

City of Burlingame

Mitigated Negative Declaration, Design Review and Conditional Use Permit for a new commercial recreation use (Topgolf) with associated restaurant and bar uses.

Address: 250 Anza Boulevard

Meeting Date: May 11, 2020

Request: Application for Environmental Review, Design Review and Conditional Use Permit for a new commercial recreation use (Topgolf) with associated restaurant and bar uses.

Applicant: Topgolf

Property Owner: City of Burlingame

Architect: The Beck Group/Arco Murray, architects-engineers

APN: 026-290-380

Lot Area: approx. 13 acres (566,280 SF)

General Plan: Park/Community (Parks & Recreation – new General Plan)

Zoning: Unclassified

Adjacent Development: Hotel/City sports fields/City wastewater treatment plant

Current Use: Golf driving range and restaurant

Proposed Use: Golf entertainment complex (commercial recreation with associated restaurant/bar use)

Allowable Use: All uses in Unclassified zoned properties require Conditional Use Permits

Project Background: The project site is owned by the City of Burlingame and is located east of Highway 101 at 250 Anza Boulevard. The site includes approximately 13 acres of what is now known as the Burlingame Golf Center, which is within Bayside Park located on the west side of Airport Boulevard between Bayshore Highway (to the north) and Anza Boulevard (to the south). The project site is in the Unclassified zoning district. The site was a former landfill and the Burlingame Golf Center has operated at the site since 1999 upon the closure of the landfill. The site also includes a lighted soccer field (Murray Field), the City of Burlingame's Parks Division Corporation Yard, along with shared parking for the DoubleTree Hotel.

On June 20, 2016, the City issued a Request for Proposals (RFP) for the lease management of the Golf Center site for the operation of golf or other recreational or entertainment activities that would be open to the public. On March 21, 2017, the City Council selected Topgolf International as the preferred operator of the site. On May 21, 2018 the City Council entered into an Exclusive Negotiation Agreement (ENA) with Topgolf which covers the terms of the environmental review and design review process to be completed at which time a Final Lease Agreement can be executed.

On August 8, 2018 Topgolf submitted their entitlement application the City to complete the process for their new location at 250 Anza Boulevard.

Project Summary: The project involves the replacement of the existing driving range with a Topgolf commercial recreation complex on an approximately 13-acre portion of a City-owned property at 250 Anza Boulevard. The proposed building would be three levels totaling 71,074 square feet and would include 102 climate-controlled hitting bays with a restaurant, bar, outdoor dining area and indoor event space. The new building would be approximately 46-feet in height.

Topgolf is a golf entertainment complex that is considered a commercial recreation use. The proposed Topgolf facility would feature climate-controlled hitting bays where players hit golf balls with embedded microchips into an outdoor outfield enclosed by perimeter netting. Each hitting bay could accommodate up to six players at a time. Hitting bays include golf clubs, seating and television screens to monitor sporting events and track Topgolf scoring. Topgolf features a gaming system in which players hit golf balls embedded with a radio frequency identification tag into the proposed 240-yard outfield that would feature eleven targets at various distances. Microchips in the balls track each player's shot in real time, giving points for accuracy or luck and making the driving range experience competitive and social. The interior portion of the building, or east (bay)

facing side, would be completely open with the hitting bays facing the driving range (field). The proposed facility has been located on the site so that the tee line is facing northeast, away from the afternoon sun and residential properties opposite Highway 101. The Topgolf configuration would flip the configuration of the existing driving range, which has the hitting bays located on the lower portion or south end of the site, and the new building would have the hitting bays at the north end (uphill) of the site facing the bay.

The outfield area (range) would be approximately five acres and 240 yards from the tee line (at the building) to the net line and would include ten (10) illuminated round targets that would be located 20 to 215 yards away from the tee line. The outfield perimeter would be completely enclosed by a transparent netting ranging in height from 90 feet to 199 feet high secured by steel poles. At the edge of the range there would be two (2) 50' x 30' high definition digital screens. The screens would be used to broadcast live sports content, alert players of game play objectives and connect game-integration messaging, as well as provide space for partner brand messaging and to provide Topgolf's internal programs and events. In addition to the internal building areas, an external mini-golf activation area would be located on site as part of the project as well.

The project would include 475 parking spaces provided in two parking fields surrounding the main building and driving range, which is 135 spaces over the minimum required by the zoning code (340 spaces). The lower parking field which currently serves the existing driving range, soccer field and provides additional spaces for the DoubleTree Hotel, would be retained but would not serve as parking for Topgolf. Access to the Topgolf site would be provided through a shared access driveway along Anza Boulevard that goes through the lower lot, as well as a proposed driveway connection to Airport Boulevard.

Topgolf would operate from 9:00 a.m. to 12:00 a.m. Sunday through Thursday and from 9:00 a.m. to 2:00 a.m. on Friday and Saturday. The average number of people expected on site at any one time is approximately 1,600, which includes visitors and employees.

The subject property is zoned "unclassified" and under the previous General Plan had a land use designation of "Parks - Community"; under the newly adopted General Plan the land use designation is "Parks and Recreation". There are no zoning regulations applicable to the Unclassified zoning district and new zoning regulations for the General Plan have not yet been adopted. The Planning Division has had a policy to apply the nearest abutting zoning district standards to analyze a project, in this case the AA (Anza Area) is the nearest zoning district. However, these development standards and patterns do not necessarily fit this unique proposed use on a site that is currently being used as golf range. Therefore, staff has provided a summary table below of the proposed development, but exceptions such as variances, special permits or conditional use permits will not be required for standards of the AA district. In addition, the proposal is being reviewed for compliance with measureable guidelines established in Chapter 25.70 (Off-Street Parking) as well as the guidelines provided in the Bayfront Specific Area Plan.

The following applications are requested for this project:

- Design Review for construction of a new commercial building (C.S. 25.57.010(c)(1)); and
- Conditional Use Permit for a commercial recreation use with associated restaurant and bar on a property zoned "unclassified" (C.S. 25.12.041).

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Zoned: Unclassified**Lot Area:** approx. 13 acres (566,280 SF)**Plans date stamped:** April 30, 2020

PROPOSED PROJECT				
	PROPOSED	ALLOWED/REQUIRED		
Land Use:	Golf Entertainment Complex (Commercial Recreation with restaurant/bar)	Conditional Use Permit Required for any use in the Unclassified Zone C.S, 25.12.041		
Building Height:	Building 46'-0" Net poles – 90'- 205'	---		
Lot Coverage:	4.9% (27,632 SF)			
Front Setback (Anza):	700'+	---		
Side Setback (left-bay):	270'	---		
(right-freeway):	75'			
Rear (treatment plant):	80'	---		
Site landscaping:	42.3% 239,818 SF (includes 5 acre driving range outfield)	---		
Parking areas:	10.19% 22,018 SF	---		
Trash enclosure:	Is located on the West side	---		
Loading docks:	West side of building	---		
Tree requirements:	162 trees total 30 (E) to remain 132 (N) 24-inch box trees	---		
PARKING CALCULATIONS				
	Square Footage	Parking Ratio	Spaces Required	Spaces Proposed
Commercial Recreation: Hitting bays & Seating Restaurant:	66,008 SF	1 space/200 SF	330.04	
Office:	1,814 SF	1 space / 300 SF	6.04	
Storage/Dock	2,896 SF	1 space/1,000 SF	2.89	
Retail:	356	1 space/400 SF	0.89	
Total Spaces Required (20% compact allowed)			339.86 = 340 spaces (68 compact – 8' x 17')	475 spaces standard (8'-6"x 18') -9 ADA -38 CAV -28 EV -No compact

Staff Comments: See attached comments from the Building, Fire, Park, Stormwater and Engineering Divisions.

Because the proposed project includes the redevelopment of an existing golf facility with no work within 100-feet of the shoreline, the project is not subject to review by the Bay Conservation and Development Commission (BCDC).

Design Review Study Meeting: This application was reviewed by the Planning Commission for Environmental Scoping and Design Review Study on May 13, 2019.

On balance the project was well received. The Commission's comments are summarized below; please refer to the attached May 13, 2019 minutes for detailed comments:

- With regard to design of the facility, recommend taking into consideration the prevailing winds in this area, winds get up to 20-30 miles per hour, especially in the afternoons;
- Provide details of park patio area when project comes back for action meeting;
- Regarding secondary access road leading to Airport Boulevard, try to get geometry correct with Public Works Division given the challenges with the topography;
- Confirmed that target pods will be built above the refuse layers by using a foam fill in the outfield, would not add a lot of weight to the landfill itself;
- Environmental document should analyze impacts from lighting from the outdoor screens, impacts on neighboring hotel and should study lighting pollution;
- Great opportunity to improve area of site along second access road by adding trees for screening as viewed from Bayside Park;
- Great partnership to revitalize the facility and area and to bring some additional opportunities for Burlingame residents to enjoy Bayfront area; and
- Good symbiotic relationship in terms of parking and traffic with the office buildings and hotels in area.

The applicant submitted a response letter and revised plans, date stamped April 30, 2020, to address the Commission's May 13, 2019 comments. The following changes have been made to the project in response to the Commission's comments; all other comments are addressed in the applicant's response letter attached.

- Regarding wind comment, the current orientation of the project is the only feasible orientation. If winds become an issue for guests, Topgolf has the ability to add in partial walls in the hitting bays to improve the guest experience. Based on operations on locations in other high wind locations, the applicant does not anticipate this to be an issue;
- The photometric study in the environmental document accounted for the outdoor screens; no impacts from lighting plan have been determined through the environmental study. Several other Topgolf locations have a similar orientation towards hotels and have not received complaints from the hotels (Huntsville, AL; Greenville, SC; for example);
- The geometry of the secondary access road leading to Airport Boulevard has been coordinated in detail with the Public Works Department;
- The target solution will be required to avoid landfill cap penetration and not induce additional load/significant settlement; and
- New landscape screening/trees are proposed at the top of the slope within the project limits which will provide screening of the Topgolf site as visible from Bayside Park.

Please refer to the applicant's response letter for more details on the changes made to the project since the scoping/study meeting on May 13, 2019.

Landscaping: Given that the existing site is developed and operating as a golf range, the landscaping on-site is limited. The redevelopment of the site includes flipping the hitting bays from the south side (downhill side) to the north (uphill) side, which would result in the removal of the boundary trees that currently line the outfield. The impacts to the existing cap on the landfill would be minimal, but the redevelopment would result in 11,175 cubic yards of cut and 18,200 cubic yards of fill with an estimated 7,025 cubic yards of fill to be imported.

Proposed landscaping throughout the site is shown on the Landscape Plans (sheets L1.0 through L3.00). There would be 59 existing trees removed (only two trees >15.25"), with 44 of the existing trees remaining on-site. In accordance with the City's requirements for commercial projects, municipal code section 11.06.090 requires a minimum of one 24-inch box-sized, non-fruit tree for every 2,000 SF of lot coverage, which would require 14 new trees to be planted in this case. The proposed landscape plan includes planting 142 new trees around the lease line boundary as well as surrounding the new building and throughout the parking lot, for a combined total of 186 trees with the existing and proposed trees. All of the proposed trees would be 24-inch box sized trees including, California Buckeyes, Arbutus Multi-trunk, Flaxleaf Paperbark Multi-trunk, Chinese Pistache, Maidenhair trees, and Chinese Elm.

Approximately 42.7% of the project site would be landscaped, which includes the 5 acre driving range outfield. There would be 10% (16,277 SF) of the parking area landscaped.

Building Height: The proposed building would be three-stories and approximately 46-feet in overall height. There would be 27 net poles surrounding the driving range outfield with heights ranging from 90-feet to 205-feet at the downslope.

The proposed project falls within the boundary of the Airport Land Use Compatibility Plan (ALUCP) given the proximity of the project site to San Francisco International Airport. The City and County Association of Governments (C/CAG) serves as the liaison to the Airport Land Use Commission (ALUC). The City has reviewed the proposal with C/CAG and it has been determined that the City/Topgolf does not need formal ALUC review of the proposed project because there is no zoning amendment or General Plan Amendment associated with this proposal and because the City's recently updated General Plan has been determined to be compatible with the ALUCP. In addition, Topgolf has already provided the Federal Aviation Administration (FAA) with the proposed project details and plans and they have issued a Letter of "No Hazard" for the project. Prior to issuance of the building permit, a condition of approval has been added requiring verification of an updated "No Hazard" letter from the FAA, given that the current letter has an expiration date.

Environmental Review: On May 13, 2019 the Planning Commission held an Environmental Scoping meeting where staff requested the Planning Commission to provide comments on any potential environmental effects to be considered in the CEQA document. An Initial Study/Mitigated Negative Declaration (IS/MND) for the project was prepared and determined that there were no environmental impacts that were identified that could not be mitigated to less than significant levels. While the project proposes 102 climate-controlled hitting bays, the CEQA document analyzed 120 climate-controlled hitting bays for a maximum scenario should there be an expansion of bays in the future.

The 30-day public review period occurred from February 12, 2020 to March 12, 2020 and three comment letters were received. One letter was from the Native American Heritage Commission, one letter (first letter was revised so there are two letters total received) from Caltrans, and one letter was submitted on behalf of a consortium of groups including the Sequoia Audubon Society, the Santa Clara Audubon Society and the Sierra Club Loma Prieta Chapter. A response to these comments has been prepared for all of the concerns raised in the above noted letters, which are included as part of the administrative record and are attached in the ten (10) page Response to Comments document.

Based on the environmental analysis, it was determined that the proposed project would have no adverse environmental impacts on the environment in the areas of aesthetics, agriculture and forestry services, energy, greenhouse gas emissions, hydrology and water quality, land use/planning, mineral resources,

population/housing, public services, recreation, transportation/traffic and utilities and service systems. Although the environmental analysis did find that the project could have a significant effect in the areas of air quality, biological resources, cultural resources, geology/soils, hazards and hazardous materials, noise, and tribal cultural resources, mitigations measures were identified to reduce adverse impacts to less-than-significant levels.

As discussed in the Initial Study, the proposed project would not degrade the quality of the environment, substantially affect biological resources or eliminate important examples of California history or prehistory with implementation of the identified standard measures, conditions of approval, and mitigation measures. In *Section 4.3, Air Quality*, of the Initial Study/Mitigated Negative Declaration, implementation of mitigation measures (MM AQ-3.1 and AQ-3.2) for impacts during project construction would reduce potentially significant air quality impacts to a less than significant level. In *Section 4.4, Biological Resources*, of the Initial Study/Mitigated Negative Declaration implementation of mitigation measures (MM BIO-1.1) for impacts to nesting birds would reduce potentially significant impacts to biological resources to a less than significant level. And in *Section 4.5, Cultural Resources*, of the Initial Study/Mitigated Negative Declaration, with implementation of the identified standard measures and mitigation measures (MM CUL-1.1 – 1.3), the project would result in a less than significant impact on archaeological and historic resources. Significant project-level impacts can all be mitigated to a less than significant level.

Biological Resources

As part of the proposed project, Topgolf has included a Monitoring and Adaptive Management Plan to address and prevent any impacts to biological resources, specifically birds, from the onset of operations in Burlingame as detailed in Section 3.0 Project Description of the IS/MND. The Monitoring and Adaptive Management Plan requires bird-netting collision surveys to be performed seven days per week for two years by Topgolf facility personnel who have received training in such monitoring by a qualified biologist. Additionally, bird-netting interaction monitoring would be performed for two consecutive days, twice per month, in April, September, and either December or January (coinciding with spring and fall migration and winter seasons) for two years by a qualified biologist. The Monitoring and Adaptive Management Plan also details specific training, education, and survey procedures which would be required of all personnel that would complete the monitoring.

The Monitoring and Adaptive Management Plan includes procedures to be followed in the event that injured or dead birds are encountered on-site. If an injured bird is found, the monitor or facility personnel would contact the local animal control, which is the Peninsula Humane Society. The contact information for the Peninsula Humane Society is included in the Monitoring and Adaptive Management Plan. The plan also provides procedures to be followed if a bird is stuck high in the net; facility personnel shall work with crane operators and bird rehabilitation organizations to remove the injured animal and provide treatment, as necessary. As a condition of project approval, the project applicant would provide a letter of intent with local crane operators to the City prior to final inspection.

As stated on page 63 of the IS/MND, the proposed project would avoid the overuse of glass by keeping the percentage of total glass below 40 percent of surface area; the north-facing and west-facing, side facades do not include any glazing and the south-facing, main façade includes less than 15 percent glazing. In addition, the project would not use reflective glass but would include patterned (fritted) glass to help birds detect and avoid the windows.

Lighting

The project does not propose any up-lighting in landscape areas or elsewhere. The outfield lighting would be directed downwards and the light from the outdoor screens at the end of the outfield would be projected horizontally towards the proposed facility and US 101. A photometric study was completed for the project which analyzed potential spill light resulting from project lighting sources. As stated on page 37 of the IS/MND, the study found that negligible amounts of spill light would occur at the property boundaries.

Traffic

The proposed project would not result in substantial increases in off-site traffic noise impacts relative to cumulative traffic conditions present without the project. Since the predicted increases in traffic noise levels are below three dBA, the project would have a less than significant impact on cumulative noise resulting from an increase in traffic.

The Traffic Impact Analysis prepared for the project included an evaluation of intersection levels of service (LOS). The analysis evaluated existing plus project, background plus project, and cumulative plus project scenarios. The results of the LOS analysis indicated that intersections currently operating unacceptably would continue to do so under background plus project and cumulative plus project conditions. All of the other study intersections would operate at acceptable levels of service under all scenarios analyzed. Therefore, cumulative traffic impacts of the project would be less than significant.

Hazards and Hazardous Materials

The project proposes placement of piles to support the proposed building and net poles through the existing landfill cap. Changes to the landfill are subject to regulatory controls from a variety of local and state agencies as described in *Section 4.9, Hazards and Hazardous Materials*, of the Initial Study/Mitigated Negative Declaration. The final geotechnical report would identify the need for additional slurry cap or seal at each pile location to reduce the potential for landfill gas seepage. The modifications proposed by the project would require an amendment to the Final Closure and Postclosure Maintenance Plan subject to approval by the LEA, SWRCB, and CalRecycle. For these reasons, implementation of the project would not create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment and would not cause a substantial adverse effect on human beings.

General Plan/Bayfront Specific Plan/Zoning: The subject property is zoned Unclassified and the land use designation in the General Plan had been Community and is now Parks and Recreation under the updated General Plan. The project site is also within the boundaries of the Bayfront Specific Plan, in the Anza Extension Area. The primary role of this area is for community serving uses. Therefore, the proposed redevelopment of the existing golf range to a Topgolf commercial recreation use is consistent with the intended land uses envisioned for this area under the Bayfront Specific Plan with retention of open space and the development of commercial recreation facility.

Chapter V, in the Bayfront Specific Plan includes design guidelines for the Anza Extension Area. The goal for design in this area is to “enhance the quality of the community oriented open space facilities and services while connecting them to the larger open space network with trails and pedestrian paths.” The primary consideration is given to parking, landscaping and open space design. The guidelines prescribe appropriately sized landscaping on the edges of parking area, which the proposed project complies with by planting 142 new 24-inch box sized trees. The new trees will provide screening around the perimeter of the parking and are also sprinkled throughout the parking island areas. In addition, the proposed site design provides clear pedestrian paths of travel and crossings within the parking area.

Public Facilities Impact Fees: The purpose of public facilities impact fees is to provide funding for necessary maintenance and improvements created by development projects. Public facilities impact fees are based on the uses and the amount of square footage to be located on the property after completion of the development project. New development that, through demolition or conversion, will eliminate existing development is entitled to a fee credit offset if the existing development is a lawful use under this title, including a nonconforming use.

Based on the proposed commercial recreation facility, the required public facilities impact fees for this development project total \$143,988. Payment will be required prior to final inspection.

Commercial Linkage Fees: The City Council adopted Commercial Linkage Fees in 2017. The intent of this fee is, in summary, to offset the demand for affordable housing that is created by new development and mitigate environmental and other impacts that accompany new commercial development. Based on the proposed commercial recreation facility, the required Commercial Linkage Fee for this development project totals \$355,370 and is required to be paid in full, prior to issuance of the building permit.

Bayfront Development Fees: The purpose of Bayfront Development Fees is to provide funding for future construction, improvement and enlargement of major arterials and traffic control devices for the primary purpose of carrying through traffic and providing a network of roads within the Bayfront area on the east side of US 101 and to impose charges to support and defer the cost of the benefits rendered to owners and occupants of lands enjoying these improvements. The specific improvements are described in the Bayfront Specific Plan adopted by the City Council in April 2004.

The fees for commercial recreation uses are charged per acre, and based on the proposed commercial recreation facility, the Bayfront Development fees for this development project total \$248,755. Half of this fee is required to be paid prior to issuance of the building permit and the second half of the fee is required to be paid prior to scheduling the final inspection.

Design Review: Design Review is required for new commercial buildings pursuant to C.S. 25.57.010(c)(1). Design Review was instituted for commercial projects in 2001 with the adoption of the Commercial Design Guidebook. The following design review criteria for commercial development projects are outlined in the zoning code:

- (1) Support of the pattern of diverse architectural styles that characterize the city's commercial, industrial and mixed use areas; and
- (2) Respect and promotion of pedestrian activity by placement of buildings to maximize commercial use of the street frontage, off-street public spaces, and by locating parking so that it does not dominate street frontages; and
- (3) On visually prominent and gateway sites, whether the design fits the site and is compatible with the surrounding development; and
- (4) Compatibility of the architecture with the mass, bulk, scale, and existing materials of existing development and compatibility with transitions where changes in land use occur nearby; and
- (5) Architectural design consistency by using a single architectural style on the site that is consistent among primary elements of the structure, restores or retains existing or significant original architectural features, and is compatible in mass and bulk with other structures in the immediate area; and
- (6) Provision of site features such as fencing, landscaping, and pedestrian circulation that enriches the existing opportunities of the commercial neighborhood.

The subject property is located within the boundaries of the Bayfront Specific Plan. Therefore, in addition to the guidelines provided in the Commercial Design Guidebook, there are design recommendations provided in Chapter V of the Bayfront Specific Plan that apply to the proposed project. The site is in the Anza Extension Area and the primary role of this area is for community serving uses. The purpose of the Anza Extension guidelines are to complete and maintain public facilities with parking, landscaping and open space design being the primary considerations.

Suggested Findings for Design Review: That the proposed commercial recreation facility will have a unique building design with an entire side of the building being open to accommodate the hitting bays facing the range, given that it is a driving range use. The front of the building will face west, and while visible from Highway 101, the building will not block scenic vistas or views of San Francisco Airport or

San Francisco Bay. The materials proposed for the exterior of the building include white stone, grey stone, metal panels, faux wood panels and glass panel windows, providing a modern and fresh façade that will complement the surrounding office and hotel buildings. The three story (approximately 46-foot) tall building will be compatible with the surrounding structures, including the 10-story hotel directly west of the site and the seven-story hotel directly to the east of the site. The proposed landscape plan with 142 new trees and a total of 186 trees on-site will enrich the Bayfront landscape and will provide a visual softening to the 27 net poles that will surround the range. The proposed building and site design are consistent with the purpose of the Anza Extension guidelines in the Bayfront Specific Plan in that the project will provide a recreational facility with parking, landscaping and an open space design that will complement the Bayfront. For the reasons above the project may be found to be compatible with the requirements of the City's six commercial design commercial design review criteria.

Findings for a Conditional Use Permit: In order to grant a Conditional Use Permit, the Planning Commission must find that the following conditions exist on the property (Code Section 25.52.020, a-c):

- (a) The proposed use, at the proposed location, will not be detrimental or injurious to property or improvements in the vicinity and will not be detrimental to the public health, safety, general welfare or convenience;
- (b) The proposed use will be located and conducted in a manner in accord with the Burlingame general plan and the purposes of this title;
- (c) The planning commission may impose such reasonable conditions or restrictions as it deems necessary to secure the purposes of this title and to assure operation of the use in a manner compatible with the aesthetics, mass, bulk and character of existing and potential uses on adjoining properties in the general vicinity.

Suggested Findings for Conditional Use Permit: That the proposed project will not be detrimental or injurious to property or improvements in the vicinity, and will not be detrimental to the public health, safety, general welfare, or convenience, in that the commercial recreation facility will provide a benefit to the immediate neighborhood consisting primarily of hotel uses; that the proposed use will be located and conducted in a manner in accordance with the Burlingame General Plan and the purposes of this title, in that it provides an recreational activity for both Burlingame residents, hotel guests as well as for people living the Bay Area at large. That the proposed use will replace an existing golf facility with an updated and modern facility that can support and compliment the surrounding hotels on the east side of Highway 101. For the reasons above the project may be found to be compatible with the requirements of the City's three Conditional Use Permit criteria.

Findings for a Mitigated Negative Declaration: For CEQA requirements the Planning Commission must review and approve the Mitigated Negative Declaration, finding that on the basis of the Initial Study and any comments received in writing or at the public hearing that there is no substantial evidence that the project will have a significant (negative) effect on the environment.

Suggested Findings for Mitigated Negative Declaration: In accordance with Section 15065(a)(4) of the CEQA Guidelines, the City finds that a while changes to the environment that could indirectly affect human beings would be represented by all of the designated CEQA issue areas, those that could directly affect human beings/environment include construction air quality, hazards and hazardous materials and noise. The proposed project would adhere to General Plan policies and implement mitigation measures to reduce potential impacts to a less than significant level. As discussed in the Initial Study/Mitigated Negative Declaration, *Section 4.3, Air Quality*, with implementation of mitigation measures MM AQ-3.1 and MM AQ-3.2, project construction activities will not expose sensitive receptors in the project area to health risks associated with toxic air contaminants or fugitive dust above CEQA significance thresholds. As discussed in *Section 4.9, Hazards and Hazardous Materials*, the

proposed project shall implement MM HAZ-5.1 to ensure FAA clearance is obtained for the proposed net poles. With an FAA Determination of No Hazard, the proposed net poles will not result in a significant safety risk to airport operations. The project proposes placement of piles to support the proposed building and net poles through the existing landfill cap. Changes to the landfill are subject to regulatory controls from a variety of local and state agencies as described in *Section 4.9, Hazards and Hazardous Materials*. The final geotechnical report will identify the need for additional slurry cap or seal at each pile location to reduce the potential for landfill gas seepage. The modifications proposed by the project will require an amendment to the Final Closure and Postclosure Maintenance Plan subject to approval by the LEA, SWRCB, and CalRecycle. For these reasons, implementation of the project will not create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment and will not cause a substantial adverse effect on human beings. Therefore, based on the Initial Study and required mitigation measures, there will be no significant environmental effects as a result of this project.

Planning Commission Action: The Planning Commission should hold a public hearing. Affirmative action to recommend the following items should be taken separately by resolution including the conditions representing mitigation for the Mitigated Negative Declaration (in italics below) and any conditions from the staff report and/or that the commissioners may add. The reasons for any action should be clearly stated.

1. Mitigated Negative Declaration
2. Design Review
3. Conditional Use Permit

Please note that the conditions below include mitigation measures taken from the IS/MND (shown in italics). The mitigation measures are included below in italics as part of the conditions of approval. If the Commission determines that these mitigations do not adequately address any potential significant impacts on the environment, then an Environmental Impact Report would need to be prepared for this project. The mitigations will be placed on the building permit as well as recorded with the property and constitute the mitigation monitoring plan for this project. At the public hearing the following mitigation measures and conditions should be considered:

1. that the project shall be built as shown on the plans submitted to the Planning Division date stamped February 26, 2019 sheets C0.0 through C6.0, sheets L-1.00 through L-3.00, sheets S1.1A and sheet S1.1B and revised sheets dated April 30, 2020, sheets A-000 through A-304, , sheet L-2.01, and sheet C2.0 (sheet 3 of 12);
2. that prior to issuance of a building permit for construction of the project, the project construction plans shall be modified to include a cover sheet listing all conditions of approval adopted by the City Council; which shall remain a part of all sets of approved plans throughout the construction process. Compliance with all conditions of approval is required; the conditions of approval shall not be modified or changed without the approval of the Planning Commission, or City Council on appeal;
3. that any changes to the size or envelope of the building, which would include expanding the footprint or floor area of the structure, replacing or relocating windows or changing the roof height or pitch, shall be subject to Planning Commission review (FYI or amendment to be determined by Planning staff);
4. that the on-site parking spaces shall be used only for the tenants and visitors of the approved commercial recreation facilities on this site and shall not be leased or rented for storage of automobiles or goods either by individuals or businesses not on this site or by other businesses for off-site parking;

5. that any damage to the lower parking lot (serves Murray Field) that provides access to the project site as a result of the construction of the proposed project shall be repaired at the applicant's cost, to the satisfaction of the Director of Parks and Recreation and the City Engineer;
6. that prior to scheduling the final inspection, the applicant shall pay the public facilities impact fee in the amount of \$143,988, made payable to the City of Burlingame and submitted to the Planning Division;
7. that prior to issuance of the building permit the applicant shall pay half of the Bayfront Development Fees in the amount of \$124,377.50, made payable to the City of Burlingame and submitted to the Planning Division and that prior to scheduling the final inspection, the second half of the Bayfront Development Fees shall be paid in the amount of \$124,377.50, made payable to the City of Burlingame and submitted to the Planning Division (for a total Bayfront Development fee of \$248,755);
8. that prior to the issuance of the building permit the Commercial Linkage Fee in the amount of \$355,370 shall be paid in full, payable to the City of Burlingame and submitted to the Planning Division;
9. that the conditions of the Building Division's March 1, 2019 memo, the Stormwater Division's March 6, 2019 memo, the Park's Division's March 4, 2019 memo, the Fire Department's March 25, 2019 and October 27, 2019 memos and the Public-Works Engineering Division's April 8, 2019 memo related to the building permit submittal shall be met;
10. that prior to final inspection, the project applicant shall provide a letter of intent with a minimum of two (2) local crane operators to the City acknowledging that more than the crane operator has equipment that could, if needed, provide adequate lift to access birds in the nets at the Burlingame Topgolf facility should there be bird strikes that result in birds being trapped in the nets;
11. that following a three year time operational period after the formal opening of the Topgolf facility to the public, the applicant shall, at their cost, conduct a signal warrant analysis at the new intersection of the ingress/egress driveway and Airport Boulevard. The signal warrant analysis shall include all of the applicable MUTCD signal warrants and data collection necessary to conduct the analysis (8 hour, 4 hour, weekday AM peak, weekday PM peak on all approaches; accident data (provided by City of Burlingame)). The applicant should consult the City Engineer for direction regarding the appropriate time of when to collect the traffic data necessary for such analysis considering school sessions and events. Said analysis shall be submitted to the City Engineer upon completion for review and approval. In the event that the findings of the study shows that a traffic signal is warranted per the MUTCD and that the need for a signal is a direct result of only the Topgolf traffic, the applicant shall, at their cost, design and construct a traffic signal at the said intersection. In such event, engineering design should be completed by a licensed professional engineer within six months following the conclusion of the signal warrant study, and a traffic signal be constructed by properly licensed contractor within a year thereafter. No work shall be undertaken in the public right-of-way by the applicant without a written approval from the City. However, in an event if the study indicates there is no need for a traffic signal at that time, no further action shall be required
12. prior to issuance of a building permit, the project sponsor shall file Form 7460-1 with the FAA, and provide to the City of Burlingame an updated FAA determination of no hazard to air navigation;
13. that if the City determines that the structure interferes with City communications in the City, the property owner shall permit public safety communications equipment and a wireless access point for City communications to be located on the structure in a location to be agreed upon by the City and the property owner. The applicant shall provide an electrical supply source for use by the

equipment. The applicant shall permit authorized representatives of the City to gain access to the equipment location for purposes of installation, maintenance, adjustment, and repair upon reasonable notice to the property owner or owner's successor in interest. This access and location agreement shall be recorded in terms that convey the intent and meaning of this condition;

14. that during construction, the applicant shall provide fencing (with a fabric screen or mesh) around the project site to ensure that all construction equipment, materials and debris is kept on site;
15. that storage of construction materials and equipment on the street or in the public right-of-way shall be prohibited;
16. that the applicant shall prepare a construction staging and traffic control plan for the duration of construction for review and acceptance by the City Engineer prior to the issuance of a building permit; the construction staging plan shall include construction equipment parking, construction employee parking, timing and duration of various phases of construction and construction operations hours; the staging plan shall address public safety and shall ensure that worker's vehicles and construction equipment shall not be parked in public parking areas with exceptions for construction parking along the street frontages of the project site;
17. that the project applicant and its construction contractor(s) shall develop a construction management plan for review and approval by the City of Burlingame. The plan must include at least the following items and requirements to reduce, to the maximum extent feasible, traffic and parking congestion during construction:
 - a. A set of comprehensive traffic control measures, including scheduling of major truck trips and deliveries to avoid peak traffic hours, detour signs if required, lane closure procedures, signs, cones for drivers, and designated construction access routes;
 - b. Identification of haul routes for movement of construction vehicles that would minimize impacts on motor vehicular, bicycle and pedestrian traffic, circulation and safety, and specifically to minimize impacts to the greatest extent possible on streets in the project area;
 - c. Notification procedures for adjacent property owners and public safety personnel regarding when major deliveries, detours, and lane closures would occur;
 - d. Provisions for monitoring surface streets used for haul routes so that any damage and debris attributable to the haul trucks can be identified and corrected by the project applicant; and
 - e. Designation of a readily available contact person for construction activities who would be responsible for responding to any local complaints regarding traffic or parking. This coordinator would determine the cause of the complaint and, where necessary, would implement reasonable measures to correct the problem.
18. that if construction is done during the wet season (October 1 through April 30), that prior to October 1 the developer shall implement a winterization program to minimize the potential for erosion and polluted runoff by inspecting, maintaining and cleaning all soil erosion and sediment control prior to, during, and immediately after each storm even; stabilizing disturbed soils throughout temporary or permanent seeding, mulching matting, or tarping; rocking unpaved vehicle access to limit dispersion of mud onto public right-of-way; covering/tarping stored construction materials, fuels and other chemicals;
19. that trash enclosures and dumpster areas shall be covered and protected from roof and surface drainage and that if water cannot be diverted from these areas, a self-contained drainage system shall be provided that discharges to an interceptor;

20. that this project shall comply with the state-mandated water conservation program, and a complete Irrigation Water Management and Conservation Plan together with complete landscape and irrigation plans shall be provided at the time of building permit application;
21. that all site catch basins and drainage inlets flowing to the bay shall be stenciled. All catch basins shall be protected during construction to prevent debris from entering;
22. that this proposal shall comply with all the requirements of the Tree Protection and Reforestation Ordinance adopted by the City of Burlingame in 1993 and enforced by the Parks Department; complete landscape and irrigation plans shall be submitted at the time of building permit application;
23. that a Protected Tree Removal Permit shall be required from the City of Burlingame Parks Division to remove any existing protected size trees on the subject property and that the project shall comply with the Tree Protection and Reforestation Ordinance adopted by the City of Burlingame and enforced by the Parks Department; complete landscape and irrigation plans shall be submitted at the time of building permit application and the street trees will be protected during construction as required by the City Arborist;
24. that the project shall comply with the Construction and Demolition Debris Recycling Ordinance which requires affected demolition, new construction and alteration projects to submit a Waste Reduction plan and meet recycling requirements; any partial or full demolition of a structure, interior or exterior, shall require a demolition permit;
25. that demolition or removal of the existing structures and any grading or earth moving on the site shall not occur until a building permit has been issued and such site work shall be required to comply with all the regulations of the Bay Area Air Quality Management District;
26. that the applicant shall comply with Ordinance 1503, the City of Burlingame Storm Water Management and Discharge Control Ordinance;
27. that the project shall meet all the requirements of the California Building and Uniform Fire Codes, as amended by the City of Burlingame;
28. that construction access routes shall be limited in order to prevent the tracking of dirt onto the public right-of-way, clean off-site paved areas and sidewalks using dry sweeping methods;

The following four (4) conditions shall be met during the Building Inspection process prior to the inspections noted in each condition:

29. that prior to scheduling the foundation inspection, a licensed surveyor shall locate the property corners, set the building footprint and certify the first floor elevation of the new structure(s) based on the elevation at the top of the form boards per the approved plans; this survey shall be accepted by the City Engineer;
30. that prior to scheduling the framing inspection the project architect, or another architect, shall provide an architectural certification that the architectural details shown in the approved design which should be evident at framing, such as window locations, are built as shown on the approved plans; architectural certification documenting framing compliance with approved design shall be submitted to the Building Division before the final framing inspection shall be scheduled;
31. that prior to scheduling framing and roof deck inspections, the top of each floor and roof parapet shall be surveyed by a licensed surveyor and approved by the City Engineer with certification of the following heights to the Building Division; as per the approved plans, dated April 30, 2, 2020, the

maximum elevation at the top of the roof parapet shall not exceed elevation 146'-0", and that the ground floor finished floor shall be elevation 100'-0"; second floor finished floor shall be elevation 114'-0"; third floor finished floor shall be elevation 128'-0", and the roof level shall be elevation 142'-0";

32. that prior to final inspection, Planning Division staff will inspect and note compliance of the architectural details (trim materials, window type, etc.) to verify that the project has been built according to the approved Planning and Building plans;

Mitigation Measures from Initial Study/Mitigated Negative Declaration (in italics)

Air Quality

33. *All diesel-powered off-road equipment, larger than 25 horsepower, operating on the site for more than two days continuously shall, at a minimum, meet U.S. EPA particulate matter emissions standards for Tier 4 Interim engines or equivalent. When Tier 4 Interim engines are not available, it would be acceptable to use Tier 3 engines with CARB-certified Level 3 Diesel Particulate Filters. Alternatively, the use of equipment that includes electric or alternatively-fueled equipment (i.e., non-diesel) would meet this requirement.*
34. *The project shall implement the following standard BAAQMD dust control measures during all phases of construction on the project site:*
- *All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.*
 - *All haul trucks transporting soil, sand, or other loose material off-site shall be covered.*
 - *All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.*
 - *All vehicle speeds on unpaved roads shall be limited to 15 miles per hour (mph).*
 - *All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.*
 - *Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes [as required by the California Airborne Toxics Control Measure Title 13, Section 2485 of California Code of Regulations (CCR)]. Clear signage shall be provided for construction workers at all access points.*
 - *All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.*
 - *A publicly visible sign shall be posted with the telephone number and person to contact at the City of Burlingame regarding dust complaints. This person shall respond and take corrective action within 48 hours. The Bay Area Air Quality Management Air District's phone number shall also be visible to ensure compliance with applicable regulations.*

Biological Resources

35. *The project applicant shall be responsible for conducting preconstruction surveys by a qualified biologist to ensure the absence of American peregrine falcon. The following measures shall be implemented for construction work during the nesting season (February 1 through August 31):*
- *If construction or tree removal is proposed during the nesting season for migratory birds (typically February 1 through August 31), a qualified biologist shall conduct pre-construction surveys for American peregrine falcon and other nesting birds within the construction area, including a 300-foot survey buffer for raptors such as the American peregrine falcon and a 100-*

foot buffer for non-raptors. The survey will be conducted no more than three (3) days prior to the start of ground disturbing activities in the construction area.

- If an active nest is located during pre-construction surveys, construction activities shall be restricted as necessary to avoid disturbance of the nest until it is abandoned or a qualified biologist deems disturbance potential to be minimal. Restrictions may include establishment of exclusion zones (no ingress of personnel or equipment) around an active nest (typically 300-foot buffer for raptors and 100-foot for non-raptors) or alteration of the construction schedule.
- A qualified biologist shall delineate the buffer using nest buffer signs, Environmentally Sensitive Area (ESA) fencing, pin flags, and/or flagging tape. The buffer zone shall be maintained around the active nest site(s) until the young have fledged and are foraging independently.

36. Design Guidelines

- A Tree Protection Zone (TPZ) is necessary to restrict or confine the following activities to help achieve a reasonable assurance of a tree's vigor, longevity and anchoring capacity: trenching, soil scraping, compaction, mass and finish-grading, over excavation, sub excavation, tilling, ripping, swales, bio swales, storm drains, dissipators, equipment cleaning, removal of underground utilities and vaults, altering existing water/drainage flows, stockpiling and dumping of materials, and equipment and vehicle operation. An ideal TPZ should have a linear distance from a trunk of 10 times its diameter (i.e. an 18-inch diameter tree would have a setback of 15 feet in all directions); for multi-trunk measurements, use the combined diameter. In the event an impact encroaches slightly within a setback, it can be reviewed on a case-by-case basis by the project arborist to determine whether measures can sufficiently mitigate the impacts to less-than-significant levels.
- All site-related plans should contain notes referencing the arborist report for tree protection measures.
- All final landscape plans and TPZs shall be reviewed by a qualified arborist.
- Where within 10 feet from a TPZ, confine grading (cut and fill), over excavation, sub excavation, trenching, compaction, and other ground disturbance to within 12 to 24 inches from any foundation, footing, curb, gutter, pavement, driveway or retaining wall.
- Irrigation and lighting features (i.e. main line, lateral lines, valve boxes, wiring and controllers) should be established so that no trenching occurs within a TPZ. In the event this is not feasible, they may require being installed in a radial direction to a tree's trunk, and terminate a specific distance from a trunk (versus crossing past it).
- Tilling, ripping and compaction within TPZs should be avoided.

Before Demolition, Grading and Construction

- Where within a TPZ, the removal of plant material and groundcover must be manually performed versus using heavy equipment operating and traveling on unpaved ground. Additionally, the removal of stumps shall only be performed using a stump grinder (versus excavating into the ground and inadvertently damaging roots).
- Begin applying supplemental irrigation during the dry months of the year (i.e. May through October), at a rate of approximately 10 gallons per inch of trunk diameter every two to three weeks via flooding the inside of a 12-inch tall berm established around the canopy perimeters (or as close to the perimeters as possible). Alternatives include using soaker hoses or through deep-root injection. Note, ultimately, the methodology, amount and frequency of irrigation can be best outlined closer to construction commencing, and any applicable dewatering may require a more intensive supplemental watering program than otherwise needed.
- Install tree protection fencing prior to demolition or other site work for the purpose of restricting access into unpaved sections of ground within a TPZ. Fencing does not need to enclose any pavement remaining within a TPZ (in effect, the pavement allows access within a TPZ, while serving as a superior root zone buffer). Fencing should consist of five- to six-foot tall chain link mounted on two-inch diameter steel posts, which are driven into the ground for vertical alignment. Fencing shall remain in place throughout site development, and will need to be

installed, as needed, in various phases. Removing hardscape within a TPZ may trigger fencing being modified to capture the newly exposed area.

Cultural Resources

37. *Undiscovered Archaeological Resources.*

If evidence of an archaeological site or other suspected cultural resource as defined by CEQA Guideline Section 15064.5, including darkened soil representing past human activity ("midden"), that could conceal material remains (e.g., worked stone, worked bone, fired clay vessels, faunal bone, hearths, storage pits, or burials) is discovered during construction related earth-moving activities, all ground-disturbing activity within 100 feet of the resources shall be halted and the City's Community Development Director shall be notified. The project sponsor shall hire a qualified archaeologist to conduct a field investigation. The City's Community Development Director shall consult with the archaeologist to assess the significance of the find. Impacts to any significant resources shall be mitigated to a less-than-significant level through data recovery or other methods determined adequate by a qualified archaeologist and that are consistent with the Secretary of the Interior's Standards for Archaeological documentation. Any identified cultural resources shall be recorded on the appropriate DPR 523 (A-J) form and filed with the NWIC.

38. *Report of Archaeological Resources.*

If archaeological resources are identified, a final report summarizing the discovery of cultural materials shall be submitted to the City's Community Development Director prior to issuance of building permits. This report shall contain a description of the mitigation program that was implemented and its results, including a description of the monitoring and testing program, a list of the resources found and conclusion, and a description of the disposition/curation of the resources.

39. *Human Remains.*

If human remains are discovered at any project construction site during any phase of construction, all ground-disturbing activity within 100 feet of the resources shall be halted and the City's Community Development Director and the San Mateo County Coroner shall be notified immediately, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. If the remains are determined by the County coroner to be Native American, the Native American Heritage Commission (NAHC) shall be notified within 24 hours, and the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The project sponsor shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant, if any, identified by the NAHC. As necessary, the archaeologist may provide professional assistance to the Most Likely Descendant, including the excavation and removal of the human remains. The City of Burlingame shall be responsible for approval of recommended mitigation as it deems appropriate, taking account of the provisions of State law, as set forth in CEQA Guidelines section 15064.5(e) and Public Resources Code section 5097.98. The project sponsor shall implement approved mitigation, to be verified by the City of Burlingame, before the resumption of ground-disturbing activities within 100 feet of where the remains were discovered.

Geology and Soils

40. *Unique Paleontological and/or Geologic Features and Reporting.*

Should a unique paleontological resource or site or unique geological feature be identified at the project site during any phase of construction, all ground disturbing activities within 25 feet shall cease and the City's Community Development Director notified immediately. A qualified paleontologist shall evaluate the find and prescribe mitigation measures to reduce impacts to a less than significant level. Work may proceed on other parts of the project site while mitigation for paleontological resources or geologic features is implemented. Upon completion of the

paleontological assessment, a report shall be submitted to the City and, if paleontological materials are recovered, a paleontological repository, such as the University of California Museum of Paleontology.

Hazards and Hazardous Materials

41. *In accordance with FAR Part 77, an aeronautical study shall be completed by the FAA for the proposed project which analyzes the final maximum height of the proposed net poles. The project shall obtain clearance from the FAA in the form of an issuance of Determination of No Hazard prior to the commencement of construction. Any conditions set forth in the FAA Determination of No Hazard shall be incorporated into the project. The aeronautical study and Determination of No Hazard shall be submitted to the Community Development Director.*

Noise

42. *The project shall implement a noise control plan including, but not limited to, the following measures:*
- *Noise-generating construction operations shall be limited to the hours between 8 a.m. and 7 p.m. Monday through Friday, and between 9 a.m. and 6 p.m. on Saturdays, with no construction on Sundays or holidays, per BMC 13.04.100.*
 - *All construction equipment and equipment staging areas shall be located as far as possible from nearby noise-sensitive land uses.*
 - *All construction equipment shall be properly maintained and equipped with noise-reduction intake and exhaust mufflers and engine shrouds, in accordance with manufacturers' recommendations. Equipment engine shrouds shall be closed during equipment operation.*
 - *All motorized construction equipment shall be shut down when not in use to prevent idling.*
 - *The primary contractor shall prepare and implement a construction noise management plan. This plan shall identify specific measures to ensure compliance with the noise control measures specified above. The noise control plan shall be submitted to the City of Burlingame before any noise-generating construction activity begins.*

Catherine Keylon, Senior Planner

c. Topgolf, applicant

Attachments:

March 13, 2019 Planning Commission Minutes (Environmental Scoping & Design Review Study)
 Topgolf's Response Memo to Planning Commission's March 13, 2019 Meeting
 Topgolf Entitlement Application
 Topgolf Project Description
 Commercial Application
 Topgolf LED screen information
 Support email, David N., dated February 20, 2020
 Staff Comments
 Proposed Resolutions (CEQA & Entitlements)
 Notice of Public Hearing – Mailed May 1, 2020
 Area Map

Separate Attachments:

Initial Study/Mitigated Negative Declaration, dated February 2020

Response to Comments Memorandum, 10 pages, David J. Powers

- Native American Heritage Commission Comment Letter, dated February 26, 2020
- Department of Transportation Comment Letters, dated March 11, and updated March 13, 2020
- Sequoia Audubon Society, Santa Clara Audubon Society and the Sierra Club Loma Prieta Chapter Email, dated March 12, 2020