEATHER FIRE APPARATUS ACCESS ROADS:** Prior to combustible construction, an approved all-weather access road capable of supporting emergency vehicles (70,000 pounds) and on-site wharf hydrants shall be constructed to allow access within 150' of every portion of the project. Access roads shall have 13'6" overhead clearance, 20' of unobstructed width, and 21' inside turning radius. (California Fire Code, Section 503.) Wharf hydrants spaced at a maximum of 300' apart and within 150' of all exterior walls can be constructed to allow fire access within 150' of every portion of the project.
- 95. **HAZARDOUS MATERIALS:** Comply with all applicable provisions of the Uniform Fire Code and the Uniform Building Code for hazardous materials. Submit a completed FPE—Hazardous Materials Inventory Statement. FPE—Hazardous Materials Inventory Statements shall be obtained from the Building Inspection Division and submitted for review by the Fire Protection Engineer. (Additional hazardous materials forms, disclosure statements, and/or other documentation will be required by the Environmental Safety Section of the Fire and Environmental Protection Division.)
- 96. **ELECTRICAL ENERGY STORAGE SYSTEMS:** Electrical Energy Storage Systems shall comply with the California Fire Code, Section 1206.

Public Works Department—650-903-6311 or public.works@mountainview.gov

OWNERSHIP AND PROPERTY

- 97. **SUBDIVISION:** The project site is a subdivision of existing parcels. Any combination or division of land for sale, lease, or financing purposes requires the filing and approval of a preliminary parcel or tentative map, completion of all conditions of subdivision approval, and the recordation of the parcel or final map, all prior to issuance of the associated building permit per development phase. In order to place the approval of a final map on the City Council agenda, all related materials must be completed and approved a minimum of 40 calendar days prior to the Council meeting date.

RIGHTS-OF-WAY

- 98. **STREET DEDICATION (STREET WIDTHS):** Dedicate a public street easement on the face of the final map to widen the public streets as noted below to meet minimum required half-street widths from the centerline of the street, including the cul-de-sac dimensions, as required by the Public Works Director and consistent with the East Whisman Precise Plan.

Public Street	Additional Width Required	Half-Street Width Required
Middlefield Road	4'	54'
Ellis Street	4' or 9', depending on existing conditions	49'
Logue Avenue	2'	37' plus dimensions of cul-de-sac
Maude Avenue	2'	37'
Clyde Avenue	2'	37'

- 99. **STREET DEDICATION (MIDDLEFIELD ROAD):** The exact location of the street easement dedication along Middlefield Road shall be based on the final design of the Valley Transportation Authority (VTA) bus stop, midblock crossing, and any other associated upgrades at that location and may shift or modify in dimension along Middlefield Road from what is shown on the Vesting Tentative Map. Final details are to be determined as part of the development of the adjacent private property by the City and VTA and included in subsequent City permits for the associated development phase.
- 100. **STREET DEDICATION (LOGUE AVENUE):** Dedicate a public street easement on the face of the final map to accommodate stormwater treatment areas along the northern extension of Logue Avenue.
- 101. **STREET CORNER DEDICATION:** Dedicate a 30' radius public street corner return easement on the face of the final map, at all intersections where a 30' radius arc is not already provided from the property line, as required by the Public Works Director.

102. **IRREVOCABLE OFFER OF DEDICATION (CONTINUATION OF LOGUE AVENUE):** An irrevocable offer of dedication shall be recorded for the area of land north of the new Logue Avenue cul-de-sac to the terminus of the northernmost project boundary, in order to extend Logue Avenue a complete width of 74'. This is to allow the future street extension of Logue Avenue.
103. **PUBLIC ACCESS EASEMENT (MULTI-MODAL CONNECTIONS THROUGH SITES):** Prior to issuance of any building permits or approval of the final map per development phase, the owner shall dedicate public access easements (PAE) on private property for multi-modal connections as shown on the Vesting Tentative Map, the East Whisman Precise Plan, and as identified in Condition No. 104. The dedication shall be per the City's standard form and provide that:
- a. Public access shall be granted for nonautomotive use at all times, which in some locations may be within private service streets or an emergency vehicle access lane;
 - b. The owner shall maintain, inspect, and monitor the PAE improvements in good order, condition, and repair and in compliance with the Americans with Disabilities Act (ADA);
 - c. The PAE shall run with the land and be binding upon any successors;
 - d. If the owner fails to abide by the PAE, the owner agrees to pay all reasonable costs and expenses incurred by the City in enforcing the performance of such obligations; and
 - e. The owner agrees to defend, and hold the City and the City's officers, employees, and agents, harmless from any liability for damage or claims for damage for personal injury, including, but not limited to, death and/or property damage caused by negligent acts, errors, or omissions in the performance of services or operations under the Dedication, including maintenance operations performed on the PAE by the owner or the owner's contractors, subcontractors, agents, or employees.

A legal description (metes and bounds) and plat map (drawing) of: (i) the owner's property; and (ii) the PAE area shall be prepared by the owner in accordance with the City's Legal Description and Plat Requirements and submitted to the Public Works Department for review and approval. The legal description and plat must be prepared and stamped by a California-registered civil engineer or land surveyor. Associated improvements within the PAE (PAE Improvements) shall be constructed by the owner and approved by the City.

104. **PUBLIC ACCESS EASEMENTS (MULTI-MODAL LOCATIONS AND WIDTHS):** Public Access Easements (PAE) shall be provided at the multi-modal connection locations with minimum widths indicated below, in accordance with the East Whisman Precise Plan.

Location in Master Plan	Type of Connection	Minimum Width of Public Access
Parallel to VTA Tracks in POPA open space	Emergency Vehicle Access/ Multi-Use Path	Width required by Fire Code, but no less than 14'
Between R1/R2 Buildings	Residential Paseo	10'
Between R2/O1 Buildings	Service Street/ Nonresidential Paseo	46'/14'
North/West side of O2	Service Street on North/ Nonresidential Paseo	46'/14'
North of O3/O4	Service Street	46'
Between O3/O4 Buildings	Multi-Use Path	14'
Between R3/R4(a+b)	Service Street/ Multi-Use Path	46'/14'
Between R4(a+b)/R5	Service Street/ Multi-Use Path	46'/14'
North of P1/O5	Service Street/ Multi-Use Path	46'/14'
South of P2	Multi-Use Path	14'

105. **FRONTAGE PUBLIC UTILITY EASEMENT DEDICATION:** Dedicate a 10' wide public utility easement (PUE) along project street frontage(s) on the face of the final map for such use as sanitary sewer, water, storm drains, and other public utilities, including gas, electric, communication, and cable television facilities, as required by the Public Works Director. Joint utility boxes or vaults are not allowed to encroach into the public sidewalk and must fit either entirely within the landscape strip or within the PUE. The property owner(s), commercial owner association(s), or homeowners association(s) shall maintain the surface improvements over the easement and must not modify or obstruct the easement area in a manner contrary to the intent of the easement. The dedication statement shall specify the PUE shall be kept free and clear of buildings and other permanent structures/facilities, including, but not limited to, the following: garages, sheds, accessory structures, and storage structures; balconies and porches; retaining walls; C.3 bioretention systems; and private utility lines running longitudinally within the PUE. Exceptions to these PUE requirements may be considered by the Public Works Director in conjunction with the review and approval of subsequent zoning permits, Off-Site Improvement plans and/or building permits for the development phase of the project.
106. **UTILITY EASEMENT AND APPROVALS:** Dedicate utility easements as required by the utility companies and as approved by the Public Works Director. All street and public service easement dedications are to be shown on a final map, including information indicating whether said easements are to be dedicated on the final map or by separate instrument. The subdivider shall submit two copies of the map to PG&E, AT&T (SBC), and Comcast for their review and determination of easement needs. The public service easement dedications must be approved by the utility companies prior to approval of a final map.
107. **EASEMENT VACATIONS AND QUITCLAIMS:** All existing easements that are or will no longer be needed or conflict with the proposed buildings and structures shall be vacated or quitclaimed. Easements in conflict with the proposed building shall be vacated prior to issuance of the building permit. The recording number of the easement vacation and quitclaim document(s) shall be included in a final map.

FEES AND PARK LAND

108. **MAP PLAN CHECK FEE:** Prior to issuance of any building permits and prior to approval of a final map, as applicable, the applicant shall pay the map plan check fee in accordance with Sections 28.7.b and 28.6.b of the City Code per the adopted fee in effect at time of payment. An initial map plan check fee shall be paid at the time of initial map plan check submittal per the adopted fee in effect at time of payment. This is a standard City processing fee.
109. **PLAN CHECK AND INSPECTION FEE:** Prior to issuance of any building permits and prior to approval of a final map, the applicant shall pay the plan check and inspection fee in accordance with Sections 27.60 and 28.8.10 of the City Code per the adopted rates in effect at time of payment. This is a standard City processing fee.

An initial plan check fee based on the adopted fee in place shall be paid at the time of initial improvement plan check submittal based on the initial cost estimate for constructing street improvements and other public facilities; public and private utilities and structures located within the public right-of-way; and utility, grading, and driveway improvements. Once the plans have been approved, the approved cost estimate will be used to determine the final bond amounts, plan check fees, and inspection fees. Any paid initial plan check fee will be deducted from the approved final plan check fee. This is a standard City processing fee.

110. **EAST WHISMAN PRECISE PLAN DEVELOPMENT FEE:** Prior to issuance of any building permits, the applicant shall pay the East Whisman Precise Plan Development Impact Fee for the new development. The total fee is the combined subtotal of a transportation facilities fee, a potable water facilities fee, a sewer facilities fee, and a recycled water facilities fee. The total fee is categorized by land use: office/R&D, retail, hotel, and residential based on the unit type, with credit given for existing uses on-site and allowable exemptions per Section 47.19 of the City Code. This fee is an impact fee and subject to the adopted fee in place at time of payment; except with approval of the Development Agreement (DA), when the fee is subject to the provisions of Exhibit I of the DA.

- 111. **TRANSPORTATION IMPACT FEE:** Prior to issuance of any building permits or approval of a final map, the applicant shall pay the Transportation Impact Fee for the associated new development included in each building permit. Residential category fees are based on the number of units. Retail, Service, Office, R&D, and Industrial category fees are based on the square footage of the development. Credit is given for the existing site use(s), as applicable. This is an impact fee and subject to the adopted fee in place at time of payment; except with approval of the Development Agreement (DA), when the fee is subject to the provisions of Exhibit I of the DA.
- 112. **WATER AND SEWER CAPACITY CHARGES:** Prior to issuance of any building permits, the applicant shall pay the water and sewer capacity fees for the development. The water and sewer capacity charges for residential connections are based on the number and type of dwelling units. Separate capacity charges apply for different types of residential categories to reflect the estimated demand of each type of connection. The water and sewer capacity charges for nonresidential connections are based on the water meter size, building area, and building use, respectively. Credit is given for the existing site use(s) and meter size(s), as applicable. Fees must be paid prior to approval of the final map. These fees are impact fees and subject to the adopted fees in place at time of payment; except with approval of the Development Agreement (DA), when the fee is subject to the provisions in Exhibit I of the DA.
- 113. **PARK LAND DEDICATION ACREAGE:** The maximum development program in the Master Plan requires a park land dedication of 9.12 acres, based on 1,520 market-rate residential units at a required acreage per density of 0.006. To meet this obligation, the applicant shall: (i) obtain park land credit for a privately owned, publicly accessible (POPA) open space per Condition of Approval No. 114; or (ii) dedicate land to the City for park and recreational purposes prior to building permit issuance and prior to approval of the final map for each development phase as listed below:

Development Phase of Land Dedication	Referenced Name/Parcel	Size in Square Feet (Acreage)
Phase 1	Gateway Park— Parcel Park 4 and Irrevocable Offer of Dedication of Bridge Open Space—Parcels Park 1 and 2	21,588 sq. ft. (0.5 acre)
Phase 2	Bridge Open Space— Parcels Park 1 and 2	25,872 sq. ft. + 33,598 sq. ft. = 59,470 sq. ft. (0.59 + 0.77 = 1.36 acres)
Phase 3	Maude Park— Parcel Park 3	222,392 sq. ft. (5.1 acres)
Total Land Dedication		303,450 sq. ft. (6.97 acres)
<i>For Reference Only (Not a Dedication)</i>		
Phase 1 and 2	POPA Open Space	Total Ac: 125, 017 sq. ft. (2.87 ac); Credit Ac (75% of total): 93,763 sq. ft. (2.15 ac)
TOTAL PARK LAND		397,213 sq. ft. (9.12 ac)

- 114. **PARK LAND DEDICATION PROCESS:** Dedicate and convey in fee a total of 303,450 square feet (approximately 6.97 acres) of public park land in accordance with Chapter 41 of the City Code. Due to the infill nature of the phased development, the Master Plan will not fully meet park land requirements per development phase through land dedication and will be required to satisfy an interim obligation of equivalent compliance, as follows: (i) the applicant shall submit a letter of credit to the City for the deficiency in park land in equal value to the Park Land Dedication In-Lieu Fee in each phase of development. The Park Land Dedication In-Lieu Fee (or letter of credit amount) is subject to the fee noted in subsection b. below and must be provided to the City prior to issuance of the building permit generating the associated park land requirement. The City shall retain that letter of credit until such time the obligation is met or is adjusted with a reissued letter of credit, based on incremental land dedication provided per development phase; or (ii) the applicant shall provide an irrevocable offer of land dedication for park

land in an earlier phase of development as an interim obligation until such time the land can be dedicated to the City. Park land dedications shall follow the City's land dedication/conveyance requirements Procedure No. 15.

- a. **Dedication Timing:** Each parcel for dedication of park land is to be conveyed in each development phase consistent with this condition, Project Condition No. 113, and, with approval of the Development Agreement (DA), in accordance with the DA provisions and Exhibit G, Table G1, of the DA.
 - b. **Park Land Dedication In Lieu Fee (Letter of Credit amount):** When necessary for interim compliance, the applicant shall pay the applicable portion of the Park Land Dedication In-Lieu Fee (Park Fee) with a letter of credit, based on the number of net new market rate residential units included in the applicable building permit. The total Park Fee is based on 1,520 market rate units at \$63,000 for each net new market-rate residential unit with a project total fee of \$95,760,000, based on a land valuation of \$10.5 million per acre and a required acreage per density of 0.006 in accordance with Chapter 41 of the City Code. The letter of credit is required to be provided to the City prior to issuance of the building permit generating the associated park land requirement. With approval of a Development Agreement, this fee is subject to the provisions in Exhibit I of the DA.
 - c. **Required Site Preparation and Remediation:** All site preparation and remediation activities for the land to be dedicated must occur in accordance with the City's land dedication/conveyance requirements. Any demolition or building permit that is necessary for any site preparation requirements as part of the City's land dedication/conveyance requirements can be issued at any time.
115. **PARK LAND CREDIT—PRIVATELY OWNED, PUBLICLY ACCESSIBLE (POPA) OPEN SPACE, ALTERNATE PROPOSAL:** Per Chapter 41 of the City Code, this project has been approved with a credit toward the park land requirements of the Master Plan development. Specifically, the approval includes a 75% credit on the value of the land dedication, or Park Land Dedication In-Lieu Fee, for providing up to a 2.87-acre privately owned, publicly accessible (POPA) open space alternate proposal, consistent with the term and maintenance requirements per Section 41.11.a.3, the alternate proposal objectives of Section 41.11.a.2.b, and the general requirements in subsection 41.11.a.2.a of the City Code. The conceptual POPA design is included in the approved Master Plan to be further refined through subsequent zoning permits for each phase of development adjacent to the POPA (Phases 1 and 2). Credit for the resulting POPA design will be issued with verification of design compliance with each subsequent zoning permit and upon construction completion per Condition No. 116.
116. **PARK LAND CREDIT—POPA PUBLIC ACCESS COVENANT, AGREEMENT, AND DEED RESTRICTIONS (POPA AGREEMENT):** The applicant shall execute a Public Access Covenant, Agreement, and Deed Restrictions with the City for the privately owned, publicly accessible open space shown on the Vesting Tentative Map (POPA open space), which: (a) provides the POPA open space as accessible to the public for passive and active recreational use in alignment with City park hours; (b) allows extended hours for public passive and active recreational use in the designated portion of the POPA open space (which includes the plaza and portions where ground-floor commercial space and active frontages (as defined in the Precise Plan) in buildings located on Parcels R1 and R2 front the POPA open space) until 9:00 p.m. on weekdays and 10:00 p.m. on weekends; (c) identifies the multi-use pathway(s) in the POPA open space and access to the VTA station entrance/exit from Middlefield Road and from Ellis Street to be unrestricted and available for public access at all times (Subdivision Conditions of Approval No. 21 and 22 refer to separate public access for the multi-use pathways); (d) describes the owner's maintenance responsibilities; (e) sets forth procedures for future modifications or upgrades to the POPA open space; and (f) provides compliance requirements. With approval of the Development Agreement (DA), the POPA Agreement shall also include City use of the plaza and Ellis Community Pavilion/Fairchild Barn building per the provisions in the DA. The POPA Agreement shall be in a form acceptable to the City Attorney, recorded, and run with the land. The recorded document shall provide indemnification of the City for liabilities arising out of activities on the land and use of the POPA open space, except to the extent caused by the gross negligence or willful misconduct of the City. All documentation for the POPA Agreement shall be submitted to the Planning Division at initial building permit submittal for the first phase of development that includes the POPA open space. The POPA Agreement must be executed prior to issuance of a building permit and/or final map for that first development phase with the POPA open space and will become effective upon construction completion of the POPA open space.
117. **USE OF CITY LAND DURING CONSTRUCTION:** If city land is proposed to be used for construction staging or parking, the applicant must enter into a license agreement with the City, in a form approved by the City Attorney, providing for the use of

any City land at the fair market rental rate of the land, subject to the City's standard terms and requirements in place at time of the agreement. It is at the full discretion of the City to enter into such a license agreement. Use of City land without a license agreement is strictly prohibited.

STREET IMPROVEMENTS

118. **PUBLIC IMPROVEMENTS:** Install or reconstruct standard public improvements in the public right-of-way and future City-owned parcels that are required for the project and as required by Chapters 27 and 28 of the City Code, which can be executed per phase of development as identified in the Master Plan. Bonds, securities, and insurance requirements are subject to current city requirements in place at time of submittal of the associated improvement plans.
- a. **Required Improvements:** The applicant is responsible to install the following public improvements:
 - i. Curb, gutter, driveway aprons, sidewalks, and landscape strips along all project frontages as shown in Figure 7.4.2 of the Master Plan, in accordance with City standards and consistent with dimensions in the East Whisman Precise Plan, unless an alternative is approved in a subsequent zoning permit;
 - ii. All required utility connections per City standards;
 - iii. All bike lane installations along all roadways as shown in Figure 7.5.1 of the Master Plan, including both sides of Maude Avenue, Logue Avenue, Clyde Avenue, East Middlefield Road, and Ellis Street, consistent with the East Whisman Precise Plan, unless otherwise noted in these conditions of approval; and
 - iv. Any additional public improvement(s) required for a parcel(s) to be dedicated to the City per Project Condition Nos. 77 and 114.
 - b. **Improvement Agreement:** The property owner must sign a Public Works Department Improvement Agreement, in standard City form, for the installation of the public improvements prior to the issuance of the building permit or approval of a final map.
 - c. **Bonds/Securities:** Provide a faithful performance bond (100%) and materials/labor bond (100%), or provide a letter of credit (150%) or cash security (100%) securing the installation and warranty of the off-site improvements in a form acceptable by the Public Works Department and approved by the City Attorney's Office. The surety (bond company) must be listed as an acceptable surety on the most current Department of the Treasury's Listing of Approved Sureties on Federal Bonds, Department Circular 570. This list of approved sureties is available at www.fiscal.treasury.gov/fsreports/ref/suretyBnd/c570_a-z.htm. The bond amount must be below the underwriting limitation amount listed on the Department of the Treasury's Listing of Approved Sureties. The surety must be licensed to do business in California. Guidelines for security deposits are available at the Public Works Department.
 - d. **Insurance:** Provide a Certificate of Insurance and endorsements for Commercial General Liability and Automobile Liability naming the City as an additional insured from the entity that will sign the improvement agreement prior to approval of a final map. The final insurance coverage amounts will be determined for each development phase at time of subsequent zoning permits, based on the City's current standards in place at time of permit. For reference, the current minimum amounts are Two Million Dollars (\$2,000,000) Commercial General Liability, One Million Dollars (\$1,000,000) Automobile Liability, One Million Dollars (\$1,000,000) Pollution Legal Liability Insurance, and One Million Dollars (\$1,000,000) Workers' Compensation. The insurance requirements are available from the Public Works Department.

119. **OFF-SITE IMPROVEMENT PLANS:** Prepare off-site public improvement plans in accordance with Chapter 28 of the City Code, the City's Standard Design Criteria, Submittal Checklist handout, Plan Review Checklist handout, and these Conditions of Approval; and with an approved Development Agreement (DA), in compliance with the applicable provisions of the DA. The plans are to be drawn on 24" x 36" sheets at a minimum scale of 1" = 20'. The plans shall be stamped by a California-registered civil engineer and shall show all public improvements and other applicable work within the public right-of-way. Traffic control plans for each phase of construction shall be prepared in accordance with the current edition of the California Manual of Uniform Traffic Control Devices (CA MUTCD) and shall show, at a minimum, work areas, delineators, signs, and other traffic control measures required for work that impact traffic on existing streets. Locations of on-site parking for construction equipment and construction workers and on-site material storage areas must be submitted for review and approval. Off-site improvement plans, an initial plan check fee based on the Public Works fee schedule, Improvement Plan Checklist handout, and items noted within the checklist handout must be submitted together as a separate package concurrent with the first submittal of the building plans and final map. All required materials shall be submitted electronically (i.e., flattened PDFs). The off-site plans must be approved and signed by the Public Works Department. After the plans have been signed by the Public Works Department, 10 full-size and two half-size black-line sets, one Xerox Mylar (4 mil) set of the plans, and a CD with CAD file and PDF must be submitted to the Public Works Department prior to the issuance of the building permit or approval of a final map. CAD files shall meet the City of Mountain View's Digital Data Submission Standards.
120. **EXCAVATION PERMIT:** Upon submittal of the initial building permit and improvement plans, submit a complete Excavation Permit Application for all applicable work within the public right-of-way to the Public Works Department per phase of development. Permit applications are available online from the Public Works Department website at www.mountainview.gov/landdevelopment. All work within the City right-of-way must be consolidated on the site, off-site, and/or utility plans. Plans of the work, traffic control plans for work within the public roadway and/or easement, insurance certificate and endorsements, and permit fees are required with the Excavation Permit Application.
121. **SIGHT TRIANGLES:** The project shall be designed to comply with the following sight triangles to the satisfaction of the Public Works Director:
- a. **Street Corners:** At street corners of controlled and/or uncontrolled intersections, the site shall be compliant with Corner Triangles of Safety per the Public Works Standard Details and Chapter 36 (Zoning) of the City Code.
 - b. **Driveways:** Within the pedestrian and/or vehicle traffic safety sight triangle(s), the site shall be compliant with height and clearance requirements per the Public Works Standard Details and Chapter 36 (Zoning) of the City Code.
122. **STREETLIGHTS:** Streetlights shall be installed along the project street frontage within or immediately adjacent to street improvements of the Master Plan per City standards. Streetlights shall be installed near crosswalks, driveways, intersections, midblock crossings, or other locations deemed necessary by the City Traffic Engineer. Appropriate clearances per PG&E requirements between existing overhead lines shall be provided where applicable.
123. **STREET OVERLAY AND/OR PAVEMENT RECONSTRUCTION:** Portions of full-street and/or half-street overlay (minimum 2" grind and overlay) and/or pavement reconstruction along the Master Plan project street frontages shall be required to address the existing roadway conditions, multiple utility trenches, and impacts from the anticipated construction traffic.

CURBS, SIDEWALKS, AND DRIVEWAYS

124. **UTILITY BOX RELOCATION OUT OF SIDEWALK:** Move existing utility boxes out of the sidewalk and relocate to the Public Utility Easement, landscape strip, or behind the back of the curb, such that the utility boxes are located entirely within the utility easement, landscape strip, or behind the curb and not encroach into the sidewalk.
125. **DRIVEWAY THROAT LENGTHS:** All driveways, including those leading to service roads, shall have adequate throat lengths to accommodate all inbound traffic without obstructing the public right-of-way to the satisfaction of the City Traffic Engineer.

STREET TREES

126. **STREET TREE LOCATION:** The location of existing trees to remain, existing trees to be removed, and new street trees shall be shown on the grading, utility, and landscaping plans. New street trees shall be planted in accordance with Detail F-1 of the Standard Provisions a minimum of 10' from sanitary sewer lines, traffic signals, stop and yield signs, and streetlights and 5' from water lines, fire lines, and driveways. New street tree species must be selected from the City's adopted Master Tree list or an approved alternate by the City arborist. Exceptions to street tree locations may be granted by the Public Works Director. The applicant shall complete the "Proposed Street Tree" form available from the Planning Division online at www.mountainview.gov/planningforms. Once completed, the applicant shall email the original to the Parks Division at parks@mountainview.gov and provide a duplicate copy to the Building Inspection Division with building permit submittal.

UTILITIES

Private District Systems. If the applicant pursues a private district system, in accordance with the District System Concept Plan (Appendix L) in the Implementation Plan, the following conditions apply:

127. **DISTRICT SYSTEMS MASTER ENCROACHMENT AGREEMENT:** If the applicant elects to implement the optional district systems, the district system infrastructure shall be permitted to be located within certain portions of the public right of way and City-owned parcels with the execution of a Master Encroachment Agreement (MEA), between the City and applicant, in a form acceptable by the City Attorney. The MEA shall be prepared and provided to the applicant as part of the City's response to the first zoning permit application, which includes the district system and the District System Implementation Plan, as described in Appendix L of the Implementation Plan. The MEA shall include the terms in Exhibit N of the Development Agreement (DA) and be executed prior to approval of a final map incorporating the district systems, and prior to issuance of the associated building permit that includes the district system infrastructure. With approval of the DA, the terms and provisions of the district system and MEA (Exhibit N) in the DA apply.
128. **DISTRICT SYSTEMS ENCROACHMENT LOCATIONS:** Subject to execution of the Master Encroachment Agreement (MEA) and subsequent City permits, the district system will be permitted to encroach a total of approximately 15,000 square feet into certain portions of Parcels Park 1, Park 2, and Park 3, as shown on the Vesting Tentative Map. Multiple crossings (perpendicular and nonperpendicular) of the public right-of-way on Logue Avenue, Clyde Avenue, and Maude Avenue are permitted to allow for a continuous district system. No encroachment may limit use, interfere with, or prevent the City's development of a future above-grade bicycle and pedestrian bridge over the VTA light rail tracks or be inconsistent with the MEA. This condition and the Development Agreement (Exhibit N), if approved, have been agreed upon by the City and applicant in good-faith based upon the Bridge Feasibility Study (entitled "Structural Design Memorandum East Whisman Bicycle/Pedestrian Crossing," dated September 13, 2022, and prepared by Biggs Cardosa Associates Inc.), which was funded and managed by the applicant and reviewed by the City and conceptually demonstrates infrastructure for an aboveground bridge, and a district system encroachment can reasonably be accommodated on the space available in Parcels Park 1 and 2.
129. **APPLICANT RESPONSIBILITY FOR PRIVATE DISTRICT SYSTEMS:** It is the sole responsibility of the applicant to determine the necessity of obtaining any agreements, authorizations, licenses, permits, and/or easements for a private district systems, and to comply with all local, regional, State, or Federal rules, regulations, laws, and legal rights of property owners related to the design, construction, operation, maintenance, and abandonment of all private utility improvements.
130. **APPROVALS FOR PRIVATE DISTRICT SYSTEMS:** The applicant shall obtain all necessary local, regional, State, and Federal permits, licenses, authorizations, and approvals related to connections to the private district systems.
131. **SCHEDULE FOR APPROVALS:** As part of subsequent zoning permit(s) that includes a district utility system, the applicant shall submit a schedule for obtaining all relevant agreements, authorizations, licenses, permits, environmental clearances, and/or easements, required for private district system improvements to the City. Issuance of building permit(s), occupancy, or execution of the Master Encroachment Agreement may be contingent upon City review and consent of the applicant's submitted schedule(s).

132. **PRIVATE DISTRICT SYSTEMS OPERATOR:** Private district systems shall be designed, constructed, operated and maintained by qualified personnel, as required by the relevant local, regional, State, or Federal oversight/permitting agencies.
133. **OTHER APPROVALS AND AGREEMENTS:** Prior to building permit issuance, the applicant shall submit to the City a copy of all agreements, authorizations, licenses, permits, environmental clearances, and/or easements, and affiliated documents issued or required by any regulatory oversight/permitting agency related to the private utilities. If one or more of these items are not available prior to building permit issuance, then the applicant must provide the item(s) when available, but no later than prior to construction or final inspection.
134. **COMPLY WITH UTILITY LAWS AND RATE EQUITY:** The applicant shall identify and comply with all relevant utility laws and regulations, including, but not limited to, those related to utility rates. Unless precluded by such applicable laws and regulations, the rates shall be comparable to those of other public utility providers providing similar service in Mountain View.
135. **UTILITY LEVEL OF SERVICE:** Private utilities shall maintain a level of service comparable to those of other utility providers available in Mountain View.
136. **NOISE:** Private utilities shall not create nuisance noise per City Code Section 21.26.

All Utility Systems (Public and Private). Whether the applicant pursues the private district system and/or installs new City utility connections, the following conditions apply in all cases:

137. **RECYCLED WATER:** A private recycled water systems shall be installed for irrigation, cooling, dual-plumbing, and other approved nonpotable uses as required by the most current City Code, State or Federal law, and the City's Recycled Water Customer Guidelines.
138. **CITY UTILITY CONNECTIONS:** As required by the Public Works Director, and per Section 35.38 of the City Code, each parcel shall connect directly to City utilities to provide primary service, or back-up service if private utilities are proposed.
139. **OWNERSHIP OF PRIVATE SYSTEMS:** All on-site and/or district systems shall be privately owned and maintained. The City of Mountain View has no responsibility for funding, constructing, owning, operating, maintaining, replacing, or abandoning private district systems and related appurtenances.
140. **MASTER PLAN UTILITY IMPACT STUDY (UIS) IMPROVEMENTS:** As part of the project, the applicant shall upgrade or pay their fair share cost to upgrade utility pipelines identified by the Master Plan Utility Impact Study prepared with the Project SEIR, or otherwise determined to be necessary by the City. Additionally, the Master Plan UIS determined no additional capacity is needed in the City's existing water and sewer pipelines; however, should the applicant's water demand and/or sewer flows increase, the applicant will be responsible for the utility impacts of the additional flows as determined by subsequent utility impact analysis. Any additional utility impact analysis will be conducted by the City and funded by the applicant at the consultant cost, along with the City's administration fee. The Master Plan UIS identifies upsizing of three sewer mains within or adjacent to the project site. The applicant will pay its fair share of the cost of upsizing the three sewer mains or, provided that the applicant agrees, install the upsized sewer mains at its costs, but subject to a reimbursement agreement acceptable to the applicant and the City Attorney to reimburse the applicant for costs in excess of its fair share.
141. **OTHER UTILITY IMPROVEMENTS:** In reviewing subsequent permits, should the City determine there are impacts from the proposed building design on existing adjacent City utilities, the applicant shall replace and/or relocate impacted utility pipelines as directed by the City.
142. **WATER AND SEWER SERVICE:** Each dwelling, townhouse, apartment house, restaurant, or place of business shall have its own water meter and sanitary sewer lateral in accordance with City Code Section 35.38.
143. **SEPARATE FIRE SERVICE:** Domestic water and fire services shall have separate lines connected to the City's water main, except when supplying NFPA 13D fire sprinkler systems, as approved by the City Fire Protection Engineer. On-site fire lines, post

indicator valves, Fire Department connections, and detector checks also require approval from the City's Fire Protection Engineer.

144. **UTILITY MAINTENANCE:** On-site water, sanitary sewer, and storm drainage facilities shall be privately maintained by the property owner(s), commercial owner association(s), or homeowners association(s). This includes any and all district systems infrastructure and facilities, if pursued by the applicant.
145. **UNDERGROUND SERVICES:** All new and existing electric and telecommunication facilities serving the site are to be placed underground, including transformers, except where aboveground transformers are allowed if enclosed in an interior transformer room. The undergrounding of the new and existing overhead electric and telecommunication lines is to be completed prior to issuance of a Certificate of Occupancy for any new buildings within the site. If allowed by the City, aboveground transformers, power meters, and pedestals shall be located so they are screened in the least visible location from the street or to the general public, as approved by the Community Development and Public Works Departments.

RECYCLED WATER

146. **RECYCLED WATER IRRIGATION USE REQUIREMENT:** This site is within the City's current or future recycled water service area. Recycled water use is required per the City Code for all irrigation within the City's recycled water service area. All irrigation shall be designed per City's Customer Guidelines for Recycled Water Use.
147. **RECYCLED WATER USE PERMIT:** Submit a Recycled Water Use Permit Application.
148. **RECYCLED WATER PLANS:** Prepare recycled water plans in accordance with the City's Customer Guidelines for Recycled Water Use. The applicant shall follow the Guidelines, including, but not limited to, showing on the plans: size and location of all existing and new water meters, backflow preventers, new potable and recycled water pipelines, and existing potable and recycled water pipelines (if available); location of irrigation system components (controllers, quick couplers, valves, strainers, and constant pressure main lines); boundaries of the intended potable and recycled water use areas; locations of proposed recycled water advisory signs; a completed Site Information Box; and all applicable recycled water standard notes and details. If recycled water is being used for both irrigation and dual-plumbing, submit a color-coded recycled water plan package with all recycled water systems included (i.e., civil, irrigation, plumbing, and/or mechanical), which will be reviewed by the City and State.
149. **DUAL-PLUMBED BUILDINGS:** Pursuant to Section 8.30.5 of Mountain View City Code, this project shall incorporate dual plumbing in the design of the building to allow the use of recycled water. The dual-plumbed recycled water system must comply with the requirements of the City's Customer Guidelines for Recycled Water Use, California Code of Regulations Title 17 and Title 22, and the adopted California Plumbing Code. For dual-plumbed buildings, the owner/tenant is required to hire an AWWA Cross-Connection Specialist to perform a visual cross-connection inspection every year and a four-year shutdown test.
150. **STATE DEPARTMENT OF DRINKING WATER APPROVAL:** Approval of the dual plumbing plans and the dual engineering report is required from the State Department prior to the issuance of a building permit.

GRADING AND DRAINAGE IMPROVEMENTS (ON-SITE)

151. **STORM DRAIN HOLD HARMLESS AGREEMENT:** As portions of the site are or will be lower than the adjacent public street or the surface grade over the City's storm mains, the owner shall sign an agreement to hold the City harmless against storm surcharges or blockages that may result in on-site flooding or damage prior to approval of the building permit or a final map.
152. **SANITARY SEWER HOLD HARMLESS AGREEMENT:** If the sanitary sewer connection(s) inside the structure(s) is/are less than 1' above the rim elevation of the upstream sanitary sewer manhole, before approval of the building permit, the owner shall sign an agreement to hold the City harmless against sewer surcharges or blockages that may result in on-site damage prior to approval of the building permit or final map.

SOLID WASTE AND RECYCLING

153. **MINIMUM COLLECTION VEHICLE ACCESS:** The project shall meet the following City standard for collection vehicle access, which may be updated from time to time based on the City’s service provider:

Minimum Required Clearances	In Feet
Width	12’
Length (for roll-off, add length of box, or compactor)	40’
Travelway Vertical ^(a)	15’
Height for Tipping ^(a)	22’
Inside Turning Radius	34’
Outside Turning Radius	41’
Backing Distance ^(b)	150’
(a) Required clearance is from finished grade to structural appurtenances (e.g., overhangs, sprinklers, mechanical, electrical, plumbing). When travelway has wires above, vertical clearance requirement is increased to 18’. (b) Trucks will not back around corners or into areas with high volumes of traffic, pedestrians, or bicycles.	

154. **SOLID WASTE DEVELOPMENT GUIDELINES:** The project shall comply with the City’s Solid Waste Program Development Guidelines in effect at time of zoning permit submittal.
155. **MOUNTAIN VIEW GREEN BUILDING CODE/CONSTRUCTION AND DEMOLITION ORDINANCE:** The applicant shall comply with the Mountain View Green Building Code and Construction and Demolition Debris Ordinance. The applicant shall complete and submit a Construction and Demolition Debris Management Plan for approval by the Public Works Department, Solid Waste Section, in each development phase. A final Construction and Demolition Debris Recycling Report shall be submitted within a time frame specified by the Solid Waste Section for approval.

OTHER REQUIREMENTS

156. **CONSTRUCTION MANAGEMENT PLAN:** A preliminary construction management plan may be required at subsequent zoning permit submittal for each development phase as identified in Appendix M in the Implementation Plan. Upon submittal of subsequent building permits per development phase, the applicant shall provide a construction traffic and parking management plan with the associated building plans. The plan must be approved prior to the issuance of a building permit, including demolition. The plan must show the following:
1. **Truck Route:** Truck route (to and from project site) for construction and delivery trucks pursuant to City Code Sections 19.58 and 19.59 and which does not include neighborhood residential streets;
 2. **Construction Phasing, Equipment, Storage, and Parking:** Show and identify construction vehicle and equipment parking area, material storage and lay-down area, sanitation facilities, and construction trailer location for each phase of construction. All construction vehicles, equipment, and trailer shall be located on-site or at a site nearby (not on a public street or public parking) arranged by the permittee/contractor. Construction equipment, materials, or vehicles shall not be stored or parked on public streets or public parking lots, unless approved by the Public Works Director due to special conditions. Construction contractors/workers are required to park on-site or at a private property arranged by the permittee/contractor and shall not be allowed to use neighboring streets for parking/storage; and
 3. **Sidewalks:** Sidewalk closure or narrowing is not allowed during any on-site construction activities.
 4. **Traffic Control and Detour Plans:** Traffic control plans, including detour plans, shall be submitted to the Public Works Department for review and approval and included with building permit plans to the Building Inspection Division for any on-site improvements and/or work related to any phase of the construction management plan that requires temporary

roadway closure, lane closure, shoulder closure, and/or bike lane closure. Pedestrian detour plans shall be provided when necessary. Traffic control plans shall be prepared in accordance with the latest edition of the California Manual of Uniform Traffic Control Devices (CA MUTCD). A completed Traffic Control Checklist shall be included with each traffic control plan submittal. A separate Excavation Permit from the Public Works Department may be required prior to issuance of the building permit.

157. **CALTRANS PERMIT:** The Applicant shall be responsible for applying for, and obtaining approval of, a Caltrans Encroachment Permit for all work within Caltrans' jurisdiction. Work within the State right-of-way must be in accordance with Caltrans requirements. Prior to building permit approval, submit a copy of the approved Caltrans Encroachment Permit to the Public Works Department.
158. **STREETLIGHTS:** At subsequent zoning permit submittal per development phase, the applicant shall include in the photometric analysis all existing or proposed new streetlights (e.g., height, arm length, and location) at all street intersection, crosswalks, and midblock crossings and shall calculate the minimum, maximum, and average illuminance values as well as uniformity ratios, for each crosswalk shown separately. The applicant is required to install new or modify existing streetlights to ensure locations are compliant with minimum requirements per the City's current standard details in place at time of submittal (City Standard Detail E-1A/E-1B). The applicant may be required to install new, or modify existing, streetlights beyond the immediate project frontage in order to show compliance with the standards.
159. **REQUIRED TRANSPORTATION IMPROVEMENTS:** Per the Master Plan and the Master Plan Multimodal Transportation Analysis (MTA) prepared with the Project SEIR, public improvements to accommodate increased bicycle, pedestrian, and vehicle trips generated by the project were identified and evaluated, which are summarized in the table below. Dependent on actual development proposed/constructed, further verification may be warranted to confirm the improvements align with the scale of development and development phase. As a result, the City retains the right to modify, remove, or add new improvements or make other alterations to the table with subsequent City approvals. All of the required improvements (listed below, subject to modification, deletion, or addition by City stated herein) must be approved and installed by the applicant to the satisfaction of the Public Works Director. NOTE: The table is not inclusive of all public improvements that may be required by the City for the project.

Improvement No.	Location	General Description	Development Phase
1	Middlefield Road, both sides	Implement Middlefield Road improvements, including modify any signage or striping, curb ramps, and sidewalks along the project frontage on the northside of Middlefield Road. Bike lane improvements on both sides—eastbound and westbound.	1
2	Middlefield Road, midblock immediately west of VTA tracks	Implement VTA bus stop improvements, including curb alignment modifications and protected bike lane at bus stop; install signalized crosswalk (including poles with mast arms); install curb ramps, modify signage and striping, install or update lighting per photometric analysis; improvements for midblock crossing and the VTA bus stop must comply with City, CPUC, and VTA requirements and are subject to obtaining subsequent permits from these agencies. Improvements reviewed during those subsequent applications may require additional traffic, vehicle queuing, safety, and signal preemption analysis and requirements.	1
3	Ellis Street, east side along project frontage (including Bridge Open Space)	Modify curb location, including the median, to align with street width requirements and restripe roadway as necessary; install bike lane improvements (northbound and southbound); install new sidewalks, including curb ramps on the east side of Ellis Street between Middlefield Road and the northern project site boundary.	2
4	Ellis Street at Precise Plan Street B (access road to 365 North Whisman Road and 464 Ellis Street)	Implement full traffic signal (including poles with mast arms); remove existing crosswalk on north side of intersection and reinstall at south side of intersection; install curb ramps, modify curb returns as necessary; modify signage and striping; install or update lighting per photometric analysis. Additional engineering analysis is recommended to be conducted at this development phase of the project based on final proposed development, the actual pedestrian volumes, and/or field observations of pedestrian delay gaps in roadway traffic flow.	2
5	Ellis Street at O1/R2 service street	Implement full traffic signal (including poles with mast arms); possibly relocate nearby midblock crosswalk; install curb ramps, modify curb returns as necessary; modify signage and striping; install or update lighting per photometric analysis.	2

Improvement No.	Location	General Description	Development Phase
6	Logue Avenue, east and west side, between Maude Avenue and northern terminus, along project frontage (including Maude Park and Bridge Open Space)	Remove on-street parking on east side of Logue Avenue and install bike lane striping and signage; install roadway striping to retain parking and install bike lanes on west side of Logue Avenue, including signage; install new sidewalks; install new curb.	3
7	Logue Avenue, midblock between Maude Avenue and northern terminus, north of Building R3	Implement an active crosswalk with Rectangular Rapid Flash Beacon (RRFB) and install infrastructure (e.g., conduits, lighting, etc., to facilitate the installation of a future signal); install curb ramps; modify signage and striping; install or update lighting per photometric analysis.	3
8	Maude Avenue, north side, Logue Avenue to Clyde Avenue	Remove on-street parking and install bike lanes, including signage and striping; install new curb locations; install curb ramps; modify signage and striping; install or update lighting per photometric analysis; paint red curb as required near service street entrances.	3
9	Maude Avenue, south side, along project frontage (including R6 and Gateway Park)	Retain on-street parking; install bike lanes; install new signage and striping; install new sidewalk; paint red curb as required near driveway entrances.	3
10	Logue Avenue at Maude Avenue	Upgrade existing crosswalk to high-visibility markings (on north side of intersection); implement new high-visibility crosswalk on east side of intersection; install/upgrade curb ramps for crosswalks; install or update lighting per photometric analysis; upgrade stop signs, if necessary.	3
11	Maude Avenue at Clyde Avenue	Upgrade existing crosswalk to high-visibility markings; implement new high-visibility crosswalk on west and east sides of intersection; install/upgrade curb ramps for crosswalks; install or update lighting per photometric analysis; upgrade stop signs, if necessary.	3
12	Clyde Avenue, west and east side, Maude Avenue to northern project limit	Remove on-street parking on the east side; retain on-street parking on the west side; install bike lanes; install new signage and striping; install new sidewalks.	4

Improvement No.	Location	General Description	Development Phase
13	Clyde Avenue, midblock south of Building O5/P1	Implement signalized crosswalk (including poles with mast arms) at least 100' south of driveway to Building O5/P1 (aligned to provide access to park); install curb ramps; modify signing and striping; install or update lighting per photometric analysis. Additional engineering analysis is recommended to be conducted at development phase based on the actual proposed development, actual pedestrian volumes, and/or field observations of pedestrian delay gaps in roadway traffic flow.	4
14	Clyde Avenue, midblock north of Building R5 at P2 driveway	Implement an active crosswalk with RRFB (including poles with mast arms) at least 300' from improvement 13, and at the P2 driveway; install curb ramps; modify signage and striping; install or update lighting per photometric analysis.	4
15	Flex zones, or other on-street loading zones (on public streets)	All flex zones are to align with the Master Plan MTA, but final allowances and locations will be determined with each phase of development at subsequent zoning permits.	2 through 4

Fire and Environmental Protection Division—650-903-6378 or FEPD@mountainview.gov

For more information, guidelines, design criteria, or materials about urban runoff conditions, contact the Fire and Environmental Protection Division of the Fire Department at 650-903-6378 or online at www.mountainview.gov/fep. “Stormwater Quality Guidelines for Development Projects” can be accessed on the Fire Department website at www.mountainview.gov/fepforms.

160. **BUILDING DEMOLITION PCB CONTROL (COA HAZ-1.1 FROM PROJECT SEIR):** Nonwood-frame buildings constructed before 1981 that will be completely demolished are required to conduct representative sampling of priority building materials that may contain polychlorinated biphenyls (PCBs). If sample results of one or more priority building materials show PCBs concentrations ≥ 50 ppm, the applicant is required to follow applicable Federal and State notification and abatement requirements prior to demolition of the building. Submit a completed “Polychlorinated Biphenyls (PCBs) Screening Assessment Applicant Package” with the building demolition plans for the project. A demolition permit will not be issued until the completed “PCBs Screening Assessment Applicant Package” is submitted and approved by the City Fire and Environmental Protection Division (FEPD). Applicants are required to comply with applicable Federal and State regulations regarding notification and abatement of PCBs-containing materials. Contact the City’s FEPD at 650-903-6378 to obtain a copy of the “PCBs Screening Assessment Applicant Package” and related guidance and information.

161. **MUNICIPAL REGIONAL PERMIT (MRP):** The project is subject to the applicable Municipal Regional Permit (MRP) issued by the Regional Water Quality Control Board (RWQCB) and administered by the City of Mountain View Fire and Environmental Protection Division in place at time of building permit submittal.

The current MRP was adopted for a five-year term effective July 1, 2022. Information regarding the MRP can be found online at https://www.waterboards.ca.gov/sanfranciscobay/water_issues/programs/stormwater/. The MRP requirements may be updated from time to time based on RWQCB reissuance and adoption.

162. **STATE OF CALIFORNIA CONSTRUCTION GENERAL STORMWATER PERMIT (COA HYD-2.1 FROM PROJECT SEIR):** A “Notice of Intent” (NOI) and “Stormwater Pollution Prevention Plan” (SWPPP) shall be prepared for construction projects disturbing

one (1) acre or more of land. Proof of coverage under the State General Construction Activity Stormwater Permit shall be attached to the building plans.

163. **CONSTRUCTION BEST MANAGEMENT PRACTICES (COA HYD-2.1 FROM PROJECT SEIR):** All construction projects shall be conducted in a manner which prevents the release of hazardous materials, hazardous waste, polluted water, and sediments to the storm drain system.
164. **CONSTRUCTION SEDIMENT AND EROSION CONTROL PLAN (COA HYD-2.1 FROM PROJECT SEIR):** The applicant shall submit a written plan acceptable to the City which shows controls that would be used at the site to minimize sediment runoff and erosion during storm events. The plan shall include installation of the following items where appropriate: (a) silt fences around the site perimeter; (b) gravel bags surrounding catch basins; (c) filter fabric over catch basins; (d) covering of exposed stockpiles; (e) concrete washout areas; (f) stabilized rock/gravel driveways at points of egress from the site; and (g) vegetation, hydroseeding, or other soil stabilization methods for high-erosion areas. The plan shall also include routine street sweeping and storm drain catch basin cleaning.
165. **STORMWATER TREATMENT (C.3) (COA HYD-2.1 FROM PROJECT SEIR):** This project would create or replace impervious surface; therefore, stormwater runoff shall be directed to approve permanent treatment controls as described in the City's guidance document entitled "Stormwater Quality Guidelines for Development Projects."
166. **STORMWATER MANAGEMENT PLAN—THIRD PARTY ENGINEER'S CERTIFICATION (COA HYD-2.1 FROM PROJECT SEIR):** The Final Stormwater Management Plan shall be certified by a qualified third-party engineer that the proposed stormwater treatment controls comply with the City's Guidelines and Provision C.3 of the Municipal Regional Stormwater NPDES Permit (MRP). A list of qualified engineers is available at: http://www.scvurppp-w2k.com/consultants_list.shtml.
167. **GREEN STORMWATER INFRASTRUCTURE:** The applicant should consider implementing Green Stormwater Infrastructure (GSI) for portions of the project which are unregulated by C3 requirements, such as existing public streets: https://scvurppp.org/wp-content/uploads/2019/09/SCVURPPP-GSIHandbook-Sept-2019_9-5-19.pdf. Explore innovative full trash capture systems in and/or associated with the storm drainage systems.

NOTE: Decisions of the Zoning Administrator may be appealed to the City Council in compliance with Chapter 36 of the City Code. An appeal shall be filed in the City Clerk's Office within 10 calendar days following the date of mailing of the findings. Appeals shall be accompanied by a filing fee. No building permits may be issued or occupancy authorized during this appeal period.

NOTE: As required by California Government Code Section 66020, the applicant is hereby notified that the 90-day period has begun as of the date of approval of this application, in which the applicant may protest any fees, dedications, reservations, or other exactions imposed by the City as part of this approval or as a condition of approval. The fees, dedications, reservations, or other exactions are described in the approved plans, conditions of approval, and/or the adopted City fee schedule.

**ADMINISTRATIVE PROCEDURES FOR
IMPLEMENTATION OF THE MIDDLEFIELD PARK MASTER PLAN
APPLICATION NO: PL-2020-149**

This document contains administrative procedures and project requirements to implement the Middlefield Park Master Plan, which supplements and expands upon City regulations and procedures, East Whisman Precise Plan (Precise Plan) requirements, the Review Approval Framework, and the Project Conditions of Approval. NOTE: References include: (a) condition numbers are referencing Project Conditions of Approval in Exhibit A in this Resolution; (b) the Review and Approval Framework is Appendix M in the Middlefield Park Implementation Plan; and (c) if approved by City Council, the Development Agreement (DA) associated with this project (Application No. PL-2021-249).

1. **SUBSEQUENT PERMITS:** Subsequent permits are required to entitle and construct within the Master Plan area, subject to the City's permit review process, City Code, Review and Approval Framework, and, if approved, the DA.
 - A. **Zoning Permits:** Zoning permits must be applied for in order to entitle development and specific land uses on any given parcel(s) within the Master Plan area. Zoning permits, including any extension, are valid per Section 36.56.65 of the City Code; except with approval of the DA, when zoning permits will be valid for a period not to exceed four years with no permit extension during the DA term. If construction has not commenced prior to the zoning permit expiration, but before the conclusion of the DA term, the applicant must reapply for a zoning permit. All zoning permits are to be processed per Procedure No. 2 (below) and the City Code, primarily Chapter 36.
 - B. **Building Permits:** Building permits must be obtained to allow construction activities and building occupancy for new construction in the Master Plan area. All building permits are to be processed in accordance with the City Code, primarily Chapter 8.
 - C. **Public Works Permits:** Applications for any permits issued by the Public Works Department must be obtained prior to allowing construction activities in the public right-of-way and/or to connect to public infrastructure. All permits are to be processed in accordance with the City Code, primarily Chapters 27, 28, 34, 35, 38, 41, and 43.
2. **EXPEDITED ZONING PERMIT REVIEW:** Subsequent zoning permit entitlements that are compliant with the Master Plan and consistent with the Precise Plan can be reviewed under an expedited planning entitlement process per Section 6.3.2.6 of the East Whisman Precise Plan (as referred to in the Review and Approval Framework). This process includes review by City staff, the Development Review Committee (DRC), and a decision by the Zoning Administrator (ZA) at a duly noticed Administrative Zoning public hearing. The ZA has the discretion to refer a zoning permit to the City Council for a decision. Per City Code

Section 36.56.50, the action by the ZA on a zoning permit may be appealed to the City Council. Additionally, a community meeting shall be conducted by the applicant as part of the zoning permit(s) reviewed for each development phase in the Master Plan. The applicant shall also maintain a website for the project for public viewing that provides access to the approved Master Plan and subsequent zoning permit materials related to new construction, project status and development milestones, contact information for the public/interested businesses, and a subscription interest list for email correspondence and construction notifications.

3. **ACTIVE USES (CHANGE OF USE PERMITS):** All ground-floor commercial space identified and defined in the Master Plan as “Active Use” must comply with the following:
 - A. **Location:** Active Uses are limited to the ground floor of buildings located on Parcels R1, R2, R3, R4b, R5, and Parking Structure P2, as shown in the Vesting Tentative Map, and within the Ellis Community Pavilion/Ellis POPA Open Space in the Master Plan. All required parking for the Active Use must be located on the same parcel as the use. (NOTE: Any building(s) with direct access into a shared parking garage(s) with legal rights to use said parking, irrespective of the physical parcel the space may be located on, constitutes the same parcel for this Subsection A.)
 - B. **Approved Uses:** Active Uses must comply with the Precise Plan land use table.
 - C. **Exempt from Floor Area Ratio (FAR):** An Active Use may be exempt from FAR if it complies with Procedure No. 4 (below) and is approved with a subsequent zoning permit.
 - D. **Subsidized Space per Small Business Diversification and Nonprofit Inclusion Program (Small Business Program):** Per the applicant’s Small Business Program identified in Procedure No. 6 (below), a portion of the Active Use space shall be subsidized in accordance with that program. If approved, the provisions of the DA apply to that program.

All new or relocating Active Use tenants within the Master Plan must obtain a Development Review Permit (zoning permit) for a change of use (also referred to as a “Change of Use Permit”) with the Planning Division, following procedures in City Code Section 36.44.65, in order to demonstrate consistency with: (1) the land use permitted in the Precise Plan; (2) requirements of the Master Plan’s Small Business Program for a minimum of 10 years, or, if approved, the duration of the DA term in accordance with the DA provisions, whichever is longer; and (3) any FAR exemption(s).

4. **FLOOR AREA EXEMPTIONS:** In subsequent zoning permits, this project may include requests for floor area exemptions for specific land uses, including:
- A. Ground-floor commercial space (identified as Active Use in the Master Plan) used by small businesses, community facilities, nonprofits, educational, cultural, child-care, or neighborhood commercial uses, in accordance with the criteria in the East Whisman Precise Plan. A legal agreement, in a form approved by the City Attorney and consistent with Exhibit M in the DA, shall be recorded on the property to identify the approved gross floor area exemption and use of the space for a qualified business or organization prior to issuance of a building permit(s), which includes the applicable floor area. In some cases, the legal agreement may not be executed and recorded until prior to occupancy of a tenant space. It shall run with the land and shall not be amended without prior City consent. Specifically, the areas dedicated within a new development for:
 - (1) Small businesses or educational, cultural, child-care, or other nonprofit uses can be exempt from gross floor area; however, the maximum floor area exemption shall not exceed 5% of the project's gross floor area within a given development phase. Small businesses and nonprofits shall meet the definitions in the Small Business Program in Exhibit J of the DA; all uses must comply with the definitions in Chapter 36 (Zoning) of the City Code or Precise Plan.
 - (2) Neighborhood commercial uses, as defined in the land use table of the Precise Plan, can be exempt from gross floor area. Amenity spaces for residential or office uses may use this exemption if those amenities are available for public use, but parking cannot count toward the exemption.
 - B. Up to a 45,000 square foot floor area exemption for a Central Utility Plant (CUP) is allowed per subsequent zoning permit(s) approval of a private district utility system.
5. **REVISIONS TO THE APPROVED MASTER PLAN:** Minor modifications to the approved Master Plan shall require approval by the Zoning Administrator. Major modifications to the Master Plan shall require a City Council public hearing, which may require modifications to other project approvals; or, if the DA is approved, with Existing Approvals as defined in the DA. Examples of these modifications include:
- A. **Minor Modifications:** Any modification to the Master Plan that is not a major modification or, if approved, is not a Material Change as defined in the DA. All minor modifications must comply with the East Whisman Precise Plan and City Code. Exceptions from development standards permitted in the Precise Plan, by a subsequent zoning permit, allowed by City Code, or identified in the Master Plan or Review and Approval Framework are considered minor modifications, which may be approved by the Zoning Administrator with a subsequent zoning permit at a duly noticed Administrative Zoning public hearing.

- B. **Major Modifications:** Any modification that: (1) exceeds the maximum floor area in accordance with Section 3.3.2.4 of the Precise Plan; (2) exceeds the project's allotted Precise Plan development reserve office square footage; (3) exceeds the approved Bonus FAR for the project; (4) changes the approved land uses in the Master Plan, other than those Active Uses permitted by the Precise Plan; (5) changes the general location of on-site or off-site improvements; (6) increases the maximum height or size of buildings proposed in the project inconsistent with the Master Plan or Precise Plan; (7) increases the overall square footage of the project; (7) changes the location or size of land dedication offerings for parks and affordable housing; or (8) modifies the approved Community Benefits or Public Benefits. With approval of the DA, a major modification constitutes a Material Change as defined in the DA, along with Items 1 through 3 in this Subsection B.
6. **REQUIRED COMMUNITY BENEFITS:** In compliance with the East Whisman Precise Plan, the applicant is required to provide community benefits in exchange for bonus floor area for nonresidential (622,925 square foot maximum with a required value at \$16,974,706) and residential development (397,936 square foot maximum with a required value at \$2,168,751). The applicant has proposed to provide the following community benefits with a total required value of \$19,143,457, based on current adopted fees in place, including:
- A. Cash payment in the amount of \$500,000 to the City's General Fund for use at the City's discretion for "people-centric" activities and programs for: (1) housing opportunities and antidisplacement efforts; (2) small business support and work force development; (3) safe and expanded connections and consolidated infrastructure for pedestrians and bicyclists; and (4) quality open space for recreation, relaxation, and entertainment. The payment shall be provided to the City within 90 days of approval or in accordance with the provisions of an approved DA, whichever is later; and
- B. The applicant shall create and implement a Small Business Diversification and Nonprofit Inclusion Program ("Small Business Program") to assist local businesses owned by women and individuals from underserved backgrounds, a small grocer or market owner, nonprofits, and businesses where 50% of the employees are either women or people of underserved backgrounds. The Small Business Program will: (1) establish 21,000 square feet of subsidized ground-floor commercial tenant space for qualified businesses at a capped rent (average of \$35 per square foot); (2) construct a 1,000 square foot Ellis Community Pavilion building in Ellis Park with minimal rental fees; (3) provide a tenant improvement allowance to fund and construct improvements for qualified businesses within the Active Use space identified in the Master Plan (at \$125 per square foot); and (4) provide additional funding and support services to qualified businesses in the Active Use space identified in the Master Plan area. The Small Business Program framework is included in Exhibit J of the DA and applies to the project for the lifetime of the program irrespective of DA approval (total value \$18,643,457). The lifetime of the program is

a minimum of 10 years, or, if approved, the duration of the DA term in accordance with the DA provisions, whichever is longer.

Details of the community benefit package must be reviewed and approved during zoning permit and building permit review by the Community Development Department, including review of design/construction plans of the subsidized active use space, subsequent approvals for occupancy of the subsidized space, recordation of any required legal agreement, and ongoing annual monitoring of the Small Business Program. If the DA is in effect, the community benefit requirement is subject to the fee provisions identified in Exhibit I of the DA, along with other terms and provisions in the DA.

7. **VOLUNTARY PUBLIC BENEFITS:** In addition to the community benefits described in Procedure No. 6, the applicant is providing the following voluntary public benefits to the City and its residents in exchange for entering into a DA that extends the vested rights and entitlement period of the project approvals. These benefits only apply with an approved DA, which further describes the benefits, their terms, and delivery (value of \$11,250,000):
 - A. Cash payment in the amount of \$1,000,000 to the City's General Fund for use at the City's discretion for "people-centric" activities and programs for: (1) housing opportunities and antidisplacement efforts; (2) small business support and work force development; (3) safe and expanded connections and consolidated infrastructure for pedestrians and bicyclists; and (4) quality open space for recreation, relaxation, and entertainment. The payment shall be provided to the City prior to the issuance of the first building permit for an office building in the Master Plan;
 - B. Cash payment to the City to facilitate design and construction of a Community Park's recreational elements and amenities on Parcel Park 3 (shown on the Vesting Tentative Map), which is to be delivered to the City as described in Procedure No. 15 (below), Project Condition Nos. 113 and 114, and provisions of the DA, which is summarized as: (a) twenty-two percent (22%), estimated at \$2 million, of the total funding amount shall be provided to the City for design and design-related costs at least ninety (90) days prior to City awarding a contract to a design consultant who will be responsible for designing the park; and (b) seventy-eight percent (78%), estimated at \$7 million, of the total funding amount shall be provided to City for construction of the park at the time of delivery of Parcel Park 3 and in all events no later than ninety (90) days prior to City Council approval to advertise the park project for construction bids. This benefit is subject to cost escalation per Exhibit I in the DA (total value \$9,000,000);
 - C. The applicant shall fund and install a public artistic feature(s) in the Ellis POPA open space (value \$1,000,000) and in accordance with Project Condition No. 26;
 - D. The applicant has expended funds up to \$250,000 to prepare a Bridge Feasibility Study to confirm the proposed Bridge Open Space site is adequate in size and can reasonably accommodate an encroachment for the applicant's optional private district utility

system in tandem with future bridge infrastructure. The City has no obligation to contribute to or reimburse any part of this funding, regardless of whether or not the applicant proceeds with development;

- E. Use of the plaza in the Ellis POPA open space by the City for City-sponsored events for up to five times per year and use of the Ellis Community Pavilion/Fairchild Barn for City events up to 12 times per year at no rental cost per the terms of the DA, which shall be incorporated into the public access covenant and POPA agreement identified in Project Condition No. 116 and in accordance with Exhibit H of the DA;
 - F. Shared use of 40 parking spaces for park visitors at no cost in accordance with Exhibit K of the DA; and
 - G. A good-faith, diligent effort by the applicant to obtain a Use-Tax Point-of-Sale Permit for the project site in order to have the local portion of sales and use tax distributed directly to the City as further described in the DA.
8. **MASTER PLAN PARKING RATIOS:** Parking ratios are not approved as part of the Master Plan; however, at a minimum, the Master Plan and subsequent zoning permits must comply with the parking requirements of the East Whisman Precise Plan. The Master Plan Multi-Modal Transportation Analysis included a parking study, which is available for reference and can be used in subsequent zoning permits for justification; or a separate parking study can be prepared by a transportation consultant, which may require a consultant peer review hired by the City and paid for by the applicant (including the City's administration fee). Parking ratios, including the number of loading spaces, car-sharing spaces, short-term/drop-off spaces, and moving van spaces, will be established as part of subsequent zoning permit approvals for each phase of development.
9. **MASTER PLAN BIKE PARKING:** Bike parking ratios (short-term and long-term) are not approved as part of the Master Plan; however, at minimum, the Master Plan and subsequent zoning permits must comply with the bike parking requirements of the East Whisman Precise Plan. Bike parking ratios, including ancillary requirements, such as repair stations, will be established as part of subsequent zoning permit approvals for each phase of development; the Master Plan Multi-Modal Transportation Analysis is available for reference and use in subsequent zoning permits.
10. **TREE REMOVALS:** No tree removal permits are approved with this Master Plan; however, trees are anticipated to be removed to implement the Master Plan. Separate permits to remove, relocate, or otherwise alter Heritage trees, street trees, or other trees on the project site are required to be obtained. All tree removals will be evaluated in tandem with subsequent zoning permits per development phase, in accordance with City standards and procedures and the Tree Framework (Appendix I in the Middlefield Park Implementation Plan). As part of subsequent zoning permits, the City may consider building setback relief or utility easement exceptions/modifications in evaluating the preservation of existing

trees, particularly existing pines, oaks, London planes, Coast redwood trees and other conifers. If approved, additional provisions in the DA may apply.

11. **DESIGN REVIEW AND OBJECTIVES:** In subsequent zoning permits, all building and site design is subject to the design guidelines and standards in the East Whisman Precise Plan and City Code as well as the Master Plan Urban Design Objectives (Appendix D in the Middlefield Park Implementation Plan).
12. **OVERLAPPING AND EXTENDED OCCUPANCY:** The applicant may need to occupy existing office buildings for a period of time after new office buildings are granted occupancy by the City, resulting in an interim period of project noncompliance with office square footage on-site. The applicant may request for an existing office building(s) to remain occupied during construction of a new office building(s), which is utilizing the office building's existing FAR square footage credit, in order to provide time for employees to relocate from the existing building(s) into the new building(s). The applicant's request shall be included in any application or request for: (1) a zoning permit for the associated development phase where this circumstance may arise to ensure appropriate considerations for occupancy and construction of the phase are reviewed; and (2) a Temporary Certificate of Occupancy (TCO) for a new office building(s), where the applicant must provide surety funds in an amount reasonably determined by the Chief Building Official for the anticipated demolition of the existing office building(s) and any existing improvements, in order to allow up to 90 days for employee relocations. The TCO request may include other outstanding items (and their associated surety funds) required for a Certificate of Occupancy as required by the Chief Building Official.
13. **EARLY DEMOLITION:** The applicant will need to demolish existing buildings within the Master Plan area and/or site improvements in and around the Master Plan area prior to constructing new buildings and/or new improvements. This activity may need to occur separate from and earlier than issuance of a building permit(s) for new construction or new improvements in the same area, in order to provide adequate time, space, and accommodation for site preparation, infrastructure improvements, land delivery, and/or construction staging. The applicant is required to obtain all necessary permits for demolition activity from the City and any other oversight agency permits with jurisdiction over the proposed activities. As a result, the applicant may apply for and the City may issue, at the City's full discretion, a demolition permit(s) prior to, or in advance of, building permits for the associated new construction or infrastructure.
14. **SUBSEQUENT SITE-SPECIFIC TRANSPORTATION ANALYSIS:** At time of zoning permit submittal for each phase of development, the applicant shall provide site-specific multi-modal transportation information as follows:
 - A. Transportation information, including worksheet(s) and attachments, as required materials for submission of a zoning permit application;

- B. A summary table comparing the development phase design with the conditions analyzed in the Master Plan Multi-Modal Transportation Analysis (MTA) and Master Plan, with clear identification of where the project design aligns with recommendations of the Master Plan MTA and where it differs. The summary table shall include, but is not limited to, comparisons of: sidewalk widths, paseo widths, pathway widths, bikeway treatments, crossing locations/types, public access easements, block lengths, loading/flex zones, street frontage parking regulations (including driveway red curb zones), driveway widths, driveway locations, driveway throat lengths, site parking, building size, building use, and off-site improvements (e.g., signal locations, crosswalk locations, etc.);
- C. A written explanation of any area of minor variation, change, or modification from the Master Plan MTA, which continues to meet the intent of the prior MTA recommendation(s) and meets City requirements. A written explanation for the change from the Master Plan MTA or Master Plan shall be included for each variation or modification requested (and may include providing visual graphics or plan sheets, as needed) for City evaluation; and
- D. Any area of new information or major modification from the Master Plan MTA and/or Master Plan shall include data (if applicable), analysis, and evidentiary justification for City evaluation.

Upon review of the required information noted above, the City will determine if a subsequent site-specific MTA is required; otherwise, no subsequent MTA will be required. The City may contract with a consultant to analyze the information presented, which the applicant must fund at contract cost plus the City administration fee.

Should any minor or major modifications be approved that differ from the Master Plan MTA, the applicant may be required to modify a final map to accommodate those changes to the satisfaction of the Public Works Director.

- 15. **CITY LAND DEDICATION/CONVEYANCE REQUIREMENTS:** For any land to be dedicated or conveyed to the City as part of the implementation of the Master Plan, the following standard process is required for the City to accept the land parcel(s) under subsequent City permits. This procedure outlines the steps to occur during zoning permit and building permit review when land dedication is proposed; some of the actions or requirements have been agreed upon by the applicant and City in advance and are noted as such. If the DA is approved by the City Council, the DA provisions, including, but not limited to, DA

Section 5.4, supplement and should be applied together with the general procedure set forth herein.

A. **Compliance Reports and Verification:** The applicant shall provide the following to the Planning Division as part of the zoning permit application for the development phase when land dedication is proposed:

(1) Environmental Compliance. The applicant shall:

- (a) Submit to the City Phase I and Phase II Environmental Site Assessments, including the applicable results of any and all soil samples, soil vapor, and groundwater testing; characterization of soil for off-haul and disposal; evaluation of potential upgradient or off-site sources contributing to on-site conditions; and pesticide-affected soils (“Environmental Reports”) for the land to be dedicated (“dedicated parcel”). On-site testing must include locations underneath all existing structures on the dedicated parcel, unless other locations are agreed upon by the City. The Environmental Reports must be prepared, and all testing conducted, within six months of submittal of the zoning permit application and must be specific to each parcel of land to be dedicated to the City. These Environmental Reports must be prepared by a licensed environmental professional and respond to the planned and foreseeable land use (“planned land use”) proposed on the dedicated parcel (e.g., residential, park/open space);
- (b) If the testing results in the Environmental Reports exceed the applicable environmental screening thresholds for the planned land use, the applicant shall take all actions necessary to ensure completion of mitigation or remediation, as applicable, to the satisfaction of the regulatory agency responsible for oversight (“oversight agency”), or, if there is no oversight agency, to the satisfaction of the City for the intended use prior to dedicating the land to the City, consistent with DA Section 5.4. “Remediation” as used herein refers to those abatement or remediation activities that are the responsibility of the applicant so that the City may make use of the property for its intended use as a park or for affordable housing without the City having to incur expenses to abate or remediate on-site contamination; “remediation” does not refer to actions of a responsible party under State or Federal law for the environmental clean-up of the subject parcel(s) if the applicant has not been designated a responsible party by the environmental oversight agency. Completion of remediation is defined below in Subsections i and ii:
 - i) The Environmental Reports must clearly state the remedial actions required to comply with the oversight agency requirements, or, if

there is no oversight agency, City requirements for the planned land use. The conclusions of the Environmental Reports may include, but are not limited to, the following: (a.) no remediation or mitigation is required for the planned land use; (b.) site clean-up actions are required, such as soil removal and off-haul, ground water treatments, etc.; and/or (c.) active or passive remediation systems or mitigations are required in future building designs, such as a vapor barrier/intrusion controls, mechanical pump and treat facilities, etc., to allow the planned land use.

- ii) If Subsection (1)b(i)(c.) is required, the applicant shall determine the extent of remediation or mitigation that is reasonably required for that building design in order to ensure that there is no unacceptable risk to human health or the environment, along with a cost estimate based on the remediation required (“Cost Estimate”), as verified by the Community Development Director and/or Public Works Director (“Director”). If the Environmental Reports can be reviewed informally by the oversight agency, then the applicant shall consult the oversight agency and receive an informal determination; otherwise, the City will verify separately (see Part A(3)). A Cost Estimate has been approved for this project in accordance with Project Condition No. 77 and, if approved, in the provisions of the DA.

- (2) Site Management Plan (SMP). The applicant shall prepare a construction Site Management Plan, in accordance with the requirements of the oversight agency, for the planned land use on the dedicated parcel and City, State, and Federal requirements for construction safety on the dedicated parcel, which must include measures for all construction activities anticipated for the future planned land use (e.g., demolition, grading, utilities, and new construction). This SMP is for informational purposes for the City and will be independently verified by the City.
- (3) City Verification. Following submittal of the materials in Parts A(1) and A(2) above, the City will verify the materials provided are satisfactory. The applicant shall pay for a consultant to be hired by the City, including the City’s administration fee, to peer review and verify all information provided by the applicant. Once the Environmental Report and the SMP are determined by the City to be satisfactory, the City can proceed with a final determination on the zoning permit, which will include a condition of approval for payment of the Cost Estimate to the City for any parcel proposed for residential use.

- B. **Required Site Preparation:** The applicant shall complete the following activities prior to City issuance of the building permit for the development phase for which the

project requires land dedication (and which is associated with the subsequent zoning permit approval under Subsection A):

- (1) Complete Remediation. If site clean-up actions are required to complete remediation as described in Section A(1)(b)(i)(b.) above, the applicant shall complete the required remediation to the satisfaction of the oversight agency or the City, as applicable. If building design measures are required to complete remediation as outlined in A(1)(b)(i)(c.) above, in lieu of physical design measures of a proposed building design (which are unknown at the time and the project is not responsible to build or design), the applicant shall pay the Cost Estimate to the City.
- (2) Site Construction/Infrastructure. The applicant shall ensure that the dedicated parcel(s) is “development-ready” by removing all existing structures, landscaping, and improvements on-site, including existing utilities, and finish the site to a rough-grade finish, graded toward the public street, and the topsoil stabilized. The parcel must be clear of all debris.

Any “development-ready” work will require a separate demolition permit for on-site work if: (a.) it is completed earlier than prescribed herein; or (b.) it is not included on the building permit plans for a given development phase. All work in the public right of way shall require an excavation permit.

- (a) For land dedicated for park development, the applicant shall provide utility stubs to the property line and install all frontage improvements along the public street(s) in accordance with the Precise Plan dimensions and in accordance with Project Condition Nos. 114 and 118.
- (b) For land dedicated for residential development, the applicant shall provide all infrastructure necessary to serve the units to the property line from the public street, including sewer, water, electricity, street access, and all frontage improvements in accordance with the Precise Plan dimensions on the dedicated parcels and in accordance with Project Condition Nos. 77 and 118.

As an alternative, decided upon and authorized by the City as a permit condition at time of subsequent zoning permit approval, the City can allow the applicant to: (a.) enter into an Improvement Agreement covering the scope of work to be executed with the phased final map, which includes the dedicated parcel for residential use; and (b.) a cash security of 100% of the estimated cost to install the improvements. The cash security shall be increased annually based on CCI and submitted to the Public Works Director by December 1 each year, or, if the DA is approved, at the time of the DA annual review. The funds are to be held until which time the

improvements are either: (c.) installed by the applicant; or (d.) with coordination and full cost by the applicant, ready to be installed by a residential developer on the parcel(s) for residential development.

- (3) Indemnity Agreement. The applicant is to execute an agreement with the City to protect, defend, indemnify, and hold harmless the City and the City's directors, officers, employees, and agents from and against any environmental liability related to any hazardous substances arising from or caused by acts of the applicant or the applicant's agents or contractors (collectively referred to as the "applicant" herein) at the property, and any and all claims, demands, judgments, settlements, damages, actions, causes of action, injuries, administrative orders, consent agreements and orders, liabilities, losses, penalties, and costs related to hazardous substances or contamination arising from or caused by acts of the applicant, including, but not limited to, any clean-up costs, remediation costs, and response costs, and all expenses of any kind whatsoever, including reasonable attorneys' fees and expenses, including, but not limited to, those arising out of loss of life caused by, or arising from, acts of the applicant; injury to persons, property, or business caused by, or arising from, acts of the applicant; or damage to natural resources in connection with the activities of applicant, the foregoing being collectively referred to as "claims," which:
- (a) Arise out of the actual, alleged, or threatened mitigation, spill, leaching, pouring, emptying, injection, discharge, dispersal, release, storage, treatment, generation, or disposal or escape of any hazardous substances onto or from the premises;
 - (b) Actually or allegedly arise out of or in connection with the premises, the use, specification, or inclusion of any product, material, or process containing hazardous substances, the failure to detect the existence or proportion of hazardous substances in the soil, air, surface water, or groundwater, or the performance of or failure to perform the abatement of any hazardous substances source or the replacement or removal of any soil, water, surface water, or groundwater containing any hazardous substances;
 - (c) Arise out of the breach of any covenant, warranty, or representation by the applicant contained in any statement or other information given by the applicant to the City in connection with environmental matters; or
 - (d) Arise out of any enforcement or remedial action or any judicial or administrative action brought pursuant to any environmental law.

The applicant and the applicant's successors and assigns shall bear, pay, and discharge, when and as the same become due and payable, any and all such

judgments or claims for damages, penalties, or otherwise against City, as provided in this section; shall hold the City harmless for those judgments or claims; and shall assume the burden and expense of defending all suits, administrative proceedings, and negotiations of any description with any and all persons, political subdivisions, or government agencies.

- C. **Land Transfer:** The applicant shall offer the fee interest parcel(s) in dedication to the City on the face of a phased final map. Prior to conveying the land to the City, the applicant shall provide updated Environmental Reports (to be within six months of land transfer, unless otherwise agreed upon by the City), a preliminary title report and a grant deed, each subject to City approval. The City may, in its discretion, independently verify or peer review the information submitted. For dedicated parcels for residential development only, conveyance shall be accepted through escrow with a title company that the applicant and City mutually and jointly instruct.

- 16. **WAGE THEFT/RESPONSIBLE CONSTRUCTION:** On September 13, 2022, the City Council adopted new regulations in Chapter 42 of the City Code to help ensure accountability and compliance with existing State wage and hour laws, enhance the protection of workers' rights, and support the City's existing Minimum Wage Ordinance by enacting the Responsible Construction Ordinance and the Wage Theft Ordinance. Any permit or business license submitted in accordance with these ordinance regulations to the City after January 1, 2023 will be subject to these regulations.