GOP 5

Addendum To
475 ECCLES EIR
(SCH2012082101)

July 21, 2020

INTRODUCTION AND OVERVIEW

The City of South San Francisco approved the 475 Eccles Avenue project in 2016 ("2016 Project"). The 2016 Project proposes two buildings that together would comprise 262,287 square feet, a five-level parking structure and limited surface parking.

The applicant, BMR-475 Eccles Avenue LLC ("BMR"), now seeks to modify the 2016 Project to update the design of the buildings and site to complement the Gateway of Pacific (GOP) Master Plan project, which includes phases 1, 2, 3 and 4 of the Gateway of Pacific campus, to the west. BMR also seeks to expand the Project site from 6.1 acres to 8.9 acres by including the site of some former rail spurs that currently separate the GOP Master Plan project and 475 Eccles. The rail spurs will be improved with pedestrian and bicycle connections, resulting in a development that will operate as a coordinated R&D campus with interconnected pedestrian and bicycle paths, reflecting high quality architecture and design. The modifications to the 475 Eccles Project do not include any increase in building square footage. The modified 475 Eccles Project, which now includes both 475 Eccles and the site of the former rail spurs, is referred to as Phase 5 of the Gateway of Pacific campus, or the "GOP 5 Project." The applications for the GOP 5 Project are being processed concurrently with those for the GOP 4 project. See the project description attached as Exhibit C for more detail regarding the GOP 4 and GOP 5 projects.

This Addendum analyzes whether additional review of the environmental impacts associated with modification of the 2016 Project is required by CEQA. The City certified an Environmental Impact Report (State Clearinghouse No. 2012082101; "EIR") for the 2016 Project in Resolution 93-2016, adopted on July 27, 2016. The EIR evaluated the environmental impacts of redevelopment of approximately 6.1 acres of land located at 475 Eccles Boulevard into a research and development complex. In Resolution 94-2016, the City Council approved a Use Permit, Alternative Landscape Plan, Design Review and Transportation Demand Management Plan for development of up to 262,287 square feet of research and development uses, with associated structured parking. In Ordinance 1522-2016, the City Council approved a Development Agreement with the landowner and developer, BMR-475 Eccles Avenue LLC.

This Addendum analyzes the GOP 5 Project as a modified 2016 Project and evaluates whether preparation of a Supplemental or Subsequent EIR or Negative Declaration is required in light of the proposals and surrounding circumstances. Because the GOP 5

Project only modifies the previously-approved 2016 Project, the scope of the current review is limited to a review of the modifications, and CEQA review is correspondingly limited. Specifically, in accordance with Public Resources Code § 21166 and CEQA Guidelines § 15162, this Addendum evaluates whether any of the following triggers necessitating preparation of supplemental environmental review are present:

> (1) Substantial changes are proposed in the project which will require major revisions of the previous EIR or negative declaration due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects;
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> (2) Substantial changes occur with respect to the circumstances under which the project is undertaken which will require major revisions of the previous EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; or
>
> (3) New information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time the previous EIR was certified as complete or the Negative Declaration was adopted, shows any of the following:
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> (A) The project will have one or more significant effects not discussed in the previous EIR or negative declaration;
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> (B) Significant effects previously examined will be substantially more severe than shown in the previous EIR;
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> (C) Mitigation measures or alternatives previously found not to be feasible would in fact be feasible, and would substantially reduce one or more significant effects of the project, but the project proponents decline to adopt the mitigation measure or alternative; or
>
> (D) Mitigation measures or alternatives which are considerably different from those analyzed in the previous EIR would substantially reduce one or more significant effects on the environment, but the project proponents decline to adopt the mitigation measure or alternative.

As documented more fully below, approval and implementation of the GOP 5 Project does not involve any of the changes or significant new information contemplated in Public Resources Code § 21166 or CEQA Guidelines § 15162. Thus, in accordance with CEQA Guidelines § 15164, an addendum is the appropriate environmental document and no supplemental environmental review is required or appropriate. This

Addendum concludes that the implementation of the GOP 5 Project will not cause significant new impacts, will not trigger any new or more severe significant impacts than were identified for the 2016 Project, and that no significant information has come to light since the Project approvals were issued in 2016 that shows new or more severe significant impacts. No changes to impact conclusions, mitigation measures, evaluation of alternatives, or overriding considerations are necessary or appropriate.

ENVIRONMENTAL ANALYSIS

The environmental impacts discussed and analyzed below include impacts specific to the GOP 5 Project, the 2016 Project, and cumulative impacts. Cumulative impacts include the impacts of the adjacent GOP Phase 4 precise plan project. This Addendum addresses the impacts of the GOP 5 Project, and analyzes whether it would trigger any changes to the conclusions in the Resolution 93-2016 certifying the EIR as adequate for approval of the 2016 Project.

The 2016 Project and the GOP 5 Project are subject to numerous requirements. The City imposed mitigation measures on the 2016 Project, as set forth in the Mitigation Monitoring and Reporting Program previously adopted for the 2016 Project. In addition, the EIR references "Environmental Measures Incorporated Into the Project" starting on page 2-11 of Appendix A to the Draft EIR and starting on page 14 of Chapter 2 of the Final EIR, which would be implemented as part of the Project. The City also imposed conditions of approval in connection with the 2016 Project. This Addendum refers to all these as "requirements." All these requirements, except those that apply to the demolition activity that has already occurred, are applicable to GOP 5 Project.

Aesthetics.

The proposed development for the GOP 5 Project includes construction of R&D/Office buildings as contemplated by the 2016 Project. The development conforms to the height assumptions and generally implements the design, lighting and other standards of the 2016 Project. However, the aesthetic qualities of the GOP 5 Project have been improved by bringing the design up to current standards and upgrading it to be compatible with the GOP Master Plan project to the west. The expansion of the Project Site to include the site of the former rail spurs, and install pedestrian and bicycle amenities, will further improve the visual experience and achieve compatibility with the adjacent GOP Master Plan project. Views of the GOP 5 Project site are otherwise anticipated to include only development that was existing or generally contemplated when the 2016 Project was approved, such that the aesthetic compatibility of the 2016 Project with its surrounding areas has not changed. No significant new information has arisen. Accordingly, no new or more severe significant impacts to aesthetics are anticipated beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Agricultural Resources.

The GOP 5 Project site does not include any agricultural resources. There has been no change in agricultural status since 2016. Thus, no additional review is required for approval of GOP 5 Project.

Air Quality.

The GOP 5 Project is subject to numerous air quality-related requirements imposed by the City, and by the Bay Area Air Quality Management District. These requirements will apply to the rail spur areas that are now proposed to be included in the GOP 5 Project. The GOP 5 Project also will comply with the assumptions and recommendations of the 2015 Health Risk Assessment attached to the Final EIR, or, pursuant to that HRA ,will demonstrate that use of different (i.e., more current) construction practices and disturbance of the rail spur areas will result in at least the same level of environmental protection. The conditions of approval recommended by staff for the GOP 5 Project propose to clarify and confirm this requirement, which requires the developer to provide the City with an HRA prior to any subsequent demolition or construction.

There have been no changes or new information since 2016 that would alter the conclusions regarding air quality impacts that were adopted in 2016. In addition, technological and industry advancements have resulted in more efficient engines emitting fewer constituents, and additional dust control measures. Consequently, no new or more severe significant impacts to air quality are anticipated beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Biological Resources.

The GOP 5 Project occupies a site that was developed with R&D/office uses and railroad spurs for decades and does not provide habitat of high biological value. The EIR concludes that the 2016 Project Site has very little to no habitat value, and is not located on ecologically sensitive lands. There is one protected tree on a rail spur parcel, which will be subject to the City's tree ordinance, ensuring no new impacts. The GOP 5 Project will implement the protections granted by the California Fish and Game Code to nesting birds by implementing standard pre-construction surveys. The GOP 5 Project also includes protections for any bats that might roost in the protected tree by proposing to leave felled limbs (if any) on the ground for at least 24 hours prior to removal. The rail spurs have little to no other habitat value.

There has been no substantial change in information or the circumstances regarding the GOP 5 Project Site or the surrounding East of 101 area since the EIR was adopted that would affect biological resources. Construction of the nearby Gateway Master Plan project did not encounter any previously-unknown biological resources. No new or more severe significant impacts to biological resources are anticipated for the GOP 5 Project beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Cultural Resources.

The GOP 5 Project site includes fill imported from unknown locations, and has already been extensively disturbed for development. The EIR concluded that the 2016 Project site contains no cultural or historic resources. Some grading was undertaken to install retaining walls in the rail spurs in connection with the GOP Master Plan project, during which contractors complied with the GOP Master Plan EIR mitigation measures requiring them to look for cultural resources, but none were found.

There has been no substantial change to the circumstances surrounding the 2016 Project site since the 2016 Project was approved. Construction of nearby GOP Phases 1, 2 and 3 did not uncover any previously unknown significant cultural resources. In addition, construction in the surrounding East of 101 area has not revealed any significant finds that would affect the EIR's analysis. No new or more severe significant impacts to cultural impacts are anticipated beyond those anticipated and evaluated in the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Geology and Soils.

The EIR concluded that there are no active faults underlying the 2016 Project site and the nearest one is the San Andreas Fault, located about 3.4 miles southwest. The GOP 5 Project, including the rail spurs, is subject to requirements requiring preparation of a geotechnical report, which is designed to protect against any remaining risk of seismic shaking, landslide or soil erosion. These measures will help ensure that impacts are less than significant.

There has been no substantial change in surrounding circumstances or new information since the EIR was adopted. No new or more severe significant impacts are anticipated beyond those anticipated under the 2016 Project. In addition, the California Supreme Court made clear, in *California Building Industry Assn. v. Bay Area Air Quality Management Dist*., 62 Cal.4th 369 (2015), that the impacts of existing soil conditions on a project are not within the purview of CEQA. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Greenhouse Gases and Climate Change.

The EIR concluded that greenhouse gas emissions of the 2016 Project would be less that significant. The GOP 5 Project proposes the same amount of development as the 2016 Project, with the addition of pedestrian and bicycle connections that are likely to help reduce GHG emissions even further. There has been no substantial change in surrounding circumstances, and no significant new information, that could not have been known then. No new or more severe significant impacts are anticipated beyond those anticipated and analyzed under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Hazards and Hazardous Materials.

The Project site formerly hosted many industrial and R&D uses that involved hazardous materials, and rail spurs. The GOP 5 Project will include the hazardous materials remediation measures as set forth in Table 3-2 of the Final EIR. No unexpected hazardous materials were encountered during excavation for the adjacent GOP project.

No significant new information or change in circumstances has been revealed since the 2016 Project was approved. No new or more severe significant impacts from hazards and hazardous materials are anticipated beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Hydrology and Water Quality.

The EIR concludes that impacts will be less than significant because the Project is subject to requirements for a Stormwater Pollution Prevention Plan, implementation of Low Impact Development measures (LIDs) and Best Management Practices (BMPs). The Project is required to comply with NPDES and SWPPP measures and mandates to treat all stormwater runoff. The GOP 5 Project remains subject to these requirements. Runoff from the path proposed for the rail spurs will be directed into the landscape areas within that area. There are no unusual circumstances relevant to stormwater management or water quality at the GOP 5 Project site.

No significant new information or substantial change in surrounding circumstances has been discovered since approval of the 2016 Project that would create new or more severe significant impacts related to hydrology or water quality. Accordingly, no new or more severe significant impacts to hydrology or water quality are anticipated beyond those anticipated and analyzed under the 2016 Project and EIR. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Land Use, Population and Growth Inducement.

The 2016 approvals determined that the 2016 Project would not create significant land use, population or growth inducement impacts, as it would implement prior city plans for R&D/office development in the area. The amount and type of R&D development proposed by the GOP 5 Project is the same. There have been no substantial land use changes or significant new information since approval of the 2016 Project. No new or more severe significant impacts are anticipated to land use, population and growth inducement beyond those anticipated and analyzed under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Mineral Resources.

The 2016 Project site does not include any mineral resources. The EIR for the GOP Master Plan project likewise confirmed that there are no mineral resources in the area. This circumstance has not changed. Some grading undertaken to install retaining walls in the rail spurs in connection with the GOP Master Plan project did not reveal any unknown mineral resources. Thus, no additional review of mineral resources is required for approval of the GOP 5 Project.

Noise.

The EIR concluded that noise impacts would be less than significant due to the City's construction noise ordinance, the fact that the site is located in an industrial neighborhood that is not noise-sensitive, and the fact that most operational activities would be conducted indoors. The GOP 5 Project retains these characteristics. There have been no substantial changes to the noise aspects of the surrounding area, and no significant new information has been developed since approval of the 2016 Project. No new or more severe significant impacts are anticipated beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Public Services and Recreation.

The public service and recreation impacts of the 2016 Project were found to be less than significant as the Project would not exceed the development and growth assumptions in the City's General Plan. That remains the case for the GOP 5 Project.

There has been no substantial change in surrounding circumstances, or development of significant new information, relating to public services or recreation since approval of the 2016 Project. No new or more severe significant impacts are anticipated beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Transportation and Circulation.

The GOP 5 Project will not change the allowed amount of square footage or the type of land uses contemplated under the 2016 Project, except that the GOP 5 Project will add pedestrian and bicycle connections that could reduce traffic. Accordingly, there are no project changes that would necessitate any changes in projected trip generation or the length of trips. The GOP 5 Project also remains subject to the traffic mitigation measures imposed upon the 2016 Project, and is required to have a Transportation Demand Management Program pursuant to the applicable zoning development standards. The number of trips the GOP 5 Project is expected to contribute to surrounding intersections and road segments remains the same. To the extent that additional development has occurred (or been approved or planned) since approval of the 2016 Project, and that additional development has or will generate an increase in projected cumulative impacts, the contribution of the GOP 5 Project is anticipated to

represent a smaller percentage of the projected traffic at such impacted locations than was anticipated in 2016.

There has been no substantial change in surrounding circumstances, or development of significant new information relating to traffic impacts since 2016. No new or more severe significant impacts are anticipated beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

Utilities.

The EIR concluded the 2016 Project would have less than significant impacts on utilities and that existing capacity is sufficient to accommodate the 2016 Project. The GOP 5 Project does not propose any greater demand upon public utilities. The only exception is that the GOP 5 Project may include lighting along the pedestrian and bicycle connections that are proposed for the rail spurs, and some irrigation for landscaping, but this demand is expected to be de minimis.

There has been no substantial change in surrounding circumstances, or development of significant new information, relating to utilities since approval of the EIR. The City has monitored and kept pace with the expansion of utilities for new development projects. Construction of the GOP 5 Project will be more energy efficient than anticipated in 2016 due to imposition of stricter requirements of Title 24 of the California Code of Regulations. No new or more severe significant impacts to utilities are anticipated beyond those anticipated under the 2016 Project. Thus, in accordance with CEQA Guidelines §§ 15162 and 15164, no additional environmental review is required.

CONCLUSION

The GOP 5 Project implements the development contemplated under the previously-approved 2016 Project; it does not make any changes to the amount of development allowed by the 2016 Project. It instead adds pedestrian and bicycle connections along the rail spur parcels, and adds precise details to the conceptual development plan outlined in the 2016 Project. The City determined that the EIR is adequate to evaluate and mitigate the impacts of the 2016 Project. The GOP 5 Project would not result in new or more severe significant impacts than were previously identified for the 2016 Project. There is no substantial evidence of changes in circumstances, or significant new information that could not have been known when the 2016 Project was approved, that would cause any new or more severe environmental impacts. There are no changes or new information that would affect the analysis of alternatives. The 2016 Project is still subject to the Mitigation Monitoring and Reporting Program and is still expected to produce the benefits, which override the identified significant and unavoidable impacts. Accordingly, no change in impact conclusions, environmental findings, mitigation measures, or the statement of overriding considerations is warranted and no further environmental review is required pursuant to CEQA Guidelines §§ 15162 and 15164.

Attachments:

A 2016 CEQA Findings
B 2016 Mitigation, Monitoring and Reporting Program (MMRP)
C Project Description (which also includes the adjacent GOP Phase 4 project)

Exhibit A
2016 CEQA Findings

I. Introduction

The 475 Eccles Avenue R&D Project ("Project") consists of the development of an approximately 6.1 acre Office/Research & Development (R&D) business park, located at 475 Eccles Avenue in South San Francisco, San Mateo County, California. The proposed project consists of the construction of an office/R&D development at an FAR of 1.0 with up to a total of 262,287 square feet and a four story parking structure.

The objectives of the project are as follows:

- Encourage redevelopment and intensification of development to accommodate land uses such as Research & Development.
- Encourage opportunities for the continued evolution of the City's economy, from manufacturing and warehousing/distribution to high technology and biotechnology.
- Promote small business incubation.
- Encourage the creation of a campus environment in the East of 101 area that targets and accommodates the biotech/R&D industry.
- Promote campus-style biotechnology uses.
- Maximize building heights in the East of 101 area.
- Encourage the use of Transportation Demand Management measures designed to achieve environmental goals by permitting an increased Floor Area Ratio when such measures are included in a project.
- Maximize opportunities for strong and sustainable economic growth that results in high quality jobs, in a manner that respects the environment by redeveloping an infill site that is close to major arterials and existing utilities.
- Feasibly support the provision of environmental enhancements that exceed standard building requirements, such as qualifying for LEED certification.

The California Environmental Quality Act, Public Resources Code Section 21000 et seq. ("CEQA"), 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") has been completed which 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, Section 15367, the City of South San Francisco ("City") hereby adopts the following CEQA findings relating to the 475 Eccles Avenue R&D Project environmental review documents, including the 2012 Draft Environmental Impact Report ("Draft EIR") and the Final Environmental Impact Report ("Final EIR") certified by the City on _____, 2016. The Draft EIR and the Final EIR are collectively referred to herein as the "EIR".

II. General Findings

The EIR was prepared in accordance with CEQA, Public Resources Code sections 21000-21178, and the CEQA Guidelines, California Code of Regulations, title 14, sections 15000-15387, 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." Section 21002 goes on to state that "in the event [that] 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."

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 Environmental Impact Report is required. (See Pub. 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 Section 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 Section 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. (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 Pub. 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 recognized 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 not be mitigated to a less-than-significant level, even with the implementation of the identified mitigation measures. No mitigation is feasible that would mitigate these impacts to a less-than-significant level. 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 presented below.

Impact 9.B: The Project would increase year 2015 AM peak hour without Project traffic volumes by 2.3 percent at the U.S. 101 Southbound Off-Ramp (Flyover) diverge to the Oyster Point Boulevard/Gateway Boulevard Intersection. The Project would increase off-ramp volumes from 1,762 up to 1,803 vehicles with 2015 without Project volumes already exceeding the 1,500 vehicles per hour diverge capacity limit.

Finding: No mitigation is available. City Public Works staff has determined that providing the necessary mitigation to provide a second U.S. 101 Southbound Off- Ramp lane connection to the U.S. 101 freeway mainline would not be feasible due to the limited distance between the flyover off-ramp diverge and the southbound off-ramp diverge to Airport Boulevard..

Impact 13.A: The Project would increase the frequency of backups extending to the freeway mainline at the U.S. 101 Southbound Off-Ramp to Oyster Point Boulevard/Gateway Boulevard Intersection during the AM Peak Hour. The Project would increase volumes at this off-ramp by 1.4 percent compared to Year 2035 without Project volumes. Traffic would backup to the freeway mainline more frequently.

Finding: In light of economic, environmental, and technological concerns, there are no other mitigation measures considered feasible by South San Francisco Public Works staff that would reduce 95th percentile off-ramp queuing within available storage beyond those recommended for 2035 unacceptable surface street queuing (**Mitigation Measure 12.A**). Additional measures would potentially include widening Oyster Point Boulevard an additional two to four lanes between Veterans Boulevard and Sister Cities Boulevard (through the Oyster Point Boulevard interchange) as well as widening the U.S. 101 Southbound Off-Ramp by an additional lane on its approach to Oyster Point Boulevard. Widening Oyster Point Boulevard through part of the interchange area would be infeasible due to the limitations imposed by the location of the support columns for the southbound flyover off-ramp. Oyster Point Boulevard and off-ramp widening would also require expansion of bridge structures, which would be prohibitively expensive. Provision of additional lanes would require acquisition of additional righty-of-way along Oyster Point Boulevard. Also, provision of additional eastbound lanes on the Oyster Point and Flyover off-ramp intersection approaches would not be feasible due to the complexity of merging the departure lanes on the eastbound (departure leg) of the intersection.. The impact is considered significant and unavoidable.

Impact 13.B: The Project would increase the frequency of backups extending to the freeway mainline at the U.S. 101 Northbound Off-Ramp to East Grand Avenue/Executive Drive Intersection during the AM Peak Hour. The Project would increase volumes at this off-ramp by 1.3 percent compared to Year 2035 without Project volumes. Traffic would back up to the freeway mainline more frequently.

Finding: There are no additional improvements considered financially feasible by South San Francisco Public Works staff that could be provided at either the off-ramp intersection with the surface street system or at adjacent surface street intersections that would provide enough increased capacity to prevent off-ramp queuing from backing up to the U.S. 101 freeway mainline. Therefore the impact is considered significant and unavoidable.

Impact 13.C: Implementation of the Project would increase year 2035 AM peak hour without Project traffic volumes by 1.4 percent at the U.S. 101 Southbound Off-Ramp (Flyover) diverge to the Oyster Point Boulevard/Gateway Boulevard Intersection. The Project would increase off-ramp volumes from 2,454 up to 2,488 vehicles with 2035 without Project volumes already exceeding 1,500 vehicles per hour capacity of the off-ramp.

Finding: No improvements are considered feasible by South San Francisco Public Works staff to mitigate the impact. Should it be desired to provide a second off-ramp lane connection from the freeway mainline to the Southbound Off-Ramp (flyover) to Oyster Point Boulevard, it would likely be necessary to move the Southbound Off-Ramp connection to Airport Boulevard further north to provide more separation between the two southbound off-ramps. A second off-ramp lane connection to the freeway mainline would require a long (1,000-foot or longer) deceleration lane with only 300 feet of available space. This would be infeasible given the restrictions imposed by the location of the northbound off-ramp overpass connection to Bayshore Boulevard. There is no room for provision of this lane. Therefore the impact is considered significant and unavoidable.

Impact 13.D: The Project would increase PM peak hour on-ramp volumes by more than 1 percent on the U.S. 101 Northbound One-Lane On-Ramp from the Oyster Point Boulevard/ Dubuque Avenue Intersection. Volumes would be increased by 1.1 percent (from 2,572 up to 2,601 vehicles) with Year 2035 without Project volumes already exceeding the on-ramp capacity of 2,200 vehicles per hour.

Finding: Provision of a second on-ramp lane would increase capacity to about 3,000 to 3,100 vehicles per hour. While this measure would accommodate the 2035 with Project volume of about 2,601 vehicles per hour, it would require the approval of Caltrans, which is not guaranteed. Therefore the impact is considered 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 4: The Project would increase existing AM Peak Hour volumes on the U.S. 101 Northbound Off- Ramp to East Grand Avenue/Executive Drive by 1.9 percent, where current volumes already exceed capacity limits. The off-ramp volume of 1,618 vehicles under Existing without Project conditions would be increased to 1,649 vehicles under Existing with Project conditions at a location with an off-ramp diverge capacity of 1,500 vehicles per hour.

Mitigation Measure 4: The applicant shall provide a fair share contribution as determined by the City Engineer for a second off-ramp lane connection to the U.S. 101 freeway at the U.S. 101 Northbound Off-Ramp to East Grand Avenue/Executive Drive. The full fair-share payment shall be paid by the applicant prior to issuance of the Certificate of Occupancy by the City.

Finding: The City has determined that the improvement in **Mitigation Measure 4** is feasible and would restore off-ramp diverge operation to an acceptable level, and therefore the impact would be reduced to a less than significant level.

Impact 8: The Project would increase vehicle queuing at Oyster Point Boulevard/Dubuque Avenue/U.S. 101 Northbound On-Ramp during the AM Peak Hour by 1.7 percent in the through lanes on the eastbound Oyster Point Boulevard approach to Dubuque Avenue at a location with unacceptable 2015 Without Project 95th percentile queuing. These levels are determined to be unacceptable by the City of South San Francisco and Caltrans under 2015 with Project conditions. The eastbound through movement queue per lane would increase from 336 up to 341 feet in a location with only 250 feet of storage per lane.

Mitigation Measure 8: The applicant shall provide a fair-share contribution as determined by the City Engineer to go towards adjusting the signal light timing at the Oyster Point Boulevard/ Dubuque Avenue intersection as shown in **Traffic Figure 22, Year 2015 Mitigated Intersection Lane Geometrics and Control**. The full fair-share payment shall be paid by the applicant prior to issuance of the Certificate of Occupancy by the City.

Finding: The City has determined that the intersection improvements described in **Mitigation Measure 8** are feasible and would restore intersection operations to an acceptable level. The City has a traffic impact fee program pursuant to which the City will collect funds from all future development in the East of 101 area to construct these improvements. With the payment of the Project's fair share of the cost of this improvement, the Project's impact would be reduced to a less than significant level.

Impact 9.A: The Project would increase year 2015 AM peak hour without Project traffic volumes by 2.3 percent at the U.S. 101 Southbound Off-Ramp to Oyster Point Boulevard/ Gateway Boulevard Intersection which would increase backups extending to the freeway mainline. There would be more frequency with vehicles backing up to the freeway mainline.

Mitigation Measure 9A: The applicant shall provide a fair-share contribution as determined by the City Engineer to adjust the signal timing and restripe the Oyster Point Boulevard/Gateway Boulevard intersection eastbound approach from a left, two through lanes and a combined through/right turn lane to a left, two through lanes and an exclusive right turn lane. The full fair-share payment shall be paid by the applicant prior to issuance of the Certificate of Occupancy by the City

Finding: The City has determined that the intersection improvements described in **Mitigation Measure 9A** are feasible and would restore intersection operations to an acceptable level. The City has a traffic impact fee program pursuant to which the City will collect funds from all future development in the East of 101 area to construct these improvements. With the payment of the Project's fair share of the cost of this improvement, the Project's impact would be reduced to a less than significant level.

Impact 11: The Project would increase year 2035 without Project traffic volumes by 2.1 percent at the Oyster Point Boulevard/Eccles Avenue intersection. The increase would occur during the AM Peak Hour and would result in a significant impact at an intersection projected to operate unacceptably at LOS F during year 2035 without Project conditions.

Mitigation Measure 11: The applicant shall provide a fair share contribution as determined by the City Engineer to provide an exclusive right turn lane on the eastbound
Oyster Point Boulevard approach at the Oyster Point Boulevard /Eccles Avenue intersection. The full fair share payment shall be paid by the applicant prior to issuance of the Certificate of Occupancy by the City.

Finding: The City has determined that Mitigation Measure 11 is feasible and would reduce the Project's impact to the Oyster Point Boulevard / Eccles Avenue intersection to a less than significant level.

Impact 12.A: The Project would unacceptably increase year 2035 without Project AM peak hour vehicle queuing at the Oyster Point Boulevard/Gateway Boulevard/U.S.101 Southbound Flyover Off-Ramp intersection in the through lanes on the eastbound Oyster Point Boulevard approach. Project traffic would increase volumes by 1.5 percent, which would already be experiencing unacceptable 2035 without Project 95th percentile queuing. The eastbound queues would increase from 1,163 up to 1,187 feet in a location with only 900 feet of storage in the existing through lanes. The increase is above levels determined to be acceptable by the City of South San Francisco.

Mitigation Measure 12.A: The applicant shall provide a fair share contribution as determined by the City Engineer to adjust the signal timing; restripe the eastbound Oyster Point Boulevard approach to provide an exclusive left turn lane, two exclusive through lanes and an exclusive right turn lane; and restripe the exclusive right turn lane on the eastbound U.S.101 flyover off-ramp approach to allow through movements. This will also require provision of a third eastbound departure lane for eastbound through traffic from the off-ramp. The full fair-share payment shall be paid by the applicant prior to issuance of the Certificate of Occupancy by the City.

Finding: The City has determined that the intersection improvements described in Mitigation Measure 12A are feasible and would restore intersection operations to an acceptable level. The City has a traffic impact fee program pursuant to which the City will collect funds from all future development in the East of 101 area to construct these improvements. With the payment of the Project's fair share of the cost of this improvement, the Project's impact would be reduced to a less than significant level.

Impact 12.B: The Project would unacceptably increase year 2035 without Project AM peak hour vehicle queuing at the Oyster Point Boulevard/Dubuque Avenue/U.S.101 Northbound Off-Ramp intersection in the through lanes on the eastbound Oyster Point Boulevard approach. Project traffic would increase volumes by 1.4 percent, which would already be experiencing unacceptable 2035 without Project queuing. The eastbound queues would increase from 638 up to 640 feet in a location with only 250 feet of storage. The Project would also unacceptably increase volumes by 1.3 percent during the PM Peak Hour in the right turn lanes on the westbound Oyster Point Boulevard approach to the U.S. 101 northbound on-ramp at a location with unacceptable 2015 "without Project" queuing. The westbound right turn queue would increase from 1,148 up to 1,156 feet in a location with only 840 feet of storage. The increase is above levels determined to be acceptable by the City of South San Francisco.

Mitigation Measure 12.B: The applicant shall provide a fair share contribution as determined by the City Engineer to restripe the exclusive through lane on the westbound Oyster Point Boulevard approach adjacent to the dual right turn lanes to also allow right turn movements; and to adjust signal timing at the Oyster Point Boulevard/Dubuque Avenue/U.S. 101 Northbound On-Ramp. The full fair-share payment shall be paid by the applicant prior to issuance of the Certificate of Occupancy by the City.

Finding: The City has determined that the improvements described under Mitigation Measure 12.B are feasible. This impact would be reduced to a less than significant level. The improvements are planned for and included in the City's CIP.

Impact 15: Project-related traffic would access Eccles Avenue via three driveways where safety impacts would result at the southern and central driveway connections due to sight line issues.

Mitigation Measure 15: The applicant shall be responsible for maintaining landscaping along the Eccles Avenue Project frontage between the central and south driveways that will allow exiting drivers to maintain the minimum required 250-foot sight lines at the central and south driveways. The landscape plan shall be revised to show staggered tree planting along this frontage to allow sight lines through the trees as they grow and reach maturity; or, the trees and landscaping shall be maintained to provide a view from 2.5 to 6 feet above grade. The landscape plan shall be revised to note either requirement, show the line-of-sight triangles and not the requirement. These notes shall be on the building plans that are a part of the building permit issuance. The note shall be made on the plans in conformance with the lines of sight required as set forth in **Traffic Figure 24** to insure that the mitigation is permanently maintained.

Finding: The City has determined that the intersection improvements described above in Mitigation Measure 15are feasible and would reduce the impact to a less than significant level.

Impact 16: On-site circulation would adequately conform to City guidelines and good traffic engineering practice with the exception of the first internal intersection at the southern driveway which could result in right-of way conflicts.

Mitigation Measure 16: The applicant shall provide stop sign control on the southbound parking aisle approach to the south driveway adjacent to the southeast corner of the garage, show the stop sign on the building permit plans and install the sign prior to issuance of a certificate of occupancy.

Finding: The City has determined that Mitigation Measures 16 is feasible and would reduce the impact at this location to a less than significant level.

V. Findings Regarding Alternatives

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, prior to approving the project as mitigated, 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. 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 discussed several alternatives to the Project in order to present a reasonable range of options. The alternatives evaluated included:

Alternative 1: No Project Alternative

Alternative 2: Reduced Intensity FAR of 0.75 Alternative

Alternative 3: Reduced Intensity FAR of 0.50 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, this subsection analyzes a "No Project" Alternative (Alternative A). In this case, the No Project Alternative consists of a "No Project/No Build" alternative, which is defined as the circumstances under which the project would not proceed (CEQA Guidelines, Section 15126.6(e)3)(B)). Evaluation of this alternative allows the City to compare the impact of approving the proposed project with the impacts of not approving the proposed project and maintenance of the existing environmental setting on the project site.

The No Project Alternative would be a feasible alternative, but it would not meet the project objectives of redeveloping the project site to create quality employment opportunities, providing quality R&D facilities for the East of101 Area, generating net property taxes and sales taxes, or creating campus-style office and high-quality office and R&D uses.

Impacts: Implementation of the No Project Alternative would avoid environmental impacts in all categories to less-than-significant levels, as no development would occur under this alternative. However, traffic in the area would continue to increase due to other development. This increase in traffic would result in a decrease in intersection LOS, and unacceptable vehicle queuing at some intersections, off-ramps, and freeway mainlines. Therefore, although there would be no new trips generated under the No Project Alternative, traffic congestion would increase in the area to unacceptable conditions, and some impacts would remain significant and unavoidable.

Finding: The No Project Alternative would not meet any of the Project objectives, including increasing quality employment opportunities, providing quality R&D facilities for the East of 101 Area, generating net property taxes and sales taxes, or creating campus-style office and high-quality office and R&D uses. The No Project Alternative would not maximize opportunities for strong and sustainable economic growth that results in high quality jobs, in a manner that respects the environment by redeveloping an infill site that is close to major arterials and existing utilities. Accordingly, the City Council finds the No Project Alternative to be infeasible.

B. Reduced Intensity FAR of 0.75 Alternative

The 0.75 FAR Alternative would reduce the size of the Project by 25 percent from 267,287 to 196,715 square feet. The Project would likely result in most of the site improvements identified with the Project. Therefore, the LEED Silver level construction and operational measures would be in place along with the TDM Program and the site characterization and remediation and water quality measures would be in place. Landscaping and site porosity would be increased but likely to a lesser extent than that associated with the Project. Surface parking and paving decreased. The 25 percent reduction in development intensity would result in fewer employees at the site. The estimated number of employees under this alternative would be 675. The overall site square footage would be reduced although the footprint of the Project would not change. Biotechnology/R&D requires about a 30,000 square foot building footprint for optimal efficiency that also includes minimum floor to ceiling heights and desired floor plates.

Impacts: Reducing the development intensity to 0.75 FAR would avoid two significant and unavoidable impacts related to vehicular traffic. However, although this alternative would generate fewer trips, it would not reduce all of the significant and unavoidable impacts related to traffic and circulation.

Finding: The Reduced Intensity FAR of 0.75 would be a possible alternative to allow redevelopment of the project site and would meet all of the project's objectives, including creating a cohesive working campus environment, emphasizing the pedestrian environment, encouraging high quality architecture, connecting to various transit modes, and allowing the incremental and phased development of the site. However, this alternative would continue to result in significant and unavoidable impacts related to traffic, would generate less revenue from private redevelopment and may not be economically feasible, and is incapable of fully promoting the City's underlying goals with respect to the Project. Accordingly, the City Council finds the Reduced Intensity FAR of 0.75 Alternative to be infeasible.

C. Reduced Intensity FAR of 0.50 Alternative

The 0.50 FAR Alternative would reduce the size of the Project by 50 percent, from 262,287 to 131,143 square feet. The resulting project would be smaller than the 152,145 square feet that currently exists on the site. Site development would likely consist of one R&D building and surface parking. Approximately 328 parking spaces would be necessary for the 0.50 FAR Alternative based upon the 2.5 spaces/1,000 square feet proposed by the Project. The 0.50 FAR Alternative would likely employ approximately half that expected with the Project, or 450 people.

A project reduced by half would likely result in a dramatically different project on the ground. Structured parking would likely give way to surface parking; similar to the current development on the site. The site improvement measures that the City requires by law would be required to be incorporated into the construction and design of the 0.50 FAR Alternative. The measures include landscaping to code (but not likely beyond); and NPDES C-3 water quality improvements. A TDM Program may not be required (if Project trips do not exceed 100 during the peak period). Other Project enhancements such as additional landscaping and LEED Silver level measures

would be at jeopardy as "value engineering" or reductions in development costs would likely take effect. This alternative would also result in decreased property taxes and sales taxes due to the reduced square footage.

Impacts: Reducing the development intensity to 0.50 FAR would eliminate four of the five significant unavoidable impacts associated with the Project. However, although this alternative would generate fewer trips, it would not reduce all of the significant and unavoidable impacts related to traffic and circulation.

Finding: The 0.50 FAR Alternative would considerably limit the ability of the Project to be competitive in the market place. The 0.50 FAR Alternative would not result in intensification of research and development opportunities on the site or in the area; would not encourage opportunities for the continued evolution of the City's economy, from manufacturing and warehousing/distribution to high technology and biotechnology or encourage the creation of a campus environment in the East of 101 area that targets and accommodates the biotech/R&D industry. The 0.50 FAR Alternative would not promote campus-style biotechnology uses. Opportunities to promote strong and sustainable economic growth resulting in high quality in a manner that respects the environment by redeveloping an infill site that is close to major arterials and existing utilities would be seriously compromised. The 0.50 FAR Alternative would not likely support the provision of environmental enhancements that exceed standard building requirements, such as qualifying for LEED certification and would likely, as noted above, give way to value engineering. This alternative would continue to result in significant and unavoidable impacts related to traffic, would generate less revenue from private redevelopment and may not be economically feasible, and is incapable of fully promoting the City's underlying goals with respect to the Project. Accordingly, the City Council finds the Reduced Intensity FAR of 0.50 Alternative to be infeasible.

D. Environmentally Superior Alternative

The State CEQA Guidelines require that an environmentally superior alternative to the proposed project be selected. The State 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" (State CEQA Guidelines Section 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.

Under the No Project Alternative, the site would remain vacant and no development would occur, and would have the least environmental impacts. However, the No Project Alternative would not meet any of the key objectives of the proposed project with respect to development of the site. CEQA requires that if the environmentally superior alternative is the "no project" alternative, the EIR shall also identify an environmentally superior alternative from among the other alternatives (CEQA Guidelines, Section 15126.6[e][2]). Based on the analysis provided above, it has been determined that the Reduced Intensity FAR of 0.50 Alternative would be the

environmentally superior alternative, because this alternative would result in the next greatest reduction in significant project impacts to noise and traffic.

The alternatives to the project considered in this analysis propose either no development on the site, or reduced FAR of 0.75 or 0.5 on the site. However, although all of these alternatives would result in some reduction in employees and vehicle trips to the project site, none of the alternatives would reduce impacts to a level that would avoid all significant unavoidable impacts to traffic. Therefore, none of the evaluated alternatives is superior in this regard and, similar to the project, all alternatives would result in the significant and unavoidable impacts.

VI. Statement of Overriding Considerations

Pursuant to Public Resources Code Section 21081 and CEQA Guidelines Section 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 475 Eccles Avenue R&D Project EIR (SCH No. 2012082101; Certified _____, 2016 by Resolution No. _____), 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, 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 is expected to generate a new source of significant tax revenue for the City. Additionally, at full build out, the Project is expected to employ an additional 900 employees.
- The existing physical environment consists of a vacant lot, with limited sidewalks and minimal site improvements, and which lacks amenities. The Project will convert the property to uses consistent with research and development uses, including additional amenities and improvements. The proposed project will provide site improvements that will improve the overall aesthetic character of the site.
- The Project is consistent with the General Plan Guiding Policies for the East of 101 Area, which provide appropriate settings for a diverse range of non-residential uses and promotes high-technology and research and development uses.
- The Project is consistent with General Plan Implementing Policies, which generally promote research and development uses, to the exclusion of residential and more traditional industrial uses.
- The Project is designed to take advantage of and promote the use of public transit by adopting a Transportation Demand Management Plan that provides incentives for employees to use alternative modes of transportation.

Exhibit B

Mitigation Monitoring and Reporting Program

TABLE 2-1
SUMMARY OF IMPACTS AND MITIGATIONS AND MITIGATION MONITORING PROGRAM

LESS THAN SIGNIFICANT IMPACTS WITH MITIGATION IMPACTS AND MITIGATIONS			MITIGATION MONITORING IMPLEMENTATION /MONITORING
#	IMPACT	MITIGATION	PARTY/ AGENCY/TIMING
4	The Project would increase existing AM Peak Hour volumes on the U.S. 101 Northbound Off-Ramp to East Grand Avenue/Executive Drive by 1.9 percent, where current volumes already exceed capacity limits. The off-ramp volume of 1,618 vehicles under Existing without Project conditions would be increased to 1,649 vehicles under Existing with Project conditions at a location with an off-ramp diverge capacity of 1,500 vehicles per hour.	The applicant shall provide a fair share contribution for a second off-ramp lane connection to the U.S. 101 freeway at the U.S. 101 Northbound Off-Ramp to East Grand Avenue/Executive Drive. Improvements are shown in *Traffic Figure 22, Year 2015 Mitigated Intersection Lane Geometrics and Control.*	• City Engineer determines the fair share financial contribution. • Applicant pays the full share contribution prior to issuance of the Certificate of Occupancy by the City. • Monitored by the City Engineer.
8	The Project would increase vehicle queuing at Oyster Point Boulevard/Dubuque Avenue/U.S. 101 Northbound On-Ramp during the AM Peak Hour by 1.7 percent in the through lanes on the eastbound Oyster Point Boulevard approach to Dubuque Avenue at a location with unacceptable 2015 Without Project 95th percentile queuing. These levels are determined to be unacceptable by the City of South San Francisco and Caltrans under 2015 with Project conditions. The eastbound through movement queue per lane would increase from 336 up to 341 feet in a location with only 250 feet of storage per lane.	The applicant shall provide a fair-share contribution to go towards adjusting the signal light timing at the Oyster Point Boulevard/Dubuque Avenue intersection. Improvements are shown in *Traffic Figure 22, Year 2015 Mitigated Intersection Lane Geometrics and Control.*	• City Engineer determines the fair share financial contribution. • Applicant pays the full share contribution prior to issuance of the Certificate of Occupancy by the City. • Monitored by the City Engineer.
9.A	The Project would increase year 2015 AM peak hour without Project traffic volumes by 2.3 percent at the U.S. 101 Southbound Off-Ramp to Oyster Point Boulevard/Gateway Boulevard Intersection which would increase backups extending to the freeway mainline. There would be more frequency with vehicles backing up to the freeway mainline.	The applicant shall provide a fair-share contribution to adjust the signal timing and restripe the Oyster Point Boulevard/Gateway Boulevard intersection eastbound approach from a left, two through lanes and a combined through/right turn lane to a left, two through lanes and an exclusive right turn	• City Engineer determines the fair share financial contribution. • Applicant pays the full share contribution prior to issuance of the Certificate of Occupancy by the City. • Monitored by the City Engineer.

LESS THAN SIGNIFICANT IMPACTS WITH MITIGATION IMPACTS AND MITIGATIONS #	IMPACT	MITIGATION	MITIGATION MONITORING IMPLEMENTATION /MONITORING PARTY/ AGENCY/TIMING
		lane. Improvements are shown in *Traffic Figure 22, Year 2015 Mitigated Intersection Lane Geometrics and Control.*	
11	The Project would increase year 2035 without Project traffic volumes by 2.1 percent at the Oyster Point Boulevard/Eccles Avenue intersection. The increase would occur during the AM Peak Hour and would result in a significant impact at an intersection projected to operate unacceptably at LOS F during year 2035 without Project conditions.	The applicant shall provide a fair share contribution to provide an exclusive right turn lane on the eastbound Oyster Point Boulevard approach at the Oyster Point Boulevard /Eccles Avenue intersection. Improvements are shown in *Traffic Figure 22, Year 2015 Mitigated Intersection Lane Geometrics and Control.*	• City Engineer determines the fair share financial contribution. • Applicant pays the full share contribution prior to issuance of the Certificate of Occupancy by the City. • Monitored by the City Engineer.
12.A	The Project would unacceptably increase year 2035 without Project AM peak hour vehicle queuing at the Oyster Point Boulevard/Gateway Boulevard/U.S.101 Southbound Flyover Off-Ramp intersection in the through lanes on the eastbound Oyster Point Boulevard approach. Project traffic would increase volumes by 1.5 percent, which would already be experiencing unacceptable 2035 without Project 95th percentile queuing. The eastbound queues would increase from 1,163 up to 1,187 feet in a location with only 900 feet of storage in the existing through lanes. The increase is above levels determined to be acceptable by the City of South San Francisco.	The applicant shall provide a fair share contribution to adjust the signal timing; restripe the eastbound Oyster Point Boulevard approach to provide an exclusive left turn lane, two exclusive through lanes and an exclusive right turn lane; and restripe the exclusive right turn lane on the eastbound U.S.101 flyover off-ramp approach to allow through movements. This will also require provision of a third eastbound departure lane for eastbound through traffic from the off-ramp. Improvements are shown in *Traffic Figure 22, Year 2015 Mitigated Intersection Lane Geometrics and Control.*	• City Engineer determines the fair share financial contribution. • Applicant pays the full share contribution prior to issuance of the Certificate of Occupancy by the City. • Monitored by the City Engineer.
12.B	The Project would unacceptably increase year 2035 without Project AM peak hour vehicle queuing at the Oyster Point Boulevard/Dubuque Avenue /U.S.101 Northbound Off-Ramp intersection in the through lanes on the eastbound Oyster Point Boulevard approach. Project traffic would increase volumes by 1.4 percent, which would already be experiencing	The applicant shall provide a fair share contribution to restripe the exclusive through lane on the westbound Oyster Point Boulevard approach adjacent to the dual right turn lanes to also allow right turn movements; and to adjust signal timing at the Oyster Point Boulevard/Dubuque Avenue/U.S. 101 Northbound On-Ramp.	• City Engineer determines the fair share financial contribution. • Applicant pays the full share contribution prior to issuance of the Certificate of Occupancy by the City. • Monitored by the City Engineer.

LESS THAN SIGNIFICANT IMPACTS WITH MITIGATION IMPACTS AND MITIGATIONS #	IMPACT	MITIGATION	MITIGATION MONITORING IMPLEMENTATION /MONITORING PARTY/ AGENCY/TIMING
	unacceptable 2035 without Project queuing. The eastbound queues would increase from 638 up to 640 feet in a location with only 250 feet of storage. The Project would also unacceptably increase volumes by 1.3 percent during the PM Peak Hour in the right turn lanes on the westbound Oyster Point Boulevard approach to the U.S. 101 northbound on-ramp at a location with unacceptable 2015 "without Project" queuing. The westbound right turn queue would increase from 1,148 up to 1,156 feet in a location with only 840 feet of storage. The increase is above levels determined to be acceptable by the City of South San Francisco.	Improvements are shown in *Traffic Figure 22, Year 2015 Mitigated Intersection Lane Geometrics and Control.*	
15	Project-related traffic would access Eccles Avenue via three driveways where safety impacts would result at the southern and central driveway connections due to sight line issues.	The applicant shall be responsible maintaining landscaping along the Eccles Avenue Project frontage between the central and south driveways that will allow exiting drivers being able to maintain the minimum required 250-foot sight lines at the central and south driveways. The landscape plan shall be revised to show staggered tree planting along this frontage to allow sight lines through the trees as they grow and reach maturity; or, the trees and landscaping shall be maintained to provide a view from 2.5 to 6 feet above grade. The landscape plan shall be revised to note either requirement, show the line-of-sight triangles and not the requirement. These notes shall be on the building plans that are a part of the building permit issuance. The note shall be made on the plans in conformance with the lines of sight	• Applicant shall make the notes on the plans submitted as part of the building permit review process in conformance with mitigation 15. Applicant or designee shall maintain landscaping for the life of the Project as specified. • Notes shall be shown on plans that are approved for building permits. • Monitored by the Project Planner as part of the permit process.

LESS THAN SIGNIFICANT IMPACTS WITH MITIGATION IMPACTS AND MITIGATIONS #	IMPACT	MITIGATION	MITIGATION MONITORING IMPLEMENTATION /MONITORING PARTY/ AGENCY/TIMING
		required as set forth in Traffic Figure 24 to insure that the mitigation is permanently maintained.	
16	On-site circulation would adequately conform to City guidelines and good traffic engineering practice with the exception of the first internal intersection at the southern driveway which could result in right-of-way conflicts.	The applicant shall provide stop sign control on the southbound parking aisle approach to the south driveway adjacent to the southeast corner of the garage, show the stop sign on the building permit plans and emplace the sign prior to issuance of a certificate of occupancy.	• Applicant shall make the notes on the plans submitted as part of the building permit review process in conformance with mitigation 16. • Prior to issuance of a certificate of occupancy the stop sign shall be in place. • Monitored by the Project Planner as part of the permit process.

SIGNIFICANT AND UNAVOIDABLE IMPACTS IMPACTS WITH NO MITIGATION AVAILABLE #	IMPACT
9B	The Project would increase year 2015 AM peak hour without Project traffic volumes by 2.3 percent at the U.S. 101 Southbound Off-Ramp (Flyover) diverge to the Oyster Point Boulevard/Gateway Boulevard Intersection. The Project would increase off-ramp volumes from 1,762 up to 1,803 vehicles with 2015 without Project volumes already exceeding the 1,500 vehicles per hour diverge capacity limit.
13.A	The Project would increase the frequency of backups extending to the freeway mainline at the U.S. 101 Southbound Off-Ramp to Oyster Point Boulevard/Gateway Boulevard Intersection during the AM Peak Hour. The Project would increase volumes at this off-ramp by 1.4 percent compared to Year 2035 without Project volumes. Traffic would backup to the freeway mainline more frequently.
13.B	The Project would increase the frequency of backups extending to the freeway mainline at the U.S. 101 Northbound Off-Ramp to East Grand Avenue/Executive Drive Intersection during the AM Peak Hour. The Project would increase volumes at this off-ramp by 1.3 percent compared to Year 2035 without Project volumes. Traffic would back up to the freeway mainline more frequently.
13.C	Implementation of the Project would increase year 2035 AM peak hour without Project traffic volumes by 1.4 percent at the U.S. 101 Southbound Off-Ramp (Flyover) diverge to the Oyster Point Boulevard/Gateway Boulevard Intersection. The Project would increase off-ramp volumes from 2,454 up to 2,488 vehicles with 2035 without Project volumes already exceeding 1,500 vehicles per hour capacity of the off-ramp.
13.D	The Project would increase PM peak hour on-ramp volumes by more than 1 percent on the U.S. 101 Northbound One-Lane On-Ramp from the Oyster Point Boulevard/Dubuque Avenue Intersection. Volumes would be increased by 1.1 percent (from 2,572 up to 2,601 vehicles) with Year 2035 without Project volumes already exceeding the on-ramp capacity of 2,200 vehicles per hour.

Exhibit C - Gateway Of Pacific (GOP)
GOP 4 and 5 Project Description

July 21, 2020

I. OVERVIEW

Entities affiliated with BioMed Realty seek the approvals necessary to complete the Gateway Business Park Master Pan project and integrate it with the previously approved 475 Eccles project. The result will be the Gateway of Pacific (GOP) R&D campus with interconnected pedestrian and bicycle paths, reflecting high quality architecture and a design appropriate for this important gateway location. Two projects are currently proposed: GOP 4 and GOP 5.

GOP 4. The City approved a revised Master Plan for the Gateway Business Park campus in 2013, and BMR entities have been building out since then. The City has approved Precise Plans for three of the four phases of the Master Plan. GOP 1 is near completion. GOP 2 and 3 have started construction. BMR Gateway of Pacific IV LP now seeks approval of a Precise Plan for GOP 4.

GOP 5. BMR-Gateway of Pacific V LP seeks to modify the approvals granted for 475 Eccles to update its design to complement GOP 1, 2, 3 and 4, and to include the site of some former rail spurs that currently separate GOP 1, 2, 3 and 4 from 475 Eccles. The rail spurs will be improved with pedestrian and bicycle connections. The modified project that encompasses the former 475 Eccles project plus the rail spurs is now called the GOP 5 Project.

Both GOP 4 and GOP 5 are depicted below:

II. GOP 4 PROJECT

A. Gateway Business Park Master Plan Development To Date.

The Gateway Business Park Master Plan encompasses a 22.7-acre site comprised of 4 parcels located at the intersection of Gateway Boulevard and Oyster Point Boulevard. The Master Plan project has been informally known as the Gateway of Pacific (GOP) project. This Master Plan area is within the Gateway Specific Plan zoning district (Area V of the Gateway Specific Plan Zoning Map). The 2013 Master Plan established a conceptual plan for development of a life sciences campus that achieves the allowable 1.25 FAR. As conceptually depicted in the Master Plan, the campus is envisioned to serve multiple science organizations in four major buildings supported by amenity facilities and parking garages. A central, park-like open space connects these structures in a highly sustainable and pedestrian-friendly setting.

Phase 1 (GOP 1), located at 1000 Gateway Boulevard, is near completion and has been leased to AbbVie. Phases 2 and 3 (GOP 2 and GOP 3), which will complete the frontage that runs along Gateway Boulevard at 750 and 850 Gateway Boulevard, have started construction. GOP 2 is partially leased to Amgen and GOP 3 is the subject of ongoing negotiations with top-tier biotechnology firms.

B. GOP 4 Proposed Development.

BMR-Gateway of Pacific IV LP now seeks to complete buildout of the Gateway Business Park Master Plan by pursuing a Precise Plan for phase 4 (GOP 4). The GOP 4 site comprises 6.35 acres located at 850 and 900 Gateway Boulevard. Two five-story buildings will be constructed, each with a roof top mechanical area / penthouse level above. The overall height, as measured pursuant to the applicable zoning code, will be 98 feet above the average level of the highest and lowest point of the portion of the lot covered by the building. The two buildings will have approximately 226,000 square feet of gross floor area. A total of 531 parking spaces for this phase will be accommodated on a five level, raised-deck structure. Access from the Oyster Point Boulevard side of the site will be available via drives along Veterans Boulevard and the current Fed-ex driveway. This will be the primary access route to the site. Secondary access from Gateway Boulevard will be available via a private drive aisle named “Park Street,” to be constructed along the western edges of GOP 2, 3 and 4, and which will provide secondary access to the GOP 2, 3 and 4 garages.

The architecture will respond to the site’s location as a gateway to South San Francisco’s biotechnology hub and to the general urbanization of the Gateway District. GOP 4 will enhance and expand the pedestrian experience with an interior plaza area, which will extend the open, park-like landscape of the central GOP Master Plan campus.

Building form will reflect the influences of local climate and the culture of science. Open floor plates will be articulated for sculptural quality while maintaining the high efficiency needed for research environments. The building envelope will consist of a high-quality curtain-wall system with energy-efficient glazing and accents of metal panels, wood and concrete. Building and Landscape design and material selection have been selected to support LEED and high-performance energy and environmental standards. As set forth in the Development Agreement, BMR will use good faith efforts to achieve a Silver or better LEED rating for GOP 4. The design will follow the framework established by the Master Plan and the approach to sustainability and commitment to design quality are fully consistent with the other phases of GOP.

The GOP 4 Project site will be integrated with the rest of the GOP campus. As noted, vehicular access will be available from both Oyster Point Boulevard and Gateway Boulevard. The entire Master Plan campus, and the new GOP 5 building (see below) will be connected via pedestrian and bicycle paths. This will be a continuous pedestrian pathway that joins all buildings on the GOP campus. A variety of enhanced paving materials and feature plantings, amenities and social spaces will be added to encourage pedestrian use.

C. GOP 4 Approvals.

The GOP 4 Project requires approval of a Precise Plan. Design review will be included in the processing of the Precise Plan. The GOP 4 approvals include amendments to the GOP Development Agreement to extend its term to December 31, 2030, and to reflect the manner in which provisions of the original Development Agreement regarding in lieu park fees have been implemented.

The approvals also may address the fact that conditions at the edge of the Precise Plan for each phase of the Master Plan were modified to accommodate and be compatible with each newer, adjacent Precise Plan as it was approved.

Because the Master Plan project is vested into the 2013 South San Francisco Municipal Code pursuant to the Development Agreement, the GOP 4 Project will be subject to the 2013 Zoning Code. The GOP 4 Project will meet current building standards, including CalGreen.

D. GOP 4 Existing Setting.

The GOP 4 Project site currently hosts two buildings that were constructed in 1988. There is a vacant building at 850 Gateway, which formerly housed Genentech. There is an operating Fed Ex shipping center at 900 Gateway. Both buildings will be demolished. The site currently has access via a driveway to Oyster Point Boulevard.

III. GOP 5 PROJECT

A. GOP 5 Proposed Development.

BMR-Gateway of Pacific V LP seeks approvals for the GOP 5 Project. GOP 5 is planned to be the fifth phase of the GOP campus, connecting to the Master Plan area to the west. GOP 5 is not included in the Gateway Business Park Master Plan, but BMR intends that it look and feel like part of the same campus. BMR seeks modifications to the approvals previously granted for 475 Eccles to implement the GOP 5 Project.

The GOP 5 Project site is 8.9 acres. It includes the site of the 475 Eccles project (6.1 acres) that was approved in 2016, plus the area of some former railroad spurs (2.8 acres) that lie between GOP 4 and 475 Eccles. Inclusion of the rail spur property will enable connections between 475 Eccles and the rest of the GOP campus. The result will be a single biotech campus that includes GOP 1, 2, 3, 4 and 5, which will be integrated with pathways and visually compatible architecture.

The GOP 5 site is in the Business Technology Park (BTP) zoning district, which allows up to 1.0 FAR with a Use Permit, based upon a TDM. The 2016 approvals for 475 Eccles allow two

buildings that achieve an FAR of approximately 1.0 as measured across the 475 Eccles site,[1] based upon a TDM program that was approved in 2016. The GOP 5 Project proposes to redesign the site to bring it up to current aesthetic standards and to integrate the site with the adjacent GOP 1, 2, 3 and 4 sites to the west, all without increasing the square footage approved in 2016. A revised TDM plan will be submitted to ensure compliance with current TDM standards.

As is the case for the other GOP phases, the architecture for GOP 5 responds to the site's location as a gateway to South San Francisco's biotechnology hub. GOP 5 will connect to the open, park-like landscape of the GOP 1, 2, 3 and 4 campus. The GOP 5 Project will incorporate the LEED Silver measures listed in the EIR prepared for 475 Eccles, will use good faith efforts to achieve LEED Silver or better certification, and will include all environmental measures that were incorporated into the 475 Eccles project as noted in that EIR.

Building form will reflect the influences of local climate and the culture of science. Open floor plates have been articulated for sculptural quality while maintaining the high efficiency needed for research environments. The building envelope will consist of a high-quality curtain-wall system with energy-efficient glazing and accents of terra cotta, wood and concrete. Building and Landscape design and material selection have been selected to support LEED and high-performance energy and environmental standards.

Installation of pedestrian amenities in the rail spurs will enable completion of the continuous pedestrian pathway described above, which will join all buildings on the GOP campus. As noted, a variety of enhanced paving materials and feature plantings, amenities and social spaces will be added to encourage pedestrian use. BMR will grant to the City a shared access easement to allow public use of a multi-use path within the rail spurs. This easement will ensure there are no conflicts with the "rails to trails" plan (also known as "Active South City" plan) the City is currently considering.

No other modifications to the Use Permit are requested. As was the case in 2016, development at 475 Eccles will expand the general urbanization of the City's gateway area to Eccles Boulevard. Vehicles will continue to access the site from Eccles Avenue. Construction will consist of two (2) five (5) story buildings with a roof top mechanical area / penthouse level on each building. There will be 262,287 square feet in these two buildings.

The GOP 5 Project will implement the previously approved parking reduction that imposes a minimum parking requirement of 2.5 spaces per 1,000 square feet. GOP 5 proposes a 655-space parking structure. GOP 5 also will implement the previously approved alternate landscape plan, which eliminated a requirement for rooftop planters in light of the fact that the parking garage facades were designed to match the buildings' architectural facades and therefore reflected the appearance of the campus buildings, and greenscreen panels on lower-level portions of the garage façade will be included to give more screening on the building. The current GOP 5 parking structure landscape design incorporates planting strategies similar to those used in the GOP 2 and 3 parking structures. The design includes native and adapted plantings of various size and scale that will provide screening of the lower level garage façade and provide seasonal interest. The overall height, as measured pursuant to the applicable

[1] While BMR is not waiving its right to seek approval of more development in the future, the GOP 5 Project does not propose any additional square footage that could be achieved by applying the allowed FAR to the acreage of the GOP 5 Project site.

zoning code, will be 98 feet above the average level of the highest and lowest point of the portion of the lot covered by the building.

B. GOP 5 Approvals.

The approvals sought for the GOP 5 Project are modifications of the approvals granted in 2016 for the 475 Eccles project. GOP 5 requires a modification of the Use Permit to expand the scope of the area to which the permit attaches to encompass the rail spurs, and to incorporate the upgraded design for the allowed development. BMR will demonstrate that no new TDM measures are needed to support approval of this modification to the Use Permit. A modification to the design review approval issued in 2016 will be required to reflect the current design. A tree removal permit may be required to address a protected tree in the rail spur parcels.

BMR seeks modification to the Development Agreement for 475 Eccles to incorporate the modified approvals and to expand the area of property covered by the DA to include the rail spurs. BMR also seeks an extension of the Development Agreement term to December 31, 2030, and some minor clerical amendments to reflect the City's in lieu park fee ordinance.

C. GOP 5 Existing Setting.

475 Eccles currently hosts a building pad left over from the demolition of the former structure. The site has paved parking and vehicular access to Eccles Avenue. The rail spur areas are currently undeveloped, with the exception of some retaining walls that were installed in connection with GOP 1, 2 and 3 to enable creation of the pedestrian walkways and a private roadway that are now proposed.

IV. CONSTRUCTION PHASING AND SCHEDULE

GOP 4 and GOP 5 collectively propose four buildings and two associated parking garages. BMR anticipates that GOP 4 and GOP 5 development, from site preparation through certificate of occupancy, will take approximately 7 years, beginning in 2021. Site preparation and buildout will occur in response to market demand. It is anticipated that market demand will lead to one to two buildings plus associated parking being under construction at any given point in time.

V. PRIOR ENVIRONMENTAL REVIEW

The Gateway Business Park Master Plan project, which includes GOP 1, 2, 3 and 4, was the subject of an EIR initially certified in 2010 in connection with the original Master Plan. (SCH #2008062059) The City determined in connection with its 2013 approval of the revised Gateway Business Park Master Plan and the GOP 1 Precise Plan that no supplemental or subsequent EIR was required. The City approved GOP 2 and 3 in 2018 based upon an addendum that likewise determined that no supplemental or subsequent EIR was required. The current GOP 4 Project will comply with all mitigation measures imposed upon the Gateway Business Park Master Plan project.

The 475 Eccles project was approved in 2016 based upon an EIR the City certified for that project. (SCH# 2012082101) No subsequent approvals for the 475 Eccles project have been issued since then. The GOP 5 Project proposes to modify the 475 Eccles project by expanding the project site to encompass the rail spur properties. The inclusion of the rail spur properties in the GOP 5 Project will ensure that all mitigation and other environmentally-protective measures incorporated into the 475 Eccles EIR will apply to the rail spurs as well.

BMR will implement the requirements of the prior environmental reviews by having a new Health Risk Assessment prepared that addresses the impacts of construction of GOP 4 and GOP 5 on current sensitive receptors. The GOP 4 and GOP 5 Projects include compliance with environmentally protective laws and standard practices, including the applicable tree protection ordinance, and standard surveys and other protections for nesting birds and roosting bats.