

EXHIBIT B

STATEMENT OF OVERRIDING CONSIDERATIONS

I. Introduction

The 201 Haskins Way Project as proposed would involve redevelopment of light industrial uses into office/research and development (R&D) uses and intensifying the buildout of existing office/R&D on a site encompassing approximately 18.2 acres in South San Francisco's East of 101 Area. The project site is bounded by East Grand Avenue to the north, Haskins Way to the west, San Francisco Bay (Bay) to the south, an existing recycling center to the southeast, and the Genentech campus to the northeast. The project site consists of eight parcels—six parcels include trucking, warehouse, and distribution uses; one parcel is used for parking; and one parcel includes existing office/R&D use.

The proposed project would involve rezoning seven parcels from the Mixed Industrial (MI) district to a Business Technology Park (BTP) district and one parcel from the Business Commercial (BC) district to the BTP district. The project would allow development at a floor area ratio (FAR) of 1.0 or a total of approximately 677,600 gross square feet (sq. ft.) of new BTP office use. It is assumed that the additional office/R&D space would be built out in two phases.

Development of the proposed project under Phase I would include demolition of approximately 24,075 gross sq. ft. of existing light industrial at 201 Haskins Way to construct approximately 311,368 gross sq. ft. of new office/R&D use. Existing office/R&D use would be expanded on 400-450 East Jamie Court to construct an approximately 25,000 gross sq. ft. two-story addition to the existing western building. The Phase 2 project rezoning would allow a potential future development of up to a total of 341,232 gross sq. ft. of new BTP office uses on 101 and 151 Haskins Way, 410 and 430 E. Grand Avenue, 451 E. Jamie Court, and an unaddressed parcel at APN 015-102-290.

The project objectives are to:

- Create state-of-the-art R&D facilities consistent with the General Plan designation of the site, and General Plan goals and policies.
- Promote the City's ongoing development of the East of 101 Area into a nationally recognized biotechnology and R&D center that will attract other life science uses.
- Further the City's policies of developing the East of 101 Area with new opportunities for continued evolution from manufacturing and warehousing/distribution to biotechnology and R&D.
- Redevelop underutilized parcels within the project site at a higher density to take advantage of the opportunities offered in the East of 101 Area to create a vibrant R&D campus.
- Develop an R&D campus with a high level of design quality as called for in the Design Policies and Guidelines of the East of 101 Area Plan.
- Build a project that creates quality jobs for the City.
- Provide sufficient space for tenants to employ key scientific and business personnel in proximity to each other to foster efficient collaboration and productivity.

- Capitalize on the project's proximity to the City's Bay shoreline and San Francisco Bay Trail (Bay Trail) by providing views and access to the waterfront.
- Enhance the visual quality of development around the Bay shoreline and take advantage of the attractive setting it provides.
- Promote alternatives to automobile transportation to further the City's transportation objectives by emphasizing linkages, Transportation Demand Management (TDM), and pedestrian access and ease of movement between buildings.
- Enhance vehicular, bicycle, and pedestrian circulation and access in the area surrounding the project site.
- Build a project that is viable in the East of 101 Area based upon market conditions and project service requirements for the area.
- Incorporate flexibility for office and R&D uses to ensure that the project is responsive to tenant demands based on market conditions.
- Provide a positive fiscal impact on the City through the creation of jobs, enhancement of property values, and generation of property tax and other development fees.
- Retain the flexibility to build the project in phases that respond to market conditions.
- Allow for the continued operation of existing manufacturing and warehousing / distribution uses until new development occurs, consistent with City policies.

The California Environmental Quality Act (CEQA), Public Resources Code §21000 et seq., states that if a project would result in significant environmental impacts, it may be approved if feasible mitigation measures or feasible alternatives are proposed which avoid or substantially lessen the impact or if there are specific economic, social, or other considerations which justify approval notwithstanding unmitigated impacts.

When an environmental impact report (EIR) identifies one or more potentially significant or significant environmental impacts, the approving agency must make one or more of the following findings for each identified significant impact:

1. Changes or alternatives which avoid or substantially lessen the significant environmental effects as identified in the EIR have been required or incorporated into the project; or
2. Such changes or alternatives are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency; or
3. Specific economic, social or other consideration make infeasible the mitigation measures or project alternatives identified in the EIR (Pub. Resources Code, §21081).

A lead agency need not make any findings for impacts that the EIR concludes are less than significant. (*See* *ibid*; *see also Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 716.) As lead agency under California Code of Regulations, Title 14, §15367, the City of South San Francisco (City) hereby adopts the following CEQA findings relating to the 201 Haskins Way Project environmental review documents, including the 2018 Draft EIR and the Response to Comments document, which together constitute the Final EIR and referred to herein as the EIR, certified by the City on March 13, 2019.

II. General Findings

The EIR was prepared in accordance with CEQA, Public Resources Code §21000 et seq., and California Code of Regulations Title 14, §15000 et seq. (CEQA Guidelines), to address the environmental impacts associated with the project described above. As required by Section 15121 of the CEQA Guidelines, the EIR assesses the potential environmental impacts resulting from approval, construction, and operation of the project, and identifies feasible means of minimizing potential adverse environmental impacts. The City is the lead agency for the environmental review of the project, and the EIR was prepared under the direction and supervision of the City.

Public Resources Code Section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects...”. The same statute states that the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of proposed projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.” Public Resources Code Section 21002 further states that “in the event specific economic, social, or other conditions make infeasible such project alternatives or such mitigation measures, individual projects may be approved in spite of one or more significant effects thereof.”

Pursuant to CEQA Guidelines Section 15090, the Final EIR has been completed in compliance with CEQA, the Final EIR was presented to the City Council of the City of South San Francisco, and that the City Council of the City of South San Francisco reviewed and considered the information contained in the Final EIR prior to approving the Project; and the Final EIR reflects the City Council’s independent judgment and analysis. Based on the entire record, including the Draft EIR and Final EIR, the City finds that projected water supplies will be sufficient to satisfy the demands of the Project in addition to existing and planned future uses.

The mandate and principles announced in Public Resources Code Section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which an EIR is required. (*See* Public Resources Code, §21081, subd. (a); CEQA Guidelines, §15091, subd. (a).) For each significant environmental effect identified in an EIR for a proposed project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. The first such finding is that “[c]hanges or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effect as identified in the final EIR” (CEQA Guidelines, §15091, subd. (a)(1)). The second permissible finding is that “[s]uch changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency” (CEQA Guidelines, §15091, subd. (a)(2)). The third potential conclusion is that “[s]pecific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR” (CEQA Guidelines, §15091, subd. (a)(3)). Public Resources Code §21061.1 defines “feasible” to mean “capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social and technological factors.” CEQA Guidelines §15364 adds another factor:

“legal” considerations. (*See also Citizens of Goleta Valley v. Board of Supervisors* (1990) 52 Cal.3d 553, 565 (*Goleta II*).)

The concept of “feasibility” also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (*See City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417.) “[F]easibility’ under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, and technological factors” (*Ibid*; *see also Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715).

CEQA requires that the lead agency adopt mitigation measures or alternatives, where feasible, to substantially lessen or avoid significant environmental impacts that would otherwise occur. Project modification or alternatives are not required, however, where such changes are infeasible or where the responsibility for modifying the project lies with some other agency (CEQA Guidelines, §15091, subd. (a), (b)).

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project’s “benefits” rendered “acceptable” its “unavoidable adverse environmental effects” (CEQA Guidelines, §§15093, 15043, subd. (b); *see also* Public Resources Code, § 21081, subd. (b)). The California Supreme Court has stated, “[t]he wisdom of approving...any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law as we interpret and apply it simply requires that those decisions be informed, and therefore balanced” (*Goleta II*, *supra*, 52 Cal.3d at p. 576).

These Findings constitute the City Council members’ best efforts to set forth the evidentiary and policy bases for its decision to approve the project in a manner consistent with the requirements of CEQA. The City Council hereby adopts specific overriding considerations for the impacts listed below that are identified in the EIR as significant and unavoidable. The City Council believes that many of the unavoidable environmental effects identified in the EIR will be substantially lessened by mitigation measures adopted through project approval, including the Mitigation Monitoring and Reporting Plan for the EIR. Even with mitigation, however, the City Council recognizes that the implementation of the project carries with it unavoidable adverse environmental effects as identified in the EIR. The City Council specifically finds that to the extent the identified adverse or potentially adverse impacts for the project have not been mitigated to acceptable levels, there are specific economic, social, environmental, land use, and other considerations that support approval of the project.

III. Significant and Unavoidable Impacts

The following significant impacts would remain significant and unavoidable, notwithstanding the imposition of all feasible mitigation measures, as set forth below. No mitigation is feasible that would mitigate these impacts to a level of less than significant. The City has determined that the impacts identified below are acceptable because of overriding economic, social, or other considerations, as described in the Statement of Overriding Considerations.

Impact TR-2: The proposed project (Phase 1 or buildout) would cause the intersection of Allerton Avenue and East Grand Avenue to exceed LOS D operations during the PM peak hour, and the project would contribute more than 2 percent of the total traffic through the intersection.

Mitigation Measure MM-TR-2: Add a Traffic Signal and a Southbound Right-Turn Lane at the Intersection of Allerton Avenue and East Grand Avenue. The City of South San Francisco shall restripe the southbound approach on Allerton Avenue to provide a separate right-turn lane in addition to the existing left-through-right lane, and install a traffic signal at the intersection. The installation of a traffic signal is included in the East of 101 Area Traffic Impact Fee, but not the additional turn lane. The project's payment of East of 101 Traffic Impact Fees will represent the project's required contribution towards the traffic signal. The project shall contribute a proportionate share to the additional cost of improvements beyond the traffic signal.

Finding: Implementation of MM-TR-2 would result in removal of a portion of the Class II bicycle lanes on Allerton Avenue and thereby disrupt an existing bicycle facility, which would be significant relative to the bicycle and pedestrian impact criteria. Avoiding that impact would necessitate acquisition of right-of-way and removal of parking such that associated buildings would not be able to be occupied. The City has determined that MM-TR-2 is infeasible because it could have a detrimental economic effect on businesses due to lack of parking, and the funding for right-of-way acquisition is not assured. Additionally, a TDM program would be required to be prepared and implemented pursuant to City ordinance. However, it cannot be guaranteed that the required TDM program would reduce intersection traffic by the amount necessary to reduce the project's impact to a less-than-significant level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-3: Buildout of the proposed project (Phases 1 & 2) would contribute considerably to the significant cumulative impact at the intersection of Airport Boulevard and Grand Avenue during the AM peak hour.

Mitigation Measure C-TR-3: Add a Third Eastbound Lane on Grand Avenue at Airport Boulevard. The City of South San Francisco shall widen the eastbound approach on Grand Avenue to provide a third eastbound lane, with the approach striped as a shared left-through lane, a through lane and a right-turn lane.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-3. A TDM plan would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other

potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-4: Buildout of the proposed project (Phases 1 & 2) would contribute considerably to a significant cumulative impact the intersection of Dubuque Avenue and Grand Avenue during the PM peak hour.

Mitigation Measure MM-C-TR-4: *Adjust Signal Timing for Pedestrian Crossings at the intersection of Dubuque Avenue and Grand Avenue.* The City of South San Francisco shall adjust existing signal timings for pedestrian crossings for cumulative traffic demands to reduce vehicle delay.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-4. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-5: The proposed project (Phase 1 or buildout) would contribute considerably to a significant cumulative impact the intersection of East Grand Avenue and Grand Avenue Overcrossing during the PM peak hour.

Mitigation Measure MM-C-TR-5: *Add a Second Northbound Left-Turn Lane to the northbound approach on East Grand Avenue at the Grand Avenue Overcrossing.* The City of South San Francisco shall restripe the northbound approach on East Grand Avenue to provide a second left-turn lane, and implement curb and traffic signal modifications as required.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-5. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-6: The proposed project (Phase 1 or buildout) would contribute considerably to a significant cumulative impact at the intersection of Gateway Boulevard and East Grand Avenue during the PM peak hour.

Mitigation Measure MM-C-TR-6: Add a Westbound Right-Turn Lane and a Northbound Left-Turn Lane at the intersection of Gateway Boulevard and East Grand Avenue. The City of South San Francisco shall restripe or widen the westbound approach on East Grand Avenue to provide a separate right-turn lane in addition to the existing three through lanes and planned two left-turn lanes. Widen the northbound approach on Gateway Boulevard to provide a second left-turn lane.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-6. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-7: The proposed project (Phase 1 or buildout) would contribute considerably to a significant cumulative impact at the intersection of Harbor Way/Forbes Boulevard and East Grand Avenue in both the AM and PM peak hours.

Mitigation Measure MM-C-TR-7: Add a Fourth Westbound Through Lane on East Grand Avenue and Restripe Northbound and Southbound Approaches to the Intersection of Harbor Way/Forbes Boulevard/East Grand Avenue. The City of South San Francisco shall widen the westbound approach on East Grand Avenue at Harbor Way/Forbes Boulevard to provide a fourth through lane. Restripe southbound Forbes Boulevard from the planned improvements to provide one left-turn lane, two through lanes and one right-turn lane. Restripe northbound Harbor Boulevard from the planned improvements to provide two left-turn lanes, one through lane and one right-turn lane, with signal modifications as required.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-7. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other

potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-8: The proposed project (Phase 1 or buildout) would contribute considerably to a significant cumulative impact at the intersection of Littlefield Avenue and East Grand Avenue in the AM peak hour.

Mitigation Measure MM-C-TR-8: Add an Eastbound Through Lane to the Intersection of Littlefield Avenue/East Grand Avenue. The City of South San Francisco shall widen East Grand Avenue to provide a third eastbound through lane.

Finding: Implementation of MM-C-TR-8 would result in impacts to the existing bicycle lanes on East Grand Avenue and thereby would disrupt an existing bicycle facility, which would be significant relative to the bicycle and pedestrian impact criteria. Avoiding that impact would necessitate acquisition of right-of-way and removal of parking such that associated buildings would not be able to be occupied. The City has determined that MM-C-TR-8 is infeasible because it could have a detrimental economic effect on businesses due to lack of parking, and the funding for right-of-way acquisition is not assured. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-9: The proposed project (Phase 1 or buildout) would contribute considerably to a significant cumulative impact at the intersection of Allerton Avenue and East Grand Avenue in the PM peak hour.

Mitigation Measure MM-C-TR-9: Add a Westbound Through Lane and a Southbound Right-Turn Lane at the intersection of Allerton Avenue/East Grand Avenue. The City of South San Francisco shall widen East Grand Avenue to provide a third westbound through lane, and restripe the southbound approach on Allerton Avenue to provide a separate right-turn lane in addition to the existing left-through-right lane.

Finding: Implementation of MM-C-TR-9 result in remove removal of a portion of the Class II bicycle lanes on Allerton Avenue and could impact the existing bike lanes on East Grand Avenue and thereby would disrupt an existing bicycle facility, which would be significant relative to the bicycle and pedestrian impact criteria. Avoiding that impact would necessitate acquisition of right-of-way and removal of parking such that associated buildings would not be able to be occupied. The City has determined that MM-C-TR-9 is infeasible because it could have a detrimental economic effect on businesses due to lack of parking, and the funding for right-of-way acquisition is not assured. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-10: The proposed project at buildout (Phase 1 & 2) would contribute considerably to a significant cumulative impact at the intersection of Airport Boulevard/Produce Avenue/San Mateo Avenue in the PM peak hour.

Mitigation Measure MM-C-TR-10: Reconstruct the Southbound Approach on Airport Boulevard at San Mateo Avenue. The City of South San Francisco shall reconstruct

southbound Airport Boulevard at San Mateo Avenue to convert the right-turn lane to a shared through-right lane, so that the southbound approach provides one left-turn lane, two through lanes and a shared through-right lane, and implement curb and traffic signal modifications as required.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-10. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-11: The proposed project at buildout (Phase 1 & 2) would contribute considerably to a significant cumulative impact at the intersection of Gateway Boulevard/South Airport Boulevard/Mitchell Avenue in the PM peak hour.

Finding: The City has determined that no potentially feasible physical improvements have been identified that could mitigate this impact. While a TDM program would be required pursuant to City ordinance, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. The impact would remain significant and unavoidable.

Impact C-TR-12: The proposed project at buildout (Phase 1 & 2) would contribute considerably to a significant cumulative impact at the freeway ramp intersection of South Airport Boulevard and U.S. 101 Northbound Hook Ramps/Wondercolor Lane in the AM peak hour.

Finding: The City has determined that no potentially feasible physical improvements have been identified that could mitigate this impact. While a TDM program would be required pursuant to City ordinance, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. The impact would remain significant and unavoidable.

Impact C-TR-13: The proposed project at buildout (Phase 1 & 2) would contribute considerably to a significant cumulative impact at the intersection of South Airport Boulevard and Utah Avenue in the AM peak hour.

Mitigation Measure MM-C-TR-13: Restripe the Northbound Approach on South Airport Boulevard at Utah Avenue. The City of South San Francisco shall restripe northbound South Airport Boulevard at Utah Avenue to convert the rightmost through lane to a shared

through-right lane, so that the northbound approach provides one left-turn lane, one through lane, one shared through-right lane and one right-turn lane, and implement traffic signal modifications as required.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-13. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-15: The proposed project (Phase 1 or buildout) would add more than 1 percent of total traffic and therefore would contribute considerably to the significant cumulative impacts on the southbound left turn movement in the AM and PM peak hours and the westbound right-turn movement in the PM peak hour at the intersection of Airport Boulevard and Grand Avenue where the 95th percentile queues with future cumulative growth in 2040 would exceed the available storage length without the project.

Mitigation Measure MM-C-TR-15: *At the intersection of Airport Boulevard and Grand Avenue, widen Grand Avenue to provide a third eastbound approach lane at the intersection and adjust signal timing.* The City of South San Francisco shall widen Grand Avenue to provide a third lane on the eastbound approach (Mitigation Measure MM-C-TR-3) and adjust signal timing at the intersection of Airport Boulevard and Grand Avenue to reduce the 95th percentile queue length in the southbound left-turn lane and westbound right-turn lane.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-T-15. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-16: The proposed project (Phase 1 or buildout) would add more than 1 percent of total traffic and therefore would contribute considerably to the significant cumulative impacts on the eastbound and westbound through movements in the PM peak hour and westbound left turn movement in the AM and PM peak hours on East Grand

Avenue at Gateway Boulevard where the 95th percentile queues would exceed the available storage lengths during these peak hours without the proposed project.

Mitigation Measure MM-C-TR-16: Add a Westbound Right-Turn Lane and a Northbound Left-Turn Lane and Adjust Signal Timing at the Intersection of Gateway Boulevard and East Grand Avenue. The City of South San Francisco shall add a westbound right-turn lane on East Grand Avenue and a northbound left-turn lane on Gateway Boulevard, and adjust signal timing at the intersection of Gateway Boulevard with East Grand Avenue to reduce the 95th percentile queue length in the eastbound through lane and westbound left-turn lane.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-16. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-17: The proposed project (Phase 1 or buildout) would add more than 1 percent of total traffic and therefore would contribute considerably to the significant cumulative impact on the westbound left turn movement on Airport Boulevard at the intersection of Airport Boulevard/Produce Avenue where the 95th percentile queue would exceed the available storage length during the AM and PM peak hours in 2040 without the proposed project.

Mitigation Measure MM-C-TR-17: Adjust Signal Timing at the Intersection of Airport Boulevard/Produce Avenue and San Mateo Avenue/Airport Boulevard. The City of South San Francisco shall reconstruct the southbound approach on Airport Boulevard at San Mateo Avenue to convert the right-turn lane to a shared through-right lane, so that the southbound approach provides one left-turn lane, two through lanes and a shared through-right lane, and implement curb and traffic signal modifications and adjust signal timing at the intersection of Airport Boulevard and San Mateo Avenue to reduce the 95th percentile queue length in the westbound left-turn lane.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-17. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a

significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-18: The proposed project (Phase 1 or buildout) would add more than 1 percent of total traffic and therefore would contribute considerably to the significant cumulative impact on the eastbound left turn movement on the northbound U.S. 101 off-ramp at South Airport Boulevard/Wondercolor Lane where the 95th percentile queue would exceed the available storage length during the AM peak hour in 2040 without the proposed project.

Mitigation Measure MM-C-TR-18: Adjust Signal Timing at the Intersection of South Airport Boulevard and U.S. 101 Hook Ramps at Wondercolor Lane. The City of South San Francisco shall coordinate with Caltrans to adjust signal timing at the intersection of South Airport Boulevard and the U.S. 101 hook ramps at Wondercolor Lane.

Finding: The City is in the process of updating its Capital Improvement Program (CIP) and East of 101 Area Traffic Impact Fee (TIF). The City may consider including the improvements identified in this Mitigation Measure in the updated CIP and TIF. Until TIF and CIP updates are complete, however, the City does not have a mechanism for funding the improvements identified in this Mitigation Measure. Thus, the City cannot guarantee implementation of MM-C-TR-18. A TDM program would be required pursuant to City ordinance; however, it cannot be guaranteed that the TDM program would reduce intersection traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

Impact C-TR-19: The freeway segments serving the proposed project site would operate at unacceptable LOS F in the future with forecast development in 2040, resulting in a significant cumulative impact. The proposed project at buildout (Phases 1 & 2) would add more than 1 percent of total traffic to two freeway segments during the PM peak hour which would operate at LOS F under cumulative conditions without the project.

Finding: The City has determined that no potentially feasible improvements have been identified that could mitigate this impact. While a TDM program would be required pursuant to City ordinance, it cannot be guaranteed that the TDM program would reduce freeway traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. The impact would remain significant and unavoidable.

Impact C-TR-20: The proposed project (Phase 1 or buildout) would add more than 1 percent of total traffic and therefore would contribute considerably to the significant cumulative impact on the northbound U.S. 101 off-ramp at South Airport Boulevard/Wondercolor Lane where the volume would exceed the available capacity during the AM peak hour in 2040 without the proposed project.

Finding: The City has determined that no potentially feasible improvements have been identified that could mitigate this impact. While a TDM program would be required pursuant to City ordinance, it cannot be guaranteed that the TDM program would reduce freeway ramp traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. The impact would remain significant and unavoidable.

Impact C-TR-21: The proposed project (Phase 1 or buildout) would add traffic volumes which would cause total traffic to exceed capacity and therefore would contribute considerably to the significant cumulative impact on the southbound U.S. 101 on-ramp from Produce Avenue where the volume would not exceed the available capacity during the PM peak hour in 2040 without the proposed project.

Finding: The City has determined that, while a TDM program would be required pursuant to City ordinance, it cannot be guaranteed that the TDM program would reduce freeway ramp traffic by the amount necessary to reduce the project's contribution to a significant cumulative impact to a less-than-cumulatively considerable level. No other potentially feasible improvements have been identified that could mitigate this impact. The impact would remain significant and unavoidable.

IV. Less-Than-Significant Impacts with Mitigation

The Final EIR determined that the project has potentially significant environmental impacts in the areas discussed below. The Final EIR identified feasible mitigation measures to avoid or substantially reduce some or all of the environmental impacts in these areas. Based on the information and analyses set forth in the Final EIR, and the entirety of the Record before it, including without limitation the Mitigation Monitoring and Reporting Program and the Conditions of Approval, the City finds that for each of the following project impacts, changes or alterations have been required in, or incorporated into, the project which mitigate or avoid the significant effects on the environment. As described in further detail below and in the Final EIR, the following impacts will be less than significant with identified feasible mitigation measures.

Impact AQ:1: The proposed project would violate air quality standards or contribute substantially to an existing or projected air quality violation.

Mitigation Measure MM-AQ-1a: Off-road Equipment Standards and Construction Emissions Minimization Plan. Off-road equipment greater than 25 horsepower used during construction shall meet the Tier 4 Final off-road emission standards. Should the utilization of equipment meeting this standard prove to be technically infeasible, the construction contractor will select the lowest-emitting off-road equipment available. The construction contractor shall develop a Construction Emissions Minimization Plan (CEMP) which establishes the process used to select the lowest-emitting off-road equipment, specify the steps that will be taken to reduce emissions of criteria air pollutants and precursors, and provide analysis showing that NO_x emissions for the applicable construction phase would remain below 54 lb/day, where feasible. The CEMP will be submitted to the City's Planning Division and approved prior to utilizing off-road equipment greater than 25 horsepower that does not meet Tier 4 Final off-road emission standards.

Mitigation Measure MM-AQ-1b: Implement BAAQMD Basic Construction Mitigation Measures. BAAQMD Basic Construction Mitigation Measures are as follows:

- All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.
- All haul trucks transporting soil, sand, or other loose material off-site shall be covered.
- All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
- All vehicle speeds on unpaved roads shall be limited to 15 miles per hour.
- All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.
- Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.
- All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.
- Post a publicly visible sign with the telephone number and person to contact at the Lead Agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. The Air District's phone number shall also be visible to ensure compliance with applicable regulations.

Finding: With implementation of MM-AQ-1a and MM-AQ-1b, the project construction impacts related to criteria pollutant and precursor emissions would be reduced to a level of less than significant.

Impact AQ:2: The proposed project would not expose sensitive receptors to substantial pollutant concentrations.

Implement Mitigation Measure MM-TR-9, below.

Finding: With inclusion of Mitigation Measure MM-TR-9: Implement Transportation Demand Management measures listed in San Mateo County Congestion Management Program Appendix I, operation of the project would meet the screening criteria and impacts on sensitive receptors due to local CO concentrations would be less than significant.

Impact AQ:4: The proposed project would conflict with the BAAQMD's 2017 Clean Air Plan.

Implement Mitigation Measures MM-AQ-1a and MM-AQ-1b.

Finding: With implementation of MM-AQ-1a and MM-AQ-1b, all air quality effects resulting from the project construction and operation would be reduced to a level of less than significant. The project would be consistent with BAAQMD's 2017 Clean Air Plan

Impact C-AQ-1: The proposed project would make a cumulatively considerable contribution to significant cumulative impacts with respect to nonattainment pollutants, including ozone precursors impacts.

Implement Mitigation Measures MM-AQ-1a and MM-AQ-1b.

Finding: With implementation of MM-AQ-1a and MM-AQ-1b, the project construction impacts related to criteria pollutant and precursor emissions would be reduced to a level of less than significant and would make a less than cumulatively considerable contribution to significant cumulative air quality impacts from nonattainment pollutants.

Impact C- AQ-4: The proposed project would make a cumulatively considerable contribution to cumulative impacts to long term air pollution reduction goals of the BAAQMD's 2017 Clean Air Plan.

Implement Mitigation Measures MM-AQ-1a and MM-AQ-1b.

Finding: With implementation of MM-AQ-1a and MM-AQ-1b, all air quality effects resulting from the project construction and operation would be reduced to a level of less than significant and would make a less than cumulatively considerable contribution to significant cumulative air quality impacts. The project would be consistent with BAAQMD's 2017 Clean Air Plan.

Impact BI-1: The proposed project would have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations or by the California Department of Fish and Wildlife or U.S. Fish and Wildlife Service; and the proposed project would not interfere substantially with the movement of native resident or migratory wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites.

Mitigation Measure MM-BI-1a: Pre-construction Nesting Bird Surveys and Buffer Areas. Nesting birds and their nests shall be protected during construction by implementation of the following measures for each construction phase:

- a. To the extent feasible, conduct initial activities including, but not limited to, vegetation removal, tree trimming or removal, ground disturbance, building demolition, site grading, and other construction activities which may compromise breeding birds or the success of their nests outside of the nesting season (February 15 – September 15).
- b. If construction during the bird nesting season cannot be fully avoided, a qualified wildlife biologist* shall conduct a pre-construction nesting survey within 14 days prior to the start of construction or demolition at areas that have not been previously disturbed by project activities or after any construction breaks of 14 days or more. The survey shall be performed in suitable habitat within 100 feet of the applicable

construction phase area in order to locate any active nests of passerine species and within 300 feet of the applicable construction phase area to locate any active raptor (birds of prey) nests.

- c. If active nests are located during the preconstruction nesting bird survey, a qualified biologist shall evaluate if the schedule of construction activities could affect the active nests and if so, the following measures would apply:
 - i. If the qualified biologist determines that construction is not likely to affect the active nest, construction may proceed without restriction; however, a qualified biologist shall regularly monitor the nest at a frequency determined appropriate for the surrounding construction activity to confirm there is no adverse effect. Spot-check monitoring frequency would be determined on a nest-by-nest basis considering the particular construction activity, duration, proximity to the nest, and physical barriers which may screen activity from the nest.
 - ii. If it is determined that construction may affect the active nest, the qualified biologist shall establish a no-disturbance buffer around the nest(s) and all project work shall halt within the buffer until a qualified biologist determines the nest is no longer in use. Typically, these buffer distances are 100 feet for passerines and 300 feet for raptors; however, the buffers may be adjusted if an obstruction, such as a building, is within line-of-sight between the nest and construction.
 - iii. Modifying nest buffer distances, allowing certain construction activities within the buffer, and/or modifying construction methods in proximity to active nests shall be done at the discretion of the qualified biologist and in coordination with the Planning Division. Necessary actions to remove or relocate an active nest(s) shall be coordinated with the Planning Division in compliance with the California Fish and Game Code and other applicable laws.
 - iv. Any work that must occur within established no-disturbance buffers around active nests shall be monitored by a qualified biologist. If adverse effects in response to project work within the buffer are observed and could compromise the nest, work within the no-disturbance buffer(s) shall halt until the nest occupants have fledged.
 - v. Any birds that begin nesting within the project area and survey buffers amid construction activities are assumed to be habituated to construction-related or similar noise and disturbance levels, so exclusion zones around nests may be reduced or eliminated in these cases as determined by the qualified biologist in coordination with the Planning Division. Work may proceed around these active nests as long as the nests and their occupants are not directly impacted.
- d. In the event inactive nests are observed within or adjacent to the project site during construction at any time throughout the year, any removal or relocation of the inactive nests shall be at the discretion of the qualified biologist in coordination with the Planning Division and in compliance with the California Fish and Game Code and other applicable laws, as appropriate. Work may proceed around these inactive nests.

* Typical experience requirements for a “qualified biologist” include a minimum of 4 years of academic training and professional experience in biological sciences and related resource management activities, and a minimum of 2 years of experience conducting surveys for each species that may be present within the project area.

Mitigation Measure MM-BI-1b: Lighting Measures to Reduce Impacts on Birds. During design, a qualified biologist experienced with bird strikes and building/lighting design issues shall identify lighting-related measures to minimize the effects of the building's lighting on birds. Such measures, which may include the following and/or other measures, shall be incorporated into the building's design and operation:

- Use strobe or flashing lights in place of continuously burning lights for obstruction lighting. Use flashing white lights rather than continuous light, red light, or rotating beams.
- Install shields onto light sources not necessary for air traffic to direct light towards the ground.
- Extinguish all exterior lighting (i.e., rooftop floods, perimeter spots) not required for public safety.
- When interior or exterior lights must be left on at night, the operator of the buildings shall examine and adopt alternatives to bright, all-night, floor-wide lighting, which may include installing motion-sensitive lighting, using desk lamps and task lighting, reprogramming timers, or using lower-intensity lighting.
- Windows or window treatments that reduce transmission of light out of the building shall be implemented to the extent feasible.

Mitigation Measure MM-BI-1c: Building Design Measures to Minimize Bird Strike Risk. During design, a qualified biologist experienced with bird strikes and building/lighting design issues shall identify measures related to the external appearance of the building to minimize the risk of bird strikes. Such measures, which may include the following and/or other measures, shall be incorporated into the building's design.

- Minimize the extent of glazing.
- Use low-reflective glass and/or patterned or fritted glass.
- Use window films, mullions, blinds, or other internal or external features to “break up” reflective surfaces rather than having large, uninterrupted areas of surfaces that reflect, and thus to a bird may not appear noticeably different from, vegetation or the sky.

Mitigation Measure MM-BI-1d: Pre-construction Bat Survey for Roosting Bats and Roosting Habitat Abatement (Phase 2). Prior to Phase 2 building demolition or tree removal activities, no more than 2 weeks prior to the start of any such demolition or removal activities, a qualified bat biologist shall conduct a pre-construction survey to identify if bats are roosting within vacant buildings and trees located on the Phase 2 project site. If no roosting sites or bats are observed during the survey, no further mitigation is necessary.

If roosting bats or indications of bat roosts are observed within Phase 2 buildings or structures to be demolished, the qualified bat biologist shall be consulted to determine if bat roost replacement is required. If required, roost replacement shall be implemented before bat exclusion devices are installed on structures. Roost replacement, if required, will be implemented using suggested strategies such as those described in the Caltrans' report California Bat Mitigation Techniques, Solutions, and Effectiveness and will be based on species-specific roosting requirements.

If bat exclusion is required, a wildlife removal specialist under the guidance of the qualified bat biologist shall conduct humane bat exclusion using methods such as one-way doors and installing physical barriers to entry. To reduce potential effects on roosting bats, exclusion shall be conducted between September 1 and March 31, but will not occur during long periods of inclement or cold weather (as determined by the qualified bat biologist) when prey are not available or bats are in torpor. For Phase 2 building demolition, eviction shall be initiated by either opening the roosting area to allow air flow through the roost cavity or installing a one-way exclusion device (e.g., one-way door) to evict the bats. Following bat exclusion device installation, the qualified bat biologist shall conduct biweekly inspections of each excluded structure until the structure(s) is demolished to ensure that physical exclusion devices are maintained.

If roosting bats or indications of bat roosts are observed within Phase 2 project trees to be removed, tree removal shall be conducted between September 1 and March 31, but will not occur during long periods of inclement or cold weather (as determined by the qualified bat biologist) when prey are not available or bats are in torpor, to avoid impacts on maternal bat roosts. During Phase 2 tree removal and where potential bat roosts were identified, the qualified bat biologist shall be present and tree removal shall begin with portions of the tree that do not provide suitable roost habitat (e.g., low limbs lacking forage). Trees shall be removed at a speed in coordination with the on-site qualified bat biologist that allows any roosting bats to vacate the tree.

Finding: With implementation of Mitigation Measure MM-BI-1a, the proposed project would not interfere substantially with the movement of any native resident or migratory bird or other wildlife species or with established native resident or migratory bird or other wildlife corridors. Implementation of the building design and lighting measures presented in MM-BI-1b and MM-BI-1c would avoid and minimize impacts on migrating and foraging birds as a result of increased bird strikes. Implementation of the pre-construction survey and roosting habitat abatement measure presented in MM-BI-1d would avoid and minimize impacts on special-status and roosting bat species. With implementation of Mitigation Measures MM-BI-1a, MM-BI-1b, MM-BI-1c, and MM-BI-1d, impacts would be reduced to a level of less than significant.

Impact C-BI-1: The proposed project would result in a cumulatively considerable contribution to significant cumulative impacts on biological resources.

Implement Mitigation Measures MM-BI-1a, MM-BI-1b, MM-BI-1c, and MM-BI-1d.

Finding: With implementation of Mitigation Measure MM-BI-1a, the proposed project would not interfere substantially with the movement of any native resident or migratory bird or other wildlife species or with established native resident or migratory bird or other wildlife corridors. Implementation of the building design and lighting measures presented in MM-BI-1b and MM-BI-1c would avoid and minimize impacts on migrating and foraging birds as a result of increased bird strikes. Implementation of the pre-construction survey and roosting habitat abatement measure presented in MM-BI-1d would avoid and minimize impacts on special-status and roosting bat species. With implementation of Mitigation Measures MM-BI-1a, MM-BI-1b, MM-BI-1c, and MM-BI-1d, the project

would not result in a cumulatively considerable contribution to a significant cumulative impact on biological resources.

Impact CR-2: Construction activities for the proposed project would cause a substantial adverse change in the significance of archaeological resources, if such resources are present within the project site.

Mitigation Measure MM-CR-2a: Cultural Resources Worker Environmental Awareness Program (WEAP). A qualified archaeologist should conduct a WEAP training for all construction personnel on the project site prior to construction and ground-disturbing activities. The training should include basic information about the types of artifacts that might be encountered during construction activities, and procedures to follow in the event of a discovery. This training should be provided for any additional personnel added to the project even after the initiation of construction and ground disturbing activities.

Mitigation Measure MM-CR-2b: Cultural Resources Monitoring During Ground-Disturbing Activities. A qualified archaeologist shall monitor all ground-disturbing activities within native sediments within the project. This monitoring will continue for the duration of the project or until culturally sterile sediments are reached (e.g., bedrock). A qualified archaeologist may determine to decrease or increase monitoring efforts based on sediments observed, findings, or number of large ground disturbing machines in operation.

Mitigation Measure MM-CR-2c: Halt Construction Activity, Evaluate Find, and Implement Mitigation. In the event that previously unidentified paleontological, archaeological, historical, or tribal resources are uncovered during site preparation, excavation, or other construction activity, all such activity within 25 feet of the discovery shall cease until the resources have been evaluated by a qualified professional, and specific measures can be implemented to protect these resources in accordance with sections 21083.2 and 21084.1 of the California Public Resources Code. If the find is significant, the archaeologist will excavate the find in compliance with state law, keeping project delays to a minimum. If the qualified archaeologist determines the find is not significant then proper recordation and identification will ensue and the project will continue without delay.

Finding: With implementation of Mitigation Measures MM-CR-2a, MM-CR-2b, and MM-CR-2c, the impacts of the proposed project on archaeological resources would be reduced to a level of less than significant.

Impact CR-3: Construction activities for the proposed project would disturb human remains, including those interred outside of formal cemeteries, if such remains are present within the project site.

Mitigation Measure MM-CR-3: Halt Construction Activity, Evaluate Remains, and Take Appropriate Action in Coordination with Native American Heritage Commission. In the event that human remains are uncovered during site preparation, excavation, or other construction activity, all such activity within 25 feet of the discovery shall cease until the remains have been evaluated by the County Coroner, and appropriate action taken in

coordination with the NAHC, in accordance with section 7050.5 of the CHSC or, if the remains are Native American, section 5097.98 of the California Public Resources Code.

Finding: With implementation of Mitigation Measure MM-CR-3, the impacts of the proposed project associated with inadvertent discovery of human remains would be reduced to a level of less than significant.

Impact CR-4: Construction activities for the proposed project would cause a substantial adverse change in the significance of a tribal cultural resource, as defined in Public Resources Code Section 21074, if such resources are present within the project site.

Implement Mitigation Measures CR-2a, CR-2b, CR-2C and CR-3.

Finding: With implementation of Mitigation Measures MM-CR-2a, MM-CR-2b, MM-CR-2c, and MM-CR-3, the impacts of the proposed project on tribal cultural resources would be reduced to a level of less than significant.

Impact C-CR-1: The proposed project would make a cumulatively considerable contribution to a significant cumulative impact on historic or archaeological resources.

Implement Mitigation Measures CR-2a, CR-2b, CR-2C and CR-3.

Finding: With implementation of Mitigation Measures MM-CR-2a, MM-CR-2b, MM-CR-2c, and MM-CR-3, the proposed project would not result in a cumulatively considerable contribution to a significant cumulative impact on historic or archaeological resources.

Impact C-CR-2: The proposed project would make a cumulatively considerable contribution to a significant cumulative impact on tribal cultural resources.

Implement Mitigation Measures CR-2a, CR-2b, CR-2C and CR-3.

Finding: With implementation of Mitigation Measures MM-CR-2a, MM-CR-2b, MM-CR-2c, and MM-CR-3, the proposed project would not result in a cumulatively considerable contribution to a significant cumulative impact on tribal cultural resources.

Impact NO-1: Construction activities for the proposed project would not generate noise that would substantially increase temporary noise levels at uses in the vicinity of the site.

Mitigation Measure MM-NO-1: Construction Noise Minimization and Notification. In order to minimize disruption and potential annoyance during project construction, the project sponsor shall implement the following construction minimization and notifications measures:

- All construction equipment shall be equipped with mufflers and sound control devices (e.g., intake silencers and noise shrouds) that are in good condition and appropriate for the equipment.
- Maintain all construction equipment to minimize noise emissions.

- Stationary equipment shall be located on the site to maintain the greatest possible distance to the existing office buildings, where feasible.
- Unnecessary idling of internal combustion engines should be strictly prohibited.
- Provide advance notification to surrounding land uses disclosing the construction schedule, including the various types of activities that would be occurring throughout the duration of the construction period.
- The construction contractor shall provide the name and telephone number an onsite construction liaison. If construction noise is found to be intrusive to the community (complaints are received), the construction liaison shall investigate the source of the noise and require that reasonable measures be implemented to correct the problem.
- Schedule high noise-producing activities during times when they would be least likely to interfere with the noise sensitive activities of the neighboring land uses, when possible.

Finding: With implementation of Mitigation Measure MM-NO-1, impacts associated with increases temporary noise levels associated with construction activity would be identified, avoided, minimized, and thus reduced to a level of less than significant.

Impact NO-2: Construction of the proposed project would create a substantial temporary increase in groundborne vibration levels in the project vicinity above existing conditions

Mitigation Measure MM-NO-2: Groundborne Vibration Minimization and Avoidance. Prior to issuance of a permit for each construction phase, the project sponsor shall identify areas of potential building damage from construction vibration and determine the distance at which construction equipment would be used during implementation of the proposed project. For any equipment use that would be located near enough to a building to exceed the Caltrans/FTA building damage threshold of 0.5 in/sec, the project sponsor shall prepare a mitigation plan that provides a procedure for limiting vibration on potentially affected structures based on an assessment of each structure's ability to withstand the loads and displacements due to construction vibrations. The project sponsor shall also prepare and implement a compliance monitoring program to ensure construction vibrations near buildings do not exceed the threshold of 0.5 in/sec, and identify site-specific control measures in consideration of equipment location and processes including, but not limited to, the following examples.

- Operate earth-moving equipment on the work site as far away from existing buildings and human-occupied sites as possible.
- Avoid simultaneous operation of vibration-causing construction equipment for demolition, earth-moving, or ground-impacting activities within approximately 50 feet existing buildings, where possible.
- Avoid operation of vibratory rollers and packers within approximately 50 feet of existing buildings, where possible.

Finding: With implementation of Mitigation Measure MM-NO-2, impacts associated with groundborne vibration would be identified, avoided, minimized, and thus reduced to a level of less than significant.

Impact NO-3: Operation of the proposed project mechanical equipment would create a substantial permanent increase in ambient noise levels in the project vicinity above existing conditions.

Mitigation Measure MM-NO-3: Mechanical Equipment Noise Requirements. Analysis of noise from the project's mechanical equipment shall be conducted to determine if the equipment will exceed the maximum permissible L₅₀ sound levels 60 dB between 10 p.m. and 7 a.m. and 65 dB between 7 a.m. and 10 p.m. when measured at any receiving property as determined by Table 8.32.030 of the Municipal Code for C-1, P-C, Gateway, and Oyster Point Marina specific plan districts and what, if any, noise control measures must be included in the design to meet the City's requirements. Typical noise control measures include barriers, enclosures, silencers and acoustical louvers at vent openings. Prior to issuance of any building permits, the project applicant shall submit a report showing that noise levels calculated for project mechanical equipment will be no greater than maximum permissible sound levels provided in Municipal Code Chapter 8.32 and Table 8.32.030 on receiving properties.

Finding: With implementation of Mitigation Measure MM-NO-3, impacts associated with mechanical equipment noise from the proposed project at Phase 1 or project buildout would be reduced to a level of less than significant.

Impact C-NO-2: Construction of the proposed project would make a cumulatively considerable contribution to significant cumulative groundborne vibration impacts (i.e., that would substantially increase temporary vibration at uses in the vicinity of the site).

Implement Mitigation Measure MM-NO-2.

Finding: With implementation of Mitigation Measure MM-NO-2, the project would not result in a cumulatively considerable contribution to a significant cumulative impact associated with groundborne vibration.

Impact TR-1: The proposed project (Phase 1 or buildout) would cause the intersection of Littlefield Avenue and East Grand Avenue to exceed LOS D operations during the AM peak hour, and the project (Phase 1 or buildout) would contribute more than 2 percent of the total traffic through the intersection.

Mitigation Measure MM-TR-1: Add a Northbound Right-Turn Lane at the Intersection of Littlefield Avenue and East Grand Avenue. The City of South San Francisco shall restripe the northbound approach on Littlefield Avenue to provide a separate right-turn lane in addition to the existing left-through-right lane. The additional turn lane may require removal of on-street parking and/or acquisition of right-of-way along Littlefield Avenue approaching East Grand Avenue. This improvement is included in the East of 101 Area Traffic Impact Fee. Therefore, the project's payment of East of 101 Traffic Impact Fees will represent the project's required contribution towards this mitigation.

Finding: With implementation of Mitigation Measure MM-TR-1, the project would result in LOS D or better operations at this intersection, and the impact would be reduced to a level of less than significant.

Impact TR-3: The proposed project (Phase 1 or buildout) would contribute more than 2 percent of the total traffic through the intersection of Gateway Boulevard/South Airport Boulevard/Mitchell Avenue, which operates at LOS E during the PM peak hour without the project.

Mitigation Measure MM-TR-3: Widen and Restripe the Southbound, Eastbound and Westbound Approaches at the Intersection of Gateway Boulevard/South Airport Boulevard/Mitchell Avenue. The City of South San Francisco shall widen the southbound approach on Gateway Boulevard to provide a second right-turn lane, widen the eastbound approach on South Airport Boulevard to provide a second left-turn lane and replace the existing shared through-right lane with one through lane and a second right-turn lane, and widen the westbound approach on Mitchell Avenue to replace the existing shared through-right lane with three through lanes and a right-turn lane. This improvement is included in the East of 101 Area Traffic Impact Fee. Therefore, the project's payment of East of 101 Traffic Impact Fees will represent the project's required contribution towards this mitigation.

Finding: With implementation of Mitigation Measure MM-TR-3, the impact of the project at this intersection would be reduced to a level of less than significant.

Impact TR-5: The proposed project (Phase 1 or buildout) would add more than 1 percent of total traffic to the westbound left-turn movement on East Grand Avenue at Gateway Boulevard where the 95th percentile queue currently exceeds the available storage length during the AM and PM peak hours without the project.

Mitigation Measure MM-TR-5: Adjust Signal Timing at Gateway Boulevard and East Grand Avenue. The City of South San Francisco shall adjust signal timing at the intersection of Gateway Boulevard with East Grand Avenue to reduce the 95th percentile queue length in the westbound left-turn lane by the amount increased by the project. Improvements at this intersection are included in the East of 101 Area Traffic Impact Fee. Therefore, the project's payment of East of 101 Traffic Impact Fees will represent the project's required contribution towards this mitigation.

Finding: With implementation of Mitigation Measure MM-TR-5, the impact of the project at this intersection would be reduced to a level of less than significant.

Impact TR-6: The proposed project (Phase 1 or buildout) would add more than 1 percent of total traffic to the westbound left turn movement on Airport Boulevard at San Mateo Avenue/Produce Avenue where the 95th percentile queue currently exceeds the available storage length during the PM peak hour without the project.

Mitigation Measure MM-TR-6: Adjust Signal Timing at the intersection of Airport Boulevard/San Mateo Avenue/Produce Avenue. The City of South San Francisco shall adjust signal timing at the intersection of Airport Boulevard and San Mateo Avenue/Produce Avenue to reduce the 95th percentile queue length in the westbound left-turn lane by the amount increased by the project. Improvements at this intersection are included in the East of 101 Area Traffic Impact Fee. Therefore, the project's payment of

East of 101 Traffic Impact Fees will represent the project's required contribution towards this mitigation.

Finding: With implementation of Mitigation Measure MM-TR-6, the impact of the project at this intersection would be reduced to a level of less than significant.

Impact TR-7: The proposed project (Phase 1 or buildout) would cause the existing 95th percentile queue to exceed the available storage capacity in the AM peak hour at the southbound left-turn lane on Airport Boulevard at Grand Avenue.

Mitigation Measure MM-TR-7: Adjust Signal Timing at Airport Boulevard and Grand Avenue. The City of South San Francisco shall adjust signal timing at the intersection of Airport Boulevard with Grand Avenue to reduce the 95th percentile queue length in the southbound left-turn lane to be within the available 300 feet of storage length. Improvements at this intersection are included in the East of 101 Area Traffic Impact Fee. Therefore, the project's payment of East of 101 Traffic Impact Fees will represent the project's required contribution towards this mitigation.

Finding: With implementation of Mitigation Measure MM-TR-7, the impact of the project at this intersection would be reduced to a level of less than significant.

Impact TR-9: The proposed project (Phase 1 or buildout) would generate more than 100 peak hour vehicle trips, exceeding the threshold in the San Mateo County CMP.

Mitigation Measure MM-TR-9: Implement Transportation Demand Management measures listed in San Mateo County Congestion Management Program Appendix I. The project shall implement a TDM program consistent with the City's TDM ordinance and using trip credits in compliance with C/CAG's CMP sufficient to account for all net new peak hour trips.

Finding: With implementation of Mitigation Measure MM-TR-9, the impact would be reduced to a level of less than significant.

Impact TR-13: The proposed project (Phase 1 and buildout) may exceed the capacity of the existing shuttle services serving the East of 101 Area.

Mitigation Measure MM-TR-13: Expand local shuttle services. The project sponsor shall participate in Commute.org's Employer/Property Manager Consortium and contribute a fair share of funding as required to ensure that shuttle buses serving the project site can accommodate peak hour transit passengers added by the proposed project. If the Commute.org shuttles do not adequately meet commuter needs or ridership exceeds capacity as a result of the proposed project, the project sponsor shall explore options to enhance the Commute.org shuttle program or augment shuttle services with other shuttle providers or mobility solutions.

Finding: With implementation of Mitigation Measure MM-TR-13, the impact would be reduced to a level of less than significant.

Impact TR-14: The proposed project (Phase 1 or buildout) would add transit riders at bus stops without amenities.

Mitigation Measure MM-TR-14: Provide shuttle stop amenities for Phase 2. For Phase 2 buildout, the project sponsor shall coordinate with shuttle providers to install amenities for transit passengers including seating, shelters and signage at shuttle bus stops, as well as transit information for employees in the new and expanded structures. The project sponsor shall contribute its fair share to the cost of these amenities.

Finding: With implementation of Mitigation Measure MM-TR-14, the impact would be reduced to a level of less than significant.

V. Findings Regarding Alternatives

As stated above, Public Resources Code Section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects...”. The same statute states that the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of proposed projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.”

Where a lead agency has determined that, even after the adoption of all feasible mitigation measures, a project as proposed will still cause one or more significant environmental effects that cannot be substantially lessened or avoided, the agency must first determine whether, with respect to such impacts, there remain any project alternatives that are both environmentally superior and feasible within the meaning of CEQA, prior to approving the project as mitigated. Although an EIR must evaluate this range of potentially feasible alternatives, an alternative may ultimately be deemed by the lead agency to be “infeasible” if it fails to fully promote the lead agency’s underlying goals and objectives with respect to the project (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417). “[F]easibility’ under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, and technological factors” (*ibid.*; see also *Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715). Thus, even if a project alternative will avoid or substantially lessen any of the significant environmental effects of the project, the decision-makers may reject the alternative if they determine that specific considerations make the alternative infeasible.

Chapter 5 of the Draft EIR presents and evaluates a reasonable range of alternatives to the project. These alternatives are:

- Alternative A: No Project Alternative
- Alternative B: Reduced Development Alternative

The City Council finds that a good faith effort was made to evaluate all feasible alternatives in the EIR that are reasonable alternatives to the project and could feasibly obtain the basic objectives of the project, even when the alternatives might impede the attainment of the project objectives and might be more costly. As a result, the scope of alternatives analyzed in the EIR is not unduly

limited or narrow. The City Council also finds that all reasonable alternatives were reviewed, analyzed, and discussed in the review process of the EIR and the ultimate decision on the project. (See Draft EIR, Chapter 5.)

A. *No Project Alternative*

As required by CEQA, Alternative A is a “no project” alternative that assumes the existing land uses and site conditions at the project site would not change. The existing seven buildings on the project site would remain along with existing ingress and egress points and surface parking. The project site would not be rezoned to BTP and the FAR would remain 0.4 or 1.0 for the various parcels. The No Project Alternative would not preclude potential future development of the project site with a range of land uses that are permitted at the project site.

This alternative satisfies the CEQA requirement to evaluate a “No Project” alternative, which means “the existing conditions, as well as what would reasonably be expected to occur in the foreseeable future if the project were not approved, based on current plans and consistent with available infrastructure and community services” (CEQA Guidelines, §15126.6(e)(2)).

Impacts: Under the No Project Alternative, the impacts associated with the proposed project would not occur. Development and growth would continue in the vicinity of the project site as reasonably foreseeable future projects are approved, constructed, and occupied. These projects could contribute to cumulative impacts in the vicinity; however, under the No Project Alternative, land use activity on the project site would not contribute to these cumulative impacts beyond existing levels.

Finding: The No Project Alternative would not be a feasible alternative as it would not meet any of the basic project objectives.

B. *Reduced Development Alternative*

Alternative B, the Reduced Development Alternative, would comply with the existing City zoning code and regulations established for this site. The existing light industrial uses and associated parking on seven parcels (101, 151, and 201 Haskins Way; 410 and 430 East Grand Avenue; 451 East Jamie Court; and one parcel with no address [APN 015-102-290]) would be removed, new office/R&D use would be constructed on those seven parcels, and the existing office/R&D use on one parcel (400-450 East Jamie Court) would be expanded. The 201 Haskins Way Building would be constructed (Phase 1), as would the conceptual East Grand Building development at project buildout (Phase 2), with reduced density and lower heights (three stories, as compared to five stories under the proposed project conceptual Phase 2 development plan). Under existing zoning, the Mixed Industrial district provides a new office/R&D development potential of 0.4 FAR, or up to 0.6 FAR with development and implementation of a Transportation Demand Management (TDM) Plan and design and green building standards, subject to approval of a Conditional Use Permit (CUP). Under the Reduced Development Alternative, approximately 193,459 square feet of office/R&D use would be constructed during Phase 1 development, and approximately 231,418 square feet of office/R&D use would be constructed during Phase 2 development.

The Reduced Development Alternative would only attain the project objectives to a lesser or partial extent.

Impacts: The Reduced Development Alternative would reduce impacts related to vehicle trips and, to some degree, construction-period impacts, such as air quality emissions, traffic, and noise. The Reduced Development Alternative would also avoid significant and unavoidable impacts due to the reduced number of vehicle trips for Impact C-TR-3, Impact C-TR-5 (Phase 1 only), Impact C-TR-10 (buildout), Impact C-TR-11 (buildout), Impact C-TR-12 (buildout), Impact C-TR-13 (buildout), Impact C-TR-19 (buildout), and Impact C-TR-20 (Phase 1 only). However, the Reduced Development Alternative would not result in the avoidance or lessening of any other significant and unavoidable impacts to a level of less than significant (Impacts TR-2, C-TR-4, C-TR-5 [buildout only], C-TR-6, C-TR-7, C-TR-8, C-TR-9, C-TR-15, C-TR-16, C-TR-17, C-TR-18, C-TR-20 [buildout only], and C-TR-21).

Finding: The Reduced Development Alternative would provide less office/R&D development than the proposed project (459,514 gross sq. ft. with the alternative, compared to 677,600 gross sq. ft. with the proposed project), and would not maximize the opportunity to increase office/R&D uses in an area designated for the promotion of new biotechnology and research and development. Due to the reduced allowable development under Alternative B, it would not result in the degree of positive fiscal impact on the City through the creation of jobs, enhancement of property values, and generation of property tax and other development fees. The Reduced Development Alternative would only attain the project objectives to a lesser or partial extent, and the City Council finds the Reduced Development Alternative to be infeasible with respect to the project because this alternative fails to fully promote the City's underlying goals and objectives to further the City's policies of developing the East of 101 Area and expand its potential for office/R&D use.

C. *Environmentally Superior Alternative*

CEQA Guidelines require that an environmentally superior alternative to the proposed project be selected. CEQA Guidelines also note "if the environmentally superior alternative is the 'no project' alternative, the EIR shall also identify an environmentally superior alternative among the other alternatives" (CEQA Guidelines §15126.6(e)(2)). In general, the environmentally superior alternative minimizes adverse impacts to the environment, while still achieving the basic project objectives. Identification of the environmentally superior alternative is an informational procedure and the alternative selected may not be the alternative that best meets the goals or needs of the City.

Alternative A, the No Project Alternative, would not result in any change to existing environmental conditions.

Alternative B, the Reduced Development Alternative, would result in an overall reduction of impacts identified for the proposed project and, as such, is the environmentally superior alternative to the proposed project. Alternative B would reduce the overall of office/R&D land use square footage by 218,086 square feet and as such, it would result in lower trip generation than the proposed project and reduced transportation and circulation impacts. Due to the reduced number of vehicle trips, Alternative B's contribution to eight significant cumulative impacts (cumulatively considerable under the proposed project) would be reduced to a level of less than significant. Buildout under the Reduced Development Alternative would result in one significant and unavoidable project-level traffic impact. Similar to the proposed project, the contribution of

Alternative B to 12 cumulative traffic impacts would remain cumulatively considerable and significant and unavoidable.

VI. Statement of Overriding Considerations

Pursuant to Public Resources Code §21081 and CEQA Guidelines §15093, the City Council of the City of South San Francisco adopts this Statement of Overriding Considerations for those impacts identified as significant and unavoidable in the 201 Haskins Way Project EIR (SCH No. 2018042047; Certified March 13, 2019 by Resolution No. [REDACTED]), as further identified and described in Section III of these Findings. The City Council has carefully considered each impact, has adopted all feasible mitigation measures, and has balanced the economic, legal, social, technological, and other benefits of the Project against the significant and unavoidable impact associated with the project. The City Council has also examined potentially feasible alternatives to the project, none of which would both meet most of the project objectives and result in substantial reduction or avoidance of the Project's significant and unavoidable impacts. The City Council hereby adopts and makes the following Statement of Overriding Considerations regarding the significant and unavoidable impact of the project and the anticipated economic, legal, social, technological, and other benefits of the project.

- The project will expand the office/R&D use potential, a high priority land use in the City, in the East of 101 Area and in proximity to similar uses, consistent with the General Plan designation of the site, and General Plan goals and policies.
- The project will allow for the future development of up to 677,600 sq. ft. of Business Technology Park office/R&D use by redeveloping underutilized parcels within the Project site at a higher density to take advantage of opportunity in the East of 101 Area.
- The Project supports the City's ongoing development of the East of 101 Area into a nationally recognized biotechnology and R&D center that will attract other life science uses.
- The project is expected to provide for and generate substantial revenues for the City in the form of one-time and annual fees, taxes, exactions and other fiscal benefits.
- The project will create a unified office/R&D campus that provides employee-serving commercial and amenity space and San Francisco Bay Trail access.
- The project will support local and regional sustainability goals by expanding the employment base and providing quality jobs for the City.
- The project will enhance the visual quality of development around the Bay shoreline and take advantage of the attractive setting it provides.
- The project is designed to take advantage of and promote the use of public transit by adopting a TDM Plan that provides incentives for use of alternative modes of transportation other than single-occupancy vehicles trips, as is consistent with the City's TDM Ordinance. The TDM Plan will also provide technological solutions (such as low or zero emission vehicles) and seek to eliminate trips (e.g., via telecommute options).
- The project will enhance vehicular, bicycle, and pedestrian circulation and access in the area surrounding the project site.
- Project components—including the building, amenities, open space, and landscaping—have been designed with sustainability as a priority, and the project will also comply with the Climate Action Plan.

The City Council hereby finds that the foregoing specific economic, legal, social, technological, or other benefits of the Project outweigh the unavoidable adverse environmental effects, and the adverse environmental effects are considered “acceptable”.