



PRELIMINARY TDM PLAN

For

201 Haskins Way Project
ARE-San Francisco No. 65, LLC

January 30, 2019

Introduction & Project Description

The proposed 201 Haskins Way Project (project) site encompasses approximately 18.2 acres on eight parcels of privately owned light industrial and research and development (R&D) land in the City of South San Francisco's (City) East of 101 Area. The proposed project would involve redevelopment of existing light industrial uses into office/R&D uses and intensifying the buildout of existing office/R&D to create an integrated life sciences campus.

The proposed project would involve rezoning seven parcels from the Mixed Industrial district to a Business Technology Park district and one parcel from the Business Commercial district to the BTP district. The project would allow development at a floor area ratio of 1.0 or a total of approximately 634,796 square feet (SF)¹ of new BTP office use.

Project Phasing

For purposes of environmental review and land use entitlements, it is assumed that the additional office/R&D space would be built out in two phases. Phase 1 project area includes two parcels: 201 Haskins Way and 400-450 East Jamie Court; the Phase 2 project area includes additional development at 400-450 East Jamie Court, in addition to the development of six other parcels.

Alexandria Real Estate Equities (ARE) has submitted an application for Phase 1. Currently, there is no site-specific development program proposed for the Phase 2 area. The City would initiate rezoning of all Phase 2 parcels with exception for 400-450 East Grand Avenue, rezoning of which is included in Alexandria's Phase 1 development application. It is uncertain when or if Phase 2 development would occur or whether it would occur as a single redevelopment of all Phase 2 area parcels or as separate redevelopments of one or more Phase 2 area parcels.

Phase 1 would include demolition of approximately 24,075 gross SF of light industrial space at 201 Haskins Way and development of a new 280,765 SF (311,369 gross SF) office/R&D building, a new five-story parking garage, and a new surface parking lot adjacent to the parking structure. Phase 1 development would also include construction of an addition to one of the existing office/R&D buildings at 400-450 East Jamie Court of approximately 25,000 gross SF (the property at 400-450 East Jamie Court currently is developed with two existing buildings totaling approximately 152,000 SF (approximately 157,000 gross SF)).

The Phase 1 project may be occupied by a single tenant or multiple tenants and may employ as many as 723 net new employees. ARE estimates that construction of the Phase 1 project will be completed in 2021 and occupied in mid-to-late 2021.

¹ Unless otherwise stated, the Phase 1 Project square footage referenced in this TDM Plan are based on Floor Area ("square feet of Floor Area") as calculated pursuant to South San Francisco Municipal Code Section 20.40.008, which allows certain areas to be excluded from the calculation of Floor Area.

The new Phase 1 campus is designed to provide opportunities for collaboration and integration. The existing buildings located at 400-450 East Jamie Court are both three stories with a one-story underground parking garage. The buildings are oriented around an open-air central entry court that also provides pedestrian access to the San Francisco Bay Trail and magnificent views of the bay. The expansion at 400-450 East Jamie Court of approximately 25,000 gross SF will be developed as a two-story addition to the north side of the 400 East Jamie Court building – bringing the complex closer to the East Jamie Court street edge.

The proposed Phase 1 building to be developed at 201 Haskins Way is designed as a five-story wing and a three-story wing around an interior entranceway and atrium space that will house a campus eatery and common conference facilities. The Phase 1 project seeks to create opportunities for natural and seamless linkages throughout the Phase 1 campus. The interior of the 201 Haskins Way site features a courtyard space linking the surface parking area with the enclosed garage and provides access into the atrium space within the building, then to East Jamie Court via a newly designed pedestrian crossing, and then to the Bay Trail.

One of the featured designs and functional elements of the project is the creation of a Central Plaza for 201 Haskins Way and 400-450 East Jamie Court within the atrium complex, which would serve as a transit hub with its pedestrian connector between the surface parking lot, the parking garage, and the office/R&D building at 201 Haskins Way.

This hub will not only facilitate and encourage the use of multi-modal transportation options; it will be a key place-making element for the new Phase 1 campus. The hub will maximize opportunities for pedestrian, bicycle, shuttles and shared rides, as well as become a natural setting where people want to gather.

The project is consistent with the City of South San Francisco’s policies of promoting alternatives to automobile transportation to further the City’s transportation objectives by emphasizing linkages, TDM, and pedestrian access and ease of movement between buildings.

Transit Demand Management (TDM) Applicability

Phase 1 and Phase 2 of the proposed project would incorporate a TDM plan pursuant to the City’s Municipal Code Chapter 20.400, Transportation Demand Management, which contains the City’s TDM requirements. The TDM requirements apply to all nonresidential development expected to generate 100 or more average daily trips. The minimum requirements are to achieve 28 percent alternative mode usage (compared to solo driving) with additional density bonuses allowed for higher use of alternative modes. In order to achieve a FAR of 1.0, as required for development of the project, the TDM plan implemented in connection with the project must achieve 35 percent alternative mode usage.

Given that ARE has submitted an application only for Phase 1 area development, this TDM plan is limited to the Phase 1 project, including the existing facilities located at 400-450 East Jamie Court. Development of Phase 2 would require subsequent project-level site design and permitting, including preparation of a TDM plan pursuant to the City's TDM Ordinance.

TDM Goals

TDM works by managing demand of existing transportation resources and infrastructure. It does this in several ways:

1. Converting trips to more efficient modes of transportation such as transit, carpools and other shared rides, which reduces individual vehicle trips, lessens roadway congestion, improves total travel time and reduces demand for parking facilities. Environmental footprint.
2. Converts trips to non-vehicular modes such as bicycling and walking, which eliminates vehicular trips, lessens roadway congestion, improves total travel time and reduces demand for parking facilities. These active transportation modes also improve health.
3. Encourages use of 'clean' vehicles when possible by using compressed natural gas, electric/hybrid vehicles for trips, which reduces environmental impacts of trips.
4. Eliminates trips entirely through compressed work weeks, telecommuting, etc.

The TDM measures and programs proposed in this Plan support the above TDM goals and will meet a proposed goal of 35 percent of peak hour trips being made by non-single occupant vehicle modes for Phase 1. As proposed, the 35 percent mode split target would be implemented upon occupancy of the Phase 1 project site.

The annual and triennial reporting requirements for the Phase 1 project will evaluate this TDM Plan for compliance with the 35 percent minimum alternative mode usage as required under the City's TDM Ordinance.

Ultimately, ARE will strive to reach a goal of 40 percent, which demonstrates ARE's commitment to TDM for the project site.

The existing TDM requirement for 400-450 East Jamie Court is a 28 percent alternative mode split. The 2017 alternative mode split goal for 400-450 East Jamie Court's current work force is over 50 percent.

This TDM Plan commits to a permanent 35 percent alternative mode split for the Phase 1 project which includes 400-450 East Jamie Court. Because the eventual tenant(s) of the Phase 1 project are likely to be similar in nature to the existing tenant mix, ARE anticipates that the expanded Phase 1 campus site will continue to achieve or exceed this TDM goal. However, because it is also likely a new tenant(s) will come from an SOV-oriented environment, we recognize that it may take time to shift behavior to reach the higher aspirational mode split target.

Current Alternative Mode Use at 400-450 East Jamie Court (2017):

Carpool	10%
BART	11%
SamTrans	1%
Caltrain	10%
Ferry	5%
Bike	9%
Walk	1%
Lyft/Uber	6%
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Total	53%

Achieving the proposed alternative mode split targets consistently will require a sustained commitment by both Alexandria Real Estate Equities and future tenants; these efforts are outlined in the TDM measures described in the next section. These measures are based on current commute patterns, transportation services, traffic, customer preferences, and technology. Over time, the specific TDM measures that are implemented at the Phase 1 project may change; therefore; this TDM Plan should be utilized as a ‘living document’ that can be amended to include new services and technologies as they emerge as well to address new commuter patterns and preferences.

TDM Measures

The purpose of the following TDM measures is to achieve three basic goals: (1) convert single-occupant vehicle trips to an alternative mode of transportation (e.g., transit, carpools or vanpools, bicycling); (2) provide technological solutions (e.g., compressed natural gas, electric/hybrid vehicles, or other zero emission vehicles); and (3) eliminate trips (e.g., compressed work weeks, telecommute), consistent with the requirements of the City’s TDM ordinance.

ARE has organized the various TDM measures proposed for the Phase 1 project into four categories: infrastructure; programs and services; marketing/information; and lease and reporting requirements. Responsibility for implementing each measure is further described below.

Infrastructure	Programs & Services	Marketing & Information Regarding Project Site TDM Measures	Leasing & Reporting
<ul style="list-style-type: none"> Central Plaza Transit Hub connections to all 	<ul style="list-style-type: none"> Shuttles (to local trains, ferries, BART) 	<ul style="list-style-type: none"> Onboarding for new hires Pre-move in 	<ul style="list-style-type: none"> On-site Employee Transportation Coordinator

<p>alternative modes</p> <ul style="list-style-type: none"> • Intra-Campus Walkability • Connections to area bike trails and paths • Secure Bike Parking • Sufficient Parking supply • Designated parking and charging facilities for carpools, carshares, electric and other technologically advanced vehicles • On-Site Amenities to support trip reduction, and an interconnected campus (to be determined in consultation with tenant(s)) 	<ul style="list-style-type: none"> • Shuttles to local destinations • Carpooling and Vanpooling • Guaranteed Ride Home • Transit subsidies and/or pre-tax payroll programs • Mobile Services that support trip reduction such as nail salons and food services 	<p>surveys, program orientations and introductions for employees</p> <ul style="list-style-type: none"> • Pre-move in planning and promotion with tenants • Ongoing marketing of programs on-site: lobbies, transit hub • Ongoing marketing of programs through tenant website, e-communications • Annual promotional events for campus employees 	<ul style="list-style-type: none"> • Inclusion of TDM Measures in leases • Annual survey • Annual reporting to City • Triennial reporting demonstrating TDM plan efficacy or description of additional trip reduction measures pursuant to TDM ordinance (Ch. 20.400 of the City’s Municipal Code)
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Infrastructure

Primary responsibility: Alexandria Real Estate Equities

Central Plaza Transit Hub

A Central Plaza transit ‘hub’ which physically and visually ‘connects’ the Phase 1 campus will be created in front of the new office/R&D building located at 201 Haskins Way and in front of the existing office/R&D buildings located at 400-450 East Jamie Court. This hub will provide safe and direct access to all alternative modes from each property; it will be a central gathering place with people-friendly amenities such as real-time information about all modes offered; seating; protection from weather; appropriate lighting for early morning/late night; outdoor heaters and security.

The hub will have facilities that separate various modes: large shuttles from casual carpooling/other individual ride-share vehicles; bicycle parking, etc. This will help ensure safe and efficient operations for each mode and avoid conflicts. The centralization of all these facilities will help make all alternative modes ubiquitous at this new campus. An important element for the hub will be its flexibility to accommodate an ever-changing array of services. For example, in the not-too-distant future, we may see autonomous shuttles or transportation

network companies (TNCs) (e.g., Lyft, Uber, etc.) , and over the lifetime of this project, there will be new products and services not even dreamed of yet. This is why it's important the transit hub be designed with the ability to provide 'separate' facilities as necessary to new or emerging technologies.

Intra-Campus Walkability

A new, three-story atrium located in the office/R&D building at 201 Haskins Way will become the heart of the Phase 1 campus with a pedestrian spine running through it, connecting the properties located at 400-450 East Jamie Court with 201 Haskins Way. Four small plazas will encourage spontaneous encounters along the pedestrian pathway. The atrium will also become the alternative transportation hub.

The pedestrian spine for the campus starts at the garage elevator and stair core; crosses East Jamie Court and ends at the shore of the San Francisco Bay. A new mid-block crosswalk on East Jamie Court will connect the atrium of the 201 Haskins Way Building to the existing 400-450 East Jamie Court buildings and the vehicular entrance to 400-450 East Jamie Court will be configured to support this pedestrian-priority element.

Connections to Area Bikeways

The project is serviced by existing bikeways including: 1) A Class 1 facility along the San Francisco Bay Trail 2) A mix of Class II and Class III bikeways running from East Grand Avenue, Utah Avenue and Seaport Boulevard all the way to the South San Francisco Caltrain Station, and 3) A mix of Class II and Class III bikeways running close to the site north through the Genentech campus reaching the South San Francisco Ferry Landing.

Secure Bicycle Parking

The Phase 1 project would include bicycle parking in accordance with the state's Title 24 Green Building Standards (CALGreen) Section 5.106.4.1.2, and would meet Leadership in Energy and Environmental Design Version 4 (LEED v4) bicycle parking standards. Both LEED and CalGreen require bicycle parking spaces for the new Phase 1 campus, which will be provided in a secure room off the main lobby of the office/R&D building at 201 Haskins Way and will be accessible from the exterior. Because a growth in biking is anticipated as improved facilities at Caltrain and other transit modes become available over time, the secure indoor bicycling parking facility will be designed to be able to expand to over 100 bicycle spaces as demand requires. The 400-450 East Jamie Court buildings currently include bicycle storage for approximately 30 bicycles.

In addition to this protected, secure parking, the central atrium will provide parking for bicycles from bike-share programs such as Limebike and Ford Go Bike, to make it easy for people to bicycle to the campus from the South San Francisco Caltrain station, the ferry terminal and other locations.

On Site Amenities

Amenities within the Phase 1 project are conceptual at this time, but would include a dedicated space that would be used as a café for employees and showers and clothes locker facilities. Alexandria Real Estate Equities will work with future tenants to determine an appropriate mix of other services which can be provided via mobile operations on a regularly scheduled basis. For

example, food trucks and other mobile businesses such as dental screening, may be desired. Space may also be provided in common areas on a regular schedule for manicures/pedicures and other personal services. The goal of these common, on-site amenities is to further reduce the number of daytime trips to and from the Phase 1 project site, and to further support employees’ use of alternative commute modes.

Parking

The proposed project requires 1,416 parking stalls at a ratio of 1:345 (2.9/1000). Phase 1 of the two-site campus proposes 1,327 parking spaces as part of an overall campus strategy. This includes 903 stalls at 201 Haskins Way and 424 stalls at 400-450 East Jamie Court. As shown in the table below, the provided 1,327 stalls equate to (i) a parking ratio of 1:345 or 2.9/1,000 as calculated utilizing square feet of floor area as defined under Section 20.40.008 of the City’s Municipal Code and (ii) a parking ratio of 1:372 or 2.69/1,000 utilizing gross square feet.

Calculation of Total Building Square Footage and Parking Ratios:

	Square Feet of Floor Area (SSF Municipal Code § 20.40.008)	Gross Square Feet
201 Haskins Way	280, 765	311,368
400-450 East Jamie Court	± 177,000	± 182,000
Total Square Footage	457,765 SF	493,368 gross SF
Parking Ratio	2.9/1,000 457,765 SF/1,327 stalls = 345; (1,000/345 =2.9)	2.69/1,000 493,368 SF/1,327 stalls = 372; (1,000/372 =2.69)

201 Haskins: 903 Total Spaces: 813 Standard, 3 ADA Van, 14 Standard ADA, 18 Clean Air Vehicle (CAV), 50 Standard Electric Vehicle (EV), 1 ADA Van EV, 2 Standard ADA EV, 2 Ambulatory EV

400-450 East Jamie Court: 424 Total Spaces: 382 Standard, 2 ADA Van, 6 Standard ADA, 23 Standard EV, 1 ADA Van EV, 1 Standard ADA EV, 1 Ambulatory EV, 8 CAV

In total, approximately one hundred and sixty spaces, or 12 percent of spaces provided in the Phase 1 development, would be provided for electric vehicles, carpool, van pool, and other shared vehicles. These spaces will be located closest to building entrances for maximum convenience for those who carpool. The ‘hub’ may also accommodate casual carpools at the end of the day with signage for employees heading in different directions. Ride-share in its many forms will be supported both by specific programs and by marketing efforts (as described in detail in the Programs section).

Programs & Services

Primary Responsibility: Tenant unless otherwise noted

Shuttles

Alexandria Real Estate Equities currently participates in the commute.org shuttle system on behalf of 400-450 East Jamie Court, which provides tenants with last mile shuttle service from

the South San Francisco BART station, Millbrae Caltrain station, and Oyster Point Ferry terminal. Alexandria will continue to support this or an equivalent shuttle network to these transit hubs.

In addition, Alexandria may participate in area-wide pilot and/or permanent programs which offer new services to commuters living in areas currently not served by existing programs. For example, there may be a sizeable number of employees who live within a 7 to 10-mile radius of the project area, who are currently not candidates for public transit. Alexandria is currently exploring cooperative ways to serve markets such as this one with other employers and developers in the area. Another market proposed for a potential pilot is longer distance commuters, particularly from the north Bay Area.

Providing mid-day service via a regularly scheduled shuttle or a reservation-based shared ride service to Downtown South San Francisco for lunch and errands, to SFO Airport and other nearby locations is the third area under exploration for a potential pilot with others in the East of 101 Area.

Carpooling and Vanpooling

New carpooling apps such as Scoop and Waze have fundamentally changed carpooling. Technology makes it possible for carpooling to be done in advance or more dynamically, one trip at a time. This eliminates the barriers of employees having to commit to commuting at the same time, with the same people, every day (or on a regular basis). It enables commuters to use carpooling in just one direction and to travel to different destinations as needed. The flexibility provided by carpooling apps has greatly expanded the total number of potential carpoolers.

Many employers either fully or partially subsidize employees' carpooling. The carpooling apps provide employers with clean, clear accounting and metrics. Measuring the number of carpoolers, frequency, origins, and other important data points is also much easier and more accurate for employers and employees to track. This data will also inform the promotion of carpooling to new audiences.

Guaranteed Ride Home

Alexandria participates in the County-wide Guaranteed Ride Home program through its affiliation with commute.org. This program covers those who bike, walk, carpool or use transit who may need to leave early or work late, due to an unexpected circumstance. In addition, Scoop and Waze provide a Guaranteed Ride Home element in their respective programs.

Subsidies and Pre-Tax Payroll Deductions for Alternative Modes

Offering employees the option of paying for transit and other modes with pre-tax dollars is another important incentive to use transit, particularly for employees for whom transit is not otherwise subsidized. In effect, pre-tax payroll deductions for alternative modes discounts the cost of a transit pass by 20-30percent for the end user. While this deduction may change with future tax law revisions, as long as it is in effect, Alexandria will require its tenants to provide this benefit. Some employers fully subsidize and further incentivize employees' transportation costs; in this case, the pre-tax benefit isn't necessary.

Mobile and On Site Services

Offering employees services at the Phase 1 project site for which they may need a car either during the day, or on their way to or from work, is another way to decrease vehicle trips and/or incentivize the use of alternative transportation modes. To this end, ARE will work with its tenant(s) at the Phase 1 project site to determine which types of services are most desired: from food trucks to services such as dental screenings, hair and nails, and other such personal and business services. These may be provided via a mobile operation such as a food truck, or on-site, such as a manicurist using a space inside one of the buildings to provide services on certain days.

Marketing & Information

Primary Responsibility: Alexandria for campus-wide Transit Screens, permanent lobby kiosks; liaison with tenant's Employee Transportation Coordinator; liaison with commute.org and other transportation organizations providing services to sites.

Primary Responsibility: Tenant(s) for providing information, transit schedules, links to apps and specific programs; publishing regular newsletters/communications; providing information on website for employees and visitors; including transportation resources in company events such as benefits fairs; providing new hires with transportation information and resources during onboarding process; promoting new campaigns and programs

New Hires and Move In

Tenants will include information about all the transportation programs and services available to employees, with links to apps, websites, the employee transportation coordinator and others to answer questions, assist in commute planning, and use specific programs. The information provided shall include the total spectrum of programs, eligibility, and enrollment procedures.

This information will periodically be re-distributed to all employees.

Alexandria will work with tenant(s) during the pre-occupancy stage to educate the tenant about area-wide programs; learn about tenant-specific programs and policies; establish who the Employee Transportation Coordinator shall be; conduct a pre-move-in survey of employees to assess commute patterns and coordinate demonstrations of transportation services (such as a demo ride to the BART or Caltrain station, so employees learn where bus stops are and what the routes are before actually using the service). Alexandria will also assist tenants in commute planning for their employees during the pre-move in phase.

Ongoing Marketing In High Traffic Lobbies and Other Areas

Alexandria will install Transit Screens, or the equivalent, to display information about alternative transportation programs and services, real-time transit and rideshare information, communicate special messages, and keep employees well informed about transportation programs and choices. It will be the tenant's responsibility to keep this information up to date by posting the most current schedules, special promotions, new programs available, etc. These digital bulletin

boards will be placed in high traffic areas such as lobbies and at the transit center, so the visibility of the scope of services and choices becomes 'ubiquitous'.

Tenant Websites and Employee Communications

Tenants will be required to include a section on their respective websites that provides information regarding the how employees and visitors may access the Phase 1 project and encourages travel by alternative transit modes. Programs, links to schedules and services should also be available at the websites.

Tenants will also be required to include information and promotion of programs and services in their regularly scheduled communications to employees through emails, newsletters, fliers, or other marketing communications vehicles. The Employee Transportation Coordinator will be listed in all marketing communications as a contact for questions or more information.

Copies of these shall be sent to the Alexandria representative as well as to employees.

Special Events

Tenant will be responsible for inviting transportation partners, agencies and providers to employee events such as its annual benefits fair. The Employee Transportation Coordinator will also have a table and be available during these events. A minimum of one such event shall be held annually.

Alexandria will be responsible for hosting an Appreciation Day lunch (or other type of event) annually, to which transportation partners, agencies and providers will also be invited.

Leases & Reporting

Primary Responsibility: Alexandria to include TDM requirements in all leases

Primary Responsibility: Tenant(s) for furnishing Alexandria with copies of marketing materials, programs, communications about events, changes to programs, changes to the Employee Transportation Coordinator position, conducting the annual survey and keeping Alexandria informed about its transportation programs and outcomes.

Leases

Alexandria will include in all leases for this project the mandatory TDM measures required of all tenants; the alternative mode split target; dates and process for conducting an annual survey; and reporting forms that summarize compliance with the TDM Plan and document utilization of programs and services and marketing activities. Leases will also include the specific appointment of an Employee Transportation Coordinator and the requirement for ongoing communications and cooperation between Alexandria's property managers and the Employee Transportation Coordinator. It will be the tenant's responsibility to make sure these requirements are met and to communicate proactively with Alexandria.

Lastly, leases will include the City's mandated penalties and procedures should tenant(s) fail to meet the alternative mode share targets.

Annual Surveys and Reports

Efficacy of the TDM Plan is subject to monitoring and enforcement through an annual commuter survey, annual summary report, and a triennial report.

The City will coordinate with the ARE and tenant(s) to complete an annual survey which will determine the tenant(s)'s mode split for that calendar year and determine the Phase 1 project's compliance with the TDM plan. This survey, along with the any required compliance reports, parking lot occupancy counts and other data points will be used to illustrate the efforts and effectiveness of the TDM programs and services. Employer data will be shared with Alexandria and used as the basis for the annual report to the City.

The City will coordinate with ARE and tenants to produce a triennial report that demonstrates TDM plan efficacy as required under the City's TDM Ordinance. The triennial report will be submitted to the City every three years on the anniversary date of the granting of the certificate of occupancy for 201 Haskins Way.