

RESOLUTION NO. 2019-xx

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF SANTA ANA RECOMMENDING TO THE CITY COUNCIL APPROVAL OF THE FOLLOWING: (1) ADOPT AN ADDENDUM TO THE ENVIRONMENTAL IMPACT REPORT FOR THE FASHION SQUARE COMMERCIAL CENTER PROJECT (SCH NO. 1983021103) AND RE-ADOPTION OF A MITIGATION MONITORING AND REPORTING PROGRAM (2) AMENDMENT APPLICATION NO. 2018-04; (3) DEVELOPMENT AGREEMENT NO. 2018-02; AND (4) TENTATIVE PARCEL MAP NO. 2018-01 AS CONDITIONED FOR THE PROJECT LOCATED AT 2800 N. MAIN STREET

BE IT RESOLVED BY THE PLANNING COMMISSION OF THE CITY OF SANTA ANA AS FOLLOWS:

Section 1. The Planning Commission of the City of Santa Ana hereby finds, determines and declares as follows:

- A. MainPlace Shoppingtown, LLC (Applicant) is requesting approval of Amendment Application No. 2018-04 pursuant to Section 41-659 et seq. (Division 2 of Article V of Chapter 41) of the Santa Ana Municipal Code to redesignate the subject property from General Commercial (C-2) to Specific Plan No. 4 (SP-4).
- B. Applicant is also requesting approval of Development Agreement No. 2018-02 for a development agreement between the City of Santa Ana and MainPlace Shoppingtown, LLC.
- C. Applicant is also requesting approval of Tentative Parcel Map No. 2018-01 as conditioned to subdivide the subject property into 10 developable parcels.
- D. On May 13, 2019, the Planning Commission of the City of Santa Ana held a duly noticed public hearing. During its deliberations, all interested persons were given full opportunity to be heard and present evidence, and the Planning Commission considered the environmental analysis and mitigation measures described in the draft Addendum to the Environmental Impact Report for the Fashion Square Commercial Center Project (SCH No. 1983021103) and Mitigation Monitoring and Reporting Program.
- E. The Planning Commission has reviewed the information presented in the Request for Planning Commission Action staff report dated May 13, 2019,

including any and all attachments therein.

- F. As part of the recommended action, the City Council will take separate actions on the following: (1) Resolution approving and adopting Addendum to the Environmental Impact Report for the Fashion Square Commercial Center Project (SCH No. 1983021103) and Mitigation Monitoring and Reporting Program, attached and included herein as Attachment A; (2) Ordinance for Amendment Application No. 2018-04, attached and included herein as Attachment B; (3) Ordinance for Development Agreement No. 2018-02, attached and included herein as Attachment C; and (4) Resolution for Tentative Parcel Map No. 2018-01 as conditioned, attached and included herein as Attachment D.

Section 2. The Planning Commission has independently reviewed and analyzed the draft Addendum to the Environmental Impact Report for the Fashion Square Commercial Center Project (SCH No. 1983021103) and Mitigation Monitoring and Reporting Program. The Addendum and Mitigation Monitoring and Reporting Program are included as Attachment A to the Request for Planning Commission Action dated May 13, 2019 for the project. Pursuant to CEQA Guidelines Section 15074(a), the Planning Commission considered the analysis and conclusion of the MND as well as the mitigations outlined in the Mitigation Monitoring and Reporting Program. The Planning Commission recommends, as a result of its consideration and the evidence presented at the hearings on this matter, that the City Council determine that, as required pursuant to the California Environmental Quality Act (CEQA) and the State CEQA Guidelines, the MND adequately addresses the expected environmental impacts of this project. On the basis of this review, the Planning Commission recommends that the City Council find that there is no substantial evidence from which it can be fairly argued that the project will have a significant adverse effect on the environment and the MND reflects the independent judgment and analysis of the City Council.

Section 3. This Planning Commission of the City of Santa Ana after conducting the public hearing hereby recommends that the City Council adopts the Addendum to the Environmental Impact Report for the Fashion Square Commercial Center Project (SCH No. 1983021103) and re-adopts the Mitigation Monitoring and Reporting Program, consistent with Public Resources Code section 21081.6; make implementation of the Mitigation Measures contained in the Mitigation Monitoring and Reporting Program a condition of approval of the Project; adopt the Mitigation Monitoring and Reporting Program; and direct that the Notice of Determination be prepared and filed with the County Clerk of the County of Orange in the manner required by law; adopt an ordinance approving Amendment Application No. 2018-04; recommends that the City Council adopt an ordinance approving Development Agreement No. 2018-02; and recommends that the City Council adopt a resolution approving Tentative Parcel Map No. 2018-01 as conditioned to facilitate construction of the subject development.

Section 4. The Applicant shall indemnify, protect, defend and hold the City and/or any of its officials, officers, employees, agents, departments, agencies,

authorized volunteers, and instrumentalities thereof, harmless from any and all claims, demands, lawsuits, writs of mandamus, and other and proceedings (whether legal, equitable, declaratory, administrative or adjudicatory in nature), and alternative dispute resolution procedures (including, but not limited to arbitrations, mediations, and such other procedures), judgments, orders, and decisions (collectively "Actions"), brought against the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof, that challenge, attack, or seek to modify, set aside, void, or annul, any action of, or any permit or approval issued by the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof (including actions approved by the voters of the City) for or concerning the project, whether such Actions are brought under the Ralph M. Brown Act, California Environmental Quality Act, the Planning and Zoning Law, the Subdivision Map Act, Code of Civil Procedure sections 1085 or 1094.5, or any other federal, state or local constitution, statute, law, ordinance, charter, rule, regulation, or any decision of a court of competent jurisdiction. It is expressly agreed that the City shall have the right to approve, which approval will not be unreasonably withheld, the legal counsel providing the City's defense, and that Applicant shall reimburse the City for any costs and expenses directly and necessarily incurred by the City in the course of the defense. City shall promptly notify the Applicant of any Action brought and City shall cooperate with Applicant in the defense of the Action.

ADOPTED this 13th day of May, 2019.

AYES: Commissioners:

NOES: Commissioners:

ABSENT: Commissioners:

ABSTENTIONS: Commissioners:

Mark McLoughlin
Chairperson

APPROVED AS TO FORM:
Sonia R. Carvalho, City Attorney

By: _____
Lisa Storck
Assistant City Attorney

CERTIFICATE OF ATTESTATION AND ORIGINALITY

I, SARAH BERNAL, Commission Secretary, do hereby attest to and certify the attached Resolution No. 2019-xx to be the original resolution adopted by the Planning Commission of the City of Santa Ana on May 13, 2019.

Date: _____

Commission Secretary
City of Santa Ana

CITY COUNCIL RESOLUTION NO. 2019-xx

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SANTA ANA APPROVING AND ADOPTING AN ADDENDUM TO THE ENVIRONMENTAL IMPACT REPORT FOR THE FASHION SQUARE COMMERCIAL CENTER PROJECT (SCH NO. 1983021103) FOR THE MAINPLACE MALL TRANSFORMATION PROJECT AND RE-ADOPTION OF A MITIGATION MONITORING AND REPORTING PROGRAM

WHEREAS, applicant MainPlace Shoppingtown, LLC (“Developer” or “Applicant”) proposes the MainPlace Mall Transformation Project (“MainPlace Project”) at 2800 N. Main Street (“Property”) in the City of Santa Ana (“City”); and

WHEREAS, the Property is an approximately 49-acre property and the current site of the existing MainPlace Mall, an enclosed 2- to 3-story shopping center with approximately 1,130,000 square feet of commercial uses; and

WHEREAS, the MainPlace Project seeks to revitalize the existing MainPlace Mall to adapt to changing market conditions, facilitate private investment, and provide a long-term development plan for the Property; and

WHEREAS, the MainPlace Project proposes a full buildout at the Property of 1,400,000 square feet of commercial, 750,000 square feet of office, 400 hotel rooms, and 1,900 residential units; and

WHEREAS, the entitlements sought for the MainPlace Project include adoption of a Specific Plan (Specific Plan No. 4), approval of a Tentative Parcel Map (Tentative Parcel Map No. 2018-01), and approval of a Development Agreement (Development Agreement No. 2018-02); and

WHEREAS, in 1983, the City Redevelopment Agency certified the Final Environmental Impact Report (“1983 EIR”) for the Fashion Square Commercial Center Project (“Originally Approved Plan”), which analyzed the potentially significant environmental impacts of a mixed-use commercial center with 1,600,000 square feet of commercial space, 1,500,000 square feet of office space, and 1,200 hotel rooms; and

WHEREAS, in 1996, Addendum ER 96-033 (“1996 Addendum”) to the 1983 EIR was prepared and approved to evaluate a then-proposed expansion of the Originally Approved Plan’s commercial uses; and

WHEREAS, pursuant to the 1983 EIR as amended by the 1996 Addendum, the Property is currently entitled for up to 1,509,255 square feet of commercial, 1,500,000 square feet of office, and 400 hotel rooms (“Current Entitlements”); and

WHEREAS, the Current Entitlements could be developed without any further discretionary permits issued by the City; and

WHEREAS, when compared against the Originally Approved Plan, the MainPlace Project represents a reduction of 200,000 square feet of commercial, a reduction of 750,000 square feet of office, a reduction of 800 hotel rooms, and the addition of 1,900 residential units; and

WHEREAS, when compared against the Current Entitlements, the MainPlace Project represents a reduction of 109,255 square feet of commercial, a reduction of 750,000 square feet of office, no change in the number of hotel rooms, and the addition of 1,900 residential units; and

WHEREAS, when compared against the existing MainPlace Mall, the MainPlace Project would permit the addition of 270,000 square feet of commercial, the addition of 750,000 square feet of office, the addition of 400 hotel rooms, and the addition of 1,900 residential units; and

WHEREAS, pursuant to the California Environmental Quality Act (Public Resources Code section 21000 et seq.) ("CEQA") and the State CEQA Guidelines (14 Cal. Code Regs. 15000 et seq.), the City is the Lead Agency for the MainPlace Project; and

WHEREAS, pursuant to CEQA, when taking subsequent discretionary actions in furtherance of a project for which an EIR has already been certified, the Lead Agency is prohibited from requiring a subsequent or supplemental EIR unless at least one of the circumstances identified in Public Resources Code section 21166 or State CEQA Guidelines section 15162 are present; and

WHEREAS, City staff has evaluated the MainPlace Project and considered whether, in light of the impacts associated with its development, any supplemental or subsequent environmental review is required pursuant to Public Resources Code section 21166 or State CEQA Guidelines section 15162; and

WHEREAS, based upon the analysis contained in the MainPlace Mall Transformation Project EIR Addendum ("2019 Addendum") City staff has concluded that none of the circumstances described in Public Resources Code section 21166 or State CEQA Guidelines section 15162 have occurred, and thus no supplemental or subsequent EIR is required; and

WHEREAS, on May 13, 2019 at a duly noticed public hearing, the Planning Commission considered the 2019 Addendum and recommended its approval to the City Council; and

WHEREAS, on June 4, 2019, at a duly noticed public meeting, the City Council has reviewed the Addendum, along with the information in the 1983 EIR and the 1996 Addendum, prior to taking action on the MainPlace Project; and

WHEREAS, all other legal prerequisites to the adoption of this Resolution have occurred.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF SANTA ANA DOES RESOLVE, DETERMINE, FIND AND ORDER AS FOLLOWS:

SECTION 1. The above recitals are true and correct and incorporated herein by reference.

SECTION 2. State CEQA Guidelines section 15164 requires lead agencies to prepare an addendum to a previously certified EIR if some changes or additions to the project are necessary, but none of the conditions requiring preparation of a subsequent EIR are present. The City Council has reviewed and considered the 1983 EIR, the 1996 Addendum, and the 2019 Addendum, and finds that these documents taken together contain a complete and accurate reporting of all of the potential environmental impacts associated with the MainPlace Project. The City Council further finds that the 2019 Addendum has been completed in compliance with CEQA and the State CEQA Guidelines. The City Council further finds and determines that the Addendum reflects the City's independent judgment.

SECTION 3. Based on the substantial evidence set forth in the record, including but not limited to the 1983 EIR, the 1996 Addendum, and the 2019 Addendum, the City Council finds that an addendum is the appropriate document for disclosing the changes to the MainPlace Mall Property, and that none of the conditions identified in Public Resources Code section 21166 and State CEQA Guidelines section 15162 requiring subsequent environmental review have occurred, because:

- (a) The MainPlace Project does not constitute a substantial change that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects.
- (b) There is not a substantial change with respect to the circumstances under which the MainPlace Project will be developed that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of the previously identified significant effects.
- (c) New information of substantial importance has not been presented that was not known and could not have been known with the exercise of reasonable diligence at the time the 1983 EIR was certified or adopted, showing any of the following: (i) that the modifications would have one or more significant effects not discussed in the earlier environmental documentation; (ii) that significant effects previously examined would be substantially more severe than shown in the earlier environmental documentation; (iii) that mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially

reduce one or more significant effects, but the applicant declined to adopt such measures; or (iv) that mitigation measures or alternatives considerably different from those analyzed previously would substantially reduce one or more significant effects on the environment, but which the applicant declined to adopt.

SECTION 4. The City Council hereby finds that certain mitigation measures identified in the 1983 EIR remain applicable to the MainPlace Project, while other mitigation measures are no longer applicable on the basis they have already been completed, or have been superseded by law. These findings are laid out more specifically in the Mitigation Monitoring and Reporting Program (“MMRP”) attached hereto as **Exhibit A**. The City Council therefore hereby re-adopts those mitigation measures identified as remaining applicable to the MainPlace Project, through the MMRP attached hereto and incorporated herein as **Exhibit A**.

SECTION 5. The City Council hereby approves and adopts the 2019 Addendum, attached hereto and incorporated herein as **Exhibit B**.

SECTION 6. The Applicant shall indemnify, protect, defend and hold the City and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, harmless from any and all claims, demands, lawsuits, writs of mandamus, and other and proceedings (whether legal, equitable, declaratory, administrative or adjudicatory in nature), and alternative dispute resolution procedures (including, but not limited to arbitrations, mediations, and such other procedures), judgments, orders, and decisions (collectively “Actions”), brought against the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof, that challenge, attack, or seek to modify, set aside, void, or annul, any action of, or any permit or approval issued by the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof (including actions approved by the voters of the City) for or concerning the project, whether such Actions are brought under the Ralph M. Brown Act, California Environmental Quality Act, the Planning and Zoning Law, the Subdivision Map Act, Code of Civil Procedure sections 1085 or 1094.5, or any other federal, state or local constitution, statute, law, ordinance, charter, rule, regulation, or any decision of a court of competent jurisdiction. It is expressly agreed that the City shall have the right to approve, which approval will not be unreasonably withheld, the legal counsel providing the City’s defense, and that Applicant shall reimburse the City for any costs and expenses directly and necessarily incurred by the City in the course of the defense. City shall promptly notify the Applicant of any Action brought and City shall cooperate with Applicant in the defense of the Action.

SECTION 7. The City Council directs staff to prepare, execute and file a CEQA Notice of Determination with the Orange County Clerk’s Office within five working days of the City Council’s approval of the MainPlace Project.

SECTION 8. The 1983 EIR, the 1996 Addendum, and the 2019 Addendum, and any other documents and materials that constitute the record of proceedings upon which these findings have been based are on file and available for public review at Santa Ana City Hall, Planning and Building Agency, M20, 20 Civic Center Plaza, Santa Ana, California 92802. The custodian of these records is Norma Mitre, Acting City Clerk for the City.

SECTION 9. The Clerk of the Council shall certify to the adoption of this ordinance and cause the same to be published in the manner prescribed by law.

ADOPTED this 4th day of June, 2019.

AYES: Councilmembers:

NOES: Councilmembers:

ABSTAIN: Councilmembers:

NOT PRESENT: Councilmembers:

Miguel A. Pulido
Mayor

APPROVED AS TO FORM:
Sonia R. Carvalho, City Attorney

By: _____
Lisa Storck, Assistant City Attorney

CERTIFICATE OF ATTESTATION AND ORIGINALITY

I, NORMA MITRE, Acting Clerk of the Council, do hereby attest to and certify the attached Ordinance No. 2019-xx to be the original ordinance adopted by the City Council of the City of Santa Ana on _____, 2019.

Date: _____

Norma Mitre
Acting Clerk of the City Council
City of Santa Ana

EXHIBIT A
MITIGATION MONITORING AND REPORTING PROGRAM

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
Final EIR Section 5.1: Land Use				
MM 5.1-1: (a) The project should be landscaped similar to or more extensive than the existing landscaping in order to buffer the development from surrounding residential areas as much as possible.	Applicable and ongoing	Implementation: Applicant Monitor: City Planning Department	As individual development projects within the Specific Plan are submitted for Development Project Review process	
MM 5.1-1: (b) All tenants displaced by the project will be provided assistance in accordance with State law and Santa Ana Redevelopment Agency policies.	Not applicable: Subsection (b) is no longer applicable because it addressed the displacement of tenants associated with demolition of the open-air Fashion Square Shopping Center to construct the enclosed shopping center. Additionally, policies of the prior Santa Ana Redevelopment Agency are not applicable. Existing tenants of MainPlace Mall occupy space under lease agreements. Further, no tenants will be displaced by the MainPlace Project.	--	--	--
MM 5.1-1: (c) The Agency and the Project Participants should offer KLST land (including the Agency owned land to the south of the Fidelity Savings Building and a portion of the project site in the near vicinity at fair market value (or fair rent, if a lease arrangement is	Not applicable: Subsection (c) is no longer applicable because the 2700 Main Street office building has surface parking on the parcel. No additional parking is required to be provided for this off-site property.	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
preferred) in trade-off against the acquisition of Sales Parcels 3 and 5. The land area so offered should be sufficient to allow a total of at least 351 parking spaces serving the Fidelity Savings building assuming a maximum permitted amount of small car spaces, with the Agency and/or Project Participants bearing any necessary design and installation costs.				
MM 5.1-1: (d) Ultimate development of the project site should occur through the specific plan process. The specific plan should provide information on how the project would incorporate pedestrian walkways, building configurations, and open space with key transit routes.	Applicable and ongoing	Implementation: Applicant Monitoring: City Planning Department	Upon approval of the Specific Plan As individual development projects within the Specific Plan are submitted for Development Project Review process	
Final EIR Section 5.4: Biota				
MM 5.4-1: The Participation Agreement requires the Project Participant to provide adequate landscaping on the	Applicable and ongoing, as modified: The wording has been updated to be consistent with Section 5, Administration and Implementation, of the MainPlace Specific Plan. The revision does	Implementation: Applicant Monitoring: City Planning	As individual development projects within the Specific Plan are	

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
site and provide for the Redevelopment Agency to approve all preliminary and final landscaping plans submitted by the Participant.	not change the intent of the measure. MM 5.4-1: The Applicant shall provide adequate landscaping on the site. The Planning and Building Agency Executive Director or designee shall be the review and approval authority for all preliminary and final landscaping plans submitted by the Applicant.	Department Executive Director or designee	submitted for Development Project Review process	
Final EIR Section 5.6: Traffic and Circulation				
MM 5.6-1: Contribute a one percent (1%) assessment fee to the City of Santa Ana and City of Orange Transportation System Improvement Program (TSIP) to fund needed transportation improvements in the area identified in the Phase Two TSIP Study. The TSIP Assessment Fee of one percent of project building cost is expected to generate only half of the cost of the recommended Phase Two TSIP Plan. The Fashion Square development (the developers themselves and the Redevelopment Agency alike)	Not applicable: The mitigation measure has already been implemented and therefore does not need to be carried forward. The Final EIR identified eight traffic-related mitigation measures. Mitigation Measure 5.6-1 was previously implemented. Accordingly, all of the traffic improvements the Redevelopment Agency and City determined were necessary to accommodate the Original Project have already been implemented. Many of the transportation system improvements currently in place were constructed as part of the mitigation program for the Fashion Square project to accommodate the full development contemplated in the Final EIR. No additional mitigation is required.	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
must be prepared to fund those areawide transportation improvements which principally benefit their project as well as contribute a one percent assessment to the TSIP Program.				
<p>MM 5.6-2: Provide funding for construction of a pair of new freeway ramps on the west side of Fashion Square linking the Santa Ana Freeway with a public road surrounding the project.</p> <p>These two new ramps will connect with a public street and as such, provide overall benefit to the general public. However, the primary need for and beneficiary of this improvement is the Fashion Square development itself. The cost of this improvement is included in the overall TSIP Plan, but that program is underfunded by approximately 50 percent. Consequently, the cost of any transportation improvements which relate to</p>	<p>Not applicable: Final EIR Mitigation Measure 5.6-2 required the developer of the Mall to "[p]rovide funding for the construction of a pair of new freeway ramps on the west side of Fashion Square linking the Santa Ana Freeway with a public road surrounding the project" (the future MainPlace Drive) but was determined to be infeasible, and replaced with an obligation to contribute to the cost of other ramps then planned by Caltrans. This change was documented in a 1992 amendment to the Participation Agreement between the City's Redevelopment Agency and the Mall developer (Third Amendment to Participation Agreement, p. 2.), which explained:</p> <p>"It has now been determined that the ramps specified in the Participation Agreement cannot be constructed, but that ramps providing substantially similar value to the transportation system are planned for construction...."</p> <p>The alternative ramps identified in the amended</p>	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
<p>and directly benefit a single development, should be borne by that development.</p> <p>Construction of these two ramps will substantially improve the freeway access of the Fashion Square site and permit traffic to enter and exit the development with no delay from traffic congestion on the surrounding arterial street system.</p>	<p>Participation Agreement, consisting of an off-ramp from southbound I-5 to North Broadway and an on-ramp from Main Street to northbound I-5, were thereafter constructed.</p> <p>Accordingly, all of the traffic improvements the Redevelopment Agency and City determined were necessary to accommodate the Original Project have already been implemented. Many of the transportation system improvements currently in place were constructed as part of the mitigation program for the Fashion Square project to accommodate the full development contemplated in the Final EIR. No additional mitigation is required.</p>			
<p>MM 5.6-3: Widen Main Street along the Fashion Square frontage to provide four southbound lanes and a 26-foot-wide median island to accommodate dual northbound left turn lanes and the columns of the future North-South Transit Guideway. A total curb to curb width of 124 feet will be required for an ultimate eight lane section planned on Main Street. The increased width will be the general responsibility of</p>	<p>Not applicable: Final EIR Mitigation Measure 5.6-3 has been superseded by the General Plan Circulation Element, which identifies Main Street as a 6 lane major arterial. Further, the Traffic Impact Analysis, which is based on existing conditions, determines no widening of Main Street is necessary to reduce any potential impacts. No additional mitigation is required.</p>	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
developments planned on both sides of Main Street, but some transitions in alignment may be necessary to minimize impacts to existing buildings.				
MM 5.6-4: Construct a public roadway around the west side of the site from the intersection of Owens Drive/Broadway to Main/Town and Country. This public road shall have a capacity of 16,000 ADT and connect the new freeway ramps with Main Street and Broadway/Owens Drive. This public road will provide an alternative means of access to Fashion Square and allow traffic to virtually avoid use of (and impact upon) Main Street. This new road will provide direct access to/from the 1-5 Freeway in order to relieve pressure at the existing Main Street Interchange. Dedication of the roadway as a public street is required to satisfy CalTrans standards for construction of ramp facilities	Not applicable: Final EIR Mitigation Measure 5.6-4 was previously implemented. No additional mitigation is required. Further, the freeway ramps were determined infeasible, and this change was documented in a 1992 amendment to the Participation Agreement between the City's Redevelopment Agency and the Mall developer (Third Amendment to Participation Agreement, p. 2.).	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
on public roads.				
<p>MM 5.6-5: A. Provide for redesign and reconstruction of the Main Street Entrance to Fashion Square to accommodate two entry and exit lanes and a left turn pocket. The entrance shall be integrated with the new public roadway planned around the site to link with Bedford Road, the freeway ramps and Broadway/Owens Drive. The signalized entrance shall be modified to include separate left turn phasing.</p> <p>B. Provide sufficient funding for the reconstruction of the median island on Town and Country Road to include a separate westbound left turn lane. The existing median is a wide landscaped island with no separate turning lane.</p> <p>Fashion Square will be the primary beneficiary of this reconstruction even though the new westbound left turn lane is</p>	Not applicable: Final EIR Mitigation Measure 5.6-5 was previously implemented. No additional mitigation is required.	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
not intended to directly serve Fashion Square traffic. Widening of the Main Street Entrance will mitigate the effect of increased traffic (primarily east-west direction) created by expansion of the shopping center.				
<p>MM 5.6-6: Provide for installation of two new traffic signals on La Veta Avenue at Bedford Road and the off-ramp from the southbound Rte. 57 Freeway.</p> <p>In order to facilitate access to Fashion Square from the Rte. 57 Freeway a traffic signal will be needed on Bristol Street/La Veta at the off-ramp location. Presently, this intersection is controlled only by stop signs and a left turn from the off-ramp to La Veta Avenue involves considerable delay. This off-ramp provides a convenient route to Fashion Square and allows southbound freeway traffic to avoid congestion encountered at the</p>	Not applicable: Final EIR Mitigation Measure 5.6-6 was previously implemented. No additional mitigation is required.	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
I-5/57/22 Interchange. To promote use of this alternative access, especially by commuters, signalization of two intersections is necessary. One location, Bristol/La Veta at the Freeway off-ramp is under the jurisdiction of the State and the other intersection, La Veta/Bedford is the responsibility of the City of Orange.				
<p>MM 5.6-7: Develop and maintain an aggressive Transportation Systems Management (TSM) Program designed to maximize use of transit and ride sharing and staggering of work hours.</p> <p>A realistic target of 20 percent increase in ride sharing and transit usage is established as the goal for a TSM Program. The developer shall be required to develop a program designed to achieve the goal and submit this program to the City for approval. In addition, the developer will be required to</p>	Ongoing and applicable	<p>Implementation: Applicant</p> <p>Monitor: City Planning Department</p>	Ongoing	

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
<p>provide a Transportations System Management Coordinator to actively pursue implementation of the TSM/Parking Management Program. This position need not necessarily be on a full time basis until such time as implementation of a substantial portion of the proposed office use is underway.</p> <p>The developer also shall be required to provide and maintain a security force whose task, among others, shall be to enforce all on-site parking regulations.</p>				
<p>MM 5.6-8: A. Design buildings to accommodate second level access from a future transit station on Main Street in the vicinity of Town and Country Road and/or a possible future grade separated pedestrian bridge connecting developments on both sides of Main Street. The buildings and internal pedestrian circulation</p>	<p>Not applicable: Final EIR Mitigation Measure 5.6-8 was previously implemented. No additional mitigation is required. No transit station was ever built and none are currently planned in this location.</p>	<p>--</p>	<p>--</p>	<p>--</p>

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
<p>should be designed to allow for such future improvements, which would serve to minimize at-grade pedestrian crossing of Main Street at street level. (Main Street will be a 124-foot-wide with high volumes of turning traffic and transit operations).</p> <p>B. On-site pedestrian circulation must be maximized to facilitate easy movement of people between buildings. Vehicular traffic must be intercepted at major entrances along the public service road and channelized quickly to parking areas. Convenient pedestrian facilities must be provided from the parking areas to the buildings and to the transit station/bus stops.</p>				
Final EIR Section 5.9: Shade/Shadow, Solar Glare, Illumination				
5.9-1: Development plans submitted to the Agency for approval pursuant to the Participation Agreement should be accompanied by a	Not applicable: The mitigation measure is not applicable to the MainPlace Project and therefore does not need to be carried forward. The Fashion Square Commercial Center Final EIR concluded that depending on the height and	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
<p>shade/shadow analysis in order to determine the best building locations and heights for the structures which could result in the least shade/shadow impact, if any, to the surrounding land uses.</p>	<p>location of buildings, the project could have shade/ shadow impacts to surrounding land uses, including residential areas. The EIR analysis looked at three residential development in the project area and concluded that the project could have significant and unavoidable shade/ shadow impacts. That conclusion was based on the fact that there was “no absolute height limit” applicable to development of the project.</p> <p>The Specific Plan Project would restrict buildings fronting Main Street to a maximum of 20 stories, and buildings on all other portions of the project site to a maximum of 10 stories. Thus, as further explained below, the project would not have significant and unavoidable shade/ shadow impacts based on the analysis set forth in the Final EIR.</p> <p>§ Residential Area A is southeast of Main Street. At the time of the EIR, residential development was located north and south of the Santiago Creek Trail. Residential development on the southeast corner of the intersection of Main Street at Memory Lane is now office uses. Table 23 of the EIR indicated that a 21-story building would need to be setback approximately 500 feet from the project boundary to preclude shadows. At its nearest point, on-site development would be approximately 1,000</p>			

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
	<p>feet from existing off-site single-family residences on Spurgeon Street and E. Virginia Avenue. Therefore, no shade/shadow impacts would occur based on the analysis in the Final EIR.</p> <p>§ Residential Area B is southwest of the project site and west of I-5. The Final EIR noted that "A building between 8 and 19 stories tall could be located in the southwest portion of the site and not cast shadows to residential area "B". Under the Specific Plan, buildings adjacent to I-5 would not exceed 10 stories. Therefore, no shade/shadow impacts would occur based on the analysis in the Final EIR.</p> <p>§ Residential Area C is the single-family residences north of SR-22. The EIR states: "A building from 19 to 52 stories tall could be located along the northern project boundary before any shadows were cast to residential area "C"." Therefore, no shade/shadow impacts would occur based on the analysis in the Final EIR.</p>			
MM 5.9-2: Non-reflective building exteriors should be used, unless the buildings are oriented so that their surfaces are directed away from other structures, roadways and	Applicable and ongoing, as modified: The Specific Plan states: DG – 63: All materials for exterior applications should be finished. Inappropriate materials for exterior applications include: (a) Plastics/Plastic Laminates; (b) Asphalt shingles; (c) Corrugated	Implementation: Applicant Monitoring: City Planning Department	Upon issuance of building permits	

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
residential areas in the project area.	<p>fiberglass, or plastic; (d) Plywood or similar; (e) Highly reflective materials</p> <p>DG – 65: Colors should be non-reflective. Colors and materials should be subdued or flat-toned so as not to produce excessive reflected glare from the sun.</p> <p>MM 5.9-2 is revised as follows: Non-reflective or low-reflective exterior building materials and colors should be used, unless the buildings are oriented so that their surfaces are directed away from other structures, roadways and residential areas in the project area.</p>			
MM 5.9-3: All on-site lighting should be directed downward and shielded from surrounding land uses. Low-intensity lighting in the parking areas should be utilized and flood lighting should be discouraged.	Applicable and ongoing	<p>Implementation: Applicant</p> <p>Monitoring: City Planning Department</p>	Upon issuance of building permits	
Final EIR Section 5.10: Aesthetics				
MM 5.10-1: The Participation Agreement incorporates standards and controls which would preclude any development which is unacceptable to the	<p>Applicable and ongoing, as modified: The wording has been updated to be consistent with Section 5, Administration and Implementation, of the MainPlace Specific Plan. The revision does not change the intent of the measure.</p> <p>MM 5.10-1: All buildings would be</p>	<p>Implementation: Applicant</p> <p>Monitoring: City Planning Department</p>	As individual development projects within the Specific Plan are submitted for Development Project	

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
<p>community on aesthetic grounds.</p> <p>Pursuant to the Participation Agreement, all buildings would be constructed of high architectural quality with landscaped areas. The structures must be effectively and aesthetically designed. The shape, scale of volume, exterior design and exterior finish of each building must be consistent with, visually related to, physically related to and an enhancement to each other and the surrounding project area. Landscaping would be provided to integrate this project with adjacent projects. Architectural, landscape and site plans must be approved by the Agency.</p>	<p>constructed of high architectural quality with landscaped areas. The structures must be effectively and aesthetically designed. The shape, scale of volume, exterior design and exterior finish of each building must be consistent with, visually related to, physically related to and an enhancement to each other and the surrounding project area. Landscaping would be provided to integrate this project with adjacent projects. The Planning and Building Agency Executive Director or designee shall be the review and approval authority for architectural, landscape, and site plans.</p>		Review process	
Final EIR Section 5.13: Public Services and Utilities				
MM 5.13-1: Police: The Participants should provide a private security force to respond to business and customer needs. The presence	Applicable and ongoing	<p>Implementation: Applicant</p> <p>Monitoring: City Planning</p>	Ongoing	

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
of a security force would also have a deterrent effect on crime.		Department		
MM 5.13-2: Fire: The project developers shall maintain the current underground water reservoir with auxiliary pumps (or provide its equivalent at an alternative location) and expand such system upon development of the site as necessary for compliance with Fire Code requirements.	<p>Applicable and ongoing, as modified: There are four existing fire service water connections to the City main in MainPlace Drive. Infrastructure upgrades will be provided as needed to meet fire flow requirements of the Orange County Fire Authority.</p> <p>MM 5.13-2: Fire: The project developers shall expand fire service infrastructure such system upon development of the site as necessary for compliance with Fire Code requirements.</p>	<p>Implementation: Applicant</p> <p>Monitoring: City Planning Department</p>	Upon issuance of building permits	
Final EIR Section 5.14: Energy Consumption				
MM 5.14-1: The orientation of building glazing areas, overhangs, and site landscaping should be selected in order for solar radiation to reach indoor areas during the winter months to reduce heating loads. The same principal should be incorporated for the summer months, so that building glazing, overhangs and	Not applicable: The mitigation measure has been superseded by building code requirements. As individual projects are considered by the City of Santa Ana, the buildings would be required to comply with the most current version of Title 24. The energy efficiency standards of Title 24 substantially exceed the air quality and energy conversation levels that would occur with the Final EIR measure. Therefore, the project's compliance with Title 24 which would fulfill the requirements of this mitigation measure.	--	--	--

1983 Final EIR Mitigation Measures (MMs)	Applicable to MainPlace Mall Transformation Mitigation Program?	Responsibility	Timing	Monitor (Signature Required) (Date of Compliance)
landscaping will reduce the amount of solar radiation reaching the interior of the buildings which will reduce air conditioning loads.	Title 24, California Building Standards, contains the energy efficiency standards related to residential and nonresidential buildings. Title 24 standards are based, in part, on a State mandate to reduce California's energy demand. These are prescriptive standards that establish maximum energy consumption levels for the heating and cooling of new buildings. A new development project is required to incorporate the most recent Title 24 standards in effect at the time a building permit application is submitted. The 2016 standards went into effect on January 1, 2017. California's energy efficiency standards are updated on an approximate three-year cycle.			

EXHIBIT B

MAINPLACE MALL TRANSFORMATION PROJECT EIR ADDENDUM

The MainPlace Mall Transformation Project EIR Addendum and Technical Appendices is available online at:

<https://www.santa-ana.org/pb/planning-division/major-planning-projects-and-documents/main-place-mall-transformation-project>

Or by visiting:

Planning and Building Agency – Planning Division Public Counter

20 Civic Center Plaza

Santa Ana, CA 92701

CITY COUNCIL ORDINANCE NO. 2019-xx

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY
OF SANTA ANA APPROVING AMENDMENT
APPLICATION NO. 2018-04 FOR THE MAINPLACE MALL
SPECIFIC PLAN FOR THE PROPERTY LOCATED AT
2800 NORTH MAIN STREET

WHEREAS, the City of Santa Ana ("City") is authorized pursuant to Government Code Sections 65450 through 65457 and the Santa Ana City Charter to adopt specific plans to implement its General Plan by acting as statements of planning policy that refine the general plan policies applicable to a defined area, by directly regulating land use, or by bringing together detailed policies and regulations into a focused development scheme; and

WHEREAS, applicant MainPlace Shoppingtown, LLC ("Developer") proposes the MainPlace Mall Transformation Project ("MainPlace Project") at 2800 N. Main Street ("Property") in the City, more particularly described in **Exhibit A**, attached hereto and incorporated herein by this reference; and

WHEREAS, the Property is an approximately 49-acre property and the current site of the existing MainPlace Mall, an enclosed 2- to 3-story shopping center with approximately 1,130,000 square feet of commercial uses; and

WHEREAS, the MainPlace Project seeks to revitalize the existing MainPlace Mall to adapt to changing market conditions, facilitate private investment, and provide a long-term development plan for the Property; and

WHEREAS, the MainPlace Project proposes a full buildout at the Property of 1,400,000 square feet of commercial, 750,000 square feet of office, 400 hotel rooms, and 1,900 residential units; and

WHEREAS, the entitlements sought for the MainPlace Project include adoption of a Specific Plan (Specific Plan No. 4) approval of a Tentative Parcel Map (Tentative Parcel Map. 2018-01), and approval of a Development Agreement (Development Agreement No. 2018-02); and

WHEREAS, the General Plan land use designation for the Property is District Center and zoning for the Property is General Commercial (C2); and

WHEREAS, the proposed MainPlace Mall Specific Plan ("Specific Plan"), attached hereto and incorporated herein as **Exhibit B**, would regulate and guide land development, design, as well as plan administration and implementation for the Property and the MainPlace Project; and

WHEREAS, pursuant to SB 18, which requires local governments to consult with California Native American Tribes before adopting or amending a specific plan, the City contacted the Native American Heritage Commission (NAHC) to request a list of tribes that should be consulted about the MainPlace Project, and NAHC provided a list of six tribes; and

WHEREAS, on January 28, 2019, the City formally invited the six Native American Tribes identified by NAHC (Juaneno Band of Mission Indians Acjachemen Nation, Gabrielino-Tongva Tribe, Gabrielino Tongva Indians of California Tribal Council, Gabrielino/Tongva Nation, Gabrieleno/Tongva San Gabriel Band of Mission Indians, and Gabrieleno Band of Mission Indians –Kizh Nation) to consult and none responded requesting consultation; and

WHEREAS, the Specific Plan came before the Planning Commission for a duly noticed public hearing on May 13, 2019. At that hearing, the Planning Commission recommended that the City Council approve said Specific Plan; and

WHEREAS, the City Council has determined that by adopting the Specific Plan, the City will promote orderly growth and quality development on the Property in accordance with the goals and policies set forth in the General Plan; and

WHEREAS, the physical effects, if any, of the MainPlace Project and this Development Agreement have been analyzed pursuant to California Environmental Quality Act ("CEQA") (Pub. Resources Code section 21000 et seq.) in the certified Final Environmental Impact for the Fashion Square Commercial Center Project ("1983 EIR"), Addendum ER 96-033 to that 1983 EIR ("1996 Addendum), and the MainPlace Mall Transformation Project EIR Addendum ("2019 Addendum), and together these documents contain a complete and accurate reporting of all of the potential environmental impacts associated with the MainPlace Project.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF SANTA ANA DOES RESOLVE, DETERMINE, FIND AND ORDER AS FOLLOWS:

SECTION 1. CEQA. The City Council of the City of Santa Ana hereby finds, determines, and declares as follows:

Based on the substantial evidence set forth in the record, including but not limited to the 1983 EIR, the 1996 Addendum, and the 2019 Addendum, the City Council finds that an addendum is the appropriate document for disclosing the changes to the MainPlace Mall Property, and that none of the conditions identified in Public Resources Code section 21166 and State CEQA Guidelines section 15162 requiring subsequent environmental review have occurred, because:

- A. The MainPlace Project does not constitute a substantial change that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a

substantial increase in the severity of previously identified significant effects.

- B. There is not a substantial change with respect to the circumstances under which the MainPlace Project will be developed that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of the previously identified significant effects.
- C. New information of substantial importance has not been presented that was not known and could not have been known with the exercise of reasonable diligence at the time the 1983 EIR was certified or adopted, showing any of the following: (i) that the modifications would have one or more significant effects not discussed in the earlier environmental documentation; (ii) that significant effects previously examined would be substantially more severe than shown in the earlier environmental documentation; (iii) that mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce one or more significant effects, but the applicant declined to adopt such measures; or (iv) that mitigation measures or alternatives considerably different from those analyzed previously would substantially reduce one or more significant effects on the environment, but which the applicant declined to adopt.

SECTION 2. GENERAL PLAN CONSISTENCY. Based on the entire record before the City Council, including all written and oral evidence presented to the City Council, the City Council hereby finds that the Specific Plan is compatible with the objectives, policies, and general plan land use programs specified in the General Plan for the City of Santa Ana in that:

- A. The City of Santa Ana has officially adopted a General Plan.
- B. The land uses and development authorized by the Specific Plan, and the Specific Plan itself, are compatible with the objectives, policies, general land uses, and programs specified in the General Plan, for the following reasons:
 - 1. The existing General Plan land use designation for the Property is District Center—intended to serve as an anchor to the City’s commercial corridors, and to accommodate major development activity. District Centers are to be developed with an urban character that includes a mixture of high-rise office, commercial, and residential uses which provide shopping, business, cultural, education, recreation, entertainment, and housing opportunities.

2. The proposed project will support several goals and policies of the General Plan, including:
 - a. Housing Element (HE) Goal 2: Create diversity of quality housing, affordability levels, and living experiences that accommodate Santa Ana's residents and workforce of all household types, income levels, and age groups to foster an inclusive community.
 - b. HE Policy 2.2: Create high intensity, mixed-use urban villages and pedestrian-oriented experiences that support the mid- to high-rise office centers, commercial activity, and cultural activities in the varied District Centers.
 - c. HE Policy 4.4: Provide adequate rental and ownership housing opportunities and supportive services.
 - d. Land Use (LU) Element Goal 1: Promote a balance of land uses to address basic community needs.
 - e. LU Policy 1.2: Maintain and foster a variety of residential land uses in the City.
 - f. LU Policy 4.3: Support land uses which provide community and regional economic and service benefits.
 - g. LU Policy 4.4: Encourage the development of projects which promote the City's image as a regional activity center.
 - h. LU Policy 5.5: Encourage development which is compatible with, and supportive of surrounding land uses.
 - i. LU Policy 5.7: Anticipate that the intensity of new development will not exceed available infrastructure capacity.
 - j. Land Use (LU) Element Goal 6: Reduce residential overcrowding to promote public health and safety.
 - k. Urban Design (UD) Element Goal 1: Improve the physical appearance of the City through development of districts that project a sense of place, positive community image, and quality environment.
 - l. UD Policy 1.1: New development and redevelopment must have the highest quality design, materials, finishes and construction.

- C. The proposed Specific Plan will not adversely affect the public health, safety, and welfare in that the Specific Plan will not result in incompatible land uses on adjacent properties, inconsistencies with any General Plan goals or policies, or adverse impacts to the environment.

SECTION 3. EFFECTIVENESS. The Specific Plan shall not be effective unless and until the following is adopted and become effective: Resolution No. 2019-xx (2019 Addendum). If the approvals and the Specific Plan are for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, or otherwise does not go into effect for any reason, then the Specific Plan shall be null and void and have no further force and effect.

SECTION 4. INDEMNIFICATION. The Developer shall indemnify, protect, defend and hold the City and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, harmless from any and all claims, demands, lawsuits, writs of mandamus, and other and proceedings (whether legal, equitable, declaratory, administrative or adjudicatory in nature), and alternative dispute resolution procedures (including, but not limited to arbitrations, mediations, and such other procedures), judgments, orders, and decisions (collectively "Actions"), brought against the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof, that challenge, attack, or seek to modify, set aside, void, or annul, any action of, or any permit or approval issued by the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof (including actions approved by the voters of the City) for or concerning the Project, whether such Actions are brought under the Ralph M. Brown Act, California Environmental Quality Act, the Planning and Zoning Law, the Subdivision Map Act, Code of Civil Procedure sections 1085 or 1094.5, or any other federal, state or local constitution, statute, law, ordinance, charter, rule, regulation, or any decision of a court of competent jurisdiction. It is expressly agreed that the City shall have the right to approve, which approval will not be unreasonably withheld, the legal counsel providing the City's defense, and that Developer shall reimburse the City for any costs and expenses directly and necessarily incurred by the City in the course of the defense. City shall promptly notify the Developer of any Action brought and City shall cooperate with Developer in the defense of the Action.

SECTION 5. CITY COUNCIL ACTION. The City Council hereby approves the MainPlace Mall Specific Plan, attached hereto and incorporated herein as **Exhibit B**, and which shall not take effect unless and until the 2019 Addendum is certified by the City Council.

SECTION 6. PUBLICATION. The Clerk of the Council shall certify to the adoption of this ordinance and cause the same to be published in the manner prescribed by law.

ADOPTED this 4th day of June, 2019.

AYES: Councilmembers:

NOES: Councilmembers:

ABSTAIN: Councilmembers:

NOT PRESENT: Councilmembers:

Miguel A. Pulido
Mayor

APPROVED AS TO FORM:
Sonia R. Carvalho, City Attorney

By: _____
Lisa Storck, Assistant City Attorney

CERTIFICATE OF ATTESTATION AND ORIGINALITY

I, NORMA MITRE, Acting Clerk of the Council, do hereby attest to and certify the attached Ordinance No. 2019-xx to be the original ordinance adopted by the City Council of the City of Santa Ana on _____.

Date: _____

Norma Mitre
Acting Clerk of the City Council
City of Santa Ana

EXHIBIT A
PROJECT SITE



Figure 1-2: Specific Plan Area

EXHIBIT B

MAINPLACE MALL SPECIFIC PLAN

MAINPLACE



SPECIFIC PLAN (SP-4)

MAY 2019

Draft

MAINPLACE SPECIFIC PLAN (SP-4)

May 2019

Prepared For:

City of Santa Ana

Submitted By

Centennial

Prepared By:

Kimley»Horn

Kimley-Horn and Associates
765 The City Drive, Suite 200
Orange, California 92868

In Association with:

OmniPlan Architecture

KTGY Architecture



MAINPLACE SPECIFIC PLAN (SP-4)

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Executive Summary

Plan Vision and Purpose

The purpose of the MainPlace Specific Plan is to transform MainPlace mall into a high-quality, family-oriented retail, entertainment, and dining destination. The plan will add a mixture of uses that create an energetic live/work atmosphere within the Specific Plan area that embraces and enlivens the surrounding community while creating a mixed-use urban village with a revitalized mall at its central core.

The plan will transform the property to meet the demands of current and future market trends by weaving housing, businesses, and amenities into the fabric of the mall environment. The plan will restore MainPlace's prominence within Santa Ana and the surrounding region and increase the site's value to the community, as well as its potential to attract businesses, employees, visitors, shoppers, and residents to this new urban district.





The Specific Plan provides the vision for MainPlace and aims to create:

- A Vibrant Mixed-Use district;
- A Live-Work-Play Environment;
- Unique Destination with a sense of place;
- An Urban Village integrated with the existing commercial uses;
- Professional Office environment to add job-creating uses;
- An Entertainment District – Hotels, Cinema, Food Hall, Restaurants, Experiential learning, Commercial Recreation, Shops & Event Spaces; and
- Multi-Family Residential to activate the new district.

The Specific Plan also strives to:

- Add to Santa Ana's already rich cultural identity; and
- Revitalize the retail heart & add complementary uses.

Location

The Specific Plan area is located on the north edge of the City of Santa Ana, between Main Street on the east, and State Route 22 (SR-22) and Interstate 5 (I-5) to the north and west. Access to the Specific Plan area is primarily from Main Street, and Main Place Drive, which surrounds the mall and its parking areas.

Plan Summary

The land use program will include the development of the following to provide a mixed-use project with a modern look and feel:

- Up to 750,000 square feet of office uses, generally facing Main Street. This is a reduction from existing entitlements, which allow up to 1,500,000 square feet;
- Removal of a portion of the JC Penney area of the mall and add commercial square footage, bringing the total retail at the mall to approximately 1,400,000 square feet. This is a reduction from existing entitlements which allow up to 1,509,255 square feet. This would occur during the later phases of development;
- Up to 400 hotel rooms, as allowed by existing entitlements;
- Up to 1,900 multi-family units;
- A village green designed to accommodate a variety of open space and programming uses; and
- Vacation of a portion of Main Place Drive between Bedford Road and Main Street, replacing it with a private driveway.

To accomplish this mixed-use vision, the site will be divided into ten planning areas/parcels. These areas may be subject to further subdivision in the future.

Table ES-1 summarizes the proposed changes to the existing entitlements.

Table ES-1 Existing and Proposed Entitlement Summary			
Land Use	Original Approval 1983	Parcel Map 2000	Specific Plan 2019
Retail	1,600,000 sf ¹	1,509,255 sf	1,400,000 sf
Office	1,500,000 sf	1,500,000 sf	750,000 sf
Hotel	1,200 rooms	400 rooms	400 rooms
Residential	--	--	1,900 units

¹ Included both existing retail of 400,000 sf plus addition of 1,200,000 sf.



Sustainable Design

The Specific Plan includes multiple sustainable design features. These encompass features that implement elements of sustainable development, including performance standards, pedestrian connectivity, water conservation, and solid waste diversion.

Where provided, these features are a requirement of the project, to be implemented as part of development plan review for individual implementing development projects as they are submitted to the City of Santa Ana for review.



1 INTRODUCTION





1.1 Context and Setting

MainPlace Mall has evolved over several decades, from the original open-air Fashion Square shopping center to the present enclosed mall of approximately 1,130,000 square feet of commercial uses. The Specific Plan area consists of approximately 49¹ acres, with private internal driveways, private and public infrastructure, and a ring road (Main Place Drive) that is a public right-of-way.

The site has long been planned for further development. This plan will modify the entitlements to allow more flexibility in the further development of the site, reducing the allowed office and retail uses and adding residential uses. This diverse mixture of uses implements the purpose of the General Plan's District Center land use by adding residential uses in a mixed-use setting.

1.1.1 Specific Plan Area and Ownership

As shown in Exhibit 1.1, *Location Map* and 1-2, *Specific Plan Area*, MainPlace Mall is located at 2800 North Main Street in the northern edge of the City of Santa Ana. The Specific Plan Area is generally bounded by Main Street to the east, the Garden Grove (SR-22) Freeway to the north, the Santa Ana (I-5) Freeway to the west and Main Place Drive to the south. The property consists of the following assessor's parcel numbers (note that the Assessor Parcel Map has not been updated to reflect the recorded Parcel Map): 002-210-48, 002-221-27, 002-221-28 (Macy's), 002-221-30, 002-221-51, 002-221-52, 002-222-01.

1.1.2 Existing Setting and Surrounding Uses

The existing mall is broken into eight parcels based on recorded Parcel Map No. 99-152, plus the separate Macy's parcel.

mall includes 1,130,000 square feet of retail uses within an enclosed mall building. Land uses surrounding the Specific Plan area are predominantly large roadways and freeways and commercial uses, with limited residential in the vicinity. The Discovery Science Center is located approximately 800 feet to the south. The approximately 49-acre Specific Plan area is surrounded by the following uses:

North: The site is bordered by SR-22 on the north, with single-family residential and office uses beyond, in the City of Orange.

South: The site is bordered by Main Place Drive on its southern edge, with an existing office building on its southeastern corner and professional office zoning (SD-65) beyond.

East: The site is bordered by Main Street on its eastern edge with mixed-use zoning (SD-59) and commercial and multi-family uses in the City of Orange beyond.

West: The site is bordered by I-5 on the west, with single-family residential uses beyond.

Primary arterial access to the Specific Plan area is from Main Street, Town and Country Road, and Broadway, which provide access to I-5 and SR-22. Topographically the site is relatively flat, gently sloping towards the west.

¹ The gross acreage of the Specific Plan includes vacated right-of-way and the Macy's parcel.

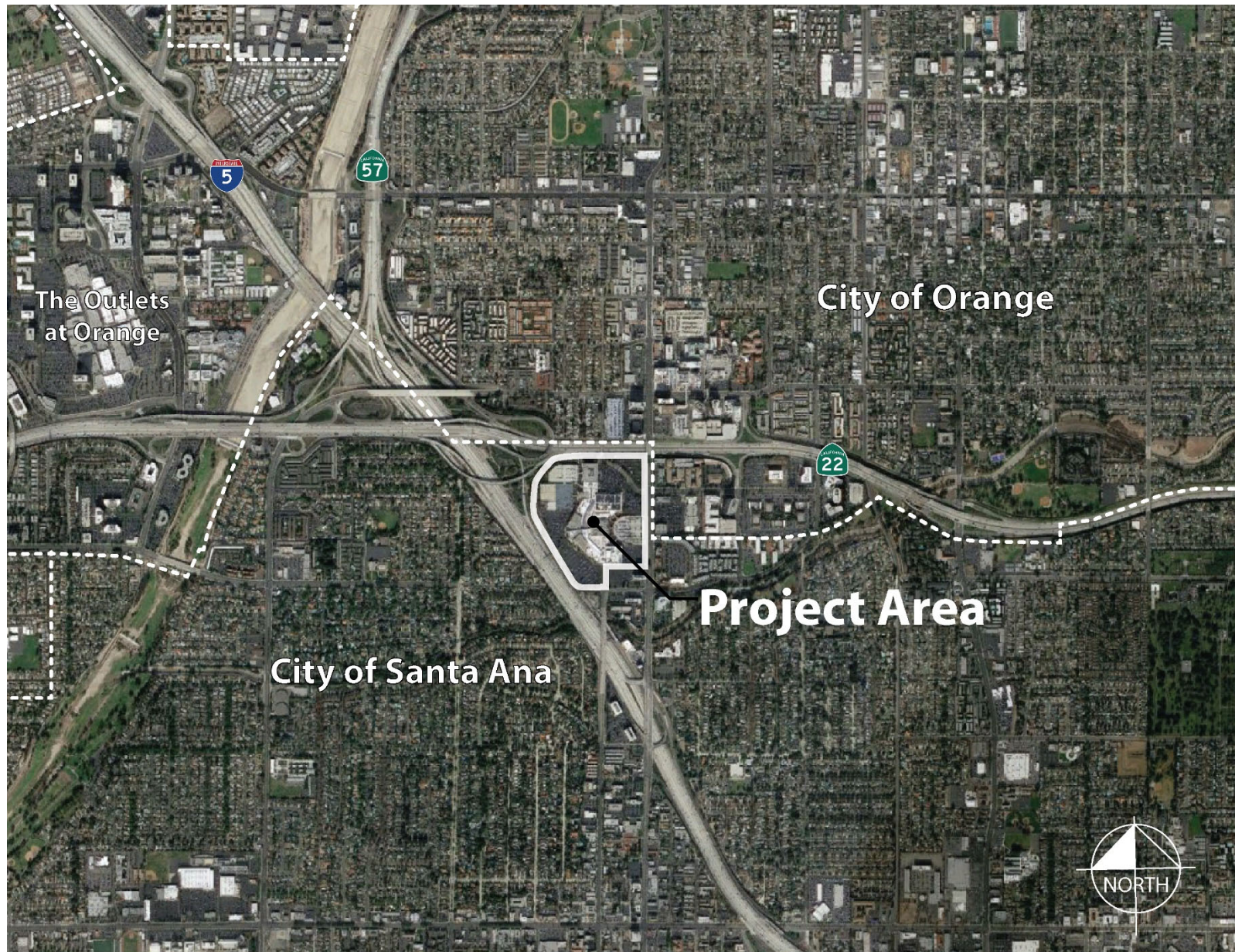


Figure 1-1: Location Map



Figure 1-2: Specific Plan Area

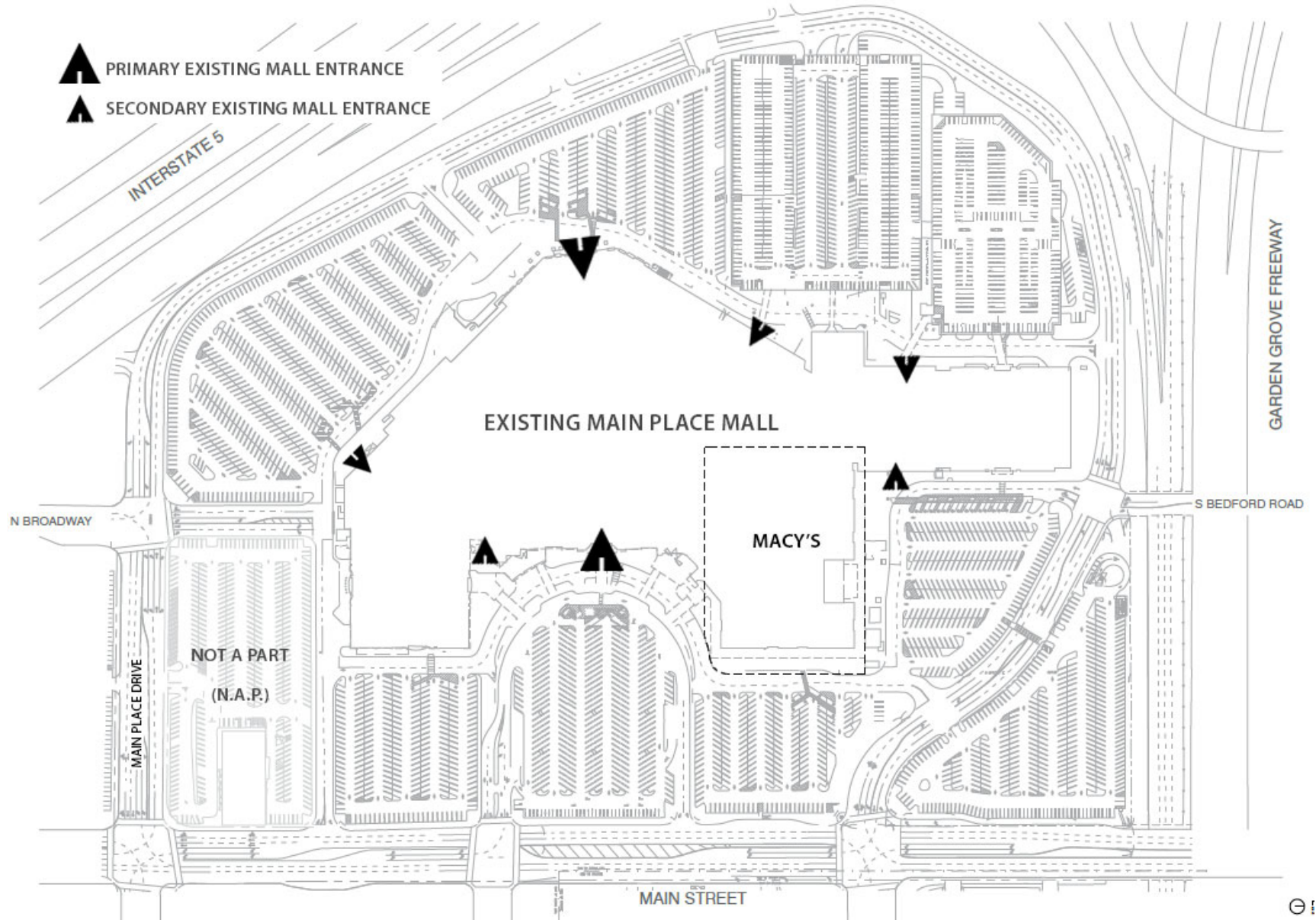


Figure 1-3: Existing Mall



Existing Site Photos



Existing Site Photos



1.1.3 Existing General Plan and Zoning

A. General Plan

The property is identified in the General Plan Land Use Element as District Center (DC). The District Center designation includes the major activity areas of the City, designed to serve as anchors to the City's commercial corridors and to accommodate major development activity. The site is also identified as being within the Downtown Redevelopment area (no longer active after the elimination of the Department of Finance's Redevelopment Agency in California.)

The MainPlace District Center is a mixed-use designation identified in the General Plan as including a *"regional shopping center and office complex, as well as high-intensity housing and mixed-use development"* (Land Use Element, page A-22). Table A-2 of the General Plan identifies MainPlace as allowing a Floor Area Ratio of 2.1. The General Plan allows the FAR to be calculated on an area-wide basis rather than on a per-lot basis. District Centers are allowed up to 90 dwelling units per acre for residential uses. The General Plan's District Center designation would allow up to 4,486,074 square feet of mixed uses, inclusive of residential uses, based on the maximum FAR of 2.1 over the 49-acre site. As proposed, the MainPlace Transformation Project will result in a District-wide FAR of 2.08 and a density of 39 dwelling units per acre, within the maximums allowed in the General Plan. No General Plan Amendment is required or proposed.

B. Zoning

The existing zoning for MainPlace is General Commercial (C-2), which includes a range of commercial uses as well as all of the uses allowed in the Community Commercial (C-1) zone. The MainPlace Specific Plan, upon adoption by the City Council, would become the zoning for the property and would define the allowable uses within its boundaries.

1.1.4 Relationship to CEQA and Past CEQA Documentation

The City of Santa Ana is the lead agency for purposes of environmental review under the California Environmental Quality Act (CEQA). MainPlace has been the subject of prior environmental review.

The Fashion Square Commercial Center Subsequent Final Environmental Impact Report (Final EIR) was certified by the City of Santa Ana Redevelopment Agency in 1983. The Final EIR was prepared to evaluate the potential impacts associated with buildout of the project site with up to 3.1 million square feet (sf) of office and retail uses and 1,200 hotel rooms. The project site was within a Redevelopment Plan Area as set forth in the Redevelopment Plan of the Santa Ana Redevelopment Project, as amended (June 1975) as addressed in the Redevelopment Plan Final EIR (May 15, 1975).

As addressed in the Final EIR, the project assumed the rehabilitation and redevelopment of the site as a mixed-use commercial complex consistent with the City's Redevelopment Plan. Project implementation required demolition of Main Street Center Fashion Square and partial demolition of Fashion Square Center. The Final EIR assumed that 400,000 sf of the Fashion Square Center would be retained allowing for the ultimate buildout of the site with 1.5 million sf (net leasable) of office uses; 1.6 million sf (gross leasable) of retail uses; and 1,200 hotel rooms.

In 1996, the City prepared an Addendum to the Final EIR to evaluate a then-proposed expansion of the shopping center's retail uses. The 1996 Addendum evaluated the topical issues addressed in the Final EIR, including the preparation of updated air quality and traffic analyses. The Addendum concluded that reliance on the prior Final EIR was appropriate because the impacts identified (in the Final EIR) "were much greater than the impacts associated with the existing facility plus the proposed expansion." While the 1996 project was not



fully implemented, in 2000, the City relied on the 1996 Addendum and the Final EIR, when it approved a site plan and vesting tentative parcel for the purpose of “vest[ing] development rights from a City perspective consistent with the rights conferred in the original Participation Agreement.” The development authorized by the 2000 Approval included up to 1,500,000 sf of office uses and up to 400 hotel rooms. The Staff Report indicated, however, that there were “no current development plans for the newly created development parcels.” Therefore, as late as the early 2000s, the City formally recognized that that original project analyzed in the Final EIR had yet to be fully implemented, and that it might be some time until the further contemplated development would occur. A final parcel map consistent with the 2000 Approval was approved by the City Engineer and recorded in October 2002.

Much of the development analyzed in the Final EIR (including 1.5 million square feet of office space, 1200 hotel rooms, and additional retail) has never been constructed.

1.2 Authority and Requirements

A “Specific Plan” is a planning and regulatory tool made available to local governments by the State of California. Specific plans implement an agency’s General Plan through the development of policies, programs, and regulations that provide an intermediate level of detail between General Plans and individual development projects. State law stipulates that specific plans can only be adopted or amended if they are consistent with an adopted General Plan.

The MainPlace Specific Plan implements the goals and policies of the General Plan, serves as an extension of the General Plan, and can be used as both a policy and a regulatory document. The purpose of this Specific Plan is to implement the vision laid out in the executive summary by providing goals, policies, programs, development

standards, and design guidelines to direct future development within the Specific Plan Area.

The local authority to prepare and adopt a Specific Plan and the requirements for its contents are set forth in the City of Santa Ana Municipal Code (SAMC), Chapter 27, Article II, Section 27-11. Additionally, Specific Plans may be adopted by ordinance as an alternative to resolution as stated in SAMC Chapter 27, Article II, Section 27-16.

The authority to prepare and adopt a Specific Plan and the requirements for its contents are set forth in California Government Code Sections 65450 through 65457. Section 65451 states:

A Specific Plan shall include a text and a diagram or diagrams which specify all of the following in detail:

- *The distribution, location, and intent of the uses, including open space, within the area covered by the plan.*
- *The proposed distribution, location, and extent and intensity of major components of public and private transportation, sewage, water, drainage, solid waste disposal, energy, and other essential facilities proposed to be located within the area covered by the plan and needed to support the land uses described by the plan.*
- *Standards and criteria by which the development will proceed, and standards for the conservation, development, and utilization of natural resources, where applicable.*
- *A program of implementation measures including programs, public works projects, and financing measures.*
- *The Specific Plan shall include a statement of the relationship of the Specific Plan to the General Plan.*



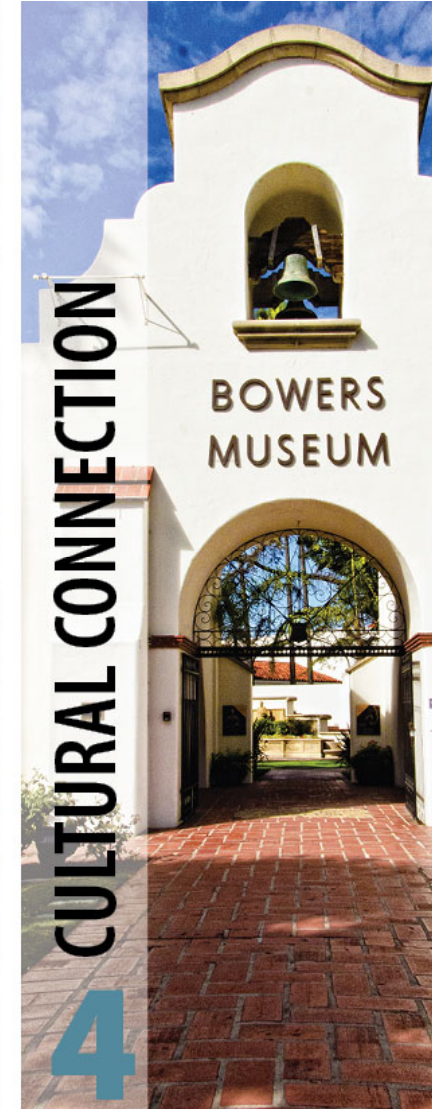
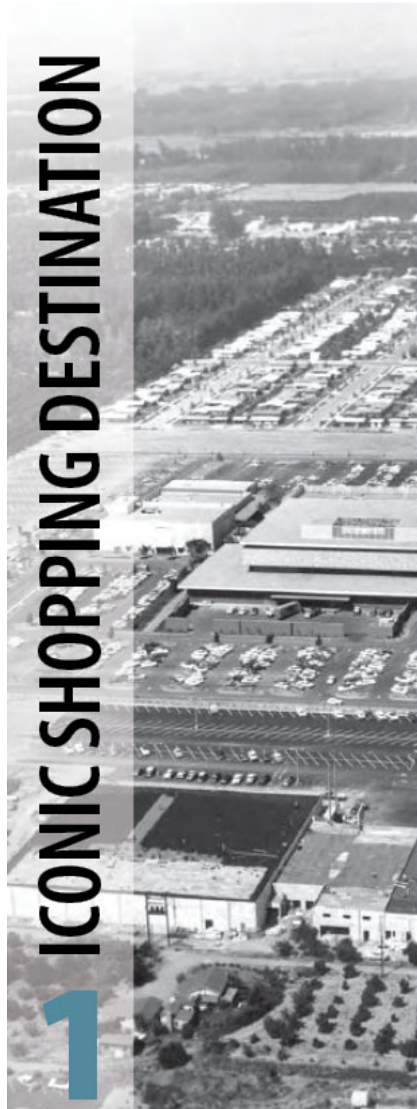
1.3 Goals and Objectives

The goals for the MainPlace redevelopment as described in this Specific Plan is to provide:

- a plan that allows for the revitalization of MainPlace mall, adapting to changing market conditions and providing economic benefits to the City;
- a long-term development plan that encourages and facilitates new uses of high quality and design;
- an urban village that serves as a regional anchor to the area and draws upon the vibrancy of established neighborhoods, businesses, and community amenities nearby, including Park Santiago, CHOC, St. Joseph Hospital of Orange, Santiago Park and Creek, Main Street, the Discovery Science Center, and more;
- integration of the project into an established urban fabric with established neighborhoods in the immediate vicinity;
- a mixture of uses that reduces vehicle miles traveled through internal capture of trips and carries out the intent of the City's Climate Action Plan;
- a plan that facilitates private investment in the development;
- flexibility in development while achieving community goals;
- a development that is consistent with the District Center designation of the General Plan and which implements the spirit, intent, and policies of the General Plan;
- creation of employment opportunities;
- a mixture of high-quality housing and ground level commercial uses along Main Street;
- a circulation system responsive to the needs of vehicular, bicycle, and pedestrian travel;
- landscaping appropriate to the level of development and sensitive to surrounding uses;
- architecture which responds to and enhances the property with timeless architectural style;
- a visually harmonious development as viewed both internally and externally;
- a project that has an architectural language promoting the varied uses while working with the contextual and regional vernacular of Southern California;
- provision of adequate parking including a shared parking program.



1.4 Guiding Principles





Guiding Principle 1: Enhance the Mall as an Iconic Local Shopping Destination.

The MainPlace Mall site has served as a local shopping destination within the Santa Ana community since 1958 when the area was known as the Santa Ana Fashion Square. In 1987, the majority of the Fashion Square was re-envisioned into what is currently MainPlace Mall. Over the years, the property has changed ownership and various major and minor tenants have come and gone, but the concept of MainPlace Mall as a well-known shopping destination has remained constant.

New development within the Specific Plan area should respect the history of the site and work to preserve and improve the concept of the area as a cutting-edge shopping and entertainment hub within Orange County. This should not deter new and creative design and uses, but instead ensure that future design and mixtures of uses are in keeping with the overall function of the area as a premier commercial shopping destination within Orange County.

As new uses develop within the Specific Plan area, they will likely bring additional investment into the mall by way of potential physical improvements, increased tenant diversity, and more rooftops, daytime employment, and tourism within close range of MainPlace Mall to utilize the goods and services provided.



Guiding Principle 2: Create a Unique Lifestyle and Entertainment Experience.

MainPlace Mall is first and foremost a true landmark retail and entertainment destination serving the diverse and growing population of Orange County. This Specific Plan envisions the MainPlace Mall area as a collection of interactive spaces that creates a true cultural and community center. Future development of the site will be a mixture of retail, office, multi-family, and hospitality uses in a denser, more urban environment.

New development should provide visitors with a range of experiences and opportunities. The fusion of these uses into one connected and cohesive area will be the defining element of the Specific Plan area and create an economic and social hub for Orange County. The incorporation of job-creating uses and housing within the Specific Plan area will also drive use of the site by creating a walkable environment that is focused around the user.

The Specific Plan also considers the incorporation of strategically placed programmable open space, whether in the form of urban parks, plazas, or other flexible space. This is space that can transition easily from a passive use to a temporary active or experiential use, such as a small concert, farmers market, or pocket park. These types of spaces allow for MainPlace Mall to be fluid and responsive to the community's needs.

**Guiding Principle 3: Promote a Diverse Mixture of Uses.**

New development should incorporate a mixture of residential, commercial, office, hospitality, and other uses to create a vibrant tapestry of users throughout all times of the day and night. No longer defined by a dependence on traditional anchor stores, malls are adapting to the ever-changing trends in the way that consumers approach commercial retail. Traditional retailers are adapting to the demands of today's consumers, leading to new concepts being created to give the consumer a unique and enjoyable experience. Additionally, creating diverse hubs allows for housing, employment, and entertainment opportunities to be within comfortable walking distance of each other, minimizing the need for vehicles and decreasing the number of peak traffic trips in the region around MainPlace.

MainPlace Mall will benefit from an infusion of an eclectic mixture of experiences and uses. The design of new development within the area should be flexible to support a number of different uses over time as the area continues to adapt to changing trends. This will ensure that the Specific Plan area is able to continue to be successful and allow the creativity of the market to bring in a number of potential future uses.

**Guiding Principle 4: Enhancing the North Santa Ana Cultural Experience.**

The City of Santa Ana is experiencing growth in many areas. This is especially prevalent along Main Street, a major backbone street connecting much of Santa Ana. As a part of this growth, future development within the Specific Plan area will serve to complement nearby cultural assets such as the Bowers Museum and Discovery Science Center, both of which are in close proximity to MainPlace.

This collection of cultural and educational icons will allow for opportunities to promote the history of Santa Ana. This may happen within the Specific Plan area through an emphasis on learning exhibitions, public art, community events, and culturally relevant open space programming.

It is important that the MainPlace Specific Plan area promote a diversity of creative and cultural expression. Development within the Specific Plan area will enhance the already strong reputation of the North Main Street area as a cultural hub within Santa Ana. The City of Santa Ana is historically a culturally rich and diverse place and the redevelopment of MainPlace will further enhance the area's existing cultural resources.



1.5 Background and History

MainPlace has undergone several renovations since its construction. In the late 1950s, the mall was designed as an open-air shopping center, Santa Ana Fashion Square. Fashion Square was built around the largest existing tenant at the time, Bullock's department store, which predated the mall by four years. In 1983, the project was redeveloped from an open-air mall to allow for an enclosed mall with office and hotel development allowed in addition to the retail uses. At that time, an Environmental Impact Report was prepared and certified for the full build-out of that entitlement (see Table 1-1 on the following page).

The existing mall is broken into eight parcels based on recorded Parcel Map 99-152. In 2000, a Vesting Parcel Map was approved which further modified the approvals. The proposed project would modify these past, more intense approvals, reducing the total retail, office, and hotel intensities and adding residential uses. The vesting parcel map approved in 2000 provided for up to 1,509,255 square feet of retail, cinema and restaurant uses, 1,500,000 square feet of office, and 400 hotel rooms.

The present mall includes 1,130,000 square feet of retail uses within an enclosed mall building, three parking structures, and surface parking. Most recently, MainPlace began to diversify the types of uses on-site by adding a gym, furniture home store, restaurants, and additional retail in the location of the previous Macy's Men's and Home stores that were consolidated into the main store.



Historical imagery of MainPlace Mall area (formerly Fashion Square).



Table 1-1
Existing and Proposed Entitlement Summary

Land Use	Original Approval 1983	Parcel Map 2000	Specific Plan 2019
Retail	1,600,000 sf ²	1,509,255 sf	1,400,000 sf
Office	1,500,000 sf	1,500,000 sf	750,000 sf
Hotel	1,200 rooms	400 rooms	400 rooms
Residential	--	--	1,900 units

1.6 Organization

Section 1 – Introduction

This section explains the purpose of the Specific Plan; local and regional context and setting; background; planning process and entitlements; guiding principles; authority to prepare; relationship to existing plans and policies; and organization of the Specific Plan.

Section 2 – Development Plan

This section explains the conceptual land use plan for the Specific Plan Area; identifies land use policies and defines the land use designations unique to the Specific Plan. The circulation, drainage, water and sewer, grading, and public services plans are also described.

Section 3 – Development Regulations

This section explains the development standards for the land uses established in the Development Plan, including the standards for allowable uses, setbacks, parking, and signage.

Section 4 – Design Guidelines

This section explains design concepts and establishes design guidelines for development in the Specific Plan Area and illustrates the landscape elements of the project.

Section 5 – Administration and Implementation

This section discusses the development review procedures by the City of Santa Ana and other relevant permitting agencies, applicable to the Specific Plan Area. Implementation of the proposed land uses, including Specific Plan adoption, subsequent approvals and plans, substantial conformance findings, and phasing are outlined in this chapter. Additionally, financing sources and maintenance responsibilities are identified.

The illustrative examples included in this Specific Plan, including graphic illustrations, renderings, and photos, are illustrative, including with respect to number of buildings, building location and orientation, alignment of streets, placement and size of private recreation areas.

Unless otherwise specified, all graphic illustrations and photos shall be interpreted as one possible design, and shall not be considered definitive.

² Included both existing retail of 400,000 sf plus addition of 1,200,000 sf.

2 DEVELOPMENT PLAN





2.1 Land Use Context and Vision

The Specific Plan area contains approximately 49 acres and is comprised of ten proposed parcels, each a different planning area. The Specific Plan area includes the existing mall structure which presently contains 1,130,000 square feet of commercial uses, as well as the adjacent parking facilities. MainPlace is a landmark entertainment destination serving the population of the City of Santa Ana as well as Orange County.

The Specific Plan envisions the creation of a new mixed-use district that complements the existing retail uses and provides opportunities to live, work, play, and connect with the community. The new diverse mixture of uses seeks to fulfill a revitalization concept that allows for flexibility in site planning and design to adapt to ever-changing market trends.

The MainPlace Specific Plan looks to create a project that provides an experiential atmosphere focused on culture and the surrounding community. The Specific Plan aims to provide economic incentives to the City with a plan that facilitates private investment within the plan area. No longer defined by its dependence on traditional anchor stores, MainPlace is now free to add a creative collection of different uses that are rooted in an urban nature. To attract consumers, the land use program looks at adding a mixture of uses including retail with office, multifamily, and hospitality in a denser, more urban environment.

The connection of these uses in new and exciting ways will create an experiential destination that is not focused exclusively on shopping but rather on creating an economic and social hub for Santa Ana and complement the existing nearby cultural uses such as the Discovery Science Center and Bowers Museum.

The long-term vision is to create a(an):

- Vibrant mixed-use urban village;
- Live-Work-Play environment;
- Unique destination with a “Sense of Place”;
- Revitalized retail heart containing complementary uses;
- Entertainment District – hotels, cinema, food hall, restaurants, experiential learning, commercial recreation, shops & event spaces;
- Expansion of Santa Ana’s cultural core;
- Multi-Family residential component to activate the new district; and
- Employment core.



Conceptual visioning rendering of the MainPlace mall entryway plaza and open space.



2.2 Placemaking and Urban Design Strategy

Placemaking through urban design is a critical component to the success of attracting residents, consumers, businesses, tourism, and other economic drivers to the area. The Placemaking and Urban Design Strategy for the development of the MainPlace Specific Plan area plans for and considers every aspect of the experience for future visitors to the site, from eye-catching and easy to understand entry monuments to existing pedestrian corridors and fully-programmed and amenity-filled open spaces. The Placemaking and Urban Design Strategy includes the following five components that, when considered holistically, create a one-of-a-kind live, work, and play experience for visitors:

- Arrival Experience
- The Urban Street
- Entry Plaza
- Central Plaza
- The Spaces in Between

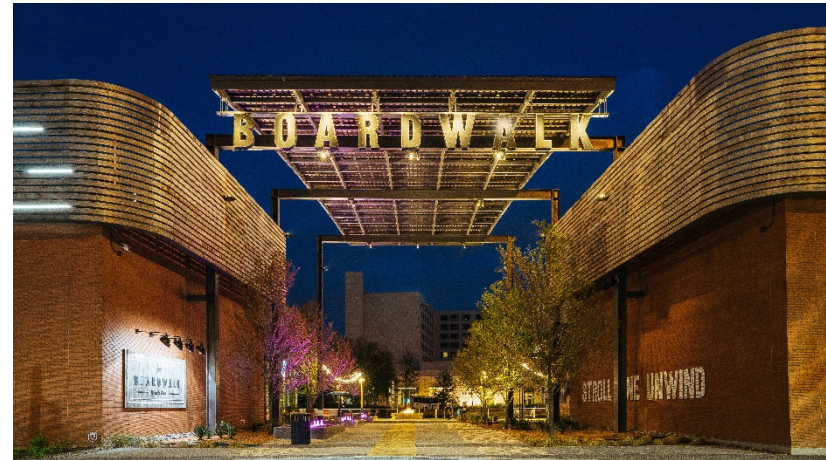
The figures on the following pages illustrate where these conditions may occur within the Specific Plan area. The images associated with each figure are sample imagery meant to convey the feeling of the area. They include examples of potential physical improvements, such as public art, overhead structures, seating, and signage, as well as potential programming, including community events, relaxation nodes, and areas to come together and connect with others.

Placemaking is based on a simple principle:

- If you plan for cars and traffic, you will get cars and traffic.
- If you plan for people and places, you will get people and places. Placemaking character is experienced at the pedestrian level and is the result of the interaction between building form and the pedestrian zone.

The Placemaking and Urban Design Strategy for the MainPlace Specific Plan area plans for successful pedestrian-oriented places that are attractive, enjoyable, and memorable.

Figures 2-1 through 2-5 further describe the following Placemaking and Urban Design Strategy concepts.



Bold and definitive signage and overhead structures can create a sense of place as the first impression of the plan area.

2.2.1 Arrival Experience

The entry monumentation, signage, and planting are key components of the arrival experience for visitors, both on foot and by car. Large scale monuments will help to create a strong sense of place and clearly define the entrances to the MainPlace Mall area. The design will reflect the personality of the project and incorporate definitive characteristics to strengthen the overall design aesthetic. Actual monumentation design will be completed as part of a separate rebranding effort for the MainPlace Specific Plan area, with updated logos, artwork, and monumentation.



2.2.2 The Urban Street

The private urban streets within the plan area are planned for comfortable, safe, and enjoyable pedestrian movement rather than being vehicular-focused. Small urban plazas, sidewalk seating, and rest zones create refuge nodes for visitors. These spaces are defined by their relationship to the adjacent buildings and their variety of uses that go far beyond solely pedestrian movement. Pedestrian zones of 10 to 12 feet in width are planned adjacent to the interior private drives of the project as discussed in the Circulation Plan, Development Regulations, and Design Guidelines.

2.2.3 Entry Plaza

The Entry Plaza, located at the west entrance to the existing mall, will become a primary entrance to the commercial core as development occurs. This plaza will be one of the core open space features of the plan, defined by artwork, interactive play areas, and seating. The size, configuration and programming of this space is highly dependent on the ultimate development plan for this area and will be developed as part of the development plan for Parcel 6.

2.2.4 Central Plaza

The Central Plaza, located to the east of the existing mall, will be the most prominently featured community-oriented open space within the plan area. The plaza is planned as a space for entertainment, gathering, and recreation for all ages. Placemaking elements within the Central Plaza may include artwork, versatile softscape and hardscape areas, play structures, seating, and pop-up commercial buildings. These elements create a cohesive blending of the indoor mall uses and the outdoor open space.

2.2.5 The Spaces in Between

Independently, each component of the Placemaking and Urban Design Strategy create engaging, lively spaces that allow for a variety

of uses. Equally important to the design of those spaces are the linkages between each of them, the spaces in between. These components do not function independently, but rather as one site with a focus on pedestrian well-being and enjoyment. This focus will help bridge the gap and create a link that is both unique, engaging, and fully integrated into the urban fabric of the site.



The Placemaking and Urban Design Strategy components create vibrant, usable spaces that weave together the commercial core with the surrounding uses.

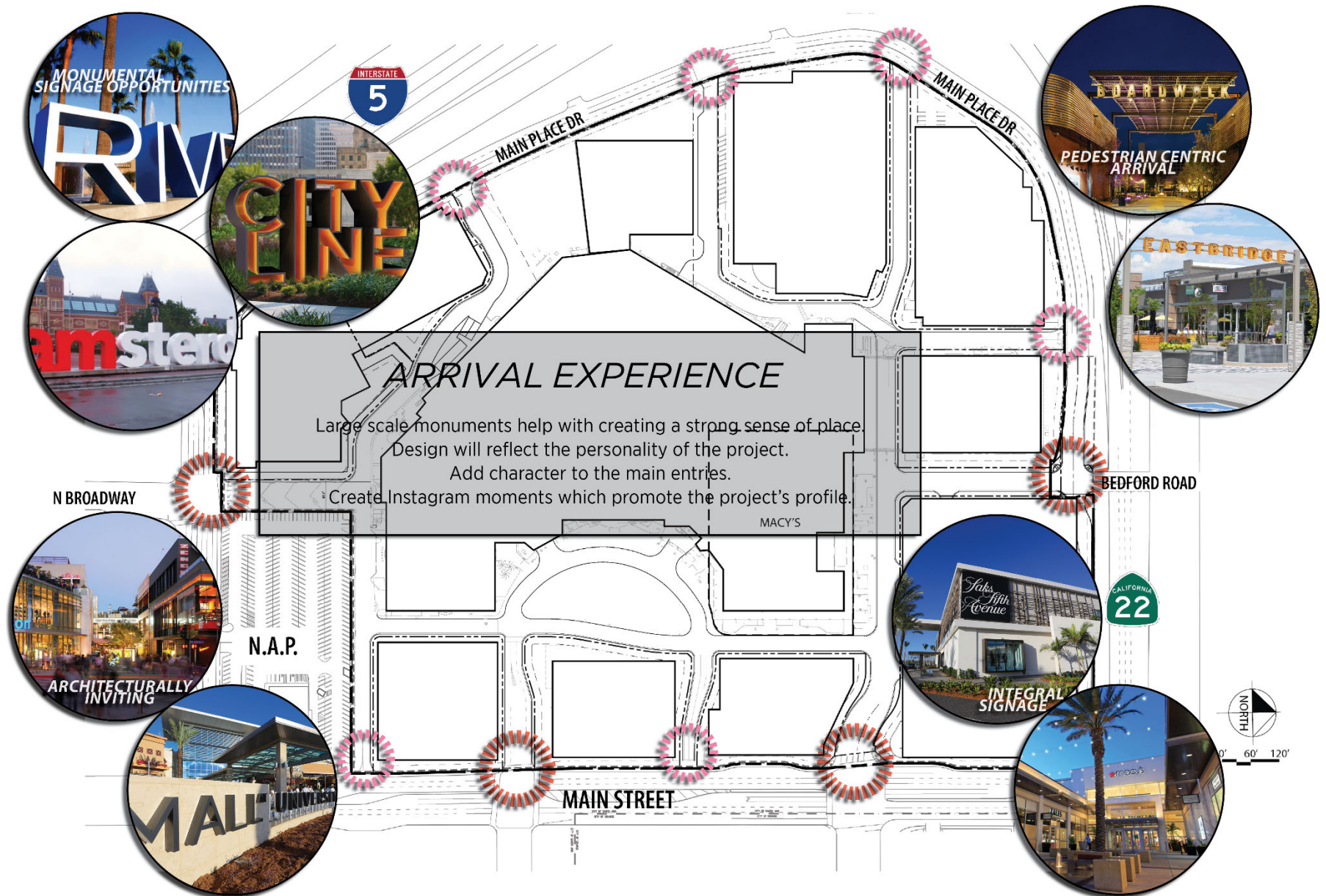


Figure 2-1 Arrival Experience

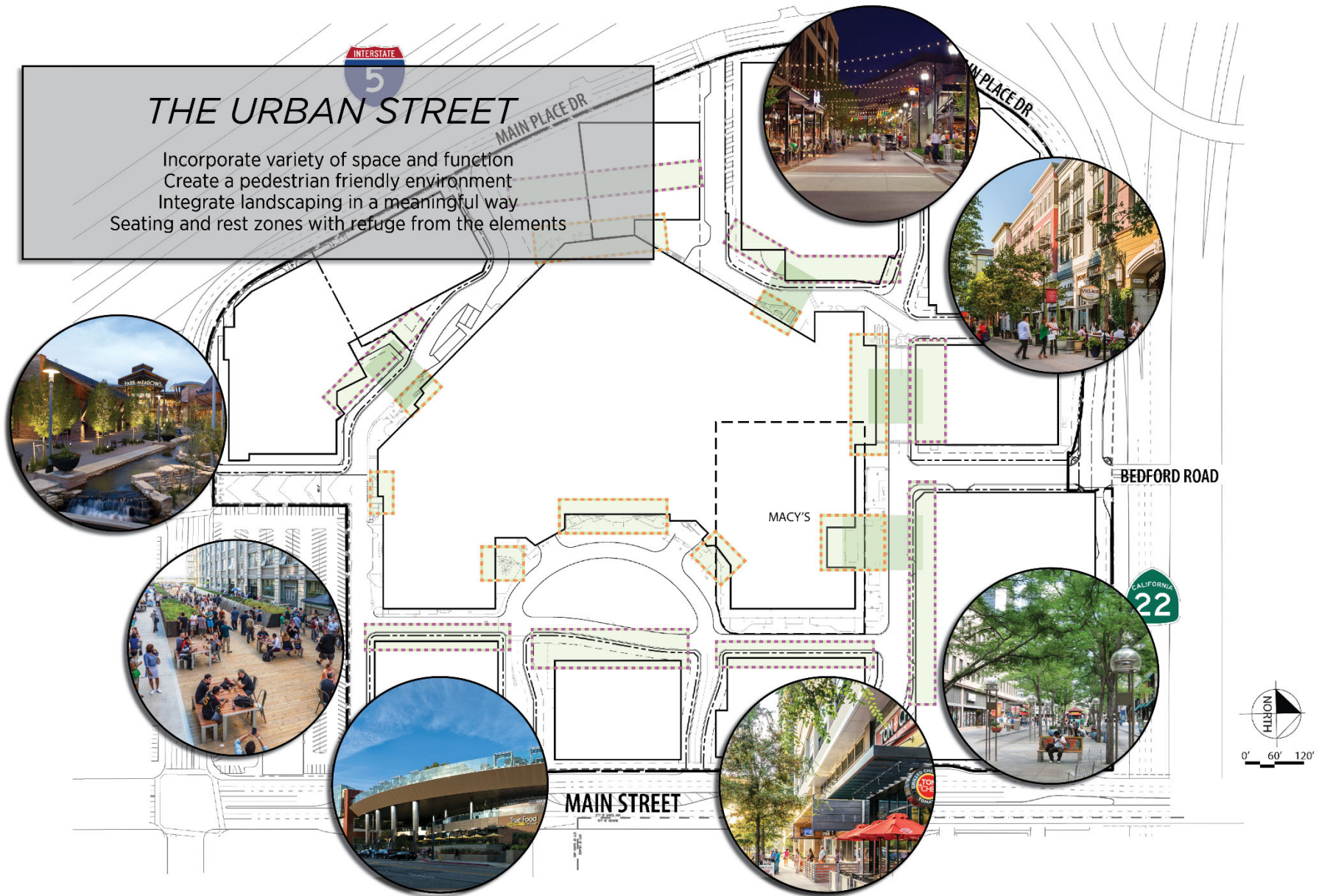


Figure 2-2 The Urban Street

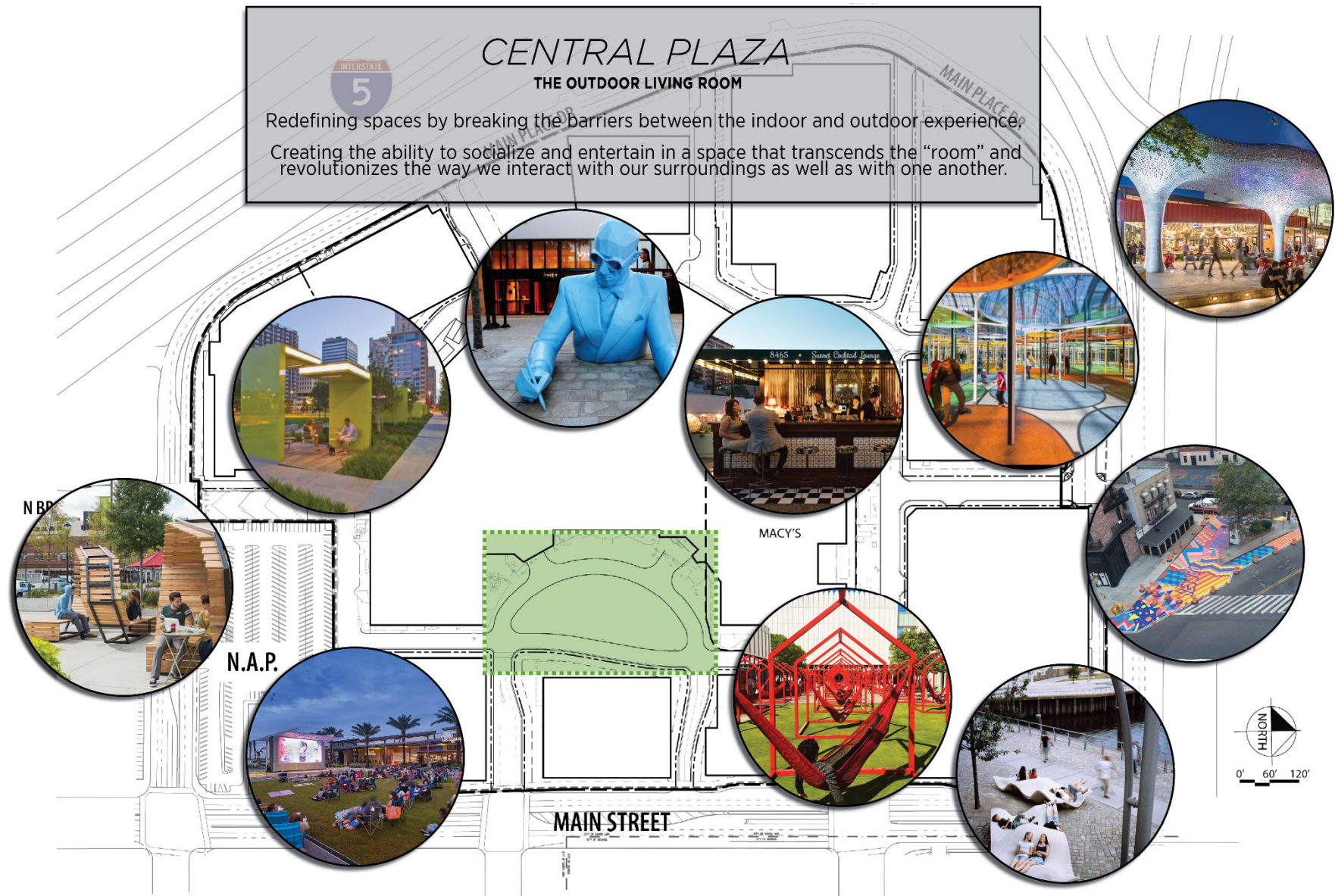


Figure 2-3 Central Plaza

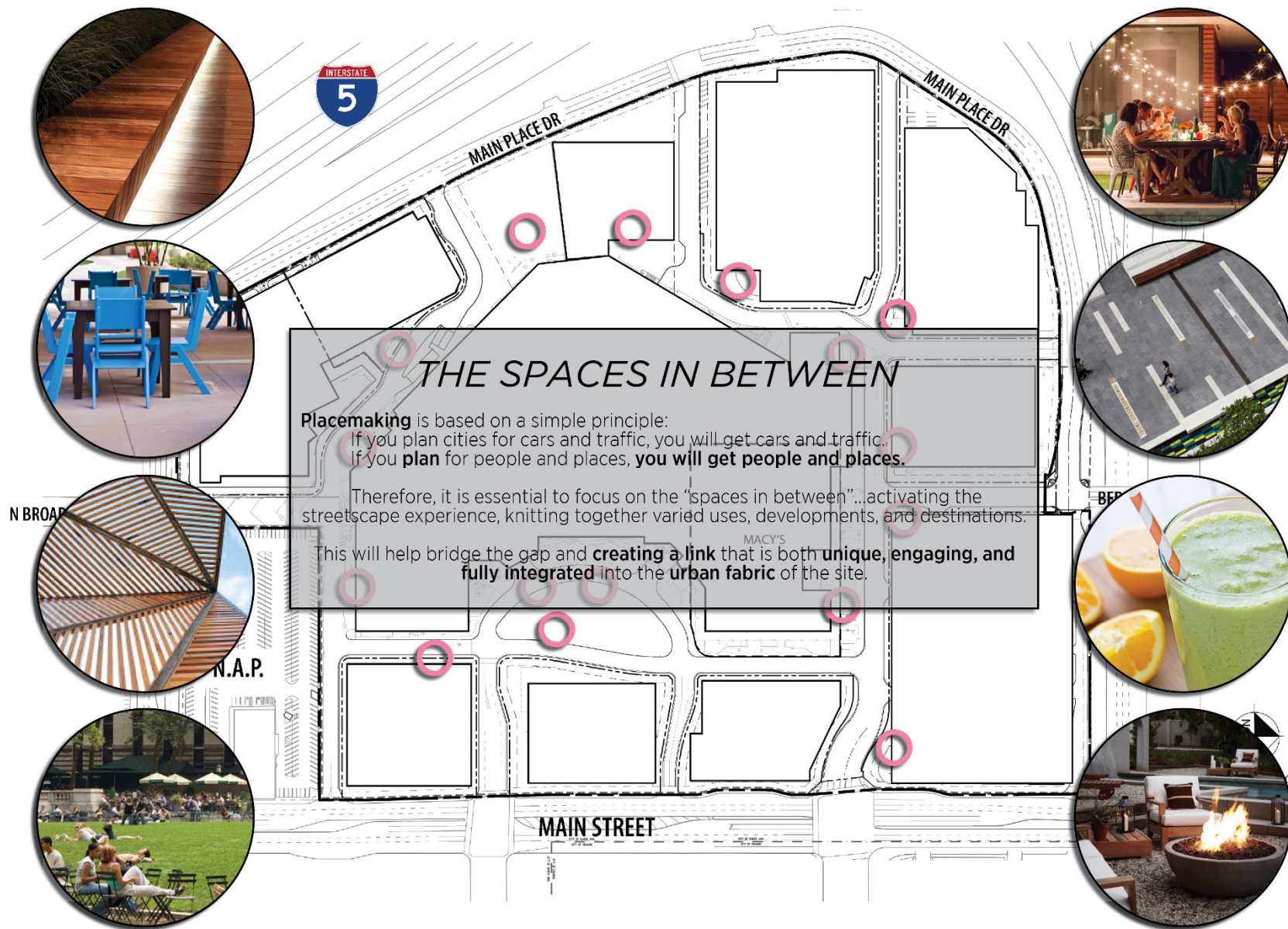


Figure 2-4 The Spaces in Between

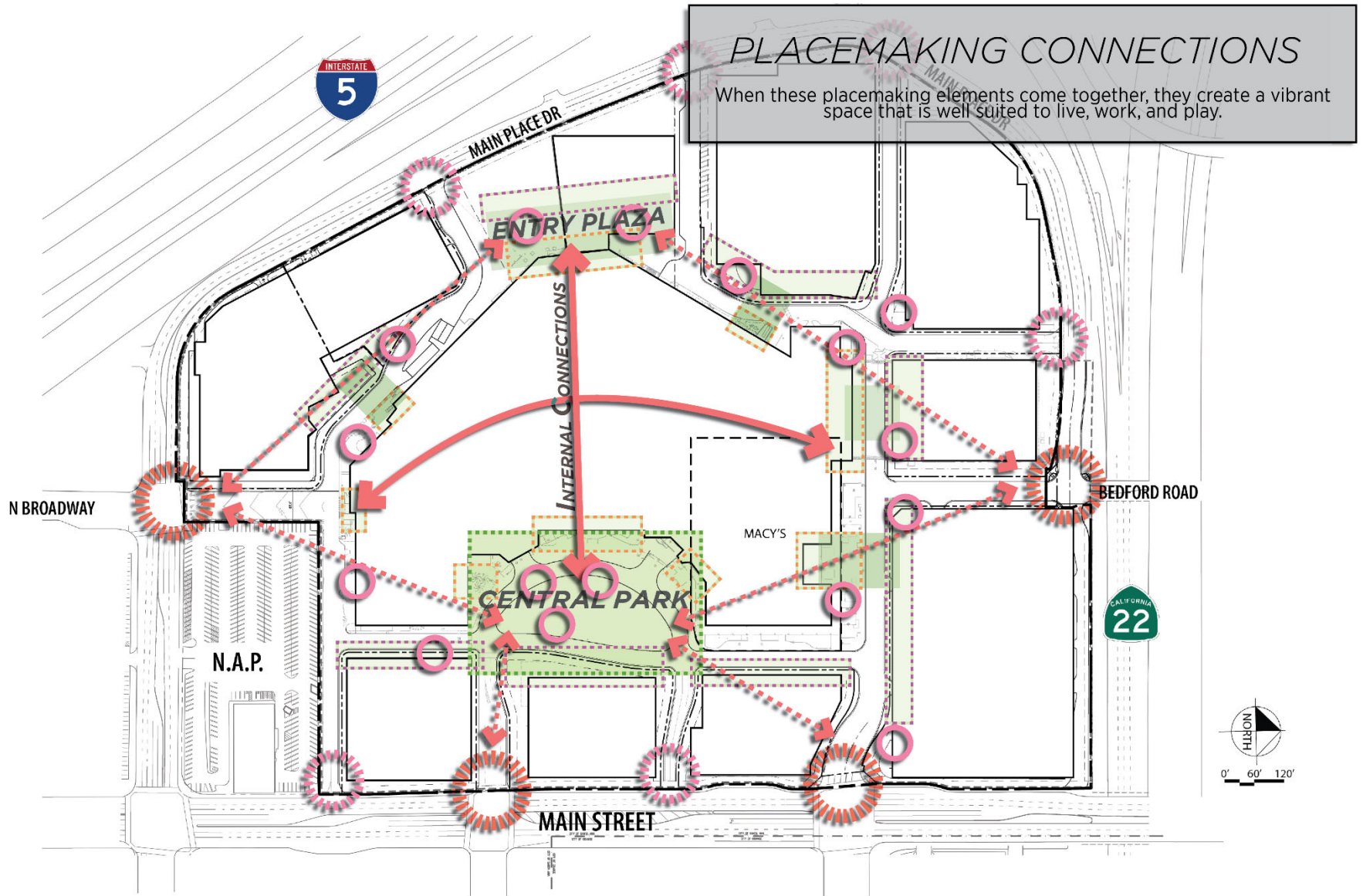


Figure 2-5 Placemaking Connections



2.3 Land Use Plan

As shown in Figure 2-6, *Land Use Plan*, the Specific Plan envisions turning a traditional enclosed shopping mall surrounded by parking into a new and revitalized mixed-use center, with two primary land use districts: *Commercial Core* and *Urban Village*. It encourages development by a master developer to remove obstacles to the development of a cohesive district with high levels of urban design.

In support of a mixed-use urban village, this Specific Plan will help create a high-quality development through careful design of the public areas and programming for potential entertainment, educational, and community uses. It will include a mix of:

- retail
- dining
- entertainment
- employment
- housing
- open space
- community uses

It will also include the provision for special amenities and entertainment venues.

Table 2-1, *Land Use Summary* provides the primary land use program envisioned for the Specific Plan.

Minor modifications to land uses are permitted as described in Chapter 5, *Administration and Implementation*. The allocation of space for each use may vary between parcels based on more precise planning as uses are identified, provided the intensity for each use is not exceeded, although a mechanism is provided to allow conversion from one land use type to another. Parcels may be combined as part of a Development Plan application.

Table 2-1 Land Use Summary	
Land Use	Intensity
Commercial/Retail	1,400,000 sf
Office	750,000 sf
Hotel	400 rooms
Residential	1,900 units

Table 2-2, *Anticipated Land Uses by Parcel*, lists the different land uses anticipated in each of the Plan Area's 10 parcels. Each parcel may develop as a singular anticipated use or as a combination of uses identified below in a horizontal or vertical mixed-use development. Further definition of each parcel will occur as individual developments are implemented through the Development Plan process and based on market demand. Anticipated uses in the table below are not intended to represent the only allowed uses. All uses listed in Table 3-1 may be implemented on each parcel.

Table 2-2 Anticipated Land Uses by Parcel					
Parcel	Retail	Multi-family	Hotel	Office	Parking
1	X	X		X	X
2	X	X	X		X
3	X	X	X		X
4	X	X	X		X
5		X	X	X	X
6	X	X	X	X	X
7	X	X		X	X
8		X	X	X	X
9	X		X	X	X
10		X	X	X	X
Note: "X" indicates anticipated use.					



2.4 Affordable Housing

The City of Santa Ana has established a Housing Opportunity Ordinance (HOO) to encourage the development of housing that is affordable to a range of households with varying income levels. The Ordinance is applicable to new residential projects within the City that meet certain criteria.

As implementing projects in the Specific Plan Area are submitted to the City for review, they will comply with the City's HOO, as applicable. Individual builders would choose from the available options in the HOO to satisfy the HOO requirements.



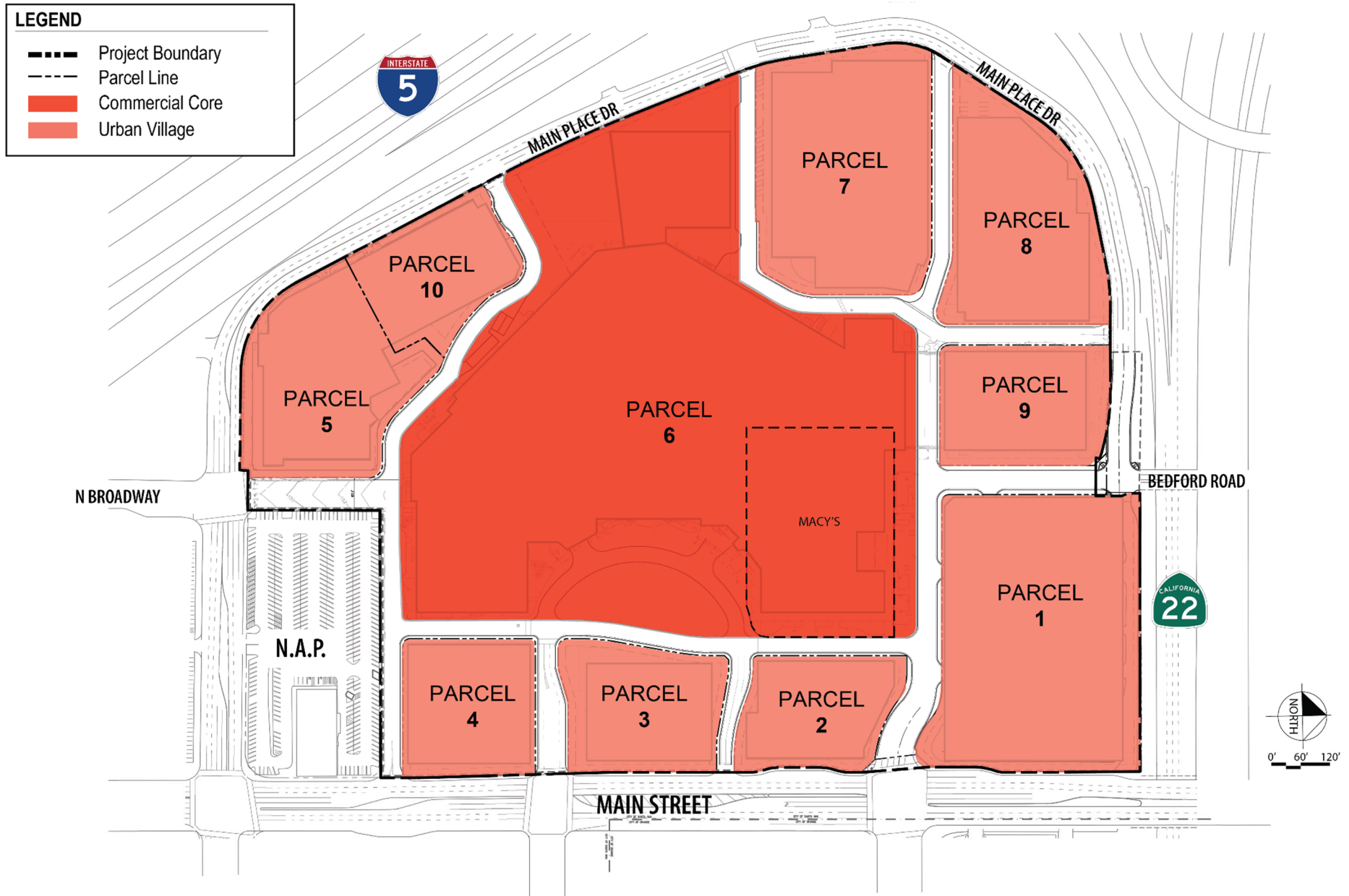


Figure 2-6 Land Use Plan



2.5 Open Space

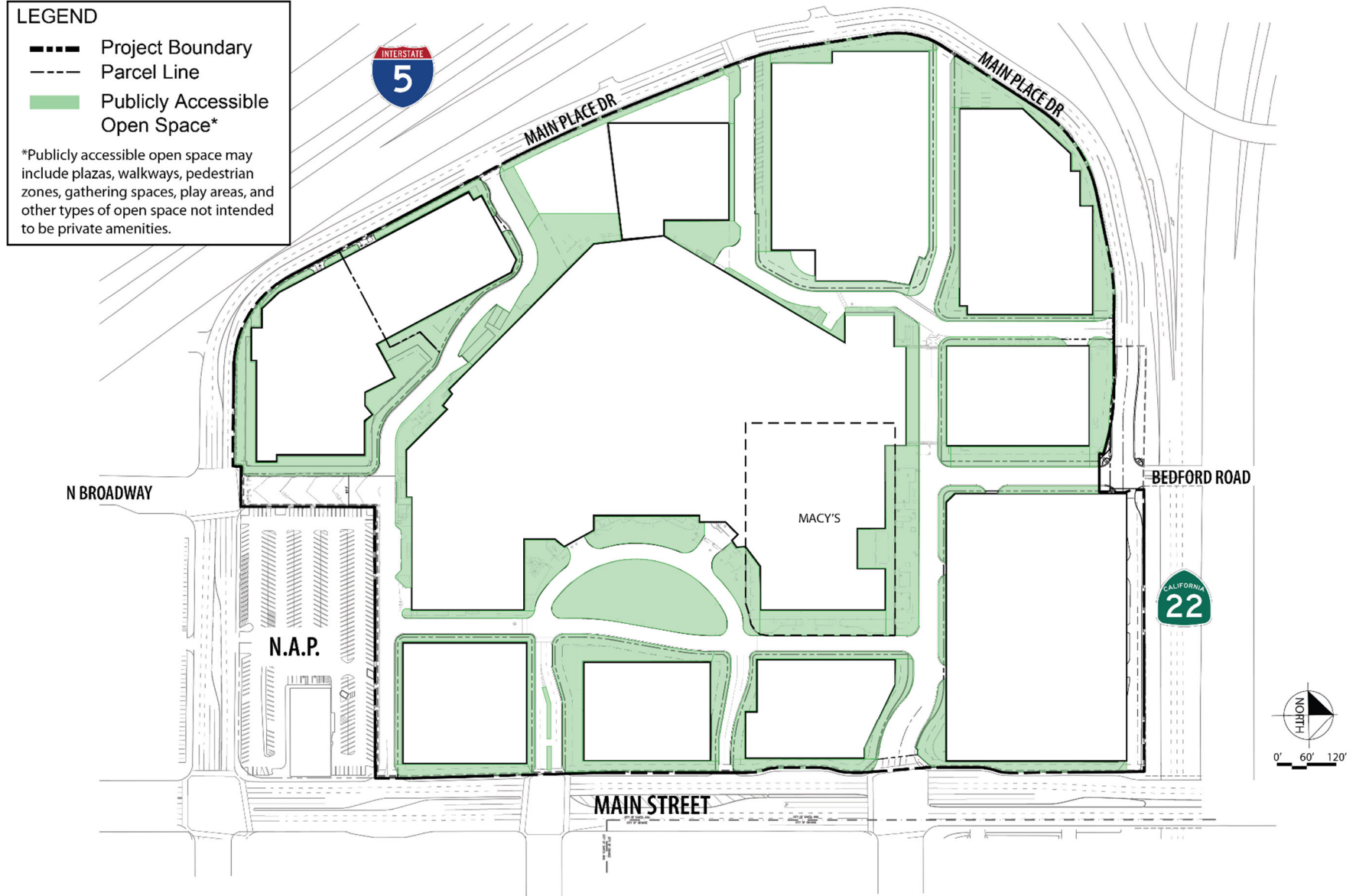
Open space within the Specific Plan area will be comprised of open and amenity space types consistent with an urban setting. Residential or hotel projects will include private common open space amenities for their users, such as pools/spas, courtyards, roof decks or gardens, fitness centers, and business centers. Residential uses will include a combination of private open space (patios or balconies) and common open space. Landscaped pedestrian zones are provided on all internal streets. Publicly accessible open space will consist of landscaped building entries to commercial and residential buildings, pedestrian connections, and a planned urban gathering space/plaza on the eastern edge of the existing mall building (Parcel 6). This urban open space may incorporate elements such as seating, performance spaces, kiosks, water features, shade structures, and shade plantings. Figure 2-7, *Conceptual Open Space*, illustrates the open space areas of the plan.



Examples of publicly accessible open gathering spaces with a variety of functions, increasing its usability and effectiveness.



Illustrative renderings depicting potential programming for the central open space feature of the MainPlace area. Images shown represent conceptual programming and design elements and are subject to change throughout development of the project site.



Note: The open space areas shown are conceptual and subject to change as future development occurs.

Figure 2-7 Conceptual Open Space



2.6 Circulation and Mobility

2.6.1 Vehicular Circulation

Vehicular circulation is comprised of two components: peripheral public roadways and internal private drives. In connection with the previous MainPlace Mall entitlements, the developer was required to make and/or fund a number of significant infrastructure improvements designed to accommodate the traffic expected to be generated by the full implementation of the original project analyzed in the Final EIR. As recognized by the City in a 1996 EIR Addendum, all improvements required as traffic mitigation measures in the Final EIR were completed prior to 1996, with the exception of funding a pair of new freeway ramps linking the Santa Ana Freeway to Main Place Drive. That measure was determined to be infeasible, and replaced with an obligation to contribute to the cost of other ramps then planned by Caltrans, as documented in a 1992 amendment to the Participation Agreement between the City's Redevelopment Agency and the MainPlace Mall developer. The alternative ramps identified in the amended Participation Agreement, consisting of an off-ramp from southbound I-5 to Broadway and an on-ramp from Main Street to northbound I-5, were thereafter constructed. Accordingly, all of the traffic improvements the Agency and City determined were necessary to accommodate the original project have been implemented.

The circulation components of the plan include the following (see Figure 2-9, *Cross Section* and Figure 2-10, *Circulation Plan*):

A. Main Street

Main Street provides the primary access to the Specific Plan area and represents the site's eastern boundary. Main Street is identified in the City's Circulation Element as a public Major Arterial. A Major Arterial generally consists of six travel lanes with a right-of-way of 120 feet. According to the Master Plan of Streets and Highways

(MPSH), this type of roadway is designed to accommodate between 33,900 and 50,600 trips daily. Main Street is constructed to its ultimate right-of-way along the project frontage; with six lanes, multiple turn lanes, and both painted and raised medians.

Three driveways into the site are present along Main Street, providing access to parking structures and surface parking lots. The driveways may be reconfigured as part of individual development projects along the eastern edge of the Specific Plan area, but no new driveways are planned. Three signalized intersections with existing crosswalks are present on the Main Street edge of the property: one at Main Place Drive/Town and Country, a second at the parking structure entrance/East City Place Drive, and a third at Main Place Drive/Memory Lane (see Figure 2-10, *Circulation Plan*).

B. Main Place Drive

Main Place Drive is a local public street, with a modified section due to its proximity to SR 22 and Interstate 5 and to the existing mall and parking structures. Main Place Drive is constructed as a four-lane public road, with several turn lanes and painted medians but no sidewalks. Main Place Drive functions as a loop, intersecting with Bedford Road on the north, Broadway on the south, and Main Street in two locations. Improvements to Main Place Drive are limited to the following:

- Vacation of Main Place Drive, a public right-of-way, between Bedford Road and Main Street. A new private drive aisle will be constructed in a different configuration, connecting Main Place Drive to its current intersection with Main Street. The new private drive aisle consists of approximately 1.4 acres while the vacated right-of-way consists of approximately 1.1 acres up to 172.24' in elevation. The property owner owns the air rights above that right-of-way above 172.24' in elevation. The abandonment of this road segment may include a vacation action by the City and/or quit-claim.



- Installation of a traffic signal at the intersection of Bedford Road and realigned Main Place Drive.
- Restriping and reconfiguration of lanes at the intersection with Bedford Road. This will require a small dedication. Lane configurations may change at the intersection. This would not require an amendment to the specific plan (see Figure 2-8, *Bedford Road Restriping*).
- No sidewalks are present or proposed within the existing right-of-way of Main Place Drive, as the right-of-way generally ends at the back of curb. A 5-foot sidewalk and 5-foot parkway will be provided on the project side of Main Place Drive, within a public use easement.
- Resurfacing of Main Place Drive along its length, completed in phases as fronting projects develop subject to paving analysis.
- Restriping of Main Place Drive between Bedford Road and Broadway to accommodate an on-street (Class II) bike lane. This restriping will result in two travel lanes, a center continuous turn lane and bike lanes on both sides of the street. However, the segment between Bedford Road and the first driveway will remain a four-lane roadway with striped bike lanes (see Figure 2-9, *Cross Section*).

C. Bedford Road

Bedford Road is a public local roadway which connects to Main Place Drive, crosses SR 22 freeway, and intersects with La Veta Avenue in the City of Orange to the north. It is a two-lane roadway with a sidewalk on its western side, is stop-controlled at Main Place Drive and striped with a left turn lane and a combined through/right turn lane. The bridge over SR 22 is a Caltrans facility.

Improvements to Bedford Road include the following:

- Restriping of the southbound lanes to provide a dedicated right turn lane and a combined left/through lane. Striping

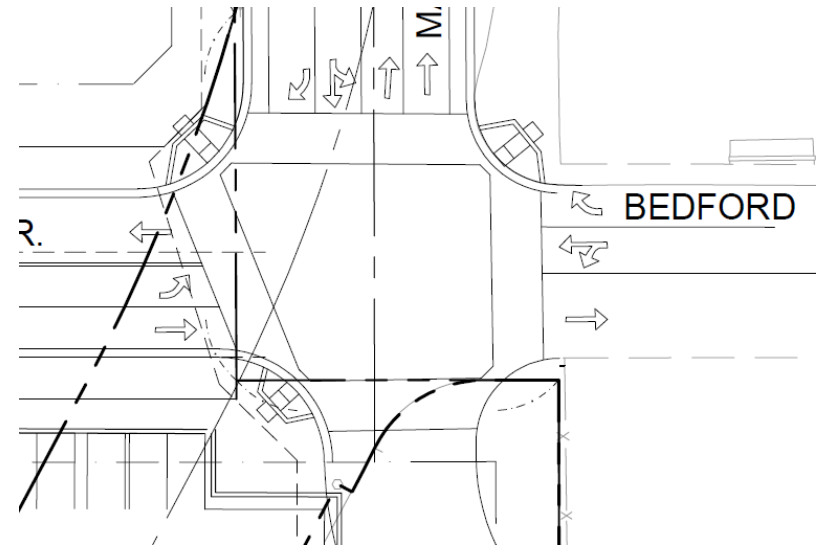


Figure 2-8 Bedford Road Restriping

configuration may change. This would not require an amendment to the specific plan.

- Installation of a traffic signal at the intersection of Bedford Road and the realigned private segment of Main Place Drive.

D. Broadway

Broadway is identified in the City's Circulation Element as a Secondary Arterial. It extends to Main Place Drive from the south, terminating at a signalized intersection. Broadway provides direct access from downtown Santa Ana to the Specific Plan area, crossing Interstate 5 at a grade-separated crossing. No improvements to Broadway are anticipated as part of the Specific Plan. There is an existing traffic signal at Broadway and Main Place Drive.



E. Internal Loop Road/Private Drives

The inner circulation element providing access to the existing mall building is a private loop drive and entry drives. In its developed configuration, this private drive will largely be retained, with modifications as shown on Figure 2-10, *Circulation Plan*. Realignment or elimination of secondary entryways into the internal loop road and reconfiguration of portions of the internal loop road or existing trash and loading facilities may occur as part of individual development projects. The internal loop road will range in width based on adjacent building height and fire code requirements. As part of future development projects, perpendicular, parallel, or angled parking may be provided. In all cases, the required drive aisle width needed to meet fire requirements shall be maintained.

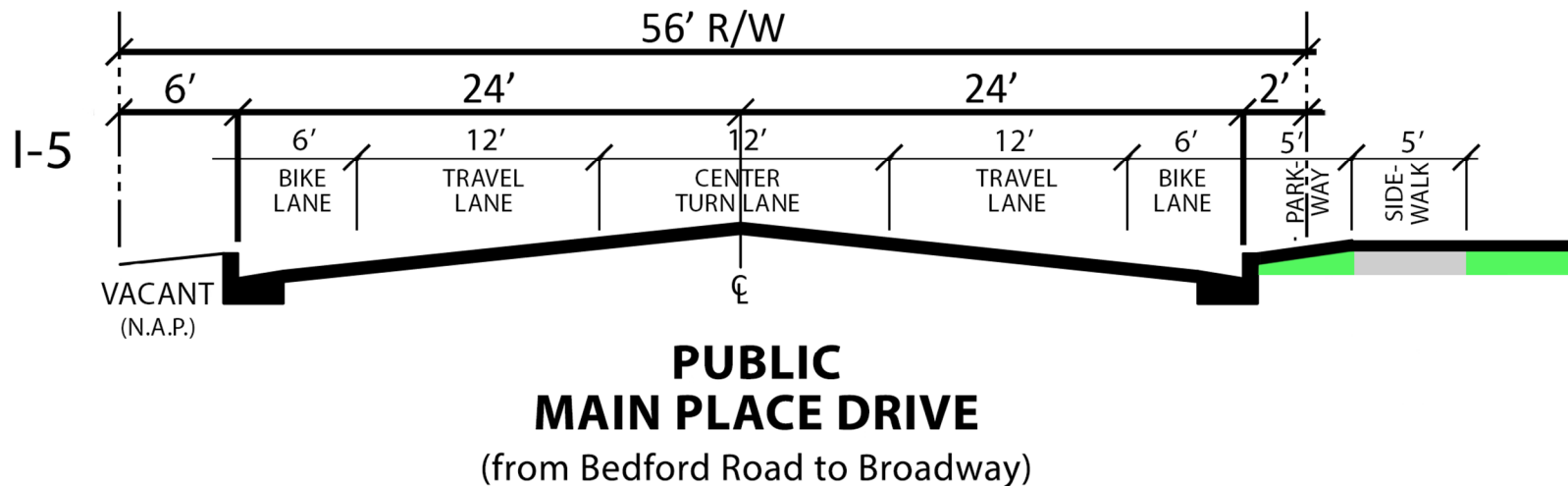


Figure 2-9 Cross Section

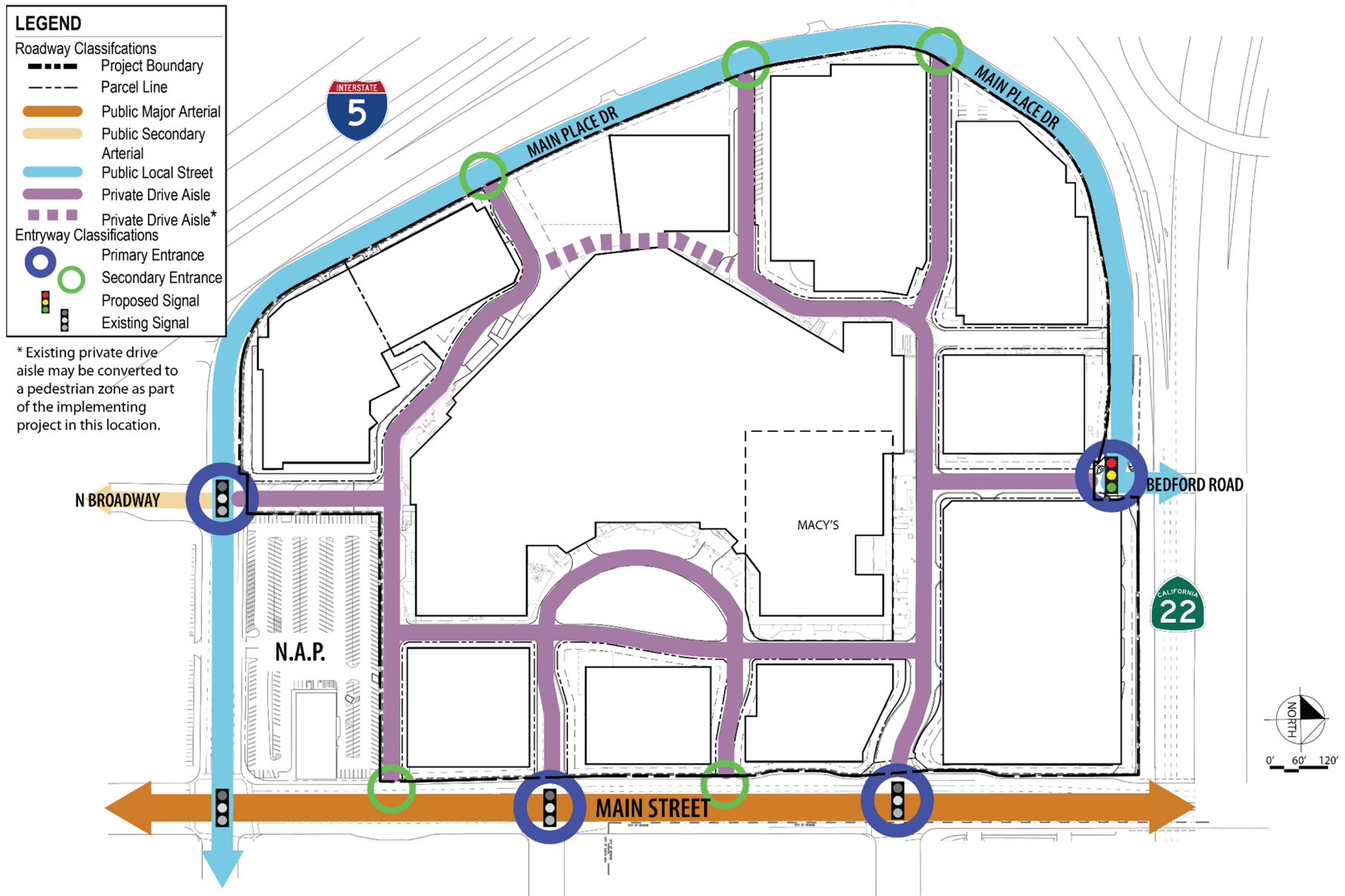


Figure 2-10 Circulation Plan

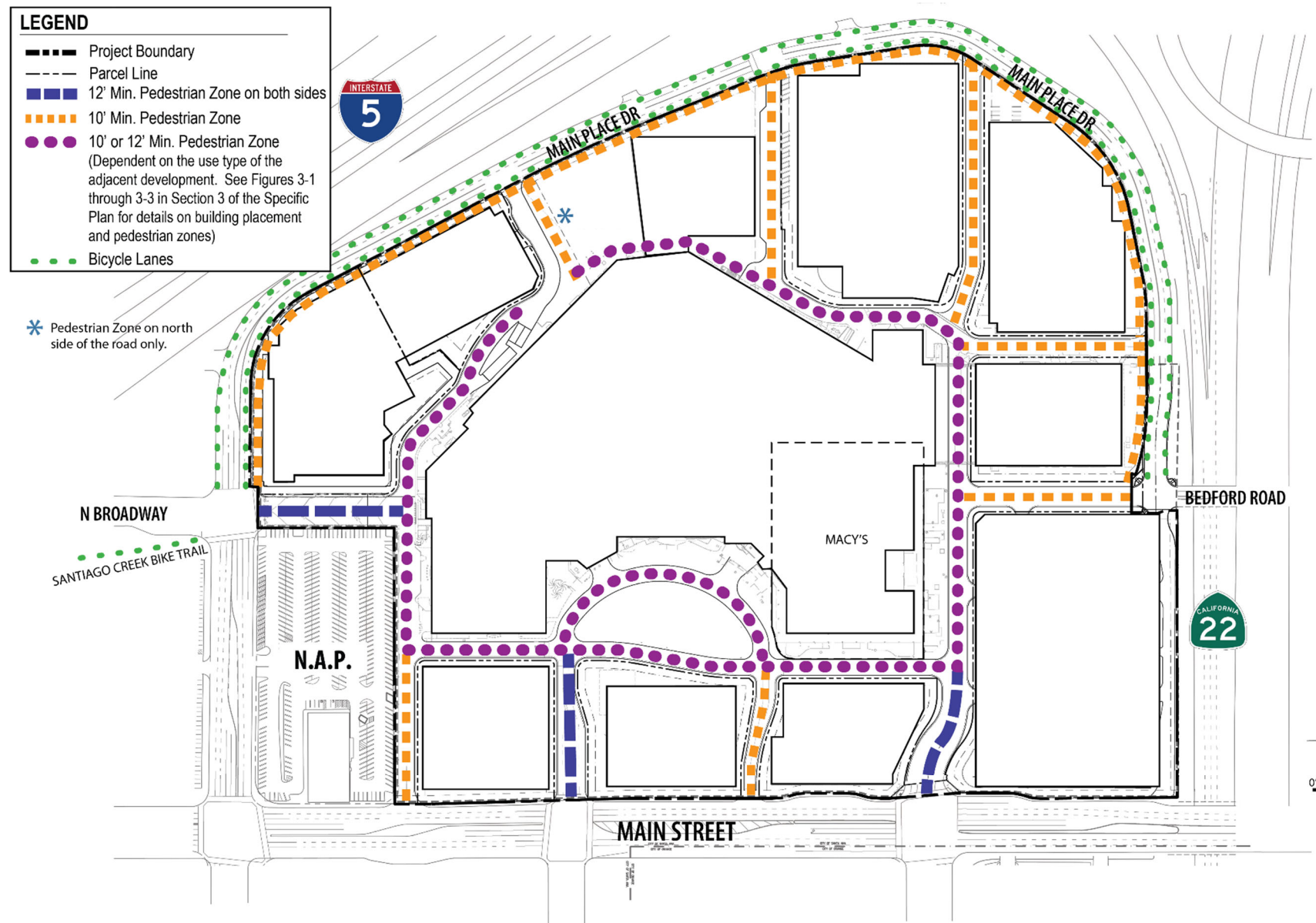


Figure 2-11 Non-Vehicular Circulation Plan



2.6.2 Pedestrian and Bicycle Mobility

The existing mall is oriented internally, with pedestrian access points into the mall building in several locations. Crosswalks are present crossing Main Street at the signalized intersections and providing access across Main Place Drive from Broadway, Bedford Road, and parking areas.

A regional trail, Santiago Creek Trail, terminates at the eastern side of Broadway at the Main Place Drive intersection, providing bicycle access to the Specific Plan area from the City of Orange. An on-street/Class II bike lane will be provided on both sides of Main Place Drive as part of a restriping program. The resulting street will be comprised of two travel lanes and a center turn lane to accommodate the striped bike lanes (see Figure 2-9, *Cross Section*).

Presently no sidewalks are provided on Main Place Drive due to constrained right-of-way. The circulation plan includes provision of a sidewalk on the project side of Main Place Drive, within a 15' building setback from the Main Place Drive right-of-way (see Figure 2-9, *Cross Section* and 2-11, *Non-Vehicular Circulation*).

Walkways are presently provided at the mall entries and connections with existing parking structures. Figure 2-11, *Non-Vehicular Circulation*, illustrates the anticipated pedestrian connections, including a new sidewalk on the inner edge of Main Place Drive. This figure also establishes a hierarchy of pedestrian-oriented streetscape conditions that reference the Pedestrian Zone exhibits in Section 3. These pedestrian zone exhibits show a defined relationship between the pedestrian zone adjacent to each street and the adjacent building type. The pedestrian zone will consist of a minimum 10- to 12-foot zone comprised of a walkway and planting zone and will be provided along the frontage of implementing projects within the Urban Village District as they develop (see Figure 2-11, *Non-Vehicular Circulation Plan*).



A unique solution to providing bicycle parking in the form of public art.

Bicycle Racks will be provided in conjunction with commercial, office, and residential implementing projects.

2.6.3 Parking

Existing MainPlace Mall is surrounded by both surface and structured parking. A total of 4,882 parking spaces are present in the existing condition. Of these existing parking spaces, 2,942 are provided in the three parking structures. The site is presently overparked based on parking ratios established as part of past entitlements.

As development projects are submitted to the City, a parking plan for that phase will be included to show provided parking for each use, and replacement parking when required to maintain minimum parking ratios. Parking ratios for the project are outlined in Section 3, *Development Regulations*. Individual residential projects will self-park for tenants, with residential tenant parking spaces separated from commercial, hotel, or office parking. Residential visitor parking may be shared with parking provided for other uses, or on lots other than the residential development.



In the built-out condition, the majority of parking within the Specific Plan area will be in parking structures.

As part of project design, parking for office uses may be made available for commercial or special event parking after normal business hours, subject to a parking management program for such shared parking.

2.6.4 Public Transit

OCTA has three bus lines on Main Street, including local route 53, 53x, and 83, and Metrolink Stationlink Route 453 (Orange Transportation Center-St. Joseph's Hospital). An existing public transit stop is present on Main Street on the project frontage that will continue to serve the Specific Plan area.

2.6.5 Pick-up/Drop-off Areas

With the rise in use of rideshare services such as Uber and Lyft, it is increasingly important to designate areas for quick and efficient pick-off and drop-off of passengers. Such areas will be provided at the major entries to the mall.

2.7 Infrastructure and Public Facilities

This Specific Plan describes a variety of public facilities and services intended to support and serve the needs of the Plan Area residents, visitors, and workforce. Services include: water, sewer, storm drainage and Water Quality, solid waste disposal, fire and police protection, schools, and utilities. Existing infrastructure is provided to the Specific Plan area, as shown in Table 2-3, *Service Providers*.

The existing water, sewer, electrical, gas, communications, and storm drainage utilities are located in public utility easements throughout the Specific Plan area and in adjacent public streets. Demolition and re-routing of some existing utilities will be required as part of Plan implementation. Infrastructure sizing and location may change as

part of final engineering; this would not require an amendment to the Specific Plan.



OCTA bus line operating along Main Street in front of MainPlace Mall.

Table 2-3 Service Providers	
Service	Provider
Water	City of Santa Ana
Wastewater	City of Santa Ana/Orange County Sanitation District
Storm Drainage	City of Santa Ana
Electric Service	Southern California Edison
Gas Service	Southern California Gas
Fire Protection	Orange County Fire
Police Protection	Santa Ana Police Department
Schools	Santa Ana Unified School District Orange Unified School District
Solid Waste Disposal	Waste Management



2.7.1 Water

A. Existing Facilities

Water for the Specific Plan area is provided by the City of Santa Ana. The City owns and maintains an extensive network of water infrastructure, including 444 miles of transmission and distribution mains, nine reservoirs with a storage capacity of 49.3 million gallons, seven pumping stations, 20 wells, and seven import water connections.

The City receives its water from two main sources: local well water from the Lower Santa Ana River Groundwater Basin, also known as the Orange County Groundwater Basin (OC Basin), which is managed by Orange County Water District (OCWD), and imported water from the Metropolitan Water District of Southern California (Metropolitan). The City is a member agency of Metropolitan. Metropolitan, as a regional wholesaler, supplies imported water to Southern California. Metropolitan's primary purpose is to develop, store and distribute water at wholesale rates to its member public agencies for domestic and municipal uses.

The City owns and maintains a significant amount of water infrastructure surrounding and within the Specific Plan area. The Specific Plan area lies at the extreme north end of the City's water system. The existing mall has private water infrastructure that connects to the City water main in the ring road, Main Place Drive.

There are four separate fire service connections to the City main in Main Place Drive. Fire services to multiple buildings and locations are bundled on the downstream side of each double detector check valve. The only fire pump on-site is located at parking structure number 4, the structure constructed by the City in 1978.

B. Water Supply

The City's main source of water supply is groundwater from the OC Basin. Imported water and recycled water make up the rest of the City's water supply portfolio. Recycled water is primarily utilized for parks, medians, and trails, but is not available in the Specific Plan area.

A Water Supply Assessment (WSA) was prepared for the Specific Plan land use program in January 2019. The WSA summarized the anticipated water demands and identified supplies set forth in the City's 2015 Urban Water Management Plan (UWMP) for the 25-year period starting in 2015 and ending in 2040. Based on the analysis in the WSA, the City's UWMP slightly underestimates the overall water demand in 2020, once the Project is accounted for, but the Project water demand in 2025, 2030, 2035, and 2040 does not push the city's overall anticipated water demand past the City's demand estimate outlined in the UWMP. The WSA concluded that the Project can be reliably supplied by the City water system.

C. Proposed Water System

The majority of the existing water system will remain in place; however, some water infrastructure will be relocated to accommodate the proposed development program.

- Existing public Main Place Drive between Main Street and Bedford Road will be vacated and realigned, and the existing water lines will be abandoned and relocated within the new private drive.
- Existing water lines will be removed and realigned on both the east and west frontages of the mall building.

Figure 2-12, *Water Plan*, shows the existing and proposed water system. The proposed water system is schematic and may change based on final engineering and building placement.



2.7.2 Wastewater

A. Existing Facilities

The City of Santa Ana owns and maintains an extensive network of sewer infrastructure, primarily sewer mains, throughout the City. The City mains connect to Orange County Sanitation District (OCSD) trunk sewers throughout the City and convey sewage to OCSD's water reclamation facility in Fountain Valley, processing approximately 117 million gallons per day (MGD) of sewage.

OCSD has a 30-inch trunk Memory Lane Interceptor (Interceptor) in Main Place Drive along the southerly mall boundary. The trunk sewer conveys sewage from east to west, under the Interstate 5 Freeway, and connects to OCSD's 78-inch regional trunk sewer that parallels the Santa Ana River along its west bank. The Santa Ana River trunk line conveys sewage southerly, ultimately outfalling at the District's Fountain Valley water reclamation facility. The sewershed that includes MainPlace Mall is largely built-out, aside from potential future redevelopment projects that increase existing density.

The City does not have a sewer main in Main Street along the Project frontage. There is a 15-inch diameter City sewer main in Main Place Drive that runs from the southwest mall entry drive to a connection with the OCSD Interceptor. On-site private sewer mains run from north to south on both legs of the on-site ring road. The two on-site sewer branches converge at the southwest mall entry drive and a single pipe connects the MainPlace Mall private sewer system to the City's Main Place Drive sewer main. This City sewer serves the MainPlace Mall site only.

B. Proposed Sewer System

The majority of the existing sewer system will remain in place, however some wastewater infrastructure will be relocated or extended to accommodate the proposed development program.

- Existing public Main Place Drive between Main Street and Bedford will be vacated and realigned, and the existing sewer lines which connect to it will be abandoned.
- Existing sewer lines will be removed and realigned on both the east and west frontages of the mall building.
- A new lateral will be constructed in Main Place Drive to connect to the City sewer.

Figure 2-13, *Sewer Plan*, shows the existing and proposed sewer system. The proposed sewer system is schematic and may change based on final engineering and building placement.

2.7.3 Grading

The site is generally flat with a slight slope from elevation 154 feet above mean sea level (msl) on its western and southern edge to 145 feet msl on its northern and eastern edge.

The estimated soil to be exported would range from approximately 350,000 cubic yards (CY) - 440,000 CY. An export of soil is expected due to the projected construction of parking structures and minor grade adjustments across the site. An import of soil of approximately 200,000 CY is anticipated near the west side of the site to provide a level development area. Where possible, soil excavated as part of an individual project will be used for on-site landscape features such as berms or landscaped common space areas.

Grading activities will be required to comply with all SCAQMD standards for construction equipment and will also be required to use Tier 4 equipment if it is available.

2.7.4 Drainage and Water Quality

A. Drainage

The City of Santa Ana owns and maintains an extensive network of storm drain infrastructure, primarily storm drain mains and catch



basins, throughout the City. Portions of the City drain to the Santa Ana River watershed and others drain to the San Diego Creek watershed. The Specific Plan area is tributary to Santiago Creek (County drain E08), which lies south of the south leg of Main Place Drive along the Project frontage. Santiago Creek discharges to the Santa Ana River (County drain E01) about one mile west of the Specific Plan area. The Santa Ana River drains south to the Pacific Ocean.

Flood Plain. The Specific Plan area lies within Zone X, which is outside the 100-year floodplain. Zone X is achieved in this area through the presence of levees alongside Santiago Creek. A small portion of the south edge of the south leg of Main Place Drive lies within Zone AE, but the Zone AE designation does not extend to the Mall site or any of the Specific Plan development areas.

Existing Facilities. The City has a 36-inch diameter reinforced concrete pipe (RCP) storm drain in Main Street that increases in size to a 42-inch diameter RCP before it discharges to Santiago Creek. Approximately 15.3 acres of the north and east portions of the site, including surface parking, a portion of the existing Macy's building, and the existing easterly parking structure, drains to a series of on-site inlets and drainage pipes. This portion of the private drainage system discharges to the Main Street Storm Drain.

Approximately 30.4 acres of the site, including the mall building and the two exiting parking structures in the northwest quadrant of the site, drains into the existing on-site loop road storm drain and into two existing City reinforced concrete pipes that run northwest under Main Place Drive. The City pipes discharges into the adjacent Caltrans drainage system that drains north toward the existing freeway interchange.

The remainder of the site, approximately 8.4 acres, consisting primarily of surface parking and drive aisles within the southwest

quadrant of the property, drains to a separate City drain. This RCP runs west under Main Place Drive, accommodating drainage from the Main Place Drive right-of-way, and discharges to a separate Caltrans drainage system that drains south and connects directly to Santiago Creek.

On-site drains ranging in size from 12-inch diameter to 30-inch diameter exist on-site. Generally, the on-site main drains are found in the private ring road. The aforementioned acreages include on-site area and area within the Main Place Drive right-of-way.

The City has confirmed that any connections to the City system will require City review only. Caltrans and County review of site drainage will not be required as long as site drainage connects directly to City infrastructure.

Proposed Drainage System. The City's Master Plan of Drainage includes the drainage facilities within the Specific Plan area and no deficiencies are present in the system. As the Specific Plan land use program does not increase the amount of impervious area, the drainage characteristics are anticipated to remain the same as in the existing condition. Thus, no retention is required for stormwater runoff from the Specific Plan area. The proposed improvements to the storm drain system are limited to the following:

- Re-routing of several existing storm drain lines into the private drives within the Specific Plan area from their present locations within future development sites.
- Re-routing an existing storm drain around a future development site into Main Place Drive on the Specific Plan area's western edge.

Figure 2-14, *Drainage Plan*, shows the existing and proposed drainage system, as well as the drainage areas of the site and the water quality features to which they drain. The proposed drainage



system is schematic and may change based on final engineering and building placement.

B. Storm Water Quality

Improvement of water quality is a critical issue for all development. Local, State and Federal laws include requirements for the treatment of storm water runoff to reduce pollutants entering the environment.

As an urbanized area, opportunities for large-scale water quality improvements (such as storm water basins) within the Specific Plan area are limited. Best Management Practices (BMPs) are structural or engineered devices and systems used to treat storm water runoff before it is discharged into a drainage system (storm drain or channel).

BMPs appropriate for an urbanized setting may include the following menu of items as defined in the Technical Guidance Document prepared by the County of Orange:

- **Underground Infiltration:** Underground infiltration systems consist of a network of perforated pipes or vaults and are constructed in naturally pervious soils, as confirmed by infiltration testing, with a flat bottom. Alternatively, vertical dry wells can be utilized.
- **Permeable Pavement:** Permeable pavements contain small voids that allow water to pass through to a gravel base. They come in a variety of forms; they may be a modular paving system or poured in place pavement (porous concrete, permeable asphalt).
- **Biofiltration/Bioretenion:** Bioretention storm water treatment facilities are landscaped shallow depressions that capture and filter storm water runoff. These facilities function as a soil and plant-based filtration device that removes pollutants through a variety of physical, biological, and chemical treatment

processes. Vegetated swales, filter strips, and planter boxes fall within this category.

A preliminary Water Quality Management Plan (WQMP) has been prepared for the project. Due to the urbanized setting, BMPs consisting primarily of underground infiltration systems will be located to serve each of the Specific Plan's drainage areas. Figure 2-14, *Drainage Plan*, shows the drainage areas and associated water quality features.

A final WQMP will be submitted as part of the final construction documents and will describe the final selection of BMPs for the proposed development.

2.7.5 Dry Utilities

Public gas and electric facilities are owned and operated by Southern California Gas and Southern California Electric, respectively. Utilities in relocated Main Place Drive between Bedford Road and Main Street will be relocated in the new private roadway with appropriate easements. Service lines for new buildings will be extended from the existing and new public lines.

Additionally, new developments will connect to the existing fiber optic cable network to ensure the Specific Plan Area develops as a full "Smart Village."

2.7.6 Fiber Optics

Connections to fiber optic networks do not currently exist within the Specific Plan area. As the infrastructure needed to deliver these services is made accessible in the future, individual projects will have the opportunity to connect and make these services available.

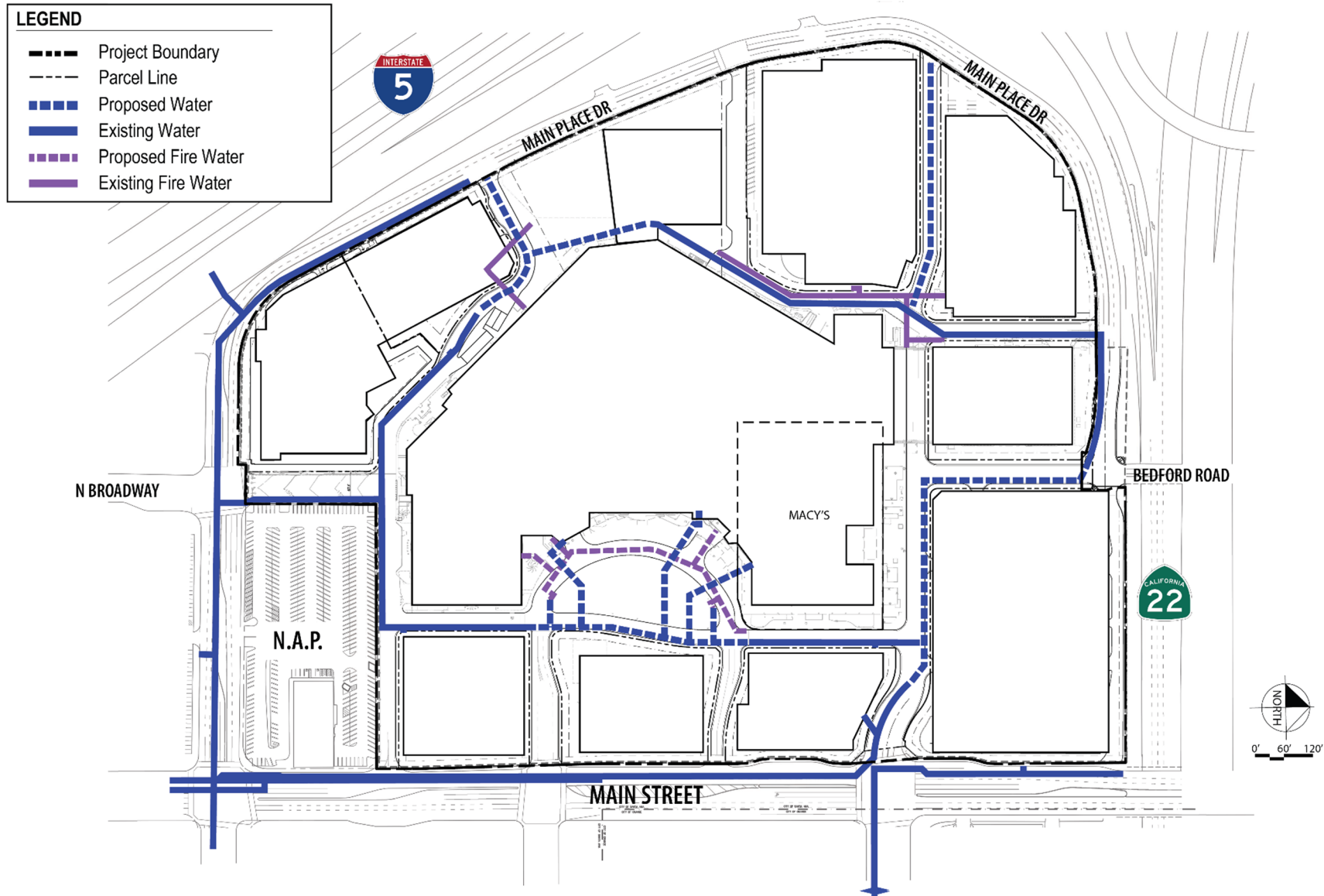
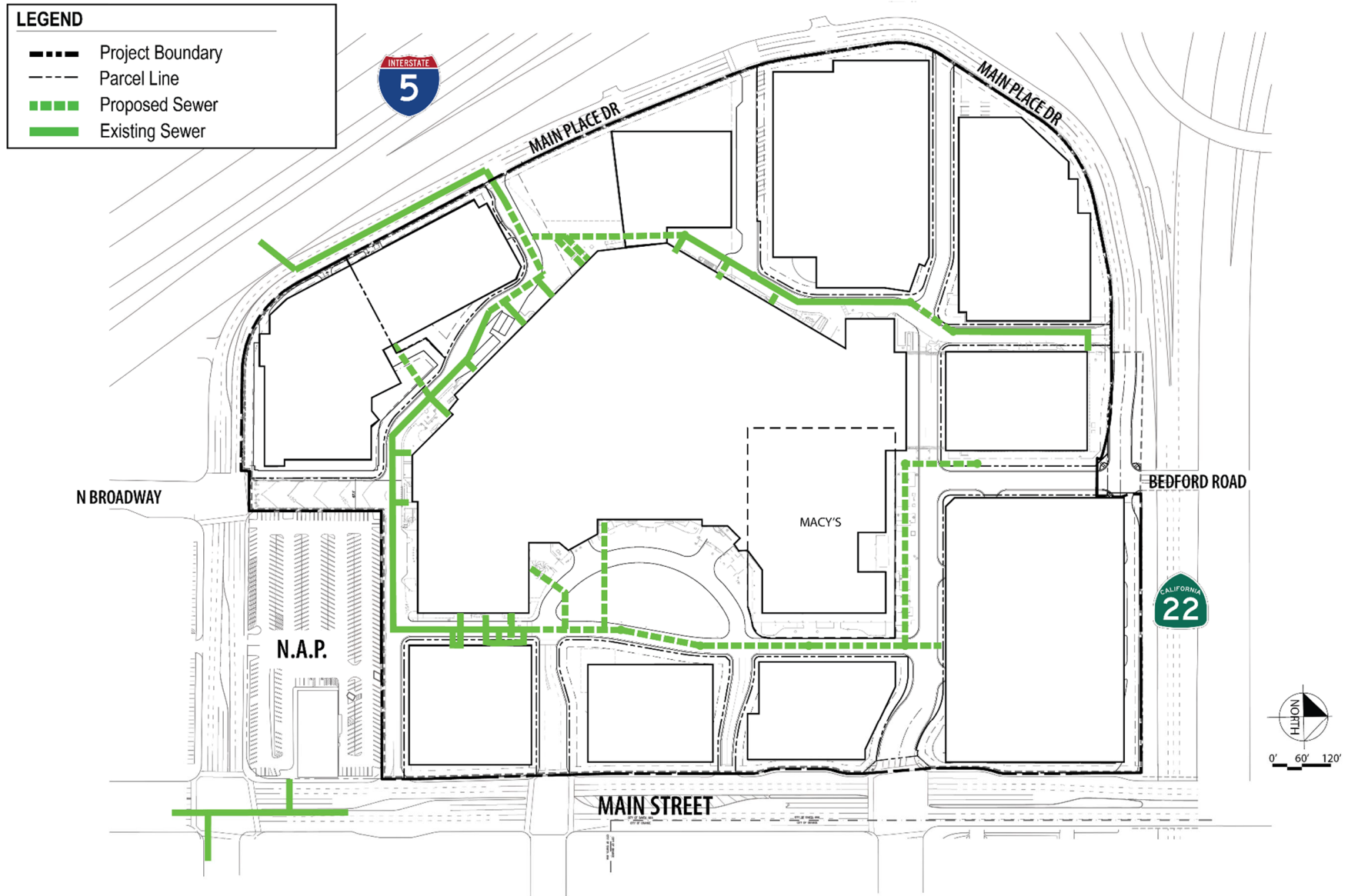


Figure 2-12 Water Plan

**Figure 2-13 Sewer Plan**

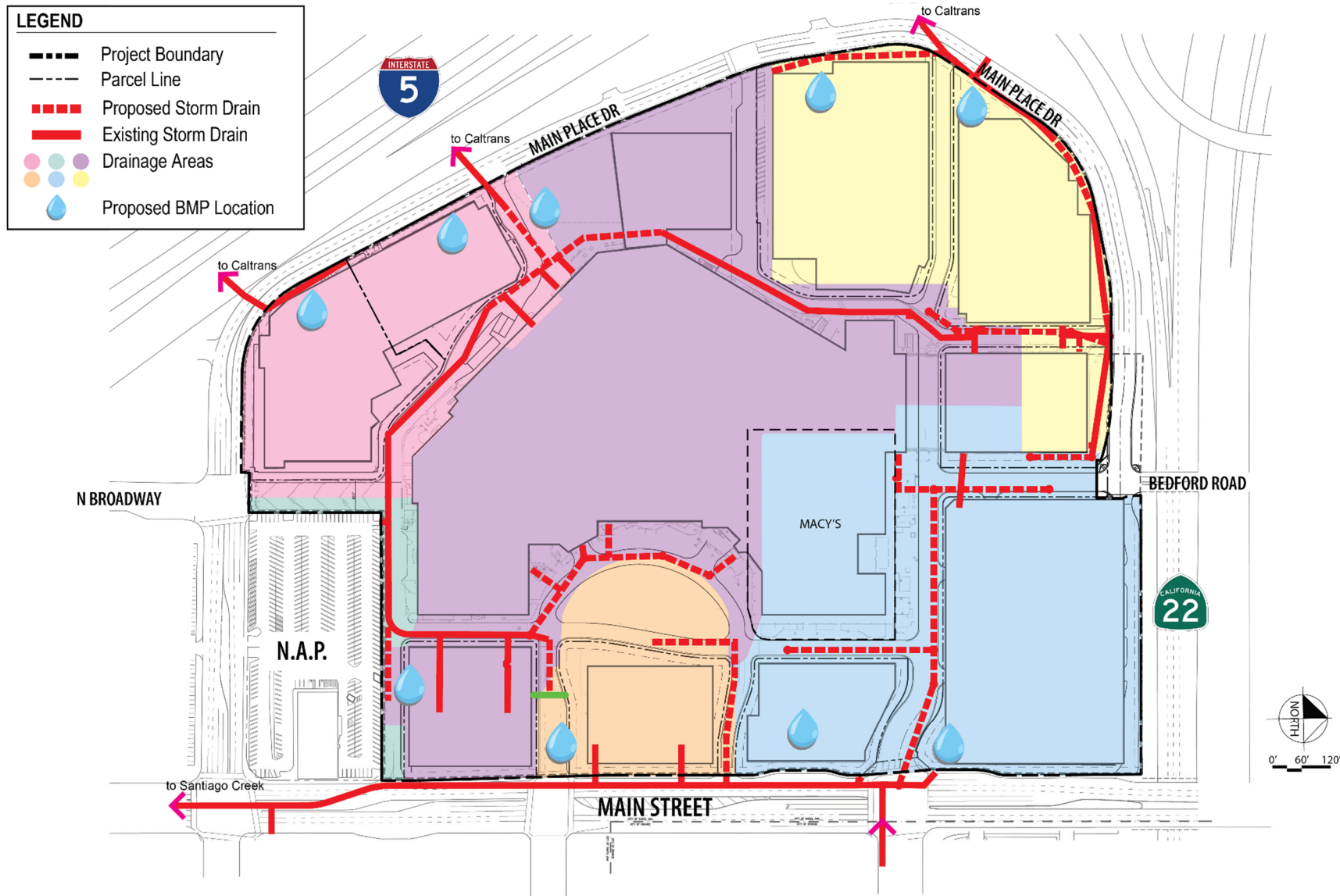


Figure 2-14 Drainage Plan



2.7.7 Solid Waste

Waste Management of Orange County (WM) is the franchise company that currently provides curbside recycling, garbage, and yard waste services to the City of Santa Ana. It would continue to provide solid waste and recycling service to the Specific Plan Area, subject to change by the city per state and local requirements and/or agreements. The city currently participates in several recycling programs, including residential recycling, organics recycling, and construction and demolition recycling. The city has two authorized haulers for construction and demolition recycling, Waste Management and Waste Disposal. Construction and demolition debris is accepted for recycling at Madison Materials in Santa Ana.

MainPlace has piloted a composting project with select restaurants and eateries to help eliminate harmful gases emitted when these products are otherwise dumped into landfills. The food waste from the mall is converted to Biofuel, which provides electricity to the Waste & Water Treatment Plant in the City of Carson. This program is expected to continue. Residential, office, and hotel uses are not subject to composting.

2.7.8 Police and Fire Services

A. Police Services

Police services in Santa Ana are provided by the Santa Ana Police Department, headquartered at 60 Civic Center Plaza. The Department has two substations, the Westend Substation located at 3750 West McFadden Avenue, and the Santa Ana Regional Transportation Public Safety office located at 1000 E. Santa Ana Boulevard. Emergency response times for the Department are dependent on where the patrol vehicles are in relation to a call, as well as the nature of the call.

MainPlace mall includes a security office within the mall building and provides private security for the mall itself, with supplemental service by SAPD during peak seasons.

B. Fire Services

Fire protection and emergency medical services are provided by Orange County Fire Authority. The closest fire station is Fire Station #70 located at 2301 Old Grand Street North, approximately 1.5 miles from the Specific Plan area. Fire service calls will incrementally increase as a result of the development of the Specific Plan area.

As part of project design, all road/driveway widths, as well as the placement of fire hydrants and installation of automatic sprinkler systems, shall be designed with the guidance of the OCFA. A circulation system that allows unhindered OCFA access and maneuvering during emergencies shall be provided.

2.7.9 Schools

The Specific Plan area is located within the boundaries of two school districts (see Figure 2-15, *School District Boundary Map*):

A. Santa Ana Unified School District

The Santa Ana Unified School District boundary encompasses the southern 75% of the Specific Plan area. The District's boundary generally ends at the intersection of Main Street/Main Place Drive/Town and Country. The SAUSD provides K-12 schools for areas within its boundaries. The schools which would serve residential units within the Specific Plan area include:

- Hoover Elementary
- Sierra Intermediate
- Santa Ana High School



- There are several Charter schools located near the Specific Plan area.

B. Orange Unified School District

The Orange Unified School District boundary encompasses the northern portion of the Specific Plan area. OUSD provided K-12 services within the City of Orange and a small area of Santa Ana. The schools which would serve residential units within the Specific Plan area include:

- West Orange Elementary School
- Portola Middle School
- Orange High School

Developers of residential, commercial and/or hotel development will pay statutory school fees.

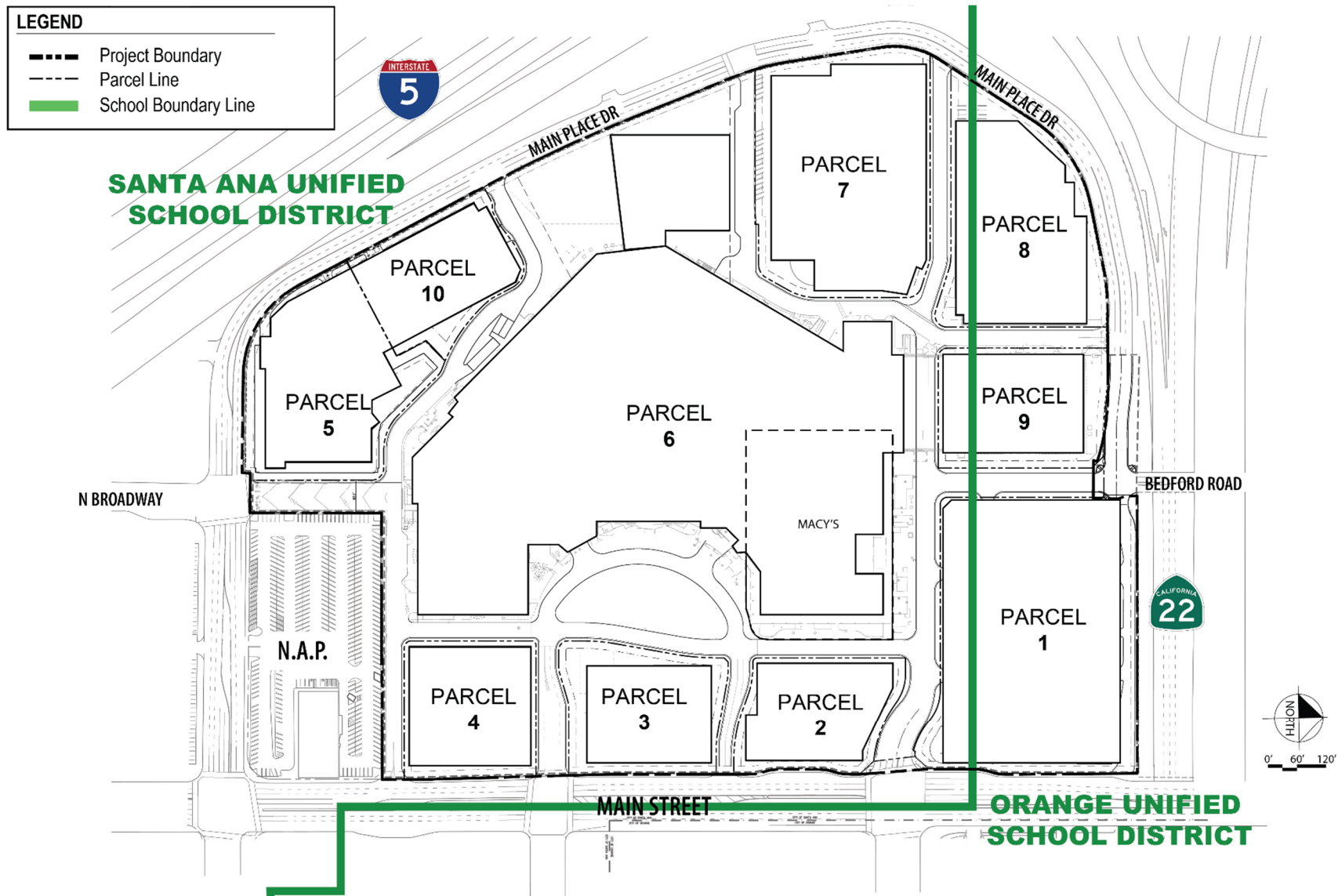


Figure 2-15 School District Boundary Map

3 DEVELOPMENT REGULATIONS





The regulations and standards contained in this section shall apply to all properties located within the Specific Plan area. They are intended to serve as a tool for encouraging the establishment of the mix of uses permitted by the General Plan by providing standards and guidelines for creating an integrated village atmosphere while ensuring functionality.

The MainPlace Specific Plan is consistent with the existing provisions of *District Center* designation of the General Plan. In cases where this Specific Plan contains differing standards from the SAMC, the Specific Plan standard shall prevail. In cases where standards are not addressed by this Specific Plan, the SAMC requirements and standards shall apply.

3.1 General Provisions

3.1.1 Determination of Unlisted Uses/Interpretation

Any land use proposal not specifically covered by the provisions contained herein shall be subject to determination by the Executive Director of the Planning and Building Agency.

When used in this document, the words “shall,” “will,” “is to,” and “are to” are always mandatory. “Should” is not mandatory but is strongly recommended; and “may” is permissive. The present tense includes the past and future tenses, and the future tense includes the present. The singular number includes the plural number, and the plural the singular, unless the natural construction of the word indicates otherwise. The words “include,” “includes,” and “including” mean “including but not limited to.”

3.1.2 Definitions

The following definitions shall apply to uses within the MainPlace Specific Plan. Where definitions between the Specific Plan and the SAMC conflict, the following definitions shall apply:

- A. **BMPs (or Best Management Practices):** shall mean structural or engineered devices and systems used to treat stormwater runoff before it is discharged into a drainage system.
- B. **CEQA/California Environmental Quality Act:** shall mean the California statute passed in 1970 to institute a statewide policy of environmental protection.
- C. **Class II Bike Lane:** shall mean an on-street bike lane that uses painted stripes, stencils, and signs to delineate the right-of-way assigned to bicyclists and motorists.
- D. **Commercial Recreation:** uses of a commercial nature combined with a recreational use, including but not limited to, bowling alleys, rock climbing gyms, indoor skydiving, experiential learning and activity centers, discovery centers, laser tag facilities, roller skating, sports-related activities (golf, skiing, baseball, etc.), aquariums, electronic gaming (“e-sports”), gymnastics facilities (including trampolines), amusement parks/rides and similar uses. This use does not include adult businesses.
- E. **Floor Area:** the total floor area included within the outer walls of a building. Parking structures, patios, terraces, decks, outdoor dining areas, balconies, exterior amenity spaces, and other exterior areas shall not be included in floor area to be used in the calculation of Floor Area Ratio (FAR).
- F. **Mixed-Use:** shall mean a complementary mixture of land uses including, commercial, retail, office and residential uses that are part of an integrated single development, either by parcel or within a district. Land uses may be arranged vertically in one or multiple story buildings or horizontally within separate buildings on a lot, site or parcel. A mixed-use building is a structure

containing residential and non-residential uses, or which contains two types of non-residential uses.

- G. **Outdoor Dining:** shall mean the extension of services of an existing restaurant or eating/drinking establishment to be provided on the public sidewalk or private common area adjacent to and within the confines of any frontage of that portion of the building that the restaurant use is situated.
- H. **Pedestrian Zone:** shall mean an area comprised of a pedestrian walkway and planting area with continuous or intermittent trees, shrubs, or planters adjacent to a development parcel.

3.1.3 Subsequent Building Modification

Subsequent building modification for new development projects in the Urban Village District, including additions and/or projections permitted by the Specific Plan (subject to approval of standard City permits), shall complement the architectural style of the primary structure and shall be constructed of similar or complementary materials and colors as the primary structure and/or in context with the overall Design Guidelines.

As individual projects are implemented within the Urban Village District, portions of the directly facing existing mall façade will be examined by the owner's design team to determine the need for potential improvement or renovation, including modification of sidewalks, landscaping, addition of pergolas, or other architectural upgrades to the existing façade.

3.1.4 Nonconforming Buildings, Lots, and Uses

A nonconforming building, structure or use shall comply with all of Article VI, *Nonconforming Buildings and Uses*, of the SAMC, except as modified below:

- A. A building or structure that does not conform to the architectural style or story height requirements at the time of the adoption of this Specific Plan shall not cause the structure to be non-conforming. Existing surface parking lots shall not require modification to meet new landscape requirements.
- B. Sections 41-681.2 of the SAMC shall not apply to this Specific Plan.
- C. Existing buildings and/or parking structures may encroach into the setbacks established in this Specific Plan. If the non-conforming uses are demolished and re-built the new building or structure shall comply with the setbacks provided herein.
- D. Existing parcels that do not conform to SAMC but conform to the Subdivision Map Act shall not be considered as nonconforming.

3.1.5 Performance Standards

A. Security

Residential units shall be designed to ensure the security of residents through the provision of secured entrances and exits that are separate from the non-residential uses and are directly accessible to parking areas. Non-residential and residential uses shall not have common entrance hallways or common balconies. These separations shall be shown on the development plan and the separations shall be permanently maintained.

B. Noise and Ventilation

Residential portions of the project shall comply with the City's Noise Ordinance, which may include design to limit the interior noise caused by the commercial and parking portions of the project or



freeway adjacency, to a maximum of forty-five (45) db in any habitable room with windows closed, to meet City noise standards. Proper design may include, but shall not be limited to, building orientation, sound-rated windows, wall and ceiling insulation, and orientation and insulation of vents. Where it is necessary that windows be closed in order to achieve the required level, means shall be provided for ventilation/cooling to provide a habitable environment. Enhanced MERV 13 air filters will be included in residential units within 500 feet of the I-5 freeway.

C. Maintenance

All properties within the Specific Plan area shall be kept and maintained in a clean, neat, orderly, operable and usable condition. This requirement applies to buildings, paving, fences, walls, landscaping, water, earth and any other structure or feature on the site.

D. Refuse Collection

- Bins for recycling and any other refuse mandated by the State of California shall be provided for all uses in trash enclosures.
- Outdoor refuse collection areas shall be visually screened from adjacent streets, plazas, freeways and adjacent property through use of an opaque screen (wall or fence).
- Where feasible, areas to handle refuse shall be integrated into parking structures. Such areas shall be enclosed with a durable material, with doors. As appropriate, chutes shall be provided to allow refuse from upper floors to be collected.
- Restaurants shall recycle organics in accordance with State law and City Ordinance.

E. Utilities

- All utility lines shall be placed underground except where required to be above-ground by utility providers. Where equipment is located above-ground, they shall be screened

from view from adjacent streets through the use of an opaque screen or landscaping.

- All mechanical equipment must be screened in an architecturally integrated manner.

3.1.6 Height

Building height shall be measured from the finished grade (measured at the highest point of finished grade no more than five feet (5') from building footprint) to the top of average roof sheathing height or bottom of parapet depending on the roof type. Rooflines must be appropriate to the architectural style.

Essential architectural features such as, but not limited to, weather vanes, stair towers, elevator towers, mechanical equipment screening/parapets, clock towers, and other non-habitable architectural features etc. appropriate to the architectural style of the structure may extend in height above the stated Building Height of the Primary Structure, subject to development plan review.

3.2 Permitted Uses

This section identifies the permitted, conditional, and accessory or temporary uses within the Specific Plan area. Uses in the table are permitted subject to the permit criteria referenced. The Conceptual Land Use Plan identified in Exhibit 2-1 provides a visual representation of the desired location of various potential uses for evaluation by the City during review of development proposals. Two land use districts are included: Commercial Core, consisting of the primary mall building and expansion area, and Urban Village, a land use that allows for both horizontal and vertical mixed-use on individual parcels and stand-alone uses allowed by Table 3-1, *Permitted Uses*, below. Uses identified by a "P" are permitted by right, those identified by a "C" are subject to a conditional use permit, and those identified by "LUC" are subject to a Land Use Certificate.

Any use not included shall be considered prohibited unless deemed to be similar to an allowable use as interpreted by the Executive Director of the Planning and Building Agency or his/her designee.

Where there are special development standards or regulations, the SAMC section is identified. All new construction projects require the approval of a Development Plan, except for interior tenant improvements associated with the mall building. Site Development Plans shall be processed in accordance with the Section 5.2.2 herein.

Table 3-1 Permitted Uses		
Use	Urban Village District	Commercial Core District
Commercial/retail and service uses, including but not limited to indoor and outdoor sales, department stores, service commercial such as appliance stores, bakeries, bookstores, food/grocery stores (retail market), pet stores, freestanding kiosks and similar uses.	P	P
Office uses. Professional, administrative and business offices providing personal and professional services, including medical office (including surgical centers), urgent care, architects/engineers, and similar uses.	P	P
Service oriented office uses including insurance, real estate, travel, finance (including ATMs), creative office co-working (WeWork, Common Desk, etc), and similar uses.	P	P
Commercial recreation	P	P
Gymnasiums and fitness clubs	P	P
Hotels, including, executive suites, guest suites, long-term stay, with commercial and food service incidental to the hotel use	P	P
Restaurants, cafes and eating establishments (no drive-through)	P	P

Theaters and Cinemas, including ancillary food and alcohol sales (alcohol sales are subject to the provisions of SAMC Section 41-196);	--	P
Museums and Science Centers;	CUP	P
Public utility and Municipal uses, including electric distribution substations, library, government offices, police substations, etc.;	P	P
Multifamily apartments and/or condominiums and associated leasing offices and recreational/fitness facilities, and including senior living (inclusive of independent living, assisted living, memory care, etc.); Wood burning fireplaces are not permitted in residential uses. Fire pits may be permitted in common areas.	P	P
Showrooms	--	P
Freestanding parking structures	P	P
Incidental support commercial uses within an office or hotel building	P	P
Other uses determined by the Planning and Building Executive Director to be similar in character to the Permitted uses listed above.	P	P
Alcohol sales for on-site or off-site consumption	CUP	CUP
Limited artisan/craft manufacturing	CUP	CUP
Childcare Centers	P	P
Drive through lanes not associated with restaurants, cafes and eating establishments	CUP	--
Pick-up windows	P	--
Food Vending vehicles per SAMC Article XIV –	LUC	--
Club/Live entertainment venues (music venue, comedy club, nightclub, etc)	CUP	CUP
Performing/Cultural Arts venues	P	P
Pushcarts per SAMC Chapter 26	LUC	--
Temporary outdoor activities per SAMC 41-195	LUC	LUC
Major wireless communication facilities per SAMC	CUP	CUP
P: Permitted Use CUP: Conditional Use Permit LUC: Land Use Certificate		



3.3 Development Standards

The development standards in Table 3-2, *Development Standards*, apply to all uses, including parking structures (as applicable), within the Specific Plan area. Landscaped areas will be addressed on a project by project basis and conform to the standards outlined in the table. Where development standards are not described, the standards in the SAMC shall apply. Standards are minimums unless otherwise indicated.

Table 3-2 Development Standards	
Item	Standard
Floor Area Ratio (max)	2.1 ¹
Density (maximum)	90 du/ac ¹
Lot Width/Depth (minimum)	none
Arterial Street Setback (Main Street)	15 ft.
Local Street Setback (Main Place Drive)	15 ft.
Distance Between Buildings	Building separation as required by building code
Building Height (Stories - max) Mixed Use Structure Residential Structure Hotel or Office Parking Structure	10/20 stories ² 10/20 stories ² 12/20 Stories ² 6 levels above grade (not including grade level or subterranean levels) when exposed to view
Residential Open Space /Amenity Space Overall Project Area Landscape Area	200 sf/unit ³ 15% of each Planning Area

- A. Modifications. Development standards may be modified by up to 20% in connection with Development Review in order to promote increased pedestrian activity, provide for unified street frontage, ensure privacy and light for residential uses, provide for public spaces, or promote compatibility with existing development and the goals of the Specific Plan.
- B. Existing buildings and/or parking structures may encroach into the setbacks. If the non-conforming uses are demolished and rebuilt the new building or structure shall comply with the setbacks provided herein.
- C. Interior Setbacks. There are no minimum setbacks for buildings adjacent to interior private drives. Building placement shall be governed by the following:
 - a) Building code; and
 - b) A variable width building zone set behind a Pedestrian Zone of 10-12 feet minimum. The Pedestrian Zone consists of a pedestrian walkway and a curb-adjacent planting zone for trees, shrubs, or planters. Required width of the pedestrian zone is based on land use as shown in Figures 3-1, 3-2, and 3-3 and 2-12. Where multiple land uses are present in one parcel, the larger Pedestrian Zone dimension would apply.

¹ Density and Floor Area Ratio are averaged across the entire Specific Plan Area

² 20 stories allowed only when fronting Main Street, unless approved by Planning Commission at the time of development plan review of an implementing project

³ Private and Common Open Space amounts may vary, however a total of 200 square feet of combined private/common open space per unit shall be provided. Common open space may include courtyards, pool/spa decks, roof decks etc.

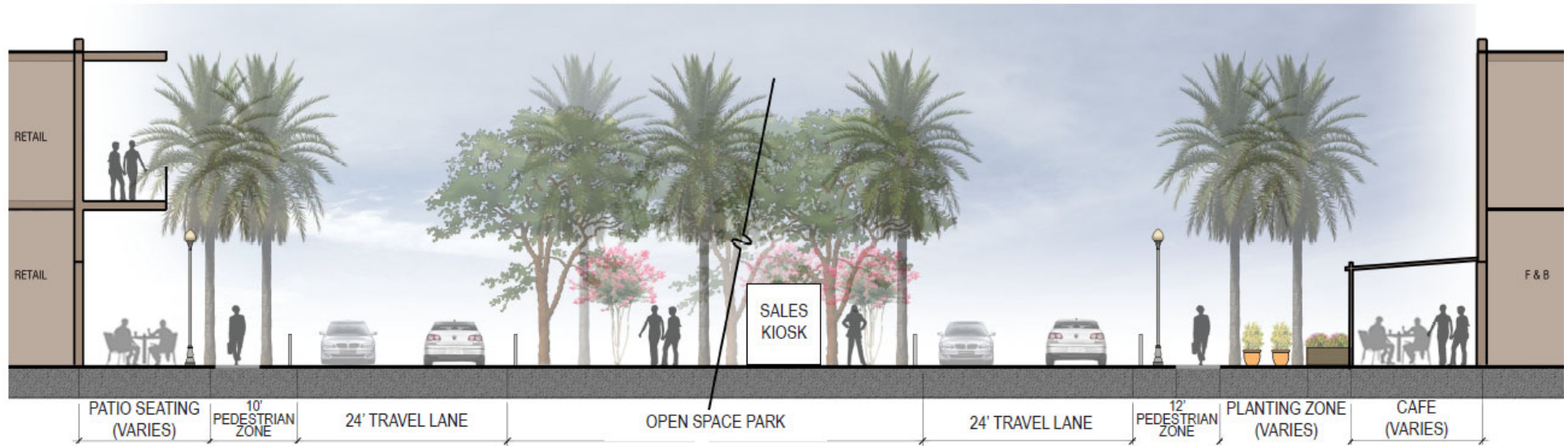
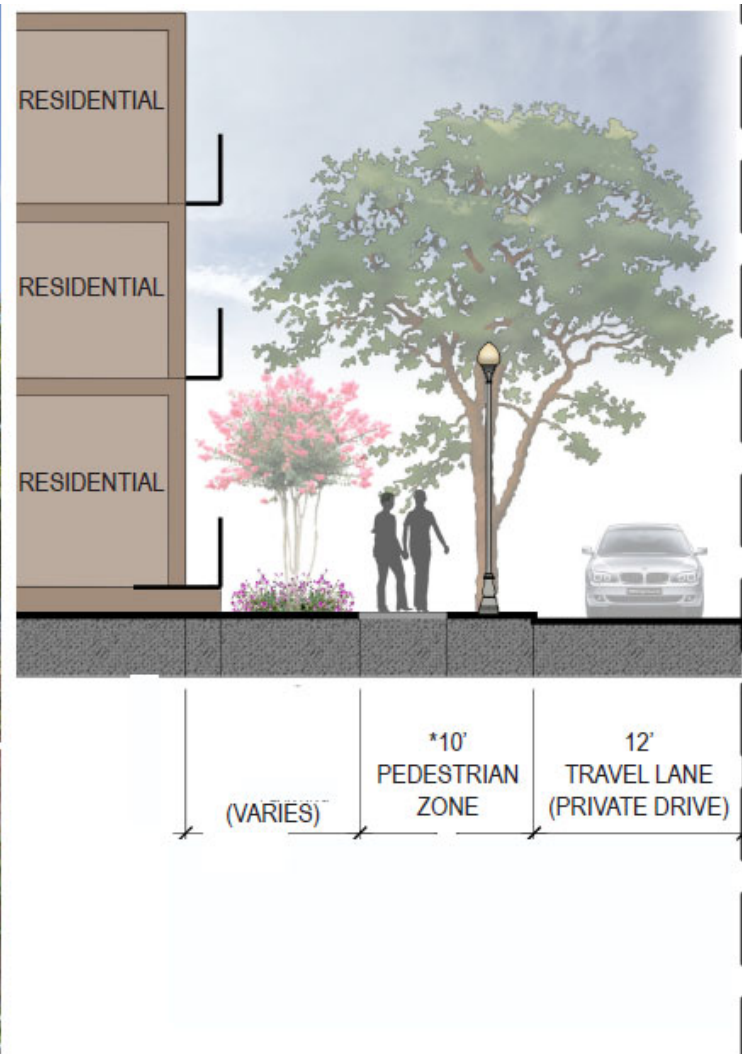
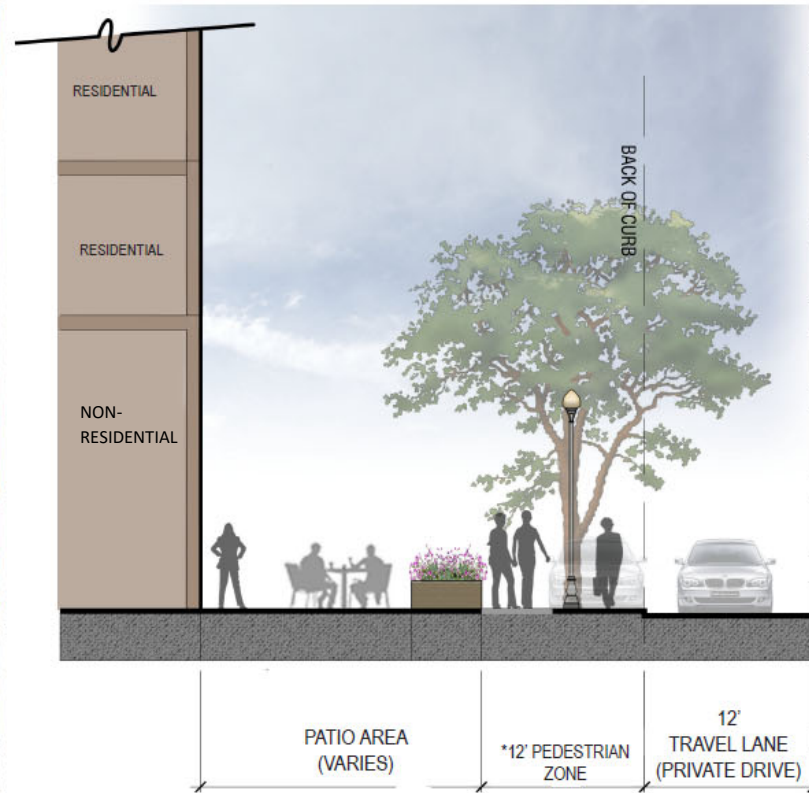
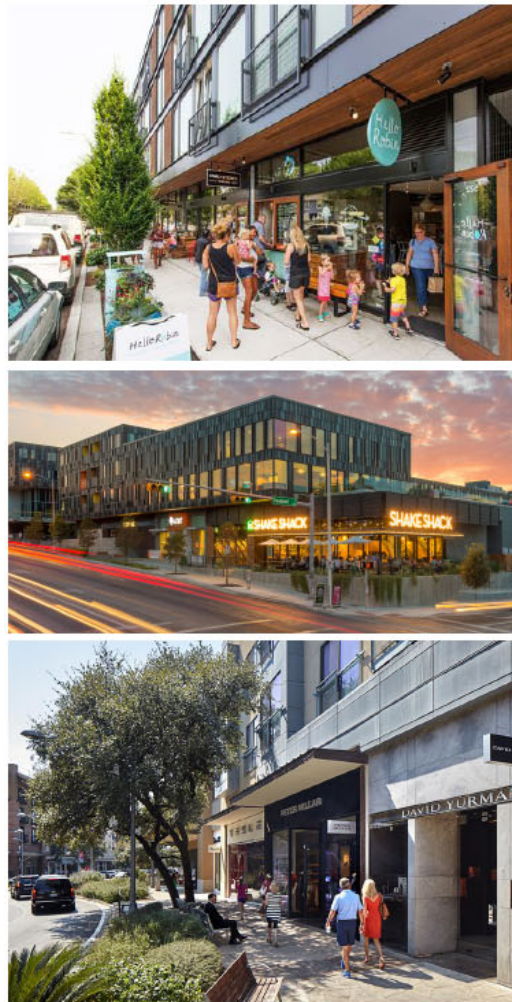


Figure 3-1: Building Placement/Pedestrian Zone – Urban Plaza



*IF GROUND FLOOR NON-RESIDENTIAL EXISTS, THE ENTIRE STREET FRONTAGE MUST HAVE A 12' PEDESTRIAN ZONE.

Figure 3-2: Building Placement/Pedestrian Zone – Multi-Family



*IF GROUND FLOOR NON-RESIDENTIAL EXISTS, THE ENTIRE STREET FRONTAGE MUST HAVE A 12' PEDESTRIAN ZONE.

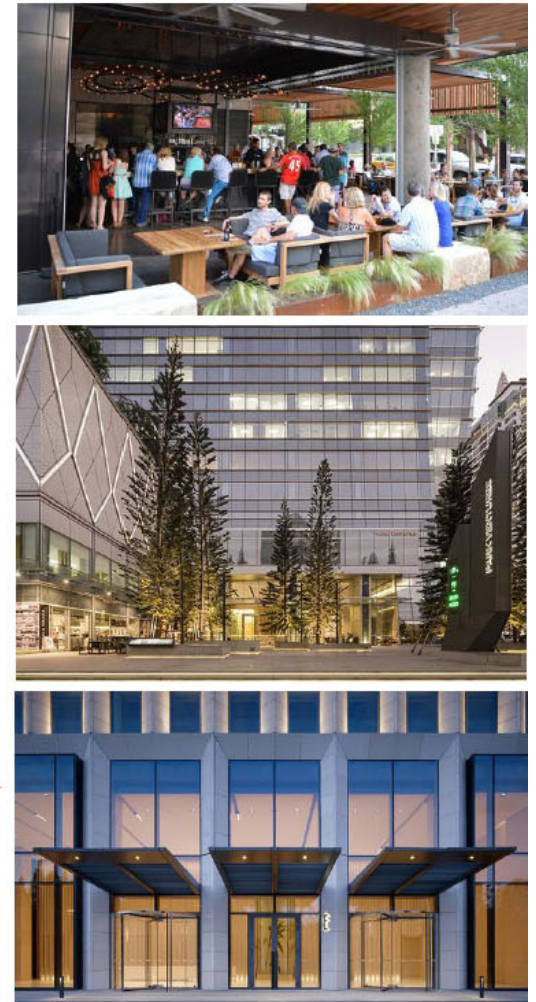


Figure 3-3: Building Placement/Pedestrian Zone – Non-Residential



3.4 Parking

Parking standards for uses within the Specific Plan area are shown in Table 3-3, *Parking Standards*. These standards reflect the unique characteristics of the proposed mixed-use environment in the Specific Plan area, which result in opportunities for shared parking.

Table 3-3 Parking Standards	
Use	Ratio (min)
Commercial, inclusive of food service and cinema	3.5 spaces/1,000 sf
Residential Guest	1.5 spaces/unit 0.15 spaces/unit
Hotel, inclusive of ancillary retail, food service, and conference	1.1 space/room
Office	3 spaces/1,000 sf

In addition to the ratios shown, the following criteria are required:

- A. Shared, joint, or reciprocal parking is permitted with execution of a reciprocal parking agreement, however required residential tenant parking shall be provided on the lot for which it is intended. Residential visitor parking may be shared or on lots other than the residential development.
- B. In the event that parking characteristics evolve due to new technologies or changes in parking demand, modified parking standards may be proposed based upon a parking demand analysis reviewed and approved by the City as part of development plan review.
- C. New technologies such as parking lifts are permitted, subject to review as part of development plan review.
- D. In a mixed-use building where ancillary service or small-scale food service commercial uses are a small component of the project (less than or equal to 2,000 square feet), no additional parking is required. Commercial uses in excess of 2,000 square feet shall be parked per the ratios in Table 3-3.
- E. Electric Vehicle (EV) charging stations shall be governed by Title 24 requirements at the time of permit issuance.
- F. Accessible parking and loading requirements shall be governed by code. The required amount of accessible parking must be maintained during construction activities which displace existing spaces.
- G. Bicycle parking shall be provided per the requirements in Section 41 of the SAMC based on use type.
- H. Tandem parking, defined as two parking spaces arranged one behind the other, is permitted for all uses where the parking is provided, subject to a parking management plan or valet parking program.
- I. Parking stall dimensions shall be as provided in the SAMC.

3.5 Landscape Standards

All yards or other areas not used for buildings, parking, or storage shall be landscaped. As development projects are implemented, landscape plans shall be approved consistent with the requirements below. The site shall comply with the following minimum requirements:

- A. A landscaped setback a minimum of 15 feet in width, measured from the right-of-way shall be provided adjacent to Main Street along the project frontage. This landscaped setback may include a sidewalk within a public use easement.

- B. A landscaped setback a minimum of 15 feet in width, between commercial, residential, office, or hotel uses and the right of way, shall be provided on the Main Place Drive frontage adjacent to the Specific Plan area. This landscaped setback may include a sidewalk within a public use easement.
- C. The landscaped buffer shall have an average of one 24-inch box (min) canopy tree per 25 lineal feet. The minimum caliper size for all trees shall be 3 inches, measured approximately 6 inches above the ground.
- D. The trees can be placed in groups in order to achieve a particular design. Six (6) five-gallon size shrubs per 25 lineal feet shall be provided, either clustered or linear. As an alternative, the use of three (3) five-gallon size shrubs and ten (10) one-gallon size shrubs is acceptable provided the plant material adds color and variety to the design.
- E. Trees generally regarded as having invasive or surface roots shall be installed in root control planters as specified in the City of Santa Ana Tree Planting Standard No. 124.
- F. The minimum palm tree size shall be 10-foot brown trunk height in all areas.
- G. All trees shall be planted and staked according to the Best Management Practices for that particular type of tree. This may include single-stake and tie, double-staking, cross bar, and multiple stake methods.
- H. Any new surface parking lots shall be planted in accordance with the SAMC.

- I. All landscaping shall comply with the City's water efficient landscape requirements. Drip irrigation is required for all on-site landscaping.
- J. Landscape maintenance equipment shall not utilize gasoline powered motors.

3.6 Signage

Exterior signs shall comply with Regional Planned Sign Program 2014-01 and any approved amendments. The existing Regional Planned Sign Program for MainPlace Mall is included in the Appendices of this Specific Plan.

- A. An updated sign program will be prepared as part of the first implementing project within the Specific Plan area (not including freestanding parking structures).
- B. Ongoing amendments to the sign program shall comply with the provisions for amending the Sign Program included in Section 5 of this document.

4 DESIGN GUIDELINES





4.1 Introduction

4.1.1 Introduction and Purpose

The MainPlace Specific Plan Design Guidelines are intended to guide development that is high quality, cohesive, and supportive of the overall vision for MainPlace. The guidelines provide direction for proceeding with design projects and illustrate options and techniques that assist property owners, developers, architects, and others when determining the appearance, functionality, and design of new development.

The guidelines include the following sections:

- Introduction
- Site Planning Guidelines
- Architecture
- Parking Lot/Structure Design
- Signage

The MainPlace Specific Plan area is strategically located at the north end of Main Street in Santa Ana. With future plans to develop along the Main Street corridor, The Specific Plan area is seen as one of the bookends for an area that contains much of the City's core, including the Civic Center area and several community attractions. As retail trends continue to shift towards experiences, it is important that traditional malls such as MainPlace adapt to meet the changing demands of the marketplace. These Design Guidelines lay out how future development can combine experiential uses with the successful elements of traditional malls to create a vibrant community asset that strengthens not only the Main Street corridor, but the City and region as a whole.



The design guidelines promote innovative architectural styles within the planning area.

4.1.2 How to Use the Design Guidelines

The Design Guidelines provide recommendations when completing a development project. Prior to submitting a project, applicants should review the Design Guidelines to ensure that their proposed development is keeping within the character of the community and guiding principles envisioned for the Specific Plan area.

The Design Guidelines are not zoning regulations or development standards. Where there is conflict between the Design Guidelines and other applicable City Design Guidelines, the MainPlace Specific Plan will supersede those guidelines.

The Design Guidelines contain language that reflects the following principles (see also, Section 3.1.1 of the Development Standards):

- The words “shall” or “must” indicate a design standard and means that it is mandatory that development conform with that standard.
- The word “should” means that the guideline is intended as a recommendation and is not a required standard.



Projects must be consistent with the intent of the guidelines. However, alternative design approaches that meet the intent of the Design Guidelines but are not expressly discussed within this Section may be considered by the decision-making body.

This document includes guidelines for the development of residential, commercial, and office projects within the Specific Plan area. Graphics and diagrams are included to illustrate guideline intent and are not intended to show the only possible design treatment.

Subsequent Builder Design Guidelines will be prepared prior to building permit issuance for the first implementing project (not including freestanding parking structures) within the Urban Village district to ensure consistency of streetscape elements, such as:

- Street lighting
- Benches
- Planters
- Decorative paving
- Bollards
- Specific Street Tree types

4.1.3 Modification of the Existing Mall Structure

The following design guidelines are tailored primarily to address new development within the Specific Plan area. Per Section 3, as individual projects are implemented within the Urban Village District, portions of the directly facing existing mall façade will be examined by the owner's design team to determine the need for potential improvement or renovation, including modification of sidewalks, landscaping, addition of pergolas, or other architectural upgrades to the existing façade.

4.1.4 Related Standards and Guidelines

The City of Santa Ana has additional design guidelines, standards, and regulations that should be reviewed during the design process for any new development or renovation. The MainPlace Specific Plan design guidelines take precedence over other City design guidelines. Design criteria not addressed in the MainPlace Specific Plan will default to the recommendations made in the applicable City design guidelines.

- City of Santa Ana Municipal Code
- City of Santa Ana Commercial Design Guidelines
- City of Santa Ana Residential Design Guidelines
- Commercial Area Landscape Standards

4.1.5 Guiding Principles

The design guidelines are intended to establish a high standard for design within the MainPlace Specific Plan area. The Guiding Principles are described in more detail in the Introduction Section of this Plan.

The overall goal is to create an experiential community with a mix of uses that cater to the needs and desires of all community members, from families to young working professionals, to seniors looking to live in close proximity their favorite restaurants and stores.

Successful design depends largely on having the correct composition of uses, the appropriate size and form of buildings, a relationship of those buildings to open space, the ability for people to get to the area easily through multiple modes of transit, and the ability to easily explore the space once inside. The ultimate goal of these design guidelines is to ensure that future development incorporates these elements to create an exciting, unique, and enjoyable experience for shoppers, residents, visitors, and working professionals alike.



The following Guiding Principles were created in order to ensure that the design guidelines are supportive of the overall vision of the MainPlace Specific Plan.

Guiding Principle 1: Preserve the Mall as an Iconic Local Shopping Destination.

Guiding Principle 2: Create a Unique Lifestyle and Entertainment Experience.

Guiding Principle 3: Promote a Diverse Mixture of Uses.

Guiding Principle 4: Enhance the North Santa Ana Cultural Experience.

4.2 Site Planning and Building Placement

The first consideration for any development project is the site plan. The site plan considers the layout of buildings, open space, parking, and other uses within the site as well as the relationship of the site to the surrounding context. The arrangement and character of the buildings and their relationship to open space is what creates a sense of place and determines the quality of the urban form.



Buildings should be located to define common open spaces.

4.2.1 Building Placement and Orientation

Proper building placement on a site is critical to shaping the overall character of an area and how users experience that site. Building placement determines the movement of people and vehicles into and through the space, informs the defining characteristics of open space, and establishes a relationship between uses of those buildings throughout the site.

Building orientation refers to the direction in which a building is facing on a site. The positioning of windows, rooflines, and other architectural features can be designed to take advantage of passive and active solar opportunities. Additionally, the orientation of commercial storefronts and entrances on major pedestrian activity routes is an important factor in determining the long-term success of commercial retail uses.



A. Building Siting

- DG - 1** Buildings should be located to define, connect, and activate public and private open spaces as usable plazas, parks, and gathering spaces.
- DG - 2** Buildings should be located directly adjacent to the pedestrian walkway to promote ease of access and an urban environment. Landscaped setbacks are only recommended where commercial, residential, office, and hotel uses abut public streets.
- DG - 3** Buildings should be generally oriented parallel to streets with varying setbacks to provide visual interest and varying shadow patterns.
- DG - 4** When possible, free-standing buildings should be sited along street frontages. Buildings sited along street frontages in conjunction with landscaping treatment helps to screen parking areas.
- DG - 5** Buildings should be oriented to promote privacy for individual residential units to the greatest extent possible.
- DG - 6** Buildings should be arranged to provide convenient access to transit stops.
- DG - 7** Buildings and on-site circulation should be organized to minimize areas of conflict between pedestrians and vehicles.
- DG - 8** Link buildings to pedestrian areas such as sidewalks, parking structures, and parking lots and provide physical separation of pedestrians and vehicles wherever possible.
- DG - 9** Buildings with first floor storefronts should be oriented to face onto a private sidewalk that is easily accessible to

visitors. Buildings should avoid having primary entrances face onto Main Street or are oriented towards the I-5 or I-22 freeways.

- DG - 10** Buildings should be oriented to take advantage of sun angles and exposure in order to minimize the need to mechanically heat or cool the building at different times throughout the year.
- DG - 11** The finished floor of ground-level uses should not be significantly above or below the adjacent sidewalk.
- DG - 12** On-site grading should not significantly impact adjacent properties.

B. Compatibility

- DG - 13** Commercial, residential, and office uses should be woven together into one cohesive planning area and not isolated as individual uses.
- DG - 14** Commercial, residential, and office structures may be placed adjacent to one another, provided they meet the required minimum setback, in a horizontal mixed-use setting or stacked with residential on top of commercial or office uses to promote an urban environment.
- DG - 15** When residential and commercial uses are located in the same structure in a mixed-use setting, development should provide separate entrances for each use.
- DG - 16** Residential uses should not front onto commercial or office loading areas or back-of-house facilities.



Residences should not be oriented such that they have views of loading docks or back-of-house facilities of adjacent uses.

- DG - 17** Large multi-family residential projects should be broken up to into groups of structures. Clusters of multi-family structures should work together as one development.

C. Public Safety Through Design

- DG - 18** Use the concept of natural surveillance, or “eyes on the street,” by promoting features that maximize the visibility of people, parking, and building entrances.
- DG - 19** Delineate the separation between public and private spaces with paving, building materials, grade separations or with physical barriers such as landscaping.
- DG - 20** Use the concept of territorial reinforcement by promoting features such as landscape planting, paving designs, and

gateway treatments that define property lines and distinguish private space from public space.

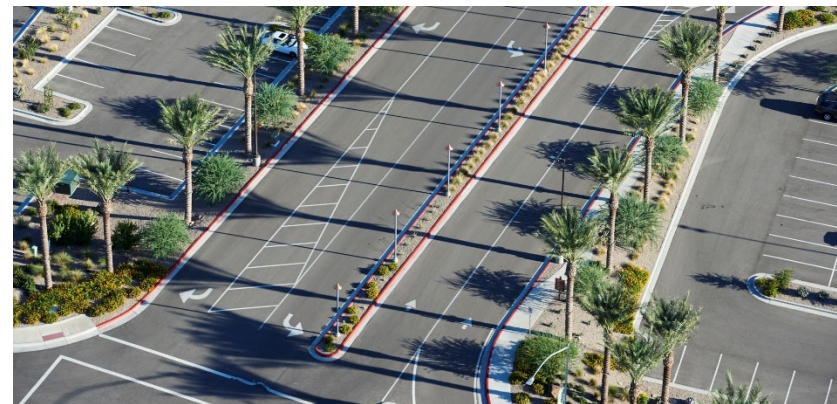
- DG - 21** Use the concept of natural access control by designing streets, walkways, building entrances, and development entries to clearly indicate public routes and to discourage access to private areas.

4.2.2 Site Access, Service Areas, and Utilities

Access into the site takes place primarily from Main Street, either directly or via Main Place Drive. As the area intensifies with surface parking replaced by additional residential, office, and commercial uses, locating primary and secondary access points at key locations throughout the site will be important to facilitate the movement of residents, employees, visitors, and retail goods.

A. Pedestrian Access and Circulation

- DG - 22** Primary access points to buildings and pedestrian spaces should be clearly defined using accent paving, signage, or other architectural details.



Ingress and egress points should have a clear organization and contain enhanced landscaping to define the area as an entry to the site.

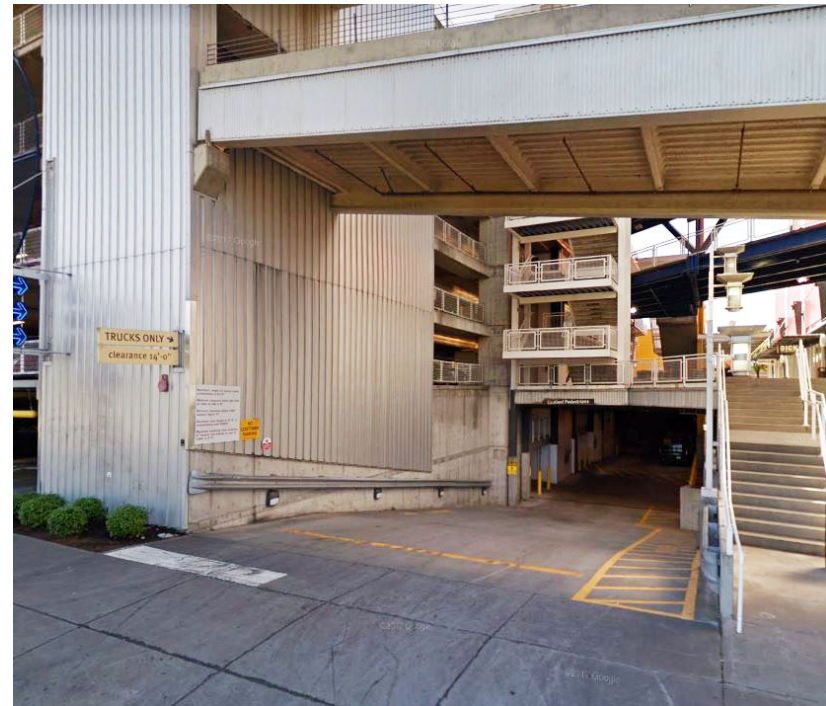


B. Vehicular Access and Circulation

- DG - 23** Ingress and egress points to the site should align with access points on adjacent properties to create opportunities for four-way stops and intersections. Driveway access locations should also consider adjacent driveways.
- DG - 24** The site entry driveway location should be coordinated with existing or planned median openings. Driveways should also line up with driveways on the opposite side of the public roadway.
- DG - 25** Internal streets should efficiently facilitate movement of vehicles from external streets to parking lots and structures.
- DG - 26** Elements such as speed bumps, mid-block crossings, and other traffic calming measures should be implemented where feasible.
- DG - 27** Site circulation should allow for and facilitate emergency access to the site and all buildings.

A. Service Areas, Trash Enclosures, and Utilities

- DG - 28** Service areas, such as loading docks, utility areas, and back of house entrances should be visually blocked with landscaping or vertical hardscape elements or incorporated within the shell of the building. Some short-term retail loading may be located on the street.
- DG - 29** Loading and unloading zones should provide adequate space for maneuvering into and out of a loading position. These areas should be designed to integrate with the entire development.



An example of one method used to hide the service facilities for a big-box retail store.

- DG - 30** Refuse, storage, and equipment areas should be screened from public streets and/or neighboring residential properties. Screening should be compatible with the design of adjacent architecture.
- DG - 31** Refuse storage areas that are visible from upper stories of adjacent structures should provide an opaque or semi-opaque horizontal cover/screen to reduce unsightly views. The screening should be compatible with the design of adjacent development.



- DG - 32** Accommodate requirements for stormwater storage and discharge and underground utility locations when locating buildings and landscaping.
- DG - 33** Transformers, backflow preventers and other incidental utility features that are to remain uncovered should be properly screened when feasible.

4.3 Architectural Design

4.3.1 Architectural Character

New development within the planning area will be defined by innovative, creative, high-quality architecture, no matter the architectural style. Architectural components and details are the most visible component of project and are often what creates a lasting first impression for visitors. New development should first and foremost improve the aesthetic quality of the area by enhancing existing features found both on-site and off-site. New development should complement surrounding architectural styles and quality, but should not be constrained to duplicating existing on-site architectural styles as aesthetic qualities, trends, and materials are constantly updating and changing. Development within the MainPlace Mall Specific Plan Area, both existing and future, should continue to periodically renovate to ensure that the appearance of on-site structures do not become dated and the mall area remains an example of high-quality architecture within Santa Ana.

- DG - 34** New development should reflect the nature of the surrounding historic architectural styles within Santa Ana while remaining contemporary and in line with current trends..
- DG - 35** Buildings should emphasize a clear architectural style, properly articulated and detailed for that style. Mixtures

of styles and details are allowed but should be aesthetically pleasing.

- DG - 36** Additions or modifications to existing structures should complement and enhance the architectural style of the existing building.
- DG - 37** Architectural elements should serve to blend buildings into on-site open space components to create a cohesive space.
- DG - 38** The use and size of specific architectural details, such as cornices, columns, banding, or other elements of building design should be fitting of the architectural style.
- DG - 39** All support structures within multi-family residential developments (i.e., laundry facilities, recreation buildings and sales/lease offices) should be compatible in architectural design with the rest of the complex or integrated within the structure.



Site photos of the existing MainPlace Mall. New development should reflect the nature of the surrounding historic architectural styles within Santa Ana while remaining contemporary and in line with current trends.



4.3.2 Form and Massing

Form and massing are the overall shapes and sizes of buildings in comparison to their surroundings. Large buildings can make the adjacent plaza feel uncomfortable if the ratio of height to open space is not appropriate. Similarly, too much open space surrounded by one-story structures can lose a sense of place and definition. Adequate form and massing, which includes architectural techniques such as stepping back upper floors, subconsciously creates enjoyable spaces that visitors will want to spend time in.



Example of potential building form.



Buildings should help to define common open spaces.



Strong lines and banding help to break up large building faces.



A. General Guidelines

- DG - 40** Each building should have a clearly identifiable base floor, body, roof lines and entry points.
- DG - 41** Upper floors should include variations in the façade plane to increase building aesthetic interest and allow for balcony or other outdoor amenities.
- DG - 42** To promote an urban feel, buildings within the Specific Plan area are not required to be stepped-back on upper stories as recommended in the City Design Guidelines. Building step-backs are allowed where appropriate.
- DG - 43** Multi-story buildings that do not include façade stepbacks should include horizontal architectural elements such as banding, windows, trim, awnings, eaves or other ornamentation.
- DG - 44** Architectural elements such as bays, bay windows recessed or projecting balconies, verandas, porches and other elements that add visual interest, scale, and character to the neighborhood are encouraged.
- DG - 45** Tall, dominating structures should incorporate first-floor elements, including arches, trellises, or awnings, at a human scale to ensure that large structures are contributing to the character of the streetscape.
- DG - 46** “360 degree” architecture should be implemented. All faces of a building, no matter if visible from a current public space or not, should receive equal consideration in regard to design features and architectural interest.
- DG - 47** Boxy and monotonous facades and large expanses of flat wall planes are strongly discouraged.

- DG - 48** Varied building heights are encouraged to provide visual interest.

B. Roof Articulation

- DG - 49** Roofs should provide an equal level of design treatment on all elevations and provide design details that reduce horizontal and vertical mass and scale. Full roofs are encouraged.
- DG - 50** Roof elements and design features (e.g. pitch, materials, eaves, dormers, etc.) should be consistent on all elevations, including those that are not visible from the public right-of-way.



Minor roof articulation helps to break up solid building skylines.



C. Wall Articulation

- DG - 51** Long building facades should be broken up through the use of vertical and horizontal design elements, including windows, banding, glass tinting or colored glass elements, or material changes.
- DG - 52** Buildings should incorporate more detailed design elements at lower levels where they are easily visible to pedestrians. This can include façade articulation to create “forecourt” type courtyard spaces.
- DG - 53** Pedestrian level exterior walls should have elements of building depth and character. Emphasize windows, trellises, roof overhangs, recessed or projected stories, columns, balconies, awnings, or other features.



Wall articulation helps to break up large building forms and create architectural interest.



D. Building Access

- DG - 54** The main entry to each building should be clearly visible from the nearest public circulation walkway.
- DG - 55** Stairways should be centrally located to the units or directly adjacent to the lobby and served and should be visible from as many units as possible.
- DG - 56** Access to dwellings should provide a unique identity for the individual unit, allow opportunities for social interaction, and increase natural surveillance.
- DG - 57** Walkways and access to dwelling units should be designed to facilitate the moving of furniture by considering minimum widths, heights, and turning angles.

4.3.3 Materials and Colors

Materials and colors for the planning area are subject to the individual styles of each building. Development should be of high-quality materials that can withstand weathering and daily use without the need for constant replacement.

- DG - 58** Exterior materials, textures, and colors should be appropriate for the architectural style or theme of the building and contribute to the visual quality of the area.
- DG - 59** The predominant colors for dwelling units and accessory structures should be natural or muted tones. Appropriate use of more than one predominant paint color is encouraged. Compatible accent colors are encouraged to enhance important building elements.
- DG - 60** Colors and materials should be durable and not readily deteriorate if exposed to the elements.

- DG - 61** Materials such as brick, stone, copper, etc. should be left in their natural appearance. Such materials should not appear thin or artificial. Veneer should turn corners and avoid exposed edges.
- DG - 62** All materials for exterior applications should be finished. Inappropriate materials for exterior applications include:
- (a) Plastics/Plastic Laminates
 - (b) Asphalt shingles
 - (c) Corrugated fiberglass, or plastic
 - (d) Plywood or similar
 - (e) Highly reflective materials
- DG - 63** Exterior materials and architectural details should complement each other. Avoid introducing elements, features additions that are not complementary.
- DG - 64** Colors should be non-reflective. Colors and materials should be subdued or flat-toned so as not to produce excessive reflected glare from the sun.
- DG - 65** Color should be used to accent architectural details.
- DG - 66** Roof protrusions such as roof flashing, rain gutters, downspouts, and vents should be finished to match the architectural style of the building.



The design of window storefronts is critical to the success of retail stores, often emphasizing large amounts of glass that allow consumers to see clearly into the store.

4.3.4 Windows, Doors, and Storefronts

The amount of transparency within building facades is important in defining the appearance of a building. Commercial development is focused on bringing people in through showcasing goods and services and therefore is generally characterized by large glass windows. Adversely, residential buildings often prioritize the privacy of residents and focus on strategically placed windows that allow

natural light in, while blocking views from the public realm or neighboring properties.

Door and window treatment also contribute to the appearance of a building and emphasis on certain areas can help to define them as a particular use, such as a primary entrance. This makes the building easier to navigate and are more functional as a whole.

DG - 67 Building recesses are encouraged to define primary entryways and major windows along a building's exterior and to provide weather protection and a transition zone from sidewalk activity into a store.

DG - 68 Primary building entries should be easily identified and provide a prominent sense of entry. The use of projections, columns, entry lobbies, or other design elements are strongly encouraged.

DG - 69 Doors, windows, or other openings should be uniform in design and located to present a symmetrical appearance to the elevation except where the variations are an integral and necessary part of the exterior design.

DG - 70 Commercial storefronts adjacent to the public walkway should have large glass windows to provide views into the store or display opportunities.

DG - 71 Minimal or light window tinting is encouraged on lower floors that are accessible to the public, especially on commercial storefronts. Darker window tinting and other window treatments are appropriate on higher floors to manage building heating and cooling needs.

DG - 72 Providing additional pedestrian entrances to large buildings is encouraged. Improvements to these entrances



should be subtle and may include signage, landscaping, and material changes.



Outdoor patios and glass panes transition the inside of this storefront into the public realm, visually creating one unified place.

4.3.5 Green Building Design

Green building decreases the negative impact to the environment through creative design, construction, and operation techniques. Organizations such as the World Green Building Council provide information and certifications for buildings that meet certain design-build criteria. Buildings that receive these certifications often use renewable energy, reduce pollution and waste, promote the re-use of recycled materials, and make efficient use of energy, water, and other resources.

DG - 73 Materials and technologies that minimize environmental impacts, reduce energy and resource consumption, and promote long-lasting development are encouraged.

DG - 74 Window technologies such as tinting or insulated daylighting panels, should be utilized to decrease the energy costs associated with cooling buildings during most of the year.



Green roofs and solar panels are two methods to reduce energy costs through building design.



4.4 Parking Lot/Structure Design

4.4.1 Parking Facilities and Vehicular Access

Creative parking solutions will be critical in accommodating the increase of visitors, workers, and residents anticipated with the buildout of the Specific Plan area. New development must accommodate for the necessary amount of parking, as defined by the MainPlace Specific Plan. As the area intensifies, potential increased use of public transit and alternative means of transportation may alter the amount of on-site parking needed.



Parking lot design should facilitate easy movement in and out of the plan area.

A. General Guidelines

DG - 75 For security reasons, dwelling units should have sight lines out to the parking areas, but these views should be partially filtered through use of appropriate landscaping, such as trees.



A dedicated pedestrian walkway through a parking lot to increase pedestrian safety.

- DG - 76** Parking spaces should be sited to produce the shortest route of travel from a building entrance.
- DG - 77** Unobstructed visibility and clear delineations between pedestrian paths and vehicular travel aisles should be provided.
- DG - 78** Parking areas should be located with the development's interior and not along street frontages.
- DG - 79** Shared use agreements are encouraged for parking lots and garages to make more efficient use of the available parking.



DG - 80 For convenience, parking spaces associated with residential uses should be assigned, but the parking spaces numbering system should not identify the dwelling unit that is assigned to the space.

B. Parking Lot Design

Although the buildout scenario for the MainPlace Specific Plan area will primarily include structured parking, in the interim, surface parking lots will remain and if reconfigured will implement the following guidelines.

DG - 81 Parking lots should be designed with a clear hierarchy of circulation, including major access drives with no direct access to parking spaces; major circulation drives with little or no parking; and parking aisles for direct access to parking spaces.

DG - 82 Dead-end parking aisles should not be used. The use of “hammer head” or vehicle turn around areas may be acceptable in limited cases.

DG - 83 Travel aisles should be aligned to avoid vehicles competing for the same travel aisle space while making left-hand turns.

DG - 84 Surface parking lots must provide shade trees. The City of Santa Ana’s Commercial Area Landscape Standards requires one landscaped area per 10 spaces in commercial parking lots. Landscaped areas must be a minimum of 8.5’x18’ and contain at least one 15-gallon tree.

DG - 85 Shade structures should be provided on the top level of parking structures and in surface parking lots and should be designed to take advantage of solar opportunities.

DG - 86 Surface parking lots should be shared amongst surrounding uses when possible.

DG - 87 In the event that new surface parking lots are required that contain more than 250 spaces, the following should be provided:

- (a) Continuous landscape planting strips between every row of parking. The strip should be a minimum of 4’ in planted width and be planted with shade trees, low shrubs and/or groundcover.
- (b) Large planting islands at the end of parking rows that are a minimum of 500 square feet, with a 7-foot wide minimum-planted width. They should be planted with shade trees, low shrubs and/or groundcover.
- (c) Interior planting islands between parking spaces at an average of every 10 parking spaces to avoid long rows of parked cars. The planting islands should have a 5-foot wide minimum planted width and be planted with shade trees, low shrubs and/or groundcover.



C. Vehicular Access

- DG - 88** The number of vehicular access points to parking facilities should be minimized to decrease interruptions to surrounding roads and alleys.
- DG - 89** Parking lot access points should not interfere with the function of adjacent roadways.
- DG - 90** To ensure visibility for vehicles entering and existing the site, unobstructed site lines at corners and mid-block should be provided. Visual obstructions at entrances and exits are prohibited within a 15 ft. diagonal cut-off (triangular area). The location of utilities within these areas should be avoided.
- DG - 91** The design of the driveway throat from the intersection to the first internal drive aisle or parking garage entrance should prevent stopped vehicles from blocking internal circulation.
- DG - 92** Access to commercial loading docks should be provided off of alleys or private roads to minimize disruption of commercial activities.

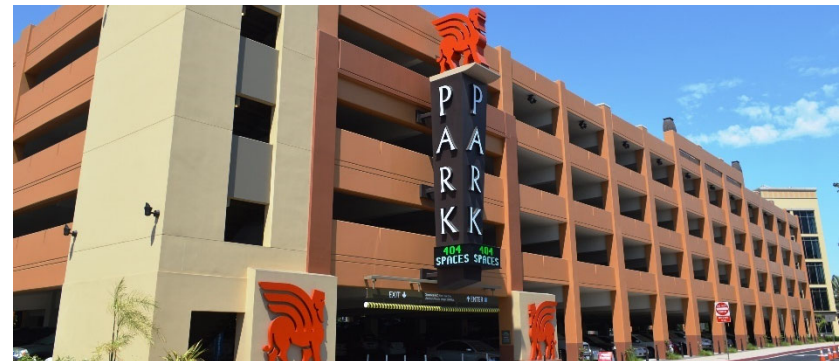
D. Pedestrian Circulation in Parking Lots

- DG - 93** Pedestrian circulation should be clearly delineated and separate from automobile circulation. The use of landscaping, walkways, and decorative hardscape to delineate pedestrian circulation should be used to the greatest extent feasible.
- DG - 94** Pedestrian crossings at driveways and major circulation aisles should be accentuated by extending pedestrian sidewalks into the parking aisle/lane.

- DG - 95** Design parking areas so pedestrians walk parallel to moving cars. Parking lot design should minimize the need for pedestrians crossing parking aisles and/or landscaping islands to reach building entries.
- DG - 96** Pedestrian access between parking facilities and adjacent uses should be well-defined through signage, floor material changes, and safety elements such as bollards, painted walkways, separated walkways, and landscaping.
- DG - 97** Drop-off areas should be designed as not to conflict with the regular flow of traffic.
- DG - 98** Curb ramps should be placed along drop-off areas in areas that do not require pedestrians to enter the flow of traffic.

4.4.2 Parking Structures

Parking structures are key tools when planning for infill development. The style, size, and shape of parking structures vary depending on the associated uses, but all parking structure design should be fitting of an urban environment and apply creative strategies to ensure that other elements of the Specific Plan area, including architecture, open space, and landscaping, appear as the dominant aesthetic elements.



Parking structure exterior design should be consistent in colors, materials, and signage with the development that it serves.



Commercial uses fronting a parking structure to hide the visual impact of the structure.

A. Setbacks

- DG - 99** To promote an urban feel, parking structures within the Specific Plan area are not required to step-back above the third floor.
- DG - 100** “Wrap” style development, with commercial or residential uses wrapping around an internal parking structure, is encouraged.
- DG - 101** Parking structures may directly abut pedestrian walkways.

B. Parking Structure Design – Exterior

- DG - 102** Parking structure design should be efficient and use construction methods appropriate to the site-specific conditions within the Specific Plan area.
- DG - 103** Exterior elevations of the parking structure shall include horizontal design elements. Ramps shall be situated on the interior of the structure, concealed from view.
- DG - 104** Exterior elevations may be finished with materials other than that of the principal building.
- DG - 105** Design of exterior elevations may be unique in style, character, and architectural elements. Proposed architectural elements should not be in stark contrast to those of adjacent structures.
- DG - 106** Creative first- and second-floor exterior design solutions are encouraged to address visibility of cars from the public realm. This may include open-air or screening approaches, such as exterior colored panels attached to the surface of the structure.



DG - 107 A trellis, green screen, or other buffering element may be incorporated into the building design where blank walls occur on the structure.

DG - 108 Accent materials, such as colored panels or art installations, are encouraged on parking structures.

C. Parking Structure Design – Interior

DG - 109 Parking structure design should be in keeping with current best practices. Low ceiling heights and steep ramp grades should be avoided.

DG - 110 Stairwells should be designed to match the architectural style of the overall structure. Creative methods of blending stairwells, whether internal or external to the building, are encouraged.

DG - 111 Internal gates or garage doors should incorporate architectural detailing that is consistent with the overall development's architectural design.

DG - 112 Internal pedestrian circulation should be designed to minimize conflict areas between pedestrians and automobiles and provide open view corridors for pedestrians.

DG - 113 Parking structures should utilize modern technology to increase ease of use and wayfinding, including methods such as colored stall markers and signs displaying the number of spaces available per floor.

D. Landscaping and Amenities

DG - 114 Landscaping, including large dense trees when feasible, should be used to visually screen parking structures when adjacent to roadways and pedestrian walkways.

4.5 Streetscape/Open Space

4.5.1 Streetscape Design

The streetscape within the Specific Plan area is one of the primary community spaces for visitors, residents, and workers. Streetscape elements facilitate the movement of people and guide the interaction between commercial spaces and the public realm. Well-designed and programmed streetscape areas are critical to creating successful linkages between the commercial, residential, and office uses within the Specific Plan area.

Streetscape effectively encompasses everything between the building edge and the street curb. This space often includes pedestrian walkways, seating, outdoor dining and shopping opportunities, signage, and landscaping. Walkways that are primarily corridors to get visitors from point A to point B may focus on providing a heavily landscaped and safe walking experience, while streetscapes fronted by commercial storefronts should provide usable outdoor space that interacts with indoor elements of the adjacent commercial use. Streetscapes must create a pedestrian experience that is tailored to the surroundings.

A. Sidewalks and Other Right-of-Way Improvements

DG - 115 Streetscape areas should respond to the adjacent use, including any architectural details or articulation that may provide additional usable space for outdoor seating, dining, or events.



- DG - 116** Coverings, such as awnings, canopies, or architectural elements over doorways, windows, and pedestrian walkways may project into the pedestrian walkway provided they do not impede the required clear space.
- DG - 117** Bike racks, transit shelters, and other transit supportive uses should be easily accessible and deter riders from using pedestrian walkways as riding lanes.
- DG - 118** Primary pedestrian walkways should be clearly delineated and remain clear of furnishings, signage, landscaping, and other impediments. This may be done with ground material changes.
- DG - 119** Walkways should be located to minimize the impact of pedestrians on the privacy of nearby residences or private open space. Avoid siting a walkway directly against a building. A landscaped planting area between walkways and building facades is strongly encouraged.
- DG - 120** Design should incorporate stormwater remediation and other Low Impact Development (LID) techniques into the streetscape where feasible.
- DG - 121** Seating opportunities for visitors should be provided within the streetscape area.



Creating seating opportunities is an important placemaking concept.

B. Paving

- DG - 122** Decorative paving should be utilized at all primary entrances to public and private spaces and in high-traffic pedestrian areas to denote a node or gathering space. Examples of decorative paving can include brick, patterned colored concrete, stone block or pavers, interlocking colored pavers, permeable pavers, or other materials.
- DG - 123** Decorative paving should be utilized along primary pedestrian pathways and may include wayfinding elements to encourage pedestrian movement throughout the site.
- DG - 124** Paving material changes should be utilized at areas of conflict between pedestrians and motorists as a traffic calming method.



Paving pattern changes can help to define a pedestrian space or a space with a specific purpose.

C. Street Crossings

DG - 125 Street crossing should be highly visible and provide protections for pedestrians, such as lighted crosswalks and signage, grade changes, material changes, and on-ground markings.

DG - 126 Mid-block crossings should be considered for high-traffic areas with expanses of street that have greater than 400' between the nearest intersections.



Paving pattern designs and changes in materials or colors help to further define pedestrian crosswalks and increase safety.

D. Streetscape Furnishings

DG - 127 Streetscape elements, (benches, light poles, trash enclosures, bicycle storage, etc.) should be of high-quality materials and complement the existing architecture of the area.

DG - 128 Seat walls and raised planters should be incorporated into the architecture of the adjacent structures.

DG - 129 Streetscape furniture should be incorporated in a flexible manner to promote creative use of the streetscape area.



- DG - 130** Tree grates should be provided along street edges and locations where a continuous-level walking surface is needed.
- DG - 131** Tree grates should be provided to protect trees in high activity areas. Tree grate design should be compatible with adjacent development and other street furniture.
- DG - 132** Bike racks, bike corrals, or similar facilities should be consistent in design of adjacent streetscape furniture.

E. Walls and Fences

- DG - 133** The proportion, scale, and form of the walls should be consistent with the adjacent building's design.
- DG - 134** Walls and fences should be kept as low as possible while performing their functional purpose. Heights of commercial walls and fences should be kept to a minimum height to avoid a "fortress" image.
- DG - 135** Landscaping should be used in combination with walls to visually soften blank surfaces. Vines are strongly encouraged.
- DG - 136** Colors, materials, and appearance of walls and fences should be compatible with the development.
- DG - 137** Visually penetrable materials (e.g., wrought iron or tubular steel) should be used in areas of high pedestrian activity and areas adjacent to street frontage.
- DG - 138** Wall design and selection of materials should consider maintenance issues, especially graffiti removal and long-term maintenance.



Open space can take the form of hardscape or softscape and complements the surrounding development.

4.5.2 Open Space

Access to usable open spaces is an important component of commercial and residential development that provides the opportunity for exercise, social gathering, and leisure. Open space can take both passive and active form and include plazas, multi-use spaces, play structures, and pocket parks.



Open space within the planning area should not be an afterthought or simply occupy the space not covered by buildings. As discussed in the site planning section of these Design Guidelines, open space plays a critical role in defining the character of a place. Open space should be strategically located throughout the planning area and sized appropriately, with consideration taken into the number and types of potential users.

A. General Guidelines

- DG - 139** Open space should be well lit with clear site lines to promote safe use of the area.
- DG - 140** Open space should be interactive with experiential activities such as provided for users of all age groups.
- DG - 141** Common open space should provide site amenities that encourage pedestrian use. Benches, seating areas, bike racks, art, water features and other appropriate amenities are strongly encouraged.
- DG - 142** Open space should be sheltered from the noise and traffic of adjacent streets or other incompatible uses.
- DG - 143** Onsite outdoor play areas can provide children with a safe and interesting environment and allow parents to easily view play areas in order to supervise play activities. Children, especially those in the five to twelve-year age group, tend to play throughout the entire grounds of a development, not just in designated play areas. Therefore their needs, as well as maintenance requirements, should be important design considerations.
- DG - 144** Play areas should not be located near public streets, parking, or entry areas unless physically separated by

appropriate walls, fencing, dense landscaping, or another adequate physical barrier.

- DG - 145** Common amenities such as drinking fountains and onsite trash receptacles should be located in or adjacent to high use areas (e.g., community facilities, play areas, public gathering spaces).

B. Common Open Space

- DG - 146** Common open space should be designed to be open and inviting and provide multiple connection points from adjacent uses.
- DG - 147** Common open space may take the form of hardscape (plazas, seating areas, decomposed granite) or softscape (turf, landscaped areas). The materials used should reflect the intended user and the surrounding environment.
- DG - 148** Common open space located within commercial areas should be flexible in nature and provide opportunities to host events such as movies in the park, food truck gatherings, and outdoor sales.



Bocce ball courts and outdoor seating are examples of programming in public spaces.



DG - 149 Common open space should be adequately shaded through the use of trees (see landscape plant palette for recommended trees) or shade structures. Where possible, seating areas should be located to take advantage of shade opportunities.



Example of private open space amenities, including fireplaces, lounge seating, and trellis structures.

C. Private Open Space

DG - 150 Private open space associated with a particular use should be adjacent to that structure when possible to allow ease of use.

DG - 151 Open spaces, courtyards, and circulation corridors should be designed to be visible from as many dwelling units as possible.

DG - 152 Private open space may be gated or physically separated through the use of structures or landscaping.

DG - 153 Entry gates should be clearly visible and accentuated through the use of decorative paving or architectural treatments.

DG - 154 Private open space should provide shade opportunities for users.

4.5.3 Signage and Wayfinding

The two primary purposes of signage within the Specific Plan area are to bring people into the site and easily allow them to navigate the area once they arrive.

The Specific Plan anticipates a number of different uses mixed throughout the site to create the urban form. As a result, clear and concise signage and wayfinding elements will play an important role in the movement of people from off-site or parking areas to their intended use. This can be accomplished through the use of:

- directional and identification signage
- informational kiosks or interactive maps
- paving material changes
- landscaping and other softscape technique

Additionally, the Specific Plan area is located at the intersection of the I-5 and SR-22 Freeways, providing opportunity for freeway-oriented signs that help visitors identify buildings and uses within the planning area.



All signage should be maintained and a clean line of sight maintained for emergency access purposes. Exterior signs shall comply with Regional Planned Sign Program 2014-01 and any approved amendments.

A. Building Identity Signs

DG - 155 Building identity signs should clearly display the use within the building and be oriented towards I-5, SR-22, or other major thoroughfares such as Main Street. They should be placed prominently on the top half of the building and visible from far distances.



Building identity signs should clearly identify the associated building or development at a pedestrian level.



Building identity signs should also be included on the building face when adjacent to major roadways or high traffic areas.

- DG - 156** A maximum of one building identity sign should be placed per major building elevation. Additional building identity signs may be considered at the ground level to allow for pedestrians to easily locate buildings.
- DG - 157** Building identity signs should be proportional to the height and scale of the building they are placed on and must follow all applicable standards for signage listed in the Santa Ana Municipal Code.
- DG - 158** Building identity signs should be designed as a component of the overall building and complement the architecture of the building.
- DG - 159** Building identity signs may be backlit or lighted to increase visibility at night. Projected signs that are only visible at night should also be considered for nighttime and temporary uses.



B. Pedestrian Oriented Signs

Sign Bands (Wall Signs)

DG - 160 Commercial uses with entrances that have direct access to private sidewalks should have an associated wall sign, generally located within a sign band adjacent to the entrance or in close proximity.

DG - 161 Wall signs should be included on parking garages to help consumers identify businesses that are obscured from public view.



Signage for multiple tenants or businesses should be consolidated and designed to be cohesive.

DG - 162 Signage for individual businesses should occupy no more than 80% of the width of that businesses façade.

DG - 163 For buildings with multiple tenants/occupants, wall signs should share similar architectural characteristics, including size, shape, color, and materials to provide continuity. Some variation in signage is permitted to allow for individualization of logos and branding.

DG - 164 Awning or canopy signs, in lieu of building-mounted signage, may be considered.

DG - 165 Directional wall signs may be placed within parking structures associated with a particular use.



Examples of wall signs for individual businesses.



Examples of blade (left) and free-standing (right) signs.

Blade Signs

DG - 166 Vertical blade signs are typically designed to project from the wall into the public realm and should be mounted high enough to not interfere with pedestrian circulation. Refer to the Santa Ana Municipal Code for blade sign clear space requirements.

DG - 167 Blade signs should be limited to one per business.

Portable Signs (Public Realm)

DG - 168 Portable signs, such as sandwich boards or freestanding signs are encouraged but should be placed so as not to impede pedestrian circulation on internal walkways.



Monument signage should easily convey the associated tenants as well as other relevant information, such as the building address.

Monument Signs

DG - 169 Monument signs should have a low-profile and are mounted to the ground; meant to be viewed from eye level by pedestrians or from a vehicle.

DG - 170 Monument signs may be placed at entrances to the site or in public spaces adjacent to building entryways to indicate nearby businesses or residential complexes.

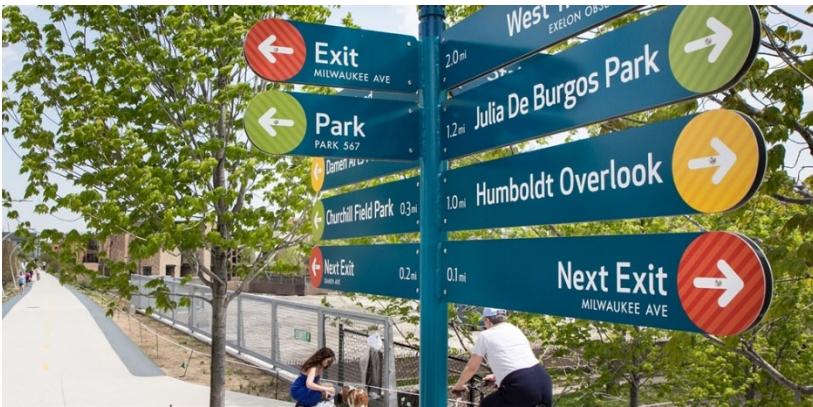
DG - 171 Monument signs should be landscaped at the base where possible to soften the appearance of hard lines.

DG - 172 Monument signs may be integrated into seat or planter walls.



Programmable Electric Signs

- DG - 173** Programmable electronic signs should utilize automatic dimming technology to allow the brightness of the light to adjust to ambient light.
- DG - 174** Advertisement or informational signage displayed on programmable electronic signs should have a maximum time limit.



Wayfinding signage is important to help facilitate pedestrian and vehicular circulation.

Wayfinding Signage

- DG - 175** Wayfinding signage should not be placed within the direct pedestrian zone or obstruct pedestrian traffic flow in any way.
- DG - 176** Wayfinding signage should be clear and easy to understand for pedestrians and motorists.
- DG - 177** Wayfinding signage associated with an individual use (commercial, residential, office) should be consistent in look and size with other signs of the same use to provide

easier identification of building uses to pedestrians and motorists.

- DG - 178** Creative approaches to wayfinding that utilize existing vertical elements, such as streetlight banners, are encouraged.
- DG - 179** All signage and associated components should complement the color and finish of the surrounding streetscape and architectural elements.
- DG - 180** Wayfinding elements should be designed to be utilized by a variety of users, including visually and hearing impaired.

4.5.4 Lighting

Lighting within the planning area will enhance safety for pedestrians and motorists and create an inviting atmosphere to promote night use of the site. Specific attention should be paid to providing adequate lighting at high pedestrian traffic areas or to illuminate entryway elements.

Pedestrian and vehicular lighting will be provided at different scales, but focus on illuminating the ground plane along paths of travel. Additional accent lighting is encouraged to highlight hardscape and softscape materials as focal points of an area. Spillover lighting from ground floor retail and office uses will also increase visibility at night within the planning area.

A. General Lighting Guidelines

- DG - 181** Lighting of private roadways and bikeways should comply with relevant standards published by the Illuminating Engineering Society (I.E.S.).
- DG - 182** Vehicle entrances, driveways, parking and service areas, pedestrian entrances, walkways, and activity areas should



have a sufficient level of lighting to provide security and safety.

- DG - 183** Ensure that all lighting is “dark skies” compliant and does not negatively impact the surrounding environment and adjacent uses. The type and location should minimize direct glare onto adjoining properties.



- DG - 184** Site lighting should not exceed more than 5 foot-candles of illumination within 50 feet of a property used as or zoned residential.
- DG - 185** Wall mounted lighting should not extend above the height of the wall or parapet to which they are mounted.
- DG - 186** Lighting fixtures should use energy efficient technologies such as LED bulbs to reduce energy consumption where feasible.
- DG - 187** Accent lighting is encouraged to highlight architectural details on buildings, primary entrances into public and private spaces, and pedestrian and vehicular signage. Seasonal lighting should be considered and accommodated for in large plazas or open space areas.
- DG - 188** Site lighting should be incorporated into hardscape materials such as steps, railings and paving.
- DG - 189** Light fixtures should match the character of surrounding buildings and public realm elements within the immediate vicinity to reinforce the design theme.
- DG - 190** Lighting should not be continuously flashing or animated in a pattern that is distracting to users of the site.
- DG - 191** Lighting fixtures with exposed bulbs should not be used.
- DG - 192** Security lighting should be designed as part of a comprehensive lighting plan.
- DG - 193** Overhead service wires or exposed conduit should be avoided.



B. Lighting Along Pedestrian Corridors and in Pedestrian Activity Nodes

- DG - 194** Pedestrian-scaled lighting for sidewalk and street illumination is encouraged.
- DG - 195** Lighting should be provided in a relatively even pattern so as to not create dark areas along pedestrian activity corridors.
- DG - 196** Ensure that all lighting fixtures do not shine directly into pedestrian line of site through the use of cover plates and downlighting.

C. Parking Lot/Structure Lighting

- DG - 197** Light standards within parking lots should be designed with raised bases to protect them from damage by vehicles.
- DG - 198** Lighting in parking areas should be arranged to prevent direct glare into adjacent dwelling units and onto neighboring uses/properties.



Building lighting at the pedestrian level creates inviting spaces at night.

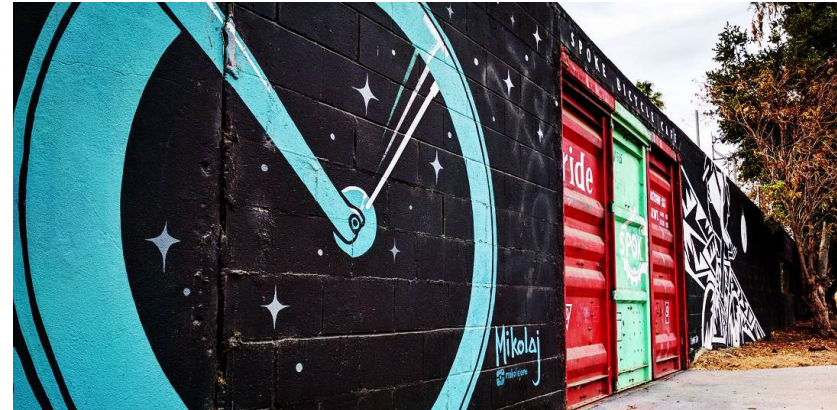
4.5.5 Public/Private Art Installations

Art installations are a unique component of the public/private realm that provides the opportunity to create an iconic image for the Specific Plan area. Art installations can showcase elements of local history, highlight the work of local artists, or set a theme for a specified area.

Art comes in all shapes and sizes, from large centerpiece installations to small artistic pieces that complement the landscape or are incorporated into benches or walls. These guidelines do not prescribe a particular type or style of artwork, but art installations are expected to be of high quality.



- DG - 199** Art installations should not be placed within the pedestrian walkway or any other area where they may impede the intended use of that area.
- DG - 200** Public/private art should reinforce local or regional cultural themes.
- DG - 201** Large, blank walls should incorporate murals or bas-relief to break up large solid planes.
- DG - 202** Public/private art should be located in prominent areas as a centerpiece to open space or plaza spaces. Art installations should be well-lit and maintained.
- DG - 203** Public/private art zones should be designated and the appropriate utility needs supplied in strategically located places throughout the planning area. This will allow for temporary or rotating public art installations.
- DG - 204** Interactive art pieces that are meant to be climbed or sat on are encouraged, provided they meet the safety requirements outlined in the most recent version of the California Access Compliance Advisory Reference Manual regarding playground design standards.



Wall murals, free-standing structures, and shade structures are examples of functional public art.



4.6 Landscape Plan

Landscaping within the Specific Plan area is intended to be far more than an aesthetic complement to the architecture of the surrounding buildings. Landscaping is used to define and mold public spaces, soften building materials, buffer pedestrians from vehicles, provide shade, create visual interest, and a number of other purposes. Lastly, landscaping contributes to the character of the Specific Plan area through the use of California native plant material.

The following landscape zone types are proposed throughout the Specific Plan area:

- Pedestrian Gathering (Common Open Space and Plazas)
- Residential Open Space (Private Courtyards and Patios)
- Gateway Nodes (Inviting Public Entries)
- Streetscape (Interior Connections)
- Perimeter Buffer (Curb Appeal)

Descriptions of the purpose and intent for each landscape zone type are provided below. Additionally, this section includes a sample plant palette of proposed trees, shrubs, groundcovers, and vines.

Figure 4-5 to 4-8, *Typical Streetscape (Various)*, show the various streetscape scenarios described in Section 3 of this document.

Pedestrian Gathering (Common Open Space and Plazas). Common open space within the Specific Plan area includes both hardscape areas (plazas, courtyards, walkways) and softscape areas (parks, lawn space, landscaping). Common or publicly accessible open space is an important component of new development, especially in dense urban areas.

In commercial settings, open space is used as space to hold events such as concerts, food truck gatherings, farmer's markets, and

holiday events. As more emphasis is placed on the experiential quality of places, restaurants and stores with views onto open space areas become more highly valued.

Residential Open Space (Private Courtyards and Patios). Private open space for the Specific Plan area is provided within residential, office, or hotel developments. This space is solely accessible to users of that space and their guests and often contains amenities such as pools, barbecue areas, cabanas, sport courts, dog parks, and small garden areas. Landscaping within private open space areas is used to complement and soften the surrounding architecture and to define individual open space areas. Landscaping contributes to the aesthetic quality of the space and plays an important role in creating a sense of place.



Example of enhanced landscaping and lighting at primary entrances.



Gateway Nodes (Inviting Public Entries). Opportunities for gateway nodes within the Specific Plan area appear at major entrances to MainPlace mall and the surrounding office and hotel uses. These areas are landscaped specifically to attract visitors to key entry points in buildings. These areas often utilize more formal planting patterns and the concept of force lines (for example, trees lined up leading to the entryway) to frame a view of the entrance and provide easier wayfinding throughout the site. These landscaped areas are often accompanied by seating, signage, water features, changes in paving material, or other design techniques used to raise the importance of the space.

Streetscape (Interior Connections). Interior streetscapes within the Specific Plan area serve primarily to provide visitors, residents, and workers with the ability to easily and safely move between buildings or from parking areas to a building. They are located on either side of the internal streets that facilitate the movement of vehicles from Main Street and Main Place Drive into the site and to various uses. As this is an infill-type project with existing buildings and landscaped areas remaining as is, new landscaping will follow a similar plant palette to the established areas.

Perimeter Buffer (Curb Appeal). Perimeter treatments appear along Main Street and Main Place Drive along the boundaries of the Specific Plan area. These are areas that are viewed most often from vehicles as visitors enter and exit the site. Landscaping in these areas is meant

to be attractive and draw users into the Specific Plan area. Additional planting, lighting, or signage may be used at primary entrances to denote importance.



Examples of large community gathering spaces (top) and intimate, small group spaces (bottom).



Lagerstroemia x 'Natchez'
Natchez Crape Myrtle



Washingtonia robusta
Mexican Fan Palm



Phoenix dactylifera
Medjool Date Palms



Pistacia chinensis
Chinese Pistache



Platanus racemosa
Native California Sycamore



Gleditsia triacanthos
Honeylocust



Olea Europaea
Fruitless Olive



Lophostemon confertus
Brisbane Box



Parkinsonia x 'Desert Museum'
Palo Verde 'Desert Museum'

Figure 4-1: Landscape Plant Palette (Trees)

Note: Proposed plant material are subject to revisions prior to final submittal of the Specific Plan.



Figure 4-2: Landscape Plant Palette (Shrubs, Groundcover, Vines)

Note: Proposed plant material are subject to revisions prior to final submittal of the Specific Plan.



Figure 4-3: Landscape Plant Palette (Shrubs, Groundcover, Vines)

Note: Proposed plant material are subject to revisions prior to final submittal of the Specific Plan.



Figure 4-4: Landscape Plant Palette (Shrubs, Groundcover, Vines)

Note: Proposed plant material are subject to revisions prior to final submittal of the Specific Plan.



4.6.1 General Landscape Guidelines

A. General Guidelines

- DG - 205** Large shade trees should be used in all open space areas to provide shade to users.
- DG - 206** Landscaping should be in scale within adjacent buildings and be of appropriate size and maturity.
- DG - 207** Landscaped areas should incorporate a 3-tiered planting system based on levels to provide depth.
- DG - 208** Landscape design concepts should include:
- Use of specimen trees (36-inch box or larger) in groupings and rows at major focal points, such as project entries and pedestrian gathering areas
 - Use of flowering vines on walls and arbors where appropriate
 - Use of planting to create shadow and patterns against walls
- DG - 209** Different landscape designs and plant materials should be used in the various courtyards and common open space areas of the development to create an individual identity for each space.
- DG - 210** Areas not utilized by structures, storage, paved walks, driveways, or parking should be landscaped.
- DG - 211** Landscaping should be spaced so it does not adversely impact on-site lighting, restrict access to emergency facilities, or interfere with installation and maintenance of overhead or underground utilities.



Open space amenities such as seating, planters, trash enclosures and lighting are important placemaking components.



- DG - 212** Landscaping at the base of buildings should soften the transition between building and adjacent ground plane. Consideration should be given to the scale and bulk of a building and its relationship to the scale of adjacent development.
- DG - 213** Landscape plantings should be used to help define property lines and distinguish private space from public space by creating a strong edge through a distinct change of plant material, form, height, and/or color.
- DG - 214** Planters and pots placed in building recesses and adjacent to blank walls are encouraged. Planter and pot materials should complement the building architecture.
- DG - 215** Drought tolerant plants and irrigation systems should be utilized whenever possible.
- DG - 216** Trees and shrubs should not be planted so close together that they create maintenance and security problems at maturity. They should not completely obstruct views into the development from the right-of-way, especially views to dwelling entries and common open space areas.
- DG - 217** Trees and shrubs should be selected based on their mature size and root characteristics. Plants with root systems that uplift hardscape materials should be avoided.



Open gathering space at The Americana at Brand.



Example of flexible amenity spaces in public plazas, including movable furniture tall shade structures.



B. Publicly Accessible Spaces

DG - 218 A series of connected open space areas of varying shape, appearance, and usage are encouraged. Smaller areas may directly relate to a cluster of units, while the larger areas may serve several clusters as common open space.

DG - 219 The creation of pedestrian activity areas at mid-block locations are strongly encouraged.

DG - 220 Landscaped areas in common open spaces should be used to clearly define walkways, gathering spaces, and other nodes within the Specific Plan area.

DG - 221 Plant materials within common open spaces can be distinctive to create a sense of place but should match the architectural style of any adjacent buildings in close proximity.

DG - 222 Plant material used in common open spaces should not be considered poisonous to humans or animals or attract large numbers of potentially harmful bugs or insects.

DG - 223 Plant material used in common spaces should not have sharp leaves, bark, or fruit that may accidentally injure users.

DG - 224 Plant material should be confined to landscaped areas and maintained regularly so as to not impede pedestrian walkways.

DG - 225 Accent lighting on feature trees or landscape components is encouraged.

DG - 226 Temporary lighting and decoration of landscape materials is allowed.

DG - 227 Landscaping within Gateway areas should not visually block signage or any important entry features. Trees with dense canopies should be avoided.

DG - 228 Landscaping should be eye-catching and utilized multiple colors, layers, and heights to add visual interest to the area.

DG - 229 Trees and other plant material should complement the architecture of the adjacent entryway in size, shape, color, and design.



Example of an activated mall entryway.



Examples of private open space amenities, including fire pits, cabanas, and lounge seating.

C. Private/Amenity Spaces

- DG - 230** Landscaping in private open space areas should complement the architectural style of the adjacent buildings.
- DG - 231** Consideration should be given to the final size of trees within private open space areas to ensure that they match the scale of the surrounding area.
- DG - 232** Trees with excessive fruit or leaf litter should be avoided adjacent to pedestrian spaces, walkways, and water features.
- DG - 233** Trees and shrubs should be placed to provide privacy for units facing onto private open space areas.
- DG - 234** Hotels should provide usable common open space, which may include pools, sport courts, lounging areas, play structures, and other uses.
- DG - 235** Separate Play areas and equipment for children of all ages should be provided in large developments for safety reasons. Small developments may combine play areas. This should be shown on landscape and hardscape plans which will require design review.

D. Streetscape Landscaping

- DG - 236** Landscaping along interior streetscape areas should be placed between pedestrian walkways and vehicular roads when feasible.
- DG - 237** In commercial settings, landscaping should not be planted directly adjacent to building edges or deter consumers from entering interacting with first floor retail that faces the public walkway.



- DG - 238** Newly landscaped areas should complement the existing plant palette found in nearby medians, planters, or streetscape areas.
- DG - 239** Trees placed adjacent to commercial store frontages should not block identification signage or window displays.
- DG - 240** The landscaped buffer strip shall have a minimum of one 24-inch box canopy tree per 25 lineal feet. The trees can be placed in groups in order to achieve a particular design.
- DG - 241** Landscape material should complement the character of the surrounding environs, including medians and the opposite side of the street, in size, form, quantity, and color. Despite the opposite side of Main Street and Main Place Drive being outside the Specific Plan area, the street should appear to be one unified area.
- DG - 242** Shrubs should be between 24" – 30" tall along the perimeter of parking lots when adjacent to Main Street and Main Place Drive to prevent headlights from distracting drivers.



Examples of perimeter buffer conditions



Street trees and lower level landscaping should be used to define walkways and public spaces.



E. Parking Lot Landscaping

DG - 243 Parking lot landscaping should accent primary driveways, frame major internal circulation aisles, and highlight on-site pedestrian pathways.

DG - 244 Parking lots should be separated from the street frontage by a landscape buffer to reduce visual impacts.

DG - 245 Parking lot landscaping should contribute to minimizing environmental impacts such as noise, light, and exhaust.

F. Landscape Maintenance

DG - 246 Root barriers should be provided for any tree placed in a paved location, or where roots could damage adjacent paving/curb surfaces. All trees within 5 feet of hardscape should be planted with root barriers.

DG - 247 Automatic sprinkler controllers should be installed to ensure landscaped areas are properly watered. Irrigation system controls should be designed to prevent run-off and over spray.

DG - 248 Irrigation system controls should be designed and installed to reduce the potential of vandalism by placing controls in appropriate enclosures.



Irrigation and Landscape Maintenance measures should be designed to be well-integrated with the landscaping.

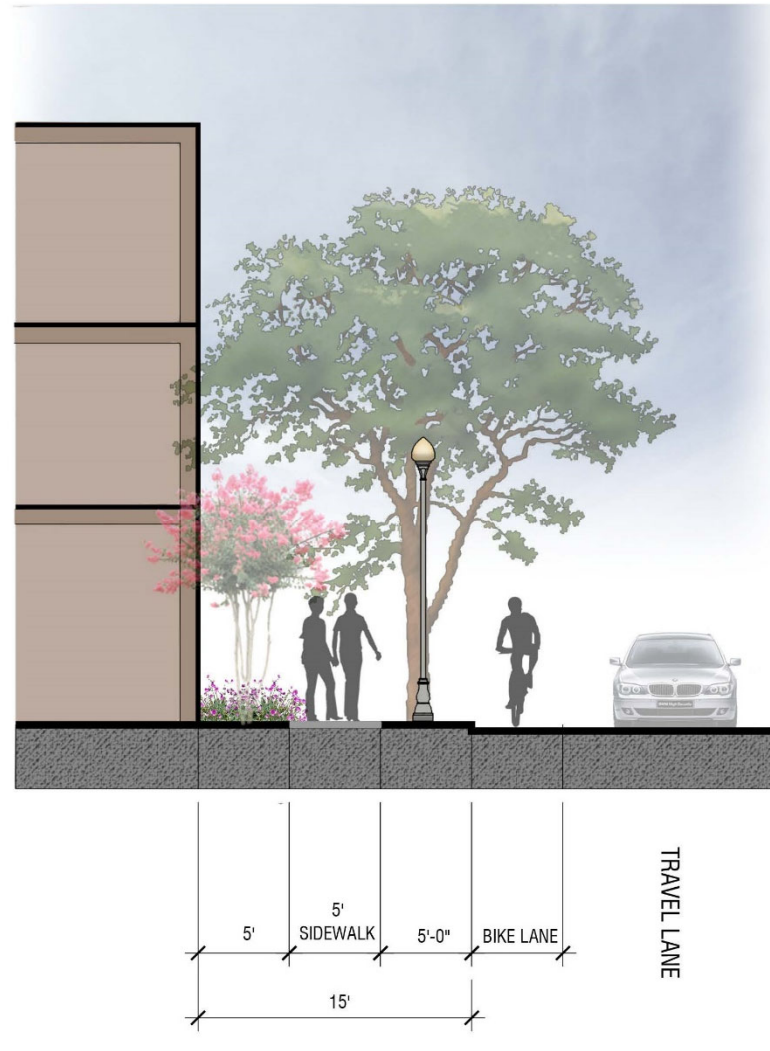


Figure 4-5: Typical Streetscape (Main Place Drive)

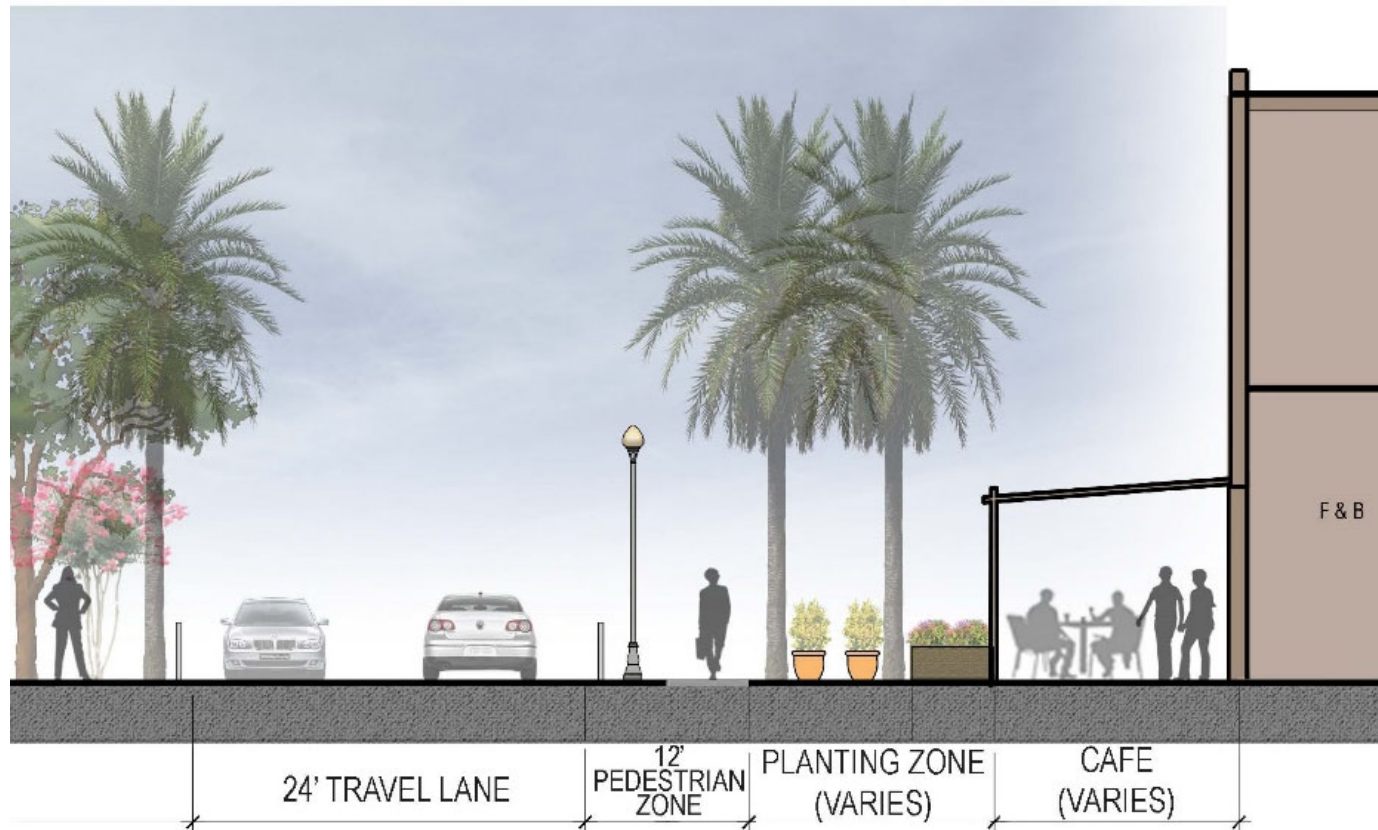


Figure 4-6: Typical Streetscape (Activated Retail Urban Character)

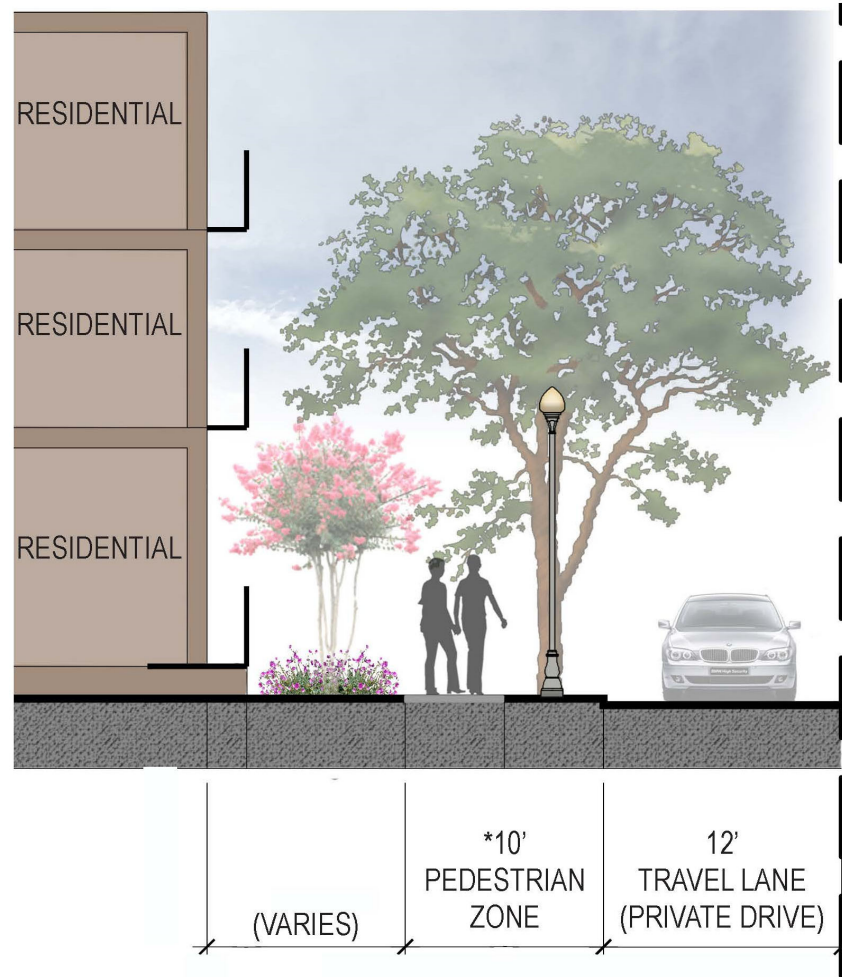


Figure 4-7: Typical Streetscape (Multi-Family Units)

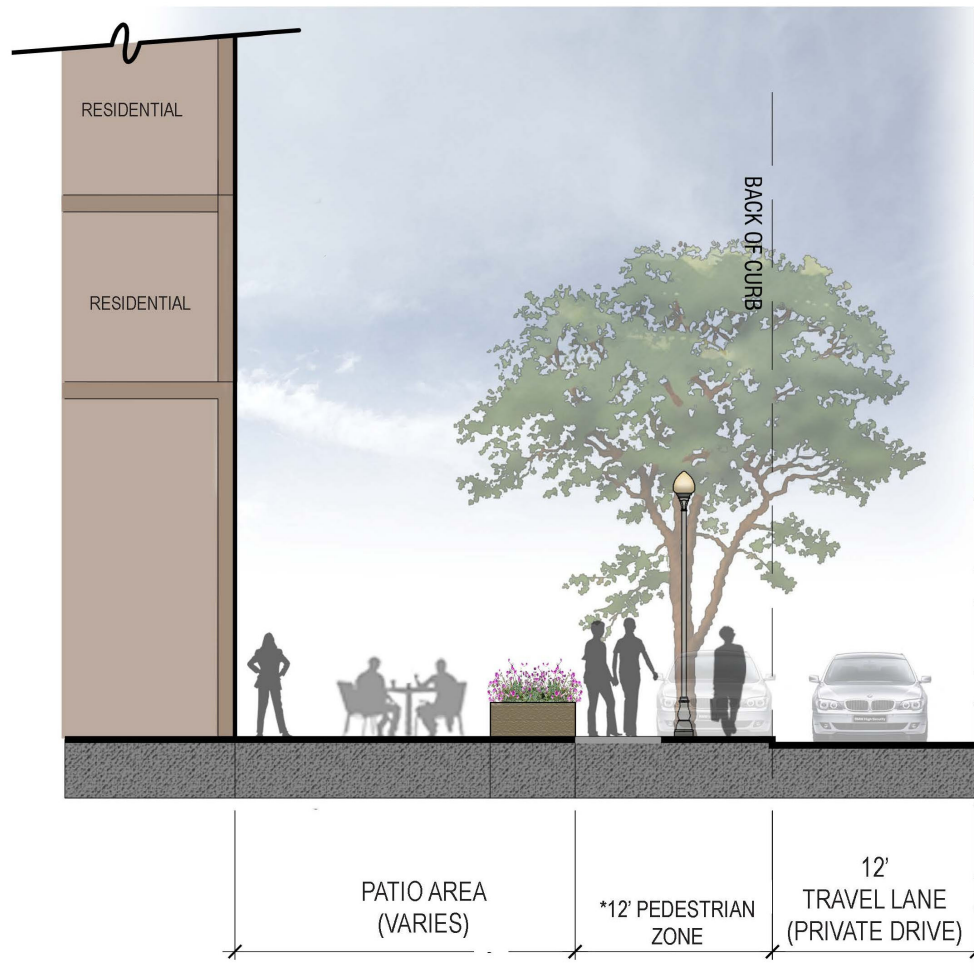


Figure 4-8: Typical Streetscape (Non-Residential Streetscape)

5 ADMINISTRATION AND IMPLEMENTATION





The purpose of this section is to provide an outline of the steps necessary to implement the MainPlace Specific Plan for the benefit of the development team, the City and other approving agencies, and interested citizens.

5.1 Administration

The California Government Code (Title 7, Division 1, Chapter 3, Article 8, Sections 65450 et seq.) grants authority to cities to use Specific Plans for purposes of implementing the goals and policies of the City's General Plan.

This Specific Plan establishes a set of regulations, standards, guidelines, and processes for the proposed development, and shall constitute the zoning for development within the Specific Plan area.

5.1.1 Responsibility and Enforcement

The City of Santa Ana Planning and Building Agency, its Executive Director, or his or her designee shall be responsible for administering the MainPlace Specific Plan in accordance with the provisions of this Specific Plan document, all governing and applicable State and federal laws, the City of Santa Ana's General Plan, and the City of Santa Ana's Municipal Code.

The MainPlace Specific Plan serves as the implementation tool for the zoning for the Specific Plan area. The Specific Plan addresses permitted uses, development standards, and community design guidelines. The City shall enforce the provisions of the Specific Plan in the same manner that the City enforces the provisions of the General Plan, Municipal Code and Zoning Code.

5.1.2 Applicability

All development within the MainPlace Specific Plan area shall comply with the requirements and standards set forth in this Specific Plan document. If conflicts exist between the standards contained in this

Specific Plan, Zoning Ordinance or Municipal Code, the regulations and standards in the Specific Plan shall take precedence.

Any area of site development, administration, review procedures, landscaping requirements, and regulations not expressly addressed by this Specific Plan document shall be subject to the provisions of the City of Santa Ana Zoning Code or Municipal Code, using the context and objectives of the Specific Plan as a guide.

5.1.3 Severability

If any portion of this Specific Plan and its regulations are declared to be invalid or ineffective in whole or in part by a court of competent jurisdiction, such decision shall not affect the validity of the remaining portions thereof.

5.1.4 Interpretation

Whenever the provisions contained in the Specific Plan conflict with the Municipal or Zoning Codes, the provisions of the Specific Plan shall take precedence. Any ambiguity concerning the content or application of the MainPlace Specific Plan shall be resolved by the City's Executive Director of Planning and Building, or their designees. Such interpretations shall take into account the stated goals and intent of the Specific Plan.

5.1.5 Initial Entitlements

Initial entitlements required for development of the Specific Plan area include the following actions to be taken by the City:

- Specific Plan – The MainPlace Specific Plan is a regulatory document that establishes the zoning, land use designations, development standards, and design guidelines for the entire Specific Plan area. The Specific Plan will implement the City's General Plan. The Specific Plan will be considered by the Planning Commission and City Council and will be adopted by Ordinance. Subsequent tract/parcel maps or site development



plans must be in substantial compliance with the adopted Specific Plan. A zone change from C-1 to Specific Plan SP-4 is required as part of the Specific Plan adoption.

- Subdivision Map – The Tentative Parcel Map is a basic tool for implementation of a Specific Plan. The Tentative Parcel Map will create the individual lots and associated planning areas. A Tentative Parcel Map has been prepared and will be considered by the City concurrently with the review of this Specific Plan. The Tentative Parcel Map creates the backbone road easements, and ten development parcels.

5.1.6 Minor Modifications

Development plans for each planning area of the project may be adjusted or modified based on final design and engineering and the precise development plans of the planning area builder. Substantial Conformance is a mechanism to allow the approval of minor modifications for development under the Specific Plan.

Written documentation requesting a proposed minor modification to support an implementing map, site plan, or use permit must be submitted for the review and approval of the Planning and Building Agency, its Executive Director or his or her designee.

Substantial Conformance Determination

The Planning and Building Agency Executive Director or his/her designee shall have the authority to approve minor adjustments or modifications, as defined herein, which substantially conform to the approved Specific Plan through an administrative “Substantial Conformance” review process, so long as those minor modification and adjustments are consistent with the intent of the Specific Plan.

Minor modifications may be warranted to accommodate changes resulting from final design and engineering that cause adjustments in internal driveway alignments, location of utilities or other infrastructure, development of innovative product design,

distribution of permitted uses within the Specific Plan, development of builder-level design guidelines, density transfers or other similar modifications deemed to be minor. Minor modifications or technical adjustments may include, but are not limited to the following:

- Inclusion of land uses not specified in Section 3, *Development Regulations*, but similar in intent and character subject to interpretation by the Planning and Building Agency Executive Director as specified in Section 5.1.4 above;
- Modifications necessary to comply with final Conditions of Approval or mitigation measures when adopted under subsequent actions;
- Modifications to performance standards included in the Specific Plan provided any such modifications provide substantially equivalent protection as the original standard;
- Addition of information to the Specific Plan (including maps or text) for purposes of clarification that does not change the intent of any plan or regulation, as well as correction of any clerical or grammatical errors;
- Adjustments to the alignment, location and sizing of utilities and facilities or a change in utility and/or public service provider may be approved by the City’s Engineering or Public Works Department, so long as the adjustments or changes are found to be in compliance with applicable plans and standards of the agency responsible for such utilities and facilities and do not result in significant environmental impacts;
- Change in roadway alignment, width, or improvements through the final engineering improvement plan process so long as minimum rights-of-way meet the standards outlined in the Specific Plan;
- Minor adjustments of any planning area boundary to implement a development plan (including lot line adjustments);



- Minor adjustments to any of the development standards or regulations such as modification of wall heights for noise attenuation purposes, modification of allowable encroachments into setbacks, etc. that are specifically allowed under the Development Regulations of this Specific Plan;
- Minor changes to the architectural or landscape design guidelines, which guidelines are intended to be conceptual in nature and flexible in implementation;
- Modification of any design element in this Specific Plan that improves circulation, reduces grading, improves drainage, improves infrastructure, or provides similar utility and reduces operations and maintenance costs or improves the level of sustainability;

The minor modifications described and listed above are not comprehensive. Any modification that is deemed by the Planning and Building Agency Executive Director to be in substantial conformance with the purpose and intent of the Specific Plan shall be permitted.

The documentation of substantial conformance may include text and/or maps which describe the nature of all proposed modifications or adjustments to the Specific Plan. This application of substantial conformance with the adopted Specific Plan shall undergo any necessary technical review by City agencies as the Planning and Building Agency Executive Director or designee deems necessary.

Adjustments to the phasing of development shall not require a minor modification to the Specific Plan.

Action

No public hearing shall be required for a finding of Substantial Conformance. The Planning and Building Agency Executive Director or his or her designee shall be the review and approval authority for a finding of Substantial Conformance. The Executive Director's findings shall be provided by written notice to the Applicant

approving, conditionally approving, or denying the determination of Substantial Conformance. The Executive Director's decision shall be final, subject to the appeal procedures established by the Santa Ana Municipal Code.

Findings

The following findings shall be required for a Substantial Conformance Determination:

- The modifications are consistent with the goals and intent of the Specific Plan;
- The physical characteristics of the site have been adequately assessed, and proposed building sites are of adequate size and shape to accommodate proposed uses and all other features of development;
- There is supporting infrastructure, existing or available, consistent with the requirements of the Specific Plan, to accommodate the development without significantly lowering service levels; and
- The development resulting from the Substantial Conformance Determination will not have a substantial adverse effect on surrounding property or the permitted use thereof, and will be compatible with the existing and planned land uses, as well as the character of the surrounding area.

5.1.7 Amendments to the Specific Plan

Substantial modifications to the Specific Plan would require an Amendment. A minor modification or adjustment to the MainPlace Specific Plan listed in the section above would not require a Specific Plan Amendment.

An amendment to the Specific Plan is required if the following occur:

- Changes to the overall Specific Plan boundaries to include properties not included in the Specific Plan at the time of



approval (changes to planning area boundaries within the Specific Plan boundaries are deemed minor as noted above and would not require an amendment);

- Any addition of new land uses not contemplated by the Specific Plan's Development Regulations and deemed to require an amendment after the Planning and Building Agency Executive Director determination.

Changes to the phasing plan shall not require an amendment to the Specific Plan.

5.1.8 Appeals

An appeal of any determination, decision, or requirement of City staff or Planning Commission shall be made in conformance to the appeal procedures established by the Santa Ana Municipal Code, and as shown on Table 5-2, *Review Authority*.

5.2 Implementation

5.2.1 Adoption

The MainPlace Specific Plan has been prepared, submitted, and approved in a manner consistent with California Government Code Section 65451(a), as well as Division 25 of the City's Zoning Code. The Specific Plan shall be adopted by ordinance and shall serve as the zoning for the MainPlace project area. The approved Specific Plan project site will be designated on the City's Zoning Map as the MainPlace Specific Plan. The land use and development standards identified in this Specific Plan document supersede all zoning regulations to the extent that they would be in conflict with the sections of this Specific Plan.

5.2.2 Subsequent Approvals

This Specific Plan outlines the land use and design intent for the transformation of the MainPlace Mall into a mixed-use district center. Upon its approval, the MainPlace Specific Plan will comprise

the zoning for all property within its boundaries and will govern the build-out of the phased project over a multi-year period.

Figure 5-1, *Permit Process*, and Table 5-1, *Review Authority*, outline the procedures for the processing of implementing projects within the Specific Plan area.

A. Development Project Review

Individual development projects within the Specific Plan area (not including internal modifications within the existing mall) shall be subject to the City's Development Project Review (DPR) process prior to issuance of building permits. The purpose of DPR is to review individual projects for consistency with the requirements and standards set forth in the Specific Plan and other applicable regulations. Accordingly, the DPR is an administrative (ministerial) process, and shall not require additional Sunshine Ordinance meetings, or Planning Commission or City Council approvals, unless combined with an application for a discretionary approval that requires a public hearing by the Planning Commission or City Council. In order to track implementation of the project, as applications for DPR are submitted, a tracking mechanism will be employed, using a form provided in Appendix B of this Specific Plan.

B. Affordable Housing

Individual residential projects will be required to comply with the Housing Opportunity Ordinance (HOO). As implementing projects in the Specific Plan area are submitted to the City for review, they will comply with the City's HOO as applicable.

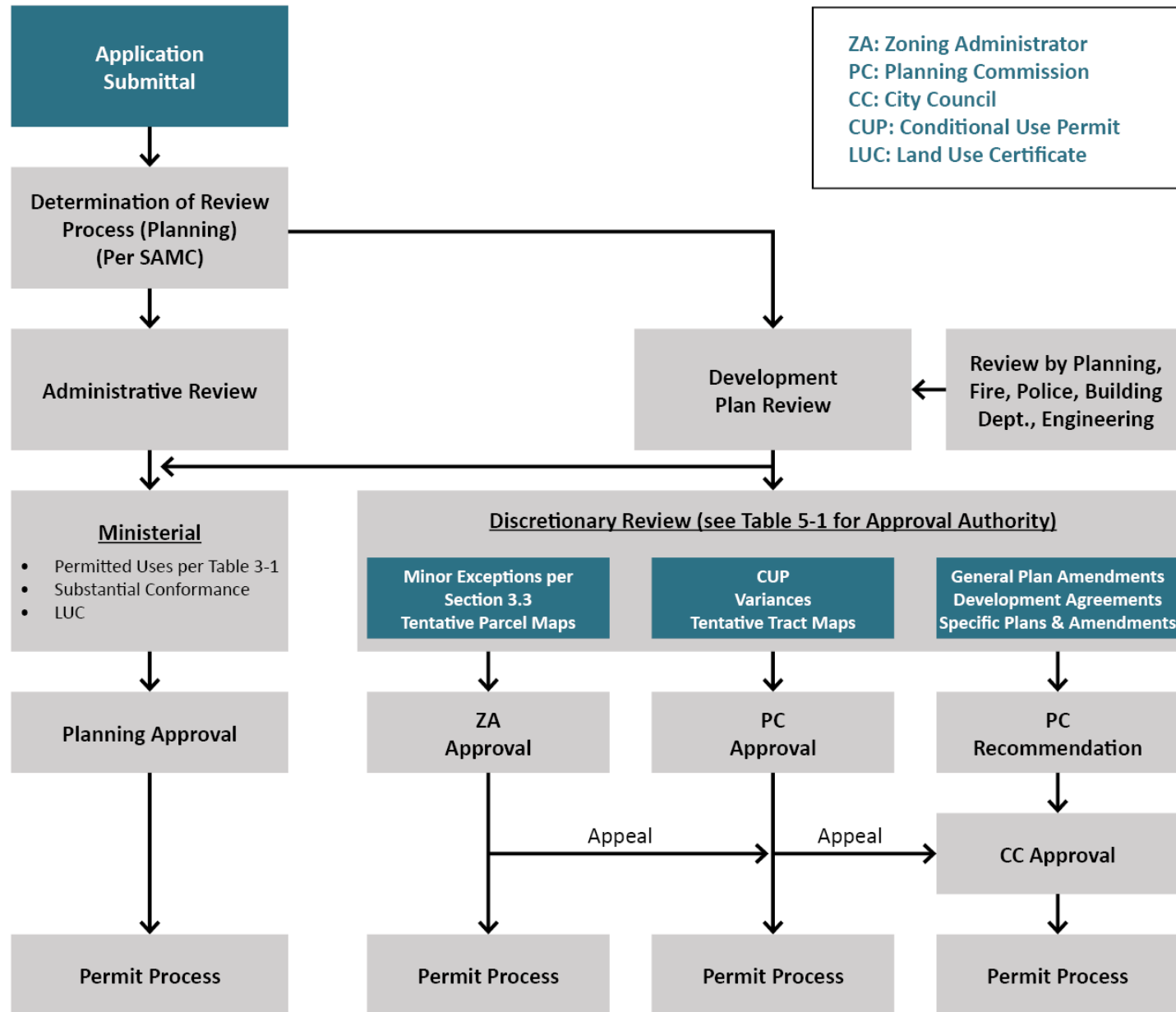


Figure 5-1: Permit Process



Table 5-1 Review Authority	
Review Authority	Permit Type
Planning	Occupancy and Use Clearance
	Sign Permits and updated master sign program
	Land Use Interpretations
	Development Plan Approval (1)
	Minor Modifications per Section 5.1.6
	Transfers per Section 5.2.3
	Land Use Conversions per Section 5.2.4
Zoning Administrator	Land Use Certificate (LUC)
	Minor Exceptions to Development Standards (2)
Planning Commission	Appeals
	Conditional Use Permit (3)
	Tentative Tract Maps
	Variances (4)
	Additional height facing I-5 per Table 3-2
City Council (5)	Appeals of Staff Decisions
	Specific Plan Adoption and amendments
	Development Agreement Approval and amendments
	General Plan Amendments
	Code Amendments
Appeals (1) For applications consistent with the Specific Plan's land uses and in substantial conformance development standards, applications for new development are to be approved administratively (2) For uses that fall within the provisions of Section 3.3 of this Specific Plan (3) For Uses identified with a "C" in Table 3-1 of this Specific Plan. (4) For requests that exceed the provisions of Section 3.3 of this Specific Plan. (5) City Council actions are preceded by a Planning Commission recommendation.	

C. Tenant Improvements to the Mall Building

Projects which constitute tenant improvements within the mall structure will follow the normal building permit process subject to review of the Specific Plan for confirmation that a use is permitted.

D. Signage Program

Appendix C of this document includes the approved signage program for MainPlace, including regional signs (animated free-way oriented signs), monument signage, and walls signs for specific tenants.

As part of the implementation of the Specific Plan, an updated signage program will be required, to provide guidance for wall and monument signs for hotel, office, and residential uses, as well as wayfinding signage. The updated sign program will identify the permitted sign placement, number, and size for all desired signage types (e.g. wall, projecting, freestanding) for each land use type. The signage program will be submitted to the City prior to building permits of the first development project within the Specific Plan area (excluding stand-alone parking structures and internal mall modifications).

Review and approval of the updated signage program and any future amendments will be administrative, overseen by the Executive Director of Planning and Building or his or her designee.

E. Additional Approvals

It is anticipated that the following subsequent approvals, among others, may be processed as part of implementation of this Specific Plan:

- Demolition, Rough Grading/Grading, and Excavation Permits
- On- and Off-Site Utilities Permits
- Development Project Review (DPR)
- Final Parcel, Condominium or Subdivision Maps



- Conditional Use Permit(s)
- Housing Agreement (HOO)
- Building Permits
- Encroachment Permit(s)
- New and Modified Easements, Air Rights, and Other Related Agreements

5.2.3 Transfers between Parcels

The Specific Plan's Land Use Plan and Table 2-1, *Land Use Summary*, set forth the land use designations, and total target units and square footage for each land use category. As used throughout this document, the term "Transfer" means that land uses within each planning area can be transferred to another area as part of a Development Plan review process.

Intensity transfer may be initiated at any time by the master developer or planning area builder.

A transfer request will be reviewed by the Executive Director of Planning and Building as part of the related Development Plan application.

In addition to transfers of land use between planning areas, land uses may be converted to another use using a conversion factor based on daily trips. The land use conversion mechanism is outlined below.

5.2.4 Land Use Conversion

The amount and type of land uses within the Specific Plan area is programmatic and is intended to be flexible, responding to market demand and opportunities for unique or in-demand land uses. The mix of uses outlined in the Land Use section of this document is based upon anticipated demand for these uses at the time of writing.

Maximum intensities of land uses may be converted at any time by the project developer, based on the conversion factors outlined in Table 5-2, *Land Use Equivalency Conversion*. These conversion factors are based on trip generation, which allows a conversion program while keeping traffic generation stable. Implementation of a land use conversion will be reviewed by the Executive Director of Planning and Building as part of the related application and allowed as part of a

Table 5-2 Land Use Equivalency Conversion					
	Land Use (Unit)	Equivalency Ratios to Convert to these Land Use Types			
		Residential (DU)	Retail (1,000 SF)	Office (1,000 SF)	Hotel (Rooms)
From these Land Use Types:	Residential (DU)	--	0.194	0.752	0.876
	Retail (1,000 SF)	5.157	--	3.876	4.516
	Office (1,000 SF)	1.331	0.258	--	1.165
	Hotel (Rooms)	1.142	0.221	0.858	--
Land Use (Unit)	Quantity to Convert From	Land Use Equivalencies			
		Residential (DU)	Retail (1,000 SF)	Office (1,000 SF)	Hotel (Rooms)
Residential (DU)	100	--	19.391	75.154	88
Retail (1,000 SF)	100	516	--	387.577	452
Office (1,000 SF)	100	133	25.801	--	117
Hotel (Rooms)	100	114	22.146	85.832	--

ministerial Development Plan approval subject to substantial conformance with relevant development standards.



5.2.5 Maintenance and Ownership

Maintenance of private and quasi-public open space facilities, private driveways, commercial circulation, common landscape areas, and residential common areas will be the responsibility of the residential and commercial associations that are formed within the Specific Plan area. The maintenance association(s) shall be responsible for private driveways, parking, open space areas, signage, landscaping, irrigation, common areas, on-site sewers, storm drains, BMPs, and other responsibilities as necessary. Maintenance of public Main Place Drive will continue to be the responsibility of the City of Santa Ana. Table 5-3, *Financing, Ownership, and Maintenance* outlines the anticipated program.

Table 5-3 Financing, Ownership, and Maintenance			
Improvement	Financing	Ownership	Maintenance
Water System	Developer	Public	City
Sewer System	Developer	Private/Public	Private/City
Drainage System Backbone BMPs	Developer Developer	Private/Public Private	Private/City Private
Public Street Signals	Developer Developer	City City	City City
Private Internal Streets & Driveways	Developer	Private	Private
Landscaping Public Right-of-Way Common Private Parkways	Developer Developer Developer	City Private Private	City Private Private
Private Open Space or Recreation Areas	Developer	Private	Private

5.2.6 Conceptual Phasing Plan

Construction of the project will take place in multiple phases based on market demand. Figure 5-2, *Conceptual Phasing Plan*, illustrates the anticipated phasing of the buildout of the Specific Plan, however, multiple phases may occur concurrently, and/or in a different order than currently anticipated.

The only factor limiting the phases is that infrastructure is available for the construction of that phase.

The project will be phased to:

- Provide for the orderly build-out of the community based upon market demand;
- Provide adequate infrastructure to service the project;
- Phases may occur concurrently or in alternative order so long as the associated infrastructure is provided.

The project is anticipated to be built in three major phases. Changes to phasing shall not require an amendment to the Specific Plan; however, an updated phasing exhibit shall be submitted by the developer to the City for record keeping purposes.

Illustrative graphics provided below illustrate the anticipated first phase and project buildout with assumed land use types. Ultimate project design will vary as individual projects are proposed, reviewed, and constructed over a period of years.

5.3 General Plan Consistency

California Government Code (Title 7, Division 1, Chapter 3, Article 8, Section 65450-65457) permits adoption and administration of specific plans as an implementation tool for the local general plan. Specific plans must demonstrate consistency in regulations, guidelines, and programs with the goals and policies set forth in the



general plan. The MainPlace Specific Plan has been prepared in conformance with the goals and policies of the City of Santa Ana General Plan, in providing a mixed-use development within a designated District Center, adding to the variety of residential uses, encouraging the development of commercial recreational uses, creating new employment opportunities, and providing regulations that supports the continued success of a major commercial area of the City.

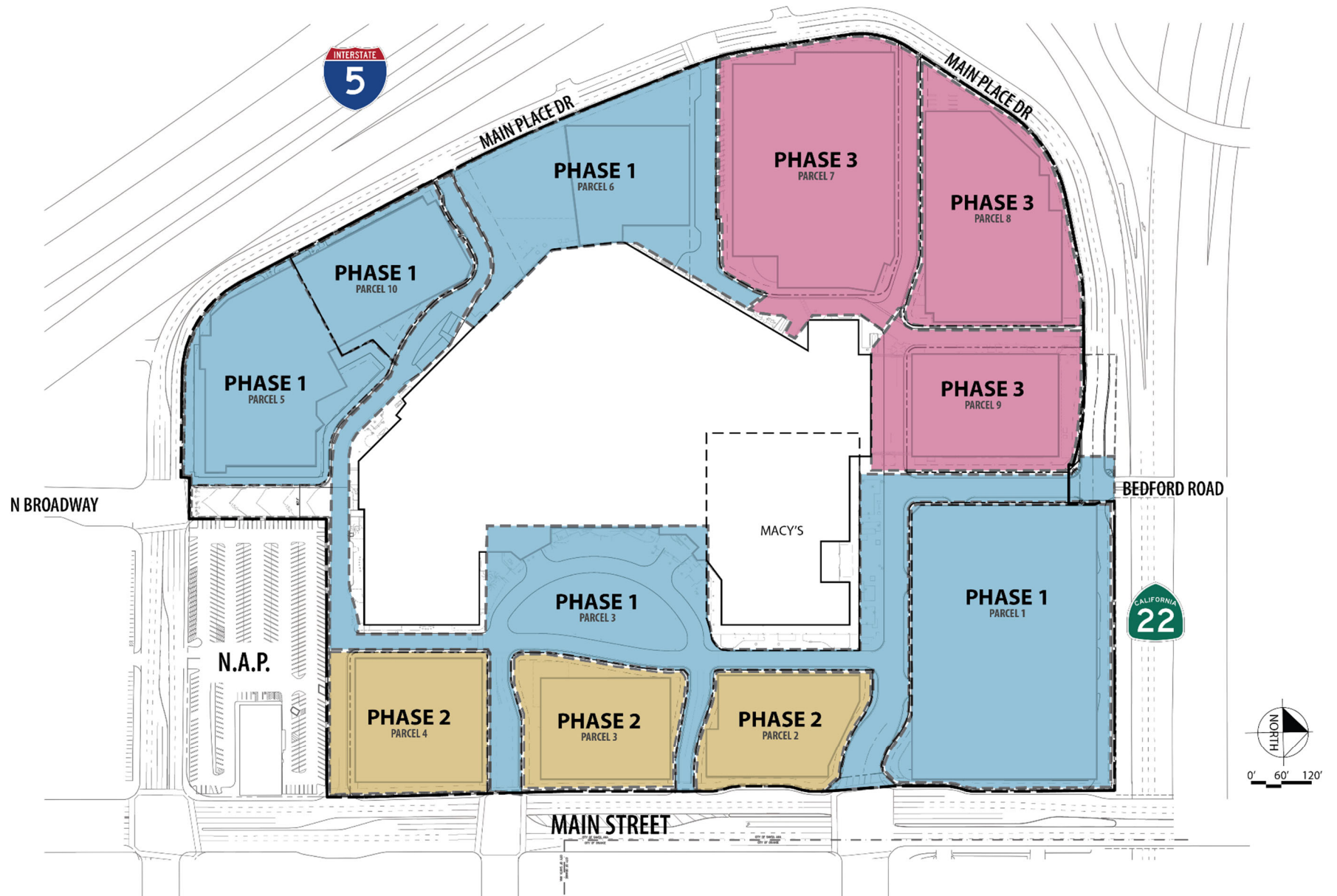


Figure 5-2: Conceptual Phasing Plan



Illustrative First Phase



Illustrative Buildout



5.4 Fiscal Impacts

A Fiscal Impact Analysis was prepared by Kosmont, dated December 2018 to analyze the fiscal impact from development of the Specific Plan on the City of Santa Ana's General Fund.

The purpose of the fiscal analysis is to estimate the net fiscal impacts of the project's proposed development and construction on the City General Fund. The fiscal impacts identified in the Kosmont Report include recurring municipal revenues and costs to the City General Fund that result from the land use scenario presented by the MainPlace Specific Plan. City General Fund revenues are generated from a variety of revenue sources, including property taxes, sales taxes, fees, and fines. Costs to the City General Fund are associated with a variety of services, such as public safety, community development, recreation and arts, and general government services.

The Fiscal Impact Report indicates a net fiscal benefit to the City's general fund.

APPENDICES





LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SANTA ANA, IN THE COUNTY OF ORANGE, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL A-1:

PARCELS 1 THROUGH 8 OF PARCEL MAP NO. 99-152, IN THE CITY OF SANTA ANA, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 328, PAGES 36 THROUGH 42 OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT FROM A PORTION OF SAID LAND ALL MINERALS, OIL, GASES AND OTHER HYDROCARBONS BY WHATSOEVER NAME KNOWN THAT MAY BE WITHIN OR UNDER SAID LAND, WITHOUT, HOWEVER, THE RIGHT TO DRILL, DIG OR MINE THROUGH THE SURFACE OR THE UPPER 500 FEET THEREOF, AS RESERVED BY THE STATE OF CALIFORNIA IN DEED RECORDED MAY 5, 1972 IN BOOK 10114, PAGE 873, OFFICIAL RECORDS.

ALSO EXCEPT FROM A PORTION OF SAID PARCEL, ALL OIL, GAS, HYDROCARBON SUBSTANCES AND MINERALS OF EVERY KIND AND CHARACTER, TOGETHER WITH THE RIGHT TO DRILL INTO, THROUGH AND TO USE AND OCCUPY ALL PARTS OF SAID PARCEL LYING MORE THAN 500 FEET BELOW THE SURFACE THEREOF FOR ANY AND ALL PURPOSES INCIDENTAL TO THE EXPLORATION FOR A PRODUCTION OF OIL, GAS, HYDROCARBON SUBSTANCES OR MINERALS FROM SAID PARCEL OR OTHER LANDS, BUT WITHOUT, HOWEVER, ANY RIGHT TO USE EITHER THE SURFACE OF SAID PARCEL OR ANY PORTION THEREOF WITHIN 500 FEET OF THE SURFACE FOR ANY PURPOSE OR PURPOSES WHATSOEVER TO THE EXTENT SUCH RIGHTS TO DRILL HAVE BEEN EXCEPTED BY THE PARTIES NAMED IN DEEDS, LEASES AND OTHER DOCUMENTS OF RECORD, AS RESERVED IN DEED

RECORDED NOVEMBER 1, 1985 AS INSTRUMENT NO. 85-424259, OFFICIAL RECORDS.

ALSO EXCEPT FROM A PORTION OF SAID PARCEL, ALL OIL, GAS, HYDROCARBON SUBSTANCES AND MINERALS OF EVERY KIND AND CHARACTER, TOGETHER WITH THE RIGHT TO DRILL INTO, THROUGH AND TO USE AND OCCUPY ALL PARTS OF SAID PARCEL LYING MORE THAN 500 FEET BELOW THE SURFACE THEREOF FOR ANY AND ALL PURPOSES INCIDENTAL TO THE EXPLORATION FOR A PRODUCTION OF OIL, GAS, HYDROCARBON SUBSTANCES OR MINERALS FROM SAID PARCEL OR OTHER LANDS, BUT WITHOUT, HOWEVER, ANY RIGHT TO USE EITHER THE SURFACE OF SAID PARCEL OR ANY PORTION THEREOF WITHIN 500 FEET OF THE SURFACE FOR ANY PURPOSE OR PURPOSES WHATSOEVER TO THE EXTENT SUCH RIGHTS TO DRILL HAVE BEEN EXCEPTED BY THE PARTIES NAMED IN DEEDS, LEASES AND OTHER DOCUMENTS OF RECORD, AS RESERVED IN DEED RECORDED JANUARY 22, 1986 AS INSTRUMENT NO. 86-29056, OFFICIAL RECORDS.

ALSO EXCEPT FROM A PORTION OF SAID PARCEL, ALL OIL, GAS, HYDROCARBON SUBSTANCES AND MINERALS OF EVERY KIND AND CHARACTER, TOGETHER WITH THE RIGHT TO DRILL INTO, THROUGH AND TO USE AND OCCUPY ALL PARTS OF SAID PARCEL LYING MORE THAN 500 FEET BELOW THE SURFACE THEREOF FOR ANY AND ALL PURPOSES INCIDENTAL TO THE EXPLORATION FOR A PRODUCTION OF OIL, GAS, HYDROCARBON SUBSTANCES OR MINERALS FROM SAID PARCEL OR OTHER LANDS, BUT WITHOUT, HOWEVER, ANY RIGHT TO USE EITHER THE SURFACE OF SAID PARCEL OR ANY PORTION THEREOF WITHIN 500 FEET OF THE SURFACE FOR ANY PURPOSE OR PURPOSES WHATSOEVER TO THE EXTENT SUCH RIGHTS TO DRILL HAVE BEEN EXCEPTED BY THE PARTIES NAMED IN DEEDS, LEASES AND OTHER DOCUMENTS OF RECORD, AS RESERVED IN DEED RECORDED NOVEMBER 25, 1985 AS INSTRUMENT NO. 85-474287, OFFICIAL RECORDS.



AN EASEMENT FOR BUILDING PURPOSES, ABOVE ELEVATION 153.70 FEET AND BELOW ELEVATION 171.20 FEET (CITY OF SANTA ANA DATUM), DESCRIBED AS FOLLOWS:

COMMENCING AT POINT "A" AS DESCRIBED IN PARCEL A-1 OF THE DEED RECORDED DECEMBER 5, 1988 AS INSTRUMENT NO. 88-632609, OFFICIAL RECORDS; THENCE NORTH 0° 03' 47" WEST, 170.37 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH 89° 56' 13" EAST, 36.63 FEET; THENCE NORTH 0° 03' 47" WEST, 132.18 FEET; THENCE NORTH 89° 53' 48" WEST, 36.63 FEET; THENCE SOUTH 0° 03' 47" EAST, 132.29 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL B-1: (NORTH)

THAT PORTION OF PARCEL 2 OF PARCEL MAP NO. 670, IN THE CITY OF SANTA ANA, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP FILED IN BOOK 31, PAGE 42 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF PARCEL 2 OF PARCEL MAP NO. 670, SAID POINT ALSO BEING THE INTERSECTION OF THE SOUTHERLY LINE OF ROUTE 22 AND THE WESTERLY LINE OF MAIN STREET, AS SHOWN ON SAID PARCEL MAP NO. 670; THENCE ALONG THE NORTHERLY LINE OF SAID PARCEL 2, SOUTH 89° 48' 07" WEST 676.41 FEET; THENCE SOUTH 0° 11' 53" EAST 76.45 FEET TO A POINT IN THE SOUTHERLY LINE OF MAINPLACE ROADWAY AS DESCRIBED IN THE GRANT DEED FOR STREET PURPOSES RECORDED JULY 28, 1989 AS INSTRUMENT NO. 89-401286 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, SAID POINT BEING ON A CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 448.00 FEET, A RADIAL LINE OF SAID CURVE PASSING THROUGH SAID POINT BEARS NORTH 15° 22' 35" EAST, SAID POINT ALSO BEING THE TRUE POINT OF BEGINNING; THENCE SOUTH 0° 03' 47" EAST 293.66 FEET; THENCE SOUTH 89° 56' 13" WEST 217.67 FEET; THENCE NORTH 0° 03' 47" WEST 276.68 FEET

TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 34.50 FEET; THENCE NORTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 72° 54' 22" AN ARC DISTANCE OF 43.90 FEET TO A POINT, A RADIAL LINE OF SAID CURVE PASSING THROUGH SAID POINT BEARS NORTH 17° 09' 25" WEST, SAID POINT BEING LOCATED ON SAID SOUTHERLY LINE OF MAINPLACE ROADWAY; THENCE CONTINUING ALONG SAID SOUTHERLY LINE NORTH 89° 48' 07" EAST 72.99 FEET TO A TANGENT CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 448.00 FEET AND EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15° 34' 28" AN ARC DISTANCE OF 121.78 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPT THEREFROM ALL MINERALS, OIL, GASES AND OTHER HYDROCARBONS BY WHATSOEVER NAME KNOWN, THAT MAY BE WITHIN OR UNDER SAID LAND, WITHOUT, HOWEVER, THE RIGHT TO DRILL, DIG OR MINE THROUGH THE SURFACE OR THE UPPER 500 FEET THEREOF, AS RESERVED BY THE STATE OF CALIFORNIA IN DEED RECORDED MAY 5, 1972 IN BOOK 10114, PAGE 873 OF OFFICIAL RECORDS.

ALSO EXCEPT THEREFROM ALL OIL, GAS, HYDROCARBON SUBSTANCES AND MINERALS OF EVERY KIND AND CHARACTER, TOGETHER WITH THE RIGHT TO DRILL INTO, THROUGH, AND TO USE AND OCCUPY ALL PARTS OF SAID PARCEL LYING MORE THAN 500 FEET BELOW THE SURFACE THEREOF FOR ANY AND ALL PURPOSES INCIDENTAL TO THE EXPLORATION FOR OR PRODUCTION OF OIL, GAS, HYDROCARBON SUBSTANCES OR MINERALS FROM SAID PARCEL OR OTHER LANDS, BUT WITHOUT, HOWEVER, ANY RIGHT TO USE EITHER THE SURFACE OF SAID PARCEL OR ANY PORTION THEREOF WITHIN 500 FEET OF THE SURFACE FOR ANY PURPOSE OR PURPOSES WHATSOEVER, TO THE EXTENT SUCH RIGHTS TO DRILL HAVE BEEN EXCEPTED BY THE PARTIES NAMED IN DEEDS, LEASES, AND OTHER DOCUMENTS OF RECORD, AS RESERVED IN DEED RECORDED



NOVEMBER 1, 1985 AS INSTRUMENT NO. 85-424259 OF OFFICIAL RECORDS.

ALSO EXCEPT THEREFROM ALL OIL, GAS, HYDROCARBON SUBSTANCES AND MINERALS OF EVERY KIND AND CHARACTER, TOGETHER WITH THE RIGHT TO DRILL INTO, THROUGH, AND TO USE AND OCCUPY ALL PARTS OF SAID PARCEL LYING MORE THAN 500 FEET BELOW THE SURFACE THEREOF FOR ANY AND ALL PURPOSES INCIDENTAL TO THE EXPLORATION FOR OR PRODUCTION OF OIL, GAS, HYDROCARBON SUBSTANCES OR MINERALS FROM SAID PARCEL OR OTHER LAND, BUT WITHOUT, HOWEVER, ANY RIGHT TO USE EITHER THE SURFACE OF SAID PARCEL OR ANY PORTION THEREOF WITHIN 500 FEET OF THE SURFACE FOR ANY PURPOSE OR PURPOSES WHATSOEVER, TO THE EXTENT SUCH RIGHTS TO DRILL HAVE BEEN EXCEPTED BY THE PARTIES NAMED IN DEEDS, LEASES, AND OTHER DOCUMENTS OF RECORD, AS RESERVED IN DEED RECORDED JANUARY 22, 1986 AS INSTRUMENT NO. 86-29056 OF OFFICIAL RECORDS.

ALSO EXCEPT THEREFROM ALL OIL, GAS HYDROCARBON SUBSTANCES AND MINERALS OF EVERY KIND AND CHARACTER, TOGETHER WITH THE RIGHT TO DRILL INTO, THROUGH, AND TO USE AND OCCUPY ALL PARTS OF SAID PARCEL LYING MORE THAN 500 FEET BELOW THE SURFACE THEREOF FOR ANY AND ALL PURPOSES INCIDENTAL TO THE EXPLORATION FOR OR PRODUCTION OF OIL, GAS, HYDROCARBON SUBSTANCES OR MINERALS FROM SAID PARCEL OR OTHER LANDS, BUT WITHOUT, HOWEVER, ANY RIGHT TO USE EITHER THE SURFACE OF SAID PARCEL OR ANY PORTION THEREOF WITHIN 500 FEET OF THE SURFACE FOR ANY PURPOSE OR PURPOSES WHATSOEVER, TO THE EXTENT SUCH RIGHTS TO DRILL HAVE BEEN EXCEPTED BY THE PARTIES NAMED IN DEEDS, LEASES, AND OTHER DOCUMENTS OF RECORD, AS RESERVED IN THE DEED RECORDED NOVEMBER 25, 1985 AS INSTRUMENT NO. 85-474287 OF OFFICIAL RECORDS.

SAID PARCEL OF LAND APPEARS TO BE A PORTION OF PARCEL 8 OF PARCEL MAP NO. 99-152, AS SHOWN ON A MAP FILED IN BOOK 328, PAGES 36 THROUGH 42 INCLUSIVE OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL B-2:

EASEMENTS FOR THE PURPOSES AND UPON THE TERMS AND CONDITIONS SPECIFIED IN SECTIONS IIA, IIB, IIC, IID AND IIG OF THAT CERTAIN AMENDED AND RESTATED CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT RECORDED JANUARY 27, 1986 AS INSTRUMENT NO. 86-35230 OF OFFICIAL RECORDS.

PARCEL C-1

ALL THOSE PORTIONS OF PARCELS 1 AND 2 OF PARCEL MAP NO. 670, IN THE CITY OF SANTA ANA, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 31, PAGE 42 OF PARCEL MAPS, FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF PARCEL 2 OF SAID PARCEL MAP NO. 670, SAID POINT ALSO LYING ON THE INTERSECTION OF THE SOUTHERLY LINE OF ROUTE 22 AND THE WESTERLY LINE OF MAIN STREET; THENCE WESTERLY ALONG THE NORTHERLY LINE OF SAID PARCEL 2 AND SOUTHERLY LINE OF SAID ROUTE 22, SOUTH 89° 48' 07" WEST, 289.48 FEET; THENCE LEAVING SAID NORTHERLY LINE, SOUTH 0° 11' 53" EAST, 507.55 FEET TO THE TRUE POINT OF BEGINNING. THENCE SOUTH 0° 03' 07" EAST,

258.75 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 34.50 FEET; THENCE SOUTHWESTERLY ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 80° 48' 56", AN ARC DISTANCE OF 48.66 FEET TO THE BEGINNING POINT OF A REVERSING CURVE, CONCAVE SOUTHEASTERLY, HAVING A RADIUS OF 225.50 FEET, A RADIAL LINE FROM SAID POINT BEARS



SOUTH 09° 14' 11" EAST; THENCE SOUTHWESTERLY ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 09° 12' 13", AN ARC DISTANCE OF 36.22 FEET TO A POINT, A RADIAL LINE FROM SAID POINT BEARS SOUTH 18° 26' 24" EAST; THENCE SOUTH 89° 56' 13" WEST, 362.16 FEET TO A POINT HEREINAFTER DEFINED AS POINT "A";

THENCE NORTH 0° 03' 47" WEST, 302.66 FEET; THENCE SOUTH 89° 53' 48" EAST, 426.35 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL C-2:

NON-EXCLUSIVE EASEMENTS OVER THE COMMON AREA (AS DEFINED IN THE AMENDED AND RESTATED CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED JANUARY 24, 1986 RECORDED JANUARY 27, 1986 AS INSTRUMENT NO. 86-35230 OF OFFICIAL RECORDS THE AGREEMENT) FOR INGRESS, EGRESS, THE PASSAGE AND PARKING OF VEHICLES AND PEDESTRIANS, UTILITIES, AND CONSTRUCTION, SUPPORT AND MAINTENANCE OF BUILDINGS AND APPURTENANCES, AND INCIDENTAL PURPOSES, ALL AS SET FORTH IN, AND UPON THE CONDITIONS CONTAINED IN THE REFERENCED AGREEMENT.

PARCEL C-3:

AN EASEMENT FOR MAINTENANCE, OPERATION, REPAIR AND RECONSTRUCTION OF A PORTION OF THE BASEMENT AREA AND INCIDENTAL PURPOSES PURSUANT TO THE TERMS OF SECTION II J OF THE AMENDED AND RESTATED CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED JANUARY 24, 1986 RECORDED JANUARY 27, 1986 AS INSTRUMENT NO. 86-35230 OF OFFICIAL RECORDS.

PARCEL C-4:

AN EASEMENT FOR ACCESS, LOADING, UNLOADING AND INCIDENTAL PURPOSES THERETO PURSUANT TO THE TERMS OF SECTION II M OF

THE AMENDED AND RESTATED CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED JANUARY 24, 1986 RECORDED JANUARY 27, 1986 AS INSTRUMENT NO. 86-35230 OF OFFICIAL RECORDS.

PARCEL C-5:

A PERPETUAL EASEMENT FOR CONSTRUCTION, OPERATION, MAINTENANCE, REPAIR, RECONSTRUCTION AND REMOVAL OF IMPROVEMENTS, PURSUANT TO THE TERMS OF SECTION II-N OF IN THE AMENDED AND RESTATED CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED JANUARY 24, 1986 RECORDED JANUARY 27, 1986 AS INSTRUMENT NO. 86-35230 OF OFFICIAL RECORDS.

MACY'S PARCEL

COMMENCING AT THE NORTHEAST CORNER OF PARCEL 2 OF SAID PARCEL MAP NO. 670, SAID POINT ALSO LYING ON THE INTERSECTION OF THE SOUTHERLY RIGHT-OF-WAY OF ROUTE 22 AND THE WESTERLY RIGHT-OF-WAY OF MAIN STREET; THENCE WESTERLY ALONG THE NORTHERLY LINE OF SAID PARCEL 2 AND THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID ROUTE 22, SOUTH 89° 48' 07" WEST, 289.48 FEET; THENCE LEAVING SAID NORTHERLY LINE, SOUTH 0° 11' 53" EAST, 507.55 FEET TO THE TRUE POINT OF BEGINNING.

THEN SOUTH 0° 03' 07" EAST, 258.75 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE NORTHWESTERLY HAVING A RADIUS OF 34.50 FEET; THENCE SOUTHWESTERLY ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 80° 48' 56", AN ARC DISTANCE OF 48.66 FEET TO THE BEGINNING POINT OF A REVERSING CURVE, CONCAVE SOUTHEASTERLY, HAVING A RADIUS OF 225.50 FEET, A RADIAL LINE FROM SAID POINT BEARS SOUTH 09° 14' 11" EAST; THENCE SOUTHWESTERLY ALONG SAID CURVE, THROUGH A



CENTRAL ANGLE OF $09^{\circ} 12' 13''$, AN ARC DISTANCE OF 36.22 FEET TO A POINT, A RADIAL LINE FROM SAID POINT BEARS SOUTH $18^{\circ} 26' 24''$ EAST; THENCE SOUTH $89^{\circ} 56' 13''$ WEST, 362.16 FEET TO A POINT HEREINAFTER DEFINED AS POINT "A"; THENCE NORTH $0^{\circ} 03' 47''$ WEST, 302.66 FEET; THENCE SOUTH $89^{\circ} 53' 48''$ EAST, 426.35 FEET TO THE TRUE POINT OF BEGINNING.



MAINPLACE
LAND USE TRACKING (Prototype)

Application File No. _____

Site Plan No. _____

Parcel No. _____

The MainPlace Specific Plan identifies total development for residential units, commercial square footage, hotel rooms, and office square footage.

The Specific Plan allows for a baseline land use of 1,900 dwelling units, commercial uses of 1,400,000 square feet, 400 hotel rooms, and 750,000 square feet of office uses.

Complete the form for items applicable to the proposed project.

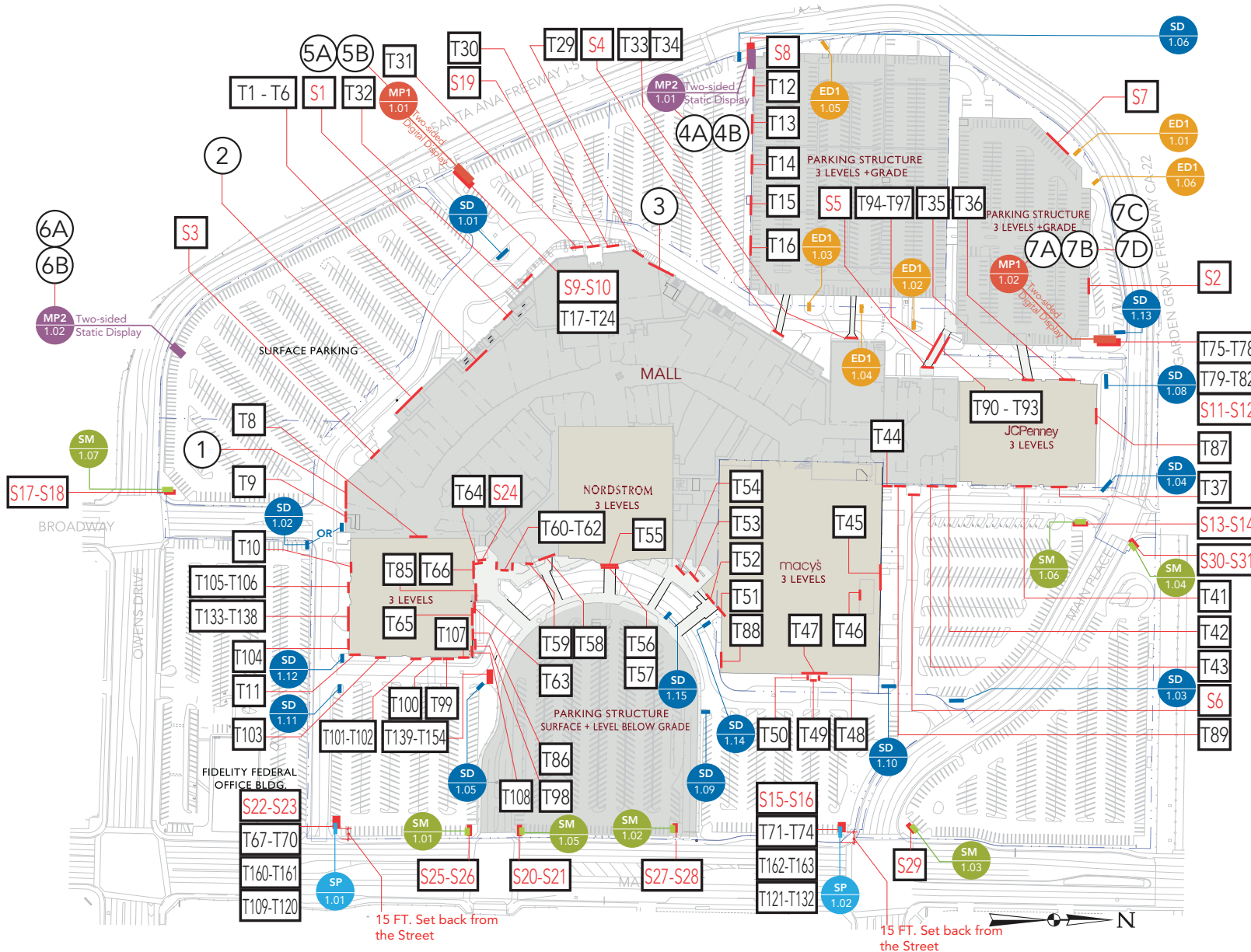
Use	Total	Parcel #
Residential		
Total baseline	1,900 DU	
Previously allocated	0	
Proposed DU		
Remaining DU		
Commercial		
Total Baseline	1,400,000 sf	
Previously allocated	1,130,000 sf	Parcel 6 (existing mall)
Proposed SF		
Remaining SF	270,000 sf	(cumulative tracking)
Office		
Total Baseline	750,000 sf	
Previously allocated	0	
Proposed SF		
Remaining SF	750,000 sf	
Hotel		
Total Baseline	400 rms/keys	
Previously Allocated	0	
Proposed (Rooms/Keys)		
Remaining keys	400 rms/keys	

MAINPLACE MALL - SANTA ANA, CA

CITY SUBMITTAL PLANNED SIGN PROGRAM



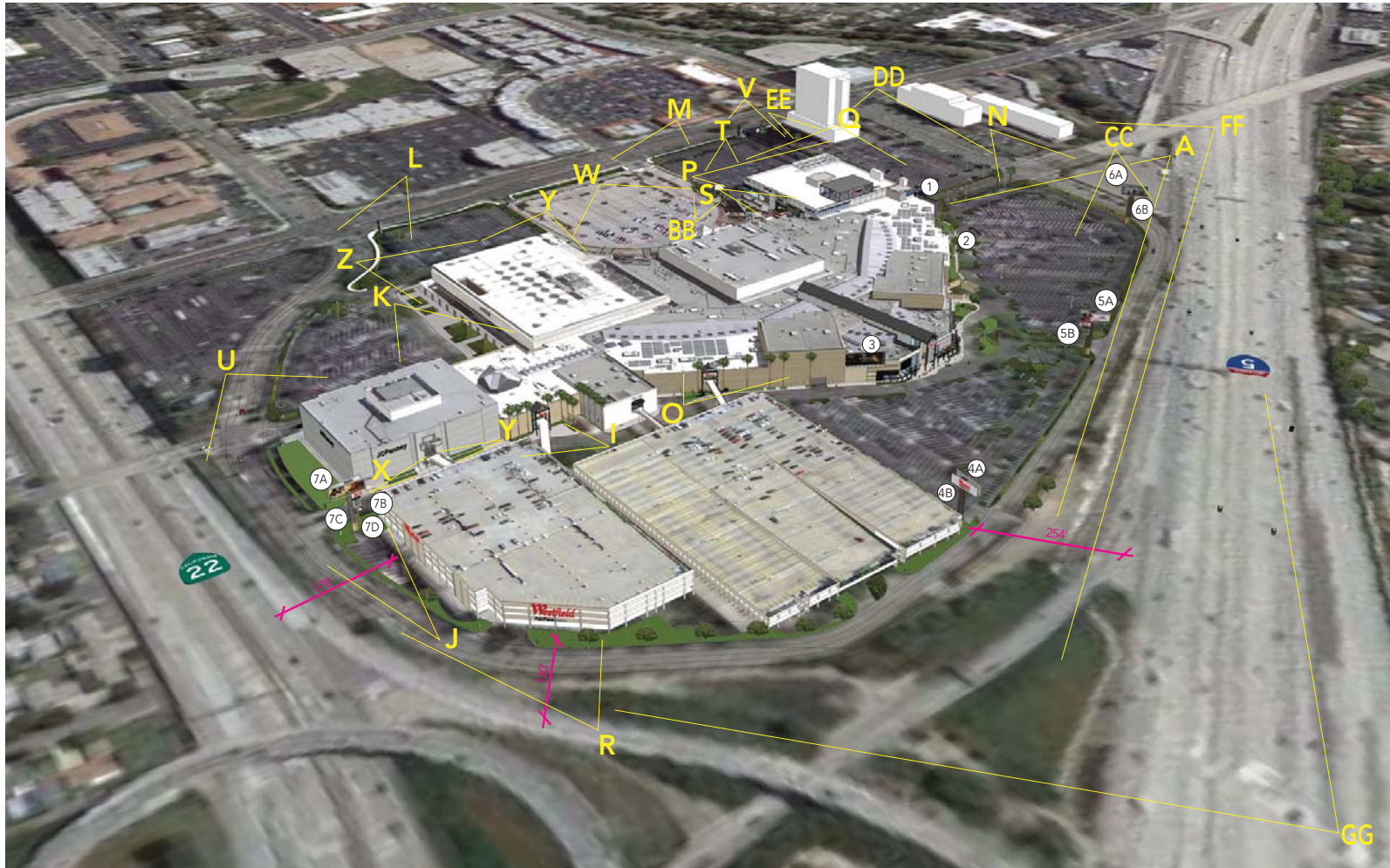
MARCH 26, 2015
REVISED: **AUGUST 31, 2015**



LEGEND	
— MP1	Digital PM Pylon (80')
— MP2	Static PM Pylon (80')
— SP	Restaurants Site Pylon
— SM	Site Monument
— SD	Site Directional
— ED	Entry Directional
T	Tenant Signage
T	Westfield Signage
T	Media Signage



#	HEIGHT X WIDTH	TOTAL SF	IMAGE TYPE	TOP OF STRUCT.
1	20' x 60'	1,200 sf	STATIC	42'-8"
2	20' x 60'	1,200 sf	STATIC	42'-8"
3	20' x 60'	1,200 sf	STATIC	47'-2"
4A	14' x 48'	672 sf	STATIC	80'
4B	14' x 48'	672 sf	STATIC	80'
5A	14' x 48'	672 sf	DIGITAL	80'
5B	14' x 48'	672 sf	DIGITAL	80'
6A	14' x 48'	672 sf	STATIC	80'
6B	14' x 48'	672 sf	STATIC	80'
7A	14' x 48'	672 sf	DIGITAL	80'
7B	14' x 48'	672 sf	DIGITAL	80'
7C	11' x 12'	132 sf	DIGITAL	38'
7D	11' x 12'	132 sf	DIGITAL	38'



#	HEIGHT X WIDTH	TOTAL SF	IMAGE TYPE	TOP OF STRUCT.
1	20' x 60'	1,200 sf	STATIC	42'-8"
2	20' x 60'	1,200 sf	STATIC	42'-8"
3	20' x 60'	1,200 sf	STATIC	47'-2"
4A	14' x 48'	672 sf	STATIC	80'
4B	14' x 48'	672 sf	STATIC	80'
5A	14' x 48'	672 sf	DIGITAL	80'
5B	14' x 48'	672 sf	DIGITAL	80'
6A	14' x 48'	672 sf	STATIC	80'
6B	14' x 48'	672 sf	STATIC	80'
7A	14' x 48'	672 sf	DIGITAL	80'
7B	14' x 48'	672 sf	DIGITAL	80'
7C	11' x 12'	132 sf	DIGITAL	38'
7D	11' x 12'	132 sf	DIGITAL	38'

Rendered Views of All Signage

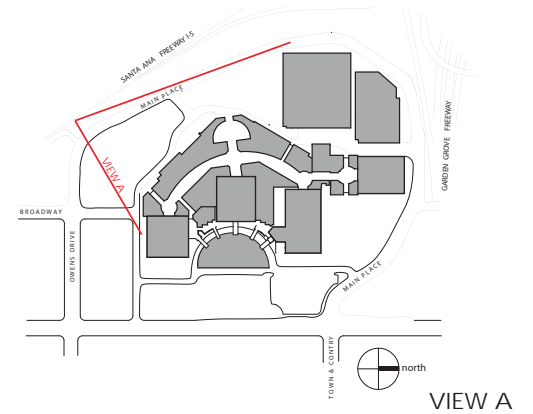
	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
1	●			
2	●			
4A, 4B	●			
5A, 5B	●			
6A, 6B	●			
7B		●		
S1				
S3			●	
S19			●	
T1		●		
T2	●			
T3		●		
T4		●		
T5	●			
T6	●			
T8	●			
T9	●			
T10	●			
T12	●			
T13	●			
T14	●			
T15	●			
T16	●			
T30		●		
T32		●		
T104	●			



PROPOSED



EXISTING

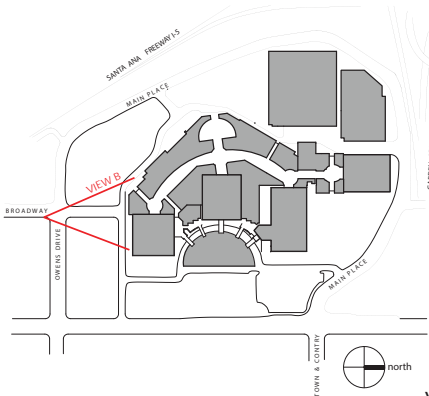


VIEW A



EXISTING

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
1	●			
S3			●	
T9	●			
T10	●			
T105	●			
T106	●			



PROPOSED

VIEW B



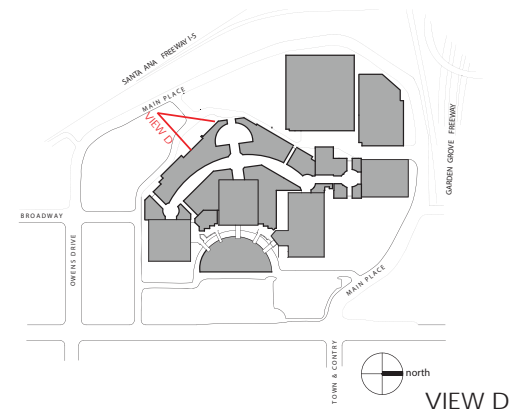
The site plan shows a proposed development with several building footprints and parking areas. A red triangle labeled "VIEW C" is positioned near the intersection of Owens Drive and Broadway, pointing towards the development. The plan is bounded by Santa Ana Freeway to the north, Garden Grove Freeway to the east, Owens Drive to the west, and Broadway to the south. A North arrow is located in the bottom right corner, pointing towards the top right of the page.

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S1	●			
T1		●		
T2	●			
T3		●		
T4		●		
T5	●			
T6	●			



EXISTING

PROPOSED

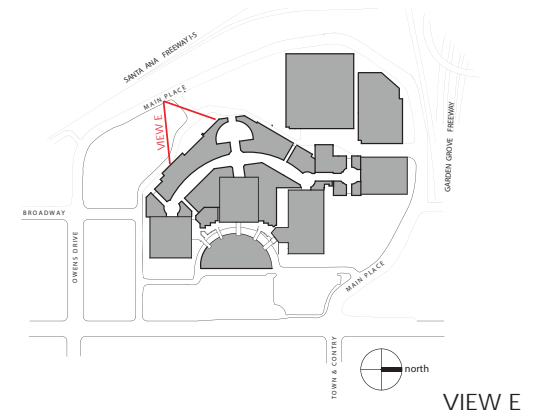


	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
2	●			
S1	●			
S3			●	
T1		●		
T2	●			
T3		●		
T4		●		
T5	●			
T6	●			
T8	●			



EXISTING

PROPOSED



VIEW E



OPPOSITE SIDE

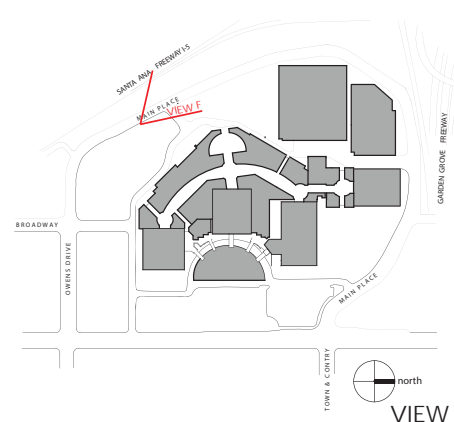


EXISTING

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
4A, 4B	●			
5A, 5B	●			
S1	●			
S9	●			
S10	●			
T12	●			
T14	●			
T15	●			
T16	●			
T17, T18, T19, T20	●			
T21, T22, T23, T24	●			

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S19			●	
T31		●		
T32		●		

PROPOSED



VIEW F

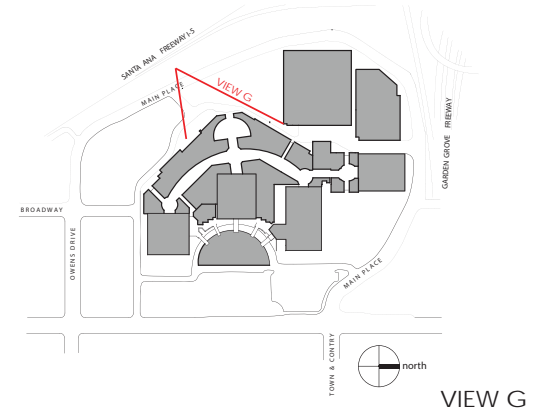
	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
2	●			
3	●			
5A, 5B	●			
S1	●			
S4			●	
S19			●	
T1		●		
T2	●			
T3		●		
T4		●		
T5	●			
T6	●			
T8	●			
T29	●			
T30		●		
T31		●		
T32		●		



PROPOSED

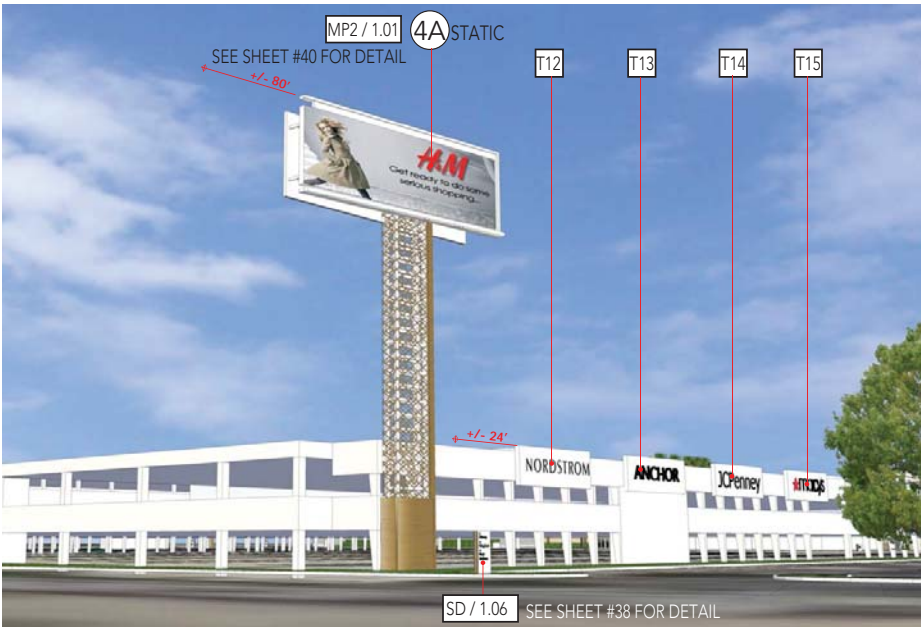


EXISTING





BACK

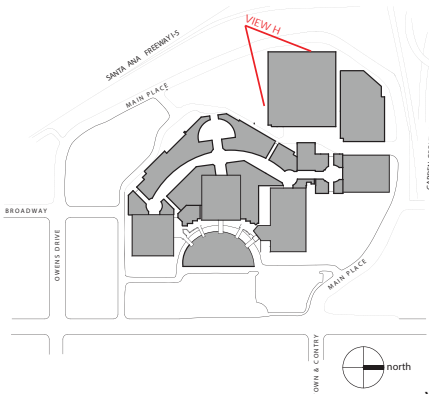


PROPOSED



EXISTING

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
4A,4B	●			
T12	●			
T13	●			
T14	●			
T15	●			
ED1/1.05		●		
SD/1.06	●			
S8	●			



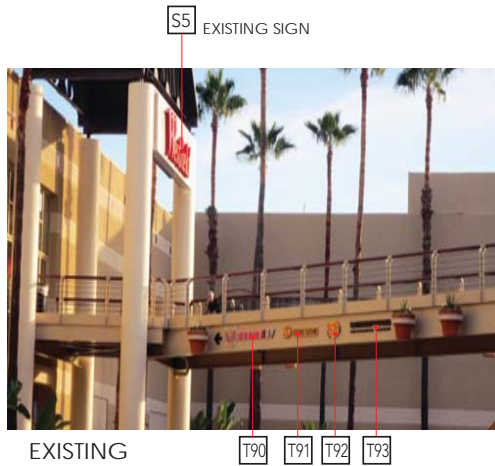
VIEW H



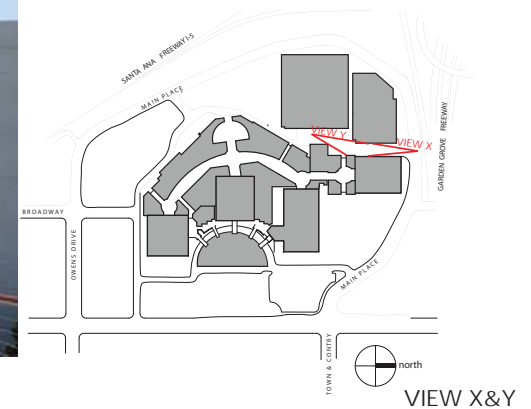
NEW TO REPLACE EXISTING
SEE SHEET #38 FOR DETAIL
ED1 / 1.02

NEW TO REPLACE EXISTING
SEE SHEET #38 FOR DETAIL
ED1 / 1.02

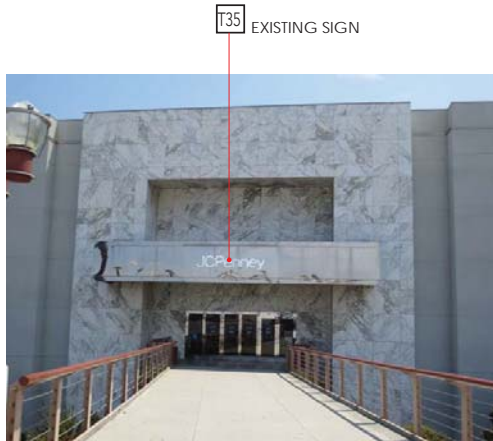
PROPOSED



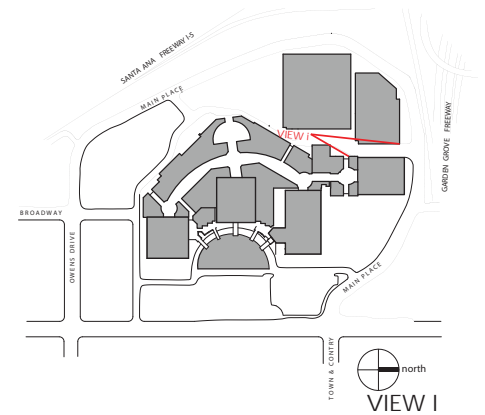
EXISTING

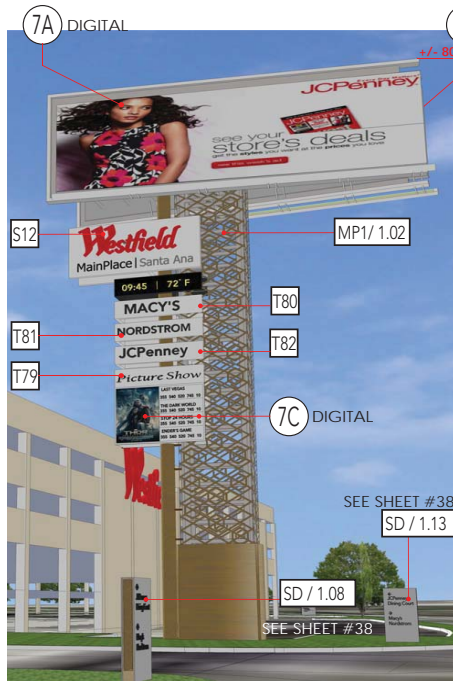


VIEW X&Y



EXISTING





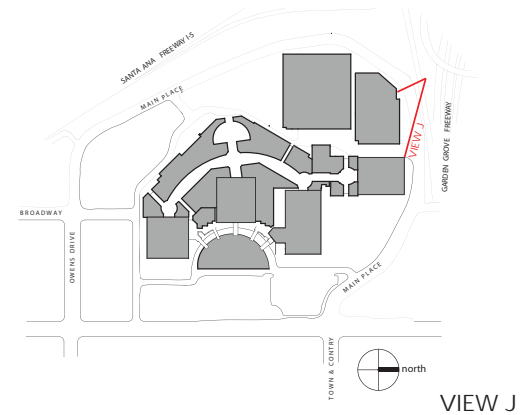
OPPOSITE SIDE



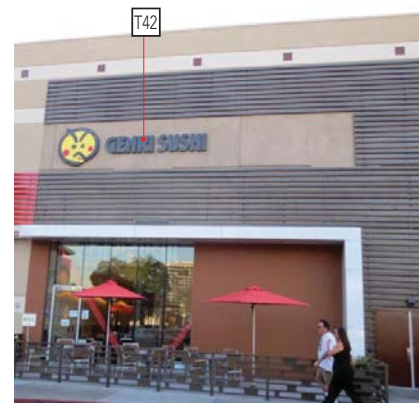
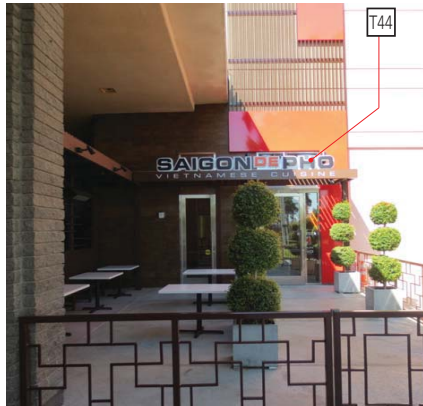
EXISTING

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
7A, 7B	●			
7C, 7D	●			
S2	●			
S11	●			
S12	●			
T36			●	
T87			●	
T75, T76, T77, T78	●			
T79, T80, T81, T82	●			
SD/1.04	●			
SD/1.08	●			
SD/1.13	●			
SM/1.06	●			

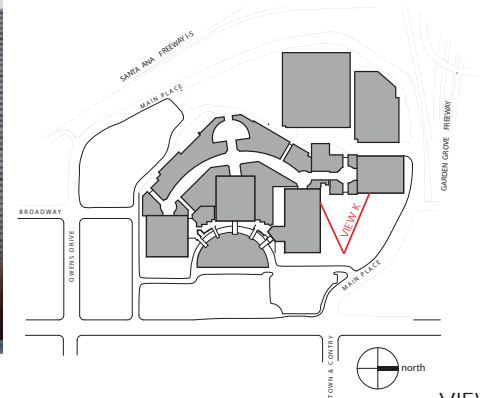
REFURBISH



VIEW J

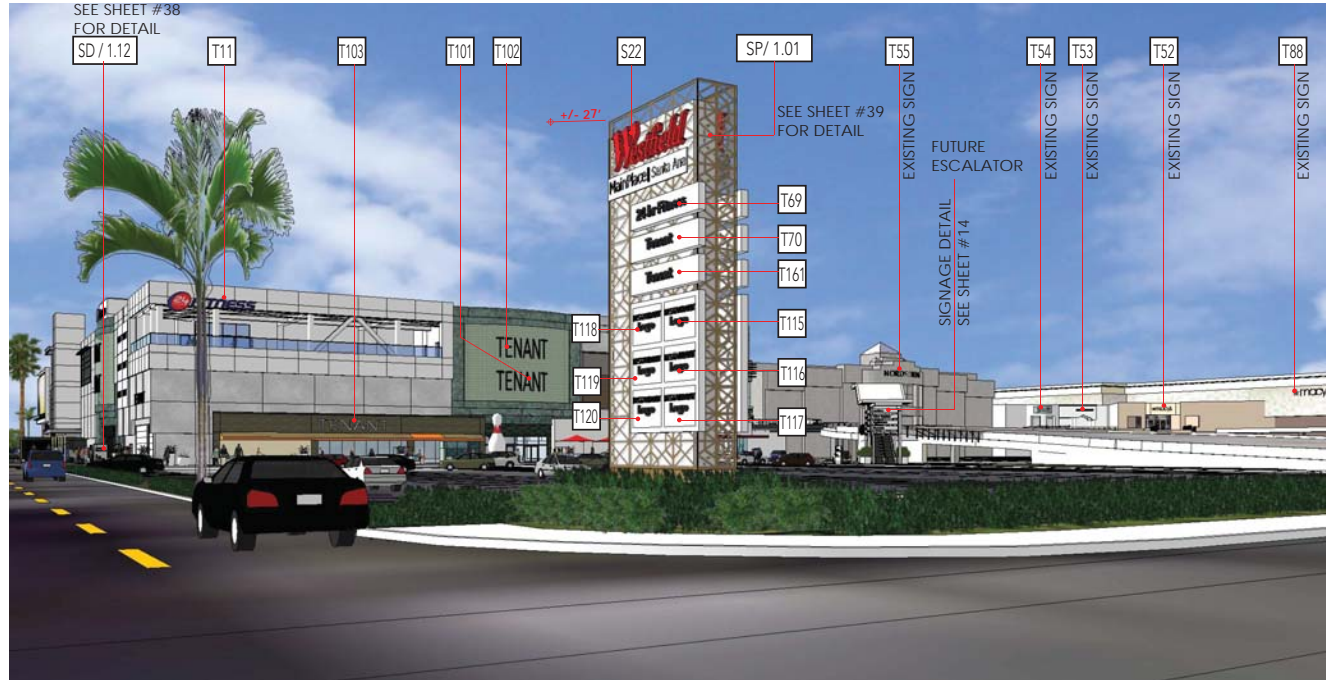


PROPOSED



VIEW K

EXISTING



OPPOSITE SIDE

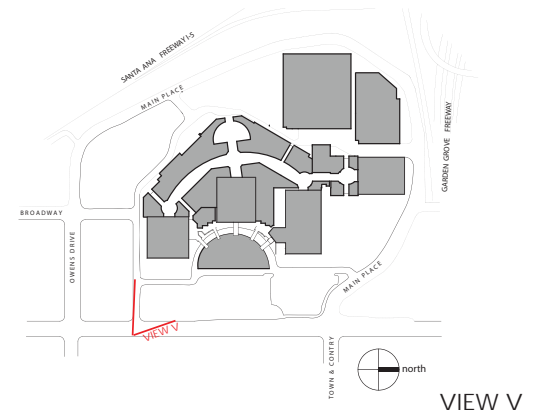


EXISTING

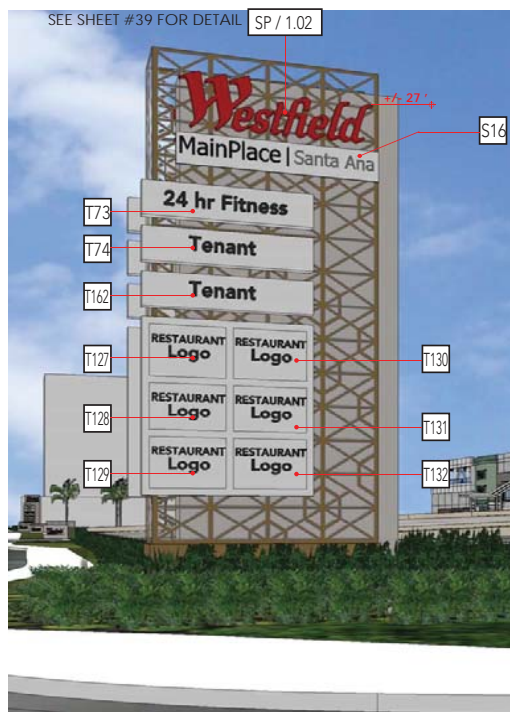
	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S22	●			
S23	●			
T11	●			
T52			●	
T53			●	
T54			●	
T55			●	
T67, T68	●			
T69, T70	●			
T160, T161	●			
T109, T110	●			
T111, T112	●			
T113, T114	●			
T115, T116	●			

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
T117, T118	●			
T119, T120	●			
T101	●			
T102	●			
T103	●			
T88			●	
SP/1.01	●			
SD/1.12	●			

NEW PROPOSED



VIEW V



OPPOSITE SIDE - PYLON SIGN SP/1.02



EXISTING



NEW PROPOSED - PYLON SIGN SP/1.02

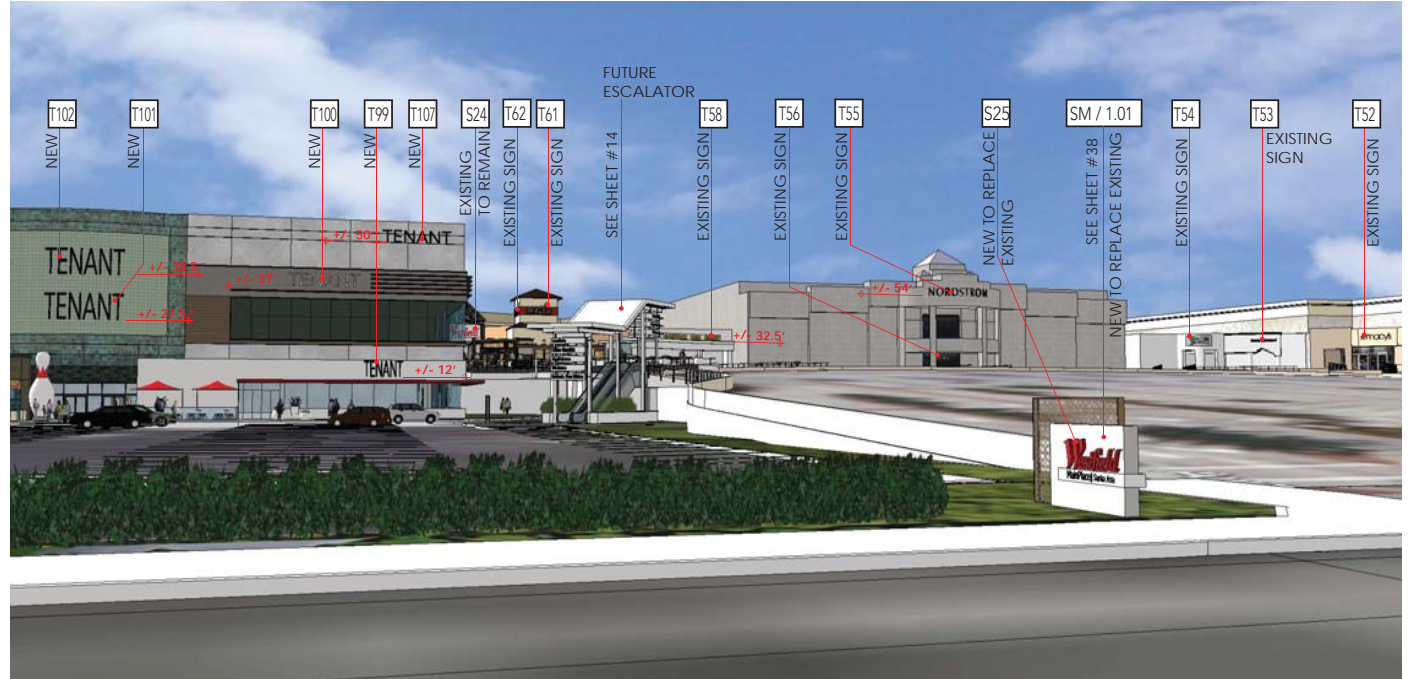
	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S15	●			
S16	●			
T42			●	
T47			●	
T71, T72, T73, T74	●			
T121, T122, T123	●			
T124, T125, T126		●		
T127, T128, T129	●			
T130, T131, T132	●			
T162, T163	●			
SM / 1.06	●			
SM / 1.04		●		
SD / 1.03	●			



VIEW L



OPPOSITE SIDE



EXISTING

DEMO EXISTING PYLON



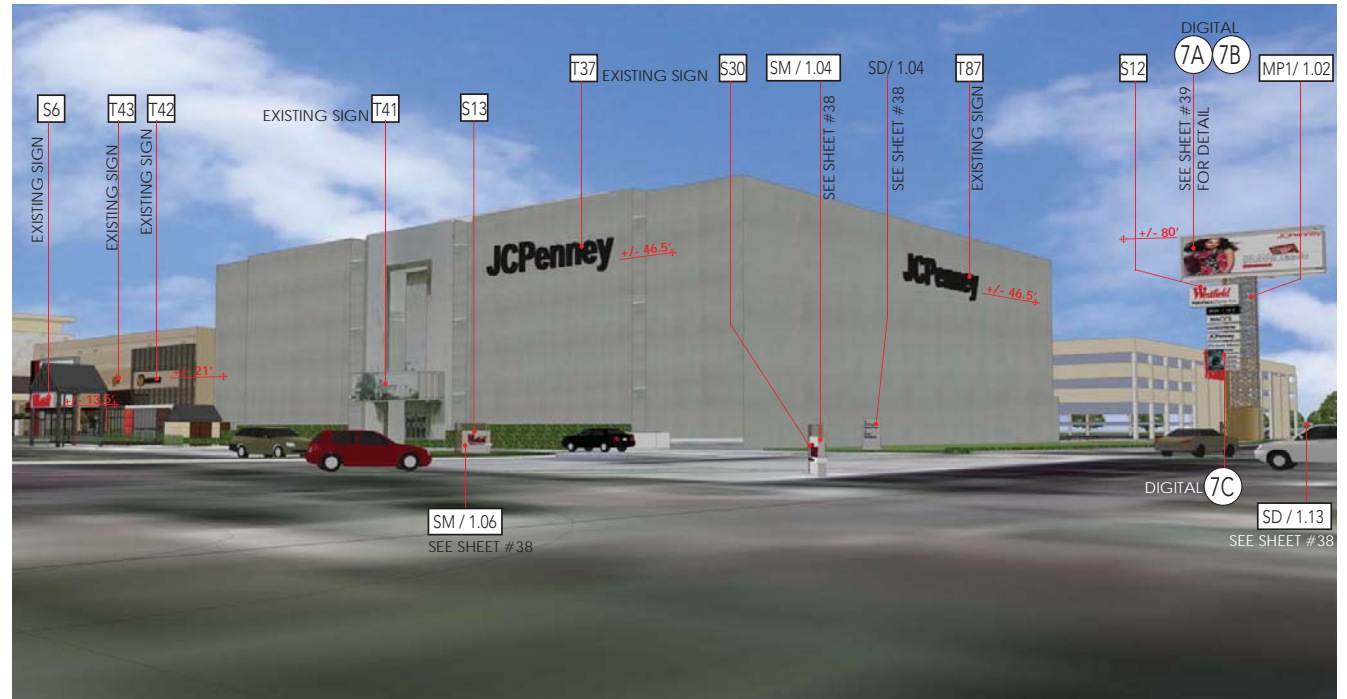
PROPOSED



VIEW M



OPPOSITE SIDE



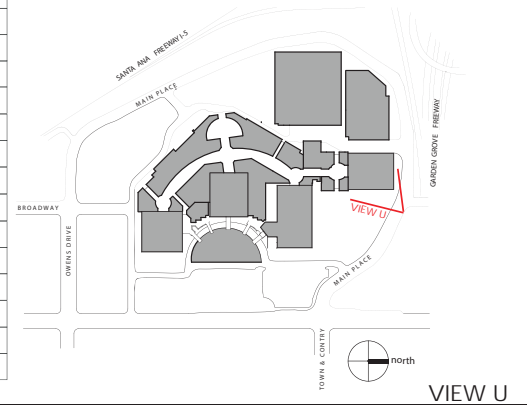
NEW PROPOSED



EXISTING



	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S6	●			
S12		●		
S13	●			
S30	●			
7A,7B	●			
T37			●	
7C	●			
T41			●	
T42			●	
T43			●	
SM/1.04		●		
SM/1.06	●			
SD/1.04	●			
SD/1.13	●			



MAIN PLACE

PROJECT: PLANNED SIGN PROGRAM

SHEET TITLE: RENDERED VIEW

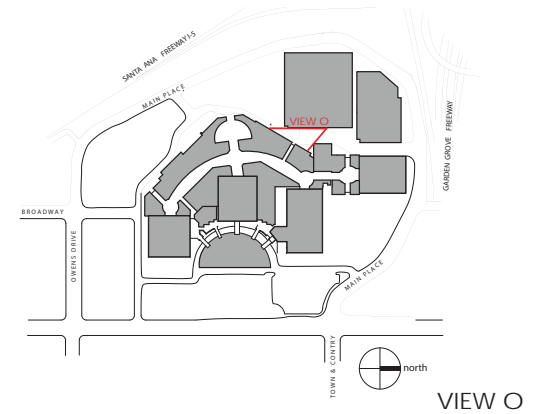
SHEET NO.: 20



EXISTING



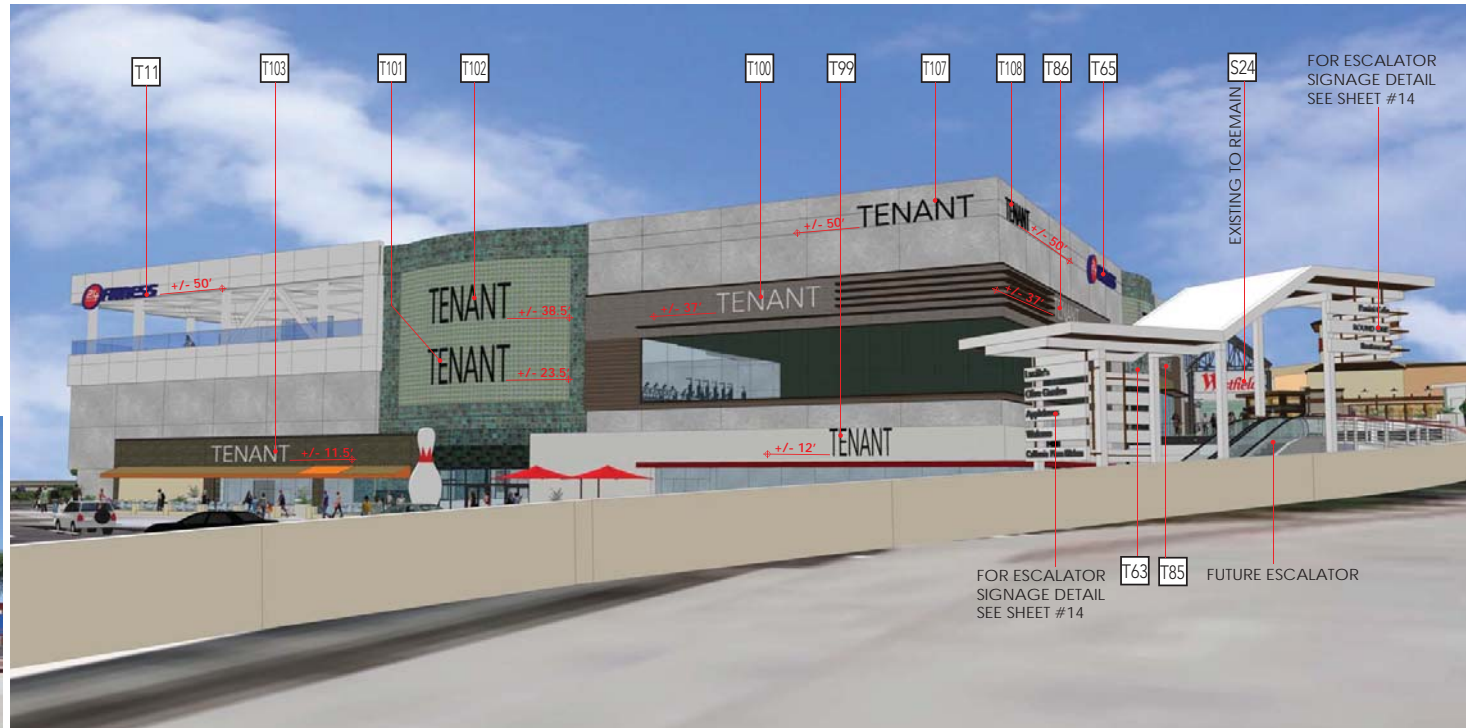
PROPOSED



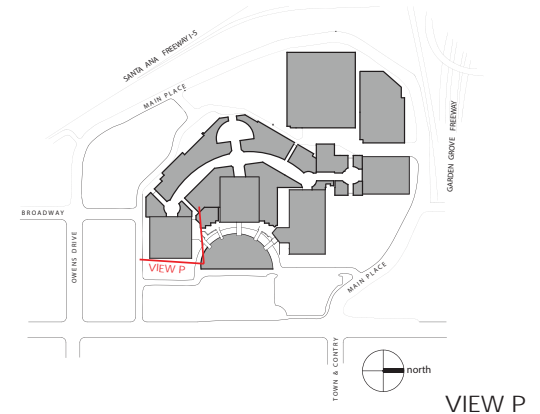
VIEW O

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S24			●	
T11	●			
T63	●			
T65, T66	●			
T85	●			
T86	●			
T98, T99	●			
T100	●			
T101	●			
T102	●			
T103	●			
T107	●			
T108	●			

EXISTING



PROPOSED



VIEW P

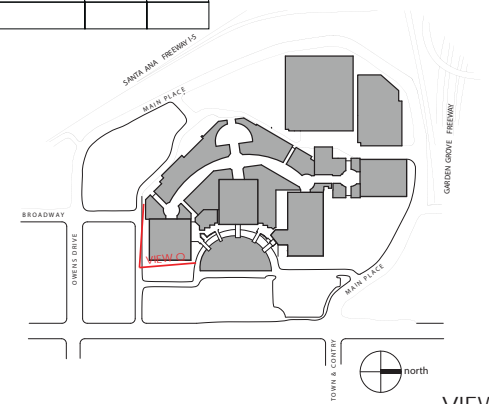


EXISTING

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
1	●		●	
T52, T53, T54			●	
T9	●			
T10	●			
T11	●			
T99	●			
T100	●			
T101	●			
T102	●			
T103	●			
T104	●			
T105	●			
T106	●			
T107	●			
T133, T134, T135	●			
T136, T137, T138	●			

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
SD/1.05	●			
SD/1.11	●			
SD/1.12	●			
T145	●			
T146	●			
T147	●			
T148	●			
T149	●			
T150	●			
T151	●			
T152	●			
T153	●			
T154	●			

PROPOSED



VIEW Q

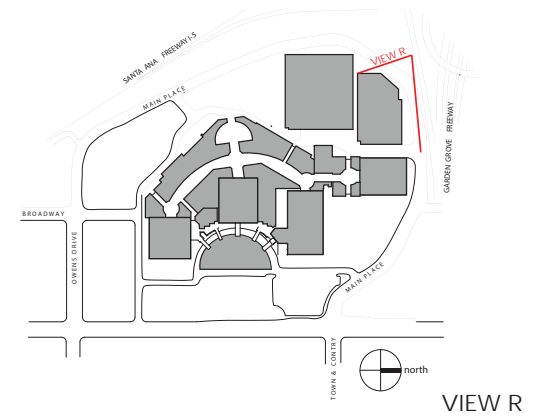


PROPOSED



EXISTING

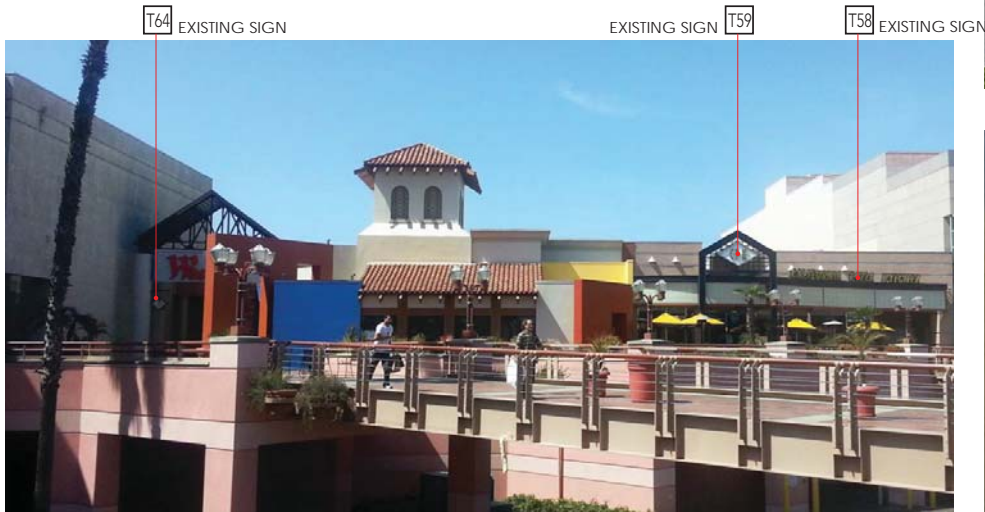
	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S7	●			
S11		●		
7D	●			
7A, 7B	●			



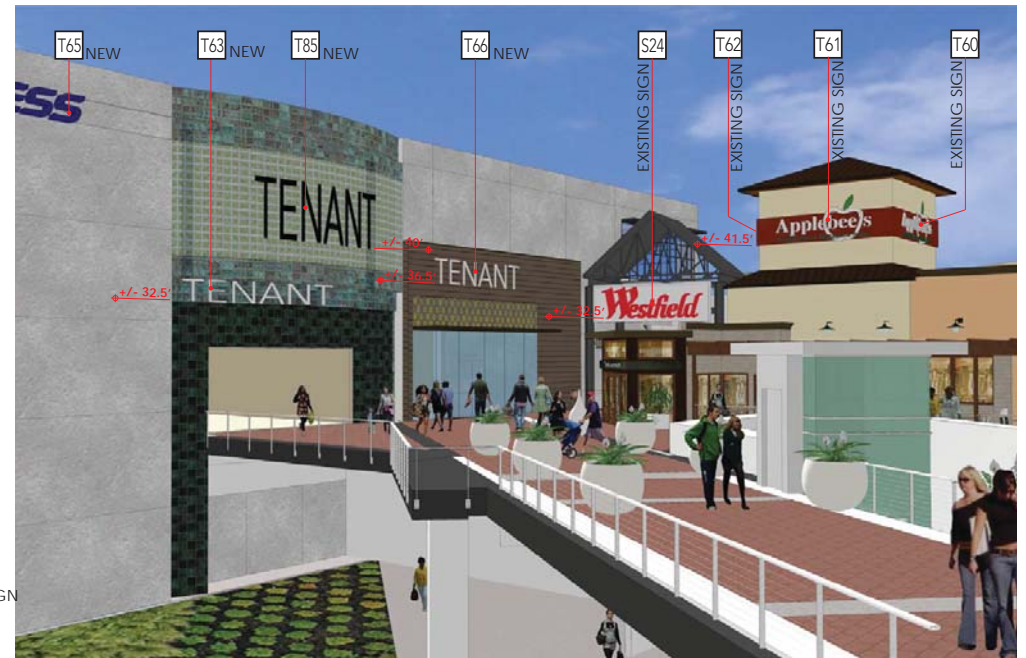
VIEW R



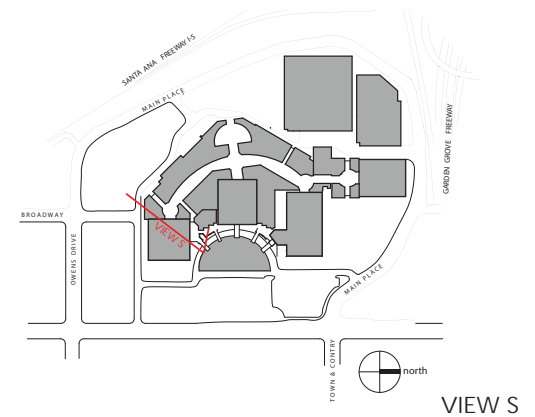
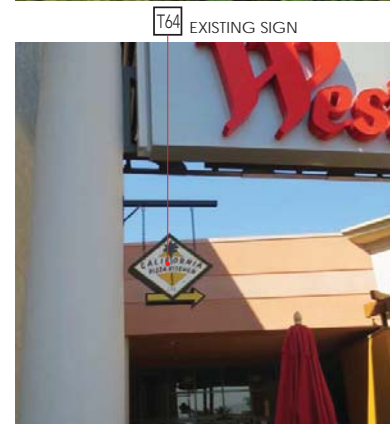
PROPOSED



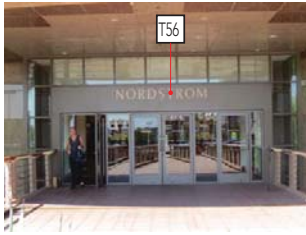
EXISTING



PROPOSED



VIEW S



REFERENCE IMAGES

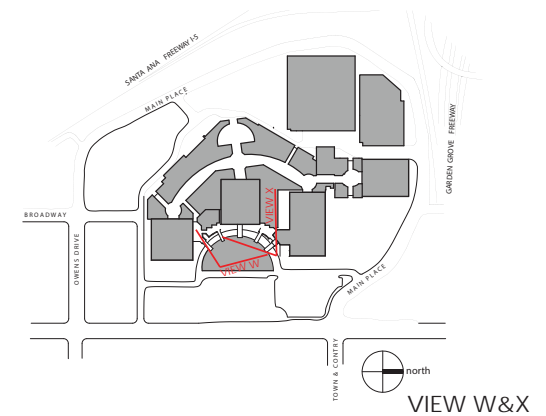
(E) PARKING STRUCTURE NOT SHOWN FOR CLARITY

NEW SD/1.09
SEE SHEET #38
FOR DETAIL

VIEW X: PROPOSED & EXISTING SIGN



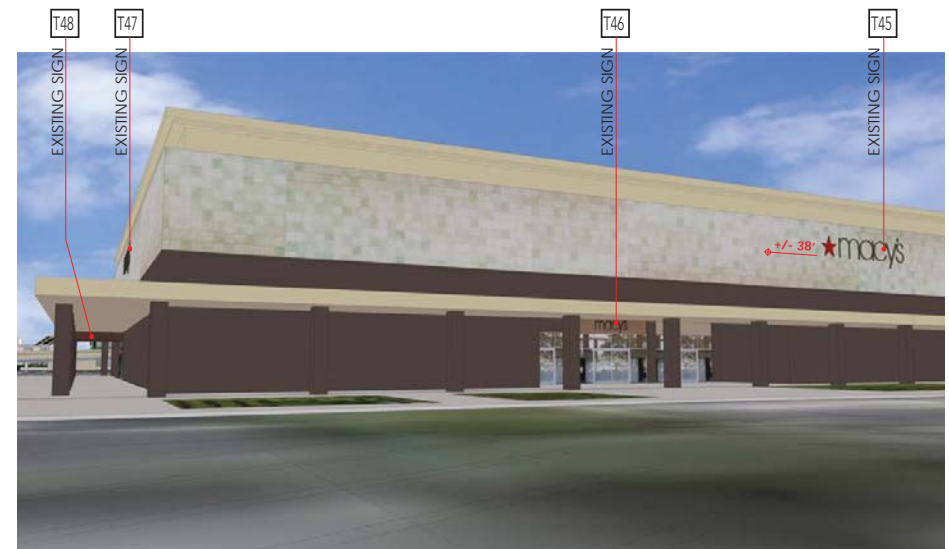
VIEW W: PROPOSED & EXISTING SIGN



VIEW W&X



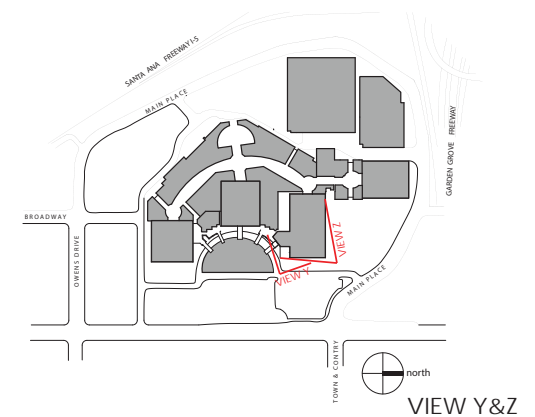
VIEW Y: EXISTING SIGN & NEW SD SIGN



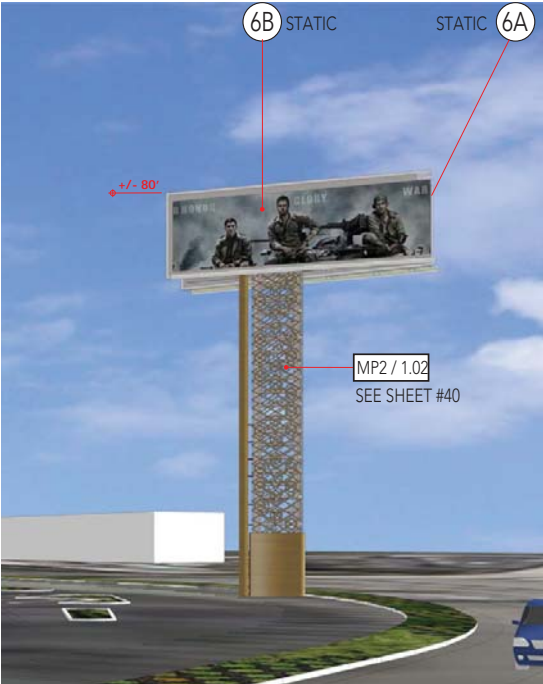
VIEW Z: EXISTING SIGN



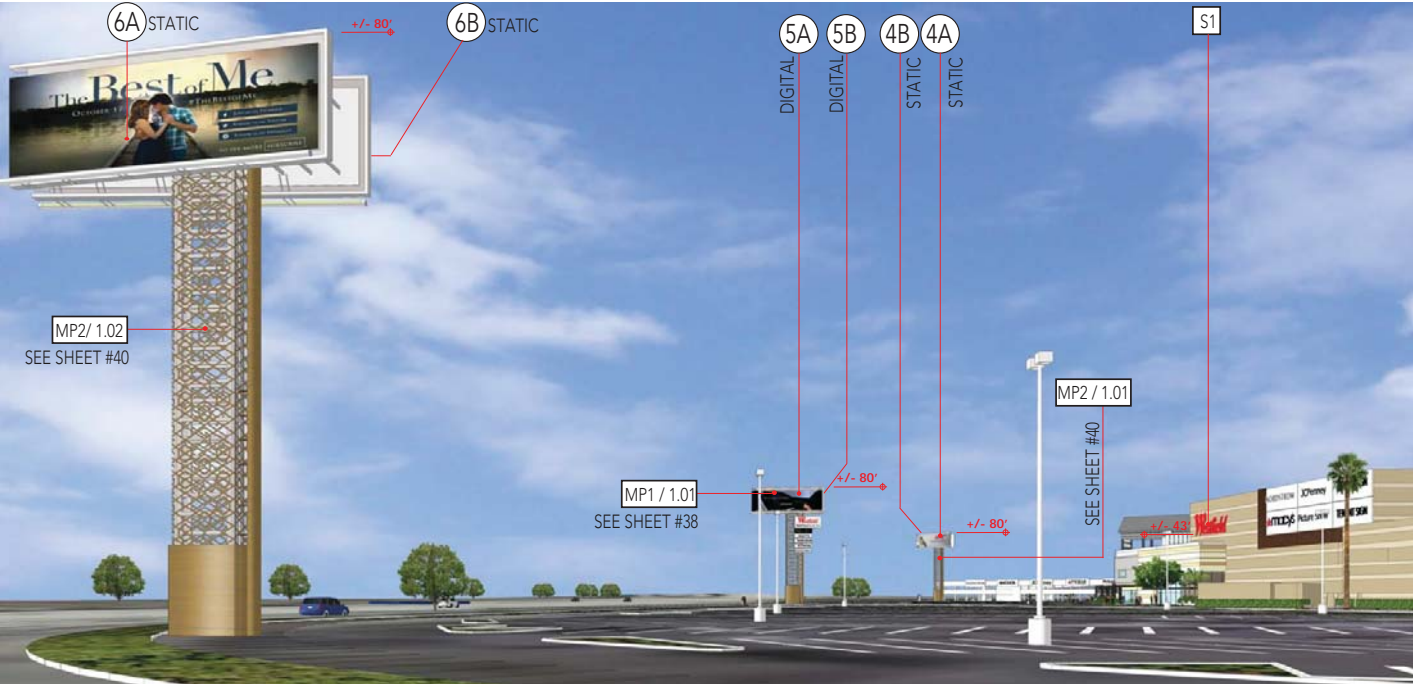
REFERENCE IMAGES



VIEW Y&Z

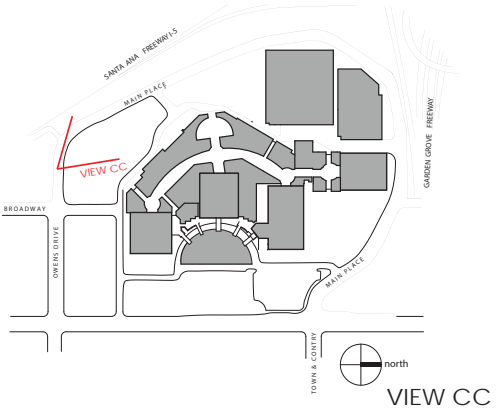


OPPOSITE SIDE



PROPOSED MP2 / 1.01

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
S1	●			
4A, 4B	●			
MP2/1.02	●			
5A, 5B	●			
MP1/1.01	●			
6A, 6B	●			
MP2/1.01	●			





PROPOSED - VIEW SD/1.10



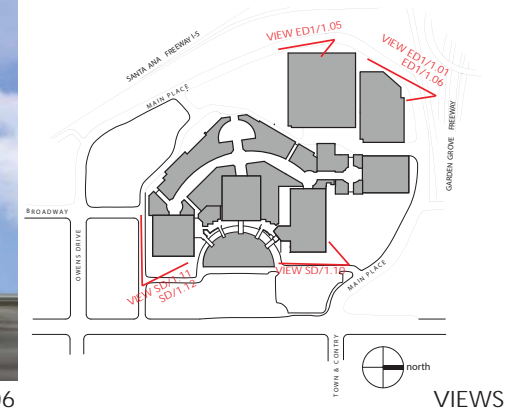
PROPOSED -VIEW SD/1.11 - SD/1.12



PROPOSED -VIEW ED1/1.05



PROPOSED -VIEW ED1/1.01 & ED/1.06



VIEWS



PROPOSED -VIEW SD/1.02

SEE SHEET #38 SD / 1.02 NEW



PROPOSED -VIEW SD/1.15

SEE SHEET #38 SD / 1.14 NEW SEE SHEET #38 SD / 1.15 NEW



PROPOSED -VIEW SD/1.01

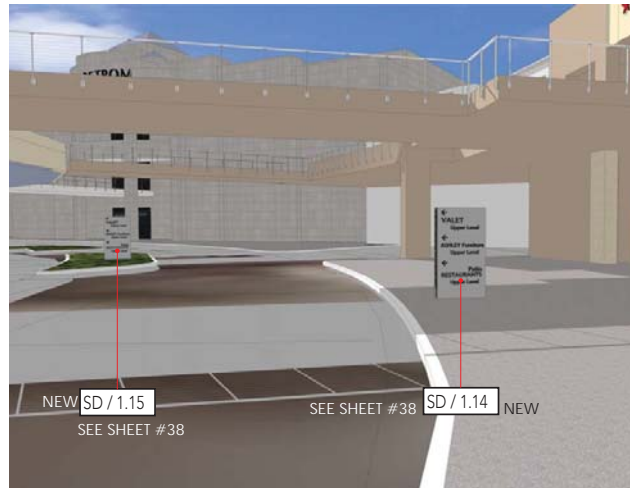
NEW TO REPLACE EXISTING SD / 1.01 SEE SHEET #38



PROPOSED -VIEW SD/1.03 - SD/1.10

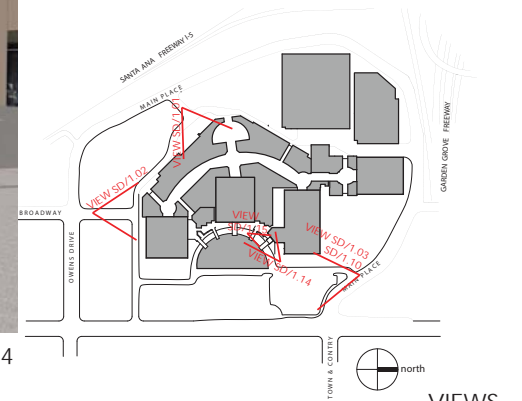
SD / 1.10 NEW TO REPLACE EXISTING SEE SHEET #38

NEW SD / 1.03 SEE SHEET #31

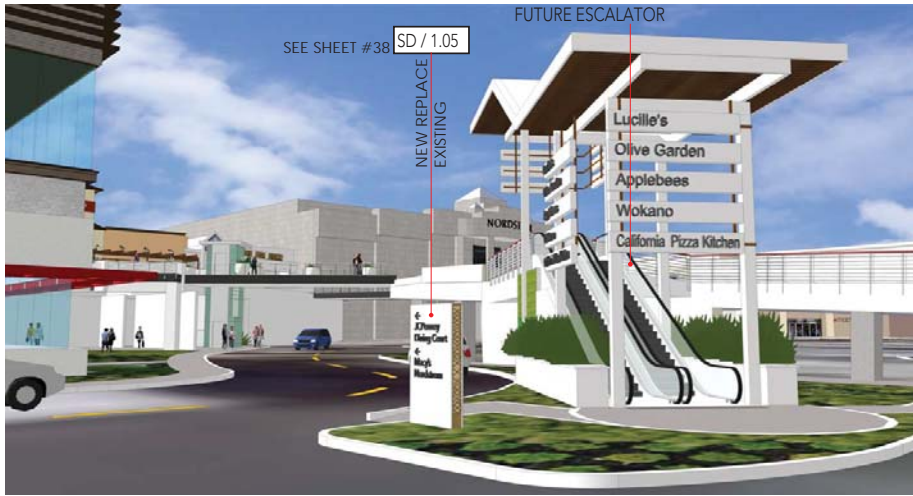


PROPOSED -VIEW SD/1.14

NEW SD / 1.15 SEE SHEET #38 SD / 1.14 NEW



VIEWS



PROPOSED -VIEW SD/1.05



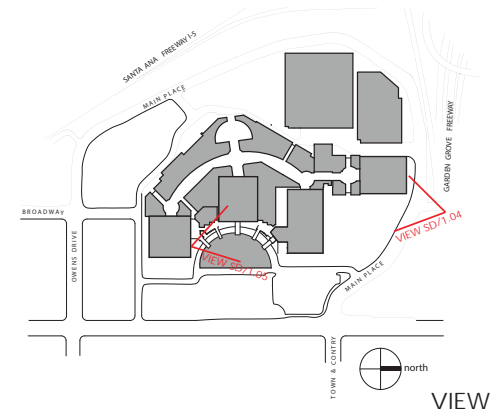
PROPOSED -VIEW SD/1.04



EXISTING



EXISTING



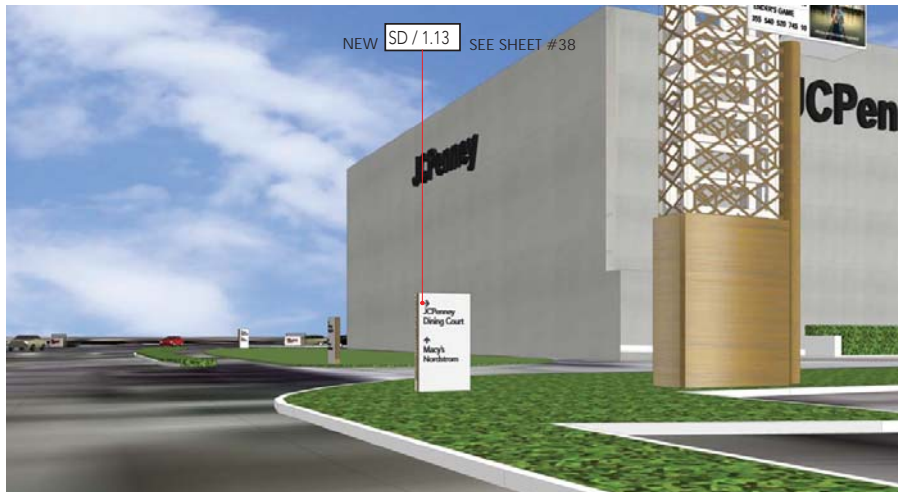
VIEWS



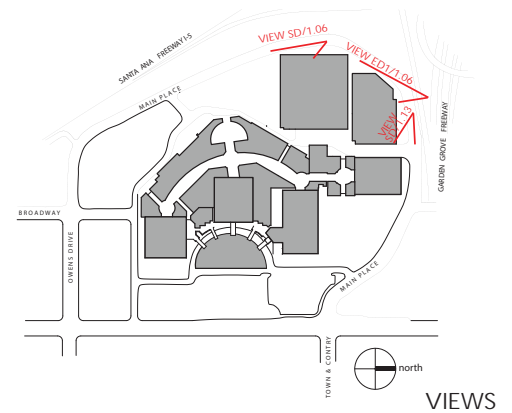
PROPOSED -VIEW SD/1.06



PROPOSED -VIEW ED1/1.06



PROPOSED -VIEW SD/1.13



VIEWS



PROPOSED -SM/1.01



EXISTING



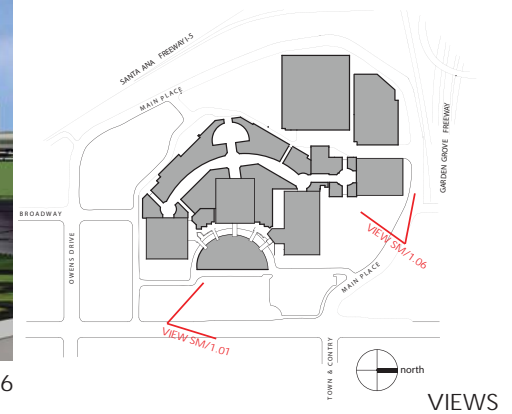
PROPOSED -SM/1.01



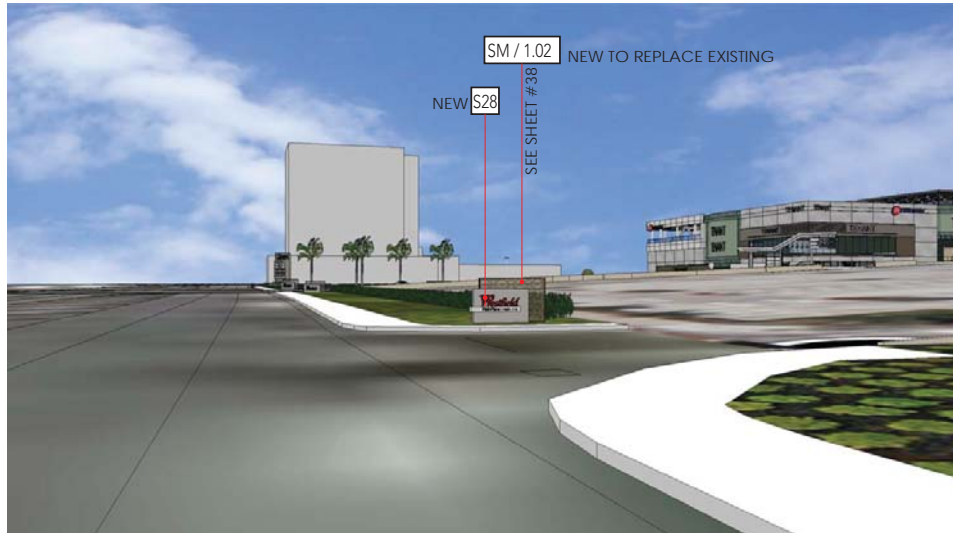
PROPOSED -SM/1.06



PROPOSED -SM/1.06



VIEWS



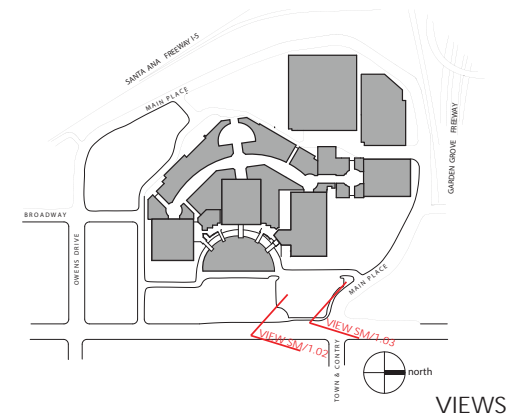
PROPOSED -SM/1.02



PROPOSED -SM/1.02



PROPOSED -SM/1.03



VIEWS



PROPOSED -SM/1.04



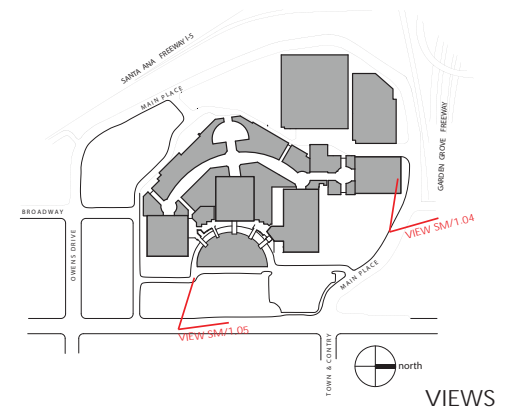
PROPOSED -SM/1.04



PROPOSED -SM/1.05



PROPOSED -SM/1.05



VIEWS



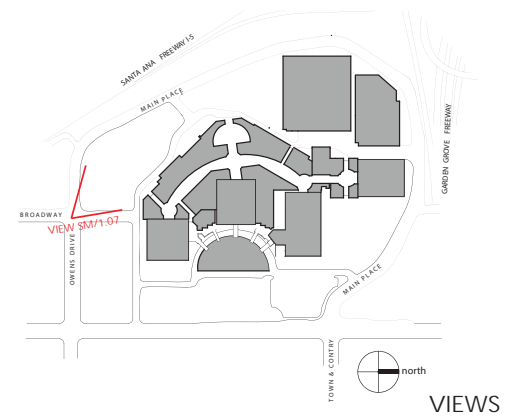
PROPOSED -SM/1.07



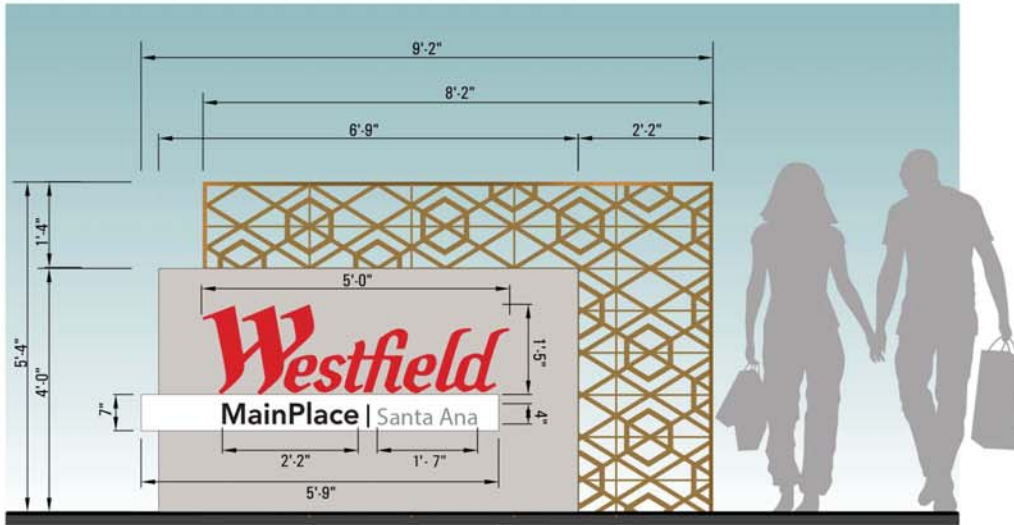
PROPOSED -SM/1.07



EXISTING

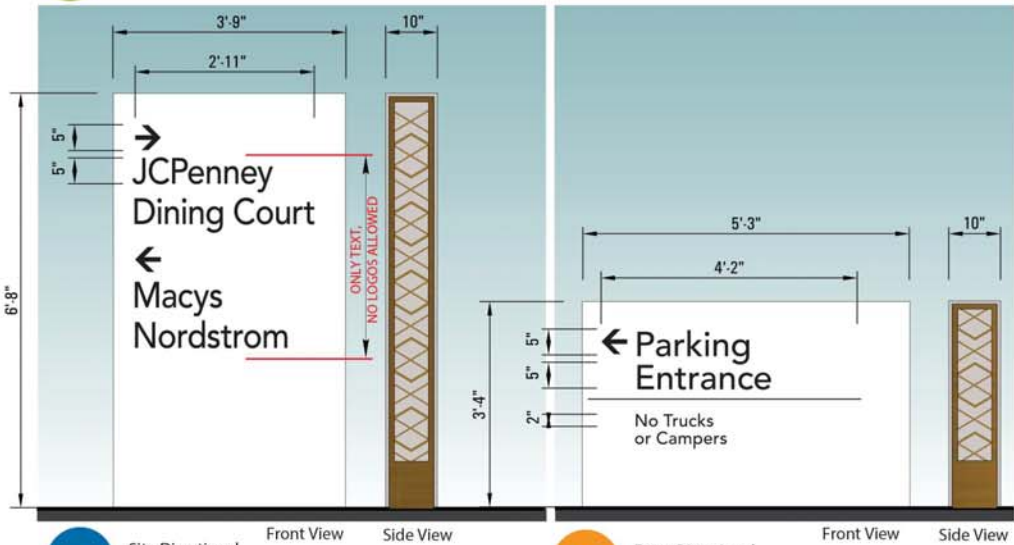


VIEWS



SM

Site Monument
Scale: 1/2"=1'-0"



SD

Site Directional
Scale: 1/2"=1'-0"

ED

Entry Directional
Scale: 1/2"=1'-0"

Architects Orange
144 North Orange Street, Orange, CA 92666

DESIGN: Westfield Design
11601 Wilshire Blvd, 11th Floor
Los Angeles, California 90025

Westfield

PROPERTY:

MAIN PLACE

PROJECT:

PLANNED SIGN PROGRAM

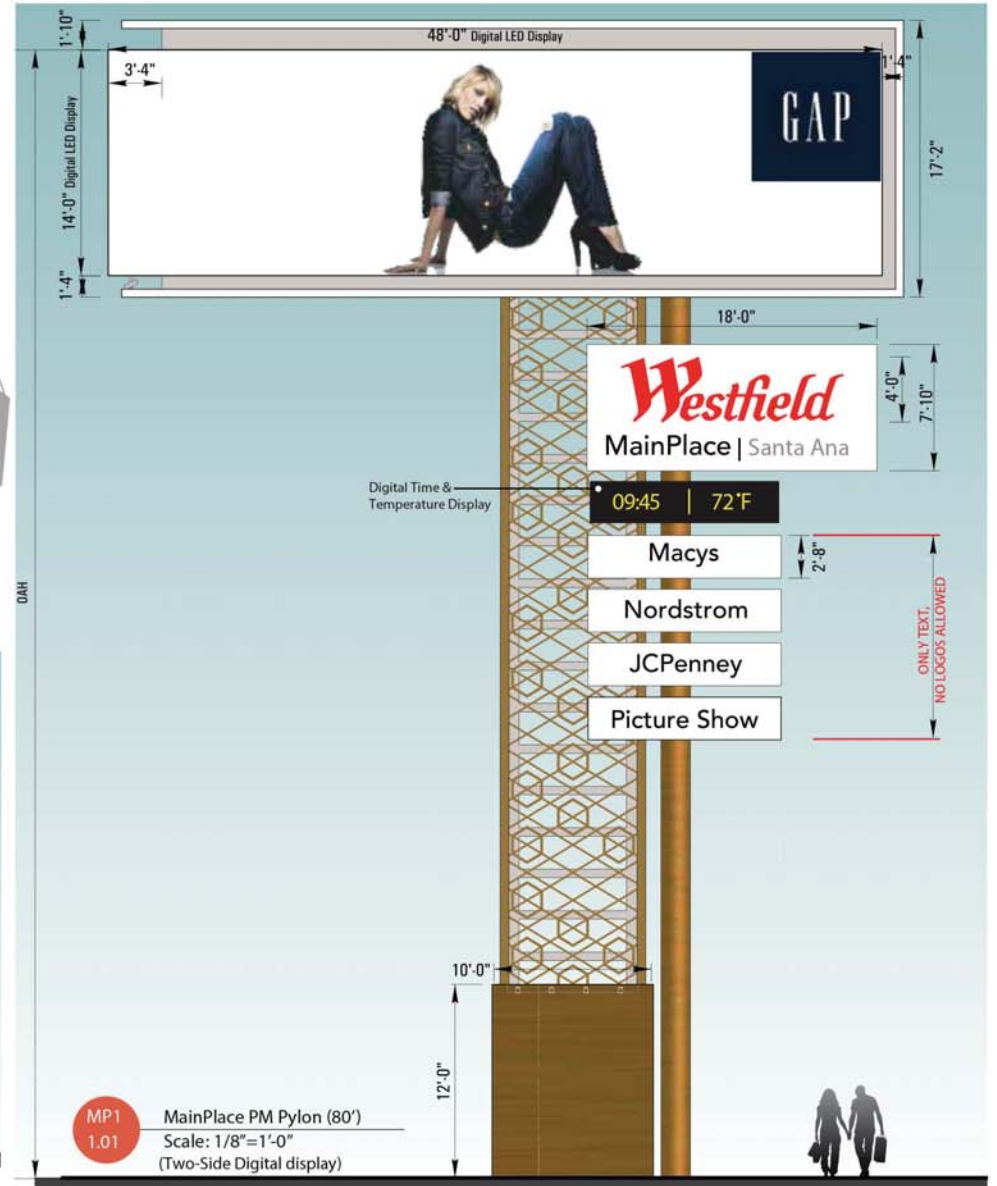
SHEET TITLE: DIRECTIONAL SIGN
TYPES

SCALE: N/A

Revised: AUGUST 31, 2015
DATE: MARCH 20, 2015

SHEET N°:

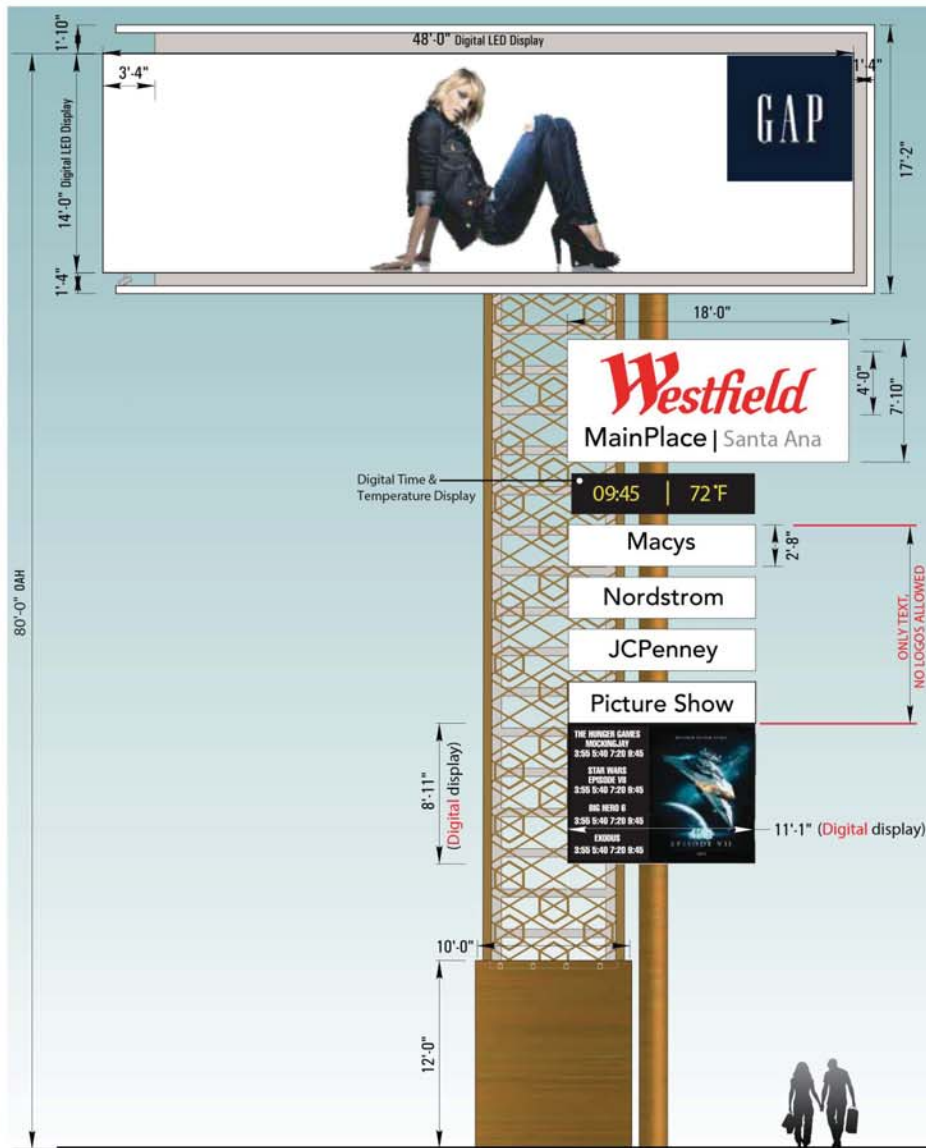
38



MP1

1.01

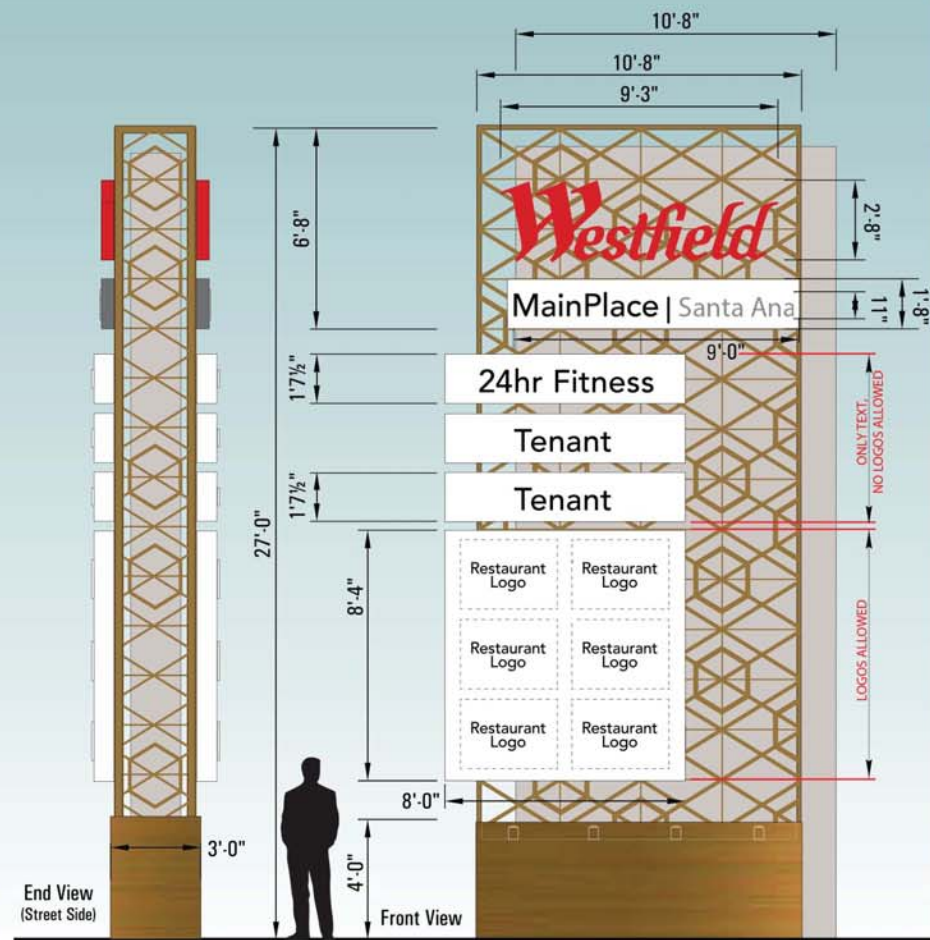
MainPlace PM Pylon (80')
Scale: 1/8"=1'-0"
(Two-Side Digital display)



(Two-Side Digital display)

MP1
1.02

MainPlace PM Pylon (80')
Scale: 1/8"=1'-0"



SP

Site Pylon
Scale: 1/4"=1'-0"



(Two-Sided Static display)

MP2
1.01

MainPlace Static Pylon (80')
Scale: 1/8"=1'-0"

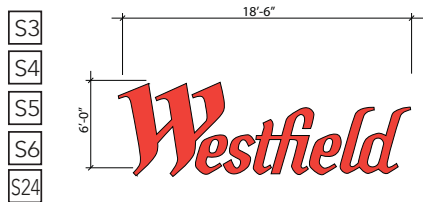
(Two-Sided Static display)

MP2
1.02

MainPlace Static Pylon (80')
Scale: 1/8"=1'-0"



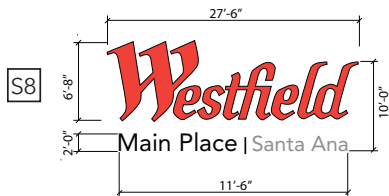
567 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



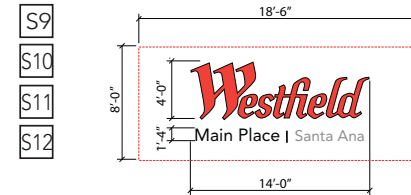
78 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



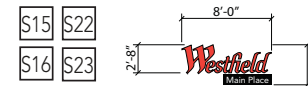
1,230 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



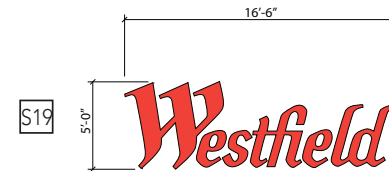
275 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
LOGO: WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
"Main Place": WHITE ACRYLIC WITH TRANSLUCENT
 BLACK VINYL INTERNAL FACE & HALO ILLUMINATION
BACKING: WHITE FABRICATED ALUMINUM
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



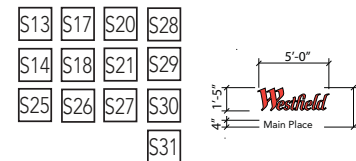
148 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
LOGO: WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
"Main Place": WHITE ACRYLIC WITH TRANSLUCENT
 BLACK VINYL INTERNAL FACE & HALO ILLUMINATION
BACKING: WHITE FABRICATED ALUMINUM
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



28 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
"Main Place": WHITE ACRYLIC WITH TRANSLUCENT
 WHITE VINYL INTERNAL FACE & HALO ILLUMINATION
BACKING: WHITE FABRICATED ALUMINUM
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

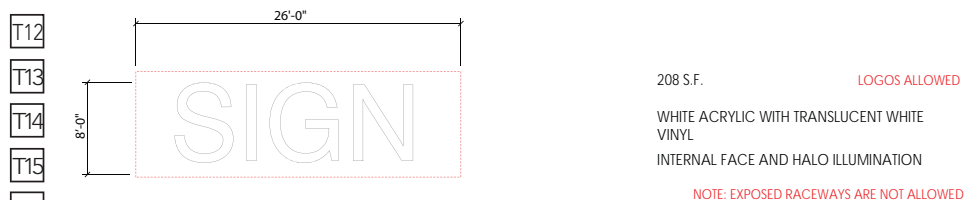
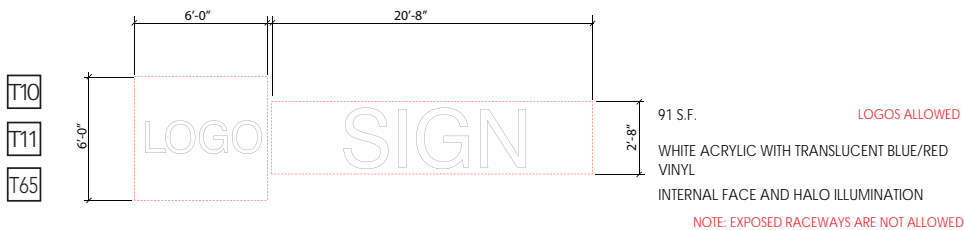
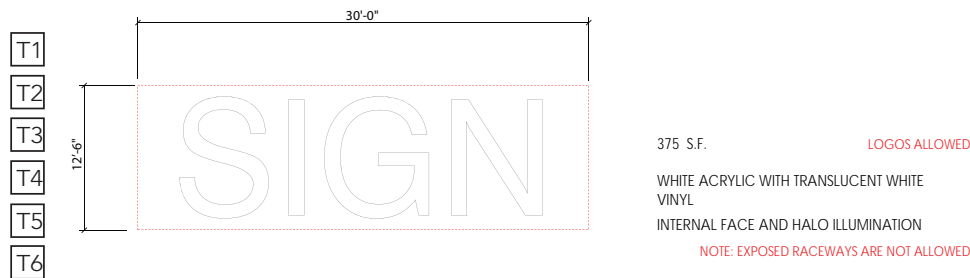


83 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



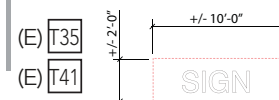
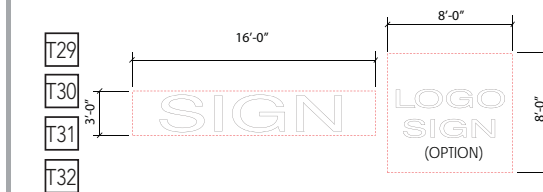
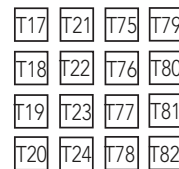
7 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
LOGO: WHITE ACRYLIC WITH TRANSLUCENT RED VINYL
 INTERNAL FACE AND HALO ILLUMINATION
"Main Place": WHITE ACRYLIC WITH TRANSLUCENT
 BLACK VINYL INTERNAL FACE & HALO ILLUMINATION
BACKING: WHITE FABRICATED ALUMINUM
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

WESTFIELD SIGNAGE



PROHIBITED:

- Neon signage will not be permitted
- Cloth, paper, cardboard, stickers, or decals
- Noise-making signs
- Formed plastic or injection molded plastic sign
- Luminous vacuum formed letters
- Temporary wall signs, window signs, pennants, banners, flags, inflatable displays, or sandwich boards
- Hand-written signage will not be allowed
- Animated signs: signs consisting of anything swinging, rotating, and/or flashing
- Plexi-faced sign boxes/cabinet signs
- "Weep holes" unless exterior
- Internally illuminated channel letters with plexi face and trim cap
- Signage may not exceed 50% total width of the storefront



32 S.F. **ONLY TEXT, NO LOGOS ALLOWED**

WHITE ACRYLIC WITH TRANSLUCENT WHITE VINYL
INTERNAL FACE AND HALO ILLUMINATION
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

48 S.F. or 64 S.F. with LOGO **LOGOS ALLOWED**

WHITE ACRYLIC WITH TRANSLUCENT BLUE/RED VINYL
INTERNAL FACE AND HALO ILLUMINATION
DEPTH OF RETURNS ARE 4 1/2"
TENANT SIGN DRAWINGS ARE SUBJECT TO APPROVAL BY LANDLORD PRIOR TO FABRICATION.
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

+/- 18 S.F. **LOGOS ALLOWED**

EXISTING "NEWYORK & COMPANY" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

+/- 25 S.F. **LOGOS ALLOWED**

EXISTING "NEWYORK & COMPANY" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

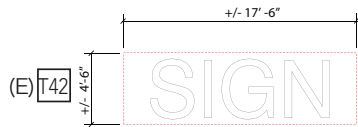
+/- 384 S.F. **LOGOS ALLOWED**

EXISTING "JCPenney" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

+/- 20 S.F. **LOGOS ALLOWED**

EXISTING "JCPenney" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

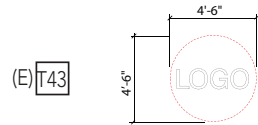
TENANT SIGNAGE



+/- 79 S.F. LOGOS ALLOWED

EXISTING "GENKI SUSHI" SIGNAGE

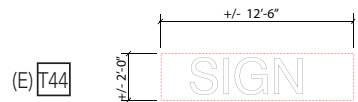
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



16 S.F. LOGOS ALLOWED

EXISTING "JOHNNY ROCKET" SIGNAGE

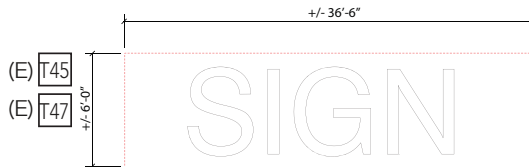
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 25 S.F. LOGOS ALLOWED

EXISTING "SAIGON DE PHO" SIGNAGE

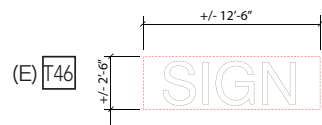
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 219 S.F. LOGOS ALLOWED

EXISTING "macy's" SIGNAGE

NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



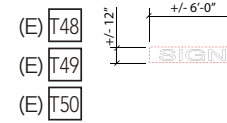
+/- 31 S.F. LOGOS ALLOWED

EXISTING "macy's" SIGNAGE

NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

PROHIBITED:

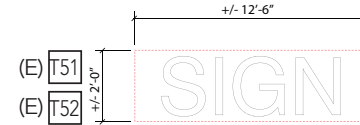
- Neon signage will not be permitted
- Cloth, paper, cardboard, stickers, or decals
- Noise-making signs
- Formed plastic or injection molded plastic sign
- Luminous vacuum formed letters
- Temporary wall signs, window signs, pennants, banners, flags, inflatable displays, or sandwich boards
- Hand-written signage will not be allowed
- Animated signs: signs consisting of anything swinging, rotating, and/or flashing
- Plexi-faced sign boxes/cabinet signs
- "Weep holes" unless exterior
- Internally illuminated channel letters with plexi face and trim cap
- Signage may not exceed 50% total width of the storefront



+/- 6 S.F. LOGOS ALLOWED

EXISTING "macy's" SIGNAGE

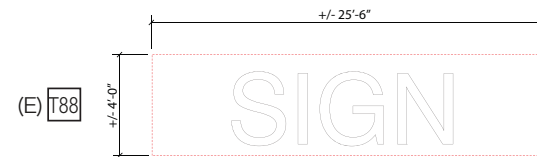
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 25 S.F. LOGOS ALLOWED

EXISTING "macy's" SIGNAGE

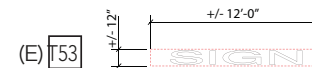
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 102 S.F. LOGOS ALLOWED

EXISTING "macy's" SIGNAGE

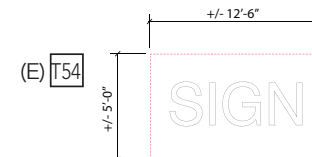
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 12 S.F. LOGOS ALLOWED

EXISTING "Italian Restaurant" SIGNAGE

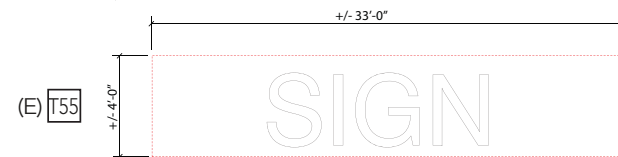
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 63 S.F. LOGOS ALLOWED

EXISTING "Olive Garden" SIGNAGE

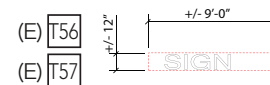
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 132 S.F. LOGOS ALLOWED

EXISTING "NORDSTROM" SIGNAGE

NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

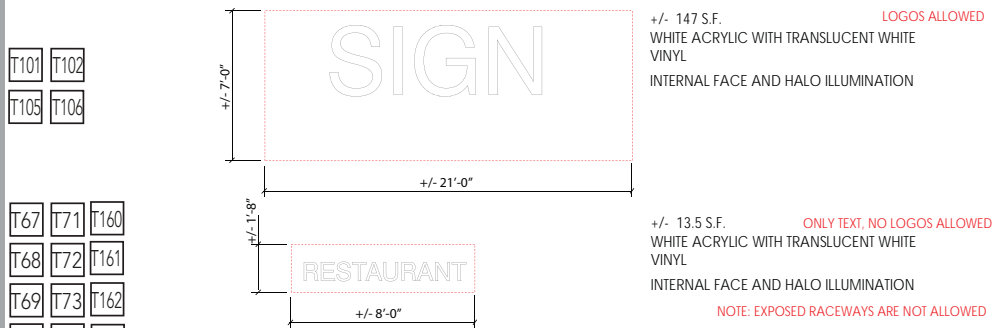


+/- 9 S.F. LOGOS ALLOWED

EXISTING "NORDSTROM" SIGNAGE

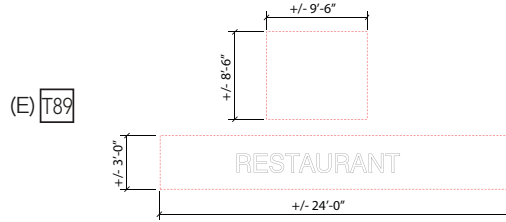
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

TENANT SIGNAGE

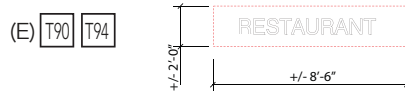


PROHIBITED:

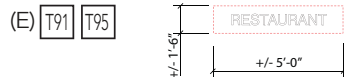
- Neon signage will not be permitted
- Cloth, paper, cardboard, stickers, or decals
- Noise-making signs
- Formed plastic or injection molded plastic sign
- Luminous vacuum formed letters
- Temporary wall signs, window signs, pennants, banners, flags, inflatable displays, or sandwich boards
- Hand-written signage will not be allowed
- Animated signs: signs consisting of anything swinging, rotating, and/or flashing
- Plexi-faced sign boxes/cabinet signs
- "Weep holes" unless exterior
- Internally illuminated channel letters with plexi face and trim cap
- Signage may not exceed 50% total width of the storefront



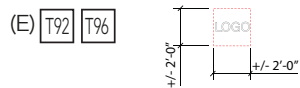
+/- 153 S.F. **LOGOS ALLOWED**
 EXISTING "BOUDIN - SF" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



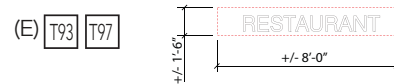
+/- 17 S.F. **LOGOS ALLOWED**
 EXISTING "BOUDIN - SF" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



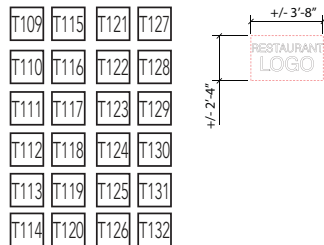
+/- 8 S.F. **LOGOS ALLOWED**
 EXISTING "BOUDIN - SF" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



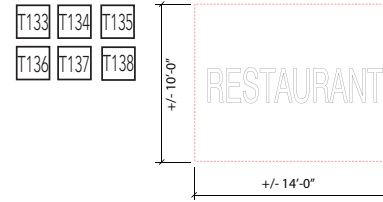
+/- 8 S.F. **LOGOS ALLOWED**
 EXISTING "JOHNY ROCKET" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



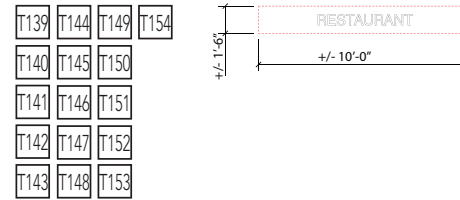
+/- 12 S.F. **LOGOS ALLOWED**
 EXISTING "SAIGON DE PHO" SIGNAGE
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 8.5 S.F. **LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT WHITE VINYL
 INTERNAL FACE AND HALO ILLUMINATION
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 140 S.F. **LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT WHITE VINYL
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED



+/- 15 S.F. **ONLY TEXT, NO LOGOS ALLOWED**
 WHITE ACRYLIC WITH TRANSLUCENT WHITE VINYL
 INTERNAL FACE AND HALO ILLUMINATION
NOTE: EXPOSED RACEWAYS ARE NOT ALLOWED

PROHIBITED:

- Neon signage will not be permitted
- Cloth, paper, cardboard, stickers, or decals
- Noise-making signs
- Formed plastic or injection molded plastic sign
- Luminous vacuum formed letters
- Temporary wall signs, window signs, pennants, banners, flags, inflatable displays, or sandwich boards
- Hand-written signage will not be allowed
- Animated signs: signs consisting of anything swinging, rotating, and/or flashing
- Plexi-faced sign boxes/cabinet signs
- "Weep holes" unless exterior
- Internally illuminated channel letters with plexi face and trim cap
- Signage may not exceed 50% total width of the storefront

TENANT SIGNAGE

WESTFIELD & RETAILS SIGNAGE

	DIMENSIONS	TOTAL SF	NEW SIGNAGE	NEW TO REPLACE EXISTING	RELOCATE EXISTING SIGNAGE	EXISTING SIGNAGE
	H x W					
S1	13'-6" x 42'-0"	567	567			
S2	13'-6" x 42'-0"	567	567			
S3	6'-0" x 18'-6"	111				111
S4	8'-0" x 18'-6"	111				111
S5	4'-0" x 18'-6"	111				111
S6	6'-0" x 18'-6"	111				111
S7	18'-0" x 57'-6"	1,035	1,035			
S8	10'-0" x 27'-6"	275	275			
S9	8'-0" x 18'-6"	148	148			
S10	8'-0" x 18'-6"	148	148			
S11	8'-0" x 18'-6"	148			148	
S12	8'-0" x 18'-6"	148			148	
S13	1'-10" x 5'-0"	9.15	9.15			
S14	1'-10" x 5'-0"	9.15	9.15			
S15	3'-6" x 8'-0"	28	28			
S16	3'-6" x 8'-0"	28	28			
S17	1'-10" x 5'-0"	9.15	9.15			
S18	1'-10" x 5'-0"	9.15			9.15	
S19	5'-0" x 16'-6"	83				83
S20	1'-10" x 5'-0"	9.15	9.15			
S21	1'-10" x 5'-0"	9.15	9.15			
S22	3'-6" x 8'-0"	28	28			
S23	3'-6" x 8'-0"	28	28			
S24	6'-0" x 18'-6"	111				111
S25	1'-10" x 5'-0"	9.15		9.15		
S26	1'-10" x 5'-0"	9.15		9.15		
S27	1'-10" x 5'-0"	9.15	9.15			
S28	1'-10" x 5'-0"	9.15	9.15			
S29	1'-10" x 5'-0"	9.15	9.15			
S30	1'-10" x 5'-0"	9.15		9.15		
S31	1'-10" x 5'-0"	9.15	9.15			
T1	12'-6" x 30'-0"	375			375	
T2	12'-6" x 30'-0"	375	375			
T3	12'-6" x 30'-0"	375			375	
T4	12'-6" x 30'-0"	375			375	
T5	12'-6" x 30'-0"	375	375			
T6	12'-6" x 30'-0"	375	375			
T7	NOT USED	0	0	0	0	0
T8	7'-0" x 7'-0" / 22'-7" x 3'-1"	124	124			
T9	4'-6" x 4'-11" / 14'-8" x 2'-0"	52	52			
T10	6'-0" x 6'-0" / 20'-8" x 2'-8"	91	91			
T11	6'-0" x 6'-0" / 20'-8" x 2'-8"	91	91			
T12	8'-0" X 26'-0"	208	208			
T13	8'-0" X 26'-0"	208	208			
T14	8'-0" X 26'-0"	208	208			
T15	8'-0" X 26'-0"	208	208			
T16	8'-0" X 26'-0"	208	208			
T17	2'-8" X 12'-0"	32	32			
T18	2'-8" X 12'-0"	32	32			
T19	2'-8" X 12'-0"	32	32			
T20	2'-8" X 12'-0"	32	32			
T21	2'-8" X 12'-0"	32	32			
T22	2'-8" X 12'-0"	32	32			
T23	2'-8" X 12'-0"	32	32			
T24	2'-8" X 12'-0"	32	32			
T25	NOT USED	0	0	0	0	0
T26	NOT USED	0	0	0	0	0
T27	NOT USED	0	0	0	0	0
T28	NOT USED	0	0	0	0	0
T29	3'-0" X 16'-0" w/ OPTION: 8'-0" X 8'-0"	64	64			
T30	3'-0" X 16'-0" w/ OPTION: 8'-0" X 8'-0"	64	64			
T31	3'-0" X 16'-0" w/ OPTION: 8'-0" X 8'-0"	64	64			
T32	3'-0" X 16'-0" w/ OPTION: 8'-0" X 8'-0"	64	64			
T33	12'-0" X 18'-0"	216				216
T34	1'-2" x 21'-6"	25				25
T35	+ 2'-0" X 10'-0"	20				20
T36	+ 8'-0" X 48'-0"	384				384
T37	+ 8'-0" X 48'-0"	384				384
T38	NOT USED	0	0	0	0	0
T39	NOT USED	0	0	0	0	0
T40	NOT USED	0	0	0	0	0
T41	+ 2'-0" X 10'-0"	20				20
T42	+ 4'-6" x 17'-6"	79				79
T43	+ 4'-6" X 4'-6"	20.25				20.25
T44	2'-0" X 12'-6"	25				25
T45	6'-0" X36'-6"	219				219
T46	2'-6" X 12'-6"	31.25				31.25
T47	6'-0" X 36'-6"	219				219
T48	1'-0" X 6'-0"	6				6
T49	1'-0" X 6'-0"	6				6
T50	1'-0" X 6'-0"	6				6

WESTFIELD & RETAILS SIGNAGE (CONT.)

	DIMENSIONS	TOTAL SF	NEW SIGNAGE	NEW TO REPLACE EXISTING	RELOCATE EXISTING SIGNAGE	EXISTING SIGNAGE
	H x W					
T51	2'-0" X 12'-6"	25				25
T52	2'-0" X 12'-6"	25				25
T53	1'-0" X 12'-0"	12				12
T54	5'-0" X 12'-6"	63				63
T55	4'-0" X 33'-0"	132				132
T56	1'-0" X 9'-0"	9				9
T57	1'-0" X 9'-0"	9				9
T58	2'-0" X 35'-6"	71				71
T59	5'-0" X 7'-0"	35				35
T60	3'-0" X 4'-0" / 3'-0" X 12'-0"	48				48
T61	3'-0" X 4'-0" / 3'-0" X 12'-0"	48				48
T62	3'-0" X 4'-0" / 3'-0" X 12'-0"	48				48
T63	2'-6" X 16'-0"	40	40			
T64	+ 1'-6" X 2'-0"	3				3
T65	+ 6'-0" X 6'-0" / 20'-0" X 2'-8"	89	89			
T66	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T67	1'-8" X 8'-0"	13.5	13.5			
T68	1'-8" X 8'-0"	13.5	13.5			
T69	1'-8" X 8'-0"	13.5	13.5			
T70	1'-8" X 8'-0"	13.5	13.5			
T71	1'-8" X 8'-0"	13.5	13.5			
T72	1'-8" X 8'-0"	13.5	13.5			
T73	1'-8" X 8'-0"	13.5	13.5			
T74	1'-8" X 8'-0"	13.5	13.5			
T75	+ 2'-8" X 12'-0"	32	32			
T76	+ 2'-8" X 12'-0"	32	32			
T77	+ 2'-8" X 12'-0"	32	32			
T78	+ 2'-8" X 12'-0"	32	32			
T79	+ 2'-8" X 12'-0"	32	32			
T80	+ 2'-8" X 12'-0"	32	32			
T81	+ 2'-8" X 12'-0"	32	32			
T82	+ 2'-8" X 12'-0"	32	32			
T83	NOT USED	0	0	0	0	0
T84	NOT USED	0	0	0	0	0
T85	6'-0" X 20'-0"	120	120			
T86	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T87	8'-0" X 48'-0"	384				384
T88	4'-0" X 25'-6"	102				102
T89	3'-0" X 24'-0" / 8'-6" X 9'-6"	153				153
T90	2'-0" X 8'-6"	17				17
T91	1'-6" X 5'-0"	8				8
T92	2'-0" X 2'-0"	4				4
T93	1'-6" X 8'-0"	12				12
T94	2'-0" X 8'-6"	17				17
T95	1'-6" X 5'-0"	8				8
T96	2'-0" X 2'-0"	4				4
T97	1'-6" X 8'-0"	12				12
T98	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T99	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T100	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T101	7'-0" X 21'-0"	147	147			
T102	7'-0" X 21'-0"	147	147			
T103	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T104	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T105	7'-0" X 21'-0"	147	147			
T106	7'-0" X 21'-0"	147	147			
T107	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T108	3'-6" X 20'-0" or 6'-6" X 11'-6"	74	74			
T109	2'-4" X 3'-8"	8.75	8.75			
T110	2'-4" X 3'-8"	8.75	8.75			
T111	2'-4" X 3'-8"	8.75	8.75			
T112	2'-4" X 3'-8"	8.75	8.75			
T113	2'-4" X 3'-8"	8.75	8.75			
T114	2'-4" X 3'-8"	8.75	8.75			
T115	2'-4" X 3'-8"	8.75	8.75			
T116	2'-4" X 3'-8"	8.75	8.75			
T117	2'-4" X 3'-8"	8.75	8.75			
T118	2'-4" X 3'-8"	8.75	8.75			
T119	2'-4" X 3'-8"	8.75	8.75			
T120	2'-4" X 3'-8"	8.75	8.75			
T121	2'-4" X 3'-8"	8.75	8.75			
T122	2'-4" X 3'-8"	8.75	8.75			
T123	2'-4" X 3'-8"	8.75	8.75			
T124	2'-4" X 3'-8"	8.75	8.75			
T125	2'-4" X 3'-8"	8.75	8.75			
T126	2'-4" X 3'-8"	8.75	8.75			
T127	2'-4" X 3'-8"	8.75	8.75			
T128	2'-4" X 3'-8"	8.75	8.75			
T129	2'-4" X 3'-8"	8.75	8.75			
T130	2'-4" X 3'-8"	8.75	8.75			
T131	2'-4" X 3'-8"	8.75	8.75			

WESTFIELD & RETAILS SIGNAGE (CONT.)

	DIMENSIONS	TOTAL SF	NEW SIGNAGE	NEW TO REPLACE EXISTING	RELOCATE EXISTING SIGNAGE	EXISTING SIGNAGE
	H x W					
T132	2'-4" X 3'-8"	8.75	8.75			
T133	10'-0" X 14'-0"	140	140			
T134	10'-0" X 14'-0"	140	140			
T135	10'-0" X 14'-0"	140	140			
T136	10'-0" X 14'-0"	140	140			
T137	10'-0" X 14'-0"	140	140			
T138	10'-0" X 14'-0"	140	140			
T139	1'-6" X 10'-0"	15	15			
T140	1'-6" X 10'-0"	15	15			
T141	1'-6" X 10'-0"	15	15			
T142	1'-6" X 10'-0"	15	15			
T143	1'-6" X 10'-0"	15	15			
T144	1'-6" X 10'-0"	15	15			
T145	1'-6" X 10'-0"	15	15			
T146	1'-6" X 10'-0"	15	15			
T147	1'-6" X 10'-0"	15	15			
T148	1'-6" X 10'-0"	15	15			
T149	1'-6" X 10'-0"	15	15			
T150	1'-6" X 10'-0"	15	15			
T151	1'-6" X 10'-0"	15	15			
T152	1'-6" X 10'-0"	15	15			
T153	1'-6" X 10'-0"	15	15			
T154	1'-6" X 10'-0"	15	15			
T155	NOT USED	0	0	0	0	0
T156	NOT USED	0	0	0	0	0
T157	NOT USED	0	0	0	0	0
T158	NOT USED	0	0	0	0	0
T159	NOT USED	0	0	0	0	0
T160	1'-8" X 8'-0"	13.5	13.5			
T161	1'-8" X 8'-0"	13.5	13.5			
T162	1'-8" X 8'-0"	13.5	13.5			
T163	1'-8" X 8'-0"	13.5	13.5			

	TOTAL NUMBER OF SIGNAGE	TOTAL SIGN SF	NEW SIGNAGE	NEW TO REPLACE EXISTING	RELOCATE EXISTING SIGNAGE	EXISTING SIGNAGE
NUMBER OF SIGNAGES	179 SIGNS	14,185.45 SF	125	5	4	45
TOTAL SF	+/-14,185.45 SF		+/-9,180.30 SF	+/-323.45 SF	+/-1,134.15 SF	+/-3,547.5 SF

DIGITAL & STATIC MEDIA SIGNAGE

#	HEIGHT X WIDTH	TOTAL SF	IMAGE TYPE	TOP OF STRUCT.	
1	20' x 60'	1,200 sf	STATIC	42'-8"	●
2	20' x 60'	1,200 sf	STATIC	42'-8"	●
3	20' x 60'	1,200 sf	STATIC	47'-2"	●
4A	14' x 48'	672 sf	STATIC	80'	●
4B	14' x 48'	672 sf	STATIC	80'	●
5A	14' x 48'	672 sf	DIGITAL	80'	●
5B	14' x 48'	672 sf	DIGITAL	80'	●
6A	14' x 48'	672 sf	STATIC	80'	●
6B	14' x 48'	672 sf	STATIC	80'	●
7A	14' x 48'	672 sf	DIGITAL	80'	●
7B	14' x 48'	672 sf	DIGITAL	80'	●
7C	11' x 12'	132 sf	DIGITAL	38'	●
7D	11' x 12'	132 sf	DIGITAL	38'	●

	TOTAL SF	NEW
TOTAL	9,240 sf	13

SITE MONUMENT, SITE ENTRY, SITE DIRECTIONAL, SITE PYLON, SITE MEDIA MONUMENT

|--|

Lighting Diagrams
Rendered Day & Night Views

DIGITAL

STATIC

DIGITAL

STATIC



Recommended Guidelines:

- Optimal brightness settings for digital displays are based on widely accepted guidelines established by the Outdoor Advertising Association of America (OAAA) (Attached). These guidelines are designed to provide adequate night time legibility without unnecessary light trespass on the surrounding community.
 - According to those guidelines for a 14' x 48' display, the ambient light will not exceed 0.3 foot candles over ambient levels as measured using an Illuminance (foot candle) meter at a distance of 250', perpendicular to the display face.
- Measurement:**
- Using an luminance (foot candle) meter, the measurement of ambient light levels is first taken with the display off and then again while on with a full white screen. If the second reading is more than 0.3 foot candles higher than the first, the display must be dimmed until it falls within the appropriate guidelines.
 - This provides a very conservative measurement given that a typical display operates at an average of 25-30% of full brightness because content is never full on / full white.

Dimming Control Mechanisms:

- To ensure consistent compliance with OAAA recommendations several redundancies are built in to the display.
 - Photo cells and auto dimming software dim the sign gradually (1024 levels) during transition from daylight to dusk to night conditions.
 - In the rare event that the light sensor fails, the display's software will default to dim gradually based on geographic Sunrise / Sunset times.
 - Display Software is also capable of manual dimming by end user for immediate / local adjustment and added redundancy.

Lighting Analysis / Viewing Cone:

- The following maps depict orientation of displays and foot candle measurements at various distances using OAAA recommended brightness settings and control mechanisms described above.
- Measurements beyond 60° from perpendicular are not measurable beyond .1 foot candle.
- Brightness Levels less than .1 foot candles are generally immeasurable and indiscernible to against ambient light levels.



CLIENT INFORMATION



Sales Exec: Jason Goppertson

SCALE: N/A DATE: 10/30/14 BY: Kerry

REVISIONS

NOTED	DATE	BY
10/30/14		Kerry

CUSTOMER APPROVAL

☐ ACCEPTED WITH NO CHANGES
☐ ACCEPTED WITH CHANGES AS NOTED
☐ REVISE AS NOTED AND RE-SUBMIT

(Customer Signature) (Date)
 (Title)

PRODUCTION APPROVAL

(Sales Exec. Signature) (Date)
 (Production Mgr. Signature) (Date)

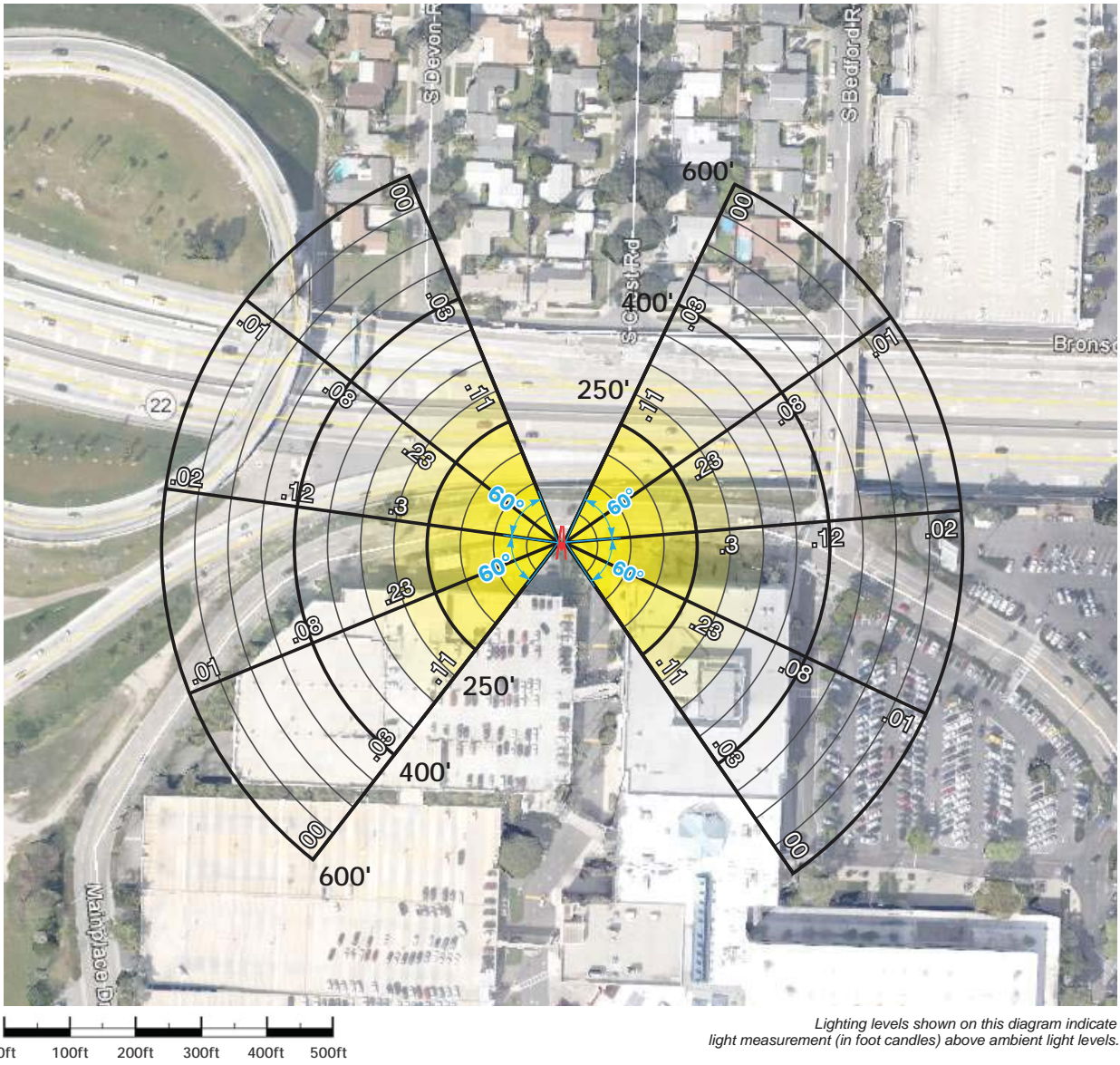
Design **801985-6**

Sheet **AERIAL**

This sign is intended to be installed in accordance with the requirements of Article 600 of the National Electrical Code and/or other applicable local codes. This includes proper grounding and bonding of the sign.

This drawing was created to assist you in visualizing our proposal. The original ideas herein are the property of YESCO SIGNS, LLC. Permission to copy or reuse this drawing can only be obtained through a written agreement with YESCO SIGNS, LLC. See your sales representative or call the nearest YESCO office.
 Colors represented in this drawing are for presentation only. They cannot match actual products being used on finished products. All subcontractors can reference manufacturer's color charts at your cost. Cost of providing necessary wiring to sign area is not included in this sign proposal.

© 2014



8 DIGITAL

YESCO
LOS ANGELES DIVISION
10225 Bellegrove Avenue, Jorropa Valley, CA 91752
Telephone: (909) 923-7668, Fax: (909) 923-5915
www.yesco.com
CALIFORNIA CONTRACTOR LICENSE NO. 890996

CLIENT INFORMATION

Westfield
MainPlace
2800 N. Main Street
Santa Ana, CA 92705

Sales Exec: Jason Goppert

SCALE	DATE	BY
NOTED	10/30/14	Kerry

REVISIONS

CUSTOMER APPROVAL

☐ ACCEPTED WITH NO CHANGES
☐ ACCEPTED WITH CHANGES AS NOTED
☐ REVISE AS NOTED AND RE-SUBMIT

(Customer Signature) (Date)
 (Title)

PRODUCTION APPROVAL

(Sales Exec. Signature) (Date)
 (Production Mgr. Signature) (Date)

Design 801985-6
Sheet SIGN 8

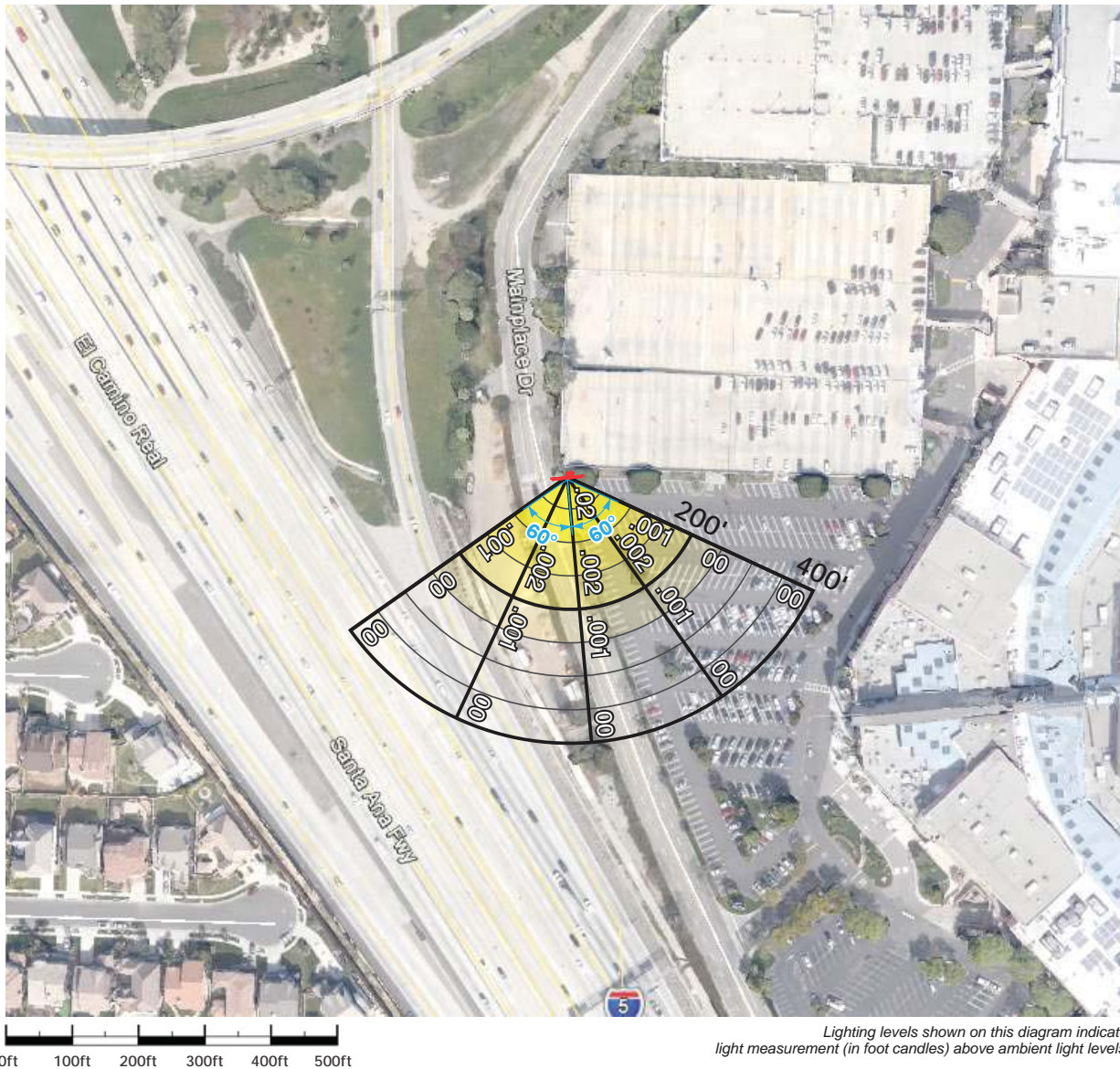
This sign is intended to be installed in accordance with the requirements of Article 600 of the National Electrical Code and/or other applicable local codes. This includes proper grounding and bonding of the sign.

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4 STATIC

YESCO
LOS ANGELES DIVISION
10225 Bellegrove Avenue, Churupa Valley, CA 91752
Telephone: (909) 923-7688, Fax: (909) 923-5815
www.yesco.com
CALIFORNIA CONTRACTOR LICENSE NO. 96088

CLIENT INFORMATION

Westfield
MainPlace
2800 N. Main Street
Santa Ana, CA 92705

Sales Exec: Jason Goppertson

SCALE	DATE	BY
NOTED	10/30/14	Kerry

REVISIONS

CUSTOMER APPROVAL

☐ ACCEPTED WITH NO CHANGES
☐ ACCEPTED WITH CHANGES AS NOTED
☐ REVISE AS NOTED AND RE-SUBMIT

(Customer Signature) (Date)

(Title)

PRODUCTION APPROVAL

(Sales Exec. Signature) (Date)

(Production Mgr. Signature) (Date)

Design 801985-6

Sheet SIGN 4

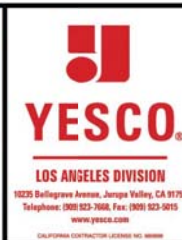
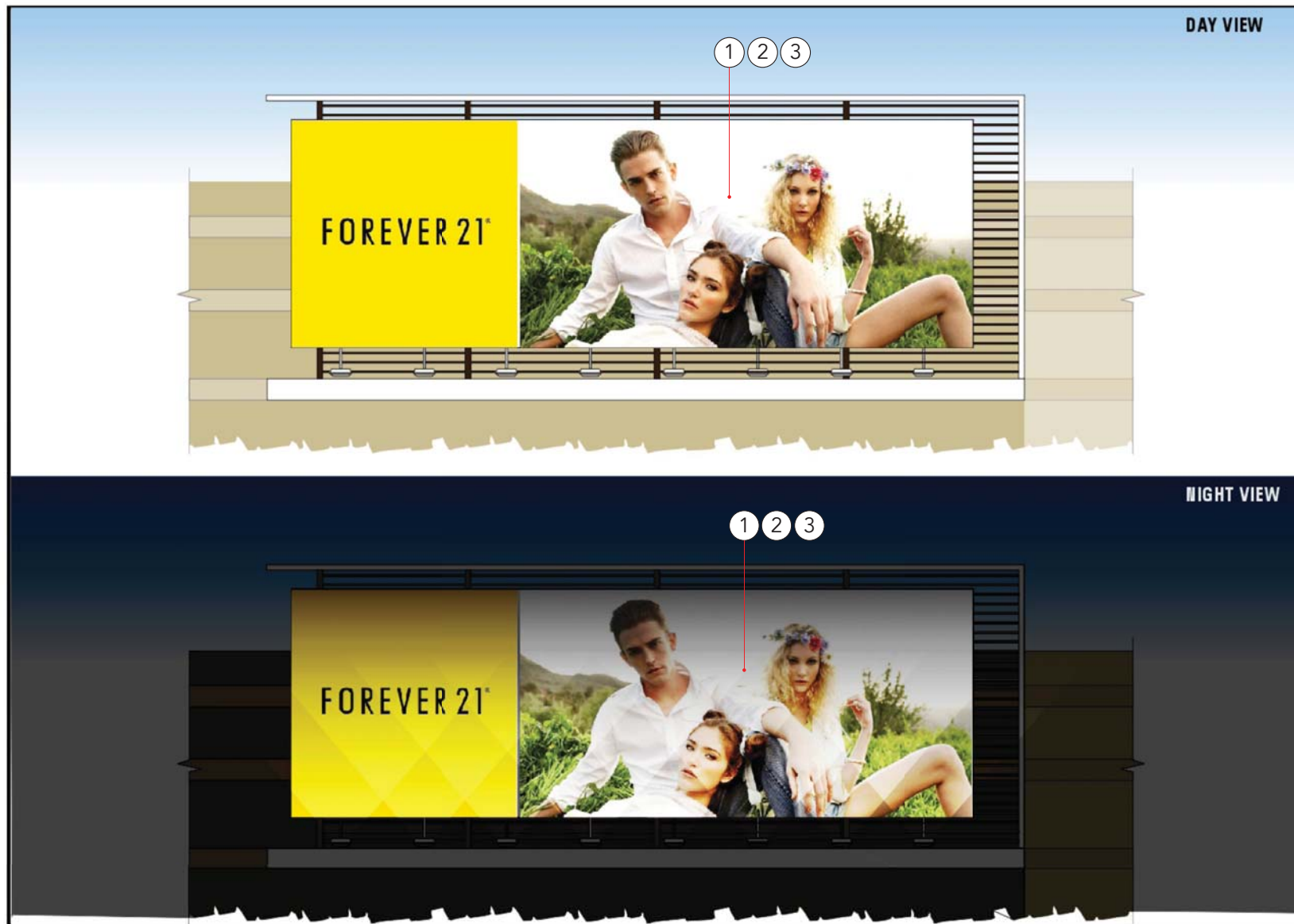
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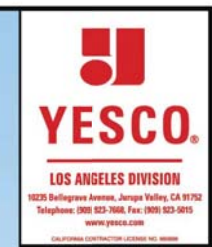
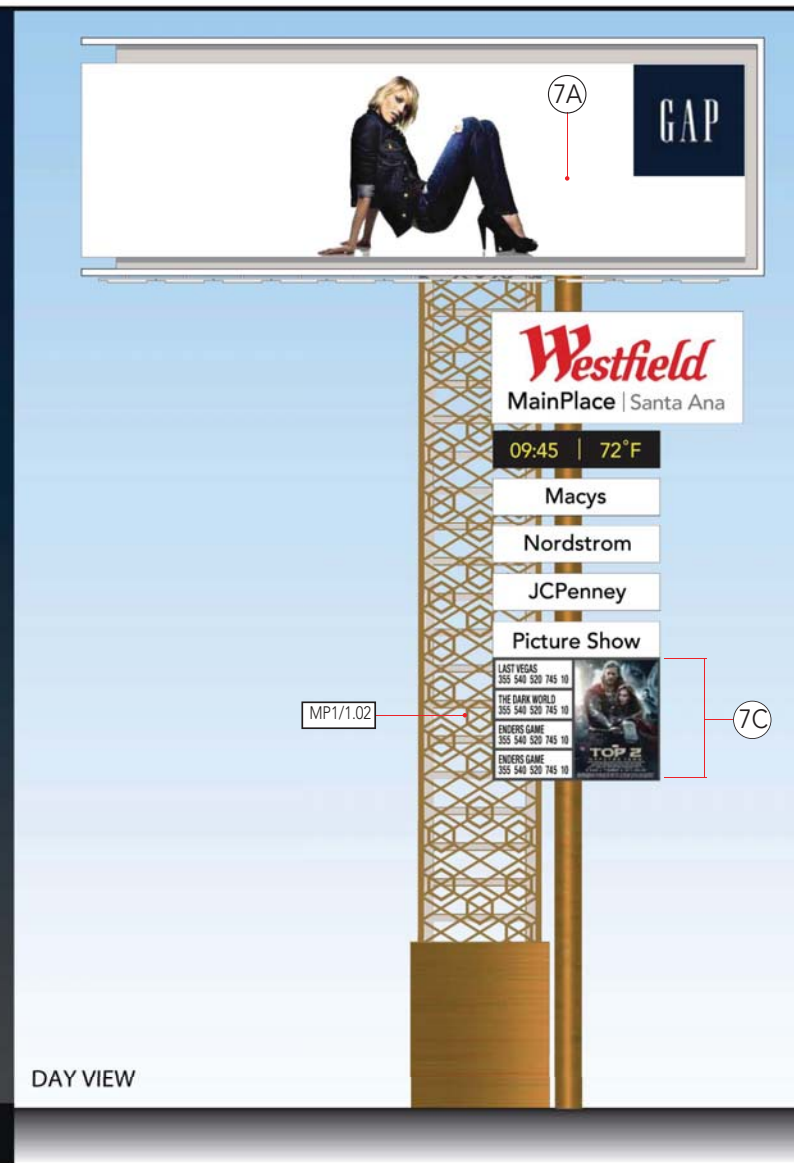
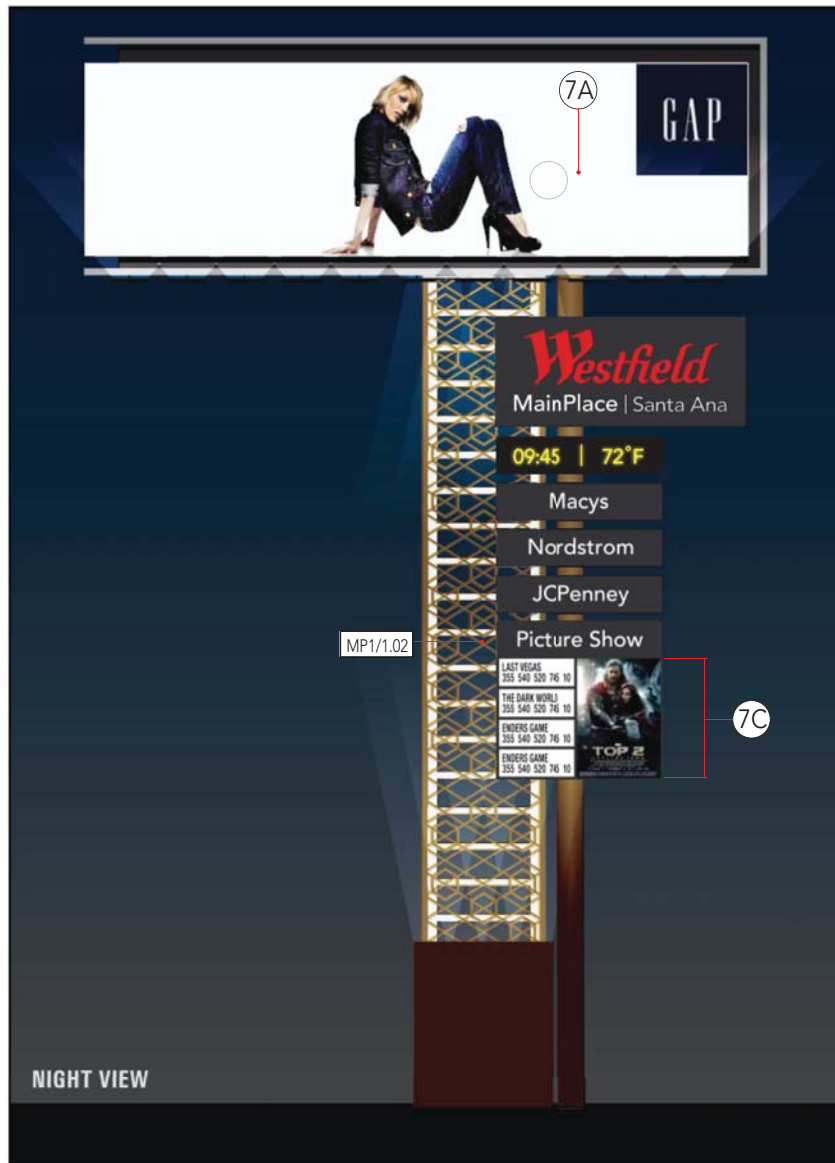
This drawing was created to assist you in visualizing our proposal. The original ideas herein are the property of YESCO SIGNS, LLC. Permission to copy or revise this drawing can only be obtained through a written agreement with YESCO SIGNS, LLC. See your sales representative or call the nearest YESCO office.

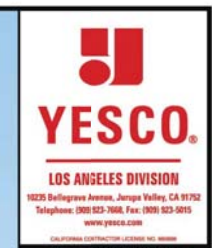
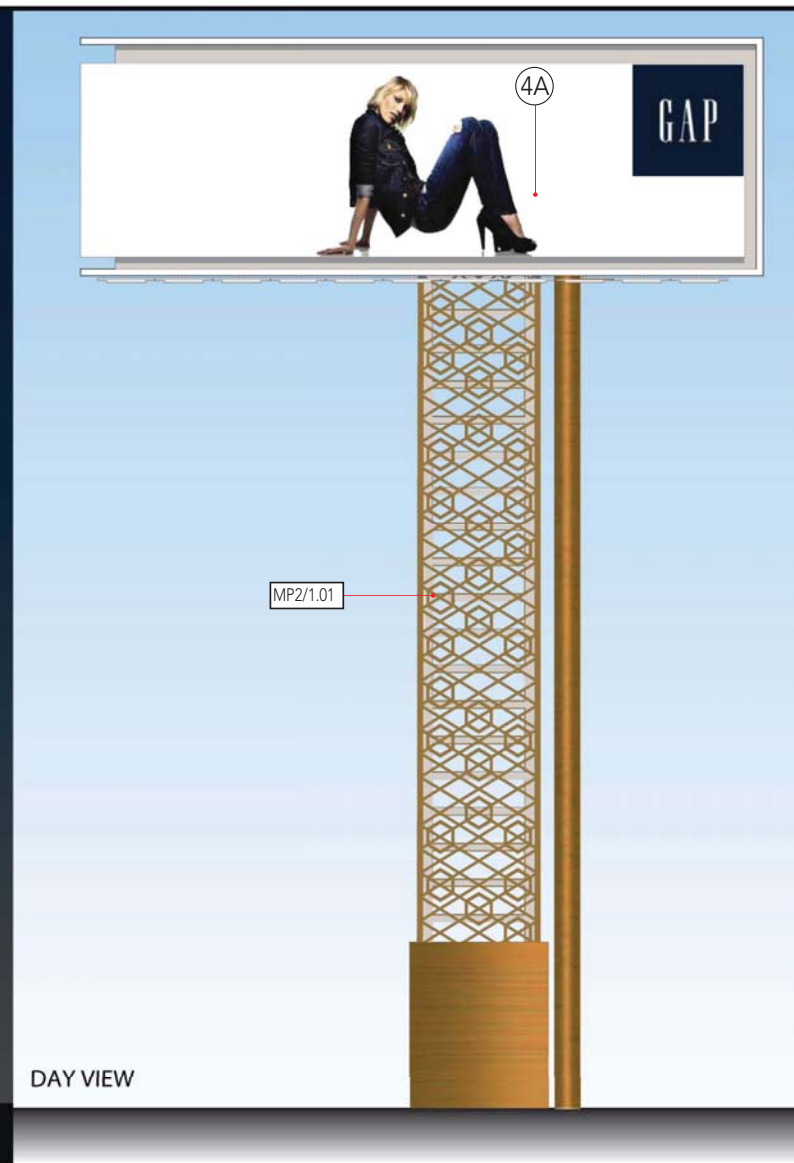
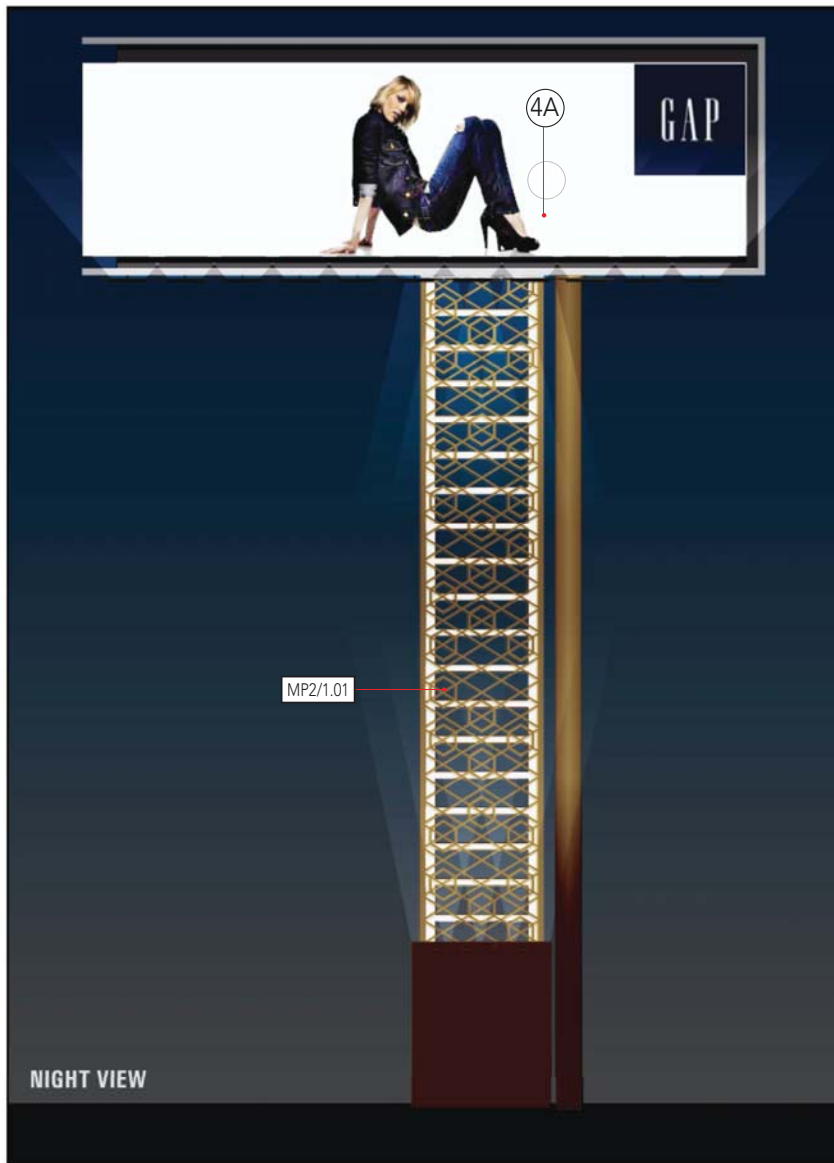
Colors represented in this drawing are for presentation only. They cannot match actual products being used on finished products. All submittals can reference manufacturer's color charts at your request.

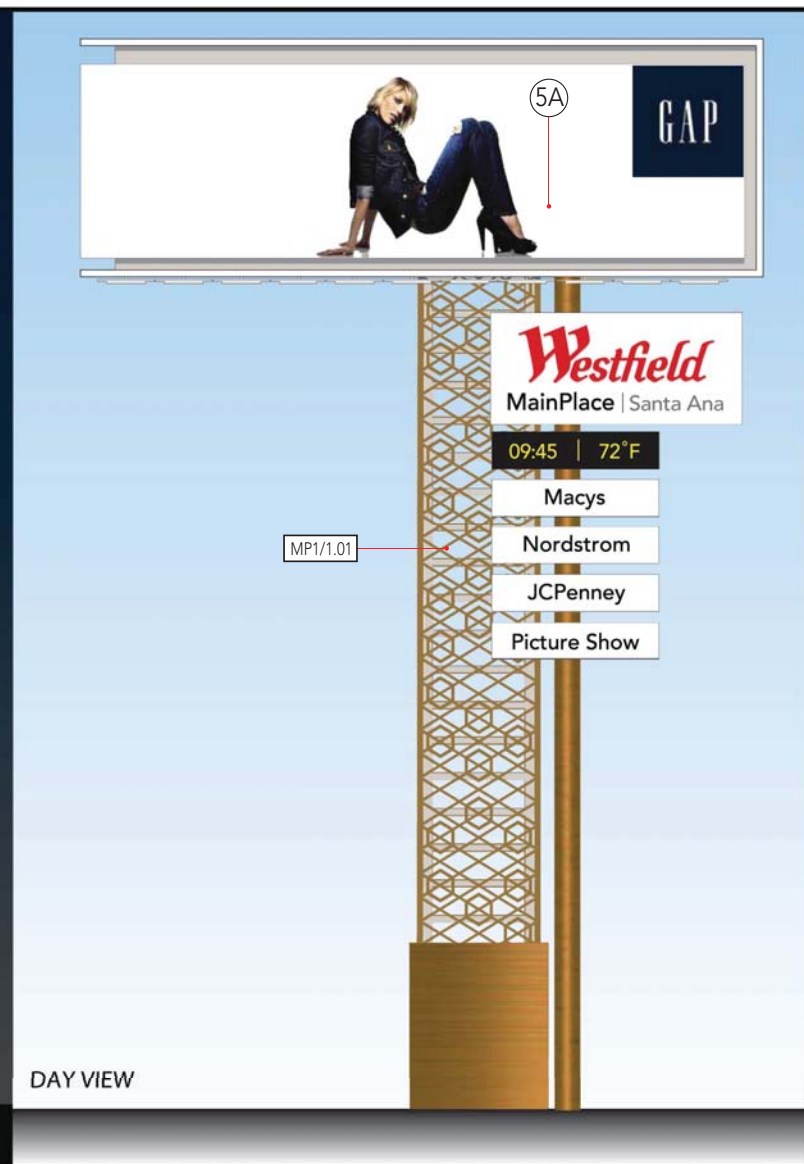
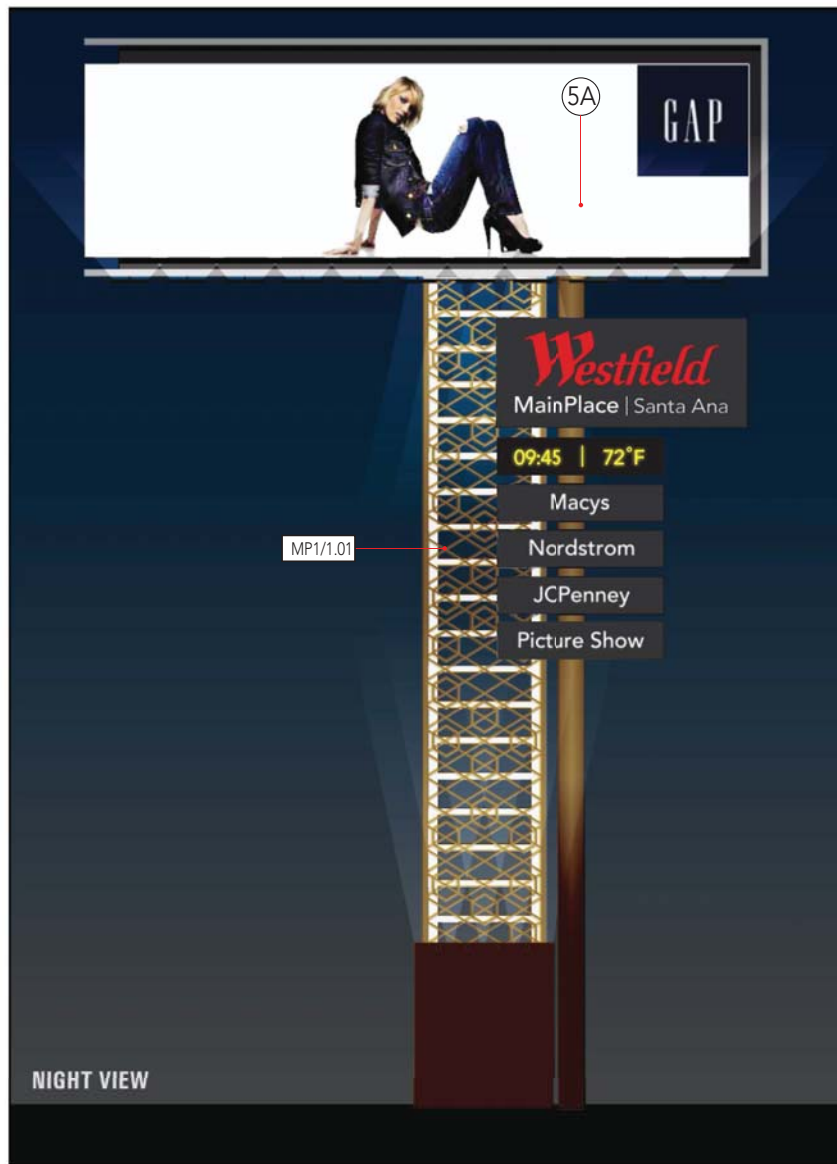
Cost of providing necessary wiring to sign area is not included in this sign program.

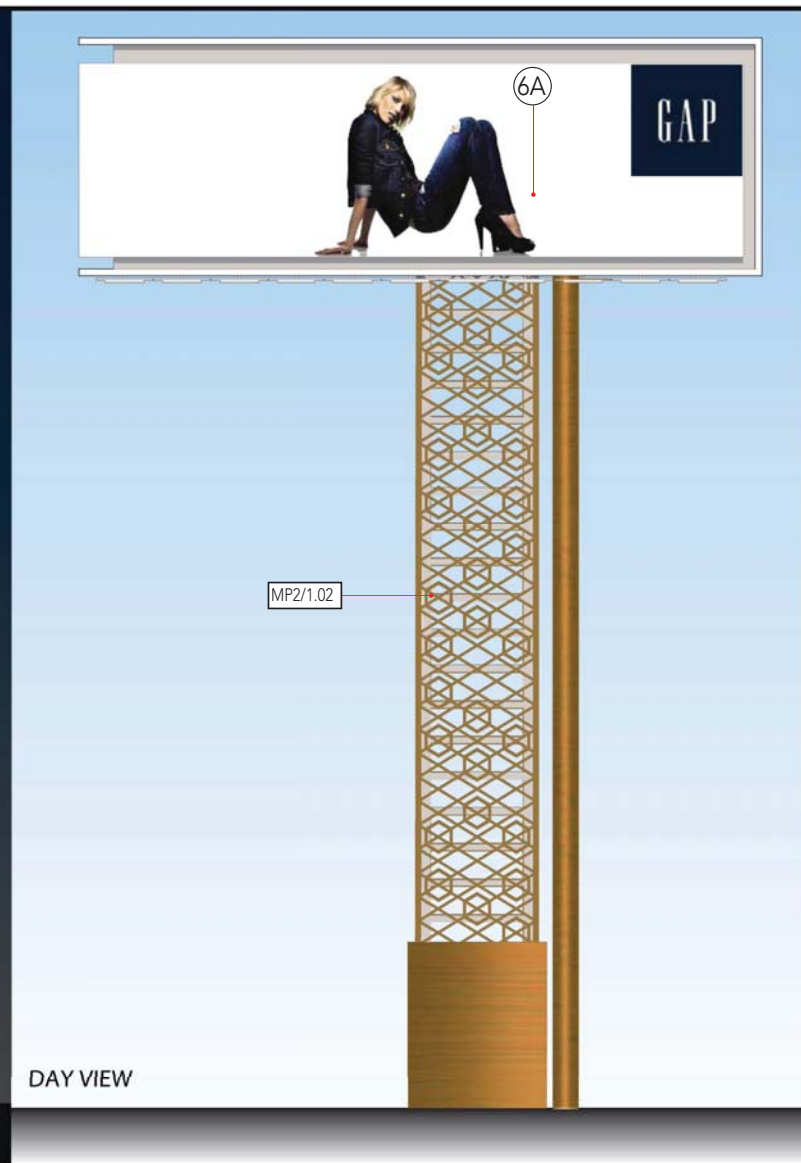
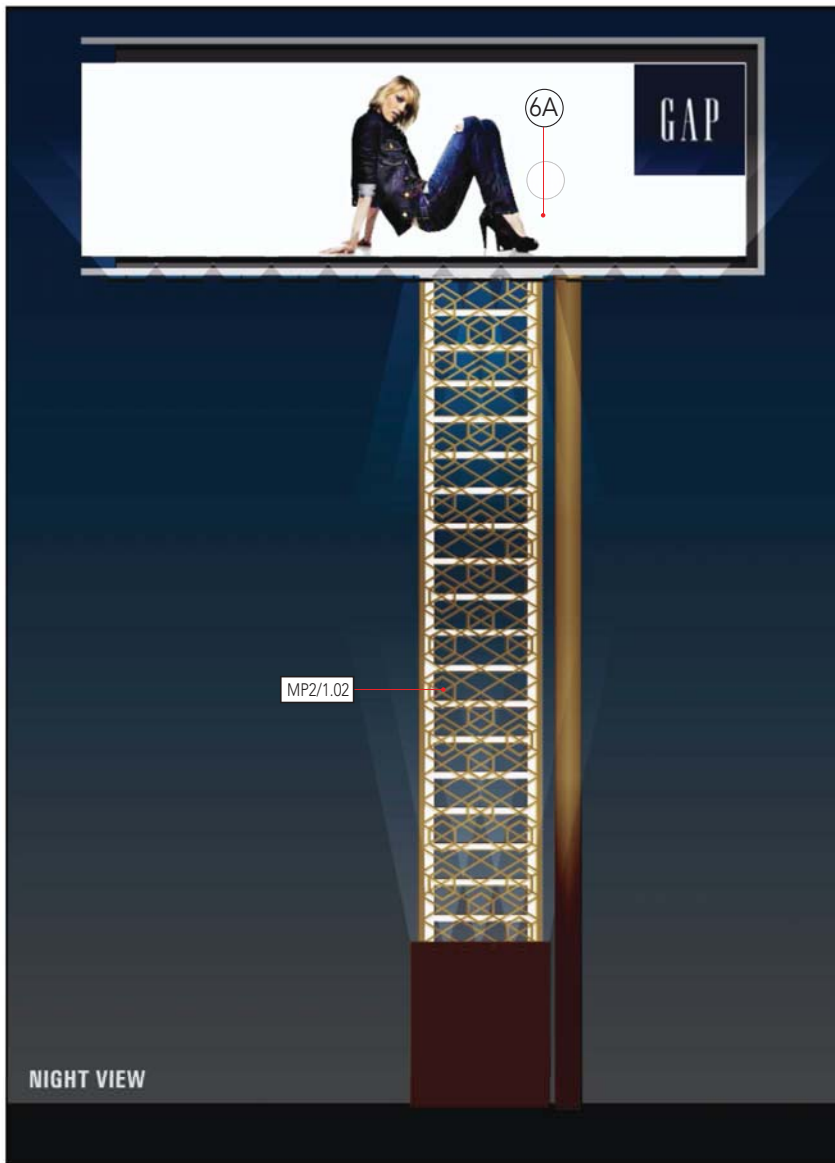
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YESCO.
LOS ANGELES DIVISION
18235 Bellagrace Avenue, Janss Valley, CA 91752
Telephone: (909) 923-7000, Fax: (909) 923-9815
www.yesco.com
CALIFORNIA CONTRACTOR LICENSE NO. 93888

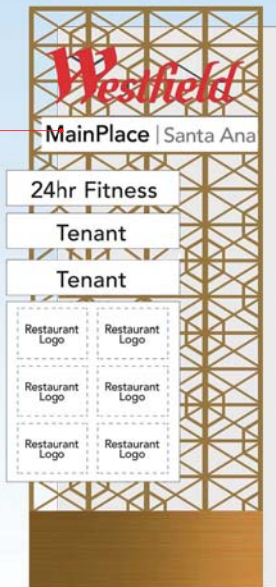
SP

SP

YESCO.
 LOS ANGELES DIVISION
 10225 Belgrave Avenue, Janss Valley, CA 91752
 Telephone: (909) 923-7668, Fax: (909) 923-5015
 www.yesco.com
CALIFORNIA CONTRACTOR LICENSE NO. 46664

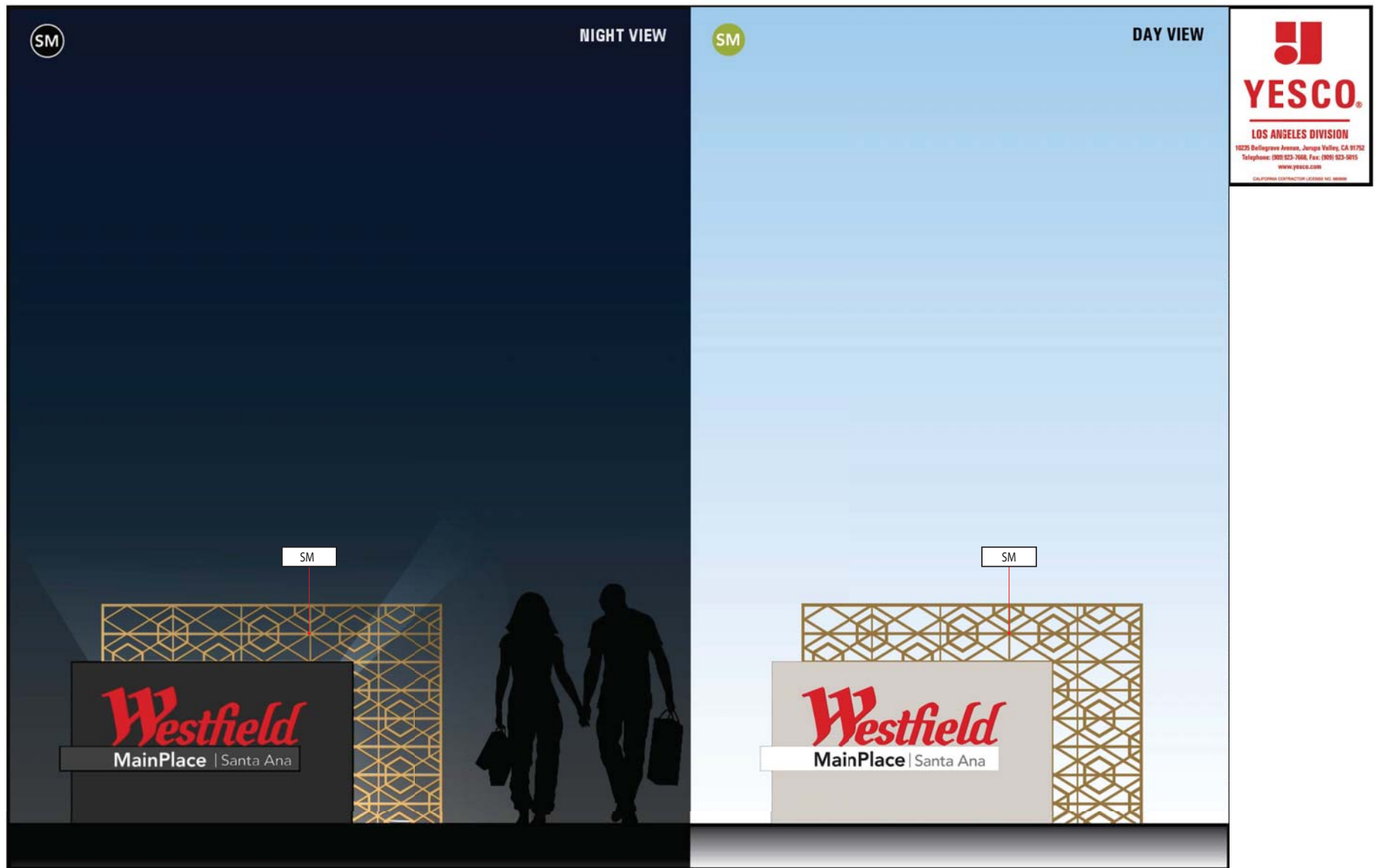
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NIGHT VIEW

DAY VIEW



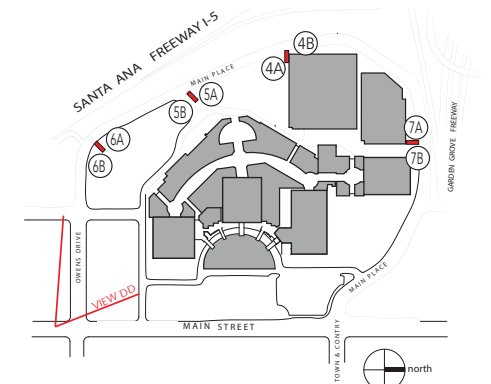


Pylon Signs Rendered Views from Main Street & 5-FWY



INCLUSIVE VIEW DD - from MAIN STREET - EASTBOUND

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
4A, 4B	•			
5A, 5B	•			
6A, 6B	•			

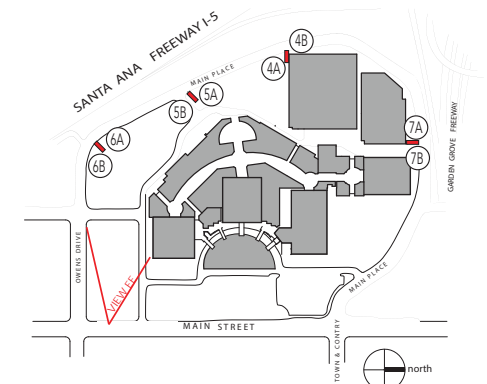


VIEW DD - FROM MAIN STREET



INCLUSIVE VIEW EE - from MAIN STREET - WESTBOUND

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
5A, 5B	•			
6A, 6B	•			



VIEW EE - FROM MAIN STREET



INCLUSIVE VIEW FF- from 5-FWY - NORTHBOUND

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
4A, 4B	●			
5A, 5B	●			
6A, 6B	●			

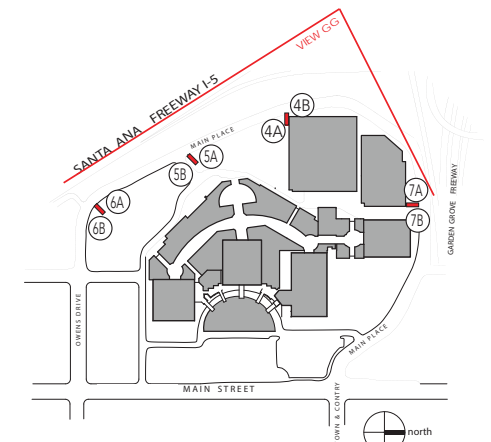


VIEW EE - FROM 5-FWY - NORTHBOUND



INCLUSIVE VIEW GG- from 5-FWY - SOUTHBOUND

	NEW	NEW TO RELOCATE & REPLACE EXISTING	EXISTING TO REMAIN	REFURBISH EXISTING
4A, 4B	•			
5A, 5B	•			
6A, 6B	•			
7A, 7B, 7C, 7D	•			



VIEW GG - FROM 5-FWY - SOUTHBOUND

CITY COUNCIL ORDINANCE NO. 2019-xx

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF SANTA ANA APPROVING DEVELOPMENT AGREEMENT NO. 2018-02 BETWEEN THE CITY OF SANTA ANA AND MAINPLACE SHOPPINGTOWN, LLC FOR THE MAINPLACE MALL TRANSFORMATION PROJECT AT 2800 NORTH MAIN STREET, PURSUANT TO CALIFORNIA GOVERNMENT CODE SECTION 65864, ET SEQ.

WHEREAS, the City of Santa Ana ("City") is authorized pursuant to Government Code Sections 65864 through 65869.5 to enter into development agreements with persons having legal or equitable interests in real property for the purpose of establishing certainty for both City and owner in the development process; and

WHEREAS, the City has found that development agreements strengthen the public planning process, encourage private participation in comprehensive planning by providing a greater degree of certainty in that process, reduce the economic costs of development, allow for the orderly planning of public improvements and services, allocate costs to achieve maximum utilization of public and private resources in the development process, and ensure that appropriate measures to enhance and protect the environment are achieved; and

WHEREAS, the City enters into this Development Agreement pursuant to the provisions of the Government Code and applicable City policies; and

WHEREAS, applicant MainPlace Shoppingtown, LLC ("Developer") proposes the MainPlace Mall Transformation Project ("MainPlace Project") at 2800 N. Main Street ("Property") in the City, more particularly described in **Exhibit A**, attached hereto and incorporated herein by this reference; and

WHEREAS, the Property is an approximately 49-acre property and the current site of the existing MainPlace Mall, an enclosed 2- to 3-story shopping center with approximately 1,130,000 square feet of commercial uses; and

WHEREAS, the MainPlace Project seeks to revitalize the existing MainPlace Mall to adapt to changing market conditions, facilitate private investment, and provide a long-term development plan for the Property; and

WHEREAS, the MainPlace Project proposes a full buildout at the Property of 1,400,000 square feet of commercial, 750,000 square feet of office, 400 hotel rooms, and 1,900 residential units; and

WHEREAS, the entitlements sought for the MainPlace Project include adoption of a Specific Plan (Specific Plan No. 4) approval of a Tentative Parcel Map (Tentative

Parcel Map. 2018-01), and approval of a Development Agreement (Development Agreement No. 2018-02); and

WHEREAS, the Development Agreement, attached hereto as **Exhibit B**, came before the Planning Commission for a duly noticed public hearing on May 13, 2019. At that hearing, the Planning Commission recommended that the City Council approve said Development Agreement; and

WHEREAS, entering into this Development Agreement would provide the City with extraordinary and significant benefits that are of regional significance, relate to existing deficiencies in public facilities, require the Developer to contribute a greater percentage of benefits than would otherwise be required, and represent benefits which would not otherwise be required as part of the development process; and

WHEREAS, the Project and the use that the Developer proposes in connection with the Property have been extensively reviewed and considered by the City, and such proposed development and use have been found to accommodate the City's recommendations and suggestions in order to protect the public's interest to enhance the desirability of such proposed development and use. The terms and conditions of this Development Agreement have been found to be fair, just and reasonable, and the City has concluded that the pursuit of the MainPlace Project will serve the interests of the City; and

WHEREAS, the City Council has determined that by entering into the Development Agreement, the City will promote orderly growth and quality development on the Property in accordance with the goals and policies set forth in the General Plan; and

WHEREAS, the physical effects, if any, of the MainPlace Project and this Development Agreement have been analyzed pursuant to California Environmental Quality Act ("CEQA") (Pub. Resources Code section 21000 et seq.) in the certified Final Environmental Impact for the Fashion Square Commercial Center Project ("1983 EIR"), Addendum ER 96-033 to that 1983 EIR ("1996 Addendum), and the MainPlace Mall Transformation Project EIR Addendum ("2019 Addendum), and together these documents contain a complete and accurate reporting of all of the potential environmental impacts associated with the MainPlace Project; and

WHEREAS, the City and Developer have reached mutual agreement and desire to voluntarily enter into the Development Agreement to facilitate development of the Project subject to the conditions and requirements set forth therein; and

WHEREAS, the terms and conditions of the Development Agreement have undergone review by the City Council at a publicly noticed hearing and have been found to be fair, just, and reasonable, and consistent with the General Plan; and

WHEREAS, the proposed Project is consistent with the MainPlace Specific Plan.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF SANTA ANA DOES RESOLVE, DETERMINE, FIND AND ORDER AS FOLLOWS:

SECTION 1. CEQA. The City Council of the City of Santa Ana hereby finds, determines, and declares as follows:

Based on the substantial evidence set forth in the record, including but not limited to the 1983 EIR, the 1996 Addendum, and the 2019 Addendum, the City Council finds that an addendum is the appropriate document for disclosing the changes to the MainPlace Mall Property, and that none of the conditions identified in Public Resources Code section 21166 and State CEQA Guidelines section 15162 requiring subsequent environmental review have occurred, because:

- A. The MainPlace Project does not constitute a substantial change that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects.
- B. There is not a substantial change with respect to the circumstances under which the MainPlace Project will be developed that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of the previously identified significant effects.
- C. New information of substantial importance has not been presented that was not known and could not have been known with the exercise of reasonable diligence at the time the 1983 EIR was certified or adopted, showing any of the following: (i) that the modifications would have one or more significant effects not discussed in the earlier environmental documentation; (ii) that significant effects previously examined would be substantially more severe than shown in the earlier environmental documentation; (iii) that mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce one or more significant effects, but the applicant declined to adopt such measures; or (iv) that mitigation measures or alternatives considerably different from those analyzed previously would substantially reduce one or more significant effects on the environment, but which the applicant declined to adopt.

SECTION 2. GENERAL PLAN CONSISTENCY. Pursuant to California Government Code section 65867.5(b) and based on the entire record before the City Council, including all written and oral evidence presented to the City Council, the City Council hereby finds that the Development Agreement is compatible with the objectives,

policies, and general plan land use programs specified in the General Plan for the City of Santa Ana in that:

- A. The City of Santa Ana has officially adopted a General Plan.
- B. The Development Agreement is compatible with the objectives, policies, general land uses, and programs specified in the General Plan, for the following reasons:
 - 1. The existing General Plan land use designation for the Property is District Center—intended to serve as an anchor to the City’s commercial corridors, and to accommodate major development activity. District Centers are to be developed with an urban character that includes a mixture of high-rise office, commercial, and residential uses which provide shopping, business, cultural, education, recreation, entertainment, and housing opportunities.
 - 2. The proposed project will support several goals and policies of the General Plan, including:
 - a. Housing Element (HE) Goal 2: Create diversity of quality housing, affordability levels, and living experiences that accommodate Santa Ana’s residents and workforce of all household types, income levels, and age groups to foster an inclusive community.
 - b. HE Policy 2.2: Create high intensity, mixed-use urban villages and pedestrian-oriented experiences that support the mid- to high-rise office centers, commercial activity, and cultural activities in the varied District Centers.
 - c. HE Policy 4.4: Provide adequate rental and ownership housing opportunities and supportive services.
 - d. Land Use (LU) Element Goal 1: Promote a balance of land uses to address basic community needs.
 - e. LU Policy 1.2: Maintain and foster a variety of residential land uses in the City.
 - f. LU Policy 4.3: Support land uses which provide community and regional economic and service benefits.
 - g. LU Policy 4.4: Encourage the development of projects which promote the City’s image as a regional activity center.
 - h. LU Policy 5.5: Encourage development which is compatible with, and supportive of surrounding land uses.

- i. LU Policy 5.7: Anticipate that the intensity of new development will not exceed available infrastructure capacity.
 - j. Land Use (LU) Element Goal 6: Reduce residential overcrowding to promote public health and safety.
 - k. Urban Design (UD) Element Goal 1: Improve the physical appearance of the City through development of districts that project a sense of place, positive community image, and quality environment.
 - l. UD Policy 1.1: New development and redevelopment must have the highest quality design, materials, finishes and construction.
- C. The proposed Development Agreement will not adversely affect the public health, safety, and welfare in that the Development Agreement will not result in incompatible land uses on adjacent properties, inconsistencies with any General Plan goals or policies, or adverse impacts to the environment.

SECTION 3. EFFECTIVENESS. The Development Agreement shall not be effective unless and until the following are adopted and become effective: Resolution No. 2019-xx (2019 Addendum) and Ordinance No. 2019-xx (MainPlace Specific Plan). If these approvals and Development Agreement are for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, or otherwise does not go into effect for any reason, then the Development Agreement shall be null and void and have no further force and effect.

SECTION 4. INDEMNIFICATION. The Developer shall indemnify, protect, defend and hold the City and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, harmless from any and all claims, demands, lawsuits, writs of mandamus, and other and proceedings (whether legal, equitable, declaratory, administrative or adjudicatory in nature), and alternative dispute resolution procedures (including, but not limited to arbitrations, mediations, and such other procedures), judgments, orders, and decisions (collectively "Actions"), brought against the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof, that challenge, attack, or seek to modify, set aside, void, or annul, any action of, or any permit or approval issued by the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof (including actions approved by the voters of the City) for or concerning the Project, whether such Actions are brought under the Ralph M. Brown Act, California Environmental Quality Act, the Planning and Zoning Law, the Subdivision Map Act, Code of Civil Procedure sections 1085 or 1094.5, or any other federal, state or local constitution, statute, law, ordinance, charter, rule, regulation, or any decision of a court of competent jurisdiction. It is

expressly agreed that the City shall have the right to approve, which approval will not be unreasonably withheld, the legal counsel providing the City's defense, and that Developer shall reimburse the City for any costs and expenses directly and necessarily incurred by the City in the course of the defense. City shall promptly notify the Developer of any Action brought and City shall cooperate with Developer in the defense of the Action.

SECTION 5. CITY COUNCIL ACTION. The City Council approves Development Agreement No. 2019-xx, attached hereto and incorporated herein as **Exhibit B**, and which shall not take effect unless and until the 2019 Addendum and the MainPlace Specific Plan are approved by the City Council.

SECTION 6. PUBLICATION. The Clerk of the Council shall certify to the adoption of this ordinance and cause the same to be published in the manner prescribed by law.

ADOPTED this 4th day of June, 2019.

AYES: Councilmembers:

NOES: Councilmembers:

ABSTAIN: Councilmembers:

NOT PRESENT: Councilmembers:

Miguel A. Pulido
Mayor

APPROVED AS TO FORM:
Sonia R. Carvalho, City Attorney

By: _____
Lisa Storck, Assistant City Attorney

CERTIFICATE OF ATTESTATION AND ORIGINALITY

I, NORMA MITRE, Clerk of the Council, do hereby attest to and certify the attached Ordinance No. 2019-xx to be the original ordinance adopted by the City Council of the City of Santa Ana on _____, 2019.

Date: _____

Norma Mitre
Acting Clerk of the City Council
City of Santa Ana

EXHIBIT A
PROJECT SITE



Figure 1-2: Specific Plan Area

EXHIBIT B
DEVELOPMENT AGREEMENT

The MainPlace Mall Transformation Project EIR Development Agreement is available online at:

<https://www.santa-ana.org/pb/planning-division/major-planning-projects-and-documents/main-place-mall-transformation-project>

RESOLUTION NO. 2019-xx

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SANTA ANA APPROVING TENTATIVE PARCEL MAP NO. 2018-01, AS CONDITIONED, TO ALLOW SUBDIVISION OF SIX EXISTING PARCELS INTO 10 PARCELS FOR THE MAINPLACE MALL AT 2800 NORTH MAIN STREET

WHEREAS, applicant MainPlace Shoppingtown, LLC (“Developer” or “Applicant”) proposes the MainPlace Mall Transformation Project (“MainPlace Project”) at 2800 N. Main Street (“Property”) in the City; and

WHEREAS, Developer is requesting approval of a Tentative Parcel Map to allow the subdivision of six existing parcels (APNs 002-210-48, 002-221-27, 002-221-30, 002-221-51, 002-221-52, 002-222-01) into 10 parcels for the MainPlace Mall at 2800 North Main Street; and

WHEREAS, as part of this project, Developer also requested adoption of the proposed MainPlace Mall Specific Plan, for recommendation by the Planning Commission and approval by the City Council; and

WHEREAS, Santa Ana Municipal Code section 34-127 authorizes the Planning Commission to review and approve a Tentative Parcel Map; and

WHEREAS, on May 13, 2019, the Planning Commission held a duly noticed public hearing on Tentative Parcel Map No. 2018-139; and

WHEREAS, the Planning Commission has determined that the required findings, which must be established in order to grant Tentative Parcel Map No. 2018-139, have been established as required by Santa Ana Municipal Code; and

WHEREAS, the physical effects, if any, of the MainPlace Project and this Tentative Parcel Map have been analyzed pursuant to California Environmental Quality Act (“CEQA”) (Pub. Resources Code section 21000 et seq.) in the certified Final Environmental Impact for the Fashion Square Commercial Center Project (“1983 EIR”), Addendum ER 96-033 to that 1983 EIR (“1996 Addendum”), and the MainPlace Mall Transformation Project EIR Addendum (“2019 Addendum”), and together these documents contain a complete and accurate reporting of all of the potential environmental impacts associated with the MainPlace Project.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF SANTA ANA DOES RESOLVE, DETERMINE, FIND AND ORDER AS FOLLOWS:

SECTION 1. CEQA. The City Council of the City of Santa Ana hereby finds, determines, and declares as follows:

Based on the substantial evidence set forth in the record, including but not limited to the 1983 EIR, the 1996 Addendum, and the 2019 Addendum, the Planning Commission finds that an addendum is the appropriate document for disclosing the changes to the MainPlace Mall Property, and that none of the conditions identified in Public Resources Code section 21166 and State CEQA Guidelines section 15162 requiring subsequent environmental review have occurred, because:

- A. The MainPlace Project does not constitute a substantial change that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects.
- B. There is not a substantial change with respect to the circumstances under which the MainPlace Project will be developed that would require major revisions of the 1983 EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of the previously identified significant effects.
- C. New information of substantial importance has not been presented that was not known and could not have been known with the exercise of reasonable diligence at the time the 1983 EIR was certified or adopted, showing any of the following: (i) that the modifications would have one or more significant effects not discussed in the earlier environmental documentation; (ii) that significant effects previously examined would be substantially more severe than shown in the earlier environmental documentation; (iii) that mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce one or more significant effects, but the applicant declined to adopt such measures; or (iv) that mitigation measures or alternatives considerably different from those analyzed previously would substantially reduce one or more significant effects on the environment, but which the applicant declined to adopt.

SECTION 2. FINDINGS. Based on the entire record before the City Council, including all written and oral evidence presented to the City Council, the City Council hereby determines that following findings, which must be established in order to grant Tentative Parcel Map No. 2018-01, have been established as required by Santa Ana Municipal Code:

- A. The proposed project, as conditioned, and its design and improvements are consistent with the District Center designation of the General Plan and are otherwise consistent with all other Elements of the General Plan.

Tentative Parcel Map No. 2018-01, as conditioned, and its design and improvements will be consistent with the District Center (DC) land use designation of the General Plan and are otherwise consistent with all other Elements of the General Plan and applicable Specific Plans. The proposed subdivision is consistent with:

1. Housing Element (HE) Goal 2: Create diversity of quality housing, affordability levels, and living experiences that accommodate Santa Ana's residents and workforce of all household types, income levels, and age groups to foster an inclusive community.
2. HE Policy 2.2: Create high intensity, mixed-use urban villages and pedestrian-oriented experiences that support the mid- to high-rise office centers, commercial activity, and cultural activities in the varied District Centers.
3. HE Policy 4.4: Provide adequate rental and ownership housing opportunities and supportive services.
4. Land Use (LU) Element Goal 1: Promote a balance of land uses to address basic community needs.
5. LU Policy 1.2: Maintain and foster a variety of residential land uses in the City.
6. LU Policy 4.3: Support land uses which provide community and regional economic and service benefits.
7. LU Policy 4.4: Encourage the development of projects which promote the City's image as a regional activity center.
8. LU Policy 5.5: Encourage development which is compatible with, and supportive of surrounding land uses.
9. LU Policy 5.7: Anticipate that the intensity of new development will not exceed available infrastructure capacity.
10. Land Use (LU) Element Goal 6: Reduce residential overcrowding to promote public health and safety.
11. Urban Design (UD) Element Goal 1: Improve the physical appearance of the City through development of districts that project a sense of place, positive community image, and quality environment.
12. UD Policy 1.1: New development and redevelopment must have the highest quality design, materials, finishes and construction.

- B. The proposed project, as conditioned, conforms to all applicable requirements of the zoning and subdivision codes as well as all other applicable City ordinances, including the proposed MainPlace Mall Specific Plan.

Tentative Parcel Map No. 2018-01, as conditioned, will conform to all applicable requirements of the zoning and subdivision codes as well as other applicable City ordinances. The proposed project, as conditioned, conforms to the provisions of Chapter 34 and 41 of the Santa Ana Municipal Code including parking, setbacks and height. In addition, Covenants, Conditions and Restrictions (CC&Rs) will address issues such as drainage, reciprocal access, landscaping and maintenance that will be recorded prior to approval of the final map.

- C. The project site is physically suitable for the type and density of the proposed project.

The project site is physically suitable for the type and density of the proposed project. The existing buildings on the project site were constructed in compliance with applicable city standards at the time of construction. All anticipated new construction or building expansions will be subject to the development standards in the proposed Specific Plan No. 4 (Ordinance NS-XXXX). Any future development will comply with the provisions of the Santa Ana Municipal Code and Specific Plan No. 4.

- D. The design and improvements of the proposed project will not cause substantial environmental damage or substantially and avoidably injure fish and wildlife or their habitat.

The design and improvements of the proposed project will not cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat. Since the project is located in an urbanized area, there are no known fish or wildlife populations existing on the project site. Therefore, the proposed subdivision will not cause any substantial environmental damage or substantially and avoidably injure fish and wildlife or their habitat.

- E. The design or improvements of the proposed project will not cause serious public health problems.

The design or improvements of the proposed project will not cause serious health problems, with the proposed subdivision not having any detrimental effects upon the general public. All necessary utilities and infrastructure improvements currently exist and comply with City standards. All new infrastructure required will be constructed per the standards in Specific Plan No. 4 (Ordinance NS-XXXX). Therefore, approval of this subdivision will not cause any serious public health problems.

- F. The design or improvements of the proposed project will not conflict with the easements necessary for public access through or use of the property within the proposed project.

The designs or improvements associated with approval of the tentative parcel map will not conflict with easements necessary for public access through or use of the property within the proposed project. The project site will allow for shared common access within development, which is outlined in the CC&Rs. The CC&Rs will ensure all ingress and egress easement and access will be maintained for the project site.

SECTION 3. EFFECTIVENESS. Approval of the Tentative Parcel Map shall not be effective unless and until the following are adopted and become effective: Resolution No. 2019-xx (2019 Addendum) and Ordinance No. 2019-xx (MainPlace Mall Specific Plan). If the approvals and the Specific Plan are for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, or otherwise does not go into effect for any reason, then this Tentative Parcel Map approval shall be null and void and have no further force and effect.

SECTION 4. CITY COUNCIL ACTION. The City Council hereby approves Tentative Parcel Map No. 2018-01, as conditioned, and which approval shall not be effective unless and until the City Council approves the 2019 Addendum and the MainPlace Mall Specific Plan. The conditions of approval are included herein and attached as Exhibit A.

SECTION 5. INDEMNIFICATION. The Developer shall indemnify, protect, defend and hold the City and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, harmless from any and all claims, demands, lawsuits, writs of mandamus, referendum, and other proceedings (whether legal, equitable, declaratory, administrative or adjudicatory in nature), and alternative dispute resolution procedures (including, but not limited to arbitrations, mediations, and such other procedures), judgments, orders, and decisions (collectively "Actions"), brought against the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof, that challenge, attack, or seek to modify, set aside, void, or annul, any action of, or any permit or approval issued by the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof (including actions approved by the voters of the City) for or concerning the project, whether such Actions are brought under the Ralph M. Brown Act, California Environmental Quality Act, the Planning and Zoning Law, the Subdivision Map Act, Code of Civil Procedure sections 1085 or 1094.5, or any other federal, state or local constitution, statute, law, ordinance, charter, rule, regulation, or any decision of a court of competent jurisdiction. It is expressly agreed that the City shall have the right to approve, which approval will not be unreasonably withheld, the legal counsel providing the City's defense, and that Developer shall reimburse the City for any costs and expenses directly and necessarily incurred by the City in the course of the defense. City shall promptly notify the

Developer of any Action brought and City shall cooperate with Developer in the defense of the Action.

ADOPTED this 4th day of June, 2019.

AYES: Councilmembers:

NOES: Councilmembers:

ABSTAIN: Councilmembers:

NOT PRESENT: Councilmembers:

Miguel A. Pulido
Mayor

APPROVED AS TO FORM:
Sonia R. Carvalho, City Attorney

By: _____
Lisa Storck, Assistant City Attorney

CERTIFICATE OF ATTESTATION AND ORIGINALITY

I, NORMA MITRE, Acting Clerk of the Council, do hereby attest to and certify the attached Ordinance No. 2019-xx to be the original ordinance adopted by the City Council of the City of Santa Ana on _____, 2019.

Date: _____

Norma Mitre
Acting Clerk of the City Council
City of Santa Ana

EXHIBIT A

Conditions for Approval for Tentative Parcel Map No. 2018-01

Tentative Parcel Map No. 2018-01 is approved subject to compliance, to the reasonable satisfaction of the Planning Manager, with applicable sections of the Santa Ana Municipal Code, the California Administrative Code, the California Building Standards Code, and all other applicable regulations. In addition, Applicant shall meet the following conditions of approval:

The Applicant must comply with each and every condition listed below prior to exercising the rights conferred by this tentative tract map.

The Applicant must remain in compliance with all conditions listed below throughout the life of the development project. Failure to comply with each and every condition may result in the revocation of the tentative tract map.

1. All proposed site improvements must conform to the Site Plan Review approval of DP No. 2018-17.
2. The project and map shall comply at all times with the requirements listed in the attached Public Works Agency memorandum dated May 8, 2019 and attached hereto.
3. Two copies of the recorded final parcel map shall be submitted each to the Planning Division, Building Division and Public Works Agency within 10 days of recordation.
4. Applicant must submit Covenants, Conditions and Restrictions (CC&Rs) for the project to the case planner for review and approval prior to the final map being recorded
5. The tentative parcel map, final map and all improvements required to be made or installed by the subdivider shall be in accordance with the requirements and design standards and specifications of the City of Santa Ana and the requirements of the State Subdivision Map Act.
6. After project occupancy, landscaping is to be maintained in accordance with the landscape plan approved for the project. This shall include the minimum levels of plant materials shown on the landscape plan and installed at the time of occupancy.
7. The property owner shall be responsible for maintaining the lots free from debris, overgrown vegetation, and graffiti. The property owner shall provide as part of the Covenants, Conditions and Restrictions (CC&Rs) that the owner of each condominium shall immediately remove any graffiti placed thereon. Any graffiti must be removed within 24 hours

8. The final map must be approved and recorded prior to issuance of permits for all on-site improvements such as, but not limited to the sidewalk and driveway apron improvements.
9. Development within the area of the map is subject to development and permit fees in effect at the time of permit issuance. Prior to approval of Certificate of Occupancy, all on-site improvements shall be made in accordance with the submitted plans.
10. Prior to submittal of the final map, submit a management plan per Section 34-184 of the Santa Ana Municipal Code.
11. Prior to submittal of the final map, submit a conversion plan per Section 41-1804 of the Municipal Code.
12. Landscaping shall be maintained in compliance with the submitted plan. Any modifications to this plan shall be submitted to the Planning Division for review and subject to the approval of the Planning Manager.
13. Property Maintenance Agreement. Subject to review and applicability by the Planning and Building Agency, the Public Works Agency, and the City Attorney to ensure that the property and all improvements located thereupon are properly maintained, Developer (and the owner of the property upon which the authorized use and/or authorized improvements are located if different from the Applicant) shall execute a maintenance agreement or incorporate the form of this condition within the Project's CC&R's with the City of Santa Ana which shall be recorded against the property and which shall be in a form reasonably satisfactory to the City Attorney. The maintenance agreement shall contain covenants, conditions and restrictions relating to the following:
 - a. Compliance with operational conditions applicable during any period(s) of construction or major repair (e.g., proper screening and securing of the construction site; implementation of proper erosion control, dust control and noise mitigation measure; adherence to approved project phasing etc.);
 - b. Compliance with ongoing operational conditions, requirements and restrictions, as applicable (including but not limited to hours of operation, security requirements, the proper storage and disposal of trash and debris, enforcement of the parking management plan, and/or restrictions on certain uses,
 - c. Ongoing compliance with approved design and construction parameters, signage parameters and restrictions as well as landscape designs, as applicable;
 - d. Ongoing maintenance, repair and upkeep of the property and all improvements located thereupon (including but not limited to controls on the proliferation of trash and debris about the property; the proper and timely removal of graffiti; the

timely maintenance, repair and upkeep of damaged, vandalized and/or weathered buildings, structures and/or improvements; the timely maintenance, repair and upkeep of exterior paint, parking striping, lighting and irrigation fixtures, walls and fencing, publicly accessible bathrooms and bathroom fixtures, landscaping and related landscape improvements and the like, as applicable);

- e. If Developer and the owner of the property are different (e.g., if the Applicant is a tenant or licensee of the property or any portion thereof), both the Applicant and the owner of the property shall be signatories to the maintenance agreement and both shall be jointly and severally liable for compliance with its terms.
- f. The maintenance agreement shall further provide that any party responsible for complying with its terms shall not assign its ownership interest in the property or any interest in any lease, sublease, license or sublicense, unless the prospective assignee agrees in writing to assume all of the duties and obligations and responsibilities set forth under the maintenance agreement.
- g. The maintenance agreement shall contain provisions relating to the enforcement of its conditions by the City and shall also contain provisions authorizing the City to recover costs and expenses which the City may incur arising out of any enforcement and/or remediation efforts which the City may undertake in order to cure any deficiency in maintenance, repair or upkeep or to enforce any restrictions or conditions upon the use of the property. The maintenance agreement shall further provide that any unreimbursed costs and/or expenses incurred by the City to cure a deficiency in maintenance or to enforce use restrictions shall become a lien upon the property in an amount equivalent to the actual costs and/or expense incurred by the City.
- h. The execution and recordation of the maintenance agreement shall be a condition precedent to the final map being recorded.

MEMORANDUM



To: Ali Pezeshkpour, Principal Planner
Planning & Building Agency

Date: May 8, 2019

From: Ehab Elias, Assistant Engineer
Public Works Agency

NPDES PRIORITY PROJECT

Subject: DP #2018-17RR AT 2800 NORTH MAIN STREET; AP #002-210-48, 002-221-27, 002-221-28 (Macy's), 002-221-30, 002-221-51, 002-221-52, 002-222-01

PURPOSE: MAINPLACE SHOPPINGTOWN, LLC PROPOSES A MASTER PLAN TO ENTITLE UP TO 1,900 NEW RESIDENTIAL UNITS AS PART OF MASTER PLAN PREVIOUSLY ANALYZED IN 1983 AND AGAIN IN 2000 THAT ALSO INCLUDED UP TO 400 HOTEL ROOMS, 1,400,000 SQUARE FEET OF RETAIL SPACE, AND UP TO 750,000 SQUARE FEET OF OFFICE SPACE. THE PROJECT REQUIRES APPROVAL OF A NEW SPECIFIC DEVELOPMENT (SD) ZONING DISTRICT AND AN EIR ADDENDUM. .

PROJECT: MAINPLACE MALL REVITALIZATION MASTER PLAN

The Public Works Agency has reviewed the proposed project. To ensure that the requirements of the Santa Ana Municipal Code are met, the developer must obtain approvals from the Public Works Agency at four different phases of the development process – **1) Prior to Site Plan Approval (Including Tentative Map Approval); 2) Prior to the recordation of final map; 3) Prior to Submittal into Building plan check; 4) Prior to Issuance of a Building Permit; and 5) Prior to release of utilities or a certificate of occupancy.** The details of all approvals are as follows:

A. Prior to site plan approval (Including Tentative Tract Map Approval), complete the following:

1. The Public Works Agency is providing site plan review comments identifying the major components required for this project which will provide further direction for construction/implementation as deemed necessary, but not limited to, the Environmental Impact Report (E.I.R.) Addendum, as well as Traffic Impact Analysis, Drainage Study, Hydrology/Hydraulics Study, Water Demand Study, Water Supply Assessment Study, Sewer Feasibility Study, and Preliminary Water Quality Management Plan if applicable at the sole expense of developer/applicant.
2. ~~Submit Public Works Agency (PWA) requested documents, including WQMP, preliminary grading plan, street improvement plan, preliminary utility plans, traffic impact analysis, drainage study, sewer capacity study and hydrological study directly to PWA Development Engineering Counter.~~

- a. ~~Pay all related plan checking deposits for such documents at the Public Works counter at the time of submittal.~~
3. ~~Separate tentative parcel map as a standalone document from grading and utility plans for tentative parcel map review. Address all requirements per Article V, Sec. 34-122 of the Santa Ana Municipal Code. A copy is attached for your convenience, see Exhibit "A".~~
4. ~~Revise the site plan/tentative map to depict and note all recommended mitigations per the approved Environmental Impact Report Addendum, Traffic Impact Analysis, Drainage Study, Hydrology/Hydraulics Study, Water Demand Study, Water Supply Assessment Study, Sewer Feasibility Study, and Preliminary Water Quality Management Plan.~~
5. ~~Revise the site plan/tentative map to show all proposed parcels with access from a private or public street.~~ **Confirm with planning if a separate letter lot is required for common areas.**
6. ~~Revise the site plan to depict and note a 15' x 15' site distance triangle at all driveway entrances, see Exhibit "B" attached.~~
7. ~~Depict and note on the tentative map a statement of the improvements and public utilities proposed to be made or installed; and a tabulation showing the lineal feet and sizes of sewer mains, number of sewer laterals, lineal feet and sizes of water mains, number of water services, lineal feet of curb and gutter, lineal feet of sidewalk, number of curb returns, and square feet of AC pavement.~~
8. ~~Revise Hydrology and Hydraulics Study per attached comments Exhibit "C", further comments and project requirement for mitigation measure may apply after clarification based on revisions.~~
9. ~~Revise the site plan and the tentative map to depict and note sidewalks and ADA accessible wheel chair ramps along Main Place Drive per City Standard #1122 at all public streets and private aisles.~~ **Noted on Tentative Parcel Map Sheet 1, Please depict graphically on sheet 2.**
10. ~~Revise the site plan/tentative plan to depict and note an 8' wide easement for parkway, sidewalk and utility purposes along Main Place Drive between Broadway and Bedford Street.~~
11. ~~Revise the site plan/tentative plan to depict and note the installation of a 5' wide sidewalk and 5' wide landscaped parkway.~~

12. ~~Revise the site plan/tentative plan to depict and note installation of bike lanes along the westerly side of the development on Main Place Drive between Main Street and Bedford Avenue.~~
13. ~~Bikelane details and final design will be shown on the final street improvement plans as directed by Traffic Engineering staff.~~
14. ~~Revise the site plan/tentative plan to depict and note a 17'x17' corner cut-off for all 25' curb returns and a 25'x25' corner cut-off for all 35' curb returns and the construction of ADA accessible wheel chair ramps per City Standard #1122.~~ **Not Addressed**
15. ~~Revise the site plan and the tentative map to depict and note the requested street vacation of the northeasterly segment of Main Place Drive between Main Street and Bedford Street. Applicant shall submit a Street Vacation application to initiate the review process.~~ **Addressed**
16. ~~Revise the site plan to depict northeasterly segment of Main Place Drive between Main Street and Bedford Street to be abandoned, and the all existing public utilities within Main Place Drive to be removed and reconstructed in the new proposed private aisle and all the connecting services to the utilities to be relocated.~~ **Shown on Tentative Map sheet 2. Please note utility relocation requirement.**
17. ~~Revise the site plan and the tentative map to depict and note exclusive underground easement and non-exclusive above ground easement for relocated utilities, which are to remain public, along proposed private aisle at the northeasterly segment of Main Place Drive between Main Street and Bedford Street.~~
18. ~~Revise site plan and tentative map to depict and note an ADA path along Bedford Street between Main Place Drive and Bronson Street. Coordinate with all agencies involved with this right of way, such as City of Orange, City of Santa Ana, and Caltrans.~~
19. ~~Revise the site plan and tentative map to add a note that the entire width of all proposed private aisles within this site to be dedicated to the City of Santa Ana as a "Non-Exclusive Easement for vehicular access, traffic loops, access rights in, over, across, upon and through said tract for the purpose of maintaining, servicing, repairing, replacing and reading the public water meters and traffic loops within said tract".~~
20. ~~Add a note on the site plan and the tentative map to read "CONSTRUCTION/INSTALLATION/REPAIR OF ALL THE IMPROVEMENTS REQUIRED FOR THIS PROJECT WILL BE CONSTRUCTED AT THE SOLE EXPENSE OF THE APPLICANT AS OUTLINED IN THE MITIGATION MEASURES FROM EIR, TRAFFIC IMPACT ANALYSIS, DRAINAGE, WATER DEMAND, SEWER AND WATER ASSESSMENT STUDIES, AND PRELIMINARY WATER~~

~~QUALITY MANAGEMENT PLANS AND SHALL BE IN ACCORDANCE WITH CITY DESIGN STANDARDS AND SPECIFICATIONS, AND THE SANTA ANA MUNICIPAL CODE”.~~

- ~~21. Add a note on the site plan and the tentative map to read “THIS PROJECT WILL PROCESS AND RECORD CC&RS FOR THE MAINTENANCE AND COST SHARING RESPONSIBILITY THE FUTURE COMMON UTILITY FACILITIES SERVING THIS SITE, INCLUDING BUT NOT LIMITED TO PRIVATE WATER, FIRE, IRRIGATION, SEWER, DRAINAGE, etc.”.~~
22. Provide a Site Traffic Impact Analysis (TIA). Prior to site plan approval; submitted to the PWA agency for review and approval. The TIA shall include, but shall not be limited to the following: **Submitted and under review.**
 - ~~a. A forecast of the amount and distribution of vehicular traffic to be generated by the project and the commutative projects.~~
 - ~~b. An assessment of the impact the project may have upon adjacent signalized and un-signalized intersections.~~
 - ~~c. Assessments and recommendations at project access locations, including the ability of project traffic to enter and exit the site, traffic controls, movement restrictions, sight distance and internal circulation.~~

~~The detailed scope of work will be provided to the consultant. If you have any questions regarding the scope of work please contact Zed Kekula, Senior Civil Engineer, at (714) 647-5606,~~

Please address the following comments of the TIA

- 1) General:
 - a) ~~Add page numbers to the sheets of the various intentionally left blank pages, tables and figures within the report~~
- 2) Page 9 Figure 3:
 - a) ~~Update Project Site Plan to reflect the latest parcel lines for Parcel No. 5~~
- 3) Page 18, Figure 4:
 - a) ~~Add missing NBRT lane configuration/designation arrow to intersections 1.~~
- 4) Page 26, Table 8:
 - a) ~~Provide calculation sheets used to arrive at internal capture and pass-by reduction percentages~~
- 5) Page 27, Table 9:

- a) ~~Provide calculation sheets used to arrive at internal capture and pass-by reduction percentages~~
- 6) Appendix B:
 - a) ~~Provide reason and justification for utilizing “15 minutes analysis period” instead of a 1 hour analysis period~~
 - b) ~~Provide reason and justification for the variation in “Peak Hour Factor” used throughout the LOS calculations sheets (Various Peak Hour factors used: 0.88, 0.90, 0.91, 0.92, 0.93, 0.94, 0.95, 0.96, 1.00)~~
 - c) ~~Provide reason and justification for deviating from the following City’s Traffic Impact Analysis Guidelines:~~

*~~“Capacity analysis at the following intersections during both the morning (am) and evening (pm) peak periods. The City of Santa Ana utilizes the following values in calculating Intersection Capacity Utilizations (ICU’s): **1600 vphpl for turning lanes, 1700 vphpl for through lanes, 5% clearance intervals.** For Unsignalized intersection, the HCM shall be used.”~~*

Additional comments compared to February 26, 2019 comments

- 7) School Traffic:
 - a) ~~With the proposed residential component of MainPlace Mall Revitalization Plan, how will the school traffic trips be captured?~~
 - b) ~~How many school related trips are expected?~~
 - c) ~~What schools will the student population be served by?~~
 - d) ~~Has the project contacted the School District to verify school campus capacity availability?~~

TIA related comments on Administrative Draft — MainPlace Specific Plan

- 1) Page 2-15, Section 2.6.1.C, Figure 2-9 Bedford Road Restriping:
 - a) ~~Update figure to show the proposed access on the east leg of the intersection per the latest development improvement plans.~~
- 2) Page 2-15 to 2-16, Section 2.6.1.D:
 - a) ~~Second to last sentence is an incorrect statement. The HOV ramp is on Main Street. Note that the HOV access ramp at Main St will be eliminated by 2019/20.~~

~~“An HOV ramp from Broadway provides access to Interstate 5 near the Discovery Science Center, south of MainPlace.”~~

Upon review of comments above, please contact Ruben Castaneda with any questions at rcastaneda@santa-ana.org.

Comments on Administrative Draft – MainPlace Specific Plan

1) Page 2-16, Section 2.6.1.D Broadway:

- a) Second to last sentence is an incorrect statement. The HOV ramp is not off Broadway, it is off Main Street. Also, note that the access to the HOV ramp at Main St was eliminated on April 2019.

“An HOV ramp from Broadway provides access to Interstate 5 near the Discovery Science Center, south of MainPlace.”

Upon review of comments above, please contact Ruben Castaneda with any questions at rcastaneda@santa-ana.org.

~~23. Revise the site plan/tentative map to depict and note all recommended mitigations per the approved Site Traffic Impact Analysis (TIA).~~

~~24. Submit for review a run-off study showing existing and proposed facilities, methods of draining the site without exceeding the capacity of any street or adjacent storm drain facility, and recommendations mitigating any deficiencies generated from the run-off.~~
Submitted under review.

~~25. Revise the site plan/tentative map to depict and note all recommended mitigations per the approved run-off study.~~

~~26. Revise the site plan to depict any proposed gates on driveways. Proposed gates to be set back at least 60 feet from the property line to accommodate entering vehicles waiting to open the proposed gate. Also, provide spaces for guest parking and turnaround area outside any proposed gate.~~

Note: ~~If no gates are proposed, add note on the plans to read “NO GATES ARE PROPOSED IN THIS PROJECT. ANY PROPOSED GATE WILL BE SUBJECT TO ADDITIONAL REVIEW AND COMMENTS”.~~

~~22. Revise the site plan to allow for the safe and efficient access of trash vehicles to trash receptacles. The following are the guidelines and the minimum requirements:~~

- ~~Depict and note the exact location(s) of the trash and recycling receptacles.~~
- ~~The residential element of a project with 3 or more dwelling units will require a minimum combined trash and recycling service level of 0.5 cubic yards (CY) per residential unit, per SAMC Sec. 16-37.~~
- ~~Minimum 40' x 16' wide staging area shall be available on service days from 6 a.m. to 6 p.m.~~
- ~~Minimum vertical clearance of 25' at the staging area for bin service clearance~~
- ~~Minimum 13' vertical clearance for scout truck.~~
- ~~All staging areas are to be onsite. No street staging is permitted.~~
- ~~42' on a 90-degree turn radius~~
- ~~All driveway and staging areas must be able to sustain a minimum gross weight of 60,000 lbs. per vehicle.~~
- ~~Maximum size of bin shall be 4 cubic yards.~~
- ~~Maximum number of pick ups is 2 times per week for residential projects only.~~
- ~~Depict the trash trucks' turning radius at all proposed internal corners.~~
- ~~Provide complete circulation for trash trucks, backing up into the streets is not allowed for safety reasons.~~
- ~~All items must be noted on the final site plan.~~

~~Provide a copy of the will serve letter obtained from Waste Management, Inc. Contact Walter Roberts at (714) 371-6747 or wrobert1@wm.com~~

23. ~~Revise the site plan and tentative map to depict and note the construction of full depth rubberized asphalt pavement along Main Place Drive and all private aisles per City standards and approved street improvement plans. **Not Addressed.**~~
24. ~~Revise the site plan and tentative map to depict and note the construction of full depth rubberized asphalt pavement along the project frontage on Main Street to the centerline of Main Street per City standards and approved street improvement plans. **Not Addressed.**~~
25. ~~Proposed phasing for off-site improvements shall be included in Development Agreement including scheduling and timelines for construction completion.~~
26. ~~Add a note to the site plan and the tentative map to read "Install 24" Box Street trees every 35' per the City Standards and approved plan, as needed per the City Standards and the approved street improvement plans. Please contact the tree section supervisor at (714) 647-3304 for tree species". **Note shown on Tentative Map Sheet 1**~~
27. ~~Revise the site plan to depict and note the removal of existing street lights and the installation of new street lights including all fixtures luminaries, poles and conduits required for power supply etc. per new City Standards along property frontage on Main~~

~~Place Drive and Main Street. Contact Tyrone Chesaneck at (714) 647-5045 for type of light and City Standards. Not Addressed.~~

~~28. Revise the site plan to depict and note the installation of drought tolerant landscape in all public medians and parkways along Main Place Drive and Main Street between Main Place Drive and the 22 Freeway per the City of Santa Ana Parkway Guide line for Drought Tolerant plants. <http://www.santa-ana.org/sawatersmart/documents/SAParkwaysGuidelines27May2015.pdf> Not Addressed~~

~~29. Revise the site plan/tentative map to add note "Street tree removal within the public right-of-way is subject to approval by the Environmental and Transportation Advisory Committee (ETAC). A letter requesting the removal of existing street tree(s) that conflict with the proposed improvements will be provided to the City of Santa Ana prior to site plan approval." The City will present the information to the ETAC committee for action, see sample letter attached as Exhibit "C". Noted on sheet 1.~~

~~30. Submit preliminary surface drainage/utility plan that depicts all applicable "Site Design," structural "Source Control," and "Treatment Control" Best Management Practices (BMPs) in accordance with the Orange County Drainage Area Management Plan (DAMP) and the City of Santa Ana Local Implementation Plan (LIP). Site drainage should go to the landscape swale and should not be in conflict with the landscape plantings. Submitted and under review.~~

NOTE: ~~Go to the Planning & Building permit counter for issuance of a grading permit number before submitting plans to the Public Works counter for plan checking.~~

~~23. Pay all related plan checking deposits for required Public Works Agency submittals. These include preliminary WQMPs, preliminary grading plans, traffic control study, drainage study, sewer capacity analysis and hydrological study. These may be paid at the Public Works counter at the time of submittal of these items. Not Paid, Please make the next submittal at the Development Engineering Counter and Pay related review fees.~~

~~24. Submit two copies of the preliminary WQMP for review and approval to the Public Works Agency. Go to www.santa-ana.org/pwa/stormdrain/WaterQualityManagementPlanTemplates.asp for information on preparation of WQMPs. Submitted, under review.~~

a. Preliminary Water Quality Management Plan (WQMP)/surface drainage/utility plan should depict all applicable "Site Design," structural "Source Control," and "Treatment Control" Best Management Practices (BMPs) in accordance with the most current Orange County Drainage Area Management Plan (DAMP) and the City of Santa Ana Local Implementation Plan (LIP)

- b. The site plan shall incorporate improvements as determined by the Public Works Agency from the review of the preliminary WQMP and surface drainage plan.
 - c. The site plan to incorporate construction of any proposed “Site Design”, BMPs, (such as walkways with open joints, sidewalks and parking lot aisles with minimum widths, draining sidewalks into adjacent landscaping, incorporating the landscape area into drainage system, etc.) to minimize the impervious areas and to maximize permeability and natural areas. Reference the most current Orange County DAMP and the LIP.
 - d. Any proposed “Treatment Control” BMPs using the Best Available Technology (such as biofilters, dry or wet detention basins, landscape detentions, wet ponds or wetlands, drainage inserts, filtration basins, etc.) and recommended sizing calculations near pollutant source, so as to infiltrate and filter the pollutants of concern in post development runoff flow prior to its discharge into any receiving body of water or urban storm drain. Reference the most current Orange County DAMP and the City of Santa Ana LIP.
 - e. All new developments and significant redevelopments require preparation of a NPDES post-construction storm water management plan in accordance with the most current Orange County DAMP and the City of Santa Ana LIP that includes all applicable BMPs for this “Priority Project.”
 - f. Add a note to the site plan and the tentative map to read “The BMPs, shown on the approved site plan are only preliminary and will be revised or modified as necessary upon completion of the WQMP. Prior to the issuance of the grading permit, the approved grading/utility plan shall incorporate all required Structural BMPs. For assistance and an informational handout (including a WQMP template),” **Not Noted.**
- ~~25. Revise the site plan to add the note “This site will be designed and constructed in accordance with the California Regional Water Quality Control Board Santa Ana Region Order No. R8-2009-0030 discharge requirements (MS4 Permit).” Contact Ehab Elias (714) 647-5627 for additional information.”.~~ **Noted**
- ~~31. Each parcel shall treat the storm water separately. If storm water is crossing parcel lines, a reciprocal drainage easement shall be provided.~~

B. Prior to the recordation of final map, complete the following:

1. Submit and have approved Street Improvement Plans prepared by a registered civil engineer for construction of all new public improvements, including mitigation findings of Environmental Impact Report (E.I.R.), Traffic Impact Analysis, Drainage Study, Hydrology/Hydraulics Study, Water Demand Study, Water Supply Assessment Study,

Sewer Feasibility Study, and Preliminary Water Quality Management Plan necessary to support that phase of development being proposed. (Added to comment EE)

2. Submit and have approved Street Improvement Plans prepared by a registered civil engineer for construction of bikelane along MainPlace Mall Drive including sandblasting of existing striping, slurry seal of new pavement and striping of new lanes prior to recordation of first phase of development being proposed. (Added to comment EE)
1. Construct sidewalk along Mainplace Drive necessary to support that phase of development being proposed. The sidewalk shall connect to an existing City sidewalk directly or through an accessible path of travel through private property with proper pedestrian signage and easements. (New comment EE)
2. Complete street vacation process for portion of Main Place Drive to be abandoned in advance of the recordation of parcels 1, 2, and/or 9. (Added to comment EE)
3. Complete construction of, or provide a bond for all public and private water and sewer improvements necessary to support that phase of development being proposed. (Added to comment EE)
4. Provide required easements, through a final map, separate instrument or equivalent document for all public water and sewer improvements necessary to support that phase of development being proposed. (Added to comment EE)
5. Provide required CC&R for maintenance and cost sharing responsibility for all private water and sewer improvements necessary to support that phase of development being proposed. (New comment EE)
6. Complete construction of, or provide a bond for all public improvements as shown on the site plan, tentative map and all requirements hereon necessary to support that phase of development being proposed. (Added to comment EE)

C. Prior to Submittal into Building plan check, complete the following:

Submit to the Public Works agency any of following as applicable to the project: begin review process of surface drainage/grading/utility plans, erosion control plan, water quality management plan, street improvement plan, copy of the Storm Water Pollution Prevention Plan, State Water Board WDID number, street vacation, CC&Rs, easements and parcel map as described below under “Section C. Prior to issuance of building permit”, by making the initial submittal of the listed plans and maps, and paying the required fees.

D. Prior to issuance of a building permit, complete the following:

1. Provide two copies of the approved WQMP that include the following:
 - a. Site Assessment.
 - b. Site Design BMPs.
 - c. Applicable Routine Source Control BMPs.
 - d. Selection and sizing of the Treatment Control BMPs.
 - e. Mechanism(s) by which funding for long-term operation and maintenance of all Structural BMPs will be provided.
 - f. Operation and Maintenance (O&M) Plan to describe the long-term operation and maintenance requirements of all applicable Structural BMPs and to identify the entity in charge of implementation.

Note: All new developments and existing facilities with significant redevelopment, irrespective of their size or category (Priority or Non-priority) shall provide and have approved a WQMP prior to the issuance of a grading permit. The WQMP document shall describe all applicable BMPs consistent with the approved surface drainage/grading plan. contact Mindy Ly at (714) 647-5665 for assistance.

2. Submit, for review and approval, a surface drainage/grading/erosion control plan, prepared by a registered civil engineer, showing the direction and means of flow to the adjacent street. The plan is to include existing and proposed elevations at and adjacent to all property lines. Drainage routed to the street must be directed beneath the sidewalk and through the curb. The plan shall depict all applicable “Site Design,” structural “Source Control,” and “Treatment Control” BMPs in accordance with the most current Orange County DAMP and the City of Santa Ana LIP.
3. Complete street vacation process for portion of Main Place Drive to be abandoned **prior to the issuance of building permits on parcel 1 or parcel 9, adjacent to the portion of Mainplace Drive to be vacated. . (Added to comment EE)**
4. Submit and have approved Street Improvement Plans, prepared by registered civil Engineer(s) for construction of all improvements identified in the approved site plan, and traffic and drainage mitigation measures **necessary to support that phase of development being proposed. (New comment EE)**

5. Construct, or post a bond for, all improvements approved per the site plan, street improvement plans, and mitigation measures necessary to support that phase of development being proposed. (New comment EE).
6. Process and record the following:
 - a. Final Map for the parcel that the building is located on.
 - b. Covenants, Conditions, Restrictions and Easements (CC&Rs) or equivalent document for the maintenance and cost sharing responsibility of the future common utility facilities serving the proposed sites.
 - c. Street abandonment deeds and legal descriptions if the building is located on parcel 1 or parcel 9.
 - d. Easements for all public water and sewer improvements either by separate instrument or equivalent document.
 - e. Agreement for installation of public improvements along with bonds or cash deposit.
7. Pay the required fees as follows:
 - a. Plan Check Fee (WQMP, final map, CC&Rs, grading, dedication, and street improvement).
 - b. Transportation System Improvement Area (TSIA) fees.
 - c. Sewer Connection Fee - Based on the number of plumbing fixture units at the current cost per unit. The Public Works Agency will require a set of both plumbing and floor plans showing existing and new plumbing fixtures for all proposed development, including retail shops, office buildings, hotel and residential units.
 - d. Orange County Sanitation District (OCSD) - Please check with OCSD for the latest fee for all new improvements.)
 - e. Revise the site plan to depict and add a note on the plans to read, appropriate Back Flow Preventer required for all fire services, domestic and landscape water meter per grading and street improvement plans.
 - f. Fair share fees, if required.

- g. Any proposed project, which includes a Food Service Establishment, shall comply with City's Ordinance No. NS-26-70 for Fat, Oil, and Grease (FOG) Control Program, and its subsequent requirement for construction of a Grease Interceptor.

Developer shall contact City's Planning and Building Department to incorporate design of the required grease interceptor of adequate size, into the project's plumbing plans, and to determine an appropriate location for it within the project site.

- h. Drainage Assessment area fee.

Note: The above fees are current and subject to change. The applicant must pay the prevailing rate at the time payment is made. Federal Clean Water Protection Enterprise Fee Surcharge of 26% added to public improvement plan check, sewer lateral/water service, street work permit, and grading permit fees.

- 8. Street work shall be required to be performed by a licensed contractor. The contractor must provide the following prior to issuance of the street work permit.
 - a. A City of Santa Ana business license.
 - b. A Certificate of Insurance of general liability containing requirements as set forth by the City Attorney.
 - c. A Contractors license (with approved classification).
 - d. Proof of Worker's Compensation Insurance.
 - e. Two (2) sets of the approved street improvement plans and traffic control plans.

If there are any new connections to the City's Water Main, provide an approved application for installation of Water Service. For an application, Contact **Water Division, at (714) 647-3320**, for assistance.

- 9. Should the developer seek a building permit release or recordation of the final map prior to completing the off-site improvements, the developer must provide a cash bond (or cash deposit) in an amount specified by the City of Santa Ana upon approval of all improvement plans and unit quantities. This cash bond (or cash deposit) shall guarantee the construction of all necessary improvements. The cash deposit shall be released after the passage of the mechanics lien period from the date that all improvements have been completed and the street work permit has been signed off by the Public Works Agency's Construction Inspector. The deposit amount will be determined based upon grading and street improvement plans.

General requirements (Water):

1. **A complete Water Supply Assessment (WSA) required for this project. The developer is required to complete WSA prior to any permit issuance.**
2. **An updated 2000 Master Plan Analysis required.**
3. Arrange for installation of any needed new, relocation or upgrading of any existing domestic or irrigation **WATER SERVICES and WATER MAINS** as required by the Public Works Agency. These facilities will be designed and installed in conformance with the City of Santa Ana Standards and approved plans.

The developer shall abandon all non-used existing water services and meters at the main, per City Standards, salvage and return the meter to the City Yard.

The developer's engineer (License Civil Engineer) and contractor (required General Engineering "A" or a "C-34" Contracting License) will do design and installation of new water services following the issuance of a water application and a street work permit (if applicable).

Demand calculations per gallon per minute for size determination are required for all domestic and irrigation water meters.

Contact **Water Division, at (714) 647-3320**, for assistance.

Note: Separate landscape irrigation water service/meter shall be used to irrigate all non-residential/commercial irrigated landscapes of 1,000 sq. ft. and residential irrigated landscape of 5,000 sq. ft. or greater. It is required, a proper size water meter to be designed to supply the project's landscape irrigation system.

Note: The City of Santa Ana recommends the use of Weather Based Irrigation Controllers" Smart Timers" and Rotating Nozzles for Pup-up Spray Heads to be used on your irrigation systems. For a listing of approved equipment and possible rebates, please go to www.bewaterwise.com;

Contact **Water Quality Inspector at (714) 647-3341** for assistance.

4. Arrange for installation of any new, relocation or upgrading of any existing **FIRE PROTECTION FACILITIES** as required by the City of Santa Ana Fire Department.

It is required, that these facilities to be installed in conformance with the City of Santa Ana Standards and approved plans. The developer's engineer (License Civil Engineer)

and contractor (requiring General Engineering “A” or a “C-34” license) will do design and installation.

All residential units require individual meters, master meter for the building with individual private meters for each unit.

Provide fire flow calculations for fire line and backflow device suggested sizing.

Contact OCFA Plan Check, at (714) 573-6126, for assistance.

5. Prior to turning on any water meters (domestic and irrigation) and/or fire services, arrange for installation, testing and certification of all needed **BACKFLOW PROTECTION DEVICES**, whether such devices are shown on the project plans or not. The developer in conformance with the code, regulations and the City of Santa Ana requirements will install approved backflow devices on-site.

(Please obtain latest list of approved backflow prevention assemblies from USC foundation for Cross Connection Control and Hydraulic Research.)

General requirements (Sewer):

1. All new development projects fronting OCSD sewer shall construct a new City owned sewer main and be served by a separate and new sewer lateral connection(s) to serve each individual lot or parcel. **Use of a common or shared sewer lateral/system among separate commercial/industrial parcels or residential lots (with no direct public sewer access) is only allowed if a CC&R for maintenance and cost sharing responsibility of such laterals/systems is prepared and recorded. (Added to comment by Rudy Rosas)**
2. **A complete Sewer Feasibility Study (SFS) required for this project. It is required to complete SFS prior to any permit issuance.**
3. The Developer shall arrange for the design and construction of a new sewer mains as well as sewer lateral(s) per City of Santa Ana Standards and approved Improvement Plans, following the issuance of a Street Work Permit. The developer’s engineer (License Civil Engineer) and contractor (requiring General Engineering “A” or a “C-34” license) will do design and installation.
4. Use of a common or shared sewer lateral/system among separate commercial/industrial parcels or residential lots (with no direct public sewer access) only allowed if a CC&R for maintenance and cost sharing responsibility of such laterals/systems prepared and recorded.

5. OCSD officials shall approve construction of a new or using an existing OCSD sewer lateral connection in advance (if applicable). The developer shall submit design plans to OCSD for review and approval. After approval of the design connection plans by OCSD, the City of Santa Ana will process an OCSD connection permit. Upon payment of applicable OCSD permit inspection fees, a connection permit will be issued to the developer by OCSD
6. Any existing sewer lateral(s) serving the project site shall be capped and abandoned at the main line per City of Santa Ana standards, (contact Mir Fattahi for the latest sewer abandonment standard.)

Contact Water Division, at (714) 647-3320, for assistance.

D. Prior to release of utilities or a certificate of occupancy, complete the following:

1. Complete construction of all the required improvement in the public right-of-way **necessary to support that phase of development being proposed** and provide a copy of the signed off street work permit. **(Added to comment EE)**

Please contact Ehab Elias, at (714) 647-5627, for assistance regarding the above requirements.