SETTLEMENT AGREEMENT

This Settlement Agreement and Covenant Not to Sue ("Settlement Agreement") is entered into by and among Plaintiffs URBAN HABITAT PROGRAM and SANDRA DE GREGORIO, Intervenor PEOPLE OF THE STATE OF CALIFORNIA, EX REL. EDMUND G. BROWN JR., ATTORNEY GENERAL and Defendants CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON.

1. RECITALS

This Settlement Agreement is entered into based upon the following facts:

1.1 On or about June 20, 2006, Plaintiffs sent a letter to the City of Pleasanton asserting various shortcomings in the City's compliance with affordable housing laws, and requesting a meeting to resolve the issues identified. A meeting was held on or about August 22, 2006, but the parties could not resolve the matter at the time.

1.2 After further informal discussions proved unsuccessful, on or about October 17, 2006, Plaintiffs Urban Habitat Program and Sandra De Gregorio filed an action in Alameda Superior Court known as *Urban Habitat Program, et al. v. City of Pleasanton, et al.*, Case No. RG 06 293831 ("Urban Habitat Litigation"). The Complaint alleged, among other things, and the City denies, that the City had failed to complete the rezoning of sites for affordable housing, that certain City ordinances and housing practices, including the City's 29,000-unit "Housing Cap," conflicted with State law, and that certain acts and omissions of the City unlawfully discriminated against housing for lower-income households and against lower-income families with children. The Complaint asserted, and the City denies, eight causes of action, alleging violations of State statutes and the State Constitution.

1.3 On or about May 17, 2007, after a previous demurrer had been sustained with leave to amend, the Superior Court sustained the City's demurrer to the First Amended Complaint without leave to amend. The Court held that all eight causes of action were time-barred and that three causes of action were unripe.

1.4 On or about June 20, 2008, the Court of Appeal reversed the Superior Court, reinstating six of the eight causes of action asserted. *Urban Habitat Program v. City of Pleasanton*, 164 Cal. App. 4th 1561 (2008). The California Supreme Court denied the City's petition for review on or about October 22, 2008.

1.5 On remittitur to the Superior Court, Plaintiffs filed a Second Supplemental and Amended Petition for Writ of Mandate and Complaint for Declaratory and Injunctive Relief on or about May 1, 2009. The Second Amended Complaint included causes of action, which the City contests, for writ of

mandate (first through fourth causes of action) and additional causes of action for declaratory and injunctive relief (seventh and eighth causes of action). The Parties agreed to bifurcate the seventh and eighth causes of action for separate trial.

1.6 On or about June 24, 2009, People of the State of California, ex rel. Edmund G. Brown Jr., Attorney General, filed a Complaint in Intervention in the Urban Habitat Litigation, joining in Plaintiffs' first three causes of action. The Court overruled the City's demurrers to the Second Amended Complaint and the Complaint in Intervention on or about August 27, 2009.

1.7 On or about August 21, 2009, People of the State of California, ex. Rel. Edmund G. Brown Jr., Attorney General, filed an action in Alameda Superior Court known as *People of the State of California v. City of Pleasanton, et al.*, Case No. RG 09 469878 ("General Plan/CEQA Litigation"). The Complaint alleged, among other things, and the City denies, that in adopting an updated General Plan and certifying an environmental impact report the City failed to fully evaluate and disclose reasonably foreseeable environmental effects or to consider less environmentally harmful alternatives, in violation of the California Environmental Quality Act ("CEQA"). On or about September 15, 2009, the Superior Court entered the Parties' stipulated stay of the General Plan/CEQA litigation pending the Court's ruling in the Urban Habitat Litigation.

1.8 On or about October 15, 2009, Plaintiffs filed a Motion for Writ of Mandate on their first, second, third, and fourth causes of action in the Urban Habitat Litigation. Intervenor concurrently filed a Motion for Writ of Mandate on its first, second, and third causes of action. Those motions came on regularly for hearing before the trial court on December 18, 2009.

1.9 On or about March 12, 2010, the Court issued its Order Granting Petition for Writ of Mandate ("March 12, 2010 Order"). For purposes of reference, the March 12, 2010 Order is attached hereto as **Exhibit A**.

1.10 Soon after entry of the March 12, 2010 Order, the Parties began a series of meetings to determine whether negotiation of a resolution of Plaintiffs' and Intervenor's disputed claims would be possible and advisable. The tenor of these meetings was amicable and the negotiations were constructive. The parties have worked extensively to reach a settlement that benefits all participants and achieves results for each party that they could not have achieved through a litigated outcome.

1.11 The Parties have worked in good faith to arrive at this Settlement Agreement. As reflected herein, the City has an interest in making housing more available and affordable in Pleasanton, and has worked with Plaintiffs and Intervenor to arrive at a resolution of the issues that promote

the interests of the Pleasanton community while meeting the housing needs of lower-income families. The City has agreed to satisfy the obligations set forth in this Settlement Agreement. The City has welcomed, and welcomes, the participation of Plaintiffs and Intervenor in all public processes relating thereto.

1.12 In July 2010, the Parties agreed in concept on a tentative settlement. That tentative settlement was memorialized by a Term Sheet and attachments thereto. Plaintiffs and Intervenor approved the Term Sheet and attachments on July 14, 2010; the City Council approved the Term Sheet and attachments on July 20, 2010. For purposes of reference, the Term Sheet and attachments are attached hereto as **Exhibit B**.

1.13 The Parties desire to fully settle and resolve the merits of the Urban Habitat Litigation and General Plan/CEQA Litigation, without further litigation on the terms set forth herein.

2. DEFINITIONS

2.1 "DATE OF APPROVAL" means the first date on which all of the parties have executed this Agreement.

2.2 "PLAINTIFFS" means Urban Habitat Program and Sandra De Gregorio.

2.3 "INTERVENOR" means the People of the State of California, ex rel. Edmund G. Brown Jr. Attorney General.

2.4 "DEFENDANTS" and "CITY" may be used interchangeably herein, and mean the City of Pleasanton and its City Council.

2.5 "URBAN HABITAT LITIGATION" means the action filed by Plaintiffs on or about October 17, 2006 known as *Urban Habitat Program, et al. v. City of Pleasanton, et al.*, Case No. RG 06 293831, in which the People of the State of California, ex rel. Edmund G. Brown Jr., Attorney General intervened on or about June 24, 2009.

2.6 "GENERAL PLAN" means the City's updated General Plan for the period 2005-2025, adopted on or about July 21, 2009.

2.7 "GENERAL PLAN/CEQA LITIGATION" means the action filed by The State of California on or about August 21, 2009 known as *People of the State of California, ex rel. Edmund G. Brown Jr., Attorney General v. City of Pleasanton, et al.*, Case No. RG 09 469878.

2.8 "HOUSING CAP" means the City's maximum housing buildout of 29,000 units within its Planning Area, as currently designated in Policy 24 and Programs 24.1, 24.2, and 24.3 of the Land Use Element of the General Plan of the City of Pleasanton.

2.9 "HCD" means the California Department of Housing and Community Development.

2.10 "HUD" means the U.S. Department of Housing and Urban Development.

2.11 "RHNA" means the Regional Housing Needs Allocation as set periodically by the Association of Bay Area Governments pursuant to California Government Code section 65584.

2.12 "AMI" means the Area Median Income, as adjusted for household size, and as determined from time to time by HUD and HCD.

2.13 "PRIOR PLANNING PERIOD" means the period covering the third revision of the housing element, for which the Association of Bay Area Governments assigned the City, in or about March 2001, a RHNA comprising 5,059 total units, including 729 very-low income units, 455 low-income units, 1,239 moderate-income units, and 2,636 above-moderate income units.

2.14 "CURRENT PLANNING PERIOD" means the period covering the fourth revision of the housing element, for which the Association of Bay Area Governments assigned the City, in or about May 2008, a RHNA comprising 3,277 total units, including 1,076 very-low income units, 728 low-income units, 720 moderate-income units, and 753 above-moderate income units.

2.15 "THREE HACIENDA SITES" means the three sites referenced in City Ordinance No. 1998, specifically, sites 7G (the WP Carey site at the southeast corner of Owens Drive and Willow Road, Asssessor Parcel No. (APN) 941-2778-013-00 and part of APN 941-2778-012-00), 7E (the BRE site at the north corner of Hacienda Drive and Gibraltar Drive, APN 941-2778-011-00), and portions of Site 6 (the Roche Molecular Systems site south of Gibraltar Drive between Willow Road and Hacienda Drive, a portion of APN 941-2761-003-00) in the Hacienda Business Park.

2.16 "WINDSTAR" means the 350-unit residential project which the City approved in or around September 2008, to be located on a 6.9-acre parcel adjacent to the future West Dublin/Pleasanton BART station.

AGREEMENT

3. RECITALS INCORPORATED.

3.1 The above recitals and definitions are incorporated into and made a part of this Settlement Agreement.

4. HOUSING CAP

4.1 No later than October 19, 2010, the City Council will amend the Pleasanton General Plan by:

4.1.1 Eliminating Policy 24 and Programs 24.1, 24.2 and 24.3 from the Land Use Element of its General Plan, and

4.1.2 Eliminating all references to the Housing Cap and related programs and policies throughout the various elements of its General Plan.

4.1.3 Pending the amendment of the General Plan as set forth in this Paragraph 4.1, the City shall continue not to implement, administer or enforce Policy 24 or Programs 24.1, 24.2 and 24.3 of its General Plan.

4.2 Nothing in this Settlement Agreement shall prohibit the City from exercising its legislative authority to enact new and different growth management or other regulations in compliance with State law and consistent with this Settlement Agreement.

5. NON-DISCRIMINATION POLICY

5.1 The City represents, and Plaintiffs and Intervenor agree, that on July 20, 2010, the City adopted a non-discrimination resolution, Resolution No. 10-390. That Resolution is attached as **Exhibit C** to this Settlement Agreement, and incorporated herein by this reference.

6. HOUSING ELEMENT

6.1 No later than August 16, 2011, the City will submit to HCD, for its statutory compliance review, a draft updated Housing Element for the Current Planning Period.

6.2 The City will adopt an updated Housing Element for the Current Planning Period within 90 days after receiving HCD's comments on its draft Housing Element.

6.2.1 For unique and unforeseen circumstances, the Parties may agree to a reasonable extension of this date. Any delay or controversy in the Housing Element update and HCD review process related to any claim by the City that it should be credited for the rezoning of 350 lower-income units during the Prior Planning Period, based on its approval of the 350-unit Windstar project in or around September 2008, shall not constitute a unique and unforeseen circumstance for purposes of this section. Nothing in this Settlement Agreement shall limit the City's right, which the City reserves, to argue and address this issue during the Housing Element update and HCD review process.

6.3 No later than February 20, 2011, the City will release to the public, and provide to Plaintiffs and Intervenor, a draft Housing Element site inventory pursuant to Government Code §§ 65583(a)(3) and 65583.2.

6.4 As part of its Housing Element update process, the City will study, evaluate and consider adoption of Housing Element goals and programs that promote affordable non profit housing development for families as well as special needs households and that strengthen and promote construction of affordable units for families, as set forth more fully in **Exhibit C**.

6.5 The City will implement the actions set forth in Sections 2 and 3 of Resolution No. 10-390, adopted by the City Council on July 20, 2010, in the form attached as **Exhibit C** to this Settlement Agreement, in the course of the City's Housing Element update process. Nothing in this section or this Settlement Agreement is intended to limit the City's discretion with respect to the implementation of Resolution No. 10-390.

6.6 The City will complete any and all rezonings and General Plan amendments necessary to accommodate in full its RHNA at each income level for the Current Planning Period prior to or concurrent with its adoption of the updated Housing Element.

6.7 The City will prepare and certify an environmental impact report (EIR) prior to or concurrent with adoption of the updated Housing Element.

7. HACIENDA BUSINESS PARK REZONINGS

7.1 The obligations of this section shall apply solely to the Three Hacienda Sites.

7.2 No later than November 2, 2010, the City Council will amend Ordinance No. 1998 to delete Section 5, "PUD Modification Contingency."

7.3 Development Standards, Design Guidelines and Application Process

7.3.1 Phase I: Core Development Standards

(a) No later than January 4, 2011, the City Council will approve the following core development standards for the three Hacienda sites:

(i) Density: Minimum of 30 units per acre

(ii) Affordability: The greater of (a) 15% of all units, or (b) 130 units, will be made available exclusively to very-low income (50% of AMI) households. Through the affordable housing

agreements entered into between the City and each developer, these affordable units will be deed-restricted in perpetuity. The affordable housing agreements will be recorded and will run with the land.

(iii) Section 8 Rental Assistance Vouchers: Through the affordable housing agreements entered into between the City and each developer, the developments will be required to accept HUD Section 8 Rental Vouchers as a means of assisting qualified applicants.

(iv) Bedroom Mix of Affordable Units: A minimum of 10% of the total affordable units will be three-bedroom units; a minimum of 35% of the total affordable units will be two-bedroom units; and the remaining affordable units will be one bedroom units.

(v) Location of Affordable Units: Affordable units will be dispersed throughout the development.

7.3.2 Phase II: Non-Core Development Standards and Design Guidelines

(a) No later than March 1, 2011, the City will develop and approve non-core development standards and design guidelines for the three Hacienda sites that are not inconsistent with the core development standards set forth in Section 7.3.1.

7.3.3 Phase III: Adoption of Development Standards and Design Guidelines

(a) No later than March 1, 2011, the City Council will adopt a PUD zoning ordinance for the three Hacienda sites setting forth the core and non-core development standards and design guidelines, as described in Sections 7.3.1 and 7.3.2.

7.3.4 Phase IV: Project Application

(a) Commencing at the effective date of the PUD Zoning Ordinance, the City will accept development application(s) from developer(s)/property owner(s) as part of the City's PUD application process to determine

conformity with development standards and design guidelines.

7.3.5 Phase IV Project Approvals

(a) In processing Phase IV development applications, the City will use its discretion to adopt conditions relative to interpretation of design standards and design guidelines but shall not deny a PUD application for a housing development on the three Hacienda Sites that meet the core and non-core development standards and/or design guidelines, and in accordance with Government Code §65589.5 shall not condition a project in a manner that makes it infeasible.

8. CLIMATE ACTION PLAN

8.1 No later than February 17, 2012, the City will adopt a Climate Action Plan. The City shall prepare a Supplemental Environmental Impact Report ("SEIR") for the Climate Action Plan.

8.2 On July 20, 2010 the City approved a professional services agreement, incorporating a July 8, 2010 Revised Scope, Budget and Timeline for Pleasanton Climate Action Plan: General Plan Update and Housing Element Environmental Documentation with ESA, a consultant for the preparation of the Climate Action Plan and SEIR. The proposal upon which that agreement was based, which the City has provided to Plaintiffs and Intervenor, is attached hereto as **Exhibit D**. The City will implement the Scope of Services as proposed; provided, however, that the City may, in its discretion, and after providing advance written notice to Intervenor and Plaintiffs, modify the Scope of Services in a manner that does not prevent the City from fully addressing the allegations raised by the General Plan/CEQA litigation.

8.3 The Climate Action Plan will address the allegations raised by the GENERAL PLAN/CEQA LITIGATION, as spelled out in the Scope of Services.

8.4 The Attorney General's Office has interpreted CEQA and its Guidelines to require that the City analyze its GHG emissions and reduction strategies for the life of a project (through 2025 for the City's General Plan), and to require that the City measure GHG impacts against physical environmental conditions as they exist at the time a Notice of Preparation is published, not against a "business as usual" scenario. The City acknowledges, but is not bound by, these interpretations, and shall consider drafting the SEIR to be consistent with these interpretations.

8.5 Except as otherwise expressly provided herein, nothing in this Settlement Agreement requires the City to undertake any obligation with respect to the Climate Action Plan, or the SEIR for the Climate Action Plan, in excess of the obligations generally imposed under CEQA or any other State law.

9. CEQA

9.1 As appropriate, the City will conduct environmental analysis in accordance with CEQA and CEQA Guidelines for the actions identified in this Settlement Agreement.

10. NO ADDITIONAL LITIGATION; PLAINTIFFS' WAIVER AND RELEASE

10.1 The City shall not pursue an appeal or further litigation of claims brought by Plaintiffs or Intervenor in the Urban Habitat Litigation or the General Plan/CEQA Litigation.

10.2 Upon entry of judgment in accordance with section 12.1, Plaintiffs and Intervenor shall voluntarily dismiss with prejudice the two remaining causes of action in the Urban Habitat Litigation (Seventh and Eighth Causes of Action) and the entire General Plan/CEQA Litigation.

10.3 Except as expressly provided herein, for and in consideration of the covenants made herein, Plaintiffs do hereby completely waive, release and forever discharge the City, and the City's predecessors and successors-in-interest, heirs, assigns, past, present, and future, Council members, staff, principals, agents, officers or directors, managers, employees, attorneys, insurers and all other persons or entities in any manner related thereto or acting on their behalf, from any and all claims, demands, actions, proceedings and causes of action of any and every sort, whether known or unknown, arising out of or relating to the Urban Habitat Litigation. Except as expressly provided herein, Plaintiffs further covenant not to sue the City for claims, damages and/or any and all other relief arising from or in any manner connected with the Urban Habitat Litigation, and promise and agree that they will not file, participate in, or encourage, assist or instigate the filing of any claims and/or causes of action in any state or federal court or any proceedings before any local, state, or federal agency, against the City arising out of the Urban Habitat Litigation.

10.4 Plaintiffs and the City intend this Settlement Agreement to be and constitute a full general release and to constitute a full and final accord and satisfaction extending to all claims arising out of or relating to the Urban Habitat Litigation, whether the same are known, unknown, suspected or anticipated, unsuspected or unanticipated. Accordingly, except as expressly provided herein, Plaintiffs, by signing this Settlement

Agreement, agree and warrant that they have read, understand and expressly release and waive the provisions of California Civil Code Section 1542, which reads as follows:

> A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Plaintiffs understand and acknowledge that the significance and consequence of this release and waiver of California Civil Code Section 1542 is that, except as expressly provided herein, even if Plaintiffs should eventually suffer additional damages or losses arising out of or relating to the Urban Habitat Litigation, or should there exist other undisclosed rights, obligations or liabilities arising out of or relating to the Urban Habitat Litigation or the General Plan/CEQA Litigation, Plaintiffs may not make any claim for those damages, losses or obligations.

10.5 In consideration of the City's satisfaction of its obligations under this Settlement Agreement, Plaintiffs and Intervenor will not pursue additional litigation against the City in any state or federal court or before any local, state or federal agency with respect to any claims existing as of the Date of Approval, known or unknown, with respect to the matters alleged in the Urban Habitat Litigation and the General Plan/CEQA Litigation. Plaintiffs shall not encourage or assist any other person or entity to do so.

10.6 This Settlement Agreement shall not extend to any claim or cause of action arising from any transaction or occurrence subsequent to the Date of Approval, including without limitation any claim that Plaintiffs or Intervenor may assert in connection with the City's new Housing Element update or the City's Climate Action Plan prepared pursuant to Section 8 of this Agreement.

11. CITY PERMITTING AUTHORITY

11.1 Effective on the Date of Approval, all restrictions on the City's non-residential permitting authority imposed by the Court's March 12, 2010 Order shall be lifted, and the City's full permitting authority shall be restored completely and without limitation or restriction of any kind. The City's rights under this paragraph shall be and are automatic and self-effectuating, and shall not require any additional approval by Plaintiffs, Intervenor and/or the Court.

12. JUDGMENT AND ENFORCEMENT

12.1 This Settlement Agreement shall be incorporated into a Judgment of the Court, in the form attached as **Exhibit E**, and shall be enforceable pursuant to Code of Civil Procedure Section 664.6.

12.2 The Court shall retain continuing jurisdiction to effectuate the provisions of the Settlement Agreement and Judgment until such time as the Parties have completely performed all the terms of the Agreement.

12.3 In the event that any Party believes that another Party is in breach of any of the terms set forth in this Settlement Agreement, that Party asserting a breach shall give written notice to the other Party of the breach and the Parties shall meet and confer within fourteen (14) business days of such notice before any party seeks judicial enforcement.

12.4 Nothing shall preclude Plaintiffs or Intervenor from seeking the imposition of permitting restrictions or other enforcement remedies if judicial enforcement of any provision of this Settlement Agreement is required.

13. ATTORNEYS' FEES AND LITIGATION COSTS

13.1 The City shall pay Public Advocates, Inc., on behalf of Plaintiffs and Plaintiffs co-counsel, the sum of One Million Nine Hundred and Ninety Thousand Dollars ($1,990,000.00) in full settlement of Plaintiffs' attorneys' fees and costs for prosecuting the Urban Habitat Litigation through the Date of Approval of this Settlement Agreement. Payment of this settlement amount shall be made in two equal payments, as follows:

13.1.1 The City shall make payment of one-half of the settlement amount, namely, Nine Hundred and Ninety-Five Thousand Dollars ($995,000.00), within thirty days of the Date of Approval.

13.1.2 The City shall make payment of one-half of the settlement amount, namely, Nine Hundred and Ninety-Five Thousand Dollars ($995,000.00), no later than July 31, 2011.

13.2 Intervenor shall not seek any recovery of attorneys' fees in connection with the Urban Habitat Litigation or General Plan/CEQA Litigation.

13.3 Except as expressly set forth herein, Plaintiffs, Intervenor and their attorneys shall have no other claim or right to, and hereby waive and release the City from, any and all other or additional consideration or payment of any kind in connection with or arising from the Urban Habitat Litigation and the General Plan/CEQA Litigation arising prior to the Date of Approval. If Plaintiffs, Intervenor or their attorneys, or any other person or entity acting on their behalf, makes any claim or assertion for additional or other attorneys fees or compensation of any kind arising

prior to the Date of Approval, the City's obligation to pay attorneys fees and costs under this Paragraph 13 shall be null and void, and Plaintiffs and their attorneys shall be obligated to immediately reimburse the City for any and all payments made by the City under this Paragraph 13. This waiver and release shall not apply to claims for attorneys fees and costs incurred after the Date of Approval to enforce the Settlement Agreement.

14. OTHER PROVISIONS

14.1 No Admission of Liability. Nothing in this Settlement Agreement may be used or construed by the Parties or by any other person or entity as an admission of liability or fault.

14.2 Effective Date; Counterparts. This Settlement Agreement shall be effective as of the Date of Approval. This Settlement Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Agreement by facsimile shall be as effective as delivery of a manually executed counterpart of this Settlement Agreement.

14.3 Integration. This Settlement Agreement embodies the entire agreement and understanding which exists between the signatories hereto with respect to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations, and undertakings. No supplement, modification, or amendment of this Settlement Agreement shall be binding unless executed in writing by all the parties. No waiver of any of the provisions of this Settlement Agreement shall be deemed, or shall constitute, a waiver of any other provisions whether or not similar, nor shall any waiver constitute a continuing waiver. No waiver shall be binding unless executed in writing by the party making the waiver.

14.4 Gender/Tense. Whenever required by the context hereof, the singular shall be deemed to include the plural, and the plural shall be deemed to include the singular, and the masculine, feminine and neuter genders shall each be deemed to include the other.

14.5 Headings. The headings in this Settlement Agreement are inserted for convenience only and shall not be used to define, limit, or describe the scope of this Settlement Agreement or any of the obligations herein. All attachments that are labeled Exhibits are attached hereto and incorporated herein by reference.

14.6 California Law. This Settlement Agreement shall be construed, interpreted, and governed by the laws of California without regard to the choice of law provisions thereof.

14.7 Additional Documents and Good Faith Cooperation. All Parties agree to cooperate fully in good faith and execute any and all supplementary documents and to take all additional actions which may be necessary or appropriate to give full force and effect to the terms and intent of this Settlement Agreement.

14.8 No Inducement. The Parties acknowledge, warrant and represent that no promises, inducements or agreements not expressly contained herein have been made to enter into this Settlement Agreement and that this Settlement Agreement, including all Releases herein, constitute the entire agreement between the Parties, are contractual and binding and are not merely recitals.

14.9 Advice of Counsel. Each Party warrants and represents that prior to executing this Settlement Agreement, said Party has relied upon the advice of legal counsel of said Party's choice. The Settlement Agreement, its text and other consequences and risks have been completely explained to the Parties by their respective counsel and the Parties warrant and represent that they understand and accept the terms of this Settlement Agreement and intend, by their signatures, to enter into and be bound hereby.

14.10 Authority of Signatories. The Parties covenant that they possess the necessary capacity and authority to sign and enter into this Settlement Agreement.

14.11 Tax Treatment and Consequences. Plaintiffs understand and agree that the City is neither providing tax or legal advice, nor making representations regarding tax obligations or consequences, if any, related to this Settlement Agreement. Plaintiffs further agree that they will not seek any indemnification from the City for any tax obligations or consequences that may arise from this Settlement Agreement. Plaintiffs agree that in the event that any taxing body determines that additional taxes are due from them, Plaintiffs and Intervenor acknowledge and assume all responsibility for the payment of any such taxes and agrees to indemnify, defend and hold the City harmless for the payment of such taxes, and any failure to withhold. Plaintiffs further agree to pay, on the City's behalf, any interest or penalties imposed as a consequence of such tax obligations, and to pay any judgments, penalties, taxes, costs and attorneys' fees incurred by the City as a consequence of Plaintiffs' failure to pay any taxes due.

14.12 No Waiver. The failure of the Parties, or either of them, to insist upon strict adherence to any term of this Settlement Agreement on any occasion shall not be considered a waiver thereof, or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Settlement Agreement.

14.13 Cooperation In Litigation Challenging Settlement Agreement. Plaintiffs and Intervenor shall cooperate with the City in any litigation brought by a third party or parties challenging this Settlement Agreement, which could include support or assistance at the discretion of Intervenor or Plaintiffs.

14.14 Binding On Successors. This Settlement Agreement shall be binding upon and shall inure to the benefit of the Parties hereto, and the Parties' successors, devisees, executors, heirs, administrators, managers, officers, representatives, assigns, insurers, and employees.

14.15 No Third Party Beneficiaries. The Parties do not intend to create any third party beneficiary of, or any other rights under, this Agreement.

IN WITNESS WHEREOF, the undersigned agree and stipulate to the terms and conditions stated above:

DATED: _____

CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

By: _____
NELSON FIALHO, CITY MANAGER

DATED: _____

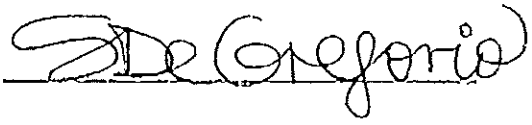
URBAN HABITAT PROGRAM

By: _____

Its: _____

DATED: 8/12/2010

SANDRA DE GREGORIO

By: 

DATED: _____

PEOPLE OF THE STATE OF CALIFORNIA ex rel. EDMUND G. BROWN JR., ATTORNEY GENERAL

By: _____

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DATED: _____

CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

By: _____
NELSON FIALHO, CITY MANAGER

DATED: _____

URBAN HABITAT PROGRAM

By: _____

Its: _____

DATED: _____

SANDRA DE GREGORIO

By: _____

DATED: Aug. 12, 2010

PEOPLE OF THE STATE OF CALIFORNIA ex rel. EDMUND G. BROWN JR., ATTORNEY GENERAL

By: Lisa Trankley

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DATED: _____

CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

By: _____
NELSON FIALHO, CITY MANAGER

DATED: Aug 11, 2010

URBAN HABITAT PROGRAM

By: _____

Its: Director of Development / Planning

DATED: _____

SANDRA DE GREGORIO

By: _____

DATED: _____

PEOPLE OF THE STATE OF CALIFORNIA ex rel. EDMUND G. BROWN JR., ATTORNEY GENERAL

By: _____

APPROVED AS TO FORM:

DATED: August _____, 2010

By:_____
RICHARD A. MARCANTONIO

Attorneys for Petitioners and Plaintiffs
URBAN HABITAT PROGRAM and
SANDRA DE GREGORIO

DATED: August _____, 2010

By:_____
MICHAEL RAWSON

Attorneys for Petitioners and Plaintiffs
URBAN HABITAT PROGRAM and
SANDRA DE GREGORIO

DATED: August 12, 2010

By: Lisa - Trankley
LISA TRANKLEY

Attorneys for Intervenor
PEOPLE OF THE STATE OF CALIFORNIA, ex rel. EDMUND G. BROWN JR., ATTORNEY GENERAL

DATED: August _____, 2010

By:_____
THOMAS B. BROWN

Attorneys for Respondents and Defendants
CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

DATED: August _____, 2010

By:_____
JONATHAN LOWELL, CITY ATTORNEY

Attorneys for Respondents and Defendants
CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

APPROVED AS TO FORM:

DATED: August 12, 2010

By: _____
RICHARD A. MARCANTONIO

Attorneys for Petitioners and Plaintiffs
URBAN HABITAT PROGRAM and
SANDRA DE GREGORIO

DATED: August _____, 2010

By: _____
MICHAEL RAWSON

Attorneys for Petitioners and Plaintiffs
URBAN HABITAT PROGRAM and
SANDRA DE GREGORIO

DATED: August _____, 2010

By: _____
LISA TRANKLEY

Attorneys for Intervenor
PEOPLE OF THE STATE OF CALIFORNIA, ex rel. EDMUND G. BROWN JR., ATTORNEY GENERAL

DATED: August _____, 2010

By: _____
THOMAS B. BROWN

Attorneys for Respondents and Defendants
CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

DATED: August _____, 2010

By: _____
JONATHAN LOWELL, CITY ATTORNEY

Attorneys for Respondents and Defendants
CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

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DATED: August _____, 2010

By:_____
JONATHAN LOWELL, CITY ATTORNEY

Attorneys for Respondents and Defendants
CITY OF PLEASANTON and CITY COUNCIL OF PLEASANTON

Exhibit A

SUPERIOR COURT OF THE STATE OF CALIFORNIA

IN AND FOR THE COUNTY OF ALAMEDA

URBAN HABITAT PROGRAM AND SANDRA DE GREGORIO, Petitioners & Plaintiffs, PEOPLE OF THE STATE OF CALIFORNIA, ex rel. EDMUND G. BROWN, JR., ATTORNEY GENERAL, et al., Plaintiff-Intervenor, v. CITY OF PLEASANTON, A MUNICIPAL CORPORATION AND THE CITY COUNCIL OF PLEASANTON Respondents & Defendants.	Case no. RG06-293831 ORDER GRANTING PETITION FOR WRIT OF MANDATE

The hearing on the First Amended Verified Petition of Petitioners and Plaintiffs Urban Habitat Program and Sandra De Gregorio (collectively,

"Petitioners") for Writ of Mandate came regularly before the court on December 18, 2009, Judge Frank Roesch presiding.

Appearing for the Petitioners were Richard Marcantonio, Esq. of Public Advocates, Inc., Michael Rawson, Esq. of California Affordable Housing Project, and Christopher Moody, Esq. of Paul, Hastings, Janofsky & Walker LLP. Appearing for the Respondents were Thomas Brown, Esq. and Adam Hofmann, Esq. of Hansen Bridgett LLC and Michael Roush, Esq., Interim City Attorney. Appearing for Intervenor was Clifford Rechtschaffen, Esq. of the Office of the Attorney General.

The matter was argued and submitted.

The court has carefully considered the papers and pleadings filed herein and has considered the argument of counsel. Good cause appearing therefore, the court HEREBY GRANTS the Petition for Writ of Mandate. The reasoning follows.

BACKGROUND

This lawsuit concerns allegations relating to Respondent's city planning process, and the adequacy or inadequacy of its planning documents.

Policy 15 of the Land Use Element of the City's 1996 General Plan and Policies 24 et seq. of the Land Use Element of the City's 2005 general plan codify measure GG, a housing cap. Measure GG was an initiative measure passed by the voters in 1996. It (and the Land Use Element's policy codifications) restrict and

place limits on the Pleasanton City Council and City government, prohibiting them from permitting the construction of more than 29,000 housing units from 1996 until the end of time. The only exception permitted by the Measure is that it may be amended, but only by a vote of the people.[1] It is the continuing validity of this housing cap that is one of the subjects of this action.

Pleasanton Municipal Code Chapter 17.36, entitled Growth Management Program, includes section 17.36.060, which places annual limits on building permits for the construction of new housing units. This provision of the Pleasanton Municipal Code was modified about a month and a half before the hearing of the present Petition to allow an exception to the maximum number of building permits rule allowing an increase to the maximum amount, but only if the City is obligated to do so in order to meet its Regional Housing Needs Allocation ("RHNA").

In 2003 the City of Pleasanton adopted its current Housing Element of the General Plan. Within that plan was an acknowledgment that "the amount of units projected from [all of] the City's residentially owned land would be short of the number required require to meet the city's aggregate share of regional needs...." (Housing Element, p. 35.) Also in that Housing Element is a plan to study (within

[1] The measure was amended by Measures PP and QQ in 2008 by public vote. Those measures reaffirmed the 29,000 units housing cap, reaffirmed that the City Council had no discretion to allow any waiver to the housing cap, and excluded in-law units and extended-stay motel rooms from the housing cap.

one year of 2003) which other vacant land in this City ought be rezoned to "residential" to accomplish the City's obligation to accommodate its RHNA.

The City did not conduct its study within that year and has not yet completed a complete land-use change/zoning change necessary for it to accommodate the shortfall of RHNA existing in 2003.

The City Council did, a month and a half before the hearing on the present Petition, pass Pleasanton Ordinance 1998 approving the rezoning of a portion of the land located in the "Hacienda Business Park." However, a careful reading of the ordinance discloses that the status quo was not changed. The ordinance requires that the approval of any development plan for residential development "shall not be granted until the completion of a PUD Major Modification for the entire Hacienda Business Park." This is a process that could take up a period of time ranging from one year to forever.

Local governments such as the City of Pleasanton are delegated the authority over land-use decisions and planning within their borders, and "have a responsibility to use the powers vested in them to facilitate" new housing construction that "make(s) adequate provision for the housing needs of all economic segments of the community." (Govt. Code § 65580, subd. (d).) The scope of that responsibility is spelled out in detail in the Housing Element Law. (Govt. Code §§ 65580-65589.8.) It was the intent of the Legislature by the enactment of the Housing Element Law to assure that counties and cities recognize

their responsibilities in contributing to the attainment of the state housing goal, and to assure that counties and cities will prepare and implement housing elements which, along with federal and state programs, will move toward attainment of the state housing goal. (Govt. Code § 65581.)

In order to attain state housing goals, the Legislature prescribed that cities, including Pleasanton, maintain an inventory of land available for residential development (see Govt. Code § 65583.2), and that cities must make available for residential development sufficient suitable land to accommodate its share of regional housing needs. (See, e.g., Govt. Code § 65584.) Existing and projected regional housing needs are determined in the manner detailed in Government Code sections 65584.01 and 65584.02, and those regional needs are allocated within the various regions of the State by the council of local governments in each respective region. (See Govt. Code §§ 65584.04, 65584.05 and 65584.06.) Here that council of governments is the Association of Bay Area Governments (ABAG).

A city's obligations under the Housing Element Law require it to implement programs to zone or rezone land to establish adequate sites to accommodate its Regional Housing Needs Allocation (RHNA) and must timely adopt a housing element with an inventory of sites which can accommodate a city's share of the regional housing need. (See, e.g., Govt. Code §§ 65583, 65584.09, and 65588.)

The RHNA allocated by ABAG to the City of Pleasanton in 2001 relating to the 1999-2007 planning period is 5,059 units of housing. The RHNA allocated by

ABAG to the city of Pleasanton in 2007 relating to the 2007-2014 planning period is an additional 3277 housing units.

THE HOUSING CAP

There is a difference of opinion regarding the number of housing units built since the imposition of the housing cap, but the difference is not material. The parties do not disagree that the number of units allowable under the Measure GG housing cap is less than the City's RHNA obligation.

It is self-evident that the City cannot comply with the State statue requiring the City to accommodate its RHNA when the city is not permitted by its local law, Measure GG, to allow the number of housing units to be built that would satisfy the RHNA.

The question of which law prevails is elementary. State law preempts whenever local laws contradict state law. (See Cal. Const. article XI, § 7.)

The Supreme Court has stated it succinctly :

> "The general principles governing state statutory preemption of local land use regulation are well settled." "The Legislature has specified certain minimum standards for local zoning regulations (Govt. Code §65850 et seq.)" even though it also "has carefully expressed its intent to retain the maximum degree of local control (see, e.g., id., §§ 65800, 65802)." (*IT Corp. v. Solano County Bd. of Supervisors* (1991) 1 Cal.4th 81, 89.) "A county or city may make and enforce within its limits all local police, sanitary, and other ordinances and regulations *not in conflict with general laws.*" (Cal. Const., art. XI, § 7, italics added.) "Local legislation in conflict with general law is void. Conflicts exist if the ordinance duplicates [citations], contradicts [citation], or enters in an area fully occupied by general law, either expressly or by legislative implication [citations]. (*People ex rel. Deukmejian v. County of Mendocino* (1986) 36 Cal.3d 476,

484, quoting *Lancaster v. Municipal Court* (1972) 6 Cal.3d 805, 807-808; accord, *Sherman-Williams Co. v. City of Los Angeles* (1993) 4 Cal.4th 893, 897.)"

Morehart v County of Santa Barbara (1994) 7 Cal.4th 725, 747.

Here Measure GG, with the passage of time and the promulgation of a RHNA obligation that is contradicted by the provisions of Measured GG, has become pre-empted by the Housing Element Law, rendering it void.[2] (See also *Building Industry Association of San Diego v. City of Oceanside* (1994) 27 Cal.App.4th 744).

THE GROWTH MANAGEMENT PROGRAM

At the eleventh hour, the city has avoided the invalidation of its annual limitation on new housing units, which conflicts with the RHNA, by promulgating an exception to the program. The change cures the facial invalidity of the program and there is no as-applied challenge presented here.

COMPLIANCE WITH THE 1999-2007 RHNA OBLIGATION

The City is in clear violation of the Housing Element Law, the Least Cost Zoning Law, and its obligations to complete its 2003 Housing Element program designed to satisfy its RHNA for the 1999-2007 planning period.

---

[2] This lawsuit is about the City's obligation to plan and to accommodate its RHNA in its plans. It matters not that the City planners have a belief that the State's RHNA requirements are unlikely to be satisfied because of the current economic climate. First and foremost, the City does not have the discretion to ignore the specific mandates of State law and second, the City planners' current beliefs are subject to change based on economic events beyond the control of either the City or the State.

The City still has not accommodated the RHNA allocated to it in 2001.

The City's enactment of Ordinance 1998 a month and a half before the hearing on this petition may start a process to cure the City's failure in this matter, but is wholly inadequate to be considered a cure. Its requirement of further necessary acts before any development plan can be approved vitiates any actual remedial effect of the Ordinance. Moreover, the "good cause" exception in the Ordinance is illusory because it is not defined and because it is an obvious disincentive to developers. The requirement that a developer might have to spend a great deal of money just to reach the point where a discretionary determination of whether "good cause" exists to allow a developer to continue with a project will inhibit any developer from proposing any residential development.

For the above stated reasons, the Writ of Mandate is GRANTED.

Respondents City of Pleasanton and City Council of the City of Pleasanton must cease and desist from the enforcement, administration, and/or implementation of the provisions of Measures GG, PP, and QQ, which limit the number of housing units permitted in Pleasanton, and must remove those provisions from all of Pleasanton's planning documents including the General Plan and any element of the General Plan. This includes Policy 24 and Programs 24.1, 24.2, and 24.3 of the Land Use Element of the General Plan.

Respondents must implement non-illusory zoning changes sufficient to accommodate the unmet RHNA for the 1999-2007 Planning Period. That is, the zoning

and land-use changes need be implemented such that they are without condition or need of future discretionary approval.

Respondents must cease issuing non-residential building permits and all related building permits for any construction or development except as provided in Government Code sections 65755, subdivisions (a)(1) and (b) and 65760 until the City brings its General Plan into compliance with the requirements of State Law.

Petitioners are to prepare a form of Writ returnable in 120 days and a form of judgment for the Courts review and consideration and submit them to the court within ten days.

EVIDENTIARY DETERMINATIONS

1. Petitioners' and Intervenor's Objections filed 12/7/09.

STERN DECLARATION

1. overruled – goes to weight and credibility.

2. sustained on all three grounds asserted.

3. sustained on all three grounds asserted.

4. overruled.

5. sustained – relevance.

6. sustained – legal conclusion.

7. sustained – legal conclusion.

8. sustained – speculation.

9. overruled – goes to weight.

10. overruled – goes to weight but is limited to declarant's expertise as a city planner.

ISERSON DECLARATION

1. sustained – hearsay and relevance.

2. sustained – relevance.

3. overruled – internal inconsistency, or incorrect facts or incomplete facts are not evidentiary objections.

4. overruled – admissible lay opinion.

ERICKSON DECLARATION

1. sustained – relevance.

LIBIKI DECLARATION

1. sustained – relevance.

2. sustained – relevance.

2. Respondents' Objections dated December 14, 2009

CRESSWELL DECLARATION

1. overruled.

2. sustained – relevance.

3. overruled – the portion of the Creswell Declaration contains admissible evidence of an agency's interpretation of its duties. The ruling made on May 17, 2007 relates to a different declaration which is not identical to the declaration at issue.

TAEB DECLARATION

4. overruled.

5. overruled.

6. overruled on the grounds asserted.

7. overruled.

8. sustained.

9. overruled.

GHIELMETTI DECLARATION

10. overruled.

11. overruled.

12. overruled.

13. overruled.

14. overruled.

RICHARD MARCANTONIO DECLARATION

15. overruled.

Objections to Intervenor's Supplemental Request for Judicial Notice.

16 and 17 – overruled.

3. Respondent's Request for Judicial Notice is granted.

4. Petitioner's Request for Judicial Notice is granted and the objections asserted to it are all overruled.

5. Intervenor's Request for Judicial Notice is granted and the objections asserted to it are all overruled.

6. Intervenor's Supplemental Request for Judicial Notice is granted and the objections asserted to it are overruled.

Dated 3/12/10

Frank Roesch
Judge of the Superior Court

CLERK'S DECLARATION OF MAILING

I certify that I am not a party to this cause and that on the date stated below I caused a true copy of the foregoing ORDER GRANTING PETITION FOR WRIT OF MANDATE to be mailed first class, postage pre paid, in a sealed envelope to the persons hereto, addressed as follows:

Richard A. Marcantonio, Esq.
Public Advocates, Inc.
131 Steuart Street, Suite 300
San Francisco, CA 94105

Michael Rawson, Esq.
The Public Interest Law Project
449 15h Street, Suite 301
Oakland, CA 94612

Michael Roush, Deputy City Attorney
123 Main Street
P.O. Box 520
Pleasanton, CA 94566

Thomas B. Brown, Esq.
Hanson Bridgett Marcus Vlahos & Rudy, LLP
425 Market Street, 26th Floor
San Francisco, CA 94105

Cliff Rechtschaffen, Deputy Attorney General
1515 Clay Street, 20th Floor
Oakland, CA 94612

Megan H. Acevedo
California Department of Justice
1515 Clay Street, 20th Floor
Oakland, CA 94612

I declare under penalty of perjury that the same is true and correct.
Executed on March 15, 2010

By: Vicki Daybell
Vicki Daybell, Deputy Clerk
Department 31

Exhibit B

Tentative Agreement /Settlement Term Sheet
Urban Habitat et al. v. City of Pleasanton
July 20, 2010

(This document has been prepared in furtherance of settlement negotiations. The provisions of California Evidence Code section 1152 specifically apply.)

Housing Cap

No later than October 19, 2010, the City Council will amend its General Plan eliminating Policy 24 and Programs 24.1, 24.2 and 24.3 and making revisions to other General Plan and Housing Element text

Housing Element
Within one year of the settlement date the City will submit to the HCD an amended Housing Element. The City will adopt the Housing Element within 90 days after receiving a response from HCD however, extensions may be granted for unique and unforeseen circumstances. A draft site inventory will be released within 180 days of the settlement date and rezonings will be completed prior to or concurrent with adoption of the Housing Element. An environmental impact report will be prepared for the Housing Element.

Climate Action Plan
Within 18 months of the settlement date the City will adopt a Climate Action Plan, including completion of an environmental impact report that will address the allegations raised by the Attorney General with regard to the General Plan CEQA complaint.

Non-discrimination
No later than August 17, 2010, the City will adopt a resolution adopting the proposed non-discrimination clause substantially as set forth in Exhibit A hereto. In fulfillment of this objective, the City will study and evaluate housing element programs related to creating programs that promote non-profit housing development for families, as well as special needs households and that strengthen and promote construction of affordable units for families. The City will undertake this effort as part of the City's housing element update, which is subject to public input and community participation.

No Additional Litigation
City agrees not to pursue appeal or other/further litigation; Petitioners and Intervener agree to dismiss the General Plan/CEQA litigation and two remaining discrimination causes of action in Urban Habitat litigation, and to not pursue additional litigation regarding Housing Cap and Hacienda rezonings and or the General Plan/CEQA.

City Permitting Authority
Petitioners and Intervener agree to set criteria to allow for the approval of any building permits from time of tentative settlement agreement until the settlement date. As of the date of the settlement agreement, the City's full permit authority shall be restored completely and without limitation of any kind.

Attorney's Fees
City will pay $995,000 within 30 days of the settlement date and additional $995,000 no later than 30 days after July 1, 2011.

CEQA
City will conduct appropriate environmental analysis in accordance with CEQA guidelines for actions identified in this Settlement Term Sheet.

Enforcement
Develop an enforcement provision indicating the Court will retain continuing jurisdiction to effectuate the provisions of the Settlement Agreement until such time that the City has completely performed the terms of the Agreement. Petitioners and Intervenor shall give written notice to City regarding potential breach and the parties shall meet and confer within fourteen (14) business days of such notice before any party seeks judicial enforcement.

Hacienda Rezonings (pertaining only to three sites zoned previously)

1. No later than November 2, 2010, the City Council will approve the second reading of an ordinance amending Ordinance 1998 to remove paragraph 5, PUD Modification Contingency.

2. Development Standards, Design Guidelines and Application Process

A. Phase I Core Development Standards
Within 120 days of the settlement date, the City Council will approve the following Core Development Standards:
Density: Minimum 30 units per acre
Affordability:

- Income Ranges:
  The greater of: (a) 15% of units of all units, or (b) 130 units, will be very low income (50% of AMI). Through the affordable housing agreements entered into between the City and each developer, affordable units will be deed restricted in perpetuity. The affordable housing agreements will be recorded and run with the land.
- Section 8 Rental Assistance Vouchers:
  The developments will be required by the affordable housing agreements entered into between the City and each developer to accept HUD Section 8 rental vouchers as a means of assisting qualified applicants.
- Affordability Unit Mix:
  - 10% of the total affordable units will be 3 bedroom units
  - A minimum of 35% of the total affordable units will be two bedroom units
  - The remaining affordable units will be one bedroom units
- Location of Affordable Units:
  All affordable units will be dispersed throughout the development.

B. Phase II Non core development standards and Design Guidelines
Within 180 days of the settlement date, the City will develop non-core development standards and Design Guidelines for the three Hacienda sites that are not inconsistent with the Core development standards.

C. Phase III Adoption of Development Standards and Design Guidelines
Within 180 days from the settlement date, the City Council will adopt a PUD zoning ordinance for the three Hacienda sites setting forth the Core, non-core development standards and design guidelines.

D. Phase IV Project Application
Commencing at the effective date of the PUD Zoning Ordinance, the City will accept the development application(s) from developer(s)/property owner(s) as part of the City's PUD application process to determine conformance with development standards and design guidelines.

E. Phase VI Project Approvals
The City will use its discretion to adopt conditions relative to interpretation of design standards and design guidelines but shall not deny a PUD application for a housing development on the three Hacienda Sites that meet the core and non-core development standards and/or design guidelines or shall not condition a project in a manner that makes it infeasible.

Accepted by:

July 21, 2010
Nelson Fialho Date
City of Pleasanton

7/14/10
Richard A. Marcantonio Date
Public Advocates

JULY 21, 2010
Jonathan Lowell Date
City Attorney

Michael Rawson w/permission 7/14/10
Michael Rawson Date
The Public Interest Law Project

Cliff Rechtschaffen w/permission 7/14/10
Cliff Rechtschaffen Date
Deputy Attorney General

Attachments:
Attachment A – A Resolution of the City of Pleasanton Approving Enhancements to Existing Non Discrimination Policies
Attachment B – Schedule of Tentative Agreement/ Settlement Term Sheet

EXHIBIT A

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PLEASANTON, APPROVING ENHANCEMENTS TO EXISTING NON DISCRIMINATION HOUSING POLIICIES

WHEREAS, in 2003, the Pleasanton City Council adopted a Housing Element; and

WHEREAS, the City's Housing Element includes goals and programs that prohibits discrimination to housing opportunities in Pleasanton, including the goal of identifying and making special provisions for the community's special needs housing; and

WHEREAS, the City is about to embark on an update to the existing Housing Element; and

WHEREAS, through adoption of this resolution, the City Council reaffirms its position on housing non-discrimination, and

WHEREAS, it is the intent of the City Council to update its Housing Element goals and programs through study and consideration of adoption of additional goals and programs related to eliminating discrimination in the areas of affordable housing for families with children and senior citizens as part of its Housing Element update process.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF PLEASANTON CALIFORNIA, DOES RESOLVE, DECLARE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. That the Council does hereby adopt the following Non-Discrimination Policy:

In recognition of State and Federal laws which prohibit municipalities from discriminating against developers of affordable housing, including non-profit developers of affordable housing, and from discriminating against families with children in need of affordable housing, it is the official policy of the City of Pleasanton, that the City staff and the City Council will act affirmatively to promote the development of well-designed affordable housing for families with children in Pleasanton. The City Manager will report regularly to the City Council on the City's efforts to fulfill this policy, the success of those efforts, and plans and proposals to attract well-designed affordable housing for families with children in the future.

SECTION 2. As part of its Housing Element update process the City will study and consider adoption of goals and programs promoting affordable non-profit housing development for families, as well as for other special needs households, including strengthening existing programs to promote construction of affordable three bedroom units for large families and including the goal of building affordable family units and affordable senior units in proportion to the need for each.

SECTION 3. As part of the Housing Element Update process, the City staff will conduct analysis and prepare information for review by the public and consideration of

adoption by the City Council, related to Sections 1 and 2 above. This analysis will include identifying sites that may be most competitive for Low Income Housing Tax Credits based on the "site amenities" point criteria included as part of the California Tax Credit Allocation Committee Application. Following the public review process for the Housing Element, which will include discussion with non-profit affordable housing developers, and identification of the most competitive sites for Lower Income Housing Tax Credits, the City Council will adopt and implement one or more programs to attract non-profit affordable housing development for families for the identified sites. Such program(s) shall not preclude non profit housing developments on sites other than the identified sites. The City will also study its existing Lower Income Housing Fee and Inclusionary Housing Ordinance to determine if it is appropriate to increase the amount of the fee or percentage of affordability to support affordable housing development.

PASSED, APPROVED, AND ADOPTED by the City Council of the City of Pleasanton at a regular meeting held on XXXX XX, 2010.

I, Karen Diaz, City Clerk of the City of Pleasanton, California, certify that the foregoing Resolution was adopted by the City Council at a regular meeting held on the ___ day of ____, 2010, by the following vote:

Ayes:
Noes:
Absent:

_____
Karen Diaz, City Clerk

APPROVED AS TO FORM:

_____
Jonathan P. Lowell, City Attorney

Attachment 2

Schedule for Tentative Agreement/ Settlement Term Sheet Urban Habitat et al v.City of Pleasanton

7/20/10

DATE	BODY	ITEM
July 20, 2010	City Council	Approval of Settlement Term Sheet/Tentative Agreement and authorization to prepare Settlement Agreement
July 20, 2010	City Council	Approval of agreement for consultant services to prepare the City's Climate Action Plan
July 20, 2010	City Staff	Release of notice to Native American tribes indicating City's intent to amend its General Plan (90 days/ GC§ 65352.3(a))
July 21, 2010	City Staff	Release draft revisions to the Housing Element to State HCD regarding intent to eliminate housing cap (45 days/ GC§ 65754(a))
August 17, 2010	City Council	Approval of Settlement Agreement
August 17, 2010	City Council	Approval of City non discrimination resolution
September 7, 2010	City Council	Approval of agreement for consultant services to prepare Housing Element Update
September 15, 2010	Planning Commission	Review of amendments to the General Plan and Housing Element regarding removal of the housing cap
September 15, 2010	Planning Commission	Recommendation of amendment to PUD 1988 concerning removal of section 5
September 16, 2010	City Staff	Issuance of first payment for attorney fees
October 19, 2010	City Council	Approval of resolution removing the housing cap from General Plan, including the Housing Element
October 19, 2010	City Council	Introduction of ordinance amending PUD 1998 to remove Section 5
November 2, 2010	City Council	Second reading of ordinance amending PUD 1998
December 7, 2010	City Council	Introduction of ordinance establishing Core Development Standards for three Hacienda sites (final date is December 22, 2010)
January 4, 2011	City Council	Second reading of ordinance establishing Core Development Standards for three Hacienda sites
February 15, 2011	City Council	Introduction of ordinance establishing non-core development standards and design guidelines for three Hacienda sites
February 20, 2011	City Staff	Final day to release Housing Element site inventory
March 1, 2011	City Council	Second reading of ordinance establishing non-core development standards and design guidelines for three Hacienda sites
July 31, 2011	City Staff	Issuance of second payment for attorney fees
August 16, 2011	City Staff	Transmit Draft Housing Element Update to State HCD (City to adopt Housing Element within 90 days after receiving a response from HCD, however extensions may be granted for unique and unforeseen circumstances.)
February 17, 2012	City Council	Adoption of Climate Action Plan

Note: Ordinances are effective 30 days following second reading/adoption

Exhibit C

RESOLUTION NO. 10-390

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PLEASANTON, APPROVING ENHANCEMENTS TO EXISTING NON-DISCRIMINATION HOUSING POLICIES

WHEREAS, in 2003, the Pleasanton City Council adopted a Housing Element; and

WHEREAS, the City's Housing Element includes goals and programs that prohibits discrimination to housing opportunities in Pleasanton, including the goal of identifying and making special provisions for the community's special needs housing; and

WHEREAS, the City is about to embark on an update to the existing Housing Element; and

WHEREAS, through adoption of this resolution, the City Council reaffirms its position on housing non-discrimination, and

WHEREAS, it is the intent of the City Council to update its Housing Element goals and programs through study and consideration of adoption of additional goals and programs related to eliminating discrimination in the areas of affordable housing for families with children and senior citizens as part of its Housing Element update process.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF PLEASANTON CALIFORNIA, DOES RESOLVE, DECLARE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. That the Council does hereby adopt the following Non-Discrimination Policy:

In recognition of State and Federal laws which prohibit municipalities from discriminating against developers of affordable housing, including non-profit developers of affordable housing, and from discriminating against families with children in need of affordable housing, it is the official policy of the City of Pleasanton, that the City staff and the City Council will act affirmatively to promote the development of well-designed affordable housing for families with children in Pleasanton. The City Manager will report regularly to the City Council on the City's efforts to fulfill this policy, the success of those efforts, and plans and proposals to attract well-designed affordable housing for families with children in the future.

SECTION 2. As part of its Housing Element update process the City will study and consider adoption of goals and programs promoting affordable non-profit housing development for families, as well as for other special needs households, including strengthening existing programs to promote construction of affordable three bedroom units for large families and including the goal of building affordable family units and affordable senior units in proportion to the need for each.

SECTION 3. As part of the Housing Element Update process, the City staff will conduct analysis and prepare information for review by the public and consideration of adoption by the City Council, related to Sections 1 and 2 above. This analysis will include identifying sites that may be most competitive for Low Income Housing Tax Credits based on the "site amenities" point criteria included as part of the California Tax Credit Allocation Committee Application.

Following the public review process for the Housing Element, which will include discussion with non-profit affordable housing developers, and identification of the most competitive sites for Lower Income Housing Tax Credits, the City Council will adopt and implement one or more programs to attract non-profit affordable housing development for families for the identified sites. Such program(s) shall not preclude non profit housing developments on sites other than the identified sites. The City will also study its existing Lower Income Housing Fee and Inclusionary Housing Ordinance to determine if it is appropriate to increase the amount of the fee or percentage of affordability to support affordable housing development.

PASSED, APPROVED, AND ADOPTED by the City Council of the City of Pleasanton at a regular meeting held on July 20, 2010.

I, Karen Diaz, City Clerk of the City of Pleasanton, California, certify that the foregoing Resolution was adopted by the City Council at a regular meeting held on the 20th day of July, 2010, by the following vote:

Ayes:	Councilmembers Cook-Kallio, McGovern, Thorne, Mayor Hosterman
Noes:	None
Absent:	Councilmember Sullivan

Karen Diaz, City Clerk

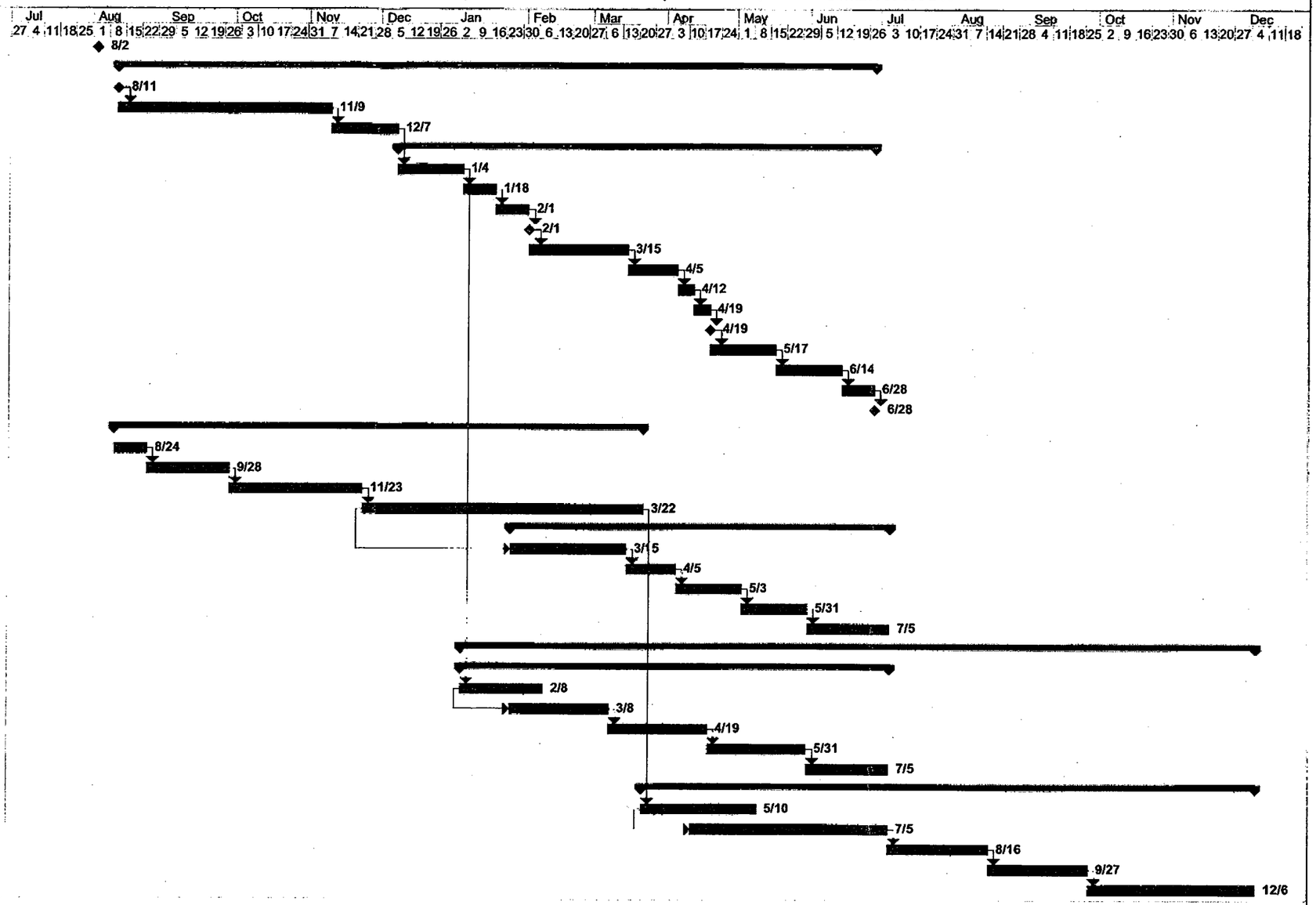
APPROVED AS TO FORM:

Jonathan P. Lowell, City Attorney

Exhibit D

PLEASANTON CLIMATE ACTION PLAN, GENERAL PLAN AMENDMENT, HOUSING ELEMENT, AND CEQA DOCUMENTATION

ID	Task Name
1	Authorization to Proceed
2	**Housing Element**
3	Kick-Off meeting
4	Expanded Modeling - 3 Scenarios
5	Finalize land use Inventory for Housing Element
6	Additional Housing Element Assistance
7	Prepare Element
8	Staff Review
9	Revise Element
10	Submit to HCD
11	HCD Review
12	Revise Element
13	Staff Review
14	Revise Element
15	Resubmit to HCD
16	HCD Second Review
17	Final Revisions; Staff Review
18	HCD Third Review
19	Public Hearings Start
20	**Climate Action Plan**
21	Determine appropriate CAP Scope
22	GHG Baseline, Projections, and Targets
23	Evaluate Best Suited Measures; Cost-Benefit Analysis
24	Prepare Climate Action Plan
25	**General Plan Amendment**
26	Prepare Administrative Draft GPA
27	City Review
28	Preapre Public Draft GPA
29	Public Review of Draft GPA
30	Prepare Final GPA for Public Hearings, Staff Review and Revisions
31	**CEQA Documentation**
32	**EIR for Housing Element**
33	Initial Study/NOP; Staff Review and Revisions
34	Administrative Draft EIR
35	Staff Review; Draft EIR for Public Review
36	Public Review Period
37	Response to Comment; Final EIR
38	**EIR for CAP and GPA**
39	Initial Study/NOP; Staff Review and Revisions
40	Administrative Draft EIR
41	Staff Review; Draft EIR for Public Review
42	Public Review Period
43	Response to Comment; Final EIR



Project: Pleasanton CAP
Date: Tue 7/6/10

Task | Progress | Summary | External Tasks | Deadline
Split | Milestone | Project Summary | External Milestone

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July 8, 2010: Revised Scope, Budget, Timeline

Pleasanton Climate Action Plan;
General Plan Update and Housing Element Environmental Documentation

Scope

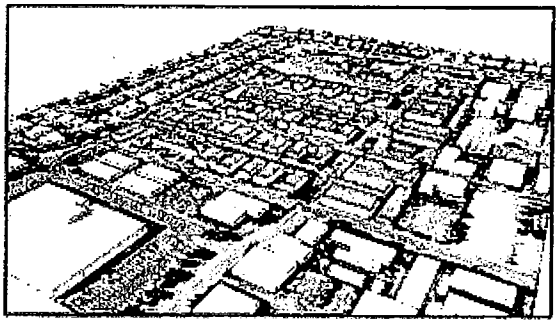
A. Housing Element

A1. Kick-Off Meeting

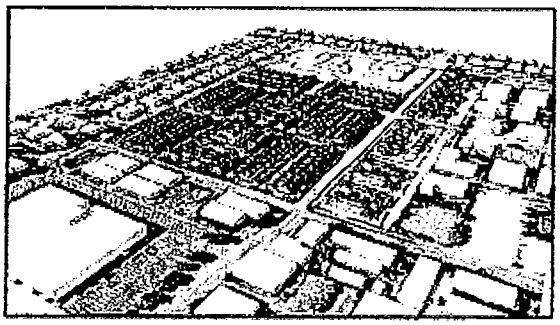
A kick-off meeting will be held with City staff to discuss the Housing Element litigation and settlement agreement, as well as strategies to gain HCD concurrence of the proposed land use inventory early in the process. The kick-off meeting will also be used to review the potential land use changes that the Housing Element will propose, the public participation program for the Housing Element, and other issues needing up-front resolution.

A2. Test Residential Land Use Scenarios for GHG Implications

The CAP development process will include the development and modeling of three different land use/transportation scenarios that reduce emissions and VMT, and improve the jobs-housing balance. Scenarios will be run through the Alameda County Congestion Management Agency (ACCMA) travel demand model, and will provide sufficient imagery so that staff, officials, and the public can visualize or "read" the differences and implications of each scenario.



Existing land use



Rendering of land use/transportation scenario

The scenarios will incorporate existing City efforts such as the Downtown Plan and efforts to improve walkability and transit access through the upgrade of streetscapes and the increased mix of building uses and infill opportunities. The three scenarios will vary by the number of new dwelling units, potential locations, proposed building types

and occupancies, and complementary or supplemental infrastructure or improvements [e.g., pedestrian street amenities]. The modeling work will yield performance indicators that include GHG emissions, VMT, trip generation, mode splits, and congestion. The deliverable will be two-dimensional plans and three-dimensional renderings with supporting documents sufficient for staff, council, and public review and web posting.

We will work with City staff and Council to select a preferred scenario that reflects a distillation or synthesis of strategies and actions for inclusion in the CAP. The preferred scenario may serve as the basis for an amendment to the City's Housing Element and other elements of the General Plan (see Task S4, below). The other two scenarios may be used as General Plan EIR project alternatives.

The Team recognizes that the Regional Housing Needs Allocation (RHNA) represents a planning target and not a housing production target. We are aware that the State Department of Housing and Community Development (HCD) sometimes requests that no more than 50% of the housing inventory needed to meet RHNA objectives be located within mixed use development zones. We will clarify this and similar issues prior to development of the three scenarios.

A3. Finalize Land Use Inventory for Housing Element

Based on the results of the initial GHG emissions screening, ESA will meet with the City to determine the specific land use inventory to be included in the Housing Element and evaluated in its EIR. Focus will be on providing adequate land to meet the housing needs of all economic groups in the community as reflected in the RHNA, developing the specific land inventory to be evaluated in the Housing Element EIR, and providing the Planning Commission and City Council with some degree of flexibility to meet the requirements of the settlement agreement when taking final action on the Housing Element and related General Plan land use and zoning changes.

Key Task A Deliverables:

- Output of the ACMMA modeling runs, including a memo interpreting the results;
- Draft evaluation of historic jobs housing balance for staff review;
- Final evaluation incorporating staff comments on the draft evaluation.

B. Climate Action Plan

B1. Determine Appropriate CAP Scope

Based on examples of other CAPs and the range and type of analyses, planning and costs they encompass, assist City staff to develop a detailed scope of work that includes CAP elements, approach, and outline.

B2. Analysis and Adjustment of City's Baseline and Projected GHG Emissions and Targets

a. Review & Adjust ICLEI Inventories

Undertake a detailed review of the City's baseline GHG emissions inventory prepared by ICLEI (calendar year 2005, for government operations and for community-wide emissions) for accuracy and completeness and adjust the inventory as needed to provide an accurate baseline for emissions reduction planning.

b. Projected GHG Emissions

Analyze the 2020 emissions projection developed by ICLEI, work with the City to develop reasonable realistic emissions growth projections using results from the 2005 ICLEI Inventory analysis and adjustment, including improved VMT modeling, and the best publically-available information and data.

c. Emissions Reduction Targets

Based on ARB and BAAQMD guidelines, a specific GHG emission target tailored to Pleasanton will be developed for year 2020.

B3. Evaluate Best-Suited Measures with Cost/Benefit Analysis

a. Transportation & Land Use

In addition to the land use/transportation scenario developed earlier in the program, determine where policies and ordinances might be refined or modified to reduce VMT and tail pipe emissions, along with improving the alternative mobility opportunities and incentives to increase walking, biking, and transit access. The result will be a draft list of GHG land use and transportation emission and non-renewable resource reduction strategies, programs, policies, tools, and actions to include in the Draft CAP.

b. Energy Efficiency, Renewable Energy, and Green Building

Based on the on the recently-completed Energy Efficiency and Conservation Strategy, refine reduction strategies related to energy conservation, energy efficiency, and on-site renewable energy.

c. Water Conservation and Water Efficiency

Define opportunities to reduce GHG emissions related to the energy consumption involved in the transport, distribution, and treatment of water and wastewater through water conservation and recycling programs.

d. Waste Reduction, Recycling, and Composting

Building on waste reduction programs already in place within the City, develop an overall set of goals and strategies for reducing waste and its impact on the climate. These may include new efforts to reduce waste at the source, reduce packaging, and improve the performance of the City's existing recycling and composting collection programs.

e. Adaptation Measures

Develop specific recommendations regarding water conservation, flood protection, and maintenance of urban forests and wetlands that serve the dual purpose of adaptation and carbon sequestration, such as green roofs and tree planting to retain water and reduce heat islands.

B4. Community Engagement

a. Develop Community Engagement Plan and Project Web Site

Develop and launch a multi-faceted approach to community engagement involving print and interactive media, including an interactive project website that supports the engagement effort

b. Prepare and Hold Public Workshops for Residents and Businesses

Prepare, direct, and hold three public workshops to present the CAP outline and draft conservation/GHG reduction measures. Gather input and ideas, and identify issues related to the CAP.

B5. Prepare Climate Action Plan

a. Administrative Draft CAP

Prepare and submit an Administrative Draft of the full CAP, including a program for monitoring the effectiveness of programs and policies, for review and comment by City staff. Deliverable = 10 printed copies plus electronic version.

b. Public Draft CAP

Revise the Administrative Draft, and then prepare the Public Draft CAP for public and City Council review. Collect public comments sent through email, the project web site, and possibly other City channels. Work with the City to address all comments by the public and by the City Council. Deliverable = 10 printed copies plus electronic version.

c. Complete Final Climate Action Plan

At the conclusion of the public comment period, assemble all written and oral comments, summarizing issues raised in the comments and how these issues are addressed in the revised (Final) CAP. Revise the Draft CAP to incorporate

comments and new information, and prepare a Final CAP. Deliverable = 10 printed copies plus electronic version.

B6. Meetings

a. Project Kick-off Meetings

Attend a project kick-off meeting with City staff and appropriate stakeholders to establish roles and responsibilities, to ensure thorough understanding of project goals, collect needed documents, and receive an update on General Plan update and Housing Element litigation and settlement agreements.

Attend transportation emissions modeling kick-off meeting with City staff to discuss the methodology, the process by which the ESA team will apply the forecasting tools, data needs and other items as applicable.

b. Additional Project Meetings

In addition to project kick-off meetings, attend four in-person meetings to: discuss Best-Suited Measures and Evaluation Criteria Task, plan community-wide workshops, present the CAP to the City Council and receive comments, and present the final CAP to the City Council.

c. Public Hearings

In addition to other meetings specified in the scope of work, attend up to 4 public hearings at the Planning Commission and City Council (note: public hearings are budgeted in tasks D1 and D2).

Key Task B Deliverables:

- Report on analysis and adjustment of 2005 city operations and community-wide GHG emissions inventories, for City review and comment (Task B2);
- A CAP Development Memo, for review by City staff and for presentation at community workshops, that identifies and describes potential GHG emission reduction programs, policies, and measures for GHG emission reduction and climate change adaptation, including both community-wide actions and municipal government actions (Task B3). The Memo will include full descriptions of draft measures, organized by conceptual strategy, to include estimated costs and benefits, strategies for implementation, and funding sources. Measures will be ranked as high, medium, and low priority based on cost and effectiveness; ESA will deliver one (1) electronic version of the CAP Development Memo and associated full descriptions of draft measures in Word, Excel, or other manipulative format, and one electronic version in a PDF format.
- Community Engagement (Task B4):
  - Interactive project website, maintained by Town-Green;
  - Facilitate 3 interactive workshops to review plan details and gather feedback;

- Prepare presentation format and materials, and promote the events with City staff;
- Present the Draft Measures from Task 3 at the workshops;
- Invite a featured speaker that will attract the public;
- Community survey ready for web, email, and print distribution;
- Promotional flyer for web, email, and print distribution;
- Public workshop agendas, promotional and presentation materials;
- Public workshop participant materials (questionnaire, idea forms, etc.);
- Post the results on the project website;
- Workshop summary memos

- An Administrative Draft CAP, as described above, prepared for review by City staff. ESA will deliver ten (10) bound copies (double-sided), one (1) electronic version in Word, Excel, or other manipulative format, and one (1) electronic version in a PDF format (broken down by section).
- A Public Draft CAP, as described above, for public review and comment. ESA will deliver ten (10) bound copies (double-sided), one (1) electronic version in Word, Excel, or other manipulative format, and one (1) electronic version in a PDF format (broken down by section).
- If necessary, assisting City staff with presenting the Public Draft CAP at a City Council meeting.
- Administrative draft Final CAP delivered electronically to City, in a printable format, staff for 14-day review.
- Final Climate Action Plan, 10 bound hard copies and electronic versions (PDF for web posting and manipulative version).
- Attend City Council Meeting to present Final CAP.

C. CEQA Documentation

C1. Housing Element EIR

ESA's approach to the CEQA documentation for the Housing Element and related changes to General Plan land use and zoning designations is intended to support the City's settlement of the Superior Court Writ of Mandate in the Housing Element lawsuit.

ESA will prepare an EIR, pursuant to CEQA *Guidelines* Section 15163 for the Housing Element and related land use and zoning revisions. The EIR will analyze the revised

Housing Element and associated General Plan and zoning revisions needed to provide an adequate inventory of land for the development of housing for all economic segments of the community. Because the Housing Element will precede the CAP by about six months, this EIR will be more programmatic than the EIR Supplement that will be subsequently prepared to address the CAP and General Plan revisions incorporating provisions of the CAP. The Housing EIR will be based on initial work undertaken for the CAP demonstrating the GHG reductions that can be achieved with more of a balance between local jobs and housing. Specifically, the Housing Element EIR will include the following:

- Project Description, including a clear description of the number and type of housing units specified in the amended Housing Element, as well as the accompanying revisions to General Plan land use designations and zoning;
- A discussion of the independent utility of the Housing Element and associated land use and zoning revisions separate from the CAP and its associated General Plan revisions;
- A summary of the community-wide GHG inventory developed in the CAP. This will be presented in the Environmental Setting;
- Initial analysis of GHG and criteria air pollutant emissions impacts resulting from development of new housing pursuant to the Housing Element;
- Analysis of impacts to noise, recreation and open space, traffic, biological resources, and public services and utilities resulting from the Housing Element and accompanying revisions to General Plan land use designations and zoning;
- Analysis of the potential for growth-inducing impacts, both within the City and in surrounding areas;
- A calculation of the GHG emissions reduction expected from implementation of the Housing Element and associated land use revisions. Because the CAP will not be completed prior to public release of the Housing element EIR, generalized mitigation measures in the form of performance standards consistent with the GHG reduction goals contained in the draft CAP will be used;
- Description and analysis of alternatives, including:
    - At least one alternative that, when compared to the current General Plan, would avoid or reduce significant GHG, air quality, and health impacts, reduce VMT, provide an inventory of land for the development of housing consistent with the City's RHNA figures, improve jobs-housing balance within the City and the fit between wage levels and housing costs;
    - At least one alternative that contemplates full buildout without a housing cap; and
    - No project alternative.
- Analysis of cumulative impacts of implementation of the proposed Housing Element and associated land use and zoning revisions, along with implementation of the City's General Plan as it will likely be revised in relation to the CAP;

- The EIR will include, as an appendix, a discussion of how the Housing Element and associated land use and zoning revisions respond to General Plan Amendment and the Supplement itself respond to the Housing element lawsuit and settlement agreement.

Key CEQA Deliverables:

- Draft and final Notice of Preparation;
- Attendance and presentation at one public scoping meeting;
- Draft and final revised Project Description;
- Administrative Draft EIR Supplement;
- Screencheck Draft EIR Supplement;
- Draft EIR for public review;
- Attendance and presentation at two public hearings on the Draft EIR;
- Administrative Draft Final EIR, including Response to Comments and Mitigation Monitoring and Reporting Program;
- Screencheck Final EIR;
- Final EIR;
- Attendance and presentation at Certification Hearing;
- Administrative Record[1] (electronic).

a. Initial Study/Notice of Preparation

Prepare an Initial Study/NOP for the Housing Element, including substantiation that the EIR for the Housing Element has independent utility and is appropriately separated from the EIR that will be prepared for the CAP and General Plan Amendment.

b. Administrative Draft EIR

Prepare and submit an Administrative Draft of the Housing Element EIR for City staff review.

Deliverable = 3 printed copies plus electronic version.

c. Draft EIR for Public Review

Revise the Administrative Draft EIR, and then prepare the Draft EIR for public review.

Deliverable = 25 printed copies plus 50 compact disc (electronic) versions.

[1] City staff will be responsible for inclusion of staff reports, public hearing notices and minutes, and other materials prepared by the City. ESA will provide an electronic copy of all documents, communications, and references used in the preparation of the EIR.

d. Response to Comments

Prepare written responses to all comments received on the EIR during the public review period, along with a mitigation monitoring and reporting program (MMRP) for staff review. Revise the responses to comments and MMRP, and prepare a proposed Final EIR.

e. Mitigation Monitoring and Reporting Program; Final EIR

Revise the responses to comments and MMRP, and prepare a proposed Final EIR for use by the Planning Commission and City Council during public hearings.

Deliverable = 25 printed copies plus 50 compact disc versions.

C2. CAP/General Plan Amendment EIR

ESA's approach to the CEQA documentation for the CAP and proposed General Plan Amendment incorporating the provisions of the CAP is intended to accomplish the following objectives:

- Meet the requirement for a qualifying CAP under the BAAQMD's draft CEQA Guidelines; and
- Respond to the Attorney General's lawsuit on the General Plan Update EIR and the resulting settlement agreement.

ESA will prepare a Supplement to the General Plan Update EIR, pursuant to CEQA *Guidelines* Section 15163. The EIR Supplement will analyze the General Plan revisions and additions carried over from the CAP into the General Plan Amendment. Because the General Plan Amendment and the CAP will have consistent goals and measures, the EIR Supplement will adequately address both documents simultaneously. The Supplement will add new information, new analysis, and new alternatives to the existing General Plan Update EIR in relation to GHG and City programs to reduce future emissions. Specifically, the EIR Supplement will include the following:

- Changes to the Project Description, reflecting new policies and programs set forth in the General Plan Amendment and the CAP;
- A discussion of the independent utility of the General Plan Amendment and the CAP separate from the Housing Element and associated land use and zoning revisions;
- A summary of the community-wide GHG inventory developed in the CAP. This will be presented as new information in the Environmental Setting;
- Analysis of GHG and criteria air pollutant emissions impacts resulting from policies and programs included in the amended General Plan Update;
- Supplemental analysis of impacts to noise, recreation and open space, traffic, biological resources, and public services and utilities resulting from the General Plan Amendment;
- Analysis of the potential for growth-inducing impacts, both within the City and in surrounding areas;

- A calculation of the GHG emissions reduction expected from implementation of the measures specified in the CAP and the General Plan Amendment, and any additional specific, enforceable, and effective mitigation measures needed to meet the City's GHG reduction goals;
- Description and analysis of alternatives, including:
  - At least one alternative that, when compared to the current General Plan, would avoid or reduce significant GHG, air quality, and health impacts, reduce VMT, provide an inventory of land for the development of housing consistent with the City's RHNA figures, improve jobs-housing balance within the City and the fit between wage levels and housing costs, and other land use changes (e.g., complete neighborhoods, transit friendly densities) to reduce vehicle miles traveled and total auto related trips;
  - At least one alternative that contemplates full buildout without a housing cap; and
  - No project alternative.
- The EIR Supplement will include, as an appendix, a discussion of how the General Plan Amendment and the CAP respond to the previous comments of the State Attorney General on the Draft and Final EIR, the Attorney General's lawsuit, and the settlement agreement.
- Analysis of cumulative impacts of implementation of the CAP and the General Plan Amendment, along with the Housing Element and associated land use and zoning revisions;
- Mitigation measures identified in the Final EIR Supplement, including additions or adjustments to policies and programs, will be incorporated into the final versions of the CAP and the General Plan Amendment to ensure consistency between all three documents.

Key CEQA Deliverables:

- Draft and final Notice of Preparation; ESA assumes that the City will be responsible for distribution of the NOP and other CEQA documents and public notices;
- Attendance and presentation at one public scoping meeting;
- Draft and final revised Project Description;
- Administrative Draft EIR Supplement;
- Screencheck Draft EIR Supplement;
- Draft EIR Supplement for public review;
- Attendance and presentation at two public hearings on the Draft EIR;
- Administrative Draft Final EIR Supplement, including Response to Comments and Mitigation Monitoring and Reporting Program;
- Screencheck Final EIR;
- Final EIR; and
- Administrative Record[2] (electronic).

[2] City staff will be responsible for inclusion of staff reports, public hearing notices and minutes, and other materials prepared by the City.

a. **Initial Study/Notice of Preparation**

Prepare an Initial Study/NOP for the Climate Action Plan and General Plan Amendment, including substantiation that the EIR has independent utility and is appropriately separated from the EIR prepared for the Housing Element.

b. **Administrative Draft EIR**

Prepare and submit an Administrative Draft of the Climate Action Plan and General Plan Amendment EIR for City staff review.

Deliverable = 3 printed copies plus electronic version.

c. **Draft EIR for Public Review**

Revise the Administrative Draft EIR, and then prepare the Draft EIR for public review.

Deliverable = 25 printed copies plus 50 compact disc (electronic) versions.

d. **Response to Comments**

Prepare written responses to all comments received on the EIR during the public review period, along with a mitigation monitoring and reporting program (MMRP) for staff review. Revise the responses to comments and MMRP, and prepare a proposed Final EIR.

e. **Mitigation Monitoring and Reporting Program; Final EIR**

Revise the responses to comments and MMRP, and prepare a proposed Final EIR for use by the Planning Commission and City Council during public hearings.

Deliverable = 25 printed copies plus 50 compact disc (electronic) versions.

Budget and Timeline

The attached **Table 1** shows our revised project budget. The price differences from previously submitted budgets are due to an added second EIR process for the Housing Element and additional tasks supporting City staff in the development of the Housing Element.

Additional meetings (attendance by two ESA team personnel, travel expenses) beyond those included in the above scope will be billed at the rate of $1,250 per meeting.

The attached chart shows our anticipated timeline for completion of the City of Pleasanton Housing Element, Climate Action Plan, and CEQA documentation. The timeline assumes a start-date for the contract of August 1, 2010, with completion of the entire project by the end of 2011.

The timeline includes assumptions about City staff review of administrative draft documents. Workshops, public meetings, and City Council meetings will be scheduled as the project progresses. We are happy to work with the City to revise this timeline if desired.

Proposal

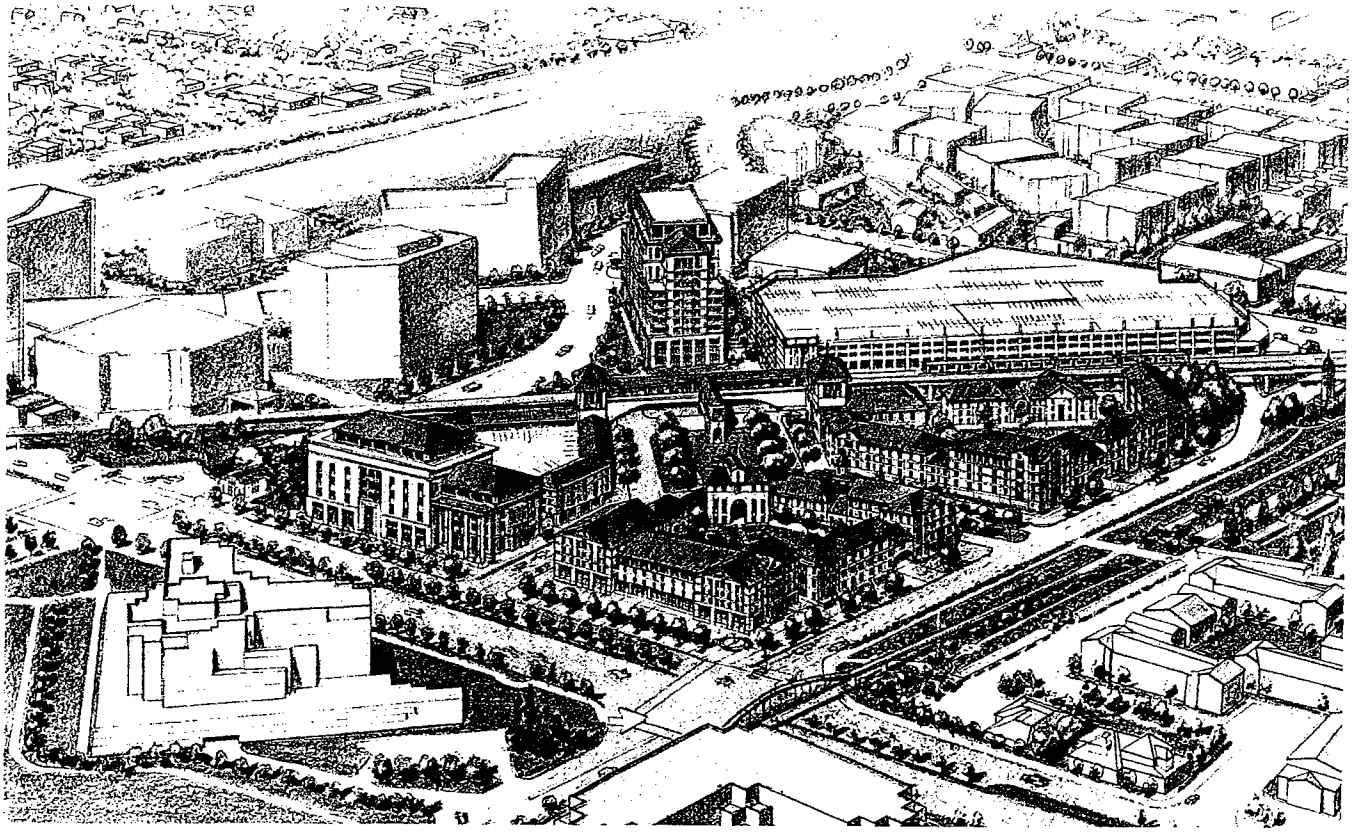
CITY OF PLEASANTON

Climate Action Plan

Prepared for
City of Pleasanton
Operations Services Department

January 26, 2010

ESA



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January 25, 2010

Daniel Smith, Director of Operations Services
City of Pleasanton
City Clerk Office
P.O. Box 520
123 Main Street
Pleasanton, CA 94566

Subject: *Proposal to assist the City of Pleasanton with the preparation of a Climate Action Plan*

Dear Mr. Smith:

ESA is pleased to submit this proposal to the City of Pleasanton (City) for preparation of a Climate Action Plan (CAP). We are very excited at the prospect of working with the City on a proactive, comprehensive response to the imminent threat of global climate change.

As one of the Bay Area's leading environmental consulting firms, ESA has developed strong skills and has accumulated important experience in climate change science, policy, and program development. Our engineers and scientists are skilled in modeling greenhouse gas (GHG) emissions from a variety of sources and at all scales, and are adept at projecting the efficacy of GHG reduction strategies and carbon sequestration projects. We have experience in the development of municipal policies and programs for emissions reduction, including land use and transportation planning, water and energy conservation, and waste management.

We have assembled for our proposal a team of locally-based industry leaders who have extensive experience developing CAPs and associated services for Bay Area communities and beyond: *Town-Green* is a valued partner dedicated to sustainable community planning and urban design with whom we recently worked on the Martinez CAP; *KEMA* is a well-established firm of specialists in energy management and efficiency; and *Fehr & Peers* is a transportation firm with a focus on sustainable transportation measures supported by traffic analysis, demand forecasting models, and transportation mode shift models. We feel that we have assembled the right mix of professionals to develop a CAP for Pleasanton that includes a detailed roadmap for emissions reductions, with a list of measures prioritized by cost-effectiveness and by the ability of the City to control and implement those measures. We are also proposing that the CAP be used to address many of the concerns the Attorney General has with your General Plan, by including "smart growth" measures that are consistent with General Plan policies while providing a clear path to emissions reduction required by the state of California.

To keep the team on schedule and on budget, our management team is spearheaded by **Dan Sicular**. Dan has spent the past 20 years assisting California state and local agencies with development and implementation of programs and policies that redirect institutions and individuals toward more sustainable practices. Dan has more than 20 years of consulting experience in waste prevention, recycling, composting programs, climate change, and habitat restoration for threatened and endangered species. He has managed several large and complex Environmental Impact Reports (EIRs), using the CEQA process to explore alternatives and measures to reduce project impacts and increase environmental benefits. He works closely with ESA's biologists, atmospheric scientists, geologists, hydrologists, and planners and has a broad understanding of these disciplines, enabling him to serve as both a synthesizer of information from diverse fields and as a translator of technical and scientific

concepts to policy and program formulations. Dan was the Project Manager for the recently-completed Martinez CAP. He successfully managed this project to completion despite a minimal budget, producing a plan through an open public process that is uniquely tailored to that City's physical form, needs, and resources.

As Director of our Renewable Resources group, I will act as Project Director, and will ultimately be responsible for the City's satisfaction with our performance and work products. I was a major contributor to the City of Martinez CAP, and I have a strong background in climate change, including evaluation of carbon-related risks and opportunities, carbon footprint analyses, GHG inventory design and development, emissions quantification, reduction strategies, public reporting, and GHG inventory verification. I have assisted more than twenty members of the California Climate Action Registry (CCAR) as a developer or as a Lead Verifier of their GHG inventories. I also have expertise in GHG programs and accounting protocols at the state, national, and international levels, including the AB-32 reporting requirements, the WRI/WBCSD GHG Protocol, The Climate Registry (TCR), and U.S. EPA's Climate Leaders Design Principles and associated guidance.

ESA is a Bay Area-based firm, with an office in Oakland and our headquarters in San Francisco. We have a long history of working with East Bay cities, including Pleasanton, since our inception 40 years ago. I believe you will find that ESA and our teaming partners are exceptionally well-qualified to perform the work outlined in the RFP, and that our proposal is responsive to the specific requirements of the RFP. We will deliver quality work products on time and within the approved project budget. ESA is unaware of any real or apparent conflict of interest involved with this proposed project for the City. If any potential conflict of interest arises during the course of the work, ESA will notify City before undertaking future assignments that would result in an apparent conflict of interest.

I hope that you enjoy your review of our proposal, and we eagerly await your response. If you should require any further information or clarifications, or would like to discuss revisions to our proposal, please do not hesitate to contact me or Dan Sicular at (415) 896-5900.

Sincerely,

Jeff Caton, P.E.
Director, Renewable Resources Group

Dan Sicular, Ph.D.
Senior Managing Associate

ESA

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City of Pleasanton Climate Action Plan

Proposal

CITY OF PLEASANTON

Climate Action Plan

Prepared for
City of Pleasanton
Operations Services Department

January 26, 2010

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ESA

SECTION 1
Executive Summary

A. Project Team

To meet the City's project objectives for the Climate Action Plan (CAP), ESA has assembled a strong, multi-disciplinary team with a local presence and extensive experience developing CAPs for Bay Area clients. Our key team members are leaders in their fields and especially strong where it matters most – in developing policies and measures that are feasible, quantifiable, and capable of delivering cost-effective emissions reductions or sensible adaptation to the consequences of climate change. Unlike the large corporate conglomerations that boast of one-stop-shop capabilities, the ESA team represents a forging of local people and firms that help Bay Area cities and counties build environmental, energy, and economic resilience and health – one project at a time. Our people choose to focus our work locally, while maintaining a national exchange of ideas, studies, publications, and projects.

The ESA team includes Town-Green, a firm dedicated to sustainable community planning and CAPs; KEMA, specialists in energy management and efficiency; and Fehr & Peers, a transportation firm with a focus on sustainable transportation measures responsive to AB 32 and SB 375. **Table 1.1** summarizes the roles, and expertise of each teaming partner as they relate to the City's project requirements. Our team's relevant experience and qualifications are presented in Section 4.

ESA has long-standing relationships with all of these partners, and our team can provide the expertise required to add significant value to the overall project. ESA has recently teamed with Town-Green to develop the Martinez CAP; with Fehr & Peers on the Brisbane Baylands Specific Plan EIR, and Baypoint Waterfront Strategic Plan EIR; and staff from ESA and KEMA know each other through their inventory verification work with the California Climate Action Registry (CCAR).

The ESA team offers an experienced project manager, Dan Sicular, who has successfully managed multifaceted teams on complex data-intensive projects. Dan is a multidisciplinary manager, grounded in both the natural and social

TABLE 1-1: THE ESA TEAM PROFILE

Firm	CAP Project Focus	Primary CAP Experience
ESA	Project Management GHG Accounting & Inventory Review Economic Analysis Waste Reduction & Recycling Measures	City of Martinez
Town-Green	Land Use & Transportation Measures Community Engagement Zoning & General Plan Integration	City of Hayward City of Martinez
KEMA	Energy Measures Energy Management Green Building Measures	City of Sunnyvale City of San Leandro
Fehr & Peers	VMT modeling Transportation Measures SB 375 & Regional Transportation Issues	City of Irvine

sciences, who is particularly strong in climate and CEQA work. Dan successfully completed the CAP for the City of Martinez earlier this year.

Dan will be supported by our team of experts, each of whom will focus on a particular area of the CAP, analyzing related emissions in the City's GHG Inventory, developing emission reduction measures, and quantifying the emission reduction effectiveness of each measure. Brief firm profiles for each firm are provided below.

ESA

ESA is a Climate Action Leader and registered technical assistance provider with the California Climate Action Registry (CCAR). We are also a reporting member of The Climate Registry (TCR).

ESA is a multidisciplinary environmental planning and consulting firm that has offered services in planning, and environmental analysis of a wide range of plans and projects since 1969. The firm currently has over 260 employees company-wide in eleven offices throughout the nation. ESA's Corporate Headquarters is in San Francisco, and the firm maintains offices in Oakland, Sacramento and several other California cities. ESA offers the City the benefits of recent and relevant experience on the City of Martinez CAP, local experience through our many years working with Zone 7 Water Agency, Livermore-Amador Valley Water Management Agency, and the Dublin San Ramon Services District on water and wastewater planning projects, and with our particular expertise in integrating GHG emissions and climate change into the CEQA process. We also currently work with the Pleasanton Unified School District to increase recycling and composting through our ongoing technical support contract with StopeWaste.org.

ESA works with cities, counties, and state agencies in California to understand the risks and challenges presented by climate change, and not only to comply with the mandates of AB 32 and other regulations, but to take positive steps toward increasing the sustainability and resilience of our communities. ESA has particular expertise in several aspects of sustainable community development, including development and implementation of recycling, composting, and waste reduction programs; modeling and mitigating air pollutants; planning water and waste water systems, and preserving and enhancing diverse natural habitats. ESA is dedicated to assisting our clients in reducing GHG emissions, both through stand-alone CAPs and through the CEQA process.

Town-Green

Town-Green joins the ESA team as a continuation of successful partnering with ESA on the recently completed City of Martinez CAP, and with recent experience developing the City of Hayward CAP, Tracy's Sustainable Action Plan, and the State's Emerald Cities program. Town-Green provides expertise in transportation and land use as they relate to combating climate change. By employing practical alternatives as facilitation tools, Town-Green builds consensus on the difficult economic, environmental, and social issues facing communities such as climate change, built and natural resource protection, housing affordability, job growth, and place-making. Town-Green works successfully with both public entities and private development to create strong, vibrant, sustainable, and enduring communities.

KEMA

KEMA offers expertise in energy efficiency, renewable energy, and green building. KEMA has developed energy plans and CAPs for the cities of Santa Ana, San Leandro, Sunnyvale, Roseville, and New York. KEMA advises cities and non-profit organizations on renewable energy opportunities and green building strategies. Since 1927, KEMA has built a reputation for integrating deep technical and functional capabilities with management expertise to provide solutions that deliver profitable, reliable, sustainable results.

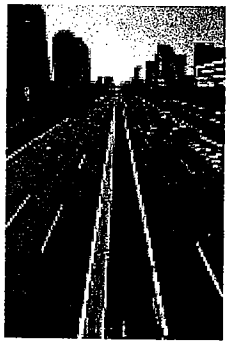
KEMA has been very active with local government climate partnerships (e.g., U.S. Mayors Agreement on Climate Change, Sustainable Silicon Valley, CCAR, and The Climate Registry), and has close working relationships with ICLEI, PG&E and StopWaste.org. KEMA is uniquely qualified with expertise in municipal GHG emissions inventory development and verification, implementation of actual GHG emissions reduction programs, and working with local governments on high level strategies.

With over 30 years in the California energy efficiency market, KEMA brings proven expertise assisting communities and utilities to develop programs for residential, commercial and industrial markets. KEMA currently implements the Business Energy Services Team (BEST) Program and the Cool Biz Program that serve small commercial and industrial customers of PG&E.

The KEMA team wrote the handbook for the California Solar Initiative (CSI), which details the policies and procedures under which rebates and incentives are paid to roof-top solar installations. KEMA has been contracted by the California Energy Commission for over consecutive six years to be the prime contractor for the Renewable Energy Program. Under this contract, KEMA has assisted with program design, market research, engineering consultation, policy development and program analysis and evaluation across a wide range of technologies, including biomass, solar and wind energy.

Since 1998, KEMA has provided green building advisory services to cities and counties across California. In the past decade, KEMA has become one of the top U.S. providers of green building advice, being the primary consultant for over 120 construction projects. KEMA staff have also written comprehensive guidelines and trained 3,000 or more people in green building practices. KEMA's green building group has provided LEED documentation and commissioning services for more than 40 individual LEED projects.

Fehr & Peers



Fehr & Peers' experience with traffic analysis, demand forecasting models, and transportation mode shift models makes them an ideal partner for developing the right mix of transportation measures in the proposed CAP. Fehr & Peers is a statewide and national leader in innovative transportation solutions that improve communities, with a particular emphasis on sustainable climate, energy and healthy lifestyles. Since 1985, Fehr & Peers has worked at the leading edge of integrated land use and transportation planning in terms of both research and development and technical practice. Fehr & Peers has parlayed their leading edge expertise into developing and assessing the effectiveness of CAPs for the City of Irvine, and several other California cities, counties and regional agencies. One unique aspect of Fehr & Peers is their expertise in the land use/transportation/climate change arena and their knowledge of how to incorporate all proposed and adopted regional and state protocols for incorporating AB 32 and SB 375 into the traffic analysis.

B. Project Understanding

Based on our reading of the RFP, our discussions with City staff, and our review of background materials, we have developed the following understanding of this project:

- The City of Pleasanton is a member of the Alameda County Climate Protection Project and also a member of ICLEI. The City has already completed municipal and government GHG inventories, and has taken several significant steps to reduce GHG emissions by developing programs to conserve resources, water, and energy.

- While these programs represent an important step toward climate action planning, the City recognizes the need to develop and prioritize a comprehensive suite of programs and strategies to reduce GHGs and respond to the imminent threat of climate change, through the development of a CAP.

- The City also recognizes that there are now a number of good examples of municipal CAPs from which an approach and a level of detail can be selected as a template for development of the City's own CAP.

- The City's recent General Plan update includes many measures to move the City toward greater sustainability. Nevertheless, the State Attorney General has filed suit against the General Plan EIR, alleging, among other points, that the EIR inadequately quantifies and mitigates GHG emissions.

- The CAP can be used as a vehicle to address the Attorney General's concerns, and perhaps as a key element in settling the lawsuit.

- The City is seeking an experienced consultant to prepare a CAP tailored to the City's unique fabric and style. The CAP must be developed with input from City staff, decision makers, and the community, and it must identify and prioritize programs and strategies that address the major categories of GHG emissions from both government and community sources, and must develop goals and objectives, as well as a roadmap for achieving them.

- The development of the CAP will be an iterative process, requiring a high degree of flexibility, creativity, and focus on the part of the consultant. To be successful, the CAP must combine technical, social, and regulatory considerations, respond to community interests and concerns, and provide real, workable, local solutions to the problem of global climate change.

In the following sections, we detail our approach to the scope of work, provide a detailed cost estimate, and a schedule for completion of the City of Pleasanton CAP.

ESA

SECTION 2
Work Program

A. Approach

ESA's overall approach to preparing the City of Pleasanton's Climate Action Plan (CAP) will be to coordinate closely with our teaming partners and work cooperatively with City staff and decision makers to develop a plan that is responsive to and reflective of the City and its inhabitants: to be effective, the CAP must reflect the City's unique geography and community.

ESA will draw from available sources to understand the physical, economic, and social forces that shape Pleasanton and guide its programs, policies, and vision for the future. This includes the City of Pleasanton General Plan and EIR, Short Range Transit Plans developed by local transit agencies, and communications with City Planning and Operations staff, the City Council, and the citizens and businesses of the City. We feel strongly that an effective CAP should emphasize GHG reduction measures that are cost-effective and implementable at the local government level.

ESA will use its extensive knowledge of the CEQA process and CEQA-related guidance on GHG emissions and climate change mitigation to inform how the CAP is developed and written, in anticipation of how the CAP will be used to streamline the environmental review process for future projects that are consistent with CAP policies and programs. The current BAAQMD draft guidelines, expected to be adopted in early 2010, state that projects consistent with a "qualified climate action plan" that includes feasible measures to reduce GHG emissions (consistent with AB 32 goals or Executive Order S-03-05 targets) would be considered less than significant. A qualified climate action plan is currently being defined as including:

- GHG Inventory for Current Year and Forecast for 2020;
- An adopted GHG Reduction Goal for 2020;
- Feasible reduction measures to reduce GHG emissions for 2020 to the identified target;
- Inclusion of relevant measures from the AB 32 Scoping Plan;

- Quantification of the reduction effectiveness of each measure;
- Implementation steps and financing mechanisms, identification of responsible parties;
- Monitoring and updating the inventory and reduction plan at least every five years;
- Schedule of implementation;
- Certified CEQA document.

In conjunction with specifics called for in the RFP, this definition of a qualified climate action plan will be used as guidance for development of the CAP.

Our approach to developing and recommending GHG reduction and adaptation measures will emphasize cost effectiveness & ease of implementation. We will help the City prioritize measures through analysis of existing City programs and infrastructure, projected budgets and staffing, and other City resources, and we will identify outside resources such as energy efficiency grants. Our approach to emissions quantification (City inventory and reduction measures) will emphasize full documentation of methods and assumptions. We will also identify important co-benefits of individual measures, where applicable, and describe how measures further the goals, policies, and actions contained in the Pleasanton General Plan 2005-2025.

We will approach the development of Pleasanton's CAP both strategically and tactically. Strategic measures are capable of leveraging additional actions and eliciting long term benefits. Tactical measures achieve a specific objective, or advance toward a specific goal.

- An example of a strategic measure is a building energy retrofit program, which can provide training and employment, while the results reduce energy consumption, save money, and add value to the existing building stock over time; the trained workforce can continue to retrofit buildings and reduce emissions.
- An example of a tactical measure is converting direct drive water pumps to variable drive pumps to provide energy and cost savings; the benefits are limited to the pumps converted.

ESA will address each category of intervention – energy, solid waste, transportation/land use, water – with the appropriate mix of strategic and tactical measures, as both are necessary. For example, both regionally and citywide, the transportation sector represents a significant source of

jurisdictional GHG emissions. Pleasanton is emissions-burdened by major freeways and heavy dependence on motor vehicles for transportation within the City. The CAP will need to demonstrate a strategic capability to reduce vehicle emissions sufficient to meet local and State targets. In response, we propose three general emission reduction strategies:

1. Reduce Vehicle Miles Traveled (VMT);
2. Reduce the Amount of GHG in Total Fuel Emissions;
3. Reduce the Consumption of GHG-Emitting Fuels.

Both regionally and City-wide, we will develop strategies to reduce VMT. For instance, reducing local auto trips through regulatory incentives that increase the amount of walkable destinations is strategic. Providing the opportunities for alternative fueling stations – electrical and bio-diesel – is strategic. Replacing conventionally-fueled municipal vehicles with hybrids or non-petroleum fuels, is tactical. In the Scope of Work that follows, we describe both strategic and tactical methodologies for accomplishing emission reductions.

Project Management

ESA's overall project management structure emphasizes internal coordination and quality control, while assuring effective communication with our client, our teaming partners, and the stakeholders involved in the planning process. An organizational chart showing the relationship of each team member to the overall project is provided in Section 4.

Our management team includes three people: 1) Jeff Caton, Project Director; 2) Dan Sicular, Project Manager; and 3) Claire Myers, Deputy Project Manager. Dan and Claire will be responsible for coordinating and conducting all the major project-related activities including attendance at meetings and preparation of project-related deliverables. Dan will be the primary contact with City staff and will be responsible for the day-to-day management of the project, with Claire's assistance. Jeff will ultimately be responsible for the City's satisfaction with our performance.

The Project Management task includes frequent communication with City staff, tracking budget and schedule, invoicing and other aspects of contract management. In addition to the public meetings and face-to-face meetings with staff discussed below, we suggest a regular telephone meeting between the City's Project Manager and our own. ESA will follow-up these phone meetings with e-mailed notes summarizing discussion points and action items.

For each of the three teaming partners a project point person will coordinate directly with the ESA Project Manager to exchange information, coordinate schedules, and be responsible for deliverables. ESA will prepare the CAP in phases to allow for adequate review cycles that include comments from City staff and the general public.

B. Scope of Work

The following tasks describe our scope of work, using a Task numbering scheme consistent with that presented in the RFP, but with significant differences in Subtask detail that reflects our unique approach to the project.

Task 1: Determine Appropriate CAP Scope

An important early stage task will be to help the City determine the level of detail needed in the Pleasanton CAP. The ESA team has in-depth experience with analyzing and developing CAPs, and we are familiar with the wide range of detail and cost-benefit analysis exhibited by city and county CAPs throughout California and beyond. The ESA team believes that Pleasanton should take a comprehensive approach to developing its CAP, to use the CAP to address the Attorney General complaints regarding the General Plan, and to develop a document that provides a clear road map, including implementation and monitoring, for reducing emissions and achieving its 2020 reduction target.

ESA will work closely with the City to thoroughly understand its CAP objectives. We will select several examples of other CAPs and review these with the City to illustrate the range and type of analyses and planning that can be delivered, and the approximate cost of and level of effort. Through this process ESA will work with City staff to develop a detailed scope of work that includes CAP elements, approach, and outline. Examples of detailed CAPs that have recently been completed in the Bay Area include those for the Cities of Hayward, Berkeley, and Menlo Park.

Task 2: Analysis and Adjustment of City's Baseline and Projected GHG Emissions and Targets

ESA will review in detail the City's baseline GHG emissions inventory prepared by ICLEI (calendar year 2005, for government operations and for community-wide emissions) for accuracy and completeness and adjust the inventory as needed to provide an accurate baseline for emissions reduction planning. The ESA team will review the sources and facilities that contribute significant emissions to the inventory, and identify where there is potential

uncertainty in the accuracy and completeness of activity data and quantification of emissions. Formal verification of the ICLEI inventory is beyond the scope of this task, but the ESA team includes members with extensive experience conducting formal inventory verification[1] (CCAR, AB 32, and ANSI qualifications), which will help identify key assumptions and expose potential gaps in inventory quality. The inventory review will help us rank emissions sources according to their percent contribution to the inventory and identify their relative significance in an overall emissions reduction strategy. For major contributing sources, we will review model inputs, check assumptions, and generally evaluate the accuracy and completeness of emissions estimates.

Where appropriate, ESA will draw on the strength of individual team members to review specific emissions estimates related to their area of expertise. For example, ESA will analyze emissions associated with management of waste; KEMA will focus on energy used by non-residential and residential sectors; and Fehr & Peers will investigate vehicle miles traveled (VMT). Gaps in the inventory boundary (e.g., exclusion of sources) and activity data will be identified and addressed using the best information available. Specific areas of the inventory that we anticipate will require in-depth verification activities are outlined below.

Subtask 2a – Review & Adjust ICLEI Inventories

The following sections describe specific tasks the ESA team will complete with respect to refining the City's GHG emissions inventories:

Transportation Emissions

As with many cities, transportation is a very large source of citywide emissions in Pleasanton (64.6% in the 2005 ICLEI Inventory). There are a wide variety of approaches and data sources used to estimate and analyze the transportation sector. For some CAPs, transportation is dealt with quantitatively using local data, while other CAPs rely on generalized data sources that are not entirely adequate to capture the unique effects of local conditions. Some issues in other CAPs include:

- The use of generalized transportation emission estimates such as those developed by Caltrans' Highway Performance Monitoring System (HPMS) instead of more detailed City-level tools such as Travel Demand Models.

[1] KEMA is a verifier under ANSI and AB 32; Dave Millar of KEMA and Jeff Caton of ESA are Lead Verifiers under CCAR.

- The inability to segregate transportation emissions into through vehicle trips compared to more localized trips. This issue is particularly important when there are nearby roadways that carry high numbers of long-distance commute trips such as Interstates 580 and 680. A recent study conducted by Fehr & Peers also documented the amount of through traffic on commute corridors through the City, which can be a significant portion of the total traffic for some routes. Inclusion of through vehicle trips in a community's greenhouse gas (GHG) inventory unfairly captures carbon emissions for which that community is not responsible.

- Current inventory methods for transportation GHG, such as ICLEI, may not identify all of the prospective strategies that communities might choose from to address their reduction goals.

- The inability to test alternative strategies using analytical tools. For example, many CAPs indicate that land use strategies (increasing density, increasing mixed-use development, etc.) can be an effective tool for addressing GHG. However, this determination is often based on a cursory assessment without using local data.

- The lack of reasonableness checks to determine if the analysis tool is providing appropriate VMT estimates. For example, we would recommend that the CAP documentation provide some information on the Countywide or Regional VMT estimates to determine if the citywide estimate (regardless of the source) is at an appropriate level of magnitude.

Information developed through traffic demand modeling can also be used by Pleasanton to apply for Proposition 84 Grant Funds. These funds can be used towards the refinement of the transportation assessment included in the CAP, as the intent of Proposition 84 funding is to support the data gathering and model development necessary to comply with SB 375 and promote the objectives of the Strategic Growth Council. Applications for local governments are expected to be available in early 2010, with funds allocated by July 2010.

The ICLEI Inventory for Pleasanton relies on a generalized model with data provided by CalTrans and the MTC for VMT data, and vehicle type percentages provided by the BAAQMD. For the City of Pleasanton, ESA recommends pursuing an approach that uses as much quantitative data and analysis as possible. In this particular case, there are two options: the City of Pleasanton travel model or the Alameda County Congestion Management Agency Travel Demand Model (ACCMA Model). Early in the project, the ESA team will discuss with the City the modeling options available and collaborate with them in deciding whether the local or regional model would be preferable for this particular application. Fehr & Peers will use the selected model to develop transportation-related data, particularly estimates of vehicle miles traveled (VMT) for existing conditions and compare the results to the baseline data already developed for the City by others. VMT is an important value since most transportation emissions are calculated based on the VMT generated.

Fehr & Peers will conduct preliminary diagnostic testing of the selected forecasting tool to determine the model's sensitivity to various potential changes. We anticipate that no more than 5 model runs would be required to

conduct the various tests. The diagnostic tests would include adding land uses of different types to zones in Pleasanton and noting the increase in Citywide VMT and VHT. The value of this diagnostic testing is that it provides insight into which emission reduction strategies might be addressed through the travel model and which would be addressed through other methods. For example, if we find that the model is generally insensitive to changes in the level of mixed use within a development, then we would quantify the benefits of a strategy related to this item through the use of off-model adjustments.

Following the completion of the diagnostic testing, Fehr & Peers will conduct one run of the selected model to calculate Base Year VMT by speed bin and Vehicle Hours Traveled (VHT) estimates. We anticipate that these Base Year VMT and VHT estimates will be derived from the Model base year to represent Existing Conditions. The resulting estimates will be compared to those presented in the ICLEI Baseline Greenhouse Gas Inventory Report.

According to the current state-of-the-practice, it is important to distinguish the source of the VMT on the City's roadway network. Based on recommended reporting protocols, GHG will be reported for all trips traveling between origins and destinations within Pleasanton, and for 50% of the VMT generated by trips traveling between Pleasanton and other destinations. Note that trips where the origin and destination are both located outside of Pleasanton, otherwise known as "through" trips, will be excluded from the VMT calculations.

The ESA team will compare the results of the Base Year VMT and VHT estimates and resulting GHG emissions with the estimates prepared by the City as part of the community GHG inventory, and provide our recommendations for inventory adjustment to City Staff for review and approval.

Prior to beginning the analysis, Fehr & Peers and the project team will meet with City Staff to discuss the overall methodology, the process by which the forecasting tools be applied, data needs and other items as applicable (included in Task 8: Meetings).

Building Energy Use Emissions

The ICLEI GHG inventory methodology for cities in the Bay Area was recently revised using updated emissions factors from PG&E. KEMA will review the inventory to ensure that correct emissions factors for electricity, natural gas and other fossil fuels are being utilized, in accordance with commonly accepted protocols.

Solid Waste Sector Emissions

Emissions from solid waste management practices represents another area of community-wide GHG inventories that are typically based on generalized models or regional assumptions. ESA will discuss with City staff the ICLEI inventory results for the solid waste sector, and develop an approach to revising this part of the inventory, if appropriate. ESA is familiar with Pleasanton's current suite of composting and recycling programs, as we are currently under contract with StopWaste.org to support County-wide school recycling programs, the County-wide green waste ban, and other waste minimization efforts.

The City may also wish to include a qualitative discussion of up-stream emissions associated with materials extraction, processing, manufacturing, and transport to market. Recent studies indicate that a large part of the national GHG inventory is related to the manufacture and movement of goods. Neither ICLEI's CACP software, nor the recently released Local Government Operations (LGO) protocol include methodologies for estimating life cycle GHG emissions reductions associated with recycling or composting, but it is an important qualitative consideration for program and policy development.

These improvements to the inventory not only would provide a more realistic view of the climate change consequences of the current system of waste management, but also would provide a means to highlight recent program innovations, including food waste composting, and would also provide an impetus to plan and implement programs to further reduce emissions associated with solid waste disposal.

Subtask 2b – Projected GHG Emissions

ESA will analyze the 2020 emissions projection developed by ICLEI and will work with the City to review or develop reasonable projections about expected population growth and expansion of emissions sources within the inventory's organizational boundary through the target date of 2020. ESA will develop realistic emissions growth projections using results from the 2005 ICLEI Inventory analysis and adjustment, including improved VMT modeling, and the best publically-available information and data. Projections will incorporate the expected impacts of foreseeable regional, state, and federal actions, including more stringent CAFE standards (Corporate Average Fuel Economy), California Energy Efficiency Standards (Title 24), the AB 32 Scoping Plan, and the early action GHG reduction measures (e.g., low carbon fuel standard) developed by CARB and the Climate Action Team (CAT), and the State's Renewable Energy Portfolio standards.

For projecting future VMT, the ESA team will use City-provided projections of 2020 land uses and local roadway improvements. We will confirm with the City which regional roadway improvements to include that could affect VMT in Pleasanton, such as the Stoneridge Drive extension. Under this task, Fehr & Peers will run the year 2020 Model to produce VMT and vehicle hours traveled (VHT) estimates by speed bin to be used in the GHG estimates. The 2020 Model run will represent the anticipated development of the City that is likely to occur by 2020, as currently envisioned by the General Plan Update.

Subtask 2c – Emissions Reduction Targets

AB 32 directs the state to reduce state-wide GHG emissions to 1990 levels by 2020, while Executive Order S-21-09 sets a long-term goal of 80% emissions reduction below 1990 levels by the year 2050. However, an accurate assessment of GHG emissions in 1990 is often elusive due to gaps in data availability and quality In lieu of such data, CARB recommends that local governments target their 2020 emissions at 15% below current levels (2005), a percentage that parallels the statewide 2020 commitment. ESA assumes that the CARB recommendation will be satisfactory but we will examine the unique characteristics of Pleasanton (e.g., emissions contribution from two major freeways) to determine if a projection of 1990 emissions is warranted that involves going beyond population adjustment. If so, we will provide a separate cost estimate for developing a 1990 inventory and comparing methods (1990 levels vs. 15% below current levels) to establish the most appropriate target for the County.

Task 2 Deliverables:

- Results of ACMMA modeling with base year VMT/VHT estimate
- Report on analysis and adjustment of 2005 city operations and community-wide emissions inventories, for City review and comment.

Task 3: Evaluate Best-Suited Measures with Cost/Benefit Analysis

The purpose of this task is to identify, develop, and describe potential GHG emission reduction programs, policies, and measures, and to develop a CAP Development Memo for review by City staff and for presentation at community workshops (see Task 5). We will analyze and develop both community-wide actions and municipal government actions.

Overall, the key to a successful CAP will be to build upon previous city energy conservation efforts, transportation, solid waste and water efficiency initiatives, and other sustainability projects, and to analyze and address gaps

in the planning and program development that has taken place to date. ESA will work closely with City staff, and engage public input into the planning process to develop a suite of GHG reduction measures that address the particular needs of the City and maximize the City's potential for increased sustainability.

We will draw on tools, ideas and experience from many sources, including ICLEI, the US Conference of Mayors Best Practices for Climate Protection, StopWaste, CoolCalifornia.org, and our experience developing CAPs for local governments in California and beyond, including the cities of Hayward, San Leandro, Martinez, Sunnyvale, and Irvine. We will also draw from best practices put forth in exemplary CAPs such as those produced by the Bay Area cities of Berkeley, Hayward, San Francisco, and Menlo Park. We will consider programs and policies that are both wholly within the City of Pleasanton and those that are regional in nature, and that would require collaboration with other jurisdictions and regional organizations, such as ABAG.

From the literature review, City staff direction, and our own consideration of Pleasanton's needs and potentials, we will develop a long-list of programs and policies. We will then conduct a comparative evaluation to develop a list of measures best-suited for Pleasanton that address each major emissions source.

For each suitable measure, we will prepare an approximately 1-page description that includes the following elements:

- Program Description;
- Related City and regional programs and policies;
- Emissions category affected;
- Strategies for implementation, including assessment of effort, potential barriers, and suitability as an "early action" program;
- Implementation timeframe, typical "payback" period (if applicable) and expected participation rates;
- GHG reduction potential, in terms of carbon dioxide equivalence (CO_2e);
- Co-benefits, including benefits to communities most at risk from adverse impacts of climate change;
- Estimated cost (both construction and annual operating/staffing if applicable);

- Potential funding sources; and
- Effectiveness criteria and monitoring method.

This standard format for program and policy options (measures) will enable quick review and comparison between options. We will also prepare a comprehensive high-level matrix of measures, and tables and figures as appropriate, that will facilitate comparison of measures and help to identify synergies between strategies. This will allow us, in consultation with City staff, to come to logical conclusions regarding selection of options to bring forward for adoption, and to prioritize measures as high-, medium- or low-priority based on cost and effectiveness. This will also facilitate effective communication of proposed strategies to the public and other stakeholders.

Economic Analysis

CAP implementation will require a significant investment of the City's time and resources. Therefore, the City will need to be strategic in its development of the CAP and favor those plan elements that offer the highest emissions reductions per dollar spent, require the lowest capital outlay and/or result in near-term cost savings. The purpose of the economic analysis is to provide a clear and informative assessment of the expected costs and benefits of the CAP options so that the City can prioritize its future GHG reduction efforts and focus its future management attention.

Our cost-benefit analysis will be performed using custom-developed spreadsheet tools assisted as appropriate with various third-party modeling programs and spreadsheets for projecting GHG emission reductions. Benefits will include GHG reduction potential, as well as other co-benefits. The cost analysis will identify both capital (e.g., construction) costs but also any future operating costs or savings (e.g., such as avoided utility or maintenance requirements) related to each proposed CAP measure. In addition, the cost analysis will identify initial implementation costs (e.g., public outreach efforts). This approach will ensure a comprehensive understanding of a measure's *net* financial implications. When feasible and applicable, ESA will express each proposed CAP measure in terms of an "annualized" *net* cost[2] per ton of CO2 reduction. Although we do not propose a formal "benchmarking" analysis, ESA will corroborate our estimates with reference to similar analyses (e.g., quantitative cost-effectiveness analyses such as the Menlo Park CAP).

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[2] For the sake of simplicity for CAP readers, ESA does not propose to present CAP costs in "net present values." However, when relevant, we will note the additional financial effects of depreciation or capital borrowing related to proposed CAP elements.

The specific City agencies, local businesses or residents likely to incur the proposed CAP measure costs (and in some cases savings) will also be identified. The economic analysis will also assess both direct financial impacts and any major indirect economic consequences that might be expected (e.g. the potential for "pass-thru" of program costs).

When possible, the economic analysis will identify, evaluate and recommend potential funding mechanisms for CAP strategies. ESA will evaluate federal, State and regional grants or low interest loan programs applicable to the CAP. Public-private partnerships and other innovative funding approaches will also be investigated as potential funding mechanisms for financing the City's future GHG reduction efforts.

The following subtasks describe in detail how the major sections of the CAP will be approached, with appropriate team members leading the effort.

Subtask 3a – Transportation & Land Use

Town-Green and Fehr & Peers will be the major contributors to developing reduction strategies related to transportation and land use. Town-Green will lead the effort and Fehr and Peers will provide technical support and VMT estimates associated with future buildout of the General Plan (this includes potential modeling of alternative land use/transportation network scenarios, included as **Optional Subtask 3a1**). Fehr & Peers will also be providing expertise on SB 375, and advise how the City of Pleasanton CAP might interact with either a regional or sub-regional Sustainable Communities Strategy (SCS).

Strategies for reducing GHG emissions associated with land use and transportation will fall into two general groups: *integrated*, and *focused*. The strategies will be combined where appropriate after initial research.

Integrated Land Use and Transportation Emission Reduction Strategies

Town-Green will develop a land use and transportation profile that will provide staff, community and business leaders with a baseline description of the current context, opportunities, and constraints regarding land use and transportation emissions. First, Town-Green will review and assess land use and transportation conditions and other related factors, together with existing local and regional plans and programs that impact them. In particular, existing programs intended to further the City's sustainability goals will be identified and assessed in terms of where their impact may be increased.

Town-Green will review the City's General Plan, Zoning Maps, and Municipal Code to determine where policies and ordinances might be refined

or modified to reduce tail pipe emissions and improve the alternative mobility opportunities and incentives to increase walking, biking, and transit access.

Town-Green will draft a land use and transportation baseline matrix that identifies barriers – programs, policies, and other conditions – that contribute to increased motor vehicle trips and mileage, and decreased non-vehicle mobility. The matrix will provide a baseline against which any future land use and transportation sustainability efforts may be measured and evaluated.

Focused Transportation Emission Reduction Strategies

Town-Green, assisted by Fehr & Peers, will gather data on transportation and transit operations, planning, and programs operated by local and regional agencies and organizations. Town-Green and Fehr & Peers will review the results of the information about transportation-related vehicle fuel use, and data from transit agencies, the MTC, and Caltrans on transit and private sector VMT. The results of VMT modeling conducted by Fehr & Peers will be incorporated into the analysis.

Town-Green will review the revised GHG inventory and forecast to determine where the "high leverage" points occur in the transportation sector, and make an initial assessment of the carbon-reduction opportunities and constraints resulting from the information.

Town-Green and Fehr & Peers will create a baseline matrix of transportation emission causes, impacts, and trends that contribute to increased motor vehicle trips and mileage, and decreasing non-vehicle mobility, and that identifies barriers to moving from fossil fuels over to renewable fuels, so proposed interventions can be compared and evaluated against this baseline.

Preliminary Reduction Measures

Using the previous analysis and incorporating input from City staff and the public, Town-Green will develop a draft list of GHG land use and transportation emission and non-renewable resource reduction strategies, programs, policies (including General Plan and Municipal Code recommendations), tools, and actions to include in the Draft CAP.

The following are just some of the example measures for reducing VMT and GHG emissions associated with transportation and land use:

- *Land Uses and Forms* – Changes in density, mixed-use, and localized design features;

- *Travel Demand Management* (TDM) – Use of incentives/disincentives to encourage alternative mode use;
- *Internal Transit* – Local shuttles and increased transit service within the City of Pleasanton, such as employer shuttles to/from the Pleasanton BART station;
- *External Transit* – Regional transit connections to/from the City, including the potential for the BART extension to Livermore;
- *Employee Based Housing* – Incentives to encourage persons currently working in the City of Pleasanton to live in the City as well. These incentives can take the form of down payment assistance, rental subsides, and other similar techniques;
- upgrading signal timers to improve traffic flow and reduce traffic congestion;
- Institute a "Safe Route to Schools" program
- Community-based carpool and ride share program for residents, businesses, and City employees;
- Promote walking, bicycling, and the use of public transit by various means;
- Promote ways to improve vehicle fuel efficiency through community educational outreach;
- Pursue grant opportunities to fund replacement of City vehicles with hybrid and/or electric vehicles and purchase the smallest/most efficient vehicle that can serve the intended purpose;
- Develop convenient and reliable alternative and flexible-fuel vehicle power/fuel sources, such as electric plug-in stations, for non-fossil fuel-powered vehicles.

Optional Subtask 3a.1 – GHG Estimates for Future Year Mixed Use Alternatives

Budget Note: The estimated cost for this optional task is $9,000. It is not included in the project budget presented in Section 3.

The City may desire to evaluate the transportation impact of specific land uses different from the 2020 "business as usual" scenario. Under this optional task, Fehr & Peers will work with the project team to develop two alternative land use/transportation network scenarios that may be more effective in reducing the overall citywide VMT and vehicle hours traveled

(VHT). These additional model runs would reflect modified versions of the 2020 Model with one or more of the following changes:

- Adding land uses in selected locations. For example, additional housing adjacent to the BART station could be evaluated, in lieu of additional office or retail development, to provide a better jobs/housing balance;
- Evaluating residential development above the City's voter approved housing cap; potentially in lieu of commercial growth;
- Adjusting land uses within adjacent zones to create a higher level of mixed-use;
- Changes in the City's roadway network to improve the operation of congested locations.

Subtask 3b – Energy Efficiency, Renewable Energy, and Green Building

KEMA will lead the effort to develop reduction strategies related to energy conservation, energy efficiency, and on-site renewable energy. The scope of work will include an assessment of the cost-effectiveness of different programs and approaches to promoting cleaner energy sources and energy conservation in the City.

Energy Efficiency Strategies

Recent legislation enables innovative financing mechanisms for energy efficiency and renewable energy upgrades. AB 811 authorizes all cities and counties in California to designate areas within which willing property owners can enter into contractual assessments to finance the installation of distributed renewable generation, as well as energy efficiency improvements. These arrangements allow financing through low-interest loans that are repaid as an item on the property owner's property tax bill.

KEMA will perform a complete review of energy efficiency programs available for low-income households, residential, commercial, and industrial facilities in the City of Pleasanton. KEMA will identify any gaps in current programs and funding opportunities, and will analyze the potential for leveraging existing programs and lessons learned from other local communities.

KEMA currently implements the Business Energy Services Team (BEST) Program and the Cool Biz Program that serve small commercial and industrial customers of PG&E in the City of Pleasanton and other East Bay Energy Watch member cities. These programs are designed to promote the installation of energy-efficient lighting, refrigeration, and other measures for small commercial and industrial business. In developing these programs, KEMA is well-versed in the relative costs and economic benefits of specific energy efficiency measures and program delivery strategies.

In addition to operating these efficiency programs, KEMA is also familiar with the myriad PG&E programs that are available to residential, commercial, industrial, educational, and government customers. KEMA proposes to leverage these existing utility funds to promote energy efficiency

within the Pleasanton community and identify gaps in PG&E's programs, where the City could complement existing efforts. Their experience will enable scoping of realistic strategies for implementation that include the necessary preparation and research.

Example measures related to the strategy of expanding energy services and standards for existing residential properties include the following:

- Increase coordination with PG&E for focused marketing and outreach campaigns to educate households about PG&E programs such as the Energy Partners Program, which provides qualified low-income customers free weatherization measures and energy-efficient appliances to reduce gas and electricity usage;
- Identify measures and services not covered under PG&E programs and include additional energy saving equipment and more comprehensive home energy audits;
- Identify and disseminate information about third-party delivery channels for energy efficiency services, such as home performance contractors, certified energy plan examiners, Home Energy Rating System (HERS) raters, HVAC quality tune-up service providers, etc.;
- Adopt a Residential Energy Conservation Ordinance (RECO), which improves the energy and water efficiency of existing homes built under lower efficiency standards;
- Work with the Building Department to enhance compliance with and enforcement of Title 24 building codes and standards;
- Develop local codes and standards that go beyond Title 24 building code.

Example measures related to the strategy of expanding energy services and standards for commercial properties include the following:

- Establish commercial-sector procurement guidelines instructing that all applicable equipment be ENERGY STAR rated;
- Maximize participation in PG&E rebate programs;
- Work with the Building Department to enhance compliance and enforcement of Title 24 building codes and standards;
- Develop local codes and standards that go beyond Title 24 building code.

Renewable Energy Strategies

To develop renewable energy strategies, KEMA will seek to leverage existing programs and evaluate existing solar feasibility studies completed by local stakeholders. KEMA will analyze the lessons learned from other

communities, and use regional data to assess the feasibility and costs of increased installations of solar PV and solar thermal systems, and other renewable energy opportunities within the City of Pleasanton.

KEMA will use its experience working with local communities to develop sound strategies for on-site renewable energy installations. KEMA is thoroughly versed with existing renewable energy initiatives in California. The KEMA team wrote the handbook for the California Solar Initiative (CSI), which details the policies and procedures under which rebates and incentives are paid to roof-top solar installations. KEMA supports the California New Solar Homes Partnership program, also part of CSI, to provide outreach activities, photo voltaic (PV) technical analysis and economic analysis.

KEMA can also advise Pleasanton on the opportunities available with Community Choice Aggregation (CCA). CCA enables California cities and counties (or groups of cities and counties) to supply electricity to customers within their borders. Under CCA, decisions about rates, generating resources, and public benefit programs are made by local governments. Currently, neighboring cities, such as City of Berkeley, Emeryville, Oakland and Pleasanton, have worked with the Local Government Commission to evaluate and provide feasibility studies.

Example measures related to the strategy of promoting renewable energy installations:

- Implement City financing program for residential solar installations. The City of Berkeley recently approved a plan for the city to finance the cost of solar panels for property owners who agree to pay it back with a 20-year assessment on their property. This program overcomes the first cost barrier that many homeowners face in installing solar PV on their roofs;
- Implement a residential solar hot water heater program.

Green Building Strategies

KEMA is very familiar with the green building issues in Pleasanton, having recently provided green building ordinance and LEED documentation advisory services to the City, as well as enhanced commissioning activities. KEMA is experienced in using robust methods for quantifying the emissions benefits of green buildings.

Since City of Pleasanton has already adopted a Commercial and Civic Green Building Ordinance, KEMA would propose additional approaches and programs to promote and support green building practices, with a special focus on the residential sector.

Example measures related to the strategy of promoting green building practices in the residential and commercial sectors:

- Marketing and outreach, such as the Green Building public meetings in Alameda County, to educate homeowners and the community about green building technologies and practices;
- Promote GreenPoint-rated homes and utilize the Build It Green Greenhouse Gas Emissions Calculator for GreenPoint-rated homes that KEMA is currently developing to demonstrate emissions savings. This is an important tool in promoting green design because it quantifies specific benefits;
- Create a "business as usual" outlook towards green design, continuously making minimum efficiency standards for buildings more aggressive;
- Establish guidelines for commercial retrofits and interior improvements in order to incorporate green building technologies into existing facilities.

Subtask 3c – Water Conservation and Water Efficiency

Although water is not a direct GHG emissions source, the transport, distribution, and treatment of water and wastewater all involve significant energy consumption. Therefore, reducing water use within the community can be a win-win solution for local governments seeking to save in operations costs and environmental impacts.

Example measures related to the strategy of promoting water conservation and efficiency include the following:

- Increase awareness of rebates, and incentives, and informational programs available through the City's Water Division including water efficient appliances and fixtures, efficient residential landscapes and graywater systems, and high-efficiency commercial irrigation systems;
- Develop a residential self-survey kits for toilet performance testing, and other on-site water surveys, such as the one used by EBMUD;
- Identify and implement more efficient use of water in municipal operations, including use of "smart" irrigation systems for City parks and landscaping.

Subtask 3d – Waste Reduction, Recycling, and Composting

The City has already developed a comprehensive suite of recycling and composting programs, and has a goal of diverting 75 percent of waste from landfill. Solid waste collection and disposal typically account for several percent of a community's GHG inventory related to vehicle emissions and

landfill gas emissions. The CAP may be used as an opportunity to re-examine the current suite of recycling, composting, and waste reduction programs to identify areas for program improvement or new program innovation. The CAP process may also be used to consider broader sustainable materials management or zero waste goals, and to begin planning the next phase of the City's progress in moving from a disposal-based materials management system to one based on minimizing use of virgin resources and maximizing use of waste products as resources.

ESA will work with City staff to develop an overall set of goals and strategies for reducing waste and its impact on the climate. These may include new efforts to reduce waste at the source, reduce packaging, and improve the performance of the City's existing recycling and composting collection programs. We have found that incremental improvements in program utilization, incremental expansion of existing collection programs, and renewed efforts to achieve source reduction of wastes, all have a high potential to reduce waste and associated GHG emissions, at relatively low cost.

Subtask 3e – Adaptation Measures

Although adaptation is not included as a separate task in the RFP, ESA believes it is appropriate to consider specific measures for increasing the resiliency of Pleasanton to climate change its effect on the environment and public health. In California, global climate change is expected to result in higher average temperatures, more severe droughts, heat waves, and winter storms, higher levels of air pollution, increased risk of catastrophic wildfire, and flooding of coastal and low-lying areas. A projected decrease in available water supply, resulting from California's diminishing snowpack and changing precipitation patterns, also poses a serious challenge for all Californians.

The ESA team will develop specific recommendations regarding water conservation, flood protection, and maintenance of urban forests and wetlands. In addition, we will explore and make recommendations on programs and policies that serve the dual purpose of adaptation and carbon sequestration, such as green roofs and tree planting to retain water and reduce heat islands.

Task 3 Deliverables:

- Meeting with City Staff to discuss best-suited measures and evaluation criteria, and establish guiding principles;
- A CAP Development Memo that identifies and describes potential GHG emission reduction programs, policies, and measures for GHG emission

reduction and climate change adaptation, including both community-wide actions and municipal government actions;

- Full descriptions of draft measures, organized by conceptual strategy, to include estimated costs and benefits, strategies for implementation, and funding sources. Measures will be ranked as high, medium, and low priority based on cost and effectiveness;
- ESA will deliver one (1) electronic version of the CAP Development Memo and associated full descriptions of draft measures in Word, Excel, or other manipulative format, and one electronic version in a PDF format.

Task 4: Guidance for CEQA Documentation (Environmental Review)

Upon completion of the Draft CAP, ESA will prepare a technical memorandum that provides a preliminary analysis of the likely level of environmental review necessary for CEQA compliance. Based on previous experience and our review of CEQA documentation for other CAPs, it is likely that a Mitigated Negative Declaration can be prepared for the Pleasanton CAP.

As part of this task, we will complete an Initial Study checklist for the Draft CAP. The checklist will be delivered along with the technical memo. Through the checklist, we will likely be able to eliminate most issue areas from further consideration, as there will be no potential for a significant impact. We will, however, focus on issue areas where there appears to be some potential for a significant impact, such as Land Use and Planning, and Traffic. For these topic areas, we will provide detailed discussion of the potential for specific programs and strategies identified in the Draft CAP to cause a significant impact. We will provide guidance on how these may be limited or altered to reduce impacts, and will also provide conclusions regarding the likelihood of a need for an EIR. Should we conclude that an EIR is likely to be necessary, we will provide our opinion on what portions of the CAP should be analyzed at a project level, vs. a programmatic level. The Initial Study will also be useful in focusing the EIR, if one is necessary.

Task 4 Deliverables:

- Draft and final versions of the technical memorandum.

Task 5: Community Engagement

Town-Green and ESA will develop and launch a community education and stakeholder engagement program to assist the City and community in developing a set of goals and objectives for the CAP. We assume that City staff will be the principal body overseeing development of the CAP, and that

we will work closely with staff to develop the policies and programs that will ultimately become part of the CAP. Town-Green will also organize, plan and promote two public engagement workshops, one targeted for residents and one for businesses.

Subtask 5a – Develop Community Engagement Plan and Project Web Site

Town-Green will develop a protocol for public communications and use a multifaceted approach to engagement involving print and interactive media. Town-Green will develop, complete and launch an interactive project website that supports the engagement effort. The website will be created in a form that City staff can modify without using programming language. Town-Green will maintain the website for the duration of the project and then turn control over to the City. Town-Green will develop web-based community-wide surveys or questionnaires, and will develop a two-sided promotional flyer/questionnaire for web, email, and print distribution, to help local and regional media "tell the story" of the project.

The Community Engagement Plan will address goals and objectives around emissions reduction and climate adaptation, including response to State emission targets. Town-Green will assist the City and community in developing quantitative and qualitative performance measures and evaluation criteria for the CAP. Town-Green will submit a draft of goals, objectives, and performance measures and evaluation criteria to the City and post it on the web for review and response by the City and community, and refine it iteratively with the City into a final document.

Subtask 5b – Prepare and Hold Public Workshops for Residents and Businesses

Town-Green will prepare, direct, and hold two public workshops to present the CAP outline and draft measures developed in Task 3, gather input and ideas, and identify issues related to the CAP. As specified in the RFP, one workshop will be targeted for residents and one for businesses.

Each workshop, held in the evening and/or Saturday morning, will be led by the ESA team, and will provide an opportunity to introduce the CAP, review the timelines and major milestones, and the communication protocols, procedures for notifications and documentation. We will explain the "rules and tools" that prompted the CAP, and "performance metrics" necessary to evaluate proposed actions and programs. As necessary we will describe procedures for finding common ground and resolving differences fairly and equitably.

We recommend inviting a "featured speaker" to attract attendees to at least the first event, or host a panel of articulate stakeholder representatives. The "rules" will include the necessary City policy and State emission requirements and outcomes, and the recommended policies and standards for achieving the emission targets and long term economic, environmental, and social sustainability. The "tools" consist of the ordinances, programs, best practices, and other actions recommended for consideration that appear to meet the targets. The CAP Development Memo and draft actions from Task 3 will be published and posted as a reference and guidelines to keep the CAP on track.

Task 5 Deliverables:

- Interactive project website, maintained by Town-Green;
- Facilitate 2 interactive workshops to review plan details and gather feedback;
- Prepare presentation format and materials, and promote the event with City staff;
- Present the Draft Measures from Task 3;
- Invite a featured speaker that will attract the public;
- Community survey ready for web, email, and print distribution;
- Promotional flyer for web, email, and print distribution;
- Public workshop agendas, promotional and presentation materials;
- Public workshop participant materials (questionnaire, idea forms, etc.);
- Post the results on the project website;
- Workshop summary memos.

Task 6: Prepare Draft Climate Action Plan

Subtask 6a – Administrative Draft CAP

Following City review of the CAP Development Memo and draft actions, and the public workshops, ESA will prepare and submit an Administrative Draft of the full CAP for review and comment by City staff. The Administrative Draft CAP will incorporate City comments on the Task 3 deliverable and expand the cost-benefit analysis where appropriate. The Administrative Draft CAP will include updated descriptions of each recommended measure as well as a revised table of measures for easy reference and comparison. Descriptive graphics will be used as necessary to communicate key information, including how the 2020 reduction target is expected to be met over time by the selected measures. The Administrative Draft CAP will include the following:

- Executive Summary;
- Base year emissions inventory (updated if necessary);
- Projected GHG emissions for 2020;
- Goals and objectives (including the 2020 and 2050 GHG reduction targets);
- Evaluation of policy and program options;
- Prioritized list of recommended policies and programs that includes projected emission reductions and that highlights "early action" measures;
- Implementation and monitoring program that includes planning-level cost estimates, staffing needs, and implementation and monitoring schedules for each recommended action.

A key element of the CAP will be a program for monitoring the effectiveness of selected programs and policies. For each action recommended for implementation, we will develop a clear monitoring program. The program will identify or propose the party responsible for monitoring, monitoring method, effectiveness criteria, and schedule. We will also consider plan-wide effectiveness monitoring, such as periodic updates of the City's GHG inventory, and periodic updates to the CAP including quantification of individual program or measure effectiveness.

Subtask 6b – Public Draft CAP

Upon receipt of comments, ESA will revise the Administrative Draft, and then prepare the Public Draft CAP for public and City Council review. Public comments will be collected through email, the project web site, and possibly other City channels. ESA will work with the City to address all comments by the public and by the City Council. If necessary, ESA will assist with presenting the Draft CAP at a City Council meeting.

Our cost estimate includes hardcopy and electronic print runs for both the Administrative Draft CAP and the Public Draft CAP for public review. We anticipate that the Administrative Draft CAP will circulate for a period of 30 days, and that the Public Draft CAP for public and City Council review will circulate for an additional 30 days. We recommend at least one public meeting during the circulation period to take comment on the draft. Comments will also be gathered by the City and the project web site during the 60-day review period.

Task 6 Deliverables:

- An Administrative Draft CAP, as described above, prepared for review by City staff. ESA will deliver ten (10) bound copies (double-sided), one (1) electronic version in Word, Excel, or other manipulative format, and one (1) electronic version in a PDF format (broken down by section).
- A Public Draft CAP, as described above, for public review and comment. ESA will deliver ten (10) bound copies (double-sided), one (1) electronic version in Word, Excel, or other manipulative format, and one (1) electronic version in a PDF format (broken down by section).
- If necessary, assisting City staff with presenting the Public Draft CAP at a City Council meeting.

Task 7: Complete Final Climate Action Plan

At the conclusion of the public comment period, ESA will assemble all written and oral comments. ESA does not propose to prepare formal responses to comments, but rather to summarize issues raised in comments and discuss how these are addressed in the revised (Final) CAP. ESA will revise the Draft CAP to incorporate comments and new information, and prepare a draft Final CAP. Following a 2-week review period, ESA will discuss with the City any new ideas, comments, suggestions, and information collected during the review period, and integrate these into the CAP as appropriate. An administrative draft Final CAP will be provided to City staff for review. ESA anticipates the Final CAP will be delivered approximately 10 months from the inception of the project.

Task 7 Deliverables:

- Administrative draft Final CAP delivered electronically to City, in a printable format, staff for 14-day review.
- Final Climate Action Plan, 10 bound hard copies and electronic versions (PDF for web posting and manipulative version).
- Attend City Council Meeting to present Final CAP.

Task 8: Meetings

Subtask 8a – Project Kick-off Meetings

The ESA team will attend a project kick-off meeting with City staff and appropriate stakeholders to establish roles and responsibilities and to ensure thorough understanding of project goals. We will also identify the available documents related to the City's existing GHG Emissions Inventory and climate actions initiated or completed by the City to date.

A second kick-off meeting related to transportation emissions modeling will be attended by Fehr & Peers and City Staff to discuss the methodology, the

process by which the ESA team will apply the forecasting tools, data needs and other items as applicable. A key outcome of this meeting will be to set the broad framework for the analysis which addresses the following issues:

- Which forecasting tool would be the best for the City of Pleasanton CAP, to reflect local travel patterns within the regional context? Prior to the meeting, Fehr & Peers will spend up to 4 hours reviewing the model inputs/outputs of both the City of Pleasanton travel model and the Alameda County Congestion Management Agency Travel Demand Model (ACCMA Model) to inform the team decision.

- Since we recommend the use of a travel model to prepare the VMT estimates, how will the model be applied and what modifications might be necessary for these VMT estimates?

- What accounting rules are applied for VMT estimates? For example, how are through trips within the City accounted for? Do the VMT estimates include equal weighting for both residential and employment trips?

- Which emission reduction strategies are already in use by the City and how should these strategies be accounted for in the analysis?

- How will the CAP address the benefits and impacts of state actions such as fuel efficiency and Low Carbon Fuel Standards (LCFS), and SB 375?

Subtask 8b – Workshops

The two CAP workshops (community meetings for residents and businesses) are described earlier in Task 5.

Subtask 8b – Additional Project Meetings

Following the two project kick-off meetings described in Subtask 8a, ESA will attend the following four in-person meetings as outlined in the RFP:

- Meeting with City Staff to discuss Best-Suited Measures and Evaluation Criteria Task (Task 3.1);

- Meeting with City Staff to plan community-wide workshops (Task 5);

- City Council Meeting to present, and receive comments on, the Draft CAP;

- City Council Meeting to Present Final Plan.

Though we expect regular e-mail and telephone communication between ESA's project manager and the City's project manager on an on-going, as-needed basis throughout the project, additional meetings that go beyond those identified above may be needed or requested by the City to engage with

City staff, the public, and other stakeholders. Additional meetings must be pre-approved by the City and would be invoiced on a time and materials basis, included as an optional budget item.

Task 8 Deliverables:

- Attendance at two (2) project kick-off meetings as described in Subtask 8a above;
- Preparation for, and facilitation of, two (2) CAP workshops as described in Task 5;
- Attendance at four (4) additional project meetings as described in Subtask 8c above;
- Produce "key outcomes memo" for each meeting.

C. Timeline

Table 2-1, below, shows our anticipated timeline for completion of the City of Pleasanton Climate Action Plan. The timeline assumes a start-date for the contract of February 15, 2010, and production of the Final CAP before the end of 2010. The timeline includes assumptions about City staff review of administrative draft documents. Workshops, public meetings, and City Council meetings will be scheduled as the project progresses. We are happy to work with the City to revise this timeline if desired.

TABLE 2-1: TIMELINE FOR COMPLETION OF THE CITY OF PLEASANTON CAP

Milestone	Calendar Days to Complete	Start Date	Completion Date
Authorization to proceed			2/15/2010
Kickoff meeting #1	1	2/19/2010	2/19/2010
Task 1: Determine Appropriate CAP Scope	14	2/19/2010	3/5/2010
Kickoff meeting #2 (with Fehr & Peers)	1	3/5/2010	3/5/2010
Task 2: Analysis and Adjustment of City's Baseline and Projected GHG Emissions and Targets	35	3/5/2010	4/9/2010
Task 3: Evaluate Best-Suited Measures, Cost/Benefit Analysis	56	4/9/2010	6/4/2010
Task 5: Two community workshops (businesses and residents)	28	6/4/2010	7/2/2010
Subtask 6a: Prepare Administrative Draft CAP	56	6/4/2010	7/30/2010
City Review of Administrative Draft CAP	30	7/30/2010	8/29/2010
Task 4: Guidance for CEQA Documentation (Environmental Review)	28	8/29/2010	9/26/2010
Subtask 6b: Prepare Public Draft CAP	28	8/29/2010	9/26/2010
Public Review Period of Draft CAP, and City Council meeting	30	9/26/2010	10/26/2010
Prepare Draft Final CAP	14	10/26/2010	11/9/2010
Review of Draft Final CAP by City	14	11/9/2010	11/23/2010
Incorporation of comments and preparation of Final CAP	14	11/23/2010	12/7/2010

ESA

SECTION 3
Cost Estimate

The attached spreadsheet (**Table 3-1**) contains our not-to-exceed cost for completing the Climate Action Plan (CAP) for the City of Pleasanton, based on the scope of work presented in Section 2.

The costs we have presented are based on several assumptions, including the following:

1. The scope, schedule, and cost provisions of this proposal (which reflect ESA's 2010 Schedule of Fees) are good for 90 days from submittal of this proposal.

2. City staff and Task Force will respond to information requests and provide comments on all drafts in a timely manner.

3. The budget assumes attendance at up to 6 in-person meetings and two (2) CAP Workshops as described in Task 8. Attendance and presentations at additional meetings may be arranged on a time and materials basis. We generally budget four (4) hours per meeting, plus preparation time. ESA labor hours assigned to meetings and site visit includes time required to prepare, travel time to and from meetings, any time required for follow-up activities required specifically because of meetings, as well as time actually spent in meetings.

4. ESA's project manager will be the primary contact with the City of Pleasanton throughout the project. We assume that communication between ESA's project manager and the City's project manager will occur on an on-going, as-needed basis throughout the project, and that the primary means of communication will be telephone and e-mail. This may include, if desired by the City, a regularly-scheduled weekly phone call.

5. For this work, ESA is waiving our regular 3% Communications fee on all labor costs.

6. ESA is reducing our regular 15% markup on subcontractors and direct costs to 5%.

7. Rental costs for public meeting rooms will not be incurred by ESA.

8. ESA's scope of work does not include public mailings of notices or documents. All newspaper notices will be prepared, placed, and paid for by the Planning Department.

9. Work under this contract shall not be stopped or slowed by circumstances outside ESA's control. Additional administrative, management, scheduling, and rescheduling costs caused by any external delay shall be recoverable by consultant as extra work.

10. The cost estimate assumes that all documents will be delivered in electronic and hardcopy formats and quantities as described in each Task Deliverable.

11. ESA will invoice monthly, on a time-and-materials basis with all costs assigned to the tasks identified in the final Work Program.

TABLE 3-1: Cost Proposal for City of Pleasanton Climate Action Plan

ESA Team Labor Detail and Expense Summary

		Professional Personnel and Project Role															Administrative Staff Hours				
		Jeff Caton	Dan Sicular	Claire Myers	Nik Carlson	Steve Coyle	Daniel Dunigan	Karin Corfee	Betty Seto	Julia Larkin	David Millar	Rob Rees	Jerry Walters	Mark Feldman	Engineer					Total	Total
		ESA	ESA	ESA	ESA	Town-Green	Town-Green	KEMA	KEMA	KEMA	KEMA	Fehr & Peers	Fehr & Peers	Fehr & Peers	Fehr & Peers						
	Task Number / Description	Project Director	Project Manager	Deputy Project Manager	Resource Economist	Planning, Transporta-tion and Land Use	Planning, Transporta-tion and Land Use	Energy	Energy	Green Building	Energy, GHG	Transportatio n	Transporta-tion	Transporta-tion	Transporta-tion	Prof Labor Subtotal	Sr Adm/Grph	Word Processing	Subtotal	Hours	Base Labor Price
	Hourly Billing Rate	$190	$165	$105	$165	$195	$105	$220	$150	$160	$115	$250	$270	$135	$110		$95	$95			
1	Determine Appropriate CAP Scope	4	4	8		4	8		4							$ 4,480			$ -	32	$ 4,480
2	GHG Baseline, Projections & Targets	4	8	16		4	8	1	4		8	2	1	8	20	$ 11,170				84	$ 11,170
3	Evaluate Best-Suited Measures with Cost/Benefit Analysis	8	16	40	60	32	40	2	16	12	8	1	2	8	26	$ 39,110		4	$ 380	275	$ 39,490
4	CEQA Guidance	2	16	20												$ 5,120			$ -	38	$ 5,120
5	Community Engagement	2	8	8		32	40									$ 12,980		2		92	$ 12,980
6	Draft CAP	8	24	32		16	24		16	4		1	2	2	3	$ 18,910	12	8	$ 1,900	152	$ 20,810
7	Final CAP	4	8	8		2		1	4			1	1	2		$ 4,920	4	8	$ 1,140	43	$ 6,060
8	Meetings	8	24	12	4				4	2		2	2	4	6	$ 10,560			$ -	68	$ 10,560
																$ -			$ -	-	$ -
																$ -			$ -	-	$ -
																$ -			$ -	-	$ -
Total Hours		40	108	144	64	90	120	4	48	18	16	7	8	24	55		16	22		784	
Subtotals - Labor Hours		$ 7,600	$ 17,820	$ 15,120	$ 10,560	$ 17,550	$ 12,600	$ 880	$ 7,200	$ 2,880	$ 1,840	$ 1,750	$ 2,160	$ 3,240	$ 6,050	$ 107,250	$ 1,520	$ 2,090	$ 3,420		$ 110,670
Percent of Effort - Labor Hours Only		5.1%	13.8%	18.4%	8.2%	11.5%	15.3%	0.5%	6.1%	2.3%	2.0%	0.9%	1.0%	3.1%	7.0%		2.0%	2.8%		100.0%	
Percent of Effort - Total Project Cost		6.5%	15.3%	13.0%	9.0%	15.0%	10.8%	0.8%	6.2%	2.5%	1.6%	1.5%	1.9%	2.8%	5.2%		1.3%	1.8%		95.0%	94.8%
ESA and Subcontractor Labor Subtotals					$51,100		$30,150				$12,800				$13,200	$107,250					

Subcontractor Labor Costs	$ 56,150
5% markup on Subcontractor Labor	$ 2,808
ESA Labor Costs	$ 54,520
Total Labor Costs	**$ 113,478**
3% Communication Fee on Labor Cost (waived)	**$ -**

ESA Non-Labor Expenses	
Reimbursable Expenses (see Attachment A for detail)	$ 3,255
Subtotal ESA Non-Labor Expenses	**$ 3,255**

TOTAL PROJECT COST **$ 116,733**

ESA

SECTION 4
ESA Team Qualifications

A. Identification of the ESA Team

ESA has assembled an experienced team to meet the needs of the City's CAP. Biographies, providing a brief description of background and experience of our proposed key staff, are highlighted below. Our staff are versed in many standard protocols for inventorying and reporting GHG emissions, and for comparing the effectiveness of reduction strategies. Detailed resumes for each proposed team member can be found in the Appendix.

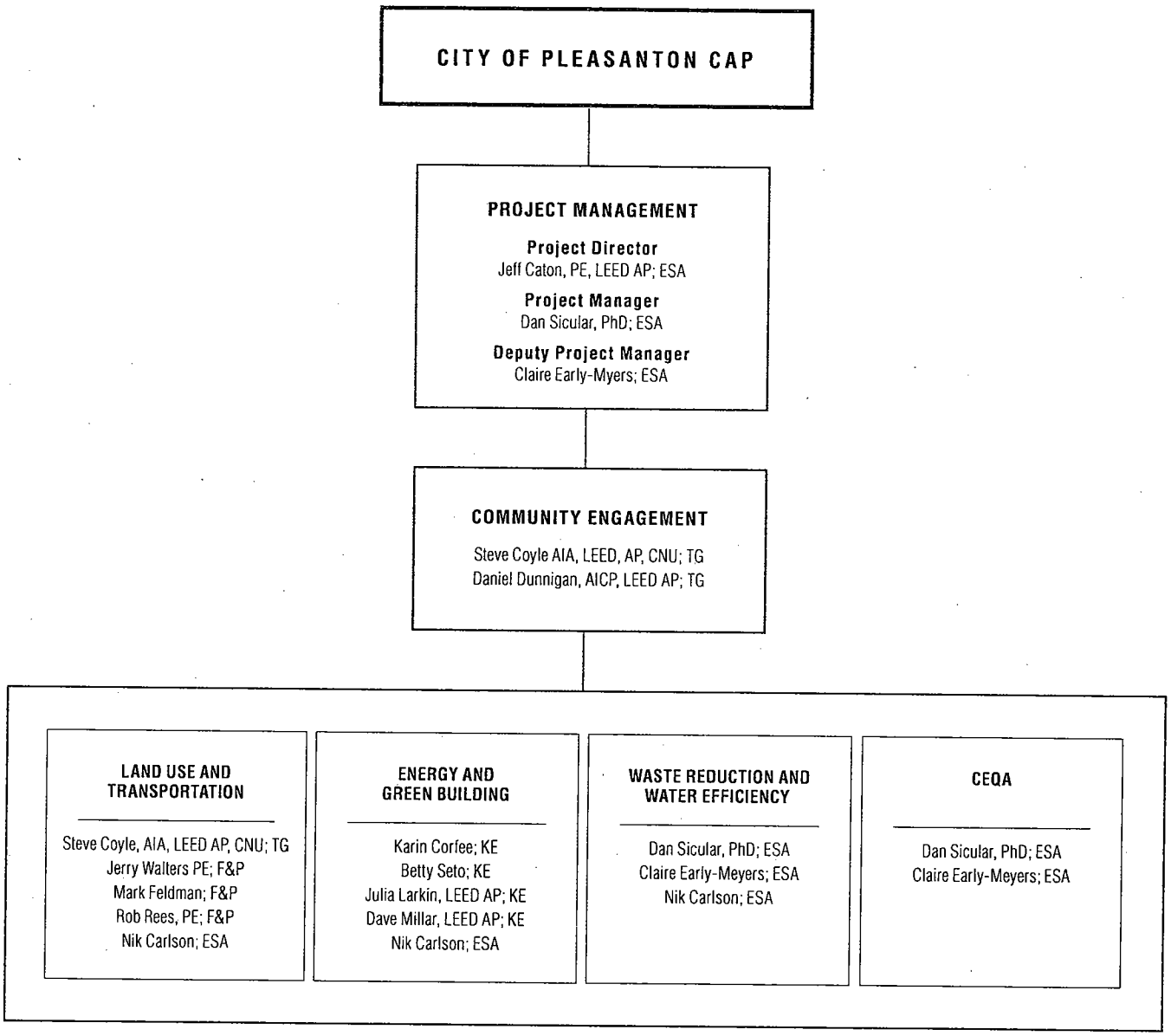
Team Organization

Figure 1 illustrates our project team organization, reporting structure, and the anticipated project roles of our key personnel. Our Project Management Team will be led by ESA's Dan Sicular, Ph.D. Dan was selected to be the Project Manager for this effort because of his experience in all aspects of GHG management including inventory design and development, management systems, lifecycle analysis, target setting, reduction strategies, and preparing for emerging regulations and carbon markets. He is also an established CEQA expert, with extensive experience using CEQA as a tool for GHG emissions reduction, including establishing significance thresholds, development of mitigation strategies, examining the climate change benefits of project and program alternatives, and encouraging smart growth. Dan's expertise extends to solid waste management, watershed restoration, and quarry projects. Dan recently managed the CAP for the City of Martinez.

Providing Senior Technical Review and overall project direction is Jeff Caton, Director of ESA's Renewable Resources group. Jeff will review methodologies, approaches and proposed work scopes; provide quality control consistent with ESA standards; and ensure the firm's commitment and the necessary resources to successfully complete this work.

The management team will be supported by a group of technical experts in the key issues we expect to be primary areas of focus. Each member of our team has been carefully selected to provide the specific management and technical expertise necessary to result in a successful and comprehensive

ESA **Figure 1** Team Organization
City of Pleasanton CAP



TG Town-Green
F&P Fehr & Peers
KE KEMA

CAP prepared on-time and on-budget. The following describes the expertise, qualifications, and specific roles of the project management team and task leaders, as well as a brief introduction to our key technical staff, which is provided in **Table 4-1**. The physical location of all personnel is also provided.

Project Management Qualifications

ESA has 9 LEED® accredited professionals' firmwide, including Jeff Caton.

Jeff is located in San Francisco

Jeff Caton, PE, LEED AP – Project Director/Senior Technical Advisor. Jeff is the Bay Area Group Leader for ESA's Renewable Resources Group. He has more than 23 years of consulting and business management experience specializing in climate change and sustainability issues, and has assisted more than twenty members of the CCAR as a Technical Assistance Provider or as a Lead Verifier of their GHG inventories. Jeff has extensive knowledge of leading GHG programs and accounting protocols at the State, national, and international levels, including the California Air Resources Board's Regulation for the Mandatory Reporting of Greenhouse Gas Emissions, the WRI/WBCSD GHG Protocol, the CCAR, the TCR, U.S. Department of Energy's 1605(b) general and technical guidance, and U.S. EPA's Climate Leaders Design Principles and associated guidance. Jeff's previous project experience includes evaluation of carbon-related risks and opportunities, carbon footprint analysis, CAP development, GHG inventory design and development, emissions reduction strategies, public reporting, and verification. He is a CARB-accredited Lead Verifier for AB 32 Reporters.

Dan is located in San Francisco

Dan Sicular, PhD – Project Manager. Dan Sicular is a Senior Managing Associate with 20 years of experience managing projects ranging from habitat restoration for threatened and endangered species; to planning and implementing recycling, waste prevention, and composting programs; to addressing global climate change. Dan recently managed the preparation of a comprehensive CAP for the City of Martinez. He has also completed several complex GHG emission inventories and reduction plans in the course of CEQA analysis, including *Redwood Landfill* lifecycle GHG emissions inventory and comparison with alternatives; carbon emissions and sequestration potential for the *Shasta and Scott Rivers Permitting Program EIRs*, and lifecycle and post-reclamation development inventories for the *San Rafael Rock Quarry*.

Key Task Leaders

Steve is located in Oakland

Stephen Coyle, AIA, LEED® AP, CNU (Town-Green) – Urban Planning and Transportation. Steve has over 30 years of experience as a "green" architect, urban designer, and public facilitator in a wide range of public and private projects around the nation from the scale of the region to the block and

building. His specialty is planning new and redeveloping transit-oriented, sustainable developments. Steve, a national leader in the Charrette process that is often used to facilitate this management approach to a project, is co-founder of the National Charrette Institute (NCI), a non-profit organization that trains professionals in the art and practice of facilitating Charrettes - a collaborative process that empowers people with diverse interests regarding a project to work together and support the results, and co-author of the "Charrette Handbook," published in 2006 by the APA. Steve is the founder and principal of Town-Green, a firm representing a group of dedicated 'green urbanists' who offer a comprehensive approach to sustainable community planning and urban design.

Betty is located in Oakland

Betty Seto (KEMA) – Energy Measures, Energy Management Plan, and Water Efficiency. Betty is a project manager specializing in climate change and energy efficiency opportunities for local government, utility and university clients. She is responsible for overseeing the Cities of Sunnyvale, Roseville and San Leandro CAP and greenhouse gas inventory projects. Betty has also managed energy efficiency evaluation and hourly load shape projects to develop robust methods for quantifying the greenhouse gas benefits of efficiency programs and green building standards. She has significant experience facilitating workshops and was the project manager for the Sustainable Silicon Valley Guidebook on Energy Efficiency for Small Businesses project. Prior to KEMA, Betty worked at the World Resources Institute, where she developed methodologies for quantifying the emissions benefits related to renewable energy generation.

Jerry is a co-author of the 2008 book "Growing Cooler – the Evidence on Urban Development and Climate Change," published by the Urban Land Institute.

Jerry is located in Walnut Creek

Jerry Walters, PE (Fehr and Peers) – Transportation Modeling and Smart Growth. Jerry is a registered Traffic Engineer with over 30 years' experience in transportation planning, engineering and travel forecasting. He is a member of the Regional Targets Advisory Committee (RTAC) to the Air Resources Board on implementing California's landmark transportation/ land use and climate law SB 375, and the American Public Transit Association (APTA) working group on national guidelines for estimating climate change impacts of transit. Jerry also led development of smart growth travel analysis methods for Sacramento Regional Blueprint study, San Joaquin Valley Growth Response study, and smart growth planning for the San Diego and San Luis Obispo regions. Jerry has also developed project evaluation methods and metrics for the US EPA Smart Growth INDEX and is project manager for the on-going US EPA study "Mixed-use Development and Vehicle Trips: Improving the Standard Estimation Methodology."

TABLE 4-1: KEY TECHNICAL STAFF QUALIFICATIONS

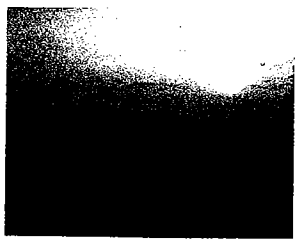
Name, Responsibility and Office Location	Education	Recent Similar Experience
ESA Technical Staff		
Claire Early Myers *Deputy Project Manager; Waste Reduction and Water Efficiency; CEQA* *Petaluma*	M.S., Environmental Science and Management, University of California, Santa Barbara (Corporate Environmental Management Specialization) B.A., Language Studies, University of California, Santa Cruz	• Technical strengths include creating greenhouse gas inventories and emission reduction plans, supply chain analysis, performing life cycle assessments, and analyzing energy impacts of projects. • Created a greenhouse gas emissions inventory and analyzed emission reduction strategies for six international offices of a global investment management company and client of The Carbon Neutral Company (TCNC). • Compiled data and assessed greenhouse gas emissions for electricity, natural gas, on- and off-road transportation, dairies, and feedlots in Tulare County as part of the Tulare County General Plan Update EIR project.
Nik Carlson *Cost/Benefit Analysis* *San Francisco*	M.P.P., Public Policy, Kennedy School of Government, Harvard University M.A., Philosophy, Politics and Economics, Oxford University	• Socioeconomist with 15 years of experience performing socioeconomic and financial analyses. • Specific experience includes cost benefit, financial, economic and social impact analyses. • Experience includes working on the Dairy Digestion Co-Digestion Economic Feasibility Analysis EIR, San Pedro Waterfront Economic Feasibility Analysis and Pajaro Valley Basin Management Plan EIR/EIS.
Town-Green Technical Staff		
Daniel Dunigan, AICP, LEED® AP *Community Engagement and Education* *Oakland*	B.A., Architecture, University of Oklahoma, Oklahoma LEED Accredited Professional	• Urban Designer with a wide range of professional experience, including detailed architectural specification, all phases of design/build project management, master planning, and state funded urban design analysis and recommendation. • Prior experience including working with several architecture and planning firms, and was involved in multiple planning Charrettes, urban design master plans, urban design analysis projects, and transit-oriented residential developments throughout the western US, which were designed with an emphasis on traditional community planning and interaction.
KEMA Technical Staff		
Karin Corfee *Energy and Green Building* *Oakland*	M.S., Civil Engineering/Infrastructure Planning and Management/ Energy Resources, Stanford University B.S., Political Economy of Natural Resources/Energy Resources, University of California at Berkeley	• Oversees climate services for the utility and government market sectors with expertise in strategic climate action planning and risk mitigation. • Extensive experience in energy efficiency program design, planning, implementation and evaluation and is experienced in developing business cases for energy efficiency as a cost-effective greenhouse gas mitigation strategy. • Served as Convener for the 2009-2020 California Energy Efficiency Strategic Plan – California Public Utilities Commission and as Project Manager for Public Interest Energy Research (PIER) Technical Support Contract - California Energy Commission and Renewable Energy Technical Support Contract - California Energy Commission.
Julie Larkin, LEED® AP *Energy and Green Building* *Oakland*	Masters of Public Policy, Goldman School of Public Policy, University of California, Berkeley B.A., Modern Society and Social Thought, University of California, Santa Cruz	• Performs project management with responsibilities including supervision of project staff and subcontractors, survey design and implementation, data collection, quantitative and qualitative data analysis, and market research. • Performs quantitative and qualitative research in the areas of energy policy, energy-efficiency, demand response, market assessment and program evaluation.

TABLE 4-1: KEY TECHNICAL STAFF QUALIFICATIONS (Continued)

Name, Responsibility and Office Location	Education	Recent Similar Experience
Julie Larkin (cont.)		• Serves as Project Manager and/or Operations Manager for Sustainable Communities Program - Southern California Edison; APS Business Solutions Program - Arizona Public Service; and Enhanced Automation Initiative - California Public Utilities Commission.
Dave Millar, LEED® AP *Energy and Green Building* *Oakland*	B.S., Earth Sciences, University of California, Santa Cruz B.A., Politics, University of California, Santa Cruz	• Energy consultant with deep expertise in climate change issues and provides technical leadership on greenhouse gas emission inventory projects, economic and emissions modeling, policy/regulatory analysis, greenhouse gas verification, and climate action planning. • Other areas of expertise include green building strategies, industrial energy efficiency studies, cost/benefit analysis, and regulatory compliance. • Provided assistance with developing the City of San Leandro CAP and Platte River Power Authority CAP.
Fehr and Peers Technical Staff		
Mark Feldman *Land Use and Transportation* *San Francisco*	M.S., Industrial Engineering and Operations Research, University of California, Berkeley B.A., Mathematics, Oberlin College	• Transportation Engineer who provides detailed travel demand forecasting and traffic operations analyses of numerous complex freeway interchanges and arterial corridors for PSRs, EIRs, other traffic analysis projects, and direct ridership modeling of transit systems. • Assisted with Mixed Use Trip Generation Research, which looks at the effects of development, density, diversity of land use, and other "D" variables to mix used developments. Also worked as Project Manager for the Bart Demand Management Study.
Rob Rees, PE *Walnut Creek*	B.S., Civil Engineering, University of California, Davis	• A Civil Engineer and Traffic Engineer with over 20 years of experience. Provides a wide range of transportation planning and traffic engineering services including transportation and land use planning, bicycle and pedestrian planning, transit planning and parking studies. • Has managed several specific plans and general plans including, Oakland Oak Knoll and Alameda Point Mixed-Use Development. He has also worked on Berkeley Evaluation of BART and the MacArthur BART Access Study in Oakland.

B. ESA Team Experience Overview

The collective ESA Team has experience developing CAPs for Bay Area cities. We have deep experience in the key aspects of CAPs: GHG accounting, emissions forecasting, and emissions reductions plans.



Climate Action Plans

ESA and Town-Green recently completed the City of Martinez CAP. ESA and Town-Green refined and verified the City's existing community-wide GHG inventory (based on the ICLEI protocol), drafted a framework planning document that outlined goals and conceptual reduction strategies, conducted public workshops to explain the project and solicit ideas from City residents,

and submitted and Final Draft CAPs. Despite a minimal budget, ESA and Town-Green worked closely with a Council subcommittee, City staff, and the public (through a series of workshops and public information events including farmers markets and an Earth Day fair) to produce a CAP that reflects the character, the aspirations, and the resources of the City of Martinez, and that guides the City toward a more sustainable future. The CAP was adopted by the City Council in June, 2009.

Town-Green has also recently engaged with the City of Hayward to develop a CAP that addresses building, landscape, and infrastructure sustainability; energy conservation and renewable resources; waste management and transportation-related systems, and other local targets in an implementable action plan that will help Hayward become a more environmentally, economically, and socially sustainable community.

KEMA is completing City of San Leandro's Community CAP. KEMA also completed a GHG emissions inventory for the City of Roseville, CA, that is in accordance with the California Climate Action Registry (CCAR) and The Climate Registry (TCR) protocols. CCAR is actively collaborating with ICLEI and the California Air Resources Board to standardize GHG emissions reporting categories for local governments. KEMA has worked closely with ICLEI's Cities for Climate Protection (CCP) program and StopWaste.org to develop a climate calculator for Build It Green's GreenPoint rating system. Members of the KEMA team have also been active with the City of Berkeley CAP development and public input process.

In addition, Fehr & Peers contributed analysis to the City of Irvine's CAP.

ESA prepared GHG emission inventories for EIRs on the following projects:

- *Redwood Landfill EIR, Marin County*
- *ConocoPhillips Rodeo Refinery Clean Fuels Expansion Project EIR, Contra Costa County*
- *Dow Chemical Plant Expansion EIR, City of Pittsburg*
- *San Rafael Rock Quarry EIR, Marin County*
- *Shasta and Scott Watersheds Permitting Programs EIR, California Department of Fish and Game*
- *SFPUC Capital Improvement Program Programmatic EIR, San Francisco Public Utilities Commission*

Forecasting Emissions and Developing GHG Reduction Plans

ESA staff have worked with public and private sector clients to forecast GHG emissions based on future population growth scenarios, projected infrastructure and development, and supported assumptions about technology adoption and energy efficiency. ESA has developed multiple CEQA documents that include projected GHG emissions under future growth scenarios and analysis of GHG emissions mitigation measures including energy conservation, use of low-carbon fuels, development of renewable energy facilities, improved transportation infrastructure, behavioral changes, and use of carbon offsets.

The ESA Team has experience working with local governments to develop plans for reducing carbon emissions and adapting to the effects of a changing climate. These engagements include establishing a GHG emissions baseline

and base year recalculation policy, establishing emissions trends, and setting emissions reduction targets. Our CAP development experience includes analysis of GHG reduction measures in all major categories typically included in local government CAPs: Transportation and Land Use; Energy Conservation; Renewable Energy and Alternative Fuels; Water Conservation; Green Building; Municipal Infrastructure; Waste Reduction, Recycling, and Composting; City Purchasing; Education and Outreach to Businesses and Residents; and Emissions Offsetting.

The ESA Team has experience with development of Transportation Demand Management (TDM) programs. TDM is a general term for strategies that result in more efficient use of transportation resources, ensuring that specific strategies are complementary and coordinated, for maximum effectiveness. TDM programs typically include strategies and measures for improved transport options (e.g., shuttle service, Park & Ride, or bike/transit integration); incentives to use alternative modes and reduce driving, and parking and land use management.

Greenhouse Gas Accounting

ESA staff have extensive experience with all major accounting protocols, including those of the CCAR, TCR, WRI/WBCSD, Local Governments for Sustainability (ICLEI), California Air Resources Board (CARB), Intergovernmental Panel on Climate Change (IPCC), and others. ESA staff have developed or verified GHG inventories for a wide variety of clients in local government, public transit, ports, solid waste management, manufacturing, chemicals, semiconductors, higher education, food and beverage, oil and gas, construction, and engineering. ESA is a reporting member of the CCAR and TCR, and is registered with CCAR as a Technical Assistance Provider to develop GHG emission inventories.

ESA is experienced with calculation-based methodologies using activity data and published emission factors, as well as acceptable alternative approaches that utilize proxy data, data extrapolation, and comparable facilities to estimate emissions. We also have experience using third-party modeling programs and spreadsheets to estimate emissions and emission reductions, including EMFAC, URBEMIS, CACP, CCAR, WRI/WBCSD, LandGEM and WARM.

ESA staff have specific emissions quantification experience that includes (but is not limited to) the sources outlined in the following categories:

Facilities. Direct and indirect emissions associated with office buildings, hospitals, police and fire stations, port facilities, university campuses,

industrial boilers and burners, water and wastewater treatment plants, pump stations, emergency generators, welding and other maintenance operations.

Transportation and Vehicle Fleets. Direct and indirect emissions associated with passenger vehicles, light-duty trucks, heavy-duty trucks, buses, trains, off-road vehicles and construction equipment, aircraft and maritime equipment, forklifts, landscaping equipment using fuel-based or mileage-based activity data.

Power Generation. Direct and indirect emissions associated with power or heat generated from combustion facilities, photovoltaic panels, wind, landfill gas, and biomass. Also experienced estimating and allocating emissions from cogeneration plants that generate heating and cooling along with electricity.

Solid Waste. Fugitive emissions from landfills and composting operations; emissions from landfill gas flaring, energy recovery, and waste-to-energy operations; lifecycle emissions from recycling, composting, and other solid waste management operations; carbon sequestration in landfills.

Wastewater Treatment. Stationary, process, and fugitive emissions associated with wastewater treatment operations.

Other Process and Fugitive Emissions. HFC emissions from air conditioning and other cooling operations.

Scope 3 Emissions. Emissions associated with business travel, employee commuting, contracted services, and embodied emissions in fuels and manufactured goods. Also, emissions from biogenic sources such as biofuels, biomass combustion, and aerobic decomposition of organic waste.

***De minimis* Emissions**. Experienced using available *de minimis* provisions (e.g., in CCAR and TCR) to help ease the burden of emissions quantification and reporting.

Over the past 40 years, ESA has prepared EIRs for Specific, General and Redevelopments Plans throughout the greater Bay Area, particularly in coastal communities, including:

- *Oakland General Plan Update EIR and Estuary Waterfront Plan EIR*
- *Brisbane Baylands Specific Plan EIR*
- *Treasure Island Development Plan EIR*
- *Pacifica General Plan and EIR*
- *San Pablo General Plan Update and Redevelopment Plan EIR*
- *Bay Point Waterfront Strategic Plan EIR*
- *UC Santa Cruz Long Marine Laboratory Coastal Long Range Development Plan EIR*
- *Coast Dairies Long-Term Resource Protection and Use Plan*
- *Asilomar State Park General Plan and EIR*
- *Fort Ord Dunes State Park General Plan and EIR*

Integrated Waste Management Plans

CAPs are similar in many ways to the Source Reduction and Recycling Elements prepared by all California cities and counties pursuant to AB939: both start with a baseline inventory, and develop programs for reductions according to a hierarchy of practices (for GHGs, the hierarchy is conservation, efficiency, and off-set; for solid waste it is reduce, reuse, and recycle). *ESA was a pioneer in the development of Source Reduction and Recycling Elements, and several of our staff were involved in writing some of the most forward-looking and innovative plans in the state.* Our recently-completed Solid Waste Management Plan for the City of Berkeley lays out in

detail how that city can achieve a 75% waste diversion rate. We consider our integrated waste management planning experience to be directly applicable to producing municipal-scale CAPs.

C. Relevant Project Qualifications

The following section provides *three detailed project profiles* for CAPs completed by the ESA Team within the past two years. These profiles provide an in-depth look into previous CAPs and plans prepared by our team members, including client reference, budget, schedule, key personnel, and a description of the scope of work. We then follow with **Table 4-2**, which provides a summary of the ESA Team's combined relevant project experience as it relates to CAPs, GHG and climate change, sustainability, waste reduction, transportation and land use, shoreline protection, and local Pleasanton projects.

ESA

CITY OF MARTINEZ
Climate Action Plan

Client

City of Martinez

Reference

Michael Chandler,
Senior Management Analyst
Planning Department
(925) 372-3517
mchandler@cityofmartinez.org

Contract: $ 39,000

Schedule: June 2009 *(Completed)*

Service Area/Region of Impact

- Martinez, Contra Costa County

Key Team Members

- Jeff Caton
- Claire Early
- Daniel Dunigan (TG)
- Dan Sicular
- Steve Coyle (TG)

Major Issue Areas

- Greenhouse gas inventory
- Transportation and land use
- Community and government building energy consumption
- Waste generation and reduction
- Sea level rise and adaptation

Overview

ESA assisted the City of Martinez with two crucial aspects of its sustainability program: preparing a comprehensive Climate Action Plan, and providing technical assistance and support for the city's integrated waste management program.

ESA worked closely with City staff, the City Council, and the community to prepare a Climate Action Plan to chart a path for the city to reduce carbon emissions and adapt to the effects of a changing climate. As a coastal community, Martinez is vulnerable to the effects of rising sea level and increased flooding. ESA refined and verified an existing city-wide greenhouse gas inventory, and drafted a framework document that targets emission reductions by outlining goals and putting forth conceptual strategies. ESA also conducted a series of public workshops to engage the community in formulating specific strategies and programs for carbon reduction and climate change adaptation. ESA and our teaming partner, Town Green, launched an interactive project website (www.greenmartinez.org) to serve as an on-line forum to educate and involve interested residents and businesses. The final adopted CAP, available on the City's web site, includes programs for reducing vehicle emissions, energy consumption, solid waste generation, and water use, and explores means of shifting to greater use of renewable energy and resources. A key tactical aspect of the CAP is utilization of existing programs such as utility incentives and rebates, and the City's existing Transportation Management and Waterfront Development Plans.

ESA also assists the City improve and expand recycling, composting, waste reduction, and household hazardous waste programs. This includes conducting outreach to schools and other institutions for increased recycling participation, holding composting workshops for the general public, and increasing opportunities for recycling used motor oil. ESA prepares the City's AB 939 annual reports, assists with managing the City's franchise agreement with its waste hauler, and provides multilingual assistance to businesses and multi-family dwellings to increase recycling participation.

Schedule and Budget Performance

ESA completed the project on time and within the constraints of the limited budget. The CAP was adopted by the Martinez City Council in June 2009.

Key Challenges

- Reducing greenhouse gas emissions with limited financial resources
- Significant transportation emissions from Interstate highway (pass through vehicles)
- Engaging residents and businesses
- Leveraging existing city programs and plans
- Low-lying city vulnerable to effects of climate change

Town Green

CITY OF HAYWARD
Climate Action Plan

Client

City of Hayward

Reference

Erik Pearson
Senior Planner
City of Hayward
(510) 583-4210
erik.pearson@hayward-ca.gov

Contract: $80,000

Schedule: 2008-2009

Service Area/Region of Impact

- Hayward, Alameda County

Key Team Members

- Steve Coyle
- Daniel Dunigan

Major Issue Areas

- Public Outreach
- Land Use
- Transportation
- Urban Design

Overview

The City of Hayward, responding to climate change/greenhouse gas (GHG) issues since 2005, as a participant in the U.S. Mayors Climate Protection Campaign, joined the Alameda County Climate Protection Project in 2006 for assistance in preparing a "Baseline Greenhouse Gas Emissions Inventory Report". This was the first step in producing a Climate Action Plan. The City collaborated with the residential, business, and educational communities to develop a Climate Action Plan. This plan will reduce local greenhouse gas emissions, the primary contributor to global warming, decrease the community's dependency on non-renewable resources, and increase the City's potential for 'green' economic development and the health of its citizens.

Working with HDR and City staff, Town-Green helped the city engage and educate the Community in two city-wide workshops and multiple meetings, to brainstorm, propose solutions, evaluate these proposals, and finally select locally-appropriate strategies to complement past and current City measures to reduce harmful emissions, such as the installation of rooftop photovoltaic panels at the Public Works facility. This Plan addresses building, landscape, and infrastructure sustainability; energy conservation and renewable resources; waste management and transportation-related systems, and other local targets in an implementable action plan that will help Hayward become a more environmentally, economically, and socially sustainable community.

Schedule and Budget Performance

The consultant team met all project deadlines and performed the project tasks within the constraints of the limited budget, delivering a Climate Action Plan above and beyond the expectations of the City and public participants.

Key Challenges

- Reducing Greenhouse Gas emissions - the primary contributor to global warming
- Decreasing the community's dependence on non-renewable resources
- Increasing Hayward's potential for "green" economic development
- Enhancing the health of all who live and work in Hayward

KEMA

CITY OF SAN LEANDRO
Climate Action Plan

Client

City of San Leandro

Reference

Sally Barros, Senior Planner
510-577-3458
sbarros@ci.san-leandro.ca.us

Contract: $ 45,000

Schedule: January – December 2009

Service Area/Region of Impact

- San Leandro, Alameda County

Key Team Members

- Karin Corfee
- Betty Seto
- Dave Millar

Major Issue Areas

- Greenhouse gas inventory
- Community building energy consumption
- Transportation and land use
- Waste generation and reduction
- Climate action plan

Overview

KEMA developed a Climate Action Plan to reduce 2005 community wide emissions by 25% by 2020 for the City of San Leandro. The climate action plan process included stakeholder engagement with City staff, the City Council, and the public. The project included the following tasks:

- Analyzed existing greenhouse gas (GHG) inventory (community wide and municipal operations) prepared by ICLEI;
- Reviewed submitted comments from the public and other stakeholders regarding climate action priorities
- Analyzed the current measures being implemented by the City and developed a list of new measures and policies to meet City emissions reduction goals. Completed estimated costs and benefits analysis for prioritization of measures.
- Completed draft and final climate action plan for public and staff review

The final CAP was adopted by City Council on December 21, 2009. The plan includes goals and measures to reduce emissions from community buildings, land use and transportation, waste, and municipal operations. In partnership with the San Leandro Climate Protection Task Force, KEMA developed a framework of overarching goals within each major emissions source category.

The CAP is organized with implementing actions under each overarching goal. The cost-benefit analysis determined near-, mid- and longer-term priorities for implementing the CAP.

Schedule and Budget Performance

The climate action plan was adopted by the City Council on December 21, 2009. A draft CAP was released in October 2009, and KEMA will be presenting the results to the public in a Council work session. The project was completed on schedule and within budget.

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE

Relevant Highlights	Project
ESA	
✔ **GHG Inventories** ✔ **GHG Management Plans** ✔ **Industrial, manufacturing, institutional and municipal clients**	**The Carbon Neutral Company Greenhouse Gas Inventories and Climate Action Plans** ESA is under contract with The Carbon Neutral Company (TCNC) to prepare GHG inventories and Climate Action Plans for TCNC's clients. The plans are an essential first step for companies, institutions, organizations, and municipalities who want to become "carbon neutral" through reducing their carbon emissions, and then off-setting those that they cannot reduce. To date, ESA has completed GHG inventories and assisted in the development of GHG management plans for organizations ranging from a single office architectural firm to a multinational financial organization with six offices in five different countries. GHG assessments currently in the planning stages with TCNC include a wide variety of industrial, manufacturing, financial, and commercial companies with operations across the globe.
✔ **County-wide GHG Inventory for General Plan Update** ✔ **Sustainability Element** ✔ **GHG analysis as part of CEQA** ✔ **Provided recommendations for future inventory process**	 **County of Tulare Greenhouse Gas Inventory** ESA is leading the preparation of an updated Background Report and draft EIR for the Tulare County General Plan Update. ESA is also working with County staff to review the draft Goals and Policies Report, prepare a Sustainability Element, and conduct a county-wide inventory of greenhouse gas emissions for the County's General Plan Update Project. For the GHG inventory, ESA compiled the data and calculated emissions for mobile sources, electricity production, solid waste (landfill gas generation), dairy/feedlot emissions, and natural gas combustion, and presented emission estimated for current year (2007) and future growth (2030) scenarios. As part of the GHG inventory, ESA also provided recommendations for improving future inventory rigor through additional data collection methodologies.
✔ **Quantification of lifecycle landfill GHG emissions** ✔ **GHG analysis as part of CEQA** ✔ **Specified GHG mitigation measures**	 **Redwood Landfill Expansion EIR** ESA prepared an EIR for a proposed expansion of the Redwood Landfill, which receives most of the solid waste from Marin and Sonoma Counties (the landfill is in Marin County). As part of preparation of the Final EIR, ESA conducted a lifecycle analysis of GHG emissions for the facility, from its opening in 1958 through the year 2098. The analysis examined fugitive emissions of methane, a GHG with a global warming potential 25 times that of carbon dioxide; state, national, and global GHG inventories recognize landfill gas as a significant contributor to global warming. The EIR concluded that future emissions of methane will exceed 1990 levels, the baseline year set by Marin County's Greenhouse Gas Reduction Plan, constituting a significant impact. Mitigation measures specified in the EIR included maximizing capture of landfill gas and its use for power production; increased recycling, as well as composting of organic wastes (which contribute to landfill gas generation); extending the post-closure maintenance period as long as the landfill continues to produce gas; and additional on-site and off-site off-sets. With mitigation, future emissions can be reduced to below 1990 levels. "Major issues evaluated in the EIR included impacts to visual and biological resources, water quality, geology (including slope stability and the effectiveness of the leachate collection and recovery system), and air quality (including odors, toxic air contaminants, and GHG emissions).
✔ **Local experience** ✔ **Schools Recycling and Composting Programs** ✔ **Lifecycle analysis of GHG emissions**	 **Alameda County Waste Management Authority School Infrastructure Program** Since December 2002, ESA has conducted site assessments and provided technical assistance to over 200 schools in fourteen school districts throughout Alameda County, including Pleasanton Unified, providing recycling training to over 300 custodial, administrative, and teaching staff. Our assistance has resulted in average garbage service level reductions, with corresponding increases in utilization of recycling services. An additional benefit is the significant reduction in contaminants (non recyclable materials) in the recycling stream, yielding higher recovery rates by the hauler, and greater marketability of the collected materials. A recent trend has been to add food scraps to existing recycling services. This has required kitchen set-up and training of kitchen staff, as well as arranging with local haulers for service. For each district, ESA maintains a school by school database of services year by year. For many districts, this has involved obtaining service level data directly from the haulers or brokers.
✔ **Transportation as key GHG emissions issue** ✔ **Focus on sustainability, energy use, and green building technology**	 **Brisbane Baylands Phase I Specific Plan EIR** ESA is preparing an EIR for a specific plan to develop the Baylands Landfill site in Brisbane. Major issues include traffic and transportation, air quality, aesthetics, and sustainability, particularly with respect to energy use, green building technology, climate change, greenhouse gas emissions, and sea level rise. The Plan addresses the 446-acre eastern portion of the 659-acre Baylands area. The Phase I area consists of 328 upland acres, located generally between the Bayshore Freeway (US 101)

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE (Continued)

Relevant Highlights	Project
ESA (cont.)	
✔ **Climate change effects, including sea level rise integrated into planning process**	**Brisbane Baylands Phase I Specific Plan EIR (cont.)** and the Union Pacific/Caltrain railroad corridor, and the 118 acres of the Brisbane Lagoon. The upland area is a former landfill site, most of which is currently undeveloped. Overall, the Specific Plan would allow for up to 5 million square feet of commercial retail, office, hotel, and light industrial development on 175 acres (not including 54 acres of roadway rights-of-way) and would preserve 99 acres of upland open space and parkland and 118 acres of open water within the Brisbane Lagoon. If approved, the Specific Plan would initiate one of the most significant development projects in San Mateo County in the coming decade and beyond.
✔ **GHG analysis as part of CEQA** ✔ **San Francisco's first standardized language regarding GHG emissions** ✔ **Analysis calculates emissions associated with multiple alternatives**	**Eastern Neighborhoods Rezoning EIR** In connection with the EIR for a rezoning proposal for a large area of eastern San Francisco, ESA assisted the City of San Francisco in developing an analysis methodology for greenhouse Gas Emissions (GHGs). ESA also developed the City's first standardized language regarding GHG emissions for inclusion in CEQA documents in San Francisco. This work was undertaken in connection with the EIR for the Eastern Neighborhoods Rezoning project, which proposed zoning changes and General Plan amendments for an approximately 2,200-acre area covering four neighborhoods: the Mission, Showplace Square/Potrero Hill, the Central Waterfront, and the eastern portion of the South of Market ("East SoMa"). The current population of these areas is about 67,000, projected to increase to maximum of about 87,000. The proposal is intended to encourage new housing while preserving sufficient land for light industrial and service industry (referred to collectively as "Production, Distribution, and Repair," or "PDR," uses), and will also include the adoption of area plans for each neighborhood for inclusion in the General Plan. The analysis calculates GHG emissions associated with several program alternatives.
✔ **Sustainability planning for a community** ✔ **Transportation alternatives and energy efficiency central to sustainable plan** ✔ **Water efficiency integrated into planning**	 **Pacific Union College Angwin Eco-Village EIR** ESA is currently preparing an EIR for a proposed "eco-village" in the unincorporated community of Angwin in Napa County, on land currently owned by the Pacific Union College. The project proposes a number of sustainable features, including but not limited to, incorporation of a range of transportation alternatives, 100 percent reuse of wastewater for irrigation and landscaping, maximizing energy efficiency in building design and solar technologies, and operation of an agricultural conservancy that would be generate locally farmed and grown organic food. The project includes 380 units of new housing, and replacement of 100 existing housing units with an equal number of units. The project would also include 71,500 square feet of commercial uses, including local-serving retail, social/community, professional and lodging (replacing approximately 66,000 square feet of existing commercial use), 70 acres of permanently preserved agricultural land, and a variety of supporting recreation, transportation and infrastructure improvements.
✔ **Alternative energy generation using biogas** ✔ **Waste minimization** ✔ **Organics management**	 **Sonoma County Water Agency Sustainability Management System** In this multifaceted environmental initiative by the Sonoma County Water Agency, ESA's role was to examine the operational and economic requirements for the Agency to generate a portion of its energy by anaerobically digesting organic wastes produced throughout the County. ESA used its knowledge of wastes and waste processing, and also reviewed available literature and heard from experts, to study and compare several methods of obtaining and processing these wastes to produce power. Two basic approaches to obtaining feedstocks were considered: using source-separated organics, and separating organics from the municipal solid waste stream in a material recovery facility. ESA found that from an engineering and technical standpoint, the process is entirely feasible, and the amount of available energy is substantial. Indeed, exactly this process is already taking place in many parts of Europe and in two locations in Canada. However for Sonoma County and the North Bay region, ESA found significant institutional and economic barriers. Economically, the costs of obtaining, preparing and processing organics would drive the net cost of electric power well above the cost currently available from the local utility. Institutionally, arrangements to obtain a consistent supply of organics such as yard trimmings and food scraps would be cumbersome at best, probably requiring several years to ramp up the supply to a full-scale level. This problem is exacerbated by the widespread geographic extent of organic materials in Sonoma County. To support a central energy-generating plant, much of the organic feedstock would need to be hauled a considerable distance by truck, with associated energy and dollar costs.
✔ **Citywide conservation and sustainability plan** ✔ **Public outreach component**	**City of Mountlake Terrace Conservation/Sustainability Strategy** ESA worked with the City of Mountlake Terrace to develop a Conservation/Sustainability Strategy that identifies tools that the City can use to complement its existing policies, plans, and programs to conserve resources and promote sustainability. The City's Comprehensive Plan and recently updated critical area regulations, as well as discussions internally among City staff, provide the basis for the comprehensive list of tools to be discussed in the strategy. The Conservation/Sustainability Strategy identified and prioritized

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE (Continued)

Relevant Highlights	Project
ESA (cont.)	
	City of Mountlake Terrace Conservation/Sustainability Strategy (cont.) those tools having the greatest "fit" for the City in terms of cost, effectiveness, and applicability to the City's unique issues and conditions. ESA researched and produced draft versions of the Conservation/ Sustainability Strategy report for City staff, Planning Commission, and City Council review in June 2006. ESA also helped the City with publicizing the project and public outreach efforts.
✔ **Regional sustainability plan for public utility projects**	**Greater Vancouver Regional Area (GVRO) Sustainability Review** ESA assisted the Greater Vancouver Regional District to develop sustainability criteria to consider during the development of the utility's water and wastewater projects. ESA reviewed the districts current programs, construction procedures, and facilities plans and recommended changes to maximize sustainability during the planning, construction, and operation of future projects. The recommendations focused on three primary areas: 1) sufficient documentation of environmental requirements and commitments during the development phase of facility planning; 2) the establishment of best management plans and policy during construction, and 3) a program for on-going monitoring during facilities operations.
✔ **Water reclamation and conservation**	 **The Presidio Trust Water Reclamation System Project** ESA participated in project alternatives development and screening, and prepared an environmental assessment (EA) for a wastewater recycling project for the Presidio Trust. ESA worked closely with project engineers to design and implement a reclamation project that met the client's sustainability goals and demonstrates environmentally sound resource management strategies. The project involved the recycling of wastewater for landscape irrigation and other nonpotable uses. ESA also explored the feasibility of wetland habitat creation. Key environmental issues included the protection of unique natural and cultural resources, with a special focus on land use, visual quality, water quality and supply, biological resources, cultural resources, and traffic.
✔ **Citywide waste reduction and recycling program** ✔ **Green business program support** ✔ **Reducing upstream GHG emissions through recycling**	**Hayward Commercial Recycling Technical Assistance** ESA is assisting City staff with measures to increase recycling from businesses throughout the City. Services include: recruiting and training businesses; conducting waste assessments; surveying roll-off loads to identify businesses with high recycling potential; evaluating outreach materials; identifying and referring green business candidates; and related tasks. Since the project began in January 2009, the ESA team has increased recycling participation for over 450 businesses, and is on target to reach the required goal of 750 businesses by mid 2010. This has included restaurants, small retailers, and a variety of manufacturers in the commercial/ industrial part of the City that is west of I-880. In volume, the new recycling totals over 500 cubic yards per week. Team staff have also participated in business-association meetings and other events to inform the business community and elicit participation. The project has been so successful that at times, the company collecting recycled materials has needed extra time to provide carts and bins to new participants. The project is also coordinating with other ongoing efforts by StopWaste.Org, and by the City of Hayward, to avoid duplication of effort.
✔ **Alternative energy generation using biogas**	**Statewide Program EIR for Anaerobic Digestion Facilities** ESA is under contract with the CIWMB to prepare a programmatic EIR for the development of Anaerobic Digestion Facilities that would be co-located with solid waste facilities, including transfer stations and landfills. The intent is to conduct a programmatic analysis to facilitate future environmental review of the most likely anaerobic digestion technologies that would be used for conversion of organic solid waste to energy. ESA is currently preparing the project description, with the schedule calling for publication of the Draft EIR in the spring of 2010.
✔ **Largest shoreline improvement and restoration program in the Bay Area**	 **San Leandro Shoreline Restoration** Since 1987 ESA has provided a variety of planning impact assessment services to the City of San Leandro concerning the last remaining undeveloped San Francisco Bayfront parcel within the city's boundaries. The 500-acre parcel includes a 2,500-foot segment of the north bay shoreline and diked, historic, formerly tidal wetlands that have been altered over the past several decades. Among the facilities that have been developed on and near the site are a pedestrian shoreline trail, a golf course on a former landfill, a marina, a dredge disposal site, and park facilities. Also under construction on the site is a 100-acre residential community. One of the largest wetland restoration projects in the San Francisco Bay Area, this project realized an important environmental goal of both the State of California and the federal government, to expand and restore wetlands. The project also expanded environmental education and recreational opportunities by constructing public-access trails and interpretive signage and creating habitat islands within the enhancement area.

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE (Continued)

Relevant Highlights	Project
ESA (cont.)	
✔ Coastal watershed and stewardship plan ✔ Multiple stakeholders	 **Pescadero-Butano Watershed Assessment and Stewardship Plan** ESA prepared a Watershed Assessment for the Pescadero-Butano Watershed, in coastal San Mateo and Santa Cruz Counties. The Assessment focused on identifying factors limiting water quality and aquatic habitat, particularly freshwater habitat for coho salmon and steelhead trout. Other goals of the project were to gain a sufficient understanding of the state of the salmon and steelhead fishery, and of the dynamic geomorphic processes that affect them, to serve as a basis for a future planning effort to restore the overall health of the Watershed. ESA involved stakeholders and other interested parties during the Assessment's development. The Assessment included a land use history of the Watershed, a survey of fish habitat, and a sediment budget that quantified erosion rates, sediment transport, and sediment deposition in the stream system. Using GIS analysis, this information was synthesized, and areas of the Watershed were prioritized for future conservation and restoration efforts.
✔ Local experience ✔ Water supply issues ✔ CEQA analysis (EIR)	 **Zone 7 Water Supply Master Plan** ESA prepared a Program EIR examining both near-term and long-term water supply within eastern Alameda County. The EIR provides project-level analysis for transfer of 15,000 afa in SWP entitlements from member districts of the Kern County Water Agency, as provided for under the Monterey Agreement. Analysis included impacts within the transfer agency service areas, impacts associated with participation in the Semi-tropic Groundwater Banking Program and impacts within the Zone 7 service area, primarily related to the cumulative capacity use of the South Bay Aqueduct and Lake Del Valle. At a program level, the EIR assesses Zone 7's long-term water supply program and identifies potential impacts and mitigation strategies associated with future supply types. The EIR also examined Zone 7's long-term facility plan and salt management plan, providing a framework for Zone 7 to implement individual projects as they are developed.
✔ Local experience ✔ Flood control plan ✔ Regulatory and permitting	 **Zone 7 Flood Control Master Plan** ESA assisted in the preparation of a flood control master plan for Zone 7. After the project team determined the extent of flooding problems in the Livermore Valley, ESA identified enhancement opportunities and constraints for biological and recreational resources. Specifically, ESA conducted detailed biological assessments of individual capital projects and developed a mitigation program for capital and maintenance projects to provide for permit streamlining. The project team presented its findings in a series of technical memoranda. In addition, ESA reviewed the potential regulatory and permitting requirements with respect to the comingling of recycled water storage and floodwater retention associated with Zone 7's multiuse opportunities in Cope Lake, a former gravel-mining pit. The primary water quality issue involves the discharge of comingled recycled water and stormwater during storm events.
✔ Local experience ✔ General Plan buildout analysis ✔ CEQA (EIR) ✔ Water supply & reliability issues	**Zone 7 Groundwater Master Plan** ESA prepared an EIR for the Zone 7 Well Master Plan, which identified well facilities and groundwater management operations necessary to meet reliability goals associated with buildout of the adopted general plans within the Zone 7 service area. Zone 7 manages groundwater within the Livermore Valley through conjunctive-use practices, including groundwater pumpage and subsequent recharge of imported State Water Project entitlements. The Main Basin provides approximately 240,000 acre-feet of storage and is managed by Zone 7 to meet peak-day summer demands, drought-year reliability, and emergency supplies. As water demands within its service area increase over the next 15 years, an additional 39 million gallons per day of well production capacity would be necessary to meet these water supply and reliability uses, thus requiring 10 to 15 new production wells within the cities of Pleasanton and Livermore, and unincorporated Alameda County. The EIR evaluated the impacts associated with construction and operation of these well facilities over the next 20 years.
✔ Local experience ✔ CEQA analysis of growth inducement and secondary effects of growth	 **DWR South Bay Aqueduct Enlargement** ESA was an integral part of project development, CEQA analysis, Permitting, and pre-design phases for major facility improvements to the South Bay Aqueduct (SBA) system necessary to meet Zone 7 capacity requirements. The SBA Improvement and Enlargement Project will bring the existing capacity of the water conveyance system up to its design capacity (300 cubic feet per second [cfs]. CEQA analysis provided project specific analysis regarding geohazards, drainage, biological resources, land use conflicts, and aesthetics. In addition, CEQA analysis addressed comprehensive issues such as growth inducement, secondary effects of growth, and cumulative impacts of the SBA project with other Zone 7 infrastructure projects. ESA developed a mitigation package dedicating over 250 acres of land at Bethany Reservoir to meet anticipated mitigation

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE (Continued)

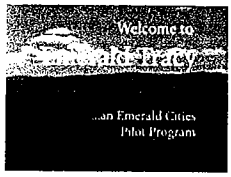
Relevant Highlights	Project
ESA (cont.)	
	DWR South Bay Aqueduct Enlargement (cont.) requirements for this project. ESA's role included biological assessment of proposed lands to assess habitat value, identification of enhancement opportunities, development of endowment costs, and review of title and land ownership information. Development of this mitigation will facilitate Section 7 consultation and permit issuance from USACE, USFWS, CDFG, and RWQCB.
✔ **Local area experience** ✔ **Recycled water issues** ✔ **CEQA Analysis (EIR)**	**DERWA San Ramon Valley Recycled Water Program EIR Addendum** DERWA (DSRSD - EBMUD Recycled Water Authority) is a Joint Powers Authority formed in 1995 between the Dublin San Ramon Services District (DSRSD) and the East Bay Municipal Utility District (EBMUD). The Recycled Water Program is a recycled water supply project whose purpose is to facilitate the increased use of recycled water as a replacement for potable water. The Program would consist of the treatment, distribution, storage, and use of highly-treated recycled wastewater for the landscape irrigation within the study area. The DERWA Board of Directors approved and certified an EIR on the San Ramon Valley Recycled Water Program on December 16, 1996 (SCH No. 96013028). The purpose of this EIR Addendum is to evaluate an alternative location for Pump Station 2A to that which was assessed in the EIR. DERWA is proposing to construct Pump Station 2A near but not on the specific site that was evaluated in the EIR. ESA prepared the EIR Addendum to address this minor facility site change.
Town-Green	
✔ **Statewide program to develop tailored urban sustainability plans** ✔ **Addressing climate change, transportation, energy, and land use issues** ✔ **Emphasis on community engagement through Charrette process** ✔ **Interdisciplinary team**	 **Emerald Cities Pilot Program Statewide Comprehensive Sustainability Plans** Emerald Cities is a program to help make American cities and regions, especially those underserved or at risk, more environmentally, economically, and socially sustainable. The Emerald Cities Team consists of the non-profit National Charrette Institute and Town-Green, in collaboration with the State Department of Conservation and other State agencies, assisted by technical consultants and non-profit practitioners. Emerald Cities will: reduce the community's carbon footprint and reliance on non-renewable resources; improve the community's ability to anticipate and adapt to economic (e.g., job loss, food and utility cost), environmental (e.g. transportation, land-use, climate, water quality), and social (e.g., affordable housing, public health) changes; and help forge a community-authored policy and regulatory framework to achieve these desired outcomes. Each Sustainability Plan will be tailored to reflect the individual community needs, leadership potential, and available funding. This series of pilot programs will guide the creation of a customizable template for sustainable planning, useful for immediate application in municipalities, counties, and regions throughout the United States. The first Emerald Cities Pilot is being held in the City of Tracy, California. To learn more about this effort, please visit www.emeraldtracy.org.
✔ **Energy Modeling** ✔ **Addressing building retrofit programs, transportation, energy, and land use issues**	**City of Napa Energy Efficiency and Conservation Strategy** Town Green and Strategic Energy Innovations were contracted to assist Staff in identifying, prioritizing, and modeling specific programs and developing the EECS and determining the relevance of the Countywide Community Climate Action Plan in this effort. The City received an appropriation of $699,800 from the U. S. Department of Energy (DOE) Energy Efficiency and Conservation Block Grant Program. Proposals identifying the specific projects, costs/benefits, and why they were being selected for use of the grant funds were due in late June, 2009. Because the City does not have a comprehensive energy strategy prepared, it was difficult to prioritize projects for this grant funding without a more thorough review. Staff recognized the need to limit costs for consulting services to develop the EECS in order to save grant funds for actual project implementation. Staff also recognized the desire to leverage the recommendations from the Napa Countywide Community Climate Action Plan; however, there was concern that the schedule for completion of the Countywide Community Climate Action Plan may not coincide with the DOE's deadline to submit projects for grant funding. Staff determined that some consulting work was needed in order to fast track the technical analysis and incorporate the relevant portions of the draft Napa County CAP work into the EECS.
✔ **Large metropolitan zero waste plan** ✔ **Multiple stakeholders** ✔ **Extensive public outreach**	**Los Angeles Solid Waste Integrated Resource Plan (SWIRP)** Town-Green is assisting the City of Los Angeles, in achieving "a "zero-waste" plan for the City. Leading the public engagement process for the Solid Waste Integrated Resources Plan, or "SWIRP", the Team sought input from stakeholders representing a broad section of the community, from diverse cultural backgrounds and income levels. The SWIRP will delineate the City's actions to provide sustainability, resource conservation, source reduction, recycling, renewable energy, maximum material recovery, public health and environmental protection for solid waste management planning through 2030 — leading Los Angeles towards being a "zero waste" city.

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE (Continued)

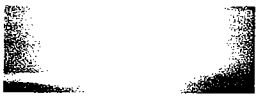
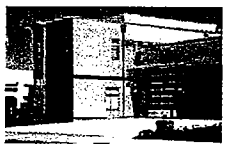
Relevant Highlights	Project
Town-Green (cont.)	
✔ **Innovative stakeholder engagement**	**Los Angeles Solid Waste Integrated Resource Plan (SWIRP) (cont.)** Town-Green helped design and execute the outreach program, website design and creation, graphic design for all project related print and electronic information, and planning efforts in locating recycling facilities. This program included well over 750 interviews, "house meetings", workshops, plus three city-wide conferences, to ensure that all residents and businesses in all sectors of the City have a voice in determining the policies, programs, and solutions. By involving as many people as possible in the process and encouraging the citizens of LA to become aware of the consequences of their consumption, the citizens feel more compelled to share the responsibility of those consequences with the government.
KEMA	
✔ **Climate Action Plan** ✔ **Municipal operations emission reduction strategies**	 **City of Sunnyvale Climate Action Plan** KEMA provided climate action plan services to measure the city's CO2 emissions from city operations, set a CO2 emissions reduction goal and determined which projects the City could undertake to reach their goal in a cost-effective manner. KEMA assessed opportunities related to their cogeneration facility, building facilities, fleet and street lighting in accordance to Sustainable Silicon Valley and California Climate Action Registry protocols.
✔ **Sustainable building practices** ✔ **City ordinances**	**City of Pleasanton Green Building Policy** Under a contract with StopWaste.org, KEMA has provided technical support to the Alameda County Green Building Program and to City of Pleasanton's green building policy. KEMA was hired in early 2000 and has worked continuously since then to develop and implement the commercial and multifamily green building program for Alameda County in Northern California. Our work has targeted three main areas: policy and education, projects, and rating system development. In policy, we develop municipal ordinance language in support of green building requirements and set-up training programs for city staff to learn how to implement their ordinances. As part of the educational portion of this program, KEMA provides trainings to architects, engineers, contractors, and city staff through lectures and seminars. On projects, we provide planning assistance, budgeting services, technical design assistance, and LEED documentation and commissioning consulting. KEMA has served as the technical lead on many of StopWaste.Org's green building rating system development and calculator projects.
✔ **Sustainable building practices** ✔ **Enhanced commissioning** ✔ **LEED documentation**	**City of Pleasanton LEED Documentation Services** The City of Pleasanton hired KEMA to provide design assistance on their new Fire Station No. 4. KEMA provided LEED-focused design charrettes, helped identify shell and system strategies for energy, materials and cost savings, and kept a LEED scorecard current throughout the project design. KEMA prepared the formal documentation materials necessary for LEED-NC Gold certification by the US Green Building Council. KEMA also served as the commissioning authority on the Fire Station, and provided LEED Fundamental and Additional Commissioning services on the project. The station features at least 20% solar power, super-efficient heating and cooling systems, waterless urinals, natural linoleum, low-VOC carpets, and numerous other green building features and was a pilot project for the Bay-Friendly Landscaping program.
✔ **Climate Action Plan** ✔ **Municipal operations emission reduction strategies**	**City of New York Climate Action Plan** KEMA, as a subcontractor, developed the implementation plan to help the New York City government realize its commitment to reduce greenhouse gas emissions by 30 percent by 2017. The key elements of this project include analysis of technical and economic potential to reduce GHG emissions in all aspects of City operations: existing buildings, new construction, vehicles, wastewater treatment, purchasing and recycling, and sanitation. KEMA also developed a detailed plan document for delivery to the Mayor.
✔ **Greenhouse Gas Inventory** ✔ **Municipal operations emission reduction strategies**	**City of Roseville Greenhouse Gas Inventory** KEMA is providing a greenhouse gas inventory and initial assessment of emissions reduction opportunities related to municipal operations. The project has completed an inventory of all GHG emissions related to city operations, including fleet, street lighting, wastewater treatment plants, water treatment plants, and the regional waste agency. KEMA is worked closely with City of Roseville's Green Teams on sustainability initiatives.
✔ **Energy audits of government facilities**	 **City of San Jose Auditing Program** KEMA provided an auditing program of municipal buildings in the City of San Jose that included fire stations, community centers, a corporate yard, and an art museum. Audits included a complete inventory of energy using devices, operating schedules, building controls, and building shell configurations. Recommendations were made to improve energy efficiency and reduce electrical and gas utility costs through the replacement of lighting and HVAC systems with higher efficiency systems, implementation of improved building control strategies, and improvements to building insulation and windows.

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE (Continued)

Relevant Highlights	Project
KEMA (cont.)	
✔ **Energy Management Plan** ✔ **Energy audits**	**City of Santa Ana Strategic Electric Plan** KEMA was hired by the City of Santa Ana to develop a Strategic Electric Plan for energy cost control in the City. As part of this contract, KEMA studied all 795 city electric accounts, conducted a right/best analysis for each account, and did energy audits of city libraries, police and fire stations, city parks, outdoor stadiums, parking structures, senior centers, and the City Hall. KEMA also conducted an in-depth analysis of energy uses for city street lighting, traffic control, and the city's municipal water department. Taken together, KEMA's recommendations for energy conservation measures; improvements to the way in which city accounts were structured, billed, and paid; and procurement strategies are expected to save the city over $1 million annually.
Fehr & Peers	
✔ **Climate Action Plan** ✔ **Sophisticated VMT estimates** ✔ **Travel demand modeling** ✔ **Reduction strategies for transportation GHG emissions**	**City of Irvine Climate Action Plan** Fehr & Peers is a member of a multi-disciplinary team that is preparing a Climate Action Plan for the City of Irvine. The purpose of the Climate Action Plan is to identify reductions in Greenhouse Gas Emissions (GHG's) in accordance with the requirements set out under California's AB 32. This Climate Action Plan differs from climate plans developed for other cities in several regards: the Plan makes use of the best available quantitative data in all aspects of the plan including transportation. For example, the inventory of existing GHG emissions is based on outputs provided by the City's travel demand model; the Plan includes the development of detailed emission reduction strategies which can be quantified to provide the needed level of GHG reductions. Plans developed in other jurisdictions have only provided generalized strategies which are qualitative in nature; the transportation analysis segregates the VMT associated with the City into several travel markets including internal trips, trips traveling to/from the City, and trips traveling through the City. '
✔ **Urban sustainability planning** ✔ **Transportation as key GHG emissions issue**	**City of Tracy Sustainability Plan** Fehr & Peers prepared transportation inputs for the City's greenhouse gas inventory as part of its Sustainability Plan development. The inputs, derived from the City of Tracy Travel Demand Model, included citywide vehicle-miles traveled (assessing internal, internal-external, and external trips separately), and average annual daily traffic volumes on the city's roadways. Fehr & Peers also obtained data on vehicle mix and fuel type for use in the green house gas calculations.
✔ **Transportation and land use planning** ✔ **Developed measures for VMT and GHG reduction**	**Caltrans Smart Mobility Handbook** Fehr & Peers was part of a team that developed a Smart Mobility Handbook to be used by Caltrans and partner agencies in California. The purpose of the handbook is to redefine evaluation criteria and performance standards when planning and evaluating transportation projects and integrated land use and transportation scenarios. Fehr & Peers developed recommended performance measures for VMT and GHG reduction, energy reduction, location efficiency, multi-modal service levels, network management and speed suitability, equity and economic productivity.
✔ **Local Experience** ✔ **City of Pleasanton Travel Demand Model** ✔ **VMT analysis and traffic impact studies**	**City of Pleasanton On-Call Transporation Services** Fehr & Peers is currently serving as an on-call transportation planning/engineering consultant for the City of Pleasanton. Recent projects completed include: Gateway Center Transportation Impact Study; Interstate 580/Foothill Boulevard Interchange Assessment; and the Citywide Cut-through Study. For the Gateway Center Transportation Impact Study, Fehr & Peers prepared a transportation impact study that evaluated the potential off-site transportation impacts of the proposed project, which would be located south of Bernal Avenue and west of Valley Avenue. The City of Pleasanton travel demand model was used to develop future traffic forecasts and estimate project trip distribution throughout the City and region. For the Interstate 580/Foothill Boulevard Interchange Assessment, Fehr & Peers is currently working with City staff to evaluate the approved interchange configuration, in addition to several alternatives to gain concurrence from Caltrans that no further project approval or environmental review is necessary to initiate the final design and construction of this project in Pleasanton. For the Citywide Cut-through Study, Fehr & Peers is currently overseeing a data collection effort to quantify the amount of cut-through traffic (traffic that goes through the city without stopping) on several key routes through the City of Pleasanton. The collected data will be used to better validate the citywide travel demand model, which is currently being updated, and will also be helpful in more accurately assessing the City's responsibilities for the VMT that occurs within its boundaries.

TABLE 4-2: SUMMARY OF RELEVANT ESA TEAM EXPERIENCE (Continued)

Relevant Highlights	Project
Fehr & Peers (cont.)	
✓ **Local experience** ✓ **Transportation analysis** ✓ **Developed trip generation rates for TOD**	**Hacienda Business Park** Fehr & Peers conducted a transportation analysis supporting the development of a Hacienda Business Park Specific Plan. The business park is centered on several parcels proximate to the Dublin-Pleasanton BART station, with regional automobile access provided by I-580. In the course of the assessment, Fehr & Peers developed trip generation rates for Transit-Oriented Development (TOD) within the business park, based on prior work by Fehr & Peers and others, as well as trip generation studies and traveler surveys conducted at Hacienda Business Park.
✓ **Local Experience** ✓ **Traffic Operations study** ✓ **Integration of traffic forecast and traffic operations models** ✓ **Developed a VISUM model for peak period conditions**	**I-580 / I-680 Connector Project** Fehr & Peers provided transportation services for the 580/680 Connector PSR project, including integration of the traffic forecast model and the traffic operations model using VISUM and VISSIM, and assisting in the preparation of the PSR. Fehr & Peers developed a VISUM model for existing AM and PM peak period conditions for the project area. This model included 85 key intersections, 17 interchanges, approximately 30 miles of freeway and 90 miles of arterial roadway. The final product prepared by Fehr & Peers was a Traffic Operations Study documenting the implications to traffic flows as a result of the 680/580 Connector Project. This report was approved by Caltrans and included in the PSR documentation.

SECTION 5
References

The following references in **Table 5-1** represent public agency clients for which ESA team members have provided services similar to the work required for the City of Pleasanton Climate Action Plan (CAP). Also provided is an additional reference for our proposed project manager, Dan Sicular. We invite you to contact these references for information regarding the quality of our work and our ability to meet schedules.

TABLE 5-1: RELEVANT CLIENT REFERENCES

References	ESA Project	ESA Team Members
Michael Chandler Senior Management Analyst City of Martinez Planning Department (925) 372-3517 mchandler@cityofmartinez.org	• City of Martinez Climate Action Plan	• Jeff Caton (ESA) Dan Sicular (ESA) Steve Coyle (TG) Daniel Dunigan (TG)
Tim Haddad Environmental Planning Coordinator County of Marin (415) 499-6274 thaddad@co.marin.ca.us	• San Rafael Rock Quarry EIR • Redwood Landfill EIR	• Dan Sicular (ESA)
Erik Pearson Senior Planner City of Hayward (510) 583-4210 erik.pearson@hayward-ca.gov	• City of Hayward Climate Action Plan	• Steve Coyle (TG) Daniel Dunigan (TG)
Sally Barros Senior Planner City of San Leandro Community Development 510-577-3458 sbarros@ci.san-leandro.ca.us	• City of San Leandro Climate Action Plan	• Betty Seto (KEMA) Dave Millar (KEMA)

ESA

SECTION 6

Professional Services Contract and Insurance Requirements

Contract Language

ESA contracting personnel have reviewed the sample "Professional Services Agreement" provided with the RFP and generally agree to the terms therein.

Insurance Requirements

If selected to provide services under this contract, ESA is prepared to furnish the Contracting Officer with acceptable evidence showing that the required insurance coverage is in place.

As identified on ESA's Insurance Certificate on the following page, ESA has insurance coverage of $1 million each for general liability, property damage, worker's compensation, automobile, and professional liability. We will provide proof of insurance through our carrier, Woodruff-Sawyer & Co., required for the term of any contract that may be awarded pursuant of this RFP.

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY): 01/05/2010

PRODUCER
Woodruff-Sawyer & Co.
220 Bush St., 7th Floor
San Francisco CA 94104
(415) 391-2141

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INSURED
Environmental Science Associates
225 Bush Street, Suite 1700
San Francisco, CA 94104

INSURERS AFFORDING COVERAGE	NAIC #
INSURER A: Greenwich Insurance Company	22322
INSURER B: XL Specialty Insurance Company	37885
INSURER C:	
INSURER D:	
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COVERAGES

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INSR LTR	ADD'L INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS	
A		GENERAL LIABILITY [X] COMMERCIAL GENERAL LIABILITY [ ] CLAIMS MADE [X] OCCUR [X] Contractual Liability [X] Stop Gap Employers GEN'L AGGREGATE LIMIT APPLIES PER: [ ] POLICY [X] PRO-JECT [ ] LOC	GEC001336707	01/01/2010	01/01/2011	EACH OCCURRENCE DAMAGE TO RENTED PREMISES (Ea occurence) MED EXP (Any one person) PERSONAL & ADV INJURY GENERAL AGGREGATE PRODUCTS - COMP/OP AGG	$ 1,000,000 $ 1,000,000 $ 5,000 $ 1,000,000 $ 2,000,000 $ 2,000,000
B		AUTOMOBILE LIABILITY [X] ANY AUTO [ ] ALL OWNED AUTOS [ ] SCHEDULED AUTOS [X] HIRED AUTOS [X] NON-OWNED AUTOS [X] Deductible: $5,000	AEC001336507	01/01/2010	01/01/2011	COMBINED SINGLE LIMIT (Ea accident) BODILY INJURY (Per person) BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident)	$ 1,000,000 $ $ $
		GARAGE LIABILITY [ ] ANY AUTO				AUTO ONLY - EA ACCIDENT OTHER THAN AUTO ONLY: EA ACC AGG	$ $ $
A		EXCESS/UMBRELLA LIABILITY [X] OCCUR [ ] CLAIMS MADE [ ] DEDUCTIBLE [ ] RETENTION $10,000	UEC001336607	01/01/2010	01/01/2011	EACH OCCURRENCE AGGREGATE	$ 2,000,000 $ 2,000,000
B		WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below	WEC001337407	01/01/2010	01/01/2011	[X] WC STATU-TORY LIMITS [ ] OTH-ER E.L. EACH ACCIDENT E.L. DISEASE - EA EMPLOYEE E.L. DISEASE - POLICY LIMIT	$ 1,000,000 $ 1,000,000 $ 1,000,000
A		OTHER Professional Liability Coverage A Claims Made Form	PEC001336807	01/01/2010	01/01/2011	Limit Each Claim Aggregate Limit Retention	$ 1,000,000 $ 2,000,000 $ 100,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS
Issued for Evidence of Insurance Purposes Only

CERTIFICATE HOLDER

Sample Certificate c/o Environmental Science Associates
225 Bush st, Ste 1700
San Francisco, CA 94104

LOAN #:

CANCELLATION 10 Day Notice for Non-Payment of Premium

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE
Valerie Porter-Browne

IMPORTANT

If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

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).

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APPENDIX A
Resumes

ESA

JEFFREY R. CATON, PE, LEED® AP

San Francisco Bay Area Director, Renewable Resources

Jeff is the Bay Area Group Leader for ESA's Renewable Resources Group. He has more than 23 years of consulting and business management experience and specializes in climate change and other sustainability issues. He has successfully assisted clients in a wide variety of business sectors, including manufacturing, construction, mining, high tech, transportation, waste management, higher education, and defense, as well as many local, state, and federal government agencies throughout California and the United States.

Jeff helps clients develop and manage their sustainability and climate change initiatives through strategy development, benchmarking, performance measurement, and various communications media. His project experience includes all aspects of greenhouse gas (GHG) management including inventory design & development, management systems, lifecycle analysis, target setting, reduction strategies, and preparing for emerging regulations and carbon markets. He has led efforts in public reporting and communication of environmental performance and other sustainability issues, and in aligning environmental management with organizational strategy.

Jeff's engineering expertise extends to water and wastewater treatment systems, solid waste management, soil and groundwater remediation, and ecosystem restoration. He also has extensive experience in environmental regulatory compliance, business management, corporate training and communications, and information technology development.

Education

B.S. in Environmental Engineering, University of Michigan, Ann Arbor.

Certifications / Registrations

Registered Professional Engineer, California, # 45127

LEED Accredited Professional, US Green Building Council, 2009

Accredited Lead Verifier, AB32 GHG Reporting

Professional Affiliations

Member, Advisory Committee for Business Council on Climate Change (BC3)

Greenhouse Gas Experts Network

Relevant Experience

Jeff's project experience includes evaluation of carbon-related risks and opportunities, carbon footprint analysis, GHG inventory design and development, emissions quantification, reduction strategies, public reporting, and verification. He has assisted more than twenty members of the California Climate Action Registry (CCAR) as a Technical Assistance Provider or as a Lead Verifier of their GHG inventories. He has extensive knowledge of leading GHG programs and accounting protocols at the state, national, and international levels, including: the WRI/WBCSD GHG Protocol; the California Climate Action Registry (CCAR); the California Air Resources Board and AB-32 developments; the Climate Registry (TCR); U.S. Department of Energy's 1605(b) general and technical guidance; and U.S. EPA's Climate Leaders Design Principles and associated guidance.

City of Martinez Climate Action Plan, Martinez, CA. ***Senior Technical Advisor.*** ESA contracted with the City of Martinez to prepare a comprehensive Climate Action Plan. The Plan includes a complete inventory of city-wide greenhouse gas emissions, goals for reducing emissions, and a selection of strategies to meet these goals, focusing on transportation, energy, and solid waste. In addition, the plan identifies steps that the City can take to adapt to a changing climate, including land use planning for rising sea level, diminished water supply, and increased threat of wildfire.

Relevant Experience (Continued)

National Waste Management Firm, GHG Inventory Development, Folsom, CA. ***Senior Project Manager.*** Prior to his employment at ESA, Jeff worked with a national waste management company to develop their GHG inventory using elements of the General Reporting Protocol of the CCAR (supplemented with elements of the WRI/WBCSD GHG Protocol). The scope included defining the organizational boundaries of the inventory, identifying all direct and indirect sources within their boundary, developing a *de minimis* emissions strategy, assisting in data collection and management, advising the client on the most advantageous calculation methodologies and reporting strategies, and documenting assumptions and ensuring that the inventory was verifiable under CCAR's Verification Protocol.

Large Public Transit Agency, GHG Inventory Development, Oakland, CA. ***Senior Project Manager.*** Prior to his ESA, Jeff developed the agency's GHG inventory in accordance with CCAR's General Reporting Protocol. The scope of work included defining the boundaries of the inventory, identifying GHG-producing sources within the organizational boundary, aggregating and verifying data from numerous sources, calculating emissions, and developing an inventory management plan that documents the data collection methods, management systems, assumptions, and quantification methods used to complete the inventory.

Ports of Los Angeles and Oakland, CA, GHG Inventory Verification. ***Lead Verifier.*** Prior to ESA, Jeff served as Lead Verifier of GHG inventories reported to CCAR for two major maritime ports and one airport in California. Jeff reviewed documentation, data, and management systems used to compile the Ports' inventories, and the methods used to establish organizational and operational boundaries. Applied risk-based analysis to ensure that all significant GHG sources were captured and that emissions estimates met the minimum quality standard of the CCAR's General Reporting and Verification Protocols.

Major Automobile Company - Logistics Division, GHG Inventory Development, Torrance, CA. ***Senior Project Manager.*** Jeff provided oversight and quality assurance to team developing GHG inventory for the logistics division of a major automobile manufacturer in North America. Assisted with development of a database tool for comparing emissions over time and across facilities and business units. The inventory was designed and developed using the WRI/WBCSD GHG Protocol, and includes a wide variety of stationary and mobile sources that produce GHGs.

Major Defense Contractor, Supply Chain Greening, Bethesda, MD. ***Senior Technical Advisor.*** Jeff provided guidance and senior level review of a benchmarking study on the packaging management programs, packaging reduction initiatives, and greening services offered by the suppliers to a major defense contractor. The results of the research were used to create a supplier engagement questionnaire.

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DANIEL T. SICULAR, Ph.D.

Senior Managing Associate

Dan Sicular has 20 years of experience as an environmental consultant. His interests and projects have ranged from habitat restoration for threatened and endangered species, to planning and implementing recycling, waste prevention, and composting programs, to addressing global climate change. He has managed several large and complex Environmental Impact Reports required by CEQA, the California Environmental Quality Act, in which he has used the EIR process to explore alternatives and measures to reduce project impacts and increase environmental benefits. In recent years he has increasingly turned his attention to the urgent issue of global climate change. Largely through the CEQA process, he has conducted complex greenhouse gas (GHG) inventories and developed innovative carbon emission reduction strategies.

Dr. Sicular is versed in the analysis and resolution of complex problems involving human impacts on natural systems, and in the application of scientific findings in the formulation of policies and programs affecting land use and natural resources management. He has worked extensively with stakeholder groups, individuals, and government agencies to elicit areas of mutual interest and to develop workable strategies to solve seemingly intractable environmental problems. He works closely with ESA's biologists, atmospheric scientists, geologists, hydrologists, and planners and has a broad understanding of these disciplines, enabling him to serve as both a synthesizer of information from diverse fields, and as a translator of technical and scientific concepts to policy and program formulations. He has taught undergraduate and graduate courses at U.C. Berkeley and San Francisco State University in physical and human geography, natural resources and population, and environmental management.

Education

Ph.D., Geography, University of California, Berkeley

M.A., Geography, University of California, Berkeley

B.A., Southeast Asian Studies, University of California, Berkeley

Relevant Experience

City of Martinez Climate Action Plan, Martinez, CA. ***Project Manager.*** Dan is managed the preparation of a comprehensive Climate Action Plan for the City of Martinez. The Plan included a complete inventory of city-wide greenhouse gas emissions, goals for reducing emissions, and a selection of strategies to meet these goals. In addition, the plan identified steps that the City can take to adapt to a changing climate, including land use planning for rising sea level, diminished water supply, and increased threat of wildfire.

Redwood Landfill Expansion EIR, County of Marin, CA. ***Project Manager.*** As part of ESA's preparation of the Final EIR for the proposed expansion of Redwood Landfill, which receives most of the solid waste from Marin and Sonoma Counties, Dan conducted a lifecycle analysis of greenhouse gas (GHG) emissions for the facility, from its opening in 1958 through the year 2098. The analysis examines fugitive emissions of methane, a GHG with a global warming potential 25 times that of carbon dioxide; state, national, and global inventories recognize landfill gas as a significant contributor to warming. The EIR finds that future emissions of methane will exceed 1990 levels, the baseline year set by Marin County's Greenhouse Gas Reduction Plan, and concludes that this increase constitutes a significant impact. Mitigation measures specified in the EIR include maximizing capture of landfill gas and its use for power production; increased recycling, as well as composting of organic wastes (which contribute to landfill gas generation); extending the post-closure maintenance period as

Relevant Experience (Continued)

long as the landfill continues to produce gas; and additional on-site and off-site off-sets. With mitigation, future emissions can be reduced to below 1990 levels.

Hanson Sand Mining EIR, San Francisco, CA. ***Project Manager.*** Dan is working with the California State Lands Commission to prepare an EIR for the proposed 10-year extension of mining leases in San Francisco Bay and the Sacramento-San Joaquin Delta. Sand mining has occurred in the Bay and Delta for decades, using dredge techniques to recover coarse sand for use as construction material. The floor of the Bay and Delta are held in trust for the People of California by the State Lands Commission, and leased to private parties for resource extraction. Other responsible agencies for the project include the Bay Conservation and Development Commission and the Department of Fish and Game. Of primary concern for the environmental review are potential impacts to benthic and pelagic biological resources, as well as water quality. The Draft EIR is scheduled for publication in early 2009.

California Department of Fish and Game Shasta and Scott Watersheds Permitting Programs EIRs, Yreka, CA. ***Project Manager.*** Dan is managing the preparation of two separate EIRs for permitting programs aimed at reducing the impacts of farming and ranching activities on coho salmon in two major Klamath River tributaries within California: The Scott River and the Shasta River. The aim of the programs is to reduce individual and cumulative effects of water diversions, grazing, and crop production on water quantity, watery quality, fish passage, and spawning and rearing habitat. Dan worked with ESA's air quality specialists to produce detailed projections of GHG emissions from program activities, including construction of stream habitat improvements and operation of pumps. He also quantified sequestration of carbon that will result from the program's requirements to reforest riparian corridors. The EIRs conclude that, between conservation measures to reduce program-related emissions and the internal sequestration offsets, there will be a net benefit for GHG emissions – that is, the programs are essentially carbon neutral.

San Rafael Rock Quarry EIR, San Rafael, CA. ***Project Manager.*** Dan is managing the preparation of an EIR for proposed amendments to the San Rafael Rock Quarry's Reclamation Plan and Surface Mining and Quarrying Permit. Continued operation of the quarry has become a matter of considerable controversy, due to ongoing impacts on the residential neighborhood that adjoins the quarry property. This would include cutting a channel between the 350-foot deep main quarry bowl and San Pablo Bay in order to create a marina. A mixed commercial, residential, and marina development is planned for the site. As part of the EIR analysis, Dan worked with ESA's air quality analysts to produce a detailed inventory of GHG emissions associated with future quarry operations, and with the planned post-reclamation use of the site. Consistent with the Marin County Greenhouse Gas Reduction Plan, the EIR identifies mitigation measures to reduce future GHG emissions below estimated 1990 levels, through a combination of use of low-carbon fuels, energy conservation measures, development of renewable energy generation facilities, and carbon off-sets. The Draft EIR was published in February, 2008.

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CLAIRE EARLY MYERS

Associate III

Claire is an associate who specializes in sustainable business practice development. A recent graduate of the Donald Bren School of Environmental Science and Management, specializing in Corporate Environmental Management, Claire has collaborated with for-profit, non-profit, and governmental associations on projects to develop strategies to implement sustainability programs. Her technical strengths include creating greenhouse gas inventories and emission reduction plans, supply chain analysis, performing life cycle assessments, and analyzing energy impacts of projects.

Education

M.S., Environmental Science and Management, Donald Bren School of Environmental Science and Management, University of California, Santa Barbara

Corporate Environmental Management Specialization, University of California, Santa Barbara

B.A., Language Studies, University of California, Santa Cruz

Pending Publications

Informing Packaging Design Decisions at Toyota Motor Sales Using Life Cycle Assessment, *Journal of Industrial Ecology*

Relevant Experience

The Carbon Neutral Company AXA Rosenburg, San Francisco, CA. ***Analyst.*** Claire created a greenhouse gas emissions inventory and analyzed emission reduction strategies for six international offices of AXA Rosenberg, a global investment management company and client of The Carbon Neutral Company (TCNC). ESA is under contract with TCNC to prepare GHG inventories and Climate Action Plans for TCNC's west coast clients. The plans are an essential first step for companies, institutions, organizations, and municipalities who want to become "carbon neutral" through reducing their carbon emissions, and then off-setting those that they cannot reduce. TCNC was established over 10 years ago, and invented many of the tools which are now foundations of the carbon marketplace, including on-line carbon calculators, legal contracts for carbon offsets from forestry, trademarked methodologies (CarbonNeutral®) and carbon offset packages for business and consumers. TCNC also helped to conceive and found the All Party Parliamentary Group on Climate Change in the UK. This is the largest non-partisan group in UK government, which TCNC now serves as the Secretariat.

County of Tulare Greenhouse Gas Inventory, Tulare County, CA. ***Analyst.*** Claire compiled data and assessed greenhouse gas emissions for electricity, natural gas, on- and off-road transportation, dairies, and feedlots in Tulare County as part of the Tulare County General Plan Update EIR project. ESA is taking the lead in preparing an updated Background Report and re-circulated draft EIR for the Tulare County General Plan Update. Tulare County is located in a geographically diverse region with the majestic peaks of the Sierra Nevada framing its eastern region, while its western portion includes the San Joaquin valley floor, which is very fertile and extensively cultivated. Key issues to be addressed in the updated Background Report and re-circulated draft EIR include land use/agricultural land use compatibility issues, preservation of existing agricultural activities, water quality and supply, air quality and greenhouse gases, and preservation of important scenic and open space features. ESA is also working with County staff to review the draft Goals and Policies Report, prepare a Sustainability Element, and conduct a county-wide inventory of greenhouse gas emissions for the County's General Plan Update Project.

Relevant Experience (Continued)

CPUC San Joaquin Cross Valley Loop, San Joaquin County, CA. ***Analyst.*** Claire analyzed environmental issues pertaining to recreation, population and housing, utilities, aesthetics, and public services. ESA currently holds the 3-year on-call contract to support the California Public Utilities Commission (CPUC) with the preparation of CEQA and related environmental documentation for proposed new and upgraded electric transmission line, substation, and gas pipeline projects throughout California. Current projects ESA is performing under this contract include preparation of an Environmental Impact Report (EIR) for a proposed 20-mile 220 kV new transmission line in southern Tulare County, and 3rd party review of a joint NEPA/CEQA document for a transmission line and substation upgrade on the 29 Palms Marine Corps Base.

CPUC Devers-Mirage Project, Palm Springs, CA. ***Analyst.*** Claire analyzed environmental issues pertaining to mining operations in the project area. ESA is in the process of preparing an EIR under contract to the CPUC to evaluate the potential impacts from Southern California Edison's proposed Devers-Mirage 115 kV System Split project. This project includes approximately 12-miles of new and upgraded 115 kV transmission line segments, a new loop-in for a 220 kV transmission line to the Mirage Substation, and upgrades at several other substations in the area. Key technical issues include evaluation of known Native American cultural sites, as well as potential impacts to sensitive biological resources, visual resources, and air quality. A short segment of the transmission line would cross Bureau of Land Management land, requiring coordination with a NEPA analysis.

Union of Concerned Scientists, Berkeley, CA. ***Sustainable Office Intern.*** Claire created a greenhouse gas inventory for the three offices of the Union of Concerned Scientists by compiling and quantifying data from six primary sources of emissions. She developed strategies for all the offices to decrease greenhouse gas emissions and formulated a plan for the organization to go 'carbon neutral'. Claire also authored the report, *Union of Concerned Scientists Greenhouse Gas Inventory, 2006 Calendar Year* and created a new Human Resources Travel Voucher that included the environmental impacts from traveling. In addition, Claire educated office managers regarding strategies to reduce greenhouse gas emissions and presented findings of inventory to the Union of Concerned Scientists' staff in all three offices.

Informing Packaging Design Decisions at Toyota Motor Sales Using Life Cycle Assessment, Donald Bren School of Environmental Science and Management. ***Project Leader.*** Claire lead a team of four Masters students in the creation of a life cycle assessment calculator for Toyota Motor Sales. The group gathered data from Toyota packaging engineers, environmental managers, and logistics coordinators to create a tool that would allow Toyota packaging engineers to quickly perform complete life cycle assessments of packaging materials and shipping routes. Management at Toyota has successfully used this life-cycle-assessment tool to analyze the environmental improvements gained from recent changes within the Toyota packaging shipping system, and evaluate environmental improvement to be gained from proposed packaging changes.

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NIK CARLSON

Socioeconomist

Nik has managed an extensive variety of projects concerning natural resource, privatization, and transportation issues throughout the United States. As a resource economist, he has particular experience in performing socioeconomic and financial analyses. His experience includes cost benefit, financial, economic and social impact analyses. Nik has performed damage and water rights assessments (for both historical and future damages) and operational and regulatory evaluations. He has also provided financial evaluations of recreational development projects and demand forecasts for National Park projects.

Education

M.P.P., Public Policy, Kennedy School of Government, Harvard University

M.A., Philosophy, Politics and Economics, Oxford University

15 Years Experience

Relevant Experience

Central Valley Regional Water Quality Control Board - 5F Dairy Co-Digestion Environmental Services, Fresno, CA. ***Economic Analyst.*** The Central Valley Regional Water Quality Control Board wants to explore dairy waste co-digestion as a renewal resource for Bio Methane and a Green House Gas (GHG) reduction strategy. ESA is analyzing both the economic feasibility and environmental effects of commercial digester development within the Central Valley. Nik is the lead analyst determining the production costs and the current and potential revenues sources associated with several configurations of digester and air quality improvement technologies. The central goal of the analysis is to evaluate and recommend cost effective approaches for developing cow manure as a renewal resource and reducing total GHC effects.

Port of Los Angeles, San Pedro Waterfront Economic Feasibility Analysis, Los Angeles, CA. ***Economic Task Team Leader.*** Under ESA's On-Call Environmental Services contract for the Port, ESA directed and performed a feasibility analysis for potential redevelopment of the waterfront commercial areas (including retail and restaurant businesses) and relocation of the cruise passenger terminal. ESA projected the costs and revenue benefits for several alternative development scenarios to evaluate the project's economic feasibility. A key consideration for the analysis was the agency's role in directing and funding any future development efforts.

Santa Clara Valley Water District Three Creeks EIR/EIS, Santa Clara County, CA. ***Economic Analyst.*** Nik is evaluating the potential direct and indirect economic impact of project-related construction and water price/costs for the Three Creeks project in the Santa Clara Valley. ESA is preparing the EIR/EIS and all associated permitting documents for the Three Creeks project. The project is an intricate compromise between water use and environmental protection. ESA is translating the terms of the agreement into a series of practical, real-world steps for habitat enhancement and sustainable management of water withdrawal and reservoir releases, and then performing the analysis and permitting structure to enable those steps to be implemented.

Relevant Experience (Continued)

Colorado Wild and Scenic River Comprehensive Management Plan ADEIS, Grand Canyon, CO. ***Economic Issues Team Manager and Principal Analyst.*** Nik directed the technical team that identified and evaluated the socioeconomic impacts to park visitors, concession businesses and local communities according to National Environmental Policy Act (NEPA) guidelines. ESA developed an IMPLAN Input-Output economic model to project the future direct and indirect spending and employment impacts on the region's economy. The analysis also evaluated the financial and operational cost impacts to the concession businesses of proposed management requirements for more sustainable river use.

Farmland Conversion Fee Study, San Joaquin County, CA. ***Principal Analyst.*** Nik analyzed the cost impacts of implementing Farmland Conversion Fees by the Cities of Manteca, Tracy and Lathrop and the study provided the necessary basis to establish and impose the fee. The analysis described the purpose and benefits of the fee, its nexus with the type of development subject to the fee, and determined a reasonable fee. Nik analyzed policy justifications for farmland conservation, including local General Plan policies and also estimated market values of local agricultural conservation easements.

Pajaro Valley Basin Management Plan 2000 EIR/EIS, Watsonville, CA. ***Expert Witness and Socioeconomist.*** Nik performed economic and financial impact assessments of the land use changes from development of a new regional water supply system in Pajaro Valley. His analysis included estimating the financial effects of proposed new water supply fees and quality improvements on local agricultural producers. He determined future land use impacts and estimated the economic impacts to the region. Nik also provided expert witness testimony in court on the new fee's financial and economic impacts on local farmers in the subsequent related litigation that upheld the new fees.

Yosemite Concession Services Flood Damage Assessment, Yosemite National Park, CA. ***Socioeconomist.*** Nik analyzed the financial and operational cost impacts of the flood damage and the associated park closure on the park concessionaire. He estimated the need for financial relief for the concessionaire recognizing available insurance compensation that ensured reasonable profits for the firm. Nik recommend appropriate federal financial relief terms based on pro forma analysis of the past and future concession operations considering its capital investment for reconstruction, operational and room rates changes.

National Park Service Concession Support Indefinite Delivery/Indefinite Quantity (IDIQ), Various Locations, USA. ***Concession Analyst.*** Nik performed financial, economic, and planning analyses of concession operations at the Presidio, Yosemite, Grand Canyon, Everglades, and several other national parks. Past studies have included: feasibility analysis of concession services, projection of financial returns to the government, development and operational cost evaluations for a wide variety of concessions businesses (including lodging, food & beverage, retail, transportation, employee housing, tour guiding and numerous other recreational services).

Steve Coyle, AIA, LEED AP

Principal, Town-Green

Stephen Coyle, AIA, LEED AP, CNU has over 30 years of experience as an "green" architect, urban designer, and public facilitator in a wide range of public and private projects around the nation from the scale of the region to the block and building. A national leader in sustainable design, planning, and regulatory standards, Steve is principal of Town-Green, a firm that represents a group of dedicated 'sustainable urbanists' who offer a comprehensive approach to making resilient communities. He worked on the building designs for the first major DOE solar demonstration program, the building and installation of production flat panel hot water solar collecting systems.

Steve is co-founder of the National Charrette Institute (NCI), a non-profit organization that trains professionals in the art and practice of facilitating Charrettes - a collaborative process that empowers people with diverse interests regarding a project to work together and support the results, and co-author of the "Charrette Handbook," published in 2006 by the APA. He published numerous articles and lectured internationally on sustainable planning, and is currently writing the "Sustainable Communities Guidebook" for Wiley & Sons.

Instructor
Harvard Graduate School of Design
Office of Executive Education, National Charrette Institute Program

Registration
Licensed Architect in Oregon, No. 3346; California license pending

Professional Memberships
National Council of Architectural Registration Board, Member
LEED AP, US Green Building Council
American Institute of Architects, Member
American Planning Association, Member
Congress of New Urbanism, Member

Professional Endeavors
Town-Green, Principal
HDR/Town Planning, Principal
Lennertz & Coyle, Town Planning & Architecture, Principal
The National Charrette Institute (NCI), Co-Founder and Board Member

Honors and Awards
Grand Award - Best in the West - APA
Gold Nugget Awards - Fairview Village, Oregon
Governor's Livability Award 1998 - Fairview Village, Oregon
Governor's Livability Award 1999 - Village Weistoria, Oregon
APA Oregon - Special Achievement in Planning, Smart Development Code Handbook
The Builders Award - 1000 Friends of Oregon - Fairview Village
APA National Award 2001 for the Portland Hollywood-Sandy Plan
CELSOC 2006 Excellence in Engineering Merit Award for
Capital Village, the Preserve at Sunridge, and Sun Creek Charrette

Project Experience

Hayward Climate Action Plan

Working with consultants HDR and Town-Green, City Staff engaged and educated the Community in two citywide workshops and multiple meetings, to brainstorm, propose solutions, evaluate these proposals, and finally select locally-appropriate strategies to complement past and current City measures to reduce harmful emissions, such as the installation of rooftop photovoltaic panels at the Public Works facility. This Plan will address building, landscape, and infrastructure sustainability; energy conservation and renewable resources; waste management and transportation-related systems, and other local targets in an implementable action plan that will help Hayward become a more environmentally, economically, and socially sustainable community.

Martinez Climate Action Plan (CAP)

Martinez has joined a growing list of progressive cities in the United States in reducing citywide greenhouse gas emissions that contribute to climate change. Building on initiatives and actions already begun by the City of Martinez, the CAP describes short, medium, and long-term conceptual strategies to reduce our dependency on oil and natural gas, increase the use of renewable resources, improve air quality, reduce solid waste, and decrease the amount of water and energy required by residents, businesses, schools, and municipal operations.

With the help of Town-Green, the City actively sought input from residents, businesses, and community groups to assist in this effort. Following the CAP's adoption by the City Council, a detailed list of specific tasks, timelines, and resources necessary to implement the Plan were drafted.

LA Solid Waste Integrated Resources Plan (SWIRP), Los Angeles, California

Los Angeles and all of Southern CA faces the challenge of increasing sustainability, reducing greenhouse gas emissions (GHG), and improving the quality of life and public health and safety in a politically palatable and reasonably cost effective manner. In response the City of Los Angeles, through its Department of Public Works, is working to achieve zero solid waste by the year 2030 in a six-year project called the Los Angeles Solid Waste Integrated Resources Plan (SWIRP) with their consultant, HDR Engineering, Inc. (SWIRP) Team, led by Ruth Abbe, with the assistance of Town-Green.

Steve's role, in addition to planning efforts in siting recycling facilities, included helping to design and execute the city's outreach program – a series of interviews, "house meetings", workshops, and three city-wide conferences, to ensure that all residents and businesses in all sectors of the City have a voice in determining the policies, programs and solutions, involving as many people as possible in the process so that there will be a "buy in" for future implementation. During the first year, Steve assisted stakeholders in setting intermediate milestones, propose and evaluate alternative strategies, and recommend solutions to achieve their goals.

City Of Tracy Emerald Cities Sustainable Action Program

Steve Coyle co-developed and helped launch of the Emerald Cities Pilot Program, an innovative, public/private partnership designed to achieve California's aggressive resource conservation and environmental goals. Through "hands on" technical and financial assistance, the program helps local and regional communities become more "green," and meet the state's environmental, energy, and economic priorities. Currently, two cities are piloting the Emerald Cities program: Riverside, and Tracy, where Steve is leading the development of a comprehensive sustainability action plan.

Daniel Dunigan, AICP, LEED AP

Planner, Town-Green

Daniel Dunigan is an Urban Designer with a wide range of professional experience, including detailed architectural specification, all phases of design/build project management, master planning, and state funded urban design analysis and recommendation. Before helping create Town-Green, Daniel worked with several architecture and planning firms, and was involved in multiple planning Charrettes, urban design master plans, urban design analysis projects, and transit-oriented residential developments throughout the western US, which were designed with an emphasis on traditional community planning and interaction.

Before his focus on urban design, Daniel worked with a design/build architectural office and completed projects including retail, residential, commercial, governmental, and mixed-use facilities, as well as participated in various volunteer organizations including Habitat for Humanity and the Dalton/Whitfield Quality Growth Resource Team.

Education

Bachelor of Architecture,
University of Oklahoma,
Norman, Oklahoma- 2002

Professional Memberships

Congress for the New Urbanism,
San Francisco Planning and Urban Research (SPUR), Young Urbanists
American Planning Association

Professional Endeavors

2008-Present: Town-Green
2005-2008: HDR | Town Planning
2003-2005: LCA Town Planning and Architecture, LLC
2001-2003: dlb Architects, pc

Honors & Awards

BAC Design Excellence Award

Project Experience

LA Solid Waste Integrated Resources Plan (SWIRP), Los Angeles, California

Los Angeles and all of Southern CA faces the challenge of increasing sustainability, reducing greenhouse gas emissions (GHG), and improving the quality of life and public health and safety in a politically palatable and reasonably cost effective manner. In response the City of Los Angeles, through its Department of Public Works, is working to achieve zero solid waste by the year 2030 in a six-year project called the Los Angeles Solid Waste Integrated Resources Plan (SWIRP) with their consultant, HDR Engineering, Inc. (SWIRP) Team, led by Ruth Abbe, with the assistance of Town-Green. Daniel has been working with HDR in this effort by helping to design and execute the city's outreach program.

Hayward Climate Action Plan

Working with consultants HDR and Town-Green, City Staff will engage and educate the Community in two citywide workshops and multiple meetings, to brainstorm, propose solutions, evaluate these proposals, and finally select locally appropriate strategies to complement past and current City measures to reduce harmful emissions, such as the installation of rooftop photovoltaic panels at the Public Works facility. This Plan will address building, landscape, and infrastructure sustainability; energy conservation and renewable resources; waste management and transportation-related systems, and other local targets in an implementable action plan that will help Hayward become a more environmentally, economically, and socially sustainable community.

Martinez Climate Action Plan (CAP)

Martinez has joined a growing list of progressive cities in the United States in reducing citywide greenhouse gas emissions that contribute to climate change. Building on initiatives and actions already begun by the City of Martinez, the CAP will describe short, medium, and long-term conceptual strategies to reduce our dependency on oil and natural gas, increase the use of renewable resources, improve air quality, reduce solid waste, and decrease the amount of water and energy required by residents, businesses, schools, and municipal operations.

With the help of Town-Green, the City will actively seek input from residents, businesses, and community groups to assist in this effort. Following adoption of the CAP by City Council, a detailed list of specific tasks, timelines, and resources necessary to implement the Plan will be drafted.

Lincoln Wastewater Treatment Facility Reuse Plan, Lincoln, California

Mr. Dunigan is assisting in the management of the Reuse Plan, which includes a 5-day public Charrette and the resulting Draft Specific Plan. The project team is providing integrated planning and engineering services to ensure attractive, environmentally sound and economically viable development of the site. The project team led a public design Charrette, which included economic and market consultants, engineers, environmental consultants, the City, and numerous key stakeholders. The major issues that the team addressed included ecological conservation & environmentally sensitive design, turning zoning restrictions into economic opportunities, coordinating broad-based community input and support, and forging mutually beneficial partnerships between the public and private sectors.

Tehachapi Interim Community Design Program (ICDP), Tehachapi, California

Daniel worked with a team of designers, transportation planners, and city staff during a 5-day Charrette to produce a plan for an Interim Community Design Program (ICDP) document. The ICDP's main goal was to identify, evaluate and address the community concerns, and to develop a set of recommendations for the planning and design of new development. The project consisted of three distinct stages:

The first stage focused on research of the existing physical and regulatory conditions and included confidential interviews with key stakeholders. The second stage was a 5-day community design Charrette in which a multi-disciplinary team of experts worked with City officials and professional staff, land-owners, business owners, developers, builders, community groups, and the general citizenry to develop a vision, plan and draft regulations for future growth and development in Tehachapi. During the third stage the design team reviewed and refined the Charrette documents, and developed the ICDP, which was adopted by Council in the fall of 2007. The City ICDP will be utilized as a set of interim standards and guidelines for new development, and will be the foundation for revisions to the General Plan and Zoning Ordinance.

KEMA

Betty W. Seto

Profession:	Consultant
Years of Experience:	8
Education:	M.S./2006/Environmental Science and Management/University of California, Santa Barbara/ Specialization: Corporate Environmental Management B.S./2001/Mechanical Engineering/Rice University, Houston, TX
Years with KEMA:	3

Key Qualifications:

Betty Seto is an experienced project manager who oversees greenhouse gas emission inventory projects and climate mitigation assessment studies for municipal and utility clients. She also specializes in energy efficiency program evaluation, end use and measure load shapes, renewable energy market and project feasibility studies. Areas of expertise include market research, engineering analysis and emissions calculations.

Selected Professional Experience:

- **Climate Action Plan and Energy Efficiency and Conservation Block Grant (EECBG), City of San Leandro (2009):** Project Manager for project to develop a Climate Action Plan to reduce community wide emissions by 25% by 2020. The plan includes goals and measures to reduce emissions from community buildings, land use and transportation, waste, and municipal operations. The climate action plan process includes stakeholder engagement with City staff, the City Council, and the public. Project is currently underway and will be completed in time to submit to City Council in early December 2009.
- **Greenhouse Gas Inventory and Climate Action Plan, City of Sunnyvale (2007 – 2008):** Project Manager to quantify CO2 emissions related to City facilities and operations, including fleet, cogeneration plant, buildings and street lighting. Worked with City staff to resolve data quality issues and calculated emissions attributable to electricity generated on-site for City operations versus for export to PG&E grid. Assessed emissions reduction potential related to City facilities.
- **Sustainable Silicon Valley Regionalizing CO2 Reduction Best Practices for Small Businesses (2007 – 2008):** Project Manager for the development of a Guidebook for small to medium businesses to improve energy efficiency in their facility. Oversaw the completion of 10 in-depth interviews with local businesses, and aggregation of resources available to businesses interested in efficiency. Also facilitated 4 training sessions for the target audience.
- **Greenhouse Gas Footprint Study and Climate Action Plan, City of Roseville (2007 – 2009):** Project Manager to conduct conducting a GHG emissions inventory as part of the City's participation in the California Climate Action Registry and newly formed The Climate Registry. The footprint includes all commercial facilities related to City operations, including fleet vehicles. The project will recommend cost-effective strategies for City of Roseville to reduce it's greenhouse gas footprint

- **Climate Action Plan Modeling, Ameren Inc. (2009):** Currently providing demand-side management cost curves and model planning support. The project involves modeling compliance options for Ameren's business units under the proposed Waxman-Markey bill. Ten compliance "levers" are analyzed for cost and emissions impact, including carbon offsets, purchased power, renewable energy, demand-side management, and plant upgrades. The model will be integrated into a comprehensive executive and planner dashboards that allow decision makers to plan for a carbon constrained operating environment.
- **Energy Load Shape Catalog Project for Greenhouse Gas Savings, Air Quality, and Energy Efficiency Planners (2009):** Project Manager overseeing the project to conduct a search for available efficiency measure and end-use load data for the Northeast and Pacific Northwest regions for use by air quality and greenhouse gas analysts, energy efficiency programs and capacity markets. The project researched the 8760 hourly data needed to quantify the greenhouse gas benefits of energy efficiency measures.
- **CO2 Calculator for GreenPoint Rated System (2007 – 2009):** Preliminary analysis on the GHG impact of Build It Green's GreenPoint Rated system for new home construction. Evaluated energy, water, and embodied greenhouse gas emissions savings related to a green building standard for inclusion in the rating system.
- **Greenhouse Gas Inventory and Climate Action Plan for UC Santa Barbara (2004 – 2006):** Strategies for UC Santa Barbara to Reduce Greenhouse Gas Emissions. Created a Climate Action Plan for UC Santa Barbara (UCSB). Performed an emissions inventory of campus operations in accordance with California Climate Action Registry protocols for third party certification. Evaluated emissions reduction projects to recommend a prioritization of projects. Calculated the relative costs of potential emissions reduction targets.
- **California Energy Commission Smart Grid and Renewable Energy Generation (2008 – 2009):** Assisted with the project management for this project, including budget monitoring, task overviews and delegating to appropriate staff. Also researched market trends related to substation automation, building automation and home area networks.

Professional Publications:

Moderator, "Energy Efficiency Evaluation and Climate Mitigation Projects." Association of Energy Services Professionals. 19th National Energy Services Conference & Expo. San Diego, CA. January 26-29, 2009.

Lead author, "Addressing Climate Change Concerns at the Municipal Level: A Case Study on the City of Sunnyvale, California." ACEEE Summer Study, Monterey, CA 2008.

Panelist/Presentation, "Addressing Climate Change Concerns at the Municipal Level: A Case Study on the City of Sunnyvale, California." Association of Energy Services Professionals. 18th National Energy Services Conference & Expo. Tampa, FL. January 29-31, 2008.

Presentation, "Changing the Campus Climate: UC Santa Barbara Climate Action Plan." UC/CSU/CCC Sustainability Conference, Santa Barbara, CA. June 25, 2006.

KEMA

Karin Corfee

Profession:	Director, Sustainable Market Strategies and Climate Services
Years of Experience:	25
Education:	M.S./1985/Civil Engineering/Infrastructure Planning and Management/ Energy Resources/Stanford University B.S./1982/Political Economy of Natural Resources/Energy Resources/ University of California at Berkeley
Years with KEMA	11

Key Qualifications:

Karin Corfee oversees KEMA's climate services for the utility and government market sectors. Key areas of expertise include strategic climate action planning and risk mitigation. Ms. Corfee has extensive experience in energy efficiency program design, planning, implementation and evaluation and is experienced in developing business cases for energy efficiency as a cost-effective greenhouse gas mitigation strategy. Ms. Corfee also has widespread renewable energy expertise including recent experience on RPS and feed-in tariff policy initiatives. Direct project experience also includes forecasting, integrated resource planning (IRP), production cost modeling, cost-effectiveness modeling and financial proforma development. Ms. Corfee has an extremely successful track record in managing large multi-faceted projects.

Selected Professional Experience:

- **2009-2020 California Energy Efficiency Strategic Plan – California Public Utilities Commission:** Ms. Corfee served as a Convener on behalf of the CPUC to help facilitate the development of the 2009-2020 California Energy Efficiency Strategic Plan. Responsibilities included coordinating with utilities across the state and industry stakeholders to solicit input on long-term strategic plan goals and initiatives. Ms. Corfee facilitated many workshops throughout the state to solicit stakeholder input on the strategic plan.
- **Public Interest Energy Research (PIER) Technical Support Contract -- California Energy Commission:** Project Manager, responsible for oversight of KEMA's prime contract. For this contract, KEMA manages a multi-disciplinary team of experts in a broad range of areas, including buildings, energy efficiency, renewable energy technologies, climate change, and transportation. The KEMA team includes nine consulting firms, and numerous individual contractors, with the KEMA staff seamlessly combining this wide-variety of skills to manage large-scale, multi-year research projects. Current studies include a renewable energy cost of generation study, Smartgrid roadmap study, PIER benefits assessment study and a cyber security study.
- **Renewable Energy Technical Support Contract – California Energy Commission:** Project Manager responsible for oversight of KEMA contract with the CEC. KEMA is a prime contractor for a ten-company team that supports over $3 million of contracting activities for the CEC's Renewable Energy Program. KEMA has led the research for the CEC on renewable energy credits use for renewable energy accounting systems and in wholesale and retail commercial markets. In addition, KEMA Services, Inc. provides strategic marketing, policy advice and

technical services related the CEC's implementation of California's Renewables Portfolio Standard, the Emerging Renewables Program and the Customer-side Account. Recent project experience includes a feed-in tariff study, solar auditing plan and a small wind study. As the prime contractor, KEMA developed a project management website to facilitate communications and share files between the CEC and KEMA.

- **California Solar Initiative Technical Support Contract – Pacific Gas & Electric Company:** Principal in Charge responsible for oversight of broad-based technical support contract to support Program Administrators in administering the CSI Program. Scope of work includes technical support, maintenance of CSI Handbook, facilitation of CSI Solar Forums, coordination of monthly CSI Program Administrator meetings, development of meeting agendas and note taking, and communications with stakeholder groups.
- **HECO Feed-In Tariff Program Support – Hawaiian Electric Power Company:** Ms. Corfee is currently overseeing a project to develop a proposed Feed-In Tariff for the state of Hawaii. This project is to support the development and filing of the proposed HECO Companies Feed-In Tariff to the PUC. Project Scope included conducting a two-day workshop with the HECO Companies and the Consumer Advocate to identify key design components for the Feed-In Tariff.
- **California Mexico Border Energy Issues Program -- California Energy Commission:** Project Manager of a multi-faceted research project with four distinct task areas. The first task area is the facilitation of bi-national meetings between U.S. and Mexican officials and stakeholders in the energy industry. The second task area is a study of current and potential transmission and distribution capacity for Natural Gas and Electricity imports from Mexico into California. The third task area is a study of the potential for a cross-border emissions trading scheme. The fourth task area is an analysis of transportation and what opportunities exist for modal shifting of freight transport from truck to rail, and fuel switching from diesel to alternative fuels.
- **Platte River Power Authority Climate Action Plan:** Principal-in-Charge, responsible for overseeing KEMA's services to develop a Climate Action Plan (CAP) for Platte River Power Authority, a municipal utility serving four cities in northern Colorado. Services also included development of a customized climate planning model. The goals of the CAP required reducing greenhouse gas emissions to 20 percent below 2005 levels by 2020 and 80 percent below 2005 levels by 2050. In developing the CAP, KEMA worked closely with the Platte River technical and financial team. Measures designed to reduce greenhouse gas emissions included energy efficiency, renewable energy, reduced power generation and fuel switching.

KEMA

Julia K. Larkin, LEED® AP

Profession:	Senior Project Manager
Years of Experience:	17
Education:	Masters of Public Policy/1999/Goldman School of Public Policy/ University of California, Berkeley
	B.A./1991/Modern Society and Social Thought/University of California, Santa Cruz
Years with KEMA:	9

Key Qualifications:

Julia K. Larkin is a Senior Project Manager at KEMA and a LEED® Accredited Professional. She performs project management as well as quantitative and qualitative research in the areas of energy policy, energy-efficiency, demand response, market assessment and program evaluation. Her project management, responsibilities include supervision of project staff and subcontractors, survey design and implementation, data collection, quantitative and qualitative data analysis, and market research. Other responsibilities include developing program facilitation and outreach materials. In addition to her policy, economic and statistical analysis expertise, Ms. Larkin brings broad experience in community-based organizing and long-term environmental sustainability issues.

Currently, Ms. Larkin manages Southern California Edison's Sustainable Communities Program. This pilot program expands on traditional new construction energy efficiency by integrating sustainable design practices. Ms. Larkin provides general project management, oversees marketing, nontraditional energy savings protocol development, reporting, and provides and coordinates technical assistance for sustainable design and energy efficiency.

Ms Larkin also manages LEED projects directly for owners, which includes writing and reviewing project specific design recommendations; advising on the application of rating systems including documentation procedures; and overseeing compiling of LEED documentation.

Ms. Larkin previously served as start-up operations manager for Arizona Public Service Company's Business Solutions Program. This comprehensive program provides prescriptive and custom incentives for existing buildings and new construction. Ms. Larkin served as the lead client liaison, provided general project management, protocol development, supervision of project staff, reporting, and oversight of technical assistance and incentive processing for the program.

Ms. Larkin helped design and was the primary implementer for the Enhanced Automation Initiative (EAI) in PY 2004-05. The $1.4 million campaign provided technical assistance and incentives for commercial customers upgrading their energy management and information systems to achieve energy savings and increase demand response capability.

She also completed her fifth year managing customer interviews and data analysis for the process evaluation of the Nonresidential Standard Performance Contracting Programs for the State of California. Recently, she completed process evaluations for two of Alliant Energy-IP&L's nonresidential programs in Iowa.

KEMA

Ms. Larkin was project manager for the Enhanced Automation (EA) Campaign, which provided education and technical assistance for commercial customers looking to improve their energy management and information systems. The $2 million campaign specialized in promoting system enhancements that allow for increased participation in demand-response programs.

Selected Professional Experience:

- **Sustainable Communities Program - Southern California Edison:** Serves as project manager for pilot program that expands on traditional new construction energy efficiency by integrating sustainable design practices. Responsibilities include: general project management, marketing, nontraditional energy protocol development, reporting, and coordination of technical assistance.
- **APS Business Solutions Program - Arizona Public Service:** Serves as operations manager for $18 million incentive program for nonresidential customers. This comprehensive program provides prescriptive and custom incentives for existing buildings and new construction. Responsibilities include: client liaison, general project management, protocol development, supervision of project staff, reporting, and oversight of technical assistance and incentive processing.
- **Enhanced Automation Initiative - California Public Utilities Commission:** Serves as project manager for incentive program for building automation system investments. Responsibilities include: general project management, supervision of project staff, marketing and outreach, vendor assistance, and oversight of technical assistance and incentive processing for large commercial and industrial customers.
- **Evaluation of the 2005 Energy Efficient Lighting Program - NorthWestern Energy:** Conducted a process evaluation a multi-component program promoting the purchase of CFLs and other energy-efficient lighting technologies to NWE residential and commercial electric customers. Program components include: commercial rebates, CFL direct installation, mail out with RECAP survey, mail-in rebates, instant in-store rebates, non-retailer special events. Designed interview instruments, supervised project staff, managed data collection, and analyzed survey data, drafted reports.
- **California Statewide Evaluation of Large Nonresidential Standard Performance Contracting Program:** Managed data collection and data analysis for the process evaluation of one of the statewide California programs designed to increase energy efficiency of large nonresidential customers, 1999-2003. Designed interview instruments, supervised project staff, managed data collection, and analyzed survey data, conducted net-to-gross/free-ridership analyses, drafted reports.
- **Evaluation of Nonresidential Programs - Alliant Energy-IP&L:** Conducted process evaluations of the Iowa Nonresidential Prescriptive and Custom Rebates programs. Designed interview instruments, conducted in-depth implementer interviews, and analyzed data. Authored chapters on findings for comprehensive report.
- **Evaluation of Demand Control Ventilation Pilot Program - ICF Consulting:** Served as project manager and managed data collection and data analysis for a process and impact evaluation of a pilot program targeting upstream market actors to promote demand control ventilation. Managed overall project, designed evaluation plan, supervised project staff, managed data collection, and analyzed data. Authored final report.

KEMA

David R. Millar, LEED AP

Profession:	Climate and Energy Consultant
Years of Experience:	5
Education:	B.S./2004/Earth Sciences/University of California, Santa Cruz B.A./2004/Politics/University of California, Santa Cruz
Years with KEMA:	1

Key Qualifications:

David Millar is an energy consultant with deep expertise in climate change issues. He has provided technical leadership on greenhouse gas emission inventory projects, economic and emissions modeling, policy/regulatory analysis, greenhouse gas verification, and climate action planning for a myriad of clients. Other areas of expertise include green building strategies, industrial energy efficiency studies, cost/benefit analysis, and regulatory compliance.

Selected Professional Experience:

- **City of San Leandro Climate Action Plan** – Mr. Millar is working with the City of San Leandro, CA to develop a Climate Action Plan to reduce community wide emissions by 25% by 2020. The plan includes goals and measures to reduce emissions from community buildings, land use and transportation, waste, and municipal operations. The climate action plan process includes stakeholder engagement with City staff, the City Council, and the public.
- **Ameren – Climate Action Plan Modeling** – Mr. Millar is working with Ameren Inc., a large investor owned coal based utility based in St. Louis with regulated and unregulated business units in Missouri and Illinois. The project involves modeling compliance options for Ameren's business units under the proposed Waxman-Markey bill. Ten compliance "levers" are analyzed for cost and emissions impact, including carbon offsets, purchased power, renewable energy, demand-side management, and plant upgrades. Monte Carlo scenarios are also integrated to demonstrate probability distributions of outcomes. Outputs include total compliance costs, emissions abated, total offset and allowance purchases, marginal abatement curves, forward price curves, and waterfall emissions reduction charts. The model is integrated into a comprehensive executive and planner dashboards that allow decision makers to plan for a carbon constrained operating environment. Phase two of the project includes optimization of existing assets and compliance levers using Crystal Ball software.
- **Platte River Power Authority Climate Action Plan** – Mr. Millar worked with a coal-based municipal utility to develop a Climate Action Plan (CAP). The utility was responding to the governor of Colorado's call to reduce statewide emissions by 20% below 2005 levels by 2020 and 80% below 2005 levels by 2050. Mr. Millar developed a model to analyze costs and benefits of various emissions mitigation strategies including wind power, demand side management, distributed PV, natural gas combined cycle, and concentrated solar. The model generated a marginal abatement cost curve (MAC) which provides a visual representation of the cost effectiveness of the analyzed measures. From the analysis, KEMA developed and modeled a recommended suite of options to meet the 2020 target at the lowest cost to Platte River's

ratepayers. Mr. Millar also wrote the Climate Action Plan document, which was presented to Platte River's Board of Directors and made available to the public.

- **Southern California Edison Sustainable Communities.** Mr. Millar has provided greenhouse gas emissions consulting for Southern California Edison's Sustainable Communities Program. He has written policy white papers on California's SB 375 and the revised CEQA guidelines accounting for climate impacts in environmental reviews. He has also developed a calculator for developers who wish to understand energy and greenhouse gas savings through energy efficiency and renewable energy investments for master planned community scale developments.

- **Confidential Client, U.S. Cap-and-Trade Policy Analysis.** Mr. Millar wrote a summary of current and potential Cap-and-Trade regimes in the United States for a European energy firm. KEMA developed an analysis to help the firm decide whether or not to enter the U.S. market. Mr. Millar wrote a section of the report that surveyed the current status and designs of the emerging cap-and-trade markets for AB32, the Western Climate Initiative, and the Regional Greenhouse Gas Initiative (RGGI). Mr. Millar also discussed current federal initiatives including climate change bills in congress as well as executive action likely to be taken by the Obama administration.

- **Green Building Certification Institute** – As a Leadership in Energy and Environmental Design Accredited Professional (LEED AP), Mr. Millar reviews LEED applications for New Construction projects. Through this work, he has gained a through knowledge of the LEED NC system and common strategies for achieving LEED credits.

- **California Climate Action Registry Greenhouse Gas Inventory Verifications:** Mr. Millar, a California Climate Action Registry Lead Verifier at Tetra Tech EM Inc., performs greenhouse gas (GHG) inventory verifications services. Verification consists of an independent third party review of emissions data submitted to the Registry via the online reporting tool CARROT. Review activities include kickoff meetings, site visits, data management systems review, error risk assessment, data sampling, and emissions recalculations. Inventory methodologies are reviewed for compliance with the Registry's general and power/utility reporting protocols. Mr. Millar works with the Registry and the client in order to publicly report emissions to a 95% standard of accuracy. Mr. Millar has provided emissions verification services for over 15 clients including municipalities, electric utilities and power generators, water and solid waste agencies, telecommunications providers, and others.

- **Greenhouse Gas Inventory for Qwest Communications USA:** Mr. Millar was the technical lead for comprehensive GHG consulting services for Qwest Communications Inc. (Qwest). Starting in 2007, Tetra Tech calculated the greenhouse gas footprint of Qwest's nationwide operations according to the California Climate Action Registry General Reporting Protocol. Mr. Millar worked with Qwest to inventory all fuel use in vehicles, generators and buildings, as well as all purchased electricity from over 700 electric accounts. The necessary data was collected, organized and calculated under a demanding time schedule such that emissions estimates could be reported with the Carbon Disclosure Project (CDP). Upon completion of the project, Tetra Tech made recommendations for improving data management systems for more accurate accounting of GHG emissions in future inventories. Mr. Millar and his team expanded the scope of emissions quantification in 2008 by conducting a comprehensive greenhouse gas inventory for calendar year 2007. This was an inventory of all six Kyoto gasses emitted directly, indirectly, and neither directly or indirectly. The latter category, known in the Kyoto Protocol as "Scope 3" included emissions associated with employee flying and emissions avoided from recycling. Once the emissions calculations are complete, Tetra Tech will make recommendations for programs designed to improve efficiency, save money, promote greening, and decrease emissions.

GERARD WALTERS, PE

Principal/Chief Technical Officer

FEHR & PEERS
TRANSPORTATION CONSULTANTS

Jerry Walters is Fehr & Peers' Chief Technical Officer and leader of the firm's "Cool Connections" initiative, integrating transportation planning with sustainable climate, energy and quality of life. He is a registered Traffic Engineer with over thirty years' experience in transportation planning, engineering and travel forecasting. Jerry is a member of the Regional Targets Advisory Committee (RTAC) to the Air Resources Board on implementing California's landmark transportation/ land use and climate law SB 375, and the American Public Transit Association (APTA) working group on national guidelines for estimating climate change impacts of transit. Jerry has also served on the advisory committee for Caltrans' 2007 *"Assessment of Local Models and Tools for Analyzing Smart-Growth Strategies,"* and on the California Department of Housing and Community Development assessment *"The Effect of Housing Near Transit Stations on Vehicle Trip Rates and Transit Trip Generation"*, as well as on the California Transportation Commission working group on travel modeling guidelines for Regional Transportation Plans under climate law AB32.

Jerry also led development of smart growth travel analysis methods for Sacramento Regional Blueprint study, San Joaquin Valley Growth Response study, and smart growth planning for the San Diego and San Luis Obispo regions. Jerry has also developed project evaluation methods and metrics for the US EPA Smart Growth INDEX and is project manager for the on-going US EPA study *"Mixed-use Development and Vehicle Trips: Improving the Standard Estimation Methodology." He* is a co-author of the 2008 book *"Growing Cooler – the Evidence on Urban Development and Climate Change,"* published by the Urban Land Institute.

EDUCATION

Master of Engineering in Transportation Engineering, Rensselaer Polytechnic Institute, 1974
Bachelor of Science in Engineering Science, Rensselaer Polytechnic Institute, 1971

PROFESSIONAL AFFILIATIONS

Institute of Transportation Engineers (ITE)
Congress for the New Urbanism (CNU)

PROFESSIONAL REGISTRATION

Licensed Professional Traffic Engineer, California (1467)

AREAS OF EXPERTISE

Smart Growth and Climate Change • Integrated Land Use/Transportation Planning • Transit and Station Area Planning • Highway Planning and Traffic Operations • Travel Models and Demand Forecasting • Traditional Neighborhood Living/Livable Streets • Infrastructure Prioritization and Funding Programs • University Transportation Plans

PUBLICATIONS AND PRESENTATIONS

Presentations on Land Use and Transportation Planning for: Transportation Research Board (TRB), American Planning Association (APA), Institute of Transportation Engineers (ITE), Association of Environmental Professionals (NAEP), New Partners for Smart Growth, Rail-Volution, Urban Land Institute (ULI), California Transportation Planning Conference, Local Governments Commission, San Francisco Planning and Urban Research Association, and San Joaquin Valley Futures Forum.

Author or co-author of:

PUBLICATIONS AND PRESENTATIONS, CONTINUED

Growing Cooler – The Evidence on Urban Development and Climate Change, Urban Land Institute, 2008.

Measuring the Benefits of Compact Development on Vehicle Miles and Climate Change, National Association of Environmental Professionals, 2009

Making Traffic Models Sensitive to Smart Growth Characteristics, ITE, 2006

Mixing It Up -- How Successful Mixed-Use Development can Reduce Transportation Impacts on Roadways, Vehicle Emissions, and Energy Use, Urban Land, Urban Land Institute, 2008

PROJECT EXPERIENCE

Smart Growth and Climate Change

Member of California Transportation Commission working group on implementation procedures for California AB32 climate change initiative. Co-author of ULI and Smart Growth America 2008 book: *Growing Cooler – Evidence on Urban Development and Climate Change*. Co-author on sustainable transportation performance measures for Caltrans *Smart Mobility Framework* handbook. Member of advisory committee on 2007 Caltrans report on *Assessment of Local Models and Tools for Analyzing Smart Growth Strategies*. Presenter at Caltrans/FHWA 2008 California Transportation Planning Conference on Overview of Models & Tools for Land Use and Transportation Planning, and at California Air Resources Board 2008 Symposium on *The Role of Land Use and Transportation in Meeting Climate Change Program Goals*. Principal-in-charge and advisory panel member on methodologies for California Department of Housing and Community Development evaluation of TOD development applications for Proposition 1C bond measure incentives for trip-reducing development proposals; Principal-in-Charge of SANDAG San Diego region Smart Growth Trip Generation and Parking Generation Study. Member of American Public Transit Association working group on climate change credits and standards.

Integrated Land Use/Transportation Planning

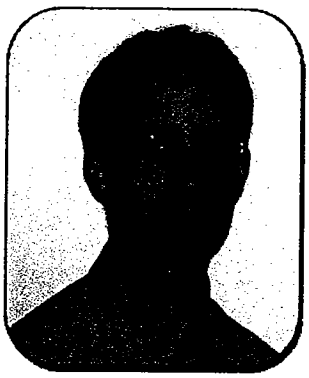
Project manager on a national study of travel generation characteristics of mixed-use development projects for the US EPA and Institute of Transportation Engineers. Developed performance measures for transportation planning and design decisions for the California Department of Transportation as key element of the Caltrans Smart Mobility Framework and Handbook. Directed region-wide study of smart growth trip generation for the San Diego Association of Governments. Led development of smart growth travel forecasting methods for Sacramento Regional Blueprint study. Principal investigator on establishing new procedures and tools for evaluating wide-scale growth impacts in San Joaquin Valley Growth Response study. Led transportation assessment for countywide Smart Growth planning in Contra Costa County and in San Luis Obispo County, California. Senior advisor and director of transportation elements for Minneapolis/St. Paul Metropolitan Region Smart Growth Study and Atlanta Regional Cores and Corridors Study. Developed innovative "5D" modeling tools for the Environmental Protection Agency (EPA) and regional planning organizations to evaluate transportation effects of different growth policies. Performed comparative evaluation of infill site design concepts and infill /greenfield comparisons for Atlanta's landmark Atlantic Station project and major master-planned communities in South Carolina, Utah and California.

Travel Models and Demand Forecasting

Directed development of direct demand ridership forecasting models for concept screening, alternatives analysis and transit access and TOD planning for rapid rail (BART), commuter rail (Caltrain), and light rail transit systems in Denver, Sacramento, Salt Lake City, San Diego and Portland. Performed long-range travel demand forecasting, using sophisticated models for cities such as Caracas, Venezuela; San Juan, Puerto Rico; Edmonton, Canada; Washington, D.C.; Los Angeles, California; and other major metropolitan regions. Formulated and calibrated citywide and countywide models for over a dozen jurisdictions using prominent software packages. Developed techniques to enhance or substitute for conventional 4-step models for prediction of travel-reducing effects of Smart Growth principles of density, diversity, design and regional accessibility. Directed modeling applications in the Atlanta, Minneapolis/St. Paul, San Diego, San Francisco and Sacramento regions.

MARK FELDMAN
Transportation Engineer

FEHR & PEERS
TRANSPORTATION CONSULTANTS



Mark has been responsible for detailed travel demand forecasting and traffic operations analyses of numerous complex freeway interchanges and arterial corridors for PSRs, EIRs, other traffic analysis projects, and direct ridership modeling of transit systems. Mark has also recently been part of research teams on studies of trip generation of mixed use developments and of the effectiveness of high visibility crosswalks in the City of San Francisco. With four years of experience in the traffic engineering field, he has developed in-depth expertise in the application of all major transportation analysis techniques, with particular emphasis on travel demand forecasting software such as TransCAD and Cube / TP+, and traffic operations software applications such as Synchro and SimTraffic.

Mark has served as project manager or project engineer on numerous travel demand forecasting, transit ridership analysis, and transportation operations projects, including Development of the Mendocino Countywide Traffic Model, BART's Demand Management Strategy Study, Santa Monica's General Plan Land Use and Circulation Element, Fee Studies in Solano County, Eastern Contra Costa County and the Ukiah Valley, General Plan EIRs in Richmond and Lodi, the Phillips Lane PSR in Antioch, the Old Redwood Highway and Rainier Avenue Interchange PSRs in Petaluma, the SR4 West PA/ED in Stockton, the James Donlon Avenue Extension EIR in Pittsburg and Concord, and the San Pablo Avenue Specific Plan in El Cerrito. Additionally, his experience includes preparation of environmental documents for state and local agency clients, traffic signal timing and optimization, site access and circulation studies, and two years of project management.

Before entering the transportation industry, Mark had seven years of experience as an actuary, developing financial models of life insurance, annuity products, and defined benefit and contribution retirement plans.

EDUCATION

M.S. in Industrial Engineering and Operations Research, University of California, Berkeley, 2005
B.A. in Mathematics, Oberlin College, 1995

PROFESSIONAL AFFILIATIONS

Institute of Transportation Engineers: Member

AREAS OF EXPERTISE

Travel Demand Forecasting • Trip Generation • Transit Direct Ridership Forecasting • Traffic Operations Analysis • Transit Planning • Traffic Engineering • Traffic Impact Analysis

PUBLICATIONS AND PRESENTATIONS

Traffic Generated by Mixed-Use Developments – A Six-Region Study Using Consistent Built Environmental Measures, presented for TRB Technical Conference, 2009

PROJECT EXPERIENCE

FEHR & PEERS
TRANSPORTATION CONSULTANTS

Mixed Use Trip Generation Research

Mark was part of a team that researched the effects of "D" variables such as development scale and mix, distance to transit, density, diversity of land use, and demographics on the percentage of trips captured internally by mixed use developments. Mark was responsible for testing the developed model on several mixed use sites for the purposes of model validation. The research has been submitted to ITE for review, and was presented at the Transportation Research Board (TRB) conference in 2009.

Union City Infrastructure Needs Assessment

Mark managed this project that provided a feasibility study for redeveloping an underutilized industrial area in Union City, CA. The project included traffic operations analysis and travel demand forecasting within the area.

BART Demand Management Study

As manager of this project, Mark helped forecast ridership levels by station within different time periods throughout the day, to assist BART with its long term capacity planning. The project included extensive data collection and statistical analysis of factors that influence transit ridership.

Mendocino Countywide Traffic Model Development

Fehr & Peers developed a countywide traffic model to assist Mendocino County with its capital improvement plan and to help evaluate development proposals. As manager of this project, Mark coordinated both internal and external team members to bring the pieces of the project together, as well as providing his travel demand modeling expertise to assist internal staff in the technical aspects of the project.

Solano Transportation Authority Fee Study

As primary project engineer, Mark was responsible for all travel demand modeling aspects of this project, operating a complex Cube / TP+ model to forecast roadway volumes and traffic distributions for the purposes of determining the specifications of a proposed fee program in Solano County.

Santa Monica General Plan Land Use and Circulation Element

Fehr & Peers developed a comprehensive travel demand model for the City of Santa Monica, CA, including features to capture the effects of smart growth, transit, walking & bicycling, and parking. Mark managed the transit piece, using direct ridership modeling to estimate the use of the proposed light rail extension to Santa Monica and its effect on roadway traffic.

SR4 West PA/ED

Mark developed future year forecasts using the internally-developed City of Stockton Travel Demand Model in the Cube / TP+ platform, to measure the impacts, both beneficial and harmful, of the extension of the highway section of SR4 in Stockton, CA beyond its current terminus at I-5.

Phillips Lane PSR

Mark was the primary engineer on this project responsible for travel demand forecasting and both static and dynamic intersection operations analysis of the existing Hillcrest Avenue and the proposed Phillips Lane interchanges in Antioch, CA. The analysis included the use of project-specific versions of the CCTA Travel Demand Model for forecasts, and the use of Synchro and SimTraffic for operations analysis.

James Donlon Avenue Extension EIR

This project involved the analysis of intersections in Pittsburg, CA and Concord, CA likely to be impacted by the construction of a bypass in Pittsburg. Mark was the primary traffic engineer, responsible for both travel demand forecasting, using the CCTA TransCAD travel demand model, and intersection operations analysis, using Synchro and CCTALOS software. Mark also wrote the transportation chapter for the EIR.

ROB REES, PE
Principal

FEHR & PEERS
TRANSPORTATION CONSULTANTS

Mr. Rees is a registered Civil Engineer and Traffic Engineer in California and a registered Professional Traffic Operations Engineer (PTOE) with 20 years of experience. He provides a wide range of transportation planning and traffic engineering services including traffic operations analyses at isolated intersections, corridors and interchange systems; access, circulation, and parking studies for specific development proposals and downtown areas; and engineering services for geometric layouts and traffic signal, highway lighting and TOS PS&Es. Rob has also been involved with all aspects of Caltrans Project Development Process, master plans for infill development, and impact fee studies.

EDUCATION
Bachelor of Science in Civil Engineering, University of California, Davis, 1987

PROFESSIONAL AFFILIATIONS
Institute of Transportation Engineers (ITE)

PROFESSIONAL REGISTRATION
Licensed Civil Engineer, State of California (C49620)
Licensed Traffic Engineer, State of California (TR2053)
Professional Traffic Operations Engineer Certification, Transportation Professional Certification Board, Certificate #309

AREAS OF EXPERTISE
Traffic Engineering • Traffic Signal Design • Bicycle and Pedestrian Planning • Transportation and Land Use Planning • Transit Planning • Institutional Planning • Parking Studies • Residential Traffic Management • PS&Es

PUBLICATIONS AND PRESENTATIONS
Re-engineering Streets to Balance Today's Need, California Planner, May/June 1997
A Computer Assisted Parking Model for West Berkeley, 1998 ITE District 6 Conference
A Unique Bicycle Signing Program for the East Bay, 1998 ITE District 6 Conference
Planning a Multi-Modal Circulation System for University Campus Using the Microscoptic Traffic Simulation Tool CORSIM, 1999 ITE District 6 Conference
All-Way STOP Sign Installation Criteria, Westernite, January/February 1999

FEHR & PEERS
TRANSPORTATION CONSULTANTS

PROJECT EXPERIENCE

Transportation and Land Use Planning

Managed and prepared transportation planning and circulation studies for specific plans and general plans. Representative projects include:

- Oak Knoll, Oakland
- MacArthur Transit Village EIR and Access Feasibility Study, Oakland
- Alameda Point Mixed-Use Development, Alameda
- North Main Street/Ygnacio Valley Road Specific Plan, Walnut Creek
- Brentwood General Plan
- Emeryville General Plan
- Berkeley Southside Plan, Berkeley
- Moraga Town Center Plan, Moraga
- Northeast Antioch Circulation Plan, Antioch
- East Baybridge Center, Emeryville
- Oak to Ninth Residential Community, Oakland

Bicycle and Pedestrian Planning

Provide support services using local and state guidelines to develop transportation systems for bikes and pedestrians. Services include planning, preliminary engineering and coordination with consultant teams, agency staff, community members, and decision-makers.

- Intermodal Station Area Plans, Union City
- West Street Pedestrian and Bike Path, Berkeley
- Lawrence Hall of Science Parking and Roadway Improvements, UC Berkeley
- City of Dublin Bicycle Plan
- Palo Alto School Safety Study, Palo Alto
- Monument Corridor Bikeway, Pleasant Hill
- Albany, Berkeley, Emeryville Regional Bike Signing
- Presidio Safety Improvements, San Francisco
- San Leandro Road Diets, San Leandro CA

Transit Planning

- Berkeley Evaluation of BRT, Berkeley, CA
- Union City Intermodal Station, Union City, CA
- MacArthur BART Access Study, Oakland , CA
- Pleasant Hill BART Access Study, Pleasant Hill, CA
- LAVTA Site Access Study, Livermore, CA
- eBART Station Area and Access Plan, Antioch, CA
- Jack London Streetcar, Oakland, CA

Parking Studies

Managed and prepared parking studies for downtown communities and specific projects. Studies include shared parking, time of day utilization, forecasting, and supply/demand studies.

- West Berkeley Parking and Circulation Study, Berkeley
- Downtown Livermore Parking Study, Livermore
- Downtown Richmond Parking Study

Exhibit E

RICHARD A. MARCANTONIO (SBN 139619)
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Attorneys for Petitioners and Plaintiffs
URBAN HABITAT PROGRAM and
SANDRA DE GREGORIO

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF ALAMEDA

URBAN HABITAT PROGRAM, et al.,

Petitioners and Plaintiffs,

PEOPLE OF THE STATE OF CALIFORNIA, ex rel. EDMUND G. BROWN, JR., ATTORNEY GENERAL, et al.,

Plaintiff-Intervenor,

vs.

CITY OF PLEASANTON, et al.,

Respondents and Defendants.

CASE NO. RG 06 293831

JUDGMENT PURSUANT TO STIPULATION

ASSIGNED FOR ALL PURPOSES TO JUDGE FRANK ROESCH

Action Filed: October 17, 2006

Trial Date: December 18, 2009

On or about June 20, 2006, Petitioners and Plaintiffs Urban Habitat Program and Sandra De Gregorio ("Plaintiffs") filed this action against the City of Pleasanton and its City Council (collectively, "the City"), containing eight causes of action which concern the City's affordable housing policies, its zoning and land use ordinances and practices, and alleged discrimination. On or about June 24, 2009, People of the State of California, ex. rel. Edmund G. Brown, Jr., Attorney General ("Intervenor"), intervened in the lawsuit, joining in Plaintiffs' first three causes of action.

The parties desire to fully settle and resolve the merits of the above-captioned action without further litigation. The City has reached an agreement with Plaintiffs and Intervenor to resolve this litigation without admission of liability or fault. A true and correct copy of the Settlement Agreement, executed by all parties, is attached to this Judgment Pursuant to Stipulation as Exhibit A. The Settlement Agreement provides that "[t]his Settlement Agreement shall be incorporated into a Judgment of the Court, . . . and shall be enforceable pursuant to Code of Civil Procedure Section 664.6." It further provides that "[t]he Court shall retain continuing jurisdiction to effectuate the provisions of the Settlement Agreement and Judgment until such time as the City has completely performed all the terms of the Agreement."

IT IS THEREFORE STIPULATED by the parties, through their attorneys of record, that this case has been settled pursuant to Section 664.6 of the Code of Civil Procedure on the terms set forth in the Settlement Agreement attached as Exhibit A. The parties request that the Court enter judgment accordingly, and retain jurisdiction over them to enforce the settlement until the performance in full of its terms.

IT IS SO STIPULATED:

DATED: August _____, 2010 By: _____

RICHARD A. MARCANTONIO

Attorneys for Petitioners and Plaintiffs
URBAN HABITAT PROGRAM and
SANDRA DE GREGORIO

DATED: August _____, 2010

By: _____
CLIFFORD RECHTSCHAFFEN

Attorneys for Intervenor
PEOPLE OF THE STATE OF CALIFORNIA, ex rel.
EDMUND G. BROWN, JR., ATTORNEY GENERAL

DATED: August _____, 2010

By: _____
THOMAS B. BROWN

Attorneys for Respondents and Defendants
CITY OF PLEASANTON and CITY COUNCIL OF
PLEASANTON

JUDGMENT

Pursuant to the foregoing stipulation of the parties and the Court's power under Section 664.6 of the Code of Civil Procedure,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that judgment be, and hereby is, entered in accordance with the terms of the Settlement Agreement between the parties, attached as Exhibit A hereto. This judgment expressly incorporates the terms of the attached Settlement Agreement, and the Court retains jurisdiction over the parties at their request to enforce the Settlement Agreement until the performance in full of its terms.

Dated: _____

_____
FRANK ROESCH
Judge of the Superior Court

LEGAL_US_W # 65276050.1