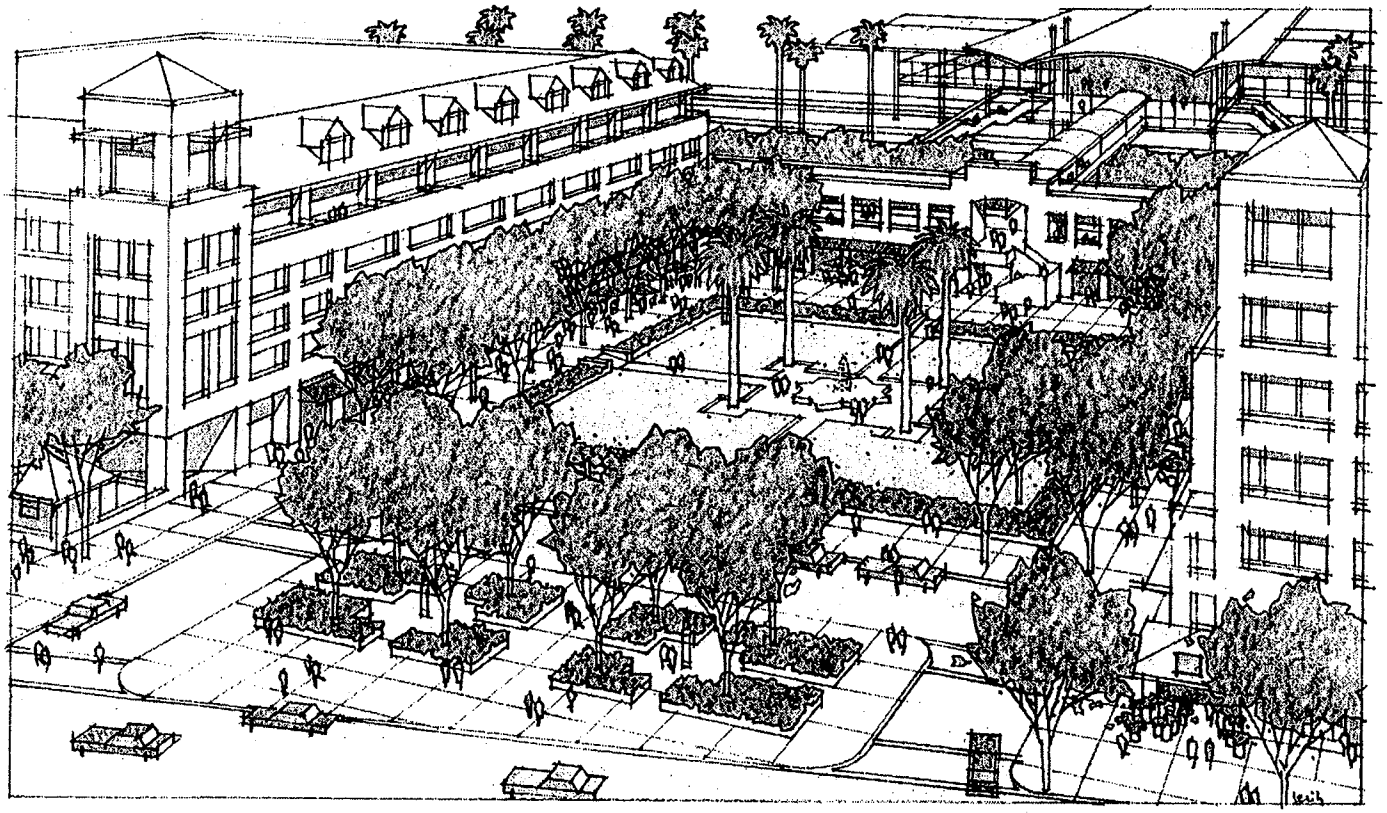
EXHIBIT A

Millbrae Station Area

SPECIFIC PLAN



• *City of Millbrae* •

Adopted November 24, 1998

RESOLUTION 02-44

CITY COUNCIL, CITY OF MILLBRAE
COUNTY OF SAN MATEO
STATE OF CALIFORNIA

* * *

ADOPTING A FINDING OF GENERAL PLAN CONSISTENCY PURSUANT TO SECTION 65451 ET SEQ. OF THE CALIFORNIA GOVERNMENT CODE AND AMENDING THE MILLBRAE STATION AREA SPECIFIC PLAN ("MSASP")

WHEREAS, the City Council of the City of Millbrae has approved and adopted the 1998 Millbrae General Plan pursuant to Resolution No. 98-101 enacted on November 24, 1998; and

WHEREAS, consistent with the 1998 Millbrae General Plan, the City of Millbrae desires to maintain a specific plan that complies with the mandatory requirements of California Government Code Section 65451 et seq.; and

WHEREAS, in 1997 the City Council of the City of Millbrae initiated the preparation of the MSASP pursuant to California Government Code Section 65451 et seq.; and

WHEREAS, the City of Millbrae, in accordance with the requirements of the California Environmental Quality Act (California Public Resources Code Section 21000 et seq.) (CEQA), certified an Environmental Impact Report which analyzes the impacts of the MSASP (SCH #98041091) on November 24, 1998; and

WHEREAS, the City Council of the City of Millbrae on November 24, 1998, adopted the MSASP pursuant to Resolution No. 98-102; and

WHEREAS, the City of Millbrae desires to amend the MSASP to clarify the maximum building height provision which amendment is attached hereto as Attachment A; and

WHEREAS, the Millbrae Planning Commission held a duly noticed public hearing on the proposed amendments to the MSASP and recommended the proposed amendments of the MSASP to the City Council for adoption on April 1, 2002; and

WHEREAS, the City of Millbrae finds that in accordance with California Government Code Section 65451 et seq. the proposed amendments to the MSASP are consistent with the Millbrae General Plan; and

WHEREAS, the adoption of the proposed amendments to the MSASP is exempt pursuant to Section 15061 (b)(3) of the California Environmental Quality Act.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Millbrae hereby finds that the amendments of the MSASP contained in Attachment A are consistent with the 1998 Millbrae General Plan; and

BE IT FURTHER RESOLVED that the City Council of the City of Millbrae hereby adopts the amendments to the MSASP contained in Attachment A.

PASSED AND ADOPTED at the meeting held on the 23rd day of April, 2002, by the following vote:

AYES: Hershman, Larson, Holober, Quigg and Gottschalk

NOES: None

ABSENT: None

MAYOR

ATTEST:

CITY CLERK

ATTACHMENT A: Amendments to the Millbrae Station Area Specific Plan dated April 23, 2002.

ATTACHMENT A

THE MILLBRAE STATION AREA SPECIFIC PLAN (MSASP) IS AMENDED AS FOLLOWS:

1. Page 86 of MSASP, first bullet point is deleted.

2. Page 86 of MSASP, add new first bullet point to read:

   "Along the Broadway frontage of Site 2, development shall step down in height to no more than 30 feet at the 10 foot setback line to maintain the residential character of the adjacent single-family neighborhood. The maximum building height of 55 feet may be utilized on the eastern portion of Site 2 beginning along a line 40 feet east of and parallel to Broadway. In the case of podium-type development where the podium is proposed to be constructed at grade level with Broadway and extended at that level toward El Camino Real, the maximum building height shall be measured from the top of the podium surface. Where a podium is constructed at other than grade level with Broadway, the difference between the average elevation of the podium and the average elevation of Broadway, as measured at the 10 foot setback line, shall either:

   1) reduce the maximum building height allowed by the amount that average podium elevation exceeds average street frontage elevation; or

   2) increase the maximum building height allowed by the amount that average street frontage elevation exceeds average podium elevation."

3. Addendum dated November 24, 1998 to page 86, first bullet point is deleted.

4. Page 86 of MSASP, second bullet point, is deleted.

5. Page 86 of the MSASP, add new second bullet point to read:

   "Along the Broadway frontage of Site 3, development shall step down in height to 45 feet at the 10 foot setback line to provide a transition to the adjacent multi-family neighborhood. The maximum building height of 55 feet may be utilized on the eastern portion of Site 3 beginning along a line 40 feet east of and parallel to Broadway. In the case of podium-type development where the podium is proposed to be constructed at grade level with Broadway and extended at that level towards El Camino Real, the maximum building height shall be measured from the top of the podium surface. Where a podium is constructed at other than grade level with Broadway, the difference between the average elevation of the podium and the average elevation of Broadway, as measured at the 10 foot setback line, shall either:

   1) reduce the maximum building height allowed by the amount that average podium elevation exceeds average street frontage elevation; or

2) increase the maximum building height allowed by the amount that average street frontage elevation exceeds average podium elevation."

6. Page 86 of the MSASP, first paragraph, "Maximum Height" provisions, is deleted.

7. Page 86 of the MSASP, first paragraph, "Maximum Height" provisions, is amended to read:

   "The maximum height of development within the El Camino Real corridor shall be 55 feet, with the following exceptions:"

   "A maximum height of 75 feet will be permitted on the Kings's Bowl property, if that property is developed for a flagship hotel of up to 500 rooms (Policy LU-1.3). This height shall be subject to the massing guidelines described below:"

8. References to number of "floors" or "stories", when used in conjunction with "feet" in setting a maximum height limit shall be deleted from pages 83, 86, 90, 91 and 93 of the MSASP.

9. Page 83 of the MSASP, "Maximum Height" provision is deleted.

10. Page 83 of the MSASP, add a new "Maximum Height" provision, to read:

    "The maximum height of development on this site is 75 feet above the Station Square elevation. For purposes of this Specific Plan, height is measured from the average elevation as determined from the four corners of the site. In the case of podium-type development where the podium is proposed to be constructed at grade level with El Camino Real and extended at that level towards California Drive, the maximum building height shall be measured from the top of the podium surface. Where a podium is constructed at other than grade level with El Camino Real, the difference between the average elevation of the podium and the average elevation of El Camino Real, as measured at the setback line, shall either:

    1) reduce the maximum building height allowed by the amount that average podium elevation exceeds average street frontage elevation; or

    2) increase the maximum building height allowed by the amount that average street frontage elevation exceeds average podium elevation."

ADDENDUM TO THE MILLBRAE STATION AREA ENVIRONMENTAL IMPACT REPORT (EIR) AND SPECIFIC PLAN

Noted at November 2, 1998 Planning Commission Meeting
and Adopted by The City Council on November 28, 1998
(Bold Language Indicates Changes)

EIR

1. Response to Comments on Draft EIR, dated November 2, 1998. Response to Letter G: DKS October 22, 1998 Memo, Page 2 of 3, Summary Findings table:

Case	AM LOS	Delay (Sec.)	PM LOS	Delay (Sec.)
Millbrae .El Camino Real W/O Garage	E	~~43.6~~ **43.0**	D	~~35.4~~ **34.0**
Millbrae .El Camino Real W/Garage	E **D**	~~40.3~~ **39.7**	D	~~33.6~~ 32.2

2. Draft EIR, dated August 14, 1998. Page 1.2: Intended Uses of the EIR
~~Master EIR~~ **Program EIR**

~~The Millbrae Station Area Specific Plan EIR will serve as a Master EIR under Section 15175 of the CEQA Guidelines.~~

~~A Master EIR is intended to streamline the later environmental review of projects or approvals analyzed within the Master EIR. Accordingly, "the Master EIR shall, to the greatest extent feasible, evaluate the cumulative impacts, growth-inducing impacts, and irreversible significant effects on the environment or subsequent projects" that are within the scope of the Master EIR.~~

~~Furthermore, in accordance with Section 21157.1 of the Public Resources Code, it is intended that the Master EIR of the Specific Plan will allow for the limited review of subsequent plan area projects that were described in the Master EIR as being within the scope of the plan. If the City, based on an Initial Study, determines that a proposed subsequent project will have no additional significant effect on the environment that was not identified in the Master EIR, then the City shall make a written finding based on the Initial Study that the subsequent project is within the scope of the project covered by the Master EIR. No new environmental documentation or findings shall be required in this case.~~

The Millbrae Station Area Specific Plan EIR will serve as a Program EIR under Section 15168 of the CEQA Guidelines. As set forth in CEQA, a program EIR is useful in documenting the environmental implications of community general plans, redevelopment plans and other "programs" which involve a series of interrelated actions taken by a governmental authority that can be characterized as one project.

As set forth under CEQA, the scope of this program EIR is limited to description of those specific plan related impacts and mitigation measures that can be identified at this time. When development proposals are submitted to the City, each will be required to complete their own project-specific environmental review (i.e., a determination by the City that either: (I) the action is fully covered within the scope of this program EIR; (2) the action is exempt from CEQA under section 15062 of the CEQA Guidelines; (3) preparation of a mitigated negative declaration is required (under section 15070 of the CEQA Guidelines); or (4) preparation of a focused EIR limited to site-specific issues is warranted (under section 15063 of CEQA Guidelines).

PLAN

1. Page vi, Executive Summary, last paragraph:
"... demonstrates the City's **and the Redevelopment Agency's** commitment ...."

2. Page 4, Relationship to the California Environmental Quality Act:
"A ~~Master~~ **Program** Environmental Impact Report, pursuant ...."
"The Millbrae Station Area Specific Plan ~~Master~~ **Program** EIR assesses ...."
"... were not analyzed in the ~~Master~~ **Program** EIR and ...."

3. Page 4, Background Reports, last paragraph:
"... DKS Associates memorandum dated October 22, 1998."

4. Page 27, Policy LU-1.9, second bullet point:
"...June 1998), **and other current assumptions and data as required by the Public Works and Community Development Directors** which demonstrate that ~~an acceptable~~ **the adopted** LOS will be ...."

5. Page 27, Policy LU-1.9, last paragraph:
"... for proposals **whose impacts** were not considered ...."

6. Page 45, Policy CIRC-3.1, closing note:
"*[Note to reader: It would be ideal for the ~~Draft~~ Specific Plan to....]*"

7. Page 79, Policy CD-1.7, to end of policy statement:
"... incorporate provision for public art. **Public art shall be selected and placed through a public selection process to be determined in the future.**"

8. Page 80, Objective CD-2, top of middle column:
"Signs **mounted on buildings** should not be placed more than 25 feet above grade."

9. Page 86, Maximum Height, first bullet point:
"Along Broadway north of Chadbourne Avenue, development shall step down in height **from 55 feet or four stories above Broadway on the east side of Parcel Two, to** 30 feet or two floors ...."

10. Page 93, Conditional Uses, top paragraph:
"... provided at no **net** cost to the City."

11. Page 97, Financial Feasibility, last sentence:
"...City and Redevelopment Agency may be required to provide up-front costs of study, analysis ~~and~~, design **and construction of capital improvements** prior to ...."

12. Page 99, Objective IMP-2, end of first paragraph:
"...utility service systems, ~~it is assumed that~~ **Plan** capital improvements will be ~~phased along with development~~ **required to be implemented** as follows:"

13. Page 99, Preliminary Phase, first paragraph:
"Improvements to mitigate BART traffic at the Millbrae Avenue/El Camino Real intersection **excluding the free right turn improvement to El Camino Real north bound from Millbrae Avenue westbound** (see Policy IMP-2.2)."

14. Page 100, under *Improvements ... Site 5*:
Add "• **Replacement Parking**"

15. Page 101, in Policy IMP-2.3 statement:
"In the early phases of development, ~~consider the~~ **consideration of** use of available **Redevelopment Agency** tax increment funds ...."

Millbrae Station Area

SPECIFIC PLAN

• *City of Millbrae* •
Adopted November 24, 1998

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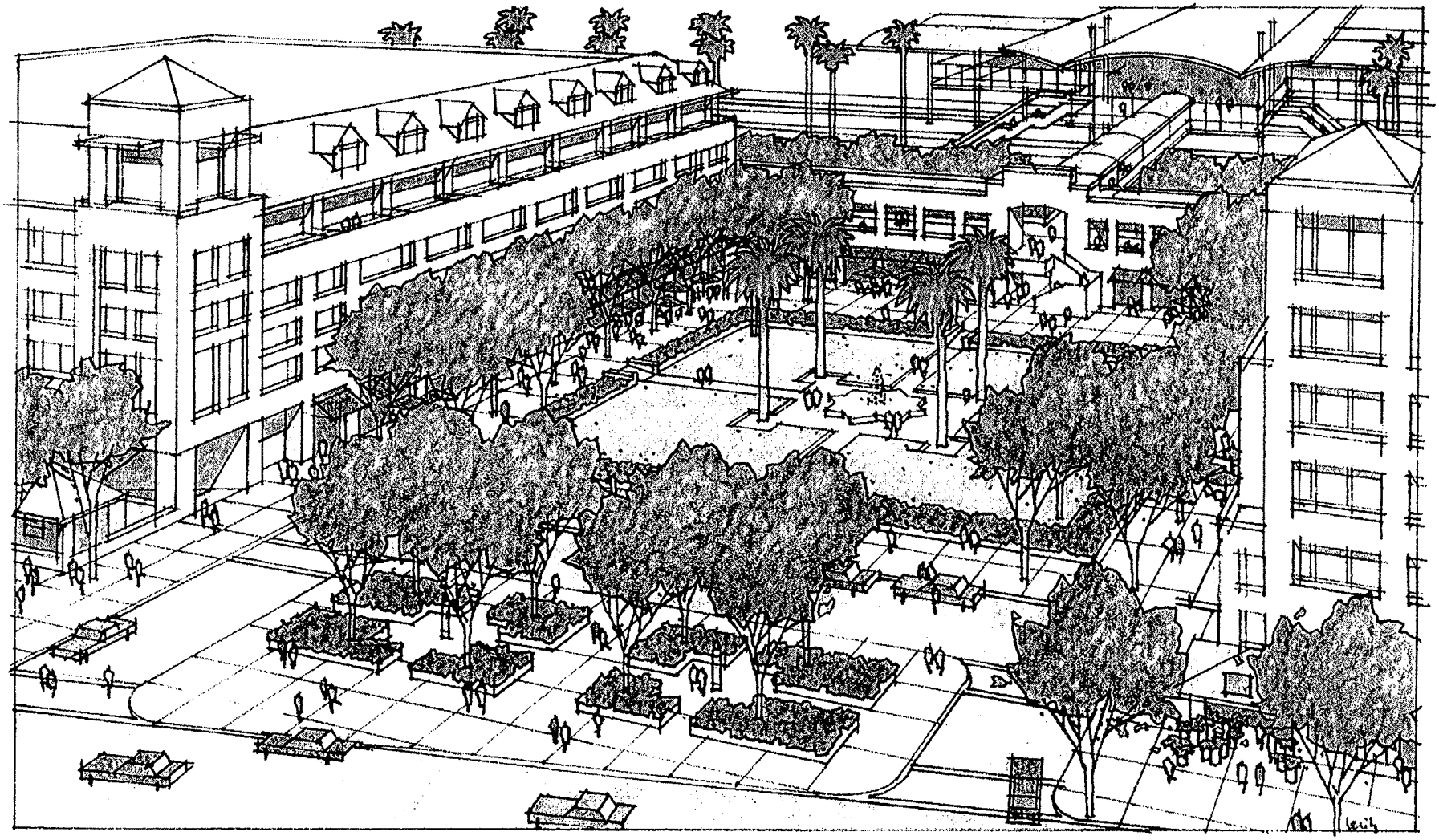


Bird's-eye view of Proposed Station Square.

EXECUTIVE SUMMARY

The advent of the twenty-first century brings exciting new challenges and opportunities to the city of Millbrae. The planned completion of BART's rail extension to San Francisco International Airport and to the city of Millbrae will result in the creation of the region's most intensive intermodal transportation center. Caltrain passengers will be able to make a convenient cross-platform transfer to BART at the Millbrae station, and will be within a close walking distance of SamTrans buses as well as shuttles and paratransit service.

In recognition of this opportunity, the City of Millbrae over the past five years has undertaken a highly public planning process to shape the future of the properties immediately surrounding the new station. The City's goals for the project area are aimed at promoting revitalization of this deteriorating and underutilized part of the community and transforming it into a vital mixed-use district that creates an appropriate gateway to the city, promotes economic development and fiscal benefits to the community, and provides a complementary relationship with adjacent neighborhoods and the downtown. The redevelopment of the Millbrae station area also addresses regional goals and objectives for the reinforcement of transit with a pattern of development that promotes pedestrian access and the use of alternative modes of travel instead of single-occupancy vehicles.

The Millbrae Station Area Specific Plan is a culmination of this extended planning process. The Specific Plan establishes policies that guide the location, intensity and character of land uses; the circulation pattern and necessary infrastructure improvements to support development; the organization and design of the area; and the implementing actions required to realize the plan's recommendations. More specifically, the plan provides for:

- The intensification of land uses immediately surrounding the new intermodal station with a mixture of office, hotel, retail and residential uses.

- Enhancement of the station area through the creation of "Station Square," a 1.2-acre civic open space immediately west of the station that will become an important gathering place for residents as well as a venue for retail shops, cafes, and other public-oriented activities.

- Improvement of the El Camino Real corridor as a well-landscaped urban boulevard, lined with frontage roads that provide an attractive edge for commercial mixed-use development and a suitable pedestrian environment with linkages to the downtown core.

- The visual enhancement of Millbrae Avenue as the principal gateway to the community, with significant landscaping along development frontages and the railway overcrossing.

- A comprehensive program of roadway improvements to provide proper capacity for station area automobile traffic at key intersections.

- The concentration of office development on the east side of the rail corridor and on the properties immediately west of the new station, to promote employment uses that can complement the downtown and maintain acceptable levels of traffic ser-

vice at the congested Millbrae Avenue and El Camino Real intersection.

- The creation of new multi-family residential development along the El Camino Real corridor, where it can benefit from high levels of transit and proximity to employment and retail activities.

- Development of up to three "flagship" hotel sites (i.e., a full-service hotel with conferencing facilities and food service, preferably a major operator or "flag") within the project area that can contribute to the diversity of activity in the community.

- The ultimate redevelopment of surface parking lots planned as part of the Millbrae BART station with mixed-use development and replacement of the surface parking with parking garages, which could be located east and/or west of the station facility.

- The extension of California Drive north from Linden to Victoria Avenue, to provide additional vehicular access and a bus loading area to the western front of the intermodal station and to reduce dependency on the already congested intersection of Millbrae Avenue and El Camino Real.

- The extension of Adrian Road to the south entry of the Millbrae station, to provide additional access/egress options and to relieve the intersection of Millbrae Avenue and Rollins Road.

- The phased improvement of utilities and infrastructure to support new development within the planning area, including the City's sewage treatment plant (water pollution control plant).

- The financing mechanisms to facilitate the phased implementation of capital improvements.

The Millbrae Station Area Specific Plan demonstrates the City's commitment to the creation of a transit-oriented district that builds on the unique quality of life enjoyed by Millbrae residents, reinforcing the significant public investment being made in transit. Instead of being a single-purpose transportation facility, the Millbrae station will be a vital part of the city itself, providing a gateway to the larger community and a vibrant activity center with a mixture of uses that enhances the viability of transit and the attractiveness of Millbrae as a community in which to live and work.

The planning area is located in one of the oldest parts of the City, immediately west of San Francisco International Airport.

INTRODUCTION

Project Background

In January of 2002, the San Francisco Bay Area Rapid Transit District (BART) will complete the extension of its passenger service to San Francisco International Airport (SFIA) and to a cross-platform transfer with Caltrain in the city of Millbrae. In so doing, the Millbrae station will become one of the most significant transit hubs in Northern California. Located one stop south of the airport, just north of Millbrae Avenue in the existing Peninsula Corridor Joint Powers Board rail right-of-way, the station will be a major transfer point for the BART system, Caltrain commuter service, SamTrans regional bus service, and private shuttle providers serving employment and hotel activities in northern San Mateo County. Rather than a single-purpose transportation facility, the Millbrae station is envisioned as a vital part of the city itself, providing a gateway to the larger community and a vibrant activity center with a mixture of uses that reinforces the viability of transit and the attractiveness of Millbrae as a community in which to live and work.

For over 25 years, there have been numerous studies and discussions regarding extension of the BART system. In 1987, San Mateo County voters approved Measure K, which provided for the use of SamTrans funds for a BART extension from Colma to the San Francisco Airport. Several alternatives for the extension were studied, including an alternative that provided for a terminal station at Millbrae Avenue (Alternative VI). Since 1994, the City of Millbrae has been working with BART to develop a plan for the station that would contribute to broader revitalization objectives for this strategic gateway to the city and knit the station into the fabric of the community.

Millbrae Avenue Station Area Concept Plan (1995)

In the summer of 1994, the City of Millbrae initiated an effort to develop a conceptual plan for the Millbrae station area that would address city planning and economic goals as well as provide a context and framework for the siting of a BART that which would be of long-term benefit to the city. The station area is generally bounded by U.S. 101 on the east, Broadway on the west, Victoria Avenue and the Highline Canal on the north, and Murchison Drive and the El Portal Canal on the south. The Millbrae Avenue Station Area Concept Plan, prepared in March 1995, articulated the City's goals and described the location and character of development around the proposed Millbrae station. The Concept Plan was formally approved by the City Council and submitted to BART as part of the City's comments on the Draft EIR/EIS for the airport extension.

The goals for the Millbrae station area set forth in the 1995 Concept Plan called for revitalization of the area around the proposed Millbrae station with a mix of new uses that would generate a net fiscal benefit to the City within 10 years; enhance the overall image and identity of this important gateway to Millbrae; develop linkages between the station area and the downtown; and provide traffic and circulation improvements that would ensure no significant deterioration of existing traffic service levels.

Many of the recommendations of the Concept Plan are in the process of being

implemented. For instance, the layout of the BART station has been largely influenced by the Concept Plan's recommendation for the parking garage to be sited along the Highline Canal, away from Millbrae Avenue, and for surface parking lots to be available for joint development. The Concept Plan's recommendation that the U.S. 101 interchange be upgraded to allow for increased capacity and improved circulation is also being implemented by the City of Millbrae with funding commitments by BART and SFIA.

Other recommendations of the Concept Plan that form the basis for this Specific Plan include the following:

Land Use and Development. The Concept Plan establishes the vision of a mixed-use, transit-oriented district that weaves the Millbrae station into the city fabric, complements the city's downtown, and creates an attractive gateway to the city.

West Station Entry and Pedestrian Access. The Concept Plan calls for the west side of the station to be developed as the "front door" to the community, and for an east-west pedestrian axis to be provided through the station concourse with open space on both sides of the station building.

Extension of California Drive. One of the key recommendations for the local circulation system is the extension of California Drive north to Victoria/El Camino Real in order to increase access to the west side of the station, provide a staging area for buses, and relieve congestion at the Millbrae Avenue and El Camino Real intersection.

South Station Exit. In addition to the extension of California Drive, the Concept Plan calls for a two-way roadway connecting the station area with Adrian Road, in order to provide multiple access points to the station and to relieve congestion at Millbrae and Rollins avenues.

West Side Garage. The Concept Plan recommends that consideration be given to locating a component of the BART parking program (up to 800 spaces) immediately west of the station in order to intercept vehicular trips originating from the west before they enter the congested El Camino/Millbrae Avenue intersection.

Planning Process

The Concept Plan involved a nine-month planning process in 1994 and 1995, during which time several public workshops were hosted by a community-based BART station committee as well as the Planning Commission and City Council.

In the fall of 1997, the City initiated preparation of a Specific Plan and EIR for the Millbrae station area. This planning process involved building on and refining the concepts developed in the Concept Plan effort. A workshop to kick off the Specific Plan was held in October 1997, and a second public workshop convened in March 1998 to describe and receive input on the station area alternatives. These meetings were broadly noticed (a postcard was sent to every address in Millbrae), and as a result had excellent attendance, with several hundred people participating in each. In addition to the public workshops, study sessions were held with key stakeholders, including property owners, transit providers, City Councilmembers, Planning Commissioners and City staff, to identify issues, review concepts, and suggest areas for refinement and modification.

Purpose and Intent of the Specific Plan

The Millbrae Station Area Specific Plan has been developed to more specifically define the physical development plan and implementing procedures necessary to provide for the orderly redevelopment and revitalization of the planning area. The entire planning area

is within the City's Redevelopment Area, and the plan is consistent with the Redevelopment Plan. The Specific Plan is also consistent with and implements the Millbrae General Plan, the principal tool directing growth and development within the city of Millbrae. This planning area is designated as the "Millbrae Station Area Specific Plan" in the General Plan.

By State law, specific plans must be compatible with the goals and policies of a city's general plan. The goals of the Millbrae General Plan that are applicable to this project are:

> ***Land Use Goal LU4: Support Economic Development, and Revitalize and Enhance Commercial Areas.*** *Support economic development activities to strengthen the City's ability to finance City services and pay for needed construction and maintenance of public improvements, offer local employment opportunities for Millbrae residents, thereby reducing inter-city commuting, assure the availability and diversity of resident-serving goods and services, and allow for specialized commercial uses, such as automobile service stations and day care facilities. Assure the sustainability of the long-term quality of life in Millbrae by integrating the health of the local economy with environmental integrity and human well being when considering future projects.*
>
> *Improve and enhance the appearance, functionality, and economic vitality of the commercial districts on Broadway, El Camino Real, and Millbrae Avenue, creating; (1) a high-quality, pedestrian-oriented mixed-use district along Broadway; and (2) attractive, auto-oriented commercial districts along El Camino Real and Millbrae Avenue. Encourage a varied mix of business types, and provide incentives through the Redevelopment Agency to stimulate private investment and undertake aesthetic and functional improvements.*
>
> ***Circulation Goal C2: Participate in Regional Transportation Planning Initiatives.*** *Coordinate with neighboring jurisdictions and other public and regional agencies in the provision of adequate circulation, and the development of balanced housing and employment opportunities to reduce trips in and out of the region and reduce single passenger trips.*
>
> ***Circulation Goal C4: Support Transit, TSM, Bicycle and Pedestrian Circulation.*** *Support the provision of public transit services and alternative programs such as BART/Caltrain, SamTrans, and Transportation Systems Management (TSM) to provide a viable alternative to single occupant automobile travel, and develop and maintain a comprehensive pedestrian and bicycle circulation network and trails system which connects employment centers, open space, activity areas and recreation areas, and provides linkages to regional trails and open space.*

A statement of the relationship between the Millbrae General Plan and the Millbrae Station Area Specific Plan appears in the Appendix.

The authority for specific plans is set forth under California law (Government Code Section 65451 et. seq.) to provide a greater level of specificity in planning a site of special interest or value to a community. The specific plan process provides the opportunity to plan for a site comprehensively as well as on the basis of more specific information than possible in a general plan or zoning ordinance.

As required under California law, a specific plan must contain:

> *(a) ...a text and diagram or diagrams*

which specify all of the following in detail:

(1) The distribution, location and extent of uses of the land, including open space within the area covered by the plan.

(2) The proposed distribution, location and extent and intensity of major components of public and private transportation, sewerage, water, drainage, solid waste disposal, energy and other essential facilities proposed to be located within the area covered by the plan and needed to support the land uses described in the plan.

(3) Standards and criteria by which development will proceed and standards for the conservation, development and utilization of land resources, where applicable.

(4) A program of implementation measures including regulations, programs, public works projects and financing measures necessary to carry out paragraphs 1, 2 and 3 above.

(b) ...a statement of the relationship of the specific plan with the general plan.

The Millbrae Station Area Specific Plan has been organized into the following elements: Land Use, Circulation, Community Design, Utilities and Public Facilities, and Implementation. Each plan element includes background information, a description of the plan concept, and proposed objectives and policies.

Relationship to the California Environmental Quality Act

A Master Environmental Impact Report, pursuant to the requirements of CEQA, has been prepared analyzing the potential impacts of this Specific Plan and identifying appropriate mitigation measures as policies and features of the plan. The Specific Plan and the EIR were prepared in close coordination with one another; mitigation measures have been incorporated into the Specific Plan.

The Millbrae Station Area Specific Plan Master EIR assesses the implications of the maximum development potential of this plan. For each development proposal, the City will prepare an Initial Study to analyze whether the subsequent project will have any potentially new or additional significant effects on the environment that were not analyzed in the Master EIR and to determine that no new or additional mitigation measures or alternatives may be required. If there is substantial evidence there are any new or additional separate effects or mitigation measures, then a mitigated negative declaration, focused EIR or EIR will be prepared. In addition to CEQA review, plan policies require that a site-specific traffic study be prepared for each new development proposal.

Background Reports

This Specific Plan is based on data collected in a series of background reports and technical memoranda, including:

- *Existing Conditions Report,* ROMA Design Group and Associated Consultants, February 1998.
- *Transportation Technical Memorandum,* Wilbur Smith Associates, June 1998, and subsequent memoranda dated July 31, 1998; October 13, 1998; October 16, 1998; October 21, 1998; and DKS Associates memorandum dated October 21, 1998.

- *Roadway and Utilities Infrastructure Report,* Brian Kangas Foulk, June 1998, and subsequent updates.

- *Composite Plan—California Drive Alignment,* Brian Kangas Foulk, September 1998.

- *Technical Memorandum: Fiscal Review,* Sedway Associates, June 1998.

- *Technical Memorandum: Plan Feasibility,* Sedway Associates, June 1998.

- *Technical Memorandum: Financing Plan,* Sedway Associates, June 1998.

- *Millbrae Station Area Specific Plan: Final EIR,* adopted November 24, 1998.

Downtown Millbrae along Broadway is within walking distance of the Station Area.

THE SITE AND ITS CONTEXT

Regional and City Context

Millbrae is located in the northern portion of the San Francisco peninsula, 15 miles south of San Francisco and immediately west of the San Francisco International Airport. The city occupies approximately 3.25 square miles of northern San Mateo County, and is bordered by the city of San Bruno on the north, the city of Burlingame on the south, San Francisco watershed lands on the west, and the San Francisco International Airport on the east (Figure 1).

Millbrae is a suburban residential community with a population of approximately 22,000. The community is primarily composed of single-family neighborhoods developed over the east-facing slopes of the Coast Range, with commercial and industrial uses located primarily along El Camino Real and the Highway 101 corridor. Millbrae has a well-defined downtown retail district that is focused along Broadway, generally between Victoria and Meadow Glen avenues. As is the case along much of the peninsula, service-oriented general commercial uses are primarily focused along El Camino Real, except in the downtown area, which maintains retail uses that are more pedestrian oriented in scale and character. Higher density residential uses are generally located around the downtown; along Richmond Drive, Broadway, and the southern end of Magnolia; at the southwestern edge of the city near I-280; and in pockets along the east side of the El Camino. The downtown contains 250 units of housing, developed within mixed-use structures.

Historical Overview[1]

The Millbrae station planning area is located in one of the oldest areas of the city—an area that has experienced many changes over the past century, and has always figured prominently in the growth and development of the city.

After the division of lands in California by Spain and Mexico, Jose Antonio Sanchez, a soldier at the Presidio of San Francisco, was granted use and later title to Rancho Buri Buri, a 14,639-acre site on the peninsula which included the area that is now Millbrae. In 1835, Sanchez retired to a hacienda in Millbrae, where he lived until his death in 1843. Much of the Sanchez property in the vicinity of the station planning area was eventually sold to become a major portion of the Mills estate (discussed below).

At the northwest corner of today's El Camino Real and Millbrae Avenue, the "17-Mile House" was constructed in the 1840s.[2] The "mile houses" were built along the El Camino from San Francisco to San Jose to serve the needs of travelers as stage stops and horse-changing stations. With the advent of railroad service along this route in the 1860s, the mile houses became obsolete, and the 17-Mile

Sanchez Adobe.

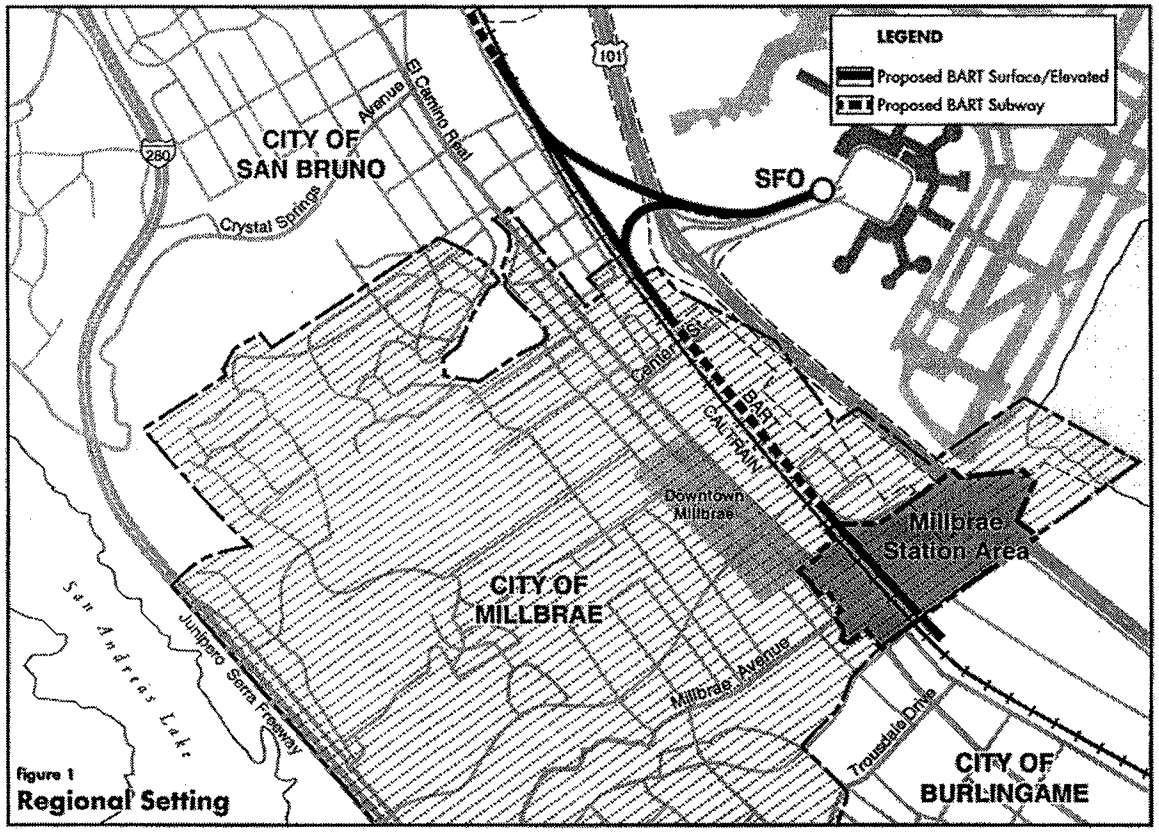
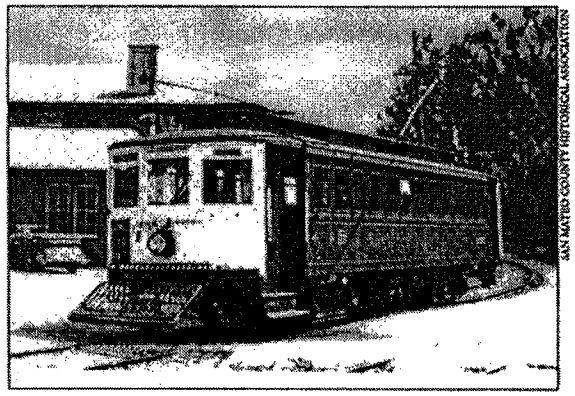


Figure 1
Regional Setting

House was converted in 1876 to the Millbrae Hotel. This building burned to the ground in 1907.

In 1860, the first train depot was built in Millbrae. The present train depot is the third building to be constructed in this location; the original building was destroyed by a fire in 1890, rebuilt, and again destroyed by fire in 1906. In addition to the Southern Pacific railroad service, an inter-urban streetcar service between San Francisco and San Mateo was initiated in 1902. The inter-urban service, known as the #40 Line, ran in a corridor parallel to the Southern Pacific tracks. During the early twentieth century, the inter-urban service was a widely used form of public transit on the peninsula. As was the case with small inter-urban services throughout the country, the streetcar ceased operation in 1949 after a series of transit system reorganizations, signaling the larger trend toward greater use of private automobiles for personal transportation.

Millbrae became the site of a country estate for wealthy San Francisco businessman Darius Ogden Mills, President of the Bank of California. The Mills estate was situated in the southern portion of the city, with the northern edge of the estate bounded by present-day Millbrae Avenue. The Mills mansion was built in 1866, and was surrounded by botanical gardens incorporating shrubs and trees imported from around the world. It was also flanked by the Millbrae Dairy Company, a large operation that was run by Mills. The Mills estate property remained largely intact until the 1950s,



Inter-urban streetcar, c.1940

when it was subdivided for new residential and commercial development. The mansion burned to the ground in 1954.

In 1919, the city's first major industry became established in Millbrae, the West Coast Porcelain Works, which was built on Millbrae Avenue just east of the railroad tracks (a portion of the site slated for development as the BART/Caltrain station). In 1930, this facility became the Royal Container Company, which continued in this location until 1967, when it was moved to South San Francisco and the land was cleared for new uses.

Residential growth and development proceeded slowly through the early twentieth century until the 1930s, when the large Millbrae Highlands tract was begun. In 1944,

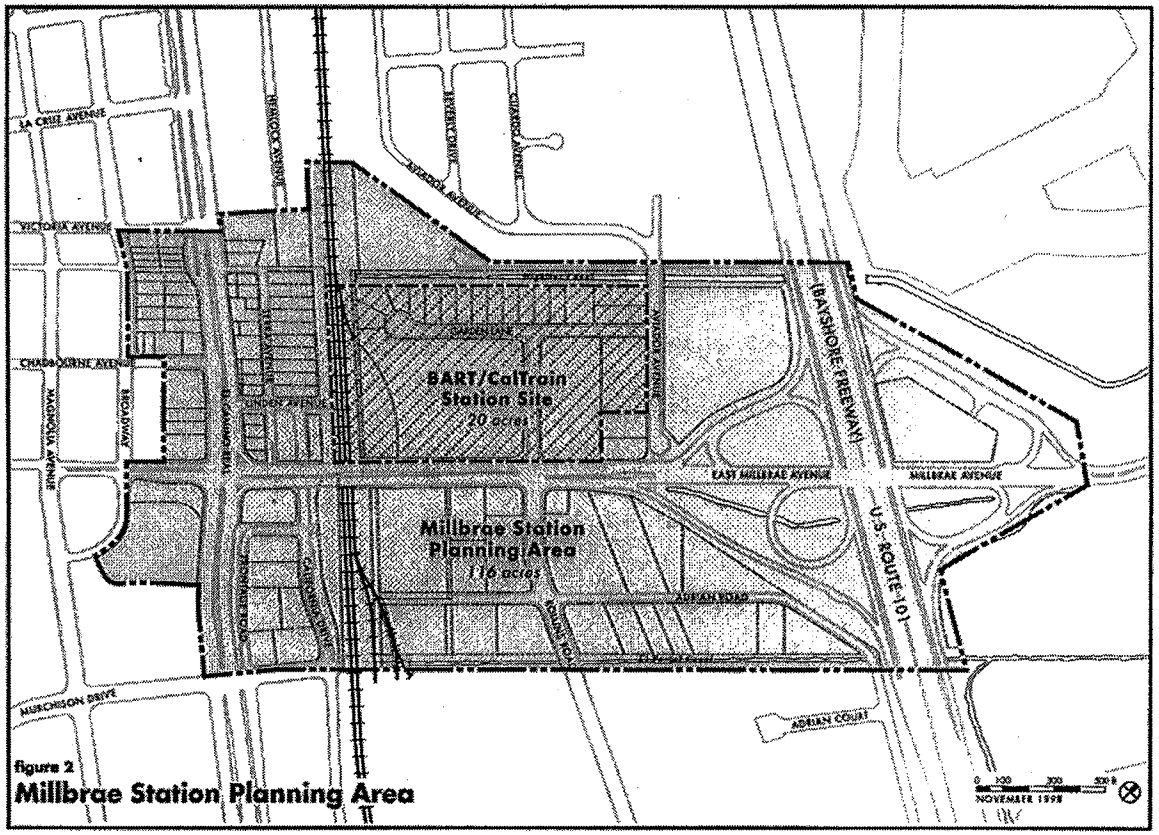
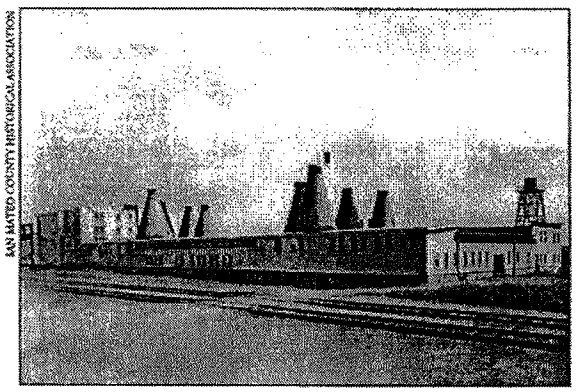


figure 2
Millbrae Station Planning Area


SAN MATEO COUNTY HISTORICAL ASSOCIATION
West Coast Porcelain Works, c.1920's.

the Bayside Manor neighborhood, which adjoins the planning area to the north, was developed on reclaimed marsh lands as housing for workers involved in airplane and ship building. In 1948, the City of Millbrae became incorporated.

Existing Land Use

The station planning area is composed of approximately 116 acres of land at the southern edge of the city, generally bounded by the Burlingame city limits on the south; the Millbrae Avenue/U.S. 101 freeway interchange on the east; El Camino Real and Broadway on the west; and Victoria Avenue, the City's public works storage yard, and the Highline Canal on the north (Figure 2). The study area lies south and east of the Millbrae downtown district, which extends north from

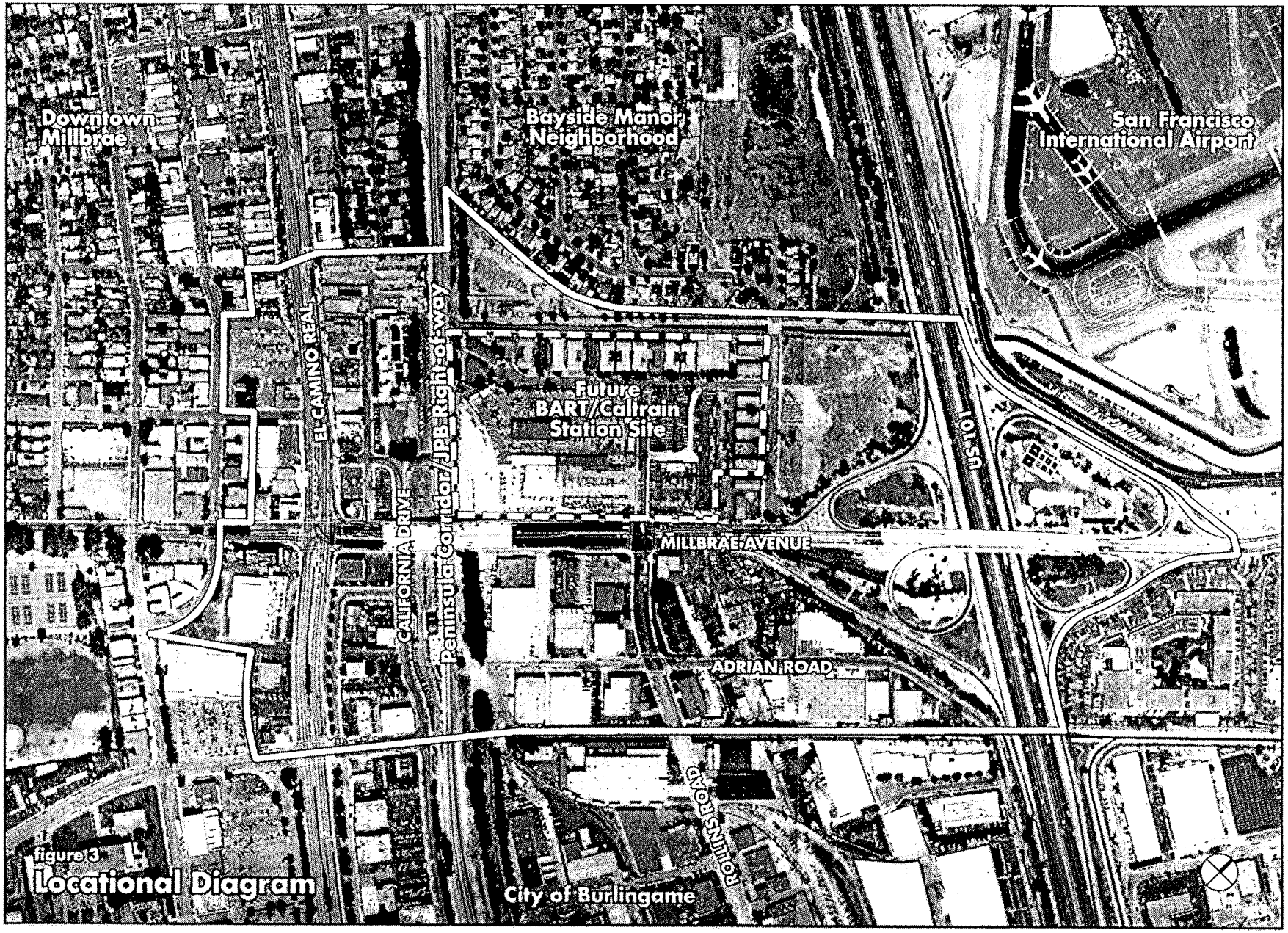


figure 3
Locational Diagram

Victoria Avenue. The station planning area is immediately south of the Bayside Manor residential neighborhood, which extends north from the canal and the corporation storage yard. The study area is bounded by commercial and industrial uses to the south in Burlingame. Existing land use in the planning area is shown in Figure 4 and summarized in Table 2-1. A comprehensive description of existing conditions is provided in the Existing Conditions Report (February 1998).

Most of the planning area is occupied by commercial, light industrial, and higher density residential uses. Retail and general commercial uses fronting on El Camino Real predominate the area west of the railroad tracks. These uses include several eating establishments, including both fast-food and sit-down restaurants (specifically Lyon's, Wendy's, La Petite Camile, Kwong's, Fook Yuen, Bay Cities Cafe, Zack's Italian Restaurant, Peter's Cafe, Osho Japanese Restaurant, and Hong Kong Flower Lounge); service commercial businesses, such as auto repair, hardware and lumber, and plumbing services (Millbrae Lumber, Carol Flynn Plumbing, Gary's Auto Repair, Unocal station); and other commercial services, such as banks, real estate offices, travel agencies, insurance offices, and employment services. A large Hollywood Video and a computer store are located in the old Millbrae Theater building at Chadbourne Avenue and El Camino Real, and there is a Travelodge Motel, Blockbuster Video, Lucky's store, and bowling alley located on El Camino Real south of Millbrae Avenue. Small apartment complexes fronting on Broadway are located behind the commercial uses on the west side of the El Camino.

Moving eastward through the planning area, there is a convalescent home and a single-family residence on Serra Avenue, an office building, and the Millbrae Caltrain station on California Drive. Much of the area south of Millbrae Avenue between California Drive and the train tracks is devoted to parking for the Caltrain station; in total, there are approximately 200 spaces in surface parking lots extending north and south of the station building. A cafe (Java Junction) and a small office for the Peninsula Corridor Joint Powers Authority (operators of Caltrain) are housed within the station building.

The eastern portion of the study area is primarily devoted to light industrial uses, along with housing and a public works storage site. Two canals that convey stormwater from the city to the bay traverse this area: the Highline Canal, in the northern portion of the area, and the El Portal Canal, at the southern limits of the station planning area. The city storage yard constitutes approximately 2.3 acres bounded by the Highline Canal, the railroad right-of-way, and the Bayside Manor residential neighborhood. The area between the Highline Canal and Millbrae Avenue is the proposed BART/Caltrain station. Existing uses on this site include 17 apartment buildings containing 200 units of housing, a major Hertz maintenance and car sales facility, a Chevron station and a vacant lot (formerly Bay Cities Building Materials), and an area of open space adjacent to U.S. 101. The BART project

Table 2-1: Existing Land Use

Land Use	*Acres*
Commercial	25.2
Light Industrial	20.2
Open Space	13.4
Public/Utilities	11.5
Residential	6.6
Subtotal	*76.9*
Interchange	23.0
Railroad	5.7
Roadways	10.4
Subtotal	*39.1*
Total	*116.0*

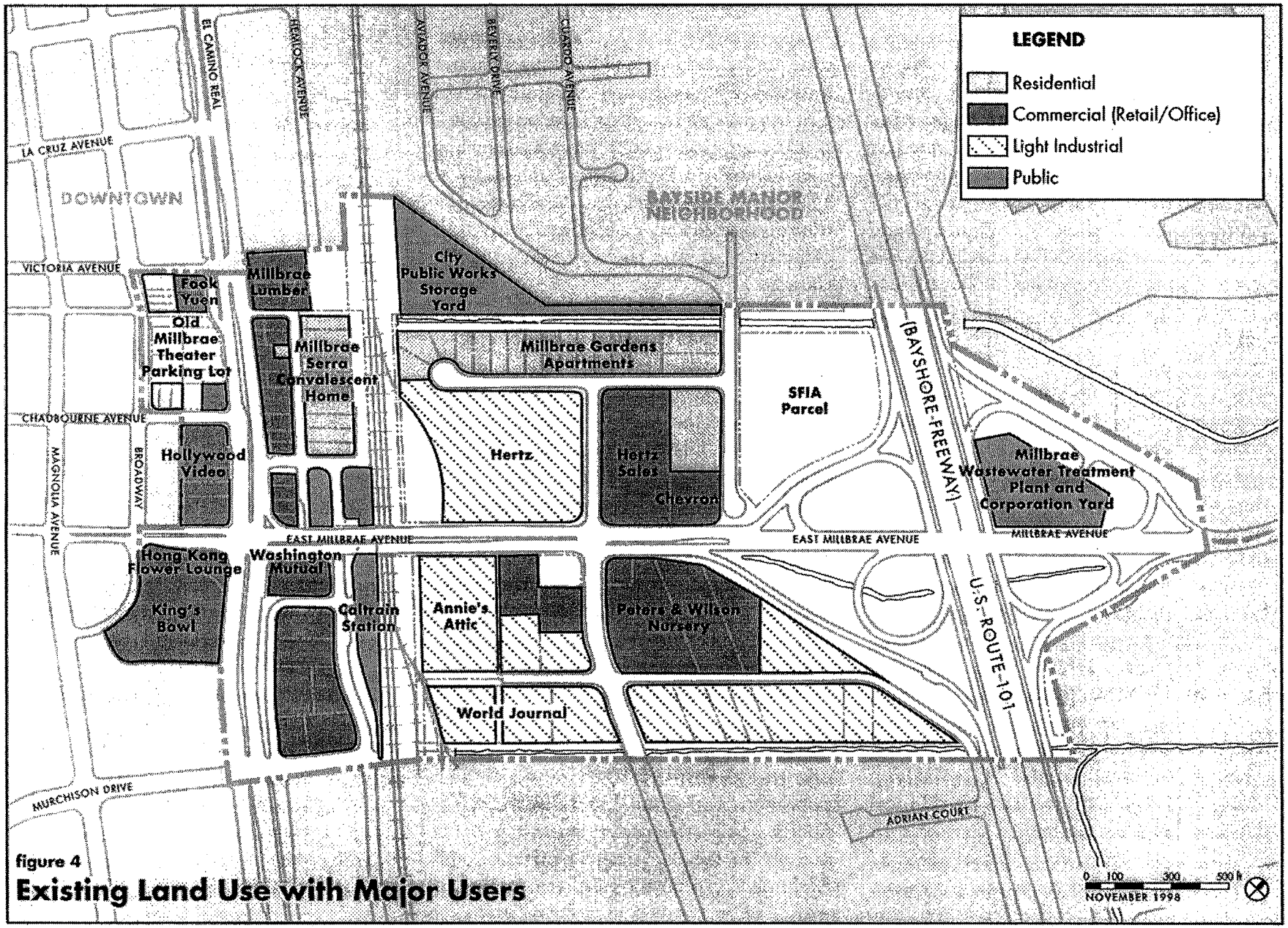
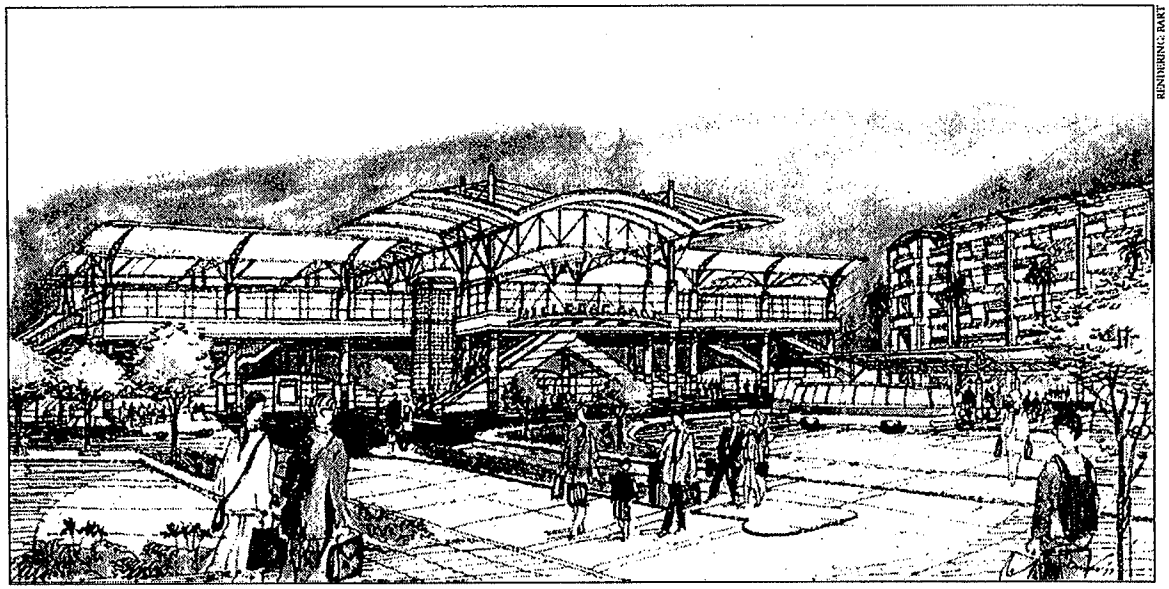


figure 4

Existing Land Use with Major Users

provides for removal of these uses (except the Chevron station) to make way for construction of the BART/Caltrain station.

South of Millbrae Avenue, uses are predominantly light industrial. Along Rollins Road, businesses include a paint store, a medical clinic, and light industrial businesses (Devincenzi Metals, Garrett-Callahan Company, and W. J. Byrne Company). Along Adrian Road, there are storage businesses, light industrial businesses, a newspaper printing plant (the World Journal), catering companies, two office buildings, a retail nursery, a car rental facility, a tree maintenance business, and a flooring supply company.



East front of planned Caltrain/BART Station.

Much of the area is devoted to low-intensity development that is in deteriorating condition. There are two large undeveloped and vacant properties east of the Caltrain tracks (the "airport" parcel, 5.3 acres, and the former Bay Cities Building Materials facility currently owned by Hertz and used for auto storage, 1.5 acres), and another vacant parcel of 0.6 acre on Linden Street south of the Millbrae-Serra Convalescent Home.

Property Ownership

A total of 82 parcels are owned by 56 different individuals and entities in the station planning area. Several public entities own property in the area, including the San Francisco Water Department, San Francisco International Airport, the State of California, Peninsula Corridor Joint Powers Authority, and the City of Millbrae. Parcelization patterns are fairly regular, and parcel sizes range from 3,600 square feet (commercial parcels along El Camino) to 5.3 acres (SFIA parcel).

BART/Caltrain Station Project

BART and the San Mateo County Transit District (SamTrans) are jointly proposing to extend BART rail transit service to the San Francisco International Airport. The rail alignment will extend from the existing BART station in Colma to the proposed Millbrae station, serving the airport via an aerial "wye-stub" track that branches off the main line east of Highway 101 (Figure 1). The BART main line tracks will largely be below grade from Madrone Avenue to approximately 200 feet north of the proposed Millbrae station. The Millbrae station will be the BART terminal station on the peninsula and will provide a direct cross platform transfer to northbound and southbound Caltrain commuter service. Turnback tail tracks will extend approximately 2,200 feet south of the Millbrae station into the city of Burlingame. An EIS/EIR for this project was prepared and

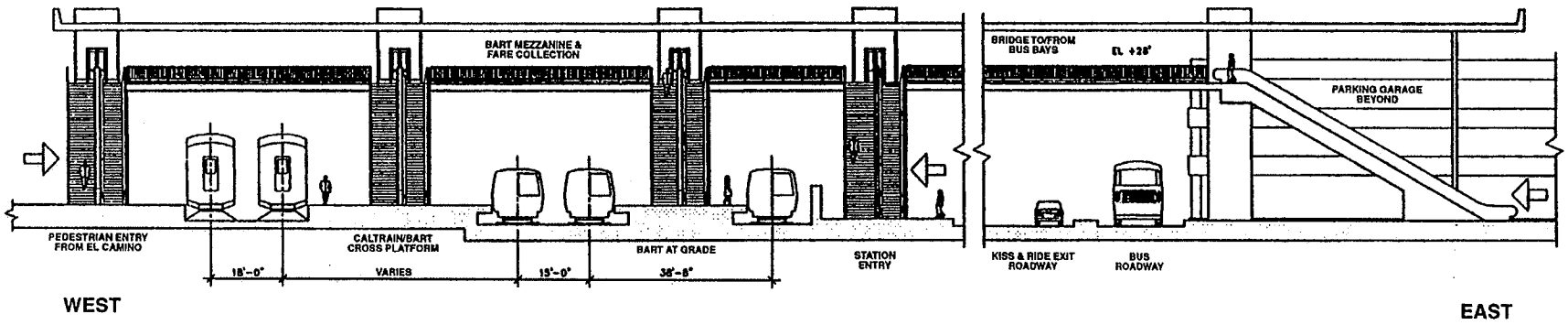


figure 5

Millbrae Avenue BART/CalTrain Station Section with Cross Platform Transfer

certified in 1996. A federal full-funding grant agreement has been executed securing federal funds for the project. Construction commenced in June 1998, with a completion date of January 2002.

The at-grade Millbrae station will serve both BART and Caltrain, and will entail relocation of the existing Millbrae Caltrain station platform approximately 800 feet north of its current location. BART service will include direct commuter access to the north and continuous shuttle service to and from the SFIA international terminal. The Millbrae station will incorporate three BART tracks and two Caltrain tracks, with a center platform serving the BART lines and one platform shared between BART and Caltrain, which will allow cross-platform transfers between the two systems. Other transfers will take place via the concourse level of the station, which is connected to the platforms by escalators and stairs. Approximately 3,000 parking spaces will be provided onsite: 2,200 of these spaces will be in a four-story parking structure at the northwest corner of the site, and 877 spaces will be provided in three surface parking lots over the remainder of the site. A pedestrian bridge will connect the parking structure with the BART and Caltrain concourse level (Figures 5 and 6).

Under current plans, primary access to the Millbrae station will be via the Millbrae Avenue/Rollins Road intersection. Improvements to this intersection to expand capacity will be undertaken as part of development of the Millbrae station. A one-way south station exit road will also be developed from the parking garage along the eastern edge of the transit right-of-way connecting to Adrian Road. The station

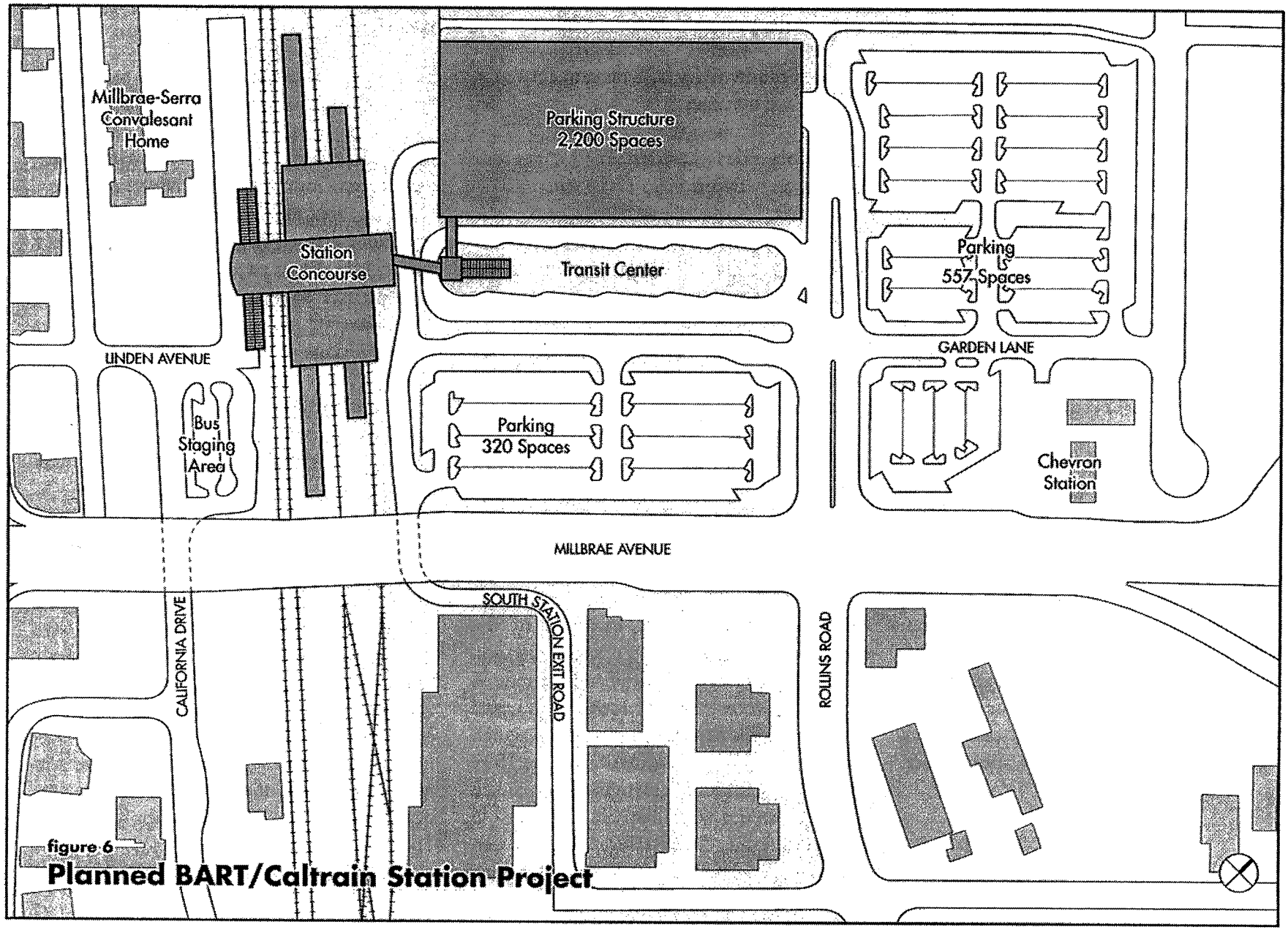


figure 6
Planned BART/Caltrain Station Project

development plans accommodate only very limited access from the west side of the rail corridor, including pedestrian access from the existing Caltrain parking lot on California Drive.

Transit access to the station is provided on both the east and west sides. On the east side of the station, a bus turnaround facility with approximately 11 bus bays extends east from the station building. "Kiss-and-ride" drop-off spaces are provided adjacent to the bus bays and along the east station entry. On the west side, an additional bus staging area is planned with accommodations for 2 bus bays, 11 shuttle spaces, and 13 kiss-and-ride spaces. With the extension of California Drive, additional bus bays would be provided along the west side of the station, immediately north of the kiss-and-ride spaces.

Market Trends[3]

The Millbrae station will be located in the midst of one of the strongest regional economies in the United States. Even within the Bay Area's vibrant economy, San Mateo County consistently ranks at or near the top in most measures of economic vitality. To cite a few examples:

- unemployment is currently below three percent;
- labor productivity is 28 percent above the national average;
- taxable sales experienced ten percent growth between 1995 and 1996; and
- per capita income is the second highest in California (50 percent above the national average).

Moreover, the county is home to major players in many fast-growing, "twenty-first-century" industries, such as Genentech in biotech, Oracle and Sega in multimedia/software development, and high-tech computer-related firms such as Telescan Systems and Enterprise Networking Systems.

In addition, the new Millbrae station will be located next to one of the nation's busiest and fastest growing airports, and one of the region's most important economic engines. Both passenger and air cargo traffic grew 26 percent between 1990 and 1996. The airport is in the middle of a major expansion, which is expected to result in growth from its 1997 level of 39 million passengers per year to between 50 and 60 million in the 2005 to 2010 time frame. Growth since 1994 has been 13.3 percent. The hotel industry is thriving in Millbrae and in other cities surrounding the airport.

The absolute strength and rapid growth of the county economy reflect the predominance of fast-growing high-tech, biotech, and multimedia firms. Like much of the Bay Area, San Mateo County and the Millbrae station planning area are well positioned to enjoy continued economic growth, albeit probably at a slightly slower pace. The major potential constraints to the county's continued dynamism are worsening traffic congestion and a shortage of affordable housing. These problem areas are interrelated, because the lack of affordable housing nearby forces employees into longer commutes, thus causing, all other factors being equal, worse congestion.

Although Millbrae's economic indicators are quite positive in an absolute sense, the city continues to lag behind county averages in terms of per capita income and job growth, and suffers from a jobs/housing imbalance which results in the out-commuting of residents to regional job centers. Historically, Millbrae has not been oriented to job-intensive commercial land uses. For example, Millbrae has one of the smallest inventories of office space in the county (approximately 160,000 square feet in 1996).

Review of Real Estate Market Conditions

San Mateo County, along with other prime Bay Area locations, is in the midst of a real estate boom. Bay Area real estate markets, generally speaking, are arguably stronger than at any time in the past 15 to 20 years. Market conditions continue to improve, and the development community is moving fairly swiftly to capitalize on current opportunities.

Office

The office market in San Mateo County is extremely tight, with rapidly declining vacancies in all three major submarkets (north county, central county, and south county). Countywide vacancies registered below two percent in 1996, and rental rates have increased by 14 percent over the past 12 months, from $2.01 to $2.30 per square foot (full service).

Substantial new construction is underway, and can be expected to continue over the next several years. Currently, there are 990,000 square feet of office projects under construction, and approximately 6.5 million square feet of office space planned or proposed. While most of this new product is build-to-suit, lenders for the first time in many years are considering financing of speculative office buildings. There is a very large amount (about one-third of current supply) of potential office product "in the pipeline"—i.e., approved, but not yet built. If rents continue to rise as they have in the past year or so, more of these long-approved projects will become feasible and will likely proceed to construction.

A lack of large office sites is putting pressure on land prices. Tight markets in San Francisco to the north and Santa Clara to the south are putting pressure on the central and northern peninsula. Conversely, some small peninsula firms are being drawn to more affordable adapted space in secondary San Francisco locations.

The City of Millbrae has not established itself as an office location. Consequently, its office market is the smallest in the county, except for San Carlos. The Millbrae station location, given its unique transit access, could become an attractive and recognized office location, if it is developed at a sufficiently critical mass (e.g., several hundred thousand square feet or more). This projection is based on the assumption that in a northern and central county market of 13 to 15 million square feet, there are likely to be 300,000 to 500,000 square feet of tenants (or two to four percent of the market) who would see the benefit of a location next to the airport, with easy, direct transit/commuter rail access to all of the region's major urban centers.

Hotel

The market for hotels is very strong and Millbrae is an established location, with its 1,350 hotel rooms earning relatively high rates. Even during the recent recession, the airport hotel market was among the strongest submarkets in the Bay Area. This relatively strong performance continues in the current positive economic climate, with the airport and peninsula hotels enjoying occupancies above 80 percent. Average daily room rates are up about 40 percent since 1994, averaging approximately $140 per night.

Retail

Overall retail market conditions, which were in a prolonged stagnant period during the recent recession, rebounded strongly in 1996, posting gains of 10 percent countywide and 13 percent in Millbrae. Millbrae's retail sales continue to be at the low end of the northern mid-peninsula market area, with selective areas of healthy growth (e.g., restaurants). Support retail for uses at the station and a locally oriented cinema-anchored entertainment retail center built in conjunction with BART/Caltrain parking are potentially feasible, since there is not yet a

plethora of new cinema multiplexes existing or planned for the area.

Multi-Family Residential

The apartment market in Millbrae is keeping pace with the strong San Mateo County market, as evidenced by the average rental rate of $1,116 per month in Millbrae compared to $1,175 for San Mateo County. Millbrae is currently experiencing one of the tightest apartment markets in the area, with an average occupancy rate of 98.5 percent, which is 2 percent higher than the county average. Much of the demand in the apartment market is attributable to the lack of affordable single-family housing in the county overall.

There are a total of 21 planned or proposed new multi-family housing projects in various stages of the development process within the market area, which would add nearly 2,250 dwelling units to the existing housing stock. However, the majority of the projects will be at a density of 25 dwelling units per acre (du's/acre) or lower. There are currently only two projects, located in Redwood City, with densities in the 40 to 50 du's/acre range. Municipal planning agencies have indicated that because much of San Mateo County is built out, the majority of new multi-family housing construction is in smaller projects with very low (i.e., single-digit) densities.

Summary of Development Issues

At the outset of the planning process for the Millbrae station area, a review of the existing conditions was undertaken (see the Existing Conditions Report, February 1998). The following summarizes the key issues that affect planning the future of this area:

Traffic. The Millbrae station planning area enjoys excellent regional access via the U.S. 101/Millbrae Avenue interchange and El Camino Real (State Route 82). Traffic conditions are, however, currently congested during the a.m. and p.m. peak hours (7:45 to 8:45 a.m. and 5:00 to 6:00 p.m.) at several study area intersections. The Millbrae Avenue/El Camino Real intersection in particular is currently near capacity, operating at Level of Service (LOS) D during the morning peak (volume to capacity ratio of 0.96) and evening peak (volume to capacity ratio of 0.87) hours. It is the City's current policy to maintain LOS D or better at all intersections.[4]

FAA Height Limits. Development within the planning area is subject to height limits imposed by the FAA for runways at San Francisco International Airport. The heights assume a 34:1 glide slope from the end of runway 01R/01L.[5] Although these height limits have been developed for planning purposes, each development project within the flight path must apply to the FAA for approval. Other factors (such as communications paths) may further limit development beneath the airport approach zones; these restrictions must be determined by the FAA on a case-by-case basis prior to development.

Noise. The planning area is subject to several major sources of noise, including the airport, Caltrain, El Camino Real, and U.S. 101. The effects of noise can be mitigated in the study area through construction techniques for most land uses. However, state law prohibits the construction of new single-family housing within the noise impact area for the airport, which is defined by the 65 dB contour. Within the study area, this boundary generally runs along the west side of El Camino Real. The boundary is projected to shift eastward by the year 2000, reflecting an FAA mandate to phase out older, noisier aircraft. The 65 dB CNEL contour in the year 2000 is projected to cut through the City's public works storage yard.

Utilities. The City's utility infrastructure, including treatment plant capacity, water storage, delivery and supply, and sewer collection, may not be sufficient to serve the proposed new development. Sewer treatment capacity, in particular, is nearing its limits, and

should be expanded to accommodate development in the station planning area as well as redevelopment of other parcels in the city. Mitigations for inadequate utilities are proposed, the costs of which will be borne by future development. Costs for improvements that benefit areas outside the station planning area will require funding from other sources. The City or Agency may be required to cover cash flow shortages in plan area fee revenues.

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[1]The information for this section is based on the following sources:

Harris, Audrey E., "The History of Millbrae" in La Peninsula: Journal of the San Mateo County Historical Association, February 1972.

Fredricks, Darold E., Millbrae: A Place in the Sun, San Mateo Historical Association, 1993.

[2]This is an estimated date. The first known reference to the 17-Mile House was in 1844.

[3]This section is summarized from "Market Overview for the Millbrae Station Area Specific Plan" prepared by the Sedway Group. For a complete discussion of market conditions, please see the Millbrae Station Area Specific Plan Existing Conditions Report, February 1998.

[4]Wilbur Smith Associates, Transportation Technical Memorandum, June 1998. Traffic counts were collected in September 1997 and April 1998 for the study area intersections.

[5]John Costas, Deputy Airport Director, San Francisco International Airport, February 1998, personal communication with Ralph Petty, Millbrae Community Development Director.

Retail, dining and entertainment uses.

Residential mixed-use development.

Office/mixed-use development.

Attractive pedestrian environment.

The Plan calls for the creation of a vibrant pedestrian-oriented mixed-use district that builds on the significant activity that will be generated by the intermodal station.

LAND USE

The land use element of the Specific Plan sets forth the type, location and intensity of land uses to be accommodated within the Millbrae station planning area. Land uses respond to the market opportunities described in the previous chapter, as well as comments and suggestions made by the public, the Planning Commission and City Council during preparation of the plan. Development standards and design guidelines that will shape new development and public improvements in the planning area are described in the Community Design element.

The Millbrae Station Area is currently characterized by vacant and underutilized parcels. The land use policies, standards and guidelines are intended to transform the area from its current low-intensity commercial and service orientation into a vibrant pedestrian-oriented mixed-use district that builds on the significant activity that will be generated by the regional intermodal station, and that can make the station area a more integral part of the community.

OBJECTIVE LU-1: Create a vibrant mixed-use district that reinforces transit, promotes strong linkages to the downtown, and creates an appropriate transition to the adjoining neighborhoods.

The principal opportunity presented by the new transit station is to build on its activity to create a mixed-use district that can revitalize an underutilized and declining area of the city and reinforce the significant public investment being made in the regional transit system. The planning area's location, near the airport and the intermodal station, presents unique opportunities to introduce more intensive employment uses, lodging facilities, and transit-based housing. The plan promotes a mixture of these activities that will provide an active and safe environment during both daytime and nighttime hours.

Redevelopment of the area immediately west of the Millbrae station provides an opportunity to create a west side entry to the transportation facility as well as a civic gateway to the community with pedestrian linkages to the downtown and nearby neighborhoods. In the area between the El Camino and the railroad tracks, there are numerous properties that could be assembled and intensified to create a mixed-use activity center at the community's "front door." The plan calls for a mixed-use development oriented around a central "Station Square" open space, on axis with a new west station entry. The square is envisioned as a public gathering place for community events as well as an active urban place lined with cafes and shops.

Across El Camino Real, most of the block between Victoria and Chadbourne avenues is currently dedicated to a large parking lot that once served the Millbrae Theater. The plan calls for the redevelopment of this block with higher density residential uses that

Development shall make an appropriate transition to adjacent neighborhoods.

provide housing opportunities within an easy walking distance of the transit station. The more intensive portion of this development would be concentrated along the El Camino frontage, with the remainder stepping down in scale to the adjoining neighborhood on Broadway. Within this area, ground-level retail uses should be concentrated where they can reinforce important pedestrian routes and existing commercial corridors.

Along the El Camino corridor south of Millbrae Avenue, the plan calls for intensification of underutilized commercial parcels for new residential and hotel uses. Intensive office development in this area is not allowed due to the traffic impacts that would occur at the Millbrae Avenue/El Camino Real intersection. East of the transit right-of-way, new office and hotel uses are planned.

Policy LU-1.1: Concentrate higher intensity office uses in the immediate vicinity of the intermodal station, to reinforce transit and downtown businesses.

The plan provides for a concentration of office development at the Millbrae station to provide a location for employment that is transit accessible and to encourage the infusion of a daytime population that could support the city's downtown businesses. The plan provides for a development intensity that would enable a major user to become established in the planning area.

Historically, Millbrae has not attracted office development; it has the second lowest amount of office development of any city in San Mateo County. Trends in recent years reflect a migration of major employers up the peninsula from Santa Clara County's Silicon Valley (such as the Oracle headquarters in Redwood Shores) and the establishment of new industries such as biotechnology (i.e., Genetech in South San Francisco) in the area. In a region where traffic congestion perennially tops the list of major concerns, focusing office development around the Millbrae station would provide the opportunity to establish an employment destination that presents employees with the opportunity to bypass congested highways in their daily commute.

One of the primary concerns regarding office development in the planning area is the addition of peak-period traffic to the already strained roadway system. To address this concern, office development is clustered around the transit station to maximize the potential to capture transit trips, and is generally directed to the area east of the tracks in order to place less peak-hour traffic pressure on the congested Millbrae Avenue/El Camino Real intersection. While improvements to the street network will be required to accommodate the additional demand, the allowable land use program has been structured to avoid the need to develop a grade-separated intersection (similar to the one at Hillsdale Avenue and El Camino) at the Millbrae Avenue/El Camino intersection, or to construct costly public parking facilities on the west side of the station.

Policy LU-1.2: Encourage new residential uses that support transit and downtown businesses.

Of all land uses, residential has been shown to produce the highest proportion of transit ridership. Studies indicate that up to 30 percent of trips generated by housing located near a station will use transit instead of cars. Within the station planning area, there are sites that are large enough to develop multi-family housing with attractive amenities for future residents. Property on the west side of the railroad right-of-way is more suited to accommodate new housing, due to its proximity to the downtown and adjoining residential areas and the lower noise levels. Infill housing on sites along the El Camino would also place less pressure on the roadway system than office development.

More specifically, within the station area, the

old Millbrae Theater parking lot represents a large underutilized property that is well suited to new residential development. The site adjoins an established multi-family neighborhood on the west (along Broadway), and is at the threshold of the downtown. At this site along the El Camino, retail shops could be developed as an extension of the attractive small-scale retail district to the north of the site. The site includes a significant grade change, which provides the opportunity to keep parking facilities below the grade of Broadway without diminishing the quality of the street environment on El Camino Real. Other potential residential sites are located south of Millbrae Avenue, including the property currently occupied by the King's Bowl and the block between California Drive and El Camino Real north of Murchison Drive.

Policy LU-1.3: Encourage the development of hotels in the station area. Provide incentives for the location of a major flagship hotel (up to 500 rooms) within the area.

Due to its proximity to the airport, Millbrae is an attractive location for hotels, several of which have been located along a "hotel row" on Bayshore Highway just east of the planning area. One or more hotels in the station area would offer travelers a unique opportunity to be located a short transit ride from the airport and downtown San Francisco. From the city's perspective, a hotel located along the El Camino corridor could become part of the life and activity of the community as a meeting place, or as a place for special events, conferences or banquets. Like residential uses, hotels would diversify activities in the area, providing activity during the daytime and nighttime hours with lesser peak-hour traffic impacts.

The plan encourages the development of a "flagship" hotel (i.e., a full-service hotel with conferencing facilities and food service, preferably a major operator or "flag") in the planning area that could utilize transit from the airport and contribute to the diversity of activity in the community. In order to attract and allow for the development of a flagship hotel in this area, three sites have been identified on the land use plan, all of which are eligible for greater development density if warranted to accommodate a major hotel of up to 500 rooms. One of these sites is located directly adjacent to the west entry of the Millbrae station; another site is the current King's Bowl property; and the third site is on Adrian and Rollins Road, south of Millbrae Avenue (Figure 7). Hotels, as well as other development in the planning area, are subject to specific development standards and design guidelines as described in the Community Design Element.

Policy LU-1.4: Encourage development of a major entertainment destination (e.g., cinema) that optimizes the use of station parking during off-peak periods.

Entertainment uses that peak during the evening and weekend hours are the ideal use to share the reservoir of commuter parking that will be created at the Millbrae station. A preferred location for such a use is the site directly west of the station, where patrons would be a short walk from parking facilities, the station, and the adjacent downtown. Assuming the development of a 3,500-seat cinema (up to 20 screens) on this site, peak parking demand would be 875 spaces. Approximately half of this amount would need to be provided onsite for off-peak patrons, while the remainder could be drawn from the available commuter parking facilities east of the BART station. Other sites in the planning area could also be considered for a cinema within the standards and guidelines discussed in this Specific Plan.

Policy LU-1.5: Establish active ground-level uses that contribute to a safe and lively pedestrian environment.

In order to enhance the experience of the pedestrian along key linkages leading to and from the Millbrae station, the plan calls for ground-level uses such as retail shops and

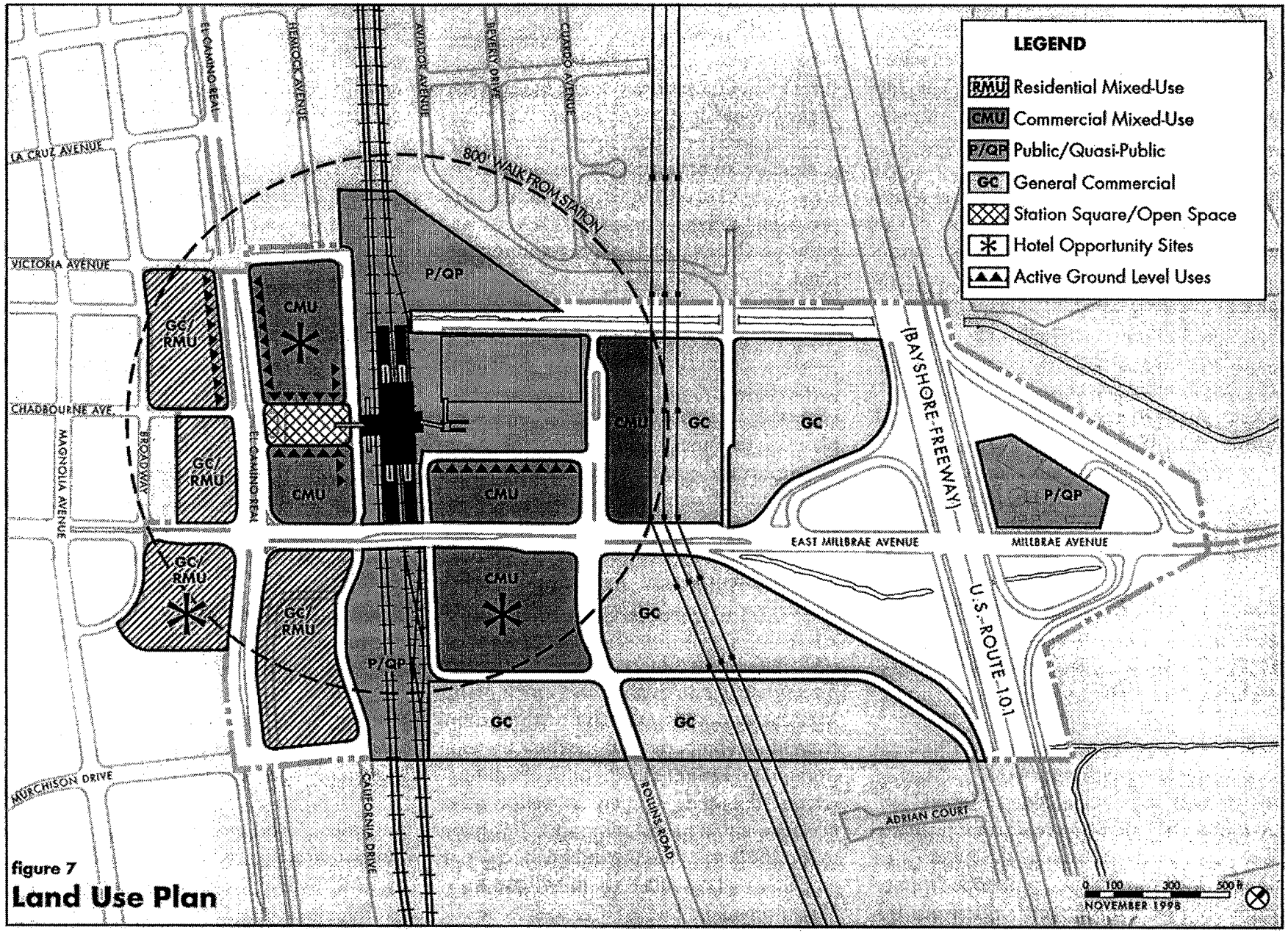

figure 7
Land Use Plan

services that will provide an animated and safe walking environment throughout the day and evening. As shown in Figure 7, ground-level uses are required along street frontages leading from the station west along the planned Station Square, and along both sides of El Camino Real to Victoria Avenue. Along El Camino Real, the introduction of pedestrian-scaled frontage roads (see Policy CIRC-2.5 and Policy CD-1.1) will be critical in establishing a pedestrian-scaled environment along this major arterial. In addition, active ground-level uses are also required immediately opposite the station entry at California Drive, and along commercial frontage facing the bus platforms east of the station. The development standards and design guidelines in the Community Design element of this Specific Plan provide requirements for the treatment of these key street frontages.

Policy LU-1.6: Establish a civic open space and public gathering place on the western front of the BART station.

Befitting its significance, the new intermodal terminal should be enhanced as a civic landmark and an important gateway to the community. The station, as it has been designed by BART, will present an imposing front to El Camino Real. In the spirit of great civic train stations and transportation facilities throughout the world, the City is committed to creating a distinctive public open space that will provide an appropriate civic setting for the station and a meaningful gathering place for the Millbrae community. As such, the open space shall be designed as an intimately scaled and well-landscaped town square of approximately 1.2 acres, in a manner that frames the western front of the station. The planned frontage road along the eastern edge of El Camino Real will be designed to enhance pedestrian connections between Station Square and the downtown via a signalized pedestrian crossing at Victoria Avenue. Further connections can also be made by means of a grade-separated bridge from Station Square over El Camino Real at Chadbourne Avenue (see Policy CIRC-3.5 and CD-1.6). The City will play a central role in the final design of the Station Square, coordinating closely with the private property owners and developers of the site. Key criteria for the design are set forth in the Community Design element.

Policy LU-1.7: Preserve the historic Millbrae depot for public-oriented uses.

Caltrain operations will be relocated to the new Millbrae station. The historic Millbrae depot building should be preserved in its current location, and its use should be reserved for public-oriented activities that promote an active pedestrian environment. Such uses could include cultural activities like a museum and/or commercial uses, including a small-scale retail shop and/or a restaurant/cafe. Parking adjacent to the depot should continue to be used for transit purposes.

Policy LU-1.8: Establish development at an intensity that creates an active pedestrian and transit-supportive environment.

In order to reinforce the significant public investment that is being made in transit, the plan encourages higher intensity development to be located in the immediate vicinity of the transit station. As shown in Figure 8, development of a greater intensity (i.e., up to 2.0 FAR and/or 60 dwelling units per acre, and up to 3.5 FAR for development that includes a flagship hotel) is encouraged within

The historic Millbrae Depot building.

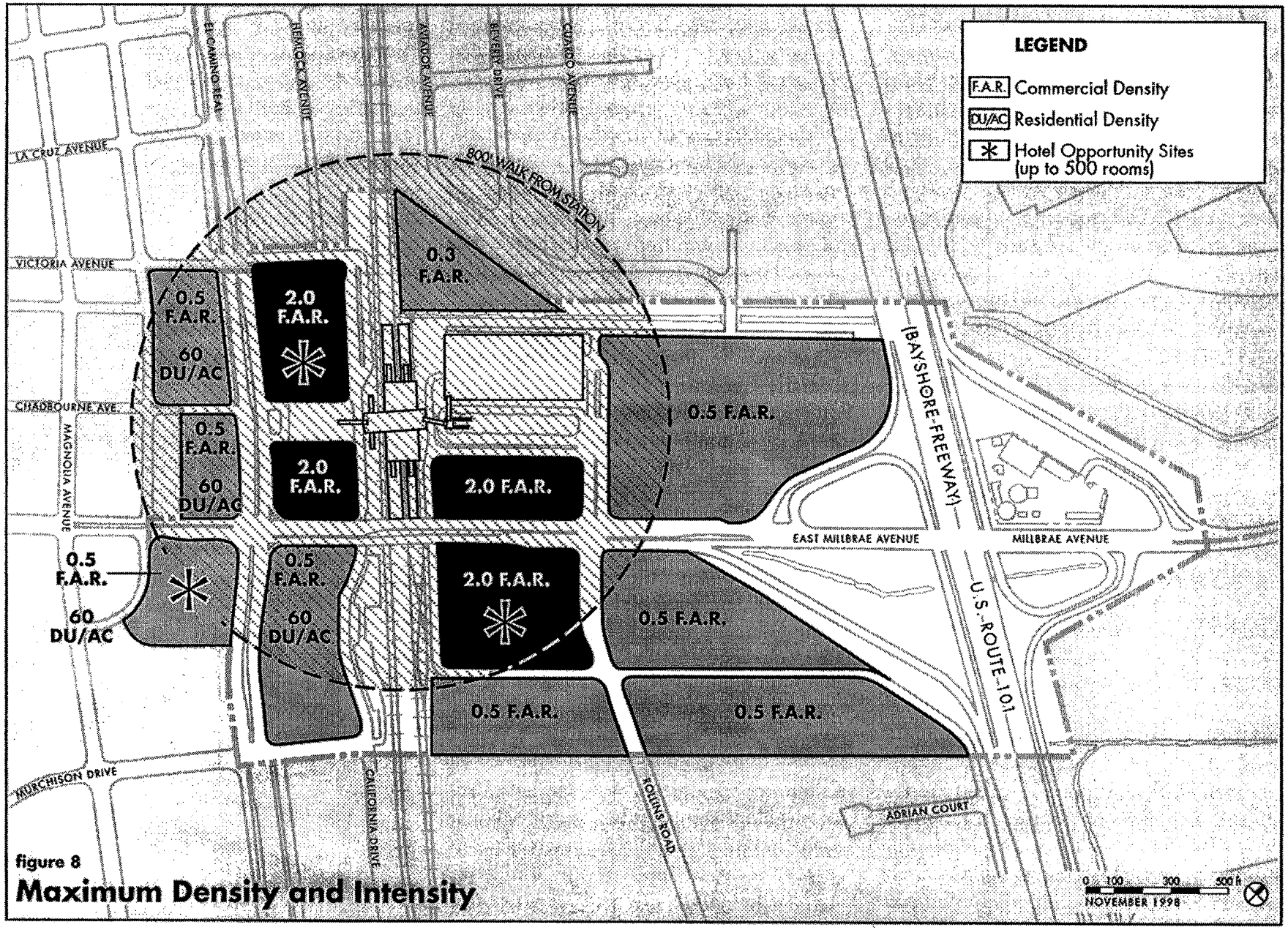

figure 8
Maximum Density and Intensity

an 800-foot radius of the station, which represents a convenient walking distance for transit patrons. This development shall comply with the development standards and design guidelines set forth in the Community Design element to ensure an appropriate scale transition to adjacent neighborhoods.

Policy LU-1.9: Consider additional development intensity for each site within the station planning area, contingent upon the following:

The City will consider granting additional development intensity for each site within the planning area, if requested by a property owner, based on the following considerations:

- *Building Envelope:* The proposed development fits within the building envelope prescribed by the height limits, setbacks, stepbacks, and other requirements set forth in the Community Design Element.

- *Traffic Capacity:* The proposed adjustments to the development program must be supported by traffic studies, utilizing methods and assumptions of the Specific Plan (documented in the Millbrae Station Area Transportation Technical Report prepared by Wilbur Smith Associates, June 1998), which demonstrate that an acceptable LOS will be maintained at all affected intersections.

In addition to traffic studies (see Policy CIRC-2.7), additional focused environmental review may be required for proposals that were not considered in the Specific Plan EIR. Pursuant to the requirements of CEQA, the City of Millbrae will prepare an Initial Study on each subsequent development proposal to determine if the project may result in any potentially new or additional significant effects on the environment that were not analyzed in the Program EIR. If there is substantial evidence that there are any new or additional separate effects of mitigation measures, then a mitigated negative declaration, focused EIR or EIR will be required.

Policy LU-1.10: Establish building heights that comply with FAA standards, promote increased intensity around the station, and maintain an appropriate town scale for Millbrae.

Height limits for the Millbrae Station Area Specific Plan (Figure 9) have been developed to promote conformance with Federal Aviation Administration approach requirements to SFIA and to encourage higher intensity activities within walking distance of the transit station. In addition, the height limits, coupled with the development standards and design guidelines of the Community Design element, are intended to maintain an appropriately scaled townscape for this section of Millbrae, one that maintains a pedestrian scale and transitions appropriately to the one-, two- and three-story buildings in the adjacent neighborhoods and downtown.

In addition to the policies and requirements of the Millbrae Station Area Specific Plan, all new development in the planning area will be required to file an application with the Federal Aviation Administration[1] to ensure that the proposed development will not obstruct aircraft operations. FAA review and approval must be completed on a case-by-case basis as the specifics of new projects are developed.

Policy LU-1.11: Ensure that proposed land uses are compatible with the noise environment.

New land uses in the station planning area will be subject to significant noise influences from the airport, the railroad, U.S. 101, El Camino Real and Millbrae Avenue. Overall, the land use plan has been configured to direct noise-sensitive residential uses away from areas within the projected CNEL 65-dBA noise contour for San Francisco International

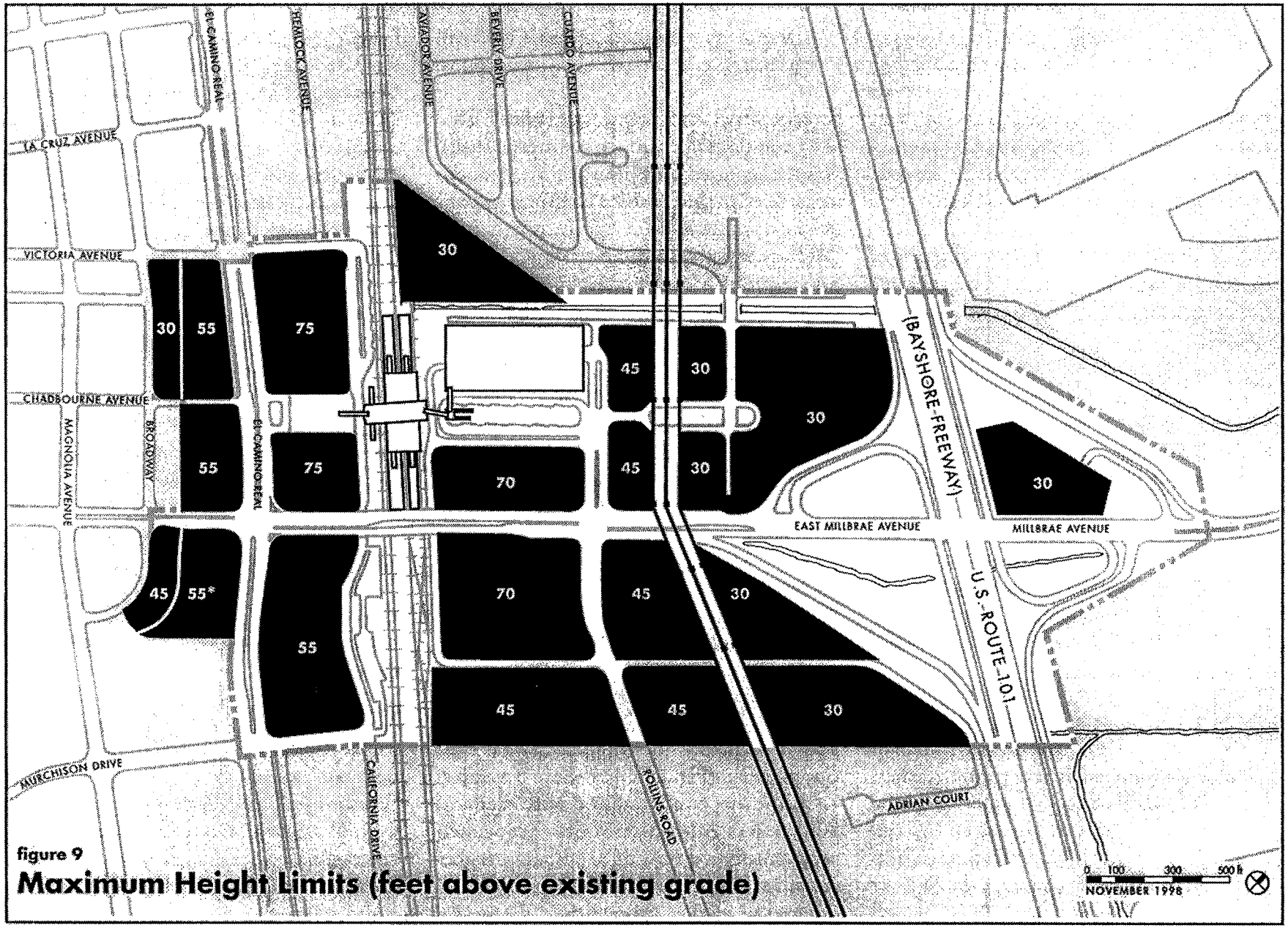

figure 9

Maximum Height Limits (feet above existing grade)

ADDITIONAL HEIGHT UP TO 75 FEET PERMITTED FOR "FLAGSHIP HOTEL" SUBJECT TO COMMUNITY DESIGN STANDARDS AND GUIDELINES.
ALL BUILDINGS SUBJECT TO APPROVAL BY FAA.

Airport. For any commercial or residential development within areas where noise levels would be CNEL 65 dBA or greater, noise mitigation techniques such as sound-rated windows and noise insulation will be required to achieve State building code requirements for interior noise levels. Specific noise mitigation measures must be developed on a project-by-project basis by an acoustical specialist.

The Land Use Plan

The land use plan, shown in Figure 7, sets forth land use designations aimed at establishing this transit-oriented mixed-use district and bringing the activity of the transit center into the life of the community. The proposed land use designations for the station area are as follows:

Commercial Mixed-Use District (CMU). This designation is applied to the area immediately surrounding the Millbrae station as well as its parking areas. It is intended to provide opportunities for higher intensity office uses, along with support retail (up to 5,000 square feet) and entertainment uses that will create a vibrant mixed-use activity center immediately adjacent to the transit station. Also permitted within this district are hotels, which could take advantage of both high-transit accessibility and proximity to the airport. Entertainment uses, such as cinemas and nightclubs, are also provided for in this area, and are particularly encouraged in order to capitalize on opportunities to utilize transit station parking during off-peak periods. Ground-level support retail uses, such as cafes, small shops and services, are required along important pedestrian corridors to provide convenient services and an active sidewalk environment. Development with the CMU designation is permitted to a maximum intensity of Floor Area Ratio (FAR) 2.0.

Residential Mixed-Use District (RMU). This designation is applied to land where there is an opportunity to provide new high-density residential development in close proximity to the Millbrae station. The designation is applied to areas where housing would be the most viable, adjacent to existing residential neighborhoods and sites large enough to create amenities for new residents, such as private open space and recreational facilities. While multi-family residential development is the predominant permitted use in this district, ground-level retail uses are also encouraged. As the RMU designation is applied to land that is currently developed with low-intensity commercial uses, these existing uses will be permitted to remain and redevelop at their existing intensity. In order to promote residential opportunities near the transit station, residential densities are permitted to a maximum of 60 dwelling units per acre, anticipating building types that utilize structured "podium" parking that can take advantage of grade changes or townhouses that incorporate "tuck-under" garages beneath individual units.

General Commercial (GC). This designation is intended to permit commercial uses close to the freeway and outside of the immediate influence of the transit station, where higher intensity commercial uses are not appropriate because of the lower height limits associated with the airport as well as traffic and access constraints along the El Camino corridor. Permitted uses within this area include service commercial businesses, retail shops and restaurants (up to 5,000 gross square feet each), light manufacturing, warehousing and distribution, car sales, and retail and wholesale businesses. The maximum permitted development intensity for this area is FAR 0.5.

Public/Semi-Public (P/SP). This land use designation is applied to portions of the station area to be reserved for transportation and utility-related uses primarily associated with the transit station and associated parking facilities, as well as the City's public works storage yard, located immediately north of the station. Redevelopment of the public works storage yard for a nursing home outpatient facility, day care center, or other public-

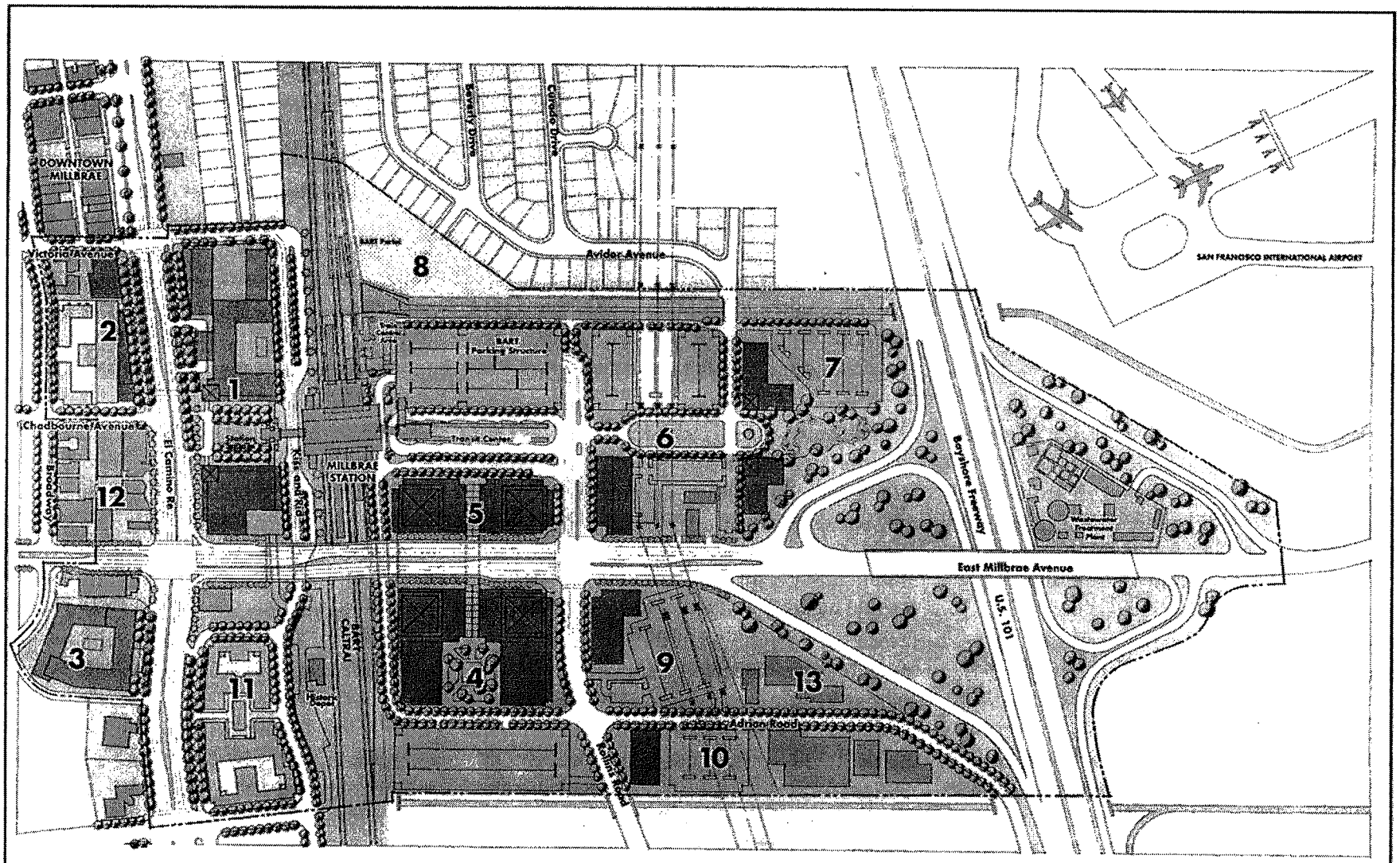

figure 10

Illustrative Plan

0 100 200 400
NOVEMBER 1998

Table 3-1: Illustrative Development Program by Parcel

Land Use	*Lot Area (acres)*	*Density (FAR or du's/ac.)*	*Transit Office (gsf)*	*Office (gsf)*	*Hotel (rooms)*	*Residential (units)*	*Retail/Rest. (gsf)*	*Existing to Remain*
Site 1: Station West Side	5.0	2.0*	200,000		500		50,000	
Alternate Program	*5.0*	*2.0**	*300,000*		*233*		*50,000*	
Site 2: Old Millbrae Theater Lot	2.0	60 du's/ac.				120	25,000	
Site 3: El Camino SW	2.2	2.0*			500			25,975
Site 4: Adrian Road West	7.3	1.5*	450,000					
Site 5: BART Parking South	2.4	2.0	180,000					
Site 6: BART Parking East	5.2	0.5	65,000					
Site 7: SFIA	5.6	0.5	50,000					
Site 8: Public Works Yard	2.1	0.3	Nursing Home (125 beds)					
Site 9: Rollins South (1)	3.4	0.5		75,000				
Site 10: Rollins South (2)	2.0	0.5		40,000				
Site 11: California Dr.	4.4	60 du's/ac.				170	25,000	
Site 12: Hollywood Video	1.3	0.5						20,000
Site 13: Adrian Road	4.4	0.5						86,200
Total	*47.3*		*945,000*	*115,000*	*1,000*	*290*	*100,000*	*132,175*

Notes: Site area is net, excluding public street rights-of-way. Asterisk (*) denotes sites that are allowed a density bonus to accommodate a "flagship" hotel (up to 500 rooms).

serving use may be considered as a conditional use, subject to Planning Commission approval and compliance with the development standards provided in the Community Design element of this Specific Plan. Alternate uses of this site can only occur if a suitable replacement public works storage yard can be provided.

Density Bonus Overlay. A density bonus overlay zone is applied to three hotel opportunity sites within the planning area that could accommodate a major flagship hotel. Hotels that meet this criteria and comply with the development standards and design guidelines described in the Community Design element may be developed to a maximum FAR of 3.5.

Illustrative Plan and Development Program

The illustrative plan, shown in Figure 10, indicates how the Millbrae station area could potentially build out in conformance with the land use policies, standards and design guidelines of the plan. It is important to emphasize that the illustrative plan indicates only one potential development concept, and that the actual buildout will likely vary from this initial projection. The illustrative plan and development program depicts the anticipated buildout of the Millbrae station area over the next 20 years. As shown in Table 3-1, this program could result in up to 1,160,000 square feet of office development, 1,000 hotel rooms, 290 residential units, 100,000 square feet of support retail/ restaurant development, and 132,000 square feet of existing service commercial uses that will remain.

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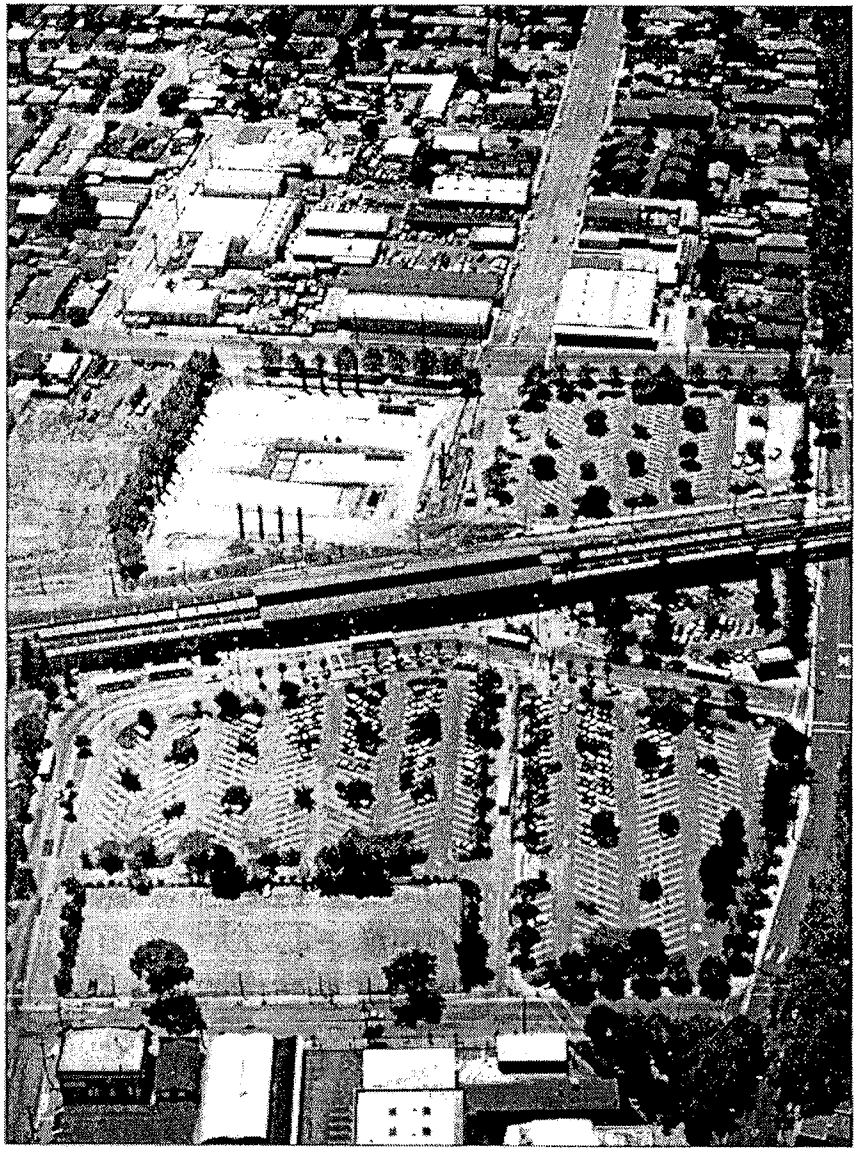
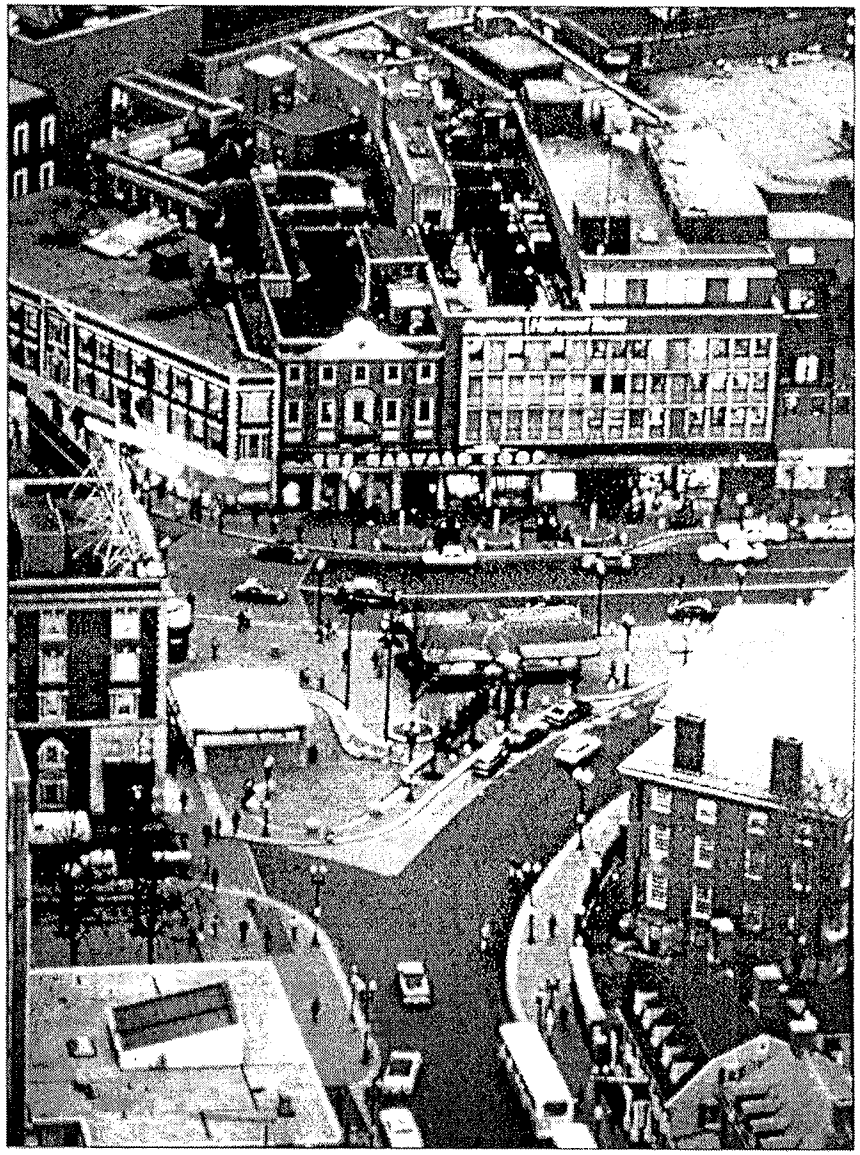
[1]FAA Form 7460-1, "Notice of Proposed Construction or Alteration."



Hayward BART Station



Harvard Square, Cambridge

Rather than treating the station as a single-purpose transportation facility oriented to a reservior of parking (left), the plan provides for the redevelopment of adjacent sites that can integrate the station into the life of the community.

CIRCULATION AND PARKING

Introduction

The circulation element of the Specific Plan describes the program of transportation improvements that will be necessary to support new development in the station area. The phasing and financing of these improvements are described within the Implementation element, and their design and treatment is set forth in the Community Design element of this Specific Plan.

The program of transportation improvements has been structured to maintain acceptable levels of service on the roadway system while accommodating an intensification of development in the vicinity of the intermodal station. The program also introduces improvements to the station area that will make travel by foot, bicycle, bus and transit more efficient and attractive. Rather than treating the station as a single-purpose transportation facility oriented to a reservoir of parking, the plan provides for the redevelopment of adjacent sites in a manner that will integrate the transit station into the life of the community. In this manner, concentrations of new offices and housing near the transit station will help to bolster transit ridership and support the significant investment that has been made in this transit system. In addition, the plan also provides for convenient and attractive transit staging areas on the east and west sides of the station, and provides an exclusive bus lane on California Drive to help improve the efficiency of bus travel. Finally, the plan provides a program of improvements for local streets that will make them attractive and safe routes for pedestrians.

Transit System Policies

The Millbrae station will become one of the most significant intermodal terminals in both the Northern California and Bay regions. The extension of BART will bring together 181 miles of track within the BART and Caltrain systems, and significantly contribute to the longstanding dream of completing a passenger rail loop around the bay. At an estimated cost of $1.3 billion, the BART extension to the airport represents a tremendous investment in the region's public transit system and a strong commitment to improve transportation services in the Bay Area. One of the basic concepts underlying the Millbrae Station Area Specific Plan is to reinforce the role of the Millbrae station as a transit hub and center of activity for the city and region.

OBJECTIVE CIRC-1: Reinforce the role of the Millbrae station as a significant regional and local transit hub.

Under current station development plans, the intermodal terminal will allow cross-platform transfers between Caltrain and BART. Bus interface at the station is primarily planned on the east, where a staging area accommodating 11 bus bays will be developed adjacent to the station. In addition, there are approximately 29 drop-off spaces adjacent to the station building. On the west side of the station, a second bus staging area is planned, which will accommodate 6 bus bays as well as approximately 9 spaces for taxis/shuttles and 13 drop-off spaces. The Joint Powers Board maintains 200 parking spaces in this area in association with the existing Millbrae Caltrain station. As currently planned, pedestrian access from the west is limited, with access to the station via Linden Avenue only.

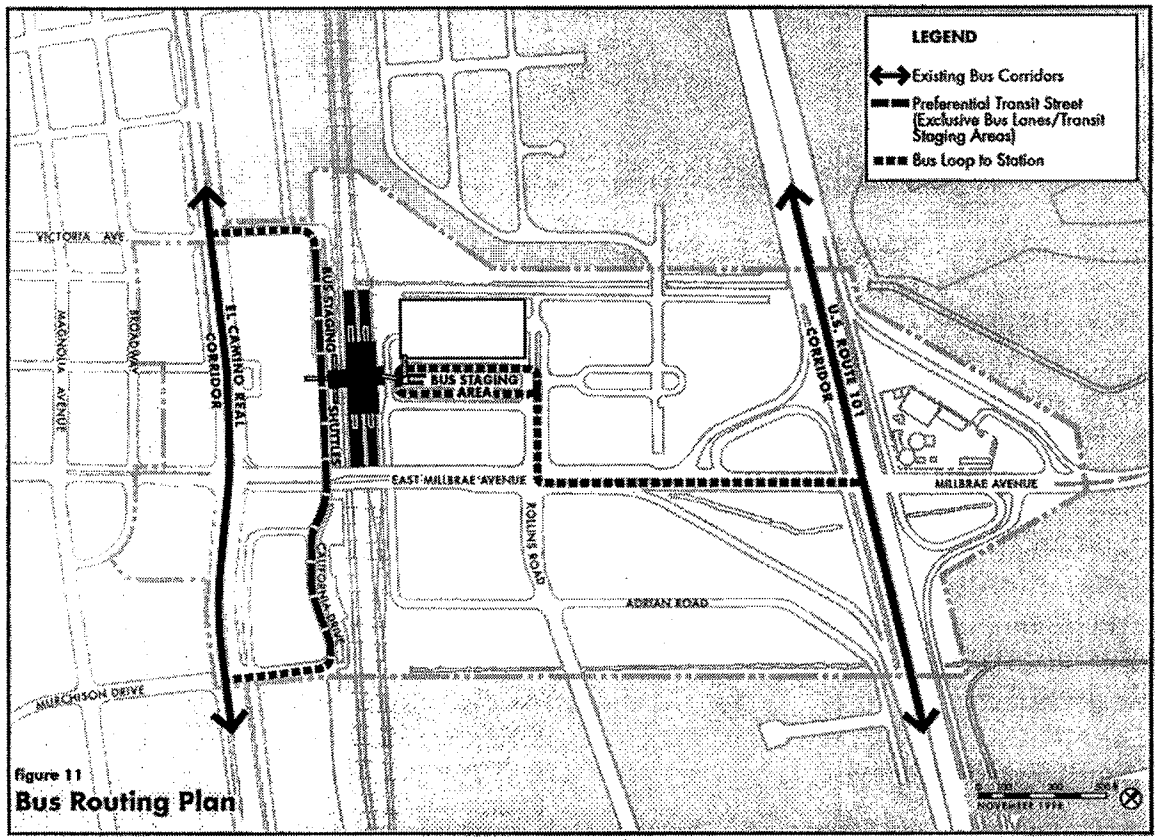


figure 11
Bus Routing Plan

The Specific Plan calls for strengthening all modes of access to both the east and west sides of the transit station.

Policy CIRC-1.1: Expand the program of transit access on the west side of the Millbrae station for buses, shuttles, and passenger cars.

Under current plans, the Millbrae station is largely oriented to the east, with only limited access from the west. One of the key concepts of this Specific Plan is to develop the west side of the station as the community's "front door," and to improve access and circulation along this key frontage. To this end, the plan calls for the extension of California Drive to a signalized intersection at Victoria Avenue and El Camino Real. The California Drive connection will provide a way for cars and buses along the El Camino corridor to efficiently "loop" in to serve the station and conveniently return to the El Camino via Victoria and Murchison. In so doing, transit vehicles and passenger cars can access the station without having to traverse the congested intersection of Millbrae Avenue and El Camino Real.

By extending California Drive and incorporating bus stops and staging areas on both sides of the street, the transit staging capacity on the west side of the station can be significantly expanded, and bus access to the station will be increased (Figure 11). The California Drive corridor should provide for separated pull-out areas on the east side of the street adjacent to the Caltrain northbound platform and to the west entry to the station concourse. These staging areas could include a bus staging area with 6 bus bays and a shuttle staging area capable of accommodating 10 such vehicles. On the west curb of California Drive, additional capacity could be created for southbound vehicular drop-off and bus stops.

Policy CIRC-1.2: Coordinate with SamTrans, the Peninsula Corridor Joint Powers Board and BART to ensure implementation of the west station area access improvements.

Improvements that are planned for the west side of the Millbrae station will require ongoing coordination with SamTrans, PCJPB and BART through more specific design and implementation phases. Improvements to the west side of the station that require close coordination include the alignment of the California Drive extension, new pedestrian and transit facilities at the station, and the phasing of improvements. The City should continue to work closely with the transit agencies and land owners to ensure that the west side improvements are developed in the most efficient manner possible, as generally provided for in this plan.

Roadway Network Policies

The station planning area enjoys excellent regional access via the U.S. 101/Millbrae Avenue interchange and El Camino Real (State Route 82). However, traffic conditions are currently congested during the a.m. and p.m. peak hours (7:45 to 8:45 a.m. and 5:00 to 6:00 p.m.) at several study area intersections. The Millbrae Avenue/El Camino Real intersection in particular is currently near capacity, operating at Level of Service (LOS) D during the morning peak (with an existing volume to capacity ratio of 0.96) and evening peak (volume to capacity ratio of 0.87) hours.

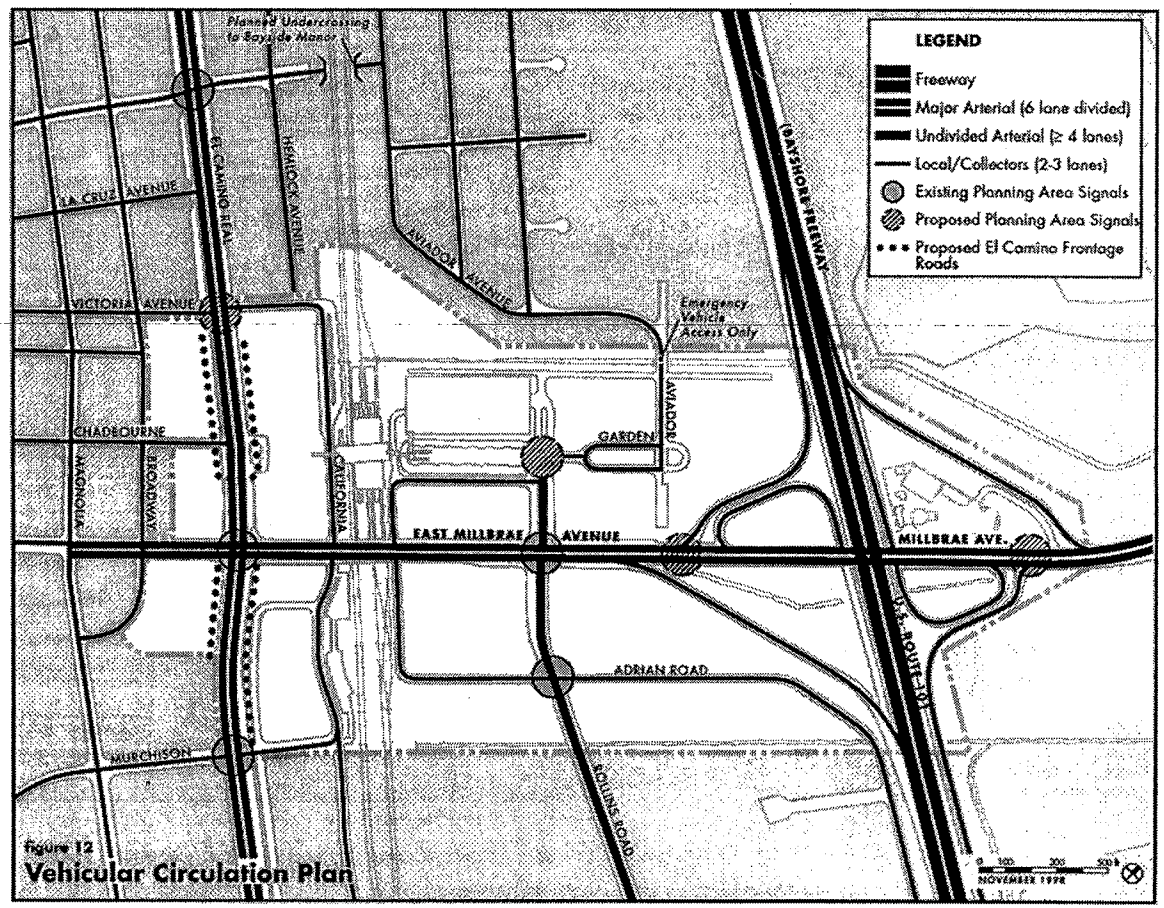


figure 12
Vehicular Circulation Plan

OBJECTIVE CIRC-2: Provide for efficient circulation in the station area, optimizing the use of existing transportation facilities and maintaining established city standards for levels of service.

The plan calls for a program of improvements to the existing street system that will improve its efficiency in order to accommodate greater demands placed by new development (Figure 12). Overall, the plan calls for reconfiguring the existing street system to improve accessibility and increase capacity. It is the City's current policy to maintain at least LOS D at all intersections within the community. The Millbrae Station Area Specific Plan is consistent with and implements this

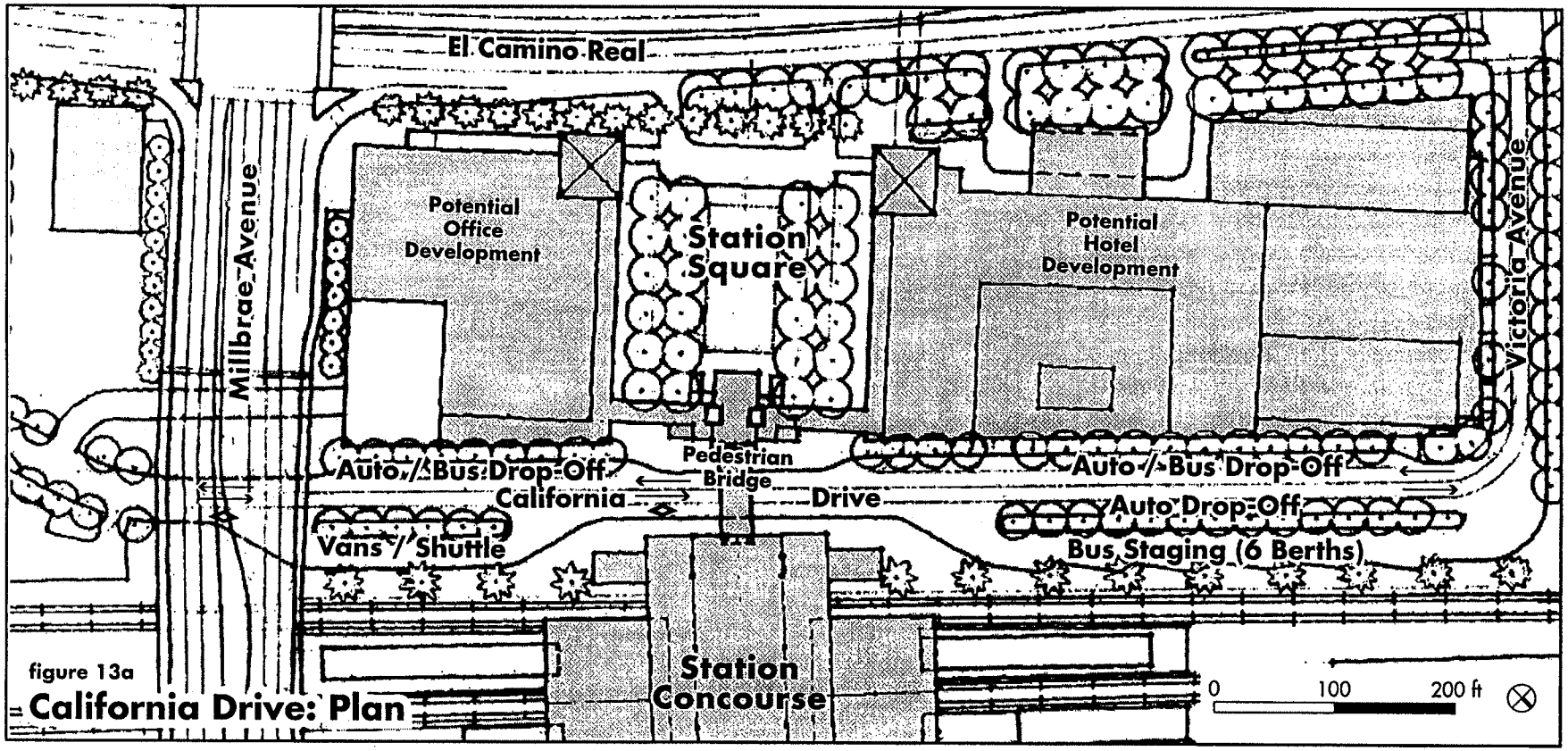


figure 13a
California Drive: Plan

policy. The plan for the station area incorporates traffic mitigation measures that can maintain LOS D within a reasonable cost. As such, alternatives that would require the development of grade-separated intersections (i.e., urban interchange) are not considered because of the cost of such structures and the potential disruption to the community.

Policy CIRC-2.1: Extend California Drive from Linden Lane north to El Camino Real at Victoria.

As described in Policy CIRC-1.1, street access to the west side of the station should be provided by means of extending California Drive to El Camino Real and Victoria Avenue. This improvement not only greatly improves access to the station, but also relieves traffic at the Millbrae Avenue/El Camino Real intersection by providing an alternate station access route.

As shown in Figures 13a and 13b, the street should be designed as a two-way facility with three moving lanes of traffic, including an exclusive northbound transit lane that leads to the bus and shuttle staging areas alongside the station. In addition to vehicular access, California Drive will also be an important

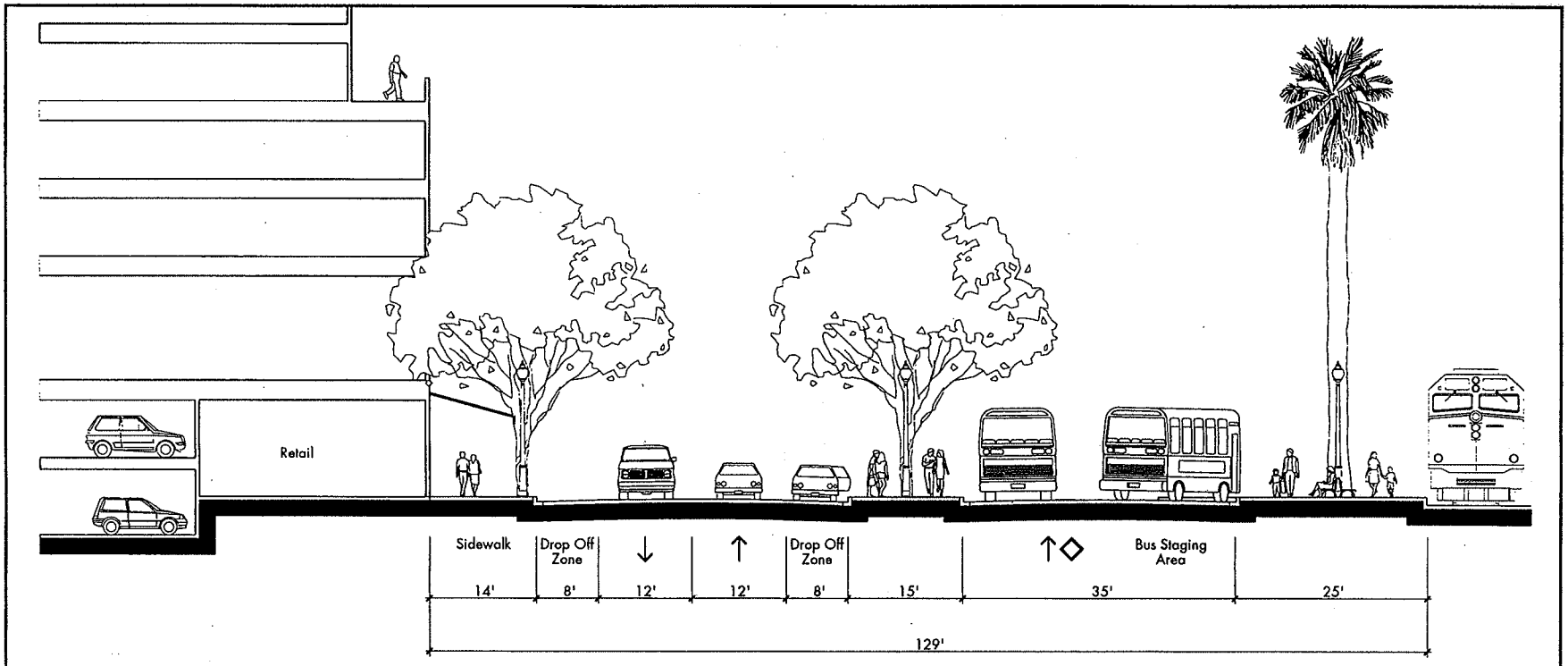


figure 13b

Illustrative Section – California Drive: Westside Bus Drop-off

route for pedestrians and bicycles. Landscaped walkways shall be provided on both sides of the street, and a mid-block pedestrian demand signal placed in front of the west entry crossing to accommodate pedestrians from the west side of the street.

California Drive follows its existing alignment between Murchison Drive and the existing frontage road intersection; north of this intersection, the plan calls for the road to be aligned eastward from its current location, crossing beneath the Millbrae Avenue bridge one column-bay east of its current alignment. North of the bridge, the roadway will be aligned alongside the station, turning westward to create a new signalized intersection at Victoria Avenue and El Camino Real. To create an appropriate relationship with the station, the north-south portion of the street shall be graded approximately six inches lower than the platform level of the station (+12.25 feet).

The City, in coordination with SamTrans, PCJPB, BART, the City and County of San Francisco, and the west side property owners, should undertake a detailed plan line study to determine the ultimate alignment of the California Drive extension.

Policy CIRC-2.2: Expand the south station exit road as a two-way public street connecting to Adrian Road.

Current BART station plans provide for a southern exit along the east side of the transit right-of-way connecting to Adrian Road. This roadway is planned to provide one-way egress from the station to relieve evening congestion at the Rollins Road/Millbrae Avenue intersection. In order to help mitigate morning peak traffic at the intersection of Millbrae Avenue and Rollins Road, the Specific Plan calls for the expansion of this street to two-way operation to allow motorists to access the station directly from the south (e.g., from Rollins and Adrian roads) without having to move through the Rollins Road/Millbrae Avenue intersection. Additionally, the two-way operation of this roadway would allow eastbound traffic on Millbrae Avenue to reach the station by turning right onto Rollins Road, thereby relieving the more difficult left-turn movement.

The planned roadway, as defined by the BART improvement project, is currently aligned in a circuitous configuration that threads through existing industrial buildings south of Millbrae Avenue. The ultimate alignment for this roadway should be along the eastern edge of the railroad right-of-way, and implemented in conjunction with the redevelopment of adjacent properties. The street is planned as a two-lane street, with sidewalks and landscaping on both sides.

Policy CIRC-2.3: Improve key roadway segments and intersections to maintain acceptable traffic levels of service.

Improvements to the arterial roadway system and intersections will be required in order to accommodate the demands of transit patrons and new station area development. These improvements are as follows:

Millbrae Avenue/
El Camino Real Intersection

- *Millbrae Avenue.* Millbrae Avenue should be improved by the addition of a third westbound left-turn lane. The additional left-turn lane can be accommodated by restriping the existing lanes on the Millbrae Avenue bridge and narrowing some lanes to 11 feet. In this manner, the additional lane can be accommodated within the existing right-of-way and bridge structure. In the vicinity of the El Camino intersection, the retaining wall structure of the bridge embankment should be moved northward (in conjunction with redevelopment of the adjacent property) to accommodate wider (i.e., 13-feet) curb lanes at the intersection.

- *Free Right Turns.* Measures required to ensure that the northbound (El Camino) and westbound (Millbrae Avenue) right-turn lanes operate in a "free" mode should be taken, including: the prohibition of U-turns; improved signage and right-turn arrow; extension of the right-turn lanes; and an extended merge lane on the northbound (El Camino) leg.

Millbrae Avenue/
Rollins Road Intersection

- *Rollins Road.* Rollins Road should be improved by the addition of a northbound through lane and restriping of the northbound approach to provide two left-turn lanes, a shared right/through lane, and an exclusive right-turn lane. The exclusive right-turn lane must be signed "to southbound U.S. 101 only" in order to eliminate a weaving problem with eastbound through traffic.

Rollins Road/Adrian Road Intersection

- *Left-Turn Lanes.* Provide one left-turn lane in both the eastern and western directions. This would be accommodated

by eliminating parking and restriping the intersection to provide the left-turn lanes and a shared right/through lane.

Garden Lane/Rollins Road

- *Signalization:* A signal would be warranted at this intersection to provide for both vehicular and pedestrian movement.

- *Reconfiguration:* The plan also calls for reconfiguration of this intersection to become a four-legged intersection, which would serve as the major access to the BART station area and new development to the east.

El Camino Real/
Victoria Avenue Intersection

- *Signalization.* Full signalization at this intersection is required to provide for both vehicular and pedestrian movement. This intersection not only provides access to California Drive for southbound and eastbound travelers, but also relieves operation of the southbound left-turn lanes from El Camino Real to Millbrae Avenue.

Changes to the configuration of these intersections are shown in Figure 14.

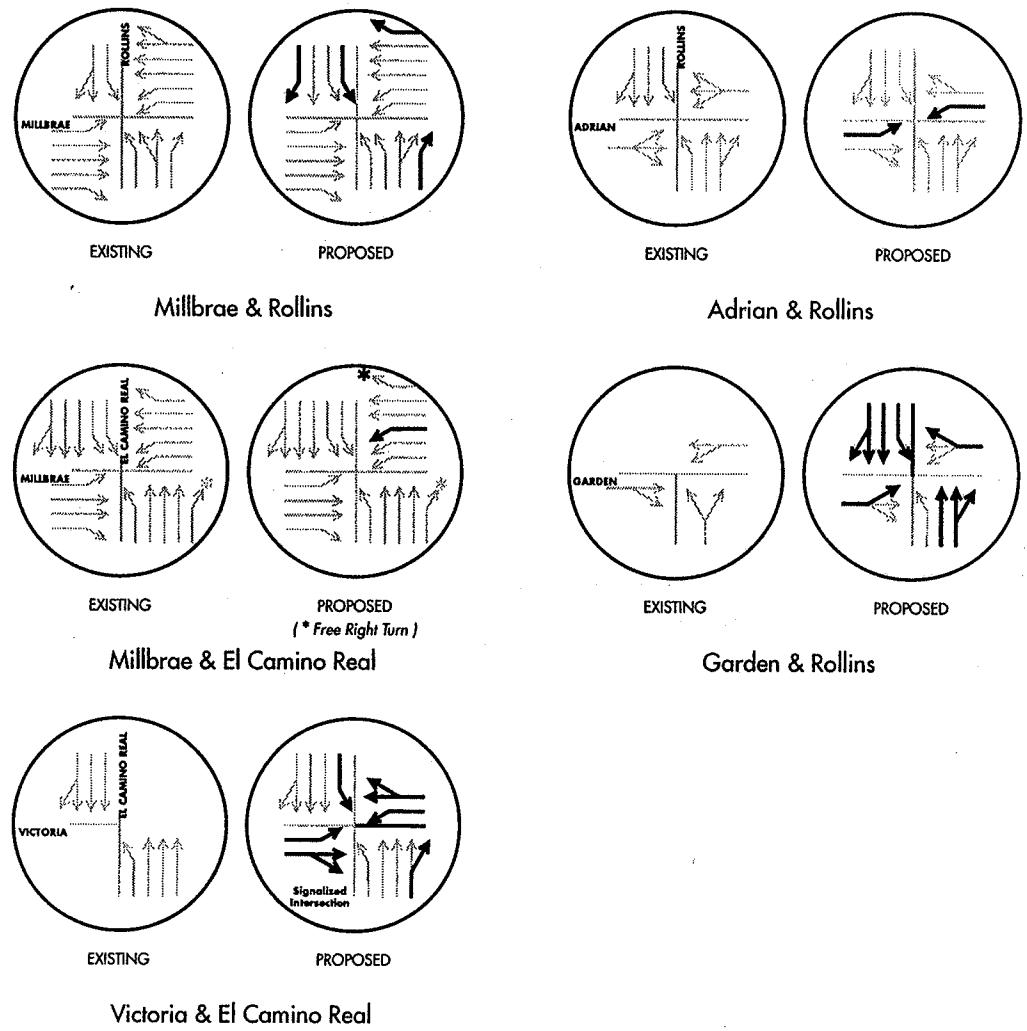


figure 14
Existing and Proposed Intersection Geometrics

Policy CIRC-2.4: Operate Victoria Avenue between El Camino Real and Broadway as a two-way roadway.

In the future, Victoria Avenue will be a critical point of access to the Millbrae station from the west, and will be important in relieving congestion at the El Camino Real/Millbrae Avenue intersection. In order to maximize use of this route, Victoria Avenue between El Camino Real and Broadway should be changed from one-way to two-way operation. Two-lane, two-way operation can be accommodated within this narrow right-of-way by removing the existing on-street parking.

Policy CIRC-2.5: Allow for extension of the El Camino Real frontage roads in conjunction with redevelopment of adjacent properties.

The existing frontage road along the west side of the El Camino in downtown Millbrae has been successful in promoting a retail and pedestrian environment, and in creating a suitable scale transition from the heavily traveled roadway corridor. As new development occurs along the El Camino frontage, these frontage roadways should be extended to provide for safe pedestrian circulation, as well as an attractive and convenient parking area for businesses. Priority areas for such frontage road extensions are along the east and west sides of the El Camino north of Chadbourne Avenue, where they will contribute to the creation of pedestrian and activity linkages between the station and downtown Millbrae. South of Millbrae Avenue, landscaped frontage roads should also be constructed adjacent to future hotel and residential mixed-use development to create an appropriate buffer and transition, and to extend the appearance of the urban boulevard.

Policy CIRC-2.6: Coordinate the timing of traffic signals, and add new signals to optimize traffic flow and reduce congestion.

Traffic signals, particularly along the El Camino and Millbrae Avenue, should be timed to maximize efficiency and reduce peak-period congestion. New signals are planned at the following locations:

- El Camino Real and Victoria Avenue.
- Rollins Road and Garden Lane.

- Station Square pedestrian crossing of California Drive (pedestrian-actuated signal).

Policy CIRC-2.7: Require site-specific traffic studies as part of the development review process.

When development plans are submitted for review, the City will require project-specific traffic studies that include, at a minimum, the following:

- Collection of existing traffic counts;
- Traffic volumes and LOS analysis for all relevant study area intersections identified by the City, using the traffic assumptions and methodology of the Specific Plan traffic analysis or other current and relevant assumptions which may apply and are approved by the City; and
- Traffic operations analysis of the proposed development site, considering parking areas, ingress and egress, queuing, and pedestrian and transit access.

Existing traffic counts may be used by multiple parties if they are current (as determined by the City) and reflect traffic from any new land uses that may have been established in the planning area or environs. Any changes to traffic analysis assumptions must be approved by the Millbrae Community Development and Public Works directors.

Policy CIRC-2.8: Consider additional future circulation system improvements as required to improve traffic flow in the station area and environs.

In addition to the circulation system improvements that are set forth in the Specific Plan, other system improvements will be warranted if traffic flow does not meet the levels of service set by city policy in this plan. Examples of such improvements include BART/Caltrain parking on the west side of the station (see Policy CIRC-4.2) in conjunction with private development and/or an additional northbound through lane on El Camino Real. Should these circulation system improvements become necessary, they should be added to the Specific Plan capital improvements program and funded through site-specific fees as warranted and/or other sources as appropriate.

Pedestrian and Bicycle System

OBJECTIVE CIRC-3: Improve pedestrian and bicycle circulation in the area.

Improving pedestrian and bicycle circulation in the planning area is a key objective. Such improvements are particularly important to the west of the station, so that alternative modes of access to the station can be encouraged. While most of the station planning area roadways and intersections already have sidewalks and crosswalks, existing land use patterns tend to promote automobile usage. With the exception of the northwestern corner of the station area, which borders the downtown, pedestrian volumes in the area are light. With development of the transit station and new, higher density development in the area, pedestrian and bicycle volumes are expected to increase significantly, and should be encouraged through the design of streets and the configuration and design of new development.

Policy CIRC-3.1: Provide for the implementation of regional and city bicycle routes.

The station planning area will be traversed by the proposed Bay Trail, a regional bicycle and hiking route that is proposed to provide a continuous recreational trail around the bay. The plan was prepared by the Association of Bay Area Governments (ABAG) in response to a mandate of the State Legislature. Currently, the Bay Trail alignment runs along the waterfront east of the planning area and turns inland at Millbrae Avenue, where a waterfront trail is

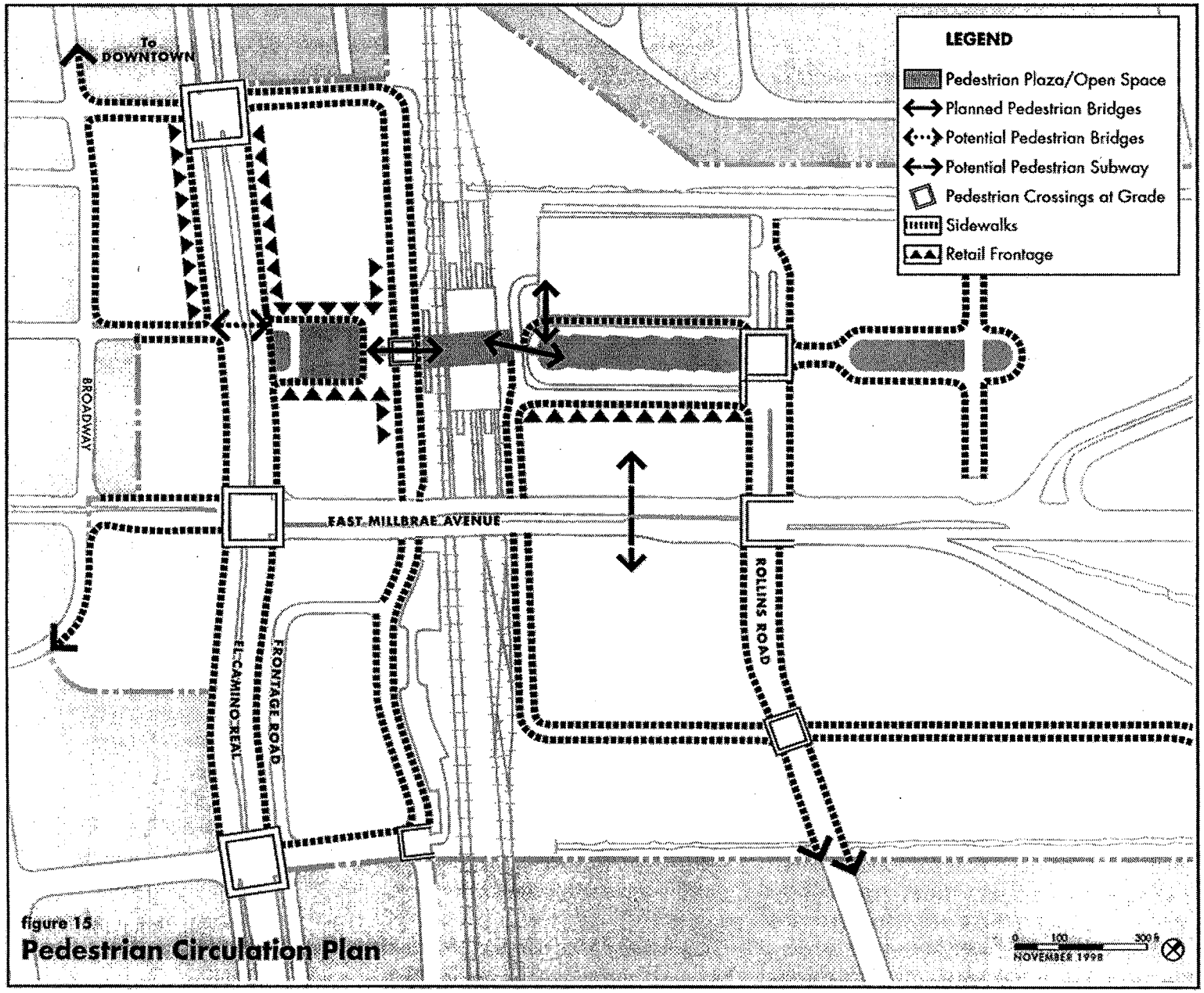


figure 15
Pedestrian Circulation Plan

precluded by the airport. The inland route is proposed to run along Millbrae Avenue to the Peninsula Corridor Joint Powers Board right-of-way on top of the BART subway and then northward to San Bruno Avenue, where it would turn eastward to link back to the waterfront. This plan, however, does not take into consideration the recently completed Millbrae Avenue grade-separation structure, which would preclude a connection to the railroad right-of-way in the vicinity of California Drive. Currently, the City is working with the airport to determine an appropriate alignment for the Bay Trail in this vicinity. Although a solution has not yet been developed, a technical advisory committee has developed a preferred alignment of the Bay Trail that includes an at-grade path along the north side of the Highline Canal and along the SFIA property line between Aviador and U.S. 101. The path would cross the Millbrae Avenue/U.S. 101 interchange via an elevated bike path and connect with the developed Bay Trail segment on Old Bayshore Highway via an at-grade path along Millbrae Avenue. Due to concerns about costs and potential impacts, however, alternative alignments are being considered for the Bay Trail in the station planning area. Whatever alignment is chosen, the plan supports the completion of this link of the Bay Trail and encourages linkages to be made to the Millbrae Station. [*Note to reader: It would be ideal for the Draft Specific Plan to incorporate recommendations of the Bay Trail study. Further coordination is required in this regard.*]

Policy CIRC-3.2: Provide secure bicycle parking facilities at the Millbrae station and at new employment and commercial developments.

Secure and conveniently located bicycle parking facilities should be provided at the Millbrae station and in new office buildings in order to encourage the use of bicycles for work trips. Bicycle parking should provide protection from the elements. In addition, employee locker and shower facilities should be provided for all office developments exceeding 50,000 square feet to encourage bicycle use.

Policy CIRC-3.3: Establish an interconnected system of sidewalks and pedestrian paths that provides safe and convenient pedestrian access between the Millbrae station and other destinations within the planning area and downtown.

Pedestrian connections between Millbrae station and the downtown and surrounding residential and commercial areas will be focused along connecting streets. In general, the recommended street pattern creates a grid system that provides convenient and direct connections between destinations (Figure 15).

The plan also calls for an exclusive pedestrian connection at the west station entrance. The Station Square provides an important link between the city and the station, and is conceived as a distinctive civic open space lined with active publicly oriented uses that create a lively and comfortable pedestrian environment. The Station Square will be connected to the Millbrae station via a pedestrian bridge over California Drive that connects to the station concourse level. Pedestrians will also be able to move between the square and the California Drive frontage to access bus stops and the Caltrain platform.

Policy CIRC-3.4: Design all streets to provide an attractive pedestrian and visual environment.

To create an attractive pedestrian environment, the plan provides for improving the landscaping and lighting along existing and proposed streets. As described in the Community Design element, street trees and distinctive light fixtures are recommended to add amenity and to create a special identity for the station area.

Policy CIRC-3.5: Allow for grade-separated pedestrian crossings of El Camino Real and Millbrae Avenue in conjunction with proposed redevelopment.

El Camino Real and Millbrae Avenue represent significant barriers to safe and convenient pedestrian circulation within the planning area. Opportunities to overcome the effect of these roadways and to create more convenient pedestrian crossings that promote better access between the station, future development and the downtown are encouraged. The City will assist property owners in implementing grade-separated crossings of El Camino Real and Millbrae Avenue to the extent that such linkages are economically feasible and serve the public interest of improving public access to the station. More specifically:

- *El Camino Real.* An elevated pedestrian bridge could be constructed across El Camino Real immediately north of Chadbourne Avenue, linking the second level of new developments on both sides of the roadway and providing a direct upper level walkway linkage to the concourse level of the BART/Caltrain station. The City would assist property owners in negotiating with Caltrans, which owns and operates the El Camino, and would require an encroachment permit for such a structure.
- *Millbrae Avenue.* Higher intensity office development is permitted on properties immediately north and south of Millbrae Avenue between Rollins Road and the railroad right-of-way. A pedestrian undercrossing constructed within the bridge embankment to link these two sites may be appropriate, particularly if a single user wishes to develop both sites. Such an underpass would permit the majority of the development's parking to be situated on the less-constrained southern portion of the property (e.g., south of Adrian Road) and create a safe pedestrian linkage from the southeast sector of the planning area to the BART/Caltrain station. Further engineering feasibility studies would be required to ensure that such a crossing could be made without compromising the grade-separation structure.

Parking

OBJECTIVE CIRC-4: Manage the parking supply to serve new development, and encourage the use of transit.

In the future, parking will be needed in sufficient amounts to serve the demands of new residents, employees and visitors to the area, and to avoid overflow impacts on adjacent neighborhoods. Parking standards should, however, reflect the high levels of transit service in the area and encourage its use.

Policy CIRC-4.1: Encourage the shared use of station area parking facilities for off-peak users.

A significant supply of commuter parking will be developed at the Millbrae station, totaling approximately 3,200 spaces, including 3,000 parking spaces at the intermodal station and 200 existing Caltrain spaces. Within the station area, there is the opportunity to establish uses that peak during evening and weekend hours (such as cinema and entertainment uses) that could utilize the reservoir of parking that will be built for the station.

Policy CIRC-4.2: Pursue the development of public transit station parking on the west side of the Millbrae Station.

Public transit parking on the west side of the Station ("westside garage") provides demonstrable and measurable improvements to the traffic level of service at the Millbrae Avenue/El Camino Real intersection. The westside garage is identified as a mitigation measure for the BART-SFO Extension Project and is described in the Comprehensive Agreement between the City of Millbrae and BART. Site selection, construction and development of

an operational model of such a westside garage shall be aggressively pursued by the City. The City may negotiate with the landowners controlling the assemblage of appropriate sites upon which a westside garage can be constructed. The City will also pursue all available public and private funding sources to accomplish this policy goal. Since a specific site for a westside garage has not yet been identified, supplemental and focused environmental review will be required when a specific site and design is identified. Such supplemental environmental review shall be prepared in consultation with BART and the Federal Transit Administration to ensure the appropriate use of funding with respect to the Mitigation Monitoring and Reporting Plan for the BART-SFO Extension Project and the Comprehensive Agreement between BART and the City of Millbrae. The City shall also pursue execution of the westside garage Memorandum of Understanding with BART contemplated in Section 4(B)(3) of the Comprehensive Agreement. Additional traffic analysis will be undertaken to ensure that any westside parking achieves the goals of the City on a planwide basis.

Policy CIRC-4.3: Establish parking standards that are adequate to serve new development, and encourage the use of transit.

The following parking standards are recommended for the station planning area, which reflect its pedestrian and transit orientation:

Land Use	*Parking Ratio*
Transit-Oriented Office (within 800 feet of the station)	2.5 spaces per 1,000 gross square feet (gsf)
Office	3 spaces per 1,000 gsf
Hotel	1 space per room with reductions permitted to 0.5 per room if the site is located within 800 feet of the east or west pedestrian entry to the transit station
Residential	1.5 spaces per unit
Cinema	1 space per 4 seats total; off-peak parking should be 1 space per 8 seats
Retail/Restaurant (within 600 feet of the station)	1.5 spaces per 1,000 gsf
Retail/Restaurant	5 spaces per 1,000 gsf

Policy CIRC-4.4: Ensure that redevelopment of the BART parking lots results in full replacement of any displaced parking spaces.

The plan promotes redevelopment of the BART parking lots to create a more intensive activity center around the transit station, and a more attractive visual gateway to the community. However, redevelopment of these surface lots should not occur without a one-for-one replacement of any displaced transit parking spaces. Potential locations for such displaced parking could include one or a combination of the following:

- *Additional Parking Structures on BART Property.* Approximately 920 parking spaces total could be provided on both sides of the electrical transmission lines north of Garden Lane in two additional parking structures. These structures would step down in height from approximately 40 feet (5 levels) on the west side to 30 feet (4 levels) on the east side of the transmission lines. A continuous level of at-grade parking could be provided beneath the power lines.

- *Expansion of BART Parking Structure.* Within the height limits imposed by the FAA and the Specific Plan, BART could

explore the potential of adding one additional level of parking to its existing structure and/or extending the garage east toward the transmission lines. The addition of one level could add approximately 400 spaces, while the eastward extension could potentially provide for the replacement of all 915 surface spaces.

- *West Side Replacement Parking.* Additional BART replacement parking could be provided in conjunction with the private redevelopment of the properties immediately west of the BART/Caltrain station (see Policy CIRC-4.2). The capacity of this garage (for replacement parking) would depend upon the private development program and the ability of BART to reach agreement with the private developers of this property. Such parking would help to alleviate traffic congestion by intercepting trips from the west before they enter the Millbrae Avenue/El Camino Real and Millbrae Avenue/ Rollins Road intersections. The City or the Redevelopment Agency may play a role in providing west side parking as appropriate and feasible. Potential locations for parking may include Site 1 and/or Site 11, because of their proximity to the Millbrae Station.

Any replacement parking structures will be required to comply with the development standards and design guidelines set forth in the Community Design element of this plan.

Policy CIRC-4.5: Explore the feasibility and desirability of a residential permit parking program to manage potential spillover parking from the Millbrae station.

Once the Millbrae station opens, the City should monitor parking impacts on nearby neighborhoods and establish a residential permit parking program if warranted to address spillover parking effects. BART is also obligated to assist the City in managing spillover parking.

Policy CIRC-4.6: Design parking facilities to be compatible with adjacent areas and to reinforce the pedestrian environment.

Parking should be designed in a manner that does not detract from the visual or pedestrian environment. Surface parking should be generously landscaped (one tree per four stalls); large expanses of surface parking should be avoided to the extent possible and oriented away from public streets and pedestrian ways, where development activities are preferred. Parking structures shall comply with the standards and guidelines described in the Community Design element, and be designed to reduce their visual impact to the maximum extent possible through encapsulation within development, landscape screening, and architectural treatments.

Transportation Demand Management

OBJECTIVE CIRC-5: Develop Transportation Demand Management (TDM) programs that discourage single-occupancy vehicle trips and maximize transit use.

Transportation Demand Management (TDM) refers to programs that are designed to discourage single-occupancy vehicle use in favor of alternative modes such as transit, shuttles, carpools, bicycles, and foot. In the station area, where high levels of transit service will be established, incentives should be provided to encourage the use of these alternative modes of travel.

Policy CIRC-5.1: Require new developments within the planning area to provide for alternative modes of transportation.

New office development in the planning area shall provide incentives to employees to use alternative modes of transportation. Given the close proximity of the transit station, such

incentives could include transit subsidies, a transportation coordinator to provide commuter information to employees, and preferential parking for vanpools and carpools. Corresponding disincentives for single-occupancy vehicle use should also be considered, including paid employee parking charges. New hotels should provide airport shuttle services and display transit information for visitors.

The Millbrae station planning area is located in one of the oldest areas of the city. Correspondingly, much of the infrastructure is in need of repair or replacement.

UTILITIES AND PUBLIC SERVICES

The Millbrae station planning area is located in one of the oldest areas of the city. Correspondingly, much of the infrastructure is in need of expansion, improvement, repair or replacement in order to serve existing and future demands. The City's wastewater treatment plant is currently near capacity, and will require expansion in order to serve new development within the Specific Plan area as well as the larger city of Millbrae.

The Utilities and Public Services element of the Millbrae Station Area Specific Plan establishes policies for the orderly upgrading and construction of utilities, taking into account the long-term development objectives for the planning area. In this way, the utility plan provides individual property owners and developers as well as the City with an overall framework of improvements that will be necessary to support full buildout of the planning area. Policies related to the phasing and financing of these improvements are established in the Implementation element of this Specific Plan.

OBJECTIVE UPS-1: Provide for the phased construction and implementation of utility improvements and public services necessary to support new development. Ensure that services are in place prior to completion of construction of new development.

Water Supply and Distribution

Water is supplied to Millbrae by contract with the San Francisco Water Department (SFWD), which transports water from the Hetch-Hetchy reservoir in the Sierra Nevada Mountains and the San Andreas/Crystal Springs reservoirs in San Mateo County. Water supply in the study area is a blend of Hetch-Hetchy (unfiltered) and Sunol Water Treatment Plant (filtered) water.[1]

Water mains in the study area range from 6 to 12 inches in diameter, and are composed of asbestos-concrete and cast iron. Many of the water mains in the older parts of the city, such as the station planning area, are worn out and need to be replaced. Citywide, approximately 20 leaks or breaks occur each year.

Additional water storage capacity is needed citywide, but particularly in the area east of El Camino Real, in order to meet the minimum State Department of Health Services requirement of eight hours of peak-day demand storage for each water pressure zone. In addition, water system capacity and pressure in the station planning area may be inadequate to meet the fire protection needs of new development. The City is currently undertaking an infrastructure analysis that will determine the program of water system upgrades that will be necessary in order to serve new development.

Existing and proposed water lines in the station planning area are depicted in Figure 16.

Policy UPS-1.1: Establish a water supply distribution system that is adequate to serve the potable and fire protection needs of new development.

The average daily water demand generated by proposed development within the station planning area would be approximately 0.475 million gallons of water per day (mgd). The City's water supply derives from the San Francisco Public Utilities Commission's

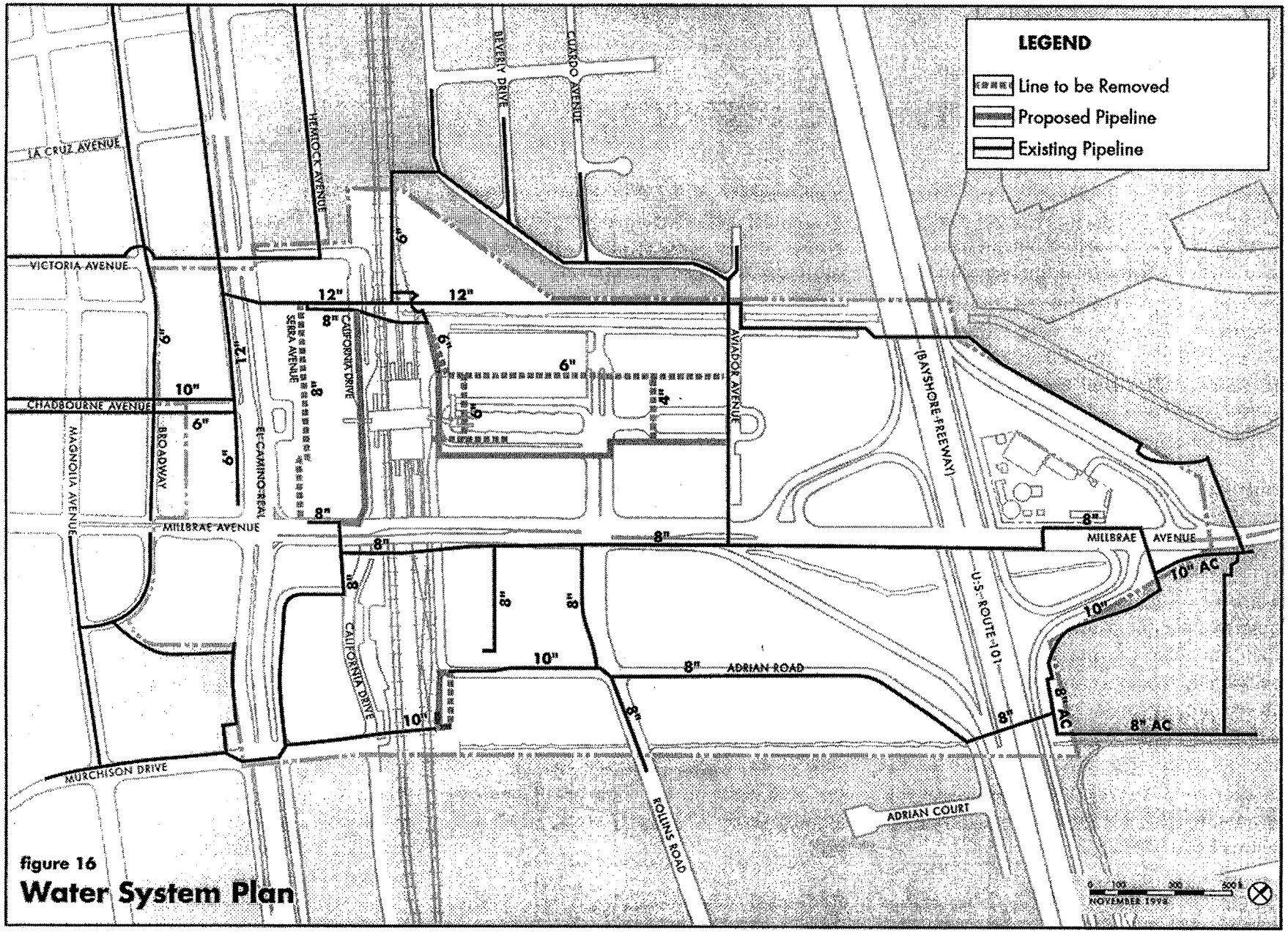


figure 16
Water System Plan

Hetch-Hetchy system and local peninsula reservoirs. The City of Millbrae is one of 29 agencies that are members of the Bay Area Water Users Association, each of which has entered into a Master Contract with the San Francisco Public Utilities Commission, pursuant to which San Francisco has guaranteed to the agencies in this association to make available 184 mgd. This agreement, which expires in 2009, does not specify what happens if in fact this maximum daily gallon limit is exceeded. However, at the current time, the existing users in the Bay Area Water Users Association are collectively consuming approximately 158 mgd. The Bay Area Water Users have undertaken action in which they have agreed to individual allocations of the overall 184 mgd commitment. For Millbrae, this allocation is 3.15 mgd. In recent years, Millbrae's consumption has been below this allocation (2.57 mgd for fiscal year 1997–98, 2.77 mgd for fiscal year 1996–97, and 2.61 mgd for fiscal year 1995–96). As shown by these numbers, current demand fluctuates given such variables as weather. The additional increase in water consumption expected as a result of buildout of the Millbrae Station Area Specific Plan would bring Millbrae close to or slightly above its agreed allocation. However, buildout of the plan area is not expected to occur by 2009, at which time the Bay Area Water Users agencies and San Francisco are anticipated to have renegotiated their agreements and taken into account the need systemwide on a regional basis for an adequate water supply. Recognizing that there is a need for expanding the water supply on a regional basis, the Bay Area Water Users Association and the San Francisco Public Utilities Commission have joined forces to engage in a Water Supply Master Plan.

Additional water storage capacity will be required for the city as a whole, to accommodate the demands of new development. The station planning area will be required to contribute its pro-rata share of the larger citywide storage system.

An additional meter can be added at the vault on El Camino Real near Victoria Avenue at the city connection to the SFPUC system in order to increase water availability for fire flows within the area (pumping may be required for higher buildings). Two streets in the planning area (Serra Avenue and Garden Lane) will be removed as part of development of the station area and the BART/Caltrain station. These lines will require relocation. New water mains would be extended along new streets and to provide an adequately looped system to provide water service reliability. All improvements to the water distribution system will be sized and designed to accommodate full buildout of the Specific Plan area. New multi-story buildings will probably require individual fire pumps in order to achieve the required fire flows.

The Millbrae station area is located within an area that has very corrosive soils; therefore, consideration should be given to designing a cathodic protection system for all metallic pipes and fittings.

Policy UPS-1.2: Conduct a hydraulic study to determine necessary system upgrades.

A detailed hydraulic study using a computer model should be conducted to confirm the water system upgrades necessary to provide for adequate fire flows in the area. The City has retained a consultant to analyze its pipe network system. The recommendations of the study will be incorporated into the Specific Plan capital improvements and financing plan, as appropriate.

Policy UPS-1.3: Reduce water consumption through a program of water conservation measures.

Water consumption in the planning area should be reduced through the incorporation of water conservation measures, including:

- Water-conserving fixtures (i.e., low-flow shower heads and toilets and water-conserving appliances).

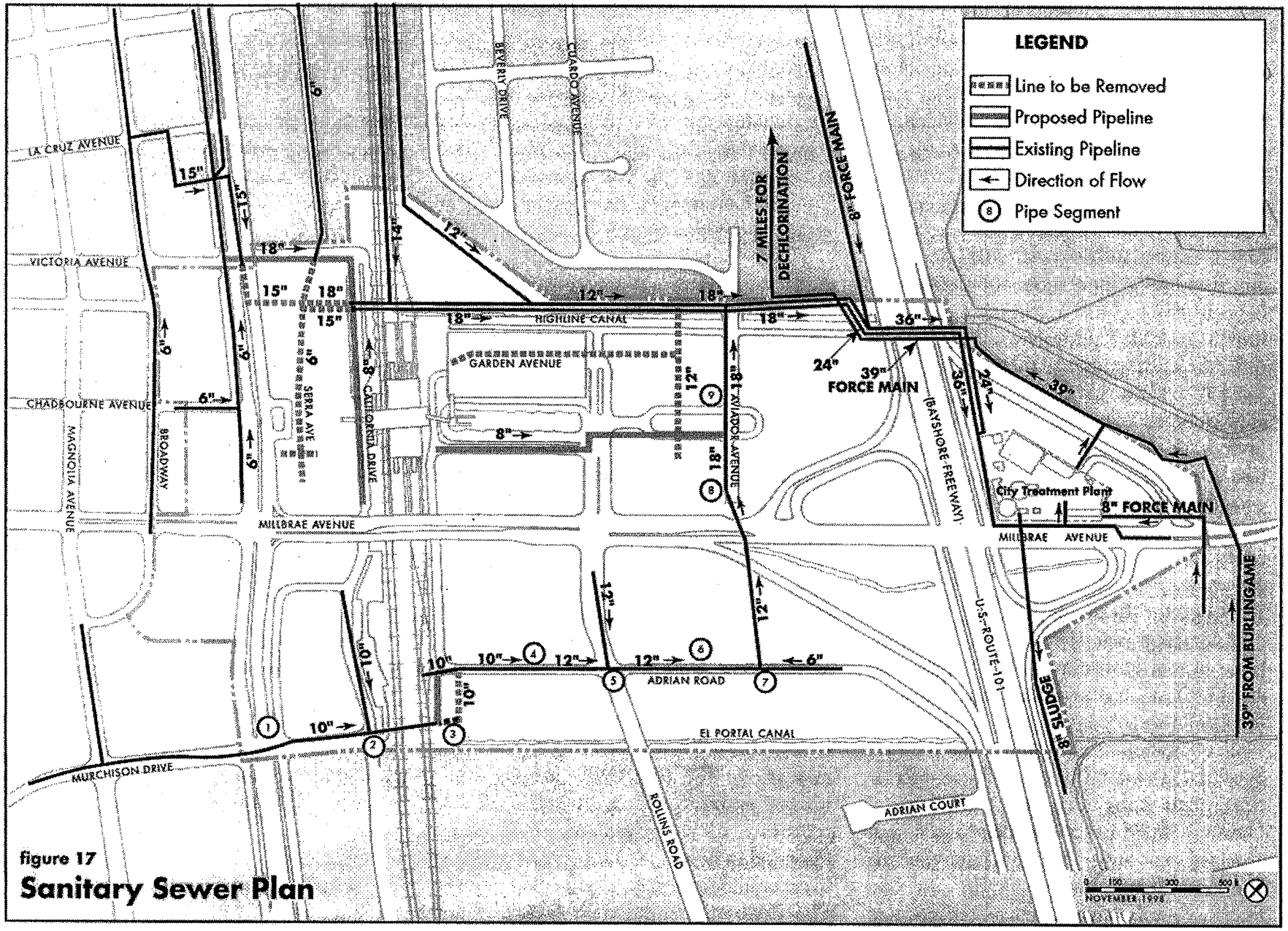


figure 17
Sanitary Sewer Plan

- Drought-tolerant landscaping and water-conserving irrigation systems.

- Provision of recycled water for landscape irrigation where feasible. If a separate recycled water system is determined to be appropriate for the Specific Plan area, a new reclaimed water pipeline system should be installed as new streets and development are constructed.

Wastewater Collection and Treatment

The City of Millbrae provides wastewater collection and treatment services throughout its jurisdiction and for the Capuchino High School in San Bruno. Wastewater is collected in gravity flow lines, supplemented by lift stations and connected to force mains where necessary, and then conveyed to the Millbrae Wastewater Treatment Plant located in the northeast quadrant of the Millbrae Avenue/ U.S. 101 interchange. Treated effluent is discharged into a 39-inch force main that is shared with the City of Burlingame and then pumped to the South San Francisco Treatment Plant for dechlorination and discharge into the bay. The deep-water outfall accommodates treated effluent from South San Francisco, San Bruno, San Francisco International Airport, Millbrae and Burlingame.

Within the station planning area, the collection system consists of a network of 6- to 18-inch pipes composed of vitrified clay and reinforced concrete. The system drains to the City of Millbrae Wastewater Treatment Plant and then to a 39-inch force main. Many of the pipes in the study area are old, and may suffer from excessive inflow and infiltration. Infiltration is also a problem in other areas of the city, adding to the capacity limitations experienced by the treatment plant, particularly during winter rainfall. Due to this limited capacity, the collection system often backs up prior to processing at the treatment plant.

Policy UPS-1.4: Provide improvements to the Millbrae treatment plant in order to accommodate planned new growth within the station planning area and the city as a whole.

Capacity at the Millbrae treatment plant is limited, and appears to be insufficient to handle projected flows for the ultimate buildout of the Millbrae station planning area. A "desktop" analysis completed by the City in 1995 indicated a possible residual capacity of 0.25 mgd under the Advanced Primary Treatment (APT) process.[2]

Redevelopment of the station planning area is expected to create an additional influent flow of 300,000 to 400,000 gpd to the wastewater treatment plant, depending on the final land use program. Improvements to the treatment plant will be necessary to accommodate this development.

The treatment plant is being analyzed as part of the City's ongoing infrastructure study, and it appears that improvements to the treatment plant will be required in order to accommodate new development within the station area and other parts of Millbrae.

Policy UPS-1.5: Improve the wastewater collection system to accommodate demands from new development.

Based on an evaluation of data regarding the diameter and slope of existing pipes, it appears that the existing collection system is adequate to accommodate projected sewage flows. Flow metering and sanitary sewer analysis will be required to determine if the existing trunk line sewer system has adequate capacity for both proposed development and the existing upstream flows. If the mains are flowing in a surcharged condition, the mains along the southern and eastern portions of the study area would need replacement. Existing lines along Serra Avenue and Garden Lane will require relocation to the new California Drive and Garden Lane, respectively. As part of development of the station, BART will be relocating the Garden Lane line. In order to

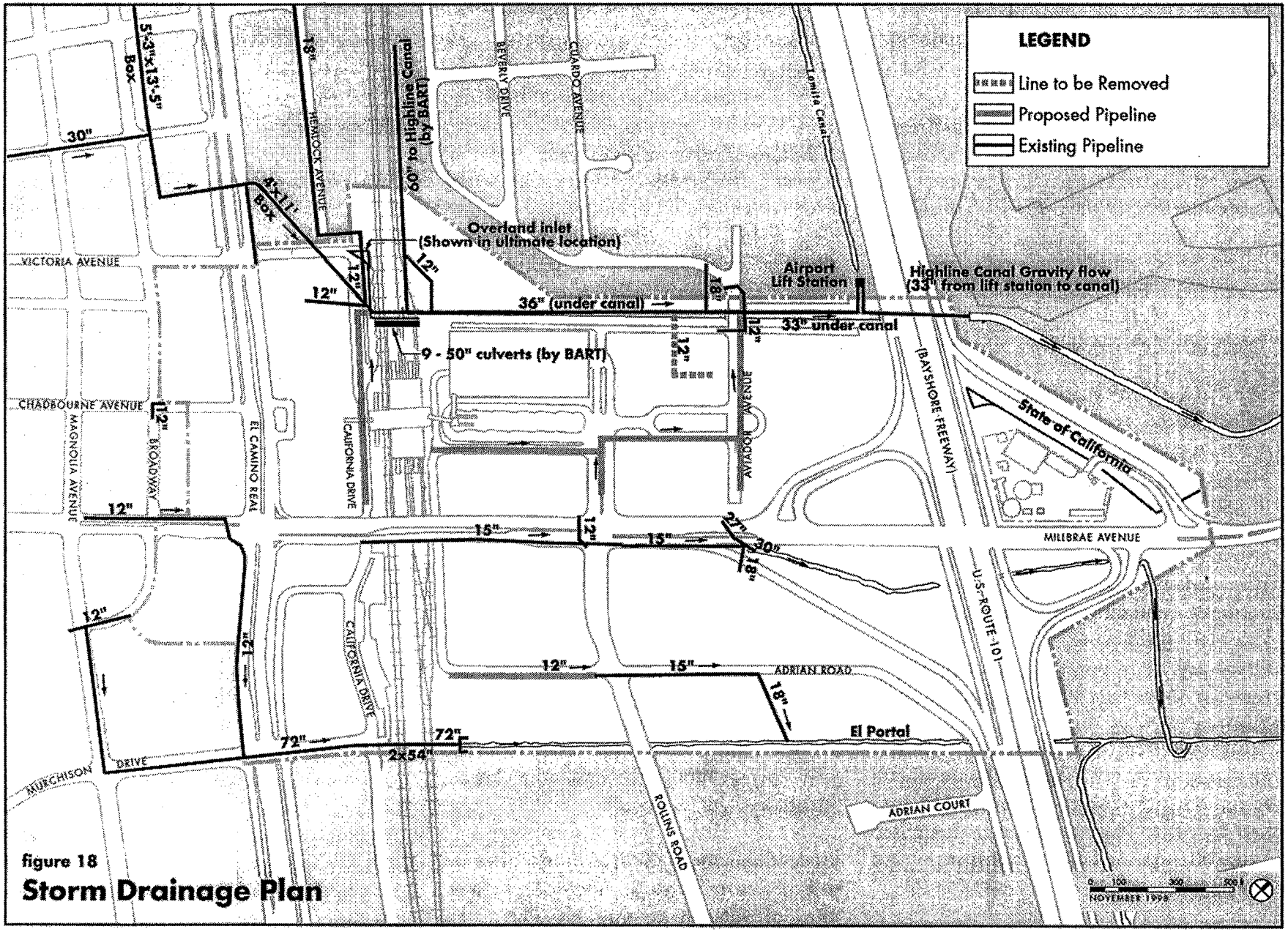


figure 18
Storm Drainage Plan

maintain options for future development of the BART station parking areas, consideration should be given to relocation of the Garden Lane line slightly further to the south than is contemplated in the current plans (Figure 17).

Storm Drainage

Storm water that is collected in the city is handled through three basic trunk line systems (Figure 18). The northern portion of the system flows into the South Lomita Canal, and then is pumped into the Highline Canal. This canal has a floodgate to prevent high tides from backing up into the canal. The center portion of the system empties into the Highline Canal, which drains directly into the bay. The southern portion of the storm drain system enters a canal shared with the City of Burlingame. The canal is controlled by a pump station in Burlingame, and Millbrae reimburses Burlingame for the costs associated with its share of flows through the canal and pump station.

The station planning area is located at the downstream end of the southernmost system. The storm drain system in the planning area is composed of a network of inlets and pipes, with 12- to 15-inch pipes connecting to larger (27- to 72-inch) trunk lines and the canals at the north and south ends of the planning area. According to FEMA data, 100-year flows have been contained within the canals. Localized flooding in the study area can occur during periods when there is a prolonged malfunction of one of the lift stations.[3]

Policy UPS-1.6: Provide necessary storm drainage facilities as new development is constructed.

Drainage patterns are not expected to change significantly, as the area is already largely urbanized. The existing storm drainage system appears to have adequate capacity to serve the area. Existing storm drain lines within Serra Avenue and Garden Lane will be eliminated and replaced with collector systems along California Drive and the relocated Garden Avenue. Storm drain lines will need to be extended within public street areas or new public utilities easements. Onsite collection systems will be provided by the parcel developer.

Electrical, Gas and Telephone

Electricity and gas are currently provided to the station planning area by Pacific Gas and Electric (PG&E) (Figures 19 and 20); due to utility deregulation, other companies may provide electrical service to users in the future. The existing system consists of overhead and underground facilities. Four sets of 115-kilovolt (kV) electrical transmission lines traverse the eastern portion of the planning area in a north-south direction.

Policy UPS-1.7: Provide adequate electrical, gas and telecommunications services to support new development.

Where practical, all new electrical and telecommunications systems should be placed underground in common joint trenches with new gas lines. Some of the existing overhead electrical lines will be removed as part of the Millbrae station construction.

Policy UPS-1.8: Incorporate energy-conserving devices into new development in order to promote energy conservation.

Encouraging higher density mixed-use development around an important regional transit hub in an area well served by existing infrastructure represents an energy-conservative approach to regional planning and development. Through the reduction of automobile trips and the consolidation of services, energy consumption can be controlled. At the project level, increased intensity of use will result in higher levels of energy consumption than existing development.

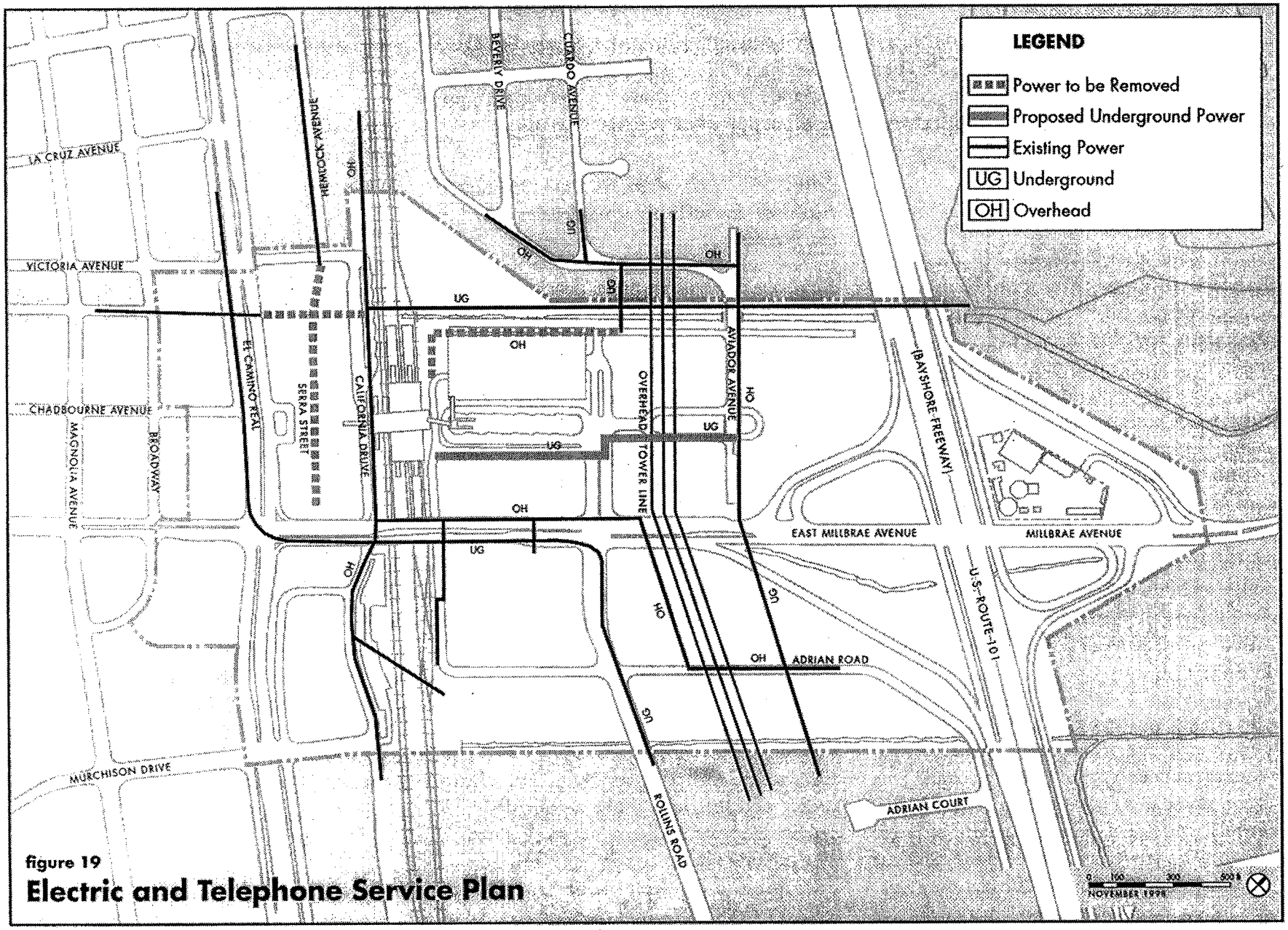


figure 19
Electric and Telephone Service Plan

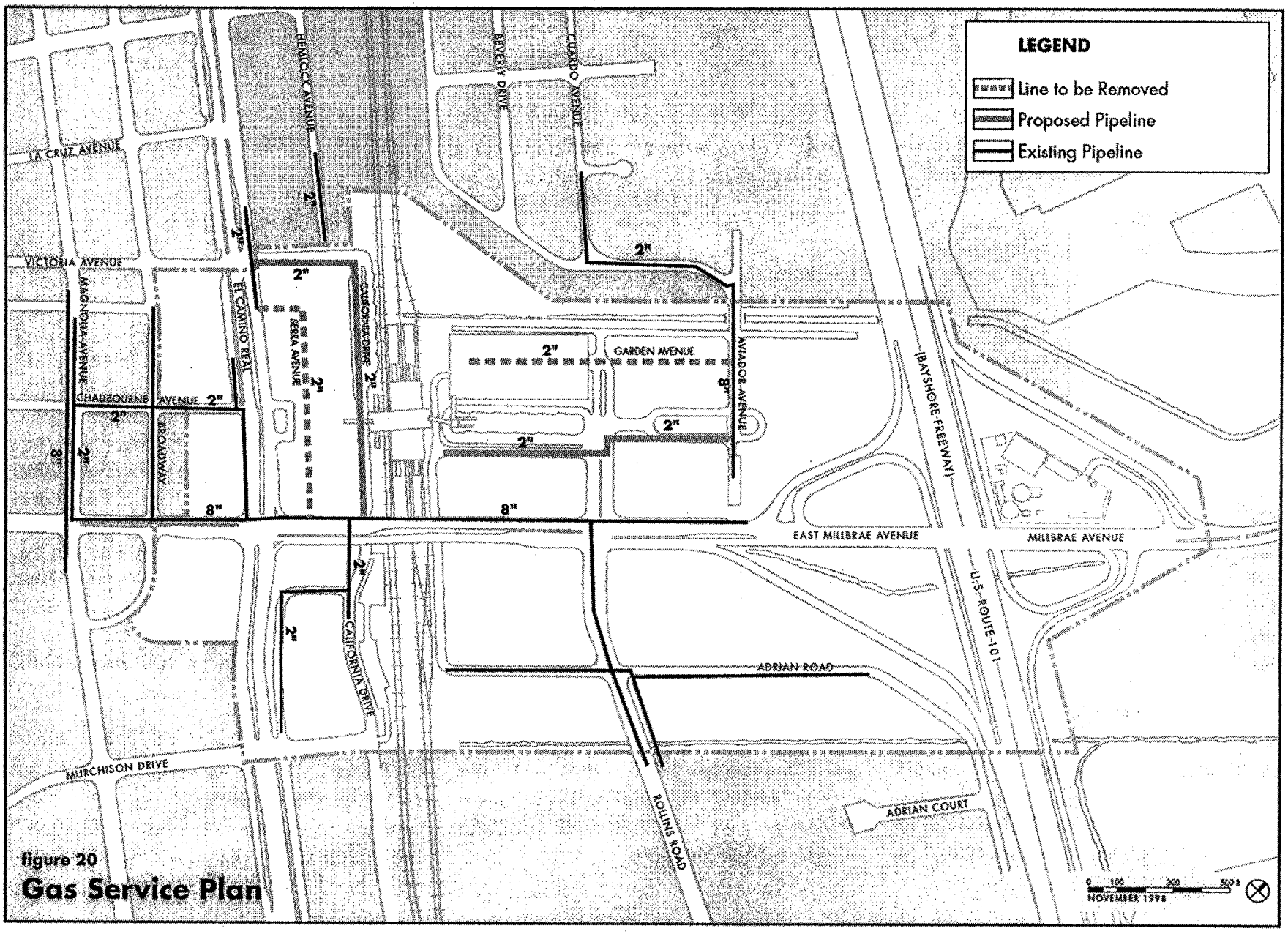


figure 20
Gas Service Plan

Solid Waste

South San Francisco Scavenger Company collects solid waste under franchise with the City of Millbrae. Millbrae's solid waste is processed at a transfer station at Oyster Point in South San Francisco, and from there is transported to a sanitary landfill site at Ox Mountain near Highway 92 in Half Moon Bay. The Ox Mountain Landfill is a Class III landfill (nonhazardous waste) owned and operated by Browning Ferris Industries (BFI). In 1997, the Ox Mountain Landfill received a total of 807,024 tons of waste. As of January 1, 1998, the remaining capacity of the landfill is projected to be more than 15 years.[4]

In 1997, the City of Millbrae sent 25,298 tons of waste to the landfill, or approximately three percent of the annual total waste received at the Ox Mountain Landfill.[5] Millbrae residents participate in a curbside recycling program for cardboard, mixed paper, newspaper, aluminum, glass, plastic and motor oil.

The California Integrated Waste Management Act of 1989 requires cities and counties to develop and implement programs designed to meet the state-mandated waste diversion (recycling) goals of 25 percent by the year 1995 and 50 percent by 2000. The City estimates the current diversion rate to be approximately 30 percent.[6] Millbrae operates a recycling and waste prevention program that offers a variety of ways to help achieve the 50 percent reduction goal by the year 2000.

Policy UPS-1.9: Implement recycling programs in the station area.

In order to reduce the amount of solid waste generated in the planning area, the City should promote its existing recycling programs for residential and commercial users.

Policy UPS-1.10: Promote recycling of construction and demolition debris.

The station planning area is currently built out, and most new development will involve demolition of existing buildings and paved areas which, if approached in a conventional manner, will result in the generation of significant waste. However, many common building materials are recyclable, such as asphalt, drywall, wood, carpeting, and asphalt roofing shingles. As part of the demolition and redevelopment process, the City should require project developers to prepare a demolition plan that maximizes efforts to recycle demolition debris.

Policy UPS-1.11: Encourage the use of recycled content building materials.

The City should encourage the use of recycled content materials in new construction, such as wallboard, insulation, steel studs, carpeting and tile.

Fire and Emergency Services

The City of Millbrae Fire Department provides fire protection and emergency services to the city. The department is staffed by a chief, 3 division chiefs, 6 fire captains, and 15 firefighters. There are two fire stations within the city: Station 37, on Magnolia Avenue next to city hall; and Station 38, on Crestview Drive near Skyline Boulevard. The department operates three fire trucks. Under current staffing levels, however, only two engines and one command vehicle can be operated at the same time. The third engine is used to replace an out-of-service vehicle.[7] Millbrae participated in the County Mutual Aid Program, which includes all cities within San Mateo County.

The station planning area would be served by Station 37 on Magnolia Avenue. This station is currently staffed by a division chief, a captain, and a minimum of two firefighters. Most of the station planning area falls within a one-half-mile radius of the station.

Law enforcement services are provided by the Millbrae Police Department. The department is staffed by 27 sworn officers. The police department maintains one station at the city hall on Magnolia Avenue, next to the fire station. The response time for emergencies in the Millbrae station area is three minutes.

No new police facilities are proposed to serve the station area. Millbrae police will work in conjunction with BART police to patrol the station.

Policy UPS-1.12: Acquire an aerial ladder fire truck to provide fire protection services to new buildings in the station planning area.

New buildings in the planning area will significantly exceed the predominant one- to two-story levels that currently exist in the city. However, the City does not currently have an aerial ladder truck, which would be necessary to provide adequate fire protection to these taller buildings. An aerial ladder truck is therefore included in the capital improvement program for the Millbrae station area. Other proposed development that will benefit from this equipment, specifically the aerial-wye alignment of the BART extension and new hotel development proposed east of the freeway, should also contribute its pro-rata share of the cost of the truck.

Public Schools

There are three school districts providing educational services in the city of Millbrae: Millbrae Elementary School District (K–8), San Mateo Union High School District (9–12), and the San Mateo Community College District. There are four elementary schools in the city, serving kindergarten through fifth grades, and one middle school, serving sixth through eighth grades. High school students attend Mills and Capuchino high schools. Current school enrollments and school capacities are shown in Table 5.1.

Table 5.1: School Enrollment

School	*1997-98 Enrollment*	*School Capacity*
Green Hills Elementary	385	390
Lomita Park Elementary	320	325
Meadows Elementary	420	660
Spring Valley Elementary	383	410
Taylor Middle School	850	960
Mills High School	1,471	1,447
Capuchino High School	1,137	1,417

School capacity figures for Mills and Capuchino exclude PE classes and Special Education RSP classes.

Sources: San Mateo Union High School District; Millbrae Elementary School District

If residential uses are developed in the station planning area, they are likely to be served by Spring Valley for kindergarten through fifth grades; Taylor for sixth through eighth grades; and Mills High School for ninth through twelfth grades. There is currently capacity available at these schools. In addition, the elementary school district expects to lose approximately 160 students due to removal of the housing on the BART/Caltrain station site.[8]

A student yield survey has recently been completed by the San Mateo Union High School District, Millbrae Elementary School District, San Bruno Park Elementary School District, and San Mateo Foster City School District. The student yield factors are given in Table 5.2.

Based on the student yield factors provided by the school districts, the development of up to 290 multi-family housing units would generate up to 137 elementary school students, 43 middle school pupils, and 54 high schools students. Considering the projected loss of 160 students associated with construction of the Millbrae station, adequate capacity appears to be available to absorb new students at local schools.

Policy UPS-1.13: Cooperate with the Millbrae Elementary School District and

the San Mateo Union High School District in planning for adequate public school facilities.

Parks

Millbrae has 10 parks, totaling 28 acres within the city. In addition, the City leases Bayside Manor Park from PG&E and Marino Vista and Bayfront parks from the airport, bringing the total parkland inventory to 32 acres. Millbrae residents also have access to approximately 65 acres of school playgrounds and fields, the 93-acre Junipero Serra County Park (15 acres of this facility are within the city limits), and the undeveloped SPUR property (52 acres), which is planned as an open space park with a bicycle and pedestrian path.

Table 5.2: Student Yield Factors

	Factor	
Grade	*Single-Family*	*Multi-Family*
K-6	0.337	0.471
7-8	0.109	0.147
9-12	0.122	0.186
K-12	0.568	0.804

Sources: Student Yield Study for San Mateo Union High School District, Millbrae Elementary School District, San Bruno Park Elementary School District, and San Mateo Foster City School District.

Policy UPS-1.14: Require the payment of in-lieu fees for new residential development rather than the dedication of parkland.

Based on a population of 20,412 (1990 Census), the City of Millbrae currently provides 1.4 acres of city parkland per 1,000 population. If the leased parks and school playgrounds and fields are added to the inventory, this ratio increases to 4.6 acres per 1,000 population. Millbrae's subdivision ordinance requires the dedication of land at a ratio of 2 acres per 50 lots or in-lieu fees which would equate to a ratio of 4.5 acres of parkland per 1,000 persons. The City's current policy focuses on maintaining and developing its existing park facilities rather than expanding its parkland inventory.[9]

Policy UPS-1.15: Require the provision of onsite open space and/or recreational amenities in new residential development.

Based on the development of up to 290 multi-family dwelling units and an assumed household size of 2.64 persons, new development in the station area is estimated to add a residential population of 766 persons. This is slightly greater than the estimated 700 persons that will be relocated from the area to accommodate development of the BART/Caltrain station.

New residential development in the station planning area will be near park and recreation facilities located at Mills High School. In addition, Station Square, a privately owned public open space, will be developed at the western entry to the BART station. To supplement these facilities, new residential development should provide onsite recreational amenities for residents.

[1]Memo from Thomas Colletti, City of Millbrae Utilities and Operations Division, September 8, 1998.

[2]Memo from Lou Sandrini, Public Works Director, December 18, 1997.

[3]Memo from Thomas Colletti, op. cit.

[4]San Mateo County Public Works Department, *San Mateo County Integrated Waste Management Plan,* Siting Element, Preliminary Draft, May 5, 1998.

[5]Memo from Kathryn Hyde, City of Millbrae Recycling and Waste Prevention Program, May 20, 1998.

[6]Ibid.

[7]Memo from Dennis Haag, Assistant Fire Chief, December 20, 1997.

[8]Telephone conversation, Sherry Brown, Chief Business Officer, Millbrae School District, November 20, 1997.

[9]*City of Millbrae Draft General Plan,* 1991.

Station Square will be developed as an intimately scaled civic green, lined with cafes and shops (Lake Forest Illinois above).

COMMUNITY DESIGN

The Community Design element provides the basis for transformation of the Millbrae station area environment, setting forth policies for the improvement of public spaces and streetscapes as well as development standards and design guidelines for private development.

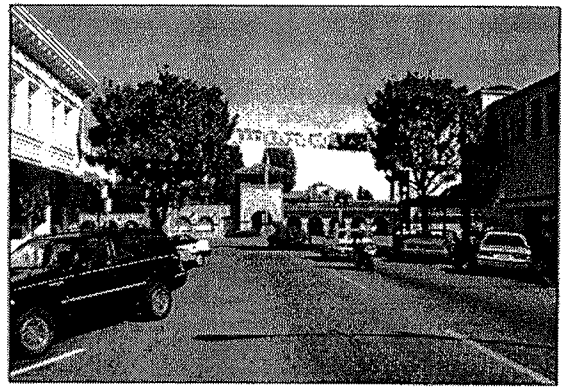
PUBLIC SPACE AND STREETSCAPE IMPROVEMENTS

Unlike the remainder of the city, the Millbrae station planning area is generally characterized by a lack of visual cohesiveness, a predominance of paved surfaces with scant landscaping, a piecemeal pattern of development, and few provisions for pedestrians. This character does not befit the area's strategic gateway role within the community, nor the future opportunities that the extension of transit service offers. A key objective of the Specific Plan is to enhance the visual and pedestrian environment of the station area and make it an appropriate gateway to the city from Highway 101 and the El Camino corridor. The enhancement of pedestrian facilities surrounding the station is particularly critical in promoting alternative modes of access to the transit station and creating strong linkages to the downtown core and adjacent neighborhoods.

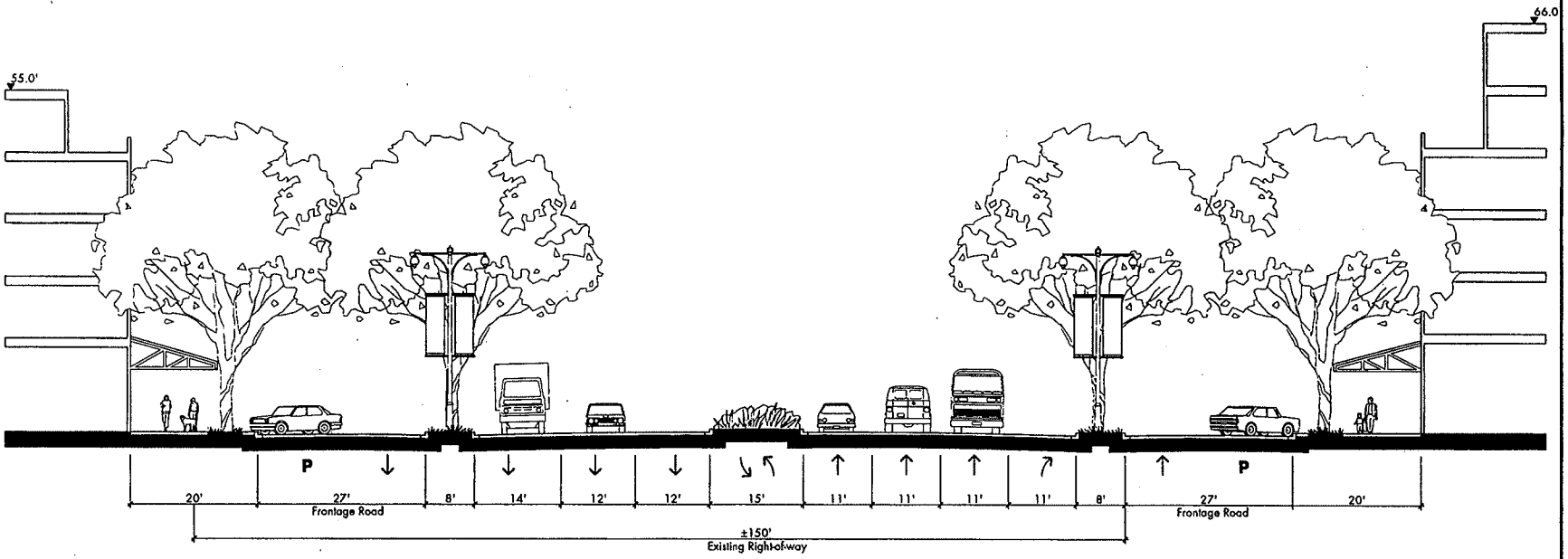
The station itself will become one of Millbrae's most important landmarks and destinations, and as such the plan calls for the City to play a central role in developing a civic open space at its west entry. This space—Station Square—is envisioned as an intimately scaled outdoor "room" that will provide a venue for civic activities and celebrations, an active environment lined with retail shops and restaurants/cafes, and a visual space that offers views to the imposing station structure from El Camino Real. While private development of the adjacent properties will be critical in activating the space, it is important that Station Square be clearly perceived as a civic space within the community. As such, the City will work closely with the property owners and private developers to establish an appropriate setting for development as well as a public space in the spirit of traditional town squares.

The major arterial roadways that traverse the planning area, El Camino Real and Millbrae Avenue, are conceived as leafy boulevards that provide a distinctive visual gateway to the community and a strong sense of orientation and urban structure. To this end, the plan calls for additional landscaping along the edge of Millbrae Avenue and the grade-separation structure, and extension of the landscaped frontage road system as properties redevelop along El Camino Real.

OBJECTIVE CD-1: Undertake a comprehensive program of streetscape and public space improvements that promotes an



Like other stations along the Peninsula (Burlingame Avenue Station), Millbrae's new station is envisioned as one of the City's most important civic landmarks.



El Camino Real
(Looking North)

figure 21

El Camino Real – Typical Cross Section Looking North

enhanced sense of place and identity for Millbrae and the station area.

The existing and planned network of streets provides the most significant component of public space within the station area. It is important that these streets be designed not only to achieve their functional role of moving vehicular traffic, but also to contribute to the visual identity and spatial structure of the community. In addition, streets are the principal spaces serving pedestrians, and must be designed to provide a safe and attractive environment that encourages people to walk within the area and to utilize transit instead of automobiles.

Public open space will also be an important component of the station area, providing a focus for the network of streets and pedestrian ways and promoting a sense of place at the station itself. Development of the Station Square in conjunction with adjacent private development is intended to create an attractive civic gathering space that highlights the train station as an important gateway to the community.

The plan calls for a comprehensive program of streetscape and public space improvements to be undertaken over time. The following describes the design intent of the key public improvements:

El Camino Real

Policy CD-1.1: Introduce streetscape improvements along El Camino Real in order to provide a more cohesive visual environment and to reduce the scale of the street.

El Camino Real is the peninsula's major north-south arterial street. Like many such streets throughout the country, it has become a natural location for "strip" commercial development, which is attracted to the considerable volume of vehicular traffic that traverses the road each day. As such, the section of El Camino that passes through the station area is very similar in nature to other segments of the street; one is not aware that they are passing through Millbrae, because the pattern of strip development is not interrupted. The creation of the intermodal BART/Caltrain terminal and intensification of the surrounding station area with a mixture of commercial and residential development afford the opportunity to transform the image and identity of El Camino Real at this key gateway location to Millbrae.

The street's typical six-lane cross section is expanded considerably at major intersections like Millbrae Avenue, where it becomes eight lanes. As such, the width of the street creates a significant corridor of asphalt with little relief. The intent of the plan is to introduce landscape and streetscape improvements that provide a more appropriate scale to the street and foster an enhanced environment for adjacent commercial and residential mixed-use development. As shown in Figure 21, key components of the design include:

Introduction of Frontage Roads. Narrow frontage roads that allow for convenient parking adjacent to commercial uses can provide an attractive buffer between the pedestrian and highway environments. In the tradition of great urban boulevards like those in Paris and Barcelona, these frontage roads are envisioned for much of the frontage along El Camino Real. They are particularly critical between the planned Station Square and Victoria Avenue signalized crossing, where they will serve as pedestrian linkages between the intermodal station and the downtown. Precise dimensions of the reconfigured El Camino Real street section must be developed at the engineering level. Since El Camino Real is a state highway, all proposed changes will require Caltrans approval.

Large Specimen Canopy Trees. Within the median and along the sidewalk edge of the frontage road, large specimen (60-inch box) deciduous trees are proposed to create an arching canopy along the edges of the street. These trees will act as a screen between planned de-

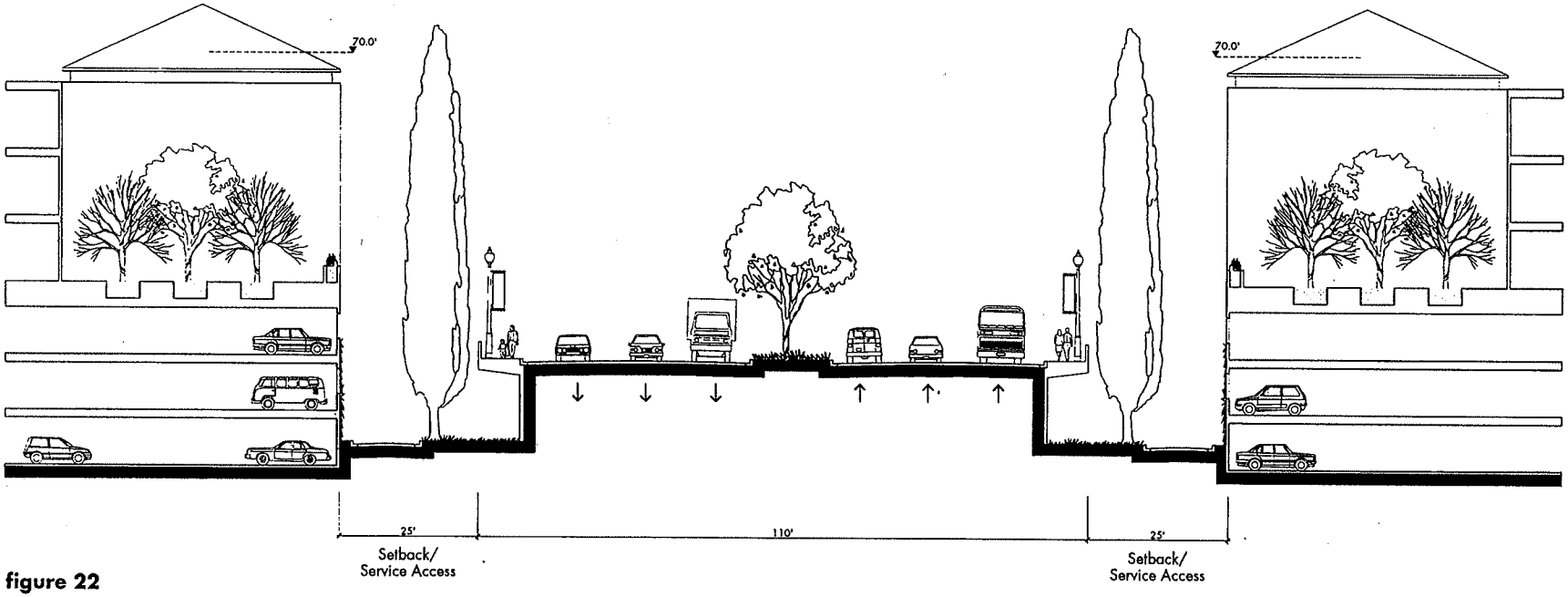


figure 22

Millbrae Avenue – Typical Cross Section Looking East

velopment and the street and provide an attractive pedestrian-scaled environment along the edges of the roadway.

Landmark Palm Trees. Along segments of the El Camino, tall vertical palms (e.g., Washingtonia robusta) are proposed to create variation, provide a transition to taller buildings and highlight key nodes, including the Millbrae Avenue intersection. The palms are important in creating a suitable scale along this wide street, and will complement the palms that have been planted in the downtown core.

Millbrae Avenue

Policy CD-1.2: Introduce perimeter landscaping that enhances the gateway role and appearance of Millbrae Avenue.

The City of Millbrae has invested in enhancement of the Millbrae Avenue entrance to the community. Construction of the grade-separated rail crossing has improved traffic flow, and the decorative lights and banners on the structure establish a sense of arrival and entry. The redevelopment of adjacent properties along Millbrae Avenue offers additional opportunities to strengthen the gateway appearance of the street and introduce addi-

tional greenery. Although the six-lane bridge offers only minimal opportunity for street trees within the structure, development of the adjacent properties should provide for the planting of a strong vertical edge tree that provides spatial definition to the roadway corridor as well as visual screening. To this end, the City should coordinate with adjacent property owners to provide for the planting of tall columnar trees within the 25-foot setback zone along both sides of Millbrae Avenue between the U.S. 101 freeway interchange on- and off-ramps and El Camino Real (Figure 22).

Other Station Area Streets

Policy CD-1.3: Undertake streetscape improvements along all station area streets.

The remainder of the station area streets (Figure 23) should be improved in a manner that promotes an attractive and safe pedestrian and visual environment. A common decorative light fixture such as that used on the Millbrae Avenue overpass should be employed throughout the district, and a comprehensive street tree planting program should be undertaken as development proceeds and/or as funds become available. Table 6-1 provides the recommended palette of street trees for all station area streets and the recommended spacing for each street.

Station Square

Policy CD-1.4: Provide for the creation of an intimately scaled civic square, to be constructed immediately west of the BART/ Caltrain station.

A central component of the station area public improvement program is the creation of a Station Square at the western entry to the BART station. This open space is envisioned as an intimately scaled outdoor room or "town square" that can provide a setting for public events such as civic ceremonies, markets, festivals, performances, etc., as well as perimeter commercial activities such as sidewalk cafes and shops (Figure 24). The Station Square will also provide a formal entry to the station itself by means of a pedestrian bridge with stairs and an elevator that connect the concourse level to the square and the California Drive frontage.

Implementation of the Station Square will involve close coordination between the City, transit agencies, and the property owners/ developers who will improve the west side parcels. As conceived, the square will be designed in a coordinated fashion between the public and private sectors. Some of the key criteria for design of the open space include:

- The square will be at an elevation generally level with El Camino Real (i.e., no higher than +27 feet MSL, and no lower than +23 feet MSL).

Table 6-1: Millbrae Street Tree Recommenations

Street Area	*Proposed*	*Alternate*
El Camino Real:		
• Frontage	Platanus Acerifolia "Yarwood" London Plane Tree	Ulmus parvifolia "Drake" Evergreen Elm
• Accent	Washingtonia robusta Mexican Fan Palm	Washingtonia filifera California Fan Palm
Millbrae Avenue	Populus nigra "Italica" Lombardy Plane Tree	Populus fremontii Evergreen Elm
Station Square	Platanus acerifolia "Yarwood" London Plane Tree	Ulmus parvifolia "Drake" Evergreen Elm
All Other Streets	Platanus acerifolia "Yarwood" London Plane Tree	Ulmus parvifolia "Drake" Evergreen Elm

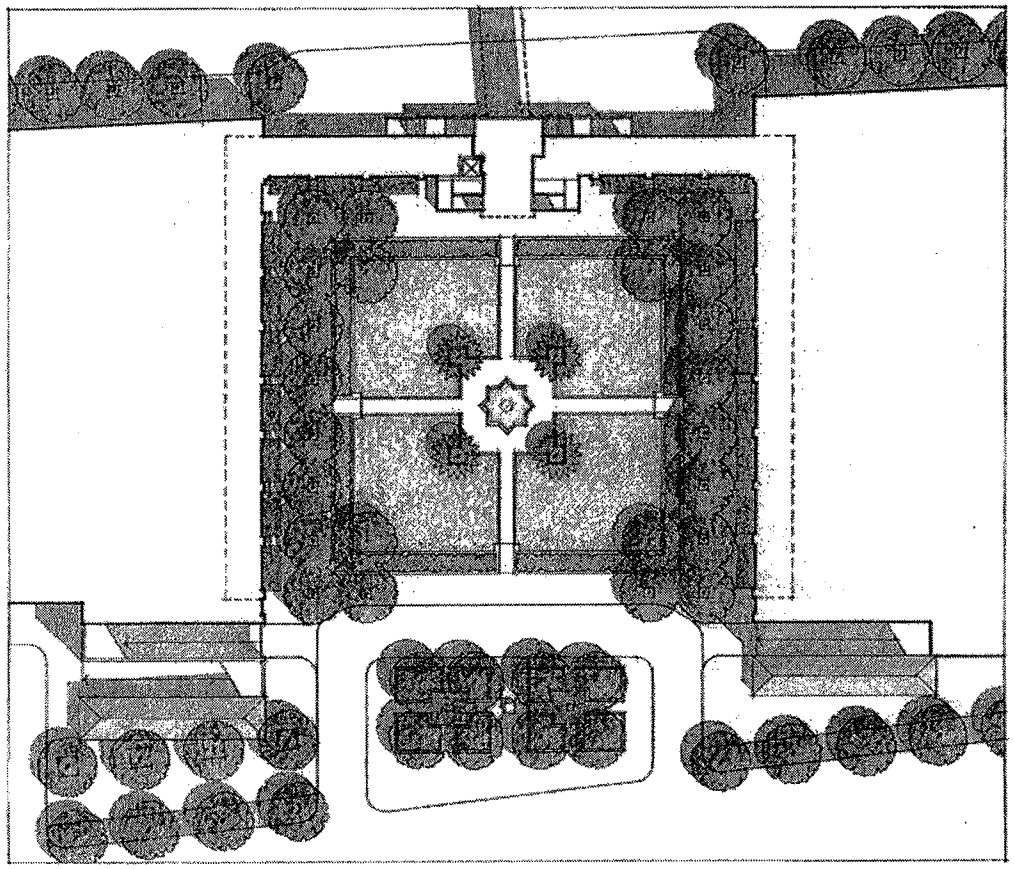


figure 23
Station Square Plan

- The space shall be designed to create a formal front to the BART/Caltrain station, providing views to the station roof structure from El Camino Real.

- The City shall coordinate with BART, SamTrans, the PCJPB, and private property owner(s) to construct a pedestrian bridge from the Station Square to the concourse level of the station, and to create the necessary vertical circulation including stairs, escalators and elevators required to provide access between California Drive, Station Square, and the concourse level of the station. The design of the bridge and stairs shall be integrated with the composition of Station Square and the station.

- While below-grade structured parking will be permitted to be constructed beneath the open space, the design must allow for large specimen trees to be planted flush with the surface of the square, along the perimeter of the open space and within the space itself. At least 22 trees shall be accommodated in appropriately drained and irrigated planters that have a clear depth of at least six feet. Recommended tree species include London Plane and Evergreen Elm.

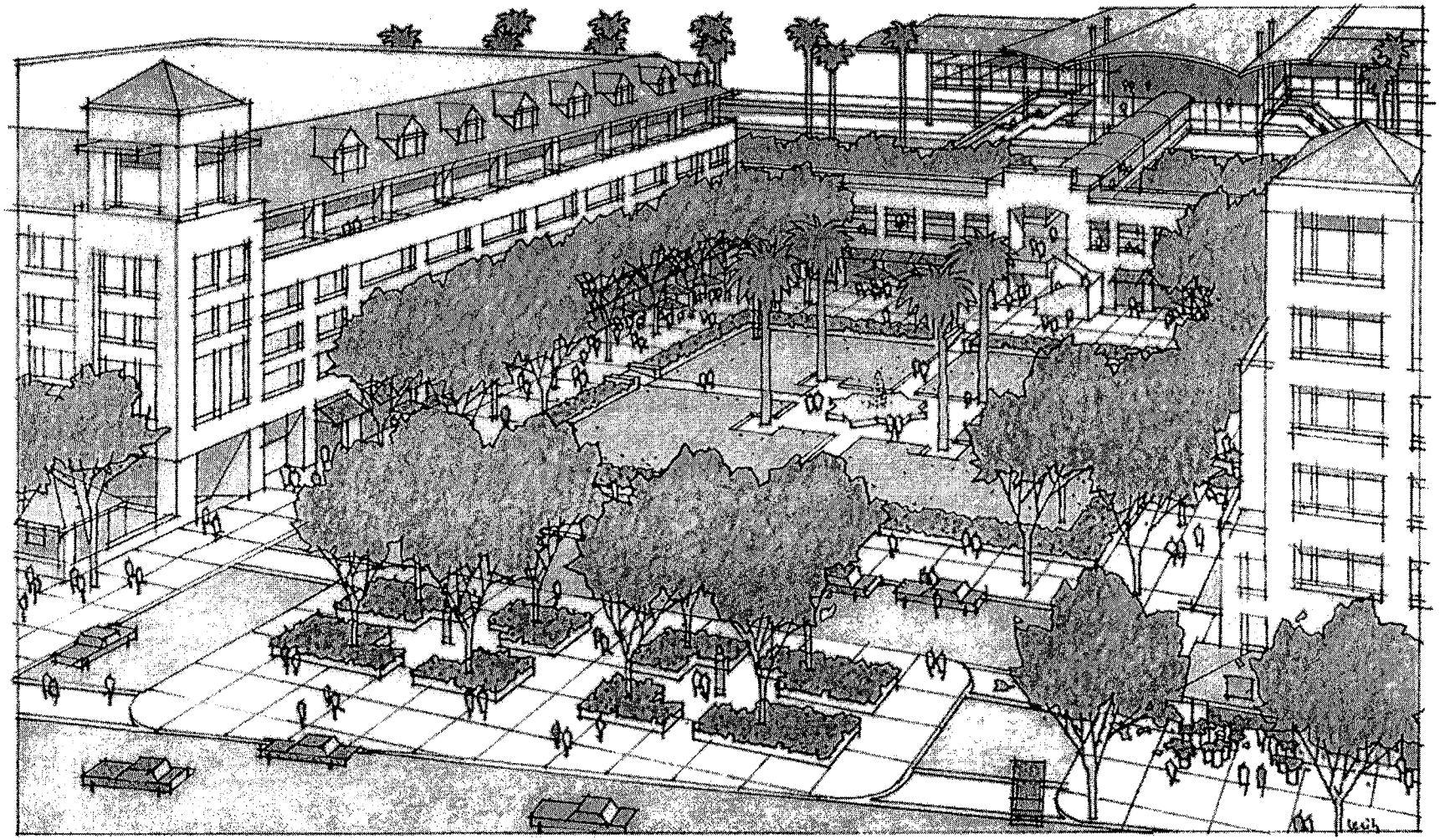
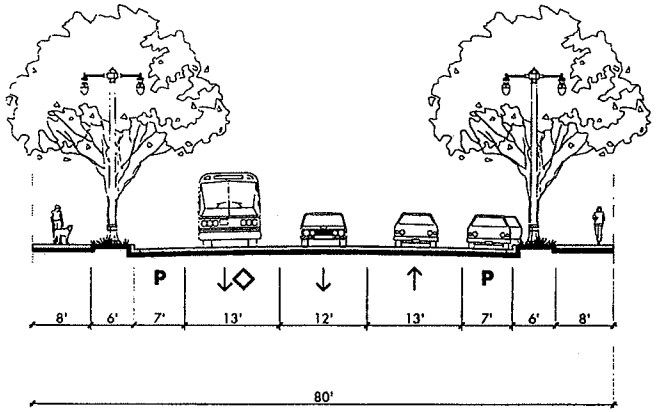
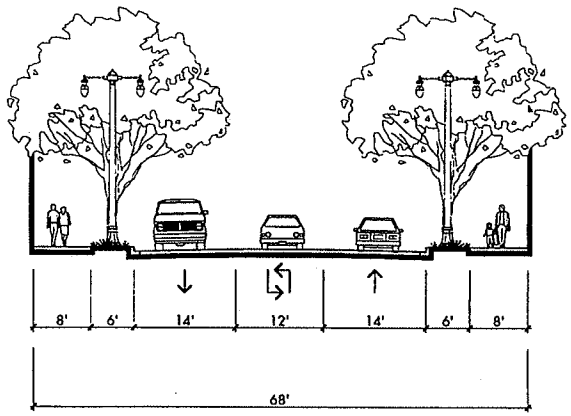


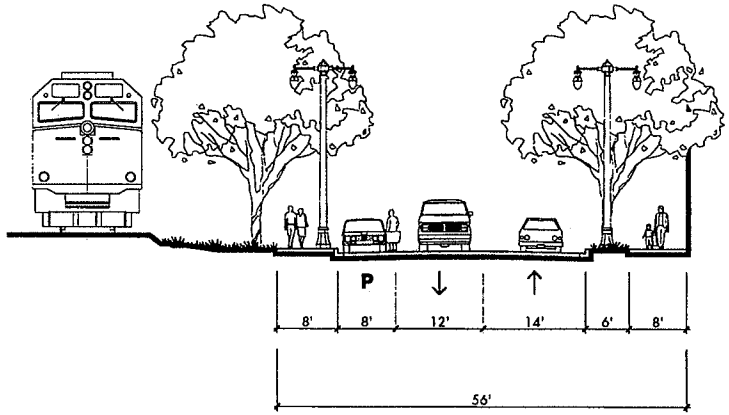
figure 24
Station Square Perspective



Murchison Drive
(East of El Camino Real)



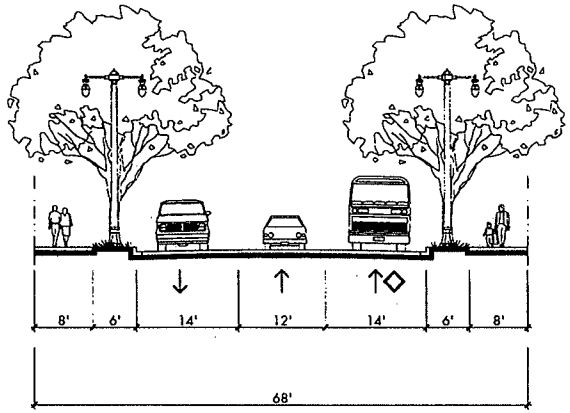
Adrian Road



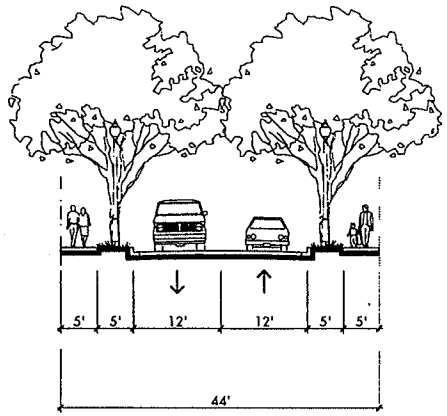
South Station Exit Road

figure 25a

Station Area Streets – Typical Cross Sections



Victoria Avenue
(East of El Camino Real)



Victoria Avenue
(between Broadway and El Camino Real)

figure 25b
Station Area Streets - Typical Cross Sections

- At least 25 percent of the space (approximately 10,000 square feet) must be in softscaped turf that is flush with the surface of the open space.

- A narrow cobbled roadway, no wider than 20 feet, should be provided at the western edge of the space to allow for occasional vehicular access and drop-off at the station. This roadway should be capable of being "bollarded off" for special events and during periods when there are higher concentrations of pedestrian traffic.

- A colonnade will be permitted along the eastern edge of the open space to allow for sheltered pedestrian access between the north and south portions of the development and to the station entry. This structure could also support vendors and small-scale concessionaires, such as flower and coffee sales, that contribute to the life and activity of the space.

Highway 101 Entry Identity

Policy CD-1.5: Enhance the entry identity of Millbrae and the station area from the Millbrae Avenue/Highway 101 interchange.

Millbrae Avenue is the community's principal gateway. The extension of BART to the city and redevelopment of the adjacent prop-

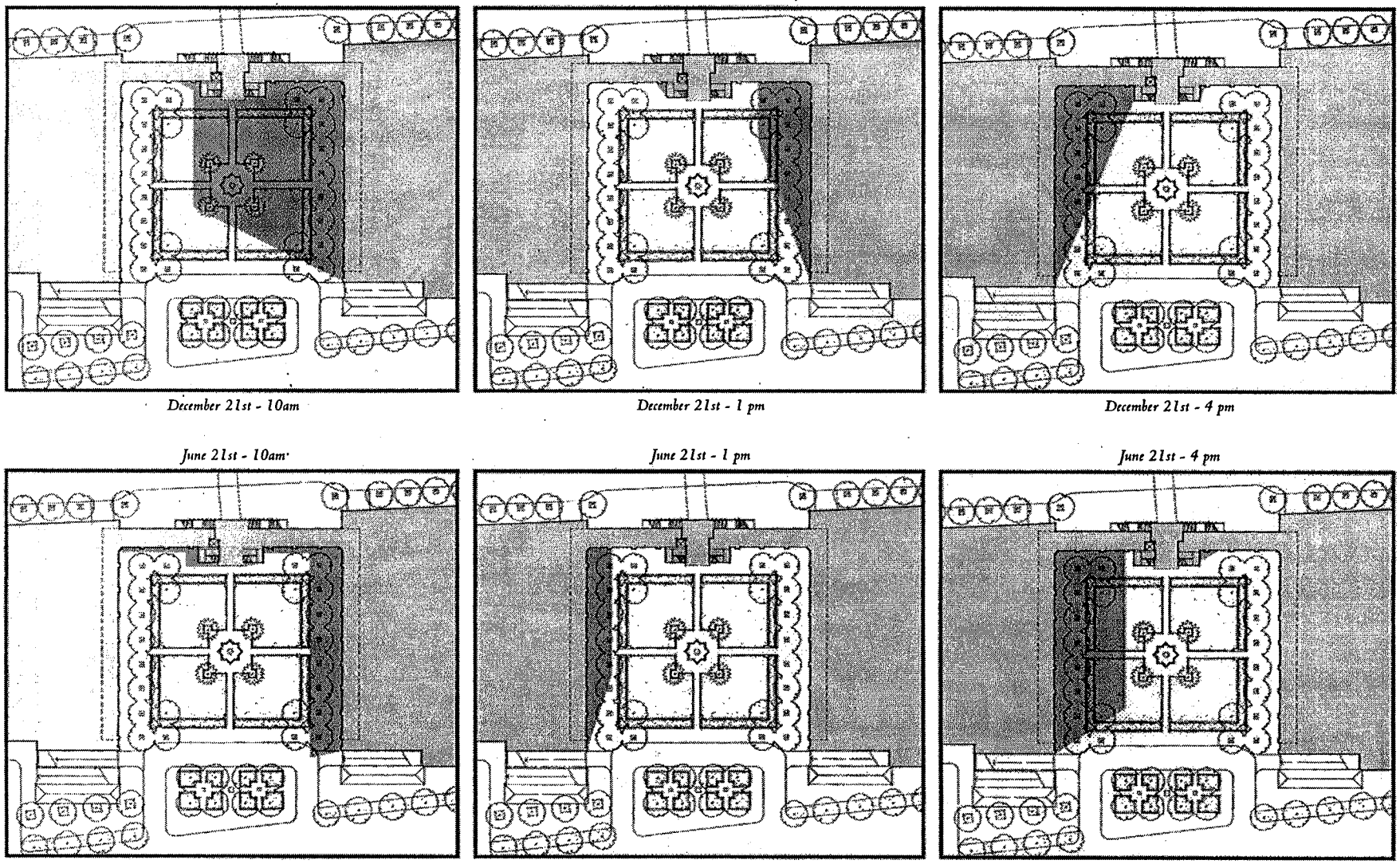
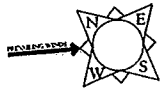


figure 26

Station Square Shadow Study



erties afford the opportunity to establish a stronger sense of entry that can help to reinforce the image and identity of the community and the attractiveness and marketability of the station area. To this end, the Highway 101 interchange at Millbrae Avenue should be visually enhanced through:

- *Landscaping.* The improvement of the entry landscaping of the interchange to establish a sense of arrival, the planting of trees and colorful shrubs in informal clusters, and some wetlands restoration as appropriate could create a distinctive visual environment.

- *Entry Marker.* A vertical marker that establishes a strong visual presence and that has some significance to the community should be considered as part of the entry identity. Possible approaches could include public sculpture or a monument that incorporates a "Millbrae" sign and lighting components.

- *Visual Axis to Intermodal Station.* An axial view corridor approximately 150 feet wide should be maintained between the interchange and the east elevation of the train station. A water feature and landscaping within this visual corridor should also be considered as part of any development project on the SFIA lands.

Pedestrian Overcrossing of El Camino Real

Policy CD-1.6: Design any future pedestrian overcrossing of El Camino Real to play a distinctive gateway role.

As described in Policy CIRC-3.5, the Specific Plan encourages development of a grade-separated pedestrian crossing over El Camino Real in the vicinity of Chadbourne Avenue. Such a bridge would overcome the barrier of the El Camino, providing direct pedestrian connections between the intermodal station, Station Square, and the downtown business district. The construction of such a bridge will require careful coordination with the private developers of the affected properties to ensure that such a bridge will be well used and will create an appropriate visual statement along this key north-south corridor. To this end:

- *Usability.* The bridge should be designed to connect to second level activities with convenient and direct access to grade. The bridge should be open to the public during reasonable business and commute hours, and should be designed to provide overhead shelter from the rain as well as protection from the wind. Vertical circulation (i.e., stairs, elevators and escalators) from ground level to the bridge overcrossing should provide a convenient and direct linkage that encourages maximum pedestrian usage.

- *Appearance.* The bridge should also be designed to provide an attractive impression from the roadway. It should not be conceived simply as a utilitarian structure, but as a well-proportioned gateway feature. The bridge should be light in appearance, utilizing steel and glass rather than heavy concrete, and should incorporate detail and articulation that offers visual interest and scale.

Due to uncertainties related to the type and configuration of development and activities that will occur on Sites 1 and 2, the pedestrian bridge is not included in the basic program of capital improvements. However, if deemed economically feasible and in the public interest, the pedestrian bridge could be included within the Specific Plan capital improvements program and funded through areawide development fees.

Development of the bridge will require coordination with, and approval from, Caltrans to allow for an encroachment within the state highway.

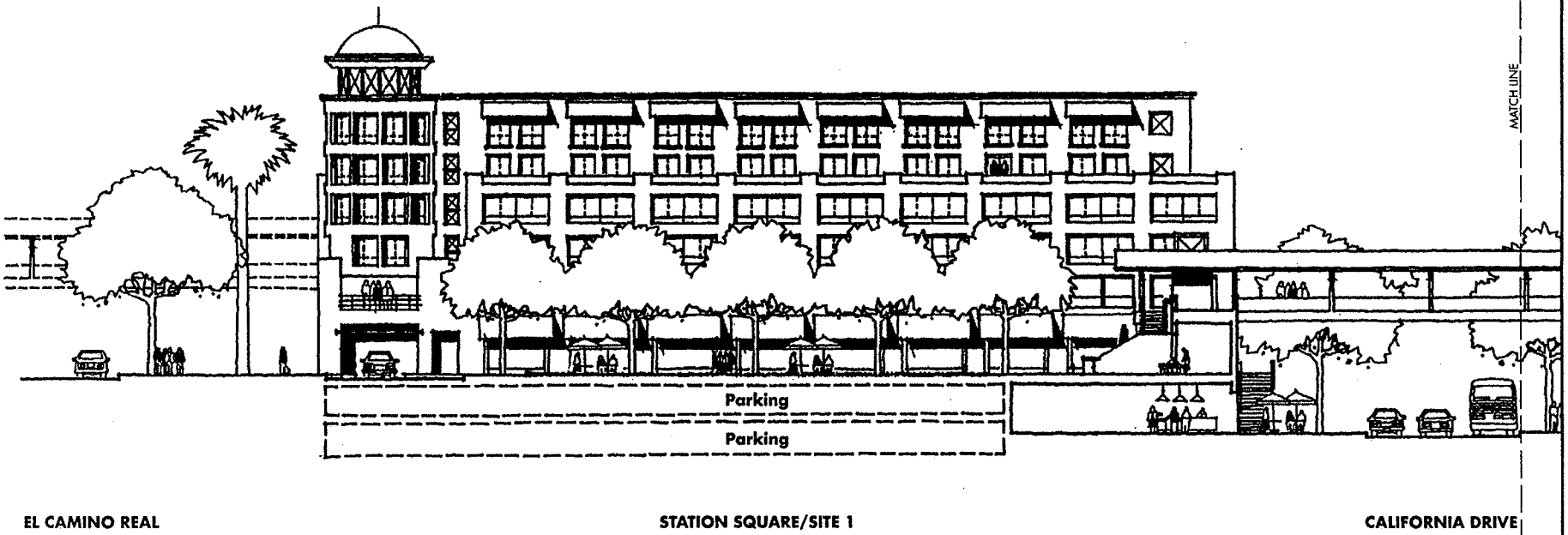
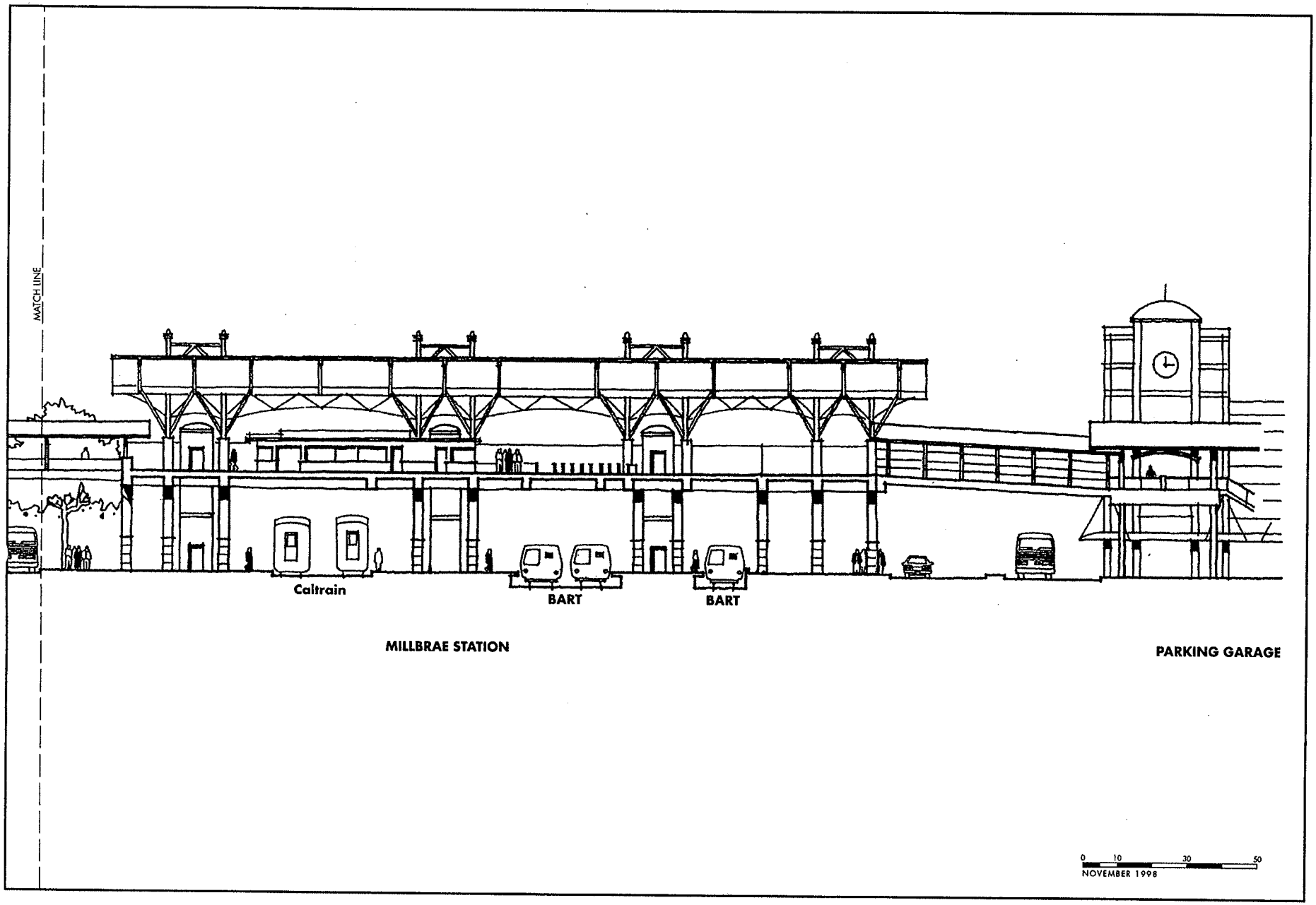


figure 27

Section through Site 1 and California Drive Extension Looking North


MATCH LINE
Caltrain
BART
BART
MILLBRAE STATION
PARKING GARAGE
0 10 30 50
NOVEMBER 1998

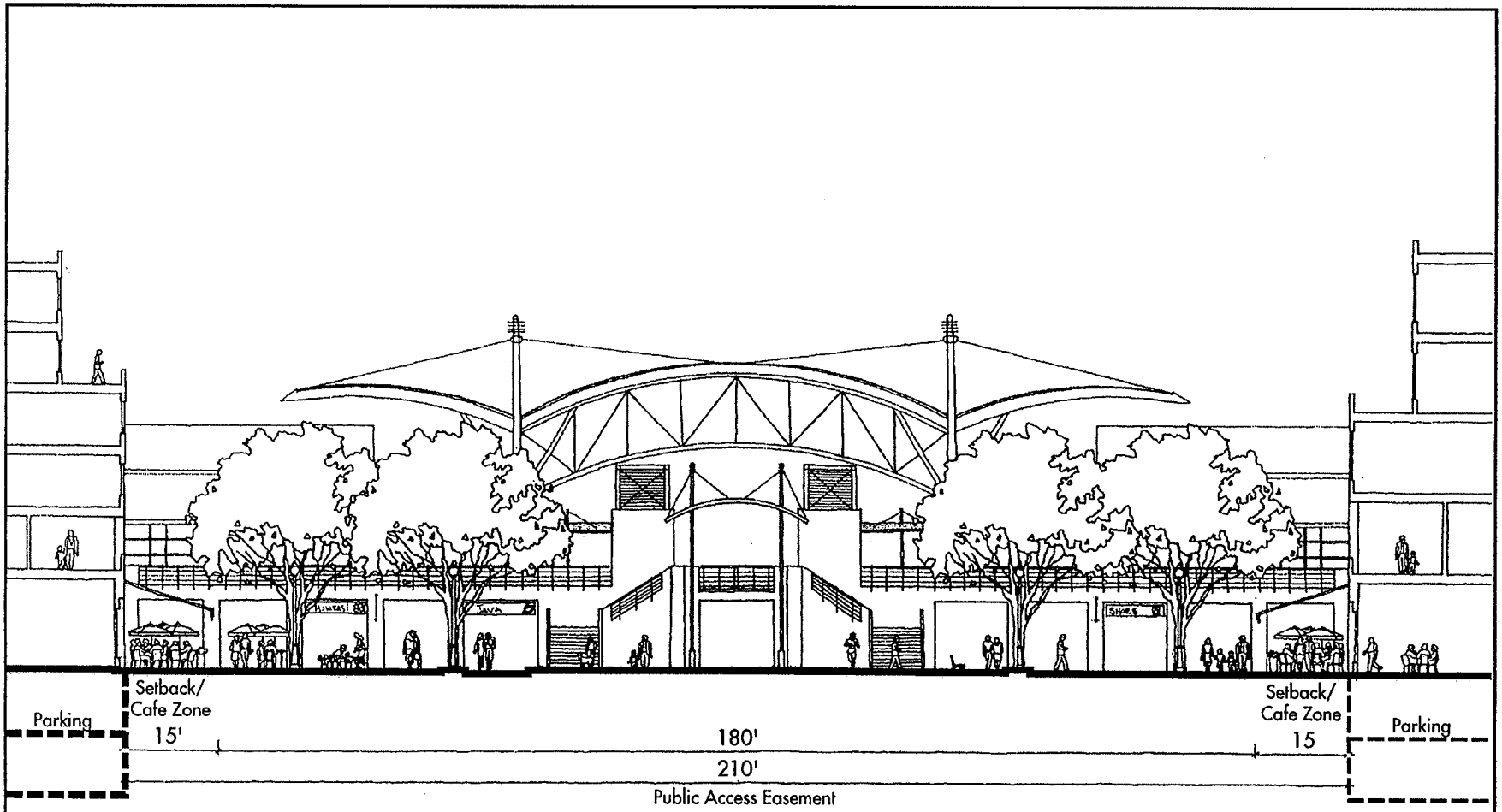


figure 28

Station Square Section Looking East to Millbrae Station

Public Art

Policy CD-1.7: Integrate public art into public space design.

Art in public places plays an important role in adding depth and meaning to public venues. Public art can work on many levels, contributing an enhanced understanding of social context, heightening environmental awareness, and clarifying community intent. Within the station planning area, the design of Station Square and the Highway 101 entry should incorporate provisions for public art.

DEVELOPMENT STANDARDS AND DESIGN GUIDELINES

OBJECTIVE CD-2: Promote high-quality private development that contributes to the visual identity and environmental quality of the station area.

Private development within the Millbrae station area will play an instrumental role in establishing the character of the district and reinforcing the public environment. As such, it is critical that the design and configuration of individual development projects contribute to the broader objectives for creation of a cohesive station district that has a strong visual identity and a transit and pedestrian orientation.

New development, although greater in height and intensity than existing structures, shall employ a "town scale" that helps to spatially define key public spaces and streetscapes and can contribute to a more cohesive and interesting environment. Building facade composition should be proportioned to have a strong relationship to the pedestrian realm, as well as to adjacent streets and open spaces. To this end, the following urban design principles provide a common design approach for all buildings within the station area:

- Development should be broken down in increments to avoid the appearance of monolithic projects. Changes in building volume, plane and silhouette are encouraged in a manner that contributes to the townscape and identity of the district. Building massing requirements included within the plan promote solar access to public spaces.

- Buildings greater than three floors in height should provide a clear delineation between the ground floor (building base), the middle zone of the structure, and the roof and cornice lines.

- The ground floor of all buildings should be designed to reinforce the pedestrian realm of sidewalks and open spaces, through transparent storefront windows, awnings, canopies, arcades, and other devices as appropriate.

- Building walls should be punctured with window openings that provide scale and shadow to the facade. Curtain walls and panelized treatments are strongly discouraged.

- Other elements, including belt courses, moldings, balconies and canopies, should be employed to provide facade variation and interest, and to help establish the "town scale."

- Roofs should be designed to create a distinctive top and silhouette. The use of overhangs, sloped roofs, roof terraces, loggias and roof decks is encouraged.

- Special elements like towers, cupolas, atria, building entries, etc. should be used

strategically (e.g., at key corners, at visual termini, etc.) to contribute to a larger townscape composition.

- Structured parking garages and service areas should generally be concealed from predominant public view and located in areas that do not interrupt the pedestrian environment. Parking structures should be encapsulated within and/or below development to the maximum extent practicable.

- High-quality building materials, including stone, brick, precast concrete and stucco, richly detailed to provide visual interest and variation, are encouraged as the predominant building materials. Reflective glass is considered an undesirable material because of its tendency to create uncomfortable glare conditions.

- The plan does not recommend a single architectural style as a predominant theme, but rather emphasizes a humanistic scale and warmth as the common architectural vocabulary.

- A master signage program should be developed for all proposed projects. In general, signage should be pedestrian scaled in terms of size, location, lettering and lighting. Heraldic signs should be encouraged, and canned or backlit signs discouraged. Signs should not be placed more than 25 feet above grade. Advertising signs should be prohibited.

- All surface parking lots with more than 25 stalls shall include tree planting, to achieve 80 percent coverage at maturity.

The principal mechanisms for guiding the design of private buildings and open spaces in the station area are the development standards and urban design guidelines. The development standards are mandatory. They confirm or modify the existing zoning ordinance, and govern allowable and conditional ground-level and upper level uses, heights, setbacks, open spaces, and the treatment of parking and service areas. Design guidelines are intended as recommendations for the architectural treatment and configuration of buildings and private open spaces, and as the basic criteria to be utilized for project review.

The intent of the standards and guidelines is to encourage high-quality design that is in keeping with the character of Millbrae, and to encourage creative and innovative solutions. To this end, the guidelines should be viewed as a flexible framework within which a diversity of expressions can occur. Guidelines alone cannot ensure quality design; quality design will result from creative application of the guidelines and design principles described above. The following development standards and design guidelines elaborate upon these basic principles for five subareas within the planning area (Figure 30):

East of El Camino/North of Millbrae Avenue: The West Side Properties (Site 1)

Policy CD-2.1: Create a cohesive mixed-use development on the properties immediately west of the BART/Caltrain station, and in so doing, establish a civic gateway to the community.

The west side properties provide an important opportunity to create a vibrant pedestrian-oriented environment immediately adjacent to the new transit station. Currently, these sites are fragmented and bear little relationship to the significant public improve-

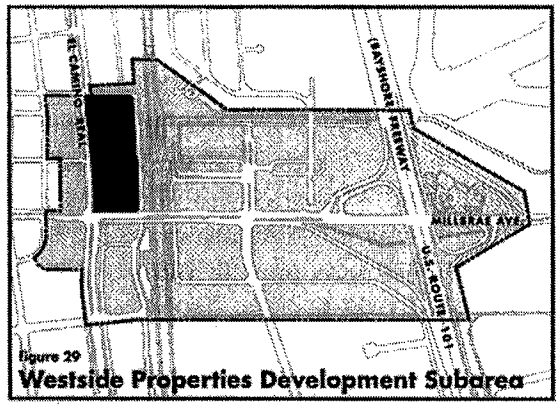
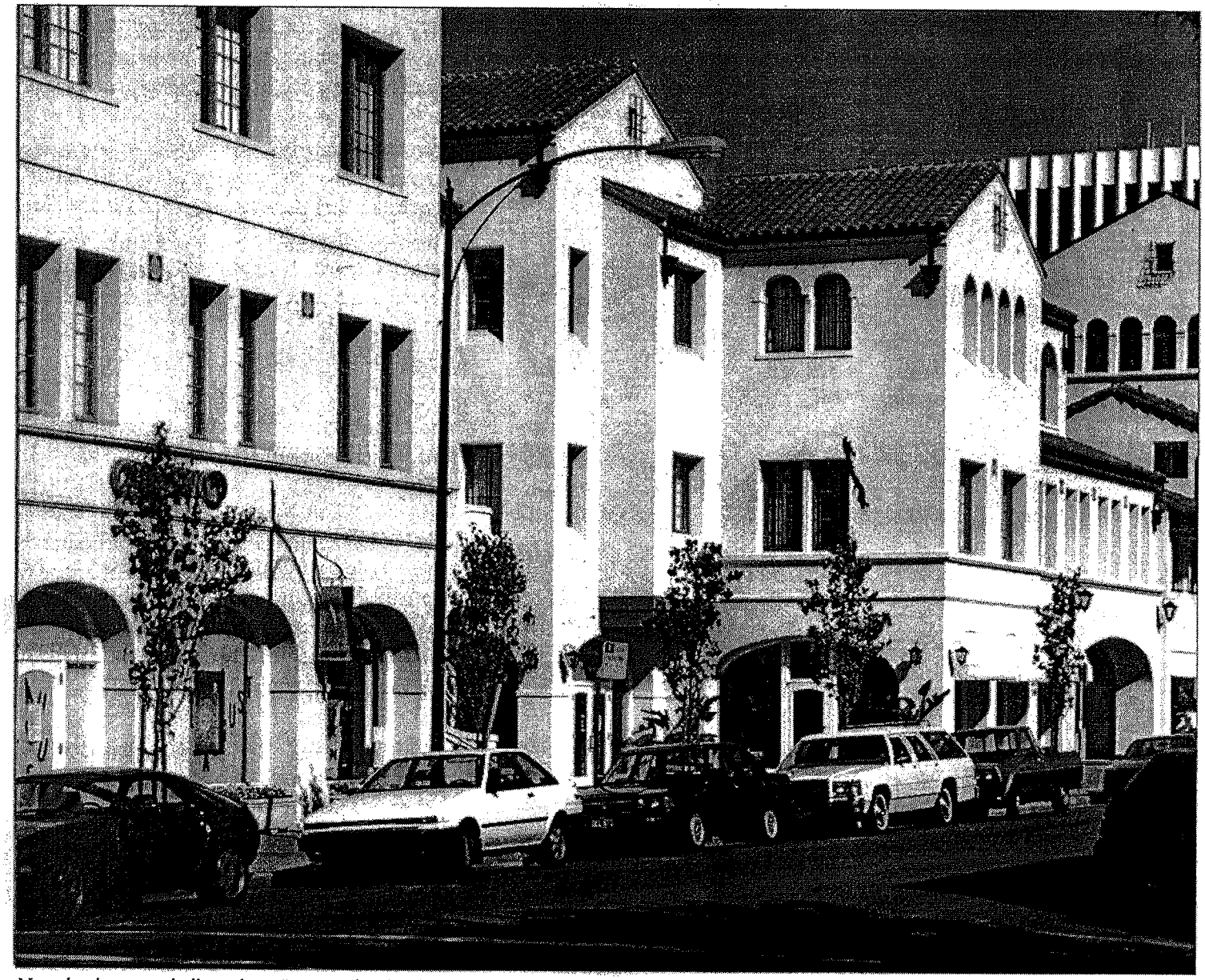


Figure 29
Westside Properties Development Subarea



New development shall employ a "town scale" that helps to define and enliven key public spaces and streetscapes.

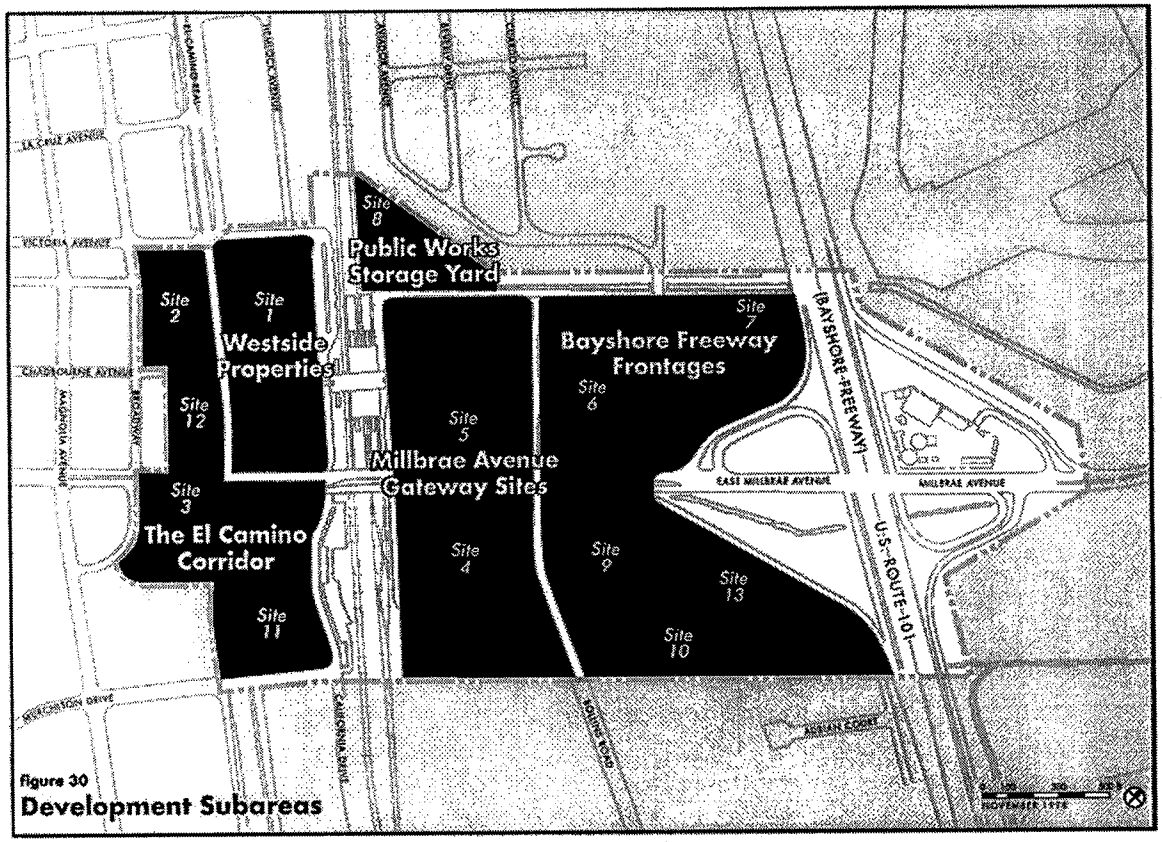


Figure 30
Development Subareas

ments that are being made to the east. New development in this area should be carefully designed and configured to establish a distinctive civic front and west entry to the train station, and to provide a well-proportioned and active public space (i.e., Station Square) that can serve as a gateway to the community and a pedestrian connection to downtown along the El Camino frontage roads.

Currently, the area west of the station is composed of approximately 8.5 acres of land, of which 5.5 acres are private property, 0.5 acre is in public streets that will revert to the adjacent property owners when abandoned (i.e., Serra Avenue), and the remainder (approximately 2.5 acres) is in public ownership (i.e., City of Millbrae and the Joint Powers Board).

With the extension of California Drive to Victoria Avenue, a contiguous development site of approximately 5.4 acres is created. The following standards and guidelines are intended to guide development and design of this key property:

Development Standards

Allowable Uses: Office, hotel, retail, restaurant, entertainment.

Required Ground-Level Uses: Retail, restaurant, theaters and cinemas shall be required along 75 percent of the frontages adjacent to the planned Station Square, along El Camino Real north of Station Square, and along California Drive within 200 feet of the BART/Caltrain station entry.

Conditional Uses: Residential apartments or condominiums, if it can be demonstrated that such development does not compromise the public nature of Station Square.

Development Intensity: Development on this property shall not exceed a Floor Area Ratio

(FAR) of 2.0 or generate more than 160 a.m. peak-hour outbound vehicle trips. As such:

- Office development shall be no greater than 300,000 gross square feet; and

- Retail/restaurant development shall not exceed 50,000 gross square feet.

As per Policy LU-1.3, a hotel development of up to 500 rooms is encouraged for this site, and as such would be permitted to exceed the maximum FAR, provided that the project does not exceed the maximum allowable a.m. and p.m. vehicular trips and remains within the building envelopes prescribed in these standards.

Maximum Height: The maximum height of development on this site is 75 feet, or six floors above the Station Square elevation (+23 to +27 feet). For purposes of this Specific Plan, height is measured from the average elevation as determined from the four corners of the site. Uninhabitable mechanical penthouses will be permitted above the maximum heights, up to an additional 15 feet, provided that such penthouses are set back from the face of buildings by a minimum of 20 feet in order to be out of the pedestrian's view. All development will be required to obtain height approvals from the FAA.

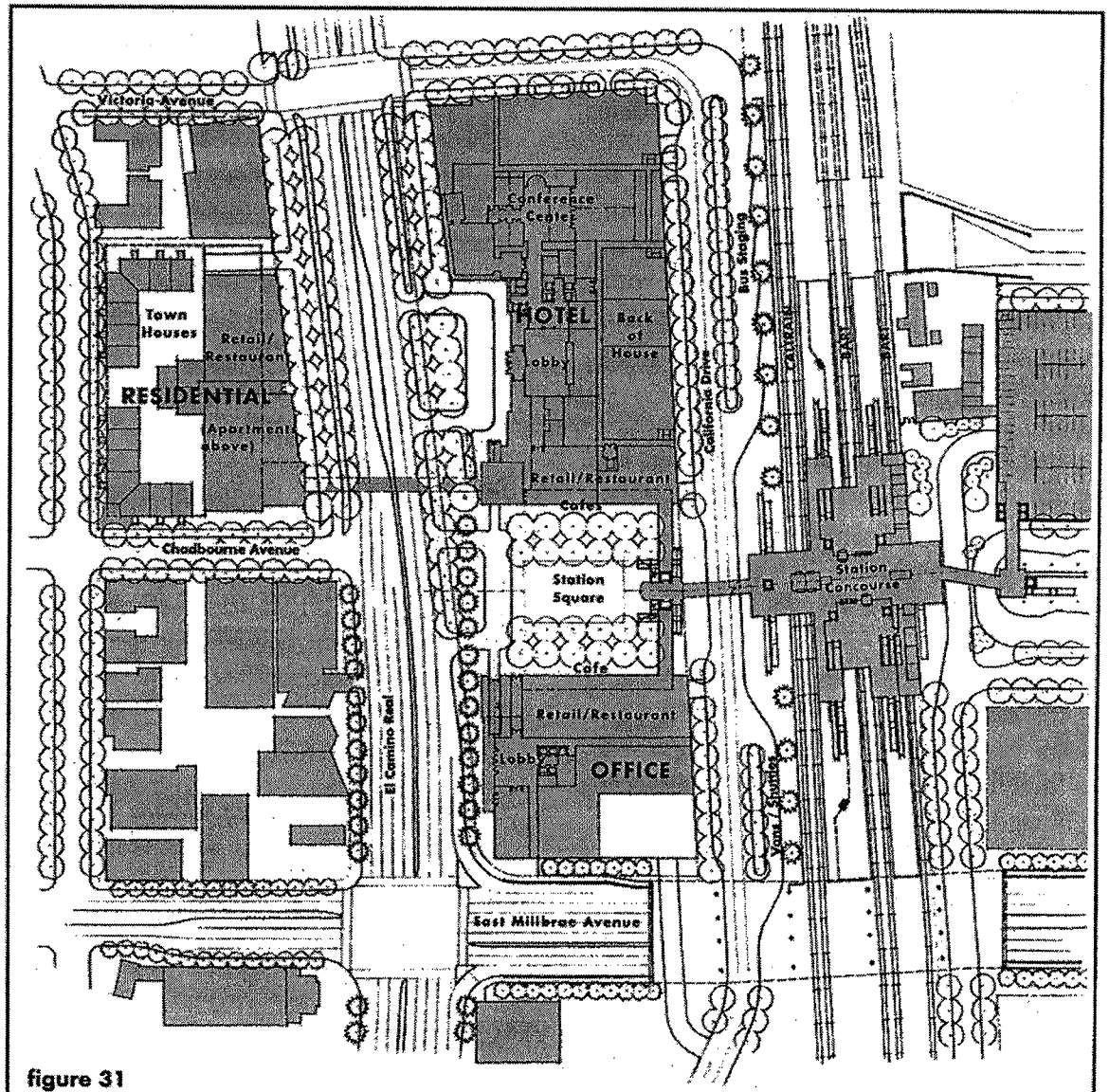


figure 31
Illustrative Plan: West of Station (sites 1 & 2)

Open Space (Station Square): A 180-foot-wide open space shall be established immediately west of the BART/Caltrain station in order to accommodate construction of the Station Square open space. This space shall be centered along an axis from the center point of the station concourse structure, parallel with the Millbrae city grid west of El Camino Real. The City of Millbrae, in conjunction with the private property owner(s), shall design the open space to meet the criteria described above (Policy CD-1.4).

Building Setbacks: In general, buildings on this site should be constructed to the public sidewalks in order to create an active public environment. More specifically, the following setback provisions shall be followed:

- *Station Square.* Along the Station Square frontages, buildings should be set back 15 feet from the easement line to provide for outdoor cafe seating. This area can include generous awnings or canopies to provide shade and weather protection, and will be permitted to be enclosed within predominantly glazed "greenhouse" extension structures that do not exceed one story in height in order to provide sheltered cafe seating, and to maintain an active and public edge along the square. No setback is required along the easement lines within 100 feet of the El Camino frontage in order to provide for distinctive tower elements to be constructed at the entry to the square.

- *El Camino Real.* North of Station Square, buildings along El Camino Real should be set back from the property line by approximately 40 feet to allow for the creation of a landscaped frontage road and promenade providing convenient retail parking and pedestrian connections between the station and the Victoria Avenue signalized crossing.

- *Millbrae Avenue.* Buildings along the Millbrae Avenue frontage should be set back from the property line to maintain a minimum 20-foot-wide sidewalk and landscaping zone between the face of the building and the roadway curb. This setback is estimated to be between zero and five feet.

- *California Drive/Victoria Avenue.* No setback is required along these frontages, provided that buildings maintain a minimum 15-foot-wide sidewalk and planting strip.

Design Guidelines

Building Massing and Facade Treatment: Buildings on the west side properties will be permitted to be constructed at a higher density than the existing pattern of uses to the north and west. This density is important in promoting a vital transit-oriented district at the station. However, it is equally important that the massing and architectural treatment of the buildings be designed to maintain a town scale, and to transition appropriately to the planned public open space and the pedestrian areas along El Camino Real and California Drive. To this end, the following guidelines are provided:

Within the height limits described above, buildings should have three clearly distinct zones: the storefront or building base, the middle two to three stories, and the uppermost floor and roof/cornice area. The architectural treatment of the buildings should reinforce these zones. The ground floor treatment should provide a strong base for the building while offering the potential for varied storefront treatments to occur within a clear framework. Projecting awnings, canopies, glazed areas, plantings, etc. will contribute to a varied and interesting pedestrian environment. Along portions of the facade where parking is exposed (i.e., portions of California Drive and Victoria Avenue), the design shall architecturally integrate the parking within the overall facade, making it appear to be part of the building base.

The middle zone should be clearly distinguished from the base, providing spatial definition to the street spaces and the Station Square open space. Carefully composed "punctured openings" within a richly detailed wall are encouraged. A variety of treatments should be introduced to create this richness and variation along both the horizontal and vertical planes, including bay windows, flower boxes, awnings, cornices and belt courses, etc.

The uppermost floor should be designed as part of the composition of the roof or cornice treatment, either stepped back from the building face by at least 10 feet or designed within a sloping roof structure.

Tower elements that provide variation in silhouette and reinforce the civic nature of the station area are encouraged, and as such will be permitted to encroach within the setback and stepback lines described above. Such towers are particularly appropriate at the El Camino and/or California Drive corners of the Station Square open space, where they can help to accentuate the civic identity of the station.

Along the Victoria Avenue south street frontage, development within 40 feet of the property line should step down to 45 feet in height. Along the north street frontage, a screen planting of tall columnar trees, such as poplars or redwoods, shall be provided in order to provide screening and a transition between Site 1 development and the adjoining residential neighborhood.

Treatment of Structured Parking and Service Areas: To the greatest extent practicable, structured parking should be encapsulated within development and concealed from public view. The majority of the parking supply should be provided in two levels below the grade of El Camino Real and the planned Station Square (between +22 and +27 feet). Any structured parking above the Station Square frontage shall be architecturally integrated within the overall design of the building. Service and loading areas shall be provided off-street and concealed from predominant public view, with access from California Drive and/or Victoria Avenue.

The El Camino Corridor (Sites 2, 3, 11 and 12)

Policy CD-2.2: Allow for the El Camino Real corridor between Murchison and Victoria avenues to develop as a mixed-use commercial and residential boulevard, with appropriate transitions to the adjacent neighborhoods to the west.

El Camino Real, as it passes through Millbrae, retains its highway "strip-commercial" character. With the introduction of the BART/Caltrain station, there is an opportunity for this corridor to evolve into a mixed-use boulevard with a townscape that conveys the unique characteristics of the community and the station area. The introduction of frontage roads and the implementation of a landscaping program along this wide street will improve its scale and image and provide an appropriate transition between the heavily traveled roadway and the pedestrian-scaled development frontages. The form of development along the frontage of the street will also be an important contributor to the character of the corridor and the larger community. The following standards and guidelines provide direction for the overall design of new development within this subarea and for the hotel opportunity site on the King's Bowl property (Site 3):

Development Standards

Allowable Uses: Multi-family residential, service commercial, retail and restaurant businesses up to 5,000 gross square feet each.

Required Ground-Level Uses: Along El Camino Real north of Chadbourne Avenue, 75 percent of the street frontage shall be in active public-oriented uses, including retail, restaurant, and other uses that are determined to contribute to the pedestrian and retailing

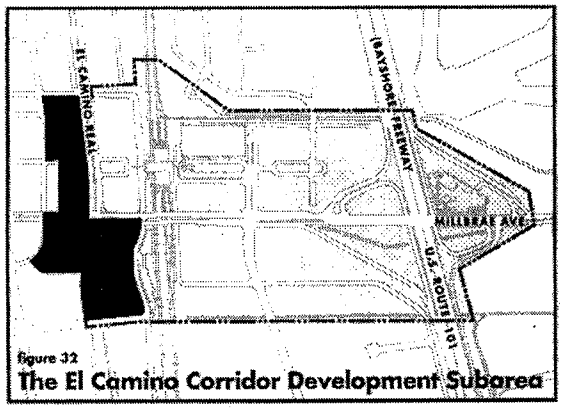


Figure 32
The El Camino Corridor Development Subarea

vitality of the street. Along Broadway north of Chadbourne Avenue, residential townhouses and/or flats shall be oriented to the street, with porches and stoops providing a transition to the street.

Conditional Uses: A cineplex or theater complex is permitted on a conditional basis west of El Camino Real on Sites 2 or 12, if such development provides for a pedestrian overcrossing above El Camino Real to optimize pedestrian/transit access and to take advantage of planned parking resources at the BART station and/or within a westside garage. A traffic and parking study would be required to demonstrate that the development could maintain acceptable levels of traffic service, and that peak and off-peak parking requirements are met.

Development Intensity: Commercial uses shall be constructed to a maximum FAR of 0.5. Residential development will be permitted to be constructed to a maximum intensity of 60 dwelling units per acre. As provided for in Land Use Policy 1.3, the King's Bowl property on El Camino Real south of Millbrae Avenue is one of three sites in the planning area where density bonuses are provided for a "flagship" hotel of up to 500 rooms, if such a hotel meets the development standards and design guidelines described below.

Maximum Height: The maximum height of development within the El Camino corridor shall generally be 55 feet or five floors, with the following exceptions:

- Along Broadway north of Chadbourne Avenue, development shall step down in height to 30 feet or two floors to maintain the residential character of the adjacent single-family neighborhood;

- Along Broadway south of Millbrae Avenue, development shall step down in height to 45 feet or four floors to provide a transition to the adjacent multi-family neighborhood; and

- A maximum height of 75 feet or seven floors will be permitted on the King's Bowl property, if that property is developed for a flagship hotel of up to 500 rooms (Policy LU-1.3). This height shall be subject to the massing guidelines described below.

Uninhabitable mechanical penthouses will be permitted above the maximum heights, up to an additional 15 feet, provided that such penthouses are set back from the faces of buildings by a minimum of 20 feet in order to be out of the pedestrian's view. All development will be required to obtain height approvals from the FAA.

Residential Open Space: Private and common open spaces will be required within each residential development project. Private open spaces include balconies, decks, yards, patios and porches adjacent to, accessible from, and the same approximate elevation as one or more of the primary spaces of the dwelling unit. Common open spaces include exterior courtyards, terraces, entry areas, roof gardens, play spaces, active recreational spaces, swimming pools and sports courts, etc. that are physically separated from private open spaces and accessible to and usable by all residents.

- *Private Open Space.* A minimum of 50 square feet per unit (reduced by 1 square foot for each additional foot of common open space).

- *Common Open Space.* Open space for the use of all development residents shall be provided at a minimum of 80 square feet for each dwelling unit. Such open space must be screened from El Camino Real. Up to 20 percent may be in common interior spaces, including lounges, events rooms, and recreational facilities. Required common open space may be reduced by one square foot for each additional square foot of private open space.

Building Setbacks: Development should generally be oriented to the El Camino and other public streets within this area to create clearly defined street walls; however, the following setbacks should be provided to ensure appropriate landscape and pedestrian treatments:

- As residential mixed-use development occurs along El Camino Real, these buildings should be set back from the existing property line by approximately 40 feet in order to provide for a landscaped one-way frontage road, median and sidewalk that offer an appropriate buffer to the arterial street.

- Along Broadway, residential townhouses and flats shall be set back from the property line by at least 10 feet in order to provide for a landscaped front yard. Entry stairs, porches and stoops will be permitted to encroach within this setback area.

- On all other streets, buildings should be set back from the property lines to ensure that public sidewalks and planting areas are at least 15 feet wide.

Design Guidelines

Building Massing: Buildings should provide a strong street wall edge along the El Camino Real frontage roads, stepping down in scale toward the neighborhoods to the west and toward California Drive to the east. With the exception of the potential hotel on the King's Bowl property described below, buildings along the El Camino are envisioned to be up to five floors in height, stepping down to two, three and four floors to the west and east. More specifically:

- Along the El Camino Real and Millbrae Avenue frontages (up to a 100-foot depth), buildings should be composed to clearly express a building base, building middle, and building cornice/roof treatment. The ground floor should provide a strong architectural base for the building, within which varied storefront and commercial treatments could occur. The middle floors of the building should employ a "punctured" window opening treatment (glass curtain walls are not permitted), with variation provided in both the horizontal and vertical dimensions. The uppermost floor of the building should be designed as part of the roof/cornice treatment, either as part of a sloping roof or stepped back to create a loggia or terrace.

- Along the Broadway frontage north of Chadbourne Avenue (up to a 50-foot depth), the building expression should be incremental residential townhouse units no more than 30 feet wide in order to maintain the finer grain and scale of the adjacent residential neighborhoods.

- Within the remainder of this subarea, buildings should step down in scale so that no building face exceeds four floors in height or 45 feet at a street frontage (i.e., Victoria, Chadbourne, California, Broadway), and that no building is greater than 10 feet above an immediately adjacent structure, unless such structure is separated by a public street or private driveway over 40 feet wide. The massing of buildings along these street frontages

should provide horizontal and vertical variation through changes in building plane and the use of balconies, bay windows, belt courses, loggias, etc.

Treatment of Structured Parking and Service Areas: Structured parking should be encapsulated and concealed within the building envelopes and architecturally integrated within the overall design. Service and loading areas shall be provided off-street in areas that are well screened from predominant public view, in a manner that does not rely on public rights-of-way for the loading and staging of vehicles. Parking and service driveways should not be accessed from El Camino Real or Millbrae Avenue.

Special Provisions: King's Bowl Site

The following are special provisions for future development of the King's Bowl site, should this development choose to take advantage of density incentives for a flagship hotel. These provisions are additional conditions to the standards and guidelines described above. Increased intensity will be permitted in order to provide for a 500-room hotel, if the following provisions are met:

Setbacks: The face of the hotel shall be set back from the El Camino property line by 40 feet in order to provide for a landscaped frontage road with a median and sidewalk. The hotel will be permitted to use this area for its drop-off functions and a single-story porte cochere structure will be allowed to encroach within the setback area, provided that the landscaping along the curb edge of El Camino Real remains significantly uninterrupted. Along the Broadway edge of the property, the building shall be set back from the property line by an amount sufficient to create a landscaped edge that averages 20 feet in depth; in no case shall the building be closer than 10 feet to the property line. Side yard setbacks from the adjacent restaurant structure shall be a minimum of 25 feet.

Height and Massing: The massing of the hotel building should generally concentrate the highest portions of the building along El Camino Real. Along the Broadway frontage, development should not exceed 40 feet in height. Taller development, up to 60 feet (above the Broadway elevation), will be permitted, provided that such development is stepped back by an average of 50 feet (minimum 40 feet) from the property line. The building will be permitted to a maximum height of 75 feet or seven floors on the remainder of the property, provided that:

- The design of the building promotes the character of an urban boulevard along El Camino Real, rather than an isolated architectural statement.

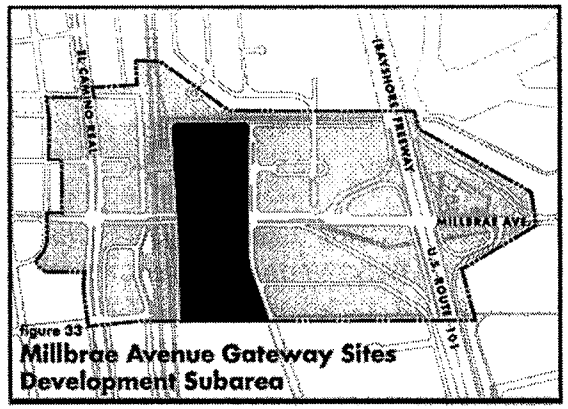


Figure 33
Millbrae Avenue Gateway Sites Development Subarea

- Within a strong overall composition, the building introduces variation in the vertical and horizontal planes and has a clear building base and distinctive roofline. Long expanses of repetitive facade treatments are discouraged. The use of accent materials, changes in building plane, projecting and recessed balconies, bay windows, etc. is encouraged within a harmonious and well-proportioned composition.

- High-quality materials, including unit masonry, stone and/or precast concrete, are utilized for a majority of the building.

- Uninhabitable mechanical penthouses will be permitted above the maximum heights, provided that such penthouses are set back from the faces of buildings by a minimum of 20 feet in order to be out of the pedestrian's view.

All development will be required to obtain height approvals from the FAA.

Treatment of Structured Parking and Service Areas: No structured parking or service/loading areas shall be visible from El Camino Real. Parking and major service spaces such as the kitchen, laundry and storage areas, and as many of the public assembly functions as practicable, should be provided below grade, with access from Broadway adjacent to the existing loading dock of the Hong Kong Flower Lounge Restaurant.

Millbrae Avenue Gateway
Sites (Sites 4 and 5)

Policy CD-2.3: Encourage the redevelopment of private and BART-owned properties between Rollins Road and the railroad right-of-way in a manner that promotes an active station environment and an attractive gateway to the city along Millbrae Avenue.

Millbrae Avenue is the community's primary entry street from Highway 101. Currently, the image presented by adjacent development is that of an underutilized and auto-oriented service district. The width of Millbrae Avenue and the limited amount of landscaping on the bridge structure contribute to this character. Development of the BART station on the north side of the street will improve the existing character of the area, but as currently proposed will result in a landscaped parking lot with over 900 spaces. South of the bridge structure, the existing light industrial and general commercial properties are in deteriorating condition; reconfiguration of Adrian Road as a two-way street providing access to the station will significantly improve the attractiveness of these sites for new development.

The plan encourages the intensification of these properties west of Rollins Road to the rail tracks as sites that are capable of accommodating a mixture of commercial uses that can help to promote transit ridership and establish a more attractive gateway to the community. Redevelopment of the BART surface parking lots is seen as an important opportunity in this regard. The following standards and guidelines are intended to guide the design of new development in this area:

Development Standards

Allowable Uses: Office and hotel, and retail and restaurant establishments that do not exceed 5,000 gross square feet.

Required Ground-Level Uses: In order to promote an active and secure station environment, active public-oriented uses such as retail shops, financial and personal service businesses, etc. shall be required along 75 percent of the ground-level frontage facing the bus platform area on the BART parking lot site.

Conditional Uses: Residential apartments or condominiums, if it can be demonstrated that such development is not in conflict with transit operations in the area and that it can meet the City's noise criteria. Retail, dining and entertainment uses in excess of 5,000 square feet will also be permitted on a conditional basis, if it can be demonstrated that such uses are complementary with the downtown and that such uses can be provided with adequate parking facilities.

Development Intensity: Development north of Adrian Road shall not exceed a FAR of 2.0; south of Adrian Road, development shall not exceed a maximum density of 0.5 FAR. In

accordance with Policy LU-1.3, a hotel development of up to 500 rooms is encouraged for the portion of the area south of Millbrae Avenue and north of Adrian Road. Such a development would be permitted to exceed the maximum FAR by an additional 0.5, provided that the project complies with the standards and design guidelines described below.

Maximum Height: The maximum height of development north of Adrian Road is 70 feet or five floors, whichever is less; south of Adrian Road, development shall not exceed 45 feet or three floors in height, whichever is less.

Open Space: Residential uses developed on a conditional use basis shall comply with the standards for common and private open space within the El Camino Residential Mixed-Use District.

Building Setbacks: The following setbacks should be provided:

- Development fronting on Rollins Road or Adrian Road shall be set back to create sidewalks and planting areas with a minimum depth of 25 feet.

- Development across from the BART bus platforms should be set back to create a 20-foot-wide sidewalk and planting area.

- Development along the Millbrae Avenue bridge structure should be set back from the structure by a minimum of 25 feet to accommodate planting and buffering.

- Development adjacent to the Highline Canal should provide a minimum 35-foot setback from the top of the bank to provide for emergency access and landscape screening.

Design Guidelines

Building Massing and Treatments: Buildings north of Adrian Road on both sides of Millbrae Avenue will be permitted up to five floors in height. Although higher than the existing buildings in Millbrae, these structures should be designed at a town scale to reinforce the streetscape and pedestrian environment of the district. Within the building envelope, the design should establish a clear building base, middle zone, and roof/cornice treatment, with variation in both the horizontal and vertical building planes. The ground floor of these buildings should be designed with a strong architectural base that is oriented to the public streets and provides interest and scale to the pedestrian (e.g., awnings, arcades, canopies, storefronts). The middle zone (two to three floors in height) should be designed as a street wall with punctured window openings and other elements that provide shadow and variation. The uppermost floor should be made an integral part of the roof/cornice zone, either within a sloping roof and/or as a stepped back element. Special vertical tower elements are encouraged, particularly at the Millbrae Avenue/Rollins Road intersection and at the railway right-of-way, to reinforce the gateway role of these key sites.

Within the three-story building envelopes south of Adrian Road, buildings should be oriented to the street to reinforce the pedestrian environment. The design of the buildings should introduce ground-level treatments, including arcades, canopies and awnings; the roof treatments should provide interest in silhouette and shadow on the facades through the use of overhanging elements, sloped surfaces, etc.

Treatment of Structured Parking and Service Areas: Parking to serve the sites immediately adjacent to the Millbrae Avenue bridge structure can be provided in podium structures up to 30 feet in height adjacent to (but set back from) the bridge structure. Landscaping in the setback zone along the edge of the bridge structure as well as on top of the podiums should be provided to screen parking from predominant public view. The parking should be encapsulated within development along the Rollins Road face in order to present a

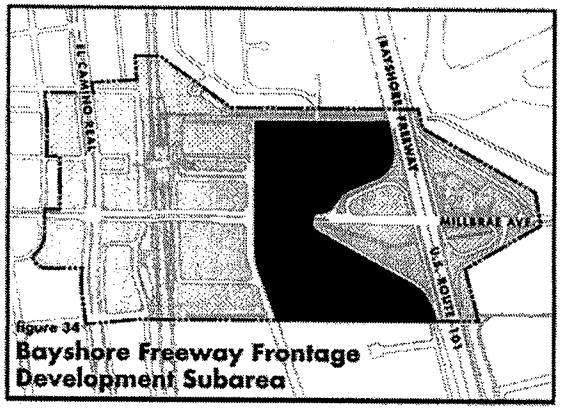


Figure 34
Bayshore Freeway Frontage Development Subarea

more appropriate frontage to this key gateway intersection.

South of Adrian Road, a freestanding parking structure up to 30 feet in height (four levels) will be permitted to serve development on the northern sites, should the properties be assembled in this manner. The structure should be designed with architectural finishes in a manner that is complementary to adjacent development. Consideration should be given to the introduction of public-oriented activities on the ground floor of such a garage, and landscape screening should be incorporated along the southern face.

Service and loading areas should be concealed from predominant public view and oriented away from public streets and pedestrian ways. Service areas would be appropriate adjacent to and beneath the Millbrae Avenue bridge structure.

Bayshore Freeway Frontages (Sites 6, 7, 9, 10 and 13)

Policy CD-2.4: Ensure that development east of Rollins Road creates an appropriate entry image to the city.

The sites east of Rollins Road are constrained by the lower height limits imposed by the airport, by the north-south power transmission lines that traverse the area, and by the noise of the Bayshore Freeway. Many of the light industrial and general commercial uses that exist in the area will likely remain for the foreseeable future. It will be important for new development in this area to be complementary in scale to these existing businesses while providing for upgrading of the visual environment. Because of the lower intensities of development, parking in this area will be predominantly in surface lots, which will need to be carefully landscaped to avoid visual impacts. The visual impression from the U.S. 101/Millbrae Avenue interchange and from Millbrae Avenue will be particularly important. The landscaping of these edges, within both the public right-of-way and private properties, will be important in establishing an appropriate gateway image to the community.

Development Standards

Allowable Uses: General commercial, automotive services, light industrial, retail and restaurant establishments not exceeding 5,000 gross square feet.

Development Intensity: Development shall not exceed a maximum intensity of 0.5 FAR.

Maximum Height: Between Rollins Road and the power transmission lines, development shall not exceed 45 feet or three floors, whichever is less; east of the transmission lines, development shall not exceed 30 feet or two floors, whichever is less. Notwithstanding these limits, all development shall obtain height approvals from the FAA.

Open Space: Development of the properties north of Millbrae Avenue along Garden Lane shall be required to incorporate a 0.4-acre linear open space green along the east-west station axis in order to encourage pedestrian access from the station and provide a visual counterpoint to the power transmission lines and the surface parking lots that will be required to serve new development and BART patrons. In addition, development of the freeway sites north of Millbrae Avenue shall maintain at least 1.5 acres in visual open space that provides a strong entry statement from the Highway 101 interchange.

Building Setbacks: The following setbacks shall be provided within this subarea:

- Along Highway 101 and the interchange with Millbrae Avenue, a setback of at least 50 feet shall be provided as part of the 1.5-acre open space reserve described above.

- Along Millbrae Avenue, buildings shall be set back from the curb by a minimum of 30 feet in order to provide for generous gateway landscaping and sidewalk treatment.

- Along the Rollins Road frontage, north and south of Millbrae Avenue, buildings should be set back to create a minimum sidewalk width and landscape area of 20 feet.

- Buildings shall be set back from the top of the bank of the Highline Canal by a minimum of 35 feet in order to provide for emergency access and generous landscape screening that extends the line of landscaping along the BART parking structure.

Design Guidelines

Building Massing and Treatment: West of the electrical transmission lines, buildings shall be oriented to Rollins Road to create a pedestrian-scaled streetfront. Consideration should be given to incorporating public-oriented uses on the ground floor of these frontages, which should be designed as open and transparent in nature. All buildings within this area should be designed with varied facade and roof treatments that promote a pedestrian scale and contribute to a cohesive district.

Treatment of Parking and Service Areas: Surface parking lots should, to the maximum extent practicable, be located away from public streets and sidewalks, concealed by development and landscaping. At least one tree should be planted within such lots for every four parking spaces. In order to provide for BART replacement parking, two small free-standing parking structures are permitted north of the east-west open space green on both sides of the transmission lines. Such parking structures should not exceed a height of four levels (30 feet) west of the transmission lines and three levels (20 feet) east of the lines. They should be designed with architectural treatments that are complementary to adjacent development and include generous perimeter landscaping to provide screening. Storage and service areas shall be screened from predominant public view and oriented away from public streets and sidewalks.

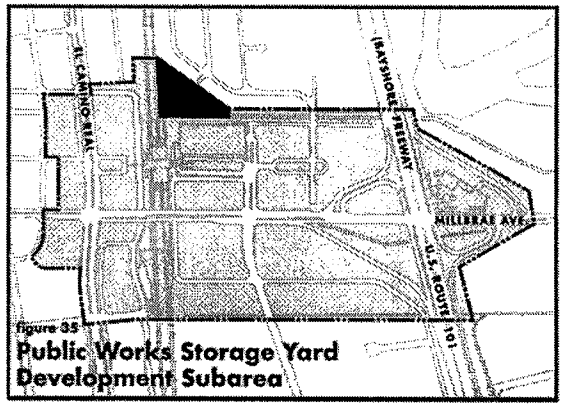


figure 35
Public Works Storage Yard Development Subarea

Highway 101 Frontage: A planting of trees shall be provided along the Highway 101 frontage in order to screen new development. Freeway-oriented signage shall be prohibited.

Public Works Storage Yard (Site 8)

Should a change of use be considered for this site, the following standards and guidelines would guide the development of this site in a manner that will be compatible with and complementary to the adjacent neighborhood and the station area:

Development Standards

Allowable Uses: Public Works storage yard uses related to the City of Millbrae, including vehicle and materials storage.

Conditional Uses: Public and quasi-public

uses, and other uses determined by the Planning Commission to be compatible in nature with the adjacent single-family neighborhood that do not create significant traffic impacts. An adequate replacement public works storage yard must be provided at no cost to the City.

Property Access: Development of this property may require vehicular access from Aviador Avenue in addition to the existing access along the northern edge of the Highline Canal. Such additional access would require acquisition of residential property along the Aviador Avenue frontage.

Development Intensity: The maximum intensity of development shall be 0.3 FAR, or approximately 27,500 gross square feet.

Maximum Height: Development shall not exceed 30 feet or two floors in height, whichever is less.

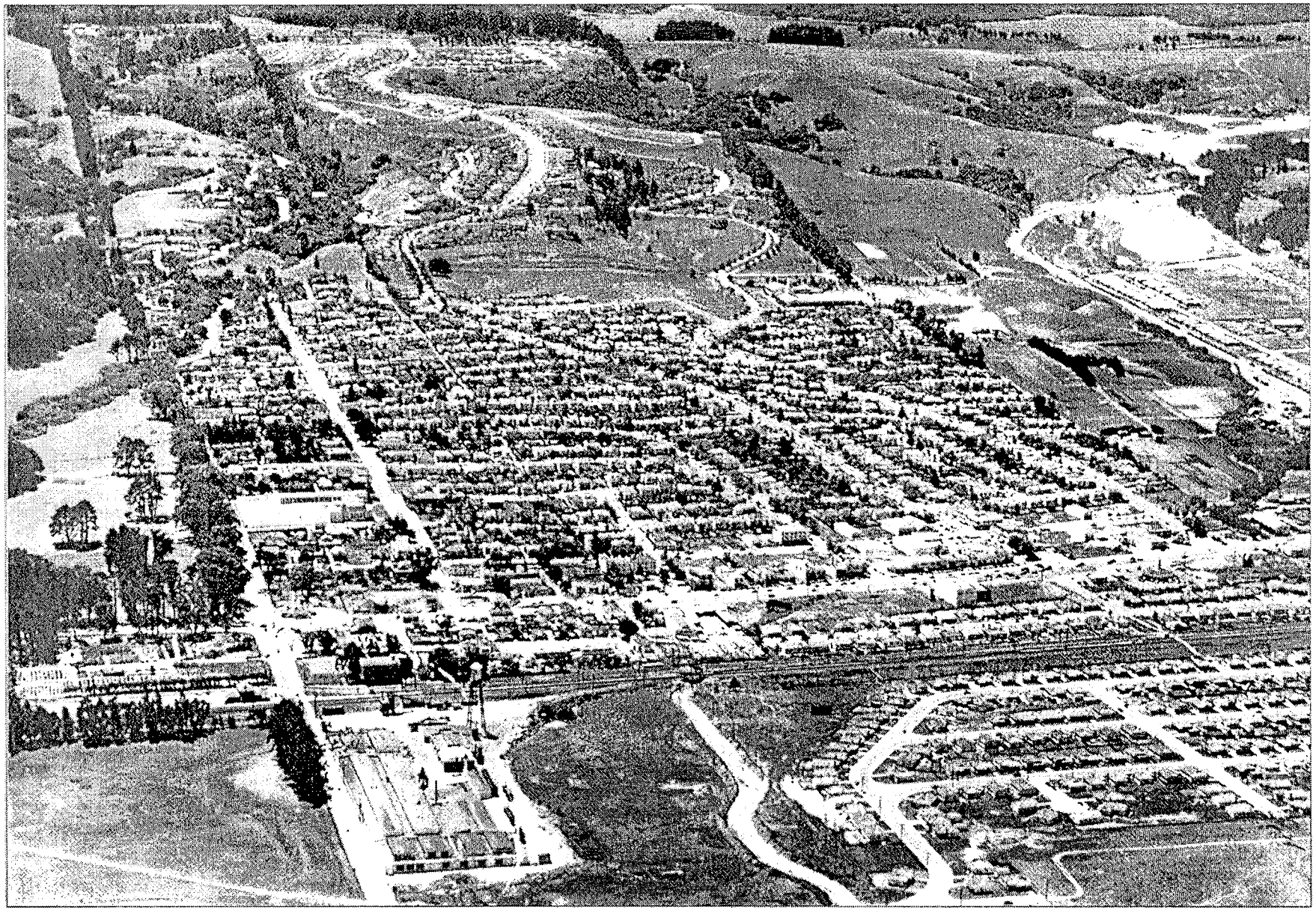
Open Space: A landscaped yard of at least 10,000 square feet shall be provided as a central amenity to the complex. Courtyard spaces that shield residents from surrounding noise and that screen the rail and adjacent parking structure are also encouraged.

Building Setbacks: Buildings shall be set back from the rear property line of the Aviador Avenue homes by a minimum of 40 feet, or at least 2 feet in horizontal dimension for every 1 foot of vertical height.

Design Guidelines

Building Massing and Treatment: The buildings should have a residential scale and character, broken down into multiple wings that cluster around a single or several courtyard spaces. The architectural treatment should include sloping roofs, a varied facade treatment with one- and two-story elements, and the use of pergolas, canopies, awnings, bay windows, and other elements that provide interest and variation.

Treatment of Parking and Service Areas: Surface parking areas should be well landscaped, with at least one tree for every four parking spaces. The design of the parking areas should extend the landscape character of the yard and courts as an integrated series of open spaces.



Aerial view of planning area, c.1945.

IMPLEMENTATION

This element provides implementation policies related to the phasing and financing of public improvements and sets forth the regulatory steps required to realize the Millbrae Station Area Specific Plan. The first section discusses the Specific Plan's consistency with the City of Millbrae General Plan and zoning regulations, and is followed by a description of proposed capital improvement costs and financing policies for the plan.

Millbrae General Plan

This Specific Plan is consistent with and implements the Millbrae General Plan, which designates this area as a "Special Land Use Policy Area" and calls for preparation of a specific plan for the area. The Special Land Use Policy Area designation allows the Specific Plan to function as a separate document that contains detail on the development policies, guidelines and implementing approaches that is beyond the scope of the General Plan policies.

Zoning Regulations

The Millbrae Station Area Specific Plan will also serve as the basis for zoning changes to allow the development of a new transit-oriented mixed-use district around the new Millbrae station. It is recommended that the City create a new zoning district for the station area that would refer to the Specific Plan development regulations and design guidelines for zoning requirements in the planning area. Due to the local and regional significance of the station area, it is recommended that the City carry out rigorous design review procedures for this area to ensure quality design and consistency with Specific Plan policies.

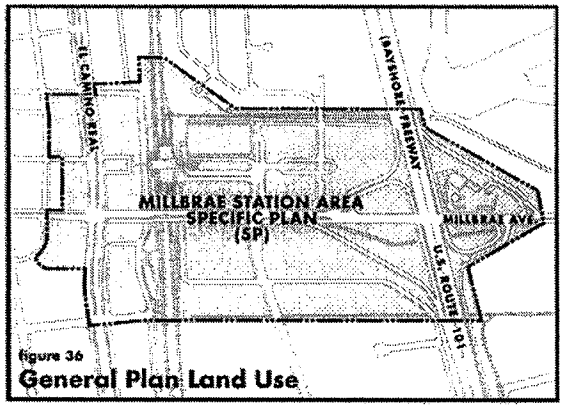


figure 36
General Plan Land Use

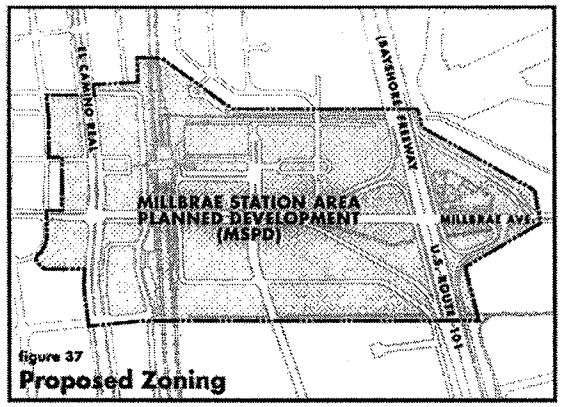


figure 37
Proposed Zoning

Regulatory and Review Objectives and Policies

OBJECTIVE IMP-1: Establish the regulatory procedures necessary to implement the Specific Plan.

Policy IMP-1.1: Amend the City of Millbrae Zoning Code to include a "Millbrae Station Area Planned Development (MSPD)" District that encompasses the Millbrae station planning area.

Policy IMP-1.2: Continue to carry out design review procedures to ensure that new development is of a high quality and consistent with Specific Plan objectives.

The City should carry out a rigorous design review process for the station planning area in order to achieve the objectives of the plan and to maintain a high standard of design.

Phasing and Financing of Capital Improvements

Major improvements to the infrastructure and public facilities will be required to accommodate new development and create a special character as described in the Specific Plan. The estimated capital costs are summarized as follows:

Street Improvements	$6,400,000
West Side Access Improvements to the BART/Caltrain Station	$5,600,000
Gateway Enhancements	$2,250,000
Sanitary Sewer	$5,000,000
Storm Drainage	$400,000
Water	$500,000
Power, Telephone, Gas, CATV	$800,000
Potential Water and Sewer System Upgrades	$400,000
Public Art	$200,000
Police and Fire	$600,000
Total	$22,150,000
El Camino Real Pedestrian Bridge (optional)	$5,800,000

Note: Costs are expressed in 1998 dollars and include the following factors: General Conditions, 15%; Contractor's Overhead and Profit, 10%; and Design and Contingency, 20%.

These estimates include only capital costs that are entirely or in part required by the development projected in the Specific Plan. Costs such as hookup charges and onsite costs are not included, nor are operating and maintenance costs. In some areas, land will need to be conveyed between the City/Redevelopment Agency and private property owners in order to rationalize circulation requirements and create developable parcels. It is assumed that these transactions will occur through land swaps and dedications in the context of development agreements and conditions of development approval. It should be noted that these costs are at a planning level of estimation and will be refined as more detailed studies, engineering and design are completed. For instance, the City is currently undertaking a study that will examine the existing conditions of utility infrastructure in the planning area. It is anticipated that this study will provide new information and refined cost estimates for utility improvements in the planning area.

Phasing of Improvements and Development

Given the current and anticipated strong market conditions in the Bay Area and on the peninsula, and assuming the timely completion of the BART project, it is reasonable to project that new development will be phased within a 10- to 15-year time frame beginning in 1999. The exact phasing of development will be determined by a combination of market conditions, the availability of needed infrastructure, and the ability of developers to assemble property in an appropriate manner. Overall, parcels can develop in any order as long as the necessary supporting infrastructure is in place to serve new development.

Given the potential positive economic value of the plan, infrastructure requirements are not anticipated to constrain buildout of the Specific Plan development program. Plan policies require that infrastructure necessary to support development be constructed prior to the completion of construction of new development.

Financing of New Capital Improvements

Millbrae has a clear policy that new development within the station planning area must be responsible for "paying its own way" with respect to needed infrastructure costs. There are several mechanisms available to the City to allocate costs to new development on an equitable basis. The following financing principles are recommended to guide the City in future decisions regarding financing of plan area infrastructure:

- Developers of new projects in the station planning area should fund the infrastructure and public facility improvements required by new development.

- The cost of infrastructure and public facility improvements required by new development should be distributed among specific properties in a fair and equitable manner, reflecting the benefit received.

- Existing development will not be charged for the costs of new infrastructure.

- The costs of improvements and facilities benefiting the entire station planning area should be financed through plan area fees or assessments.

- Special projects and site-specific improvements should be paid for by the owners/developers of the benefited properties and/or the City/Agency. One example of such an improvement is a pedestrian bridge over El Camino Real near Chadbourne Avenue.

Financial Feasibility

On the basis of these financing principles and the estimated capital improvement costs, the financial feasibility of the project has been evaluated to ensure that the burden of infrastructure costs that must be borne by new development would not render it infeasible. The conclusion of this analysis is that on an overall plan areawide basis, the cost burden represented by the recommended list of capital improvement projects should not negatively impact the financial feasibility of new development. In order to ensure that Specific Plan capital improvements are implemented in a timely fashion, the City and the Redevelopment Agency may be required to provide up-front costs of study analysis and design prior to collection of site-specific project fees.

Alternative Financing Mechanisms

There are numerous financing alternatives that may be used to fund public facilities, infrastructure and services. The mechanisms that are most suited to the Millbrae station area are summarized below:

Financing Alternatives
Not Requiring Voter Approval

Development Impact Fees. Cities or counties can adopt by ordinance development impact fees, which can be levied against new development at any of several points in the permitting process. These fees can be used to fund a wide range of infrastructure improvements and public facilities. Such fees have the advantage of constituting a uniform cost burden (which can be adjusted over time), by land use, which applies to any project. On the other hand, because their timing depends on the land owner or the developer, they can lag behind the need for new infrastructure. Also, their uniformity does not easily take into account different circumstances that may be site specific. Finally, such fees have to pass the "nexus" test, meaning that there needs to be a clear relationship between the impact fee and the related benefits and costs.

Area of Benefit Fees. Like impact fees, areawide benefit fees may be adopted by the city or county without voter approval. As with development impact fees, the areawide benefit fees must be clearly related to the defined benefit.

Tax Increment Financing. The Redevelopment Agency, through a variety of structures, can utilize the tax increment from the project area to fund a range of redevelopment projects (e.g., land acquisitions, construction of public facilities and improvements, affordable housing, rehabilitation loans and grants).

Development Agreements. Long-term development agreements are another financing mechanism that does not require voter approval. In addition, they are not subject to the nexus arguments, and have gained popu-

larity as the securing of entitlements has become more difficult in California. These are agreements between public agencies and private developers where, in exchange for long-term protection against zoning or land use regulation change, the developer agrees to a specific set of exactions, which can include the funding of infrastructure, land assembly, and other items desired by local government.

Federal and State Grants. Community Development Block Grant (CDBG) funds are federal program funds available through HUD as loans or grants for economic development, public facilities, and housing rehabilitation. While CDBG funds cannot be used to implement large-scale projects, they can be combined with other funding. Another potential federal source is Transportation Equity Act (TEA-21) funds for certain transportation or transit-enhancement projects. At the state level, consideration is currently being given to making projects near transit stations eligible for funds from the State Infrastructure Bank. The Millbrae BART/Caltrain intermodal station is certainly an exceptional project and may qualify for a number of these sources; for example, Station Square improvements and the pedestrian bridge over California Drive might be a very competitive project under federal and/or state criteria. The Metropolitan Transportation Commission, while not the source itself, would be involved in reviewing the requests for state and federal funds.

Other Local and Regional Agencies. In certain instances, the activities of other agencies may impact the amount of capital improvements required. As an example, BART and the San Francisco Airport are contributing to construction of the reconfigured Millbrae Avenue interchange. In addition, BART is committed to paying $5.1 million toward mitigating the impacts of its traffic on the Millbrae Avenue/El Camino Real intersection.

Private Sector Financing Mechanisms. Deregulation of utilities has created additional alternatives for funding utility improvements which should be explored for power (gas and electric), telephone and cable TV.

Funding Mechanisms Requiring Property Owner/Voter Approval

Special Assessment Districts. Onsite and offsite improvements may be financed using benefit assessment districts. Since 1913, California law has provided for the levying of assessments against benefiting properties and the ability to issue taxes and bonds to finance public facilities and infrastructure improvements. Assessment districts, also known as improvement districts, are usually initiated by the city or county but are subject to majority protest of property owners or registered voters, depending upon the population of the area. The assessments represent a lien against the property and must be allocated proportionate to the benefits received by the property. The only improvements that can be financed with assessments are property-specific benefits such as roads and water and sewer lines. These assessments can be attractive to developers or property owners who wish to invest in the infrastructure needed to develop their property.

Mello-Roos Community Facilities Districts. The Mello-Roos Community Facilities District Act of 1982 provides another method for financing the construction of public improvements and facilities. The bonds are paid from an annual tax levy on property owners in the established district. A Mello-Roos CFD may be initiated by the city or county or by property owner petition, and must then be approved by a two-thirds majority vote by the property owners or registered voters if there are more than 12 registered voters in the area. Mello-Roos CFDs authorize the levying of a special tax and the issuance of tax-exempt bonds to finance public facilities and services. Like special assessments, they constitute a tax lien against the property. Unlike assessment districts, Mello-Roos may be used to fund a broader range of improvements of general benefit, such as police and fire, schools, parks

and libraries, as well as improvements that benefit specific properties, like roads and water and sewer lines.

Landscape and Lighting Districts. Landscape and Lighting Districts (LLDs) are used for the installation, construction, maintenance and servicing of landscaping and lighting through annual assessments. They can also be used for the construction and maintenance of related improvements such as sidewalks, paving, drainage, and so forth. Finally, LLDs are also used to construct and maintain parks when such maintenance is not possible through general fund revenues.

All three of the above assessment districts would be secured by liens on the property and would authorize the issuance of tax-exempt bonds, thus providing funding up front for improvements and eliminating potential cash flow problems and the need for reimbursement agreements.

Phasing and Financing Policies

OBJECTIVE IMP-2: Provide for the orderly phasing of development in conjunction with the financing and construction of infrastructure.

The Specific Plan requires that private development and infrastructure be closely coordinated to ensure that necessary levels of service are maintained in the planning area and the city as a whole. To achieve this objective, development of the BART/Caltrain station as well as the new station area development must be correlated with programmed infrastructure improvements. In order to maintain acceptable levels of service for the circulation and utility service systems, it is assumed that capital improvements will be phased along with development as follows:

Preliminary Phase: Improvements Needed to Accommodate Millbrae BART/Caltrain Station

Improvements to mitigate BART traffic at the Millbrae Avenue/El Camino Real intersection (see Policy IMP-2.2):

- South station loop road two-way operation *(Note: This is in place of a double left turn into the station at the Millbrae Avenue/Rollins Road intersection as planned by BART.)*

Initial Phase: Improvements Needed to Accommodate New Development in the Station Area

- Millbrae Avenue improvements, excluding widening of the north embankment of the Millbrae Avenue overpass structure and the signalization of Victoria Avenue and El Camino Real
- El Camino Real improvements
- Wastewater treatment plant improvements
- Water storage capacity *(Note: Water storage capacity needs to be improved on a citywide basis. The station planning area will be responsible for contributing its pro-rata share of these improvements as plans are developed for expanded water storage.)*

Improvements to be Developed Prior to, or in Association with, Site 1

- California Drive extension *(Note: Traffic analysis has shown that this improvement is necessary to accommodate development on Site 1, but is not required for redevelopment in the larger station planning area.)*
- Victoria Avenue two-way operation
- Victoria Avenue signalization
- Murchison Drive improvements
- Murchison/California Drive signal
- California Drive/Station signal

- El Camino frontage road
- BART/Caltrain west side access improvements and reconfiguration of storm drain facilities
- West side garage, up to 350 spaces
- Utility improvements
- Widen the north embankment of the Millbrae Avenue overpass structure at El Camino Real

Improvements to be Developed Prior to, or in Association with, Site 2

- El Camino Real frontage road

Improvements to be Developed Prior to, or in Association with, Site 4

- South station loop road relocation
- Utility improvements

Improvements to be Developed Prior to, or in Association with, Site 5

- Utility improvements

Improvements to be Developed Prior to, or in Association with, Site 6

- Garden Avenue improvements
- Utility improvements

Improvements to be Phased as Funding Permits

- Rollins Road streetscape enhancement
- El Camino Real streetscape enhancement
- Adrian Road streetscape enhancement
- Freeway/gateway treatment
- El Camino Real pedestrian bridge (optional)

Policy IMP-2.1: Establish financing mechanisms to ensure the equitable and timely financial participation of project developers in the construction of infrastructure and public facilities.

The costs of infrastructure and public facilities will be borne by private developers who will directly benefit from the infrastructure improvements. The plan calls for private development within the planning area to pay its proportionate share of these costs and for financial participation to be a condition of development approvals. The use of development agreements in association with an assessment district or development fees is recommended.

The Specific Plan financing plan requires that BART, like other property owners, pay development fees for related joint development of its land. These agreements may be ratified through owner participation agreements or development agreements between the City/Redevelopment Agency and private property owners.

The City will obtain the pro-rata share of infrastructure improvements through assessments on new developments. The City can collect these fees as development approvals are granted or an assessment district can be formed, which would allow the City to obtain financing through the sale of bonds that are secured through property assessments. There are several advantages to establishing an assessment district. First, an assessment district provides greater certainty regarding the programming and construction of capital improvements. In addition, through the sale of bonds, an assessment district would allow the City to "front" the costs of needed infrastructure and be reimbursed as new development occurs. This provides the greatest assurance that improvements are in place prior to new development coming on line. An assessment district would require approval by a majority of the property owners, or two or

three key property owners could agree to form a smaller district, which could then be amended as subsequent property owners prepare to develop their sites.

Policy IMP-2.2: Ensure the timely construction of circulation improvements necessary to support the BART/Caltrain station.

As described above, there are several circulation improvements that are necessary to support the BART/Caltrain station. Improvements to the U.S. 101/Millbrae Avenue interchange are currently in design phases; BART will construct improvements to the Millbrae Avenue/Rollins Road intersection as part of construction of the station. As part of a comprehensive agreement with the City of Millbrae, BART has committed up to $5.1 million toward improvements to the Millbrae Avenue/El Camino Real intersection, which will operate at an unacceptable level of service (LOS F) with the addition of the BART/Caltrain traffic. The City should negotiate with BART the funding of the Memorandum of Understanding required in the Comprehensive Agreement to agree to the terms and conditions under which the improvements will be made, and secure these funds and undertake the necessary circulation system improvements prior to the opening of the BART/Caltrain station in 2002.

The improvements to mitigate traffic impacts at this intersection are as follows:

- *Millbrae Avenue/El Camino Real Intersection Improvements* (see Circulation and Parking Policy 2.3 on page 40), excluding widening of the north embankment of the Millbrae Avenue overpass structure.

- *Signal Timing and Installation* (see Circulation and Parking Policy 2.6 on page 42).

Policy IMP-2.3: In early phases of development, consider the use of available tax increment funds for critical infrastructure and improvements that will enhance the image and appearance of the station planning area.

Successful implementation of the Specific Plan will depend to a certain degree upon the City's ability to market its development opportunities. Although the market is currently robust, there is significant activity in competitive locations. While Millbrae is already established as a hotel location, it is not an established Class A office location. The vision and coherence of the Specific Plan as well as the proximity to the airport and the intermodal station create the opportunity to market the area as a new peninsula office location. In order to compete with other established locations, it is recommended that the City place a priority on constructing new infrastructure to support development and improvements that will enhance the image and identity of the planning area. Such priority improvements include expanding the sewer treatment plant capacity, improvements to the circulation system, and gateway improvements at the U.S. 101 interchange along Millbrae Avenue and El Camino Real. These improvements would be paid for by assessment district revenues. If tax increment is available in the early years, the City may consider providing funding up front to pay for these improvements, to be reimbursed through development fees or property assessments as new development proceeds.

Policy IMP-2.4: Consider utilizing available tax increment funds to offset development fees for the construction of new housing that meets Specific Plan density and design requirements.

In order to maximize housing opportunities in the planning area, the City should consider utilizing available tax increment funding to offset the development fees for new housing in the planning area that (1) achieves a minimum density of 30 dwelling units per acre, and (2) incorporates design standards described in the Community Design element to encourage a lively street environment.

Policy IMP-2.5: Utilize available redevelopment set-aside funds to provide affordable housing units within market-rate housing developments.

Under State law, 20 percent of the tax-increment funds generated in a redevelopment district must be set aside for housing which is affordable to very low-, low- and moderate-income households. The City can consider using the housing set-aside funds to subsidize affordable units within new market housing developments. This strategy would allow the development of new affordable units that are identical in terms of design and quality with new market-rate housing projects, located in close proximity to transportation and retail services.

Policy IMP-2.6: Pursue state and federal grants for station area improvements.

The City should pursue additional sources of funding for capital projects. For example, improvements that will greatly enhance access to and the appearance of the west side of the Millbrae station (e.g., Station Square, the pedestrian bridge over California Drive, and the bus staging areas) appear to be excellent candidates for Transportation Equity Act (TEA-21) funding.

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Denis E. Richardson, Councilman
Marc Hershman, Councilman

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APPENDIX A:

RELATIONSHIP WITH THE GENERAL PLAN

The Millbrae Station Area is one of the most significant redevelopment areas in Millbrae, a residential community which is otherwise largely "built out." The planning area is designated as a "Special Land Use Policy Area," which requires more detailed planning than is possible in a General Plan, which presents land use policies for the city as a whole. Consistent with this direction, this Specific Plan has been developed for the station area to set forth in more specific terms the type, extent and character of future uses of the approximately 116 acres of land contained within the Millbrae Station Specific Plan Area.

The following discussion considers the General Plan goals and policies that are relevant to the Millbrae station planning area and discusses their relationship to the plan concept. The City is currently undertaking a comprehensive update of the General Plan, and this discussion considers the proposed General Plan as it is anticipated to be adopted prior to this Specific Plan.

Land Use

The land use policies of the Millbrae General Plan seek to maintain the quality of life within this primarily residential community, and to promote economic development opportunities and the revitalization and enhancement of aging commercial areas. The Millbrae Station Specific Plan Area is recognized as a key redevelopment opportunity in the city that can reinforce these objectives. The Land Use element also seeks to encourage affordable housing production through mixed-use residential/commercial projects. General Plan policies also strive to achieve a balance between jobs and housing. Finally, the Land Use element contains a series of policies aimed at ensuring that adequate public services and facilities are provided to existing and new development.

The Millbrae Station Area Specific Plan is consistent with all of these land use policies. The Specific Plan provides for a diverse mix of uses in the planning area, including transit-based employment and housing as well as hotel and supporting retail services, that will bolster the City's economic development efforts and provide both housing and job opportunities within close proximity of the new Millbrae station and the downtown. As an established hotel location near the airport, new hotels in the area would provide support to the city's economy and downtown patrons.

Specific Plan policies require the provision of new infrastructure necessary to serve development in the station planning area. The cost of new capital improvements to serve the area will be borne by new development.

Circulation

Policies set forth within the Circulation element of the General Plan seek to provide a safe and efficient local circulation system. Plan policies also support the use of alternative modes of transportation and encourage participation in regional transportation planning efforts.

The Millbrae Station Area Specific Plan will significantly promote the City's circulation goals and policies. The land use program and design guidelines for the area have been developed to maintain acceptable levels of ser-

vice on the city's roadway system, as well as to promote travel by foot, bus and bicycle. The Specific Plan Circulation element calls for a program of circulation system improvements that will significantly improve vehicular, pedestrian, bus and bicycle access to the Millbrae BART/CalTrain station from the west. At the regional level, the mix and intensity of land uses provided in the area will reinforce use of the transit system.

Housing

The Millbrae Housing element contains policies aimed at maintaining the quality of existing residential neighborhoods as well as expanding housing opportunities within the city. With respect to providing new housing, General Plan policies encourage a variety of programs and approaches, including encouraging mixed-use development, second dwelling units, and providing incentives for the provision of affordable housing.

The Millbrae Station Area Specific Plan provides for up to 290 new multi-family housing units located in close proximity to the Millbrae station. Housing sites within the station planning area were determined in consideration of specific site opportunities and constraints such as airport noise, traffic, surrounding land use, and proximity to the transit station and downtown Millbrae. Specific Plan implementation policies encourage the City to consider the use of available tax increment funds to subsidize development fees for housing that meets a minimum density of 40 dwelling units per acre and conforms to plan policies and guidelines regarding project design. The policies also encourage the use of housing set-aside funds to provide affordable units within private market-rate projects.

Parks, Open Space and Conservation

Policies contained within the Specific Plan further General Plan conservation policies by creating a compact and walkable urban environment that will encourage the use of alternative modes of transportation. Specific Plan policies also encourage recycling, particularly during the demolition of existing buildings, and the use of recycled materials in new development. The Millbrae Station Area Specific Plan also sets forth a comprehensive street tree planting program that will greatly expand Millbrae's existing urban forest as well as the overall quality of this important gateway to the community.

Noise

The Specific Plan area is subject to noise from several significant sources, including the airport, the railroad, U.S. 101, and El Camino Real. Consistent with General Plan policies, proposed development in the area has been configured to reduce the effects of noise on station area employees and residents.

APPENDIX B:

KEY DEFINITIONS

Floor Area (Gross): The sum of the gross areas of all floors of a building or buildings, measured from the exterior faces of exterior walls or from the centerlines of walls separating two buildings.

A. Gross floor area shall include, although not be limited to, the following:

   1. Basement and cellar space, including tenants' storage areas and all other space except that used only for storage or services necessary to the operation or maintenance of the building itself;

   2. Elevator shafts, stairwells, exit enclosures, and smokeproof enclosures on each floor;

   3. Floor space in penthouses, except as specifically excluded in this definition;

   4. Attic space (whether or not a floor has been laid) capable of being made into habitable space;

   5. Floor space in balconies or mezzanines in the interior of the building; floor space in open or roofed porches, arcades or exterior balconies, if such space is located above the ground floor or first floor of occupancy above a basement or garage and is used as the primary access to the interior space it serves;

   6. Floor space in accessory buildings, except for floor space used for accessory off-street parking or loading spaces, and driveways and maneuvering areas incidental thereto; and

   7. Any other floor space not specifically excluded in this definition.

B. Gross floor area shall not include the following:

   1. Basement and cellar space used only for storage or services necessary to the operation or maintenance of the building itself;

   2. Attic space not capable of being made into habitable space;

   3. Elevator or stair penthouses, accessory water tanks or cooling towers, and other mechanical equipment, appurtenances and areas necessary to the operation or maintenance of the building itself, if located at the top of the building or separated therefrom only by other space not included in the gross floor area;

   4. Mechanical equipment appurtenances and areas necessary to the operation or maintenance of the building itself if located on an intermediate story of the building and forming a complete floor level;

   5. Outside stairs to the first floor of occupancy at the face of the building, or fire escapes;

   6. Floor space used for accessory off-street parking and loading spaces, and

driveways and maneuvering areas incidental thereto;

7. Arcades, plazas, walkways, porches, breezeways, porticos, and similar features (whether roofed or not) at or near street level, accessible to the general public and not substantially enclosed by exterior walls; and accessways to public transit lines, if open for use by the general public; all exclusive of areas devoted to sales, service, display and activities other than the movement of people;

8. Balconies, porches, roof decks, terraces, courts and similar features, except those used for primary access as described above in Paragraph A5.

Floor Area Ratio (FAR): The ratio of the gross floor area of all buildings on a lot to the area of the lot. If the height per story of a building exceeds an average of 15 feet, then additional gross floor area shall be counted in determining the floor area ratio of the building, equal to the gross floor area of one additional story for every 15 feet or fraction thereof by which the total building height exceeds the number of stories times 15 feet; such additional gross floor area shall not be counted in the case of a church, theater, or other place of public assembly.

Height (of a Building or Structure): The vertical distance by which a building or structure rises above a certain point of measurement, which point shall be taken as indicated herein. For this purpose, the term "building" shall be deemed to include the term "structure." The point of measurement shall be established by averaging the elevation above sea level of the four corners of a rectangular site (or the intersecting points of a nonrectangular property). The ground elevations used shall be either existing elevations or the elevations resulting from new grading operations encompassing an entire block. The uppermost points of a building taken for measurement shall be the top of a parapet wall or eave, or midway along a sloping roof, provided that such sloped roof is less than 45 degrees, is uninhabitable above the midway point, and its ridge is no more than 15 feet above the maximum height limit. Uninhabitable mechanical penthouses will be permitted to encroach above the maximum height, provided that such encroachments are set back from the building edge by a minimum of 20 feet and do not exceed 15 feet in height above the elevation of the parapet wall or eave. Notwithstanding this definition, building height must be approved by the Federal Aviation Administration.

Story: That portion of a building, except a mezzanine as defined in the Building Code, included between the surface of any floor and the surface of the next floor above it, or if there is no floor above it, then the space between the surface of the floor and ceiling next above it.

EXHIBIT B

D-3638

D-3638

ALICE M. BEASLEY, No. 56523
JOHN H. ERICKSON, No. 43996
MICHAEL S. STRIMLING, No. 96135
ALLISON D. DANIELS, No. 146126
ERICKSON, BEASLEY, HEWITT & WILSON
491 Ninth Street
Oakland, California 94607
Telephone: (510) 839-3448; Fax: (510) 839-1622

Attorneys for Plaintiff
San Mateo County Transit District

SUPERIOR COURT FOR THE STATE OF CALIFORNIA

COUNTY OF SAN MATEO

SAN MATEO COUNTY TRANSIT DISTRICT, Plaintiff, v. CITY AND COUNTY OF SAN FRANCISCO, et al., Defendants.	Case No. 405695 Filed: July 28, 1998 Trial Date: None set **STIPULATED SETTLEMENT AGREEMENT RE: CITY OF MILLBRAE'S DISCLAIMERS OF INTEREST**
SAN MATEO COUNTY TRANSIT DISTRICT, Plaintiff, v. HERTZ REALTY CORPORATION, et al., Defendants.	Case No. 405958 Filed: August 18, 1998 Trial Date: None set
SAN MATEO COUNTY TRANSIT DISTRICT, Plaintiff, v. VINCENT A. MUZZI, et al., Defendants.	Case No. 408557 Date Filed: March 25, 1999 Trial Date: None set

SAN MATEO COUNTY TRANSIT DISTRICT a public entity, Plaintiff, v. CECILIO R. BUISAN, et al., Defendants.	Case No. 408765 Filed: April 21, 1999 Trial Date: None set

WHEREAS, the San Mateo County Transit District ("SamTrans"), in cooperation with the San Francisco Bay Area Rapid Transit District ("BART"), is undertaking the construction of the extension of the BART system from the Colma Station, with a new station at the San Francisco International Airport, and terminating at a BART/CalTrain Intermodal Station in the City of Millbrae ("Project"); and

WHEREAS, BART and the City of Millbrae ("City") have entered into the City/BART Comprehensive Agreement on or about August 14, 1997, City of Millbrae Resolution # 97-94, relating to the construction of the Project; and

WHEREAS, SamTrans, BART and the City are desirous of continuing to cooperate in all aspects of the Project, including in relation to the acquisition and final disposition of property rights in public rights-of-way in the City; and

WHEREAS, the City of Millbrae, in its Millbrae Station Area Specific Plan, adopted on November 24, 1998 ("Plan"), has planned its own development projects that are separate and distinct from the Project, including development of the area bordered by the new BART/CalTrain Intermodal Station ("Station"), El Camino Real, Millbrae Avenue and an easterly extension of Victoria Avenue (designated in the Plan as "Site 1"); and

WHEREAS, the development of Site 1 of the Plan calls for the extension of California Drive and the construction of a bus transit facility to serve the Station in the area currently referred to as Railroad Avenue ("California Drive Extension"); and

WHEREAS, in furtherance of the Project, SamTrans has filed certain eminent domain actions — to wit, *SamTrans v. City and County of San Francisco, et al. ("CCSF")*, San Mateo County Superior Court no. 405695; *SamTrans v. Hertz Realty Corporation, et al. ("Hertz")*, no.

405958; *SamTrans v. Muzzi, et al. ("Muzzi")*, no. 408557; and *SamTrans v. Buisan, et al. ("Buisan")*, no. 408765 — naming the City, inter alia, as defendant in relation to its interests in Railroad Avenue, Center Street and Millbrae Avenue; and

WHEREAS, through such eminent domain actions and in furtherance of the Project, SamTrans intends to clear title in the property or properties in which the City holds an interest, and to acquire fee simple title in and to said property or properties; and

WHEREAS, the City has no objection to such eminent domain actions, so long as (1) the City is able to proceed with its planned California Drive Extension prior to the final resolution of the eminent domain actions; and (2) after final resolution of the eminent domain actions, SamTrans conveys to the City such portions of, and interests in, the rights-of-way that are compatible with the Project and consistent, to the extent possible, with the City's needs, as further set forth below:

STIPULATION

WHEREFORE, IN ORDER TO EFFECTUATE THE FOREGOING, IT IS HEREBY STIPULATED BY AND BETWEEN SAMTRANS, BART AND THE CITY OF MILLBRAE AS FOLLOWS:

1. (a) After construction of the Station, a portion of the Project; (b) upon recordation of a Final Order of Condemnation in the *Muzzi* case conveying fee title to the segment of Railroad Avenue being condemned therein to SamTrans; and (c) subsequent to the execution of a development agreement by the City that includes development of Site 1 as contemplated in the Plan, and prior to the recordation of a subdivision map for the project described in said development agreement, SamTrans shall convey to the City, subject to such reservations and restrictions as are necessary to protect or preserve the attractiveness, safety, or usefulness of the Project, that portion of the segment of Railroad Avenue being condemned that remains after construction of the Station, the conveyance to be a fee interest at no cost to the City if all of the property being conveyed to the City lies within the limits of the California Drive Extension and is dedicated for public use, but the City shall pay BART the fair market value for any segment of Railroad Avenue conveyed to the City not within the such limits or not dedicated for public use; and

2. BART and the City will coordinate the placement of utilities and other aspects of construction of the Station to ensure, to the extent possible consistent with the design of the Station and associated utilities, that the construction of the Station and the prospective development of the California Drive Extension and adjacent properties do not conflict; and

3. Should development of the California Drive Extension become possible prior to completion of the Station, and to the extent that such development does not adversely impact construction of, or the final configuration of, the Station, or access to the parcels along the westerly edge of Railroad Avenue, SamTrans will permit the City to use that portion of Railroad Avenue in which the City currently owns an interest (or interests) for the construction; and

4. Upon completion of the Project and upon recordation of a Final Order of Condemnation in the *CCSF* case conveying fee title to the segment of Center Street being condemned therein to SamTrans, SamTrans shall convey back to the City at no cost to the City such segment of Center Street, the conveyance to be either a fee interest or a permanent easement interest as mutually agreed and consistent with the City's needs; and

5. Upon completion of the Project and upon recordation of a Final Order of Condemnation in the *Hertz* case conveying fee title to SamTrans, SamTrans shall convey back to the City at no cost to the City the easement interest set forth in Book/Reel 6093 of Official Records at page/image 350, Records of San Mateo County, California, and shall quitclaim to the City at no cost to the City any interest it has obtained, fee or otherwise, underlying the easement interest set forth in Book/Reel 5591 of Official Records at page/image 359, Records of San Mateo County, California; and

6. In consideration for the obligations placed on SamTrans and BART, as set forth herein the City will file a disclaimer in each of the *CCSF*, *Hertz*, *Muzzi* and *Buisan* cases; and

///

///

///

///

7. In the event any dispute arises as to the parties' rights, obligations and/or performance under this agreement, the parties agree to resolve any such dispute through the procedures set forth in the City/BART Comprehensive Agreement, incorporated herein by reference.

Dated: ~~August~~ ____, ~~1999~~
SEP 28 1999

SAN MATEO COUNTY TRANSIT DISTRICT

By Gerald T. Haugh

Dated: ~~July~~ ____, ~~1999~~
9-22-99

BAY AREA RAPID TRANSIT DISTRICT

By Fred Arnold
Fred D. Arnold
Manager of Property Acquisition

Dated: July ____, 1999

CITY OF MILLBRAE

By James P. Ackerson
J. E. Erickson
City Administrator

Q:\SAMTRANS\San Francisco 811\Pld\Millbrae Agreement.wpd

EXHIBIT C

KISS AND RIDE AREA AND BUS DROP OFF FACILITY AGREEMENT AMONG THE SAN MATEO COUNTY TRANSIT DISTRICT, THE SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT AND THE CITY OF MILLBRAE IN CONNECTION WITH THE BART/SFO AIRPORT EXTENSION PROJECT

CONFORMED COPY

Alan E. Lee
SIGNATURE

May 18, 2001
DATE

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RECITALS

WHEREAS, the San Francisco Bay Area Rapid Transit District ("BART"), in cooperation with the San Mateo County Transit District ("SamTrans"), is constructing an 8.2 mile extension of its existing electric powered, heavy rail regional transit system from the existing Colma Station to a terminus station in the City of Millbrae (the "City") (the "SFO Project"); and

WHEREAS, on October 17, 1997, BART and the City entered into the Comprehensive Agreement Between The San Francisco Bay Area Rapid Transit District and The City of Millbrae Relating to the BART/SFO Airport Extension (the "Comprehensive Agreement"); and

WHEREAS, in or about September 1999, SamTrans, BART and the City entered into an agreement entitled Stipulated Settlement Agreement re: City of Millbrae's Disclaimers of Interest (the "Stipulated Settlement Agreement") relating to the acquisition and final disposition of certain property rights in public use areas in the City, and are desirous of continuing to cooperate in all aspects of the SFO Project, including that aspect which is the subject of the Stipulated Settlement Agreement; and

WHEREAS, Construction plans for the Millbrae Station include a kiss-and-ride area and bus drop off facility shown on attached Exhibit "A" (the "Kiss and Ride Lot"); on the parcels of land described on attached Exhibit "B" (the "Subject Property"), which parcels are either owned by the City or are privately owned; and

WHEREAS, in its Millbrae Station Area Specific Plan adopted on November 24, 1998 (the "Plan"), the City has put forth plans for its own development projects that are completely separate and distinct from the SFO Project. The projects include development of the area bordered by the new BART/CalTrain Intermodal Station (the "BART Station"), El Camino Real,

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Millbrae Avenue and an easterly extension of Victoria Avenue ("Site 1"), as shown on attached Exhibit "C," which includes the Subject Property.

WHEREAS, the City's plan for development of Site 1 calls for the extension of California Drive and construction of a bus transit facility on the Subject Property; and

WHEREAS, SamTrans, BART and the City desire to set forth their respective present and future rights in relation to the Subject Property in this Agreement.

AGREEMENT

NOW, THEREFORE, Sam Trans, BART, and the City, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, agree as follows:

1. Plans for the Millbrae Station include construction of a Kiss and Ride Lot on parcels D-3125-1, D-Railroad-1 and D-Linden-1 shown on attached Exhibit "A." Parcels D-3125 and D-Railroad-1 are owned by the City; parcel D-Linden-1 is privately owned and is subject to easements for street purposes in favor of the City.

2. Upon execution of this Agreement and City's approval of BART's plans and specifications for the Kiss and Ride Lot, the City shall issue to BART, at no cost to either SamTrans or BART, a permit to construct the Kiss and Ride Lot, as set forth in BART's plans for the Millbrae Station and approved by the City.

3. The City shall convey to SamTrans, at no cost to either SamTrans or BART, an easement in the form attached hereto as Exhibit "D" (the "Westside Easement") for use of parcels D-3125 and D-Railroad-1 in the manner proposed by the plans for the Millbrae Station and as shown on Exhibit A.

4. The City agrees to convey to SamTrans by Quitclaim Deed in the form attached hereto as Exhibit "E" all of its rights, title and interest in the roadway easement over D-Linden-1.

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5. After construction of the BART Station is completed and subsequent to City's execution of a development agreement with a developer (which development agreement includes development of Site 1 as conceptually contemplated in the Plan) and prior to recordation of a subdivision map for the project described in said development agreement, SamTrans shall forthwith re-convey to the City all of its rights, title and interest in the real property conveyances identified in Paragraphs 3 and 4, above, at no cost to the City.

6. City will provide for a kiss and ride area and bus drop off facility on the westside of the BART Station during the development, construction and subsequent to completion of construction of Site 1. BART recognizes and agrees that the kiss and ride area and bus drop off facility on the westside may, of necessity, be unavailable for some periods during construction of Site 1.

7. Should execution of the development agreement set forth in paragraph 5, above, and development of Site 1 occur prior to completion of the BART Station, SamTrans will permit the City to use the Subject Property for the construction of such development project.

8. To the extent possible, BART and the City will coordinate the placement of utilities and other aspects of construction on the Subject Property in such a way that BART's construction of the Station and City's prospective development of the California Drive extension and adjacent properties do not conflict.

9. The provisions of Sections 15, 17 through 19 and 21 through 28 of the Comprehensive Agreement shall apply to this Agreement and are, by this reference, incorporated herein.

10. BART shall bear the entire cost and expense of repairing, maintaining and operating the Kiss and Ride Lot until such time as the real property conveyances identified in

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Paragraphs 3 and 4, above, are re-conveyed to City. BART shall not suffer any mechanics' or materialmen's liens of any kind to be enforced against the Kiss and Ride Lot for any work done or materials furnished at BART's request. If any such liens are filed, BART shall immediately remove them at BART's own expense, and shall pay any judgment which may be entered. Should BART fail, neglect, or refuse so to do, City, after 48 hours prior notice to BART, shall have the right to pay any amount required to release any such liens, or to defend any action brought, and to pay any judgment entered. BART shall be liable to City for all costs, damages, reasonable attorneys' fees, and any amounts expended in defending any proceedings or in the payment of any of said liens or any judgment. City may post and maintain upon the property notices or nonresponsibility as provided by law.

11. BART shall at all times, maintain the Kiss and Ride Lot in a good, clean, safe, secure, sanitary and sightly condition, so far as the Kiss and Ride Lot may be affected by BART's activities hereunder.

12. BART agrees that, by way of example only and without limitation, the following uses of the Kiss and Ride Lot by BART, or any one permitted by BART to use the Kiss and Ride Lot, are inconsistent with the limited purpose of this Agreement and are strictly prohibited as provided below:

a) Dumping. BART shall not cause or permit the dumping or other disposal on, under or about the Kiss and Ride Lot of refuse, Hazardous Material (as defined below) or any other material that could pose a hazard to the human health or safety of the environment.

b) Hazardous Material. BART shall not cause, nor shall BART allow any of its Agents, Invitees or persons using the Kiss and Ride Lot to cause, any Hazardous Material

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(as defined below) to be brought upon, used, stored, generated or disposed of in, on or about the Kiss and Ride Lot, or transported to or from the Kiss and Ride Lot except that BART may use vehicles and equipment customarily used during the course of its normal activities and shall be in full compliance with all applicable environmental laws during such use. BART shall immediately notify City when BART learns of, or has reason to believe that, a release of Hazardous Material has occurred in, on or about the Kiss and Ride Lot. BART shall further comply with all laws requiring notice of such releases or threatened releases to mitigate the release or minimize the spread of contamination. In the event that the BART or its Agents, Invitees or Kiss and Ride Lot users cause a release of Hazardous Material, BART shall, without cost to City and in accordance with all laws and regulations, return the Kiss and Ride Lot to the condition immediately prior to the release. In connection therewith, BART shall afford City a full opportunity to participate in any discussion with governmental agencies regarding any settlement agreement, cleanup or abatement agreement, consent decree or other compromise proceeding involving Hazardous Material. For purposes hereof, "Hazardous Material" means material that, because of its quantity, concentration or physical or chemical characteristics, is at any time now or hereafter deemed by any federal, state or local governmental authority to pose a present or potential hazard to public health, welfare or the environment. Hazardous Materials includes, without limitation, any material or substance defined as a "hazardous substance, pollutant or contaminant" pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, 42 U.S.C. Section 99601 et seq., or pursuant to Section 25316 of the California Health & Safety Code; a "hazardous waste" listed pursuant to Section 25140 of the

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California Health & Safety Code; any asbestos and asbestos containing materials whether or not such materials are part of the Kiss and Ride Lot or are naturally occurring substances in the Kiss and Ride Lot, and any petroleum. including, without limitation, crude oil or any fraction thereof, natural gas or natural gas liquids. The term "release" or "threatened release" when used with respect to Hazardous Material shall include any actual or imminent spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping, or disposing in, or under or about the Kiss and Ride Lot.

c) Nuisances. BART shall not conduct any activities on or about the Kiss and Ride Lot that constitute waste, nuisance or unreasonable annoyance (including, without limitation, emission of objectionable odors, noises or lights) to City, to the owners or occupants of neighboring property or to the public.

BART shall clean up and remove petroleum, oil and lubricant products or any other objectionable materials deposited on the Kiss and Ride Lot by any users of the Kiss and Ride Lot to the satisfaction of the City.

13. It is understood and agreed that neither the City nor any officer, agent or employee of the City is responsible for any damages or liability occurring by reason of anything done or omitted to be done by BART, it directors, officers, agents and employees, under or in connection with any work, authority or jurisdiction delegated to BART under this Agreement. It is also understood and agreed that, pursuant to Government Code Section 895.4, BART will fully indemnify, hold harmless and defend in any claim or litigation, the City, its officers, agents and employees from any damage or liability occurring by reason of anything done by BART, its directors, officers, agents and employees under or in connection with any work, authority or

jurisdiction delegated to BART under this Agreement. The duty of BART to indemnify and hold harmless, as set forth above, shall include the duty to defend as set forth in Section 2778 of the California Civil Code, provided, however, that nothing herein shall be construed to require BART to indemnify the City, its officers, agents, and employees against any responsibility or liability in contravention of Section 2782 of the California Civil Code.

14. BART shall assume all risk of damage to the Kiss and Ride Lot and appurtenances and to any other property of BART, or any property under the control or custody of BART, or any property owned or used by any other parties incident to the use of the Kiss and Ride Lot by BART; provided, however, such assumption by BART shall not include any damage caused by the active negligence and/or willful misconduct of City, its agents or employees.

Dated: April 24, 2001

SAN MATEO COUNTY TRANSIT DISTRICT

By [signature]

Dated: _____, 2001

BAY AREA RAPID TRANSIT DISTRICT

By _____

Dated: 4/25, 2001

CITY OF MILLBRAE

ATTEST:

Clef M. Wade

CITY CLERK

By [signature]

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jurisdiction delegated to BART under this Agreement. The duty of BART to indemnify and hold harmless, as set forth above, shall include the duty to defend as set forth in Section 2778 of the California Civil Code, provided, however, that nothing herein shall be construed to require BART to indemnify the City, its officers, agents, and employees against any responsibility or liability in contravention of Section 2782 of the California Civil Code.

14. BART shall assume all risk of damage to the Kiss and Ride Lot and appurtenances and to any other property of BART, or any property under the control or custody of BART, or any property owned or used by any other parties incident to the use of the Kiss and Ride Lot by BART; provided, however, such assumption by BART shall not include any damage caused by the active negligence and/or willful misconduct of City, its agents or employees.

Dated: April_____, 2001

SAN MATEO COUNTY TRANSIT DISTRICT

By _____

Dated: 4/19, 2001

BAY AREA RAPID TRANSIT DISTRICT

By [signature] for Dodie Hill

Dated: 4/25, 2001

CITY OF MILLBRAE

ATTEST:

Cheryl M. Wade

CITY CLERK

By [signature]

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jurisdiction delegated to BART under this Agreement. The duty of BART to indemnify and hold harmless, as set forth above, shall include the duty to defend as set forth in Section 2778 of the California Civil Code, provided, however, that nothing herein shall be construed to require BART to indemnify the City, its officers, agents, and employees against any responsibility or liability in contravention of Section 2782 of the California Civil Code.

14. BART shall assume all risk of damage to the Kiss and Ride Lot and appurtenances and to any other property of BART, or any property under the control or custody of BART, or any property owned or used by any other parties incident to the use of the Kiss and Ride Lot by BART; provided, however, such assumption by BART shall not include any damage caused by the active negligence and/or willful misconduct of City, its agents or employees.

Dated: April_____, 2001

Approved as to form:
John H Erickson
4-18-01

SAN MATEO COUNTY TRANSIT DISTRICT

By M J Scanlon

Dated: _____, 2001

BAY AREA RAPID TRANSIT DISTRICT

By _____

Dated: 4/25, 2001

ATTEST:
Cheryl M. Wade
CITY CLERK

CITY OF MILLBRAE

By [signature]

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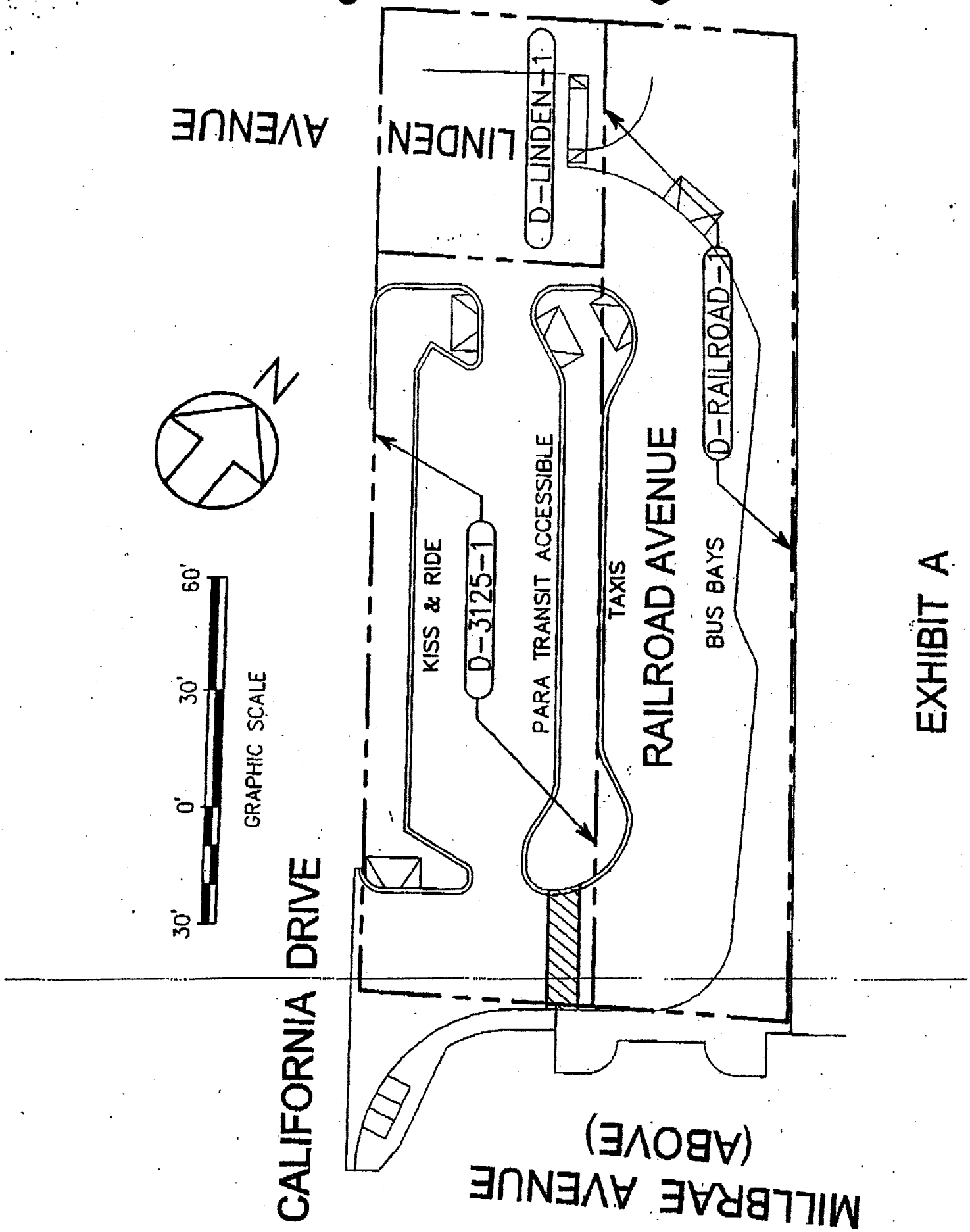
LINDEN AVENUE
D-LINDEN-1
D-RAILROAD-1
N
KISS & RIDE
D-3125-1
PARA TRANSIT ACCESSIBLE
TAXIS
RAILROAD AVENUE
BUS BAYS
60'
30'
0'
30'
GRAPHIC SCALE
CALIFORNIA DRIVE
MILLBRAE AVENUE
(ABOVE)

EXHIBIT A

BART SFO Airport Extension
BKF Project No. 940060.50

April 16, 2001

PROPERTY DESCRIPTION
SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT
EXHIBIT B

Being all that real property situate in the City of Millbrae, County of San Mateo, State of California and described as follows:

BEING a portion of Block 5, and a portion of Railroad and Linden Avenues, as said block and avenues are shown on that certain map entitled "MAP OF MILLBRAE VILLA TRACT", filed on April 5, 1889 in Book B of Maps at page 36 and copied into Book 1 of Maps at page 37, in the Office of the Recorder of San Mateo County, and a portion of more particularly described as follows:

BEGINNING at the intersection of the northeasterly line of Railroad Avenue with the northwesterly line of Millbrae Avenue, as said avenues are shown on said map, said intersection also being a point on the southwesterly line of that certain parcel of land as described in the deed from Southern Pacific Transportation Company and South Pacific Coast Railroad Company to the Peninsula Corridor Joint Powers Board (PCJPB), recorded on December 27, 1991, as Document No. 91171427, in the Office of the Recorder of San Mateo County, State of California, said intersection being the **TRUE POINT OF BEGINNING** of this description;

THENCE leaving said southwesterly line, along said northwesterly line of Millbrae Avenue and the southeasterly line of said Block 5, South 55° 16' 30" West, 110.16 feet;

THENCE leaving last said lines, North 37° 48' 54" West, 250.35 feet to a point on the northwesterly line of said Linden Avenue, said line also being the southeasterly line of Block 6, as shown on said map;

THENCE along last said lines, North 55° 16' 15" East, 110.16 feet to a point on said northeasterly line of Railroad Avenue and said southwesterly line of PCJPB;

THENCE leaving last said lines of Linden Avenue and Block 6, along said northeasterly and southwesterly lines, South 37° 48' 54" East, 250.36 feet to the **TRUE POINT OF BEGINNING** of this description.

Containing an area of 27,538 square feet, more or less.

NOTE: Bearings and distances described herein are based on the California Coordinate System Zone 3, NAD 83. Multiply herein described distances by 1.0000706 to obtain ground level distances.

This description was prepared by me or under my direction in conformance with the Land Surveyor's Act.

Don Scapuzzi, P.L.S. 4239
License expires: 06-30-2004

Dated April 16, 2001

LICENSED LAND SURVEYOR
DON SCAPUZZI
No. 4239
STATE OF CALIFORNIA

EXHIBIT "C"
MILLBRAE SPECIFIC PLAN
SITE 1

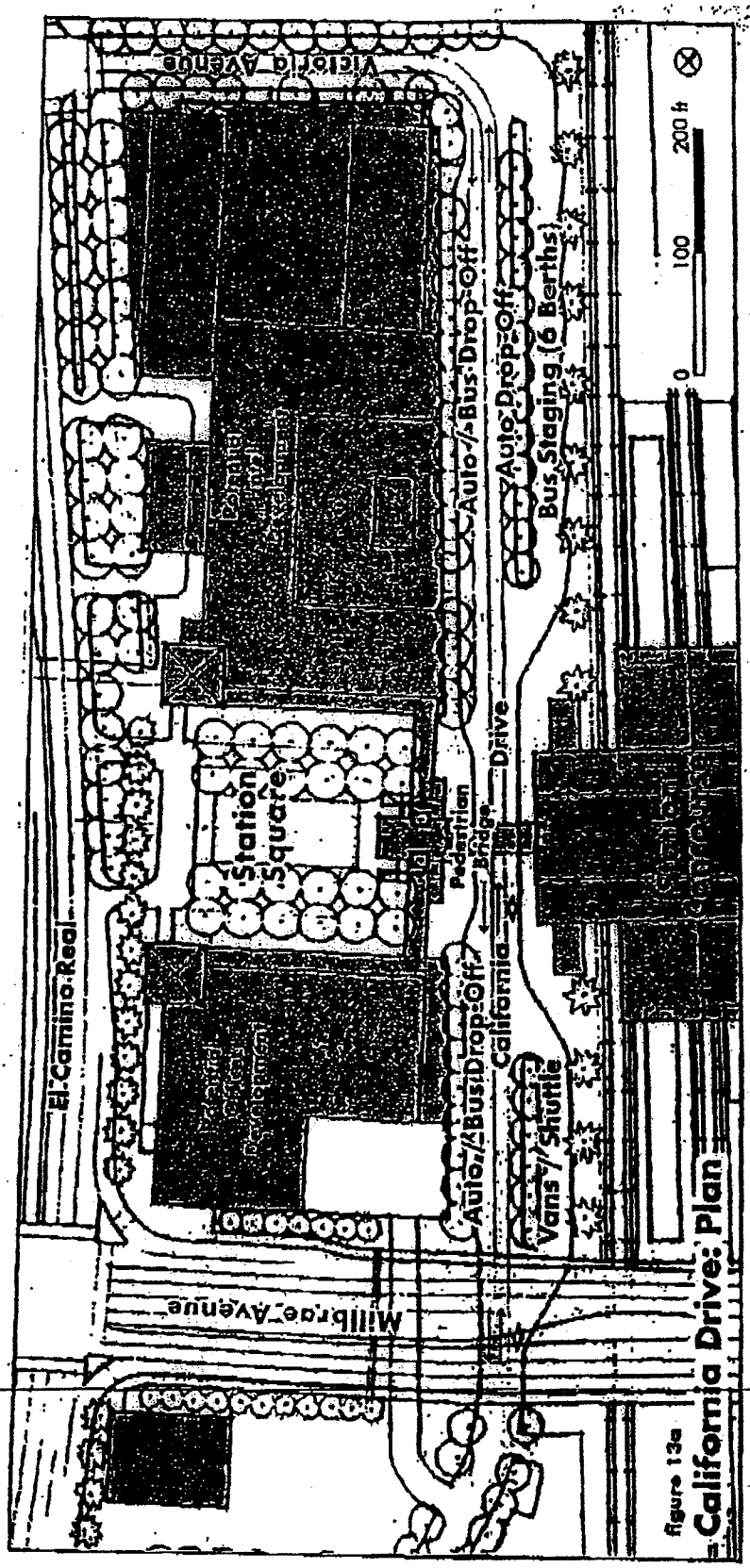

Figure 13a
California Drive: Plan

COPY

WHEN RECORDED RETURN TO:
San Francisco Bay Area Rapid Transit District
979 Broadway Avenue
Millbrae, CA 94030-1912
Attention: Paul Lamoreaux

MAIL TAX STATEMENTS TO:
San Mateo County Transit District
P. O> Box 3006
San Carlos, CA 94070-1306
Attention: Michael J. Scanlon

SPACE ABOVE THIS LINE FOR RECORDER'S USE

The undersigned grantee hereby declares this instrument to be EXEMPT FROM RECORDING FEES (Govt. Code §27383) and Documentary Transfer Tax (Revenue and Taxation Code §11922). Documentary Transfer Tax: None - Exempt pursuant to Government Code §6103.

D-Linden-1 [3125]
W_2 Station: 134+00
M.P.24.23

QUITCLAIM DEED

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CITY OF MILLBRAE, A MUNICIPAL CORPORATION does hereby REMISE, RELEASE and FOREVER QUITCLAIM to THE SAN MATEO COUNTY TRANSIT DISTRICT, A PUBLIC AGENCY, all right, title and interest in and to that real property situate in the City of Millbrae, County of San Mateo, State of California, , including but not limited to (a) all of grantor's interest, if any, in and to the improvements in said real property and (b) all appurtenances thereto; being more particularly described as :

That portion of Linden Avenue according To Map of Millbrae Villa Tract filed on April 5, 1889 in Book B of Maps at page 36 and copied in Book 1 of Maps at page 37 in the Office of the County Recorder of said County bounded on the Northeast by the Southwesterly line of Railroad Avenue according to said Map and bounded on the Southwest by a line described as follows: Beginning at a point on the Southeasterly line of said Avenue, distant along said Southeasterly line South 55°16'15" West 60.09 feet from most Northerly corner of Block 5 according to said map;

THENCE North 37°48'54"West 60.04 feet to the Northwesterly line of said Linden Avenue.

DATED this 25TH day of APRIL, 2001

CITY OF MILLBRAE

By: [signature]
Print Name → JAMES T. ERICKSON

Its: CITY ADMINISTRATOR

COPY

WHEN RECORDED RETURN TO:
San Francisco Bay Area Rapid Transit District
979 Broadway Avenue
Millbrae, CA 94030-1912
Attention: Paul Lamoreaux.

MAIL TAX STATEMENTS TO:
San Mateo County Transit District
P.O. Box 3006
San Carlos, CA 94070-1306
Attention: Michael J. Scanlon

SPACE ABOVE THIS LINE FOR COUNTY RECORDER'S USE

The undersigned grantee hereby declares this instrument to be EXEMPT FROM RECORDING FEES (Govt. Code §27383) and Documentary Transfer Tax (Revenue and Taxation Code §11922).

D-3125 & RR-1
W_2 Station: 134+00
M.P. 24.23

GRANT OF EASEMENT

THE CITY OF MILLBRAE, A MUNICIPAL CORPORATION hereinafter called "Grantor", hereby Grants to The SAN MATEO COUNTY TRANSIT DISTRICT, a public agency herein after called "Grantee", an, Easement for the construction and operation of a bus drop off facility and "kiss-and-ride" area, being part of the BART/CalTrain Inter-modal Station in the City of Millbrae, on, Grantor's Parcel of Land in the City of Millbrae, County of San Mateo, State of California described as: San Francisco Bay Area Rapid Transit District Parcel D-3125-1 attached here to and made a part here of,

Together with that portion of Railroad Avenue adjacent to said Parcel D-3125-1 lying Northwesterly of the Northwesterly line Millbrae Avenue as referred to in last said parcel and lying Southeasterly of the Northwesterly line of Linden Avenue as referred to in last said parcel.

Grantees use of said parcel shall be at Grantees sole risk and expense

Grantee acknowledges Grantors title in and to said parcel and priority of Grantors title therein and agrees to never assail or resist said title.

The provisions hereof shall inure to the benefit of and bind the successors and assigns of the respective parties hereof, and all covenants shall apply to and run with the land.

IN WITNESS WHEREOF, Grantor has execute this Grant of Easement this

25TH day of APRIL, 2001

GRANTOR:

CITY OF MILLBRAE

By _____
PRINT NAME → JAMES R. ERICKSON

Its: CITY ADMINISTRATOR

CERTIFIED COPY

RESOLUTION 01-69

CITY OF MILLBRAE, COUNTY OF SAN MATEO
STATE OF CALIFORNIA

***

RESOLUTION APPROVING AGREEMENT WITH BAY AREA RAPID TRANSIT DISTRICT ("BART") AND SAN MATEO COUNTY TRANS DISTRICT ("SAMTRANS") FOR THE USE OF CITY PARKING LOT TO CONSTRUCT AND OPERATE A BART/CALTRAIN KISS AND RIDE AND BUS DROP OFF FACILITY

WHEREAS, BART, in cooperation with SamTrans, is constructing the BART/Caltrain Intermodal Station in Millbrae ("STATION"); and

WHEREAS, the Station includes the construction and operation of a kiss and ride and bus drop off facility ("FACILITY") on the west side of the Caltrain tracks; and

WHEREAS, construction of the Facility has been planned for the area north of Millbrae Avenue generally bounded by the railroad, Linden Avenue and California Drive ("PROPERTY"), which area in part is currently used for Caltrain parking and roadways; and

WHEREAS, the Millbrae Station Area Specific Plan ("PLAN") provides for the redevelopment of MSASP Site 1 to include the extension of California Drive with a transit facility serving the BART/Caltrain Station, thereby replacing the Facility; and

WHEREAS, the City, BART and SamTrans have agreed to terms and conditions for construction and operation of the Facility ("AGREEMENT") until such time as redevelopment of Site 1 occurs, including the reconveyance to the City of all rights and interests of the City in that property used for the Facility so that redevelopment of Site 1 can proceed as planned; and

WHEREAS, Staff has granted BART a revocable encroachment permit to mobilize construction on the Property to accommodate BART's schedule, subject to BART/SamTrans agreeing to any appropriate changes or further conditions to the Agreement as a condition of the City Council's approval of the Agreement; and

WHEREAS, Staff has recommend approval of the Agreement subject to BART/SamTrans agreeing to appropriate changes related to the purpose of the Agreement directed by the City Council as a condition of approval,

NOW, THEREFORE, BE IT RESOLVED the Agreement is approved, subject to BART and SamTrans agreeing to any changes or conditions related to the purpose of the Agreement as directed by the City Council and recorded by the City Clerk, and the Mayor is authorized to sign the Agreement and the City Clerk to attest.

REGULARLY PASSED and adopted this 25 day of April, 2001.

MAYOR

ATTEST:

CITY CLERK

Resolution 01-69

I do hereby certify that the foregoing Resolution was duly and regularly passed and adopted by the City Council of the City of Millbrae this 25th day of April, by the following vote:

AYES, and in favor thereof:	COUNCILMEMBERS:	Richardson, Hershman, Holober, Larson and Quigg
NOES:	COUNCILMEMBERS:	None
ABSENT:	COUNCILMEMBERS:	None
ABSTAIN:	COUNCILMEMBERS:	None

Cheryl Motley Wood
CITY CLERK

I hereby certify this to be a true, true and correct copy of the document it purports to be, the original of which is on file in my office.

Dated: 5-11-01

Elizabeth Bate, Deputy
City Clerk of the City of Millbrae