TO:          HONORABLE CITY COUNCIL
FROM:        CITY MANAGER        DEPARTMENT: ADMINISTRATIVE SERVICES
DATE:        MARCH 1, 2004        CMR: 152:04

SUBJECT:     ROTH BUILDING, 300 HOMER AVENUE: RECOMMENDATION TO ACCEPT THE SUBMITAL BY THE PALO ALTO HISTORY MUSEUM TO THE REQUEST FOR PROPOSAL FOR THE ROTH BUILDING

REPORT IN BRIEF

This report: 1) transmits the proposal submitted in response to the Request for Proposals (RFP) for the Roth Building; 2) transmits the Roth Building Proposal Evaluation Committee’s (Committee) recommendation to accept the proposal; 3) recommends that Council direct staff to prepare an option to lease and lease for the Roth Building to the Palo Alto History Museum and an environmental review. The submittal proposes to restore, preserve and improve the historic Roth Building, at no cost to the City, for use as a Palo Alto history museum. The estimated cost of required improvements is $5,500,000. As requested in the RFP, the proposed use includes a meeting room to be available to the community and a public restroom open to the public. The proposal also includes rental space for non-profits and a caretaker’s residential unit. The proposer would like to see the Roth Building dedicated as parkland; however the rental space could present conflicts with the park ordinance. Staff will work with the proposer to resolve any potential conflicts relating to the dedication and return to Council with a recommendation. Staff is also recommending that the City maintain the public restroom constructed by the proposer.

The option to lease agreement will provide the optionee with a two-year period to obtain City development approvals and to raise and provide the City with evidence of sufficient financing to complete the project. Once the option conditions have been met, the lease will be executed by both parties without returning to Council. Council will have the opportunity to review and approve the detailed plans for the project during the option period.
RECOMMENDATION

Staff recommends that Council: 1) accept the proposal submitted by the Palo Alto Historical Association (PAHA), 2) direct staff to prepare the Option to Lease, Lease Agreement and complete the environmental review.

BACKGROUND

In April 2000, the City Council approved the $1,957,000 purchase of the Roth Building and its 0.41 acre site for potential development as a “public facility or alternative use if a public facility is not feasible,” in conjunction with the South of Forest Avenue Coordinated Area Plan (SOFA CAP).

In acquiring the Roth Building, the City entered into a development agreement with the Palo Alto Medical Foundation (PAMF). The development agreement required that the City complete demolition and removal of the non-historic wings by July 2003. The purpose of the demolition was to provide for additional park space and provide a buffer of approximately 100 feet between the historic Roth Building and a residential development project being undertaken by Summerhill Homes immediately south of the Roth Building. On March 4, 2002, Council: 1) approved the demolition of the basement/wings associated with the non-historic 1947 addition; approved the temporary retention of the spine of the 1947 addition; and 3) reviewed and commented on the summary of a request for proposals for non-profit organizations to lease and renovate the Roth Building. Staff complied with the RFP process, notices were sent to all interested parties, and ads were placed in the Palo Alto Weekly. On May 20, 2002, Council approved a Request for Proposals (RFP) and directed staff to solicit proposals for the lease of the Roth Building. On May 12, 2003, Council approved the permanent retention of the spine. On December 8, 2003, Council dedicated the park space, excluding the .41 acre Roth Building site. In December 2003, the Roth building non-historic wings were demolished. Seismic bracing of the spine is scheduled for completion in February 2004.

DISCUSSION

Request For Proposals
The intent of the RFP is to lease the 17,000 square foot Roth Building under a long-term lease to a non-profit group or organization that can improve, maintain and operate the property for a use that provides public benefit and/or fills a public need; preserves and maintains the historic significance of the property; is compatible with adjacent park use and does not adversely impact the residential neighborhood. In addition, improvements, maintenance and operation of the property are to be at no cost to the City. The RFP specifies that preference be given to non-profit groups located in or serving Palo Alto and requires public access to the Roth Building restrooms by users of the park. It also
strongly encourages the provision of a community meeting room as part of the project. The RFP, including terms of the proposed option to lease, is summarized in Attachment A.

**Solicitation Process**
In late May 2002, staff solicited proposals by sending information flyers to interested parties and placing notices and advertisements for the RFP in local newspapers. Staff also advertised the RFP at a 6-month and 1-year interval during the 18-month solicitation period. In response to this advertising, staff received 15 requests for the information flyer and showed the property to two interested parties. Proposals were due November 25, 2003, at which time one proposal was received, from the Palo Alto Historical Association (PAHA).

**Proposer**
PAHA is the lead organization providing non-profit 501(C)(3) status for the project until such time as a lease option may be granted. The proposal was prepared by the Palo Alto History Museum Committee (PAHMC), a group which includes PAHA and which will incorporate to become the Palo Alto History Museum (PAHM). The Museum will be the entity entering into the lease option. The PAHMC is in the process of applying for non-profit status at this time and it anticipates having a non-profit corporation number to use for purposes of signing the lease option.

Incorporated in its present form since 1948, the purpose of the PAHA is to collect, organize and preserve materials pertaining to the history and heritage of Palo Alto, spread information about Palo Alto history, and recognize and preserve historic sites and structures. Membership is open to the public. PAHA has had a contract with the City of Palo Alto since 1957 to maintain, preserve and make available to the public the City archives. PAHA presents eight public educational programs per year and has published a series of pamphlets, small books, and the 1993 hard cover *Centennial History of Palo Alto*. The PAHMC is discussed in more detail in the evaluation section below.

**Proposed Use**
The proposal is to restore, preserve and improve the historic Roth Building for use as the Palo Alto History Museum. Through exhibits, programs and interactive demonstrations, the Museum will provide a place to learn about the people, places and events that played a part in Palo Alto history. The proposed space layout for the first floor includes museum offices, a local history exhibit, a temporary exhibit area, a history classroom/public meeting room, kitchen, gift shop and curatorial storage. The second floor includes museum office space, caretaker’s quarters, non-profit office space, museum storage and a room for the Guy Miller archives. The basement includes artifact storage and work areas, and equipment storage.
Proposed Improvements
A variety of upgrades are planned to accommodate the museum program and to promote the building’s safety and longevity. The exterior will undergo minor deferred maintenance upgrades. Minor exterior additions are proposed but only to address code requirements and architectural character. These include the addition of an additional enclosed staircase, the infill walls at the location of the wing removal areas, and an area of wall affected by the removal of the Lee building. Only minor alterations are planned for the historic entry courtyard. The original landscaping and the Victor Arautoff murals on the walls of the entryway will be restored. Improvements to the structural systems and building systems include seismic upgrades, replacing the heating system, and additions of data and phone lines.

The museum’s space needs have been set out based on programmatic needs, proximity to the park, and their effect on the historic nature of the structure. Space layout diagrams are included in the proposal. In addition to the museum offices, exhibit and archive space, the layout includes a community meeting room that will be available to neighborhood groups, a public restroom, a residential unit on the second floor for a museum caretaker, and office space to be rented to non-profit groups.

As required by the RFP, improvement and restoration of the building is planned, to comply with the Secretary of Interior’s Standards for Rehabilitation of Historic Buildings (Secretary’s Standards). The project anticipates no addition to the footprint of the building and no changes to the historic facades.

Financial Information
PAHMC estimates its proposed improvements will cost $5,500,000. The plan is to raise $6,500,000, to include a $1,000,000 endowment for operating costs. So far, the group has secured pledges and contributions totaling $1,250,000, consisting of about $100,000 in cash contributions, capital pledges of $1,131,000 and in-kind labor/expertise donations of $19,000. If the option is granted, the fund-raising plan calls for professional fund-raising consultants for the capital campaign with a $6,500,000 target from foundation grants, major gifts and a broad-based community campaign. As shown in the five-year pro-forma, first year building operating expenses are estimated to be $126,000 and income at $211,000, leaving $85,000 available for operations.

Proposed Method of Development and Operation
The PAHMC has employed a design firm with experience with the Secretary’s Standards and has and will utilize the expertise of committee members who have experience in areas needed to implement development and operations plans. The museum program contains several components that provide for on-going financial support such as a bookstore, possible café, meeting rooms, rental space and a housing unit, which may subsidize the salary of an employee. A director would be hired to run the museum, with
the majority of the Museum’s function depending upon volunteer efforts. The museum will be open to the public. Memberships will be sold but not required to use the museum. Proposed hours of operation are 11-4, Friday through Sunday.

To address the lack of on-site parking, the proposal discusses alternatives to automobile access to the site and possible off-site parking. The location of the museum on the Bryant Street bicycle boulevard will offer opportunity for the museum to be accessed by bike rather than car. The Homer Avenue bicycle/pedestrian undercrossing will further promote visitors traveling by bike. The Roth Building is near both downtown and neighborhoods, providing an opportunity for many visitors to walk to the building. All members, volunteers and employees of the museum will be encouraged to use alternative forms of transportation to the museum. The museum will display and make available public transportation schedules and routes. The Palo Alto free shuttle goes within 3.5 blocks of the Roth building.

Concerning offsite parking, the Development Agreement with PAMF provides for 60 offsite public parking spaces for the Roth Building at the proposed office building at Bryant and Homer. This parking would be provided on Saturdays and Sundays from 8 am until 9 pm and on weekday evenings between 6 and 10 pm. Additionally, the City Hall parking garage, with approximately 700 spaces, is 1.5 blocks away. All 700 spaces are available to the public on weekends and holidays, and after 5 p.m. on weekdays. From 8 a.m. to 5 p.m. Monday through Friday, 190 spaces are available to the public for 3 hour parking. The museum will make available a map showing the location of available parking facilities and to encourage driving visitors to use those facilities and to carpool. The majority of events at the museum would be on evenings and weekends when parking demands are less.

**Bid Items**
The proposal offers the minimum bid of a $5,000 purchase price for the option and a monetary rent of $1.00 per year. Non-monetary consideration includes the public benefit provided by the proposed use which is described below.

**Evaluation of Proposal**
As directed by the Council, the committee formed to evaluate the proposals and make a recommendation to the Council was composed of staff from Public Works, Planning, Community Services and Administrative Services Departments, as well as representatives from the Historic Resource Board and the Architectural Review Board. The committee evaluated the proposal based on the criteria included in the RFP (Attachment C). Following is a discussion of the proposal in terms of the criteria listed on Attachment C.
Satisfies a public need and or provides a public benefit
Palo Alto currently has no place to collect, exhibit, or demonstrate its heritage. The proposal claims that all but one other municipality in Santa Clara County, as well as towns all over the country, have local history museums. The proposed project fills this void in Palo Alto and provides a place to learn about the people, places and events that played a part in Palo Alto’s history. The proposed museum will benefit the community by restoring the Roth Building, in compliance with the Secretary of Interior’s Standards. It provides a much-needed public meeting room and restrooms accessible to the public. The proposal provides for interactions with the park by providing limited entry to the building from the back and including “museum windows” containing rotating exhibits that will create visual interest for park visitors. Responding to neighbors’ requests, the proposer is considering a small café to serve coffee and light fare to park visitors, neighbors and museum attendees. In addition, the museum has identified space to rent for one or two other non-profit organizations, thus accommodating groups who might otherwise be priced out of a Palo Alto location. The proposed residential unit for a museum employee will provide a housing unit without a commuter trip. The museum includes a space for the Guy Miller archives, which could free up library space should it be determined to be in the community interest to relocate these archives. The Museum will maintain landscaping in the historic courtyard and will consult with and encourage the participation of groups such as the Peninsula Camellia Society and Canopy.

Degree of Public Access
The museum will be open and accessible to the public during operating hours, and the restrooms will be accessible to the public during park hours. The community room will be available to the public as well as used by the museum. The availability of the community room to the public will not be dependent upon the hours of the museum. Proposed hours of operation are 11am-4pm Friday through Sunday. Members of the Evaluation Committee expressed concern that the proposed hours of operation are somewhat limited and hoped the Museum might be able to consider expanding them. According to the proposer, these hours are practical in that the 11 am opening time respects the early Sunday parking need by the nearby St. Thomas Aquinas Church; school tours most logically commence in the late morning hours and before 2 pm; after school groups typically tour from 2-4 pm; and the Friday hours accommodate people who work but do not live in Palo Alto. The Museum will be staffed primarily by volunteers, and 11-4 is a reasonable shift. Further, these hours mirror those of the Museum of American Heritage (MOAH) across the street, and having the same hours as MOAH will provide maximum convenience for those likely to be interested in the two museums.

Consistency with the Secretary of the Interior’s Standards for Rehabilitation
The proposal’s detailed proposed treatments of the building are based on the recommendation of the Secretary of the Interior’s Standards for rehabilitation to identify,
retain and preserve, and the Committee was impressed with the historic identifications and treatments presented in the proposal. The proposal represents a high degree of conformance with the Secretary of Interior’s Standards. The Department of Planning and Community Environment’s standard requirement for historic properties is “substantial conformance to the Secretary of the Interior’s Standards but this project would well exceed that threshold in that: 1) the interiors will be treated in compliance with the Secretary of the Interior’s Standards, which is not usually required by the Historic Preservation Ordinance; 2) interior spaces have been carefully prioritized for significance with treatments assigned for each of three priority levels; 3) all the character-defining architectural features (identified in the proposal’s Appendix A - Conceptual Historic Structures Report) will be retained and preserved; 4) no additions are proposed; and, 5) the massing study of the new rear elevation of the Roth building demonstrates the intention and ability of the Museum’s architect to achieve a high level of compatibility of new construction with the historic building.

**Consistency with Existing City Goals and Objectives**

The proposed use is consistent with City goals and objectives as set forth in the Comprehensive Plan, SOFA I Specific Plan, Zoning Ordinance, and Municipal Code, including compatibility with the adjacent park use. A list of specific goals, policies and programs of the Comprehensive Plan and SOFA I Specific Plan and how the project meets these will be addressed when staff returns to Council with the Option to lease and the lease. The proposed use will be allowed in the Public Facility District (PF) zone with a conditional use permit. It will also require a variance due to the lack of on-site parking. Similar to many other public facilities in or adjacent to City parks, such the Junior Museum and Zoo, and the Museum of American Heritage, the museum use is a compatible and complementary park use.

**Impact on the Neighborhood, Community and Environment**

Use of the building as a museum could result in increased traffic and parking demand on weekends and Friday due to the museum use. Traffic will increase to some degree with any use going into a vacant building. Both the variance and conditional use permit processes, which would be part of development approvals during the option period, will further explore parking and transportation alternatives. The proposal includes preliminary plans to address both the traffic and parking through those means described previously in this report under the section titled “Proposed Method of Development and Operation.”

Based on evidence provided in the proposal, there is a high degree of neighborhood and community support for the proposed museum. The proposal has the endorsement of the Woman’s Club of Palo Alto, University South Neighborhoods Group, Palo Alto Stanford Heritage, Museum of American Heritage, and a letter of support from the Palo Alto Housing Corporation.
The Evaluation Committee was pleased to see that the proposal includes implementation of sustainability practices in the design of the Roth Building restoration. The preservation of the building conserves building materials and limits energy use during construction, and the new efficient building systems can create additional energy savings. Reuse of salvaged materials from the wing demolition further conserves resources. The proposer plans to investigate alternate measures to increase the building’s overall performance using a LEED’s checklist to measure and maximize this performance.

History and Assessment of the Proposer’s Ability to Improve and Operate the Property

Neither the PAHA nor PAHMC has a history of developing and operating a museum facility. However, PAHA does have a stable financial history and a long and successful history in fulfilling its purpose, and the PAHMC makes up a team of volunteers with expertise and experience in areas necessary to successfully complete the project. Through many years, PAHA’s expenditures have remained stable and sources of income have remained basically the same. 2002/03 PAHA revenues were $42,153 and expenditures were $65,100, with $78,000 in reserve funds. Through careful money management and the success of the Centennial History of Palo Alto, PAHA has accumulated reserve funds. Due to two major projects (the Palo Alto History Museum project and the Photo Digitizing of the Archives Historic Photos) the association is beginning to use some of its reserve funds for capital funds for these long-term goals of the organization.

The proposer’s architect and the members of the Palo Alto Historic Museum Committee are highly qualified. Garavaglia Architecture has experience not only in the field of historic preservation but also with museums. Garavaglia is familiar with City processes and procedures and has acted as a consultant for the City. The expertise of the six-person firm is outlined in Attachment B, Exhibit VIII. PAHMC members include individuals with experience in design, restoration, construction, historic preservation, museum operation and fundraising. Members include former Council members; former and current members of the Historic Resources Board and Planning and Transportation Commission; members of the Palo Alto Historical Association and Palo Alto Stanford Heritage; and community organizers and developers.

Consideration Provided to City and Fees Charged to Palo Alto Citizens

The monetary consideration proposed is the $5,000 purchase price of the option and the proposed rent of $1.00 per year. The non-monetary consideration is the development and operation of the facility at no cost to the City and the public benefit provided as described above.

The museum will be open to the public free of charge. Memberships to the museum will be sold. Fees for museum programs are to be reasonable and competitive compared to the fees charged by other organizations for similar activities.
Five Year Pro Forma and Evidence of Ability to Finance the Project
As shown in the five-year pro-forma analysis of the proposed use (Attachment C, Exhibit XI B), the cost to operate the facility and program are to be covered by income from various sources such as the Museum bookstore and café, membership fees, endowment income, grants, and rents from the non-profit office space, meeting rooms and a residential unit. First year building operating expenses are estimated to be $126,000 and income $211,000, leaving $85,000 available for operations. The estimated income and costs outlined in the pro forma are generally reasonable and in line with other local history museums. Income in the amount of $18,000 is proposed to be derived from rent from non-profit groups who would sublease 1,070 square feet of space on the Roth building second floor. This works out to a monthly rent of $1.40 per square foot, which is in line with the rents charged by the City to non-profits at Cubberley Community Center and would benefit non-profit tenants willing to locate in Palo Alto who may be priced out of the market otherwise. It should be noted that of the $85,000 available for operations, $18,000 is attributable to the proposed 912 square foot residential unit which is proposed to be occupied by a Museum employee. Rather than receiving rent for the unit, it is most likely that PAMHC would make the unit available to subsidize salary.

The Evaluation Committee voiced concern about the difficulty of raising sufficient funds to cover the high capital costs of the project. However, the Committee was impressed with the expertise and experience of the PAHMC members and the fact that the group so far has pledges and contributions totaling $1,250,000, prior to having an option to lease, which will significantly increase fundraising capability. The capital campaign planned by PAHMC targets gifts in accordance with a proposed schedule which is outlined in Attachment B, Exhibit VII D.

Evidence of Ability to Address Sensitive Design Issues Relating to Adaptive Re-use and Interface with the Park
The massing study included in Attachment A of the proposal demonstrates the ability of the proposer to interface sensitively with the park. During the option period, pictorial information will be submitted regarding the proposed treatment of the currently blank section of the east wall where the demolished Lee Building once attached to the historic Roth Building. The proposal addresses adaptive reuse issues with a consistently high degree of respect for the historic character of the building.

Summary of Evaluation
The Committee concluded the proposal met the requirements and criteria of the RFP. Committee members were impressed by the thoroughness and professionalism of the proposal and by the experience and expertise of the PAHMC members and team. The proposal is particularly strong in the degree of public benefit the proposed use will provide, in its compatibility with the neighborhood and park, and in the consistency of
the proposed improvements with the Secretary of Interior’s Standards. Committee members expressed the hope that the proposed hours of operation might be increased, but realize that may not be possible with a new operation mostly dependent upon volunteer staff. The Committee was also concerned about the significant amount of capital that will need to be raised to fund the project, but based on the strengths of the proposal, felt optimistic that the Museum would be successful. The Evaluation Committee voted unanimously to recommend the Palo Alto History Museum proposal be granted an option to lease.

Park Dedication Issues
In December 2003, Council dedicated the park, excluding the Roth Building, pending a decision on its use. The proposer would like the building added to the park dedication, as this would qualify the property for Santa Clara County park charter funds, which are granted for restoration of historic structures in public parks throughout the County. Years ago, the City was granted $50,000 in park charter funds for restoration of the Harbor Master’s House, and the City’s tenant, Museum of American Heritage, has received three grants totaling close to $100,000 over the past several years. As mentioned above, the proposal includes a residential unit in the building to be occupied by a museum employee. It also proposes subleasing second floor space in the building to other non-profits. If the building were to be dedicated, certain limitations would apply to the residential unit in order to meet park dedication requirements. The unit would need to be incidental to and supportive of the park use. It may only be rented or made available to an employee or individual providing services, no rent may be charged, and there would be a prohibition on subleasing. In addition, it would need to be clear from the design that the creation of the apartment contributed to rather than displaced the museum program. Some of these restrictions may also apply to subleasing to non-profit groups. In addition, it may be that certain non-profits would not be allowed at all in a dedicated park. Staff will work with the proposer to resolve the issues relating to possible park dedication and return to Council at a later date with more information and a recommendation. It is important to note that by adding the Roth building to the park dedication, the City will have less flexibility in utilizing the facility for other purposes in the future.

Proposed Changes to RFP Documents
The proposal requests further discussion and determination concerning two issues that would involve changes to the RFP as approved by Council. The first concerns maintenance of the public restroom. The RFP requires the proposer to provide a public restroom accessible to park visitors and also requires that the facility be developed and operated at no cost to the City. The proposer will construct a public restroom, but is concerned about its ability and resources to maintain the restroom. Evaluation Committee members from Public Works and Community Services determined the Roth Building public restroom would be best maintained by the City as are other park restrooms. The annual cost to maintain the restroom (repair and custodial service) is
estimated to be $25-30,000. Staff recommends the restrooms be maintained by the City. Staff will work with the proposer on responsibilities for opening/closing the restroom on a daily basis.

The second issue is the proposer’s request that the City consider an option to renew at the end of the 30-year lease period so that donors may be assured of a permanent home for their artifacts and the long-term benefit of their financial contributions. The form of lease approved by the Council as part of the RFP does not include an option to renew. The 30-year term is longer than that of other City leases. Currently the City has no long-term leases with more than a 20-year term, and none include an option to renew. Therefore, staff does not recommend this change be made to the lease.

Option to Lease
Based on the recommendation of the Committee, staff recommends the Council direct staff to prepare an option to lease and lease to the Palo Alto History Museum (PAHM). The option agreement will grant the PAHM a two-year period to satisfy the following conditions prior to exercising the option and entering into the lease: pay the purchase price of the option ($5,000); obtain approval of the development plans from the Joint Architectural Review/Historic Resources Board for SOFA 1 projects, Planning & Transportation Commission and City Council; obtain any required land use permits; comply with the California Environmental Quality Act; receive City Manager approval of a long-term maintenance plan and schedule for the building; obtain approval from the City Engineer and Chief Building Official of construction drawings, including the construction contract form and proposed construction schedule; provide evidence of sufficient finances to implement the project and furnish evidence that sufficient financial security will be available to construct the project; and submit the $10,000 security deposit as required by the lease. Staff recommends that a decision on park dedication be deferred until all of the above conditions are fulfilled.

The option to lease will benefit both the City and the PAHM. It will benefit the City by providing assurance of a viable project before it commits to a lease of its property. It benefits the PAHM by providing a degree of site commitment to justify a fundraising campaign and expending resources on plans and development approvals.

NEXT STEPS
Staff will return to Council with an Option to Lease and completed environmental review. Once approved by Council, PAHM and the City will execute the document. Following execution of the agreement by both parties, the optionee will have two years to meet option conditions listed above, including obtaining City development approvals and providing evidence of financial security to complete the project. Once all conditions are met, the lease agreement will be executed, and the construction of improvements will begin. Once the option conditions have been met, and assuming no substantial changes
are made to the proposal or the form of lease during the development approval process, the lease will be executed by both parties without returning to Council. Council will have the opportunity to review and approve the detailed plans for the project during the option period.

**RESOURCE IMPACT**

The proposed improvements, maintenance and operation of the property is to be at no cost to the City with the exception of the maintenance of the restrooms open to the park public. The estimated annual cost for restroom maintenance is $25-30,000. The estimated value of the proposed tenant improvements is $5,500,000. It is important to note that while the development and operation is to be at no cost to the City, the City will receive only the nominal $1 per year lease revenue for the facility. Had the facility been leased as office space, it is estimated that the annual rent would have been around $500,000. The City of Palo Alto purchased the Roth Building at a cost of $1,957,000.

**POLICY IMPLICATIONS**

The proposed option to lease does not represent any changes to existing City policy.

**ENVIRONMENTAL REVIEW**

An environmental review will be included when Staff returns to Council with the Lease Option and Lease. During the option period, the optionee will also be required to fully comply with all provisions of CEQA as they may apply to the specific development plans.

**ATTACHMENTS**

Attachment A: Summary of RFP  
Attachment B: Palo Alto History Museum response to Request for Proposal  
Attachment C: Proposal Evaluation Criteria

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