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.

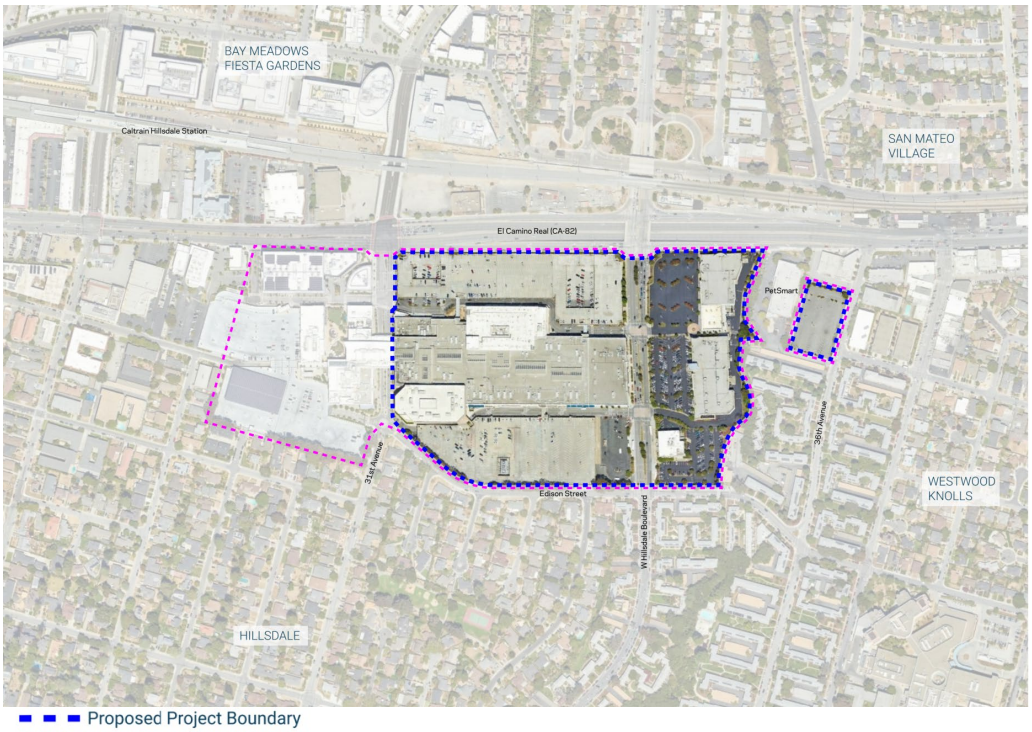
2. Project Description

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

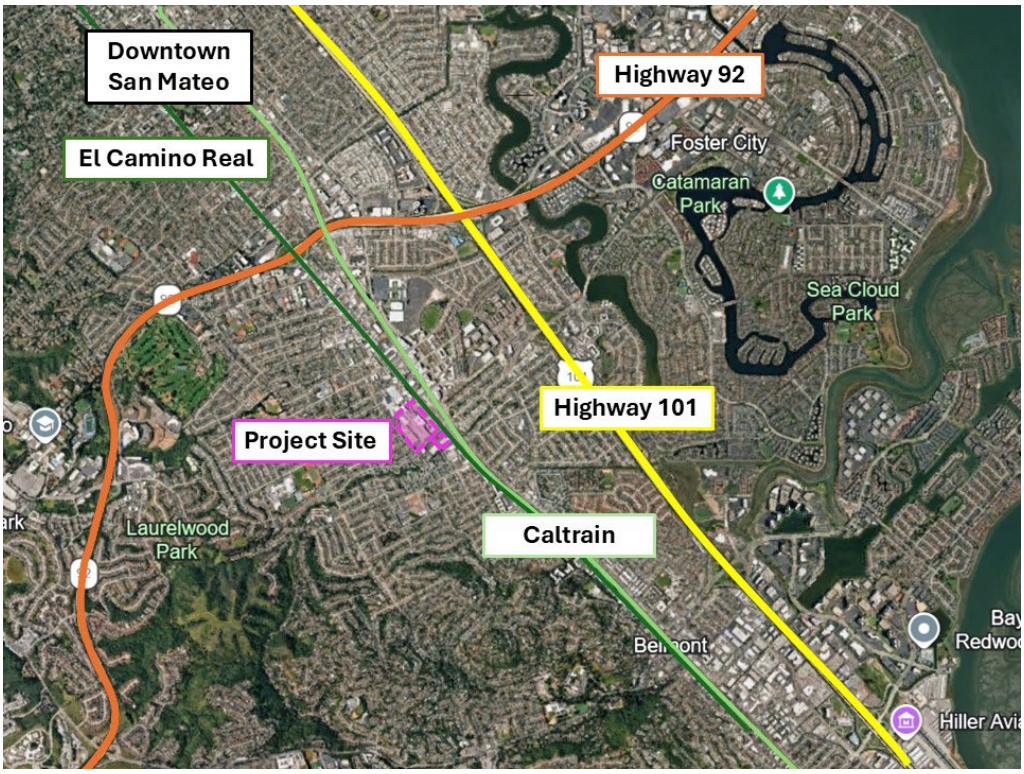
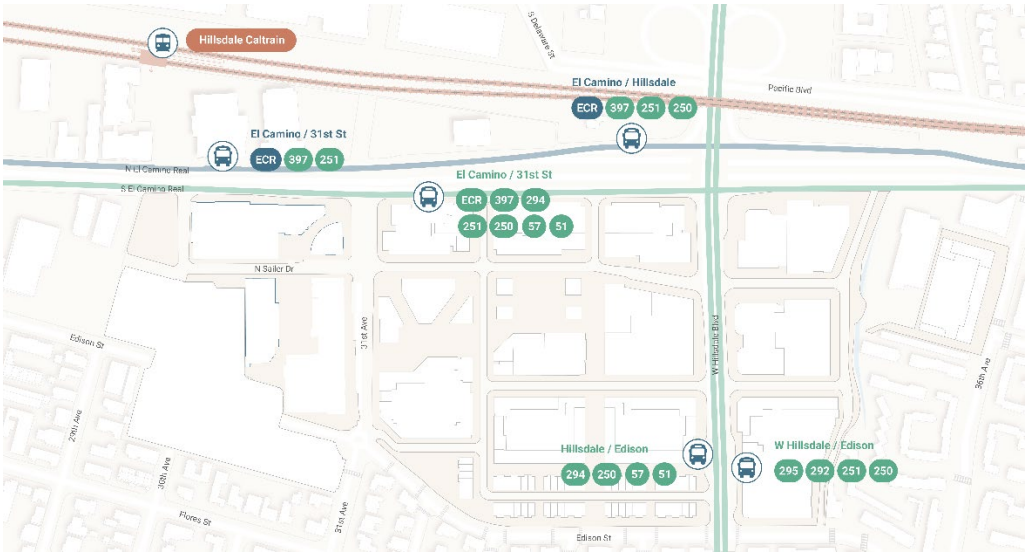


Figure 3: Project Site Location – Transit



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

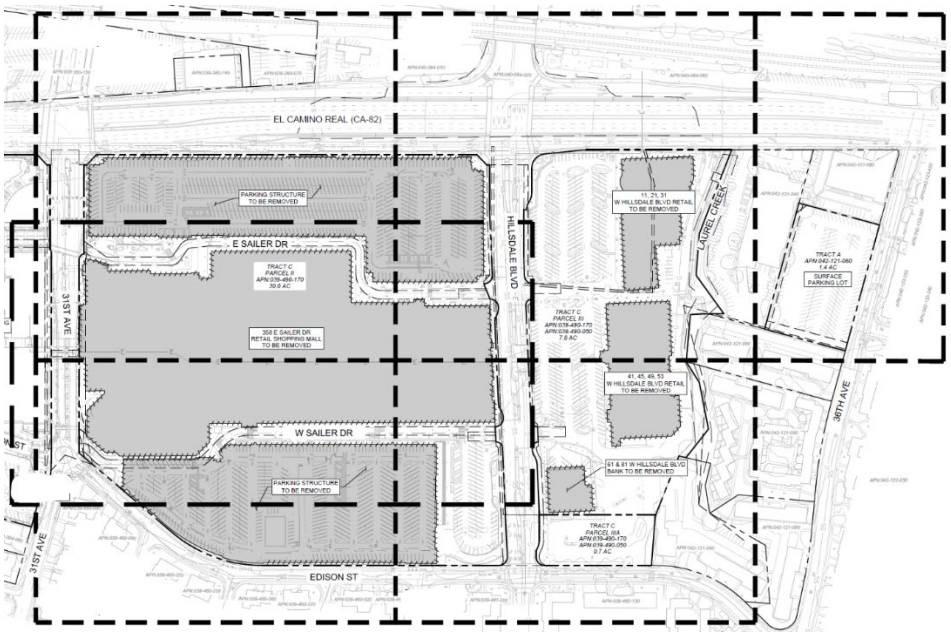


Table 1: Existing Site Development

	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.

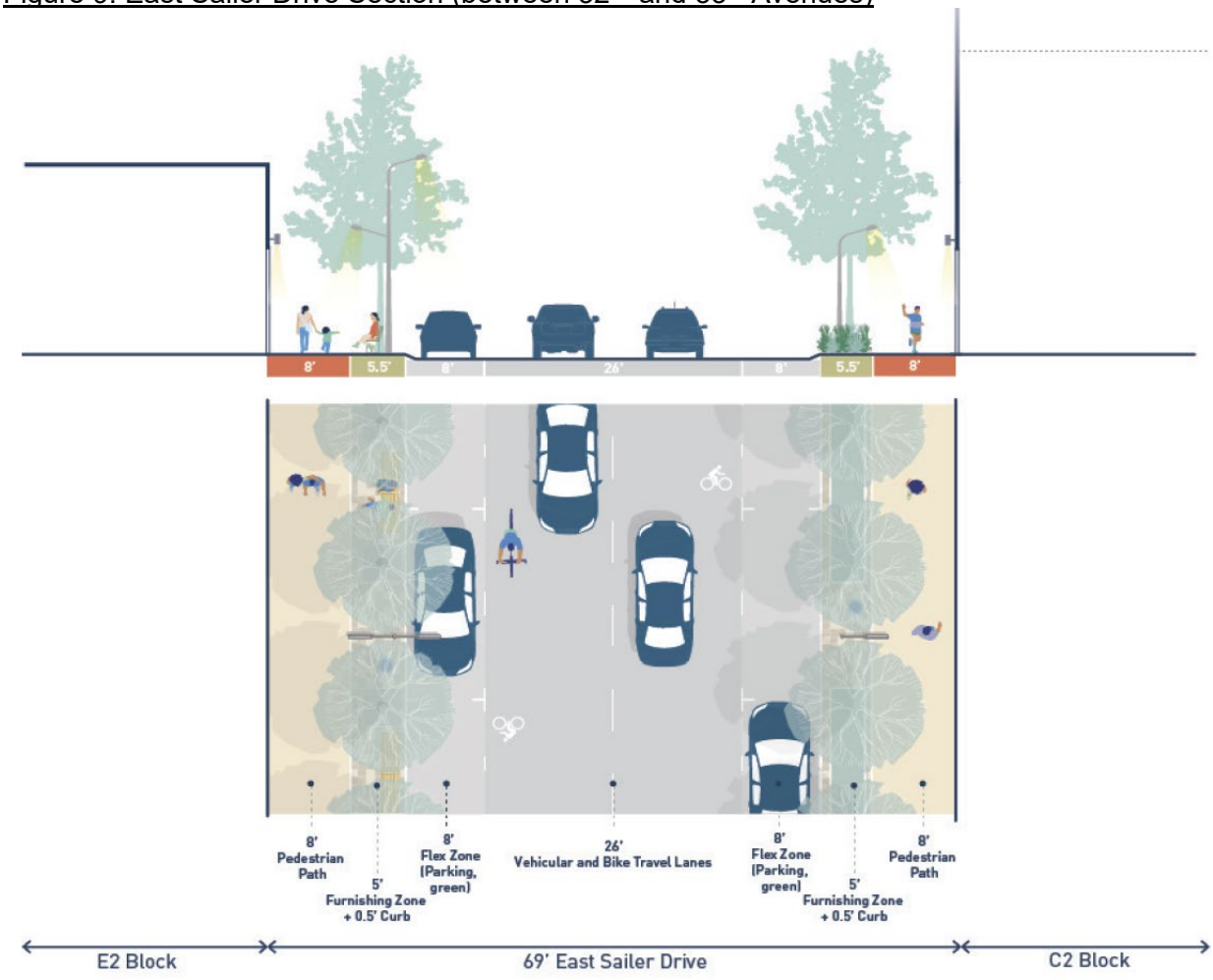
Bicycle Circulation: The Project will enhance bicycle connectivity by establishing new bike lanes and bike boulevards to help close existing gaps in the surrounding network (and to address the desire for improved bicycle access between the Hillsdale neighborhood to the west and the Caltrain Station to 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)*

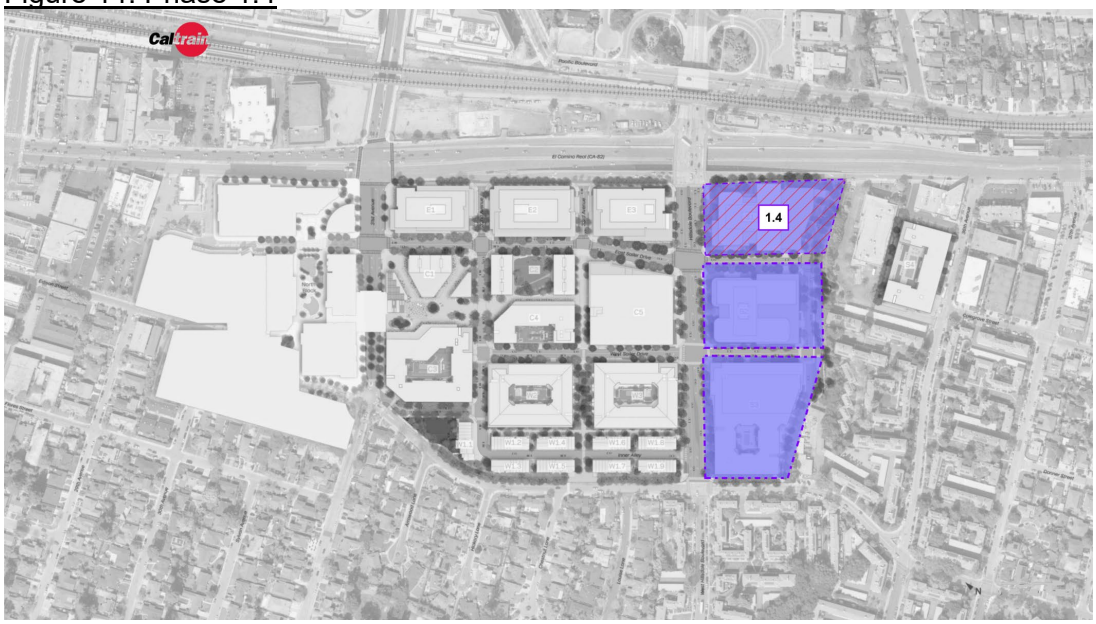
- **Phase 1.3: S2 –** Intersection improvements at Hillsdale Blvd. and East Sailer Dr. *(~4 months)*

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*

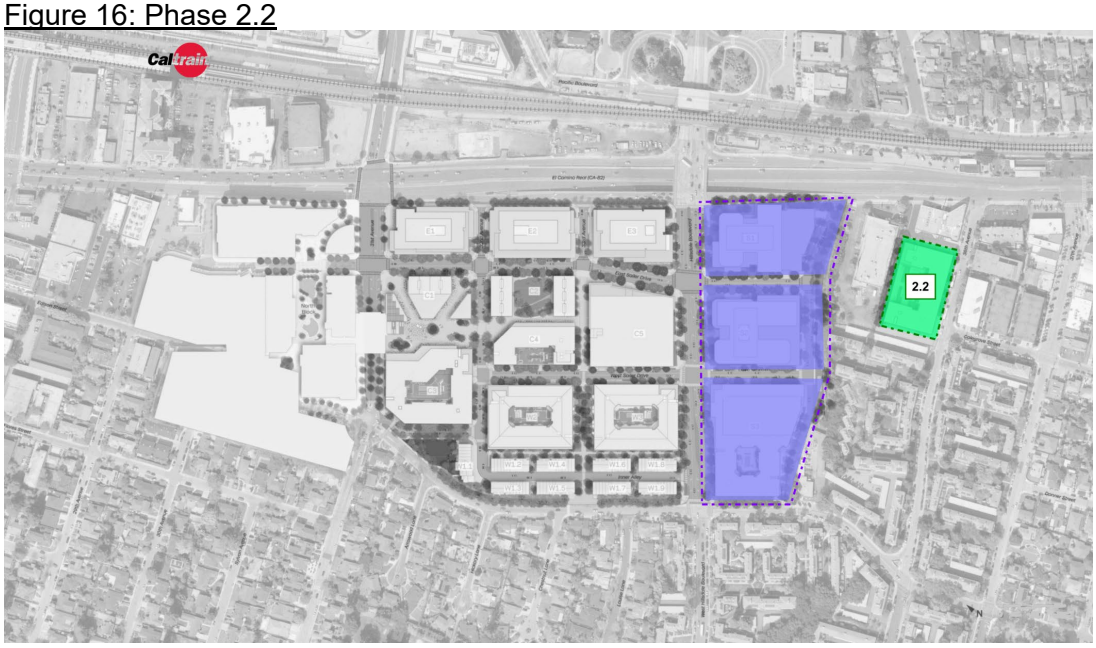
- **Phase 2.1: S4 –** Demolition of existing surface parking lot *(~1 month)*

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