

# *City of Brisbane*

## *Agenda Report*

**TO:** Honorable Mayor and City Council

**FROM:** William Prince, Community Development Director

**DATE:** December 4, 2006

**SUBJECT:** Contract with ESA for Preparation of the Baylands Specific Plan Environmental Impact Report

**RECOMMENDATION:**

1. Approve the attached contract with Environmental Science Associates (ESA) to prepare the environmental impact report (EIR) for the Baylands Specific Plan.
2. Authorize the Redevelopment Agency to contribute \$60,000 to the contract cost to offset that portion of the alternatives development work that will facilitate the City's ongoing General Plan update.
3. Approve the attached Second Addendum to the Baylands Processing Agreement with Universal Paragon Corporation specifying the developer's EIR funding obligations and the City's role in administering the EIR contract.

**BACKGROUND:**

In February, 2006 the City began the process of selecting a consultant to prepare the Baylands Specific Plan environmental impact report (EIR). A rigorous selection process has been undertaken which included detailed proposals by several highly qualified environmental consulting firms, culminating in oral interviews of four consulting firms by the selection committee appointed by the City Council,

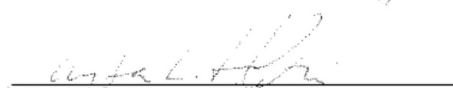
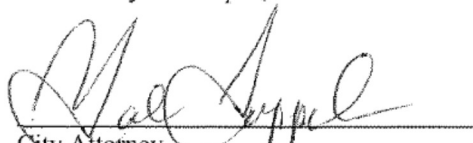
The selection panel unanimously recommends the selection of the environmental consulting team led by Environmental Science Associates (ESA) to prepare the EIR. First and foremost, ESA understands the significance of the Baylands project to the community, and the importance of the EIR in the City's decisionmaking process. They also demonstrate an excellent grasp of the project's potential environmental issues, and have assembled a highly capable technical team to address them. ESA also best understands the importance and sensitivity of the alternatives development process, and has teamed up with Dyett and Bhatia to develop an intensive and proactive process which maximizes public outreach. The proposed alternatives development process was outlined to the City Council on November 6, 2006.

**DISCUSSION:**

The attached contract and proposed scope of work is attached for City Council approval. ESA is contracting directly with the City, and the City will be responsible for managing this contract. The contract cost is \$1,245,826, and the consultant estimates it will take approximately 10 months from work initiation to completion of draft EIR. While the contract will be between the City and ESA, UPC is primarily responsible for funding the contract, as further discussed below.

**FISCAL IMPACT:**

As noted above the cost of EIR preparation is \$1,245,826. While the cost of EIR preparation is normally borne solely by the applicant, staff is recommending that in this instance the Redevelopment Agency contribute \$60,000 to offset a portion of the costs associated with the development of project alternatives. As was discussed previously at the November 6, 2006 meeting, the public-intensive alternatives development process as proposed, while responsive to the City's needs and direction, is far more extensive and costly than the alternatives analysis typically found in an EIR. Additionally this process will generate information of citywide benefit to be used in the City's General Plan update. The developer would be responsible for the remainder of the EIR contract, a total of \$1,185,826. Also attached for City Council review and approval is an addendum to the existing Processing Agreement between the City and UPC which formalizes EIR funding and management responsibilities between the City and property owner.

  
Community Development Director  
City Manager  
City Attorney**Attachments:**

Proposed ESA Contract for the Baylands Specific Plan  
Proposed Second Addendum to Processing Agreement



## AGREEMENT FOR PROFESSIONAL SERVICES

THIS AGREEMENT, dated \_\_\_\_\_ is made by and between THE CITY OF BRISBANE, a municipal corporation ("City"), and Environmental Science Associates ("Consultant").

### RECITALS

A. City desires to retain Consultant to prepare an environmental impact report for the Brisbane Baylands Specific Plan.

B. Consultant represents that Consultant is specially trained, experienced, and qualified to provide such professional services and is willing to do so pursuant to the terms and conditions of this Agreement.

### AGREEMENT

1. **Scope of Services.** Subject to the direction and approval of City through its staff that City may provide from time to time, Consultant shall perform the services described in Exhibit A attached hereto and incorporated herein by reference.

2. **Time of Performance.** The services of Consultant shall commence upon the execution of this Agreement and shall be satisfactorily completed in accordance with the time schedule set forth in Exhibit A attached hereto and incorporated herein by reference.

3. **Responsible Personnel.** The personnel acting on behalf of Consultant primarily responsible for performance of the services hereunder shall be as set forth in Exhibit A.

4. **Compensation.** As compensation for all services to be performed by Consultant under this Agreement, Consultant shall be paid the amounts set forth in **Exhibit A** attached hereto and incorporated herein by reference. In no event shall Consultant's total compensation exceed the sum of **\$1,245,826.00** without additional authorization from City. Payment by City under this Agreement shall not be deemed a waiver of defects, even if such defects were known to City at the time of payment.

5. **Method of Payment.** Consultant shall submit billings to City describing in detail the work performed for which payment is requested, the date the services were performed, the number of hours spent and by whom, and a description of any reimbursable expenditures. Billings shall be submitted monthly, or at such other time as agreed upon between City and Consultant. City shall pay Consultant no later than 30 days after approval of the invoice by City.

6. **Maintenance and Inspection of Records.** Consultant shall maintain any and all ledgers, books of account, invoices, vouchers, canceled checks, time cards, and other records or documents relating to charges for services or expenditures charged to City, for a

minimum of three (3) years from the date of final payment to Consultant under this Agreement and shall make the same available to City or its authorized representatives for inspection and audit, at any time during regular business hours, upon written request by City. The right of inspection shall include the right to make extracts and copies.

7. **Assignment and Subcontracts.** Consultant acknowledges that Consultant's special skill and expertise is a material consideration for City entering into this Agreement. Consultant shall not assign, subcontract or delegate to any other party the performance of any services to be rendered by Consultant under this Agreement without the prior written approval of City. If City consents to any subcontracting of work, Consultant shall be fully responsible to City for all acts or omissions of the subcontractor.

8. **Ownership of Documents.** All plans, studies, documents and other writings prepared by and for Consultant in the course of performing its services under this Agreement, except working notes and internal documents, shall become the property of City upon payment to Consultant for such work, and City shall have the right to use such materials in its discretion without further compensation to Consultant or to any other party. Consultant shall, at Consultant's expense, provide such reports, plans, studies, documents and other writings to City upon written request.

9. **Independent Contractor.** Consultant is, and at all times shall remain, an independent contractor, and not an agent, officer or employee of City. As such independent contractor, neither Consultant nor any of its agents or employees shall be entitled to any salary, fringe benefits, worker's compensation, retirement contributions, sick leave, insurance or other benefit or right connected with employment by City, or any compensation other than as provided in this Agreement. Consultant shall have no power or authority to bind City to any contract or otherwise to incur any obligation or liability for, or on behalf, or in the name of City.

10. **Licenses.** Consultant represents and warrants to City that it has all licenses, permits, qualifications, insurance and approvals of whatsoever nature that are legally required of Consultant to practice its profession. Consultant shall, at its sole cost and expense, keep and maintain such licenses, permits, qualifications, insurance and approvals in full force and effect at all times during the term of this Agreement. Consultant shall maintain a City of Brisbane business license.

11. **Compliance with Laws.** Consultant shall use the standard of care in its profession to comply with all applicable federal, state and local laws, codes, ordinances and regulations in connection with the performance of its services under this Agreement.

12. **Employment Eligibility.** At the request of City, (Contractor/Consultant) shall furnish to City copies of Employment Eligibility Verifications (INS Form I-9) or other evidence satisfactory to City showing that any or all persons providing services under this Agreement for on behalf of (Contractor/Consultant) are eligible to be employed in the United States. In the event (Contractor/Consultant) is unable or unwilling to provide the employment eligibility verification within ten (10) days after City's request, City may require the immediate removal from the (job/project) of such workers as specified by City, and upon any failure by (Contractor/ Consultant) to do so, City shall be entitled to terminate this Agreement.

13. **Indemnity.** Consultant shall indemnify, defend, and hold City, its officers, officials, agents, employees and volunteers, harmless from and against any and all claims, demands, causes of action, losses, damages, injuries, expenses and liabilities, direct or indirect, including attorney's fees, arising out of or in any manner relating to the negligent performance by Consultant of its services under this Agreement or its failure to comply with any of the its obligations contained in this Agreement, and City shall not be liable for any acts or omissions of Consultant.

14. **Insurance.** Consultant, at its own expense, shall procure and maintain, for the duration of this Agreement, insurance policies which satisfy the following requirements:

(a) Type of policies and coverage:

- (1) *General Liability Coverage.* Consultant shall maintain commercial general liability insurance in an amount not less than \$1,000,000 per occurrence for bodily injury, personal injury and property damage, providing coverage at least as broad as Insurance Services Office Commercial General Liability form CG 0001 (Ed. 11/88). If the form of insurance with a general aggregate limit is used, either the general aggregate limit shall apply separately to the work to be performed under this Agreement or the general aggregate limit shall be at least twice the required occurrence limit.
- (2) *Automobile Liability Coverage.* Consultant shall maintain automobile liability insurance in an amount not less than \$1,000,000 combined single limit for each occurrence, for bodily injury and property damage, providing coverage at least as broad as Insurance Services Office form CA 0001 (Ed. 12/90) Code 1 (any auto).
- (3) *Workers' Compensation and Employer's Liability Coverage.* Consultant shall maintain workers' compensation insurance as required by the State of California and employer's liability insurance in an amount not less than \$1,000,000 per occurrence, for any and all persons employed by Consultant in connection with the performance of services under this Agreement. In the alternative, Consultant may rely on a self-insurance program to provide this coverage so long as the program of self-insurance complies fully with the provisions of the California Labor Code. The insurer, if insurance is provided, or Consultant, if a program of self-insurance is provided, shall waive all rights of subrogation against City for loss arising from work performed by Consultant for City.
- (4) *Professional Liability Coverage.* Consultant shall maintain professional errors and omissions liability insurance in an amount not less than \$1,000,000 per occurrence, covering negligent acts, errors or omissions which may be committed by Consultant in the performance of its services under this Agreement.

- (b) Endorsements: Each general liability and automobile liability insurance policy shall contain, or be endorsed to contain, the following provisions:
- (1) The City, its officers, officials, employees, agents and volunteers are to be covered as additional insureds as respects: liability arising out of activities performed by or on behalf of Consultant; products and completed operations of Consultant; premises owned, occupied or used by Consultant; or automobiles owned, leased, hired or borrowed by Consultant. The coverage shall contain no special limitations on the scope of protection afforded to City, its officers, officials, employees, agents or volunteers.
  - (2) For any claims related to the Project, Consultant's insurance coverage shall be primary insurance as respects the City, its officers, officials, employees, agents and volunteers. Any insurance or self-insurance maintained by City, its officers, officials, employees, agents or volunteers shall be excess of Consultant's insurance and shall not contribute with it.
  - (3) Any failure to comply with reporting or other provisions of the policies including breaches of warranties shall not affect coverage provided to City, its officers, officials, employees, agents or volunteers.
  - (4) Consultant's insurance shall apply separately to each insured against whom claim is made or suit is brought, except with respect to the limits of the insurer's liability.
  - (5) Consultant's insurance coverage shall not be suspended, voided, or canceled except after thirty (30) days' prior written notice by certified mail, return receipt requested, has been given to City. Should insurance be reduced in coverage or limits, Consultant shall provide such notice.
- (c) Deductibles and Self-Insured Retentions. Any deductibles or self-insured retentions must be declared to and approved by City. At City's option, Consultant shall demonstrate financial capability for payment of such deductibles or self-insured retentions.
- (d) Acceptability of Insurers. Insurance is to be placed with insurers having a current A.M. Best rating of no less than A:VII, unless otherwise approved by City in writing.
- (e) Verification of coverage. Consultant shall provide certificates of insurance with original endorsements to City as evidence of the insurance coverage required by this Agreement. Certificates of such insurance shall be filed with City before commencement of work by Consultant. At the request of City, Consultant shall provide complete, certified copies of all required insurance policies, including endorsements affecting the coverage required by this Agreement.

15. **Notices**. Any notices required or permitted to be given under this Agreement shall be in writing and shall be either personally delivered or sent by certified mail, return receipt requested, addressed to the other party as follows:

To City

City of Brisbane  
50 Park Lane  
Brisbane, CA 94005  
Attn.: City Manager

To Consultant

Environmental Science Associates  
225 Bush Street, Suite 1700  
San Francisco, CA 94104  
Attn.: Marty Abell, Vice President

16. **Litigation Expenses and Attorneys' Fees.** If either party to this Agreement commences any legal action against the other party to enforce or interpret this Agreement, the prevailing party shall be entitled to recover all costs and expenses that may be incurred in connection therewith, including court costs, expert witness fees, discovery expenses, and attorneys' fees.

17. **Termination of Agreement.** This Agreement may be terminated by either party, effective upon written notice, should the other party commit any material default in the performance of its obligations hereunder. This Agreement may also be terminated by either party, for any reason, upon fifteen (15) day's prior written notice to the other party. In the event this Agreement is terminated by City through no fault of Consultant, Consultant shall be compensated for all services performed to the date of termination.

18. **Equal Opportunity Employment.** Consultant warrants that it is an Equal Opportunity Employer and shall comply with applicable regulations governing equal opportunity employment.

19. **Miscellaneous Provisions.**

- (a) Severability. Should any portion of this Agreement be declared void or unenforceable in a final decision by a court of competent jurisdiction, such decision shall not affect the validity of the remainder of this Agreement, which shall continue in full force and effect, provided that the remainder of this Agreement can be reasonably interpreted to implement the intention of the parties.
- (b) Entire Agreement. This Agreement constitutes the entire agreement between the parties and supersedes and cancels all prior agreements or understandings, whether written or verbal.
- (c) Amendments. This Agreement may be modified or amended only by a written document duly executed by both City and Consultant.
- (d) Waiver. The waiver of any breach or default under this Agreement shall not constitute a continuing waiver of a subsequent breach of the same provision or any other provision of this Agreement.

- (e) Execution. Each party warrants that the individuals signing this Agreement on its behalf have the legal power and authority to do so and to bind the party to this Agreement.
- (f) Successors and Assigns. Subject to the restriction against assignment and subcontracting, this Agreement shall be inure to the benefit of and shall be binding upon the heirs, personal representatives, successors and assigns of the parties hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

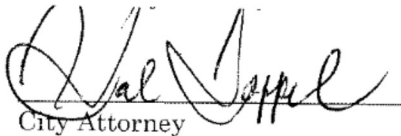
THE CITY OF BRISBANE

By: \_\_\_\_\_  
City Manager

ATTEST:

\_\_\_\_\_  
City Clerk

APPROVED AS TO FORM:

  
City Attorney

CONSULTANT:

\_\_\_\_\_  
Vice President

## EXHIBIT A: SCOPE OF SERVICES, TIME OF PERFORMANCE, AND RESPONSIBLE PERSONNEL

### **SECTION 1: SCOPE OF SERVICES**

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#### **A. Project Understanding and Approach**

##### **The Brisbane Baylands Phase I Specific Plan and the Baylands Framework Plan**

###### **The Brisbane Baylands Area**

The Brisbane Baylands Planning Subarea, commonly known as the Baylands, consists of approximately 659 acres located entirely within the City of Brisbane. The Baylands area is bordered on the west by Bayshore Boulevard, on the north by Beatty Avenue and the City and County of San Francisco, on the east by the US 101 causeway, and on the south by the south end of Brisbane Lagoon. Within these general boundaries, the only areas not included in the project area are several industrial parcels at the north end and the existing Kinder Morgan Energy Tank Farm in the west central portion of the Phase I planning area. Portions of the Baylands area were historically used as a municipal refuse dump and a Southern Pacific Railyard, resulting in the need for substantial environmental remediation, some of which has occurred, or is currently underway.

In spite of the difficult environmental issues and sensitivities associated with reuse of the Baylands area, the Baylands has been identified in the voter-approved Brisbane General Plan as an area to be developed with open space and trail amenities for the enjoyment of all Brisbane residents, along with viable commercial, retail and office development that will contribute to the City's economic health. In recognition of the Baylands' sensitivity and importance, the City's General Plan requires the preparation and adoption of a specific plan to guide development of the Baylands area.

## **The Brisbane Baylands Phase I Specific Plan**

Consistent with the requirements of the General Plan, the primary landowner of the Baylands, Universal Paragon Corporation (UPC), has submitted the Brisbane Baylands Phase I Specific Plan to the City for its consideration and approval. The Phase I Specific Plan, prepared by Wallace, Roberts, Todd, and Solomon E.T.C., addresses the 446-acre eastern portion of the 659-acre Baylands area. The Phase I area consists of 328 upland acres, located generally between the Bayshore Freeway (US 101) and the Union Pacific/Caltrain railroad corridor, and the 118 acres of the Brisbane Lagoon. The upland area is a former landfill site, most of which is currently undeveloped. If approved, the Specific Plan would initiate one of the most significant development projects in San Mateo County in the coming decade and beyond.

The Phase I Specific Plan planning area consists of three subareas: a Commerce and Entertainment area in the north; a Commercial Campus area in the middle; and an Open Space area in the south (see Figure A.1). Overall, the Specific Plan would allow for up to 5 million square feet of commercial retail, office, hotel, and light industrial development on 175 acres (not including 54 acres of roadway rights-of-way) and would preserve 99 acres of upland open space and parkland and 118 acres of open water within the Brisbane Lagoon. The 310-page Specific Plan contains design standards and guidelines that are intended to reflect the historic architectural character of the Baylands. The Plan is intended to provide opportunities for employment, shopping, and entertainment while contributing to the City's tax base. The Plan is also intended to preserve and enhance open space resources in order to expand recreation opportunities for Brisbane residents and improve the site's ecological function.

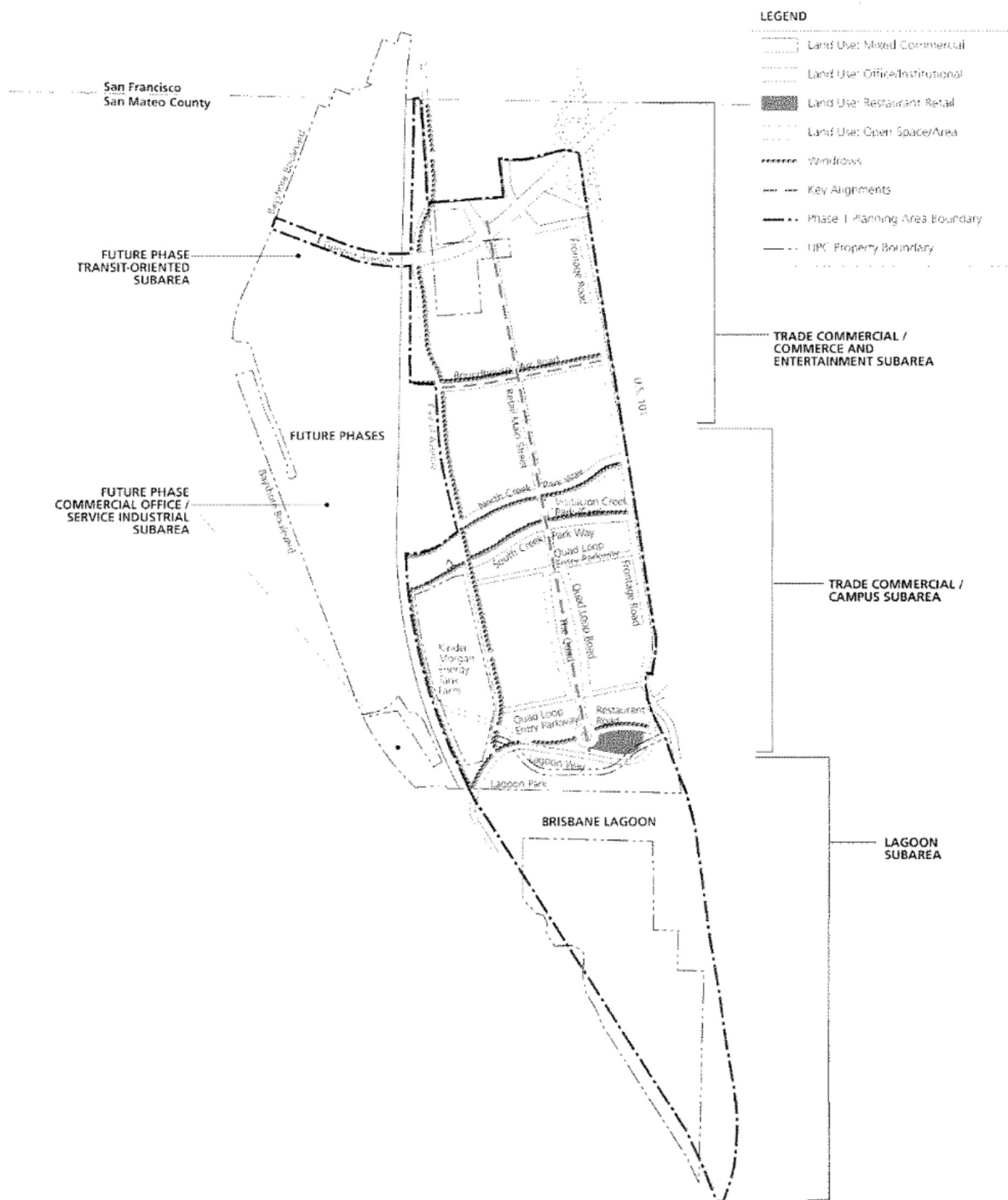
## **The Framework Plan**

The Phase I Specific Plan includes a "Framework Plan" that includes the 446-acre Phase I Specific Plan area as well as the additional 213-acre western portion of the Baylands area, located between the railroad corridor and Bayshore Boulevard. This area is also owned by UPC. Although the western portion is to be developed in future phases, some of its key planning parameters would be established by adoption of the Framework Plan.

The Framework Plan would establish the conceptual development framework for the entire 659-acre Baylands, including open space, key roadway and utility alignments, overall land use, circulation, conceptual grading, and utilities and services. This overall framework provides the basis for the Phase I Specific Plan that addresses the 446-acre eastern portion of the 659-acre Baylands area. It also provides the basis for future phases of development in the western portion of the Baylands that will be the subject of a separate specific plan to be prepared in the future.



**Figure A.1: SPECIFIC PLAN OVERVIEW**



## **Required Consultant Services**

### **A Program Environmental Impact Report for the Baylands Phase I Specific Plan**

The City has determined that Universal Paragon Corporation's application for the Brisbane Baylands Phase I Specific Plan is complete. An important next step in the processing of the specific plan application is the preparation of an environmental impact report (EIR) for the proposed project, as required by the California Environmental Quality Act (CEQA).

Because it may not be possible, given the current stage of the specific planning process and the current level of specificity of the Phase I Specific Plan itself, to address fully all aspects of future development under the Phase I Specific Plan, the city has determined that a program EIR (as described in CEQA Guidelines Section 15168) is the appropriate type of EIR to be prepared at this time.

As indicated in the City's RFP, under the program EIR approach, site-planning issues will have the greatest emphasis. In particular, these will include development of a project description for the EIR that is suitable for program EIR analysis; development of alternative land use scenarios (see Section 2, Task 3); investigation of geotechnical and hydrological constraints; remediation of pre-existing contaminants and hazards; protection of biological resources; transportation and traffic impacts, circulation, and access; adequacy of public open space; "sustainability," design and aesthetic considerations; and utility infrastructure requirements.

### **An Adequate EIR for the Framework Plan**

An important aspect of the proposed program EIR is that it must address the Framework Plan, as well as the Phase I Specific Plan. The Framework Plan sets forth basic parameters for development of the overall 660-acre Baylands area related to land use, circulation, open space, trails, infrastructure, and utilities.

In order to help ensure the adequacy of the EIR for both the Phase I Specific Plan and the overall Framework Plan, the fundamental "Setting/Impact" framework of the EIR will be set up as follows for each major topic of analysis, as appropriate:

#### **A. Environmental Setting**

1. "Phase I" site (326 upland acres plus the 118-acre Brisbane Lagoon)
2. "Future Phases" site (the additional 215 upland acres)

3. Additional setting information, as necessary (Brisbane, neighboring cities, service/utility providers, subregion, region, etc.)

#### B. Environmental Impact and Mitigation

As appropriate, Consultant will examine impacts in both an “interim” year, assumed to be 2015, and a “horizon” year, assumed to be 2030, or as determined in consultation with the City.

1. In consultation with the City, the EIR will make assumptions about the types, quantities, and distributions of development that would occur in the Phase I development area by the interim year of 2015, and the EIR will analyze its impacts. The EIR will assume that no new “Future Phases” development of the western Baylands area will have occurred by 2015, and that therefore the physical environmental impacts of implementing the Framework Plan will be identical to those of implementing the Phase I Specific Plan in 2015.
2. For the horizon year of 2030, the EIR will analyze the impacts of (a) full buildout of the Phase I Specific Plan Area, and (b) full buildout of the “Future Phases” area, based upon buildout assumptions to be developed in consultation with the City. The combined “sum” of these impacts will then be the impacts of the overall Framework Plan.
3. Cumulative impacts will then consist of the impacts in 2030 of “Phase I” buildout and “Future Phases” buildout, above, together with the impacts of all other reasonably foreseeable development expected to occur by 2030. The determinations of the cumulative significance of the impacts of the Phase I Specific Plan and the Framework Plan will then be based upon whether their “contributions” to any significant cumulative impacts are found to be “considerable.”

This approach will enable the EIR to clearly distinguish the setting, impacts, and mitigation measures for the Phase I Specific Plan from those of the overall Framework Plan, and will thus enable the EIR to serve as adequate CEQA documentation to support approval of each “plan” individually.

The project team will rely on existing information in preparing investigations of the “Future Phases” site. If additional investigations are later determined to be desirable they may be conducted as optional tasks.

Part of this task will involve working with City staff to define thresholds of significance for all environmental topics to be studied in this EIR, for purposes of analyzing impacts and drawing conclusions as to their potential significance.

### ***An EIR that is as Useful as Possible to the General Plan Update***

The City is in the process of updating its General Plan. Consultant will work closely with City staff to develop assumptions concerning the types, distribution, densities, and timing of future land use development that may be anticipated to occur under the Brisbane General Plan Update. The future cumulative development scenario for Brisbane (assumed to be for the year 2030) developed through this approach will consist of components for the Baylands Phase I Specific Plan area, the Baylands “Future Phases” area, and other planning subareas of the City, including Sierra Point.

Under this approach, the city-wide future cumulative development scenario that is developed for the purpose of preparing the cumulative impact analyses for the Phase I Specific Plan and Framework Plan would be identical to the city-wide cumulative development scenario that will be developed for the land use element of the General Plan Update, and presumably analyzed in its EIR.

To the extent that the development of a common city-wide cumulative development scenario addresses impacts associated with the buildout of the General Plan Update, and to the extent that the project and cumulative impact analyses for the Phase I Specific Plan and Framework Plan correspond to those for the General Plan Update, the proposed EIR will “address impacts associated with General Plan buildout.” To the extent that they do not, however, additional environmental analyses will need to be conducted for the General Plan Update EIR.

This scope of work does not include preparation of the General Plan Update EIR, or the conduct of any analyses that would be required solely for the General Plan Update EIR, or the conduct of any other analyses that would not otherwise be required for the Phase I Specific Plan and Framework Plan EIR. Such analyses may be conducted at the City’s request, as optional tasks.

### ***An EIR that Takes Alternatives Seriously***

The EIR will address a total of five alternatives (including the mandated “no-project” and “environmentally superior” alternatives). The EIR will examine one alternative as determined in consultation with the City at a level of detail equal to that of the project. Additional alternatives may be addressed at an equal level of detail as an optional task.

The EIR will also examine two no-project alternatives to the Framework Plan (continuation of existing conditions and buildout that would likely occur if the Framework Plan were not approved) and one alternative that is “environmentally superior” to the Framework Plan, at a general level of detail.

## B. Work Program

### Work Program and Work Products

#### Task 1: Project Familiarization and Start-Up

ESA's project manager and additional members of the Project Team, as appropriate, will initiate work with a start-up meeting with the City of Brisbane staff. The purpose of this meeting will be to review the proposed approach and scope of work and to determine whether any modifications to the work plan are necessary. This meeting will also provide an opportunity to confirm assumptions regarding the proposed project and team member roles and responsibilities, and to discuss the City's and the project sponsor's overall goals for the environmental review process, target timeframes, and baseline assumptions. A field visit to the project site will be part of the project familiarization, and procedures for site access by the Project Team will be established.

#### Task 2: Prepare Project Description

In consultation with City staff, ESA will prepare the project description as early in the process as possible and, following review by City staff, will incorporate comments and clarifications from City staff to ensure a complete, consistent and accurate project description that will be sufficient to serve as the basis for impact analysis. As required by CEQA Guidelines Section 15124, the project description will include the project location and site plan maps; a statement of project objectives; a general description of the project's technical, environmental and economic characteristics; and a statement of the anticipated uses of the environmental documents, including required permits, approvals, and agency review requirements. Additional site details to be included in the project description include land parcels affected, acreage, ownership, easements and topographic information. Specific Plan objectives will be determined in consultation with City staff.

The project description will include a discussion of the relationship between the Phase I Specific Plan and the Framework Plan, as well as a discussion of the project's relationship to other applicable plans including the City's General Plan Update. The project description will also discuss related projects, including the relocation of existing on-site businesses (the Van Arsdale and Sierra lumber yards), projects proposed on lands north of the Baylands within the City of San Francisco owned by UPC, proposed remediation activities within the western portion of the Baylands Subarea of the General Plan, and future phases of the Baylands Specific Plan.

The proposed project is a program with variable outcomes and impacts, rather than a project with fixed parameters. While the Specific Plan lays out many components of the plan at a detailed level (especially those related to site planning and treatment of streets and definition of open spaces), it is less certain in others—chiefly land use, development intensity and massing, and development distribution on the site. These factors have substantial influences on transportation, visual quality and character, and many other areas that are central to EIR analysis. Two principal issues that will need to be resolved as part of this task are the EIR’s approach to the following:

- **Development Program.** Table 4-1 in the Draft Specific Plan (page 66) defines the Phase 1 land use program in land acreages, while Table 4-2 (page 67) outlines a “Conceptual Development Program.” The relationship between the two is not clear, however. Moreover, the Conceptual Development Program table states that land uses may be mixed in any proportion as long as the overall development program does not exceed 5 million square feet of space.

The development program is an important issue for the EIR because the different land uses have different environmental implications. Traffic generated by retail use, for example, differs substantially from traffic associated with office use; these land uses generate different levels of traffic according to the time of day and the day of the week. It is conceivable that, as the program is implemented, the land use mix will deviate from the stated “conceptual” program. Simple reliance on this program, in the absence of any regulatory mechanism that holds the plan to a specific mix of uses, could lead to incorrect conclusions about environmental impacts, especially as they relate to transportation, air quality, and energy.

The following are two possible approaches to resolving this issue:

- Defining a development program with a range of individual major uses (rather than a fixed number), which would then be combined differently for assessing worst-case scenarios at different times of the day and weekend/weekday; or
- Defining development limits based on traffic generation at various peak periods, rather than land use square footage, with pre-established methodology of how these impacts will be assessed at future dates.

The EIR could provide very substantial service to the community, as well as the project sponsor, by outlining mitigations that establish a flexible but enduring framework for development that will be essential given the extended time period over which this project will be implemented.

- **Development Distribution.** The overall development program for Phase 1—5 million square feet of development on 175 acres of land (328 acres of Upland Area minus 153 acres of open space and rights-of-way)—equates to a floor area ratio (FAR) of approximately 0.65.

However, FARs for the individual districts (Table 4-5 onward) range from 0.9 to 4.8 (for all but the Auto Park district, which has a lower FAR). This is a very large differential in intensity. If land would be parcelized (as is suggested in the Specific Plan), it is unclear how development would be limited at individual sites so that the overall maximum is not exceeded or development intensities are distributed to be consistent with the stated intensities for the different districts. In effect, the entire development program (5 million square feet) can be attained with an average FAR of 2.0 on less than 60 acres of land (or one-third the land shown for urban uses) in the plan.

### Task 3: Develop Alternatives

As was clear from the City's public scoping meetings, and as stated in the RFP, the development of EIR alternatives will be very important to the Brisbane community, and will require extensive discussion. From a CEQA perspective, alternatives should be designed to minimize impacts of the proposed project. They should also help accomplish the City's policies for the area as articulated in the General Plan, including maintaining a low-rise profile, maximizing open space (especially south of the Bayshore Basin drainage channel) and public accessibility, respecting the environmental sensitivities of the setting and proximity to the Bay, promoting a diverse mix of use, preserving views, and promoting multi-modal accessibility. A minimum of 25 percent of land (exclusive of private-ownership aquatic area) is to be set aside as open space. In addition, the City has identified sustainability as a key tenet of development. The alternatives should be designed to help further these policy and environmental considerations, with yardsticks (or Thresholds of Significance) designed to measure progress toward attaining these goals.

This task will entail a great level of public participation. The outreach program should help create trust in the planning process and provide opportunities for the vigorous discussion of and effective input regarding the Specific Plan and its environmental consequences, and issues, visions, planning principles, and growth and development scenarios.

The following specific subtasks are proposed:

- **Conduct a Kickoff workshop with City Council and the Planning Commission (Dyett & Bhatia [D&B]).** Staff and consultants will meet with members of the City Council and the Planning Commission (preferably in a joint workshop) to discuss their ideas and priorities for the Specific Plan, and specific issues and objectives they would like to see incorporated in the alternatives. The objective of this meeting will be to give decision-makers the opportunity to describe their own priorities for the planning process to the consultants and others. The approach to public participation will be described at the meeting, list of stakeholders

to interview reviewed; these will be refined based on Council/Commission comments following the meeting.

- **Interview Individual Stakeholders (D&B)** Representatives of public agencies, community members, business leaders, neighborhood groups, environmental advocates, City Council, etc. will be interviewed to identify their issues of concern and get feedback about specific issues identified.

This step is critical, because often people will be much more candid in a one-on-one or small group interview. We will ask a series of questions so that we learn the about major issues of concern, deal breakers, desirables, and the political factors that may come into play. We would conduct 20 such meetings (with one or two participants at each meeting—or a total of about 30-35 individuals) over a two-three day period. A report summarizing stakeholder findings will be provided and published.

- **Prepare and Hold One Community Issues and Visioning Workshop (D&B).** While three scoping meetings for the EIR have been held, this workshop will be designed to be interactive and engage the community in shaping development visions. The meeting will be designed as a community event, structured to facilitate the participation of a wide diversity of residents, business people, and other key stakeholders. Following presentation of the Specific Plan and its principal components, participants will gather in small groups to facilitate discussion. After initial exploration of issues and visions, groups will engage in a hands-on, structured but interactive exercise. Each group will be provided with maps, aerial photographs, markers, and scaled color paper “chips” representing various amounts of development. Participants will have the option of modifying the Draft Specific Plan or creating their own scenarios. Emerging visions and ideas will be shared with the large group as whole.
- **Prepare Indicators (D&B).** D&B will distill the community input into a list of preference indicators that will help to shape the alternatives. These indicators will not be designed to duplicate impacts that will be assessed as part of the EIR (such as traffic level of service), but rather to focus on land use and urban design factors that can be mapped or measured and easily visualized. While the indicators will emerge from the public meeting, they are likely to include factors such open space and accessibility, various aspects of sustainability, development within one-half mile of rail transit, views of the development, and impacts on vistas of the Bay and the hills.
- **Prepare Preliminary Alternatives (D&B).** Following community input and preparation of indicators, D&B will prepare three alternatives that reflect community input and the City’s goals and policies for the Baylands area and that help achieve the objectives outlined by the community in the workshop. The key ingredients for the alternatives would include land uses and how they are mixed, development scale, intensities (floor area ratios), other standards (lot coverage, building height), open spaces, parking (structured or surface) and transportation



improvements. The interplay of these factors will result in a variety of outcomes. Performance of the alternatives, as well as the Draft Preferred Plan, under the various indicators will be quantified. D&B could do some exploratory work on transportation impacts of the preliminary alternatives, but detailed assessment of the transportation impacts would have to wait until alternatives are fully described.

- **Conduct Workshop on Preliminary Alternatives (D&B/Project Team).** The Project Team will lead a community workshop to discuss and compare the alternative plans. The format for the public workshop will be reviewed with City staff. The team has tested various formats for alternative comparisons and found that the most successful have been workshops open to the public where small groups focus on specific issues and then present their findings and preferences to others in an open forum. This format will enable the Project Team to determine which alternatives have community support and should be carried further or be further refined, and also allow the Planning Commission and City Council to gauge public reaction before decisions are made.

As an optional item, D&B can set up alternatives and indicators in GIS (using customized Scenario 360 that will run on ArcGIS platform). Alternatives can be loaded onto laptops to provide a starting point for community members, with interactive display of indicators as changes are made. While D&B has in-house capability to do this, this exercise will require considerable time in creating a GIS database and “place types” (or land use mixes) that community members can manipulate, with a very short-duration usefulness (workshop only). Additionally, such an exercise will not be three-dimensional in nature.

- **Neighborhood/Key Group Briefings (16 meetings, at various stages; D&B).** At several stages in the process (gathering of issues and concerns, preparation and discussion of alternatives, for example) the consulting team will provide briefings to interest groups and organizations in locations where these groups (such as PTA, Chamber of Commerce, neighborhood groups, Mother of Brisbane, etc.) meet. Our budget assumes that preparation time for these meetings will be minimal, as any material presented would largely comprise of that prepared for other meetings or for the EIR analysis.
- **Conduct City Council/Planning Commission Briefing on Alternatives.** Decision-makers will be briefed on the preliminary alternatives and community reaction to them, so decision-makers can weigh in or provide specific direction to the team on development of finalized alternatives should they so desire.
- **Assess Feasibility and Prepare Detailed Alternatives (D&B).** Following decision-maker input, five land use alternatives intended for detailed review and analysis will be prepared, in consultation with City staff. These would include a “no-project” alternative, potentially a modified Specific Plan alternative, as well as three other alternatives (for example, development clustered on the northern portion in proximity to

transit, maximum open space in the southern portion and around the lagoon, greater mixing of office and commercial uses, etc.).

The alternatives will be sensitive to the issues, opportunities, and constraints identified in the community workshops, and will offer real choices. For instance, no plan alternative will show development at locations that have been conclusively identified as inappropriate due to environmental hazards, sensitive habitats, or other constraints.

The alternatives will incorporate concepts of sustainability and address the challenge of adapting these concepts to Brisbane. To ensure that land uses relate appropriately to the road network, the alternatives will identify new streets and connections or changes to existing street directions, intersections, or other features. The alternatives will reflect existing community plans, specific plans, and other planning efforts.

For each alternative, D&B will quantify performance under various indicators, such as number of employees within various walking distances of transit, amount of open space, and accessibility of open space to Brisbane residents.

- **Prepare Newsletter on Alternatives (D&B).** This newsletter, designed for citywide mailing, will summarize the key alternatives being considered for the Specific Plan, and will be richly illustrated with land use plans and other drawings. Opportunities for public input will also be included. It is assumed the City will be responsible for printing and mailing.
- **Conduct Community “Open House” on Alternatives.** D&B will present salient features of the alternatives to the community in an “open house” format. After a presentation, members will be invited to ask questions and offer comments at stations that will have rich visuals and other information on all alternatives.
- **Prepare Computer Model of One Alternative.** D&B will prepare a computer-based block model (“cereal box”-like; i.e., not finely-articulated volumes, and no building textures or vegetation) of one alternative (in addition to the proposed project), based on the open house or the survey. This model will be able to be viewed from any angle, and in still or in motion. Still views can be rapidly generated (in a few minutes) at a public meeting/hearing; animations require longer rendering times, and will have to be preset in advance of any hearings.

#### **Task 4: Confer with Involved Agencies**

The project team will contact local and state agencies to collect relevant information and to keep up with ongoing, project-related developments at the agencies. The project team will also collect input on the potential environmental concerns associated with the project, in addition to formal agency comments received through the Notice of Preparation process, and collect available relevant information relating to the project site. The Project

Team expects to establish contact with representatives of at least the following agencies: the State Lands Commission, Regional Water Quality Control Board, Bay Area Air Quality Management District, Integrated Waste Management Board, Department of Toxic Substances Control, San Mateo County Health Department, Bay Conservation and Development Commission, Bayshore Sanitary District, Caltrans, Peninsula Joint Powers Authority, City/County Association of Governments of San Mateo County, San Francisco County Transportation Authority, and the adjoining cities of San Francisco and Daly City, as necessary.

## **Task 5. Complete Environmental Investigations**

ESA and the Project Team will prepare environmental analyses to determine the potential impacts of the proposed project and to identify appropriate feasible mitigation measures. The completion of the environmental investigations will include the review of available, relevant site-specific data prepared by the project sponsor's consultants, and the use such information, to the extent appropriate, in the EIR. Conclusions identified in the environmental investigations will be developed from independent analyses prepared by ESA and the Project Team, or based on available data provided by the sponsor's consultants and verified by ESA and the Project Team.

The EIR will present the setting, impacts, and mitigation discussions for each of the following topics.

### ***A. Geology, Soils and Seismicity***

#### **Issues**

The site was originally part of the San Francisco Bay and was transformed into its present condition through progressive infilling of tidal marshlands and eastward advancement of the shoreline to its current position east of US 101. The majority of the site was the former Brisbane Landfill and is underlain by Bay Mud of varying depth and strength.

The San Francisco Bay Area is located within one of the most seismically active regions of the United States. Significant earthquakes have occurred in the Bay Area and are believed to be associated with crustal movements along a system of fault zones trending in a northwesterly direction. Notable faults in the area include the San Andreas and Hayward fault zones. Earthquake intensities will vary throughout the region depending on the earthquake magnitude, distance of the site from the causative fault, and the types of materials underlying the site. The project site has a high risk of being subjected to a moderate to severe earthquake, involving significant ground shaking that could cause foundation and structural damage to buildings and

secondary ground failure. Potential seismic-related hazards include liquefaction, earthquake-induced settlement, seiche, and lateral spreading.

The Phase I Specific Plan addresses development on a former landfill surface. Although most of the settlement that will ultimately occur as a result of decomposition of refuse has occurred, differential settlement is still expected to pose a hazard to future development due to continuing decomposition of the refuse, as well as consolidation of the underlying Bay Mud. The recommendation has been made that UPC, the project sponsor, perform a full-scale load test program to evaluate long-term settlement prior to design of structures on the landfill. Data generated from this testing program will contribute significantly to an understanding of the potential for ongoing settlement of the landfill surface.

### Approach

The Geology, Soils, and Seismicity components of the EIR will be completed by ESA's subconsultant, William Lettis & Associates (WLA). WLA's scope of work includes the following tasks:

- **Document Review and Analysis.** Existing reports, maps, and data available for the Brisbane Baylands, including relevant historic and recent documents on the former Brisbane Landfill and surrounding area will be compiled and reviewed. These will include project documents listed in the RFP, as well other relevant documents within our in-house project library, obtained from the Applicant, and governmental agencies. The documents will be reviewed for technical accuracy, correctness, consistency, and then analyzed with respect to current standard-of-practice, with particular respect to geologic and geotechnical factors that could impact the project area. In addition, one set of commercially available vertical, stereo-paired aerial photographs will be purchased and interpreted to assess large-scale geologic and topographic features in addition to review of historical aerial photographs (1939, 1945) in our library collection and historic creek mapping (pre-landfill) currently being conducted at the City of Brisbane by WLA.

The following specific geotechnical features will be identified: surficial deposits (i.e., fill, landfill refuse, bay mud, near-shore deposits, bay fill), nearby seismic sources, controlling design ground motions, deposits possibly susceptible to liquefaction, and potential for fill settlement. Geologic conditions interpreted from the photographs will be compiled on enlarged topographic maps in WLA's GIS, and any potential hazards or areas of questionable stability that are identified in aerial photographs and from previous studies will be identified and evaluated. Surface site conditions will be evaluated and verified during a site walk.

- **Review of Geologic Factors.** All plausible geologic, soils, and geotechnical factors relevant to the Brisbane Baylands project will be reviewed for the EIR. Potentially significant geotechnical factors to be evaluated during review will include, but not be limited to, settlement

and consolidation of subsurface materials, impacts of strong ground shaking, ground subsidence, liquefaction, expansive soils, and other unique geologic or physical features. The proposed development is located within an area of potentially liquefiable deposits with a high likelihood of ground motion amplification during large earthquakes in the San Francisco Bay area. As such, ground response during dynamic conditions (e.g. strong ground shaking associated with an earthquake on nearby faults) is a concern. Because the potential for site amplification and liquefaction is of critical importance, these potential hazards will be addressed specifically in our analyses such that a determination of possible impacts and mitigations will be completed. We will perform independent state-of-the-art site amplification and liquefaction potential analyses using available site-specific geotechnical data. The implications of ground subsidence on underground utilities and roadway design shall be another point of emphasis.

- **Reporting, DEIR and EIR Preparation, Responses to Comments.** Reporting will involve preparation of text, tables, and figures for inclusion in the Administrative Draft EIR, Draft EIR, and Final EIR/Response to Comments. Technical report sections will be prepared for direct input to ESA document, and documentation of the manner in which significant environmental effects of the project are recorded. WLA will provide the baseline technical reports for Geology, Soils, and Seismicity for inclusion in the Master document(s).

Following review of the draft documents, final EIR sections will be prepared. The technical report sections will describe the existing site and vicinity conditions related to seismicity, geological units, subsurface soil conditions, soils, and geologic resources. Reporting will address existing conditions, potential geological hazards, and potential environmental impacts related to surface fault rupture, strong ground shaking and liquefaction, ground failure, soil erosion, hydrologic changes loss of topsoil, landsliding and slope stability, drainage, subsidence, collapse, and expansive soils in the site vicinity, among other hazards. Draft reports will be submitted for review and comment, and the final report will incorporate ESA's consolidated comments and other changes as appropriate.

The adequacy of the Applicant's analyses of these factors will be reviewed, such that a determination of possible impacts will be completed. With respect to each geotechnical factor, determinations will be made as to whether the project could have a Significant Impact, Potentially Significant Unless Mitigated, Less Than Significant, or Not Applicable.

- **Meetings and Technical Reporting.** Meetings needed to complete the project objective may include project meetings with ESA staff, City of Brisbane staff, or other regulatory agencies. Although WLA staff may not attend all the meetings, WLA anticipates attending up to three meetings to support ESA. These meetings may include presentations concerning the methodology used in the EIR process, the conclusions of our peer review of previous geologic/geotechnical reports, the

methodology used in the Applicant's studies, and the findings of our peer review of previous geologic/geotechnical reports and evaluations.

## **B. Hazardous Materials and Soil Contamination**

### **Issues**

The Phase I Specific Plan area and the future areas of development are located on properties with soil and groundwater that contain hazardous materials as a result of industrial uses and landfill operations. The responsible party has implemented or will implement specific remedial actions (either removal of material or active remediation that will be ongoing into the future) to address the soil and groundwater contamination. The goal of the remedial actions will be to eliminate the contamination, or, if residual contamination is left in place, to limit exposure pathways that may pose a risk to human health and the environment.

The process for cleanup of the Phase I Specific Plan area and the Framework area is complicated because (1) there are three separate areas (landfill, Operable Unit 1, and Operable Unit 2) with distinct contamination conditions, and (2) multiple regulatory agencies are providing oversight for the process of investigation and remediation of the three subareas. The EIR consultant will need an integrated understanding of conditions in all subareas and an appreciation of the differences in the regulatory process used by each agency to achieve cleanup.

An important element in the overall cleanup process is the establishment of the cleanup goals for the contaminated media (soil and groundwater) in each of the three subareas. The EIR consultant must understand the basis for establishing the goals and, for any particular land use, the resulting risk to human health and the environment from residual contamination.

### **Approach**

Based on previous work conducted for the City of Brisbane (the *Final Report of Findings, Environmental Engineering Peer Review, Baylands Remediation Efforts*, November 2005, prepared by CDM), CDM has an updated understanding of conditions for the three subareas planned for phased development. To the extent that information has been available from the project sponsor, CDM understands the nature and extent of the soil and groundwater contamination in each of the three subareas and, importantly, the additional characterization and investigative work that must be conducted to achieve complete characterization of conditions.

The focus of this work will be on risk to human health and the environment from residual contamination that may be left in place. To date, analysis of

risk to human health and the environment has not yet been completed for each of the subareas. Performing risk analyses are not included in this scope of work; however, if needed, the project team is able to conduct these tasks.

The Hazardous Materials and Soil Contamination components of the EIR will be completed by ESA's subconsultant, Camp Dresser & McKee (CDM). CDM's scope of work includes the following:

- CDM will identify the environmental regulations which govern the three subareas of the Baylands included under both the Phase I Specific Plan and the Framework Plan. CDM will address Federal, State, and local regulations which will apply to the investigation and remediation of the three subareas and the development and future operations of the proposed facilities.
- CDM will prepare an existing conditions section that will serve as a summary of the existing conditions within the three subareas and will be based on the Environmental Engineering Peer Review (CDM, 2005). The objective of this section will be to provide a concise description of existing conditions focusing on the residual contamination within the three subareas.

As part of this work, CDM will comment on additional investigation activities that may be valuable in achieving a complete characterization of contamination conditions. We will distinguish between Phase I Specific Plan area investigation and remediation work that will be required for the remaining Framework Plan area.

- CDM will order an Environmental Database Report (EDR) that will provide a summary of sites that have documented groundwater and/or soil contamination within a defined radius of the Brisbane Baylands. This database search includes government records, regulatory agency records, and various environmental and hazardous waste database sources. As part of this task, CDM will prepare a summary of the results of the EDR search.
- CDM will develop significance thresholds that will be used to guide the environmental impacts analysis. The significance thresholds will be developed from the perspectives of human health hazards (probable frequency and severity of consequences to people from exposure to health hazard) and risk of upset (the probable frequency and severity of consequences to people or property as a result of a potential accidental release or explosion of a hazardous substance).
- Potential safety/risk of upset issues related to the proposed project will be addressed in terms of the following:
  - Hazardous materials management;
  - Soil/Groundwater Contamination; and
  - Soil gas (methane and volatile organic compounds).

The impacts analysis will evaluate potential impacts during construction and as part of long-term operation of the development. The construction impacts analysis will address impacts to construction workers, the public, and the environment. Because of the possibility for near concurrent implementation of remedial action and the construction of project facilities, the construction period impacts analysis may address remedial actions for those remedial actions that have been defined at the time of preparation of the EIR. For the operations component, the impacts analysis will address long-term operations of the remediation systems and monitoring programs that may be required for protecting people and structures from risk associated with hazardous materials, groundwater and soil contamination, and soil gas.

To the extent that alternative remediation strategies are appropriate and might be employed, the efficacy and environmental implications of such alternative strategies shall be discussed.

- CDM will assist in the development of mitigation measures to reduce impacts associated with the remediation and development of the Brisbane Baylands. Depending on progress of the EIR relative to the planning and implementation of remedial actions, recommendations for mitigation measures developed as part of this EIR could be included as a component of the regulatory-imposed remediation requirements.
- CDM will also identify unavoidable adverse impacts and cumulative impacts related to hazardous materials and soil contamination.

### ***C. Biological and Wetland Resources***

#### **Issues**

The Brisbane Baylands provide limited habitat for such sensitive species as the double-crested cormorant, California black rail and clapper rail, bank swallow, San Francisco garter snake, and California sea-blite. Current conditions at the site suggest that the project could actually improve biological function over existing conditions, and with careful planning the habitat for some of those species might be enhanced over time. For this reason, one clear “issue” is actually an opportunity: the 99 acres of open space that the project would make available for an environmental use. In the San Francisco Baylands Habitat Goals Project, the Brisbane Baylands are identified as being once part of a series of small creek estuaries between Candlestick and Coyote Points. The report suggested that “pocket” tidal marshes along the Bay shoreline could be re-established as sandy berms and barrier beaches, and that this area could be used to bring back the locally extirpated California sea-blite. ESA is currently under contract with the City of Palo Alto to help enable similar habitat recovery at the Palo Alto Baylands.



### **Approach**

ESA will conduct a biological study of the project site. This will require a botanical and wildlife habitat assessment, an analysis of potential direct, indirect and cumulative impacts, and the development of a mitigation/enhancement strategy for the project. Tasks will include the following:

- Peer review and verify existing biological studies relating to the project area. Review existing regulatory permits, wetland delineations and wetland mitigation plans. Review and determine the applicability of the biological analyses prepared for other local planning and site-specific EIRs.
- Consult with the California Natural Diversity Data Base (CNDDDB), as well as California Native Plant Society (CNPS) publications. Obtain additional information on special status species, communities of concern, and permit requirements through consultation with biologists at the U.S. Fish and Wildlife Service Endangered Species Office and the California Department of Fish and Game.
- Describe the extent of natural communities present on-site, based upon an on-site field inspection. Classification of these communities will follow that set forth by Holland (1986). Note wetland and other communities of special concern because of their rarity, sensitivity, importance as wildlife habitat, or potential to support special status species.
- Summarize and evaluate federal, state, and local policies and regulations as they pertain to biological resources in the area.
- Based on the above subtasks, determine impacts and propose a mitigation program to reduce impacts to less-than-significant levels.

### ***D. Hydrology and Water Quality***

#### **Issues**

According to the Specific Plan, an open drainage system is planned for the Baylands. As an element of the proposed sustainable approach, UPC desires to use natural methods of minimizing the quantity of pollutants that enter the storm drainage system. The Specific Plan incorporates a system for retaining, detaining, and treating stormwater using sedimentation basins, detention ponds, bioswales, and other measures before discharging stormwater to the new Visitation Creek channel, wetlands, and San Francisco Bay.

The Baylands development would increase the quantity of runoff, reduce infiltration, and increase pollutant loads in stormwater. An increase in surface stormwater pollutant load could result in reduced water quality in Visitation Creek and the Creek Park Corridor and an inability to support the appropriate natural habitat. The implementation of a Surface Water Pollution

Prevention Plan (SWPPP) during construction of the Baylands improvements would mitigate the increased erosion, sedimentation, and pollutant loads that are anticipated in stormwater. In 2005, the San Francisco Regional Water Quality Control Board (Water Board) adopted conditions requiring implementation of source control and site design measures for all new construction that creates more than 10,000 square feet of impervious surface. Compliance with Water Board requirements would help to prevent water quality impacts.

Existing drainage facilities, such as the brick arch sewer, are inadequate for current stormwater flows. Development of the Baylands would increase runoff and could exacerbate the existing overflow problems in these areas if these issues are not addressed by improvements during the design of the proposed project.

Studies have been conducted during the past 20 years to address the greenhouse effect that could result in the rise of sea level. At this time there is no specific information estimating the anticipated rise in sea level that could affect the site. Land subsidence and local wind-generated wave and seismic wave effects could affect the Baylands project. The EIR will include a generalized evaluation of sea-level rise, subsidence of the land, and wave effects.

### **Approach**

The Hydrology and Water Quality components of the EIR will be completed by ESA's subconsultant, RBF Consulting (RBF). RBF's scope of work includes the following:

- **Project Familiarization and Start-up.** RBF will review Phase I Specific Plan and other project documentation provided by ESA. RBF will attend one initial planning meeting with ESA to discuss the project and the possible interrelationships between potential surface water impacts and other project elements. RBF will prepare and provide a brief presentation regarding the significant storm water issues related to development of the subject project area at this meeting. RBF will review the preliminary plans and calculations prepared by the applicant related to surface water runoff. RBF anticipates that this review will include one meeting with the City to discuss the submitted approach to drainage and surface water quality.
- **Develop Project Alternatives.** RBF will work with ESA to develop alternatives related to the storm water elements (conveyance and mitigation measures) within the planning area and how these elements could be incorporated into the overall planning area alternatives. It is anticipated that two storm water concept alternatives, different from that included in the Phase I Specific Plan, will be developed. Each of the overall alternatives that will be developed by ESA will be associated

with one of the storm water alternatives. This task includes participating in up to three meetings and/or workshops.

- **Confer with Involved Agencies.** RBF will contact the agencies potentially involved with storm water associated with the project alternatives to try to identify any special concerns or conditions.
- **Hydrology and Water Quality.** RBF will evaluate the capacities of the existing storm drainage facilities in the vicinity of the project site. RBF will identify potential impacts on adjacent areas that could result from fill placement displacing flood volumes and increases in runoff rates and volumes. This analysis will be performed using unsteady-state analysis to account for flow routing and tidal interaction and will include an evaluation of the storm drainage system proposed within the Phase I Specific Plan. A particular point of emphasis in this analysis will be the feasibility and implications of biofiltration and on-site detention as proposed by the plan in a landfill environment. (This task develops the no project and Phase I Specific Plan conditions.)
- **Evaluate Alternatives.** RBF will work with ESA to establish the storm water elements that will be included in the evaluation of alternatives to the same level as the Phase I Specific Plan. RBF will evaluate storm water elements developed within Task 3.0 for each of up to four other alternatives at a lesser level of detail that would not be expected to require unsteady-state analysis. Significant issues that will be investigated include:
  - The potential impact of fill displacing flood volume that may cause water levels to rise on adjacent properties.
  - The potential ability and/or need to accommodate improvements that could correct the existing drainage deficiencies along Bayshore Boulevard.
  - The potential for improvements to accommodate a build-out condition that corrects identified deficiencies associated with the brick arch sewer, timber box culvert and other related inadequate drainage facilities.
  - The potential impact of increased runoff volume from the alternatives on the dynamics of the storm drainage system considering tidal fluctuations and storage volumes.
  - The potential to incorporate regional drainage solutions into Visitacion Creek Park, consistent with open space and environmental enhancement objectives.
  - The potential for sea level rise to impact the proposed development project and associated drainage improvement requirements.
- **Prepare Administrative Draft EIR.** RBF will provide a draft section for hydrology, drainage, and surface water quality for inclusion into the

EIR. The draft section will review potential impacts on water quality both during construction and after the new development is complete.

- **Respond to Comments.** RBF will provide up to 16 hours of effort to address comments on the draft.

## ***E. Air Quality and Climate***

### **Issues**

The project site lies within the San Francisco Bay Area Air Basin, which is designated as a “nonattainment” area with respect to state standards for ozone and particulate matter. Regional air quality plans have been developed to improve air quality within the Basin through enhanced control measures.

The Bay Area Air Quality Management District (BAAQMD) is the agency responsible for enforcing air quality regulations in the San Francisco Bay Area. The BAAQMD has established not only criteria for assessing the significance of air quality impacts of projects but also screening criteria for determining the necessity of a detailed air quality analysis. In addition to addressing these criteria, the air quality analysis in the EIR will need to evaluate the cumulative effect of the project combined with other anticipated development in the region and the relationship of that growth to the regional *Bay Area Clean Air Plan*.

The project raises a variety of air quality and climate-related issues, including the following:

- During various construction activities, the project would generate dust that could cause local violations of particulate standards; ozone precursors from engine emissions; and diesel particulate matter (DPM) that has been identified by the State of California to cause cancer.
- Future uses could contribute to regional ozone and particulate matter, primarily through the generation of motor vehicle trips.
- Both construction and operation of the project would result in greenhouse gas emissions.
- As the site of a historic landfill, the project area has the potential to generate landfill gases at unknown locations and concentrations.
- The strong westerly winds in the area can be very cool and can be accompanied by fog, creating an environment that is not comfortable for outdoor spaces. The Specific Plan needs to be analyzed to identify how to create comfortable and usable outdoor spaces around structures and within open space areas.

## Approach

ESA will complete the following tasks:

- Discuss the regional and local air quality setting as it pertains to the project. Summarize local and regional meteorology, topographic factors affecting wind patterns, pollutant dispersion, and ambient air monitoring data. Discuss current air quality management efforts that may have an effect on the project. Identify sensitive air pollutant receptors in the proposed project vicinity.
- Review meteorological data for the Specific Plan area with respect to human comfort in the outdoor environment.
- As available from the BAAQMD, investigate existing emissions from nearby industrial operations, including the Tank Farm and ongoing landfill closure work. Summarize CDM information on landfill gas at the project site (work conducted for the City of Brisbane). Present key information from the landfill gas studies in the EIR.
- Review odor complaint records from the BAAQMD for the Norcal solid waste processing center and transfer station in San Francisco just north of the project site.
- Use the Urban Emissions Model, URBEMIS 2002, version 8.7 model to estimate future criteria air quality emissions from the proposed post-reclamation development. Identify whether the air quality emissions from the post-reclamation would exceed BAAQMD significance criteria for oxides of nitrogen (NO<sub>x</sub>), reactive organic gases (ROG), particulate matter (PM<sub>10</sub>), and carbon monoxide (CO).
- In accordance with the BAAQMD CEQA Guidelines, analyze locations near congested roadways for potential CO hotspots. Due to improvements in vehicle emissions, congested roadways normally do not generate CO hotspots. ESA will review six of the most congested intersections to determine if the CO levels approach national or state standards for one-hour CO concentrations.
- Evaluate the estimated emissions of greenhouse gases at a program level. Assess whether the project has the potential to offset future emissions by controlling landfill gas. Methane is a major component of landfill gas and, as a greenhouse gas, traps 20 times more heat than carbon dioxide (CO<sub>2</sub>).
- Identify potential incentives (such as LEED credits) to reduce the project's emissions of greenhouse gases.
- Using lessons learned in over a decade of wind studies in San Francisco (often using the UC Davis wind tunnel), review the preliminary site plans and strategies and analyze potential impacts on human comfort in the outdoor environment that may result from the site plans. Identify mitigation measures that would improve the outdoor environment for human comfort.

- Identify practical, feasible mitigation measures for air quality impacts identified for the project. Evaluate whether mitigation measures would reduce the impacts below a level of significance and identify the parties responsible for implementing each measure.

## ***F. Cultural Resources***

### **Issues**

The Baylands planning area was once part of an estuarine ecosystem in which upland drainage flowed into nutrient-rich marshes, tidal mud flats, and open Bay waters. The advent of the railroad in the early 1900s, combined with the 1906 earthquake, began a process of filling the Bay that eventually moved the shoreline as much as three-quarters of a mile eastward and created the upland area now called the Baylands. Initially, the laying of railroad causeway across the Bay inlet created a boundary for filling the estuary's wetlands with construction debris generated by the 1906 earthquake. In 1914, this filled area west of the tracks became the main railroad yard for freight train activity into and out of San Francisco until operations ceased in 1960. Subsequently, the Bay east of the tracks was used as a municipal landfill site beginning in the 1930s, and continuing through to the construction of US 101 in the 1950s. Since the closure of the landfill in 1967, land in the Baylands area has been used primarily for construction materials recycling and clean fill operations.

While the upland 328-acre Phase I Specific Plan Area has a limited number of existing structures (approximately 10 mid- to late-20th century industrial buildings associated with the Van Arsdale and Sierra Lumber companies), the 213-acre future phase Framework Plan area between the Caltrain railroad tracks and Bayshore Boulevard contains approximately 25 to 30 additional structures immediately east of Bayshore Boulevard and along Industrial Way, including the Roundhouse, an early railroad structure that the City of Brisbane's 1994 General Plan Conservation Element identified as a historic resource. The General Plan describes the need to "encourage the maintenance and rehabilitation of structures important to the history of Brisbane" (Policy 136) and "conserve pre-historic resources in accordance with State and Federal requirements" (Policy 137).

Buildings or structures that are 45 to 50 years old or older may be eligible for listing in the National Register of Historic Resources (NRHP) or California Register of Historic Resources (CRHR) if other criteria apply, such as important historic associations or the work of a master architect. Demolition or substantial alteration of buildings listed in or eligible for listing in the NRHP/CRHR is considered a significant impact under CEQA. As described under "Approach" below, an ESA preservation planner/architectural historian will inventory all buildings and structures on the 328-acre Phase I

site that may be listed on or eligible for State or National Registers and that may be affected by implementation of Specific Plan. Due to the numerous historic and potentially historic structures in the future phase Framework Plan area, ESA will contract with Page & Turnbull, a historic-architectural firm to prepare a detailed historic resources evaluation of the structures in this area as an optional task, as described under “Approach” below.

Numerous Native American shellmound sites were recorded along the bayshore margins early in the century, prior to the extensive fill activities in the Baylands area. While there are no recorded archaeological sites on the Baylands area, and any pre-existing sites would have been disturbed by the historic-era fill activities, buried archaeological resources could be encountered during ground-disturbing activities as part of implementation of either the Phase I Specific Plan or the Future Phase Framework Plan. Damage or destruction to archaeological resources prior to their evaluation is considered a significant impact under CEQA.

### **Approach**

ESA will use existing cultural resources data for the project site to the greatest extent possible, including information from the General Plan and other EIRs prepared for projects in the vicinity, as well as information from local historical societies and other historical repositories at the City of Brisbane and San Mateo County.

To evaluate the environmental setting of the Phase I site, ESA will complete the following tasks:

- ESA will conduct background research that will include a review of published literature relevant to the project area to identify any previously recorded or suspected cultural resources. ESA will review files at the Northwest Information Center (NWIC) at Sonoma State University. In addition, the Native American Heritage Commission and appropriate Native Americans will be consulted to determine whether traditional properties occur in the project area. Any previously recorded paleontological resources will be identified through map review at the Museum of Paleontology, UC Berkeley.
- An ESA preservation planner/architectural historian will complete a site visit to survey, photograph, and record all buildings and structures in the Phase I Specific Plan area. The architectural survey will focus on the structures associated with the Van Arsdale and Sierra Lumber facilities, and will exclude the existing Kinder Morgan Energy Tank Farm in the west central portion of the Phase I planning area, as this is outside of the project area. All structures will be recorded on California Department of Parks and Recreation (DPR) Forms 532A and B. This task assumes no more than 10 buildings will be recorded on the Phase I site. Given that the entire Baylands area is constructed of historic-era fill, and as such no

surface deposits of significant archaeological resources are expected, ESA does not propose an archaeological site visit/survey of the Phase I site. However, the scope of work includes Native American consultation as required pursuant to SB 18.

- ESA will evaluate the existing buildings in the Phase I Specific Plan area for their potential eligibility for listing in the National Register of Historic Places (NRHP) and the California Register of Historic Resources (CRHR), using the evaluation criteria established for these registers. This evaluation will include all buildings, including those that are not currently eligible for such listings due to their age (typically those less than 45 years old) but that may become eligible by 2015, as well as by the horizon year of 2030.

To evaluate the environmental setting of the future phase “Framework Plan” area, ESA will complete the following tasks:

- Similar to the task for Phase I, ESA will conduct background research to identify any previously recorded or suspected cultural resources in the future phase area, including a review of files at the Northwest Information Center (NWIC) and local repositories. In addition, the Native American Heritage Commission will be consulted.
- As no site-specific surveys are proposed as part of the basic scope of work for the future phases area, ESA will assume that all buildings in the future phase area that are currently 45 years old or older, as well as those that may become this age by the horizon year 2030 (likely all buildings), are potentially historic until they are evaluated collectively and individually for their historic significance. Such surveys are likely to be presented as a mitigation measure for this future phase. Dates of construction will be verified using assessor’s parcel data. In the interim, it is anticipated the EIR will include mitigation measures as needed to ensure that potentially significant buildings within the framework plan area are stabilized and maintained to avoid a “demolition by neglect” situation from occurring in the interim period before the Framework Plan area develops.
- In the event deemed necessary by the City, ESA as an optional task would contract with Page & Turnbull, architects and historians, to prepare a Historic Resources Evaluation (HRE) technical report for this Future Phase area. The technical report would include a context background statement and a survey and evaluation of all structures in the larger Baylands area (including recordation of all structures on DPR Forms 583A and B) that may be listed in or eligible for listing in the NRHP/CRHR, and evaluation of the railyard site as a cultural landscape. This would include all structures along Industrial Way and the eastern side of Bayshore Boulevard, including the former railyards/roundhouse area. It is recommended that all structures in this future phase be surveyed and evaluated for their potential historic significance (including those that are currently 45 years old or older as well as those that may become this age by 2015 and 2030).



To evaluate environmental impacts, ESA will complete the following tasks:

- ESA will identify potentially significant interim impacts (i.e., by 2015) of Phase I development on historic, archaeological, and paleontological resources and will provide mitigation measures to avoid such impacts or reduce them to less-than-significant levels, as feasible. Potential impacts associated with continued deterioration of historic resources over time will also be evaluated, including potential stabilization techniques as mitigation, if determined necessary. Potential impacts on buried and unrecorded archaeological resources, due to accidental discovery, will also be evaluated.
- ESA will also analyze the cultural resources impacts of (a) full buildout of the Phase I Specific Plan Area, and (b) full buildout of the future phase area, based upon buildout assumptions to be developed in consultation with the City. Given that most buildings on both the Phase I site and the future phase site will be old enough to qualify as historic resources (i.e., 45 years old or older) by 2030, this task will assume that all structures, regardless of their current age, are potentially historic until they are evaluated individually for their historic significance.
- Cumulative impacts on cultural resources will consist of the impacts in 2030 of Phase I buildout and future phase buildout, described above, together with the impacts of any other reasonably foreseeable related development expected to occur by 2030.

## ***G. Aesthetics and Visual Quality***

### **Issues**

As noted in the RFP, the Baylands area is visible from a number of viewpoints in Brisbane and Daly City, and neighboring recreational and open space areas, as well as from several heavily traveled streets and highways of local and regional importance. The EIR must evaluate the project's effects on these views. The Brisbane General Plan contains policies related to protection of sensitive views of the Bay, San Bruno Mountain, and other visually sensitive areas that could be affected by the proposed project.

### **Approach**

Dyett & Bhatia will translate the design standards and concepts stated in the Specific Plan into a three-dimensional computer model (3-Studio Max or Sketch Up), using representational building typologies to convey the scale and massing of development. Additionally, relief of the entire city and the surrounding hills will be built into the model to help with assessment of view impacts. Tasks will include the following:

- Dyett & Bhatia will prepare a computer model. Land uses and development standards will be translated into representative prototypical buildings. (For example, floor plates for offices would be deeper than for

buildings that may represent hotels.) Buildings can be coded by color showing land uses, or shown with texture conveying scale. While development of the model may seem like a mechanical exercise, in the context of the information actually included in the Draft Specific Plan it will require interpretation and representation decisions. For example:

- The proposed project is not a development project with designed buildings, but rather a land use plan with development intensities for various uses. Buildings can be massed and located on the site in numerous variations while conforming to the land use plan and design standards. Thus, the 3-D model can at best be one representation of potential development. The goal will be to make the model as representative of the likely outcome as possible.
- Development intensity maximums (FARs) for individual land uses range up to 4.8, while the overall development program results in an FAR of 0.65. This difference raises the question of whether the computer model should represent the maximum development potential or the much lower overall development program. If the model is to represent the development program, the analysis will need to address how decisions about the distribution of development intensities would be made. For example, at an average FAR of 2.0—easily attainable given the stated development intensities for the various districts—the entire development program of 5 million square feet of space could be accommodated on 57 acres of land, or about one-third of the land area shown for development in the Specific Plan.
- Maximum building heights for some uses are actually not included in the Draft Specific Plan; for example, along Retail Main Streets (page 109), maximum heights shall be “... determined by FAR.” While FARs are correlated with height, they do not actually determine height; for example, a building with an FAR of 4.0 could reasonably range from six to 20 stories. Dyett & Bhatia will work with the City and project sponsor to specify with greater certainty allowable heights and other development parameters where these are lacking in the current Draft Specific Plan.
- Dyett & Bhatia will generate views and animations. Generating views and animations takes a minimal amount of time once the computer model has been prepared. Dyett & Bhatia can generate any reasonable number of these (e.g., ten views and two or three animations) to fully help assess impacts. These views/animations will be designed to convey a sense of scale (height and bulk) in relation to the surroundings, and not detailed building or streetscape-level design. Vegetation will be added to the still views with controls on scale and size.
- The views and animations will be accompanied by text that describes the setting and the view impacts of the project. Potential strategies to minimize view impacts (including views of the development, views across the development to the Bay and the mountains, and views from the development) will be identified. Mitigations may consist of

identification of view corridors that may need to be preserved, building massing and height limitations, and limitations on building materials (that may, for example, cause glare). Night sky issues and impacts will also be addressed.

## **H. Land Use**

### **Issues**

Change in land use (and accompanying employment and other activity) is the direct or indirect basis for many of the physical environmental impacts to be analyzed in the EIR. Change would be dramatic not just at the site, but also from a citywide perspective, with Phase 1 development itself potentially tripling Brisbane's current employment of about 8,000. Additionally, this EIR will serve as the basis for the General Plan Update; land use changes (from the project and city-wide) will therefore be quantified.

The land use and regulatory structure in Draft Specific Plan is very flexible, with no clear evidence of linkages between land uses and development intensities and the conceptual development programs. Thus, it will be difficult to present buildout information for each subarea, as suggested in the RFP, unless an adequate controlling structure is built into the Specific Plan. The Project Team will work with the City and the project sponsor on strategies/mitigations (likely in the form of modifications to the Draft Specific Plan) to establish adequate regulatory mechanisms.

Moreover, development intensities and other standards (building height and bulk) in the current Specific Plan are tied to underlying land uses, which can create unnecessary rigidity. For example, it may be desirable to have higher intensities closer to transit even though the underlying land uses may be the same as those further from transit. The Project Team will explore mitigations relating to whether land uses, development intensities, and building heights can be independently regulated to provide flexibility to meet multiple objectives (transit accessibility, view preservation, etc.).

### **Approach**

Dyett & Bhatia will complete the following tasks:

- Quantify the land use changes anticipated as a result of the project and city-wide (with development in accordance with the General Plan Update).
- Identify land use conflicts and compatibilities within the project area and between the project and the surroundings (such as tank farm and solid waste and recycling center) and recommend mitigation, where appropriate.
- Review the land use regulation sections of the Draft Specific Plan and recommend strategies or mitigations as necessary (e.g., in the form of

modifications to the Draft Specific Plan) to establish adequate mechanisms for regulating land use.

- Evaluate possible measures for independently regulating land uses, development intensities, and building heights to provide flexibility to meet multiple objectives (e.g., transit accessibility, view preservation).

## ***I. Population and Housing***

### **Issues**

The proposed development will create a considerable number of new jobs, which could alter the existing population and housing conditions within the City of Brisbane and possibly the greater San Francisco Peninsula community. While no residential development is proposed, the proposed commercial development would substantially increase the daytime population of workers (e.g., office and retail employees) as well as shoppers at the site. New local businesses can provide employment opportunities and amenities that encourage people to live nearby. Alternatively, the development may have effects (e.g., on traffic conditions) that could reduce the desirability of living in the area, thereby changing the size and/or demographics of the local population.

Due to the magnitude and potential regional influence of the proposed commercial development, the evaluation of the project's potential housing and population impacts will also need to consider the neighboring cities' General Plans or other appropriate regional planning studies (e.g., in San Francisco and San Mateo County).

### **Approach**

The most recent U.S. Census, the Association of Bay Area Governments (ABAG) *Projections 2005*, the City of Brisbane's General Plan Update, and City staff are expected to be primary data sources for the environmental impact analyses. ESA will complete the following tasks:

- ESA will collect population, employment, and housing information from readily available sources to characterize the City of Brisbane's current conditions. Similar data will be presented for other neighboring communities and the Counties of San Francisco and San Mateo for comparison purposes. The City's current jobs-to-housing balance will be determined in accordance with standard ABAG methodology and statistics.
- ESA will review the City of Brisbane's General Plan and its 1999-2006 Housing Element to identify objectives, constraints, and implementing policies associated with local housing, employment and population conditions and relevant to the proposed Specific Plan. The General Plan's economic development policies will be specifically considered for

their applicability to the Specific Plan. Similar planning documents for San Francisco and San Mateo Counties and other neighboring cities will also be reviewed to understand existing and expected future regional housing and population conditions.

- ESA will project the future population and housing conditions for the city and neighboring communities under both the 2015 “interim year” and the 2030 “horizon year.” Since no residential development is currently proposed under the Phase I development plan, the analysis will focus on identifying the principal types and number of project-created jobs and employees’ likely places of residence. Due the project’s size and Brisbane’s comparatively small residential population, the project can be expected to have considerable population, job, and housing effects on neighboring cities.
- ESA will estimate the type and magnitude of the new jobs expected to be generated both in the short term (i.e., from the project-related construction) and over the long term from new retail, office and other business development at the site. The analysis will distinguish among the major work categories (e.g., office, service, and retail employees) to identify the specific likely distribution of the project’s job impacts (and hence housing and population effects) among the nearby cities and the Counties of San Francisco and San Mateo.
- In coordination with the EIR traffic consultants, Fehr & Peers, ESA will determine the likely commute range and source of the project’s future employees. The reasonable commute distance for future Baylands employees will be evaluated based on (a) job categories, (b) local and regional demographic and employment conditions, (c) traffic patterns and transit system options, and (d) Census commuter pattern statistics. Based on this evaluation, ESA will identify the two cities expected to be the primary residential communities for the project’s future employees.
- ESA will assess whether implementation of the Specific Plan would be expected to induce substantial population growth at off-site locations within the City of Brisbane directly (for example, by proposed new retail businesses) or indirectly (through infrastructure or amenity improvements such as the proposed associated transit or roadway changes). The resulting population and housing impacts on the City of Brisbane will be identified (and where possible quantified) for the proposed project for both the 2015 “interim” and 2030 “horizon” years. Similar analyses will also be performed for both San Francisco and San Mateo Counties and the two cities expected to be primary residential communities for the project’s future workers.
- If adverse housing or population impacts are identified, ESA will identify mitigation measures, where feasible.

## ***J. Traffic and Circulation***

### **Issues**

The project has the potential to increase traffic congestion at a number of key local intersections as well as on US 101. As noted in the RFP, the site's location at the San Mateo County/San Francisco County line also creates special transit and transportation opportunities and concerns, including the project's relationship to the 2001 Bi-County Transportation Study and a pending update of that study.

Another key issue that needs to be addressed in the EIR relates to transit. The area is currently served by SamTrans, and the Bayshore Caltrain station—which has been identified as a future multi-modal hub—lies within the Framework Plan area. The Specific Plan calls for further transit enhancements, including a shuttle. The EIR will need to analyze projected transit trips, the quantity of transit service needed to accommodate future demand, and any specific transit improvements that may be required as a mitigation for identified traffic impacts. Similarly, while the EIR will not provide a full Transportation Demand Management (TDM) plan, it may need to identify specific TDM measures as mitigations.

Fehr & Peers will evaluate design concepts and policies developed in the Baylands Phase I Specific Plan, while taking into account the Visatacion Valley Schlage Lock Site Plan, the Third Street Light Rail/Bayshore Intermodal Station EIR, and soon-to-be updated plans for the Candlestick Point Ballpark/Mall Project. The utilization of these plans will help make the Baylands Phase I Specific Plan more consistent with the development efforts of neighboring cities and other regulatory agencies. Fehr & Peers will also work with the project team to refine site and open space access throughout the Baylands Phase I Specific Plan EIR process. Decisions about multimodal station access can have significant Transportation Demand Management (TDM) and regulatory implications as they relate to the San Mateo City/County Association of Government's (C/CAG) trip reduction credits or guidelines. Forecasts of future transportation conditions will also incorporate the San Mateo C/CAG travel demand model with its TDM policies. In addition, the success of the project's TDM program is directly correlated with the accessibility and reliability of rapid transit services at the nearby Bayshore Intermodal Station.

### **Approach**

Fehr & Peers will be responsible for all tasks associated with the EIR transportation analysis except for the evaluation of transit impacts, which will be completed by Nelson\Nygaard.

Fehr & Peers will complete the following tasks:

- Fehr & Peers will collect AM and PM peak period (7:00 to 9:00 AM and 4:00 to 6:00 PM) intersection turning movement counts at the 20 study intersections to be identified in consultation with City staff. Fehr & Peers will obtain traffic signal timing data from the City of Brisbane/City of San Francisco/Caltrans, if available. Fehr & Peers will confirm study intersection configuration, lane geometry, and signal timings in the field, including observations of peak hour traffic conditions. Fehr & Peers will also obtain qualitative data relating to pedestrian and bicycle activity in the study area and at the project's study intersections.
- Fehr & Peers will conduct Level of Service calculations using Synchro 6 traffic analysis and signal coordination software for the study intersections to evaluate their operations under existing conditions. Fehr & Peers will describe the existing roadway network and bicycle, pedestrian, and transit circulation system in the project vicinity.
- Fehr & Peers will use City/County Association of Governments (C/CAG) model runs (without project) to produce future (Year 2015 and 2030) traffic volume forecasts on roadway links, study intersections, freeway ramps and interchanges near the project site. Fehr & Peers will validate link volumes produced by the C/CAG model in San Francisco County using recent and applicable model runs from the San Francisco County Transportation Authority (SFCTA) model (e.g., at the Candlestick Point Interchange and along Geneva Avenue).
- If the C/CAG model does not validate outside the San Mateo County boundary and/or the horizon forecast year is not consistent with the project's forecast year, further calibrations of the C/CAG model may be required. As a first step, Fehr & Peers will work with the SFCTA and C/CAG to make manual calibrations to the forecasts and reconcile forecasting assumptions. If this approach is not feasible, for an additional fee, Fehr & Peers will work with C/CAG to calibrate the model and/or, if possible, change the travel demand model's forecast year. The C/CAG model will also be used to account for the redistribution effects that the planned/future roadway and transit network will have across the various transportation agency and city boundaries in the bi-county/project study area. If there are other approved or pending projects in the vicinity of the project site that are expected to contribute substantial amounts of traffic to study intersections and are not contained in the C/CAG model, Fehr & Peers will obtain relevant studies for those projects and add expected traffic increases associated with those projects to future traffic volumes where applicable.
- For the background (Year 2015) no project conditions, Fehr & Peers will conduct Level of Service analyses at the project study intersections assuming that planned projects are in place. It is anticipated that Background Conditions will consist of approved projects near the project site such as the Schlage Lock and Candlestick Point Special Use District sites near the Baylands site in San Francisco.

- Fehr & Peers will prepare estimates of the amount of vehicular traffic generated by Phase I of the project by applying appropriate trip generation rates obtained from *Trip Generation, 7th Edition*, Institute of Transportation Engineers (ITE), 2004. Fehr & Peers will use a conservative approach to trip reduction that is consistent with studies adjacent to the project area.
- Fehr & Peers will estimate the geographic distribution of project traffic based on knowledge of the study area, regional models (e.g., C/CAG or Metropolitan Transportation Commission [MTC] model, TAZ lines in Bi-County Transportation Study) and engineering judgment and will perform intersection Level of Service calculations.
- To determine background (Year 2015) with project Phase I conditions, Fehr & Peers will add assigned project traffic to the Background No Project Conditions traffic volumes to obtain volumes for Background with Project Conditions.
- Fehr & Peers will compare the results of the Level of Service analysis for project conditions to the results for Background No Project Conditions and will identify significant intersection impacts, if any. Where appropriate, Fehr & Peers will propose feasible mitigation measures that are consistent with C/CAG and SFCTA trip reduction guidelines.
- Fehr & Peers will evaluate the multi-modal circulation network within the Baylands Specific Plan area. This evaluation will include emergency vehicle access and maneuverability. If appropriate, Fehr & Peers will provide recommendations to improve multi-modal circulation, including transit, bicycle, and pedestrian circulation.
- Fehr & Peers will evaluate the bicycle and pedestrian access to the project site, with special focus on connections between the project site and the Bayshore inter-modal station, and will evaluate the adequacy of local bicycle routes, lanes, and trails. Where appropriate, Fehr & Peers will recommend measures to enhance access to the plan area and improve design features associated with the project's network and illustrated cross-sections envisioned in the Baylands Specific Plan.
- Fehr & Peers will evaluate freeway segments, ramps, and interchanges near the project site and will work with C/CAG, the congestion management agency for San Mateo County, to identify critical freeway segments and interchanges. Where applicable, Fehr & Peers will coordinate these efforts with Caltrans. Fehr & Peers will use freeway analysis methods such as calculating Level of Service on sections of the US 101 mainline (e.g., volume-to-capacity [v/c] ratios) and at merging/diverging points near interchanges (e.g., Leisch Method).
- Fehr & Peers will also evaluate two components of construction activity associated with this project. The first, and possibly most substantial, is associated with the redevelopment of the brownfield site. This will require many truckloads of material being transferred off-site for disposal. Fehr & Peers expects most of this activity to take place in the



vicinity of the former rail yard. The second component pertains to building or road construction at the site. Compared to the brownfield work, this construction activity will result in a greater dispersal of truck trips with more diverse origins and destinations. This traffic is not likely to significantly affect traffic operations except on specific routes. Fehr & Peers will confirm this assumption with the City and include a discussion in the report. The result of this review may include recommendations for routes and hours of operation.

- Fehr & Peers will estimate cumulative growth in 2030 traffic volumes to study intersections based on forecasts from the C/CAG model, previous planning studies, consultation with City staff, and engineering judgment. Fehr & Peers will add the expected cumulative traffic increases to background traffic volumes at the study intersections, will analyze Cumulative Conditions with and without the project, and will perform Level of Service calculations. Fehr & Peers will identify long-term significant impacts and the project's contribution to those impacts. It is anticipated that the cumulative analysis will analyze buildout of Phase I and future phases of development at the Baylands site. Future phase land use assumptions will be discussed with the Project Team and confirmed with the City. Fehr & Peers will use the C/CAG Year 2030 model outputs that include transportation network projects that are fully funded. If needed, Fehr & Peers will look at the planned transportation network project improvements for the study area as a basis for project-related transportation mitigations.

To address transit issues, Nelson\Nygaard will complete the following tasks:

- Nelson\Nygaard will gather data on boardings, alightings and load factors from the three transit operators that serve the area – JPB/Caltrain, SamTrans and Muni. For services that may not yet be operational (e.g. Muni light rail), the analysis will rely on ridership projections. No new transit data collection is budgeted as part of this task.
- Based on the results of the trip generation analysis, Nelson\Nygaard will identify transit demand and capacity impacts that may arise on each transit system for (a) the 2015 interim year; (b) the 2030 horizon year; and (c) cumulative 2030 conditions. This will require development of a conceptual plan for service enhancements, including routings for the potential shuttle and expansion of SamTrans routes called for in the Specific Plan. A phasing plan will indicate how service enhancements will relate to the development phasing. This task includes budget for up to six meetings with service planning staff from the transit agencies and/or the City of Brisbane in order to develop the conceptual plans and phasing.
- The Brisbane Baylands Phase 1 Specific Plan places a heavy emphasis on Transportation Demand Management (TDM). It calls for the formation of a Baylands Transportation Management Association, and the implementation of car-sharing, Guaranteed Ride Home, and other trip reduction programs. Nelson\Nygaard will identify precise TDM

measures that may be required to mitigate identified traffic impacts and estimate their impact on trip reduction.

- Evaluate parking standards proposed within the specific plan for adequacy and appropriateness.

## **K. Noise**

### **Issues**

The Specific Plan would not include uses that would be likely to generate substantial noise impacts. In general, noise from the construction and operations of the Specific Plan uses would not be expected to affect off-site receptors because there would be buffer areas between development sites in the Specific Plan area and existing sensitive noise receptors.

Noise issues include the potential for the project to have noise impacts at the proposed location of the Bay Trail and potential effects of changes in Caltrain noise patterns attributable to alteration of acoustic conditions due to the proposed cut slopes on both sides of the rail corridor.

The Specific Plan does not include residential uses, which are often the most sensitive noise receptors. The most sensitive uses proposed by the Specific Plan are the hotel and extended-stay business lodging and the offices. With proper mitigation (i.e., sound-rated window and wall systems), office buildings and hotels can generally be located near freeways; this will be explored in the noise analysis.

The Specific Plan will contribute to cumulative future traffic near the project area. The noise analysis will use trip generation information from the traffic analysis to determine future noise levels at off-site sensitive receptors.

### **Approach**

ESA will complete the following tasks:

- Describe and discuss existing major noise sources in the vicinity of the project area based on information available from the Brisbane General Plan Noise Element, field reconnaissance, and site-specific noise measurements (described below).
- Summarize applicable noise regulations, policies, and standards, including the noise/land use compatibility guidelines in the City General Plan Noise Element, as well as any applicable ordinances.
- Identify the noise-sensitive land uses and activities in the vicinity of the Specific Plan area and roads that would receive traffic from the Specific Plan land uses.

- Conduct noise measurements to define the noise level contours from US 101 and from the railroad. Noise measurements will include up to ten 48-hour measurements and up to 20 short-term 15-minute measurements. The 65 Ldn contour lines will be approximated to indicate potentially sensitive noise locations on the Specific Plan site.
- Based on applicable laws, policies, and regulations, develop significance criteria to be applied to the impact analysis. Assess the level of impact based on the identified significance criteria and the noise modeled for the project.
- For each project component, evaluate the potential for significant noise impacts based on the estimated change in noise levels at the most noise-sensitive uses (i.e., hotels and office buildings).
- Predict future noise levels based upon existing noise measurements at the site and changes in the future traffic volumes. The analysis will focus on the off-site noise effects of traffic from the Specific Plan.
- Review the buffer distances between the railroad and commercial buildings. At a programmatic level, identify areas that could be affected by vibrations from the railroad. This review will be based on recommended buffer distances identified in *Transit Noise and Vibration Impact Assessment*, HMMH, 1995.
- Evaluate potential construction-related noise impacts, including pile-driving.
- In consultation with the City of Brisbane, identify feasible, appropriate noise mitigation measures to avoid or reduce adverse impacts.

## ***L. Public Services and Recreation***

### **Issues**

Phase I of the Specific Plan does not propose any residential development, and therefore would not directly increase the city's residential population. The project would increase the daytime population at the site and could result in an increased need for fire protection and police services. The increase in on-site population could also increase use of, and impacts on, local public parks and recreational facilities, as well as other public services. Although potential impacts on public schools and libraries would be anticipated to be minimal, since no residential development is proposed, service providers would be contacted to verify the absence of an adverse effect.

The EIR will discuss public services impacts at a level of detail necessary to demonstrate whether the project would result in a substantial environmental effect. The analysis will also assess the public services impacts of the alternatives, highlighting the differences in impacts between the alternatives and the project.

## **Approach**

### ***Fire Protection and Emergency Medical Services***

ESA will complete the following tasks:

- Describe existing fire protection and emergency medical services, including the service locations, response time, staffing levels and standards, and equipment employed by the North County Fire Authority.
- Determine whether additional fire protection or emergency medical services staff or equipment would be required to provide service to the proposed project, and assess whether new or expanded public facilities would be required to serve the project. If additional facilities are required, assess whether the facilities could have a substantial adverse impact on the environment.
- Identify measures to mitigate any identified impacts on the environment generated by a need to expand or improve fire protection and emergency medical services.

### ***Police Protection Services***

ESA will complete the following tasks:

- Describe existing police protection services, including service locations, response times, staffing levels and standards, equipment, and current relevant crime statistics.
- Determine whether additional personnel and/or equipment would be required to provide service to the proposed project, and assess whether new or expanded public facilities would be required to serve the project. If additional facilities are required, assess whether the facilities could have a substantial adverse impact on the environment.
- Assess whether additional security procedures would be required as a result of new development.
- Identify measures to mitigate any identified impacts on the environment generated by a need to expand or improve police protection services or security procedures.

### ***Public Schools***

ESA will complete the following tasks:

- On the basis of project-related populations and housing estimates developed in Task I, above, and in consultation with appropriate school district officials, identify existing public school districts that could potentially serve the project site, and identify existing enrollment and any capacity excess or shortfall at existing school facilities.
- Estimate the number of students that could reasonably be anticipated in local districts as a result of employment at the project site.

- Assess whether new or expanded school facilities would be needed to accommodate estimated new enrollment; if so, describe whether new or expanded facilities could have a significant impact and identify mitigation measures to ameliorate potential impacts, if needed.
- Identify measures to mitigate any identified impacts on the environment generated by a need to expand or improve schools and day/childcare facilities as a result of new development.

#### ***Recreation and Parks / Open Space***

ESA will complete the following tasks:

- Describe parks and recreation resources available in the project site vicinity, as well as any relevant regulatory setting and policies.
- Assess the level of demand the project would have on parks and recreation resources, and identify any potentially significant adverse effects of the project on these resources.
- Describe the recreation resources to be provided by the project, and the degree to which they would satisfy local demand for such resources.
- Identify measures to mitigate any identified impacts on recreational facilities or on the environment resulting from the recreational needs of the proposed project.

#### ***M. Utilities and Service Systems***

##### **Issues**

The utilities section of the EIR will address water supply, wastewater collection, wastewater treatment, solid waste disposal, stormwater, emergency services, energy, and communications. In addition to the infrastructure changes for these utilities required to accommodate the development, some of these utilities require natural resources, the supply of which is limited. For example, the city's water demand including the proposed project will exceed the city's anticipated water allotment through 2030. Water demand forecasts and identification of alternative means to reduce water demand are needed to conduct a thorough analysis of this issue (see third bullet under "Approach" below).

In the theme of environmental sustainability, one of the City's goals is to make the proposed project "energy neutral" or better. In recent years, California has been vulnerable to energy supply disruptions and pricing spikes due to dependence on natural and petroleum fuels. The environmental implications of making the proposed project "energy neutral" need to be identified.

Also, underground utility systems are extremely vulnerable to ground movement. Since the proposed project is located over a former landfill, the likelihood of ground movement in the form of differential settlement is high. A higher level of maintenance will be required for this project than would normally be required for public facilities.

### **Approach**

CDM will complete the following tasks:

- Evaluate the existing wastewater system to determine whether the proposed project would have an effect on the capacity of the Southeast Water Quality Control treatment or conveyance facilities. Wastewater from the development would likely be discharged directly to the City of San Francisco 78-inch diameter interceptor and likely would not affect the City's existing collection system. For the project, CDM will verify this assumption and determine whether the construction or expansion of wastewater conveyance and/or treatment facilities is warranted. Information from the City's 2003 Sewer Master Plan, as well as information from the City of San Francisco and Bayshore Sanitary District, will be used for this evaluation.
- Evaluate the adequacy of the wastewater system proposed under the Draft Specific Plan.
- Conduct a planning-level water demand forecast for the development based on land use and the predominant water end uses associated with the new development, and compare to the city's water allotment through 2030. Water for the proposed development will likely come from a future turnout from the San Francisco Public Utilities Commission (SFPUC) aqueduct pipeline. However, the evaluation will also include an assessment to determine whether improvements to City and Guadalupe Valley Municipal Improvement District water distribution systems would be required. Information from the City's 2003 Water Master Plan, as well as information from SFPUC, will be used for this evaluation, along with any relevant data from the ongoing South San Francisco Recycled Water Feasibility Study, in which the City of Brisbane is participating.
- Prepare a detailed scope of work for preparation of a Water Supply Assessment (WSA), as required by Section 10910, *et seq.* of the California Water Code. The final scope of work for the WSA will depend upon CDM's review of the base data available to complete this task.
- Identify mitigation measures including infrastructure improvements as required and promoting water conservation, such as the potential use of recycled water, and comment on their effectiveness for reducing water demand impacts. Per capita water use in the City of Brisbane is already less than 60 gallons per capita per day—one of the lowest rates in the Bay Area. This is attributable to the cool climate in the area and very small lot sizes. Therefore, water conservation efforts may not make much of an impact. There are currently no plans to bring recycled water from the

Southeast Water Quality Control Treatment Facility to the City service area because demand in the City service area is not great enough to justify the costs of a new distribution system. This could change in the future if the proposed project includes a higher demand for recycled water.

- Determine whether the South San Francisco Scavenger Company (currently provider of solid waste collection and recycling services to the City) will be able to accommodate the project's solid waste disposal needs and comply with federal, state, and local statutes related to solid waste.
- Evaluate the proposed project's draw on emergency services and energy. Identify mitigation measures promoting energy conservation and reliable alternatives to conventional energy sources.
- Identify the practical expected service life of the new facilities required for the proposed project, given the anticipated higher level of maintenance. Additionally, CDM will estimate the increased level of efforts and cost for operation and maintenance for the underground utilities.

#### **N. Sustainability**

Current trends have demonstrated the need for planning healthy, safe, and sustainable communities. Environmental impacts of development projects of the scale of the Baylands Specific Plan range from the local—such as microclimate and comfort—to broader ones, such as the increasing impact of greenhouse gases. Human behavior is having great impacts on the world's climate and global warming (confirmed by the National Academies—the nation's pre-eminent scientific organization—in a report dated June 22, 2006). Another trend is the decreasing supply of resources that support life.

Sustainability is multi-dimensional and can be defined in many ways. One definition is that the needs of the future must not be sacrificed to the demands of the present. It is a well-known fact that the worldwide use of resources is exceeding the Earth's capacity to renew them. Much of the built environment is now powered by fossil fuels. Fossil fuel use creates the greenhouse gases that contribute to global warming. Increasing consequences of global warming raise concerns about the need to reduce the use of fossil fuels. On average, climate models suggest about a three-degree rise in global temperature over the next 50 to 100 years. The impact of global warming is compounded by a decreasing resource base. Water, forests, and productive farmland are diminishing.

Sustainability, as it applies to the Specific Plan, can be addressed at many scales, ranging from arrangement of land uses and development intensities that minimize the need for automobile travel and promote alternative

transportation to building design that decreases reliance on energy during construction and operations. The Project Team will work with the City to identify indicators/thresholds of significance to assess impacts of the project and compare alternatives.

The impacts of the projects on environmental resources will be considered throughout the EIR for a variety of topics: The EIR will address a whole system management approach to support natural resource planning on a watershed basis. In addition, the EIR will address whether the project meets the goal of a natural systems approach to flood control, water quality, and water supply. A major consequence of global warming is melting glaciers and warmer waters, which cause the oceans to expand and rise. The hydrology section will explore how rising sea levels and the effect on flooding might be addressed.

Air quality within a particular region contributes to climate changes occurring on a global scale. Data indicate an increase in mean surface air temperatures over historic levels and climate models predict this warming will continue. The EIR will explore optional mitigation measures for minimizing contributions to greenhouse gases and fostering the absorption of greenhouse gases.

Buildings have a significant impact on the environment; they account for 40 percent of total energy use, 71 percent of electricity use, and 33 percent of all carbon dioxide (CO<sub>2</sub>) emissions in the United States. Buildings also account for 40 percent of all materials and 25 percent of water use in the United States. Green building is a whole systems approach to design and construction that seeks to protect the environment, conserve resources, create healthier air quality, and save money. Energy conservation and green building also reduce greenhouse gas emissions. The EIR will address energy efficiency and the use of renewable energy and green building.

Because buildings have not yet been designed, it may be that sustainability impacts of the project are assessed more at a site-planning level; however, a variety of mitigation measures can be developed that can be applied to building and site design that may affect energy demands and supply, air quality, water supply, and greenhouse gas emissions. These measures could range from fairly straightforward ones governing building design (orientation and building reflectance, for example) to more elaborate ones with performance-based outcomes that may also necessitate higher level of ongoing review and monitoring. The Project Team understands that work on a sustainability ordinance is already underway; the team will review the ordinance and identify any additional measures that will help further sustainability for this project.



### ***O. Cumulative Conditions***

The ESA team will work closely with City of Brisbane staff to identify the projected future development and redevelopment activities expected to occur within the City of Brisbane by 2030, the anticipated horizon year for both the project buildout and the General Plan Update. ESA will determine the total net future conditions for this cumulative analysis scenario and also identify the major projects and plans that will determine those projected future conditions. ESA's project management team will work with its transportation, land use, and housing analysts to determine a thorough and complete future cumulative scenario appropriate for the subsequent impact analyses of cumulative impacts in Brisbane. This interdisciplinary development of the future cumulative scenario will enable the Project Team to ensure that data used by the transportation, land use and population analyses are consistent and are being similarly applied in each of the different resource analyses.

Wherever possible, we will rely on published planning data to characterize the expected future conditions for the cumulative scenario. Our forecasts for the "cumulative no project conditions" are expected to be partly based on the projections of the Bi-County Transportation Plan and the C/CAG model as well as census and ABAG projections. As part of our research and development of the cumulative scenario, we will also consult directly with the City of San Francisco and Daly City's planning staffs. The purpose of these discussions will be to identify the future development and redevelopment activities in those adjacent cities that might affect their potential to influence the City of Brisbane's 2030 cumulative conditions. These would include, for example, future redevelopment of Visitacion Valley, Executive Park, Candlestick Point and Bayview/Hunter's Point.

As indicated in the above discussions of technical topics, the geographic reach of the cumulative effects to which the project would contribute may vary widely by environmental topic. The range and nature of these effects, and the project's contributions to them, will be addressed appropriately under each environmental topic.

### **Task 6: Evaluate Alternatives**

As indicated in Task 3, above, the EIR will develop and evaluate five alternatives to the Phase I Specific Plan. Three of these alternatives will be developed through the proposed community participation process. A fourth will likely be a variation of the proposed Phase I Specific Plan and will be developed by the Project team in consultation with City staff. The fifth will be the No Project alternative, as required by CEQA. We propose to evaluate one of these alternatives (the "Preferred Alternative") at a level of detail

equal to that of the evaluation of the proposed project, and to evaluate the remaining alternatives at a lesser level of detail, as permitted by CEQA Guidelines. The Alternatives chapter of the EIR will describe each alternative and present a comparative matrix for the project and all alternatives that will indicate the degree of significance of their impacts and whether the impacts would be greater, lesser, or similar to those of the Phase I Specific Plan.

The Alternatives chapter will also address three alternatives for the Framework Plan to help ensure the EIR will be legally adequate to support approval of the Framework Plan.

The final Alternatives that will be included in the EIR, and evaluation of their impacts, will be presented to the City Council and/or Planning Commission (one meeting), to ensure that the alternatives and assessment are comprehensive for decision-making purposes.

### **Task 7: Prepare Administrative Draft EIR**

The Project Team will prepare the Administrative Draft EIR (ADEIR), as outlined below.

**Introduction.** The Introduction will briefly describe the relationship of the City's planning process to the CEQA process, the principal characteristics and objectives of the project, and the planning and scoping processes through which the EIR scope was developed. The Introduction will also describe the role of the EIR in the overall planning process and the procedural steps by which the EIR and the project application will be processed. The Introduction will describe the objectives of the program EIR, including providing CEQA documentation for both the Phase I Specific Plan and the overall Baylands Framework Plan.

**Summary.** The Summary will describe the proposed project and provide a summary table and narrative that outline (a) significant environmental effects, (b) mitigation measures that would reduce or avoid those effects, (c) residual levels of impact significance after mitigation, and (d) principal areas of public controversy. The Summary will also review the project alternatives. The Summary will be developed as a stand-alone document.

**Project Description.** The proposed project will be described in text, tabular, and graphic forms that rely primarily on documents that the project sponsor and the City will provide to the Project Team. The Project Team will prepare and submit the project description section to the City and project sponsor for review and comment to confirm all project characteristics. The Project Team will incorporate the review comments and revisions into the project description section submitted as part of the ADEIR.

**Relationship to Plans.** The relationship of the proposed Specific Plan to the Framework Plan, General Plan, General Plan Update, and other applicable plans will be discussed.

**Environmental Setting, Impacts, and Mitigation Measures.** To ensure report continuity and minimize redundancy in the discussions of each environmental topic, the EIR will present the setting, impacts, and mitigation discussions in one unified section. As required by CEQA, the setting will describe the environment in the study area “as it exists before the commencement of the project,” that is, at the time the Notice of Preparation is published. The setting will be presented from site-specific, local, citywide, and/or subregional perspectives, as appropriate to each environmental topic.

The environmental effects of the proposed project will be presented under each topic of analysis described in Task 5, above. As required by CEQA, the effects will be defined as changes from the environmental setting that are attributable to the project. The setting and impact discussions will emphasize the use of graphics in depicting setting, constraints, opportunities, and impact-related data.

The mitigation discussion will be presented by environmental topic and, as required by CEQA, will distinguish measures proposed or accepted by the project sponsor from any other measures identified in the EIR. Also as required by CEQA, any significant environmental effects of the mitigation measures will be identified. The mitigation measures will be presented in the form of directives (i.e., “shalls”) to facilitate their conversion to conditions of project or alternative approval, unless otherwise requested by City staff.

**Alternatives.** The alternatives section will present a comparative analysis and impact matrix for five alternatives to the proposed project, including the CEQA-required no-project and environmentally superior alternatives. (See Tasks 3 and 6, above, for additional detail.)

**Statutory Sections.** The EIR will contain the following additional statutory sections, as required by CEQA:

- Significant Environmental Effects (including significant, unavoidable effects)
- Effects Found Not to be Significant
- Growth-Inducing Impacts
- Distribution List, and Persons and Organizations Consulted

The Project Team will prepare the discussion of each of these topics based on the analysis presented in the EIR.

**Appendices.** Supporting technical studies and data may be included as appendices to the EIR, as appropriate. However, the EIR will be a self-contained document, fully comprehensible without references to appendices. Any appendices will be prepared for the project's record of proceedings and will not be intended for general public distribution with the EIR.

Following completion of the ADEIR, 10 copies will be submitted to the City.

### **Task 8: City Staff Review**

City staff and consultants under staff direction, as appropriate, will review the ADEIR. Following this review, the ESA Project Manager will meet with City staff to review comments. At this meeting, one consolidated set of non-contradictory comments, in letter form and/or a single marked-up copy of the ADEIR, will be submitted to the Project Team.

### **Task 9: Respond to Staff Comments and Revise Report**

The Project Team will revise the ADEIR text and graphics in response to the City's comments and will produce a Screencheck Draft EIR. ESA will submit the Screencheck Draft EIR to the City in a redlined format showing all changes from the ADEIR.

### **Task 10: Publish Draft EIR**

Upon the City's approval, ESA will produce and submit 100 copies of the Draft EIR to the City for distribution to the State Clearinghouse, involved federal agencies, affected local agencies, Brisbane City Council and Planning Commission members, the project sponsor, and interested members of the public. ESA will also provide the City with electronic versions of the environmental document, in Word and as a PDF, for distribution.

ESA will also prepare required public notices, including the Notice of Completion (to be bound with the Draft EIR) and the Notice of Availability. The City will be responsible for the posting and publication of such notices.

### **Task 11: Public Review of Draft EIR**

ESA will deliver 15 copies of the Draft EIR as well as one electronic copy of the environmental document to the State Clearinghouse. The budget assumes that the ESA Project Manager, and other key members of the Project Team as appropriate, will attend up to four public hearings on the Draft EIR to be held during the 45-day public review period. ESA and members of the Project Team will be available to attend additional hearings on a time-and-materials basis at the City's request.

### **Task 12: Prepare Administrative Final EIR**

At the conclusion of the 45-day public review period for the Draft EIR, ESA, City staff, and the project sponsor will meet to review and discuss the comments received and establish the appropriate approach and distribution of responsibility for preparing specific responses to comments (e.g., master responses, policy responses, etc.). ESA will prepare each comment letter for publication in the Administrative Final EIR (AFEIR) (i.e., designate individual comments using a logical alpha-numeric system). If the public comments raise issues not previously within the scope of work, ESA will consult with City staff to determine any appropriate adjustment to the scope of work.

### **Task 13: Prepare Final EIR**

ESA will prepare an Administrative Final EIR (AFEIR) that will contain the comments, responses to comments, and changes to the Draft EIR in a single document.

After City staff has reviewed the AFEIR and provided ESA with one consolidated set of non-contradictory comments, ESA will prepare and submit a screencheck Final EIR to the City in a redlined format showing changes from the AFEIR. Upon the City's approval, ESA will produce and submit copies of the Final EIR to the City for public distribution. (See Task 17 concerning document production.)

Upon certification of the Final EIR and approval of the project by the City, ESA will prepare and submit a Notice of Determination, as required by CEQA Guidelines Section 15075.

### **Task 14: Prepare Draft Mitigation Monitoring and Reporting Plan**

ESA will prepare a Mitigation Monitoring and Reporting Plan (MMP) in compliance with Public Resources Code Section 21081.6, CEQA Guidelines Section 15097, and City requirements. For any significant impact identified in the EIR, the MMP will describe the required mitigation and the responsible parties, tasks, and schedule necessary for monitoring mitigation compliance. ESA will submit the draft MMP, will respond to City staff comments on the draft MMP, and will prepare and submit a screencheck and final MMP to the City. The MMP will be prepared in the form of a matrix and may be either bound in the Final EIR or submitted separately, at the City's discretion.

### **Task 15: Attend Final EIR Certification Hearings**

The ESA Project Manager, and other key members of the Project Team as appropriate, will attend up to four public hearings to present the Final EIR and MMP to the Planning Commission and City Council for certification. ESA team members will be available to attend additional public hearings on a time-and-materials basis at the City's request.

### **Task 16: Assist in Preparation of Draft CEQA Findings and Statement of Overriding Considerations**

As requested by the City, ESA would be available to prepare draft written findings of fact for each significant impact identified in the EIR, pursuant to CEQA Guidelines Section 15091 and 15096(h). The findings will explain how the City will deal with each significant impact and alternative in the EIR, and will contain a conclusion regarding each significant impact, and an explanation of how the substantial evidence supports the conclusion. If the EIR concludes that the project would have significant and avoidable environmental effects, ESA will also be available to assist the City in preparing draft findings of overriding considerations as required by Public Resources Code Section 21081 and CEQA Guidelines, Section 15093.

### **Task 17: Project Management and Coordination**

#### ***Project Management***

The Project Manager, Marty Abell, AICP, will be primary point of contact for the ESA Project Team and will ensure the team's responsiveness to the requirements of the City's Project Manager. Mr. Abell will oversee the preparation of all work products, monitor project progress, ensure the technical accuracy of all deliverables, and maintain the performance schedule. He will also resolve any scheduling conflicts that arise, monitor budget expenditures, attend meetings, and interact as necessary with City staff and other parties involved in the environmental documentation process. Mr. Abell will be assisted in contract and accounting administration tasks by Jamie Schmidt and Tania Sheyner.

Mr. Abell will also assure that the resources required to satisfy the project scope and schedule are applied effectively, and will provide policy oversight, as well as technical quality assurance for all submitted work products.

#### ***Document Production and Reference Compendium***

As proposed in Tasks 2 through 16, above, ESA will produce and deliver to the City the following documents:

| <u>Document</u>                            | <u>Printed Documents*</u> |
|--|---------------------------|
| Draft Project Description (Task 2)         | 7                         |
| Draft Description of Alternatives (Task 3) | 7                         |
| Administrative Draft EIR 1 (Task 7)        | 10                        |
| Screencheck Draft EIR (Task 9)             | 5                         |
| Draft EIR (Task 10)                        | 100*                      |
| Administrative Draft Final EIR (Task 13)   | 5                         |
| Screencheck Draft Final EIR (Task 13)      | 5                         |
| Final EIR (Task 13)                        | 75*                       |
| Administrative Draft MMRP (Task 14)        | 5                         |
| Screencheck Draft MMRP (Task 14)           | 5                         |
| Final MMP (Task 14)                        | 20*                       |

\* digital also (see below)

| <u>Digital Documents</u> |                                     |
|--------------------------|-------------------------------------|
| Draft EIR (Task 10)      | 1 Word File and 1 PDF (email or CD) |
| Final EIR (Task 13)      | 1 Word File and 1 PDF (email or CD) |
| Final MMP                | 1 Word File and 1 PDF (email or CD) |

## **SECTION 2: TIME OF PERFORMANCE**

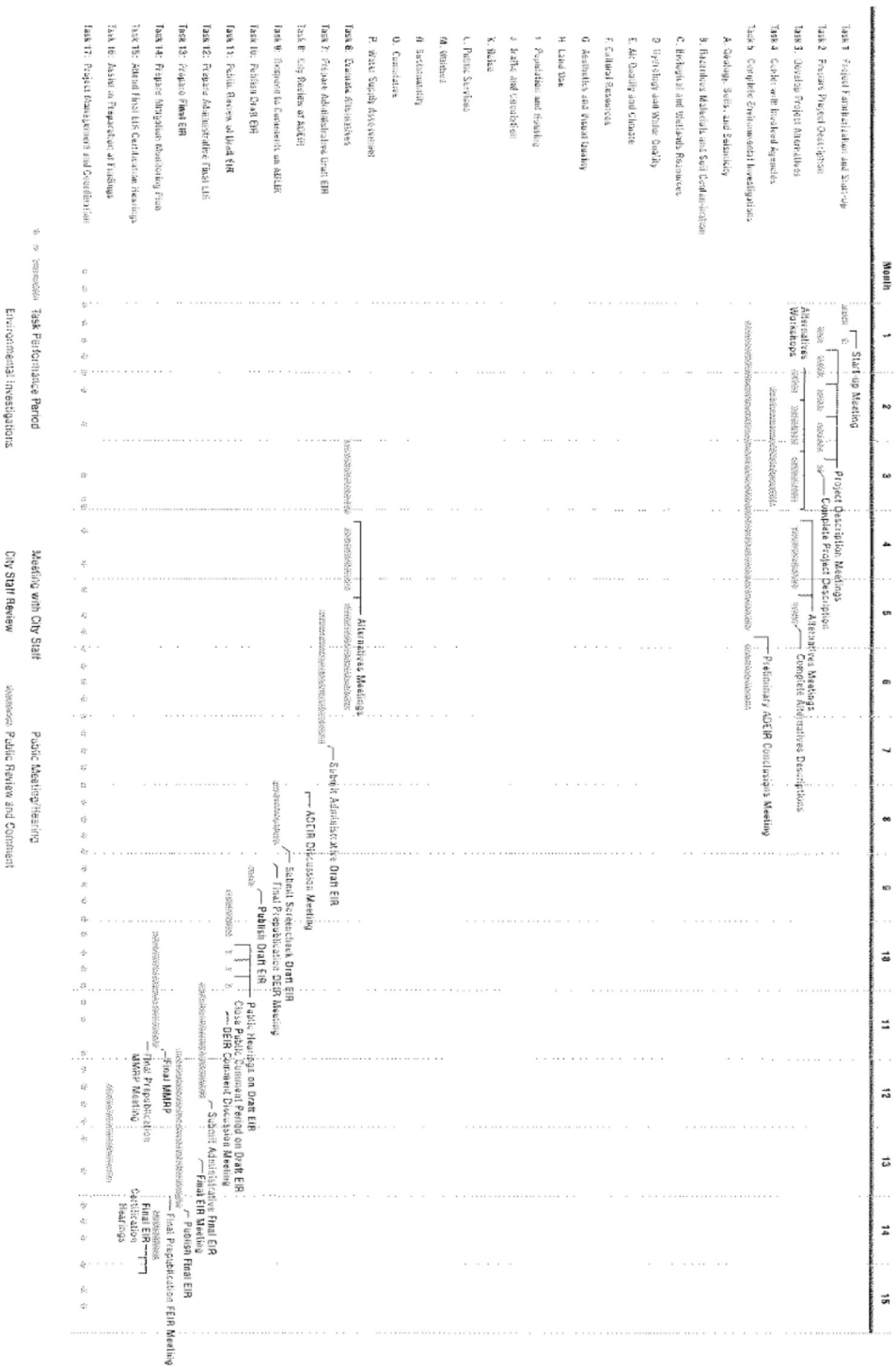
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The anticipated project schedule is presented in Figure A.2. It assumes a project start date of January 1, 2006, and an overall performance period of approximately fourteen and one-half months to certification of the EIR by the Brisbane City Council. Assumptions and conditions upon which schedule and budget are based are shown in Exhibit B, Compensation.

Note that where “Meetings with City Staff” are shown as vertically aligned in Figure A.2, they are intended to represent only one actual meeting session, with the designated vertically aligned topics as suggested meeting agenda items.



Figure A.2: SCHEDULE



## SECTION 3: RESPONSIBLE PERSONNEL

ESA, as the prime contractor, will have overall management responsibility for the Brisbane Baylands Phase I Specific Plan EIR. The overall project management structure emphasizes coordination at the project manager level to ensure that an interdisciplinary approach is followed consistently in all phases of the project. The proposed project team organization includes a senior management team that consists of Marty Abell, AICP, who would act as the overall Principal-in-Charge and Project Manager; and Joan Douglas, AICP, who would act as Deputy Project Manager. Together, they will be responsible for the major project-related activities, including attendance at project meetings and preparation of project-related deliverables.

ESA will also be the lead firm for technical investigations of issues related to air quality; noise; biological resources and wetlands; cultural resources; socioeconomic, and public services and utilities, and will be joined by the following subconsultants:

| Firm                        | Role   |
|-----------------------------|--|
| Dyett & Bhatia              | Land use, land use planning, urban design, visual quality, and alternatives development and analysis                       |
| Camp Dresser & McKee        | Environmental engineering and site remediation; water supply assessment; regulatory compliance; and utility infrastructure |
| Fehr & Peers                | Traffic, transportation, circulation and parking analysis and planning   |
| Nelson\Nygaard              | Multi-modal and transit-oriented planning and analysis, and travel demand management                                       |
| Natalie Macris Consulting   | Editorial and production quality control   |
| RBF Consulting              | Hydrology and water quality  |
| William Lettis & Associates | Geology, soils, and seismicity   |

Table A.1 summarizes the anticipated role and office location of the key personnel of ESA and each subconsultant team member.

**TABLE A.1  
KEY PROJECT PERSONNEL**

| Staff | Office Location | Project Role |
|-------|-----------------|--------------|
|-------|-----------------|--------------|

| Staff                            | Office Location | Project Role  |
|----------------------------------|-----------------|---|
| <b>ESA</b>                       |                 |   |
| Marty Abell, AICP                | San Francisco   | * Project Manager, Principal-in-Charge                  |
| Joan Douglas, AICP               | San Francisco   | * Deputy Project Manager                                |
| Tom Roberts, GWB                 | Oakland         | * Biological and Wetland Resources                      |
| Paul Miller, REA                 | Sacramento      | * Air Quality and Noise                                 |
| Chuck Bernett                    | San Francisco   | * Climate / Wind Analysis                               |
| Jack Hutchison, PE               | San Francisco   | * Traffic and Circulation                               |
| Peter Hudson, RG, CEG            | San Francisco   | * Geology; Hydrology; Hazardous Materials               |
| Nik Carlson                      | San Francisco   | * Population and Housing / Cumulative                   |
| Bob Vranka, PhD                  | Oakland         | * Air Quality and Climate                               |
| Brad Brewster                    | San Francisco   | * Cultural/Historical Resources                         |
|                                  |                 |   |
| Jyothi Iyer                      | Oakland         | * Air Quality and Noise                                 |
| Martha Lowe                      | San Francisco   | * Biological and Wetlands Resources                     |
| Dawn Martorana, RPA              | Oakland         | * Cultural Resources                                    |
| Tania Sheyner                    | San Francisco   | * Public Services; Utilities                            |
| <b>Dyett &amp; Bhatia</b>        |                 |   |
| Rajeev Bhatia, AICP, ASLA        | San Francisco   | * Land Use Planning; Urban Design; Alternatives         |
| Michale Rodriguez, AICP          | San Francisco   | * Sustainable Communities; Alternatives                 |
| Lesley Gould, AICP               | San Francisco   | * Alternatives  |
| Sarah Nurmala                    | San Francisco   | * Land Use; Public Services                             |
| <b>Fehr &amp; Peers</b>          |                 |   |
| Matthew Ridgway, AICP            | San Francisco   | * Traffic and Circulation                               |
| Colin Burgett, AICP              | San Francisco   | * Traffic and Circulation; Multi-Modal Planning         |
| Matt Haynes, PE, AICP            | San Francisco   | * Traffic and Circulation; Transportation Modeling      |
| Thomas Tumala                    | San Francisco   | * Traffic and Circulation                               |
| <b>Nelson\Nygaard</b>            |                 |   |
| Jeffrey Tumlin                   | San Francisco   | * Traffic and Circulation; Transit-Oriented Development |
| Joseph Kott, AICP                | San Francisco   | * Traffic and Circulation; Sustainable Communities      |
| Brian Stickle                    | San Francisco   | * Traffic and Circulation; Parking Demand Management    |
| <b>Camp Dresser &amp; McKee</b>  |                 |   |
| Yash Nyznyk, PE                  | Walnut Creek    | * Geology; Hazardous Materials / Remediation            |
|                                  |                 |   |
| Brian Hammer                     | Walnut Creek    | * Utilities   |
| Kassandra Tzou, PE               | Walnut Creek    | * Utilities   |
|                                  |                 |   |
| Anthony Skidmore, AICP           | Irvine          | * Water Supply Assessment                               |
| Robert Tedberg, P.G.             | Walnut Creek    | * Hazardous Materials; Geology                          |
| <b>Natalie Macris Consulting</b> |                 |   |
| Natalie Macris                   | San Francisco   | * Editing / Quality Assurance                           |
| <b>RBF Consulting</b>            |                 |   |

| Staff                                  | Office Location | Project Role                     |
|--|-----------------|----------------------------------|
| Harvey Gelick, P.E., CFM               | Sacramento      | * Hydrology and Water Quality    |
| <b>William Lettis &amp; Associates</b> |                 |                                  |
| Michael Gray, C.E.C.                   | Walnut Creek    | * Geology, Soils, and Seismicity |

**SECOND ADDENDUM  
TO  
AGREEMENT TO PAY  
PROCESSING COSTS**

**THIS SECOND ADDENDUM**, dated \_\_\_\_\_, 2006, between THE CITY OF BRISBANE, a municipal corporation ("City") and UNIVERSAL PARAGON CORPORATION, a California corporation ("UPC"), is made with reference to the following facts:

A. City and UPC are parties to a certain Agreement To Pay Processing Costs, dated \_\_\_\_\_ ("the Processing Cost Agreement"), wherein UPC has agreed to advance funds for payment of various fees and costs related to the processing by City of UPC's applications for development of its property, commonly known as the Baylands.

B. The Processing Cost Agreement was supplemented by a First Addendum dated \_\_\_\_\_, 2006 (the "First Addendum"), pertaining to payment by UPC of the cost of certain professional services contracted by City to assist in the handling of policy and technical issues concerning development of the Baylands.

C. City is now processing UPC's application for approval of a Phase I Specific Plan for the Baylands, which requires the preparation of an Environmental Impact Report ("EIR"). City has entered into a contract with Environmental Science Associates ("ESA") for preparation of the EIR, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference (the "ESA Contract").

D. Although UPC is primarily responsible for payment of the fees and costs charged by ESA for preparation of the EIR, City's Redevelopment Agency ("the Agency") has agreed to pay a portion of such fees and costs in recognition of the fact that certain work to be performed in connection with the EIR project alternatives analysis will facilitate the City's General Plan update which is currently in progress.

E. City has further agreed to provide UPC with opportunities to participate in various matters pertaining to the administration of the ESA Contract, as hereinafter set forth.

**NOW, THEREFORE, the parties agree as follows:**

1. **Relationship To Prior Agreements.** This Second Addendum shall govern the contribution and administration of funds for payment of fees and costs associated with the ESA Contract. In the event of any conflict or inconsistency between the provisions of this Second Addendum and the provisions of the Processing Cost Agreement, the provisions of this Second Addendum shall be controlling.

2. **Establishment of EIR Funding Account.** In addition to the Reserve Account established under the Processing Cost Agreement, a second account shall be established by City, designated as the "EIR Funding Account" specifically for the purpose of

paying the fees and costs that become due under the ESA Contract for preparation of the EIR. City shall maintain separate records for the EIR Funding Account, showing all deposits made by UPC and all disbursements from the account made by City, and such records shall be available to UPC for inspection at any time during City's regular business hours. However, City shall not be required to segregate the EIR Funding Account into a separate fund and no interest shall accrue thereon. Funds deposited by UPC into the EIR Funding Account may only be used for payment of billings submitted by ESA pursuant to the ESA Contract and may not be used for payment of any other expenses related to the processing of UPC's development applications.

3. **Required Deposits to EIR Funding Account.** Within thirty (30) days after the date of this Agreement, UPC shall make an initial deposit to the EIR Funding Account in the amount of Two Hundred Fifty Thousand Dollars (\$250,000.00). Disbursements from this initial deposit shall be made by City from time to time for payment of the periodic billings received by City from ESA pursuant to the ESA Contract. When the balance of the EIR Funding Account falls, or upon the making of any required disbursement to ESA will fall, below Fifty Thousand Dollars (\$50,000.00), UPC shall deposit additional funds in such amount as may be necessary to replenish the EIR Funding Account to a balance of One Hundred Thousand Dollars (\$100,000.00).

4. **Required Contribution by the Agency.** In recognition of the fact that some of the work to be performed by ESA pertaining to the development of project alternatives can be utilized by City in connection with the General Plan update which is currently in progress, and the fact that City has requested an expanded public process for the determination of project alternatives beyond the scope of work normally required for preparation of an environmental impact report, City and the Agency have agreed to pay a portion of the ESA Contract amount. Based upon consultations with ESA, City has determined that a contribution of \$60,000 represents a reasonable estimate of the cost to perform this work. The Agency shall pay such amount to ESA, out of the Agency's own funds, during that stage of the ESA Contract when the determination and selection of project alternatives is being made. Except for contribution toward the cost of the EIR to be made by the Agency hereunder, all other amounts owed to ESA under the ESA Contract shall be paid from the EIR Funding Account.

5. **Consultations With UPC.** The parties acknowledge that preparation of the EIR for the Phase I Specific Plan will be an extensive, complex, and costly undertaking during which various decisions and determinations will be required from time to time. It is the mutual objective of the parties to obtain a legally adequate EIR that will serve as an information document in the manner intended by CEQA. It is also the mutual desire of the parties to work cooperatively toward the successful completion of the EIR and to avoid or quickly resolve any disagreements pertaining to the ESA Contract, including such matters as scope of work, billings for fees and costs, and acceptability of work products. To this end, City agrees to meet and confer with UPC on a regular basis to provide updates on the status of work being performed by ESA and its subcontractors and to discuss any issues or concerns that may arise during the course of preparing and processing the EIR from the point of awarding the ESA Contract to the adoption of a resolution for certification of the Final EIR.

6. **Avoidance of Change Orders.** City will discourage, and make every reasonable effort to avoid, any change orders to the ESA Contract that result in a net cost increase in the amount of compensation payable to ESA or to its subcontractors for which UPC will be charged. City will promptly advise UPC of any such change order request and will consult with UPC to evaluate the need and propriety of the request before granting any approval thereof. The approval of change order requests involving net cost increases charged to UPC will be based upon a determination that the additional work is appropriate in order to satisfy the legal requirements of CEQA applicable to this EIR. Nothing herein shall prevent City from authorizing any other change in the scope of work being performed by ESA as long as the additional cost of such work is paid by City or Agency.

7. **Termination of Agreement.** Upon certification by the Brisbane City Council of the Final EIR for the Phase I Specific Plan for the Baylands, this Agreement shall terminate and any balance on deposit in the EIR Funding Account shall be refunded to UPC.

8. **Amendment.** This Agreement can only be modified by a written amendment hereto executed by both parties.

9. **Effective Date.** This Agreement shall be dated and become effective as of the date on which this Agreement is approved by the Brisbane City Council.

IN WITNESS WHEREOF, the parties have executed this First Addendum on the day and year first above written.

**CITY OF BRISBANE,**  
a municipal corporation

By: \_\_\_\_\_  
Steven W. Waldo, Mayor

ATTEST:

\_\_\_\_\_  
Sheri Marie Schroeder, City Clerk

APPROVED AS TO FORM:

\_\_\_\_\_  
Harold S. Toppel, City Attorney

**UNIVERSAL PARAGON CORPORATION**  
a California corporation

By: \_\_\_\_\_