

WILSON
MEANY
SULLIVAN

October 3, 2007

Ms. Darcy Forsell
Associate Planner
City of San Mateo
Department of Community Development / Planning Division
330 West 20th Avenue
San Mateo, CA 94403-1388

Re: Bay Meadows
SPAR Workshop Comments

Dear Darcy,

During the course of the four workshops we have had to date with the Planning Commission, Council and staff to discuss SPAR 1 we have had the benefit of much valuable observation, critique and commentary. In accordance with the purpose and purview of the Site Plan and Architectural Review ("SPAR") process much of this feedback has related to subjective, often aesthetic judgments and issues. Other issues which have been raised, however, fall outside of the domain of a SPAR review, and many are based on factual inaccuracies. The tangents these false statements generate are not only distracting and time consuming. By not definitively addressing them we are afraid that the conceptual underpinnings of prior approvals (that include the Corridor Plan, EIR, the Specific Plan and its Conditions of Approval, the Development Agreement, and the Design Guidelines) and the commitments made as a result of them are being forgotten. The purpose of this letter is to serve as a reminder of the commitments and the rationale behind them that relate to two specific areas, the overall project development program, and the nature and timing of the infrastructure improvements related to the Hillsdale train station.

False Assertion 1: "The size/density of the development has been decreased relative to the approved project."

Fact: The proposed development is within the range specified and approved in the Specific Plan and has not been decreased.

Discussion:

The Specific Plan (Overview, pages I-16 and I-17, and Development Framework Plan, page IV-9) states that the project shall include a range of development. That range is specified by both maximum and minimum values.

"The Phase II Specific Plan Amendment allows a general maximum of 1,250 residential units, 1,250,000 sf of office/ commercial space, and 150,000 sf of retail space. In recognition of changing market conditions over the course of the project's construction the Specific Plan Amendment also includes a formula for allowing a limited conversion of the permitted uses within the combined maximum program specified above. This formula allows for the conversion, at the developer's discretion, of a maximum of

250 units of housing to 250,000 sf of office/commercial, a ratio of 1 unit per 1,000 sf of office/commercial space. ... (SP p. IV-9)

In addition minimum program amounts within the Commercial and Residential categories are specified.

"A minimum of 1,000 residential units (corresponding to approximately 32 units/acre if applied to the Residential Parcel), and a minimum of 500,000 sf of office space must be provided at buildout... Consistent with the Corridor Plan, the average Net Density for residential development ranges from 25 to 50 units per acre, in order to ensure that the minimum densities necessary to promote the desired transit utilization levels will be achieved." (SP page IV-9)

Both the Corridor Plan and the Specific Plan specify that the retail space in the Plan should not exceed 150,000 sf, and are silent on the point of a minimum amount of retail space that should be provided. The Corridor Plan is explicit in stating that the retail space that is provided should be neighborhood serving (*"Retail uses in this area should only be neighborhood and commuter serving in nature, not those which may function as regional or city-wide destinations."* pp. 5-6) and convenience oriented (*"These uses should be, for the most part, convenience oriented, providing goods and services which residents and commuters alike could easily walk to and from."* page 5-8).

All of the project program requirements, including its minimums and maximums, as well as the amounts submitted in SPARs 1, 2 & 3, are summarized below:

Specific Plan Limits	<i>Commercial (sf)</i>	<i>Residential (Units)</i>	<i>Retail (sf)</i>
<i>Program Minimums</i>	500,000	1,000	None specified
<i>Base Program</i>	1,250,000	1,250	150,000
<i>Maximized Commercial</i>	1,500,000	1,000	150,000
<i>Maximized Residential</i>	1,000,000	1,500	150,000
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Total SPAR 1, 2 & 3 Submittal (excluding Block MU 1)			
<i>Total</i>	799,675	1,066	91,661
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Block MU 1 Potential (SPAR 4)			
<i>MU 1 (maximized residential)</i>	0	188	0
<i>MU 1 (maximized commercial)</i>	240,450	50	0
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Total Development including Block MU 1			
<i>Total (maximized residential)</i>	799,675	1,254	91,661
<i>Total (maximized commercial)</i>	1,040,125	1,116	91,661

The totals for the amount of development proposed in SPARs 1, 2 & 3 are themselves clearly within the ranges and minimums specified for the total project within the Specific Plan. The Total Development numbers at the bottom of the Table include the additional program that could be built on Block MU 1, the 3.76 acre site that has not been included in the three current applications. That Block includes the 1.0 acres to be dedicated to the City for its own BMR project (and for which we assume the maximum permitted density would be utilized, yielding 50 units on that parcel), as well a remaining 2.76 acres of land that could be developed for office/commercial or residential uses. At the maximum permitted FAR for

office/commercial this could yield an additional 240,450 sf or, if developed as residential (and using the minimum of 12 units per acre and maximum of 50 units per acre per Block required in the Specific Plan) a further 33 to 138 residential units.

In addition to the overall program ranges both the Corridor Plan (p 5-6) and the Specific Plan (p. IV-9) also mention the need for residential densities high enough to support the project's transit oriented goals. That minimum density is expressed as a range of from 25 to 50 residential units per net acre across the Bay Meadows site (referenced as the Hillsdale Station area in the Corridor Plan). It is worth noting that the Corridor Plan goals were established prior to the determination of the detailed height zones within the Bay Meadows Specific Plan area. These height limits were specified to ensure a variety of building heights were achieved within the overall 55' city-wide height limit, to reinforce urban design objectives, and to protect adjacent residential property from undue overlook from new development. The density goals were also set prior to the determination that approximately 60% of the Phase II site would be required to produce 'findings' for any buildings that exceed 45' in height. In recognition of these constraints the Specific Plan (page IV-18) states that the minimum net density on a Block shall be no less than 12 units per acre. Despite these significant constraints the average net residential density for all Blocks proposed to be developed as residential within SPARs 1, 2 and 3 is 27 units per net acre, and all Blocks, including STA 9 which is essentially mandated to include small lot single family detached residential, exceed the minimum density per Block requirement.

It is therefore clear that not only is the proposed project well within both the minimum and maximum ranges of required program on the site, but also provides that program in excess of density thresholds specified in both the Corridor Plan and the Specific Plan as being necessary to support the transit oriented goals of the new land use designation.

False Assertion 2: "The current approved Specific Plan and Design Guidelines are based on a Hillsdale Station relocated between 28th and 31st Avenues, and may not work if the station is in a different location."

Fact: Meeting the criteria specified in the Approval documents for Transit Oriented Development is not dependent upon a station relocated between 28th and 31st Avenues.

Discussion:

The public process for the development of Bay Meadows has been the longest and most deliberate, comprehensive and expensive in the City's history. That process determined, through two Citizen's Advisory Committees, a Corridor Plan, an EIR, a Specific Plan and Design Guidelines, that the Bay Meadows site should be built as a Transit Oriented Development or TOD, and also what criteria should be used to define TOD. Those criteria were most recently summarized in a presentation made by the authors of the Corridor Plan to the Planning Commission on September 5th, 2007.

"TOD is compact development within a half mile of transit that delivers:

- *Walkability and vibrancy*
- *Convenient, safe, reliable transit*
- *Limited automobile use (accommodate alternatives, TDM)*
- *Good connections*

- *Attractive public spaces*
- *Expanded mobility, stopping, and housing choices*
- *Financial return and value recapture*
- *Balance between place and node*
- *Function not formula"*

The Bay Meadows plan as embodied in the three SPAR applications submitted to date meets all of these important criteria, whether the existing or a new station location is assumed. The majority of the site is within a 5 minute walk of the existing train platform location and with the exception of a small area near the corner of Saratoga and 28th Avenue the entire site is within a 10 minute walk of it. Land uses and density allocations recognize and support TOD criteria, alternate station locations and also respect critical site conditions, such as the alignment of the tracks themselves. The interconnected street grid offers wide sidewalks with generous street tree planting and consistent activity and overlook from carefully designed adjacent buildings that afford direct access to any station location, including the recently renovated and expanded existing one. And the design of Delaware Street, and in particular the Town Square, ensures that they will act as the public foyer to the rail access, reinforcing its presence and use regardless of the ultimate station location.

The JPB/TA rail improvement process has seen a series of discussions in which the rail authorities have encouraged local jurisdictions to develop land use policy that would support existing infrastructure and potential future rail improvements. In support of these reciprocal interrelationships and as included in the EIR the Hillsdale Station has been significantly expanded during the course of the Corridor Plan and Bay Meadows entitlement processes. The platform has been lengthened approximately 400' to the north of its location when the CAC process began, bringing it well within the Bay Meadows site. In conjunction with the platform extension new handicap ramps have been added, and much improved access, parking and shuttle bus facilities have been added to its east side.

Numerous references in the Approval documents make clear the understanding on the part of both the Developer and the City that the timing, location or realization of further rail improvements, including a new station, are entirely beyond the control of both parties. These include references in the Development Agreement to the Trip Caps that limit development relative to the provision of new grade separated crossings of the rail (*Item 40, page 16*). In addition Section II.10 in the Design Guidelines (*page II-21*) explicitly addresses this issue. "...*However, the entire station area is outside the Phase II project boundary and scope. In addition the JPB is still planning and designing the future station. Because the station design or location could change, and in any event will be beyond the control of the Bay Meadows Phase II Development, the criteria listed in this section primarily include design elements that are encouraged but not required.*"

"Until the current station is moved, the guidelines for Delaware Street south of 31st Avenue (section IV.4.3) call for a pedestrian-oriented street that would connect to the existing Hillsdale station via an existing ramp and a stair located near the south end of Block STA 5 (see Figure II-70)."

The unspecified timing of further rail improvements has therefore emphasized the need to design the entire Framework Plan in general and SPAR 1 in particular with the flexibility to work with any feasible train station location, over an indefinite period of time. The plan accomplishes that goal, supporting and encouraging pedestrian use regardless of platform locations. The assertion that the planned Bay Meadows development, with direct access to an existing train station, is not a Transit Oriented Development because of the potential for

an extension of the station platform a further 300', to the north side of 31st Avenue, is not logical or defensible.

False Assertion 3: "The integrity of the Plan is dependent upon certainty about the existence/ location/timing of the grade separations."

Fact:

The indefinite location and timing of the grade separations was considered in the EIR, the Specific Plan and Design Guidelines and is reflected in the Development Agreement and Conditions of Approval as increments of development tied to grade separation implementation.

Discussion:

The construction of grade separations is tied to the construction of rail improvements. The performance of the rail station as a focal point and important public destination for the Bay Meadows TOD however is unrelated to the existence of the grade separations. The project's street system has been designed to serve all project areas and afford all Blocks with multiple means of access from existing adjacent streets, including Saratoga, the Franklin Avenue Extension, Delaware, and Pacific. While the grade separations allow additional connections of this street pattern to the adjacent public network, increasing the alternative routes for congested adjacent streets, they are not required to create a fully functioning street network within the project area.

The uncertainty over the timing of potential grade crossings and the significance they have in limiting development on the site was addressed in the Specific Plan approval process, explicitly through the inclusion of vehicular trip caps that correlate directly to the timing of the grade separations. (See Conditions of Approval Item 40, page 16)

*A. *Pre-Grade Separations: No building permit shall be issued which would individually or cumulatively permit an amount of development that would generate traffic in excess of 1,562 trips unless and until the Peninsula Corridor Joint Powers Board has commenced construction of grade separated crossings at either or both of 28th and 31st Avenues. *Mitigation Measure Traffic - BM18*

This trip cap was fully informed by the traffic modeling that was done both during the EIR and Specific Plan phases of approvals. As certified in the EIR, it is a number that limits development on the site prior to the grade separations at levels corresponding to the traffic generated by the existing land use on the Bay Meadows site. The inclusion of this Condition not only acknowledges development prior to the grade separations, but additionally makes clear that the control of development is one related to implementation through the issuance of Building Permits, not a design control through the SPAR process.

False Assertion 4: "The location of the potential JPB parking garage was fixed during the Specific Plan and Design Guidelines processes and should not be moved."

Fact: The Project Approvals state that the location of the garage has not been determined.


Discussion:

No location for the JPB garage has been specified in any of the Approval documents. Condition 54 in the Specific Plan's Conditions of Approval states: "*If requested by the Peninsula Corridor Joint Powers Board, the owner shall make available for sale or lease sufficient property adjacent to the proposed Hillside train station to the Joint Powers Board at fair market value, so that the Joint Powers Board may construct an approximately 500-space parking structure there.*"

The potential location of the garage has moved in conjunction with various station configuration, access and location scenarios developed by the City and the JPB. These have included a site north of 28th Avenue in conjunction with a major parking structure and intermodal transit station concept proposed on the west side of the tracks at 28th Avenue, a central location as shown on the illustrative plans in the Specific Plan and Design Guidelines, and the current location on STA Block 5 in conjunction with SPAR 1 that best responds to the possibility that the existing station could remain, or that a new station could be built to the north extending as far as 28th Avenue. This locational variability is specifically addressed in the Design Guidelines section II.10 Train Station Access: "*...that garage will be located within the STA Blocks. An illustrative location is shown in this document; however the final location has not been determined.*"

As these notes make clear the issues related to the program, the train station and the grade separations have been exhaustively analyzed, reviewed and ultimately approved by the City Council, and we see nothing in any of them that should in any way impede the expeditious review of our SPAR application(s) that our Development Agreement requires. Please let us know if you would like to have further discussion on these matters.

Sincerely,



Keith Orlesky
Wilson Meany Sullivan

Cc: Chris Meany
Janice Thacher
Amy Forbes