

## 3.0 PROJECT DESCRIPTION

This chapter describes the proposed Northgate Mall Redevelopment Project (project) that is evaluated in this Environmental Impact Report (EIR). An overview of the project site, project background, and project objectives is followed by a description of the proposed program of development and a summary of the anticipated adoption and implementation process and intended uses of this EIR. The City of San Rafael (City) is the Lead Agency for environmental review.

### 3.1 PROJECT SITE

The following subsection describes the project's local and regional context, surrounding land uses, and existing site characteristics.

#### 3.1.1 Project Location and Access

The approximately 44.76-acre project site consists of the Northgate Mall (also referred to herein as the "project site" or the "mall"), which is located within the San Rafael Town Center in northern San Rafael, Marin County. As shown on Figure 3-1, the project site is generally bounded by Las Gallinas Avenue to the north and east and Northgate Drive to the south and west. Figure 3-2 shows an aerial photograph of the project site and surrounding areas. The project site is comprised of the following Assessor's Parcel Numbers (APNs): 175-060-12, -40, -59, -61, -66, and -67.

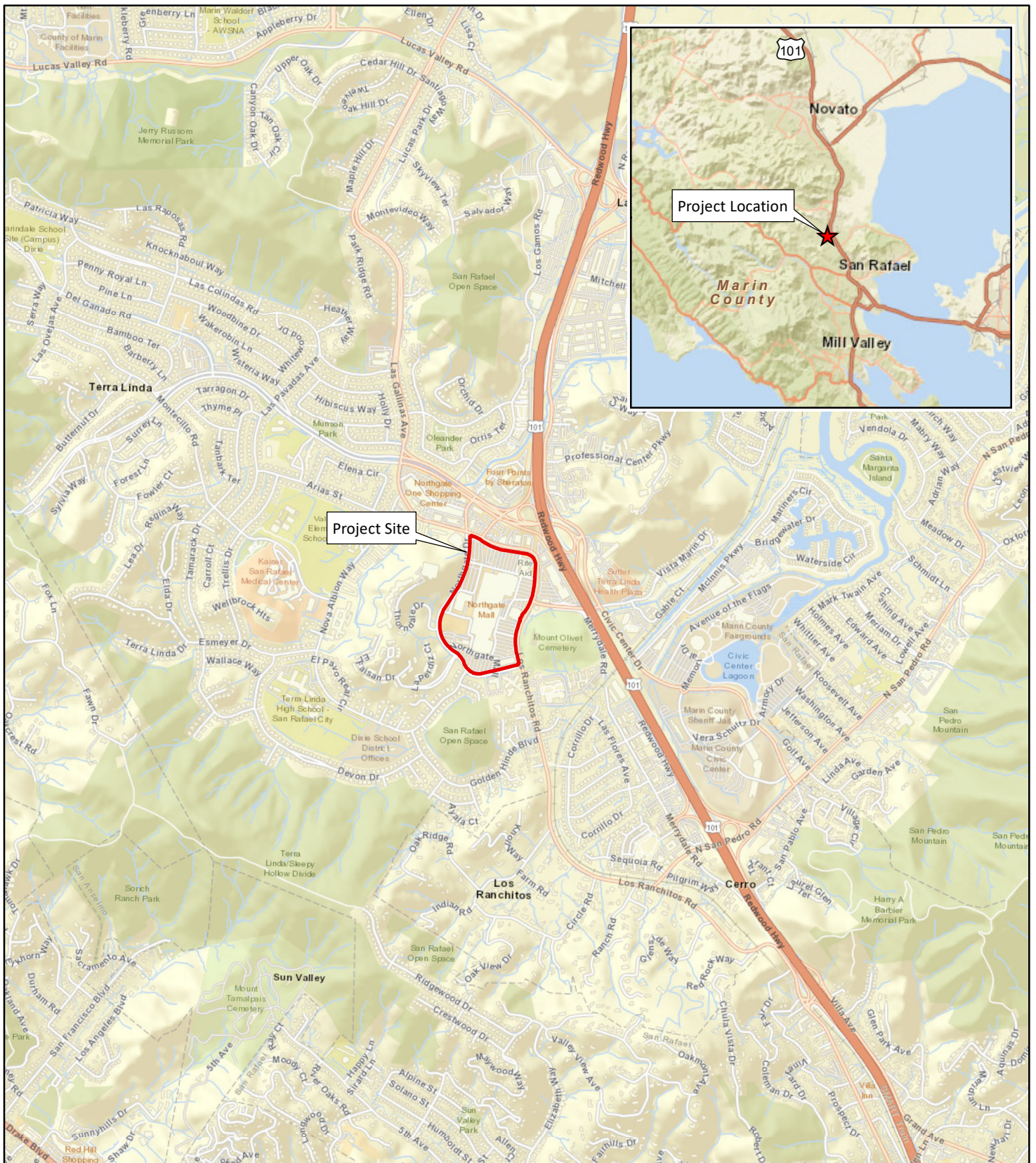
Regional vehicular access to the project site is via United States Route (US-101). The nearest access points to and from US-101 are on- and off-ramps located immediately north of the project site along Manuel T. Freitas Parkway. Local roadways providing access to the project site include Las Gallinas Avenue, Northgate Drive, Merrydale Road, Thorndale Drive, and Del Presidio Boulevard, which connects Las Gallinas Avenue to Manuel T. Freitas Parkway. The nearest Sonoma-Marin Area Rail Transit (SMART) station is the Civic Center Station, an approximately 0.39-mile walk southeast of the project site along Merrydale Road.

#### 3.1.2 Existing Site Conditions

The mall originally opened in 1965, with The Emporium as the original anchor tenant; the main mall building and surrounding parking lots were constructed and operational by 1968. In 1987, the site underwent a major renovation that primarily enclosed the original open-air design, and the facility is currently the only enclosed regional shopping center in Marin County. The mall underwent additional renovations in 2008 and is subject to a 2008 Development Agreement, pursuant to which the owner at the time proposed to demolish a portion of the central mall building and make various exterior improvements. The project sponsor, Merlone Geier Partners, LLC, acquired the mall in 2017.

The following describes the existing project site characteristics, including existing buildings and use; open space and landscaping; and circulation and parking. The existing buildings and structures on the project site are shown on Figure 3-3, and the characteristics of each are summarized in Table 3.A. Figure 3-4 depicts an aerial view of the project site and photo viewpoint locations. Photos of the existing conditions at the project site are shown on Figures 3-5 through 3-7.

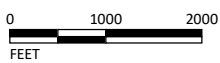
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LEGEND

Project Site



SOURCE: ESRI World Street Map (2020).

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FIGURE 3-1

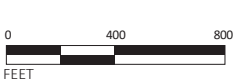
*Northgate Mall Redevelopment Project EIR*  
Project Location and Vicinity

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FIGURE 3-2

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Project Site Boundary

SOURCES: Google Earth, 2/25/2021; LSA, 2021

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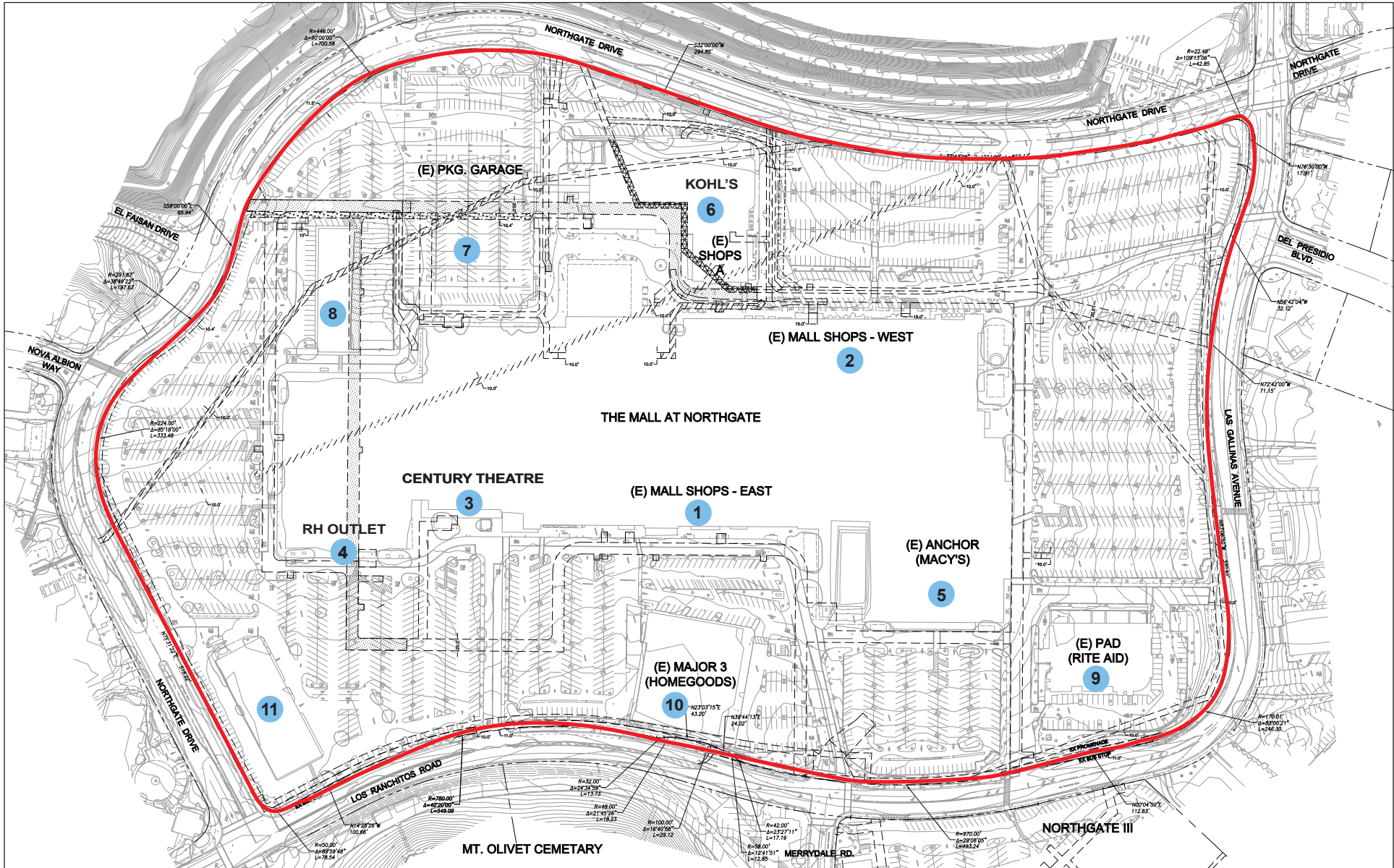


FIGURE 3-3



- Project Site Boundary
- # Building Numbers - Refer to Table 3.A

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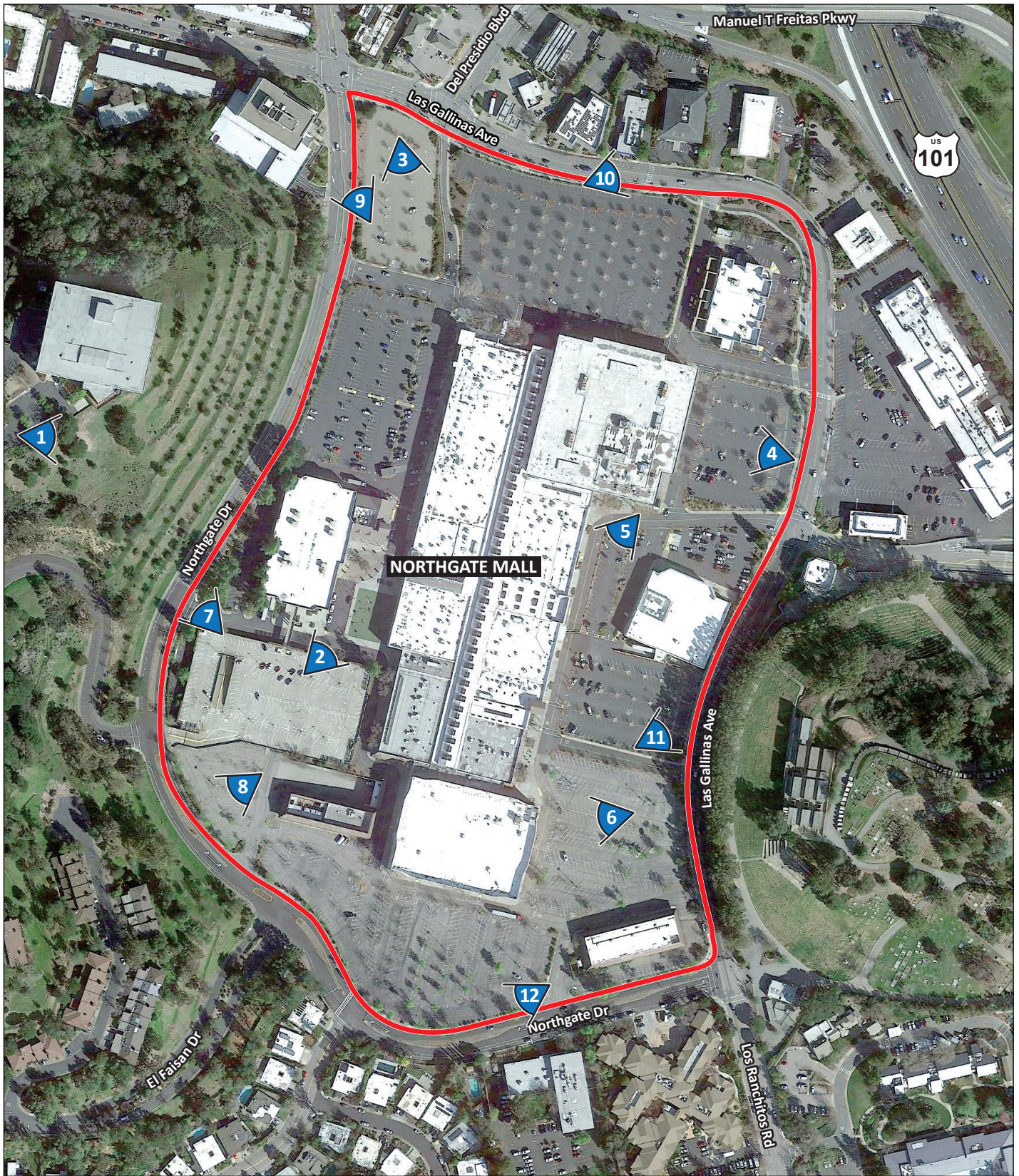
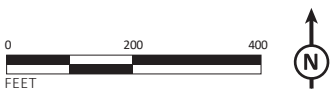




FIGURE 3-4

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-  Photo Viewpoints
-  Project Site Boundary

*Northgate Mall Redevelopment Project EIR*  
 Photo Viewpoint Locations

SOURCES: Google Earth, 2/25/2021; LSA, 2022

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Photo 1: Photo of the Northgate Mall site (middle ground) from Thorndale Drive, looking east, with adjacent hillside in the foreground and San Pedro Ridge beyond



Photo 2: Photo of Kohl's building and Mall Shops West from the parking structure, looking north

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Photo 3: Photo of Mall Shops West and Macy's from the intersection of Northgate Drive and Las Gallinas Avenue, looking southeast



Photo 4: Photo of Macy's from Las Gallinas Avenue, looking west

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FIGURE 3-6

Northgate Mall Redevelopment Project EIR  
Photos of Existing Site (Photos 3-4)

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Photo 5: Photo of Mall Shops East from the center of the project site, looking southwest



Photo 6: Photo of RH Outlet from the center of the project site, looking west

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**Table 3.A: Existing Buildings and Structures**

Building No. (Figure 3-3)	Street Address	Building Use	Area (sq ft)	No. of Stories
<b>Main Building</b>				
1	5800 Northgate Drive	Mall Shops East (various retail shops)	140,932	1
2	5800 Northgate Drive	Mall Shops West (various retail shops, restaurants)	58,860	1
3	7000 Northgate Drive	Century Theatre	45,000	1
4	9000 Northgate Drive	RH Outlet	106,476	2
5	1000 Northgate Drive	Macy's	254,015	2
<b>West of Main Building</b>				
6	5000-5010 Northgate Drive	Kohl's, various retail, restaurants	85,846	2
7	N/A	Parking structure	176,090	2
8	N/A	Vacant Sears catalog building	12,200	1
<b>East of Main Building</b>				
9	1500 Northgate Mall	Rite Aid	17,340	1
10	6000 Northgate Drive	HomeGoods	29,538	1
11	N/A	Vacant Sears Tire & Battery space	16,300	1
<b>Total</b>			<b>942,597</b>	

Source: Merlone Geier Partners, LLC (2023).

N/A = not applicable

sq ft = square feet

### 3.1.2.1 Existing Uses

The existing mall is generally oriented on a north-south axis, with the main building located in the center of the project site and surrounded by surface parking and standalone buildings and structures. The main mall building, which is a total of approximately 605,283 square feet in size, consists of five sections: (1) Mall Shops East; (2) Mall Shops West; (3) Century Theatre; (4) RH Outlet;<sup>1</sup> and (5) Macy's. West of the main building is a Kohl's department store, which also includes a small attached unoccupied retail space, a two-level parking structure containing approximately 473 parking spaces, and a vacant retail building. A Rite Aid, HomeGoods, and an additional vacant retail building are located east of the main building. An approximately 200-square-foot substation for the San Rafael Police Department (SRPD) is also currently located within the main mall building.

The existing gross leasable area (i.e., the total building square footage on the project site without the parking structure) is approximately 766,507 square feet. Therefore, based on a ratio of one employee per 350 square feet, a total of approximately 2,190 people would be employed on the project site at full occupancy.<sup>2</sup> The mall generally operates between the hours of 10:00 a.m. and 8:00 p.m. Monday through Thursday, 10:00 a.m. and 9:00 p.m. Friday and Saturday, and 11:00 a.m. and 6:00 p.m. on Sunday.

### 3.1.2.2 Open Space and Landscaping

The project site is largely developed and covered with buildings, other structures, and surface parking. Landscaping on the project site consists of ornamental landscaping throughout the project

<sup>1</sup> The RH Outlet building was formerly known as the Sears anchor. Certain project application materials refer to the building this way.

<sup>2</sup> City of San Rafael. 2021. *San Rafael General Plan 2040 & Downtown Precise Plan Draft EIR*, Table 3-5. January.

site, including landscaping strips along the boundaries of the site that contain street trees and shrubs, planters with trees within the surface parking lot, and some mature trees located adjacent to the existing buildings. A total of 679 trees are located on the project site. In addition, an approximately 9,505-square-foot artificial turf lawn is located between the main building and the Kohl's building.

### 3.1.2.3 Parking and Circulation

There are currently a total of 2,899 parking spaces on the project site, which consist of 2,380 standard spaces, 22 handicap spaces, and 15 van-size spaces in the surface parking lot, 473 spaces within the parking structure, and 9 on-street parking spaces between the main building and the Kohl's building. Automobile access to the project site is provided via driveways from Las Gallinas Avenue and Northgate Drive. Within the site, automobile access is provided to each of the buildings via internal roadways adjacent to the surface parking lot. Pedestrian access to the project site is provided by sidewalks along Northgate Drive and Las Gallinas Avenue, as well as sidewalks along the internal roadways. Bicycle facilities within the vicinity of the project site consist of bicycle lanes along Northgate Drive. As previously described, the parking structure is located on the western portion of the project site, just south of the Kohl's building. In addition to access from the surface parking lot, the parking structure is also accessible from two driveways along Northgate Drive. The second floor of the parking structure also includes a pedestrian bridge that provides direct access to the second floor of the Kohl's building.

### 3.1.3 Regulatory Setting

The project site is designated as Community Commercial Mixed Use on the City's General Plan Land Use Map.<sup>3</sup> The intent of the Community Commercial Mixed Use designation is to provide for general retail and service uses, restaurants, automobile sales and service uses, hotels and motels, and other commercial activities. Office, mixed-use, and residential projects are also permitted. The project site is currently zoned General Commercial, which promotes a full range of retail and services uses in major shopping centers and certain areas of the city that have freeway or major street access and visibility. Retail and commercial uses are generally permitted within this district, and residential uses are allowed through project review.<sup>4</sup>

### 3.1.4 Surrounding Land Uses

The project site is located in the northern area of San Rafael, within the San Rafael Town Center west of US-101. The project site is generally surrounded by a mix of uses, including commercial, residential, open space, and institutional, as depicted on Figure 3-2 and further described below. Figures 3-8 through 3-10 include photos of surrounding land uses; refer to Figure 3-4 for photo viewpoint locations.

<sup>3</sup> City of San Rafael. 2021. *San Rafael General Plan 2040*. August.

<sup>4</sup> City of San Rafael. 2021. San Rafael Municipal Code. February 16.



Photo 7: View from Northgate Drive toward commercial uses along Thorndale Drive, west of the project site.



Photo 8: View of the Quail Hill Townhomes, southwest of the project site.

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FIGURE 3-8

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Photo 9: View of the Las Gallinas Avenue and Northgate Drive intersection and commercial uses, northwest of the project site



Photo 10: View of commercial uses along Las Gallinas Avenue, north of the project site

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Photo 11: View of the Mt. Olivet Cemetary, east of the project site



Photo 12: View of the commercial and residential uses along Northgate Drive, south of the project site

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- **North of the Project Site:** The project site is bordered to the north by the east-west segment of Las Gallinas Avenue, across which are various commercial uses (Photo 7). Farther north is the Manuel T. Freitas Parkway, which includes on- and off-ramps for US-101 as well as a mix of hotel and single- and multi-family residential uses.
- **East of the Project Site:** The project site is bordered to the east by the north-south segment of Las Gallinas Avenue. Across Las Gallinas Avenue to the east are a mix of uses, including commercial uses and the Mt. Olivet San Rafael Cemetery. Merrydale Road is also located east of the project site. Farther east is US-101, which runs north-south in the vicinity of the project site, across which are commercial, healthcare, and residential uses.
- **South of the Project Site:** The project site is bordered to the south by the east-west segment of Northgate Drive. Land uses south of Northgate Drive generally consist of single- and multi-family residential uses. Hartzell Park is also located south of the project site, and Terra Linda High School is located to the southeast.
- **West of the Project Site:** The project site is bordered to the west by the north-south segment of Northgate Drive. Across Northgate Drive is a sloped hillside and Villa Marin, a retirement community, as well as multi-family residential units. Past Villa Marin are additional single- and multi-family residential units, Vallecito Elementary School, and the Kaiser Permanente San Rafael Medical Center.

### 3.2 PROJECT OBJECTIVES

According to the project sponsor, the objectives of the proposed project are to:

- Implement the San Rafael General Plan 2040 vision for mixed use, transit-oriented development, and high-density housing on the project site;
- Implement the City's and regional agencies' designation of the project site as a Priority Development Area (i.e., a place with convenient public transit service that is prioritized by local government for housing, jobs, and services);
- Redevelop the existing mall facility into a town center with a relevant mix of commercial and retail offerings to support the local economy and provide tax revenues and employment opportunities;
- Create new housing offerings to meet the needs of families of varying sizes and reduce the recognized regional and local deficit of housing;
- Create a town center/urban village through a combination of retail, dining, and residential uses within a pedestrian-oriented urban core; and
- Provide new outdoor amenities and open spaces, main street improvements, and recreational opportunities interconnected by pedestrian links throughout the project.

### 3.3 PROPOSED PROJECT

This section provides a description of the proposed project as identified in the application materials submitted by the project sponsor to the City, dated June 11, 2021, as updated May 9, 2023.<sup>5</sup> The proposed project would result in the redevelopment of the existing mall through demolition, renovation, and new construction with a mix of commercial and residential land uses. The proposed project would be developed in two phases. Phase 1 (also referred to as the 2025 Master Plan) would generally include the demolition of the RH Outlet building, the HomeGoods building, and the Mall Shops East, which is approximately 144,432 square feet of the main building, and construction of approximately 44,380 square feet of new commercial space and up to 922 residential units (96 of which would be set aside for low-income households). Phase 2 (also referred to as the 2040 Vision Plan) would generally include the demolition of the 254,015-square-foot Macy's building and 79,051-square-foot Kohl's building, and the construction of up to 55,440 square feet of new commercial space and up to 500 additional residential units (51 of which would be set aside for low-income households).

At full buildout, the project would include a total of up to approximately 217,520 square feet of commercial space and up to 1,422 residential units in six areas of the project site (1,746,936 square feet of residential area). Building heights across the project site would vary, with a maximum of approximately 78 feet. A total of 648,807 square feet of existing building space would be demolished, and the total commercial area would be reduced by a total of 548,987 square feet. Figure 3-11 depicts the overall proposed demolition plan and buildings to be retained. The proposed project would also include various associated site improvements, including a town square, modifications to the internal circulation and parking, and improvements to infrastructure and landscaping. Individual project components are further described below.

The project sponsor is proposing to comply with San Rafael Municipal Code Section 14.16.030, which outlines the requirements for the construction of affordable housing. Of the 1,422 total units proposed to be developed under the project, at least 147 units would be set aside for low-income households. At least 10.3 percent of all project units, therefore, would be affordable to low-income households.<sup>6</sup>

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<sup>5</sup> Merlone Geier Partners, LLC. 2022. City of San Rafael General Planning Application for the Northgate Town Square Project. June 11. Updated May 2023. (It should be noted that proposed square footages, residential unit mix, and other elements of the project have been refined since publication of the Notice of Preparation (NOP), and that the project plans may be subject to continued refinement prior to consideration of project approval. Additionally, the technical reports prepared for the proposed project evaluated 498,661 square feet of commercial area during Phase 1 and a total of 225,100 square feet of commercial area at project buildout (implementation through Phase 2); this minor increase in Phase 1 square footage and decrease in buildout square footage would be negligible and would not substantially change the analysis or conclusions presented in the technical reports prepared for the project (refer to specific topical sections in Chapter 4.0 of this EIR for further explanation). The analysis in this EIR evaluates the maximum development potential for the proposed project.)

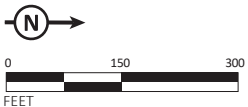
<sup>6</sup> Low-income households are those earning between 51 percent and 80 percent of the area median income, subject to adjustment factors.



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LEGEND

- EXISTING TO REMAIN
- TO BE DEMOLISHED - PHASE 1
- TO BE DEMOLISHED - PHASE 2



SOURCE: MerloneGeier Partners, 5/10/2023

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FIGURE 3-11

Northgate Mall Redevelopment Project EIR  
Proposed Overall Demolition Plan

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### 3.3.1 Phase 1 – 2025 Master Plan

As described above, Phase 1 of the proposed project would implement the 2025 Master Plan, which is anticipated to be completed by 2025. Individual components of Phase 1 are discussed below. Figure 3-12 depicts the currently available overall conceptual site plan for Phase 1, and Figures 3-13 and 3-14 depict the typical elevations for residential buildings included in Phase 1. Figure 3-15 depicts typical elevations for retail buildings in Phase 1, and Figure 3-16 shows the conceptual landscape plan.

#### 3.3.1.1 Building Program

The building program for Phase 1 is discussed below.

**Vacant Space.** Phase 1 of the proposed project would consist of demolition of the two vacant retail buildings (Sears Auto Center and Sears Seasonal), totaling 28,500 square feet on the southern portion of the project site in addition to the commercial space discussed in the next paragraph.

**Commercial Space.** Phase 1 of the proposed project also would include demolition of the RH Outlet building, the HomeGoods building, and the Mall Shops East, which is approximately 144,432 square feet of the main building.

New commercial construction that would occur in Phase 1 would consist of an approximately 20,000-square-foot addition to the existing Century Theatre space, and the construction of four new commercial spaces, including a 5,000-square-foot retail pad (Shops 3), a 6,200-square-foot retail pad (Shops 4), an 8,400-square-foot retail pad that would be designed for a sit-down restaurant (Pad 1), and a 4,300-square-foot retail pad that would be designed for a drive-through restaurant (Pad 2). Commercial spaces identified as “Shops” are expected to include multiple tenants, while commercial spaces identified as “Pads” are expected to include only a single tenant. An approximately 200-square-foot SRPD substation would also be provided between Shops 2A and Major 2. As discussed in more detail below, Pad 1 and Pad 2 would be located within the northwest corner of the project site, Shops 3 would be located adjacent to the Century Theatre, and Shops 4 would be located within the Residential 4 residential mixed-use building. Table 3.B provides a summary of the existing and proposed commercial space included in Phase 1.

Overall, Phase 1 would result in a reduction in gross leasable area on the project site from approximately 766,507 square feet to 501,941 square feet. Therefore, it is estimated that Phase 1 would result in a reduction in employees from approximately 2,190 to 1,434.

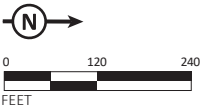
**Residential Buildings.** Phase 1 of the proposed project would include the construction of a total of 922 residential units within three apartment-style residential buildings, each on their own parcel, and 15 townhome buildings (containing 100 townhome units), all located on a fourth parcel. Of the 922 units, 96 would be set aside for low-income households, while the remaining 826 units would be offered at market rates. Accordingly, 10.4 percent of units provided under the 2025 Master Plan would be affordable to low-income households.

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FIGURE 3-12

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SOURCE: MerloneGeier Partners, 5/8/2023

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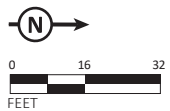
NORTH ELEVATION



EAST ELEVATION

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FIGURE 3-13



SOURCE: MerloneGeier Partners, 5/8/2023

Northgate Mall Redevelopment Project EIR  
Proposed Typical Residential Building Elevations - Residential 1 North and East

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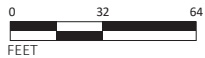
NORTH ELEVATION



EAST ELEVATION

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FIGURE 3-14



SOURCE: MerloneGeier Partners, 5/8/2023

Northgate Mall Redevelopment Project EIR  
 Proposed Typical Residential Building Elevations - Residential 4 North and East

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**SOUTH MALL ELEVATION REFERENCE** (NOT TO SCALE)



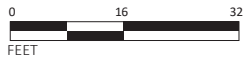
**NORTH MALL ELEVATION REFERENCE** (NOT TO SCALE)



**NORTH ELEVATION**

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FIGURE 3-15



SOURCE: MerloneGeier Partners, 5/8/2023

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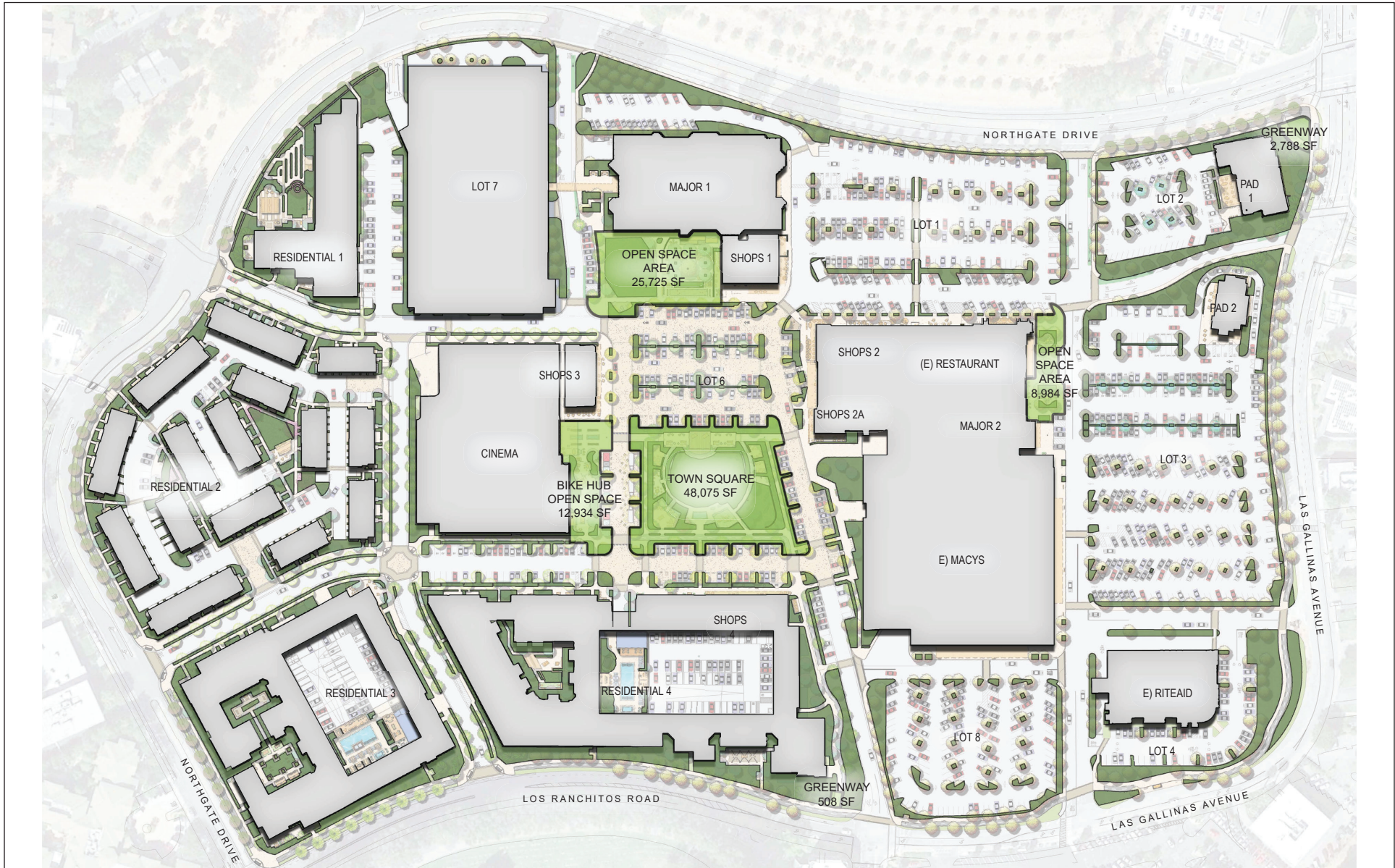
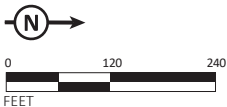


FIGURE 3-16

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SOURCE: MerloneGeier Partners, 5/8/2023

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**Table 3.B: Proposed Project Phase 1 Commercial Space**

Space	Existing (sq ft)	Demolished (sq ft)	Existing to Remain (sq ft)	New (sq ft)	Total (sq ft)
Macy's	254,015	--	254,015	--	254,015
Major 1 (Existing Kohl's) <sup>1</sup>	74,500	--	74,500	--	74,500
Major 1 (Existing Kohl's Unoccupied)	4,551	--	4,551	--	4,551
RH Outlet <sup>2</sup>	106,476	106,476	--	--	--
Sears Auto Center	16,300	16,300	--	--	--
Sears Seasonal Building	12,200	12,200	--	--	--
HomeGoods	29,538	29,538	--	--	--
Rite Aid	17,340	--	17,340	--	17,340
Main Building <sup>3</sup>	199,792	144,432	55,360	--	55,360
Century Theatre	45,000	--	45,000	20,000	65,000
Ounces	--	--	--	480	480
Shops 1	6,795	--	6,795	--	6,795
Shops 3	--	--	--	5,000	5,000
Shops 4	--	--	--	6,200	6,200
Pad 1	--	--	--	8,400	8,400
Pad 2	--	--	--	4,300	4,300
<b>Total</b>	<b>766,507</b>	<b>308,946</b>	<b>457,561</b>	<b>44,380</b>	<b>501,941</b>

Source: Merlone Geier Partners, LLC (2023).

<sup>1</sup> The Kohl's building includes 6,000 sq ft of tenant shops.

<sup>2</sup> The RH Outlet building was formerly known as the Sears anchor.

<sup>3</sup> Includes Major 2, Shops 2 and 2A, and a Restaurant.

sq ft = square feet

“Residential 1” would be located at the southwest corner of the project site and would contain approximately 96 residential units in a five-story building that would contain four levels of residential use over ground-level parking for an overall height of 60 feet. Elevator penthouses and other projections would reach 75 feet in height. All of the 96 units would be restricted to low-income households. Studio units would be approximately 430 square feet in size, one-bedroom units would be approximately 520 square feet in size, two-bedroom units would be approximately 750 square feet in size, and three-bedroom units would be approximately 995 square feet in size.

“Residential 2” would contain a total of approximately 100 residential units in 15 three-story townhome buildings, with a height of 35 feet. One-bedroom units would be approximately 470 square feet in size, two-bedroom units would range from approximately 1,358 to 1,575 square feet in size, three-bedroom units would range from approximately 1,441 to 2,019 square feet in size, and four-bedroom units would range from approximately 2,092 to 2,124 square feet in size. Each of the townhome units would include a ground floor parking garage.

“Residential 3” would contain a total of approximately 280 residential units in a six-story building. A seven-level parking structure with one level of underground parking would also be located at the center of Residential 3, for an overall height of 68 feet. Elevator penthouses and other projections would reach 80 feet in height. Studio units would be approximately 620 square feet in size, one-bedroom units would range from approximately 680 to 1,315 square feet, and two-bedroom units would range from approximately 1,130 square feet to 1,655 square feet.

“Residential 4” would contain a total of approximately 446 residential units within a seven-story building with an overall height of 78 feet. Elevator penthouses and other projections would reach

90 feet in height. A 10-level parking structure would be located at the center of the parcel (which would include two levels of underground parking), and approximately 6,200 square feet of retail space (see Shops 4 in Table 3.B) and approximately 5,000 square feet of community space consisting of a library and community center would be located at the ground floor of the northwest corner of the building. Studio units would be approximately 620 square feet in size, one-bedroom units would range from approximately 680 to 1,415 square feet, and two-bedroom units would range from approximately 908 to 1,970 square feet.

### 3.3.1.2 Landscaping and Open Space

In total, Phase 1 would provide approximately 601,227 square feet of open space, which would consist of approximately 295,659 square feet of useable open space and approximately 305,568 square feet of landscaped area. Useable open space would include open space for each of the residential buildings. All of the residential areas would include common courtyards for residents, and the Residential 4 building would also include a rooftop deck. In addition, common open space would be provided adjacent to the Century Theatre building that would consist of approximately 12,934 square feet of outdoor amenity space with a bike hub/fix it station, a shipping container cafe with associated outdoor dining tables, a fire feature, and lounge seating. Adjacent to the Kohl's building would be another outdoor amenity space consisting of 25,725 square feet of flexible turf area, a shipping container café, outdoor dining, lounge seating, and fire features. West of the Macy's building would be an approximately 8,984-square-foot common open space area with landscaping and common seating areas. Phase 1 would also include the construction of a Town Square near the center of the project site, which would be approximately 48,075 square feet in size and would contain a large flexible lawn space, a dog park, children's nature play features, a water feature, a flexible stage, fire features, lounge seating, and game tables.

A total of approximately 348 of the existing trees on the project site would be removed, and a minimum of 558 new trees would be planted throughout the project site during Phase 1. In addition, landscaping would be provided throughout the project site in the open space areas mentioned above, along internal roadways and pedestrian paths, within the surface parking lots, and along the site boundaries.

### 3.3.1.3 Parking and Circulation

In addition to the parking structures and private parking garages provided for each of the residential buildings, Phase 1 would also include nine surface parking lots throughout the project site. Table 3.C provides an overview of the parking included in Phase 1. In total, Phase 1 would provide approximately 3,490 parking spaces, 1,587 of which would be reserved for use by residents and guests of the residential buildings, and the remaining 1,903 parking spaces would be for commercial use.

As shown on Figure 3-12, internal roadways that provide access to the project site (i.e., adjacent to Merrydale Road and Thorndale Drive) would generally remain the same. Internal roadways providing access to the surface parking lots and between the buildings would be reconfigured. New pedestrian and bicycle paths would be provided throughout the project site, and a multi-modal path would be provided along the Las Gallinas Avenue frontage.

**Table 3.C: Proposed Project Phase 1 Parking Supply**

Parking Lot/Structure	Residential Spaces	Commercial Spaces	Total Spaces
Residential 1 Structure	96	--	96
Residential 2	215	--	215
Residential 3 Structure	471	--	471
Residential 4 Structure	805	40	845
Retail Parking Structure	--	473	473
Retail Surface Parking <sup>1</sup>	--	1,390	1,390
<b>Total</b>	<b>1,587</b>	<b>1,903</b>	<b>3,490</b>

Source: Merlone Geier Partners LLC (2023).

<sup>1</sup> Includes 170 surface parking spaces for the Macy's furniture store.

### 3.3.1.4 Demolition, Grading, and Construction

The project site is generally level and developed with structures and surface pavements; therefore, cut and/or fill would be limited to excavation for the below-grade parking and fill of the existing RH Outlet building basement following demolition. A total of approximately 62,416 cubic yards of soil would be excavated from the site, approximately 39,738 cubic yards of which would be used on the project site and the remaining approximately 22,678 cubic yards would be exported.

Phase 1 would include the demolition of approximately 308,946 square feet of building space and approximately 15.66 acres of asphalt. A total of approximately 26,048 tons of demolition waste would be generated in Phase 1; 7,189 tons of demolished building material would be reused on site while 18,859 tons would be exported off site.

If approved, construction of Phase 1 is anticipated to begin in 2024. Phase 1 would include phased construction, with each of four residential construction phases consisting of an approximately 1-week site preparation phase, an approximately 2-week to 1-month grading phase, approximately 9 to 10 months of building construction, an approximately 1-month or less architectural coating phase, and an approximately 1-month or less paving phase. A demolition phase also would occur prior to site preparation during two of the four residential construction phases; the demolition phase would last approximately 1.5 months for the Residential 2 construction phase and approximately 2 weeks for the Residential 4 construction phase. Within Phase 1, a separate retail construction phase is anticipated to consist of an approximately 1.5-month demolition phase, an approximately 1-month site preparation phase, an approximately 2-month grading phase, approximately 23 months of building construction, an approximately 1-month architectural coating phase, and an approximately 2-month paving phase. Overall, construction of Phase 1 is anticipated to last approximately 19 to 32 months, and is anticipated to be fully operational and occupied by 2026.

### 3.3.2 Phase 2 – 2040 Vision Plan

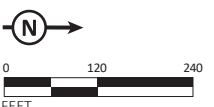
As described above, Phase 2 of the proposed project would consist of the 2040 Vision Plan, which is anticipated to be completed by 2040 and represents complete buildout of the proposed project. Individual components of Phase 2 are discussed below. Figure 3-17 depicts the currently available overall conceptual site plan for Phase 2, and Figure 3-18 depicts the typical elevations for residential buildings included in Phase 2. Figure 3-19 shows the conceptual landscape plan for Phase 2.

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FIGURE 3-17

LSA



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WEST ELEVATION



SOUTH ELEVATION

LSA

FIGURE 3-18



FEET

SOURCE: MerloneGeier Partners, 5/8/2023

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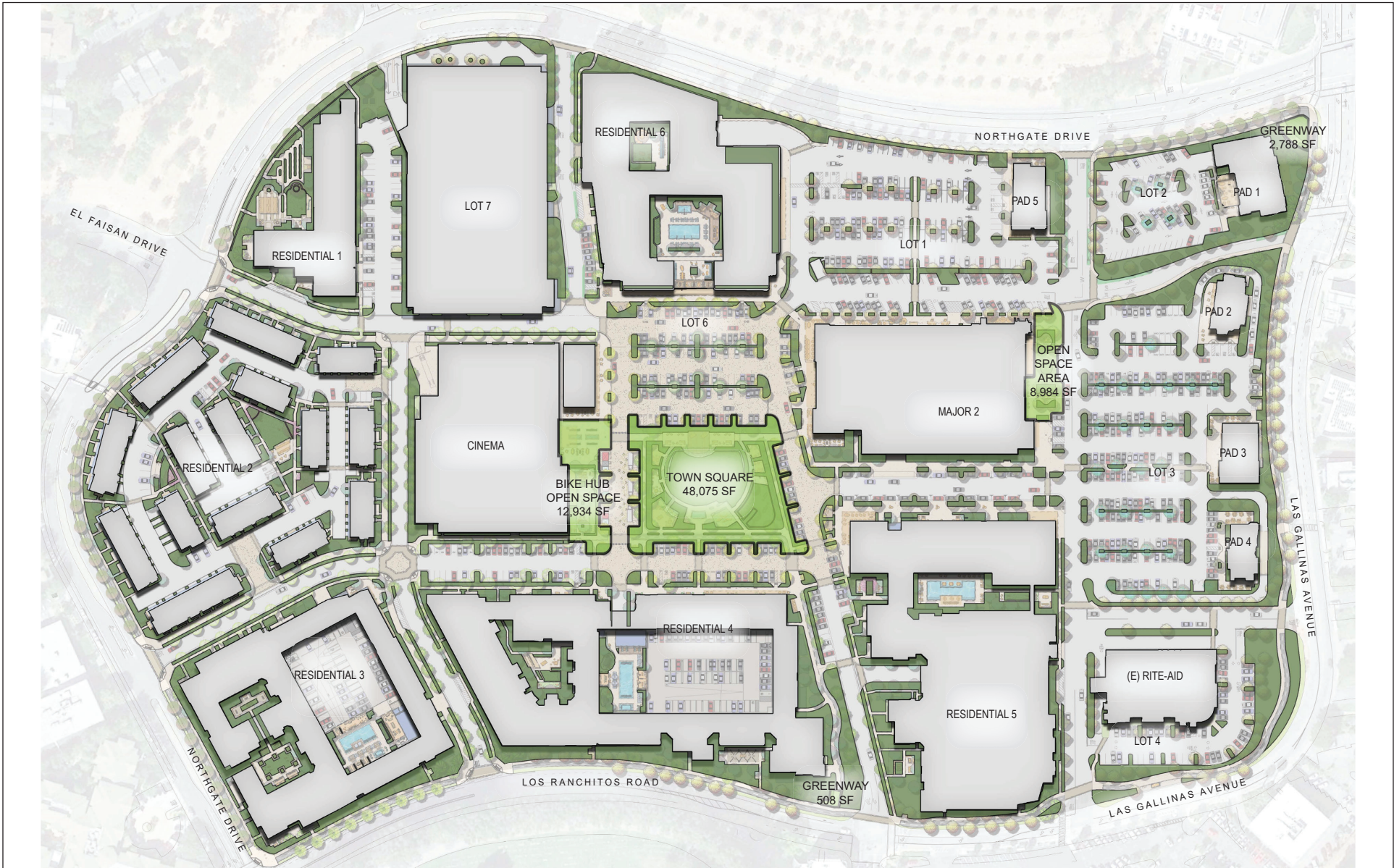
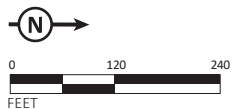


FIGURE 3-19

LSA



SOURCE: MerloneGeier Partners, 5/8/2023

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### 3.3.2.1 Building Program

The building program for Phase 2 is discussed below.

**Commercial Space.** Phase 2 of the proposed project would begin with demolition of the Macy’s building, the Kohl’s building, and Shops 1.

New commercial construction during Phase 2 would consist of the construction of two new major tenant spaces (Major 3 and 4), construction of two new shop spaces (Shops 5 and 6), and construction of three new retail pads (Pads 3, 4, and 5), one of which (i.e., Pad 4) would be designed to be a drive-through restaurant. Major 3 and Shops 6 would be located adjacent to Residential 6 on the west edge of the project site, and Major 4 would be located near the center of the site, southwest of the existing Rite Aid building. Pads 3, 4, and 5 would be located in the northwest corner of the site near Pads 1 and 2 from Phase 1. Table 3.D provides a summary of the existing commercial space from Phase 1 and the proposed commercial space included in Phase 2.

**Table 3.D: Phase 2 – Commercial Space**

Space	Phase 1 (sq ft)	Demolished (sq ft)	New (sq ft)	Total (sq ft)
Macy’s	254,015	254,015	--	--
Kohl’s	79,051	79,051	--	--
Rite Aid	17,340	--	--	17,340
Main Building <sup>1</sup>	55,360	--	--	55,360
Century Theater	65,000	--	--	65,000
Ounces	480	--	--	480
Shops 1	6,795	6,795	--	--
Shops 3	5,000	--	--	5,000
Shops 4	6,200	--	--	6,200
Shops 5	--	--	3,500	3,500
Shops 6	--	--	5,000	5,000
Major 3	--	--	10,000	10,000
Major 4	--	--	23,140	23,140
Pad 1	8,400	--	--	8,400
Pad 2	4,300	--	--	4,300
Pad 3	--	--	5,000	5,000
Pad 4	--	--	3,800	3,800
Pad 5	--	--	5,000	5,000
<b>Total</b>	<b>501,941</b>	<b>339,861</b>	<b>55,440</b>	<b>217,520</b>

Source: Merlone Geier Partners LLC (2023).

<sup>1</sup> Includes Major 2, Shops 2 and 2A, Restaurant.

sq ft = square feet

Overall, Phase 2 would result in a reduction in gross leasable area on the project site from approximately 501,941 square feet to 217,520 square feet. Therefore, it is estimated that Phase 2 would result in a reduction in employees from approximately 1,434 to 621.

**Residential Buildings.** Phase 2 of the proposed project would include two new residential buildings that would contain a total of 500 residential units within two apartment-style buildings, each on their own parcel. Of the 500 units, 51 would be set aside for low-income households, while the

remaining 449 units would be offered at market rates. Accordingly, 10.2 percent of the new units provided under the 2040 Vision Plan would be affordable to low-income households.

“Residential 5” would contain a total of approximately 251 residential units in a five-story building, 26 of which would be set aside for low-income households. A six-level parking structure would also be located at the center of Residential 5 for an overall height of 60 feet. Elevator penthouses and other projections would reach 75 feet in height. Studio units would be approximately 620 to 750 square feet in size, one-bedroom units would range from approximately 680 to 830 square feet, and two-bedroom units would range from approximately 1,130 to 1,150 square feet.

“Residential 6” would contain a total of approximately 249 residential units in a seven-story building, 25 of which would be set aside for low-income households. A five-level parking structure would also be located at the southwest corner of Residential 6 for an overall height of 78 feet. Elevator penthouses and other projections would reach 90 feet in height. Studio units would be approximately 620 square feet in size, one-bedroom units would range from approximately 680 to 830 square feet, and two-bedroom units would be approximately 1,150 square feet.

### 3.3.2.2 Landscaping and Open Space

In total, Phase 2 would provide approximately 705,384 square feet of open space, which would consist of approximately 377,409 square feet of useable open space and approximately 327,975 square feet of landscaped area. In addition to the useable open space at the residential buildings included in Phase 1, the Residential 5 Building would include four courtyards, a rooftop deck, and additional open space areas totaling approximately 37,838 square feet, and the Residential 6 Building would include two courtyards, a rooftop deck, and additional open space areas totaling approximately 38,308 square feet.

A total of approximately 124 of the existing trees on the project site would be removed, and a minimum of 169 new trees would be planted throughout the project site during Phase 2. In addition, similar to Phase 1, landscaping would be provided throughout the project site in the open space areas mentioned above, along internal roadways and pedestrian paths, within the surface parking lots, and along the site boundaries.

### 3.3.2.3 Parking and Circulation

In addition to the parking structures provided for each of the residential buildings, Phase 2 would also include eight surface parking lots throughout the project site. Table 3.E provides an overview of the parking included in Phase 2. In total, Phase 2 would provide approximately 3,849 parking spaces, 2,524 of which would be reserved for use by residents and guests of the residential buildings, the remaining 1,325 of which would be for commercial use.

As shown on Figure 3-16, internal roadways that provide access to the project site (e.g., adjacent to Merrydale Road and Thorndale Drive) would generally remain the same as Phase 1. The internal roadways that provide access to the surface parking lots and between the buildings would be reconfigured.

**Table 3.E: Phase 2 Parking Supply**

Parking Lot/Structure	Residential Spaces	Commercial Spaces	Total Spaces
Residential 1 Structure	96	--	96
Residential 2	215	--	215
Residential 3 Structure	471	--	471
Residential 4 Structure <sup>1</sup>	845	--	845
Residential 5 Structure	458	--	458
Residential 6 Structure	319	--	319
Retail Parking Structure <sup>2</sup>	120	353	473
Retail Surface Parking	--	972	972
<b>Total</b>	<b>2,524</b>	<b>1,325</b>	<b>3,849</b>

Source: Merlone Geier Partners LLC (2023).

<sup>1</sup> The 40 parking spaces in the Residential 4 structure that would be set aside for commercial use in Phase 1 would be reallocated to residential use in Phase 2.

<sup>2</sup> In Phase 2, 120 spaces in the retail parking structure would be reallocated to residential use for Residential Building 6.

### 3.3.2.4 Demolition, Grading, and Construction

As previously noted, the project site is generally flat and developed with structures; therefore, a minimal amount of cut and/or fill would be required for construction of Phase 2. A total of approximately 21,363 cubic yards of soil associated with Residential 6 subterranean parking would be excavated and exported from the site during Phase 2. Phase 2 would include the demolition of approximately 339,861 square feet of building space and approximately 5.08 acres of asphalt pavement. A total of approximately 20,551 tons of demolition waste would be generated by Phase 2.

If approved, construction of Phase 2 is anticipated to begin in 2030. Phase 2 would include phased construction, with each of three construction phases consisting of an approximately 1-week site preparation phase, an approximately 2-week grading phase, approximately 10 months of building construction, an approximately 1 month or less architectural coating phase, and an approximately 1-month or less paving phase. A demolition phase also would occur prior to site preparation. The demolition phase would last approximately 2 weeks for the retail construction phase, approximately 2.5 months for the Residential 5 construction phase, and approximately 1 month for the Residential 6 construction phase. Overall, construction of Phase 2 is anticipated to last approximately 60 months, including expected breaks between construction phases, and is anticipated to be fully operational and occupied by 2035.

### 3.3.3 Project Sustainability Features

The project includes numerous sustainability features. Among them are the following:

- Water-efficient interior plumbing fixtures, appliances, and equipment would be installed in all new buildings.
- In residential buildings, dual plumbing would be installed to allow for use of recycled water as required by code.

- A combination of artificial turf and drought-tolerant landscaping would be installed across the project site. The project includes use of municipal recycled water for all landscape irrigation, as well as low water use practices such as drip irrigation and smart controllers that track weather patterns and adjust irrigation run times accordingly.
- Green infrastructure techniques would be used to treat and infiltrate stormwater runoff from the project site.
- Energy-efficient light-emitting diode (LED) lighting would be installed throughout the project.
- Residential buildings would be entirely electric and would use no natural gas.
- Electric vehicle charging stations would be provided at commercial and residential parking stalls in proportions consistent with then-current code requirements.
- Photovoltaic solar panels would be installed on top of all residential buildings and the parking structure, and all other new buildings would be made ready for installation of photovoltaic solar panels. Battery storage would be provided in apartment-style residential buildings.
- High-efficiency mechanical and hot-water systems would be installed in residential buildings.

### 3.3.4 Project Approvals

A number of permits and approvals would be required to allow development of the proposed project. As Lead Agency for consideration of the proposed project, the City of San Rafael would be responsible for the majority of the approvals required for project development. Other agencies also may have some authority related to the proposed project and its approvals. A list of anticipated permits, approvals, and reviews by the City and other agencies is provided in Table 3.F. In addition to the approvals listed below, the project sponsor is also requesting to use the density bonus to modify the development standards for height on the project site.

**Table 3.F: Anticipated Approvals and Actions for Project Implementation**

Lead Agency	Permit/Approval/Action
<b>City of San Rafael</b>	<ul style="list-style-type: none"> <li>• Environmental Impact Report (EIR) Certification</li> <li>• Adoption of Findings and Statement of Overriding Considerations</li> <li>• Rezone to the Planned Development (PD) District</li> <li>• Environmental and Design Review Permit</li> <li>• Development Agreement</li> <li>• Density Bonus Application</li> <li>• Tentative Subdivision Map</li> <li>• Master Signage Program</li> </ul>
<b>Responsible Agencies/Entities</b>	
Pacific Gas & Electric (PG&E)	• Approval of electric improvements and connection permits
Marin Municipal Water District (MMWD)	• Approval of water improvements and connection permits
California Regional Water Quality Control Board (RWQCB)/Marin County Stormwater Pollution Prevention Program (SWPPP)	• Approval of National Pollutant Discharge Elimination System (NPDES) permit for stormwater discharge
Bay Area Air Quality Management District (BAAQMD)	• Permits for utility equipment

Source: Compiled by LSA (2023).