CALENDAR ITEM
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**GENERAL LEASE-RECREATIONAL,
PROTECTIVE STRUCTURE, AND RIGHT-OF-WAY USE**

APPLICANT:
350 Beach Road, LLC

AREA, LAND TYPE, AND LOCATION:
3.73 acres, more or less, of sovereign land located in San Francisco Bay, adjacent to 300 Airport Boulevard, Burlingame, San Mateo County.

AUTHORIZED USES:
North/South Parcel: Construction, use, and maintenance of the San Francisco Bay Trail including access to Fisherman's Park, public utilities, shoreline protection, and realigned Airport Boulevard improvements. Existing utilities to be abandoned in place.

East/West Parcel: Construction, use, and maintenance of a public roadway with at least 25 public parking spaces for access to the San Francisco Bay Trail, Fisherman's Park driveway, and realigned Airport Boulevard improvements. Existing utilities to be abandoned in place.

LEASE TERM:
49 years, beginning September 20, 2013, unless sooner terminated by provisions under this lease.

CONSIDERATION:
Annual rent of $3,660 to be adjusted by the California Consumer Price Index on the fifth anniversary of the lease and every five years thereafter.

SPECIFIC LEASE PROVISIONS:
Insurance: Liability insurance in an amount no less than $3,000,000 per occurrence.

Bond: Improvement bond in the amount of no less than $10,000,000.

OTHER PERTINENT INFORMATION:

1. Applicant owns the property adjoining the lease premises.

2. The City of Burlingame approved the development plan envisioning the repurposing of a portion of Airport Boulevard to include construction of a new San Francisco Bay Trail segment, access driveway, and public parking. Existing utilities within the North/South and East/West Airport Boulevard are to be abandoned in place including a 12-inch diameter water line, 12-inch diameter sewer pipeline, and communication facilities. The overhead electric lines and street lights are to be removed. Storm drain lines with diameters of 12, 18, and 24 inches will remain.

3. The Applicant obtained certain land use entitlements and entered into a Development Agreement with the City for a project commonly known as Burlingame Point (Project). The Development Agreement was recorded June 28, 2012, Document No. 2012-091089, Official Records, County of San Mateo.

4. The easterly edge of the North/South Airport Boulevard adjacent to San Francisco Bay consists of sections of broken reinforced concrete from the old San Mateo Bridge. The proposed development plans include improvements to the easterly edge by making accommodations for sea level rise through demolition, grading, and the addition of engineered rock riprap materials and bulkheads for viewing platforms. These enhancements will improve safety and public access to the shoreline. The existing East/West Airport Boulevard will be improved as a public spur road providing access to Fisherman's Park and adjacent private property, and will include public parking for the Bay Trail.

5. The Applicant is obligated by the City to maintain the public open space areas within the development including the Bay Trail public parking, Fisherman's Park transition, and the Bay Trail pursuant to the terms of the Development Agreement in perpetuity.

6. An Environmental Impact Report (EIR), State Clearinghouse No. 2010122012, was prepared for this Project by the City and certified on May 14, 2012. The Commission neither received notice of the subject EIR either in its capacity as a responsible agency, trustee agency or adjacent landowner, prior to certification or consideration by the lead

agency. Commission staff reviewed the EIR and Mitigation Monitoring Program prepared in conformance with the provisions of the California Environmental Quality Act (CEQA) (Pub. Resources Code, § 21081.6) and adopted by the lead agency.
Findings made in conformance with the State CEQA Guidelines (California Code of Regulations, Title 14, §§ 15091, 15096) are contained in Exhibit E, attached hereto.

7. This activity involves lands identified as possessing significant environmental values pursuant to Public Resources Code section 6370 et seq., but such activity will not affect those significant lands. Based upon the staff's consultation with the persons nominating such lands and through the CEQA review process, it is the staff's opinion that the project, as proposed, is consistent with its use classification.

APPROVALS OBTAINED:

City of Burlingame (Resolution No. 43-2012)

FURTHER APPROVALS REQUIRED:

San Francisco Bay Conservation and Development Commission
San Francisco Bay Regional Water Quality Control Board
U.S. Army Corps of Engineers

EXHIBITS:

A. Land Description
B. Site and Location Map
C. Anza Pacific Lease Parcels
D. Mitigation Monitoring Program
E. Statement of Findings

RECOMMENDED ACTION:

It is recommended that the Commission:

CEQA FINDING:

Find that an EIR, State Clearinghouse No. 2010122012, was prepared for this Project by City of Burlingame and certified on May 14, 2012, and that the Commission has reviewed and considered the information contained therein.

Adopt the Mitigation Monitoring Program, as contained in Exhibit D, attached hereto.

Adopt the Findings, made in conformance with California Code of Regulations, Title 14, sections 15091 and 15096, subdivision (h), as contained in Exhibit E, attached hereto.

SIGNIFICANT LANDS INVENTORY FINDING:

Find that this activity is consistent with the use classification designated by the Commission for the land pursuant to Public Resources Code section 6370 et seq.

AUTHORIZATION:

Authorize issuance of a General Lease-Recreational, Protective Structure, and Right-of-Way Use, to 350 Beach Road, LLC beginning August 23, 2013, for a term of 49 years, for the construction, use, and maintenance of a new segment of the San Francisco Bay Trail including access to Fisherman's Park, public utilities, shoreline protection, and realigned Airport Boulevard improvements on the North/South Parcel; the construction, use, and maintenance of a public roadway with at least 25 public parking spaces for access to the San Francisco Bay Trail, Fisherman's Park driveway, realigned Airport Boulevard improvements on the East/West Parcel; and the abandonment in place of certain existing utilities including a water line, sewer line, and communications facilities; as described in Exhibit A and shown on Exhibit B (for reference purposes only) attached and by this reference made a part hereof; annual rent in the amount of $3,660 to be adjusted by the California Consumer Price Index on the fifth anniversary of the lease and every five years thereafter; liability insurance in an amount no less than $3,000,000 per occurrence, and an Improvement Bond in an amount no less than $10,000,000.

EXHIBIT A

W 26655

LAND DESCRIPTION

Two parcels of State owned land lying in the City of Burlingame, County of San Mateo, State of California, described as follows:

PARCEL A

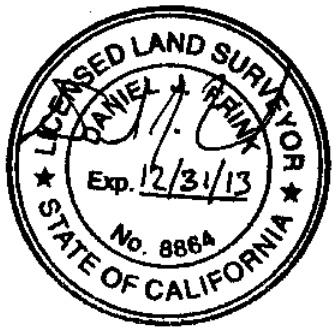
Parcel 3 as described in Exhibit A of Grant Deed recorded in Book 6198, Page 76, Official Records of said County.

PARCEL B

The South 956 feet of Parcel 4 as described in Exhibit A of Grant Deed recorded in Book 6198, Page 76, Official Records of said County.

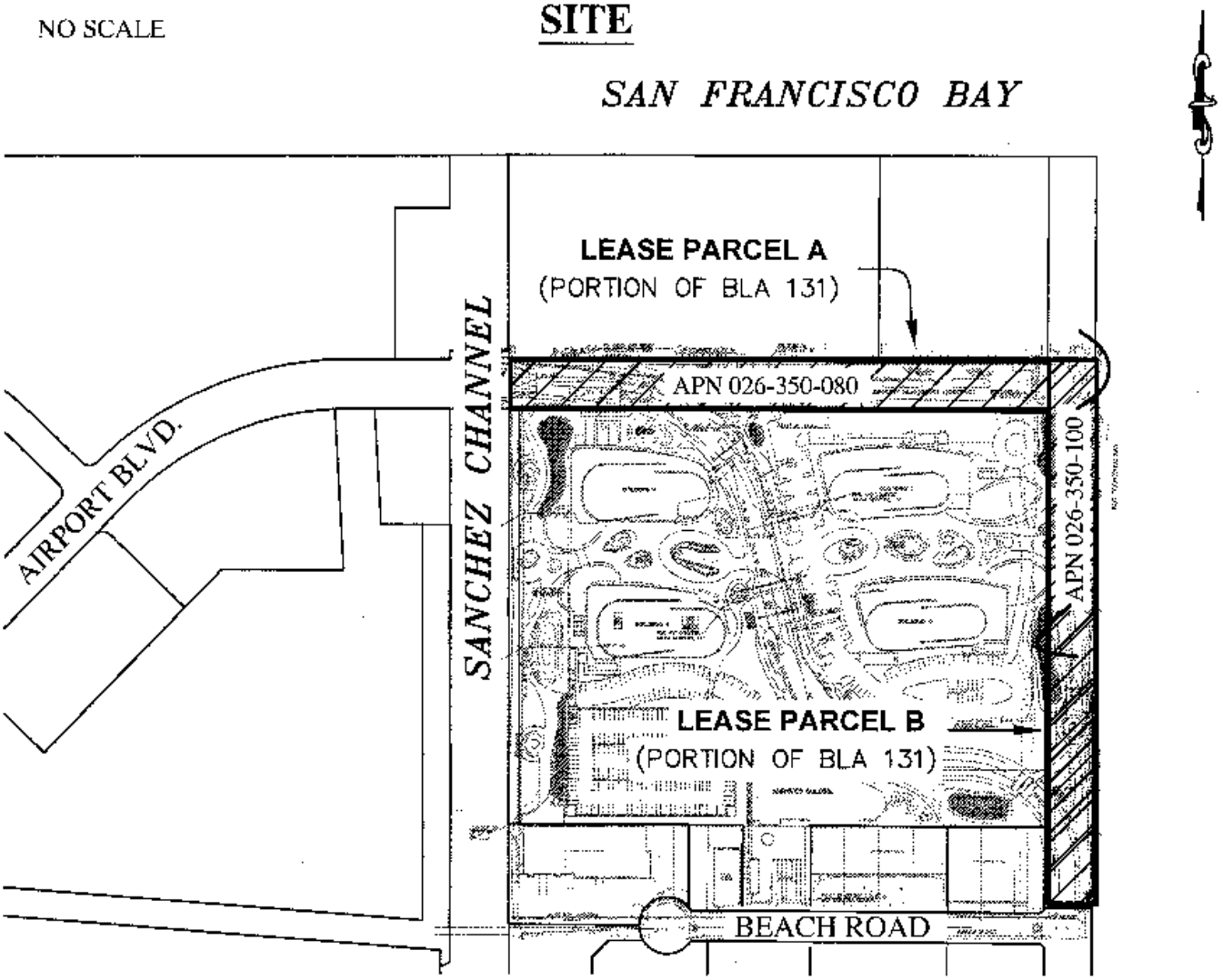
END OF DESCRIPTION

Prepared 09/04/2013 by the California State Lands Commission Boundary Unit.



NO SCALE

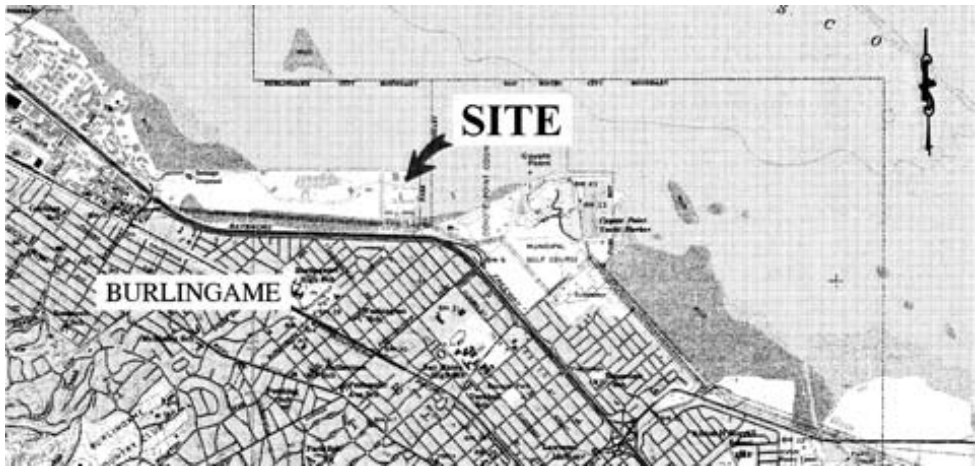
SITE



300 AIRPORT BLVD., BURLINGAME

NO SCALE

LOCATION



MAP SOURCE: USGS QUAD

This Exhibit is solely for purposes of generally defining the lease premises, is based on unverified information provided by the Lessee or other parties and is not intended to be, nor shall it be construed as, a waiver or limitation of any State interest in the subject or any other property.

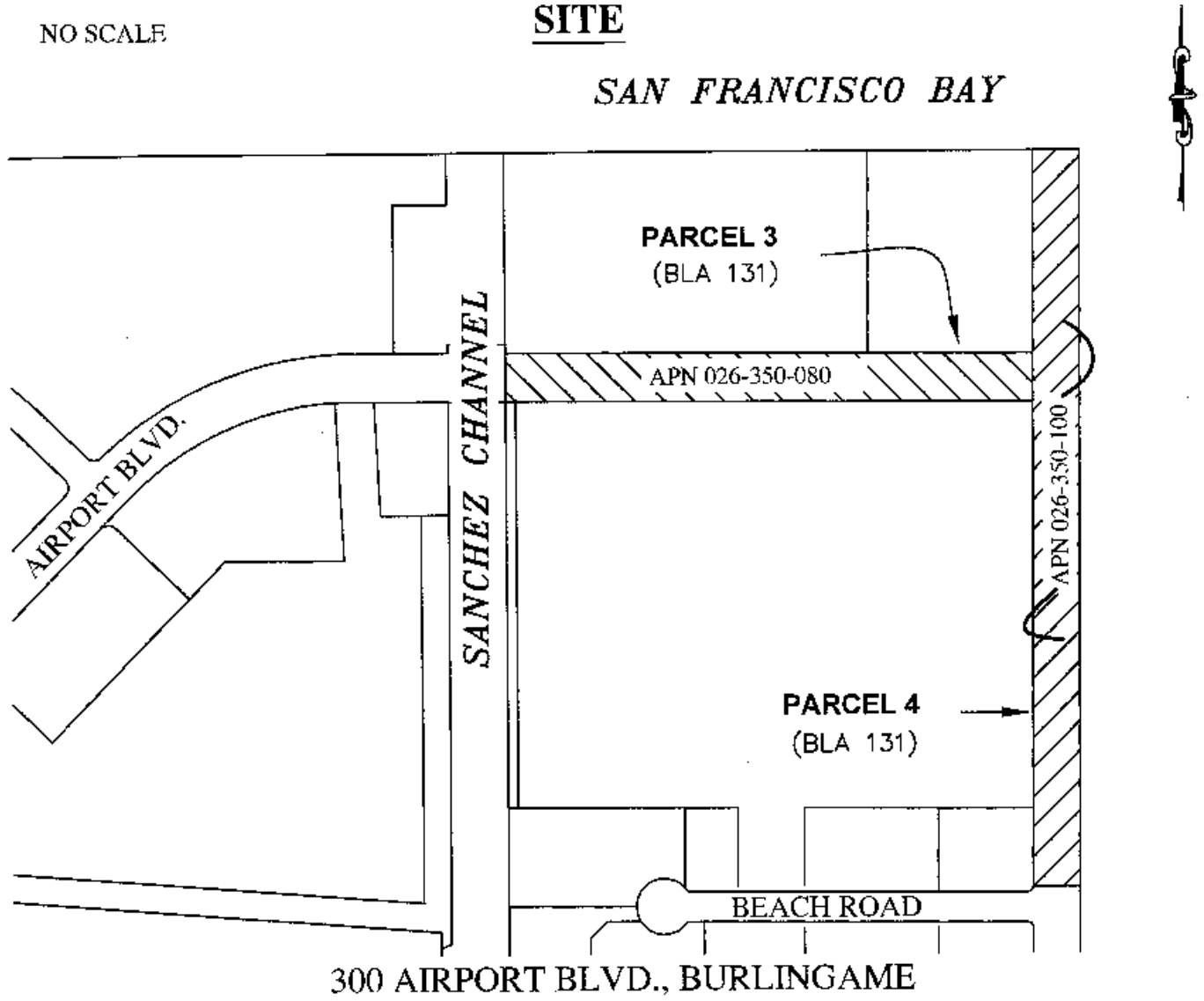
Exhibit B

W26655
350 BEACH ROAD, LLC
APN 026-350-080 & 026-350-100
GENERAL LEASE -
RECREATIONAL, PROTECTIVE
STRUCTURE AND
RIGHT - OF- WAY USE
SAN MATEO COUNTY

DJF 09/04/13

NO SCALE

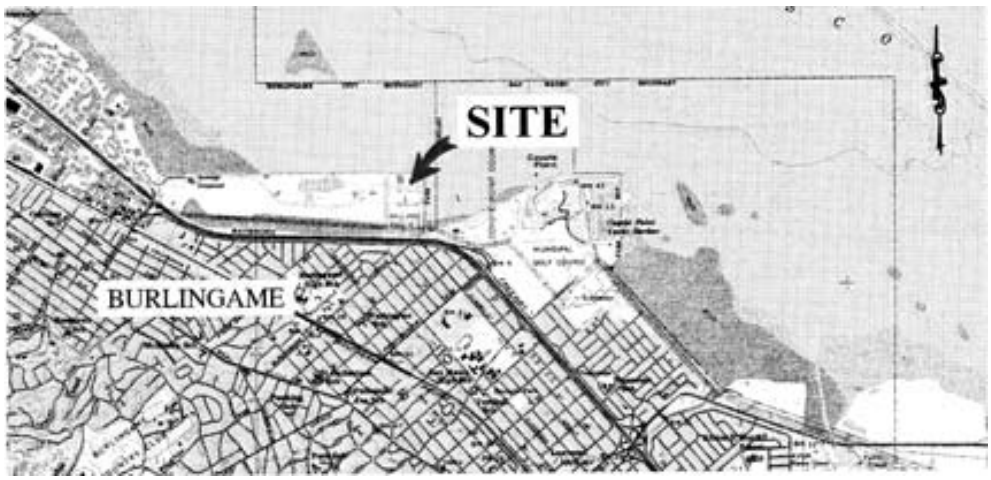
SITE



300 AIRPORT BLVD., BURLINGAME

NO SCALE

LOCATION



MAP SOURCE: USGS QUAD

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Exhibit C

W26655
350 BEACH ROAD, LLC
APN 026-350-080 & 026-350-100
GENERAL LEASE-
RECREATIONAL, PROTECTIVE STRUCTURE AND RIGHT-OF-WAY USE
SAN MATEO COUNTY

DJF 06/17/13

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
Air Quality					
AQ-1. Consistency with Applicable Air Quality Plans	**MM AQ-1. Implement Transportation Demand Management (TDM) Program as part of the Project (and will also be included in the future development of 350 Airport Boulevard).** The following could be the implementation measures of the TDM: secure bicycle storage, showers and changing rooms, shuttle service, preferential parking for carpoolers, preferential parking for vanpoolers, commute assistance center, employees' surveys, video conferencing centers, on-site amenities accommodations, on-site bicycles for employees, child care services, guaranteed ride home program, transportation action plan, transportation management association, and coordination of TDM programs.	300 Airport Boulevard	Compliance Monitoring	Project Sponsor	Before, during, and after the construction
AQ-2. Violation of Particulate Matter Ambient Air Quality Standards	**MM AQ-2. Implement Recommended Dust Control Measures.** To reduce particulate matter emissions during Project excavation and construction phases, the Project contractor(s) shall comply with the dust control strategies developed by (Bay Area Air Quality Management District (BAAQMD). The Project Sponsor. shall include in all construction contracts the following requirements or measures: • All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day; • All haul trucks transporting soil, sand, or other	300 Airport Boulevard	Compliance Monitoring	Project Contractor(s)	During construction

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

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	applicable regulations.				
AQ-3. Criteria Air Pollutants and Ozone Precursor Emissions Compliance	**MM AQ-3.** **AQ-3.1 Construction Equipment Emissions Minimization.** To reduce the potential impacts resulting from Project construction activities, the Project Sponsor shall include in contract specifications a requirement for the following measures: • Idling times shall be minimized either by shutting equipment off when. not in use or reducing the maximum idling time to two minutes; • The Project shall develop a construction plan demonstrating that the off-road equipment (more than 50 horsepower) to be used in the construction Project (i.e., owned, leased, and subcontractor vehicles) would achieve a Project wide fleet-average 20 percent NOx reduction and 45 percent PM reduction compared to the most recent California Air Resources Board (CARB) fleet average (as specified in California Code of Regulations Article 4.8, Section 2449 General Requirements for In-Use Off-Road Diesel-Fueled Fleets). Acceptable options for reducing emissions include the use of late model engines, low emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available; • All construction equipment, diesel trucks, and generators shall be equipped with Best Available Control Technology for emission	300 Airport Boulevard	Compliance Monitoring	Project Contractor(s)	During construction

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	reductions of NOx and Particulate Matter (PM); • Use of Interim Tier 4, if applicable, or equivalent equipment for all uses where such equipment is available; • Use of Tier 3 equipment with Best Available Control Technology (BACT) or alternative fuel vehicles for applications where Tier 4 Interim engines are not available; • Prohibition of diesel generators for construction purposes where feasible alternative sources of power are available; • All construction equipment shall be maintained in proper working condition in accordance with manufacturer's specifications; • Diesel-powered construction equipment shall comply with BAAQMD requirements or meet Tier 3 or Tier 4 Environmental Protection Agency (EPA)/CARB standards; and • To the extent feasible, the existing electricity infrastructure surrounding the construction sites shall be used rather than electrical generators powered by internal combustion engines. **AQ-3.2 Application of Low- Volatile Organic Compounds (VOC) Coatings.** The Project Sponsor shall use low VOC (i.e., ROG) coatings beyond the local requirements as per the BAAQMD Guideline (i.e., Regulation 8, Rule 3: Architectural Coatings)				

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
AQ-4. Compliance with BAAQMD CEQA Significance Criteria Regarding Operational Criteria Air Pollutants and Ozone Precursor Emissions	**MM AQ-4. Implement energy efficiency measures with 300 Airport Boulevard Project and Future 350 Airport Project.** These measures could include: Leadership in Energy and Environmental Design (LEED) Gold certification or equivalent and to exceed energy efficiency beyond Title 24 requirements (26 percent energy reduction over Title 24 baseline building), which would further aid in reducing stationary source emissions. This LEED certification will also be proposed for the future development of 350 Airport Boulevard.	300 Airport Boulevard	Compliance Monitoring	Project Sponsor, and Project Contractor(s)	Ongoing
AQ-8. Consistency with Applicable Air Quality Plans.	See **MM AQ-1.**				
Climate Change					
CC-1. Generation of Greenhouse Gas (GHG) Emissions	**MM CC-1.** **CC-1.1 Incorporate GHG Reduction Measures for Maintenance Activities.** The Project Sponsor shall provide infrastructure for the use of electric landscape equipment during landscaping activities, where feasible. **CC-1.2 Incorporate Trees and Vegetation into Project Design.** Trees and other shade structures shall be incorporated into the Site Plan to maximize summer shade and to minimize winter shade. **CC-1.3 Renewable Energy System.** The Project	300 Airport Boulevard	Compliance Monitoring	Project Sponsor, and Project Contractor(s)	Ongoing

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	shall offset 10 percent of project electricity demand through implementation of onsite renewable energy systems or through investment in offsite alternative energy systems. **CC-1.4 Drought Tolerant Landscaping.** The Project shall reduce irrigation-related water demand by a minimum of 10 percent through the implementation of drought tolerant landscaping. **CC-1.5 Cool Roof Material.** The Project shall incorporate cool-roof materials into project design to reduce electricity demand associated with building heating, ventilation, and air conditioning (HVAC) by a minimum of 7 percent. **CC-1.6 Water Conservation Measures.** The Project shall implement immediate water conservation measures to reduce building water demand by 33 percent. Building water demand shall ultimately be reduced by 50 percent when the city of Burlingame (City)'s recycled water system is implemented. **CC-1.7 Energy Efficiency beyond Title 24 Standards.** The Project shall reduce building energy demand beyond the 2005 Title 24 Standards by 26 percent. **CC-1.8 Operation Solid Waste Reduction.** The Project shall implement a solid waste reduction program to reduce operational solid waste by a				

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	minimum of 10 percent. IMPROVEMENT MEASURE. The Project should include alternative fueled vehicles in the construction fleet and that building materials come from local sources in order to reduce GHG emissions from construction activities. • **Utilize Alternative Fueled Vehicles and Local Building Materials.** In accordance with BAAQMD Best Management Practices (BMPs), the Project Sponsor shall incorporate into the construction fleet a minimum of 15 percent of construction vehicles and equipment operated by alternative fuels. Further, the Project Sponsor shall ensure that a minimum of 10 percent of building materials are locally sourced, where feasible.				
Noise					
NO-1. Permanent Increase in Ambient Noise Levels during Construction	**MM NO-1.** **NO-1.1 Implement BMPs to Reduce Construction Noise.** The following BMPs shall be incorporated into the construction documents to be implemented by the Project contractor. a. Maximize the physical separation between noise generators and noise receptors. Such separation includes, but is not limited to, the following measures: i. Use heavy-duty mufflers for stationary equipment and barriers around	300 Airport Boulevard	Compliance Monitoring	Project Contractor(s), and Project Sponsor	Before, and during construction

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	particularly noisy areas of the site or around the entire site; ii. Use shields, impervious fences, or other physical sound barriers to inhibit transmission of noise to sensitive receptors; iii. Locate stationary equipment to minimize noise impacts on the community; and iv. Minimize backing movements of equipment. b. Use quiet construction equipment whenever possible. c. Impact equipment (e.g., jack hammers and pavement breakers) shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically-powered tools. Compressed air exhaust silencers shall be used on other equipment. Other quieter procedures, such as drilling rather than using impact equipment, shall be used whenever feasible. d. Prohibit unnecessary idling of internal combustion engines. e. Select routes for movement of construction-related vehicles and equipment in conjunction with the Burlingame Planning Division so that noise-sensitive areas, including residences and schools, are avoided as much as possible. f. The project sponsor shall designate a				

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	"disturbance coordinator" for construction activities. The coordinator would be responsible for responding to any local complaints regarding construction noise and vibration. The coordinator would determine the cause of the noise or vibration complaint and would implement reasonable measures to correct the problem.				
NO-2. Exposure of Persons to Excessive Ground-Borne Vibration Levels during Construction	**MM NO-2.** **NO-2.1 Notify Nearby Businesses of Construction Activities that Could Affect Vibration-Sensitive Equipment.** The Project Sponsor shall provide notification to adjacent property owners and occupants, prior to the start of construction, informing them of the estimated start date and duration of vibration-generating construction activities during site preparation, grading, and pile driving, if required. This notification shall include information warning about the potential for impacts related to vibration-sensitive equipment. The Project Sponsor shall identify a phone number for the property owners and occupants to call if they have vibration-sensitive equipment on their site. **NO-2.2 Implement Construction BMPs to Reduce Construction Vibration.** The Project Sponsor shall implement the following measures during construction of all Project components:	300 Airport Boulevard	Compliance Monitoring	Project Sponsor, and Project Contractor(s)	Before, and after construction

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	• To the extent feasible, construction activities that could generate high vibration levels at any identified vibration-sensitive locations shall be scheduled during times that would have the least impact on nearby land uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 a.m. to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday to Friday; • Stationary sources, such as construction staging areas and temporary generators, shall be located as far from nearby vibration-sensitive receptors as possible; • Trucks shall be prohibited from idling along streets serving the construction site where vibration-sensitive equipment is located; and • Avoid pile driving when possible within 100 feet of an existing structure.				
Hydrology					
HY-7. Sea Level Rise	**MM HY-7.** **HY-7.1 Provide Flood Protection up to the 100-Year Flood Event plus Sea Level Rise for Underground Structures.** To protect underground structures from sea level rise flood risks, prior to approving grading and/or building permits the City shall ensure that the project design incorporates its floodplain development requirements into all applicable project features using a flood elevation of	300 Airport Boulevard	Compliance Monitoring	Project Sponsor, and Project Contractor(s)	Before, during, and after construction

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	at least 7.1 feet. All below-ground structures, including storm drains, sewers, equipment facilities, and others, shall be flood proofed and designed to withstand hydrostatic forces and buoyancy from water surface elevations up to 7.1 feet in elevation. Certain portions of the shoreline open space may not be protected at the ultimate level of flooding, given proposed heights. However, developed areas of the Project would be protected. For the shoreline areas, an adaptive strategy would be developed to address end-of-century conditions. **HY-7.2 Provide Adequate Storm Flow Conveyance Capacity for Sea Level Rise Conditions.** To ensure that the storm drain system conveyance capacity is not constricted by sea level rise at the outlets, the Project Sponsor shall design the storm drain system to adequately convey stormwater runoff at outlet water surface elevations equivalent to the 100- year flood event base elevation plus sea level rise of 55 inches (water surface elevation of 11.6 feet at the outlet). Prior to receiving a grading permit, City shall review project designs and studies for adequacy of storm flow conveyance with an outlet surface water elevation of 11.6 feet and in accordance with City design standards. The City shall prepare Conditions of Approval, where necessary, to ensure that the design criteria are met. The Project Sponsor shall				

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	incorporate applicable City Conditions of Approval into project designs, prior to receiving a grading permit. **HY-7.3 Provide Protection of Shoreline and Flood Protection Features from Hydrodynamic Forces from Sea Level Rise Conditions.** Prior to receiving a grading permit, in order to ensure that the shoreline and flood protection features associated with the proposed project provide protection under sea level rise hydrodynamic and/or hydrostatic conditions, the Project Sponsor shall prepare engineering studies to identify expected hydrodynamic forces for under storm surge conditions (at least 2 percent wave run-up) and a base flood elevation of at least 11.6 feet and hydrostatic forces from a water surface elevation of 8.1 feet (mean higher high water plus 55-inch sea level rise). For the shoreline areas, an adaptive strategy would be implemented to address end-of-century conditions. The Project Sponsor shall design shoreline and flood protection features that could accommodate hydrodynamic forces from sea level rise conditions along wherever flood protection features are identified under Mitigation Measure HY-7.1 and at shoreline protection features for stability and integrity under storm surge conditions (at least 2 percent wave run-up) and a base flood elevation of				

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
	at least 11.6 feet. The Project Sponsor shall also design flood protection features for protection against hydrostatic forces from a water surface elevation of 8.1 feet (mean higher high water plus 55-inch sea level rise). The City shall review designs and associated studies for conformance with City requirements and adequacy of design measures to withstand hydrodynamic and hydrostatic forces associated with the design Criteria. The Project Sponsor shall also design erosion protection along the shoreline set-back area for protection under storm surge conditions (at least 2 percent wave run-up) and a base flood elevation of at least 11.6 feet. The City shall review designs and associated studies for adequacy in protecting the shoreline set-back area under these conditions. The City shall prepare Conditions of Approval, where necessary, to ensure that the design criteria are met. Prior to receiving a grading permit, the Project Sponsor shall incorporate applicable City and Bay Conservation and Development Commission (BCDC) Conditions of Approval into project designs.				
HY-8. Tidal and Wave Action Flooding	See **MM HY-7.1**, **MM HY-7.2**, and **MM HY-7.3**.				

Potential Impact	Mitigation Measure	Location	Monitoring/ Reporting Action	Agency Responsible	Timing
HY-11. Cumulative Sea Level Rise and Tides	See **MM HY-7.1**, **MM HY-7.2**, and **MM HY-7.3**.				

EXHIBIT E – 300 Airport Boulevard Development Project

STATEMENT OF FINDINGS AND STATEMENT OF OVERRIDING CONSIDERATIONS

1.0 INTRODUCTION

The California State Lands Commission (CSLC), acting as a responsible agency under the California Environmental Quality Act (CEQA), makes these findings and this Statement of Overriding Considerations to comply with CEQA as part of its discretionary approval to authorize issuance of a General Lease – Recreation, Protective Structure, and Other Use to 350 Beach Road, LLC for use of sovereign lands associated with the proposed 300 Airport Boulevard Development Project (Project). (See generally Pub. Resources Code, § 21069; State CEQA Guidelines, § 15381.)[1] The CSLC has jurisdiction and management authority over all ungranted tidelands, submerged lands, and the beds of navigable lakes and waterways. The CSLC also has certain residual and review authority for tidelands and submerged lands legislatively granted in trust to local jurisdictions (Pub. Resources Code, §§ 6301, 6306). All tidelands and submerged lands, granted or ungranted, as well as navigable lakes and waterways, are subject to the protections of the Common Law Public Trust.

The CSLC is a responsible agency under CEQA for the Project because the CSLC must approve a lease for the Project to go forward and because the City of Burlingame (City) as the CEQA lead agency, has the principal responsibility for approving the Project and has completed its environmental review under CEQA. The City analyzed the environmental impacts associated with the Project in an Environmental Impact Report (EIR) (State Clearinghouse [SCH] No. 2010122012). In May 2012, the City certified the EIR and adopted the Project Summary of Environmental Impacts and Mitigation, Findings, and Statement of Overriding Considerations.

The Project site of 300 Airport Boulevard would include public access, open space, landscaping, construction of approximately 767,000 square feet (sf) of new uses as office space or life science buildings, retail uses, food services, an amenities building with child care, an exercise facility and a food service area, parking to support these uses, rezoning of a small portion of the 300 Airport Boulevard site from the Anza Point South to Anza Point North district, and amendments to the Bayfront Specific Plan and City Zoning Code to accommodate the Project. The site is filled lands in San Francisco Bay, was never developed, and is enclosed by a chain-link fence with barbed-wire and intermittently-spaced landscaping on the northern and eastern perimeters, along Airport Boulevard.

The CSLC approval of the Project includes the demolition of the existing north-south and the east-west alignment of Airport Boulevard, which is under CSLC jurisdiction. Airport Boulevard will be moved to the center of the development site, and the CSLC

[1] CEQA is codified in Public Resources Code section 21000 et seq. The State CEQA Guidelines are found in Title 14 of the California Code of Regulations section 15000 et seq.

parcels would mainly would be restored and rehabilitated to become part of the Bay Trail. Because the CSLC parcels are on filled lands in the Bay, they are composed of unmanaged shrubs, grasses, weeds, flowering bushes, and small to medium sized trees. No buildings would be constructed within 100 feet of the shoreline revetment.

The City determined that the Project could have significant environmental effects on the following environmental resources:

- Land Use
- Visual Quality
- Transportation
- Air Quality
- Climate Change
- Noise
- Biological Resources
- Hydrology
- Population and Housing
- Parks and Wind Effects on Recreation
- Utilities

Of those 11 resources areas, however, the components of the Project within the jurisdiction of the CSLC (demolition of existing Airport Boulevard, and restoring and rehabilitating the remaining north-south and the east-west CSLC parcels to become part of the Bay Trail) could have significant environmental effects only on the following four environmental resource areas.

- Air Quality
- Climate Change
- Noise
- Hydrology

In certifying the EIR and approving the Project, the City imposed various mitigation measures for Project-related significant effects on the environment as conditions of Project approval and concluded that Project-related impacts would be substantially lessened with implementation of mitigation measures. Even with the integration of feasible mitigation, the EIR concluded that some of the identified impacts would remain significant. As a result, the City adopted a Statement of Overriding Considerations, which justified the City's approval of the Project despite these significant and unavoidable impacts The EIR determined that, after mitigation, the Project may still have significant impacts on the following resource areas:

- Transportation
- Air Quality
- Climate Change

As a responsible agency, the CSLC complies with CEQA by considering the lead agency's EIR and reaching its own conclusions on whether, how, and with what conditions to approve a project. In doing so, the CSLC may require changes in a project to lessen or avoid the effects, either direct or indirect, of that part of the project which the CSLC will be called on to carry out or approve. In order to ensure the identified mitigation measures and/or project revisions are implemented, the CSLC adopts the MMP as set forth in Exhibit D as part of its Project approval.

2.0 FINDINGS

The CSLC's role as a responsible agency affects the scope of, but not the obligation to adopt, findings required by CEQA. Findings are required under CEQA by each public agency that approves a project for which an EIR has been certified that identifies one or more significant impacts on the environment (Pub. Resources Code, § 21081, subd. (a); State CEQA Guidelines, § 15091, subd. (a)). Because the EIR certified by the City for the Project identifies potentially significant impacts that fall within the scope of the CSLC's approval, the CSLC makes the Findings set forth below as a responsible agency under CEQA. (State CEQA Guidelines, § 15096, subd. (h); *Resource Defense Fund.* v. *Local Agency Formation Comm. of Santa Cruz County* (1987) 191 Cal.App.3d 886, 896-898.)

While the CSLC must consider the environmental impacts of the Project as set forth in the City's EIR, the CSLC's obligation to mitigate or avoid the direct or indirect environmental impacts of the Project is limited to those parts which it decides to carry out, finance, or approve (Pub. Resources Code, § 21002.1, subd. (d); State CEQA Guidelines, §§ 15041, subd. (b), 15096, subds. (f)-(g)). Accordingly, because the CSLC's exercise of discretion involves only Airport Boulevard, the CSLC is responsible for considering only the environmental impacts related to lands or resources subject to the CSLC's jurisdiction. With respect to all other impacts associated with Project implementation, the CSLC is bound by the legal presumption that the EIR fully complies with CEQA.

The CSLC has reviewed and considered the information contained in the Project EIR. All significant adverse impacts of the Project identified in the EIR relating to the CSLC's approval of a General Lease — Recreation, Protective Structure, and Other Use, which would allow restoration and enhancement of CSLC parcels to be included in the Bay Trail, are included herein and organized according to the resource affected. These Findings, which reflect the independent judgment of the CSLC, are intended to comply with CEQA's mandate that no public agency shall approve or carry out a project for which an EIR has been certified that identifies one or more significant environmental effects unless the agency makes written findings for each of those significant effects. The possible findings on each significant effect are:

(1) Changes or alterations have been required in, or incorporated into, the project which mitigate or avoid the significant effects on the environment;
(2) Those changes or alterations are within the responsibility and jurisdiction of another public agency and have been, or can and should be, adopted by that other agency;
(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.[2]

[2] See Public Resources Code section 21081, subdivision (a), and State CEQA Guidelines section 15091, subdivision (a).

Whenever Finding (3) is made, the CSLC has determined that sufficient mitigation is not practicable to reduce the impact to a less than significant level, and even after implementation of all feasible mitigation measures, there will be or could be unavoidable significant adverse impact due to the Project. Significant impacts requiring Finding (3) were identified in the Final EIR. The Statement of Overriding Considerations adopted as part of Exhibit D applies to all such unavoidable impacts related to the CSLC's discretionary action, as required by CEQA (Pub. Resources Code, § 21081, subd. (b); State CEQA Guidelines, §§ 15093, 15096, subd. (h)).

These Findings are based on the information contained in the EIR, as well as information provided by to CSLC staff by the City, all of which is contained in the administrative record. The mitigation measures are briefly described in these Findings; more detail on the mitigation measures is included in the City's EIR.

The CSLC is the custodian of the record of proceedings upon which its decision is based. The location of the CSLC's record of proceedings is in the Sacramento office of the CSLC, 100 Howe Avenue, Suite 100-South, Sacramento, CA 95825.

I. IMPACTS REDUCED TO LESS THAN SIGNIFICANT LEVELS WITH MITIGATION

The following impacts were determined in the EIR to be potentially significant absent mitigation: AQ-2, NO-1, NO-2, HY-7, HY-8, and HY-11. After application of mitigation, however, the impacts were determined to be less than significant.

A. AIR QUALITY

CEQA FINDING NO. AQ-2

Impact: **AQ-2. Violation of Particulate Matter Ambient Air Quality Standards.** Fugitive dust (PM_{10}) from construction activities associated with the Project would result in short-term violations of particulate matter ambient air quality standards.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

Particulate matter emissions from excavation and enhancement activities on CSLC parcels may temporary violate air quality standards recommended by Bay Area Air Quality Management District (BAAQMD). Implementation of **Mitigation Measure AQ-2** will minimize impacts of particulate matter ambient air quality standards by applying the BAAQMD recommended dust control measures.

> **Mitigation Measure AQ-2**: Implement Recommended Dust Control Measures. To reduce particulate matter emissions during Project excavation and

construction phases, the Project contractor(s) shall comply with the dust control strategies developed by BAAQMD. The Project Sponsor. shall include in all construction contracts the following requirements or measures:

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

Post a publicly visible sign with the telephone number and person to contact at the Lead Agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. The Air District's phone number shall also be visible to ensure compliance with applicable regulations.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

With the mitigation described above, this impact is reduced to a less than significant level.

B. NOISE

CEQA FINDING NO. NO-1	
Impact:	**NO-1. Permanent Increase in Ambient Noise Levels during Construction.** Construction of the Project would not result in a substantial permanent increase in ambient noise levels in the Project vicinity above levels existing without the Project. However, ambient noise levels may temporarily increase.

Finding(s):	(1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

Ambient noise levels may temporarily increase during the construction from equipment and other Project-related activities related to restoration and enhancement. Implementation of **Mitigation Measure NO-1** would minimize this impact by incorporating Best Management Practices (BMPs) to reduce construction noise.

Mitigation Measure NO-1: Implement BMPs to Reduce Construction Noise. The following BMPs shall be incorporated into the construction documents to be implemented by the Project contractor.

a. Maximize the physical separation between noise generators and noise receptors. Such separation includes, but is not limited to, the following measures:
   i. Use heavy-duty mufflers for stationary equipment and barriers around particularly noisy areas of the site or around the entire site;
   ii. Use shields, impervious fences, or other physical sound barriers to inhibit transmission of noise to sensitive receptors;
   iii. Locate stationary equipment to minimize noise impacts on the community; and
   iv. Minimize backing movements of equipment.
b. Use quiet construction equipment whenever possible.
c. Impact equipment (e.g., jack hammers and pavement breakers) shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically-powered tools.
   Compressed air exhaust silencers shall be used on other equipment. Other quieter procedures, such as drilling rather than using impact equipment, shall be used whenever feasible.
d. Prohibit unnecessary idling of internal combustion engines.
e. Select routes for movement of construction-related vehicles and equipment in conjunction with the Burlingame Planning Division so that noise-sensitive areas, including residences and schools, are avoided as much as possible.

The project sponsor shall designate a "disturbance coordinator" for construction activities. The coordinator would be responsible for responding to any local complaints regarding construction noise and vibration. The coordinator would determine the cause of the noise or vibration complaint and would implement reasonable measures to correct the problem.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

With the mitigation described above, this impact is reduced to a less than significant level.

CEQA FINDING NO. NO-2

Impact: **NO-2. Exposure of Persons to Excessive Ground-Borne Vibration Levels during Construction.** Implementation of the Project may result in exposure of persons to or generation of excessive ground-borne vibration or ground-borne noise levels. This would be considered a significant impact.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

Generation of excessive ground-borne vibration levels, during construction, may expose individuals and or nearby structures resulting in being a significant impact. Implementation of **Mitigation Measures NO-2.1 and NO-2.2** will minimize impacts on individuals and structures from excessive ground-borne vibrations.

Mitigation Measure NO-2: Notify Nearby Businesses of Construction Activities that Could Affect Vibration-Sensitive Equipment. The Project Sponsor shall provide notification to adjacent property owners and occupants, prior to the start of construction, informing them of the estimated start date and duration of vibration-generating construction activities during site preparation, grading, and pile driving, if required. This notification shall include information warning about the potential for impacts related to vibration-sensitive equipment. The Project Sponsor shall identify a phone number for the property owners and occupants to call if they have vibration-sensitive equipment on their site.

Mitigation Measure NO-2.2: Implement Construction BMPs to Reduce Construction Vibration. The Project Sponsor shall implement the following measures during construction of all Project components:

- To the extent feasible, construction activities that could generate high vibration levels at any identified vibration-sensitive locations shall be scheduled during times that would have the least impact on nearby land uses. This could include restricting construction activities in the areas of potential impact to the early and late hours of the work day, such as from 8:00 a.m. to 10:00 a.m. or 4:00 p.m. to 6:00 p.m. Monday to Friday;
- Stationary sources, such as construction staging areas and temporary generators, shall be located as far from nearby vibration-sensitive receptors as possible;
- Trucks shall be prohibited from idling along streets serving the construction site where vibration-sensitive equipment is located, and
- Avoid pile driving when possible within 100 feet of an existing structure.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

With the mitigation described above, this impact is reduced to a less than significant level.

C. HYDROLOGY

CEQA FINDING NO. HY-7

Impact: **HY-7. Sea Level Rise.** The Project would be subject to potentially significant flooding risks resulting from sea level rise.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

The Project would be subject to potentially significant risks resulting from sea level rise. Implementation of **Mitigation Measure HY-7.1, HY-7.2, and HY-7.3** would minimize this impact by ensuring that underground structures are adequately protected to reduce risks from 100-year or tsunami flooding in combination with sea level rise, ensuring that the storm drainage system has adequate conveyance capacity and surface discharges to off-site properties do not occur, and ensure that embankments, sea walls, levees, and shoreline features are adequately protected from higher tide conditions. Implemented together, these measures would reduce impacts to a less-than-significant level for the 300 Airport Boulevard Site.

Mitigation Measure HY-7.1: Provide Flood Protection up to the 100-Year Flood Event plus Sea Level Rise for Underground Structures. To protect underground structures from sea level rise flood risks, prior to approving grading and/or building permits the City shall ensure that the project design incorporates its floodplain development requirements into all applicable project features using a flood elevation of at least 7.1 feet. All below-ground structures, including storm drains, sewers, equipment facilities, and others, shall be flood proofed and designed to withstand hydrostatic forces and buoyancy from water surface elevations up to 7.1 feet in elevation. Certain portions of the shoreline open space may not be protected at the ultimate level of flooding, given proposed heights. However, developed areas of the Project would be protected. For the shoreline areas, an adaptive strategy would be developed to address end-of-century conditions.

Mitigation Measure HY-7.2: Provide Adequate Storm Flow Conveyance Capacity for Sea Level Rise Conditions. To ensure that the storm drain system conveyance capacity is not constricted by sea level rise at the outlets, the Project Sponsor shall design the storm drain system to adequately convey stormwater runoff at outlet water surface elevations equivalent to the 100- year flood event base elevation plus sea level rise of 55 inches (water surface

elevation of 11.6 feet at the outlet). Prior to receiving a grading permit, the City shall review project designs and studies for adequacy of storm flow conveyance with an outlet surface water elevation of 11.6 feet and in accordance with City design standards. The City shall prepare Conditions of Approval, where necessary, to ensure that the design criteria are met. The Project Sponsor shall incorporate applicable City Conditions of Approval into project designs, prior to receiving a grading permit.

Mitigation Measure HY-7.3: Provide Protection of Shoreline and Flood Protection Features from Hydrodynamic Forces from Sea Level Rise Conditions. Prior to receiving a grading permit, in order to ensure that the shoreline and flood protection features associated with the proposed project provide protection under sea level rise hydrodynamic and/or hydrostatic conditions, the Project Sponsor shall prepare engineering studies to identify expected hydrodynamic forces for under storm surge conditions (at least 2 percent wave run-up) and a base flood elevation of at least 11.6 feet and hydrostatic forces from a water surface elevation of 8.1 feet (mean higher high water plus 55-inch sea level rise). For the shoreline areas, an adaptive strategy would be implemented to address end-of-century conditions.

The Project Sponsor shall design shoreline and flood protection features that could accommodate hydrodynamic forces from sea level rise conditions along wherever flood protection features are identified under Mitigation Measure HY-7.1 and at shoreline protection features for stability and integrity under storm surge conditions (at least 2 percent wave run-up) and a base flood elevation of at least 11.6 feet. The Project Sponsor shall also design flood protection features for protection against hydrostatic forces from a water surface elevation of 8.1 feet (mean higher high water plus 55-inch sea level rise). The City shall review designs and associated studies for conformance with City requirements and adequacy of design measures to withstand hydrodynamic and hydrostatic forces associated with the design Criteria. The Project Sponsor shall also design erosion protection along the shoreline set-back area for protection under storm surge conditions (at least 2 percent wave run-up) and a base flood elevation of at least 11.6 feet. The City shall review designs and associated studies for adequacy in protecting the shoreline set-back area under these conditions. The City shall prepare Conditions of Approval, where necessary, to ensure that the design criteria are met. Prior to receiving a grading permit, the Project Sponsor shall incorporate applicable City and Bay Conservation and Development Commission (BCDC) Conditions of Approval into project designs.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

With the mitigation described above, this impact is reduced to a less than significant level.

CEQA FINDING NO. HY-8

Impact: **HY-8. Tidal and Wave Action Flooding.** The Project would be impacted from tidal and wave action flooding.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

Prevailing winds combined with high tides or 100-year tides could flood the Project Site resulting in potentially-significant impacts to the 300 Airport Boulevard Site and the future development of 350 Airport Boulevard Site. Implementation of **Mitigation Measure HY-8** will minimize impacts on tidal and wave actions.

> **Mitigation Measure HY-8: Tidal and Wave Action Flooding.** Implementation of Mitigation Measures HY-7.1, HY-7.2, HY-7.3, and HY-7.4 would reduce this impact to a less-than-significant level by ensuring the elevation of the Project Site and shoreline protection are adequate to protect against flooding associated with wave action.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

With the mitigation described above, this impact is reduced to a less than significant level.

CEQA FINDING NO. HY-11

Impact: **HY-11. Cumulative Sea Level Rise and Tides.** The Project would have cumulative impacts on tidal and wave actions.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

The Project, in combination with other reasonably foreseeable development, would be subject to potentially significant cumulative flooding risks resulting from sea level rise and tides. Implementation of **Mitigation Measure HY-11** will minimize cumulative impacts on tidal and wave actions.

> **Mitigation Measure HY-11: Cumulative Sea Level Rise and Tides.** Implementation of MM HY-7.1, HY-7.2, HY-7.3, and HY-7.4 would reduce this cumulative impacts to a less-than-significant level by ensuring the elevation of the Project Site and shoreline protection are adequate to protect against flooding associated with wave action.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

With the mitigation described above, this impact is reduced to a less than significant level.

II. SIGNIFICANT AND UNAVOIDABLE IMPACTS

The following impacts were determined in the EIR to be significant and unavoidable: AQ-1, AQ-3, AQ-4, AQ-8, AQ-9, AQ-10, CC-1, and CC-2. For each impact, either no feasible mitigation could be identified, or the identified mitigation would be insufficient to reduce the impact to below a threshold of significance.

A. AIR QUALITY

CEQA FINDING NO. AQ-1

Impact: **AQ-1**. **Consistency with Applicable Air Quality Plans.** Implementation of the Project would conflict with or obstruct implementation of the Clean Air Plan.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

The Project (and any potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site), would increase individual and cumulative Vehicle Miles Traveled (VMT) at a rate greater than that assumed in the BAAQMD 2010 Clean Air Plan (which incorporates and updates BAAQMD's 2005 Ozone Attainment Plan), and therefore would result in a conflict with the 2010 Clean Air Plan. Implementation of **Mitigation Measure AQ-1** would conflict with or obstruct implementation of the Clean Air Plan. Therefore, impacts would be significant.

> **Mitigation Measure AQ-1: Consistency with Applicable Air Quality Plans.** Implement Transportation Demand Management (TDM) Program as part of the Project (and will also be included in the future development of 350 Airport Boulevard). The following could be the implementation measures of the TDM: secure bicycle storage, showers and changing rooms, shuttle service, preferential parking for carpoolers, preferential parking for vanpoolers, commute assistance center, employees' surveys, video conferencing centers, on-site amenities accommodations, on-site bicycles for employees, child care services,

guaranteed ride home program, transportation action plan, transportation management association, and coordination of TDM programs.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

CEQA FINDING NO. AQ-3

Impact: **AQ-3**. **Criteria Air Pollutants and Ozone Precursor Emissions Compliance.** Equipment used for construction activities associated with the Project would result in short-term emission increases of criteria air pollutants and ozone precursors that exceed the 2011 BAAQMD CEQA significance criteria, thus resulting in a significant impact.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

Equipment used for construction activities associated with the Project would result in short-term emission increases of criteria air pollutants and ozone precursors (Reactive Organic Gases [ROGs] and nitrogen oxides [NOx]), and any potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site would result in short-term construction-related ROG emissions, that exceed the 2011 BAAQMD CEQA significance criteria for these pollutants, resulting in an individual and cumulatively significant impact.

Implementation of **Mitigation Measure AQ-3.1 and AQ-3.2** would reduce construction-related emissions of ROGs and NOx from the development of the Project (and any potential future development of the 350 Airport Boulevard Site):

Mitigation Measure AQ-3.1: Construction Equipment Emissions Minimization. To reduce the potential impacts resulting from Project construction activities, the Project Sponsor shall include in contract specifications a requirement for the following measures:

- Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to two minutes;
- The Project shall develop a construction plan demonstrating that the off-road equipment (more than 50 horsepower) to be used in the construction

Project (i.e., owned, leased, and subcontractor vehicles) would achieve a Project wide fleet-average 20 percent NOx reduction and 45 percent PM reduction compared to the most recent California Air Resources Board (CARB) fleet average (as specified in California Code of Regulations Article 4.8, Section 2449 General Requirements for In-Use Off-Road Diesel-Fueled Fleets). Acceptable options for reducing emissions include the use of late model engines, low emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available;

- All construction equipment, diesel trucks, and generators shall be equipped with Best Available Control Technology for emission reductions of NOx and Particulate Matter (PM);
- Use of Interim Tier 4, if applicable, or equivalent equipment for all uses where such equipment is available;
- Use of Tier 3 equipment with Best Available Control Technology (BACT) or alternative fuel vehicles for applications where Tier 4 Interim engines are not available;
- Prohibition of diesel generators for construction purposes where feasible alternative sources of power are available;
- All construction equipment shall be maintained in proper working condition in accordance with manufacturer's specifications;
- Diesel-powered construction equipment shall comply with BAAQMD requirements or meet Tier 3 or Tier 4 Environmental Protection Agency (EPA)/CARB standards; and
- To the extent feasible, the existing electricity infrastructure surrounding the construction sites shall be used rather than electrical generators powered by internal combustion engines.

Mitigation Measure AQ-3.2: Application of Low- Volatile Organic Compounds (VOC) Coatings. The Project Sponsor shall use low VOC (i.e., ROG) coatings beyond the local requirements as per the BAAQMD Guideline (i.e., Regulation 8, Rule 3: Architectural Coatings).

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

CEQA FINDING NO. AQ-4

Impact: **AQ-4**. **Compliance with BAAQMD CEQA Significance Criteria Regarding Operational Criteria Air Pollutants and Ozone Precursor Emissions.** Operational emissions associated with the Project would emit criteria air pollutants and ozone precursors that exceed 2011 BAAQMD CEQA significance criteria.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

The Project would result in operational emissions of PM_{10}, in excess of the 2011 BAAQMD CEQA significance criteria, and together with any potential future development of the 350 Airport Boulevard Site in accordance with proposed planning and zoning amendments applicable to that Site, would result in emissions of ROGs and NOx, as well as PM_{10}, in excess of the significance criteria.

Implementation of **Mitigation Measure AQ-4.1** would reduce stationary source emissions of criteria air pollutants and ozone precursors by seeking Leadership in Energy & Environmental Design (LEER) Gold certification or equivalent for Project buildings and exceeding energy efficiency beyond Title 24 requirements, as discussed in more detail in the Final EIR at page 3.5-25. Furthermore, the Project includes all feasible mitigation measures for reduction of ROGs, NOx and PM_{10} attributable to mobile sources through the TDM program included in the Project.

> **Mitigation Measure AQ-4.1: Implement energy efficiency measures with 300 Airport Boulevard Project and Future 350 Airport Project.** These measures could include: Leadership in Energy and Environmental Design (LEED) Gold certification or equivalent and to exceed energy efficiency beyond Title 24 requirements (26 percent energy reduction over Title 24 baseline building), which would further aid in reducing stationary source emissions.
>
> This LEED certification will also be proposed for the future development of 350 Airport Boulevard.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

CEQA FINDING NO. AQ-8

Impact: **AQ-8. Consistency with Applicable Air Quality Plans.** The Project, combined with other development within the City, would not be consistent with the Ozone Attainment Plan and the Clean Air Plan.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

Consistency with Applicable Air Quality Plans. The Project, combined with other development within the City, would not be consistent with the Ozone Attainment Plan and the Clean Air Plan. This would be a significant cumulative impact. Implementation of **Mitigation Measure AQ-8 and AQ-1** would attempt at reducing impacts to Air Quality Plans by implementing TDM measures.

> **Mitigation Measure AQ-8: Consistency with Applicable Air Quality Plans.** See **MM AQ-1** with various measures to offsetting the TDM**.**

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

CEQA FINDING NO. AQ-9

Impact: **AQ-9. Cumulative Criteria Air Pollutants and Ozone Precursor Emission During Construction Activities.** Construction activity associated with the development of the Project Site, in combination with other development in the area, would generate criteria air pollutants and ozone precursors that would exceed the 2011 BAAQMD CEQA significance criteria.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

Construction activities proposed under the Preferred Restoration Alternative would be temporary in duration, but may still cause adverse air quality impacts. Implementation of **Mitigation Measure AQ-9 and AQ-3.1** would contribute to bringing the Project into compliance with the BAAQMD guidelines regarding construction activities.

> **Mitigation Measure AQ-9: Cumulative Criteria Air Pollutants and Ozone Precursor Emission During Construction Activities.** The construction related emissions associated with the Project would still have the potential to exceed the 2011 BAAQMD significance thresholds even after implementation of MM AQ-3.1 to reduce criteria air pollutant and ozone precursor emissions from construction of all project components.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

CEQA FINDING NO. AQ-10

Impact: **AQ-10**. **Cumulative Criteria Air Pollutants and Ozone Precursor Emissions During Operational Activities.** Operational activities associated with the Project, in combination with other development in the area, would emit criteria pollutants. Although a TDM program is included as a Project component, operational emissions would exceed the 2011 BAAQMD significance thresholds.

Finding(s):
(1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

The Project would result in operational emissions of PM_{10}, in excess of the 2011 BAAQMD CEQA significance criteria, and together with any potential future development of the 350 Airport Boulevard Site in accordance with proposed planning and zoning amendments applicable to that Site, would result in emissions of ROGs and NOx, as well as PM_{10}, in excess of the significance criteria.

Implementation of **Mitigation Measure AQ-10** would contribute to reduce stationary source emissions of criteria air pollutants and ozone precursors by seeking LEER Gold certification or equivalent for Project buildings and exceeding energy efficiency beyond Title 24 requirements, as discussed in more detail in the Final EIR at page 3.5-25. Furthermore, the Project includes all feasible mitigation measures for reduction of

ROGs, NOx and PM_{10} attributable to mobile sources through the TDM program included in the Project.

> **Mitigation Measure AQ-10: Cumulative Criteria Air Pollutants and Ozone Precursor Emissions During Operational Activities.** The following controls shall be implemented during construction activities. The mitigation measures would not be able to further reduce VMT because, according to the Transportation Impact Analysis, the daily trips would need to be further reduced. However, the Transportation Impact Analysis and "Urban Emissions Model" (URBEMIS) models already reflect the implementation of a TDM program.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

B. CLIMATE CHANGE

CEQA FINDING NO. CC-1

Impact: **CC-1**. **Generation of Greenhouse Gas (GHG) Emissions.** The Project would result in a significant impact from both direct and indirect generation of GHG emissions.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

The Project, and potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site, would result in generation of GHG emissions that exceed 2011 BAAQMD CEQA thresholds for land development projects.

Implementation of **Mitigation Measure CC-1., CC-1.2, CC-1.3, CC-1.4, CC-1.5, CC-1.6, CC-1.7, and CC-1.8** would reduce GHG emissions associated with operation of the Project by approximately 18 percent, but would not reduce GHG emissions to below BAAQMD CEQA thresholds for the following emissions.

> **Mitigation Measure CC-1.1: Incorporate GHG Reduction Measures for Maintenance Activities.** The Project Sponsor shall provide infrastructure for the use of electric landscape equipment during landscaping activities, where feasible.

Mitigation Measure CC-1.2: Incorporate Trees and Vegetation into Project Design. Trees and other shade structures shall be incorporated into the Site Plan to maximize summer shade and to minimize winter shade.

Mitigation Measure CC-1.3: Renewable Energy System. The Project shall offset 10 percent of project electricity demand through implementation of onsite renewable energy systems or through investment in offsite alternative energy systems.

Mitigation Measure CC-1.4: Drought Tolerant Landscaping. The Project shall reduce irrigation-related water demand by a minimum of 10 percent through the implementation of drought tolerant landscaping.

Mitigation Measure CC-1.5: Cool Roof Material. The Project shall incorporate cool-roof materials into project design to reduce electricity demand associated with building heating, ventilation, and air conditioning (HVAC) by a minimum of 7 percent.

Mitigation Measure CC-1.6: Water Conservation Measures. The Project shall implement immediate water conservation measures to reduce building water demand by 33 percent. Building water demand shall ultimately be reduced by 50 percent when the City's recycled water system is implemented.

Mitigation Measure CC-1.7: Energy Efficiency beyond Title 24 Standards. The Project shall reduce building energy demand beyond the 2005 Title 24 Standards by 26 percent.

Mitigation Measure CC-1.8: Operation Solid Waste Reduction. The Project shall implement a solid waste reduction program to reduce operational solid waste by a minimum of 10 percent.

IMPROVEMENT MEASURE. The Project should include alternative fueled vehicles in the construction fleet and that building materials come from local sources in order to reduce GHG emissions from construction activities.

- **Utilize Alternative Fueled Vehicles and Local Building Materials.** In accordance with BAAQMD Best Management Practices (BMPs), the Project Sponsor shall incorporate into the construction fleet a minimum of 15 percent of construction vehicles and equipment operated by alternative fuels. Further, the Project Sponsor shall ensure that a minimum of 10 percent of building materials are locally sourced, where feasible.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

CEQA FINDING NO. CC-2

Impact: **CC-2**. **Conflict with Applicable Plans, Policies, or Regulations Regarding Reduction of GHG Emissions.** The Project would conflict with applicable plans, policies, or regulations adopted for the purpose of reducing GHG emissions. The Project would have a significant impact on GHG reduction plans, policies, and regulations.

Finding(s): (1) Changes or alterations have been required in, or incorporated into, the project that mitigate or avoid the significant environmental effect as identified in the EIR.

(3) Specific economic, legal, social, technological, or other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

FACTS SUPPORTING THE FINDING(S)

The Project, and potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site, would conflict with applicable plans, policies, or regulations adopted for the purpose of reducing GHG emissions since it is not consistent with the BAAQMD's implementation of the State's GHG reduction goals pursuant to Assembly Bill (AB) 32. This conflict with GHG reduction plans, policies, and regulations would be a significant impact.

Implementation of **Mitigation Measure CC-2.1 and CC-2.1** would contribute to bringing the Project into compliance with BAAQMD guidelines regarding construction activities.

> **Mitigation Measure AQ-2.2: Conflict with Applicable Plans, Policies, or Regulations Regarding Reduction of GHG Emissions.** Even with the proposed MM CC-1 implementation measures will still exceed BAAQMD' s threshold for operational GHG emissions. Therefore, no other mitigation measures could be applied, and it would result in being a significant and unavoidable impact to regional GHG reduction plans, policies, and regulations.

LEVEL OF SIGNIFICANCE AFTER MITIGATION

This impact remains significant after application of all feasible mitigation.

3.0 STATEMENT OF OVERRIDING CONSIDERATIONS

I. INTRODUCTION

This section addresses the CSLC's obligations under Public Resources Code section 21081, subdivisions (a)(3) and (b). (See also State CEQA Guidelines, §§ 15091, subd. (a)(3), 15093.) Under these provisions, CEQA requires the CSLC to balance, as applicable, the economic, legal, social, technological, or other benefits, including regionwide or statewide environmental benefits, of the approved Shipyard Sediment Remediation Project against the backdrop of unavoidable significant environmental impacts. For purposes of CEQA, if the specific economic, legal, social, technological, or other benefits of a proposed project outweigh the unavoidable significant environmental effects, those effects may be considered acceptable and the decision making agency may approve the underlying project (State CEQA Guidelines § 15092, subd. (b)(2)(B)). CEQA, in this respect, does not prohibit the CSLC from approving the lease even if the Project activities as authorized under the lease may cause significant and unavoidable environmental effects.

This Statement of Overriding Considerations presents a list of (1) the specific significant effects on the environment attributable to the approved Project that cannot feasibly be mitigated to below a level of significance, (2) benefits derived from the approved Project, and (3) specific reasons for approving the Project.

Although the City and CSLC have imposed mitigation measures to reduce impacts, impacts remain that are considered significant after application of all feasible mitigation. Significant impacts of the approved Project fall under two resource area: Air Quality, and Climate Change (see Table 1). This impact is specifically identified and discussed in more detail in the CSLC's CEQA Findings and in the City's Final EIR. While the CSLC has required all feasible mitigation measures, this impact remains significant for purposes of adopting this Statement of Overriding Considerations.

Table 1 – Significant and Unavoidable Impacts Identified for the Approved Project

Impact	Impact Description
Air Quality	
AQ-1. Consistency with Applicable Air Quality Plans	Implementation of the Project would conflict with or obstruct implementation of the Clean Air Plan.
AQ-3. Criteria Air Pollutants and Ozone Precursor Emissions Compliance	Equipment used for construction activities associated with the Project would result in short-term emission increases of criteria air pollutants and ozone precursors that exceed the 2011 BAAQMD CEQA significance criteria, thus resulting in a significant impact.
AQ-4. Compliance with BAAQMD CEQA Significance Criteria Regarding Operational Criteria Air	Operational emissions associated with the Project would emit criteria air pollutants and ozone precursors that exceed 2011 BAAQMD

Impact	Impact Description
Pollutants and Ozone Precursor Emissions	CEQA significance criteria.
AQ-8. Consistency with Applicable Air Quality Plans	The Project, combined with other development within the City, would not be consistent with the Ozone Attainment Plan and the Clean Air Plan.
AQ-9. Cumulative Criteria Air Pollutants and Ozone Precursor Emission During Construction Activities	Construction activity associated with the development of the Project Site, in combination with other development in the area, would generate criteria air pollutants and ozone precursors that would exceed the 2011 BAAQMD CEQA significance criteria.
AQ-10. Cumulative Criteria Air Pollutants and Ozone Precursor Emissions During Operational Activities	Operational activities associated with the Project, in combination with other development in the area, would emit criteria pollutants. Although a TDM program is included as a Project component, operational emissions would exceed the 2011 BAAQMD significance thresholds.
Climate Change	
CC-1. Generation of GHG Emissions	The Project would result in a significant impact from both direct and indirect generation of GHG emissions.
CC-2. Conflict with Applicable Plans, Policies, or Regulations Regarding Reduction of GHG Emissions	The Project would conflict with applicable plans, policies, or regulations adopted for the purpose of reducing GHG emissions. The Project would have a significant impact on GHG reduction plans, policies, and regulations.

II. ALTERNATIVES

As explained in California Native Plant Society v. City of Santa Cruz (2009) 177 Cal.App.4th 957, 1000,

> "When it comes time to decide on project approval, the public agency's decisionmaking body evaluates whether the alternatives [analyzed in the EIR] are actually feasible…. At this final stage of project approval, the agency considers whether '[s]pecific economic, legal, social, technological, or other considerations…make infeasible the mitigation measures or alternatives identified in the environmental impact report.' Broader considerations of policy thus come into play when the decisionmaking body is considering actual feasibility than when the EIR preparer is assessing potential feasibility of the alternatives" [citations omitted].

The four potentially feasible alternatives analyzed in the EIR represent a reasonable range of potentially feasible alternatives that reduce one or more significant impacts of the Project. These alternatives include:

1) 300 Airport Boulevard Project;
2) No Project Alternative;
3) Existing Zoning Alternative; and
4) Office/Hotel Alternative.

As presented in the EIR, the alternatives were described and compared with each other and with the proposed Project.

Under State CEQA Guidelines section 15126.6, subdivision (e)(2), if the No Project Alternative is identified as the environmentally superior alternative, the EIR must also identify an environmentally superior alternative among the other alternatives. Based on the analysis contained in the EIR, the environmentally superior alternative to the proposed Project that is capable of achieving the Project objective is also the No Project Alternative.

The City independently reviewed and considered the information on alternatives provided in the PEIR and in the record. The EIR reflects the City's independent judgment as to alternatives. The City found that the Project provides the best balance between the Project goals and objectives and the Project's benefits. The four CEQA alternatives proposed and evaluated in the EIR were rejected as being infeasible for reasons provided in the City's Findings Regarding Alternatives (Attachment A).

Based upon the objectives identified in the Final EIR and the detailed mitigation measures imposed upon the Project, the CSLC has determined that the Project should be approved, subject to such mitigation measures (Exhibit C, Mitigation Monitoring Program), and that any remaining unmitigated environmental impacts attributable to the Project are outweighed by the following specific economic, fiscal, social, environmental, land use, and other overriding considerations:

- The Project is consistent with the adopted goals and policies of the Burlingame General Plan by providing office development consistent with the Plan. The General Plan recognizes that, given the generally developed nature of the City west of US 101, development of the Specific Plan area east of US 101 generates additional revenue for services to the west side of US 101, while providing San Francisco Bay access amenities for city residents and visitors. Revenue generated by commercial development in the Specific Plan area is a significant contributor to the City's capacity to provide the quality of life that residents enjoy, such as recreational facilities, libraries and community parks and open space. The thoughtful integration of new office and hotel uses throughout the Specific Plan area continues to give the City additional revenue and foundation to provide expanded community services and facilities in the Bayfront area and throughout the City, which benefit the entire community.
- The Project would realign Airport Boulevard through the interior of the site. This realignment permits an improved Bay Trail within the existing Bayfront road right

of way, and permits the Project to greatly expand and improve public shoreline access at the eastern end of the Specific Plan area beyond what would otherwise be provided. This is consistent with Specific Plan Policies E-4 arid E-6, which respectively call for relocation of arterial roadways away from the Bay edge, and construction of Bay Trail improvements in a manner that allows for multiple modes of recreational travel.

- The proposed Project density would provide additional and enhanced public access to the Bay. Continuous public access to the shoreline of San Francisco Bay (and the use of recreation facilities) is an important local community and social value. See, e.g., Specific Plan Goal B, Policies B-2, B-3, Goal C, Policies D-1 and F-7. The Project's building density permits concentration of development of the Project site, thus opening of the entire eastern Sanchez Channel shoreline to public access and recreational use, and providing sufficient area to relocate Airport Boulevard through the Project site (the open space benefits of which are discussed in the previous paragraph). The Project will build, maintain permanently, and provide for use of public access pathways and landscaped open space along the edge of Sanchez Channel and along the San Francisco Bay at the eastern edge of the Specific Plan area, as well as an improved segment of the Bay Trail through the Project site. Free public parking for shoreline access will also be provided on site clearly signed and close to the Bay shorelines. These proposed improvements are extensive and are consistent with the quality of the newer portions of the Bay Trail through the Plan area. They meet the bay access standards of the BCDC and further the vision of the Specific Plan for integration of hotel, commercial, and park and recreation uses along the Bayfront.

  Additionally, proposed Project density permits greater public and community opportunity for recreational use in the interior of the Project site. In portions of the Project site not used for buildings, the Project provides a significant public open space network, including a pedestrian promenade which will connect the improvements along Sanchez Channel to the Bay Trail amenities along the eastern edge of the Project site. Retail and restaurant uses are proposed along this promenade, which will have outdoor seating areas and plazas, benefiting users and drawing visitors to the Project site.

- By taking into consideration the wind effects of the Project on recreation through designing and orienting Project buildings in a manner that minimizes reduction in winds important to Bay recreation, the Project complies with Specific Plan Goal B and Policy B-1, to respect the unique environmental characteristics of the Specific Plan area, including wind characteristics.

III. CONCLUSION

The CSLC has considered the Final EIR and all of the environmental impacts described therein including those that cannot be mitigated to a less than significant level and those that may affect Public Trust uses of State sovereign lands. The CSLC has considered

the fiscal, economic, legal, social, environmental, and public health and safety benefits of the Project and has balanced them against the Project's unavoidable and unmitigated adverse environmental impacts and, based upon substantial evidence in the record, has determined that the benefits of the Project outweigh the adverse environmental effects. Based on the foregoing and pursuant to Public Resources Code section 21081 and State CEQA Guidelines sections 15096, subdivision (h), and 15093, the CSLC finds that the remaining significant unavoidable impacts of the Project are acceptable in light of the economic, fiscal, social, environmental, and public health and safety benefits of the Project. Such benefits outweigh such significant and unavoidable impacts of the Project and provide the substantive and legal basis for this Statement of Overriding Considerations.

The CSLC finds that to the extent that any impacts identified in the Final EIR remain unmitigated, mitigation measures have been required to the extent feasible, although the impacts could not be reduced to a less than significant level.

Based on the above discussion, the CSLC finds that the benefits of the Project outweigh the significant unavoidable impacts that could remain after mitigation is applied and considers such impacts acceptable.

ATTACHMENT A

CITY OF BURLINGAME
FINDINGS REGARDING ALTERNATIVES AND STATEMENT OF OVERRIDING CONSIDERATIONS

Findings Regarding Alternatives

BACKGROUND

This Section describes the reasons for approving the proposed Project and the reasons for rejecting the alternatives identified in the Final EIR. CEQA requires that an EIR evaluate a reasonable range of alternatives to the proposed project or the project location that substantially reduce or avoid potentially significant impacts of the proposed project. CEQA requires that every EIR also evaluate a "No Project" alternative. Alternatives provide the decision maker with a basis of comparison to the proposed project in terms of their significant impacts and their ability to meet project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing environmental consequences of the proposed project.

The Alternatives set forth in the Final EIR and listed below are hereby rejected based upon substantial evidence in the record, including evidence of economic, legal, social, technological, and other considerations described in this Exhibit B, in addition to those described in Exhibit C — Statement of Overriding Considerations accompanying these Findings, that make these alternatives infeasible. These determinations are made with the awareness that CEQA defines "feasibility" to mean capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, legal, social, technological and other considerations. Pub. Resources Code 21081(a)(3); CEQA Guidelines § 15364. Under CEQA case law, the concept of "feasibility" encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of a project; and (ii) the question of whether an alternative is "desirable" from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.

DISCUSSION OF ALTERNATIVES

Tables 5-9 and 5-10 in the Final EIR show that, except for the No Project Alternative which would not change the environment from the present, all of the alternatives considered would have significant and unavoidable impacts on intersection operations (Amphlett/Poplar), Freeway Segments, Cumulative Transportation Impacts, and impacts from operational GHG emissions similar to the Project (and potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning amendments as applied to that Site). For the Project, the Existing Zoning Alternative would have a less than significant impact on Compliance with the 2010 Clean Air Plan and operational air quality emissions; for potential future development of the 350

Airport Boulevard Site, the Existing Zoning Alternative would have a less than significant impact on. Compliance with the 2010 Clean Air Plan. For the proposed Project, and potential future development of the 350 Airport Boulevard Site, the Office/Hotel Alternative would have comparable significant and unavoidable impacts.

No Project Alternative

The No Project Alternative is rejected as infeasible because it is not satisfactory at achieving the basic project objectives. The No Project Alternative would not meet the primary objective of providing a corporate campus of multiple office buildings and an amenities center at the 300 Airport Boulevard Site. The No Project Alternative would not include construction of buildings; therefore, office/life science and amenity uses would not be able to function at the Site. In addition, the No Project Alternative would not allow for the realignment of Airport Boulevard through the Site, which is intended to provide traffic-calming and safety in the area. Further, Bay waterfront access would not be improved, construction of an improved Bay Trail segment along the shoreline would not be accomplished, and public access to the eastern shoreline of Sanchez Channel would continue to be limited. As such, the No Project Alternative does not meet the specified project objectives.

In addition, the No Project Alternative is rejected as infeasible because the present state of the land, a vacant site with paving from a former drive-in theater and car parking operation, is underutilized and fails to capture potential economic and social value from its designation as a development parcel under the City's adopted land use plans for the Bayfront area, and limits public use of the adjacent San Francisco Bay shoreline at Sanchez Channel contrary to goals of the City's adopted land use plans.

Existing Zoning Alternative

Under the Existing Zoning Alternative, the 300 Airport Boulevard Site would be developed in accordance with the existing Bayfront Specific Plan Design Guidelines and Anza Point North (APN) Zoning Code regulations (and Anza Point South (APS) designations for the 0.4-acre Rezone Parcel at the southern edge of the Project site). The office/life science buildings on the 300 Airport Boulevard Site would be constructed at 0.6 FAR and the amenities center could be constructed at 0.5 FAR, which would result in approximately 474,000 sf of development. In addition, the buildings at the 300 Airport Boulevard Site would not exceed 30 feet in height along the Bay and 50 feet along Sanchez Channel. Up to 1,529 workers could be employed under the Existing Zoning Alternative. Airport Boulevard would not be realigned through the 300 Airport Boulevard Project site and as a result, shoreline and Bay Trail improvements would be less extensive. Lastly, since no amendments would be made to the Specific Plan or Zoning Code, one less significant and unavoidable impact — conflict with the 2010 Clean Air Plan — would occur from any potential future development of the 350 Airport Boulevard Site in accordance with applicable planning and zoning requirements.

The Existing Zoning Alternative would meet or partially meet four of the project objectives. The Existing Zoning Alternative would still develop the 300 Airport Boulevard

Site, but not to the extent identified in the project objectives. It would develop a waterfront corporate campus of multiple office buildings, potentially including an amenities center as called for in the project objectives. Since the alternative would be in the same location at 300 Airport Boulevard, the campus would still be located in a prominent location proximate to major transportation corridors. The Existing Zoning Alternative would be LEED or equivalent certified and designed in a sustainable manner.

The Existing Zoning Alternative would result in fewer significant and unavoidable impacts compared with the proposed Project, and from potential future development of the 350 Airport Boulevard in accordance with planning and zoning amendments as applicable to that Site, and as such is identified as the environmentally superior alternative in addition to the No Project Alternative, as required under CEQA Guidelines Section 15126.6(e)(2)). In comparison to the Project, the Existing Zoning Alternative would not conflict with the 2010 Clean Air Plan because it would result in a proportional percentage increase in both population and vehicle miles traveled, consistent with the assumptions of the Clean Air Plan. Also, the Existing Zoning Alternative would meet 2011 BAAQMD thresholds of significance for ROG, NOx and PM_{10} emissions on a Project basis, resulting in a less than significant impact related to operational emissions of those pollutants. As discussed in more detail in the Final EIR at pages 3.5-23 to 33-2.6, these emissions are predominately attributable to mobile sources, so the lesser total development .under the Existing Zoning Alternative would result in fewer total vehicle trips and thus fewer total emissions. However, the Existing Zoning Alternative would result in cumulatively significant impacts from operational NOx and PM_{10} emissions greater than the 2011 BAAQMD CEQA Thresholds.

Lastly, potential future development of the 350 Airport Boulevard Site under the Existing Zoning Alternative would not conflict with the 2010 Clean Air Plan.

The Existing Zoning Alternative is rejected, however, because, although it would have fewer significant and unavoidable impacts and meet or partially meet four of the project objectives, it would completely or partially fail to meet the majority of the project objectives and, would not result in a project that meets commercial office market demand in the vicinity of the Project, and is thus considered infeasible.

The Existing Zoning Alternative would not achieve the primary project objective for the Project to "develop an approximately 800,000-sf waterfront corporate campus." The Existing Zoning Alternative would include only 474,000 sf of development (compared to 767,000 sf under the Project), which is significantly less than the stated objective. As such, this alternative would not include the desired development intensity.

Furthermore, to provide approximately 474,000 sf of development at the 300 Airport Boulevard Site within the existing zoning setback and height limits, the buildings under the Existing Zoning Alternative would be less dense, spread out more extensively over the Site. A less dense building pattern would occupy what could otherwise be intracampus open space and connections, and necessitate placement of buildings closer to the Sanchez Channel shoreline, reducing the amount of public shoreline open space available. This would conflict with the project objective of developing the campus

"with sufficient building height and density to provide usable public open space among the buildings that connects to the improved waterfront edges of the site."

Also, as discussed above, the Existing Zoning Alternative design calls for smaller buildings spread throughout the Project site that conform to the existing height limitations of 30 feet along the Bayshore and 50 feet along Sanchez Channel. The smaller floor plate buildings, of two to three stories and between 20,000 and 85,000 total square feet, would not meet the project objective of "individual buildings of sufficient density and floor-plate size to allow flexibility in user make-up, particularly focused on life science and information technology users." In the vicinity of the Project Area, market demand for commercial office uses from these users is greatest for buildings with larger floor plates (approximately 30,000 sf) and sufficient total building area that allows for larger (greater than 100,000 sf) blocks of leasable (or saleable) space. The Existing. Zoning Alternative would not meet this project objective, and would also be insufficient to address current market demand, putting the Alternative at an economic disadvantage in obtaining tenants and meeting City revenue projections for the development of the Project site.

The Existing Zoning Alternative also would fail to meet the project objective of realigning Airport Boulevard through the Project site. Since the Existing Zoning Alternative proposes a less dense building pattern, it would not provide sufficient land to permit 474,000 sf of development and realignment of Airport Boulevard in a manner that would provide the traffic calming benefits of realignment through the Project site. This would be inconsistent with the project objective of "realignment of Airport Boulevard through the site in a manner that provides traffic-calming effects to maintain a pedestrian-friendly atmosphere within the campus and additional access to the Bay shoreline."

Lastly, maintaining the existing Airport Boulevard alignment would prevent rehabilitation and expansion of the Bay Trail in place of the existing roadway alignment, and would permit far less restored and improved shoreline open space along the Bay. This would be inconsistent with the project objective of "improving and enhancing public access to and within the site, including the waterfront, by extending the Bay Trail through the site and by expanding and improving the waterfront edges of the site."

Thus, for the foregoing reasons, it is found that the Existing. Zoning Alternative is infeasible based on economic and social considerations, failure to promote the underlying goals and objectives of the Project and provision of less desirable policy outcomes for the Anza Point North area, which, on balance, outweigh the reduced environmental impacts of the Alternative.

Office/Hotel Alternative

The Office/Hotel Alternative would include offices in Buildings 133 and B4, an amenities center, and a parking structure, as proposed under the 300 Airport Boulevard Project. However, Buildings B1 and B2 would be replaced by a 226,338-sf hotel. The Zoning Code would be amended as per the 300 Airport Boulevard Project; however, the

existing requirements and limitations for hotel uses would still be applicable. Up to 1,786 workers would be employed under the Office/Hotel Alternative.

The Office/Hotel Alternative would not result in fewer significant and unavoidable impacts compared to the proposed Project.

The Office/Hotel Alternative would meet or partially meet the majority of the project objectives. The 300 Airport Boulevard Site would be developed with a 447,000-sf office campus with a 37,000-sf amenities center in the West Campus and a 226,338-sf hotel in the East Campus, for a total of 710,338 sf. Although the hotel complex would make the proposed square footage of the alternative almost equal to the proposed Project, the corporate campus would be significantly less than proposed under the 300 Airport Boulevard Project. The Office/Hotel Alternative would build out the site to almost the full development potential allowed under the revised zoning, but with a much reduced office campus.

The Office/Hotel Alternative would also permit development of a waterfront corporate campus of multiple office buildings with an amenities center. Since the alternative would be in the same location at 300 Airport Boulevard, the campus would still be located in a prominent location proximate to major transportation corridors. The Office/Hotel Alternative would be LEED certified or equivalent and would design the office and hotel uses to function in a sustainable manner. In addition, Airport Boulevard would be realigned to bisect the site and adequate parking would be provided to meet the demand. Further, this alternative would allow public access to the shoreline along the Bay and Sanchez Channel and would extend and rehabilitate the existing Bay Trail. Since the Office/Hotel Alternative would include amendments to the Specific Plan and Zoning Code, the buildings would be able to be constructed at a greater, height than currently permitted. As such, the taller building heights would allow for more open space between the buildings.

The Office/Hotel Alternative is rejected because it would, not result in fewer significant and unavoidable environmental impacts and hotel development is inconsistent with the primary project objective of a corporate office campus of approximately 800,000 sf.

Furthermore, current market demand for hotel space in the vicinity of the Project site is insufficient to justify the construction of a hotel as called for in the Office/Hotel alternative. Thus, the hotel component of the Alternative is economically infeasible under current market conditions.

Statement of Overriding Considerations

The California Environmental Quality Act (CEQA) requires that in the event an agency chooses to approve a project that includes significant and unavoidable impacts which can not be reduced - to acceptable levels the agency must adopt a written Statement of Overriding Considerations which identifies why the local agency is willing to accept the significant unavoidable effect(s). 14 Cal. Code Regs (CEQA Guidelines) Section 15043.

The purpose of the statement of overriding considerations is defined in CEQA Guidelines Section 15093 (a and b):

(a) *CEQA requires the decision-maker* to *balance, as applicable, the economic, legal, social, technological, or other benefits of* a *proposed project against its unavoidable environmental risks when determining whether to approve the project. If the specific economic, legal, social, technological, or other benefits of a proposed project outweigh the unavoidable adverse environmental effects, the adverse environmental effects may be considered "acceptable."*

(b) *When the lead agency approves a project which will result in the occurrence of significant effects which are identified in the final EIR but are not avoided or substantially lessened, the agency shall state in writing the specific reasons to support its action based on the final EIR and/or other information in the record. The statement of overriding considerations shall be supported by substantial evidence in the record.*

The statement of overriding considerations should be read in conjunction with the findings under Section 15091 (attached herewith as Exhibit B) and should be used in decision making to balance the benefits of the project against the unavoidable environmental risks. CEQA also requires that the statement of overriding considerations be included in the record of project approval and mentioned in the Notice of Determination.

Significant and Unavoidable Effects

The proposed 300 Airport Boulevard Project (Project) would include an office/life sciences campus development, rezoning of a small portion of the 300 Airport Boulevard Site from the Anza Point South (APS) to Anza Point North (APN) district, as well as attendant amendments to the Bayfront Specific Plan (Specific Plan) and Burlingame Municipal Code to accommodate the Project.

The proposed amendments to the Specific Plan and Municipal Code would also apply to the remainder of the APN subarea not subject to the Project development proposal. The remainder is a 8.58-acre parcel north of the 300 Airport Boulevard Site referred to herein as the 350 Airport Boulevard Site. No specific development proposal has been presented for the 350 Airport Boulevard Site, and • any such development proposal would undergo further project-specific environmental review, as necessary.

The Project, and any potential future development of the 350 Airport Boulevard Site in accordance with the proposed planning and zoning amendments as applied to that Site, would result in environmental impacts in the following seven categories which are significant and unavoidable and cannot be reduced to levels acceptable to the community:

Impacts TR-1 & TR-7: Traffic contributions from the Project, and any potential future development of the 350 Airport Boulevard Site in accordance with proposed Specific Plan and Zoning Code amendments as applied to that Site, to the Amphlett

Boulevard/Poplar Avenue intersection in the City of San Mateo would exacerbate the existing intersection condition, which currently operates at a Level of Service "F".

Impacts TR-3 & TR-9: Traffic generated by the Project, and any potential future development of the 350 Airport Boulevard Site in accordance with proposed Specific Plan and Zoning Code amendments as applied to that Site, would have a significant impact on the operation of six US 101 freeway segments, and would have a significant cumulative impact on the operation of ten US 101 freeway segments.

Impacts AQ-1 -& AQ-8: The Project, and any potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site, would increase individual and cumulative Vehicle Miles Traveled (VMT) at a rate greater than that assumed in Bay Area Air Quality Management District (BAAQMD) 2010 Clean Air Plan (which incorporates and updates BAAQMD's 2005 Ozone Attainment Plan), and therefore would result in a conflict with the 2010 Clean Air Plan.

Impacts AQ-3 & AQ-9: Equipment used for construction activities associated with the Project would result in short-term emission increases of criteria air pollutants and ozone precursors (ROGs and NOx), and any potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site would result in short-term construction-related ROG emissions, that exceed the 2011 BAAQMD CEQA significance criteria for these pollutants, resulting in an individual and cumulatively significant impact.

Impacts AQ-4 and AQ-10: The Project, and any potential future development of the 350 Airport Boulevard Site in accordance with proposed Specific Plan and Zoning Code amendments as applied to that Site, would result in operational emissions of PM_{10}, ROGs and NOx, in excess of the 2011 BAAQMD CEQA significance criteria.

Impact CC-1: The Project, and potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site, would result in generation of GHG emissions that exceed 2011 BAAQMD CEQA thresholds for land development projects.

Impact CC-2: The Project, and potential future development of the 350 Airport Boulevard Site in accordance with the proposed Specific Plan and Zoning Code amendments as applied to that Site, would conflict with applicable plans, policies, or regulations adopted for the purpose of reducing GHG emissions since it is not consistent with the BAAQMD's implementation of the State's GHG reduction goals pursuant to AB 32. This conflict with GHG reduction plans, policies, and regulations would be a significant impact.

Statement of Overriding Considerations

While the Final Environmental Impact Report (FEIR), composed of the 300 Airport Boulevard Project Draft EIR, SCH #2010122012, December, 2011 and 300 Airport

Boulevard Project Response to Comments Document, May, 2012, notes that development of the Project, and any potential future development of the 350 Airport Boulevard Site in accordance with proposed planning and zoning amendments as applied to that Site, may result in the generation of significant traffic, air quality and climate change impacts, the City Council hereby finds that, for the reasons set forth below, the economic, social and other considerations prompted by the Project outweigh the unavoidable traffic, air quality and climate change impacts identified in the findings.

First, the Project is consistent with the adopted goals and policies of the Burlingame General Plan by providing office development consistent with the Plan. The General Plan recognizes that, given the generally developed nature of the City west of US 101, development of the Specific Plan area east of US 101 generates additional revenue for services to the west side of US 101, while providing San Francisco Bay access amenities for city residents and visitors. Revenue generated by commercial development in the Specific Plan area is a significant contributor to the City's capacity to provide the quality of life that residents enjoy, such as recreational facilities, libraries and community parks and open space. The thoughtful integration of new office and hotel uses throughout the Specific Plan area continues to give the City additional revenue and foundation to provide expanded community services and facilities in the Bayfront area and throughout the City, which benefit the entire community.

Second, the Project would generate net positive revenue to the City in accordance with Specific Plan policies that any development in the Specific Plan area should yield a high revenue to cost ratio. The applicant has provided a Fiscal Impact Analysis of the Project, prepared by Economic & Planning Systems, Inc. dated April 23, 2012, which discusses the economic benefits to Burlingame. Overall, the Project will result in approximately $500,000 annually in general fund revenues above the costs of providing services to the Project.

According to the Fiscal Impact Analysis, the fiscal impact of the Project on the City's General Fund at Project buildout will be positive, with the revenues generated by the Project estimated to be greater than the costs of providing additional public services. By buildout, the Project is expected to generate annual revenues of approximately $1.1 million. General Fund costs will be $582,000 annually, resulting in a net positive annual impact on the General Fund of approximately $500,000. This surplus is driven primarily by the property tax generated by the Project. The Project will be able to cover its service costs and provide surplus revenues to increase levels of service in other parts of the City, consistent with the goals and policies of the Specific Plan.

Third, development of the Project in the Specific Plan area will benefit the City through increased hotel occupancy and collection of increased transient occupancy taxes. The Specific Plan encourages such beneficial integration of commercial land uses to maximize future revenue opportunities. See, e.g., Specific Plan Policy D-3, The Fiscal Impact Analysis demonstrates that the Project would provide such beneficial integration by adding office/life science uses which support existing hotels located in the Specific Plan area. Also, hoteliers in the area have expressed to the City a need for a strong office community nearby to support and complement the area hotels, and have

requested that the City encourage office use to provide a more diverse customer base and better economic stability. Thus, increased hotel occupancy generated by the Project will benefit the City.

Fourth, the Project proposes to construct two major transportation improvement projects outlined in the Specific Plan as being necessary to provide a safe, efficient transportation system within the Specific Plan area and connecting to US 101 and other parts of the community.

A. The Project will realign Airport Boulevard through the Project site to alleviate capacity constraints and safety issues presented by the existing, substandard roadway alignment as identified in the Specific Plan. See Specific Plan, pp. III-10, IV-7. Airport Boulevard would be realigned through the Project site in a manner that provides for more efficient flow of traffic through the site, eliminating the problematic curve at the northeast edge of the Project. In addition, the Project would widen Airport Boulevard to four lanes through the site, except where it moves offsite to the southeast of the Project site because Airport Boulevard narrows to two lanes as it moves offsite to the southeast. However, the Project provides additional dedicated right of way in the southeastern portion of the Project site to accommodate any potential future widening of Airport Boulevard offsite to the southeast. The realigned and widened roadway will also provide signed bicycle routes to facilitate increased and safer bicycle travel through the Specific Plan area.

B. The Project will widen the existing Airport Boulevard Bridge over Sanchez Channel to provide full pedestrian access across the channel and to the Bay Trail. Currently, Trail users are required to cross the existing pedestrian bridge at the western edge of Sanchez Channel, which alights onto Beach Road. Beach Road is traveled by vehicles serving warehouse/industrial uses along the one-block road, has no marked bicycle lanes and has narrow sidewalks that are substandard compared to Bay Trail improvements in the remainder of the Specific Plan area. Lastly, users must cross Airport Boulevard at an unsignalized intersection to continue on the Bay Trail that leaves the Plan area towards Coyote Point Recreation Area. The Project proposes to remedy this condition by widening the existing Airport Boulevard bridge to provide a pedestrian crossing. This improvement will provide a more convenient crossing of Sanchez Channel for, users of the Bay Trail and Plan-area trail network. Consistent with the Specific Plan, and in particular Policies E-7 and E-9, the new bridge would an important link in the pedestrian trail system throughout the Specific Plan area and to the Bay Trail as it moves through and away from the Project site.

Fifth, the Project would realign Airport Boulevard through the interior of the site. This realignment permits an improved Bay Trail within the existing Bayfront road right of way, and permits the Project to greatly expand and improve public shoreline access at the eastern end of the Specific Plan area beyond what would otherwise be provided. This is consistent with Specific Plan Policies E-4 arid E-6, which respectively call for relocation of arterial roadways away from the Bay edge, and construction of Bay Trail improvements in a manner that allow for multiple modes of recreational travel.

Sixth, proposed Project density would provide additional and enhanced public access to the Bay. Continuous public access to the shoreline of San Francisco Bay (and the use of recreation facilities) is an important local community and social value. See, e.g., Specific Plan Goal B, Policies B-2, B-3, Goal C, Policies D-1 and F-7. The Project's building density permits concentration of development of the Project site, thus opening of the entire eastern Sanchez Channel shoreline to public access and recreational use, and providing sufficient area to relocate Airport Boulevard through the Project site (the open space benefits of which are discussed in the previous paragraph). The Project will build, maintain permanently, and provide for use of public access pathways and landscaped open space along the edge of Sanchez Channel and along the San Francisco Bay at the eastern edge of the Specific Plan area, as well as an improved segment of the Bay Trail through the Project site. Free public parking for shoreline access will also be provided on site clearly signed and close to the Bay shorelines. These proposed improvements are extensive, are consistent with the quality of the newer portions of the Bay Trail through the Plan area. They meet the bay access standards of the Bay Conservation and Commission (BCDC) and further the vision of the Specific Plan for integration of hotel, commercial, and park and recreation uses along the Bayfront.

Additionally, proposed Project density permits greater public and community opportunity for recreational use in the interior of the Project site. In portions of the Project site not used for buildings, the Project provides a significant public open space network, including a pedestrian promenade which will connect the improvements along Sanchez Channel to the Bay Trail amenities along the eastern edge of the Project site. Retail and restaurant uses are proposed along this promenade, which will have outdoor seating areas and plazas, benefiting users and drawing visitors to the Project site.

Seventh, by taking into consideration the wind effects of the Project on recreation through designing and orienting Project buildings in a manner that minimizes reduction in winds important to Bay recreation, the Project complies with Specific Plan Goal B and Policy B-1, to respect the unique environmental characteristics of the Specific Plan area, including wind characteristics.

Eighth, the Project will provide needed upgrading of public wastewater infrastructure serving development in the Bayfront area. The Project will also contribute funds to assist the City in reaching its funding obligation for the planned Broadway/US 101 Interchange Reconstruction Project that, once constructed, will provide regional transportation benefits.

Findings

It is hereby found, after consideration of the FEIR and the evidence in the record, that each of the specific overriding economic, legal, social, technological and other benefits of the Project as set out above independently and collectively outweighs the significant and unavoidable impacts and is an overriding consideration warranting approval of the Project. The reasons for approval cited above are not unitary, so that even if a court were to conclude that not every reason is supported by substantial evidence, this

determination is that the remaining reasons would be sufficient to justify approval of the Project. The substantial evidence supporting the various benefits can be found in the FEIR and the preceding Exhibit B — CEQA Findings, which are incorporated by reference into this Exhibit C, and in the documents found in the administrative record.

On the basis of the Findings made in Exhibits A and B included herewith, and the substantial evidence in the whole record of this proceeding, it is specifically found that there are significant benefits of the Project in spite of the unavoidable significant impacts. It is further found that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially Lessened where feasible. Any remaining significant effects on the environment found to be unavoidable are found to be acceptable due to the above-discussed specific overriding economic, technical, legal, social and other considerations.