

**Attachment A**  
**MILLBRAE STATION AREA SPECIFIC PLAN**  
**ENVIRONMENTAL IMPACT REPORT**  
**FINDINGS RELATED TO SPECIFIC IMPACTS AND ALTERNATIVES**  
**For TOD#2**

**CEQA Requirements**

The San Francisco Bay Area Rapid Transit District (BART) is a responsible agency under the California Environmental Quality Act (CEQA) for purposes of the "Transit-Oriented Development #2" (TOD # 2) Project as defined in the Final Environmental Impact Report prepared by the City of Millbrae, as lead agency, for the Millbrae Station Area Specific Plan (EIR). Section 15096(f) of the State CEQA Guidelines (14 California Code of Regulations) requires a responsible agency to consider the environmental effects of the project as shown in the EIR prior to reaching a decision on the project. A responsible agency is responsible for mitigating or avoiding only the direct or indirect environmental effects of those parts of the project which it decides to carry out, finance or approve. Section 15096(h) of the State CEQA Guidelines requires a responsible agency to make the findings required by Section 15091 for each significant effect of the project and, if necessary, to make the findings required by Section 15093. Section 15091 of the State CEQA Guidelines states, in part:

- (a) No public agency shall approve or carry out a project for which an EIR has been certified which identifies one or more significant environmental effects of the project unless the public agency makes one or more written findings for each of those significant effects, accompanied by a brief explanation of the rationale for each finding. The possible findings are:
  - (1) Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effect as identified in the final EIR.
  - (2) Such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency.
  - (3) Specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR.
  
- (b) The findings required by subdivision (a) shall be supported by substantial evidence in the record.

The changes or alterations referred to in the State CEQA Guidelines may be mitigation measures, alternatives to the project, or changes to the project by the project proponent. The Final EIR identifies mitigation measures that will reduce significant effects of the TOD# 2 Project or mitigate other potential effects that may not be, strictly speaking, environmental effects under CEQA. These mitigation measures will be incorporated into the design of the TOD # 2 Project. A Mitigation Monitoring and Reporting Program (MMRP) will also be adopted to ensure that the mitigation measures identified in the Final EIR applicable to the TOD #2 Project and in these Findings will be implemented.

## **Findings Regarding Independent Review**

Each member of the BART Board of Directors was provided a complete copy of the City of Millbrae's January 12, 2016 certified Final EIR. The BART Board of Directors hereby finds that it has independently reviewed and considered the Final EIR prior to the BART General Manager taking action with respect to the revised TOD # 2 Project.

## **Findings Regarding Significant and Unavoidable Effects**

The BART Board of Directors determines that the following significant effects cannot be avoided. Feasible mitigation measures included in the Final EIR may lessen the effects but will not result in complete mitigation of the effects to a less-than-significant level. The following identifies the pertinent mitigation measures by number and summary title. The full text of each of the mitigation measures cited below is found in the Final EIR and that text is hereby incorporated by reference.

### **Air Quality**

**Impact AQ-TOD#2-1:** The proposed Project, when considered with the proposed TOD #1 project, would exceed the projected growth increase for the city and exceed BAAQMD's regional significance thresholds. Therefore, it would conflict with or obstruct implementation of the 2010 Bay Area Clean Air Plan.

*Finding:* The BART Board of Directors here by makes the finding (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* Since the combined projects, TOD #1 and TOD #2, would exceed the projected growth increase for Millbrae by the year 2020 as well as the BAAQMD's regional significance thresholds therefore conflicting with or obstructing implementation of the BAAQMD 2010 Bay Area Clean Air Plan - and no mitigation measures are available, this impact is significant and unavoidable.

**Impact AQ-TOD#2-2:** Operation of the proposed Project would generate emissions that exceed BAAQMD's regional operational-phase significance thresholds for volatile organic compounds (VOC) and nitrogen oxides (NOx).

*Finding:* The BART Board of Directors hereby makes finding (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* Since the operational phase emissions would exceed the BAAQMD standards and no mitigation measures are available, this impact is significant and unavoidable.

**Impact AQ-TOD#2-3.1:** Construction of the proposed Project would result in exceedance of BAAQMD's risk thresholds.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* Construction activities associated with future development under the proposed Project could expose nearby receptors to substantial concentrations of TACs. Despite

implementation of mitigation, construction-related health impacts may still exceed the applicable thresholds due to project-specific circumstances. Therefore, the impact of the construction activities upon air quality is considered a significant and unavoidable impact.

The following measure mitigates this impact to the extent feasible, but not to a less than significant level.

- AQ-TOD#2-3.1: Ensure construction equipment meets US EPA-Certified Tier 3 emissions standards for off-road diesel-powered construction equipment greater than 50 horsepower and prepare and submit a Health Risk Assessment.

**Impact AQ-TOD#2-3.2:** Implementation of the proposed Project would exceed BAAQMD's regional significance thresholds. Consequently, cumulative regional air quality impacts are also significant.

*Finding:* The BART Board of Directors hereby makes finding (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* Development under the Project would generate a substantial increase in criteria air pollutant emissions from construction and operations, exceeding BAAQMD's regional thresholds, and would contribute to cumulative air quality impacts. While compliance with policies of the Specific Plan Update would reduce impacts, no additional mitigation measures are available resulting in a cumulatively considerable contribution to air quality impacts. Therefore, this impact is significant and unavoidable.

**Impact AQ-TOD#2-4.1:** Risk impacts to nearby sensitive receptors from construction of the proposed TOD #2 project would exceed the cancer risk thresholds of 10 in a million.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* Construction activities associated with future development of the Project could expose nearby receptors to substantial concentrations of TACs. Despite implementation of mitigation measures, construction-related health impacts may still exceed the applicable thresholds due to project-specific circumstances. Therefore, the impact of the construction activities upon air quality is considered a significant and unavoidable impact.

The following measures mitigate this impact to the extent feasible, but not to a less than significant level.

- AQ-TOD#2-4.1a: Ensure construction equipment meets US EPA-Certified Tier 3 emissions standards for off-road diesel-powered construction equipment greater than 50 horsepower. AQ
- AQ-TOD#2-4.1b: Prepare and submit a Health Risk Assessment.

## **Transportation and Circulation**

**Impact TRANS-TOD#2-15.1:** The proposed Project would add traffic to intersection #4 El Camino Real /Millbrae Avenue and would cause this intersection to degrade from Level of Service (LOS) D to LOS E in the AM peak hour and would add more than five (5) seconds of delay in the PM peak hour (currently operating at LOS E), resulting in LOS F under Existing (2014) Plus Project conditions.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* The operational phase of the Project would contribute a considerable level of traffic to the El Camino Real/Millbrae Avenue intersection causing it to degrade from LOS D to LOS E in the AM peak hour and would add more than five (5) seconds of delay in the PM peak hour (currently operating at LOS E), resulting in LOS F under Existing (2014) Plus Project conditions. Despite the implementation of Specific Plan Update Policy CP 26, which requires the City work with Caltrans to modify the El Camino Real / Millbrae Avenue intersection footprint through restriping, this impact is considered significant and unavoidable.

**Impact TRANS-TOD#2-15.2:** The proposed Project would result in the addition of traffic to intersection #4 El Camino Real/Millbrae Avenue causing this intersection to degrade from LOS D to LOS E in the AM peak hour and would add more than five (5) seconds of delay in the PM peak hour (operating at LOS F under baseline), resulting in LOS F under Near Term (2020) Plus Project conditions. The worsening of traffic conditions at this location is due primarily to the increase in traffic from the proposed TOD #2 project using El Camino Real as a regional and local access point.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* The operational phase of the Project would contribute a considerable level of traffic to the El Camino Real/Millbrae Avenue intersection causing this intersection to degrade from LOS D to LOS E in the AM peak hour and would add more than five (5) seconds of delay in the MP peak hour (operating at LOS F under baseline), resulting in LOS F under Near Term (2020) Plus Project conditions. Despite the implementation of Specific Plan Update Policy CP 26, which requires the City work with Caltrans to modify the El Camino Real / Millbrae Avenue intersection footprint through restriping, this impact is considered significant and unavoidable.

**Impact TRANS-TOD#2-15.3:** The proposed Project would add traffic to intersection #4 El Camino Real / Millbrae Avenue, which is expected to operate at LOS E during the AM peak hour and at LOS F during the PM peak hour under Cumulative (2040) No Project conditions. Traffic added by the proposed Project would increase vehicle delay at this intersection by more than five (5) seconds in the AM and PM peak hours under Cumulative (2040) Plus Project conditions and result in the intersection operating at LOS F.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* The operational phase of the Project would contribute a considerable level of traffic to the El Camino Real/Millbrae Avenue intersection, which is expected to operate at LOS E during the AM peak hour and at LOS F during the PM peak hour under Cumulative (2040) No Project conditions. Traffic added by the proposed Project would increase vehicle delay at this intersection by more than five (5) seconds in the AM and PM peak hours under Cumulative (2040) Plus Project conditions and result in the intersection operating at LOS F. Despite the implementation of Specific Plan

Update Policy CP 26, which requires the City work with Caltrans to modify the El Camino Real / Millbrae Avenue intersection footprint through restriping, this impact is considered significant and unavoidable.

**Impact TRANS-TOD#2-15.4:** The proposed Project would result in the addition of traffic to intersection #8 Rollins Road/Millbrae Avenue and would cause this intersection to degrade from LOS D to LOS E in the AM and PM peak hours under Cumulative (2040) Plus Project conditions.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* The operational phase of the Project would result in the addition of traffic at the Rollins Road/Millbrae Avenue that would cause this intersection to degrade from LOS D to LOS E in the AM and PM peak hours under Cumulative (2040) Plus Project conditions. Despite implementation of Mitigation Measure TRANS-TOD#2-15.4, which directs the City to consider expanding the Rollins Road/Millbrae Avenue intersection footprint, this impact is still significant and unavoidable.

The following measures mitigate this impact, but not to a less than significant level.

- Mitigation Measure TRANS-TOD#2-15.4: The City should work with Caltrans to expand the Rollins Road/Millbrae Avenue intersection footprint.

**Impact TRANS-TOD#2-16:** Implementation of the proposed TOD #2 project would result in a significant impact at the congestion management program (CMP) facilities during at least one (1) of the peak hours under Existing (2014), Near Term (2020) and Cumulative (2040) conditions as follows:  
Existing (2014) Plus Project

- El Camino Real/Millbrae Avenue - AM and PM peak hours

Near Term (2020) Plus Project

- El Camino Real/Millbrae Avenue -AM and PM peak hours

Cumulative (2040) Plus Project

- El Camino Real/Millbrae Avenue -AM and PM peak hours

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* The operational phase of the Project would contribute a considerable level of traffic to the El Camino Real/Millbrae Avenue intersection. Despite the implementation of Specific Plan Update Policy CP 26, which requires the City work with Caltrans to modify the El Camino Real / Millbrae Avenue intersection footprint through restriping, this impact is considered significant and unavoidable.

**Impact TRANS-TOD#2-18:** Queues that were already exceeding available storage space under Existing (2014) conditions were exacerbated under Existing (2014) Plus Project conditions at and between the intersections of El Camino Real/Millbrae Avenue and Rollins Road/Millbrae Avenue resulting in hazardous driving conditions from backed up traffic.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* The operational phase of the Project would contribute a considerable level of traffic to the El Camino Real/Millbrae Avenue and Rollins Road/Millbrae Avenue intersections. Despite the implementation of Specific Plan Update Policy CP 26 and Mitigation Measure TRANS SP-1.6 that direct the City work with Caltrans to modify the El Camino Real / Millbrae Avenue intersection footprint through restriping and expanding the Rollins Road/Millbrae Avenue intersection footprint, respectively, this impact is considered significant and unavoidable.

### **Utilities and Service Systems**

**Impact UTIL-TOD#2-1:** Implementation of the proposed Project would not have sufficient water supplies available to serve the project from existing entitlements and resources during multiple dry years.

*Findings:* The BART Board of Directors hereby makes findings (a)(1) and (a)(3) (described above), as required by 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Findings:* The lack of sufficient water supplies during dry years is considered a significant and unavoidable impact. The project applicant would be required to comply with Specific Plan Update Policy UTIL 17, which requires the project applicant prepare and submit a written statement that clearly demonstrates how the project complies with the water conservation and water efficiency ordinances adopted by the City and other applicable regulations. In addition, Policy UTIL 18 requires the City to work with the San Francisco Public Utilities Commission (SFPUC) to ensure that supplemental water supply sources for the 2035 build out year are identified and developed by the SFPUC. As a condition of project approval, the Project will be required to provide recycled water to the Project Site from the City's wastewater treatment facility on the east side of Highway 101. The provision of recycled water will not reduce the impact on the City's water supplies to a less than significant level, but the substitution of recycled water for potable water on the Project site for landscape irrigation and other allowed uses and the provision of this portion of the recycled water system which will allow recycled water to be extended elsewhere in the City will lessen the severity of the impact. Despite enforcement of these policies, this impact is considered significant and unavoidable.

### **Findings Regarding Significant Effects Mitigated to Less-Than-Significant Levels**

The Board of Directors has determined that, for the following effects, mitigation measures included in the FEIR will mitigate the effects of the Project to a less-than-significant level. The following identifies the pertinent mitigation measures by number and summary title. The full text of each of the mitigation measures cited below is found in the FEIR and that text is hereby incorporated by reference.

### **Air Quality**

**Impact AQ-TOD#2-3.3:** Risks levels for on-site sensitive receptors could exceed BAAQMD's applicable cumulative cancer risk threshold of 100 in a million due to siting the Project in proximity to sources of Toxic Air Contaminants (TAC).

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* The Health Risk Analysis must demonstrate that the measures identified will reduce health risks to an acceptable level or the sensitive land use will not be permitted at that location.

The following measure mitigates this impact to a less than significant level.

- AQ-TOD#2-3.3: Prepare and submit Health Risk Assessment and Implementation of Recommendations.

**Impact AQ-TOD#2-4.2:** Due to the proximity of the proposed Project site to high-volume roadways and potentially other stationary sources, on-site residents could potentially be exposed to substantial TAC concentration.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* The Health Risk Analysis must demonstrate that the measures identified will reduce health risks to an acceptable level or the sensitive land use will not be permitted at that location.

The following measure mitigates this impact to a less than significant level.

- AQ-TOD#2-3.3: Prepare and submit Health Risk Assessment and Implementation of Recommendations.

## **Cultural Resources**

**Impact CULT-TOD#2-2a:** The proposed Project would have the potential to cause a significant impact to an archaeological resource pursuant to CEQA Guidelines Section 15064.5.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* No archeological resources have been identified within the Project area. Although the locations identified for development are concentrated on sites in areas that have previously been developed or where development would have a lesser impact on historical archeological resources, there is a potential to encounter heretofore unidentified buried cultural resources. If a potentially significant subsurface cultural resource is encountered during ground disturbing activities, all construction activities within a 100-foot radius shall cease until a qualified archeologist determines whether the resource requires further study. In addition, tribal representatives are to be notified if a significant excavation could reach depths below which no such excavation has previously occurred.

The following mitigation measures mitigate this impact to a less than significant level.

- CULT-TOD#2-2a: Stop work if cultural resources are encountered during ground-disturbing activities.
- CULT-TOD#2-2b: Notify tribal representatives if significant excavation could reach depths below which prior no such excavation has previously occurred.

**Impact CULT-TOD#2-3:** The proposed Project would have the potential to directly or indirectly affect a unique paleontological resource or site, or unique geologic feature.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* If fossils or fossil-bearing deposits are encountered during ground-disturbing activities, excavations within a 50-foot radius of the find shall be temporarily halted or diverted until a City-approved qualified paleontologist determines whether the resource requires further study or additional measures, as described in Mitigation Measure CULT-TOD#2-3. These measures would ensure that such resources are adequately protected.

The following measure mitigates this impact to a less than significant level.

- CULT-TOD#2-3: Stop work if fossils or fossil bearing deposits are encountered during ground disturbing activities.

### **Geology, Soils, and Seismicity**

**Impact GEO-TOD#2-1:** The proposed Project could expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving surface rupture along a known active fault; strong seismic ground shaking; seismic-related ground failure, including liquefaction and landslides.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* The recent geotechnical investigation of the Project site concluded that "variable liquefaction settlement" was one of the two most significant geotechnical constraints on the Project site. Prior to approval of grading permits for construction permits, the City will require the performance of a final geotechnical investigation, which shall contain specific recommendations for project design and construction. The City shall review and approve such report and a geotechnical engineer of record shall verify that the work is performed as recommended.

The following mitigation measure mitigates this impact to a less than significant level.

- GEO-TOD#2-1: Require a detailed geotechnical investigation prior to approval of grading permits.

**Impact GEO-TOD#2-3:** The proposed Project could result in a significant impact related to development on unstable geologic units and soils or result in lateral spreading, subsidence, liquefaction, or collapse.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* A recent detailed geotechnical investigation at the Project site revealed the presence of significant thicknesses of Bay Mud. Bay Mud often poses a geological hazard due to consolidated settlement or subsidence, and the geotechnical report considered its presence one of the two most significant geotechnical constraints at the site. Prior to approval of grading permits for

construction permits, the City will require the performance of a final geotechnical investigation, which shall contain specific recommendations for project design and construction. The City shall review and approve such report and a geotechnical engineer of record shall verify that the work is performed as recommended.

The following mitigation measure mitigates this impact to a less than significant level.

- GEO-TOD#2-3: Require a detailed geotechnical investigation prior to approval of grading permits.

**Impact GEO-TOD#2-4:** The proposed Project could create substantial risks to property because of its location on expansive soil, as defined by Section 1803.5.3 of the California Building Code.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* A recent detailed geotechnical investigation at the Project site included a detailed evaluation of expansive soil. Prior to approval of grading permits for construction permits, the City will require the performance of a final geotechnical investigation, which shall contain specific recommendations for project design and construction. The City shall review and approve such report and a geotechnical engineer of record shall verify that the work is performed as recommended.

The following mitigation measure mitigates this impact to a less than significant level.

- GEO-TOD#2-4: Require a detailed geotechnical investigation prior to approval of grading permits.

## **Hazards and Hazardous Materials**

**Impact HAZ-TOD#2-4:** Future redevelopment of the Project site would include a mixed commercial and residential development where contaminate soil and groundwater could pose a significant hazard to the public or the environment during redevelopment activities.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* Numerous environmental studies conducted at the Project site between approximately 1989 and 2001 indicate that the past site uses have impacted soil and groundwater. The predominant contaminants of concern (COC) that have been identified are lead (in soil) and petroleum hydrocarbons, primarily diesel and oil range petroleum hydrocarbons (in soil and ground water). As such, the city would require additional studies / inspections and incorporate all recommendations to prevent the accidental exposure of persons to hazardous materials.

The following mitigation measure mitigates this impact to a less than significant level.

- HAZ-TOD#2-4a: Have the "Oversight Agency" determine the proposed land use for the property would not present an unacceptable risk to human health.
- HAZ-TOD#2-4b: Prepare a vapor intrusion assessment and incorporate all recommendations.
- HAZ-TOD#2-4c: Prepare a soil inspection and incorporate all recommendations.

## **Noise**

**Impact NOISE-TOD#2-1:** The proposed Project would expose people to or generate noise levels in excess of standards established in the General Plan, and/or the applicable standards of other agencies.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* The proposed Project is in an area that exceeds maximum outdoor noise level goal and could exceed residential indoor noise standards. The City would require acoustical studies that demonstrate the residential structures have been designed to limit interior noise in habitable rooms to acceptable noise levels.

The following mitigation measure mitigates this impact to a less than significant level.

- NOISE-TOD#2-1: Require acoustical studies during the project design phase to demonstrate structures have been designed to limit noise to acceptable levels.

**Impact NOISE-TOD#2-2:** The proposed Project could result in the exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels from vibration related to railway transportation activity.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* The proposed Project site would be in proximity to Caltrain tracks, where trains have been known to travel at speeds of up to 70 mph. The Project could therefore expose persons to or generate excessive groundborne vibration or groundborne noise levels from vibration related to railway transportation activity. The City would require a vibration evaluation study that includes a map describing the setting with surrounding uses and vibration sources identified, and a quantitative description of the vibration environment. The evaluation report shall include design recommendations for external Project features or internal Project features or both to adequately mitigate rail vibration at the receiver property.

The following mitigation measure mitigates this impact to a less than significant level.

- NOISE-TOD#1-2: Require a vibration evaluation study and incorporate design recommendations into external and internal project features.

**Impact NOISE-TOD#2-4:** Construction activities associated with the proposed Project would result in substantial temporary or periodic increases in ambient noise levels near the Project site above existing levels.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* Construction associated with the proposed Project would generate noise due to the off-road equipment needed for building construction. The City would require the construction contractor to minimize potential noise sources through various means such as ensuing equipment is well maintained, unnecessary idling of internal combustion engines is limited, sound barriers shall be erected along the project property line abutting to operational business, residences or other noise sensitive land uses, etc.

The following mitigation measure mitigates this impact to a less than significant level.

- NOISE-TOD#2-4: Require the construction contractors to implement noise reduction measures.

**Impact NOISE-TOD#2-5:** The Project would cause exposure to people residing or working near the Project site to excessive aircraft noise levels.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* The proposed Project is in an area that exceeds maximum outdoor noise level goal and could exceed residential indoor noise standards. The City would require acoustical studies that demonstrate the residential structures have been designed to limit interior noise in habitable rooms to acceptable noise levels.

The following mitigation measure mitigates this impact to a less than significant level.

- NOISE-TOD#2-5: Require acoustical studies during the project design phase to demonstrate structures have been designed to limit noise to acceptable levels.

## **Traffic and Circulation**

**Impact TRANS-TOD#2-20:** The proposed Project would reduce access to transit service or create unsafe access for transit passengers.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and state in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* Under the adopted Millbrae Station Area Specific Plan, four shuttle stops were to be provided along East Station Road and three shuttle stops were to be provided east of Rollins Road on the new Garden Lane. The Project as evaluated in the EIR showed five shuttle stops including two on East Station Road and three shuttle stops on the new Garden Lane east of Rollins Road. The EIR found that shuttle stops on the New Garden Lane east of Rollins Road were too far away and would require passengers would have to cross Rollins Road at the new Garden Lane intersection which increases risk to passengers compared to the current configuration which does not require passengers to cross a roadway between the drop-off point and the Millbrae Station. This would result in a significant impact under existing and cumulative conditions.

The Project has been changed to provide at least four shuttle stops on East Station Road that are comparable in distance to the Millbrae Station to the existing shuttle stops and provide a route that does not require passengers to cross roadways. Additionally, another shuttle stop would be located on the west side of Rollins Road between East Station Road and the new Garden Lane which also would provide a route for passengers to walk to the Millbrae Station without crossing a roadway. The conditions of approval include the provision of at least one shuttle stop in front of Building 6A which would be closer that the shuttle stops contemplated on Garden Lane, but would require passengers to cross Rollins Road. The revised Project as conditioned provides sufficient shuttle stops to accommodate future transit needs and locates the shuttle stops as close as possible to the Millbrae Station.

The following mitigation measure mitigates this impact to a less than significant level.

- TRANS-TOD#2-20: The project shall provide shuttle access on the eastside of the station as close to the Millbrae Station entrance as possible taking into consideration the design constraints of the proposed Project. The intersection crossing at Garden Lane and Rollins Road shall be designed with improvements to enhance the safety and convenience of pedestrian access to shuttle access on Garden Lane.

## **Utilities and Service Systems**

**Impact UTL-TOD#2-6:** The proposed Project would adversely affect the already limited capacity of sewer pipes adjacent to the Project site.

*Finding:* The BART Board of Directors hereby makes finding (a)(1) (described above), as required by PRC 21081 and set out in State CEQA Guidelines Section 15091, with respect to the above identified effect.

*Facts in Support of Finding:* The additional sanitary flows from the proposed Project will affect the already limited capacity of sewer pipes adjacent to the Project site. The inability of the existing sanitary sewer system to accommodate the increased flows associated with the proposed Project, combined with a high rate of inflow and infiltration would result in a significant impact. Accordingly, the City would require the project applicant to design and construct (or pay fair share of) the capital improvements required to increase capacity.

The following mitigation measure mitigates this impact to a less than significant level.

- UTIL-TOD#2-6: Require the Project applicant to design and construct (or pay fair share of) the capital improvements required to increase capacity.

## **Findings Regarding the Alternatives**

As required by CEQA, a discussion of possible alternatives to the Project, including the No-Project Alternative, was included in the FEIR. The two alternatives analyzed in detail in the EIR represent a reasonable range of potentially feasible alternatives that reduce one or more significant impacts of the Project. These alternatives include: 1) No Project Alternative and 2) Lower Intensity Project Alternative.

Section 15091 (a)(3) of the State CEQA Guidelines requires a responsible agency to make the findings required by Section 15091; and Section 15091 (a)(3) provides that a lead agency may find that the significant impacts of a project alternative render that alternative infeasible for legal, social, technological, or other considerations. Chapter 5 of the Final EIR screened two alternatives for technical, logistical, and financial infeasibility, but did not evaluate the alternatives for all economic, legal, social, or other considerations. Thus, the use of the term, “infeasible” in the finding below is more expansive than as used in Chapter 5 of the Final EIR. An alternative may have been determined to be technically, logistically, and financially “feasible” in the Final EIR and still ultimately to be determined “infeasible” within the meaning of Section 15091 (a)(3). *City of Del Mar v City of San Diego* (1982) 133 Cal. App. 3d 401, 417. Where there are competing and conflicting interests to be resolved, the determination of infeasibility “is not a case of straightforward questions of legal or economic feasibility”, but rather based on policy considerations. *Cal. Native Plant Society v. City of Santa Cruz* (2009) 177 Cal. App. 4<sup>th</sup> 957, 1001-02. “An alternative that is impractical or undesirable from a policy standpoint may be rejected as infeasible” *Id.* at 1002.

## **No-Project Alternative**

*Findings:* The BART Board of Directors hereby finds that this alternative is ultimately rejected as infeasible for the following reasons.

*Facts in Support of Findings:* The No-Project Alternative would not accomplish the primary intent of the Project that is to develop a high-quality mixed-use development in the Specific Plan Area. The No-Project Alternative would not respond to changing market conditions and demographic shifts, while considering planning goals, such as enhancing pedestrian mobility, bicycle circulation, and transit access. The No-Project Alternative would not redevelop an underutilized property within the Specific Plan Area to provide a high-quality, high-density mixed-use project directly adjacent to the Millbrae Station that provides a well-designed and well-situated mixed-use development for current and future residents and employees desiring to reside and work in a transit friendly environment in Millbrae with convenient transit connectivity to the larger Bay Area. The No-Project Alternative would result in less office, retail, and residential development, when compared to existing conditions.

The No-Project Alternative would not build a project consistent with the City's Priority Development Area designation by the Association of Bay Area Governments (ABAG) and the Metropolitan Transportation Commission (MTC) through the Bay Area's Regional FOCUS program, which is intended to encourage high density new development near transit nodes helping to reduce greenhouse gas emissions through a reduction in vehicle trips. Nor would the No-Project Alternative achieve sustainable aspects of construction through current green building practices.

Under the No-Project Alternative, the proposed TOD #2 Project would not be approved, and the TOD #2 Project site would be developed consistent with the 1998 Millbrae Station Area Specific Plan as amended by the City Council in 2002 (1998 Specific Plan). Even if no action were taking on the TOD #2 Project, regional growth, and the associated environmental effects linked to this growth, would continue to occur under the provisions of the 1998 Specific Plan. Accordingly, because the No-Project Alternative would continue to maintain the 1998 Specific Plan, which includes office land uses only, it would not meet the overall intent of the proposed TOD #2 Project to develop a high-quality mixed-use development on the TOD #2 Project site including office, retail, high-density residential units and a hotel with convenient transit connectivity to the larger Bay Area.

For all the foregoing reason, and any of them individually, the No-Project Alternative is determined to be infeasible.

## **Lower Intensity Project Alternative**

*Findings:* The BART Board of Directors hereby finds that this alternative is ultimately rejected as infeasible for the following reasons.

*Facts in Support of Findings:* While this alternative was identified as the environmentally superior alternative in the DEIR, the Lower Intensity Project Alternative would not achieve the Specific Plan Update's objectives for the Project area to the same extent as the proposed Project.

Under this alternative, the overall development assumed for the Project would be substantially reduced from what is proposed. The Lower Intensity Alternative would generally have the same mix of land uses as the proposed Project; however, the overall development would be reduced by 30 and no residential development would occur. Under the Project objectives, the type of mixed-use development should include Class A office, retail and high-density residential units for residents and employees desiring to reside and work in a transit friendly environment in Millbrae with convenient transit connectivity to the larger Bay Area. The Lower Intensity Alternative would not include all types of land uses and those that were included would be at a reduced level; therefore, this Alternative would generally meet the primary intent of the project.

This Alternative would reduce the significant-and-unavoidable impacts related to air quality, land use and planning, traffic and circulation, and water supply, and would reduce the less-than-significant impacts to GHG emissions, public services, wastewater, solid waste and energy conservation. For these reasons, the Lower Intensity Alternative is considered the environmentally superior alternative.

The Lower Intensity Alternative would generally meet the Project objectives, but substantially decrease the overall development from that of the proposed Project. The elimination of residential development under this Alternative would not provide the same level of high-density housing proposed under the Project. The Lower Intensity Alternative would result in similar environmental impacts as those of the proposed Project and consequently provide less development potential and high-density housing for the City of Millbrae. Therefore, while the Lower Intensity Alternative is the environmentally superior alternative, it would not provide the greatest service to Millbrae with regards to economic development and high-density housing.

The Less Intensity Alternative would not build a project consistent with the City's Planned Development Area (PDA) designation by the ABAG and the MTC through the Bay Area's Regional FOCUS program, which is intended to encourage high density new development near transit nodes that will help to reduce greenhouse gas emissions through a reduction in vehicle trips.

For all the foregoing reasons, and any of them individually, the Less Intensity Alternative is not preferred over the proposed project.

## Attachment B

### MILLBRAE STATION AREA SPECIFIC PLAN ENVIRONMENTAL IMPACT REPORT STATEMENT OF OVERRIDING CONSIDERATION FOR TOD PROJECT #2

The Millbrae Station Area Specific Plan Update and Transit-Oriented Development #1 and #2 Final EIR indicates that if the Transit-Oriented Development #2 (TOD #2) Project is implemented, certain significant and unavoidable impacts would result, including air quality impacts, transportation impacts at the intersections of El Camino Real/Millbrae Avenue and Rollins Road/Millbrae Avenue, and water supply impacts.

In accordance with CEQA Guidelines Section 15093, the San Francisco Bay Area Rapid Transit District (BART) Board of Directors adopts and makes this statement of overriding considerations concerning the unavoidable significant impacts of TOD #2 to explain why the TOD #2 Project's benefits override and outweigh its unavoidable impacts.

The BART Board of Directors finds that the Project's unavoidable significant impacts are acceptable considering its benefits. Each benefit set forth below constitutes an overriding consideration warranting approval of the Project, independent of the other benefits, despite each and every unavoidable impact.

#### **Fiscal and Economic Considerations**

1. The Project promotes sustainability with a focus on increasing and promoting alternate modes of transportation, maintaining a healthy local economy, and expanding public use areas and open spaces.
2. The Project provides a comprehensive and balanced approach for economic development and helps to support the City's investment in economic development initiatives designed to create the Plan Area into a regional destination. The City's ability to provide for a vibrant, diverse and sustainable economy that provides a range of employment and generates sufficient revenue to maintain high quality City Services is dependent on having developments that support economic development.

#### **Housing Considerations**

1. The Project contributes to the provision of a more diverse range of housing opportunities. The Project follows the goals of the Millbrae Station Area Specific Plan, which identified existing and projected needs of all economic segments of the community.
2. The Project supports the City's long-range plan for meeting regional housing needs, while balancing environmental, economic, and fiscal factors and community goals.

#### **Environmental Considerations**

1. The Project follows the principles of planning sustainable communities by meeting both present and future needs of the City.
2. The Project incorporates all feasible mitigation measures to reduce potential environmental impacts to the greatest extent practicable.
3. The Project provides for development in proximity to the transit corridor.

## **Social Considerations**

1. The Project is the result of community engagement that began in summer 2013, with numerous public meetings conducted since that time, including meetings of the appointed Technical Advisory Committee (TAC), Planning Commissions and BART Board of Directors meetings, and community meetings.
2. The Project reflects the community vision and goals for the future of the Specific Planning area, as implemented through the Millbrae Station Area Specific Plan Update providing a sense of purpose, mission and tone to the goals, policies, and guidelines.