
DATE: JULY 19, 2012

STAFF REPORT

AGENDA ITEM NO. 9.A.

TO: FOSTER CITY PLANNING COMMISSION

PREPARED BY: JULIE MOLONEY, SENIOR PLANNER 

CASE NO.: GP-10-001, EA-10-002

OWNER: CITY OF FOSTER CITY

PROJECT LOCATION: CITY-WIDE

REQUESTED ACTION/PURPOSE

- Identify issues appropriate for review under the provisions of the California Environmental Quality Act (CEQA) to be studied in the Environmental Impact Report (EIR) for the update of the Land Use and Circulation Element of the General Plan.

KEY PLANNING OR DESIGN ISSUES

- Identify potential environmental issues to be studied in the EIR.

BACKGROUND

The City of Foster City General Plan is the guiding document for the future vision of the City. The Land Use and Circulation Element establishes a pattern for land use and sets out clear standards for the density of population and the intensity of development for each of the proposed land uses, with a direct tie between the timing, amount, type and location of development with the traffic, service and infrastructure demands such development will generate.

The Land Use and Circulation Element is being updated to address the changing needs of the City and its residents. This update is necessary because many of the objectives stated in the existing General Plan have been met. Revised goals and policies will address new planning issues that have and will emerge in the future. The updated element is intended to be a map for the future that will guide the development and growth of the City while maintaining and enhancing the quality of life of the citizens.

Project Overview

The updated Land Use and Circulation Element will include the following changes:

1. A new planning timeframe from 2012 to 2025
2. Updated goals, policies and implementation measures related to Land Use and Circulation including:
 - a. New sustainability oriented goals, policies and implementation measures and a reference matrix
3. An updated Land Use Plan including the following changes:

- a. Change the City-owned 15-acre parcel between Shell Boulevard and Foster City Boulevard (APN 094-471-100) from Public/Semi Public to Civic Center Mixed Use
 - b. Add potential housing sites to be incorporated into the 2014 Housing Element
4. An updated Transportation Plan including:
- a. Improvements to intersections related to SR 92/Foster City Boulevard on- and off-ramps as recommended in the Multi-Project Traffic Analysis, including:
 - i. Westbound SR 92 On-Ramp Reconstruction.
 - ii. Lengthen northbound left-turn lane on Foster City Boulevard at Chess Drive to 650 feet.
 - iii. Construct 2nd Westbound through lane on Chess Drive east of Foster City Boulevard and lengthen Westbound left-turn lane to 300 feet.
 - iv. Construct 2nd Eastbound Through Lane on Triton Drive East of Foster City Boulevard.
 - v. Construct 2nd Eastbound through lane on Metro Center Boulevard between SR 92 Eastbound ramps and Foster City Boulevard.
 - vi. Construct Northbound right-turn lane from Foster City Boulevard to Chess Drive
 - vii. Close driveway on north side of Chess Drive/Westbound SR 92 Ramps intersection.
 - b. A change in the Intersection Level of Service policy from using volume to capacity ratios to estimated delay as a basis for the levels A through F.
 - c. A change in the Intersection Level of Service policy to establish different acceptable levels for different types of intersections, such as a higher level of service required in residential neighborhoods compared to intersections at or near SR 92 on- and off-ramps.
 - d. Policies related to "Complete Streets" compliant with AB 1358 to ensure that streets serve pedestrians, bicyclists and transit users in addition to vehicle drivers.

On March 19, 2012, the City Council adopted Resolution 2012-16 entering into an agreement with De Novo Planning Group for consulting services for the preparation of environmental analysis for the update of the General Plan Land Use and Circulation Element. The City determined that a Environmental Impact Report (EIR) will be prepared for the project described above. The analysis in the EIR will focus on the potential environmental effects associated with changes to the Land Use and Circulation Element.

Public Notice

The City issued a Notice of Preparation (NOP) of an EIR that included notice of the Scoping Meeting on July 19, 2012. The public was advised of the NOP and this Scoping Session in the following ways:

- ¼ page ad in the Foster City Islander (July 4, 2012)
- Mailing to the who expressed interest in receiving project updates (July 9, 2012)
- Mailing to affected agencies and State Clearinghouse (June 29, 2012)
- Foster City web site: www.fostercity.org (July 2, 2012)
- Filing of the Notice of Preparation with the County Clerk (June 29, 2012)

- Foster City TV Channel 27 (July 10, 2012 – July 19, 2012)
- Marquee Sign in Leo Ryan Park (July 10, 2012)
- Public Posting Places (July 4, 2012)
- Emailed to people on the “Planning Public Notice,” “Land Use and Circulation Element Update,” and “Public Information” email lists (July 3, 2012 and July 10, 2012)

CEQA/Environmental Review Process

The purpose of the California Environmental Quality Act (CEQA), Section 21000-21177 of the Public Resources Code, is to maintain and provide a high quality environment. CEQA meets these goals by requiring local governments to disclose the significant environmental effects of a project to the community as well as to the decision makers and to identify measures that will reduce the environmental effects of a project.

The City will be the Lead Agency pursuant to CEQA and for the plan approvals. As such, it is the City’s responsibility to conduct the appropriate environmental review. CEQA requires that the Lead Agency issue a Notice of Preparation (NOP) after deciding that an EIR is required for a project. After reviewing the proposed project, staff has determined that the project could result in potentially significant environmental impacts, and has determined that preparation of an EIR is required. In this instance, because an EIR has been determined to be necessary, preparation of an Initial Study is not required by CEQA. The NOP was published on June 29, 2012 (see attached).

This Public Scoping Session is being held to solicit public and Commission comments on what information and analysis should be contained in the EIR. In addition to oral comments received at the Scoping Session, written comments will be accepted until August 3, 2012.

Comments on the scope of the EIR should focus on the potential effects the project might have on the environment. Section 15360 of the CEQA Guidelines defines the environment as *“the physical conditions which exist within the area which will be affected by a proposed project including land, air, water, minerals, flora, fauna, ambient noise and objects of historic or aesthetic significance.”* Comments not related to the environmental impacts of the plan are inappropriate at this time.

Following the close of the 30-day review period for the NOP, other key milestones for the CEQA and approval process will include:

- Completion of the Traffic Impact Analysis
- Completion of the Draft EIR
- Notice of Completion and Availability of the Draft EIR
- 45-day Public Review Period
- Public Hearing on the Draft EIR (during 45-day review period)
- Preparation of the Responses to Comments Document
- Preparation of the Final EIR and Mitigation Monitoring and Reporting Program
- Planning Commission Recommendation regarding certification of Final EIR
- City Council consideration of EIR certification and project approvals

ANALYSIS

The EIR for this plan is anticipated to examine thoroughly the following probable environmental effects:

- Air Quality

- Biological Resources
- Cultural Resources
- Geology, Soils and Seismicity
- Hazards and Hazardous Materials
- Hydrology and Water Quality
- Land Use
- Noise
- Population and Housing
- Public Services and Utilities
- Recreation, Parks and Open Space
- Transportation and Circulation
- Aesthetics/Visual Resources
- Greenhouse Gases and Climate Change
- Energy
- Cumulative Impacts

Topics that are not anticipated to be significant and, after review, may be excluded from a detailed analysis in the EIR include: Agriculture and Forestry Resources, and Mineral Resources.

The level of analysis for these subject areas may be refined or additional subject areas may be analyzed based on responses to the NOP and/or refinements to the plan that may occur subsequent to the publication of the NOP. In addition, the EIR will include an analysis of potential alternatives to the proposed plan.

Staff Comments/Recommendation: Staff recommends that the Planning Commission hear an overview of the CEQA process from staff; receive comments from the public regarding whether issues other than those listed above should be included and studied as part of the environmental assessment of the plan; and provide input to staff about the scope and content of the EIR analysis.

SUMMARY

Comments from this July 19, 2012 meeting will be used to refine the scope of the EIR to be prepared to analyze the potential impacts of the proposed plan. The Draft EIR will then be prepared and ultimately circulated for public review and comment.

NEXT STEPS

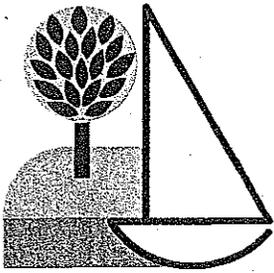
The preparation of the Draft EIR will take place over the next several months. Upon completion of the Draft EIR, a Notice of Completion will be prepared, notifying the public that the environmental document is available for public review and comment. A Planning Commission Public Hearing will be held during the public review period to invite comments from the Commission and the public on the Draft EIR. A Final EIR will incorporate responses to the comments received on the Draft EIR and any necessary modifications to the previous document. After the Final EIR is available, the Planning Commission and City Council will hold Public Hearings to consider the certification of the Final EIR and whether to approve the Update of the Land Use and Circulation Element. During the time the Draft EIR is being prepared, additional Study Sessions are planned to continue to review and discuss the draft plan.

INDIVIDUALS, ORGANIZATIONS AND DOCUMENTS CONSULTED

City of Foster City 1993 General Plan EIR
State CEQA Guidelines
Foster City Environmental Review Guidelines
Ben Ritchie, Principle, De Novo Planning Group

ATTACHMENTS:

Notice of Preparation
Resolution 2012-16
Agreement for Professional Services including Scope of Work
Draft Land Use and Circulation Element (to date – Available for review at the Community Development Department)



City of Foster City

ESTERO MUNICIPAL IMPROVEMENT DISTRICT

610 FOSTER CITY BOULEVARD
FOSTER CITY, CA 94404-2222

NOTICE OF PREPARATION (NOP)

TO: State Clearinghouse (via Certified Mail)
Affected Agencies (via Certified Mail)
Interested Organizations and Persons (via US Mail)
County Clerk (via US Mail)

FROM: City of Foster City

SUBJECT: Notice of Preparation of a Draft Programmatic Environmental Impact Report

LEAD AGENCY: City of Foster City
610 Foster City Boulevard
Foster City, CA 94404
(650) 286-3225

Contact: Julie Moloney, Senior Planner
jmoloney@fostercity.org
(650) 286-3242

Notice is hereby given that the City of Foster City will be the Lead Agency and will prepare an Environmental Impact Report (EIR) for the project described below. Comments are requested on the scope and content of this EIR. The City will use the EIR prepared for this project when considering approval of the project. A description of the project, its location, and the probable environmental effects are provided in the attached materials. **Please provide comments on the scope of this EIR to Julie Moloney, Senior Planner, by August 3, 2012, at the address shown above.**

The City of Foster City invites you to attend a Public Scoping Session on **Thursday, July 19, 2012 at 7:00pm** in the **City Council Chambers, 620 Foster City Boulevard, Foster City, California**. The purpose of the meeting is to introduce the project and to accept comments from the public on the scope of the EIR that will be prepared for the project.

Project Title: General Plan Land Use and Circulation Element Update

Project Applicant: City of Foster City

Project Location: City-wide

Project Description:

The updated Land Use and Circulation Element will include the following changes:

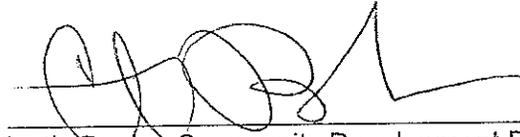
1. A new planning timeframe from 2012 to 2025
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 - d. Policies related to "Complete Streets" compliant with AB 1358 to ensure that streets serve pedestrians, bicyclists and transit users in addition to vehicle drivers.

DATE:

6/28/12

SIGNATURE:


Curtis Banks, Community Development Director

Attachments: Project Description and Probable Environmental Effects
Figure 1 – Project Vicinity and Regional Location Map

POTENTIAL ENVIRONMENTAL EFFECTS

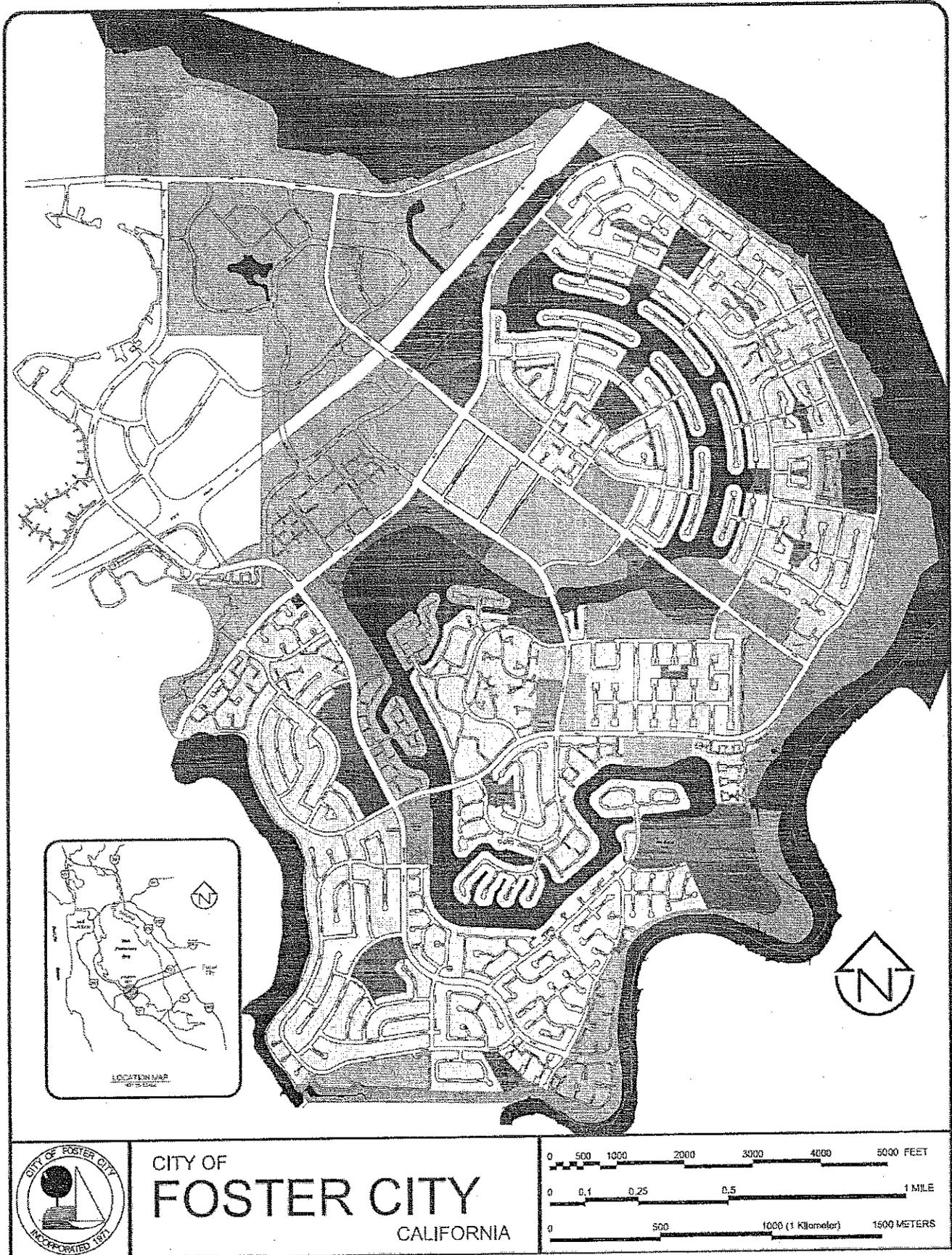
The EIR for this project is anticipated to examine thoroughly the following probable environmental effects of the project:

- Air Quality
- Biological Resources
- Cultural Resources
- Geology, Soils and Seismicity
- Hazards and Hazardous Materials
- Hydrology and Water Quality
- Land Use
- Noise
- Population and Housing
- Public Services and Utilities
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- Transportation and Circulation
- Aesthetics/Visual Resources
- Greenhouse Gases and Climate Change
- Energy
- Cumulative Impacts

Topics that are not anticipated to be significant and, after review, may be excluded from a detailed analysis in the EIR include: Agriculture and Forestry Resources, and Mineral Resources.

The level of analysis for these subject areas may be refined or additional subject areas may be analyzed based on responses to this NOP and/or refinements to the project that may occur subsequent to the publication of this NOP. In addition, the EIR will include an analysis of potential alternatives to the proposed project.

Figure 1 – Project Vicinity and Regional Location Map



RESOLUTION NO. 2012-16

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FOSTER CITY AUTHORIZING AN AGREEMENT WITH DE NOVO PLANNING GROUP FOR THE PREPARATION OF AN ENVIRONMENTAL ANALYSIS TO MEET THE REQUIREMENTS OF THE CALIFORNIA ENVIRONMENTAL QUALITY ACT FOR THE UPDATE OF THE LAND USE AND CIRCULATION ELEMENT OF THE GENERAL PLAN – GENERAL PLAN AMENDMENT, ENVIRONMENTAL ASSESSMENT; (GP-10-001; EA-11-002)

CITY OF FOSTER CITY

WHEREAS, the City Council of the City of Foster City adopted its 2010 Policy Calendar approving the update of the City's General Plan, including the Land Use and Circulation Element, as a priority work item; and

WHEREAS, on May 17, 2010, the City Council of the City of Foster City authorized the Community Development Department staff to distribute a Request for Proposals for planning consulting services for professional planning consulting services for background studies, data preparation, mapping services and other assistance to be incorporated into an update of the Land Use and Circulation Element of the City of Foster City General Plan; and

WHEREAS, the Community Development Department staff has completed the background studies for the General Plan Update and is in progress of updating the language and data of the Land Use and Circulation Element of the General Plan; and

WHEREAS, at study sessions in November and December of 2011, the Planning Commission of the City of Foster City reviewed draft revised language for the Goals, Policies and Programs for the Land Use and Circulation Element; and

WHEREAS, the City has determined that a Programmatic Environmental Impact Report (EIR) will be required to meet the requirements of the California Environmental Quality Act for the Update of the Land Use and Circulation Element; and

WHEREAS, on December 19, 2011, the City Council of the City of Foster City authorized a Request for Proposals to solicit proposals for the preparation of an EIR for the update of the Land Use and Circulation Element of the General Plan; and

WHEREAS, De Novo Planning Group has prepared a scope, schedule and budget for the environmental work for the update of the Land Use and Circulation Element at a cost estimated to be \$214,820, including an optional task of preparation of a qualified greenhouse gas emissions reduction strategy, plus a ten percent contingency amount of \$21,482, for a total amount of \$236,302, to be paid out of funds set aside in the General Fund for the update of the General Plan.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Foster City does hereby authorize the Mayor to execute an agreement with De Novo Planning Group for consulting services to prepare the environmental analysis for the Land Use and Circulation Element Update of the General Plan.

PASSED AND ADOPTED as a resolution of the City Council of the City of Foster City at the regular meeting held on the 19th day of March of 2012 by the following vote:

AYES: Councilmembers Frisella, Okamoto, and Mayor Kiesel

NOES: Councilmembers Bronitsky and Perez

ABSENT: None

ABSTAIN: None



ART KIESEL, MAYOR

ATTEST:



DORIS L. PALMER, CITY CLERK

FOSTER CITY
RECEIVED

APR 09 2012

ORIGINAL

AGREEMENT FOR PROFESSIONAL SERVICES
PLANNING /
CODE ENFORCEMENT

This Agreement is made and entered into as of the 19th day of March, 2012 by and between the City of Foster City hereinafter called "CITY" and De Novo Planning Group, hereinafter called "CONSULTANT".

RECITALS

This Agreement is entered into with reference to the following facts and circumstances:

- A. That CITY desires to engage CONSULTANT to render certain professional services in the CITY;
- B. That CONSULTANT is qualified to provide such services to the CITY and;
- C. That the CITY has elected to engage the services of CONSULTANT upon the terms and conditions as hereinafter set forth.

- 1. Services. The services to be performed by CONSULTANT under this Agreement shall include those services set forth in Exhibit A, which is, by this reference, incorporated herein and made a part hereof as though it were fully set forth herein.

Performance of the work specified in said Exhibit is hereby made an obligation of CONSULTANT under this Agreement, subject to any changes that may be made subsequently hereto upon the mutual written agreement of the said parties.

Where in conflict, the terms of this Agreement supersede and prevail over any terms set forth in Exhibit A.

- 2. Term; Termination. (a) The term of this Agreement shall commence upon the date hereinabove written and shall expire upon completion of performance of services hereunder by CONSULTANT. (b) Notwithstanding the provisions of (a) above, either party may terminate this Agreement without cause by giving written notice not less than ten (10) days prior to the effective date of termination, which date shall be included in said notice. In the event of such termination, CITY shall compensate CONSULTANT for services rendered, and reimburse CONSULTANT for costs and expenses incurred, to the date of termination, calculated in accordance with the provisions of paragraph 3. In ascertaining the services actually rendered to the date of termination, consideration shall be given both to completed work and work in process of completion. Nothing herein contained shall be deemed a limitation upon the right of CITY to terminate this Agreement for cause, or otherwise to exercise such rights or pursue such remedies as may accrue to CITY hereunder.

3. Compensation; Expenses; Payment. CITY shall compensate CONSULTANT for all services performed by CONSULTANT hereunder in an amount based upon CONSULTANT's hourly rates during the time of the performance of said services. A copy of CONSULTANT's hourly rates for which services hereunder shall be performed are set forth in CONSULTANT's scope marked Exhibit "A" hereof, attached hereto and by this reference incorporated herein.

Notwithstanding the foregoing, the combined total of compensation and reimbursement of costs payable hereunder shall not exceed the sum of two-hundred thirty-six thousand three-hundred and two dollars (\$236,302) unless the performance of services and/or reimbursement of costs and expenses in excess of said amounts have been approved in advance of performing such services or incurring such costs and expenses by CITY's City Manager (for contracts less than \$30,000) or City Council (for contracts \$30,000 or more) evidenced by motion duly made and carried.

Compensation and reimbursement of costs and expenses hereunder shall be payable upon monthly billing therefor by CONSULTANT to CITY, which billing shall include an itemized statement, briefly describing by task and labor category or cost/expense items billed.

4. Additional Services. In the event CITY desires the performance of additional services not otherwise included within the services described in Exhibit A, such services shall be authorized in advance of the performance thereof by CITY's City Manager (for contracts less than \$30,000) or City Council (for contracts \$30,000 or more) by motion duly made and carried. Such amendment to this Agreement shall include a description of the services to be performed thereunder, the maximum compensation and reimbursement of costs and expenses payable therefor, the time of performance thereof, and such other matters as the parties deem appropriate for the accomplishment of such services. Except to the extent modified by written amendment, all other terms and conditions of this Agreement shall be deemed incorporated in each such amendment.
5. Records. CONSULTANT shall keep and maintain accurate records of all time expended and costs and expenses incurred relating to services to be performed by CONSULTANT hereunder. Said records shall be available to CITY for review and copying during regular business hours at CONSULTANT's place of business or as otherwise agreed upon by the parties.
6. Authorization. This Agreement becomes effective when endorsed by both parties in the space provided below.
7. Reliance on Professional Skill of CONSULTANT. CONSULTANT represents that it has the necessary professional skills to perform the services required and the CITY shall rely on such skills of the CONSULTANT to do and perform the work. In performing services

hereunder CONSULTANT shall adhere to the standards generally prevailing for the performance of expert consulting services similar to those to be performed by CONSULTANT hereunder.

8. Documents. All documents, plans, drawings, renderings, and other papers, or copies thereof, as finally rendered, prepared by CONSULTANT pursuant to the terms of this Agreement, shall, upon preparation and delivery to CITY, become the property of CITY.
9. Relationship of Parties. It is understood that the relationship of CONSULTANT to the CITY is that of an independent contractor and all persons working for or under the direction of CONSULTANT are its agents or employees and not agents or employees of the CITY.
10. Schedule. CONSULTANT shall adhere to the schedule set forth in Exhibit A; provided, that CITY shall grant reasonable extensions of time for the performance of such services occasioned by governmental reviews of CONSULTANT's work product or other unavoidable delays; provided, further, that such unavoidable delay shall not include strikes, lockouts, work stoppages, or other labor disturbances conducted by, or on behalf of, CONSULTANT's officers or employees.

CONSULTANT acknowledges the importance to CITY of CITY's Project schedule and agrees to put forth its best professional efforts to perform its services under this Agreement in a manner consistent with that schedule.

11. Indemnity. CONSULTANT hereby agrees to defend, indemnify, and save harmless CITY and Estero Municipal Improvement District, its Council, boards, commissions, officers, employees and agents, from and against any and all claims, suits, actions liability, loss, damage, expense, cost (including, without limitation, costs and fees of litigation) of every nature, kind or description, which may be brought against, or suffered or sustained by, CITY or Estero Municipal Improvement District, its Council, boards, commissions, officers, employees or agents caused by, or alleged to have been caused by, the negligence, intentional tortuous act or omission, or willful misconduct of CONSULTANT, its officers, employees or agents in the performance of any services or work pursuant to this Agreement.

The duty of CONSULTANT to indemnify and save harmless, as set forth herein, shall include the duty to defend as set forth in Section 2778 of the California Civil Code; provided, however, that nothing herein contained shall be construed to require CONSULTANT to indemnify CITY and Estero Municipal Improvement District, its Council, boards, commissions, officers, employees and agents against any responsibility or liability in contravention of Section 2782 of the California Civil Code.

12. Insurance. CONSULTANT shall acquire and maintain Workers' Compensation, employer's liability, commercial general liability, owned and non-owned and hired automobile liability, and professional liability

insurance coverage relating to CONSULTANT's services to be performed hereunder covering CITY's risks in form subject to the approval of the City Attorney and/or CITY's Risk Manager. The minimum amounts of coverage corresponding to the aforesaid categories of insurance per insurable event, shall be as follows:

<u>Insurance Category</u>	<u>Minimum Limits</u>
Workers' Compensation	statutory minimum
Employer's Liability	\$1,000,000 per accident for bodily injury or disease
Commercial General Liability	\$1,000,000 per occurrence and \$2,000,000 aggregate for bodily injury, personal injury and property damage
Automobile Liability	\$1,000,000 per accident for bodily injury and property damage (coverage required to the extent applicable to CONSULTANT's vehicle usage in performing services hereunder)
¹ Professional Liability	\$1,000,000 per claim and aggregate

Concurrently with the execution of this Agreement, CONSULTANT shall, on the Insurance Coverage form provided in Exhibit B, furnish CITY with certificates and copies of information or declaration pages of the insurance required hereunder and, with respect to evidence of commercial general liability and automobile liability insurance coverage, original endorsements:

- (a) Precluding cancellation or **reduction in per occurrence limits** before the expiration of thirty (30) days (10 days for nonpayment) after City shall have received written notification of cancellation in coverage or **reduction in per occurrence limits** by first class mail;
- (b) Naming the City of Foster City and Estero Municipal Improvement District, its Council, officers, boards, commissions, employees, and agents, as additional insureds; and
- (c) Providing that CONSULTANT's insurance coverage shall be primary insurance with respect to CITY and Estero Municipal Improvement District, its Council, officers, boards, commissions, employees, and agents, and any insurance or self-insurance

¹ Note: Professional liability insurance coverage is not required if the contractor/vendor/consultant is not providing a service regulated by the state. (Examples of service providers regulated by the state are insurance agents, professional engineers, doctors, certified public accountants, lawyers, etc.) Please check and initial the following if professional liability is **NOT** required for this agreement. Recommended _____ [Project Manager] Approved _____ [Risk Manager]

maintained by CITY for itself, its Council, officers, boards, commissions, employees, or agents shall be in excess of CONSULTANT's insurance and not contributory with it.

13. WORKERS' COMPENSATION. CONSULTANT certifies that he is aware of the provisions of the Labor Code of the State of California which require every employer to be insured against liability for workers' compensation or to undertake self-insurance in accordance with the provisions of that Code, and CONSULTANT certifies that he will comply with such provisions before commencing the performance of the work of this agreement.
14. NON-DISCRIMINATION. The CONSULTANT will not discriminate against any employee or applicant for employment because of race, color, religion, sex or national origin. The CONSULTANT will take affirmative action to insure that applicants are employed and the employees are treated during employment without regard to their race, color, religion, sex or national origin. Such action shall include, but not be limited to the following: employment, advancement, demotion, transfer, recruitment, or recruitment advertising, layoff or termination, rates of pay or other forms of compensation, and selection for training, including apprenticeship. The CONSULTANT shall at all times be in compliance with the requirements of the Federal Americans With Disabilities Act (Public Law 101-336) which prohibits discrimination on the basis of disability by public entities. The CONSULTANT agrees to post in conspicuous places available to employees and applicants for employment any notices provided by the CITY setting forth the provisions of this non-discrimination clause.
15. Notice. All notices required by this Agreement shall be given to the CITY and CONSULTANT in writing, by first class mail, postage prepaid, addressed as follows:

CITY: City of Foster City
610 Foster City Boulevard
Foster City, CA 94404-2299
Attn: Julie Moloney

CONSULTANT: De Novo Planning Group
Attn: Ben Ritchie
4630 Brand Way
Sacramento, CA 95819
(916) 949-3231

16. Non-Assignment. This Agreement is not assignable either in whole or in part.
17. Amendments. This Agreement may be amended or modified only by written agreement signed by both parties.

18. Validity. The invalidity in whole or in part of any provision of this Agreement shall not void or affect the validity of any other provision of this Agreement.
19. Governing Law. This Agreement shall be governed by the laws of the State of California and any suit or action initiated by either party shall be brought in the County of San Mateo, California. In the event of litigation between the parties hereto to enforce any provision of the Agreement, the unsuccessful party will pay the reasonable attorney's fees and expenses of litigation of the successful party.
20. Mediation. Should any dispute arise out of this Agreement, the parties shall meet in mediation and attempt to reach a resolution with the assistance of a mutually acceptable mediator. Neither party shall be permitted to file legal action without first meeting in mediation and making a good faith attempt to reach a mediated resolution. The costs of the mediator, if any, shall be paid equally by the parties. If a mediated settlement is reached neither party shall be deemed the prevailing party for purposes of the settlement and each party shall bear its own legal costs.
21. Conflict of Interest. CONSULTANT may serve other clients, but none who are active within the City of Foster City or who conduct business that would place CONSULTANT in a "conflict of interest" as that term is defined in State law.
22. Entire Agreement. This Agreement, including Exhibit A and B, comprises the entire Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on the date first above written by their respective officers duly authorized in that behalf.

CITY OF FOSTER CITY

Dated: _____

 James C. Hardy, City Manager
 (for contracts less than \$30,000)

Dated: 4/10/12

 Art Kiesel, Mayor
 (for contracts \$30,000 or more)

ATTEST:

Dated: 4/10/12

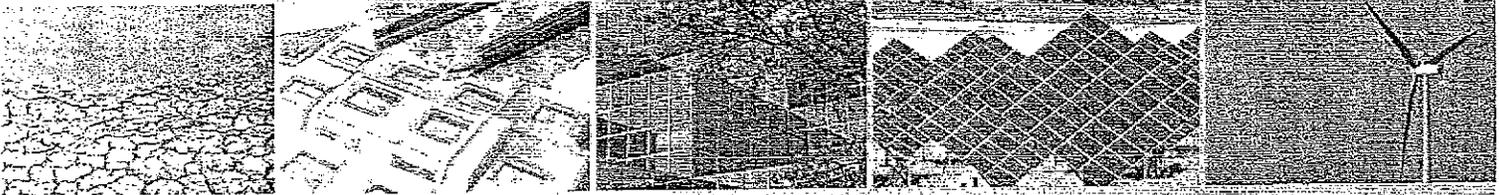
 Doris L. Palmer, City Clerk

EXHIBIT A

SCOPE OF WORK, SCHEDULE & BUDGET

Exhibit A consists of the Proposal for Professional Service to Prepare the Environmental Impact Report for the Foster City Land Use and Circulation Element, Prepared by De Novo Planning Group, as well as the revised scope of work and budget from Fehr and Peers, the transportation and circulation sub-consultant. These materials identify all proposed optional tasks. The table below identifies the base and optional tasks and associated costs identified in the scope of work, approved as a part of this Agreement.

De Novo Planning Group Proposal		
	Base cost of EIR Preparation	\$179,510
Optional Tasks	Additional Traffic Intersection Counts – Update to the Multi-Project Traffic Study (Updated from original scope)	\$2,990
	Climate Action Plan Preparation	\$32,320
Subtotal	Staff Recommended Subtotal: – including Additional Traffic Intersection Counts and Climate Action Plan Preparation	\$214,820
Contingency	10% Contingency	\$21,482
Total	Staff Recommended Total:	\$236,302



Proposal for Professional Services to
Prepare the Environmental Impact Report for the
Foster City Land Use and Circulation Element



Submitted to:
Julie Maloney, AICP
Senior Planner
Foster City Community Dev. Dept.
670 Foster City Blvd
Foster City, CA 94404

Submitted by:
De Novo Planning Group

2200 Lake Street, Suite 200, Environmental
1670 Paradise Avenue, SACRAMENTO, CA 95815
info@denovoplanning.com | TEL: 916-949-8231



De Nove Planning Group

De Novo Planning Group



A Land Use Planning, Design, and Environmental Firm

January 26, 2012

Julie Moloney, AICP, Senior Planner
Foster City Community Development Department
610 Foster City Blvd.
Foster City, CA 94404

SUBJECT: Proposal to the EIR for the General Plan Land Use and Circulation Element

Dear Ms. Moloney:

Thank you for the opportunity to submit this proposal to prepare the Environmental Impact Report for the City's Land Use and Circulation Element Update. We have thoroughly reviewed the available project information, and we have assembled an excellent team of planners, engineers, scientists and climate change specialists with the experience and expertise to complete a legally defensible EIR and all associated technical studies.

Our team includes project manager, Ben Ritchie, a Principal with De Novo, as well as De Novo Principals, Steve McMurtry and Beth Thompson. The entire De Novo team has recent experience completing General Plan EIRs and Climate Action Plans.

As you will see in our proposal, we have developed a work program that will not only provide the City with a useful and defensible General Plan EIR, but we will also lay the groundwork for future updates to other General Plan Elements. The work effort to prepare this EIR will leave the City with extensive background information and a mitigating policy set, both of which will prove to be extremely useful as the City contemplates future updates to other elements of the General Plan.

We have also included, as an optional task, the preparation of a comprehensive stand-alone Climate Action Plan. We strongly urge the City to consider the concurrent preparation of a Climate Action Plan with this EIR.

We are committed to providing excellent customer service, and we are confident that our energy, enthusiasm, knowledge and professionalism will prove to be a great asset to the City. We are committed to assisting the City through all aspects of this process, including coordination with public agencies, public outreach, and the preparation of a useful and legally defensible EIR that meets the City's needs.

We truly appreciate the opportunity to be considered for this project. We trust that the enclosed information is adequate for your evaluation, but should you need anything else, please do not hesitate to contact me at 916-949-3231. We look forward to the opportunity to interview for this project in person, so that we can more fully describe our work approach and the excellent qualifications of our project team.

Sincerely,

DE NOVO PLANNING GROUP
Ben Ritchie, Principal

De Novo Planning Group



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PROJECT UNDERSTANDING AND APPROACH

BACKGROUND

De Novo Planning Group understands that the City of Foster City is preparing a comprehensive update to the Land Use and Circulation Element of the General Plan. The Land Use and Circulation Element establishes a pattern for land use and sets out clear standards for the density of population and the intensity of development for each of the proposed land uses, with a direct tie between the timing, amount, type, and location of development with the traffic, service, and infrastructure demands such development will generate.

The Land Use and Circulation Element is being updated to address the changing needs of the City and its residents. The update is necessary because many of the objectives stated in the existing General Plan have been met. Revised goals and policies will address new planning issues that have and will emerge in the future. The updated Land Use and Circulation Element is intended to be a map for the future that will guide the development and growth of the City while maintaining and enhancing the quality of life of City residents.

GENERAL PLAN UPDATE CHARACTERISTICS

Based on our review of the Request for Proposals (RFP) and supporting materials, it is our understanding that the updated Land Use and Circulation Element will include the following changes from the existing General Plan:

- A new planning timeframe of 2012-2025
- Updated goals, policies, and implementation measures related to land use, circulation, and sustainability, including
- An updated Land Use Plan including the following key changes:
 - Change the City-owned 15-acre site between Shell Boulevard and Foster City Boulevard from Public Facilities to Neighborhood Commercial/Apartment Residential
 - Additional potential housing sites to be incorporated into the 2014 Housing Element
- Transportation Plan changes include:
 - Improvements to intersections related to the SR 92/Foster City Boulevard on- and off-ramps as recommended in the Multi-Project Traffic Analysis and subsequent Engineering Feasibility Study, including:
 - Change in intersection Level of Service (LOS) Policy from using volume to capacity ratios to estimated delay as a basis for the levels A through F
 - Potential change in Intersection Level of Service policy to establish different acceptable levels for different types of intersections, such as a higher LOS

required in residential neighborhoods compared to intersections at or near SR 92 on- and off-ramps

PROJECT APPROACH

The De Novo approach to completing the Foster City General Plan Land Use and Circulation Element EIR is to start with a project team that has a proven track record completing similar types of EIRs for General Plan updates, a team with extensive experience drafting General Plan policy sets, and a team with extensive local knowledge and experience.

Our project approach includes three primary components:

1. Preparation of a legally defensible program-level Environmental Impact Report (EIR) that will allow for adoption of the proposed General Plan Land Use and Circulation Element.
2. The preparation of an EIR that will serve as an invaluable tool for the preparation of future updates to the City's General Plan, including, but not limited to the Safety Element, Noise Element, Conservation Element, and a Climate Action Plan.
3. An EIR that will serve as an effective tiering document to be used for the subsequent California Environmental Quality Act (CEQA) review of development projects and future updates to the City's General Plan, including the 2014 Housing Element.

PROGRAM-LEVEL ENVIRONMENTAL IMPACT REPORT

The Foster City General Plan Land Use and Circulation Element update is a "project" as defined by CEQA and requires the preparation of an EIR. De Novo will prepare a comprehensive and legally defensible Program-level EIR for the Land Use and Circulation Element update.

The EIR will be prepared consistent with the requirements of CEQA, the CEQA Guidelines, and relevant case law. The EIR will be a readable, useful document that can be used to streamline review of future planning, infrastructure, and development projects that are consistent with the General Plan.

A Program-level EIR is an informational document intended to inform public-decision-makers, responsible or interested agencies, and the general public of the potential environmental effects of a project, and where applicable, include mitigation measures that can be implemented to reduce or avoid the potential adverse environmental effects. While CEQA requires that major consideration be given to avoiding adverse environmental effects, the City and other responsible public agencies must balance adverse environmental effects against other public objectives, including the economic and social benefits of a proposed project, in determining whether a proposed project should be approved.

The City will certify the Final EIR in writing in accordance with CEQA Guidelines §15091, and if applicable, §15093 if they find that the Final EIR is "adequate and complete." CEQA Guidelines §15091 specifies that the lead agency shall state findings, in writing, of any environmental impacts and the changes made to lessen the impact or the reason why such mitigation is infeasible. CEQA

Guidelines §15093 requires a statement of overriding considerations in cases where the lead agency deems the proposed project's benefits outweigh unavoidable environmental risks.

Public Resources Code §21081.6(a) and CEQA Guidelines §15097 require lead agencies to adopt a Mitigation Monitoring and Reporting Program (MMRP) to describe measures that have been adopted or made a condition of project approval in order to mitigate or avoid significant effects on the environment.

FUTURE UTILITY OF THE EIR

At De Novo, we pride ourselves on our ability to provide all of our clients with exceptional value for the services we provide. To this end, we have developed a strategy for this project that will maximize the future usefulness of this Land Use and Circulation Element EIR.

It is our understanding that the City will likely undertake updates to other elements of the General Plan in the near future. The De Novo team is uniquely qualified for this project because we not only prepare General Plan EIRs, we also prepare actual General Plans. Our team is extremely adept and knowledgeable in all aspects of General Plan policy development, including the preparation of background reports, issues and opportunities reports, and mitigation implementation programs.

We will approach this EIR with an eye towards future work efforts that will be undertaken by the City to prepare subsequent updates to other elements of the General Plan. To this end, we will accomplish the following during our preparation of the EIR:

- The setting for each environmental topic addressed in the EIR will be thorough and detail-oriented, and can be used as an excellent starting point for the preparation of future General Plan Background Report sections when future elements are updated. This will save the City time and money associated with the research necessary to establish background conditions and setting discussions for future elements.
- The mitigation measures developed for each environmental topic in this EIR will be prepared as performance-based measures, written in the form of policies and implementation measures that will be suitable for inclusion in future General Plan elements. The Land Use and Circulation Element essentially serves as the "backbone" of the City's General Plan. Most potential impacts related to General Plan implementation over the life of the plan stem from the direction provided in this key element. As we review the potential impacts of this General Plan update, we will develop a mitigating policy set that can be used as the basis and foundation for the preparation of future updates to other General Plan elements. We have successfully implemented this approach in other jurisdictions throughout California, and we are confident that our experience developing successful, self-mitigating General Plans and EIRs will save the City time and money as future General Plan updates are tackled.

EIR TIERING OPPORTUNITIES

The Program-level EIR prepared for the Land Use and Circulation Element will be prepared to serve as a long-term "first tier" EIR for the City. The analysis will be thorough and comprehensive, and will

address the full range of impacts associated with buildout of the Land Use and Circulation Element through 2025. As future elements of the City's General Plan are updated, the CEQA review for these elements can rely heavily of the analysis, mitigation measures, and conclusions that will be contained in this EIR. It is anticipated that future CEQA review of subsequent General Plan elements can be completed through the preparation of either Subsequent or Supplemental EIRs, tiered off of this EIR, or Negative Declarations tiered off of this EIR.

This EIR will also be very useful during the CEQA review of future development and infrastructure projects that are consistent with the General Plan, and will assist in streamlining the subsequent CEQA review of future projects.

Additionally, during the preparation of this EIR, we will review likely Regional Housing Needs Assessment (RHNA) allocation numbers for the City, which will be required as part of the City's 2014 Housing Element Update. Our review will assist the City in determining if adequate housing sites have been identified on the General Plan Land Use Map. This approach will help the City streamline the CEQA review that will be required for the 2014 Housing Element update.

PROJECT TEAM

The De Novo team is strategically assembled as a multidisciplinary team of experts with a strong local presence and understanding of local issues. The firms and key individuals we have partnered with for this project, including their respective project roles, are identified in the table below. Our team has the local and regional experience to provide an outstanding General Plan Land Use and Circulation Element EIR and Climate Action Plan.

Firm	Key Staff	Project Role
De Novo Planning Group	Ben Ritchie Beth Thompson Steve McMurtry	<ul style="list-style-type: none"> • Project Management/ Quality Control • EIR Preparation • Policy-Based Mitigation Development • Public Meetings and Hearings • Climate Action Plan Assistance/Coordination
Metropolitan Planning Group	Whitney McNair Kevin Gardiner Karen Hong	<ul style="list-style-type: none"> • Existing Environmental Conditions • Local Knowledge • Quality Control • Climate Action Plan
Fehr and Peers	Jane Bierstedt Chris Mitchell Matt Goynes	<ul style="list-style-type: none"> • Traffic Analysis
JC Brennan and Associates	Jim Brennan Luke Saxelby	<ul style="list-style-type: none"> • Noise Analysis
Peak and Associates	Melinda Peak Neal Neuenschwander	<ul style="list-style-type: none"> • Cultural Resources

TEAM MANAGEMENT

The team is organized with Project Manager (Ben Ritchie) and Co-Project Manager (Beth Thompson). Mr. Ritchie will serve as the daily point of contact with the City and will be responsible for the oversight and coordination of our entire team of planners and technical specialists. Mr. Ritchie will provide the City with regular project status updates, and will be responsible for ensuring that our work efforts adhere to the project schedule and stay within budget. Ms. Thompson will be a secondary point of contact, will assist with the preparation of the technical sections of the EIR, and will ensure that the final document is fully defensible and meets all applicable CEQA and City requirements.

Both Mr. Ritchie and Ms. Thompson are Principal Planners with over 10 and 15 years, respectively, of experience preparing EIRs for projects in California. Mr. Ritchie and Ms. Thompson have both assisted clients in San Mateo County with Planning and CEQA projects in the past 5 years, including the Half Moon Bay Housing Element and MND, Sign Code Update, and Local Coastal Program/Land Use and Zoning Amendments.

Collectively, our management team has successfully overseen the preparation of over 150 environmental documents, and we have recent experience working on complex General Plans and General Plan EIRs. We will use that experience to deliver your project on time and within budget. A detailed description of each team member is included later in this proposal.

De Novo Planning Group is located in Sacramento, and we propose to allocate all three of our full-time Principals to this project for the City of Foster City. Our team is supplemented by our technical staff with expertise in GIS mapping, in addition to our entire team of subconsultants.

BENEFITS OF THE DE NOVO TEAM

De Novo understands that the EIR preparation process will require extensive coordination and communication between City staff, our team of planners and scientists, as well as the responsible agencies and general public. Our team is committed to continuous and comprehensive coordination throughout the CEQA process. De Novo has proposed a project management team with exceptional CEQA knowledge and planning experience.

- **Regional Experience** – The De Novo team project management and technical staff have a strong knowledge of the regional conditions. Our team has the local and regional experience to provide an outstanding EIR. Our team members have served as contract staff to local agencies and are familiar with the planning process and future uses of the EIR, which allows us to craft mitigation language that will be effective and straight-forward to implement. Our team has prepared numerous planning and environmental documents throughout the Bay Area and surrounding region, including the City of Half Moon Bay, the City of Alameda, and the City of Cotati.
- **Close Coordination With Resource and Responsible Agencies** – Given our experience in preparing program-level EIRs and General Plans, we understand the strong need for early and on-going coordination with natural resource agencies as well as other agencies that regulate and/or permit activities within the City (e.g., Bay Area Air Quality Management District, Caltrans, California Department of Fish and Game, U.S. Fish and Wildlife Service, Water Quality Control Board). Our team will consult all relevant resource and regulatory agencies as part of the project during the preparation of the Draft EIR. Multiple consultations assure that the agencies have considered the direction of the project and have provided input to the analysis and mitigation measures presented in the EIR.
- **Utilization of Technical Staff and Sub-Consultants** – De Novo has teamed with subconsultants Metropolitan Planning Group (Climate Action Plan and EIR assistance), Fehr and Peers (traffic), JC Brennan and Associated (noise), and Peak and Associates (cultural resources), all of whom are leaders in their fields and have experience working on similar

projects. De Novo technical team members will provide expertise in the areas of aesthetics, air quality, climate change, biological resources, aesthetics, geology, hydrology and water quality, land use/planning, population/housing, noise, and public services and utilities.

- **Benefits of a Relatively Small Planning Firm** - The three De Novo Principals have served as senior project managers with larger consulting firms in California, and through this experience we have gained intimate knowledge of the operational inefficiencies of large firms and the burdens that they can cause public agencies. Larger firms tend to carry cumbersome over-head costs, which results in the need for higher hourly billing rates, frequent contract modifications, and can have high staff turnover, which causes changes in project managers midstream during a project. Because we remain small we are able to offer our clients with significantly lower rates, while still providing our clients with Principal-level attention to each project. We pride ourselves on our ability to deliver on our commitments, exceed expectations, and satisfy our clients with quality work on schedule and on time.

DE NOVO PLANNING GROUP

De Novo Planning Group is a land use and environmental planning firm specializing in community planning, transportation planning, environmental studies, and sustainability planning. The founding principals have successfully completed over 150 projects consisting of environmental impact reports, negative declarations, initial studies, NEPA analyses, climate action plans, biological assessments, wetland delineations, general plans, specific plans, housing elements, and development projects throughout California.

Our mission is to provide municipal and private sector clients with world-class professional services, through principal-level attention to every project. We pride ourselves on our ability to work with clients to balance the often conflicting goals of economic, social, environmental, legal, and political forces. Our services result in an integrated planning and environmental solution for every project that is technically sound, cost effective, and delivered within the client's schedule.

Our philosophy is to proactively plan and design projects in such a way that public and environmental concerns are addressed and accommodated early in the process. We strongly believe in the use of local knowledge for developing sensible and cost-effective solutions to local concerns. Our solutions seek to achieve a balance in local economic, social, and environmental goals. De Novo Planning Group is dedicated to fostering a partnership with each agency we serve, through listening to the community and stakeholders and reflecting the ideas and concerns we hear in the approach developed for each project.

De Novo Planning Group is accomplished in multiple disciplines, with services focusing on planning, environment, and sustainability. Our areas of expertise include environmental documentation and compliance, with technical abilities in air quality, biology, climate change, land use, and water resources.

BEN RITCHIE, PRINCIPAL PLANNER

Mr. Ritchie is a Principal Planner with De Novo Planning Group and is responsible for the preparation of environmental impact reports, mitigated negative declarations, general plan updates, specific plans, redevelopment plans, and municipal service reviews. His environmental management experience includes general plan, water supply, residential, commercial, mixed-use, transportation, annexation, and redevelopment projects throughout northern and central California. Mr. Ritchie has also provided environmental project management services for the cities of Rancho Cordova, Elk Grove, and Palm Springs. Mr. Ritchie has extensive knowledge of the California Environmental Quality Act (CEQA) and has assisted jurisdictions in drafting and updating their local CEQA implementation guidelines. In addition to his CEQA project management responsibilities, Mr. Ritchie served as the Environmental Coordinator for the City of Rancho Cordova, which included the management of external consulting firms on large-scale EIRs and EISs.

Mr. Ritchie has extensive experience completing projects for General Plan updates, and is currently serving as the co-project manager for the Colusa County General Plan and EIR and the City of Cotati General Plan and EIR.

Mr. Ritchie graduated from Cal Poly, San Luis Obispo with a bachelor's degree in Political Science and a Master of City and Regional Planning (MCRP) where he received the California Planning Foundation Scholarship for Academic Excellence.

BETH THOMPSON, PRINCIPAL PLANNER

Ms. Thompson is a Principal Planner with De Novo Planning Group and her responsibilities include General Plan management, senior review of environmental documents, environmental planning, policy document preparation, and contract services within client agencies. Ms. Thompson has over fifteen years of experience in environmental planning and community development. She has experience with research, analysis and project management in support of environmental document preparation and production, as well as long-range planning experience with housing elements, Consolidated Plans, and grant implementation and administration. Ms. Thompson specializes in Community Planning, CEQA and National Environmental Policy Act compliance. Her experience includes the preparation and management of numerous General Plan projects, including the Colusa County General Plan Update and EIR, the City of Cotati General Plan Update and EIR, the Half Moon Bay General Plan Housing Element, Zoning Code, and Land Use Element/Local Coastal Program Revisions, the City of Lakeport Housing Element Update, and the City of Escalon Housing, Air Quality, Circulation, and Land Use Elements Update projects. Ms. Thompson also has extensive experience preparing and managing General Plan EIRs, including the City of Colusa GP Master EIR, the City of Jackson Land Use and Circulation Element Update EIR, the El Dorado County General Plan Amendment EIR, the City of Elk Grove General Plan Amendment EIRs, the Mendocino County General Plan EIR, and senior CEQA review of the City of Livingston General Plan Master EIR. Ms. Thompson graduated from the University of California, Davis with a bachelor's degree in Environmental and Resource Sciences.

STEVE MCMURTRY, PRINCIPAL PLANNER

Mr. McMurtry is a Principal Planner with De Novo Planning Group and is responsible for project management, preparation of environmental documents, air quality modeling, biological assessments, and regulatory permitting. He has successfully led multidisciplinary teams to complete over 80 environmental, land use planning, and development projects in 18 California counties. Mr. McMurtry's experience includes service in engineering and planning firms, as well as in the building industry. He has recently served as the Principal-in-charge or project manager for transportation projects in Butte, Yuba, Amador, El Dorado, Shasta, Glenn, Siskiyou, and San Joaquin counties. His environmental experience encompasses public outreach/facilitation, policy/program development, document writing/processing, and permitting. During his tenure in the building industry, he was responsible for planning, design, and construction of projects valued over \$300 million, which included the construction of road systems, parking lots, parks, trails, open space systems, and capital improvement projects that were dedicated to municipal agencies. He has formed and implemented Area of Benefit Districts, Community Facilities Districts, and Assessment Districts as a financing solution for capital improvements. Mr. McMurtry graduated from Cal Poly San Luis Obispo with a bachelor's degree in Natural Resource Management with graduate studies in Biological Sciences at San Jose State University.

SUBCONSULTANT TEAM

The De Novo Team was strategically assembled as a multidisciplinary team of experts with a strong local presence and understanding of local issues. Our greatest strength is that we have a proven track record working together, with each individual on the team having specialized experience completing EIRs for similar project types.

METROPOLITAN PLANNING GROUP

Metropolitan Planning Group (M-Group) is a planning firm specializing in Policy Planning, Urban Design, Staffing Solutions and Sustainability Services. We are proud to be working on behalf of a diverse range of Bay Area cities. Our clients are committed to quality, customer satisfaction and community benefits. Our blend of experience with a wide range of cities creates a dynamic and multifaceted approach to urban planning.

M-Group's Principals, Whitney McNair, AICP, LEED AP, and Geoff I. Bradley, both have extensive experience working on large, complex and high-profile projects in Bay Area jurisdictions. Our staff brings together a range of accomplishments and a wealth of real-world experience gained from working for over 30 Bay Area planning departments.

We are committed to creating a new design on urban planning. We accomplish this by providing on the ground knowledge of the planning process, a keen ability to work with staff, an understanding of how to engage the community, and a desire to provide the best service. It is an important part of what makes us unique and allows us to grow both as individuals and as a firm.

We strive to provide the highest levels of customer service and quality of planning services, delivering tailored solutions that fit the needs of our clients. We also maintain a commitment to

continuous improvement and accountability. We understand the need to represent all interests of the community in the planning activities that we are involved with, and we achieve this by working seamlessly with city staff and the public in all the communities we serve.

WHITNEY MCNAIR, AICP, LEED AP - PRINCIPAL

Whitney McNair has over 15 years of professional planning experience, including over 10 years for a Bay Area city as Zoning Administrator and Planning Manager. She has worked throughout the Bay Area on large, complex, high-profile projects. She has been instrumental in the preparation of award-winning planning documents, ranging from design guidelines to specific plans and precise plans. She also has extensive downtown revitalization, complex entitlements, environmental impact report management, mixed-use, high density residential infill, and city-wide economic development experience.

KEVIN GARDINER, AICP - PRINCIPAL PLANNER

Kevin Gardiner's relationship with Foster City goes back to 1984, when as a teenager his family moved to Foster City. His parents continue to live in Foster City today. Kevin has a background in planning and architecture, including over 15 years experience in current planning, advanced planning, and urban design. At M-Group he is involved in all aspects of planning, from development review to urban design plans and zoning codes. His experience includes form-based codes, design guidelines, specific plans and precise plans, downtown revitalization plans, and transit-oriented development plans.

KAREN HONG - ASSISTANT PLANNER

Karen has worked at M-Group on a range of projects including development and design review, design guidelines, General Plan updates, Housing Element updates, and environmental analyses. She has also spent two years in Singapore with the DesignSingapore Council, managing projects that use design thinking for a better customer experience and conducting design thinking workshops.

FEHR AND PEERS

Fehr & Peers specializes in providing transportation planning and traffic engineering services to public and private sector clients. We emphasize the development of creative, cost-effective, and results-oriented solutions to planning and design problems associated with all modes of transportation. Rather than trying to offer a multi-disciplined approach, we choose to focus on being the best traffic engineering and transportation planning consulting firm. We offer specialized expertise within transportation including:

- Transportation Impact Assessment
- Traffic Engineering
- Land Use & Transportation Planning
- Traffic Operations & ITS

- Bicycle & Pedestrian Planning
- Sustainable Transportation
- Travel Demand Forecasting
- Transit Planning

Maintaining this singular focus on transportation enables us to provide state-of-the-practice expertise to our clients. We are nationally-recognized experts in these areas as evidenced by the fact that we routinely publish many professional papers, serve on national committees, and teach courses to others in the industry.

CHRIS MITCHELL, PE

Mr. Mitchell will serve as Principal-in-Charge of the project, providing general oversight and guidance to the project analysis. He has managed or served as Principal-in-Charge on numerous transportation studies and Environmental Impact Reports (EIRs) within Foster City and the Bay Area, including the impact analyses for the Foster City Multi-Project Traffic Analysis study, Treasure Island Redevelopment Plan, and the Candlestick Point – Hunters Point Shipyard Phase II Development Plan.

MATT GOYNE

Mr. Goyne will serve as Project Manager, serving as the primary day-to-day contact for this project. He will be responsible for reviewing existing and future conditions, conducting technical analysis, preparing documentation, and maintaining the project budget and schedule. Mr. Goyne has significant experience working on large transportation studies and EIR throughout the Bay Area, recently working on the Gilead Sciences EIR in Foster City, Napa Pipe EIR in Napa County, and the Corte Madera Traffic Impact Fee Study in Marin County.

JANE BIERSTEDT, PE

Ms. Bierstedt will serve as technical advisor of the project. Jane has managed or served as Principal-in-Charge on numerous General Plans and EIRs within Foster City, San Mateo, and Santa Clara counties, including the impact analyses for the Foster City Multi-Project Traffic Analysis study, San Jose General Plan, Apple Campus, and the Menlo Park Specific Plan and EIR.

JC BRENNAN AND ASSOCIATES

j.c. brennan & associates is a full service acoustical consulting firm. The founder provides over 20 years of combined experience in acoustical consulting and is a recognized member of the Institute of Noise Control Engineering. j.c. brennan & associates provides high-quality and personalized acoustical consulting services in the fields of transportation noise (roadway traffic, aircraft, and railroad), industrial noise control, ambient noise surveys, architectural and building acoustics, EIRs, EISs, expert legal testimony, staff training, and General Plan Noise Element and Noise Ordinance updates.

j.c. brennan & associates utilizes sound level measurement and vibration measurement equipment which meet ANSI specifications for Type 1 sound level measurement equipment. Computer models used for evaluating noise levels and associated impacts include the Integrated Noise Model (INM - for developing aircraft noise contours for airports), the Environmental Noise Model (ENM - for analysis and contour mapping for all environmental/industrial noise sources), the Federal Highway Administration Traffic Noise Prediction Model, the Caltrans Sound 2000 Model traffic model and the recently developed Traffic Noise Model (TNM).

JIM BRENNAN – PRINCIPAL NOISE ENGINEER

Mr. Brennan is the founder of j.c. brennan & associates, Inc. and he is responsible for the use of sophisticated computer models that predict noise propagation in complex environments, and for evaluating potential mitigation measures for abating noise impacts. For the past 20 years, Jim has managed numerous aviation studies, community noise studies, development of General Plan Noise Elements and Noise Ordinances, analyses of vibration impacts from transportation facilities and industrial equipment. His experience includes managing acoustical analyses related to traffic noise, architectural acoustics, and other environmental noise sources including railroads, rapid transit, helipad relocations, snowmaking operations, industrial facilities, residential developments, marina and harbor expansions, and mining operations.

Presently, Mr. Brennan serves on the Tahoe Regional Planning Agency (TRPA) Environmental Threshold Review, Noise Evaluation Committee. Jim's noise control experience began in 1984 while employed with the Tahoe Regional Planning Agency where he implemented the Lake Tahoe basin noise monitoring program, wrote the noise control ordinance for the Regional Plan, and provided technical analysis and assistance to local agencies and community groups in the area of airport and community noise problems. Mr. Brennan obtained a Bachelor's degree in Community Sciences from the University of Wisconsin at Green Bay.

LUKE SAXELBY – SENIOR NOISE CONSULTANT

Mr. Saxelby has managed numerous acoustical studies involving a wide variety of noise sources, including traffic, railroads, commercial uses, and industrial uses. He has been actively involved in many noise studies for various types of projects, including general plans, residential subdivisions, shopping center developments, car washes, specific plans, ski resorts, roadway improvement project and various environmental impact reports.

Mr. Saxelby has developed skills in the use of complex noise modeling programs including the Federal Highway Administration Traffic Noise Prediction Model (TNM), California Department of Transportation noise modeling program (Sound 2000), and the Environmental Noise Model (ENM). Special interests include the application of noise control techniques for mechanical systems. Mr. Saxelby obtained a Bachelor's degree in Mechanical Engineering from California State University, Sacramento.

PEAK AND ASSOCIATES

Peak & Associates, Inc. offers archeological services and cultural resource expertise to public agencies and private concerns. A woman-owned business enterprise since 1972, Peak & Associates operates with a full-time staff of two professional archeologists and a historian/archeologist that has successfully completed over 4,500 projects in the fields of public archeology and cultural resource management. Peak & Associates can conduct projects throughout California, the Great Basin, Nevada, Oregon, and the Southwest.

MELINDA PEAK – PRINCIPAL CULTURAL RESOURCES INVESTIGATOR

Ms. Peak is the president of the firm and has charge of company records, acts as principal field director for survey and archeological test projects, and takes responsibility for the firm's historical research and historical evaluation activities. With a record of more than thirty years of field experience, Ms. Peak has been a principal investigator, field director, crew chief and assistant director on a wide range of prehistoric and historic excavations. She has directed laboratory analyses of archeological materials, including the historic period. She has also conducted a wide variety of cultural resource assessments in California, including documentary research, field survey, and report preparation.

Ms. Peak is a registered professional historian with a Bachelor's degree in Anthropology from the University of California, Berkeley and a Master's degree history at California State University, Sacramento. Through her education and experience, Ms. Peak meets the Secretary of Interior Standards for historian, architectural historian, prehistoric archeologist and historic archeologist.

NEAL J. NEUENSCHWANDER – CULTURAL RESOURCES INVESTIGATOR

Mr. Neuenschwander has been employed by Peak & Associates, Inc. since 1986. He has gained extensive experience in both reconnaissance and excavation techniques, as well as a considerable exposure to thousands of prehistoric and historic period cultural resources. His training began with seasonal positions with the Modoc and Plumas National Forests.

Mr. Neuenschwander co-founded Professional Archeological Services, a private consulting firm with which he worked as co-principal investigator with Alfred Farber on excavation and survey projects in Trinity, Shasta, Butte, and Plumas counties in 1983. Mr. Neuenschwander completed his Bachelor's degree with dual majors in Geography and Anthropology at CSU, Chico. He then completed the studies on the graduate program for his Master's degree at the same institution.

DETAILED EIR WORK PROGRAM

TASK 1 PREPARATION OF THE ADMINISTRATIVE DRAFT EIR

De Novo will prepare the Draft EIR for the project in an administrative draft form for City staff to review. The Draft EIR will be a readable, useful document that can be used to streamline review of future planning, infrastructure, and development projects that are consistent with the General Plan. The Draft EIR will provide the information and environmental analysis necessary to assist the City Council in considering approval and adoption of the Land Use and Circulation Element. The EIR will consider all potential environmental effects of the project to determine the level of significance and will analyze these potential effects to the detail necessary to make these determinations on significance. Each section will include GIS graphics and figures to create an easy to comprehend document that is user-friendly.

The EIR will consist of the following sections:

EXECUTIVE SUMMARY

This section will provide a concise description of the project, the potential areas of controversy, issues to be resolved, project alternatives, and a summary of impacts and mitigation measures. The intent of this section is to provide decision-makers and the public with a simple and easy to understand overview of the project and related issues, which will be analyzed and discussed much more thoroughly in the contents of the EIR.

INTRODUCTION

The Introduction will serve as an overview of the EIR, describing its purpose and relevant environmental review procedures, the document organization, and the methodology used. The Introduction will also explain and describe future tiering uses of the EIR, and how the EIR may be used during the review of subsequent development and infrastructure projects, as well as future General Plan element updates.

PROJECT DESCRIPTION

The Project Description section will consist of a detailed description of the Land Use and Circulation Element, including the proposed goals, policies, and implementation measures and the relationship of the project to other regional plans and projects. The Land Use Map will be presented and described. The Project Description will contain a summary of key changes between the existing General Plan and the proposed Land Use and Circulation Element, and will contain growth projections and buildout projections through the life of the Land Use and Circulation Element (2025). This section will also identify the intended users of the EIR, the City of Foster City and the Estero Municipal Improvement District, other agency involvement in the project, and the use of the EIR by other agencies, including permits and approvals. This section will be consistent with the requirements of State CEQA Guidelines Section 15124.

ENVIRONMENTAL SETTING, IMPACTS, AND MITIGATION MEASURES

The Environmental Setting, Impacts, and Mitigation Measures section will present a detailed discussion of each individual environmental topic. Each discussion will include the following:

- An environmental setting and baseline conditions (including figures and GIS graphics);
- The applicable local, state, and federal regulatory setting;
- The threshold of significance used for each impact determination;
- The methodology used for conducting the environmental analysis and making significance determinations;
- An analysis of all identified direct and indirect impacts associated with project;
- An analysis of the cumulative impacts associated with the project;
- Identification of mitigation measures to reduce impacts;
- A determination of the significance of each impact after mitigation; and
- References, appendices, and technical studies used in support of each environmental topic.

De Novo will work closely with City staff to formulate the appropriate mitigation measure language and timing that is appropriate for inclusion in the EIR. De Novo will utilize guidance provided in the City's Environmental Review Guidelines to establish appropriate CEQA threshold of significance, as well as thresholds used in recent EIRs prepared for the City. Each EIR section will be organized concisely for ease of use and future reference.

At a minimum, the following environmental topics will be addressed in stand-alone chapters of the EIR. Abbreviated discussions for CEQA Appendix G topics not listed below will be prepared for topics and impacts that would clearly result in no impact, or less than significant impacts. These topics may include, but are not necessarily limited to: Agricultural Resources and Mineral Resources.

AIR QUALITY

The project area is located within the jurisdiction of the Bay Area Air Quality Management District. Construction and operation of development projects, infrastructure improvements, and roadway network improvements identified in the Land Use and Circulation Element may result in short term (construction) and long term (operational) impacts to air quality.

The Air Quality analysis will include the following:

- Regional air quality and local air quality in the vicinity of the project area will be described. Meteorological conditions in the vicinity of the project area that could affect air pollutant dispersal or transport will be described, if needed. However, field monitoring of meteorology and pollutant emissions is not included. Applicable air quality regulatory framework, standards, and significance thresholds will be discussed.

- Short-term (i.e., construction) and long-term (operational) increases in regional criteria air pollutants will be qualitatively assessed. The EIR will include a discussion of short-term construction related emissions that may be generated during construction of the future infrastructure and development projects. However, detailed modeling of emissions outputs will not be completed, as the details of these future improvements are not known at this time.
- Bay Area Air Quality Management District policies and best management practices related to the reduction of construction emissions will be described, and mitigation measures that include steps to reduce construction-related emissions from future projects and improvements will be included in the EIR.
- A quantitative air quality analysis will be prepared, which relies on data contained in the traffic study and the buildout assumptions developed for the project description. The ARB-approved URBEMIS2007 computer model (or most current version) will be used to estimate regional land use development emissions associated with the proposed project. Exposure to odorous or toxic air contaminants will be qualitatively discussed. Mobile source emissions associated with vehicle trips will be assessed using the ARB and Caltrans-approved EMFAC model.
- Local mobile-source CO concentrations will also be assessed. Mobile source CO concentrations are typically modeled for signalized intersections expected to operate at unacceptable levels of service (i.e., LOS E or worse). If modeling is deemed necessary, upon review of the traffic analysis, predicted CO concentrations will be modeled using the Caltrans-approved CALINE4 computer model.
- Sensitive receptors throughout the City will be identified and described, and mitigation measures to reduce sensitive receptors from air pollution concentrations will be developed as-needed.
- The significance of impacts will be determined in comparison to state and local standards. Policy-based mitigation measures will be prepared for any impacts found to be significant.

Greenhouse Gases and Climate Change will be addressed in a separate chapter.

BIOLOGICAL RESOURCES

This section will provide a discussion of the biological resources located within the City and the surrounding areas based previously prepared biological studies, existing wetland delineations/verifications, and the results of various biological database searches, including a search of the California Natural Diversity Database (CNDDDB), the California Native Plant Society's Electronic Inventory, the California Wildlife-Habitat Relationships database, and the United States Fish and Wildlife Service's list of special-status species with potential to occur in the region.

This section will provide a biological resources analysis including the methodology, thresholds of significance, and a summary of local biological resources, including descriptions and mapping of plant

communities, the associated plant and wildlife species, and sensitive biological resources known to occur, or with the potential to occur in the project vicinity. The biological resources analysis will conclude with a consistency analysis, cumulative impact analysis, and a discussion of feasible mitigation measures that should be implemented in order to reduce impacts on biological resources and to ensure compliance with the federal and state regulations.

Assumptions

This proposed scope of work does not include protocol-level surveys for wildlife and plant resources. Wetland determinations and delineations are not included in this scope.

CULTURAL RESOURCES

Foster City is a unique city, lying on reclaimed salt marsh lands. The reclamation occurred over a number of years, with related occupation and use of the lands for agriculture purposes. The development of Foster City is fairly recent in time, beginning in the 1960s. Cultural resource issues are different as a result of the City's setting.

The early buildings of the City are now over 45 years old, as are the features related to reclamation of the land. All of these resources will now be potentially eligible for the California Register of Historical Resources. Other concerns are buried prehistoric period resources, and the historic period archeological resources associated with land use prior to reclamation.

The De Novo Team includes Peak Associates, a cultural resources firm with exceptional local knowledge and experience. The work effort for this section will include:

- A records check will be run for the City through the files of the Northwest Information Center of the California Historical Resources Information Center. This will provide information on numbers and types of recorded resources in the City.
- Research on the development of what are now lands of Foster City will be gathered from historic topographic maps, County maps, General Land Office plats and aerial photographs that show the topography, water courses, early buildings and features of the area before development began of the City.
- A check of the Sacred Lands files will be conducted for the City to identify any resources listed with the Native American Heritage Commission. The various groups and individuals identified with potential concerns in the area of the City will also be will be solicited, first by mail, with follow up phone calls and other communications to elicit the groups concerns about prehistoric period resources. It is important to integrate their concerns into the process.
- We will also consult with the local historical groups (Foster City Historical Society, San Mateo County Historical Society) who may have concerns about cultural resources. Letters will be sent to the groups soliciting their concerns and input regarding policies.

- Background text will be prepared providing the cultural setting for the City, including archeology, ethnography and history. Applicable legislation relating to cultural resource issues will be summarized.
- All potential impacts to recorded and unrecorded prehistoric period sites, historic period sites, buildings, and structures that may exist in the City will be identified and discussed. We will develop Mitigation Measures relative to the various types of resources present or potentially present within the City. Native American concerns and consultation with historical groups may well provide important local concerns about policies related to the long-term identification and preservation of resources. We believe it is critical to incorporate public concerns.

This EIR section will include a full discussion of any cultural or historical resources identified during the records searches and a comprehensive mitigation plan to address any potentially significant impacts identified. The mitigation plan will identify the need for future field studies and identify steps that must be taken in order to protect and/or document any significant cultural or historical resources that may be impacted by the future development and infrastructure projects. The De Novo team will consult with interested tribal groups during the development of the impact analysis and mitigation plan.

GEOLOGY/SOILS/SEISMICITY

The entire San Francisco Bay Area is located within the San Andreas Fault Zone (SAFZ), a complex of active faults forming the boundary between the North American and Pacific lithospheric plates. Movement of the plates relative to one another results in the accumulation of strain along the faults, which is released during earthquakes. Foster City is located within the Coast Ranges Geomorphic Province, a relatively geologically young and seismically-active region on the western margin of the North American plate. In general, the Coast Ranges comprise a series of discontinuous north-west trending mountain ranges and ridges composed of sedimentary bedrock with layers of recent alluvium filling the intervening valleys.

Foster City and surrounding areas were originally part of tidal marshlands known as Brewer's Island. By 1897 an area of Brewer's Island (the precursor of Foster City) was partially diked and drained, with additional areas diked and added around 1901. The young Bay Mud dried over time and eventually about 2,220 acres became a dairy ranch while another 550 acres were used as salt ponds. As part of the preparation for development as a planned community in the late 1950's, approximately 14 million cubic yards of sandy silt were pumped in from San Bruno Shoal (a sandbank in San Francisco Bay) to provide 4 to 5 feet of fill throughout the area currently occupied by Foster City. Bay Mud, due to its high clay content and inclusion of organic materials, generally is rated high for shrink-swell potential, with a high risk of corrosion to concrete and uncoated steel, with slow permeability, and low erosion potential. The overlying sandy silt fill from San Bruno Shoal has compacted and formed an approximately 3-foot thick stiff to hard surface layer in the vicinity of the City.

The work for this section will include a description of the applicable regulatory setting, a description of the existing seismic, geologic and soils conditions within the City, and a summary of geologic hazard impacts that could occur with implementation of the Land Use and Circulation Element.

The EIR will include a description and summary of the engineering and permitting requirements that would be required prior to approval and construction of the various development and infrastructure projects that may occur as a result of project implementation. Performance based mitigation measures that would reduce hazards associated with geologic and seismic conditions in the project area will be developed and included in the EIR.

HAZARDS/HAZARDOUS MATERIALS

Implementation of the proposed Land Use and Circulation Element could expose existing and future residents to a range of hazards associated with fires, floods, unstable soils, levee failures, earthquakes, and the use, storage, and transport of hazardous materials.

This EIR section will include a detailed discussion of potential hazards and hazardous materials present in Foster City and the surrounding areas. This section will include a discussion of the existing regulatory setting, including federal, state and local regulations adopted to protect life and property from risks associated with natural and man-made hazards. A mitigation program will be developed, and will include performance-based policy measures that may be implemented by future development and infrastructure projects to reduce risks.

The analysis and mitigation program developed for this section will form the basis for the preparation of the City's Safety Element in the future.

HYDROLOGY/WATER QUALITY

This section will include a detailed discussion, based on readily available documentation and reports, of potential impacts related to water quality and hydrology as a result of project implementation. This section will describe hydrologic conditions, including surface waters, groundwater, storm water collection and transmission, and flooding characteristics throughout the City. The environmental setting will include a discussion and description of the Foster City Lagoon, and how it operates to collect storm water and prevent flooding. A detailed description of the levee system in and around the City will also be provided.

This section will include descriptions and analysis that account for regional and local flood prevention and levee improvement projects, including information related to the most current FEMA FIRM maps released for San Mateo County and efforts currently underway by the City of San Mateo on the South Bayfront Levee Project. Regional efforts being undertaken by the US Army Corps of Engineers and the Bay Conservation Development Commission to improve the regions levees and alleviate flood risks will be summarized and described.

The analysis will include a discussion of potential impacts to existing and future development related to hydrologic conditions in the area. The potential for future development under the Land Use and Circulation Element to impact surface water quality and groundwater levels will be summarized and

described. The analysis will address available water supplies and sources that would be utilized to serve development projected under the General Plan.

Performance based mitigation measures and policies will be developed to address any potential impacts associated with hydrology and water quality.

Assumption: A formal Water Supply Assessment (SB 610) is not included in this scope of work and cost estimate, but can be added at the request of the City if desired.

LAND USE

The proposed project would result in the adoption and implementation of an updated Land Use and Circulation Element, including an updated General Plan Land Use Map and Transportation Plan. This section will include a description of the proposed policies, implementation measures, land use designations in the Element, the proposed Land Use Map, and the proposed Transportation Plan and will describe how the Element differs from the City's existing Land Use and Circulation Element.

Land uses and development intensities throughout the City will be described and assessed. The analysis will include a description of all applicable plans, policies, and regulations adopted by federal, state, and regional agencies that may apply to the project. An assessment of the project's consistency with applicable plans and policies will be included, including a review of the updated Land Use and Circulation Element's consistency with the City's Zoning Code. If significant changes or amendments to the City's Zoning Code would be required in order to maintain internal consistency, these changes will be identified, and policy-based mitigation measures will be developed.

This section will include the extensive use of maps and graphics to depict existing and planned development patterns and intensities throughout the City. The City's proposed Land Use and Circulation Element will also be reviewed for compatibility with General Plans from neighboring jurisdictions, where appropriate.

NOISE

Implementation of the proposed Land Use and Circulation Element has the potential to result in new sources of noise associated with increased vehicle traffic and land uses. The project also has the potential to expose existing land uses to increased noise volumes.

Our project team includes JC Brennan and Associates, an acoustical engineering firm with extensive experience conducting noise assessments and development General Plan noise policies. JC Brennan's work scope for this section includes:

Setting/Background Report – j.c. brennan & associates, inc. will prepare a Background Report for the project. The intent of the background document will be to provide base data which will establish the existing noise environment and can be used in the preparation of future updates to the General Plan Noise Element. This work effort will include the following information:

- **Noise Criteria** - Identify the noise level standards contained in the existing General Plan Noise Element, as well as any germane county, state and federal standards.

- **Existing Noise Environment** - Quantify the existing ambient noise environment within the General Plan area through continuous and short-term noise level measurements and through application of accepted noise prediction methodologies. The following noise sources will be evaluated:

Traffic Noise: Existing noise levels due to major roadways including U.S. 101, State Route 92, and primary arterials will be evaluated. j.c. brennan & associates, Inc. uses the FHWA model for the prediction of traffic noise levels. Direct inputs to the traffic model will include traffic data provided by the City or the project traffic consultant, existing posted speed limits, truck count information, and 24-hour traffic split data collected by j.c. brennan & associates, Inc.

Stationary Noise Sources: j.c. brennan & associates, Inc. will identify the location of stationary noise sources in the City. Such uses may include various commercial, industrial, or retail developments, public facilities, parks, schools, etc. j.c. brennan & associates, Inc. will conduct noise level measurements of the identified stationary noise sources as necessary to identify any areas of potential noise impact.

Community Noise Survey: j.c. brennan & associates, Inc. will conduct a community noise survey within the City to quantify background noise levels within the community, away from major noise sources. The community noise survey will consist of short-term noise level measurements at approximately 6 locations during the daytime and nighttime periods. In addition, continuous noise level measurements for a minimum of 24-hours will be conducted at approximately 3-4 locations.

Airport Noise Sources: j.c. brennan & associates, Inc. will identify the existing and future noise levels and noise contours associated with the San Francisco International Airport. j.c. brennan & associates, Inc. will also conduct additional noise monitoring of aircraft operations for comparison to the San Francisco International Airport noise level contours.

If additional major noise sources are identified within the project environs, they will be quantified through additional noise level measurements. To the extent that information contained in other local environmental noise analyses is relevant to this project, j.c. brennan will make use of it.

Preparation of New Traffic Noise Forecasts: j.c. brennan & associates, Inc. will utilize future traffic volume projections for the major roadways and highways to predict future traffic noise levels. Once again, the FHWA RD-77-108 traffic noise prediction model will be used to predict future traffic noise levels and distances to noise contours.

Impact Assessment: j.c. brennan & associates, Inc. will identify all significant noise impacts due to the proposed project. Significant noise impacts will occur if the project-generated traffic results in a significant increase in traffic noise levels at existing noise-sensitive land uses in the project vicinity. An assessment of construction noise impacts and potential mitigation measures will also be provided. It is anticipated that new roadway projects will require further environmental review when details on alignments and geometrics are available.

Report preparation: A written report will be prepared which details our analytical approach and findings. The report will comply with the requirements of Foster City and CEQA. The report will be provided as a stand alone technical analysis.

The results of the Noise Report will be incorporated into the EIR section, and will include a detailed description of the environmental setting, regulator setting, potential impacts, and mitigation measures.

POPULATION AND HOUSING

This section will begin with a detailed discussion of existing population and housing trends within the City. Information contained in the Foster City Snapshot will be incorporated into this analysis. Relevant policies related to the location and intensity of housing development and population growth will be summarized and addressed. In order to increase the future utility of this EIR, the De Novo team will complete a preliminary review of available housing sites, which may be later used by the City to assist with preparation of the available sites inventory that will be required as part of the City's 2014 Housing Element Update. Available sites suitable for very low, low, and moderate income households will be identified, and any potential deficiencies will be addressed.

Potential impacts related to the existing housing supply and the future availability of housing will be addressed, and if needed, additional policies and action items will be developed to address potential environmental impacts associated with population and housing that may occur with adoption and implementation of the Land Use and Circulation Element Update. This section will include population growth and housing unit forecasts associated with full buildout of the proposed Land Use and Circulation Element.

PUBLIC SERVICES/UTILITIES

Implementation of the proposed project would facilitate development and population growth within the City, which would lead to an increase in demand for public services and utilities.

This section will include a summary and overview of potential public services and utilities impacts that may result from population growth identified in the Land Use and Circulation Element. This section will include a discussion of service providers, utilities and existing service levels within the City. Information will be provided regarding: police, fire, schools, child care, recreation, solid waste and recycling, water supply, sewer, telecommunications, and energy based information. Data will be collected from a range of available sources, and service providers and/or department heads will be contacted directly to provide background information and input regarding potential adverse effects that may occur as a result of project implementation.

Information for this section will be derived from the Foster City Snapshot, among other sources, and Metropolitan Planning Group will provide assistance during the development of the existing setting for this section. Impacts related to existing and projected service levels will be identified, and mitigation measures, including measures to ensure adequate on- and off-site improvements and coordination between service providers and future project proponents will be identified to address potentially significant impacts.

RECREATION, PARKS AND OPEN SPACE

This section will include a description of the City's park system, open space lands and resources within the City and the immediate vicinity, and will describe regional and local recreational activities and opportunities.

The analysis will focus on issues related to the City's parks per population ratio, available areas of open space associated with implementation of the Land Use and Circulation Element, and potential impacts to existing parks and recreation facilities. Increased demand for parks, recreation and open space will be identified, and policies and mitigation measures will be developed to address potential impacts and identified deficiencies.

TRANSPORTATION AND CIRCULATION

The update to the General Plan Land Use and Circulation Element involves analyzing the operation of the existing transportation system and determining the required improvements to accommodate demand from future planned land uses. The update will also include a review of existing goals, policies, and implementation measures to ensure that they strongly support all travel modes to minimize vehicle trip making and enhance livability.

Our project team includes Fehr and Peers, a firm with unparalleled local experience dealing with transportation and circulation issues. This scope of work presents our proposed approach to assessing the transportation-related impacts of the General Plan Land Use and Circulation Element. Our approach will build on experience in Foster City on previous projects such as the Foster City Multi-Project Traffic Analysis (MPTA) and the Gilead Science Master Plan EIR.

Per the RFP, the following study locations and roadways will be included in the transportation impact analysis for the General Plan update:

Study Intersections

1. Foster City Boulevard and East Hillsdale Boulevard
2. Foster City Boulevard and Metro Center Boulevard/Triton Drive
3. Foster City Boulevard and Vintage Park Drive/Chess Drive
4. Foster City Boulevard and Chess Drive
5. Foster City Boulevard and East Third Avenue
6. State Route (SR) 92 Westbound Ramps and Chess Drive
7. East Hillsdale Boulevard and Pilgrim Drive
8. Mariners Island Boulevard and East Third Avenue
9. Vintage Park Drive and Chess Drive
10. SR 92 Eastbound Ramps and Edgewater Boulevard/Mariners Island Boulevard

11. Edgewater Boulevard and Metro Center Boulevard
12. Vintage Park Drive and Metro Center Boulevard
13. Shell Boulevard and Metro Center Boulevard
14. SR 92 Eastbound Ramps and Metro Center Boulevard
15. Norfolk Street and East Hillsdale Boulevard¹
16. Altair Avenue and East Hillsdale Boulevard
17. Edgewater Boulevard and East Hillsdale Boulevard
18. Shell Boulevard and East Hillsdale Boulevard
19. Foster City Boulevard and Marlin Avenue
20. Foster City Boulevard and Beach Park Boulevard
21. Edgewater Boulevard and Beach Park Boulevard
22. East Third Avenue and Norfolk Street
23. East Third Avenue and US 101 Northbound On-Ramp

Freeway Segments

1. US 101, North of Third Ave
2. US 101, Third Avenue to SR 92
3. US 101, between SR 92 and East Hillsdale Boulevard
4. US 101, south of East Hillsdale Boulevard
5. SR 92, between US 101 and Mariners Island Boulevard/Edgewater Boulevard
6. SR 92, Mariners Island Boulevard/Edgewater Boulevard and Foster City Boulevard
7. SR 92, east of Foster City Boulevard

The intersections and freeway segments will be evaluated during the peak hours in the morning (7:00 to 9:00 AM) and evening (4:00 to 6:00 PM) peak periods for the following five scenarios (three scenarios, plus two optional scenarios):

- Scenario 1: Existing Conditions – Existing traffic volumes obtained from counts

¹ Intersection located in the City of San Mateo.

- Scenario 2: Cumulative (Year 2025) Conditions No Project Conditions – Existing traffic volumes plus projected traffic from approved projects, pending projects, and regional growth
- Scenario 3: Cumulative (Year 2025) Conditions plus Project Conditions – Cumulative No Project volumes plus Project-generated traffic
- Optional Scenario 4: Near Term (Year 2017) Conditions – Existing traffic volumes plus traffic projections for approved, but not yet constructed, developments in the area
- Optional Scenario 5: Near Term (Year 2017) Plus Project Conditions – Traffic volumes for Scenario 3 plus Project-generated traffic

This scope of work includes the following eight tasks and three optional tasks.

Task 1 – Kick-off Meeting

Fehr & Peers will attend the project kick-off meeting to discuss the General Plan EIR description and proposed study methodology and approach. Topics to be discussed at the meeting include transportation-related issues to be included in the study (such as how to account for the roadway improvements from the MPTA), study locations, and data needs.

The Scope of Work will be refined to reflect the results of the kick-off meeting. Additionally, the budget will be adjusted to reflect changes to the Scope of Work, if any.

Task 2 – Data Collection

We propose to use weekday morning (7:00 to 9:00 AM) and evening (4:00 to 6:00 PM) peak hour traffic counts collected for the Gilead Sciences Master Plan EIR to determine the existing traffic conditions for the General Plan update. The Gilead Sciences EIR will include counts at 20 of the study intersections and three freeway mainline segments along US 101 and SR 92. These counts will be collected in early 2012 as part of the separate Gilead Sciences project. Traffic volumes on the other study freeway segments will be obtained by adding and subtracting on and off-ramp volumes counted in the intersection counts or obtained from Caltrans count data. These counts will be compared to counts taken for the Multi-Project Traffic Analysis (MPTA). We will discuss the results of this comparison with the City to determine which volumes should be used for this study if the new counts are lower.

Counts at four of the remaining six intersections were included in the MPTA, and were collected in April 2008. If acceptable, we will use the traffic volumes from the MPTA for these intersections. We will conduct new counts at the remaining two intersections (Foster City Boulevard and Beach Park Boulevard and East Third Avenue and US 101 Northbound On-Ramp) that were not studied in the Gilead Sciences EIR or the MPTA.

We will also collect traffic counts at up to six locations on minor arterials and collectors to determine average daily trips, and confirm AM and PM peak hours. We will coordinate these locations with City staff during the kick-off meeting in Task 1.

Fehr & Peers will conduct a site reconnaissance during the roadway peak periods to observe roadway operations and to verify existing lane configurations, intersection control devices, traffic signal timings, and other roadway characteristics.

Optional Task 2.1 – Collect Intersection Counts – Should the counts from the Gilead Sciences Master Plan EIR not be available, we propose to collect new intersection counts at up to six intersections to determine whether traffic volumes have changed significantly since the MPTA counts were collected in 2008. If volumes have changed substantially (e.g., >10%) then we would need to determine collectively on how this affects the rest of the work scope and what sort of adjustments may be needed. It may become necessary to collect new counts at all the analysis locations. If this is the case, the scope and fee would need to be adjusted.

As part of Optional Task 2.1, we will also collect traffic counts at up to six locations on minor arterials and collectors to determine average daily trips, and confirm AM and PM peak hours. We will coordinate these locations with City staff during the kick-off meeting in Task 1.

Task 3 – Existing Conditions

We will describe the existing transportation network in and around the plan area, and applicable policies and regulations. This will include determining the existing intersection AM and PM peak hour levels of service at study intersections, freeway analysis, and a qualitative assessment of pedestrian, bicycle, and transit conditions in the study area. Peak hour intersection analysis will be completed using the Traffix analysis platform (consistent with HCM 2000 methodology). We propose to use the Traffix model created for the MPTA. Freeway analysis will be conducted according to the methodology adopted by the City and C/CAG. The fee includes analysis of up to 14 directional freeway segments.

We propose to analyze the four intersections at the Foster City Boulevard/SR 92 interchange area using the VISSIM microsimulation software due to their closely spaced nature. We have found that VISSIM does a better job of capturing and properly reporting the effects of vehicle queuing between closely spaced intersections. The VISSIM model developed for the MPTA and refined for the Gilead Sciences EIR includes these intersections. This scope assumes that we will use the existing conditions model developed for the upcoming Gilead Sciences EIR without further update.

The City would like to modify the Intersection Level of Service Policy as follows:

- Change in Intersection Level of Service policy from using volume to capacity ratios to estimated delay as a basis for the levels A through F
- Potential change in intersection level of service policy to establish different acceptable levels for different types of intersections, such as a better level of service required in residential neighborhoods compared to intersections at or near SR 92 on- and off-ramps

We will help identify and document study locations that would be affected by this change in policy.

Task 4 – Trip Generation, Distribution, and Assignment

Fehr & Peers will develop trip generation estimates for the updated General Plan Land Uses ("Project") as follows:

- Change from Public Facilities to Neighborhood Commercial/Apartment Residential on the City owned 15-acre site between Shell Boulevard and Foster City Boulevard
- Additional potential housing sites to be incorporated into the 2014 Housing Element

Trip generation rates will be consistent with the rates used in previous studies such as the Gilead Master Plan EIR and the MPTA. Vehicle trips will be assigned to the roadway system using trip distribution patterns in the Traffix models prepared for the MPTA.

Task 5 – Evaluate Cumulative (Year 2025) Conditions

Traffic volumes for pending development projects will be estimated and used to develop a Cumulative Conditions traffic scenario. We assume that this scenario will be similar to the Cumulative Conditions scenario analyzed in the MPTA. In addition, to determine the regional growth, we will request model output files to from the C/CAG travel demand model. C/CAG is now using a version of the Santa Clara Valley Transportation Authority's (VTA's) travel demand forecasting model to develop long-range traffic projections. The volumes from the C/CAG model will be used to determine regional growth on US 101 and SR 92. Levels of service will be determined for study intersections and roadway segments under Cumulative Conditions with and without the Project.

As in Task 3, we propose to analyze the four intersections at the Foster City Boulevard/SR 92 interchange area using VISSIM due to their closely spaced nature. The Gilead Sciences EIR will include a Cumulative Conditions model, which will be used for the Cumulative No Project Conditions scenario in this EIR. The Cumulative Plus Project conditions will be updated to reflect traffic conditions with the Project (i.e., updated General Plan Land Use and Circulation Element) in place. This scope and our fee assumes that no new major infrastructure improvements will be required as mitigation beyond those identified in the MPTA. We will need to discuss with the City the appropriate approach to mitigating cumulative impacts should additional model development be required.

Task 6 – Identify Significant Impacts and Recommend Mitigation Measures

Significance criteria for transportation impacts will be obtained from recent EIRs conducted in Foster City. We will identify significant impacts due to the build out of the General Plan at the study intersections and freeway segments per the significance criteria set forth by the Cities of Foster City, San Mateo, and C/CAG. We will identify mitigation measures for significant impacts and discuss feasibility and implementation factors. We will also identify secondary impacts, if applicable.

As the City would like to update the significance criteria as noted in Task 3, we will identify study locations that would be affected by this change in policy under Near Term and Cumulative Plus Project scenarios. We will identify study locations that would experience a change in significant impact due to the updated Level of Service Policy.

Task 7 – Documentation

Fehr & Peers will prepare an Administrative Draft Transportation Impact Analysis (TIA) Report summarizing the results and findings of the previous tasks. We will submit this report for City staff review eight weeks after receiving a signed contract, assuming that we have received authorization to proceed on the Gilead Sciences EIR. We will incorporate comments from up to two rounds of comments by City staff on the Administrative Draft into the Draft Report for inclusion in the Environmental Impact Report.

Appendices will include traffic counts, level of service calculations, a list of approved development, assumptions regarding planned developments, plus other relevant information.

Revisions: Fehr & Peers has budgeted 24 hours to revise the Admin Draft into the Draft report.

Response to Comments: Fehr & Peers has budgeted 24 hours for responses to public comments received on the Draft EIR. Responses requiring additional technical analysis or, if the magnitude of comments requires greater effort to respond, would require a budget augmentation.

Task 8 – Meetings

We have assumed that the Fehr & Peers Project Manager and Principal-in-Charge will attend one Project Team meeting, one Planning Commission meeting and one City Council meeting, (in addition to the kick-off meeting with City staff described in Task 1). We will attend additional meetings on a time and materials basis.

Optional Task 9 – Evaluate Near Term Conditions

It may be desirable to evaluate a Near Term scenario, both with and without the Project. This would allow the City to isolate potential impacts due exclusively to the implementation of the updated General Plan Land Use and Circulation element and would supplement the identification of the cumulative effects of the Project identified in Task 5 and 6. If desired, Fehr & Peers will update the list of approved development projects from the MPTA with input from Foster City and City of San Mateo staff, if appropriate. Traffic projections will be developed for added projects. Our fee proposal assumes most of these projects were already identified in the MPTA and that we will prepare forecasts for up to five new projects. Traffic projections for the approved developments will be added to existing volumes to estimate traffic volumes for Near Term Conditions. Project traffic will be added for Near Term Plus Project conditions. Levels of service will be determined for study intersections and freeway segments. Funded roadway improvements will be included, as appropriate. This will include improvements to intersections related to the SR 92 / Foster City Boulevard on- and off-ramps as recommended in the Multi-Project Traffic Analysis and subsequent Engineering Feasibility Study completed by Fehr & Peers.

As in Task 3, we propose to analyze the four intersections at the Foster City Boulevard/SR 92 interchange area using VISSIM due to their closely spaced nature. The Gilead Sciences EIR will include a Near Term Conditions model, which will be used for the Near Term No Project Conditions scenario. The Near Term Plus Project conditions will be updated to reflect traffic conditions with the Project in

place. This scope assumes that no new major infrastructure improvements will be required beyond those identified in the MPTA. We will need to discuss with the City the appropriate approach to mitigating cumulative impacts should additional model development be required.

The results of the Optional Task 9 will be documented in the TIA report described in Task 7.

AESTHETICS/VISUAL RESOURCES

This section will describe the existing visual character of the City and the scenic viewsheds within and surrounding the City. This section will include photos, maps and graphics to present visual characteristics, visual qualities, and viewsheds within and around the City.

This section will include a summary and description of all existing and proposed policies, plans and regulations related to the visual quality, landscaping and scenic resources within the City. The description of the visual characteristics of the City will be broken down to discuss several sub-areas of the City, including, but not limited to:

- Neighborhoods,
- Employment Centers,
- Major Gateways and Corridors, and
- Open Space Areas.

The EIR section will evaluate potential impacts to visual resources and the aesthetic qualities of the City as a result of implementation of the Land Use and Circulation Element. Policies related to the protection of visual resources will be evaluated for effectiveness, and if potential impacts are identified, additional policies and mitigation measures will be presented.

Assumption: This scope of work does not include the preparation of visual simulations.

GREENHOUSE GASES AND CLIMATE CHANGE

The De Novo team has extensive experience addressing climate change and greenhouse gas impacts, particularly as they relate to General Plan updates, sustainability plans, and climate action plans. As described in greater detail under the Project Experience Section of this proposal, Project Manager Ben Ritchie has experience preparing Climate Action Plans (City of Alameda), and recently prepared the Subsequent EIR for the City of Elk Grove's Sustainability Element and Climate Action Plan. Our team understands the regulatory and scientific issues related to sustainability, climate change planning, and the need to address GHGs in CEQA documents.

Our work scope for this environmental topic includes two key, but separate components. The first component is the preparation of the GHG analysis for the Land Use and Circulation Element EIR. The second component is the optional task of completing a stand-alone Climate Action Plan, concurrent with our EIR efforts. For each of these tasks, we have teamed with Metropolitan Planning Group to complete the GHG analysis and Climate Action Plan. In the event that the City elects to have a Climate Action Plan prepared at this time, the scope and budget for the EIR GHG analysis would be

amended (scaled-back), and the results and findings contained in the Climate Action Plan quantifications would become the basis for the EIR's GHG analysis.

EIR Greenhouse Gas Analysis

If the optional task of preparing a Climate Action Plan (see below) is not selected by the City, our team will complete a full and comprehensive GHG analysis for inclusion in the EIR. This work effort would include the following tasks:

- Existing efforts already completed by the City to document and quantify GHGs will be described and summarized. This includes the 2005 GHG inventory for community and municipal emissions, which was updated in 2010. The results of these baseline GHG emissions inventories will be detailed and described in the EIR.
- Recent policy development efforts related to sustainability and GHG reductions will be summarized and described. This includes recommendations contained in the Sustainability Action Plan, developed by the Environmental Sustainability Task Force, and any other related policies contained in the Land Use and Circulation Element.
- Quantified emissions projections will be developed for the 2025 "business as usual" scenario using the data and information developed during the 2005 and 2010 community and municipal GHG inventories. Our team will calculate GHG emissions associated with buildout of the 2025 General Plan Land Use and Circulation Element using the base data provided by the City and the ICLEI software system. It is assumed that the City will provide access to all software and data. The quantified analysis will account for all six major types of GHGs (Carbon Dioxide, Methane, Nitrous Oxide, Hydrofluorocarbons, Perfluorocarbons, and Sulfur hexafluoride). All results will be presented in Carbon Dioxide equivalents.
 - The GHG analysis will project emissions associated with community and municipal operations, and will account for mitigated policies contained in the Sustainability Action Plan and the Land Use and Circulation Element. Assumptions regarding the effectiveness of each policy or action will be developed collaboratively with staff.
 - The quantified analysis will project GHG emissions associated with the same sectors that were addressed in the baseline GHG emissions analysis, including:
 - Residential energy use (electricity and natural gas)
 - Commercial/Industrial energy use (electricity and natural gas)
 - Municipal energy use: buildings and facilities, public lighting, and water/sewer conveyance.
 - Transportation emissions (community and municipal)
 - Solid waste generation.

- The analysis will consider recently prepared and adopted Climate Action Plans and Sustainability Elements for jurisdictions within the Bay Area Air Quality Management District, and strive to maintain consistency with these approaches.
- The analysis will address and consider potential impacts that may occur as a result of climate change, including but not limited to sea level rise and changes in precipitation and water supply.
- The GHG analysis will be prepared consistent with State CEQA Guidelines Section 15064.4 and the BAAQMD CEQA Guidelines (May 2011).
- Future GHG emissions will be projected, and a significance determination will be made.
- If GHG impacts are determined to be potentially significant, and the City elects to not prepare a Climate Action Plan (CAP) at this time, a series of policies and programs will be provided that would reduce GHG emissions associated with buildout of the General Plan. These policies and programs would be based on a review of recently adopted CAPs and Sustainability Elements, and would represent a “toolkit” for the City to implement prior to CAP preparation. These measures and policies could represent the starting point for the future development of a CAP.

Optional Task: Preparation of a Climate Action Plan

Our scope of work includes the preparation of a stand-alone Climate Action Plan. The inclusion of this task is strongly recommended at this time. Not only would the City realize cost-saving opportunities by completing the CAP and the EIR concurrently, the City would also be in the position to make minor amendments and additions to the Land Use and Circulation Element prior to adoption that would facilitate implementation of the CAP. Overall, the General Plan will provide policy guidance and goals related to climate change and GHGs. The CAP, however, would serve as the implementation tool to ensure that the City’s climate change strategy is effectively carried out. Preparation of the CAP now, and adoption of the CAP concurrent with the Land Use and Circulation Element, would ensure a consistent approach between the two documents, and would increase the legal defensibility of the EIR’s GHG analysis.

The CAP will address GHG emissions and include reduction measures that will be applicable to a wide range and sources of emissions associated with both community and municipal operations and activities. Our proposed work effort for completion of the CAP consists of the following core tasks:

1. Review the City’s 2005 and 2010 baseline emissions inventory and supplement the emissions forecast as-needed.
2. Develop and adopt an emissions reduction target.
3. Develop a comprehensive Climate Action Plan for reducing GHG emissions based off of the policy direction provided in the Sustainability Action Plan.
4. Develop a CAP Implementation and Monitoring Plan

Meaningful public outreach, community involvement, and coordination with the Environmental Sustainability Task Force, City Council, and staff are all critical factors in the development of a successful, implementable and locally acceptable CAP. Our work program will build directly from the efforts recently completed for preparation of the Sustainability Action Plan. The goals, policies and objectives contained in the Sustainability Action Plan will be expanded upon to include specific implementation measures and tools, and will be quantified to demonstrate that implementation of the CAP would facilitate the City meeting the target reduction goals it establishes as part of this process.

Task 1- Review and Update the Community and Municipal Baseline GHG Emissions Inventories

The existing municipal and community baseline GHG emissions inventories will be reviewed. It is assumed that significant new data collection will not be required for the baseline emissions inventory. With continuously improving technology, calculation and estimation methods for GHG emissions inventories are always improving, and could require updates. BAAQMD also recommends parameters for plan-level GHG emissions inventories, and the emissions inventories will be reviewed for consistency with these plans.

Deliverables:

- *Memo stating peer review recommendations (electronic)*
- *Draft and Final revised GHG inventories (electronic)*

Task 2.- Forecast GHG Emissions

The baseline GHG emissions inventories finalized under Task 1 would then be forecast to 2020 and 2035 levels based on anticipated population, household and employment growth rates for Foster City. This is known as the “business as usual” scenario. DeNovo and M-Group would then identify any existing or planned local regional, state, and federal actions that may assist in reducing the projected future GHG emissions from within the City and adjust the baseline forecast based on the quantification of these efforts.

Deliverables:

- *Draft and Final GHG Emissions Forecast Memo (electronic)*

Task 3- Establish Emissions Reduction Target

Our team will prepare a comprehensive memorandum that provides suggestions for the selection of a Target Reduction Goal. The memo will include a summary of the regulatory requirements applicable to the CAP (such as AB 32 and SB 375), and will include a summary of reduction targets adopted by other jurisdictions in California, including those recently adopted within the Bay Area Air Quality Management District.

Based on the results and findings in the Baseline Emissions Inventory Report, we will prepare an overview and summary of various strategies that may be employed to reach the Target Reduction Goal, and discuss the feasibility of these strategies, both in terms of implementation and in meeting the potential Target Reduction Goal.

The results of the Baseline Emissions Inventory and the summary of potential Target Reduction Goals and implementation strategies will be presented to the Environmental Sustainability Task Force and the City Council for consideration and adoption.

Deliverables:

- *Printed and electronic copy of the Target Reduction Goals and Strategies memo*
- *All public presentation and meeting materials, including staff reports*

Task 4- Prepare the Climate Action Plan

After a percentage reduction target has been selected by the City Council, our team will prepare a comprehensive plan to reduce GHG emissions. The Climate Action Plan will contain measures and policies that reduce GHG emissions based on the categories and subcategories from the Baseline Emissions Inventory.

The Climate Action Plan will include all of the information contained in the Baseline Emissions Inventory, including a discussion of existing climate change science, the effects and impacts of climate change (with particular emphasis on how Foster City may be impacted), and a summary of actions currently being taken by State, Federal and local agencies on climate change. The CAP will also include a summary of the Baseline Emissions Inventory Results, and the emissions forecasts for “business as usual” for the years 2020 and 2035.

The measures and policies in the CAP will build off of efforts that are already underway within the City and the greater Bay Area. The most relevant of these efforts are the Sustainability Action Plan and the sustainability policies included in the Land Use and Circulation Element update.

The measures and policies for reducing GHG levels that are developed will be specific to the City of Foster City. The measures and policies will apply comprehensive strategies to reduce GHG emissions levels. Costs associated with implementation of each measure or policy will be estimated, and responsibility and timing for implementation for each measure or policy will be identified. The CAP will include a program for the implementation and monitoring for each measure or policy developed.

As each measure or policy is developed, we will create assumptions regarding the effectiveness and implementation for each measure in consultation with City staff. The assumptions will be based on similar assumptions used in other jurisdictions for similar measures, information developed by the California Air Pollution Control Officers Association (CAPCOA) Climate Protection Committee, and our vast experience in developing and implementing climate change reduction strategies for General Plans and EIRs.

As each measure or policy is developed, we will utilize the CACP software program to estimate the effectiveness of each measure or policy in reducing GHG levels and in meeting the Target Reduction Goal. By quantifying the effectiveness of measures during the development of the CAP, we will be able to focus the policy development in a manner that provides maximum benefit with respect to cost of implementation. In other words, we will figure out how the City can get the most bang for the buck from each measure or policy, which will assist in the development and prioritization of the implementation strategy.

Task 5- Public Outreach and Workshops

A minimum of three (3) public meetings will be held during development of the Administrative Draft CAP. It is anticipated that one meeting would occur with the City Council and two community workshops with the Environmental Sustainability Task Force would be held. The primary purpose of the meetings and workshops would be to gather input from City leadership and the community regarding key focus areas, community priorities, and conveying the intent of the CAP to the community at large.

Once the Admin Draft CAP has been reviewed approved by City staff, the Admin Draft CAP will be presented to the Environmental Sustainability Task Force. Comments and edits provided by the Task Force will be incorporated into the Draft CAP, as directed by City Staff, and the Draft CAP will be finalized.

The Final CAP will be presented to the City Council for review and consideration. The De Novo team will lead this presentation and will prepare all presentation materials and staff reports. It is assumed that the City Council will provide edits to the Final CAP, which will need to be incorporated into the document. Once all edits have been made and approved by City staff, the Final CAP will be brought back to the City Council for adoption.

Deliverables:

- *Ten (10) printed copies and an electronic copy of the Admin Draft CAP.*
- *Ten (10) printed copies and an electronic copy of the Draft CAP.*
- *Ten (10) printed copies and an electronic copy of the Final CAP.*
- *Meeting materials and presentations*

ENERGY

The City's RFP includes a request to prepare an Energy Section in the EIR, that meets the requirements of Appendix F of the CEQA Guidelines.

The analysis in this section will include a description of statewide energy sector, energy supplies and sources, and a description of energy used statewide. The analysis will also describe energy uses by sector specific to Foster City. This information will be derived primarily from the 2005 and 2010 Baseline GHG Emissions Inventories, which include an analysis and quantification of energy uses by the community and the municipal government, broken down by sector. As part of our work efforts

to complete the GHG analysis in the EIR, we will project energy usage amounts for community and municipal operations through buildout of the 2025 Land Use and Circulation Element, based on the growth and land use projections developed for the EIR.

Potential impacts associated with energy uses will be identified. It is anticipated that the mitigation plan to reduce energy-related impacts will be substantially similar to measures developed to reduce GHGs. If a CAP is prepared concurrently with the EIR, the measures and programs within the CAP that would reduce energy consumption within the City will be described in this section.

CUMULATIVE IMPACT SUMMARY

The De Novo Team will analyze the environmental impacts of the project when viewed in combination with other known, approved, or reasonably foreseeable projects in the region consistent with the requirements of the CEQA Guidelines. The cumulative analysis will address each topic covered in the environmental analysis and will identify appropriate mitigation measures for any cumulatively considerable significant impacts identified. This cumulative analysis will be based on the list method, which includes a list of known projects in the City and projects of regional importance, and will also include a discussion of growth forecasts from the General Plans of jurisdictions in the region. The cumulative impact summary will also address potential indirect impacts to topics such as public services, utilities, traffic, noise, etc. that may result from indirect population growth associated with the proposed project.

ALTERNATIVES

De Novo will coordinate with City staff in the development of up to two alternatives to the proposed project that could feasibly achieve the basic objectives of the project, in addition to the CEQA-required No Project Alternative. The alternatives analysis in the Draft EIR will focus on alternatives that avoid or minimize environmental effects as compared to the proposed Land Use and Circulation Element. These alternatives will be described qualitatively and quantitatively, and contrasted with the proposed project in terms of the extent that the alternatives can achieve project objectives or reduce adverse impacts. This analysis will include a comparative matrix of the alternatives to the proposed project based on the significant environmental effects identified in the Draft EIR.

OTHER CEQA CONCLUSIONS

The section will include the other required CEQA conclusions including issues previously determined to not to be significant including shade/shadow, wind, mineral resources, and agriculture/forest resources, growth-inducing impacts, significant irreversible environmental effects, and a summary of significant and unavoidable impacts.

REPORT PREPARERS AND REFERENCES

This section will provide a list of all persons, agencies, and references used to prepare the EIR.

Deliverables: Ten (10) bound paper copies and an electronic version (MS Word) of the Administrative Draft EIR and all technical appendices for staff review and comment.

TASK 2 REVISE/PREPARE PUBLIC DRAFT EIR

Comments received from City staff regarding the Administrative Draft EIR will be incorporated into the Draft EIR for public circulation. De Novo will generate a "Screen-check" Draft EIR and the draft Notice of Availability for a final staff review before we produce the document for public review. After the document is finalized, we will publish the document and provide the City with 40 copies as identified below. De Novo will also distribute the Draft EIR with the proper notices to the State Clearinghouse.

Deliverables: One electronic copy of the "Screen-check" Draft EIR; ten (10) bound paper copies and 30 CD copies of the Draft EIR in PDF and MS Word format. De Novo will deliver fifteen (15) hard copies of the Executive Summary and an electronic version of the Draft EIR, with appendices, to the State Clearinghouse, along with all required noticing.

TASK 3 PREPARE FINAL EIR

Upon completion of the public review period, De Novo will prepare a written response to the public comments on the Draft EIR, and where necessary the appropriate revisions will be made to the EIR text. The Final EIR will integrate the full Draft EIR with additional text marked in underline format and any deleted text marked in ~~strikeout~~ format. All responses will be prepared pursuant to Section 15088 of the State CEQA Guidelines and provided to City staff for review.

We anticipate 30 or fewer comment letters, two to three pages in length. Excessively long comment letters, or those that are complicated and require a significant effort and/or additional analysis to respond to are considered outside the scope of work and cost estimate.

Comments received from City staff regarding the Administrative Final EIR will be incorporated into the Final EIR for public circulation. De Novo will generate a "Screen-check" Final EIR before we produce the document for public distribution.

Deliverables: Ten (10) bound paper copies of the Administrative Final Environmental Impact Report, one electronic "Screen-check" Final EIR, and ten (10) bound paper copies and 35 CD copies of the Final EIR in PDF and MS Word format.

TASK 4 MITIGATION MONITORING PROGRAM

Upon completion of the Administrative Draft Final EIR, our team will prepare a Mitigation Monitoring Program (MMP) pursuant to Section 21081.6 of the Public Resources Code. The MMP will consolidate information contained in the environmental analysis, including the specific mitigation measure, the party responsible for implementation, the party responsible for monitoring, the time frame for implementation including monitoring triggers and reporting frequency, and a column for confirmation of implementation. Timing of implementation and monitoring will be linked to existing processes of project design, development, and review. The MMP will be provided to City staff for review with the Administrative Final EIR and the MMP will be included in the Final EIR.

Deliverables: Included as part of the Administrative Final EIR and Final EIR.

TASK 5 FINDINGS AND OVERRIDING CONSIDERATIONS

De Novo will prepare the required CEQA Findings of Fact and Statement of Overriding Considerations (Findings and Overriding Considerations) pursuant to requirements of Sections 15091 and 15093 of the State CEQA Guidelines. The Findings will identify each potentially significant and significant impact, describe mitigation for the impact, and the resultant level of significance after mitigation. The Findings will identify each alternative and, if the alternative was not selected as the proposed project, identify why the alternative was not feasible and considerations for not selecting the alternative. For each significant and unavoidable impact, the Findings will identify overriding considerations, including economic, legal, social, technical, or other defensible reasons, why the project should be approved in light of the significant effects of the project.

These findings shall be prepared using the City's preferred format and will be provided to staff for an administrative review. Comments received from staff regarding the Administrative Findings will be incorporated into a final version of the Findings for use at the public hearings.

Deliverables: One (1) electronic copy of the administrative Findings and Overriding Considerations and one (1) electronic copy of the final Findings and Overriding Considerations.

TASK 6 PUBLIC MEETINGS AND PROJECT MANAGEMENT

The De Novo Team will attend up to five (5) public meetings/hearings, including one public scoping meeting and four meetings before the Planning Commission and City Council. We anticipate that the Project Manager will be required for each meeting. De Novo will attend meetings prepared to discuss the analysis, findings, and measures contained in the environmental document. Technical support from other members may be required on occasion and will be accommodated as necessary. The project manager will be available for conference calls and meetings with City staff and the consultant team on an-as needed basis throughout the duration of the EIR process.

ASSUMPTIONS

This proposal is based on the following assumptions. We propose to prepare the environmental documents based on the body of statutes, guidelines, and case law that are in affect at the time the contract is executed. Any significant revision to the project after the agency approves the project description is considered outside of the scope of this proposal. Any additional work that is requested by the agency that is outside of the scope of this proposal may require a contract amendment. Additional public meetings not identified in this proposal are outside of the scope, but can be accommodated on a time and materials basis. We anticipate timely cooperation with the client, lead agency staff, and other responsible agency staff. If work is halted or delayed for thirty (30) days or more, De Novo will be reimbursed for costs to date and the time required to re-familiarize staff with the project. In the event that the environmental document receives a legal challenge, De Novo will provide assistance to the legal defense on a time and materials basis. Our proposed budget includes a good-faith effort to estimate the costs associated with each task. However, De Novo reserves the right to re-allocate our budget between tasks in order to complete the scope of work as described

above. The re-allocation of task budgets would not result in an overall increase in the total project budget, unless so authorized in writing by the City.

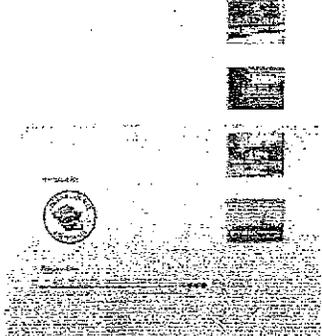
DE NOVO PROJECT EXPERIENCE

RECENT DE NOVO PROJECT EXPERIENCE

De Novo brings a valuable combination of experience and qualifications to the City's General Plan EIR preparation process. Our principals' experience (individual resumes in Appendix A) as consultants and as contract staff to cities and counties throughout California gives us exceptional General Plan EIR qualifications and a broad range of problem-solving abilities. Our approach to preparing a General Plan EIR focuses on providing an effective, implementable mitigation program that reflects the vision and values of the community. Our team has the unique combination of skills and resources necessary to produce a high-quality General Plan EIR while adhering to a strict schedule and budget.

COUNTY OF COLUSA - COLUSA COUNTY GENERAL PLAN AND EIR

Colusa County General Plan Update
Issues and Opportunities Report
May 2010



De Novo Planning Group is preparing a full and comprehensive update to the Colusa County General Plan. This project is in progress, and we anticipate adoption of the General Plan and certification of the EIR this spring. The Background Report, Issues and Opportunities Report, Final Housing Element, Draft General Plan, Draft EIR, and five land use alternative maps have been completed.

De Novo Project Managers Beth Thompson and Ben Ritchie are currently serving as the project managers for the Colusa County General Plan and General Plan EIR, and Mr. McMurtry is serving as Principal Planner. This work effort includes an extensive public outreach and public participation program, a conservation plan for agriculture, open space, and wildlife, the development of a county-wide GIS database, policy development in collaboration with a Steering Committee, a full update to the County's Housing Element, and preparation of an EIR. Deliverables include a background report, Issues and Opportunities Report, GIS database, four land use alternatives maps, the General Plan policy document, Housing Element, and EIR. The updated General Plan will provide the County with a 20-30 year growth plan that will balance the demand for increased services, expanded opportunities for local residential and commercial development, increased local employment opportunities, and preservation of the rural lifestyle and extensive agricultural resources of the County.

Colusa County
Planning & Building Department
220 12th Street
Colusa, CA 95932

Reference: Steve Hackney, Planning & Building Director
#(530) 458-0481
Project Value: \$560,000
Time Frame: August 2009 - current

CITY OF COTATI – GENERAL PLAN UPDATE AND EIR

De Novo Planning Group is preparing a complete update to the City's General Plan. This project is in progress. De Novo Project Managers Beth Thompson and Ben Ritchie are currently serving as the project managers for the City of Cotati General Plan and General Plan EIR, and Mr. McMurtry is serving as Principal Planner. This work effort includes an extensive Visioning process at the outset of the project and regular meetings with the Planning Commission to discuss issues to be addressed in each element of the General Plan. Deliverables include a background report, Issues and Opportunities Report, GIS data, three land use alternatives maps, the General Plan policy document, Housing Element, and EIR.

The updated General Plan will provide the City with a 20-30 year growth plan that will: address community health and sustainability, provide a Circulation Plan that supports a walkable Cotati, and balance the demand for expanded opportunities for jobs-generating development and supporting residential growth with preservation of the City's small-town character.

Completed tasks on this project include: Visioning Workshops, Draft Housing Element, Background Report, Draft Issues and Opportunities Report, two land use map alternatives, and ongoing updates to the General Plan website. We are currently working with the Planning Commission to develop the full range of General Plan goals, policies and implementation programs.

City of Cotati
Community Development Department
201 West Sierra Avenue
Cotati, CA 94931

Reference: Vicki Parker, CD Director
#(707) 665-3637

CITY OF HALF MOON BAY – HOUSING ELEMENT UPDATE; LOCAL COASTAL PROGRAM/LAND USE ELEMENT AND ZONING AMENDMENTS

De Novo recently completed the City of Half Moon Bay's Housing Element Update, prepared minor amendments to the Local Coastal Program/Land Use Element, and prepared amendments to the City's Zoning Code and Municipal Code to remove inconsistencies, address issues identified by the Planning Commission, and address the requirements of state housing law. Ms. Thompson is project manager and Mr. Ritchie and Mr. McMurtry are principal planners for this project. The Housing



Element addresses the City's Regional Housing Needs Allocation for the 2007-2014 period. The Housing Element addressed revisions to state Housing Element law since 1994 (previous Housing Element adoption) as well as the City's carryover housing needs from the 2000-2008 RHNA period. The Housing Element also addressed limitations on growth related to Measures A and D (residential growth allocation system) as well as infrastructure constraints. The Housing Element provided a thorough housing needs assessment; analysis of non-governmental and governmental constraints,

including those associated with the General Plan, Local Coastal Program, Zoning Ordinance, development fees and schedules, and other regulations regarding residential development; analysis of available sites, including potential mixed use sites; identification of resources for the construction, rehabilitation, and maintenance of the housing stock; and review of housing accomplishments and evaluation of the effectiveness of the 1994 Housing Element. The Housing Plan included policies and programs that will bring the City's Zoning Code, General Plan, and Local Coastal Program into compliance with state law. Detailed programs to address state requirements for density bonuses, emergency shelters, transitional and supportive housing, and second units as well as policies and programs to encourage a range of housing types at affordability levels meeting the City's needs were provided.

De Novo Planning Group was commended by the City Council and staff for its efforts in coordinating with HCD to achieve certification of the Housing Element.

During work on the Housing Element Update, De Novo's contract was extended by the City to update the City's Municipal Code, Zoning Code, and Local Coastal Plan/Land Use Element to bring the documents into compliance with state housing laws and to draft revisions to various elements of the Local Coastal Program/Land Use Element.

City of Half Moon Bay
501 Main Street
Half Moon Bay, CA 94019

Reference: Steve Flint, Planning Director
#(650) 726-8252

CITY OF ESCALON – HOUSING ELEMENT UPDATE AND AIR QUALITY, CIRCULATION, AND LAND USE ELEMENTS UPDATE

De Novo Planning Group recently prepared an update to the City's Air Quality, Circulation, and Land Use Elements to address air quality, climate change, and community health and wellness issues. The revisions to the elements promoted: 1) analysis of development projects for potential health impacts associated with air quality, 2) a complete streets system, 3) development of high density residential uses and affordable housing within walking distance of health care, parks, schools, and other amenities to encourage walking and bicycle trips, 4) coordinated regional planning efforts to encourage non-automotive transportation and improve air quality, and 5) local design and development standards to provide improved pedestrian and bike routes and connectivity. The San Joaquin Valley Air Pollution Control District reviewed the proposed amendments and commended the City for its commitment to protecting the health of its citizens. The City has adopted the update.

De Novo Planning Group prepared the 2009 Housing Element Update and associated CEQA documentation for the City of Escalon. The project was managed by Beth Thompson, with Ben Ritchie and Steve McMurtry serving as principal planners and technical analysts. The Housing Element addressed the requirements of state law, providing a thorough overview of the City's housing needs and special needs groups. Detailed analysis was provided related to governmental constraints, including unique issues associated with the City's Growth Management System, inclusionary housing requirements, and sewer capacity. A detailed land inventory, as well as programs to encourage development of multi-family housing through consolidation of high density

residential sites and incentives for development of multi-family units were prepared. The Housing Element also included programs to bring the City's General Plan and Zoning Code into compliance with state housing laws regarding permitting of emergency shelters, transitional, and supportive housing and constraints on housing for persons with disabilities, and also included programs to encourage multi-family development due to the City's history of approving primarily single family projects. The Housing Element was completed within budget and certified by HCD.

City of Escalon
Planning Department
1855 Coley Avenue
Escalon, CA 95320

Reference: Duane Peterson, City Planner, or John Abrew,
City Engineer
#(209) 838-4135

CITY OF MANTECA- GENERAL PLAN CIRCULATION ELEMENT UPDATE EIR

De Novo Planning Group prepared an EIR for the City of Manteca General Plan Circulation Element Update. The project was managed by De Novo Principal, Steve McMurtry, with Beth Thompson and Ben Ritchie serving as principal planners. The Update focused on complete streets, walkability, and includes changes to the level of service standards and capital improvement program. The EIR is a program-level analysis that addresses environmental impacts in the short term for projects programmed in the CIP, and in the long term for foreseeable projects that could move forward based on the approved General Plan Land Use Element.

City of Manteca Community
Development Department
1001 West Center Street
Manteca, CA 95337

Reference: Mark Meissner, Planning Director
#(209) 456-8511

CITY OF ELK GROVE SUSTAINABILITY ELEMENT AND CLIMATE ACTION PLAN EIR

De Novo prepared the Environmental Impact Report for the Sustainability Element and Climate Action Plan as a Supplement to the General Plan EIR. The Sustainability Element and CAP project involved adoption of the Sustainability Element, which included goals and policies to help the City achieve a wide range of desired results related to sustainability, and the CAP, which included a range of measures to reduce greenhouse gas (GHG) emissions from a variety of sources throughout the City. The Supplemental EIR provided a mechanism for subsequent projects to streamline analysis of impacts, including cumulative impacts associated with greenhouse gases, as allowed under CEQA Guidelines §§15168, 15183, and 15183.5

City of Elk Grove
Planning Department
8401 Laguna Palms Way
Elk Grove, CA 95758

Reference: Taro Echiburú, Planning Director
#(916) 478-3619

PRIOR REPRESENTATIVE PROJECT EXPERIENCE

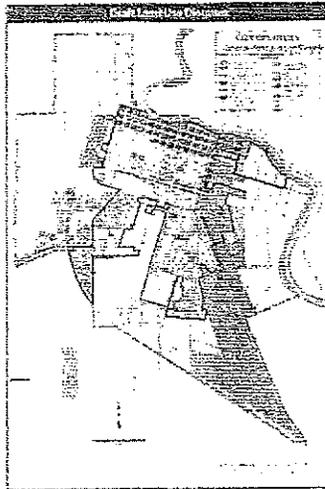
Ms. Thompson, Mr. Ritchie, and Mr. McMurtry each have significant environmental and land use planning experience from their tenure with other consulting firms, prior to starting De Novo Planning Group. Mr. Ritchie has 10 years of professional planning experience, Ms. Thompson has 15 years of professional planning experience, and Mr. McMurtry has 12 years of professional planning experience.

City of Alameda- Climate Action Plan. De Novo Principal, Ben Ritchie, served as the co-project manager for the preparation of the City of Alameda's first CAP in 2007-2008. In this capacity, Mr. Ritchie worked to develop a comprehensive CAP, which included a baseline emissions inventory, a target reduction goal, a detailed set of GHG reductions measures, and an implementation and monitoring program for the CAP. Mr. Ritchie worked with City staff to develop detailed assumptions regarding the effectiveness and timing for implementation of the various GHG reductions measures, and utilized ICLEI's CACP modeling software to quantify the anticipated volume of GHG reductions associated with each of the measures included in the CAP. A copy of the Final CAP is available for review online at: http://www.ci.alameda.ca.us/news/0712_cplap_published.html

The 2008 City of Alameda Climate Action Plan received the Northern California APA Award of Merit for excellence in local sustainability planning in 2008.

City of Alameda - Transportation Element EIR. While with PMC, Ms. Thompson performed the senior CEQA review and re-write of the Draft EIR to ensure the document's consistency with the requirements of CEQA, including an adequately detailed project description and impact analysis that addresses all components of the proposed project, and ensuring that the document was consistent with precedents set by CEQA case law. The Transportation Element includes the following components: 1. multimodal circulation plan policies, 2. street functional classification system, 3. EIR policies, 4. transportation systems management/transportation demand management (TSM/TDM) policies, and 5. pedestrian policies. The EIR focused on land use, circulation, noise, and air quality (including greenhouse gas emissions) impacts associated with implementation of the Transportation Element.

City of Lakeport – Lakeport General Plan Update and EIR. De Novo Principal, Ben Ritchie served as the assistant project manager and primary author of the City of Lakeport's General Plan Update while with Quad Knopf. Mr. Ritchie completed a comprehensive review of the City's existing General Plan to identify policy areas that needed revision in order to implement the City's vision. Mr. Ritchie conducted numerous public stakeholder and General Plan Advisory Committee (GPAC) meetings to gather community input on the vision for the General Plan and Land Use Map. As part of this work effort, Mr. Ritchie completed a General Plan Background Report, which identified environmental, land use, and fiscal constraints and opportunities. In addition to the seven State-mandated General Plan Elements included in the Plan, Mr. Ritchie oversaw preparation of an Economic Development Element as part of the General Plan Update. Mr. Ritchie completed extensive policy research and served as the primary author of the City's General Plan Update.



City of Colusa – General Plan Update Master EIR. De Novo Principal, Beth Thompson served as project manager for the preparation of this EIR. The Master EIR evaluated environmental effects associated with General Plan implementation, including development allowed by the Land Use Diagram and application of proposed policies and action items. The General Plan would accommodate approximately 5,900 new housing units and approximately 30,312,380 square feet of non-residential uses. Key environmental issues addressed in the Master EIR included impacts of increased traffic on area roadways and state highways (SR 20 and SR 45), loss of farmland, development within and in proximity to the 100-year floodplain, flooding from the Sacramento River and Colusa Basin, demand for additional wastewater, water, storm

drainage and other public services and facilities, changes to the character of the City associated with anticipated development, effects on special-status species and their habitat, increased emissions of air pollutants, and effects of climate change. The Master EIR included project-level review of three subsequent development projects, Colusa Crossings, Brookins Ranch, and Colusa Riverbend. Each of these projects will require additional environmental review as specific development proposals are submitted and considered by the City.

City of Jackson – Land Use, Circulation, and Zoning Update EIR. Beth Thompson served as project manager for the preparation of this EIR while with PMC. The project involved a comprehensive update to the City's General Plan Land Use Element and Land Use Designation Map, minor amendments to the Circulation Element of the City's General Plan and a comprehensive update to the City's Zoning/Development Ordinance. Key environmental issues addressed in the EIR included conflicts with agricultural land, loss of agricultural land/open space, increased traffic on local roadways and SR 49, air quality, noise, water supply, wastewater treatment, and greenhouse gas emissions/climate change. The project received extensive public input and scrutiny, and the EIR was successfully certified in 2008.

Reference: Susan Peters, City Planner - #209/223-1646

Note: Ms. Peters has worked with both Ben Ritchie and Beth Thompson on environmental documents and can attest to their understanding of CEQA and ability to prepare high quality environmental documents. Ms. Peters is familiar with Ben's ability to conduct meetings and gain meaningful community input on controversial projects (Home Depot EIR). As well as evidencing an understanding of CEQA, the Land Use, Circulation, and Zoning EIR that Beth prepared involved many mitigation measures that provided new policy language for the General Plan (the City's adopted Open Space & Conservation and Safety Elements were narrative documents with minimal policy language) and demonstrates Beth's ability to write effective policies and implementation measures.

Town of Corte Madera – General Plan Draft EIR. Beth Thompson provided senior CEQA technical assistance to the PMC team so that the Draft EIR could be completed. She also assisted the project team in developing assumptions to analyze the growth potential under the General Plan.

City of Livingston - General Plan Master EIR. While with PMC, Ms. Thompson provided internal support to the General Plan team, including directing the approach of the Master EIR, providing guidance on the approach to land uses and special planning areas in the General Plan, and performing the senior CEQA review of the Draft Master EIR.

City of Elk Grove – General Plan Amendment Supplemental EIR. Ms. Thompson served as the project manager for the General Plan Amendment Supplemental Environmental Impact Report. The General Plan Amendment included re-designating land uses on eight sites in the City and minor text amendments to the elements of the General Plan. The SEIR focused on changes to population, housing, and vehicle trips throughout the City that would occur from the changes to land use designations, analyzing impacts to transportation/circulation, air quality, land use, public services, and population/housing.

El Dorado County – General Plan FAR Amendment EIR. De Novo Principal, Beth Thompson served as the project manager for a Supplement to the County's General Plan Environmental Impact Report to address a significant increase in allowable Floor Area Ratios. The EIR provided a detailed assessment of potentially significant traffic, air quality, water supply, wastewater, geology, hydrology/drainage, and land use impacts that could result from an increase in the level of development allowed in commercial, office, and research and development uses.

SUBCONSULTANT EXPERIENCE

METROPOLITAN PLANNING GROUP

Foster City Land Use and Circulation Element

M-Group assisted the City of Foster City with the background research for the update of the General Plan Land Use & Circulation Element. An important component of the update was to develop an understanding of the City's issues and opportunities through a range of background research and analysis. Among the studies M-Group prepared was an overview of relevant planning trends, a Strengths/Weaknesses/Opportunities/Threats (SWOT) analysis, and a climate change policy report. Through the use of background research of sociologic and economic conditions, surveys and photographs, the work program helped shape recommendations for changes to the goals and policies outlined in the Foster City General Plan. M-Group also conducted a series of focus groups to obtain input from the community.

Foster City Pilgrim-Triton Master Plan EIR Management

The three property owners who own 20.75 acres in the Pilgrim-Triton area of Foster City submitted a General Development Plan for redeveloping the area with a combination of retail, office and residential uses.

The Plan included up to 296,000 square feet of commercial/office space, up to 730 residential units (including 64 live-work units), and one acre of open space.

M-Group was hired by the Community Development Department to manage the Environmental Impact Report, the General Plan Amendment and Rezoning. M-Group's work included day-to-day contact with the applicant and consultant team, outreach to the community, management of work products, timelines and budgets, preparation of staff reports and presentations to the community, Planning Commission and City Council.

Foster City Chess-Hatch EIR Management

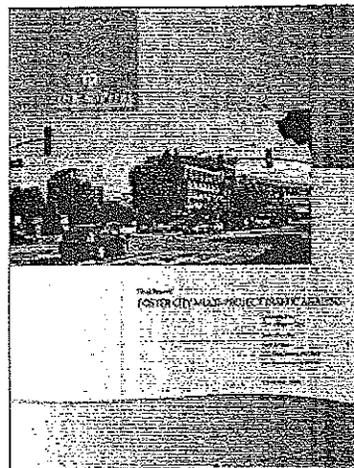
The City of Foster City engaged M-Group to process an application to redevelop 12 acres of low-scale one and two story commercial/industrial buildings with up to 800,000 square feet of offices in three buildings, up to 10 stories in height above four levels of parking.

The project, known as Chess/Hatch, is located at the base of the Dumbarton Bridge at the entrance to Foster City. The application involved amendments to the General Plan, Rezoning, Master Plan, Development Agreement and EIR. M-Group managed the selection of the EIR consultant, oversaw preparation of the EIR, managed community outreach and document preparation, and processed the entitlements for this highly visible project in Foster City.

FEHR AND PEERS

Foster City Multi-Project Traffic Analysis (MPTA) Study

Foster City staff hired Fehr & Peers conducted a study to determine the traffic-related impacts associated with three proposed development projects in Foster City, the Mirabella development, Chess Drive Office Buildings, and Gilead Sciences Campus Master Plan. Rather than having each project conduct a separate traffic analysis, and potentially come up with different recommendations or conclusions, Foster City staff elected to combine the analyses into a single, multi-project traffic analysis. This approach allowed Fehr & Peers to develop a single cohesive set of recommended improvements and allowed the City's decision-makers to fully understand the impacts of each project prior to considering approval of any of the projects. These recommendations were incorporated into other studies such as the proposed Foster City General Plan Environmental Impact Report (EIR).

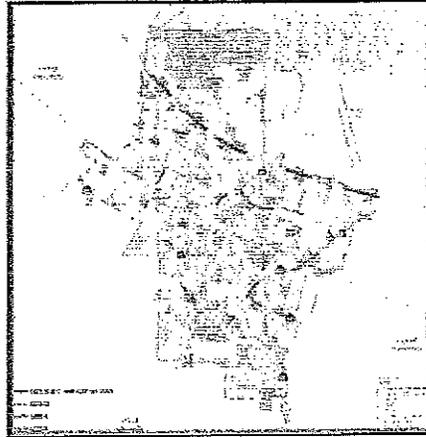


Other recent impact assessment work in Foster City includes:

- Gilead Sciences EIR
- Pilgrim Triton Master Plan EIR

Redwood City General Plan Update and EIR

Fehr & Peers prepared the Circulation Element update to the Redwood City New General Plan. Fehr & Peers worked closely with project team members and city staff to develop policies and programs to address all travel modes, including pedestrians, bicycles, buses, trains, automobiles, and trucks. The “complete streets” concept was used to develop the Circulation Element of the New General Plan, including programs and policies that recognize transportation corridors have multiple users with different abilities and mode preferences. The main aspect of the new plan is that the traditional functional street classification system, which only accounts for automobile uses, is replaced with street typologies that consider the context and prioritize different modes on each street. The typologies will guide future development, consider the relationship with surrounding land uses, and the need to accommodate different users. The “complete streets” concept was also used to support other features of the plan including:



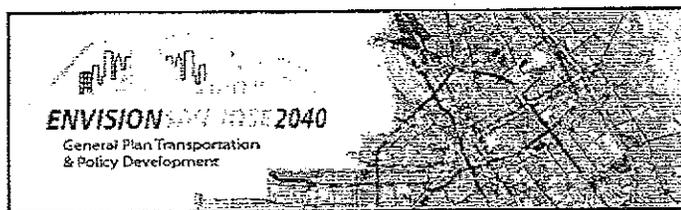
- Consideration of eliminating automobile LOS standards in the Downtown
- A systematic analysis of multi-lane streets for potential road diet implementation
- A streetcar system along major corridors where growth will be concentrated
- A comprehensive bikeway plan and policies to encourage non-motorized travel
- New parking policies

The plan also recognizes the connection between land use and transportation by encouraging mixed-use high-density growth along the City’s main transit corridors and in pedestrian-friendly neighborhoods in order to encourage use of non-automobile travel modes.

Fehr & Peers also prepared the transportation chapter of the EIR for the New General Plan. The EIR analyzed the impacts of changes in land use, as well as policies and programs proposed in the New General Plan on the various travel modes in the City. The analysis identified impacts and appropriate mitigation measures where feasible.

Envision San Jose – 2040 General Plan

Fehr & Peers completed the technical analysis, background report, and policy development for the Envision 2040 General Plan (GP) Circulation Element update for the City of San



José, the third largest city in California, and the 10th largest in the country. This process involved a comprehensive evaluation of existing transportation conditions for 100 roadway segments and 85 intersections, validation and enhancement of the City's travel demand model using Citilab's CUBE Voyager software, general analysis of five land use alternatives, detailed analysis of the preferred alternative, and input to the Circulation Element on all travel modes and transportation elements including air and rail. A substantive part of this effort involved extensive travel demand model enhancements including the addition of smart growth sensitivity, greenhouse gas emission output, run-time efficiencies, and congestion sensitivity using dynamic traffic assignment (DTA). We also used direct transit ridership modeling during the alternatives analysis process. A primary focus of the GP update was to further promote a balanced approach to transportation for all modes and evaluating changes to the City's level of service and parking policies.

Other recent general plans EIR's include:

- Mountain View General Plan EIR
- Santa Clara General Plan EIR
- Campbell General Plan EIR

J.C. BRENNAN AND ASSOCIATES

The staff from j.c. brennan & associates, Inc. has been involved in the development of over 30 noise elements and noise ordinances within the States of California and Nevada. j.c. brennan & associates, Inc. are also currently in the process of updating General Plan Noise Elements for the Cities of Merced and Williams, and are providing technical assistance to the Planning Director for the City of Lincoln on draft goals and policies.

Specific areas of involvement include coordinating and conducting extensive noise level measurement surveys of transportation, industrial, commercial, and general ambient noise sources as part of community noise surveys, large-scale traffic and railroad noise modeling exercises for multiple scenarios of community growth, and development of customized goals, objectives and policies. Representative Noise Element Updates which j.c. brennan & associates, Inc. staff have prepared are listed below:

- City of Ceres
- Shasta County
- El Dorado County
- City of Arcata
- City of Fort Bragg
- City of Rocklin
- City of Redding
- Butte County
- City of Eureka
- City of Oakley
- City of Chico
- Mariposa County

PEAK AND ASSOCIATES

The firm has completed a number of projects in San Mateo County including large record searches for major communications projects, field surveys and excavations of a prehistoric shell midden. Most recently, we completed a two phase project in 2010 involving a record, Native American consultation, survey and reports for the proposed Extenet Systems Highway 35 Project, and addendum studies for changes and additions to the project.

EIR PROJECT SCHEDULE

The following schedule would deliver a Certified EIR by November 2012. This timeline, while aggressive, is realistic based on the De Novo Team's current and past experience completing comparable EIRs. The De Novo Team is made up entirely of "Principal-level" team members, which allows us to be extremely efficient. The schedule provides the time necessary to complete administrative draft versions of each document, adequate time for City staff to review the administrative documents, statutory public review periods, and public meetings/hearings. The timeline does anticipate a prompt start date and timely cooperation with the City and other responsible agency staff throughout the project. To successfully deliver the project on time and on budget it is imperative that the De Novo Team receive written comments on each Administrative Draft within the timeframe specified in the project schedule. The Project Manager will provide a project status report to City staff every two weeks to ensure that the project is completed according to schedule.

PROJECT TASK	TIME PERIOD	COMPLETION MONTH
TASKS 1 AND 2- ADMIN AND DRAFT EIR		
COMPLETE ADMINISTRATIVE DRAFT EIR	4 months	June 2012
STAFF ADMINISTRATIVE REVIEW	3 weeks	July 2012
COMPLETE PUBLIC DRAFT EIR	3 weeks	July 2012
STATUTORY 45-DAY PUBLIC REVIEW PERIOD	45 days	September 2012
PUBLIC WORKSHOPS	2 days	During public review period
CLIMATE ACTION PLAN	4 months	July 2012
TASKS 3, 4, 5 – FINAL EIR, MMRP AND FINDINGS		
COMPLETE ADMINISTRATIVE FINAL EIR	5 weeks	October 2012
STAFF ADMINISTRATIVE REVIEW	2 weeks	October 2012
COMPLETE MMRP	1 week	October 2012
STAFF REVIEW MMRP	1 week	October 2012
COMPLETE FINDINGS/OVERRIDING CONSIDERATIONS	1 week	October 2012
STAFF REVIEW FINDINGS/CONSIDERATIONS	1 week	October 2012
COMPLETE FINAL EIR/SCHEDULE APPROVAL HEARING	2 weeks	November 2012

**Foster City Land Use and Circulation Element EIR
Proposed Project Budget
January 26, 2012**

Task #	Task Description	Ritchie Project Mgr	Thompson Prin. Planner	McMurtry Prin. Planner	Graphic Support GIS Analyst	M-Group GHG and EIR Assistance	Fehr and Peers Traffic	JC Brennan Noise	Peak Cultural	Direct Costs	Totals
		\$120	\$110	\$110	\$70	\$130					
1	Prepare Administrative Draft EIR										
1.1	Introduction	2.0	2.0	0.0	0.0					\$ -	4.0
1.2	Executive Summary	6.0	2.0	0.0	0.0					\$ -	8.0
1.3	Project Description	12.0	12.0	0.0	12.0	10.0				\$ -	46.0
1.4	Air Quality	18.0	6.0	16.0	4.0					\$ -	44.0
1.5	Biological Resources	4.0	2.0	16.0	4.0					\$ -	26.0
1.6	Cultural Resources	4.0	2.0	0.0	2.0				\$ 8,560	\$ -	8.0
1.7	Geology and Soils	8.0	8.0	12.0	3.0					\$ -	31.0
1.8	Hazards and Hazardous Materials	12.0	8.0	4.0	2.0					\$ -	26.0
1.9	Hydrology and Water Quality	4.0	2.0	14.0	0.0					\$ -	20.0
1.10	Land Use	8.0	12.0	2.0	4.0	4.0				\$ -	30.0
1.11	Noise	4.0	2.0	0.0	2.0			\$ 11,000		\$ -	8.0
1.12	Population and Housing	4.0	16.0	0.0	2.0	4.0				\$ -	26.0
1.13	Public Services and Utilities	8.0	12.0	2.0	2.0	12.0				\$ -	36.0
1.14	Recreation, Parks and Open Space	4.0	2.0	4.0	2.0	8.0				\$ -	20.0
1.15	Transportation	8.0	4.0	2.0	2.0		\$ 51,920			\$ -	16.0
1.16	Visual Impacts	2.0	8.0	2.0	6.0	8.0				\$ -	26.0
1.17	Greenhouse Gases	28.0	4.0	6.0	1.0					\$ -	41.0
1.18	Energy	8.0	6.0	4.0	0.0					\$ -	18.0
1.19	Alternatives	16.0	16.0	6.0	4.0					\$ -	42.0
1.20	Other Mandated CEQA Sections	4.0	8.0	1.0	0.0					\$ -	13.0
1.21	Report Preparers and References	1.0	0.0	0.0	0.0					\$ -	1.0
1.22	Document Preparation/Management	40.0	28.0	12.0	0.0	4.0				\$ 400	84.0
	Subtotal	205.0	162.0	105.0	52.0	50.0				\$ -	574.0
	Task 1	\$ 24,600	\$ 17,820	\$ 11,550	\$ 3,640	\$ 6,500	\$ 51,920	\$ 11,000	\$ 8,560	\$ 400	\$ 135,990
2	Prepare Public Draft EIR										
2.1	Document Revisions	32.0	32.0	12.0	8.0					\$ -	84.0
2.2	Notices and Clearing House Document	2.0		0.0						\$ -	2.0
2.3	Document Preparation	8.0	8.0	8.0						\$ 1,000	24.0
	Subtotal	42.0	40.0	20.0	8.0					\$ -	110.0
	Task 2	\$ 5,040	\$ 4,400	\$ 2,200	\$ 560					\$ 1,000	\$ 13,200
3/4	Prepare Admin Final EIR and MMRP										
	Introduction	4.0	0.0	0.0	0.0					\$ -	4.0
	Overview of Comments Received	8.0	6.0	0.0						\$ -	14.0
	Response to Comments	50.0	40.0	10.0						\$ -	100.0
	Document Preparation	12.0	4.0	4.0						\$ 1,500	20.0
	MMRP	6.0	1.0	1.0						\$ -	8.0
	Subtotal	80.0	51.0	15.0	0.0					\$ -	146.0
	Task 3 and 4	\$ 9,600	\$ 5,610	\$ 1,650	\$ -			\$ -	\$ -	\$ 1,500	\$ 18,360
5	CEQA Findings										
5.1	Prepare CEQA Findings	5.0	10.0	2.0						\$ -	18.0
5.2	Prepare Notice of Determination	1.0								\$ -	1.0
	Subtotal	7.0	10.0	2.0	0.0					\$ -	19.0
	Task 5	\$ 840	\$ 1,100	\$ 220	\$ -			\$ -	\$ -	\$ -	\$ 2,160
8	Meetings and Project Management										
8.1	Meetings	32.0	12.0	4.0						\$ -	48.0
8.2	Coordination with Consultant Team	16.0	8.0		0.0					\$ -	24.0
8.3	Administration	8.0	2.0	2.0						\$ -	12.0
	Subtotal	56.0	22.0	6.0	0.0					\$ -	84.0
	Task 8	\$ 6,720	\$ 2,420	\$ 660	\$ -			\$ -	\$ -	\$ -	\$ 9,800
	Project Totals										
	Project Hours	390.0	285.0	148.0	60.0	50.0					963.0
	Project Cost	\$ 46,800	\$ 51,350	\$ 16,280	\$ 4,200	\$ 6,500	\$ 51,920	\$ 11,000	\$ 8,560	\$ 2,900	\$ 179,510
	Optional Tasks										
	Optional Traffic Tasks										
2.1	Collect Intersection Counts						\$ 3,320				\$ 3,320
9	New Term Conditions						\$ 5,280				\$ 5,280
	Climate Action Plan										
	Hours	54.0	8.0	0.0	0.0	192.0				\$ -	254.0
	Cost	\$ 6,480	\$ 880	\$ -	\$ -	\$ 24,960		\$ -	\$ -	\$ -	\$ 32,320

Appendix A- Resumes

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BETH THOMPSON

PRINCIPAL PLANNER

Ms. Thompson is a Principal Planner with De Novo with over 15 years of professional planning experience. Ms. Thompson specializes in Community Planning, CEQA and National Environmental Policy Act compliance. Her experience includes the preparation and management of numerous General Plans projects, including the Colusa County General Plan Update, Half Moon Bay General Plan Housing Element, Zoning Code, and Land Use Element/Local Coastal Program Revisions, City of Lakeport Housing Element Update, City of Escalon Housing, Air Quality, Circulation, and Land Use Elements Update, Town of Paradise Housing Element Update, and City of Lakeport Housing Element Update. Ms. Thompson also has extensive experience preparing and managing General Plan EIRs, including the City of Colusa GP EIR, the City of Manteca Circulation Element Update EIR, the City of Jackson Land Use and Circulation Element Update EIR, the El Dorado County General Plan Amendment EIR, the City of Elk Grove General Plan Amendment EIRs, the Mendocino County General Plan EIR, and senior CEQA review of the City of Livingston General Plan Master EIR. Ms. Thompson is an industry leader in the field of Housing Elements, and General Plan EIRs, and she has a proven track record of successfully completing complex and legally defensible environmental and planning documents. Ms. Thompson graduated from the University of California, Davis with a bachelor's degree in Environmental and Resource Sciences.

REPRESENTATIVE ENVIRONMENTAL EXPERIENCE

- Colusa County. Colusa County General Plan Update and EIR.
- City of Half Moon Bay. Half Moon Bay Housing Element Update.
- City of Escalon. Escalon General Plan Housing Element Update.
- Town of Paradise. Paradise General Plan Housing Element Update.
- City of Lakeport. Lakeport General Plan Housing Element Update.
- City of Half Moon Bay. Half Moon Bay Local Coastal Program/Land Use Element and Zoning Amendments.
- City of Escalon. Escalon General Plan Air Quality, Circulation, and Land Use Elements Update.
- City of Lakeport. Lakeport General Plan Annual Report, and General Plan Implementation Plan.
- City of Colusa. Colusa General Plan Update Master EIR.
- City of Chico. Chico General Plan Background Report.
- City of Elk Grove. Elk Grove General Plan Amendment Supplemental EIR.
- City of Oakley. Oakley Housing Element Update.
- City of Jackson. Jackson Land Use Circulation and Zoning Update EIR.
- City of Elk Grove. Elk Grove Housing Element.
- El Dorado County. El Dorado County General Plan FAR Amendment EIR.
- City of Ione. Ione Housing Element Update.

PROFESSIONAL AFFILIATIONS

- American Planning Association
- Association of Environmental Professionals

BEN RITCHIE

PRINCIPAL PLANNER

Mr. Ritchie is a Principal Planner with De Novo and is responsible for managing long range planning, climate action planning, sustainability planning, and CEQA/ NEPA projects. Mr. Ritchie's experience includes a variety of land use, transportation, and annexation projects throughout California. Mr. Ritchie is an expert in Green House Gasses and has developed a partnership with the Attorney General's office and ICLIE- Local Governments for Sustainability to develop methodologies that local agencies can implement to address climate change at the local level and to achieve compliance with AB 32. Mr. Ritchie served as the Environmental Coordinator for the City of Rancho Cordova, where he oversaw the environmental planning division and the preparation of all CEQA documents prepared by staff and outside consultants. This experience has given Mr. Ritchie the knowledge of how local agencies use and implement planning documents, and specifically general plans, on a day to day basis. Mr. Ritchie is currently serving as the Co-project Manager for the City of Colusa General Plan and General Plan EIR and he previously served as the assistant project manager and primary author of the City of Lakeport General Plan Update. He has extensive experience preparing General Plan Housing Elements and General Plan EIRs. Mr. Ritchie graduated from Cal Poly San Luis Obispo with a bachelor's degree in Political Science and a Master of City and Regional Planning. He is regularly invited back to Cal Poly to guest-lecture in the City and Regional Planning Department.

REPRESENTATIVE EXPERIENCE

- City of Lakeport – Lakeport General Plan Update and EIR.
- City of Alameda- Climate Action Plan.
- City of South Lake – Tahoe General Plan Background Report.
- City of Jackson, Home Depot EIR.
- City of Clearlake, Provensalla Specific Plan EIR.
- Lake County, Valley Oaks Development EIR. City of Placerville, Fairway Pines EIR.
- City of Rancho Cordova, Redevelopment Plan EIR.
- City of Jackson, Sutter Amador Hospital Expansion EIR.
- City of Turlock, Morgan Ranch Subdivision EIR.
- Town of Truckee, Tahoe Boca Subdivision EIR.
- City of Merced, Gateways Redevelopment Plan Amendment EIR.
- Nipomo Community Services District Expansion EIR.
- El Dorado County, Environmental Project Management.
- Colusa County, Steinbuch Subdivision Mitigated Negative Declaration.
- City of Lakeport, Lakeport General Plan Update.

PROFESSIONAL AFFILIATIONS

American Planning Association

Association of Environmental Professionals

STEVE MCMURTRY

PRINCIPAL PLANNER

Mr. McMurtry is a Principal Planner with De Novo Planning Group and is responsible for project management, preparation of environmental documents, land use plans, air quality modeling, and regulatory permitting. He has successfully led multidisciplinary teams to complete over 80 environmental, land use planning, and development projects in 18 California counties. Mr. McMurtry's experience includes service in engineering and planning firms, as well as in the building industry. He has recently served as the Principal-in-charge for the Regional Transportation Plan EIR and Transportation Greenhouse Gas Emissions Inventory in the counties of San Joaquin, Butte, Amador, El Dorado, and Shasta. His environmental experience encompasses public outreach/facilitation, policy/program development, document writing/processing, and permitting. During his tenure in the building industry, he was responsible for planning, design, and construction of projects valued over \$300 million, which included the construction of road systems, parking lots, parks, trails, open space systems, and capital improvement projects that were dedicated to municipal agencies. He has formed and implemented Area of Benefit Districts, Community Facilities Districts, and Assessment Districts as a financing solution for capital improvements. Mr. McMurtry graduated from Cal Poly San Luis Obispo with a bachelor's degree in Natural Resource Management with graduate studies in Biological Sciences at San Jose State University.

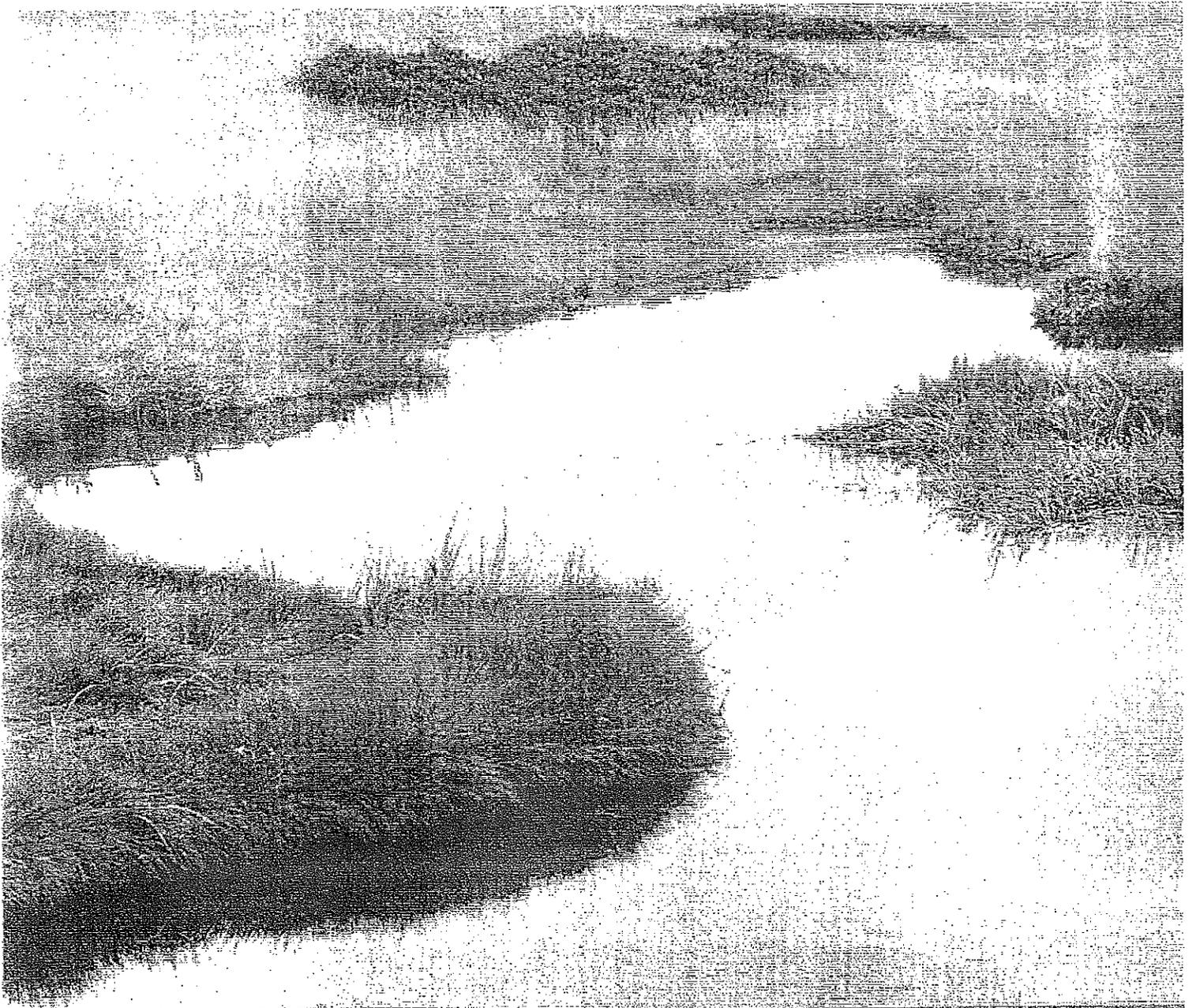
REPRESENTATIVE PROJECT EXPERIENCE

- City of Manteca. 2010 Manteca General Plan Circulation Element Update EIR.
- San Joaquin Council of Governments. SJCOG 2011 Regional Transportation Plan EIR
- Shasta County Regional Transportation Agency. 2010 Shasta County Regional Transportation Plan EIR
- Butte County Association of Governments. 2008 Butte County Regional Transportation Plan EIR.
- Yuba County/Caltrans. SR 70/Feather River Boulevard Interchange Project CEQA/NEPA compliance.
- Butte Community College District, Butte College Solar Power Project CEQA/Technical Studies/Permitting.
- Amador County Transportation Commission/Caltrans. Pine Grove/SR 88 Project CEQA/NEPA compliance.
- Butte County Association of Governments/Caltrans. SR 99/Neal Road Project CEQA/NEPA compliance.
- Amador County Transportation Commission. Plymouth Transportation Project CEQA/NEPA compliance.
- Amador County Transportation Commission. 2010 Amador County Regional Transportation Plan EIR
- City of Turlock, Morgan Ranch Specific Plan EIR.
- City of Madera, Ventana Specific Plan and Environmental Impact Report.
- City of Merced, 5-Bridges Specific Plan and EIR.

PROFESSIONAL AFFILIATIONS

American Planning Association

Association of Environmental Professionals



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De Novo Planning Group

A Land Use Planning, Design, and Environmental Firm

De Novo is committed to practices that demonstrate environmental stewardship. Our company provides a working environment that enables our team members to make contributions to improving the environment in which we live.

2000 PARKWAY FEDERAL BUILDING, C-1570
LYRIC, PENNSYLVANIA 17115-5000

1630 GRANDWAY, SUITE 400, WILKES BARRE, PA 18201
info@denovoplanning.com TEL: 717-849-5311

SCOPE OF WORK

The update to the General Plan Circulation Element involves analyzing the operation of the existing transportation system and determining the required improvements to accommodate demand from future planned land uses. The update will also include a review of existing goals, policies, and implementation measures to ensure that they strongly support all travel modes to minimize vehicle trip making and enhance livability. This scope of work presents our proposed approach to assessing the transportation-related impacts of the General Plan Circulation Element. Our approach will build on experience in Foster City on previous projects such as the Foster City Multi-Project Traffic Analysis (MPTA) and the Gilead Science Master Plan EIR.

Per the RFP, the following study locations and roadways will be included in the transportation impact analysis for the General Plan update:

Study Intersections

1. Foster City Boulevard and East Hillsdale Boulevard
2. Foster City Boulevard and Metro Center Boulevard/Triton Drive
3. Foster City Boulevard and Vintage Park Drive/Chess Drive
4. Foster City Boulevard and Chess Drive
5. Foster City Boulevard and East Third Avenue
6. State Route (SR) 92 Westbound Ramps and Chess Drive
7. East Hillsdale Boulevard and Pilgrim Drive¹
8. Mariners Island Boulevard and East Third Avenue
9. Vintage Park Drive and Chess Drive
10. SR 92 Eastbound Ramps and Edgewater Boulevard/Mariners Island Boulevard
11. Edgewater Boulevard and Metro Center Boulevard
12. Vintage Park Drive and Metro Center Boulevard
13. Shell Boulevard and Metro Center Boulevard
14. SR 92 Eastbound Ramps and Metro Center Boulevard
15. Norfolk Street and East Hillsdale Boulevard²
16. Altair Avenue and East Hillsdale Boulevard
17. Edgewater Boulevard and East Hillsdale Boulevard
18. Shell Boulevard and East Hillsdale Boulevard
19. Foster City Boulevard and Marlin Avenue¹
20. Foster City Boulevard and Beach Park Boulevard¹
21. Edgewater Boulevard and Beach Park Boulevard¹
22. East Third Avenue and Norfolk Street¹
23. East Third Avenue and US 101 Northbound On-Ramp¹

Freeway Segments

1. US 101, North of Third Ave
2. US 101, Third Avenue to SR 92
3. US 101, between SR 92 and East Hillsdale Boulevard
4. US 101, south of East Hillsdale Boulevard
5. SR 92, between US 101 and Mariners Island Boulevard/Edgewater Boulevard
6. SR 92, Mariners Island Boulevard/Edgewater Boulevard and Foster City Boulevard
7. SR 92, east of Foster City Boulevard

¹ No intersection counts were collected during the Gilead Sciences EIR at this location.

² Intersection located in the City of San Mateo.

The intersections and freeway segments will be evaluated during the peak hours in the morning (7:00 to 9:00 AM) and evening (4:00 to 6:00 PM) peak periods for the following five scenarios (three scenarios, plus two optional scenarios):

- Scenario 1: Existing Conditions – Existing traffic volumes obtained from counts
- Scenario 2: Cumulative (Year 2025) Conditions No Project Conditions – Existing traffic volumes plus projected traffic from approved projects, pending projects, and regional growth
- Scenario 3: Cumulative (Year 2025) Conditions plus Project Conditions – Cumulative No Project volumes plus Project-generated traffic
- Optional Scenario 4: Near Term (Year 2017) Conditions – Existing traffic volumes plus traffic projections for approved, but not yet constructed, developments in the area
- Optional Scenario 5: Near Term (Year 2017) Plus Project Conditions – Traffic volumes for Scenario 3 plus Project-generated traffic

This scope of work includes the following eight tasks and three optional tasks.

Task 1 – Kick-off Meeting

Fehr & Peers will attend the project kick-off meeting to discuss the General Plan EIR description and proposed study methodology and approach. Topics to be discussed at the meeting include transportation-related issues to be included in the study (such as how to account for the roadway improvements from the MPTA), study locations, and data needs.

The Scope of Work will be refined to reflect the results of the kick-off meeting. Additionally, the budget will be adjusted to reflect changes to the Scope of Work, if any.

Task 2 – Data Collection

We propose to use weekday morning (7:00 to 9:00 AM) and evening (4:00 to 6:00 PM) peak hour traffic counts collected for the Gilead Sciences Master Plan EIR to determine the existing traffic conditions for the General Plan update. The Gilead Sciences EIR will include counts at ~~20-17~~ of the study intersections and three freeway mainline segments along US 101 and SR 92. These counts will be collected in early 2012 as part of the separate Gilead Sciences project. Traffic volumes on the other study freeway segments will be obtained by adding and subtracting on and off-ramp volumes counted in the intersection counts or obtained from Caltrans count data. These counts will be compared to counts taken for the Multi-Project Traffic Analysis (MPTA). We will discuss the results of this comparison with the City to determine which volumes should be used for this study if the new counts are lower.

~~Counts at four of the remaining six intersections were included in the MPTA, and were collected in April 2008. If acceptable, we will use the traffic volumes from the MPTA for these intersections. We will conduct new counts at the remaining two five intersections (Foster City Boulevard and Beach Park Boulevard and East Third Avenue and US 101 Northbound On-Ramp) that were not studied in the Gilead Sciences EIR or the MPTA.~~

We will also collect traffic counts at up to six locations on minor arterials and collectors to determine average daily trips, and confirm AM and PM peak hours. We will coordinate these locations with City staff during the kick-off meeting in Task 1.

Fehr & Peers will conduct a site reconnaissance during the roadway peak periods to observe roadway operations and to verify existing lane configurations, intersection control devices, traffic signal timings, and other roadway characteristics.

~~*Optional Task 2.1 – Collect Intersection Counts* – Should the counts from the Gilead Sciences Master Plan EIR not be available, we propose to collect new intersection counts at up to six intersections to determine whether traffic volumes have changed significantly since the MPTA counts were collected in 2008. If volumes have changed substantially (e.g., >10%) then we would need to determine collectively on how this affects the rest of the work scope and what sort of adjustments may be needed. It may become necessary to collect new counts at all the analysis locations. If this is the case, the scope and fee would need to be adjusted.~~

~~As part of Optional Task 2.1, we will also collect traffic counts at up to six locations on minor arterials and collectors to determine average daily trips, and confirm AM and PM peak hours. We will coordinate these locations with City staff during the kick-off meeting in Task 1.~~

Task 3 – Existing Conditions

We will describe the existing transportation network in and around the plan area, and applicable policies and regulations. This will include determining the existing intersection AM and PM peak hour levels of service at study intersections, freeway analysis, and a qualitative assessment of pedestrian, bicycle, and transit conditions in the study area. Peak hour intersection analysis will be completed using the Traffix analysis platform (consistent with HCM 2000 methodology). We propose to use the Traffix model created for the MPTA. Freeway analysis will be conducted according to the methodology adopted by the City and C/CAG. The fee includes analysis of up to 14 directional freeway segments.

We propose to analyze the four intersections at the Foster City Boulevard/SR 92 interchange area using the VISSIM microsimulation software due to their closely spaced nature. We have found that VISSIM does a better job of capturing and properly reporting the effects of vehicle queuing between closely spaced intersections. The VISSIM model developed for the MPTA and refined for the Gilead Sciences EIR includes these intersections. This scope assumes that we will use the existing conditions model developed for the upcoming Gilead Sciences EIR without further update.

The City would like to modify the Intersection Level of Service Policy as follows:

- Change in Intersection Level of Service policy from using volume to capacity ratios to estimated delay as a basis for the levels A through F
- Potential change in intersection level of service policy to establish different acceptable levels for different types of intersections, such as a better level of service required in residential neighborhoods compared to intersections at or near SR 92 on- and off-ramps

We will help identify and document study locations that would be affected by this change in policy.

Task 4 – Trip Generation, Distribution, and Assignment

Fehr & Peers will develop trip generation estimates for the updated General Plan Land Uses ("Project") as follows:

- Change from Public Facilities to Neighborhood Commercial/Apartment Residential on the City owned 15-acre site between Shell Boulevard and Foster City Boulevard
- Additional potential housing sites to be incorporated into the 2014 Housing Element

Trip generation rates will be consistent with the rates used in previous studies such as the Gilead Master Plan EIR and the MPTA. Vehicle trips will be assigned to the roadway system using trip distribution patterns in the Traffix models prepared for the MPTA.

Task 5 – Evaluate Cumulative (Year 2025) Conditions

Traffic volumes for pending development projects will be estimated and used to develop a Cumulative Conditions traffic scenario. We assume that this scenario will be similar to the Cumulative Conditions scenario analyzed in the MPTA. In addition, to determine the regional growth, we will request model output files to from the C/CAG travel demand model. C/CAG is now using a version of the Santa Clara Valley Transportation Authority's (VTA's) travel demand forecasting model to develop long-range traffic projections. The volumes from the C/CAG model will be used to determine regional growth on US 101 and SR 92. Levels of service will be determined for study intersections and roadway segments under Cumulative Conditions with and without the Project.

As in Task 3, we propose to analyze the four intersections at the Foster City Boulevard/SR 92 interchange area using VISSIM due to their closely spaced nature. The Gilead Sciences EIR will include a Cumulative Conditions model, which will be used for the Cumulative No Project Conditions scenario in this EIR. The Cumulative Plus Project conditions will be updated to reflect traffic conditions with the Project (i.e., updated General Plan Land Use and Circulation Element) in place. This scope and our fee assumes that no new major infrastructure improvements will be required as mitigation beyond those identified in the MPTA. We will need to discuss with the City the appropriate approach to mitigating cumulative impacts should additional model development be required.

Task 6 – Identify Significant Impacts and Recommend Mitigation Measures

Significance criteria for transportation impacts will be obtained from recent EIRs conducted in Foster City. We will identify significant impacts due to the build out of the General Plan at the study intersections and freeway segments per the significance criteria set forth by the Cities of Foster City, San Mateo, and C/CAG. We will identify mitigation measures for significant impacts and discuss feasibility and implementation factors. We will also identify secondary impacts, if applicable.

As the City would like to update the significance criteria as noted in Task 3, we will identify study locations that would be affected by this change in policy under Near Term and Cumulative Plus Project scenarios. We will identify study locations that would experience a change in significant impact due to the updated Level of Service Policy.

Task 7 – Documentation

Fehr & Peers will prepare an Administrative Draft Transportation Impact Analysis (TIA) Report summarizing the results and findings of the previous tasks. We will submit this report for City staff review eight weeks after receiving a signed contract, assuming that we have received authorization to proceed on the Gilead Sciences EIR. We will incorporate comments from up to two rounds of comments by City staff on the Administrative Draft into the Draft Report for inclusion in the Environmental Impact Report.

Appendices will include traffic counts, level of service calculations, a list of approved development, assumptions regarding planned developments, plus other relevant information.

Revisions: Fehr & Peers has budgeted 24 hours to revise the Admin Draft into the Draft report.

Response to Comments: Fehr & Peers has budgeted 24 hours for responses to public comments received on the Draft EIR. Responses requiring additional technical analysis or, if the magnitude of comments requires greater effort to respond, would require a budget augmentation.

Task 8 – Meetings

We have assumed that the Fehr & Peers Project Manager and Principal-in-Charge will attend one Project Team meeting, one Planning Commission meeting and one City Council meeting, (in addition to the kick-off meeting with City staff described in Task 1). We will attend additional meetings on a time and materials basis.

Optional Task 9 – Evaluate Near Term Conditions

It may be desirable to evaluate a Near Term scenario, both with and without the Project. This would allow the City to isolate potential impacts due exclusively to the implementation of the updated General Plan Land Use and Circulation element and would supplement the identification of the cumulative effects of the Project identified in Task 5 and 6. If desired, Fehr & Peers will update the list of approved development projects from the MPTA with input from Foster City and City of San Mateo staff, if appropriate. Traffic projections will be developed for added projects. Our fee proposal assumes most of these projects were already identified in the MPTA and that we will prepare forecasts for up to five new projects. Traffic projections for the approved developments will be added to existing volumes to estimate traffic volumes for Near Term Conditions. Project traffic will be added for Near Term Plus Project conditions. Levels of service will be determined for study intersections and freeway segments. Funded roadway improvements will be included, as appropriate. This will include improvements to intersections related to the SR 92 / Foster City Boulevard on- and off-ramps as recommended in the Multi-Project Traffic Analysis and subsequent Engineering Feasibility Study completed by Fehr & Peers.

As in Task 3, we propose to analyze the four intersections at the Foster City Boulevard/SR 92 interchange area using VISSIM due to their closely spaced nature. The Gilead Sciences EIR will include a Near Term Conditions model, which will be used for the Near Term No Project Conditions scenario. The Near Term Plus Project conditions will be updated to reflect traffic conditions with the Project in place. This scope assumes that no new major infrastructure improvements will be required beyond those identified in the MPTA. We will need to discuss with the City the appropriate approach to mitigating cumulative impacts should additional model development be required.

The results of the Optional Task 9 will be documented in the TIA report described in Task 7.

Optional Task 10 – Multi-Modal LOS Policy Development

Foster City is interested in including a quantitative analysis of pedestrian and bicycle circulation in the General Plan EIR. This would include providing a Level of Service analysis for pedestrian, bicycle, and transit conditions, typically referred to Multi-Modal Level of Service (MMLOS). There are a variety of methodologies for determining MMLOS used by jurisdictions throughout the country that may be applicable to Foster City. These include the following:

- Highway Capacity Manual (HCM) 2010 – Complete Streets LOS
- Pedestrian Environmental Quality Index

- Bicycle Environmental Quality Index
- Charlotte, North Carolina MMLOS
- Florida DOT MMLOS
- Fort Collins, Colorado MMLOS
- Built Environmental Factors
- Layered Networks
- Person Delay
- Auto Trips Generated

Various jurisdictions prefer different approaches to calculating MMLOS based on the unique characteristics of each community. While a data-intensive methodology such as the HCM Complete Streets LOS may be appropriate for some jurisdictions, others may prefer the ease of use and comprehension for a minimal data-intensive method such as the Layered Network or Built Environmental Factors. We propose to work with the Foster City staff and the project team to develop a Multi-Modal LOS Policy through the following two tasks.

Optional Task 10.1 – Multi-Modal LOS Policy Workshop

Fehr & Peers will lead a workshop with important City stakeholders to discuss MMLOS. The format of the workshop will be:

- Background on MMLOS and prior Foster City discussions
- Guided discussion on policy objectives of employing MMLOS
- State of the practice presentation on MMLOS tools in the Bay Area and elsewhere
- Guided discussion of MMLOS options that might be most suitable for Foster City (narrow range of options to those most applicable)
- Exercise to select MMLOS tools for Foster City

If time permits and if appropriate, the workshop will close with a discussion of operationalizing MMLOS. If there is not sufficient time for this topic, this will be a follow-up element for discussion with City staff. The product of this effort will be a set of recommendations for changes to the City's transportation policies, a recommendation on the tools to be used to measure transportation conditions, and a list of next steps for transportation analysis for the Circulation Element EIR.

Optional Task 10.2 – Incorporating Multi-Modal LOS Policy into Circulation Plan EIR

We will incorporate the agreed upon MMLOS policy into the Circulation Plan EIR. We will identify impacts associated with implementation of the circulation element based on the MMLOS policy, and update the TIA report described in Task 7. Based on our understanding of the needs of the City, we anticipate a less data-intensive methodology will be used for the MMLOS. Prior to initiating this task we will meet with the City and the project team to confirm that the scope of work we prepared for the MMLOS is appropriate. Based on the on outcome of this meeting and the chosen policy, our scope of work and budget may need to be augmented.

Attachment A
Foster City General Plan EIR - Circulation Element Update
Updated Detailed Budget - February 28, 2012

Task	Hourly Billing Rate:	Principal		Technical Expert		Project Manager		Graphics		Support		Labor Costs	Direct Costs	Task Total
		Mitchell	\$215	Bersford	\$265	Goyle	\$120	Wood	Owens	\$100				
Task 1: Kick-Off Meeting		4		0		8		0		2		\$2,020	\$140	\$2,160
Task 2: Data Collection		2		2		12		2		2		\$2,840	\$2,890	\$5,730
Task 3: Existing Conditions		4		2		24		2		4		\$4,810	\$340	\$5,150
Task 4: Trip Generation, Distribution, and Assignment		2		0		8		2		2		\$1,830	\$130	\$1,960
Task 5: Cumulative Conditions		6		2		32		2		5		\$6,400	\$450	\$6,850
Task 6: Impacts and Mitigation Measures		4		4		16		4		4		\$4,720	\$330	\$5,050
Task 7: Documentation		24		8		72		12		15		\$18,880	\$1,320	\$20,180
Task 8: Meetings*		12		0		20		0		4		\$5,380	\$380	\$5,760
Optional Task 9: Near Term Conditions		4		2		24		2		4		\$4,910	\$340	\$5,250
Optional Task 10.1: Multi-Modal LOS Policy Workshop		12		6		24		8		7		\$9,240	\$650	\$9,890
Optional Task 10.2: Incorporating Multi-Modal LOS Policy into Circulation Element		8		4		24		8		6		\$7,220	\$610	\$7,730

*Additional meetings would be billed at standard hourly rates plus overhead expenses.

Data Collection for 5 intersection counts (AM and PM peak period) and 6 one-day roadway tube counts for 5 intersection counts (AM and PM peak period) and 6 one-day roadway tube counts

EXHIBIT B

INSURANCE FORMS

CONSULTANT shall provide, in addition to the Certificates of Insurance, original Endorsement affecting the coverages specified in Section 12 - INSURANCE of the Agreement on the attached form. No substitute form will be accepted.

ATTACHED

1. Insurance Coverage Form



CERTIFICATE OF LIABILITY INSURANCE

DENOV-2 OP ID: DB

DATE (MM/DD/YYYY)

05/10/12

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Cummins Insurance Agency, Inc. License # OC42488 4401 Hazel Avenue, Suite 110 Fair Oaks, CA 95628 Cummins Insurance Agency	916-981-6000	CONTACT NAME:	
	916-981-3048	PHONE (A/C No, Ext):	FAX (A/C, No):
		E-MAIL ADDRESS:	
		INSURER(S) AFFORDING COVERAGE	
		INSURER A:	Endurance America Specialty
		INSURER B:	The Hartford
		INSURER C:	Sentinel Insurance Company Ltd
		INSURER D:	
		INSURER E:	
		INSURER F:	
INSURED	De Novo Planning Group 4630 Brand Way Sacramento, CA 95819		NAIC # 11000

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDITIONAL SUBROGATION RIGHTS	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PROJECT <input type="checkbox"/> LOC	X	ECC101007200-03	04/29/12	04/29/13	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 50,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/CP AGG \$ 2,000,000
B	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	X	57UECNH7115	12/01/11	12/01/12	COMBINED SINGLE LIMIT (Ea accident) \$ 2,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	UMBRELLA LIAB EXCESS LIAB OCCUR CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE \$ AGGREGATE \$
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	N/A	X 57WECZO3688	04/29/12	04/29/13	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Professional Liab		ECC101007200-03	04/29/12	04/29/13	E&O 2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

Re: EIR for Foster City Land Use and Circulation Element
 Additional Insured: City of Foster City and Estero Municipal Improvement District, its Council, Officers, Boards, Commissioners, Employees, and Agents as per the attached.

CERTIFICATE HOLDER

CANCELLATION

CITYOF1 City of Foster City Julie Moloney 610 Foster City Blvd. Foster City, CA 94404-2299	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE <i>Denise Bette</i>

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POLICY NUMBER: 57 UEC NH7115
CHANGE NUMBER: 003A

COMMERCIAL AUTO
CA 20 48 02 99

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

DESIGNATED INSURED

This endorsement modifies insurance provided under the following:

BUSINESS AUTO COVERAGE FORM
GARAGE COVERAGE FORM
MOTOR CARRIER COVERAGE FORM
TRUCKERS COVERAGE FORM

With respect to coverage provided by this endorsement, the provisions of the Coverage Form apply unless modified by this endorsement.

This endorsement identifies person(s) or organization(s) who are "insureds" under the Who Is An Insured Provision of the Coverage Form. This endorsement does not alter coverage provided in the Coverage Form.

This endorsement changes the policy effective on the inception date of the policy unless another date is indicated below.

Endorsement effective	
Named Insured	Countersigned by

(Authorized Representative)

SCHEDULE

Name of Person(s) or Organization(s):

CITY OF FOSTER CITY
ATTN: JULIE MOLONEY
610 FOSTER CITY BLVD
FOSTER CITY, CA 94404



(If no entry appears above, information required to complete this endorsement will be shown in the Declarations as applicable to the endorsement.)

Each person or organization shown in the Schedule is an "insured" for Liability Coverage, but only to the extent that person or organization qualifies as an "insured" under the Who Is An Insured Provision contained in **Section II** of the Coverage Form.



THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

**WAIVER OF OUR RIGHT TO RECOVER FROM
OTHERS ENDORSEMENT - CALIFORNIA**

Policy Number: 57 WEC Z03688

Endorsement Number: 02

Effective Date: 03/23/12 Effective hour is the same as stated on the Information Page of the policy.

Named Insured and Address: DE NOVO PLANNING GROUP INC

4530 BRAND WAY
SACRAMENTO, CA 95819

We have the right to recover our payments from anyone liable for an injury covered by this policy. We will not enforce our right against the person or organization named in the Schedule. (This agreement applies only to the extent that you perform work under a written contract that requires you to obtain this agreement from us.)

You must maintain payroll records accurately segregating the remuneration of your employees while engaged in the work described in the Schedule.

The additional premium for this endorsement shall be 2 % of the California workers' compensation premium otherwise due on such remuneration.

SCHEDULE

Person or Organization

Job Description

CITY OF COTATI

CONSULTING SERVICES

CITY OF ELK GROVE
8401 LAGUNA PALMS WAY
ELK GROVE, CA 95758

ON-CALL ENVIRONMENTAL PLANNING

CITY OF FOSTER CITY
610 FOSTER CITY BLVD
FOSTER CITY, CA 94404

PREPARATION OF GEN PLAN EIR

Countersigned by _____ Authorized Representative

Form WC 04 03 06 (1) Printed in U.S.A.
Process Date: 04/05/12

Policy Expiration Date: 04/29/12

Common Policy Conditions Endorsement

This endorsement, effective 4/29/2011 attaches to and forms a part of Policy Number ECC101007200-02. This endorsement changes the Policy. Please read it carefully.

In consideration of the premium charged, and notwithstanding anything contained in this policy to the contrary, it is hereby agreed that all coverage parts included in this policy are subject to the following conditions:

A. CANCELLATION

The *named insured* may cancel this policy by mailing to the Company written notice stating when thereafter such cancellation shall become effective. The Company may cancel this policy by mailing to the *named insured*, at the mailing address specified the Declarations, written notice stating when not less than thirty (30) days thereafter such cancellation shall become effective, except in the event of the *named insured's* nonpayment of premium, not less than ten (10) days advance notice of cancellation shall be given. The mailing of notice as aforesaid, shall be sufficient proof of either party's intent to cancel. The effective date of cancellation specified in such notice shall terminate this *policy period*. Delivery of such notice shall be equivalent to mailing.

If the *named insured* cancels, the earned premium shall be computed in accordance with the customary short rate table. If the Company cancels, the earned premium shall be computed pro rata. The Company will tender any return premium subject to retaining a minimum earned premium equal to 25% of the amount specified in the Declarations. Premium adjustment may be made either at the time cancellation is effective or as soon as practicable thereafter, but tender of the unearned premium or return of this policy, shall not be conditions precedent to cancellation hereunder.

B. CHANGES

No provision of this policy may be amended, waived or otherwise changed, except by endorsement hereto.

Automatic Waiver of Subrogation Endorsement

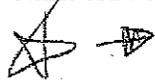
This endorsement, effective 4/29/2011 attaches to and forms a part of Policy Number ECC101007200-02. This endorsement changes the Policy. Please read it carefully.

This endorsement modifies insurance provided under the following:

**COMMERCIAL GENERAL LIABILITY COVERAGE PART
CONTRACTORS POLLUTION LIABILITY COVERAGE PART**

SCHEDULE

Name of Person or Organization:

A handwritten scribble consisting of several overlapping lines forming a star-like shape, followed by a small arrow pointing to the right.

Any person(s) or organization(s) to whom the *Named Insured* agrees, in a written contract, to provide a waiver of subrogation. However, this status exists only for the project specified in that contract.

The Company waives any right of recovery it may have against the person or organization shown in the above Schedule because of payments the Company makes for injury or damage arising out of the *insured's* work done under a contract with that person or organization. The waiver applies only to the person or organization in the above Schedule.

Under no circumstances shall this endorsement act to extend the policy period, change the scope of coverage or increase the Aggregate Limits of Insurance shown in the Declarations.

5. Premium Audit

- a. We will compute all premiums for this Coverage Part in accordance with our rules and rates.
- b. Premium shown in this Coverage Part as advance premium is a deposit premium only. At the close of each audit period we will compute the earned premium for that period and send notice to the first Named Insured. The due date for audit and retrospective premiums is the date shown as the due date on the bill. If the sum of the advance and audit premiums paid for the policy period is greater than the earned premium, we will return the excess to the first Named Insured.
- c. The first Named Insured must keep records of the information we need for premium computation, and send us copies at such times as we may request.

6. Representations

By accepting this policy, you agree:

- a. The statements in the Declarations are accurate and complete;
- b. Those statements are based upon representations you made to us; and
- c. We have issued this policy in reliance upon your representations.

7. Separation of Insureds

Except with respect to the Limits of Insurance, and any rights or duties specifically assigned in this Coverage Part to the first Named Insured, this insurance applies:

- a. As if each Named Insured were the only Named Insured; and
- b. Separately to each insured against whom claim is made or "suit" is brought.

8. Transfer of Rights of Recovery Against Others to Us

If the insured has rights to recover all or part of any payment we have made under this Coverage Part, those rights are transferred to us. The insured must do nothing after loss to impair them. At our request, the insured will bring "suit" or transfer those rights to us and help us enforce them.

9. When We Do Not Renew

If we decide not to renew this Coverage Part, we will mail or deliver to the first Named Insured shown in the Declarations written notice of the nonrenewal not less than 30 days before the expiration date.

If notice is mailed, proof of mailing will be sufficient proof of notice.

SECTION V – DEFINITIONS

1. "Advertisement" means a notice that is broadcast or published to the general public or specific market segments about your goods, products or services for the purpose of attracting customers or supporters. For the purposes of this definition:
 - a. Notices that are published include material placed on the Internet or on similar electronic means of communication; and



Primary and Non-Contributory Insurance

This endorsement, effective 4/27/2012 attaches to and forms a part of Policy Number ECC101007200-02. This endorsement changes the Policy. Please read it carefully.

SCHEDULE

1. Name and Address of Person or Organization (Additional Insured):

City of Foster City and Estero Municipal Improvement District its
Council, Officers, Boards, Commissions, Employees and Agents
610 Foster City Blvd
Foster City, CA 94404-2299

2. Additional Premium: \$Applied

This insurance is primary with respect to the coverage afforded to the Additional Insured shown in the Schedule above by the following endorsement: *FEI-319-ECC-0708*.

Any other insurance which the Additional Insured may have is excess and non-contributory.

Amendment of Cancellation Notice Endorsement

This endorsement, effective 4/27/2012 attaches to and forms a part of Policy Number ECC101007200-02. This endorsement changes the Policy. Please read it carefully.

In consideration of an additional premium of \$Applied, this endorsement modifies insurance provided under the following:

Notwithstanding the appropriate provision of this policy, in the event cancellation of this policy is instigated by the Company for any reason except nonpayment of premium, the Company will endeavor to provide 30 days advance notice of such cancellation to the following:

**City of Foster City and Estero Municipal Improvement District it's Council, Officer, Boards,
Commissions, Employees and Agents
610 Foster City Blvd
Foster City, CA 94404-2299**



De Novo Planning Group, Inc.
Endorsement Number:

Additional Insured – Owners, Lessees or Contractors

This endorsement, effective 4/29/12 attaches to and forms a part of Policy Number ECC101007200-03. This endorsement changes the Policy. Please read it carefully.

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART CONTRACTORS POLLUTION LIABILITY COVERAGE PART

SCHEDULE

Name of Person or Organization:

City of Foster City and Estero Municipal Improvement District it's Council, Officers, Boards, Commissions,
Employees and Agents
610 Foster City Blvd
Foster City CA 94404-2299

The location of the project is "The City of Foster City"

The person or organization shown in this Schedule is included as an insured, but only with respect to that person's or organization's vicarious liability arising out of your ongoing operations performed for that insured.

A. Coverage

1. Any "leased auto" designated or described in the Schedule will be considered a covered "auto" you own and not a covered "auto" you hire or borrow. For a covered "auto" that is a "leased auto" **Who Is An Insured** is changed to include as an "insured" the lessor named in the Schedule.
2. The coverages provided under this endorsement apply to any "leased auto" described in the Schedule until the expiration date shown in the Schedule, or when the lessor or his or her agent takes possession of the "leased auto", whichever occurs first.

B. Loss Payable Clause

1. We will pay, as interest may appear, you and the lessor named in this endorsement for "loss" to a "leased auto".
2. The insurance covers the interest of the lessor unless the "loss" results from fraudulent acts or omissions on your part.
3. If we make any payment to the lessor, we will obtain his or her rights against any other party.

C. Cancellation

1. If we cancel the policy, we will mail notice to the lessor in accordance with the Cancellation Common Policy Condition.
 2. If you cancel the policy, we will mail notice to the lessor.
 3. Cancellation ends this agreement.
- D.** The lessor is not liable for payment of your premiums.

E. Additional Definition

As used in this endorsement:

"Leased auto" means an "auto" leased or rented to you, including any substitute, replacement or extra "auto" needed to meet seasonal or other needs, under a leasing or rental agreement that requires you to provide direct primary insurance for the lessor.

SCHEDULE

LESSOR NO: 02

Designation or Description of Leased Autos

COV AUTO NO.	00001	04	TOYT	4T1BF30K04U072465	\$23,315-NEW
LIABILITY				\$2,000,000 EACH "ACCIDENT"	
COMPREHENSIVE				\$500 DEDUCTIBLE	
COLLISION				\$500 DEDUCTIBLE	

POLICY NUMBER: 57 UEC NH7115

CHANGE NUMBER: 005



THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

This endorsement modifies insurance provided under the following:

LESSOR

COMMERCIAL AUTO COVERAGE PART

CITY OF FOSTER CITY AND ESTERO MUNICIPAL IMPROVEMENT DISTRICT, ITS
COUNCIL, OFFICERS, BOARDS, COMMISSIONS, EMPLOYEES, AND AGENTS
610 FOSTER CITY BLVD.
FOSTER CITY, CA - 94404
RE:2004 TOYOTA VIN 4T1BF30K04U072465