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Memorandum

August 3, 2026

To: Elaine Ling, City of San Mateo

From: Chelsea Maclean, Holland & Knight LLP
Heidi Mekkelson, ICF

Re: Response to CEQA Determination and AB 1633 Notice

I. Introduction and Summary

On behalf of David Bohannon Company ("Applicant") and HSC Property Owner, LLC ("Owner"), this memorandum responds to the June 30, 2026 letter from the City regarding the formal CEQA determination for the proposed Hillsdale Mall Redevelopment project ("Project"). While we appreciate the City's timely communication, we respectfully disagree with the conclusion at this time that a full Environmental Impact Report is required. As we have previously stated, we request a two-step process:

1. First, we request the preparation of a Tiered Initial Study to consider the Project's impacts in relation to the Strive San Mateo 2040 General Plan EIR ("General Plan EIR" or "EIR"). Under CEQA Guidelines Section 15183(a), projects consistent with the development density in a general plan with a certified EIR need no additional environmental review "except as might be necessary to examine whether there are project-specific significant effects which are peculiar to the project or its site." Review under this section is limited to effects that were either not analyzed as significant in the prior EIR or are potentially significant off-site or cumulative impacts not previously discussed.[1] A city's decision to utilize (or not) section 15183 must be supported by substantial evidence.[2]

2. If the Tiered Initial Study and/or technical studies confirm that the Project would not result in impacts that are peculiar to the Project and were not analyzed as significant effects in the General Plan EIR, the Project would be eligible for CEQA clearance under

[1] *Id.* § 15183(b)(2).
[2] *Hilltop Group Inc. v. County of San Diego* (2024) 99 Cal.App.5th 890, 909–910 (*Hilltop*).

Public Resources Code Section 21083.3/CEQA Guidelines Section 15183. However, if new or more severe impacts are identified, a different CEQA pathway will need to be identified.

In alignment with the AB 1633 process (as further described below), the Applicant hereby provides formal notice under AB 1633 and requests that a Tiered Initial Study be prepared with relevant technical studies and that a refined CEQA determination be made within 90 days of this letter, i.e., by November 1, 2026. In relation to the two steps identified above, we request that the first step (i.e. Tiered Initial Study and technical studies) is completed by November 1, 2026. The following provides supporting analysis.

II. AB 1633 CEQA Determination Process

As has been previously communicated in our June 18, 2025 Processing Letter, the Project is subject to AB 1633 (2023), a relatively new law that directly addresses excessive CEQA review practices for residential development. It is now a violation of the Housing Accountability Act (Govt. Code § 65589.5) ("HAA") to refuse to make a CEQA exemption determination for an AB 1633-protected project that is entitled to a CEQA streamlining, including CEQA Guidelines Section 15183. AB 1633 was designed to prevent local governments from insisting on full CEQA analysis when a project is entitled to a streamlined CEQA mechanism.

AB 1633 also creates a 90-day notice procedure, whereby applicants who believe they are entitled to CEQA streamlining may protest when local governments proceed with full CEQA review. If there is substantial evidence that the project is entitled to CEQA streamlining, then the agency has 90 days to make a determination. Failure to do so constitutes an HAA violation.

The following constitutes the applicant notice under AB 1633 and identifies the process going forward.

a. Applicant Notice – An applicant must provide notice within 35 days of an agency's determination that the project is not exempt.[3] Following the City's CEQA determination on June 30, 2026, notice is hereby provided within the required timeframe (see Attachment A).

b. City Posting – Within 5 working days of receiving the Applicant's written notice, the City must post the notice on the City's website, provide a copy of the notice to any person who has made a written request for notices, and file the notice with the county clerk.[4]

c. City Consideration of Comments - The City must consider all objections, comments, evidence, and concerns about the Project or the Applicant's written notice and shall not make a determination until at least 60 days after the Applicant has given timely written notice.[5]

[3] Govt. Code § 65589.5.1(a)(5)(E), (F).
[4] Govt. Code §65589.5.1(a)(5)(B).
[5] Govt. Code § 65589.5.1(a)(5)(C).

d. City Determination - The City must make a determination within 90 days of the Applicant's notice.[6] The City's deadline is November 1, 2026.

When an agency does not adhere to this CEQA timeline, it is vulnerable to the "improper course of conduct" procedures and attendant risks under the HAA. The Applicant reserves all rights under AB 1633 and the HAA in the event the City fails to comply with the statutory requirements and timelines set forth herein.

III. Responses to CEQA Determination Comments

As a general note, the General Plan EIR is expressly programmatic in nature and recognizes that future development projects may require additional project-level environmental review and site-specific technical studies while relying on the General Plan EIR. The EIR states that, although the program EIR evaluates the environmental effects of anticipated citywide redevelopment, it "does not evaluate the impacts of specific, individual development projects" and that "[f]uture projects may require separate environmental review."[7] The EIR further provides that, for future projects subject to environmental review, "the preparation of site-specific studies and reports may be necessary based on the location and nature of the development project" and that the program EIR will assist in determining "when and where a special, site-specific study is warranted."[8] The EIR also notes that future construction projects may require "additional, project-specific environmental analysis" and that subsequent development projects will conduct additional environmental review as required by CEQA.[9]

The necessity of additional project-level environmental review and site-specific technical studies in no way negates the ability of a specific development project to rely on the General Plan's EIR if additional site-specific technical studies do not conclude that there are impacts that are peculiar to the Project that were not analyzed as significant effects in the General Plan EIR.

The following section identifies the City's CEQA determination (in *blue italics*), followed by our responses.

1. *The General Plan 2040 EIR identified certain air quality impacts as being significant and unavoidable at the program level. However, the project is still required to mitigate all potential air quality related impacts to a less than significant level. While air quality impacts alone would not preclude use of a 15183 exemption, if any of the other technical studies identify potentially significant impacts in other environmental categories that require mitigation measures, the Project would not be eligible for the streamlined environment review.*

> **Response:** The City's statement misstates the applicable legal standard. Section 15183 does not require a project to reduce all environmental impacts to a less-than-significant level in order to qualify for streamlined review. Rather, where a project is consistent with the development density established by an existing general plan for which an EIR was

[6] Govt. Code §65589.5.1(a)(5).
[7] Strive San Mateo 2040 Draft EIR ("Draft EIR" or "DEIR"), p. 3-1.
[8] Draft EIR, p. 2-5.
[9] Draft EIR, pp. 3-18, 3-21.

certified, the environmental review is limited to effects that are peculiar to the project or site and that were not adequately addressed in the prior EIR.[10]

With respect to air quality, the General Plan 2040 EIR evaluated buildout of the General Plan and identified certain air quality impacts as significant and unavoidable. Section 15183 does not require the Project to revisit that program-level determination or demonstrate that impacts previously identified as significant and unavoidable can now be reduced to a less-than-significant level. Instead, the Project is required to implement applicable uniformly applied development policies, standards, and mitigation measures that were adopted to substantially lessen environmental effects.[11]

Notably, the General Plan 2040 EIR itself establishes the framework for subsequent project-level review of construction- and operation-related air quality impacts and health risks associated with toxic air contaminants. Mitigation Measures AQ-2, AQ-3, and AQ-4 require future development projects to prepare project-specific air quality analyses/health risk assessments and implement feasible measures to reduce impacts. However, the EIR expressly recognizes that, even with implementation of these mitigation measures, future development projects could still exceed BAAQMD significance thresholds and, therefore, concludes that construction, operation, and health risk impacts remain significant and unavoidable at the program level. The EIR further states that this program-level conclusion "would not preclude a finding of less than significant at the project level."[12] However, the EIR does not require future projects to demonstrate less-than-significant impacts as a condition of consistency with the General Plan or eligibility for streamlined review. Rather, it contemplates that future projects will undertake project-specific air quality studies, implement feasible mitigation measures, and then evaluate the resulting significance determination based on project-specific circumstances.

The Project proposes to follow precisely the process established by the General Plan 2040 EIR. A project-specific air quality study will be prepared consistent with Mitigation Measures AQ-2, AQ-3, and AQ-4 and any identified feasible mitigation measures will be incorporated into the Project. Because this approach is expressly contemplated by the General Plan EIR, it would be premature to conclude that the Project is ineligible for streamlining under CEQA Guidelines section 15183 before completion of the project-level analysis required by the EIR itself.

Likewise, the presence of potentially significant impacts in other resource areas does not automatically preclude reliance on section 15183. The relevant question is whether such impacts are peculiar to the project or site, or otherwise fall within one of the exceptions identified in section 15183(a). If the impacts were adequately evaluated in the prior General Plan EIR and are addressed through applicable uniformly applied policies, standards, or mitigation measures, additional project-specific environmental review is not required merely because the impact may remain significant.

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[10] CEQA Guidelines, § 15183(a).
[11] CEQA Guidelines, § 15183(c).
[12] DEIR pp. 4.2-56 and 4.2-63.

To the extent the City suggests that any impact requiring mitigation renders a project ineligible for review under section 15183, that standard is not found in CEQA or the CEQA Guidelines and would undermine the streamlining purpose of section 15183 for projects that are consistent with an EIR-tested general plan.

2. *The General Plan 2040 EIR anticipated up to 2,276 housing units and 1,707 jobs to be added to the two Traffic Analysis Zone (TAZ) areas that include project site (Central and South Blocks). While the proposed Project's housing units are within this limit, the commercial/office uses will generate between 3,500 to 4,500 jobs, which exceeds the amount studied in the General Plan EIR. Please note that the two TAZs are larger than just the proposed site and include jobs/housing on other adjacent sites. Therefore, the proposed development density and intensity appears likely to exceed the General Plan development capacity for the site, making the Project inconsistent with the General Plan EIR.*

Response: We agree that the Project's housing units are within the assumed housing units. With respect to the jobs estimates, first, it is unclear how the City's estimate of 3,500 to 4,500 jobs was derived, and whether it nets out existing employment. Based on rates in the City's Development Impact Fee and In-Lieu Fees Study, and factoring in existing employment, a more accurate estimate would be as follows:[13]

Land Use	Existing sf	Proposed sf (max scenario)	Net sf	sf / employee	Total Employees (Net)
Retail/Commercial	962,002	150,132	-811,870	550	-1,624
Office	0	1,371,857	1,371,857	325	4,221
					2,597

Second, the City's comment appears to rely on the assumption that the housing and employment projections assigned to individual TAZs constitute binding development limits for purposes of determining consistency with the General Plan 2040 EIR. The EIR does not establish such a standard. The General Plan 2040 EIR evaluates environmental impacts using citywide buildout forecasts for the entire EIR Study Area, including approximately 21,410 housing units, 52,020 residents, and 16,920 jobs by 2040.[14] The EIR explains that these forecasts represent a "reasonably foreseeable" estimate of citywide growth and further states that the projections "do not presume that every parcel is developed to the maximum level allowed under the General Plan" because it is unlikely that all sites will redevelop during the planning horizon or be built to maximum intensity.[15]

The EIR's methodology likewise confirms that its environmental analyses are based on citywide growth assumptions rather than parcel-level or TAZ-level development caps.

[13] Employment rate source: Development Impact Fee and In-Lieu Fees Study, City of San Mateo, CA, Matrix Consulting Group, April 2021. Available: https://www.cityofsanmateo.org/DocumentCenter/View/86331/Final-Impact-Fee-Study-Report---Matrix-Consulting-Group.
[14] Draft EIR, Table 3-1, p. 3-20.
[15] Draft EIR, pp. 3-19 to 3-20.

The EIR explains that impact analyses requiring quantitative growth estimates, including transportation, air quality, greenhouse gases, noise, public services, utilities, recreation, and population, are based on horizon-year projections for the entire EIR Study Area.[16] Consistent with this methodology, the Project's estimated net increase of approximately 2,597 jobs represents only a fraction of the citywide forecast of 16,920 new jobs that forms the basis of the EIR's quantitative impact analyses.

More specifically, the Project is consistent with the adopted General Plan land use designations, which include Mixed-Use High (up to 4.5 FAR, 5 to 8 stories, and 100 to 130 dwelling units per acre) along El Camino Real and Mixed-Use Medium II (up to 4.0 FAR, 4 to 6 stories, and 51 to 99 dwelling units per acre) elsewhere on the site. While the City notes that the Project may exceed the growth assumptions assigned to TAZs 1549 and 1984, those allocations are planning-level inputs used for travel demand forecasting and do not establish development limits or General Plan consistency thresholds. Given that TAZs 1549 and 1984 encompass approximately 65 acres and 176 acres, respectively, variations between project development levels and TAZ growth forecasts are reasonably expected. Furthermore, the Project should be evaluated based on its net change in land use. The Project would replace approximately 1 million square feet of existing retail development with approximately 1,385 to 1,670 dwelling units, approximately 150,132 square feet of retail space, and approximately 1.1 to 1.4 million square feet of office space, resulting in an estimated net increase of up to and approximately 2,597 jobs. Accordingly, although the Project may differ from the growth assumptions assigned to the applicable TAZs, it remains consistent with the General Plan land use framework and represents a reasonable level of growth anticipated by the General Plan.

In conclusion, TAZs are transportation planning tools used to forecast trip generation and travel patterns. The EIR does not identify TAZ-level housing or employment assumptions as development limits, consistency thresholds, or environmental assumptions that must be independently maintained for each geographic subarea. Accordingly, comparison of Project employment to an employment assumption assigned to a particular TAZ does not establish that the Project exceeds the development capacity analyzed in the General Plan EIR or is inconsistent with the environmental review framework established by that EIR. At most, the City's comment identifies a potential variation from a transportation-model forecasting assumption. Such a variation does not demonstrate that the Project exceeds the citywide growth scenario evaluated in the EIR, nor does it establish that the Project would result in environmental impacts beyond those already analyzed. The relevant question is whether the Project would cause growth or environmental effects not contemplated by the certified General Plan EIR, not whether a planning assumption associated with a specific TAZ is exceeded.

3. *The submitted Water Master Plan does not constitute a water assessment analysis as required by state laws for projects that include more than 500 housing units or more than 500,000 square feet of commercial space (SB 610). Critical information was not provided, such as a water supply analysis over twenty years during normal, single dry year, and multiple dry-years, and water supply for Fire Department's approval. Given the needed water supply for a project of this*

[16] Draft EIR, pp. 4-3 to 4-4.

size, both volume and delivery infrastructure, it is highly likely that the water assessment will identify potentially significant impacts that require mitigation measures.

Response: A Water Supply Assessment (WSA) is a procedural requirement that will be completed, and the Applicant is in agreement with the City that the proposed project's inclusion of over 500 housing units and more than 500,000 square feet of commercial/retail area necessitates the completion of a WSA under the California Water Code. However, the requirement to complete a WSA does not preclude the Project's ability to streamline under Section 15183. The EIR does not indicate that projects requiring WSAs are outside the scope of the EIR analysis. Rather, it explicitly contemplates that future projects "that meet the criteria under California Water Code Section 10912 would be required to prepare a WSA that demonstrates that project water demands would not exceed water supplies."[17] The EIR further states that "[c]ompliance with implementation of Cal Water-MPS and EMID's WSCPs, compliance with the proposed General Plan goals, policies, and actions, compliance with WSA requirements, a requirement for will-serve letters for all new development projects, and compliance with existing water conservation regulations would reduce water demand with respect to water supplies."[18] The Project proposes to follow precisely the process established by the General Plan 2040 EIR. The Applicant will coordinate with the City to initiate the WSA process with Cal Water.

WSAs routinely conclude that adequate water supply exists or can be ensured through conservation measures. By way of example, a WSA prepared by Cal Water for the City of San Carlos Northeast Area Specific Plan in March 2025 determined that sufficient supplies were available to meet the demands of that project, which includes approximately 4.5 msf of non-residential development and 1.9 msf of residential development, including a total of 1,890 MFR dwelling units.[19] Further, California Water Code § 10911(a) provides that if, as a result of the Water Supply Assessment (WSA), the public water system concludes that water supplies are or will be insufficient, the water supplier must provide plans for acquiring additional water supplies and describe the measures being undertaken to acquire and develop those supplies.

In any case, the need for a WSA to be conducted does not preclude the project's ability to streamline under Section 15183, nor does it predetermine one way or the other whether a significant impact will be identified. The assessment needs to be performed to evaluate whether there is any significant impact.

4. *The submitted Phase I report concludes that a Phase II report is not warranted, despite identifying storage of significant quantities of hazardous substances on the Project site. The City's environmental consultant conducted a preliminary review of the report and concluded the*

[17] Draft EIR, pp. 4.17-23 and 4.17-28.
[18] DEIR, p. 4.17-28.
[19] EKI Environment & Water, Inc. Water Supply Assessment for the City of San Carlos Northeast Area Specific Plan. March 2025. Available at: https://files.ceqanet.lci.ca.gov/302524-2/attachment/mzSQzXOGvQidj_-3uHWzyifv34soPVj-fXOchgFQI-YfiNomCw44glElmFEoEEZe3ICe6qciGl7ckU__0.

Phase I report needs to be updated and a Phase II report is likely required. Based on the information currently available, the presence and storage of hazardous materials may result in significant environmental impacts that warrant further evaluation and mitigation.

Response: The Phase I Environmental Site Assessment (ESA) that was submitted as part of the Project application included additional properties outside the boundaries of the proposed Hillsdale Reimagined development project. These properties ultimately have not been included in the Project. As part of the Applicant's ongoing design and diligence efforts, the Applicant has commissioned an updated Phase I ESA that solely corresponds with the proposed Project's boundaries and thus should clarify the relevant environmental conditions of the properties for redevelopment. The Applicant has retained a qualified environmental consultant to conduct the new Phase I ESA, and the report will be done in accordance with industry standards and will determine whether follow-up testing of sampling is warranted.

In particular, the Applicant would like to note that the parcel located at 3111 El Camino Real that is referenced on the Applicant-provided Phase I ESA (prepared by Vertex and dated October 28, 2020) as having a previous use of a gasoline service is not part of the Hillsdale Reimagined project.

Nonetheless, the mere presence and storage of hazardous materials at a given property or facility (if such materials were found to indeed exist) does not, by itself, constitute evidence of a release or significant environmental impact. Even if additional investigation were warranted, such investigation would *not* preclude streamlining under Section 15183. The relevant inquiry under Section 15183 is whether there are impacts "peculiar to the project" that were not analyzed in the General Plan EIR, and not whether additional studies might be warranted or conducted.

5. *The submitted biological report identifies that the proposed project will affect biological resources on and adjacent to the project site. The City's environmental consultant will conduct a peer review of the biological report and may require further updates. Based on the information currently available, the proposed construction work may result in significant environmental impacts that warrant further evaluation and mitigation.*

Response: This comment slightly mischaracterizes the submitted biological report's conclusion. While the submitted biological report (*Hillsdale Mall Redevelopment – Biological Resources Assessment (HTH #4837-02)* by H.T. Harvey & Associates and dated April 30, 2026 ("BRA")) concludes that the proposed Project will affect biological resources on and adjacent to the site, as essentially any development project will by nature of it changing the composition of what is on a property, the report also concludes that the proposed Project will not affect biological resources on or adjacent to the site at the level of a *significant* impact.

The submitted biological report focused on riparian habitat and bird collisions, the two areas seen by the report preparer as of most likely concern. Per the City's comment, the potential impact of construction work on biological resources was not specifically studied. However, there is no indication in the submitted biological report that the

construction work is expected to produce significant impacts, and further study will need to be conducted to determine construction impacts, if any.

The City's statement that its environmental consultant would like to conduct a peer review of the submitted biological report in no way negates a 15183 review or inherently reveals that a significant impact exists. The General Plan EIR evaluated the potential effects of future construction and redevelopment on biological resources throughout the city, including potential impacts to special-status species, nesting birds, sensitive habitats, wetlands, riparian resources, and protected trees. The EIR concluded that these impacts would be less than significant based on the application of existing federal, state, and local regulations, General Plan policies requiring resource protection, and project-level review where warranted. The EIR specifically contemplates that future projects may require site-specific biological surveys, habitat assessments, and avoidance measures depending on the characteristics of the site.

Accordingly, if peer review results in recommendations for additional biological surveys, refinements to existing analysis, or project-level measures, such efforts would be consistent with the environmental review framework anticipated by the General Plan EIR. The potential need for supplemental biological evaluation does not, in itself, demonstrate the existence of a peculiar impact that was not addressed in the General Plan EIR or otherwise require preparation of a new environmental document beyond the streamlining provisions afforded by CEQA Guidelines section 15183.

6. *The proposed 10-story heights for several of the new buildings go beyond the limits set by the General Plan and would increase the development intensity beyond the General Plan intensity assumptions analyzed in the General Plan EIR. This may trigger a fair argument that the project is not consistent with the General Plan and that additional environmental analysis is required.*

Response: The Applicant acknowledges that the proposed building heights exceed those currently allowed under the General Plan through the applicability of State Density Bonus Law concessions.[20] However, that fact alone does not establish that the Project is ineligible for streamlining under CEQA Guidelines section 15183. In fact, the General Plan anticipates the use of State Density Bonus Law to exceed such limits.[21] The relevant inquiry is whether the increased building heights would result in environmental effects that are peculiar to the project or site, create new significant impacts, or substantially increase the severity of impacts previously analyzed in the General Plan EIR. Before concluding that section 15183 is unavailable, the City must identify a potentially significant environmental impact attributable to the increased building heights that was not previously addressed in the General Plan EIR. The mere fact that a project includes

[20] See Govt. Code § 65915.
[21] "The height, density and intensity limits allow for exceptions in certain locations with provision of public benefits, and State Density Bonus law allows projects to exceed these limits when certain percentages of affordable units are provided" (General Plan, p. 40) (emphasis added).

buildings taller than those anticipated during preparation of the General Plan EIR does not, by itself, establish the existence of such an impact.

Building height is most commonly associated with potential visual and aesthetic impacts. However, the Project site is located within one-half mile of a major transit stop and therefore qualifies as a transit priority project for purposes of Public Resources Code section 21099. As a result, aesthetic impacts may not be considered significant effects on the environment under CEQA and cannot serve as the basis for requiring additional environmental review.

The City could also evaluate whether increased building height creates a project-specific impact related to increased bird-strike risk. However, the biological resources analysis prepared for the Project evaluated potential impacts to biological resources, including avian species, and concluded that those impacts would be less than significant. Furthermore, the greatest risk for avian collisions are within 60 feet of the ground.[22] Accordingly, there is currently no substantial evidence indicating that the proposed building heights would result in a new significant biological impact beyond the scope of impacts previously evaluated in the General Plan EIR.

Similarly, there is no evidence that the proposed building heights would create a significant aviation safety impact. The proposed buildings would remain well below the thresholds that typically raise airport hazard or air navigation concerns, and no aviation-related impact has been identified by the City or any responsible agency.

Absent substantial evidence demonstrating a new or more severe environmental effect attributable to the proposed heights, the City has not established a basis for concluding that streamlining under CEQA Guidelines section 15183 is unavailable simply due to the proposed building heights.

7. The General Plan EIR evaluates development anticipated through 2040. At the June 23, 2026, meeting, the applicant presented a phasing plan with estimated construction timelines for each phase, but does not account for the time necessary to obtain all applicable permits for each phase of development. The applicant has also stated that per their proposed Master Development Plan entitlement approach, which will require subsequent Planning Applications (PAs) before the Project is fully entitled, they will need more than three years to achieve these additional PA approvals. Thus, with the combination of subsequent entitlements, building permits and the proposed construction phases, it appears likely that the phasing plan, as currently proposed, will take at least 15 years to achieve full buildout of the Project.

The applicant further stated that the timing and commencement of future phases would be dependent on the market conditions and expressed reluctance to incorporate the proposed phasing plan into the Condition of Approval. As a result, the ultimate buildout schedule remains uncertain. Given the full buildout timeline, including the permitting time, will likely extend beyond the 2040 period evaluated in the General Plan EIR, and because the timing of future

[22] BRA, p. 18.

development phases remains uncertain, the City cannot conclude that the project falls within the scope of the prior environmental analysis in the General Plan 2040 EIR.

Response: The Applicant intends to complete construction by 2040. The Applicant plans to seek entitlements in the following 3 years and buildout in 10 years. The City's concern regarding timing is addressed below.

The 2040 General Plan and its associated EIR establish a land use and development framework with a horizon year of 2040.[23] All impact analyses in the Draft EIR compare baseline conditions against "the impacts of urban development through the projection period ending in 2040."[24] The Draft EIR's population forecasts (up to 20,080 new households, 21,410 new housing units, 52,020 new residents, and 16,920 new employees) serve as the "parameters for environmental analysis for future development projects within San Mateo."[25] If any development exceeds these buildout projections, the City must "require environmental review for any subsequent development."[26]

Under CEQA Guidelines section 15183(a), projects consistent with the development density in a general plan with a certified EIR need no additional environmental review "except as might be necessary to examine whether there are project-specific significant effects which are peculiar to the project or its site." Review under this section is limited to effects that were either not analyzed as significant in the prior EIR or are potentially significant off-site or cumulative impacts not previously discussed.[27] A city's decision to utilize (or not) section 15183 must be supported by substantial evidence.[28]

In *Hilltop*, the court held section 15183 can apply as a "partial exemption" when a project is consistent with a general plan, and agencies must limit their environmental review to project-specific effects not previously analyzed under the associated program EIR.[29] The court concluded that section 15138 was applicable to a recycling plant project that was consistent with the GPU, and additional environmental review was limited to the project's effects that were not addressed or were insufficiently analyzed as significant effects in the prior EIR.[30]

Here, the General Plan EIR's impacts analysis bases its forecasts on projections through 2040, and thus, like in *Hilltop*, Section 15183 still applies. Moreover, the Project's total development aligns with the overall population and buildout projections in the 2040 General Plan,[31] so substantial evidence supports a finding that the Project will not have any environmental impacts beyond those analyzed in the General Plan. Only if there is a new

[23] General Plan, at p. 33; Draft EIR, at p. 2-1.
[24] Draft EIR, at pp. 4.11-28 to 4.11-29.
[25] *Id.* at pp. 2-1, 3-20, 3-21.
[26] *Id.* at p. 3-21.
[27] CEQA Guidelines section 15183(b)(2).
[28] *Hilltop Group Inc. v. County of San Diego* (2024) 99 Cal.App.5th 890, 909–910 (*Hilltop*).
[29] *Id.* at p. 914.
[30] *Ibid*.
[31] See Draft EIR, at pp. 4.11-28 to 4.11-29; DEIR Appx. B.

significant impact or other trigger under Public Resources Code Section 21166 is an EIR required.

IV. Conclusion

The Applicant team seeks to work cooperatively with the City to complete the technical studies necessary for the Tiered Initial Study and to achieve a CEQA determination that is consistent with state law. However, the Applicant reserves all rights under AB 1633 and the Housing Accountability Act in the event the City fails to comply with its legal obligations.

Attachment A

AB 1633 Notice

The following constitutes notice pursuant to AB 1633. (Govt. Code 65589.5.1(a)(5)(A)).

(i) The information specified in paragraphs (1), (2), (5), and (6) of subdivision (a) of Section 15062 of Title 14 of the California Code of Regulations.

(1) A brief description of the project

The Project would consist of up to 1,670 dwelling units comprising multifamily apartments and for-sale townhomes distributed across approximately six to eight residential buildings and townhome blocks; up to approximately 1,371,857 square feet of office space (a net increase of up to approximately 639,714 gross square feet of commercial when existing uses are considered); approximately 150,132 square feet of retail/restaurant commercial uses; and approximately 4.5 acres of publicly accessible open space throughout the development, including Hillsdale Plaza and Hillsdale Square.

(2) The location of the project

The Project site comprises approximately 32.66 acres located in the City of San Mateo, situated midway along the Peninsula between San Francisco and San Jose. The site encompasses three parcels (Assessor's Parcel Numbers 042-121-060, 039-490-170, and 039-490-050) addressed generally at 358 East Sailer Drive and includes the Central and South Blocks of the Hillsdale Shopping Center

(5) The applicant's name

David Bohannon Company

(6) If different from the applicant, the identity of the person undertaking the project which is supported, in whole or in part, through contracts, grants, subsidies, loans, or other forms of assistance from one or more public agencies or the identity of the person receiving a lease, permit, license, certificate, or other entitlement for use from one or more public agencies

Not applicable.

(ii) A citation to the section of Title 14 of the California Code of Regulations or the statute under which the applicant asserts that the project is exempt

Public Resources Code Section 21083.3; CEQA Guidelines Section 15183

(iii) A brief statement of reasons supporting the assertion that the project is exempt

Public Resources Code Section 21083.3 and corresponding CEQA Guidelines Section 15183 mandate that projects that are consistent with the development density established by existing

zoning, community plan, or general plan policies for which an EIR was certified ***shall not*** be subject to additional environmental review, except as might be necessary to examine whether there are project-specific significant effects that are peculiar to the project or its site. CEQA Guidelines Section 15183 specifies that examination of environmental effects shall be limited to those effects that:

a) Are peculiar to the project or parcel on which the project would be located;

b) Were not analyzed as significant effects in a prior EIR on the zoning action, general plan, or community plan with which the project is consistent;

c) Are potentially significant offsite and cumulative impacts that were not discussed in the underlying EIR; or

   Are previously identified in the EIR but which, as a result of substantial new information that was not known at the time that the EIR was certified, are determined to have a more severe adverse impact than that discussed in the underlying EIR.

CEQA Guidelines Section 15183(c) specifies that if an impact is not peculiar to the parcel or to the proposed project, then an EIR need not be prepared for the project solely on the basis of that impact.

CEQA Guidelines Section 15183(i)(2) explains that "consistent" means that "the density of the proposed project is the same or less than the standard expressed for the involved parcel in the general plan, community plan or zoning action for which an EIR has been certified, and that the project complies with the density-related standards contained in that plan or zoning." The General Plan EIR supports a maximum development of 19,764 new dwelling units and 3,186,000 square feet of net new nonresidential floor area. The net impact of the project falls well within this development envelope. The project also falls within the net new development identified for the Hillsdale Mall site in Appendix B of the General Plan EIR, which is 1,998 dwelling units, 297,423 square feet of retails uses, and 1,189,691 square feet of office uses.

The General Plan designates the project site "Mixed-Use Medium II" or "Mixed Use High," and contemplates maximum densities of 99 dwelling units per acre (du/ac) and 130 du/ac, respectively, and maximum floor area ratio (FAR) of 4.0 and 4.5, respectively. The proposed residential, commercial, office, and open space uses are consistent with the General Plan land use designations, and the project falls below the density and intensity maximums. Specifically, the residential density is up to 54.0 du/ac when calculated across the development site and up to 79.7 du/ac when calculated against the Mixed-Use Medium II within which the residential units are located. For the Mixed-Use Medium II zone, the project's proposed maximum FAR is 0.81 and is therefore consistent with the maximum 4.0 FAR limit in this zone. In the Mixed Use High zone, the project's proposed maximum FAR is 3.0 and is therefore consistent with the maximum 4.5 FAR limit in this zone. As such, the Project is consistent with the development density established by the General Plan.

Further, ICF qualitatively evaluated the likelihood that there would be impacts peculiar to the project and/or project site that were not analyzed as significant effects in the General Plan EIR.

ICF's assessment is that the Project likely meets the requirements for CEQA compliance pursuant to Public Resources Code Section 21083.3 and corresponding CEQA Guidelines Section 15183.

> (iv) A copy of the excerpts from the record constituting substantial evidence that the criteria of paragraphs (1) to (4), inclusive, are satisfied

In addition to the analysis provided in the preceding response letter, we have attached the following:

- Exhibit 1 - ICF Memo, Review of Hillsdale Reimagined Project in San Mateo, California, dated April 22, 2026.
- Exhibit 2 – Project Description

The Applicant reserves the right to submit additional technical support as appropriate.

Memo

Date:	April 22, 2026
To:	Elaine Ling, City of San Mateo
From:	Heidi Mekkelson, ICF
Subject:	**Review of Hillsdale Reimagined Project in San Mateo, California**

This memorandum summarizes the results of ICF's review of the Hillsdale Reimagined Project in San Mateo, California (project). We recommend undertaking a two-step environmental review process. First, an Initial Study and technical studies should be prepared. Second, further environmental analysis should proceed as informed by the results of the Initial Study and technical studies. Based on our review, our assessment is that the project likely qualifies for a Public Resources Code Section 21083.3 and corresponding California Environmental Quality Act (CEQA) Guidelines Section 15183 checklist. However, at this stage, we recommend initiating preparation of technical studies and an Initial Study or comparable checklist. If the technical studies and checklist analysis confirm that the project would not result in impacts that are peculiar to the project and/or project site and were not analyzed as significant effects in the General Plan EIR, the project would be eligible for CEQA clearance under Public Resources Code Section 21083.3/CEQA Guidelines Section 15183. However, if new or more severe impacts are identified, a different CEQA pathway will need to be identified.

Scope of Review

ICF reviewed the Master Development Plan for the project (June 18, 2025), subsequent updates made to the Master Development Plan (October 17, 2025 and February 17, 2026), the Senate Bill (SB) 330 Preliminary Application for the project (February 5, 2025), and regulatory plans and policies that govern development on the project site, including the *Strive San Mateo General Plan 2040* (General Plan) and its corresponding Environmental Impact Report (General Plan EIR) certified on March 18, 2024. We conducted a desktop review of the project site environs. ICF did not conduct fieldwork or technical modeling as part of this assessment. Based on our understanding of the project and background research, we qualitatively evaluated the likelihood that there would be impacts peculiar to the project and/or project site that were not analyzed as significant effects in the General Plan EIR.

Project Understanding

The project includes a Master Development Plan and Vesting Tentative Map for the redevelopment of portions of the Hillsdale Shopping Center located at 358 East Sailer Drive in the City of San Mateo,

as well as nearby parcels (APNs 039-490-170, 042-121-060, 039-490-050). The project would construct:

- up to 1,670 new housing units (including up to approximately 250 affordable housing units);
- up to approximately 2,059,000 gross square feet of commercial space (calculated per SMMC Floor Area definition), of which approximately 607,000 gross square feet would be dedicated to parking uses, resulting in approximately 1,452,000 gross square feet of non-parking commercial area, and a net increase of approximately 639,714 gross square feet (including parking uses) as compared to the existing, to-be-demolished shopping center facilities (including parking uses); and
- approximately 4.5 acres of open space and other amenities.

CEQA Guidelines Section 15183 Process

Public Resources Code Section 21083.3 and corresponding CEQA Guidelines Section 15183 mandate that projects that are consistent with the development density established by existing zoning, community plan, or general plan policies for which an EIR was certified ***shall not*** [emphasis added] be subject to additional environmental review, except as might be necessary to examine whether there are project-specific significant effects that are peculiar to the project or its site. CEQA Guidelines Section 15183 specifies that examination of environmental effects shall be limited to those effects that:

a) Are peculiar to the project or parcel on which the project would be located;

b) Were not analyzed as significant effects in a prior EIR on the zoning action, general plan, or community plan with which the project is consistent;

c) Are potentially significant offsite and cumulative impacts that were not discussed in the underlying EIR; or

d) Are previously identified in the EIR but which, as a result of substantial new information that was not known at the time that the EIR was certified, are determined to have a more severe adverse impact than that discussed in the underlying EIR.

CEQA Guidelines Section 15183(c) specifies that if an impact is not peculiar to the parcel or to the proposed project, then an EIR need not be prepared for the project solely on the basis of that impact.

CEQA Guidelines Section 15183(i)(2) explains that "consistent" means that "the density of the proposed project is the same or less than the standard expressed for the involved parcel in the general plan, community plan or zoning action for which an EIR has been certified, and that the project complies with the density-related standards contained in that plan or zoning." The General Plan EIR supports a maximum development of 19,764 new dwelling units and 3,186,000 square feet of net new nonresidential floor area. The net impact of the project falls well within this development envelope. As noted on the Project Understanding section, the project includes 1,670 new housing units, which is less than the 1,998 new housing units identified for the Hilldale Mall site in Appendix

B of the General Plan EIR. Similarly, the project will result in a total net increase of approximately 639,714 gross square feet (including parking uses) of both retail and office uses as compared to the existing, to-be-demolished shopping center facilities (including parking uses). This is less than the 297,423 square feet of retail uses and 1,189,691 square feet of office uses anticipated for the site in Appendix B of the General Plan EIR.[1] Overall, the project's proposed development would remain within the General Plan EIR's assumed growth scenario for the Hillsdale Mall site and within the Citywide development envelope evaluated in the General Plan EIR.

The General Plan designates the project site "Mixed-Use Medium II" or "Mixed Use High," and contemplates maximum densities of 99 dwelling units per acre (du/ac) and 130 du/ac, respectively, and maximum floor area ratio (FAR) of 4.0 and 4.5, respectively. The proposed residential, commercial, office, and open space uses are consistent with the General Plan land use designations, and the project falls below the density and intensity maximums. Specifically, the residential density is up to 54.0 du/ac when calculated across the development site and up to 79.7 du/ac when calculated against the Mixed-Use Medium II within which the residential units are located. For the Mixed-Use Medium II zone, the project's proposed maximum FAR is 0.81 and is therefore consistent with the maximum 4.0 FAR limit in this zone. In the Mixed Use High zone, the project's proposed maximum FAR is 3.0 and is therefore consistent with the maximum 4.5 FAR limit in this zone. As such, ICF's assessment is that the project is consistent with the development density established by the General Plan.

ICF qualitatively evaluated the likelihood that there would be impacts peculiar to the project and/or project site that were not analyzed as significant effects in the General Plan EIR. **Table 1** presents the results of our analysis. As shown, we found the likelihood of such impacts to be low, suggesting that the project likely meets the requirements of CEQA Guidelines Section 15183 for purposes of the project's second step of environmental analysis. Ultimately, whether the project meets the requirements of CEQA Guidelines Section 15183 will need to be confirmed through the preparation of technical studies (refer to **Table 2**) during the first step of environmental analysis.

Table 1, Preliminary Evaluation of Project Compliance with CEQA Guidelines Section 15183

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
Aesthetics	**No Significant Impacts.** The General Plan EIR noted that most growth under the General Plan would be within a Transit Priority Area (TPA)	**No Likelihood.** The project site is within a TPA. Therefore, the project is exempt from aesthetics evaluation pursuant

[1] CEQA requires environmental analysis of potential impacts against existing conditions, which requires assessment of net-new impacts of proposed development against the existing development on the project site. See, e.g., *Communities for a Better Env't v. South Coast Air Quality Mgmt. Dist.* (2010) 48 Cal.4th 310, 322; *North County Advocates v. City of Carlsbad* (2015) 241 Cal.App.4th 94.

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	and therefore exempt from aesthetics evaluation pursuant to Public Resources Code Section 21099. As such, the analysis focused on General Plan growth outside of TPAs.	to Public Resources Code Section 21099.
Air Quality	**Significant and Unavoidable.** The General Plan EIR found the buildout of the General Plan would not conflict with the applicable Air Quality Management Plan (AQMP). However, future development, particularly larger projects, could exceed the Bay Area Air Quality Management District's (BAAQMD) daily criteria pollutant emission thresholds during both construction and operation. The EIR found that this impact would be significant and unavoidable. Similarly, future projects could expose sensitive receptors to substantial pollutant concentrations during both construction and operation. The EIR found that this impact would also be significant and unavoidable.	**Low Likelihood.** The project is an urban infill development within one-half mile of the Hillsdale Caltrain Station. The project is consistent with the underlying land use designations for the project site in the General Plan. Given the size of the project, project emissions during construction and/or operation could exceed BAAQMD's daily criteria pollutant emission thresholds, and/or expose sensitive receptors to substantial pollutant concentrations. These impacts were analyzed as significant effects in the General Plan EIR. Given the project's proximity to public transit and incorporation of sustainability features, significant impacts peculiar to the project, beyond those disclosed in the EIR, are not anticipated.
Biological Resources	**No Significant Impacts.** The General Plan EIR identified sensitive plant and animal species, riparian habitat, sensitive natural communities, and wetlands in the western and coastal portions of the city. The EIR noted that the potential for these types of resources to occur in developed, urban areas is remote. Impacts to sensitive	**Low Likelihood.** The project site is located in a developed, urban area and is developed with an existing shopping mall. There are no natural features or open space on or near the project site. The presence of sensitive species or habitat is unlikely, as noted in the General Plan EIR. The project would comply with General Plan Policy COS 1.12,

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	species and habitat were found to be less than significant with implementation of General Plan policies and compliance with regulatory requirements. Impacts related to bird strike, considering buildings up to 10 stories tall, were found to be less than significant with implementation of General Plan policies and best management practices. Impacts related to tree removal were found to be less than significant with compliance with applicable San Mateo Municipal Code (SMMC) regulations and General Plan goals, policies, and actions.	which requires that taller structures be designed to minimize the potential risk of bird collisions using input from the latest bird safe design guidelines and best management practice strategies. Although the maximum building height of 10 stories exceeds the maximum building heights for the "Mixed-Use Medium II" and "Mixed Use High" land use designations on the project site, it is within the overall maximum building height evaluated in the General Plan EIR (e.g., 10 stories for "Residential High II" and "Mixed-Use High II"). Therefore, the proposed building heights are not peculiar when compared to building heights evaluated in the EIR. A Biological Resources Assessment (BRA) was prepared for the project by H.T. Harvey and Associates.[2] The BRA included a review of the proposed building designs and determined that with incorporation of recommended design measures, the project would not result in a significant impact related to bird collisions. The BRA also determined that the project would not result in significant impacts related to encroachment within the

[2] H.T. Harvey & Associates. *Hillsdale Mall Redevelopment – Biological Resources Assessment (HTH #4837-02)*. March 16, 2026.

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
		Laurel Creek riparian corridor with implementation of recommended design measures. The applicant has incorporated the recommended design measures in the BRA into the project. We recommend documenting those findings. Lastly, the project would comply with applicable SMMC requirements for tree removal.
Cultural Resources	**No Significant Impacts.** The General Plan EIR stated that known and potential unknown historic resources are located throughout the city. The EIR stated that future projects with the potential to significantly impact historic resources would be subject to project-level CEQA review to determine the significance of the resource and appropriate mitigation, if needed. Additionally, compliance with existing federal, State, and local laws and regulations, and General Plan goal, policies, and actions, would protect recorded and unrecorded archaeological deposits and human remains, if encountered.	**Low Likelihood.** The project site includes buildings that are over 50 years old. A Preliminary Historic Assessment (PHA) was prepared for the project by Architectural Resources Group.[3] The PHA evaluated whether any of the age-eligible buildings could qualify as historic resources under CEQA. The PHA concluded that the property has been changed so substantially over time that it is not considered an historic resource under CEQA. We recommend documenting those findings. The project would comply with existing federal, State, and local laws and regulations, and General Plan goal, policies, and actions to protect recorded and unrecorded archaeological deposits and human remains.
Energy	**No Significant Impacts.** The General Plan EIR estimated the electricity, natural gas, and gasoline consumption that	**Low Likelihood.** Impacts on energy are driven by population and employment growth, as well as building

[3] Architectural Resources Group. *Preliminary Historic Assessment, Hillsdale Shopping Center and Adjacent Parcels, San Mateo, California*. October 10, 2025.

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	would result from buildout of the General Plan. The EIR found that implementation of General Plan policies and regulatory requirements would ensure that energy demand associated with growth under the General Plan would decrease overall energy consumption, decrease reliance on fossil fuels, and increase reliance on renewable energy. As such, the EIR found that energy consumption would not be considered inefficient, wasteful, or unnecessary.	density. The project's proposed density is within the overall growth evaluated in the General Plan EIR and consistent with the land use designations for the project site. The project incorporates sustainability features to reduce the demand for utilities and service systems.
Geology and Soils	**No Significant Impacts.** The General Plan EIR found that compliance with existing regulations including (but not limited to) the California Building Code (CBC) and SMMC, as well as General Plan goals, policies, and actions, would minimize the risk of loss, injury, or death involving seismic related ground failures including shaking, liquefaction, and landslide. Because future development is anticipated to occur as infill or redevelopment in urban areas, buildout of the General Plan is not likely to result in substantial soil erosion or loss of topsoil. Impacts to paleontological resources would be less than significant with implementation of General Plan policies.	**Low Likelihood.** As documented in the General Plan EIR, there are no geologic hazards inherent to the project site that cannot be addressed through compliance with existing regulatory requirements. The project would comply with applicable regulations including (but not limited to) the CBC and SMMC, as well as appliable General Plan goals, policies, and actions. The project is an infill development in an urban area where loss of topsoil would not occur.
Greenhouse Gas Emissions	**No Significant Impacts.** The General Plan EIR found that buildout of the General Plan	**Low Likelihood.** The project is an urban infill development within one-half mile of the

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	would not conflict with an applicable plan, policy or regulation adopted for the purpose of reducing the emissions of greenhouse gases (GHG). A substantial basis for this finding was that the General Plan would prioritize urban infill development near existing infrastructure and public transit, thereby reducing GHG emissions.	Hillsdale Caltrain Station. The project is consistent with the underlying land use designations for the project site in the General Plan. In addition to its proximity to transit, the project incorporates sustainability features to reduce GHG emissions. The project does not include peculiar sources of GHG emissions not evaluated in the General Plan EIR.
Hazards and Hazardous Materials	**No Significant Impacts.** The General Plan EIR found that implementation of General Plan goals, policies, and actions, as well as compliance with State, regional, and local regulations would regulate the handling of hazardous substances to reduce potential releases; exposure; and risks of transporting, storing, treating, and disposing of hazardous materials and waste and would ensure that buildout of the General Plan would not directly or indirectly cause substantial adverse effects related to hazards and hazardous materials.	**Low Likelihood.** The project would comply with applicable plans, policies, and requirements related to the handling, transport, and storage of handling materials. The project site is not located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code § 65962.5.
Hydrology and Water Quality	**No Significant Impacts.** The General Plan EIR found that Adherence to the State CGP, the SMMC, the MS4 Permit, and the SMCWPPP guidance document would ensure that surface and groundwater quality are not adversely impacted during construction and operation of future development under the	**Low Likelihood.** As documented in the General Plan EIR, there are no flood hazards inherent to the project site that cannot be addressed through compliance with existing regulatory requirements. The project would implement Low Impact Development (LID) features and increase the amount of

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	General Plan. Further, drainage patterns would be maintained and flooding risks would not be exacerbated.	pervious surface area on-site by introducing open space to a site that is almost entirely paved under existing conditions. Overall the project would improve existing drainage and groundwater recharge conditions.
Land Use and Planning	**No Significant Impacts.** The General Plan EIR found that buildout of the General Plan would not conflict with any State, regional, or local land use plans, policies, or regulations adopted for the purpose of avoiding or mitigating an environmental effect. A substantial basis for this finding was that the General Plan would prioritize urban infill development near existing infrastructure and public transit. The EIR found that growth under the General Plan would not divide an established community.	**Low Likelihood.** The project is an urban infill development within one-half mile of the Hillsdale Caltrain Station. The project is consistent with the underlying land use designations for the project site in the General Plan. The project would not divide an established community.
Noise	**Significant and Unavoidable.** The General Plan EIR found that with adherence to SMMC Chapter 7.30 and General Plan goals and policies, buildout of the General Plan would result in less-than-significant impacts related to construction noise and stationary equipment noise. However, traffic noise levels would be significant and unavoidable, based on modeling conducted for the EIR.	**Low Likelihood.** The project would comply with SMMC Chapter 7.30 and appliable General Plan goals and policies related to construction and stationary source noise. The project's proposed density is within the overall growth evaluated in the General Plan EIR and consistent with the land use designations for the project site. Therefore, while traffic noise levels could exceed City standards, they would be within the levels evaluated in the EIR. Significant impacts peculiar to the project, beyond those

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
		disclosed in the EIR, are not anticipated.
Parks and Recreation	**No Significant Impacts.** The General Plan EIR determined that future parks and recreational facilities would need to be constructed to maintain the City's service standards with buildout of the General Plan. Future parks and recreational facilities would undergo project-level CEQA review and would be required to mitigate identified impacts to the extent possible. Also, future residential development would be required to dedicate parkland and/or pay fees to help ensure that new park and recreation facilities are provided as growth occurs and that individual park and recreation facilities are not overburdened by use.	**Low Likelihood.** Impacts on parks and recreation are driven by population and employment growth, which is directly related to the density of a project. The project's proposed density is within the overall growth evaluated in the General Plan EIR and consistent with the land use designations for the project site. The project would comply with City requirements for parking dedication and/or payment of fees.
Population and Housing	**No Significant Impacts.** The General Plan EIR calculated the increase in population, housing, and jobs that would result from buildout of the General Plan and determined that growth would be within *Plan Bay Area 2050* projections for San Mateo County (projections are not provided at the City level). The EIR determined that buildout of the General Plan would not induce substantial unplanned population growth and would not necessitate the construction of additional infrastructure. Impacts related to the displacement of housing	**Low Likelihood.** Population and housing growth is directly related to the density of a project. The project's proposed density is within the overall growth evaluated in the General Plan EIR and consistent with the land use designations for the project site. The project would not displace existing housing.

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	were also determined to be less than significant.	
Public Services	**No Significant Impacts.** The General Plan EIR found that buildout under the General Plan would increase demand for fire protection, police protection, and library services. Compliance with General Plan goals, policies, and actions, existing regulations including payment of development impact fees, and future project-level environmental review would ensure that impacts on fire protection, police protection, and library facilities would be less than significant. Payment of school fees pursuant to California Government Code Section 65995 would ensure that impacts to schools are less than significant.	**Low Likelihood.** Impacts on public services are driven by population and employment growth, which is directly related to the density of a project. The project's proposed density is within the overall growth evaluated in the General Plan EIR and consistent with the land use designations for the project site. The project would comply with applicable General Plan goals, policies, and actions, and would be required to pay development impact fees.
Transportation	**No Significant Impacts.** The General Plan EIR found that, by prioritizing urban infill development near public transit, buildout under the General Plan would be consistent with adopted policies, plans, and programs regarding public transit, bicycle, or pedestrian facilities. The EIR found that buildout under the General Plan would generate vehicle miles travelled (VMT) below the City's established impact thresholds. Implementation of General Plan goals, policies, and actions would promote the design of improvements to the transportation network	**Low Likelihood.** The project site is located within one-half mile of the Hillsdale Caltrain Station and therefore qualifies for a presumption of less-than-significant VMT impacts pursuant to State guidance. Additionally, none of the exceptions to the presumption apply as the FAR exceeds 0.75, the project does not provide more parking than as required, and the project is consistent with Plan Bay Area and increases the number of affordable units. As discussed above, the project falls within the net new development identified for the Hillsdale Mall site in Appendix B of the

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	that are safe for all modes of travel and emergency access.	General Plan EIR. The project proposes a pedestrian and bicycle-oriented mixed-use district that would implement the General Plan's vision for the project site. The project would comply with applicable General Plan goals, policies, and actions that promote multi-modal transportation.
Tribal and Cultural Resources	**No Significant Impacts.** The City conducted tribal outreach and as part of the General Plan EIR analysis. Specific tribal cultural resources were not identified. The EIR found that buildout of the General Plan could impact unknown archaeological resources, including Native American artifacts and human remains. Compliance with existing federal, State, and local laws and regulations, and General Plan goals, policies, and actions, would protect unrecorded tribal cultural resources in the city.	**Low Likelihood.** The project site is within the area covered under the tribal outreach conducted as part of the General Plan EIR. The project would comply with existing federal, State, and local laws and regulations, and General Plan goals, policies, and actions protecting tribal cultural resources.
Utilities and Service Systems	**No Significant Impacts.** The General Plan EIR estimated the water demand associated with General Plan buildout and determined that through various measures, sufficient supplies would be available to serve the demand. No existing infrastructure deficiencies were identified, and the EIR found that future deficiencies are unlikely to occur. The EIR found that permitted landfill capacity exists to serve the	**Low Likelihood.** Impacts on utilities and service systems are driven by population and employment growth, as well as building density. The project's proposed density is within the overall growth evaluated in the General Plan EIR and consistent with the land use designations for the project site. The project incorporates sustainability features to reduce the demand for utilities and service systems.

Topic Evaluated in EIR	Summary of EIR Analysis	Likelihood for New Impacts that are Peculiar to Project or Project Site, Pending Results of Technical Studies
	expected increase in demand for solid waste disposal.	
Wildfire	**Significant and Unavoidable.** The General Plan EIR found that buildout of the General Plan would not substantially impair an adopted emergency response plan or emergency evacuation plan because future development would be located on properties that are already served by the existing roadway network and would not result in substantial changes to the circulation patterns or emergency access routes. The EIR found that significant and unavoidable impacts related to exacerbating wildfire risks would occur because buildout of the General Plan would increase population, buildings, and infrastructure in wildfire-prone areas located in the western portion of the city.	**Low Likelihood.** The project site is located in an urbanized area of the City that is served by existing roadways, and the project does not propose roadway improvements that would already emergency response or evacuation routes. The project is located far outside the wildfire-prone areas of the city and would not exacerbate wildfire risks.

Preliminary Conclusion

The project is consistent with the development density established by the General Plan. As demonstrated in **Table 1**, the likelihood that there would be impacts peculiar to the project and/or project site that were not analyzed as significant effects in the General Plan EIR is low. As explained above, the project will undertake a two-step environmental review process beginning first with the Initial Study and technical studies before proceeding to a second step of environmental review. However, based on the analysis in **Table 1**, ICF's assessment is that the project likely meets the requirements for CEQA compliance pursuant to Public Resources Code Section 21083.3 and corresponding CEQA Guidelines Section 15183.

We recommend the project proceed to the first step of environmental analysis and preparation of an Initial Study or comparable checklist that is informed by the technical studies discussed below. The checklist should identify whether there are any project-specific impacts that were not studied in the General Plan EIR, effects that were not analyzed as significant effects in the General Plan EIR, potentially significant off-site impacts and cumulative impacts not discussed in the General Plan EIR,

or if there is substantial new information indicating that previously-identified significant effects have a more severe adverse impact than discussed in the General Plan EIR. For the second step, if the checklist analysis confirms that the project would not result in impacts that are peculiar to the project and/or project site and were not analyzed as significant effects in the General Plan EIR, the project would be eligible for CEQA clearance under Public Resources Code Section 21083.3/CEQA Guidelines Section 15183. However, if new or more severe impacts are identified, a different CEQA pathway will need to be identified.

As additional context, we note that the City of Mountain View has recently released a CEQA scope to prepare a CEQA Guidelines Section 15183 checklist for the Shoreline Gateway Project at 1500 N. Shoreline Boulevard in Mountain View. The project proposes 1,914 residential units on approximately 15.87 acres. The checklist will tier off of the City's 2030 General Plan EIR and the recent Housing Element EIR.

Technical Studies

For the first step of environmental analysis, we understand that the City has recommended the following technical studies. The results of some of these technical studies will inform whether the project meets the requirements for CEQA compliance pursuant to Public Resources Code Section 21083.3 and corresponding CEQA Guidelines Section 15183. We recommend that the list of technical studies be confirmed with the Applicant after the project application is complete. Initial comments have been provided in **Table 2** below.

Table 2, Preliminary Comments on City-Requested Technical Studies

Technical Studies	Preliminary Applicant Comments
Applicant prepared: • Geotechnical Study/Soils Report • Phase I & II Report • Lead Survey and Asbestos Survey Report • Shadow Study • Sewage Study	• A Geotechnical Study, Phase I Report (and Phase II Report, if required), and Sewage Study will inform the environmental checklist analysis and will be provided by the applicant. • Lead Surveys and Asbestos Survey Reports are not typically required for CEQA evaluation. The presence of lead and asbestos can be presumed based on the age of the structures, and impacts can be addressed through regulatory compliance and/or mitigation. These reports may be required for planning and/or permitting purposes. • A Shadow Study may not be needed for CEQA evaluation. The General Plan EIR does not evaluate shading as an environmental impact under CEQA, and

Technical Studies	Preliminary Applicant Comments
	the City has not adopted thresholds of significance for shading. A Shadow Study may be required for planning and/or permitting purposes. As discussed above, the Applicant has submitted a Biological Resources Assessment for City review, which includes an assessment of shading impacts on the adjacent Laurel Creek riparian habitat.
Prepared by City-hired and managed consultants: • Traffic Impact and VMT Analysis • Noise Report- with Construction Related Noise Mitigation Measures [see General Plan Noise Element] • Historic Resource Evaluation and/or Evaluation of Compliance with Secretary of the Interior Standards for the Treatment of Historic Properties • Greenhouse Gas Emissions Analysis • Air Quality Technical Report/Community Health Risk Assessment • Archaeological Report (if a project with subterranean excavation in the High Sensitivity Area of the City Archaeological Map)	• As noted above, the project is presumed to be less than significant for VMT given its transit proximity. Therefore, a Traffic Impact and VMT Analysis may not be required for CEQA evaluation, but may be required for planning and/or permitting purposes. An estimate of VMT may also be needed for Air Quality analysis under CEQA. • As discussed above, the Applicant has submitted a Preliminary Historic Assessment for City review. • A Noise Report, Greenhouse Gas Emissions Analysis, Air Quality Technical Report/Community Health Risk Assessment, and Archaeological Report will inform the environmental checklist analysis and should be prepared for CEQA evaluation.

Qualifications

ICF is a full-service environmental resources firm that is widely recognized for its leadership in CEQA and National Environmental Policy Act (NEPA) compliance. We have extensive experience ranging from project-level environmental documentation and permitting to construction compliance monitoring and mitigation. Our environmental practice provides services in environmental planning and review, land use planning, regulatory implementation and compliance, and natural resource management. Our professional staff includes environmental compliance experts, land use and natural resource planners, wildlife and fisheries biologists, plant and wetland biologists, watershed planners, restoration experts, archaeologists, architectural historians,

community affairs experts, attorneys, engineers, and information technologists. We have prepared thousands of environmental impact analyses and related documents pursuant to CEQA and NEPA since the founding of the former Jones & Stokes, which was acquired by ICF in 2008. We are also recognized as industry leaders in CEQA streamlining, having prepared hundreds of streamlined documents throughout California, including the following environmental checklists pursuant to CEQA Guidelines Section 15183:

- 2395 Sacramento Street, City of San Francisco, available at: https://citypln-m-extnl.sfgov.org/SharedLinks.aspx?accesskey=881ee8a9ca1113532785c0199c935f821f6ddd3b90ebcb9398ac2d9e60f46ee1&VaultGUID=A4A7DACD-B0DC-4322-BD29-F6F07103C6E0
- Infinite 101, City of South San Francisco, available at: https://ci-ssf-ca.legistar.com/LegislationDetail.aspx?ID=6353734&GUID=E96623B9-B250-48D7-8974-811DD5D9A54F
- 1814 Ogden Drive, City of Burlingame, available at: https://www.burlingame.org/DocumentCenter/View/1313/CEQA-15183-Environmental-Checklist-PDF?bidId=

Heidi Mekkelson served as project manager for the project. Heidi is a Senior Managing Director at ICF with 22 years of experience in the preparation and management of environmental analysis documentation pursuant to CEQA and NEPA. She has successfully managed environmental documentation for a diverse range of projects including urban infill developments, renewable energy facilities, programmatic plans, climate action plans, and habitat conservation plans. She has been an invited speaker at Association of Environmental Professionals (AEP) workshops and conferences and is an instructor for UC Davis Continuing and Professional Education courses related to CEQA, with a focus on CEQA streamlining, water supply analysis, and CEQA updates and trends. Heidi has a BS in Environmental Studies from USC and an MSL in Water and Environmental Law from the University of the Pacific, McGeorge School of Law.

HSC Property Owner LLC

Hillsdale Reimagined

MASTER DEVELOPMENT PLAN

PROJECT DESCRIPTION

SAN MATEO, CA



July 2026

1. Introduction and Project History

The San Mateo City Council adopted the Strive San Mateo General Plan 2040 (General Plan) in 2024, following extensive community input and strategic visioning. The General Plan serves as the guiding document for the City's long-term growth, and its goals include intensifying uses around transit nodes, producing the City's Regional Housing Needs Assessment (RHNA) housing supply, creating a more exciting and relevant retail environment, and adding new open space that serves as a place for the community to gather.

The City prepared and certified an Environmental Impact Report (EIR) (State Clearinghouse No. 2022010160) for the General Plan that evaluated the environmental impacts associated with buildout of the land uses contemplated by the General Plan, including a citywide development envelope of 19,764 new dwelling units and 3,186,000 square feet of net new nonresidential floor area.

The City's 2023-2031 Housing Element, designed to meet the State's 6th Cycle Regional Housing Needs Assessment (RHNA), was certified on July 23, 2024. The Housing Element identifies the City’s current housing conditions and future housing needs while outlining initiatives to improve available housing for various income levels within the City. The Housing Element provides a roadmap to accommodate 7,015 new dwelling units in San Mateo. It includes the Hillsdale Shopping Center site on its Housing Element Sites Inventory as a location where the City has committed to facilitating housing development and allocates 1,200 dwelling units.

The General Plan identifies that there are several additional area and specific plans that apply to the site, including the El Camino Real Master Plan (adopted 2001), the San Mateo Rail Corridor Transit Oriented Development Plan (2005), and the Hillsdale Station Area Plan (adopted 2011). These plans prescribe a variety of uses, development standards, and other controls for the Project site. They also call for high-level master planning to occur in conjunction with redevelopment of the Hillsdale Shopping Center site and defer to such future planning. With the adoption of the 2040 General Plan, the General Plan now controls when these other plans conflict with one another or with the General Plan itself.

A Preliminary Application pursuant to the Housing Crisis Act of 2019 (Gov. Code § 65941.1) (“SB 330”) was submitted for the Hillsdale Reimagined project (“Project”) in February 2025. The Project is a Master Development Plan (MDP) that will redevelop the Central and South Blocks of the Hillsdale Shopping Center into a transit-oriented, mixed-use district. SB 330 freezes the existing regulatory framework that applies to the Project as of the date the preliminary application was submitted. Because the City's Zoning Code had not yet been updated to reflect the framework and increased heights envisioned by the General Plan, the General Plan land use designations control over the older, outdated zoning districts where the two conflict.

The Project site spans both the General Plan land use designations of Mixed-Use Medium II (4–6 stories, 51–99 du/ac) and Mixed-Use High (5–8 stories, 100–130 du/ac). The site is zoned C2-2/Q5 "Regional/Community Commercial" and C3-1/R4/H "Regional/Community Commercial" with overlays for high-density multiple-family dwellings. The City is currently updating the Zoning Code with new zoning districts to correspond to the 2040 General Plan; however, these updated Zoning Districts will not apply to the Project because the Preliminary Application was submitted

prior to their adoption.

The Project will consist of:

- Up to 1,670 dwelling units comprised of multifamily apartments and for-sale townhomes distributed across several residential blocks;

- Up to approximately 2,059,000 gross square feet of non-residential commercial space (including both office and retail space and including above-ground covered parking but excluding underground levels, per San Mateo Municipal Code) for a net new gross square footage of up to 639,714 when accounting for the existing use's demolition;

- And approximately 4.5 acres of publicly accessible open space throughout the development, including Hillsdale Plaza and Hillsdale Square.

Approximately 15 percent of the residential dwelling units (up to 250 units) would be designated as affordable housing, with the affordable apartments designated for lower-income households and the affordable townhomes designated for moderate-income households.

To realize the proposed plan, the Project includes demolition of the existing Hillsdale Shopping Center's Central and South Blocks, including the enclosed mall, department stores, and structured parking garages (between 31st Avenue and Hillsdale Boulevard) and including the large-format retail buildings and the surface parking lots (south of Hillsdale Boulevard). As part of the Project and to accommodate the new uses, buildings, and open spaces, the development would subdivide the 32.66-acre site into fourteen (14) new block parcels with the possibility of future commercial and residential condominium via a Vesting Tentative Map (VTM)

Actual design and approval of individual buildings within the parameters of the Master Development Plan would occur through a second step of approval via Site Plan and Architecture Review (SPAR) following the approval of the Master Development Plan.

The 2040 General Plan EIR is a program EIR that considered the environmental effects from buildout of San Mateo's 2040 General Plan. Consistent with Public Resources Code (PRC) Section 21083.3(b) and State CEQA Guidelines Section 15183, the 2040 General Plan EIR can be used as the CEQA document for subsequent projects (public and private) consistent with the 2040 General Plan. As development projects are proposed, they are evaluated to determine whether they fall within the scope of the 2040 General Plan, whether the impacts were addressed in the certified 2040 General Plan EIR, and whether a project incorporates all applicable performance standards and mitigation measures identified therein. Should subsequent development projects not be consistent with the approved 2040 General Plan, or if there are specific significant effects that are particular to a project or its site that cannot be addressed by uniformly applied development policies or standards, additional environmental review may be warranted.

The General Plan EIR evaluated the environmental effects of the buildout contemplated within the parameters of the General Plan, including a citywide development envelope of 19,764 new dwelling units and 3,186,000 square feet of net new nonresidential floor area, and included a site-specific development scenario for the Hillsdale Shopping Center site in its Appendix B. The

Project's proposal for up to 1,670 homes and its net increase of up to approximately 639,714 gross square feet of non-residential commercial space is, therefore, less than the General Plan's studied citywide development envelope. The Project's maximum dwelling unit count of up to 1,670 also falls within the site-specific allocation of 1,998 new housing units identified for the Hillsdale Shopping Center site in the General Plan EIR's Appendix B. The Project's proposed density and floor area ratios are also consistent with the applicable Mixed-Use High and Mixed-Use Medium II land use categories.

Consistent with the process described, CEQA allows for tiering from prior EIRs, and the Project Applicant is requesting analysis for tiering consistent with CEQA Guidelines Section 15183 and the preparation of an environmental checklist. Such a checklist would be prepared to determine whether the environmental impacts of the Hillsdale Reimagined project meet any of the following four conditions:

1. Are peculiar to the project or the parcel on which the project would be located,

2. Were not analyzed as a significant effect in the General Plan EIR,

3. Are potentially significant off-site impacts and cumulative impacts which were not discussed in the General Plan EIR; or

4. Are previously identified significant effects which, as a result of substantial new information which was not known at the time the General Plan EIR was certified, are determined to have a more severe adverse impact than discussed in the General Plan EIR.

If an impact is not peculiar to the parcel or the project, has been addressed as a significant effect in the General Plan EIR, or can be substantially mitigated by the imposition of uniformly applied development policies or standards, then an additional EIR need not be prepared for the Project solely on the basis of that impact.

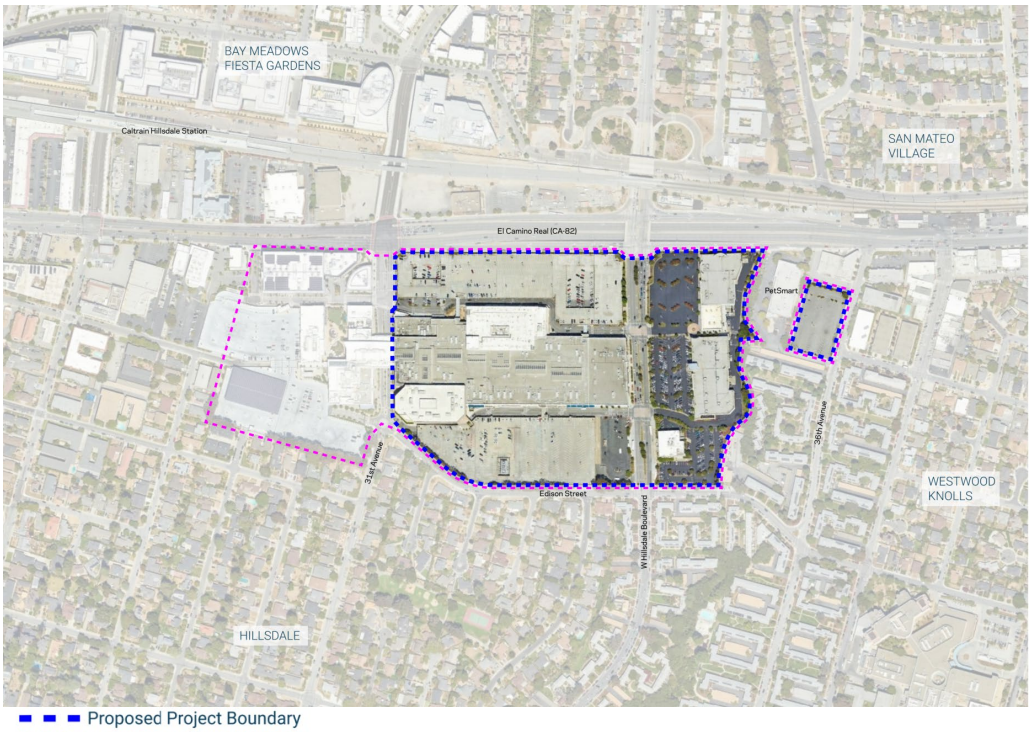
2. Project Description

2.1. Project Location

The Project site comprises approximately 32.66 acres located in the City of San Mateo, situated midway along the Peninsula between San Francisco and San Jose. The site encompasses three parcels (Assessor's Parcel Numbers 042-121-060, 039-490-170, and 039-490-050) addressed generally at 358 East Sailer Drive. More colloquially, the Project property includes the Central and South Blocks of the Hillsdale Shopping Center.

The Project site is bounded generally by 31st Avenue (and the retained North Block retail center to the north); El Camino Real to the east; Edison Street (and the residential neighborhood informally referred to as "The Lanes") to the west; and Laurel Creek/36th Avenue (and the mixed-use residential, retail, and office uses along and just inboard of El Camino Real) to the south. Figure 1 (rotated so that North is page-left) identifies the Project boundaries as reflecting those of the Hillsdale Shopping Center's Central and South Blocks, as well as around an auxiliary paved lot along 36th Avenue.

Figure 1: Project Site Location – Local



The site's location within one-quarter mile of the Hillsdale Caltrain Station, along the major arterials of El Camino Real and Hillsdale Boulevard, and among existing local and regional SamTrans bus services makes it well positioned for transit-oriented redevelopment. Figure 2 identifies the Project site within the wider context of San Mateo and in relation to major regional transportation corridors, and Figure 3 illustrates the transit access in further detail.

Figure 2: Project Site Location – Regional

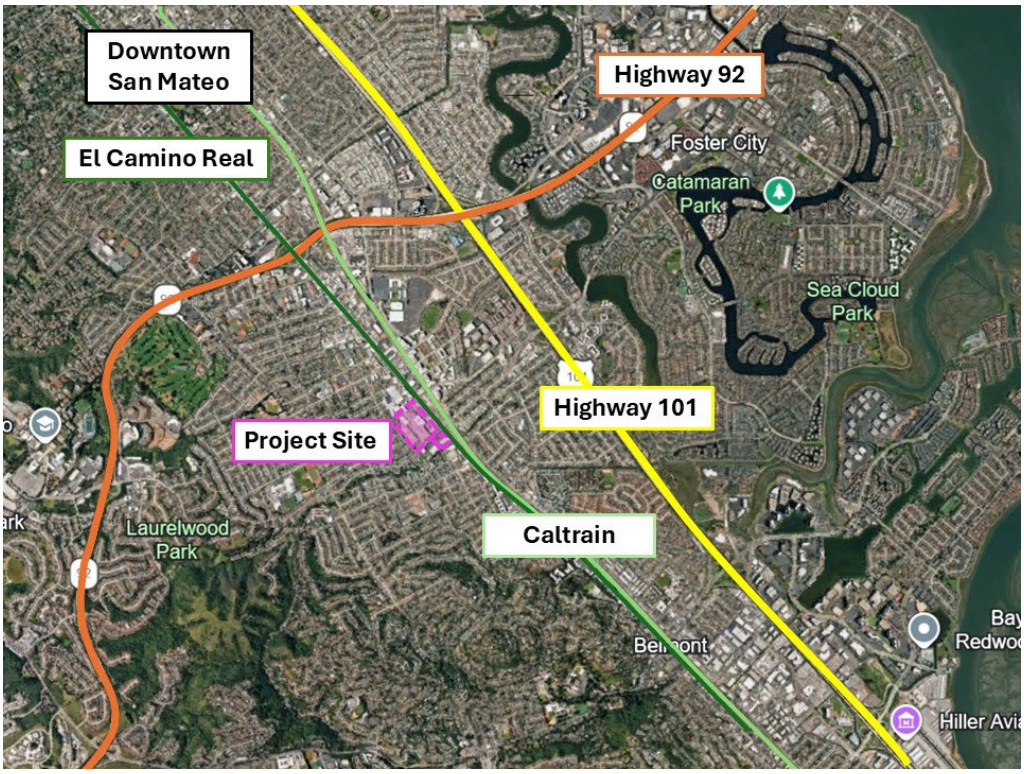
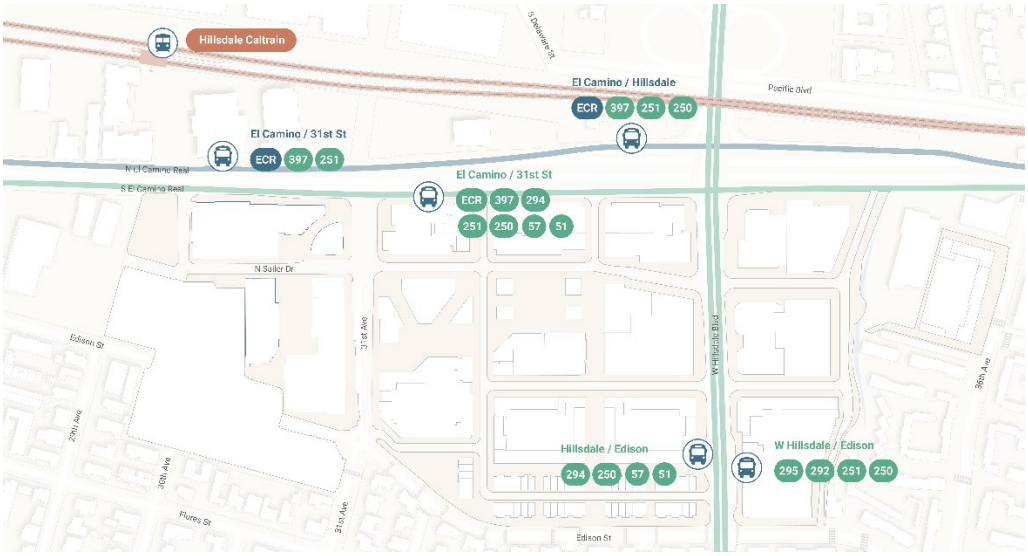


Figure 3: Project Site Location – Transit



2.2. Existing Setting

The proposed development area consists of the existing Hillsdale Shopping Center improvements on the Central and South Blocks, as well as a paved lot fronting 36th Avenue.

The Central Block, extending from 31st Avenue to Hillsdale Boulevard and from El Camino Real to Edison Street, contains the main enclosed mall flanked on either side by above-ground structured parking. The two department store spaces incorporated into the enclosed mall comprise approximately 291,000 square feet of commercial space (as calculated using SMMC floor area, or approximately 388,000 gross square feet including basement floor, storage, and loading space). The remaining inline retailers, mall atriums, and supporting infrastructure comprise approximately 442,000 square feet (or approximately 667,000 gross square feet inclusive of underground uses such as offices, mall restrooms, loading docks, and other underground facilities). The parking structures along El Camino Real and Edison Street combined comprise approximately 564,000 square feet of covered parking area (i.e. excluding the areas of their uncovered top decks). (See Figure 4 and Table 1).

The South Block, between Hillsdale Boulevard and Laurel Creek, includes large-format retail buildings totaling approximately 123,000 square feet, as well as several acres of surface parking lot.

And the S4 block further south and fronting 36th Avenue is entirely paved but contains no substantial structures.

Outside of the Project boundaries and directly north of the Central Block is the Hillsdale Shopping Center's retained and recently redeveloped North Block, as well as the retained and recently renovated Dining Terrace that extends from the North Block over the 31st Avenue roadway to the Central Block, none of which are part of the Project.

The Hillsdale Caltrain Station lies within one quarter mile to the northeast, and the Bay Meadows development comprised of office, apartments, townhomes, retailers, and significant open space is opposite the Caltrain right-of-way. To the north and south of the site, the El Camino Real corridor includes a diverse mix of retail, office, and residential uses, while the Beresford and Hillsdale residential neighborhoods are immediately to the west.

The site also benefits from access to major regional roadway infrastructure, with U.S. Highway 101 approximately one mile to the east, State Route 92 approximately one mile to the north, and State Route 82 (El Camino Real) running along the eastern edge of the site.

The existing Hillsdale Shopping Center is a regional retail destination with roots stretching back to the mid-20th century. Originally opened in the 1950s as a grocery store and department store development, it then transformed into an open-air shopping center and was then substantially redeveloped and enclosed, transitioning to a fully indoor mall format in the late 1970s. The South Block's current configuration is the result of a rebuild in the late 1990s.

Figure 4: Existing Project Site

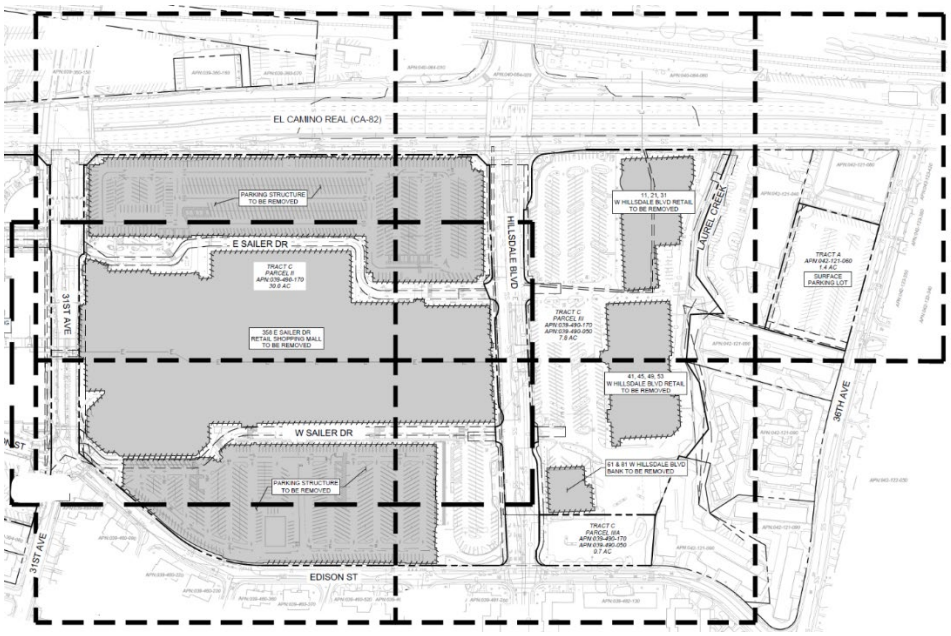


Table 1: Existing Site Development

	FLOOR AREA (SQ. FT.) PER SMMC 27.04.200 **	GROSS AREA (SQ. FT.) PER SB330 CA BUILDING STDS CODE ****	PRKNG STALLS
CENTRAL BLOCK			
CENTRAL MALL			
MACY'S	160,155	245,870	–
NORDSTROM	130,742	142,076	–
RETAILERS	347,895	355,832	–
NON-RETAIL	93,800	311,600	–
SUBTOTAL MALL	**732,592**	**1,055,378**	–
CENTRAL PARKING			
EAST PARKING STRUCTURE	202,000	202,000	1,113
WEST PARKING STRUCTURE	362,000	362,000	1,580
SUBTOTAL PARKING	**564,000**	**564,000**	**2,693**
SUBTOTAL CENTRAL BLOCK	**1,296,592**	**1,619,378**	**2,693**
SOUTH BLOCK			
EAST RETAIL	65,016	66,746	
WEST RETAIL	47,678	47,678	
BANK BUILDING	10,000	10,000	
SUBTOTAL SOUTH BLOCK	**122,694**	**124,424**	**503**
36TH AVE (S4 PARCEL)			

SURFACE PARKING	–	–	203
SUBTOTAL 36TH AVE	–	–	203
TOTAL EXISTING	**1,419,286**	**1,743,802**	**3,399**

** Floor Area (SQ. FT.) per San Mateo Municipal Code section 27.04.200
**** Gross Area (SQ. FT.) per Building Standards Code, as referenced by State of California Senate Bill 330 – Housing Crisis Act of 2019

2.3. Project Objectives

The Project objectives are the following:

- Reinvigorate an Increasingly Underutilized Retail Site
- Reinforce Hillsdale as a Regional Destination and Community Gathering Place
- Create a Range of New Housing
- Provide More Attractive Opportunities for Thriving Retailers
- Generate Economic Investment and Fiscal Benefit through High-Quality Office Space
- Provide New Publicly Accessible Open Space
- Support Transit-Oriented Growth
- Enhance Mobility and Connectivity
- Promote Sustainability and Climate Resilience
- Ensure Compatibility with Surrounding Neighborhoods
- Advance the General Plan Vision

2.4. Project Elements

The following section describes the Project elements proposed within the Project site, which the applicant proposes accommodate by subdividing the site into fourteen (14) new block parcels via a Vesting Tentative Map and with the possibility of future commercial and residential condominiums (see Figure 5 and Table 2). Tables 3 and 4 list the proposed buildings that would be constructed on the site (identified as the E1–E3, C1–C5, W1–W3, and S1–S4 blocks), as well as their proposed development program under two different scenarios, one in which the non-residential office space is maximized and the other in which the residential space and unit count is maximized. The difference relies on two alternatives for the build-out of S2 to achieve these different outcomes.

Figure 5: Proposed Block Parcels



Table 2: Potential Subdivision

PARCEL	NUMBER OF COMMERCIAL CONDOMINIUM UNITS	NUMBER OF RESIDENTIAL CONDOMINIUM UNITS	PARCEL AREA (SF)	PROPORTION OF TOTAL PROJECT AREA	USE
1	2	0	63677	4.7%	NON-RESIDENTIAL (RETAIL/OFFICE)
2	4	136	186930	13.9%	MIXED USE (RESIDENTIAL/RETAIL/OFFICE
3	2	0	69003	5.1%	NON-RESIDENTIAL (RETAIL/OFFICE)
4	1	0	86506	6.4%	NON-RESIDENTIAL (RETAIL)
5	2	150	103813	7.7%	NON-RESIDENTIAL (RETAIL/PARKING GARAGE)
6	1	150	86840	6.4%	MIXED USE (RESIDENTIAL/RETAIL)
7	0	150	93734	7.0%	RESIDENTIAL
8	0	150	83801	6.2%	RESIDENTIAL
9	0	45	83879	6.2%	RESIDENTIAL
10	0	36	55041	4.1%	RESIDENTIAL
11	2	0	114914	8.5%	NON-RESIDENTIAL (RETAIL/OFFICE)
12	2	300	121636	9.0%	NON-RESIDENTIAL (OFFICE)
13	0	150	137191	10.2%	RESIDENTIAL
14	0	150	60928	4.5%	RESIDENTIAL
AS STATED IN GENERAL NOTE #3 ON THE COVER SHEET, PROPOSED PARCELS MAY BE UTILIZED FOR CONDOMINIUMS PURSUANT TO GOVERNMENT CODE SECTION 66427. FINAL MAP(S) WILL ESTABLISH THE NUMBER OF CONDOMINIUM UNITS. THE TOTAL NUMBER OF COMMERCIAL CONDOMINIUM UNITS FOR THE ENTIRE PROPERTY SHALL NOT EXCEED 16. THE TOTAL NUMBER OF RESIDENTIAL CONDOMINIUM UNITS FOR THE ENTIRE PROPERTY SHALL NOT EXCEED 1,433. THE NUMBER OF CONDOMINIUM UNITS LISTED IN THIS TABLE CORRESPONDS TO THE POTENTIAL NUMBER OF CONDOMINIUM UNITS ON ANY PARTICULAR PARCEL. THE SUM TOTAL OF CONDOMINIUMS ON ALL PARCELS MAY NOT EXCEED THE TOTAL NUMBER OF CONDOMINIUMS LISTED IN GENERAL NOTE #4 AND HEREIN.					

2.4.1. Proposed Buildings

The Master Development Plan establishes a flexible framework that accommodates multiple buildout scenarios and includes two flexible blocks that can be developed with either commercial or residential uses—but cannot physically contain both simultaneously—so that the total residential and commercial space is capped by an overall net new development envelope of approximately 2,733,514 gross square feet (per SMMC code that excludes underground levels). Figure 6 shows the framework for where commercial, residential, and mixed residential/commercial buildings can be constructed throughout the Master Development Plan, as well as the flexibility of Blocks C5 and S2 to toggle between commercial and residential uses.

Figure 6: Project Land Use Diagram



Under Scenario 1 (Maximum Commercial Variant), both C5 and S2 would be developed with office uses, and the Project site as a whole would be developed with approximately 1,385 residential units, approximately 1,371,857 square feet of office space (excluding parking to support this use), and approximately 150,132 square feet of retail space (excluding parking to support this use).

Under Scenario 2 (Maximum Residential Variant), C5 would remain as office space but S2 would be developed with residential uses such that the site as a whole would be developed with approximately 1,670 residential units, approximately 1,059,193 square feet of office space (excluding parking to support this use), and approximately 150,132 square feet of retail space (excluding parking to support this use).

In either case, approximately 4.5 acres of new open space would be provided. Table 3 provides per-building details for the maximum commercial variant, and Table 4 provides per-building details for the maximum residential variant.

Table 3: Scenario 1 (Maximum Commercial Variant)

Block	Units	Total GSF	Occupiable Resi SF	Occupiable Office SF	Occupiable Retail SF	Total Occupiable SF	AG Pkg SF	UG Pkg SF	Parking Stalls
E1	—	370,980	—	271,158	28,468	299,626	2,650	61,900	133
E2	—	359,883	—	261,453	14,798	276,251	54,700	61,400	237
E3	—	325,015	—	225,733	17,427	243,160	49,050	58,350	204

Block	Units	Total GSF	Occupiable Resi SF	Occupiable Office SF	Occupiable Retail SF	Total Occupiable SF	AG Pkg SF	UG Pkg SF	Parking Stalls
C1	—	99,335	—	—	21,576	21,576	—	77,850	171
C2	—	6,274	—	—	6,186	6,186	—	—	—
C3	293	484,209	245,958	—	15,600	261,558	79,850	58,800	359
C4	136	253,235	114,523	—	13,355	127,878	9,000	77,300	179
C5	—	422,242	—	—	21,064	21,064	389,050	56,950	1,107
W1	54	130,606	129,334	—	—	129,334	22,850	—	108
W2	254	400,395	216,885	—	—	216,885	49,500	58,600	274
W3	254	400,395	216,700	—	—	216,700	49,550	58,600	267
S1	—	528,414	—	300,849	11,658	312,507	61,100	134,250	374
S2	—	540,278	—	312,664	—	312,664	50,950	169,800	503
S3	234	411,789	188,500	—	—	188,500	136,000	—	392
S4	160	247,188	135,004	—	—	135,004	45,600	10,500	168
Total	**1,385**	**4,980,238**	**1,246,904**	**1,371,857**	**150,132**	**2,633,889**	**999,850**	**884,300**	**4,476**

**Occupiable SF in this context means occupiable above-ground area excluding parking facilities*

Table 4: Scenario 2 (Maximum Residential Variant)

Block	Units	Total GSF	Occupiable Resi SF	Occupiable Office SF	Occupiable Retail SF	Total Occupiable SF	AG Pkg SF	UG Pkg SF	Parking Stalls
E1	—	370,980	—	271,158	28,468	299,626	2,650	61,900	133
E2	—	359,883	—	261,453	14,798	276,251	54,700	61,400	237
E3	—	325,015	—	225,733	17,427	243,160	49,050	58,350	204
C1	—	99,335	—	—	21,576	21,576	—	77,850	171
C2	—	6,274	—	—	6,186	6,186	—	—	—
C3	293	484,209	245,958	—	15,600	261,558	79,850	58,800	359
C4	136	253,235	114,523	—	13,355	127,878	9,000	77,300	179
C5	—	422,242	—	—	21,064	21,064	389,050	56,950	1,107
W1	54	130,606	129,334	—	—	129,334	22,850	—	108
W2	254	400,395	216,885	—	—	216,885	49,500	58,600	274
W3	254	400,395	216,700	—	—	216,700	49,550	58,600	267
S1	—	528,414	—	300,849	11,658	312,507	61,100	134,250	374
S2	285	524,393	239,300	—	—	239,300	92,660	52,800	367
S3	234	411,789	188,500	—	—	188,500	136,000	—	392
S4	160	247,188	135,004	—	—	135,004	45,600	10,500	168

Block	Units	Total GSF	Occupiable Resi SF	Occupiable Office SF	Occupiable Retail SF	Total Occupiable SF	AG Pkg SF	UG Pkg SF	Parking Stalls
Total	**1,670**	**4,964,353**	**1,486,204**	**1,059,193**	**150,132**	**2,560,525**	**1,041,560**	**597,500**	**4,340**

**Occupiable SF in this context means occupiable above-ground area excluding parking facilities*

2.4.2. Building Massing and Architectural Design

Actual building architecture and design will be completed subsequent to approval of the Master Development Plan through the Site Plan and Architectural Review (SPAR) process. The MDP processing is a high-level approval of concept that does not require building-level specifics beyond a general scheme of design expressed through master plan design standards covering architecture, landscaping, lighting, and signage. While example building designs have been included in the current application package to illustrate potential buildout scenarios as part of the MDP application, the SPAR and other building-specific applications will include the additional building information and detailed architectural and design information.

The Project will feature several building height zones that encourage a gradual transition from the lower-scale western residential portion of the site along Edison Street (3 to 5 stories) to the center of the Project (5 to 8 stories) oriented around a core central network of open spaces (with no structures or low 1-2 story-buildings) and then finally to the higher and denser scale along the El Camino Real frontage and closest to the train station (5 to 10 stories).

The concentration of taller building forms and higher intensities along a key corridor, such as El Camino Real, is consistent with the relative General Plan land use designations that assign this El Camino Real-fronting portion of the site as the Mixed-Use High-Density zone and that designates the remainder of the site the Mixed-Use Medium-Density zone. See Figure 7 for a diagram of the Project's proposed MDP heights.

Figure 7: Project Height Diagram



2.4.3. Proposed Parking

Due to the site's proximity to the Hillsdale Caltrain Station, the Project is not subject to minimum parking requirements, pursuant to AB 2097. However, as a mixed-use project, the ULI Shared Parking Model was used to determine a parking supply target for the Project and includes approximately 4,600 spaces. As discussed in Section 2.4.10, the Project will implement a Transportation Demand Management program targeting a 25% single-occupancy vehicle trip reduction target, which was factored into the ULI parking model.

Residential Parking: Parking for the residential blocks will be provided through a combination of structured podium garages, enclosed townhouse garages, and limited surface parking. Blocks C3, C4, W2, W3, (S2 as applicable), S3, and S4 will each include podium parking garages (either above ground, below ground, or a combination of the two) integrated within the building footprint with a parking ratio of at least 1:1.1. All garages will be equipped with code-required electric vehicle charging stations. Limited surface parking for short-term and visitor use will be provided along the private streets adjacent to the multifamily buildings. Each townhouse will include a private garage to accommodate two vehicles within the unit (parking ratio of 1:2.0), accessed through an internal alley.

Office and Retail Parking: Parking for the office and retail buildings will be provided through a combination of one above-grade structured garage (Block C5), podium and underground garages below the new buildings and open spaces, and on-street parking distributed throughout the site. The primary above-grade garage is located on the centrally-positioned C5 block. The structure rises seven stories, yielding eight levels of parking in total. In addition, one- to two-level underground garages will be located below the C1, (C2 as needed), S1, S2, E1, E2, and E3 blocks. All garages will be equipped with code-required electric vehicle charging capacity. On-street parking will also be provided along the private street extensions throughout the site.

The office parking ratio is designed to achieve an approximately 2 spaces : 1,000 sq ft ratio, and the retail parking ratio is designed to achieve an approximately 4 spaces : 1,000 sq ft parking ratio.

Bicycle Parking: The Project will include bicycle parking to meet code and also as part of its Transportation Demand Management program, and the Project will provide short-term and long-term bike parking facilities to encourage the use of non-driving modes of transportation.

2.4.4. Outdoor Space and Landscaping

The Project will include approximately 4.5 acres of open space distributed throughout the development. Key open spaces include Hillsdale Plaza, which will be an approximately one-acre hardscaped area suitable for a range of programming; Hillsdale Square, a nearly-acre sized central lawn surrounded by activating retail uses; and a series of greenways and open spaces such as the Neighborhood Passage, Townhome Way, and the Hillsdale Bike Path.

In addition to these broadly accessible open spaces, each of the multifamily buildings will incorporate elevated, podium-level landscaped courtyards accessible to building residents and their guests. Private open space for many of the apartments and townhomes in the form of balconies and terraces will also be provided. Exact dimensions and total areas of private open space within each residential building will be determined when final designs are proposed through the SPAR process.

Overall, landscaping will incorporate expanded native planting zones with meadow grasses and groundcovers, including pollinator-supporting species such as Salvia, Ribes, and native yarrow (Achillea), particularly along the Laurel Creek interface.

2.4.5. Laurel Creek

Laurel Creek defines the southern edge of the Project site (except as applicable to Block S4 further south of Laurel Creek) and daylights for approximately 760 linear feet. The creek is otherwise culverted through a large pipe immediately upstream and downstream of the site. The creek corridor is narrow, with engineered banks and limited native vegetation, though aquatic bird species are frequently observed. There are several heritage oaks near the bridge, but compacted soils and concrete paving beneath their canopies are contributing to stress. Invasive species, including creeping fig and ivy, have overtaken fencing and grown into trunks and tree canopies. A service driveway and the blank rear facades of tall retail buildings closely line the bank and further reduce perceived safety.

Project Creek Design Goals and Features:

- Improve oak health and visibility at the bridge by selectively removing curbs, handrails, and concrete paving. Reducing non-permeable surfaces decreases runoff, increases infiltration, and supports healthier root zones for the heritage oaks and adjacent riparian vegetation.
- Increase safety and sightlines by removing vine-covered chain-link fencing and replacing it with park-appropriate wood fencing along the creek's edge.
- Enhance biodiversity by removing impervious paving near the banks and expanding native planting zones (approximately 8–30 feet wide) with meadow grasses and

groundcovers, including pollinator-supporting species such as Salvia, Ribes, and native yarrow (Achillea).
- Add an overlook near the bridge to encourage visual appreciation of the creek and riparian habitat.
- Add a path along portions of the creek edge, where feasible.
- Uplight the oak canopy to improve nighttime visibility, increase safety, and emphasize existing natural features.

2.4.6. Utilities

New utility infrastructure is required to support the Project. Water, sewer, and storm drain mains are proposed throughout the new private street network, as well as joint trenches that will provide space for natural gas, electric, and telecommunication conduits and pathways.

The E1, C1, C3, and northerly portion of the W1 blocks are expected to be served by connection to existing public utilities to the north and east along 31st Ave and El Camino Real. The E2, E3, C2, C4, C5, southerly portion of W1, W2, and W3 blocks are expected to be served by connections to existing public utilities to the south and east along Hillsdale Blvd and El Camino Real. The S1, S2, and S3 blocks are expected to be served by connections to existing public utilities to the north and east along Hillsdale Blvd and El Camino Real. The S4 block will make all utility connections along its only public frontage with 36th Avenue.

2.4.7. Stormwater Treatment

The Project will reduce impervious areas across the Project site by introducing an internal street network lined with trees and landscape planters as well as creating new pervious open spaces. This includes open space at Hillsdale Square, the landscape zone between Bufano Way and Edison St, and along Laurel Creek. Under existing conditions, the project site is dominated by large parking fields and structures with a total of 94% impervious coverage. Due to the reduction in impervious area across the site, the expected stormwater runoff peak flow rate leaving the Project will be less than existing conditions, meaning that no additional hydromodification measures will be required.

The Project will conform to San Mateo County C3 requirements and will utilize LID stormwater treatment measures. The Project will primarily feature underground bioretention planters through the use of silva cells or another similar suspended paving system. Above ground bioretention planters will be incorporated along the Laurel Creek interface that can also serve as open space. It is also anticipated that final architectural designs will incorporate bioretention planters on their landscaped podiums and larger balcony areas. It is anticipated that a Stormwater Operations & Maintenance agreement with the City will be required to ensure that any installed stormwater facilities are properly maintained.

2.4.8. Energy

The Project will connect to existing Pacific Gas and Electric infrastructure through a joint trench that provides space for natural gas, electric, and telecommunication conduits and pathways. These connections would be made between the proposed blocks and the existing public utilities generally along 31st Avenue, El Camino Real, Hillsdale Boulevard, and 36th Avenue. Each building would have a (or several) main electrical room(s), transformer room(s), and generator room(s) to manage electricity for the buildings. No natural gas is proposed for the Project.

The Project proposes energy-saving and sustainability features such as all-electric building design, including the exploration of solar photovoltaic (PV) arrays to achieve CALGreen compliance for nonresidential and multifamily buildings, water conservation measures such as low-flow fixtures and recycled water for landscape irrigation, reduced outdoor water consumption through native and adaptive landscaping, preference for low-embodied-carbon materials, and an increase in open green space and permeable surfaces to reduce the urban heat island effect and manage stormwater. The Project would exceed the Source Energy requirement by 7% and will incorporate electric vehicle charging and EV-capable parking for both commercial and multifamily buildings consistent with the City of San Mateo Reach Codes.

The Project site will incorporate a lighting plan that complies with California State Title 24 and the City of San Mateo's security lighting requirements and lighting guidelines, including fixture shielding and full cut-off luminaires to minimize glare and light trespass, adherence to appropriate illumination levels by area and time, energy-efficient and color-balanced exterior fixtures, and measures to reduce unnecessary light spillage while maintaining safe routes of travel for vehicles and pedestrians. All exterior doors at multifamily housing, commercial, and office buildings would be lit in accordance with the City of San Mateo's requirements.

2.4.9. Site Access and Roadway System

The Project’s Master Development Plan includes a Circulation Plan (see Figure 8) as well as plans for off-street loading, bicycle and pedestrian circulation, and emergency vehicle access.

Figure 8: Circulation Plan



* Note: Arterial, local, and collector streets are City-designated; this project refines them to reflect the Hillsdale District's neighborhood character. Edison Street, a collector street as designated by the City, is further defined in this project as a "Neighborhood Collector" to emphasize the neighborhood scale. The diagram above and the next page detail this framework

Residential Access & Circulation: The residential uses between 31st Avenue and Hillsdale Boulevard will include several access points at the following locations: (1) full access at 31st Avenue and Edison Street (via Bufano Way); (2) full access at West Sailer Drive and Hillsdale Blvd, and (3) right-out only at Hillsdale Boulevard and Inner Alley. Inner Alley will provide access to garages of individual townhomes. Parking garage access to the C3, C4, W2, and W3 blocks will be clustered around W Sailer Dr. Proposed driveways along public streets will be designed per City standards.

For residential uses between Hillsdale Boulevard and Laurel Creek, residents may access the off of Hillsdale Boulevard at both West Sailer Drive and East Sailer Drive (as relevant based on the flexible use proposed for Block S2).

The driveway entrance for the S4 block is located on 36th Avenue.

Proposed driveways along public streets will be designed per City standards.

Office & Retail District Access and Circulation: For the office and retail uses between 31st Avenue and Hillsdale Boulevard, the garage entrances are located on the newly constructed 32nd and 33rd Avenues, along 31st Avenue, and along East and West Sailer Drives close to Hillsdale Boulevard. When leaving the site, vehicles may exit onto El Camino Real or use East Sailer Drive to access 31st Avenue or Hillsdale Boulevard. The C5 block will have garage entrances located on E Sailer Dr, W Sailer Dr, and Hillsdale Blvd.

For Buildings S1 and S2, vehicles will access the garages via East Sailer Drive. This section of East Sailer Drive will be accessed via the intersections with Hillsdale Boulevard and via 35th Avenue, which intersects with El Camino. Note the intersection of El Camino Real and 35th Ave will be restricted to right-in-right-out.

Off-Street Loading:

- **Office/Retail District:** The office/retail buildings will contain an off-street loading area of nine smaller and four larger docks on the basement level of C1 to serve combined loading needs for E1, the C1-5 retail, and the E2-E3 retail. The E3 office will be loaded via six spaces internal to the ground level of the building. The S1 and S2 blocks will have six and seven loading spaces, respectively, which will both be accessed from driveways to 35th Ave.
- **Residential District:** Loading spaces for C3 and C4 are combined with the non-residential uses of these blocks and are provided at the basement level of C1. W2, W3, and S3 will each have their own streetside loading space along W Sailer Dr. Similarly, W1 will have a streetside loading space along 32nd Ave.

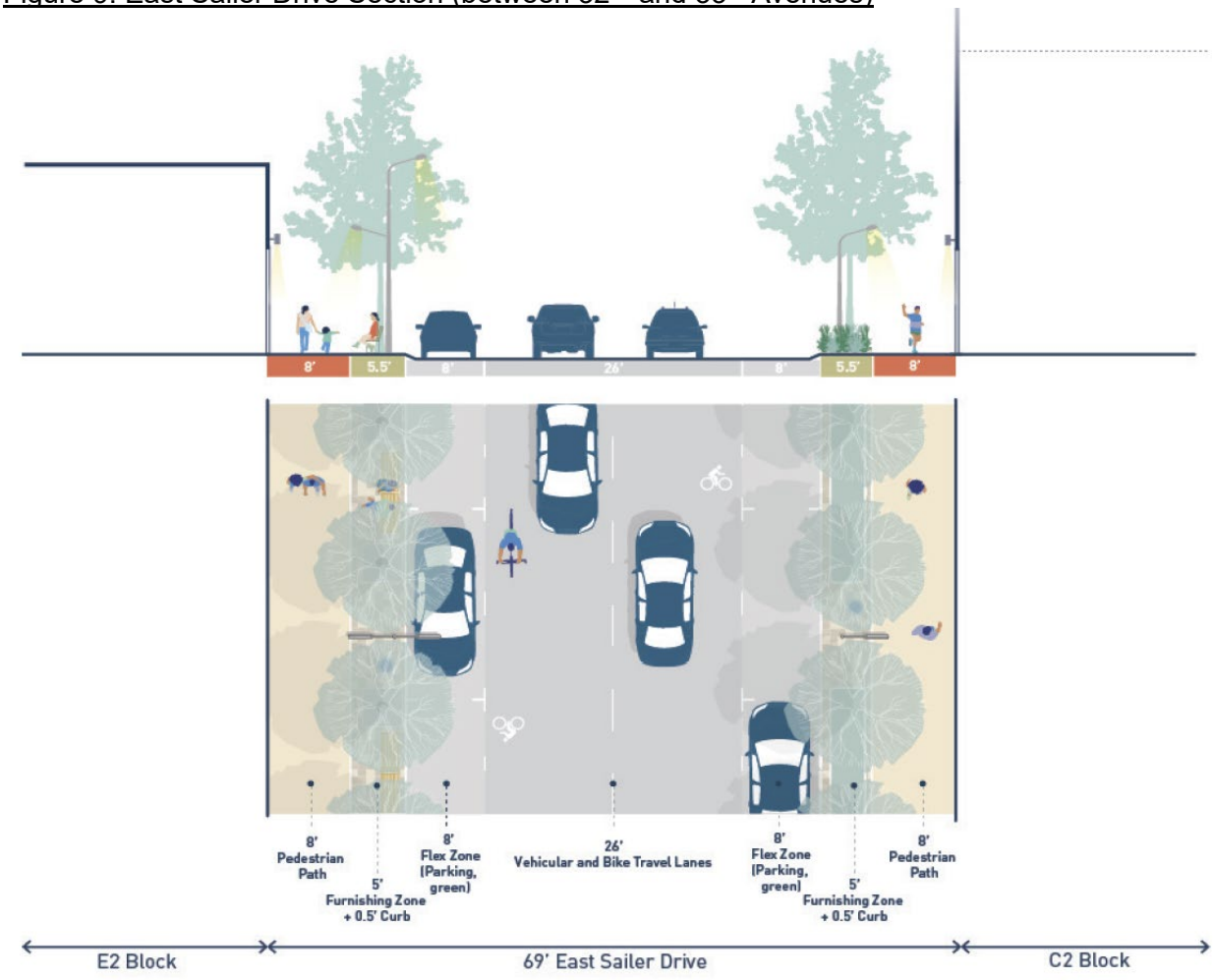
Bicycle Circulation: The Project will enhance bicycle connectivity by establishing new bike lanes and bike boulevards to help close existing gaps in the surrounding network (and to address the desire for improved bicycle access between the Hillsdale neighborhood to the west and the Caltrain Station to the east). Proposed bike infrastructure includes a bike-friendly multi-modal street design along the new East Sailer Drive that will run through the Project site and two off-street, on-property, grade-separated two-way bikeways along the east side of Edison Street and along the north side of Hillsdale Boulevard.

Pedestrian Network: All of the proposed streets within the project borders are complete streets that more equitably balance the needs of pedestrians and drivers. Elements include wide sidewalks, street trees and vegetated buffers, street furniture, accent crosswalks, among others. The MDP application includes street sections for the newly proposed private streets (see Figure 9 for an example cross section of the proposed East Sailer Drive between 32nd and 33rd Streets. Additionally, improvements along El Camino bring those sidewalks and setbacks into conformance with the Hillsdale Station Area Master Plan.

The primary pedestrian spine purposely links with the North Block's plaza beyond the Project site and then runs straight down East Sailer along the primary retail "main street" and the Hillsdale Center and Hillsdale Plaza open spaces. The pedestrian spine then continues across Hillsdale Boulevard along East Sailer Drive to Laurel Creek, where a bridge accessible via sidewalk on the south side of 35th Lane provides a continuous route to S4 or where additional paths provide a loop around the creek-side of Block S2.

Additionally, pedestrian-only greenways like the Neighborhood Passage, Townhome Way, and Edison Greenway provide pedestrian-priority access points into the Project from surrounding neighborhoods and provide new walking and jogging amenities to surrounding residents, workers, and visitors.

Figure 9: East Sailer Drive Section (between 32nd and 33rd Avenues)



Emergency Vehicle Access: All internal Project streets will be designed to serve as emergency vehicle access routes. Internal streets will be designed with a 26-foot clear width to serve as aerial fire apparatus access roads, except the portion of 32nd Ave between E Sailer Dr and El Camino Real, and 35th Ave between Edison St and W Sailer Dr. These roadways will be designed with a 20-foot clear width to provide fire access but are not intended to provide aerial coverage. The pedestrian pathway between the C2/C4 and C5 blocks will also be designed as a fire access road.

2.4.10. Transportation Demand Management Plan

The Project site has proximate access to the Hillsdale Caltrain Station and to SamTrans bus routes 50, 51, 57, 250, 251, 292, 294, 295, 397 and ECR. Commute.Org's Hillsdale Caltrain Commuter (HCC) and Foster City Commuter (FCC) shuttles provides free transit from the Hillsdale Caltrain Station to areas near Bridgepointe Parkway, Mariners' Island, and Fashion Island in San Mateo during commute hours.

The Project will develop a Project-specific TDM plan for residential, office, and retail uses to reduce the total number of single-occupancy vehicle trips affiliated with the Project by 25% in

accordance with C/CAG TDM target for transit-oriented developments (TOD). Overall, the Project will implement TDM measures that complement its mixed-use land use program and its proximity to the Hillsdale Caltrain station. It is anticipated that the Project will provide bike lockers and racks, improved walking paths, and parking management to encourage use of non-drive-alone modes.

The Project's TDM plan will be further coordinated with Commute.org, San Mateo County's commute management program. The TDM plan will be available to City staff through the Project review and entitlement process and will ultimately include a list of the TDM features and programs. It is anticipated that the Project will include a range of design features (e.g., onsite amenities to reduce additional trips offsite, carpool parking, long-term bicycle storage, showers and changing rooms) and ongoing operational programs (e.g., commute assistance center/kiosk information) to achieve TDM mode shift targets and thereby reduce the number of trips made by the office/retail tenants and residents.

2.4.11. Construction

The Project will be built in multiple, flexible phases as dictated by market conditions. The construction schedule assumptions below show construction activities and anticipated timelines for each scenario, with potential and likelihood that several scenarios and associated construction activities overlap. The three large phases are illustrated in Figure 10 below, within which many of the activities are likely to overlap.

Figure 10: Overall phasing plan



Phase 1 – South Block (S1, S2, and S3) – *approx. 4 years*

- **Phase 1.1: S2/S3 –** Demolition of the existing large-format retail buildings and existing surface parking lots on S2 and S3 *(~4 months)*

Figure 11: Phase 1.1



- **Phase 1.2: S3 –** Grading and utility improvements for the residential building on S3 *(~4 months)*
- **Phase 1.2: S3 –** Construction of residential building on S3 *(~20 months)*
- **Phase 1.2: S3 –** Intersection improvements at Hillsdale Blvd. and West Sailer Dr. *(~4 months)*

Figure 12: Phase 1.2



- **Phase 1.3: S2 –** Grading and utility improvements for the residential or office building on S2 *(~4 months)*
- **Phase 1.3: S2 –** Construction of residential or office building on S2, inclusive of underground parking *(~20 months)*

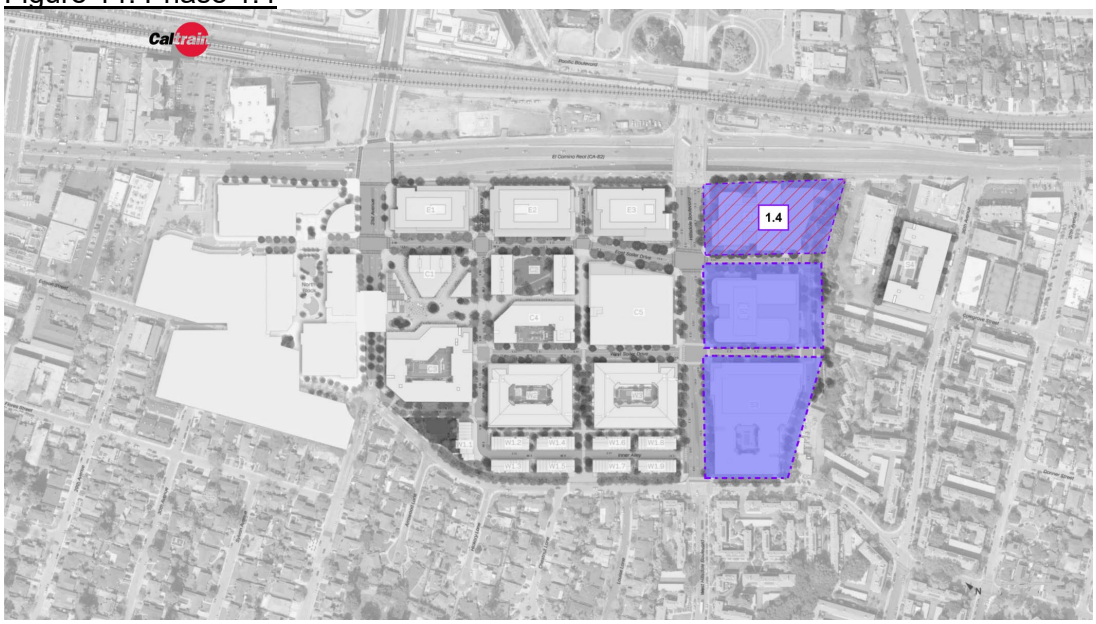
- **Phase 1.3: S2 –** Intersection improvements at Hillsdale Blvd. and East Sailer Dr. *(~4 months)*

Figure 13: Phase 1.3



- **Phase 1.4: S1 –** Demolition of existing large-format retail buildings and existing surface parking lots on S1 *(~4 months)*

Figure 14: Phase 1.4



- **Phase 1.5: S1 –** Construction of underground and aboveground parking levels and office space on S1 *(~24 months)*

Figure 13: Phase 1.5



Phase 2 – S4 Block – *approx. 2 years*

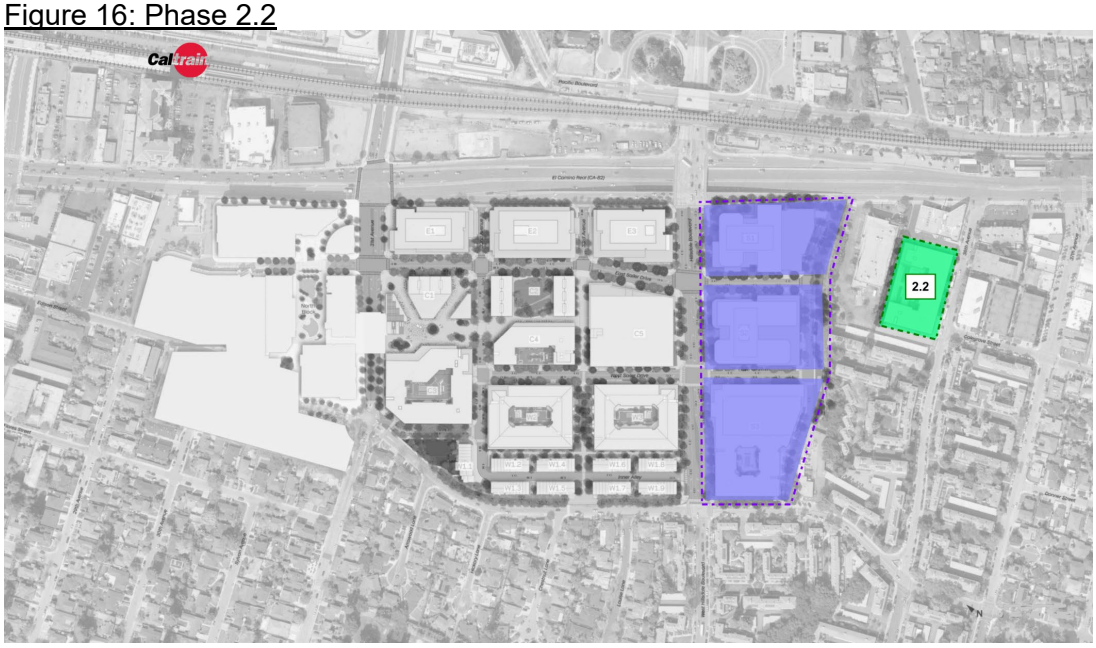
- **Phase 2.1: S4 –** Demolition of existing surface parking lot *(~1 month)*

Figure 15: Phase 2.1



- **Phase 2.2: S4 –** Grading and utility improvements for the residential building on S4 *(~3 months)*
- **Phase 2.2: S4 –** Construction of the residential building *(~20 months)*

Figure 16: Phase 2.2



Phase 3 – Central Block (E1, E2, E3, C1, C2, C3, C4, C5, W1, W2, W3) – *approx. 8 years*

- **Phase 3.1:** Central utility plant (CUP) separation from North Block, installation of new CUP in the North Block, and re-feed power *(~9 months)*
- **Phase 3.1:** Demolition of the existing mall and parking structures *(~6 months)*

Figure 17: Phase 3.1



- **Phase 3.2: E1/C1 –** Grading and utility improvements for the commercial office and retail buildings at E1 and C1 *(~4 months)*
- **Phase 3.2: E1/C1 –** Construction of underground parking levels at E1 and C1 *(~6 months)*

- **Phase 3.2: E1/C1 –** Construction of retail buildings at C1 and the office/retail building at E1 *(~21 months)*
- **Phase 3.2: E1/C1 –** Intersection improvements at 31st Avenue and East Sailer Drive *(~6 months)*

Figure 18: Phase 3.2



- **Phase 3.3:** Remaining Central Block roadway infrastructure *(~16 months)*

- **Phase 3.4: E2/E3/C2/C3/C4/C5 –** Grading and utility improvements for buildings at E2 (office + retail), E3 (office + retail), C2 (retail + open space), C3 (residential + retail), C4 (residential + Retail), and C5 (parking + retail) *(~6 months)*
- **Phase 3.4: E2/E3/C2/C3/C4/C5 –** Construction of E2, E3, C2, C3, C4, and C5 *(~24 months)*

Figure 19: Phase 3.4



- **Phase 3.5: –** Grading and utility improvements for the residential buildings at W2 and W3 *(~4 months)*
- **Phase 3.5: –** Construction of residential buildings at W2 and W3 *(~22 months)*

Figure 20: Phase 3.5



- **Phase 3.6: –** Grading and utility improvements for the residential buildings at W1 *(~3 months)*
- **Phase 3.6: –** Construction of residential buildings and site improvements at W1 *(~18 months)*

Figure 21: Phase 3.6



Grading: The Project site grading strategy is designed to mimic the overall drainage patterns of the site perimeter as well as to match portions of the existing grading scheme at the Central Block, where the core of the mall sits high relative to the site around it. This approach will help reduce the overall amount of earthwork required by allowing proposed subterranean parking levels to align in some areas with existing basement level underneath the mall core.

The building ground levels will be stepped incrementally to align with the grades of the public and private roadway frontages. Drainage at each block will be directed toward the adjacent landscaping and roadways where it will be captured for stormwater treatment. Building finish floors will be set to allow for overland release to the public roadways in the event of a drainage system failure. The overall Project drainage scheme will match existing drainage patterns that generally flow southeasterly toward El Camino Real and Laurel Creek.

Improvements: Improvements in the public right-of-way are anticipated to be included as part of the Project, the exact scope of which will be determined based on environmental review and City requirements. At the current time, the scope of offsite improvements includes sidewalk along all frontages, as well as new two-way cycle track facilities along the Project's Edison Street and Hillsdale Boulevard frontages. The Hillsdale Blvd intersections with E Sailer Dr & W Sailer Dr are proposed to be relocated to accommodate the Project's realignment of these private roadways, and sidewalks along both sides of Hillsdale Blvd are proposed to be widened. Additional improvements to the raised median and striping configuration along Hillsdale Blvd will be required to accommodate the proposed pedestrian and cyclist improvements.

It is anticipated that the Project will implement certain green infrastructure features within the public rights of way (to be owned and maintained by the City), including stormwater treatment of certain public streets along Project frontage(s). Trench restoration will also be required wherever there are new utility connections. The final offsite improvements will be determined in conjunction with the City's Public Works Department during the Project review process.

2.5. Required Actions

2.5.1. Entitlements Proposed

The Project will be fully entitled for construction through a two-step process. First, the Project is currently seeking City approval of a Master Development Plan (through the Planned Development entitlement) (MDP) as envisioned for the Project site by the General Plan and Hillsdale Station Area Plan, and of a phased Vesting Tentative Map. This is a high-level concept approval that does not require building-level specifics. The purpose of this entitlement is to obtain approval of the Project's concept and overarching contours that can then be flexibly implemented through follow-up, building-specific approvals.

Once the MDP and Vesting Tentative Map have been approved, the second step consists of building-level approvals including Site Plan and Architectural Review (SPAR), Site Development Plan Application (SDPA), Final Map, Heritage Tree Permit, and other supplemental approvals that may be required. While example building designs have been included in the current application package to illustrate potential buildout scenarios as part of the MDP application, the SPAR, SDPA, and other building-specific applications will include actual building information and meet other requirements. The current MDP approval does not seek any SPAR, SDPA, or other associated building-specific permits (i.e., Heritage Tree Permit) at this time, but such applications will be submitted following approval of the overarching MDP and VTM entitlement so that building-specific design and development can occur consistent with the overarching MDP entitlements.

2.5.2. Responsible and Other Interested Agencies

Additional reviews and approvals may be required of the agencies identified below. This list is not intended to confer responsible agency status to each listed agency and is provided for informational purposes only.

- Bay Area Air Quality Management District
- California Department of Transportation
- California Native American Heritage Commission
- Pacific Gas & Electric Company
- San Francisco Bay Regional Water Quality Control Board
- San Mateo County Environmental Health Division
- San Mateo County Transportation Authority